

WOOLWORTHS HOLDINGS LIMITED

SOCIAL & ETHICS COMMITTEE REPORT

2022

As extracted from the 2022 Integrated Annual Report

START

**WE ARE VIGILANT TO
SHIFTING EXTERNAL SIGNALS
AND FOCUS ON ADAPTING TO
CHANGE, WHILE CONSTANTLY
LEVERAGING OUR ENTRENCHED
STANDARDS OF GOVERNANCE,
ETHICS, AND INTEGRITY.**

OUR SOCIAL AND ETHICS COMMITTEE REPORT



I AM PLEASED TO AGAIN BE IN THE POSITION TO PRESENT THIS REPORT ON BEHALF OF THE SOCIAL AND ETHICS COMMITTEE (SEC) AND TO CONFIRM THAT THE COMMITTEE HAS EXECUTED ITS MANDATE FOR THE YEAR.

ARTICULATION AND EXECUTION OF OUR MANDATE

The committee’s remit is to assist the Board in setting the tone for an ethical organisational culture and to perform the statutory duties required of Social and Ethics Committees in terms of the Companies Act. We have, in addition, expanded our remit to ensure that other areas considered to be of relevance are incorporated in our oversight role, including the Group’s operations in Australia and New Zealand.

The Board has ultimate responsibility for monitoring that the Group is operating as a responsible corporate citizen. We assist the Board in executing its responsibilities in this regard, by monitoring the Group’s conduct and, together with the Sustainability Committee we focus on delivering the Group’s sustainability strategy, which is articulated as Vision 2025+.

We also enlist the support of the Risk and Compliance, and Remuneration and Talent Management Committees to which certain of the SEC’s monitoring and reporting functions have been delegated. This integrated approach to our monitoring and reporting functions, ensures the efficient use of resources with all efforts focused on delivering on our Vision 2025+ sustainability strategy and the creation of shared value.

We keep track of performance on the functions delegated, through our cross-memberships on the committees mentioned (refer to the committee memberships on pages 80 to 83 of this report) as well as the feedback provided by committee chairmen at the quarterly Board meetings. These collective activities take place within the parameters of the governance framework and collectively contribute to delivering on our Vision 2025+ sustainability strategy.

VISION 2025+

Vision 2025+, the next evolution of the Good Business Journey, which was approved by the Board in 2021, comprises three main pillars that are further articulated through eight focus areas. Each pillar and focus area includes ambitious goals delivering to the overall strategic intent of Vision 2025+, as well as clearly defined strategy and management approaches. The committee oversees the people, social development and health and wellness focus areas, while the Sustainability Committee oversees the remaining focus areas.

From a performance monitoring perspective, management monitors performance relative to the focus areas by means of scorecards that include KPIs and targets aligned to all the focus areas. From these scorecards, relevant KPIs and targets are incorporated into the individual employees and management scorecards, as part of the Integrated Performance Management system. High level performance updates are reported at the meetings of the committee and the Sustainability Committee.



RESPONSIBLE CORPORATE CITIZENSHIP

As a Group, we take our role as a responsible corporate citizen seriously and strive to play a meaningful role in addressing the economic and societal needs and expectations of the communities where we operate. Like others, the Group has had to navigate the continued impact of the Covid pandemic, as well as the emerging impacts from the more recent geopolitical issues, on our people and the broader stakeholder community.

We are proud of how our people have dealt with external adversity. Through exceptionally difficult times, they have remained committed and passionate about the important roles they play in our business. We have been touched by their resilience and courage; and by them showing up under extraordinarily difficult personal circumstances as they did during the pandemic; the civil unrest in parts of South Africa last year; as well as the devastating floods in KwaZulu-Natal in the latter part of the reporting period. We are equally proud of our management teams who responded swiftly to these events, providing strong leadership and putting immediate relief measures in place as appropriate. Our Employee for Employees Fund which was set up at the start of the Covid-19 pandemic (more detail can be found in our Remuneration Report) has also been a supporting mechanism by our employees for our employees during these challenging times.

OUR PEOPLE

These broader developments have entrenched our determination to ensure that our people and talent management practices deliver a compelling value proposition that is customised to meet the unique needs of our employees in each of the regions in which we operate. With this in mind, management has continued to entrench the Group purpose and values through continuous employee engagement, building organisational leadership capability, and investing in the wellbeing of our people. We understand that our people are wanting a differentiated experience which inspires us to focus on creating a leading and integrated talent experience and further improving our talent processes.

