

# Code of Conduct



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Woolworths Limited's employees are part of a great Australian Company that operates with absolute passion.

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The Woolworths Limited Code of Conduct has been developed to help all of us enhance the Company's reputation by explaining how our legal, moral and ethical standards can be achieved every day through our behaviours and our choices.

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The Code of Conduct and the expected behaviours extend to all employees, directors, contractors and consultants of the Woolworths Group.

The Code of Conduct is produced on behalf of the Chief Executive Officer.

Published on 1 September 2003 and subsequently updated in November 2003, July 2004, November 2007, April 2008 and June 2010.

If you have any questions or concerns about any of the detail in this booklet, please discuss with your line manager or contact your Human Resources representative.



## About our Code of Conduct

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If you are reading this booklet, it is highly likely you are a new recruit to our Company so let me first wish you a warm welcome to Woolworths Limited. I am delighted you have chosen to work with us and hope your career here will be a long and successful one.

At Woolworths Limited, regardless of which division you work for, we share common values and have common rules about the way we behave at work.

These common rules are defined in our Code of Conduct – a handbook that clearly explains your responsibilities as an employee of Woolworths Limited.

The rules exist to ensure we:

- Always act in the best interests of our customers, shareholders and fellow colleagues
- Meet the highest standards of behaviour and appearance
- Comply with the law and with Company policies
- Protect Company assets, information and reputation
- Are respectful, friendly and safe
- Conduct business fairly, truthfully and honestly

To help us achieve these objectives, there are three things I ask of you:

- 1) Read It  
Please read this Code of Conduct and make sure you understand it. If there is anything you are unclear about, it is your responsibility to ask.
- 2) Agree to It  
You must agree to abide by the Code of Conduct by signing the declaration at the end.
- 3) Follow It  
We expect you to always work within the rules, as described by the Code of Conduct.

If you have any questions about any aspect of the Code of Conduct, please don't hesitate to talk to your Human Resources representative.

Thank you for helping Woolworths Limited be a leader in service excellence, community responsibility and business performance.

A handwritten signature in black ink, appearing to read 'Michael Luscombe'.

