

WHL

**ANTI-BRIBERY, CORRUPTION
AND SANCTIONS POLICY**

1. POLICY OVERVIEW

Woolworths Holdings Limited (“WHL”) and its subsidiaries (“the Group”) is committed to conducting its business in accordance with all applicable legal and regulatory requirements in the jurisdictions in which it carries out operations. The Group strives to operate with integrity and to always maintain the highest ethical standards.

The primary objective of this policy is to articulate and direct the Group’s approach to anti-bribery, anti-corruption and sanctions in support of the Group’s responsible corporate citizenship. This policy establishes an effective Anti-Bribery, Corruption and Sanctions (“ABC”) compliance risk management program by expressing conduct expectations from employees, including management, to ensure process efficacy.

2. WHL COMMITMENT

The Group commits to:

- zero-tolerance against fraud, theft, corruption or any similar illegal behaviour;
- comply with all applicable ABC laws, regulations, rules, related self-regulatory organisation standards and codes of conduct in the jurisdictions in which it carries out operations;
- conduct business transparently and in an honest and ethical manner;
- embed its business relevant ABC compliance framework and process in its daily activities;
- continuously enhance its ABC risk-based monitoring programme that seeks to provide assurance to the Board; and
- continuously monitor the regulatory environment and to implement appropriate responses to changes and developments.

3. APPLICABILITY

This policy applies to all employees, (which includes, permanent employees, casuals, and management), executive and non-executive directors of the Group, affiliated third parties (including but not limited to contractors, consultants, service providers and outsourced employees), or any person who represents the Group in any way and is remunerated for their services.

4. ACCOUNTABILITIES

WHL has identified the following accountabilities:

Board of Directors

The Board of Directors are required to:

- take overall accountability for ABC compliance and oversight; and
- facilitate an appropriate organisational ethical culture that adopts compliance as an integral component of the business.

CEO and Group Executives

The CEO and Group Executives are required to:

- take overall responsibility for ABC compliance and ongoing oversight; and
- facilitate an appropriate organisational ethical culture that adopts ABC compliance as an integral component of the business.

Group Risk and Compliance

Group Risk and Compliance are required to:

- advise and assist the board of directors and management in designing and implementing an appropriate and holistic ABC compliance policy and framework;
- conduct regular risk assessments to establish levels of risk for the Group;
- assess, monitor and report on the Group's ABC compliance programme and practices;
- design and establish appropriate training and awareness programmes;
- ensure consistent management to these policies and procedures; and
- publish and update relevant non-binding rules, codes and standards the Group has adopted.
(Refer to Annexure A)

Management

Management are required to:

- take responsibility for ensuring that the intent and requirements of the ABC compliance policy and framework are effectively implemented in their area of control; and
- take responsibility for ensuring that appropriate internal controls are in place to prevent and detect corruption.

Employees

All employees are required to:

- act with integrity and honesty at all times and to safeguard the assets for which they are responsible;
- protect the Group's reputation;
- perform their functions in accordance with any applicable laws;
- refrain from accepting any gifts, travel and accommodation from any supplier or business associate;
- report (without delay) where the employee is approached, either directly or through a nominee, to act in any way which could be to the Group's disadvantage, and/or when an employee is offered a bribe or personal inducement;
- assist in an investigation, as and when necessary; and
- read this policy carefully and to familiarise themselves with the requirements

5. BRIBERY AND CORRUPTION RISK AREAS

What Is Bribery And Corruption?

- Corruption is any improper abuse of power for the benefit of a person for himself/herself or for the benefit of another person, and it applies in both the public and private sector.
- Bribery is a form of corruption and refers to the giving and receiving of a reward in return for granting certain favours. The reward may take many forms such as money, gifts, promotion, prevention of a loss, paying off a loan, inflated commission and various other favours which may be offered;
- Bribery and/or corruption has many meanings globally, however these constitute criminal offences under any law; and

The following are examples of frequent high risk areas that require careful attention

Facilitation payments

- facilitation payments (regardless of value) are a form of bribery and ordinarily involve a payment made to a public or government official to expedite or facilitate a result or an administrative process; and
- facilitation payments are prohibited in many countries and as such are not permitted by the Group.

