

12 November 2020

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

AGM Presentation and Address

Please see attached the presentation and prepared address to today's Woolworths Group AGM.

Marcin Firek

Company Secretary
Woolworths Group Limited

Annual General Meeting 2020 CEO's Address Thursday 12 November 2020, 10 am (AEDT)

Good morning everyone.

As the video shared earlier today highlighted, the events of 2020 have significantly changed the way we live and work. It has also tested the resilience and agility of many Australian businesses in responding to a year of unprecedented challenges.

At Woolworths Group, it was the year that we truly lived our purpose of **creating better experiences together for a better tomorrow**.

F20 started with the ongoing impacts of a severe drought in Australia, the White Island tragedy in New Zealand and unrest in Hong Kong. Soon after, bushfires devastated the East Coast of Australia from October 2019 to early February 2020, and then of course there was COVID-19, which still looms large as I speak.

Through the incredible efforts of the extended Woolies team over the last year, we have been able to support our customers and communities when they needed us most.

As a Group, we wanted to lead in role-modelling COVIDSafe behaviours across our team and make them a normal part of how we operate and live. We developed group-wide COVIDSafe standards, invested in the physical protection and mental wellbeing of our team, appointed a Chief Medical Officer to enhance our decision-making, and launched the Woolworths Group COVIDSafe website to provide up to date information and alerts for our customers, team and other businesses.

It is a testament to our team and their commitment in doing the right thing that we have been able to effectively manage the disruptions throughout the year, continue to put our customers first, while still making progress against our strategic priorities.

Our focus on being Customer 1st and Team 1st drove a non-negotiable attitude towards customer and team safety during the year.

This was recognised by customers and team alike and was reflected in strong growth in our customer, brand and reputation metrics in F20. We were also proud to be named Australia's second most trusted brand during COVID-19 by the Roy Morgan Risk Monitor.

To recognise the extraordinary efforts and contribution of the team during this year, we announced the 'Better Together Recognition Award' in June. As a result, I am delighted that more than 100,000 team members are now shareholders of Woolworths Group, creating the largest employee share ownership plan in Australia and New Zealand.

At last year's AGM I spoke about my disappointment after discovering we had inadvertently underpaid some of our salaried team members. It was imperative that we worked as fast as possible to remediate those team members. To date we have repaid \$281 million and expect to have repaid all impacted team members for six years covered by the GRIA and HIGA awards by early next year. We have also done a lot of work during the year to improve our internal processes to ensure this does not happen again.

Despite the many challenges of F20, we have maintained focus on fostering diversity across our businesses. We have done this through our gender equality initiatives, refugee employment program, the launch of our second Reconciliation Action Plan, and the Resourcing the Future Employment Program, which supports employment opportunities for Aboriginal and Torres Strait Islander Australians.

We were proud to be recognised with gold tier status in the 2020 Australian Workplace Equality Index for the third year running, which recognises our efforts to support LGBTQ+ team members across Woolworths Group.



It was a transformative year for our digital businesses. From the time of the escalation of COVID cases at the end of February, there has been a material step-change in the demand for the convenience of online shopping and home delivery as well as a material increase in the number of customers who are looking to engage with us via our digital platforms.

After disruption to our online services during the March and April surge buying, we rapidly added capacity to meet demand. We also scaled up Priority Assistance, contactless delivery, and Community Pick up, to make it easier for our vulnerable customers to safely access their food and everyday needs.

At year-end, Group eCommerce sales had grown 42% on the prior year with record sales penetration of 5.5%. And this demand has shown no signs of slowing. Group eCommerce sales growth for the first quarter of F21 was 87% with Australian Food eCommerce growth of 100% on the same period last year.

Our new Everyday Rewards app was launched in May and by the end of Q1 had been downloaded over 2.3 million times, giving customers better access to personalised offers as well as new features such as ereceipts.

