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File Title: AUSTRALIAN COMPETITION AND CONSUMER COMMISSION v
WOOLWORTHS GROUP LIMITED (ACN 000 014 675)
Registry: VICTORIA REGISTRY - FEDERAL COURT OF AUSTRALIA

Registrar

Important Information

This Notice has been inserted as the first page of the document which has been accepted for electronic filing. It is now taken to be part of that document for the purposes of the proceeding in the Court and contains important information for all parties to that proceeding. It must be included in the document served on each of those parties.

The date of the filing of the document is determined pursuant to the Court's Rules.

Form 59

Rule 29.02(1)

Affidavit

No VID 974 of 2024

Federal Court of Australia
 District Registry: Victoria
 Division: General

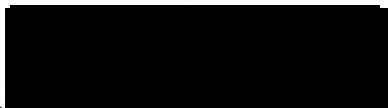
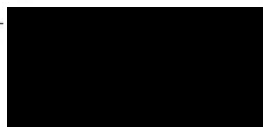
Australian Competition and Consumer Commission
 Applicant

Woolworths Group Limited (ACN 000 014 675)
 Respondent

Affidavit of: **Carlo Ortolani**
 Address: 1 Woolworths Way Bella Vista NSW 2153
 Occupation: Senior Strategic Sourcing Manager
 Date: 21 November 2025

Contents

Document number	Details	Paragraph of affidavit	Page
1	Affidavit of Carlo Ortolani sworn on 21 November 2025	-	1
2	Confidential Exhibit CO-1	5	2

Signed:

Taken by:


Filed on behalf of Woolworths Group Limited, the Respondent

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I, CARLO ORTOLANI, of 1 Woolworths Way Bella Vista, New South Wales, Head of Sourcing - Commodities, say on oath:

- 1 I am a Head of Sourcing - Commodities within the Own Brand and Fresh Transformation portfolio of Woolworths Retail. Prior to the 2025 restructure of Woolworths, I was in the same role at Woolworths Food Company (**WFC**). I have been in this role since July 2023.
- 2 In this affidavit, I address WFC's procurement of pasta for packaging as Essentials Pasta Penne Ribbed 500g (188800-EA) (**Essentials Pasta Sample Product**) which was sold in Woolworths Supermarkets and Woolworths Online relevantly between September 2021 and May 2023. The Essentials Pasta Sample Product is an Own Brand product sourced via WFC.
- 3 In preparing this affidavit, I have been provided with a copy of the Agreed Affected Product Schedule (**APS**) and the Affected Product Pricing and Sales Data schedules (at Annexures B and C of the Statement of Agreed Facts filed on 13 June 2025, respectively), and the Agreed Sample List (filed 13 June 2025). Based on my review of the APS and the Agreed Sample List, I have identified that the Essentials Pasta Sample Product is item 66 in the APS and item 5 in the Agreed Sample List.
- 4 Unless otherwise stated, this affidavit is based on my own knowledge.
- 5 Shown to me at the time of swearing this affidavit is an electronic bundle of documents marked '**Confidential Exhibit CO-1**'. The documents are sourced from Woolworths' books and records. References to document identifier numbers in this affidavit are references to documents by that number in Confidential Exhibit CO-1.

Role at Woolworths

- 6 I was first employed by Woolworths in around 2014 as a Commodity Manager for Commercial Supermarkets.
- 7 In around 2016, I became a Commodity Manager for Own Brand products sourced by WFC.
- 8 In around December 2018, I became a Senior Strategic Sourcing Manager at WFC.
- 9 As a Senior Strategic Sourcing Manager, I lead a team of buyers responsible for the acquisition of products comprising, or made with, certain commodity bases. The

Signed:



Taken by:



products falling within my portfolio include edible oils, flour, sugar, frozen vegetables, canned vegetables, pasta sauces and pasta.

- 10 Between October 2020 and October 2022, the buyer responsible for pasta was Matthew Rolfe.
- 11 I am also assisted in my role by a Commodity Manager, who reports to me. Between 2021 and 2023, Nathan Murphy was the Commodity Manager.

