WOOLWORTHS HOLDINGS LIMITED

# ANNUAL FINANCIAL STATEMENTS

2026

START

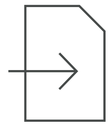
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# REPORTS

SHAREHOLDING DISCLOSURES

SEVEN-YEAR REVIEW

CERTIFICATE OF THE GROUP COMPANY SECRETARY, RESPONSIBILITY STATEMENT AND APPROVAL OF THE ANNUAL FINANCIAL STATEMENTS



# SHAREHOLDING DISCLOSURES

## STATED CAPITAL

AUTHORISED

Ordinary shares – 2 410 600 000 of no par value (2025: 2 410 600 000)

ISSUED

Ordinary shares – 978 983 834 of no par value (2025: 988 695 949)

Further details of the stated capital and the movements for the period under review are disclosed in note 10 of the Company Annual Financial Statements.

## SHAREHOLDER SPREAD

| PUBLIC AND NON-PUBLIC SHAREHOLDERS | Number of shareholders | % of total shareholders | Number of shares | % of issued capital |
|---|---|---|---|---|
| 1 – 1 000 shares | 38 702 | 84.7 | 4 116 388 | 0.4 |
| 1 001 – 10 000 shares | 5 261 | 11.5 | 16 980 930 | 1.7 |
| 10 001 – 100 000 shares | 1 155 | 2.5 | 36 551 843 | 3.7 |
| 100 001 – 1 000 000 shares | 458 | 1.0 | 145 542 557 | 14.9 |
| 1 000 001 shares and above | 115 | 0.3 | 775 792 116 | 79.3 |
| Total | 45 691 | 100.0 | 978 983 834 | 100.0 |

## ANALYSIS OF SHAREHOLDERS

| PUBLIC AND NON-PUBLIC SHAREHOLDERS | Number of shareholders | % of total | Number of shares | % of total |
|---|---|---|---|---|
| Non-public shareholders | 7 | – | 86 753 732 | 8.9 |
| Directors and their associates | 4 | – | 2 417 353 | 0.3 |
| E-Com Investments 16 (RF) Proprietary Limited | 1 | – | 43 763 861 | 4.5 |
| Woolworths Proprietary Limited | 1 | – | 40 497 604 | 4.1 |
| Woolworths Proprietary Limited on behalf of deceased and untraceable former Woolworths Employee Share Ownership Trust beneficiaries | 1 | – | 74 914 | – |
| Public shareholders | 45 684 | 100.0 | 892 230 102 | 91.1 |
| Total | 45 691 | 100.0 | 978 983 834 | 100.0 |

Total number of Treasury shares held at 28 June 2026 - 84 261 465 (2025: 84 261 465).

Directors of the Company hold direct and indirect beneficial interests of 2 417 353 ordinary shares (2025: 4 553 660) in the Company.

According to the Company's register of shareholders, read in conjunction with the Company's register of disclosure of beneficial interests made by registered shareholders acting in a nominee capacity, the following shareholders held, directly and indirectly, in excess of 5% of any class of the issued stated capital at 28 June 2026:

| MAJOR SHAREHOLDERS | Total shareholding Jun 2026 | % of issued capital | Total shareholding Jun 2025 | % of issued capital |
|---|---|---|---|---|
| Allan Gray Proprietary Limited* | 194 838 856 | 19.90 | 190 530 754 | 19.27 |
| Government Employees Pension Fund (PIC) (ZA) | 140 445 807 | 14.35 | 147 975 488 | 14.97 |

* Held on behalf of their clients

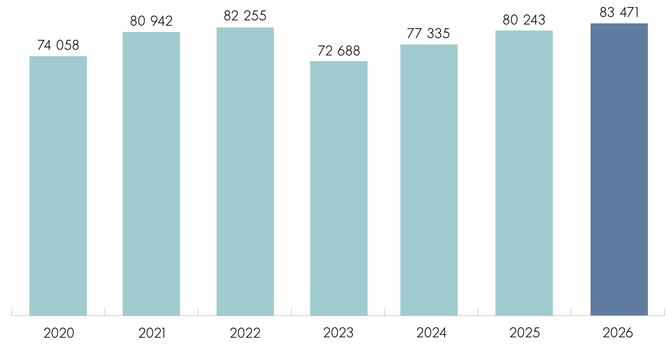


# SEVEN-YEAR REVIEW

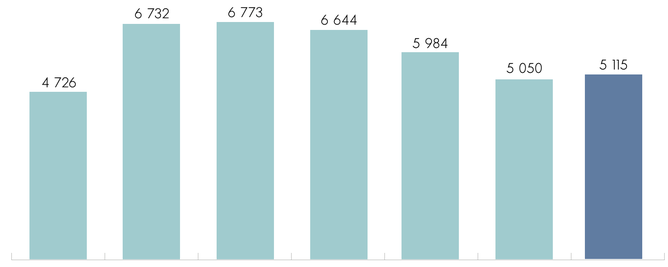
| Year<br>Number of weeks | 2026<br>52<br>Rm | 2025<br>52<br>Rm | 2024<br>53<br>Rm | 2023<br>52<br>Rm | 2022<br>52<br>Rm | 2021<br>52<br>Rm | 2020<br>52<br>Rm |
|---|---|---|---|---|---|---|---|
| GROUP STATEMENT OF PROFIT OR LOSS | | | | | | | |
| Revenue | 83 471 | 80 243 | 77 335 | 72 688 | 82 255 | 80 942 | 74 058 |
| Turnover and concession sales | 84 510 | 80 989 | 77 761 | 73 228 | 87 020 | 85 857 | 78 262 |
| Concession sales | (1 669) | (1 452) | (1 228) | (962) | (6 953) | (7 094) | (6 054) |
| Turnover | 82 841 | 79 537 | 76 533 | 72 266 | 80 067 | 78 763 | 72 208 |
| Cost of sales | (54 645) | (52 258) | (49 064) | (45 440) | (50 881) | (49 816) | (46 859) |
| Gross profit | 28 196 | 27 279 | 27 469 | 26 826 | 29 186 | 28 947 | 25 349 |
| Other revenue | 483 | 550 | 636 | 281 | 2 121 | 2 096 | 1 788 |
| Expenses | (23 564) | (22 779) | (22 121) | (20 463) | (24 534) | (24 311) | (22 411) |
| Operating profit from core trading activities | 5 115 | 5 050 | 5 984 | 6 644 | 6 773 | 6 732 | 4 726 |
| Non-core trading expenses and capital items | (599) | (666) | (990) | (71) | 138 | 719 | (799) |
| Operating profit before net finance costs | 4 516 | 4 384 | 4 994 | 6 573 | 6 911 | 7 451 | 3 927 |
| Investment income | 147 | 156 | 166 | 141 | 67 | 83 | 62 |
| Finance costs | (1 727) | (1 771) | (1 724) | (1 444) | (1 953) | (2 502) | (2 688) |
| Earnings from joint ventures | 228 | 239 | 223 | 102 | 165 | 118 | 101 |
| Profit before tax | 3 164 | 3 008 | 3 659 | 5 372 | 5 190 | 5 150 | 1 402 |
| Tax expense | (833) | (553) | (1 059) | (1 489) | (1 473) | (987) | (843) |
| Profit from discontinued operation, net of tax | – | – | – | 1 196 | – | – | – |
| Profit for the period | 2 331 | 2 455 | 2 600 | 5 079 | 3 717 | 4 163 | 559 |
| Profit attributable to: | | | | | | | |
| Shareholders of the parent | 2 319 | 2 443 | 2 593 | 5 074 | 3 715 | 4 161 | 557 |
| Non-controlling interests | 12 | 12 | 7 | 5 | 2 | 2 | 2 |

2024 onwards excludes David Jones, and includes Absolute Pets (within the Woolworths Food segment).

REVENUE (R million)




OPERATING PROFIT FROM CORE TRADING ACTIVITIES (R million)

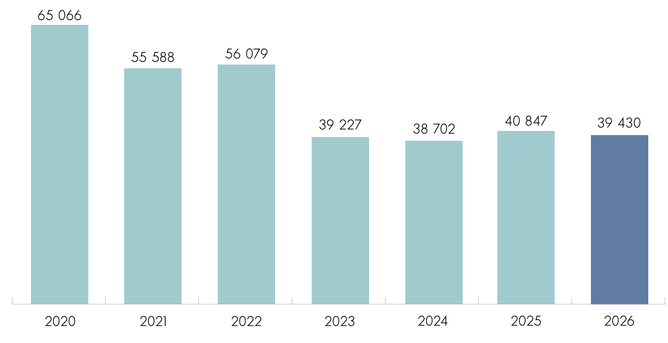


# SEVEN-YEAR REVIEW (CONTINUED)

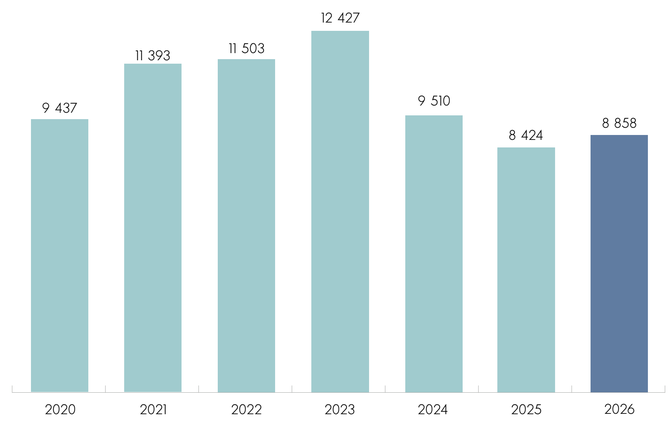
| Year<br>Number of weeks | 2026<br>52<br>Rm | 2025<br>52<br>Rm | 2024<br>53<br>Rm | 2023<br>52<br>Rm | 2022<br>52<br>Rm | 2021<br>52<br>Rm | 2020<br>52<br>Rm |
|---|---|---|---|---|---|---|---|
| GROUP STATEMENT OF FINANCIAL POSITION | | | | | | | |
| Non-current assets | 26 536 | 26 102 | 27 518 | 26 634 | 39 953 | 40 105 | 47 920 |
| Current assets | 12 894 | 14 745 | 11 184 | 12 593 | 16 126 | 15 483 | 17 146 |
| Total assets | 39 430 | 40 847 | 38 702 | 39 227 | 56 079 | 55 588 | 65 066 |
| Equity attributable to shareholders of the parent | 10 236 | 10 640 | 10 864 | 11 991 | 11 775 | 9 305 | 6 489 |
| Non-controlling interests | 63 | 71 | 62 | 30 | 25 | 23 | 21 |
| Non-current liabilities | 17 469 | 17 859 | 15 594 | 14 913 | 29 880 | 31 305 | 42 746 |
| Current liabilities | 11 662 | 12 277 | 12 182 | 12 293 | 14 399 | 14 955 | 15 810 |
| Total equity and liabilities | 39 430 | 40 847 | 38 702 | 39 227 | 56 079 | 55 588 | 65 066 |
| GROUP STATEMENT OF CASH FLOWS | | | | | | | |
| Cash inflow from trading | 8 858 | 8 424 | 9 510 | 12 427 | 11 503 | 11 393 | 9 437 |
| Working capital movements | 462 | (1 267) | (949) | (1 052) | 99 | 256 | 1 704 |
| Cash generated by operating activities | 9 320 | 7 157 | 8 561 | 11 375 | 11 602 | 11 649 | 11 141 |
| Net interest paid | (1 591) | (1 580) | (1 571) | (1 879) | (1 921) | (2 512) | (2 507) |
| Tax paid | (868) | (891) | (911) | (1 487) | (1 673) | (1 108) | (685) |
| Cash generated by operations | 6 861 | 4 686 | 6 079 | 8 009 | 8 008 | 8 029 | 7 949 |
| Dividends received from joint ventures | 216 | 190 | 91 | – | 112 | – | 170 |
| Dividends paid | (1 789) | (2 034) | (2 741) | (2 869) | (1 417) | – | (1 808) |
| Net cash inflow from operating activities | 5 288 | 2 842 | 3 429 | 5 140 | 6 703 | 8 029 | 6 311 |
| Net cash (outflow)/inflow from investing activities | (2 627) | (570) | (3 932) | (2 456) | (1 855) | 5 910 | (2 430) |
| Net cash (outflow)/inflow from financing activities | (3 465) | 336 | (1 656) | (5 156) | (5 101) | (13 516) | (1) |
| (Decrease)/increase in cash and cash equivalents | (804) | 2 608 | (2 159) | (2 472) | (253) | 423 | 3 880 |
| Net cash and cash equivalents at the beginning of the period | 3 723 | 1 117 | 3 296 | 5 341 | 5 484 | 5 437 | 1 042 |
| Effect of foreign exchange rate changes | (74) | (2) | (20) | 427 | 110 | (376) | 515 |
| Net cash and cash equivalents at the end of the period | 2 845 | 3 723 | 1 117 | 3 296 | 5 341 | 5 484 | 5 437 |

2024 onwards excludes David Jones, and includes Absolute Pets (within the Woolworths Food segment).

TOTAL ASSETS (R million)



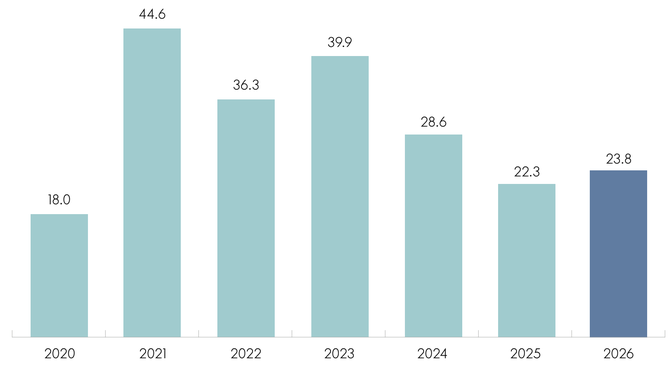

CASH INFLOW FROM TRADING (R million)



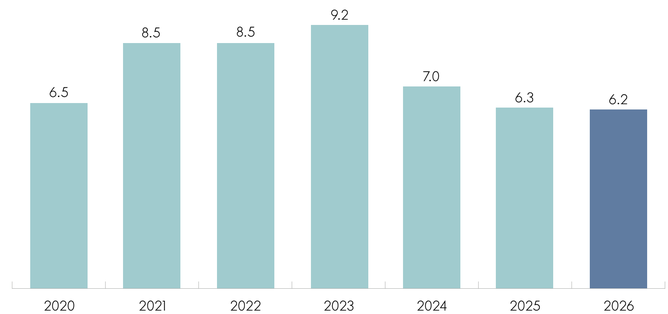
# SEVEN-YEAR REVIEW (CONTINUED)

| Year<br>Number of weeks | 2026<br>52<br>% | 2025<br>52<br>% | 2024<br>53<br>% | 2023<br>52<br>% | 2022<br>52<br>% | 2021<br>52<br>% | 2020<br>52<br>% |
|---|---|---|---|---|---|---|---|
| **RETURNS** | | | | | | | |
| Return on capital employed (RoCE)* | 17.0 | 16.4 | 18.7 | 23.5 | 16.8 | 14.9 | 9.2 |
| *Adjusted operating profit after tax as a percentage of average Capital Employed* | | | | | | | |
| Return on equity (RoE) | 23.8 | 22.3 | 28.6 | 39.9 | 36.3 | 44.6 | 18.0 |
| *Headline earnings as a percentage of average Equity attributable to shareholders of the parent* | | | | | | | |
| Return on assets (RoA) | 12.8 | 12.7 | 13.8 | 13.9 | 12.1 | 11.1 | 9.4 |
| *Operating profit as a percentage of average Total assets less Deferred tax liability* | | | | | | | |
| **MARGINS** | | | | | | | |
| Gross profit margin | 34.0 | 34.3 | 35.9 | 37.1 | 36.5 | 36.8 | 35.1 |
| *Gross profit as a percentage of Turnover* | | | | | | | |
| Operating profit margin | 6.2 | 6.3 | 7.0 | 9.2 | 8.5 | 8.5 | 6.5 |
| *Operating profit from core trading activities as a percentage of Turnover* | | | | | | | |
| **SOLVENCY AND LIQUIDITY** | | | | | | | |
| Debt ratio (%) | 22.7 | 24.1 | 20.2 | 15.4 | 9.1 | 11.9 | 26.3 |
| *Interest-bearing debt as a percentage of Total assets* | | | | | | | |
| Current ratio (times) | 1.1 | 1.2 | 0.9 | 1.0 | 1.1 | 1.0 | 1.1 |
| *Current assets divided by Current liabilities* | | | | | | | |
| Total liabilities to equity (%) | 282.9 | 281.4 | 254.2 | 226.3 | 375.2 | 482.2 | 899.5 |
| *Non-current liabilities and Current liabilities as a percentage of Equity* | | | | | | | |
| Net debt to equity (times) | 1.2 | 1.2 | 1.2 | 0.9 | 1.6 | 2.1 | 4.8 |
| *Net debt divided by Equity* | | | | | | | |
| Net debt to Adjusted EBITDA (times)** | 1.4 | 1.5 | 1.5 | 0.9 | 1.6 | 1.7 | 3.3 |
| *Net debt divided by Adjusted earnings before interest, tax, depreciation and amortisation* | | | | | | | |
| Interest cover (times) | 5.6 | 5.3 | 5.7 | 6.4 | 6.0 | 4.9 | 3.7 |
| *Earnings before interest, tax, depreciation and amortisation divided by Net interest paid* | | | | | | | |

RETURN ON EQUITY (%)




OPERATING PROFIT MARGIN (%)




* Adjusted operating profit after tax comprises Adjusted profit before tax less Investment income and Tax, and add Finance costs. Average capital employed consists of average Net debt and Equity.

** Adjusted EBITDA comprises Adjusted profit before tax, less Investment income and add Finance costs, Depreciation and Amortisation.

2024 onwards excludes David Jones, and includes Absolute Pets (within the Woolworths Food segment).

# SEVEN-YEAR REVIEW (CONTINUED)

| Year<br>Number of weeks | 2026<br>52<br>Rm | 2025<br>52<br>Rm | 2024<br>53<br>Rm | 2023<br>52<br>Rm | 2022<br>52<br>Rm | 2021<br>52<br>Rm | 2020<br>52<br>Rm |
|---|---|---|---|---|---|---|---|
| SEGMENTAL ANALYSIS | | | | | | | |
| **REVENUE** | | | | | | | |
| Woolworths Fashion, Beauty and Home | 15 849 | 15 192 | 14 820 | 14 676 | 13 614 | 12 869 | 12 438 |
| Woolworths Food | 54 329 | 51 472 | 47 328 | 42 619 | 39 422 | 37 827 | 35 258 |
| Woolworths Logistics | 827 | 767 | 750 | 684 | 637 | 574 | 517 |
| Country Road Group | 12 348 | 12 573 | 14 074 | 14 552 | 12 016 | 12 056 | 9 723 |
| Treasury | 118 | 239 | 363 | 157 | 50 | 70 | 49 |
| David Jones | – | – | – | 15 623 | 17 004 | 18 113 | 16 566 |
| Intragroup | – | – | – | (451) | (488) | (567) | (493) |
| | 83 471 | 80 243 | 77 335 | 87 860 | 82 255 | 80 942 | 74 058 |
| **TURNOVER** | | | | | | | |
| Woolworths Fashion, Beauty and Home | 15 758 | 15 103 | 14 751 | 14 629 | 13 502 | 12 855 | 12 421 |
| Woolworths Food | 54 020 | 51 228 | 47 132 | 42 463 | 39 240 | 37 743 | 35 141 |
| Woolworths Logistics | 827 | 767 | 750 | 684 | 637 | 574 | 517 |
| Country Road Group | 12 236 | 12 439 | 13 900 | 14 490 | 11 983 | 12 022 | 9 655 |
| David Jones | – | – | – | 13 399 | 14 705 | 15 569 | 14 474 |
| | 82 841 | 79 537 | 76 533 | 85 665 | 80 067 | 78 763 | 72 208 |
| **PROFIT/(LOSS) BEFORE TAX** | | | | | | | |
| Woolworths Fashion, Beauty and Home | 653 | 1 201 | 1 403 | 1 594 | 1 338 | 713 | 492 |
| Woolworths Food | 3 227 | 3 264 | 3 107 | 2 692 | 2 647 | 2 754 | 2 623 |
| Woolworths Financial Services | 228 | 216 | 223 | 101 | 164 | 118 | 101 |
| Country Road Group | (361) | (1 893) | (533) | 1 512 | 1 153 | 1 468 | 334 |
| Treasury | (583) | 220 | (541) | (527) | (410) | (748) | (998) |
| David Jones | – | – | – | 1 350 | 298 | 845 | (1 150) |
| | 3 164 | 3 008 | 3 659 | 6 722 | 5 190 | 5 150 | 1 402 |
| **PROFIT/(LOSS) ATTRIBUTABLE TO SHAREHOLDERS OF THE PARENT** | | | | | | | |
| Woolworths* | 2 569 | 3 877 | 3 121 | 2 982 | 2 697 | 2 061 | 1 562 |
| Country Road Group | (250) | (1 434) | (528) | 850 | 802 | 1 047 | 246 |
| David Jones | – | – | – | 1 242 | 216 | 1 053 | (1 251) |
| | 2 319 | 2 443 | 2 593 | 5 074 | 3 715 | 4 161 | 557 |

* Includes Woolworths Fashion, Beauty and Home, Woolworths Food, Woolworths Logistics, Woolworths Financial Services, Treasury and Earnings from property joint venture.
2024 onwards excludes David Jones, and includes Absolute Pets (within the Woolworths Food segment).

# SEVEN-YEAR REVIEW (CONTINUED)

| Year<br>Number of weeks | 2026<br>52 | 2025<br>52 | 2024<br>53 | 2023<br>52 | 2022<br>52 | 2021<br>52 | 2020<br>52 |
|---|---|---|---|---|---|---|---|
| OTHER | | | | | | | |
| **WOOLWORTHS FASHION, BEAUTY AND HOME** | | | | | | | |
| Gross profit margin (%) | 46.0 | 47.3 | 48.5 | 48.5 | 47.3 | 45.5 | 44.0 |
| ROCE (%)* | 13.1 | 16.1 | 21.3 | 25.6 | 22.2 | – | – |
| Trading space ($m^2$) | 418 785 | 421 849 | 431 089 | 432 088 | 432 888 | 453 224 | 485 241 |
| South Africa | 369 214 | 374 203 | 384 257 | 385 675 | 387 961 | 407 489 | 440 574 |
| Rest of Africa | 49 571 | 47 646 | 46 832 | 46 413 | 44 927 | 45 735 | 44 667 |
| Store locations | 300 | 292 | 290 | 268 | 257 | 267 | 279 |
| South Africa | 231 | 225 | 225 | 204 | 194 | 202 | 215 |
| Rest of Africa | 69 | 67 | 65 | 64 | 63 | 65 | 64 |
| **WOOLWORTHS FOOD** | | | | | | | |
| Gross profit margin (%) | 24.9 | 24.9 | 24.7 | 24.4 | 24.0 | 24.5 | 24.9 |
| ROCE (%)* | 37.3 | 40.9 | 48.4 | 56.4 | 59.5 | – | – |
| Trading space ($m^2$) | 319 970 | 309 218 | 301 135 | 278 027 | 268 367 | 263 501 | 262 337 |
| South Africa | 291 279 | 282 498 | 275 905 | 267 482 | 259 108 | 254 189 | 253 051 |
| Absolute Pets | 17 119 | 15 401 | 14 365 | – | – | – | – |
| Engen | 4 484 | 4 244 | 4 003 | 3 987 | 3 674 | 3 543 | 3 400 |
| Rest of Africa | 7 088 | 7 075 | 6 862 | 6 558 | 5 585 | 5 769 | 5 886 |
| Store locations | 710 | 669 | 649 | 479 | 463 | 452 | 452 |
| South Africa | 379 | 366 | 360 | 365 | 358 | 348 | 348 |
| Absolute Pets | 204 | 180 | 170 | – | – | – | – |
| Engen | 101 | 97 | 93 | 91 | 84 | 81 | 80 |
| Rest of Africa | 26 | 26 | 26 | 23 | 21 | 23 | 24 |
| **WOOLWORTHS SA** | | | | | | | |
| Asset turn (times) | 2.7 | 2.7 | 2.8 | 2.9 | 2.8 | 2.7 | 3.0 |
| *Revenue divided by average Total assets less Deferred tax* | | | | | | | |
| Inventory turn (times) | 7.5 | 7.6 | 8.2 | 8.4 | 8.4 | 8.6 | 8.3 |
| *Cost of sales divided by average Inventory* | | | | | | | |
| Profit before tax to turnover (%) | 5.8 | 7.0 | 7.6 | 7.6 | 7.8 | 7.0 | 6.7 |
| Number of employees (average weekly full-time equivalent) | 34 485 | 34 244 | 33 811 | 33 756 | 33 127 | 33 589 | 32 168 |
| **COUNTRY ROAD GROUP (A$)** | | | | | | | |
| Gross profit margin (%) | 57.7 | 56.4 | 60.3 | 62.6 | 59.5 | 60.8 | 58.6 |
| ROCE (%)* | 0.3 | (2.0) | 5.7 | 16.3 | 13.7 | 16.4 | 7.2 |
| Number of employees (full-time equivalent) | 3 267 | 3 470 | 3 688 | 3 520 | 2 971 | 2 982 | 3 464 |
| Trading space ($m^2$) | 100 865 | 101 031 | 101 810 | 97 933 | 101 920 | 110 875 | 114 699 |
| Australasia | 84 507 | 85 563 | 86 630 | 83 030 | 86 776 | 95 618 | 99 405 |
| South Africa | 16 358 | 15 468 | 15 180 | 14 903 | 15 144 | 15 257 | 15 294 |
| Store locations | 621 | 630 | 653 | 607 | 622 | 689 | 714 |
| Australasia | 529 | 542 | 569 | 523 | 537 | 606 | 631 |
| South Africa | 92 | 88 | 84 | 84 | 85 | 83 | 83 |
| Asset turn (times) | 1.3 | 1.2 | 1.1 | 1.0 | 0.9 | 0.8 | 0.9 |
| Inventory turn (times) | 2.9 | 2.8 | 2.9 | 3.3 | 3.7 | 3.4 | 3.2 |
| Profit before tax to turnover (%) | (3.0) | (15.2) | (4.2) | 10.4 | 9.4 | 12.3 | 3.8 |

* Adjusted operating profit after tax comprises Adjusted profit before tax less Investment income and Tax, and add Finance costs. Average capital employed consists of average Net debt and Equity.

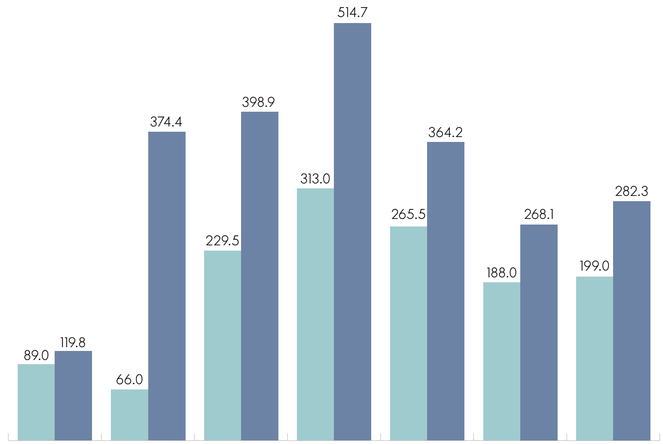
2024 onwards excludes David Jones, and includes Absolute Pets (within the Woolworths Food segment).

# SEVEN-YEAR REVIEW (CONTINUED)

| Year<br>Number of weeks | 2026<br>52 | 2025<br>52 | 2024<br>53 | 2023<br>52 | 2022<br>52 | 2021<br>52 | 2020<br>52 |
|---|---|---|---|---|---|---|---|
| **SHARE PERFORMANCE** | | | | | | | |
| Earnings per share (cents) | 263.0 | 273.4 | 289.2 | 551.0 | 387.4 | 435.1 | 58.2 |
| Headline earnings per share (cents) | 282.3 | 268.1 | 364.2 | 514.7 | 398.9 | 374.4 | 119.8 |
| Adjusted headline earnings per share (cents) | 318.3 | 306.6 | 391.3 | 516.8 | 380.9 | 346.6 | 170.3 |
| Dividend per share (cents) | 199.0 | 188.0 | 265.5 | 313.0 | 229.5 | 66.0 | 89.0 |
| Net asset book value per share (cents) | 1 167.8 | 1 193.0 | 1 211.0 | 1 338.3 | 1 245.1 | 972.6 | 678.8 |
| Share price (cents): Highest | 6 054 | 6 896 | 8 010 | 7 954 | 6 379 | 5 681 | 6 027 |
| Lowest | 4 783 | 4 481 | 5 400 | 5 118 | 4 948 | 3 054 | 2 558 |
| Average | 5 286 | 6 004 | 6 730 | 6 445 | 5 547 | 4 177 | 4 503 |
| Closing | 5 049 | 5 187 | 6 178 | 7 037 | 5 719 | 5 439 | 3 276 |
| Market capitalisation at June (R million) | 49 429 | 51 284 | 61 082 | 69 575 | 59 365 | 57 108 | 34 351 |
| Number of shares in issue (millions)* | 877 | 892 | 897 | 896 | 946 | 957 | 956 |
| Number of shares traded (millions) | 1 168 | 901 | 940 | 1 115 | 1 009 | 1 019 | 1 359 |
| Percentage of shares traded | 133.2 | 101.0 | 104.8 | 124.4 | 106.7 | 106.5 | 142.2 |
| Value of shares traded (R million) | 61 753 | 54 097 | 63 245 | 71 878 | 55 993 | 42 549 | 61 196 |
| Price:earnings ratio | 19.2 | 19.0 | 21.4 | 12.8 | 14.8 | 12.5 | 56.3 |
| Dividend yield (%) | 3.9 | 3.6 | 4.3 | 4.4 | 4.0 | 1.0 | 2.7 |
| **FOREIGN CURRENCY EXCHANGE RATES** | | | | | | | |
| US$ – average | 16.90 | 18.16 | 18.71 | 17.73 | 15.20 | 15.44 | 15.66 |
| US$ – closing | 16.47 | 17.86 | 18.22 | 18.72 | 15.91 | 14.12 | 17.24 |
| A$ – average | 11.47 | 11.77 | 12.28 | 11.93 | 11.00 | 11.50 | 10.48 |
| A$ – closing | 11.36 | 11.71 | 12.15 | 12.50 | 10.99 | 10.73 | 11.83 |
| **KEY INFORMATION (US$ MILLION)** | | | | | | | |
| Revenue | 4 939 | 4 419 | 4 133 | 4 100 | 5 412 | 5 242 | 4 729 |
| Headline earnings per share (cents) | 16.7 | 14.8 | 19.5 | 29.0 | 26.2 | 24.2 | 7.7 |
| Profit/(loss) attributable to shareholder of the parent | 137 | 135 | 139 | 286 | 244 | 270 | 36 |
| Total assets | 2 406 | 2 287 | 2 124 | 2 096 | 3 525 | 3 937 | 3 774 |
| Market capitalisation | 3 001 | 2 871 | 3 352 | 3 717 | 3 731 | 4 044 | 1 993 |

* Net of treasury shares held by subsidiaries, Woolworths Proprietary Limited and E-Com Investments 16 (RF) Proprietary Limited.
2024 onwards excludes David Jones, and includes Absolute Pets (within the Woolworths Food segment).

HEPS AND DIVIDEND PER SHARE (CENTS)*





# CERTIFICATE OF THE GROUP COMPANY SECRETARY

In my capacity as the Group Company Secretary and in terms of the Companies Act, 71 of 2008, as amended, of South Africa (Companies Act), I hereby confirm that, to the best of my knowledge and belief, the Company has lodged with the Companies and Intellectual Property Commission all such returns and notices as are required of a public company in terms of the Companies Act, in respect of the financial year ended 28 June 2026 and that all such returns and notices are true, correct and up to date.

**CA Reddiar**
Group Company Secretary
1 September 2026

# RESPONSIBILITY STATEMENT

In terms of paragraph 5.9 of the JSE Limited Listings Requirements, each of the directors, whose names are stated below, hereby confirm that:

a) The Annual Financial Statements, set out on pages 21 to 67, fairly present in all material respects the financial position, financial performance and cash flows of Woolworths Holdings Limited in terms of IFRS;

b) To the best of our knowledge and belief, no facts have been omitted or untrue statements made that would make the Annual Financial Statements false or misleading;

c) Internal financial controls have been put in place to ensure that material information relating to Woolworths Holdings Limited and its consolidated subsidiaries have been provided to effectively prepare the financial statements of Woolworths Holdings Limited;

d) The internal financial controls are adequate and effective and can be relied upon in compiling the Annual Financial Statements, and we have fulfilled our role and function, as Executive Directors with primary responsibility for implementation and execution of control;

e) Where we are not satisfied, we have disclosed to the Audit Committee and the auditors any deficiencies in design and operational effectiveness of the internal financial controls and have taken steps to remedy the deficiencies; and

f) We are not aware of any fraud involving directors.

**S Ngumeni**
Group Chief Executive Officer
1 September 2026

**Z Manjra**
Group Finance Director

# APPROVAL OF THE ANNUAL FINANCIAL STATEMENTS

The Annual Financial Statements, which have been compiled under the supervision of Zaid Manjra CA(SA), the Group Finance Director, were approved by the Board on 1 September 2026, and signed on its behalf by:

**C Thomson**
Chairman

**S Ngumeni**
Group Chief Executive Officer

# REPORT OF THE AUDIT COMMITTEE

## INTRODUCTION

The Woolworths Holdings Limited (WHL) Audit Committee (committee) is pleased to present its report for the 2026 financial year. This report has been prepared in accordance with the requirements of the Companies Act, the King V™ Code of Governance for South Africa (King V™), the JSE Limited Listings Requirements and Debt and Specialist Securities Listings Requirements, IFRS and other applicable regulatory requirements.

The committee's role and responsibilities are set out in the Board-approved terms of reference, which is aligned with the Companies Act and King V™ principles. The committee provides independent oversight of the effectiveness of the Group's external and internal assurance functions and services, internal financial controls and the system of internal controls. In doing so, it assists the Board in ensuring and monitoring the integrity of the Group's Annual Financial Statements and related external reports.

This report provides details on the committee's composition and its processes, as well as an overview of the manner in which the committee carried out its various statutory and governance obligations during the year under review.

## COMMITTEE COMPOSITION AND PROCESSES

All members of the committee are independent and collectively have the necessary financial literacy skills and experience to execute their duties effectively. Independence of the committee is assessed by means of the Board's annual independence review.

Full biographical details of all members will be available in the 2026 Integrated Annual Report, which is to be released on or about 30 September 2026. Members' fees have been included in the table of directors' remuneration in note 7.

Three formal meetings and three ad hoc meetings of the committee were held during the year under review. The ad hoc meetings were convened for purposes of dedicating time to consider the Interim and Annual Financial Statements prior to publication, and other ad hoc matters, including the consideration of the impairment assessment across Country Road Group (CRG) brands.

The committee composition and members' attendance at the meetings during the 2026 financial year are set out in the following table.



| Member | Date of Appointment | Formal meetings | Ad hoc meetings |
|---|---|---|---|
| Lwazi Bam (Committee Chairman) CA(SA) | 2023 | 3/3 | 3/3 |
| Christopher Colfer BA | 2019 | 3/3 | 3/3 |
| Itumeleng Kgaboesele CA(SA) | 2025 | 3/3 | 3/3 |
| Thembisa Skweyiya B.Proc. LLB, LLM, H. Dip (Tax) | 2019 | 3/3 | 3/3 |

The Group Chief Executive Officer, the Group Finance Director and the Heads of Risk, Internal Audit, and Treasury and Tax, as well as the external auditors, are invited to attend all meetings of the committee. In addition, there is an open invitation to all Board members to attend committee meetings and all directors have access to the papers for each of the committee's meetings. Other senior executives and professional advisors are invited to attend meetings when required, for purposes of providing insight into specific issues or areas of the Group.

The committee meets independently with the external and internal auditors to discuss pertinent matters as necessary, as well as to discuss any relevant matters relating to the year-end audit and finalisation of the financial results. The committee Chairman also meets separately with external and internal auditors between committee meetings.

All committee members are also members of the Risk, Information and Technology Committee, which provides members with insight into the Group's enterprise risk management and information and technology governance frameworks and key risks. The cross-committee membership enhances the committee's oversight of financial and other risks that may affect the integrity of the Group's external reports (such as financial reporting risks, internal financial controls, fraud risk as it relates to financial reporting, and risks pertaining to information, technology and cyber security).

The Treasury Committee, a committee of the Board, supports the committee and reports on relevant treasury related matters. The committee Chairman reports to the Board after each committee meeting, detailing the committee's activities and matters discussed, as well as highlighting key items deliberated and those requiring the Board's attention.

## KEY AREAS OF ACTIVITY DURING THE YEAR

During the year, the committee dealt with the following statutory, regulatory and compliance matters:

- reviewed the Group Finance Director's quarterly reports relating to the Group's financial performance, forecasts, budget, integrated business plan and capital expenditure;



- reviewed the interim reports, preliminary results announcements, trading updates and trading statements and recommended these to the Board for approval;
- assessed and confirmed the appropriateness of the going concern assumption used in the Group Annual Financial Statements and recommended proposals to the Board in respect of interim and final dividends;
- reviewed the basis for determining materiality for external reporting;
- reported to the Board on matters concerning the Group's accounting policies, financial controls, records and reporting;
- reviewed the JSE's Pro-Active Monitoring of Financial Statements report and the Group's response;
- considered the Group's financial reporting procedures and concluded that they were appropriate for the preparation and reporting of the Group's financial information;
- considered the impairment testing of goodwill, brands and store assets in Country Road Group and reviewed the related Group and Company level impairment considerations;
- reviewed reports from the Group Treasury Committee covering Treasury Policy compliance; funding and capital matters including the debt facilities refinancing and renewal activities; the issuing of Notes under the Domestic Medium Term Note Programme; the transition from JIBAR to ZARONIA; interest rate hedging, and compliance with debt covenants;
- continued to oversee the Group's funding arrangements;
- reviewed the proposed funding arrangements and financial reporting implications of the proposed acquisition of in2food Holdings, including IFRS 3 purchase price allocation considerations and related disclosure requirements;
- continued to consider reporting and legislative developments in respect of sustainability reporting standards, including the Australian Sustainability Reporting Standards applicable to CRG for FY2026;
- received quarterly reports on the Group's tax position and status of tax compliance, including the finalisation of the WHL Company VAT case following the Supreme Court of Appeal's ruling in WHL's favour and updates on customs duty and royalty matters in certain rest of Africa countries;
- considered the annual attestation from the Group Chief Executive Officer and Group Finance Director on the effectiveness of the internal control environment;
- reviewed the committee's terms of reference and Group Internal Audit Charter; and
- considered the Group's policies pertaining to Insider Trading, Price-Sensitive Information, External Auditor, and Audit and Accounting Complaints Procedure, and having found the policies to be appropriate for their purposes, recommended them to the Board for approval.

## EXPERTISE OF THE GROUP FINANCE DIRECTOR AND FINANCE FUNCTION

In accordance with King V™ recommendations, the committee considered the expertise and experience of the Group Finance Director, Zaid Manjra, as well as the expertise and resources within the Group finance function and concluded that the experience and expertise of the Group Finance Director and the Group finance function is appropriate and effective for the Group.

## COMMITTEE EVALUATION

An internal Board and Committee effectiveness evaluation was conducted in April 2026 and there were no concerns raised about the effectiveness of the committee.

## EXTERNAL AUDITOR MATTERS

The committee is responsible for the appointment, remuneration and oversight of the Group's external auditors, KPMG Inc ("KPMG"), who were re-appointed by shareholders at the 2025 Annual General Meeting ("AGM") to act as the auditor for the Group.

KPMG is afforded unrestricted access to the Group's records and management and presents any significant issues throughout the year and from the annual audit to the committee. In addition, Mr Edward Belstead, the current designated partner, has direct access to the committee Chairman to raise matters of concern, where necessary.

During the year under review, the committee:

- approved the external auditor's plan for the 2026 annual audit as well as the related scope of work, and reviewed the key audit risks identified;
- approved the audit fees for the 2026 external audit;
- had interactions with the designated audit partners: Mr Belstead; Mr Jeewa (for WSA and its subsidiaries); and the lead Australian KPMG audit partner, Mr Duvall (for CRG, Osiris Holdings and Sculpture Holdings);
- confirmed that no reportable irregularities were identified and reported by the external auditor in terms of the Auditing Profession Act, 26 of 2005;
- reviewed the findings and recommendations of the external auditor and confirmed that there were no material unresolved matters at the date that the Annual Financial Statements were approved;
- approved fees for other audit-related services; Only audit-related audit services were performed by KPMG, and in line with the Group's and the KPMG's policy of providing only audit-related services to their audit clients;
- reviewed the independence of the external auditor in accordance with the provisions of sections 90 and 94 of the Companies Act and assessed the performance of the external audit firm and designated auditor against the audit quality indicators outlined in the External Auditor Policy, and concluded that the committee is satisfied with the external auditor's independence and performance;
- monitored the effectiveness of the external auditor in terms of their audit quality, expertise and independence, as well as the content and execution of the audit plan;
- received confirmation from KPMG as to their internal governance processes that are in place to ensure independence and effectiveness;
- requested and reviewed the information, in terms of paragraph 5.7(h)(iii) of the JSE Limited Listings Requirements and paragraph 7.3(e)(iii) of the JSE Debt and Specialist Securities Listings Requirements, from KPMG when assessing the external auditor's suitability for appointment for the current year; and
- considered and approved the transition of the designated audit partner, in anticipation of the current designated audit partner reaching his five-year tenure after the AGM, and confirmed that the process appropriately supported continuity, audit quality and independence.

