



WOOLWORTHS HOLDINGS LIMITED

(Incorporated in the Republic of South Africa with limited liability under registration number 1929/001986/06)

unconditionally and irrevocably guaranteed by

WOOLWORTHS PROPRIETARY LIMITED

(Incorporated in the Republic of South Africa with limited liability under registration number 1956/000518/07)

INFORMATION STATEMENT

in respect of the

ZAR10,000,000,000

DOMESTIC MEDIUM TERM NOTE PROGRAMME

Woolworths Holdings Limited (the **Issuer**) established a ZAR10,000,000,000 Domestic Medium Term Note programme (the **Programme**) in terms of which the Issuer may from time to time issue notes (the **Notes**), pursuant to the programme memorandum dated 17 March 2017 (the **Previous Programme Memorandum**), amended and restated on 20 January 2022, as amended and restated and/or supplemented from time to time (the **Programme Memorandum**). The Programme Memorandum will apply to all Notes issued under the Programme on or after the date of the Programme Memorandum, being 20 January 2022.

The Notes may be issued on a continuing basis and be placed by one or more of the Dealers specified in the section headed “*Summary of the Programme*” under the Programme Memorandum and any additional Dealer appointed under the Programme from time to time by the Issuer, which appointment may be for a specific issue or on an ongoing basis.

The specific aggregate nominal amount, the status, maturity, interest rate, or interest rate formula and dates of payment of interest, purchase price to be paid to the Issuer, any terms for redemption or other special terms, currency or currencies, form and denomination of Notes, information as to financial exchange listings and the names of the dealers, underwriters or agents in connection with the sale of Notes being offered at a particular time will be set forth or referred to in the terms and conditions contained in the Programme Memorandum (the **Terms and Conditions**), read together with the pricing supplement applicable to any Notes (the **Applicable Pricing Supplement**).

Availability of Information

This Information Statement is also available on the Issuer’s website at <https://www.woolworthsholdings.co.za/investors/debt-investors/> (this Information Statement).

Information on the Issuer’s website, other than in this Information Statement and the Programme Memorandum, is not intended to be incorporated by reference into this Information Statement, save for those documents which are incorporated by reference in the section headed “*Documents Incorporated by Reference*” in the Programme Memorandum.

Recipients of this Information Statement should retain it for future reference. It is intended that the Programme Memorandum read together with the Applicable Pricing Supplement in connection with the issuance of Notes, will refer to this Information Statement for a description of the Issuer, its directors, company secretary, corporate governance, financial condition and results of operations (if any), a description of the Guarantor and investor considerations/risk factors, until a new Information Statement is issued.

Information Statement dated 20 January 2022.

TABLE OF CONTENTS

	<i>Page</i>
GENERAL	3
INVESTOR CONSIDERATIONS/RISK FACTORS	6
DESCRIPTION OF WOOLWORTHS HOLDINGS LIMITED AND WOOLWORTHS PROPRIETARY LIMITED	14
CORPORATE INFORMATION	31

GENERAL

Capitalised terms used in this section headed "General" shall bear the same meanings as defined in the Terms and Conditions in the Programme Memorandum, except to the extent that they are separately defined in this section or this is clearly inappropriate from the context.

The Issuer and Woolworths Proprietary Limited (the **Guarantor**) certify that to the best of their knowledge and belief there are no facts that have been omitted from this Information Statement which would make any statement false or misleading and that all reasonable enquiries to ascertain such facts have been made, and that this Information Statement contains all information required by law and the Debt Listings Requirements of the JSE. The Issuer and the Guarantor(s) accept full responsibility for the accuracy of the information contained in this Information Statement.

The JSE takes no responsibility for the contents of this Information Statement, the published annual financial statements, the integrated annual reports, the constitutional documents, the Applicable Pricing Supplement(s), or any integrated annual reports of the Issuer and any amendments or supplements to the aforementioned documents. The JSE makes no representation as to the accuracy or completeness of this Information Statement, the published annual financial statements, the integrated annual reports and the Applicable Pricing Supplement(s) or any integrated annual reports of the Issuer and any amendments or supplements to the aforementioned documents and the JSE expressly disclaims any liability for any loss arising from or in reliance upon the whole or any part of the aforementioned documents. The JSE's approval of the registration of the Programme Memorandum and listing of the Notes is not to be taken in any way as an indication of the merits of the Issuer or of the Notes and that, to the extent permitted by law, the JSE will not be liable for any claim whatsoever.

In addition, the Issuer and Guarantor(s), having made all reasonable inquiries, confirm that this Information Statement contains or incorporates all information which is material in relation to the issuing and the offering of the Notes, that all information contained or incorporated in this Information Statement is true and accurate in all material respects and that the opinions and the intentions expressed in this Information Statement are honestly held and that there are no other facts, the omission of which, would make this Information Statement or any of such information or expression of any such opinions or intentions misleading in any material respect.

The Arranger, the Dealers, the JSE Debt Sponsor or any of their respective subsidiaries or holding companies or a subsidiary of their holding companies (**Affiliates**) and the professional advisors have not separately verified the information contained in this Information Statement. Accordingly, no representation, warranty or undertaking, expressed or implied, is made and no responsibility is accepted by the Arranger, Dealers, the JSE Debt Sponsor, their Affiliates or any of the professional advisors as to the accuracy or completeness of the information contained in this Information Statement or any other information provided by the Issuer. None of the Arranger, Dealers, the JSE Debt Sponsor, their Affiliates nor any of the professional advisors accepts any liability in relation to the information contained in this Information Statement or any other information provided by the Issuer in connection with the Notes. The statements made in this paragraph are without prejudice to the responsibilities of the Issuer and the Guarantor(s).

No person has been authorised by the Issuer or the Guarantor(s) to give any information or to make any representation not contained in or not consistent with this Information Statement or any other information supplied in connection with the issue and sale of the Notes and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer, the Guarantor(s), the Arranger, the Dealers, the JSE Debt Sponsor, their Affiliates or the professional advisors. Neither the delivery of this Information Statement nor any sale made in connection herewith shall, under any circumstances, create any implication that there has been no change in the affairs of the Issuer or the Guarantor(s) since the date hereof, or that any other financial statement or other information supplied in connection with the Information Statement is correct at any time subsequent to the date indicated in the document containing same.

Neither this Information Statement nor any other information supplied in connection with the Notes constitutes the rendering of financial or investment advice by or on behalf of the Issuer, the Guarantor(s), the Arranger, the Dealers, the JSE Debt Sponsor, their Affiliates or any professional advisor.

This Information Statement and any other information supplied in connection with the Notes is not intended to provide the basis of any credit or other evaluation, and should not be considered as a recommendation by the Issuer, the Guarantor(s), the Arranger, the Dealers, the JSE Debt Sponsor, their Affiliates or any professional advisor, that any recipient of this Information Statement should purchase any Notes. Each investor contemplating purchasing any Notes should make its own independent investigation of the financial condition and affairs, and its own appraisal of the creditworthiness, of the Issuer and the Guarantor(s). Each potential investor should consult its own advisors to make its investment decision and to determine whether it is legally permitted to purchase the Notes under Applicable Laws and regulations.

Neither this Information Statement nor any other information supplied in connection with the Notes constitutes an offer or invitation by or on behalf of the Issuer, the Guarantor(s), the Arranger, the Dealers, the JSE Debt Sponsor, their Affiliates or the professional advisors to any person to subscribe for or to purchase any Notes.

This Information Statement does not constitute an offer to sell or the solicitation of an offer to buy any Notes in any jurisdiction to any person to whom it is unlawful to make the offer or solicitation in such jurisdiction. None of the Issuer, the Guarantor(s), the Arranger, Dealers, the JSE Debt Sponsor, their Affiliates nor any professional advisor, represents that this Information Statement may be lawfully distributed, or that any Notes may be lawfully offered, in compliance with any applicable registration or other requirements in any such jurisdiction, or pursuant to an exemption available thereunder, or assumes any responsibility for facilitating any such distribution or offering. In particular, no action has been taken by the Issuer, the Guarantor(s), the Arranger, the Dealers, the JSE Debt Sponsor, their Affiliates or the professional advisors which would permit a public offering of any Notes or distribution of this document in any jurisdiction where action for that purpose is required. Accordingly, no Notes may be offered or sold, directly or indirectly, and neither this Information Statement nor any advertisement nor other offering material may be distributed or published in any jurisdiction, except under circumstances that will result in compliance with any Applicable Laws and regulations. The Arranger or the Dealers have represented that all offers and sales by them will be made on the same terms and in compliance with this prohibition.

The distribution of this Information Statement and the offer for the subscription or sale of Notes may be restricted by law in certain jurisdictions. Currently, the Notes are only available for subscription by South African residents. Persons into whose possession this Information Statement or any Notes come must inform themselves about, and observe, any such restrictions. In particular there are restrictions on the distribution of this Information Statement and the offer for the subscription or sale of Notes in the United States of America, the European Economic Area, the United Kingdom and South Africa.

