



Federal Court of Australia

District Registry: Victoria

Division: General

No: VID1131/2018

**NORMAN LESLIE WILLS AND JANE ANNE DANAHER (AS TRUSTEES FOR
THE MINTY TIN SUPERANNUATION FUND)**

Applicant

**WOOLWORTHS GROUP LTD (FORMERLY WOOLWORTHS LTD) (ACN 000 014
675)**

Respondent

ORDER

JUDGE: JUSTICE BEACH

DATE OF ORDER: 12 February 2021

WHERE MADE: Melbourne

THE COURT ORDERS THAT:

Group Member Registration

1. Pursuant to s 33ZF of the *Federal Court of Australia Act 1976* (Cth) (FCAA), with the exception of those group members who, as at the date of the distribution of the notice referred to below, have:
 - (a) opted out of this proceeding (Proceeding) in accordance with the orders made on 22 October 2019 (with the consequence that they are no longer group members in the Proceeding); or
 - (b) previously registered with the applicants' solicitors (Maurice Blackburn) to participate as a group member in the Proceeding (Existing Registrants),any group member who wishes to participate in the distribution of any amount which is paid in settlement of the Proceeding must, by no later than 4.00 pm (AEDT) on 26 March 2021, register as a participating group member by completing the online registration process on the website of Maurice Blackburn (<https://www.mauriceblackburn.com.au/class-actions/current-class-actions/woolworths-class-action/>).



Notice to Group Members

2. Pursuant to ss 33X and 33Y(2) of the FCAA, the form and content of:

- (a) the notice set out in Annexure A to these orders (Notice); and
- (b) the text set out in Annexure B to these orders (Website Text),

is approved as the notice that must be given to group members under s 33X of the FCAA in respect of the application by the applicants under s 33V of the FCAA for approval of the proposed settlement of the Proceeding (Section 33V Application).

Timing and Mode of Distribution of Notice and Website Text

3. Pursuant to s 33Y(3) of the FCAA, on or before 26 February 2021 the Notice and Website Text is to be given to each group member in accordance with the following procedure:

- (a) the respondent shall provide to Link Market Services Ltd (Link) details of all persons recorded on the respondent's share register (Share Register) who entered into a contract to acquire an interest in ordinary shares of the respondent between 29 August 2014 and 5 May 2015 (inclusive);
- (b) in respect of those persons referred to in (a) above who have an email address recorded on the Share Register, the respondent shall cause Link to send the Notice by email to that email address;
- (c) in respect of those persons referred to in (a) above who do not have an email address recorded on the Share Register, but do have a postal address recorded on the Share Register, the respondent shall cause Link to send the Notice by prepaid ordinary post to that postal address; and
- (d) Maurice Blackburn shall cause the Website Text to be placed on its website (<https://www.mauriceblackburn.com.au/class-actions/current-class-actions/woolworths-class-action>), together with a copy of:
 - (i) the Notice;
 - (ii) the Notice of Objection referred to in order 9 below;
 - (iii) the Further Amended Originating Application dated 25 May 2020;



- (iv) the Further Amended Statement of Claim dated 25 May 2020;
- (v) the Defence to the Further Amended Statement of Claim dated 3 July 2020;
- (vi) the applicants' proposed Settlement Distribution Scheme (but excluding the applicants' proposed Loss Assessment Formula); and
- (vii) these orders,

(and shall cause such materials to remain continuously so displayed or available on its website up to and including the final hearing and determination of the Section 33V Application).

4. To the extent that Link receives notice of a delivery failure in relation to any email sent to a person referred to in order 3 (b) above, the respondent shall cause Link to send the Notice by prepaid ordinary post to the postal address (if any) recorded on the Share Register for that person within three (3) business days of receiving that delivery failure notice.
5. The costs charged by Link in connection with the giving of the Notice to group members shall be paid in the first instance by the applicants, but otherwise the costs of and incidental to the procedure set out above (including, for the avoidance of doubt, answering enquiries by group members and members of the public in relation to the Notice and/or the Website Text) shall be costs in the Proceeding.
6. The Notice, the Website Text and/or the Notice of Objection (referred to in order 9 below) may be amended by Maurice Blackburn before they are emailed, posted or displayed in order to correct any website or email address or telephone number or other non-substantive, typesetting or typographical error.
7. Pursuant to s 33ZF of the FCAA, any person (other than an Existing Registrant) who is a group member in the Proceeding and who, following distribution of the Notice in accordance with the procedure set out above, does not register to participate in the distribution in accordance with order 1 above, shall remain a group member for all purposes, and will be bound by the proposed settlement of the Proceeding if approved, but shall not, subject to any further order, be entitled to receive a distribution from any amount paid in settlement of the Proceeding.