Having considered all the related governance criteria and considering the performance of KPMG in the year under review, a resolution will be tabled at the AGM to be held on 23 November 2026 to re-appoint KPMG as the external auditor for the 2027 financial year.

## INTERNAL AUDIT

The internal audit function reviews and provides assurance on the adequacy and effectiveness of internal controls and internal financial controls through assessments conducted for interim and year-end purposes.

During the year under review, the committee:

- reviewed and approved the annual internal audit coverage plan and charter;
- evaluated and satisfied itself as to the independence, effectiveness and performance of the Group internal audit function in terms of its scope, execution of its plan, coverage, independence, skills, resourcing, overall performance and position within the organisation;
- received assurance that proper and adequate accounting records were maintained;
- considered the internal audit reports on the Group's systems of internal controls, including financial controls, governance and enterprise risk management;
- considered matters raised through governance processes and confirmed that no matter gave rise to concern from a financial reporting or misstatement perspective;
- considered the external quality assessment of the Group Internal Audit function and the opportunities identified to further enhance its effectiveness;
- reviewed any significant issues raised by the internal audit processes and the adequacy of corrective action in response to internal audit findings;
- monitored and challenged, where appropriate, actions taken by management regarding adverse internal audit findings;
- met with the Group Head of Internal Audit independently of management;
- assessed the adequacy of the performance of the internal audit function and found it to be satisfactory and effective; and
- received confirmation that the internal audit team members conform to the recognised industry code of ethics and that the internal audit function had conformed to the key principles of the International Institute of Internal Auditors standards for professional practice of internal auditing.

## THE KING V™ REPORT

The Group applies the King V™ principles and will report on the application of the principles in its 2026 Integrated Annual Report, with expanded detail reported in the King V™ Disclosure Report, which are to be released on or about 30 September 2026.

## SIGNIFICANT MATTERS

The committee has considered the Key Audit Matters reported in the external audit report and, after discussions with management and the external auditors, is satisfied that the Annual Financial Statements appropriately address the critical judgements and key estimates pertaining to the Key Audit Matters.

Significant matters of focus included impairment testing considerations of the notional goodwill and the investment that WHL has in CRG, and the financial reporting implications of the proposed acquisition of in2food. These matters were discussed with management and the external auditors during the year and have been appropriately dealt with in the financial statements or related external reporting.

## INTERNAL FINANCIAL CONTROLS

The committee reviewed the written assessment performed by internal audit on the design, implementation and effectiveness of the Group's internal financial controls. The results of this

assessment, and information provided by management and through the risk management process, together with the work and engagement with the independent assurance providers was provided to the committee. No material control weaknesses were brought to the attention of the committee that would indicate that the internal financial controls are not adequate and effective and do not form a sound basis for the preparation of reliable financial statements.

## COMBINED ASSURANCE

In respect of the coordination of assurance activities, the committee reviewed:

- the plans and work outputs of the external and internal auditors and concluded they were adequate to address all significant financial risks facing the Group; and
- the comprehensive Combined Assurance Report, which had also been reviewed by the Group's Risk, Information and Technology Committee.

The committee was satisfied that the Group's Combined Assurance Model was effective in achieving:

- transparent reporting to management and the Board;
- risk mitigation; and
- an acceptable level of residual risk.

The committee confirmed that the Combined Assurance Model enabled a sufficiently coordinated approach to assurance and that the level of assurance from the internal and external assurance providers, was adequate and effective.

## ANNUAL FINANCIAL STATEMENTS

The Annual Financial Statements were compiled under the supervision of the Group Finance Director, Zaid Manjra CA (SA). Following the review of the consolidated Annual Financial Statements of the Company for the year ended 28 June 2026, the committee is of the view that, in all material respects, these financial statements comply with the relevant provisions of the Companies Act and IFRS.

## RECOMMENDATION AND APPROVAL

The committee has reviewed the Company's Annual Financial Statements for the year ended 28 June 2026 and recommended them to the Board for approval on 1 September 2026. The Board subsequently approved the Annual Financial Statements, which will be tabled and open for discussion at the upcoming AGM.

## KEY FOCUS AREAS OF ACTIVITY FOR 2027

The committee has set the following key areas of focus for the 2027 financial year:

- monitor macro-economic volatility impacts on the Group's financial position and results from operations;
- monitor the Group's exposure to interest rate movements and responsive measures, including hedging strategies;
- continue to monitor capital allocation decisions in line with the capital allocation framework;
- continue to oversee financing decisions to ensure they support a strong balance sheet and targeted gearing levels across each business entity;
- oversee the financial reporting, integration and control implications of the in2food acquisition, subject to regulatory approval and completion;
- monitor evolving sustainability reporting regulations and ensure appropriate disclosure of financial information and assurance requirements in the Group's financial reporting, including CRG's Australian Sustainability Reporting Standards obligations; and
- oversee the orderly transition of the lead designated audit partner, with a focus on maintaining audit quality, effectiveness, independence and continuity.

The committee is satisfied that it has complied with, and discharged, all statutory duties in terms of section 94(7) of the Companies Act and the JSE Limited Listings Requirements, as well as with the functions and responsibilities assigned to it by the Board under its terms of reference and committee mandate, for the 2026 financial year.

**L Bam**
Audit Committee Chairman
1 September 2026



# DIRECTORS' REPORT

## NATURE OF BUSINESS

WHL is a southern hemisphere retail Group. It conducts its operations through two major subsidiaries, namely Woolworths Proprietary Limited and its subsidiaries (WSA) and Country Road Group Proprietary Limited (CRG). A further joint venture operation, Woolworths Financial Services Proprietary Limited (WFS), offers financial products to WSA customers and the broader market.

WHL is listed on the securities exchange of the JSE Limited (JSE), where it has maintained a listing since 1997 and on a secondary exchange in South Africa, A2X Markets (A2X), since 2022.

WSA was established in 1931 and is a leading South African retailer primarily offering a range of private label products under its own brand name. There are 1 010 (2025: 961) WSA store locations in South Africa (including 101 (2025: 97) stores operated on Engen forecourts); and 95 (2025: 93) store locations in the rest of Africa. Absolute Pets, which was acquired in 2024, operates from 204 store locations (2025: 180) in South Africa.

CRG is a retail chain offering clothing and homeware products in stand-alone retail stores and concession locations throughout Australia, New Zealand and South Africa. There are 529 (2025: 542) retail and concession store locations in Australia and New Zealand. CRG is also represented in 92 (2025: 88) WSA store locations in South Africa.

WFS is operated jointly with ABSA Group Limited and provides a suite of financial products to WSA customers, including the WSA store card, credit card and personal loans. Financial services hubs are located in various WSA stores, where credit card applications can be processed, and which offer instant customer service.

## SUBSIDIARY COMPANIES

The nature of the business of the subsidiaries held directly and indirectly is set out in Annexure 1.

## REVIEW OF OPERATIONS AND FINANCIAL RESULTS

Details on the review of the operations and financial results of the Group are contained in the 2026 Annual Financial Statements and the 2026 Integrated Annual Report, which is to be released on or about 30 September 2026.

## STATED CAPITAL

AUTHORISED

Ordinary shares – 2 410 600 000 of no par value (2025: 2 410 600 000)

ISSUED

Ordinary shares – 978 983 834 of no par value (2025: 988 695 949)

Further details of the stated capital and the movements for the period under review are disclosed in note 10 of the Company's Annual Financial Statements.

Details of the Group's shareholder analysis as at 28 June 2026 are set out in the Shareholding disclosures.

## DIVIDEND

The following dividends were declared in respect of the year ended 28 June 2026:

INTERIM

On 3 March 2026, a gross cash dividend of 118.0 cents (94.4 cents net of dividend withholding tax) (2025: 107.0 cents) was declared to shareholders recorded at close of business on 27 March 2026 and paid on 30 March 2026.

FINAL

On 1 September 2026, a gross cash dividend of 81.0 cents (64.8 cents net of dividend withholding tax) (2025: 81.0 cents) was declared to shareholders recorded at close of business on 25 September 2026, to be paid on 28 September 2026.

## BORROWINGS

The Company's borrowing powers are unlimited in terms of the Memorandum of Incorporation and all borrowings by the Group are subject to Board approval. Details of borrowings appear in note 18.

## DIRECTORATE AND GROUP COMPANY SECRETARY

Details of the directors and Group Company Secretary who served on the Board during the year and any change at the reporting date are provided below. Biographical details of the current directors and Group Company Secretary are available on the Company's website at: https://www.woolworthsholdings.co.za/

| NAME | DESIGNATION | DATE OF APPOINTMENT | ROLE CHANGES |
|---|---|---|---|
| **NON-EXECUTIVE** | | | |
| Clive Thomson | Chairman<br>Independent Non-executive | 19/08/2019 | Stepped down as interim Chairman of the Remuneration and Talent Management Committee, with effect from 1 May 2026 |
| Nombulelo Moholi | Independent Non–executive<br>Lead Independent Non–executive | 01/07/2014<br>07/07/2023 | Retired as an Independent Non-executive director, and as a member of Group committees, with effect from 17 November 2025 |
| Lwazi Bam | Independent Non–executive | 01/05/2023 | |
| Christopher Colfer | Independent Non–executive | 01/07/2019 | |
| Rob Collins | Independent Non–executive | 01/10/2022 | Appointed as a member of the Remuneration and Talent Management Committee, with effect from 1 October 2025 |
| Belinda Earl | Independent Non–executive | 01/07/2019 | Appointed as a member of the Social and Ethics Committee, with effect from 1 October 2025 |
| Nolulamo Gwagwa | Independent Non–executive | 01/11/2024 | Appointed as a member of Nominations and Sustainability Committees, with effect from 1 October 2025 |
| Itumeleng Kgaboesele | Independent Non-executive | 05/09/2024 | Appointed as Chairman of the Remuneration and Talent Management Committee, with effect from 1 May 2026 |
| Thembisa Skweyiya | Independent Non–executive | 11/03/2019 | |
| **EXECUTIVE** | | | |
| Sam Ngumeni | Group Chief Executive Officer<br>Executive | 01/06/2026<br>12/02/2014 | Appointed as Group Chief Executive Officer, with effect from 1 June 2026 |
| Zaid Manjra | Group Finance Director<br>Executive | 01/12/2023 | |
| Roy Bagattini | Group Chief Executive Officer<br>Executive | 17/02/2020 | Retired from the Board, and as a member of Group committees, with effect from 31 May 2026 |
| **GROUP COMPANY SECRETARY** | | | |
| Chantel Reddiar | Group Company Secretary | 01/09/2016 | |

In terms of the Company's Memorandum of Incorporation, at least one-third of the Board are required to retire by rotation at each AGM and may offer themselves for re-election. The directors to retire are firstly those appointed since the last AGM and thereafter, those in office the longest since their last election.

Nombulelo Moholi stepped down from the Board, with effect from the conclusion of the AGM in November 2025, having served an 11-year term on the Board. Roy Bagattini retired as Group Chief Executive Officer, with effect from 31 May 2026 and, as part of the Board succession planning process, Sam Ngumeni succeeded Roy as Group Chief Executive Officer, with effect from 1 June 2026.

## DIRECTORS' INTERESTS IN SHARES

Over the reporting period, the directors of the Company beneficially held ordinary shares in the Company, which are set out in note 7. There have been no further changes to the directors' interests between the end of the reporting period and the date of the Directors' Report. The remuneration paid to directors of the Company during the period under review is set out in note 7.

During the year, no director had any material interest in contracts with the Company or any of its subsidiaries that gave rise to a conflict of interest. Related party transactions, in terms of the International Financial Reporting Standards, between the Company or its subsidiaries, and the directors or their associates, are disclosed in note 7.

## DEBT OFFICER

Ian Thompson continues in the role of Debt Officer of the Group, pursuant to paragraph 6.78 of the JSE Debt and Specialist Securities Listings Requirements.

## DIRECTORS' RESPONSIBILITY FOR ANNUAL FINANCIAL STATEMENTS

The directors are responsible for preparing the Annual Financial Statements and other information presented in the 2026 Integrated Annual Report (which is to be released on or about 30 September 2026), in a manner that fairly presents the financial position and the results of the operations of the Company and the Group for the year ended 28 June 2026.

The external auditors are responsible for carrying out an independent examination of the Annual Financial Statements in accordance with International Standards on Auditing and in the manner required by the Companies Act and for reporting their findings thereon. The Auditor's Report is set out on pages 17 to 19.

The Annual Financial Statements set out on pages 21 to 67 have been prepared in accordance with International Financial Reporting Standards and are based on appropriate accounting policies, which have been consistently applied in all material respects, and are supported by reasonable and prudent estimates, where appropriate. Adequate accounting records have been maintained throughout the period under review.

## INTERNAL CONTROL

The Board is accountable for the system of internal controls for the Group. The output of the risk management process, in conjunction with the work of the assurance providers, indicates to the directors that the controls in place, including financial controls, are adequate and effective. Furthermore, no material losses, exposures, financial misstatements or compliance breaches have been reported to the directors for the financial year. The directors recognise that the business is becoming more complex and dynamic and that, at any point in time, there are new areas of risk exposure, which may require management attention. As such, there is a continual focus on ensuring that the control environment within each business area is understood and maintained at the required level.

## GOING CONCERN

The directors have reviewed the Group's budget and cash flow forecast for the year, together with details of the Group's insurance arrangements. On the basis of this review, and in light of the current financial position and existing borrowing facilities, the directors are satisfied that the Group is a going concern and have continued to adopt the going concern basis in preparing the Annual Financial Statements.

## LITIGATION STATEMENT

The directors are not aware of any legal or arbitration proceedings, including proceedings that are pending or threatened, that may have or had in the previous 12 months, a material effect on the Group's financial position.

## SOLVENCY AND LIQUIDITY TEST

The directors have performed the required solvency and liquidity tests required by the Companies Act for the Company and Group, and are satisfied with the outcome.

## KING V™

The Group applies the King V™ principles, details of which are reported on in the Group's 2026 Integrated Annual Report, with a more detailed disclosure to be made available on the Company's website, both of which are expected to be published on or about 30 September 2026.

## EVENTS SUBSEQUENT TO THE REPORTING DATE

On 1 September 2026, the Board declared a final gross cash dividend of 81.0 cents (64.8 cents net of dividend withholding tax) (2025: 81.0 cents) for the 52 weeks ended 28 June 2026 to ordinary shareholders recorded at close of business on Friday, 25 September 2026, to be paid on Monday, 28 September 2026.

As announced on SENS on 17 March 2026, the acquisition of in2food remains subject to the fulfilment of customary suspensive conditions, including approval by the relevant competition authorities. Accordingly, the transaction had not become effective by year-end and no acquisition accounting has been recognised in these results. Upon satisfaction of the remaining conditions and receipt of the requisite regulatory approvals, the Group will account for the transaction in accordance with IFRS 3 Business Combinations.

## SPECIAL RESOLUTIONS

The following special resolutions were passed by shareholders of the Company at the AGM in November 2025:

- remuneration for the non-executive directors; and
- general authority to acquire (repurchase) shares.

Special resolutions seeking authority for Non-executive directors' remuneration and a general authority to repurchase shares will be tabled again at the 2026 AGM.



# INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF WOOLWORTHS HOLDINGS LIMITED

## REPORT ON THE AUDIT OF THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS

### OPINION

We have audited the consolidated and separate financial statements of Woolworths Holdings Limited (the Group and Company) set out on pages 21 to 57, 59 to 65 and 67, which comprise the Group and Company statements of financial position at 28 June 2026, and the Group and Company statements of comprehensive income, the Group and Company statements of changes in equity and the Group and Company statements of cash flows for the 52 weeks then ended, and notes to the Group and Company financial statements, including material accounting policy information and Annexure 1.

In our opinion, the consolidated and separate financial statements present fairly, in all material respects, the consolidated and separate financial position of Woolworths Holdings Limited at 28 June 2026, and its consolidated and separate financial performance and consolidated and separate cash flows for the 52 weeks then ended in accordance with IFRS® Accounting Standards as issued by the International Accounting Standards Board (IFRS Accounting Standards) and the requirements of the Companies Act of South Africa.

### BASIS FOR OPINION

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the consolidated and separate financial statements section of our report. We are independent of the Group and Company in accordance with the Independent Regulatory Board for Auditors' Code of Professional Conduct for Registered Auditors (IRBA Code), as applicable to audits of financial statements of public interest entities, and other independence requirements applicable to performing audits of financial statements in South Africa. We have fulfilled our other ethical responsibilities in accordance with the IRBA Code and in accordance with other ethical requirements applicable to performing audits in South Africa. The IRBA Code is consistent with the corresponding sections of the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards). We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

In terms of the IRBA Rule on Enhanced Auditor Reporting for the Audit of Financial Statements of Public Interest Entities, published in Government Gazette No. 49309 dated 15 September 2023 (EAR Rule), we report:

### FINAL MATERIALITY

The scope of our audit was influenced by our application of materiality. We set quantitative thresholds and overlay qualitative considerations to help us determine the scope of our audit and the nature, timing and extent of our procedures, and in evaluating the effect of misstatements, both individually and in the aggregate, on the consolidated and separate financial statements as a whole.

Based on our professional judgement, we determined materiality for the financial statements as a whole as follows:

| | GROUP | COMPANY |
|---|---|---|
| **Overall materiality** | R160 million, which represents 4% (rounded) of adjusted Profit Before Tax (PBT). | R101 million, which represents 0.5% (rounded) of total assets. |
| **Rationale for benchmark and percentage applied** | We adjusted the benchmark for once-off non-core trading expenses and capital items as disclosed in note 3.4 to the consolidated financial statements. We identified adjusted PBT as the most appropriate benchmark given the entity is listed and profit orientated. Adjusted PBT is the measure against which the performance of the Group is most commonly measured by users of the consolidated financial statements and is a generally accepted materiality benchmark for similar entities | We identified total assets as the most appropriate benchmark to determine materiality given that the Company is an investment holding company that holds investments for generating returns. |
| The percentages applied to the benchmarks were based on our professional judgement after consideration of qualitative factors that impact both the Group and Company. | | |

### GROUP AUDIT SCOPE

We tailored the scope of our audit in order to perform sufficient work to enable us to provide an opinion on the consolidated financial statements as a whole, taking into account the structure of the Group, the accounting processes and controls, and the industry in which the Group operates.

We performed risk assessment procedures to determine which of the Group's components are likely to include risks of material misstatement to the consolidated financial statements and which further audit procedures to perform at these components to address those risks. Our judgement included assessing the size and risk profile of the components, the organisational structure, the Group's system of internal controls and the effectiveness of Group wide controls, and any changes in the business environment.

In total, we identified 29 components. Of those, we identified three components at which further audit procedures were performed on the entire financial information of the component, either because audit evidence needed to be obtained on all or a significant proportion of the component's financial information, or that component represents a pervasive risk of material misstatement to the consolidated financial statements.

We also identified 1 component, at which further audit procedures were performed on one or more classes of transactions, account balances or disclosures based on the assessed risks of material misstatement to the consolidated financial statements.

Accordingly, we performed audit procedures on 4 components, of which we involved component auditors in performing the audit work on 3 components. The 4 components represented 98% of the Group's revenue and 88% of the Group's total assets.

We also performed an analysis at an aggregated Group level on the remaining financial information, where procedures were not performed, to re-examine our assessment that there is less than a reasonable possibility of a material misstatement in this remaining financial information.

We considered the scope of the audit, as communicated to the Group Audit Committee, to be an appropriate basis for our audit opinion.

### GROUP AUDITOR OVERSIGHT

As part of establishing the overall Group audit strategy and plan, we conducted risk assessment and planning discussion meetings with component auditors to discuss the Group audit risks relevant to the respective components. As Group auditor, we engaged with the component auditors to assess the audit risks and strategy relating to their respective components. During these engagements, the results of the planning procedures and further audit procedures communicated to us were discussed in more detail, and any further audit procedures required by us was then performed by the component auditors.

We also inspected the work performed by component auditors for the purpose of the Group audit and evaluated the appropriateness of conclusions drawn from the audit evidence obtained and consistencies between communicated findings and work performed.

### KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated and separate financial statements of the current period. These matters were addressed in the context of our audit of the consolidated and separate financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to communicate in respect of the separate financial statements.

In terms of the EAR Rule, we are required to report the outcome of audit procedures or key observations with respect to the key audit matters and these are included below.

## IMPAIRMENT OF NON-CURRENT ASSETS (GOODWILL, BRANDS AND CUSTOMER DATABASES)

Refer to note 1, material accounting estimates and assumptions - goodwill, brands and customer databases, material accounting policies - intangible assets and impairment - non-financial assets and note 9, intangible assets to the consolidated financial statements

| KEY AUDIT MATTER | HOW THE MATTER WAS ADDRESSED IN OUR AUDIT |
|---|---|

At 28 June 2026, the Group held goodwill, brands and customer databases with a carrying value of R5 559 million, included in the consolidated financial statement caption intangible assets.

In accordance with IAS 36: Impairment of Assets (IAS 36), the Group is required to assess, at least annually, the recoverable amount of cash generating units (CGUs) that include goodwill and intangible assets with indefinite useful lives.

The recoverable amount of each CGU is determined as the higher of its value in use, using a discounted cash flow model, and fair value less costs of disposal, where applicable.

Management's impairment testing involved significant judgement in determining key inputs to the discounted cash flow models, including the discount rates, sales growth rates, gross margins, working capital requirements, including capital expenditures and long-term growth rate assumptions.

The complexity of the valuation models used in the impairment assessments and the level of judgement applied increased our audit effort in this area hence the impairment of the goodwill, brands and customer databases was considered a key audit matter in our audit of the consolidated financial statements.

**We performed the following procedures to address this key audit matter:**

- obtained an understanding of management's process for identifying impairment indicators and performing impairment assessments in accordance with IAS 36 and tested the design and implementation of certain key controls related to this process.
- evaluated the appropriateness of management's identification of cash-generating units (CGUs) and the allocation of goodwill, brands and customer databases to those CGUs.
- performed risk assessment procedures to identify those CGUs and brands that were most susceptible to impairment and therefore required increased audit attention. In performing this assessment, we considered impairment indicators, historical trading performance, forecast future trading performance, CGUs and brands where the recoverable amount is significantly greater than the carrying value, adverse economic conditions and prevailing market conditions.

For those CGUs and brands identified as requiring increased audit attention, the following procedures were performed:

- assessed the reliability of management's historical forecasts by comparing previous forecasts to actual results and considered whether current forecasts were consistent with the Group's approved budgets and strategic plans.
- with the assistance of valuation specialists, we evaluated the integrity and mathematical accuracy of the discounted cash flow models (impairment models) and assessed the appropriateness of the valuation methodologies applied.
- assessed the completeness and accuracy of store level profitability information used in the impairment models and evaluated the allocation of revenues and costs against historical trends.
- challenged and assessed the reasonableness of key assumptions, including forecast sales growth rates, gross margins, working capital requirements, long-term growth rates and discount rates, by comparing them to historical performance, approved budgets and external market data.
- assessed management's plans to improve the performance of businesses operating within the Australian retail market and considered whether these plans were appropriately reflected in forecast cash flows.
- compared the calculated recoverable amounts to the carrying values of the CGUs to determine the impairment required to be recognised.
- performed sensitivity analyses over key assumptions to evaluate the extent to which reasonably possible changes in those assumptions would impact the recoverable amounts of the CGUs.

Based on the above procedures performed, we did not identify any matters requiring further consideration.

## OTHER INFORMATION

The directors are responsible for the other information. The other information comprises the information included in the document titled "Woolworths Holdings Limited Annual Financial Statements 2026", which includes the Certificate of the Group Company Secretary, Report of the Audit Committee and Directors' Report as required by the Companies Act of South Africa, which we obtained prior to the date of this report, and the 2026 Integrated Annual Report, which is expected to be made available to us after that date. The other information does not include the consolidated and separate financial statements and our auditor's report thereon.

Our opinion on the consolidated and separate financial statements does not cover the other information and we do not and will not express an audit opinion or any form of assurance conclusion thereon.

In connection with our audit of the consolidated and separate financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated and separate financial statements, or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed on the other information obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS

The directors are responsible for the preparation and fair presentation of the consolidated and separate financial statements in accordance with IFRS® Accounting Standards as issued by the International Accounting Standards Board (IFRS Accounting Standards) and the requirements of the Companies Act of South Africa, and for such internal control as the directors determine is necessary to enable the preparation of consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated and separate financial statements, the directors are responsible for assessing the Group and Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group and/or Company or to cease operations, or have no realistic alternative but to do so.

## AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated and separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated and separate financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group and Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group and Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and/or Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the consolidated and separate financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

### Audit tenure

In terms of the IRBA Rule published in Government Gazette Number 39475 dated 4 December 2015, we report that KPMG Inc. has been the auditor of Woolworths Holdings Limited for five years.

**KPMG Inc.**

*KPMG Inc.*

Per EA Belstead
Chartered Accountant (SA)
Registered Auditor
Director
1 September 2026

4 Christiaan Barnard Street
Foreshore
Cape Town
8000



# GROUP ANNUAL FINANCIAL STATEMENTS

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## GROUP STATEMENT OF COMPREHENSIVE INCOME

| | Note | 52 weeks to 28 June 2026 Rm | 52 weeks to 29 June 2025 Rm |
|---|---|---|---|
| **Revenue** | 2 | 83 471 | 80 243 |
| **Turnover** | 2 | 82 841 | 79 537 |
| Cost of sales | | 54 645 | 52 258 |
| **Gross profit** | | 28 196 | 27 279 |
| Other revenue | 2 | 483 | 550 |
| Expenses | | 23 564 | 22 779 |
| Store costs | | 15 229 | 14 733 |
| Other operating costs | | 8 335 | 8 046 |
| **Operating profit from core trading activities** | 1 | 5 115 | 5 050 |
| Non-core trading expenses and capital items | 1 & 3.4 | 599 | 666 |
| **Operating profit before net finance costs** | | 4 516 | 4 384 |
| Investment income | 2 | 147 | 156 |
| Finance costs | 3.7 | 1 727 | 1 771 |
| **Profit before earnings from joint ventures** | | 2 936 | 2 769 |
| Earnings from joint ventures | 29 | 228 | 239 |
| **Profit before tax** | 3 | 3 164 | 3 008 |
| Tax expense | 4 | 833 | 553 |
| **Profit for the period** | | 2 331 | 2 455 |
| Other comprehensive income: | | | |
| **Amounts that may be reclassified to profit or loss** | | | |
| Fair value adjustments on financial instruments | 25.6 | (119) | 46 |
| Tax on fair value adjustments on financial instruments | | (13) | 16 |
| Exchange differences on translation of foreign subsidiaries | | (279) | (250) |
| Other comprehensive income from joint ventures | | 7 | 17 |
| **Amounts that may not be reclassified to profit or loss** | | | |
| Post-retirement medical benefit liability: actuarial (loss)/gain | 21 | (34) | 1 |
| Deferred tax on post-retirement medical benefit liability: actuarial (loss)/gain | | 9 | – |
| **Other comprehensive loss for the period** | | (429) | (170) |
| **Total comprehensive income for the period** | | 1 902 | 2 285 |
| **Profit attributable to:** | | 2 331 | 2 455 |
| Shareholders of the parent | | 2 319 | 2 443 |
| Non-controlling interests | | 12 | 12 |
| **Total comprehensive income attributable to:** | | 1 902 | 2 285 |
| Shareholders of the parent | | 1 890 | 2 273 |
| Non-controlling interests | | 12 | 12 |
| Earnings per share (cents) | 5 | 263.0 | 273.4 |
| Diluted earnings per share (cents) | 6 | 260.1 | 270.5 |
| Headline earnings per share (cents) | 5 | 282.3 | 268.1 |
| Diluted headline earnings per share (cents) | 6 | 279.1 | 265.3 |

## GROUP STATEMENT OF FINANCIAL POSITION

| | Note | At 28 June 2026 Rm | At 29 June 2025 Rm |
|---|---|---|---|
| **ASSETS** | | | |
| **Non-current assets** | | 26 536 | 26 102 |
| Property, plant and equipment | 8 | 8 838 | 8 151 |
| Intangible assets | 9 | 7 505 | 7 842 |
| Right-of-use assets | 10 | 7 277 | 7 376 |
| Investment in joint ventures | 29 | 1 239 | 1 228 |
| Investments, other loans and receivables | 11 | 143 | 97 |
| Derivative financial instruments | 15 | 18 | – |
| Deferred tax | 12 | 1 516 | 1 408 |
| **Current assets** | | 12 894 | 14 745 |
| Inventories | 13 | 8 069 | 8 887 |
| Trade and other receivables | 14 | 1 686 | 1 530 |
| Derivative financial instruments | 15 | 35 | 33 |
| Tax | 28.3 | 5 | 4 |
| Cash and cash equivalents | 28.4 | 3 099 | 4 291 |
| **TOTAL ASSETS** | | 39 430 | 40 847 |
| **EQUITY AND LIABILITIES** | | | |
| **Equity attributable to shareholders of the parent** | | 10 236 | 10 640 |
| Stated capital | 16 | 7 249 | 7 749 |
| Treasury shares | | (2 492) | (2 192) |
| Non-distributable reserve | 17 | 1 099 | 1 356 |
| Distributable reserves | 17 | 4 380 | 3 727 |
| **Non-controlling interests** | | 63 | 71 |
| **TOTAL EQUITY** | | 10 299 | 10 711 |
| **Non-current liabilities** | | 17 469 | 17 859 |
| Interest-bearing borrowings | 18 | 8 686 | 9 286 |
| Lease liabilities | 19 | 8 044 | 7 921 |
| Post-retirement medical benefit liability | 21 | 387 | 346 |
| Provisions and other payables | 20 & 22 | 260 | 254 |
| Derivative financial instruments | 15 | 13 | 4 |
| Deferred tax | 12 | 79 | 48 |
| **Current liabilities** | | 11 662 | 12 277 |
| Trade and other payables | 20 | 8 729 | 8 666 |
| Provisions | 22 | 752 | 840 |
| Lease liabilities | 19 | 1 632 | 1 895 |
| Derivative financial instruments | 15 | 163 | 192 |
| Tax | 28.3 | 132 | 116 |
| Overdrafts and interest-bearing borrowings | 18 | 254 | 568 |
| **TOTAL LIABILITIES** | | 29 131 | 30 136 |
| **TOTAL EQUITY AND LIABILITIES** | | 39 430 | 40 847 |

## GROUP STATEMENT OF CHANGES IN EQUITY

| | | Attributable to shareholders of the parent | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Non-distributable reserves | | Distributable reserves | | | | | |
| | Note | Stated capital Rm | Treasury shares Rm | Foreign currency translation reserve Rm | Put option reserve | Share-based payments reserve Rm | Financial instrument revaluation reserve Rm | Retained profit Rm | Shareholders' interest before non-controlling interests Rm | Non-controlling interests Rm | Total Rm |
| **Shareholders' interest at 30 June 2024** | | 7 749 | (1 838) | 1 660 | (48) | 502 | (66) | 2 905 | 10 864 | 62 | 10 926 |
| Profit for the period | | – | – | – | – | – | – | 2 443 | 2 443 | 12 | 2 455 |
| Other comprehensive loss | | – | – | (250) | – | – | 62 | 18 | (170) | – | (170) |
| Total comprehensive income for the period | | – | – | (250) | – | – | 62 | 2 461 | 2 273 | 12 | 2 285 |
| Share-based payments | | – | – | – | – | 173 | – | – | 173 | – | 173 |
| Net (acquisition)/disposal of Treasury shares | | – | (354) | – | – | (177) | – | – | (531) | – | (531) |
| Transfer of Financial Instrument revaluation reserve to inventories | | – | – | – | – | – | (102) | – | (102) | – | (102) |
| Remeasurement of put option reserve | | – | – | – | (6) | – | – | – | (6) | – | (6) |
| Dividends paid | 27 | – | – | – | – | – | – | (2 031) | (2 031) | (3) | (2 034) |
| **Shareholders' interest at 29 June 2025** | | 7 749 | (2 192) | 1 410 | (54) | 498 | (106) | 3 335 | 10 640 | 71 | 10 711 |
| Profit for the period | | – | – | – | – | – | – | 2 319 | 2 319 | 12 | 2 331 |
| Other comprehensive loss | | – | – | (279) | – | – | (132) | (18) | (429) | – | (429) |
| Total comprehensive income for the period | | – | – | (279) | – | – | (132) | 2 301 | 1 890 | 12 | 1 902 |
| Share-based payments | | – | – | – | – | 339 | – | – | 339 | – | 339 |
| Net (acquisition)/disposal of Treasury shares | | – | (300) | – | – | (233) | – | – | (533) | – | (533) |
| Shares repurchased and cancelled | 16 | (500) | – | – | – | – | – | – | (500) | – | (500) |
| Transfer of Financial Instrument revaluation reserve to inventories | | – | – | – | – | – | 177 | – | 177 | – | 177 |
| Remeasurement of put option reserve | | – | – | – | (8) | – | – | – | (8) | – | (8) |
| Acquisition of non-controlling interests | 20 | – | – | – | 30 | – | – | (12) | 18 | (18) | – |
| Dividends paid | 27 | – | – | – | – | – | – | (1 787) | (1 787) | (2) | (1 789) |
| **Shareholders' interest at 28 June 2026** | | 7 249 | (2 492) | 1 131 | (32) | 604 | (61) | 3 837 | 10 236 | 63 | 10 299 |

| | Note | 2026 | 2025 |
|---|---|---|---|
| **Dividend per ordinary share declared for the period (cents)** | 27 | 199.0 | 188.0 |
| Interim | | 118.0 | 107.0 |
| Final | | 81.0 | 81.0 |

## GROUP STATEMENT OF CASH FLOWS

| | Note | 52 weeks to 28 June 2026 Rm | 52 weeks to 29 June 2025 Rm |
|---|---|---|---|
| **Cash flow from operating activities** | | | |
| Cash inflow from trading | 28.1 | 8 858 | 8 424 |
| Working capital movements | 28.2 | 462 | (1 267) |
| **Cash generated by operating activities** | | 9 320 | 7 157 |
| Investment income received | | 155 | 160 |
| Finance costs paid | | (1 746) | (1 740) |
| Tax paid | 28.3 | (868) | (891) |
| **Cash generated by operations** | | 6 861 | 4 686 |
| Dividends received from joint ventures | | 216 | 190 |
| Dividends paid | | (1 789) | (2 034) |
| **Net cash inflow from operating activities** | | 5 288 | 2 842 |
| **Cash flow from investing activities** | | | |
| Investment in property, plant and equipment and intangible assets to maintain operations | | (701) | (665) |
| Investment in property, plant and equipment and intangible assets to expand operations | | (1 877) | (2 468) |
| Proceeds on disposal of property, plant and equipment and intangible assets | | 12 | 5 |
| Consideration paid for business acquisitions | | (15) | (4) |
| Net proceeds on disposal of investment property | | – | 2 575 |
| Increase in investments, other loans and receivables | | (46) | (13) |
| **Net cash outflow from investing activities** | | (2 627) | (570) |
| **Cash flow from financing activities** | | | |
| Net acquisition of Treasury shares | 16 | (378) | (415) |
| Settlement of share-based payments through share purchases | 16 | (155) | (116) |
| Shares repurchased | 16 | (500) | – |
| Consideration paid to non-controlling interests | 20 | (30) | (3) |
| Lease liabilities repaid | 19 | (1 802) | (1 796) |
| Borrowings raised | 19 | 3 835 | 5 974 |
| Borrowings repaid | 19 | (4 435) | (3 308) |
| **Net cash (outflow)/inflow from financing activities** | | (3 465) | 336 |
| **(Decrease)/increase in cash and cash equivalents** | | (804) | 2 608 |
| **Net cash and cash equivalents at the beginning of the period** | | 3 723 | 1 117 |
| **Effect of foreign exchange rate changes** | | (74) | (2) |
| **Net cash and cash equivalents at the end of the period** | 28.4 | 2 845 | 3 723 |



## 1. MATERIAL ACCOUNTING POLICIES

The consolidated and separate Annual Financial Statements of Woolworths Holdings Limited (the Company) for the 52 weeks ended 28 June 2026 (2025: 52 weeks ended 29 June 2025) comprise the Company, its subsidiaries, joint ventures and associates (together referred to as the Group).

### STATEMENT OF COMPLIANCE

The consolidated and separate Annual Financial Statements have been prepared on a going concern basis in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IFRS Accounting Standards), the Financial Pronouncements as issued by the Financial Reporting Standards Council, the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee, JSE Limited Listings Requirements, Debt and Specialist Securities Listings Requirements and the Companies Act of South Africa.

### BASIS OF PREPARATION

The consolidated and separate Annual Financial Statements are prepared on the going concern and historical cost bases, except where otherwise indicated.

The presentation currency is the South African rand, rounded to the nearest million, except where otherwise indicated.

The accounting policies set out below have been consistently applied to all years presented in these consolidated and separate Annual Financial Statements, unless stated otherwise, except where the Group has adopted the IFRS and IFRIC interpretations and amendments listed below that became effective during the year.

### ACCOUNTING STANDARDS ISSUED AND EFFECTIVE

The adoption of certain Accounting Standards, which became effective in the current period, has resulted in minor changes to accounting policies and disclosure, none of which have a material impact on the financial position or performance of the Group.

### LACK OF EXCHANGEABILITY - AMENDMENTS TO IAS 21 (EFFECTIVE FOR ANNUAL PERIODS BEGINNING ON OR AFTER 1 JANUARY 2025)

The amendments to IAS 21 clarify how an entity determines whether a currency is exchangeable and how to estimate a spot exchange rate when exchangeability is lacking. The amendments also introduce additional disclosure requirements to enable users of the financial statements to understand the nature and financial effects of a currency not being exchangeable.

The Group has assessed the impact of these amendments and concluded that they do not have a material impact on the recognition or measurement of transactions. The amendments may, however, result in enhanced disclosures where applicable.

### BASIS OF CONSOLIDATION

The Group consolidates all of its subsidiaries. Accounting policies are applied consistently in all Group companies. The results of subsidiaries are included from the effective date of acquisition up to the effective date of disposal. All subsidiaries, with the exception of the Woolworths Holdings Share Trust and the Woolworths Trust, have the same financial year-ends and are consolidated to that date. The Woolworths Holdings Share Trust and the Woolworths Trust have financial years ending 28 February. The results of subsidiaries with year-ends differing from that of the Group are compiled for a rolling 12-month year ending June and consolidated to that date to align with the Group's financial year-end.

All intragroup balances, transactions, income, expenses and profits or losses resulting from intragroup transactions between subsidiaries or the parent and subsidiaries are eliminated in full.

### CONTROL

The Group consolidates an entity when control exists and can be demonstrated as follows:

- power over the investee through having existing rights that give it the current ability to direct relevant activities;
- exposure, or rights to variable returns from its involvement with the investee; and
- the ability to use its power over the investee to affect the amount of the investor's returns.

The Group's interests in joint ventures and associates are accounted for using the equity method.

A change in the ownership interest of a subsidiary, without leading to control being obtained or given up, is accounted for as an equity transaction.

Losses are attributed to the non-controlling interests even if that results in a deficit balance.

The Company carries its investments in subsidiaries at cost less accumulated impairment losses.

### FOREIGN CURRENCY TRANSLATIONS

The presentation currency of the Group and parent Company Annual Financial Statements is the South African rand. Certain individual companies in the Group have different functional currencies and are translated upon consolidation.

Foreign currency transactions are recorded at the exchange rates ruling on the transaction dates. Monetary assets and liabilities designated in foreign currencies are subsequently translated at rates of exchange ruling at the reporting date and resulting gains and losses thereon are recognised in profit or loss. Upon settlement, foreign currency monetary assets and liabilities are translated at the rates of exchange ruling at the settlement date and resulting gains and losses are recognised in profit or loss. Non-monetary assets and liabilities are consistently translated at rates of exchange ruling at acquisition date.

Foreign operations are translated from their functional currency into rand at the rates of exchange ruling at the reporting date in respect of Statement of Financial Position items and at an average rate per month in respect of Statement of Comprehensive Income items. Gains and losses on the translation of foreign operations are recognised in other comprehensive income.

Translation gains and losses arising on loans, which form part of the net investment in the foreign operations, are reported in profit or loss in the company extending or receiving the loan. In the consolidated Annual Financial Statements they are carried in equity until realised, and thereafter are recognised in profit or loss.

### PRESENTATION OF OPERATING PROFIT FROM CORE TRADING ACTIVITIES AND NON-CORE TRADING EXPENSES AND CAPITAL ITEMS

Operating profit from core trading activities is calculated by excluding items from operating profit that have attributes of either being of a non-recurring nature, volatile, having a material impact on earnings or not incurred in the ordinary course of business (collectively described as "Non-core trading expenses and capital items"), which are not separately identified under IFRS or the SAICA Circular on Headline Earnings. Refer to note 3.4 for the description of Non-core trading expenses and capital items.

These measures are not defined terms under IFRS and are not intended to be a substitute for, or superior to, measures as required by IFRS. It comprises items recognised and measured in accordance with IFRS. Management believes that the use of these measures are relevant to the understanding of the Group's financial performance and helpful to users of financial statements by providing a more meaningful measure of the quality of earnings and the sustainability thereof. The methodology of determining adjustments is applied consistently enabling comparisons over different reporting periods.

### USE OF ESTIMATES, JUDGEMENTS AND ASSUMPTIONS

The preparation of financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the year in which the estimate is revised, if the revision affects only that year, or in the year of the revision and subsequent years, if the revision affects both.

#### MATERIAL ACCOUNTING ESTIMATES AND ASSUMPTIONS

Estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are outlined below.

