



2026

Corporate Governance Statement



Overview

Corporate governance at Woolworths Group

Good corporate governance is central to our approach to creating sustainable growth and enhancing long-term shareholder value. Woolworths Group Limited (Woolworths Group or the Group) is committed to high standards of corporate governance.

Our purpose of **we create better experiences together for a better tomorrow** shapes our commitment to better meet the needs of our customers, team members, suppliers, communities and shareholders.

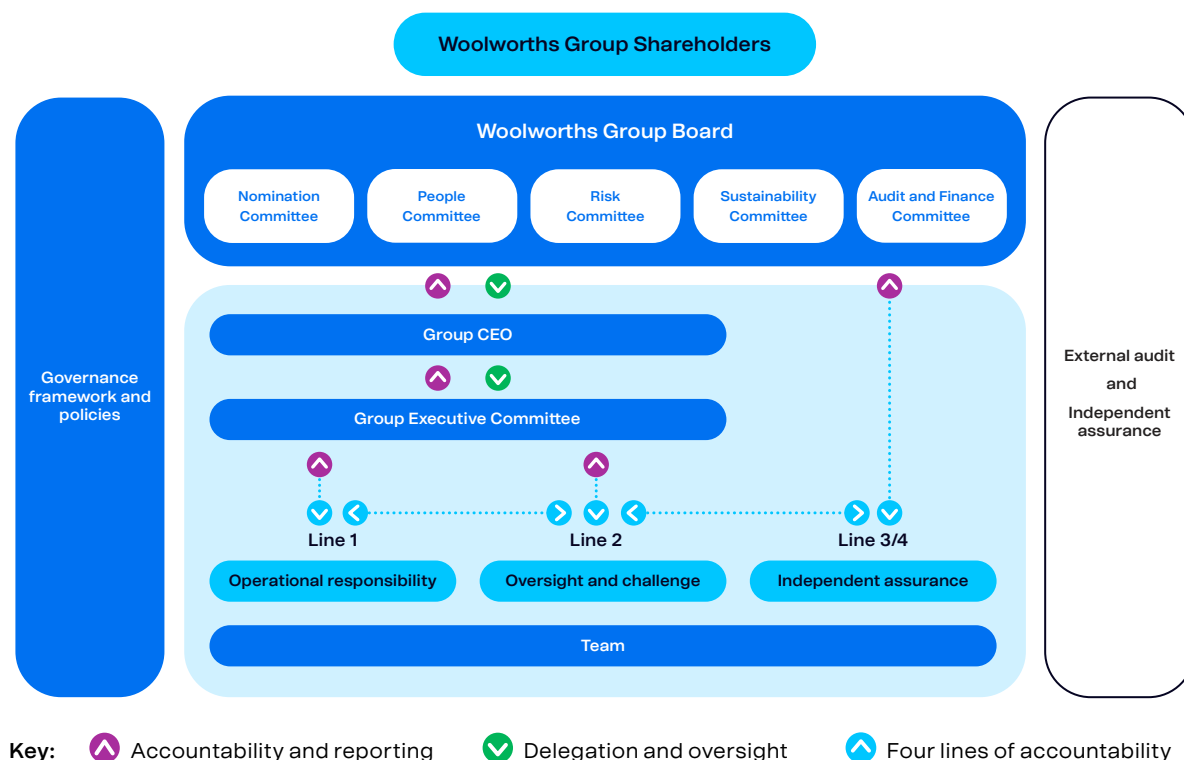
Directors and team members are expected to act ethically and responsibly at all times, reflecting our core value of **we do the right thing**.

Compliance with ASX Corporate Governance Principles

This Statement describes Woolworths Group's corporate governance framework, including the key policies and practices which form part of our framework, for the reporting period through to the date of this statement. It has been approved by the Woolworths Group Board and is dated 26 August 2026. Woolworths Group has followed each of the recommendations of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (fourth edition) (ASX Principles).

Further information about Woolworths Group's corporate governance framework and key governance documents referred to in this statement can be found in the corporate governance section of our website at www.woolworthsgroup.com.au.

Corporate governance framework



Board of Directors

The Board's role is to govern and act in the best interests of Woolworths Group now and sustainably for the future; to represent and serve the interests of shareholders by overseeing and appraising the Group's strategies, policies, performance and challenges; and to hold management accountable, where appropriate.

The Board is conscious that sustainable growth delivery and enhancement of long-term shareholder value involves building and maintaining the trust and goodwill of the Group's shareholders, customers, team members, suppliers and each of the communities in which Woolworths Group operates.

Each director's biographical information, including their relevant experience, the capabilities and skills they bring to the Board and a list of other directorships held, is included on pages 90–92 in the [2026 Annual Report](#).

Our purpose, values and ways-of-working

Woolworths Group is a purpose-led organisation. Our purpose, **we create better experiences together for a better tomorrow**, was endorsed by the Board and creates the framework for how we operate. We believe it best serves the interests of our customers, our team, the communities in which we operate, and our shareholders.

We are focused on our decisions and actions reinforcing our purpose, supported by our ways-of-working, and underpinned by our core values.