The Notes have not been and will not be registered under the United States Securities Act of 1933, as amended (the **Securities Act**) and may not be offered or sold in the United States of America or to, or for the account or benefit of, US persons (as defined in Regulation S under the Securities Act (**Regulation S**)). The Notes will be offered and sold only in offshore transactions outside the United States of America in accordance with Regulation S and, subject to certain exceptions, may not be offered, sold or delivered within the United States of America or to, or for the account or benefit of, US persons.

Information and opinions presented in the Information Statement were obtained or derived from public sources that the Arranger, the Dealers, the JSE Debt Sponsor, their Affiliates or the professional advisors believe are reliable but make no representations as to the accuracy or completeness thereof. Any opinions, forecasts or estimates (if any) herein constitute a judgment as at the date of this Information Statement. There can be no assurance that future results or events will be consistent with any such opinions, forecasts or estimates. Past performance should not be taken as an indication or guarantee of future performance and no representation or warranty, express or implied is made regarding future performance. The price, value of and income from any of the securities or financial instruments mentioned in this Information Statement (if any) can fall as well as rise. Any opinions expressed in this Information Statement are subject to change without notice and may differ or be contrary to opinions expressed by other business areas or groups of the Arranger, the Dealers, the JSE Debt Sponsor, their Affiliates or the professional advisors as a result of using different assumptions and criteria. Furthermore, the Arranger or the Dealers (and their respective directors, employees, representatives and agents), the JSE Debt Sponsor, their Affiliates or any professional advisors accept no liability for any direct or indirect loss or damage incurred arising from the use of the material presented in this Information Statement, except as provided for by law.

All trademarks, service marks and logos used in this Information Statement are trademarks or service marks or registered trademarks or service marks of the Issuer or Guarantor(s). This Information Statement may not be reproduced without the prior written consent of the Issuer, the Guarantor(s), the Arranger or Dealers. It may not be considered as advice, a recommendation or an offer to enter into or conclude any transactions.

Copies of this Information Statement are available by request from the registered offices of the Issuer.

INVESTOR CONSIDERATIONS/RISK FACTORS

Capitalised terms used in this section headed “Investor Considerations/Risk Factors” shall bear the same meanings as used in the Terms and Conditions, except to the extent that they are separately defined in this section or this is clearly inappropriate from the context.

The Issuer believes that the factors outlined below may affect its ability to fulfil its obligations under the Notes. All of these factors are contingencies which may or may not occur and the Issuer is not in a position to express a view on the likelihood of any such contingency occurring. In addition, factors which are material for the purpose of assessing the market risks associated with the Notes are also described below. The value of the Notes could decline due to any of these risks, and investors may lose some or all of their investment.

*The Issuer believes that the factors described below represent the principal risks inherent in investing in the Notes, but the inability of the Issuer to pay interest, principal or other amounts on or in connection with any Notes may occur for other reasons which may not be considered significant risks by the Issuer based on information available to it at the date of this Information Statement (the **Information Statement Date**), or which it may not be able to anticipate at the Information Statement Date. Accordingly, the Issuer does not represent that the statements below regarding the risks of holding any Notes are exhaustive.*

Prospective investors should also read the detailed information set out elsewhere in the Programme Memorandum to reach their own views prior to making any investment decision.

References below to the “Terms and Conditions”, in relation to Notes, shall mean the “Terms and Conditions of the Notes” set out under the section of the Programme Memorandum headed “Terms and Conditions of the Notes”.

Factors that may affect the Issuer’s ability to fulfil its obligations under Notes issued under the Programme.

Material Risks relating to the Issuer’s Business

The Woolworths Holdings Limited group’s (the **WHL Group** or the **Group**) approach to risk management is pragmatic and geared for the retail sector. The Group Enterprise Risk and Compliance function facilitates risk management practice and ensures that a consistent risk management approach is implemented throughout the Group in line with international best practices.

Risk exposures are assessed at the group level against defined risk tolerance statements that are further linked with WHL’s strategic objectives. The Board receives frequent updates from management on all risk-related actions.

The WHL Group’s combined assurance management framework is presented to the Board of Directors (the **Board**) annually to ensure that the Board is comfortable with the level and type of assurance acquired for key risks. The successful application and scope of the three lines of defense model remain critical to the management of risk exposure and the efficacy of the WHL Group’s control environment.

The Board is satisfied that the risk management process is effective at identifying and assessing risks on a continual basis and ensuring that they are handled in accordance with business strategy. External variables beyond management’s control, such as the continuing COVID-19 pandemic and the sluggish economic recovery that has resulted, continue to contribute substantially to the Group’s material risks.

The Board has identified the following significant risks as those that may have a meaningful effect on the generation of stakeholder value in the short, medium, and long term. Both risks and business response are highlighted in the material issues as noted below.

The trading environment

The trading environment remains challenging and volatile, particularly in South Africa. The uncertainty surrounding the vaccine efficacy, as well as the slow rollout process, is of concern, and increases the possibility of further Covid-19 waves in South Africa, and continued snap lockdowns in Australia.

From a macro-economic perspective, while economic growth is expected to show some recovery off the Covid-impacted base, discretionary spending is likely to remain constrained, particularly with government relief initiatives having come to an end. In South Africa, structural headwinds remain in the form of unsustainably high government debt levels, large fiscal deficits, elevated unemployment and ongoing energy shortages. In Australia, the impact of Covid-19 has been less severe than that

experienced in South Africa, but international tourism, which has historically bolstered luxury and beauty sales, particularly in central business district flagship stores, has been negatively affected by border closures.

Risks Context:

- Slow global economic recovery affected by the continuing Covid-19 pandemic.
- Unsustainably high levels of government debt in South Africa, huge budget deficits, severe unemployment, and persistent energy shortages.
- Because of the macroeconomic climate, discretionary expenditure will continue to be restricted in the medium term.
- The uncertainty regarding vaccination effectiveness, as well as the lengthy rollout process, is a source of worry, and it raises the likelihood of further Covid-19 waves in South Africa and Australia.
- Continued government initiated lockdown restrictions due to Covid-19 resurgences.
- Disruptions to global supply chains, as well as concerns about the security of supply, have grown in importance, especially in the context of imported products.

Business Response:

- Unlock and create value in Australia and New Zealand.
- Fashion turnaround and growth in beauty & home.
- Leading and iconic food business.
- Appropriate investment in food prices to improve price perception and retain competitiveness.
- Cost efficiency and operational excellence.
- Increased focus on speed to market and shorter critical path for design and production.

Business Transformation

Businesses face both risks and possibilities in the constantly changing and difficult retail environment. To generate lasting value for their stakeholders, businesses must make clear strategic decisions and trade-offs and then execute these projects successfully.

The environment has become more competitive, and we need to maintain and increase our market share by enhancing accessibility while staying aspirational.

Risk Context:

- Poorly executed product in key segments of the business.
- Consistency of trend, design, and product development capabilities across the all Groups.
- Poor price and value perception across both Food and Fashion, Beauty and Home (FBH) businesses.
- Long-term viability of traditional department store model.
- Weakening broader economic environment and consumer confidence.
- Failure to exit or downsize selected stores with unprofitable space.
- Shifts in retail spending, including consumer preference to shop online rather than in store.
- Customer demand for a differentiated shopping experience.

Business Response:

- Unlock and create value in Australia and New Zealand.
- Fashion turnaround and growth in beauty and home.
- Building a leading and iconic food business.
- Accelerate market growth throughout the rest of the Country Road Group portfolio of brands.

- David Jones to adopt a new product and brand strategy, as well as rationalise the David Jones foods offering.

Shifts in consumer spending and behaviour

The face of retail has changed dramatically over the last decade, with an increase in demand for convenience, and a major move toward online shopping. The Covid-19 crisis has exacerbated and expedited many of these tendencies, which are likely to continue in a post-pandemic environment.

While purchasing habits in traditional shops should improve from a low base, and online growth will inevitably be slower, consumers are likely to seek out more inspirational and engaging, individualized experiences. There is a growing need for quick, seamless shopping choices ranging from in-store browsing to on-demand delivery through various format iterations and digital platforms.

To stay compelling, retailers must accelerate the development of online capabilities and fully understand how consumers now live their lives in the digital environment. Space rationalisation must remain a primary focus area in order to optimise the structure of the retail network in light of this online transition.

Risks Context:

- Deliver a seamless retail experience across all channels and brands that meet customer expectations and that is profitable.
- Inability to build online capacity and capability to meet customer demands.
- Competition from new entrants is intensifying.

Access to key talent to support the omni-channel strategy. *Business Response:*

- Unlock and create value in Australia and New Zealand.
- Fashion turnaround and growth in beauty and home.
- Leading and iconic food business.
- Cost efficiency and operational excellence.

Digital and Cyber World

The dramatic move toward digital engagement continues, as consumers embrace technology, especially mobile and social media, affecting how retailers interact with and transact with them across all channels.

Additionally, the cyber risk environment has increased exponentially while more and more businesses are shifting to a higher digital adoption model.