#### GOODWILL, BRANDS AND CUSTOMER DATABASES

Goodwill and brands are tested for impairment at every financial year-end or more frequently, if events or changes in circumstances indicate that the carrying value may be impaired. Impairment is determined by assessing the recoverable amount of the cash generating unit to which the goodwill and brands are allocated. The recoverable amount is determined using a discounted cash flow model, which incorporates assumptions relating to projected sales growth rates, gross margins, reinvestment of profits, working capital requirements, capital expenditure, terminal growth rates and the discount rate applied to future cash flows. The discount rate reflects current market assessments of the time value of money and the risks specific to the cash-generating unit. Where the recoverable amount of the cash-generating unit is less than its carrying amount, an impairment loss is recognised. The impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit and then to the other assets of the unit on a pro rata basis according to the carrying amount of each asset. Impairment losses recognised in respect of goodwill are not reversed in subsequent periods. Refer to note 9 for details relating to estimates and assumptions used.

#### LEASES

Judgement is applied when assessing whether an arrangement should be treated as a lease. Where the Group acts as the lessee, judgement is applied in determining whether control of the underlying asset has been transferred in order to recognise a lease.

Lease terms applicable to lease agreements, relating to the Group's lease liabilities, are negotiated on an individual basis and contain a wide range of different terms and conditions. The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised. Management exercises judgement in determining the likelihood of exercising termination or extension options in determining the lease term including considerations of the age of the lease, the nature of the leased asset and the expected return on the underlying cash-generating unit to which the leased asset belongs.

Subsequent to the commencement date of lease agreements, lease terms are reassessed when there is a significant event or change in circumstances that is within the Group's control and affects its ability to exercise or not to exercise the option to renew or to terminate. Significant events could include a change in the Group's assessment of whether it is reasonably certain to exercise a renewal or termination option, the incurrences of unanticipated significant leasehold improvements or the negotiation of unanticipated lease incentives. Refer to notes 10 and 19 for details relating to estimates and assumptions used.

Incremental borrowing rates applied in the measurement of certain lease liabilities are specific to the country, term, currency and start date of the applicable lease agreement. Incremental borrowing rates are based on a series of inputs including the prime lending rate, the repo rate, a credit risk adjustment and a country specific adjustment.

#### PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment is depreciated over its useful life taking into account residual values, where appropriate. Assessments of useful lives and residual values are performed annually after considering factors such as technological innovation, maintenance programmes, relevant market information, manner of recovery and management consideration.

In assessing residual values, the Group considers the remaining life of the asset, its projected disposal value and future market conditions. Refer to note 8.

#### PROVISION FOR NET REALISABLE VALUE OF INVENTORY

The provision for net realisable value of inventory represents management's estimate of the extent to which inventory on hand at the reporting date will be sold below cost. The estimate is based on historical sales trends, sell-through rates, inventory ageing profiles, the quality and condition of inventory, and forecast markdowns. Refer to note 13.

The determination of the provision requires the application of judgement and assumptions regarding future customer demand, inventory recovery rates and expected selling prices. The provision reflects management's best estimate of the amount by which the carrying value of inventory exceeds its net realisable value at the reporting date.

The provision is reassessed at each reporting date and adjusted to reflect changes in estimates of net realisable value and inventory recoverability, including the reversal of amounts no longer required.

#### PROBABILITY OF VESTING OF RIGHTS TO EQUITY INSTRUMENTS GRANTED IN TERMS OF SHARE-BASED PAYMENT SCHEMES

The cumulative expense recognised in terms of the Group's share-based payment schemes reflects, in the opinion of the directors, the number of rights to equity instruments granted that will ultimately vest. At each reporting date, the unvested rights are adjusted by the number of rights forfeited during the year, to reflect the actual number of instruments outstanding. Management is of the opinion that this number, adjusted for future attrition rates, represents the most accurate estimate of the number of instruments that will ultimately vest.

#### BUSINESS COMBINATIONS

The Group determines the fair value allocations for assets and liabilities acquired via business combinations, where applicable.

#### IMPAIRMENT OF FINANCIAL ASSETS

#### EXPECTED CREDIT LOSS (ECL) MODEL

Impairment using the ECL model in terms of IFRS 9 apply to debt financial assets measured at either amortised cost or at fair value through other comprehensive income (FVOCI), loan commitments, where there is a present commitment to extend credit (unless these are measured at FVTPL) and financial guarantees.

ECL is, at a minimum, required to be measured through a loss allowance at an amount equal to the 12-month ECL of the financial asset. A loss allowance for full lifetime ECL is required for a financial asset if the credit risk of that financial instrument has increased significantly since initial recognition.

The Group applies the IFRS 9 simplified approach to measuring ECLs for all trade receivables, and the general approach for loans and other receivables.

### PROVISION FOR EMPLOYEE BENEFITS

Post-retirement defined benefits are provided to certain existing and former employees. Actuarial valuations are performed to assess the financial position of relevant funds and are based on assumptions, which include mortality rates, healthcare inflation, the expected long-term rate of return on investments, the discount rate and current market conditions. Refer to note 21.

## MATERIAL JUDGEMENTS IN APPLYING THE GROUP'S ACCOUNTING POLICIES

The following areas require material judgements to be made by management in the application of the Group's accounting policies:

### TREATMENT OF WOOLWORTHS FINANCIAL SERVICES PROPRIETARY LIMITED (WFS) AS A JOINT VENTURE

The Group is a party to a joint arrangement when there is a contractual arrangement that confers joint control over the relevant activities of the arrangement to the Group and at least one other party. Joint control is assessed under the same principles as control over subsidiaries.

The Group classifies its interests in joint arrangements as either:

- Joint ventures: where the Group has rights to only the net assets of the joint arrangement.
- Joint operations: where the Group has both the rights to the assets and obligations for the liabilities of the joint arrangement.

In assessing the classification of interests in joint arrangements, the Group considers:

- The structure of the joint arrangement;
- The legal form of joint arrangements structured through a separate vehicle;
- The contractual terms of the joint arrangement agreement; and
- Any other facts and circumstances (including any other contractual arrangements).

Based on the Group's 50% interest and contractual arrangement with WFS, the Group has classified its arrangement with WFS as a joint venture in accordance with IFRS 11. The Group is exposed to risks arising from its interest in its joint venture, WFS, including exposure to variability in returns driven by the financial and operational performance of the entity. Refer to the accounting policy Investment in joint venture and associates, and note 29 for further details.

### INCOME TAXES

The Group is subject to income tax in more than one jurisdiction. Significant judgement is required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The group measures its tax balances either based on the most likely amount or the expected value of the tax position, depending on which method provides a better prediction of the resolution of the uncertainty. With regards to the recognition of deferred tax assets, judgement is also required to determine the extent that it is probable that future taxable profit will allow the deferred tax assets to be utilised. Refer to notes 4 and 12.

### CONSOLIDATION OF THE GROUP'S SHARE TRUST

The Group operates a share incentive scheme through a separate share trust. The Trust is operated for the purposes of incentivising staff to promote the continued growth of the Group, and is funded by loan accounts from companies within the Group and by dividends received from the Company. The Trustees of the Trust comprise Non-executive Directors of Woolworths Holdings Limited, who have the power to direct the relevant activities of the Trust, in terms of the Trust Deed. In management's judgement, the Group is able to exercise control over the Trust, in accordance with IFRS 10 Consolidated Financial Statements, and therefore consolidates its results.

### SALE AND LEASEBACK TRANSACTIONS

A sale and leaseback transaction comprises the sale of an asset by the seller and subsequently leasing it back from the buyer. Recognising a sale and leaseback transaction, in accordance with the requirements of IFRS 16, is dependent on whether the transfer of an asset satisfies the requirements of IFRS 15, in which control of the asset has been transferred to the buyer-lessor.

The Group applies judgement in determining whether the transaction constitutes a transfer of control in terms of IFRS 15, whereby a performance obligation is satisfied by transferring a promised good or service (i.e. an asset) to a customer. The Group considers both qualitative and quantitative factors, including fair value of consideration and the transferred asset, whether the lease payments are at market rates, the transfer of significant risks and rewards of ownership and the uncertainty as to whether a lease option would be exercised beyond a specific period in determining whether control has transferred to the buyer-lessor.

## PROPERTY, PLANT AND EQUIPMENT

All items of property, plant and equipment are initially recognised at cost, which includes any costs directly attributable to bringing the assets to the location and condition necessary for them to be capable of operating in the manner intended by management. The cost of an item of property, plant and equipment is recognised as an asset if it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably.

Subsequent to initial recognition, buildings and leasehold improvements are shown at cost, less accumulated depreciation and any impairment in value. Land is measured at cost, less any impairment in value and is not depreciated, since the useful life is considered to be indefinite. Furniture, fittings, equipment, motor vehicles and computer equipment are shown at cost less accumulated depreciation and any impairment in value.

Subsequent expenditure, including the cost of replacing parts of the asset, other than day-to-day servicing costs, are included in the cost of the asset when incurred, if it is probable that such expenditure will result in future economic benefits associated with the item flowing to the Group, and the cost can be measured reliably.

An asset is depreciated from the time that it is available for use. Depreciation of an asset ceases at the earlier of the date that the asset (or disposal group into which the asset falls) is classified as held-for-sale or included in a discontinued operation in accordance with IFRS 5, and the date that the asset is derecognised. The depreciable amount of an asset, being the cost of the asset less the residual value, is allocated on a straight-line basis over the estimated useful life of the asset. Residual value is the estimated amount that an entity would currently obtain from disposal of the asset, after deducting the estimated costs of disposal, if the asset was already of the age and in the condition expected at the end of its useful life. Whilst residual value is equal to or exceeds the carrying value, depreciation is discontinued.

Each part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item is depreciated separately.

The residual values, useful lives and depreciation methods applied to assets are reviewed at each financial year-end based on relevant market information and management consideration, and are adjusted prospectively, if applicable.

Useful lives per asset category:

| | |
|---|---|
| Buildings | 15 – 75 years* |
| Leasehold improvements | Written off over the lease period or shorter period if appropriate |
| Furniture, fittings and equipment | 2 – 15 years |
| Motor vehicles | 5 years |
| Computer equipment | 3 – 7 years |

* Investment property measured on the cost model comprising a flagship building has an estimated useful life of 75 years, all other buildings are up to 40 years.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use. Any gain or loss, arising on derecognition of the asset, is included in profit or loss within store or other operating costs in the year in which the asset is derecognised.

Items of property, plant and equipment are assessed for impairment as detailed in the accounting policy on impairment.

When the use of a property changes from owner-occupied to investment property, the property is reclassified at its carrying value accordingly.

## INTANGIBLE ASSETS

Intangible assets are initially recognised at cost, if acquired separately, or at fair value if acquired as part of a business combination. After initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangible assets, excluding capitalised development costs, are not capitalised, but expensed in profit or loss in the year during which the expenses are incurred.

Other than brands and goodwill, all of the Group's intangible assets are assessed as having finite useful lives. The Group's intangible assets are amortised over their useful lives using a straight-line basis. Computer software is amortised between five to 10 years.

Amortisation commences when the intangible assets are available for their intended use. The amortisation period and method for intangible assets with finite useful lives are reviewed annually. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are accounted for by changing the amortisation period or method, as appropriate, and treated as changes in accounting estimates.

The residual value of an intangible asset may increase to an amount equal to or greater than the asset's carrying amount. Amortisation of intangible assets ceases when the residual value is equal to or exceeds the carrying value.

The residual value of an intangible asset is zero, unless there is a commitment by a third party to purchase the asset at the end of its useful life, or if the residual value can be determined by reference to an active market and it is probable that the market will still exist at the end of the asset's useful life.

Amortisation ceases at the earlier of the date that the asset is classified as held-for-sale (or is included in a disposal group that is classified as held-for-sale), or the date that the asset is derecognised.

Subsequent expenditure on intangible assets is capitalised if it is probable that future economic benefits attributable to the asset will flow to the Group and the expenditure can be measured reliably.

Intangible assets are derecognised upon disposal or where no future economic benefits are expected. Gains and losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset. These gains and losses are recognised in profit or loss when the asset is derecognised.

Intangible assets are tested for impairment if indications of impairment exist, except for goodwill and intangible assets with indefinite useful lives, which are tested at least annually. Refer to the accounting policy on impairment of non-financial assets for this process.

### COMPUTER SOFTWARE

Computer software acquired from external suppliers is initially recognised at cost. Computer software development costs are capitalised if the recognition criteria outlined below under 'Research and development' are met.

### RESEARCH AND DEVELOPMENT

Research costs are expensed as incurred.

Development costs are recognised as an expense in the period in which they are incurred unless the technical feasibility of the asset has been demonstrated and the intention to complete and utilise the asset is confirmed. Capitalisation commences when it can be demonstrated how the intangible asset will generate probable future economic benefits, that it is technically feasible to complete the asset, that the intention and ability to complete and use the asset exists, that adequate financial, technical and other resources to complete the development are available and the costs attributable to the process or product can be separately identified and measured reliably. Where development costs are recognised, it has a finite useful life and is amortised over its useful life on a straight-line basis and is tested for impairment if indications of impairment exists.

### GOODWILL

Goodwill on acquisitions of subsidiaries is recognised as an asset and initially measured at cost, and represents the excess paid above the fair value of the assets and liabilities obtained as part of the business combination.

After initial recognition, goodwill on acquisitions of subsidiaries is measured at cost, less any accumulated impairment losses. Goodwill is adjusted in the remeasurement period up to one year after its recognition for remeasurement of the amounts recognised. Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation can be made to a single cash generating unit or a group of cash-generating units.

Goodwill on acquisitions of the equity-accounted associate and joint ventures is included in the investments in associate or joint ventures and tested for impairment as part of the carrying value of the investment. Goodwill recognised on the acquisition of the associate or joint ventures (equity-accounted) is calculated as the difference between the cost of the investment and the fair value of the proportionate net assets acquired. Any excess of the fair value of the proportionate net assets acquired over the cost of the investment is included in profit or loss of the investor, in the year when acquired, as part of the proportionate share in the associate's profit after tax.

When part of a cash-generating unit that contains goodwill is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation in determining the gain or loss on disposal. Goodwill disposed of in this manner is measured on the relative values of the operation disposed of and the portion of the cash-generating unit retained.

### INVESTMENT PROPERTY

Investment property is held to earn rental income and/or for capital appreciation. Investment property is initially measured at cost, including transaction costs. Subsequently, investment property is measured on the cost model in accordance with the accounting policy for property, plant and equipment. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Group and the cost of the item can be measured reliably. All other costs, including repairs and maintenance, are expensed as incurred.

An investment property is derecognised either when it has been disposed (i.e. at the date the recipient obtains control) or when it is permanently withdrawn from use and no future economic benefit is expected from its disposal. The difference between the net disposal proceeds and the carrying amount of the investment property is recognised in profit or loss in the period of derecognition. In determining the amount of consideration from the derecognition of investment property, the Group considers the effects of variable consideration, existence of a significant financing component, non-cash consideration and consideration payable to the buyer (if any).

Transfers are made to or from investment property only when there is a change in use. For a transfer from investment property to owner-occupied property, the deemed cost for subsequent accounting is the fair value at the date of change in use. If an owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under property, plant and equipment up to the date of change in use.

### LEASES

The Group's main lease contracts relate to leases of retail stores, offices and distribution centres.

### RIGHT-OF-USE ASSETS

Right-of-use assets are initially measured at cost, which comprises the initial amount of lease liabilities, plus any initial direct costs incurred, less any lease incentives received.

Right-of-use assets are subsequently depreciated on a straight line basis over the shorter of the lease term and the estimated useful lives of the assets. The Group determined the lease term as any non-cancellable period of a lease together with reasonably certain termination or extension option periods. Right-of-use assets are tested for impairment when there are any indicators of impairment and periodically reduced by impairment losses, if required. These mainly include loss-making stores and stores that the Group intends to close.

### LEASE LIABILITIES

Lease liabilities are initially measured at the present value of future lease payments discounted using the Group's incremental borrowing rate, taking into account lease term, country, currency and start date of the lease. Incremental borrowing rates are based on a series of inputs including the prime lending rate, the repo rate, a credit risk adjustment and a country specific adjustment.

Lease liabilities are subsequently measured at amortised cost using the effective interest method, and reduced by future lease payments net of interest charged. It is remeasured, with a corresponding adjustment to right-of-use assets, when there is a change in future lease payments resulting from a rent review, change in relevant index or rate, such as inflation, or change in the Group's assessment of whether it is reasonably certain to exercise a renewal or termination option. Interest expense on lease liabilities are presented as a component of finance costs in profit or loss and classified as cash flows from operating activities in the statement of cash flows.

The remeasurement results in a corresponding adjustment to the carrying amount of right-of-use assets, with the difference recorded in profit or loss if the carrying amount of right-of-use assets has been reduced to zero.

Variable lease payments that do not depend on an index or rate are not included in the measurement of right-of-use assets and lease liabilities. These related payments are recognised as an expense in the period in which the event or condition that triggers those payments occur. Other variable lease payments that depend on an index or rate are included in the measurement of right-of-use assets and lease liabilities.

The Group has elected to account for payments associated with short-term leases and leases of low-value assets (with a cost price below R150 000) using the practical expedients. Instead of recognising a right-of-use asset and a lease liability, the payments in relation to these leases are recognised as an expense in profit or loss on a straight-line basis over the lease term.

### SALE AND LEASEBACK TRANSACTIONS

A sale and leaseback transaction is where the Group sells an asset and immediately leases it back from the buyer, thereby reacquiring the use of the asset. If the transfer of the asset by the Group satisfies the requirements of IFRS 15 to be accounted for as a sale, the associated property, plant and equipment asset is derecognised, and a right-of-use asset recognised at the proportion of the previous carrying amount of the asset relating to the right-of-use retained. The gain or loss that the Group recognises is limited to the proportion of the total gain or loss that relates to the rights transferred to the buyer-lessor. Any gain or loss that relates to the rights transferred to the buyer-lessor is recognised in profit or loss.

### BUSINESS COMBINATIONS

All business combinations are accounted for by applying the acquisition method. Goodwill may arise on the acquisition of businesses and subsidiaries. For each business combination, the Group elects whether it measures the non-controlling interest in the acquiree either at fair value, or at the proportionate share of the acquiree's identifiable net assets. Any gain from a bargain purchase is recognised in profit or loss immediately. The fair value of the consideration paid is the fair value at the date of exchange of the assets given, liabilities incurred or assumed, and equity instruments issued by the Group, in exchange for control of the acquiree. Acquisition costs incurred are expensed. The fair value of assets and liabilities obtained are determined through a professional valuation.

### TAXES

#### CURRENT TAX

Current tax assets and liabilities for the current and prior years are measured at the amount expected to be recovered or paid to the tax authorities. The tax rates and laws used to compute the amount are those enacted or substantively enacted at the reporting date.

Current tax assets and liabilities are offset if the Company has a legally enforceable right to offset the recognised amounts and it intends to settle on a net basis, or to realise the asset and settle the liability simultaneously.

#### DEFERRED TAX

Deferred tax is provided for on the Statement of financial position basis on the temporary differences at the reporting date between the carrying values, for financial reporting purposes, and tax bases of assets and liabilities.

Deferred tax assets are recognised for deductible temporary differences to the extent that it is probable that future taxable profit will allow the deferred tax assets to be utilised, unless the deferred tax assets arise from the initial recognition of an asset or liability in a transaction that is not a business combination, and at the time of the transaction affects neither accounting nor taxable profit or loss. In respect of deductible temporary differences associated with investment in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future, and that taxable profit will be available against which the temporary differences will be utilised.

Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient future taxable income will be available for utilisation of the asset.

Deferred tax liabilities are recognised for taxable temporary differences, except where the deferred tax liabilities arise from the initial recognition of goodwill, or the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither accounting nor taxable profit or loss. In respect of taxable temporary differences associated with investment in subsidiaries, associates and interests in joint ventures, deferred tax liabilities are not recognised when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are measured at tax rates that are expected to apply to the period when the asset is realised or the liability settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

The measurement of deferred tax assets and liabilities reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying values of its assets and liabilities.

Current tax and deferred tax are credited or charged directly to equity or other comprehensive income if they relate to items credited or charged directly to equity or other comprehensive income.

Deferred tax assets and liabilities are offset if the Company has a legally enforceable right to set off current tax assets against current tax liabilities, and the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on the same taxable entity, or different taxable entities that intend to settle current tax assets and liabilities on a net basis, or realise the asset and settle the liability simultaneously, in each future period in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

#### DIVIDEND WITHHOLDING TAX (DWT)

DWT is a tax levied on the beneficial owner of the shares instead of the Company. The tax is withheld by the Company and paid over to the South African Revenue Service (SARS) on the beneficiaries' behalf. The resultant tax expense and liability has been transferred to the shareholder and is no longer accounted for as part of the tax charge of the Company. Amounts not yet paid over to SARS are included in trade and other payables and the measurement of the dividend amount is not impacted by the withholding tax.

### CURRENT ASSETS AND LIABILITIES

Current assets and liabilities have maturity terms of less than 12 months and are expected to be settled in the Group's normal operating cycle.

### INVENTORIES

Merchandise, raw materials and consumables are initially recognised at cost, determined using the weighted average cost formula. The cost of merchandise is the net of the invoice price of merchandise, insurance, freight, customs duties, an appropriate allocation of distribution costs, trade discounts, rebates and settlement discounts. Rebates and discounts received as a reduction in the purchase price of inventories are deducted from the cost of those inventories.

Subsequent to initial recognition, inventories are measured at the lower of cost and net realisable value. Net realisable value of merchandise is the estimated selling price in the ordinary course of business, less estimated costs necessary to make the sale. Management make adjustments to the carrying value of inventory to reflect the cost of inventory at the lower of cost and net realisable value, as well as the cost of hedge accounting. In accordance with the provisions of IFRS 9, the application of hedge accounting requires management to adjust the cost of inventory to incorporate the impact of forward exchange hedging contracts.

Raw materials and consumables held for packaging of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.

The carrying amount of inventories sold is recognised as an expense in the period in which the related revenue is recognised.

### SHORT-TERM EMPLOYEE BENEFITS

Short-term employee benefits include salaries, bonuses, leave pay, allowances and other fringe benefits. Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A provision is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay the amount and the obligation can be estimated reliably.

### LONG-TERM EMPLOYEE BENEFITS

Long-term employee benefits include employee long-service leave entitlements. A provision is recognised for the amount expected to be redeemed or paid to the employee. The provision is measured based on the service period worked and probability assumptions are applied to determine the likelihood that an employee will qualify for the entitlement. Refer to note 22 for further details.

### RETIREMENT BENEFITS

Current contributions to defined contribution retirement funds are based on a percentage of the pensionable payroll and are recognised as an employee benefit expense when they are due. The Group has no further payment obligations once the contributions are paid.

The Group has an obligation to provide certain post-employment medical aid benefits to certain employees and pensioners. The calculated cost arising in respect of post-retirement medical aid benefits is charged to profit or loss, as services are rendered by employees. The present value of future medical aid subsidies for past and current service is determined in accordance with IAS 19:Employee Benefits, using actuarial valuation models. The cost of providing benefits under the plan is determined using the projected unit credit valuation method. All actuarial gains and losses are recognised in other comprehensive income. Any curtailment benefits or settlement amounts are recognised in profit or loss as incurred. Current service costs and interest cost is included in employee costs in profit and loss.

### SHARE-BASED PAYMENT TRANSACTIONS

Shares and rights to acquire shares granted to employees in terms of the Group's share incentive schemes meet the definition of share-based payment transactions. Refer to note 16 for a detailed description of each of the schemes.

In its separate Annual Financial Statements, the Company accounts for the share-based payment transaction as an equity-settled share-based payment arrangement, with a corresponding increase in its investment in subsidiaries.

The equity-settled share-based payment schemes allow Group employees to acquire shares in the Company. The fair value of shares granted or rights to acquire shares (granted in the form of

share options), is recognised as an expense with a corresponding increase in equity. The fair value is measured at grant date and expensed over the period in which the employees become unconditionally entitled to these rights. The fair value of the grants is measured with reference to the listed share price.

The Group revises its estimates of the number of shares or rights to acquire shares that it expects will ultimately vest based on the non-market vesting and service conditions. The Group recognises the impact of the revision in the original estimates in profit or loss, with a corresponding adjustment to equity. No subsequent adjustments are made to equity after the vesting date.

Where the terms of an equity-settled award are modified, the minimum expense recognised is the amount measured at the grant date fair value of the equity instruments granted, unless those equity instruments do not vest because of failure to satisfy a vesting condition (other than a market condition) that was specified at grant date. In addition, the Group recognises, over the remainder of the vesting period, the effects of modifications that increase the total fair value of the share-based payment arrangement or are otherwise beneficial to the employee as measured at the date of the modification.

Where an equity-settled award is cancelled by the Group, it is accounted for as an acceleration of the vesting of the awards. It is treated as if it had vested on the date of cancellation and any expense not yet recognised for the award is recognised immediately. However, if a new award is substituted for the cancelled award, and designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award.

Outstanding rights to acquire shares could result in share dilution in the computation of earnings per share (refer to note 6).

**PROVISIONS**

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, for which it is probable that an outflow of economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. Where the effect of discounting to present value is material, provisions are adjusted to reflect the time value of money.

## FINANCIAL INSTRUMENTS

**RECOGNITION AND MEASUREMENT**

Financial instruments are initially recognised on the Statement of Financial Position when the Group becomes party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value, which includes directly attributable transaction costs in the case of financial assets and liabilities not at fair value through profit or loss. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss. Subsequent measurement for each financial instrument in the Group is performed in accordance with classification of the instrument in line with the following:

**FINANCIAL ASSETS**

Financial assets are classified into the following specified categories: financial assets at 'fair value through profit or loss' (FVTPL), financial assets at 'fair value through other comprehensive income' (FVTOCI) and 'loans and receivables at amortised cost'. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

**EFFECTIVE INTEREST METHOD (AMORTISED COST)**

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL.

The Group uses the effective interest method for the following financial assets:

- Trade and other receivables: this comprises all trade and non-trade debtors other than financial services debtors. Short-duration receivables with no stated interest rate are measured at original invoice amount, unless the effect of imputing interest is significant.
- Other loans: these comprise housing and employee loans.
- Cash and cash equivalents: this comprises cash at banks and on hand, overdrafts, as well as short-term deposits held at call with banks.
- Investments: these comprise investments in money market funds over which the Group does not have immediate access and are thus not classified as cash and cash equivalents.

**FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (FVTPL)**

Financial assets are classified as at FVTPL when the financial asset is (i) held for trading, or (ii) it is designated as at FVTPL.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

Financial assets at FVTPL are stated at fair value, with any gains or losses arising on re-measurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any dividend or interest earned on the financial asset and is included in the 'other gains and losses' line item.

**FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME (FVOCI) - EQUITY INSTRUMENTS**

At the initial recognition of the equity instrument, the Group may make an irrevocable election to classify its investments in equity instruments as designated at fair value through other comprehensive income if the investment is not held for trading. This election is performed on an instrument-by-instrument basis.

Gains or losses that are recognised as a result of subsequent measurement of these instruments are never recycled to profit or loss. Dividends received from these instruments are recognised in profit or loss, unless the Group has received these dividends as a recovery of part of the cost of the financial asset.

**FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME (FVOCI) – DEBT INSTRUMENTS**

Debt instruments such as listed bonds are measured by the Group at FVOCI where the contractual cash flows are solely principal and interest and the objective of the Group's business model for such instruments is achieved both by collecting contractual cash flows and selling the financial assets.

Gains or losses on the instrument are recognised in other comprehensive income, with the exception of impairment losses or reversals, and foreign exchange gains or losses, which are recognised in profit or loss. Interest income earned on the instrument is recognised in profit and loss. Upon derecognition, the cumulative fair value change is recycled from OCI to profit or loss.

**FINANCIAL LIABILITIES AND EQUITY INSTRUMENTS**

### CLASSIFICATION AS DEBT OR EQUITY

Debt and equity instruments issued by a Group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

### EQUITY INSTRUMENTS

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a Group entity are recognised at the proceeds received, net of direct issue costs.

### FINANCIAL LIABILITIES

Financial liabilities are classified as either of the following categories:

### FINANCIAL LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS (FVTPL)

Financial liabilities classified as fair value through profit or loss are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. The Group's derivatives that are not designated as hedging instruments are classified as FVTPL.

### PUT OPTION LIABILITY

The Group recognises a put option liability for arrangements in which the Group has written put options over the equity of a subsidiary. These put options permit the minority shareholders the right to put their shares in the subsidiary to the Group on dates specified in the contract. The amount that may become payable under the options on exercise are initially recognised at the present value of the redemption amount within other payables, with a corresponding charge directly to equity under a put option reserve. The charge is recognised in equity because the minority shareholders retain present access to the returns associated with the underlying ownership interests.

The Group classifies the put options as a financial liability at amortised cost, with subsequent remeasurements recognised directly in equity. Subsequent remeasurements include unwinding of the put option liability using the effective interest method up to the redemption amount and may include changes in the redemption amount.

### OTHER FINANCIAL LIABILITIES

Other financial liabilities include borrowings, trade and other payables and overdrafts. The Group subsequently measures these liabilities at amortised cost using the effective interest method. The effective interest method has been outlined above.

### DERECOGNITION OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES

A financial asset is derecognised when the right to receive cash from the asset has expired, or the Group has transferred the asset and the transfer qualifies for derecognition. A transfer qualifying for derecognition occurs when the Group transfers the contractual rights to receive the cash flows of the financial asset, or retains the rights but assumes a contractual obligation to pay those cash flows in full without material delay to a third party under a 'pass-through' arrangement, and where the Group has transferred control or substantially all the risks and rewards of the asset. Where the Group has transferred its rights to the cash flows from an asset and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognised to the extent of the Group's continuing involvement in the asset.

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expired. An exchange between the Group and an existing lender of debt instruments with substantially different terms or a substantial modification to an existing financial liability is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability.

The resulting difference between the carrying value on derecognition of the financial instrument and the amount received or paid is taken to profit or loss.

### FAIR VALUE

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value of quoted instruments traded in an active market is determined with reference to closing prices at close of business on the Statement of Financial Position date. Where there is no active market, fair value is determined using valuation techniques. Such valuation techniques include using recent arm's length market transactions, reference to current market value of other similar instruments, discounted cash flow analyses and option pricing models.

### OFFSET

Where a current legally enforceable right to offset exists for recognised financial assets and financial liabilities, and there is an intention to realise the asset and settle the liability simultaneously, or to settle on a net basis, such related financial assets and financial liabilities are offset.

### FINANCIAL GUARANTEE CONTRACTS

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when it becomes due, in accordance with the terms of a debt instrument.

Financial guarantee contracts are recognised initially at fair value. Subsequently, the contract is measured in accordance with IFRS 9 at the higher of:

- the amount of the loss determined as expected credit loss; or
- the amount initially recognised, less cumulative amortisation recognised in accordance with IFRS 15, unless it was designated as at fair value through profit or loss at inception and measured as such.

Financial guarantees are derecognised when the obligation is extinguished, expires or transferred.

The Group currently does not recognise any financial guarantee contract provisions as, in the opinion of the directors, the ECL arising from these guarantees is insignificant.

## HEDGE ACCOUNTING

The Group applies hedge accounting in accordance with the provisions of IFRS 9.

Gains and losses on the effective portion of cash flow hedges in respect of a risk associated with a recognised asset or liability, or highly probable forecast transaction or firm commitment, are recognised in the financial instrument revaluation reserve within equity. Gains and losses on the ineffective portion are recognised in profit or loss immediately, within other expenses.

When forward exchange contracts and interest rate swaps are used to hedge forecast transactions, the Group designates the entire contract as the hedging instrument, i.e. the Group designates the full change in fair value of the derivative contract (including forward points in respect of the forward exchange contracts) as the hedging instrument. This means the gains or losses relating to the effective portion of the change in fair value of the entire derivative contract is recognised in the financial instrument

revaluation reserve within equity.

Amounts accumulated in equity are reclassified in the periods when the hedged item affects profit or loss, as follows:

- With reference to forward exchange contracts, where the hedged item subsequently results in the recognition of a non-financial asset (such as inventory), both the deferred hedging gains and losses or deferred forward points, if any, are included within the initial cost of the asset. The deferred amounts are ultimately recognised in profit or loss as the hedged item affects profit or loss (for example through cost of sales).
- With reference to interest rate swaps, the gain or loss relating to the effective portion of the interest rate swaps hedging variable rate borrowings is recognised in profit or loss within finance cost at the same time as the interest expense on the hedged borrowings.

Where the group has entered into interest rate options to hedge exposures to interest rate risk, the intrinsic value is designated as the hedging instrument. Changes in the intrinsic value together with changes in the time value component are recognised in other comprehensive income and accumulated in the financial instrument revaluation reserve within equity.

The option premium is amortised over the term of the interest rate option and is reclassified to profit and loss from the financial instrument revaluation reserve.

Derivative financial instruments not designated as hedging instruments or subsequently not expected to be effective hedges are classified as held-for-trading and recognised at fair value with the resulting gains and losses being recognised in profit or loss in the period in which they arise.

## IMPAIRMENT

### NON-FINANCIAL ASSETS

The carrying amount of the Group's assets, other than goodwill, inventories, and deferred tax assets (refer to the accounting policy on each asset mentioned respectively), is reviewed at each Statement of Financial Position date for any indication of impairment. If such an indication exists, the asset's recoverable amount is estimated. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs using a discounted cash flow. For franchise buybacks, each African country is treated as its own cash-generating unit.

The recoverable amount is the higher of an asset's or the cash-generating unit's fair value, less costs of disposal and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments. This incorporates information and assumptions that a market participant would consider when pricing the item under consideration, the time value of money and the risks specific to the asset or cash-generating unit. Costs to dispose are incremental costs directly attributable to the disposal, excluding finance costs and income tax expense.

The excess of an asset's or cash-generating unit's carrying amount over its recoverable amount is recognised as an impairment loss in profit or loss.

An impairment recognised previously may be reversed when estimates change as a result of an event occurring after the impairment was initially recognised. When an impairment loss is reversed, the carrying value cannot exceed what the carrying value would have been (at the date of reversal) had no impairment losses been recognised in the past on the particular asset. A reversal of an impairment loss is recognised in profit or loss.

### FINANCIAL ASSETS

The Group recognises an allowance for ECL, for all debt instruments subsequently measured using the amortised cost method or FVOCI, i.e. not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the effective interest rate (or an approximation thereof).

ECLs are recognised in two stages. A 12-month ECL which means that the Group will recognise a loss allowance based on default events that are possible within the next 12 months, provided that the credit exposures have not seen a significant increase in the credit risk since initial recognition. The second stage, which is referred to as the lifetime ECL, is a loss allowance for credit losses that are expected over the remaining life of the exposure, irrespective of the timing of default. The Group recognises this stage of the allowance where the credit exposures have seen a significant increase in the credit risk since initial recognition.

For trade receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment. Debt instruments at amortised cost are recognised net of an allowance for ECL. The Group does not enter credit sales transactions with customers.

For loans and other receivables, the Group applies the general approach in calculating ECL, by incorporating forward-looking information in its application. The general approach is applied using the following stages:

- Stage 1 - This is where the credit risk has not increased significantly since initial recognition. In this stage the Group recognises a 12-month ECL and recognises interest income on a gross basis, i.e. interest is calculated on the gross carrying amount of the financial asset before adjusting for ECL.
- Stage 2 - This is where the credit risk has increased significantly since initial recognition. When the financial asset transfers to stage 2, the Group recognises lifetime ECL, but interest income will continue to be recognised on a gross basis.
- Stage 3 - This is where the financial asset is credit impaired, i.e. there is objective evidence of impairment at the reporting date. For these assets, the Group recognises lifetime ECL, but the interest income is recognised on a net basis, i.e. interest is calculated on the gross carrying amount less ECL.

## STATED CAPITAL

### SHARE BUYBACKS

Consideration paid for the share buy-backs, including any directly attributable incremental costs, net of income taxes, is deducted from equity in treasury shares until the shares are cancelled or reissued.

## TREASURY SHARES

Shares in the Company held by wholly owned Group companies are classified as treasury shares. These shares are treated as a deduction from the issued and weighted average number of shares and the cost price of the shares is deducted from Group equity. Dividends received on treasury shares are eliminated on consolidation. No gains and losses are recognised in the Group Statement of Comprehensive Income on the purchase, sale, issue or cancellation of treasury shares.

## DIVIDENDS TO SHAREHOLDERS

Dividends are recorded in the period in which the dividend is declared and charged directly to equity.

## INVESTMENT IN JOINT VENTURES AND ASSOCIATES

A joint venture is an arrangement in which the parties with joint control have rights/exposures to the net assets of the arrangement. An associate is an entity in which the Group has significant influence. The Group's interests in joint ventures and associates are accounted for using the equity method, and the investments are accounted for at cost less accumulated impairment in the separate financial statements of the venturer companies.

Under the equity method, an investment is carried in the Statement of Financial Position at cost plus post-acquisition changes in the Group's share of the net assets of the joint venture or associate. The Statement of Comprehensive Income reflects the share of the results of operations of the company. Where there has been a change recognised directly in the other comprehensive income or equity of the joint venture or associate, the Group recognises its share of any changes and discloses this, where applicable, in the Group's results in accordance with the requirements of IFRS 11.

Unrealised gains and losses resulting from transactions between the Group, the joint venture and associate are eliminated to the extent of their interests. The share of the profit of a joint venture or associate is disclosed in the Statement of Comprehensive Income. This is the profit attributable to the equity holding and therefore is profit after tax and non-controlling interests of the joint venture and associate. Any dividend received by the Group is credited against the investment in the joint venture and associate.

Financial results of the joint venture or associate are prepared for the same reporting period as the parent company. Where necessary, adjustments are made to bring the accounting policies in line with those of the Group.

After application of the equity method, the Group determines whether it is necessary to recognise an additional impairment loss on the Group's investment in a joint venture or associate. The Group determines at each Statement of Financial Position date whether there is any objective evidence that the investment in the joint venture and associate is impaired. If this is the case, the Group calculates the amount of impairment as being the difference between the recoverable amount of the joint venture or associate and the carrying value and recognises the amount in profit or loss.

### CELL CAPTIVE INSURANCE ARRANGEMENTS

The Group has entered into insurance cell arrangements with Mutual & Federal Insurance Company Limited and Mutual & Federal Risk Financing Limited, which are licensed insurance companies. The Group purchased shares in the insurance cell. The "cell" issues a contract that transfers significant insurance risk. The risks and rewards associated with these contracts are transferred to the Group through a cell agreement.

Insurance cell captive arrangements are classified as financial assets held at FVTPL as they do not meet the criteria for amortised cost, as the cash flows are not solely payments of principal and interest, or fair value through other comprehensive income. At the reporting date, the fair value is determined based on the net asset value of the underlying cell captive arrangements.

The net investment is disclosed as part of other receivables. A separate disclosure note has not been presented as the value is not considered material.

### REVENUE

Revenue of the Group comprises:

- Turnover: net merchandise sales, sales to franchisees and logistics services;
- Other revenue: rentals, concession sales commission, royalties, other commission, dividends and investment income.

Turnover and concession sales represent the total sales amount of goods sold in Group stores. Concession sales are the sale of goods by concession operators and are not included in revenue.

Value added tax is excluded.

Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts to be collected on behalf of third parties. The Group recognises revenue when it transfers control over of a product or service to a customer.

The Group does not enter contracts where the period between the transfer of goods and/or services and payment exceeds one year. The Group therefore does not adjust its transaction prices for financing components.

Revenue is recognised on the following basis:

### SALE OF MERCHANDISE

The Group recognises sales revenue, net of sales taxes and estimated sales returns at the time it sells merchandise to the customer, which is generally at till point when no further performance obligations are required. The Group's MyDifference Programme offers an immediate discount, which is recognised as a reduction in revenue, as it does not create a separate performance obligation providing a material right to a future discount. Online sales include shipping revenue and are recorded upon delivery to the customer when control is deemed to have passed onto the customer. Generally, merchandise purchased in store, or on an online platform can be returned within a reasonable number of days specified on the till slip. Estimated sales returns are calculated using historical experience of actual returns as a percentage of sales calculated at the end of each reporting period using the expected value method. A refund liability as applied to Revenue is recognised in provisions and a right of return asset is recognised in relation to the sales return in other receivables (and corresponding adjustment to cost of sales).

### LAY-BY SALES

Revenue from lay-by sales is recognised when the customer obtains control over the specified goods. This is the point in time when the risks and rewards associated with ownership of the goods passes to the customer. The group recognises revenue at the amount of consideration to which they expect to be entitled and for which it is not probable that a significant reversal of revenue will take place. A contract liability for the expected possible unsuccessful lay-bys is recognised as an adjustment to revenue as well as an asset (with a corresponding adjustment to cost of sales) representing its right to recover the merchandise from the customer. The group estimates unsuccessful lay-bys based on historical data and are regularly reviewed for significant changes in estimates.

### CLICK AND COLLECT SALES

Proceeds from Click and Collect sales are initially recognised as contract liabilities, deferring the revenue. Revenue is recognised when the customer takes possession of the product.

### SERVICE REVENUE

The Group recognises revenue from service transactions when control is transferred to the customer. Service revenue comprises the following:

- logistics services, relating to the transport of goods on behalf of third parties, is recognised at a point in time when the contracted transport services have been completed and the goods have been delivered.
- Concession commissions, relating to commission earned on the sale of third-party merchandise in terms of supplier agreements, is recognised at a point in time when the underlying sale is completed through the point-of-sale system. The principal versus agent assessment is performed based on whether the Group controls the specified good or service before it is transferred to the customer. Based on this assessment, the Group acts as an agent in concession arrangements and therefore recognises the commission earned as revenue.