During the year, we have also delivered more personalised and relevant customer experiences through our digital channels such as smart shopping lists, dynamic search, and personalised value. Average weekly traffic to Woolworths' websites and apps increased materially during the year with over 10 million weekly visits in Q4 F20, up 79% on the same time last year. This growth has continued in F21 with 11.4 million average weekly visits in the first quarter.

The in-store experience changed dramatically this year as customers prioritised their safety and hygiene. We worked quickly as part of our COVIDSafe plans to create a safe experience for both customers and our team.

Despite this shift in focus, we were still able to make good progress on differentiating our food customer propositions via the in-store customer experience.

We completed 72 Renewals in F20, including our latest value format in Mt Druitt, our Smart Store 2.0 in Millers Junction and our first store that uses 100% renewable energy at Burwood Brickworks.

We also made progress on our eStores in Australia and New Zealand, stores designed to fulfil online orders using automation. We are trialling micro-fulfilment technology to pick our online orders more efficiently. Last month, our first trial store in Carrum Downs picked its first orders using Takeoff Technologies automation from its e-com floor located at the back of the existing supermarket.

Operating sustainably also remained a key priority during the year. We continued in our efforts to reduce plastics across our operations with 237 tonnes of plastic packaging removed from fruit and vegetables in F20 and six billion single-use plastic bags removed from stores in the last two years. But this is a journey and we still have a long way to go on our sustainability agenda which I will touch on a little later.

In Endeavour Drinks, we materially improved the customer experience in a number of areas during the year and also prioritised making it easier and safer for customers to shop in response to COVID.

In Dan Murphy's and BWS, improved digital and in-store experiences resonated with customers. We also made good progress on range to ensure the right range for every customer in every store. My Dan's loyalty program continued to grow in the year, with memberships reaching a new record 4.5 million in F20, an increase of 29% on last year.

The Endeavour Drinks business also scaled up its convenience offer in response to COVID with Dan Murphy's rolling out contactless Drives to over 50% of its fleet and BWS rolling out On Demand to over 950 stores.

To support small and independent local producers impacted by COVID, Endeavour Marketplace was extended to provide those producers with a route to market. Through this initiative, the business fast-tracked over 400 new suppliers and over 4,000 new products both in-store and via its online marketplace.

We also made significant progress on our portfolio this year.



The material profit improvement in F20 for BIG W was a particular highlight. This was made possible through the sustained multi-year efforts of the BIG W team to enhance range, value and in-store experience and their successful response during COVID to meeting customers' home, leisure and entertainment needs.

The team also quickly scaled up its eCommerce business, rapidly launching new online hub stores and establishing contactless Drives across a number of sites to meet the demand for safe online experiences.

We also continued our focus on building strategic partnerships as part of Woolworths Group's Food and Everyday Needs Ecosystem, including our announced investment in PFD Food Services. This investment remains subject to ACCC approval and is a logical adjacency for Woolworths Group. PFD will continue to be run as a stand-alone business by the Smith family and we expect it to unlock a number of synergies for both businesses across the combined warehouse network and fleet.

After gaining shareholder approval at last year's AGM, the restructure and merger of ALH and Endeavour Drinks to form Endeavour Group was completed in February.

Since then, the team has been working hard behind the scenes to build the right systems and establish the many partnership agreements between Endeavour Group and Woolworths Group.

The material financial impact on the Hotels business following the onset of COVID resulted in the Board making the decision to defer the separation of Endeavour Group until calendar 2021. The specific timeline is subject to ongoing review, but we remain committed to the separation and will update our shareholders once more clarity around timing is available.

Our priority of improving end-to-end processes to support the safety of our team and customers was critical during the year and remains critical today.

In F20, our safety metrics improved significantly against targets set for the year, including a 19% reduction in our Total Recordable Injury Frequency Rate from F19.

We also advanced our holistic wellbeing approach in F20, focusing on mental health and financial assistance to support team members through the challenges the year presented. This included the scaling up of our mental health program 'I am here', and Woolworths Financial Wellbeing program via Good Shepherd Microfinance, as well as the introduction of COVID-specific and vulnerable leave entitlements, and a material increase of on-site counselling support.

