

WOOLWORTHS HOLDINGS LIMITED

REMUNERATION REPORT

2024

As extracted from the 2024 Integrated Annual Report

START

OUR REMUNERATION REPORT



CLICK ON BOX TO GO TO THAT SECTION



OUR REMUNERATION REPORT

On behalf of the Board, I am pleased to present the Group's Remuneration Policy and the Implementation Report.

CHAIRMAN'S REPORT



Fair, transparent, and responsible remuneration is a cornerstone of our Remuneration Policy applied across all countries in which we trade.

FAIR AND RESPONSIBLE PAY

Fair, transparent, and responsible remuneration is a cornerstone of our Remuneration Policy and remains the foundation of our approach towards compensating our employees across all countries within which we operate. Each country has its own labour legislative requirements and economic conditions which the Committee considers in the application of the policy.

The committee acknowledges that the Group's strategies, should be aligned with sustainable practices – balancing profit generation with social responsibilities. Striking a balance between economic growth, job creation and fair remuneration becomes a necessity and not an option. This balance is crucial, particularly in countries like South Africa and other African countries in which we operate, where the socio-economic landscape differs significantly from that of developed markets.

The wage gap will continue to grow between developed and developing countries, which is why our approach accounts for regional economic and cost-of-living variations, to ensure equitable remuneration.

WSA AND REST OF AFRICA

In FY2019, Woolworths SA made a commitment to invest R120 million in an effort to rebalance and recalibrate the disposable income of our SA retail employees by introducing our 'Just Wage Initiative'. Through this initiative, our store employees hourly wage increased by 27% from R33.40 to R42.50 per hour. This initiative has made a meaningful impact on the lives of our more than 24 000 store employees and their families and has helped improve the overall quality of life of our workforce.

We are very pleased that we have also been able to implement a localised 'Just Wage Initiative' in all African countries where we operate. In Mauritius, legislated minimum wage and related benefits are at relatively high levels to the rest of Africa. Consequently, adjustments made to remuneration in Mauritius were not as pressing relative to the other African countries in which we trade.

Private healthcare in Mauritius, Zambia, Lesotho, Uganda and Kenya has been introduced along with state healthcare requirements in Tanzania. Alternative options are being trialled in Botswana to provide staff with access to medical expertise.

We believe the increase to remuneration has not only had a positive impact on the lives of our store employees within these markets, but is a key contributor to our ability to provide our customers with the best in-store service levels in the market.

'BEYOND JUST WAGE' WOOLWORTHS SOUTH AFRICA

Adjustments made to the hourly wage (our Just Wage Initiative) is one pillar of our people value proposition. As a Group we are committed to and focused on the overall improvement of the lives of our employees. In doing so, the second and equally important pillar is the wellbeing of our employees. Investigations are progressing to provide additional options to improve and enhance the overall wellbeing of our people, with employee benefits in mind.

COUNTRY ROAD GROUP AUSTRALIA

In 2023, Australia introduced the Workplace Gender Equality Amendment (WGEA) Bill with the purpose of accelerating workplace gender equality. Closing the gender pay gap reflects Australia's aspiration to be an 'equal and fair society for all'. Our remuneration policy for Country Road Group takes this new Bill into account and we are making progress towards applying it.

SHAREHOLDER ENGAGEMENT

At the FY2023 AGM, there was a notable decline in shareholder approval rates for the Remuneration Policy when compared to prior years.

Post the publication of the FY2023 Remuneration Report, and prior to the AGM, the Group Company Secretary and the Group Head of Remuneration and Benefits engaged with key shareholders on the Group's Remuneration Policy and the Implementation Report. This year, we started the review and design of our LTI construct earlier. We felt that a more proactive engagement approach was required with our key shareholders and we therefore further engaged with major shareholders in August 2024 to obtain shareholder insights into the LTI construct and any other remuneration-related issues the shareholders wished to raise.

The details of their observations and our considerations of the construct and targets for the long-term incentive structures for FY2025 are available by following this link ([FY2025 Policy at a glance](#)) We believe that the changes we have made will receive endorsement by way of the non-binding advisory votes, particularly in respect of the Remuneration Policy.

A YEAR ON FOR OUR VARIABLE REMUNERATION POLICIES

During FY2023, we undertook a comprehensive review of our variable remuneration offering. The introduction of a single-incentive scheme was considered and debated at length, however it was decided that the construct of our existing short and long-term remuneration policy should be retained, albeit with some enhancements. The workings of the schemes were simplified and aligned more closely to management's line of sight. There was greater alignment to shareholder returns while rewarding employees on the delivery of strategic objectives that would ensure the continued trajectory of the Group.

At the time when the Committee set the targets for the FY2024 year, it could not have foreseen the extent to which macro-economic headwinds, arising from higher interest rates and living costs, would impact consumer confidence, footfall, and discretionary spend in both geographies. In South Africa, business operations were further disrupted by higher levels of loadshedding for most of the financial year, and congestion at the ports.

As has been the case experienced by other retailers within the industry, the Group has not been immune to the impact of the aforementioned external factors. Our short-term incentive scheme targets were high, and consequently have vested at lower levels, with pay-outs significantly lower than in FY2023.

Against this backdrop and due to both the LTI and STI schemes being recently reviewed and revised, the Committee has decided to retain the current framework and construct of the schemes. Whilst the construct of the STI and LTI schemes for FY2025 will remain constant with the principles applied in FY2024, both our internal deliberations and shareholder engagement has resulted in some changes to the measures and targets for the LTI scheme. As we enter the second year of our revised schemes and now newly revised LTI measures and targets, we will take into consideration any further learnings from their application as we move into FY2026.

FY2024 FINANCIAL PERFORMANCE

Macro-economic conditions deteriorated further over the course of the financial year, given the sustained effect of interest rate increases and higher living costs in both South Africa and Australia. This negatively impacted footfall, resulting in a greater-than-expected pullback in discretionary spend in both geographies.

In South Africa, business operations were further disrupted by higher levels of loadshedding and congestion at the ports, as well as Avian flu in the first half of the financial year, which impacted the availability of key food product lines.

Within this context, we have continued to focus on what we can control: managing inventory levels, preserving gross profit margin, and containing costs to the fullest extent possible. We have also remained resolutely focused on the execution of our strategies and therefore continued to invest behind our future growth initiatives. This, coupled with the impact of a weaker trading environment, resulted in negative operational leverage in both apparel businesses. This was particularly prevalent in CRG, which was further

impacted by a weaker Australian dollar, the business's inherently higher fixed cost base, and the dys-synergies emanating from CRG's operational separation from David Jones.

As a result, adHEPS (from continuing operations, excluding David Jones and on a 52-week basis) declined by 12.2% on the prior year. This should be considered in the context of the high prior period base, in which the Group delivered record earnings.

As a result of strong capital management disciplines, and a cash conversion ratio of ~95%, the Group has continued to deliver a return on capital well in excess of its weighted average cost of capital.

IMPLEMENTATION OF REMUNERATION POLICIES IN FY2024

GUARANTEED PAY

The committee considers several factors in determining the annual increase for the guaranteed pay component, based on the underlying principle of fair and responsible remuneration for all employees. The sustained effect of higher interest rates and elevated inflation has led to a cost-of-living crisis. These factors have bearing on salary adjustment considerations.

South African employees' guaranteed pay increases ranged from 5.0% to 6.5%, with store staff's hourly base rate increasing by 6.25%.

Country Road Group applied a guaranteed pay increase of between 3.25% to 4.50% in exceptional circumstances.

SHORT-TERM PERFORMANCE FY2024 BONUS

While the Group has maintained its stringent focus on managing inventory and containing cost, the impact of subdued discretionary spend on the profitability of the apparel businesses (particularly in Australia) impacted the Group's overall aPBT performance.

As a reminder, the Corporate STI scheme for all qualifying participants consists of a financial and a strategic component, weighted at 60% and 40% to represent an appropriately balanced financial results to budget with our strategic progress.

At a Group level, the threshold level of the financial components of the Corporate STI was not achieved, with the result that no payouts were made in respect of those employees' allocations which are subject to Group performance. In respect of WSA and CRG performance, WSA performed above threshold, while CRG performed below threshold. Within WSA, while the Foods business achieved performance above target, FBH did not meet the threshold. In line with the Remuneration Policy, individual business units within a company are entitled to receive STI for the Financial Component should they achieve performance above the gatekeeper threshold of 90%.

DISCRETION EXERCISED BY THE COMMITTEE ON STI PAYOUT

In relation to the Financial Component of the STI, the Group fell short of the 90% aPBT budget resulting in a nil STI financial component payout for all Group participants including the CEO and Finance Director.

With regards to the Strategic Component of the STI, given that WSA achieved credible aEbit growth, and that the majority of the strategic objectives set for executives have been met, the Committee exercised discretion to approve a reduced percentage payout on the Strategic Component for the CEO, Finance Director and WHL group executives. No payments were made to any CRG employees (including the CRG CEO) given the extent of CRG's underperformance.

The percentage payout, where applicable, was linked to the approved performance rating for each executive.