As a Group we have worked hard to make progress in all these respects and report details of our collective efforts in the People chapter of the [Good Business Journey Report](#) and in the Remuneration Report on page 94 of this Report, which include details of our Just Wage initiative in the South African business.

As we recover from the pandemic and reflect on the many lessons it has taught us, we recognise that wellness is not only the absence of illness but a more holistic concept that requires us to re-assess how we add to the quality of life for employees and their families. It also requires us to re-assess how we address the underlying social injustice and systemic inequality that affect the overall well-being of our people, whether at work or home. This is a top priority for us and a key motivator for including health and wellness as a key focus area of our Vision 2025+ ambitions and for operationalising the Inclusive Justice Initiative which supports Vision 2025+ as one of three pillars.

DIVERSITY AND INCLUSION

Through the Inclusive Justice Initiative we aim to instil practices and foster a culture that advances dignity, freedom, and equality for everyone, including our people, customers and the communities where we operate. The ethos of the initiative is more than simply creating diverse and inclusive environments. It aims to make real changes focusing on racism, gender equity, gender-based violence, LGBTQIA+ rights, diversity and inclusion, reconciliation, social and community development, fair and responsible pay, the development of small to medium businesses, ethical and local sourcing, as well as continually driving activism with employees.

Our approach to diversity and inclusion is founded on our stance on human rights - principles for which we actively advocate and expect not only the Group, but also our business partners to practice. We remain a signatory to the UN Global Compact, and through our various policies, are determined to play our part in eradicating any form of disregard or disrespect for human rights within the Group's sphere of influence. I am pleased to report that during the year, no grievances that involved human rights were recorded through our formal mechanisms for reporting human rights grievances and violations.

We are proud of the initiative to adopt Inclusive Justice for Women as a lead corporate advocacy issue across the Group and being the first major South African retailer to be a signatory to the United Nations Women's Empowerment Principles. These principles commit us to developing detailed action plans to address key issues. These include fostering an inclusive workplace culture, promoting women empowerment and gender equality through our policies and practices and establishing and enforcing a zero-tolerance policy against all forms of violence and harassment at work. Several panel discussions have been held to better understand these issues in the workplace and these will be built on during the next year.

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SOCIAL DEVELOPMENT

As a responsible corporate citizen, we acknowledge our responsibility to have a lasting positive impact as we contribute to addressing the socio-economic needs and expectations of the communities where we operate. The social development strategy leverages our relationships with key strategic partners, our operating footprint and loyal customer bases, and the long-established Woolworths Trust.

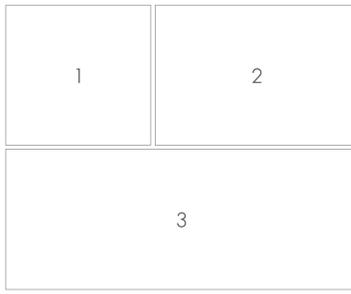
In South Africa, our goals are to improve food security and educational outcomes, extend our reach for good through our employee community involvement programme and mitigate the impact of disasters in our communities. In the rest of Africa countries our teams are actively involved in community programmes, supported by donations of surplus clothing and food to local charities. The businesses in Australia support a range of charities through various brand-community partnerships, focusing on addressing wellbeing and local empowerment challenges.

Our teams and partners have worked exceptionally diligently during the year to maintain momentum and focus on their respective programmes, particularly those that are critical to supporting post pandemic recovery. We are pleased to present details on this and the resultant impacts, in the Social Development chapter of the Good Business Journey Report.

We nevertheless specifically acknowledge the work done towards food security and alleviating hunger in South Africa and furthering the sustainable development goal of #ZEROHUNGER FUTURE BY 2030. Our team's efforts on the Zero Hunger Food Security campaign have been recognised by the Intercontinental Group of Department Stores where the initiative was voted as second runner up in the World's Best Sustainability/Corporate Social Responsibility campaign by a department store category.

