

WHISTLEBLOWING POLICY

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1. INTRODUCTION

The Group is committed to conducting business in an ethical manner and to the highest standards of transparency and accountability. The Policy is intended to foster and maintain an environment in which Whistleblowers (as defined) can confidentially express any concerns relating to Improper Conduct (as defined), without fear of punishment or unfair treatment, and ultimately assist in preventing Improper Conduct within the Group (“Whistleblowing”).

2. WHO IS THE GROUP

The Group is Woolworths Holdings Limited and all its subsidiaries.

3. WHO MAY REPORT AN IMPROPER CONDUCT MATTER

An “Employee” is a person who is formally employed by the Group on a permanent or fixed-term contract basis and who receives or received, or is entitled to receive, any remuneration. It also includes any other person who in any manner assists or assisted the Group in carrying on or conducting or conducted its business (suppliers, service providers, including their employees).

A “Worker” is a person who works for or previously worked for another person or the State, including independent contractors, consultants, agents and those persons rendering services to the Group whilst being employed by a temporary employment service (labour broker) or franchisee.

An Employee and a Worker that reports or should report Improper Conduct is collectively referred to as a “Whistleblower” as the context requires, in this Policy.

4. WHAT IS IMPROPER CONDUCT

“Improper Conduct” means unethical behaviour including but not limited to any conduct which is in contravention of laws and regulations or any conduct that does not conform to the values or standards of the Group.

Examples of Improper Conduct behaviour or concerns that should be reported include any information regarding any conduct of an Employee or Worker that shows one or more of the following:

- that a criminal offence, including but not limited to fraud, theft, corruption and bribery is or will be committed;
- that a person has failed, or is likely to fail to comply with any applicable legal or statutory obligation;
- that a miscarriage of justice (punishment of a person for a crime they did not commit) has or will occur;
- that the health or safety of an individual has or will be endangered;
- that the environment has been or is likely to be damaged;
- unfair discrimination as contemplated in any applicable legislation;
- any Improper Conduct relating to the workplace;
- breaches of any of the Group's Policies; or

- that any matter referred to above has or is likely to be deliberately concealed.

These examples are not a complete list of Improper Conduct behaviour or concerns. If the Whistleblower is uncertain of whether a behaviour or concern constitutes Improper Conduct, the Whistleblower should report such conduct or concern in terms of this Policy.

5. LEGAL FRAMEWORK

The primary legislation relating to Whistleblowing is the Protected Disclosures Act No. 26 of 2000 (“PDA”) which aims to provide procedures and protection to persons who in good faith disclose information regarding Improper Conduct by their employer or fellow employees and encourages a culture of good governance, accountability and transparency and to eradicate criminal and other wrongful conduct.

In addition, the Companies Act No. 71 of 2008, as amended (“Companies Act”) provides that the Group, must establish and maintain a system to receive disclosures of Improper Conduct confidentially, and act on them; and routinely publicise the availability of that system.

6. SCOPE OF THE POLICY

The Policy applies to all Employees and Workers engaged by the Group.

Non-South African subsidiary companies may have specific requirements with regard to Whistleblowing, but would be required to adhere to the intent and spirit of the Policy, where and when necessary unless the jurisdiction in which that subsidiary operates prescribes stricter requirements, in which event the subsidiary is required to adhere to those stricter requirements.

This Policy should be read and applied in conjunction with other Group policies and procedures. This Policy therefore does not replace or substitute any other Group policy.

7. REPORTING PROCEDURE

A Whistleblower wishing to raise a concern relating to Improper Conduct is required to first raise such concern internally, within the organisation and may do so confidentially, verbally or in writing and should include full details with supporting evidence (if possible).

Reports can be made as follows:

AUSTRALASIA – ETHICS HOTLINE	
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 – SHRINKAGE / FRAUD HOTLINE	
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

All calls and reports made to the fraud or ethics hotline will initially be received and managed by the independent Service Provider, Deloitte Tip Offs.

Alternatively, Whistleblowers may refer their concerns relating to Improper Conduct directly to the Group Company Secretary at governance@woolworths.co.za.

The Group Company Secretary, must analyse the information received from the Whistleblower and within 21 days after the disclosure and must decide whether to:

- investigate the matter or not; or
- refer the disclosure to another person or body if that disclosure could be investigated or dealt with more appropriately by that other person or body; and
- in writing, either through the service provider where the Whistleblower wishes to remain anonymous or directly to the Whistleblower where the Whistleblower has agreed to share his/her identity with the Group Company Secretary, acknowledge receipt of the disclosure by informing the Whistleblower of the decision:
 - to investigate the matter, and where possible, the time-frame within which the investigation will be completed;
 - not to investigate the matter and the reasons for such decision; or
 - to refer the disclosure to another person or body.

Although the Group respects that a Whistleblower may choose to remain anonymous, it is important for the Group to obtain sufficient information into any allegations of Improper Conduct. In the event that a Whistleblower discloses information anonymously, it may hamper the Group's efforts to investigate any allegations of Improper Conduct and ultimately prevent the Group from acting against individuals who may be guilty of such conduct.

Where the Group Company Secretary, necessary person or body requires more than 21 days within which to decide whether or not to investigate the matter or refer it elsewhere s/he is to inform the Whistleblower *via* the Service Provider or directly, as appropriate. The Whistleblower will then be kept updated regarding the status of the investigation on a regular basis of intervals of not more than two months at a time. A decision will be made and communicated to the Whistleblower within six months following the date on which the disclosure was made.

Persons appointed to conduct investigations will have access to all records, data and information relevant to the investigation. Employees and Workers who are requested to assist in an investigation and are able to provide relevant information are expected to co-operate.

