



2022 Corporate Governance Statement

Woolworths Group Limited
ABN 88 000 014 675

Overview

Corporate governance at Woolworths Group

Good corporate governance is central to our approach to creating sustainable growth and enhancing long-term shareholder value. Woolworths Group Limited (Woolworths Group or the Group) is committed to the highest standards of corporate governance.

Our ambition goes beyond legal and regulatory compliance. Our purpose of **we create better experiences together for a better tomorrow** shapes our commitment to better meet the needs of our customers, team members, communities, and stakeholders.

Directors and team members are expected to act ethically and responsibly at all times, reflecting our core value of **we do the right thing**.

Compliance with ASX Corporate Governance Principles

This Corporate Governance Statement describes Woolworths Group's corporate governance framework, including the key policies and practices which form part of our framework, for the reporting period through to the date of this statement.

This statement has been approved by the Woolworths Group Board and is dated 25 August 2022.

Woolworths Group has followed each of the recommendations of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (fourth edition) (ASX Principles).

Further information about Woolworths Group's corporate governance framework and key governance documents referred to in this statement can be found in the corporate governance section of our website at www.woolworthsgroup.com.au.

Corporate governance framework



Key

⬆️ Accountability and reporting

⬇️ Delegation and oversight

Board of Directors



Left to Right: Maxine Brenner, Jennifer Carr-Smith, Scott Perkins, Kathee Tesija, Siobhan McKenna, Brad Banducci (MD & CEO), Gordon Cairns (Chair), Philip Chronican and Holly Kramer

Each director's biographical information, including their relevant experience, the skills they bring to the Board and a list of other directorships held, is included on pages 59 to 62 in the 2022 Annual Report.

The role of the Board

The Board's role is to govern and act in the best interests of Woolworths Group; to represent and serve the interests of shareholders by overseeing and appraising the Group's strategies, policies, performance and challenges; and to hold management accountable, where appropriate.

The Board is conscious that sustainable growth delivery and enhancement of long-term shareholder value involves building and maintaining the trust and goodwill of the Group's shareholders, customers, team members, suppliers and each of the communities in which Woolworths Group operates.

Board responsibilities

The roles and responsibilities of the Board, including the matters that are specifically reserved to the Board, are set out in the Board Charter, as reviewed and approved by the Board in September 2021. Key elements of the Board's roles and responsibilities are described in the table below:

Purpose, values and culture	Approve the Group's purpose, ways of working, core values, and monitor its culture
Strategy	Review the Group's strategic direction and approve corporate strategy and business plans
Environmental, social and governance	Oversee the Group's commitment to ESG matters, the ESG impact of the Group's activities and operations, and monitor compliance with the Group's responsibilities and practices
Shareholders	Oversee the Group's relationship with, and communications to, its shareholders
Financial oversight	Approve the annual budget, capital expenditure plan, three-year financial plan, and monitor the financial performance of the Group
Risk management framework	Approve the risk appetite statement, oversee the identification of material financial and non-financial risks, approve the risk management framework and systems, and monitor the efficiency and effectiveness of those systems
Financial and other reporting	Review and approve the Group's half-yearly and annual financial statements and ESG reporting. Monitor and review management processes for the integrity of financial and other reporting
Board composition and performance	Determine Board size and composition and evaluate the performance of the Board and individual directors on an annual basis
Leadership	Review and approve the appointment, performance and termination of the Chief Executive Officer (CEO). On recommendation from the CEO, review and approve the appointment, remuneration, performance and termination of Group Executive direct reports
Succession and remuneration	Oversee Board, CEO and executive succession and remuneration, and set non-executive director remuneration
Regulators	Monitor the conduct of the Group's relationship with key regulators and its compliance with the Group's regulatory obligations
Material transactions	Approve major expenditure and capital initiatives in excess of the authority levels delegated to the CEO
Corporate governance	Review and approve the Group's corporate governance policies and practices

Relationship between the Board and CEO

The Board has delegated authority to execute the Board approved strategy and for the day-to-day management of Woolworths Group to the CEO. The CEO is accountable to the Board in exercising this delegated authority.

The non-executive directors of the Board regularly convene non-executive director sessions without the CEO or management present.

Chair

Our Chair, Gordon Cairns, is an independent non-executive director. He has been a director of Woolworths Group and Chair since September 2015, and will retire as a non-executive director and Chair at the conclusion of the 2022 Annual General Meeting (AGM).


The Chair's overarching responsibilities are to provide appropriate leadership to the Board and Woolworths Group and to ensure the Board fulfils its obligations under the Board Charter. Specific responsibilities of the Chair, include:

- Representing the Board to shareholders and communicating the Board's position
- Promoting constructive and respectful relationships and communications between the Board and management through the CEO
- Leading the Board, including encouraging a culture of openness, facilitating constructive discussion and debate during Board meetings
- Agreeing and reviewing development plans of non-executive directors
- Monitoring the contribution of individual directors and providing regular feedback on their performance and effectiveness.

The performance of the Chair is reviewed every year by the Board, with the assistance of feedback compiled through an externally facilitated process.

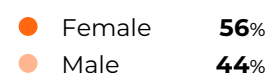
Board skills, composition and tenure

The Woolworths Group Board comprises directors with a diverse range of skills, experience and backgrounds to support the effective governance and robust decision-making of the Group, with a particular focus on the key desired areas listed below. An assessment of the optimum mix of these skills and experience takes place at least annually, noting not all directors are expected to hold advanced capability in every area. In addition to the skills and expertise, we consider personal attributes of directors as an element of the non-executive director renewal process, and the annual Board performance review process, to continuously enhance director engagement, interaction and effectiveness. A summary of the key skills and experience of the current directors against those identified in the skills matrix is set out below:

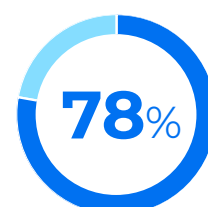
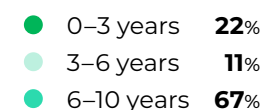
Skill/Experience	Summary	Directors with skill/experience
Retail markets	Extensive experience in retail, knowledge and experience of customer outcome focused transformation in the food, drinks or general merchandise sectors, including global experience	
Governance	Demonstrated experience in, or a commitment to best practice corporate governance standards	
Risk management	Expertise and experience anticipating, identifying and managing key risks, including financial, non-financial and emerging risks and monitoring the appropriateness and effectiveness of risk management frameworks and controls	
Strategic thinking	Expertise and experience in identifying and critically assessing strategic opportunities and threats, including constructively questioning and challenging business plans and overseeing successful transformation execution in large, complex organisations to create sustained, resilient business outcomes	
Sustainability	Knowledge, experience and commitment to social and climate responsibility, including in relation to sustainability, governance, climate change, carbon emissions reduction, human rights and responsible sourcing to create long-term sustainable value and benefits	
Digital, data and innovation	Expertise and experience in innovation, adoption and implementation of new technologies, digital disruption, leveraging digital technologies, understanding the use of data and data analytics, and accelerating digital, eCommerce and convenience propositions responding to rapidly increasing demand	
Financial acumen	Proficiency and expertise in capital management, financial accounting and corporate reporting, including understanding the key financial drivers of the business and the ability to probe the adequacies of internal financial controls and systems	
Culture, people and remuneration	Experience in organisational culture and overseeing the operation of consequence management frameworks, people management and succession planning, setting strategy linked remuneration and reward frameworks, end-to-end remuneration governance, and promoting diversity and inclusion	
Regulatory and public policy	Expertise identifying and managing legal, regulatory, public policy and corporate affairs issues, including professional experience working or interacting with government and regulators	



Board gender diversity



Board tenure



Board global experience

International business experience and exposure to different political, cultural, regulatory and business environments

Board performance evaluation

The Board aspires to a high level of performance from each director. The Chair is responsible for overseeing an annual review and evaluation of the Board's and each director's performance.

The process for conducting the review was adopted by the Board on recommendation from the Nomination Committee.

For this reporting period, the annual review process was facilitated by an external advisor and included feedback from all directors and senior management who interact frequently with the Board and Board Committees. The comprehensive review of the Board, Board Committees and directors incorporated surveys, stakeholder interviews and debrief sessions.

The Board was presented with a final board performance report, including a summary of results and feedback, in May 2022.

The review of director performance is consequential. The Board considers how to leverage the feedback received throughout the review. The Chair and external advisor meet with each director at the conclusion of the review process and individual development plans are formulated and discussed where appropriate.

Director appointment, election and re-election

The selection, nomination and appointment of non-executive directors involves a formal process undertaken by the Board with the assistance of the Nomination Committee. An executive search firm is engaged to assist in the process. The Nomination Committee assesses the skills and experience required for filling a Board vacancy or an additional appointment, which informs the identification of suitable candidates. Woolworths Group undertakes appropriate background checks on candidates prior to their appointment to the Board.

All non-executive directors receive a formal letter of appointment in their personal capacity that sets out their duties, the Group's expectations, and the terms and conditions of their appointment.

Newly appointed non-executive directors must stand for election at the next AGM following their appointment. In addition, the Woolworths Group Constitution requires that at each AGM, non-executive directors who have held office for at least three years without re-election, or beyond the third AGM following their appointment or last election (whichever is longer) must retire from office, but may be eligible to stand for re-election.

A recommendation that the Board supports an existing non-executive director standing for re-election is not automatic. Potential candidates for the Board, as well as non-executive directors standing for re-election, are each assessed against a number of factors, including but not limited to:

- Expertise, skills, experience, perspectives and personal qualities and attributes that will best complement the skill set and characteristics of existing directors and enhance Board effectiveness
- Potential conflicts of interest and independence
- Diversity (in its broadest sense) of Board composition
- Capacity to devote the necessary time and commitment to the role
- Other relevant information based on appropriate background checks, regulatory approvals and references.

The Notice of AGM sets out the Board's assessment of these matters for each non-executive director standing for election or re-election.

Board renewal and succession

Chair succession was an area of governance focus for the Board and Nomination Committee in 2021 and 2022. On 26 July 2022, Chair Gordon Cairns announced his intention to retire as a non-executive director and the Chair of the Board at the conclusion of the 2022 AGM. The Board adopted a protocol to ensure a fair and transparent process for the election of a new Chair. In accordance with that process, Scott Perkins has been appointed by the Board to succeed Gordon Cairns as Chair, with his appointment to commence at the conclusion of the 2022 AGM.

As part of the Group's ongoing succession and Board composition planning processes, the Board has also focussed on the broader topic of renewal for the rest of the Board. An important element is achieving a blend of director tenure so individual directors continue to contribute a range of different perspectives to the Board's collective discussions.

There have been a number of changes over the past 12 months:

- On 25 August 2022, the Board announced that Siobhan McKenna intended to retire as a non-executive director and Chair of the People Committee at the conclusion of the AGM, after almost seven years' service as a non-executive director
- In September 2021, the Board announced that Michael Ullmer AO would retire from the Board at the conclusion of the 2021 AGM, after over nine years' service as a non-executive director
- Maxine Brenner joined the Board as a non-executive director on 1 December 2020, and Philip Chronican joined the Board as a non-executive director on 1 October 2021. Each of Maxine and Philip was subsequently elected by shareholders at the 2021 AGM.

A search process to identify suitable candidates that would contribute the skills and experiences to continue the Board's oversight of management and its execution of the Group's strategy is ongoing. An announcement of future changes is expected to be made later in 2022. Any consequential changes to Board Committees will also be implemented at the time of the Chair succession.

Director induction and development

Each new non-executive director is required to complete an induction program with management. The induction program includes site visits and store walks to provide an understanding of how stores and other facilities operate, and expectations of customers. This component of the induction program gives new directors an invaluable foundation which prepares them for joining Woolworths Group.

The induction process also includes briefings from the CEO, Group Executive Committee members and Company Secretary, covering the Group's structure, strategy, business operations, material risks, and our team members and Board practices and procedures.

