



Charter

People Committee

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

Objective and Role

As a Committee of the Board we are led by the Group's purpose to *create better experiences together, for a better tomorrow*.

The Committee's role is to oversee, monitor and review the operation of the Group's people frameworks, strategy and policies, and to provide advice and assistance to the Board in relation to the safety and wellbeing, performance and remuneration, inclusion, talent development and conduct of team members within the Group, aligned to its purpose, values and ways of working.

Authority

The Committee is authorised to perform activities within the scope of 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 may obtain any independent legal or other professional advice it considers necessary to execute its responsibilities and functions.

Responsibilities

The Committee has the following duties and responsibilities:

People strategy

- Oversee development, monitor implementation and review effectiveness of the people strategy, framework and initiatives, so that they are consistent with the Group's business strategy and objectives, and support Woolworths' purpose, values and culture
- Monitor the sentiment of team members, their advocacy for the Group, and Group's effectiveness in delivering a leading team experience

Safety, Health and Wellbeing

- Oversee development, monitor implementation and review effectiveness of the safety, health and wellbeing strategy, framework, and initiatives, so they are consistent with Woolworths' safety objectives, values and culture
- Review Woolworths' safety, health and wellbeing performance against agreed objectives
- Monitor and review key safety, health and wellbeing information, and make recommendations to the Board regarding key safety, health and wellbeing issues across the Group

Reward and Remuneration

- Review the Group's remuneration strategy so that remuneration is appropriate, competitive and effectively designed to attract, motivate and retain team members, and make recommendations to the Board regarding remuneration strategy, short-term and long-term incentive performance targets, participation and outcomes
- Oversee the operation of malus and clawback mechanisms, and the consideration of risk and other matters in the context of remuneration

Short Term Incentive Plans

- Review and make recommendations to the Board on the structure of Group-wide incentive plans annually so that they are effectively designed to reward the achievement of business and individual objectives equitably and within the Group's cost parameters

Long Term Incentive Plans

- Review and make recommendations to the Board on the design of long term incentive and equity plans annually so that they are effectively designed to meet Woolworths' objectives and create shareholder value, are aligned with industry standards and are within the Group's cost parameters

- Endorse the categories of team members who will be eligible to participate in employee long term incentive and equity plans

Group CEO

Review and make recommendations to the Board on:

- remuneration programs and performance targets for the Group CEO, including specific contracted arrangements, and the assessment of individual performance against performance targets
- termination payments for the Group CEO for consistency with contractual entitlements and the rules of any incentive scheme or policy

Group CEO Direct Report Appointment and Remuneration

Review and make recommendations to the Board, having regard to the Group CEO's recommendations, on:

- the appointment of, and remuneration packages for, the Group CEO's Group Executive direct reports, and assessments of individual performance against performance targets
- termination payments for the Group CEO's Group Executive direct reports for consistency with contractual entitlements and the rules of any incentive scheme or policy

Remuneration for Non-Executive Directors

- Within the maximum amount approved by shareholders, review and make recommendations to the Board on remuneration for non-executive directors

Superannuation

- Review and make recommendations to the Board in relation to the provision of superannuation to team members and non-executive directors, and monitor the performance of the default superannuation provider for team members

Inclusive Workplace

- Oversee development, monitor implementation and review effectiveness of the diversity and inclusion strategy, framework and initiatives and their compliance with relevant legislative, regulatory and governance requirements including in relation to equal opportunity, sexual harassment, diversity and unfair dismissal
- Review and, if appropriate, make recommendations to the Board on diversity and inclusion generally within the Group, having regard to remuneration by gender, measurable objectives for achieving diversity and inclusion and progress in achieving such objectives

Talent Development and Succession Planning

- Review principles and strategies for the attraction, development, succession planning and retention of team members so that the Group can access the skills and capabilities required now and in the future to achieve its business strategy and objectives

Conduct

- Oversee development, monitor implementation and review effectiveness of processes to address behaviours not in alignment with the Group's values, ways of working and code of conduct, or relevant laws or regulations

Reporting

- Review the Remuneration Report contained within the Annual Report, together with any material to be disclosed with respect to diversity and inclusion objectives or performance
- Make recommendations to the Board as to whether the Remuneration Report should be approved

Governance

- Oversee development, monitor execution and review effectiveness of the Group's compliance with applicable legal and regulatory requirements as they relate to each of the Objectives and Responsibilities
- Monitor effectiveness of disclosure so that it meets the requirements of the Corporations Act and the ASX Listing Rules and is in accordance with good corporate governance practices

Other Matters

- Conduct or authorise any reviews, special projects or investigations into any matters within the Committee's charter or as may be requested from time to time by the Board

Composition

Membership

The Committee will comprise a minimum of three directors. The Committee and its members will all have appropriate business expertise and be financially literate. At least one member will have accounting or relevant financial expertise as determined by the Board.

Appointments and revocations of appointments to the Committee will be determined by the Board. The composition of the Committee and its performance will be reviewed annually by the Board and the Committee.

No executive directors will be appointed to the Committee. The majority of Committee members will be independent directors as assessed by the Board.

Chair

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

Company Secretary

The Company Secretary will be the Secretary of the Committee.

Meetings

The Committee will meet four times a year and at such additional times as the Committee Chair or any member of the Committee may request. A quorum is 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 Chair from time to time.

Management and external advisers may be invited by the Committee Chair 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.

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

Governance

The Chief People Officer has unfettered access to the Committee and a reporting line to the Committee Chair.

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

From time to time, matters considered by the Committee may be relevant to the responsibilities of another Board Committee. The Committee Chair or his or her nominee and the Company Secretary will coordinate such cross Committee discussions.

The Committee Chair may engage with shareholders from time to time on matters relating to the Committee's responsibilities and report back to the Committee or Board following engagement activities.

Review

The Committee will conduct an annual review of its performance and effectiveness, which may form part of the overall Board effectiveness review.

The Committee will conduct a review of this charter at least every two years. The Committee must refer any recommended changes for decision to the Board.

Date approved:	25 August 2021
Accountable:	Chief Legal Officer / Chief People Officer
Contact:	Company Secretary