Involvement with Cost Price Increases at WFC

- 12 In this affidavit, where I describe responsibilities and practices of WFC, I do so for the period September 2021 and May 2023, being the period I understand to be relevant to the Essentials Pasta Sample Product.
- 13 WFC was responsible for sourcing and manufacturing Woolworths branded products (which I refer to as '**Own Brand**'). During the period September 2021 to May 2023, Woolworths' Own Brand products included the "Essentials" pasta product family (including the Essentials Pasta Sample Product) and the pasta products branded "Woolworths", "Macro" and "La Molisana". In this affidavit, where I refer to "Woolworths' branded pasta", I am referring specifically to pasta sold with the Woolworths' brand, and not to other Own Brands like Essentials, Macro and La Molisana. Where I refer to "Essentials" pasta, I am referring to products specifically branded "Essentials". During this period, the "Essentials" pasta products were supplied by Rinoldi and the "Woolworths" branded products were supplied at various times by Rinoldi and by San Remo. Within WFC, the buyers were responsible for the day to day engagement with suppliers for Own Brand products, including managing any supplier cost price increase (**CPI**) requests. My role in the management of CPIs was directed towards verifying the accuracy and legitimacy of the reasons the supplier put forward for CPI requests.
- 14 In my experience, the management of CPI requests for products in my portfolio involved the following steps:
- (a) the buyer would log the CPI request and send an acknowledgement to the supplier;
 - (b) the buyer, with my assistance, would investigate the factual basis for the request in order to verify it;

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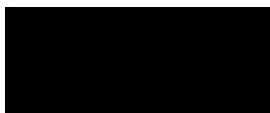


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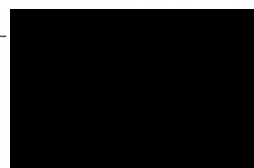


- (c) the CPI request, and the results of WFC's investigation of the underlying facts put forward by the supplier, were shared with the Supermarkets commercial team (including the Category Manager and Assistant Category Manager and others if appropriate) so that they could assess the commercial impact of the CPI. This usually occurred in the course of a standing weekly meeting between WFC buying team and the Supermarkets commercial team concerning CPIs called an "increase" meeting (**Increase Meeting**), but discussion between the WFC buying and Supermarkets commercial teams also occurred outside of those times by phone or email;
- (d) the natural working team for a particular product would have input into the appropriate response to a CPI request. By "natural working team", I mean the Buyer, Senior Sourcing Manager (that is, me), Senior "Own Brand" Manager, and the Supermarkets commercial team comprising the Category Manager and sometimes the Assistant Category Manager or, for more significant CPIs, the Merchandise Manager.
- 15 It was rare for CPI requests made by WFC suppliers to be rejected if the underlying reasons for the request had been verified.
- 16 Although CPI requests could be made at any time, for the products in my portfolio, CPI requests often occurred at a particular time in the season. For example, the main ingredient of pasta is durum wheat. The durum wheat market is driven by Canada, which is the largest producer in the world, and Ukraine, which is the largest producer in Europe. Once the harvest of durum wheat in Canada was underway in the Canadian summer, it was possible to analyse the likely availability, and therefore cost, of the material.
- 17 I used real time data from sources such as the Australian Wheat Board, GrainCorp and Mintec to understand the global price of durum wheat. My team used such data to analyse the cost impacts for the WFC business.
- 18 WFC did not and does not have any role in setting retail prices in Woolworths stores. That is the role of the Woolworths Category Manager responsible for each relevant category. In the case of the Essentials Pasta Sample Product, that was Tom Rojas at the time.

Signed:



Taken by:



CPI Request Notification and Negotiations

19 On 22 September 2021, I was copied into an email from my Commodity Manager, Nathan Murphy, about developments in the durum wheat market. A copy of Nathan's email is at [MPL.0057.0003.3670] of Confidential Exhibit CO-1. Nathan Murphy's email stated in part:

- *Canada's Durum Crop has significantly declined YOY, with **production volumes down from 7.5 million MT, to between 3.1-3.4 million MT**, driven by poor weather conditions*
- *This has sent shockwaves through the world durum market, causing significant spikes in durum wheat pricing (currently trading over double vs 4 weeks ago - see graph below)*
- *We are hearing that the Italians are willing to buy at 650CAD FCA, however the Canadians are sitting firm at 750-800CAD FCA. It's worth noting that farmers are not requiring the cash liquidity and as such can wait, however they will need to sell the material eventually. In a phone call with Mintec's analyst for Oilseeds, Wheat and Grains, he is **expecting pricing to land between 700-750CAD FCA (760 - 815 AUD equivalent)**.*
- *Australian conditions have been favourable, with expectations of a 500k MT harvest this year. Given the current global trends, there will be considerable money in it for farmers who look to sell their material overseas.*

