

social sustainability pure
community free range
environment organic
empowerment



sustainability report

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sustainability guidelines

- our behaviour will demonstrate the respect we have for our shareholders, staff, customers, suppliers and their employees, and the communities in which we operate;
- we will work to use natural resources as efficiently as possible so as to minimise waste, and reduce our use of substances and activities that are harmful to people and the environment;
- we care about the source of our products and we are increasingly sensitive to how, where and by whom our products are made, minimising social and environmental impact;
- we will continuously monitor our performance against internal benchmarks and against local and international best practice; and
- Woolworths will listen in order to be heard, understanding the concerns, views and opinions of our stakeholders and the communities in which we operate and we will use this understanding to develop informed and confident policies.

sustainability forum chairman's message

This is our third sustainability report and as we get better at understanding the primary sustainability issues that affect our business, so our thinking and our activity improves and our reporting evolves to encompass this. This report contains more quantitative information, evidence of continual improvement, some key milestones and an indication of what we are doing to address sustainability across the company.

governance

The sustainability forum, consisting of directors and executives representing the different business units, took a policy decision to build delivery capacity and improve the integration of sustainability, including black economic empowerment, across the business at every level.

The heads of each business unit, represented at Woolworths executive committee, will now be

held responsible for driving this delivery and integration at operational level. They will meet formally twice a year as the sustainability and transformation committee, chaired by the CEO, Simon Susman, to report back on activity and outline future planned activities.

The sustainability forum, chaired by myself, continues to operate at a strategic level with senior representatives of the business including the Chairman of the transformation committee, Chris Nissen, who has joined the sustainability forum to ensure strategic integration of initiatives.

management framework

To enable the sustainability and transformation committee to drive delivery within their business units against a strategic business-wide framework, a decision has been made to establish the Woolworths sustainability index. This knowledge system will enable improved measurement and tracking of company-wide progress in key priority areas within sustainability and will be developed during the course of this year; working with each business unit to interpret issues and agree policies and targets at business unit level.

Key indicators identified within the Woolworths sustainability index will be embedded in the organisation's key performance indicators to ensure compliance and continual improvement.

reporting framework

Woolworths sustainability report is included within the annual financial report as it enables our stakeholders to get a clear view of all the financial and non-financial issues that affect our business, its long-term stability and value.

For the second year we are using the Global Reporting Initiative (GRI) index which provides a credible framework against which to check sustainability context, completeness and relevance.

We recognise the importance of independent assurance and verification and intend to move gradually towards this objective by first having our report, within the framework of the Woolworths sustainability index, verified by internal audit.

The information in this report relates mainly to our South African business, which accounts for more than 90% of our turnover.

Woolworths continues to take a leadership stance on many of the sustainability issues facing retailers, for example:

- this year we took a look at the fresh water used by the farmers in our fresh produce supply chain. Assisted by a team of masters students from the University of Cape Town, we looked at where our farmers are located, where they get their irrigation water from, and how much they use to grow a ton of food. The study has highlighted what needs to be done to ensure that our produce is produced in a water-efficient way;
- during the year, the the South African arm of the World Wide Fund for Nature (WWF-SA) presented us with an award for our efforts in helping to save the honey badger. Woolworths played an important role in drafting the badger friendly code of practice and launching the world's first badger friendly honey;
- the highlight of MySchool "Making a difference" campaign this year was the development and publishing of the "water" module for learners. The booklet was distributed to all primary schools in the drought-stricken Western Cape as well as to all the schools registered on the MySchool programme; and
- having taken the lead in the introduction of organically grown produce in South Africa a number of years ago, Woolworths has now turned its attention to one of the world's most important agricultural crops – cotton – and has announced its intention to incorporate a minimum of 5% organically grown cotton into some basic cotton textile items within the next two years.

We were delighted when the JSE announced that Woolworths had been listed in the top 20% of the companies in the medium-impact classification in the JSE's Socially Responsible Investment index. This is the second year that we have been included in the index and the first time that we have known where we stand relative to other companies of similar environmental impact. In reality, the benchmark for future performance has been set.



Brian Frost

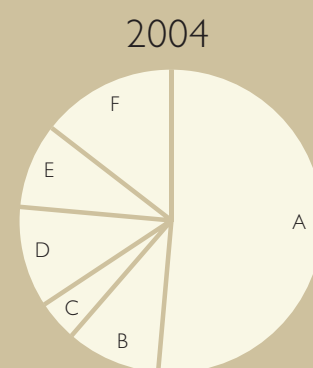
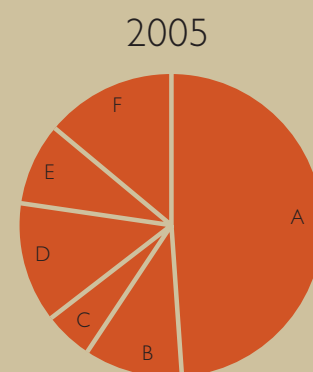
Chairman of the sustainability forum and independent non-executive director

value added statement

	2005 Rm	%	2004 Rm	%
Value added:	12 988.9		11 281.7	
Less: Cost of merchandise	(8 207.6)		(7 091.4)	
Cost of services and other operating expenses	(1 807.6)		(1 647.9)	
Wealth created:	2 973.7		2 542.4	
Distribution of wealth:				
A To employees as salaries, wages and other benefits	1 449.6	48.8	1 303.2	51.3
B To government as income tax (including deferred tax)	307.7	10.4	257.4	10.1
C To lenders as finance costs	152.7	5.1	108.7	4.3
D To shareholders	384.2	12.9	271.7	10.7
E Depreciation	262.1	8.8	232.8	9.1
F Net earnings retained	417.4	14.0	368.6	14.5
	2 973.7	100.0	2 542.4	100.0

Cash value added is the wealth expressed in cash terms that the group has created by purchasing, manufacturing, processing and marketing its products and services.

