

About Woolworths Limited

Woolworths Limited (Woolworths) is Australia and New Zealand's largest retail group, with over 3,000 stores, support offices and distribution centres and 180,000 employees. Our company is made up of some of the most recognisable and trusted brands in retailing, serving millions of customers every day with great choice, low prices and excellent quality.

The Woolworths family encompasses some of the most iconic brands in Australia and our retail interests span supermarkets, petrol, liquor, hotels, consumer electronics and discount department stores.

We are publicly listed on the Australian Securities Exchange with approximately 350,000 shareholders, over 40,000 of whom are our own staff.

In 2006/07 Woolworths achieved a net profit after tax of \$1.29 billion, annual sales of \$42.47 billion and an increase in earnings per share of 19.7%. We have approximately 8,000 trading suppliers and our customer transactions total 21 million per week.









































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Chief Executive's message



At Woolworths we are acutely conscious of our responsibilities as a major retailer – serving millions of customers each and every day across thousands of communities.

One of the defining characteristics of the Woolworths culture is a passion for giving back which is why the formal partnerships and programs that we have established help to nurture this local and personal sense of responsibility.

However, our role as a retailer is much broader than facilitating philanthropy or making charitable donations. We need to ensure that this sense of responsibility infuses every aspect of our business – from our store operations, to our buying practices. Therefore being a socially responsible retailer is also about doing the right thing in terms of best practice quality assurance, using our marketing to promote healthy eating messages and supporting domestic farmers.

Doing the right thing' is a phrase that is fast becoming part of the Woolworths vocabulary. However, we are well aware that many decisions are not black or white. It is a constant challenge to balance the wide-ranging demands and expectations we face, but we are committed to doing our very best.

Michael Luscombe

CEO

About this report

All figures contained herein are for the financial year 1 July 2006 – 30 June 2007 (2007).

Responsibility reporting is an ongoing process for Woolworths Limited and something we intend to develop and strengthen each year.

We welcome your comments and suggestions on how we can continue to improve. Please send us your views at www.woolworthslimited.com.au or email responsibility@woolworths.com.au

Alternatively, you can write to us at Woolworths Limited, Community Relations, PO Box 8000, Baulkham Hills, NSW 2153, Australia.



Woolworths is represented in almost every community in Australia and New Zealand. In many towns, we can be the largest local employer, as well as the place where residents shop for their food and everyday needs.

\$145,000

raised for charity from matched giving scheme

\$4.1m

raised for children's hospitals

3,500

approximate number of Australian farming families receiving drought relief grants

\$12m

approximate total of Woolworths' contribution direct, indirect and in-kind to good causes

\$3.8m

donated locally by Woolworths supermarkets managers

1st

Progressive Enterprises Limited (NZ) "Breakfast in Schools" program wins Robin Hood Award for corporate community partnerships





Focus on fresh

A commitment to fresh food lies at the heart of our supermarkets business in both Australia and New Zealand – it's the first thing you see when you walk into most of our stores and it's the primary driver of our business. In Australia, Woolworths is one of the largest buyers and sellers of fresh food and this has been a major focus of our brand positioning for many years – in fact 2007 marked the 20th anniversary of the Fresh Food People slogan. We also pride ourselves on sourcing and working with producers to provide you with the widest range of fresh foods including developing new varieties and product innovations.

In 2007 Woolworths launched Fresh Food Kids, a major new campaign designed to make fruit and vegetables fun and appealing for children. When a survey commissioned by Woolworths in 2007 showed that 93% of parents wanted to see fresh food advertised in the same way as junk food, we were happy to oblige. By incorporating nutritional advice, schools-based activities, parenting

assistance, meal and finance planning and lots of in-store activities, Fresh Food Kids is helping families achieve a healthier lifestyle. The campaign has also been praised by the Parent's Jury who named it as the winner of their annual 'Parent's Choice' advertising award.

Our monthly Fresh magazine is available free in store to our customers. The magazine promotes healthy recipes and includes other lifestyle articles.

With fluctuating supply and demand, the fruit and vegetable industry is often difficult to predict, especially for customers confused by changing prices, quality and seasonal choice. In an effort to explain how to make the most of seasonal produce, how to get the best value and why certain products are either abundant or in short supply, Woolworths has recently launched a televised weekly Fresh Market Update. Hosted by a roster of expert produce buyers, the Update tells shoppers what's fresh, what's new and what's readily available at any fruit and vegetable retailer.



