WOOLWORTHS HOLDINGS LIMITED (“GROUP” or “THE COMPANY”)
MINUTES OF THE ANNUAL GENERAL MEETING (“AGM”) OF SHAREHOLDERS
HELD AT WOOLWORTHS HOUSE, LONGMARKET STREET, CAPE TOWN AND BY ELECTRONIC COMMUNICATION ON MONDAY, 25 NOVEMBER 2024 AT 10:00

CHAIRMAN

The AGM was chaired by Mr Hubert Brody, Chairman of the Board of the Company.

ATTENDANCE

Directors:	Hubert Brody (Chairman) Roy Bagattini (Group Chief Executive Officer) Pinky Moholi (Lead Independent Director) Lwazi Bam Christopher Colfer Rob Collins Belinda Earl Lulu Gwagwa Itumeleng Kgaboesele Zaid Manjra Sam Ngumeni Thembisa Skweyiya Clive Thomson
Group Company Secretary:	Chantel Reddiar
External Auditors: KPMG Inc. (KPMG)	Edward Belstead Imraan Jeewa
Legal Advisors: (Webber Wentzel)	Riyaad Cruywagen
Transfer Secretaries: (Computershare)	Mnandi Bestbier
Shareholders:	12 shareholders were present in person/present by representation (including five Directors holding shares). The number of shares voted in person, by proxy or by representation, on each of the resolutions tabled at the AGM, is provided in Annexure ‘A’ attached.
Guests:	24 guests registered their attendance at the AGM.

1. **WELCOME AND QUORUM**

The Chairman welcomed all attendees to the Company’s 94th AGM which was being hosted by way of a hybrid meeting. The Chairman noted that it was his last AGM as Chairman of the Board as he would be retiring from the Board with effect from the conclusion of the AGM.

As the necessary quorum was present in accordance with both the Companies Act, No. 71 of 2008, as amended, (“Companies Act”) and the Company’s Memorandum of Incorporation (“MOI”), the Chairman declared the meeting duly constituted.

The Chairman welcomed and introduced the Directors, legal counsel and external auditors present in the auditorium and those attending virtually. He thanked David Kneale for his valuable contributions to the Board during his tenure, having stepped down at the end of September 2024.

2. MEETING PROCEDURE

The Chairman clarified the meeting and voting procedures given the hybrid format and advised attendees that all questions would be dealt with at the start of the meeting before the tabling of the resolutions.

Voting was opened on the electronic voting platform for shareholders attending the meeting virtually, as well as in person. Voting remained open until all resolutions had been tabled, after which the Chairman notified shareholders that voting would then close.

3. VOTING

The Chairman, having the required authority, informed the meeting that voting on the business being put to the meeting would be decided by means of a poll. In addition, the Group Company Secretary explained how the electronic voting platform functioned.

The voting percentages for the passing of the resolutions were noted as follows:

- for ordinary resolutions 1 to 4, 50% or more;
- non-binding advisory resolutions 1 and 2 had to be endorsed by at least 75% of the votes exercised, otherwise an engagement process would be followed, details of which were provided at the end of the AGM; and
- for special resolutions 1 to 4, 75% or more.

4. NOTICE OF AGM

The Notice convening the AGM for the year ended 30 June 2024 (“Notice”), which was distributed to shareholders and published on the Company’s website on 30 September 2024, was taken as read with the consent of the meeting.

5. QUESTIONS

The Chairman opened for questions from attendees via the online platform and in the atrium in no particular order. The following questions (in italics below for ease of reference) were received and responded to:

(1) *There has been a lot of negative publicity around on demand delivery drivers recently. Can you please comment on the treatment of your drivers?*

The Group CEO highlighted that as a values-driven Group, the business ensured that appropriate standards for the Dash drivers were adopted by OneCart, the business’s primary delivery service provider. Adherence to the standards was overseen and monitored through the Group’s Supplier Code of Conduct. In addition, to promote safer driving, delivery slots were pre-scheduled and assigned to drivers in advance. Drivers also received competitive compensation above industry standards, including leave benefits, optional insurance i.e. medical aid, product discounts; and were issued with protective clothing and helmets. Strong adherence to the cold chain during delivery also ensured the integrity of the product offering and consideration was being given to introducing electric bikes which would reduce maintenance costs and lower carbon emissions.

(2) *Why is your food inflation so much higher than your peers in the industry?*

The Group CEO responded that the business's food inflation rate was less volatile due to the exclusive partnerships with suppliers. However, full-price product sales were a significant driver of inflation. To address this, the Company had committed R750m to improve price perception and had invested over R1bn to date. He added that the strong food sales performance was primarily driven by the effective strategy execution and supplier partnerships.

