



# Woolworths Group Limited

**AUD350 million 1.85% Fixed Rate Medium Term Notes Due 15 November 2027**  
**AUD350 million 2.75% Fixed Rate Medium Term Notes Due 15 November 2031**  
**(the “Notes”) under the Issuer’s U.S.\$4,000,000,000 Medium Term Note Programme**

**Final Term Sheet dated 28 September 2021**

*This is not a complete description of the Notes to be issued. Investors should, among other things, consider the terms of the Offering Circular dated 31 March 2021 as supplemented by the supplemental Offering Circular dated 3 September 2021 (the “Offering Circular”) describing and containing the terms and conditions of the Notes (“Conditions”) as supplemented by the applicable Pricing Supplement, including all selling and transfer restrictions, before making any investment decision*

<b>Issuer:</b>	Woolworths Group Limited (ABN 88 000 014 675)	
<b>Structuring Coordinator:</b>	The Hongkong and Shanghai Banking Corporation Limited, Sydney Branch	
<b>Joint Lead Managers:</b>	Commonwealth Bank of Australia (ABN 48 123 123 124) Citigroup Global Markets Australia Pty Limited (ABN 64 003 114 832) The Hongkong and Shanghai Banking Corporation Limited, Sydney Branch (ABN 65 117 925 970) Westpac Banking Corporation (ABN 33 007 457 141)	
<b>Issuer Rating*:</b>	Moody’s: Baa2 (Stable Outlook) S&P: BBB (Stable Outlook)	
<b>Expected Issue Rating*:</b>	S&P: BBB	
<b>Programme:</b>	Woolworths Group Limited’s Medium Term Note Programme dated 31 March 2021 as supplemented by the supplemental Offering Circular dated 3 September 2021	
<b>Status and Ranking:</b>	The Notes constitute direct, general and unconditional obligations of the Issuer which will at all times rank <i>pari passu</i> among themselves and at least <i>pari passu</i> with all other present and future unsecured obligations of the Issuer, save for such obligations as may be preferred by provisions of law that are both mandatory and of general application	
<b>Currency:</b>	AUD	
<b>Pricing Date:</b>	28 September 2021	
<b>Settlement Date:</b>	6 October 2021 (T+5)	
<b>Type of Instrument:</b>	Fixed Rate Notes	
<b>Benchmark:</b>	Semi/quarterly coupon matched asset swap	
<b>Tenor:</b>	Long 6-year	Long 10-year
<b>Maturity Date:</b>	15 November 2027	15 November 2031
<b>Tranche Amount:</b>	AUD 350,000,000	AUD 350,000,000
<b>Interest:</b>	1.85% p.a. paid semi-annually in arrear on each Interest Payment Date subject to any Coupon Step Up as described below	2.75% p.a. paid semi-annually in arrear on each Interest Payment Date subject to any Coupon Step Up as described below
<b>Interest Payment Dates:</b>	15 May and 15 November in each year, up to and including the Maturity Date, with the first Interest Payment Date being 15 November 2021 (short first coupon)	
<b>Key Performance Indicator (KPI):</b>	Absolute Greenhouse Gas (GHG) Emissions (Scope 1 and 2, in tCO <sub>2</sub> e)	
<b>Sustainability Performance Target (SPT):</b>	2030 absolute GHG Scope 1 & Scope 2 emissions reduction, expressed as a percentage, in line with 1.5 degrees Paris Agreement Scenario as verified by SBTi, with straight line interpolation of the 2030 GHG Scope 1 and Scope 2 emissions reduction target if the testing date is set prior to 2030.	