Health and wellbeing

Quality assurance

Woolworths & Safeway Supermarkets

Woolworths makes a commitment to our customers that the products we sell in our fresh food departments and under our brands are safe and of the highest quality. Over many years, Woolworths has developed world class quality assurance programs for food and general merchandise. We conduct extensive testing both independently and at our own Quality Assurance labs at our Sydney support office.

The Woolworths Quality Assurance (WQA) scheme now involves more than 2,000 suppliers who must adhere to extensive and rigorous auditing.

The WQA standard encompasses food and consumer products supplied by local and international trade partners. The standard encompasses process control, product specifications, good manufacturing practice, cleaning procedures, product identification and traceability, corrective action, evidence of commitment to continuous improvement and other aspects of product supply.

The WQA Certification Audit process is ongoing and associated audits are carried out on a regular basis. To ensure that the WQA quality management system is functioning effectively, the system is audited on a six monthly basis for all trade partners, unless approved in writing by the WQA team. Special audits are conducted unannounced or announced at the discretion of Woolworths. Additional audits are conducted with any major change to the product or processes used to supply

Woolworths. Woolworths also conducts an Ethical Compliance audit of suppliers' operations.

If the results of an audit indicate non compliance with the requirements of the WQA, or certain other aspects of the standard are not satisfactorily met, the trade partner may be suspended or deregistered.

We continue to enhance our quality assurance requirements through continual review and updating of our WQA standard.

BIG W

In the past year, BIG W has increased its focus on Quality Assurance. QA inspectors are now employed at both BIG W Distribution Centres which allows us to check production stock prior to it being delivered to stores.

A program of monthly store visits is also helping us to implement a stronger QA inspection process at store level where we focus on particular high risk categories such as toys. Within the buying team, we have introduced specialist coaching sessions in order to help develop their understanding of QA compliance.



Health and wellbeing

Private label

Woolworths Private Label brands include Select, Homebrand, Fresh, Organics and Naytura. The Private Label team is committed to ensuring that products are of the highest possible quality and great care is taken to ensure that the ingredients used are as nutritious as possible. Our team of in-house food scientists and nutritionists review every specification and ingredient list to ensure that each product meets our high standards. We also aim to minimise the use of artificial colourings, additives and preservatives.

Woolworths has a policy of removing palm oil from our private label products. Palm oil is a saturated fat and its harvesting and manufacture has been widely criticised for causing unnecessary environmental damage to tropical forests.

In terms of product labelling, Woolworths' Private Label brands aim to exceed regulatory standards and provide as much information as possible. This includes listing ingredients such as trans fat content.

Naytura

As a healthy lifestyle and diet is becoming an increasingly important concern for many Australians, all products in the Woolworths Naytura range have been carefully selected to care for our customers' health and wellbeing. Each product is selected to provide the highest quality taste – while being low in salt, sugar, fat and additives.

The Naytura range currently includes nuts, dried fruits, cereals, spreads and biscuits. We are continually looking to expand the range to provide our customers with a wider variety of healthier food options.

Organics

Woolworths Organics is a range of organically-certified fresh foods and grocery products for customers who prefer organic produce, or who are looking to explore something new. The range currently includes fresh fruit and vegetables, poultry, tinned products, milk, and cheese. We are continually looking to expand this range as new products become available from our specialist organic suppliers. See page 09 for more information on our approach to organic food.





Animal welfare

providing a wide range of high quality products and our organics range will expand in line with demand

and product availability.

Ensuring optimal animal welfare is complex and a key concern of retailers. Woolworths takes animal welfare very seriously, as does the community at large.

Woolworths endeavours to provide animal products in the most affordable way possible taking into account quality, environmental sustainability and animal welfare requirements. We stock free range pork in a number of stores in Victoria and New South Wales under the RSPCA-accredited Ottway brand . We also stock free range eggs which are clearly labelled on our shelves and free range chickens and turkeys.

We envisage a broadening of our free range products to meet our customers' needs. At the same time we are mindful that there are critical environmental and climatic requirements in Australia that constrain the supply of free range production.

