



Charter

Nomination Committee

The Nomination 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 provide advice, assistance and assurance to the Board in relation to structure, composition and performance of the Board, so that the Board is comprised of individuals who collectively have a mix of expertise, skills, experience and perspectives, and who contribute to the discharge of diligent oversight and effective corporate governance of Woolworths Group as a high performing team.

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. An individual may also obtain such advice, after first consulting with the Chair.

Responsibilities

The Committee has the following duties and responsibilities:

Board Composition

- Regularly review the size and composition of the Board and mix of expertise, skills, experience and personal qualities that may be required to ensure Board diversity and allow the Board to execute its functions.
- Ensure that individuals recommended for appointment as non-executive directors expressly acknowledge prior to their appointment, their ability to devote the time necessary to carry out their duties and responsibilities as a director.
- Regularly review the time commitments of non-executive directors to provide a basis for assessing whether as candidates for appointment or as a non-executive director, having regard to other commitments, can meet these commitments.

Board Renewal

- Establish processes for the development and review of succession plans for the Board and the Chair, taking into account the Group's current business operations and future strategy, and the skills, experience and expertise that may be required on the Board in the future.
- Conduct searches for new Board members, evaluate candidates and recommend individuals for appointment to the Board.
- Review the nominations for appointed non-executive directors who wish to be elected or re-elected to the Board by shareholders, and make a recommendation to the Board as to whether the nomination or re-nomination of the relevant candidate or director should be supported.

Board Performance

- Review and recommend, in cooperation with management, a process for the induction and professional development of Directors and a plan, as required, for enhancing directors' skills and competencies.
- Oversee a process for evaluating the performance of the Board and the non-executive directors annually, with external support.

Other Matters

- Through the Committee Chair, make appointments and revocations of appointments to Board committees, including Chair of Board committees
- 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

The Nomination Committee may delegate some of these responsibilities to a Sub-Committee from time to time, with any Sub-Committee consisting of a minimum of three non-executive directors, the majority being independent.

Policy and procedure for selection and appointment of new Directors

In addition to any protocol agreed by the Committee, factors to be considered when reviewing a potential candidate for Board appointment include:

- the expertise, skills, experience, perspectives and personal qualities and attributes that will best ensure Board effectiveness;
- the diversity of Board composition;
- the capability of the candidate to devote the necessary time and commitment to the role;
- potential conflicts of interest, and independence.

The identification of potential director candidates may be assisted by the use of external search firms as appropriate.

Detailed background information in relation to a potential candidate should be provided to all directors.

An offer of a Board appointment must be made by the Chair only after having consulted all directors, with any recommendations from the Committee having been circulated to all directors.

All new Board appointments should be confirmed by a letter of appointment.

Composition

Membership

The Committee will comprise of all of the non-executive directors of the Board. No executive directors will be appointed to the Committee.

Appointments and revocations of appointments to the Committee, will be determined by the Board. All members will be invited to attend each Committee meeting, subject to exclusion as deemed appropriate by the Committee Chair from time to time.

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.

Chair

The Committee Chair will be the Chair of the Board, unless the Chair recuses themselves, in which case the Committee will appoint an alternate chair.

Company Secretary

The Company Secretary will be the Secretary of the Committee.

Meetings

The Committee will meet as frequently as required, but no less than twice 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.

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

Review

The Committee will conduct an annual review of its performance and effectiveness, which will 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:	26 October 2021
Accountable:	Company Secretary
Contact:	Company Secretary