**GIFT CARD**

Customer purchases of gift cards, to be utilised in our stores or on our e-commerce websites, are not recognised as revenue until the card is redeemed and the customer purchases merchandise using the gift card, subject to breakage. The Group recognises a contract liability in respect of the performance obligation to transfer, or to stand ready to transfer goods or services in the future. Gift cards in Woolworths carry an expiration date. However, in line with the three-year prescription period these are deemed to only expire after three years. A certain number of shopping cards, both with and without expiration dates, will not be fully redeemed. Management estimates unredeemed gift cards and recognises breakage in proportion to the pattern of rights exercised by the customer where it is determined the likelihood of redemption is remote. Management periodically reviews and updates its estimates for breakage.

**OTHER REVENUE**

- royalties are recognised on an accrual basis in accordance with the substance of the relevant agreement;
- dividends are recognised when the shareholder's right to receive payment is established;
- investment income is recognised as interest accrues using the effective interest method;
- rental income for fixed escalation leases is recognised on a straight-line basis over the lease term; and
- contingent rentals on an accrual basis are recognised in accordance with the relevant agreement.

## EXPENSES

Expenses, other than those specifically dealt with in another accounting policy, are recognised in profit or loss when it is probable that an outflow of economic benefits associated with a transaction will occur and that outflow can be measured reliably. Expenditure on advertising and promotional activities is recognised as an expense when the Group either has the right to access the goods or has received the service.

Store costs are costs directly attributable to store operations and comprise mainly of employments costs, rent, depreciation and amortisation, and other occupancy costs. Other operating costs are costs incurred for support functions within the Group other than those included in store costs.

## SEGMENTAL INFORMATION

IFRS 8 requires operating segments to be identified on the basis of internal reporting about components of the Group that are regularly reviewed by the chief operating decision-makers (CODM) to allocate resources to the segments and to assess their performance. The CODM has been identified as the Group's executives. Management has determined the operating segments based on the main internal reporting segments. The Group has identified the following reportable segments:

- Woolworths Fashion, Beauty and Home (FBH) (Clothing, homeware, beauty and other lifestyle products)
- Woolworths Food
- Woolworths Logistics
- Country Road Group (Clothing retailer, which includes the Witchery Group)
- Woolworths Financial Services (WFS) (Financial products and services)
- Treasury (Cash and debt management activities)

The Executive Directors evaluate the segmental performance based on profit or loss before exceptional items and tax. To increase transparency and comparability of revenue, the Group has included additional voluntary disclosure of revenue from logistics services.

Following finalisation of the IFRIC Update in June 2024, the Group reviewed the segmental reporting disclosure. As a result of the review, the expenses line item was disaggregated to separately present store costs and other operating costs. It is the Group's view that this change will provide more relevant disclosure of expenses by segment, and align with the presentation of expenses on the Group Statement of Comprehensive Income. To provide comparability, the prior-year amounts have been included accordingly.

## EARNINGS PER SHARE

The calculation of earnings per share is based on profit for the period attributable to ordinary shareholders and the weighted average number of ordinary shares in issue during the period. Headline earnings per share is calculated in accordance with Circular 1/2023 issued by the SAICA. Diluted earnings per share is presented to show the effect of the conversion of favourable potential ordinary shares.

## INVESTMENT IN SUBSIDIARIES

A subsidiary is an entity over which an investor exercises control. An investor controls an investee when the investor is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Investment in subsidiaries are shown at cost less impairment losses, as applicable. Where the carrying amount of the investment is greater than its estimated recoverable amount, it is written down immediately to its recoverable amount and the difference is recognised in profit or loss. On disposal of the investment, the difference between the net disposal proceeds and the carrying amount is charged or credited to profit or loss.

## ACCOUNTING STANDARDS, IFRS AMENDMENTS AND IFRIC INTERPRETATIONS NOT YET EFFECTIVE

### ANNUAL IMPROVEMENTS TO IFRS ACCOUNTING STANDARDS - VOLUME 11

(EFFECTIVE FOR ANNUAL PERIODS BEGINNING ON OR AFTER 1 JANUARY 2026)

In July 2024, the IASB issued nine narrow scope amendments as part of its periodic maintenance of IFRS accounting standards. The amendments include clarifications, simplifications, corrections or changes to improve consistency in IFRS 1 First-time Adoption of International Financial Reporting Standards, IFRS 7 Financial instruments: Disclosure and its accompanying Guidance on implementing IFRS 7, IFRS 9 Financial Instruments, IFRS 10 Consolidated Financial Statements and IAS 7 Statements of Cash Flows.

The Group does not expect this amendment to significantly affect the recognition or measurement of transactions, but may result in minor presentation and disclosure enhancements where applicable.

### CLASSIFICATION AND MEASUREMENT OF FINANCIAL INSTRUMENTS - AMENDMENTS TO IFRS 9 AND IFRS 7

(EFFECTIVE FOR ANNUAL PERIODS BEGINNING ON OR AFTER 1 JANUARY 2026)

In May 2024, the IASB issued Amendments to the Classification and Measurement of Financial Instruments, which:

- Clarify that a financial liability is derecognised on the settlement date, i.e., when the related obligation is discharged, cancelled, expires or the liability otherwise qualifies for derecognition. It also introduces an accounting policy option to derecognise financial liabilities that are settled through an electronic payment system before settlement date if certain conditions are met
- Clarified how to assess the contractual cash flow characteristics of financial assets that include environmental, social and governance (ESG)-linked features and other similar contingent features
- Clarifies the treatment of non-recourse assets and contractually linked instruments
- Requires additional disclosures in IFRS 7 for financial assets and liabilities with contractual terms that reference a contingent event (including those that are ESG-linked), and equity instruments classified at fair value through other comprehensive income

The Group would need to apply the new requirements retrospectively with an adjustment to opening retained earnings. Prior periods are not required to be restated and can only be restated without using hindsight. An entity is required to disclose information about financial assets that change their measurement category due to the amendments.

The Group does not expect this amendment to have a material impact on the Group's financial statements.

### CONTRACTS REFERENCING NATURE-DEPENDENT ELECTRICITY - AMENDMENTS TO IFRS 9 AND IFRS 7

(EFFECTIVE FOR ANNUAL PERIODS BEGINNING ON OR AFTER 1 JANUARY 2026)

In December 2024, the IASB issued Contracts Referencing Nature-dependent Electricity (Amendments to IFRS 9 and IFRS 7), which:

- Clarify the application of the 'own-use' requirements for in scope contracts. Under the amendments, the sale of unused nature-dependent electricity will be in accordance with an entity's expected purchase or usage requirements, if specified criteria are met.
- Amend the designation requirements for a hedged item in a cash flow hedging relationship for in-scope contracts. The amendments will allow an entity to designate a variable nominal volume of forecast electricity transactions as a hedged item, if specified criteria are met.
- Clarifies the treatment of non-recourse assets and contractually linked instruments.
- Add new disclosure requirements to enable investors to understand the effect of these contracts on a company's financial performance and cash flows. IFRS 7 has been amended to require specific disclosures relating to contracts that have been excluded from the scope of IFRS 9 as a result of the amendments.
- The amendments only apply to contracts that reference nature dependent electricity. These are contracts that expose the Group to variability in an underlying amount of electricity because the source of electricity generation depends on uncontrollable natural conditions, typically associated with renewable electricity sources such as sun and wind.

The Group does not expect this amendment to have a material impact on the Group's financial statements.

### IFRS 18 PRESENTATION AND DISCLOSURE IN FINANCIAL STATEMENTS

(EFFECTIVE FOR ANNUAL PERIODS BEGINNING ON OR AFTER 1 JANUARY 2027)

In April 2024, the IASB issued IFRS 18, which replaces IAS 1 Presentation of Financial Statements. IFRS 18 introduces new requirements for presentation within the statement of profit or loss, including specified totals and subtotals. Furthermore, entities are required to classify all income and expenses within the statement of profit or loss into one of five categories: operating, investing, financing, income taxes and discontinued operations, whereof the first three are new.

It also requires disclosure of newly defined management-defined performance measures, subtotals of income and expenses, and includes new requirements for aggregation and disaggregation of financial information based on the identified 'roles' of the primary financial statements (PFS) and the notes.

In addition, narrow-scope amendments have been made to IAS 7 Statement of Cash Flows, which include changing the starting point for determining cash flows from operations under the indirect method, from 'profit or loss' to 'operating profit or loss' and removing the optionality around classification of cash flows from dividends and interest. In addition, there are consequential amendments to several other standards.

Earlier adoption of the standard and the amendments to the other standards is permitted and must be disclosed. IFRS 18 will apply retrospectively.

The Group is currently working to identify all impacts the amendments will have on the primary financial statements and notes to the financial statements

### IFRS 19 SUBSIDIARIES WITHOUT PUBLIC ACCOUNTABILITY

(EFFECTIVE FOR ANNUAL PERIODS BEGINNING ON OR AFTER 1 JANUARY 2027)

In May 2024, the IASB issued IFRS 19, which allows eligible entities to elect to apply its reduced disclosure requirements while still applying the recognition, measurement and presentation requirements in other IFRS accounting standards. To be eligible, at the end of the reporting period, an entity must be a subsidiary as defined in IFRS 10, cannot have public accountability and must have a parent (ultimate or intermediate) that prepares consolidated financial statements, available for public use, which comply with IFRS accounting standards.

The Group's equity instruments are publicly traded, therefore the Group is not eligible to elect to apply IFRS 19.

| | 2026 Rm | 2025 Rm |
|---|---|---|
| **2. REVENUE** | | |
| Turnover | 82 841 | 79 537 |
| Fashion, Beauty and Home | 27 994 | 27 542 |
| Food | 54 020 | 51 228 |
| Logistics services and other | 827 | 767 |
| Other revenue | 483 | 550 |
| Rentals | 49 | 146 |
| Concession sales commission | 341 | 275 |
| Royalties, insurance recoveries and other | 93 | 129 |
| Investment income | 147 | 156 |
| Interest earned from cash and investments | 147 | 156 |
| | 83 471 | 80 243 |

Revenue from contracts with customers has been further disaggregated by reporting segment (refer to note 31). Rentals and investment income fall outside the scope of IFRS 15. Investment income is measured in terms of the effective interest method in accordance with IFRS 9.

| | 2026 Rm | 2025 Rm |
|---|---|---|
| **3. PROFIT BEFORE TAX INCLUDES:** | | |
| 3.1 OPERATING LEASE EXPENSES | | |
| Plant and equipment | 11 | 13 |
| Expense relating to short-term leases | 319 | 320 |
| Expense relating to variable lease payments not included in lease liabilities | 1 100 | 1 101 |
| 3.2 AUDITOR'S REMUNERATION | | |
| Financial statement audit | 32 | 29 |
| Other services | 2 | 4 |
| 3.3 NET FOREIGN EXCHANGE (PROFIT)/LOSS | 54 | 32 |
| 3.4 NON-CORE TRADING EXPENSES AND CAPITAL ITEMS | 599 | 666 |
| Restructure costs and transaction costs | 413 | 499 |
| Unrealised foreign exchange losses/(gains) (refer to note 25.6) | 8 | (9) |
| Impairment of assets (refer to notes 8, 9 and 10) | 161 | 968 |
| Loss/(profit) on sale of property, plant and equipment and investment property | 17 | (792) |
| 3.5 OTHER EXPENSES | | |
| Technical and consulting fees | 226 | 240 |
| Depreciation and amortisation (refer to notes 8, 9 and 10) | 3 583 | 3 485 |
| Net loss on disposal of property, plant and equipment and intangible assets | 9 | 6 |
| Net impairment loss/(reversal) of assets, excluding note 3.4 (refer to notes 8, 9 and 10) | 15 | (2) |
| Impairment of investment in associate (refer to note 29) | 10 | – |

| | 2026 Rm | 2025 Rm |
|---|---|---|
| 3.6 EMPLOYMENT COSTS | 11 038 | 10 948 |
| Short-term employment benefits | 9 842 | 9 947 |
| Share-based payments expense | 337 | 174 |
| Pension costs (refer to note 21) | 816 | 773 |
| Post-retirement medical benefit (refer to note 21) | 38 | 44 |
| Termination and other benefits | 5 | 10 |
| 3.7 FINANCE COSTS | 1 727 | 1 771 |
| Long-term borrowings, bank borrowings and overdrafts | 818 | 854 |
| Lease liabilities | 909 | 917 |

| | 2026 Rm | 2025 Rm |
|---|---|---|
| **4. TAX** | | |
| Current year | | |
| Normal tax | | |
| South Africa | 820 | 928 |
| Foreign | 124 | 87 |
| Deferred tax | | |
| South Africa | 15 | 20 |
| Foreign | (142) | (478) |
| | 817 | 557 |
| Prior year under/(over) | | |
| Normal tax | | |
| South Africa | 8 | (2) |
| Foreign | 4 | 6 |
| Deferred tax | | |
| South Africa | 7 | 4 |
| Foreign | (3) | (12) |
| | 833 | 553 |
| Normal tax (credited)/debited in other comprehensive income | (21) | (14) |
| Deferred tax (credited)/debited in other comprehensive income | 25 | (2) |
| Normal tax (credited)/debited in share-based payments reserve | – | (2) |
| Deferred tax debited/(credited) in share-based payments reserve | (2) | 3 |

## 4. TAX (CONTINUED)

| | 2026 % | 2025 % |
|---|---|---|
| The rate of tax on profit is reconciled as follows: | | |
| Standard rate | 27.0 | 27.0 |
| Disallowable expenditure[1] | 0.5 | 0.5 |
| Exempt income[2] | (0.1) | – |
| Impact of foreign tax rates | (0.2) | (0.8) |
| WFS and Nedglen equity-accounted earnings | (1.9) | (2.2) |
| Prior year | 0.5 | (0.1) |
| Impairment of goodwill in subsidiaries | 0.5 | 3.9 |
| Disposal of property | – | (9.5) |
| Share-based payments | 0.2 | 0.2 |
| Other[3] | (0.2) | (0.6) |
| Effective tax rate | 26.3 | 18.4 |

[1] Disallowable expenditure consists of expenses of a capital nature, which includes legal fees, consulting fees, audit fees, directors' fees, share expenses and donations.

[2] Exempt income consists primarily of non-taxable income, which includes dividends received.

[3] Other consists mainly of permanent differences related to incentive allowances and sundry expenses.

The Group is subject to the global minimum top-up tax under the OECD Pillar Two legislation, and it applies the IAS 12 exception to recognising and disclosing information about deferred tax assets and liabilities related to Pillar Two income taxes. As at least one of the Transitional Safe Harbour tests have been met in each of the jurisdictions, the top-up tax for the Group is deemed to be zero.

## 5. EARNINGS PER SHARE

### BASIC AND HEADLINE EARNINGS

| | Profit before tax Rm | Tax Rm | Non-controlling interests Rm | Attributable profit Rm |
|---|---|---|---|---|
| **2026** | | | | |
| Basic earnings | 3 164 | (833) | (12) | 2 319 |
| Adjustments: | | | | |
| Net loss on disposal of property, plant and equipment | 26 | (7) | – | 19 |
| Net impairment of property, plant and equipment, intangible assets and right-of-use assets* | 176 | (33) | – | 143 |
| Impairment of investment in associate | 10 | (2) | – | 8 |
| Headline earnings | 3 376 | (875) | (12) | 2 489 |
| **2025** | | | | |
| Basic earnings | 3 008 | (553) | (12) | 2 443 |
| Adjustments: | | | | |
| Net profit on disposal of property, plant and equipment | (12) | 2 | – | (10) |
| Profit on sale of investment property | (792) | (48) | – | (840) |
| Net impairment of property, plant and equipment, intangible assets and right-of-use assets* | 966 | (163) | – | 803 |
| Headline earnings | 3 170 | (762) | (12) | 2 396 |

* Includes an impairment charge of R161 million (2025: R968 million) that has been taken into account as an adjustment for the calculation of Adjusted profit before tax, and which has been aggregated in "Non-core trading expenses and capital items" on the Group Statement of comprehensive income. Refer to note 3.4.

| | Number of shares 2026 | 2025 |
|---|---|---|
| WEIGHTED AVERAGE NUMBER OF SHARES (WANOS) | | |
| Weighted average number of shares | 881 580 353 | 893 654 730 |
| Number of shares in issue at the beginning of the year | 891 906 164 | 897 107 551 |
| Weighted average number of shares purchased in terms of the Restricted Share Plan and Performance Share schemes | (5 792 878) | (4 425 184) |
| Weighted average number of shares released in terms of the Restricted Share Plan and Performance Share schemes | 1 229 839 | 972 363 |
| Weighted average number of shares repurchased and cancelled | (5 762 772) | – |
| EARNINGS PER SHARE (CENTS) | | |
| Basic | 263.0 | 273.4 |
| Headline | 282.3 | 268.1 |

## 6. DILUTED EARNINGS PER SHARE

| | 2026 Rm | 2025 Rm |
|---|---|---|
| DILUTED EARNINGS | | |
| Diluted basic earnings | 2 319 | 2 443 |
| Headline earnings adjustment, after tax | 170 | (47) |
| Diluted headline earnings | 2 489 | 2 396 |

| | Number of shares 2026 | 2025 |
|---|---|---|
| DILUTED WEIGHTED AVERAGE NUMBER OF SHARES | | |
| Weighted average number of shares | 881 580 353 | 893 654 730 |
| Potential dilutive effect of outstanding number of share options | 10 154 876 | 9 351 841 |
| Diluted weighted average number of shares | 891 735 229 | 903 006 571 |

Dilution arises from the outstanding in-the-money unvested shares that will be issued to employees at a value lower than the weighted average traded price during the past financial year. At year-end, nil unvested shares have been excluded from the diluted weighted average number of shares' calculation due to their effect being anti-dilutive.

| | | |
|---|---|---|
| DILUTED EARNINGS PER SHARE (CENTS) | | |
| Basic | 260.1 | 270.5 |
| % dilution | 1.1% | 1.1% |
| Headline | 279.1 | 265.3 |
| % dilution | 1.1% | 1.0% |

## 7. RELATED-PARTY TRANSACTIONS

### RELATED PARTIES

The related-party relationships, transactions and balances as listed below exist within the Group.

### HOLDING COMPANY

Refer to note 6 of the Company Annual Financial Statements for the transactions between the holding company and its subsidiaries.

### SUBSIDIARIES

Group companies entered into various transactions in the ordinary course of business. All such intragroup related-party transactions and outstanding balances are eliminated in preparation of the consolidated Annual Financial Statements of the Group.

| | 2026 Rm | 2025 Rm |
|---|---|---|
| **JOINT VENTURES** | | |
| The following related-party transactions and balances occurred between the Group and the joint ventures: | | |
| **WOOLWORTHS FINANCIAL SERVICES PROPRIETARY LIMITED** | | |
| Service costs received by Woolworths Proprietary Limited | (102) | (90) |
| Merchant fee income paid by Woolworths Proprietary Limited | 95 | 94 |
| Accounts receivable by Woolworths Proprietary Limited | 153 | 178 |
| Accounts payable by Woolworths Proprietary Limited | (3) | (90) |
| **NEDGLEN PROPERTIES PROPRIETARY LIMITED** | | |
| Rental paid by Woolworths Proprietary Limited | 1 | 5 |

### KEY MANAGEMENT PERSONNEL

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, including all directors, executive and non-executive, of Woolworths Holdings Limited and Woolworths Proprietary Limited. Key management personnel have been defined as the Board of Directors, the Chief Executive Officers of Woolworths Proprietary Limited and Country Road Group Proprietary Limited. The definition of related parties includes close family members of key management personnel.

| KEY MANAGEMENT COMPENSATION | 2026 Rm | 2025 Rm |
|---|---|---|
| Short-term employee benefits | 218 | 165 |
| Woolworths Holdings Limited directors | 72 | 68 |
| Other key management personnel | 146 | 97 |
| Post-employment benefits | 5 | 3 |
| Woolworths Holdings Limited directors | 1 | 1 |
| Other key management personnel | 4 | 2 |
| IFRS 2 share-based payments expense | 83 | 39 |
| Woolworths Holdings Limited directors | 39 | 20 |
| Other key management personnel | 44 | 19 |
| | 306 | 207 |

Short-term employee benefits comprise salaries, directors' fees and bonuses payable within 12 months of the end of the year. Post-employment benefits comprise expenses determined in terms of IAS 19: Employee Benefits in respect of the Group's retirement and healthcare funds.

| GROUP CARD AND VISA CREDIT CARD ACCOUNTS | | |
|---|---|---|
| Balance outstanding at the beginning of the year | 2 | 2 |
| Annual spend | 7 | 6 |
| Annual repayments | (7) | (6) |
| Balance outstanding at the end of the year | 2 | 2 |

Group cards include cards on offer by Woolworths. Country Road Group does not have store and credit cards on offer.

Purchases made by key management personnel are at standard discounts granted to all employees of the Company. Interest is charged on outstanding balances on the same terms and conditions applicable to all other cardholders.

No debts were written off nor impairments recognised in respect of these card accounts of key management personnel (2025: nil).

### POST-EMPLOYMENT BENEFIT PLAN

Details of the Wooltru Group Retirement Fund, the Wooltru Healthcare Fund and funds for the benefit of Country Road Group Proprietary Limited employees are disclosed in note 21.

## 7. RELATED-PARTY TRANSACTIONS (CONTINUED)

### EXECUTIVE DIRECTORS' FEES AND EMOLUMENTS

Emoluments paid to Executive Directors of Woolworths Holdings Limited in connection with the affairs of the Company and its subsidiaries for the year ended 28 June 2026 and comparative information for 29 June 2025 are set out below:

| | | Guaranteed pay | | | Short-term incentives | Long-term incentives | Retention | Remuneration | Remuneration |
|---|---|---|---|---|---|---|---|---|---|
| | Note | Base salary R'000 | Benefits (1) R'000 | Total guaranteed pay (2) R'000 | Performance bonus (3) R'000 | PSP and PS share scheme (4) R'000 | RSP share scheme (5) R'000 | Total remuneration R'000 | Single-figure remuneration (6) R'000 |
| **2026** | | | | | | | | | |
| Sam Ngumeni | | 11 073 | 578 | 11 651 | 7 107 | 3 489 | 2 756 | 25 003 | 23 068 |
| Zaid Manjra | | 6 173 | 497 | 6 670 | 1 716 | 2 120 | 3 384 | 13 890 | 11 208 |
| Roy Bagattini | (7) | 18 208 | 2 879 | 21 087 | 6 524 | 10 439 | 16 383 | 54 433 | 41 241 |
| | | **35 454** | **3 954** | **39 408** | **15 347** | **16 048** | **22 523** | **93 326** | **75 517** |
| **2025** | | | | | | | | | |
| Sam Ngumeni | | 10 214 | 568 | 10 782 | 8 046 | 2 984 | – | 21 812 | 25 996 |
| Zaid Manjra | | 5 338 | 489 | 5 827 | 1 012 | 2 113 | 2 737 | 11 689 | 9 246 |
| Roy Bagattini | (7) | 19 570 | 4 720 | 24 290 | – | 12 163 | – | 36 453 | 79 881 |
| | | **35 122** | **5 777** | **40 899** | **9 058** | **17 260** | **2 737** | **69 954** | **115 123** |

**NOTES**

1. Benefits include retirement, healthcare, related benefits, long-service awards and discounts received on purchases made in WHL Group stores.
2. Guaranteed pay and other benefits: actual payments made in the financial year.
3. Short-term incentives: amounts accrued in the financial year relating to the financial performance against target for the year.
4. IFRS 2 Share-based payments has been used to equate the annual expense of PSP and PS share schemes held at the end of the financial year. Where a prior year reversal exceeds the annual expense for the aggregated schemes, the expense has been disclosed as nil.
5. IFRS 2 Share-based payments has been used to equate the annual expense of RSP share schemes. Where a prior year reversal exceeds the annual expense for the aggregated schemes, the expense has been disclosed as nil.
6. The Single Figure of Remuneration (SFR) represents the total remuneration earned or received by each director during the financial year, presented as a consolidated figure, with the individual remuneration components disclosed separately. The FY2026 Short-Term Incentive (STI) payout is determined in accordance with the STI policy and scheme rules, as disclosed in the Integrated Remuneration Report. The value disclosed for shares represents the fair value of share awards that became attributable or receivable during the year, calculated using the 30-day VWAP of WHL shares as at 28 June 2026 of R50.75 (2025: 30-day VWAP R54.26).
7. Roy Bagattini retired from the Board, with effect from 31 May 2026. His remuneration is paid in Rands and Australian dollars to reflect the time and focus spent in the different geographies. The A$ amount conversion rate for FY2026 R11.47 (FY2025: R11.77) has been used.

## 7. RELATED-PARTY TRANSACTIONS (CONTINUED)

### NON-EXECUTIVE DIRECTORS' FEES AND EMOLUMENTS

Emoluments paid to Non-executive Directors of Woolworths Holdings Limited in connection with the affairs of the Company and its subsidiaries for the year ended 28 June 2026 and comparative information for 29 June 2025 are set out below:

| | Note | Directors' fees (1) R'000 | Audit Committee member R'000 | Nominations Committee member R'000 | Remuneration Committee member R'000 | Risk and Compliance Committee member R'000 | Social and ethics Committee member R'000 | Sustainability Committee member R'000 | Treasury Committee member R'000 | Benefits (2) R'000 | Total Non-executive Directors' Remuneration R'000 |
|---|---|---|---|---|---|---|---|---|---|---|---|
| **2026** | | | | | | | | | | | |
| Clive Thomson | (3) | 2 803 | – | 233 | 280 | 160 | 146 | 146 | 162 | 43 | 3 973 |
| Lwazi Bam | | 524 | 451 | – | – | 160 | – | – | 306 | 69 | 1 510 |
| Christopher Colfer | | 2 104 | 204 | 204 | 204 | 204 | – | – | – | 1 | 2 921 |
| Rob Collins | (4) | 2 088 | – | – | 132 | 173 | – | 301 | – | 2 | 2 696 |
| Belinda Earl | (5) | 2 088 | – | 175 | – | 175 | 132 | 299 | – | – | 2 869 |
| Nolulamo Gwagwa | (6) | 524 | – | 60 | 158 | 158 | 141 | 83 | – | 25 | 1 149 |
| Itumeleng Kgaboesele | (7) | 524 | 247 | – | 186 | 160 | – | – | – | 48 | 1 165 |
| Nombulelo Moholi | (8) | 366 | – | 54 | 59 | 59 | 54 | 54 | – | 33 | 679 |
| Thembisa Skweyiya | | 524 | 247 | – | – | 160 | 247 | 146 | 162 | 2 | 1 488 |
| | | 11 545 | 1 149 | 726 | 1 019 | 1 409 | 720 | 1 029 | 630 | 223 | 18 450 |
| **2025** | | | | | | | | | | | |
| Clive Thomson | | 1 823 | 169 | 190 | 237 | 153 | 139 | 84 | 208 | 64 | 3 067 |
| Nombulelo Moholi | | 944 | – | 139 | 153 | 153 | 139 | 139 | – | 60 | 1 727 |
| Lwazi Bam | | 500 | 318 | – | – | 129 | – | – | 238 | 69 | 1 254 |
| Christopher Colfer | | 2 015 | 195 | 196 | 195 | 196 | – | – | – | 13 | 2 810 |
| Rob Collins | | 2 109 | – | – | – | 181 | – | 267 | – | 4 | 2 561 |
| Belinda Earl | | 2 109 | – | 176 | – | 176 | – | 303 | – | – | 2 764 |
| Nolulamo Gwagwa | | 337 | – | – | 103 | 103 | 46 | – | – | 11 | 600 |
| Itumeleng Kgaboesele | | 410 | 79 | – | 93 | 125 | – | – | – | 21 | 728 |
| Thembisa Skweyiya | | 500 | 236 | – | – | 153 | 236 | 139 | 155 | 2 | 1 421 |
| Hubert Brody | | 1 049 | – | 87 | 80 | 60 | 55 | 55 | 60 | 10 | 1 456 |
| David Kneale | | 122 | – | 34 | 72 | 71 | – | – | – | 16 | 315 |
| | | 11 918 | 997 | 822 | 933 | 1 500 | 615 | 987 | 661 | 270 | 18 703 |

**NOTES**

1. Directors' fees are exclusive of VAT.
2. Benefits are discounts received on purchases made in WHL Group stores.
3. Clive Thomson stepped down as interim Chairman of the Remuneration Committee with effect from 1 May 2026.
4. Rob Collins was appointed as a member of the Remuneration and Talent Management Committee with effect from 1 October 2025.
5. Belinda Earl was appointed as a member of the Social and Ethics Committee with effect from 1 October 2025.
6. Nolulamo Gwagwa was appointed as a member of the Nominations and the Sustainability Committees with effect from 1 October 2025.
7. Itumeleng Kgaboesele was appointed as Chairman of the Remuneration Committee with effect from 1 May 2026.
8. Nombulelo Moholi retired from the Board with effect from 17 November 2025.

## 7. RELATED-PARTY TRANSACTIONS (CONTINUED)

### DIRECTORS' PARTICIPATION IN SHARE SCHEMES

Details of directors' interests in shares of the Company are set out below:

| | 2026 BENEFICIAL | | 2025 BENEFICIAL | |
|---|---|---|---|---|
| | DIRECT | INDIRECT | DIRECT | INDIRECT |
| NON–EXECUTIVE DIRECTORS | – | 20 992 | – | 20 992 |
| Clive Thomson | – | 9 992 | – | 9 992 |
| Lwazi Bam | – | – | – | – |
| Christopher Colfer | – | – | – | – |
| Rob Collins | – | – | – | – |
| Belinda Earl | – | – | – | – |
| Nolulamo Gwagwa | – | – | – | – |
| Itumeleng Kgaboesele | – | 11 000 | – | 11 000 |
| Nombulelo Moholi[1] | – | – | – | – |
| Thembisa Skweyiya | – | – | – | – |
| EXECUTIVE DIRECTORS | 5 223 246 | 201 453 | 4 162 328 | 370 340 |
| Roy Bagattini[2] | 3 028 338 | – | 2 448 358 | – |
| Zaid Manjra | 462 591 | 109 300 | 321 109 | 131 594 |
| Sam Ngumeni | 1 732 317 | 92 153 | 1 392 861 | 238 746 |
| Total | 5 223 246 | 222 445 | 4 162 328 | 391 332 |

[1] Resigned from the Board, with effect 17 November 2025.
[2] Retired from the Board, with effect 31 May 2026.



## 7. RELATED-PARTY TRANSACTIONS (CONTINUED)

### DIRECTORS' PARTICIPATION IN SHARE SCHEMES

Shares purchased and rights granted to Executive Directors in terms of the Group's share schemes, which had not been exercised at 28 June 2026, are set out below:

**SAM NGUMENI**

| | | | As at 29 June 2025 | | Awarded | | Forfeited | | Sold/transferred | | | As at 28 June 2026 | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| Scheme | Award date | Vesting date | Number | Price | Number | Price (2) | Number | Price | Number | Price | Realisation value (3) Rands | Vested | Unvested | Total |
| **RESTRICTED SHARE PLAN (RSP) SCHEME** | 30 Mar 2026[1] | 01 Jul 2031 | | | 18 733 | R50.17 | | | | | | | 18 733 | 18 733 |
| | 01 Jul 2026 | 01 Jul 2031 | | | 995 715 | R51.22 | | | | | | | 995 715 | 995 715 |
| Total | | | – | | | | | | | | | | – | – |
| | | | | | 1 014 448 | | – | | – | | – | | 1 014 448 | 1 014 448 |
| **PERFORMANCE SHARE PLAN (PSP) SCHEME** | 01 Sep 2022 | 01 Sep 2025 | 146 593 | R54.73 | 29 869 | R52.41 | 79 407 | | 97 055 | R51.64 | 5 011 464 | | – | – |
| Total | | | 146 593 | | 29 869 | | 79 407 | | 97 055 | | 5 011 464 | | – | – |
| **PERFORMANCE SHARE (PS) SCHEME** | 01 Sep 2023 | 01 Sep 2026 | 120 772 | R75.39 | | | | | | | | | 120 772 | 120 772 |
| | 04 Sep 2024 | 04 Sep 2027 | 165 047 | R64.83 | | | | | | | | | 165 047 | 165 047 |
| | 03 Sep 2025 | 03 Sep 2028 | | | 204 160 | R52.41 | | | | | | | 204 160 | 204 160 |
| Total | | | 285 819 | | 204 160 | | – | | – | | – | | 489 979 | 489 979 |
| Total | | | 432 412 | | 1 248 477 | | 79 407 | | 97 055 | | 5 011 464 | | 1 504 427 | 1 504 427 |

**ZAID MANJRA**

| | | | As at 29 June 2025 | | Awarded | | Forfeited | | Sold/transferred | | | As at 28 June 2026 | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| Scheme | Award date | Vesting date | Number | Price | Number | Price (2) | Number | Price | Number | Price | Realisation value (3) Rands | Vested | Unvested | Total |
| **RESTRICTED SHARE PLAN (RSP) SCHEME** | 04 Nov 2020 | 07 Nov 2024 | 23 108 | R50.58 | | | | | 23 108 | R51.29 | 1 185 158 | | – | – |
| | 25 Sep 2024 | 25 Sep 2027 | 150 559 | R66.42 | | | | | | | | | 150 559 | 150 559 |
| Total | | | 173 667 | | – | | – | | 23 108 | | 1 185 158 | | 150 559 | 150 559 |
| **PERFORMANCE SHARE PLAN (PSP) SCHEME** | 01 Sep 2022 | 01 Sep 2025 | 22 294 | R54.73 | 4 543 | R52.41 | 6 038 | | 20 799 | R51.64 | 1 073 963 | | – | – |
| Total | | | 22 294 | | 4 543 | | 6 038 | | 20 799 | | 1 073 963 | | – | – |
| **PERFORMANCE SHARE (PS) SCHEME** | 01 Sep 2023 | 01 Sep 2026 | 21 223 | R75.39 | | | | | | | | | 21 223 | 21 223 |
| | 04 Sep 2024 | 04 Sep 2027 | 77 125 | R64.83 | | | | | | | | | 77 125 | 77 125 |
| | 03 Sep 2025 | 03 Sep 2028 | | | 120 683 | R 52.41 | | | | | | | 120 683 | 120 683 |
| Total | | | 98 348 | | 120 683 | | – | | – | | – | | 219 031 | 219 031 |
| Total | | | 294 309 | | 125 226 | | 6 038 | | 43 907 | | 2 259 121 | | 369 590 | 369 590 |

## 7. RELATED-PARTY TRANSACTIONS (CONTINUED)

### DIRECTORS' PARTICIPATION IN SHARE SCHEMES

Shares purchased and rights granted to Executive Directors in terms of the Group's share schemes, which had not been exercised at 29 June 2025, are set out below:

**ROY BAGATTINI**

| | | | As at 29 June 2025 | | Awarded | | Forfeited | | Sold/transferred | | | As at 28 June 2026 | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| Scheme | Award date | Vesting date | Number | Price | Number | Price (2) | Number | Price | Number | Price | Realisation value (3) Rands | Vested | Unvested | Total |
| **RESTRICTED SHARE PLAN (RSP) SCHEME** | 01 Sep 2022 | 01 Sep 2025 | 404 484 | R63.55 | | | 182 017 | | 222 467 | R51.64 | 11 488 196 | | – | – |
| | 04 Sep 2024 | 04 Sep 2027 | 149 984 | R66.67 | | | | | | | | | 149 984 | 149 984 |
| | 03 Sep 2025 | 03 Sep 2028 | | | 186 356 | R53.66 | | | | | | | 186 356 | 186 356 |
| Total | | | 554 468 | | 186 356 | | 182 017 | | 222 467 | | 11 488 196 | | 336 340 | 336 340 |
| **PERFORMANCE SHARE (PS) SCHEME** | 01 Sep 2023 | 01 Sep 2026 | 373 026 | R75.39 | | | | | | | | | 373 026 | 373 026 |
| | 04 Sep 2024 | 04 Sep 2027 | 458 453 | R64.83 | | | | | | | | | 458 453 | 458 453 |
| | 03 Sep 2025 | 03 Sep 2028 | | | 575 641 | R52.41 | | | | | | | 575 641 | 575 641 |
| Total | | | 831 479 | | 575 641 | | – | | – | | – | | 1 407 120 | 1 407 120 |
| Total | | | 1 385 947 | | 761 997 | | 182 017 | | 222 467 | | 11 488 196 | | 1 743 460 | 1 743 460 |

**Notes**

1. The shares were purchased on 23 and 24 March 2026. The awards made on 30 March 2026 relate to the reinvestment of dividends arising from the shares purchased in March and are subject to the same performance conditions as the original awards.
2. The grant price is the volume weighted average price of a share, as quoted on the Johannesburg Stock Exchange, for the five business days immediately preceding the date of grant. The grant price for RSP is the price of a share, as quoted on the Johannesburg Stock Exchange, on the date the share is purchased.
3. Realisation value: taxable value realised by the individual on sale or transfer of awards.

## 8. PROPERTY, PLANT AND EQUIPMENT

| | Land and buildings Rm | Leasehold improvements Rm | Furniture, fittings, equipment and motor vehicles Rm | Computer equipment Rm | Total Rm |
|---|---|---|---|---|---|
| **2025** | | | | | |
| Cost | 2 167 | 636 | 9 390 | 1 241 | 13 434 |
| Accumulated depreciation | (72) | (403) | (4 891) | (479) | (5 845) |
| Accumulated impairment | – | (7) | (256) | (117) | (380) |
| Net book value at June 2024 | 2 095 | 226 | 4 243 | 645 | 7 209 |
| Current year movements: | | | | | |
| Additions | 518 | 29 | 1 561 | 180 | 2 288 |
| Disposals - cost | – | (33) | (429) | (84) | (546) |
| Disposals - accumulated depreciation | – | 6 | 437 | 97 | 540 |
| Disposals - accumulated impairment | – | – | 12 | – | 12 |
| Depreciation | (7) | (30) | (974) | (197) | (1 208) |
| Impairment | – | – | (69) | (1) | (70) |
| Foreign exchange rate differences | (16) | (5) | (33) | (20) | (74) |
| Balance at June 2025 | 2 590 | 193 | 4 748 | 620 | 8 151 |
| Made up as follows: | | | | | |
| Cost | 2 672 | 612 | 10 401 | 1 323 | 15 008 |
| Accumulated depreciation | (82) | (412) | (5 350) | (585) | (6 429) |
| Accumulated impairment | – | (7) | (303) | (118) | (428) |
| Net book value at June 2025 | 2 590 | 193 | 4 748 | 620 | 8 151 |
| **2026** | | | | | |
| Current year movements: | | | | | |
| Additions | 292 | 20 | 1 544 | 268 | 2 124 |
| Disposals - cost | (7) | (43) | (817) | (147) | (1 014) |
| Disposals - accumulated depreciation | – | 42 | 765 | 144 | 951 |
| Disposals - accumulated impairment | – | – | 32 | – | 32 |
| Depreciation | (7) | (32) | (1 027) | (223) | (1 289) |
| Impairment | (11) | – | 2 | 2 | (7) |
| Foreign exchange rate differences | (12) | (8) | (89) | (1) | (110) |
| Net book value at June 2026 | 2 845 | 172 | 5 158 | 663 | 8 838 |
| Made up as follows: | | | | | |
| Cost | 2 947 | 565 | 10 969 | 1 429 | 15 910 |
| Accumulated depreciation | (91) | (386) | (5 523) | (650) | (6 650) |
| Accumulated impairment | (11) | (7) | (288) | (116) | (422) |
| Net book value at June 2026 | 2 845 | 172 | 5 158 | 663 | 8 838 |

An impairment charge has been recognised for property, plant and equipment of R7 million (2025: R70 million). The current-year charge primarily relates to certain property assets, while the prior-year charge mainly related to assets of stores experiencing reduced expected future sales and those identified for closure within the Woolworths and Country Road Group segments. Refer to note 9 for further details relating to the impairment, including key assumptions used in the recoverable value calculations. The carrying amounts of property, plant and equipment approximate the recoverable amounts.

The Group's land and buildings consist of retail stores, distribution centres and corporate owner-occupied properties.

| | Carrying value 2026 Rm | 2025 Rm |
|---|---|---|
| Retail stores | 103 | 116 |
| Distribution centres | 2 662 | 2 402 |
| Corporate owner-occupied properties | 80 | 72 |

## 9. INTANGIBLE ASSETS

| | Brands and customer databases Rm | Computer software Rm | Goodwill Rm | Reacquired rights Rm | Total Rm |
|---|---|---|---|---|---|
| **2025** | | | | | |
| Cost | 1 487 | 4 012 | 6 051 | 490 | 12 040 |
| Accumulated amortisation | (105) | (2 219) | – | (489) | (2 813) |
| Accumulated impairment | – | (11) | (717) | (1) | (729) |
| Net book value at June 2024 | 1 382 | 1 782 | 5 334 | – | 8 498 |
| Current year movements: | | | | | |
| Additions | – | 802 | 3 | – | 805 |
| Disposals - cost | – | (11) | – | – | (11) |
| Disposals - accumulated amortisation | – | 4 | – | – | 4 |
| Amortisation | (1) | (467) | – | – | (468) |
| Impairment | (434) | – | (432) | – | (866) |
| Foreign exchange rate differences | (35) | 7 | (92) | – | (120) |
| Net book value at June 2025 | 912 | 2 117 | 4 813 | – | 7 842 |
| Made up as follows: | | | | | |
| Cost | 1 443 | 4 748 | 5 937 | 490 | 12 618 |
| Accumulated amortisation | (103) | (2 620) | – | (489) | (3 212) |
| Accumulated impairment | (428) | (11) | (1 124) | (1) | (1 564) |
| Net book value at June 2025 | 912 | 2 117 | 4 813 | – | 7 842 |
| **2026** | | | | | |
| Current year movements: | | | | | |
| Additions | – | 444 | 15 | – | 459 |
| Disposals - cost | – | (107) | – | – | (107) |
| Disposals - accumulated amortisation | – | 64 | – | – | 64 |
| Amortisation | (2) | (480) | – | – | (482) |
| Impairment | – | (91) | (56) | – | (147) |
| Foreign exchange rate differences | (24) | (1) | (99) | – | (124) |
| Net book value at June 2026 | 886 | 1 946 | 4 673 | – | 7 505 |
| Made up as follows: | | | | | |
| Cost | 1 408 | 5 043 | 5 793 | 490 | 12 733 |
| Accumulated amortisation | (102) | (2 995) | – | (489) | (3 586) |
| Accumulated impairment | (420) | (102) | (1 120) | (1) | (1 642) |
| Net book value at June 2026 | 886 | 1 946 | 4 673 | – | 7 505 |

## 9. INTANGIBLE ASSETS (CONTINUED)

The acquired brands comprise established trademarks in the Australian retail market and the Absolute Pets brand in the South African pet care market. As part of the acquisition of Absolute Pets, brands and customer databases with a fair value of R207 million were recognised. Included in brands and customer databases are customer database assets with a cost of R75 million (2025: R75 million) and accumulated amortisation of R75 million (2025: R75 million), which have been fully amortised.