(3) *How many standalone store formats are you running? How are they doing and what are the future plans?*

The CEO responded that standalone store formats provided access to a broader range of customers and were seen as having significant growth potential. These included WCellar; NowNow, W Café and Coffee (Food Services); and Pet care formats.

There were 20 WCellar stores across the country offering customers a more elevated alcohol beverage purchasing experience, while wine was still available for purchase from alcoves in stores. With the NowNow formats, which were currently being piloted, the intention was to expand to possibly more than 100 stores across the country. This had significant growth potential given that of the 400 food stores nationally, only 100 had coffee and cafés. In addition, the WCafé concept was being expanded to provide a more elevated dining experience.

With the Group's recent acquisition of Absolute Pets, a leading independent pet company in South Africa, the Group was positioned to lead in pet care in South Africa. The 'store of the future' concept focused on providing customers with a more elevated Food shopping experience, while the best of Fashion had been placed in a smaller format 'WEdit' store. This approach had provided scope for more stores to be opened in locations not previously considered. On the Beauty front, the business was testing the merits of a standalone concept store and a beauty manufacturing facility had recently been opened in Cape Town to produce 'WBeauty' products.

To accelerate growth in these areas, Woolworths Ventures has been launched with a dedicated team and simplified processes to bring exclusive focus to these strategic growth initiatives.

(4) *Can you elaborate on the recycling of packaging of food products and the capacity of sites in SA to 'actually' recycle the products*

The Sustainability Chair responded that a key focus of the Committee was on balancing product shelf life and sustainable packaging requirements. Significant progress had been made in reducing plastic packaging in the Group, with over 100 food products now using recyclable components. Additionally, eco-friendly packaging had been introduced in certain Beauty products, including FSC certified bamboo packaging and paper tubes in some lipstick ranges. Ongoing initiatives also focused on reducing transit packaging waste, minimising hanger usage, and improving recycling and material reuse.

The Head of Sustainability added that recycling capacity in South Africa varied based on material type and where packaging was used in the value chain. While infrastructure development was underway, including construction of two PET bottle recycling plants, more work was needed for flexible multi-layered packaging. He noted that the new Extended Producer Responsibility (EPR) legislation supported these efforts and with continued investment, recycling capacity should increase over time.

(5) *We commend the company for its commitment to reducing GHG emissions and acknowledge the decrease in scope 2 emissions. However, it appears that this reduction has been offset by an increase in scope 3 emissions. What could be the primary cause of this shift?*
It was noted by the Sustainability Chair, that the Sustainability team had been working closely with the supplier base to improve the completeness and accuracy of their scope 3 carbon emissions. With this additional information becoming available and as the business broadened its access to more accurate data collection (which had been the case of the last reporting period), its scope 3 emissions had increased. The increasing trend was expected to continue over the next reporting period as the data-collecting exercise was completed, which would result in a clearer baseline and put the business in a better position to set a scope 3 emissions reduction target.

(6) *Given the expected improvement of data availability, could the Board give us a clear indication and timeline of when we can expect to see a scope 3 reduction target that can be tracked against real world emissions reductions.*

The Sustainability Committee Chair responded that the focus had been on enhancing supplier data disclosures and consequently an emissions target and timeline for achievement had not been set. In this regard, the Head of Sustainability noted that it would take a few reporting cycles to accurately baseline emissions before being in the position to determine a scope 3 emission reduction target. The CEO acknowledged the need to accelerate progress and estimated that it would take approximately two to three years to set a scope 3 emissions reduction target.

(7) *(i) Could you provide actual EE targets for top and senior management as outlined in the FY25 EE plan?*

The Social and Ethics Committee Chair responded that there were currently 36% female and 18% male employees in top management and 20% female and 29% male employees in senior management. Responding to a follow up question, she noted that she did not have the actual 2025 EE targets for top and senior management to hand and provided an overview of the progress across various occupational levels. The Chairman confirmed though, that the targets were in place and would be provided to the attendee during the course of the day.

(ii) What is the current split between foreign nationals and South Africans among the delivery drivers and could you please provide details on how these drivers are remunerated?

The CEO confirmed that the Group's employment practices were consistent with legal and regulatory requirements and were closely aligned with the Group's values. This included Dash drivers who were contracted by the business's delivery service partner OneCart. Approximately 70% of Dash drivers were foreign nationals (comparable to industry peers), and all held valid visas.