In our ambition to make it simpler for our stores, we have continued to transform and upgrade our supply chain network. In June we announced the construction of an automated Regional DC and semi-automated National DC in Moorebank, NSW which will take place over a number of years.

This investment in our NSW supply chain will unlock greater capacity for growth, improve efficiencies, advance our localised ranging efforts, and deliver better and safer experiences for Woolworths Supermarkets and its team members.

Turning now to our financial results for the full year. In F20 we achieved strong sales growth across all our businesses, excluding Hotels.

F20 sales from continuing operations were \$64 billion, up 8.1% on a normalised basis compared to F19.

After a strong first half with normalised EBIT growth of 11.4%, EBIT growth in the second half was impacted by COVID costs and the closure of Hotels for much of the last four months of the financial year.

EBIT from continuing operations before significant items increased by 18.3% on a reported basis with the growth compared to the prior year benefitting from the introduction of the AASB 16 accounting standard. On a normalised basis, EBIT from continuing operations before significant items was 0.4% below F19.

Last week we announced our sales results for the first quarter of F21. It has been a pleasing start to the year with all retail businesses continuing to deliver strong sales growth.

COVID-related costs remain material but have moderated as we become more efficient at operating COVIDSafe.



Total Group sales were \$17.9 billion for Q1, up 12.3% on the same quarter last year.

Group eCommerce sales growth remains strong at 87% which was supported by further capacity improvements across our network.

During Q1, 22 BIG W stores were closed to in-store customers and 85 ALH venues and managed clubs in Victoria were closed due to government restrictions. Last month, all BIG W stores reopened to customers and ALH venues reopened earlier this week, albeit still subject to state-based restrictions.

While we don't like to make predictions, particularly in the current environment, for the rest of the calendar year we expect elevated sales and costs to continue as customers spend more time at home and continue to embrace eCommerce.

Moving forward, we remain focused on building out our Food and Everyday Needs Ecosystem.

We have made good progress in all four of our growth adjacencies, including the strategic investment in PFD Food Services and the scaling up of our other B2B services - Woolworths at Work and Woolworths International.

We successfully extended our digital and data platforms with the relaunch of Everyday Rewards and rolled out digital screens through Cartology to 957 stores by the end of the year. We also made progress on our partnerships with Endeavour Group and Caltex, and revamped our decade-long partnership with Qantas Frequent Flyer.

We are seeing a permanent change in customer behaviour as we all increasingly embrace digital and the increasing range of available shopping experiences - from Supermarkets to Metro to Home Delivery to On Demand. As part of our ecosystem strategy, we will continue to build on these connected customer experiences as we work hard to meet the evolving needs of our customers.

As we look to the future, I am also pleased to highlight the launch of our 2025 Sustainability Plan yesterday. It details an ambitious set of goals and commitments that we have set ourselves as we work together for a better tomorrow.

As Australia and New Zealand's largest retailer, we care deeply about our impact on people and the planet and we want to go further than just reducing negative impacts – we want to create good.

Our Sustainability Plan is ambitious but we have a responsibility to get this right, because our customers and team increasingly want to be healthier, they want to be less wasteful, and they want to cut down on the plastic packaging that pollutes our oceans.

They also want businesses - and their favourite brands - to lead.

I encourage shareholders to view the plan on our Group website and support us in our journey to build a better tomorrow.

Let me assure you, our plan is not just a set of commitments for today but a statement of intent for tomorrow.

For now, we have set 2050 to be net positive carbon emissions. But we are committed to working together to do everything we can to bring these deadlines forward as much as we can.

Before I hand back to Gordon, I would like to end by thanking all shareholders for their continued support during the year. You also make us better together.

