

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



As one of Australia and New Zealand's largest private sector employers, Woolworths is committed to fostering a workplace that is challenging, rewarding and safe.

Retailing is a people intensive business – we rely heavily on the skills and service expertise of tens of thousands of men and women in order to serve the millions of customers who shop with us each week. People really do make the difference to both our work environment and our shopping experience, which is why effective people management is such a vital component of our business.

At Woolworths we talk often about 'having many careers in one company,' something that I can personally testify to. Recognising and nurturing talented individuals at every level is a key priority for us and we work hard to ensure that our business is flexible enough to meet the needs of our people – not the other way round.

Above all, having a safe workplace for our employees and our customers is paramount and we are very proud of the initiatives that we have instigated throughout our business to ensure that everyone arrives home safely at the end of the working day.

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.



We aim to achieve this through the training and educational development of thousands of employees, improving workplace safety standards and retail technology and by offering wellbeing and assistance programs. We also communicate constantly with them to gain their feedback. \$4,96b

employee benefits expense

40,000+

employee shareholders

\$50m+

investment in training

4,784

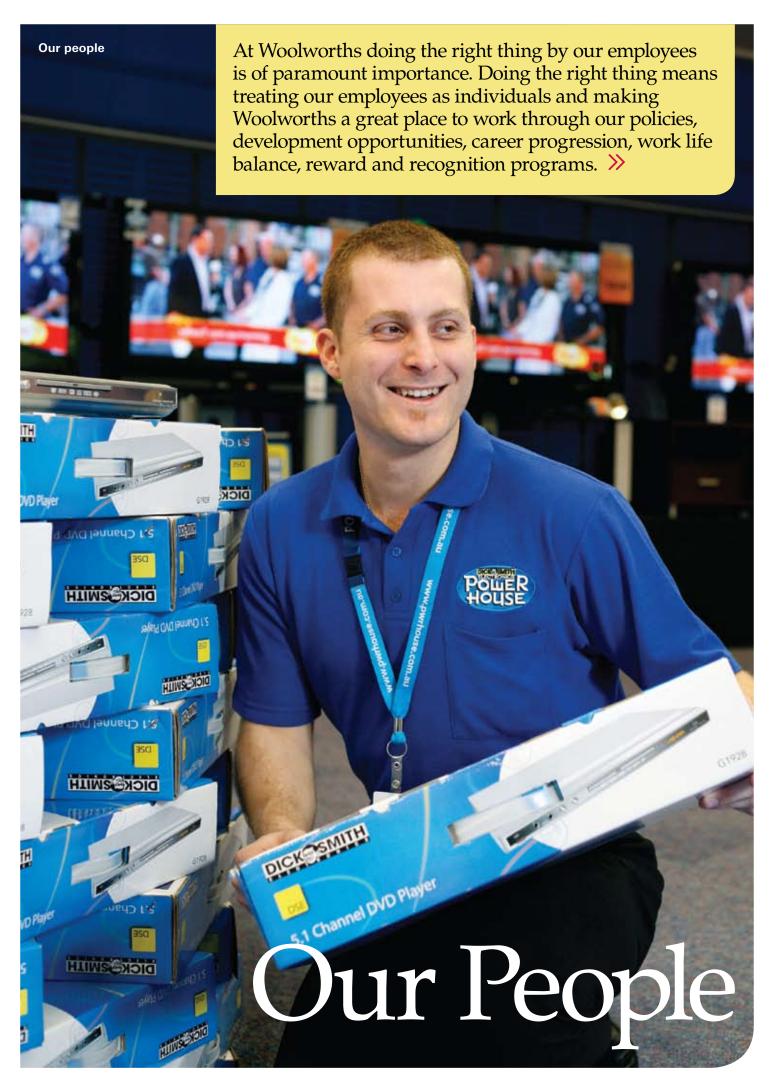
trainees and apprentices

61,000

employees undertaking formal training

Zero

employee work related fatalities

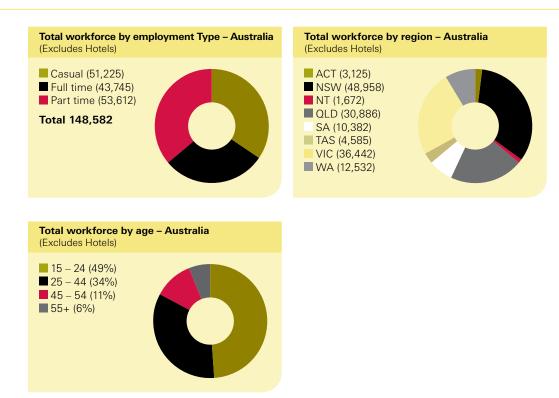


>> Our Woolworths' family is one of the largest employee groups in Australasia. We have approximately 180,000 team members working in stores, support offices and distribution centres across Australia and New Zealand. Retailing is a highly people focused business, which is why recruiting, developing and retaining great employees is critical to our success.

We care passionately about our people and are committed to helping every employee realise their potential. Each year we invest millions of dollars in training and education programs to enable our employees to develop their careers within the company.

A significant proportion of our management team have been with the company for many years and membership of our prestigious 25 Year Club now exceeds 4,000.

