

23 August 2023

ASX Market Announcements Office
Australian Securities Exchange
20 Bridge Street
Sydney NSW 2000

Appendix 4G and Corporate Governance Statement

Attached for release is the Woolworths Group Appendix 4G and 2023 Corporate Governance Statement.

Authorised by: Kate Eastoe, Group Company Secretary

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Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

Woolworths Group Limited

ABN/ARBN

88 000 014 675

Financial year ended:

25 June 2023

Our corporate governance statement¹ for the period above can be found at:²

☒ This URL on our website: <https://woolworthsgroup.com.au/page/about-us/our-approach/corporate-governance/>

The Corporate Governance Statement is accurate and up to date as at 23 August 2023 and has been approved by the Board.

The annexure includes a key to where our corporate governance disclosures can be located.³

Date: 23 August 2023

Name of authorised officer
authorising lodgement: Kate Eastoe, Company Secretary

¹ "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes and an entity must produce each of them separately.

² Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

³ Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "QR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "QR" at the end of the selection.

See notes 4 and 5 below for further instructions on how to complete this form.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	<input checked="" type="checkbox"/> and we have disclosed a copy of our board charter at: https://woolworthsgroup.com.au/page/about-us/our-leadership-team/board-of-directors/ Refer to 2023 Corporate Governance Statement page 7	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	<input checked="" type="checkbox"/> Refer to 2023 Corporate Governance Statement page 9 and 12	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<input checked="" type="checkbox"/> Refer to 2023 Corporate Governance Statement pages 9 and 12	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	<input checked="" type="checkbox"/> Refer to 2023 Corporate Governance Statement page 10	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.5	A listed entity should: (a) have and disclose a diversity policy;	<input checked="" type="checkbox"/> and we have disclosed a copy of our diversity policy at:	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

⁴ Tick the box in this column only if you have followed the relevant recommendation in full for the whole of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with “*insert location*” underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert “our corporate governance statement”. If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg “pages 10-12 of our annual report”). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg “www.entityname.com.au/corporate-governance/charters/”).

⁵ If you have followed all of the Council’s recommendations in full for the whole of the period above, you can, if you wish, delete this column from the form and re-format it.

	<p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p> <p>If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<p>https://woolworthsgroup.com.au/page/about-us/our-approach/corporate-governance/</p> <p>and we have disclosed the information referred to in paragraph (c) and in respect of Board gender diversity in the 2023 Corporate Governance Statement at pages 14 and 15.</p>	
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) at: Refer to 2023 Corporate Governance Statement page 9 and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: Refer to 2023 Corporate Governance Statement page 9</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) at: Refer to 2023 Corporate Governance Statement page 12 and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: Refer to 2023 Corporate Governance Statement page 12</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: https://woolworthsgroup.com.au/page/about-us/our-leadership-team/board-committees/ and the information referred to in paragraphs (4) and (5) at: Refer to 2023 Corporate Governance Statement at page 11 and 2023 Annual Report pages 68-70 and page 74 https://woolworthsgroup.com.au/page/investors/our-performance/reports/Reports/</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	<p>A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.</p>	<p><input checked="" type="checkbox"/> and we have disclosed our board skills matrix at: Refer to 2023 Corporate Governance Statement page 8</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the names of the directors considered by the board to be independent directors at: Refer to 2023 Corporate Governance Statement page 10 Refer to 2023 Annual Report pages 68-70 https://woolworthsgroup.com.au/page/investors/our-performance/reports/Reports/ and, where applicable, the information referred to in paragraph (b) at: Refer to 2023 Corporate Governance Statement page 10 and the length of service of each director at: https://woolworthsgroup.com.au/page/about-us/our-leadership-team/board-of-directors/</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
2.4	<p>A majority of the board of a listed entity should be independent directors.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