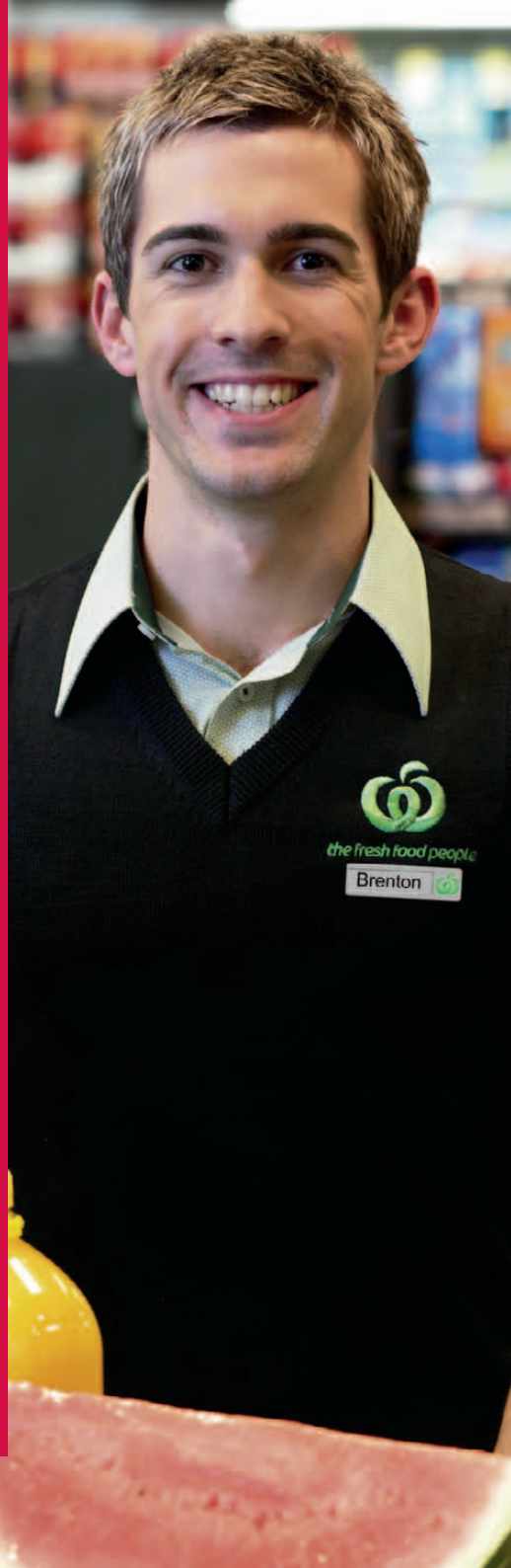
**Michael Luscombe**  
CEO

## The way we behave

You are expected to demonstrate integrity, honesty and trust at all times - at work, when representing the Company and outside working hours. Unacceptable conduct includes, but is not limited to:

- possessing or consuming alcohol or illegal drugs during working hours;
- working under the influence of illegal drugs or alcohol;
- using objectionable or obscene language towards customers or employees of the Company;
- making objectionable or obscene gestures to customers and/or employees;
- behaving in a fraudulent and dishonest manner;
- breaching the rule and spirit of the laws that govern the country and Company in which we work;
- falsifying Company documents;
- misusing a Staff Discount Card, One Card or Everyday Rewards Card;
- making unauthorised statements or providing unauthorised information to media;
- inappropriate use of Company information, systems or assets; and
- posting of inappropriate, false or malicious comments or materials online regarding the Company, your workplace, your colleagues or customers. This includes but is not limited to social networking sites, emails and text messages.

Failure to demonstrate honesty, integrity and trust may result in disciplinary action, including dismissal.



# We operate 'Between the Flags'

There are a significant number of compliance requirements that apply to our day to day activities at work, the products we sell and the services we provide.

Meeting those compliance requirements is part of how we do business.

Compliance requirements are many and varied - but include such areas as Food Safety, Trade Practices, Privacy, Safety Health and Environment, Tobacco, Responsible Service of Alcohol and many more.

We have adopted 'Between the Flags' as our vision for compliance.

In Surf Lifesaving, flags are staked in the sand at the beach to symbolise the boundaries within which it is 'safe' to swim. People know where the boundaries are, but they also know that there are people there who will support them if they get into trouble. Just like down at the beach, you can always put your hand up for help when you are 'Between the Flags'.

- You are expected at all times to carry out your duties in good faith, always following relevant policies and procedures;
- To assist you to meet those requirements, you are expected to complete the training applicable to your role and raise anything you don't understand with your line manager;
- You must not engage in behaviour, or ignore behaviour by others, which breaches compliance requirements;
- You are required to promptly raise issues or suspected breaches with your manager and support their resolution.

If you lead a team we expect you to lead by example, demonstrating a strong commitment to compliance.

### Need more information?

See the Woolworths Limited Compliance Policy.

# Our Core Leadership Qualities

We believe it is important that we concentrate not only on achieving results but also on how we get things done. All employees are leaders – some of us lead large teams, others small teams, and all of us lead ourselves and our peers. We all have the ability to shape the business through our leadership behaviours.

## Our Core Leadership Qualities

The six core qualities are central to effective leadership at Woolworths Limited. They provide the individual with the strength to perform under any circumstance.

Our core qualities are the foundation of great individuals and therefore teams and organisations. Without the core we cannot achieve the rest.



### Principled

Holds true to values, even in adversity

### Responsible

Sees themselves as the cause, not the victim, of outcomes

### Purposeful

Focused, on track, not easily swayed

### Open

Congruent and transparent, what you see is what you get

### Composed

Strong sense of self-control, held independently of external circumstances

### Humble

Balanced view of their place in the world, no need for self-promotion.

