



9 September 2016

ASX Market Announcements Office
Australian Securities Exchange
20 Bridge Street
Sydney NSW 2000

Dear Sir/Madam

2016 Corporate Governance Statement

Please see attached the 2016 Corporate Governance Statement for Woolworths Limited, pursuant to Listing Rule 4.7.4

For and on behalf of
WOOLWORTHS LIMITED

A handwritten signature in black ink, appearing to read 'R. Dammary'.

RICHARD DAMMERY
Chief Legal Officer and Company Secretary

WOOLWORTHS GROUP



ASX RELEASE
9 September 2016

CORPORATE GOVERNANCE STATEMENT

FOR THE YEAR ENDED 26 JUNE 2016

Corporate Governance Statement

OVERVIEW

Corporate governance is central to Woolworths Limited's (the Company or Woolworths Group) approach to the enhancement of shareholder value and the protection of shareholders' funds.

The Woolworths Group is committed to ensuring that its policies and practices in the critical areas of financial reporting, remuneration reporting and corporate governance meet high levels of disclosure and compliance.

The Company requires that all directors, senior executives and employees act ethically and responsibly at all times.

COMPLIANCE WITH GOVERNANCE PRINCIPLES AND RECOMMENDATIONS

Throughout the financial year ended 26 June 2016, and as at the date of this statement, the Board has endorsed the recommendations contained in the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations* (3rd edition) (ASX Principles).

The Board has reviewed the Company's corporate governance policies and practices and considers that they comply with the ASX Principles.

WEBSITE

Our ASX Appendix 4G, which is a check list cross-referencing the ASX Principles to the relevant disclosures in this corporate governance statement (Statement) and the 2016 Annual Report, may be accessed at www.woolworthslimited.com.au (website).

This statement, our ASX Appendix 4G and the 2016 Annual Report (Annual Report) have each been lodged with the ASX.

Details of the Woolworths Group's corporate governance practices, including its charters, policies and codes of conduct, are also available on the Company's website.

GOVERNANCE FRAMEWORK

The Company is governed by a board of directors (Board) each of whom is, with the exception of the managing director and chief executive officer (CEO), elected by the Company's shareholders.

The Board is accountable to shareholders for the strategic direction of the Company and value-creation for shareholders. The Board delegates implementation of its strategy to Woolworths Group management within a formal delegation framework; it remains ultimately responsible for corporate governance and the activities of the Company.

The Board has established the following four committees (Board committees) to assist the Board in exercising its responsibilities and to provide it with recommendations and advice:

- Nomination Committee;
- Audit, Risk Management and Compliance Committee (ARMCC);
- People Policy Committee; and
- Sustainability Committee.

The Board committees each have charters which define their roles and responsibilities. Each charter is available on the Company's website. Further details of the Board Committees including their role, key responsibilities, composition and membership are provided in this Statement below.

CHAIRMAN AND COMPOSITION OF BOARD COMMITTEES

The Chairman is elected by and from the non-executive directors. The role of the Chairman is set out in the Board Charter.

Mr Gordon Cairns was appointed Chairman on 1 September 2015. Further information on Mr Cairns is set out in the Annual Report.

Each non-executive director is appointed to at least one committee. All non-executive directors are appointed to the Nomination Committee

Details of the current membership and composition of each committee are set out below. Details of meeting attendance for members of each committee are set out in the Annual Report.

COMMITTEE	MEMBERS
Nomination Committee	Gordon Cairns (Chairman) Jillian Broadbent Holly Kramer Siobhan McKenna Scott Perkins Kathryn Tesija Michael Ullmer
Audit, Risk Management and Compliance Committee	Michael Ullmer (Chairman) Jillian Broadbent Gordon Cairns Siobhan McKenna Scott Perkins
People Policy Committee	Holly Kramer (Chairman) Gordon Cairns Siobhan McKenna Scott Perkins
Sustainability Committee	Scott Perkins (Chairman) Jillian Broadbent Gordon Cairns Holly Kramer Michael Ullmer

THE ROLE OF THE BOARD, PROCESS AND DELEGATIONS

The Board's role is to represent and serve the interests of shareholders by overseeing and appraising the Company's strategies, policies and performance. The Board's principal objective is to maintain and enhance shareholder value while ensuring that the Woolworths Group's activities are properly managed.

The Board has adopted a Board Charter which sets out how its role, powers and responsibilities are exercised, having regard to principles of good corporate governance, international best practice and applicable laws.

Corporate Governance Statement

The Board Charter regulates Board composition and the Board meeting process, defines the relationship and interaction between the Board and management and delegates certain authority to its Board committees, the CEO and management. The Board Charter is available on the Company's website.

BOARD MEETINGS

The Board held twelve scheduled meetings during the reporting year, one of which served to review and approve the strategy and financial plan for the next financial year. Additional meetings were held as required. The Board also met with senior management to consider matters of strategic importance.

