

# Charter

## Sustainability Committee



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

### Objectives

The Committee's role is to provide advice and assistance to the Board in monitoring the decisions and actions of management in achieving Woolworths' goal to be a sustainable organisation.

Sustainability encompasses how Woolworths conducts its businesses, now and in the future, including through the pursuit of workplace safety, a commitment to the community and social responsibility, minimising the Company's impact on the environment, and maintaining Woolworths' reputation as one of Australasia's leading companies.

### Authority

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

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

The Committee is authorised to obtain any independent legal or other professional advice that it considers necessary to execute its functions.

### Responsibilities

The Committee has the following responsibilities:

#### Safety and Health

- Oversee Woolworths' Safety and Health policies and functions to ensure the Company's objectives are met.
- Reviewing Woolworths' policies and programs to achieve Safety and Health objectives.
- Reviewing Woolworths' safety and health performance against agreed targets.
- Monitor and review key Safety and Health information, and make recommendations to the

Board regarding key Safety and Health issues across the Company.

#### Community and Social Responsibility

- Review the effectiveness of Woolworths' policies and initiatives on community engagement and social responsibility.
- Monitor Woolworths' activities and giving programmes to ensure they are directed towards opportunities for the development and well-being of Woolworths' people, their families, and the communities in which they work and live.

#### Environment

- Review the effectiveness of Woolworths' policies and initiatives designed to ensure environmental sustainability and the minimisation of the Company's impact on the environment.

#### Reputation

- Oversee the reputational impacts of Woolworths' business strategies and practices.
- Monitor Woolworths' policies and initiatives to ensure appropriate safeguards are in place for dealing fairly and ethically with customers, suppliers, competitors and other stakeholders.
- Monitor external developments that are likely to impact Woolworths' reputation.

#### Compliance

- Assist the Board in its oversight of Woolworths' compliance with applicable legal and regulatory requirements as they relate to each of the Objectives.

#### Composition

The Committee will comprise a minimum of three directors.

The majority of Committee members will be independent directors as assessed by the Board in

accordance with its policy on the independence of directors.

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

Appointments and revocations of appointments to the Committee will be determined by the Board.

The composition of the Committee will be reviewed annually by the Board and the Committee to ensure an appropriate balance of expertise, skills and experience.

The Company Secretary will be the secretary of the Committee.

### Meetings

To the extent not inconsistent with this Charter, meetings of the Committee will be conducted in accordance with the provisions of the Company's Constitution which relate to the proceedings of directors.

The Committee will meet four times a year and at such additional times as the Committee Chairman or any member of the Committee may request.

A quorum for a Committee meeting will be a majority of Committee members.

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

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

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

Where possible, Committee meetings will be convened at different sites operated by the Company relevant to the Objectives and/or the matters under consideration by the Committee.

### Reporting Responsibilities and Implementation of Objectives

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

The Committee will provide oversight of, and management is responsible for ensuring that, disclosure meets the requirements of the ASX Corporate Governance Principles and Recommendations and is in accordance with good corporate governance practices.

### Corporate Governance Statement

The Committee may recommend to the Board for approval, the relevant sections of the Corporate Governance Statement of the Annual Report with regard to matters relevant to the Committee's Objectives.

### Corporate Responsibility Report

The Committee will review, and may recommend to the Board for approval, the Corporate Responsibility Report.

### Review

The Committee will conduct an annual review of its performance and effectiveness by reference to this Charter and current best practice. This review process will include a review of the terms of this Charter. The Committee must refer any recommended changes for decision by the Board.

Date approved:	27 February 2015
Accountable:	Chief Legal Officer and Company Secretary
Contact:	Group Manager Secretariat