Woolworths Group seeks to embed and evolve our purpose and values in our teams and operations.

Who we are, and what sets us apart, is anchored by our core values which we expect everyone at Woolworths Group to role model on an individual and ongoing basis. Our ways-of-working are how we aspire to work together end-to-end as one team which we continue to embed across the Group. Applying these core values to everything we do defines our behaviour and drives our ambition to be a trustworthy, innovative and responsible organisation.

Led by our purpose, the Group will continue to work to strengthen relationships with various communities by listening to understand, and by having meaningful and equitable engagement.



Bringing it together

Woolworths Group's remuneration framework incorporates our ways-of-working into our performance goals for all team members. This helps to align team member performance and behaviours to the Group's purpose, and strategy as it evolves over time. The remuneration framework considers each team member's contribution to the Group's culture, expressed as our ways-of-working and core values.

Our Group purpose and values are also critical in managing expectations and standards of behaviour. The Board plays a significant role in setting the expectations of our team by monitoring that there are consequences for inappropriate conduct.

The People Committee oversees the Group's consequence management practices and malus policy, and assessment of financial and non-financial risks when determining variable remuneration outcomes. The Board has the power to apply discretion to all variable remuneration elements.

Policies

Code of conduct

Our code of conduct, approved by the Board, applies to all directors, team members, contractors and everyone working within Woolworths Group and sets out, amongst other things, the standards in accordance with which they are expected to act. Our code is also mandatory and should be adhered to without exception, and we expect each and every one of our team members to adopt it as their own.

The code of conduct confirms expected standards of honesty, integrity and fair dealing by all team members in their interaction with customers, suppliers, the community, competitors and each other in the performance of their duties and responsibilities. Material breaches or conduct that is materially inconsistent with the expected behaviours in the code of conduct involving senior executives are reported to the Board where appropriate.

The code of conduct was reviewed and approved in August 2025. It is available in the corporate governance section of our website at www.woolworthsgroup.com.au.

Inclusion and belonging policy

The Group's inclusion and belonging policy is centred around our commitment to creating a diverse, equitable and inclusive workplace where diversity is valued in all forms and our team members feel safe and have a sense of belonging. We recognise the value our team's diversity brings to our business, our customers and the communities in which we operate.

Woolworths Group's inclusion and belonging policy was approved in July 2023 and is available on the corporate governance section of our website at www.woolworthsgroup.com.au.

Speak Up and protected disclosure policy

At Woolworths Group we encourage all of our team members and suppliers to speak up when something is not right, in line with our core value of always doing the right thing.

Speak Up is Woolworths Group's complaints handling service hosted by an external company. The service is open to all current and former Woolworths Group team members, as well as their families, both in Australia and overseas. Our Speak Up policy also contains information and processes for protected disclosures and whistleblowing. Woolworths Group also has a dedicated Speak Up service for suppliers to ensure matters of concern across our supply chain can be raised independently and confidentially.

Woolworths Group's Speak Up policy was reviewed and updated in April 2026 and is available in the corporate governance section of our website at www.woolworthsgroup.com.au.

Fraud, anti-bribery and corruption policy

Woolworths Group is committed to conducting business in an honest and ethical manner and to maintaining a high standard of integrity in all of our dealings with customers, team members, suppliers and trade partners.

Our fraud, anti-bribery and corruption policy addresses the key principles that must be adhered to in regard to fraud, bribery and corruption, facilitation payments, gifts and entertainment, and political donations.

Woolworths Group's fraud, anti-bribery and corruption policy was reviewed and updated in April 2026 and is available in the corporate governance section of our website at www.woolworthsgroup.com.au.

Other policies

In addition to the code of conduct, inclusion and belonging policy, Speak Up policies and fraud, anti-bribery and corruption policy, the Group has a range of policies that define its commitment to good corporate governance and responsible business practices.

There are also numerous activities and compliance programs across the Group designed to promote and encourage the responsibility and accountability of individuals for reporting unethical practices.

Risk management and assurance

Woolworths Group is committed to maintaining an effective system to address and proactively manage risk in accordance with relevant legislation, regulatory obligations, shareholder expectations and good corporate governance principles. Defining material risks, risk appetite and associated management plans, focuses both on harm minimisation as well as benefit maximisation. This will allow us to be at the forefront of delivering quality service and value to our customers, generating sustainable returns for our shareholders, and creating better experiences for a better tomorrow.

The Board and the Group Executive acknowledge their accountability and are committed to ensuring risks are proactively managed and that an effective framework is in place to identify, assess and respond to strategic, operational and emerging risks. The Group Executive is committed to integrating and championing risk management across group strategy, planning, budgeting and operational processes. The Chief Executive Officer (CEO) and direct reports remuneration assessment considers the overall commitment to risk management and the management of material risks within their respective areas of responsibility.

Material business risks

Woolworths Group is exposed to a range of emerging, strategic and operational risks associated with a dynamic and changing retail environment and global landscape. A summary of the Group's material business risks and our approach to risk management is set out on pages 42–49 of the [2026 Annual Report](#).