The details of the number of Board and Committee meetings held during the year, and the attendance of individual directors, is provided in the Annual Report.

THE ROLE OF THE CEO AND MANAGEMENT

The CEO is accountable to the Board for the exercise of his/her delegated authority and, with the support of senior management, must report to the Board on the exercise of that authority.

The Board approves the corporate objectives, duties and responsibilities of the CEO.

The day-to-day management and operations of the Woolworths Group are the responsibility of the CEO who reports to the Board on key management and operational issues, including:

- developing and implementing corporate strategies and making recommendations to the Board on significant corporate strategic initiatives;
- developing the Company's annual budget and managing day-to-day operations within the budget approved by the Board;
- maintaining effective risk management and compliance management frameworks;
- make recommendations to the People Policy Committee in relation to the appointment and the terms of appointment of the Group Executive Committee, developing and maintaining succession plans, and evaluating the performance of key executives;
- keeping the Board and market fully informed about material continuous disclosure; and
- managing the day-to-day operations in accordance with standards for social, ethical and environmental practices.

Further details of the roles and responsibilities of the CEO are outlined in the Board charter, which is available on the Company's website.

The CEO and each senior executive has a written contract with the Company, setting out the terms and conditions of his/her appointment, including remuneration entitlements and performance requirements.

The importance of a clear relationship between management performance and the assessment of remuneration is reflected in our approach to evaluating management performance.

The following process for senior management performance evaluation was completed during the last reporting period:

- the performance evaluation of the CEO was carried out by the chairman, in consultation with the Board; and
- the CEO is primarily responsible for the remuneration and performance evaluation of members of the Group Executive Committee, with oversight from the People Policy Committee and Board.

BOARD STRUCTURE

The Board is composed of a majority of independent non-executive directors who, with the CEO, have an appropriate mix of skills to provide the necessary breadth, depth of knowledge and experience to meet the Board's responsibilities and objectives.

The Nomination Committee reviews potential candidates for Board appointment and assesses retiring directors standing for re-election, considering a number of factors including but not limited to:

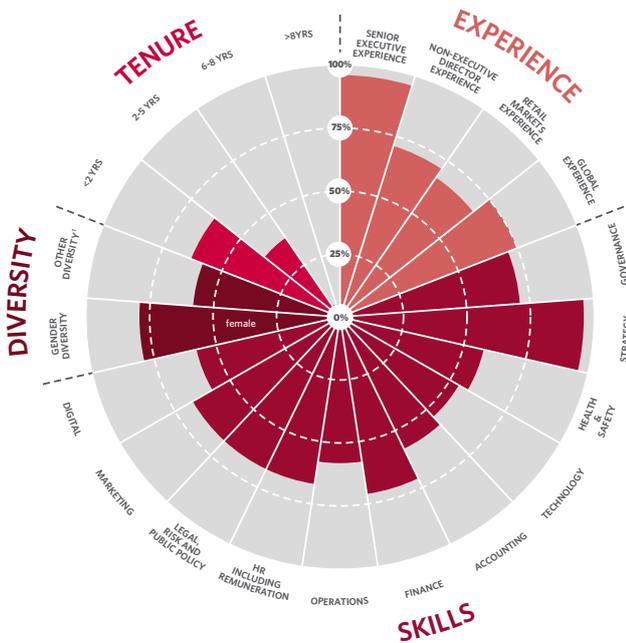
- skills, experience, expertise, personal qualities and attributes that will best complement the skill set and characteristics of existing directors and enhance Board effectiveness;
- diversity (in its broadest sense) of Board composition;
- the capability to devote the necessary time and commitment to the role; and
- potential conflicts of interest and independence.

The Board also undertakes appropriate checks of any potential candidates before a person is appointed by the Board or put forward to shareholders as a candidate for election as a director. In its recommendation to shareholders in relation to the election or re-election of a director, the notice of meeting for an Annual General Meeting (AGM) sets out material information that would be relevant to the shareholder's decision.

Further details of the role, responsibilities and activities of the Nomination Committee are detailed in the charter, located on the Company's website.

Corporate Governance Statement

The Board recognises that having a range of different skills, backgrounds and experience represented among its directors is important to ensuring robust decision-making and the effective governance of the Woolworths Group. The Board's skills currently represented are summarised below:



1 E.G. culture, race and nationality.

DIRECTOR TENURE, ELECTION AND APPOINTMENT

Under the ASX Listing Rules, no director (other than the CEO) may hold office without re-election past the third AGM following their appointment, or three years, whichever is longer. A director appointed as an addition to the Board must not hold office without re-election past the next AGM of the company. The Board Charter specifies the maximum term of service for a non-executive director as the period ending immediately after the ninth AGM following their first election by shareholders.