Directors also participate in continuing education, training and development programs throughout the year. A mix of internal and external training is provided and designed to improve each director's strategic oversight capability and insight into the business. All directors receive training on the Group's legal and governance framework.

The Group operates a program of digital and physical site visits and showcases for directors throughout the year. The program, which was put in place in 2020 in response to COVID, provides directors, particularly those based outside Australia, with better insights into innovation, key businesses across the Woolworths Group retail ecosystem, emerging issues and site operations.

Director independence

The Board reviews the interests notified by directors regularly, and formally assesses non-executive director independence annually. The Board has determined that each non-executive director was independent throughout the reporting period.

Non-executive directors are considered to be independent where they are independent of management and free of any business or other relationship that could, or reasonably be perceived to, materially interfere with their capacity to bring independent judgement to bear on issues before the Board and to act in the best interests of the Group and its shareholders.

As part of the formal independence assessment, the Board considered all business relationships and close personal ties between Woolworths Group and any companies of which a non-executive director is an employee, director or substantial shareholder.

The Board is satisfied that all declared business relationships were either not material to both parties or the director was not involved in decisions about those relationships. Where there is an independence indicator, including any close personal relationships, the non-executive director is required to substantiate to the Nomination Committee that their independence is not compromised.

The Board also formally reviews the non-Woolworths Group commitments of each non-executive director in the context of confirming their ability to continue to devote sufficient time to carry out their responsibilities. A non-executive director wishing to accept a new role that could impact on their time commitment to Woolworths Group must notify the Chair in advance of accepting the appointment. The Nomination Committee will then conduct a reassessment of that non-executive director's independence following any such appointment.

Conflicts of interest

Directors are not involved in decisions where they have, or could be perceived to have, a conflict of interest or a material personal interest.

Any director who considers they may have a conflict of interest or a material personal interest in any matter concerning the Group must declare it immediately.

The Company Secretary monitors all such information coming to the Board and the Board Committees. Potential conflicts are flagged with the affected director and the Chair.

Independent advice

The Board, Board Committees and individual directors may seek external professional advice at the Group's expense. If appropriate, the advice may be made available to all directors.

Board Charter

The Board Charter sets out the role of the Board and how it exercises its powers and responsibilities. Certain authorities are delegated to the Board Committees. The Charter also defines the relationship and interaction between the Board and management, including the matters reserved to the Board.

The allocation of duties in the Charter between the Board and Board Committees was considered and reviewed by the Board during the reporting period. The Board Charter is available on the Group's website.

Company Secretary

The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board and Board Committees. All directors have access to the services and advice of the Company Secretary.

Board Committees

There are five Board Committees to assist the Board in exercising its responsibilities and to provide it with recommendations and advice.

Each Board Committee has a charter that defines its role, authority and responsibilities. The Board Committee charters are available on the Group's website. At the next scheduled Board meeting after a Board Committee meeting, the Committee Chair provides an update on matters considered by their Committee. All directors have access to all Board and Committee papers and minutes of each meeting.

The number of Board and Board Committee meetings held in the reporting period, including director meeting attendance, is set out in the Directors' Report in Woolworths Group's 2022 Annual Report.

An overview of the members, composition and responsibilities of each Board Committee for the reporting period is set out below:

Risk Committee

Oversight of the Group's material risk exposures, risk management framework, adherence to the risk appetite set by the Board and behavioural based risk initiatives to drive risk leadership

COMPOSITION:

Minimum of three independent non-executive directors, including the Chair of the Committee

MEMBERS:

- Maxine Brenner (Chair)
- Gordon Cairns
- Philip Chronican
- Holly Kramer
- Scott Perkins

Audit and Finance Committee

Oversight of the integrity of the Group's internal control framework, including the integrity of the Group's financial reporting, processes, policies and controls, the internal audit function and the external auditor

COMPOSITION:

Minimum of three independent non-executive directors (with appropriate technical knowledge and financial literacy), including the Chair of the Committee, who is not the Chair of the Board

MEMBERS:

- Scott Perkins (Chair)
- Gordon Cairns
- Maxine Brenner
- Philip Chronican
- Siobhan McKenna

People Committee

Oversight of the frameworks, strategies and initiatives in respect of people, health and wellbeing and reward and remuneration

COMPOSITION:

Minimum of three independent non-executive directors (with appropriate business, accounting or relevant financial expertise), including the Chair of the Committee, who is not the Chair of the Board

MEMBERS:

- Siobhan McKenna (Chair)
- Gordon Cairns
- Jennifer Carr-Smith
- Philip Chronican
- Kathee Tesija

Sustainability Committee

Oversight of the Group's Sustainability Plan, including frameworks, strategies and initiatives in respect of climate and environment, human rights, modern slavery, responsible sourcing, sustainable supply chain and packaging, animal welfare and healthier choices

COMPOSITION:

Minimum of three independent non-executive directors, including the Chair of the Committee

MEMBERS:

- Holly Kramer (Chair)
- Gordon Cairns
- Jennifer Carr-Smith
- Scott Perkins
- Kathee Tesija

Nomination Committee

Supports the Board on Board composition, renewal, performance and Board-related governance matters

COMPOSITION:

All independent non-executive directors

MEMBERS:

- Gordon Cairns (Chair)
- Maxine Brenner
- Jennifer Carr-Smith
- Philip Chronican
- Holly Kramer
- Siobhan McKenna
- Scott Perkins
- Kathee Tesija

CEO and senior executive performance and remuneration

Woolworths Group undertakes appropriate checks before the appointment of all senior executives. The CEO and each senior executive have entered into a written contract with the Group, setting out the terms and conditions of their appointment, including remuneration entitlements and performance requirements.

The Group's assessment of remuneration reflects a relationship between management performance, consequence management and outcomes. The People Committee monitors the Group's progress against Short Term Incentives (STI) and Long Term Incentives (LTI) targets throughout the year. Events that could have a material impact on STI or LTI outcomes are discussed promptly.