# Our Strategic Leadership Qualities

## The Strategic Leadership Qualities

In addition to our core qualities we have five strategic qualities. The qualities identified for achieving our business strategy help us to focus on the key actions to deliver the business outcomes.

### Customer-centric

Places the customer at the centre of decision making

### Empowering

Provides opportunities and support for others to grow and succeed

### Disciplined

Focuses efforts effectively to maximise results

### Visionary

Sees and moves towards the future without present-day evidence

### Collaborative

Works with others to ensure success.



# Safety and Health

## Destination ZERO

Woolworths Limited invites you on a journey – and the Destination is ZERO.

This means ZERO harm to people, the environment and the community.

To achieve this vision, Woolworths Limited encourages you to:

- make safety personal and ask “what can I do to help”?;
- know no task is so urgent and no service is so important that we cannot take time to do it safely;
- be responsible for your own safety and health and that of co-workers, contractors, visitors and customers;
- be mindful of the environmental impact of our activities and choices;
- recognise and promote excellence in safety, health and environmental performance.

### Need more information?

See the Woolworths Limited Safety and Health Policy.



We recognise that the journey to achieve and sustain world-class safety performance has no end point. Our commitment is ongoing and we aim to prevent all incidents.

We believe that:

- every injury happens to a real person;
- every injury can be prevented;
- every incident is an opportunity to prevent a reoccurrence;
- every injury is a result of a behaviour;
- every behaviour is a result of our beliefs and their consequences;
- Destination ZERO is achievable.

The safety of employees and the communities in which we operate is of prime importance to the Woolworths Limited business. Woolworths Limited is committed to managing its operations to protect the safety, health and welfare of employees, contractors, customers, suppliers and members of the wider community.

Woolworths Limited strives to create a mindset where people believe it is essential they and others work injury free

wherever they work at, and whatever role they perform. We are committed to retaining the absolute trust and confidence of our customers and visitors in Woolworths Limited.

To enable the wellbeing of our employees and suppliers the Company will work through managers and supervisors to communicate and implement effective Safety and Health policies and processes in accordance with the relevant Acts and Regulations.

You are required to comply with Safety and Health policies and processes at all times to protect your health and that of others, including our customers, from potential hazards.

If you see an unsafe act, you are responsible for identifying and reporting the hazard so as to minimise any potential risk.

If you are in doubt about safety issues you should speak to your line manager for assistance or contact [safety@woolworths.com.au](mailto:safety@woolworths.com.au).

### My personal commitment to safety:

- I will look out for my safety and the safety of others;
- I will immediately stop any job or task that I believe is unsafe;
- I will always address any hazards when I become aware of them;
- I will adhere to the Company's safety rules;
- I will not use equipment that I am not trained or authorised to use;
- I will always wear Personal Protective Equipment (PPE) required for the task;
- I will report all incidents and injuries.

## When we buy for our Company it must be done fairly

Our suppliers and trade partners are key to our ongoing success and we must treat them with respect.

Employees that are involved in buying goods, including non inventory items and services for Woolworths Limited, need to do business fairly and ethically with suppliers by:

- obtaining the best value for money from all trade arrangements but never at the expense of acting ethically;
- never accepting or demanding any form of inducement or bribe in return for business;
- never placing undue pressure upon our suppliers;
- never trying to influence competitor pricing or deals offered by suppliers to our competitors;
- never being influenced by our suppliers to fix our retail prices;
- regularly reviewing our trade partners' contractual arrangements;
- ensuring that our buying and procurement processes are transparent and in line with our Trade Practices Principles.

### Need more information?

See the Woolworths Limited Compliance Policy, Trade Practices Principles and the Ethical Sourcing Policy.



# How we do business

At Woolworths Limited we retail a wide range of products and services through our operations in Australia, New Zealand, China, Hong Kong and India.

We are committed to acting fairly and honestly in all dealings with suppliers, customers and the community. You are expected to uphold and support this commitment.

We are committed to complying with the laws governing competition. This means:

- we trade independently of our competitors, by not discussing, agreeing or reaching understandings with our competitors about our activities;
- we price our products and services to provide a compelling offer to our customers in the spirit of sound competitive behaviour.