The Group considers brands to have indefinite useful lives, as the brands are not susceptible to regular product life cycles or to technical, technological or other types of obsolescence that could limit the useful lives, and the retail environment in South Africa and Australia is mature and well established.

An impairment charge of R56 million (2025: R866 million) arose in the current year on goodwill in Woolworths. The challenging macro economic environment, characterised by heightened geopolitical uncertainty, higher fuel prices and interest rates, placed pressure on discretionary spending and trading performance, and contributed to a reduction in the recoverable amount. Additionally, an impairment charge of R91 million (2025: nil) was recognised on computer software in Woolworths. This relates primarily to the write-off of certain previously capitalised software development costs, following a reassessment of the future economic benefits expected to be derived from the assets. The recoverable amounts were determined using value-in-use models, and the carrying amounts of the remaining intangible assets approximate their recoverable amounts. Refer below for further details on the key assumptions used in the impairment testing of the Group's CGUs. Details of the impairment assessment for the remaining assets are detailed in notes 8 and 10.

| | 2026 Rm | 2025 Rm |
|---|---|---|
| **GOODWILL** | | |
| The carrying value of goodwill comprises of: | | |
| Virtual Market Place* | 13 | 13 |
| Witchery Group | 775 | 775 |
| Politix | 513 | 513 |
| Acquired franchise operations | 831 | 831 |
| Woolworths Fashion, Beauty and Home* | 1 480 | 1 480 |
| Country Road Group* | 1 238 | 1 238 |
| Absolute Pets | 436 | 421 |
| Accumulated impairment | (1 156) | (1 100) |
| Foreign exchange rate differences since acquisition | 543 | 642 |
| Closing balance | 4 673 | 4 813 |
| * The cash flows generated by Virtual Market Place are based on the customer loyalty created by participation in the MyDifference programme and the brand awareness that the programme generates. | | |
| * Goodwill allocated to Woolworths Fashion, Beauty and Home and Country Road Group arose on the acquisition of David Jones in 2014. As this goodwill was allocated to these cash-generating units (CGUs) in accordance with IFRS 3 Business Combinations, it remains with the Group subsequent to the disposal of David Jones during the 2023 financial year. The goodwill is tested annually for impairment. Refer to the impairment review section for further details. The goodwill comprises of: | | |
| Woolworths Fashion, Beauty and Home | 1 480 | 1 480 |
| Country Road Group | 1 238 | 1 238 |
| Foreign exchange rate differences since acquisition | 172 | 215 |
| | 2 890 | 2 933 |

Goodwill is tested for impairment by calculating the recoverable amount of the CGUs to which the goodwill is allocated.

### IMPAIRMENT REVIEW

Key assumptions are based on historical experience and future expectations of changes in the markets and economic environments in which the Group operates. Growth rates used are based on the most recent financial forecasts approved by senior management and the Board for the next five years, and cash flows for the periods thereafter are based on long-term growth rates, as set out in the sections below. Management has also assessed the impact of Climate-related risks on future cash flows and is satisfied that these do not lead to any further impairment of the carrying value of the Group's CGUs, including goodwill.

Refer to the Witchery Group and Politix assumptions for the Country Road Group CGU. Refer to the South African franchise operations' assumptions for the Woolworths Fashion, Beauty and Home CGU. All impairment testing methods and assumptions are consistent with those used in the prior year.

### COUNTRY ROAD GROUP

The goodwill and brands arising on the acquisition of the Witchery Group and Politix has been allocated to the CGUs for impairment testing as follows:

#### WITCHERY GROUP

| | 2026 Rm | 2025 Rm |
|---|---|---|
| **GOODWILL** | | |
| Country Road | 357 | 357 |
| Witchery | 295 | 295 |
| Mimco | 123 | 123 |
| Accumulated impairment | (395) | (395) |
| Foreign exchange rate differences since acquisition | 262 | 283 |
| | 642 | 663 |
| **BRANDS** | | |
| Brands with indefinite useful lives arising on the acquisition of the Witchery Group have been allocated to three CGUs for impairment testing as follows: | | |
| Witchery | 357 | 357 |
| Mimco | 143 | 143 |
| Accumulated impairment | (198) | (198) |
| Foreign exchange rate differences since acquisition | 172 | 186 |
| | 474 | 488 |

#### POLITIX

| | 2026 Rm | 2025 Rm |
|---|---|---|
| **GOODWILL** | | |
| Arising on acquisition | 513 | 513 |
| Accumulated impairment | (609) | (609) |
| Foreign exchange rate differences since acquisition | 96 | 96 |
| | – | – |
| **BRANDS** | | |
| Arising on acquisition | 206 | 206 |
| Accumulated impairment | (235) | (235) |
| Foreign exchange rate differences since acquisition | 29 | 29 |
| | – | – |

### KEY ASSUMPTIONS USED IN RECOVERABLE VALUE CALCULATIONS

The Group identifies each store as a separate CGU for impairment testing of property, plant and equipment, intangible assets and right-of-use assets, except for goodwill (unless the goodwill relates to a previously acquired franchise store). Goodwill is allocated to the Group's CGUs to which the goodwill relates.

The recoverable amount of each CGU, including goodwill is the higher of its value-in-use and its fair value less costs to sell. The calculations use a discounted cash flow model. Cash flow projections are derived from financial forecasts approved by senior management and the Board, covering a five-year period. The key assumptions for the value-in-use calculation include the following:

**Sales growth rates:** sales growth rates are based on the approved forecast sales growth for the forecast period, taking account of expected market conditions and the impact of the strategic initiatives and investments that are expected to grow the topline sales. The five-year compound annual growth rate per CGU for the forecast period was between 2.0% and 20.0% (2025: between 1.9% and 8.7%).

## 9. INTANGIBLE ASSETS (CONTINUED)

**Gross margins:** gross margins are based on the approved gross margins for the forecast period, and take into consideration initiatives to enhance margins, while being cognisant of the competitive environment. Cost growth assumptions have also been reviewed and revised, through restructuring and efficiency initiatives. The annual gross margin per CGU for the forecast period was between 57.9% and 73.4% (2025: between 51.9% and 78.6%).

**Discount rates:** discount rates range from 8.0% to 13.0% (2025: 9.0% to 14.9%) and represent the current market assessment of the risks specific to the CGU, taking into consideration the time value of money and individual risks of the underlying assets that have not been incorporated in the cash flow estimates. The discount rate calculation is based on the specific circumstances of the Group and its operating segments, and is derived from its weighted average cost of capital (WACC).

**Long-term growth rates:** long-term growth rates are based on the longer term inflation expectations for the Australian retail industry, between 2.5% and 3.0% (2025: between 2.3% and 2.8%).

**Fair value less costs to sell:** in determining the fair value less costs to sell, cash flow projections have been based on the same key assumptions as presented above for a value-in-use calculation using a discounted cash flow model.

### ACQUIRED FRANCHISE OPERATIONS

Each franchise business acquired has the ability to generate cash inflows that are largely independent from the cash inflows of other assets and, consequently, each franchise business is treated as a separate CGU for impairment testing.

The goodwill allocated to material CGUs by geography is as follows:

| | 2026 Rm | 2025 Rm |
|---|---|---|
| **GOODWILL** | | |
| South Africa | 397 | 397 |
| Botswana | 192 | 192 |
| Namibia | 80 | 80 |
| Rest of Africa | 162 | 162 |
| Accumulated impairment | (152) | (96) |
| Foreign exchange rate differences since acquisition | 13 | 48 |
| | 692 | 783 |

### KEY ASSUMPTIONS USED IN RECOVERABLE VALUE CALCULATIONS

The recoverable amounts of the CGUs are based on value-in-use calculations, using a discounted cash flow model not exceeding five years. These calculations use cash flow projections based on historical information and financial budgets approved by senior management and the Board.

Management have determined the values assigned to each of the key assumptions as follows:

**The projected cash flows** are discounted to their present value using country risk-adjusted rates, based on the Group's WACC. The discount rates range between 11.6% and 15.3% (2025: 12.4% and 13.8%) The Group's WACC is 11.2% (2025: 12.4%).

**Sales growth rates** are the average annual growth rates over the forecast period, and have been derived by considering both historical and approved forecasts for price, volume and the economic and trading conditions of each geographical area.

**Gross margins** have been derived by analysing historical data, approved forecasts, and considering the impact of currency fluctuations. Gross margins range between 37.1% and 49.0% (2025: 36.9% and 51.8%).

**Cost to sell** has been derived by considering historical data, economic and trading conditions, committed and uncommitted capital expenditure, and operating and developmental requirements, ranging between 20.9% and 39.8% (2025: 21.6% and 37.5%).

**Working capital** requirements are driven by required stock turn ratios, credit terms and capital expenditure requirements.

**Long-term growth rates** are based on the longer term inflation and currency expectations for the retail industry in each geographical area, and are between 3.4% and 8.0% (2025: 3.5% and 13.4%).

### SENSITIVITY ANALYSIS

Management have considered and assessed reasonably possible changes for the aforementioned key assumptions by adjusting the cash flows of the group of CGUs and have not identified any instances that could result in additional impairment.

## 10. RIGHT-OF-USE ASSETS

The Group has lease contracts for various land and buildings consisting mainly from store leases used in its operations. Leases for land and buildings have, on average, lease terms between three and 15 years, while furniture, fittings, equipment, motor vehicles and computer equipment have lease terms between three and five years.

Set out below are the carrying amounts of right-of-use assets recognised and the movements during the period:

| | Land and buildings Rm | Furniture, fittings, equipment and motor vehicles Rm | Computer equipment Rm | Total Rm |
|---|---|---|---|---|
| **2025** | | | | |
| Cost | 14 552 | 366 | 27 | 14 945 |
| Accumulated depreciation | (6 789) | (221) | (21) | (7 031) |
| Accumulated impairment | (12) | – | – | (12) |
| Net book value at June 2024 | 7 751 | 145 | 6 | 7 902 |
| Current year movements: | | | | |
| Additions | 630 | 35 | – | 665 |
| Terminations – cost | (3) | (12) | – | (15) |
| Terminations – accumulated depreciation | – | 11 | – | 11 |
| Depreciation | (1 736) | (69) | (4) | (1 809) |
| Impairment | (30) | – | – | (30) |
| Remeasurements | 746 | – | – | 746 |
| Foreign exchange rate differences | (94) | – | – | (94) |
| Net book value at June 2025 | 7 264 | 110 | 2 | 7 376 |
| Made up as follows: | | | | |
| Cost | 15 804 | 389 | 27 | 16 220 |
| Accumulated depreciation | (8 498) | (279) | (25) | (8 802) |
| Accumulated impairment | (42) | – | – | (42) |
| Net book value at June 2025 | 7 264 | 110 | 2 | 7 376 |
| **2026** | | | | |
| Current year movements: | | | | |
| Additions | 754 | 46 | – | 800 |
| Terminations – cost | (27) | (18) | – | (45) |
| Terminations – accumulated depreciation | 22 | 18 | – | 40 |
| Terminations – accumulated impairment | – | – | – | – |
| Depreciation | (1 742) | (68) | (2) | (1 812) |
| Impairment | (22) | – | – | (22) |
| Remeasurements | 857 | 204 | – | 1 061 |
| Foreign exchange rate differences | (121) | – | – | (121) |
| Net book value at June 2026 | 6 985 | 292 | – | 7 277 |
| Made up as follows: | | | | |
| Cost | 17 075 | 621 | 27 | 17 723 |
| Accumulated depreciation | (10 031) | (329) | (27) | (10 387) |
| Accumulated impairment | (59) | – | – | (59) |
| Net book value at June 2026 | 6 985 | 292 | – | 7 277 |

An impairment charge has been recognised for right-of-use assets of R22 million (2025: R30 million). Discount rates between 7.5% and 12.7% (2025: 9.0% and 14.9%) were used when considering the right-of-use assets for impairment. The growth rates are in line with the growth rates used for goodwill and intangible assets impairment testing. The impairment arose in the Woolworths and Country Road Group due to a reduction in expected future sales, and stores identified for closure. Refer to note 9 for key assumptions used in recoverable value calculations. The carrying amounts of right-of-use assets approximate the recoverable amounts.

## 11. INVESTMENTS, OTHER LOANS AND RECEIVABLES

| | 2026 Rm | 2025 Rm |
|---|---|---|
| Employee and other loans* | 15 | 21 |
| Balance outstanding at the beginning of the year | 21 | 21 |
| Loans granted during the year | 7 | – |
| Loans repaid during the year | (13) | – |
| Enterprise development loans | 13 | 10 |
| Closing balance | 15 | 31 |
| Provision for impairment | (2) | (21) |
| Investments* | 81 | 66 |
| Deposits | 34 | – |
| | 143 | 97 |

Employee and other loans relate to loans and advances granted to employees of the Group and bear interest at rates varying between 0% and prime. Employee and other loans have no fixed repayment terms.

Enterprise development loans are granted to certain South African suppliers for development as part of the Good Business Journey, and are repaid over a period of three to five years. These loans bear interest at floating rates ranging between 10.25% and 10.75% (2025: 8.75% and 10.75%).

Other loans, investments and deposits are considered to have low credit risk. Refer to note 25.3 for details of the Group's credit risk management policies. The carrying value of employee and other loans, enterprise development loans, investments, and deposits approximates their fair value.

* Comparative information has been restated to reclassify amounts between the categories: investments and other loans.

## 12. DEFERRED TAX

| | 2026 Rm | 2025 Rm |
|---|---|---|
| The movement in the deferred tax account is as follows: | | |
| Balance at the beginning of the year | 1 360 | 913 |
| Amounts recognised in profit or loss | 123 | 466 |
| Property, plant and equipment | (56) | (41) |
| Prepayments | (6) | (6) |
| Working capital and provisions | 127 | 540 |
| Post-retirement medical benefit liability | 2 | 4 |
| Share-based payments | 23 | (6) |
| Assessed losses | 54 | (153) |
| Intangible assets | – | 132 |
| Financial instruments | 4 | (1) |
| Right-of-use assets | (10) | 119 |
| Lease liabilities | (15) | (122) |
| Amounts recognised in other comprehensive income | (48) | (16) |
| Financial instrument revaluation reserve adjustment | (35) | 2 |
| Post-retirement medical benefit liability - actuarial gain | 9 | – |
| Foreign currency translation reserve adjustment | (22) | (18) |
| Amounts recognised directly in equity | 2 | (3) |
| Share-based payments reserve | 2 | (3) |
| Balance at the end of the year | 1 437 | 1 360 |
| Deferred tax asset | 1 516 | 1 408 |
| Deferred tax liability | (79) | (48) |
| Net deferred tax asset | 1 437 | 1 360 |

The Group has unrecognised deferred tax assets of R4 903 million (2025: R5 067 million) relating to assessed capital losses. R4 771 million (2025: R4 931 million) relates to Osiris Holdings Proprietary Limited (Osiris), which arose mainly in Australia on the disposal of David Jones. R132 million (2025: R136 million) relates Country Road Group (CRG), which arose in prior years from the exit of its operations in select international markets. These capital losses were determined with reference to the tax base of David Jones and Country Road Group, and the disposal proceeds, which may be mainly utilised against future capital gains in Osiris and CRG, with no expiry date.

| | 2026 Rm | 2025 Rm |
|---|---|---|
| Comprising: | | |
| Property, plant and equipment | (165) | (101) |
| Prepayments | (16) | (10) |
| Working capital and provisions | 928 | 821 |
| Post-retirement medical benefit liability | 104 | 93 |
| Share-based payments | 133 | 109 |
| Assessed losses | 66 | 14 |
| Intangible assets | (194) | (200) |
| Financial instruments | (6) | 25 |
| Right-of-use assets | (2 151) | (2 127) |
| Lease liabilities | 2 738 | 2 736 |
| | 1 437 | 1 360 |

Deferred tax has been calculated at the standard corporate and the capital gains tax rates as at the reporting date, based on management's expected recovery of the carrying value of assets and settlement of the carrying value of liabilities.

Working capital and provisions relate to deferred tax on various amounts, including lease provisions, leave pay provision, employee incentives, and inventory.

Deferred tax assets are raised after due consideration of future taxable income. The Group has recognised a deferred tax asset of R66 million (2025: R14 million) in respect of assessed losses. These relate to subsidiaries that have a history of losses and, which do not expire. The Group has reviewed the forecast taxable profits for these subsidiaries to utilise the deferred tax asset in the future.

## 13. INVENTORIES

| | 2026 Rm | 2025 Rm |
|---|---|---|
| Merchandise, net of provision | 8 060 | 8 879 |
| Consumables | 9 | 8 |
| | 8 069 | 8 887 |
| Movements in the provision for shrinkage, obsolescence and mark-down were as follows: | | |
| Balance at the beginning of the year | (349) | (262) |
| Net charge for the year | (500) | (503) |
| Amounts utilised | 662 | 415 |
| Foreign exchange rate differences | 2 | 1 |
| Balance at the end of the year | (185) | (349) |

The amount of inventories recognised as an expense in cost of sales is R51 billion (2025: R49 billion)

## 14. TRADE AND OTHER RECEIVABLES

### CURRENT

| | 2026 Rm | 2025 Rm |
|---|---|---|
| Trade receivables and other receivables | 1 712 | 1 544 |
| Less: Provision for expected credit losses | (26) | (14) |
| Total trade receivables and other receivables | 1 686 | 1 530 |
| Other receivables include: | | |
| Prepayments | 234 | 231 |
| Right of return asset | 20 | 25 |
| Investment in Cell Captive | 53 | 41 |
| | 307 | 297 |
| Movements in the provision for expected credit losses of trade and other receivables were as follows: | | |
| Balance at the beginning of the year | (14) | (5) |
| Charge for the year | (23) | 1 |
| Amounts written off | 7 | 19 |
| Unused amounts reversed | 4 | (29) |
| Balance at the end of the year | (26) | (14) |

## 14. TRADE AND OTHER RECEIVABLES (CONTINUED)

| | 2026 | | | 2025 | | |
|---|---|---|---|---|---|---|
| Ageing of trade debtors provided for: | Gross carrying amount Rm | Expected credit loss rate % | Expected credit loss Rm | Gross carrying amount Rm | Expected credit loss rate % | Expected credit loss Rm |
| 0 – 60 days | 1 259 | 0.0% | – | 1 140 | 0.5% | 6 |
| 61 – 90 days | 21 | 4.8% | 1 | 13 | – | – |
| 91 – 120 days | 22 | 9.1% | 2 | 18 | – | – |
| 121+ days | 62 | 37.1% | 23 | 48 | 16.7% | 8 |
| | 1 364 | | 26 | 1 219 | | 14 |

Trade and other receivables are interest-free unless overdue, and have payment terms ranging from seven days to 60 days. The provision for impairment of trade and other receivables is recognised by the Group using the simplified model when calculating the ECL. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and economic environment. Forward-looking assumptions include the relative uncertainty of the social and economic impacts of loadshedding, increase in fuel prices, cost of living, and potential future civil unrests.

Impairment losses are recorded in the allowance account until the Group is satisfied that no recovery of the amount owing is possible, at which point the amount is considered irrecoverable and is written off against the financial asset directly. Impairment losses have been included in the statement of comprehensive income.

Included in trade and other receivables is a Right of return asset of R20 million (2025: R25 million). The asset is a right of the Group to recover merchandise from the customer when merchandise is returned, and has been recognised in terms of IFRS 15. When recognising the Right of return asset, using the practical expedient in IFRS 15, the Group does not adjust the promised amount of consideration for the effects of a significant financing component, if it expects, at contract inception, that the period between the transfer of the promised goods or service to the customer and when the customer pays for that good or service will be one year or less.

The carrying value of trade and other receivables is considered to approximate their fair value.

The increased ECL rate for the 121+ days bucket is due to specific debtor accounts written off. The creation and release of provisions for credit-impaired receivables have been included in other operating costs in the Statement of comprehensive Income.

Refer to note 25.5 for the analysis of trade and other receivables and note 25.3 for detailed information regarding the credit quality of financial assets. The Group has not obtained any guarantees from debtors and does not hold any collateral as security.

| | 2026 | | 2025 | |
|---|---|---|---|---|
| | Assets Rm | Liabilities Rm | Assets Rm | Liabilities Rm |
| **15. DERIVATIVE FINANCIAL INSTRUMENTS** | | | | |
| **NON-CURRENT** | | | | |
| Forward exchange contracts held as hedging instruments | – | – | – | – |
| Interest rate derivatives held as hedging instruments – cash flow hedges | 18 | 13 | – | 4 |
| | 18 | 13 | – | 4 |
| **CURRENT** | | | | |
| Forward exchange contracts held as hedging instruments | 34 | 141 | 33 | 173 |
| Forward exchange contracts not hedge-accounted | – | 21 | – | 17 |
| Interest rate derivatives held as hedging instruments – cash flow hedges | 1 | 1 | – | 2 |
| | 35 | 163 | 33 | 192 |

**FORWARD EXCHANGE CONTRACTS**

The notional principal amount of the outstanding contracts at year-end amounts to R7 007 million (2025: R7 161 million). These contracts are to hedge the foreign currency exposure of the anticipated purchase of goods. The related cash flows are expected to occur on the maturity dates of these contracts between one and 18 months (refer to note 25.4). Gains and losses on forward exchange contracts held as hedging instruments in designated and effective hedging relationships are initially recognised in other comprehensive income and reclassified on recognition of the associated non-financial asset. Gains and losses on remaining contracts not hedge-accounted for are recognised directly in profit or loss. Forward contracts are measured at fair value, which is calculated by reference to forward exchange rates for contracts with similar maturity profiles at year-end. The contracts are settled on a gross basis.

**INTEREST RATE DERIVATIVES**

The notional principal amount of the interest rate derivatives at year-end amounts to R2 500 million (2025: R3 000 million). This comprises hedges on the South African term debt of R8 550 million (2025: R8 700 million). These derivatives are to hedge the interest that is payable under the various debt facilities (refer to note 18). Gains and losses on interest rate derivatives held as hedging instruments in designated and effective hedging relationships are recognised in other comprehensive income and are reclassified in the same period that the hedged cash flows affect profit or loss.

The maximum exposure to credit risk at the reporting date is the fair value of the above-mentioned derivative financial instrument assets.

| | 2026 Rm | 2025 Rm |
|---|---|---|
| **16. STATED CAPITAL** | | |
| **STATED CAPITAL** | | |
| Balance at the beginning of the year | 7 749 | 7 749 |
| 9 712 115 (2025: Nil) ordinary shares repurchased and cancelled | (500) | – |
| Balance at the end of the year | 7 249 | 7 749 |
| **AUTHORISED** | | |
| 2 410 600 000 (2025: 2 410 600 000) ordinary shares of no par value | – | – |
| | – | – |
| **ISSUED (EXCLUDING TREASURY SHARES)** | | |
| 876 474 357 (2025: 891 906 164) ordinary shares of no par value | – | – |
| | – | – |

Holders of ordinary shares are entitled to dividends as declared from time to time and are entitled to one vote per share at general meetings of the Company. No voting rights are attached to the Company's shares held by the Group as Treasury shares.

**RECONCILIATION OF NUMBER OF ORDINARY SHARES IN ISSUE**

| | Number of shares 2026 | 2025 |
|---|---|---|
| Balance at the beginning of the year | 891 906 164 | 897 107 551 |
| Shares purchased from the market and held as treasury shares in terms of the Restricted Share Plan and Performance Share schemes[1] | (7 804 595) | (7 207 198) |
| Shares sold in terms of the Restricted Share Plan and Performance Share schemes[2] | 757 057 | 537 561 |
| Shares allocated in terms of the Restricted Share Plan and Performance Share schemes[3] | 1 327 846 | 1 468 250 |
| Shares repurchased and cancelled[4] | (9 712 115) | – |
| Balance at the end of the year | 876 474 357 | 891 906 164 |

1. 7 804 595 (2025: 7 207 198) ordinary shares totalling R417 million (2025: R448 million) were purchased from the market by Woolworths Proprietary Limited for the purposes of the Group's share incentive schemes and are held as Treasury shares by the Group.
2. 757 057 (2025: 537 561) ordinary shares totalling R39 million (2025: R33 million) were sold to the market in terms of the Group's share incentive schemes, as a result of employee forfeitures, after failing to satisfy vesting conditions.
3. 1 327 846 (2025: 1 468 250) ordinary shares totalling R78 million (2025: R61 million) previously purchased were allocated to employees in terms of the Group's share incentive schemes.
4. 9 712 115 (2025: Nil) ordinary shares totalling R500 million (2025: Nil) were repurchased from the open market on the JSE and cancelled, at a weighted average price of R51.33 per share.

2 946 161 (2025: 2 279 341) ordinary shares totalling R155 million (2025: R116 million) were purchased from the market and allocated to employees in terms of the Group's share incentive schemes.

Refer to note 26 for more information on the Group's capital management policy.

## 16. STATED CAPITAL (CONTINUED)

### SHARE INCENTIVE SCHEMES

#### RESTRICTED SHARE PLAN (RSP)

The Group operates a Restricted Share Plan, of which ownership of these shares vests with Woolworths Proprietary Limited until service conditions are met by the employees.

Shares granted in terms of the RSP meet the definition of an equity-settled share-based payment. The full terms and conditions of the scheme are detailed in the Remuneration Committee Report that forms part of the Integrated Report. In terms of the plan, the Group purchased ordinary shares totalling R93 million in the current year (2025: R163 million) for the benefit of the participants. The participants will be entitled to the dividends and voting rights on these shares from grant date.

Vesting in respect of the shares issued occurs as follows:

| Period of offer | Year 0 – 2 % | Year 3 % | Year 4 % | Year 5 % |
|---|---|---|---|---|
| 04 September 2024; 25 September 2024; 01 April 2025; 01 June 2025; 03 September 2025 | – | 100 | – | – |
| 01 June 2023; 03 September 2025 | – | – | – | 100 |
| 26 August 2021; 02 March 2022; 01 September 2022; 01 December 2022; 01 March 2023; 28 February 2024; 22 May 2024; 04 September 2024; 05 March 2025; 01 April 2025; 01 May 2025; 01 June 2025; 03 September 2025; 01 June 2026 | – | 25 | 25 | 50 |
| 01 June 2023; 05 March 2025 | – | 50 | 25 | 25 |

| | Number of shares 2026 | 2025 |
|---|---|---|
| **SHARES GRANTED TO PARTICIPANTS** | | |
| Balance at the beginning of the year | 5 399 432 | 4 303 473 |
| Purchased | 1 778 489 | 2 854 889 |
| Vested | (1 279 179) | (1 445 431) |
| Forfeited | (262 138) | (313 499) |
| Balance at the end of the year | 5 636 604 | 5 399 432 |
| Market value per share at the end of the year (rands) | 50.49 | 51.87 |
| Percentage of shares vested at the end of the year | 23.7% | 33.6% |
| Weighted average price per share purchased (rands) | 52.12 | 57.00 |
| Number of participants on RSP | 72 | 79 |

## 16. STATED CAPITAL (CONTINUED)

### SHARE INCENTIVE SCHEMES (CONTINUED)

| Period of offer | Number of shares 2026 | 2025 | Fair value at grant date |
|---|---|---|---|
| 17 September 2020 and 17 September 2025 | – | 41 014 | 35.05 |
| 17 September 2020 and 17 September 2023 | – | 139 092 | 35.05 |
| 04 November 2020 and 04 November 2025 | – | 308 832 | 35.05 |
| 17 May 2021 and 17 May 2026 | – | 17 831 | 50.58 |
| 01 June 2021 and 01 June 2026 | – | 50 600 | 51.88 |
| 26 August 2021 and 26 August 2026 | 48 706 | 73 057 | 61.85 |
| 02 March 2022 and 02 March 2027 | 17 613 | 26 418 | 53.72 |
| 01 June 2022 and 01 June 2027 | – | 30 370 | 59.00 |
| 01 September 2022 and 01 September 2027 | 694 376 | 1 065 247 | 63.55 |
| 01 September 2022 and 01 September 2025 | – | 451 695 | 63.55 |
| 01 December 2022 and 01 December 2027 | 45 237 | 60 315 | 69.64 |
| 01 March 2023 and 01 March 2028 | 112 992 | 150 652 | 71.83 |
| 01 June 2023 and 01 June 2028 | 21 833 | 43 666 | 64.12 |
| 28 February 2024 and 28 February 2029 | 23 796 | 23 796 | 64.50 |
| 22 May 2024 and 22 May 2029 | 61 958 | 61 958 | 54.60 |
| 04 September 2024 and 04 September 2027 | 149 984 | 149 984 | 66.67 |
| 25 September 2024 and 25 September 2027 | 150 559 | 150 559 | 66.42 |
| 04 September 2024 and 04 September 2029 | 67 492 | 67 492 | 66.67 |
| 05 March 2025 and 05 March 2030 | 798 552 | 821 837 | 53.84 |
| 01 April 2025 and 01 April 2028 | 594 032 | 594 032 | 56.56 |
| 01 April 2025 and 01 April 2030 | 72 753 | 72 753 | 56.56 |
| 01 May 2025 and 01 May 2030 | 562 344 | 562 344 | 56.56 |
| 01 June 2025 and 01 June 2028 | 139 580 | 139 580 | 55.61 |
| 01 June 2025 and 01 June 2030 | 73 546 | 73 546 | 55.61 |
| 01 June 2025 and 01 June 2030 | 222 762 | 222 762 | 56.56 |
| 03 September 2025 and 03 September 2028 | 603 793 | – | 53.66 |
| 03 September 2025 and 03 September 2030 | 84 830 | – | 53.66 |
| 23 March 2026 and 23 March 2031 | 995 715 | – | 51.22 |
| 30 March 2026 and 30 March 2031 | 18 733 | – | 50.17 |
| 01 June 2026 and 01 June 2031 | 75 418 | – | 50.39 |
| Balance at the end of the year | 5 636 604 | 5 399 432 | |

#### WOOLWORTHS PERFORMANCE SHARE PLAN (PSP)

The Performance Share Plan provides executives and employees with the opportunity to receive Woolworths Holdings Limited shares by way of share rights, which are subject to the fulfilment of predetermined performance conditions covering a three-year period, at a grant price of the volume weighted average price as quoted on the JSE for the five business days immediately preceding the date of grant. The performance conditions applicable to the share schemes granted in the 2021 financial year are weighted between adjusted headline earnings per share (aHEPS) growth (25%), relative aHEPS growth (25%), return on capital employed (ROCE) (25%) and cash flow conditions (25%). The performance conditions applicable to the grants in the 2022 financial year are weighted between aHEPS growth (30%), relative aHEPS growth (30%) and ROCE (40%). The performance conditions applicable to the grants in the 2023 financial year are weighted between aHEPS growth (40%), ESG measure (20%) and ROCE (40%). The performance conditions applicable to the grants in the 2024, 2025 and 2026 financial years are weighted between adjusted diluted headline earnings per share (adHEPS) growth (40%), ESG measure (20%) and ROCE (40%).

For the 2024 financial year, the performance conditions, with the exception of ESG, have a threshold for 30% vesting and a target for 100% vesting. ESG has a target for 100% vesting only. All other performance conditions have vesting on a linear scale in accordance with an agreed threshold and target.

## 16. STATED CAPITAL (CONTINUED)

### SHARE INCENTIVE SCHEMES (CONTINUED)

For the 2025 and 2026 financial year, the adHEPS performance conditions have a threshold for 50% vesting and a target for 100% and 150% vesting. The ROCE performance conditions have a threshold for 30% vesting and a target for 100% vesting. The ESG performance condition has a target for 100% vesting only. All other performance conditions have vesting on a linear scale in accordance with an agreed threshold and target.

In accordance with the plan rules and the JSE Limited Listings Requirements, the directors have adjusted the number of unvested awards issued in terms of the PSP, to reflect the repurchase of ordinary shares by the Company to place participants in such a position that they are entitled to the same proportion of the issued stated capital of the Company as that to which they were previously entitled to, prior to the repurchase. The scheme allocation, as well as the maximum award to any one participant specified in the trust deed, have also been adjusted accordingly. All unvested awards have been reduced by the commensurate percentages as illustrated in the table below:

| | Number of awards | |
|---|---|---|
| | 2026 | 2025 |
| **AWARDS GRANTED TO PARTICIPANTS** | | |
| Balance at the beginning of the year | 3 723 404 | 6 892 299 |
| Granted and back-dated dividends | 676 736 | 580 345 |
| Reduction as a result of share repurchase | (3 669) | – |
| Exercised | (2 946 161) | (2 279 341) |
| Forfeited | (1 147 544) | (1 469 899) |
| Balance at the end of the year | 302 766 | 3 723 404 |
| | | |
| Weighted average market price per award exercised (rands) | 52.51 | 64.26 |
| Number of participants on PSP | 172 | 578 |

| | Number of awards | | |
|---|---|---|---|
| Period of offer | 2026 | 2025 | Fair value at grant date |
| 01 September 2022 and 01 September 2025 | – | 1 386 828 | 54.73 |
| 01 September 2022 and 01 September 2025[1] | – | 1 234 418 | 54.73 |
| 01 September 2022 and 01 September 2025[2] | 1 282 | 663 898 | 54.73 |
| 01 March 2023 and 01 March 2026[1] | – | 16 737 | 78.48 |
| 01 March 2023 and 01 March 2026[2] | – | 106 400 | 78.48 |
| 01 September 2023 and 01 September 2026[1] | 121 500 | 122 709 | 75.39 |
| 01 September 2023 and 01 September 2026[2] | 105 602 | 113 382 | 75.39 |
| 04 September 2024 and 04 September 2027[2] | 74 382 | 79 032 | 64.83 |
| Balance at the end of the year | 302 766 | 3 723 404 | |

1 These awards are subject to 50.0% of the performance conditions. 2 These awards are not subject to any performance conditions.

### WOOLWORTHS PERFORMANCE SHARE (PS)

The Performance Share provides executives and employees with the opportunity to receive Woolworths Holdings Limited shares, which are subject to the fulfilment of predetermined performance conditions covering a three-year period, at a grant price of the volume weighted average price as quoted on the JSE for the five business days immediately preceding the date of grant. In terms of the plan, the Group purchased ordinary shares totalling R324 million in the current year (2025: R285 million) for the benefit of the participants. The performance conditions applicable to the grants for the 2024 and 2025 financial years are weighted between adHEPS growth (40%), ESG measure (20%) and ROCE (40%). The performance conditions applicable to the grants for the 2026 financial year are weighted between adHEPS growth (40%), ESG measure (15%) and ROCE (45%). Ownership of these shares vests with Woolworths Proprietary Limited until service conditions are met by the employees.

For the 2024 financial year, the performance conditions, with the exception of ESG, have a threshold for 30% vesting, and a target for 100% vesting. ESG has a target for 100% vesting only. All other performance conditions have vesting on a linear scale in accordance with an agreed threshold and target.

For the 2025 and 2026 financial year, the adHEPS performance conditions have a threshold for 50% vesting and a target for 100% and 150% vesting. The ROCE performance conditions have a threshold for 30% vesting and a target for 100% vesting. The ESG performance condition has a target for 100% vesting only. All other performance conditions have vesting on a linear scale in accordance with an agreed threshold and target.

## 16. STATED CAPITAL (CONTINUED)

### SHARE INCENTIVE SCHEMES (CONTINUED)

| | Number of shares | |
|---|---|---|
| | 2026 | 2025 |
| **SHARES GRANTED TO PARTICIPANTS** | | |
| Balance at the beginning of the year | 7 128 888 | 3 023 460 |
| Purchased | 6 026 106 | 4 352 309 |
| Vested | (48 667) | (22 819) |
| Forfeited | (494 919) | (224 062) |
| Balance at the end of the year | 12 611 408 | 7 128 888 |
| | | |
| Weighted average market price per share purchased (rands) | 52.41 | 64.83 |
| Number of participants on PS | 493 | 456 |

| | Number of shares | | Fair value |
|---|---|---|---|
| Period of offer | 2026 | 2025 | at grant date |
| 01 September 2023 and 01 September 2026[1] | 1 049 757 | 1 065 560 | 75.39 |
| 01 September 2023 and 01 September 2026[2] | 1 716 376 | 1 803 152 | 75.39 |
| 04 September 2024 and 04 September 2027[1] | 1 354 724 | 1 424 902 | 64.83 |
| 04 September 2024 and 04 September 2027[2] | 2 673 027 | 2 835 274 | 64.83 |
| 03 September 2025 and 03 September 2028[1] | 1 929 336 | – | 52.41 |
| 03 September 2025 and 03 September 2028[2] | 3 888 188 | – | 52.41 |
| Balance at the end of the year | 12 611 408 | 7 128 888 | |

1 These awards are subject to 100% of the performance conditions. 2 These awards are subject to 50.0% of the performance conditions.

### WOOLWORTHS PERFORMANCE SHARE PLAN (PU)

The Performance Share Plan provides executives and employees with the opportunity to receive Woolworths Holdings Limited shares by way of share rights, which are subject to the fulfilment of predetermined performance conditions covering a three-year period, at a grant price of the volume weighted average price as quoted on the JSE for the five business days immediately preceding the date of grant. The performance conditions applicable to the grants for the 2024 and 2025 financial years are weighted between adjusted diluted headline earnings per share (adHEPS) growth (40%), CRG ESG measure (20%) and CRG ROCE (40%). The performance conditions applicable to the grants for the 2026 financial year are weighted between adjusted diluted headline earnings per share (adHEPS) growth (40%), CRG ESG measure (15%) and CRG ROCE (45%).

For the 2024 financial year, the performance conditions, with the exception of ESG, have a threshold for 30% vesting, and a target for 100% vesting. ESG has a target for 100% vesting only. All other performance conditions have vesting on a linear scale in accordance with an agreed threshold and target.

For the 2025 and 2026 financial year, the adHEPS performance conditions have a threshold for 50% vesting and a target for 100% and 150% vesting. The ROCE performance conditions have a threshold for 30% vesting and a target for 100% vesting. The ESG performance condition has a target for 100% vesting only. All other performance conditions have vesting on a linear scale in accordance with an agreed threshold and target.

| | Number of awards | |
|---|---|---|
| | 2026 | 2025 |
| **AWARDS GRANTED TO PARTICIPANTS** | | |
| Balance at the beginning of the year | 1 229 048 | 710 287 |
| Granted and back-dated dividends | 1 209 363 | 843 994 |
| Exercised | (35 820) | (31 548) |
| Forfeited | (708 521) | (293 685) |
| Balance at the end of the year | 1 694 070 | 1 229 048 |
| | | |
| Weighted average market price per share exercised (rands) | 52.53 | 63.26 |
| Number of participants on PU | 27 | 34 |

## 16. STATED CAPITAL (CONTINUED)

### SHARE INCENTIVE SCHEMES (CONTINUED)

| Period of offer | Number of awards 2026 | Number of awards 2025 | Fair value at grant date |
|---|---|---|---|
| 01 September 2023 and 01 September 2026[1] | 99 484 | 300 440 | 75.39 |
| 01 September 2023 and 01 September 2026[2] | 109 880 | 195 744 | 75.39 |
| 04 September 2024 and 04 September 2027[1] | 294 815 | 597 667 | 64.83 |
| 04 September 2024 and 04 September 2027[2] | 104 952 | 135 197 | 64.83 |
| 03 September 2025 and 03 September 2028[1] | 890 619 | – | 52.41 |
| 03 September 2025 and 03 September 2028[2] | 194 320 | – | 52.41 |
| Balance at the end of the year | 1 694 070 | 1 229 048 | |

1 These awards are subject to 100% of the performance conditions. 2 These awards are subject to 50.0% of the performance conditions.

**DIRECTORS' INTEREST IN SHARES**

Details of directors' beneficial and non-beneficial interests in the shares of the Company and share rights granted to Executive Directors are set out in note 7.

