

Woolworths Holdings Limited
(Incorporated in the Republic of South Africa)
Registration number 1929/001986/06
Share code: WHL
ISIN: ZAE000063863
Bond company code: WHLI
('WHL' or the 'Company' or 'the Group')

DEALING IN SECURITIES BY SHARE SCHEME, DIRECTORS, DIRECTORS OF A MAJOR SUBSIDIARY AND THE GROUP COMPANY SECRETARY

In compliance with the JSE Limited Listings Requirements, the following information is disclosed:

1. DEALINGS IN SECURITIES BY A SHARE INCENTIVE SCHEME

Nature of transaction	:	On-market sale of shares in terms of the Company's Retention Share Plan ("RSP")
Class of securities	:	Ordinary shares
Date of transaction	:	31 August 2018
Number of shares	:	194 237
Volume weighted average sale price	:	R53.0975
Highest sale price	:	R54.2500
Lowest sale price	:	R52.5000
Total value of transaction	:	R 10 313 499.11
Nature of interest	:	Indirect non-beneficial (sold on behalf of participants)
Clearance obtained	:	Yes
Nature of transaction	:	On-market purchase of shares in terms of the Company's RSP
Class of securities	:	Ordinary shares
Date of transaction	:	31 August 2018
Number of shares	:	2 400 000
Volume weighted average purchase price	:	R53.9733
Highest purchase price	:	R55.0700
Lowest purchase price	:	R52.1300
Total value of transaction	:	R129 535 920.00
Date of transaction	:	3 September 2018
Number of shares	:	1 748 589
Volume weighted average purchase price	:	R54.6497
Highest purchase price	:	R55.5000
Lowest purchase price	:	R53.4500
Total value of transaction	:	R95 559 864.27
Nature of interest	:	Indirect non-beneficial (purchased on behalf of participants)
Clearance obtained	:	Yes

#The volume weighted average purchase price traded over the two days in terms of the Company's RSP = R54.2584.

2. ACCEPTANCE OF ALLOCATIONS

The following annual allocations of conditional shares have been awarded to and accepted off-market by directors of the Company, the director and company secretary of David Jones Proprietary Limited ("DJ"), a major subsidiary of the Company, and the Group Company Secretary on 3 September 2018, in accordance with the Group's Remuneration Policy. Vesting, which occurs after three years, is subject to the achievement of certain performance conditions. Ian Moir, Group CEO, does not receive awards under the Performance Share Plan ("PSP") but is entitled to an annual allocation under the RSP which is subject to performance conditions:

<u>Directors of WHL</u>	<u>Scheme</u>	<u>Number of shares</u>	<u>Grant price</u>	<u>Transaction value</u>
Ian Moir	RSP	525 265	#As detailed in 1.	R 28 500 036.31
Zyda Rylands	PSP	157 566	R51.09*	R 8 050 000.00
Sam Ngumeni	PSP	131 680	R51.09*	R 6 727 500.00

Reeza Isaacs	PSP	115 248	R51.09*	R 5 888 000.00
<u>Director & Company Secretary of DJ</u>				
Matthew Fitzgerald	PSP	38 577	R51.09*	R 1 970 870.00
<u>Group Company Secretary</u>				
Chantel Reddiar	PSP	52 451	R51.09*	R 2 679 680.00

Grants have also been awarded at the discretion of the Remuneration Committee in order to retain and motivate employees who are key to the delivery of the Group's long-term strategy. Vesting, which occurs over a period of five years, in tranches, is subject to the achievement of certain performance conditions. The following awards have been accepted off-market on 3 September 2018:

<u>Directors of WHL</u>	<u>Scheme</u>	<u>Number of shares</u>	<u>Grant price</u>	<u>Transaction value</u>
Zyda Rylands	RSP	445 093	#As detailed in 1.	R24 150 032.19
Sam Ngumeni	RSP	371 971	#As detailed in 1.	R20 182 549.77
Reeza Isaacs	RSP	217 036	#As detailed in 1.	R11 776 025.21
<u>Group Company Secretary</u>				
Chantel Reddiar	RSP	125 032	#As detailed in 1.	R 6 784 035.75

Clearance has been received in respect of the above transactions. All interests are direct and beneficial.

** Representing the five-day volume weighted average traded price of the Company's shares.*

3. EXERCISE OF SHARE APPRECIATION RIGHTS ("SARS")

Director	:	Ian Moir
Nature of transaction	:	Off-market exercise of SARS
Class of securities	:	SARS in respect of ordinary shares
Date of allocation	:	August 2011
Allocation price	:	R27.8900
Number of SARS exercised	:	87 468
Date of exercise	:	4 September 2018
Exercise price	:	R51.1362
Appreciation in share price	:	R23.2462
Total value of transaction	:	R2 033 298.62
Number of shares received	:	39 763
Nature of interest	:	Direct beneficial
Clearance obtained	:	Yes

Cape Town
5 September 2018

Sponsor
RAND MERCHANT BANK (A division of FirstRand Bank Limited)