Effective, future-proof systems and procedures, as well as shared information technology platforms, are essential for minimising risks, lowering costs, improving flexibility, and boosting efficiency and productivity. Additionally, retailers must effectively and efficiently transform massive amounts of consumer data into usable insights with speed and agility in order to inform all areas of their business choices.

Risks Context:

- Inability to deliver IT requirements to support the growth of the business.
- Cyber-attacks, IT infrastructure disruptions and data loss.
- Failure to implement a digital capability including data analytics, e-commerce, omni-channel and automation to drive value.
- Lack of organisational design and relevant talent to support the digital aspirations.
- The need for and inability to adopt an agile delivery model.

Business Response:

- Data-driven decision-making.
- Elevated digital/online/omni customer experience.
- Cost efficiency and operational excellence.

People, Talent Management and Change

Attracting and keeping talent is essential for achieving strategic goals, and it continues to be a problem as competition for talented human resources intensifies, especially in the digital and data sector. Significant emphasis is being put on the degree to which work practices and working circumstances change, given the potential influence on employee productivity, capacity, and the effective sharing of information, skills, and expertise. The epidemic has emphasised the need of protecting and promoting workers' health, safety, and general wellbeing, given the plethora of professional and personal difficulties that arise in a Covid-19 workplace.

Risks Context:

- Failure to attract and retain talent.
- The influence of the changing retail landscape driving the strategic direction in terms of the skills and capabilities needed for our business and driving a digitally enabled business.
- Heightened need to protect and promote the health, safety, and wellbeing of our employees.
- Ability to manage and lead a team in a remote talent management environment.
- Maintaining our culture and team dynamics in a remote-working environment.
- Relevance of the employee value proposition in the current climate.

Business Response:

- Enhanced health and safety protocols to ensure a safe working environment for our people.
- Introduction of initiatives that support employee wellbeing.
- Leadership development programmes to enhance leadership capability and to provide tools for leaders and manager to navigate the challenging environment brought about by the pandemic.
- Revised talent retention frameworks across the Group are being revisited following talent review discussions.
- Continued leadership development remain a key focus.
- Review people structure and capability to ensure optimal resourcing and skills required for the future needs of the business.

Responsible Retailing

It is becoming more apparent that businesses must also consider the significant change in stakeholder expectations in order to guarantee long-term viability. Stakeholders are becoming more concerned and evaluating companies on their ability to show ethical behavior and make responsible decisions that benefit people, communities, and the environment.

Covid-19's influence, along with that of other worldwide movements, has increased awareness of humanitarian concerns, such as significant socioeconomic inequities and other injustices among communities. Stakeholders increasingly demand retailers to contribute to significant social change, including, but not limited to, helping in community development and diversity promotion. Sustainability is a significant business issue. Business continuity risks associated with the effects of climate change need immediate and proactive mitigation throughout the supply chain.

Risks:

- Heightened awareness of environmental and social issues, and the enhanced visibility and voice of external and internal advocacy groups.
- Increased global climate change impacts.
- Increased need for a focus on transformation, diversity, and inclusiveness.
- New environment regulations, human rights, animal welfare and ethical standards including meeting our commitments to sustainability and transformation.

Business Response:

- Expansion of the Good Business Journey's (**GBJ**) principles and initiatives throughout the group.

- Revised GBJ targets and commitments will deliver renewed focus.
- We form part of a complex and globalised supply chain with the potential to influence both upstream and downstream value chain players in order to drive positive and sustainable change.

Risks Relating to the Notes

The Notes may not be a suitable investment for all investors

Each potential investor in any Notes must determine the suitability of that investment in light of its own circumstances. In particular, each potential investor should:

- have sufficient knowledge and experience to make a meaningful evaluation of the Notes, the merits and risks of investing in the Notes and the information contained or incorporated by reference in the Programme Memorandum or any applicable supplement;
- have access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in the Notes and the impact such an investment will have on its overall investment portfolio;
- have sufficient financial resources and liquidity to bear all of the risks of an investment in the Notes, including Notes with principal or interest payable in one or more currencies, or where the currency for principal or interest payments is different from the potential investor's currency;
- understand thoroughly the terms of the Notes and be familiar with the behaviour of any relevant indices and financial markets; and
- be able to evaluate (either alone or with the help of a financial adviser) possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks.

Some Notes are complex financial instruments. Sophisticated institutional investors generally do not purchase complex financial instruments as stand-alone investments. They purchase complex financial instruments as a way to reduce risk or enhance yield with an understood, measured and appropriate addition of risk to their overall portfolios. A potential investor should not invest in Notes which are complex financial instruments unless it has the expertise (either alone or with a financial adviser) to evaluate how the Notes will perform under changing conditions, the resulting effects on the value of the Notes and the impact this investment will have on the potential investor's overall investment portfolio.

There may not be an active trading market for the Notes

Notes issued under the Programme will be new securities which may not be widely distributed and for which there is currently no active trading market (unless in the case of any particular Tranche, such Tranche is to be consolidated with and form a single series with a Tranche of Notes which is already issued). If the Notes are traded after their initial issuance, they may trade at a discount to their initial offering price, depending upon prevailing interest rates, the market for similar securities, general economic conditions and the financial condition of the Issuer. There is no assurance as to the development or liquidity of any trading market for any particular Tranche of Notes.

The Notes may be redeemed prior to maturity

Unless in the case of any particular Tranche of Notes the Applicable Pricing Supplement specifies otherwise, in the event that the Issuer would be obliged to increase the amounts payable in respect of any Notes due to any withholding or deduction for or on account of any present or future taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed by or on behalf of the government of South Africa or any political subdivision thereof or any authority therein or thereof having power to tax, the Issuer may redeem all outstanding Notes in accordance with the Conditions.

In addition, if in the case of any particular Tranche of Notes the Applicable Pricing Supplement specifies that the Notes are redeemable at the Issuer's option in certain other circumstances, the Issuer may choose to redeem the Notes at times when prevailing interest rates may be relatively low. In such circumstances an investor may not be able to reinvest the redemption proceeds in a comparable security at an effective interest rate as high as that of the relevant Notes.

Because uncertificated Notes are held in the CSD, investors will have to rely on their procedures for transfer, payment and communication with the Issuer

Notes issued under the Programme which are listed on the Interest Rate Market of the JSE or such other or additional Financial Exchange and/or held in the CSD may, subject to Applicable Laws and the Applicable Procedures, be issued in uncertificated form. Unlisted Notes may also be held in the CSD in uncertificated form. Notes held in the CSD will be issued, cleared and settled in accordance with the Applicable Procedures through the electronic settlement system of the CSD. Except in the limited circumstances described in the Terms and Conditions, investors will not be entitled to receive Individual Certificates. The CSD will maintain records of the Beneficial Interests in Notes issued in uncertificated form, which are held in the CSD (whether such Notes are listed or unlisted). Investors will be able to trade their Beneficial Interests only through the CSD and in accordance with the Applicable Procedures.

Payments of principal and/or interest in respect of uncertificated Notes will be made to the CSD or the Participants and the Issuer will discharge its payment obligations under the Notes by making payments to or to the order of the CSD or the Participants for distribution to their account holders. A holder of a Beneficial Interest in uncertificated Notes, whether listed or unlisted, must rely on the procedures of the CSD to receive payments under the relevant Notes. Each investor shown in the records of the CSD or the Participants, as the case may be, shall look solely to the CSD or the Participant, as the case may be, for their share of each payment so made by the Issuer to the registered holder of such uncertificated Notes. The Issuer has no responsibility or liability for the records relating to, or payments made in respect of, such Beneficial Interests.

Holders of Beneficial Interests in uncertificated Notes will not have a direct right to vote in respect of the relevant Notes. Instead, such holders will be permitted to act only to the extent that they are enabled by the CSD to appoint appropriate proxies.

Recourse to the JSE Debt Guarantee Fund Trust

The holders of Notes that are not listed on the Interest Rate Market of the JSE will have no recourse against the JSE Debt Guarantee Fund Trust. Claims against the JSE Debt Guarantee Fund Trust may only be made in respect of the trading of Notes listed on the Interest Rate Market of the JSE and in accordance with the rules of the JSE Debt Guarantee Fund Trust. Unlisted notes are not regulated by the JSE.

Credit Rating

Tranches of Notes issued under the Programme, the Issuer, and/or the Guarantor(s), as the case may be, may be rated or unrated. A Rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning Rating Agency. Any adverse change in an applicable credit rating could adversely affect the trading price for the Notes issued under the Programme.

Any amendment in the Rating of the Issuer and/or the Programme and/or a Tranche of Notes, as the case may be, after the Programme Date, will be announced on SENS.

Risks related to the structure of the particular issue of Notes

A wide range of Notes may be issued under the Programme. A number of these Notes may have features which contain particular risks for potential investors. Set out below is a description of certain such features:

Notes subject to optional redemption by the Issuer

An optional redemption feature is likely to limit the market value of the Notes. During any period when the Issuer may elect to redeem the Notes, the market value of those Notes generally will not rise substantially above the price at which they can be redeemed. This also may be true prior to any redemption period. The Issuer may be expected to redeem Notes when its cost of borrowing is lower than the interest rate on the Notes. At those times, an investor generally would not be able to re-invest the redemption proceeds at an effective interest rate as high as the interest rate on the Notes being redeemed and may only be able to do so at a significantly lower rate. Potential investors should consider reinvestment risk in light of other investments available at that time.