On completion of the investigation the outcome will be shared in writing with the Whistleblower via the Service Provider or directly by the Group Company Secretary, necessary person or body as appropriate.

Where the identity and contact details of the Whistleblower who reported the Improper Conduct is unknown, there is no duty on the Group Company Secretary, necessary person or body to communicate directly or indirectly the decision whether or not to investigate and/or the outcome. The Group Company Secretary, necessary person or body is still required to make the decision and where applicable, conduct the investigation and reach a conclusion.

8. CONFIDENTIALITY AND PROTECTION FOR WHISTLEBLOWERS

The protection of Whistleblowers, including keeping the identity of the individual confidential is fundamental to achieving the objectives of the Policy. All concerns raised will be treated with the strictest confidence and every effort will be made, subject to any legal constraints, not to reveal the identity of the Whistleblower without their permission. Circumstances may arise where the Whistleblowers may be required to be a witness and their identity may need to be disclosed.

The Group does not tolerate any form of retaliation, harassment or intimidation of a Whistleblower by others as a result of raising concerns through the Policy. Whistleblowers are required to disclose the information in good faith, must reasonably believe that the information being disclosed is true and must not act for personal gain or in bad faith. Whistleblowers will not as a result of the disclosure, be subjected to:

- any disciplinary action;
- dismissal, suspension, demotion, harassment or intimidation;
- transferred against his or her will;
- arbitrary changes to terms and conditions of employment;
- refused transfer or promotion;
- refused a reference or provided with an adverse reference;
- denied an appointment to any employment, profession or office;
- any civil claim for the alleged breach of a duty of confidentiality or a confidentiality agreement arising out of the disclosure of a criminal offence or information which shows a substantial failure to comply with the law;
- threatened with any of the above; or
- adversely affected in respect of his or her employment, including employment opportunities, work security and the retention or acquisition of contracts to perform work or render services for making the disclosure.

unless the Whistleblower is responsible for, or otherwise implicated in, any unethical behaviour which has been reported by the Whistleblower.

The Group will have regard to the relevant applicable legislation of the country of operation in respect of the protection of Whistleblower.

The right to confidentiality may be forfeited where:

- the incident reported presents an immediate physical danger to any person;
- information supplied is malicious and the person knew it was untrue; and
- the Whistleblower is involved in the wrongdoing being reported.

9. APPROPRIATE ACTION FOLLOWING THE INVESTIGATION

If it is determined that an Employee or Worker was involved in Improper Conduct, appropriate action will be taken against that Employee or Worker, which may include disciplinary action in accordance with the Group's disciplinary procedures or reporting it to the relevant authority or external employer, where applicable. A register of all disclosures will be kept by the Group Company Secretary, necessary person or body and the Service Providers and made available to the Board of Directors of the Group.

10. **MALICIOUS WHISTLEBLOWING**

A Whistleblower who intentionally discloses false information:

- knowing the information to be false or who ought reasonably to have known that the information is false; and
- with the intention to cause harm to the affected party and where the affected party has suffered harm as a result of such disclosure,

is not only guilty of a criminal offence and liable on conviction to a fine or to imprisonment but may be subject to disciplinary action up to and including dismissal.

No action will be taken against the Whistleblower if an allegation is made in good faith, and cannot be confirmed by an investigation or proven untrue. The Whistleblower is not required to prove the truth of information disclosed.

Q&A ON WHISTLEBLOWING

- **What is whistleblowing?**
Whistleblowing is the confidential reporting of Improper Conduct within an organisation.
- **Whom do I contact if I want to report a matter?**
Employees may report Improper Conduct to either:
 - the Group Company Secretary (governance@woolworths.co.za); or
 - via the Independent Tip-Off hotline.
- **What constitutes unfair discrimination?**
Unfair discrimination is the practice of showing prejudice or bias against employees on the basis of race, gender, sex, pregnancy, marital status, family responsibility, ethnic or social origin, colour, sexual orientation, age disability, religion, HIV status, conscience, belief, political opinion, culture, language and birth by an employer.
- **What is meant by “conflict of interest”?**
Conflict of interest is when an Employee is involved in businesses or interests linked or likely to compete with the Group and the Employee fails to report those interests. Please see the Group Conflicts of Interest Policy for further information.
- **If I choose to remain anonymous, will I be protected?**
Concerns and breaches relating to Improper Conduct reported will be treated with the strictest confidence. The identity of Whistleblowers will remain anonymous and will be protected. It is your prerogative to remain anonymous, however, to demonstrate the Group's commitment to conduct business in an ethical manner and to the highest standards of transparency and accountability, the Group prefers to communicate with you directly regarding the decision whether or not to investigate and the outcome of the investigation. The Group requires sufficient information to ensure that the complaint is properly investigated and appropriate action is taken against the implicated person where necessary. In the event that information is disclosed anonymously, and the information is not sufficient to conduct a proper investigation, the Group's efforts to investigate the complaint will be hampered.
- **Who is the Group Company Secretary?**
Ms Chantel Reddiar.
- **Who are the current external independent providers?**
Deloitte & Touche
- **What does good faith mean?**
Good faith means doing things with integrity and honesty. These form part of the Group's core values.
- **Who is in charge of the hotline?**
Deloitte & Touche, the current external independent providers, together with the Group Company Secretary.
- **Do I need to provide proof when reporting a matter?**
When raising disclosures, evidence should be provided, if at all possible. However, it is not required to prove the truth of the information disclosed.
- **Do I need to advise my supervisor before reporting a matter?**
No. Matters can be emailed to the Group Company Secretary or via the relevant hotline.