Provision of Group Member Information to Respondent's Insurer

8. Pursuant to s 33ZF of the FCAA, Maurice Blackburn shall, on a confidential basis, disclose the following to Ms Naomi Lin of Allianz Global Corporate & Specialty (a division of Allianz Australia Insurance Ltd) and Ms Kathryn Kenealy of Zurich Australian Insurance Ltd in accordance with cl 2.5 of the Settlement Deed dated 29 January 2021, being annexure 'SMF-1' to the affidavit of Steven Mark Foale affirmed on 10 February 2021:
 - (a) within seven (7) days of the date of this order, information in its possession concerning the details of the Existing Registrants;
 - (b) by 2 April 2021, information in its possession concerning the details of any group member, other than Existing Registrants, who wishes to participate in the proposed settlement of the Proceeding and who has registered in accordance with order 1 above.

Directions for Section 33V Application

9. On or before 26 March 2021, any group member who wishes to oppose any aspect of the proposed settlement of the Proceeding shall submit a completed Notice of Objection to Proposed Settlement in the form of Annexure C to these orders (Notice of Objection) by sending it by email to:
 - (a) the Federal Court Registry at vicreg@fedcourt.gov.au; and
 - (b) Maurice Blackburn at Woolworths@mauriceblackburn.com.au.
10. If the parties' solicitors receive a notice which purports to be a Notice of Objection, they shall provide such notice to the Court within two (2) business days of receipt, and such a notice shall be treated as a Notice of Objection received by the Court at the time it was received by the solicitors.
11. The parties' solicitors have leave to inspect the Court file and to copy any Notices of Objection filed with the Court.
12. On or before 9 April 2021, the applicants' solicitors shall provide to the respondent's solicitors a copy of any documents received by them pursuant to orders 9 and 10 above.



13. Save for any affidavit or written submissions in respect of which confidentiality orders will be sought (Confidential Affidavit and Confidential Submissions respectively), on or before 16 April 2021 the applicants and the respondent shall file and serve any affidavit(s) and written submissions on which they respectively propose to rely in support of the Section 33V Application.
14. In relation to any Confidential Affidavit and/or Confidential Submissions on which the applicants propose to rely in support of the Section 33V Application, they are directed to provide, on or before 16 April 2021, to the Associate of the Honourable Justice Beach, the original and one copy of the Confidential Affidavit and/or Confidential Submissions in an envelope marked with the details of the Proceeding and a notation that it is a "Confidential [Affidavit or Submissions] for Purposes of Section 33V Application".
15. The applicants and Maurice Blackburn have leave to file lay and expert evidence in support of their claim for payment of legal costs out of the proposed settlement sum with any such lay and expert evidence to be filed and served on or before 16 April 2021.
16. The balance of this interlocutory application, being the Section 33V Application, be listed for hearing at 10.15 am on 23 April 2021.

Liberty to Apply

17. The parties have liberty to apply on 3 days' notice.

Date that entry is stamped: 12 February 2021

Sia Lagos
Registrar



ANNEXURE A

[Registration and Settlement Approval Notice to Group Members]

REGISTRATION AND SETTLEMENT APPROVAL NOTICE

FEDERAL COURT OF AUSTRALIA

WOOLWORTHS CLASS ACTION

Wills & Anor v Woolworths Group Ltd

(VID 1131 of 2018)

PLEASE READ THIS NOTICE CAREFULLY

*This notice is provided pursuant to orders made by the Federal Court of Australia on 12 February 2021. It contains important information about the proposed settlement of a class action brought on behalf of persons who entered into a contract to acquire an interest in ordinary shares of Woolworths Group Ltd (formerly Woolworths Ltd) (ASX:WOW) (**Woolworths**) during the period 29 August 2014 to 5 May 2015 (inclusive). You should read this notice carefully, as your legal rights may be affected by the proposed settlement.*

1. A class action has been commenced in the Federal Court of Australia against Woolworths by Norman Leslie Wills and Jane Anne Danaher as trustees for the Minty Tin Superannuation Fund on behalf of all persons who (save for some limited exceptions):
 - (a) entered into a contract to acquire an interest in ordinary shares in Woolworths during the period 29 August 2014 to 5 May 2015 (inclusive); and
 - (b) suffered loss or damage by, or which resulted from, the conduct of Woolworths alleged in the class action,

(**Woolworths Class Action**).