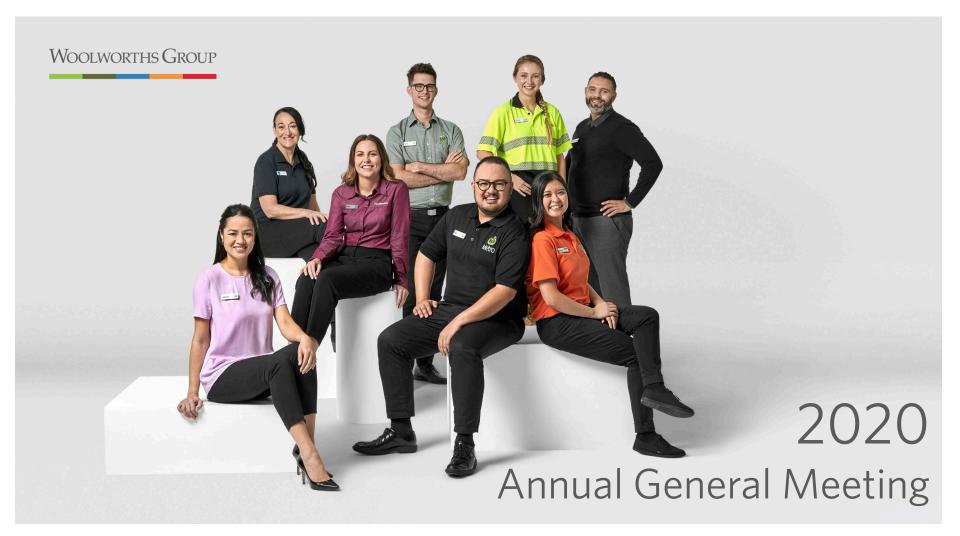
And while we will all be celebrating the festive season a little differently this year, I hope you continue to choose Woolworths Group for all your seasonal needs. With only 42 more days to Christmas, we are focused on providing our customers with an enjoyable, affordable and COVIDSafe shopping experience.



Welcome to Country - Uncle Timothy Gray



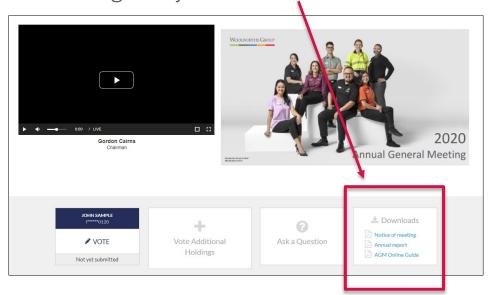




Notice of Meeting



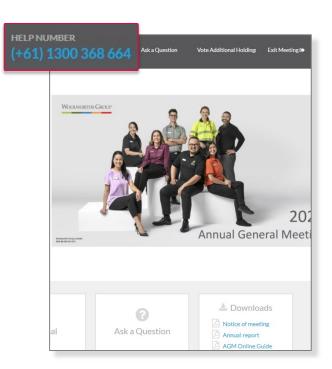
Click on the 'Downloads' icon on the bottom right of your screen