Donations

- the Group does from time to time make donations to worthy causes or as part of its corporate social investment programme; and
- donations may only be made in accordance with applicable policies as prescribed.

Sponsorships

- the Group grants corporate sponsorships on occasion to entities or events that enhance its reputation or promote business development;
- all sponsorship and applications for sponsorships are made in accordance with the rules and procedures as prescribed; and
- employees should be wary of giving sponsorship to entities associated with political parties, trade unions, regulatory bodies, supplier or customer bodies.

Dealing with Third Parties and Cross Border Dealings

Employees must be diligent when conducting business with third parties, especially those from foreign countries; and

Politically exposed persons (“PEPs”)

PEPs are individuals who are or has in the past been entrusted with prominent public functions in a particular country. Due to this, PEPS are considered high risk and therefore an enhanced due diligence should be conducted when dealing with them.

6. INCIDENT REPORTING

All employees within the Group have a duty to immediately report any corruption that is suspected or discovered. Employees can report possible corrupt activity directly to the Fraud Manager; their Line Manager; or by using the anonymous independent fraud hotline managed by Deloitte Tip-Offs as set out in the table below.

AUSTRALASIA	
Fraud Hotline:	1 800 504 994
Fax number:	+2731 560 7395 (fax charges apply)
E-mail:	countryroad@tip-offs.com and davidjones@tip-offs.com
SOUTH AFRICA	
Fraud Hotline:	0800 20 25 92
Free Fax:	0800 00 77 88
E-mail:	e-mail@tip-offs.com
Postal address:	Deloitte Tip-Offs Anonymous, P O Box 774, Umhlanga Rocks, South Africa, 4320
SMS Line:	SMS "Tip-Offs" to 32480 for a call back

7. DISCLOSURES AND WHISTLEBLOWER PROTECTION

All information which is reported is treated as strictly confidential and employees may disclose information without fear of retribution and/or victimisation. It is important to note that any employee in the employment of the Group, reporting suspected or known corruption in good faith, will be protected in so far as possible and will have further rights as set out in the Protected Disclosures Act, 2000.

8. MEDIA POLICY IN RESPECT OF CORRUPT ACTS

- It is important that all employees understand that a media policy has already been agreed upon by the Group where law enforcement authorities or any other outside organisation is involved.
- No employees are to comment on any criminal investigation to any reporter or media in any way or form whatsoever. This includes by way of direct contact with reporters or, through social media or through direct mail (physical or electronic). Where the media request a comment on an investigation from an employee they should be referred to the Press Office for further assistance, details of which are provided in the table below.

AUSTRALASIA	
Corporate Communications No:	+61 2 9266 5428 or +61 437 518 713
E-mail address	aurquhart@davidjones.com.au
SOUTH AFRICA AND THE REST OF AFRICA	
Corporate Communications No:	+27 21 407 7700 or + 27 82 782 3856
E-mail address	pressoffice@woolworths.co.za

9. SANCTIONS

Sanctions are punitive or restrictive actions that are designed to change the behaviour or conduct of a particular group or country in response to a breach of international law or human rights violations. Country sanctions are onerous and aim to restrict all dealings with a particular country, including with private businesses and individuals.

Trading in countries where country sanctions apply is prohibited, and employees are also not allowed to do business or enter into transactions with individuals or entities that are recorded on a sanctions list.

All employees are required to:

- Ensure that no goods or services are procured from suppliers on a country sanctions list;
- disclose any knowledge or suspicion of a transaction involving a sanctioned person, group or country to Group Risk and Compliance Services; and
- seek advice and guidance from Group Risk and Compliance Services about the impact of sanctions on the business or if any employee has any concerns about a particular transaction or supplier.

Group Risk and Compliance Services has access to detailed sanctions databases which set out in greater detail how sanctions affect the business in countries within which they operate.

10. NON-ADHERENCE TO POLICY

Any employee or relevant person who is involved in, or assists with committing a corrupt act and fails to comply with internal policies, procedures and any other regulatory requirements, whether knowingly, negligently or recklessly, will be subject to disciplinary procedures. Involvement in corrupt acts is a dismissible offence under the applicable disciplinary codes. The Group will also pursue civil proceedings and criminal prosecution against all parties involved in corrupt activities and report any corrupt activities to law enforcement authorities.