The following process was followed in relation to the F22 reporting period, notably to prevent performance-based remuneration outcomes that reward conduct contrary to the Group's values or risk appetite, and in accordance with guidance from ASIC's Corporate Governance Taskforce and the ASX Principles:

- A review has been conducted of the Group's F22 performance, and an assessment made of the matters the People Committee and Board wished to consider in relation to F22 STI and F20-22 LTI outcomes based on the adjustment principles previously endorsed by the People Committee and adopted by the Board
- The Chief Legal Officer (CLO) and Chief Risk Officer (CRO) reviewed all potentially significant risk or compliance matters arising over the F22 reporting period and prepared a risk review paper for consideration in connection with the F22 STI and F20-22 LTI outcomes, including the potential application of malus or clawback
- A written review and recommendation was made by the CEO to the Board in relation to each of his direct reports. This incorporates the CEO's assessment of the matters set out in the risk review paper
- These reviews were presented to the People Committee (with all directors in attendance). The People Committee made the final determination of its recommendations to the Board after reviewing the matters set out in the risk review and proposed Group outcomes without management present
- A written review and recommendation was provided by the Chair to the Board in relation to the CEO's performance, following People Committee discussion of the CEO's written self-assessment
- No member of management was present during discussion of their remuneration, or the CEO's performance or remuneration review by the Board.

As part of our end to end pay review initiated by the Board following the underpayment issue in F20, we identified some further areas of non-compliance covering past years. Some of these impacted the financial results on which incentives were paid to our senior leaders in prior years. The Board recalculated the STI and LTI awards that would have been paid in each of the impacted years, if those payment shortfalls (plus interest, and on-costs) had been recognised in those years. It then determined to exercise its malus policy to deduct those amounts from the F22 STI award for Group Executive Committee members who were in office at the time of these payment shortfalls. For former Group Executive Committee members who were in office at the time of the payment shortfalls, the amounts were deducted from LTI or Deferred Short Term Incentive (DSTI) vesting. The Board will continue to actively monitor this program of work until the work is completed.

Apart from the pay compliance issues, the risk review process did not identify any significant risk or compliance matters that should negatively impact on each senior executive's F22 STI award or on LTI or DSTI awards that are scheduled to vest in August 2022.

Further details of senior executive performance and remuneration are set out in the 2022 Remuneration Report.

Risk management and assurance

Woolworths Group is committed to maintaining an effective system to address and proactively manage risk in accordance with relevant legislation, regulatory obligations, shareholder expectations and good corporate governance principles. This assists us in delivering quality service to our customers, and sustainable value to our shareholders, and creates better experiences together for a better tomorrow.

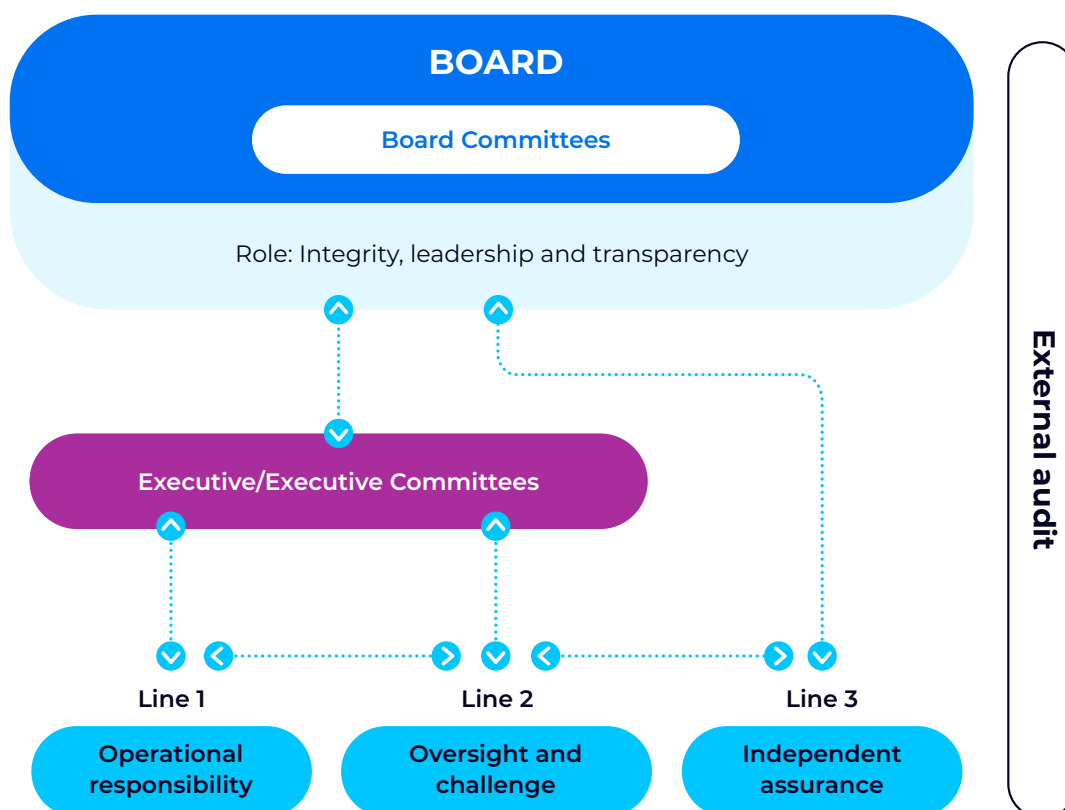
Material business risks

Woolworths Group is exposed to a range of emerging, strategic and operational risks associated with a dynamic and changing retail environment and global landscape.

A summary of the Group’s material business risks and our approach to risk management is set out on pages 44 to 49 of the 2022 Annual Report. Further disclosures in relation to our sustainability risks will be set out in our 2022 Sustainability Report together with our Task Force on Climate-related Financial Disclosures (TCFD) content in the 2022 Annual Report.