Business Impact

The impact to business will be considerable, affecting all pasta lines sourced both internationally and domestically. It is expected that increases in CPI will be required. The following are potential impacts by brand (working on a conservative assumption of AUD █████/mt impact LY/TY, and a yield rate of 67% for durum wheat):

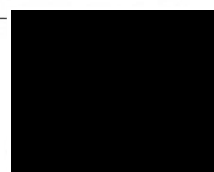
Pasta: *Impact is likely to be around █████ per 500g pack (████ per kg) on COGS*

- *La Molisana:*
 - *\$ █████ COGS impact PA (based on 5m unit forecast for 2022)*

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- *Macro Pasta*
 - \$ [REDACTED] COGS impact PA (based on 3.26m unit forecast for 2022)
- *WW Essentials Pasta*
 - \$ [REDACTED] COGS impact PA (based on 4.6m forecast for 2022)
- *WW Pasta*
 - \$ [REDACTED] COGS impact PA (based on 10.46m unit forecast for 2022)

...

Next Steps:

We are continuing to monitor the situation. We are getting further information on the ground out of Italy to understand the severity of the situation, and are listening to the local market to understand the best next steps for us to take. We will update all parties on our next approach (including when we are going to market) next week. In the meantime, I'd ask that we please start flagging these headwinds with our key commercial stakeholders, however be careful with any information we share with external parties - it's important we don't spook the local market.

- 20 There is a link to an article in The Guardian included in Nathan's email. A copy of that article is at **[MPL.0065.0002.0001] of Confidential Exhibit CO-1**. I cannot now recall what triggered Nathan's email, but it may have been this article. Reading the article now, it is consistent with my understanding at the time as to the causes of the increase in the durum wheat price.
- 21 On 23 September 2021, I responded to Nathan Murphy's email of the previous day. The email provided some feedback I had received in response to his email. I cannot remember who provided that feedback. The feedback related to the manner in which Nathan phrased his email, but not the email's substance. The issue was one of tone. I did not disagree with the matters Nathan raised, his concerns about the implications for Woolworths or the appropriate next steps. A copy of my email is at **[MPL.0059.0001.0014] of Confidential Exhibit CO-1**.
- 22 On 2 November 2021, I attended an Increase Meeting. A copy of the agenda for the 2 November 2021 meeting was circulated to prospective attendees, including me (I am on the 'WW-SS ALL OwnBrand MGRS' distribution list) the day before. A copy of the agenda is at **[MPL.0052.0004.5572] of Confidential Exhibit CO-1**. The Essentials

Signed:

[REDACTED]

Taken by:

[REDACTED]

Pasta Sample Product was not included in the summary pack linked in the agenda because we had not yet received a CPI request, we were providing a general commodity market update for pasta. A copy of the summary pack is at **[MPL.0089.0001.0001] of Confidential Exhibit CO-1.**

23 The minutes of that meeting state next to the final agenda item, titled "Upcoming expected CPI impacting Pasta":

- *Durum wheat increase*
- *With the Failed crop from Canada there is a massive gap in market (6.mmt to 3.1-3.4mmt)*
- *We need to secure this in a short time frame thus we would like to get pre-emptive approval to be able to make this response*
- *Commercial has already experienced two increases from different brands*
- *Pre-approval required of an expected \$[REDACTED] m/t*

Next Steps/Actions

- *Talk to HOB 11/11/21*
- *Speak to CM about the category architecture and what this might look like*
- *WW products on red - this will need to be flagged with CM by Matt.*

A copy of those minutes is at **[MPL.0052.0004.5020] of Confidential Exhibit CO-1.**

24 The minutes record a request to secure "pre-emptive approval" to secure supply. The "pre-emptive approval" sought was upfront, in-principle approval for Rinoldi, as the manufacturer of the "Essentials" and "Woolworths" branded pasta lines, on behalf of Woolworths, to spend up to a certain, increased amount on durum wheat in order to ensure supply given anticipated shortages due to the failed Canada crop. The 'pre-approval' anticipated to be requested was \$[REDACTED]m/t.