This statement shows how this cash wealth created has been disbursed among the group's stakeholders.



sustainability

Woolworths acknowledges that our long-term future is inextricably linked to our ability to create real value and growth whilst maintaining and, where relevant, encouraging ecological balance and social progress. Sustainable responsible growth of our business is vital if we are to continue to provide good returns for our shareholders, jobs and prosperity for our communities and care for the environment. Intrinsic to sustainable growth in South Africa is transformation and Woolworths BEE and transformation plans are a critical part of the company's sustainability strategy.

stakeholder engagement

Woolworths views relevant and appropriate engagement with stakeholders as an important part of sustainability. Mutual progress and integration and close co-operation with key stakeholders in addressing sustainability issues results in a more sustainable business and a more sustainable business environment.

In addition to the key stakeholders listed below, Woolworths continues to build constructive and meaningful relationships with many other organisations in South Africa and abroad.

stakeholders how we listen, learn and engage

Customers	<ul style="list-style-type: none"> ■ Sales information ■ Focus groups ■ Quarterly surveys of customer perceptions ■ Customer complaints and returns ■ Communication from customers via e-mail, telephone, fax, letters and comment slips from stores ■ Requests for new products
Employees	<ul style="list-style-type: none"> ■ Communication forums in stores ■ Employment equity meetings ■ Health and safety meetings ■ Information posted on Woolworths intranet and on store notice boards ■ Meetings with store management ■ Store visits from senior management
Shareholders	<ul style="list-style-type: none"> ■ Annual general meeting ■ Investor presentations ■ Meetings with analysts and major shareholders ■ Media interaction
Suppliers and franchisees	<ul style="list-style-type: none"> ■ Supplier days ■ Trade shows and exhibitions ■ Performance reviews, meetings, visits
Communities	<ul style="list-style-type: none"> ■ Partnership with Food and Trees for Africa ■ Meetings, correspondence and joint activities with NGO's e.g. Heartbeat, NOAH, Red Cross Children's Hospital, Child Accident Prevention Foundation of South Africa (CAPSA) ■ Volunteer initiatives by community affairs teams in stores and at head office ■ Woolworths Trust and MySchool initiatives
Environmental and animal welfare groups	<ul style="list-style-type: none"> ■ Meetings and correspondence with environmental and animal welfare organisations e.g. Wildlife and Environment Society of South Africa, NSPCA, Marine Stewardship Council (MSC), Worldwide Fund for Nature – South Africa (WWF-SA), Organic Exchange
Government/regulators	<ul style="list-style-type: none"> ■ Meetings with local, provincial and national authorities e.g. Department of Health, Department of Water Affairs & Forestry, Department of Trade & Industry ■ Liaison with the WHO on HIV/Aids communication strategies ■ NEDLAC
Industry bodies	<ul style="list-style-type: none"> ■ Participation in a number of non-profit organisations related to retail e.g. Retailers Association, Consumer Goods Council of South Africa, ■ African Institute for Corporate Citizenship (AICC) ■ JSE SRI index
Trade unions	<ul style="list-style-type: none"> ■ Meetings and negotiations e.g. SACCAWU, SACTWU, COSATU



delivering sustainable products and services

safety

Concern for the well being of our customers' safety remains at the centre of all sourcing and product development and is embedded in the organisation's structure, policies and practices. We employ a technical team of over 90 people to deliver product safety, product quality and to help develop new products.

labelling

Woolworths labelling policy ensures that customers are given sufficient accurate information to allow them to make informed buying decisions.

foods

All Woolworths food labels contain detailed information on ingredients, nutritional values and allergens. Sugar content is listed in addition to the usual total energy, total protein, total carbohydrate and a full breakdown of fatty acids and sodium (salt).

clothing & home

Woolworths actively supported the development of the recently gazetted government requirements for labelling which, in addition to country of origin, require details of fibre content and care instructions plus the importer's code for imported lines or the manufacturer's taxpayer number for local goods. These labelling regulations enable consumers who are concerned about imports to determine where the item was produced and also enable SARS and South African customs officials to follow an audit trail with regard to imported fabrics and garments. Woolworths clothing is now fully compliant.

safer food

Environmentalists and consumers are increasingly critical of modern farming methods which include the use of chemical fertilisers, pesticides, hormones, antibiotics and genetically modified organisms (GMOs). With this awareness comes the pressure for a return to traditional methods and greater demand for responsibly produced food products.

Woolworths good food journey is a multi-faceted, long-term commitment in response to the issues, encompassing care for the environment, animal welfare and consumer food issues. Through this programme, Woolworths aims to meet the increasing demand for food that is safe, healthy and produced without damage to either the environment or other species.

routine checks:

- Woolworths South African National Accreditation System (SANAS) accredited food laboratory runs routine checks for any potentially harmful micro-organisms and pathogens; and
- the laboratory also routinely monitors pesticide residue levels on fresh produce and heavy metal levels in fresh fish.

IBL audits:

- an independent auditing organisation, International Britannia Limited (IBL), conducts 4 hygiene audits a year in each of our stores where food is cooked to ensure that good food handling routines are in place and that our stores are as clean as they should be; and
- in stores where food is sold but not cooked, IBL carried out 118 audits - where incidences of non-compliance are found, they are rectified immediately.

unnecessary additives:

- wherever possible Woolworths removes unnecessary additives (including preservatives) from foods;
- tartrazine and monosodium glutamate (MSG) have been removed from all our foods;
- sulphur dioxide has been removed from all Woolworths fruit juices;
- preservatives and gelatine are not added to our yoghurts; and
- in the coming year, we plan to look at ways of reducing the sugar and the salt content of our products.

not permitted:

- animal by-products in chicken feed;
- routine antibiotics in free range broiler (chickens bred for meat production) chicken feed; and
- irradiation - only certain herbs and spices are irradiated as there is no other way of controlling potentially harmful micro-organisms in these items and these items are clearly marked with the "radurised" logo.

sustainable agriculture:

- all Woolworths fresh fruit and vegetable farmers are in the process of being Eurepgap certified (an internationally recognised standard for safe and sustainable agriculture) – training is in hand and certification should be complete by the end of 2006;
- in our conventionally farmed ranges we ensure that fewer chemical additives are used; and
- Woolworths remains a leader in South Africa in the production of organic food.

healthier lifestyles:

- Woolworths expanding range of organic food is certified organic by internationally recognised authorities and this year Woolworths launched the first South African organic chenin blanc wine that has no added sulphur dioxide (international studies have shown that this preservative, which is used to prevent the wine from oxidising, adversely affects many people);
- healthier snacks including mini-packs of dried fruit and nuts have been introduced and are displayed in the checkout aisle as alternatives to sugar based confectionery for a convenient snack or school lunchbox item;
- an extended range of Woolworths Slimmers Choice foods was launched which is low in fat and kilojoules and includes the use of vitamin and mineral-rich unrefined ingredients such as brown rice, lentils, oatbran, fruit and vegetables to make the meals more nutritionally sound;
- mindful that 70% of the body's natural defence system lies in the digestive tract with communities of micro-flora bacteria playing a vital role in keeping harmful bacteria at bay, Woolworths HOWARU plus daily defence yoghurt drinks were launched providing ten times the amount of the immune-boosting HOWARU cultures; and
- all Woolworths yoghurts contain live "probiotic" cultures.

safer clothing, toiletries, homeware, toys and packaging

safer clothing:

- Woolworths unique metal detection policy requires all childrenswear suppliers to scan all manufactured items to reduce the risk of injuries from broken pins and needles and this year we extended the requirement to all soft toys, and men's and ladies' intimatewear with the exception of bras, which use metal hooks, sliders and underwires;
- Woolworths has initiated a programme to remove natural rubber latex (which may cause an allergic reaction) from all our garments and replace it with dry natural rubber, which has a low level of residual protein. In phase one we removed latex from all garments that come into direct contact with the skin e.g. elastics in underwear. In phase two we will remove natural rubber latex from all clothing;
- we do not permit Azo dyes to be used in the production of our textiles, as they are associated with numerous health and environmental risks; and

- to ensure that our childrens' garments and toys are safe;
- all metal trims are nickel free as they can trigger allergic reactions;
- reflective signage is incorporated in all school shoes, anoraks and school bags for children's safety;
- all toys are tested against an international toy safety standard;
- all batteries are encased with a screw to prevent infants from choking;
- all cords on garments, like anoraks, are security tacked and the cord length is limited to 14cm to reduce the chances of accidental strangulation; and
- all buttons on children's clothing are lock-stitched to reduce the risk of choking.

safer products:

- 100% of Woolworths liquid toiletry items have the Red Cross Children's Hospital Poisons Information Centre number printed on the packaging and we supply this information centre with the formulations of all our toiletry products so that in the event of a poisoning, the correct action can be taken;
- Woolworths technical team are closely monitoring the use of Teflon which is currently under scrutiny as fumes from excessive heating of Teflon cookware are suspected of being toxic; and
- No rigid PVC is used for clothing packaging and we are working on eliminating it in homeware.

animal welfare

Woolworths insists that all animals destined for our stores are reared humanely and treated fairly in accordance with our NSPCA-approved Animal Welfare Code of Practice. A Woolworths technologist regularly visits all our farms and abattoirs to ensure conformance. Woolworths Ayrshire farmers recently became signatories to a new comprehensive set of

protocols that goes as far as governing the fate of bull calves born to dairy cows. The new protocols require our Ayrshire farmers to rear them properly in pens, as female calves are, and to sell them to reputable sources.

not permitted:

- animal testing - we have never asked or commissioned our health and beauty suppliers to conduct testing on animals. We do not use any raw materials tested on animals after 1 January 1998;
- products made from real fur; and
- selling of eggs from caged birds.

by-products:

- health and beauty suppliers only use ingredients that are by-products of the food industry; and
- the duck feather and down used in our pillow and duvets are by-products of the food industry.

biodiversity

Woolworths is committed to supplying products whose production is not harmful to natural eco-systems and has taken the following steps:

- we eliminate GMO ingredients wherever possible and we clearly label those remaining that may contain genetically modified ingredients, enabling customers to make informed choices when shopping;
- Woolworths insists that the wood we use comes from certified sustainably managed forests and if this is not possible, we insist that it comes from a plantation that is responsibly managed;
- we only source hake from Marine Stewardship Council (MSC) approved suppliers - the MSC logo on our packaging indicates that the fish comes from a well managed fishery and has not contributed to the environmental problem of over-fishing; and

■ we only source honey from farmers that harvest honey without harm to the honey badgers. During the last year, Woolworths and its honey farmers contributed to building a new honey badger enclosure at De Wildt Cheetah and Wildlife Centre where the three honey badgers are kept that were used in the original research to determine how to protect the beehives from badgers without killing them. WWF-SA presented Woolworths with an award at the conclusion of this successful project - it is estimated that over 95% of the honey now sold in South Africa is badger friendly.

organic cotton

Woolworths is now a sponsor of Organic Exchange, a non-profit organisation that promotes the use of organically grown cotton throughout the world. Conventionally grown cotton consumes approximately 25% of the insecticides and over 10% of the pesticides used in the world. Currently no organic cotton is grown in South Africa and, because supplies of organic cotton worldwide are limited, a 5% organic cotton content is the internationally accepted starting point. The inclusion of organic cotton will not affect pricing, quality or feel of the garments.

Following a successful trial of a limited range of organic cotton items, Woolworths intends to incorporate a minimum of 5% organically grown cotton into some basic cotton t-shirt and underwear items by July 2006. We are also expanding our offering of 100% organic cotton items, which are made using only permissible low-impact dyes and prescribed finishes. They will be available in the women's "pure" range, men's underwear and selected babywear items at selected stores.

"It is a credit to Woolworths that they have instigated such a holistic animal welfare approach. Globally, more and more consumers want to be assured that their consumerism does not cause undue suffering. There are many ways for us to be more humane towards the animals that provide our food. Woolworths is breaking new ground in South Africa by doing something real to improve animal welfare."