Key employment statistics (End 2006/07)



Key employment statistics (End 2006/07)

Total employees – Woolworths Limited Group

	Supermarkets	Big W	Consumer electronics	Others	Executives	Total payroll	Hotels	PEL NZ	Total
FY06	110,196	24,675	3,878	1,229	626	140,604	12,000	26,123	178,727
2006/07	117,329	24,900	3,951	1,672	730	148,582	14,171	18,517	181,270
TY/LY %	106.5	100.9	101.9	136.0	116.5	105.7	118.1	70.9	101.42

^{*}FY06 figure indicates total number of PEL employees, employed over 12 month period. 2006/07 indicates total employees employed as at end of June 2007. There was no significant decrease in employee numbers.

Age ratio by region (%)

	ACT	NSW	NT	QLD	SA	TAS	VIC	WA	Total
15-24	1.16	14.33	0.50	10.76	4.23	1.53	12.39	4.08	49
25-44	0.60	12.60	0.43	6.64	1.90	1.10	8.40	2.81	34
45-54	0.10	3.80	1.40	2.30	0.50	0.33	2.00	1.00	11
55+	0.09	1.79	0.70	1.06	0.20	0.14	1.21	0.40	6

35.2%

of our executive commenced with the company at 25 years of age or younger

47%

of our executives have 10 years or more years of service with Woolworths

21%

of our executives have 20 years or more years of service with Woolworths

Retention

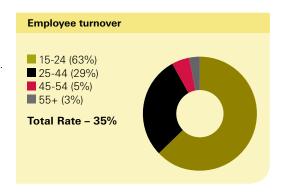
Retailing, by nature, has a larger than average number of casual employees, many of whom are teenagers entering the workforce for the first time. However, thanks to programs such as school-based traineeships, certificate traineeships, apprenticeships and our internal graduate program the company offers many career options to this group.

The needs of the broader workforce are varied and diverse and therefore focus groups are regularly conducted in different areas of our business to help us stay close to employees and understand what drives engagement and retention. In addition, we conduct exit interviews with all salaried employees to better understand their reason for departing and to identify areas in which we can improve our retention initiatives. Findings from focus groups and exit interviews are routinely analysed within each division to assess common trends. In response to this we have undertaken the following initiatives:

- career breaks
- job sharing
- parental leave options
- wellbeing programs.

This enables the company to support employees as their personal needs change throughout their working lives.

The company is particularly well recognised for its practice of promoting from within, with many employees spending the majority of their working lives within the Woolworths family.