25 The "Next Steps/Actions" from this meeting included talking to "HOB" on 11 November 2021. "HOB" stood for "Head of Business", which was a reference to the relevant Woolworths Commercial Director, who was Ewan Shearer at the time. There were Weekly Cost & Price Forums with the Head of Business that were often described as "HOB".

26 On 11 November 2021, I attended a Weekly Cost & Pricing Forum. A screenshot of the calendar invite for this meeting is at **[MPL.0086.0001.0001] of Confidential Exhibit CO-1.**

Signed:

[REDACTED]

Taken by:

[REDACTED]

27 At that meeting, Nathan Murphy presented the presentation titled 'Woolworths Food Company - HOB Presentation - Own Brand Pasta - Durum Wheat CPI increase'. My name is listed on the front of that presentation and I was a co-sponsor for the presentation, meaning that I attended in support of the presentation. A copy of the presentation is at **[MPL.0065.0002.0003] of Confidential Exhibit CO-1**. Slide 8 of the presentations states:

We are seeking pre-approval to proceed based on a conservative estimate of achieving average durum price of \$█/mt ex farm

We will provide the business with a summary of final position secured, with expectation of CPI to impact early January 2022

28 I have been shown two document extracts from Partner Hub. I do not have access to Partner Hub, but I am familiar with it, including with the parts of Partner Hub that produce the extracted pages. Copies of those Partner Hub extracts are at **[MPL.0081.0001.0319]** and **[MPL.0081.0001.0321] of Confidential Exhibit CO-1**. From reviewing those Partner Hub extracts, I can see that, on 22 December 2021, Rinoldi, being the supplier for the "Essentials" pasta family submitted a Price Change request in Woolworths' Partner Hub system. This CPI related to three "Essentials" pasta products, including the Essentials Pasta Sample Product.

29 On 11 January 2022, I attended another Increase Meeting. The agenda for that meeting is at **[MPL.0052.0003.9939] of Confidential Exhibit CO-1**. A copy of the summary pack linked in the agenda is at **[MPL.0065.0001.0001] of Confidential Exhibit CO-1**. The Essentials Pasta Sample Product was not included in the summary pack linked in the agenda, but is referred to in the agenda and in the minutes which I set out below.

30 The minutes of the 11 January 2022 Increase Meeting are at **[MPL.0052.0003.9917] of Confidential Exhibit CO-1**. The agenda and minutes of the meeting record that WFC received a CPI request through Partner Hub from Rinoldi, the supplier of the "Essentials" pasta product family, including the Essentials Pasta Sample Product, on around 22 December 2021 and that the proposed cost increase was 25.86%. The minutes also records that Matt Rolfe presented on Rinoldi's CPI and that this CPI was, '*[p]art of a bigger pasta increase from Rinoldi*':

