

WOOLWORTHS HOLDINGS LIMITED

GOVERNANCE REPORT

2025

As extracted from the 2025 Integrated Annual Report

START

OUR GOVERNANCE



CLICK ON BOX TO GO TO THAT SECTION

OUR CHAIRMAN'S REPORT

It is a privilege to present my first Chairman's report for the Group, reflecting on a year marked by both challenges and significant progress on our key strategic objectives.



Notwithstanding a disappointing overall financial outcome, the Group remained focused on its priorities to create value through continued investment in enhancing the strength and momentum of our world-class Food business, the transformation of our apparel businesses, and ongoing growth within Woolworths Ventures (WVventures).

With over 90 years of rich history, the Woolworths brand in South Africa is recognised for its enduring commitment to quality, trust and integrity. Known for its premium quality products and service, as well as for ethical sourcing, sustainability credentials and corporate responsibility, the brand remains a key differentiator in an increasingly competitive retail landscape.

Leading through innovation, the Woolworths business continues to set itself apart. The new store formats, known as our Next Generation Store, have ushered in a new gold standard for premium retail in South Africa and provide an exciting, unique customer experience that is truly a cut above the rest. The new Woolworths loyalty programme reaffirms our laser-sharp focus on our customers and our mission to put them at the centre of everything we do. MyDifference is a world-class loyalty programme designed to drive growth and customer connection.

Importantly, this year, Woolworths took another industry-leading step on its social justice journey, putting its people first by providing thousands of employees with access to private health insurance benefits for the very first time.





PROTECTING OUR DIGITAL FUTURE

A number of global retailers faced cyber-security issues this year, highlighting the potential for cyber-attacks to disrupt operations, compromise customer data, and erode brand trust. As digital and online services become more central to the retail experience, robust cyber-resilience is fundamental to business continuity and stakeholder confidence.

The Group will continue to invest in cyber-security capabilities and data protection, and leverage artificial intelligence and machine learning, to proactively identify threats, improve incident response, and safeguard our digital infrastructure. Technology, used wisely, offers us not only protection but also a strategic advantage in enabling safer, more efficient, and more personalised customer experiences.

OUR GOOD BUSINESS JOURNEY

The integral role our GBJ plays as part of the Group’s competitive advantage makes it fundamental to our business. It is not only a strategic imperative for us; it is central to our long-term competitiveness.

Our Inclusive Justice Initiative is underpinned by the ethos of inspiring opportunity, development and growth for all our people. We remain committed to shaping an inclusive society where everyone feels they belong. As part of this commitment, a highlight for Woolworths was the launch of its Inclusive Justice Institute, which is designed to support micro, small and medium enterprises (MSME) and community impact programmes, further enabling Woolworths’ social justice ambitions.

These social justice commitments start with our people. Building on our Just Wage initiative, the business launched private health insurance for all permanent frontline employees. This will provide over 24 000 store and supply chain employees with access to health insurance for the first time.

Woolworths is the first retailer to provide employees with bespoke benefits of this nature, and the initiative forms part of the broader commitment to a Just Wage, reflecting the belief that investing in the wellbeing of our people is not only a moral imperative, but a strategic one. By setting a new benchmark, we hope to encourage broader industry progress in enhancing employee wellbeing, recognising that shared prosperity is essential to sustainable growth.

Our GBJ, established in 2007, provides a robust and consistent framework for managing environmental and social priorities across the Group. It is deeply embedded within our business model and continues to set us apart in the marketplace.

BOARD LEADERSHIP AND RENEWAL

During the year, we said farewell to Hubert Brody, who concluded an exemplary term of 10 years on the Board, including five years as Chairman. In addition, David Kneale, who played an important role on a number of our committees, retired from the Board on 30 September 2024. We extend a special note of gratitude to them both for their contributions during their tenures.

Our Lead Independent Director, Pinky Moholi, will conclude her 11-year term at the AGM in November 2025, having elected to retire from the Board after the AGM. Pinky’s continued presence has been a significant support during a period of leadership transition and the onboarding of new directors. She provided invaluable support to me personally as I assumed the role of Chairman. We are grateful to Pinky for her generosity of spirit, wise counsel and valuable contributions over the years.

We were pleased to welcome Itumeleng Kgaboesele and Nolulamo Gwagwa to the Board as independent non-executive directors during this financial year. Both are highly qualified and bring a broad range of expertise to the Board that is already adding value.

Looking ahead, Board succession planning remains a key priority for the Nominations Committee. Its focus will be on ensuring that the Board’s collective skills continue to align with the Group’s strategic agenda, while also progressing toward our board diversity targets.

The Board will also deepen its understanding of innovation trends, with particular emphasis on technological innovation and the use of artificial intelligence in the retail sector. We will continue to enhance our insights into sustainability, climate change and the setting of appropriate targets for the business. Importantly, we aim to strike a deliberate balance between structured Board engagement and more informal, contextual exploration to ensure we remain agile and forward-thinking in our governance.

APPRECIATION

I extend my sincere appreciation to all our people across the Group. Their collective efforts underpin our progress and position us for continued success. I also wish to thank the Board, Roy, and the executive leadership team for their ongoing support over the past year. It has been a privilege to assume the chairmanship of this iconic company and enduring brand.

Finally, and importantly, I express my gratitude to our shareholders, suppliers, partners, and customers for their continued trust and contribution to the prosperity of our business.

LOOKING AHEAD

Stakeholder value creation across our Group is more important than ever as we endeavour to make the most of the potential available to us across our businesses. The next year calls on us to identify and leverage unrealised opportunities, drive efficiency, and enhance profitability and returns through disciplined capital allocation and execution of our strategy to ultimately deliver value-enhancing growth.

Together, we will continue to build on the solid foundation we have established, guided by our values and driven by a shared ambition to create long-term, sustainable value for our stakeholders.

We are confident in our strategy, the strength of our leadership, and the calibre of our people.

TAKING STOCK OF THE YEAR

Geopolitical uncertainty and economic volatility, compounded by escalating trade tensions and rising tariffs, are contributing to a more complex global landscape. In South Africa, while inflation and interest rates continue to ease, consumer sentiment and discretionary spending remain under pressure.

Within this context, our Food business, the Group’s largest and strongest performer, delivered market-leading growth in a competitive environment. The strength of the brand, and the trust placed in it by customers, drove sector-leading organic growth. Product availability for our Food business improved again this year, despite climate-related disruptions to our supply chain, including shifting weather patterns and water scarcity.

In FBH, the business experienced some setbacks with stock flow to stores in the second quarter, impacting trade over the peak season. This resulted from certain challenges in the implementation of our distribution centre transformation project that were resolved in the second half. Progress made with our broader Value Chain Transformation strategy will further enhance product availability, which our customers will experience first-hand, facilitating sustainable growth for this business.

In Australia, persistently high interest rates and rising living costs continued to weigh on consumer confidence, resulting in lower footfall and more cautious spending. The challenging retail environment has meant subdued sector top-line growth and heightened competition. Following the sale of David Jones, we successfully established CRG as a standalone business, which required fundamental changes to its operating model.

These changes were executed ahead of schedule, completing a significant restructure to reconfigure and reset CRG’s structural economics. The short-term disruption due to this transformation, set against the challenging macro backdrop and Australian currency weakness, placed additional margin pressure on the business. However, CRG is now well positioned for an expected turnaround in performance and long-term growth as the economy improves.

LEADING WITH PURPOSE

The Board is committed to ensuring that the Group delivers exceptional performance and creates lasting value. Good corporate governance and ethical leadership principles are embedded in our corporate culture and guide us in fulfilling our purpose.

As we progress to the *Optimise, Invest, and Grow* phase of our strategic journey, the Board ensures we maintain a balance between operational excellence and stakeholder value creation. This requires informed resource allocation that considers the implications of our actions across a range of stakeholder interests. The aim is to minimise potential negative impacts while amplifying our positive contributions to society and the environment.

We realise our vision through a diverse and highly skilled Board, a robust governance framework and a forward-looking approach to sustainability. Board composition is intentionally structured to support the Group's strategic objectives and reflect our commitment to diversity, equity, and inclusion. The Board benefits from a wealth of perspectives, with representation across ages, genders, racial backgrounds, and geographic origins. Professional expertise across key disciplines enables the Board to navigate complex market dynamics and drive sustainable value creation.

The Board's composition during the year is on the next page. Insights into our governance framework are in the next section, and our sustainability leadership credentials are on page 12 and in the Good Business Journey Report available at [woolworthsholdings.co.za](https://www.woolworthsholdings.co.za).

OUR BOARD



● **Clive Thomson**
(59) South African

Chairman and Independent
Non-executive Director

Chairman of the Nominations
and Remuneration and Talent
Management Committees

Joined the Board in 2019



● **Nombulelo (Pinky) Moholi**
(65) South African

Lead Independent Director
and Independent
Non-executive Director

Joined the Board in 2014

Retiring by rotation at the
2025 AGM, and is not
available for re-election



● **Roy Bagattini**
(62) South African

Executive Director and
Group Chief Executive Officer,
Chairman of WSA and
CRG and Group Exco

Joined the Board in 2020



● **Lwazi Bam**
(53) South African

Independent
Non-executive Director

Chairman of the Audit and
Treasury Committees

Joined the Board in 2023



● **Thembisa Skweyiya**
(52) South African

Independent
Non-executive Director

Chairman of the Social
and Ethics Committee

Joined the Board in 2019

Standing for re-election
at the 2025 AGM



● **Belinda Earl**
(63) British

Independent
Non-executive Director

Chairman of the
Sustainability Committee

Joined the Board in 2019

Standing for re-election
at the 2025 AGM



● **Rob Collins**
(55) British

Independent
Non-executive Director

Chairman of the Risk,
Information and
Technology Committee

Joined the Board in 2022



● **Christopher Colfer**
(56) Canadian

Independent
Non-executive Director

Joined the Board in 2019

Standing for re-election
at the 2025 AGM



● **Nolulamo (Lulu) Gwagwa**
(66) South African

Independent
Non-executive Director

Joined the Board in 2024



● **Itumeleng Kgaboesele**
(54) South African

Independent
Non-executive Director

Joined the Board in 2024



● **Zaid Manjra**
(60) South African

Executive Director and
Group Finance Director

Joined the Board in 2023



● **Sam Ngumeni**
(57) South African

Executive Director
and Chief Executive
Officer: Food

Joined the Board in 2014



● **Chantel Reddiar**
(49) South African

Group Company Secretary
and Director: Group Governance,
Risk and Compliance,
Legal, Communications and
Stakeholder Management

Appointed in 2016

DIRECTORS
WHO RETIRED
DURING THE YEAR

● **Hubert Brody**

Chairman of the Board
and Independent
Non-executive Director

Retired after the AGM on
25 November 2024

● **David Kneale**

Independent
Non-executive Director

Retired on
30 September 2024

Board meeting attendance
for the financial year:
● 100% ● 95%



The Board is satisfied that it is well structured, with competencies appropriate for providing effective leadership to the Group and progressing its strategic agenda. The current skills set of our Board members is detailed below.