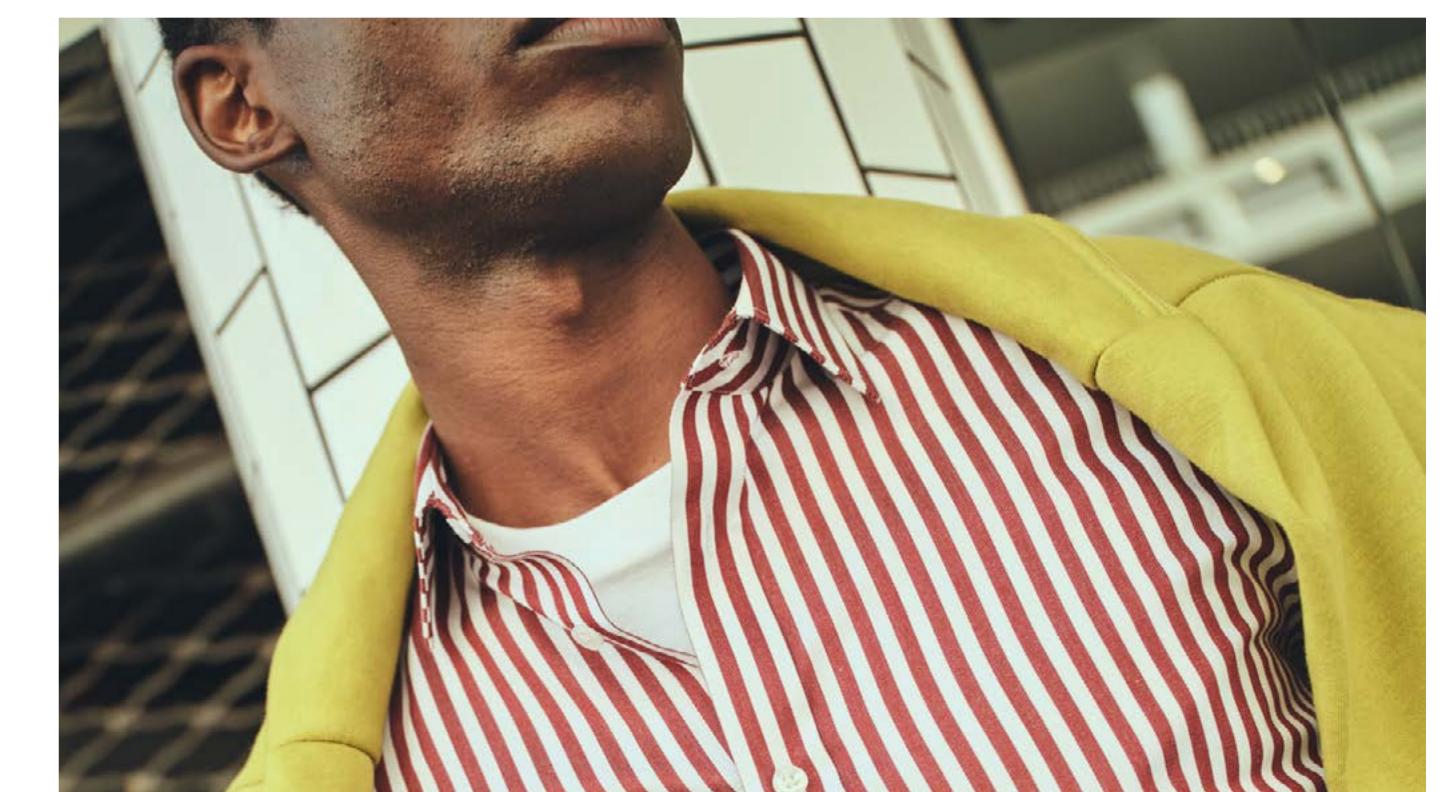
LONG-TERM INCENTIVE SCHEMES - PERFORMANCE FROM JULY 2021 TO JUNE 2024

Our Performance Share Plan (PSP) awards have performance conditions that are tested over a three-year period.

The outcomes of the three-year performance LTI allocations awarded in September 2021 were reviewed to determine whether the performance conditions had been met and whether vesting would take place. The performance measures and results were:

- adjusted HEPS growth achieved was below SA CPI performance
- relative HEPS measured against a peer group was below the median
- actual ROCE performance was higher than the WACC target

The Group achieved full vesting for ROCE, and not for the other measures, resulting in a 40% vesting overall.

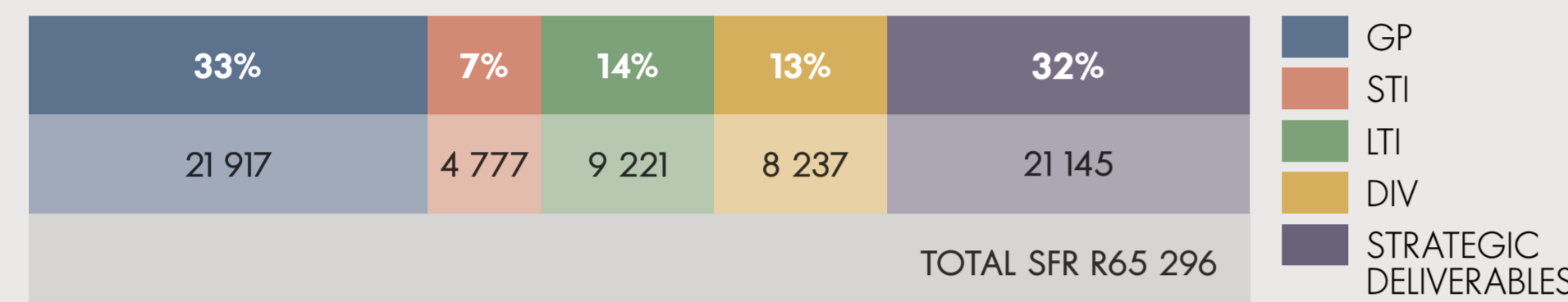


More details on the STI can be found [here](#).

EXECUTIVE DIRECTOR REMUNERATION

GROUP CHIEF EXECUTIVE OFFICER (CEO) - FY2024 REMUNERATION

FY2024 SINGLE FIGURE REMUNERATION MIX (R'000)



As previously reported, upon Roy Bagattini's appointment as Group CEO in February 2020 he was awarded a sign-on grant of RSP shares, mainly for the delivery of key strategic initiatives that were pre-agreed with the Board. The RSP grant was based on three tranches, vesting over a five-year period. The second tranche vested in FY2024 at 25%, with the final 50% vesting due in FY2025.

As a reminder the vesting of 2020 sign on award strategic initiatives are:

- the achievement of the capital plan and a restructure of the Group's balance sheet
- a strategic reset of DJ, CRG and WSA FBH businesses
- digital and data transformation
- talent culture and succession

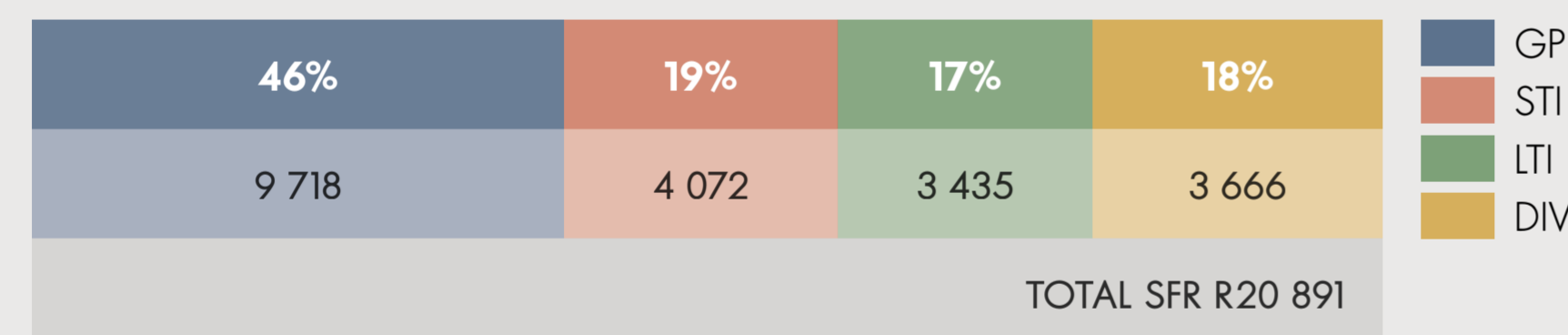
The Nominations Committee was satisfied that Roy has achieved the targets for FY2024. Therefore, vesting of the second tranche of his 2020 RSP shares has been achieved, resulting in a value of R21.1 million earned in the year.

Given that Roy had delivered on the strategic component of his STI and taking into account the performance of the WSA business, the Committee exercised its discretion and approved a reduced payment on the strategic component.

The 2021 LTI award vested at 40%, due to the non-achievement of aHEPS and relative HEPS targets, and full vesting of ROCE component.

GROUP CHIEF OPERATING OFFICER (GCOO) - FY2024 REMUNERATION

FY2024 SINGLE FIGURE REMUNERATION MIX (R'000)

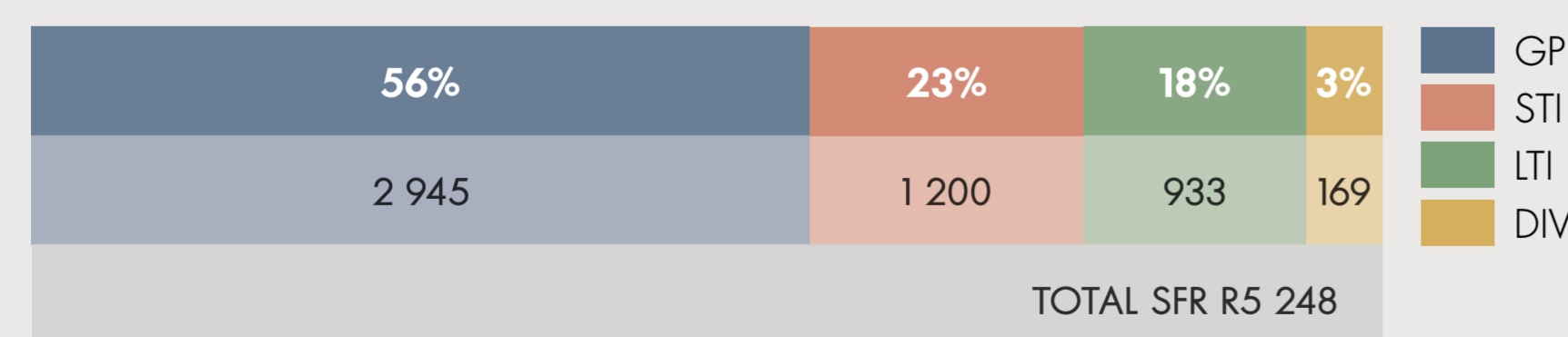


Previously Sam Ngumeni's STI vesting was 100% based on Group performance. This allocation was changed for FY2024 to 25% based on Group and 75% on WSA's performance given Sam's expanded focus on WSA. Sam did not qualify for STI based on the Group's performance however has qualified for STI based on WSA's performance which was boosted by the strong WSA Foods performance.

The 2021 LTI award vested at 40%, due to the non-achievement of aHEPS and relative HEPS targets, and full vesting of ROCE component.

FINANCE DIRECTOR (FD) - FY2024 REMUNERATION

FY2024 SINGLE FIGURE REMUNERATION MIX (R'000)



Following the resignation of the previous FD, the Group appointed Zaid Manjra as the interim Group FD. Following an extensive selection process, Zaid was appointed as the Group FD and executive director effective 1 December 2023. Consequently, his guaranteed remuneration is disclosed for seven months in the FY2024 year.

Zaid received his allocation of the 2021 LTI awards as a senior leader in the Group's finance function. In terms of the Remuneration Policy at the time of the award, his vesting was based 50% on Group performance conditions and 50% on the achievement of his IPM. Consequently, he achieved a 70% overall vesting.

Given that Zaid had delivered on the strategic component of his STI and taking into account the performance of the WSA business, the Committee exercised its discretion and approved a reduced payment on the strategic component.





The Committee believes that the Group’s remuneration philosophy and policies are aligned to the Group’s strategy and to deliver a high-performance mindset.