2. You have received this notice because you have been identified as someone who may satisfy the above criteria, and may therefore be one of the group members on whose behalf the Woolworths Class Action has been commenced. If you do not satisfy the above criteria, you may ignore this notice. If you do satisfy the above criteria, you should read this notice carefully.
3. The parties to the Woolworths Class Action have agreed to a proposed settlement of the action, under which Woolworths will pay (without admission of liability) a total of **\$44.5 million** (inclusive of costs and interest) in full and final settlement of the claims of group members in the class action. The settlement must first be approved by the Federal Court as being fair and reasonable before it is binding on group members. If approved, after deduction of certain amounts in respect of the legal and funding costs associated with the conduct of the class action, the balance of that amount will be distributed to group members who register to receive money under the settlement on



or before 26 March 2021. If you want to receive any money under the settlement, you must register by 26 March 2021 unless you have already registered. If you want to object to the proposed settlement (i.e. argue that the Court should not approve it), you must do so by 26 March 2021.

4. The purpose of this notice is to advise group members of the proposed settlement of the Woolworths Class Action, and how it may affect their rights. Further detailed information is contained on the website of Maurice Blackburn (<https://www.mauriceblackburn.com.au/class-actions/current-class-actions/woolworths-class-action/>), and you are encouraged to read that information.
5. The proposed settlement of the Woolworths Class Action, and the steps (if any) which group members may wish to take in response to this notice, will differ depending on their particular circumstances as summarised below:
 - (a) **Registered Group Members:** Group members who have previously registered with Maurice Blackburn to participate in the Woolworths Class Action need not do anything in response to this notice (unless they wish to object to the proposed settlement, in which case they may submit a 'Notice of Objection to Proposed Settlement' in accordance with the instructions on Maurice Blackburn's website). Group members who have previously registered with Maurice Blackburn will be entitled to participate in the proposed settlement of the class action, and to receive a distribution from the settlement sum, in the event that the proposed settlement is ultimately approved by the Court (and provided they otherwise qualify) – they need not, and should not, re-register with Maurice Blackburn, as their existing registration remains valid.
 - (b) **Unregistered Group Members:** Group members who have not previously registered with Maurice Blackburn may do three things:
 - **Option A:** Register to participate in the proposed settlement of the Woolworths Class Action by **4.00 pm (AEDT) on 26 March 2021** (in which case, you may be entitled to receive a distribution from the proposed settlement of the class action, in the event that it is ultimately approved by the Court, and provided you otherwise qualify).
 - **Option B:** Do nothing (in which case, if the proposed settlement of the Woolworths Class Action is approved by the Court, you will not be entitled to receive a distribution from the settlement sum. You will, however, still be bound by the settlement and claims you may have against Woolworths will be extinguished).
 - **Option C:** Group members may (in addition to Option A or Option B) object to the proposed settlement of the Woolworths Class Action. If you want to object to the settlement, but nevertheless participate in the settlement in the event that your objection is overruled and the settlement is approved, you should follow both Option A and Option C together.



There are different consequences depending on which of the above you choose. Further details in relation to each of the above options, including the consequences and steps required, are set out on Maurice Blackburn's website (<https://www.mauriceblackburn.com.au/class-actions/current-class-actions/woolworths-class-action/>).

- (c) **Former Group Members:** Group members who submitted an opt out notice prior to the Court-imposed deadline of 4.00 pm (AEDT) on 13 December 2019 need not do anything in response to this notice. By choosing to opt out of the Woolworths Class Action, you are no longer a group member in the class action, and will not be affected by the class action or the proposed settlement of the class action.