Retail industry experience at a high executive level, including experience in or exposure to digital commerce and innovation, and the operation of supply chains and distribution models in large, complex organisations.



High-level experience in financial accounting and reporting, internal financial and risk controls, corporate finance and/or restructuring, and corporate transactions, including ability to probe the adequacies of financial and risk controls.



Experience serving on boards of publicly listed or large companies, and senior leadership experience in a large, complex organisation or publicly listed company.



Knowledge of governance practices and trends, as well as global codes of governance, and experience in implementing and practising high standards of governance in a publicly listed or large organisation.



Clear ability to identify and critically assess strategic opportunities and threats across the value chain, as well as to develop and oversee implementation of successful strategies to achieve sustainable value creation, and to critically assess and challenge performance against agreed strategic planning objectives.



Experience in overseeing a Group-wide integrated risk management process as well as monitoring the implementation of appropriate risk management frameworks, procedures, and controls, and understanding of cyber-security risks and best practice approaches to cyber-security risk management.





























































































Experience in developing and implementing remuneration policy with linkage between performance and value creation, and in managing talent and executive succession at a high executive level in a large organisation.



Expertise and/or experience in the adoption and implementation of digital technologies, including opportunities to leverage digital technology for business advantage, as well as an understanding of the use of data and analytics to drive performance.



Experience in managing and driving environmental and social responsibility initiatives in large organisations, plus a developing or working knowledge of biodiversity loss and climate change, and/or insight into responsible sourcing strategies to minimise supply chain impacts on the environment.

Clive Thomson									
Nombulelo (Pinky) Moholi									
Roy Bagattini									
Lwazi Bam									
Christopher Colfer									
Rob Collins									
Belinda Earl									
Nolulamo (Lulu) Gwagwa									
Itumeleng Kgaboesele									
Zaid Manjra									
Sam Ngumeni									
Thembisa Skweyiya									

BOARD COMPOSITION

As at 30 June 2025

9

*independent
non-executive directors*

3

executive directors

INDEPENDENT MAJORITY

GOVERNANCE PRINCIPLES

Board appointments follow a structured process aligned with our Director Appointment and Board Diversity Policies

The Board maintains a majority of independent non-executive directors to ensure objective oversight

We conduct annual assessments of non-executive director independence using King IV™ criteria and our Memorandum of Incorporation (MOI) standards

VALUE CREATION IMPACT

With 75% independent directors and annual independence assessments, our Board maintains the objective oversight needed to challenge management and drive long-term performance.

DIVERSITY

GOVERNANCE PRINCIPLES

Our Board effectiveness stems from the diverse attributes, integrity, and independence of our Board members

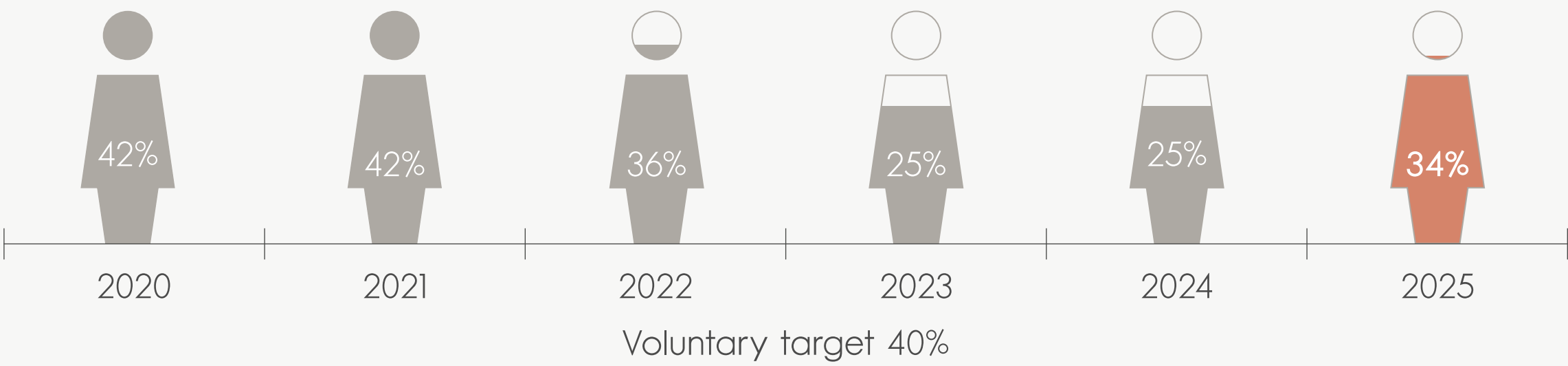
The Board maintains voluntary targets of 40% each for female and black member representation, with an aspirational goal to achieve 50% each as circumstances allow

Our voluntary targets and aspirational goals are embedded in the Board’s succession planning

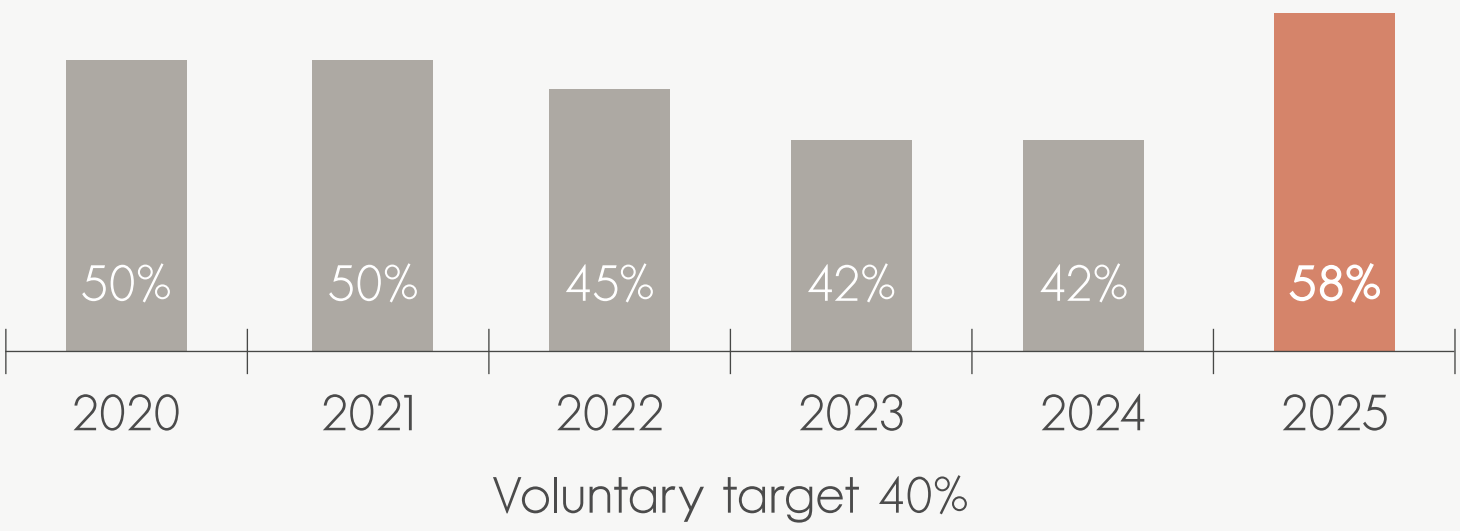
VALUE CREATION IMPACT

Board diversity is not regarded simply as good governance – we recognise its strategic advantage. Our race and gender diversity, coupled with skills and geographic diversity, create competitive advantage. They ensure that our decision-making reflects the markets we serve and anticipates market risks and opportunities as these emerge.

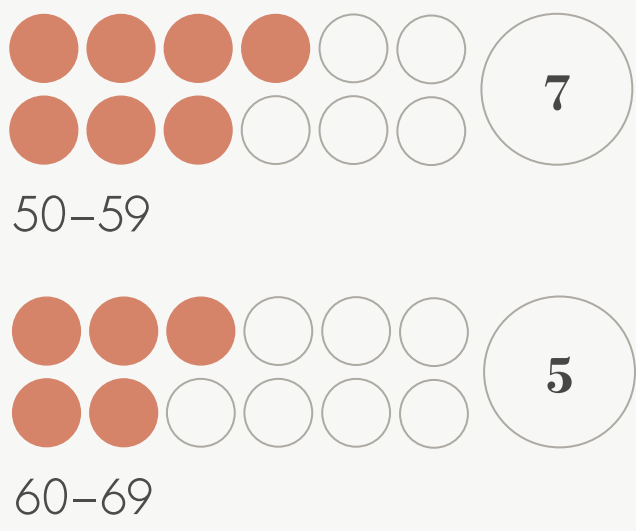
Number of female directors



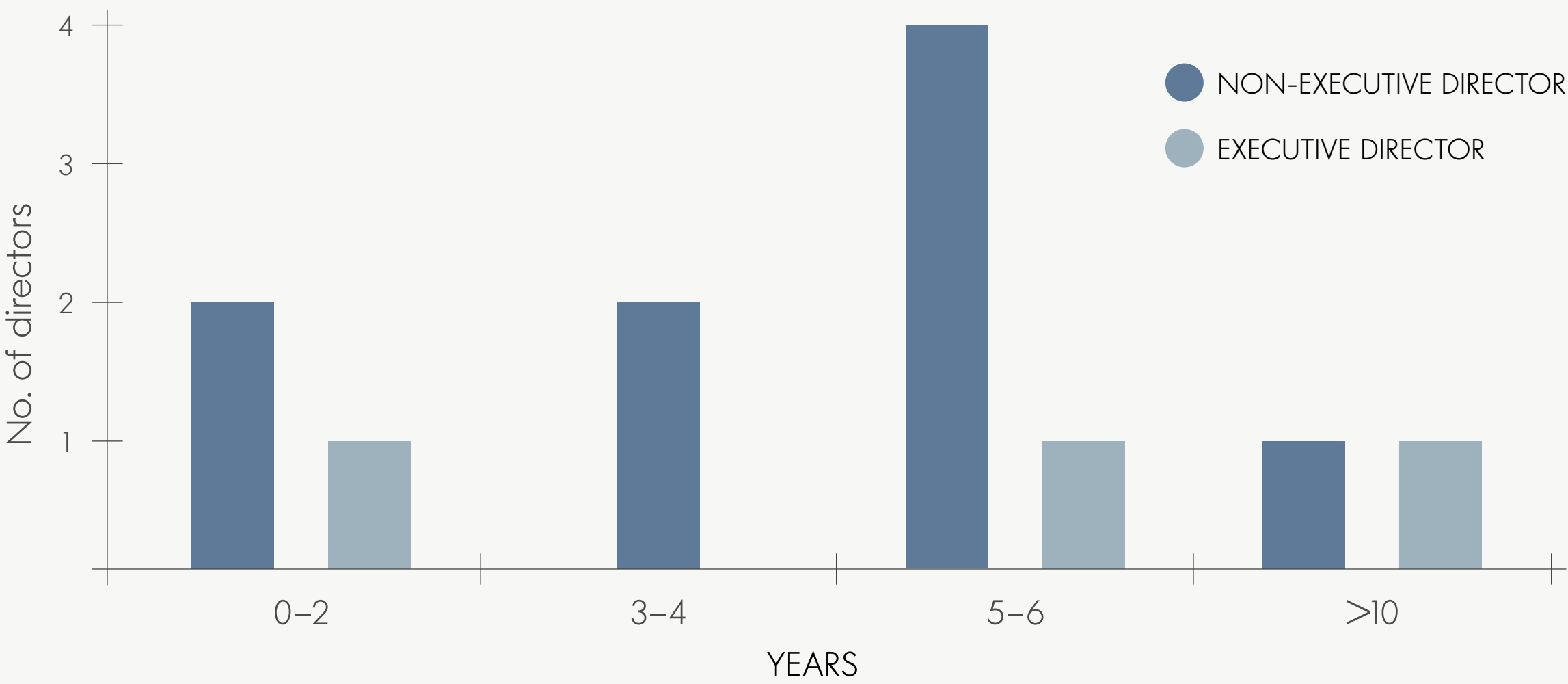
Number of black directors



Board age profile



TENURE



GOVERNANCE PRINCIPLES

Non-executive directors serve up to nine years, with potential extensions in exceptional circumstances following independence assessments in accordance with the MOI

Executive directors retire at 63, with early retirement optional from 55, ensuring leadership renewal

All directors face rotation every three years and, subject to continued eligibility in terms of the MOI and Board policy, may be re-elected

VALUE CREATION IMPACT

The combination of our balanced tenure limits and three-year re-election cycle ensures continuous refreshment, preserves institutional knowledge, and optimises the Board’s capacity to navigate market dynamics.

EFFECTIVE LEADERSHIP

The Board maintained rigorous oversight throughout the year. It consistently supported, challenged, and engaged with executive leadership on strategy execution, governance, risk management, and financial accountability.

The Board met quarterly and held Board calls every six weeks during interim periods. It held two additional meetings to review and approve the FY2024 annual financial results and FY2025 interim financial results. This provided dedicated time for analysing and evaluating the Group's financial performance.

Each quarterly Board week follows a systematic approach. On the day preceding scheduled meetings, store/supplier visits are normally arranged and an informal closed session between non-executive directors and the Group CEO takes place. The meeting schedule starts with comprehensive performance and strategy briefings by the Group CEO and updates from each Exco member. This is followed by Board committee meetings and the strategy and integrated business plan review (in May) or strategy updates/deep dives (in November). The week concludes with the Board meeting and post-meeting reflections. These consider the quality of deliberations and the Board's performance during the week. Meeting agendas and papers are designed to give the Board clear visibility of the Group's operational performance, strategy execution, and financial position.

The Group CEO and Exco members provide high-level operational and financial updates. These updates summarise the key challenges and actions taken during the quarter and outline the priorities for the next quarter. They consider headwinds, macroeconomic events, key risks, and opportunities.

Financial oversight is enabled through detailed presentations by the Group Finance Director covering financial results, forecasts, and treasury reports. The finance reports include comprehensive evaluations of balance sheet optimisation, gearing ratios, debt covenant compliance, liquidity management, refinancing and hedging strategies.

Board members maintained an exemplary meeting attendance record during the year, dedicating the necessary time to perform their Board and committee duties effectively. Details are set out in the Board's meeting attendance on the next page.

Key Board discussions and approvals, and their relation to our strategic objectives, are set out in the following pages. Details of key matters considered and approved by the committees are covered in the committee chair reports on pages 21 to 27.



BOARD ATTENDANCE FOR 2025

AC – Audit Committee

NomCo – Nominations Committee
R&IT – Risk, Information and Technology Committee

R&TMC – Remuneration and Talent Management Committee
SEC – Social and Ethics Committee

SC – Sustainability Committee
TC – Treasury Committee

Name of Director	Date of Appointment	Designation	Overall attendance	BOARD	AC	NOMCO	R&TMC	R&IT	SEC	SC	TC	Director standing for re-election
Clive Thomson ¹	19/08/2019	Chairman and Independent Non-executive	100%	4/4	1/1	3/3	4/4	4/4	2/2	1/1	4/4	
Lwazi Bam	01/05/2023	Independent Non-executive	100%	4/4	3/3			4/4			4/4	
Roy Bagattini	17/02/2020	Executive	100%	4/4				4/4	2/2	2/2	4/4	
Hubert Brody ²	01/07/2014	Chairman and Independent Non-executive	100%	2/2		1/1	2/2	2/2	1/1	1/1	2/2	
Christopher Colfer	01/07/2019	Independent Non-executive	100%	4/4	3/3	3/3	4/4	4/4				Re-election
Rob Collins	01/10/2022	Independent Non-executive	100%	4/4				4/4		2/2		
Belinda Earl	01/07/2019	Independent Non-executive	100%	4/4		3/3		4/4		2/2		Re-election
Nolulamo Gwagwa ³	01/11/2024	Independent Non-executive	100%	3/3			3/3	3/3				
Itumeleng Kgaboesele ⁴	05/09/2024	Independent Non-executive	100%	3/3	1/1		2/2	3/3				
David Kneale ⁵	11/03/2019	Independent Non-executive	100%	1/1		1/1	1/1	1/1				
Zaid Manjra	01/12/2023	Executive	100%	4/4				4/4			4/4	
Nombulelo Moholi	01/07/2014	Lead Independent Non-executive	95%	4/4		3/3	3/4	4/4	2/2	2/2		
Sam Ngumeni	12/02/2014	Executive	100%	4/4				4/4	2/2	2/2		
Thembisa Skweyiya	11/03/2019	Independent Non-executive	100%	4/4	3/3			4/4	2/2	2/2	4/4	Re-election

¹ Appointed as Board Chairman and as member of the Sustainability Committee with effect from 26 November 2024

² Retired from the Board and as a member of the Board Committees with effect from 25 November 2024

³ Appointed to the Board and as a member of the Risk, Information and Technology; and Remuneration and Talent Management Committees on 1 November 2024; and of the Social and Ethics Committee on 5 March 2025

⁴ Appointed to the Board and as a member of the Risk, Information and Technology Committee on 5 September 2024; the Remuneration and Talent Management Committee on 26 November 2025; and the Audit Committee on 5 March 2025

⁵ Stepped down from the Board and as member of the Board Committees with effect from 30 September 2024

KEY BOARD FOCUS AREAS AND MATTERS APPROVED IN 2025

OVERSEEING OUR STRATEGIC REALIGNMENT

The Board oversaw progress as we transitioned from the *Fix, Strengthen, and Reposition* to the *Optimise, Invest, and Grow* strategic phases. This involved the following activities:

- Assessed the Group CEO's quarterly updates on business performance relative to strategic initiatives
- Engaged with management and key business owners at the biannual strategy sessions (November and May). Assessed strategy execution and the impacts of macroeconomic volatility (both key material matters and strategic risks) on our strategic goals
- Monitored progress on the separation of CRG from David Jones and the associated internal impacts. Received updates on the operating model reconfiguration and development of a common platform of capabilities across brands to enable CRG to pursue its house of brands ambition as a standalone business
- Monitored progress on the Value Chain Transformation project to improve, among other things, product availability in FBH. Received a detailed analysis of the causes of poor availability over the peak trade period and the remedial plan to stabilise the Distribution Centre Transformation phase and address inventory flow issues
- Received updates on the refresh of our loyalty programme, MyDifference
- Oversaw the capital allocation plan. Approved capital expenditure in digital transformation, data analytics, IT infrastructure, and supply chain optimisation for the Food and FBH divisions
- Received updates and information on the changing consumer landscape, spending, and behaviour (a material matter). This included the growing purchasing power of Generation Z, the trend toward high-quality, pre-owned goods among sustainability-conscious consumers, and the shift to value brands among price-sensitive consumers
- Assessed the commercial landscape and competitor environment across the operating regions, focusing on macroeconomic conditions
- Approved the sale of the Bourke Street property in Melbourne, unlocking capital from a non-core asset to reinvest in growth
- Reflected on strengthening relationships with existing customers through product innovation, improving core offering availability, tactical category management, developing and rolling out 'store of the future' formats, and refreshing the food services strategy to align with consumer preferences
- Approved material contracts such as, the renewal of the logistics contract between WSA and its key delivery partner to ensure continuity and efficiency in supply chain operations
- Approved the Group's Integrated Business Plan and strategic initiatives for 2026

More detail is in the strategy report on page 57.



RISK MANAGEMENT

The Board discharges its risk governance responsibilities through the Risk, Information and Technology Committee (RITC), which comprises all Board members. This inclusive yet separate structure ensures that:

- The entire Board maintains active oversight of the Group's risk management processes
- Risk, information, and technology governance is approached in a holistic manner
- Timely and effective decision-making is enabled on critical risk-related issues
- Risk management strategies are closely aligned with the Group's strategic objectives
- Digital and data risks and opportunities are overseen and managed holistically to ensure appropriate proactive responses

The RITC meets quarterly to evaluate emerging risks, assess the adequacy of mitigation strategies, and monitor the relevance of the enterprise risk management framework.

The committee reviewed the Group's risk landscape to ensure the risk profile is aligned with our current *Optimise, Invest, and Grow* strategic phase. This alignment supports informed decision-making, enhances strategic agility, and reinforces the Group's ability to navigate uncertainty while pursuing long-term value creation. More detail is in the risk report on page 43. An overview of the RITC's activities is on page 25.



GOVERNANCE

- Approved the 2025 IAR, Good Business Journey Report, and Notice of AGM, ensuring comprehensive disclosure and transparency
- Reviewed and approved minor updates to the Board Charter, Group delegations of authority matrix, and committees' Terms of Reference
- Reviewed and approved amendments to our Supplier Code of Business Principles and various policies to align them with updates to corporate governance best practices and regulatory requirements. These included our policies on director appointments, Board diversity, conflicts of interest, anti-bribery and corruption, whistle-blowing, sponsorship, insider trading, and price-sensitive information

- Reviewed the eligibility of directors proposed for election or re-election, and non-executive directors proposed for election to the Audit Committee at the 2025 AGM
- Reviewed and approved changes to the composition of Board committees and major subsidiary boards to ensure an appropriate balance of skills and experience and optimise oversight
- Conducted a comprehensive review of Board and committee performance, confirming fulfilment of obligations under the Board Charter and committees' Terms of Reference
- Monitored progress on Board focus areas resulting from the 2024 internal evaluation, and agreed that all key objectives had been met

- Reviewed and discussed the 2025 independent Board evaluation outcomes and agreed on recommendations for enhancing performance
- Held the Group's hybrid AGM on 25 November 2024. This was well attended, with active engagement by all stakeholders
- Received regular updates on developments relating to the Companies Amendment Acts, JSE Listings Requirements and draft King V Report and assessed their implications for the Group



FINANCIAL OVERSIGHT

- Approved the FY2024 annual and FY2025 interim financial results, including the solvency and liquidity tests and going concern assessments, following reviews by the Audit Committee
- Declared FY2024 final and FY2025 interim dividends, maintaining a 70% payout ratio to balance shareholder returns with financial prudence
- Reviewed, discussed, and approved the Group FY2025 budget and Integrated Business Plan refresh, considering the deteriorating macro conditions of the preceding months and the updated macro assumptions
- Monitored the Group's financial performance and capital management, focusing on KPIs across business units
- Received feedback from management on the potential for impairment testing of the assets of underperforming brands within CRG. Following the impairment assessment after year-end, the carrying value of the assets of the select brands were impaired by a non-cash charge of R917 million (A\$77.9 million)
- Approved the renewal of banking facilities for Woolworths and CRG

More detail is in our results on page 72.



PEOPLE, TALENT AND SUCCESSION

The Board recognises that our people are integral to the Group’s success and the execution of our strategic objectives. In an increasingly competitive talent market and an evolving retail and digital landscape, attracting, developing, and retaining key talent is one of our top material matters and a strategic risk. This includes attracting and retaining designated employment equity talent, to drive inclusion in line with our Inclusive Justice Initiative. We are committed to fostering a diverse workplace where all employees feel valued and empowered.

As part of our ongoing commitment to fair and progressive employment practices, we are pleased to have launched the next phase of our Just Wage initiative. This phase provides for medical insurance cover for all Woolworths store and supply chain employees with at least one year of service. The medical cover will be fully funded through adjustments to existing risk benefits, marking a significant step in enhancing employee well-being.

The Board receives regular updates on talent strategies, including efforts to place the right people in the right roles and initiatives to enrich the employee experience and cultivate inspirational leadership. The annual Talent Review Workshop, hosted by the Remuneration and Talent Management Committee and attended by all Board members, provided valuable insights into the Group’s talent landscape and succession pipeline.

More detail is in the Remuneration Report on page 83 and the people chapter of the Good Business Journey Report.



SUSTAINABILITY

The Board, through its oversight of the Social and Ethics and Sustainability Committees, ensures that sustainability is embedded in the Group’s strategic agenda. This is central to long-term value creation, risk mitigation, and stakeholder trust. The Board:

- Received feedback from these committees on performance against our Vision 2025+ sustainability goals and the upcoming focus on benchmarking performance to ensure the Group remains competitive and aligns with stakeholder expectations in a shifting ESG landscape
- Monitored progress on key metrics to enhance transparency and the integrity and comparability of disclosures and comply with evolving international standards. This includes CRG’s adherence to financial and sustainability reporting standards in Australia
- Discussed climate-related risks, particularly their impact on product availability and pricing in Food, where droughts and flooding have disrupted supply. Proactive risk awareness supports supply chain resilience, pricing strategies, and long-term food security planning
- Received insights on global sustainability trends to enable early detection of regulatory shifts and proactive responses to maintain our leadership in responsible retailing. These included takeaways from the 2024 Conference of the Parties and the implications of geopolitical developments such as the United States of America’s (USA) withdrawal from the Paris Agreement

More detail is in the Good Business Journey Report.



REPUTATION MANAGEMENT

We strive to maintain proactive and transparent relationships with all our stakeholders, build trust in our brands, enhance corporate reputation, and align strategic priorities with stakeholder expectations. We foster relationships grounded in a shared zero-tolerance stance on corruption. We expect all stakeholders, including suppliers, customers, and employees, to uphold the highest standards of ethical conduct and integrity.

In addition to the stakeholder engagement activities detailed on pages 36 to 42 and in the Good Business Journey Report, the Board:

- Reviewed feedback from the Social and Ethics Committee on the Group’s stakeholder engagement programme and the reorganisation of internal resources to strengthen stakeholder relationships and enhance the Group’s social licence to operate
- Received updates on investor engagements following the release of our year-end results, including roadshows conducted in South Africa, the USA and the United Kingdom (UK). These engagements helped to improve our understanding of investor sentiment and concerns, enhance transparency, build investor confidence, and inform strategic communication and capital market positioning
- Considered detailed feedback from shareholder engagements led by the Chairman, Lead Independent Director, Group Company Secretary, and Group Head of Remuneration and Benefits ahead of the 2024 AGM. This reinforces our commitment to best practice remuneration governance



BOARD GOVERNANCE APPROACH

The Board adopts leading governance practices and ensures that robust risk frameworks, based on the principles and practices outlined in King IV™, are in place. This positions us to proactively respond to volatile operating conditions and to maintain momentum in executing our responsible retailing mission (a material matter).

BOARD RENEWAL AND LEADERSHIP TRANSITION

The Nominations Committee maintains a strategic focus on Board succession planning to ensure optimal Board composition and effectiveness across all Board committees. The committee ensures that succession planning aligns with the Group's strategy and value creation ambitions and facilitates achievement of the Board's voluntary race and gender targets.

This year's succession priorities focused on refreshing and supplementing the composition of the Audit and Remuneration and Talent Management Committees and preparing for the significant leadership changes after the AGM on 25 November 2024.

The following Board changes took place during the year:

- David Kneale retired from the Board and as Chairman of the Risk, Information and Technology and Remuneration and Talent Management Committees on 30 September 2024
- Itumeleng Kgaboesele was appointed to the Board in September 2024
- Nolulamo (Lulu) Gwagwa joined the Board in November 2024
- Hubert Brody concluded his 10-year tenure on the Board, stepping down after the AGM on 25 November 2024 and shareholders appointed Clive Thomson as the new Board Chairman.

Lead Independent Director Pinky Moholi reaches her 11-year term at the 2025 AGM and has decided to retire from the Board after the AGM. Pinky's continued tenure has enabled a smooth leadership transition between the respective Chairmen, and the Board thanks her for her wise counsel and valuable contributions.

NON-EXECUTIVE DIRECTOR SELECTION AND INDUCTION

Board appointments follow a structured approach in accordance with our Director Appointment and Board Diversity Policies. The Director Appointment Policy ensures balanced power distribution and authority at Board level, fostering collaborative decision-making and preventing individual director dominance. The policy framework includes criteria for evaluating candidate independence

and managing conflicts of interest, and requirements to ensure that candidates have sufficient time and capacity to dedicate to their Board and committee duties.

Our director induction programme ensures that new directors understand the Group's strategic priorities and can effectively fulfil their statutory responsibilities. It includes structured interactions with executive and management teams across all business operations, tours of stores, distribution centres and support offices in South Africa, and one-on-one sessions with senior management. We provide similar orientation programmes in Australia for newly appointed non-executive directors.

The Director Appointment and Board Diversity Policies are available at [woolworthsholdings.co.za](https://www.woolworthsholdings.co.za).

CONTINUOUS BOARD DEVELOPMENT AND BUSINESS IMMERSIONS

The Board identified three development opportunities for 2025 which are detailed below, together with the activities to address them (certain activities provided context across multiple areas):

Activities that facilitated direct interaction with the business and leveraged diverse perspectives

- Visits to flagship, full line and WBeauty, WCellar and Absolute Pets standalone stores. This facilitated interaction between the Board and 'on the ground' management and allowed management to leverage the experience of non-executive directors
- Immersion into the Food team's innovation and product development, including a walk-through of the 'next generation store' and products developed for this format
- Deep-dive review of the CRG strategy and brand positioning, including operating model reconfiguration and culture reset following the separation of CRG from David Jones
- Continued interactions and informal engagements with management and emerging leaders
- Non-executive insight sessions leveraging experience in relevant markets

Insights into sustainability trends with emphasis on climate change

- Biannual updates by internal experts on sustainability topics affecting the Group and the retail industry in general, as well as global trends

Activities providing deeper perspectives on retail and technology advancements, especially AI in retail

- Presentations by global experts including a retail futurist, beauty innovation expert, and AI, research and data specialist
- Review of the IT strategy highlighting ongoing projects in data and analytics, digital innovation, and generative AI
- Cyber-security briefing and review of the Group's cyber resilience strategy following data breaches experienced by top retailers in the UK
- Deep-dive review of the Loyalty reset and rollout of the new Loyalty Programme in 2025

Activities that provided broader strategic context across multiple priorities

- Presentations by external analysts on the South African and Australian macroeconomic and social environments
- Deep-dive risk review of the potential impacts of the new USA administration on our business as well as our major trading geographies

A dedicated Reading Room has been established on the Board's digital platform (Diligent) with curated, up-to-date content offering perspectives on macroeconomic trends and issues relevant to the Group's strategic agenda.

2026 BOARD IMMERSION FOCUS AREAS

- Continued leveraging of non-executive director insights by the Board and business leaders
- Ongoing insights into sustainability trends and climate change
- Ongoing focus on retail and technology advancements, particularly the use of AI in the retail sector

Through proactive succession planning and continuous Board development, we maintain operational continuity while driving long-term growth.

2025 BOARD AND COMMITTEES’ EFFECTIVENESS EVALUATION

The Board’s policy is to alternate between independent evaluations and internal evaluations, as it believes that annual evaluations provide the opportunity to reflect on the Board’s ways of working and identify areas where it can improve. This aligns with King IV™.

The 2025 Board and committee effectiveness evaluation was externally facilitated by The Board Practice, who also undertook the independent review in 2023, providing continuity. The evaluation was robust, and the ensuing report was presented at the Nominations Committee and Board meetings in May 2025. The overall finding was that the Board was highly professional and well-functioning. The Board committees, without exception, were described as best-in-class, highly effective, and well structured with engaged members. Board members were satisfied with the Chairperson’s performance, the CEO’s performance, and the Board’s relationship with management. The performance of the Company Secretarial function was regarded as best-in-class.

- The Board identified the following actions to further optimise performance in FY2026:
- Reflecting on the Board commitments at the start of each Board meeting. These are a set of principles that shape our Board dynamic
 - Continuing Board reflection sessions at the end of each Board week. This provides an opportunity to assess the robustness of deliberations during the week and whether the Board is living up to its commitments
 - Opportunities will be explored to expose Board members to global technology trends, particularly the use of AI in retail
 - The Board will continue to focus on value unlock and growth opportunities for the Group
 - Continued engagement with key talent in the Group
 - Continued ongoing focus on Group CEO and Exco succession
 - Ongoing engagement with business units, including those outside of core functions and in other geographies, to better understand business challenges and contribute to potential solutions
 - The Board immersions will continue, and exposure to CRG and the Australian market will be arranged for new non-executive directors

CONFLICT OF INTEREST

Directors are expected to act in good faith and prioritise the Group’s best interests. Our Board Conflict of Interest Policy is available at woolworthsholdings.co.za. It is applicable to the WHL Board and the boards of Woolworths and CRG, and establishes clear protocols for directors to declare interests and manage potential conflicts. Non-executive directors and the Group CEO are required to consult with the Board Chairman before accepting commitments that might conflict with their duties. Executive directors must similarly engage with the Group CEO regarding potential conflicts.

Directors and Group executives are not permitted to leverage their position or access inside information for personal benefit or to advantage related third parties, whether financially or otherwise. Directors must disclose any financial or other interests held by themselves or related third parties upon Board appointment and before each Board meeting. They must report

any changes likely to create or result in potential conflicts of interest. In addition, they must declare any actual or potential conflict of interest with matters to be considered at Board or committee meetings prior to discussion on the matter.

Comprehensive directors’ interests’ registers are maintained and regularly updated. This includes the WHL Directors’ Register of Interests, which is available at woolworthsholdings.co.za.

GROUP COMPANY SECRETARY

Chantel Reddiar continues to serve as Group Company Secretary and Board and committee advisor on governance matters. In this capacity, she collaborates with the Board and committee chairs and ensures adherence to Board and committee governance practices and relevant legislative and regulatory requirements.

The Board assessed Chantel’s competence, qualifications, and expertise for her role, and confirms her capability to perform the required duties on behalf of a public company. The Board considers her appropriately independent in accordance with King IV™. It confirms that an arm’s-length relationship exists between the Board and the Group Company Secretary.

In addition to the company secretarial functions, Chantel is responsible for the Group’s governance, risk, compliance, and legal functions, as well as communications and corporate affairs. She is supported by suitably qualified and experienced teams.

COMPLIANCE

- The Board is ultimately accountable for compliance risk, and for ensuring the adequacy of Group systems of governance, risk, and compliance control that are implemented to comply with regulatory requirements. The Board has delegated responsibility for the function to the Social and Ethics Committee, which ensures that:
- The Group has an independent and effective compliance function
 - The necessary controls are in place to comply with regulatory requirements

The committee receives reports on the level of compliance risk and on compliance findings and their resolution. The reports include overviews of the regulatory environment, appropriate responses to changes and developments, emerging trends, and detailed engagements and relationships with regulators.

The compliance function assesses compliance obligations, prioritises them based on compliance risk assessments, and develops control measures to ensure compliance obligations are met. It creates and nurtures a compliance management culture by providing regulatory advisory services, training and awareness campaigns, and complaints management.

Our risk, audit, and compliance functions collaborate closely, creating an integrated approach to risk management. This aligns with our combined assurance model and ensures comprehensive oversight and resilience across the Group.

ANNUAL COMPLIANCE CERTIFICATE AND KING IV™ COMPLIANCE

The Board endorses a holistic approach to corporate governance and the purposeful application of the governance principles of King IV™. These principles are incorporated into the Group’s governance framework and related policies.

The Board is of the opinion that the Group complies with the governance principles contained in King IV™ and with the requirements of our MOI, the Companies Act, and the JSE Listings and Debt and Specialist Securities Listings Requirements. Details on the Group’s application of the King IV™ governance principles are provided in our King IV™ Application Register, which is available at woolworthsholdings.co.za.

The annual compliance certificate confirming the Group’s compliance with the JSE Listings and Debt and Specialist Securities Listings Requirements for the year was submitted to the JSE on 30 September 2025.



GOVERNANCE FRAMEWORK

Our governance framework promotes collaborative decision-making across the appropriate levels, and enables proactive co-operation between the Board, its committees, Group Exco, and senior management.

As the ultimate custodian of good corporate governance and strategic leadership, the Board oversees the Group’s conduct and operations to ensure long-term value creation for all our stakeholders.

To enhance its effectiveness, the Board delegates specific responsibility to Board committees, each operating under formal Terms of Reference that are reviewed annually. Board committees report in detail on key discussions and activities at each quarterly Board meeting, and minutes of committee meetings are made available to all Board members.

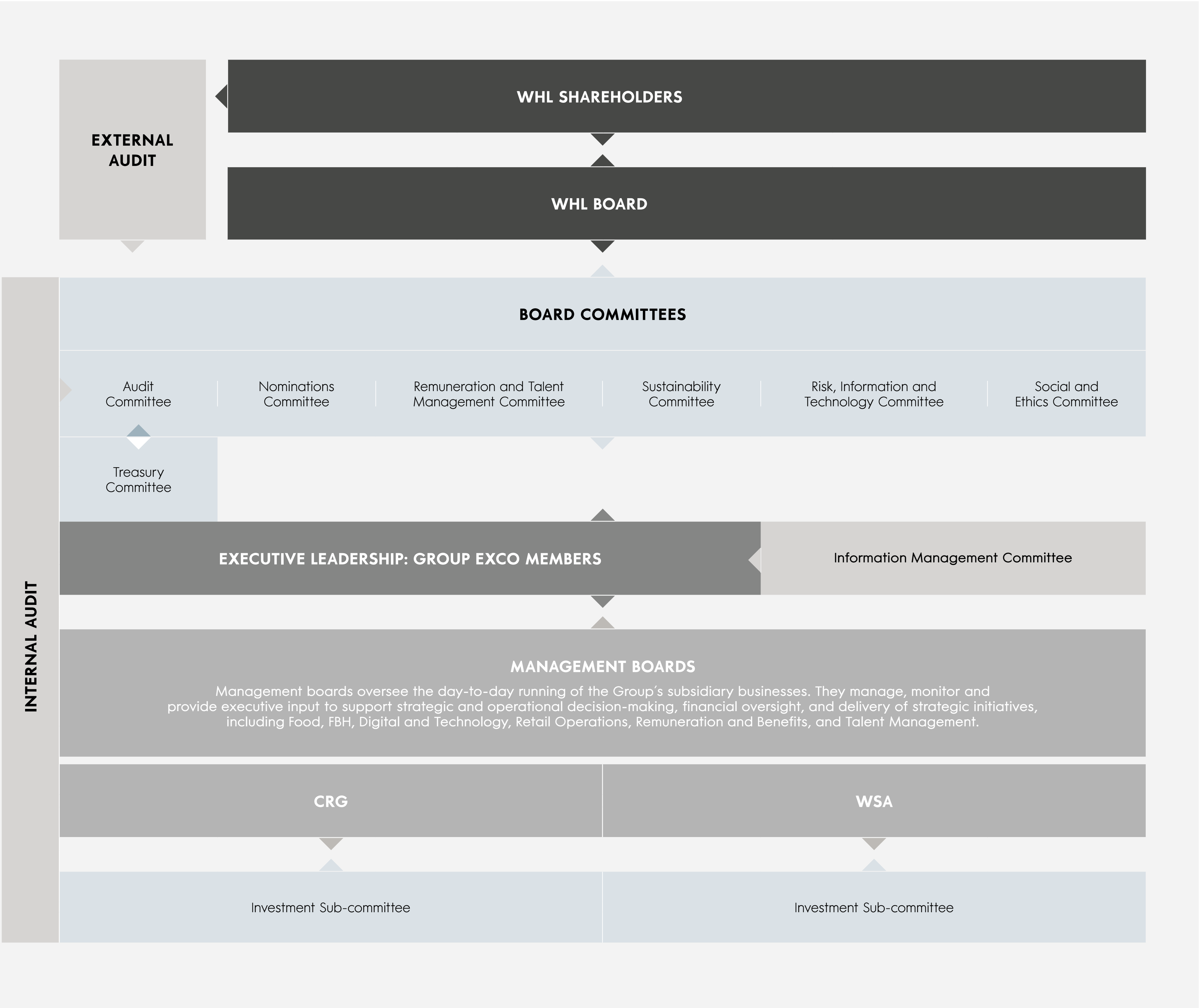
The Board delegates specific authority to the Group CEO and the subsidiary management boards in formal documented delegations of authority and management board charters, which are reviewed annually.

Details on the governance framework and supporting processes and policies are available at woolworthsholdings.co.za. These include the Board Charter and committee Terms of Reference. The committees’ activities during the year, including the specific strategic objectives they support, are summarised on the pages that follow.

BOARD ROLES

The Board comprises the following roles, each with specific responsibilities as detailed in the Board Charter

- Chairman
- Chief Executive Officer
- Group Finance Director
- Lead Independent Director
- Non-executive directors



Our governance framework drives collaborative decision-making and strategic excellence throughout the Group.

NOMINATIONS COMMITTEE



COMPOSITION AND MEETING ATTENDANCE

The committee comprises only independent non-executive directors appointed by the Board. The Group CEO is invited to committee meetings, and the Group Company Secretary attends meetings to provide advice and support.



MEMBERS

Members: Clive Thomson (Chairman), Christopher Colfer, Belinda Earl, and Nombulelo Moholi

Member changes: Hubert Brody retired after the AGM on 25 November 2024. David Kneale stepped down with effect from 30 September 2024.



KEY MATTERS CONSIDERED AND APPROVED CONTINUED ...

- Reviewed Group CEO succession options and agreed to include succession planning as a standing agenda item to ensure readiness for leadership transitions
- Assessed the independence and performance of non-executive directors. This included a review of the Lead Independent Director’s tenure and confirming her independence for the remainder of her tenure until the 2025 AGM
- Reviewed the composition of the Audit Committee and to ensure continuity and effectiveness of financial oversight, nominated the current members for election to the committee at the 2025 AGM
- Reviewed the directors retiring by rotation and nominated directors for re-election at the 2025 AGM
- Reviewed and updated governance policies, including policies on director appointments, diversity, and conflicts of interest, to ensure alignment with best practices and regulatory requirements

MANDATE

To ensure the Board’s effectiveness and governance oversight. This includes overseeing Board member performance, the annual effectiveness evaluations, and ensuring an optimal Board composition to meet the Group’s strategic ambitions and potential risks. The committee manages the Group CEO’s performance, setting goals aligned with strategy and monitoring progress against them. It also oversees succession planning for the Group CEO, Group Exco and key leadership roles.

KEY MATTERS CONSIDERED AND APPROVED

- Considered shareholder feedback from pre-AGM engagements in preparation for the 2024 AGM
- Approved the Group CEO’s contract renewal. Set 2025 performance goals and evaluated FY2024 performance, confirming 100% KPI achievement with a level 3 individual performance management rating
- Recruited two new non-executive directors with diverse experience and assigned them to Board committees in anticipation of upcoming Board changes
- Reviewed and updated committee compositions and chairmanships. Appointed Lwazi Bam to the WHL Share Incentive Trust following his appointment as Chairman of the Audit Committee
- Approved the engagement of The Board Practice for the 2025 external Board evaluation and reviewed their feedback. Approved proposals to enhance Board effectiveness in 2026

Strengthening governance and future-proofing leadership through proactive succession planning, strategic Board renewal, and a commitment to diverse representation.

2026 FOCUS AREAS

- Proactively manage Board succession to maintain leadership continuity, Board effectiveness and strategic oversight
- Oversee Group CEO succession and monitor Exco succession planning to build long-term leadership capacity and mitigate succession risk
- Monitor implementation of the 2025 Board effectiveness proposals and manage the 2026 internal Board and committee evaluations to drive governance optimisation and strategic alignment



REMUNERATION AND TALENT MANAGEMENT COMMITTEE



COMPOSITION AND MEETING ATTENDANCE

The committee comprises only independent non-executive directors appointed by the Board. The Group CEO, Group People Director, and Head of Remuneration and Benefits are invited to committee meetings. The Group Company Secretary attends meetings to provide advice and support.



MEMBERS

Members: Clive Thomson (Chairman), Christopher Colfer, Nolulamo Gwagwa, Itumeleng Kgaboesele, and Nombulelo Moholi

Member changes: Hubert Brody retired after the AGM on 25 November 2024. David Kneale stepped down with effect from 30 September 2024. Nolulamo Gwagwa and Itumeleng Kgaboesele were appointed with effect from 1 November and 26 November 2024, respectively.



KEY MATTERS CONSIDERED AND APPROVED CONTINUED ...

- Finalised the transition to the next phase of the Just Wage initiative. This provides fully funded medical insurance cover to all Woolworths store and supply chain employees with at least one year of service
- Workshopped the Companies Amendment Act requirements on remuneration governance and reporting (wage gap disclosures), along with global reward trends. These included a shift toward skills-based pay, customised rewards based on preferences, and updated LTI benchmarks, reflecting a move toward data-driven practices
- Approved the overall remuneration budget for all employees and the remuneration paid to the Group CEO and Group and subsidiary Exco members
- Reviewed material skills retention risks and management’s mitigation plans
- Reviewed the succession planning for senior management and the bench strength for the top 40 roles in the Group
- Reviewed the talent landscape and progress on talent initiatives during the year. This includes the annual talent workshop which is attended by all Board members and focuses on top talent across the Group

Advancing fair, market-aligned pay and sustainable value creation through our talent strategies, People Value Proposition, and the expansion of the Just Wage initiative.

MANDATE

To ensure the Group’s remuneration is appropriately designed, fair, and market-related to attract, retain, and motivate talent. The committee aims to create a remuneration framework that supports the Group’s strategic objectives and promotes sustainable value creation. It oversees succession planning for senior roles and high-potential employees and ensures that appropriate development and retention strategies are in place.

KEY MATTERS CONSIDERED AND APPROVED

- Followed a more proactive shareholder engagement approach in considering feedback from engagements in 2024 and post the 2024 AGM
- Reviewed an analysis of the long-term incentive (LTI) performance conditions used by retailers in South Africa, Australia and the UK
- Considered shareholder views on the LTI target and performance conditions. The weightings, measurements and targets of the performance conditions were comprehensively assessed
- Finalised the ESG metrics for the 2024 LTI allocation, agreeing to use the supplier development score as the baseline measure
- Reviewed the People Value Proposition initiatives and progress on the rollout of Our Leadership Way across store leadership

2026 FOCUS AREAS

- Engage with shareholders to ensure the continued relevance of the Remuneration Policy and stay abreast of remuneration trends
- Continue to assess the Remuneration Policy and outcomes to ensure the policy remains fit for purpose and supports achievement of the Group strategic objectives
- Monitor the effectiveness of talent management and development strategies, with particular reference to the Group leadership competency framework
- Monitor the implementation of amended Companies Act requirements and ensure compliance with reporting requirements



AUDIT COMMITTEE



COMPOSITION AND MEETING ATTENDANCE

The committee comprises only independent non-executive directors appointed by the Board. The Group CEO and Group Finance Director are invited to committee meetings, along with the Heads of Risk and Compliance, Internal Audit, and Treasury and Tax, and the external auditors. The Group Company Secretary attends meetings to provide advice and support.



MEMBERS

Members: Lwazi Bam (Chairman), Christopher Colfer, Itumeleng Kgaboesele, and Thembisa Skweyiya

Member changes: Clive Thomson stepped down after the AGM on 25 November 2024 as he was appointed as Chairman of the Board. Itumeleng Kgaboesele was appointed with effect from 5 March 2025.



MANDATE

The committee provides independent oversight of the effectiveness of internal financial controls, and the system of internal controls, to ensure the integrity of the Group’s AFS and related external reports. It monitors the effectiveness of the Group’s external and internal assurance functions to ensure the integrity of the Group’s financial and integrated reporting. It is responsible for the appointment, compensation, and oversight of the external auditors, and assesses their independence and effectiveness.

KEY MATTERS CONSIDERED AND APPROVED

- Reviewed the Group Finance Director’s quarterly reports relating to the Group’s financial performance, forecasts, budget, integrated business plan and capital expenditure
- Considered and approved the impairment testing of goodwill, brands, and stores in CRG at year-end, amounting to an impairment of R917 million
- Reviewed reports from the Group Treasury Committee in regard to Treasury Policy compliance and Group funding matters. This included the Group’s debt facilities, refinancing and the ongoing renewal thereof, issuing of Notes under the Domestic Medium Term Note Programme (DMTN), and debt covenant compliance, among others

KEY MATTERS CONSIDERED AND APPROVED CONTINUED ...

- Received quarterly reports on the Group’s tax position and status of tax compliance
- Reviewed proposed refinancing of debt facilities across the Group and the required financial assistance resolutions. Recommended same to the Board for approval
- Continued to consider reporting and legislative developments in respect of sustainability reporting standards
- Reviewed the interim reports and preliminary results announcements and recommended these to the Board for approval
- Assessed and confirmed the appropriateness of the going concern assumption used in the Group AFS
- Recommended interim and final dividend proposals to the Board
- Reviewed the basis for determining materiality for external reporting
- Reviewed the material impacts of the JSE's Report Back on Pro-Active Monitoring of Financial Statements and the Group's response ensured that our processes adequately address impacts
- Reported to the Board on matters concerning the Group's accounting policies, financial controls, records and reporting
- Considered the financial reporting procedures of the Group. Concluded that the procedures are appropriate for the Group
- Reviewed the qualifications and experience of the Group Finance Director and finance management team. Found them to be appropriate to fulfil their roles and to facilitate the preparation of reliable financial information
- Reviewed the Group's policies on price sensitive information, insider trading, the external auditor and accounting and audit matters complaints to ensure continued alignment with good governance practice and regulations and recommended changes to the Board for approval
- Monitored the effectiveness of the internal control framework on financial reporting to support the Group CEO's and Group Finance Director's annual attestation
- Considered the appointment of the Group Head of Internal Audit
- Accepted responsibility for the role of Audit Committee of the South African subsidiaries

2026 FOCUS AREAS

- Monitor the impact of macroeconomic volatility on the Group’s financial position and strategic direction to ensure resilience
- Monitor the Group’s exposure to interest rate movements and responsive measures, including hedging strategies
- Continue to monitor capital allocation decisions in line with the capital allocation framework, ensuring an appropriate balance between capex investments and the return of capital to shareholders
- Continue to ensure that financing decisions are aligned so as to maintain a strong balance sheet and achieve targeted gearing levels per business entity
- Monitor evolving sustainability reporting regulations and ensure appropriate disclosure of financial information and assurance requirements in the Group’s financial reporting



TREASURY COMMITTEE



COMPOSITION AND MEETING ATTENDANCE

The committee comprises three independent non-executive directors and three executive directors appointed by the Board. The Group Company Secretary attends meetings to provide advice and support.



MEMBERS

Members: Lwazi Bam (Chairman), Roy Bagattini, Zaid Manjra, Thembisa Skweyiya, Clive Thomson and Ian Thompson

Member changes: Hubert Brody retired and Clive Thomson stepped down as Chairman after the AGM on 25 November 2024 after being appointed as Chairman of the Board.



KEY MATTERS CONSIDERED AND APPROVED CONTINUED ...

- Reviewed interest rate and foreign exchange risks. Adjusted hedging strategies and cover levels to mitigate volatility
- Monitored the continued integration of sustainability into financial strategy
- Reviewed the Group Treasury Policy and counterparty exposure limits. Recommended proposed amendments to the Audit Committee for approval

MANDATE

To oversee the Group’s treasury management functions and policies. To proactively manage the Group’s treasury risks and exposures within acceptable limits in line with the Treasury Policy guidelines.

KEY MATTERS CONSIDERED AND APPROVED

- Monitored liquidity, gearing, and debt covenant compliance across the Australian and South African operations. Benchmarked these against forecasts amid economic volatility to maintain financial resilience
- Reviewed the dividend policy. Recommended interim and final dividends that balance shareholder returns with financial prudence to support sustainable returns
- Evaluated the merits of share repurchases in light of WHL’s share price outlook and market volatility. Concluded that conditions were not optimal for a repurchase programme
- Monitored the refinancing of debt facilities across the Group, including the issuance of additional listed notes under the DMTN Programme, due to favourable bond pricing. Noted that while this had resulted in a reduced level of ESG-linked bank funding, the committee will continue to monitor debt pricing and remain open to ESG-linked bank funding opportunities, subject to commercial viability

Safeguarding financial resilience through prudent liquidity management, responsive risk mitigation, and the integration of sustainability into our treasury strategy.

2026 FOCUS AREAS

- Monitor the capital structure, liquidity and balance sheet risks, including stress testing and treasury exposures, to enhance financial stability and resilience in line with the Group Treasury Policy
- Oversee capital allocation and associated risks to ensure alignment with approved principles for resource deployment
- Monitor interest rate exposure and responsive hedging strategies amid rate volatility



RISK, INFORMATION AND TECHNOLOGY COMMITTEE



COMPOSITION AND MEETING ATTENDANCE

The committee comprises all nine independent non-executive directors and all three executive directors of the Board. The Heads of Risk and Compliance, Internal Audit, and Treasury and Tax, and the external auditors, are invited to committee meetings. The Group Company Secretary attends meetings to provide advice and support.



MEMBERS

Members: Rob Collins (Chairman), Roy Bagattini, Lwazi Bam, Christopher Colfer, Belinda Earl, Nolulamo Gwagwa, Itumeleng Kgaboesele, Zaid Manjra, Nombulelo Moholi, Sam Ngumeni, Thembisa Skweyiya, and Clive Thomson

Member changes: Hubert Brody retired after the AGM on 25 November 2024. David Kneale stepped down with effect from 30 September 2024. Nolulamo Gwagwa and Itumeleng Kgaboesele were appointed with effect from 1 November and 5 September 2024, respectively.



MANDATE

To assist the Board in the governance of risk, ensuring that risks are identified, assessed, managed, reported, and mitigated across the Group’s enterprise risk management framework. The committee oversees and holds management accountable for the implementation of effective risk management, including risk impacts on the achievement of the Group’s strategic objectives. It also ensures that the information and technology roadmap and investments support the Group’s strategic objectives.

KEY MATTERS CONSIDERED AND APPROVED

- Monitored the Group’s key risks and emerging trends amid economic volatility and geopolitical instability. Analysed the potential impacts of the new USA administration on our two main trading geographies to enable proactive risk mitigation
- Reviewed and adjusted key risk mitigation controls to ensure responsiveness and resilience
- Finalised the strategic risk profile during the annual strategic risk workshop, ensuring alignment with the Group’s long-term objectives and facilitating risk-based decision-making
- Evaluated the effectiveness of risk management processes and the Group’s Business Continuity Programme to ensure crisis preparedness

KEY MATTERS CONSIDERED AND APPROVED CONTINUED ...

- Reviewed the IT strategic roadmap, including the integration of generative AI, to ensure alignment with business priorities and drive operational efficiency, innovation and digital transformation
- Monitored IT operational risk reporting and assessed the adequacy of risk management processes to minimise IT-related incidents
- Oversaw the effectiveness of information security governance, systems, and controls to uphold cyber resilience and maintain the integrity of digital assets
- Reviewed the Information Management Committee’s activities, including data governance frameworks and security policies
- Reviewed the operational and financial impact and implications of electricity supply constraints, including loadshedding trends in South Africa
- Monitored progress on the reconfiguration of CRG’s operating model to enable the execution of the Group’s ‘house of brands’ strategy. Assessed potential impacts on business performance and risk mitigations in place to support the success of the strategy
- Assessed water infrastructure risks (notably in Gauteng, South Africa) and preparedness across stores
- Evaluated safety protocols across stores and distribution centres to mitigate incident risk
- Reviewed food safety risks to ensure the protection of consumer health and brand reputation, and maintain regulatory compliance
- Assessed risks associated with AI, including data leakage and ethical usage. Reviewed employee education on AI to ensure secure, responsible and ethical AI deployment across the business
- Assessed anti-fraud systems and controls. Confirmed that no material fraud was detected during the year
- Reviewed the Group’s insurance programmes to ensure adequate coverage of key insurable risks
- Recommended updates to the Group’s Enterprise Risk Management and Compliance Policies for Board approval to ensure alignment with evolving governance standards
- Reviewed and approved the Group’s combined assurance model
- Received feedback on the Women in Tech initiative. The initiative connects female students with our IT, data and cyber-security professionals to support talent development and social impact
- Conducted a deep-dive analysis of competitive threats from international online retailers. Reviewed mitigation strategies to support the development of differentiated value propositions

2026 FOCUS AREAS

- Scan the risk horizon for emerging risks and opportunities, as well as factors that could influence the Group’s longer-term risk profile
- Monitor the effectiveness of the risk management framework and measures to protect the Group against future disruptions
- Monitor cyber-security measures to increase resilience against cyber-threats and potential data breaches
- Monitor the management of risks associated with accelerated digital transformation to ensure smooth transitions and minimal operational disruptions
- Monitor data governance frameworks and controls to ensure appropriate protection and use of personal data



SOCIAL AND ETHICS COMMITTEE



COMPOSITION AND MEETING ATTENDANCE

The committee comprises four independent non-executive directors and two executive directors appointed by the Board. The chief executives of Food, FBH and CRG, the Group People Director, Director Corporate Social Justice, and the Heads of Strategy, and Risk and Compliance are invited to meetings. The Group Company Secretary attends meetings to provide advice and support.



MEMBERS

Members: Thembisa Skweyiya (Chairman), Roy Bagattini, Nolulamo Gwagwa, Nombulelo Moholi, Sam Ngumeni, and Clive Thomson

Member changes: Hubert Brody retired after the AGM on 25 November 2024. Nolulamo Gwagwa was appointed on 5 March 2025.

2

SCHEDULED MEETINGS

MANDATE

To assist the Board in cultivating an ethical culture and maintaining responsible corporate citizenship. The committee performs its statutory duties according to the Companies Act. It oversees the Group’s compliance programme, covering compliance risk management, health and safety. It also monitors performance in relation to the Inclusive Justice pillar of Vision 2025+, focusing on people, social development, and health and wellness.

KEY MATTERS CONSIDERED AND APPROVED

- Reviewed B-BBEE scorecard targets and progress to reinforce transformation and inclusivity. Noted the positive effects of inclusive justice programmes on performance
- Monitored employee engagement trends across South Africa and Australia, which are used to inform retention strategies
- Monitored inclusive justice initiatives and progress regarding equity, cultural sensitivity, and employee wellbeing across regions
- Reviewed the Competition Commission’s final report on the fresh produce market enquiry. Noted that certain remedial actions, such as changes to pricing display, are required from food retailers, including Woolworths, which the business is attending to
- Assessed the implications of the amendments to the Companies Act regarding wage gap disclosures and actions to develop an appropriate reporting methodology

KEY MATTERS CONSIDERED AND APPROVED CONTINUED ...

- Received reports on the geopolitical landscape following elections in the southern Africa region. This included the formation of a Government of National Unity in South Africa and the civil unrest in Mozambique
- Noted the positive stakeholder engagements in Botswana and ongoing collaboration with the Kenyan Bureau of Standards regarding product testing
- Reviewed the results of the stakeholder perception survey. All scores exceeded the global 75% benchmark, reflecting stakeholder confidence
- Received an overview of the talent landscape. This included progress on employment equity plans and skills development initiatives, as well as the positioning of the Skills Development Plan as a strategic enabler for talent development, succession planning, and retention
- Supported efforts to diversify employee development offerings to enhance career mobility and build a pipeline of future-ready leaders
- Reviewed the Group’s Anti-Bribery and Corruption, Whistleblower and Sponsorship Policies, and the Supplier Code of Business Principles. Reviewed the ongoing training and awareness campaigns to strengthen ethical conduct and regulatory alignment
- Noted that our ambition to reach “Achiever” status in the UN Women Empowerment Principles Gender Gap Analysis was achieved in 2025. With this we are well positioned in our trajectory toward “Leader” status
- Considered the Group Human Rights Declaration, affirming our commitment to ethical labour practices and legal compliance
- Monitored regulations and compliance frameworks to ensure proactive adaptation to any changes
- Approved the annual compliance monitoring plans and reviewed the compliance monitoring reports to mitigate compliance risk
- Accepted responsibility for the role of Social and Ethics Committee of subsidiary companies to ensure consistent ethical standards across the Group
- Collaborated with the Sustainability Committee to ensure alignment on areas of shared accountability and the Vision 2025+ goals

2026 FOCUS AREAS

- Monitor progress against the inclusive justice goals outlined in the refreshed GBJ, focusing on people, social development, and health and wellness. Ensure these initiatives deliver meaningful and measurable impact
- Oversee the implementation of the enhanced Stakeholder Management Programme. Evaluate the quality and effectiveness of engagements to strengthen brand reputation and support long-term, sustainable business growth
- Oversee the compliance framework’s effectiveness and responsiveness to regulatory changes to reinforce operational integrity and ethical governance



SUSTAINABILITY COMMITTEE



COMPOSITION AND MEETING ATTENDANCE

The committee comprises four independent non-executive directors and two executive directors appointed by the Board. The Group Finance Director, Group People Director and Chief Sustainability Officer, along with the chief executives of Food, FBH and CRG, and the Heads of Strategy, Customer and Risk and Compliance are invited to meetings. The Group Company Secretary attends meetings to provide advice and support.



MEMBERS

Members: Belinda Earl (Chairman), Roy Bagattini, Rob Collins, Nombulelo Moholi, Sam Ngumeni, Thembisa Skweyiya, Simon Susman and Clive Thomson

Member changes: Hubert Brody retired and Clive Thomson was appointed after the AGM on 25 November 2024.

2

SCHEDULED MEETINGS

MANDATE

To ensure that the Group remains a leader in responsible retailing in the markets in which it trades, with sustainability embedded operationally and environmental stewardship at the core.

KEY MATTERS CONSIDERED AND APPROVED

- Reviewed climate change impacts on the value chain to ensure strategic alignment, risk mitigation, and identification of sustainability opportunities
- Discussed energy initiatives, including ongoing initiatives to increase solar installations at our buildings. Acknowledged management’s efforts to promote alternative energy sources with our landlords
- Received updates on the Group’s performance against internal sustainability targets under Vision 2025+
- Reviewed key sustainability risks to ensure integration with broader risk management
- Reviewed and approved the sustainability materiality determination process and identified material matters
- Monitored the effectiveness of the combined assurance model to enhance the reliability of sustainability data
- Approved the scope of the limited assurance engagement and readiness review for the 2025 GBJ Report

KEY MATTERS CONSIDERED AND APPROVED CONTINUED ...

- Received external assurance reports, noting an unqualified audit outcome for FY2024
- Recommended the 2024 GBJ Report to the Board for approval
- Received updates on evolving global sustainability reporting standards. This included updates on CRG’s preparation for mandatory climate-related disclosures in Australia in FY2026
- Considered the results of the biannual corporate reputation survey, which included environmental and social dimensions. Considered shareholder feedback from the 2024 AGM which highlighted investor recognition of the Group’s sustainability leadership and increased shareholder interest in Scope 3 emissions targets
- Noted the launch of a research project between CRG and RMIT University to accelerate circular product design
- Reviewed a pioneering CRG collaboration with Vert Design to address the environmental impact of soft plastics. The collaboration resulted in the development of a first-to-market product using co-mingled plastic encapsulated in fabric. The product honours First Nations artists, with curatorial support from the National Gallery of Victoria, and will be launched at Paris Design Week 2025/26
- Noted the Group’s achievement of full membership of the Ethical Trade Initiative
- Received feedback on the responsible sourcing initiatives. Acknowledged the successful achievement of our goal to ensure that 100% of Food private label products include at least one sustainability attribute
- Collaborated with the Social and Ethics Committee to ensure an integrated approach to corporate responsibility and the Vision 2025+ goals
- Received updates on local and global sustainability trends, legislation, and best practices to proactively adapt our strategies

2026 FOCUS AREAS

- Continue to monitor progress against Vision 2025+ goals and oversee development of the refreshed GBJ sustainability goals for the next five years
- Ensure that sustainability continues to be integrated into core operations and decision-making
- Continue to promote innovation in sustainability practices
- Ensure the Group operates in an environmentally and socially responsible way, with an emphasis on promoting responsible consumption, production systems, and behaviours
- Monitor reporting standards and metrics to ensure ongoing compliance with evolving international financial and sustainability reporting standards





EMBEDDING ETHICS INTO OUR CULTURE

The Group is committed to upholding the highest standards of governance, integrity, and accountability. These principles are embedded in our culture and operational practices and guide us in our journey to become one of the world's most responsible and trusted retailers.

Ethical conduct starts with the Board, which shapes and sustains our values-driven culture. The Board has adopted a comprehensive suite of ethics and governance policies that align with the Companies Act, King IV™, the United Nations Global Compact, and Organisation for Economic Co-operation and Development (OECD) principles. Oversight of these policies is delegated to relevant Board committees, and implementation is managed by executive leadership. We review the policies annually to ensure they are current and effective.

The following principles guide our conduct:

LEGAL COMPLIANCE

We comply fully with all the laws and regulations that apply in the regions where we operate. Our established compliance framework and related processes ensure we uphold this commitment.

ANTI-CORRUPTION

We have zero tolerance for any corrupt behaviour. This includes gifts, favours, and facilitation payments, whether offered to or accepted by employees. Our Anti-bribery and Corruption and Gifts and Entertainment Policies establish our position in this regard. The Anti-bribery and Corruption Policy prohibits any attempt to influence business, labour or governmental decision-making. Our Sponsorship Policy prohibits any direct or indirect contribution to any political party, committee or candidate for public office.

CONFLICT MANAGEMENT

We avoid direct, perceived or potential conflicts of interest. Our Conflict of Interest Policy and regular governance conversations guide us to do the right thing when we face ethical dilemmas. Board member conflicts of interest are managed in accordance with the process outlined on page 19.

COMPETITIVE INTEGRITY

We are committed to fair market competition and strictly avoid anti-competitive practices or behaviours.

DATA PRIVACY AND PROTECTION

We have robust data governance policies and frameworks and cybersecurity measures in place to protect the integrity of our data. This includes the personal information of our customers, employees, suppliers, business partners and other stakeholders.

HUMAN RIGHTS

Respect for human rights and dignity is embedded in our culture. We do not tolerate any form of discrimination or inequality. Our commitment to human rights is entrenched in our internal policies and practices and the Inclusive Justice Initiative. This is reinforced by our alignment with the UN Women's Empowerment Principles and the United Nations Global Compact, to which we are signatories.

RESPONSIBLE USE OF ARTIFICIAL INTELLIGENCE

We are committed to responsible and transparent use of AI. Our approach to digital transformation and evolving technologies ensures that we develop and utilise AI applications in ways that are ethical, fair, and free from bias. This is embedded in our Generative AI Governance and Usage Policy. We are building employee awareness through engagements on the ethical implications of AI and its potential for data leakage, particularly regarding personal information and intellectual property.

SUPPLY CHAIN STANDARDS

Our suppliers and other business partners are held to the same standards as we are. They are required to respect human rights and dignity, uphold fair labour and safety standards, and exercise due care in their use of environmental resources and animal husbandry practices. They must adhere to our zero tolerance for bribery, corruption, child labour, and modern slavery. Our Supplier Code of Business Principles, policy statements, and ethical sourcing guides provide clear guidance in this regard.

TRADING RESTRICTIONS

We do not use price-sensitive or other insider information to gain advantage. Our Insider Trading and Price Sensitive Information Policies prohibit trade in the Company's shares during closed or prohibited periods. Prior clearance to trade in the Company's shares during open periods must be obtained by all directors. This includes subsidiary board directors, the Group Company Secretary, members of Group Exco, and investment managers dealing on their behalf.

WHISTLEBLOWING

We provide secure, anonymous, and confidential channels for employees and third parties to report unethical conduct without fear of retaliation. The channels are managed by an independent service provider and governed by our Whistleblower and Accounting and Audit Matters Complaint Policies. We investigate all reports thoroughly and take appropriate action to uphold our ethical standards.

AWARENESS, TRAINING AND ENGAGEMENT

Our Governance Academy promotes ethical awareness across the Group. Through our Governance Week Conversations and monthly ethics topics, we encourage employees to engage with practical scenarios on:

- Ethical decision-making and conflict of interest management
- Anti-bribery and corruption prevention
- Whistle-blower protections and reporting mechanisms
- Cyber-security and data privacy
- Intellectual property and anti-competitive conduct
- Responsible and ethical use of AI

We support these sessions with videos, podcasts, and policy summaries that are accessible to employees across South Africa, the rest of Africa, and Australia.

To find out more about what we're doing, visit

For company-specific information, visit

woolworths.co.za

countryroad.com.au



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