		Refer to 2023 Corporate Governance Statement page 10 Refer to 2023 Annual Report pages 68-70 https://woolworthsgroup.com.au/page/investors/our-performance/reports/Reports/	<input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	<input checked="" type="checkbox"/> Refer to 2023 Corporate Governance Statement page 7	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	<input checked="" type="checkbox"/> Refer to 2023 Corporate Governance Statement page 10	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values at: Refer to 2023 Corporate Governance Statement page 3	<input type="checkbox"/> set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	<input checked="" type="checkbox"/> and we have disclosed our code of conduct at: https://woolworthsgroup.com.au/page/about-us/our-approach/corporate-governance/ Refer to 2023 Corporate Governance Statement page 4	<input type="checkbox"/> set out in our Corporate Governance Statement
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	<input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: https://woolworthsgroup.com.au/page/about-us/our-approach/corporate-governance/ Refer to 2023 Corporate Governance Statement page 4	<input type="checkbox"/> set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	<input checked="" type="checkbox"/> and we have disclosed our anti-bribery and corruption policy at: https://woolworthsgroup.com.au/page/about-us/our-approach/corporate-governance/ Refer to 2023 Corporate Governance Statement page 4	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: https://woolworthsgroup.com.au/page/about-us/our-leadership-team/board-committees/ and the information referred to in paragraphs (4) and (5) at: Refer to 2023 Corporate Governance Statement at page 11 and 2023 Annual Report pages 68-70 and page 74 https://woolworthsgroup.com.au/page/investors/our-performance/reports/Reports/</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.2	<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p><input checked="" type="checkbox"/> Refer to 2023 Corporate Governance Statement page 6</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.3	<p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	<p><input checked="" type="checkbox"/> Refer to 2023 Corporate Governance Statement page 6</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	<p>A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.</p>	<p><input checked="" type="checkbox"/> and we have disclosed our continuous disclosure policy at: Refer to 2023 Corporate Governance Statement page 13</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

		https://woolworthsgroup.com.au/page/about-us/our-approach/corporate-governance/	
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/> Refer to 2023 Corporate Governance Statement page 13	<input type="checkbox"/> set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	<input checked="" type="checkbox"/> Refer to 2023 Corporate Governance Statement page 13	<input type="checkbox"/> set out in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: https://woolworthsgroup.com.au/page/about-us/ https://www.woolworthsgroup.com.au/page/investors/	<input type="checkbox"/> set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/> Refer to 2023 Corporate Governance Statement page 13	<input type="checkbox"/> set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders at: Refer to 2023 Corporate Governance Statement page 13	<input type="checkbox"/> set out in our Corporate Governance Statement
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	<input checked="" type="checkbox"/> Refer to the 2022 Annual General Meeting, Notice of Meeting page 5: https://www.woolworthsgroup.com.au/page/investors/	<input type="checkbox"/> set out in our Corporate Governance Statement
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<input checked="" type="checkbox"/> Refer to 2023 Corporate Governance Statement page 13	<input type="checkbox"/> set out in our Corporate Governance Statement
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which:	<input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: https://woolworthsgroup.com.au/page/about-us/our-leadership-team/board-committees/	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

	<p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p>and the information referred to in paragraphs (4) and (5) at:</p> <p>https://woolworthsgroup.com.au/page/about-us/our-leadership-team/board-committees/</p> <p>Refer to 2023 Corporate Governance Statement at page 11 and 2023 Annual Report pages 68-70 and page 74</p> <p>https://woolworthsgroup.com.au/page/investors/our-performance/reports/Reports/</p>	
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at: Refer to 2023 Corporate Governance Statement page 5 as well as 2023 Annual Report pages 60-65</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed how our internal audit function is structured and what role it performs at:</p> <p>Refer to 2023 Corporate Governance Statement page 6</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.4	<p>A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed whether we have any material exposure to environmental and social risks at:</p> <p>Refer to 2023 Corporate Governance Statement page 5</p> <p>2023 Annual Report pages 60-65, 2023 Sustainability Report</p> <p>https://woolworthsgroup.com.au/page/investors/our-performance/reports/Reports/</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			