Louise van der Merwe, South African representative of the Compassion in World Farming organisation

"We are excited to be moving into the South African market... Having worked with leading brands around the world, I believe there is a natural synergy between Organic Exchange and an innovative, forward-thinking company like Woolworths, and look forward to helping a local organic cotton industry."

Rebecca Calahan Klein, President of Organic Exchange.

waste reduction and recycling

packaging waste:

■ packaging waste is a growing and serious concern for retailers and consumers. This year Woolworths audited all Woolworths branded items wrapped in rigid plastic packaging (tubs, trays, bottles) sold in our food market. The results were disappointing with only 58% correctly marked. Woolworths strategic sourcing team, who work collaboratively in the value chain to improve values, are spearheading an effort to improve the situation by getting the packaging suppliers to improve their mould markings;

■ Woolworths continues to use reusable plastic crates for the distribution of over 70% of our fresh foods, saving thousands of tons of cardboard boxes; and

■ the collection of cardboard and paper for recycling at stores and the collection of office paper at head office continues.

reusable shopping bags

A range of machine washable reusable fabric shopping bags in bright colours was recently launched. They are made locally in a factory that was started in the Western Cape for the specific purpose of manufacturing these bags for Woolworths – this factory now employs more than fifty machinists and produced 2,5 million bags in the first year.

Woolworths reusable plastic art bag is on sale in stores displaying the work of the fifteenth emerging artist.

Woolworths food bag purchases have increased by 35% on last year but bag usage is still 52% lower than prior to the ban on free lightweight plastic shopping carrier bags for foods.

clothes hanger recycling

Hangerman (a company co-founded by Woolworths) continues to collect all unwanted plastic hangers from stores, which are then sorted and cleaned by a workforce that includes many disabled workers. Cleaned hangers are sold back to the clothing suppliers at a discount and damaged hangers are recycled.

The sharp increase in the mass of hangers collected from stores is attributable to both the increase in garment sales and more effort being put into the collection of hangers by store employees.

Last year we reported that Woolworths blouse hangers incorporated 25% recycled material. Woolworths now incorporates as much as 50% recycled material in many of our new plastic clothes hangers depending on the quality and availability of recycled material.

recycled shopping baskets:

In 2005 Woolworths introduced a new innovative supermarket basket made from recycled plastic. The basket itself is made from 100% reground material obtained from pre-consumer waste whilst the basket handle is made from virgin plastic for purposes of strength. A supermarket trolley made from recycled plastic is also now in use.

responsible energy usage

The use of energy with its resulting impact upon climate conditions and mineral resources makes it one of the biggest challenges Woolworths faces.

fuel usage

Woolworths policy is to operate the delivery fleet in an efficient and environmentally responsible manner; for example, delivery schedules are designed that are as sympathetic to the local environment as possible.

■ fuel usage in the last year increased by 10.7% as a result of servicing additional stores in South Africa;

■ distribution efficiencies improved as more distribution units (a case or crate of merchandise e.g. 12 litres of milk, 20 kilograms of potatoes, 24 men's shirts) were delivered per litre of diesel consumed;

■ fuel consumption per 100 kilometres was lower than the previous two years and most of Woolworths fleet uses the less polluting Euro III engines; and

■ initial discussions have been held with potential suppliers of biodiesel which may be available in three to five years time.

electricity usage

A 6% improvement in electricity consumption in corporate stores was recorded this year (472 kWh/m² trading space/year) over the benchmark established last year (502 kWh/m² trading space/year).

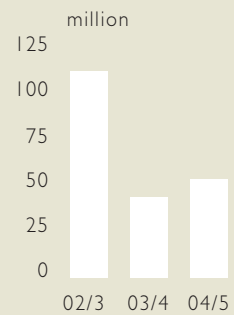
The improvement is attributable to:

■ increased use of programmable logic controllers (PLC's) which automatically manage lighting and other engineering services in stores;

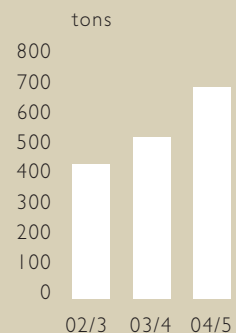
■ better disciplines as a result of training, awareness campaigns and presentations at stores; and

■ a direct-on-line (DOL) monitoring system whereby head office can monitor electrical consumption in stores and give regular feedback on performance.

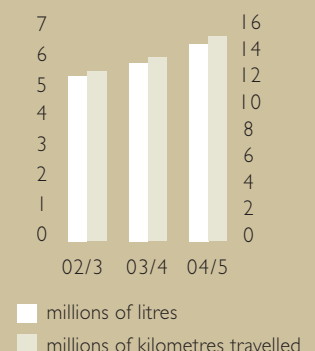
food shopping bag usage



plastic clothes hangers collected from stores



diesel consumption and distance travelled



Using Eskom's recommended conversion rate (Eskom annual report 2005), we estimate our carbon dioxide (CO₂) emissions from electricity to be 169.20 kilotons. With this as a benchmark, we will work towards a better understanding of the relevance of Woolworths contribution to greenhouse gases and how we can continue to minimise our effect on the environment.

ozone depleting gases

The following steps have been taken to eliminate, as far as possible, ozone depleting gases:

- all stores use HCFC's (Hydrochlorofluorocarbons) for refrigeration;
- blends of HCFC's and HFC's (Hydrofluorocarbons) are used in air conditioning and freezers and the only air conditioning system within Woolworths still using CFC's (Chlorofluorocarbons) will be upgraded this year;
- all Woolworths contractors must use gas reclaiming equipment when carrying out repairs; and
- refrigeration in Woolworths new distribution centre in Gauteng will run on an ammonia glycol mix which has zero global warming potential.