Index-Linked and Dual Currency Notes

The Issuer may issue Notes the terms of which provide for interest or principal payable in respect of such Notes to be determined by reference to an index or formula, to changes in the prices of securities

or commodities, to movements in currency exchange rates or other factors (each, a **Relevant Factor**) or with principal or interest payable in one or more currencies which may be different from the currency in which the Notes are denominated. Potential investors should be aware that:

- the market price of such Notes may be volatile;
- no interest may be payable on such Notes;
- payments of principal or interest on such Notes may occur at a different time or in a different currency than expected;
- the amount of principal payable at redemption may be less than the Nominal Amount of such Notes or even zero;
- a Relevant Factor may be subject to significant fluctuations that may not correlate with changes in interest rates, currencies or other indices;
- if a Relevant Factor is applied to Notes in conjunction with a multiplier greater than one or contains some other leverage factor, the effect of changes in the Relevant Factor on principal or interest payable is likely to be magnified; and
- the timing of changes in a Relevant Factor may affect the actual yield to investors, even if the average level is consistent with their expectations. In general, the earlier the change in the Relevant Factor, the greater the effect on yield.

Partly-paid Notes

The Issuer may issue Notes where the issue price is payable in more than one instalment. Failure to pay any subsequent instalment could result in an investor losing all of its investment.

Notes issued at a substantial discount or premium

The market values of securities issued at a substantial discount or premium from their principal amount tend to fluctuate more in relation to general changes in interest rates than do prices for conventional interest-bearing securities. Generally, the longer the remaining term of the securities, the greater the price volatility as compared to conventional interest-bearing securities with comparable maturities.

Variable Rate Notes with a multiplier or other leverage factor

Notes with variable interest rates can be volatile investments. If they are structured to include multipliers or other leverage factors, or caps or floors, or any combination of those features or other similar related features, their market values may be even more volatile than those for securities that do not include those features.

Fixed/Floating Rate Notes

Fixed/Floating Rate Notes may bear interest at a rate that the Issuer may elect to convert from a fixed rate to a floating rate, or from a floating rate to a fixed rate. The Issuer's ability to convert the interest rate will affect the secondary market and the market value of such Notes since the Issuer may be expected to convert the rate when it is likely to produce a lower overall cost of borrowing. If the Issuer converts from a fixed rate to a floating rate, the spread on the Fixed/Floating Rate Notes may be less favourable than then prevailing spreads on comparable Floating Rate Notes tied to the same reference rate. In addition, the new floating rate may at any time be lower than the rates on other Notes. If the Issuer converts from a floating rate to a fixed rate, the fixed rate may be lower than then prevailing rates on its Notes.

Notes where denominations involve integral multiples: Individual Certificates

In relation to any issue of Notes which have denominations consisting of a minimum Specified Denomination plus one or more higher integral multiples of another smaller amount, it is possible that such Notes may be traded in amounts that are not integral multiples of such minimum Specified Denomination. In such a case a holder who, as a result of trading such amounts, holds an amount which is less than the minimum Specified Denomination in his account with the relevant clearing system at the relevant time may not receive an Individual Certificate in respect of such holding and would need to purchase a Nominal Amount of Notes such that its holding amounts to a minimum Specified Denomination.

If Individual Certificates are issued, holders should be aware that Individual Certificates which have a denomination that is not an integral multiple of the minimum Specified Denomination may be illiquid and difficult to trade.

Modification and waivers and substitution

The Conditions contain provisions for calling meetings of Noteholders to consider matters affecting their interests generally. These provisions permit defined majorities to bind all Noteholders including Noteholders who did not attend and vote at the relevant meeting and Noteholders who voted in a manner contrary to the majority.

Change of law

The Notes are governed by, and will be construed in accordance with, South African law in effect as at the Programme Date. No assurance can be given as to the impact of any possible judicial decision, change to South African law or administrative practice in South Africa after the Programme Date.

Legal investment considerations may restrict certain investments

The investment activities of certain investors are subject to legal investment laws and regulations, or review or regulation by certain authorities. Each potential investor should consult its legal advisers to determine whether and to what extent (1) Notes are legal investments for it, (2) Notes can be used as collateral for various types of borrowing and (3) other restrictions apply to its purchase or pledge of any Notes. Financial institutions should consult their legal advisers or the appropriate regulators to determine the appropriate treatment of Notes under any applicable risk-based capital or similar rules.

DESCRIPTION OF WOOLWORTHS HOLDINGS LIMITED AND WOOLWORTHS PROPRIETARY LIMITED

Capitalised terms used in this section headed “Description of Woolworths Holdings Limited and Woolworths Proprietary Limited” shall bear the same meanings as used in the Terms and Conditions, except to the extent that they are separately defined in this section or this is clearly inappropriate from the context.

1. INTRODUCTION

The **WHL Group** is a southern hemisphere retail group, with its head office in South Africa. It has been listed on the JSE since 1997 and had a market capitalisation of R57.1bn (fifty seven billion and one hundred million rand) at 27 June 2021 with 40% (forty percent) of the operating profit being generated in Australia and New Zealand.

The WHL Group consists of three major operating divisions:

- Woolworths which is based in South Africa and operates across another 10 (ten) sub-Saharan African countries. “Woolworths” consists of Woolworths Proprietary Limited (as Guarantor) and its subsidiaries in Africa and Mauritius;
- David Jones which is based and trades in Australia and New Zealand. “David Jones” consists of David Jones Proprietary Limited and its subsidiaries in Australia and New Zealand; and
- Country Road Group which is based in Australia and trades in Australia, New Zealand and South Africa. “Country Road Group” consists of Country Road Group Proprietary Limited (Australia) and its subsidiaries in Australia and New Zealand.

Woolworths Financial Services Proprietary Limited (**WFS**) is a joint venture between Woolworths and Absa Group Limited which owns fifty per cent (50%) plus one share.

2. BACKGROUND AND HISTORY

Woolworths Holdings Limited (**WHL** or the **Issuer**) is an investment holding company which was incorporated on 11 November 1929, was registered as a public company and listed on the JSE in 1997 under the symbol “**WHL**”.

In 1931, the first Woolworths Proprietary Limited (**Woolworths**) store opened on Adderley Street in Cape Town and within the next five years, Woolworths opened branches in Durban, Port Elizabeth and Johannesburg.

In the 90 years since the opening of its first store, the WHL Group has grown into a leading retail group with a strong presence in sub-Saharan Africa, Australia and New Zealand.

In 1994, the Woolworths store card was introduced and was the first financial services product offered to the WHL Group’s customers. WFS was incorporated in 2000 to provide Woolworths customers with focused financial products and services.

In 1997, the Issuer acquired a controlling interest in Country Road Limited (**Country Road**) which was founded in 1974, as a manufacturer and supplier of women’s casual cotton shirts. The brand was re-launched in 2004 and has become one of the leading specialty brands in the Australian retail and fashion industry.

In 2008, the Country Road brand was launched in South Africa and, in 2009, Country Road launched the Trenergy brand in both Australia and South Africa.

In October 2012, Country Road acquired Witchery Australia Proprietary Limited (**Witchery**) for a total consideration of ZAR1.5bn (one billion five hundred million rand) (A\$180m (one hundred and eighty million Australian dollars)). The acquisition of Witchery added the Witchery and Mimco brands into the WHL Group’s portfolio.

In 2014, the Witchery and Mimco brands were launched in South Africa.

On 1 August 2014, WHL acquired David Jones. David Jones opened its first store in Sydney in 1838 and has grown to become one of Australia’s leading premium department stores.

David Jones was registered as a public company in 1906 and was listed on the Australian Securities Exchange (**ASX**) in 1920. David Jones was delisted from the ASX on 5 August 2014.

On 2 September 2014, WHL acquired the non-controlling minority interests of Country Road which then became a wholly-owned subsidiary of the WHL Group, was de-listed from the ASX and became known as Country Road Group Pty Ltd (**Country Road Group**).

In 2015, Country Road Group brands were rolled out or expanded in David Jones and key Woolworths private label brands were introduced into Australia and New Zealand through the David Jones stores.