Where necessary for the orderly management of directors' retirement in accordance with the Board Charter, the Board and the Nomination Committee may determine that the maximum term of service for a particular non-executive director should be a shorter period. Any such determination of the Board will be reflected in its recommendation to shareholders in relation to the re-election of that director.

The Board and the Nomination Committee may also approve a longer term of service for a particular non-executive director where it considers that would benefit the Company.

In circumstances where a person is appointed as chairman while already serving as a non-executive director, it is the Board's expectation that the chairman will serve in that capacity for a period of about five years. Accordingly, the maximum term of service of that person as a non-executive director may need to be extended to a period sufficient to accommodate that expectation.

In accordance with the Company's Constitution and the ASX Listing Rules, at each AGM of the Company, there must be an election of directors.

Eligible directors who retire may offer themselves for re-election by shareholders at the next AGM. Directors are invited to make a short presentation to shareholders at the relevant AGM in support of their candidacy for election or re-election.

Since the last AGM the following persons were appointed to the Board:

- Mr Brad Banducci;
- Ms Holly Kramer;
- Ms Siobhan KcKenna; and
- Ms Kathee Tesija.

Gordon Cairns was appointed as a Director and as Chairman in FY16 and was elected to the Board by shareholders at the 2015 AGM.

Further details of the newly appointed directors' qualifications, skills and experience are provided in the Annual Report.

INDEPENDENCE OF DIRECTORS

The Board only considers directors to be independent where they are independent of management and free of any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the director's capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company and its shareholders generally.

Any director who considers that they may have a conflict of interest or a material personal interest in any matter concerning the Company is required to declare immediately this potential conflict of interest for Board review.

The Board regularly reviews the independence of each non-executive director in light of the relevant information disclosed to the Board.

Corporate Governance Statement

An assessment of the independence of each director was completed during August 2016. All non-executive directors are considered by the Board to be independent, and the length of service of each non-executive director is provided below:

DIRECTOR NAME	QUALIFICATIONS	APPOINTED	LENGTH OF SERVICE	STATUS
GM Cairns	MA (Hons)	01/09/2015	1 year	Independent, non-executive
BL Banducci	MBA, LLB, BComm (Acc)	26/02/2016	7 months	Executive
JR Broadbent	BA (Maths & Economics)	28/01/2011	5.7 years	Independent, non-executive
HS Kramer	BA (Hons), MBA	08/02/2016	7 months	Independent, non-executive
SL McKenna	B.Ec (Hons), MPhil	08/02/2016	7 months	Independent, non-executive
SR Perkins	BComm, LLB (Hons)	01/09/ 2014	2 years	Independent, non-executive
KA Tesija	BSRMM	09/05/2016	4 months	Independent, non-executive
MJ Ullmer	BSc (Maths) (Hons), FCA, SF Fin	30/01/2012	4.7 years	Independent, non-executive
Former Directors				
RG Waters	CPEng, MBus	28/01/2011-01/09/2015 chairman from 22/11/2012-01/09/2015	4.7 years	Independent, non-executive
G O'Brien	Adv. Management Program Harvard	4/04/2011-26/02/2016 CEO 01/10/2011-26/02/2016	5 years	Executive
C Cross	BEd, MSc	30/01/2012-23/11/2015	3.8 years	Independent, non-executive
J Hrdlicka	BA, MBA	10/08/2010-08/02/2016	5.5 years	Independent, non-executive
D Mackay	BBA	30/01/2012-23/10/2015	3.7 years	Independent, non-executive

The CEO, Mr Brad Banducci, is not independent.

The non-executive directors of the Board may meet without the CEO or management being present.

DIRECTORS' INDEPENDENT ADVICE

The directors, the Board and Board Committees are entitled to seek external professional advice, as considered necessary, at the Company's expense. If appropriate, advice may be made available to all directors.

PERFORMANCE EVALUATION

The Chairman is responsible for monitoring the contribution of individual directors. The Chairman of the Board, who is also Chairman of the Nomination Committee, is responsible for the process for evaluating the performance of the directors, Board Committees and the Board as a whole.

The Board engaged an external adviser to review the performance of the Board as a whole, its Committees, individual directors, and the Chairman. The external adviser provided feedback to each director and to the board.

There is also a process of formal performance evaluation of the senior executives that occurs on an annual basis. During the reporting period, the performance of the senior executives was reviewed.

DIRECTOR INDUCTION AND DEVELOPMENT

The Company provides a letter of appointment to all directors, which sets out the Company's expectations, their duties, reporting line (if applicable) the terms and conditions of their appointment, remuneration and forms part of the program of induction for directors.

Directors also participate in informal induction and training programs. The Chief Legal Officer & Company Secretary oversees and reviews the director induction process.