As indicated above, further information is available on Maurice Blackburn's website (<https://www.mauriceblackburn.com.au/class-actions/current-class-actions/woolworths-class-action/>), under the following headings:

- **Why is the following information important?**
- **What is a class action?**
- **What is the Woolworths Class Action?**
- **Are you a Group Member in the Woolworths Class Action?**
- **Are Group Members liable for legal costs?**
- **The Proposed Settlement**
- **The Settlement Approval Process**
- **What do Group Members need to do?**
 - **Registered Group Members**
 - **Unregistered Group Members**
 - **Former Group Members**
- **Relevant documents**
- **What if you have further questions?**



ANNEXURE B

[Maurice Blackburn Website Text]

Why is the following information important?

1. A class action has been commenced in the Federal Court of Australia against Woolworths Group Ltd (formerly Woolworths Ltd) (ASX:WOW) (**Woolworths**) by Norman Leslie Wills and Jane Anne Danaher as trustees for the Minty Tin Superannuation Fund on behalf of all persons who (save for some limited exceptions):
 - (a) entered into a contract to acquire an interest in ordinary shares in Woolworths (**Woolworths Shares**) during the period 29 August 2014 to 5 May 2015 (inclusive) (**Relevant Period**); and
 - (b) suffered loss or damage by, or which resulted from, the conduct of Woolworths alleged in the class action (and which is summarised in further detail below under the heading ‘What is the Woolworths Class Action?’),

(**Woolworths Class Action**).
2. Group members should previously have received a Court-approved notice in relation to the Woolworths Class Action which set out some of the background to the class action, and advised you of your right to opt out of the class action if you did not wish to participate in it. The deadline for opting out has now passed. Accordingly, this information is directed only to those persons who:
 - (a) have been identified as a potential group member in the Woolworths Class Action; and
 - (b) did not opt out of the Woolworths Class Action (by lodging an opt out notice with the Federal Court) before the deadline of 4.00 pm (AEDT) on 13 December 2019 (any persons who did lodge an opt out notice with the Federal Court before that deadline are no longer part of the Woolworths Class Action, and are not affected by the class action (and any references to ‘Group Members’ below should be understood as excluding such persons)).
3. The Federal Court has ordered that the following information be published for the information of persons who might be members of the group on whose behalf the Woolworths Class Action is brought and may be affected by the action. If you received the Court-approved notice you did so because you have been identified as a potential group member in the Woolworths Class Action. **You should read the following information carefully. Any questions you have concerning the matters set out below should not be directed to the Court.** If there is anything that you do not understand, you should contact Maurice Blackburn, whose contact details are set out below, or alternatively seek your own legal advice.



4. This page provides important information about:
 - (a) your status as a group member in the Woolworths Class Action;
 - (b) what you need to do if you have not already registered, but wish to do so in order to participate in the proposed settlement described below (and potentially receive some compensation);
 - (c) what will happen if you do not register to participate in the proposed settlement of the Woolworths Class Action; and
 - (d) what you need to do if you wish to object to the proposed settlement of the Woolworths Class Action.

What is a class action?

5. A class action is a legal action that is brought by one or more persons (**Applicant(s)**, being in this case Mr Wills and Ms Danaher) on their own behalf (or in this case in their capacity as trustees) and on behalf of a group of persons (**Group Members**) against another person or persons (Respondent(s), being in this case Woolworths), where the Applicant(s) and the Group Members all have similar claims against the Respondent(s).
6. The Applicants in a class action do not need to seek the consent of Group Members to commence a class action on their behalf, or to identify a specific Group Member or Members. However, Group Members can cease to be Group Members by 'opting out' of the class action before the Court-imposed deadline. An explanation of how Group Members could opt out was contained in a previous notice to Group Members and, as noted above, the deadline for opting out has now passed.

What is the Woolworths Class Action?