Remuneration, performance and recognition

Remuneration

Full details of the company's remuneration policy can be found in our Annual Report, including details of incentive programs and executive remuneration strategies which focus on supporting attraction, retention and driving a culture of performance. Central to this is our practice of encouraging employees to become shareholders in the business. Currently some 40,000 employees are registered shareholders.

Full and part time employees have access to the same workplace benefits, although this is on a pro rata basis for part time employees. These include a staff discount card, access to the Woolworths Employee Credit Union and discounted private health insurance.

Woolworths' remuneration structure is comprised of two components – fixed remuneration (base salary, superannuation) and a variable 'at risk' component which is performance based and comprised of a cash-based Short Term Incentive Plan (STIP) and Long Term Incentive Plan (LTIP). The STIP is applicable to the majority of salaried employees. The Long Term Incentive Plan is open to all executives, Supermarket and BIG W Store Managers and Buyers. Further information about the company's incentive plans can be found in our Annual Report.

Performance development

In terms of ongoing review and development, 100% of salaried employees undertake an annual performance review with their manager. The cycle commences after the broader company business plans are set and senior executive Key Performance Indicators (KPIs) created. These KPIs are then cascaded down to each manager to ensure alignment with the broader business strategy.

For the individual, the purpose of the annual (and in some cases half yearly) reviews is to set goals and objectives for the year ahead, review previous year's performance and identify a development plan to be actioned that year. The outcome of the review is also reflected in the employee's annual remuneration review and STIP. Non-salaried staff receive a review during and at the conclusion of their probation period.

Recognition

We are very proud of our people and aim to recognise their achievements as often as possible. A range of individual, team and store award programs which recognise outstanding accomplishments for community work, customer excellence and business performance are offered throughout all divisions. The company also looks at all opportunities to identify, develop and nominate talented employees for recognition. In 2006/07, some notable achievers were:

Internal Recognition

- Australian Supermarkets Store of the Year Lismore Square
- BIG W store of the year Bunbury
- Paul Simons Awards Trainee, Apprentice and Graduate of the Year
- CEO Safety Award Region 3 Supermarkets

External Recognition

- Annette Karantoni, Business Manager, Supermarkets – Boss Magazine Young Executive of the Year 2006
- Maria Fok, Business Manager, Supermarkets Joe Berry Retail Awards 2007
- Craig Dapkewitch, Longlife Manager,
 Supermarkets National Retailers Association
 Young Retailer of the Year 2007.

employees are registered shareholders which equates

to approximately 12% of our total register.



our total training investment 2006/07.

anticipated growth in training investment for 2007/08.

Training and development

In 2006/07 our total training investment increased by 32% to \$50 million. For 2007/08 we anticipate that this investment will continue to grow by approximately 20%.

An example of the type of training by number of participants is listed below (Australia)

Induction - 54,205

Trainees & apprenticeship programs - 4,784 Management development - 1,710 Executive development - 306

In addition to this, all our employees regularly receive skills training and development through ongoing improvements to service, safety, the way we do business and new business initiatives that occur in each Business Unit.

Training cost per participant (Australia)

Induction - \$268

Trainees & apprenticeships - \$1,581 Executive development - \$6,064

A sample of employees undertaking specific training programs during 2006/07 (Australia)

Retail Certificate trainees – 2079 School based trainees - 735 Apprentices - 794 Graduate program participants - 45

The Woolworths Academy is the centre for all workplace training programs within the company, managing the career development of over 148,000 Australian employees. There are training and

learning opportunities available for every member of the Woolworths family, regardless of their position in the company. These include:

- Induction
- Skill development
- Coaching and mentoring
- Project work and job reliefs
- Certificate programs in each key functional area
- Postgraduate programs, degrees and MBAs via our partnership with the Macquarie Graduate School of Management.