The Group's material climate-related disclosures for F26 and further information on the Group's governance and risk management approach to climate change can be found on pages 50–87 of the [2026 Annual Report](#).

Risk management oversight

The risk management framework is reflected in our corporate governance framework on [page 2](#) of this Statement. It provides an overview of risk governance and management at Woolworths Group together with key responsibilities of the Board, the Risk Committee, the Group Executive Committee, the Group's risk community, internal audit and business leaders. The Group applies a four lines of accountability model approach to managing risk and compliance obligations.

Risk appetite, and risk management policy and framework

Woolworths Group utilises risk appetite statements to define the categories and the level of risk that we are prepared to accept in pursuing our strategic objectives. These statements are reviewed and adopted by the Board, most recently in July 2026.

To guide our risk management against the expectations of the risk appetite statement, Woolworths Group has a risk management policy, risk management framework and risk assessment standard (risk standard). These documents provide a sound framework for managing the Group's risks and are reviewed annually.

The risk management policy reflects the overall principles of Woolworths Group's approach to risk management, including roles and responsibilities.

The risk management framework, which has regard to the ISO:31000 Risk Management Standard, sets out our commitment and approach to identifying, assessing, responding, managing and reporting risks that could impact the Group's ability to meet strategic objectives and operating plans. It also includes how the Group manages risks in accordance with relevant regulations, standards and guidelines, including the ASX Principles. It outlines the Group's commitment and approach to ongoing, integrated and consistent risk management, including our approach to emerging and strategic risks.

The risk standard supports the risk management framework and includes the Group risk assessment criteria. It provides guidance for risk escalation protocols and proposed risk review frequencies and is used by risk owners, business leaders and subject matter experts to assess all risks across the Group. Application of the risk standard enables senior executives, the Board and its Committees to have clear oversight of all risks.

Woolworths Group looks to continually identify and implement opportunities to improve the risk management framework and risk standard. During the reporting period, a review of the Group's risk policies and frameworks was undertaken. The risk appetite statement, risk management policy and risk management framework were reviewed and presented to the Risk Committee and approved by the Board.

Our risk management approach has:

- a sound system of risk oversight, management and internal control
- clear roles, accountabilities and responsibilities for managing risk
- scenario planning and modelling to support an understanding of the impact of emerging risks
- a risk culture supported by structures and processes, and
- a method to prioritise and manage material risks.

External auditor

Deloitte Touche Tohmatsu (Deloitte) is Woolworths Group's external auditor. The Audit and Finance Committee makes recommendations to the Board on the selection, appointment, re-appointment or replacement of the external auditor. The external audit appointment is formally reviewed every three years and performance reviewed annually.

Deloitte has provided the required independence declaration to the Board for F26. The independence declaration forms part of the Directors' Report in the 2026 Annual Report.

The lead audit partner attends the AGM and is available to answer questions from shareholders relevant to the external audit.

Non-audit services

Woolworths Group has a non-audit services policy that sets out the types of permitted non-audit services that are not considered to compromise the independence of the external auditor, and provides guidance on the pre-approval process to be followed prior to engaging the external audit firm to provide any non-audit service. The pre-approval process may require joint approval by the Chief Financial Officer (CFO) and the Chair of the Audit and Finance Committee depending on the non-audit fee thresholds and guidelines set out in the policy.

Details of the non-audit services provided by the external auditor over the reporting period are included in the 2026 Annual Report.

Woolworths Group's non-audit services policy was reviewed and updated in May 2025.

Internal audit

Woolworths Group has an independent internal audit function (Group Internal Audit) with a functional reporting line to the Chair of the Audit and Finance Committee and a day-to-day operational reporting line to the CFO. Group Internal Audit provides independent and objective assurance services to management and the Board in relation to the internal controls, risk management framework, and governance and operational processes of Woolworths Group through:

- performing audits in accordance with an internal audit plan. The plan is formulated using a risk-aligned approach and approved annually by the Audit and Finance Committee
- having direct access, and being accountable, to the Board through the Audit and Finance Committee, with the right to communicate to it in the absence of management
- regular reporting to the Audit and Finance Committee on the results of its audits and periodic reporting on the internal audit activity's purpose, authority, responsibility, and performance relative to the internal audit plan.

The Audit and Finance Committee reviews and approves the internal audit charter every two years. It also reviews the performance of the General Manager of internal audit and the internal audit function annually.

Woolworths Group's internal audit charter was reviewed and updated in May 2025.

Integrity in financial and corporate reporting

The Board received CEO and CFO certifications in relation to the reporting period that complied with applicable regulatory requirements for the half-year and full year financial and corporate reports.

A thorough review process is undertaken to validate Woolworths Group corporate reports prior to public release, including the full year reports and half-year reports. The review process includes:

- an internal verification process conducted by the content owners then second peer reviews, with key information validated back to the source by the responsible internal teams within the Group
- engagement of an external proofreader to review documents with the aim of detecting any errors or identifying inconsistencies or transposition errors within and between documents
- an external assurance process where appropriate, conducted by an independent third party.

Any material announcements require additional review and approval by the Board and/or the Disclosure Committee.