The Chief Legal Officer & Company Secretary supports directors by providing access to information in appropriate form, including procedures to cover additional requests of management and provision of independent professional advice, where requested.

Corporate Governance Statement

COMPANY SECRETARY

Dr Richard Dammerly is the Chief Legal Officer and Company Secretary. All directors have access to the services and advice of the Company Secretary. Details of the skills, experience and expertise of the Company Secretary are set out in the Annual Report.

Richard Dammerly is accountable directly to the Board, through the Chairman, on all matters to do with the proper functioning of the Board and Board Committees.

NOMINATION COMMITTEE

The Nomination Committee's role is to ensure that the Board is comprised of individuals who collectively have a diverse mix of expertise, skills, experience and perspectives, and contribute to the discharge of diligent oversight and effective corporate governance of the Company.

The key activities performed by the Nomination Committee during the reporting period include:

- assisting in the questionnaires and performance evaluation of non-executive directors; and
- Board succession planning.

The directors do not receive additional fees for their role on the Nomination Committee.

MEMBERSHIP, CHARTER AND RESPONSIBILITIES

The Nomination Committee consists of all non-executive directors whose qualifications and experience are provided in the Annual Report. The Nomination Committee charter provides that the Chair of the Nomination Committee shall be appointed by the Board and shall be an independent non-executive director. Mr Gordon Cairns, the Chairman of the Board is currently the Chairman of the Nomination Committee.

The attendance of individual members and number of meetings of the Nomination Committee in the reporting period are set out in the Annual Report.

The key roles and responsibilities of the Nomination Committee are outlined in the Charter, which is available on the Company's website.

AUDIT, RISK MANAGEMENT AND COMPLIANCE COMMITTEE

The Audit, Risk Management and Compliance Committee's (ARMCC) role is to provide advice and assistance to the Board in relation to the governance framework of the Company, including in relation to its risk management and internal control systems, compliance policies and systems, accounting policies and practices, internal and external audit functions, as well as the financial reporting of the Woolworths Group.

AUTHORITY

The ARMCC:

- will have unrestricted access to the Woolworths Group's senior management and Company records as required;
- is authorised to meet with external or internal auditors without any other member of management being present, as the ARMCC deems appropriate; and
- is authorised to obtain any independent legal or other professional advice that it considers necessary to execute its functions.

MEMBERSHIP, CHARTER AND RESPONSIBILITIES

The ARMCC must comprise a minimum of three directors all of whom are non-executive directors and a majority are assessed by the Board as independent. The Chairman of the ARMCC must be an independent non-executive director who is not the Chairman of the Board.

All members of the ARMCC are required to have appropriate business expertise and be financially literate. At least one member is required to have relevant financial qualifications and experience, as determined by the Board.

The ARMCC met six times during the reporting period and details of the qualifications, skills and experience and attendance of individual members at meetings of the ARMCC are set out in the Annual Report.

The responsibilities, objectives, composition and operation of the ARMCC are set out in the ARMCC Charter which is available on the Company's website.

AUDITOR APPOINTMENT AND SUPERVISION

The ARMCC has responsibilities in relation to the appointment, co-ordination and supervision of the external auditor and internal audit. The ARMCC Charter sets out the framework in relation to its risk management and internal control systems, compliance policies and systems, structure, accounting policies and practices, internal and external audit functions, as well as the financial reporting.

Deloitte Touche Tohmatsu is the Company's external auditor. The ARMCC makes recommendations to the Board as to 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.

The ARMCC has not set any nominal "cap" on the level of non-audit services to be performed by the external auditor, as it considers that this may restrict the ability of the Company to access the best advisers for the particular task. The Board re-appointed Deloitte Touche Tohmatsu as external auditor in 2016.

Corporate Governance Statement

The lead audit partner is required to rotate every five years. Mr Greg Couttas was the lead audit partner for Deloitte Touche Tohmatsu for FY16 and was appointed in FY15.

Deloitte Touche Tohmatsu has provided the required independence declaration to the Board for the financial year ended 26 June 2016. The independence declaration forms part of the directors' report and is provided in the Annual Report.

The Company does not invite any ex-Woolworths Group audit partners to be appointed as directors, and any who may be proposed for appointment in a management position, will be subject to Board approval.

The external auditor attends AGMs and is available to answer questions from shareholders. Details of the non-audit services provided by the external auditor over the reporting period are included in the Financial Statements located in the Annual Report.

Further details regarding the responsibilities of the ARMCC are set out in the ARMCC charter which is available on the Company's website.

INTERNAL AUDIT

Woolworths Group has an internal audit function (Group Internal Audit) that is managed by and within the Group Risk and Assurance team. 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 of the Woolworths Group. It does so through:

- performing audits in accordance with an Internal Audit Plan. The Plan is formulated by Group Risk and Assurance using a risk-based approach and approved annually by the ARMCC;
- having direct access, and being accountable, to the Board through the ARMCC, with the ability to communicate to it without management present;
- regular reporting to the ARMCC on the results of its audits.