As well as developing the skills of our own people and providing opportunities for them to achieve their goals and progress their careers, we are also committed to developing the professional skills of young people outside the company. For example, over the last year, the Woolworths Academy has established two successful community training initiatives in conjunction with NGO (Non Government Organisations) partners – an Agricultural Scholarship Program with the Royal Agricultural Society of NSW and a job placement and mentoring scheme for disadvantaged young people with the Oasis Youth Support Network.

Just recently, Woolworths won the National Retailers Association Training Excellence Award, sponsored by the Department of Education, Science and Training in recognition of the quality and scope of our training and development programs.

Diversity and equal opportunity

Woolworths is committed to providing and developing equal opportunities in the workplace. We recognise and embrace the considerable value that a diverse workforce can add to an organisation. Woolworths continually strives to ensure we offer an environment where everyone is able to contribute and reach their full potential, irrespective of age, gender, sexual orientation, racial background, socio-economic status, religion, education level or intellectual or physical ability.

Woolworths also opposes discriminatory or harassing behaviours such as gestures, language and the display of electronic or paper based material in the workplace that unreasonably offends, humiliates or intimidates, for example, sexual harassment, physical molestation and bullying behaviour.

Woolworths' Anti-Discrimination and Equal Employment Opportunity policies are communicated to all employees and are covered in our Code of Conduct. A copy of this is given to all employees on induction and information is displayed in every workplace.

We are active participants in the Chief Executive Women mentoring and development program and have built proactive internal programs to support female managers. These programs are targeted at removing barriers that restrict women's progression by building career management skills, a supporting network and leadership competencies. Aspects of these programs include structured mentoring and networking opportunities, the provision of part time and job share roles, flexible reintegration following parental leave and support during parental leave.

Woolworths has a demonstrated commitment to advancing indigenous employment opportunities in Australia

Examples of this include:

- We are an active member of the Corporate Leaders for Indigenous Employment Projects (CLIEP).
- During 2006/07 Woolworths developed and put in place an indigenous employment strategy to help further identify ways in which we can increase the career opportunities for indigenous Australians within our business.
- A pilot program in Canberra recently placed eight indigenous employees. This program will also focus on what retention strategies need to be deployed at store level, to ensure the needs of indigenous employees are being met.
- Woolworths has been involved in supporting outback stores for some time now. Commencing with our own initiative with the Fred Hollows Foundation we have now joined with the Federal Government and other large retailers to provide expertise in the development of retail Store Managers located in indigenous communities.

Woolworths is a proud and active supporter of the Federal Government's Disability Round Table Group. Woolworths has always supported people with disability through employment opportunities. Following a recent review of our recruitment processes, we have engaged Disability WORKS Australia to help us to recruit candidates with disabilities more effectively and to support them in their roles. From January 2006 – June 2007 this work has resulted in a number of people with disabilities gaining employment as follows:

Total	91
VIC	37
SA	14
QLD	3
NT	3
NSW	27
ACT	7

Gender ratio by employment level (%)

	Board	Senior Executives	Senior Managers	Managers	Office/ Support Employees	Store Employees	Distribution Employees	Tradespeople Apprentices
Male	70	81	76	60	53	40	85	92
Female	30	19	24	40	47	60	15	8

Gender Ratio by region (%)

	ACT	NSW	NT	QLD	SA	TAS	VIC	WA	Total
Male	54	45	43	41	49	43	47	39	45
Female	46	55	57	59	51	57	53	61	55

Ratio of basic salary of men to women by employee category

the control of the co								
	Non Managerial ratio	Managerial ratio						
Male	101	95						
Female	99	105						

of Australian employees are covered by collective bargaining agreements

of New Zealand employees choose union membership

Freedom of association and union engagement

We are proud of our history of positive workplace relations and our principle of zero involuntary redundancies. On the rare occasions when an employee is facing a career ending at the company's initiative (except for performance based termination) the company engages a third party to assist the employee with outplacement.

We hold regular meetings with all the unions who represent our employees and we fully respect the role that they play in maintaining a constructive and productive working environment.