Board responsibilities

The roles and responsibilities of the Board, including the matters that are specifically reserved to the Board, are set out in the Board Charter, as reviewed and approved by the Board. Key elements of the Board's roles and responsibilities are:

- approve the Group's **purpose, ways-of-working, core values**, and monitor its **culture**
- review the Group's **strategic direction** and approve corporate strategy and business plans
- oversee the Group's commitment to **sustainability** matters, the impact of the Group's activities and operations, and monitor compliance with the Group's responsibilities and practices
- oversee the Group's relationship with, and communications to, its **shareholders**
- approve the **annual budget**, capital expenditure plan, three-year **financial plan**, and monitor the **financial performance** of the Group
- approve the **risk appetite statement**, oversee the identification of material **financial and non-financial risks**, approve the **risk management framework** and systems, and monitor the efficiency and effectiveness of those systems
- review and approve the Group's half-yearly and annual **financial statements and sustainability reporting**. Monitor and review management processes for the integrity of financial and other reporting
- determine **Board size and composition** and evaluate the **performance of the Board** and individual directors on an annual basis
- review and approve the appointment, performance and termination of the **CEO**. On recommendation from the CEO, review and approve the appointment, remuneration, performance and termination of **Group Executive direct reports**
- oversee **Board, CEO and executive succession and remuneration**, and set non-executive director remuneration
- monitor the conduct of the Group's **relationship with key regulators** and its compliance with the Group's regulatory obligations
- approve **major expenditure and capital initiatives** in excess of the authority levels delegated to the CEO
- review and approve the Group's **corporate governance** policies and practices.

Relationship between the Board and CEO

The Board has delegated authority to execute the Board-approved strategy and for the day-to-day management of Woolworths Group to the CEO. The CEO is accountable to the Board in exercising this delegated authority.

The non-executive directors of the Board regularly convene non-executive director sessions without the CEO or management present.

Chair

The Board appointed Scott Perkins as Chair of the Board, effective 26 October 2022. The Chair is independent and non-executive. The Chair's overarching responsibilities are to provide appropriate leadership to the Board and Woolworths Group and to ensure the Board fulfils its obligations under the Board Charter. Specific responsibilities of the Chair include:

- representing the Board to shareholders and communicating the Board's position
- promoting constructive and respectful relationships and communications between the Board and management through the CEO
- leading the Board, including encouraging a culture of openness, facilitating constructive discussion and debate during Board meetings
- agreeing and reviewing development plans of non-executive directors
- monitoring the contribution of individual directors and providing regular feedback on their performance and effectiveness.

The performance of the Chair is reviewed every year by the Board, with the assistance of feedback compiled through an externally facilitated process.

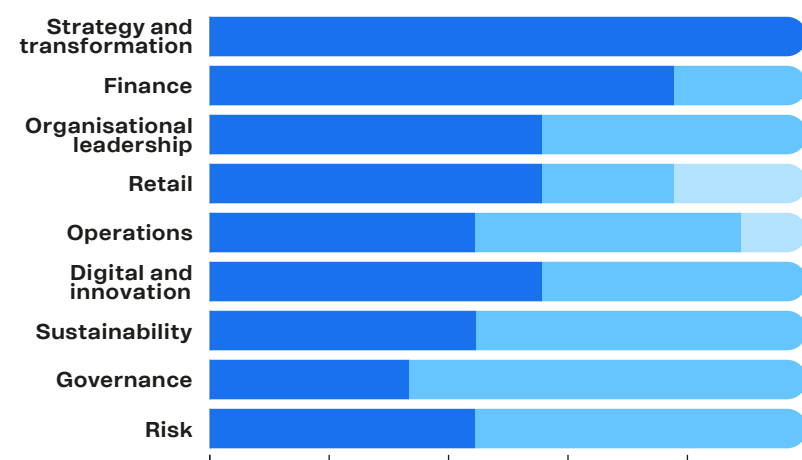
Board capability, composition and tenure

The Board is composed of a majority of independent non-executive directors with the skills and capabilities to fulfil their duty to act in the best interests of Woolworths Group. The effective application of those skills and capabilities enables the Board's contribution to the decision making and governance of the Group. The Board consists of individuals with both relevant skills and capabilities, and diversity of thinking. When combined with management, this leads to Woolworths Group fulfilling its potential through living its purpose, observing its values and executing on its strategy.

As part of the ongoing succession planning for the Board, the Nomination Committee reviewed the Board capability matrix, which took into consideration the skills and capabilities that the Board currently requires, together with those needed in the future. An assessment of the optimum mix of these capabilities takes place at least once a year. This also informs the identification and assessment of suitable future candidates for the Board.

A summary of the key skills and capabilities of directors is set out below:

Capability



Key: ● Extensive ● Practiced ● Low

Board gender diversity



● Women 44%
● Men 56%

Description of capabilities

Strategy and transformation: Identifying and critically assessing strategic opportunities and threats and associated business plans; overseeing successful transformation execution in large, complex organisations to create sustained, resilient business outcomes.

Finance: Effective oversight of capital, financial accounting and corporate reporting, including understanding key business financial drivers and the ability to evaluate the adequacies of internal financial controls and systems.