building more sustainable buildings

Last year we reported that we were investigating ways of building and operating stores in a more sustainable way. A list of principles and examples of how they could be practically applied was drawn up and distributed to the various professional teams involved in our building developments to request their input and to encourage them to think differently about our future building designs:

applying sustainable building guidelines

lakeside store (a new development in Lakeside Cape Town called the Old Bakery)

Environmentally-friendly building materials

- leaving as much of the existing building intact as possible e.g. not plastering walls but coating them with an eco-friendly sealant;
- using glycol based refrigerant in our refrigeration systems, thereby totally eliminating ozone unfriendly CFCs;
- using coloured concrete floors instead of imported ceramic tiles; and
- painting the walls with lead free paint wherever needed.

energy conservation

- making maximum use of natural light by using clearstory windows (instead of bricking them up), south-facing roof lights and using PLC's to monitor the amount of natural light and to switch off or on the electric lighting when needed;

- using less energy intensive materials wherever possible e.g. replacing chrome fixtures with stainless steel (not ideal but better); and
- experimenting with ducting the heat trapped in the roof into the store thereby reducing the need to warm the store.

water conservation

- planting indigenous plants and trees to save water.

new gauteng distribution centre

A comprehensive environmental impact study has been completed and much care and concern is being put into the building design for Woolworths new distribution centre in Midrand, which opens in the 2007/2008 financial year, to make it more environmentally responsible.

environmentally-friendly building materials

- the land contours have been followed as closely as possible to minimise disturbance, all topsoil is being retained on a specially allocated portion of the site; and
- elements such as rock, water and plants will be used to create a more natural environment.

energy conservation

- energy usage is being carefully considered; and
- the balance between natural light sourcing and solar gains will lead to minimum electric lighting and minimum air conditioning.

water conservation

- water from the roof and from hard paved areas will be used to reduce the need for treated municipal water.

sustainable building guidelines	
Principle	Opportunities
Environmentally-friendly building materials	<ul style="list-style-type: none"> ■ Source materials manufactured as close to the site as possible. ■ Investigate reconstituted building materials. ■ Use timber that has been sustainably produced. ■ Install environmentally-friendly fixtures and fittings.
Energy conservation	<ul style="list-style-type: none"> ■ Use passive solar design to reduce energy consumption and the need for air conditioning. ■ Orientate buildings to ensure energy efficient lighting and cooling/heating. ■ Reduce use of energy-intensive materials.
Water conservation	<ul style="list-style-type: none"> ■ Collect roof rainwater and use for irrigation. ■ Ensure that water cooling devices (e.g. some air-conditioning units) have water recycling systems.

employee well being

Building and retaining a talented, diverse, high performance team is a key business priority for Woolworths.

people development

retail academy

Woolworths retail academy helps to help grow high potential middle managers into leadership roles. The programme provides learning in a broad range of retail leadership skills and is run by our learning partner. Individuals who wish to attend the academy undergo a rigorous selection process before being accepted onto the programme. Upon successful completion, graduates receive a Post Graduate Diploma in Management Practice from the University of Cape Town.

retail bridging programme

Woolworths offers the retail bridging programme, in partnership with a learning provider, mainly for employees without tertiary qualifications. The programme is designed to skill employees to a level where they can apply to participate in our trainee management learnerships. Spread throughout the year, the learners attend five workshops giving a broad perspective of the retail business.

skills levy

In the last skills year, April 2004 to March 2005, Woolworths (Proprietary) Limited paid a skills levy of R8.8m. In the previous skills year R6.9m was paid. As a result of the training and processes followed, Woolworths claims back the full 70% that it is entitled to claim back from the Wholesale and Retail Seta.

building a diverse workforce

Woolworths is committed to building a diverse workforce, and to this end, is focussed on the recruitment and development of black, female and disabled people.

employment equity

Woolworths is committed to building a diverse workforce by employing and developing black, female and people with disabilities.

integrating the deaf

Almost three years ago, Woolworths Eastgate began employing Deaf and hard of hearing people in its store. Over 80 people are now employed in a pilot programme in four stores in Pretoria and Johannesburg. We are currently dealing with the challenges of introducing and integrating South African Sign Language into all aspects of our employment cycle including induction and training programmes.

“Woolworths have been fantastic. They have taken on the challenges of learning a new language and they have done so in a flexible and transparent way, dealing with the issues as they arise. They have done more for the Deaf community than any other company in South Africa. Not only have they given people employment and opportunity, they have also helped the public gain a better understanding of the Deaf by putting Deaf and hard of hearing people in the front-line, at tills, where they are interfacing with hearing people on a daily basis.”

Bruno Druchen, National Executive Director of the Deaf Federation of South Africa (DeafSA).

Learnerships		
Area	Learnerships offered to	Outputs
Product	<ul style="list-style-type: none"> ■ Trainee buyers, planners, and technologists in clothing and home ■ Trainee buyers, planners, and technologists in food 	<ul style="list-style-type: none"> ■ Technical, functional and management skills in clothing and home ■ Technical, functional and management skills in food
Selling	<ul style="list-style-type: none"> ■ Sales assistants ■ Disabled sales assistants ■ Trainee management ■ Management in training 	<ul style="list-style-type: none"> ■ Technical and functional skills ■ Technical and functional skills ■ Technical and functional skills (Accredited with Seta) ■ Technical and functional skills for managers with previous work experience
Finance	<ul style="list-style-type: none"> ■ Junior to middle managers ■ Middle managers 	<ul style="list-style-type: none"> ■ Technical accounting skills - Associated Accounting Technician (AAT) ■ Technical accounting skills - Associated General Accountants (AGA)

employment equity									
Occupational level	Male				Female				Total
	A	C	I	W	A	C	I	W	
Top management	0	0	0	5	0	1	0	0	6
Senior management	5	11	9	92	0	5	3	36	161
Professionally qualified	37	113	32	267	43	115	25	267	899
Skilled	237	270	89	237	240	391	80	267	1 811
Semi-skilled	2 098	1 081	152	199	4 561	2 638	305	332	11 366
Total	2 377	1 475	282	800	4 844	3 150	413	902	14 243

health and safety

Woolworths is committed to providing a safe and healthy environment for all employees, customers and third party service providers in our stores, offices and distribution centres:

- Woolworths is fully Occupational Health and Safety Act (OHASA) and Compensation of Injury and Diseases Act (COIDA) compliant;
- each Woolworths workplace has a health and safety representative and, where applicable, a health and safety committee. They meet once a month with management and all prescribed information is collated and reported through to the board;
- during the last year we upgraded our stores' business continuity plan (a generic plan to deal with any disaster that the stores may face) from a paper-based system to a web-based system enabling faster access and better continuity from a business perspective; and
- in response to a key risk identified in 2004, all employees at every new store are now required to attend a workshop covering:
 - OHASA (importance of good housekeeping, safety in the workplace, fire fighting, first aid, emergency evacuation etc);
 - theft and fraud training (to avoid incidences of wrongful arrest);
 - shrinkage; and
 - armed robbery survival.

crime

Crime is one of the main problems facing South Africa and its people. Armed robberies are a serious issue for retailers with most armed robberies taking place at the smaller convenience stores that are open long hours and where access is relatively easy.

We are always extremely concerned when a crime takes place in our stores. To prevent armed robberies, we go out of our way to ensure that there is very little cash available and most cash is deposited into drop safes located at each till and all food stores are equipped with CCTV. Although we have experienced seven armed robberies in the last year, one higher than the previous year; we regard the increase as minimal considering the overall crime situation and the fact that we have opened additional small food stores in the last year.

	armed robberies	employee fatalities	customer fatalities
July 2004 to June 2005	7	0	0
July 2003 to June 2004	6	1*	0

Woolworths participates in and contributes to the Consumer Goods Council of South Africa's crime prevention programme along with six other major retail and wholesale chains. In this programme the various chains share their crime experiences and statistics with each other and the police. Best practices are shared and the group actively seeks solutions to crime problems.

coida

All workplace incidents/accidents are reported to a specialised risk consultancy, which administers the documenting and reporting process from claim to finalisation of claim.

Injuries on Duty	
1 April 2004 to 31 March 2005	687
1 April 2003 to 31 March 2004	792

Woolworths has been monitoring this information closely for the past two years. Of the 687 injuries, 297 were soft tissue injuries which typically occur in the retail industry. We are currently working to understand the reasons for the fluctuation in the number of injuries.

occupational health

An Employee Assistance Programme helps employees lead a long and productive life both at work and at home. Ten occupational health practitioners provide the following free services to employees:

- confidential assistance following any personal or business crisis e.g. domestic violence, armed robbery;
- referral of individual employee concerns to the appropriate service provider e.g. social worker; psychologist;
- monitoring and following up with individuals with problems e.g. substance abuse; and
- lifestyle counselling e.g. smoking cessation, sleep problems.

The occupational health practitioners also assist and support line management who have to cope with troubled individuals e.g. staff affected by HIV/Aids.

employee benefits

In addition to meeting the statutory requirements, Woolworths offers a comprehensive range of extended employee benefits throughout the business:

- educational assistance for employees and their dependants to complete their matriculation certificate and to do tertiary studies in a field associated with retail e.g. auditing, marketing;
- staff level employees are offered housing assistance of up to R10 000 to either purchase or renovate low cost housing;
- employees are able to purchase foods and clothing at a discount and are eligible to buy surplus food at a substantial discount; and
- in addition to maternity leave and sick leave, employees, providing they comply with certain conditions, can also apply for and receive:
 - paternity leave;
 - leave to move home;
 - leave for sport or cultural activities;
 - study leave; and
 - family responsibility leave.

hiv/aids

Woolworths recognises the devastating consequence the death of a loved one can have on a family and the implications of the pandemic on the family structure, the community and longer-term issues of sustainability. We understand that HIV/Aids, as a life threatening disease should be managed in the same way as other serious diseases but the reality is that HIV/Aids is more prevalent than other chronic diseases among the Woolworths workforce (currently estimated to be 5.9%, considerably below the national average). Once an employee is infected, we provide care and treatment seeking to prolong the health and life of those infected, create a non-discriminatory and supportive work environment and provide support programmes to all affected in the workplace.

“Without the Positive Living Programme I would no longer be working as I could not afford the time to go off to the government clinics for my medication.”

Employee.

extending our influence

HIV/Aids prevention & management

- peer education, condom distribution, awareness campaigns and wellness screening;
- "Managing HIV/Aids in the Workplace" training programme, aimed at equipping managers to effectively manage HIV/Aids and clarifying their role and responsibilities in this area, has been attended by most Woolworths managers;
- "Know your status" campaign launched in September 2004 with members of the senior leadership team being the first to take the test – 3 726 employees (26%) have taken the test to date at no cost to the employee and our target for this year is to have tested 60% of our employees;
- Positive Living Programme - independently administered by QUALSA and including telephonic counselling, vitamin supplements and access to anti-retrovirals when needed – now offered to our flexitimers as well and a total of 115 employees are currently accessing the benefits of the programme as opposed to 63 in the previous year;
- the Supplier Code of Business Principles requires our suppliers to have HIV/Aids policies and if they are not in place, Woolworths offers guidelines and assistance and the South African Business Coalition on HIV/Aids toolkit is used as a support tool;
- AMSI6001 certification - in September 2004, Woolworths logistics business, UPN, became the first company internationally to receive AMSI6001 certification, an objective evaluation of this HIV/Aids programme which confirmed the programme's compliance with internationally recognised principles and gives added credibility to management's commitment to fighting the adverse effects of HIV/Aids on employees, business and the economy; and
- Woolworths has contributed to the UNAIDS International Organisation of Employers' Handbook on HIV/Aids – A Guide to Action and, more recently, Woolworths contributed towards a tool being developed by the World Health Organisation on effective communication strategies for Voluntary Counselling and Testing.

black economic empowerment

Woolworths is committed to responsible and sustainable growth in South Africa and views delivery of the company's black economic empowerment (BEE) strategy as an opportunity to play a meaningful role in transformation of the country. The Woolworths BEE strategy is part of, and in line with, Woolworths sustainability strategy. Key BEE measures, informed by the Department of Trade and Industry's (DTI) BEE Codes of Good Practice, will ultimately be included in the Woolworths sustainability index and form part of the organisation's key performance indicators.