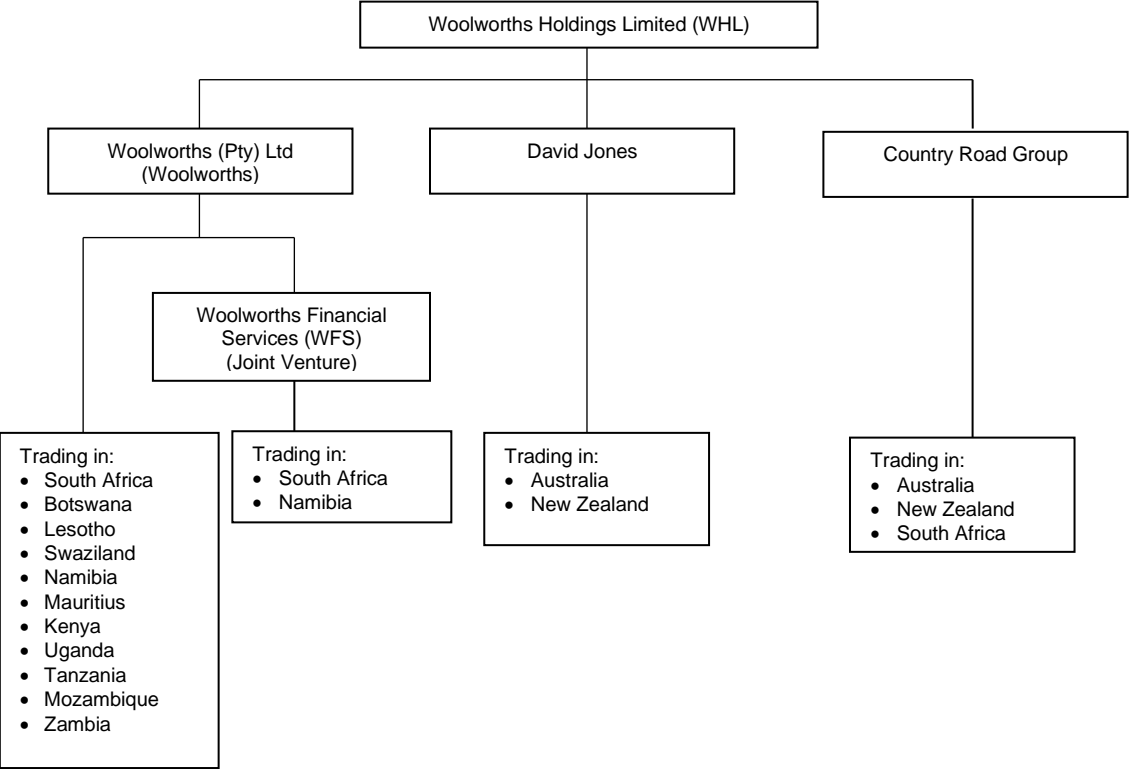
3. OWNERSHIP AND CONTROL

The shareholding of the WHL Group can be found in the Annual Financial Statements Report of WHL.

Ownership of the WHL Group is widely spread with Allan Gray (Pty) Ltd being the largest shareholder for and on behalf of its clients. More than 75% (seventy five percent) of WHL Group’s shareholding was held in South Africa as at 27 June 2021.

A high-level view of the WHL Group company structure (including subsidiaries and/or joint ventures) as at the Information Statement Date is provided below.

WHL Group Structure:



4. REVIEW OF OPERATIONS/DESCRIPTION OF BUSINESS

A more detailed description of the business operations is provided below.

Company	Woolworths		WFS	David Jones	Country Road Group
	Fashion, Beauty and Home	Food			
Ownership	Wholly owned subsidiary.		Joint venture operation with WHL Group holding 50% less one share.	Wholly owned subsidiary acquired from 1 August 2014.	Wholly owned subsidiary from 2 September 2014 (previously 88%)
Established	1931		1994	1838	1974
Incorporated	South Africa		South Africa	Australia	Australia
Profile	A leading South African retailer offering a range of primarily private label products.		A joint venture that offers value-added financial services.	One of Australia and New Zealand's leading premium department stores.	One of the leading Australian specialty apparel retailers.
Offering	A selected range of quality fashion, beauty, homeware and food products. Financial Services are offered through WFS.		Woolworths store card, credit card, personal loans and short-term insurance.	Leading international and local apparel, accessories, footwear, beauty, and homeware brands. Financial services provided through a partnership with American Express.	Stylish, high-quality apparel, accessories, footwear, and homeware.
Employees as at June 2021	32,913 (thirty two thousand nine hundred and thirteen)		1,105 (one thousand one hundred and five)	6,332 (six thousand three hundred and thirty two)	5,463 (five thousand four hundred and sixty three)
Target customers	Mid-to-upper income consumers in South Africa (previously LSM 8 to 10)		Customers in South Africa's Living Standard Measure	Customers in Australia's top two affluence	Customers in Australia's top two affluence bands 4-5.

Company	Woolworths		WFS	David Jones	Country Road Group
Segment	Fashion, Beauty and Home	Food			
			(LSM) bands 8–10, with extension to LSM 6 and above for specific products	bands 4–5.	Customers in South Africa’s Living Standard Measure (LSM) bands 8–10.
Loyalty programme (no. of customers as at June 2021)	3.7m active WRewards members (excluding MySchool base), tracking 90% of sales. The Woolworths WRewards programme offers a variety of rewards to customers including vouchers and immediate discounts on purchases in Woolworths stores.		1.6m (one million six hundred thousand) active store cards and 230,000 (two hundred and thirty thousand) active credit cards. Store and credit cards are linked to Woolworths WRewards loyalty programme.	Database of 1.8m members enrolled in David Jones Rewards program, tracking 39% of sales.	2.3m active cardholders, tracking 86% of sales.
Store locations as at June 2021	717	452	35 in-store financial services hubs, with presence via sales and service consultants nationally in South Africa.	45	689
Key Private label brands	Woolworths	Woolworths	WFS	David Jones	Country Road Trenery Witchery Mimco Politix
Brief description of business operations	Modern, wearable fashion, timeless classics, and beautiful	High-quality, curated product ranges, the majority of	Woolworths store card may only be utilised in Woolworths stores,	Premium retailer with best in class offering across Australian	Country Road inspires modern Australian living every day. An icon

Company	Woolworths		WFS	David Jones	Country Road Group
Segment	Fashion, Beauty and Home	Food			
	<p>basics. Highly selective third party brands are also available to compliment the customer's shop. Beauty and Home businesses provide customers with both comprehensive ranges of quality private label merchandise and market-leading brands.</p>	<p>which are private label; a long held a leadership positioning in fresh produce, innovation, and quality, which we aim to maintain it while ensuring we offer competitively priced products that deliver value to our customers. While our Woolworths brand is the anchor of our Food propositions, we also provide our customers with highly-selective third-party brands, aligned to product ethos to allow customers to complete the shop.</p>	<p>whilst the WFS Visa credit card can be used anywhere. Revolving personal loans with payment terms up to 60 months and are backed by mandatory debit orders to ensure consistent customer payments. ABSA Group Limited, provides all required debt funding to WFS. Control by ABSA is limited through measures such as policy setting, setting of credit risk appetite and dual reporting lines over credit and collections, operational risk and compliance, financial reporting and fraud control. Woolworths provides access to</p>	<p>and international brands. The majority of David Jones sales are "own buy", that are products purchased for sale by David Jones. The remainder of David Jones' product offering is sold through concession agreements. David Jones offers a host of virtual and in store services including beauty services, personal styling, alterations, click and collect, gift wrapping and more. Two financial services card products: the David Jones Store Card and the David Jones American Express Card, both provided through a partnership with</p>	<p>since 1974, the brand is famous for its effortless style and quality designs that are made to last. Trenerly offers simple, sophisticated, womenswear and menswear appealing to the classic customer. Witchery is your daily style inspiration – the leaders of 24/7 style. Witchery brings a globally-inspired collection of women's clothing and accessories that are created with the brand ethos in mind; quality, responsibility and innovation by design. Mimco design and create unique accessories including bags, jewel and footwear from quality materials. Mimco is available to</p>

Company	Woolworths		WFS	David Jones	Country Road Group
Segment	Fashion, Beauty and Home	Food			
			<p>distribution channels to facilitate WFS' operations and direction on customer integration.</p> <p>The WFS board has control over strategy, commercial matters, products and operations.</p> <p>The WFS board is constituted with directors from ABSA Group Limited and the WHL Group.</p>	American Express.	<p>purchase across Mimco boutiques, online, David Jones and The Iconic.</p> <p>Politix is a menswear brand focused on outfitting the modern man for smart casual and formal occasions.</p>
Geographical footprint	In addition to operating in South Africa, it operates through its subsidiaries in Botswana, Lesotho, Mauritius, Mozambique, Namibia, Swaziland, Kenya, Tanzania, Uganda, and Zambia.		South Africa and Namibia	Australia and New Zealand.	Australia, New Zealand and South Africa
Trading format	<p>Full-line flagship stores that offer the widest range with clothing, general merchandise and food products, with selling space in excess of 10, 000 m²</p> <p>Mid-tier stores that contain both food and clothing products, selling space of 1,600 m² to 3,500 m²</p>		Omni-channel sales and service, across digital including mobile app and online, call centre	<p>Flagship stores in Sydney and Melbourne.</p> <p>Full-line department stores, selling space of</p>	<p>Stand-alone retail stores.</p> <p>266 concession pads in David Jones stores in Australia, selling space of 26,834m²</p>

Company	Woolworths		WFS	David Jones	Country Road Group
Segment	Fashion, Beauty and Home	Food			
	Clothing-only stores, selling space in excess of 600 m ² to 1,000 m ²	Stand-alone food convenience stores with selling space of 300 m ² to 1,200 m ² Large food-only supermarkets with full-range of food products and services e.g. coffee shop, sushi bar, selling space of 1,800 m ² to 2,500 m ² Concessions in Engen service stations that sell Woolworths food products, selling space of 40 m ² on Engen forecourts.	and financial services hubs in the Woolworths stores.	7,000m ² – 20,000m ² , and small format department stores, 7,000m ² or lower selling space.	and 75 concession pads in Woolworths stores in South Africa, selling space of 11,633m ² .

