

Charter

Risk Committee

The Risk 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 the Group's risk management framework, assist the Board to identify and monitor material and emerging risks, and satisfy itself that the framework deals adequately with those risks and the Group's compliance with statutory obligations

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 access the internal and external auditors, with or without management present.

Responsibilities

The Committee has the following duties and responsibilities:

Risk framework and appetite

- Oversee development, monitor execution and review effectiveness of risk strategy, framework, policies and initiatives to identify and address the Group's material risks
- Monitor management's performance against the risk management framework, the effectiveness of the control environment and implementation of risk reduction measures
- Review the Woolworths Risk Management Framework at least annually to satisfy itself that it continues to be sound, and make recommendations to the Board in relation to changes to the framework
- Regularly review whether Woolworths Group is operating within the risk appetite set by the Board, including providing recommendations in relation to changes to risk capacity, appetite and risk limits
- Monitor internal audit reviews of the adequacy of the Group's processes and controls for managing risk

Monitoring

- Review material risk exposures including fraud, cyber security, privacy, data breaches, and any material incident or breakdown of risk controls and the "lessons learnt"
- Monitor changes anticipated for the economic, regulatory and business environment, including consideration of emerging trends. Receive reports from management on new and emerging risks, and associated controls and mitigation measures
- Monitor the effectiveness of Woolworths' policies and practices that relate to compliance with laws and regulations not directly overseen by the other Board Committees
- Monitor and review compliance deep dives and material regulatory non-compliances
- Review the business continuity and disaster recovery planning process

Risk Leadership

- Monitoring risk leadership by management including commitment to behavioural based risk initiatives

Disclosure

- Review and make recommendations to the Board on Woolworths' disclosures in relation to the recognition and management of material business risks and governance

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 should, between them, have sufficient technical knowledge and sound industry expertise.

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 to ensure an appropriate balance of expertise, skills and experience.

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 Risk Officer has unfettered access to the Committee and a reporting line to the Committee Chair.

The Committee Chair or his/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/her nominee and the Company Secretary will coordinate such cross Committee discussions.

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:	28 July 2021
Accountable:	Chief Legal Officer/ Chief Risk Officer
Contact:	Company Secretary