Fairtrade

Australian consumers are becoming increasingly aware of the availability of Fairtrade products. Our Woolworths and Safeway grocery stores currently sell Fairtrade tea and coffee under the Scarborough Fair brand and Fairtrade chocolate under the Green & Blacks brand. We will continue to review our range of Fairtrade products in line with customer demand.



raised last year in Australia through the Woolworths Fresh Future Appeal

raised last year in Australia through the BIG W Big Heart Appeal

Measuring community investment

In 2007 we signed up to the London Benchmarking Group (LBG) in order to provide a standardised framework for collecting and quantifying the extent of our community investments.

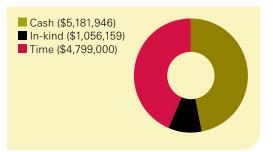
LBG is a group of over 100 companies worldwide, including multinationals such as HSBC, Vodafone and Unilever, as well as major UK companies such as Marks and Spencer and BSkyB.

The global measurement standard of the LBG model provides a comprehensive and consistent set of measures for Woolworths to determine their contribution to the community, including cash, time and in-kind donations, as well as management costs. The model also captures the outputs and longer term impacts of our community investment projects on society and Woolworths itself.

This is an ongoing process and will enable us to better assess the true value of our community commitments and identify ways in which we

can augment our strategy and improve or expand our programs.

In 2007 our community contributions were calculated to be \$12,326,972.



Further information on the LBG is available on their website, www.lbg-online.net





Giving Sick Children a Fresh Future

For many years, we have been closely aligned to a number of children's hospitals and research foundations across the country through Big Heart, BIG W's ongoing fundraising campaign for the Sydney Children's Hospital and the Fresh Future Children's Hospital Appeal run annually by our supermarkets division.

Last year Fresh Future raised more than \$4.2 million in Australia, while Big Heart raised over \$1.1 million.

With the Fresh Future children's hospital appeal going from strength to strength in Australia, our New Zealand supermarkets decided to adopt a similar initiative to raise vital funds for five key children's hospitals across the Tasman. Store staff really threw their support and imagination behind the campaign, raising in excess of NZ\$1 million a fantastic achievement in their first year.

2006 Fresh Future appeal beneficiaries and results (2006/07)

Canberra HospitalACT30,000.The Children's Hospital at WestmeadNSW1,087,000.John Hunter Children's HospitalNSW100,000.Wollongong HospitalNSW30,000.Wagga Wagga Base HospitalNSW15,000.Tamworth Base HospitalNSW15,000.Coffs Harbour Memorial HospitalNSW15,000.Shoalhaven District HospitalNSW22,500.Gosford HospitalNSW30,000.Orange Base HospitalNSW10,000.Campbelltown HospitalNSW17,500.Dubbo Base HospitalNSW10,000.Royal Children's Hospital, BrisbaneQLD1,199,000.Princess Margaret Hospital for Children, PerthWA239,080.Children's Leukaemia and Cancer Research FoundationWA201,340.Women's & Children's Hospital Foundation, AdelaideSA169,820.
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Darwin Hospital NT 44,347
Royal Children's Hospital, Melbourne VIC 930,600
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Launceston General Hospital TAS 15,000.
North West Regional Hospital, Burnie TAS 15,000.
State Totals ACT 30,000.
NSW 1,352,000.
QLD 1,199,000.
WA 440,420.
SA 169,820.
NT 47,966.
VIC 930,600
TAS 60,000.

Total



Woolworths store managers took part in welcoming high achieving Australians to local community celebrations

"This is a terrific program and it greatly assists with the interaction in our local community."

Community commitments

Outback Stores

The Woolworths' indigenous stores program in the Northern Territory was created by former CEO Roger Corbett in an effort to enable Aboriginal communities to successfully operate a local retail outlet, whilst also improving the availability of nutritious fresh food. This initiative has now been taken up by the federal government in a partnership venture with major retailers, government and other key stakeholders. Woolworths has been instrumental in establishing the Outback Stores venture and has representation on its board.

Carols in the Domain

In December 2007 Woolworths enjoyed the second year of sponsoring this major community Christmas event. As well as our commercial sponsorship, Woolworths also provides assistance to the Oasis Youth Support Network, the event's official charity partner, by helping organise, pack and sell the 10,000 candle showbags that form the mainstay of their annual revenue.