Key to Disclosures Corporate Governance Council Principles and Recommendations

8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <ol style="list-style-type: none"> (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: https://woolworthsgroup.com.au/page/about-us/our-leadership-team/board-committees/ and the information referred to in paragraphs (4) and (5) at: Refer to 2023 Corporate Governance Statement at page 11 and 2023 Annual Report pages 68-70 and page 74 https://woolworthsgroup.com.au/page/investors/our-performance/reports/Reports/</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	<p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p><input checked="" type="checkbox"/> and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives at: Refer to page 12 of the 2023 Corporate Governance Statement, and Remuneration Report in the 2023 Annual Report https://woolworthsgroup.com.au/page/investors/our-performance/reports/Reports/</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p><input checked="" type="checkbox"/> and we have disclosed our policy on this issue or a summary of it at: Refer to Securities Trading Policy https://woolworthsgroup.com.au/page/about-us/our-approach/corporate-governance/</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			

Key to Disclosures Corporate Governance Council Principles and Recommendations

9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	<input type="checkbox"/> and we have disclosed information about the processes in place at:	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input checked="" type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input checked="" type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input checked="" type="checkbox"/> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable <input type="checkbox"/> we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES			
-	<i>Alternative to Recommendation 1.1 for externally managed listed entities:</i> The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.	<input type="checkbox"/> and we have disclosed the information referred to in paragraphs (a) and (b) at: [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement
-	<i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i> An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.	<input type="checkbox"/> and we have disclosed the terms governing our remuneration as manager of the entity at:.....	<input type="checkbox"/> set out in our Corporate Governance Statement

2023

Corporate Governance Statement



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 high standards of corporate governance.

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, suppliers, communities, and shareholders.

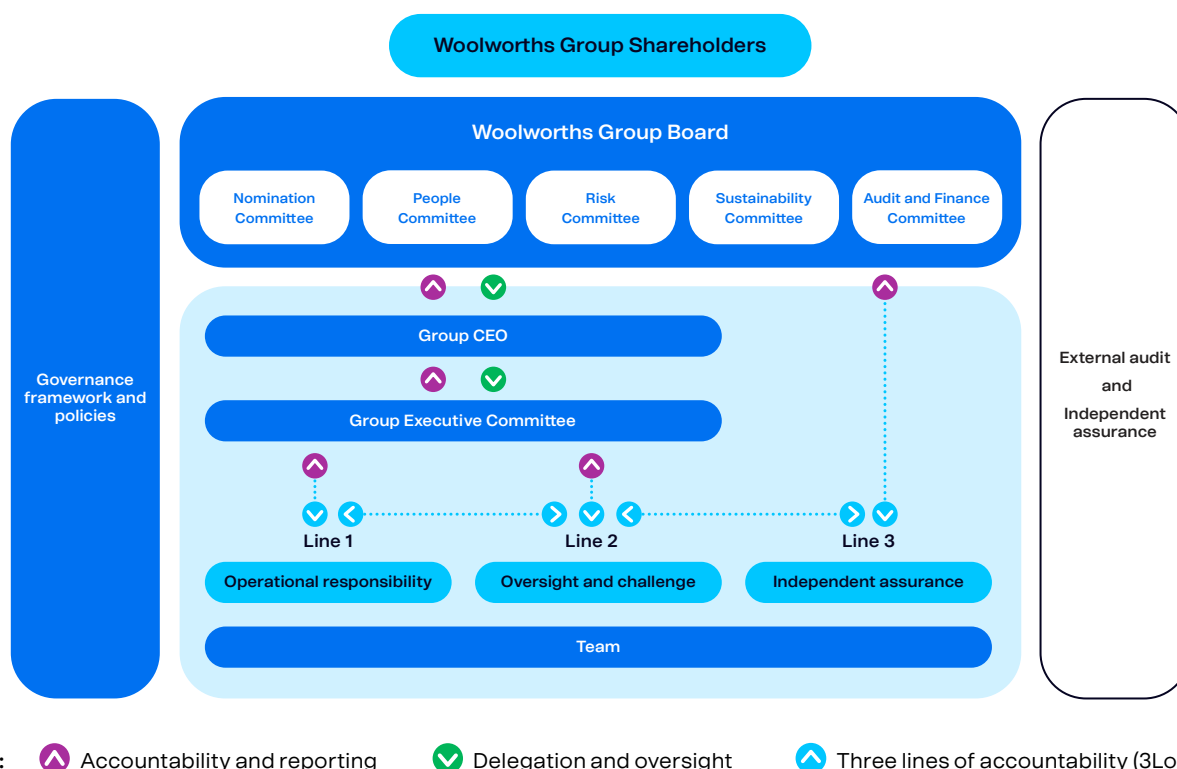
Directors and team members are expected to act ethically and responsibly at all times, reflecting our core value of **we do the right thing**.

