

GROUP RESULTS

The group had a good year with turnover up 11.8% compared to the prior year and profit before tax and headline earnings per share up 24.5% and 24.4% respectively.

The group's return on equity increased from 44.1% to 47.1%.

A final dividend of 123 cents per share has been declared taking the total distribution to 198 cents: an increase of 38% on the prior year, ensuring that the full STC saving is distributed to shareholders.

WOOLWORTHS

Woolworths sales grew by 11.6% and by 7.0% in comparable stores.

Clothing and General Merchandise sales grew by 11.6% and by 5.8% in comparable stores. South African clothing and footwear sales grew at 12.6% and by 5.9% in comparable stores and General Merchandise sales increased by 7.0% and by 4.7% in comparable stores.

Clothing and footwear trading performance improved during the year and the second half saw us grow by 1.2% above the market.

Clothing and General Merchandise's gross margin increased 0.8% to 44.5% due to franchise conversions, which together with good cost control saw segmental profit before tax up 25% and return on sales (after excluding unrealised net foreign exchange gains) increased by 1.1% to 16.7%.

Food experienced strong growth for the year with sales up 11.9% (7.8% comparable) growing 1.3% ahead of the market. Increased margin together with good cost control resulted in segmental profit before tax growth of 35.5% and return on sales increasing 1.0% to 5.8%.

During the year the group acquired a further 34 South African franchise stores at a cost of R405 million. In total, 59 local stores have now been acquired at a cost of R580 million and the remaining 16 will be acquired over the next seven years as the franchise agreements expire. In the rest of Africa we pursued our aim of converting from a franchise model and entered into a range of wholly-owned or joint venture arrangements across eight countries.

Total corporate retail space grew by 3.6%, excluding franchise conversions.

COUNTRY ROAD

Australian sales contracted 2.6% on the previous year in Australian dollar terms with comparable down 6.6%, reflecting the very challenging trading conditions in that country. Good inventory and cost control ensured that operating margin and profit were maintained broadly in line with the previous year.

On 1st August Country Road announced that it had entered into an agreement to acquire the Australian Witchery Group from Gresham Private Equity for A\$172 million. The acquisition will create one of Australia's largest speciality fashion retailers with complementary brands and a strong position in the mid to upper tier specialist retail sector, which will provide greater scale, a diversified revenue stream and industry leading margins. Australia's apparel market is currently at a cyclical low, providing the opportunity for Country Road to consolidate its position ahead of the expected economic recovery.

The transaction will be funded through a combination of acquisition debt of A\$34 million raised from Australian banks and a A\$92 million rights

issue undertaken by Country Road. As majority shareholder in Country Road we have undertaken to exercise our rights.

WOOLWORTHS FINANCIAL SERVICES

The joint venture with ABSA performed well with the debtors' book increasing 8.3% from the prior year. The quality of the book remains strong with impairments increasing 0.5% to 1.9% of gross receivables, well below the target range of 3.0% – 3.5%. The increase in the impairment charge resulted in operating profits remaining broadly in line with the prior year with a return on equity of 23.1%, ahead of our 22% target.

SHARE PURCHASES

Shares to the value of R286 million were repurchased during the year and shares to the value of R358 million were purchased to settle various employee share schemes that became payable during the year.

OUTLOOK

Trading for the first 8 weeks has been encouraging. We expect the upper end of the market to remain resilient whilst the economy as a whole remains subdued. The Australian economy has shown signs of recovery and we have seen an improvement in trading in recent months.

Changes to the Board of Directors

After serving nine years as chairman, Buddy Hawton retired from the board at the company's annual general meeting on 17 November 2011. On the same date, Simon Susman was appointed as chairman, Tom Boardman was appointed as the lead independent director and Zarina Bassa was appointed a non-executive director.

The board wishes to thank Buddy for his wisdom and guidance during his years as chairman and wish him a happy and fruitful retirement with his family.

Sindi Zilwa will retire as a non-executive director on 15 November 2012 after having completed eleven years of service on the Woolworths board. Sindi has been a passionate, competent and committed director and the board expresses its gratitude to her and wishes her well in her future endeavours.

Andrew Higginson was appointed as a non-executive director on 1 June 2012.

Change of Group Secretary

Cherrie Lowe resigned as group secretary on 31 January 2012. Thobeka Sishuba-Mashego was appointed as group secretary effective 1 February 2012.

S N Susman	I Moir
Chairman	Group chief executive officer

Cape Town, 22 August 2012

Cash Dividend Declaration

Notice is hereby given that the directors have declared a final gross cash dividend of 123.0 cents (104.55 cents net of dividend withholding tax) per ordinary share for the fifty two weeks ended 24 June 2012.

The dividend has been declared from income reserves. The company has no secondary tax on companies credits available. The dividend withholding tax rate is 15%.

The issued share capital at the declaration date is 835 378 333 ordinary shares and 89 400 000 preference shares.

The salient dates for the dividend will be as follows:

Last day to trade to receive a dividend	Friday, 7 September 2012
Shares commence trading "ex" dividend	Monday, 10 September 2012
Record date	Friday, 14 September 2012
Payment date	Monday, 17 September 2012

Share certificates may not be dematerialised or rematerialised between Monday 10 September 2012 and Friday 14 September 2012 both days inclusive.

In accordance with the company's Memorandum of Incorporation, dividends amounting to less than R5.00 due to any one holder of the company's ordinary shares held in certificated form will not be paid, unless otherwise requested in writing, but will be aggregated with other such amounts and be donated to a charity nominated by the directors.

A final gross cash dividend of 85.0 cents (72.25 cents net of dividend withholding tax) per preference share for the fifty two weeks ended 24 June 2012 will be paid to the beneficiaries of Woolworths Employee Share Ownership Scheme on Monday, 17 September 2012.

T Sishuba-Mashego

Group secretary

Cape Town, 22 August 2012

DIRECTORATE AND STATUTORY INFORMATION

Non-executive Directors:

Simon Susman (Chairman), Peter Bacon (British), Zarina Bassa, Lindiwe Bakoro, Tom Boardman, Andrew Higginson (British), Mike Leeming, Chris Nissen, Sir Stuart Rose (British), Thina Siwendu, Sindi Zilwa

Executive Directors:

Ian Moir (Group chief executive officer) (Australian), Zyda Rylands, Norman Thomson

Group Secretary: Thobeka Sishuba-Mashego

Share Code: WHL **ISIN:** ZAE000063863

Registered Address:

PO Box 680, Cape Town 8000
Woolworths House, 93 Longmarket Street
Cape Town 8001

Registration Number: 1929/001986/06

Tax number: 9300/149/71/4

JSE Sponsor: Rand Merchant Bank (A division of FirstRand Bank Limited)

Transfer Secretaries:

Computershare Investor Services (Proprietary) Limited
70 Marshall Street, Johannesburg 2001

FINANCIAL HIGHLIGHTS

TURNOVER

+11.8%

HEADLINE EARNINGS
PER SHARE

+24.4%

DIVIDEND PER SHARE

+38.0%

www.woolworthsholdings.co.za

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WHL
WOOLWORTHS HOLDINGS LIMITED

**ABRIDGED AUDITED GROUP RESULTS
FOR THE YEAR ENDED 24 JUNE 2012**