5. MANAGEMENT STRATEGY

- 5.1 In support of WHL Group's aim to be a leading, purpose-driven, truly connected retailer, the WHL Group follows a formal annual strategy development and review process. WHL Group has refreshed their Strategic Framework to centre around three pillars with three key enablers.

OUR INSPIRATION					
TO BE A LEADING, PURPOSE-DRIVEN, TRULY CONNECTED RETAILER					
STRATEGIC FRAMEWORK					
STRATEGIC PILLAR			ENABLER		
PROTECT AND GROW OUR PROFITABLE CORE	EXPAND FOR MORE	LEAD IN CUSTOMER EXPERIENCE	OPERATIONAL EXCELLENCE	PEOPLE	GOOD BUSINESS JOURNEY
UNLOCK AND CREATE VALUE IN AUSTRALIA AND NEW ZEALAND					
FASHION TURNAROUND AND GROWTH IN BEAUTY AND HOME					
LEADING AND ICONIC FOOD BUSINESS					
DATA-DRIVEN DECISION-MAKING					
ELEVATED DIGITAL / ONLINE / OMNI CUSTOMER EXPERIENCE					
COST EFFICIENCY AND OPERATIONAL EXCELLENCE					
LEADERSHIP AND PEOPLE					

- 5.1.1 The **first is to protect and grow our core businesses** to ensure we safeguard the foundation of what truly differentiates us from our competitors. In Southern Africa, this means fixing our Woolworths Fashion business and growing Beauty and Home, while simultaneously maintaining the leadership position of our Food business. In Australia, we successfully executed our capital plan to reduce net debt and restructure our balance sheets to unlock value for David Jones, Country Road Group, and the Group as a whole. Our focus in this region now shifts to drive improved operational and financial performance, particularly in the case of DJ.
- 5.1.2 The **second strategic pillar is to drive new growth trajectories**. While protecting and growing our existing businesses is important, we also need to expand for more if we are to become a leading and truly connected retailer. Integral to this is enhancing the data analytics capabilities across the organisation and accelerating the investment in our digital platforms, systems and processes.
- 5.1.3 Our **third pillar is leading in customer experience**. Our customer is at the centre of everything we do, and this must remain the case as we both protect and grow our core businesses, and expand for more. While our customer databases provide us with rich insights, there is more we can do to integrate and leverage them into our decision making processes, and to drive engagement and loyalty in a more personalised and effective manner.
- 5.2 Our three pillars are underpinned by **three enabling strategies**.
- 5.2.1 Firstly, we aim to implement a range of **operational excellence** initiatives in respect of reducing cost, rationalising space, improving productivity metrics, and critically assessing our operating models.
- 5.2.2 Our most important enabler is, and always will be, **our people** and we have numerous strategies in place to protect the health and wellbeing of our employees, and to develop and nurture our talent.
- 5.2.3 Our well-established, Group-wide **GBJ** has been embedded in all we do for over a decade, and is a key differentiator for the Group. This past year saw the launch of our new sustainability targets for 2025 and beyond.
- 5.3 As part of our refreshed strategic framework we have identified several, underpinning objectives. These discussed above and include: *Unlock and Create Value in Australia and New Zealand; Fashion Turnaround and Growth in Beauty and Home; Leading and Iconic Food Business; Data-Driven Decision-Making; Elevated Digital/Online/Omni Customer Experience; Cost Efficiency and Operational Excellence; and Leadership and People*.
- 5.4 **Australia and New Zealand**

Having successfully executed its capital plan, the WHL Group is focused on improving the underlying operational and financial performance of David Jones and driving the refreshed Country Road Group growth ambition, with each business now able to pursue its respective strategic ambitions.

The WHL Group's focus areas include:

1. Implementing the revised David Jones' vision and strategy, including refreshed merchandise strategy;
2. Optimising real estate footprint and reducing occupancy costs, particularly in David Jones;
3. Rationalising David Jones Foods offering;
4. Maintaining momentum of Country Road brand and improving performance across rest of its portfolio; and

5. Exploring new Country Road Group growth opportunities.

5.4.1 David Jones

The David Jones vision is to be the destination that inspires experiences with services like no other. David Jones operates at the top and upper-middle tiers of customers, catering to those who seek on-trend products and stylish, exclusive brands complemented by impeccable service.

The merchandise strategy aims to curate a compelling assortment of desirable and exclusive Australian and international brands, across Fashion, Beauty and Home. Customer insights are leveraged to build brand assortments based on customer segmentation and store catchment data, ensuring the product mix contains the exclusivity of desired brands to build a customer experience that is unique, differentiated, and immersive. David Jones also provides customers a curated, premium food range and services in two Food Halls in Sydney.

David Jones has a contemporary website platform with sales contributing 17.3% for the 2021 financial year, with the goal to be the premium online platform and marketplace in Australia and New Zealand. As David Jones shifts focus to engaging with customers digitally, physical space is being actively optimised to improve the shape of the chain and productivity metrics. David Jones currently has 45 stores in Australia and New Zealand, anchored by the iconic Elizabeth Street flagship store in Sydney.

David Jones is aligned with the Group's focus areas and sustainability commitments and contribute towards these by implementing sustainable practices and embedding the GBJ in all activities.

5.5 Country Road Group

Country Road Group's vision is to build lifelong relationships with its customers to enrich their lives through aspirational, design-led, Australian brands.

Growth is supported by a common platform of capabilities, delivered by an agile operating model with investment in key existing capabilities across loyalty and customer experience, design and merchandise planning, sourcing, supply chain and real estate. New and emerging capabilities in the areas of Data and Insights, Digital and agile ways of working will also be supported by increased investment.

6. BOARD OF DIRECTORS AND DEBT OFFICER

A brief CV of each director, including a list of all other companies of which he/she is a director is available on our website, <https://www.woolworthsholdings.co.za/directorate/directors/>, by clicking on the directors images as well as in the Notice of Annual General Meeting which is available on our website, <https://www.woolworthsholdings.co.za/governance/agm/>.

The directors of the Issuer at the Information Statement Date are:

6.1 HUBERT BRODY (South African)

Independent, Non-executive Director and Chairman

Chairman of the Nominations Committee

Member of the Treasury, Remuneration and Talent Management, Risk and Compliance, Social and Ethics, and Sustainability committees

Joined the Board in 2014

6.2 ROY BAGATTINI (South African)

Executive Director - WHL Group Chief Executive Officer

Member of the Treasury, Risk and Compliance, Social and Ethics, and Sustainability committees

- Joined the Board in 2020
- 6.3 **CHRISTOPHER COLFER** (Canadian)
Independent Non-executive Director
Member of the Audit, Remuneration and Talent Management, Nominations and Risk and Compliance committees
Joined the Board in 2019
- 6.4 **THEMBISA SKWEYIYA** (South African)
Independent Non-executive Director
Chairman of the Social and Ethics Committee
Member of the Audit, Treasury, Risk and Compliance and Sustainability committees
Joined the Board in 2019
- 6.5 **ZARINA BASSA** (South African)
Independent Non-executive Director¹
Lead Independent Director
Chairman of the Risk and Compliance committee
Member of the Audit, Treasury, Nominations and Remuneration and Talent Management committees
Joined the Board in 2011
- 6.6 **CLIVE THOMSON** (South African)
Independent Non-executive Director
Chairman of the Audit and Treasury committees
Member of the Risk and Compliance and Social and Ethics committees
Joined the Board in 2019
- 6.7 **DAVID KNEALE** (British)
Independent Non-executive Director
Chairman of the Remuneration and Talent Management committee
Member of the Nominations, and Risk and Compliance committees²
Joined the Board in 2019
- 6.8 **NOMBULELO MOHOLI** (South African)
Independent Non-executive Director
Member of the Nominations, Social and Ethics, Remuneration and Talent Management, Sustainability and Risk and Compliance committees
Joined the Board in 2014
- 6.9 **BELINDA EARL** (British)
Independent Non-executive Director
Chairman of the Sustainability Committee
Member of the Risk and Compliance committee
Joined the Board in 2019

¹ Zarina Bassa will be stepping down as an independent non-executive director and lead independent director of WHL; as Chairman of the WHL Risk and Compliance Committee; and as member of the WHL Audit; and Treasury Committees during the first half of the 2022 calendar year.

² David Kneale has been appointed as Chairman of the WHL Risk and Compliance Committee with effect from 1 March 2022.