	Performance against the SPT will be disclosed on an annual basis following the publication of Woolworths Group Sustainability Report, the SPT will be updated for future transactions as and when there is a material change in our performance against the KPI. For clarity, to the extent an SPT is used for a financing transaction, the SPT will apply for the life of the financing transaction.	
<b>Coupon Step Up:</b>	If a Coupon Step Up Event occurs, the Rate of Interest applicable from the start of the immediately following Interest Period will be increased by 0.25% p.a. See the Annexure for further details.	
<b>Issue Margin to Benchmark:</b>	+75 bps	+117 bps
<b>Re-offer Yield:</b>	1.8925%	2.7650%
<b>Re-offer Price:</b>	99.755%	99.867%
<b>ISIN:</b>	AU3CB0283406	AU3CB0283414
<b>Common Code:</b>	239090699	239091253
<b>Denominations:</b>	A\$10,000, provided that the aggregate consideration payable for the issue and transfer of Notes in Australia will be at least A\$500,000 (or its equivalent in any other currency and, in either case, disregarding moneys lent by the offeror or its associates) or the offer or invitation does not otherwise require disclosure to investors under Parts 6D.2 or 7.9 of the Australian Corporations Act	
<b>Form of Notes:</b>	The Notes are AMTNs as referred to in the Offering Circular and will be issued in registered uncertificated form, constituted by the Deed Poll and take the form of entries on a register to be maintained by the Australian Agent. Copies of the Deed Poll are available from the Australian Agent at its principal office in Melbourne.	
<b>Governing Law:</b>	New South Wales, Australia	
<b>Business Day Convention:</b>	Following Business Day Convention	
<b>Day Count Fraction:</b>	RBA Bond Basis	
<b>Business Days:</b>	Sydney, Melbourne	
<b>Registrar, Issuing and Paying Agent:</b>	Citigroup Pty Limited	
<b>Clearing System:</b>	Austraclear (Euroclear and Clearstream via the bridge)	
<b>Sustainability-Linked Framework:</b>	Woolworths Sustainability-Linked Bond Framework in accordance with ICMA Sustainability-Linked Bond Principles (2020)	
<b>Sustainability Report:</b>	<a href="https://www.woolworthsgroup.com.au/icms_docs/195991_2021-sustainability-report.pdf">https://www.woolworthsgroup.com.au/icms_docs/195991_2021-sustainability-report.pdf</a>	
<b>Second Party Opinion Provider:</b>	Sustainalytics	
<b>Use of Proceeds:</b>	General corporate purposes including the Group's investment in Quantum and PFD Food Services	
<b>Listing:</b>	Unlisted	
<b>Repo Eligibility:</b>	The Notes are expected to be Repo Eligible by the Reserve Bank of Australia	
<b>Taxation:</b>	It is intended that the Notes will be issued in a manner which will satisfy the Public Offer Test under section 128F of the Income Tax Assessment Act 1936 of Australia.	
<b>Optional Redemption:</b>	<p>At any time prior to 3 months before their Maturity Date, the Notes may be redeemed at the option of the Issuer at the Make-Whole Redemption Amount (as defined below) plus accrued and unpaid interest (if any). At any time which is 3 months or less before their Maturity Date, the Notes may be redeemed at the option of the Issuer at par plus accrued and unpaid interest (if any).</p> <p><b>"Make-Whole Redemption Amount"</b> means the greater of:</p> <p>(a) 100 per cent. of the principal amount of the applicable Notes to be redeemed at the Optional Redemption Date; and</p>	



	<p>(b) the present value at the Optional Redemption Date of the applicable Notes being redeemed, calculated in accordance with the Reserve Bank of Australia Bond Formula for the calculation of the settlement price of fixed income securities (as published on the Issue Date), where the yield that applies is:</p> <p>(i) the mid-market swap rate (expressed as a semi-quarterly coupon matched asset swap rate, referencing the semi-annual rate adjusted for the 6 month-3 month rate as applicable) calculated by ICAP Australia Pty Ltd (determined using linear interpolation as necessary) to the Maturity Date of the Notes as displayed on Bloomberg page ICAP&lt;GO&gt;, IAUS&lt;GO&gt;, 31&lt;GO&gt; (or the page titled 'AUD Interest Rates Swaps') or other electronic media at or around 10.00 am (Sydney time) three Business Days prior to the Optional Redemption Date; and</p> <p>(ii) if ICAP Australia Pty Ltd no longer calculates those rates (or if those rates are not displayed by Bloomberg), the rate determined by the Calculation Agent to be appropriate having regard to market rates and sources then available, and in the case of either sub-paragraph (i) or (ii), plus:</p> <ul style="list-style-type: none"> <li>• in respect of the 2027 Notes, 19 basis points, (being 25% of the Issue margin of the 2027 Notes); or</li> <li>• in respect of the 2031 Notes, 29 basis points (being 25% of the Issue margin of the 2031 Notes)</li> </ul>
<b>Selling Restrictions:</b>	See 'Subscription and Sale' section of the Offering Circular
<b>U.S. Selling Restrictions:</b>	Reg. S Category 2; TEFRA Not Applicable
<b>Section 309B(1)(c) of the Securities and Futures Act (Chapter 289 of Singapore) Notification:</b>	The Notes are "prescribed capital markets products" (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018).