Organisational leadership (including people): Developing and assessing organisational structures and culture and its adherence to the Woolworths Group core values; people management and succession planning; setting strategy-linked remuneration frameworks; and promoting inclusion and belonging.

Retail: Experience in the retail and/or fast-moving consumer goods (FMCG) industry, including merchandising, strategy, marketing, product development, supply chain, and including large organisations, global experience.

Operations (including supply chain and property): Overseeing physical and digital operations in large, complex organisations.

Digital and innovation: Evaluating and implementing new digital and physical technologies, including in-depth understanding of the use of data and data analytics to continue to accelerate business transformation and meet evolving customer needs and expectations.

Sustainability: Developing and overseeing sustainability initiatives and strategies, including to address climate and nature risks and opportunities, waste reduction and circularity, human rights and responsible sourcing.

Governance (including regulatory and public policy): Identifying and managing governance, legal, regulatory, public policy and corporate affairs issues, including experience working or interacting with government and regulators.

Risk: Anticipating, identifying and managing key risks, including financial, non-financial and emerging risks; monitoring the appropriateness and effectiveness of risk management frameworks and controls.

Board tenure



● 0-3 years 33.3%
● 3-6 years 33.3%
● 6-10+ years 33.3%

Board performance and evaluation

The Board aspires to a high level of performance from each director. The Chair is responsible for overseeing an annual review and evaluation of the Board's performance and each director's performance.

The process for conducting the review was adopted by the Board on recommendation from the Nomination Committee.

For this reporting period, the annual review process was facilitated by an external advisor and included feedback from all directors and senior management who interact frequently with the Board and Board Committees. The comprehensive review of the Board, Board Committees and directors incorporated surveys, stakeholder interviews and debrief sessions.

The Board was presented with a final board performance report, including a summary of results and feedback, in August 2026.

The Board considers how to continuously improve and action specific feedback received throughout the review. The Chair meets with each director at the conclusion of the review process and individual development plans are formulated and discussed where appropriate.

Director appointment, election and re-election

The selection, nomination and appointment of non-executive directors involves a formal process undertaken by the Board with the assistance of the Nomination Committee. An executive search firm is engaged to assist in the process. The Nomination Committee assesses the skills, capabilities and experience required for filling a Board vacancy or an additional appointment, which informs the identification of suitable candidates. Woolworths Group undertakes appropriate background checks on candidates prior to their appointment to the Board.

All non-executive directors receive a formal letter of appointment in their personal capacity that sets out their duties, the Group's expectations, and the terms and conditions of their appointment.

Newly appointed non-executive directors must stand for election at the next AGM following their appointment. In addition, the Woolworths Group Constitution requires that at each AGM, non-executive directors who have held office without re-election for at least three years, or beyond the third AGM following their appointment or last election (whichever is longer) must retire from office, but may be eligible to stand for re-election.

A recommendation that the Board supports an existing non-executive director standing for re-election is not automatic. Potential candidates for the Board, as well as non-executive directors standing for re-election, are each assessed against a number of factors, including but not limited to:

- expertise, skills, experience, perspectives and personal qualities and attributes that will best complement the skill set and characteristics of existing directors and enhance Board effectiveness
- potential conflicts of interest and independence
- diversity (in its broadest sense) of Board composition
- capacity to devote the necessary time and commitment to the role
- other relevant information based on appropriate background checks, regulatory approvals and references.

The Notice of AGM sets out the Board's assessment of these matters for each non-executive director standing for election or re-election.

Board renewal and succession

Board succession planning is ongoing and is supported by the Nomination Committee. Applying a structured renewal process allows the Board to continue to be fit for purpose and have a balance of experience and fresh perspectives. Individual directors continue to contribute a range of different perspectives to the Board's collective discussions.

Director induction and development

Each new non-executive director is required to complete an induction program with management. The induction program includes site visits and store walks to provide an understanding of how stores and other facilities operate, and expectations of customers.

The induction process also includes briefings from the CEO, Group Executive Committee members and the Company Secretary, outlining the Group's structure, strategy, business operations, material risks, and our team members and Board practices and procedures.

Directors also participate in continuing education, training and development programs throughout the year. A mix of internal and external training is provided and designed to improve each director's strategic oversight capability and insight into the business. All directors receive training on the Group's legal and governance framework.

Director independence

The Board reviews the interests notified by directors regularly and formally assesses non-executive director independence annually. The Board has determined that each non-executive director was independent throughout the reporting period.

Non-executive directors are considered to be independent where they are independent of management and free of any business or other relationship that could, or reasonably be perceived to, materially interfere with their capacity to bring independent judgement to bear on issues before the Board and to act in the best interests of the Group and its shareholders.

As part of the formal independence assessment, the Board considered all business relationships and close personal ties between Woolworths Group and any companies of which a non-executive director is an employee, director or substantial shareholder.

The Board is satisfied that all declared business relationships were either not material to both parties or the director was not involved in decisions about those relationships. Where there is an independence indicator, including any close personal relationships, the non-executive director is required to substantiate to the Nomination Committee that their independence is not compromised.