7. The Woolworths Class Action was commenced on 10 September 2018 in the Victorian Registry of the Federal Court of Australia. The background to the Woolworths Class Action, in summary, is that:
 - (a) on 29 August 2014 (being the start of the Relevant Period) Woolworths issued a profit guidance for the 2014/15 financial year (**FY15**), which included a statement that it expected to achieve net profit after tax (**NPAT**) growth for FY15 in the range of 4-7% above the previous year's NPAT (**FY15 Profit Guidance**);
 - (b) between 22 September 2014 and 27 November 2014, Woolworths made several statements in relation to its FY15 Profit Guidance;
 - (c) on 27 February 2015, Woolworths announced its half year results and issued a revised profit guidance for FY15 which included a statement that it expected growth in FY15 NPAT before significant items would



be towards the lower end of the current analysts' consensus range of 1.8-6.6% NPAT growth (**Revised FY15 Profit Guidance**);

- (d) following that announcement, Woolworths' share price declined by approximately 12% over the course of three trading days, from 27 February 2015 to 3 March 2015;
- (e) on 6 May 2015 Woolworths held an 'Investor Day', at which it made various statements which the Applicants allege caused the market to doubt the Revised FY15 Profit Guidance; and
- (f) on 6 May 2015 Woolworths' share price declined by approximately 5%.

8. In the Woolworths Class Action the Applicants allege that:

- (a) between 29 August 2014 and 27 February 2015 Woolworths made representations relating to the FY15 Profit Guidance without having a reasonable basis for those representations; and/or
- (b) at all times between 29 August 2014 and 6 May 2015 there was information concerning the FY15 Profit Guidance that ought to have been, but was not, disclosed by Woolworths to the ASX; and/or
- (c) between 27 February 2015 and 6 May 2015 Woolworths made representations relating to the Revised FY15 Profit Guidance without having a reasonable basis for those representations and/or there was information concerning the Revised FY15 Profit Guidance that ought to have been, but was not, disclosed by Woolworths to the ASX; and
- (d) consequently, throughout the whole of the Relevant Period:
 - (i) Woolworths contravened various provisions of the *ASX Listing Rules*, the *Corporations Act 2001* (Cth), the *Australian Securities and Investments Commission Act 2001* (Cth) and the *Australian Consumer Law* by failing to comply with its continuous disclosure obligations and/or engaging in conduct that was misleading or deceptive (or likely to mislead or deceive); and
 - (ii) the price of Woolworths Shares was inflated above their true value and/or the price that would otherwise have prevailed, thereby causing loss to persons who entered into a contract to acquire Woolworths Shares during that period (for which Woolworths is liable to compensate the Applicants and Group Members).

9. The detailed allegations are set out in the Applicants' Further Amended Statement of Claim filed with the Federal Court on 25 May 2020. Woolworths denies the allegations made against it, and Woolworths' responses to the



allegations are set out in its Defence to the Further Amended Statement of Claim filed with the Federal Court on 3 July 2020. Copies of these (and other) documents can be downloaded from this page (under the heading ‘Relevant documents’ below), or by contacting Maurice Blackburn, whose contact details are set out below.

Are you a Group Member in the Woolworths Class Action?

10. The Woolworths Class Action is currently ‘open’, which means that (save for some limited exceptions) it includes as Group Members all persons who entered into a contract to acquire an interest in Woolworths Shares during the Relevant Period.
11. Specifically, you are a Group Member in the Woolworths Class Action if (save for some limited exceptions) you satisfy the following criteria:
 - (a) you entered into a contract to acquire an interest in Woolworths Shares during the Relevant Period (i.e. 29 August 2014 to 5 May 2015 (inclusive));
 - (b) you suffered loss or damage by, or which resulted from, the conduct of Woolworths alleged in the Woolworths Class Action (and which is summarised above); and
 - (c) you did not opt out of the Woolworths Class Action on or before 13 December 2019.
12. You may disregard the information set out below if you do not satisfy the above criteria and your rights will not be affected by the proposed settlement of the Woolworths Class Action which is described further below.
13. If you do satisfy the above criteria, you should read the following information carefully as it will affect your legal rights.
14. If you are unsure as to whether or not you are a Group Member, you should contact Maurice Blackburn, whose contact details are set out below, or alternatively seek your own legal advice.

Are Group Members liable for legal costs?

15. The Applicants have retained Maurice Blackburn to act as their solicitors, but it is not necessary for you or other Group Members to retain Maurice Blackburn in order to participate as a Group Member.
16. The costs of the Woolworths Class Action have, to this point, been funded in part by Maurice Blackburn and in part by International Litigation Funding Partners Pte Ltd (**ILFP**) (in the latter case, pursuant to various Funding Agreements entered into between ILFP and the Applicants and between ILFP and some of the Group Members).