Compliance with ASX Corporate Governance Principles

This Corporate Governance Statement (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. It has been approved by the Woolworths Group Board and is dated 23 August 2023. 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



Board of Directors

The Board's role is to govern and act in the best interests of Woolworths Group, including its 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 and enhancement of long-term shareholder value involves both delivering excellent customer experiences and building the reputation of the Group with shareholders, customers, team members, suppliers and each of the communities in which Woolworths Group operates.

Each director's biographical information, including their relevant experience, the capabilities and skills they bring to the Board and a list of other directorships held, is included on pages 67 to 70 in the 2023 Annual Report.

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

Group purpose, values and ways-of-working

Woolworths Group is 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. We believe it best serves the interests of our customers, our team, the communities we operate in, and our shareholders.

Woolworths Group seeks to embed and evolve our purpose and values in our teams and operations.

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 organisation.

How we work to live our purpose is defined by our ways-of-working, which we continue to embed across the broader Group.

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.



Bringing it together

Woolworths Group's remuneration framework incorporates ways of working into our performance goals for all team members. 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.

Our Group purpose and values are also critical in managing expectations and standards of behaviour. The Board plays a significant role in setting the expectations of our team by monitoring that there are consequences for inappropriate conduct.

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.

Policies

Code of conduct

Our code of conduct, approved by the Board, 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. Our code is also mandatory and should be adhered to without exception, and we expect each and every one of our team members to adopt it as their own.

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 was reviewed and updated in September 2022, and is available in the corporate governance section of our website at www.woolworthsgroup.com.au.

Inclusion and belonging policy

Woolworths Group continues to elevate our ambition that diversity, inclusion and belonging exist as core elements of our team value proposition, sustainability commitments and broader people strategy.

In 2023 we revised our diversity policy to reflect the Group's aspirations to improve and lead, now captured in an expanded inclusion and belonging policy. The expanded policy recognises and promotes an inclusive workplace, where our team feel confident and safe to belong, where diversity is valued in all its forms, and every team member can be their best self.

Woolworths Group's inclusion and belonging policy was approved in July 2023 and is available on 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.

The 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 and whistleblowing. Woolworths Group also has a dedicated Supplier Speak Up service to ensure matters of concern across our supply chain can be raised, anonymously where desired.

Woolworths Group's Speak Up policy was reviewed and updated in November 2022. 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.

Woolworths Group's fraud, anti-bribery and corruption policy was reviewed and updated in April 2023 and available in the corporate governance section of our website at www.woolworthsgroup.com.au.

Other policies

In addition to the code of conduct, inclusion and belonging policy, Speak Up policies 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.

Risk management and assurance

Woolworths Group is committed to maintaining an effective system to proactively manage risk in accordance with relevant legislation, regulatory obligations, shareholder expectations and good corporate governance principles. Defining material risks, risk appetite and associated management plans, focuses both on harm minimisation as well as benefit maximisation.

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 60 to 65 of the 2023 Annual Report. Further disclosures in relation to our sustainability risks are set out in our 2023 Sustainability Report together with our climate change and nature section in the 2023 Annual Report.

Risk management oversight

The risk management framework is reflected in our corporate governance framework on page 2 of this Statement, providing an overview of risk governance and management at Woolworths Group together with key responsibilities of the Board, the Risk Committee, the Group Executive Committee, the Group's 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 most recently in July 2023. 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 and are reviewed annually.

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 reviewed 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 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.

Deloitte has provided the required independence declaration to the Board for F23. The independence declaration forms part of the Directors' Report in the 2023 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.

Details of the non-audit services provided by the external auditor over the reporting period are included in the 2023 Annual Report.

Woolworths Group's non-audit services policy was reviewed and updated in August 2023.

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.