Each year, the ARMCC reviews and approves the Internal Audit Charter, which details the internal audit function's purpose, authority and responsibilities, and reviews the performance of Group Internal Audit against Plan and Charter.

RISK MANAGEMENT FRAMEWORK AND POLICY

The Woolworths Group is a complex business and is exposed to a range of strategic, financial, operational and sustainability related risks that are inherent in operating, within Australia and New Zealand, retail and online businesses including food, liquor, petrol, general merchandise as well as hotel liquor, dining and gaming operations.

A more detailed coverage of material business risks is provided in the Annual Report.

Woolworths has a sound system of risk management and internal control which, together with the governance structure, is designed to ensure that the material risks of conducting business are effectively managed.

The Risk Management Framework has regard to relevant regulations, standards and guidelines including the ASX Principles and the Australian/new Zealand standard AS/NZS ISO 31000:2009 *Risk Management - Principles and guidelines*.

The Risk Management Policy was reviewed in FY16 by management and formally approved by the ARMCC. The policy reflects the overall philosophy of the Company's approach to risk management, and the roles and responsibilities for risk management within the Company.

The Enterprise Risk Management Framework is reviewed annually. This Framework details the approach for managing risk based on a clear set of minimum standards aligned to good practice and governance for risk based on the three lines of defence model with clear accountabilities articulated for the Board, Group Executive Committee and trading businesses (see below for further details).

Risk management at the Woolworths Group is a coordinated and disclosed approach for:

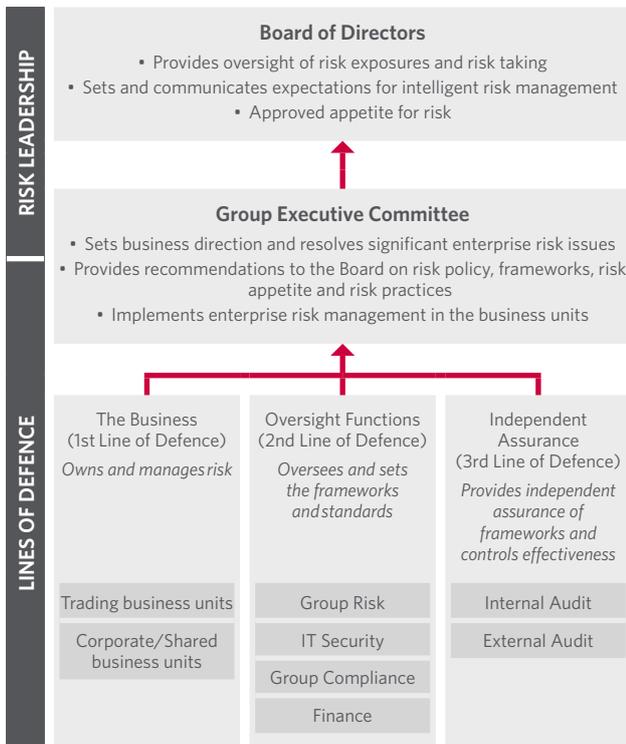
- identification, assessment and management of risks impacting the success of strategic objectives and operating plans;
- provision of forward looking risk performance measurement to monitor and act on risk indicators;
- continually raising risk awareness in the business to consider risk and its impact on business; and
- considering risk in key business forums and decisions, and as part of business governance.

Corporate Governance Statement

RISK MANAGEMENT OVERSIGHT

A principal aim of the Company's risk management governance structure and internal controls systems is to identify, evaluate and manage business risks, with a view of enhancing the value of shareholders' investments and safeguarding assets. Overall risk management oversight responsibilities under the enterprise risk management Framework and Risk Management Policy are divided between the Board, ARMCC, Sustainability Committee and management. The Risk Management Policy outlines the roles and responsibilities of each of these functions in identifying and assessing risk, and is available on the Company's website.

The diagram below sets out a high level description of how risk governance operates at the Woolworths Group together with key responsibilities of the Board, the Group Executive Committee, Group Risk, Internal Audit and the business units and incorporates the three lines of defence model for how risk is managed at the Woolworths Group.



The Risk Management Policy is a statement of the overall approach to risk management for the Company and outlines the key principles to guide informed risk-taking and the key responsibilities for risk management.

ASSURANCES BY MANAGEMENT

The Board has received assurance from the CEO and CFO, in accordance with applicable regulatory requirements, stating that, in their opinion and in all material respects:

- the financial records of the Company for the financial year have been properly maintained;
- the Financial Statements, and the notes to the Financial Statements, for the financial year comply with the relevant accounting standards;
- the Financial Statements, and the notes to the Financial Statements, for the financial year give a true and fair view of the financial position and performance of the Company and the group; and
- the assurances given above and the integrity of the Company's Financial Statements is founded on sound systems of risk management and compliance and internal control which implements, in all material respects, the policies adopted by the Board.