A key achievement in 2006/07 was the migration of over 3,000 employees to our new distribution centre network. This involved significant retraining and relocation planning, conducted with full union consultation and was achieved with virtually no disruption to the smooth running of business operations or any compulsory redundancies.

One disappointment during 2006/07 was the industrial action taken by distribution centre workers at three sites in New Zealand which received considerable media attention. Since then our New Zealand business has worked hard to establish a position of leadership and best practice in employee relations and has recently negotiated a new supermarkets combined agreement for store staff with the National Distribution Union (NDU) that will lift the base pay rate for youth workers over and above the industry standard. The agreement was reached without any industrial action and is a landmark for New Zealand which reflects the constructive and cooperative nature of the relationship between Progressive and the NDU.

Other key employment agreements negotiated during 2006/07 include:

- Supermarket EBAs with Shop, Distributive and Allied Employees Association (SDA) in Victoria, Tasmania and South Australia.
- Dan Murphy's EBA with SDA
- Petrol EBA with SDA.

Code of Conduct

Woolworths' Code of Conduct was developed to ensure the highest legal, moral and ethical standards in our dealings with customers, suppliers, employees and local communities.

The code outlines our rights and how to behave in order to:

- Look after our customers, shareholders and fellow employees
- Comply with the law and Woolworths' policies
- Protect Woolworths' assets and information
- Build mutually respectful business relationships
- Maintain our competitive advantage through honesty and fairness.

Every employee is asked to read the Code of Conduct during their induction and then sign and return the enclosed declaration. Copies of the Code of Conduct are readily available to all staff in hard and soft copy and it is also available to the general public on our website.

The Woolworths Limited Code of Conduct was reviewed and updated recently.

Woolworths also supports a whistle blowing policy whereby employees can report breaches of the Code anonymously. This facility is widely publicised in every workplace and is a 24/7 free phone hotline.

Wellbeing and assistance programs

Our employees have access to a number of structured and professionally facilitated wellbeing programs that can assist them both in the workplace and at home. These include counselling, smoking cessation, executive health checks, flu immunisation and weight management. Our Norwest support office also recently piloted a course on parenting skills.





Communicating with our people

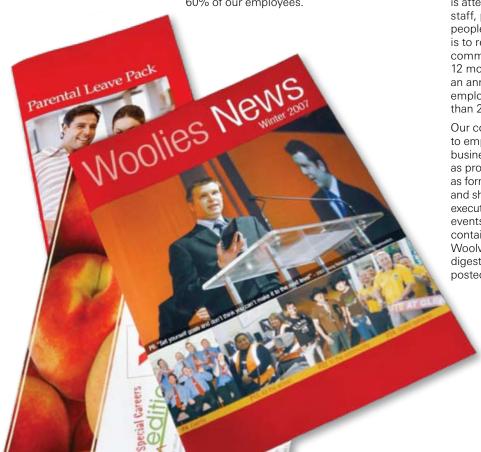
There are many levels and layers of employee communications within Woolworths, from store team talks to regional managers' regular videoconferencing, area management meetings and so on. As only about two per cent of all staff have regular access to workplace email and intranet, most employee communications happens face to face or audio visually.

WoW TV and Woolworths Fresh Today are weekly television programs broadcast to all of our supermarkets covering items of news and interest including sales, key promotions, store developments, marketing initiatives, company results and special projects. These broadcasts reach approximately 60% of our employees.

Some of our regular written communications include Woolies News, a quarterly magazine for all Woolworths staff, Norwest News, a monthly e-mail for the more than 3,000 employees at our Norwest support office and Woolworths Express. a monthly newsletter for all supermarket staff. All other divisions also provide a version of this monthly newsletter to their staff.