Dash driver compensation was determined by a combination of the number of hours worked and the distance travelled which resulted in above industry compensation. In addition, drivers had flexibility in accepting deliveries and to ensure fair compensation, drivers were occasionally incentivised when new stores opened, or delivery volumes were low.

(iii) Clarify what improvements are being made to the 'Just Wage' initiative and the details of management's proposal?

The Chairman referred to the commitment in 2019 to allocate R120m over a three-year period to meaningfully advance the wage levels of store and supply chain staff. The initiative had culminated in an overall increase of 27% in their hourly wages (from R33.40 to R42.50 per hour) which were 18% higher than the retail minimum wage and 54% higher than the national minimum wage (of R27.58 per hour). In addition to the base wages, store and supply chain employees received benefits, such as employer pension fund contributions, a thirteenth cheque, a variable pay incentive scheme based on store performance, staff discount, transport and uniforms. Having successfully concluded the first phase of the Just Wage initiative, the business was now ready to proceed to the next stage which would include providing company funded, medical aid cover for all store and supply chain employees.

(8) *(i) Given the increasing frequency of extreme weather events and geopolitical tensions raw material availability, what specific measures is WHL implementing to enhance the resilience of its supply chain, particularly in South Africa and Australia? How does the board assess the effectiveness of these measures in mitigating climate-related risks?*

The CEO responded that supply chain teams were primarily responsible for managing disruptions and risks. They continually evaluated and developed appropriate strategies and responses working with both local and global experts in the field to guide and evaluate. They had observed disruptive weather patterns affecting operations locally and internationally and had implemented various continuity measures. A key supply chain risk mitigator was the Group's farming for the future initiative which was a collaboration between the business and its agricultural partners to manage water consumption, soil health and biodiversity impacts through science-based informed decisions to improve farm yields. This was a multi-year process with similar initiatives taking place in other industries.

The CEO Foods added that localisation was a major focus, with 90% of food products being produced locally. This approach was being applied in other areas of the business, with more than 50% of FBH procurement coming from the Southern African zones. Work was also in progress in Australia to reduce the reliance on China.

(ii) There is a growing concern about the wage gap, with the CEO earning 597 times more than the lowest-paid employees. How does the board justify this disparity, and what steps is WHL taking to ensure fair and equitable compensation across all levels of the organization?

The Chairman referred to his previous response (in paragraph 7 above) regarding the Group's 'Just Wage' initiative which had focused on raising the pay levels of store and supply chain employees and would be entering its next phase in 2025 with the introduction of medical benefits. He acknowledged nevertheless that the wage gap was significant globally, as well as locally and was a concern that the business would continue to address. He noted that the calculation referred to in the question was based on the CEO's total earnings in FY24 which had included the vesting of sign on shares granted to him on his appointment in 2011. These earnings were not comparable, on a like-for-like basis, with the base minimum wage which did not include the value of the additional benefits that store and supply chain employees received.

(iii) WHL's board currently comprises 25% female directors, below the stated target of 40%. What concrete steps is the board taking to accelerate progress toward gender and racial diversity targets?

The Chairman acknowledged that the Board composition was below the stated target of 40% female directors with 33% female directors at the conclusion of the AGM. There were however, 58% black directors on the Board. The targets were paramount when recruiting for directors and would continue to be taken into account going forward as the Board aimed to achieve the 40% target with the next intake of non-executive directors.

The Social and Ethics Committee Chair added that in the retail sector the business had good female representation. According to the data, females represented 64.9% of permanent historically disadvantaged South Africans, with top management represented by 60% male and 40% female employees and senior management represented by 56% male and 44% female employees. At levels below these, there was more female representation. She noted that a recent highly rated survey, had ranked the business in the top 20 globally for gender equality in emerging markets. The business was one of four South African companies listed, and the only retail company listed in the survey.

(9) *How do you see your capex spend for the following years?*

The CEO noted that capital expenditure was a key focus of the Group's broader capital allocation plan which had earmarked R10bn for investment over the next three years. The majority of the investment would focus on South African and Southern African operations, reflecting the Group's optimism about growth opportunities in these regions. Two major projects were currently underway, with a R1.5bn investment in the expansion and automation of the Midrand Distribution Centre; and significant investment in the Value Chain Transformation that would increase the backend capabilities to support strong performance in the FBH business.

There had also been significant investment in the loyalty programme over the past two years, with plans to launch what the business considered would be South Africa's premier loyalty programme in March 2025. Additionally, a number of other technological initiatives were being implemented to improve operational efficiency, alongside ongoing store modernisation efforts to support growth.

