

**WOOLWORTHS HOLDINGS LIMITED**  
**MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS HELD IN THE**  
**AUDITORIUM, WOOLWORTHS HOUSE, ON WEDNESDAY, 30 NOVEMBER 2016 AT 10h00**

**1. CHAIRMAN**

The Chairman of the Board, Simon Susman, chaired the meeting.

**2. PRESENT**

<b>DIRECTORS:</b>	Simon Susman (Chairman)	Tom Boardman (LID)
	Peter Bacon	Zarina Bassa ( <i>joined at 10h22</i> )
	Hubert Brody	Reeza Isaacs
	Nombulelo Moholi	Ian Moir
	Sam Ngumeni	Zyda Rylands
	Thina Siwendu	

**Attending via videoconference:** Patrick Allaway (Australia) Lord Rose (UK)

**Attending via teleconference:** Andrew Higginson (UK)

**GROUP SECRETARY:** Chantel Reddiar

<b>EXTERNAL AUDITORS (EY):</b>	Anthony Cadman	Lucian Rolleston
	M Naidoo	

<b>LEGAL ADVISORS</b> <b>(Webber Wentzel):</b>	Jesse Watson	Christo Els
---	--------------	-------------

<b>TRANSFER SECRETARIES:</b> <b>(Computershare &amp; Lumi)</b>	Bennie van Vuuren	Marco Mapson
	Garrick Pallant (Lumi)	

**SHAREHOLDERS:** 12 shareholders were present in person (including eight directors holding shares). Proxies, shareholders and shareholder representatives, representing 712 297 289 shares or 73.96% of the issued share capital entitled to vote, were received.

**VISITORS:** 32 visitors signed the visitors' attendance register.

**3. WELCOME AND APOLOGIES**

The Chairman welcomed all to the Annual General Meeting ("AGM"). An apology was received from Gail Kelly, who was unable to attend the meeting due to prior commitments. A special welcome was extended to Chantel Reddiar, the new Company Secretary who was attending the meeting for the first time.

**4. CONSTITUTION OF THE MEETING**

The Chairman confirmed that in terms of the Companies Act 71 of 2008 ("the Act"), the required quorum was present.

**5. NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the AGM for the year ended 26 June 2016, as distributed to shareholders on 26 September 2016 and also made available on the company's website was taken as read with the consent of the meeting.

## **6. VOTING RIGHTS OF SHARES**

In order to be passed, ordinary resolutions required more than 50% and special resolutions required 75% of the voting rights to be exercised in favour of each resolution.

Equity shares held by any subsidiary, trust or related trustees were precluded from voting on resolutions proposed in accordance with the provisions of the JSE Listings Requirements and the Companies Act.

Employees holding shares in the Restricted Share Plan were excluded from voting on Special Resolution 5.

The Chairman, having the required authority, informed the meeting that all resolutions would be decided by means of a poll.

## **7. VOTING METHOD**

Mr Garrick Pallant, from Lumi, demonstrated the voting method involving electronic devices.

## **8. MINUTES OF THE PREVIOUS MEETING**

The minutes of the previous meeting held on 30 November 2015, signed by the Chairman as a true record on 10 November 2016, were available on the company's website.

## **9. PRESENTATION OF THE ANNUAL FINANCIAL STATEMENTS AND REPORTS**

The audited consolidated Annual Financial Statements of the company for the financial year ended 26 June 2016, incorporating the directors' report, the independent auditor's report and report of the Audit Committee, were presented.

## **10. ORDINARY RESOLUTION NUMBER 1: RE-ELECTION OF DIRECTORS**

Peter Bacon, Reeza Isaacs, Ian Moir, Lord Rose and Simon Susman were due to retire as directors of the company and being eligible offered themselves for re-election, each by way of a separate vote.

It was **RESOLVED** that Peter Bacon, Reeza Isaacs, Ian Moir, Lord Rose and Simon Susman be and are hereby elected as directors of the company.