- 6.10 **REEZA ISAACS** (South African)
Executive Director - WHL Group Finance Director
Member of the Treasury and Risk and Compliance Committee
Joined the Board in 2013
- 6.11 **SAM NGUMENI** (South African)
Executive Director - WHL Group Chief Operating Officer
Chairman of the Information Management Committee
Member of the Risk and Compliance Committee, Social and Ethics and Sustainability committees
Joined the Board in 2014
- 6.12 **Group Company Secretary**
CHANTEL REDDIAR
Group Company Secretary
Address: 93 Longmarket Street, Cape Town, 8000
Email address: Governance@woolworths.co.za
- 6.13 **Debt Officer**
IAN THOMPSON
Member of the Treasury Committee
Address: 93 Longmarket Street, Cape Town, 8000
Telephone Number: +27 21 407 9111
Email address: IanThompson@woolworths.co.za

Directors' Declarations

The Issuer confirms that in relation to each of its directors, that none of them have:

- (i) ever been convicted of any offence resulting from dishonesty, fraud, theft, forgery, perjury, misrepresentation or embezzlement;
- (ii) ever been adjudged bankrupt, insolvent or sequestrated in any jurisdiction or had individual compromise arrangements;
- (iii) ever been involved, as a director with an executive function, in any business rescue plans and/or resolution proposed by any entity to commence business rescue proceedings, application having been made for any entity to begin business rescue proceedings, notices having been delivered in terms of section 129(7) of the Companies Act, 2008 (Act No. 71 of 2008) (the **Companies Act**), receiverships, compulsory liquidations, creditors' voluntary liquidations, administrations, company voluntary arrangements or any compromise or arrangement with creditors generally or any class of creditors of any company at the time of, or within the 12 months preceding, any such event(s);
- (iv) ever been involved in any compulsory liquidations, administrations or partnership voluntary compromise arrangements of any partnerships where they are or were partners at the time of, or within 12 months preceding, such event(s);
- (v) ever had any receiverships of their asset(s) or of a partnership where they are or were a partner at the time of, or within 12 months preceding, such event(s);
- (vi) ever been disqualified by a court from acting as a director of a company or from acting in the management or conduct of the affairs of any company;
- (vii) ever committed any offence involving dishonesty;
- (viii) ever been barred from entry into any profession or occupation;
- (ix) ever been convicted in any jurisdiction of any criminal offence or an offence under legislation relating to the Companies Act, and no company of which he or she was a director, alternate director or officer at the time of the offence has been convicted in any jurisdiction of any criminal offence, or an offence under legislation relating to the Companies Act;
- (x) ever been removed from an office of trust on the grounds of misconduct and involving dishonesty; or
- (xi) ever had any court order declaring them delinquent or placing them under probation in terms of section 162 of the Companies Act and/or section 47 of the Close Corporations Act, 1984 (Act No. 69 of 1984) or disqualifying them to act as a director in terms of section 219 of the Companies Act, 1973 (Act No. 61 of 1973).

7. CORPORATE GOVERNANCE AND REGULATORY FRAMEWORK

POLICIES

Our suite of policies governing the management of conflicts of interests, the protection of confidential or price-sensitive information, and dealing in the Company's shares provides relevant guidance to our Board, WHL executive committee and other executive management.

Comprehensive registers of individual director's interests in and outside the Company are maintained and updated, and signed by the directors, with details noted by the Board at each quarterly Board meeting. A director is automatically recused from any decision-making where a cross-directorship exists, such as with the Company's funders and banks. Our policy dealing with the process for the nomination and appointment of directors as well as the conflicts of interest of the directors and the executive management and how such conflicting interests can be identified and managed or avoided, is available on our website at <https://www.woolworthsholdings.co.za/governance/policies/>.

The detail of the evaluation process for the performance of the board of directors and that of our committees, its chair and its individual directors can be found in the board charter and committee terms of reference which are available on our website <https://www.woolworthsholdings.co.za/governance/the-board-committees/>.

7.1 **WHL Group governance framework**

The Board is the custodian of corporate governance within the WHL Group. It is responsible for determining the company's strategic direction and ultimately is accountable for its performance. The deliberations of the Board are guided by a Board charter and supported by a delegation of authority, both of which are reviewed annually. The delegation of authority sets out the delegation of matters by the Board to its committees and the WHL Group Chief Executive Officer. A number of governance policies provide context for execution in terms of the delegation of authority.

The WHL Group has a unitary Board of 11 directors, of whom eight are Independent Non-executive Directors, one of which is the Chairman, and three Executive Directors. The Board diversity ensures a wide range of skills and experience are brought to the Board's deliberations. The responsibilities of the Chairman and WHL Group Chief Executive Officer are clearly defined and separate. The Chairman is responsible for providing overall leadership of the Board while the WHL Group Chief Executive Officer is responsible for execution of the approved strategy.

The WHL Group governance framework (and structure), was reshaped during the year to eliminate duplication and inefficiencies at subsidiary level. To this end, the Boards of Woolworths, David Jones and Country Road Group were reconstituted as management boards, providing management with more agility to execute on the strategic initiatives and facilitating delegation of decision-making to the respective teams. Management's reporting obligations ensure that the WHL Board retains full oversight of all material matters.

This allows information to be reviewed and discussed at the operating entity level to ensure reporting to the WHL Board is at the right level and relevant to its strategic focus.

Various management committees are in place to support the WHL Group governance structure. These include:

- Executive committees for each of Woolworths, David Jones and Country Road Group which are responsible for the day-to-day business operations and operational governance;
- Investment committees to manage the approval of capital planning allocations; and
- Group Information Management Committee responsible to proactively manage, leverage, and protect the Group's information assets in a way that supports the business and enables it to achieve its strategic objectives in compliance with policy guidelines as approved by the Board.

7.2 **Board process**

The Board process is managed by the WHL Group Company Secretary. WHL Board and committee meetings, as well as meetings of the subsidiary management boards are held quarterly. Dedicated strategy meetings are held twice a year. The WHL Board meetings are held alternately in South Africa and Australia (travel permitting) to ensure that directors receive adequate exposure to the respective local management teams and retail markets within which the WHL Group operates, travelling allowing.

The Executive committees of the Woolworths, David Jones and Country Road Group oversee operational governance and meet monthly. Each business unit has a leadership team that reviews the strategic objectives and capital initiatives and assesses the risks and opportunities within its unit. The Board committees report back to the Board on how they carried out their responsibilities. The committees assess their mandates annually as documented in their terms of reference and undertake internal reviews of their effectiveness.

7.3 **Board activities**

The activities and matters discussed at the Board and committee meetings are guided by annual work plans which ensure that, over the course of a financial year, the terms of reference have been adhered to. The terms of reference are reviewed and updated on an annual basis to adopt best practice and include specific statutory requirements and matters relevant to the business model of the WHL Group. All committees reviewed their responsibilities and are satisfied that they have carried these out during the year.

7.4 **King Code application**

Being of the view that good corporate governance contributes to value creation, the Board endorses the holistic approach to corporate governance and the purposeful application of the practices recommended in association with the King IV™ principles which are incorporated into the Group's governance framework and related policies and practices.

The primary objective in terms of applying the King IV™ principles is to ensure that the governance outcomes relating to an ethical culture, effective control, good performance and legitimacy are firmly embedded within the organisation.

The Board is of the opinion that the Group currently complies with all governance principles contained in King IV™, as well as with all requirements of the Company's Memorandum of Incorporation, the Companies Act and the JSE Listings and Debt Listings Requirements. Details on the manner in which the King IV™ governance principles have been applied in the Group, are provided in our King IV™ Application Report, which is available on our website, <https://www.woolworthsholdings.co.za/wp-content/uploads/2021/09/2021-King-IV-Application-Report.pdf>

7.5 **Group Company Secretary**

The Board is cognisant of the duties of the WHL Group Company Secretary and has created an environment in which the WHL Group Company Secretary is able to ensure that Board procedures and relevant regulations are fully adhered to. The WHL Group Company Secretary is supported by the governance, risk and compliance business unit. The Board has appointed Chantel Reddiar as the WHL Group Company Secretary and she joined the WHL Group with effect from 5 September 2016. The Board is satisfied that the WHL Group Company Secretary maintains an arm's length relationship with the Board.

7.6 **Non-executive Directors**

Independent thought is brought to bear on Board decisions with a majority of independent non-executive directors. Eight of the non-executive directors are independent directors as defined in King IV™ and the guidelines outlined in the JSE Listings Requirements.

The Board structure and integrity of individual Directors ensures no one individual dominates the decision-making process.

The independence of Non-executive Directors is reviewed annually by the Nominations Committee. An independence test is performed on those directors retiring by rotation at the Annual General Meeting. The Board applies the direction provided by King IV™ in its determination of a director's independence.

To uphold their independence and integrity, Directors must disclose all material interests as and when they arise. A full list of Directors' interests is tabled on a quarterly basis. Directors recuse themselves from any discussion and decision on matters in which they may have a potential conflict of interest.

8. **BOARD COMMITTEES**

8.1 **Board Committees**

All Board committees are chaired by Independent Non-executive Directors. Committee membership ensures that the relevant skills, diversity and experience are appropriate to support the roles and responsibilities of the committee. Regular presentations by senior executives in the WHL Group provide committee members with an opportunity to interrogate and form a first-hand view of matters under discussion. Committees also have access to external consultants and/or specific assurance providers to inform and advise them on their deliberations.