Oasis Mentoring Program

Earlier this year, Woolworths commenced a mentoring program for a number of young people in Sydney in conjunction with the Salvation Army's Oasis Youth Support Network. The program has involved placing young people in jobs and facilitating training and skills development in a structured, supportive manner in order to ease their transition into the workplace.

Australia Day

The Australia Day Ambassador program which has been running since 2001 continues to go from strength to strength. A record number of 272 Woolworths' store managers took part in welcoming high achieving Australians to local community celebrations this year in NSW, Victoria, ACT, Tasmania and Queensland. We plan to further expand this program for Australia Day 2008 by extending it to South Australia and Western Australia, and the Northern Territory.

The managers who participated were enthusiastic about the program:

- "This is a terrific program and it greatly assists with the interaction in our local community."
- "Shows the company's commitment to all things Australian."
- "It was a good way to interact with local customers outside the work place.'
- "Really enjoyed being actively involved in my community group and customers appreciated me being there."

Harmony Day

As an endorsement to our commitment of promoting diversity and multicultural awareness, Woolworths' supermarkets are proud to be part of the federal government's Harmony Day initiatives.

This year 266 stores hosted BBQs organised by local scout and guide troops to help share the message – and some sausages as well! Food for sausage sizzles and goods for raffles totalling \$41,262 were donated.

Heritage Posters for Schools

The Woolworths heritage posters for schools are now in their 26th year. Originally conceived as a way of engaging school children on aspects of Australian history and culture, the posters have embraced a huge range of themes, from 'Flags of Australia' to 'Environment' to 'Australian great ideas and achievements' and 'Notable women of Australia'. The 2007 poster focused on great Australian celebrations and occasions.

The research and design for the poster was organised by Woolworths and supplied to as many schools as possible throughout Australia via each State's education department. The 2007 poster was endorsed by Prime Minister John Howard.

The 2008 poster is in development and will focus on Australia's water supply.



Richard's Emergency Appeal

Richard Forsyth, a business analyst for BIG W runs community assistance programs through his church. BIG W has collaborated with Richard on a number of welfare projects over the past few years including donating goods and helping fit out an emergency relief warehouse - a storage space for goods to be used for on-going projects or emergency situations.

Over the past few years, items from the emergency relief warehouse have been distributed to refugees and schools overseas, as well as Australians in need. Recently clothing and toys donated by BIG W were given to Aboriginal communities

Richard was also a driving force behind Christmas For Farmers, where he and his team delivered 1,000 hampers of donated product to NSW farmers in struggling drought regions in the run up to Christmas 2006.

donated this year through the 'Woolworths in the Community' program

community groups and events supported last year

Grassroots giving

Our local stores

'Woolworths in the Community' is the name of our charitable giving program within our supermarkets division. Under this scheme, every Woolworths supermarket in Australia has the capacity to provide some assistance to local charities and other not for profit organisations through the donation of Wish gift cards. During the year this program channelled a combined donation of more than \$3.5 million back into our communities.

Dick Smith Electronics supports community organisations such as local schools, sports clubs and charities through the issue of Wish Gift Vouchers and donation of product. Last year they supported over 300 community groups and events.

Over the past year BWS stores have also supported nearly 200 local community organisations through the issue of Wish Gift Vouchers.

Flood relief

This year, Woolworths supermarkets in the Hunter Region donated \$50,000 to the Salvation Army's flood relief efforts.

The Salvation Army gave immediate emergency assistance by providing meals and refreshments to evacuees. During the recovery phase, the Salvation Army provided financial assistance to families in crisis.

"Many of our staff and customers were affected by the recent floods. We felt it timely to provide some community assistance through Salvation Army," said Brett O'Dea, Retail Support Manager for the Hunter Region.

Bush fires

A group of Safeway supermarkets in one region came together to support local rural fire services. The CFA Headquarters and NSW Rural Fire Service were presented \$4,000 and \$11,000 respectively. Safeway Wodonga, Lavington, Albury Central, Wodonga Plaza and Corowa all contributed funds to the grand total. These funds will be used to purchase much needed fire fighting equipment.

Foodbank is the largest hunger relief charity in Australia. Through their support of over 1500 welfare agencies they feed over two million Australians a year.