EXTENSION OF GROUP CEO CONTRACT

In January 2020 Roy Bagattini was appointed as the CEO for a period of five years, renewable for a further three years. I am delighted to inform shareholders that Roy’s employment with the Group has been extended without a specified end date and subject to specified notice periods. An additional Restricted Share award of R10 million has been granted and is subject to a number of specified conditions relating to senior leadership development and succession. All other aspects of his remuneration remain the same apart from the reduction of the STI maximum limit as described further in the report.

NON-EXECUTIVE DIRECTORS’ FEES

A bespoke benchmarking exercise was conducted during FY2023 to review and benchmark fees paid to all non-executive directors. Those directors in Australia and United Kingdom received above inflation increases as their remuneration lagged behind the benchmarks. It is the Group’s practice to perform a benchmarking exercise every two years, with the next exercise planned for FY2025.

The Committee has proposed that inflation adjusted increases for the Board and committee fees be recommended for shareholder approval.

COMPANIES AMENDMENT ACT

The Committee has been kept abreast of the implications of the Companies Amendment Act for the Remuneration Committee. At the time of writing this report implementation dates have not been confirmed. Pro-active analysis of the quantifiable benefits for store and supply chain employees are underway to support the new pay-gap disclosure requirements on a comparable basis.

The Committee will follow the course of the Act closely and be ready to implement the requirements as and when needed.

ACCESS TO INFORMATION AND ADVISORS

The committee continues to make use of independent external advisors in respect of remuneration trends using market benchmarks. Trends and benchmarks are reviewed every two years with a review last performed in FY2023. The Committee receives regular advice from Bowmans on local and global remuneration trends. DG Capital has provided Executive director remuneration guidance for the WHL Exco. Mercer has provided remuneration guidance in respect of our Australian operations.

GOVERNANCE

The Remuneration Policy (pages 106 to 108) and the Implementation Report (pages 109 to 114) will be tabled as non-binding advisory shareholder resolutions at the AGM on 25 November 2024. We invite any shareholder wishing to engage with the Board on either the Remuneration Policy and/or the Implementation Report to do so via email at Governance@woolworths.co.za.

If 25% or more of the shareholders do not endorse either resolution at the AGM, the Board will invite dissenting shareholders to engage with the committee on their concerns.

The committee continues to navigate ongoing changes to global remuneration practices and remains confident that the changes made to the Group’s remuneration philosophy and policies are aligned to its strategy, market best practice, and will continue to be subject to a robust re-examination each year. Adjustments to the Group’s remuneration framework will be implemented as and when required, aligned to best practice and based on the Group’s needs.

David Kneale
Chairman: Remuneration and Talent Management Committee

THIS REPORT IS STRUCTURED AS FOLLOWS:

AT A GLANCE

High level summaries of our Remuneration Policy and the Implementation Report



REMUNERATION POLICY

More detailed information on our 2025 financial year Remuneration Policies and practices applicable to the executive directors and other staff. Will be voted on at the AGM on 25 November 2024

IMPLEMENTATION REPORT

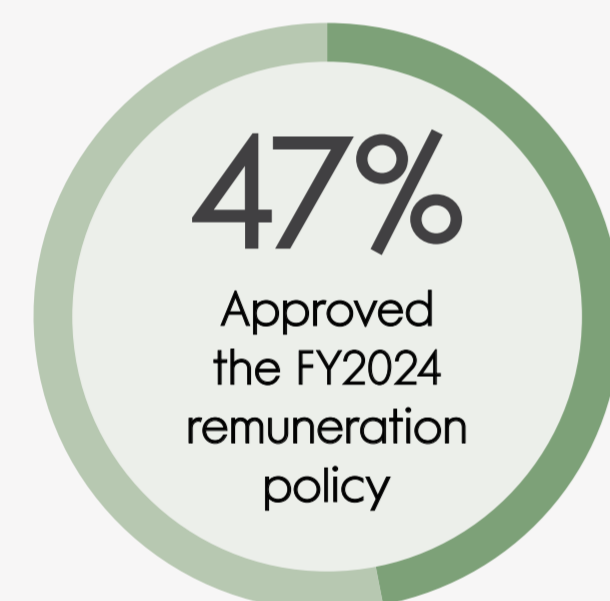
Detailed information on how we have implemented the Remuneration Policy based on the Group’s performance in 2024. Will be voted on at the AGM on 25 November 2024



OUR FY2025 REMUNERATION POLICY AT A GLANCE

SHAREHOLDER ENGAGEMENTS

Our engagements and feedback from shareholders have been deliberated on by the committee with appropriate amendments made for the FY2025 Policy



FEEDBACK	ACTION TAKEN
Benchmark LTI measures and review appropriateness for the Group	Committee undertook benchmark exercise with peers. After careful deliberation, the Committee agreed to maintain ROCE, adHEPS and ESG measures.
LTI targets do not have enough stretch in them	Stretch values reviewed and adjusted to be more in line with shareholder expectations. Threshold vesting levels were adjusted upwards (from 30% to 50%).
Greater disclosure for STI mechanics	New disclosure found in the Implementation Report
Total maximum earnings potential of the CEO high relative to peers	Group CEO maximum STI reduced from 200% to 150%
ROCE targets should provide more stretch to incentivise long-term value creation for shareholders	Targets increased (two percentage points for threshold and target levels to WACC+3% and WACC+7% respectively)
As the Group moves into its 'Invest and Grow' phase LTI metrics need to align with and incentivise achievement of profitable growth in revenue and adHEPS	A stretch target for adHEPS has been introduced in the LTI scheme at CPI+6% YOY over three years to further reinforce the goal of driving strong positive real earnings growth, whilst the target adHEPS, at CPI+3.5% YOY recognises the capital investment emphasis of the Group over the near-term



WSA: BBBEE has been removed as a LTI ESG measure and EE as a component of BBBEE will be added to the IPM's of senior executives in WSA, determining the strategic component of their STI

**(see page 107 for further details)*

INCENTIVE SCHEMES SALIENT FEATURES

*Performance measures retained from FY2024
Targets aligned to shareholder expectations
Minimum Shareholding Requirements*

STI

- Available to all employees
- Store and supply employees participate in gain-share or commission schemes
- Executives and management participate in Corporate STI at applicable levels and aligned to line-of-sight

LTI

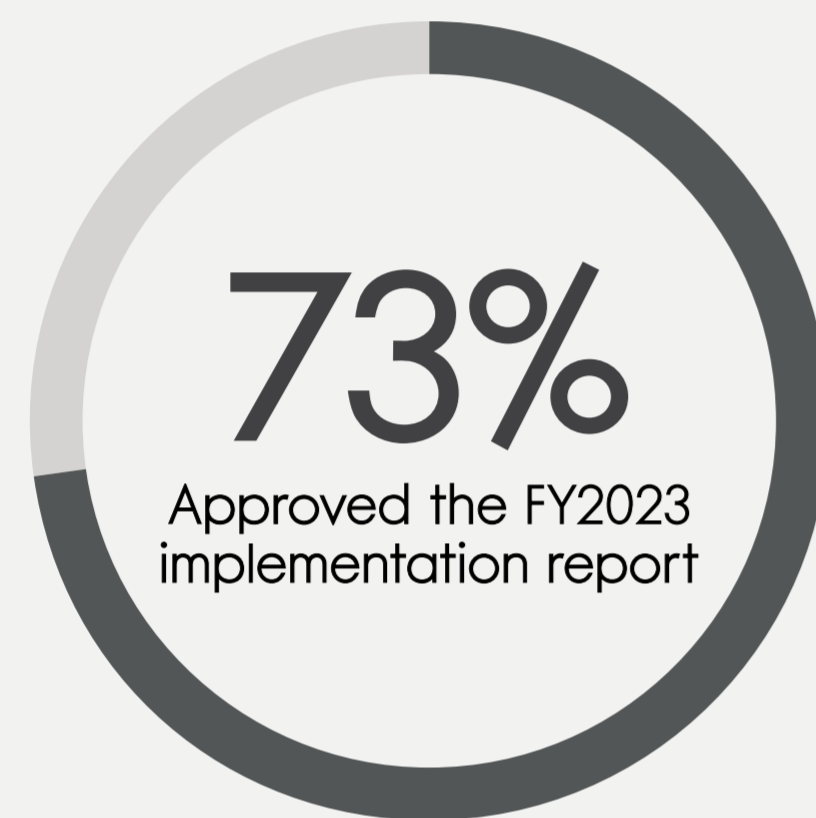
- Available to executives and management
- Three-year performance period with performance conditions and targets
- Combination of Group, WSA and CRG targets
- Retention scheme with three-to-five year vesting periods

MSR

- Apply to Group CEO, executive directors and WHL Exco
- Levels vary from 100% to 200%
- Five-year period to meet requirements