The campaign to improve the health and wellbeing of learners at school is also worthy of mention. We are particularly pleased with the way our teams have leveraged multiple areas of internal expertise, such as nutritious food, healthy living, wellness, and sustainability to support the upliftment of education and the health and wellbeing of children at schools in South Africa. The programme provides teachers with a suite of educational content in Social Sciences and Life Skills, as well as experiential educational components aimed at embedding key theoretical principles learnt in the classroom. Schools have also been provided with a Tuck Shop Guide to assist teachers and parents to promote healthier eating choices.

In response to the restriction on face-to-face engagements during the Covid pandemic and to maintain momentum on the programme, a digital platform was launched to help increase reach, visibility, flexibility, and accessibility of the programme. The platform offers downloadable and printable work packs that include educator and learner booklets, posters, and engaging videos and tutorials; virtual video experiences featuring lessons, games, music, and quizzes; and healthy living content, including quick and easy meals and tips for leading a balanced lifestyle.



1. Afrika Tikkun Foundation: Supporting young entrepreneurs to start their own agriculture businesses.
2. Representatives of Woolworths donating clothing to the Kenya Red Cross
3. Living Soils Community Learning Farm staff and interns



HEALTH AND WELLNESS

In keeping with our commitment to advocate for women, Woolworths South Africa launched an initiative that aims to provide employees and their families with support in dealing with trauma as a result of gender-based violence and femicide (GBVF). A platform has been established to provide those in need with access to confidential counselling and medical support from registered specialists, either face-to-face or using digital or telephonic channels. In addition, our teams are working to understand trends in GBVF among our workforce so as to tailor support to optimise benefits and identify appropriate proactive and preventative measures.

In South Africa, the Covid-19 ‘health line’, which was initially established to provide support and advisory services for medical-related Covid-19 concerns, has been extended through the employee assistance helpline. This helpline now offers holistic support for psychological, health, nutrition, and management issues. We have also continued to maintain the Staying Strong programme, which focuses on building individual resilience and a culture of self-care, with individuals taking accountability for their own wellbeing and demonstrating empathy towards others.

In Australia and New Zealand, a variety of support mechanisms have been put in place to promote employee health and well-being. These include the aggressive customer behaviour project which was launched to support employees who were experiencing mental challenges as a result of increased customer aggression post the lockdowns. Ongoing training in this regard will continue annually. In addition, retail and support centre leaders are being helped to develop the necessary skills to respond to the increasing number of team members presenting with mental health challenges. Training focuses on providing the employees with the necessary tools to identify and remediate issues and enable leaders to engage in conversations about mental fitness. In addition, digital tools have been made available which provide a series of wellbeing articles, videos, activities, and live online fitness classes, to help optimise team members’ health and wellbeing.

The Australian businesses have also partnered with the Resilience Project, an organisation that delivers various mental health programmes to companies, to help build resilience and enable our employees to continue to bounce back from and beyond the pandemic.

The Committee supports management’s approach to employee wellness, as well as the campaigns to encourage Covid-19 vaccinations and the provision of

access to vaccines. Recently, management confirmed a hybrid working model for office employees and with employees returning to the office more frequently, various tools were provided to facilitate the transition back into a communal working environment.

As a Group we also focus on inspiring healthy living and healthy food choices through the Good Food Journey which advocates the avoidance of additives (such as tartrazine, all other azo dyes, MSG, aspartame,

saccharin, and cyclamate) and the use of non-artificial colourants and flavourants in our food. Customers are offered more organic and free-range choices to promote healthy eating as part of a healthy lifestyle while also ensuring a more caring approach to animal welfare. Through the food business’s ongoing partnership with the Discovery Vitality HealthyFood™ programme customers are encouraged, through incentives, to make healthy food-purchasing decisions, and to avoid food that is

linked to dietary practices that cause noncommunicable diseases such as diabetes, high cholesterol, and high blood pressure.

Our [Good Business Journey Report](#) includes more detail on the Group-wide initiatives to promote health and wellness. We encourage you to read this in order to gain a fuller picture of our approach in this regard.



THE STAYING STRONG PROGRAMME, WHICH FOCUSES ON BUILDING INDIVIDUAL RESILIENCE AND A CULTURE OF SELF-CARE, WITH INDIVIDUALS TAKING ACCOUNTABILITY FOR THEIR OWN WELLBEING AND DEMONSTRATING EMPATHY TOWARDS OTHERS.





