

WOOLWORTHS HOLDINGS LIMITED - Results of the 2018 annual general meeting

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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 2018 ANNUAL GENERAL MEETING

Shareholders are advised that at the Annual General Meeting ("AGM") of the Company held today, Friday, 30 November 2018, 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 20 November 2018 was 1 048 408 117 ordinary shares with total votable shares, excluding 84 307 873 Treasury Shares, being 964 100 244.

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

	VOTES CAST DISCLOSED AS A % OF TOTAL SHARES VOTED AT THE MEETING		NUMBER OF SHARES VOTED AS A % OF	SHARES VOTED DISCLOSED AS A % OF TOTAL VOTEABLE SHARES	SHARES ABSTAINED DISCLOSED TOTAL VOTEABLE SHARES
	FOR	AGAINST			
Ordinary Resolution 1: Re-election of directors					
Ordinary Resolution 1.1 - Patrick Allaway	91.79	8.21	717 790 806	74.45	0.13
Ordinary Resolution 1.2 - Andrew Higginson	75.49	24.51	717 911 254	74.46	0.13
Ordinary Resolution 1.3 - Gail Kelly	91.72	8.28	717 911 154	74.46	0.13
Ordinary Resolution 1.4 - Zyda Rylands	97.03	2.97	712 625 007	73.92	0.47
Ordinary Resolution 2: Election of director					
Ordinary Resolution 2.1 - Sizakele Mzimela					Withdrawn following director's resignation announced by the Company on SENS on 5 November 2018

Ordinary Resolution 3: Re-appointment of Ernst & Young Inc. as external auditors	70.49	29.51	716 873 976	74.36	0.24
Ordinary Resolution 4: Election of Audit Committee members					
Ordinary Resolution 4.1 - Patrick Allaway	97.14	2.86	717 912 014	74.46	0.13
Ordinary Resolution 4.2 - Zarina Bassa	96.46	3.54	717 902 982	74.46	0.13
Ordinary Resolution 4.3 - Hubert Brody	96.62	3.38	717 887 990	74.46	0.14
Ordinary Resolution 4.4 - Andrew Higginson	97.10	2.90	717 900 372	74.46	0.13
Non-binding advisory resolution 1: Approval of the Remuneration Policy	79.91	20.09	716 960 263	74.37	0.23
Non-binding advisory resolution 2: Approval of the Remuneration Implementation Report*	60.26	39.74	716 974 332	74.37	0.23
Special Resolution 1: Non-Executive Directors fees for the period 1 January 2019 to 31 December 2019 exclusive of value-added tax	96.05	3.95	717 899 235	74.46	0.13
Special Resolution 2: General authority to repurchase shares	94.75	5.25	717 846 505	74.46	0.14
Special Resolution 3: Financial assistance to related or inter-related companies or undertakings	93.60	6.40	717 871 708	74.46	0.14
Special Resolution 4: Issue of shares or options and grant of financial assistance in terms of the Company's share based incentive schemes	86.28	13.72	717 905 399	74.46	0.13

* Shareholders are advised that the Company's Remuneration Implementation Report

received less than 75% of the votes exercised.

The Company invites all interested shareholders who wish to engage on the Remuneration Implementation Report to join a scheduled teleconference call that has been arranged for Tuesday 11 December 2018 from 09h00 to 10h00 (South African time).

Shareholders are requested to confirm their participation to the Company Secretary by email at Governance@woolworths.co.za by no later than the close of business on Friday, 7 December 2018, after which dial-in details will be provided.

Shareholders are further invited to forward their concern/questions on the Remuneration Implementation Report to the Company Secretary by email at Governance@woolworths.co.za by the close of business on Friday, 7 December 2018.

Cape Town
30 November 2018

Sponsor

RAND MERCHANT BANK (A division of FirstRand Bank Limited)

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