OUR FY2024 IMPLEMENTATION REPORT AT A GLANCE

SHAREHOLDERS VOTING



GROUP PERFORMANCE FOR FY2024*

Impacted by strong headwinds in SA and Aus

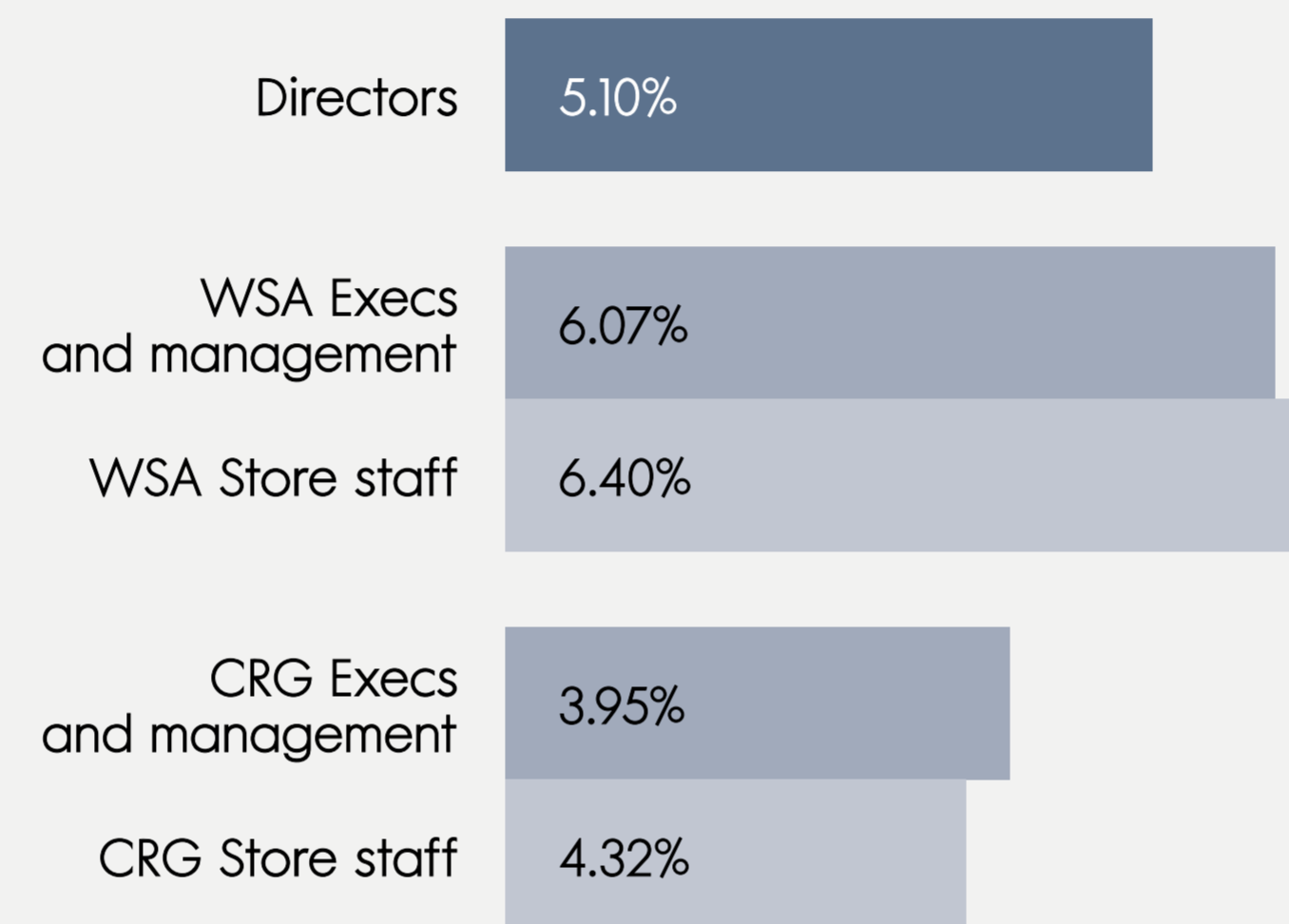
-14.1% aEBIT **18.7%** ROCE

375.4 CPS adHEPS

* Continuing operations and on a 52-week basis

GUARANTEED PAY

Increase effective 1 October 2023



CORPORATE STI PAYOUTS FOR EMPLOYEES

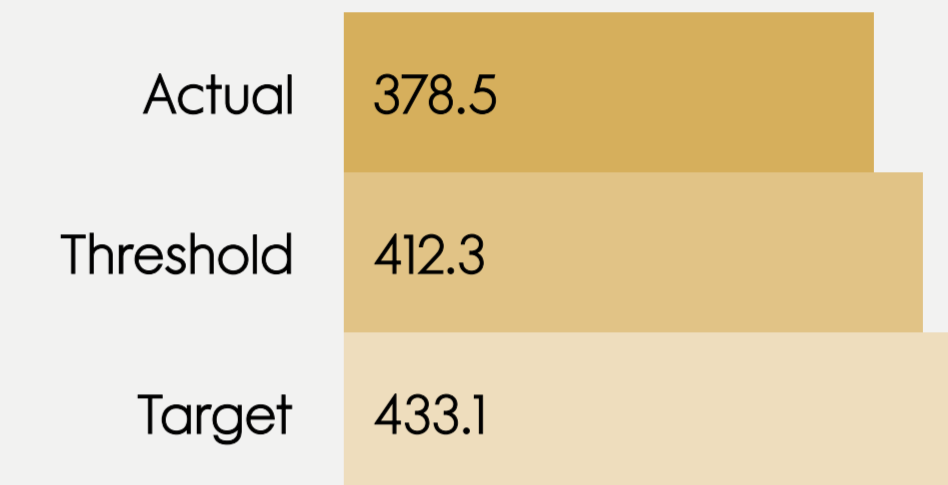
Mixed performance in STI



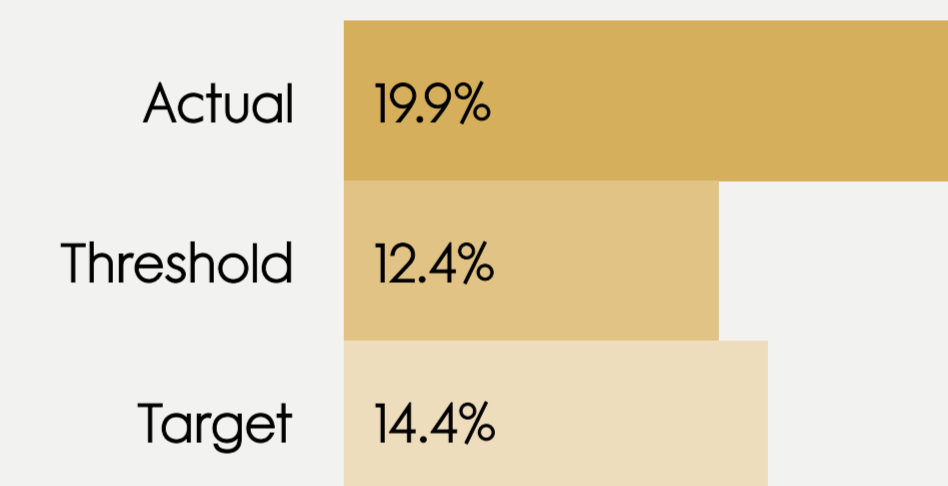
LTI PERFORMANCE

Overall vesting of 40%

aHEPS PERFORMANCE
0% vesting (52 weeks)

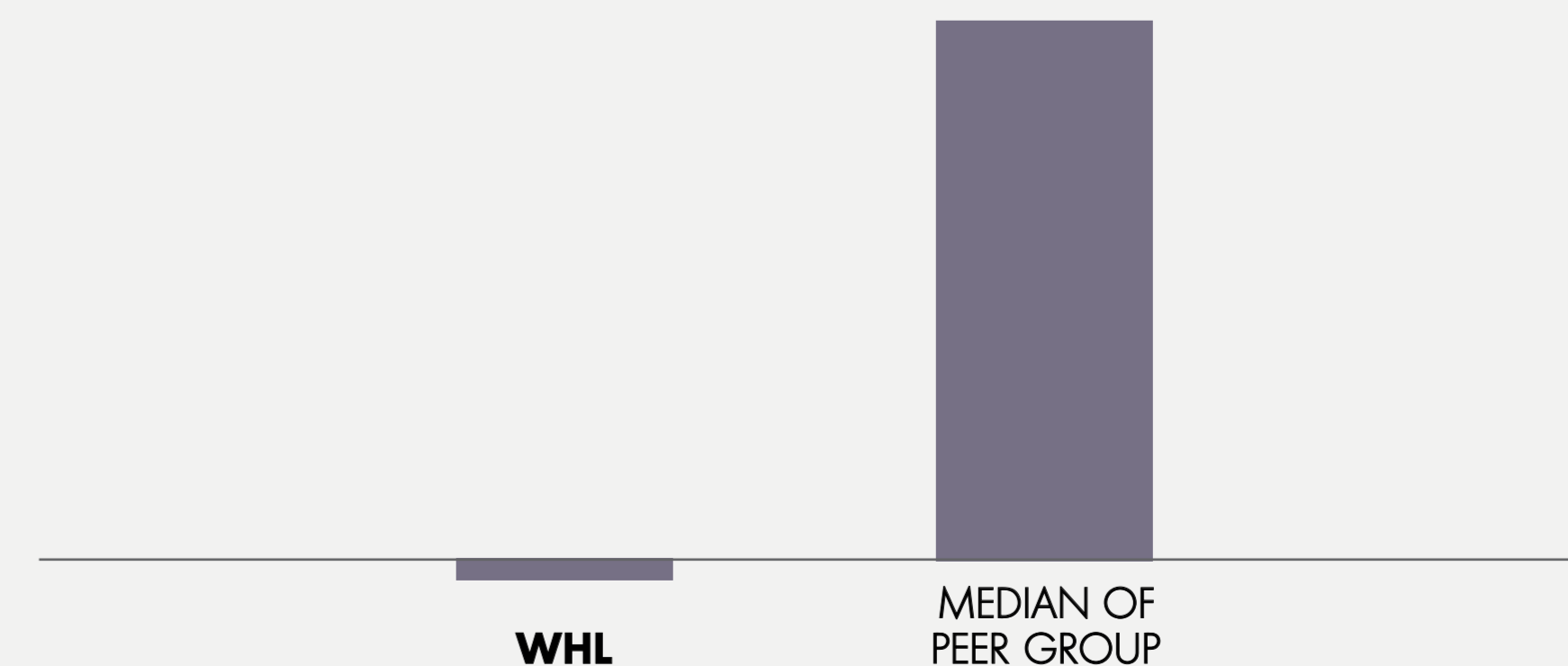


CAPITAL EMPLOYED RETURNS ABOVE WACC
100% vesting



0% vesting

RELATIVE HEPS PERFORMANCE AGAINST PEER GROUP



REMUNERATION POLICY FOR FY2025

This report focuses on the remuneration for the Group Chief Executive Officer (Group CEO), executive directors, and executive management (execs). Disclosure follows the requirements of South African legislation, King IV™ and guidance from the South African Rewards Association (SARA). To provide a more comprehensive view, policies applicable either to different levels of employee or different geographic areas are included where appropriate.



The Remuneration Policy is informed by our People Value Proposition (PVP) – expressed as ‘Our Rewards Way’. Our aspirational commitment to employees is to offer competitive, performance-based rewards based on fair and responsible principles.

The Group’s remuneration framework consists of guaranteed pay – the annual adjustment to base salary and benefits – and variable pay made up of short- and longer-term performance based incentive schemes.

Our Remuneration policies are designed to attract, retain and motivate our employees across the Group. We achieve this by ensuring that our remuneration framework recognises and rewards employees’ individual performance, leadership and behaviour in the achievement of business goals. In addition to this, at various leadership levels we ensure that we have collective goals that align our efforts and our teams. Our Policies also focus on reducing the gap on remuneration paid to executive management and our employees in our stores and distribution centres.

REMUNERATION FRAMEWORK

Our remuneration framework balances fixed and variable financial rewards to drive a high-performance culture. It is focused on achieving a fair and sustainable balance between GP, STIs, LTIs, and retention schemes for employees. The King IV™ principles relating to fair and responsible remuneration, which have been adopted by the Group, continue to guide us in the application of our Remuneration policy on a Group-wide basis.

Our pay mix ratio is geared towards the ‘pay at risk’ principle and this supports a high performance winning culture.