(10) *A score of 41% was achieved for women's empowerment and gender equality, falling short of the target of 42%. A new target of 50% has been set for next year. What were the main challenges in reaching this year's target? Since this year's target was not met, what is going to be done differently to ensure that the higher set target of 50% is met next year?*

The Chairman referred to his response earlier regarding the Board's intentions to achieve its 40% female representation target, however, noted that the details in the question did not align with the Board's targets. In this regard, the CEO responded that the question seemed to relate to the Group's achievement of 'improver' status in its first submission to align with the United Nation's Women's Empowerment Principles. Having gone through the baseline process, the business had set a target to score 50% in order to reach 'achiever' status. The work involved formed part of the Inclusive Justice Initiative where priorities, such as women empowerment and equality within the Group had been identified.

(11) *There has been a high level of dissenting votes regarding the remuneration policy, particularly related to the CEO's high compensation despite weak financial performance. How does the board justify these compensation levels, and what measures are being taken to better align executive pay with company performance and shareholder expectations?*

The interim Remuneration and Talent Management Committee Chair noted that the dissenting votes last year had related to the targets for the long-term incentive scheme and not executive remuneration as a whole. Shareholders had felt that the targets were not fully representative of the potential of the business and following extended engagements with shareholders in this regard, the ROCE target had been increased significantly to align with shareholder expectations. Additionally, a stretched HEPS target of 6% over CPI had been included. The CEO's remuneration was significantly down from the previous year, given this year's results; the 40% vesting of the original award of restricted share plan shares; and reduced short-term incentive which was one fifth of the payout in the previous year. He added that the Remuneration Policy and Implementation Report demonstrated significant alignment between shareholder expectations and executive outcomes.

(12) *What progress has been made in collaboration with suppliers to reduce scope 3 emissions?*

The Sustainability Committee Chair noted that engagement with suppliers in this regard was ongoing with significant investment in initiatives like 'farming for the future'. In addition to the benefits that the improved farming practices, as well as other initiatives across the supply chain, would have on supplier emissions reductions, the initiatives also enabled better data collection processes to be implemented. The data collection process would be transitioning to a cloud-based system to enable better monitoring, tracking and more transparent reporting on carbon emissions in the value chain. The Chair acknowledged that there was still a great deal more to be done and that the teams would continue to work with suppliers to set near term and nett zero targets. Currently, 42 food suppliers had science-based targets.

(13) *As you know, the Companies and Intellectual Property Commission (CIPC) recently published a Guideline for annual general meetings conducted electronically, in which it states that "A company that chooses to conduct an AGM electronically should allow for (amongst other things): A combination of written, verbal, telephonic and video questions to ensure reasonably effective participation in the AGM"*

Please can you explain the reason for limiting engagement to shareholders attending online to written questions only? It does hinder engagement. Thank you.

The Chairman responded that the Board had ensured that the format of the AGM was fully aligned with the requirements of the Companies Act and the Company's MOI. There had been significant preparations for the meeting to ensure everyone had a fair chance to participate in line with the CIPC guideline which referred to "reasonably effective participation". From proceedings at the meeting, it was evident that attendees online and in-person were able to participate, and the online written question format had enabled a more orderly process. he noted that he was satisfied that the meeting was fair and effective.

The Group Company Secretary agreed that the hybrid meeting was the way forward and that she was satisfied that this was the most effective way to conduct the meeting.

There being no further questions, the Chairman proceeded to the next item.

(iv) ADOPTION OF AUDITED ANNUAL FINANCIAL STATEMENTS ("AFS") AND REPORTS

The audited consolidated AFS of the Company and the Group for the financial year ended 30 June 2024, incorporating the Directors' Report, Independent Auditor's Report, and Audit Committee's Report, were each presented.

The Chairman reported that the Company had received an unqualified audit opinion on the consolidated AFS of the Company and the Group for the year ended 30 June 2024.

(v) SOCIAL AND ETHICS COMMITTEE ("SEC") REPORT

The report on matters within the SEC's mandate as required in terms of the Companies Act was presented and the SEC Chairman provided an overview of the Committee's focus areas in 2024 and areas of emphasis in 2025. She noted further that the 2024 Good Business Journey Report comprised a combined SEC and Sustainability report this year.