**AS A VALUES-LED GROUP
THAT ASPIRES TO BE
'CUSTOMER OBSESSED',
OUR CUSTOMERS ARE A
KEY PRIORITY.**

Woolworths, Autumn 2022

STAKEHOLDER ENGAGEMENT

Stakeholder engagement is important to the Group and remains a key area of focus for the committee, particularly as society recovers from the effects of Covid-19 and we work towards gaining a deeper understanding of our stakeholders needs and expectations.

Given the importance of stakeholder management and relations, particularly at this time, management undertook an extensive internal review of the Group's approach to stakeholder management which resulted in the development of a Stakeholder Management Strategic Framework, inclusive of a Policy Framework and country-specific guidelines. The committee recently reviewed and recommended the new Group Stakeholder Management policy to the Board for approval. Implementation of the policy and the related guidelines will give our teams who manage different categories of our stakeholder universe, the ability to align with global and world class standards.

The Stakeholder Perception Survey conducted in Woolworths South Africa this year provided an opportunity to track stakeholder perceptions and monitor levels of trust in the company across different stakeholder categories. The survey aimed to test what issues matter to our stakeholders, and their perceptions on how the company is performing relative to the issues.

As a Group we are mindful of the growing focus of our investors on ESG performance as they consider ways in which to drive the social agenda. To provide investors with deeper insights into the Group's sustainability strategy and performance, the Group held its first investor sustainability summit. I was pleased to represent the committee at the summit and, together with Belinda Earl (Chair of the Sustainability Committee), provided investors with insights into our respective roles in delivering the Group's sustainability strategy as articulated through the Good Business Journey and Vision 2025*. Given the importance of sustainability, we will be holding another investor sustainability summit during the course of October 2022. We have also included specific ESG performance measures into the Group's long term incentive scheme -further details on this can be found in the Remuneration Report on page 94 of this Report.

A comprehensive view of our stakeholder engagement programme is provided earlier in this Report on pages 26 to 28.

CUSTOMER RELATIONSHIPS

As a values-led Group that aspires to be 'customer obsessed', our customers are a key priority. We are committed to ensuring that our market conduct supports the fair treatment of customers and that the Group observes applicable consumer laws. We are pleased to report that there have been no material instances of non-compliance in this regard during the year.



SUPPLY CHAIN

Woolworths South Africa's Enterprise and Supplier Development (ESD) programme is integral to building a sustainable and capable black-owned and black women owned supplier base that will deliver competitive advantage, enhance market share, and drive costs down in the supply chain. The ESD initiative which has been in operation for over 12 years, has been incorporated under the auspices of the Inclusive Justice Institute with the aim of elevating the ESD supplier base through a more integrated approach, by providing them with access to formal operational governance structures, business development services and funding.

Our focus on increasing the development of local suppliers in the countries in which we trade in the rest of Africa continues with a renewed sense of urgency following the impact of Covid-19 on local economies. This is a complex initiative, due to the country-specific frameworks aimed at redressing specific economic imbalances, which requires careful analysis and assessment before development initiatives can be launched.

As reported in previous years, all suppliers (as well as their suppliers or business partners) who are contracted to our businesses are expected to conduct fair and ethical trade, advance the welfare of their employees and provide decent work facilities, as well as prevent harm to animals and the environment. Suppliers are contractually bound by the Group's Codes of Business Principles to ensure alignment with our approach to conducting business ethically and responsibly.

OUR FOCUS ON INCREASING THE DEVELOPMENT OF LOCAL SUPPLIERS IN THE COUNTRIES IN WHICH WE TRADE IN THE REST OF AFRICA CONTINUES WITH A RENEWED SENSE OF URGENCY FOLLOWING THE IMPACT OF COVID-19 ON LOCAL ECONOMIES.

ETHICS GOVERNANCE

As reported in the Governance Report, the Board has adopted a suite of policies to articulate and embed ethical practices across the Group and has delegated responsibility for monitoring and reviewing the policy suite to the relevant Board committees. The policies that fall within the committee's remit relate to ethics governance and good corporate citizenship and cover the areas of antibribery and corruption, whistleblowing and conflicts of interest. The various policies are available on our website.

