

DIRECTOR CONFLICT OF INTEREST POLICY

INTRODUCTION

The Board of directors of Woolworths Holdings Limited (the “Company” or “WHL”) is committed to doing business with integrity and in an ethical manner. As such, the Board recognises the importance of ensuring that all business relationships are based on professional principles and that relationships are kept at arm’s length, where the parties in the relationship are independent and otherwise unrelated.

The purpose of this Board Conflict of Interest Policy (“Policy”) is to outline the manner in which conflicts of interest are managed by the WHL Board and the boards of Woolworths Proprietary Limited (Pty) Ltd, and Country Road Group Pty Ltd (collectively the “WHL Group”).

The Policy does not supersede, but supplements, the relevant provisions of the Board Charter and is based on WHL’s Memorandum of Incorporation, the Companies Act 71 of 2008, as amended (“Companies Act”), and the JSE Limited (the “JSE”) Listings and Debt Listings Requirements.

TYPES OF CONFLICTS OF INTEREST

A conflict of interest arises when there is a direct or indirect conflict, in fact or in appearance, between the interests of a director and those of the WHL Group. These interests may be financial, economic and any other interests in an opportunity from which the WHL Group may benefit, or which may be detrimental to the Group.

An actual conflict of interest arises where considerations of a financial or personal nature compromise an individual’s objectivity, judgement, integrity, and/or ability to fulfil his or her responsibilities when performing duties on behalf of the WHL Group.

A perceived conflict of interest arises where an individual appears to be influenced by his or her financial interests, personal relationships or associations with an external entity, individual or organisation, when performing duties on behalf of the WHL Group.

A potential conflict of interest arises in situations that do not necessarily constitute or appear to constitute a conflict of interest, but where there is a reasonable possibility of an actual or apparent conflict of interest arising in the near future.

MANAGEMENT OF CONFLICTS OF INTEREST

As a general rule, conflicts of interest must be avoided at all times. Where it is impossible to avoid a conflict of interest, the conflict must be disclosed and managed in accordance with this Policy.

To avoid actual, potential and perceived conflicts of interest, a Director must:

- avoid any personal or close relationship interest that could influence business dealings with the Group;
- avoid any situation and relationships that may involve or pose a conflict of interest between his/her personal interests and the interests of the WHL Group;
- disclose any personal financial interests he/she may have in respect of a matter to be considered at a meeting of the Board or a Board Committee or in respect of which the Director knows a related person (as defined in the Companies Act) has a personal financial interest; and
- disclose any personal financial interest acquired by him/her in an agreement or other matter in which the WHL Group has an interest or in respect of which the Director knows a related person has an interest.

If a Director has a personal or financial interest in respect of a matter to be considered at a meeting of the Board or a Board Committee, or in respect of which the Director knows a related person (as defined in the Companies Act) has a personal or financial interest, the Director:

- must disclose the interest and its general nature to the meeting before the matter is considered at the meeting, as well as any material information relating to the matter, and known to the Director;

- must not take part in the consideration of the matter except to disclose any observations or pertinent insights relating to the matter if requested to do so by the other Directors;
- if present at the meeting, must leave the meeting immediately after making any disclosure required;
- while absent from the meeting, is to be regarded as being present at the meeting for the purpose of determining a quorum for the meeting, however, is not regarded as being present at the meeting for the purpose of determining whether a resolution has sufficient support to be adopted; and
- must not execute any document on behalf of the Company in relation to the matter unless specifically requested or directed to do so by the Board.

Where the Chairman of a Board or Board Committee may have a conflict of interest or a perceived conflict of interest that may impact on that Chairman's independent decision making, the Lead Independent Director, if one is appointed, must chair the Board meeting or a Director must be appointed by the remainder of the Board or Board Committee to chair that specific meeting.

Non-executive Directors are required to engage with the Board Chair prior to accepting any new board role(s) to enable an assessment to be made on whether or not the new board role will result in an actual, perceived or potential conflict of interest or potential lack of capacity.

Prior to accepting any new board role, the Group CEO is required to engage with the Board Chair who, together with the Board and subject to any contractual arrangements with the Group CEO, will assess whether or not the new board role will result in an actual, perceived or potential conflict of interest.

Prior to accepting any new board role (limited to one corporate role), Executive Directors are required to engage with the Group CEO who, together with the Board Chair, will assess whether or not the new board role will result in an actual, perceived or potential conflict of interest.

Directors are required to disclose any financial or other interest held by them or their related parties on being appointed to the Board and thereafter, every quarter before each Board meeting and whenever there have been any changes that are likely to result in or create a potential conflict of interest.

Disclosures must be addressed in writing to the Group Company Secretary.

The Group Company Secretariat will keep a register of all Directors' interests as declared by them pursuant to section 75 of the Companies Act as well as this Policy. Details of the interests declared will be disclosed as required.