Risk management oversight

The diagram below sets out an overview of risk governance and management at Woolworths Group together with key responsibilities of the Board, the Group Executive Committee, the risk community, internal audit and business leaders. The Group applies a three lines of accountability model approach to managing risk and compliance obligations.



Risk appetite, and risk management policy and framework

Woolworths Group has a risk appetite statement which has been reviewed and adopted by the Board. The risk appetite statement identifies various categories of material risks faced by Woolworths Group, and sets out the level of risk that Woolworths Group is prepared to accept in pursuing its strategic objectives.

To guide our risk management against the expectations of the risk appetite statement, Woolworths Group has a risk management policy, risk management framework and risk assessment standard (risk standard). These documents provide a sound framework for managing the Group's risks.

The risk management policy reflects the overall principles of Woolworths Group's approach to risk management, including roles and responsibilities.

The risk management framework, which has regard to the ISO:31000 Risk Management Standard, sets out our commitment and approach to identifying, assessing, responding, managing and reporting risks that could impact the Group's ability to meet strategic objectives and operating plans. It also includes how the Group manages risks in accordance with relevant regulations, standards and guidelines, including the ASX Principles and Recommendations. It outlines the Group's commitment and approach to ongoing, integrated and consistent risk management, including how we are evolving our emerging and strategic risk framework.

The risk standard supports the risk management framework and includes the Group risk assessment criteria. It provides guidance for risk escalation protocols and proposed risk review frequencies and is used by risk owners, business leaders and subject matter experts to assess all risks across the Group. The risk standard enables senior executives, the Board and its Committees to have clear oversight of material and emerging risks.

Woolworths Group looks to continually identify and implement opportunities to improve the risk management framework and risk standard. During the reporting period, a review of the Group risk policies and frameworks was undertaken. The risk appetite statement, risk management policy and the risk management framework were presented to the Risk Committee and approved by the Board.

Our risk management approach has:

- A sound system of risk oversight, management and internal control
- Clear roles, accountabilities and responsibilities for managing risk
- Scenario planning and modelling to support understanding of the impact of emerging risks
- A risk culture supported by structures and processes
- A method to prioritise and manage the most significant and material risks.

External auditor

Deloitte Touche Tohmatsu (Deloitte) is Woolworths Group's external auditor. The Audit and Finance Committee makes recommendations to the Board on the selection, appointment, re-appointment or replacement of the external auditor. The external audit appointment is formally reviewed every three years and performance reviewed annually. The Board confirmed Deloitte's reappointment as external auditor in 2022.

Mr Tom Imbesi was appointed as lead audit partner for Deloitte from F22. Details of the non-audit services provided by the external auditor over the reporting period are included in the 2022 Annual Report.

Deloitte has provided the required independence declaration to the Board for F22. The independence declaration forms part of the Directors' Report in the 2022 Annual Report.

The lead audit partner attends the AGM and is available to answer questions from shareholders relevant to the external audit.

Non-audit services

Woolworths Group has a non-audit services policy that sets out the types of permitted non-audit services that are not considered to represent a threat to the independence of the external auditor, and provides guidance on the pre-approval process to be followed prior to engaging the external audit firm to provide any non-audit service. The pre-approval process may require joint approval by the Chief Financial Officer (CFO) and the Chair of the Audit and Finance Committee depending on the non-audit fee thresholds and guidelines set out in the policy.

Internal audit

Woolworths Group has an independent internal audit function (Group Internal Audit) with a functional reporting line to the Chair of the Audit and Finance Committee and a day to day operational reporting line to the CFO. Group Internal Audit provides independent and objective assurance services to management and the Board in relation to the internal controls, risk management framework, and governance and operational processes of Woolworths Group through:

- Performing audits in accordance with an internal audit plan. The plan is formulated using a risk-aligned approach and approved annually by the Audit and Finance Committee
- Having direct access, and being accountable, to the Board through the Audit and Finance Committee, with the right to communicate to it in the absence of management
- Regular reporting to the Audit and Finance Committee on the results of its audits and periodic reporting on the internal audit activity's purpose, authority, responsibility, and performance relative to the internal audit plan.

The Audit and Finance Committee reviews and approves the internal audit charter every two years. It also reviews the performance of the General Manager of internal audit and the internal audit function annually. This process was followed in F22. The Internal Audit Charter is scheduled for review in the F23 reporting period.

Integrity in financial and corporate reporting

The Board received CEO and CFO certifications in relation to the reporting period that complied with applicable regulatory requirements for the half and full year financial and corporate reports.

A thorough review process is undertaken to validate Woolworths Group corporate reports prior to public release, including the full year reports, half year reports and notice of meetings. The review process includes:

- An internal verification process conducted by the content owners then second peer reviews, with key information validated back to the source by the responsible Group internal teams
- Engagement of an external proofreader to review documents with the aim of detecting any errors or identifying inconsistencies or transposition errors within and between documents
- External assurance process where appropriate conducted by an independent third-party. Any material announcements require additional review and approval by the Board and or the Disclosure Committee.

Communications with Shareholders

Shareholder engagement

Shareholders and other stakeholders are informed of all material matters affecting Woolworths Group through ASX announcements, periodic communications and a range of forums and publications, available on the Group's website. Woolworths Group is focused on communicating with shareholders and other investors in a way that minimises our carbon footprint and encourages shareholders to provide their email addresses so we may communicate with them electronically.

The Group's website contains a range of information that may be useful to shareholders. Information most likely to be of interest is available under the Investors tab and includes the Group's published reports, financial results, share price updates, dividend history, presentations, webcasts, shareholder meeting details, material ASX announcements and answers to shareholders' frequently asked questions.

The Group provides regular email notifications of major events or periodic corporate reporting, including results announcements, and has a number of initiatives in place to facilitate shareholder participation, engagement and communication. During F22 this included:

- Encouraging shareholders to provide their questions ahead of the AGM to help us further understand shareholder issues and concern
- Publishing a transcript and webcast of the AGM on the Group's website
- Regular releases of financial information, including quarterly sales and half year and full year results
- Access to listen live to Group briefing to analysts
- Publishing recordings of past briefings and shareholder videos on the Group's website.