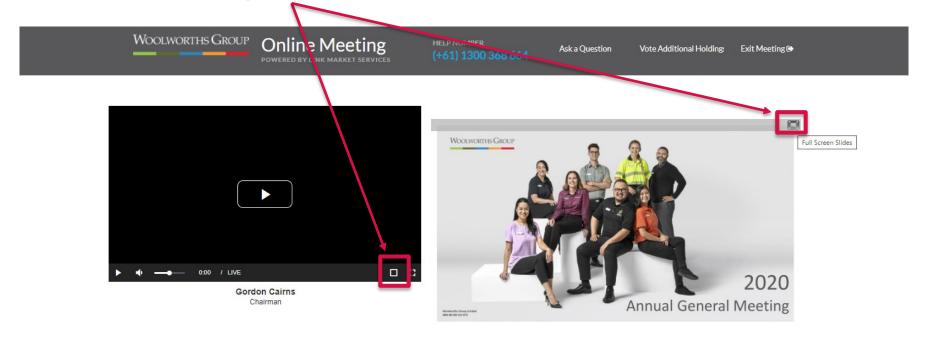
How to participate







How to change screen size

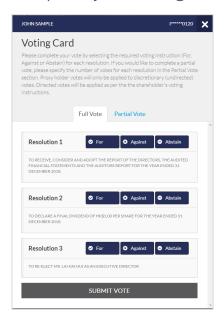


How to vote

Click on the 'VOTE' icon

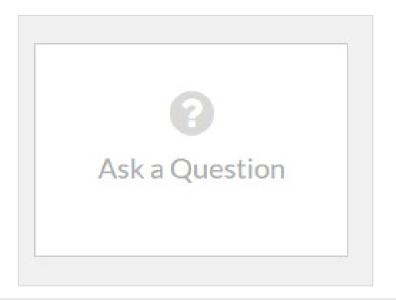


Complete your voting card

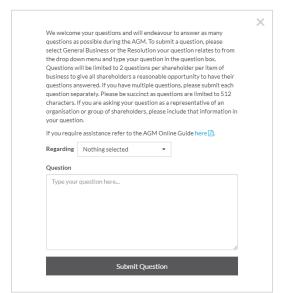


How to ask a question

Click on the 'Ask a Question' icon



Select the resolution to which your question relates and type your question



Shareholder questions

- Please limit your questions to two per item of business
- Please submit each question separately
- Limit of 512 characters
- Please submit questions now

Customer service questions

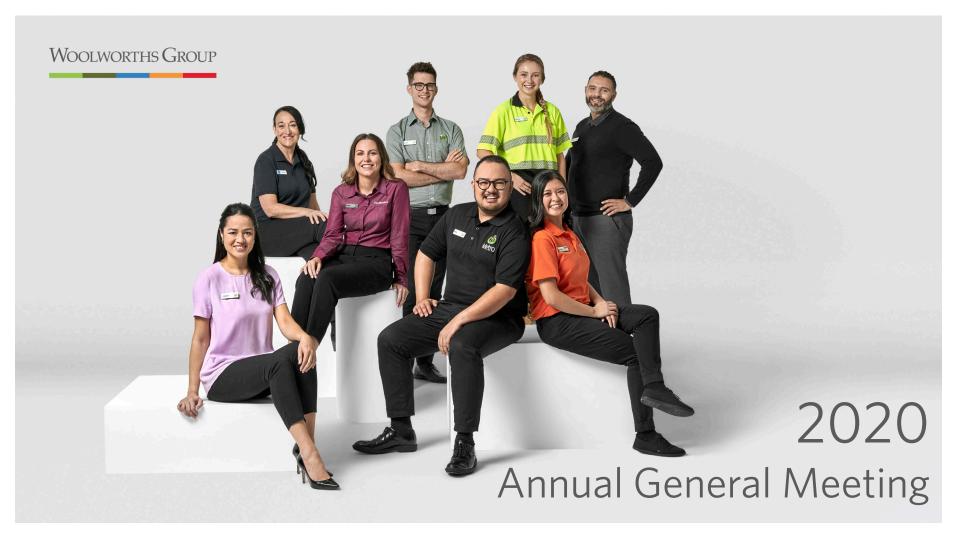


Contact our customer support team for each business by visiting

www.woolworths.com.au/shop/page/ help-and-support-faq

or call

+61 1300 767 969





Chairman's Address

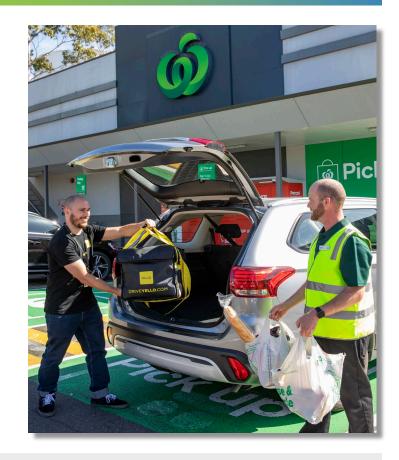
Woolworths Group

Six key issues

- Impact of COVID-19 on customers
- New ways-of-working
- Salaried team member payment shortfall
- Talent development
- Sustainability
- Board composition