Woolworths Group's internal audit charter was reviewed and updated in May 2023.

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.

About the Board

Board responsibilities

The Board's overarching duty is to act in the best interests of Woolworths Group. 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. Key elements of the Board's roles and responsibilities are:

- approve the Group's **purpose, ways of working, core values**, and monitor its **culture**
- review the Group's **strategic direction** and approve corporate strategy and business plans
- 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
- oversee the Group's relationship with, and communications to, its **shareholders**
- approve the **annual budget**, capital expenditure plan, three-year **financial plan**, and monitor the **financial performance** of the Group
- 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
- 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
- determine **Board size and composition** and evaluate the **performance of the Board** and individual directors on an annual basis
- 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**
- oversee **Board, CEO and executive succession and remuneration**, and set non-executive director remuneration
- monitor the conduct of the Group's **relationship with key regulators** and its compliance with the Group's regulatory obligations
- approve **major expenditure and capital initiatives** in excess of the authority levels delegated to the CEO
- 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

On 26 July 2022, Chair Gordon Cairns announced his intention to retire as a non-executive director and the Chair of the Board, effective at the conclusion of the 2022 Annual General Meeting (AGM). The directors appointed Scott Perkins as Chair of the Board, with Scott's appointment effective on 26 October 2022.

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
- establishing a relationship of both trust and challenge to the CEO thereby supporting them in undertaking their role
- leading the Board, including encouraging a culture of openness, facilitating constructive discussion and debate during Board meetings
- monitoring the contribution of individual directors, providing regular feedback on their performance and effectiveness, and formulating development plans where appropriate.

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

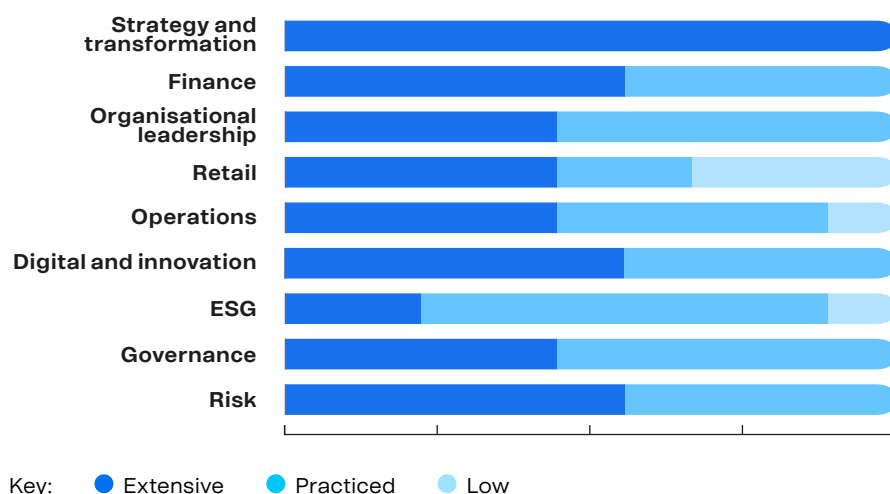
Board capability, composition and tenure

The Board is composed of a majority of independent non-executive directors with the skills and capabilities to fulfil their duty to act in the best interests of Woolworths Group. The effective application of those skills and capabilities enables the Board's contribution to the decision making and governance of the Group. The Board is comprised of individuals with both relevant skills and capabilities, and diversity of thinking. When combined with management, this leads to Woolworths Group fulfilling its potential through living its purpose, observing its values and executing on its strategy.

As part of the ongoing succession planning for the Board, the Nomination Committee reviewed the Board capability matrix, which took into consideration the skills and capabilities that the Board currently requires, together with those needed in the future. An assessment of the optimum mix of these capabilities takes place at least once a year. This also informs the identification and assessment of suitable future candidates for the Board.

A summary of the key skills and capabilities of directors is set out below:

Capability



Board gender diversity



● Female **56%**
● Male **44%**

Strategy and transformation: Identifying and critically assessing strategic opportunities and threats and associated business plans; overseeing successful transformation execution in large, complex organisations to create sustained, resilient business outcomes.