The Board also formally reviews the non-Woolworths Group commitments of each non-executive director in the context of confirming their ability to continue to devote sufficient time to carry out their responsibilities. A non-executive director wishing to accept a new role that could impact on their time commitment to Woolworths Group must notify the Chair in advance of accepting the appointment.

The Nomination Committee will then conduct a reassessment of that non-executive director's independence following any such appointment.

Conflicts of interest

Directors are not involved in decisions where they have, or could be perceived to have, a conflict of interest or a material personal interest.

Any director who considers they may have a conflict of interest or a material personal interest in any matter concerning the Group must declare it immediately.

The Company Secretary monitors all such information coming to the Board and the Board Committees. Potential conflicts are flagged with the affected director and the Chair.

Independent advice

The Board, Board Committees and individual directors may seek external professional advice at the Group's expense. If appropriate, the advice may be made available to all directors.

Board Charter

The Board Charter sets out the role of the Board and how it exercises its powers and responsibilities. Certain authorities are delegated to the Board Committees. The Charter also defines the relationship and interaction between the Board and management, including the matters reserved to the Board.

The allocation of duties in the Charter between the Board and Board Committees was considered and reviewed by the Board during the reporting period. The Board Charter is available on the Group's website at www.woolworthsgroup.com.au.

Company Secretary

The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board and Board Committees. All directors have access to the services and advice of the Company Secretary.

Board Committees

There are five Board Committees to assist the Board in exercising its responsibilities and to provide it with recommendations and advice. Each Board Committee has a charter that defines its role, authority and responsibilities. The Board Committee charters are available on the Group's website. At the next scheduled Board meeting after a Board Committee meeting, the Committee Chair provides an update on matters considered by their Committee. All directors have access to all Board and Committee papers and minutes of each meeting. The number of Board and Board Committee meetings held in the reporting period, including director meeting attendance, is set out in the Directors' Report in Woolworths Group's 2026 Annual Report. An overview of the members, composition and responsibilities of each Board Committee for the reporting period is set out below.

Risk Committee

Oversight of the Group's material risk exposures, risk management framework, adherence to the risk appetite set by the Board and behavioural-based risk initiatives to drive risk leadership

Composition:

Minimum of three independent non-executive directors, including the Chair of the Committee

Members at end of F26:

- Philip Chronican (Chair)
- Jon Alferness
- Warwick Bray
- Maxine Brenner
- Jennifer Carr-Smith
- Scott Perkins

Audit and Finance Committee

Oversight of the integrity of the Group's internal control framework, including the integrity of the Group's financial reports and climate-related reports, processes, policies and controls, the internal audit function and the external auditor

Composition:

Minimum of three independent non-executive directors (with appropriate technical knowledge and financial literacy), including the Chair of the Committee, who is not the Chair of the Board

Members at end of F26:

- Warwick Bray (Chair)
- Maxine Brenner
- Philip Chronican
- Scott Perkins

People Committee

Oversight of the frameworks, strategies and initiatives in respect of people, safety, health and wellbeing and reward and remuneration

Composition:

Minimum of three independent non-executive directors (with appropriate business, accounting or relevant financial expertise), including the Chair of the Committee, who is not the Chair of the Board

Members at end of F26:

- Maxine Brenner (Chair)
- Jon Alferness
- Ken Meyer
- Scott Perkins
- Kathee Tesija

Sustainability Committee

Oversight of the Group's sustainability strategy, frameworks, strategies and initiatives in respect of social risks and opportunities including: human rights, reconciliation, hunger relief, affordable healthy food, community engagement and Group giving; and environmental risks and opportunities including: climate change, emissions reduction, nature protection and restoration, animal welfare, sustainable packaging, circularity and food waste

Composition:

Minimum of three independent non-executive directors, including the Chair of the Committee

Members at end of F26:

- Jennifer Carr-Smith (Chair)
- Warwick Bray
- Ken Meyer
- Scott Perkins
- Kathee Tesija

Nomination Committee

Supports the Board on Board composition, renewal, performance and Board-related governance matters

Composition:

All independent non-executive directors

Members at end of F26:

- Scott Perkins (Chair)
- Jon Alferness
- Warwick Bray
- Maxine Brenner
- Jennifer Carr-Smith
- Philip Chronican
- Ken Meyer
- Kathee Tesija

Senior executive performance and remuneration

Woolworths Group undertakes appropriate checks before the appointment of all senior executives. The CEO and each senior executive have entered a written contract with the Group, setting out the terms and conditions of their appointment, including remuneration entitlements and performance requirements.

The Group's assessment of remuneration reflects a relationship between business and individual performance, risk management and outcomes. The People Committee monitors the progress against the Group Short-Term Incentive (STI) and Long-Term Incentive (LTI) targets throughout the year. Events that could or should have a material impact on STI or LTI outcomes are addressed appropriately.