(vi) **ORDINARY RESOLUTION 1: ELECTION OF CHAIRMAN**

Ordinary resolution number 1 related to the election of Clive Thomson as Chairman of the Board. Clive Thomson was appointed to the Board as a non-executive director on 19 August 2019 and was proposed for election by shareholders in compliance with the Company's MOI. The Chairman noted that Clive's biographical details was set out in Annexure B to the Notice of AGM.

(vii) **ORDINARY RESOLUTION 2: ELECTION OF DIRECTORS**

Ordinary resolution numbers 2.1. 2.2, and 2.3 related to the election of directors retiring by rotation, namely Zaid Manjra, Itumeleng Kgaboesele and Lulu Gwagwa, respectively. Being eligible, they had offered themselves for election, each by way of a separate vote, and the Board had recommended that each of the directors be elected. The Chairman noted that biographical details of each of these directors was set out in Annexure B to the Notice of AGM.

(viii) **ORDINARY RESOLUTION 3: ELECTION OF AUDIT COMMITTEE MEMBERS**

Ordinary resolution numbers 3.1, 3.2 and 3.3 related to the election of Audit Committee members, namely Lwazi Bam, Christopher Colfer and Thembisa Skweyiya, respectively. The Companies Act requires that all members of the Audit Committee be elected by shareholders on an annual basis. The members of the Audit Committee, each being suitably qualified, had offered themselves for election by way of separate votes and the Board had recommended that each of the directors be duly elected. The Chairman noted that biographical details of each of these directors was set out in Annexure B to the Notice of AGM.

(ix) **ORDINARY RESOLUTION 4: RE-APPOINTMENT OF EXTERNAL AUDITOR**

Ordinary resolution 4 related to the re-appointment of the Company's auditors, KPMG Inc. and designated audit partner, Mr. Edward Belstead, until the conclusion of the 2025 AGM. The Audit Committee had conducted an assessment on the Group's external auditors and was satisfied that the auditors are independent and effective, and had recommended their re-appointment, which the Board supported.

(x) **NON-BINDING ADVISORY RESOLUTION 1: ENDORSEMENT OF THE COMPANY'S REMUNERATION POLICY**

Non-binding advisory resolution 1 which dealt with the Remuneration Policy as set out in the Integrated Report, was tabled and recommended for approval.

The Chairman noted that certain proposals that were made during the 2023 AGM and the 2024 shareholder engagement meetings, in respect of last year's Remuneration Policy, were implemented. Details were included in both the explanatory notes to the AGM notice and the 2024 Remuneration Report.

(xi) **NON-BINDING ADVISORY RESOLUTION 2: ENDORSEMENT OF THE COMPANY'S REMUNERATION IMPLEMENTATION REPORT**

Non-binding advisory resolution 2, which dealt with the Remuneration Implementation Report as set out in the 2024 Integrated Report, was tabled and recommended.

(xii) **SPECIAL RESOLUTION 1: APPROVAL OF NON-EXECUTIVE DIRECTORS' FEES**

Special resolution 1 was tabled and proposed. The resolutions dealt with the proposed fees (exclusive of VAT) to be paid to non-executive directors on the Board and Board Committees for the period 1 January to 31 December 2025, details of which were contained in the Notice of AGM.

(xiii) **SPECIAL RESOLUTION 2: GENERAL AUTHORITY TO ACQUIRE (REPURCHASE) SHARES**

Special resolution 2 was tabled and proposed. The resolution authorises financial assistance to any executive director or prescribed officer of the company, or its related or interrelated companies, or to any other employee participating in any of the Group's approved share or incentive schemes. This authorisation may accordingly only be used by the Company for the purpose of facilitating an employee incentive scheme established by the Company.

(xiv) **SPECIAL RESOLUTION 3: GENERAL AUTHORITY TO PROVIDE FINANCIAL ASSISTANCE TO RELATED OR INTERRELATED COMPANIES IN TERMS OD SECTION 45 OF THE COMPANIES ACT**

Special resolution 3 was tabled and proposed. The resolution dealt with the provision of direct or indirect financial assistance, in terms of section 45 of the Companies act, by the Company for a period of two years commencing on the date of the adoption of this special resolution.

(xv) **SPECIAL RESOLUTION 4: GENERAL AUTHORITY TO REPURCHASE SHARES**

Special resolution 4 was tabled and proposed. The resolution dealt with the granting of general authority for the Company and/or its subsidiaries to acquire the Company's shares, on terms and conditions the directors deem fit but subject to the applicable provisions of the JSE Listings Requirements and the Companies Act.