The application of the Remuneration Policy (on a Group-wide basis) is also guided by the King IV™ principles relating to fair and responsible remuneration

REMUNERATION			
GUARANTEED PAY		VARIABLE PAY	
Benchmarked against applicable retail and non-retail companies within geographic locations to ensure that GP is competitive, attracts and retains the required level of experience and expertise required for the Group		Short- and long-term incentives with the opportunity to earn additional financial rewards over performance periods of between one and five years	
BASE PAY	BENEFITS	SHORT-TERM INCENTIVES	LONG-TERM INCENTIVES
Market-related salary tailored to roles and performance	Market-related benefits including pension/ superannuation, healthcare, vehicle allowances, and discounts on purchases	Annual performance bonus paid on the achievement of one-year financial targets Employees in the Group participate in an STI scheme appropriate to the level and role that they perform in the Group Gain-share and commission-based incentive schemes are in place for store and distribution centre employees	Share schemes designed to incentivise Group CEO, executive directors, and designated management levels across the Group, on delivery of long-term strategic goals aligned with shareholder expectations: Performance Plan: - Performance Shares (FSP) - Performance Units (FSU) Restricted Share Plan (RSP)

FAIR, TRANSPARENT AND RESPONSIBLE REMUNERATION

Our Remuneration Policy addresses fair and responsible remuneration for executive management in the context of overall employee remuneration.

Consideration of parity gaps is a regular part of our remuneration analysis and are addressed where this is found through regular income differential exercises.

Principles that drive the Group’s policy on fair and responsible remuneration are:

- economic inclusion – a key pillar of the Group’s Inclusive Justice Initiative
- consideration given to minimum wage legislative requirements and living wage

**Certain categories of employees in Australia subject to bargaining arrangements do not participate in any incentive schemes.*

WOOLWORTHS SA AND OTHER AFRICAN COUNTRIES

A specific focus of fair and responsible remuneration in South Africa and other African countries in which Woolworths trades has been to address the challenges of:

- pay discrimination at gender and race
- income inequality
- promotion of social justice
- economic transformation

An income differential strategy, applied by WSA for a number of years, has proved to be a critical lever to ensure that we address unjustifiable income disparities at a race and gender level.

A significant driver for fair and reasonable remuneration in WSA was the implementation of a ‘Just Wage’. The aim was to provide an equitable, ethically based wage, in the construct of a living wage in the context of the Group’s values and the socio-economic environment of South Africa. The increase to remuneration not only has a positive impact on the lives of our store employees, but is a key contributor to

- equal pay for equal work of equal value
- address any income disparities based on gender and race
- participation for all permanent employees of the Group in some form of short-term incentive or store and distribution gain-share schemes*
- participation for all permanent employees in equal measure on product discounts
- specific corporate initiatives applied to enhance work experience and improve the PVP

The Group applies and measures fair and responsible remuneration relevant to the countries in which it trades.

provide customers with the best in-store service levels in the market.

The ‘just wage’ principle has also been implemented in the Rest of Africa, where we have tailored the offering for each country with consideration to local legislation.

COUNTRY ROAD GROUP

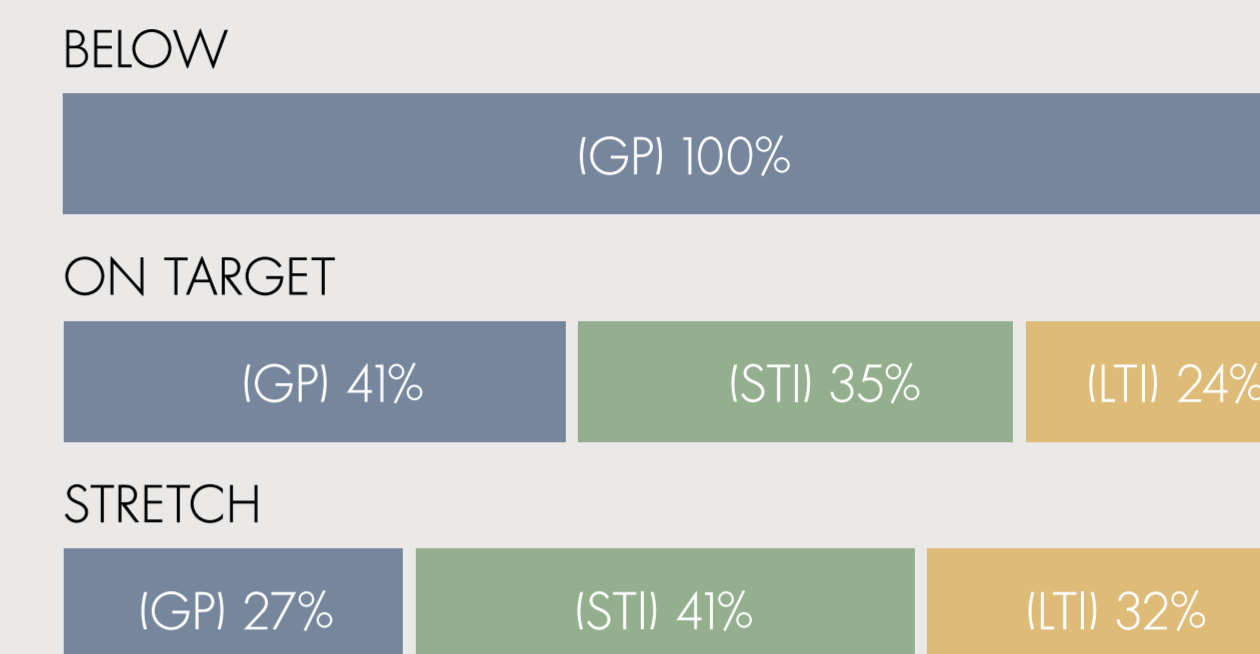
CRG applies the Group’s fair and responsible remuneration principles adapted to cater for the needs of the Australian context. Gender equality has been a strong focus for CRG. The Australian government introduced the Workplace Gender Equality Act (WGEA) in 2023 with the primary aim to increase transparency and encourage employers to accelerate progress to close the gender pay gap. For the reporting year 2022/2023, the Australian median gap was 19%, while CRG was significantly lower at a median gap of 7.5%. Parity gaps between gender and race are a regular part of our remuneration analysis and are addressed where this is found through regular income differential exercises.

The ‘Just Wage’ principle has also been implemented in the Rest of Africa, where we have tailored the offering for each country

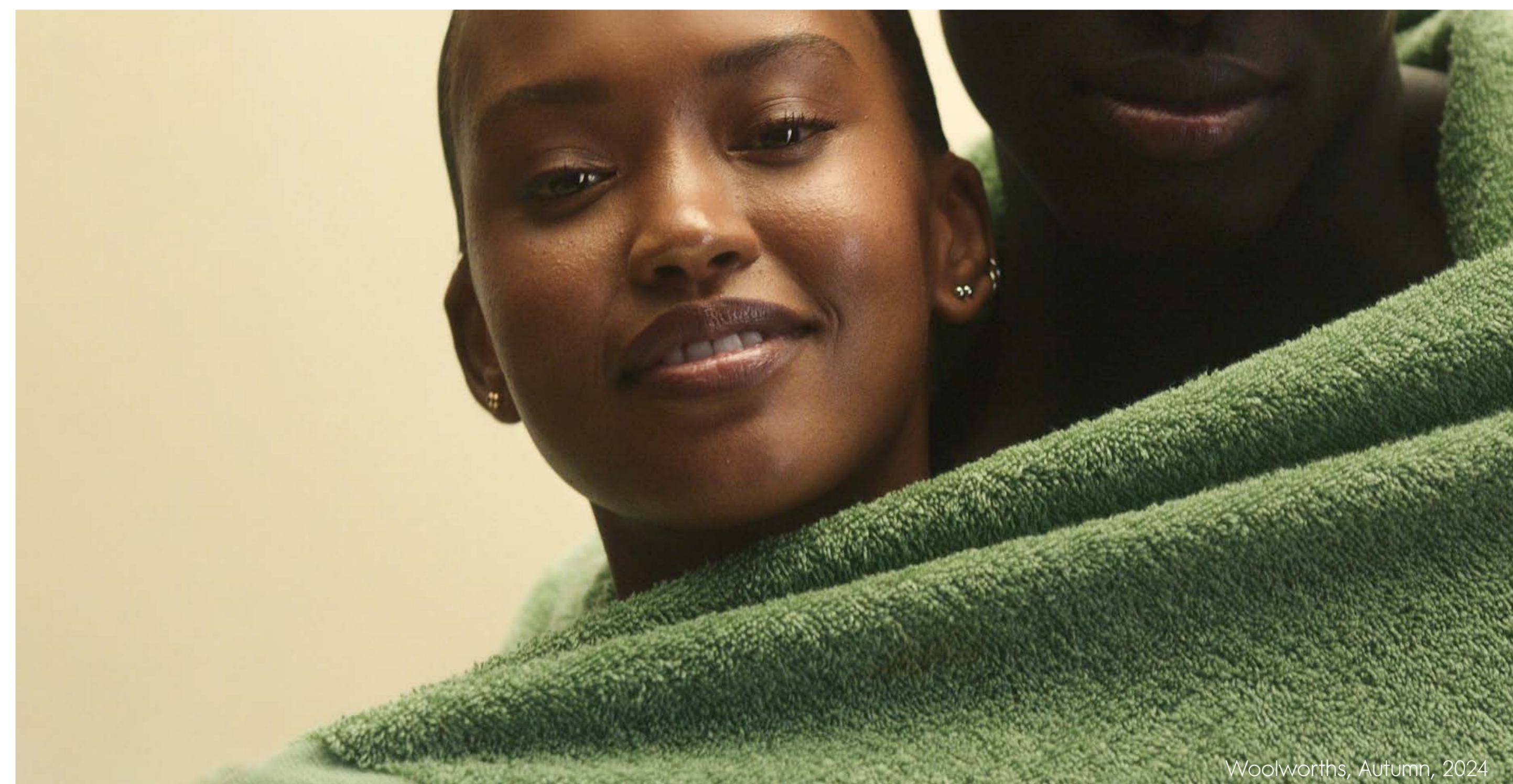
REMUNERATION MIX

To achieve a performance-driven culture and an alignment with value creation for shareholders, the remuneration mix for the Group CEO, executive directors, Exco members, and senior management is geared towards a higher percentage of variable pay. The variable pay, made up of Corporate STI and LTI, is considered ‘at risk pay’ to drive the achievement of stretch goals by employees. Variable pay at senior levels is linked to performance and appropriately capped.

To illustrate the contribution of fixed and variable pay for the executive directors the chart opposite highlights the potential remuneration mix of GP, STI and LTI.