PASTA: Rinoldi Pasta (Essentials Pasta x 3)	New Increase	Matthew Rolfe	Sanjay Kapoor	Tom Rojas	03/01/2022	22/12/2021	21/01/2022	\$720,515	\$2,785,993	\$3,506,508	25.86%	\$0	- Part of bigger pasta increase from Rinoldi - Will need to discuss with Nathan, Carlo and Matt - Submitted in PartnerHub just before Christmas
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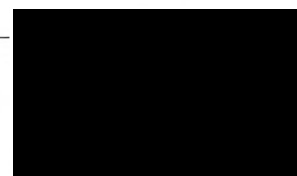
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- 31 I recall that around this time, Rinoldi was having difficulty meeting its existing supply commitments. I had also had a number of conversations with Bill Quayle at Rinoldi in the recent past directed towards managing those difficulties, which were not limited to the durum wheat supply issues. I recall that Bill had told me that those difficulties included a labour shortage and the unavailability of spare parts for Rinoldi's factory equipment, which were required to be shipped from Europe. Bill told me those problems had been exacerbated by COVID-19 restrictions.
- 32 As a result of the difficulties that Rinoldi was experiencing, WFC made inquiries of other pasta manufacturers, including San Remo, to see if they could provide more attractive terms for the "Essentials" and "Woolworths" branded pasta ranges that were the subjects of Rinoldi's CPI requests.
- 33 On 17 January 2022, I was copied into an email from Nathan Murphy to Alex Badcock. A copy of Nathan's email is at **[MPL.0057.0002.4040] of Confidential Exhibit CO-1**. Alex was an employee at San Remo, a supplier of mid-range pasta products to Woolworths. The email states, *"As discussed - we would like you to provide pricing for our WW and Essentials Pasta lines. Are you able to provide indicative costs (net net) for national supply by COB 18/1?"* The email refers to 9 "Woolworths" branded pasta products and three "Essentials" branded pasta products including the Essentials Pasta Sample Product.
- 34 The CPI relevant to the "Essentials" pasta family was discussed again at the WFC Increase Meeting on 18 January 2022. A copy of the agenda for that meeting is at **[MPL.0052.0004.1368] of Confidential Exhibit CO-1**. The minutes of that meeting are at **[MPL.0052.0004.0844] of Confidential Exhibit CO-1**. The summary checklist for the "Woolworths" and "Essentials" pasta range is at **[MPL.0059.0001.0007] of Confidential Exhibit CO-1** at sheet 6.
- 35 Summary checklists are circulated ahead of every Increase Meeting and form the basis of the discussion of each CPI. They are prepared by the relevant WFC buyers, who insert information into the yellow columns and provide a summary of the work done to verify and negotiate the CPI. The blue cells populate automatically. Although the WFC buyers include a proposed "sell" price, these figures are only included as a rough guide so that those reviewing the checklist can gain an overall sense of the potential financial impact of the CPI. The actual retail sale price is determined by the Category Managers.

Signed:



Taken by:



36 The 'Rinoldi - Pasta Jan 22' tab of the summary checklist shows that Rinoldi had sought a cost increase of [REDACTED] for the Essentials Pasta Sample Product (from [REDACTED] cents to [REDACTED] cents). The checklist also shows that, on the basis of assumed "sell" prices (being those stated in the spreadsheet), the annualised impact of the proposed combined CPIs for both the "Woolworths" and "Essentials" pasta product lines was \$ [REDACTED] and the proposed GP% for the Essentials Pasta Sample Product was [REDACTED]%, which reflected an actual annualised loss for that product of \$ [REDACTED].

37 In the box titled "Summary / notes & Returning Actions", the document states:

"Significant increases proposed due to current market conditions for durum wheat. Global shortage driven by impacted crop in Canada (7.2mmt to 3.2mmt) has been exacerbated by considerable damage to the local Australian crop, caused by the heavy rain experienced in key growing regions in November/December. This wet harvest has impacted both volume and quality, leading to considerable increases on the costs of durum wheat.

Cost increase has been validated. Breakdown as follows:

Old Durum Price: \$ [REDACTED]/mt

New Durum Price: \$ [REDACTED]/mt

Extrusion Rate: 67%

Effective increase/mt: \$ [REDACTED]mt

Equivalent/500g pack: [REDACTED] per pack

San Remo have been asked to submit pricing and will be received today.

We have fully validated increase and recommend business PROCEED with increase. Presentation being built with Matt Rolfe and Carlo Ortolani, with CM/MM alignment to take place prior to offline alignment with Ewan/MM. If alignment is met, response will be full acceptance. If no alignment, Acceptance AMA will be submitted. Note late submission due to durum season running much later than usual.

38 My recollection of the Increase Meeting on 18 January 2022 is that Nathan Murphy made a short presentation about the CPI sought by Rinoldi and confirmed that it had been verified, meaning that the request accorded with Nathan's analysis of developments in the durum wheat markets. As indicated in the Summary notes, he also stated that San Remo had been asked to provide indicative pricing for the "Woolworths" and "Essentials" branded pasta products, which would be received that day.