Woolworths Group will adopt a hybrid format for its 2022 AGM with the AGM being held physically in Brisbane with online participation via an online platform which enables all shareholders to attend regardless of location.

The Group has an investor relations program to facilitate effective two-way communications with analysts, investors, proxy advisors and the media.

The Chair of the Board, Chair of the People Committee and Chair of the Sustainability Committee meet with shareholders and proxy advisers periodically to allow them to provide Board-level feedback on the Group's governance, performance, remuneration programs and sustainability plan.

The Group participates in a range of external investor surveys of Board effectiveness, governance and social responsibility.

Copies of any presentation or materials prepared for the purposes of briefing investors or analysts are released to ASX ahead of the presentation where it contains any substantive information not covered in a prior disclosure to the market.

Continuous disclosure

Woolworths Group has established processes to enable the Group to provide shareholders and the market generally with timely, direct and equal access to relevant information.

The Group's continuous disclosure policy aims to:

- Achieve compliance with continuous disclosure regulatory requirements
- Clarify accountability of Woolworths Group's senior executives
- Promote investor confidence in the integrity of Woolworths Group and its securities.

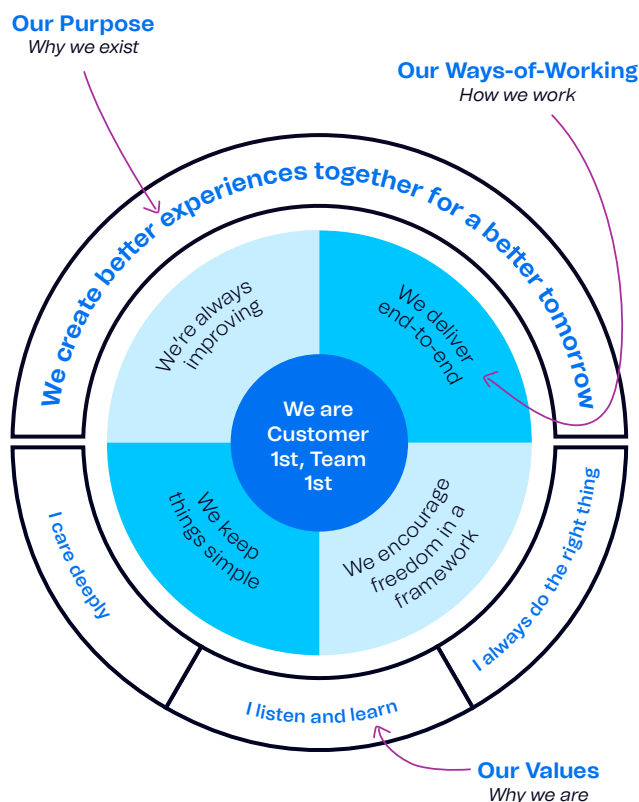
The continuous disclosure policy prescribes which announcements require Board approval, and outlines the processes for the Disclosure Committee to consider matters that may be price sensitive. This includes consultation with the Chair of the Board, or in their absence, the Chair of the Audit and Finance Committee.

The Board is provided with a copy of all material announcements promptly following release to the market.

The Continuous Disclosure Policy was reviewed in 2021 and is available on the Group's website at www.woolworthsgroup.com.au under the tab About Us/Corporate Governance.

Acting ethically and responsibly

Woolworths Group's purpose, ways of working and core values, together with its code of conduct and policy framework, define the standards of behaviour expected of all our team members.



Group purpose

Woolworths Group is a diverse group of businesses on a journey to becoming a purpose-led organisation. Our purpose, we create better experiences together for a better tomorrow, was endorsed by the Board and creates the framework for how we operate, to be better for our customers, our team, the communities we serve, and our shareholders.

Woolworths Group is committed to improving understanding and continuing to implement the Group purpose and values across all of its team members and operations.

The Group continued to face a number of internal and external disruptions that tested the resilience of the team in F22. Our purpose guided the Group's decision making throughout F22, including the ongoing disruption caused by COVID through all aspects of our business.

Core values

Who we are, and what sets us apart, is anchored by our core values. We care deeply, we listen and learn, and we always do the right thing. Applying these core values to everything we do defines our behaviour and drives our ambition to be a trustworthy, innovative and responsible Australian company.

Led by our purpose, the Group will continue to work to strengthen relationships with various communities by listening to understand, and by having meaningful and equitable engagement.

Ways of working

How we work to live our purpose is defined by our ways of working. Building from the F21 evolution of our ways of working, we continued to embed our ways of working across the broader Woolworths Group:

- We are Customer 1st, Team 1st
- We are always improving
- We deliver end-to-end
- We provide freedom within clear frameworks
- We keep things simple

Bringing it together

Woolworths Group's remuneration framework incorporates ways of working into our performance goals for all individuals. This helps to align team member performance and behaviours to the Group's purpose and strategy. The remuneration framework considers each team member's contribution to the Woolworths Group culture, expressed as our ways of working and core values.

Consequence management

The Board plays a significant role in setting the expectations of our team by monitoring that there are consequences for inappropriate behaviour.

The People Committee oversees the Group's consequence management practices and its assessment of conduct risk when determining remuneration outcomes. The Board has the power to apply discretion to all remuneration outcomes.

Code of conduct

In order to maintain our commitment to and ensure we're always operating within a place of moral, legal and ethical integrity, we have developed a rigorous and mandatory code of conduct. This code is a principle we adhere to without exception, and we expect each and every one of our team members to adopt it as their own.

The code of conduct applies to all directors, team members, contractors and everyone working within Woolworths Group and sets out, amongst other things, the standards in accordance with which they are expected to act.

The code of conduct confirms expected standards of honesty, integrity and fair dealing by all team members in their interaction with customers, suppliers, the community, competitors and each other in the performance of their duties and responsibilities. Material breaches or conduct that is materially inconsistent with the expected outcomes in the code involving senior executives are reported to the Board where appropriate.