- Below level assumes GP at 100%. No STI and no vesting of LTI allocations are included
- On-target level assumes GP at 100%, with STI at 50% pay out and LTI vesting at 50%
- Stretch level assumes GP at 100%, with STI at 100% pay out and full vesting of LTI
- STI capped at 150%



Woolworths, Autumn, 2024











VARIABLE REMUNERATION ALIGNED TO GROUP STRATEGY

We have identified eight Group strategic pillars to deliver a future-fit business that will return long-term profit growth and create sustainable value for all our stakeholders. We measure the achievement of these pillars with clearly defined financial and non-financial performance metrics.

The table alongside illustrates the alignment of the strategic pillars.

The strategic pillars are discussed in more detail on pages 68 to 74 and the performance metrics on pages 77 to 82.

STRATEGIC PILLARS		SELECTED STRATEGIC PERFORMANCE METRICS	LINK TO REMUNERATION PERFORMANCE CONDITIONS
	LEADING AND ICONIC FOOD BUSINESS	GROUP αEBIT The ongoing profitability of the business - to reflect potential returns and determine business continuity	α PBT/ α EBIT incorporated in financial performance for STI – 60% contribution
	FASHION TURNAROUND AND GROWTH IN BEAUTY AND HOME	Adjusted diluted headline earnings per share The quality of earnings of the Group	adHEPS growth included in LTI – 40% weighting
	UNLOCK AND CREATE VALUE IN OUR AUSTRALIAN BUSINESSES	Return on capital employed Demonstrates how efficiently we use our capital to generate returns for our shareholders	ROCE included in LTI – 40% weighting
	DATA-DRIVEN DECISION MAKING	% Revenue tracked on loyalty cards Measures value creation for customers by increasing their loyalty through loyalty programmes	Incorporated in individual strategic objectives for STI – 40% contribution
	COST EFFICIENCY AND OPERATIONAL EXCELLENCE	Cost to operate % Proportion of revenue used in the ongoing expenses from the normal day-to-day running of the Group	α PBT/ α EBIT incorporated in financial performance for STI – 60% contribution adHEPS growth included in LTI – 40% weighting
	ELEVATED OMNICHANNEL EXPERIENCE	Online sales growth Reflects the success of initiatives and investments to drive sales through digital channels	Incorporated in individual strategic objectives for STI – 40% contribution
	PEOPLE AND LEADERSHIP	Progress on ‘Just Wage Initiative’ Demonstrates deliberate intent to reduce the remuneration gap in WSA	Inherent in the application of fair and equitable remuneration
	GOOD BUSINESS JOURNEY	% target achieved on Group sustainability scorecard Demonstrates commitment to sustainability and execution of our GBJ strategy	ESG measures included in LTI – 20% weighting



ADDITIONAL REMUNERATION POLICIES FOR EXECUTIVE DIRECTORS AND SENIOR MANAGEMENT

MALUS AND CLAWBACK

Malus and clawback provisions are applicable to all variable remuneration made to the Group CEO, executive directors and WHL Exco.

Malus provisions apply prior to the vesting or payment of awards, while clawback provisions are applicable for a two-year period after the payment of any Corporate STI or vesting of any LTI awards. A trigger event is defined as an event that leads to material reputational damage, material misstatement in the financial statements, or a deliberate misinterpretation of financial targets and gross negligence.

These provisions enable the committee to recover variable remuneration awards made to a participant based on a trigger event, caused by the participant, which leads to loss or damage incurred by the Group.

SERVICE CONTRACTS AND NOTICE PERIODS

As previously recorded, Roy Bagattini's fixed term agreement has been extended without a specific end date. The agreement has a six month notice period, reducing to three months in specified instances. Roy continues to have a restraint of trade agreement of 24 months in South Africa and 12 months in Australia.

Other executive directors and execs have employment agreements with the Group which may be terminated with notice periods of between six and twelve months. Employment agreements may also include restraint of trade agreements.

Expatriate execs employed on a fixed-term contract are subject to obtaining and maintaining applicable work permits.

Malus and clawback provisions apply to all variable remuneration for executive directors and WHL Exco.

MINIMUM SHAREHOLDING REQUIREMENT (MSR)

MSR requirements are effective from 1 September 2022. The requirements apply to the Group CEO, executive directors and WHL Exco. The Group CEO is required to hold 200%, the remaining directors 150%, and WHL Exco members 100% of their respective GP.

Participants have a period of five years in which to reach the required MSR % of GP requirements by pledging a portion of their LTI vestings to MSR. These shares are restricted and only shares in excess of the MSR % may be sold.

COMMITTEE DISCRETION

The remuneration framework and policy guides the Group's remuneration arrangements. The basis for STI and LTI awards are formulaic in nature, however the final quantum of actual variable pay remuneration is discretionary. Discretion is not exercised in the achievement of the performance conditions for the long-term incentive schemes.

The Committee may exercise reasonability and discretion to award ex gratia payments or adjustments where extraordinary value has been created by executives. It can also adjust the size of the bonus pools when they are inappropriate, or where STI payments are not warranted.

In the event that the committee exercises its discretion, disclosure will be made in the Implementation Report.

JSE-APPROVED SCHEDULE 14 SHARE SCHEME

The maximum number of shares available for utilisation for JSE Schedule 14 scheme is 79.8 million, representing 8.1% of the issued share capital as at 30 June 2024. Shares allocated to participants under this scheme may either be purchased on the open market or new shares may be issued.

Unutilised shares amount to 23.9 million. 246 522 awards were made in FY2024.

Grants awarded in terms of this Schedule 14 scheme:

- may not exceed 250% of an employee's guaranteed pay in any one financial year
- in aggregate, an employee may not hold more than 11 934 827 awards

The Company repurchased 27.4 million of its own shares from 9 June 2022 to 7 July 2023 in terms of share buy backs. In terms of the PSP scheme rules and the JSE listing requirements, the number of unvested awards issued to participants has been reduced to ensure participants are entitled to the same proportion of the issued share capital of the Company as that to which they were previously entitled prior to the repurchase. The maximum award to any one participant has also been reduced.

RSP AND PERFORMANCE SHARES (PS) SCHEMES

The RSP or PS schemes are not Schedule 14 schemes. All shares awarded to participants under these schemes are purchased on the open market at the prevailing market price when the awards are made. Consequently there are no restrictions on the number of RSP shares awarded to an employee in any financial year or the aggregate held by an employee.

The RSP scheme was introduced in 2009, primarily for retention of selected employees. 85 754 RSP shares were awarded in FY2024.

The FSP scheme came into effect from 1 July 2023.

MANAGEMENT OF WOOLWORTHS HOLDINGS SHARE TRUST

Two independent non-executive directors act as trustees for the Woolworths Holdings Share Trust. The Trust administers the utilisation of shares for the Group's long-term incentive share schemes.

Shares and grants may not be awarded or exercised during a closed or prohibited period. The Group's closed period runs from two weeks prior to the interim or year-end date to the date on which the financial results are announced on the JSE.





REMUNERATION POLICY APPLICABLE TO THE 2025 FINANCIAL YEAR

The table below sets out the components of the remuneration framework to be applied by the committee in the 2025 financial year for the Group Chief Executive Officer (Group CEO), executive directors and key senior executives (execs).

Components of the framework may differ between WSA and CRG in which case the differences are highlighted. The framework is applied to all Group employees. The LTI scheme is not applicable to lower management levels where 'line of sight' cannot be easily attributable to these roles.

	GUARANTEED PAY	
	BASE SALARY	OTHER BENEFITS
PURPOSE AND LINK TO STRATEGY	Market-related level of remuneration with consideration to specific requirements of the role	Benefits and allowances of a compulsory and non-compulsory nature appropriate to the market and contribute to well-being of employees, in line with PVP
MECHANICS	<p>Reviewed annually against retail peer companies in South Africa, Australia and other countries in which the Group trades</p> <p>Market conditions, company performance, internal comparability, individual performance and responsibility are taken into consideration</p> <p>Includes performance against financial and non financial objectives and leadership behaviour against Group values and Our Leadership Way</p> <p>No obligation to increase base salary</p>	<p>Benefits include:</p> <ul style="list-style-type: none"> retirement funding, superannuation healthcare motor vehicle allowance and vehicle leasing options product discount on purchases made in the Group's stores other benefits as per specific country
OPPORTUNITY	Reviewed in context of company and Group performance, in-country CPI and affordability	Some benefits and the quantum of benefits will vary according to Group's subsidiaries and the market in which they trade



The table alongside sets out the components of the remuneration framework to be applied by the committee in the 2025 financial year for the Group CEO, executive directors, and Execs.

Components of the framework may differ between WSA and CRG – these differences are highlighted. The framework is applied to all Group employees. It is not applicable to specific management roles.

We have engaged with our key shareholders before finalising our LTI measures and targets for FY2025.