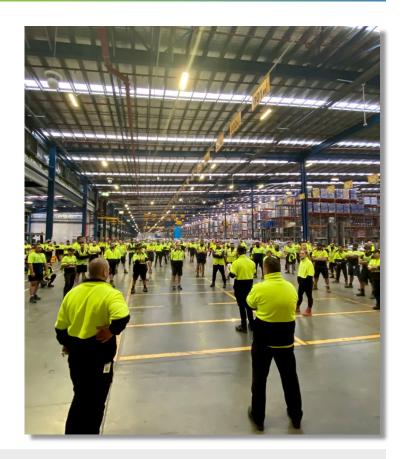
Impact of COVID-19 on customers

- Acceleration in eCommerce and digital traffic
- In-store experience Availability, Fruit & Veg, Ease of Pick up, Queue Wait Time
- Delivery Now (Crowd), contactless boot services, Delivery Unlimited, MFC
- Store segmentation
- Our Brand



New ways-of-working

- Priority #1: safety of team and customers
- Remote/office-based
- Productivity and protocols
- Virtual tours
- Showcases to the Board
- Mental health partnership with Sonder, I am Here



Salaried team member payment shortfall

- Apologised
- Consequence management:
 CEO, CPO, ELT, Chair voluntary reduction
- Independent investigation
- Next steps remediation, assurance, simplification

We're on track to make things right.

An update on our Woolworths Group salaried team pay review.

A few weeks ago, we announced we had initiated an in-depth review into our award-covered salaried store team members and the shortfall in payment to some of them.

Since then, we've been working hard to correct the situation.

Our initial review, covering the last two years in Supermarkets and Metro stores, is progressing well. We are on track to deliver our commitment to paying any amounts owing, including back payment plus interest and superannuation, over this period to our current salaried store team members this month.

But, we still have a way to go.

Looking ahead, we will begin the review process for other businesses in our group, including BWS, Dan Murphy's and Big W. We have set up dedicated teams internally and will continue working with our external partner. PwC on the review process.

We remain focussed on our goal of finalising the full review by the end of June next year.

If you have been a salaried store team member in the Woolworths Group and believe you may have been affected, we strongly encourage you to visit **team.woolworths.com.au**

We're committed to working hard until we have made things right.

Published across media outlets October 2019

Talent development

- Key priority for Board
- Dedicated talent executive
- Development program
- Rotational development
- External Board review
- Remuneration to attract, retain and motivate



Sustainability

- Intrinsic to our Purpose
- Investor focus
- Business not Government-led. Diversity,
 RAP and Refugee Employment Program
- Board Sustainability Committee
- Key issues: modern slavery, climate,
 SBTi, plastics (TerraCycle) and health



Board composition

- Make up of skills retailers, finance, strategy, operations
- CEO/Chair relationship
- Culture of the Board
- Performance reviews
- Retirement of Jillian Broadbent AC and upcoming director appointment





CEO's Address

Woolworths Group

Living our purpose and operating COVIDSafe

- Established COVIDSafe standards (PPE, Health, Hygiene, Cleaning, Social distancing)
- COVIDCare based approach to team wellbeing
- COVIDSafe Tribe established to navigate horizons 1 and 2
- Appointed Chief Medical Officer
- COVIDSafe website and alerts





Customer 1st Team 1st Brand & Culture

- Strong increase in Group VOC NPS and Brand NPS scores in H2
- Named Australia's second most trusted brand during COVID-19 by Roy Morgan Risk Monitor
- Team recognition bonus paid to store team members reflecting their contribution
- \$281 million paid to remediate salaried team members
- Recognised as a gold tier workplace by AWEI for the third consecutive year