17. Specifically, throughout the course of the class action ILFP:
 - (a) indemnified the Applicants and Group Members against any adverse costs orders that might be made against them in the Woolworths Class Action;
 - (b) paid into Court amounts totalling \$2.5 million as security for such adverse costs orders; and
 - (c) paid the majority of the legal costs incurred in conducting the Woolworths Class Action (including the costs of solicitors, barristers and experts).

18. If the proposed settlement of the Woolworths Class Action is approved by the Court, it is likely that the Court will order that the total legal and funding costs of conducting the class action be deducted from the aggregate settlement sum, before calculating each Group Member's entitlement. In other words, the legal and funding costs of conducting the Woolworths Class Action will be spread equitably among all participating Group Members. Thus, if you are eligible to participate as a Group Member in the distribution of the settlement sum, your share of the settlement (if any) will be calculated and paid to you after deduction of legal and funding costs – under no circumstances will you, by registering to participate in the proposed settlement, be liable to pay any 'out-of-pocket' costs, whether to Maurice Blackburn, to ILFP or otherwise.

The Proposed Settlement

19. The initial trial of the Woolworths Class Action was scheduled to commence on 2 February 2021. Shortly prior to that date, the parties agreed to a proposed settlement of the Woolworths Class Action under which Woolworths will, without admission of liability, pay **\$44.5 million** inclusive of interest and costs (**Settlement Sum**) in full and final settlement of the claims of the Applicants and Group Members.

20. The proposed settlement does not come into effect unless it is approved by the Federal Court. If the proposed settlement is approved by the Court, there are likely to be some substantial deductions from the Settlement Sum before distribution of any monies to eligible Group Members:
 - (a) *Legal costs and disbursements*: Maurice Blackburn will seek payment of the reasonable legal costs incurred in conducting the Woolworths Class Action, estimated at approximately \$13.6 million up to 31 January 2021 (and, as indicated above, so that they are shared on an equitable basis by all Group Members). It will be a matter for the Court to determine the amount of legal costs which it considers is fair and reasonable, and which may therefore be deducted from the Settlement Sum.



- (b) *Litigation funding charges:* The costs and adverse costs risks of the Woolworths Class Action (including the provision of security for costs in the amount of \$2.5 million) have been funded by ILFP pursuant to various Funding Agreements between ILFP and the Applicants and between ILFP and some of the Group Members. The Applicants will seek Court approval for a payment of approximately \$7.42 million to ILFP (representing approximately one-sixth (or 16.67%) of the Settlement Sum) in return for its funding of the Woolworths Class Action. Again, it will be a matter for the Court to determine the amount of litigation funding charges which are reasonable in the circumstances of the case, and which may therefore be deducted from the Settlement Sum.
- (c) *Applicants' reimbursement payment:* The Applicants will seek payment of an amount of up to \$40,000 for the time, inconvenience and expense incurred by them in conducting the Woolworths Class Action on behalf of, and for the mutual benefit of, all Group Members, to be deducted from the Settlement Sum. Again, any such payment is subject to approval by the Court.
21. If the Court approves the proposed deductions from the Settlement Sum referred to above, there will be approximately \$23.44 million available for distribution to Group Members (plus any interest accrued on the Settlement Sum, less any further legal costs incurred in obtaining Court approval of the proposed settlement and distributing the Settlement Sum to Group Members (with all such further costs likewise being subject to the Court's approval)).
22. At the present time, it is not possible to estimate how much (if any) each registered Group Member will receive by way of a distribution from the proposed settlement, because that will depend on a number of factors including:
- (a) the amount of the payments to Maurice Blackburn and ILFP on account of legal and funding costs which the Court approves as fair and reasonable;
- (b) the number of Group Members who ultimately register to participate in the proposed settlement before the Court-imposed deadline; and
- (c) the time(s) at which, and the price(s) for which, each registered Group Member acquired and sold their Woolworths Shares during the Relevant Period.
23. The amount of the Settlement Sum which is ultimately available for distribution to registered Group Members will be distributed in accordance with a Settlement Distribution Scheme to be approved by the Court (**Scheme**), including a proposed Loss Assessment Formula (**LAF**) (which details how each Group Member's entitlement to a share of the Settlement Sum will be calculated). A copy of the Applicants' proposed Scheme (excluding the



confidential LAF) can be downloaded from this page (under the heading 'Relevant documents' below), or by contacting Maurice Blackburn, whose contact details are set out below. If you wish to obtain a copy of the confidential LAF, you may do so by requesting a copy from Maurice Blackburn and by signing and returning to Maurice Blackburn a confidentiality undertaking.