We treat our customers fairly and with respect:

- we value their feedback;
- we ensure the products we supply are safe and meet regulatory requirements, including safety warnings and labelling;

- we ensure our marketing and promotional information as well as our product packaging and labelling is clear, truthful and always carefully checked;
- we address our customers' concerns regarding products that are faulty, unfit or mislabelled;
- we treat product recalls as a priority by being thorough in preventing their sale and informing our customers of the recall.

Where we operate in a foreign market other than Australia, we ensure that we meet the relevant local legislative requirements.

We regard any failure by our employees to comply with our Trade Practices Principles as extremely serious.

### Need more information?

See the Woolworths Limited Compliance, Trade Practices Principles Environmental Claims Policy and the Quality Assurance Policy.

## We are what we wear

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You are expected to dress appropriately during work hours or when representing the Company. This means presenting yourself in a professional, business-appropriate style at all times. In addition you must ensure that your attire does not present a safety issue.

This includes:

- wearing the preferred dress or professional business attire;
- wearing appropriate protective or safety clothing when required;
- being clean, tidy and maintaining personal hygiene and grooming;
- wearing a name badge or identity cards when on Company premises;
- wearing only Company authorised logos, promotional garments or accessories e.g. caps;
- jewellery should be kept to an acceptable level reflecting business standards;
- in some instances there are additional department requirements relating to the wearing of jewellery e.g. when working in a Fresh Food Department;
- no visible body piercing including tongue piercing (other than earrings).

**For more details on the specific dress standards that apply in your business, refer to your divisional dress standards.**



# Our customers

Woolworths Limited is committed to delivering a better shopping experience for all our customers by being innovative, efficient and continually building on our success.

We aim to offer our customers a wider range of products and services than our competitors at the lowest possible prices every day.

To this end, we are all expected to strive to provide our customers with service levels that exceed their expectations.

Part of our approach for success is to make a lasting, positive impression on our customers every time we have an opportunity to interact with them.

The way we behave when we are with or near our customers show how we feel about them and our Company.

To this end you should act in the following way when dealing with a Woolworths Limited customer, no matter who they are:

- be helpful at all times;
- smile and make eye contact;
- give them a warm, friendly greeting;
- be responsive to their questions;
- ask if there is anything else you can help them with; and
- say thank you and give a friendly parting comment.

You need to ensure that personal electronic devices are not used in customer facing environments. This includes but is not limited to mobile phones and mp3 players to ensure the focus on our customers remains strong at all times.



# Woolworths Limited shares

## What is inside information?

Inside information is any information known by an employee that is not generally available to the public and that, if it were generally available, a reasonable person would expect it to have a material effect on the price or value of Woolworths Limited securities or the securities of any other Company.

A reasonable person would expect information to have a 'material effect' on the price or value of securities if the information would, or would be likely to, influence someone when deciding whether or not to buy or sell those securities.

Examples of information that might be inside information include information relating to:

- financial performance;
- a material acquisition or disposal of assets;
- an actual or proposed takeover or merger;
- an actual or proposal change to capital structure;
- the entry into or termination of a material contract; or
- a material claim or other unexpected liability.

### Need more information?

See the Woolworths Limited Securities Dealing Policy, the summary of the Securities Dealing Policy and the Summary of Blackout Periods, all available online in the 'Our Company – Governance' section of the Woolworths Limited website ([www.woolworthslimited.com.au](http://www.woolworthslimited.com.au)) or contact the Group General Counsel and Company Secretary.



From time to time, you may be given the opportunity to share in the Company's growth through various Woolworths Limited Share and Option Plans as well as buying Company shares in your own right. Being a Company shareholder brings a responsibility to comply with the laws governing companies and employees who own shares, including the insider trading laws.

The insider trading laws do not allow anyone with "inside information" to:

- trade in (i.e. apply for, buy or sell or agree to apply for, buy or sell) Woolworths Limited shares or influence another person to trade in Woolworths Limited shares; or
- communicate the "inside information" to another person who may trade in Woolworths Limited shares.

