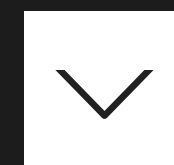


WOOLWORTHS HOLDINGS LIMITED

GOVERNANCE REPORT

2026

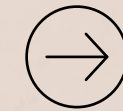
As extracted from the 2026 Integrated Annual Report



START

OUR GOVERNANCE

Driving value creation through purposeful leadership and good governance



CLICK ON BOX TO GO TO THAT SECTION

10

OUR CHAIRMAN'S
REPORT

13

PURPOSE-LED
GOVERNANCE FOR
SUSTAINABLE VALUE
CREATION

17

EFFECTIVE
LEADERSHIP

OUR CHAIRMAN'S REPORT

It is a privilege to present my Chairman's Report for 2026, reflecting on a year that tested the Group but also demonstrated the strength of our foundations, the resilience of our people, and the enduring trust placed in the Woolworths brand by all of our stakeholders.



This year has been an important period of transition for the Group. While the operating environment remained challenging across our key markets, the Group kept its focus on executing against its strategic priorities and disciplined capital allocation. We have continued to invest in our core businesses and capabilities that will shape our long-term future while also maintaining our sector leading dividend payout ratio. While financial performance was affected by softer demand and margin pressure in the apparel businesses specifically, the Group's underlying resilience was evident in continued market share gains in Food, disciplined cost control, positive cash generation, and a strong balance sheet that provides the Group with strategic flexibility.

A significant milestone for us this year entailed the successful transition of the Group CEO role. Roy Bagattini retired at the end of May 2026 after more than six years of dedicated service as Group CEO. Under Roy's stewardship, the Group strengthened its capital allocation framework, de-levered its balance sheet through the disposal of David Jones and sharpened its focus on more returns-accretive businesses and core South African growth opportunities. On behalf of the Board, I extend our appreciation to Roy for his contribution to the Group.

Following a rigorous succession process that considered both internal and external candidates, the Board was pleased to appoint Sam Ngumeni as Group CEO with effect from June 2026. The Board and I are delighted that Sam comes from within the WHL business and brings three decades of experience from across the Group, with deep strategic and operational insight and a proven ability to deliver performance through clear strategic focus and strong execution. His successful leadership of the Woolworths Food business, which continues to deliver above-market growth and sector-leading returns, positions him well to lead WHL through its next chapter. His appointment reflects the depth of talent within the Group, and the Board has every confidence in his leadership.

OPERATING ENVIRONMENT AND CONTEXT

South Africa's macro environment remained challenging through FY2026. While inflation and interest rates eased during the first half of the year, consumer confidence and discretionary spending remained under pressure, and many of our customers continued to navigate high living costs. Infrastructure constraints, climate-related events and adverse weather also affected farmers, communities, suppliers and other parts of our value chain.

In Australia, conditions were similarly constrained. Cost-of-living pressures continued to weigh on household spending, and the retail sector remained highly promotional. Globally, geopolitical uncertainty, trade tensions and tariff volatility added further complexity to an already uncertain operating landscape.

The year also tested the operational resilience of the organisation through heightened security and geopolitical risks. These included the impact of the instability in the Middle East, illegal foreign national protests here in South Africa, and two separate incidents in which improvised explosive devices were detonated at Woolworths stores after trading hours. Most importantly, our people and customers were not harmed. The business responded quickly and responsibly, working closely with authorities, increasing vigilance across our store network, and providing support to our people.

Against this backdrop, the Group continued to focus on what it can control: strengthening its brand; deepening customer relationships; improving availability; investing in digital and data capabilities; and managing costs. These priorities are not new, but they have become even more important in a lower-growth environment where customers are more discerning and competition is intensifying.





STRATEGIC PROGRESS AND VALUE CREATION

FY2026 saw substantial progress in executing several significant multi-year strategic investments including new generation store formats, increased supply chain capacity in Food and investments in digital, data and technology to enhance customer experiences.

This continues the deliberate steps that the Group has taken over recent years to reshape where and how capital is deployed. The sale of David Jones and its associated Australian properties was transformational for WHL, simplifying the Group, strengthening the balance sheet and enabling a sharper focus on the markets and categories where Woolworths has clear competitive advantages.

This has allowed capital and management attention to be directed towards our core South African operations and their long-term growth potential, including continued investment in capabilities and capacity across our Food and Fashion, Beauty and Home businesses. Our focus remains to operate where we have the right to win: where our brands resonate; where quality matters; and where disciplined execution can create enduring shareholder value.

The Group has also invested in adjacent opportunities that strengthen the broader Food ecosystem. The acquisitions of Absolute Pets and more recently In2Food are closely aligned to our capital allocation priorities and provide new avenues for growth and attractive returns potential in areas where the Group has strong capability. During the year, the Group also continued to return capital to shareholders, with R500 million in shares repurchased during FY2026 – taking total share buybacks to over R4 billion since FY2023 and at prices the Board assessed to be below the Group’s intrinsic value.

These actions reflect both a disciplined and purposeful approach to capital allocation. The Board remains focused on optimising our capital structure, directing capital towards opportunities that protect and grow our core businesses, strengthen our brands, enhance operational capability, and create sustainable shareholder value.

As the Group enters its next phase, the strategic shifts now being advanced under Sam’s leadership will create a more focused, resilient and higher-return business. They will build on the Group’s enduring strengths while bringing greater clarity to where and how value will be created.

These strategic shifts include prioritising growth in Food, rebalancing Fashion, Beauty, Home and other adjacencies to deepen customer engagement and strengthen the overall Woolworths ecosystem, embedding the new leadership and a simpler, lower cost and more accountable operating model, applying capital with increased discipline towards those opportunities best placed to deliver sustainable returns, and undertaking a strategic review of underperforming/suboptimal portfolio components.

The Board will continue to exercise active oversight as management translates this strategic intent into improved execution, stronger performance and long-term value creation.

CUSTOMER TRUST AND BRAND STRENGTH

The strength of the Woolworths brand remains one of the Group’s most enduring sources of competitive advantage. Built over decades through a consistent commitment to quality, integrity, and service, the brand has earned a level of customer trust that cannot be taken for granted. This trust is the product of continuous investment in our customer-first approach and underpins our ability to command premium positioning even in a competitive and cost-conscious retail environment.

Importantly, the value of our brands extends beyond commercial performance. It represents a duty of stewardship for the Board and management. The trust customers place in Woolworths must continue to be actively protected, particularly as competition intensifies and technology, social media and misinformation become more sophisticated. Safeguarding this trust through clear strategy, consistent execution and robust governance remains integral to protecting long-term shareholder value.

The continuing strength of the brand is reflected in the recognition Woolworths received during the year, including being named one of the World’s Most Trustworthy Companies for the third consecutive year and receiving the Grand Prix: Most Admired South African Brand. These accolades reflect the trust customers place in the business and the excellence to which our teams aspire every day.

TECHNOLOGY, INNOVATION AND FUTURE READINESS

Technology and artificial intelligence are reshaping the competitive environment. As retailers globally accelerate investment in data, automation and digital capability, the ability to harness technology responsibly and effectively has become increasingly important to efficiency, customer relevance, resilience, and long-term competitiveness.

The Board is encouraged by the ongoing innovation across the Group. The responsible use of technology is helping our people make better-informed decisions, improve the customer experience and unlock efficiencies. We are also seeing encouraging progress in our online business, supported by continued investment in the capabilities needed to serve customers with greater convenience, consistency and efficiency, including our roll out of dark stores. The Group is committed to the continued adoption of technology in a considered and responsible way, strengthening its position as a more agile and future-ready organisation.

OUR GOOD BUSINESS JOURNEY

As global commitment to sustainability and inclusivity is increasingly tested, Woolworths remains resolute in its purpose and values. The Good Business Journey remains deeply embedded in the business and continues to differentiate the Group. It shapes the way we source, invest, employ, partner and contribute to the communities in which we operate.

Our Inclusive Justice Initiative continues to reflect Woolworths' commitment to responsible business. Early in the financial year, Woolworths launched private health insurance for all permanent frontline employees, an industry first, providing over 24 000 store and supply chain employees with access to health benefits for the first time. Woolworths continues to raise the bar on what it means to be a responsible employer.

During the year, Woolworths was voted Business of the Year at the Standard Bank Top Women Awards, recognising its commitment to championing gender equality and women empowerment. This was also reflected in the significant improvement of the Group's standing on the UN Women Empowerment Principles gender gap assessment. The business was also accredited as a Top Employer for 2026 by the Top Employers Institute for the second consecutive year. These recognitions reflect ongoing progress in shaping a world-class organisation where people can thrive.

Progress on our environmental commitments across energy, water, packaging and climate continued through the year. Climate-related risks remain a present challenge, from shifting weather patterns affecting our agricultural supply chains to water scarcity disrupting both our operations and those of our supplier partners. Farmers in key areas are reliant on natural water sources, and Woolworths proudly sponsors numerous alien vegetation clearing projects to improve the availability of water in critical climates. The business response to climate challenges is not reactive but structural: embedding resilience into the way the Group sources, operates and invests.

Our relationships with suppliers are central to our business and to the quality, provenance and innovation our customers expect of us. During the year, allegations were made publicly by two long-standing suppliers. The Board took these matters seriously. At Woolworths, we have an obligation, like all market participants, to create long-term value for our people, our shareholders and the economies in which we trade. Our values are central to the way we operate, and we firmly believe in doing the right thing in the right way. Commercial relationships sometimes evolve or conclude. What will never change is our commitment to conducting ourselves responsibly and with integrity. On these matters, we are confident that the Group acted fairly and in the best interests of our business and our customers. Management have also conducted an independent stakeholder perception survey with key stakeholders including its supplier base in South Africa, and there are no material concerns that have come to light. There is always room to improve and given how important our stakeholders are to us, the teams will remain focused on strengthening these relationships and building on the positive foundations in the year ahead.

The Board and I enter the new financial year with confidence in the Group's strategy, the calibre of its leadership, and the commitment of its people to creating long-term, sustainable value.

BOARD LEADERSHIP

The Board bid farewell to Pinky Moholi, our Lead Independent Director, who concluded her term at the Annual General Meeting in November 2025. Pinky's contribution to this Board for over a decade, and to me personally, has been immeasurable. We extend our profound gratitude to her for her counsel, wisdom and support.

The Board, through the Nominations Committee, remains focused on Board succession, ensuring that the Board's collective skills, experience and perspectives continue to support the Group's strategic priorities and long-term value creation. This work is central to maintaining continuity, strengthening diversity and ensuring that the Board remains well equipped to guide the Group through a changing retail landscape.

In the year ahead, the Board will continue to deepen its engagement with innovation, with particular emphasis on artificial intelligence and digital transformation, and the implications for the retail sector. We will also continue to enhance our understanding of evolving sustainability, climate change and stakeholder expectations, ensuring that our governance remains both rigorous and forward-looking.

A WORD OF THANKS

On behalf of the Board, I extend my sincere appreciation to our leadership teams and to all our people across the Group in South Africa, the rest of Africa, Australia and New Zealand. Their passion, resilience and commitment have supported the progress made this year. I also thank my fellow Board members for their continued dedication and look forward to Sam and his leadership team taking the Group forward.

Thank you also to our partners, suppliers, shareholders and customers for your continued trust, loyalty and support. Your confidence in our brands and business continues to underpin our success.

LOOKING AHEAD

The macro environment is likely to remain challenging in the near term, but the Group begins FY2027 with momentum, renewed leadership and a clear strategic direction. Our task now is to build on these foundations through disciplined execution, converting strategic intent into consistent, profitable growth, deepening our stakeholder relationships, and strengthening our brands to unlock sustainable value across the Group.



PURPOSE-LED GOVERNANCE FOR SUSTAINABLE VALUE CREATION

The Board is committed to ethical and effective leadership that supports the Group's purpose and enables sustainable value creation over the long term. Through good corporate governance, independent judgement and considered decision-making, the Board provides the oversight and guidance needed to strengthen resilience and support enduring positive impact.

As the Group continues to operate in a dynamic and uncertain environment, the Board remains focused on providing clear and responsible oversight, balancing performance with responsibility and ensuring that strategic choices are made with due regard to their broader impact. In doing so, the Board considers the interests and expectations of our people, customers, suppliers, shareholders, communities and the environment.

Our governance approach is shaped by a diverse and experienced Board, a robust governance framework and a shared belief that strong governance builds trust, resilience and responsible growth. The Board's collective judgement and independence of thought enable it to support, challenge and guide the business in a manner that advances the Group's long-term strategic ambitions and supports sustainable outcomes.

Details of the Board's composition, skills and experience during the financial year are set out on the next page. Further information on our governance framework, Board and committee activities, and sustainability leadership is provided in the sections that follow and in the Good Business Journey Report available on our website [woolworthsholdings.co.za](https://www.woolworthsholdings.co.za).



OUR BOARD



CLIVE THOMSON
(60) South African

Chairman and Independent
Non-executive Director
Joined the Board in 2019

(c) N T R SE S



SAM NGUMENI
(58) South African

Group Chief Executive Officer
and Executive Director
Joined the Board in 2014

T R SE S



NOLULAMO (LULU) GWAGWA
(67) South African

Independent
Non-executive Director
Joined the Board in 2024

N R SE S



LWAZI BAM
(54) South African

Independent
Non-executive Director
Joined the Board in 2023

(c) A (c) T R RE



ROB COLLINS
(56) British

Independent
Non-executive Director
Joined the Board in 2022

(c) R R S RE



THEMBISA SKWEIYIYA
(53) South African

Independent
Non-executive Director
Joined the Board in 2019

(c) SE A T R S



CHRISTOPHER COLFER
(57) Canadian

Independent
Non-executive Director
Joined the Board in 2019

N R R A



ITUMELENG KGABOESELE
(55) South African

Independent
Non-executive Director
Joined the Board in 2024

(c) R A R



BELINDA EARL
(64) British

Independent
Non-executive Director
Joined the Board in 2019

(c) S N R SE



ZAID MANJRA
(61) South African

Group Finance Director
and Executive Director
Joined the Board in 2023

T R



CHANTEL REDDIAR
(50) South African

Group Company Secretary
and Director: Governance,
Risk and Compliance,
Legal, Communications and
Stakeholder Management
Appointed in 2016

DIRECTORS WHO RETIRED
DURING THE FINANCIAL YEAR

NOMBULELO (PINKY) MOHOLI

Lead Independent Director
and Independent
Non-executive Director
Retired at the AGM on
17 November 2025

ROY BAGATTINI

Group Chief
Executive Officer and
Executive Director
Retired on
31 May 2026



BOARD SKILLS AND EXPERIENCE

The Board continuously evaluates the balance of skills, experience, diversity and knowledge of its directors and is satisfied that, collectively, the Board is well-resourced to provide effective leadership and oversight of the Group.

As the Group’s strategy increasingly focuses on customer, data, digital, AI-enabled capability, omnichannel retail and agile execution, the Board has continued to build its collective understanding of emerging retail and technology trends. Board development activities during the year included strategy deep dives, customer focus sessions, AI strategy updates, new retail format immersions, and discussions on sustainability and water risk. The Board’s current skills set is detailed in the matrix below.



BOARD COMPOSITION

As at 28 June 2026



INDEPENDENT
NON-EXECUTIVE
DIRECTORS



EXECUTIVE
DIRECTORS

INDEPENDENT AND BALANCED OVERSIGHT

GOVERNANCE PRINCIPLES

Board appointments follow a structured process aligned with our Director Appointment and Board Diversity Policies available on our website www.woolworthsholdings.co.za/governance/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 the King V principles and our Memorandum of Incorporation (MOI).

VALUE CREATION IMPACT

With 80% independent non-executive directors, the Board is well positioned to exercise objective judgement, provide constructive challenge and support decisions that promote sustainable performance and long-term value creation.

DIVERSITY

GOVERNANCE PRINCIPLES

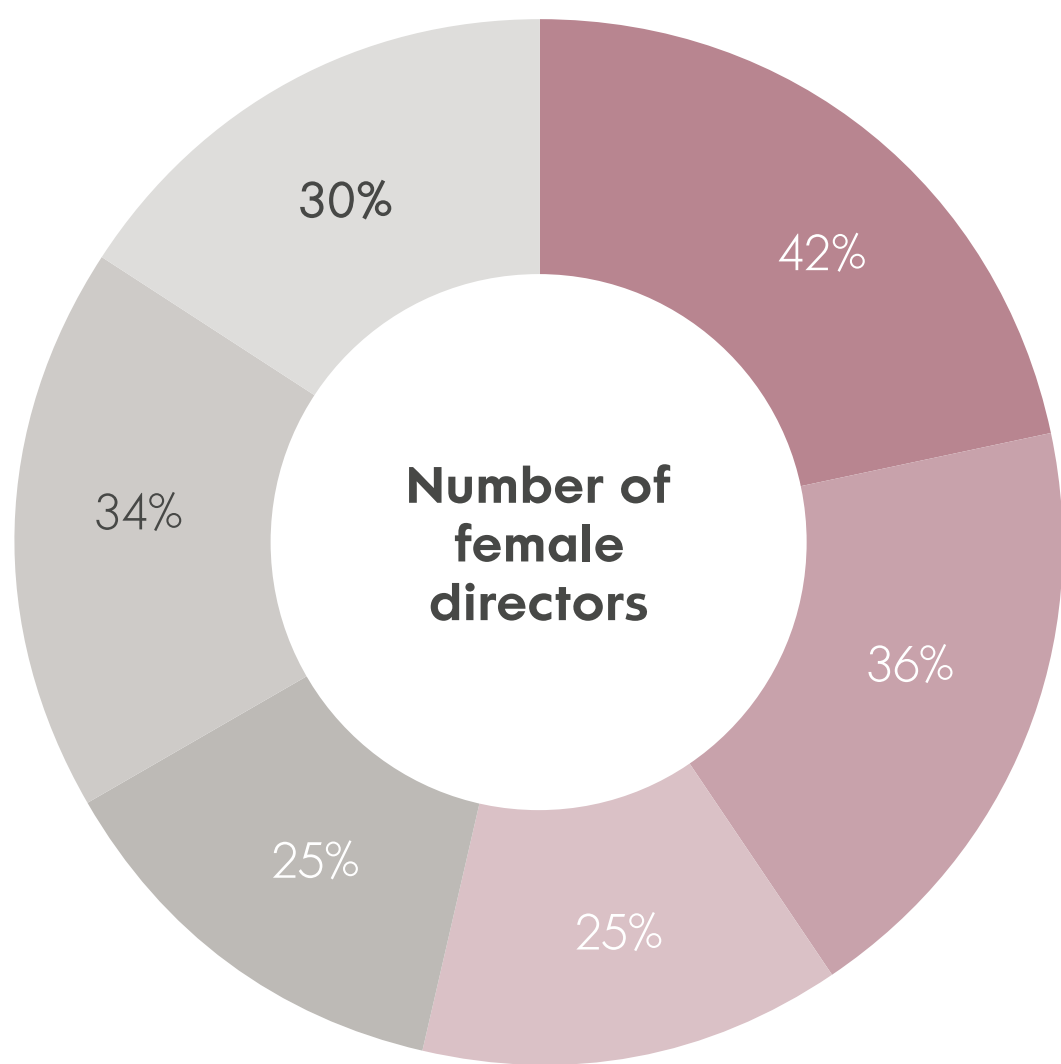
Our Board effectiveness stems from the diverse attributes, integrity and independence of our Board members.

The Board maintains voluntary targets of 40% each for female and black directors' representation, with an aspirational goal to increase each measure to 50% over time, subject to appropriate skills, succession and Board composition considerations.

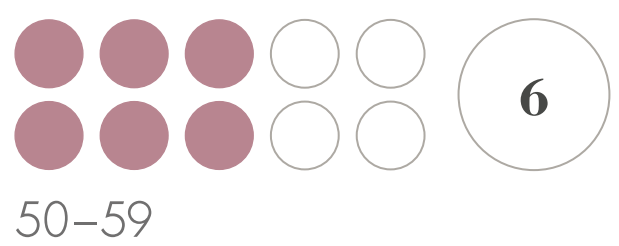
Our voluntary targets and aspirational goals are embedded in the Board's succession planning.

VALUE CREATION IMPACT

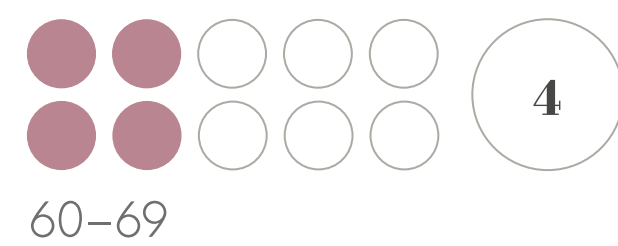
The Board recognises diversity as both a governance priority and a source of strategic insight. Its mix of race, gender, skills, experience and geographic perspectives enhances the quality of deliberation, supports more informed decision-making and strengthens the Board's ability to oversee the Group in dynamic market environments, while anticipating market risks and opportunities as these emerge.



2021 2022 2023 2024 2025 2026



Board age profile



TENURE

GOVERNANCE PRINCIPLES

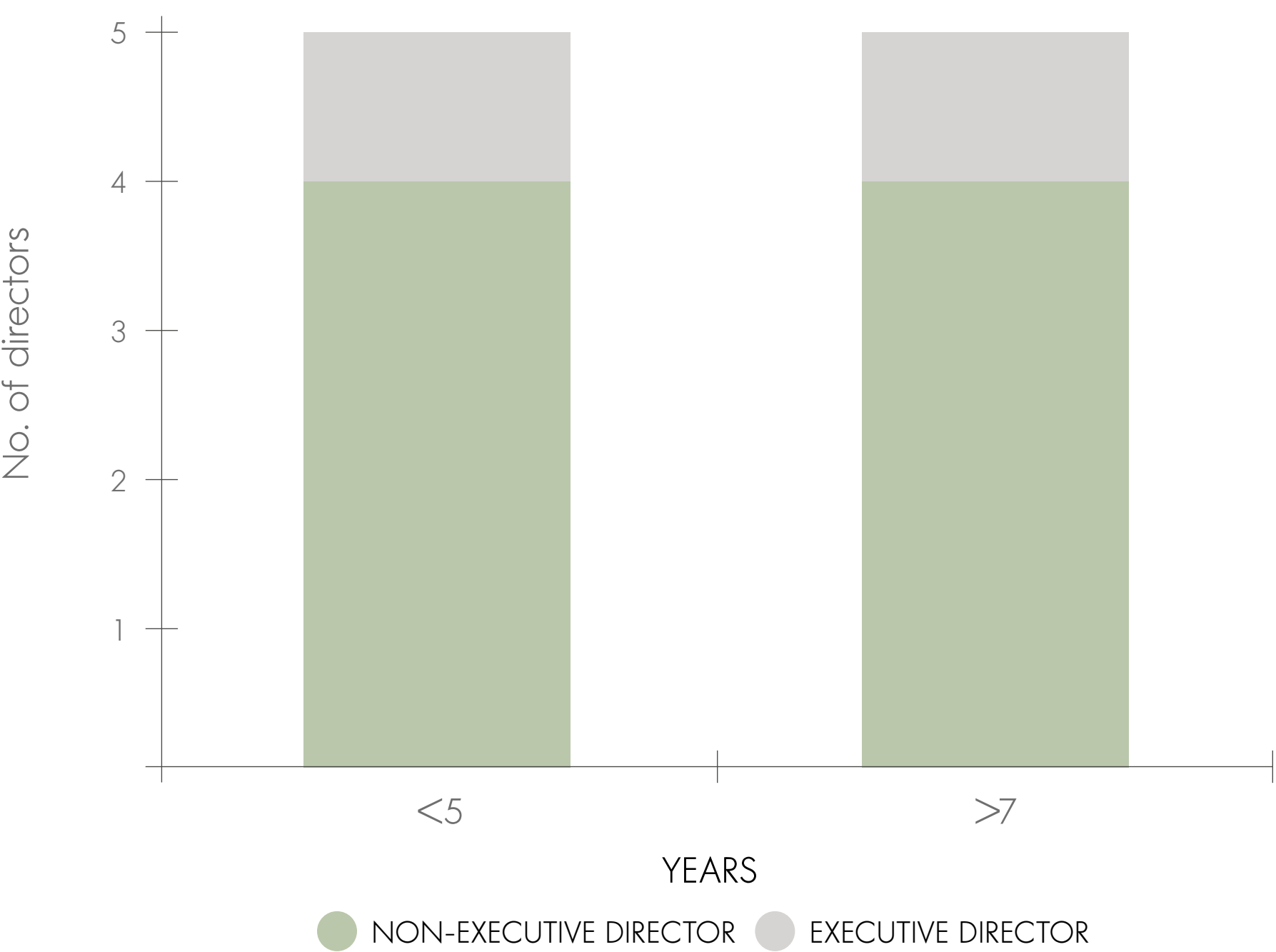
Non-executive directors serve up to nine years with potential extensions in exceptional circumstances following a rigorous independence assessment in accordance with the MOI.

Executive directors retire at 63 and have an option to retire early from the age of 55, ensuring leadership renewal.

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

VALUE CREATION IMPACT

The Board's tenure limits, supported by a three-year re-election cycle, promote an appropriate balance between continuity, independence and renewal. This strengthens Board effectiveness by preserving institutional knowledge while ensuring regular refreshment of skills, perspectives and oversight capacity.



EFFECTIVE LEADERSHIP

The Board’s oversight remained disciplined and forward-looking, with ongoing engagement, support and challenge provided to executive leadership on the matters most material to performance and long-term value creation.

The Group CEO succession and the proposed acquisition of in2food required the Board to devote more time to material matters during the year. The Board applied disciplined oversight to these significant matters, ensuring that the leadership transition and transaction processes were managed through a structured and considered approach in support of long-term value creation.

The Board met quarterly and convened Board calls every six weeks between scheduled meetings to maintain regular oversight and responsive engagement. Two additional Board meetings were held to review and approve the FY2025 annual financial results and FY2026 interim financial results, providing dedicated time for the Board to assess the Group’s financial performance and reporting considerations. A number of additional meetings were held by the Nominations Committee and the Board to finalise the Group CEO Succession process.

Board weeks remained an important part of the Board’s governance rhythm, creating dedicated time for engagement with the Group CEO, Exco and business leaders, committee deliberations, strategic discussions, deep dives and post-meeting reflections. This approach supports informed decision-making, encourages open dialogue and enables the Board to balance current performance oversight with forward-looking strategic consideration.

At each quarterly meeting, the Group CEO and Exco members provided the Board with integrated strategic, operational and financial updates. These reports highlighted the principal matters affecting performance, the actions taken during the quarter and the priorities for the period ahead, while also drawing attention to relevant headwinds, macroeconomic developments, key risks and emerging opportunities.

Each quarterly Board week also included informal engagement between non-executive directors, the Group CEO and senior leaders, as well as post-meeting reflection sessions. These engagements created space for open discussion, enabled directors to test assumptions and supported continuous improvement in the quality of Board deliberations.

The Group Finance Director supported the Board’s financial oversight through detailed reporting on results, forecasts and treasury matters. These reports enabled directors to assess capital allocation, balance sheet efficiency, gearing levels, debt covenant compliance, liquidity, refinancing activity and hedging strategies in the context of the Group’s operating performance and capital allocation priorities.

Directors maintained full attendance at Board and committee meetings during the year, reflecting the priority they placed on active participation and effective discharge of their responsibilities. This is consistent with the Board’s expectation that directors have sufficient capacity to fulfil their duties and contribute meaningfully to Board and committee deliberations.

The principal matters considered and approved by the Board are outlined on the next page, with the key activities and decisions of each Board committee addressed in the committee reports that follow.

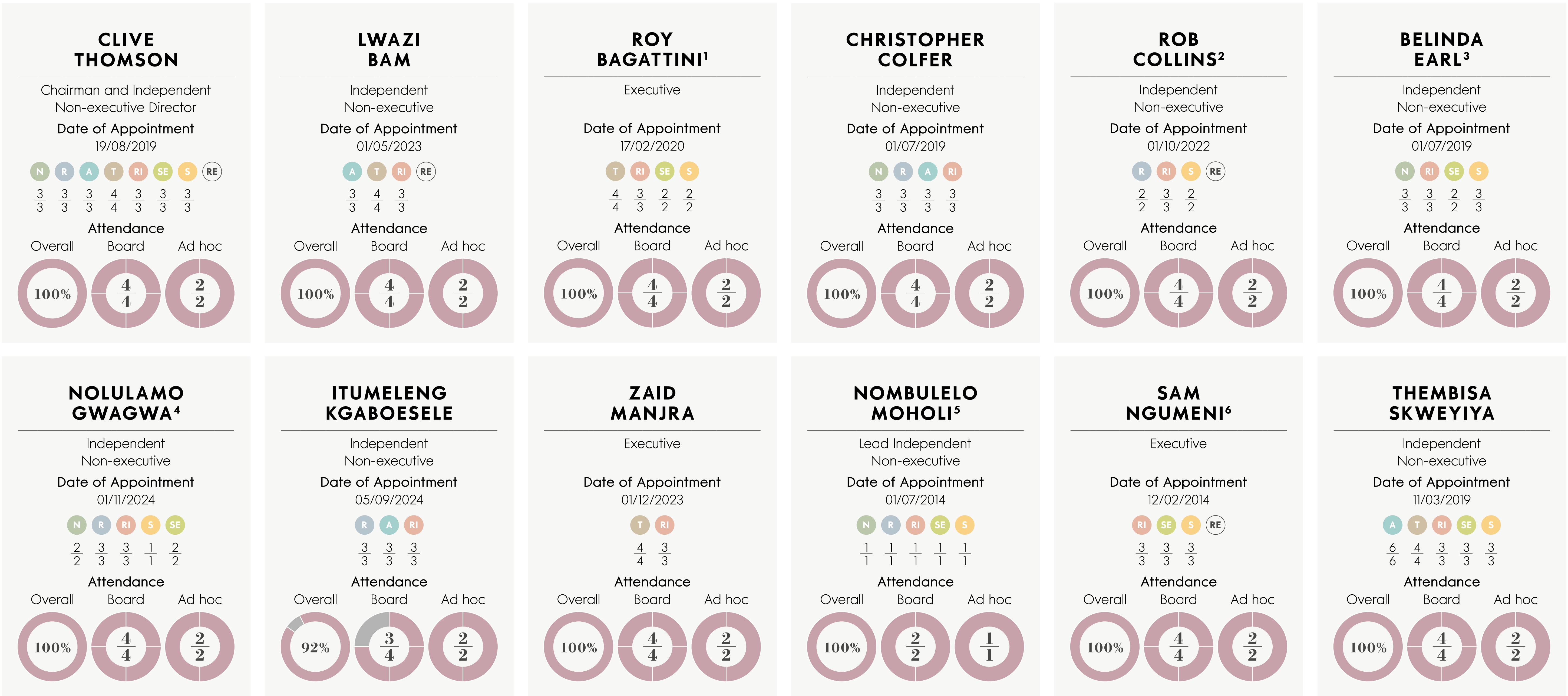
TECHNOLOGY, DATA AND AI GOVERNANCE

The Board recognises that technology, data, digital commerce and AI are increasingly central to the Group’s ability to compete, serve customers and operate efficiently. During the year, the Board received updates on technology stability, data governance, the online strategy reset, the relaunch of Woolworths Loyalty programme MyDifference, AI-enabled capability and cyber security.

The Board’s oversight emphasised responsible adoption, clear governance, customer value, risk management and the need to modernise capabilities where appropriate.



BOARD AND COMMITTEE ATTENDANCE FOR THE YEAR UNDER REVIEW



KEY BOARD FOCUS AREAS AND MATTERS APPROVED IN 2026

ADVANCING STRATEGIC GROWTH AND RESILIENCE



The Board oversaw progress against the Group’s strategic priorities as the business navigated a volatile operating environment. Discussions focused on strengthening the core, scaling growth platforms, enhancing customer experience, improving product availability, preserving a strong balance sheet and ensuring disciplined capital allocation. The Group CEO Succession and the acquisition of in2food also occupied significant time on the Board’s agenda. This involved the following activities:

- Group CEO Succession.
- in2food acquisition.
- Assessed quarterly performance against the Group’s strategic priorities, growth blueprint and scorecard measures.
- Engaged with management on the Integrated Business Plan. Discussions covered macroeconomic and geopolitical developments, consumer sentiment, cost pressures, material matters, strategic risks and opportunities.
- Monitored Food’s performance and growth levers, including product innovation, availability, Dash, Engen, Food Services, Rest of Africa (ROA) and next generation stores.
- Reflected on initiatives to strengthen customer relationships through product innovation, improved availability, tactical category management strategies and the rollout of next generation formats.

- Engaged on Fashion, Beauty and Home performance, with a focus on availability, inventory, Beauty, Home, WEdit and next generation store formats.
- Tracked progress on Country Road Group’s turnaround and repositioning. This included brand performance, inventory management, supply chain transformation, cost optimisation, marketplace development and the new online fulfilment model.
- Assessed the commercial landscape and competitor environment across the operating regions, with particular focus on macroeconomic conditions in both major trading geographies.
- Monitored the completion of the Midrand distribution centre expansion, a key supply chain investment aimed at strengthening capacity, improving fulfilment capability and supporting future growth.
- Considered the Group’s customer, loyalty and omnichannel priorities, including the Woolworths relaunch of the Loyalty programme – MyDifference, fulfilment and the online strategy reset.
- Reviewed the Group’s AI strategy and governance approach, including ethical AI principles and opportunities to improve customer experience and operational efficiency.
- Approved additional FY2026 investment opportunities,

- including accelerated next generation stores, brand and customer investment, and AI enablement.
- Approved a Board subcommittee to engage with management on the in2food transaction and make recommendations to the Board.
- Approved the proposed acquisition of in2food following extensive due diligence. The Board considered strategic fit, synergies, valuation, funding, approvals and execution risks.
- Monitored performance against the FY2026 budget refresh and forecasts and approved the FY2027 budget. The Board considered consumer pressure, inflation, fuel and freight, currency, geopolitical impacts and CRG recovery assumptions.
- Maintained oversight of capital allocation and shareholder returns, including dividends, share repurchases, refinancing, hedging, and the funding implications of in2food.
- Considered shareholder feedback following engagement sessions held with shareholders ahead of the annual general meeting held in November 2025.
- Monitored governance and regulatory developments, including the JSE Simplification Project, King V and Companies Amendment Act requirements.

More detail is provided in the Strategy Report.

RISK MANAGEMENT



- The Board discharges its risk governance responsibilities through the Risk, Information and Technology Committee, which comprises all Board members. This ensures that the entire Board maintains active oversight of the Group’s risk management processes, that risk, information and technology governance is approached in an integrated manner, and that risk management strategies remain closely aligned with the Group’s strategic objectives.

- During the year, the Committee reviewed the Group’s strategic risk landscape. Focus areas included macroeconomic volatility, geopolitical disruption, the Middle East conflict, cyber risk, data governance, AI adoption, business continuity, supply chain resilience, third-party risk management, infrastructure constraints, competitive threats and socio-political volatility.
- The Committee also considered crisis readiness and the Group’s response to security incidents affecting stores in South Africa. Management activated the Crisis Management

Team, prioritised the safety and wellbeing of employees and customers, cooperated with law-enforcement authorities, increased vigilance across the store network and maintained coordinated communication with key stakeholders. These events reinforced the importance of clear protocols, business continuity planning and timely stakeholder communication.

More detail is provided in the Risk Report.



FINANCIAL OVERSIGHT



- Approved the FY2025 annual and FY2026 interim financial results, including the solvency and liquidity tests and going concern assessments, following comprehensive reviews by the Audit Committee.
- Declared the FY2025 final and FY2026 interim dividends, maintaining the Group's established 70% payout ratio while balancing shareholder returns with financial prudence and investment in strategic priorities.
- Reviewed the FY2026 budget refresh, forecasts and FY2027 top line budget, taking into account trading trends, macroeconomic conditions, currency volatility, fuel and freight cost pressures

and economic assumptions for South Africa, ROA and Australia.

- Monitored the Group's financial performance and capital management, key performance indicators across all business units, capital efficiency, leverage and liquidity.
- Approved and monitored share repurchases within approved parameters and considered the impact on earnings measures, capital allocation, gearing and balance sheet flexibility.
- Considered the funding of the proposed in2food acquisition and related refinancing requirements.

More detail is provided in the Results section.

GOVERNANCE



The Board continued to apply the principles of King IV™ and monitored developments relating to King V, the Companies Amendment Acts, the JSE Limited Listings Requirements and Debt and Specialist Securities Listings Requirements and the JSE Simplification Project. Management assessed the implications of King V and concluded that the Group's existing governance practices are substantially aligned with the outcomes-based governance philosophy reflected in King V. Further information is our Disclosure Report available on our website at www.woolworthsholdings.co.za.

The Board further:

- Approved the 2026 Integrated Annual Report, GBJ Report and Notice of AGM, ensuring comprehensive disclosure and transparency.
- Reviewed the Board Charter, Group delegations of authority matrix and committee Terms of Reference, and approved updates to maintain relevance and enhance governance effectiveness.

- Reviewed and approved amendments to key governance policies, including the Director Appointment, Board Diversity, Conflict of Interest, Anti-Bribery and Corruption, Whistleblower, Sponsorship, Insider Trading, Price Sensitive Information and Code of Business Principles policies.
- Reviewed directors proposed for election or re-election and non-executive directors proposed for election to the Audit and Social and Ethics Committee at the 2026 AGM.
- Reviewed and approved changes to the composition of Board committees and major subsidiary boards to ensure an appropriate balance of skills and experience.
- Reviewed the outcomes of the 2026 internal Board evaluation and approved recommendations to further enhance Board performance.
- Held the Group's hybrid AGM in November 2025, enabling active shareholder engagement.

PEOPLE, TALENT AND SUCCESSION



The Board recognises that our people are integral to the Group’s success and central to the execution of our strategic objectives. Attracting, developing and retaining key talent remains a top material matter and strategic risk, particularly in the context of a rapidly evolving retail, digital and data-enabled environment.

The Board oversaw the structured Group CEO succession process, culminating in the appointment of Sam Ngumeni as Group CEO with effect from 1 June 2026. The transition was supported by a comprehensive transition plan and structured onboarding. The Board further monitored the operating

model reset and related organisational structure changes implemented by the Group CEO, following his appointment.

The Board continued to receive regular updates on talent strategies, leadership development, employee experience, succession planning and the continued implementation and evolution of the People Value Proposition (PVP). The annual Talent Review Workshop, hosted by the Remuneration and Talent Management Committee, was attended by all Board members and provided valuable insights into the Group’s talent landscape and succession pipeline.

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. The Board:

- Received feedback on performance against the Vision 2025+ goals and the development of refreshed GBJ goals for the next five years.
- Considered progress on sustainability metrics, reporting alignment, external assurance and the integrity and comparability of sustainability disclosures.
- Monitored the Group’s progress in advancing Inclusive Justice, including deepening our efforts in people development, health and wellness, and social upliftment, which are central to our Inclusive Justice Initiative.
- Reviewed climate-related and nature-

related risks, including water security, agriculture, supply chain resilience and responsible sourcing, and considered the impact of animal diseases on the Food supply chain.

- Reviewed progress on renewable energy, emissions reduction, packaging and circularity, responsible sourcing, traceability, water stewardship, regenerative agriculture and supplier engagement.
- Received insights on global sustainability trends to enable early detection of regulatory shifts and proactive responses to maintain our leadership in responsible retailing.
- Monitored the integration of Absolute Pets into the Group's sustainability reporting.

More detail is provided in the GBJ Report.

STAKEHOLDER ENGAGEMENT AND REPUTATION MANAGEMENT



We strive to maintain proactive, transparent and constructive relationships with all our stakeholders. This supports trust in our brands, strengthens our corporate reputation and helps ensure that our strategic priorities remain aligned with stakeholder expectations. These relationships are underpinned by our shared commitment to ethical conduct, integrity and a zero-tolerance stance on corruption. We likewise expect our suppliers and employees, to uphold the highest standards of responsible and ethical behaviour.

In addition to the stakeholder engagement activities detailed on pages 40 to 46 and in the GBJ Report, the Board:

- Reviewed feedback from the Social and Ethics Committee regarding the Group’s stakeholder engagement across our businesses, including engagements with government, industry bodies, organised business and diplomatic stakeholders to support licensing, policy engagement, cross-border trade enablement, market intelligence and operational continuity.
- Reviewed the updated Stakeholder Management Policy, which reinforces a consistent framework for ethical, proactive and outcome-based stakeholder engagement across the Group’s key stakeholder categories.
- Received updates on investor engagements following

the release of the year-end results, including roadshows conducted. These engagements provided deeper insight into investor sentiment regarding the Group’s performance and strategy, as well as key areas of concern. They also enhanced transparency, supported investor confidence and informed strategic communication and capital market positioning.

- Considered detailed feedback from shareholder engagements ahead of the 2025 AGM, reinforcing the Group’s commitment to best-practice remuneration governance and providing a platform to address shareholder concerns.
- Considered customer reputation and sustainability perception research to assess stakeholder confidence, brand trust and the Group’s relative standing, noting that Woolworths remained first overall in reputation scores across Food and Fashion and continued to lead the Food and Fashion sustainability score indices ahead of competitors.
- Considered findings of the 2026 Stakeholder Perception Survey, which confirmed strong stakeholder confidence and reputational strength across employee and external stakeholder groups. Opportunities to further strengthen trust, engagement and relationship health through more responsive and intentional stakeholder engagement were noted.



BOARD GOVERNANCE APPROACH

The Board adopts leading governance practices and ensures that robust governance, risk and compliance frameworks are in place to support ethical and effective leadership. The Group continues to apply the principles of King IV and now King V to ensure that its governance framework, policies and practices remain appropriate, responsive and aligned to evolving expectations.

BOARD RENEWAL AND LEADERSHIP TRANSITION

The Nominations Committee maintained a strategic focus on Board succession planning to ensure that the Board and its committees continue to have the appropriate balance of skills, experience, independence, diversity and continuity to support the Group's evolving strategy and value creation ambitions. This remains particularly important as several non-executive directors approach key tenure milestones over the next few years.

During the year, Pinky Moholi retired from the Board at the 2025 AGM. Roy Bagattini retired as Group CEO and executive director with effect from 31 May 2026, and Sam Ngumeni was appointed Group CEO with effect from 1 June 2026. The year's succession priorities focused on ensuring continuity through the Group CEO transition, maintaining stability in Board committee composition, planning for upcoming non-executive director tenure milestones and progressing the search for additional non-executive directors with appropriate retail, brand, technology and finance-related experience.

NON-EXECUTIVE DIRECTOR SELECTION AND INDUCTION

Board appointments follow a structured approach in accordance with the Director Appointment and Board Diversity policies, which establish comprehensive appointment and diversity frameworks. These policies support balanced power distribution and authority at Board level, foster collaborative decision-making and prevent dominance by any individual director. They include criteria for evaluating candidate independence, managing potential conflicts of interest and ensuring that candidates have sufficient time and capacity to fulfil their Board and committee responsibilities.

Our director induction process ensures that new directors can effectively fulfil their statutory responsibilities and gain an understanding of the Group's strategic priorities. The programme includes structured interactions with executive and management teams, tours of key facilities, including stores, distribution centres and support offices in South Africa and Australia, and dedicated one-on-one sessions with senior management.

CONTINUOUS BOARD DEVELOPMENT AND BUSINESS IMMERSIONS

The Board continued to invest time in business immersions, director development and externally informed learning sessions to deepen its understanding of the Group's strategic priorities, emerging risks, industry trends and evolving customer expectations. These engagements strengthened the Board's ability to provide informed oversight, constructive challenge and practical guidance in support of sustainable long-term value creation. These activities included:

- Continued interactions and informal engagements with management and emerging leaders to deepen directors' understanding of the Group's people, culture, operating priorities and leadership pipeline.
- Non-executive director insight sessions, drawing on directors' experience in relevant markets and disciplines to enrich strategic debate and support knowledge-sharing across the Board.
- Immersions into the Food and FBH teams' innovation and product development capabilities, including walk-throughs of the next generation store format and product innovations.
- Conducted a deep-dive review of the MyDifference Loyalty reset, including implementation learnings and actions to improve the customer experience.
- Presentations by external analysts on the local and global macroeconomic and social environments, supporting the Board's understanding of trading conditions, consumer pressures and market-specific risks and opportunities.
- A deep-dive risk review of the potential impacts of the entry of international online retailers, online gambling trends and the Middle East conflict on the Group's business and major trading geographies, including implications for trade, supply chains, geopolitical stability and consumer confidence.
- Updates on sustainability topics affecting the Group and the broader retail industry, as well as global sustainability trends, regulatory developments and emerging expectations.
- Customer focus group sessions to deepen the Board's understanding of evolving customer expectations, behaviours and priorities.
- Presentations on animal diseases and water risk, with a focus on potential impacts on supply chain resilience, product availability and the Group's ability to trade.

These activities supported informed decision-making and helped directors maintain a current and practical understanding of the Group's markets, customers, people, risks and opportunities. A dedicated Reading Room on the Board's digital platform further supplemented this programme by providing curated content on macroeconomic trends, governance developments, sustainability, retail innovation and strategic issues relevant to the Group.

BOARD FOCUS AREAS FOR 2027

The Board's 2027 focus areas reflect the priorities required to support resilient performance, disciplined execution and sustainable long-term value creation in a constrained and evolving operating environment. These include:

- Support the Group CEO transition through continued engagement, guidance and oversight, and ensure sustained focus on strategy execution and long-term value creation.
- Monitor delivery of the Group's strategy and FY2027 budget in a constrained and uncertain operating environment.
- Oversee the completion and integration of the in2food transaction, subject to regulatory approvals.
- Continue disciplined capital allocation, liquidity management and balance sheet oversight.
- Monitor progress of the online strategy reset, the relaunched MyDifference, AI-enabled capability and customer experience.
- Maintain focus on CRG recovery, brand repositioning and performance.
- Continue to strengthen cyber resilience, third-party risk management, crisis readiness and business continuity.
- Monitor sustainability, climate-change resilience, responsible sourcing and GBJ priorities beyond 2030.
- Oversee the Group's progress in advancing Inclusive Justice.
- Continue Board and committee succession planning, Board effectiveness improvements and director development.





2026 BOARD AND COMMITTEES' EFFECTIVENESS EVALUATION

The Board conducted an internally facilitated Board effectiveness evaluation during the year, in line with its policy of alternating between independent and internal reviews. The evaluation focused on the Board's composition, ways of working, strategic engagement, committee effectiveness, succession planning and the quality of information and debate in the boardroom.

The evaluation confirmed that the Board continues to function effectively, with strong levels of engagement, constructive interaction and a well-established governance framework. External speakers and Board immersion sessions were again highlighted as valuable contributors to Board effectiveness. The Board nevertheless identified targeted opportunities to further strengthen its impact and future readiness. These included:

- Allocating additional time to forward-looking, externally informed strategic discussions, including future trends, competitive dynamics and growth opportunities.
- Continuing a structured Board learning programme focused on technology, cyber security, data governance and the practical application of AI in retail.
- Increasing exposure to the business through deeper and more frequent immersions in stores, operations, customers and key commercial drivers.
- Enhancing Board ways of working to maintain an appropriate balance between operational reporting and strategic focus.
- Continuing Board reflection sessions at the end of each Board week to assess the robustness of deliberations and alignment with Board commitments.
- Continuing engagement with key talent and creating more opportunities to leverage the diverse expertise and experience of non-executive directors.

The Board will continue to use these actions to strengthen governance effectiveness, deepen strategic engagement and ensure that Board learning remains aligned with the Group's evolving retail, digital, risk and sustainability priorities.

CONFLICT OF INTEREST

Directors are expected to act in good faith and prioritise the Group's best interests. The Board Conflict of Interest Policy, applicable to the WHL Board and the boards of WSA and CRG, 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 new commitments that might present conflicts with their duties, while executive directors must similarly engage with the Group CEO regarding potential conflicts.

Directors and Group executives may not use their position or inside information for personal benefit or to advantage related third parties. Directors must disclose any financial or other interests held by themselves or related third parties on appointment, before each Board meeting and whenever changes arise that are likely to create a potential conflict. Directors' interest registers are maintained and regularly updated.

GROUP COMPANY SECRETARY

Chantel Reddiar continues to serve as Group Company Secretary and Board and committee adviser on governance and legal matters. In this capacity, she collaborates with the Board and committee chairs on meeting content and supports 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 confirmed her capability to perform the required duties on behalf of a public company. The Board considers her appropriately independent in accordance with the relevant governance practices and confirms that an arm's-length relationship exists between the Board and the Group Company Secretary. In addition to the company secretarial function, Chantel is responsible for the Group's governance, risk, compliance and legal functions, as well as communications and stakeholder relations, and is supported by suitably qualified and experienced teams.

COMPLIANCE

The Board retains ultimate accountability for compliance risk and for ensuring the effectiveness of the Group's governance, risk and compliance framework. Oversight of compliance is delegated to the Social and Ethics Committee, which ensures that the Group maintains an adequately resourced and effective compliance function, and that appropriate policies, systems and controls are in place to support compliance with applicable laws, regulations and internal standards.

The compliance function adopts a structured, risk-based approach to identifying, assessing and managing compliance obligations. It contributes to embedding an ethical and compliant culture across the Group through regulatory advisory services, targeted training and awareness initiatives, and effective complaints and ethics management processes. The Group's risk, audit and compliance functions operate in a coordinated manner aligned to the combined assurance model.

ANNUAL COMPLIANCE CERTIFICATE AND KING CODE COMPLIANCE

The Board endorses a holistic approach to corporate governance and the purposeful application of the governance principles contained in the King Code. The Board is of the opinion that the Group has applied the applicable King governance principles and complied with the requirements of the Company's Memorandum of Incorporation, the Companies Act, and the JSE Limited Listings Requirements and Debt and Specialist Securities Listings Requirements. The annual compliance certificate confirming the Group's compliance with the JSE Limited Listings Requirements and Debt and Specialist Securities Listings Requirements for the reporting period will be submitted to the JSE in accordance with the applicable timelines.

GOVERNANCE FRAMEWORK

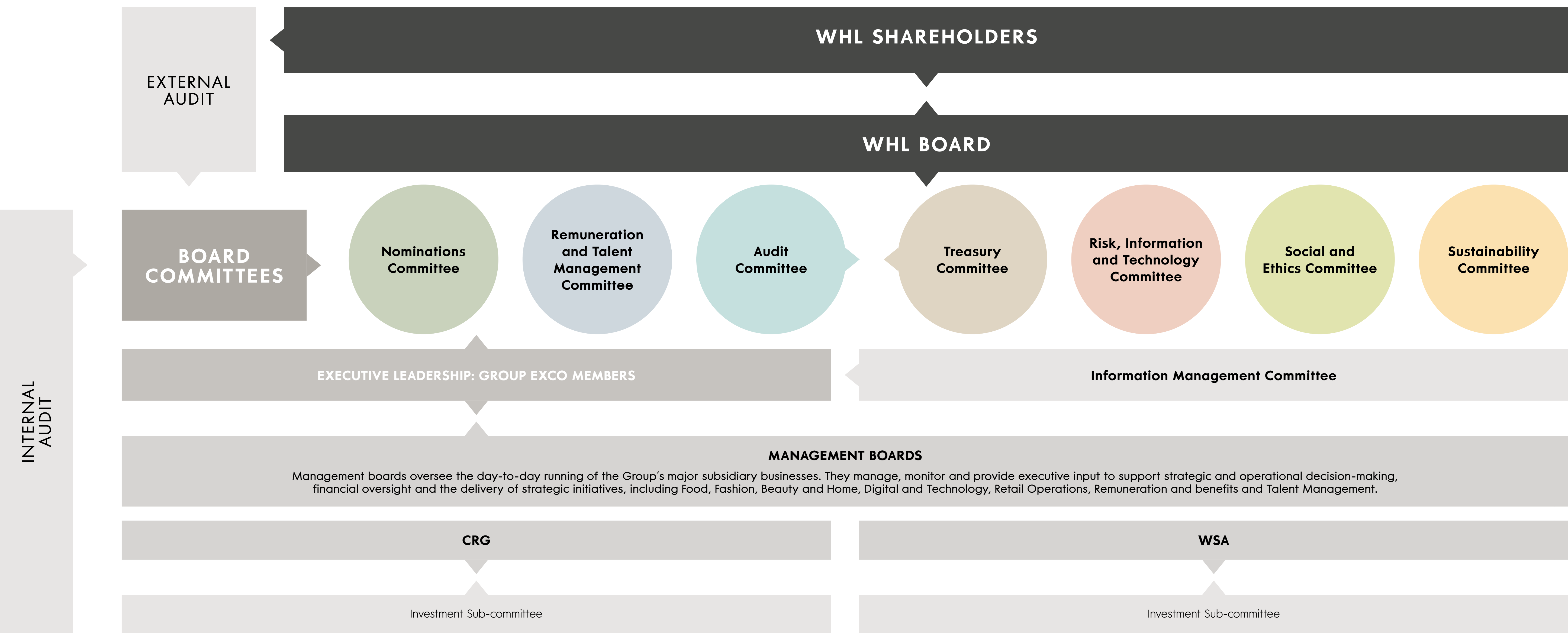
Our governance framework underpins ethical and effective leadership by providing clear structures for oversight, accountability, decision-making and delegation. It promotes collaboration between the Board, its committees, Group Exco and senior management, enabling the Group to respond effectively to strategic priorities, emerging risks and stakeholder expectations. As the ultimate custodian of corporate governance and

strategic leadership, the Board oversees the Group’s conduct, performance and operations to support sustainable long-term value creation for all stakeholders.

The Board remains ultimately responsible for the Group’s governance, conduct and strategic direction, while delegating defined responsibilities to Board committees to enhance focus and effectiveness. Each committee

operates under formal Terms of Reference reviewed annually and reports to the Board on its key activities and recommendations. The Board also delegates authority to the Group CEO and subsidiary management boards through formal delegations of authority and management board charters, which are reviewed annually.

Our governance framework underpins ethical and effective leadership by providing clear structures for oversight, accountability, decision-making and delegation.



NOMINATIONS COMMITTEE



COMPOSITION



Clive Thomson (Chairman), Christopher Colfer, Belinda Earl and Nolulamo Gwagwa. The committee comprises only independent non-executive directors appointed by the Board. The Group CEO is invited to attend committee meetings, and the Group Company Secretary attends meetings to provide advice and support.

MEMBER CHANGES

Nolulamo Gwagwa was appointed to the committee with effect from 1 October 2025 and Nombulelo Moholi retired after the AGM on 17 November 2025.

- 3

SCHEDULED MEETINGS
- 4

AD HOC MEETING
To consider Group CEO succession and related matters.

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 mitigate 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

- Oversaw the structured and comprehensive Group CEO succession and transition process, culminating in Sam Ngumeni’s appointment as Group CEO with effect from 1 June 2026.
 - Evaluated FY2025 performance and considered and approved the FY2026 goals for the Group CEO.
 - Considered changes to the Group Exco recommended by the Group CEO.
 - Considered Board and committee succession planning, including committee chairmanship transitions and future skills requirements. The committee recommended Itumeleng Kgaboesele as Chairman of the Remuneration and Talent Management Committee and considered committee changes following Nombulelo Moholi’s retirement from the Board.
 - Approved the recruitment for independent non-executive directors with retail and audit/finance experience.
- Considered shareholder feedback from pre-AGM engagements in preparation for the 2025 AGM.
 - Approved the 2026 Board evaluation approach and reviewed feedback confirming a well-functioning Board.
 - Assessed the independence and performance of non-executive directors.
 - Reviewed directors retiring by rotation, considered their eligibility for election or re-election at the 2026 AGM and nominated them to the Board for approval.
 - Considered the composition of the Audit and Social and Ethics Committees and nominated the current members for election to the committees at the 2026 AGM.
 - Reviewed governance policies within its mandate, including policies on director appointments, diversity, and conflicts of interest, to ensure alignment with evolving best practice and regulatory requirements.

Oversaw the structured Group CEO succession and transition process, culminating in Sam Ngumeni’s appointment as Group CEO with effect from 1 June 2026.

2027 FOCUS AREAS

- Support the Group CEO's transition through continued engagement, guidance and oversight.
 - Proactively manage Board succession planning, with a focus on non-executive director recruitment aligned to required skills, diversity, independence and continuity.
- Oversee Group Exco succession planning and leadership bench strength.
 - Monitor implementation of the 2026 Board effectiveness enhancements.
 - Manage the 2027 external Board and committee evaluation process.

REMUNERATION AND TALENT MANAGEMENT COMMITTEE



COMPOSITION



Itumeleng Kgaboesele (Chairman), Christopher Colfer, Nolulamo Gwagwa, Rob Collins and Clive Thomson. 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 attend committee meetings, and the Group Company Secretary attends meetings to provide advice and support.

MEMBER CHANGES:

Nombulelo Moholi retired after the AGM on 17 November 2025 and Rob Collins was appointed to the committee with effect from 1 October 2025. Clive Thomson stepped down as interim committee Chairman and Itumeleng Kgaboesele was appointed as Chairman of the committee with effect from 1 May 2026.



KEY MATTERS CONSIDERED AND APPROVED

- Considered shareholder feedback from engagements held ahead of the 2025 AGM and following the subsequent voting outcome, including feedback on long-term incentive (LTI) targets, performance conditions and remuneration disclosures. The committee agreed to retain the environmental, social and governance measure, targets and weighting, while introducing a stretch return on capital employed (ROCE) target for future allocations.
- Reviewed FY2026 short-term incentive (STI) forecasts and bonus pool outcomes and considered whether the STI framework remained appropriate, including the balance between financial and strategic measures.
- Finalised ESG and transformation metrics for the FY2025 LTI allocation and approved FY2026 performance conditions linked to adjusted diluted headline earnings per share (adHEPS) growth, ROCE and ESG/transformation measures.
- Received updates on the People Value Proposition, Our Leadership Way and progress on key talent initiatives implemented during the year.
- Continued to oversee fair and responsible remuneration initiatives, including pay equity, living wage principles, salary increase outcomes and the Group’s internal Remuneration Barometer.
- Received updates on Companies Amendment Act remuneration governance and reporting requirements, including pay-gap disclosures, shareholder approval requirements and associated changes to remuneration reporting.
- Approved changes to remuneration for the Group CEO and Group Exco, following consideration of appropriate benchmarking.
- Reviewed material skills retention risks, management’s mitigation plans, senior management succession planning and bench strength for critical roles across the Group.
- Considered and approved remuneration arrangements and a once-off outperformance share award for the incoming Group CEO, with stretch performance conditions aligned to long-term shareholder value creation.
- Approved executive remuneration arrangements for key in2food executives to support leadership continuity, integration milestones, synergy delivery and long-term value creation following the proposed transaction.

Reviewed FY2026 short-term incentive forecasts and bonus pool outcomes and considered whether the STI framework remained appropriate, including the balance between financial and strategic measures.

MANDATE

To ensure the Group’s remuneration is appropriately designed, fair, and market-competitive 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.

2027 FOCUS AREAS

- Continue proactive shareholder engagement ahead of the 2026 AGM to ensure the Remuneration Policy remains fit for purpose, balanced and responsive to shareholder feedback.
- Assess remuneration outcomes to ensure continued alignment with Group strategy, shareholder expectations, market competitiveness and sustainable long-term value creation.
- Review FY2027 STI bonus pools, LTI targets and performance conditions to ensure they remain appropriately stretching and aligned with the Group’s integrated business plan and shareholder value creation.
- Monitor talent management and leadership development strategies, including initiatives supporting the People Value Proposition.
- Embed the amended Companies Act remuneration governance and reporting requirements, including pay-gap disclosures, the revised Remuneration Policy and Implementation Report disclosures, and shareholder approval processes.



AUDIT COMMITTEE



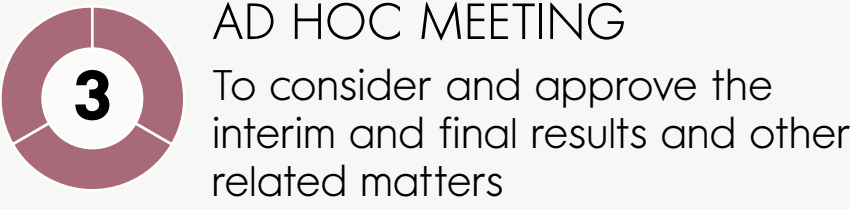
COMPOSITION



Lwazi Bam (Chairman), Christopher Colfer, Itumeleng Kgaboesele and Thembisa Skweyiya. The committee comprises only independent non-executive directors appointed by shareholders. The Group CEO, Group Finance Director, Heads of Risk and Compliance, Internal Audit, Treasury and Tax, and the external auditors are invited to attend meetings. The Group Company Secretary attends meetings to provide advice and support.

MEMBER CHANGES

There were no changes to the composition of the committee during the year.



KEY MATTERS CONSIDERED AND APPROVED

- Reviewed reports from the Group Treasury Committee on compliance with the Treasury Policy, funding and capital matters. These included debt facilities refinancing and renewal activities, the issuing of notes under the Domestic Medium Term Note (DMTN) Programme, the transition from the Johannesburg Interbank Average Rate (JIBAR) to the South African Rand Overnight Index Average (ZARONIA), interest rate hedging and debt covenant compliance.
 - Continued to oversee the Group’s funding arrangements, including Country Road Group liquidity management and capital returns from Australia.
 - Reviewed the proposed funding arrangements and financial reporting implications of the proposed in2food acquisition. This included IFRS 3 purchase price allocation considerations and related disclosure requirements.
- Continued to consider reporting and legislative developments relating to sustainability reporting standards. This included the Australian Sustainability Reporting Standards applicable to Country Road Group for FY2026.
 - Received quarterly reports on the Group’s tax position and status of tax compliance. These included the resolution of the WHL VAT audit matter following the High Court ruling in WHL’s favour and updates on customs duty and royalty matters in certain ROA countries.
 - Considered the annual attestation from the Group CEO and Group Finance Director on the effectiveness of the internal control environment.
 - Reviewed the qualifications and experience of the Group Finance Director and finance management team and confirmed that they were appropriate to fulfil their roles and support reliable financial reporting.
 - Reviewed the committee’s Terms of Reference, the Group Internal Audit Charter and key policies within its
- mandate, including policies on insider trading, price-sensitive information, the external auditor, and audit and accounting complaints.

 - Approved the external auditor’s FY2026 audit plan, scope of work and audit fees, reviewed key audit risks and confirmed the external auditor’s independence, effectiveness and suitability for reappointment.
 - Considered and approved the transition of the designated audit partner, with focus on maintaining audit quality, independence, effectiveness and continuity.
 - Reviewed and approved the annual internal audit coverage plan, assessed the independence, effectiveness and performance of the internal audit function and considered the external quality assessment of Group Internal Audit.
 - Reviewed the internal financial controls assessment, considered combined assurance reporting and confirmed that no material control weaknesses were identified.

Reviewed the internal financial controls assessment, considered combined assurance reporting and confirmed that no material control weaknesses were identified.

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 Annual Financial Statements (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.

2027 FOCUS AREAS

- Monitor macroeconomic volatility and its impact on the Group’s financial position.
 - Oversee financing decisions to ensure they support a strong balance sheet and targeted gearing levels across each business entity.
- Oversee the financial reporting, integration and control implications of the in2food acquisition, subject to regulatory approval and completion.
 - Monitor evolving sustainability reporting regulations and ensure appropriate disclosure of financial information and assurance requirements in the
- Group’s financial reporting, including Country Road Group’s Australian Sustainability Reporting Standards obligations.

 - Oversee the orderly transition of the lead audit partner, with focus on maintaining audit quality, effectiveness, independence and continuity.



TREASURY COMMITTEE



COMPOSITION



Lwazi Bam (Chairman), Sam Ngumeni, Zaid Manjra, Thembisa Skweyiya, Clive Thomson and Ian Thompson. The committee comprises independent non-executive directors and executive directors appointed by the Board. The Group Company Secretary attends meetings to provide advice and support.

MEMBER CHANGES:

Roy Bagattini stepped down from the committee following his retirement as Group CEO and executive director with effect from 31 May 2026, and Sam Ngumeni was appointed to the committee with effect from 1 June 2026.



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.

To oversee the Group’s treasury management functions and policies.

KEY MATTERS CONSIDERED AND APPROVED

- Monitored liquidity, gearing, debt covenant compliance and stress testing across the South African and Australian operations to maintain financial resilience in a volatile trading and macroeconomic environment.
 - Reviewed CRG’s liquidity, funding and covenant position, including ongoing liquidity monitoring to ensure that trading requirements, covenant obligations and funding needs remained appropriately managed.
 - Monitored the changes to the Australian holding structure and returns of capital from Australia to South Africa, ensuring appropriate liquidity buffers were retained while supporting Group capital allocation priorities.
 - Reviewed the dividend policy and recommended interim and final dividends that balanced shareholder returns with financial prudence and the Group’s investment requirements.
 - Evaluated and approved share repurchases within approved parameters, considering liquidity, intrinsic value, earnings accretion, gearing, balance sheet flexibility and competing capital allocation priorities.
 - Oversaw refinancing activity and the issuance of listed notes under the DMTN Programme, taking advantage of favourable debt capital market pricing while maintaining appropriate liquidity and debt maturity profiles.
- Reviewed the Group’s funding capacity, covenant headroom and liquidity in relation to the proposed in2food acquisition.
 - Reviewed interest-rate exposure and approved additional hedging where appropriate.
 - Reviewed foreign exchange exposures across WSA and CRG and confirmed that cover levels remained within the Treasury Policy parameters.
 - Monitored the reduction in ESG-linked debt as a result of more favourable bond market pricing, while noting that this did not change the Group’s sustainability commitments or targets.
 - Monitored the JIBAR cessation and ZARONIA transition programme, including required amendments to loan, DMTN and derivative documentation.
 - Reviewed the Treasury Policy limits and internal covenant levels, including stress and sensitivity analysis, and supported the introduction of an upper limit for interest-rate hedging.

Reviewed Treasury policy limits and internal covenant levels, including stress and sensitivity analysis, and supported the introduction of an upper limit for interest-rate hedging.

2027 FOCUS AREAS

- Continue to monitor capital structure, liquidity, gearing and covenant headroom across the Group, with particular focus on stress testing and balance sheet resilience.
 - Oversee capital allocation and funding decisions to ensure alignment with approved principles and long-term value creation.
 - Monitor CRG liquidity, covenant compliance and funding requirements as the recovery progresses.
 - Oversee the funding, refinancing and treasury implications of the in2food acquisition, subject to regulatory approval and completion.
- Monitor interest-rate exposure and responsive hedging strategies in light of rate volatility and the revised Treasury Policy parameters.
 - Complete the JIBAR to ZARONIA transition and monitor operational readiness across debt and derivative instruments.
 - Continue to assess ESG-linked funding opportunities where commercially viable and aligned with the Group’s sustainability commitments.



RISK, INFORMATION AND TECHNOLOGY COMMITTEE



COMPOSITION



Rob Collins (Chairman), Lwazi Bam, Christopher Colfer, Belinda Earl, Nolulamo Gwagwa, Itumeleng Kgaboesele, Zaid Manjra, Sam Ngumeni, Thembisa Skweyiya and Clive Thomson. The committee comprises all independent non-executive directors and both executive directors of the Board. The Heads of Risk and Compliance, Internal Audit, Treasury and Tax, and the external auditors are invited to attend committee meetings. The Group Company Secretary attends meetings to provide advice and support.

MEMBER CHANGES

Nombulelo Moholi retired at the AGM on 17 November 2025 and Roy Bagattini retired from the Board with effect from 31 May 2026.



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 sustained macroeconomic volatility, geopolitical instability and constrained consumer conditions across the Group’s major trading geographies.
- Reviewed the Group’s enterprise risk management dashboard, risk appetite performance tracker and key risk movements.
- Considered the FY2027 strategic risk profile, informed by risk analysis, external risk landscape reviews, Board and leadership survey insights and strategic planning process, and supported proposed changes to ensure continued alignment with the Group’s strategic priorities.
- Reviewed the potential impacts of the Middle East conflict on the Group and monitored management’s mitigation and scenario-planning actions.
- Considered the in2food risk assessment, key mitigation actions and integration readiness.
- Reviewed animal disease risks, including foot-and-mouth disease. The committee assessed potential impacts on product availability, pricing, supplier resilience and the Group’s ability to trade.

KEY MATTERS CONSIDERED AND APPROVED CONTINUED ...

- Assessed water infrastructure risks, electricity supply constraints, extreme weather and other critical infrastructure exposures. The review included preparedness across stores, distribution centres and supply chains.
- Reviewed online gambling as an emerging discretionary spend risk and considered the potential impact on consumer wallet share and customer behaviour.
- Evaluated the effectiveness of the risk management framework, Business Continuity Programme and Combined Assurance Model to ensure coordinated assurance, crisis preparedness and resilience.
- Reviewed IT operational risk reporting across WSA and CRG, including service levels, disaster recovery testing and project execution.
- Monitored WSA technology delivery and resilience, including MyDifference and online and app stability.
- Monitored CRG technology delivery, including the e-commerce replatforming and related execution risks.
- Oversaw cyber-security governance, systems and controls, including AI-enabled cyber risk and vulnerability management.
- Reviewed the Information Management Committee’s activities. These included data governance, data sharing, AI governance, privacy controls and data-led strategic initiatives.
- Assessed risks associated with AI, including data leakage, ethical use, cyber risk and governance guardrails, and monitored employee awareness and education on the responsible use of AI.
- Reviewed third-party risk management progress. This included supplier proof-of-concept assessments, business continuity gaps, critical supplier dependencies and the scaling of third-party risk framework assessments.
- Evaluated occupational health and safety matters, store and distribution centre safety protocols and emerging infectious disease risks affecting the Group’s operating territories.
- Reviewed anti-fraud systems and controls, hotline activity and material investigations, confirming that no material fraud impacting financial reporting was detected during the year.
- Reviewed the Group’s insurance programme, including enhancements to cover and benchmarking of cover levels against the evolving external risk environment.
- Reviewed and recommended the Group Enterprise Risk Management Policy and Framework and the committee’s Terms of Reference for Board approval.

2027 FOCUS AREAS

- Continue to scan the risk horizon for emerging risks and opportunities, including geopolitical developments, macroeconomic volatility, infrastructure constraints, animal and human disease risks, and evolving competitor dynamics.
- Monitor the effectiveness of the Group’s risk management framework, business continuity measures, crisis management capabilities and combined assurance model to support resilience and effective response to disruption.
- Monitor implementation of the FY2027 strategic risk profile and ensure that risk reporting remains aligned with the Group’s strategic priorities, operating environment and long-term value creation objectives.
- Strengthen cyber resilience, with focus on AI-enabled cyber threats.
- Oversee risks associated with digital transformation, AI adoption and technology modernisation, including prioritisation of technology investment and execution of key WSA and CRG technology programmes.
- Monitor data governance frameworks and controls to ensure the appropriate protection, sharing and responsible use of personal, customer, supplier and business data.
- Monitor third-party risk management maturity, including critical supplier resilience, business continuity planning and cyber-security requirements.
- Continue to monitor water, energy, logistics, climate related disruption and supply chain resilience risks, including impacts on product availability, cost, operations and the Group’s ability to trade.



SOCIAL AND ETHICS COMMITTEE



COMPOSITION



Thembisa Skweyiya (Chairman), Belinda Earl, Nolulamo Gwagwa, Sam Ngumeni and Clive Thomson. The committee comprises independent non-executive directors and one executive director appointed by the Board. The chief executives of Food, FBH and CRG, the Group People Director, and the Heads of Corporate Social Justice, Stakeholder Relations and Risk and Compliance are invited to attend meetings. The Group Company Secretary attends meetings to provide advice and support.

MEMBER CHANGES

Nombulelo Moholi retired at the AGM on 17 November 2025 and Roy Bagattini retired from the Board with effect from 31 May 2026. Belinda Earl was appointed to the committee with effect from 1 October 2025.



KEY MATTERS CONSIDERED AND APPROVED CONTINUED ...

- Assessed the Group’s progress under the UN Women’s Empowerment Principles assessment and management’s ambition to progress from Achiever to Leader status.
- Considered shareholder feedback from the 2025 AGM engagement process.
- Received an overview of the talent landscape, employment equity plans and skills development initiatives, including sectoral employment equity targets, African representation, succession planning and youth development.
- Reviewed stakeholder engagement activities, including stakeholder mapping, government and industry engagement, liquor licensing engagements and results of the 2026 stakeholder perception survey.
- Reviewed key ethics and stakeholder policies, including the Anti-Bribery and Corruption, Whistleblower, Stakeholder Management and Sponsorship policies. The committee also considered related training and awareness campaigns.
- Considered the Group Human Rights Declaration and workplace inclusiveness practices. These affirmed the Group’s commitment to ethical labour practices, non-discrimination, equal opportunity and respect for human rights.
- Monitored compliance and noted that no material breaches or non-compliance issues had been identified. Updates covered whistleblowing, information regulation, product recalls, liquor licensing, consumer protection, occupational health and safety, litigation and regulatory developments.
- Reviewed the Supplier Code of Business Principles, including enhancements aligned with the Group’s Ethical Trade Initiative.
- Accepted responsibility for the role of Social and Ethics Committee of subsidiary companies to support consistent ethical standards across the Group.
- Continued to collaborate with the Sustainability Committee to ensure alignment on areas of shared accountability and Vision 2025+ goals.

Considered shareholder feedback from the 2025 AGM engagement process.

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, noting the Group’s verified Level 4 contributor status for FY2025 and management’s recovery actions to address priority areas, including Skills Development and Supplier Development.
- Monitored progress on the Inclusive Justice Initiative (IJI) masterplan across the workplace, supplier, community and customer spheres.
- Monitored the establishment and set-up of the Community Inclusive Justice Institute (CIJI) and Enterprise Inclusive Justice Institute, including the transition from the Woolworths Trust to these entities to scale the Group’s social, community and stakeholder impact.
- Reviewed workplace inclusiveness initiatives, including women empowerment, disability inclusion, employment equity and diversity intelligence.

2027 FOCUS AREAS

- Monitor progress against inclusive justice goals outlined in the refreshed GBJ, with focus on workplace inclusiveness, social impact, health and wellness, supplier and enterprise development, employment equity, gender equity, disability inclusion and youth enterprise development.
- Monitor B-BBEE priorities, with particular focus on Skills Development, Supplier Development, Enterprise Development and the integration of acquired businesses into the Group’s transformation and Inclusive Justice strategy.
- Oversee the enhanced stakeholder management programme, including stakeholder mapping, stakeholder perception survey outcomes, and priority government, regulatory and industry engagements.
- Track implementation of updated ethics, human rights, whistleblowing, anti-bribery and corruption, sponsorship and supplier conduct policies, including related training and awareness.
- Monitor the compliance framework’s effectiveness and responsiveness to regulatory change, including King V and relevant regional regulatory developments.



SUSTAINABILITY COMMITTEE



COMPOSITION



Belinda Earl (Chairman), Rob Collins, Nolulamo Gwagwa, Sam Ngumeni, Thembisa Skweyiya, Simon Susman and Clive Thomson. The committee comprises independent non-executive directors and one executive director appointed by the Board. The chief executives of Food, FBH and CRG, the Group People Director, the Heads of Risk and Compliance, and Group Communications, the interim Chief Marketing Officer, and the Chief Sustainability Officer are invited to attend meetings. The Group Company Secretary attends meetings to provide advice and support.

MEMBER CHANGES

Nombulelo Moholi retired at the AGM on 17 November 2025 and Nolulamo Gwagwa was appointed to the committee with effect from 1 October 2025.



MANDATE

The committee ensures that the Group’s sustainability strategy positions it as 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 the Group’s GBJ strategy and performance, including progress against Vision 2025+ targets across the Thriving and Resilient, Ethical and Fair, and Inclusive Justice pillars.
- Considered the review of the Group’s Vision 2025+ sustainability strategy and supported retaining the three pillars, while refreshing selected goals and targets for the next phase of the GBJ.
- Reviewed WSA and CRG sustainability performance. This included progress against internal sustainability scorecards and indicators for responsible sourcing, traceability, renewable energy, packaging, waste, water and climate.
- Reviewed climate change impacts, climate resilience and nature-related risks across the value chain. Focus areas included energy, water, agriculture, biodiversity, packaging, supply chain resilience and responsible sourcing.
- Discussed energy and climate initiatives, including renewable electricity, energy efficiency, solar opportunities and green logistics.

KEY MATTERS CONSIDERED AND APPROVED CONTINUED ...

- Reviewed water stewardship and waste-reduction initiatives, including the World Wide Fund for Nature water-risk assessment.
- Reviewed circularity and packaging initiatives. These included the plastic barrier-bag phase-out, paper-packaging transitions, recycled content in packaging, recyclable material substitutions and progress against virgin plastic reduction priorities.
- Reviewed responsible sourcing and traceability initiatives. These included supplier mapping, social and ethical compliance, traceability pilots, the WWF t-shirt lifecycle assessment, deforestation-free commodity assessment, country-of-origin sourcing controls and CRG supply-chain risk monitoring.
- Reviewed the sustainability materiality determination process and confirmed that the Group’s material sustainability issues remain relevant, comprehensive and aligned with applicable reporting guidance.
- Approved the proposed FY2026 assurance approach, including internal and external assurance over selected GBJ Report KPIs and standalone verification of the Group’s carbon footprint.
- Received external assurance reports and noted continued progress in improving the quality, credibility and transparency of sustainability data and disclosures.
- Recommended the GBJ Report to the Board for approval.
- Received updates on evolving global and local sustainability reporting standards, including CRG’s preparation for mandatory climate-related financial disclosures in Australia and South Africa’s climate-related regulatory developments.
- Considered customer and stakeholder feedback on sustainability, including customer perception research confirming that Woolworths continues to lead in sustainability-related reputation scores across Food and Fashion.
- Considered shareholder feedback from the 2025 AGM engagement process. This included requests for enhanced disclosure on Scope 3 emissions, water risk, renewable energy, landlord-supplied emissions data and climate-related progress.
- Reviewed GBJ communication and engagement activities across internal and external channels to support credible and transparent reporting on progress and impact.
- Maintained collaboration with the Social and Ethics Committee to ensure an integrated approach to corporate responsibility and the achievement of Vision 2025+ goals.

2027 FOCUS AREAS

- Oversee implementation of the GBJ sustainability goals and targets for the next five financial years and monitor progress against these targets.
- Ensure sustainability remains embedded in core operations and decision-making.
- Monitor climate resilience and nature-related risks, including water security, agriculture, biodiversity, supply chain resilience and climate-related financial impacts.
- 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.
- Ensure GBJ communication remains transparent and impact-led.

ETHICAL CULTURE AND RESPONSIBLE CONDUCT

Integrity, accountability and responsible conduct are central to the way the Group does business. These principles are embedded in our culture, governance practices and day-to-day operations, supporting our ambition to be one of the world’s most responsible and trusted retailers.

Ethical conduct starts with the Board, which shapes and sustains our values-driven culture. Through a comprehensive suite of ethics and governance policies aligned with the Companies Act, King V, the United Nations Global Compact and Organisation for Economic Co-operation and Development principles, the Board supports a culture grounded in integrity, fairness and accountability. Oversight is delegated to the relevant Board committees, while executive leadership is responsible for embedding these policies across the business. Policies are reviewed annually to ensure they remain relevant, effective and aligned with changing stakeholder, governance and regulatory expectations.

LEGAL COMPLIANCE

We comply with applicable laws and regulations in the regions where we operate. Our established compliance framework and related processes support this commitment and help embed a culture of responsible and compliant conduct across the Group.

ANTI-CORRUPTION

We have zero tolerance for 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 Sponsorship Policy prohibits any direct or indirect contribution to any political party, committee or candidate for public office.

CONFLICT MANAGEMENT

We seek to avoid and appropriately manage actual, perceived and potential conflicts of interest. Our Conflict of Interest policies and regular governance engagements guide employees and directors to act appropriately when ethical dilemmas arise. Board member conflicts of interest are managed in accordance with the process described in this report.

COMPETITIVE INTEGRITY

We are committed to fair market competition and do not tolerate anti-competitive practices and behaviours. We monitor regulatory developments and provide guidance and awareness to support responsible conduct across the Group.

DATA PRIVACY AND PROTECTION

We have robust data governance policies, cyber-security measures and information management frameworks in place to protect the integrity of our data, including the personal information of customers, employees, suppliers, business partners and other stakeholders. The Group continues to strengthen data-sharing protocols, privacy controls and cyber-resilience capabilities as digital transformation accelerates.

HUMAN RIGHTS

Respect for human rights and dignity is embedded in our culture. We do not tolerate discrimination, inequality, forced labour, child labour, modern slavery or human trafficking. Our commitment to human rights is entrenched in our internal policies and practices, the Inclusive Justice Initiative, the United Nations Global Compact and the UN Women’s Empowerment Principles.

RESPONSIBLE USE OF ARTIFICIAL INTELLIGENCE

We are committed to the responsible and transparent use of artificial intelligence. Our approach ensures that AI applications are developed and used in ways that are ethical, fair, secure and designed to minimise bias. We are building employee awareness through the Generative AI Governance and Usage Policy and targeted engagements on the ethical implications of AI, data leakage, personal information and intellectual property protection.

SUPPLY CHAIN STANDARDS

We expect our suppliers and business partners to uphold standards consistent with our values and ethical commitments. They are required to respect human rights and dignity, uphold fair labour and safety standards, exercise due care in their use of environmental resources and animal welfare practices, and adhere to our zero tolerance for bribery, corruption, child labour, forced labour, human trafficking and modern slavery. The Supplier Code of Business Principles sets out the Group’s expectations in relation to legal compliance, labour and human rights, living wages, working hours, grievance mechanisms, health and safety, ethical trade, environmental management, inspections, documentation and monitoring.

TRADING RESTRICTIONS

We do not use price-sensitive or other inside information to gain advantage. Our Insider Trading and Price Sensitive Information policies prohibit trading in the Company’s shares during closed or prohibited periods. Prior clearance to trade during open periods must be obtained by all directors, 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 the Whistleblower and Accounting and Audit Matters Complaint policies. Reports are assessed and investigated appropriately, and action is taken where required to uphold our ethical standards.

AWARENESS, TRAINING AND ENGAGEMENT

Our Governance Academy promotes ethical awareness of ethics across the Group, through regular engagement topics and digital resources, employees engage with practical scenarios and policy guidance. We support these sessions with videos, podcasts, and policy summaries that are accessible to employees. During the year, the Governance Academy focused on strengthening data governance, technology ethics and fraud prevention, including awareness of data-sharing protocols, safe and compliant use of AI, intellectual property protection, whistleblowing and fraud reporting. We encourage employees to engage on:

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

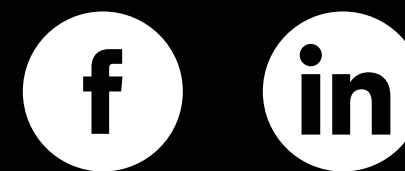
The Board is satisfied with the effectiveness of the Group’s management of ethics in creating an ethical culture.



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

WWW.WOOLWORTHSHOLDINGS.CO.ZA

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