MINIMUM SHAREHOLDING REQUIREMENT

- MSR levels:
- Group CEO: 200%
 - Group FD: 150%
 - WHL Exco: 100%

Requirement to be met in a five-year period from 1 July 2022

SHORT-TERM INCENTIVES		LONG-TERM INCENTIVES														
SHORT-TERM INCENTIVE SCHEME		FORFEITABLE PERFORMANCE UNITS (FPU) COUNTRY ROAD GROUP	FORFEITABLE PERFORMANCE SHARES (FPS) WHL & WOOLWORTHS SA	RESTRICTED SHARE PLAN (RSP) WHL AND WSA ONLY												
PURPOSE Motivate executives and senior management to achieve short-term strategic, financial and non-financial objectives as agreed for the financial year.		No retesting of performance conditions. Awards lapse if performance conditions are not achieved														
MECHANICS Bonus split: 60% financial measures and 40% individual strategic objective measures The target is determined annually in advance Financial STI calculated as follows: <ul style="list-style-type: none"> • Group CEO: 100% Group performance • Group FD: 100% Group performance • CRG CEO: 20% Group and 80% CRG performance • WSA CEO FBH and WSA CEO Food: 20% Group, 20% WSA and 60% FBH or Food performance • Execs: 10% Group performance with remaining 90% based on line of sight to company and/or specific business area performance Earnings potential is applied on a stepped scale between threshold and on-target. Above on-target performance stepped approach follows until individual maximums have been achieved.		PURPOSE Motivate employees to achieve three-year strategy aligning shareholder and executive interests														
OPPORTUNITY AND MAXIMUM LIMIT On-target and stretch performance of GP:		PURPOSE Motivate employees to achieve three-year strategy aligning shareholder and executive interests														
Group CEO Group FD WHL Exco Execs: <ul style="list-style-type: none"> WSA AUS 		MECHANICS CRG participants are entitled to the delivery of conditional awards in shares after three years from date of grant provided that certain performance conditions are met Vesting occurs subject to the achievement of performance conditions over the three-year performance period Vesting occurs on a linear scale in accordance with an agreed threshold and stretch target WHL and WSA participants are allocated restricted delivery of shares subject to the achievement of conditions over the three-year performance period. Shares are purchased on the open market and held in escrow until all restrictions are lifted and the Committee is satisfied that the performance conditions have been achieved. Participants are entitled to receive dividends during the performance period.														
PERFORMANCE CONDITIONS <ul style="list-style-type: none"> • 60% Financial target aPBT or aEBIT, gatekeeper of 90% applied at company level • 40% Strategic objectives, gatekeeper of 80% of aPBT or aEBIT 		MECHANICS CRG participants are entitled to the delivery of conditional awards in shares after three years from date of grant provided that certain performance conditions are met Vesting occurs subject to the achievement of performance conditions over the three-year performance period Vesting occurs on a linear scale in accordance with an agreed threshold and stretch target WHL and WSA participants are allocated restricted delivery of shares subject to the achievement of conditions over the three-year performance period. Shares are purchased on the open market and held in escrow until all restrictions are lifted and the Committee is satisfied that the performance conditions have been achieved. Participants are entitled to receive dividends during the performance period.														
PAYMENT CYCLE Corporate STI scheme: <ul style="list-style-type: none"> • Payments made annually in September Store and supply chain STI schemes: <ul style="list-style-type: none"> • Cash payments may be made monthly, quarterly or biannually dependent on the scheme 		OPPORTUNITY AND MAXIMUM LIMIT Grants are made annually at the discretion of the Committee based on GP at grant date. Allocations capped at: <table border="1"> <tr> <td>CRG CEO</td> <td></td> <td>Group CEO</td> <td></td> </tr> <tr> <td>CRG Exco</td> <td></td> <td>WHL Exco</td> <td></td> </tr> <tr> <td>CRG senior management</td> <td></td> <td>Execs (WSA)</td> <td></td> </tr> </table>			CRG CEO		Group CEO		CRG Exco		WHL Exco		CRG senior management		Execs (WSA)	
CRG CEO		Group CEO														
CRG Exco		WHL Exco														
CRG senior management		Execs (WSA)														
OTHER All employees in the Group participate in a STI scheme at different levels of % of GP at on-target, stretch or maximum level. Store and supply chain employees participate in gain-share or commission schemes appropriate to their employer company. The Committee has the discretion to exercise reasonability and discretion to pay ex gratia payments where extraordinary value has been created by executives and/or to mitigate any unintended consequences as may be warranted.		OPPORTUNITY AND MAXIMUM LIMIT Grants are made annually at the discretion of the Committee based on GP at grant date. Allocations capped at: <table border="1"> <tr> <td>CRG CEO</td> <td></td> <td>Group CEO</td> <td></td> </tr> <tr> <td>CRG Exco</td> <td></td> <td>WHL Exco</td> <td></td> </tr> <tr> <td>CRG senior management</td> <td></td> <td>Execs (WSA)</td> <td></td> </tr> </table>			CRG CEO		Group CEO		CRG Exco		WHL Exco		CRG senior management		Execs (WSA)	
CRG CEO		Group CEO														
CRG Exco		WHL Exco														
CRG senior management		Execs (WSA)														
NO OF PARTICIPANTS 2 659		OTHER STI 29 904														
NO OF CRG PARTICIPANTS 38		NO OF WHL AND WSA PARTICIPANTS 414														
NO OF PARTICIPANTS 63		NO OF PARTICIPANTS 63														

Requirement to be met in a five-year period from 1 July 2022

NON-EXECUTIVE DIRECTORS REMUNERATION POLICY

REMUNERATION POLICY APPLICABLE TO THE 2025 FINANCIAL YEAR

The table alongside sets out the remuneration policy to be for the 2025 financial year for non-executive directors. This forms the underlying basis for the directors' fees tabled for shareholder approval at the AGM to be held on 25 November 2024.

EMOLUMENTS

FEES	BENEFITS
<p>CHAIRMAN, LEAD INDEPENDENT DIRECTOR, AND DIRECTORS</p> <p>A market-related fee to attract and retain experienced and diverse non-executive directors Fees are independently benchmarked on a biennial basis</p>	<p>MECHANICS</p> <p>Non-executive directors receive product discounts on purchases made in WHL Group stores No other benefits are provided Non-executive directors do not participate in any STI or LTI schemes</p>
<p>COMMITTEE MEMBERSHIP</p> <p>The fees reflect the additional responsibilities taken through the membership of Board committees Committee chairmen receive a higher amount than members given the additional demand on their time</p>	
<p>MECHANICS</p> <p>Non-executive director fees are approved by shareholders annually Fees are based on an annual construct as directors provide input on an ongoing basis throughout the year, and not only via attendance at meetings International-based director fees are based on relevant market-related fees and paid in the currency of that country Fees reflect the time commitment, demands, international travel requirements and responsibilities of the role Audited non-executive directors' fees for the 2024 financial year are shown on page 117.</p>	
<p>SERVICE CONTRACTS</p> <p>Non-executive directors do not have service contracts. They serve the company through letters of appointment, which may be terminated without liability for compensation Non-executive directors must be re-elected by shareholders at an AGM on a rotational basis, usually at three-year intervals</p>	
<p>OTHER</p> <p>All travel and accommodation expenses are settled by the Company Fees are paid quarterly with no additional fees paid for adhoc meetings</p>	

PROPOSED FEES FOR FY2025

Non-executive director fees were independently benchmarked in FY2023, in line with our standard policy.

In order to mitigate the effects of foreign exchange fluctuations and to provide certainty of fees to be earned, shareholders approved that all fees payable to our non-executive directors in the United Kingdom and Australia be remunerated in their respective currency. This is applicable to fees for member of the Board, committee chairman and member fees.

The Board has proposed inflation linked fees for 2025 of 4.5% (exclusive of VAT), for South Africa. A 3.5% increase has been proposed for Australia based directors and a 2% for UK based directors.

The increases are effective from 1 January 2025, and are shown in the table alongside.

PEER GROUPS USED FOR BENCHMARKING

Australia ALS Limited, Aurizon Holdings Limited, Carsales.com Ltd, Contact Energy Limited, Harvey Norman Holdings Limited, JB Hi-Fi Limited, Lendlease Group, New Hope Corporation Limited, NEXTDC Ltd, Orica Ltd, QUBE Holdings Ltd, Steadfast Group Ltd and Worley Ltd
United Kingdom Airtel Africa PLC, B&M European Value retail, Berkley Group Holdings, Computacenter PLC, EasyJet PLC, Frasers Group PLC, IG Group Holdings PLC, InchCape PLC, Investec PLC, Marks & Spencer Group PLC, Mediclinic International PLC, Nomad Foods Ltd (NYSE), Ocado Group, Tate & Lyle PLC and The Weir Group PLC
SA industry-based comparator Bid Corporation, Clicks, Dis-Chem, Foschini, Mr Price, Pepkor, Pick n Pay, Shoprite, Spar, and Truworths
SA size-based comparator African Rainbow Minerals, Aspen, Bidvest, Discovery, Exxaro Growthpoint, Harmony Gold, Nedbank, Northam Platinum, Old Mutual, Remgro, and Sibanye

	Current approved fees	Proposed fees	% Increase
South Africa-based directors (paid in R)			
Chairman	R2 616 907	R2 734 668	4.5%
Lead Independent Director	R924 638	R966 247	4.5%
Member of the Board	R489 222	R511 237	4.5%
Audit Committee chairman	R421 445	R440 410	4.5%
Audit Committee member	R231 059	R241 457	4.5%
Nominations Committee chairman	R217 501	R227 289	4.5%
Nominations Committee member	R135 924	R142 041	4.5%
Remuneration and Talent Management Committee chairman	R285 522	R298 370	4.5%
Remuneration and Talent Management Committee member	R149 481	R156 208	4.5%
Risk and Information Technology Committee chairman	R285 405	R298 248	4.5%
Risk and Information Technology Committee member	R149 481	R156 208	4.5%
Social, Ethics and Compliance Committee chairman	R231 059	R241 457	4.5%
Social, Ethics and Compliance Committee member	R135 924	R142 041	4.5%
Sustainability Committee chairman	R231 059	R241 457	4.5%
Sustainability Committee member	R135 924	R142 041	4.5%
Treasury Committee chairman	R285 426	R298 270	4.5%
Treasury Committee member	R151 050	R157 847	4.5%
Hourly rate for additional services	R6 508	R6 801	4.5%
United Kingdom-based (paid in £)			
Member of the Board	£88 532	£90 303	2%
Committee chairman	£12 700	£12 954	2%
Committee member	£7 400	£7 585	2%
Australia-based director (paid in A\$)			
Member of the Board	A\$170 063	A\$176 015	3.5%
Committee member	A\$16 500	A\$17 078	3.5%

IMPLEMENTATION REPORT FOR FY2024 FINANCIAL YEAR



Country Road, Autumn, 2024

COMPLIANCE WITH THE REMUNERATION POLICY

The Committee monitored the implementation of the Remuneration Policy throughout the year and is of the view that the Group was in material compliance with the 2024 Remuneration Policy as set out in the 2023 Integrated Annual Report.

In relation to the Financial Component of the STI, the Group fell short of the 90% of aPBT budget resulting in a nil STI payout for the Group CEO and Finance Director for this component.

The Group CEO, Finance Director and WHL Group Exco delivered their strategic component of STI. Given this, and taking into account WSA performance, the Committee exercised discretion and approved reduced payments of the strategic component of STI.

The percentage STI payout, where applicable, was linked to the scores achieved in the approved performance rating for each executive.

No circumstances warranted the application of any malus or clawback provisions.

APPLICATION OF FAIR AND RESPONSIBLE REMUNERATION

The Committee applies the concept of a fair and responsible pay barometer to enable it to consider the remuneration of executive directors in the context of remuneration earned by different categories of employees, including gender, race, and geography.