During the year, the committee reviewed the Group anti-bribery and corruption policy, which is based on the guidance provided by the Organisation for Economic Co-operation and Development's principles on anti-corruption and the UN Global Compact. The policy articulates the Group's zero-tolerance approach to fraud, theft, corruption or any similar illegal behaviour, and embeds the business-relevant anti-bribery and corruption compliance framework and processes in our daily activities.

We remain committed to conducting business transparently and in an honest and ethical manner and complying with all applicable anti-bribery and corruption laws, regulations, rules, self-regulatory organisation standards, and codes of conduct in the countries in which we operate.

In addition, our Codes of Business Principles oblige our suppliers to practice the same ethical governance standards as we do. We are committed to building long standing relationships with our suppliers who are genuinely committed to working together towards decent labour conditions and better environmental performance and will assist them in this regard. We monitor our suppliers' performance through various programmes on which they are required to report. We are members of SEDEX, a web-based platform for sharing responsible sourcing data on supply chains and continue to progress on converting our suppliers to SEDEX Members Ethical Trade Audit (SMETA), one of the most widely used ethical audit formats in the world. Suppliers who are currently not using SMETA are audited against our own, independently verified ethical audit protocols.

PROTECTION FOR WHISTLEBLOWERS

As bribery, fraud, corruption, harassment, discrimination and other forms of unacceptable behaviours are often not overt and are therefore difficult to identify, we have established an independent and secure reporting channel on which all employees, as well as key customers and suppliers in the South African and Australian business can report suspected fraud or other activities considered to be ethical transgressions. The Group Whistleblower policy aims to facilitate and maintain an environment in which any concerns relating to wrongdoing can be safely and confidently expressed without fear of punishment or unfair treatment. No material reports were received through this facility during the year.

Awareness and refresher training on the scope and intent of the Whistleblower policy is provided on an ongoing basis.

BBBEE

The Group was rated as a level 5 BBBEE contributor in 2022 (level 7 in 2021), based on the measurement criteria contained in the BBBEE Codes of Practice. In reviewing performance in the context of BBBEE, the committee took management's broader approach to inclusive growth, incorporated as part of our Vision 2025+, into account. While the committee supports management's approach in this regard, as well as the initiatives and targets that have been set, we will continue to press for more immediate results to achieve an elevated BBBEE contributor status.

COMMITTEE EFFECTIVENESS EVALUATION

The Committee's performance was reviewed as part of the 2022 internally facilitated Board effectiveness evaluation which found that the Committee was operating well.

CLOSING REMARKS

We owe a debt of gratitude to our employees for their commitment and consistently positive spirits, regardless of how trying their circumstances may be. We also appreciate the support of our customers, the communities in which we operate, our suppliers and business partners and our broader stakeholder community – they all make our work worthwhile.

On behalf of the committee, I thank our executives and management for their steady steer and strong leadership, and our colleagues on the Board, the Sustainability Committee and the other committees that contribute to our collective efforts in driving our Vision 2025+ sustainability strategy.

Sincerely

Thembisa Skweyiya
Chairman of the Social and Ethics Committee



GLOSSARY



ABBREVIATIONS USED IN THIS INTEGRATED ANNUAL REPORT

A

aPBT: Adjusted Profit Before Tax

aEBIT: Adjusted Earnings Before Interest and Tax

AGM: Annual General Meeting; Annual shareholder meeting held in terms of the Companies Act

B

BBBEE: Broad-Based Black Economic Empowerment; Legislation which aims to increase the participation of the majority of South Africans in the economy. Aims to redress the inequalities experienced under apartheid

BPS: Basis Points

C

CEO: Chief Executive Officer

COO: Chief Operating Officer

CPI: Consumer Price Index

CPS: Cents Per Share

CRG: Country Road Group; Wholly owned trading subsidiary of WHL based mainly in Australia. Owns the Country Road, Trenery, Mimco, Witchery and Politix brands

CSI/SD: Corporate Social Investment; Component of the BBBEE scorecard which encourages support of charitable and non-profit organisations

CTS: Cost to Sell; Expenses expressed as a percentage of turnover; also referred to as 'cost to operate'

D

DC: Distribution Centre; The Food and Fashion, Beauty and Home distribution centres

DJ: David Jones Proprietary Limited; Wholly owned, trading subsidiary of WHL based mainly in Australia

dtic: Department of Trade, Industry and Competition

E

EBIT: Earnings Before Interest and Tax

EBITDA: Earnings Before Interest, Tax, Depreciation and Amortisation

EPS: Earnings Per Share; Profit earned for the period divided by the weighted average number of shares in issue