The code of conduct is available in the corporate governance section of our website at www.woolworthsgroup.com.au.

Speak Up policy

At Woolworths Group, one of our core values is that we always do the right thing – by acting with integrity, honesty and trust at all times. We encourage all our team members to speak up when something is not right.

Woolworths Group Team Member Speak Up service is an independent complaints handling service hosted by an external company. The service is open to all current and former Woolworths Group team members, as well as their families, both in Australia and overseas. Our Speak Up policy also contains information and processes for protected disclosures.

Woolworths Group's Speak Up policy was reviewed in F22 and updates approved by the CLO and Chief People Officer. The Speak Up policy is available in the corporate governance section of our website at www.woolworthsgroup.com.au.

Fraud, anti-bribery and corruption policy

As a business, Woolworths Group prides itself on the quality of relationships we have with the organisations and people we do business with, and the difference we make together in creating better experiences for our customers. Our business is diverse and involves partners, suppliers and stakeholders inside and outside of Australia. One of our core values is we do the right thing.

Our fraud, anti-bribery and corruption policy addresses the key principles that must be adhered to in regard to fraud, bribery and corruption, facilitation payments, gifts and entertainment, and political donations. The fraud, anti-bribery and corruption policy is available in the corporate governance section of our website at www.woolworthsgroup.com.au.

Other policies

In addition to the code of conduct, Speak Up policy and fraud, anti-bribery and corruption policy, the Group has a range of policies that define its commitment to good corporate governance and responsible business practices.

There are also numerous activities and compliance programs across the Group designed to promote and encourage the responsibility and accountability of individuals for reporting unethical practices.

Woolworths Group's Sustainability Plan 2025 defines guiding principles, goals and commitments to create positive change for our people, customers, communities and partners. This is reviewed annually as part of the Group's operational planning cycle.

Sustainability Plan 2025

Our 2025 Plan is orchestrated by a Group-wide program enabled by a governance structure at the business, executive and board levels. This helps understand the influence of overarching business priorities and embed sustainability into decision making.

Sustainability is a rapidly evolving and changing area and regular materiality reviews assist the Group in listening to key stakeholder groups and adjusting the plan as required to maintain relevance. We report externally our progress against our goals in our annual Sustainability Report. Quarterly reporting on the broad sustainability program is provided to the Sustainability Committee, providing a balanced view of the progress and challenges towards achieving our 2025 goals.

Our Human Rights Program is the overarching way we manage risks to people across our operations and supply chain. Human Rights is orchestrated by a dedicated team working under the Chief Sustainability Officer and is embedded into each business area. These teams support and build a rights respecting culture across the supply chain and the Group. Quarterly reporting covering status of audits, indicators of potential breaches of human rights policy and grievance investigations are provided to the Sustainability Committee.

Woolworths Group's Modern Slavery Statement outlines the steps we have taken to identify, manage and mitigate the specific risks of modern slavery in our operations and supply chains and is in line with the requirements of the Australian Modern Slavery Act.

Our 2022 Modern Slavery Statement and Sustainability Report will be available on our website in September 2022. The 2025 Plan is available in the sustainability section of our website at www.woolworthsgroup.com.au.

Climate Change

Woolworths Group considers climate change to be a material sustainability issue and we support Australia's commitment under the Paris Agreement to limit global warming to two degrees above pre-industrial levels and work towards containing warming to 1.5 degrees.

We consider climate change as a Board-level strategic issue.

We assess our exposure to climate change risk by reference to the recommendations of the Financial Stability Board's TCFD, and these disclosures are made in both our annual Financial Report and our annual Sustainability Report.

The Board is responsible for reviewing, appraising and approving the Group's climate strategy, targets and material investments to manage actual or potential climate-related impacts to the Group. The Board does so on recommendation from the Sustainability Committee. The Sustainability Committee monitors performance against our climate strategy and targets. The CEO and Executive Committee, including the Chief Sustainability Officer, have accountability for the implementation of our climate strategy, and report progress to the Sustainability Committee quarterly.

Part of this quarterly reporting includes emissions reporting; our sustainability team has a process for measuring and tracking emissions and comparing progress against our targets that have been set under the Science Based Targets Initiative (SBTi). Across the business, delivery and orchestration is managed through operational plans and larger scale initiatives. For example, our energy efficiency initiatives and our transition to green electricity are centrally coordinated by the dedicated energy team within Woolworths360.


Diversity and inclusion

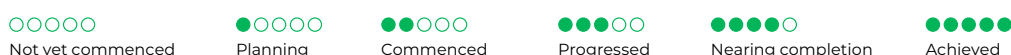
Woolworths Group values inclusion and diversity across all our businesses. We want team members to feel valued, respected and empowered. Customers should see in our team a reflection of themselves and their communities.

The Group strives to celebrate diversity in all its forms to create a vibrant and inclusive place to work, where each and every team member can be at their best and contribute to diverse thinking. Strategies and goals to support a culture of inclusion and diversity are continually reviewed. The Group is working to attract and retain a diverse workforce with a positive customer focus by providing an inclusive, safe, equitable and engaging working environment.

The Board is conscious of the positive impact that the Group's programs have had on the lives of individuals, families and their communities. The value that diversity brings to the business and our customers is critical to our purpose. Woolworths Group supports the Uluru Statement from the Heart and the recognition of Aboriginal and Torres Strait Islander peoples in the Australian Constitution.