## **11. ORDINARY RESOLUTION NUMBER 2: RE-APPOINTMENT OF AUDITORS**

The re-appointment of the company's auditors was tabled. It was reported that the Audit Committee was satisfied that the auditors were independent and accredited with the JSE and had recommended their re-appointment.

The Chairman of the Audit Committee confirmed that the approval of audit fees was done through a robust process which included assessing external auditors' independence. The process was effectively managed by both management and the committee. As audit fees were dependant on the audit scope, these varied year to year.

It was confirmed that EY were auditors for the entire Group, including Australia. It was considered good practice to engage one audit firm thus ensuring continuity throughout the organisation.

It was **RESOLVED** that the re-appointment of EY as the Group's external auditors be and is hereby approved.



## **12. ORDINARY RESOLUTION NUMBER 3: ELECTION OF AUDIT COMMITTEE MEMBERS**

*Zarina Bassa joined the meeting.*

The members of the Audit Committee of the company by way of separate votes offered themselves for re-election.

It was **RESOLVED** that Patrick Allaway, Peter Bacon, Zarina Bassa, Hubert Brody and Andrew Higginson be and are hereby elected as members of the company's Audit Committee until the conclusion of the 2017 AGM of the company.

## **13. NON-BINDING ADVISORY RESOLUTION NUMBER 1: APPROVAL OF THE REMUNERATION POLICY**

It was **RESOLVED** as a non-binding advisory resolution that the company's remuneration policy, as set out on pages 128 to 135 of the 2016 Integrated Report, be and is hereby approved in terms of the King Report on Corporate Governance for South Africa 2009. The resolution was voted for by 69.92% of the voting rights exercised by shareholders.

## **14. SPECIAL RESOLUTION NUMBER 1: REMUNERATION FOR THE NON-EXECUTIVE DIRECTORS**

14.1 It was **RESOLVED** that the fees paid to Zarina Bassa from 1 January 2016 to 31 December 2016 as an independent non-executive director of Woolworths (Pty) Ltd ("WSA"), Chairman of the WSA Remuneration and Risk and Compliance Committees and member of the Audit Review panel be and are hereby approved.

14.2 It was **RESOLVED** that fees paid to Hubert Brody from 1 January 2016 to 31 December 2016, as Chairman of the WSA Audit Review Panel be and are hereby approved.

14.3 The proposed 2017 fees tabled at the meeting had been benchmarked against top quartile for South African retail companies, the median of the Top 30 companies on the JSE, and against the upper quartile of UK and Australia markets to compensate for international travelling time.

It was **RESOLVED** that the remuneration payable to the non-executive directors for the period 1 January 2017 to 31 December 2017, details of which are set out in Annexure A, be and is hereby approved.

## **15. SPECIAL RESOLUTION NUMBER 2: AMENDMENTS TO THE MEMORANDUM OF INCORPORATION**

It was **RESOLVED** that the amendments to the company's Memorandum of Incorporation be and are hereby approved. The amendments would be filed with the CIPC within the regulated period.

## **16. SPECIAL RESOLUTION NUMBER 3: GENERAL AUTHORITY TO REPURCHASE SHARES**

It was **RESOLVED** that the company and its subsidiaries be and are hereby granted a general authority in terms of the Listings Requirements of the JSE Limited ("JSE") for the acquisition by the company and/or its subsidiaries of securities (as that term is defined in the Companies Act 71 of 2008 ("Companies Act") issued by the company, on such terms and conditions as the directors may deem fit, subject to compliance with the provisions of section 48 read with section 46 of the Companies Act.

**17. SPECIAL RESOLUTION NUMBER 4: FINANCIAL ASSISTANCE TO RELATED OR INTER-RELATED COMPANIES (INCORPORATED IN SOUTH AFRICA AND INTERNATIONAL)**

It was **RESOLVED** as a special resolution that, to the extent required in terms of, and subject to the provisions of, section 45 of the Companies Act and the requirements (if applicable) of the company's Memorandum of Incorporation and the Listings Requirements of the JSE, the provision by the company at any time and from time to time during the period of two years commencing on the date of the adoption of the special resolution, of direct or indirect financial assistance to any related or inter-related company of the company on such terms and conditions as the directors deemed fit.