Since 2004 Woolworths have been donating food and grocery products to Foodbank. Volunteers at Foodbank sort, store and distribute the product to accredited welfare agencies throughout Australia. Welfare agencies use the food and groceries in the preparation of meals or distribute it in food parcels for those in need.

Support Office Charity of the Month

In an effort to further support the issues and causes that matter most to our people, we have established a monthly fundraising system at our Norwest support office. From January to June 2007, this scheme has helped raise \$111,169.85 for charities such as Make A Wish, the MS Society and the Cancer Council.

In-store support

Woolworths continues to nurture ongoing relationships with other important charities.

raised through collection tins and the sale of charity merchandise by Woolworths/Safeway

JDRF

raised through collection tins and the sale of charity merchandise by Woolworths/Safeway

Jeans for Genes

raised by BIG W in support of the Children's

Medical Research Institute

raised by BIG W

raised through collection tins and the sale of charity merchandise by Woolworths/Safeway

The Shepherd Centre

raised by BIG W to support deaf children

The Cancer Council

raised during the Pink Ribbon campaign by BIG W



of produce purchases (fruit & vegetables) from the domestic market

of produce purchases come direct from growers

Helping our rural communities

Drought relief

Woolworths is a major customer of Australian agricultural and horticultural produce. Over the year the worst drought on record bit further into the fabric of rural life, threatening the long term sustainability of our food supply and the communities who produce it.

Woolworths decided to use its influence to help raise awareness of the plight of farming families and to draw attention to the social issues caused by the drought through a number of events.

On January 23 2007, Woolworths' launched National Drought Action Day. Woolworths' supermarkets donated the entire profits for the day to drought relief, a total of \$4.7 million. Two thirds of the money was given to the Country Women's Association (CWA) to distribute in the form of emergency household expense grants for farming families. The remaining third is to be spent on a project dedicated to improving sustainable farming practices. This money is currently held in trust by the CWA as we assess potential recipients.

Thanks to the overwhelming generosity of our customers \$96,000 was also raised through collection tins at our checkouts. This money was donated to the Salvation Army's drought relief efforts.

Country singer Lee Kernaghan, who shares Woolworths' passion for Australia's farming communities, was kind enough to help spread the word about our National Drought Action Day. Lee decided to stage three drought relief 'Spirit of the Bush' music concerts and we were proud to sponsor these events. Our store staff were also thrilled to get involved by distributing free entry wristbands to eager fans.

Most importantly, Woolworths primary role is to work closely with our suppliers to ensure that we give them as much support as possible during the drought. We are absolutely committed to standing by all our suppliers and we are doing our very best to assist them through these circumstances.

Domestic sourcing

Woolworths is a long standing supporter of Australian growers, farmers and producers and is the largest single customer of Australian agricultural and horticultural products.

Woolworths continues to actively support domestic growers, farmers and manufacturers in terms of food supply.

Annually, Woolworths purchases 97% of its produce (fruit & vegetables) from the domestic market of which approximately 70% comes direct from growers. We have direct relationships with over 400 produce vendors, the majority of whom have been a partner to Woolworths for 15 years or longer.

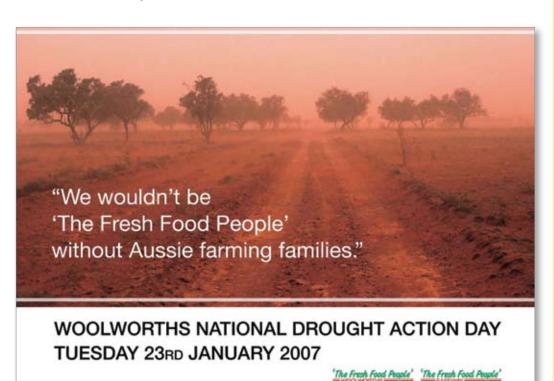
Woolworths only ever imports fresh produce in the following circumstances:

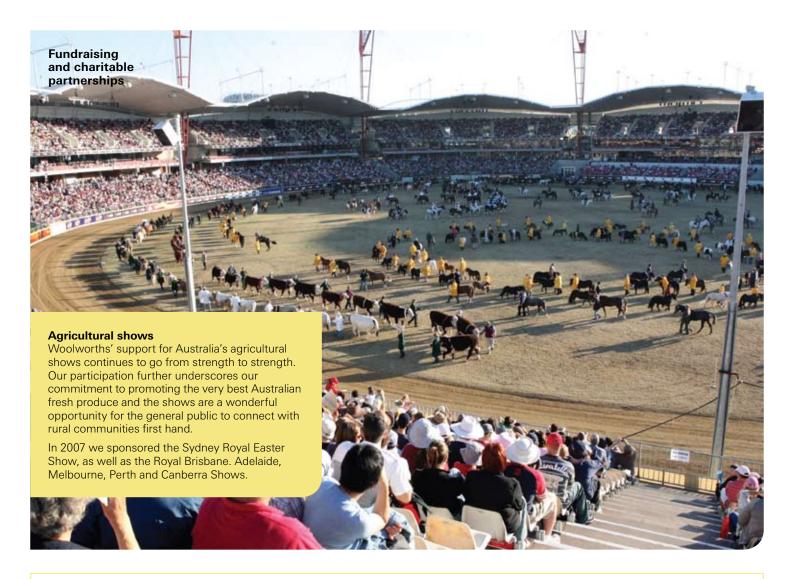
- counter-seasonally:
- if it's a specialist product that Australia doesn't grow in sufficient quantity; or
- if customer demand outstrips the supply of Australian-grown.

For many years, Woolworths has operated a very successful import replacement program in order to reduce our proportion of imported products still further. We do this by working very closely with our suppliers to help develop their technology and farming practices.

Garlic is one example of an import replacement success story. Woolworths has been working with Australian garlic growers for a long period of time to improve the quality and volume levels of home-grown garlic. Thanks to these efforts, we are moving ahead with our long term aim to replace all imported garlic in our stores with Australian garlic.

Another example of import replacement is baby sweet corn. Woolworths gave support to Mulgowie Farms to enable them to grow Australian baby sweet corn and replace corn previously imported from Thailand. They now supply 4.6 million cobs of baby corn each year to Woolworths' stores.





awarded over 10 years for the development of sustainable fresh food innovations

We continue to work with local growers to develop new crops, farming techniques and product innovations that further increase their ability to compete in a global market. One major initiative is the \$1 million Woolworths Fresh Food Grant Fund which was announced by Woolworths Chief Executive Officer, Michael Luscombe, in June, on the 20th Anniversary of the marketing campaign that launched 'the Fresh Food People' brand.

An individual grant of \$100,000 will be awarded annually for the next 10 years to encourage Australian fresh food suppliers in the development of commercially and environmentally sustainable fresh food innovations.

There are three categories for grant entries:

- Fresh Food Product
- Fresh Food Farming Process
- Fresh Food Packaging Innovation.

Applications for the annual grant are open to any Australian fresh food producer, large or small, irrespective of whether they are a current supplier to Woolworths or not.

All applications will be circulated to a judging panel made up of Woolworths' executives and independent representatives from the Australian food industry. The finalists will be invited to attend the Woolworths Supplier of the Year Dinner, where the winner of the Woolworths Fresh Food Grant will be announced and presented with a cheque for \$100,000.

Agricultural scholarships

Ensuring that young talented people enter and remain in the farming industry is critical to the long term future of Australia's agricultural and horticultural sector. Jobs, training and career development opportunities are an important aspect of this.

This year, in conjunction with the Royal Agricultural Society of NSW and the University of Western Sydney, Woolworths launched a unique residential scholarship program for 23 talented young agriculturalists. The intensive two week course was specially developed to focus on the interrelationship between agriculture and the food retail industry.

Applicants were invited to apply online and an extensive phone interview selection process then identified the successful participants. The course combined academic lectures on economics, international business and marketing with practical insight into the world of food retailing, logistics and consumer behaviour.

Feedback from participants was extremely positive, with many helpful suggestions for future improvements such as more group discussion.

Paper

Printed on Onyx, a 100% recycled paper containing a combination of pre-consumer and post-consumer waste sourced entirely within Australia. Brightened in a process chlorine free environment (PCF) and manufactured under the international environmental management system ISO14001 which guarantees continuous improvement.

Printing

Printed with vegetable based inks and an aqueous varnish sealer. No dryers or oxidizers are used in the printing process and no alcohol based cleaners are used on the presses.

Design

Bright Red Oranges.