

form of proxy



WOOLWORTHS HOLDINGS LIMITED
 (Incorporated in the Republic of South Africa)
 Registration number: 1929/001986/06
 Share Code: WHL ISIN ZAE000063863
 ("Woolworths" or "the company")

For use only by:

- holders of certificated ordinary shares in the company;
- holders of dematerialised ordinary shares in the company held through a Central Securities Depository Participant (CSDP) who have selected "own name" registration; and
- the holder of the convertible, redeemable, non-cumulative participating preference shares in the company ("preference shares"), at the 2008 annual general meeting of the company to be held in the Auditorium, 1st Floor, Woolworths House, 93 Longmarket Street, Cape Town, 8001 on Thursday, 20 November 2008 at 09h00 ("annual general meeting").

If you are a shareholder referred to above, entitled to attend and vote at the annual general meeting, you can appoint a proxy or proxies to attend, vote and speak in your stead at the annual general meeting. A proxy need not be a shareholder of the company.

If you are an ordinary shareholder and have dematerialised your ordinary share certificates through a CSDP (and have not selected "own name" registration in the sub-register maintained by a CSDP), do not complete this form of proxy but instruct your CSDP to issue you with the necessary authority to attend the annual general meeting, or if you do not wish to attend, provide your CSDP with your voting instructions in terms of your custody agreement entered into with it.

I/We (full names in block letters) _____

of (address) _____

being a holder/s of _____ ordinary/preference shares in the company (delete whichever is inapplicable), hereby appoint (see note 1)

1. _____ of _____ (or failing him/her)
2. _____ of _____ (or failing him/her)
3. the Chairman of the company, or failing him the Chairman of the annual general meeting, as my/our proxy to attend, speak, and to vote or abstain from voting on my/our behalf, as indicated below, at the annual general meeting or at any adjournment thereof.

	Number of votes (one per share)		
	In favour	Against	Abstain
1. Ordinary resolution number 1 to receive and confirm the financial statements for the year ended 30 June 2008 together with the reports of the directors and auditors thereon.			
2. Ordinary resolution number 2 to approve the remuneration to be paid to non-executive directors (as contained in the corporate governance section of the annual report).			
3. Ordinary resolution number 3 to re-elect directors retiring in accordance with the provisions of the company's articles of association:			
3.1 re-elect Buddy Hawton as a director of the company.			
3.2 re-elect Simon Susman as a director of the company.			
3.3 re-elect Nigel Colne as a director of the company.			
3.4 re-elect Sindi Zilwa as a director of the company.			
4. Ordinary resolution number 4 to approve a general authority in terms of which the company is authorised to effect payments in terms of section 90 of the Companies Act, (No. 61 of 1973), as amended.			
5. Special resolution number 1 to approve a general authority authorising the company and/or its subsidiaries to acquire shares issued by the company.			
6. Ordinary resolution number 5 to authorise the directors and Group secretary to implement ordinary resolution number 4 and the special resolution.			

Signed at _____ this _____ day of _____ 2008

Signature _____

Instructions for signing and lodging this proxy

- 1 A shareholder is entitled to appoint one or more proxies (none of whom need be a shareholder of the company) to attend, speak and vote or abstain from voting in the place of that shareholder at the annual general meeting.
- 2 A shareholder may therefore insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space provided, with or without deleting the words "the Chairman of the company, or failing him the Chairman of the annual general meeting". The person whose name appears first on the proxy form and who is present at the annual general meeting, will be entitled to act as proxy to the exclusion of those whose names follow.
- 3 A shareholder's instructions to the proxy must be indicated by the insertion of an "X" in the appropriate box. Failure to comply with the above will be deemed to authorise the Chairman of the company or failing him the Chairman of the annual general meeting, if he is the authorised proxy, to vote in favour of resolutions at the annual general meeting, or any other proxy to vote or abstain from voting at the annual general meeting as he deems fit, in respect of the shareholder's total holding.
- 4 The completion and lodging of this form of proxy will not preclude a shareholder from attending the annual general meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such shareholder wish to do so.
- 5 In case of joint holders, the vote of the most senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders, for which purpose seniority will be determined by the order in which the names appear on the company's register of shareholders in respect of the joint holding.
- 6 The Chairman of the annual general meeting may reject or accept any form of proxy which is completed and/or received otherwise than in accordance with these notes.
- 7 Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by the company's transfer secretaries or waived by the Chairman of the annual general meeting.
- 8 Any alteration or correction to this form of proxy must be initialled by the signatory/ies, other than the deletion of signatories.
- 9 Forms of proxy must be lodged with or posted to the company, c/o Computershare Investor Services (Pty) Ltd, 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107), to be received by no later than 09h00 on Tuesday, 18 November 2008.