

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

DEALINGS IN SECURITIES BY SHARE SCHEME AND A DIRECTOR

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

1. DEALINGS IN SECURITIES BY SHARE SCHEME

Name : WHL Retention Share Plan ("RSP")

1.1 SALE OF FORFEITED SECURITIES

Date of transaction : 25 February 2020
Nature of transaction : On-market sale of forfeited securities in terms of the RSP
Class of securities : Ordinary shares
Number of shares : 73 444
Sale price : 3720.00 cents per share
Total value of transaction : R2 732 116.80
Nature of interest : Indirect non-beneficial (sale of forfeited securities on behalf of a participant)
Clearance obtained : Yes

1.2 ACQUISITION OF SECURITIES FOR ALLOCATION TO PARTICIPANTS

Date of transaction : 25 February 2020
Nature of transaction : On-market purchase of securities to fulfil obligations to participants of the RSP
Class of securities : Ordinary shares
Number of shares : 1 524 815
Volume weighted average purchase price : 3786.99 cents per share
Highest purchase price : 3820.00 cents per share
Lowest purchase price : 3707.00 cents per share
Total value of transaction : R57 744 591.57
Nature of interest : Indirect non-beneficial (purchase on behalf of participants)
Clearance obtained : Yes

2. ACCEPTANCE OF RSP ALLOCATION

The following allocation of RSP shares has been awarded to and accepted off-market by Roy Bagattini, the Group Chief Executive Officer, given his appointment in this capacity. The vesting of these RSP shares is conditional upon the achievement of Mr Bagattini's individual performance measures ("IPM") and will vest over a three to five year period.

Number of Shares : 1 432 537
Grant Price : 3786.99 cents per share*
Transaction Value : R54 250 032.94
Date of Acceptance : 25 February 2020

Clearance has been received in respect of the above transaction. The nature of the interest is direct and beneficial.

** The grant price represents the volume weighted average traded price of the Company's shares on the date of grant.*

Cape Town
2 March 2020

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