## 17. RESERVES

| | 2026 Rm | 2025 Rm |
|---|---|---|
| **NON-DISTRIBUTABLE RESERVE** | | |
| Foreign currency translation reserve | | |
| Balance at the beginning of the year | 1 410 | 1 660 |
| Exchange differences on translation of foreign subsidiaries | (279) | (250) |
| Balance at the end of the year | 1 131 | 1 410 |
| Put option reserve (Note 20) | (32) | (54) |
| Total non-distributable reserves | 1 099 | 1 356 |
| **DISTRIBUTABLE RESERVES** | | |
| Share-based payment reserve | | |
| Balance at the beginning of the year | 498 | 502 |
| Share-based payments arising from the Group's share incentive schemes | 106 | (4) |
| Share-based payments expense for the year | 337 | 174 |
| Tax on share-based payments recognised in equity (Note 4) | 2 | (1) |
| Settlement of share-based payments | (233) | (177) |
| Balance at the end of the year | 604 | 498 |
| Financial instrument revaluation reserve | | |
| Balance at the beginning of the year | (106) | (66) |
| Fair value adjustments on financial instruments (Note 25.6) | (119) | 46 |
| Tax on fair value adjustments on financial instruments (Note 4 and 12) | (13) | 16 |
| Transfer of Financial Instrument revaluation reserve to inventories | 177 | (102) |
| Balance at the end of the year | (61) | (106) |
| Retained profit | 3 837 | 3 335 |
| Company | (3 563) | (3 642) |
| Arising on consolidation of subsidiaries | 7 400 | 6 977 |
| Total distributable reserves | 4 380 | 3 727 |

NATURE AND PURPOSE OF RESERVES

**FOREIGN CURRENCY TRANSLATION RESERVE**

This reserve is used to record exchange differences arising from the translation of the results of foreign subsidiaries.

**SHARE-BASED PAYMENTS RESERVE**

This reserve records the fair value of the vested portion of shares or share rights (determined at grant date) granted in terms of the Group's share-based payment schemes. Refer to note 16 for further details of the relevant schemes.

**FINANCIAL INSTRUMENT REVALUATION RESERVE**

This reserve records the effective portion of the fair value movement on hedging instruments, which are part of effective cash flow hedges.

**RETAINED PROFIT**

Retained profit/(accumulated loss) records the cumulative net profit or loss made by the Group after deducting dividends to shareholders and other utilisations of the reserve.

## 18. INTEREST-BEARING BORROWINGS

| | 2026 Rm | 2025 Rm |
|---|---|---|
| **NON-CURRENT** | | |
| Long-term loans | 8 686 | 9 286 |
| | 8 686 | 9 286 |
| **CURRENT** | | |
| Overdrafts | 254 | 568 |
| | 254 | 568 |

Interest-bearing borrowings bear interest at variable, market-determined rates. These borrowings are measured at amortised cost, which approximates their fair value (refer to note 25.2).

A portion of the interest associated with such borrowings is subject to interest rate derivatives (refer to note 15).

Notes to the value of R5.9 billion (2025: R4.4 billion) are outstanding under the Domestic Medium Term Note (DMTN) programme, which is a further source of funding to the Group. The DMTN is guaranteed by Woolworths Proprietary Limited. It will be used to raise debt on an ongoing basis.

Debt facilities of A$70.0 million (2025: A$70.0 million) for Country Road Group (CRG) are secured by Real Property Mortgages and a General Security Deed over the assets of CRG.

Refer to note 25.4 for the Group's liquidity risk management policies.

The maturity profile of long-term interest-bearing borrowings is as follows:

| | 2026 Rm | 2025 Rm |
|---|---|---|
| Financial year 2027 | – | 4 417 |
| Financial year 2028 | 3 336 | 2 519 |
| Financial year 2029 | 2 600 | 2 350 |
| Financial year 2030 and onwards | 2 750 | – |
| | 8 686 | 9 286 |

Interest on South African-based debt is linked to JIBAR and payable quarterly in arrears.
Interest on Australian-based debt is linked to BBSY and payable quarterly in arrears.

## 19. LEASE LIABILITIES

| | 2026 Rm | 2025 Rm |
|---|---|---|
| **NON-CURRENT** | | |
| Lease liabilities | 8 044 | 7 921 |
| | 8 044 | 7 921 |
| **CURRENT** | | |
| Lease liabilities | 1 632 | 1 895 |
| | 1 632 | 1 895 |
| The maturity profile of lease liabilities is as follows: | | |
| Within one year | 2 591 | 2 498 |
| Within two to five years | 8 340 | 7 765 |
| Thereafter | 1 847 | 3 157 |
| | 12 778 | 13 420 |

The maturity profile represents undiscounted payments on the lease liabilities.

### RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

| | | Cash flows | | | Non-cash changes | | | | |
|---|---|---|---|---|---|---|---|---|---|
| | 2025 Rm | Raised Rm | Principal portion repaid Rm | Finance costs paid* Rm | Additions Rm | Amortised cost Rm | Lease modifi-cations and rental relief/fair value changes Rm | Foreign exchange movement Rm | 2026 Rm |
| Long-term loans (refer to note 18) | 9 286 | 3 835 | (4 435) | – | – | – | – | – | 8 686 |
| Lease liabilities* | 9 816 | – | (1 802) | (909) | 825 | 909 | 1 019 | (182) | 9 676 |
| | 19 102 | 3 835 | (6 237) | (909) | 825 | 909 | 1 019 | (182) | 18 362 |
| | 2024 Rm | Rm | Rm | Rm | Rm | Rm | Rm | Rm | 2025 Rm |
| Long-term loans (refer to note 18) | 6 620 | 5 974 | (3 308) | – | – | – | – | – | 9 286 |
| Lease liabilities* | 10 304 | – | (1 796) | (917) | 731 | 917 | 716 | (139) | 9 816 |
| | 16 924 | 5 974 | (5 104) | (917) | 731 | 917 | 716 | (139) | 19 102 |

* Finance costs paid is presented as operating activities.

## 20. TRADE AND OTHER PAYABLES

| | 2026 Rm | 2025 Rm |
|---|---|---|
| **NON-CURRENT** | | |
| Put option liability | – | 54 |
| | – | 54 |
| **CURRENT** | | |
| Trade payables | 5 292 | 4 961 |
| Other payables | 668 | 662 |
| Contract liability | 359 | 344 |
| Other accruals | 2 015 | 2 286 |
| Employee related accruals | 163 | 141 |
| Indirect taxes payable | 200 | 272 |
| Put option liability | 32 | – |
| | 8 729 | 8 666 |

Trade and other payables are interest-free and have payment terms of up to 45 days. The carrying value of trade and other payables approximates their fair value.

Contract liability relates to the sale of gift cards. The liability is initially recognised at the point of sale of gift cards, deferring the revenue, and subsequently recognised as sale of merchandise when the gift cards are redeemed. The movement in the liability comprises an additional R1 041 million (2025: R1 042 million) raised for gift card sales, R978 million (2025: R978 million) redeemed and R49 million (2025: R57 million) breakage recognised as revenue during the year, including R2 million (2025: R4 million) foreign exchange movements.

Other accruals comprise interest expense accruals on interest-bearing borrowings of R98 million (2025: R117 million), as well as trade and property-related accruals.

As part of the acquisition of Absolute Pets in the 2024 financial year, the Group entered into a written put and call option arrangement with the minority shareholders, over the remaining 6.55% interest, exercisable on specified dates. During the current year, the minority shareholders exercised the first tranche of the put option, representing 50% of the put option shares. The Group acquired the shares for R30 million. As control of Absolute Pets had previously been obtained, the transaction was accounted for as an equity transaction with owners in their capacity as owners. The carrying amount of the non-controlling interest acquired of R18 million was derecognised and the difference between the consideration paid and the carrying amount of the non-controlling interest of R12 million was recognised directly in equity attributable to shareholders of the parent.

The remaining tranche, representing the balance of the put option shares, may be exercised by the minority shareholders one calendar week after the Absolute Pets annual financial statements for the financial year ended 30 June 2026 are signed. Should the minority shareholders elect not to exercise the remaining put option, the Group may exercise a corresponding call option in respect of those shares. Consequently, the Group has not recognised the call option. The put option liability relating to the remaining tranche was remeasured at year-end and has been reclassified as a current liability.

## 21. RETIREMENT BENEFIT INFORMATION

Woolworths permanent employees under the age of 63 (2025: 63) are contributory members of the Woolworths Group Retirement Fund. Certain employees, in addition to belonging to the Woolworths Group Retirement Fund, are contributory members of other retirement funds. All funds are defined contribution funds and are registered under the Pension Funds Act of 1956, as amended. The Woolworths Group Retirement Fund is exempt from valuation. The Woolworths Group Retirement Fund's actuary undertakes annual financial reviews, of which the latest review, as at 28 February 2025, confirmed the fund's financial soundness. The annual review, as at 28 February 2026, is in the process of being completed and will be available during September 2026.

Country Road Group Proprietary Limited provides superannuation benefits for various categories of employees in Australia. All funds are defined contribution funds, which are administered externally and provide for benefits for death, total disability, retirement and resignation. All benefits are provided on an accumulation of contributions basis and, accordingly, no actuarial assessment is required. Contributions vary from employee to employee as determined by various awards and negotiated conditions of employment. Future company contributions required to meet the superannuation guarantee charge are legally enforceable.

Total Group contributions are charged to profit or loss as incurred and amounted to R816 million (2025: R773 million). Refer to note 3.6.

Woolworths subsidises a portion of the medical aid contributions of retired employees who joined the healthcare fund before 1 November 2000. The Group values its accrued and future liability in respect of post-retirement medical aid contributions annually in June. The liability was actuarially valued based on the healthcare benefits currently provided to staff using appropriate mortality and withdrawal assumptions. For the purposes of the valuation, it was assumed that investment returns would be nil (2025: nil). The discount rate used to value the liability at year-end is 8.7% (2025: 10.7%) per annum.

At year-end, the accrued liability amounted to R387 million (2025: R346 million) in respect of those current and retired members of staff who participate in the Wooltru Healthcare Fund, the Group's in-house medical aid scheme. Woolworths has not funded the liability.

## 21. RETIREMENT BENEFIT INFORMATION (CONTINUED)

The funding status of the Wooltru Healthcare Fund determined in terms of IAS 19 is as follows:

| | 2026 Rm | 2025 Rm |
|---|---|---|
| Funding liability at the beginning of the year | 346 | 333 |
| Current service cost | 2 | 2 |
| Interest on obligation | 36 | 42 |
| Employer contributions | (31) | (30) |
| Actuarial loss/(gain) before tax | 34 | (1) |
| Funding liability at the end of the year | 387 | 346 |

| | 2026 Rm | 2025 Rm | 2024 Rm | 2023 Rm | 2022 Rm |
|---|---|---|---|---|---|
| Funding liability | 387 | 346 | 333 | 350 | 359 |
| Funding deficit | 387 | 346 | 333 | 350 | 359 |
| Actuarial loss/(gain) before tax | 34 | (1) | (36) | (24) | (20) |

The following undiscounted payments are expected contributions to be made in future years in respect of the defined contribution plan obligation:

| | 2026 Rm | 2025 Rm |
|---|---|---|
| Within 12 months | 35 | 33 |
| Between one and five years | 188 | 184 |
| Between five and 10 years | 207 | 215 |
| Beyond 10 years | 202 | 223 |
| Total expected payments | 632 | 655 |

A 1.0 percentage point increase or decrease in the assumed medical inflation rate of 5.8% (2025: 6.6%) would have the following effect:

| | | | |
|---|---|---|---|
| **2026** | | | |
| Medical inflation assumption | 5.8% | 4.8% | 6.8% |
| Service cost | 2 | 2 | 3 |
| Interest cost | 36 | 30 | 35 |
| Accrued liability | 387 | 356 | 422 |
| **2025** | | | |
| Medical inflation assumption | 6.6% | 5.6% | 7.6% |
| Service cost | 2 | 2 | 2 |
| Interest cost | 42 | 39 | 45 |
| Accrued liability | 346 | 319 | 376 |

A 0.5 percentage point increase or decrease in the discount rate of 8.7% (2025: 10.7%) would have the following effect:

| | | | |
|---|---|---|---|
| **2026** | | | |
| Discount rate assumption | 8.7% | 8.2% | 9.2% |
| Accrued liability | 387 | 403 | 371 |
| **2025** | | | |
| Discount rate assumption | 10.7% | 10.2% | 11.2% |
| Accrued liability | 346 | 360 | 333 |

A one-year increase or decrease in the post-retirement mortality assumption of PA(90)-2 (2025: PA(90)-2) would have the following effect:

| | | | |
|---|---|---|---|
| **2026** | | | |
| Mortality assumption | PA(90)-2 | PA(90)-3 | PA(90)-1 |
| Accrued liability | 387 | 401 | 373 |
| **2025** | | | |
| Mortality assumption | PA(90)-2 | PA(90)-3 | PA(90)-1 |
| Accrued liability | 346 | 357 | 335 |

## 22. PROVISIONS AND OTHER PAYABLES

| | Leave pay Rm | Employee benefits Rm | Sales returns and other Rm | Total 2026 Rm | Total 2025 Rm |
|---|---|---|---|---|---|
| **NON-CURRENT** | | | | | |
| Balance at the beginning of the year | 132 | 68 | – | 200 | 204 |
| Raised/(transferred) | 139 | (5) | 57 | 191 | 126 |
| Utilised | (132) | (2) | – | (134) | (127) |
| Foreign exchange rate differences | – | 3 | – | 3 | (3) |
| Balance at the end of the year | 139 | 64 | 57 | 260 | 200 |
| **CURRENT** | | | | | |
| Balance at the beginning of the year | 269 | 381 | 190 | 840 | 861 |
| Raised | 420 | 209 | 125 | 754 | 764 |
| Utilised | (397) | (296) | (95) | (788) | (778) |
| Released | (31) | – | (14) | (45) | – |
| Foreign exchange rate differences | (4) | (3) | (2) | (9) | (7) |
| Balance at the end of the year | 257 | 291 | 204 | 752 | 840 |

### LEAVE PAY

The provision for leave pay is calculated using the estimated number of leave days due to employees at the end of the financial year. The leave pay provision will unwind as employees utilise their leave entitlement.

### EMPLOYEE BENEFITS

The provision for employee benefits consists primarily of employee long-service leave entitlements. This provision is calculated based on the service period worked by each employee and probability assumptions are applied to determine the likelihood that an employee will eventually qualify for the entitlement. The provision unwinds as eligible employees redeem their entitlement or when the balance owing to an employee is paid out on termination of employment. The provision also includes a portion of Country Road Group's long-term incentives scheme.

### SALES RETURNS AND OTHER

Included in sales returns and other is a provision for sales returns of R70 million (2025: R75 million) to either replace the goods, provide the customer with a full refund or credit that can be applied against money owed. A Right of return asset was recognised for the Group's right to recover merchandise returned by the customer (refer to note 14).

A provision of R18 million (2025: R36 million) for store closure costs has been recognised for stores leased by the Group. The timing and amount of the provision is uncertain due to estimation involved in the costs to cover the restorations at the end of the lease. The amount of the provision is estimated based on the expected value to restore the site.

The provision comprises an additional R8 million (2025: R29 million) raised and R12 million (2025: R16 million) utilised in the current year for store closures, including R1 million (2025: R1 million) of foreign exchange movements. The impact of discounting is considered immaterial. The current portion is R18 million (2025: R36 million) and nil (2025: nil) for non-current.

## 23. CAPITAL COMMITMENTS

| | 2026 Rm | 2025 Rm |
|---|---|---|
| Commitments in respect of capital expenditure not accrued at the reporting date: | | |
| Contracted for | 2 052 | 2 268 |
| Not contracted for | 163 | 467 |
| | 2 215 | 2 735 |

This capital expenditure will be financed by cash generated from the Group's activities and available cash.

## 24. CONTINGENT LIABILITIES

Group companies are party to legal disputes and investigations that have arisen in the ordinary course of business. Whilst the outcome of these matters cannot readily be foreseen, the directors do not expect them to have any material financial effect, except for those matters detailed below.

**Amounts arising in the ordinary course of business relating to uncertain tax positions – R119 million**

The Group is involved in tax disputes in certain jurisdictions in which the Group operates. Based on management's assessment, supported by advice obtained, these matters have been disclosed as contingent liabilities at the reporting date. The tax-related contingent liabilities are measured based on the total assessments under dispute for matters where the Group considers that a further cash outflow remains possible, the majority of which relate to Customs Duty assessments involving entities outside South Africa. The Group has assessed the merits of each matter in consultation with the Group's external advisers and have submitted substantiated objections to the assessments. For tax disputes where assessments have been received, the Group generally considers the potential settlement of these amounts to remain possible and, accordingly, discloses the unprovided portion of the exposure as contingent liabilities. The key assumptions and estimates applied in recognising the Group's liabilities for uncertain tax positions are disclosed in Note 1.

## 25. FINANCIAL RISK MANAGEMENT

Exposure to foreign currency, interest rate, refinancing, counterparty, credit and liquidity risks arises in the normal course of business. It is the Group's objective to manage its exposure to the various financial risks through its risk management policies and procedures.

The Group's overall treasury policy is reviewed and approved by the Woolworths Holdings Limited Board (Board), Audit and Treasury Committees. The policy specifies the risks, parameters and permitted instruments relating to interest rate, refinancing, liquidity, counterparty and foreign exchange risks.

In addition, the Treasury Committee reports regularly to the Board on the implementation of treasury policies, focusing in particular on bank covenants, interest rates, refinancing, liquidity, counterparty and foreign exchange risk, as well as any deviations from treasury policy and performance against budgets.

Woolworths Financial Services' credit risk is managed by a Credit Risk Committee attended by two directors of the Board. Woolworths Proprietary Limited and Country Road Group Proprietary Limited's credit risk are each managed by an Audit and Risk Committee attended by directors of the Board.

### 25.1 FOREIGN CURRENCY RISK MANAGEMENT

The Group is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the US dollar and the Australian dollar. Foreign exchange risk arises from commercial transactions, recognised assets and liabilities and net investments in foreign operations. It is the Group's policy to fully cover all committed exposures, except net investments in foreign operations.

#### TRANSACTIONAL FOREIGN EXCHANGE RISK

The Group has transactional currency exposures arising from the acquisition of goods and services in currencies other than its functional currency. It is the Group's policy that business units entering into such transactions must cover all such exposures with forward exchange contracts to hedge the risk of fluctuation in the foreign currency exchange rate (refer to the accounting policy note on hedge accounting). Under the Group's policy, the critical terms of these instruments must align with the foreign currency risk of the hedged item and is hedged on a 1:1 hedge ratio.

Forward exchange contracts and trade payables at year-end are summarised below. These amounts represent the net rand equivalent of Group commitments to purchase and sell foreign currencies.

| | Contract foreign currency amount m | Rand equivalent Rm | Average rate R | Fair value adjustment Rm |
|---|---|---|---|---|
| **2026** | | | | |
| **FORWARD EXCHANGE CONTRACTS** | | | | |
| US dollar | 365 | 6 167 | 16.88 | (113) |
| British pound | – | 3 | 22.27 | – |
| Euro | 19 | 371 | 19.53 | (10) |
| Chinese Yuan | 185 | 459 | 2.49 | (4) |
| Other currencies | 1 | 7 | 9.82 | – |
| | | 7 007 | | (127) |
| **TRADE PAYABLES** | | | | |
| US dollar (closing rate) | 42 | 688 | 16.90 | 18 |
| **2025** | | | | |
| **FORWARD EXCHANGE CONTRACTS** | | | | |
| US dollar | 356 | 6 471 | 18.18 | (152) |
| British pound | 1 | 15 | 24.39 | – |
| Euro | 11 | 219 | 20.53 | 6 |
| Chinese Yuan | 172 | 444 | 2.58 | (11) |
| Other currencies | 1 | 12 | 11.75 | – |
| | | 7 161 | | (157) |
| **TRADE PAYABLES** | | | | |
| US dollar (closing rate) | 39 | 690 | 18.16 | 11 |

At year-end, the Group held 1 431 (2025: 1 504) forward exchange contracts in order to hedge expected future purchases from suppliers outside South Africa, to which the Group has firm commitments. Of these, 1 314 (2025: 1 378) are designated cash flow hedges in an effective hedging relationship.

The remaining 117 (2025: 126) forward exchange contracts are not designated as cash flow hedges. At year-end, an unrealised gain of R8 million (2025: R9 million) was recognised in profit or loss in respect of these forward exchange contracts.

The cash flow hedges resulted in a net unrealised loss of R84 million (2025: R121 million gain), with a related deferred tax asset of R24 million (2025: R35 million liability), which was included in the financial instrument revaluation reserve in respect of these contracts.

The following exchange rates applied during the year:

| | Average rate | | Closing rate | |
|---|---|---|---|---|
| | 2026 | 2025 | 2026 | 2025 |
| US dollar/rand | 16.90 | 18.16 | 16.47 | 17.86 |
| Australian dollar/rand | 11.47 | 11.77 | 11.36 | 11.71 |

In the table below, the sensitivity of the Group's exposure to US dollar foreign currency transactional risk is estimated by assessing the impact that a reasonably possible movement over the next 12 months in foreign exchange rates would have had on profit and equity of the Group at the reporting date. The Group's exposure to other currencies is not considered to be material (refer below for translational foreign exchange risk). An increase in the movement in foreign exchange rate is indicative of the functional currency weakening against the foreign currency.

# 25. FINANCIAL RISK MANAGEMENT (CONTINUED)

## 25.1 FOREIGN CURRENCY RISK MANAGEMENT (CONTINUED)

| | Movement in foreign exchange rate % | Decrease/ (increase) in profit before tax Rm | Decrease/ (increase) in other comprehensive income Rm |
|---|---|---|---|
| **2026** | | | |
| **US DOLLAR** | | | |
| Foreign creditors | +5 | 34 | – |
| | -5 | (34) | – |
| Forward exchange contracts | +5 | – | (165) |
| | -5 | – | 165 |
| **2025** | | | |
| **US DOLLAR** | | | |
| Foreign creditors | +5 | 35 | – |
| | -5 | (35) | – |
| Forward exchange contracts | +5 | (23) | (291) |
| | -5 | 23 | 291 |

### TRANSLATION RELATED FOREIGN EXCHANGE RISK

NET INVESTMENT IN FOREIGN SUBSIDIARIES

The Group has investments in foreign subsidiaries, whose net assets (including cash and cash equivalents) are exposed to translational foreign exchange risk.

| | 2026 Rm | 2025 Rm |
|---|---|---|
| The Group has unhedged interests in foreign subsidiaries of: | | |
| Australian dollar | 13 384 | 16 118 |

This risk is not hedged. The Group's exposure to its African subsidiaries is not considered material.

A change in the Group's material translation related foreign currencies, with all other variables being equal, will increase or decrease the equity of the Group.

The sensitivity of the Group to such changes is presented in the following table. Reasonably possible changes over the next 12 months in the Group's material translation related foreign currencies will result in movements in other comprehensive income observed in the foreign currency translation reserve.

| | Movement in foreign exchange rate % | Decrease/ (increase) in other comprehensive income Rm |
|---|---|---|
| **2026** | | |
| Australian dollar | +5 | (669) |
| | -5 | 669 |
| **2025** | | |
| Australian dollar | +5 | (798) |
| | -5 | 798 |

FOREIGN CASH

The Group has exposure to foreign currency translation risk through cash and cash equivalent balances included in the net assets of subsidiaries, in currencies other than the South African rand. This risk is not hedged.

| | 2026 Rm | 2025 Rm |
|---|---|---|
| Foreign cash and cash equivalent balances are concentrated in the following major currencies: | | |
| US dollar | – | (44) |
| Australian dollar | 802 | 2 654 |
| Other African currencies | 310 | 346 |
| | 1 112 | 2 956 |

The sensitivity of the Group's equity to changes in foreign cash and cash equivalent balances resulting from a reasonably possible change in material foreign currencies in which the Group transacts is presented below.

| | Movement in foreign exchange rate % | Decrease/ (increase) in other comprehensive income Rm |
|---|---|---|
| **2026** | | |
| Australian dollar | +5 | (40) |
| | -5 | 40 |
| **2025** | | |
| Australian dollar | +5 | (133) |
| | -5 | 133 |

## 25.2 INTEREST RATE RISK MANAGEMENT

The Group's interest rate risk arises from interest-bearing borrowings, derivative financial instruments, other loans and cash and cash equivalents.

In order to hedge the Group's exposure to cash flow interest rate risk, the Group uses derivative financial instruments.

The Group entered into long-term debt with the interest payable linked to various floating interbank rates. At year-end, the Group had hedged approximately 29% (2025: 34%) of floating rate exposure for fixed rates. Under the Group's policy, the critical terms of these instruments must align with the interest rate risk of the hedged item and is hedged on a 1:1 hedge ratio on a portfolio basis.

The Group is also exposed to cash flow interest rate risk from its floating rate cash and cash equivalents. The cash flow interest rate sensitivity of the cash and cash equivalents is based on year-end cash balances.

The sensitivity of the Group's profit before tax and other comprehensive income to its exposure to interest rate risk from borrowings is presented below. Reasonably possible changes in the country-specific lending rate will impact the Group's profit before tax and other comprehensive income.

## 25. FINANCIAL RISK MANAGEMENT (CONTINUED)

### 25.2 INTEREST RATE RISK MANAGEMENT (CONTINUED)

| | Movement in basis points | Decrease/ (increase) in profit before tax Rm | Decrease/ (increase) in other comprehensive income Rm |
|---|---|---|---|
| **2026** | | | |
| **SOUTH AFRICA** | | | |
| Interest-bearing borrowings | +50 | 43 | – |
| | -50 | (43) | – |
| Interest rate derivatives | +50 | – | – |
| | -50 | – | – |
| Cash and cash equivalents | +50 | (9) | – |
| | -50 | 9 | – |
| **AUSTRALIA** | | | |
| Interest-bearing borrowings | +10 | 1 | – |
| | -10 | (1) | – |
| Cash and cash equivalents | +10 | 6 | – |
| | -10 | (6) | – |
| **2025** | | | |
| **SOUTH AFRICA** | | | |
| Interest-bearing borrowings | +50 | 46 | – |
| | -50 | (46) | – |
| Interest rate derivatives | +50 | – | (10) |
| | -50 | – | 10 |
| Cash and cash equivalents | +50 | (5) | – |
| | -50 | 5 | – |
| **AUSTRALIA** | | | |
| Interest-bearing borrowings | +10 | 3 | – |
| | -10 | (3) | – |
| Cash and cash equivalents | +10 | 13 | – |
| | -10 | (13) | – |

At year-end, the South African prime interest rate was 10.5% (2025: 10.75%). JIBAR was 6.992% (2025: 7.25%). The Australian interest rate equivalent of JIBAR (BBSY) was 4.35% (2025: 3.85%).

The variable interest rate pricing profile at year-end is summarised as follows:

| | 2026 | | 2025 | |
|---|---|---|---|---|
| | Rm | Effective interest rate % | Rm | Effective interest rate % |
| **INTEREST-BEARING BORROWINGS** | | | | |
| Long-term loans | 8 686 | 8.1 | 9 286 | 8.8 |
| Overdrafts | 254 | 3.2 - 8.5 | 568 | 2.8 - 12.5 |
| % of total borrowings | 100% | | 100% | |

The carrying amounts of the Group's financial liabilities that are exposed to interest rate risk are as follows:

| | On demand Rm | Less than 3 months Rm | 3 – 12 months Rm | 1 – 5 years Rm | >5 years Rm |
|---|---|---|---|---|---|
| **2026** | | | | | |
| Long-term loans | – | – | – | 8 686 | – |
| Overdrafts | – | 254 | – | – | – |
| **2025** | | | | | |
| Long-term loans | – | – | – | 8 536 | 750 |
| Overdrafts | – | 568 | – | – | – |

The table below indicates the nominal amount and weighted average maturity of the Group's risk exposure that is directly affected by the interest rate benchmark reform analysed by interest rate basis.

| | 2026 | | 2025 | |
|---|---|---|---|---|
| | Nominal Amount Rm | Average Time to Maturity (Years) | Nominal Amount Rm | Average Time to Maturity (Years) |
| **INTEREST-BEARING BORROWINGS (REFER TO NOTE 18)** | | | | |
| JIBAR (3 Months) | 7 549 | 2.3 | 8 700 | 2.5 |
| ZARONIA | 1 000 | 3.1 | – | – |
| BBSY (Australia) | 137 | 1.3 | 586 | 3.1 |

The notional principal amount of the interest rate derivatives at year-end amounts to R2 500 million (2025: R3 000 million), of which R2 000 million (2025: R2 000 million) could be affected by the interest rate reform. The balance of contracts expire within six months after year-end and would not be affected.

During the 2023 financial year, the South African Reserve Bank indicated its intention to transition from JIBAR and has identified a successor in the South African Rand Overnight Index Average Rate (ZARONIA). The new ZARONIA rate was published for observation during 2022 and was endorsed as a successor rate in 2023. The formal announcement of the cessation of JIBAR as a reference rate was announced in 2025, allowing ZARONIA market to develop. The formal announcement of the cessation of JIBAR was announced at the end of 2025 and cessation will be complete by December 2026.

The Group currently has a number of contracts that reference ZAR JIBAR, with one R1.0 billion bilateral loan that references ZARONIA, at 28 June 2026:

- R5.9 billion of DMTN
- R1.5 billion of Bilateral loans
- R0.5 billion of RCF

The Group currently has a number of contracts which reference ZAR JIBAR, all of which will be transitioned to ZARONIA. The Company has not entered into any new JIBAR-referencing contracts since 1 May 2026 and is managing the transition to ZARONIA through ongoing proactive engagement with its lenders to ensure that the process is completed within the next six months. During the current financial year, the Group transitioned the interest rate benchmark applicable to its Investec borrowing from JIBAR to ZARONIA. As the change was a direct consequence of interest rate benchmark reform and was made on an economically equivalent basis, the Group applied the practical expedient in IFRS 9 and updated the effective interest rate accordingly. The Group's remaining affected borrowings continue to reference JIBAR at the reporting date. The transition is not expected to result in a material impact.

### 25.3 CREDIT RISK MANAGEMENT

Credit risk arises from cash and cash equivalents, trade and other receivables, financial guarantee contracts and derivative financial instruments, as well as credit exposure to other loans. The Group's maximum exposure to credit risk is equal to the carrying amount of these classes of assets. Refer to note 25.5.

The Group deposits short-term cash surpluses and enters into derivative contracts with major banks and financial institutions of high credit quality. Based on the creditworthiness of these counterparties, management considers the associated credit risk to be low.

Trade and other receivables consist mainly of property-related and franchise debtors. Rigorous credit-granting procedures are applied to assess the credit quality of the customer, taking into account its financial position, credit rating and other factors.

Other loans include loans and advances granted to employees of the Group.

#### CREDIT QUALITY OF FINANCIAL ASSETS

The credit quality of financial assets that are not credit impaired can be assessed by reference to credit ratings or to historical information about counterparty default rates as follows:

The Group's financial assets measured at amortised cost are subject to impairment under the ECL model, using the general approach. The inputs, assumptions and estimation techniques used in measuring ECL are explained below.

## 25. FINANCIAL RISK MANAGEMENT (CONTINUED)

### 25.3 CREDIT RISK MANAGEMENT (CONTINUED)

ECLs are measured on either a 12-month or lifetime basis depending on whether a significant increase in credit risk has occurred since initial recognition or whether an asset is considered to be credit-impaired. ECLs are the discounted product of the probability of default (PD) and exposure at default (EAD).

- The PD represents the likelihood of a counterparty defaulting on its financial obligation, either over 12 months (12-month PD) or over the remaining lifetime (lifetime PD) of the obligation.
- The EAD is based on the amounts the Group expects to be owed at the time of default over the next 12 months (12-month EAD) or over the remaining lifetime (lifetime EAD).
- The Group calculates loss given default (LGD) as discounted EAD.

These three components are multiplied together, effectively calculating the ECL, which is then discounted to the reporting date, using the original effective interest rate, and aggregated. ECL is a probability-weighted outcome. The 12-month and lifetime EADs are determined based on the PD, which varies by type of financial asset.

| | Rating | 2026 Rm | Rating | 2025 Rm |
|---|---|---|---|---|
| **FINANCIAL ASSETS** | | | | |
| Investments, other loans and receivables | High grade | 130 | High grade | 87 |
| Trade and other receivables | High grade | 1 333 | High grade | 1 194 |
| Trade and other receivables | Low grade | 84 | Low grade | 66 |
| Enterprise development loans | Low grade | 13 | Low grade | 10 |
| Derivative financial instruments* | High grade | 53 | High grade | 33 |
| Cash and cash equivalents* | High grade | 3 099 | High grade | 4 291 |

RATINGS

High grade – debtors and counterparties are considered to have low credit risk when they have high-quality credit standing or a guarantee on the amount owing is provided.

Low grade – debtors are considered to have high credit risk when they have low-quality credit standing. The counterparties for these instruments are considered more likely to default on capital or interest payments.

Default - The Group considers debtors to be in default if any of the following indicators are present:

- there has been a significant delay in payment, or
- the debtor is in business rescue, is bankrupt or insolvent, or
- legal action has been taken against the debtor, or
- persistent non-responsiveness from the debtor to our communications.

* External rating

### 25.4 LIQUIDITY RISK MANAGEMENT

Liquidity risk management includes maintaining sufficient cash and cash equivalents, the availability of funding from adequate banking facilities ranging from overnight to 61-month facilities and the ability to close out market positions. Derivative financial liabilities are measured at fair value and are included in the analysis on the basis of management's expectation of settlement. The fair values indicate the net settlement amounts due.

The Group has minimised its liquidity risk as shown by its substantial undrawn banking and debt facilities.

| | 2026 Rm | 2025 Rm |
|---|---|---|
| **BANKING AND DEBT FACILITIES** | | |
| Total banking and debt facilities | 16 616 | 14 495 |
| Less: Portion utilised | (8 973) | (9 897) |
| Total undrawn banking and debt facilities | 7 643 | 4 598 |
| Made up as follows: | 7 643 | 4 598 |
| Committed | 7 586 | 4 511 |
| Uncommitted | 57 | 87 |

All facilities and any security provided are required to be approved by the Board.

The Group's policy is to maintain appropriate committed and uncommitted banking and debt facilities.

The Group continually monitors rolling forecasts of the Group's liquidity positions, comprising committed and uncommitted banking and debt facilities and cash and cash equivalents. These comprised committed undrawn banking and debt facilities of R7.6 billion and cash and cash equivalents of R3.1 billion. The Board is satisfied that, based on the rolling forecasts, these levels are appropriate to fund the Group's cash flow requirements under reasonably expected circumstances for the next 12 months.

The undiscounted contractual cash flows of the Group's borrowings and payables fall into the following maturity profiles:

| | On demand Rm | Less than 3 months Rm | 3 – 12 months Rm | 1 – 5 years Rm | >5 years Rm |
|---|---|---|---|---|---|
| **2026** | | | | | |
| Interest-bearing borrowings* | 27 | 176 | 529 | 9 749 | – |
| Forward exchange contracts | – | 2 852 | 4 634 | – | – |
| Trade and other payables | 3 157 | 4 423 | 171 | 190 | – |
| Overdrafts | – | 254 | – | – | – |
| **2025** | | | | | |
| Interest-bearing borrowings* | – | 180 | 540 | 10 302 | 771 |
| Forward exchange contracts | – | 3 067 | 4 155 | – | – |
| Trade and other payables | 2 505 | 5 521 | 101 | 195 | – |
| Overdrafts | – | 568 | – | – | – |

* Includes interest payments

BORROWING CAPACITY

In terms of the Memorandum of Incorporation, the Group has unlimited borrowing powers.

### 25.5 FINANCIAL INSTRUMENTS BY CATEGORY

The following classifications for financial instruments have been applied to the line items below:

| | Note | Financial assets at amortised cost Rm | Financial assets at fair value through profit or loss Rm | Financial assets at fair value through other comprehensive income Rm | Non-financial assets Rm | Total Rm |
|---|---|---|---|---|---|---|
| **2026** | | | | | | |
| **ASSETS** | | | | | | |
| Investments and other loans | 11 | 143 | – | – | – | 143 |
| Trade and other receivables | 14 | 1 364 | 53 | – | 269 | 1 686 |
| Derivative financial instruments | 15 | – | – | 53 | – | 53 |
| Cash and cash equivalents | 28.4 | 3 099 | – | – | – | 3 099 |
| | | 4 606 | 53 | 53 | 269 | 4 981 |

## 25. FINANCIAL RISK MANAGEMENT (CONTINUED)

### 25.5 FINANCIAL INSTRUMENTS BY CATEGORY (CONTINUED)

| | Note | Financial liabilities at amortised cost Rm | Financial liabilities at fair value through profit or loss Rm | Financial liabilities at fair value through other comprehensive income Rm | Non-financial liabilities Rm | Total Rm |
|---|---|---|---|---|---|---|
| **2026** | | | | | | |
| **LIABILITIES** | | | | | | |
| Interest-bearing borrowings | 18 | 8 940 | – | – | – | 8 940 |
| Trade and other payables | 20 | 7 941 | 32 | – | 756 | 8 729 |
| Derivative financial instruments | 15 | – | 21 | 155 | – | 176 |
| | | 16 881 | 53 | 155 | 756 | 17 845 |

| | Note | Financial assets at amortised cost Rm | Financial assets at fair value through profit or loss Rm | Financial assets at fair value through other comprehensive income Rm | Non-financial assets Rm | Total Rm |
|---|---|---|---|---|---|---|
| **2025** | | | | | | |
| **ASSETS** | | | | | | |
| Investments and other loans | 11 | 97 | – | – | – | 97 |
| Trade and other receivables | 14 | 1 219 | 41 | – | 270 | 1 530 |
| Derivative financial instruments | 15 | – | – | 33 | – | 33 |
| Cash and cash equivalents | 28.4 | 4 291 | – | – | – | 4 291 |
| | | 5 607 | 41 | 33 | 270 | 5 951 |

| | Note | Financial liabilities at amortised cost Rm | Financial liabilities at fair value through profit or loss Rm | Financial liabilities at fair value through other comprehensive income Rm | Non-financial liabilities Rm | Total Rm |
|---|---|---|---|---|---|---|
| **2025** | | | | | | |
| **LIABILITIES** | | | | | | |
| Interest-bearing borrowings | 18 | 9 854 | – | – | – | 9 854 |
| Trade and other payables | 20 | 8 322 | – | – | 344 | 8 666 |
| Derivative financial instruments | 15 | – | 17 | 179 | – | 196 |
| | | 18 176 | 17 | 179 | 344 | 18 716 |

### 25.6 GAINS AND LOSSES ON FINANCIAL INSTRUMENTS

The table below summarises the gains/(losses) on financial instruments:

| | Fair value measurement Rm | Investment income Rm | Finance costs Rm | Impairment loss Rm | Total Rm |
|---|---|---|---|---|---|
| **2026** | | | | | |
| Loans and receivables | – | 147 | – | – | 147 |
| Financial liabilities at amortised cost | – | – | (818) | – | (818) |
| Financial instruments at fair value through other comprehensive income | (119) | – | – | – | (119) |
| | (119) | 147 | (818) | – | (790) |
| **2025** | | | | | |
| Loans and receivables | – | 156 | – | – | 156 |
| Financial liabilities at amortised cost | – | – | (854) | – | (854) |
| Financial instruments at fair value through other comprehensive income | 46 | – | – | – | 46 |
| | 46 | 156 | (854) | – | (652) |

All financial instruments at fair value through profit or loss of the Group are classified as held-for-trading.

The pre-tax gains/(losses) on the fair value adjustments of financial instruments recognised in other comprehensive income comprises:

| | 2026 Rm | 2025 Rm |
|---|---|---|
| Forward exchange contracts | (124) | 18 |
| Interest rate derivatives | 5 | 28 |
| Reclassified to non-financial assets | 177 | (102) |
| Reclassified to profit or loss | (1) | 9 |
| | 57 | (47) |

### 25.7 FAIR VALUE OF FINANCIAL INSTRUMENTS

The Group uses a three-level hierarchy to categorise the inputs used in measuring fair value. The levels within the hierarchy are described below, with Level 1 having the highest priority and Level 3 having the lowest.

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 – inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

A comparison by category of carrying amounts and fair values of the Group's financial instruments carried at fair value is set out below:

| | Fair value measurement using | Carrying amount 2026 Rm | Carrying amount 2025 Rm | Fair value 2026 Rm | Fair value 2025 Rm |
|---|---|---|---|---|---|
| **FINANCIAL ASSETS** | | | | | |
| Derivative financial instruments | | | | | |
| Forward exchange contracts | Level 2 | 34 | 33 | 34 | 33 |
| Interest rate derivatives | Level 2 | 19 | – | 19 | – |
| **FINANCIAL LIABILITIES** | | | | | |
| Derivative financial instruments | | | | | |
| Forward exchange contracts | Level 2 | 162 | 190 | 162 | 190 |
| Interest rate derivatives | Level 2 | 14 | 6 | 14 | 6 |

## 25. FINANCIAL RISK MANAGEMENT (CONTINUED)

### 25.5 FINANCIAL INSTRUMENTS BY CATEGORY (CONTINUED)

The Group enters into derivative financial instruments with various counterparties, principally financial institutions with investment-grade credit ratings. Derivatives valued using valuation techniques with market observable inputs are mainly interest rate swaps and foreign exchange forward contracts. The most frequently applied valuation techniques include forward pricing and swap models, using present value calculations. The models incorporate various inputs, including the credit quality of counterparties, foreign exchange spot and forward rates, interest rate curves and forward rate curves of the underlying index. At year-end, the marked-to-market value of derivative asset positions is net of a credit valuation adjustment attributable to derivative counterparty default risk. The changes in counterparty credit risk had no material effect on the hedge effectiveness assessment for derivatives designated in hedge relationships and other financial instruments recognised at fair value.

## 26. MANAGEMENT OF CAPITAL

The Group considers stated capital (note 16), reserves (note 17) and interest-bearing borrowings (note 18) as capital employed. Management focuses on the following:

– solvency, liquidity, interest rate and refinancing risk metrics based on internal policy requirements; and

– debt and equity covenants that are measured for both internal and external purposes.

The Group's committed banking facilities and certain term borrowings are subject to financial covenants. The Group complied with all covenant requirements during the period and at reporting date and maintains appropriate covenant headroom.

These processes aid the Group's ability to continue as a going concern and to provide appropriate returns to shareholders. Returns are measured in terms of Returns on Assets, Equity and Capital Employed.

| | 2026 | 2025 |
|---|---|---|
| Return on equity | 23.8% | 22.3% |

The Group ensures that it complies with the liquidity and solvency requirements for any share repurchase or dividend payment per the Companies Act.