Face to face communications are also conducted on a formal and informal basis. A monthly CEO communications meeting at our Norwest Support Office gives employees a chance to participate in a question and answer session with our CEO. In addition, an annual four day company conference is attended by all store managers and key support staff, plus their partners (approximately 5000 people in total). The purpose of the conference is to review the previous year's activity and communicate our vision and strategy for the 12 months ahead. The company also facilitates an annual 25 year club annual dinner for both employees and former employees with more than 25 years of service.

Our company intranet (WOWnet) is available to employees working in support areas of our business who have access to a computer. As well as providing access to tools and documents such as forms, policies, useful links, career opportunities and share price updates, it is used to communicate executive announcements, business and community events and a daily news digest. The news digest contains a summary of the media coverage of Woolworths and items of interest. The news digest is also delivered to all stores each day and posted in employee break areas.



Community participation programs

Employee Matching Award Scheme

The Employee Matching Award Scheme is now in its third year and is continuing to grow. We have also just extended the program to all our New Zealand colleagues.

Woolworths will match the fundraising efforts of any employee for a registered charity of their choice up to \$1,000. In 2006/07, a total of \$186,141 was raised by 76 employees for 41 charities, with the company contributing \$58,635 of the total amount.

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 to allow staff to leverage the resources of the building to raise money for charities close to their hearts. 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 total was raised by 76 employees in 2006/07.

contributed by the company towards the total.



BIG W employee engagement survey participants

business improvement ideas submitted

Feedback and consultation

We operate a range of formal and informal employee consultation techniques across the business to enable our people to feel informed and knowledgeable and also to provide opportunities for them to communicate their views back through the business. These include workshops, focus groups, online surveys, team talks, roadshows and conferences.

During 2006/07 we conducted employee engagement surveys for our IT division (650 employees - approximately 75% participation), Logistics division (6,000 employees – approximately 37% participation) and BIG W (approximately 26,000 employees - approximately 46% participation). The purpose of the surveys was multi-faceted but essentially focused on the levels of mutual commitment between employee and employer. The level of participation was high considering the highly operational nature of some of the divisions concerned. Following analysis, each division is now undertaking extensive follow-up focus groups in order to identify priority actions.

I've Got An Idea Program

Since its inception in 2006, this initiative for all Woolworths and Safeway supermarket staff has seen over 2,600 business improvement ideas submitted.

Some successful ideas that have been developed and implemented include:

Easy opening bags Ben from our Dandenong South store suggested that we should alter the way checkout bags are

held together so that they're easier to open. By getting our manufacturer to apply a small blob of glue to each bag, as one bag is removed the next one opens

Automated change orders

Ann-Marie from a NSW regional support office suggested change orders could be done on the checkout screens, rather than a paper change clip.

- Power saving
 - Trevor from our Norwest support office suggested turning off the checkout screens after a certain period of inactivity, estimated to save over 700 tonnes of CO2 emissions per year.
- Paper saving

Terrie from our Caboolture South store put forward improvements to one of the team's work order confirmation, reducing the number of pages printed and estimated to save over 4,000 kg of tree matter per year.

Design

Bill from our Sydney regional distribution centre has been involved in developing a layout solution for the new site and in his own time developed a 3D scale model of his proposed layout. He presented this to the design team of architects, building consultants and project team members, enabling them to refine and clarify the processes by which people and trucks enter and exit the site.







In January 2007, we launched Destination ZERO - our aspiration for safety within the Woolworths workplace. Our vision is for employees at all levels of the organisation to actively care about their own safety and the safety of others. Our strategy for integrating safety into our business is guided by the following principles:

- We will make safety personal
- No task is so urgent and no service so important that we cannot take time to do it safely
- We will aim to improve the quality of life, now and for future generations
- We are responsible for:
 - ~ Our own safety and health
 - ~ The safety and health of our coworkers, customers, contractors and visitors
 - ~ Our impact on our environment
 - ~ We will recognise and promote excellence in safety, health and environmental performance

Lost Time Injuries

Each year we set targets to continually lower our incident rate while striving towards our destination of ZERO. In 2006, our target was to reduce Lost Time Injuries in the workplace by 20 per cent and this was achieved.