**18. SPECIAL RESOLUTION NUMBER 5: ISSUE OF SHARES OR OPTIONS AND GRANT OF FINANCIAL ASSISTANCE IN TERMS OF THE COMPANY'S SHARE-BASED INCENTIVE SCHEMES**

It was **RESOLVED** that, to the extent required in terms of, and subject to the provisions of, sections 41, 42, 44 and 45 of the Companies Act and the requirements, if applicable, of the company's Memorandum of Incorporation and the Listings Requirements of the JSE:

- 18.1 the issue by the company of shares or securities convertible into shares, or the grant by the company of options for the allotment or subscription of shares or other securities of the company or the grant of any other rights exercisable for securities of the company; and/or
- 18.2 the provision by the company of direct or indirect financial assistance (whether by way of loan, guarantee, the provision of security or otherwise) in connection with the subscription of any option or any securities issued or to be issued by the company or for the purchase of any securities of the company or of a related or inter-related company, at any time and from time to time during the period of two years commencing on the date of the adoption of this special resolution, to the Woolworths Holdings Share Trust or to a director, future director, prescribed officer or future prescribed officer of the company or to a person related or inter-related to the company or to a director or prescribed officer of the company or to their respective nominees, in accordance with the provisions of the Woolworths Holdings Share Trust and/or in accordance with the provisions of any other share-based incentive scheme established by the company, be approved.

**19. SOCIAL AND ETHICS COMMITTEE REPORT TO SHAREHOLDERS**

The Chairman of the Social and Ethics Committee, Thina Siwendu presented the Social and Ethics Committee's report for the 2016 financial year.

The committee continued to oversee the Group's activities to contribute socially and ethically to the economy, workplace, society and natural environment in terms of the committee's terms of reference as mandated by the Board and the Companies Act. The following were highlighted:

- Group social contributions to various communities during the financial year amounted to R696m compared to R636m donated in 2015;
- WSA had received a "Good Practice Award" from the industry SETA. It was reported that Employment Equity and Transformation strategies had been reviewed and progress had been monitored against agreed targets;
- Following the implementation of the revised B-BBEE Codes, WSA had been awarded a Level 6 contributor by independent verification. However the rating was expected to be negatively affected in 2017 given the impact of the new codes on the business' supplier base. Management was assisting suppliers through education and awareness of the requirements of the revised codes;



- R80m had been allocated towards Enterprise and Supplier Development loans to assist black Small, Medium and Micro-sized Enterprises, in developing sustainable businesses;
- No complaints had been lodged with the Consumer Protection Council and Woolworths had retained its position as South Africa's most reputable retailer for the third consecutive year in the annual Reputation Institute's National Reptrack™ Pulse Survey; and
- The business was also included in the FTSE/JSE Responsible Investment Index for 2016/2017 as well as the Dow Jones Sustainability Index.

In conclusion, the committee indicated that it was confident that it had discharged its responsibilities appropriately and confirmed that there had been no instances of material non-compliance with legislation or regulations or non-adherence with codes of best practice in terms of the areas within the committee's mandate during the year under review.

As such, the committee was satisfied that the Group had operated as a socially responsible corporate citizen demonstrating an on-going commitment to sustainable development.

Shareholders were advised that a more detailed Social and Ethics Committee Report was available on the company's website for further review.

## 20. SHAREHOLDER QUESTIONS AND RESPONSES

During the course of the AGM, the following questions were raised by shareholders and the Board's and management's responses are highlighted below:

- a) *Special Resolution Number 3: Was there a percentage limit in regard to the general authority to repurchase shares?*

The Group Company Secretary confirmed that there was a special requirement for publication when the directors of a company approved the repurchase of shares. In terms of the JSE Listings Requirements, a company was required to release a press announcement when it had cumulatively repurchased 3% of a particular class of shares.

