

Charter

Sustainability Committee

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

Objective and Role

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

Sustainability encompasses how Woolworths conducts its businesses, now and in the future, including commitments to the community, supply chain human rights and social responsibility, the planet, and maintaining the Group's reputation as one of Australasia's leading companies.

The Committee's role is to oversee the systems, policies and processes to achieve the Group's sustainability objectives and monitor sustainability risks.

Authority

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

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

The Committee may obtain any independent legal or other professional advice it considers necessary to execute its responsibilities.

Responsibilities

The Committee has the following duties and responsibilities:

Sustainability strategy

- Oversee development, monitor execution and review effectiveness of the sustainability strategy to ensure it is consistent with the Group's business strategy and objectives, supports Woolworths' values and addresses material sustainability risk facing the Group.
- Periodically review the Group's materiality thresholds, sustainability commitments, goals and strategy.
- Oversee the reputational impacts of Woolworths' sustainability strategies policies and initiatives and monitor external developments.

People

- Oversee development, monitor execution and review effectiveness of strategies, policies, frameworks and initiatives relating to human rights, including modern slavery and the responsible sourcing program.
- Oversee development, monitor execution and review effectiveness of the Reconciliation strategy, frameworks and initiatives to ensure they are consistent with the Group's ambition and objectives.
- Monitor the Group's community engagement activities and giving programmes to ensure they are directed towards opportunities for the development and well-being of the communities in which we work and live.

The People Committee oversees the balance of the Group's People objectives, including Diversity.

Planet

- Oversee development, monitor execution and review effectiveness of strategies, policies, frameworks and initiatives designed to address climate change, food waste and the minimisation of the Group's impact on the environment.

Product

- Oversee development, monitor execution and review effectiveness of strategies, policies, frameworks and initiatives in relation to sustainable supply chain, animal welfare, healthier choices and sustainable packaging.

Reporting and Disclosure

- Review and make appropriate recommendations to the Board as to whether the Sustainability Report and Modern Slavery Statement should be approved.

Governance

- Monitor ESG perspectives from external stakeholders and the sustainable investment landscape and undertake benchmarking.

Other Matters

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

Composition

Membership

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

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

Chair

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

Company Secretary

The Company Secretary will be the Secretary of the Committee.

Meetings

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

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

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

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

Governance

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

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

The Committee Chair may engage with shareholders from time to time on matters relating to the Committee's responsibilities. The Committee Chair will report to the Committee or Board following engagement activities.

Review

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

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

Date approved:	23 August 2022
Accountable:	Chief Legal Officer / Chief Sustainability Officer
Contact:	Company Secretary