Following the DTI's guidelines and recommendations, Woolworths BEE transformation process is broad-based and will be integrated into Woolworths business practices.

In the last six months of the year under review, Woolworths has:

- reviewed the company's position;
 - defined what BEE means to Woolworths;
 - understood the need to make BEE principles a way of working;
 - set up structures for effective integration;
 - concentrated on building capacity for delivery; and
 - identified key focus areas for Woolworths BEE transformation.
- By June 2006, clear BEE targets will be integrated into the business, guiding delivery of strategic and integrated BEE initiatives and processes.
- In line with DTI strategy, Woolworths BEE transformation strategy reflects the following pillars:
- equity ownership
 - management (people report on page 63 and page 41 of this sustainability report)
 - employment equity (people report on page 63 and page 41 of this sustainability report)
 - skills development (people report on page 63 and page 41 of this sustainability report)
 - preferential procurement (page 43 of this sustainability report)
 - enterprise development
 - corporate social investment (page 44 of this sustainability report)

Woolworths is in the process of developing a plan around staff ownership, the majority of whom are black.

a sustainable supply chain

As a socially responsible organisation, it is increasingly important for Woolworths to ensure that suppliers, both local and international, apply the highest legal and ethical standards and environmental practices.

supplier code of business principles

All Woolworths suppliers are bound by the Supplier Code of Business Principles and compliance with the code is monitored through a formal auditing process. Our business partners are also required to ensure that this code is applied in respect of sub-contracting or secondary supplier arrangements. The code covers the following:

- child labour
- forced labour
- health and safety
- wages, hours of work and entitlements
- discrimination
- freedom of association and the right to collective bargaining
- harsh or cruel treatment
- environment

In the last year 146 food factories and 134 textile factories were audited against the code.

In addition to the Supplier Code of Business Principles audit, a rigorous Food Hygiene and Safety Audit is carried out on all our food suppliers. 263 audits of this nature were carried out in the last year. In the last year we also implemented a "New Product Process Control audit" and audited 26 of our suppliers.

In both food and textile factories, incidences of non-compliance are being found in approximately 10% of the audits. Corrective action is taken and progress is monitored. A web-based system allows us to view the results of all audits on-line and our suppliers have password access to their own audit results.

preferential procurement

Woolworths is committed to local manufacturing and production. More than 90% of our total merchandise is sourced from South African suppliers. Woolworths has engaged extensively with government, unions and manufacturers on this subject and we have been clear that we would prefer, where possible, to manufacture locally as it offers us greater flexibility with shorter lead times. We have also said that we believe that the local clothing and textile industry needs to become more competitive and that helping local business improve technology and productivity to compete with the best in the world is the answer to growing successful, sustainable South African businesses.

Woolworths continues to make sourcing decisions which enable the business to offer customers great value through top quality innovative clothing and food at the right price. Where this value is not achievable through local manufacturers, Woolworths will source offshore but, as always, will only source from responsible suppliers that apply fair and legal employment standards, both locally and offshore.

conserving water

Last year Woolworths indicated that we would look at the water efficiency of our suppliers.

We specifically looked at the water used by the farmers in our fresh produce supply chain. South Africa is regarded as a water-stressed country, one of the thirty driest countries in the world. The agricultural sector uses 84% of the fresh water in South Africa. Assisted by a team of masters students from the Department of Environmental and Geographical Science at the University of Cape Town we undertook a four-month study of the issue. The study looked at:

- where the water catchment areas are and what the level of water scarcity risk is in those regions;
- where Woolworths farmers are located relative to these regions;
- how climate change was likely to impact on water resources and agriculture;
- what the implications of government policy and legislation are on water resources and agriculture; and
- what can be done to improve irrigation efficiency.

The study recommended that:

- Woolworths encourages and monitors the progress of farmers in conserving water;
- Woolworths facilitates workshops on irrigation technology, efficient water use and water efficient crops; and
- communication between farmers, Woolworths, Department of Water Affairs and eventually consumers be improved.

Woolworths does not currently monitor its own water usage but this policy will be reviewed in the coming year as part of the compilation of the Woolworths sustainability index.

water quality management

In the last year, together with the CSIR, Woolworths audited thirty of our major local fabric mills and dye houses against our internationally benchmarked Dyeing and Finishing Environmental Code of Practice. The objective of this comprehensive code is to ensure that no materials, dyes or chemicals used in the production of Woolworths garments or

textiles presents an unacceptable risk to health or to the environment during their manufacture or disposal. Amongst other things, the audit checks that:

- all product safety data sheets are authentic;
- all dyestuffs and pigments are obtained from suppliers who are members of Ecological and Toxicological Association of Dyes and Pigments Manufacturers;
- suppliers are continually seeking out opportunities to reduce environmental impact by exploiting new technologies and processing methods to help reduce waste and energy consumption whilst making efficient use of dyes and chemicals;
- no Azo dyes are in use;
- surfactants that may give rise to fish-toxic metabolites and endocrine modulators are not used;
- peroxide bleaching systems are in use – not chlorine;
- the pH of all fabrics manufactured is between 4.5 and 7.5 i.e. compatible with human skin; and
- effluent is treated prior to discharge and that it complies with local and national legislation.