Finance: Effective oversight of capital, financial accounting and corporate reporting, including understanding key business financial drivers and the ability to evaluate the adequacies of internal financial controls and systems.

Organisational leadership (including people): Developing and assessing organisational structures and culture and its adherence to the Woolworths Group core values; people management and succession planning; setting strategy linked remuneration frameworks; and promoting inclusion and belonging.

Retail: Implementing customer-led transformation in the food, drinks or general merchandise sectors in large complex organisations, including global experience.

Operations (including supply chain and property): Overseeing physical and digital operations in large, complex organisations.

Digital and innovation: Evaluating and implementing new digital and physical technologies, including in depth understanding of the use of data and data analytics to continue to accelerate business transformation and meet evolving customer needs and expectations.

Environmental sustainability and governance: Developing and overseeing environmental sustainability and governance initiatives and strategies, including climate change, nature, carbon emissions reduction, human rights and responsible sourcing.

Governance (including regulatory and public policy): Identifying and managing governance, legal, regulatory, public policy and corporate affairs issues, including experience working or interacting with government and regulators.

Risk: Anticipating, identifying and managing key risks, including financial, non-financial and emerging risks; monitoring the appropriateness and effectiveness of risk management frameworks and controls.

Board tenure



● 0-3 years **44%**
● 3-6 years **12%**
● 6-10 years **44%**

Board performance and 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 July 2023.

The Board considers how to continuously improve and action specific feedback received throughout the review. The Chair meets 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, capabilities 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

In F23, the Board focused on Chair succession together with the broader topic of renewal for the rest of the Board, mindful of the importance of achieving a balance of director capability and tenure. For Chair succession, the Board adopted a protocol to ensure a fair and transparent process. 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. The changes since 1 July 2022 are:

- On 26 October 2022 at the conclusion of the 2022 AGM, Gordon Cairns retired as a non-executive director and the Chair of the Board, and Siobhan McKenna retired as a non-executive director and Chair of the People Committee
- On 14 February 2023, the Board announced that Tracey Fellows and Warwick Bray would join the Board as non-executive directors, effective 1 March 2023, with Tracey joining the People Committee and Warwick stepping into the role of Chair of the Audit & Finance Committee.

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.

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 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 2023 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 at end of F23:

- Philip Chronican (Chair)
- Maxine Brenner
- Jennifer Carr-Smith
- 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 at end of F23:

- Warwick Bray (Chair)
- Maxine Brenner
- Philip Chronican
- Scott Perkins

People Committee

Oversight of the frameworks, strategies and initiatives in respect of people, safety, health and wellbeing, inclusion and belonging, 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 at end of F23:

- Maxine Brenner (Chair)
- Tracey Fellows
- Scott Perkins
- 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 at end of F23:

- Holly Kramer (Chair)
- 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 at end of F23:

- Scott Perkins (Chair)
- Warwick Bray
- Maxine Brenner
- Jennifer Carr-Smith
- Philip Chronican
- Tracey Fellows
- Holly Kramer
- Kathee Tesija

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 F23 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 was conducted of the Group's F23 performance, and an assessment made of the matters the People Committee and Board wished to consider in relation to F23 STI and F21-23 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 F23 reporting period and prepared a risk review paper for consideration in connection with the F23 STI and F21-23 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, incorporating 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.

Following the tragic loss of two of our team members at work during the year, the Board determined that there should be a 10% point reduction in F23 incentive outcomes for all salaried team members aligned to the Group scorecard. These tragic events are the subject of ongoing investigations. The results of those investigations will inform any further discretion that the Board may choose to exercise. The risk review process did not identify any other significant risk or compliance matters that should negatively impact each senior executive's F23 STI award, or LTI or DSTI awards that are scheduled to vest in August 2023.

Further details of senior executive performance and remuneration are set out in the 2023 Remuneration Report.

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 F23 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 briefings to analysts
- publishing recordings of past briefings and shareholder videos on the Group's website.

Woolworths Group will adopt a hybrid format for its 2023 AGM, with the AGM being held physically in Sydney 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.