A number of Board committees assist the Board in fulfilling its stated objectives. They are the:

- Audit Committee;
- Nominations Committee;
- Remuneration and Talent Management Committee;
- Risk and Compliance Committee;

- Social and Ethics Committee;
- Sustainability Committee; and
- Treasury Committee.

The Nominations Committee reviews the structure of each committee on an annual basis and proposes changes in line with succession.

The roles and responsibilities of each Board committee are set out in their respective terms of reference, which are reviewed on an annual basis and approved by the Board. In line with the delegated powers and authorities, the committees report to the Board quarterly on how they carried out their responsibilities.

The Board and each committee give attention to new and existing governance and compliance matters according to their respective mandates.

8.2 **Audit Committee**

Clive Thompson chairs the WHL Audit Committee. This committee is responsible for ensuring that the system of internal financial controls is adequate and effective to fairly state the WHL Group's assessment of a going concern and the financial results. The internal and external annual audit plan is approved to support the assurance that the committee requires over the internal financial controls. The committee further oversees the effectiveness of the Group's external and internal assurance functions and services that contribute to ensuring the integrity of the Group's financial and integrated reporting. In addition, the Committee assesses the independence and effectiveness of the external auditor and manages the relationship with them. An annual assessment of the competence and experience of the WHL Group Finance Director and the function supporting him provides further support on the integrity of the financial statements. Committee membership is restricted to Independent Non-executive Directors with regular attendance from the WHL Group CEO, WHL Group Finance Director, external and internal audit, and senior management responsible for finance and risk. After due consideration, the Audit Committee recommends the Annual Financial Statements to the Board for approval.

8.3 **Nominations Committee**

Hubert Brody, the Chairman and Independent Non-executive Director, is the Chairman of the Nominations Committee. This committee is responsible for ensuring that the Board is structured with directors who have the skills, experience and diversity required for effective oversight and governance for the WHL Group. It also ensures that membership of each Board committee is appropriate given their roles and responsibilities. The committee assists the Board with the nomination, election, and appointment of directors in accordance with Board policies and the succession strategy, ensuring that the process is transparent and delivers to expectations. The committee is also responsible for executive succession and for setting the Group CEO's performance goals and overseeing the performance of the Group CEO. The Committee also oversees the performance of individual board members, the Group CEO, and Group Company Secretary.

8.4 **Remuneration and Talent Management Committee**

David Kneale is the Chairman of the WHL Remuneration and Talent Management Committee. This committee ensures that the WHL Group offers a compelling employee value proposition, with a reward structure that is appropriate to the WHL Group's operations and promotes fair, responsible, transparent remuneration and reasonable employment practices within the Group while adopting a stakeholder-inclusive approach. It also ensures that short and long-term incentives are aligned to the Group's strategic objectives and have challenging performance conditions for achievement of targets. Furthermore, the committee ensures the establishment of an appropriate remuneration framework and adoption of remuneration policies aimed at attracting and retaining top talent with the capacity to drive the Group's long-term strategy and sustainable performance.

8.5 **Risk and Compliance Committee**

Zarina Bassa is the Chairman of the WHL Risk and Compliance Committee. This committee ensures that the WHL Group's material issues and significant risks are identified, evaluated,

and effectively managed and reported on through an effective ERM framework and that the mitigation and risks is assured through the combined assurance model. The committee ensures that the WHL Group's policies and processes are adequate to manage compliance with the regulatory landscape applicable for the WHL Group's business model. As risk and strategy are integrally linked, committee membership includes all Executive Directors. External audit, internal audit, and senior executives managing risk also attend these committee meetings. The committee oversees and holds management accountable for the implementation of effective risk management and compliance.

8.6 Social and Ethics Committee

Themبisa Skweyiya is the Chairman of the Social and Ethics Committee. This committee assists the Board in setting the tone for an ethical organisational culture and ensures that the WHL Group plays a strong corporate citizenship role in the geographies in which it operates and has specific statutory responsibilities for the South African operations as envisaged by the Companies Act, including a focus on socioeconomic development and transformation for Woolworths. The WHL Group has adopted the principles of the UN Global Compact and ensures that policies adopted by the WHL Group support this. The Woolworths Trust, which manages the Woolworths corporate investment programme, reports to this committee.

8.7 Sustainability Committee

Belinda Earl is the Chairman of the Sustainability Committee. This committee ensures that the WHL Group manages its responsible retailing practices, which are encompassed in the WHL Group's Good Business Journey programme. This committee reviews and approves the strategic focus of the Good Business Journey programme, targets and key focus areas. The committee ensures that the sustainability strategy positions the Group as a leader in responsible retailing in the countries in which it trades. It further oversees that the sustainability initiatives and objectives are effectively integrated into the business and that the Group operates in an environmentally responsible manner.

8.8 Treasury Committee

Clive Thompson is the Chairman of the Treasury Committee. This committee oversees all treasury risk management function and policies and proactively manages the Group's treasury exposures within acceptable risk limits and in compliance with the Group Treasury Policy guidelines as approved by the Board.

8.9 Ethics

The WHL values of quality and style, value, service, innovation, integrity, energy and sustainability and derivations of these at the subsidiary level, underpin behaviour and decision-making processes in the WHL Group and form a material part of each employee's performance appraisal assessment.

The WHL Group maintains policies on gifts, insider trading and conflict of interests, and a zero-tolerance policy towards fraud, theft, corruption or any similar illegal behaviour. The WHL Group has adopted a whistle-blowing policy and an anti-corruption and sanctions policy to align with the OECD guidelines on corruption.

SIGNED at Cape Town on this the 20th day of January 2022.

For and on behalf of

WOOLWORTHS HOLDINGS LIMITED



Name: Roy Bagattini
Capacity: Director
Who warrants his/her authority hereto



Name: Reeza Isaacs
Capacity: Director
Who warrants his/her authority hereto

CORPORATE INFORMATION

ISSUER**Woolworths Holdings Limited**

(registration number 1929/001986/06)

Woolworths House
93 Longmarket Street
Cape Town, 8001
South Africa

Contact: WHL Group Company Secretary

GUARANTOR**Woolworths Proprietary Limited**

(registration number 1956/000518/07)

Woolworths House
93 Longmarket Street
Cape Town, 8001
South Africa

Contact: WHL Group Company Secretary

ARRANGER**Woolworths Holdings Limited**

(registration number 1929/001986/06)

Woolworths House
93 Longmarket Street
Cape Town, 8001
South Africa

Contact: WHL Group Company Secretary

DEALERS**The Standard Bank of South Africa Limited,
acting through its Corporate and Investment
Banking division**

(registration number 1962/000738/06)

3rd Floor, East Wing
30 Baker Street
Rosebank, Johannesburg, 2001
South Africa

Contact: Head - Debt Capital Markets

**Investec Bank Limited,
acting through its Corporate and Institutional
Banking division**

(registration number 1969/004763/06)

3rd Floor
100 Grayston Drive
Sandown
Sandton, 2196
South Africa

Contact: Head - Debt Capital Markets

**Rand Merchant Bank,
a division of FirstRand Bank Limited**

(registration number 1929/001225/06)

1 Merchant Place
Cnr Fredman Drive and Rivonia Road
Sandton, 2196
South Africa

Contact: Head - Debt Finance Group

**Nedbank Limited,
acting through its Corporate and Investment
Banking division**

(registration number 1951/000009/06)

135 Rivonia Road
Sandown, 2196
South Africa

Contact: Head - Debt Capital Markets

**Absa Corporate and Investment Bank,
a division of Absa Bank Limited**

(registration number 1986/004794/06)

15 Alice Lane

Sandton, 2196

South Africa

Contact: Mr K Naidoo

JSE DEBT SPONSOR

**Rand Merchant Bank,
a division of FirstRand Bank Limited**

(registration number 1929/001225/06)

1 Merchant Place

Cnr Fredman Drive and Rivonia Road

Sandton, 2196

South Africa

Contact: Head - Debt Capital Markets

**PAYING AGENT, TRANSFER AGENT, ISSUER AGENT, SETTLEMENT AGENT AND
CALCULATION AGENT**

**The Standard Bank of South Africa Limited,
acting through its Corporate and Investment Banking division**

(registration number 1962/000738/06)

3rd Floor, East Wing

30 Baker Street

Rosebank, Johannesburg, 2001

South Africa

Contact: Head - Debt Capital Markets

LEGAL ADVISORS TO ISSUER AND GUARANTOR(S)

Bowman Gilfillan Incorporated

(registration number 1998/021409/21)

11 Alice Lane

Sandown

Sandton, 2196

South Africa

Contact: Mr C van Heerden

AUDITORS TO THE ISSUER AND GUARANTOR(S)

KPMG INCORPORATED

(registration number 1992/21543/21)

85 Empire Road

Parktown, 2193

South Africa

Contact: Audit Partner - Woolworths