The Board's role in the assurances includes:

- determining the scope of risk management, compliance and internal control to be covered by the CEO/CFO assurance;
- confirming the internal control benchmark criteria – the Company considers the criteria contained in the Committee of Sponsoring Organisations (COSO) Internal controls framework upon which an assessment of the effectiveness of internal controls will be based; and satisfying itself that the process underlying assurance is appropriate and that the CEO and CFO are justified in providing their assurance.

PEOPLE POLICY COMMITTEE

The People Policy Committee's role is to provide advice and assistance to the Board in relation to people management and compensation policies for the Woolworths Group to ensure that:

- appropriate human talent is available, either through development or recruitment, and is motivated and supported to pursue the growth and success of the Woolworths Group in alignment with the Company's values and culture;
- human capital considerations are central to, and integrated into, the Woolworths Group's business strategy and objectives;
- the Company can attract and retain employees who will create sustainable value for stakeholders;
- employees are equitably and responsibly rewarded, having regard to the performance of the Woolworths Group, individual performance and statutory and regulatory requirements, reflecting the Company's culture and values; and
- appropriate performance management, succession planning and development activities and programs are maintained in support of high performance culture.

Corporate Governance Statement

MEMBERSHIP, CHARTER AND RESPONSIBILITIES

The People Policy Committee must be comprised of a minimum of three directors with the majority independent directors as assessed by the Board. The Chairman of the People Policy Committee must be an independent director, appointed by the Board and must not be the Chairman of the Board.

The attendance of individual members and number of meetings of the People Policy Committee are set out in the Annual Report.

Further details on the role, responsibilities, objectives, authority, composition and operation of the People Policy Committee are set out in the People Policy Committee Charter which is available on the Company's Website.

REMUNERATION REPORT

Details of the remuneration paid to directors and key management personnel are set out in the Remuneration Report which forms part of the Directors' Report, located in the Annual Report.

The Company's remuneration philosophy, structure – including fixed and variable remuneration and quantum – are also detailed in the Remuneration Report. The Remuneration Report further outlines the policies and practices regarding the remuneration of non-executive directors and key management personnel.

SUSTAINABILITY COMMITTEE

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

Sustainability encompasses how the Woolworths Group 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 the Woolworths Group's reputation as one of Australasia's leading companies.

On an annual basis the company produces a corporate responsibility report which is available on the Company's website.

MEMBERSHIP, CHARTER AND RESPONSIBILITIES

The Sustainability Committee must be comprised of a minimum of three directors, with the majority independent directors as assessed by the Board. The Chairman of the Committee must be an independent director and will not be Chairman of the Board.

The attendance of individual members and number of meetings of the Sustainability Committee are set out in the Annual Report.

The key roles and responsibilities of the Sustainability Committee are outlined in its Charter, which is available on the Company's website.

CODE OF CONDUCT

The Code of Conduct applies to all directors, senior executives and employees, and sets out, amongst other things, the standards in accordance with which they are expected to act. The Code of Conduct confirms expected standards of honesty, integrity and fair dealing by all employees in their interaction with customers, suppliers, the community, competitors and each other in the performance of their duties and responsibilities.

In addition to the Code of Conduct, there are a range of activities and compliance programs across the Company designed to promote and encourage the responsibility and accountability of individuals for reporting unethical practices.

The Code of Conduct is available on the Company's website.

POLICY ON TRADING IN COMPANY SECURITIES

The Company has adopted a Securities Trading Policy which regulates dealings with the Company's securities by all Woolworths Group people.

The Securities Trading Policy requires Woolworths Group People to act in accordance with strict guidelines which prohibit trading in the Company's securities during Blackout periods. Additional restrictions apply to directors, CEO, CEO direct reports and their direct reports.

The Securities Trading Policy has a broad prohibition on hedging of unvested Woolworths Group securities as well as on vested Woolworths Group securities that are subject to disposal restrictions.

CONTINUOUS DISCLOSURE

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

The Company's Continuous Disclosure Policy aims to:

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

The Continuous Disclosure Policy is reviewed periodically. The Continuous Disclosure Policy is available on the Company's website.

SHAREHOLDER ENGAGEMENT

The Woolworths Group seeks to ensure that shareholders are informed of all material matters affecting the Company.

The Company communicates information regularly to shareholders and other stakeholders through a range of forums and publications, as outlined in our Shareholder Communications Policy which is available on the Company's website.

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The online Investor Centre is an important method of communicating with the Company's shareholders. The Investor Centre is available on the Company's website under the "Invest In Us" section. The website includes shareholder information including the Company's published reports, share price updates, dividend history, presentations and webcasts, shareholder meeting details and material ASX announcements. Shareholders may contact Woolworths through the Investor Centre.