Signed:

[REDACTED]

Taken by:

[REDACTED]

39 The minutes of the 18 January Increase Meeting state in respect of "PASTA: Rinoldi" (which includes the Essentials Pasta Sample Product):

- *Gone to the business with predictions of \$ [REDACTED] per tonne and we can now buy at \$ [REDACTED] per tonne*
- *Originally prewarned HOB for \$ [REDACTED] now \$ [REDACTED]*
- *Increase inline with crop price*
Significant impact as key value SKUs
- *Concerns that if we increase the SP will the market follow? If we don't move we will have no GP*

Next Steps/Actions

- *San Remo has stated that they won't be increasing prices. Nathan has reached out and will be receiving their submission by COB today.*
- *Main component of Durum wheat has had a substantial increase*
- *For timing purposes, the vendor has agreed to extend the response to 2/2/22.*

This submission will be rejected by the vendor and they are to resubmit with extended date

- *Come back to forum with an update.*

40 I read the acronym "SP" in the minutes to mean "shelf price" as that was a common abbreviation within Woolworths. The acronym "GP" was commonly used for "gross profit". The minutes state that Rinoldi had agreed to extend the date by which WFC was required to respond to the CPI requests to 2 February 2022.

41 The minutes also record that Nathan Murphy had contacted San Remo to obtain indicative pricing to supply the Essentials pasta range, instead of Rinoldi. This is because we had started to consider San Remo as a potential alternative supplier, as I explain above.

42 Later on 18 January 2022, I was copied into an email from Alex Badcock of San Remo to Nathan Murphy providing pricing for the "Woolworths" and "Essentials" branded pasta products. A copy of Alex's email is at [MPL.0057.0002.4022] of Confidential Exhibit CO-1. The email states:

" ...

Signed:

[REDACTED]

Taken by:

[REDACTED]

Please find below indicative pricing as requested which is based on the escalating position within the durum wheat market and the fact that we have not secured your volume requirements in our commodities currently, which we would need to source should you wish to proceed.

All prices are based on a 12 month contract duration. All products are made with 100% durum wheat pasta.

- 43 The email quotes an indicative San Remo price for the “Essentials” pasta products (500g), including the Essentials Pasta Sample Product, of \$[REDACTED].
- 44 On 20 January 2022, I was copied to an email from Matt Rolfe to Sanjay Kapoor and Marnie Macauley (Senior Own Brand Manager at WFC), and copied to others including Tom Rojas, setting out a table comparing the costs proposed by Rinoldi and San Remo. A copy of Matt’s email is at **[MPL.0003.0039.8115] of Confidential Exhibit CO-1**.
- 45 The table shows that for the “Essentials” pasta products including the Essentials Pasta Sample Product, Rinoldi’s proposed new cost price was [REDACTED] less expensive than San Remo’s indicative cost price. Rinoldi’s proposed new cost price was [REDACTED] and San Remo’s was [REDACTED].
- 46 Matt’s 20 January 2022 email states that, *“the Rinoldi pricing is the same initial cost that was presented to Ewan at HOB last year.”* I understood that reference to “HOB” to be a reference to the Weekly Cost & Price Forum held on 11 November 2021 referred to at paragraph 26 above. The email states further, *“Further next steps would be for Nathan to use the San Remo offer in the negotiation with Rinaldi [sic] as aligned with Tom.”*
- 47 On 21 January 2022, I was copied into Tom Rojas’ response to Matt Rolfe’s email dated 20 January 2022. A copy of Tom’s email is at **[MPL.0003.0039.6657] of Confidential Exhibit CO-1**. The email stated:

“Just so I’m clear, Rinoldi will re-submit on Monday 24th. What is the anticipated effective date they are going to ask for? Is it still 1/2?”

Has there been progress on leveraging the San Remo cost on WOW pasta to get a more reasonable price from Rinoldi?

As this seemingly needs to be finalised next week, it would be ideal to get the best possible cost from Rinoldi in the short term on WOW pasta, and work longer

Signed:

[REDACTED]

Taken by:

[REDACTED]

term with both suppliers to get the best possible costs across the board, with a view to potentially splitting the business.

Let's catch up early next week as I see the need to go in to the COGS forum next Friday with a fairly solid and aligned plan of action."

48 Matt Rolfe emailed me about his response to Tom Rojas, to ask if I was aware of the discussions Nathan Murphy had with Rinoldi regarding the effective date of the Rinoldi CPIs. A copy of Matt's email is at **[MPL.0057.0002.4576] of Confidential Exhibit CO-1**. I cannot recall doing so, but I expect I would have spoken to Matt Rolfe about his email over the phone.