You are also not allowed to use "inside information" to trade in shares in other companies if the information you know may generally affect the price or value of those shares.

These prohibitions apply to a person's conduct anywhere in the world, not just in Australia. Other countries also have similar laws. These prohibitions also apply to anything the employee does on their own behalf or on behalf of another person. These prohibitions cannot be avoided by another person doing things on your behalf.

As well as the above, all directors and executives must also comply with the terms of the Woolworths Limited Share Trading Policy.

If you are uncertain about what owning Woolworths Limited shares means for you, seek independent advice or contact the Group General Counsel and Company Secretary.

## Political and government activities

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Woolworths Limited respects the rights of its employees to participate in the political process but is mindful of any potential conflicts of interest. It is important for us all to know that the Company is not allowed to offer or give gifts, loans, rewards or favours to any government official or government employee with a view to favourable treatment in return. You are expected to respect the Company's stance on this issue particularly in cases where you work with local or overseas government representatives.

If you have any concerns or questions you should contact the Director – Corporate and Public Affairs.

### **Need more information?**

See the Government Relations and Public Policy department.



# Media and external stakeholders

As a large and highly visible Company in Australia and New Zealand, Woolworths Limited is often closely watched by media, politicians, industry associations, community groups and regulators.

The way in which we conduct ourselves at work and the decisions we make can have a direct impact on the Company's reputation. Our aim is to always ensure that our impact is a positive one, rather than a negative one. It is therefore your responsibility to behave in a manner that represents Woolworths Limited as a good corporate citizen. After all, a good reputation is very hard to earn but very easy to damage.

We strive to have a positive relationship with all our stakeholders and to help them to better understand retailing and how our businesses operate. To ensure we communicate most effectively to our stakeholders, it is important that stakeholder enquiries are dealt with quickly and appropriately.

From time to time, particular employees may receive permission to engage directly with particular stakeholders but otherwise it is not appropriate for you to:

- Make statements or provide information to media;
- Provide information to politicians or government officials;
- Post inappropriate, false or malicious comments or materials online regarding the Company, your workplace and/or your colleagues;
- Reference the Company negatively in any online social medium or public forum.

### **Need more information?**

See the Woolworths Limited Social Media Policy and the Media and Stakeholder Policy.

## Staff Discount Card obligations

- The Staff Discount Card is for personal/household use only and not for goods for resale;
- The card is only for use by the person whose name appears on the card;
- Cardholders may be asked to present identification upon request at the Point of Sale;
- Staff Discount Cards will be confiscated at the Point of Sale if presented by an unauthorised person;
- Misuse of the card is regarded as a breach of policy and may result in termination;
- Employees leaving the Company must return their card as well as any subsidiary holder's card to their line manager on their last day of work.

Only those who meet the eligibility criteria will be issued with a Staff Discount Card.

Failure to comply with these obligations may result in disciplinary action, including dismissal.

### Need more information?

See the Woolworths Limited Staff Discount Card Policy.



# Conflict of interest

All employees of Woolworths Limited are expected to declare any interest they might have that could adversely affect the Company.

In some cases our individual interests may put us in direct conflict with those of the Company and this could cause unnecessary embarrassment for us or for the Company's reputation in the marketplace.

Examples of conflicts of interest are numerous and varied, however, to avoid any misunderstanding, you should disclose any dealings that may mean you:

- do business with or are employed by a Company that is a competitor of Woolworths Limited;
- do business with companies in which Woolworths Limited or its employees' families have major interests;
- do business with a supplier because they have given us a gift or benefit;
- seek to run for, or, hold a public office that may impact the Company;
- work for a competitor while being employed by Woolworths Limited or its subsidiaries;
- have an immediate family member employed by a direct competitor in a senior role.

Woolworths Limited expects that any direct line management relationship between family (parents, siblings, spouses or partners) be declared. Where a potential conflict of interest or opportunity for collusion may arise, these should also be declared to your line manager or HR Representative.