The key activities of the Company's Shareholder Engagement include:

- the Annual General Meeting, generally held in November;
- the release of the Annual Report,
- regular releases of financial information, including half and full-year financial results;
- collective briefings, including "Investor Days";
- individual briefings, where the Company engages directly with analysts, investors, proxy advisors and the media on a one-on-one basis; and
- the website, which contains up-to-date information about the Company including operations of the Group, its Board, management and corporate governance structure, ASX announcements, the share price, dividend history and other information.

DIVERSITY AT WOOLWORTHS

A diverse and inclusive culture is essential to the success of the Woolworths Group. Diversity and inclusion are core considerations in ensuring that the Board and the Board Committees have the right balance of skills, experience, independence and knowledge necessary to discharge their responsibilities. It is also critical to ensuring the Board oversees the Company effectively on behalf of shareholders. The Woolworths Group values diversity (in its broadest sense) and aims to create a vibrant and inclusive workforce which is reflective of the communities in which we operate.

Below is a summary of the Woolworths Group's workplace profile, key representation metrics and a summary of key initiatives that were implemented during the reporting year pursuant to the Company's Diversity Policy. The Company's measurable diversity objectives for FY17 are also stated. The Diversity Policy is available on the Company's Website.

GENDER BALANCE AT THE WOOLWORTHS GROUP

The current Woolworths Group workplace profile indicates:

- Approximately 53.5% of our workforce are women;
- Approximately 39% of management roles, including store management, are held by women and the Company is committed to building and increasing a pipeline of women managers;
- Approximately 41% of our workforce works part time and 29% work casually; and
- 50% of the Woolworths Board are women.

The Company's most recent report under the Workplace Gender Equality Act, outlining a detailed breakdown of employment positions based on gender and seniority, is available on the Company's website.

2016 WOOLWORTHS' WORKPLACE PROFILE JANUARY 1ST 2016

	FEMALES AS PERCENTAGE OF TOTAL EMPLOYEES ¹
Board	50%
Executives ²	30%
Senior Managers	28%
Managers	39%
Total Women in Management	39%
Non-management	55%

1 Other than the Board, as at 1 January 2016 (excludes New Zealand and other overseas entities).

2 Defined by WGEA guidelines as key management personnel and other executives/general managers.

In keeping with the commitment outlined in the Company's Reconciliation Action Plan, the Woolworths Group continues to focus on closing the gap between Indigenous and non-Indigenous Australians through employment strategies. For example, the Company has signed-up to the federal government's Employment Parity Initiative, committing to 1,600 additional Indigenous team members over the next three years. In addition, the Woolworths Group continues to work with an external partner to provide pre-employment programs across Australia, ensuring that there is real access and jobs for Indigenous Australians. We also support Indigenous business through membership of Supply Nation.

The Woolworths Group continues to work with disability employment services to promote access to employment for people with a disability. The Company is committed to maintaining its status as a recognised employer for people with a disability.

PAY EQUITY

The Woolworths Group undertakes an analysis of pay levels by gender, identifies any differentials, and takes appropriate steps to address these differentials. Periodic reviews of the Company's performance and remuneration outcomes ensure balance and parity, with performance assessments (which drive remuneration outcomes) being equitably applied between males and females. Woolworths has committed to ensure a zero differential in gender pay for like-for-like roles over time.

LOOKING BACK FY16 MEASURABLE OBJECTIVES

The table below sets out the Woolworths Group's diversity objectives, the initiatives taken throughout FY16 to achieve them and relevant outcomes.