49 Later on 21 January 2021, I was copied into Matt Rolfe's response to Tom Rojas' email, stating:

"Yes they will re-submit on Monday 24th with the anticipated effective date of the 02/02. Nathan is doing the negotiation and has the relationship with both Rinoldi and San Remo, he is off sick today and will be leveraging the San Remo cost with Rinoldi on Monday when he is back at work. Happy to catch up next week so we are aligned on a solid plan before going to HOB next Friday."

A copy of Matt's response is at **[MPL.0003.0039.6657] of Confidential Exhibit CO-1**.

50 On around 25 January 2022, I had a discussion with representatives from Rinoldi, Tony Farag and Bill Quayle, about *"the current pasta submission and general business"*, which included the CPI request. I summarised our discussion in an email to Tony Farag and Bill Quayle later that day. A copy of my email is at **[MPL.0059.0001.0011] of Confidential Exhibit CO-1**. My email summarised the discussion as follows:

- (a) I asked Rinoldi to agree to an effective date of 28 February 2022 for the new contract. While I referred to the *"new contract"*, I was also referring to the date of the new pricing coming into effect for the *"Woolworths"* and *"Essentials"* branded pasta lines.
- (b) I informed Rinoldi that *"[s]ubmission review identified a [REDACTED] gap on WW pasta lines"* This related to the *"Woolworths"* branded pasta line and did not relate to *"Essentials"* pasta products.
- (c) There was a change in the order multiples from 8 to 12 and Rinoldi was to confirm the efficiencies that this would present. This referred to a proposal to

Signed:

[REDACTED]

Taken by:

[REDACTED]

pack the products in bundles of 12 units, rather than bundles of 8 units (which was what Rinoldi was doing at the time). Rinoldi was going to review the costs of arranging packaging for this purpose and confirm what efficiencies and cost savings this would generate.

51 Tony Farag responded on the same day, confirming that Rinoldi would accept a new implementation date “of the new pricing” of 28 February 2022 and that an order multiple of 12 for both the “Woolworths” and “Essentials” pasta lines would enable Rinoldi to improve its proposed new cost price for the “Woolworths” branded pasta by [REDACTED] (through efficiencies gained from packaging into cartons and optimisation on pallets that provided improved freight to Woolworths’ distribution centres). A copy of Tony’s email is at **[MPL.0059.0001.0011] of Confidential Exhibit CO-1**.

52 On 27 January 2022, I forwarded my email exchange with Tony Farag and Bill Quayle referred to above at paragraphs 50 and 51 to Matt Rolfe and Nathan Murphy. A copy of my email is at **[MPL.0057.0002.3568] of Confidential Exhibit CO-1**. In my email, I stated:

FYI, email chain confirming the 28/2 effective date and the [REDACTED] reduction which mitigates another \$[REDACTED] PA for pasta final alignment tomorrow.

Please get this into the file with Luke immediately (date and \$ avoidance) + Matt, can you update Tom and Sanjay.

53 In this email, the ‘final alignment’ I was referring to was the final approval of Rinoldi’s CPI at a HOB meeting that was scheduled on 28 January 2022. I attended that meeting. The calendar invitation for that meeting is at **[MPL.0081.0001.0026] of Confidential Exhibit CO-1**. The recorded attendees include Ewan Shearer and 27 other guests which I believe included the Category Managers for Grocery.

54 A copy of the HOB pack prepared for the 28 January 2022 meeting is at **[MPL.0069.0001.0001] of Confidential Exhibit CO-1**. Slides five to seven of the HOB pack refer to Rinoldi’s first offer, San Remo’s offer, and Rinoldi’s second offer. For the Essentials Pasta Sample Product, the Rinoldi ‘new cost price’ (that is, the price with the Rinoldi CPI) was [REDACTED] and was less than the San Remo indicative cost price of [REDACTED]. The Rinoldi CPI was approved either at this HOB meeting or around this time.

55 WFC ultimately split its pasta business between San Remo and Rinoldi. It awarded San Remo the contract for part of the “Woolworths” branded pasta products and awarded

Signed:

[REDACTED]

Taken by:

[REDACTED]

Rinoldi the contract for the other part of the “Woolworths” branded pasta products as well as the “Essentials” pasta products.

