

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")

## RESULTS OF THE 2019 ANNUAL GENERAL MEETING

Shareholders are advised that at the Annual General Meeting ("AGM") of the Company held today, Wednesday, 27 November 2019, all the ordinary and special resolutions were passed by the requisite majority votes.

The total issued share capital of the Company as at the record date of 22 November 2019 was 1 048 526 838 ordinary shares with total votable shares, excluding 84 307 873 Treasury Shares, being 964 218 965.

Details of the voting statistics for each resolution are as follows:

	VOTES CAST DISCLOSED AS A % OF TOTAL SHARES VOTED AT THE AGM		NUMBER OF SHARES VOTED	SHARES VOTED DISCLOSED AS A % OF TOTAL VOTEABLE SHARES	SHARES ABSTAINED DISCLOSED AS A % OF TOTAL VOTEABLE SHARES
	FOR	AGAINST			
<b>Ordinary Resolution 1:</b> Appointment of Chairperson	99.97	0.03	739 653 661	76.71	0.09
<b>Ordinary Resolution 2:</b> <b>Election of directors</b>					
Ordinary Resolution 2.1 David Kneale	99.98	0.02	739 656 761	76.71	0.09
Ordinary Resolution 2.2 Themبisa Skweyiya	99.99	0.01	739 652 461	76.71	0.09
Ordinary Resolution 2.3 Belinda Earl	99.98	0.02	739 656 761	76.71	0.09
Ordinary Resolution 2.4 Christopher Colfer	99.98	0.02	739 653 661	76.71	0.09
Ordinary Resolution 2.5 Clive Thomson	99.98	0.02	739 656 761	76.71	0.09
<b>Ordinary Resolution 3:</b> <b>Election of Audit Committee members</b>					
Ordinary Resolution 3.1 Zarina Bassa	97.90	2.10	739 544 426	76.70	0.11
Ordinary Resolution 3.2 Themبisa Skweyiya	99.99	0.01	739 652 009	76.71	0.10
Ordinary Resolution 3.3 Andrew Higginson	97.91	2.09	739 652 461	76.71	0.09
Ordinary Resolution 3.4 Christopher Colfer	99.96	0.04	739 649 361	76.71	0.10
Ordinary Resolution 3.5 Clive Thomson	99.98	0.02	739 461 961	76.69	0.09
<b>Ordinary Resolution 4:</b> <b>Re-appointment of Ernst &amp; Young Inc. as external auditors</b>	71.86	28.14	739 548 266	76.70	0.11
<b>Ordinary Resolution 5:</b> <b>Amendments to the Woolworths Performance Share Plan</b>	99.87	0.13	739 252 586	76.67	0.14

<b>Ordinary Resolution 6: Endorsement of the Remuneration Policy</b>	95.23	4.77	739 408 641	76.68	0.11
<b>Ordinary Resolution 7: Endorsement of the Remuneration Implementation Report*</b>	69.25	30.75	739 325 418	76.68	0.13
<b>Special Resolution 1: General authority to acquire (repurchase) shares</b>	98.96	1.04	739 583 118	76.70	0.10
<b>Special Resolution 2: Non-Executive Directors fees for the period 1 January 2020 to 31 December 2020 exclusive of value-added tax</b>	94.66	5.34	739 486 335	76.69	0.11

\* Given that the Company's Remuneration Implementation Report did not receive more than 75% of shareholder endorsement and as communicated at the AGM, shareholders are invited to forward their written submissions on the Remuneration Implementation Report to the Company Secretary by email at [Governance@woolworths.co.za](mailto:Governance@woolworths.co.za). Such submissions are invited by the close of business on Friday, 6 December 2019 and shareholders are requested to indicate whether they wish to participate in the follow up engagement. The Remuneration Committee will deliberate on the shareholder feedback already received, together with any responses to this invitation, at its Committee meeting at the end of February 2020. Following on this, the Remuneration Committee will host a shareholder remuneration call in March 2020 to engage on their deliberations and outcomes. Details for this engagement will be provided to those shareholders who have confirmed their participation by Friday, 6 December 2019.

Cape Town  
27 November 2019

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