🐧 Connected, Convenient and Safe Ways to Shop

- Strong digital and online sales growth across X businesses despite initial capacity issues
- WooliesX online capacity doubled including addition of 78 home delivery stores
- Established partnerships with Sherpa, Drive Yello and Uber for last-mile delivery services
- Launched new Everyday Rewards app making it easier to activate personalised offers and specials
- My Dan's growing strongly



Differentiate our Food Customer Propositions

- 72 Renewals and 29 new stores opened in Australia and New Zealand
- Progress on first eStores in Carrum Downs, VIC and Penrose and Moorhouse, NZ
- Smart Stores in Rototuna, NZ and Millers Junction, VIC and Chullora, NSW
- Priority Assistance set up to support vulnerable customers with >1.5 million online grocery orders
- Six billion single-use plastic bags removed from stores in last two years and extra 237 tonnes of plastic packaging removed across produce in F20

Д்⊖ர் Evolve our Drinks Business

- Improvements in Dan's range, convenience, and value really resonating with customers
- Growth in Pinnacle sales following renewed focus, particularly in Wine
- BWS On Demand delivery expanded to over 950 stores
- BWS Uber Eats partnership rolled out in Victoria
- Extended Endeavour Marketplace's service to assist small producers with a route to market during COVID



<u>Unlock Value in our Portfolio</u>

- Material BIG W profit improvement in F20
- Progress on partnerships as part of Ecosystem including Endeavour Group and Qantas Frequent Flyer relaunch
- Announced strategic investment in PFD Food Services
- Started to scale up adjacent businesses including Woolworths International, Woolworths at Work, Cartology
- Completed restructure and merger to form Endeavour Group



Better for Customers, Simpler & Safer for Stores & Support

- Material improvements in team safety in F20
- Team 1st, customer 1st approach to safety during COVID
- Completed supplier optimisation program including invoice automation and simplified trading terms
- Announcement of NSW supply chain transformation
- MSRDC ramping up in H2; expected to achieve business case in F21 (subject to COVID)

Results - full year 2020

	Continuing operations ¹		
\$ MILLION		CHANGE	CHANGE NORMALISED ²
Sales	63,675	6.2%	8.1%
EBIT	3,219	18.3%	(0.4)%
NPAT attributable to Woolworths Group shareholders	1,602	(8.4)%	(1.2)%
Earnings per share (basic)	127.5	(5.0)%	-
Dividend per share – cents	94	(7.8)%	-

¹ Before significant items

Results – first quarter 2021

		CHANGE	COMPARABLE GROWTH
Australian Food	12,033	12.9%	11.5%
New Zealand Food (NZD)	1,877	6.9%	5.8%
BIG W	1,115	20.4%	22.3%
Endeavour Drinks	2,654	21.4%	20.0%
Hotels	313	(33.2)%	n.m.
Total first quarter sales for the Group	17,853	12.3%	

Woolworths Group Food and Everyday Needs Ecosystem

Providing additional services and points of presence for customers so they can shop when, where & how they want

We create better experiences together for a better tomorrow (4) Delivery Woolworths at Work Unlimited Core food business Grocery Wholesalers Delivery Same Day Woolworths 6 ú PFD Pick-up FOOD Drive-thru woolworths.com.au (powered by) WOOLIES) everyday rewards Everyday needs businesses & patrolarité (iii) Metro quantium cartology (Partner) Powered by team, supply chain, property, technology, and data

Leveraging our Food business for B2B customers and foodservice adjacencies both, domestic and international

4 Enabling our Woolworths businesses with strong digital platforms (e.g. Digital & Media, Lovalty & Fintech)

3 Extending choice for our customers to meet their everyday needs (via our businesses and partners)

Sustainability Plan 2025





We are constantly innovating to meet changing needs.

It's both the retail

experiences and the experiences we make possible for customers' lives. We look for ways to improve every day—better for our customers, team and communities.

We create better better experiences

together for a better tomorrow.

We work seamlessly as one team, within the Group and in partnership with others,

We believe in creating a better future, for generations to come.

Disclaimer

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