The Conflict of Interest Declaration is to be completed by all new salaried employees upon appointment. Over time personal situations may change. Employees who believe they are in a situation that may be a potential conflict with Woolworths Limited are required to advise the Company by completing a new Conflict of Interest Form.

Failure to disclose or resolve a conflict of interest is a serious issue.

If your circumstances change, it is your responsibility to advise your line manager.

If you are concerned about your own situation it is recommended you talk to your line manager so the issue can be clarified and resolved.

## Access to information systems

Anyone who requires access to Woolworths Limited Information Systems is required to sign a declaration accepting the terms and conditions of the Acceptable Use of Information Systems Policy. Anyone with access to the Woolworths Limited Information Systems should be aware that:

- users are provided with unique accounts (IDs) and passwords which must not be shared with others;
- legally any information stored, received, communicated or sent on information systems is owned by the Company; and
- material stored, received, communicated or sent on the Company's system including email, internet and intranet may be monitored.

Simple rules for internet and email:

- if in doubt, don't!;
- do not download inappropriate material;
- do not send, forward or save inappropriate information;
- be aware our system is monitored;
- the system and information is owned by Woolworths Limited.

Failure to comply may result in disciplinary action, including dismissal.

### Need more information?

See the Woolworths Limited Acceptable Use of Information Systems Policy.



# Privacy and confidentiality

Woolworths Limited aims to ensure you have the necessary information to perform your job. This means that during the normal run of business you may be trusted with documents and information that belongs to:

- the Company;
- our employees;
- our customers;
- our suppliers; or
- our shareholders.

Under privacy laws, Woolworths Limited has a number of obligations concerning personal information it collects from individuals, such as our customers. These laws cover disclosures Woolworths Limited must make to our customers when it collects their personal information, how it may use that information (including restrictions on sharing it with others), what Woolworths Limited must do to protect the information and when it must delete or de-identify it.

Usually when Woolworths Limited receives information from another party such as a supplier, it has agreed to keep that information confidential. This means you must:

- only use the information for the reason it was given to Woolworths Limited;
- only share it with other employees on a need-to-know basis; and

- not share it with someone else without the owner's permission.

Woolworths also places great importance on protecting our customers' credit card information.

Company information is equally sensitive as it often includes detail about operations, Company strategy and finances.

Depending on your job, you may come across this during training, a conversation, in documents or on your computer.

To ensure we remain competitive in the marketplace employees must not share any Company information to which they have access with any person who is not authorised to see that information. This applies both during your employment and after you leave Woolworths Limited.

Employees who, as part of their job, have access to sensitive or confidential Company information on computer must be familiar with their obligations as set out in the Woolworths Limited Acceptable Use of Information Systems Policy.

Sharing Company information without permission is a very serious issue and may result in dismissal. This extends to sharing confidential information regarding our employees. If you are unclear about what this means for you, you should speak to your line manager.

# Gifts and gratuities

## What do I do if I get offered a gift?

Ensure the intention of the gift is in keeping with the Company policy on Gifts and Gratuities:

- If it is under A\$100/NZ\$100 in value, advise your line manager and record it in your departments Gift Register;
- If it exceeds A\$100/NZ\$100 in value you need to seek prior approval from your General Manager before you accept it.

### Need more information?

See the Woolworths Limited Gifts, Gratuities and Entertainment Policy.



Woolworths Limited is committed to ensuring all business relationships with suppliers are legal and based on professional integrity.

As a matter of Company principle we do not receive gifts and gratuities. We understand, however, that small tokens of goodwill may be exchanged between us and our suppliers on special occasions, such as Christmas, and that from time to time you may be offered an invitation to a social, sporting or cultural event because of the job that you do.

If you receive a gift or invitation you should declare it to your line manager. Failure to do so is a serious matter.

Gifts like these can be accepted provided they do not exceed A\$100/NZ\$100 in value or result in personal gain for the recipient, or favourable treatment for the giver if they are someone from whom we buy, sell or receive goods and services.