F

FBH: Fashion, Beauty and Home; An operating segment in Woolworths South Africa which aggregates clothing, footwear, accessories, homeware, beauty and cell phone product buying groups

FD: Group Finance Director

FTE: Full-time Equivalent; Number of hours worked by store staff equated back to a person working a 40-hour week

FY: Financial Year

G

GBJ: Good Business Journey; Woolworths Holdings Limited's programme to assist it in achieving its vision of becoming one of the world's most responsible retailers by managing the environmental, social and transformational activities of the Group

GP: Guaranteed Pay; Annual salary and benefits paid to employees

GRC: Governance, Risk and Compliance; Business unit which provides governance, risk, legal and compliance solutions to the business and the Board

H

HEPS: Headline Earnings Per Share; Key measurement of normalised profit per share in South Africa

HDSA: Historically Disadvantaged South Africans

I

IBP: Integrated Business Plan; Three-year financial and strategic plan

IPM: Integrated Performance Management; Performance appraisal mechanism to measure employees' achievement against performance goals and behaviours

J

JSE: Johannesburg Stock Exchange; Stock exchange in South Africa on which the Company is listed

K

KPI: Key Performance Indicator; Measurable value of performance against target which demonstrates how effectively the Group is achieving its key business objectives

L

LFL: Like-for-like; Used to compare sales in comparable stores i.e., those stores that are not new and have not had any extension or modernisation to them. Calculated on a 24-month period

LID: Lead Independent Director

LTI: Long-Term Incentive; Variable remuneration subject to the achievement of performance conditions. Generally a three-year period

LTIP: Long-Term Incentive Plan; Share scheme instrument allocated to employees in terms of long-term incentive scheme

LTO: Labour Turnover; Percentage of employees leaving the business over a defined period

M

MTP: Medium-Term Plan; Three-year financial strategic plan

O

OPEX: Operating expenses

R

ROCE: Return on Capital Employed

ROE: Return on Equity

ROS: Return on Sales; Profit after tax expressed as a percentage of Turnover

RSP: Restricted Share Plan; Share scheme instrument allocated to employees in terms of retention scheme

S

SARS: Share Appreciation Right Scheme; Share scheme instrument allocated to employees in terms of long-term incentive scheme

SEC: Social and Ethics Committee; A statutory committee in terms of the South African Companies Act which ensures that a company conducts business in a sound and ethical manner

SRI: Socially Responsibility Index; An index created by the JSE to measure the social responsibility criteria of companies listed on the JSE. The South African equivalent of the Dow Jones Index

STI: Short-Term Incentive; Variable remuneration subject to the achievement of performance conditions. Generally a one-year period

T

TCoE: Total Cost of Employment; Total salary and benefits of employees

V

VP: Variable Pay; Remuneration that varies according to the achievement or not of performance conditions

W

WACC: Weighted Average Cost of Capital

WFS: Woolworths Financial Services (Pty) Limited; A joint venture between Woolworths and Absa Group Limited that supports the Woolworths retail business by providing financial services to Woolworths customers through in-store cards, credit cards and personal loans

WHL: Woolworths Holdings Limited; Southern hemisphere retail Group that has been listed on the Johannesburg Stock Exchange Limited (JSE) since 1997. The Group trades through three operating subsidiaries, including Woolworths Proprietary Limited (Woolworths or WSA), David Jones Proprietary Limited (David Jones or DJ), and Country Road Group Proprietary Limited (Country Road Group or CRG). Woolworths Financial Services Proprietary Limited (WFS) is a joint venture with Absa Group Limited, which holds the controlling interest

WHST: Woolworths Holdings Share Trust; The Trust through which the shares allocated for the long-term incentive schemes are managed

WSA: Woolworths/Woolworths SA; A wholly owned trading subsidiary of WHL, mainly based in South Africa

Y

YES: Youth Employment Service; A CEO-led government initiative launched by President Cyril Ramaphosa aimed at providing one million youth with work experience and helping them gain valuable skills

12mma: 12-month moving average; Used to refer to average market share over a rolling 12-month period

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We appreciate any feedback on our Integrated Annual Report. Please contact InvestorRelations@woolworths.co.za