The results of the thirty audits were very satisfactory with a few minor issues needing resolution.

supporting south african design

Woolworths is a passionately South African business with a long-term commitment to the people of South Africa. Woolworths actively supports and encourages local design and creates opportunities for talented local designers.

south african designers

Woolworths collaborated with three of South Africa's young fashion designers - Craig Native, Maya Prass and Stoned Cherrie - in a pioneering new fashion initiative launched in stores in November 2004.

design indaba

Woolworths is a major sponsor of the SA Design Indaba and this year's tenth Design Indaba Conference had a record 1 946 delegates in Cape Town. The Design Indaba Expo, a three day public showcase of the best original South African design attracted over 12 000 visitors. Woolworths is committed to sponsoring the 2006 Design Indaba.

further education and training (FET) design course

A new Further Education and Training (FET) design course will be launched in Western Cape schools in January 2006. Aimed at Grade 10

learners and educators, Woolworths has led the development of a new resource guide called 'Making the Difference through Design'.

corporate social investment

With the guidance from the Woolworths Trust, Woolworths corporate social investment has been focusing on sustainable development by:

- aligning our initiatives with national priorities;
- making capacity building core to our approach thus enabling more meaningful social transformation;
- forging meaningful partnerships with non-governmental organisations, government and media; and
- improving alignment of initiatives with our business strategy.

Woolworths investments in the community this year were as follows:

- R2,2m through the Woolworths Trust towards carefully selected and mostly national initiatives, the flagship project being the Woolworths Trust EduPlant programme;
- R8,6m through the MySchool card fundraising for schools nationally;
- R155m of surplus food and clothing donated by Woolworths stores to charity organisations nationally; and
- time invested by Woolworths employees in different initiatives country wide

political donations

In line with our general policy, Woolworths made no donations to political parties in this financial year.

the woolworths trust

EduPlant programme

The Woolworths Trust EduPlant programme, in association with the Department of Water Affairs and Forestry, Landcare and SABC Education, is now in its third year of operation. Some 3 680 educators from schools across the country attended 58 one day workshops on food gardening using permaculture principles. A further 18 four day workshops were held at two schools per province for parents and surrounding communities reaching a further 800 people.

"An investment in environmental awareness and education for school pupils is an investment in the future of our country. Just like trees, children will grow. The better they are nurtured, the better they grow."

Minister Naledi Pandor.

MySchool

MySchool enables schools to raise funds through having parents, friends and family members purchase goods from Woolworths stores using their MySchool card. A percentage of their purchases is donated to the school of their choice.

The MySchool "Making the Difference" programme is sponsored by the Woolworths Trust and takes a holistic approach to teaching Grade 4 learners and parents about the importance of good food, nutrition and a healthy environment.

By the end of the next programme year we hope to have 600 schools participating with a third of these being underprivileged.

Schools participating in the "Making the Difference" programme receive a teacher's resource pack, which includes seven learning modules covering health promotion, physical development and movement. They have been developed in conjunction with the Western Cape Education Department and the Sports Science Institute. An experiential component includes field trips to stores, suppliers and distribution centres, an EduPlant garden and parent talks.

In 2005, we added the Woolworths water module to the resource pack. This module focuses on the issues of water and more specifically water conservation. In view of the water crisis in the Western Cape, we distributed over 5 000 copies of the water module to all primary schools in the Western Cape.

In the next year Woolworths will focus on working more closely with the National Department of Health and the National Department of Education to improve the linkages between our programme and the school curriculum.

capsa

Woolworths working relationship with The Child Accident Prevention Foundation of Southern Africa (CAPSA) continues to gather momentum and in June Woolworths became major corporate sponsors for CAPSA's National Child Safety month. Over R70 000 of this sponsorship was raised by employees in our clothing and business units through various fundraising events.

To emphasise the safety precautions that are taken in the manufacture of our clothing, Woolworths has produced a thirteen minute video, which will be shown to all our employees in the next twelve months. We believe this is important as we regard our employees as important brand ambassadors of the safety message.

Wilderness Leadership School

Woolworths donates R150 000 a year from the sales of spring water to the Wilderness Leadership School to enable them to take children from disadvantaged areas on environmental education trips to Kirstenbosch and Table Mountain.

community involvement

Most of our stores and business units at head office fundraise to support local charities of their choice. Some have raised as much as R60 000 whilst others give of their time.

surplus food and clothing donations

We continue to donate surplus food and clothing with a cost of R155m (R132m in 2004) to charities throughout the country. We conservatively estimate that we supply over 7 million free meals a year to those in need.

Surplus food is food that has not been sold by the Sell By date. This product is removed from our shelves on the Sell By date to ensure that

we only sell fresh food. In addition to the Sell By date, all our products are marked with a Best Before or Use By dates to indicate by when it should be consumed.

Surplus clothing is used or damaged clothing and homeware that has been returned by customers who were not satisfied with their purchases. In cases where there is an obvious manufacturing fault, the product is returned to the supplier for a refund. The labels on all returned goods are defaced before they are donated to charities. Challenge Unlimited, a workshop for people with disabilities is contracted to carry out the defacing of the labels.

2006 focus

The main effort in the next twelve months will be to develop and refine the sustainability indicators that matter to the business – the Woolworths sustainability index. This index will identify the business priorities in terms of sustainability and ensure that we deliver against key and relevant targets. In addition, the process in which the index is embedded will ensure that we drive sustainability down to operational levels, making our employees and suppliers more aware of the challenges that we face and how we can collectively make a difference.

To ensure that we stay at the forefront of sustainability thinking in the 21st century, we will continue to engage with stakeholders in the context of sustainability.

As always, we welcome your feedback on what we are doing and your ideas on what we could do better. To communicate with us directly on these matters, please use the e-mail link on our website www.woolworthsholdings.co.za.

MySchool		
	Schools participating in "Making the Difference"	Woolworths donations through MySchool to schools
1 February to 31 August 2005	300	R8.6 million
1 February to 31 August 2004	180	R3.7 million
Making the Difference Programme		Reach
Parent talks	24 talks involving 5 174 parents	
Woolworths supplier visits	50 tours involving 1 668 learners	
Woolworths store tours	48 tours involving 3 828 learners	
Woolworths distribution centre visits	8 tours involving 1 826 learners	
Resource packs supplied	600 educators and 22 500 learners	

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