The following process was followed in relation to the F26 reporting period, notably to prevent performance-based remuneration outcomes that reward conduct contrary to the Group's values or risk appetite, and in accordance with guidance from ASIC's Corporate Governance Taskforce and the ASX Principles:

- a review was conducted of the Group's F26 performance, and an assessment made of the matters the People Committee and Board wished to consider in relation to F26 STI and F24–26 LTI outcomes based on the adjustment principles previously endorsed by the People Committee and adopted by the Board
- the Chief Legal Officer (CLO), Chief Risk Officer (CRO), Chief People Officer and Head of Internal Audit reviewed all potentially significant risk or compliance matters arising over the F26 reporting period and prepared a risk review paper, in connection with the F26 STI and F24–26 LTI outcomes, including the potential application of malus
- a written performance review and incentive outcome recommendation was made by the CEO to the Board in relation to each of her executive direct reports
- these reviews were presented to the People Committee (with all directors in attendance). The People Committee made the final determination of its recommendations to the Board after reviewing the matters set out in the risk review and proposed Group outcomes without management present
- a review and recommendation was provided by the Chair to the Board in relation to the CEO's performance, following People Committee discussion of the CEO's written self-assessment
- no member of management was present during discussion of their remuneration, or the CEO's performance or remuneration review by the Board.

Further details of senior executive performance and remuneration are set out in the [2026 Remuneration Report](#).

Shareholder engagement

Shareholders and other stakeholders are informed of all material matters affecting Woolworths Group through ASX announcements, periodic communications and a range of forums and publications, available on the Group's website. In line with our ambition to communicate with shareholders in a responsible way that minimises our carbon footprint, we encourage shareholders to provide their email addresses where possible so we may communicate with them electronically.

The Group's website contains a range of information that may be useful to shareholders. Information most likely to be of interest is available under the Investors tab and includes the Group's published reports, financial results and presentations, webcasts, share price updates, dividend history, shareholder meeting details, material ASX announcements and answers to shareholders' frequently asked questions.

The Group provides regular email notifications of major events or periodic corporate reporting, including results announcements, and has a number of initiatives in place to facilitate shareholder participation, engagement and communication. During F26 this included:

- encouraging shareholders to provide their questions ahead of the AGM to help us further understand shareholder issues and concerns
- publishing the webcast of the AGM on the Group's website
- regular releases of financial information, including quarterly sales and half year and full year results
- access to listen live to Group briefings to analysts
- publishing recordings of past briefings and shareholder videos on the Group's website.

Woolworths Group will adopt a hybrid format for its 2026 AGM, with the AGM being held physically in Sydney with online participation via an online platform which enables all shareholders to attend regardless of location. All resolutions will be decided by a poll.

The Group has an investor relations program to facilitate effective two-way communications with analysts, investors, proxy advisors and the media. The Chair of the Board, Chair of the People Committee and Chair of the Sustainability Committee meet with shareholders and proxy advisors periodically to allow them to provide Board-level feedback on the Group's governance, performance, remuneration programs and sustainability plan.

The Group participates in a range of external investor surveys of Board effectiveness, governance and social responsibility. Copies of any presentations or materials prepared for the purposes of briefing investors or analysts are released to ASX ahead of the presentation where it contains any substantive information not covered in a prior disclosure to the market.

Continuous disclosure

Woolworths Group has established processes to enable the Group to provide shareholders and the market generally with timely, direct and equal access to relevant information.

The Group's continuous disclosure policy aims to:

- achieve compliance with continuous disclosure regulatory requirements
- clarify accountability of Woolworths Group's senior executives
- promote investor confidence in the integrity of Woolworths Group and its securities.

The continuous disclosure policy prescribes which announcements require Board approval, and outlines the processes for the Disclosure Committee to consider matters that may be price sensitive. This includes consultation with the Chair of the Board, or in their absence, the Chair of the Audit and Finance Committee.

The Board is provided with a copy of all material announcements promptly following release to the market.

The Continuous Disclosure Policy was reviewed and updated in November 2021 and is available in the corporate governance section of our website at www.woolworthsgroup.com.au.

Inclusion and belonging

At Woolworths Group we recognise the value our team's diversity brings to our business, our customers and the communities in which we operate. As one of the largest employers in Australia and New Zealand, we are committed to creating a safe, respectful and inclusive workplace, where diverse backgrounds, skills and experience are valued, and where every team member feels empowered to reach their full potential.

The Group's Strategic Inclusion Ambition is structured around three core pillars: belonging for all, diverse teams, and embedding equity. This enduring strategic framework brings an intentional focus to the diversity and inclusion objectives of the organisation, underpinned by the Group's continued focus on: gender equity, First Nations inclusion, disability inclusion, cultural inclusion and LGBTQ+ inclusion. Designated Executive Committee Sponsors maintain accountability and oversight of the progress against diversity objectives.

The People Committee oversees the development and implementation of the Inclusion and Belonging strategy, monitoring its effectiveness against internal targets and external benchmarks. To achieve our long-term inclusion commitments, we evaluate our progress against global best practices and continue to adapt and evolve our strategy. While our governance framework aligns with rigorous industry standards, it remains precisely tailored to our unique operational environment and the outcomes that matter most to our people.