Acquisitions undertaken by the company of its own shares, may not exceed 5% of the company's issued share capital of the class in any one financial year.

- b) *Special Resolution Number 4: Does the company offer unlimited financial assistance to related or inter-related companies, directors and employees?*

The approval requested of shareholders did not include financial assistance to directors and employees but was reserved for inter-companies incorporated in South Africa and international.

- c) *Special Resolution Number 5: Would the company consider offering shares to junior staff in terms of the company's share-based incentive schemes?*

The special resolution related to share allocations and financial assistance to members of the executive team. All group staff not included on the share incentive scheme were appropriately incentivised based on their performance.

- e) *Has the appointment of Darren Todd in Country Road made a difference to the subsidiary's performance?*

The Group Chief Executive Officer confirmed that the appointment of Darren Todd had made a difference to Country Road, given his extensive international experience. Management was confident that Darren and his team would have a positive impact.

- f) *Was the debt interest arising from finance raised to make the acquisitions, a hindrance in turning around the business?*

The Group Chief Executive Officer confirmed that the Board extensively assessed the Group's debt levels and requisite interest payments and had agreed to set manageable amounts. He confirmed that the interest charged by financial institutions was manageable within the Group's cashflows; and capital was not constrained by the interest paid on the debt.

- g) *Was Myer considered a major competitor to the Australian business?*

It was noted that Myer was considered one of the competitors as much as other retailers and management continued to focus on providing excellent service and products to customers.

- h) *What is the status in regard to Foods in David Jones?*

The team involved in the project had the necessary expertise and skills to rectify issues identified and build a big Food business in Australia. An existing South African supplier had been contracted to create a supply base, in time for the opening of the first store in 2017.

- i) *Will Woolworths in future operate 24 hours a day?*

Management indicated that the business would only consider opening 24 hours a day to accommodate customers' requirements, but it was unlikely at this moment in time.

## **21. CLOSE**

There being no further business to discuss, the Chairman thanked the shareholders and attendees for their attendance and contribution and declared the meeting closed.

## **22. RESULTS OF THE POLL**

Detailed results of the poll are attached to these minutes as Addendum 1.

APPROVED AND SIGNED THIS 10 DAY OF May 2017.



CHAIRMAN

# ANNEXURE A

	Actual for the period 1 January 2016 to 31 December 2016	Proposed for the period 1 January 2017 to 31 December 2017	% Increase
Chairman	R1 510 000	R1 585 500	5%
Lead Independent Director	R550 000	R625 000	14%
UK Director	£73 000	£75 000	3%
AUS Director	AUS\$150 000	AUS\$155 000	3%
SA Director	R350 000	R367 500	5%
Chairman Audit	R310 000	R325 500	5%
Member Audit	R170 000	R178 500	5%
Chairman Remuneration	R210 000	R220 500	5%
Member Remuneration	R110 000	R115 500	5%
Chairman Risk	R210 000	R220 500	5%
Member Risk	R110 000	R115 500	5%
Chairman Social & ethics	R170 000	R178 500	5%
Member Social & ethics	R100 000	R105 000	5%
Chairman Nominations	R160 000	R168 000	5%
Member Nominations	R100 000	R105 000	5%
Chairman Sustainability	R170 000	R178 500	5%
Member Sustainability	R100 000	R105 000	5%
Hourly rate for additional service	R4 800	R5 040	5%
Treasury Committee attendance	R40 000	R42 000	5%
AUS Director and Chairman of Australian subsidiaries committees	AUS\$150 000	AUS\$155 000	3%
AUS Director	AUS\$75 000	AUS\$77 500	3%
WSA Director	R300 000	R315 000	5%
WSA Chairman Remuneration	R150 000	R157 500	5%
WSA Chairman Risk & Compliance	R140 000	R147 000	5%
WSA Member Audit	R125 000	R131 250	5%
WSA Chairman Audit Review Panel. <sup>1</sup>	R252 000	R264 600	5%

<sup>1</sup> Not appointed a statutory director of WSA.