11. POLICY UPDATE

This policy will be reviewed and updated annually by Group Risk and Compliance Services. The policy can be found on the intranet or can be requested.

12. POLICY QUERIES

Please refer queries relating to the Anti-Bribery and Corruption and Sanctions Policy to:

Phumlani Dyini	Head of Group Risk and Compliance	phumlanidyini@woolworths.co.za
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ANNEXURE A

Woolworths Holdings Limited (“WHL”)

High/Critical applicable Laws and Non-binding Rules, Codes and Standards

High/Critical applicable Laws		
AFRICA	BOTSWANA	Corruption and Economic Crime Act (CAP 08:05)
	GHANA	Criminal Offences Act, 1960 (Act 29) and Criminal and other Offences (Procedure) Act, 1960 (Act 30)
	KENYA	Ethics and Anti-Corruption Commission Act, 2011 Anti-Corruption and Economic Crimes Act (Chapter 65, Laws of Kenya) Public Officers Ethics Act, 2003 Leadership and Integrity Act, 2012
	LESOTHO	Prevention of Corruption and Economic Offences Act, 2006
	MAURITIUS	Prevention of Corruption Act, 2002
	MOZAMBIQUE	Resolution No. 33/2004 ratify the SADC Protocol against Corruption Resolution No. 30/2006 ratify the Africa Union (AU) Convention on Prevention and Combat of Corruption Resolution no. 31/2006 ratify the United Nations (UN) Convention against Corruption
	NAMIBIA	Anti-Corruption Act, 8 of 2003 Criminal Procedure Act, 51 of 1957 Regulations Prevention of Organised Crime Act, 29 of 2004 Regulations
	SOUTH AFRICA	Prevention and Combating of Corrupt Activities Act 12 of 2004 (PACCA) Prevention of Organised Crime Act 121 of 1998 Financial Intelligence Centre Act 38 of 2001 (FICA) Protected Disclosures Act 26 of 2000 Companies Act 71 of 2008 Regulations with specific reference to:- ➤ United Nations (UN) Global Compact Principles ➤ Organisation for Economic Cooperation and Development (OECD) recommendations regarding corruption.
	SWAZILAND	Prevention of Corruption Act No. 3 of 2006
	TANZANIA	The Prevention and Combating of Corruption Act, 11 of 2007 The Prevention and Combating of Corruption Regulations, 2008
	UGANDA	The Anti-Corruption Act, 2009 The Whistleblower Protection Act, 2010
	ZAMBIA	Anti-Corruption Act, 3 of 2012
AUSTRALASIA	AUSTRALIA	Criminal Code Act 12 of 1995 (Cth) Corporations Act 50 of 2001 (Cth) Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (Cth)
	NEW ZEALAND	The Crimes Act 1961 (NZ) The Secret Commissions Act 1910 (NZ) Anti-Money Laundering and Countering Financing of Terrorism Act 2009 (NZ)
OTHER	UNITED KINGDOM	Bribery Act of 2010 (Chapter 23)
	UNITED STATES OF AMERICA	Foreign Corrupt Practices Act of 1977

Non-Binding Rules, Codes, and Standards

- King IV Report on Corporate Governance
- Global Reporting Initiative (GRI) Sustainability Reporting Standards
- United Nations Convention Against Corruption (UNCAC)
- Business Social Compliance Initiative (BSCI) Code of Conduct
- Supplier Ethical Data Exchange (SEDEX) Ethical Trade Audit Best Practice Guide
- Worldwide Responsible Accredited Production (WRAP) Standards
- Internationally endorsed Financial Action Task Force (FATF) recommendations and its global standards for implementing effective Anti-Money Laundering measures
- G20 Countries – Anti-Corruption Action Plan, November 2014
- Southern Africa Development Community ("SADC") Protocol against Corruption
- The Africa Union Convention on Preventing and Combatting Corruption ("AU Convention")
- The East African Community Protocol on Preventing and Combatting Corruption