(xvi) **GENERAL**

The Chairman declared that all the ordinary and special resolutions had been passed by the requisite majority. Non-binding resolutions 1 and 2, relating to the Remuneration Policy and the Remuneration Implementation Report had not been endorsed by at least 75% of shareholders. The Chairman noted that extensive engagements with the Company's major shareholders had been held prior to the AGM.

In respect of the Remuneration Implementation Report specifically, the Chairman noted that indications were received that certain shareholders adopted a stance where, even though the Implementation Report was executed in terms of last year's policy, their view on the forward looking FY25 Remuneration policy, precluded them from voting in favour of the Implementation Report.

As the Remuneration Policy and Implementation Report had not received the requisite 75% endorsement at the AGM, shareholders were invited to forward their written submissions on the Reports to the Group Company Secretary by close of business on Friday, 6 December 2024, with an indication as to whether they wished to participate in a follow-up engagement. Further details in this regard would be provided in the AGM results announcement to be published on SENS later that day.

(xvii) **CLOSURE**

The Chairman thanked all for their attendance and participation, noting that the Board aimed to be responsive to the views of shareholders and the wider stakeholder group and would report back on the results of such engagements in the 2025 suite of reports.

The Chairman extended his heartfelt thanks to the Board, Roy and the executive leadership team, together with all employees, suppliers and service providers, for their unwavering commitment and hard work over the past year ten years of his tenure on the Board. He wished Clive Thomson well as he stepped into the role of Chairman.

Clive Thomson expressed his gratitude for the opportunity to take on the role of Chairman and to serve the Group. He thanked Hubert, the outgoing Chair, on behalf of the Board for his wise counsel and unwavering commitment to the Group over the past ten years.
The Chairman then declared the meeting closed.

APPROVED AND SIGNED ON 26 FEBRUARY 2025.

____
CHAIRMAN

ANNEXURE A

The total issued share capital* of the Company as at the record date of 15 November 2024 was 988,695,949 ordinary shares, including 84,261,465 Treasury Shares.

Details of the voting statistics for each resolution are as follows:

	VOTES CAST DISCLOSED AS A % OF TOTAL SHARES VOTED AT THE AGM		NUMBER OF SHARES VOTED	SHARES VOTED DISCLOSED AS A % OF TOTAL ISSUED SHARES*	SHARES ABSTAINED DISCLOSED AS A % OF TOTAL ISSUED SHARES*
	FOR	AGAINST			
Ordinary Resolution 1: Election of Chairman – Clive Thomson	98.61%	1.39%	739,963,340	74.84%	0.01%
Ordinary Resolution 2: election of directors					
Ordinary Resolution 2.1 • Zaid Manjra	99.98%	0.02%	739,966,754	74.84%	0.01%
Ordinary Resolution 2.2 • Itumeleng Kgaboesele	100%	0%	739,966,754	74.84%	0.01%
Ordinary Resolution 2.3 • Lulu Gwagwa	99.29%	0.71%	739,966,754	74.84%	0.01%
Ordinary Resolution 3: Election of Audit Committee members					
Ordinary Resolution 3.1 • Lwazi Bam	88.40%	11.60%	739,966,754	74.84%	0.01%
Ordinary Resolution 3.2 • Christopher Colfer	96.98%	3.02%	739,966,754	74.84%	0.01%
Ordinary Resolution 3.3 • Thembisa Skweyiya	99.31%	0.69%	739,966,754	74.84%	0.01%
Ordinary Resolution 4: Re-appointment of KPMG Inc. as external auditor	99.97%	0.03%	739,965,943	74.84%	0.01%
Non-binding Advisory Resolution 1: Endorsement of the Remuneration Policy	64.79%	35.21%	739,968,783	74.84%	0.01%
Non-binding Advisory Resolution 2: Endorsement of the Remuneration Implementation Report	70.01%	29.99%	739,968,783	74.84%	0.01%
Special Resolution 1: Remuneration of Non-Executive Directors for the period 1 January 2025 to 31 December 2025 (exclusive of value-added tax)	98.04%	1.96%	739,960,710	74.84%	0.01%

Special Resolution 2: **Financial assistance to directors and/or prescribed officers and employee share scheme beneficiaries**	98.81%	1.19%	739,978,216	74.84%	0.01%
Special Resolution 3: **Financial assistance to related or interrelated companies in terms of section 45 of the Companies Act**	98.80%	1.20%	739,964,510	74.84%	0.01%
Special Resolution 4: **General authority to acquire (repurchase) shares**	79.85%	20.15%	739,901,086	74.84%	0.02%%