
WOOLWORTHS LIMITED



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WOOLWORTHS LIMITED



See the Woolworths Limited
Annual Report 2013
Online or printed.

Download the online
version of the Corporate
Responsibility Report 2013

www.woolworthslimited.com.au

SCOPE OF REPORT

Unless otherwise stated, this report covers all of our operations in Australia and New Zealand for the 2013 Financial Year (1 July 2012 to 30 June 2013). With the divestment of Dick Smith (in Australia and New Zealand) and the Cromia joint venture in India during the reporting period, these businesses are excluded from parts of this report. The energy use and carbon emissions related to Dick Smith are included for the time that we had operational control of the business. Data for global sourcing offices in Hong Kong, China and Bangladesh is only included in the Building the Best Retail Team section (excluding Safety). With only 25% ownership and no operational control of Gage Road Brewery, there is no information reported for this business.

**WOOLWORTHS LIMITED
2013 GLOBAL LEADER
IN THE DOW JONES
SUSTAINABILITY
INDICES FOR FOOD AND
STAPLES RETAILING
INDUSTRY GROUP**

MEMBER OF

**Dow Jones
Sustainability Indices**

In Collaboration with RobecoSAM 

Woolworths Limited is the first Australian retailer to be recognised as an industry group leader in the Dow Jones Sustainability Indices. Launched in 1999, the indices serve as benchmarks for investors who integrate sustainability considerations into their portfolios.



Our
Corporate Responsibility
BALANCE SHEET

**CONTRIBUTION
TO ECONOMY**

TOTAL EMPLOYMENT

197,711  

NEW JOBS ADDED AT WOOLWORTHS

7,166  

JOBS CREATED INDIRECTLY
IN AUSTRALIA¹

750,000 

WAGES PAID

\$7.0B 

**CONTRIBUTION
TO COMMUNITY**

TO SUPPORT OUR COMMUNITY
PARTNERS WE INVESTED
THE EQUIVALENT OF

\$63.6M  

STAFF VOLUNTEERING

\$9.2M 

MEALS FROM FOOD DONATIONS

2.4M 

**SERVING
OUR CUSTOMERS**

CUSTOMERS SERVED
ON AVERAGE EVERY WEEK

28.4M 

VALUE FOR MONEY = 2.9%
REDUCTION IN AVERAGE PRICES²

2.9% ↓ 

ITEMS PURCHASED ON PROMOTION

10% ↑

CLEAR NUTRITION LABELLING
OF OWN BRAND FOOD PRODUCTS

100% 

¹ Concept Economics Multipliers, 2009

² Woolworths Limited Full Year Sales - Financial Year 2013 in our Australian supermarkets



BUILDING THE BEST RETAIL TEAM

NEW EMPLOYEES JOINING
WOOLWORTHS EACH DAY

157



INDIGENOUS EMPLOYEES

2,506



INVESTMENT IN TRAINING
OUR TEAM

\$32.2M

REDUCTION IN LOST TIME
INJURY FREQUENCY RATE

10.9% ↓



SOURCING RESPONSIBLY³

48% OF EGGS SOLD IN OUR STORES
WERE CAGE FREE

48%



WE WILL PHASE OUT CAGED EGGS
BY THE END OF 2018

2018



TONNES OF MSC CERTIFIED
SUSTAINABLE FISH AND
SEAFOOD SOLD

4,150^T



ENVIRONMENTAL STEWARDSHIP

ENERGY/CO2 CUMULATIVE
CO2B SAVINGS BY 2015

\$141.7M

WASTE/SHRINKAGE REDUCTION
AND CO2B SAVINGS IN 2013

\$61M



WATER SAVINGS IN 2013

**129 MILLION
LITRES**



REDUCTION ON TRANSPORT
EMISSIONS PER CARTON DELIVERED

20.2% ↓

LOCAL SOURCING

AUSTRALIAN GROWN
FRESH MEAT⁴

100%



AUSTRALIAN GROWN
FRESH FRUIT AND VEGETABLES⁴

96%



NEW ZEALAND GROWN
FRESH CHICKEN, PORK AND LAMB⁵

100%



NEW ZEALAND FISHED
FRESH SEAFOOD⁵

99%



³ Excluding New Zealand

⁴ Sold in our Australian supermarkets
⁵ Sold in our New Zealand supermarkets



CEO'S STATEMENT

At Woolworths, sustainable retailing is at the heart of how we operate. It shapes everything we do, from the products we source to how we serve our customers.

I am immensely proud that in 2013 Woolworths Limited was the first Australian retailer to be named the global leader in the food and staples retailing sector by the Dow Jones Sustainability Index.

This is recognition of the success of our sustainability strategy and I congratulate the team for their efforts.

GROWING JOBS, GROWING ECONOMY

In 2013 Woolworths maintained its track record of creating employment opportunities.

We created more than 7,000 new jobs during the year, bringing our total employee number to 197,711.

On average, 157 people started a new job with us every day, including 95 young people in Australia and New Zealand. We also value the contribution of older workers - in Australia we now employ 2,200 Australians over 65 years of age.

Our growth has positive flow-on effects for the Australian economy more broadly.

In 2013 we paid \$7.0 billion in wages. The flow-on effect from our retail sales and capital expenditure is estimated to support more than 750,000 jobs indirectly and contribute \$111 billion in the Australian economy. We paid more than \$2.2 billion in tax.

CUSTOMER FOCUSED: VALUE FOR MONEY AND HEALTHY CHOICES

We know our customers are concerned about cost of living and are looking for great value every time they shop.

In 2013 we reduced average prices across Woolworths supermarkets by 2.9%.

Healthy food choices are also important to our customers. We are working hard to improve our market leading fresh food offer so it is even more exciting, convenient and affordable. This is part of our promise to our customers as 'Australia's Fresh Food People'.

We have recently announced a partnership between Woolworths and renowned chef and fresh food warrior, Jamie Oliver. This program will inspire our customers to cook and eat more fresh food all year round.



A handwritten signature in black ink, appearing to read 'G O'Brien'.

GRANT O'BRIEN

**MANAGING DIRECTOR
and CHIEF EXECUTIVE OFFICER**

SUPPORTING FARMERS AND LOCAL PRODUCERS

At Woolworths we are committed to supporting the communities in which we operate.

I am proud that 100% of our meat and 96% of our fresh produce is Australian grown. In 2013 we have undertaken several new initiatives to ensure more Australian produce is stocked on our shelves.

As part of our local sourcing strategy we have appointed local sourcing managers in Victoria, Tasmania and South Australia, establishing supply relationship with many local producers.

We commenced sourcing 100% of our Own Brand canned fruit from SPC Ardmona in June this year, and saw a 38% increase in sales in the month following its arrival in our stores.

We have committed \$16.5 million to source 100% of our Select frozen vegetables from Simplot Australia by May 2014. The move is estimated to benefit 155 Australian growers, requiring 650 additional hectares of vegetables to be planted.

We are piloting a direct relationship with dairy farmers to give them a better deal for their product, end-to-end transparency from shed to shelf and a longer-term contract. In September 2013 Farmers' Own milk launched in eight supermarkets across the Manning Valley region in New South Wales.

SOURCING RESPONSIBLY

Woolworths has a comprehensive Ethical Sourcing Policy in place supported by a third party factory audit program. The factory audits look into risk areas such as health and safety, working conditions, and child labour.

We were not sourcing from Rana Plaza and Tazreen factories. However, these tragic events in Bangladesh have underlined to us the importance of our ethical sourcing program. It was also a reminder that some of the supply chain problems are beyond one retailer to solve and a collaborative and multi-stakeholder approach is required.

In October 2013 we became a signatory to The Accord on Bangladesh Fire and Building Safety.

Woolworths is also a signatory to the United Nations Global Compact (UNGC). UNGC signatories embrace a set of core values in the areas of human rights, labour standards, the environment and anti-corruption.

REDUCING OUR COSTS, HELPING THE ENVIRONMENT

Efficient use of resources is good for business and good for the environment. That is why we have invested \$87 million in energy efficiency and low carbon technology since 2009 which will deliver a \$141.7 million saving in operational costs by 2015.

Woolworths' carbon emissions are 570,000 tonnes (or 13.7%) lower in 2013, compared to the levels we projected based on the growth of the business.

MORE TO DO

I am pleased with the progress we have made in 2013. While these achievements are significant - and industry leading - there is always more to do as we strive for excellence in driving positive change across our organisation and in the communities we serve.

GROUP SALES

(FROM CONTINUING OPERATIONS)

6.8%
or
4.8%¹ ↑
(ADJUSTED TO 52 WEEKS)

TOTAL GROUP NPAT

(FROM CONTINUING OPERATIONS AND BEFORE SIGNIFICANT ITEMS)²

24.4% ↑
8.0%
or
6.1%¹ ↑
(ADJUSTED TO 52 WEEKS)

GROUP SALES

(FROM CONTINUING OPERATIONS)

\$58.5B

TOTAL GROUP NPAT

(FROM CONTINUING OPERATIONS AND BEFORE SIGNIFICANT ITEMS)²

\$2,259.4M \$2,353.9M

¹ Full year sales and NPAT growth has been adjusted to remove the 53rd week in the 2013 Financial Year

² Refer to page 41 of the Annual Report for more information relating to significant items

EMPLOYMENT AND JOBS

Since opening our first store in 1924 Woolworths has had an unrivalled track record of employing and training hard-working Australians.

In Australia, we employ close to 180,000 people, 1.5% of the Australian workforce. That is more people than could fill the Melbourne Cricket Ground, Sydney Cricket Ground and the Western Australia Cricket Association (WACA) Ground!

In New Zealand, we employ more than 18,000 people or 1% of the New Zealand workforce.

FACT

197,711

TOTAL EMPLOYEES IN 2013

Amongst the 157 new employees starting with us each day, we have 95 young people¹ in Australia and New Zealand, taking on apprenticeships, graduates fresh from university and students working after school for more pocket money.

Giving young people their first start is a proud Woolworths' tradition. These young people often go onto wonderful careers from movie stars to medicine, from butchers to business leaders.

And last year we welcomed more than 100 people over the age of 65 into our team. We value the contribution the 2,200 senior Australians we employ make to our workforce.

Our employment track record helps grow the national economy. In 2013, Woolworths paid more than \$7.0 billion in wages. Through sales and capital expenditure it is estimated we create more than 750,000 indirect jobs and contribute more than \$111 billion to the Australian economy.

For almost 90 years Woolworths has been giving young Australians their first start. Our employment track record is just one way we support our customers and their communities

FACT

EVERY DAY

157

PEOPLE FROM ALL WALKS OF LIFE START A CAREER WITH WOOLWORTHS



¹ Younger than 25 years old

VALUING
EXPERIENCE



OPPORTUNITIES
FOR YOUNG
PEOPLE

Brian Rhodes, 69

PLUMBING SPECIALIST,
RUTHERFORD MASTERS
HOME IMPROVEMENT,
NEW SOUTH WALES

I like working with people and to be given the chance to pass on my expertise to my younger co-workers and customers and get some great feedback and acknowledgement when providing great service.

It's silly not to continue working into your retirement years, based on the physical and mental health benefits of keeping active. I plan to continue to work well into my 70s.

Ramon Maklouf, 23

RETAIL OPERATIONS GRADUATE
WOOLWORTHS AT CAMPSIE,
NEW SOUTH WALES

I started working at Woolies in Granville in 2006 while I was still in school. After completing my university degree, I applied for the Retail Operations Graduate Program in 2013 and I was successful.

I like working for Woolies because they look after their people and have a strong focus on giving back to the community.

I would definitely recommend Woolworths as a career for anyone interested in retail. Woolworths offers a fantastic range of opportunities for people from all backgrounds to develop and grow within the company.

EMPLOYMENT AND JOBS

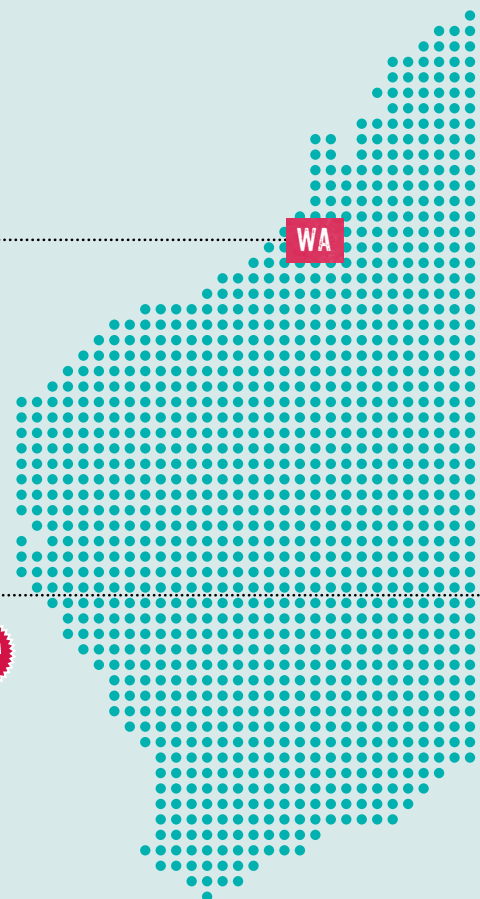
Providing Jobs For AUSTRALIANS & NEW ZEALANDERS

People Employed 2013

Australia	179,444
New Zealand	18,096
Global Sourcing	171
Total	197,711

New Jobs Forecast 2014

Australia	6,280
New Zealand	280
Total	6,560



NT
1,777
TOTAL JOBS IN 2013

NT

QLD

QLD
39,923
TOTAL JOBS IN 2013
1,610
NEW JOBS IN 2014

SA

NSW

NSW
54,920
TOTAL JOBS IN 2013
1,980
NEW JOBS IN 2014

VIC
45,570
TOTAL JOBS IN 2013
1,700
NEW JOBS IN 2014

VIC

ACT

ACT
3,142
TOTAL JOBS IN 2013
130
NEW JOBS IN 2014

TAS

TAS
5,010
TOTAL JOBS IN 2013
135
NEW JOBS IN 2014

NZ

NZ
18,096
TOTAL JOBS IN 2013
280
NEW JOBS IN 2014

VALUE FOR MONEY

FOR OUR CUSTOMERS

We continue our emphasis on delivering value and savings to our customers because we understand their concerns about the cost of living. We help our customers save money with us so they have more to spend on family fun and recreation.

FACT

2.9%



WE REDUCED AVERAGE
PRICES IN OUR AUSTRALIAN
SUPERMARKETS BY 2.9% IN
2013¹

Cost of living is the second most important issue for Australians after healthcare².

We want to help our customers realise their aspirations by helping them save on everyday needs so they can spend more on their childrens' education and fun things like holidays.

Over the past two years, Woolworths has increasingly delivered more value to its customers as they tighten the purse strings, with the proportion of items purchased on promotion up 10% per annum.

More than a third of the items in Woolworths' supermarket trolleys are purchased on promotion.

Price has become the single most important driver of store choice for supermarket shoppers, outranking shopping experience and inspiration.

MAKING LAMB ROAST AFFORDABLE AGAIN

The Aussie lamb roast - it was once as iconic as Vegemite or lamingtons.

Unfortunately, over the last decade, lamb consumption in Australia dropped by more than 25%. The traditional Sunday lamb roast or mid-week lamb chops and gravy were things of the past. For many families, lamb had become a 'special occasion' food at best.

In August 2012, Woolworths slashed the price of the top ten most popular cuts of lamb by up to 30%, in a move that offered customers deep discounts on an often-expensive family favourite, which increased volumes for farmers without affecting sale price.

Lamb sales have increased by 19% since the price was reduced, which equates to a whopping extra six million kilograms of lamb hitting Aussie dinner tables this year.³

¹ Woolworths Limited Full Year Sales -

Financial Year 2013, 53 weeks to 30 June 2013 (page 4) www.woolworthslimited.com.au

² August 2013 - Ipsos Issues Monitor, 39% of Australians say 'Healthcare/Hospitals' is one of the top three issues facing the nation with the next four most important being 'Inflation/Cost of Living' (33%), 'The Economy' (33%), 'Crime' (26%) and 'Unemployment' (24%)

³ Source: Woolworths Customer Insights

MAKING THE
'Aussie Lamb Roast'
 AFFORDABLE AGAIN



THEN

NOW

OVER *the past*
10 YEARS

LAMB CONSUMPTION
 IN AUSTRALIA
 DROPPED BY MORE THAN

25% ↓

Lamb sales have increased by 19% since the price was reduced, which equates to a whopping extra six million kilograms of lamb hitting Aussie dinner tables this year³

IN
AUG 2012

WOOLWORTHS SLASHED THE PRICE OF THE TOP TEN MOST POPULAR CUTS OF LAMB BY UP TO

30% ↓

IN A MOVE THAT OFFERED CUSTOMERS DEEP DISCOUNTS ON AN OFTEN-EXPENSIVE FAMILY FAVOURITE



Cameron Male

LAMB SUPPLIER, WAGGA REGION, NEW SOUTH WALES

We currently supply about 4,000 lambs to Woolworths and next year we hope to increase our stock numbers. Woolies' lamb promotion and forward pricing contracts have given us confidence to expand our feedlot and invest in infrastructure to help us become even more efficient and produce more lamb.

MAKING HEALTHIER CHOICES

EASIER FOR OUR CUSTOMERS

Our research shows that healthy choices are priority for 81% of our customers.¹

We believe it is important to make healthier options easy for our customers by providing and promoting convenient healthier food options at affordable prices. We also provide information to our customers who are increasingly looking to us to help them eat healthily.

Health is strongly linked to diet and lifestyle. National health statistics in Australia suggest that three in five adults and one in four children are overweight or obese.²

FACT

6.8% ↑

FRESH FRUIT AND FRESH VEGETABLES ARE A PRIORITY FOR TODAY'S FAMILIES AND BY OFFERING PRICE PROMOTIONS AND EASY OPTIONS FOR OUR CUSTOMERS WE SAW A 6.8% INCREASE IN SALES VOLUME FROM THE PREVIOUS YEAR

PROMOTING FRUIT AND VEGETABLES

FRESH VEGETABLES MADE EASY

Our Ready to... range of vegetables are pre-washed, freshly cut and ready to bake, roast, steam or stir fry. Preparing deliciously fresh, home-cooked meals has never been easier or quicker.

No hassle, no waste and no washing up!

Voted 'Product of the Year' in 2013.



CHAMPIONING IN-SEASON VEGETABLES

We delivered targeted promotions in winter and spring that were designed to champion the best of in-season vegetables and introduce customers to new vegetables that they may have not tried before. The promotions included in-store cooking demonstrations, recipes and grower stories in our **Fresh Magazine**.

WINNING PARTNERSHIP WITH WARNER BROS

Most parents are familiar with the challenge of making fruit appealing to kids. So, we introduced the Kid Size fruit packs, smaller fruits that kids are more likely to eat and fit in the lunch box. We partnered with Warner Bros and chose their Looney Tunes' most sporty and active characters to feature on packs to make it interesting for kids.

AN INCREASE of **1,356^T**

OF FRUIT SOLD SINCE THE INTRODUCTION OF KID SIZE FRUIT PACKS



¹ Woolworths Macro Health and Wellness Barometer – April 2013; 1,229 customers surveyed
² Australian Institute of Health and Welfare <http://www.aihw.gov.au/overweight-and-obesity/>

HEALTHIER PRODUCTS

REDUCING SALT, SUGAR AND SATURATED FATS

In Australia, we have been working collaboratively with the Federal Government and public health groups to provide healthier choices for consumers. Building on our existing efforts, we have committed to further action in the areas of product reformulation to reduce sodium, saturated fat and sugar; and improve consumer messaging and portion sizing.

In New Zealand, we are working with HeartSafe NZ on Bread, Breakfast Cereal, Processed Meat and Savoury Pie categories.

We continue our work in eliminating artificial colours, flavours, preservatives (including Sodium Benzoate) and MSG from our own brands, where possible.

REDUCED sodium

40%

REDUCED SODIUM IN OUR SELECT CREAMY PUMPKIN SOUP BY 145MG/100G OR 40%.

NUTRITION LABELLING

CLEAR LABELLING ON OUR OWN BRAND FOOD PRODUCTS

We are making healthier choices easier for our customers with clear labelling. The Daily Intake information is clearly labelled on our Own Brand food products that are required to show this information.

Sat Fat	Carbs	Sugars	Fibre	Sodium
0.3g	28.4g	12.9g	5.9g	178mg
0%*1%	0%*9%	0%*14%	0%*20%	0%*8%



ALLERGIES

FOOD ALLERGIES AND INTOLERANCES

Woolworths is a member of the Allergen Collaboration in Australia, a working group designed to increase awareness and communication of food allergens amongst consumers susceptible to allergies and their effective management across all food industry sectors. We use the Voluntary Incidental Trace Allergen Labelling (VITAL) in all pre-packaged Own Brand products, whilst all products packaged in-store have a general allergen statement for ingredients that may be a risk in that area.

OF CUSTOMERS surveyed,

19%

SUFFER FROM FOOD ALLERGIES OR INTOLERANCES – UP FROM 14% WHEN WE LAST MEASURED THIS IN 2010!

EMPLOYEE HEALTH

HEALTH AND WELLNESS PROGRAMS

We proactively encourage our employees to make healthier lifestyle choices through the introduction of our wellbeing program All Good.

All Good aims to support our employees to unlock their potential both in and out of the workplace through health awareness, education and behaviour change. As a holistic program, All Good has a key focus on nutrition, movement and mental health.

The program started with a pilot involving 1,100 Supermarket store managers and support staff. The store managers were offered bio-age testing, with a 96% take-up rate, and were supported with health coaching and activity-tracking programs.

All Good has now been rolled out to all our employees.



All Good launch celebrated by former ironman Guy Leech and 2,061 Woolworths employees setting a new world record for the largest Fitness Circuit Class.

SUPPORTING OUR FARMERS

Our customers have told us they want Woolies to support their local communities and source more local foods.

In January this year, we announced that we will bring more locally produced foods to the shelves of Woolworths' supermarkets across Australia. Our stores are at the heart of many local communities - from our capital cities to our country towns, and we want to support our local suppliers in meeting this need.

We have appointed Local Sourcing Managers in Victoria, South Australia and Tasmania, with recruitment occurring currently for other states. These Managers will work with these suppliers to design a plan that suits their business, whether that's supplying as few as three stores, or as many as 300 stores.

SOURCING LOCALLY

EIGHT NEW BOUTIQUE BRANDS OF JAM

We introduced eight boutique brands of locally produced jams since announcing our Local Sourcing strategy in February 2013 and sold more than 17,000 jars of jam in 157 stores.

These suppliers are located in the Blue Mountains, Hunter Valley and Port Macquarie area of NSW, Scottsdale and Longford in Tasmania, and the Yarra Valley and Daylesford in Victoria.

WE'VE SOLD
more than

17,000
JARS OF
BOUTIQUE
JAM

IN 157 STORES



PROMOTING

ANGUS BEEF IN NEW ZEALAND

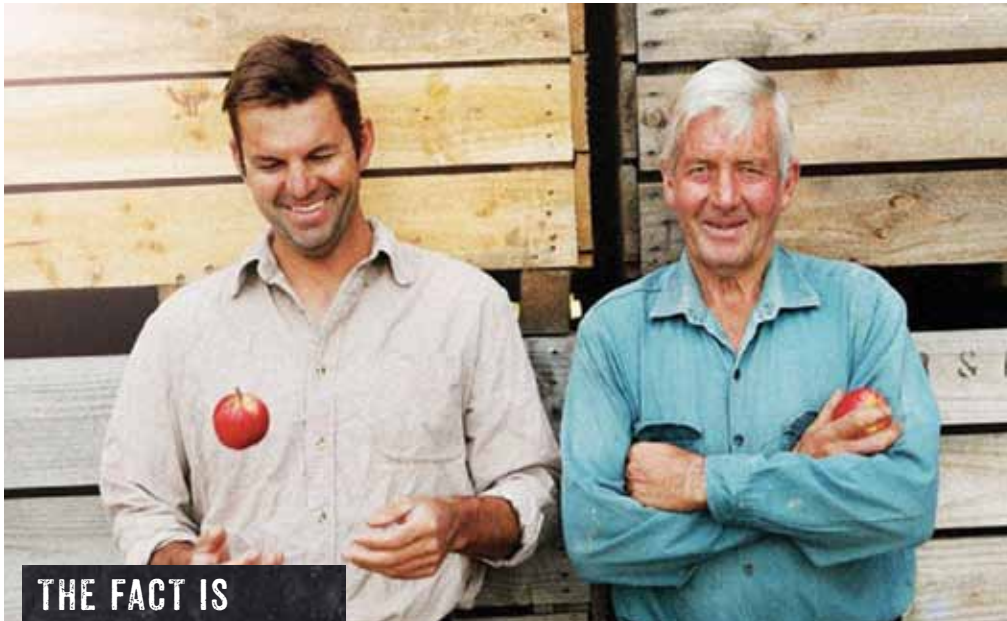
Our Countdown supermarkets in New Zealand worked directly with farmers to develop the Angus beef range on offer in our stores and funded a national television advertising campaign to grow consumer awareness.

NATIONAL TELEVISION
ADVERTISING CAMPAIGN TO
GROW CONSUMER AWARENESS



'Meet the Grower'

CONNECTING CUSTOMERS TO GROWERS



THE FACT IS

96% 

OF FRESH FRUIT AND VEGETABLES SOLD IN OUR AUSTRALIAN SUPERMARKETS IS AUSTRALIAN GROWN

Our customers are telling us that they want greater transparency of where their fresh food comes from. In June this year, we launched 'Meet the Grower', a new consumer awareness initiative that will connect Woolworths customers to some of Australia's fantastic fresh fruit and vegetable growers.

Too often Australian consumers are misinformed about where their fresh food is grown, assuming that many varieties are grown overseas. The fact is that more than 96% of fresh fruit and vegetables sold at our stores is Australian grown.


Our customers can get to know participating growers by scanning a 'Meet the Grower' QR code on the packaging of many of Woolworths' most popular fruit and vegetables.




Scott Montague


VICTORIAN FRUIT SUPPLIER
MONTAGUE FRESH

"We've worked with Woolies for over 45 years and I am proud that my face will now appear on Aussie apples at Woolies."



MEET THE GROWER... 

SCOTT MONTAGUE, VICTORIA
PROUD PARTNER OF WOOLWORTHS FOR OVER 15 YEARS
VISIT WWW.WOOLWORTHS.COM.AU
OR USE OUR SMARTPHONE APP TO SCAN THE CODE



SUPPORTING

OUR FARMERS

WOOLWORTHS FRESH FOOD FUTURE PROGRAM

The aim of our Fresh Food Future program is to contribute to solutions for the challenges facing our agriculture sector, such as the impacts of climate change and attracting talented people to the sector. Since 2007, we have invested more than \$10 million in this program with our trusted partners such as Landcare Australia, Royal Agricultural Society of NSW, Australian Rural Leadership Foundation, Nuffield Australia and many more.

Fresh Food Future draws together a number of initiatives to address two main objectives with the help and guidance of our partners:

GROWING MORE WITH LESS

- Advancing farming innovation, productivity and long-term sustainability.

NURTURING TALENT

- Supporting the next generation of farmers and industry leaders.

Together with Landcare Australia, we have invested \$6.6 million in helping Aussie farmers 'grow more with less' since 2007. More than 190 projects have been funded around Australia with the aim of encouraging innovation and efficiency, reducing input costs, and increasing productivity and long-term sustainability.

MORE WITH LESS

TOGETHER WITH LANDCARE AUSTRALIA, we have invested

\$6.6M

IN HELPING AUSSIE FARMERS 'GROW MORE WITH LESS' SINCE 2007



Landcare Australia

Kalano Farm, located at Katherine in the Northern Territory, is part of the Aboriginal-controlled Kalano Community Association, which provides a wide range of services and commercial opportunities to the communities of Myalli Brumby, Binjari, Rockhole and Geyulkgan, as well as community members living in the Katherine township.

Kalano Farm is the sole commercial tomato operation in the Northern Territory and has supplied Woolworths over recent years with trellis-grown gourmet tomatoes for the fresh produce market. Farm productivity and produce quality were constrained by limited infrastructure and equipment, and the Woolworths Fresh Food Future program contributed to the purchase and installation of a new packing line at Kalano Farm.

THE NEXT GENERATION OF LEADERS



Richard Quigley

HORIZON STUDENTSHIP PROGRAM

Horizon Studentship is an initiative of the Rural Industries Research and Development Corporation. We offer financial support and a senior Woolworths executive as a mentor who can provide valuable career advice.

\$10,000



Jason Size

2013 NUFFIELD SCHOLARSHIPS

Nuffield Scholarships give Australian farmers the opportunity to study farming practices in New Zealand, Europe, Asia and the Americas and those countries best suited to the scholar's area of study.

\$50,000



Brightest Young People

2013 WOOLWORTHS AGRICULTURAL BUSINESS SCHOLARSHIP PROGRAM

Every year, a group of 25-30 Australian and New Zealand agriculture's best and brightest young people attend the Woolworths Agricultural Business Scholarship program.

This 12-day program offers participants experience of the entire supply chain from farm to customer and an insider's view of Woolworths.

\$136,000

 31 PARTICIPANTS IN 2012

AUSTRALIAN

AUSTRALIAN GROWN AND MADE

Fresh
Our Supermarkets offer customers a large range of Australian grown and produced products:

100% 

OF FRESH MEAT

96% 

OF FRESH FRUIT AND VEGETABLES

96% 

OF BAKERY

61% 


OF FRESH SEAFOOD
(UP FROM 59%)¹



OWN BRAND

OWN BRAND GROCERIES

By sales, 74% of Woolworths Own Brand products are made in Australia, including:

95% 

IN MACRO

67% 

IN SELECT

72% 

IN HOMEBRAND



NEW ZEALAND

NEW ZEALAND GROWN AND MADE

Our Countdown stores offer a wide range of New Zealand grown and produced products:

100% 

OF FRESH CHICKEN, PORK AND LAMB

98% 

OF FRESH BEEF

68% 

OF FRESH FRUIT AND VEGETABLES

99% 

OF FRESH SEAFOOD



GROCERIES

BRANDED AND OWN BRAND – % STOCK KEEPING UNITS (SKU)



Homebrand	1.6%
Select	3.6%
Macro	1.0%
Gold	<0.1%
Branded	93.8%

GROCERIES

BRANDED AND OWN BRAND – % SALES



Homebrand	6.4%
Select	6.2%
Macro	2.3%
Gold	<0.1%
Branded	85%

REDUCING FOOD WASTE

WASTE NOT, WANT NOT...

Woolworths is a responsible retailer of food and we provide a return to our shareholders through the selling of food, not throwing it away.

We are concerned that when food is wasted, whether during production, transport, retail or at home, the resources put into producing that food are also wasted. Research shows that more than 4.2 million tonnes of food are disposed to landfill each year, and whilst food retailing accounts for 179,000 tonnes, 2.7 million tonnes come from Australian households.¹

FACT

9,340^T

OF UNSOLD FOOD
DIVERTED FROM LANDFILL

FACT

\$61^M

SAVINGS IN COBB IN 2013

¹ 'The role of packaging in minimising food waste in the supply chain of the future.' Prepared for CHEP Australia, by the Centre for Design, RMIT University

AVOIDANCE

We sell as much of the food that is delivered to stores as is possible. Fine-tuned ordering systems, stock rotation and discounting of food that is nearing its best before date or is blemished are all processes that we use to maximise sales and reduce waste.

Through improved promotional planning, training and awareness and increasing clearance rates, we have saved \$61 million in costs in 2013.

KISSED BY NATURE

More frequent extreme weather conditions like droughts, floods and heatwaves often leave farmers with produce that is smaller and blemished. The produce may not look perfect but is perfectly good to eat. To help our farmers sell their 'kissed by nature' produce, we provide value packs for customers or use the produce in pre-prepared salad and vegetable packs.



FOOD RESCUE

If food cannot be sold, but is still fit for consumption, we donate it to a food relief organisation that turns the food into meals for people in need. Almost 600 supermarkets provide food to Foodbank, FareShare, SecondBite, OzHarvest and many other local food relief partners, whilst the Countdown Food Rescue program in our New Zealand supermarkets also continues to expand.



Marcus Godinho

CEO OF FARESHARE VIC

"Over the last 12 months we have collected 215,000 kilos of food from more than 100 Woolies stores. Each week, more than 400 of our volunteers are cooking 20,000 meals in our kitchen - for hundreds of Victorian charities."

FARMERS PROGRAMS

Food that cannot be used for meals can be donated to zoos, wildlife carers and local farmers who use the food as feed stock or for composting. Just over half our supermarkets have partnerships with farmers. Our Countdown supermarkets in New Zealand have also continued their food waste diversion partnerships with farmers.



COMMERCIAL COMPOSTING

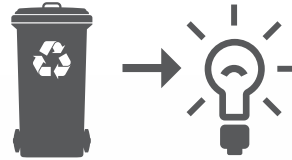
With a proven commercial composting solution in Adelaide, we have trialled composting and commercial worm farm solutions in Melbourne, Newcastle, Wollongong, Brisbane and Perth. These programs are being expanded where it is feasible to do so.



WASTE TO ENERGY

Our long-running partnership with EarthPower, a Sydney facility that turns food waste into fertiliser and green energy, has expanded in 2013, with our Fairfield Heights store becoming the 100th supermarket to join the program.

"The EarthPower program gives us the opportunity to do our part for a sustainable future by reducing our landfill impact whilst educating our staff about how, as a team, we can make a difference." Andrew Skinner, Store Manager, Fairfield Heights, NSW.



CONSUMER

Given that almost two-thirds of food waste in Australia happens at home, Woolworths is an inaugural partner of the Love Food, Hate Waste program in Australia, which provides consumers with advice on minimising food waste at home. This can be done through shopping with a list, storing food correctly and using leftovers.





PRIORITY

- WORK WITH OUR SUPPLIERS TO ENSURE WORKERS' RIGHTS ARE RESPECTED
- CONTINUE TO RAISE THE BAR ON ANIMAL WELFARE
- SOURCE ALL OUR FISH AND SEAFOOD FROM SUSTAINABLE SOURCES
- AVOID GENETICALLY MODIFIED FOODS IN OUR OWN BRANDS
- AVOID SOURCING PRACTICES THAT CONTRIBUTE TO DEFORESTATION
- RESPONSIBLE SERVICE OF GAMING AND ALCOHOL
- MARKET OUR PRODUCTS RESPONSIBLY



PROGRESS

- 57% of factories making Woolworths' branded products were audited during 2013 on ethical sourcing standards, including all factories in Bangladesh supplying to BIG W
- 99% of our fresh pork meat is sourced from farms that only use stalls for less than 10% of the sow's gestation period
- Sold 4,150 tonnes of Marine Stewardship Council certified fresh and Own Brand seafood
- Sold 5,270 tonnes of Forest Stewardship Council certified Home Brand toilet paper and tissues
- Sourced 532 tonnes of sustainable palm oil
- Developed a chaplaincy trial with The Salvation Army for our hotels in New South Wales, commencing in January 2014



MORE TO DO

- Complete a review of Ethical Sourcing Policy in consultation with key stakeholders
- Move to RSPCA (or equivalent) approved standards for all fresh chicken meat sold in Woolworths stores by December 2014
- Phase out all caged eggs from sale by December 2018, including those used in our Own Brand products
- ALH Group to implement the chaplaincy program in partnership with The Salvation Army in New South Wales

Responsible SOURCING





FACT

57%

OF FACTORIES MAKING WOOLWORTHS' BRANDED PRODUCTS WERE AUDITED ON ETHICAL SOURCING STANDARDS DURING 2013

ETHICAL SOURCING

Our Ethical Sourcing Policy addresses the risk areas of bribery and corruption, labour rights, working conditions and environmental compliance. The policy is available on our website.

Our policy incorporates the International Labour Organisation (ILO) conventions and the principles of the United Nations Universal Declaration of Human Rights.

WORKERS IN OUR GLOBAL SUPPLY CHAIN

All Woolworths suppliers are expected to comply with the requirements of our policy, which is complemented by a compliance audit program predominantly for factories making Own Brand products. Audits are conducted by experienced third-party certification bodies.

All audit criteria have been assessed according to the level of risk and categorised as critical, high or low in severity. Fire safety is one of several critical non-conformances.

Factories are rated as 'approved', 'conditionally approved', or 'at risk' depending on the audit outcome and compliance with policy requirements.

The tragic events of the past 12 months affecting garment factory workers in Bangladesh emphasised the importance of our ethical sourcing program. Although these factories were not supplying any of our businesses, it served as a reminder that complex supply chain issues are beyond a single company's ability to address and a collaborative approach is required. The Accord on Bangladesh Fire and Building Safety is one such approach and we have signed the Accord and pledged to work with other signatories to improve the safety of garment workers in Bangladesh.

ETHICAL SOURCING

Working with our suppliers to ensure workers' rights are respected

All factories in Bangladesh currently supplying BIG W Own Brand products have been audited and have a corrective action plan for any non-conformances.

Woolworths is a signatory of the United Nations Global Compact and supports its core values for human rights, labour standards, the environment and anti-corruption. We are also an active member of the Global Social Compliance Program (www.gscpnet.com), a partnership between global consumer brands, retailers and civil society, collaborating for a consistent approach to improve working conditions and workers' lives in the supply chain.

Responsible SOURCING

ANIMAL WELFARE

We work closely with our suppliers to improve animal welfare.

Animal welfare remains a high priority. We continue to respond to our customers' increasing preference for products such as pork, chicken meat and eggs that are produced in conditions that have the lowest impact on animal welfare.

PORK

99% of our fresh pork meat is sourced from farms that only use gestation stalls for less than 10% of the sow's gestation period.

We are working with one of our small producers in Tasmania as they change their production to reduce use of gestation stalls. We expect this transition to be completed by the end of 2013.

In New Zealand, our Countdown supermarkets introduced a 'free farmed' fresh pork range with the Blue Tick accreditation from the Royal New Zealand Society for the Prevention of Cruelty to Animals (SPCA).

EGGS

Demand for free range, barn laid and organic eggs continues to grow in Australian supermarkets, now making up almost 50% of volume sold in the egg category. Sales of caged eggs continue to decline year-on-year. This sustained decline indicates a clear consumer trend and we have made a decision to phase out all caged eggs by December 2018, including those used in our Own Brand products. While 2018 may seem a long time away, we believe it is necessary to allow our suppliers sufficient time for an orderly transition of their production infrastructure.

Our egg suppliers must comply with the *Model Code of Practice for the Welfare of Animals Domestic Poultry 4th Edition*. The Model Code describes welfare requirements for the three production methods of caged, barn and free range. For organic eggs our suppliers must comply with the animal welfare requirements of the Australian Certified Organic Standard.

Our Macro free range eggs are produced on farms with 1,000 hens per hectare. Farms producing our Select free range eggs can have stocking densities of up to 10,000 hens per hectare where hens are regularly rotated onto fresh range areas and some continuing fodder cover is provided.

Earlier this year, we received overwhelming feedback from our customers about their confusion on the stocking density. The free range stocking density requirement is ambiguous in the Model Code of Practice; for this reason we decided to be completely transparent with our customers and label the stocking density clearly on pack.



RSPCA APPROVED

We are moving
to RSPCA
(or equivalent)
approved
standards for all
fresh chicken
sold in-store by
December 2014



CHICKEN MEAT

We are moving to RSPCA (or equivalent) approved standards for all fresh chicken sold in store by December 2014.

Additionally, the chicken used in Own Brand products will also be RSPCA or equivalent approved by the end of 2018.

Macro free range chicken meat suppliers must comply with Free Range Care - Chicken Meat Bird Standard and organic chicken meat suppliers must comply with the animal welfare requirements of the Australian Certified Organic Standard. Standard chicken meat (i.e. non free range) suppliers must comply with the National Animal Welfare Standard for the Chicken Meat Industry.

Sales Growth for Animal Welfare Products (Supermarkets Australia)

	PERCENTAGE INCREASE OF VOLUMES IN 2012 (%)	PERCENTAGE INCREASE OF VOLUMES IN 2013 (%)	PERCENTAGE OF TOTAL CATEGORY OF VOLUMES IN 2013 (%)
Macro free range chicken	40.8	30.8	8.6
Free range eggs	20.9	9.5	34.8
Barn laid eggs	-7.1	8.4	10.2
Organic eggs	-8.9	60.9	2.6
Macro organic meat	24.8	21.5	1.3

FARMERS IN DEVELOPING COUNTRIES

We will remain the most popular destination for fair trade certified products.

Public concerns about working conditions for small farmers and workers in the developing world in specific categories such as tea, coffee and cocoa have created a growing market for independently certified products such as Fairtrade™, Rainforest Alliance and UTZ certified. We are supportive of these certification schemes, which aim for better prices and decent working conditions for farmers and workers in the developing world.

The demand for certified products has steadily increased in recent years and Woolworths supermarkets range a number of certified brands in tea, coffee and chocolate categories in our Own Brand, but also in many popular consumer brands.

TONNES OF CERTIFIED TEA, COFFEE AND CHOCOLATE

FAIRTRADE	2,047
667 RAINFOREST ALLIANCE	
UTZ	2,630

FISH AND SEAFOOD

All our fish and seafood will come from sustainable sources.

Our long-term goal is to have all our wild-caught seafood sourced from fisheries certified to Marine Stewardship Council (MSC) standard or equivalent. For farmed seafood, our aim is to have all the products certified sustainable by credible third party certification schemes by 2015. Our detailed policy is available on our website www.woolworthslimited.com.au/page/A_Trusted_Company/Repsonsible_Sourcing/

We recognise that certification takes time and resources and we will work with our suppliers and other stakeholders to achieve our goal. To help us understand the relative sustainability of fish sold in our stores, we asked Sustainable Fisheries Partnership (SFP) to assess the sustainability of the species we range and the source fisheries. SFP's assessments are based on scientific evidence, independently conducted and transparent. The assessment methodology, results and sustainability ratings are publicly available on SFP's website www.fishsource.org

Our Select brand canned tuna will be all pole and line caught by the end of 2013 and we will phase out the use of fish aggregation devices (FADs) in our Home Brand canned tuna by 2015. Fish aggregation devices increase the amount of by-catch, species other than the targeted tuna that are caught accidentally in the fishing nets.

FISH and SEAFOOD

All our fish and seafood will come from sustainable sources



MSC ECOLABEL

4,150^T

OF MSC CERTIFIED FRESH AND OWN BRAND SEAFOOD SOLD IN OUR AUSTRALIAN SUPERMARKETS IN 2013



The MSC ecolabel and fishery certification program recognises sustainable fishing practices and provides credible information to help people make sustainable choices when buying seafood.

Responsible SOURCING

GENETICALLY MODIFIED (GM) FOODS

We do not use genetically modified (GM) ingredients in our Own Brand products. Our requirements on GM ingredients are articulated to our Own Brand suppliers in our Brand Guidelines and Woolworths Quality Assurance (WQA) Standard.

FORESTS

By 2020, our Own Brand products won't contribute to global deforestation.

We have taken positive steps towards the commitment made by The Consumer Goods Forum, to achieve zero net deforestation through the consumer goods supply chain by 2020 through sourcing commodities like palm oil, soya, beef, paper and board in a sustainable fashion.

PAPER AND TIMBER PRODUCTS

Substantial progress has been made across all businesses in sustainably sourcing paper and timber products, including:

- 100% of our Own Brand (including Select and Homebrand) tissues, toilet paper and kitchen towels are sourced from third party certified sustainable sources.
- All outdoor furniture sold at BIG W is sourced from sustainably managed sources certified by the Forest Stewardship Council (FSC).
- Masters range a variety of timber and panel products, with 55.4% of the products (by SKU count) sourced from sustainably managed forests certified by FSC, and 15.9% certified by Program for the Endorsement of Forest Council (PEFC). A further 2.2% of the range has been DNA tested to check whether the wood comes from legally logged forests.
- 100% of copy paper, 443,647 reams, used in our Australian businesses is from sustainably managed sources certified by FSC. This was a 3% reduction in office paper use.
- 100% of our catalogue paper used in Australia and New Zealand, 935 million catalogues (weighing 44,995 tonnes), is sourced from sustainably managed sources certified by PEFC.

FORESTS

By 2020,
our Own Brand
products won't
contribute
to global
deforestation



PALM OIL

By 2015
our Own Brand
products
will only
use certified
sustainable
palm oil



PALM OIL

We have undertaken to source only Roundtable on Sustainable Palm Oil (RSPO) certified sustainable palm oil in all Own Brand products by 2015. We are also changing the labelling of palm oil as an ingredient so our customers can make an informed decision.

In 2013, we used 5,703 tonnes of palm oil in Own Brand and in-store bakery products, including 532 tonnes of RSPO approved certified sustainable palm oil. We are working with our Own Brand suppliers to hasten this process.

A list of Own Brand products that use certified sustainable palm oil can be found in the Responsible Sourcing section of our website www.woolworthslimited.com.au



HOW DO WE CHECK THAT OUR REQUIREMENTS ARE MET?

The Woolworths Quality Assurance (QA) process monitors and manages compliance in food safety, product safety, sustainable and ethical sourcing and accurate labelling criteria. All Own Brand, fresh food and exclusive brand products sold under the Woolworths banner in Australia and New Zealand are governed by this process which ensures we meet all regulatory and all our own requirements.

Product packaging is also assessed to ensure all required warnings, age grade recommendations, measurements, labels, care instructions, environmental and country of origin claims are correct, properly verified and described in a way that does not mislead our customers or the general public.

Responsible SOURCING

RESPONSIBLE SERVICE

RESPONSIBLE SERVICE OF GAMING

As a diversified business, Woolworths' joint venture with ALH operates 325 hotels - 4% of Australia's total hotels and just 6% of poker machines - and our unwavering objective is to be the most responsible operator of hotels in Australia.

The ALH Responsible Hotel and Gaming Charter specifies:

1. We provide a safe, friendly environment in which all hotel customers can socialise and enjoy themselves in a good atmosphere.
2. We provide good value, good quality meals and family friendly dining experiences.
3. We believe we have a shared responsibility, along with individuals, families, communities and governments, to ensure responsible behaviour.
4. We do not conduct promotions which encourage irresponsible drinking.
5. We restrict gaming room access to adults and ensure gaming rooms are screened or separated from other areas of the hotel, so as not to attract children.
6. We were the first national hotel operator to support voluntary pre-commitment - a system that helps players stick to their limit by nominating maximum spending or time limits on gaming machines. This system will be implemented at all ALH Hotels by 2014.
7. We train our staff to be aware of behaviour that may indicate gambling problems and to provide appropriate patron support. We require all ALH hotel managers to complete additional advanced responsible gaming training.
8. We partner with expert groups and specialists who can help staff and patrons deal with problem gambling, including Gambler's Help (Australia's leading professional counselling service) and The Salvation Army.
9. We ensure that ATMs, where approved, are provided for the convenience of all patrons in a safe, central location and not in gaming areas.
10. We support local communities in numerous ways, including working with charities to raise money through our hotels.
11. We conduct internal and external audits to ensure we deliver on our commitment to be Australia's most responsible operator of hotels.

RESPONSIBLE SERVICE OF ALCOHOL

The sale and consumption of alcoholic beverages brings with it considerable responsibilities, which we acknowledge. We believe our standards for responsibly retailing liquor go beyond regulatory compliance to cover well established programs within the business.

All Woolworths Liquor Group staff, Australia-wide, are required to be trained in Responsible Service of Alcohol. Staff undergo regular refresher training. Compliance with responsible service and licensing is assessed in annual audits of our licensed outlets.

Our policies and practices include ID25 (asking customers for identification if they appear younger than 25), 'Don't buy it for them' (awareness of the dangers of secondary supply of alcohol to minors), no sales to young people in school uniforms (even if they are 18 or older) and special event preparation (e.g. additional training prior to 'Schoolies Week').

We continue to participate with police, local councils and community groups in initiatives to advocate responsible drinking.

In 2013, 583 licensed Woolworths' venues had made a commitment to local liquor accords. This undertaking involved an estimated \$541,000 in wages and 17,500 labour hours for staff to attend these accords.

NEW ZEALAND

Our Countdown business appreciates the role it can play in reducing alcohol-related harm from inappropriate or excessive alcohol consumption.

In our stores we have adopted policies such as ID25 and comprehensive team training to achieve best practice.

We are actively engaging with local councils to prepare for the new *Sale and Supply of Alcohol Act*, including providing information on alcohol purchasing patterns to help councils in their Local Alcohol Policy decision-making process.

RESPONSIBLE MARKETING

ALCOHOL

In 2013, Woolworths Liquor Group became a signatory of the Alcohol Beverages Advertising Code (ABAC), which formalised our existing undertaking to abide by the ABAC adjudication process and to ensure that our exclusive brand products are pre-vetted for compliance with the code.

This further enhances the commitment Woolworths has already made to responsible alcohol advertising, including being a contributing member of DrinkWise, which is dedicated to achieving a more responsible drinking culture in Australia. Support for DrinkWise extends to point-of-sale promotion of social marketing campaigns.

Our Charter for ranging alcohol in our stores has been active for a number of years and includes ten principles on which we assess any alcoholic or alcohol-branded products before considering them for sale. These principles send a strong message against products that either target minors or encourage irresponsible drinking.

Our Charter for ranging alcohol in our stores:

Principle 1

The product should not have the potential to appeal to minors.

Principle 2

The product should not have an appearance that could potentially lead to confusion with confectionery or soft drinks.

Principle 3

The product should not have an appearance which may lead to confusion about its alcoholic nature or strength.

Principle 4

The product should not draw any association with drug culture, narcotics or other illicit drugs or drug paraphernalia.

Principle 5

The product should not encourage illegal or immoderate consumption such as binge drinking, drunkenness or drink-driving.

Principle 6

The product should not suggest any association with dangerous, violent, aggressive or anti-social behaviour.

Principle 7

The product should not suggest that consumption can lead to social, sporting or sexual success.

Principle 8

The product should not feature imagery or language that could be deemed offensive on cultural, religious, ethnic or gender grounds.

Principle 9

The product should not suggest that any physical or mental health benefit can be obtained by consumption.

Principle 10

Ready-to-drink products containing more than two standard drinks per single serve container will not be ranged by Woolworths Liquor Group.

ADVERTISING

Engaging in responsible marketing and advertising practices is a key issue and expectation of our stakeholders and it features prominently this year in our survey of consumers and staff on issues important to them. This is a high priority area for Woolworths and across our businesses we continue to apply the highest standards and the necessary checks and balances to ensure that our advertising is not misleading or in breach of any regulatory requirement or community standard. There are a number of areas to which we pay particular attention:

- **Product labelling:** to provide transparent, easily understood, specific and accurate information.
- **Truthfulness:** to ensure that the information relayed through all our advertisements is accurate and truthful and not misleading.
- **Time-sensitive:** to be sensitive to time habits of television viewers, in particular to avoid any advertising during children's programs.
- **Age-appropriate:** to ensure, based on strict internal guidelines, that no advertising or promotion of alcohol is directed towards minors.

 OUR TARGET

Woolworths Limited has a target of the equivalent of 1% of pre-tax profits going towards supporting the communities in which it operates. Our businesses achieve this by supporting organisations, programs and initiatives in our core focus areas in a manner that is relevant to their business objectives, strengths and skills.

IN 2013, WE INVESTED THE EQUIVALENT OF

\$63.6M

TO SUPPORT OUR COMMUNITY PARTNERS AND PROGRAMS

\$33.2M

CASH DONATION BY THE COMPANY

\$19.6M

RAISED BY OUR STAFF AND CUSTOMERS

\$1.6M

IN-KIND

\$9.2M

IN STAFF AND MANAGEMENT TIME

Our
Community
INVESTMENT



¹ Excludes funds raised by customers



In 2013, we invested the equivalent of \$63.6 million to support our community partners and programs.

	COMMUNITY INVESTMENT – EXCLUDING EMERGENCY RELIEF FOR NATURAL DISASTERS (\$ MILLION)	COMMUNITY INVESTMENT – EMERGENCY RELIEF FOR NATURAL DISASTERS (\$ MILLION)
2010	36.30	0.07
2011	40.83	21.48
2012	36.60	N/A
2013	62.15	1.45

OUR PROGRAMS AND PARTNERS

OUR MAJOR CORPORATE PARTNERS

The Salvation Army

Woolworths has a history of giving generously to support those affected by natural disasters.

The Salvation Army is our official partner in the case of domestic natural disasters in Australia and New Zealand. Whether donations are from the business, customers or staff, we ensure that all donations go to The Salvos to support those in need and react quickly to natural disasters.

\$1.4 million was donated to The Salvation Army Disaster Appeal to help communities affected by floods and bushfires across the country.

Legacy

Woolworths and a number of our retail brands, our staff and customers, support Legacy in its caring and compassionate mission. Legacy cares for the families of Australia's deceased veterans and it assists more than 100,000 widows and 1,900 children and dependants with disability.

\$720,000 was donated to Legacy through store fundraising in our supermarkets, BWS, Dan Murphy's and ALH hotels.

WOOLWORTHS SUPERMARKETS

In 2013, the community programs undertaken by our supermarkets embrace four key areas:

- Giving back to our local communities
- Helping people make healthy food choices
- Supporting Australian farming and production
- Helping people make sustainable choices



Giving back to our local communities

This program enables schools and early learning centres throughout Australia to earn additional educational equipment by rewarding members of the school community who shop at Woolworths. Schools get to choose how they redeem their Woolworths Earn & Learn Points from an extensive product catalogue covering all aspects of the curriculum.

More than 14,400 primary schools, high schools and early learning centres participated in 2013, resulting in more equipment for their libraries, art studios, music rooms, science labs, maths classes, gyms and sports fields.

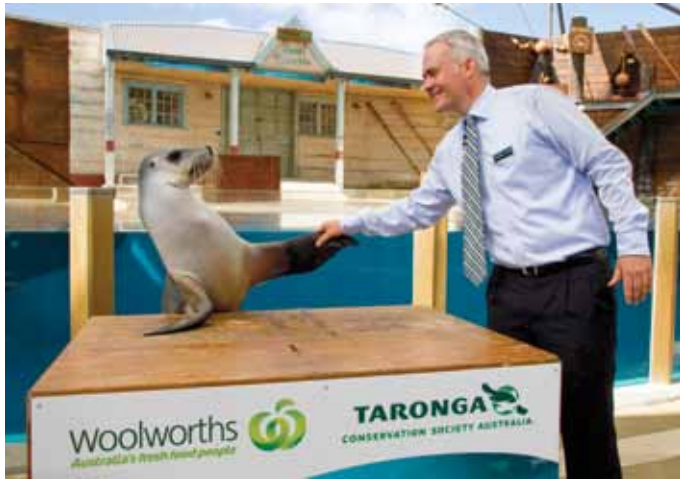
In May and June this year, we piloted our new Giving Local program in seven stores. Our customers nominate and vote for the community groups and charities they want to support. Each month, the Woolworths store will share \$1,000 between three good causes, charities or community projects in their local neighbourhood. Customers receive a Giving Local token from the checkout when they shop with us and then vote for the cause they want to support.

To provide support to a wider range of local community groups and charities, Woolworths Supermarkets have introduced a State Charity of the Year, to be the major beneficiary of annual in-store fundraising each year. Our store teams were involved in selecting their State Charity of the Year and this year the beneficiaries include: Children's Hospital Foundation (QLD), Variety - the Children's Charity (NSW/ACT), Good Friday Appeal (VIC/TAS), Royal Flying Doctor Service (SA/NT), and Telethon (WA). Stores also have more opportunities to fundraise for local groups and causes.

Our Community INVESTMENT

Helping people make sustainable choices

Woolworths has partnered with Taronga Conservation Society Australia for the next three years, representing an investment of more than \$1.9 million in marine education conservation programs. These programs are aimed at helping consumers make informed choices when buying seafood, and learn more about our precious Australian marine life.



“Seafood is an integral part of Woolies’ fresh food offer and we need to play our part in keeping our oceans healthy and full of fish.”

TJEERD JEGEN, MANAGING DIRECTOR OF SUPERMARKETS AND PETROL

For information on our investment in helping people make healthy food choices and supporting Australian farming and production see pages 12 to 17.

COUNTDOWN SUPERMARKETS

In New Zealand, Countdown supermarkets have a number of partnerships with local and national organisations and charities, playing an active role in the communities we live and work in.

Countdown Kids Hospital Appeal

Now in its seventh year, the Countdown Kids Hospital Appeal has raised \$5.7 million for childrens’ wards around New Zealand, to go towards vital hospital equipment. 2013 saw the most successful Annual Appeal to date, with a record **\$1.2 million** raised by Countdown’s team and customers across the country.

Countdown Food Rescue

In 2013, Countdown’s Food Rescue program donated **\$1.4 million** of groceries to food bank charity partners The Salvation Army, Kaibosh, Fair Food and o8oo Hungry, distributing food that is still fit for consumption to Kiwi families in need. Since launching the program in 2011, Countdown Food Rescue has also contributed to supporting the company’s waste minimisation goals, helping reduce waste to landfill by 21% in the last two years, despite having opened an additional 15 new stores.

Giving Local

Launched in 2012, Countdown’s Giving Local program has continued to grow, providing a framework for every Countdown store to give back to their local community through public fundraising activities. Progressive Enterprises matches this support dollar-for-dollar, up to \$1,000, with recent examples including \$4,000 raised to kick-start a breakfast program for school students in Upper Hutt, \$4,000 for Hospice Mid-Northland and \$3,000 for a local BMX club in East Auckland.



CONTRIBUTED

\$52.9M

IN TOTAL WAS CONTRIBUTED TO COMMUNITY CAUSES AND PARTNERS BY WOOLWORTHS SUPERMARKETS, OUR STAFF AND CUSTOMERS

BIG W

BIG W's community programs centre on supporting children's health and children's hospitals.

Our stores run a number of fundraising activities during the year to raise much needed funds for various children's health initiatives. BIG W has supported the Big Heart Appeal Respiratory Research Program since 2003 and donated **\$1.2 million** in 2013.

BIG Heart Appeal supports Sydney Children's Hospital in Randwick (New South Wales), The Royal Children's Hospital Foundation (Queensland), the Bone Growth Foundation Inc (South Australia), Australia and New Zealand Children's Heart Research Centre (Victoria) and Princess Margaret Hospital Foundation (Western Australia).

Among other charities supported by BIG W in 2013 were Make A Wish Foundation, Starlight Foundation, Cystic Fibrosis Australia, Jeans for Genes for the Children's Medical Research Institute, and Red Nose Day for SIDS & Kids. BIG W raised a total of **\$368,000** for these charities in 2013.

WOOLWORTHS LIQUOR GROUP

Woolworths Liquor Group's community programs focus on responsible drinking awareness and education. Our principal partners are DrinkWise and White Ribbon.

DrinkWise Australia

Woolworths Liquor Group is a member of DrinkWise and provides funding for DrinkWise programs.

DrinkWise is an independent, not-for-profit organisation focused on promoting change towards a healthier and safer drinking culture in Australia. Its philosophy is founded on industry leadership and community partnerships.

DrinkWise develops and implements national information and education campaigns, with supporting practical resources that inform and support the community about responsible consumption of alcohol.

In 2013, DrinkWise ran a significant labelling initiative raising community awareness about alcohol consumption and pregnancy. Details of the initiative can be viewed online at:

www.drinkwise.org.au/our-work/get-the-facts/

We supported this program with labelling on our exclusive brands and messages at point-of-sale in our stores. The messages will be included in selected advertising material for our liquor brands.

Jawun

Woolworths Liquor Group has entered into a partnership with the Jawun Indigenous Community Secondment Program (Jawun), a program designed to help 'enable' Indigenous communities across Australia by providing skilled corporate secondees to assist where help is needed most.

In partnership with business and government, Jawun programs benefit Indigenous communities by promoting self-reliance, entrepreneurial activity and business planning. Jawun means 'friend' or 'family', an honour in the language of the Kuku Yalanji people from Mossman Gorge in Cape York, Queensland.



White Ribbon Ambassadors, Brad Banducci, Director of Liquor Group and Andrew Wilshire, Public Affairs Manager.

White Ribbon

White Ribbon is the world's largest male-led movement to end men's violence against women. Through primary prevention initiatives and an annual campaign, White Ribbon Australia seeks to change the attitudes and behaviours that lead to and perpetuate men's violence against women, by engaging boys and men to lead social change.

In particular, Australia's unique Ambassadors' Program supports thousands of men to be the faces and leaders of the campaign, by living the White Ribbon Oath:

Never to commit, excuse or remain silent about violence against women.

We have four White Ribbon Ambassadors in our liquor team, including the Director of Liquor Group, Brad Banducci.

White Ribbon Day celebrates the culmination of the annual campaign and global recognition of the International Day for the Elimination of Violence against Women.

Our Community INVESTMENT



WOOLWORTHS PETROL

Woolworths Petrol's principal community investment is in road safety and responsible driving education. We have partnered with *bstreetsmart* to help make a difference.

bstreetsmart is the inspiring initiative of the Trauma Service at Westmead Hospital, NSW. Westmead's Trauma Service is constantly reminded through their hands-on work that young people aged 15-30 are disproportionately represented in road trauma. As a result, they have a strong commitment to Road Safety Education.

The purpose of *bstreetsmart* is to reduce the fatality and injury rates of young people by promoting safe behaviour as drivers, riders and passengers.

Our specific area of support is to help *bstreetsmart* expand its *Connected Classrooms* program to rural and regional schools.

We have invested \$50,000 in *bstreetsmart's* *Connected Classrooms* program, with an additional \$23,500 raised by our staff and customers, to help their life-saving education program.



MASTERS

Masters' stores support local communities through sausage sizzle events supporting local schools, sports teams, Scout groups and children's centres.

Our stores also support national groups, including the Lions Club, St John Ambulance, Mens Shed, State Emergency Services, Vision Australia, Red Cross and Rotary.

In 2013, **\$1.1 million** was raised by Masters' stores nationally. In addition, Masters donated over **\$139,000** in product to support local community projects and initiatives, such as landscaping community areas, including parks, nursing homes and schools. Our stores also provided time, knowledge and experience in working with some community groups to help plan, build and care for these projects.



ALH

ALH's community investment centres on supporting local communities and responsible gaming awareness.

With hotels often being a community hub and meeting place, ALH contributes financially and in-kind when natural disasters occur. These include major floods and bushfires, of which there have been several over the past few years.

As part of our more formal charity program, ALH works closely with many charitable organisations, financially supporting a diverse range of worthwhile causes ranging from seriously ill children to services supporting the families of armed services personnel.

We are working with The Salvation Army to develop a chaplaincy trial for our hotels in New South Wales, commencing in January 2014.

In 2013, \$985,000 was raised and donated by ALH to community causes.

Using Resources WISELY



PRIORITY

- MINIMISING OUR CARBON FOOTPRINT TO STRENGTHEN OUR ABILITY TO SUPPLY LOW PRICE FRESH PRODUCE TO OUR CUSTOMERS
- FINDING COST-EFFECTIVE WAYS TO REDUCE PACKAGING AND MINIMISE WASTE FROM OWN BRAND PRODUCTS
- ZERO FOOD WASTE TO LANDFILL BY 2015



PROGRESS

- 13.7% reduction in carbon emissions compared to our original projected growth emissions for 2012
- 20.2% reduction in carbon emissions per carton delivered
- Reviewed packaging used on 1,349 Own Brand products in Supermarkets, using an estimated 24,460 tonnes of material
- Prevented 9,340 tonnes of unsold food from going to landfill through donations to food relief organisations, and diverting food waste to composting and waste to energy



MORE TO DO

- Continue investment in energy efficient and low carbon technology
- Improve monitoring and reporting of refrigeration recharge
- Implement innovation in Own Brand packaging, improving resource efficiency, recyclability and accessibility
- Deliver more food waste diversion programs



RESOURCE EFFICIENCY

CARBON INTENSITY (T CO₂-e/\$M EBIT)²

2010	956
2011	881
2012 ¹	838
2013	841

ENERGY INTENSITY (GJ/\$M EBIT)³

2010	3,497
2011	3,325
2012 ¹	3,227
2013	3,097

WATER INTENSITY (KL/\$M EBIT)⁴

2010	586
2011	560
2012 ¹	600
2013	600

WASTE INTENSITY (T/\$M EBIT)⁵

2010	48
2011	45
2012 ¹	38
2013	36

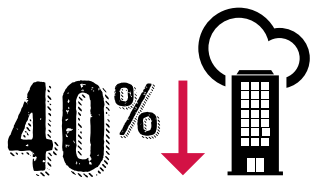
- 1 2012 data has been updated
- 2 Scope 1 and 2 emissions only, from stationary energy sources
- 3 Energy use from stationary energy only
- 4 Estimated water use from Supermarkets Australia only
- 5 Waste to landfill from Supermarkets Australia only



**REDUCING
OUR CARBON
FOOTPRINT**

OUR TARGETS

**FOR WOOLWORTHS,
MANAGING OUR
CARBON RISK IS JUST
GOOD BUSINESS AND
WE HAVE CLEAR AND
MEASURABLE TARGETS
FOR REDUCING OUR
CARBON FOOTPRINT**



**REDUCTION IN OUR CARBON
EMISSIONS FROM BUILDINGS**



**REDUCTION IN CARBON
EMISSIONS PER SQUARE
METRE FOR ALL NEW STORES**



**REDUCTION IN CARBON
EMISSIONS PER CARTON
DELIVERED THROUGH
OUR LOGISTICS**

**REDUCING OUR
CARBON FOOTPRINT**

Our baseline is 2007 financial year and the reduction targets are reductions from projected growth based on a business-as-usual model.

OUR 2013 PERFORMANCE
Woolworths' total carbon emissions in Australia and New Zealand were 4.33 Mt, a 5.8% increase from the previous year. Emissions from our buildings totalled 3.6 Mt, which was a 7.8% increase in emissions.

The main cause of the increase in both total emissions and emissions from buildings was a significant increase in refrigerant recharge. Following a change in how refrigerants are procured, we identified that many of our refrigeration systems were not being fully recharged during maintenance and that recharge was being under-reported. Refrigeration recharge should stabilise going forward.

Despite this, our carbon emissions are still 570,000 tonnes lower than they would have been without our investment in energy efficient and low carbon technology. Our positive results extend to:

- 13.7% reduction in carbon emissions in 2013 (compared to projected emissions from business-as-usual growth).
- \$141.7 million in estimated operational cost savings by 2015, from \$87 million invested in energy efficiency since 2009.
- 25% reduction in carbon emissions generated per square metre of floor space for new supermarkets built in Australia in 2013.
- 20.2% reduction in carbon emissions per carton delivered in 2013.

We implemented 22 new projects in 2013, which reduced electricity usage by 16,022 MWh and reduced carbon emissions by 14,580 tonnes during the year.

Photovoltaic systems at Petrol sites in Hume and Belconnen in the Australian Capital Territory generated 86,641 kWh, reducing carbon emissions by 92 tonnes - the equivalent of taking 21 cars off the road.

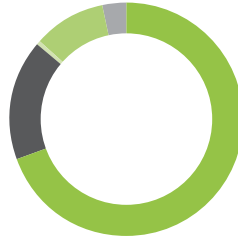
Most of Woolworths' company car fleet comply with the high environmental standards set for fuel efficiency and emissions. Annual car emissions have been reduced by 6,438 tonnes compared to 2007, which is equivalent to taking almost 1,500 vehicles off the road.

All energy and emissions reporting includes the Dick Smith business in Australia and New Zealand, until its divestment in November 2012.

Using Resources WISELY



TOTAL EMISSIONS BY SOURCE – AUSTRALIA



Electricity purchased	69.5%
Fuel combustion (stationary)	<0.1%
Fuel combustion (transport)	16.7%
Gas combustion (stationary)	0.4%
Refrigerant loss	10.2%
Waste to landfill	3.1%

TOTAL EMISSIONS BY SOURCE – NEW ZEALAND



Electricity purchased	29.7%
Fuel combustion (stationary)	<0.1%
Fuel combustion (transport)	16.7%
Gas combustion (stationary)	1.5%
Refrigerant loss	43.6%
Waste to landfill	8.5%

PERFORMANCE

13.7% ↓

REDUCTION IN CARBON EMISSIONS IN 2013
(COMPARED TO PROJECTED GROWTH LEVELS)

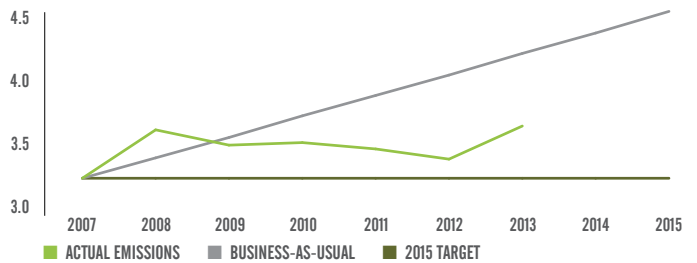
6+ MILLION LITRES

OF BIODIESEL MADE FROM WASTE TALLOW
AND OIL USED BY LOGISTICS FLEET

\$141.7M

IN ESTIMATED OPERATIONAL COST SAVINGS BY
2015, FROM \$87 MILLION INVESTED IN ENERGY
EFFICIENCY SINCE 2009

TOTAL EMISSIONS FROM FACILITIES (MILLION TONNES OF CO₂-e)



Emissions from Company Cars (tonnes of CO₂-e)

COUNTRY	2011	2012	2013
Australia	18,298	18,767	14,992
New Zealand	2,135	2,060	1,936
Total	20,433	20,827	16,928

EMISSIONS FROM WOOLWORTHS-OWNED FLEET (G CO₂-e/CARTON DELIVERED)

FY08	116
FY09	109
FY10	106
FY11	98
FY12	87
FY13	93

WATER SAVINGS FROM WATER WISE PROJECT – ANNUAL SAVINGS (ML)

FY08	44
FY09	172
FY10	302
FY11	317
FY12	208
FY13	129

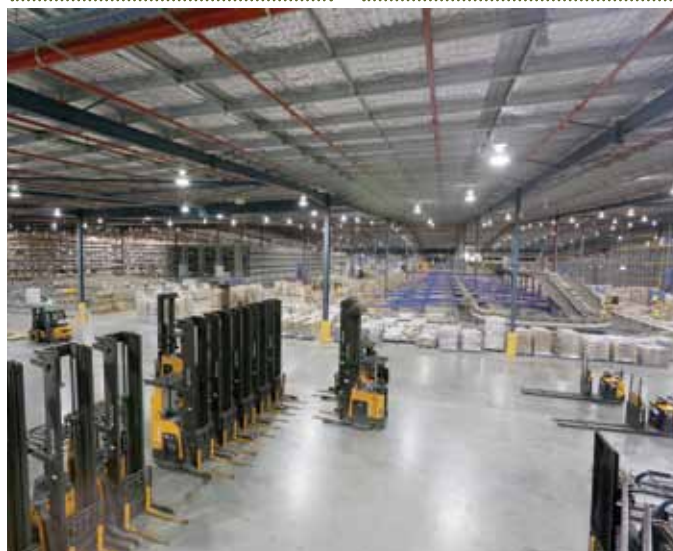
WATER

129 MILLION LITRES

OF WATER SAVED THROUGH WATER EFFICIENT EQUIPMENT

23 MILLION LITRES

OF RAINWATER HARVESTED AT SYDNEY AND WYONG REGIONAL DISTRIBUTION CENTRES



WATER

We depend on the availability of water not only for running our stores but also, more importantly, in our supply chain for production of the food we sell. We take responsibility for using this resource in an efficient manner.

OUR 2013 PERFORMANCE

In 2013, we used an estimated 2.22 GL of water in our Australian supermarkets. This estimate is based on the metered water use of approximately 15% of our supermarkets.

Woolworths has a significant investment in supporting sustainable agriculture in the fresh food supply chain through Woolworths’ Fresh Food Future program. In partnership with Landcare Australia, the program has funded more than 190 projects centred on improvements in productivity, climate adaptation and efficient resource use, including water use.

We have recently funded projects for improving vineyard water use efficiency and soil health through use of under-vine mulch in South Australia, using local meteorological monitoring to improve irrigation efficiency in northern Tasmania, and evaluating the effectiveness of compost use to improve soil health and reduce water use for table grape growing in Western Australia.

The South Australian project, undertaken by the Riverland Viticulture Technical Group, delivered alternative strategies for managing water use during drought conditions. During past droughts, growers had been left with as little as 18% of their irrigation allocations and faced either significant costs to purchase additional water or experienced a decline in productivity. Use of mulch was identified as a possible solution for managing water use and providing a cost saving, and further opportunities were identified to enhance this solution (e.g. sourcing locally produced mulch).

Using Resources WISELY

PACKAGING

Packaging is an area where Woolworths, as a brand owner and retailer, has a major impact on customers. Our customers buy and use our products and then recycle or dispose of the empty packaging. We continue to pursue opportunities to improve packaging, whilst at the same time, not losing sight of packaging's primary purpose which is to protect the product.

Our current key objectives are:

- Establish more comprehensive baseline data for packaging of Own Brand
- Review the packaging of 50% of our existing Own Brand products by 2015.

OUR 2013 PERFORMANCE

We continue to advance our commitments to the Australian Packaging Covenant, reviewing the packaging used on existing and new Own Brand products. Our understanding of the types and volumes of materials used in packaging across our business is continuing to grow.

Our packaging reviews have covered 1,349 Own Brand products in Supermarkets, generating an estimated 24,640 tonnes of packaging. Almost a third of the packaging used was High Density Polyethylene (HDPE) plastic, predominantly from the sales of 2-litre and 3-litre milk. Paper volumes were influenced by the pulped paper used in egg cartons, and glass usage was driven by sales of olive oil and condiments.

An estimated 13.3% of this Own Brand packaging is produced using post-consumer recycled material.

Australia has an aging population and as our customers get older they face challenges in opening packaging easily and safely. We have partnered with Arthritis Australia to benchmark the accessibility of a few categories of products, to determine how easy it is to open the packaging, how that ease compares to other brands and whether the packaging can be improved in a practical way.

In one of the assessments, it was found that most of the pre-packed delicatessen meats that are sold in supermarkets could only be easily opened by about 60% of the Australian population. Solutions exist to improve this and reduce the risk of a customer injury, and we are pursuing these.

In New Zealand, Countdown remains a signatory to the Packaging Council of New Zealand's Product Packaging Stewardship Scheme.

PACKAGING USED IN SUPERMARKET'S OWN BRAND



■ Plastic - HDPE	31.3%
■ Paper	12.6%
■ Glass	11.6%
■ Cardboard	8.9%
■ Steel	8.7%
■ Plastic - PET	6.1%
■ Plastic - Other	5.0%
■ Plastic - Polystyrene	4.5%
■ Plastic - PP	3.6%
■ Plastic - PVC	3.1%
■ Plastic - LDPE	2.9%
■ Composites	0.9%
■ Aluminium	0.7%
■ Wood	0.1%
■ Biopolymer	<0.1%

WASTE/RECYCLE

228,066^T

OF MATERIALS RECYCLED OR DIVERTED FROM LANDFILL

45.7^M

CLOTHES HANGERS WERE REUSED BY BIG W, WHICH REDUCED PLASTIC USE BY 1,254 TONNES

3,009^T

OF TELEVISIONS, COMPUTERS AND COMPUTER PRODUCTS WERE RECYCLED THROUGH OUR PRODUCT STEWARDSHIP PROGRAM DURING 2013



REUSE
44.2M
 CARDBOARD BOXES NOT REQUIRED IN 2013, A RESULT OF ONGOING USE OF OUR 3.4 MILLION REUSABLE PRODUCE CRATES

WASTE AND RECYCLING

Our current key objectives are:

- Zero food waste to landfill by 2015¹
- Increase the recycling rate for cardboard and plastic in our stores to 99%, by weight.

OUR 2013 PERFORMANCE

Our efforts so far in reducing waste in the business and maximising diversion of waste materials to recycling and beneficial reuse have realised a 6.8% increase in material diverted from landfill. Each year, the waste management working committee targets savings in waste costs, and in 2013, we delivered a \$2.8 million saving.

We recycle a significant volume of outer packaging that is sent to our distribution centres and stores, with cardboard and plastic film contributing to most of this volume.

In the most recent waste audits conducted at our supermarkets in Australia, it was found that 2.3% of the waste was cardboard that could be recycled and 2.2% was plastic film or bags that could be recycled. This leads to an estimated extra 5,000 tonnes of material that could have been recycled. Woolworths Supermarkets is working on a number of projects to maximise the effectiveness of recycling programs, measuring the effectiveness of dedicated recycling hubs, improved signage and re-training of staff to improve these results.

PLASTIC BAGS ISSUED PER CUSTOMER TRANSACTION (SUPERMARKETS AUSTRALIA ONLY)

FY08	1.97
FY09	1.87
FY10	1.75
FY11	1.81
FY12	1.88
FY13	1.94

WASTE AND RECYCLING TRENDS (TONNES)

WASTE TO LANDFILL

FY11	154,250
FY12	128,545
FY13	131,069

MATERIALS DIVERTED FROM LANDFILL

FY11	213,105
FY12	213,208
FY13	228,066

Note: Waste to landfill data only from Supermarkets Australia and New Zealand, and BIG W

¹ Where facilities are available

Using Resources WISELY

ENVIRONMENTAL COMPLIANCE

Woolworths Limited's main environmental regulatory obligations are:

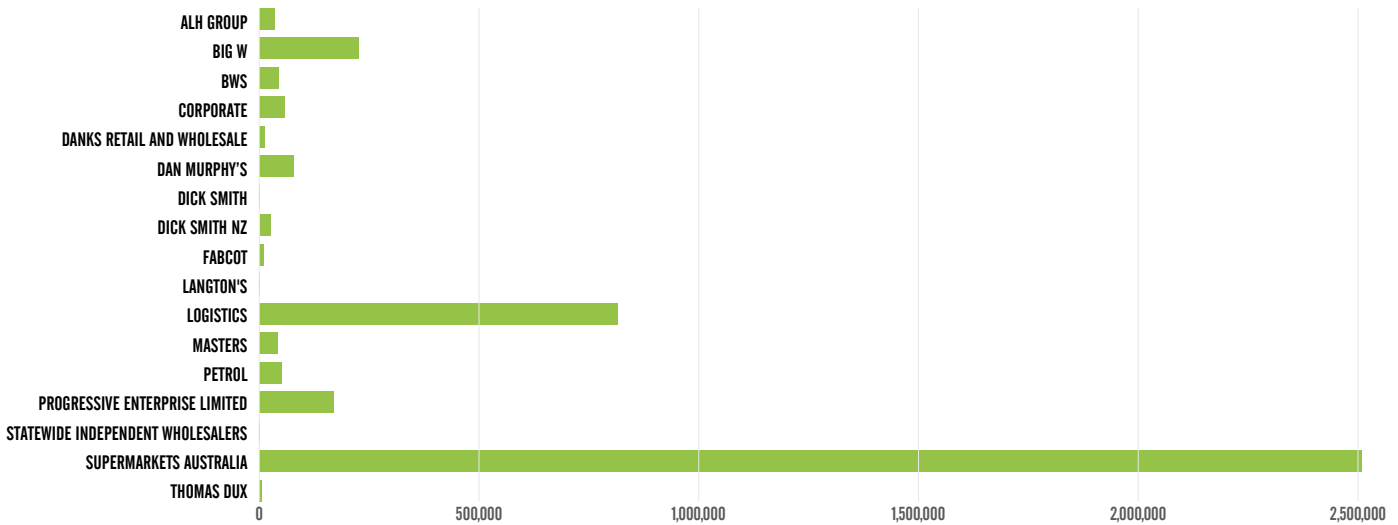
- Energy Efficiency Opportunities (EEO) Act 2006
- National Greenhouse and Energy Reporting (NGER) Act 2007
- Product Stewardship Act 2011
- Australian Packaging Covenant (APC) 2010.

In 2013, we met all our regulatory obligations under these legislations.

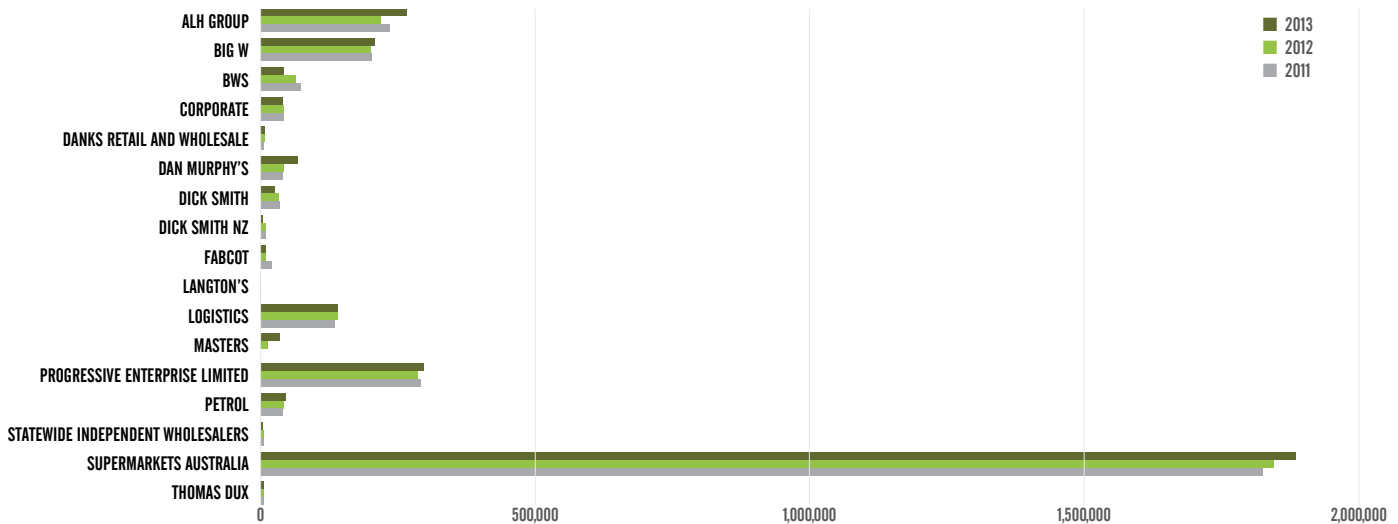
Our EEO report is available at:

www.woolworthslimited.com.au/page/Invest_In_Us/Reports/Reports/

TOTAL CARBON EMISSIONS BY DIVISION (TONNES CO₂-e)



ELECTRICITY USE (MWh)



Emissions from Facilities (tonnes CO₂-e)

	SCOPE 1	SCOPE 2	SCOPE 3	TOTAL
ALH Group	19,060	251,512	35,482	306,055
BIG W	3,260	183,894	36,636	223,790
BWS	1,646	33,288	5,399	40,333
Corporate	491	34,203	6,913	41,607
Danks Retail and Wholesale	408	5,968	988	7,364
Dan Murphy's	1,498	64,294	9,297	75,089
Dick Smith	31	21,938	3,459	25,428
Dick Smith NZ	0	433	46	479
Fabcot	44	8,030	1,261	9,335
Langton's	0	206	31	237
Logistics	939	127,196	18,805	146,939
Masters	38	33,874	4,455	38,367
Petrol	714	40,893	6,092	47,699
Progressive Enterprise Limited	75,224	44,472	18,947	138,643
Statewide Independent Wholesalers	60	717	60	838
Supermarkets Australia	409,438	1,705,554	377,896	2,492,887
Thomas Dux	4	5,690	883	6,577
Grand Total	512,855	2,562,162	526,651	3,601,668

Transport Emissions by Use (tonnes CO₂-e)

END USE	AUSTRALIA	NEW ZEALAND
Business Travel	16,141	2,083
Home Delivery	288	
Victorian Logistics Fleet	14,595	
Logistics 3rd party rail	28,994	
Logistics 3rd party road	621,871	25,817
Trolley collection	14,141	

Materials Diverted from Landfill (tonnes)

	2010	2011	2012	2013
Australia				
Food Waste to Composting or Energy	5,948	5,246	4,733	7,390
Food to charity	3,069	2,247	1,980	1,198
Cardboard	170,585	175,518	173,554	186,152
Plastic film	6,956	6,807	7,520	7,564
Polystyrene	98	81	90	70
Other	312	323	469	302
Total (Australia)	186,968	190,222	188,346	202,677
New Zealand				
Cardboard	20,559	21,987	22,194	23,243
Plastic film	-	969	990	972
Food Waste to Farmers			1,678	752
Other				422
Total (NZ)	20,559	22,956	24,862	25,390
Total (Group)	207,527	213,178	213,208	228,066

Building The Best RETAIL TEAM

GOAL

- GREAT PEOPLE DELIVERING HIGH PERFORMANCE IN THE BEST PLACE TO WORK

AREAS OF FOCUS

- Recruiting the right mix of talent locally and globally to ensure we have the specialist skills to deliver to our customers what they need, today and tomorrow
- The focus on current management and leadership skills continues, as well as the development of our future talent pool
- Creating a culture of high performance and bringing out the best of our people through clarity, honesty and fairness
- Providing great reward for great individual and business performance

MORE TO DO

- As our customers' shopping habits adapt and change, so do the skills and capabilities of our people
- Further expand our development of future talent. Invest more in leadership development
- Equipping our managers to set high performance goals and helping coach our people to achieve them
- Continue to align our reward and recognition programs to business and individual performance





Woolworths Limited prides itself on being one of the largest employers in Australia, with more than 197,000 employees both in Australia and internationally. Our workplace is enhanced by our resolve to deliver a diverse, supportive and inclusive community environment. We actively listen to our employees through our annual engagement survey and other means to identify and action key improvement areas.

Our ability to build the best retail team is driven by our capacity to combine the best talent locally and from around the globe. We continue to promote talent from within with 19.4% of roles filled by current employees¹.

A priority for us is developing the skills and learning opportunities for our people across all talent levels by providing many options and mediums in which to learn in order to meet the changing needs of customers and employees.

RECRUITING THE RIGHT MIX OF TALENT

In 2013, we recruited over 57,000² new people to our Australian and overseas businesses in more than 3,800 locations.

We have a culture that has a strong history of growing our people and promoting from within. We also recognise that, as the retail environment changes, we need to introduce people with different skills and new perspectives to diversify our talent pool.

It is this approach to recruitment that provides us with the right mix of people and skills to serve our customers, achieve our business strategy and grow our business. During the year, there were 234 executive appointments, of which 91 (38.9%) were female and 31 (34.1%) of these 91 were internal promotions.

¹ Excludes PEL, ALH Group, Danks and Global Sourcing

² Excludes Hong Kong, India, Danks Retail, Statewide Independent Wholesalers Limited (SIW), Cellarmasters and Pinnacle.

All references to Woolworths Liquor Group in this section includes Langton's, BWS and Dan Murphy's employees paid through Woolworths' payroll.

ALH Group includes BWS and Dan Murphy's employees paid by ALH Group and ALH Venue and Support employees

Building The Best RETAIL TEAM

CAREER ADVANCEMENT

The Fastrack Program to Management and Leadership has been developed for our employees in Operations and aims to build skilled retailers with a focus on diversity of experience and thinking across multiple brands early. The emphasis is on identifying and developing talent for future management and leadership roles.

Those selected onto the program come out of their current roles and have the opportunity to work in multiple departments, sites and divisions, and work with our best managers, 'The Fastrack Coaches'.

In May and June, 97 employees completed the program, with 93 of these employees appointed to new positions. A further four employees are awaiting placement into new positions.

A second intake of employees for the program has commenced, with 87 successful applicants from Australia and 12 from New Zealand. The selection process and program guidelines were enhanced based on what was learnt in the first program.

GRADUATE PROGRAM

Our Graduate Program continues to offer our employees who have recently completed a tertiary degree the opportunity to work with the business in their chosen field. Graduates are rotated through various business units and functions, and are supported by both on and off the job development and the opportunity to work on projects.

We have 38 graduates who commenced in 2013 and a total of 68 graduates actively participating in programs.

APPRENTICESHIPS

Over the last ten years, Woolworths has continued to offer apprenticeships as a pathway for those who choose to develop themselves in a trade-based career. Our national program for butcher and bakery apprentices facilitates accelerated skill development for apprentices through our TAFE partners.

RETAIL EDGE

Over the past decade, Woolworths has continued to offer traineeships for those who want to develop a career in Retail. This year, we made significant investment in the reinvigoration of the competency-based training courses in the creation of the Retail Edge Program. Retail Edge includes our Certificate III and Certificate IV in Retailing.

TRAINING AND DEVELOPMENT

In 2013, more than 660,000 individual training sessions were undertaken by our employees across 845 courses. This represented a total investment of \$32.2 million in training our people.

This investment spanned core training programs, training for new employees and leadership programs for managers and executives.

Training participation by year, gender and employee category

TRAINING PARTICIPATION	2012	2013
Induction	87,951	83,745
Trainees and apprentices	3,857	2,790
Systems and general training	990,841	561,515
Management development	4,183	11,344
Executive development	1,072	674

TRAINING PARTICIPATION – GENDER – 2013	FEMALE	MALE
Induction	43,647	40,098
Trainees and apprentices	811	1,979
Systems and general training	327,867	233,648
Management development	4,985	6,359
Executive development	206	468

TRAINING PARTICIPATION – EMPLOYMENT TYPE – 2013	CASUAL	PART-TIME	FULL-TIME
Induction	46,469	24,767	12,509
Trainees and apprentices	0	0	2,790
Systems and general training	157,616	246,276	157,623
Management development	57	373	10,914
Executive development	0	8	666

2012 Training participation excludes Danks Wholesale, Cellarmasters, SIW, India, Hong Kong and Dick Smith NZ. Dick Smith NZ is included in Induction Training Participation. 2013 Training participation excludes Danks Wholesale, Cellarmasters, SIW, India, Hong Kong and Dick Smith NZ.

INCLUSIVITY DIVERSITY

Our diversity strategy continues to encourage leaders at all levels in our organisation to value, respect and leverage the unique contributions of people with diverse backgrounds, experiences and perspectives in order to provide innovation and exceptional service to our customers and the communities in which we operate.

Non-Executive Directors on the Board of Directors

2013	FEMALE	MALE	TOTAL
<25	0	0	0
25-35	0	0	0
35-45	0	0	0
45-55	1	0	1
55-65	2	3	5
>65	0	3	3
Total	3	6	9

Females by employment category

	% FEMALE
Executives*	29.0%
Senior managers	28.6%
Managers	40.0%
Office/support employees	43.0%
Store employees	57.4%
Distribution employees	16.4%
Tradespeople and apprentices	17.9%

Excludes PEL, Dick Smith NZ, Hong Kong and India
* Executives includes all business divisions

Ratio of basic salary and remuneration of women to men by employee category

2013		
Non-managerial female average of annualised	\$50,402	97.5%
Non-managerial male average of annualised	\$52,916	102.4%
Average of annualised	\$51,699	
Managerial female average of annualised	\$67,845	97.1%
Managerial male average of annualised	\$71,255	102.0%
Average of annualised	\$69,881	

2013 excludes Enterprise Agreement employees, Dick Smith NZ, Hong Kong and India

INCREASE THE REPRESENTATION OF WOMEN IN MANAGEMENT

Of the 91 executive female appointments made during the year, many were in non-traditional roles such as the Managing Director of Masters, State Managers, and Heads of Trading, Finance and Marketing.

As an early adopter of the ASX commitment, Woolworths continues to focus on women in management, with a public commitment to have 33% representation of women at board and three levels below by 2015. We have achieved 33% representation at board and 31.6% at the three levels below.

Our CEO is a member of the Male Champions of Change which includes 22 CEOs who are committed to increasing the number of senior females in Australian leadership. This commitment extends to implementing a number of key initiatives, including increasing flexibility options for our employees, 50:50 attendance on all training programs and commitment to gender diversity for all initiatives.

Woolworths was ranked "Green" in the 2013 Women on Boards Traffic Lights Index on Gender Balance.

INDIGENOUS EMPLOYMENT

Since the launch of our Reconciliation Action Plan in June 2011, the number of our employees who have identified themselves as Indigenous has increased to 2,506 (up from 949 in 2012).¹ We now use the staff engagement survey to obtain this information, and declaration is on a voluntary basis.

We continue to proactively recruit Indigenous Australians through community-based pre-employment programs. We have three Indigenous interns and one graduate appointed through partnership arrangements.

We run cultural competency training and have introduced a diversity awareness program as part of the core skill program for managers.

Woolworths is a member of Supply Nation and committed to supporting Indigenous businesses through its procurement process.

DISABILITY

Supporting people with a disability to find meaningful employment continues to be a priority and we have put a number of initiatives in place to support our delivery of this.

In 2013, 3,061 employees declared having a disability through the staff engagement survey, showing that we have continued significant participation of people with disability in our workforce.

Woolworths won the Australian Human Resource Institute (AHRI) award for the innovative work done to increase employment of people with disability and for the guide produced to support our managers.

¹ Excludes ALH Group, SIW, Dick Smith Aust, Dick Smith NZ, Hong Kong India and NZ

Building The Best RETAIL TEAM

We have been a member of the Australian Network for Disability for a number of years. Our General Manager of Health Safety and Wellbeing is a member of the Board of this organisation. This year, we appointed our first Intern with disability through a 'step up' program run through the Australian Network for Disability.

The Human Resources General Manager of Progressive Enterprises was a member of the Board of Be Accessible in New Zealand in 2013.

RESPECT, COURTESY AND DIGNITY

Incidents of bullying, harassment and discrimination can negatively impact on an employee's health, and how they engage with the company.

We foster a working environment where everyone is treated with dignity, courtesy, and respect. This includes employees as well as others with whom we do business, whether in the workplace, when interacting with customers and suppliers, at company functions or when using social media.

We provide training to employees about our policies and expectations of them in relation to discrimination, harassment and bullying on the commencement of their employment and periodically during their employment.

Eleven new claims were lodged in discrimination tribunals (both State and Federal) during 2013, of which six were resolved¹. This compares to the 12 claims reported last year.

Total hours of employee training on policies and procedures concerning aspects of human rights.

	NUMBER OF EMPLOYEES	TOTAL HOURS
Training on policies and procedures	57,132	182,770

Data currently includes Group and Business Inductions, Safety, Acceptable Use, Harassment and Bullying, Diversity, Counselling, Liquor Compliance. Data will be restated in 2014.

Excludes Danks Wholesale, PEL, SIW, India, Hong Kong and Dick Smith NZ.

¹ Excludes Hong Kong and India

² 2013 excludes Dick Smith NZ, Hong Kong and India. There is a notable difference in the definition of an EBA employee in Australia and an EBA employee in New Zealand. New Zealand records EBA employees based on union membership

FREEDOM OF ASSOCIATION AND UNION ENGAGEMENT

We have long-standing relationships with the unions that represent our employees. We support our employees' right to exercise freedom of association and collective bargaining. Enterprise agreements (EBAs) cover 73.3% of our workforce.²

	2013		
	EBA EMPLOYEES	TOTAL HEADCOUNT	%
ALH Group	0	15,666	0.0%
Progressive Enterprises Limited	7,070	18,096	39.1%
Woolworths Limited	137,677	163,784	84.1%
Danks Wholesale	165	165	100.0%
EBA Employees	144,912	197,711	73.3%

ENGAGING, RESPECTING AND VALUING OUR PEOPLE ENGAGEMENT

This year, we conducted our second company-wide survey. The participation rate increased significantly from 42% in 2012 to 71%.

Our engagement score is improving and our managers continue to work with our people to better understand how we increase engagement and make Woolworths a great place to work.

PARENTAL LEAVE

We continue to offer paid maternity leave to eligible Australian-based employees, which includes six weeks' paid maternity leave, two weeks' return-to-work bonus and up to 104 weeks unpaid parental leave. This entitlement is in addition to the Australian Government's Paid Parental Leave Scheme. In 2013, 2,278 employees accessed parental leave. New Zealand-based employees are offered up to 14 weeks' paid maternity leave under the New Zealand Government's parental leave scheme.

The Company is currently reviewing our Parental Leave Policy to ensure we continually aim to enhance our benefits for employees.

	2012		2013	
	EMPLOYEES WHO ACCESSED PARENTAL LEAVE	EMPLOYEES WHO RETURNED FROM PARENTAL LEAVE	EMPLOYEES WHO ACCESSED PARENTAL LEAVE	EMPLOYEES WHO RETURNED FROM PARENTAL LEAVE
Male	22	19	14	17
Female	2,616	1,973	2,264	1,970
Total	2,638	1,992	2,278	1,987

2012 and 2013 excludes SIW, India, Hong Kong and Dick Smith NZ.

RECOGNITION

Our divisional recognition programs are based on the principle of recognising outstanding achievements. To further encourage the recognition of positive behaviour, we introduced a company-wide online recognition program, encouraging peer-to-peer nominations, via the employee website, AllYours.

Our Jack Shewmaker Scholarship (in honour of Jack Shewmaker, Wal-Mart Stores executive and consultant to Woolworths) recognises innovation by awarding an Australian or New Zealand-based employee who has developed and implemented a successful new idea, or program within the business, with a \$20,000 scholarship. The winner of the 2013 scholarship was from Logistics.

We have continued with established recognition schemes, including the annual Paul Simons Awards, a Woolworths program which recognises the development of young people across our company. The award is open to employees from Australia and New Zealand who are current trainees or apprentices and also recognises trainee buyers/planners and graduates.

Our internal recognise a peer program (WOW Thank you) delivered more than 6,500 thank you messages to employees recognised by their colleagues.



REWARD

Woolworths continues to provide market competitive remuneration and benefits. Our remuneration structure includes fixed and variable components, depending on the employee's position.

The objectives of our reward framework are to:

- Attract, motivate and retain key talent with market competitive reward
- Set goals for high performance, which link to the Company's strategic and financial objectives
- Deliver reward that is differentiated by business and individual performance
- Align reward to shareholder value creation.

A range of incentive programs are designed to support the attraction and retention of talent, and foster a culture of high performance. For example, all Store Managers participate in an annual cash-based, short-term incentive plan and an equity-based deferred short-term incentive with annual allocations. The rewards that are provided in these programs are based on business results, and are also differentiated by the individual's performance.

Part-time employees have access to the same general benefits as their full-time counterparts on a *pro rata* basis. Other benefits include a staff discount card, access to the Woolworths Employee Credit Union, discounted private health insurance and the 25 Year Club.

SHARE PURCHASE PLAN

Under the Woolworths Share Purchase Plan, an annual invitation enables participating employees to acquire Woolworths' shares using pre-tax rather than after-tax income. Through voluntary participation in this program, 17,883 employees were issued shares in 2013.

Building The Best RETAIL TEAM

HEALTH AND WELLBEING

Our health programs are designed to assist our employees to understand their health status and provide support to improve and maintain their health, both at work and at home.

We proactively encourage our employees to make healthier lifestyle choices through the introduction of our wellbeing program 'All Good'. Refer to page 13 for more information about 'All Good'.

Our employees in Australia and New Zealand have access to a discounted special rate for Corporate Private Health Insurance. Our employees and their immediate families also have access to a free confidential counselling service through the Employee Assistance Program.



SAFETY

The safety and health of Woolworths' employees and customers are an essential part in providing the best retail experience. We continue to look for opportunities to improve our processes and to develop a culture that provides an environment that is both safe to work and shop.

OUR PERFORMANCE

In 2013, we achieved a reduced Lost Time Injury Frequency Rate (LTIFR) of 10.26, 10.9% lower than 2012. In addition, we experienced a 28.2% reduction in New Claim Frequency Rate (NCFR) and a 15.3% reduction in the number of our customers injured in our stores compared to 2012.

WOOLWORTHS LIMITED LTIFR FOR 2011–2013 ¹	2011	2012	2013
LTIFR (million hours worked)	10.89	11.51	10.26
LTIFR (200,000 hours worked)	2.18	2.30	2.05
% Change on previous year	-10.66%	5.69%	-10.91%

Excludes ALH Group, Masters and Danks Wholesale and Retail

WOOLWORTHS LIMITED LTIFR FOR 2011–2013 (EXCLUDING ALH GROUP)¹



Divisional LTIFR results for 2013

LTIFR AS AT 2013 ¹	PER MILLION HRS	PER 200,000 HRS	CHANGE ON LAST FINANCIAL YEAR*
Supermarkets	12.25	2.45	-8%
Logistics	13.99	2.80	-37%
BIG W	3.54	0.71	-43%
Liquor - BWS	7.78	1.56	-29%
Liquor - Dan Murphy's	6.75	1.35	-36%
Petrol	4.88	0.98	47%
Progressive Enterprise Limited (NZ)	7.53	1.51	32%
Thomas Dux	11.37	2.27	-49%
Corporate	2.72	0.54	-38%
Woolworths Group	10.26	2.05	-11%

* Excludes ALH Group, Masters and Danks Wholesale and Retail, and Dick Smith which was divested during the year

SAFETY HIGHLIGHTS

10.9% ↓
REDUCTION IN LTIFR

28.2% ↓
REDUCTION IN NEW CLAIM FREQUENCY RATE

12.1% ↓
REDUCTION IN HOURS LOST TO INJURY

6.0% ↓
REDUCTION IN OCCUPATIONAL DISEASE RATE

OTHER SAFETY, HEALTH AND ENVIRONMENT – KEY PERFORMANCE INDICATORS 2011–2013¹

	2011	2012	2013
Employee work-related fatalities	0	0	0
Contractor Fatalities	0	0	0
Other Fatalities*	1	0	2
% change in Lost Time Frequency Rate	-10.66%	5.69%	-10.91%
% change in New Claim Frequency Rate	3.08%	-17.43%	-28.23%
% change in Customer Claims**	-8.65%	-3.85%	-15.28%
% change in Hours Lost as a result of an injury**	15.55%	6.34%	-12.07%

Excludes ALH Group, Masters and Danks Wholesale and Retail.

* Customers/Visitors

** Excludes Progressive Enterprise Limited and Dick Smith NZ

WOOLWORTHS LIMITED OCCUPATIONAL DISEASE RATE FOR 2011–2013¹

	2011	2012	2013
Occupational Disease Rate (per 200,000 hours worked)	1.41	1.58	1.48
% Change on previous year	23%	12%	-6%

Excludes ALH Group, Masters and Danks Wholesale and Retail, PEL and Dick Smith NZ

¹ 2011 and 2012 data has been updated to reflect any delayed reporting

Building The Best RETAIL TEAM

WOOLWORTHS' WORKFORCE (HEADCOUNT)

Workforce by Division by Gender

	2012			2013		
	FEMALE	MALE	TOTAL	FEMALE	MALE	TOTAL
Supermarkets	62,885	48,509	111,394	64,110	50,589	114,699
BIG W	15,098	6,761	21,859	15,247	6,964	22,211
Logistics	1,372	6,927	8,299	1,378	6,737	8,115
Petrol	1,694	1,601	3,295	1,792	1,750	3,542
Woolworths Liquor	1,433	3,010	4,443	1,690	3,242	4,932
Corporate	1,070	950	2,020	1,071	685	1,756
BTS				233	440	673
Multi-Option				45	44	89
Thomas Dux	235	254	489	240	252	492
Dick Smith (Australia)	1,049	2,721	3,770			
Masters	1,585	1,612	3,197	2,228	2,250	4,478
Dick Smith NZ	182	613	795			
Progressive Enterprises Limited	10,727	7,785	18,512	10,426	7,670	18,096
Global Sourcing	80	51	131	102	69	171
India	20	76	96			
Danks	477	712	1,189	434	901	1,335
ALH Group	7,591	6,933	14,524	8,090	7,576	15,666
Cellarmasters	357	570	927	452	699	1,151
SIW Limited	24	242	266	27	278	305
Total	105,879	89,327	195,206	107,565	90,146	197,711

Workforce by Employment Type

	2012			2013		
	FEMALE	MALE	TOTAL	FEMALE	MALE	TOTAL
Full-time	26,661	35,132	61,793	26,211	34,545	60,756
Part-time	49,663	26,364	76,027	50,659	27,433	78,092
Casual	29,555	27,831	57,386	30,695	28,168	58,863
Total	105,879	89,327	195,206	107,565	90,146	197,711

Workforce by State/Territory and Country

	2012			2013		
	FEMALE	MALE	TOTAL	FEMALE	MALE	TOTAL
Australian Capital Territory	1,444	1,842	3,286	1,408	1,734	3,142
New South Wales	28,325	24,306	52,631	29,290	24,940	54,230
Northern Territory	1,018	756	1,774	981	796	1,777
Queensland	21,943	16,508	38,451	22,679	17,244	39,923
South Australia	6,205	5,871	12,076	6,167	5,857	12,024
Tasmania	2,848	2,263	5,111	2,783	2,227	5,010
Victoria	23,404	21,936	45,340	23,587	21,983	45,570
Western Australia	9,326	6,750	16,076	9,690	6,927	16,617
New Zealand	10,909	8,398	19,307	10,426	7,670	18,096
India	20	76	96	0	0	0
Global Sourcing	80	51	131	102	69	171
Total	105,522	88,757	194,279	107,113	89,447	196,560

2012 and 2013 excludes Cellarmasters.

Workforce by Age

	2012			2013		
	FEMALE	MALE	TOTAL	FEMALE	MALE	TOTAL
<25	38,658	40,656	79,314	38,483	39,970	78,453
25-<35	20,802	22,511	43,313	21,210	22,823	44,033
35-<45	18,423	12,247	30,670	18,562	12,665	31,227
45-<55	17,587	8,146	25,733	18,018	8,366	26,384
55-<65	9,017	4,404	13,421	9,584	4,676	14,260
>65	1,035	793	1,828	1,256	947	2,203
Total	105,522	88,757	194,279	107,113	89,447	196,560

2012 and 2013 excludes Cellarmasters

Employee Turnover by Age

2013	TOTAL TURNOVER			% TURNOVER		
	FEMALE	MALE	TOTAL	FEMALE	MALE	TOTAL
<25	13,514	13,510	27,024	34.3%	33.5%	33.9%
25-<35	5,402	6,266	11,668	25.5%	28.0%	26.8%
35-<45	2,943	2,378	5,321	16.3%	18.2%	17.1%
45-<55	1,989	1,448	3,437	11.9%	15.3%	13.1%
55-<65	993	816	1,809	11.9%	14.5%	13.0%
>65	192	246	438	19.7%	22.8%	21.3%
Total	25,033	24,664	49,697	23.9%	26.8%	25.3%

2013 excludes SIW, Cellarmasters and Danks Retail

Employee Turnover by State/Territory and Country

2013	TOTAL TURNOVER			% TURNOVER		
	FEMALE	MALE	TOTAL	FEMALE	MALE	TOTAL
Australian Capital Territory	450	639	1,089	31.2%	35.7%	33.7%
New South Wales	5,206	5,497	10,703	17.8%	22.2%	19.8%
Northern Territory	559	433	992	57.5%	56.6%	57.1%
Queensland	6,276	5,262	11,538	27.8%	30.9%	29.1%
South Australia	1,363	1,414	2,777	21.9%	24.2%	23.0%
Tasmania	459	444	903	16.3%	19.6%	17.8%
Victoria	4,513	5,052	9,565	19.1%	22.9%	20.9%
Western Australia	3,846	3,227	7,073	39.2%	46.9%	42.4%
New Zealand	2,751	2,347	5,098	25.8%	29.9%	27.5%
Hong Kong/Shanghai/Bangladesh	25	10	35	26.8%	17.2%	23.1%
Total	25,448	24,325	49,773	23.7%	27.2%	25.3%

2013 excludes SIW, Cellarmasters and Danks Retail

Our Approach to **Corporate Responsibility and SUSTAINABILITY**

Woolworths has set targets and made commitments to be a responsible and sustainable business; this can only be achieved with the support of our people at all levels of our business.

As any business should, Woolworths gives priority to issues that are material to the business and which align with our strategic pillars.

The Destination Zero safety strategy and the Sustainability Strategy 2007-2015 provide the direction and focus for practices, policies and investment.

GOVERNANCE AND THE BOARD

Corporate governance is at the core of Woolworths' and the Board's approach to the enhancement of shareholder value and the protection of shareholder funds. Integral to shareholder value is protecting and enhancing our reputation and this is why the Board oversees the Company's approach to corporate responsibility and sustainability.

Details of our Governance Framework can be found at www.woolworthslimited.com.au/page/Who_We_Are/Corporate_Governance/ and additional information is available in the Corporate Governance Statement in our 2013 Annual Report.

BOARD OF DIRECTORS

The Board of Directors is accountable to shareholders for the Company's performance and its responsibilities include Woolworths' corporate governance practices. The Board's principal objective is to maintain and increase shareholder value while ensuring Woolworths' overall activities are properly managed.

Information on our Board of Directors and the Board Charter can be found at www.woolworthslimited.com.au/page/Who_We_Are/Directors_and_Management/Board_of_Directors/ and the relevant Committees are covered in www.woolworthslimited.com.au/page/Who_We_Are/Corporate_Governance/Committees/

RISK MANAGEMENT FRAMEWORK

The continued growth and success of Woolworths depends on the ability of our company to understand and respond to the challenges of an uncertain and changing world. As a large, dispersed and complex organisation, this uncertainty generates risk, with the potential to be a source of both opportunities and threats. By understanding and managing risk, the Company provides greater certainty and confidence for all its stakeholders. Our risk management policy can be found in the same location as our Governance Framework, referred to above.

SENIOR MANAGEMENT

Woolworths' safety culture is a daily consideration for all staff. The effectiveness of our safety and health vision, principles, policy, standards, initiatives and procedures is evaluated during the quarterly meetings of the Safety and Health Executive Committee, which is comprised of divisional management and chaired by the CEO.

DIVISIONAL LEVEL

Every employee is responsible for safety and health and they are supported by specialist advice from Safety, Health & Environment (SH&E) personnel. Our workforce is represented in formal joint management-worker health and safety committees. These safety teams operate in the workplace and their functions are formalised through charters, procedures and legislative requirements where applicable.

Corporate and business division staff, in key roles, initiate and implement sustainability programs across divisions and logistics which will have the most beneficial impact.

RESPONSIBLE BUSINESS FORUM

The Responsible Business Forum consists of leaders in corporate responsibility and business, who provide independent guidance to Woolworths on conducting business in a responsible manner. Members of the Forum are expected to provide advice and challenge our thinking and approach to responsible business practices.

During the year, the Forum has considered issues related to responsible gaming, supplier relationships, competition and reputation.

TRANSPARENCY AND REPORTING

Woolworths uses the globally recognised reporting framework developed by the Global Reporting Initiative (GRI). The GRI reporting framework sets out the principles and indicators that organisations can use to measure and report their economic, environmental, and social performance. This Report was prepared in line with the G3.1 Guidelines and received an A+ rating.

We continued to report to the Carbon Disclosure Project (CDP), extending our participation from Carbon and Water Disclosure to now include Forests. The CDP is an investor-driven disclosure initiative enabling companies to report on risk identification and mitigation processes related to climate change and water security.

We also participate in the Dow Jones Sustainability Index, a global index that tracks the financial performance of leading sustainability-driven companies. In 2013, Woolworths was recognised as the Industry Group Sustainability Leader for the Food and Staples Industry; this is significant acknowledgement of the efforts made by our business.

DJSI	2010*	2011	2012	2013
Overall Score	52	72	76	77
Economic Dimension	57	72	79	79
Environmental Dimension	46	74	78	80
Social Dimension	52	71	70	73

* 2010 Score based on Analyst assessment of publicly available information rather than from a submission made by Woolworths

ANTI-CORRUPTION

Woolworths' Code of Conduct is a cornerstone for how we expect our employees to work and represent the Company. The Code of Conduct provides guidance on our commitment to the highest legal, moral and ethical standards in our dealings with customers, suppliers, employees and local communities. The Code of Conduct clearly details expected behaviours in how we engage with vendors and also employee responsibility in declaring conflicts of interest.

A key process to monitoring and improving our business conduct is the Speak Up program, for employees and vendors. An independent provider manages a confidential service for employees and our trading partners to report matters of a serious nature where the standard escalation procedures have either been exhausted or are not an option.

Issues that can be reported through the Vendor Speak Up service include breaches of the law or instances where trade partners believe that dealings with a Woolworths business division or employee have created or are likely to create issues such as fraud, corruption, conflict of interest, bullying and harassment.

POLITICAL DONATIONS

Woolworths prepares for legislative and regulatory reforms through direct engagement with political parties in Australia and New Zealand. Our policy is to not make outright cash donations to political parties; however, we do permit attendance as business observers at political conferences which may require an admission fee. Woolworths adheres to all relevant political disclosure laws and regulations and strives to make contributions in a bi-partisan manner.

In 2013, we contributed (for attendance to conferences and other functions) \$50,950 to the Australian Labor Party and \$64,935 to the Coalition. In New Zealand, Woolworths did not make any political donations.

PRIVACY POLICY

Woolworths is committed to meeting the National Privacy Principles for the Fair Handling of Personal Information, which sets standards for the collection, use and disclosure, access, storage and destruction of personal information that we collect as part of our business operations.

Our respect for our customers' right to privacy of their personal information is paramount. We have policies and procedures to ensure that all personal information, no matter how or where it is obtained, is handled sensitively, securely, and in accordance with the National Privacy Principles. Please refer to www.woolworthslimited.com.au/page/Privacy_Policy/ for our privacy policy.

INDEPENDENT ASSURANCE STATEMENT



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INDEPENDENT ASSURANCE STATEMENT

To the Board of Directors and Management of Woolworths Limited:

Woolworths Limited (Woolworths) commissioned Net Balance Management Group Pty Ltd (Net Balance) to provide independent assurance of Woolworths' 'Corporate Responsibility Report 2013' (the 'Report'). The Report presents Woolworths' corporate responsibility (CR) performance over the period 1 July 2012 to 30 June 2013. Woolworths was responsible for the preparation of the Report and this statement represents the assurance provider's independent opinion. In performing its assurance activities, Net Balance's responsibility is to the Board and Management of Woolworths alone in accordance with the terms of reference agreed with them. Other stakeholders should perform their own due diligence before taking any action as a result of this statement.

Assurance Standard and Objectives

The assurance engagement was undertaken in accordance with the AA1000 Assurance Standard (AA1000AS (2008)). Assurance using this standard provides a comprehensive process of ensuring an organisation is responsible for its management, performance and reporting of CR issues. Net Balance provided 'Type 2' assurance in accordance with the AA1000AS (2008), which involves an assessment of the organisation's adherence to the AA1000 AccountAbility Principles (2008) and an assessment of the accuracy and quality of the Report's CR performance information.

The level of assurance provided is 'moderate' as defined by the scope and methodology described in this assurance statement. A 'moderate' level of assurance is designed to enhance the user's confidence in the organisation's disclosures. The assurance covered the whole Report and focused on systems and activities of Woolworths during the reporting period, with the following exceptions:

- + The scope of work did not involve verification of financial data, other than that relating to environmental, social or broader economic performance.
- + The verification process was conducted primarily at Woolworths' Bella Vista Head Office located in New South Wales, Australia.

Assurance Methodology

The assurance engagement was undertaken from June to November 2013, and the process involved an assessment of materiality, interviews with a cross section of management to assess adherence to the Principles, and interviews with key staff responsible for preparing the Report to substantiate the veracity of selected claims against Woolworths' internal data protocols and the GRI G3.1 Principles of Quality.

Our Independence

Net Balance was not responsible for preparation of any part of the Report. The assurance team's independence was ensured by selecting a team that had no other significant involvement with Woolworths during the reporting period that could impair the team's independence or objectivity. During the reporting period, Net Balance was engaged by Woolworths to conduct a peer review and also undertook verification of Woolworths' 2012/13 reporting data in relation to the National Greenhouse and Energy Reporting (NGER) Act 2007. These projects were deemed complementary to the assurance function and therefore were deemed not to impact upon the team's independence or objectivity. Net Balance confirms that it is not aware of any other issue that could impair our objectivity in relation to this assurance engagement, in accordance with our Independence Policy, a copy of which is available at www.netbalance.com.

Findings and Conclusions

Adherence to AA1000 Principles

Inclusivity: Woolworths has a comprehensive understanding of who its key stakeholders are, and has processes in place to engage with these stakeholders. This year Woolworths has implemented a Community Governance Committee within its Supermarkets Division. This provides a forum of senior leaders to discuss CR issues and assign appropriate ownership within the division. Woolworths is also continuing to improve its customer feedback processes to inform decision making and engagement processes. Net Balance encourages Woolworths to maintain and continually improve the effectiveness of these and other existing channels through which stakeholders are engaged and can raise issues that are important to them.

Materiality: Although Woolworths did not report on its materiality determination process, Net Balance observed that Woolworths has an established risk-based framework to determine the material aspects and issues relevant to the business. Net Balance

reviewed Woolworths' risk assessment processes for a number of sustainability topics and found the underlying systems to be robust, with detailed risk registers, operating charter, performance audits and action plans. The assurance process also reviewed Woolworths' approach to determining its material issues. To increase transparency and in particular meet the new GRI G4 reporting guidelines, Net Balance recommends disclosing its materiality process in future disclosures.

Responsiveness: Net Balance tested the responsiveness of Woolworths in addressing and managing its key CR issues. Net Balance observed that those issues are considered across Woolworths' value chain, from suppliers through to customers. This year Woolworths identified opportunities to improve the management of risks in its supply chain and responded with the introduction of new processes and greater accountability across key divisions. This has allowed Woolworths to leverage key CR issues to inform important business risks and opportunities. Net Balance has observed a reduced disclosure of metrics and associated narratives that may impact stakeholders' abilities to adequately assess Woolworths' performance. In particular, ethical sourcing was identified as a high material for which limited performance data is disclosed.

Reliability of Performance Information

Based on the scope of the assurance process, the following was observed with regard to performance information:

- + The findings of the assurance engagement provide confidence in the systems and processes used for managing and reporting corporate responsibility performance information.
- + The level of accuracy of corporate responsibility performance information was found to be within acceptable limits and issues effectively addressed throughout the assurance process.
- + Data trails selected were generally identifiable and traceable, and personnel responsible were able to reliably demonstrate the origin(s) and interpretation of data.
- + The corporate responsibility performance disclosures presented within the Report appropriately reflect environmental, social and economic performance achieved during the period.
- + The GRI G3.1 Application Level Check found the Report was classified as A+.