**WOOLWORTHS HOLDINGS LIMITED – RESULTS OF THE 2016 ANNUAL GENERAL MEETING**

	VOTES AS A % OF TOTAL SHARES VOTED AT THE MEETING		TOTAL SHARES VOTED	SHARES VOTED AS A % OF TOTAL ISSUED SHARE CAPITAL	SHARES ABSTAINED AS A % OF TOTAL ISSUED SHARE CAPITAL
	FOR	AGAINST			
<b>Ordinary Resolution 1: Re-election of directors</b>					
Ordinary Resolution 1.1 • Peter Bacon	99.92%	0.08%	711,380,497	67.92%	0.09%
Ordinary Resolution 1.2 • Reeza Isaacs	99.98%	0.02%	711,380,697	67.92%	0.09%
Ordinary Resolution 1.3 • Ian Moir	99.59%	0.41%	711,389,415	67.92%	0.09%
Ordinary Resolution 1.4 • Lord Rose	98.67%	1.33%	708,107,670	67.61%	0.40%
Ordinary Resolution 1.5 • Simon Susman	99.21%	0.79%	711,194,846	67.91%	0.10%
<b>Ordinary Resolution 2: Re-appointment of auditors</b>	81.38%	18.62%	711,379,652	67.92%	0.09%
<b>Ordinary Resolution 3 Election of Audit Committee members</b>					
Ordinary Resolution 3.1 • Patrick Allaway	99.98%	0.02%	708,105,958	67.61%	0.40%
Ordinary Resolution 3.2 • Peter Bacon	98.01%	1.99%	711,379,333	67.92%	0.09%
Ordinary Resolution 3.3 • Zarina Bassa	96.50%	3.50%	708,110,970	67.61%	0.40%
Ordinary Resolution 3.4 • Hubert Brody	99.98%	0.02%	711,380,482	67.92%	0.09%
Ordinary Resolution 3.5 • Andrew Higginson	99.98%	0.02%	711,379,332	67.92%	0.09%
<b>Non-binding advisory resolution: Approval of the Remuneration Policy</b>	69.92%	30.08%	710,025,014	67.79%	0.22%
<b>Special Resolution 1: Remuneration for the non- executive directors</b>					
Special Resolution 1.1 • Ratification of remuneration paid to Zarina Bassa as a member of the Woolworths South Africa ("WSA") Board, Chairman of the WSA Remuneration and Risk and Compliance Committees and member of the Audit Review Panel	99.89%	0.11%	711,261,765	67.91%	0.10%



	VOTES AS A % OF TOTAL SHARES VOTED AT THE MEETING		TOTAL SHARES VOTED	SHARES VOTED AS A % OF TOTAL ISSUED SHARE CAPITAL	SHARES ABSTAINED AS A % OF TOTAL ISSUED SHARE CAPITAL
	FOR	AGAINST			
Special Resolution 1.2: • Ratification of fees paid to Hubert Brody as Chairman of the WSA Audit Review Panel	99.89%	0.11%	711,243,179	67.91%	0.10%
Special Resolution 1.3: • Approval of the Non-executive Directors' Remuneration for 2017	98.22%	1.78%	707,039,120	67.51%	0.50%
<b>Special Resolution 2: Amendments to the Memorandum of Incorporation</b>	98.25%	1.75%	711,368,038	67.92%	0.09%
<b>Special Resolution 3: General authority to repurchase shares</b>	96.49%	3.51%	711,314,937	67.92%	0.09%
<b>Special Resolution 4: Financial assistance to related or inter-related companies</b>	98.91%	1.09%	711,372,270	67.92%	0.09%
<b>Special Resolution 5: Issue of shares or options and grant of financial assistance in terms of the company's share based incentive scheme</b>	98.30%	1.70%	710,261,622	67.82%	0.09%