

Nomination Committee Charter

Woolworths Limited

Adopted by the Board on **29 July 2010**

Woolworths Limited

Nomination Committee Charter

1 Introduction

This Charter sets out the responsibilities of the Nomination Committee of the Board of Woolworths Limited.

This Charter is to be reviewed by the Committee as required and at least annually.

2 Responsibilities

The responsibilities of the Committee are as follows:

- (a) Review and recommend to the Board the size and composition of the Board, including:
 - assessment of necessary and desirable competencies, experience and attributes of Board members;
 - strategies to address Board diversity; and
 - Board succession plans and the succession of the Chair.
- (b) Assist the Board as required to identify individuals who are qualified to become Board members (including in respect of executive Directors), in accordance with the criteria set by the Board and the policy outlined in the next section below.
- (c) Review and recommend to the Board the membership of the Board, including recommendations for the appointment and re-election of Directors, and where necessary propose candidates for consideration by the Board, subject to the principle that a Committee member must not be involved in making recommendations to the Board in respect of themselves.
- (d) Assist the Board and the Chair of the Board as required in evaluating the performance of the Board, its Committees and individual Directors against appropriate measures.
- (e) Assist the Board as required in developing and implementing plans for identifying, assessing and enhancing Director competencies.
- (f) Review and make recommendations in relation to any corporate governance issues as requested by the Board from time to time.
- (g) Review the Board Charter on a periodic basis, and recommend any amendments for Board consideration.
- (h) Review the time expected to be devoted by Non-executive Directors in relation to the Company's affairs.
- (i) Ensure that an effective induction process is in place and regularly review its effectiveness.

Woolworths Limited

Nomination Committee Charter

3 Policy and procedure for selection and appointment of new Directors

- (a) Factors to be considered when reviewing a potential candidate for Board appointment include without limitation:
- the skills, experience, expertise and personal qualities and attributes that will best complement Board effectiveness;
 - the diversity of Board composition;
 - the capability of the candidate to devote the necessary time and commitment to the role;
 - potential conflicts of interest, and independence.
- (b) Detailed background information in relation to a potential candidate should be provided to all Directors.
- (c) The identification of potential Director candidates may be assisted by the use of external search organisations as appropriate.
- (d) An offer of a Board appointment must be made by the Chair only after having consulted all Directors, with any recommendations from the Committee having been circulated to all Directors.
- (e) All new Board appointments should be confirmed by letter in the standard format as approved by the Board or the Committee from time to time.

4 Structure and Composition

4.1 Composition of the Committee

The Committee shall be comprised of the Non-executive Directors. A majority of the Committee must be independent Non-executive Directors.

The Board is responsible for the appointment of members to the Committee, for setting the term of member appointments and for the revocation of any such appointments.

4.2 Chair of the Committee

The Chair of the Committee shall be appointed by the Board and shall be an independent Non-executive Director. Should the Chair of the Committee be absent from a meeting, the members of the Committee shall choose one of their number to be Chair of the Committee for the meeting.

The Chair of the Committee shall report to the Board after each meeting covering key issues discussed at each meeting. The minutes of the meetings shall be circulated to all members of the Board.

Woolworths Limited

Nomination Committee Charter

4.3 Meetings

The Committee shall meet as frequently as required, but not less than four times per year.

4.4 Secretary

The Company Secretary shall act as secretary to the Committee and shall produce such papers and minutes of the Committee's meetings as are appropriate, in a timely manner.

4.5 Attendance at Meetings

A quorum at a meeting shall be two members.

The Committee may invite any person from time to time to attend meetings of the Committee.

4.6 Authority of the Committee

The Committee has the authority to:

- a) obtain independent professional or other advice in the fulfilment of its duties at the cost of the Company (subject to prior consultation with the Chair of the Board); and
- b) obtain such resources and information from the Company in the fulfilment of its duties as it may reasonably require.

4.7 Review of Committee Performance

The Committee will annually revisit its objectives and duties and evaluate the effectiveness of its performance.