\*Ratings may be changed, suspended or withdrawn at any time and are not a recommendation to buy, hold or sell any security

## Annexure

A **Coupon Step Up Event** occurs when the Issuer notifies the Registrar, the Agent and the Noteholders in accordance with Condition 20 (*Notices*) on or prior to the Notification Date that the Reduction Percentage as of the Test Date was less than the Reduction Percentage Threshold.

In respect of each financial year, beginning with the financial year which ends in 2022, the Issuer shall publish on its website:

- (a) its Sustainability-Linked Bond Report which will report, the level of Greenhouse Gas Emissions for the Baseline Year and the target reduction of Greenhouse Gas Emissions for the financial year; and
- (b) an Assurance Report issued by the External Verifier in respect of the target reduction of Greenhouse Gas Emissions provided in the Sustainability-Linked Bond Report.

The Assurance Report and the Sustainability-Linked Bond Report relating to any financial year of the Issuer must be published no later than the date falling on 3 November of each year after the end of the relevant financial year, commencing from 3 November 2022.

For the purposes of these provisions:

**Assurance Report** means the limited assurance report provided by the External Verifier;

**Baseline Year** means the base financial year used to create the updated SBTi approved decarbonisation trajectory for the purposes of determining the Reduction Percentage, being the financial year ending 2015 or any other financial year as verified by SBTi as disclosed in the Sustainability-Linked Bond Report;

**External Verifier** means a qualified provider of third-party assurance or attestation services appointed by the Issuer, to review the statement of the Issuer regarding the Coupon Step Up Event and to issue an Assurance Report in respect of the aforementioned statement;

**Greenhouse Gas Emissions** means, in thousands of metric tons of carbon dioxide equivalent (t CO<sub>2</sub>eq.), the sum of:

- (a) scope 1 greenhouse gas emissions being direct greenhouse gas emissions from sources owned or controlled by the Issuer, such as combustion facilities (e.g. generators) and combustion of fuels in company-owned or company-controlled transport (e.g. cars or trucks); and



(b) scope 2 greenhouse gas emissions being indirect greenhouse gas emissions from the generation of purchased electricity, heat, cooling or steam of the Issuer, where “**purchased electricity**” is defined as electricity that is bought or otherwise brought into the organisational boundary of the Issuer,

in each case, as calculated in good faith by the Issuer, and published by the Issuer as of a given date and reported by the Issuer;

**Notification Date** means 3 November 2025 (in respect of the 2027 Notes) or 3 November 2029 (in respect of the 2031 Notes);

**Reduction Percentage** means the proportion of Greenhouse Gas Emissions that is reduced (expressed as a percentage), measured as the difference between the Greenhouse Gas Emissions for the financial year preceding the Test Date and the Greenhouse Gas Emissions for the Baseline Year which is reported by the Issuer in the Sustainability-Linked Bond Report;

**Reduction Percentage Threshold** means the straight line interpolated target derived from the 2030 Greenhouse Gas Emissions reduction in line with 1.5 degrees Paris Agreement Scenario as verified by the SBTi calculated on the Test Date which is reported by the Issuer in the Sustainability-Linked Bond Report;

**Test Date** means the last Business Day of the Issuer’s financial year ending in 2025 (in respect of the 2027 Notes) or 2029 (in respect of the 2031 Notes);

**SBTi** means the global Science Based Targets initiative; and

**Sustainability-Linked Bond Report** means the Issuer’s annual Sustainability-Linked Bond Report which is published on its website at [www.woolworthsgroup.com.au/page/investors/Debt\\_Investors](http://www.woolworthsgroup.com.au/page/investors/Debt_Investors) and assured by an External Verifier.



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