



WOOLWORTHS HOLDINGS LIMITED

*Terms of Reference of the
Treasury Committee*

TERMS OF REFERENCE OF THE TREASURY COMMITTEE

1. CONSTITUTION

- 1.1 The Treasury Committee ("the Committee") is constituted as a Committee of the Woolworths Holdings Limited ("WHL" or "the Company") Board.
- 1.2 The Committee shall be a standing Committee, with the composition and membership reviewed by the Board annually.
- 1.3 The Committee shall derive its powers from the Board and report to the Audit Committee which shall in turn report to the Board in respect of Treasury Committee matters.
- 1.4 The deliberations of the Committee do not reduce the individual or collective responsibilities of the Board members with regard to their fiduciary duties and responsibilities, and they must exercise due care, skill and diligence.
- 1.5 These Terms of Reference are subject to the provisions of the Companies Act 71 of 2008, as amended, WHL's Memorandum of Incorporation, the JSE Listings Requirements and any other applicable law or regulatory provision and have been drafted with due consideration of the King IV™ Report on Corporate Governance for South Africa, 2016 ("King IV™").

2. COMPOSITION

- 2.1 The Committee members shall be nominated by the Nominations Committee and appointed by the Board.
- 2.2 The Committee shall comprise:
 - three non-executive directors, one of whom shall act as Chairman of the Committee;
 - the Group Chief Executive Officer;
 - the Group Finance Director; and
 - the Group Head of Treasury and Tax.
- 2.3 The members of the Committee must collectively have sufficient qualifications and experience to fulfil their duties.
- 2.4 Invitations to attend the Committee meetings may be extended to any other senior executives and professional advisors as deemed appropriate.
- 2.5 Individuals in attendance at Committee meetings by invitation may participate in discussions but do not vote on resolutions or form part of the quorum for Committee meetings.
- 2.6 A quorum of the Committee shall be a majority of members.
- 2.7 In the absence of the Chairman, the members present may nominate and elect one of their members to chair the meeting.
- 2.8 The Company Secretary or a member from the Corporate Secretarial Department shall be the secretary to the Committee.

3. ROLE OF THE COMMITTEE

The Committee's role is to oversee all treasury risk management functions and policies and to proactively manage the Group's treasury exposures within acceptable risk limits and in compliance with the Group Treasury Policy (the "Policy") guidelines as approved by the Board.

4. MANDATE IN RESPECT OF SUBSIDIARIES

The Committee is appointed to act on behalf of WHL and its subsidiaries whether established locally or internationally.

The Committee will incorporate feedback from the Woolworths South Africa ("WSA") Audit Review Panel and the concurrent David Jones ("DJ") and Country Road Group ("CRG") Audit Committee into the agendas of the Committee's meetings.

5. RESPONSIBILITIES

The Committee shall operate within the Board's delegation of authority and within the framework set by the Policy.

In discharging its responsibilities to the Board, the Committee will:

- 5.1 report back to the Audit Committee to enable the Audit Committee to monitor the effectiveness of the Committee's activities, fulfilment of its duties and operation within the exposure and limits set;
- 5.2 monitor the levels of total debt, liquidity, repayment profiles, currency exposure, interest rate exposure, counterparty risk and all other parameters included in the Policy;
- 5.3 proactively consider the impact that debt covenants may have on the business and set corrective action in motion, where required;
- 5.4 review 's exposures to ensure that Group exposure and hedging limits are being observed;
- 5.5 review and, where appropriate, implement treasury risk management strategies put forward by management;
- 5.6 evaluate and approve hedging instruments;
- 5.7 determine interest rate and currency hedging strategies;
- 5.8 consider and monitor any new funding process, counterparties, instruments and arrangements;
- 5.9 review credit limits for individual counterparties annually or whenever a material change is known to have occurred in the financial condition of the counterparty;
- 5.10 approve all financial instruments and arrangements used by the Group in accordance with the Policy;

- 5.11 provide accurate, reliable and relevant financial information to the Board and management in a timely manner; and
- 5.12 recommend amendments to the Policy to the Audit Committee, for approval by the Board.

The emphasis of meetings shall be directed toward the issues summarised in Annexure A.

6. MEETINGS OF THE COMMITTEE

- 6.1 Committee meetings shall be held quarterly. The Committee Chairman shall report on the activities of the Committee at each Audit Committee meeting.
- 6.2 Additional meetings may be held at the request of the Chairman or any member of the Committee as required.
- 6.3 All directors of the Board are entitled to attend Committee meetings.
- 6.4 Minutes of the Committee meeting shall be distributed to the Committee and the Audit Committee.
- 6.5 Committee papers shall, other than under exceptional circumstances, be forwarded to each member of the Committee no fewer than seven days prior to the date of the meeting.
- 6.6 Members of the Committee shall declare any conflict of interest in respect of matters on the agenda and such declarations will be managed as deemed necessary.
- 6.7 The Chairman of the Committee shall attend the Annual General Meeting of the Company and be prepared to respond to any shareholder questions on the Committee's activities.

7. AUTHORITY OF THE COMMITTEE

- 7.1 The Committee shall have authority to:
 - 7.1.1 access any information it needs to fulfil its responsibilities;
 - 7.1.2 seek independent advice at the Company's expense; and
 - 7.1.3 investigate matters within its mandate.
- 7.2 The Committee shall have the ability to consult with and receive the full co-operation of any employee where necessary to fulfil its responsibilities.

8. REMUNERATION OF MEMBERS

Non-executive directors who are members of the Committee shall be paid such remuneration in respect of their appointment as recommended by the Board and approved by shareholders. The Chairman of the Committee shall, in addition to receiving remuneration as a member, receive a further sum as recommended by the Board and approved by shareholders.

9. REVIEW OF TERMS OF REFERENCE

The Committee shall review the Terms of Reference annually, to ensure that they remain consistent with the Board's objectives and responsibilities. The Terms of Reference may be amended as required, subject to approval of the Audit Committee and Board.

10. EVALUATION OF THE COMMITTEE'S PERFORMANCE

The Committee shall ensure that a formal process, as recommended by the Nominations Committee and approved by the Board, is followed for evaluating the performance of the Committee, at least every second year.

**Approved by WHL Board
February 2020 ANNEXURE A**



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