Broad and active support for inclusion within our teams and communities is demonstrated through participation in various inclusion events such as International Women's Day, National Reconciliation Week, Harmony Week, Ramadan, NAIDOC Week, International Day Against Homophobia, Biphobia, Intersexism & Transphobia (IDAHOBIT), Rosh Hashanah, Neurodiversity Celebration Week, International Day of People with Disability, Transgender Awareness Week, Wear it Purple Day, and the UN Day for the Elimination of Racial Discrimination.

Our Sustainability Plan 2025 was instrumental in establishing our diversity and inclusion metrics, prioritising critical gaps under the plan's first 'People' pillar goal: creating a truly inclusive workplace. As we move forward, the next horizon of our Inclusion and Belonging strategy is integrated into our overarching People Plan and Group Strategy. Activated through Executive Sponsor Signature Commitments and Published Action Plans, this strategic shift ensures we focus on the areas of greatest impact to elevate belonging and embed the systems, policies and practices required to deliver on our long-term objectives.

Gender equity

Gender equity remains a key priority across Woolworths Group as we cultivate an inclusive culture where team members of all genders are valued and respected. We strive for a gender balanced Board, with a minimum representation of 40% women. In F26, we maintained an above target of 40% women in leadership across career levels 4–6, achieving 40.5% in Australia and 46% in New Zealand. While this represents a significant milestone, we remain committed to sustained progress and are now focusing on business units where targeted interventions will drive further improvement.

To support this, we continue to leverage our Gender Equity Community of Practice which brings together representatives from across the Group to align business unit strategies with the Group's gender equity targets. This collective approach enables knowledge sharing across the Group, embedding proven practices and building capability to accelerate progress and deliver more consistent and impactful outcomes.

In parallel, our evolved Respect@Work programs continue to play a critical role in building awareness of gender equity, addressing the root causes of inequality such as bias, discrimination and harassment and strengthening a culture of safety, inclusion and respect. Ensuring we are prioritising our obligations under the positive duty legislation to prevent discrimination and harassment.

Woolworths Group complies with the WGEA Gender Equality Indicators and is establishing three-year gender equity targets under the revised legislative framework under the Workplace Gender Equality Act. Our ongoing pay audits ensure gender parity across equivalent roles.

In our Workplace Gender Equality Agency's (WGEA) reporting for the 2025 calendar year, Woolworths Group reported an improved gender pay gap of 4.6% median on base salary and 4.7% total remuneration, compared to the Australian median total remuneration gender pay gap of 16.4% (11.9% median base salary), reflecting the ongoing progress we are making to close the gender pay gap. Woolworths Group's workforce composition covering the 2025 calendar year, as included in the Group's most recent report to the WGEA, is set out in the table to the right.

	WOMEN AS A PERCENTAGE OF TOTAL
Board	44%
Other executives/General managers	36%
Head of business	29%
Executive key management personnel	50%
Senior managers	44%
Other managers	47%
Team members (non-managers)	53%

Date as at 1 January 2026

First Nations inclusion

Woolworths Group remains committed to advancing reconciliation where First Nations peoples have equitable access to the essential products, services, and opportunities needed to thrive. Throughout the year, we enhanced First Nations employment and workforce participation by implementing hiring and retention strategies shaped by Indigenous perspectives. We now employ more than 4,500 First Nations team members, deliver cultural awareness training to build internal capability, and invest in community partnerships that support the education and employment of young First Nations people and future leaders. Having achieved 93% of our deliverables under the Innovate RAP, our next phase will prioritise sustained outcomes under our upcoming Stretch RAP.

Inclusion efforts also focused on fostering a culturally safe and connected team experience through the recognition of key cultural events, anti-racism initiatives and support networks that elevate First Nations voices. We continue to be supported by our First Nations Advisory Board. Established in 2021, the seven member board has 87.5% First Nations representation, and comprises a combination of Woolworths Group team members, both Indigenous and non-Indigenous, and external Indigenous business leaders. This board plays a key role in shaping and informing our ongoing efforts, ensuring that inclusion is grounded in lived experience, cultural knowledge and community connection.

Disability inclusion

We remain focused on increasing the removal of societal barriers faced by our team and customers in experiencing Woolworths Group as an inclusive place to work and shop. We have continued to prioritise critical initiatives during the year which have advanced employment opportunities, learning experiences and shopping experiences for people with lived experience of disabilities.

We continue to thoughtfully develop employment pathways through valued partnerships with employment service providers and educational institutions and invest in learning experiences within schools across Australia and now also in New Zealand. These programs are supported by our workplace adjustments policy and embedded support team.

Further information

- The Group's material climate-related disclosures for F26 and further information on the Group's governance and risk management approach to climate change can be found on pages 50–87 and pages 42–49, respectively of the [2026 Annual Report](#).
- Our approach to Modern Slavery can be found in our [2026 Modern Slavery Statement](#).

Further information

This Statement should be read in conjunction with the other reports that comprise the 2026 Woolworths Group reporting suite, as listed below:



**Annual
Report**



**Modern Slavery
Statement**



**Nature
Report**



**Sustainability
Data Pack**

➔ The 2026 reporting suite can be found at www.woolworthsgroup.com.au/reports

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