

All Registry communications to:

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003/000171

ALLWORTHS PTY LTD
<ARMSTRONG SUPER FUND A/C>
ARMSTRONG ADVISORY
SUITE 201
30 FISHER ROAD
DEE WHY NSW 2099

Key details

Buy-Back date:	27 May 2019
Payment date:	30 May 2019
SRN/HIN:	X*****4240

Woolworths Group Limited Buy-Back 2019 Holding and payment statement

Woolworths Group Limited (Woolworths Group) successfully completed its A\$1.7 billion off-market buy-back (Buy-Back) on 27 May 2019. A total of 58,733,844 Shares was bought back at a Buy-Back Price of A\$28.94 per Share (14% discount to the Market Price of A\$33.6434). The Shares bought back will subsequently be cancelled.

Scale back of offers

Due to the strong demand for the Buy-Back, a 84.68% scale back of offers was required. The scale back was structured to minimise disadvantaging shareholders with small holdings. Subject to exclusions due to any minimum price conditions, Eligible Shareholders who offered their Shares at a 14% Buy-Back Discount and/or as a Final Price Offer had a Priority Allocation of 180 Shares (or lesser number) bought back before the scale back was applied.

Successful Eligible Shareholders will have 15.32% of their Shares offered (in excess of the Priority Allocation of 180 Shares) bought back. If less than 180 Shares were offered, all of these Shares would be bought back. Shares offered at Buy-Back Discounts of 10-13% and offers conditional upon a Minimum Price above the Buy-Back Price were not bought back.

Your offer

Thank you for participating in the Buy-Back.

You have received A\$28.94 per Share for your Shares which have been bought back. This payment represents a Capital Component of A\$4.79 and a Dividend Component of A\$24.15 per Share. This Dividend Component is 100% franked with Australian franking credits at the company tax rate of 30%.

The details of your Shares bought back (which are important for taxation purposes), payment amount and holding balance after the Buy-Back are shown in the table below. Shares that have been offered into the Buy-Back but not bought back are now available for trading.

Summary of your offer

	Number of Shares
Total number of Shares offered for sale:	1,000
Number of Shares bought back:	306
Number of Shares not bought back:	694
Balance from previous holding statement	1,000
Off-market Buy-Back 27 May	(306)
Balance including Buy-Back *	694

*Other movements in holding for the month are not included. The End of Month holding statement will capture any other movements and also include the Buy-Back. If you have any queries about your holding, please call the information line on 1300 368 664.

Description	Buy-Back Price per Share	Number of Shares bought back	Share Capital (A\$)	Fully franked Dividend (A\$)	Total amount (A\$)	Franking credit (A\$)
Capital Component	A\$4.79*	306	\$1,465.74	-	\$1,465.74	-
Dividend Component	A\$24.15	306	-	\$7,389.90	\$7,389.90	\$3,167.10
Total Buy-Back payment amount					\$8,855.64	

* For Australian capital gains tax purposes, the deemed Capital Proceeds are A\$7.50, being the A\$4.79 Capital Component plus A\$2.71, which is the amount by which the CGT Value exceeds the Buy-Back Price.

The details above may need to be disclosed on your Australian income tax return. It is expected that both the amount taken to be a Dividend Component and the amount of the deemed Capital Proceeds will be confirmed by the ATO in its Class Ruling by the end of June 2019. If you have any questions about taxation issues, please consult your taxation advisor.

Payment instructions

Bank name: MACQUARIE BANK

BSB: 182-512

Account name: ALLWORTH PTY LTD

Account number: *****3865

Payment amount: \$8,855.64

Payment reference number: 001229773145

The payment has been made into the above account. If this account is not valid, please login to Link Market Services website www.linkmarketservices.com.au to update your details. Once your details have been updated, payment will be made within 10 business days.

Retain this statement to assist in preparing your tax return.