

Charter

Audit & Finance Committee

The Audit & Finance Committee (Committee) is a committee of the Board of Woolworths Group Limited (Woolworths or the Group). This charter sets out the responsibilities delegated by the Board to the Committee and the Committee's objectives, authority, responsibilities, composition and operation.

Objective and Role

As a Committee of the Board we are led by the Group's purpose to *create better experiences together, for a better tomorrow*.

The Committee's role is to oversee the integrity and adequacy of the Group's accounting and financial reporting systems, policies and processes, review and recommend to the Board the Group's financial statements and disclosures, monitor significant financial risks and oversee the Group's internal and external audit program.

Authority

The Committee is authorised to perform activities within the scope of responsibilities set out in this charter, and to make appropriate recommendations to the Board.

The Committee will have unrestricted access to Woolworths' senior management and company records as required.

The Committee may obtain any independent legal or other professional advice it considers necessary to execute its responsibilities and access the internal and external auditors, with or without management present.

Responsibilities

The Committee has the following duties and responsibilities:

Financial Policy and Control

- Oversee development, monitor execution and review effectiveness of the integrity and adequacy of the Group's internal control framework
- Review significant financial reporting issues and assess the appropriateness of accounting policies and methods chosen by management, particularly those in relation to significant estimates and judgments
- Review and make appropriate recommendations to the Board regarding major changes to the Group's accounting, tax and treasury policies and processes

External Audit

- Review and make recommendations to the Board as to the selection, appointment, re-appointment or replacement of the external auditor, and rotation of the lead engagement partner, including undertaking a formal review of the auditor's appointment every three years
- Review with the external auditor the scope and terms of the audit and make recommendations to the Board regarding the audit fee
- Monitor the co-ordination between the external audit and internal audit programmes
- Oversee and review the quality and effectiveness of the audit conducted by the external auditor, and annually review the performance of the auditor
- Discuss and resolve any issues arising from audit reports, including any matters the external auditor may wish to discuss in the absence of management
- Discuss with the external auditor any relationship that may impact on its objectivity or independence, and recommend to the Board any appropriate action to satisfy itself of the auditor's independence
- Require the external auditor to provide a formal written statement annually confirming its independence
- Review the scope and terms of the Non-Audit Services Policy, and monitor compliance with that policy

Internal Audit

- Monitor the adequacy of the nature, extent and effectiveness of the internal control processes of the Group
- Review and approve the scope, plan, terms and budget for Internal Audit activities and initiatives
- Oversee and appraise the quality, effectiveness and objectivity of the audit conducted by Internal Audit

- Discuss and resolve any issues arising from Internal Audit reports, including any matters Internal Audit may wish to discuss in the absence of management
- Approve the appointment, performance and replacement of the Head of Internal Audit on recommendation from Management, and review the performance of the internal audit function

Governance

- Review and monitor the Group's Delegations of Authority Framework
- Review the policies and procedures designed to ensure compliance with the ASX listing rules on continuous disclosure
- Review the adequacy of the Group's processes to verify the integrity of its corporate reporting

Financial Reporting

- Review the half year and annual financial statements and reports presented by management, together with reports and opinions from external auditors
- Review the reliability and appropriateness of disclosure in the financial statements and financial reporting to stakeholders, particularly those in relation to estimates and judgments
- Make appropriate recommendations to the Board as to whether financial statements should be approved

Other Matters

- Conduct or authorise any reviews, special projects or investigations into any matters within the Committee's charter or as may be requested from time to time by the Board

Composition

Membership

The Committee will comprise a minimum of three directors. The Committee as a whole will have appropriate technical knowledge and financial literacy.

Appointments and revocations of appointments to the Committee will be determined by the Board. The composition of the Committee and its performance will be reviewed annually by the Board and the Committee to ensure an appropriate balance of expertise, skills and experience.

No executive directors will be appointed to the Committee. The majority of Committee members will be independent directors as assessed by the Board.

Chair

The Committee Chair will be an independent director, appointed by the Board from the Committee's members and will not be the Chair of the Board.

Company Secretary

The Company Secretary will be the Secretary of the Committee.

Meetings

The Committee will meet four times a year and at such additional times as the Committee Chair or any member of the Committee may request. A quorum is a majority of Committee members.

Directors who are not members of the Committee will have a standing invitation to attend each Committee meeting, subject to exclusion as deemed appropriate by the Committee Chair from time to time.

Management and external advisers may be invited by the Committee Chair to attend part or all of any meeting. The Committee may ask management to present at Committee meetings on issues relevant to the Committee's duties and responsibilities.

Committee papers, reports and minutes of each Committee meeting will be circulated to all directors.

Governance

The Committee Chair or his/her nominee will report to the full Board on the proceedings of the Committee and make appropriate recommendations to the Board for decision.

From time to time, matters considered by the Committee may be relevant to the responsibilities of another Board Committee. The Committee Chair or his/her nominee and the Company Secretary will coordinate such cross Committee discussions.

Review

The Committee will conduct an annual review of its performance and effectiveness, which may form part of the overall Board effectiveness review.

The Committee will conduct a review of this charter at least every two years. The Committee must refer any recommended changes for decision to the Board.

Date approved:	25 August 2021
Accountable:	Chief Legal Officer / Chief Financial Officer
Contact:	Company Secretary