Safety & health

Key performance statistics 2006/07

employee work-related fatalities

customer claims

reduction in Lost Time Injury Frequency Rate

reduction in Total Lost Hours

reduction in New Claim Frequency Rate

reduction in hours lost for injury in the last 12 months

Safety and Health leadership

Woolworths develops, implements and maintains safety and health preventative strategies and initiatives in accordance with our vision, principles, policies and standards. Taking ownership of safety and health performance is also an integral part of our overall operational performance.

We believe safety and health is a key responsibility for every individual at Woolworths. Our employees are supported by safety, health and environment personnel who provide specialist advice and support in managing all aspects of safety and health.

The need to encourage safe behaviour through our people based safety initiative 'Safety the Woolworths Way,' is essential to achieving our target of Destination ZERO. This program is aimed at all levels of the organisation and provides our employees with leaders who have the tools and processes for advancing our Destination ZERO goal.

Visible and effective safety leadership is also critically important to the success of our safety programs. We have recently engaged external specialists to conduct a series of seminars with key executives to help them to develop their safety leadership acumen.

Safety and Health assurance

Our Safety and Health Policy has been developed to meet the requirements of the relevant regulatory bodies and self insurance licensing authorities. Supporting the Safety and Health Policy, a set of specific safety and health standards establish well defined requirements that apply to the company's operations in every country. The safety and health standards articulate a management system approach to legal compliance, continuous improvement and the management of key safety and health related business risks.

Woolworths' safety and health standards have been developed in accordance with a number of internationally recognised management system standards, including ISO 9000, ISO 14001, AS 4801 and OHSAS 18001.

Annually, more than a quarter of all Woolworths premises are audited as part of our safety and health assurance program. In 2007 we achieved our target for safety and health compliance.

People CARE

We are committed to assisting employees who have sustained injury or illness to return to full employment and are dedicated to providing an effective rehabilitation and claims management program in line with our People CARE programs.

Woolworths currently has self insurance licences in all States and Territories in Australia (excluding ACT) and in New Zealand. Self insurance is a privileged status for employers as it requires conformance to more stringent people care standards than required by state-run WorkCover schemes.

The benefit of self insurance primarily centres on the ability to make in-house decisions on the management of personal injury claims, the treatment of injured workers, and the speedy and effective return to work of individuals, ideally in pre-injury status and capacity. Self insurance by nature removes the third party layer of an external insurer and in doing so streamlines the effectiveness of care for injured employees.

Contractor management

Improving contractor safety management has been identified as a key focus area for our business. In March 2007 Woolworths established an independent accreditation system that can also be accepted by a wider group of companies. The aim is to assist contractors with their safety administration by creating more consistent and streamlined administrative processes.

Safety & health

Drive 4 Life

In 2007 Woolworths launched a program of driver development and awareness workshops called Drive 4 Life. Designed for all staff with access to a company vehicle, the workshop includes a practical component on reversing and slow speed manoeuvring, together with group discussions on topics such as driver behaviour, hazard perception, risk taking, road law and vehicle familiarity. By the end of the 2007 calendar year approximately 3,000 drivers participated in the training nationally.

Move 4 Life

Strain and sprain injuries, usually a result of manual handling activity, are the most common injuries amongst Woolworths employees. These injuries can significantly impact on the health and wellbeing of our people.

To reduce both the incidence and severity of these injuries, Woolworths has begun implementing the Move 4 Life program. Move 4 Life is a manual handling intervention program aimed at training all employees exposed to manual handling tasks (e.g. tasks involving lifting, twisting, pushing, pulling etc). The program has been tailored specifically for Woolworths and is significantly improving injury rates. Our people are returning home to their families with less physical strain and fatigue and will suffer fewer injuries as a result of manual handling activity.



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.