## 27. DIVIDENDS TO ORDINARY SHAREHOLDERS

| | 2026 Rm | 2025 Rm |
|---|---|---|
| Dividend no. 53 of 117.5 cents per share was declared on 3 September 2024 and paid on 30 September 2024 | – | 1 162 |
| Less: Dividend received on treasury shares | – | (99) |
| Dividend no. 54 of 107.0 cents per share was declared on 4 March 2025 and paid on 31 March 2025 | – | 1 058 |
| Less: Dividend received on treasury shares | – | (90) |
| Dividend no. 55 of 81.0 cents per share was declared on 2 September 2025 and paid on 29 September 2025 | 799 | – |
| Less: Dividend received on treasury shares | (68) | – |
| Dividend no. 56 of 118.0 cents per share was declared on 3 March 2026 and paid on 30 March 2026 | 1 156 | – |
| Less: Dividend received on treasury shares | (100) | – |
| Total net dividends paid | 1 787 | 2 031 |

Dividend no. 57 of 81.0 cents per share was declared on 1 September 2026.

## 28. CASH FLOW INFORMATION

| | 2026 Rm | 2025 Rm |
|---|---|---|
| **28.1 CASH INFLOW FROM TRADING** | | |
| Profit before tax | 3 164 | 3 008 |
| Investment income | (147) | (156) |
| Earnings from joint ventures | (228) | (239) |
| Depreciation and amortisation | 3 583 | 3 485 |
| Net loss on disposal of property, plant and equipment | 26 | 6 |
| Profit on sale of investment property | – | (792) |
| Net impairment of assets | 186 | 966 |
| Finance costs | 1 727 | 1 771 |
| Movement in other provisions and post-retirement medical benefit liability | 229 | 170 |
| Share-based payments | 337 | 174 |
| Rent relief and lease exit and modification gains | (17) | (30) |
| Foreign exchange (gain)/loss | (2) | 61 |
| Net inflow from trading | 8 858 | 8 424 |
| **28.2 WORKING CAPITAL MOVEMENTS** | | |
| Decrease/(Increase) in inventories | 760 | (1 547) |
| Increase in trade and other receivables | (177) | (326) |
| (Decrease)/Increase in trade and other payables and other provisions | (121) | 606 |
| Net inflow/(outflow) | 462 | (1 267) |
| **28.3 TAX PAID** | | |
| **NORMAL AND FOREIGN TAX** | | |
| Amounts owing at the beginning of the year (net) | (112) | (39) |
| Amounts charged to profit or loss | (956) | (1 019) |
| Amounts recognised in other comprehensive income | 21 | 14 |
| Amounts recognised in share-based payments reserve | – | 2 |
| Foreign tax credit | 46 | 43 |
| Foreign currency translation reserve | 7 | (1) |
| Other | (1) | (3) |
| Amounts receivable at the end of the year | (5) | (4) |
| Amounts owing at the end of the year | 132 | 116 |
| Amount paid | (868) | (891) |
| **28.4 NET CASH AND CASH EQUIVALENTS** | | |
| Local - variable interest rates of 5.25% to 6.75% (2025: 5.5% to 7.0%) | 1 879 | 1 566 |
| Foreign - variable interest rates of 1.6% to 5.25% (2025: 3.75% to 3.9%) | 1 220 | 2 725 |
| Cash and cash equivalents | 3 099 | 4 291 |
| Overdrafts and overnight borrowings - variable interest rates of 8.1% to 8.5% (2025: 8.3% to 8.85%) | (200) | (458) |
| Foreign overdrafts - variable interest rates of 3.25% to 4.75% (2025: 2.85% to 12.5%) | (54) | (110) |
| Net cash and cash equivalents | 2 845 | 3 723 |

The carrying value of net cash and cash equivalents is considered to approximate their fair value.

## 29. INVESTMENT IN JOINT VENTURES

The Group has the following interests in joint ventures:

| NAME OF JOINT VENTURE | % interest held | Nature of business |
|---|---|---|
| Woolworths Financial Services Proprietary Limited (WFS) | 50 | This South African company provides financial services to Woolworths customers. |
| Nedglen Property Development Proprietary Limited (Nedglen) | 30 | This South African company is involved in property development and investment. |

The reporting periods of WFS and Nedglen are 1 January to 31 December and 1 July to 30 June respectively.

The following amounts represent the assets and liabilities, income and expenses of the material joint venture, WFS:

| | 2026 Rm | 2025 Rm |
|---|---|---|
| **ASSETS** | | |
| Current assets, including cash and cash equivalents of R132 million (2025: R265 million) | 9 760 | 9 403 |
| Non-current assets | 4 906 | 4 696 |
| | 14 666 | 14 099 |
| **LIABILITIES** | | |
| Current liabilities, including financial liabilities of R160 million (2025: R116 million) | (230) | (263) |
| Non-current liabilities, including financial liabilities of R11 936 million (2025: R11 390 million) | (11 958) | (11 400) |
| | (12 188) | (11 663) |
| **EQUITY** | 2 478 | 2 436 |
| Group carrying amount of investment in WFS | 1 239 | 1 218 |
| Group carrying amount of investment in Nedglen | – | 10 |
| Total investment in joint ventures | 1 239 | 1 228 |
| Summarised Statement of Comprehensive Income: | | |
| Revenue (including gross interest income of R2 775 million (2025: R2 833 million), offset by finance costs of R908 million (2025: R967 million) and non-interest revenue of R1 305 million (2025: R1 112 million)) | 3 172 | 2 977 |
| Operating costs (including depreciation of R63 million (2025: R55 million) and impairment charge of R1 080 million (2025: R937 million)) | 2 546 | 2 383 |
| Profit before tax | 626 | 594 |
| Tax | 170 | 162 |
| Total comprehensive income | 456 | 432 |
| Group proportionate share | 228 | 216 |
| Group proportionate share of Nedglen profits | – | 23 |
| Earnings from joint ventures | 228 | 239 |
| The following dividends were received during the year: | | |
| WFS | 215 | 165 |
| Nedglen | 1 | 25 |

The Group's share of capital commitments of the joint ventures is nil. The increase in net assets is after dividends earned.

## 30. EVENTS SUBSEQUENT TO THE REPORTING DATE

On 1 September 2026, the Board declared a final gross cash dividend of 81.0 cents (64.8 cents net of dividend withholding tax) (2025: 81.0 cents) for the 52 weeks ended 28 June 2026 to ordinary shareholders recorded at close of business on Friday, 25 September 2026, to be paid on Monday, 28 September 2026.

As announced on SENS on 17 March 2026, the acquisition of in2food remains subject to the fulfilment of customary suspensive conditions, including approval by the relevant competition authorities. Accordingly, the transaction had not become effective by year-end and no acquisition accounting has been recognised in these results. Upon satisfaction of the remaining conditions and receipt of the requisite regulatory approvals, the Group will account for the transaction in accordance with IFRS 3 Business Combinations.



## 31. SEGMENTAL INFORMATION

### 31.1 PRIMARY SEGMENTATION BASED ON NATURE OF BUSINESS AND RETAIL CHAIN

| | 2026 | | | | | | | | 2025 | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | Woolworths | | | | | | | | Woolworths | | | | | | |
| | Total Rm | Fashion, Beauty and Home Rm | Food Rm | Logistics Rm | Woolworths Financial Services Rm | Country Road Group Rm | Treasury Rm | Intragroup Rm | Total Rm | Fashion, Beauty and Home Rm | Food Rm | Logistics Rm | Woolworths Financial Services Rm | Country Road Group Rm | Treasury Rm | Intragroup Rm |
| **OPERATING RESULTS** | | | | | | | | | | | | | | | | |
| Revenue | 83 471 | 15 849 | 54 329 | 827 | – | 12 348 | 118 | – | 80 243 | 15 192 | 51 472 | 767 | – | 12 573 | 239 | – |
| Turnover and concession sales | 84 510 | 16 078 | 55 369 | 827 | – | 12 236 | – | – | 80 989 | 15 394 | 52 389 | 767 | – | 12 439 | – | – |
| Concession sales | (1 669) | (320) | (1 349) | – | – | – | – | – | (1 452) | (291) | (1 161) | – | – | – | – | – |
| Turnover | 82 841 | 15 758 | 54 020 | 827 | – | 12 236 | – | – | 79 537 | 15 103 | 51 228 | 767 | – | 12 439 | – | – |
| Cost of sales | 54 645 | 8 505 | 40 558 | 827 | – | 5 173 | – | (418) | 52 258 | 7 964 | 38 449 | 767 | – | 5 420 | – | (342) |
| Gross profit | 28 196 | 7 253 | 13 462 | – | – | 7 063 | – | 418 | 27 279 | 7 139 | 12 779 | – | – | 7 019 | – | 342 |
| Other revenue | 483 | 91 | 305 | – | – | 87 | – | – | 550 | 89 | 244 | – | – | 111 | 106 | – |
| Expenses | 23 564 | 5 969 | 10 060 | – | – | 7 123 | (6) | 418 | 22 779 | 5 639 | 9 444 | – | – | 7 343 | 11 | 342 |
| Store costs | 15 229 | 3 722 | 6 993 | – | – | 4 514 | – | – | 14 733 | 3 573 | 6 407 | – | – | 4 753 | – | – |
| Other operating costs | 8 335 | 2 247 | 3 067 | – | – | 2 609 | (6) | 418 | 8 046 | 2 066 | 3 037 | – | – | 2 590 | 11 | 342 |
| **Operating profit from core trading activities** | 5 115 | 1 375 | 3 707 | – | – | 27 | 6 | – | 5 050 | 1 589 | 3 579 | – | – | (213) | 95 | – |
| Non-core trading expenses and capital items | 599 | 377 | 144 | – | – | 78 | – | – | 666 | 39 | 13 | – | – | 1 403 | (789) | – |
| Investment income | 147 | – | 4 | – | – | 25 | 118 | – | 156 | – | – | – | – | 23 | 133 | – |
| Finance costs | 1 727 | 345 | 340 | – | – | 335 | 707 | – | 1 771 | 360 | 314 | – | – | 300 | 797 | – |
| Earnings from joint ventures | 228 | – | – | – | 228 | – | – | – | 239 | 11 | 12 | – | 216 | – | – | – |
| **Profit before tax** | 3 164 | 653 | 3 227 | – | 228 | (361) | (583) | – | 3 008 | 1 201 | 3 264 | – | 216 | (1 893) | 220 | – |
| Adjustments | 599 | 377 | 144 | – | – | 78 | – | – | 666 | 39 | 13 | – | – | 1 403 | (789) | – |
| **Adjusted profit before tax** | 3 763 | 1 030 | 3 371 | – | 228 | (283) | (583) | – | 3 674 | 1 240 | 3 277 | – | 216 | (490) | (569) | – |
| Employment costs (included within Expenses) | 11 038 | 2 691 | 4 858 | – | – | 3 489 | – | – | 10 948 | 2 534 | 4 596 | – | – | 3 818 | – | – |

The Group's revenue from external customers for each key group of product and service is disclosed above and in note 2. The cost to provide information for each product and service of the Group is excessive and is therefore not disclosed.

Revenue arises from direct sales to a broad base of public customers. There are no customers that individually contribute 10% or more to revenue of the Group.

Country Road Group represents the results of the Group's Australian subsidiary.

Intragroup adjustments relate to the sale of concession goods between segments and supply chain distribution adjustments.

## 31. SEGMENTAL INFORMATION (CONTINUED)

### 31.1 PRIMARY SEGMENTATION BASED ON NATURE OF BUSINESS AND RETAIL CHAIN (CONTINUED)

| | 2026 | | | | | 2025 | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | | Woolworths | | | | | Woolworths | | | |
| | Total Rm | Woolworths Rm | Woolworths Financial Services Rm | Country Road Group Rm | Treasury Rm | Total Rm | Woolworths Rm | Woolworths Financial Services Rm | Country Road Group Rm | Treasury Rm |
| **STATEMENT OF FINANCIAL POSITION** | | | | | | | | | | |
| Property, plant and equipment, investment property and intangible assets | 16 343 | 12 797 | – | 3 546 | – | 15 993 | 12 060 | – | 3 933 | – |
| Right-of-use assets | 7 277 | 4 716 | – | 2 561 | – | 7 376 | 4 513 | – | 2 863 | – |
| Inventories | 8 069 | 6 411 | – | 1 658 | – | 8 887 | 6 897 | – | 1 990 | – |
| Trade and other receivables, derivative financial instruments and loans | 1 882 | 1 363 | – | 393 | 126 | 1 660 | 1 178 | – | 387 | 95 |
| Cash and cash equivalents | 3 099 | 1 723 | – | 524 | 852 | 4 291 | 1 473 | – | 322 | 2 496 |
| Investment in joint ventures | 1 239 | – | 1 239 | – | – | 1 228 | 10 | 1 218 | – | – |
| Tax and deferred tax assets | 1 521 | 183 | – | 1 032 | 306 | 1 412 | 174 | – | 918 | 320 |
| **Total assets** | 39 430 | 27 193 | 1 239 | 9 714 | 1 284 | 40 847 | 26 305 | 1 218 | 10 413 | 2 911 |
| Trade and other payables, provisions, derivative financial instruments and other non-current liabilities | 10 304 | 8 318 | – | 1 724 | 262 | 10 302 | 8 269 | – | 1 770 | 263 |
| Interest-bearing borrowings and overdrafts | 8 940 | – | – | 136 | 8 804 | 9 854 | – | – | 585 | 9 269 |
| Lease liabilities | 9 676 | 6 557 | – | 3 119 | – | 9 816 | 6 313 | – | 3 503 | – |
| Tax and deferred tax liabilities | 211 | 159 | – | 10 | 42 | 164 | 153 | – | – | 11 |
| **Total liabilities** | 29 131 | 15 034 | – | 4 989 | 9 108 | 30 136 | 14 735 | – | 5 858 | 9 543 |
| Debt ratio | 22.7% | | | | | 24.1% | | | | |
| Depreciation and amortisation | 3 583 | 2 310 | – | 1 273 | – | 3 485 | 2 048 | – | 1 437 | – |
| Net impairment of property, plant and equipment, intangible assets and right-of-use assets | 176 | 145 | – | 31 | – | 966 | 49 | – | 917 | – |
| Share-based payment expense | 246 | 235 | – | 11 | – | 174 | 170 | – | 4 | – |
| Capital expenditure (gross) | 2 583 | 2 443 | – | 140 | – | 3 093 | 2 881 | – | 212 | – |
| Capital commitments | 2 306 | 2 141 | – | 165 | – | 2 735 | 2 580 | – | 155 | – |
| Shareholding | | 100.0% | 50.0% | 100.0% | 100.0% | | 100.0% | 50.0% | 100.0% | 100.0% |

## 31. SEGMENTAL INFORMATION (CONTINUED)

### 31.2 SECONDARY SEGMENTATION BASED ON GEOGRAPHIC LOCATION OF CUSTOMERS AND ASSETS AND CHANNEL

| | 2026 | | | | | | | | 2025 | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | Woolworths | | | | | | | | Woolworths | | | | | | |
| | Total Rm | Fashion, Beauty and Home Rm | Food Rm | Logistics Rm | Woolworths Financial Services Rm | Country Road Group Rm | Treasury Rm | Intragroup Rm | Total Rm | Fashion, Beauty and Home Rm | Food Rm | Logistics Rm | Woolworths Financial Services Rm | Country Road Group Rm | Treasury Rm | Intragroup Rm |
| **REVENUE** | | | | | | | | | | | | | | | | |
| South Africa | 69 547 | 13 835 | 53 303 | 827 | – | 1 464 | 118 | – | 66 111 | 13 226 | 50 474 | 767 | – | 1 405 | 239 | – |
| Rest of Africa | 3 040 | 2 014 | 1 026 | – | – | – | – | – | 2 964 | 1 966 | 998 | – | – | – | – | – |
| Australia and New Zealand | 10 884 | – | – | – | – | 10 884 | – | – | 11 168 | – | – | – | – | 11 168 | – | – |
| | 83 471 | 15 849 | 54 329 | 827 | – | 12 348 | 118 | – | 80 243 | 15 192 | 51 472 | 767 | – | 12 573 | 239 | – |
| **TURNOVER** | | | | | | | | | | | | | | | | |
| South Africa | 69 029 | 13 744 | 52 994 | 827 | – | 1 464 | – | – | 65 539 | 13 137 | 50 230 | 767 | – | 1 405 | – | – |
| Rest of Africa | 3 040 | 2 014 | 1 026 | – | – | – | – | – | 2 964 | 1 966 | 998 | – | – | – | – | – |
| Australia and New Zealand | 10 772 | – | – | – | – | 10 772 | – | – | 11 034 | – | – | – | – | 11 034 | – | – |
| | 82 841 | 15 758 | 54 020 | 827 | – | 12 236 | – | – | 79 537 | 15 103 | 51 228 | 767 | – | 12 439 | – | – |
| **TURNOVER BY CHANNEL** | | | | | | | | | | | | | | | | |
| Stores | 74 621 | 14 877 | 50 078 | 827 | – | 8 839 | – | – | 71 759 | 14 216 | 47 896 | 767 | – | 8 880 | – | – |
| Online | 8 220 | 881 | 3 942 | – | – | 3 397 | – | – | 7 778 | 887 | 3 332 | – | – | 3 559 | – | – |
| | 82 841 | 15 758 | 54 020 | 827 | – | 12 236 | – | – | 79 537 | 15 103 | 51 228 | 767 | – | 12 439 | – | – |

| | Total Rm | Woolworths Rm | Woolworths Financial Services Rm | Country Road Group Rm | Treasury Rm |
|---|---|---|---|---|---|
| **TOTAL ASSETS** | | | | | |
| South Africa | 29 791 | 27 193 | 1 239 | 813 | 546 |
| Australia and New Zealand | 9 639 | – | – | 8 901 | 738 |
| | 39 430 | 27 193 | 1 239 | 9 714 | 1 284 |
| **CAPITAL EXPENDITURE** | | | | | |
| South Africa | 2 468 | 2 443 | – | 25 | – |
| Australia and New Zealand | 115 | – | – | 115 | – |
| | 2 583 | 2 443 | – | 140 | – |

| | Total Rm | Woolworths Rm | Woolworths Financial Services Rm | Country Road Group Rm | Treasury Rm |
|---|---|---|---|---|---|
| | 28 772 | 26 305 | 1 218 | 718 | 531 |
| | 12 075 | – | – | 9 695 | 2 380 |
| | 40 847 | 26 305 | 1 218 | 10 413 | 2 911 |
| | 2 892 | 2 881 | – | 11 | – |
| | 201 | – | – | 201 | – |
| | 3 093 | 2 881 | – | 212 | – |

# COMPANY ANNUAL FINANCIAL STATEMENTS

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COMPANY STATEMENT OF FINANCIAL POSITION
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## COMPANY STATEMENT OF COMPREHENSIVE INCOME

| | Note | 52 weeks to 28 Jun 2026 Rm | 52 weeks to 29 Jun 2025 Rm |
|---|---|---|---|
| **Revenue** | 2 | 2 743 | 2 229 |
| Investment income | | 449 | 294 |
| Dividends received | | 2 294 | 1 935 |
| **Expenses** | | 258 | 9 235 |
| Other operating costs | 3 | 258 | 9 235 |
| Finance costs | | 438 | 288 |
| **Profit/(loss) before tax** | | 2 047 | (7 294) |
| Tax | 4 | 13 | 9 |
| **Profit/(loss) for the period** | | 2 034 | (7 303) |
| Other comprehensive income: | | | |
| **Amounts that may be reclassified to profit or loss** | | | |
| Fair value adjustments on financial instruments | 15.5 | – | – |
| Tax on fair value adjustments on financial instruments | | – | – |
| **Other comprehensive income for the period** | | – | – |
| **Total comprehensive income/(loss) for the period** | | 2 034 | (7 303) |

## COMPANY STATEMENT OF FINANCIAL POSITION

| | Note | At 28 Jun 2026 Rm | At 29 Jun 2025 Rm |
|---|---|---|---|
| **ASSETS** | | | |
| **Non-current assets** | | 19 893 | 19 274 |
| Interest in subsidiaries | 7.1 | 13 987 | 14 871 |
| Amounts owing by subsidiaries | 7.2 | 5 900 | 4 400 |
| Derivative financial instruments | 19 | 6 | 3 |
| **Current assets** | | 587 | 633 |
| Amounts owing by subsidiaries | 7.3 | 491 | 561 |
| Other receivables | 9 | 9 | 7 |
| Derivative financial instruments | 19 | – | 1 |
| Cash and cash equivalents | 18.3 | 87 | 64 |
| **TOTAL ASSETS** | | 20 480 | 19 907 |
| **EQUITY AND LIABILITIES** | | | |
| **Equity attributable to shareholders** | | 6 373 | 6 456 |
| Stated capital | 10 | 7 249 | 7 749 |
| Accumulated loss | 11 | (876) | (1 293) |
| **TOTAL EQUITY** | | 6 373 | 6 456 |
| **Non-current liabilities** | | 5 906 | 4 403 |
| Interest-bearing borrowings | 12 | 5 900 | 4 400 |
| Derivative financial instruments | 19 | 6 | 3 |
| **Current liabilities** | | 8 201 | 9 048 |
| Other payables | 13 | 83 | 78 |
| Amounts owing to subsidiaries | 7.4 | 8 117 | 8 963 |
| Derivative financial instruments | 19 | – | 1 |
| Tax | | 1 | 6 |
| **TOTAL LIABILITIES** | | 14 107 | 13 451 |
| **TOTAL EQUITY AND LIABILITIES** | | 20 480 | 19 907 |

## COMPANY STATEMENT OF CHANGES IN EQUITY

| | Note | Stated capital Rm | Distributable reserves: Share-based payments reserve Rm | Distributable reserves: Retained profit/(loss) Rm | Total Rm |
|---|---|---|---|---|---|
| **Shareholders' interest at 30 June 2024** | | 7 749 | 2 176 | 5 881 | 15 806 |
| Total comprehensive loss for the period | | – | – | (7 303) | (7 303) |
| Share-based payments | 11 | – | 173 | – | 173 |
| Dividends paid | 17 | – | – | (2 220) | (2 220) |
| **Shareholders' interest at 29 June 2025** | | 7 749 | 2 349 | (3 642) | 6 456 |
| Total comprehensive income for the period | | – | – | 2 034 | 2 034 |
| Share-based payments | 11 | – | 338 | – | 338 |
| Shares repurchased and cancelled | 10 | (500) | – | – | (500) |
| Dividends paid | 17 | – | – | (1 955) | (1 955) |
| **Shareholders' interest at 28 June 2026** | | 7 249 | 2 687 | (3 563) | 6 373 |

## COMPANY STATEMENT OF CASH FLOWS

| | Note | 52 weeks to 28 Jun 2026 Rm | 52 weeks to 29 Jun 2025 Rm |
|---|---|---|---|
| **Cash flow from operating activities** | | | |
| Cash inflow/(outflow) from trading | 18.1 | 17 | (17) |
| Working capital movements | 18.2 | (16) | 17 |
| **Cash generated by operating activities** | | 1 | – |
| Investment income received | | 419 | 269 |
| Finance costs paid | | (407) | (265) |
| Tax paid | | (6) | (4) |
| **Cash generated by operations** | | 7 | – |
| Dividends received | | 2 172 | 1 935 |
| Dividends paid | | (1 955) | (2 220) |
| **Net cash inflow/(outflow) from operating activities** | | 224 | (285) |
| **Cash flow from investing activities** | | | |
| Loan advanced to subsidiaries | | (1 500) | (3 250) |
| Repayment of loans by subsidiaries | | 87 | 1 604 |
| Return of capital on investment in subsidiary | | 1 065 | – |
| **Net cash outflow from investing activities** | | (348) | (1 646) |
| **Cash flow from financing activities** | | | |
| Loans owing to subsidiaries repaid | 12 | (1 098) | – |
| Loans owing to subsidiaries raised | 12 | 245 | 180 |
| Shares repurchased | 10 | (500) | – |
| Borrowings raised | 12 | 1 500 | 3 250 |
| Borrowings repaid | 12 | – | (1 500) |
| **Net cash inflow from financing activities** | | 147 | 1 930 |
| **Increase/(decrease) in cash and cash equivalents** | | 23 | (1) |
| **Net cash and cash equivalents at the beginning of the period** | | 64 | 65 |
| **Net cash and cash equivalents at the end of the period** | 18.3 | 87 | 64 |

## 2. REVENUE

| | 2026 Rm | 2025 Rm |
|---|---|---|
| Investment income | 449 | 294 |
| Dividends received | 2 294 | 1 935 |
| | 2 743 | 2 229 |

Investment income and dividends received fall outside the scope of IFRS 15. Investment income is measured in terms of the effective interest method in accordance with IFRS 9.

## 3. PROFIT/(LOSS) BEFORE TAX INCLUDES:

| | | |
|---|---|---|
| Financial statement audit | 5 | 5 |
| Impairment of investment in Country Road Group Holdings Proprietary Limited (refer to note 7.1) | – | 8 639 |
| Impairment of investment in Osiris Holdings Proprietary Limited (refer to note 7.1) | 267 | 584 |

## 4. TAX

| | | |
|---|---|---|
| Current year | | |
| Normal tax | 17 | 7 |
| Prior year | | |
| Normal tax | (4) | 2 |
| | 13 | 9 |

| | 2026 % | 2025 % |
|---|---|---|
| The rate of tax on profit is reconciled as follows: | | |
| Standard rate | 27.0 | 27.0 |
| Exempt income[1] | (30.2) | 7.1 |
| Disallowable expenditure[2] | 0.2 | (0.1) |
| Impairment of investments | 3.5 | (34.1) |
| Prior year | (0.2) | – |
| Other[3] | 0.3 | – |
| Effective tax rate | 0.6 | (0.1) |

[1] Exempt income consists of dividends received

[2] Disallowable expenditure consists of expenses of a capital nature, which include legal fees, consulting fees, directors fees and share expenses.

[3] Other consists of withholding tax on dividends received from Osiris and sundry expenses.

## 5. DIRECTORS' EMOLUMENTS

Emoluments paid to the directors of Woolworths Holdings Limited in connection with the carrying on of the affairs of the Company and its subsidiaries:

| | 2026 Rm | 2025 Rm |
|---|---|---|
| Executive Directors* | 94 | 70 |
| Short-term employee benefits | 54 | 49 |
| Post-employment benefits | 1 | 1 |
| IFRS 2 share-based payments expense | 39 | 20 |
| Non-executive Directors: Fees | 18 | 19 |
| Total directors' emoluments | 112 | 89 |
| Less: Paid by subsidiaries | (94) | (70) |
| | 18 | 19 |

* Executive Directors' emoluments are paid by Woolworths Proprietary Limited. Details of the executive and non-executive directors' fees and emoluments are provided in note 7 of the Group Annual Financial Statements.

## 6. RELATED-PARTY TRANSACTIONS

The nature of transactions between the Company and subsidiaries of the Group comprise mainly of dividends received. The following related-party transactions occurred during the year:

| | 2026 Rm | 2025 Rm |
|---|---|---|
| **DIVIDEND RECEIVED FROM SUBSIDIARIES** | | |
| Woolworths Proprietary Limited | 2 054 | 1 935 |
| Osiris Holdings Proprietary Limited | 240 | – |
| | 2 294 | 1 935 |
| **INTEREST RECEIVED FROM SUBSIDIARIES** | | |
| Woolworths Proprietary Limited | 436 | 297 |
| | 436 | 297 |
| **DIVIDENDS PAID TO SUBSIDIARIES** | | |
| Woolworths Proprietary Limited | 81 | 91 |
| E-Com Investments 16 (RF) Proprietary Limited | 87 | 98 |
| | 168 | 189 |
| **MANAGEMENT FEE CHARGED TO SUBSIDIARIES** | | |
| Woolworths Proprietary Limited | 16 | 12 |
| Country Road Group Proprietary Limited | 4 | 3 |
| | 20 | 15 |

### SHARE-BASED PAYMENT TRANSACTIONS

The Company accounts for the Group share-based payment transactions settled in its equity instruments, as an equity-settled share-based payment arrangement, with a corresponding increase in its investment in subsidiaries (refer to note 7).

### KEY MANAGEMENT PERSONNEL

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including all directors, executive and non-executive, of the Company. Key management personnel have been defined as the Board of Directors of the Company. The definition of related parties includes close family members of key management personnel.

### KEY MANAGEMENT COMPENSATION

| | | |
|---|---|---|
| Short-term employee benefits | 72 | 68 |
| Post-employment benefits | 1 | 1 |
| IFRS 2 share-based payments expense | 39 | 20 |
| | 112 | 89 |

Short-term employee benefits comprise salaries, directors' fees and bonuses payable within 12 months of the end of the year. Post-employment benefits comprise expenses determined in terms of IAS 19: Employee Benefits in respect of the Group's retirement and healthcare funds.

| | 2026 Rm | 2025 Rm |
|---|---|---|
| WOOLWORTHS CARD AND WOOLWORTHS VISA CREDIT CARD ACCOUNTS | | |
| Balance outstanding at the beginning of the year | 3 | 3 |
| Annual spend | 7 | 6 |
| Annual repayments | (7) | (6) |
| Balance outstanding at the end of the year | 3 | 3 |

Purchases made by key management personnel are at standard discounts granted to all employees of the Company. Interest is charged on outstanding balances on the same terms and conditions applicable to all other cardholders. No receivables that are considered credit impaired have been recognised in respect of the Woolworths card and Woolworths Visa credit card accounts of key management personnel (2025: nil).

### POST-EMPLOYMENT BENEFIT PLAN

Details of the Wooltru Group Retirement Fund, the Wooltru Healthcare Fund and funds for the benefit of Country Road Group Proprietary Limited employees are disclosed in note 21 of the Group Annual Financial Statements.

## 7. INTEREST IN AND AMOUNTS OWING BY/(TO) SUBSIDIARIES

### 7.1 INTEREST IN SUBSIDIARIES

| | 2026 Rm | 2025 Rm |
|---|---|---|
| Ordinary shares | 10 963 | 12 185 |
| E-Com Investments 16 (RF) Proprietary Limited: Cost | 230 | 230 |
| Country Road Group Holdings Proprietary Limited | 9 067 | 9 067 |
| Cost | 17 706 | 17 706 |
| Less accumulated impairment | (8 639) | (8 639) |
| Osiris Holdings Proprietary Limited: | 66 | 2 888 |
| Cost | 18 977 | 18 977 |
| Less return of capital[1] | (5 575) | (3 020) |
| Less accumulated impairment | (13 336) | (13 069) |
| Sculptor Holdings Proprietary Limited: Cost | 1 600 | – |
| Share-based payments arising from the Group's share incentive schemes | 3 024 | 2 686 |
| Interest in subsidiaries | 13 987 | 14 871 |

[1]During the year, Osiris Holdings Proprietary Limited returned capital to the Company as partial realisation of the Company's investment.

Equity investments in subsidiaries are stated at cost less provision for impairment, if any.

**Impairment review**
The Company considers its interest in subsidiaries for impairment at each reporting date. Each of the Company's subsidiaries are identified as separate cash-generating units (CGUs) for impairment testing purposes, except for the investment in Country Road Group Holdings Proprietary Limited, of which the underlying brand segments are each a separate CGU. An impairment charge of R267 million (2025: R584 million) was recognised against the investment in Osiris Holdings Proprietary Limited. Following the disposal of the underlying investment property in the prior period and the return of capital received during the current period, the recoverable amount of the investment was determined to be R66 million. The recoverable amount was based on fair value less costs of disposal and was determined using an adjusted net asset value methodology (level 3). Accordingly, an impairment charge of R267 million was recognised during the year.

The company will continue to monitor indicators, such as improved market conditions and financial performance of the subsidiaries that may suggest an increase in the recoverable amounts for potential impairment reversals in subsequent reporting periods.

| | 2026 Rm | 2025 Rm |
|---|---|---|
| **7.2 AMOUNTS OWING BY SUBSIDIARIES: NON-CURRENT** | | |
| Woolworths Proprietary Limited | 5 900 | 4 400 |
| **7.3 AMOUNTS OWING BY SUBSIDIARIES: CURRENT** | | |
| Woolworths Proprietary Limited | 64 | 43 |
| Country Road Clothing Proprietary Limited | 6 | 10 |
| E-Com Investments 16 (RF) Proprietary Limited | 421 | 508 |
| | 491 | 561 |
| **7.4 AMOUNTS OWING TO SUBSIDIARIES: CURRENT** | | |
| Woolworths Proprietary Limited | 8 080 | 8 925 |
| Osiris Holdings Proprietary Limited | 37 | 38 |
| | 8 117 | 8 963 |

The loan to Woolworths Proprietary Limited arises as a result of the proceeds of the DMTN programme (refer to note 12) being on-lent to Woolworths Proprietary Limited, with terms equivalent to the notes issued by Woolworths Holdings Limited (the issuer) and the Noteholders, plus a margin of five basis points. Woolworths Proprietary Limited is the guarantor of such notes.

The loans to and from the other subsidiaries are unsecured, interest-free and are repayable on demand. The carrying value of loans to and from subsidiaries approximate their fair value.

Loans to subsidiaries are considered to be impaired when it is unlikely that the initial investment cost will be recovered or that the loan granted will be repaid. The Company's maximum exposure to the credit risk of loans to subsidiaries is their carrying value. The amount owing by subsidiaries in both periods is considered not to be credit impaired. All subsidiaries are in a financially sound position. Refer to note 15.1 for details of the Company's credit risk management policies. Refer to Annexure 1 for details of the Company's interest in subsidiaries.

## 8. DEFERRED TAX

| | 2026 Rm | 2025 Rm |
|---|---|---|
| The movement in the deferred tax account is as follows: | | |
| Balance at the beginning of the year | – | – |
| Amounts credited to profit or loss | – | – |
| Assessed loss | – | – |
| Balance at the end of the year | – | – |

## 9. OTHER RECEIVABLES

| | 2026 Rm | 2025 Rm |
|---|---|---|
| Other | 9 | 7 |
| | 9 | 7 |

## 10. STATED CAPITAL

| | 2026 Rm | 2025 Rm |
|---|---|---|
| Balance at the beginning of the year | 7 749 | 7 749 |
| 9 712 115 (2025: Nil) ordinary shares repurchased and cancelled | (500) | – |
| Balance at the end of the year | 7 249 | 7 749 |
| **AUTHORISED** | | |
| 2 410 600 000 (2025: 2 410 600 000) ordinary shares of no par value | – | – |
| | – | – |
| **ISSUED** | | |
| 978 983 834 (2025: 988 695 949) ordinary shares of no par value | – | – |
| | – | – |

| **RECONCILIATION OF NUMBER OF ORDINARY SHARES IN ISSUE** | Number of shares | |
|---|---|---|
| Balance at the beginning of the year | 988 695 949 | 988 695 949 |
| Shares repurchased and cancelled[1] | (9 712 115) | – |
| Balance at the end of the year | 978 983 834 | 988 695 949 |

[1] 9 712 115 (2025: Nil) ordinary shares totalling R500 million (2025: Nil) were repurchased from the open market on the JSE and cancelled, at a weighted average price of R51.33 per share.

## 11. DISTRIBUTABLE RESERVES

| | 2026 Rm | 2025 Rm |
|---|---|---|
| **Share-based payments reserve** | | |
| Balance at the beginning of the year | 2 349 | 2 176 |
| Share-based payments arising from share incentive schemes | 338 | 173 |
| Balance at the end of the year | 2 687 | 2 349 |
| **Accumulated loss** | | |
| Total accumulated loss | (876) | (1 293) |

### NATURE AND PURPOSE OF RESERVES

SHARE-BASED PAYMENTS RESERVE

This reserve records the fair value of the vested portion of shares or share options (determined at grant date) granted in terms of the Group's share-based payment schemes. Refer to note 16 of the Group Annual Financial Statements for further details of the relevant schemes.

(ACCUMULATED LOSS)/RETAINED PROFIT

(Accumulated loss)/retained profit records the cumulative net profit or loss made by the Company after deducting dividends to shareholders and other utilisations of the reserve.

## 12. INTEREST-BEARING BORROWINGS

| | 2026 Rm | 2025 Rm |
|---|---|---|
| **NON-CURRENT** | | |
| Long-term loans | 5 900 | 4 400 |
| | 5 900 | 4 400 |

Interest-bearing borrowings bear interest at variable, market-determined rates. These borrowings are measured at amortised cost, which approximates their fair value. Notes to the value of R5.9 billion (2025: R4.4 billion) are outstanding under the Domestic Medium Term Note (DMTN) programme, which is a further source of funding for the Group. During the year, Rnil million (2025: R1 500 million) of the programme debt was repaid and R1 500 million (2025: R3 250 million) raised. The DMTN programme is guaranteed by Woolworths Proprietary Limited. It will be used to raise debt on an ongoing basis. The above loan is shown net of transaction costs of R0.3 million (2025: R0.3 million).

The maturity profile of interest-bearing borrowings is as follows:

| | | |
|---|---|---|
| Financial year 2028 | 1 550 | 2 050 |
| Financial year 2029 | 1 600 | 2 350 |
| Financial year 2030 and onwards | 2 750 | – |
| | 5 900 | 4 400 |

### RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

| | | Cash flows | | | |
|---|---|---|---|---|---|
| | 2025 Rm | Raised Rm | Repaid Rm | Non-cash movements Rm | 2026 Rm |
| Long-term loans | 4 400 | 1 500 | – | – | 5 900 |
| Amounts owing to subsidiaries | 8 963 | 245 | (1 098) | 7 | 8 117 |

| | | Cash flows | | | |
|---|---|---|---|---|---|
| | 2024 Rm | Raised Rm | Repaid Rm | Non-cash movements Rm | 2025 Rm |
| Long-term loans | 2 650 | 3 250 | (1 500) | – | 4 400 |
| Amounts owing to subsidiaries | 8 778 | 180 | – | 5 | 8 963 |

## 13. OTHER PAYABLES

| | 2026 Rm | 2025 Rm |
|---|---|---|
| Other payables | 83 | 78 |
| | 83 | 78 |

Included in other payables are interest expense accruals of R77 million (2025: R53 million) relating to the DMTN Loan and other operating cost accruals. The carrying value of other payables approximates their fair value. These balances are payable on demand.

## 14. SURETIES AND GUARANTEES

The Company provides sureties or guarantees for banking facilities amounting to R9 750 million (2025: R9 100 million) and lease obligations of certain subsidiaries. These can be called on immediately in the event of the subsidiaries not honouring their obligations. There are no other material contingent liabilities.

The maturity profile of such drawn facilities that the Company provides sureties or guarantees for, is as follows:

| | 2026 Rm | 2025 Rm |
|---|---|---|
| Financial year 2027 | – | 4 300 |
| Financial year 2028 | 1 650 | – |
| Financial year 2029 and onwards | 1 000 | – |
| | 2 650 | 4 300 |

## 15. FINANCIAL RISK MANAGEMENT

Exposure to credit, liquidity, interest rate, refinancing, foreign exchange and counter party risks arises in the normal course of business. It is the Company's objective to minimise its exposure to these various financial risks through its risk management policies and procedures.

The Company's overall treasury policy is reviewed and approved by the Woolworths Holdings Limited Board (Board), Audit and Treasury Committees. The policy specifies the risks, parameters and permitted instruments relating to interest rate, refinancing, liquidity, counter party and foreign exchange risks.

In addition, a Treasury Committee reports regularly to the Audit Committee and the Board on the implementation of treasury policies, focusing in particular on the amount of exposure to the financial risk, the extent to which these risks are covered, the implications of expected future movements in market interest rates, as well as whether there are any deviations from treasury policy and performance against budgets.

### 15.1 CREDIT RISK MANAGEMENT

Credit risk arises from cash and cash equivalents, amounts owing by subsidiaries, other receivables and financial guarantee contracts (refer to note 14). The Company's maximum exposure to credit risk is equal to the carrying value of these classes of assets. The probability of default by the subsidiary companies under the financial guarantee contracts are considered remote due to their strong financial condition.

The Company only deposits short-term cash surpluses with major banks of high-quality credit standing. Refer to note 25.3 of the Group Annual Financial Statements for credit rating definitions. Refer to note 7 for details of amounts owing by subsidiaries.

#### CREDIT QUALITY OF FINANCIAL ASSETS

The credit quality of financial assets that are either stage 1 or not credit impaired is assessed to be of high grade.

The Company's financial assets measured at amortised cost are subject to impairment under the ECL model, using the general approach. The credit risk associated with these financial assets is insignificant. There are credit risk management policies in place and there is no history of losses or impairments on these financial assets. The forward-looking information does not indicate a change to this.

| | 2026 Rm | 2025 Rm |
|---|---|---|
| **FINANCIAL ASSETS** | | |
| Other receivables | 9 | 7 |
| Cash and cash equivalents | 87 | 64 |
| Amounts owing by subsidiaries – current: | | |
| Woolworths Proprietary Limited | 64 | 43 |
| Country Road Clothing Proprietary Limited | 6 | 10 |
| E-Com Investments 16 (RF) Proprietary Limited | 421 | 508 |
| Amounts owing by subsidiaries – non-current: Woolworths Proprietary Limited | 5 900 | 4 400 |

### 15.2 LIQUIDITY RISK MANAGEMENT

Liquidity risk management includes maintaining sufficient cash and cash equivalents, monitoring cash flow forecasts and ensuring that adequate borrowing facilities are available. The company can also call on financial assistance from subsidiary companies within the Group if the need arises. In terms of the Company's Memorandum of Incorporation, there is no limit on the Company's authority to raise interest-bearing debt (refer to note 15.3).