- 56 I have been shown an email dated 17 February 2022 from Matt Rolfe to Bill Quayle at Rinoldi confirming the agreed prices for a 12 month period from 10 March 2022 to 9 March 2023. For the Essentials Pasta Sample Product it records that the cost price is increasing by \$ [REDACTED] to a new cost price of \$ [REDACTED]. A copy of that email is at **[MPL.0057.0002.3722] of Confidential Exhibit CO-1.**
- 57 On 21 February 2022, I was copied into an email from Matt Rolfe to Tom Rojas'. A copy of Matt's email is at **[MPL.0002.0012.6575] of Confidential Exhibit CO-1.** Matt stated that “[t]he contract price will be from 10/03, working through timelines now with Rinoldi on exact date change overs to OM of 12 per article based on production timelines and running out of current cartons of 8, indicative timelines are that the change will start from 14/03”. Matt's email also stated that he would provide an update when he knew the change over date for each article.
- 58 From my review of Annexure C, I understand that the shelf price was changed on 14 March 2022.
- 59 I have also been shown an extract of data from Partner Hub. A copy of that Partner Hub extract is at **[MPL.0081.0001.0320] of Confidential Exhibit CO-1.** I don't usually look at these pages of Partner Hub and I note that this extract refers to 8 units, but this was incorrect because the order multiples should have changed to 12 units as I explain above. However, looking at these extracts, I see that they show the following information for the Essentials Pasta Sample Product with an effective date of 16 March 2022:
- (a) An increase in the net cost per unit from \$ [REDACTED] to \$ [REDACTED];
 - (b) A new [REDACTED]% allowance off the invoice price;
 - (c) A new [REDACTED]% volume spend rebate.
- 60 In the “Commodity Cost Drivers”, Rinoldi's CPI Request recorded that durum wheat accounted for 65.7% of the cost, and that the price of durum had increased by 64.2%. Rinoldi did not include any promotional plan in its CPI request.

Signed:

[REDACTED]

Taken by:

[REDACTED]

61 There are some discrepancies in the dates and net cost figures for the Essentials Pasta Sample Product between Matt Rolfe’s emails of 17 and 21 February 2022, Annexure C and Partner Hub. I do not know the reason for those discrepancies. I recall that there was ultimately an increase in the net cost of the Essential Pasta Sample Product to approximately [REDACTED] but cannot recall if the resulting net cost was [REDACTED] or [REDACTED]. While I cannot be sure of the reason for the discrepancy, I note that the ‘Rinoldi - Pasta Jan 22’ tab of the summary checklist referred to at paragraph 37 above refers to “Equivalent/500g pack: [REDACTED] per pack’. Adding [REDACTED] to the [REDACTED] cost price per pack (prior to the CPI), the total CPI would have been [REDACTED]. However, additional savings of [REDACTED] accrued due to order multiple efficiencies (the [REDACTED] figure is as stated at paragraph 51 above).

SWORN by the deponent
 at ~~Sydney~~ Haberfield
 in New South Wales
 on 21 November 2025
 Before [REDACTED]

)
)
)
) [REDACTED]
) Signature of deponent

.....
 Signature of witness

JAMES WILLIAM BEECHER KEEVES

Name of authorised witness (block letters)

~~111~~ Governor Phillip Tower, 1 Farrer Place,
 Sydney NSW 2000

Address of authorised witness

Solicitor of the Supreme Court of NSW

Capacity (eg Justice of the Peace)

No VID 974 of 2024

Federal Court of Australia
District Registry: Victoria
Division: General

Australian Competition and Consumer Commission

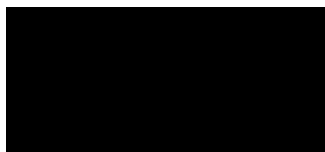
Applicant

Woolworths Group Limited (ACN 000 014 675)

Respondent

Certificate identifying Confidential Exhibit CO-1

This is **Confidential Exhibit CO-1** to the affidavit of **Carlo Ortolani** sworn at Haberfield NSW on 21 November 2025 before me:



.....
Signature of witness

Australian Legal Practitioner

Filed on behalf of Woolworths Group Limited, the Respondent

Prepared by Peta Stevenson
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