

# Charter

## Nomination Committee



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

### Objectives

The Committee's role is to provide advice and assistance to the Board in relation to ensuring that the Board is comprised of individuals who collectively have a mix of expertise, skills, experience and perspectives and contribute to the discharge of diligent oversight and effective corporate governance of Woolworths.

### Authority

The Committee is authorised to perform activities within the scope of the 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 is authorised to obtain any independent legal or other professional advice that it considers necessary to execute its functions.

### Responsibilities

The Committee has the following duties and responsibilities:

- Regularly review the size and composition of the Board and mix of expertise, skills and experience that may be required to ensure Board diversity and allow the Board to execute its functions.
- Identify and evaluate Board candidates (with the assistance of recruitment consultants if required) and recommend individuals for appointment to the Board.
- 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. In satisfying this

requirement, the Committee should regularly review the time commitments of Non-Executive Directors to provide a basis for assessing whether candidates for appointment as Non-Executive Directors can, having regard to other commitments, meet these commitments.

- Review and recommend, in cooperation with management, a process for the induction and education of new Directors and a plan, as required, for enhancing Directors' competencies.
- Review the re-election by shareholders of any Director under the retirement by rotation provisions of the Woolworths Limited Constitution and make a recommendation to the Board as to whether the Board should support the re-nomination of the retiring Director.
- Establish processes for the development and review of succession plans for the Board, and the Chair, taking into account both Woolworths' current business operations and its future strategy and what skills and expertise may be required on the Board in the future.

### Policy and procedure for selection and appointment of new Directors

Factors to be considered when reviewing a potential candidate for Board appointment include:

- the skills, experience, expertise 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.



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

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

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 letter in the standard format as approved by the Board or the Committee from time to time.

### Composition

The Committee will comprise a minimum of three directors.

The Chairman of the Committee will be an independent director, appointed by the Board from the Committee's members.

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

Appointments and revocations of appointments to the Committee will be determined by the Board. No Executive Directors will be appointed to the Committee.

The composition of the Committee will be reviewed annually by the Board and the Committee to ensure an appropriate balance of expertise, skills and experience.

The Company Secretary of the Board will be the Secretary of the Committee.

### Meetings

To the extent not inconsistent with this charter, meetings of the Committee will be conducted in accordance with the provisions of the Woolworths Limited Constitution which relate to the proceedings of meetings.

The Committee will meet as frequently as required, but not less than once a year, and at such

additional times as the Committee Chairman or any member of the Committee may request.

A quorum for a Committee meeting will be a majority of Committee members.

Management and external advisers may be invited by the Chairman of the Committee to attend part or all of any meeting.

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

### Reporting Responsibilities and Implementation of Objectives

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

### Review

The Committee will conduct an annual review of its performance and effectiveness by reference to this charter and current best practice. This review process will include a review of the terms of this charter. The Committee must refer any recommended changes for decision by the Board.

Date approved:	27 February 2015
Accountable:	Chief Legal Officer and Company Secretary
Contact:	Group Manager Secretariat