The undiscounted cash flows of the Company's borrowings and payables fall into the following maturity profiles:

| | On demand Rm | Less than 3 months Rm | 3 – 12 months Rm | 1 – 5 years Rm | >5 years Rm |
|---|---|---|---|---|---|
| **2026** | | | | | |
| Amounts owing to subsidiaries | 8 117 | – | – | – | – |
| Long-term loans | – | 120 | 360 | 6 768 | – |
| Interest rate derivatives | – | – | – | 6 | – |
| Other payables | 83 | – | – | – | – |
| **2025** | | | | | |
| Amounts owing to subsidiaries | 8 963 | – | – | – | – |
| Long-term loans | – | 83 | 290 | 4 725 | 771 |
| Interest rate derivatives | – | – | 1 | 3 | – |
| Other payables | 78 | – | – | – | – |

## 15. FINANCIAL RISK MANAGEMENT (CONTINUED)

### 15.3 INTEREST RATE RISK MANAGEMENT

The Company's interest rate risk arises from interest-bearing borrowings, derivative financial instruments, other loans and cash balances. Interest rates applicable to cash and cash equivalents are at variable interest rates.

Borrowings issued at floating rates expose the Company to cash flow interest rate risk, while fixed rate borrowings expose the Company to fair value interest rate risk. As part of the process of managing the Company's fixed and floating rate borrowings mix, the interest rate characteristics of new borrowings and refinancing of existing borrowings are positioned according to expected movements in interest rates.

In order to hedge the Company's exposure to cash flow interest rate risk, the Company uses derivative financial instruments, such as interest rate swaps.

The Company entered into long-term debt with the interest payable linked to various floating interbank rates. At year-end, the Company had swapped approximately 34% (2025: 45%) of floating rate exposure for fixed rates.

The Company is also exposed to cash flow interest rate risk from its floating rate cash and cash equivalents. The cash flow interest rate sensitivity of the cash and cash equivalents is based on year-end cash balances.

The sensitivity of the Company's profits and equity to its exposure to interest rate risk from borrowings is presented below. The analysis below considers the impact of a reasonably possible change over the next 12 months in the prime rate, with all other variables held constant.

| | Movement in basis points | (Increase)/ decrease in profit before tax R'000 | (Increase)/ decrease in equity R'000 |
|---|---|---|---|
| **2026** | | | |
| Cash and cash equivalents | +50 | (435) | (318) |
| | –50 | 435 | 318 |
| Long-term loans | +50 | 29 500 | 21 535 |
| | –50 | (29 500) | (21 535) |
| **2025** | | | |
| Cash and cash equivalents | +50 | (320) | (234) |
| | –50 | 320 | 234 |
| Long-term loans | +50 | 22 000 | 16 060 |
| | –50 | (22 000) | (16 060) |

At year-end, the South African prime interest rate was 10.50% (2025: 10.75%). JIBAR was 6.992% (2025: 7.25%). The Australian interest rate equivalent to JIBAR (BBSY) was 4.51% (2025: 3.85%).

The variable interest rate pricing profile at year-end is summarised as follows:

| | 2026 | | 2025 | |
|---|---|---|---|---|
| | Rm | Effective interest rate % | Rm | Effective interest rate % |
| **INTEREST-BEARING BORROWINGS** | | | | |
| Long-term loans | 5 900 | 8.2 | 4 400 | 8.8 |
| % of total borrowings | 100% | | 100% | |

The carrying amounts of the Company's financial liabilities that are exposed to interest rate risk are as follows:

| | On demand Rm | Less than 3 months Rm | 3 – 12 months Rm | 1 – 5 years Rm | >5 years Rm |
|---|---|---|---|---|---|
| **2026** | | | | | |
| Long-term loans | – | – | – | 5 900 | – |
| **2025** | | | | | |
| Long-term loans | – | – | – | 3 650 | 750 |

The table below indicates the nominal amount and weighted average maturity of the Company's risk exposure that is directly affected by the interest rate benchmark reform analysed by interest rate basis.

| | Nominal amount | Average time to maturity |
|---|---|---|
| **INTEREST-BEARING BORROWINGS – REFER TO NOTE 12** | | |
| JIBAR (3 months) | 5 900 | 2.8 |

The notional principal amount of the interest rate derivatives at year-end amounts to R2 000 million (2025: R2 000 million), of which R1 000 million (2025: R1 000 million) could be affected by the interest rate reform. The balance of contracts expire within six months after year-end and would not be affected.

The Company is managing the transition process to ZARONIA by maintaining proactive engagement with its lenders. Refer to note 25.2 of the Group Annual Financial Statements for further details of progress on the interest rate benchmark reform.

### 15.4 FINANCIAL INSTRUMENTS BY CATEGORY

| | 2026 Rm | 2025 Rm |
|---|---|---|
| **FINANCIAL ASSETS** | | |
| **Amortised cost** | | |
| Amounts owing by subsidiaries | 6 391 | 4 961 |
| Cash and cash equivalents | 87 | 64 |
| Other receivables | 9 | 7 |
| Total | 6 487 | 5 032 |
| **FINANCIAL LIABILITIES** | | |
| **Amortised cost** | | |
| Other payables | 83 | 78 |
| Amounts owing to subsidiaries | 8 117 | 8 963 |
| Long-term loans | 5 900 | 4 400 |
| Total | 14 100 | 13 441 |

### 15.5 GAINS AND LOSSES ON FINANCIAL INSTRUMENTS

The table below summarises the gains and losses on financial instruments:

| | Interest income Rm | Net movement in other comprehensive income Rm | Total Rm |
|---|---|---|---|
| **2026** | | | |
| Financial assets at amortised cost | 449 | – | 449 |
| **2025** | | | |
| Financial assets at amortised cost | 294 | – | 294 |

| | 2026 Rm | 2025 Rm |
|---|---|---|
| Revaluation of financial instruments* | – | – |
| Reclassified to profit or loss | – | – |
| | – | – |

* The other comprehensive income reconciliation reflects a nil amount, as a result of a loss of R6 million (2025: R4 million) on the revaluation of the financial instrument asset, and a R6 million gain (2025: R4 million) on the revaluation of the financial instrument liability that net off.

## 16. MANAGEMENT OF CAPITAL

The Company considers the management of capital with reference to the Group policy. Refer to note 26 of the Group Annual Financial Statements.

## 17. DIVIDENDS TO ORDINARY SHAREHOLDERS

| | 2026 Rm | 2025 Rm |
|---|---|---|
| Dividend no. 53 of 117.5 cents per share was declared on 3 September 2024 and paid on 30 September 2024 | – | 1 162 |
| Dividend no. 54 of 107.0 cents per share was declared on 4 March 2025 and paid on 31 March 2025 | – | 1 058 |
| Dividend no. 55 of 81.0 cents per share was declared on 2 September 2025 and paid on 29 September 2025 | 799 | – |
| Dividend no. 56 of 118.0 cents per share was declared on 3 March 2026 and paid on 30 March 2026 | 1 156 | – |
| Total dividend paid | 1 955 | 2 220 |

Dividend no. 57 of 81.0 cents per share was declared on 1 September 2026.

## 18. CASH FLOW INFORMATION

### 18.1 CASH OUTFLOW FROM TRADING

| | | |
|---|---|---|
| Profit/(loss) before tax | 2 047 | (7 294) |
| Investment income | (449) | (294) |
| Finance costs | 438 | 288 |
| Dividends received | (2 294) | (1 935) |
| Impairment of investments | 267 | 9 223 |
| Non-cash movements | 8 | (5) |
| Net inflow/(outflow) from trading | 17 | (17) |

### 18.2 WORKING CAPITAL MOVEMENTS

| | | |
|---|---|---|
| Increase in other receivables | (2) | (1) |
| (Decrease)/increase in other payables | (14) | 18 |
| Net (outflow)/inflow | (16) | 17 |

### 18.3 CASH AND CASH EQUIVALENTS

| | | |
|---|---|---|
| Local - variable interest rates of 5.25% to 6.75% (2025: 5.5% to 7.0%) | 87 | 64 |
| Cash and cash equivalents | 87 | 64 |

The carrying value of cash and cash equivalents is considered to approximate their fair value.

## 19. DERIVATIVE FINANCIAL INSTRUMENTS

| | 2026 Assets Rm | 2026 Liabilities Rm | 2025 Assets Rm | 2025 Liabilities Rm |
|---|---|---|---|---|
| **NON-CURRENT** | | | | |
| Interest rate derivatives held as hedging instruments | 6 | 6 | 3 | 3 |
| | 6 | 6 | 3 | 3 |
| **CURRENT** | | | | |
| Interest rate derivatives held as hedging instruments | – | – | 1 | 1 |
| | – | – | 1 | 1 |

**INTEREST RATE DERIVATIVES**

The notional principal amount of the interest rate derivatives at year-end amounts to R2 000 million (2025: R2 000 million). This comprises hedges on the South African debt of R5 900 million (2025: R4 400 million). These derivatives are to hedge the interest that is payable under the various debt facilities (refer to note 12). Gains and losses on interest rate derivatives held as hedging instruments in designated and effective hedging relationships are recognised in other comprehensive income and are reclassified in the same period that the hedged cash flows affect profit or loss.

The maximum exposure to credit risk at the reporting date is the fair value of the above-mentioned derivative financial instrument assets.

## 20. GOING CONCERN

Included in the Company's current liabilities is an intercompany loan with Woolworths Proprietary Limited, a wholly owned subsidiary, in the amount of R8 080 million (2025: R8 925 million), which results in its current liabilities exceeding current assets by R7 614 million (2025: R8 415 million). Excluding this intercompany loan, the Company's current assets exceed its current liabilities. An agreement exists between the Company and Woolworths Proprietary Limited, whereby the entities will only require settlement of this intercompany loan upon mutual agreement. Should the Company require funding to settle current or future liabilities, it may obtain funding from entities in the Group through dividend declarations or return of capital. As a result of the Company's access to appropriate cash resources to settle its liabilities in the ordinary course of business, the Company does not foresee any going concern uncertainty and, accordingly, the financial statements have been prepared on a going concern basis.

## 21. EVENTS SUBSEQUENT TO THE REPORTING DATE

On 1 September 2026, the Board declared a final gross cash dividend of 81.0 cents (64.8 cents net of dividend withholding tax) (2025: 81.0 cents) for the 52 weeks ended 28 June 2026 to ordinary shareholders recorded at close of business on Friday, 25 September 2026, to be paid on Monday, 28 September 2026.

# SUPPLEMENTARY

ANNEXURE 1
PRO FORMA MEASURES: ADJUSTED HEADLINE EARNINGS
PRO FORMA FINANCIAL INFORMATION
SHAREHOLDER CALENDAR AND ADMINISTRATION
GLOSSARY OF TERMS



# ANNEXURE 1

| | | | 2026 % holding | 2025 % holding |
|---|---|---|---|---|
| **INTEREST IN SUBSIDIARIES AND JOINT VENTURES** | | | | |
| **Interest in subsidiaries directly held** | | | | |
| Woolworths Proprietary Limited | R | 1 | 100 | 100 |
| E-Com Investments 16 (RF) Proprietary Limited | H | 1 | 100 | 100 |
| Country Road Group Holdings Proprietary Limited | H | 3 | 100 | 100 |
| Osiris Holdings Proprietary Limited | H | 3 | 100 | 100 |
| Sculptor Holdings Proprietary Limited | H | 3 | 100 | – |
| The Woolworths Trust (Charitable Trust) | H | 1 | – | – |
| The Woolworths Holdings Share Trust | H | 1 | – | – |
| **Interest in subsidiaries indirectly held** | | | | |
| Universal Product Networks (RF) Proprietary Limited | L | 1 | 100 | 100 |
| Virtual Market Place (RF) Proprietary Limited | D | 1 | 100 | 100 |
| Woolworths Developments (RF) Proprietary Limited | P | 1 | 100 | 100 |
| Woolworths (Lesotho) Proprietary Limited | R | 10 | 100 | 100 |
| Woolworths (Namibia) Proprietary Limited | R | 2 | 100 | 100 |
| Woolworths (Eswatini) Proprietary Limited | R | 14 | 100 | 100 |
| Woolworths Holding (Mauritius) Limited | H | 5 | 100 | 100 |
| Woolworths (Mauritius) Limited | R | 5 | 100 | 100 |
| Woolies (Zambia) Limited | R | 6 | 100 | 100 |
| W-Stores Company Tanzania Limited | R | 7 | 51 | 51 |
| W-Stores Company Uganda Limited | R | 8 | 95 | 95 |
| Woolworths Mozambique, Limitada | R | 9 | 100 | 100 |
| Woolworths (Kenya) Proprietary Limited | R | 11 | 100 | 100 |
| Woolworths (Botswana) Proprietary Limited | R | 13 | 100 | 100 |
| Woolworths Rwanda Limited | D | 15 | 100 | 100 |
| NowNow Foods Proprietary Limited | R | 1 | 100 | 100 |
| Community Inclusive Justice Institute NPC | H | 1 | 100 | 100 |
| Enterprise Inclusive Justice Institute NPC | H | 1 | 100 | 100 |
| Absolute Pets Proprietary Limited | R | 1 | 97 | 93 |
| Hay North Pets Proprietary Limited | R | 1 | 100 | 100 |
| Woolworths International (Australia) Proprietary Limited | H | 3 | 100 | 100 |
| Woolworths International (Australia) II Proprietary Limited | H | 3 | 100 | 100 |
| Country Road Group Proprietary Limited | H | 3 | 100 | 100 |
| Country Road Clothing Proprietary Limited | R | 3 | 100 | 100 |
| Country Road Clothing (N.Z.) Limited | R | 4 | 100 | 100 |
| Country Road Ventures Proprietary Limited | R | 3 | 100 | 100 |
| Country Road Ventures SA Proprietary Limited | R | 1 | 100 | 100 |
| Country Road International Proprietary Limited | H | 3 | 100 | 100 |
| Country Road Clothing (Singapore) Pte Limited | R | 12 | 100 | 100 |
| CRG Logistics Proprietary Limited | L | 3 | 100 | 100 |
| Politix Clothing Proprietary Limited | R | 3 | 100 | 100 |
| Politix (NZ) Limited | R | 4 | 100 | 100 |
| Witchery Australia Holdings Proprietary Limited | H | 3 | 100 | 100 |
| Witchery Holdings Proprietary Limited | H | 3 | 100 | 100 |
| Witchery Fashions Proprietary Limited | R | 3 | 100 | 100 |
| Witchery Fashions (NZ) Limited | R | 4 | 100 | 100 |
| Mimco Proprietary Limited | R | 3 | 100 | 100 |
| Mimco (NZ) Limited | R | 4 | 100 | 100 |
| Buckley & Nunn Proprietary Limited | H | 3 | 100 | 100 |
| **INTEREST IN JOINT VENTURES** | | | | |
| Woolworths Financial Services Proprietary Limited | F | 1 | 50% – 1 share | 50% – 1 share |
| Nedglen Property Developments Proprietary Limited | P | 1 | 30 | 30 |

**Nature of business**

R: Retailing P: Property development F: Financial services I: Import/export D: Dormant L: Logistics H: Holding

**Country of incorporation**

1: South Africa 2: Namibia 3: Australia 4: New Zealand 5: Mauritius 6: Zambia 7: Tanzania 8: Uganda
9: Mozambique 10: Lesotho 11: Kenya 12: Singapore 13: Botswana 14: Eswatini 15: Rwanda

**The aggregate profits/(losses) after tax of subsidiaries attributable to the Company are:**

| | 2026 Rm | 2025 Rm |
|---|---|---|
| Profits | 2 842 | 4 309 |
| Losses | (257) | (1 443) |
| | 2 585 | 2 866 |

## PRO FORMA MEASURES: ADJUSTED HEADLINE EARNINGS

Adjusted headline earnings is calculated by excluding items from headline earnings that have attributes of either being of a non-recurring nature, volatile, having a material impact on earnings or not incurred in the ordinary course of business (collectively described as "Non-core trading expenses"), which would otherwise have not been considered under IAS 33 or the SAICA guideline on headline earnings. The use of an adjusted headline earnings measure is helpful to users of financial statements by providing a more meaningful measure of sustainable earnings or the quality of earnings and thereby improve performance comparisons between reporting periods and is applied consistently over the reporting periods. Adjusted headline earnings is one of the performance conditions applicable to the Group's share incentive schemes.

Both non-core trading expenses and headline earnings adjustments that have the aforementioned attributes (described as "capital items") have been excluded from Operating profit from core trading activities in the Group statement of comprehensive income.

| | As reported 52 weeks to 28 Jun 2026 Rm | As reported 52 weeks to 29 Jun 2025 Rm | % change |
|---|---|---|---|
| **RECONCILIATION OF ADJUSTED HEADLINE EARNINGS** | | | |
| Basic earnings | 2 319 | 2 443 | (5.1) |
| Headline earnings adjustments from core trading activities (post-tax) | 27 | (12) | |
| Non-core trading expenses and capital items (pre-tax) | 599 | 666 | |
| Restructure and transaction costs | 247 | 492 | |
| Value Chain Transformation | 166 | 7 | |
| Unrealised foreign exchange losses/(gains) | 8 | (9) | |
| Impairment of assets (reversed)/raised | 161 | 968 | |
| Loss/(profit) on disposal of property, plant and equipment and investment property | 17 | (792) | |
| Tax impact of non-core trading expenses adjustments | (104) | (146) | |
| Tax impact of capital items adjustments | (35) | (211) | |
| Adjusted headline earnings | 2 806 | 2 740 | 2.4 |
| Adjusted headline earnings per share (cents) | 318.3 | 306.6 | 3.8 |
| Adjusted diluted headline earnings per share (cents) | 314.7 | 303.4 | 3.7 |

Adjusted headline earnings per share and Adjusted diluted headline earnings per share was calculated by dividing Adjusted headline earnings by WANOS and Diluted WANOS, respectively.

## PRO FORMA FINANCIAL INFORMATION

This note sets out the illustrative impact on the financial information as follows:

- In note 2: Adjustments, as detailed in supplementary notes 2 and 3, have been made to Earnings Before Interest and Tax (EBIT) and Profit before tax. These are important for understanding the underlying business performance and are described as "Pro forma financial information".
- In note 3.1: Turnover and concession sales and Adjusted EBIT have been shown on a constant currency basis.
- In note 3.2: Group statement of financial position items have been shown on a constant currency basis.

The Pro forma financial information and constant currency information (collectively the 'pro forma financial information') is presented in accordance with the JSE Limited Listings Requirements, which requires that pro forma financial information be compiled in terms of the JSE Limited Listings Requirements and the SAICA Guide on Pro Forma Financial Information.

The pro forma financial information is the responsibility of the Group's directors and is based on the audited consolidated financial statements for the 52 weeks ended 28 June 2026 and 52 weeks ended 29 June 2025.

The accounting policies applied in the preparation of the pro forma financial information are consistent with those applied in the preparation of the Group Annual Financial Statements for the 52 weeks ended 28 June 2026. The pro forma financial information has been prepared for illustrative purposes only and, because of its nature, may not fairly present the Group's financial position, results of operations or cash flows.

### 1. TURNOVER AND CONCESSION SALES

| | Audited 52 weeks to 28 Jun 2026 (1) Rm | Audited 52 weeks to 29 Jun 2025 (1) Rm | % change |
|---|---|---|---|
| Turnover | 82 841 | 79 537 | |
| Concession sales | 1 669 | 1 452 | |
| Turnover and concession sales | 84 510 | 80 989 | 4.3 |

**Notes**

1. The '52 weeks to 28 Jun 2026' and '52 weeks to 29 Jun 2025' Turnover and Concession sales financial information has been extracted from note 31 of the Group Annual Financial Statements.

This illustrates the impact on financial information by including the turnover of concession operators of goods sold (concession sales) within the Group's stores. Concession sales are not included in Revenue.

### 2. ADJUSTMENTS TO EBIT, PROFIT BEFORE TAX AND RATIOS

| | Pro forma 52 weeks to 28 Jun 2026 (1) Rm | Adjustments (2) Rm | Pro forma 52 weeks to 28 Jun 2026 (4) Rm | Pro forma 52 weeks to 29 Jun 2025 (1) Rm | Adjustments (3) Rm | Pro forma 52 weeks to 29 Jun 2025 (4) Rm |
|---|---|---|---|---|---|---|
| EBIT (Pro forma) | 4 738 | 599 | 5 337 | 4 528 | 666 | 5 194 |
| Profit before tax (Audited) | 3 164 | 599 | 3 763 | 3 008 | 666 | 3 674 |
| Return on capital employed (ROCE) (%)[5] | 17.0 | | | | | 16.4 |
| Net debt to Adjusted EBITDA (times)[6] | 1.4 | | | | | 1.5 |

**Notes**

1. The components of the '52 weeks to 28 Jun 2026' and '52 weeks to 29 Jun 2025' financial information have been extracted, without adjustment, from the Group Statement of comprehensive income for the 52 weeks ended 28 June 2026 and 52 weeks ended 29 June 2025, respectively, as presented in the audited consolidated financial statements for the 52 weeks ended 28 June 2026. EBIT comprises Profit before tax, as illustrated on the Group Statement of comprehensive income, and excludes Investment income of R147 million (2025: R156 million), Finance costs of R1 727 million (2025: R1 771 million) and net Group entity income of R6 million (2025: R95 million).
2. EBIT adjustments for the '52 weeks to 28 Jun 2026' comprise Restructure and transaction costs of R247 million, Value Chain Transformation of R166 million, Unrealised foreign exchange losses of R8 million, Impairment of assets of R161 million, and Loss on disposal of property, plant and equipment of R17 million, which results in an Adjusted EBIT. Profit before tax adjustments include all of the aforementioned adjustments, which results in an Adjusted profit before tax.
3. EBIT adjustments for the '52 weeks to 29 Jun 2025' comprise Restructure and transaction costs of R492 million, Value Chain Transformation of R7 million, Unrealised foreign exchange gains of R9 million, Impairment of assets of R968 million, and Profit on disposal of investment property of R792 million, which results in an Adjusted EBIT. Profit before tax adjustments include all of the aforementioned adjustments, which results in an Adjusted profit before tax.
4. The 'Pro forma 52 weeks to 28 Jun 2026' and the 'Pro forma 52 weeks to 29 Jun 2025' columns reflect the pro forma financial information after adjusting for the items included in column 2 (2025: column 3), which results in an Adjusted EBIT and Adjusted profit before tax.
5. Adjusted operating profit after tax comprises Adjusted profit before tax less Investment income and Tax, and add Finance costs. Average capital employed consists of average Net debt and Equity.
6. Adjusted EBITDA comprises Adjusted profit before tax, less Investment income and add Finance costs, Depreciation and Amortisation.

## 3. CONSTANT CURRENCY INFORMATION

### 3.1 GROUP STATEMENT OF COMPREHENSIVE INCOME ITEMS

| | Pro forma 52 weeks to 28 Jun 2026 Rm | Pro forma 52 weeks to 29 Jun 2025 Rm | % change |
|---|---|---|---|
| Turnover and concession sales (Audited) | 84 838 | 80 989 | 4.8 |
| Adjusted EBIT | 5 338 | 5 194 | 2.8 |

**Notes**

1. Constant currency information has been presented to illustrate the impact of changes in the Group's major foreign currency, the Australian dollar. In determining the constant currency growth rate, Turnover and concession sales and Adjusted EBIT denominated in Australian dollars for the current period have been adjusted by application of the average Australian dollar exchange rate for the prior period. The average Australian dollar exchange rate is R11.47 for the current period and R11.77 for the prior period. The foreign currency fluctuations of the Group's rest of Africa operations are not considered material and have therefore not been applied in determining the constant currency Turnover and concession sales and Adjusted EBIT growth rates.
2. Turnover and concession sales and Adjusted EBIT have been extracted from notes 1 and 2.

### 3.2 GROUP STATEMENT OF FINANCIAL POSITION ITEMS

| | Pro forma At 28 Jun 2026 (1) Rm | Audited At 29 Jun 2025 (2) Rm | Constant currency % change |
|---|---|---|---|
| **Assets** | | | |
| Property, plant and equipment, and intangible assets | 16 453 | 15 993 | 2.9 |
| Right-of-use assets | 7 353 | 7 376 | (0.3) |
| Investments in joint ventures | 1 239 | 1 228 | 0.9 |
| Inventories | 8 121 | 8 887 | (8.6) |
| Receivables, derivatives, investments and loans | 1 897 | 1 660 | 14.3 |
| Deferred tax and tax assets | 1 553 | 1 412 | 10.0 |
| Cash and cash equivalents | 3 137 | 4 291 | (26.9) |
| **Total assets** | 39 753 | **40 847** | (2.7) |
| **Equity and liabilities** | | | |
| Shareholders' funds | 10 464 | 10 711 | (2.3) |
| Borrowings and overdrafts | 8 946 | 9 854 | (9.2) |
| Lease liabilities | 9 772 | 9 816 | (0.4) |
| Deferred tax and tax liabilities | 212 | 164 | 29.3 |
| Payables, derivatives and provisions | 10 359 | 10 302 | 0.6 |
| **Total equity and liabilities** | 39 753 | **40 847** | (2.7) |

**Notes**

1. The Group Statement of financial position items are at 28 June 2026 and the constant currency information has been determined by application of the closing Australian dollar exchange rate for the prior period to the current period Group Statement of financial position items. The closing Australian dollar exchange rate is R11.36/A$ for the current period and R11.71/A$ for the prior period.
2. The 'At 29 Jun 2025' financial information has been extracted, without adjustment, from the reported Summary of the Audited Group Results for the 52 weeks ended 29 June 2025.

KPMG Inc. have issued an unmodified assurance report on the pro forma measures and pro forma information as well an unmodified assurance report on the constant currency information, which are available for inspection at the Group's registered office and on the Company's website https://www.woolworthsholdings.co.za/investors/all-reports-and-results/



# SHAREHOLDER CALENDAR AND ADMINISTRATION

## SHAREHOLDER CALENDAR

| 2027 | |
|---|---|
| **June** | Financial year-end – 52 weeks to 27 June |
| **July** | Trading update |
| **August** | Annual results and announcement of final dividend, if declared |
| **September** | Publication of 2027 Integrated Annual Report; final dividend payment, if declared; posting of Notice of Annual General Meeting |
| **November** | Annual General Meeting and trading update |

| 2028 | |
|---|---|
| **January** | Trading update |
| **February** | Interim results and announcement of interim dividend, if declared |
| **June** | Financial year-end – 52 weeks to 25 June |
| **July** | Trading update |
| **August** | Annual results and announcement of final dividend, if declared |
| **September** | Publication of 2028 Integrated Annual Report; final dividend payment, if declared; posting of Notice of Annual General Meeting |
| **November** | Annual General Meeting and trading update |

## ADMINISTRATION

### WOOLWORTHS HOLDINGS LIMITED
(Incorporated in the Republic of South Africa)
Registration number: 1929/001986/06
LEI: 37890095421E07184E97
Share code: WHL
Share ISIN: ZAE000063863
Bond Company code: WHLI
Tax reference number: 9300/149/71/4

### GROUP COMPANY SECRETARY
Chantel Reddiar
Email: Governance@woolworths.co.za

### DEBT OFFICER
Ian Thompson

### REGISTERED OFFICE
Woolworths House
93 Longmarket Street
Cape Town 8001, South Africa
PO Box 680
Cape Town 8000, South Africa

### CONTACT DETAILS
Tel: +27 (21) 407 9111

### INVESTOR RELATIONS
Email: InvestorRelations@woolworths.co.za

### WEBSITE
www.woolworthsholdings.co.za

### PRINCIPAL TRANSACTIONAL BANKERS
The Standard Bank of South Africa Limited
National Australia Bank Group
Absa Bank Limited

### AUDITORS
KPMG Inc.

### JSE EQUITY AND DEBT SPONSOR
Investec Bank Limited
100 Grayston Drive, Sandown,
Sandton 2196, South Africa
PO Box 785700
Sandton 2146, South Africa
Tel: +27 (11) 286 7000

### TRANSFER SECRETARIES
Computershare Investor Services Proprietary Limited
15 Biermann Avenue
Rosebank 2196, South Africa
PO Box 61051
Marshalltown 2107, South Africa
Tel: +27 (11) 370 5000
Email: woolworths@computershare.co.za



# GLOSSARY OF TERMS



### AMORTISED COST
The amount used to measure the balance of certain financial instruments at year-end. The amount at which a financial asset or financial liability is measured at initial recognition, minus principal repayments, plus or minus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, and minus any reduction for impairment or uncollectability.

### ACTUARIAL GAINS OR LOSSES
Actuarial gains or losses comprise:
1. experience adjustments (the effects of differences between the previous actuarial assumptions and what has actually occurred); and
2. the effects of changes in actuarial assumptions.

### ANNUAL REPORT
A document issued by an entity, usually on an annual basis, which includes its financial statements together with the auditor's report.

### BUSINESS SEGMENT
An operating segment of an entity that is engaged in providing an individual product or service or a group of related products or services that is subject to risks and returns that are different from those of other business segments.

### CASH AND CASH EQUIVALENTS
Cash comprises cash on hand and demand deposits. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

### CASH FLOW HEDGE
A hedge of the exposure to variability in cash flows that:
1. is attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction; and
2. could affect profit or loss.

### CASH-GENERATING UNIT
The smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets.

### COMPANY
Woolworths Holdings Limited – a legally incorporated business entity registered in terms of the Companies Act.

### CONSOLIDATED FINANCIAL STATEMENTS
The financial results of the Group presented as those of a single economic entity.

### CONTINGENT LIABILITY
1. A possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of an entity.
2. A present obligation that arises from past events but is not recognised because:
   2.1 it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or
   2.2 the amount of the obligation cannot be measured with sufficient reliability.

### CONTROL
Control exists when an investor can show:
1. power over the investee through having existing rights that give it the current ability to direct relevant activities;
2. exposure or rights to variable returns from its involvement with the investee; and
3. the ability to use its power over the investee to affect the amount of the investor's returns.

### CREDIT RISK
The risk that one party to a financial instrument will cause a financial loss to the other party by failing to discharge an obligation.

### CURRENCY RISK
The risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

### DEFINED-BENEFIT PLAN
Post-employment benefit plan other than a defined-contribution plan.

### DEFINED-CONTRIBUTION PLAN
Post-employment benefit plan under which an entity pays fixed contributions into a separate fund, and in respect of which the entity will have no legal or constructive obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits relating to employee service in the current and prior periods.

### DEFERRED TAX ASSET
The amount of income tax recoverable in future periods in respect of:
1. deductible temporary differences;
2. the carry forward of unused tax losses; and
3. the carry forward of unused tax credits.

### DEFERRED TAX LIABILITY
The amount of income tax payable in future periods in respect of taxable temporary differences.

### DERIVATIVE
A financial instrument or other contract with all three of the following characteristics:
1. its value changes in response to the change in a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable, provided, in the case of a non-financial variable, that the variable is not specific to a party to the contract (sometimes called the 'underlying');
2. it requires no initial net investment or an initial net investment that is smaller than would be required for other types of contracts that would be expected to have a similar response to changes in market factors; and
3. it is settled at a future date.

### DILUTION
A reduction in earnings per share or an increase in loss per share resulting from the assumption that convertible instruments are converted, that share options or rights are exercised, or that ordinary shares are issued upon the satisfaction of specified vesting conditions.

## DISPOSAL GROUP
A group of assets to be disposed of, by sale or otherwise, together as a group in a single transaction, and liabilities directly associated with those assets that will be transferred in the transaction.

## EQUITY-SETTLED SHARE-BASED PAYMENT TRANSACTION
A share-based payment transaction in which the entity:

1. receives goods or services as consideration for its own equity instruments (including shares or share options); or
2. receives goods or services, but has no obligation to settle the transaction with the supplier.

## FAIR VALUE
The price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

## FINANCIAL ASSETS
Any asset that exhibits one or more of the following characteristics:

1. cash;
2. an equity instrument of another entity;
3. a contractual right:
   - 3.1 to receive cash or another financial asset from another entity; or
   - 3.2 to exchange financial assets or financial liabilities with another entity under conditions that are potentially favourable to the entity;
4. a contract that will or may be settled in the entity's own equity instruments, and is:
   - 4.1 a non-derivative for which the entity is or may be obliged to receive a variable number of the entity's own equity instruments; or
   - 4.2 a derivative that will or may be settled other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of the entity's own equity instruments. For this purpose, the entity's own equity instruments do not include instruments that are themselves contracts for the future receipt or delivery of the entity's own equity instruments.

## FINANCIAL LIABILITY
Any liability that exhibits one or more of the following characteristics:

1. a contractual obligation:
   - 1.1 to deliver cash or another financial asset to another entity; or
   - 1.2 to exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavourable to the entity;
2. a contract that will or may be settled in the entity's own equity instruments and is:
   - 2.1 a non-derivative for which the entity is or may be obliged to deliver a variable number of the entity's own equity instruments; or
   - 2.2 a derivative that will or may be settled other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of the entity's own equity instruments. For this purpose, the entity's own equity instruments do not include instruments that are themselves contracts for the future receipt or delivery of the entity's own equity instruments.

## FINANCIAL ASSET OR FINANCIAL LIABILITY AT FAIR VALUE THROUGH PROFIT OR LOSS
A financial asset or financial liability that meets either of the following conditions:

1. it is classified as held-for-trading. A financial asset or financial liability is classified as held-for-trading if it:
   - 1.1 is acquired or incurred principally for the purpose of selling or repurchasing it in the near term;
   - 1.2 forms part of a portfolio of identified financial instruments that are managed together and for which there is evidence of a recent actual pattern of short-term profit-taking; or
   - 1.3 is a financial guarantee contract or a designated and effective hedging instrument;
2. upon initial recognition it is designated by the entity as at fair value through profit or loss. An entity may use this designation only when permitted or when doing so results in more relevant information, because either:
   - 2.1 it eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise from measuring assets or liabilities or recognising the gains and losses on them on different bases; or
   - 2.2 a group of financial assets, financial liabilities or both is managed and its performance is evaluated on a fair value basis in accordance with a documented risk management or investment strategy, and information about the Group is provided internally on that basis to the entity's key management personnel.

## FINANCIAL INSTRUMENT
Any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

## FIRM COMMITMENT
A binding agreement for the exchange of a specified quantity of resources at a specified price on a specified future date or dates.

## FORECAST TRANSACTION
An uncommitted but anticipated future transaction.

## FUNCTIONAL CURRENCY
The currency of the primary economic environment in which the entity operates.

## GEOGRAPHICAL SEGMENT
An operating segment of an entity that is engaged in providing products or services within a particular economic environment and that is subject to risks and returns that are different from those of components operating in other economic environments.

## GOOD BUSINESS JOURNEY
The Woolworths Good Business Journey (GBJ) is a comprehensive plan announced in April 2007, incorporating a series of challenging targets and commitments centred on four key priorities – accelerating transformation, driving social development, enhancing Woolworths' environmental focus and addressing climate change.

## GRANT DATE
The date at which the entity and another party (including an employee) agree to a share-based payment arrangement, being when the entity and the counterparty have a shared understanding of the terms and conditions of the arrangement. At grant date, the entity confers on the counterparty the right to cash, other assets, or equity instruments of the entity, provided that specified vesting conditions, if any, are met. If that agreement is subject to an approval process, the grant date is the date when that approval is obtained.

## GROUP
The Group comprises Woolworths Holdings Limited and all its subsidiaries, joint ventures and associates.

## HEDGING INSTRUMENT
A designated derivative or, for a hedge of the risk of changes in foreign currency exchange rates only, a designated non-derivative financial asset or non-derivative financial liability, whose fair value or cash flows are expected to offset changes in the fair value or cash flows of a designated hedged item.

## HEDGED ITEM
An asset, liability, firm commitment or highly probable forecast transaction that exposes the entity to risk of changes in fair value or future cash flows, and is designated as being hedged.

## HEDGE EFFECTIVENESS
The degree to which changes in the fair value or cash flows of the hedged item that are attributable to a hedged risk are offset by changes in the fair value or cash flows of the hedging instrument.

## HELD-FOR-TRADING FINANCIAL INSTRUMENT
Refer to financial asset or financial liability at fair value through profit or loss.

### INTANGIBLE ASSET
An identifiable non-monetary asset without physical substance.

### INTEREST RATE RISK
The risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates.

### JOINT ARRANGEMENT
An arrangement of which two or more parties have joint control.

### JOINT CONTROL
The contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

### JOINT OPERATION
An arrangement whereby the parties that have joint control of the arrangement have rights to the assets and obligations for the liabilities relating to the arrangement.

### JOINT VENTURE
An arrangement in which the parties with joint control have rights to the net assets of the arrangement.

### LIQUIDITY RISK
The risk that the entity will encounter difficulty in meeting obligations associated with financial liabilities.

### LOANS AND RECEIVABLES
Non-derivative financial assets with fixed or determinable payments that are not quoted in an active market, other than:

1. those that the entity intends to sell immediately or in the near term, which shall be classified as held-for-trading, and those that the entity, upon initial recognition, designates as at fair value through profit or loss; or
2. those that the entity, upon initial recognition, designates as available-for-sale; or
3. those for which the holder may not recover substantially all of its initial investment, other than because of credit deterioration, and which shall be classified as available-for-sale.

### LONG-TERM INCENTIVE PLAN
The Long-Term Incentive Plan provides eligible employees with the opportunity to acquire Woolworths Holdings Limited shares by way of conditional awards of shares, subject to the fulfilment of predetermined performance conditions covering a three-year period.

### MONETARY ITEMS
Units of currency held and assets and liabilities to be received or paid in a fixed or determinable number of units of currency.

### NON-CONTROLLING INTEREST
The equity in a subsidiary not attributable, directly or indirectly, to a parent.

### ONEROUS CONTRACT
A contract in which the unavoidable cost of meeting the obligation under the contract exceeds the economic benefits expected to be received under it.

### PRESENT VALUE
A current estimate of the present discounted value of the future net cash flows in the normal course of business.

### REASONABLY POSSIBLE CHANGE IN RISK VARIABLE
Reasonably possible change in risk variable refers to the most likely change in the risk variable during the next annual period, which is judged relative to the economic environment in which the entity operates, and does not include 'worst-case' scenarios.





## RELATED PARTY

1. A person or a close member of that person's family is related to a reporting entity if that person:
   - 1.1 has control or joint control over the reporting entity; or
   - 1.2 has significant influence over the reporting entity; or
   - 1.3 is a member of the key management personnel of the reporting entity or of a parent of the reporting entity.
2. An entity is related to a reporting entity if any of the following conditions apply:
   - 2.1 the entity and the reporting entity are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others); or
   - 2.2 one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member); or
   - 2.3 both entities are joint ventures of the same third party; or
   - 2.4 one entity is a joint venture of a third entity and the other entity is an associate of the third entity; or
   - 2.5 the entity is a post-employment benefit plan for the benefit of employees of either the reporting entity or an entity related to the reporting entity. If the reporting entity is itself such a plan, the sponsoring employers are also related to the reporting entity; or
   - 2.6 the entity is controlled or jointly controlled by a person identified in 1; or
   - 2.7 a person identified in 1.1 has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

## REPORTING DATE

The last day of the financial period.

## SEGMENT ASSETS

Those operating assets that are employed by a segment in its operating activities and that are either directly attributable to the segment or can be allocated to the segment on a reasonable basis. Segment assets exclude income tax assets, as well as investments, where the resulting income arising from the investments is excluded from segment results.

## SEGMENT EXPENSE

Expense resulting from the operating activities of a segment that is directly attributable to the segment and the relevant portion of an expense that can be allocated on a reasonable basis to the segment. Segment expense does not include:

1. interest, including interest incurred on advances or loans from other segments;
2. losses on sale of investments;
3. an entity's share of losses of associates, joint ventures, or other investments accounted for under the equity method;
4. income tax expense; and
5. general administrative expenses, head office expenses and other expenses that arise at the entity level and relate to the entity as a whole.

## SEGMENT RESULT

Segment revenue less segment expense before any adjustments for non-controlling interests.

## SEGMENT REVENUE

Revenue reported in the entity's Statement of Comprehensive Income that is directly attributable to a segment and the relevant portion of entity revenue that can be allocated on a reasonable basis to a segment.

Segment revenue does not include:

1. interest or dividend income, unless the segment's operations are primarily of a financial nature; and
2. gains on sale of investments or gains on extinguishment of debt, unless the segment's operations are primarily of a financial nature.

## SHARE-BASED PAYMENT TRANSACTION

1. A transaction in which the entity:
   - 1.1. receives goods or services from the supplier of those goods or services (including an employee) in a share-based payment arrangement; or
   - 1.2. incurs an obligation to settle the transaction with the supplier in a share-based payment arrangement when another group entity receives those goods or services.
2. An agreement between the entity (or another group entity or any shareholder of any group entity) and another party (including an employee) that entitles the other party to receive:
   - 2.1. cash or other assets of the entity for amounts that are based on the price (or value) of equity instruments (including shares or share options) of the entity or another group entity; or
   - 2.2. equity instruments (including shares or share options) of the entity or another group entity, provided the specified vesting conditions, if any, are met.

## SHARE OPTION

A contract that gives the holder the right, but not the obligation, to subscribe to the entity's shares at a fixed or determinable price for a specific period of time.

## SUBSIDIARY

An entity that is controlled by another entity.

## TREASURY SHARES

An entity's own equity instruments, held by the entity or other members of the consolidated group.

## VEST

To become an entitlement. Under a share-based payment arrangement, a counterparty's right to receive cash, or other assets, or equity instruments of the entity vests upon satisfaction of any specified vesting conditions.

*To find out more about what we're doing, visit*

**WWW.WOOLWORTHSHOLDINGS.CO.ZA**

*For company-specific information, visit*

**woolworths.co.za**

**countryroad.com.au**

Country Road | Mimco | Trenery | Politix | Witchery

*We appreciate any feedback on our Financial Results. Please contact InvestorRelations@woolworths.co.za*