Inclusion and belonging

At Woolworths Group we recognise the value our team's diversity brings to our business, our customers and our communities. As one of the largest employers in Australia and New Zealand, we are committed to creating an inclusive workplace – where our team feels confident and safe that they belong, where diversity in all its forms is valued, and every team member can be their best self. We believe this is critical to living our purpose of creating better experiences together for a better tomorrow.

To achieve our purpose and ambition to be a truly inclusive workplace, our inclusion strategy focuses on five pillars: gender equity, First Nations inclusion, disability inclusion, cultural inclusion and LGBTQ+ inclusion; recognising the intersectionality of our team and communities and that people identify in multiple ways.

We have executive sponsors and team member networks aligned to each of our strategic pillars to inform and guide our activities, ensuring commitment from our leadership and the voices of those with lived experience are consulted and heard.

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 People Committee monitors the Group's performance and progress towards achieving the ambition set out in our inclusion and belonging strategy through external benchmarks and internal targets. We use best practice benchmarking tools administered by expert external organisations to guide and assess our progress towards being a truly inclusive workplace. We will continue to adapt and evolve our strategy to the needs of our team, customers and our communities and will continually review and improve our efforts to achieve top tier status in external benchmarking assessments.

Our Sustainability Plan 2025 is key to delivering on our goal of creating a truly inclusive workplace, which is outlined specifically in the People pillar of the plan. As detailed in the table below, the Group has made progress in the last year across a number of its commitments under the first People goal aligning to our commitment to becoming a truly inclusive workplace.

People

Be a truly inclusive workplace

GOAL	COMMITMENT	PROGRESS	COMMENTARY
	We value inclusion and build diverse teams where everyone can belong	●●●○	Women represent 39.8% senior leadership roles (L4–6) in Australia and 38.7% in New Zealand, 56% of the Woolworths Group Board In Australia 2.6% of our team are Aboriginal and/or Torres Strait Islander people, and in New Zealand 13% of our team are Māori and Pasifika
	We will ensure that we are progressing against our commitments by benchmarking ourselves against externally validated standards. We aim to:		
	Achieve WGEA Employer of Choice for Gender Equality citation supported by gender pay parity for like-for-like roles	●●●●	Woolworths Group was awarded the Workplace Gender Equality Agency (WGEA) Employer of Choice citation in Australia for the second time Our last pay parity review for like-for-like roles showed we maintained <1% pay gap in Australia and New Zealand
	Achieve Platinum Employer Status in the Australian Workplace Equality Index (AWEI) for LGBTQ inclusion, and in New Zealand maintain Rainbow Tick certification for five years with a ranking of 'fully achieved with continuous improvement'	●●●●	Our ongoing commitment to LGBTQ+ inclusion in F23 enabled the delivery of two key commitments in our 2025 Sustainability Goals; achieving Platinum Employer status in the Australian Workplace Equality Index (AWEI), and maintaining Rainbow Tick Accreditation in New Zealand for five years
	Create and implement a Disability Action Plan and submit to the Australian Network on Disability Access and Inclusion Index, with year-on-year improvement. New Zealand: Achieve year-on-year improvement against the nine competency areas of the Accessibility Tick Program	●●●○	We delivered our first submission to the Accessibility Tick in New Zealand, alongside two submissions to the Australian Human Rights Commission IncludeAbility Health Check in F23. These submissions will enable our inaugural submission to the Australian Network on Disability's Access and Inclusion Index in F24, leading to the development of our first Group-wide Disability Inclusion Action Plan
	Implement our innovate Reconciliation Action Plan (RAP) and continue our commitment to reconciliation in Australia by developing a Stretch RAP. This includes support for the Uluru Statement from the Heart	●●●○	With the endorsement of Reconciliation Australia, we launched our second innovate RAP in June during National Reconciliation Week, and continue to reaffirm our support for the Uluru Statement from the Heart, and its calls for a First Nations Voice to Parliament enshrined in the Constitution

●●●○
Planning

●●●○
Commenced

●●●○
Progressed

●●●●
Achieved

Broad and active support for inclusion within our teams and communities is demonstrated through participation in various inclusion events such as International Women's Day, National Reconciliation Week, Harmony Week, Ramadan, NAIDOC Week, International Day Against Homophobia, Biphobia, Intersexism & Transphobia (IDAHOBIT Day), Celebrate Neurodiversity Week, International Day of People with Disability and the UN Day for the Elimination of Racial Discrimination.