One of the key focus areas of the 2025 Plan is the people pillar, which demonstrates our commitment to caring for our team members by creating a great place for our teams to work. Over the last 12 months, the Group has made progress across a number of its diversity and inclusion goals under the people pillar which align with the Group's commitment to becoming a truly inclusive workplace, as detailed in the below table:

PILLAR	GOAL	COMMITMENT	PROGRESS	COMMENTARY
 People	Be a truly inclusive workplace	Woolworths Group leadership will be balanced, bringing diversity of thought to all decision making forums, including gender balance, improved cultural diversity and Aboriginal and Torres Strait Islander peoples representation	●●●○○	<p>Women represent 39% of senior leadership roles (14-6) and 56% of the Woolworths Group Board.</p> <p>We are currently working to establish a baseline for cultural diversity in leadership and Aboriginal and Torres Strait Islander peoples representation</p>
		Using benchmarking tools administered by expert external organisations, we will validate our performance and hold ourselves to account. We aim to:		
		Achieve WGEA Employer of Choice for Gender Equality citation, Supported by gender pay parity for like for like roles	●●●○○	<p>The WGEA employer of choice citation was achieved in February 2021</p> <p>Our last pay parity review resulted in a statistically insignificant gap of less than 1% for like for like roles, which we have maintained with our most recent report</p>
		Implement our current innovate-level Reconciliation Action Plan (RAP) and continue our commitment to reconciliation by developing a Stretch RAP. This includes reaffirming our commitment to support the Uluru Statement from the Heart	●●●○○	In June 2021, we delivered on the commitments made in our Innovate-level RAP. Work has commenced on the next phase of our commitment to reconciliation
		Achieve Platinum Tier employer status in the Australian Workplace Equality Index (AWEI) for LGBTQ inclusion	●●●○○	Our progress has been recognised by the Australian Workplace Equality Index awarding us Gold Tier Status for LGBTQ inclusion for the fourth consecutive year in 2021. We have embarked on an AWEI Platinum Project, with the objective to become an AWEI Platinum Employer for LGBTQ+ people in 2023
		Create and implement an Accessibility Action Plan and submit to the Australian Network on Disability Access and Inclusion Index, with year-on-year improvement	●○○○○	We recruited our first Accessibility Lead in May 2022. Work is currently underway to review the Accessibility Roadmap, including the Action Plan and Index



Broad and active support for inclusion at work and in the community is demonstrated with participation in Mardi Gras, International Women's Day, National Reconciliation Week, Harmony Week, Ramadan, NAIDOC Week, International Day Against Homophobia, Biphobia, Interphobia & Transphobia (IDAHOBIT Day), Countdown Pride and World Autism Awareness Day.

Three highlights are achieving gold tier status in the Australian LGBTQ Inclusion Awards for a fourth consecutive year, helping over 200 refugees from over 20 different cultural backgrounds secure employment opportunities through our Refugee Employment Program in partnership with Community Corporate Pty Ltd, and the increase in the number of employment opportunities for Aboriginal and Torres Strait Islander peoples, with over 3,500 First Nations team members now having commenced employment since the inception of the Resourcing the Future program, with many of the roles offered in regional or remote areas.

We are also appreciative of the counsel and advice received from the Woolworths Group First Nations Advisory Board, established in August 2021, and the yarning circles across the Group.

Our diversity policy and Woolworths Group's Sustainability Plan 2025 are available on the Group's website at www.woolworthsgroup.com.au.

Gender equity

Woolworths Group is committed to increasing the representation of women at all levels of management and across all functions of our business. This will increase attraction and retention of high performing women, provide aspirational role models, and move the Group closer to its goal of having a team that reflects its customer base and communities.

Sourcing and retention of key talented women remains a critical focus, particularly for senior executive roles and Group leadership.

A key enabler to gender equity is equal pay for equal work. Woolworths Group's pay parity review methodology compares salaries of like-for-like roles of team members across the Group. This analysis helps identify gender pay gaps between men and women team members by grouping positions and career streams, and taking into consideration team member movements that can result in fluctuations in the gap. The Group's target is to remain below a statistically insignificant 1% gap and to report this annually after the remuneration review cycle.

In November 2020, the Group became signatories to the UN Women's Empowerment Principles. The Principles offer guidance to businesses on how to promote gender equity and women's empowerment in the workplace, marketplace and community. In continuing to make progress towards gender equity, the Group was awarded the Workplace Gender Agency's Employer of Choice for Gender Equality, becoming the first major food retailer to achieve the citation. The citation recognises active employer commitment and best practice in promoting gender equality and achieving gender equity in Australian workplaces.

Woolworths Group's workplace profile, as included in the Group's most recent report to the Workplace Gender Equality Agency (WGEA) covering the 2021 calendar year, is set out below.

FEMALES AS
A PERCENTAGE
OF TOTAL

Board	56%
Other Executives/General Managers	32%
Head of Business	55%
Executive Key Management Personnel	67%
Senior Managers	40%
Other Managers	45%
Team Members (Non Managers)	57%

Data as at 1 January 2022

Woolworths Group's full WGEA report to the WGEA is available on the Group's website at www.woolworthsgroup.com.au under the tab Sustainability/Our People/Inclusive Workplace.

Accessibility

At Woolworths Group, we are committed to providing a welcoming and inclusive environment that is accessible for people with disability to work and shop.

In the earlier months of 2022, we activated our fifth inclusion pillar, and appointed an executive sponsor for accessibility, as well as recruiting our first accessibility lead. Listening to our team and understanding their lived experience is critical to removing barriers and unlocking team member potential.

Although this pillar is the newest in our inclusion strategy, significant work has been initiated and undertaken by business units who are living our Group Purpose.

Our Mini Woolworths program has been a great success with the opening of our 14th Mini Woolworths Supermarket within a special purpose school. This program aims to educate thousands of students and candidates across schools and inclusive recruitment centres to provide them with real life skills and a potential career pathway into Woolworths.

Primary Connect has recently launched the assisted hearing job integration program to support the creation of sustainable employment pathways for those in our communities with hearing loss, and to create industry leading inclusive work spaces for these team members with the support of technological advancements. Partnering with hearing loss employment organisations enables us to ready our existing teams, work spaces, training material and ongoing support in a way that is sustainable, professional and caring. We are currently piloting this program in the Melbourne South Regional Distribution Centre, with four additional distribution centre's later in the year and further expansion into F23.

Through listening forums with the CEO, Executive Sponsor and other key leaders, our team has gained healthy insights into the lived experience of team members with disability and carers of people with disability. This will enable us to implement our disability community roadmap, including our disability action plan, AHRC health check and workplace adjustments policy.