Overall, it is Net Balance's opinion that the information presented within the Report is fair and accurate and that the Report is a reliable account of Woolworths' corporate responsibility performance during the reporting period.

The Way Forward

To remain at the forefront of corporate responsibility performance in relation to its industry peers and other publicly listed companies, Net Balance would like to see Woolworths focus on:

- + Greater transparency of performance metrics and trend analysis in relation to key material issues, particularly with regards to responsible sourcing. Where material, divisional performance data should also be disclosed.
- + Increased disclosure on the context of key issues as they relate to each division and associated narrative on how these issues have been addressed over the reporting period. This could strengthen the disclosure of management approach under the GRI framework as well as the advanced criteria of the UNGC Communication of Progress.
- + A transition to GRI G4 reporting guidelines and how this informs future reporting, particularly with respect to reporting on its materiality approach, stakeholder engagement processes, as well as the management of material issues and challenges where relevant to each division.
- + Reconfirming and documenting the management approach to key material issues, including divisional strategies and accountabilities, alignment of management objectives, and data management and communication protocols.

Net Balance has provided recommendations and suggestions that have been outlined in a separate, more detailed report presented to Woolworths' Board and Management.

On behalf of the assurance team



20 November 2013
Sydney, Australia

Alan Dayeh, BBus(Fin) BSc(EnvBiol)
Associate Director, Net Balance
Lead CSAP (AccountAbility UK)



UNITED NATIONS GLOBAL COMPACT

Woolworths Limited addresses the ten accepted principles of the UNGC in the following manner.

PRINCIPLES	ACTIONS
Human Rights	
Principle 1 Protection of Human Rights	Ethical Sourcing Policy and audit program, Page 21
Principle 2 No Complicity in Human Rights Abuse	Ethical Sourcing Policy and audit program, Page 21 Freedom of Association and Union Engagement, Page 46
Labour	
Principle 3 Freedom of Association and Collective Bargaining	Ethical Sourcing Policy and audit program, Page 21 Freedom of Association and Union Engagement, Page 46
Principle 4 Elimination of Forced and Compulsory Labour	Ethical Sourcing Policy and audit program, Page 21
Principle 5 Abolition of Child Labour	Ethical Sourcing Policy and audit program, Page 21
Principle 6 Elimination of Discrimination	Inclusivity, Pages 45-46
Environment	
Principle 7 Precautionary Approach	No explicit reference to precautionary approach. Approach to Risk Management, Page 52
Principle 8 Environmental Responsibility	Using Resources Wisely, Pages 34-41
Principle 9 Environmentally Friendly Technologies	Technology addressing climate change, water conservation, transport and packaging, Pages 35-39
Anti-Corruption	
Principle 10 Work against Corruption	Anti-Corruption, Page 53

GLOBAL REPORTING INITIATIVE

GLOBAL REPORTING INITIATIVE (GRI) INDEX FOUND AT WWW.WOOLWORTHSLIMITED.COM.AU/PAGE/INVEST_IN_US/REPORTS

GRI	DESCRIPTION	PAGE	GRI	DESCRIPTION	PAGE
1.1	Statement from the Chairman and CEO	4-5	4.12	External corporate responsibility charters	21, 23-24, 45-46, 52, 56
1.2	Key impacts, risks, and opportunities	2-5, 20, 34, 42	4.13	Memberships in associations	21, 23-24, 45-46, 52
2.1	Name of the organisation	FC	4.14	List of engaged stakeholders	GRI Index
2.2	Primary brands, products, and/or services	IFC, 10-13, AR 47	4.15	Basis for identification and selection of stakeholders	GRI Index
2.3	Operational structure of the organisation	AR 18-35	4.16	Approaches to stakeholders	GRI Index
2.4	Location of organisation's headquarters	61	4.17	Key topics and concerns for stakeholders	6-17, 20-25
2.5	Number of countries where the organisation operates	IFC	Disclosure on Economic Management Approach		
2.6	Nature of ownership and legal form	AR 189-190	EC1	Direct economic value generated and distributed	2, 5
2.7	Markets served	59, AR 47	EC2	Financial implications of climate change	35
2.8	Scale of the reporting organisation	5, 8-9	EC3	Defined benefit plan obligations	GRI Index, AR 116-117
2.9	Significant changes during the reporting period	AR 5, 7, 36	EC4	Significant financial assistance received from government	GRI Index
2.10	Awards	1, 12, 45	EC5	Ratios of standard entry level wage compared to local minimum wage	47
3.1	Reporting period	IFC	EC6	Policy on locally-based suppliers	14-17
3.2	Date of most recent previous report	2012	EC7	Procedures for local hiring	6-9, 43, GRI Index
3.3	Reporting cycle	Annual	EC8	Infrastructure investments and services for public benefit	28-33
3.4	Contact point for the report	61	EC9	Indirect economic impacts	6, 14-17
3.5	Process for defining report content	20, 34, 42, 52	Disclosure on Environmental Management Approach EN		
3.6	Boundary of the report	IFC	EN1	Materials used by weight or volume	23-24, 38
3.7	Limitations on the scope or boundary	IFC	EN2	Percentage of materials used that are recycled input materials	38
3.8	Reporting on joint ventures and other entities	IFC	EN3	Direct energy consumption by primary energy source	36
3.9	Data measurement techniques	Where Relevant	EN4	Indirect energy consumption by primary source	36
3.10	Explanation of re-statements	34-35	EN5	Energy saved due to conservation and efficiency improvements	34-35
3.11	Significant changes from previous reporting periods	IFC	EN6	Initiatives to provide energy-efficient products and services	35
3.12	Table of Standard Disclosures	57-58	EN7	Initiatives to reduce indirect energy consumption	35-36
3.13	External assurance for the report	54-55	EN8	Total water withdrawal by source	37
4.1	Governance structure	52, AR 80-93	EN9	Water sources significantly affected by withdrawal of water	GRI Index
4.2	Chair of the highest governance body	AR 47	EN10	Percentage and total volume of water recycled and reused	37
4.3	Independent and/or non-executive members	AR 47	EN11	Location and size of land owned near areas of high biodiversity value	GRI Index
4.4	Mechanisms for providing recommendations to the board	52-53, AR 93	EN12	Description of significant impacts on biodiversity in protected areas	GRI Index
4.5	Linkage between compensation and performance	AR 50-64	EN13	Habitats protected or restored	GRI Index
4.6	Avoiding of conflicts of interest	AR 83	EN14	Managing impacts on biodiversity	24
4.7	Determining the qualifications and expertise of the Board	AR 82			
4.8	Mission statements, values and code of conduct	20, 34, 42, 53, AR 89			
4.9	Management of performance	52-53, AR 56-65			
4.10	Performance evaluation	AR 56-65			
4.11	Addressing precautionary principle	23-24, 35 GRI Index			

GLOBAL REPORTING INITIATIVE

GLOBAL REPORTING INITIATIVE (GRI) INDEX FOUND AT WWW.WOOLWORTHSLIMITED.COM.AU/PAGE/INVEST_IN_US/REPORTS

GRI	DESCRIPTION	PAGE	GRI	DESCRIPTION	PAGE
EN15	IUCN Red List species	GRI Index	HR2	Supplier screenings on human rights	21
EN16	Direct and indirect greenhouse gas emissions	40-41	HR3	Employee training on human rights	46
EN17	Other indirect greenhouse gas emissions	40-41	HR4	Number of incidents of discrimination	46
EN18	Initiatives to reduce greenhouse gas emissions	35	HR5	Risks to right to exercise freedom of association and collective bargaining	21, 46, GRI Index
EN19	Emissions of ozone-depleting substances	GRI Index	HR6	Risks of incidents of child labour	21, GRI Index
EN20	NOx, SOx, and other significant air emissions by type and weight	GRI Index	HR7	Risks for incidents of forced or compulsory labor	21
EN21	Total water discharge by quality and destination	GRI Index	HR9	Incidents involving rights of indigenous people	46, GRI Index
EN22	Total weight of waste by type and disposal method	39, 41	HR10	Operations subject to human rights reviews	45-46
EN23	Total number and volume of significant spills	GRI Index	HR11	Grievances related to human rights	46
EN24	Hazardous wastes	38, 41	Disclosure on Society Management Approach		
EN26	Mitigating impacts of products and services	23-24, 38	SO1	Manage the impacts of operations on communities	26-33
EN28	Fines for non-compliance with environmental laws	GRI Index	SO2	Analysis of business units for risks related to corruption	53, GRI Index
EN29	Impacts of transporting products and other goods	34-35	SO3	Employees trained in anti-corruption policies	GRI Index
Disclosure on Labour Management Approach			SO4	Actions taken in response to incidents of corruption	53
LA1	Total workforce	50-51	SO5	Participation in public policy development	53, GRI Index
LA2	Employee turnover	51	SO6	Financial and in-kind contributions to political parties	53
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LA4	Collective bargaining agreements	46	SO8	Non-compliance with laws and regulations	GRI Index
LA5	Minimum notice periods for significant operational changes	GRI Index	SO9	Operations with potential or actual negative impacts on community	26-27
LA6	Workforce represented in joint management-worker health and safety committees	49, GRI Index	SO10	Mitigation of negative impacts on community	26-27
LA7	Rates of injury, occupational diseases, lost days, and absenteeism	49	Disclosure on Product Responsibility Management Approach		
LA8	Education, training and risk-control programs regarding serious diseases	48	PR1	Life cycle stages products and services	12-13, 25, GRI Index
LA9	Health and safety topics covered in formal agreements with trade unions	49, GRI Index	PR2	Non-compliance regarding health and safety impacts of products	GRI Index
LA10	Average hours of training per employee	44	PR3	Product and service information	12-13, 25
LA11	Career and skills management	44	PR4	Non-compliance regarding product and service information	GRI Index
LA12	Employee performance and career development reviews	GRI Index	PR5	Practices related to customer satisfaction	10-13
LA13	Governance bodies and breakdown of employees relating to diversity	45	PR6	Programs for adherence to laws, standards, and voluntary codes related to marketing	27
LA14	Ratio of basic salary of men to women by employee category	45	PR7	Non-compliance with regulations and voluntary codes concerning marketing	GRI Index
LA15	Retention rates after parental leave	46	PR8	Complaints regarding breaches of customer privacy	53
Disclosure on Human Rights Management Approach			PR9	Monetary value of significant fines	GRI Index
HR1	Significant investment agreements that include human rights clauses	GRI Index			

STORE AND TRADING AREA ANALYSIS

Five-year store and trading area analysis

YEAR ENDED 30 JUNE 2013	2013 FULL YEAR	2012 FULL YEAR	2011 FULL YEAR	2010 FULL YEAR	2009 FULL YEAR
Stores (Number)					
New South Wales and Australian Capital Territory	271	262	255	248	241
Queensland	209	203	194	189	186
Victoria	221	214	203	200	192
South Australia and Northern Territory	78	78	76	74	72
Western Australia	88	85	83	83	82
Tasmania	30	30	29	29	29
Supermarkets - Australia	897	872	840	823	802
Supermarkets - New Zealand	166	161	156	152	149
Total Supermarkets	1,063	1,033	996	975	951
Thomas Dux	11	11	11	11	3
Freestanding Liquor - (incl. Dan Murphy's)	339	329	305	281	256
ALH Group Retail Outlets	526	507	488	480	463
Caltex/WOW Petrol	131	132	132	132	133
WOW Petrol - Australia	482	467	449	429	409
WOW Petrol - New Zealand	-	-	-	22	22
Total Supermarket Division	2,552	2,479	2,381	2,330	2,237
General Merchandise					
BIG W	178	172	165	161	156
Dick Smith Electronics	-	-	390	394	349
Tandy	-	-	4	22	87
Total General Merchandise	178	172	559	577	592
Hotels, including clubs (ALH Group)	326	294	282	284	280
Danks (Home Improvement Retail)	26	21	19	8	-
Masters	31	15	-	-	-
Total continuing operations	3,113	2,981	3,241	3,199	3,109
Discontinued operations					
Dick Smith Electronics	-	347	-	-	-
Tandy	-	1	-	-	-
Total Group	3,113	3,329	3,241	3,199	3,109
Wholesale Customer Stores					
Dick Smith	-	-	3	18	35
Progressive	55	54	51	54	53
Croma (Customer Electronics India)	-	77	64	50	33
Danks (Home Improvement Wholesale)	490	518	543	581	-
Statewide Independent Wholesale	220	220	220	220	218
Total Wholesale Customer Stores	765	869	881	923	339
Trading Area (sqm)					
Supermarket Division (Australia) ¹	2,413,527	2,318,756	2,202,620	2,127,195	2,037,680
Supermarket Division (New Zealand) ²	372,373	351,744	333,274	325,256	303,889
General Merchandise Division ³	1,016,086	1,107,732	1,086,082	1,061,934	1,038,561
STORE MOVEMENTS JULY 12 – JUNE 13					
	AUSTRALIAN SUPERMARKETS¹	NEW ZEALAND SUPERMARKETS¹			
New Stores - incremental	34	8			
Closures - permanent	(9)	(3)			
Net New Stores	25	5			

- ¹ Excludes Langton's, Cellarmasters, Petrol, Wholesale and ALH Group Retail (BWS)
- ² Excludes Gull and franchise stores
- ³ Includes BIG W, Dick Smith, Tandy and excludes Woolworths India in the periods these businesses were owned by Woolworths

GLOSSARY

Australian Packaging Covenant

APC is a voluntary initiative by Commonwealth Government and industry to reduce the effects of packaging on the environment. It is designed to minimise the environmental impacts arising from the disposal of used packaging, conserve resources through better design and production processes and facilitate the reuse and recycling of used packaging materials. www.packagingcovenant.org.au

Carbon dioxide equivalent (CO₂-e)

A standard measure used to compare the emissions from various greenhouse gases based upon their global warming potential (GWP). For example, one tonne of methane emissions is equivalent to 21 tonnes of carbon dioxide emissions.

EBIT

Earnings before Interest and Tax - total earnings before provisions are deducted. This measures a company's performance and is often used in preference to net profit as it excludes the effects of borrowings and tax benefits and adjustments.

EEO Act

The Energy Efficiency Opportunities Act 2006 (Australia) took effect on 1 July 2006 (with an amendment in March 2007). It aims to improve the identification, assessment and reporting of energy efficiency opportunities by large energy-using businesses. www.energyefficiencyopportunities.gov.au

Foodbank

Foodbank is a not-for-profit, non-denominational organisation that sources and distributes food and grocery industry donations to welfare agencies that feed the hungry. Foodbank is Australia's largest hunger relief organisation. www.foodbank.com.au

Food Standards Australia New Zealand (FSANZ)

FSANZ is the statutory agency that develops food standards. www.foodstandards.gov.au

Forest Stewardship Council (FSC)

FSC is an independent, not-for-profit organisation established to promote the responsible management of the world's forests. www.fsc.org or www.fscaustralia.org.au

Global warming potential (GWP)

The index used to translate the level of emissions of various gases into a common measure without directly calculating the changes in atmospheric concentrations.

Greenhouse gases

Gases that absorb infrared radiation in the atmosphere. The six greenhouse gases under the Kyoto Protocol are: carbon dioxide, methane (CH₄), nitrous oxide (N₂O), halogenated fluorocarbons (HCFCs), ozone (O₃), perfluorinated carbons (PFCs) and hydrofluorocarbons (HFCs).

Lost Time Injury

An LTI is defined as an injury or illness that resulted in an employee being unable to work a full scheduled shift (other than the shift on which the injury occurred).

Mt

A million tonnes or megatonnes, equates to one billion kilograms.

MWh

Megawatt hours is a unit of measurement for electricity use, referring to the amount of electricity need to supply power to 1,000 homes for one hour.

National Greenhouse and Energy Reporting (NGER) Act 2007

NGER establishes a national framework for Australian corporations to report greenhouse gas emissions, reductions, removals and offsets, and energy consumption and production. www.climatechange.gov.au/reporting/publications/index.html

Program for the Endorsement of Forest Certification (PEFC) Council

The PEFC Council is an independent, non-profit organisation that promotes sustainably managed forests through independent third party certification. www.pefc.org

Scope 1 emissions

Direct greenhouse gas emissions from sources owned or controlled by the company, such as combustion facilities (e.g. generators) and combustion of fuels in company-owned or company-controlled transportation (e.g. cars, trucks, etc.).

Scope 2 emissions

Indirect greenhouse gas emissions from the generation of purchased electricity, heat, cooling or steam. Purchased electricity is defined as electricity that is purchased or otherwise brought into the organisational boundary of the entity.

Scope 3 emissions

Other indirect greenhouse gas emissions that are a consequence of a company's activities, but that arise from sources that are owned or controlled by others. Scope 3, like Scope 2, is a category of indirect emissions and covers all other indirect emissions from sources that are not owned or controlled by a company, but that occur as a result of its activities. Examples include emissions from waste disposed to landfill.

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