24. In addition, the settlement deed also provides for all Group Members to release and discharge Woolworths and its related parties (which includes Woolworths' current and former directors and officers) from:
 - (a) each and every claim made by or on behalf of the Applicants or any Group Member in the Woolworths Class Action, including each of the claims articulated in the Applicants' Further Amended Originating Application and/or Further Amended Statement of Claim; and
 - (b) any and all claims arising from, in connection with, in respect of or related to:
 - (i) any matter which is or ever has been the subject of the Woolworths Class Action, including any matter specified in the Applicants' original Statement of Claim or Amended Statement of Claim filed in the Woolworths Class Action; and
 - (ii) the Woolworths Class Action itself, including the administration of the Scheme and the costs of, and incidental to, the Woolworths Class Action.

Thus, if the proposed settlement is approved by the Court, Group Members (whether they register to participate in the settlement or not) will be bound by the settlement, and will not be permitted to make any subsequent claim against Woolworths in relation to the above matters.

The Settlement Approval Process

25. The Court will only approve the proposed settlement if it is satisfied that the settlement is fair and reasonable in the interests of the Group Members, including as between the Group Members. If the Court is not so satisfied, it will not approve the proposed settlement (in which case, the Woolworths Class Action will continue and there will be no distribution of monies to Group Members unless and until the Applicants are successful in the class action, or a further settlement is reached and approved).
26. The Court will hear the application for approval of the proposed settlement at **10.15 am on 23 April 2021** at the Federal Court in Melbourne. As a result of the current COVID-19 pandemic, and depending on the circumstances at that time, that hearing may take place either in person or by video.
27. If you are a Group Member in the Woolworths Class Action, you have the right, if you wish, to attend that hearing and/or to make submissions as to why



the Court should, or should not, approve the proposed settlement (or any particular aspect of it). If you wish to exercise that right, you need to follow the steps outlined below (under the sub-heading ‘Option C – Object to the Proposed Settlement’ below).

What do Group Members need to do?

Registered Group Members

28. As advised in the notice which all Group Members should have received, Group Members who have previously registered with Maurice Blackburn to participate in the Woolworths Class Action need not do anything at the present time. Such Group Members will be entitled to participate in the proposed settlement of the Woolworths Class Action in the event that it is approved by the Court (and provided they otherwise qualify), and specifically need not, and should not, re-register with Maurice Blackburn (as their existing registration remains valid).
29. Registered Group Members may, however, object to the proposed settlement (or any aspect of it), should they wish to do so, by following the steps set out below (under the sub-heading ‘Option C – Object to the Proposed Settlement’ below).

Unregistered Group Members

30. Group Members who have not previously registered with Maurice Blackburn to participate in the Woolworths Class Action may do the following three things:
 - **Option A:** Register to participate in the proposed settlement of the Woolworths Class Action.
 - **Option B:** Do nothing.
 - **Option C:** Group Members may (in addition to Option A or Option B) object to the proposed settlement of the Woolworths Class Action.

There are different consequences depending on which of the above you choose.

Option A – Register to Participate

31. Group Members who wish to receive a distribution from the proposed settlement of the Woolworths Class Action must register their claim by no later than **4.00 pm (AEDT) on 26 March 2021** by completing and submitting the online registration form.
32. If the proposed settlement is approved by the Court, any Group Members who register their claim by **4.00 pm (AEDT) on 26 March 2021**, and who provide sufficient information to enable Maurice Blackburn to verify that they are a



Group Member (i.e. that they satisfy the criteria set out above under the heading ‘Are you a group member in the Woolworths Class Action?’), may be entitled to receive a distribution from the Settlement Sum. The precise amount of that distribution (if any) is presently uncertain, for the reasons set out above under the heading ‘The Proposed Settlement’ (but, in any event, any such distributions will be calculated in accordance with the Scheme and the LAF as approved by the Court).