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OBJECTIVE	INITIATIVES AND OUTCOMES
<p>Continue to increase the current percentage of executive leadership roles (direct reports to the CEO and their direct reports at the next three levels) occupied by women.</p>	<ul style="list-style-type: none"> • Diversity and Inclusion Strategy recast with Senior Leadership sponsorship and targets out to 2020 refreshed • The Chairman and CEO of the Company are both members of the male Champions of Change group. This group brings together some of Australia's most influential and diverse male CEOs and Chairpersons with a view to using their individual and collective influence and commitment to ensure the issue of women's representation in leadership is elevated on the national business agenda. The Company has made a commitment to lead on gender reporting
<p>Continue to create programs that prepare women to take on senior roles within the business, both in operational and specialist support areas, specifically introducing a formal mentoring program to develop female leaders across operations. In addition, continue to provide access to development and leadership courses aiming for 50/50 gender representation</p>	<ul style="list-style-type: none"> • The Woolworths Group ran its accelerated development program for senior management across the business, with a 50:50 gender split. All women involved in this program had a dedicated mentor and external coach • Piloted the "My mentor program" for 40 women across the business, from a range of disciplines including operations and support • Entered into a partnership with Macquarie Graduate School of Management to fully-fund selected high potential women to complete an MBA (WiMBA program). Four women have already commenced the program, with commitment for a further 12 to follow over the next three years
<p>Increase access to flexible work practices and formally launch the flexibility guideline, toolkit and training to the whole organisation</p>	<ul style="list-style-type: none"> • Commenced flexibility trial in stores, including job-share pilot for two store managers, as well as job-sharing for selected department managers • Numerous flexibility initiatives have been trialled and implemented across the support office environment, with further work being done to formalise policies and practices
<p>As part of the Company's ongoing commitment to the reconciliation process, continue to assist Indigenous Australians to access employment and business opportunities throughout the Woolworths Group, re-affirming our commitment to reconciliation by updating our RAP (Reconciliation Action Plan), continuing to focus on empowerment opportunities through employment and supplier opportunities</p>	<ul style="list-style-type: none"> • Participating in the federal government's Employment Parity Initiative, where the Woolworths Group will recruit 1,600 additional Indigenous team members over the next three years • Endeavour Drinks Group has continued its commitment to Jawun, a not-for-profit organisation supporting Indigenous communities by providing skilled corporate secondees to assist where help is needed. In the past year, four employees have been seconded to Indigenous communities. Additionally, three senior leaders of the Company have visited Indigenous communities through executive programs. The Company is looking to expand this program across the Woolworths Group • The Company continues to work with Supply Nation committing to support Indigenous suppliers
<p>Continue to provide people with a disability employment opportunities and career advancement</p>	<ul style="list-style-type: none"> • The Woolworths Group has continued to provide employment opportunities for people with a disability • The Company is a member of Australian Network on Disability (AND) - a disability organisation that represents corporate organisations in supporting disability employment. The Company holds gold membership of AND and is represented on the Board of AND. The Woolworths Group will work with AND to build its disability action plan with a view to significantly increase work opportunities for people with a disability
<p>Continue to recognise and celebrate our multicultural diversity and grow our workforce to reflect the diversity of our customers</p>	<ul style="list-style-type: none"> • Extensive work was undertaken in Dan Murphy's to understand its customer base with respect to community diversity to ensure store team members reflect the communities they are serving • The Company utilised ABS statistics of community demographics when recruiting team members for Masters stores • In recognising and celebrating our diversity, the Woolworths Group continues to notify employees through the internal website and through Google+ (a social networking tool) of cultural events and activities in which our teams have participated. Examples include Harmony Day and NAIDOC Week

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OBJECTIVE	INITIATIVES AND OUTCOMES
Continue to develop our mature aged workforce (45 years plus). Continue to ensure that mature aged people (both current and future employees) have access to employment and ongoing job opportunities	<ul style="list-style-type: none"> • The Woolworths Group continues to provide employment opportunities for mature age workers with 23% of our workforce aged 45 years+ and 9.5% aged 55 years+ • The Woolworths Group is proud of its long serving workforce with now 10,000 members of the 25 Year Club

LOOKING FORWARD: FY17 MEASURABLE OBJECTIVES

The Woolworths Group is committed to improving diversity across our business. It is critical for the businesses to have a team that mirrors the Australian community. To achieve this, the Woolworths Group has developed a diversity strategy around four key pillars, under which there are several measurable objectives and commitments to be delivered by 2020. The objectives that the Woolworths Group are focused on for FY17 are:

- Gender – Creating an environment that recognises equally female and male talent
 - At least 40% of executive or management positions to be held by women by 2020 (increase from ~30% in 2016). To achieve this, in FY17, Woolworths aims to increase representation of women in executive or management positions to at least 32%
 - Continue to eliminate the salary wage gap between male and female employees of equivalent positions on a per-hour rate at all levels of the Company
- Cultural – Building a workforce that mirrors our customer base
 - Commence rollout of unconscious bias training to staff responsible for hiring new team members – by 2020, target 100% of these team members have completed the training
 - Continue to focus on driving cultural diversity, with a commitment that by 2020 the Woolworths Group team will truly reflect the communities we serve
- Indigenous – Integrating Indigenous people into the workforce
 - Continue to run the Employment Parity Initiative, with a specific target of 480 additional Indigenous team members actively employed at the Woolworths Group by the end of FY17 (to contribute to our three-year commitment of 1,600 additional Indigenous team members)
 - Develop an Indigenous graduate program to equal our federal government Employment Parity contract
- Inclusive work practices – Enabling all our people to achieve their full potential
 - Actively focus on reducing all categories of reported bullying and discrimination in the workplace
 - Commence assessment process of employer status in AWEI (Australian Workplace Equality Index), with a view to achieving Gold Tier before 2020

BOARD APPROVAL

This Corporate Governance Statement has been approved by the Board of Woolworths Limited. This Corporate Governance Statement is correct as at 9 September 2016.