It is important that employees inform any suppliers with whom they work that it is

a condition of our relationship with them that we only accept and give modest and discreet gifts when appropriate. Suppliers should also be aware that we do not believe in supplier paid lunches during working hours.

Accepting some types of gifts and gratuities like bribes, inducements, special personal discounts or merchandise, however small, could embarrass an employee, the supplier, and compromise Woolworths Limited. In some cases these gifts could be interpreted as fraud and be illegal.

The Company has an obligation to fully cooperate with any investigation by law enforcement or regulatory authorities in cases where employees knowingly accept a gift that has been interpreted as a bribe.

If you are unclear about what is acceptable behaviour in relation to gifts and gratuities you should talk to your line manager.

## Our books and records are assets too

To keep control of our business affairs it is important that we operate within relevant legislation and generally accepted accounting principles.

This means:

- we need to keep our books and records with accuracy;
- all of our financial transactions and funds need to be recorded truthfully and supported by proper paperwork so they can be audited reliably and reported honestly;
- no employee should deliberately keep or help another employee to keep records that intentionally mislead or hide the true nature of a transaction;
- all funds and bank accounts need to be reflected in the Company books and no off book transactions are allowed.

We are open and honest and will disclose relevant information to authorities when required.



# Company property

Woolworths Limited aims to ensure that you have the necessary tools to do your job. This means that you may be given access to assets that belong to the Company such as:

- cash;
- plant and equipment, including motor vehicles;
- stock and merchandise;
- Company information; and
- computers and software, including passwords.

Protecting and caring for these assets is your responsibility. Theft or wilfully damaging Company property is a criminal offence.

We all need to ensure that our actions in relation to Company property are honest at all times.

To avoid any misunderstanding of our behaviour we should remember to always:

- seek permission from a senior manager to take Company property from the workplace and ensure its removal is documented;
- always use Company property and business tools for their intended business use and not for personal use unless authorised;

- ensure every sale is processed through the point of sale in the correct way; and
- never assume that damaged or expired stock is not wanted or valuable to the Company
- For employees leaving the Company, all Company property must be returned including documents held in hard and soft copy.

If you believe that theft or damage is taking place in your workplace you should report it immediately to your line manager or a loss prevention representative in your area.

Woolworths Limited sites use Closed Circuit Television (CCTV) video surveillance equipment. This equipment is required to protect staff and customers and to ensure their safety and security as well as the security of the site. Surveillance is used in an ethical manner and is not installed in bathroom areas, change rooms or locker rooms located within the workplace. The video cameras are clearly visible and signs are displayed at sites notifying of the surveillance. On rare occasions additional surveillance may be introduced for the purpose of supporting an investigation. Where such actions are taken, these operations are carried out in accordance with the relevant legislation.



## How we interact

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Just like our words and actions, messages and graphics in electronic form can be offensive to some people.

- do not send racial, sexual, defamatory, threatening or obscene messages to any employee or anyone outside the Company;
- do not download, retrieve, send or store inappropriate, sexually explicit or racist material on your computer or other Company electronic device; and
- do not instigate or distribute 'junk or chain' mail that can congest the network and inhibit the free flow of business information.

Failure to comply may result in disciplinary action, including dismissal.

### **Need more information?**

See the Woolworths Limited Anti Discrimination and Equal Employment Opportunity Policy.

# We treat each other with respect

Woolworths Limited is committed to providing equal opportunity for all employees and a workplace free from discrimination, bullying and harassment. You have a responsibility to behave in a manner that treats others with dignity and respect. This includes the workplace and at Company functions.

We are an Equal Opportunity Employer and oppose discrimination on the grounds of race, colour, age, sex, sexuality, transgender, religious belief, political opinions, physical or mental disability and impairment, pregnancy, potential pregnancy, breastfeeding, marital status, family/parental status or carer responsibilities, national extraction or social origin and membership or non-membership of a trade union.