33. There is no cost to register your claim. Your registration must be completed and received by Maurice Blackburn before **4.00 pm (AEDT) on 26 March 2021**. Registrations received after that time will not be accepted, and you will be treated as having not validly registered (see Option B below).

Option B – Do Nothing

34. Group Members who do nothing (i.e. do not register before the applicable deadline) will remain as Group Members for all purposes, but will not, unless the Court determines otherwise, be entitled to receive a distribution from the proposed settlement of the Woolworths Class Action. Thus, if the Court approves the proposed settlement, Group Members who do nothing will be bound by the settlement (and therefore not able to pursue the same or similar claims against Woolworths in the future), but will not be entitled to receive a distribution from the Settlement Sum.

Option C - Object to the Proposed Settlement

35. If you are a Group Member you have the right, if you wish, to make submissions as to why the Court should, or should not, approve the proposed settlement (or any particular aspect of it). If you wish to exercise that right, you must complete the Notice of Objection to Proposed Settlement form below, and email it to:

- (a) the Federal Court (vicreg@fedcourt.gov.au); and
- (b) Maurice Blackburn (Woolworths@mauriceblackburn.com.au),

by no later than **4.00 pm (AEDT) on 26 March 2021**.

36. Any Group Member who so objects may also (but is not obliged to) appear before the Court at the hearing of the application to approve the proposed settlement at **10.15 am on 23 April 2021** at the Federal Court in Melbourne.
37. You may make such submissions whether or not you have registered to participate in the Woolworths Class Action.
38. Any objections received by the Court will be considered by the Court, along with all of the other evidence and submissions filed by the parties, in determining whether or not to approve the proposed settlement.



Former Group Members

39. As advised in the notice which all Group Members should have received, group members who submitted an opt out form prior to the Court-imposed deadline of 4.00 pm (AEDT) on 13 December 2019 need not do anything further. By choosing to opt out of the Woolworths Class Action, such persons are no longer Group Members in the class action, and will not be affected by the class action or the proposed settlement referred to above.

Relevant documents

40. *[Insert links to the Notice, the Notice of Objection to Proposed Settlement, the Further Amended Originating Application dated 25 May 2020, the Further Amended Statement of Claim dated 25 May 2020, the Defence to the Further Amended Statement of Claim dated 3 July 2020, the applicants' proposed Settlement Distribution Scheme (excluding the Loss Assessment Formula), and the orders which the Court makes on 12 February 2021]*

What if you have further questions?

41. If you have any questions or queries, you may contact Maurice Blackburn as follows:

Email: Woolworths@mauriceblackburn.com.au

Tel: 1800 931 357

Post: Maurice Blackburn

Level 8, 179 North Quay

Brisbane Qld 4000



ANNEXURE C

[Notice of Objection to Proposed Settlement]

*Complete this form only if you intend to object to the proposed settlement of the
Woolworths Class Action*

NOTICE OF OBJECTION TO PROPOSED SETTLEMENT

FEDERAL COURT OF AUSTRALIA

WOOLWORTHS CLASS ACTION

Wills & Anor v Woolworths Group Ltd

(VID 1131 of 2018)

To:

- the Federal Court of Australia (vicereg@fedcourt.gov.au); and
- Maurice Blackburn (Woolworths@mauriceblackburn.com.au).

The person identified below gives notice that they object to the proposed settlement of the Woolworths Class Action:

A. DETAILS OF OBJECTOR

Name of group member (i.e. the person or entity who acquired shares in Woolworths during the relevant period)	
Contact name (if different from name of group member), and authority to complete this form on group member's behalf (e.g. director / secretary of group member, lawyer for group member)	
Postal address	
Email address	
Telephone number(s)	



B. GROUND(S) OF OBJECTION

The ground(s) for my objection to the proposed settlement are as follows (set out in the space below any submissions you wish to make – you may attach additional pages if necessary):

C. ATTENDANCE AT HEARING ON 23 APRIL 2021:

- I do not intend to appear at the settlement approval hearing, but wish for my submission to be considered in my absence
- I do intend to appear at the settlement approval hearing

(please tick one of the above two options)

If you do intend to appear at the settlement approval hearing, please complete the following:

- I will appear on my own behalf
- I will be represented by a lawyer:



D. SIGNING OF NOTICE:

.....
Please sign here

Date: