

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")

## **RESIGNATION OF DIRECTOR AND WITHDRAWAL OF RESOLUTION AT ANNUAL GENERAL MEETING ("AGM")**

In compliance with paragraph 3.59 of the JSE Limited Listings Requirements, the Board of Directors of the Company ("the Board") hereby announces that Ms Sizakele Mzimela (appointed 1 July 2018) has resigned as an independent non-executive director with effect from Monday 5, November 2018.

Ms Mzimela has accepted a high-level interim executive position which will prevent her from attending certain WHL meetings held in Australia and accordingly Ms Mzimela has resigned from the Board.

As a result, shareholders are advised that ordinary resolution number 2, which proposed the election of Ms Mzimela as a director of the Company, is withdrawn from consideration at the Company's AGM to be held on 30 November 2018 at 10:00 at the Company's Head Office.

The withdrawal of ordinary resolution number 2 from the AGM does not affect the proxy form already submitted/or to be submitted in respect of other resolutions to be presented at the AGM.

Despite her short tenure, Ms Mzimela had already made a valuable contribution to the Company and the Board wishes her well.

Cape Town  
5 November 2018

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