Our inclusion and belonging policy and Woolworths Group's 2025 Sustainability Plan 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 the business. Sourcing and retention of key talented women remains a critical focus, particularly for senior executive roles and the Group's executive leadership team.

A key measure of gender equity is the gender pay gap between men and women. At Woolworths Group we conduct a pay parity review methodology that compares salaries of like-for-like roles of team members across the Group. This analysis helps identify disparities by grouping positions and career streams which also takes into consideration team member movements that can result in fluctuations in the gap. The Group's target for women is to remain below a statistically insignificant <1% gap and to report this annually after the remuneration review cycle. In addition to like-for-like roles, we also track the gender pay gap – the difference between women's and men's average weekly full-time equivalent earnings, expressed as a percentage of men's earnings. In March 2023 we submitted our annual report to the Workplace Gender Equality Agency (WGEA) with an 11% Gender Pay Gap reported for F23, compared to the Australian retail average of 13.3%. Woolworths New Zealand joined the MindTheGap registry in October 2022 and reported a Gender Pay Gap of 3.6% compared to the New Zealand national average of 9.2%.

In 2022–2023, the Group played an active role working with the Australian Retailers Association to provide inputs in their gender positioning statement and to build Gender Equity Playbooks to drive change beyond Woolworths Group. In February 2023, the Group was recognised as the WGEA Employer of Choice for Gender Equality for the second consecutive year.

Woolworths Group's workplace profile covering the 2022 calendar year, as included in the Group's most recent report to the WGEA, is set out in the table on the right.

	WOMEN AS A PERCENTAGE OF TOTAL
Board	56%
Other executives/General managers	35%
Head of business	57%
Executive key management personnel	67%
Senior managers	41%
Other managers	44%
Team members (non managers)	55%

Date as at 1 January 2023

First Nations inclusion

Woolworths Group's vision for reconciliation is an Australia where First Nations peoples have equitable access to the essential products, services and opportunities they need to truly thrive for a better tomorrow. We are proud to be one of Australia's largest employers of First Nations peoples who represent approximately 2.6% of our Australian workforce.

Woolworths Group launched its latest Innovate Reconciliation Plan on 2 June 2023, including recognition of Woolworths Group's support for the Uluru Statement from the Heart and the recognition of Aboriginal and Torres Strait Islander peoples in the Australian Constitution.

Woolworths Group established the First Nations Advisory Board in 2021. The First Nations Advisory Board is composed of 75% First Nations members, with three independent members, and two team members. The Advisory Board provides advice on relevant matters that are considered by the Board, meets Woolworths Group Board periodically to discuss matters and seek counsel on elements within and external to the Group.

Disability inclusion

At Woolworths Group we are focused on increasing the removal of societal barriers faced by our team and customers in experiencing Woolworths Group as an inclusive place to work and shop. Listening to our team and understanding their lived experience is critical to removing these barriers and unlocking team member potential. With a focus on our talent acquisition processes and our working environments we also hope to attract quality candidates with disabilities who feel supported and that they belong at Woolworths Group. Establishing our Disability Team Network has amplified and included the voices of team members with lived experience, each of whom have contributed to the development of our workplace adjustments policy and process launched in May 2023. We continue to make headway with our disability confidence training which is vital in building capability in this space.

Further information

- This Statement should be read in conjunction with the other reports that comprise the 2023 Woolworths Group reporting suite, as listed below
- Our approach to managing environmental and social risks including climate change is found on pages 42 to 65 of the 2023 Annual Report, and more information can be found in our 2023 Sustainability Report. These explain the Company's approach to managing sustainability, exposure to social and environmental risks, and how that exposure is managed



**2023
Annual
Report**



**2023
Sustainability
Report**



**2023
Sustainability
Data Pack**



**2023 Modern
Slavery
Statement**



The entire 2023 Woolworths Group reporting suite can be accessed online at:
www.woolworthsgroup.com.au/au/en/investors/our-performance/reports.html