Woolworths Limited also opposes discriminatory, bullying or harassing behaviours such as gestures, language, and the display of electronic or written material and public speeches, in the workplace that unreasonably offends, humiliates or intimidates such as:

- sexual harassment involving inappropriate jokes, suggestive comments or the display of offensive material whether it be in print, computer or text message, or any unwelcome behaviour of a sexual nature;

- physical molestation including physical or sexual assault, indecent exposure, inappropriate or unwelcome touching and requests for sexual favours;
- bullying behaviour such as verbal and physical abuse or threats, foul and abusive language or intimidation;
- vilifying behaviour such as inciting hatred of an individual or group on the basis of their race, religion, sexuality or gender identity, including inciting others to have serious contempt for someone or severely ridicule someone because of these attributes.

To ensure everyone at Woolworths Limited continues to work by the principles of Anti-Discrimination, it is important that we all believe we have equal access to the benefits of employment, training and promotion.

If you believe you have been or are experiencing discrimination, harassment or bullying, you are encouraged to make a complaint to your line manager or Human Resources Manager. An employee who lodges a complaint with their line manager or Human Resources Manager should have no fear of retribution. All cases will be handled confidentially and professionally.

### **Need more information?**

See the Woolworths Limited Harassment, Discrimination and Bullying guide available from your HR Representative.

## “Speak Up”

At Woolworths Limited you have a responsibility to ensure your behaviour is consistent with Woolworths’ Leadership Qualities, this Code of Conduct and the relevant compliance requirements for your role.

During the course of your career you may observe a breach of the Code of Conduct or a colleague operating “outside the flags”. You have a responsibility to address this conduct directly or draw it to the attention of your line manager or any other manager or HR representative who can address it. We take this type of feedback very seriously and there are processes in place for HR and managers to investigate matters promptly and professionally. This way, we can all ensure that suspected serious misconduct will be investigated and addressed, protecting both the individual and the Company.

In the unlikely event that you are unable to escalate a matter of serious misconduct through the normal processes you may access “Speak Up”. This is a 24 hour independently run whistleblower service which takes calls, letters, faxes and emails. Matters that can be reported to this service include suspected fraud, corruption, or illegal activity involving the Company or its employees in any way.

The Company is committed to investigating all matters thoroughly and in a timely manner. To facilitate this, individuals who wish to use this service are required to have a reasonable foundation for their concern.

The Company is committed to ensuring that any individual is not disadvantaged in any way from validly raising concerns about suspected reportable behaviour.

The Company encourages individuals to report inappropriate conduct on a confidential basis.

The individual can choose to reveal their identity or remain anonymous.

**Contact details are available on your noticeboard.**

### Need more information?

See the Woolworths Limited “Speak Up” policy.



## Your Code and Conflict declaration

As an employee of the Woolworths Limited Group (“Woolworths Limited”), I acknowledge that I have read and understood my obligations to Woolworths Limited as detailed in the Policies and Procedures outlined in this Code of Conduct (“Code”).

In the day-to-day performance of my job I will:

- always act with integrity to the highest standard;
- comply with the Code;
- adopt any new or changed Policy and seek clarification if I do not understand how it may affect me; and
- abide by “My personal commitment to safety”.

I declare and agree that:

- I am not in a Conflict of Interest (“Conflict”) situation affecting Woolworths Limited as described in the Code of Conduct;
- I will not knowingly become involved in a Conflict unless I have the prior written approval of the CEO or his designate;
- If I become aware of a Conflict, I will:
  - i) advise my HR Representative that my circumstances have changed; and
  - ii) seek clarification as to the steps I must take arising from the Conflict.

I understand that failure to comply with the Code or to disclose a Conflict is a serious breach of the conditions to my employment which may result in disciplinary action including termination.

<b>Employee name</b>	
<b>Payroll No. or ID</b>	
<b>Division / Region</b>	
<b>Employee signature</b>	
<b>Date</b>	

### For office use only

Preceda Code = WLCOC3

Please return this signed declaration to your:

- Cashier/Pay Office - EBA/Award employees
- Remuneration and Benefits Officer - Salaried employee

June 2010



