Form **8937**

(December 2011) Department of the Treasury Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

OMB No. 1545-2224

Part Reporting	Issuer			
1 Issuer's name		2		2 Issuer's employer identification number (EIN)
Woolworths Holdings Lim	ited			N/A
3 Name of contact for ad		5 Email address of contact		
				12° 1
Thobeka Sishuba-Masheg	o/Ralph Buddle	InvestorRelations@woolworths.co.za		
6 Number and street (or I		7 City, town, or post office, state, and Zip code of contact		
Woolworths House, 93 Lo	ngmarket Street, P O	Cape Town, Western Cape, 8000		
8 Date of action 9 Classification and description				
12 September 2014		Tradeab	le rights to acquire new or	dinary shares
10 CUSIP number	11 Serial number(s)		12 Ticker symbol	13 Account number(s)
	***			51-00
			WHL	
Part II Organizati	onal Action Attach	additional	statements if needed. S	ee back of form for additional questions.
				ate against which shareholders' ownership is measured for
	tachment			
70 - 15				
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23/15/15/55 (P		11 17757-575		
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15 Describe the quantita	tive effect of the organi	izational act	ion on the basis of the secu	rity in the hands of a U.S. taxpayer as an adjustment per
share or as a percent	age of old basis ► See	Attachmer	nt	inty in the harles of a o.o. taxpayer as all adjustment per
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16 Describe the calculation	on of the change in bas	sis and the o	data that supports the calcu	lation, such as the market values of securities and the
valuation dates ► Sec	e Attachment			
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Pa	rt II		Organizational Action (continued)		, ago _			
17			applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatme	ent is based ▶	See Attachment			
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18	18 Can any resulting loss be recognized? ► See Attachment							
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19	Pro	ovide a	any other information necessary to implement the adjustment, such as the reportable tax y	year ► <u>N/A</u>				
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		Under	r penalties of perjury, I declare that I have examined this return, including accompanying schedules ar , it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information	nd statements, a	nd to the best of my knowledge and			
Sig	- 1	Delici,	, it is that, contest, and complete, occupation of preparer (other than officer) is based on an information	or which prepare	i has any knowledge.			
Here Signature > Date > 27 OCTOBER								
		Signat	Date	210)C100CX &014			
		Print v	your name ► THOBEKA SISHUBA-MASHEGO Title ►	GROUP SE	CRETARY			
Pai			Print/Type preparer's name Preparer's signature Date	V.	Check if PTIN			
Pre			-		self-employed			
Use			Firm's name	ı	Firm's EIN ▶			
			Firm's address >		Phone no.			
Seno	ı ror	111 99	37 (including accompanying statements) to: Department of the Treasury, Internal Revenue	Service, Ogde	n, UT 84201-0054			