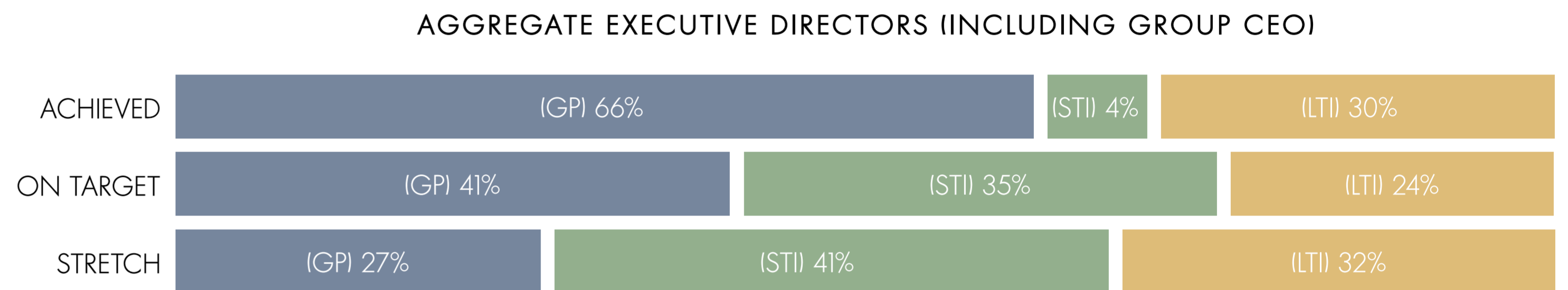
The barometer is discussed at committee meetings on an annual basis. The Group continues to make significant progress in terms of managing 'the ethics of pay'.

The barometer shown on the following page explains the application for the 2024 financial year.

GROUP CEO AND EXECUTIVE DIRECTORS' REMUNERATION MIX

The chart below represents the actual aggregated remuneration mix for the Group CEO and executive directors achieved for the year ended 30 June 2024. It should be compared to the potential remuneration mix based on the Remuneration Policy shown here.

The achieved remuneration mix varies from the potential mix due to the underachievement of the FY2024 STI performance.



GUARANTEED PAY

The annual GP increases are set out in the table alongside. Inflation-based increases were effective 1 October 2023.

The Group continues to address and reduce the pay gap between management and staff by awarding staff higher percentage increases than management. Staff increases include the remaining tranche of the 'just wage' adjustment.

The guaranteed pay (included in single-figure remuneration) of executive directors is shown [here](#).

	AVG % INCREASE
Group CEO and executive directors	5.10%
WSA Executives and management	6.07%
WSA Store staff	6.40%
CRG Executives and management	3.95%
CRG Store staff	4.32%



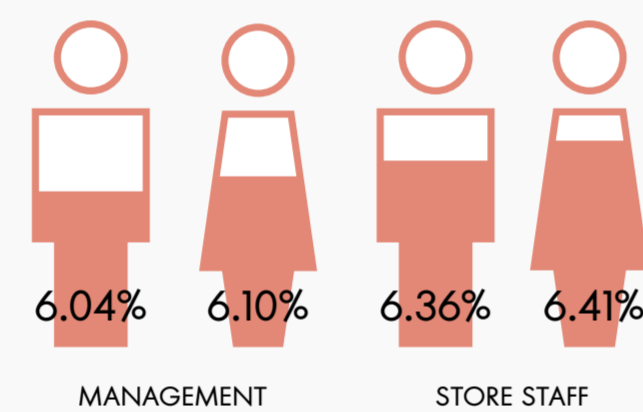
FAIR AND RESPONSIBLE PAY BAROMETER

SOUTH AFRICA 2024

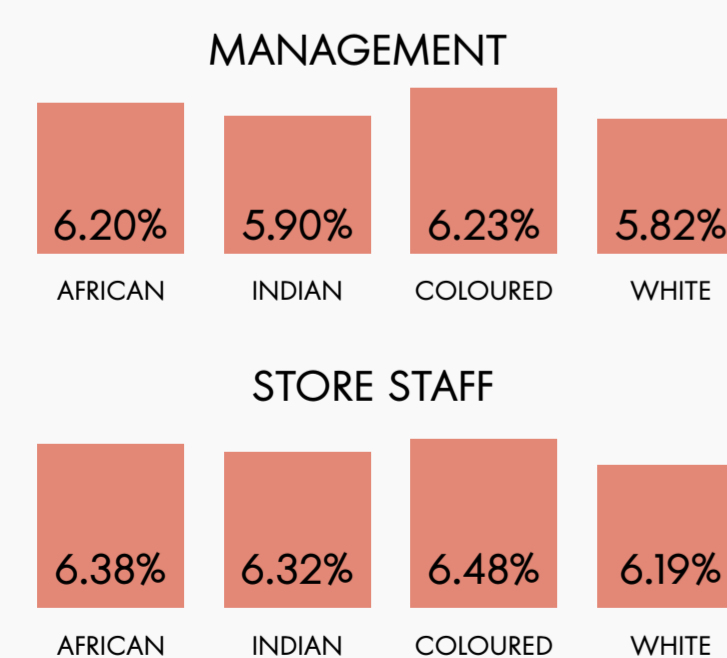
DIFFERENTIATED ANNUAL SALARY INCREASES*



ANNUAL SALARY INCREASES BY GENDER



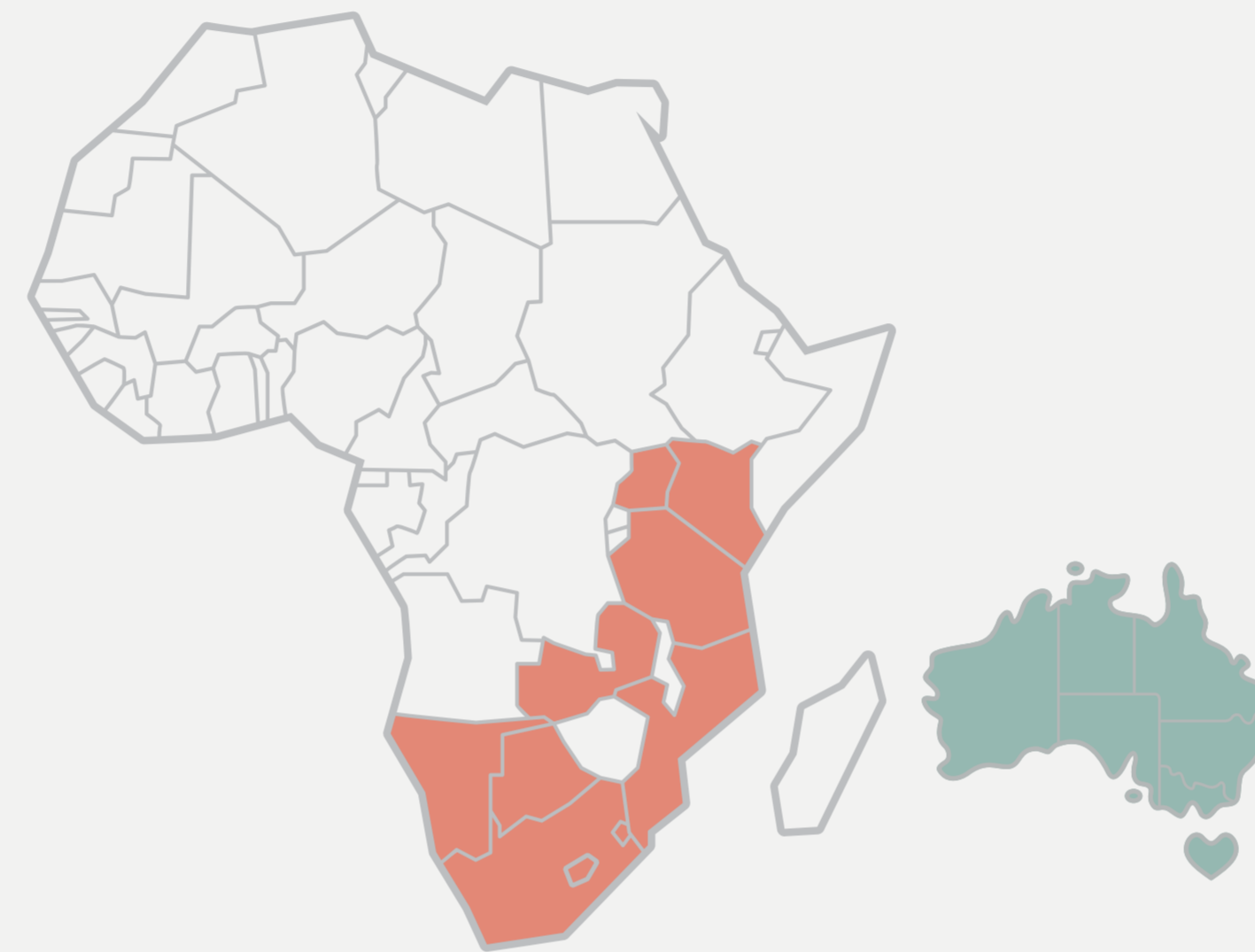
ANNUAL SALARY INCREASES BY RACE



WSA is consistently cognisant of the need to address inequalities at both race, gender and level of work in reviewing the annual salary increases. The 'just wage' has been a significant investment to address this matter.

Salaries for store employees are 18% above the retail sector and 54% above the national minimum wage.

Annual salary increases for supply chain employees are determined in the context of the union wage negotiations.

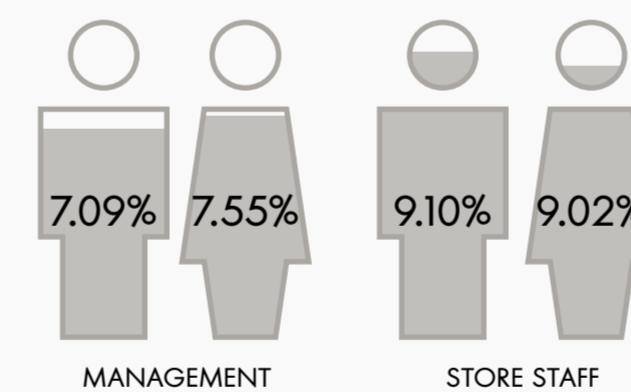


REST OF AFRICA 2024

DIFFERENTIATED ANNUAL SALARY INCREASES*



ANNUAL SALARY INCREASES BY GENDER



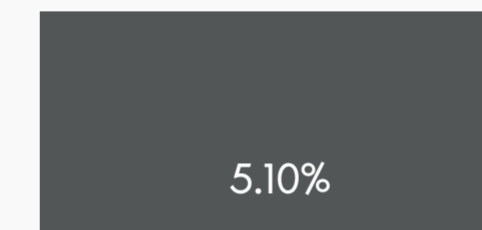
Aligned with the 'just wage' initiative in WSA, our employees in the Rest of Africa have received salary adjustments to reflect this.

Employees earn higher than the minimum wage in their respective countries.

This can be seen in the higher increases for store employees. The overall salary increases granted to both management and store staff reflect that female employees received higher increases, averaging 8.73%, compared to 8.71% for male employees.

EXECUTIVE DIRECTORS INCLUDING GROUP CEO

DIFFERENTIATED ANNUAL SALARY INCREASES*

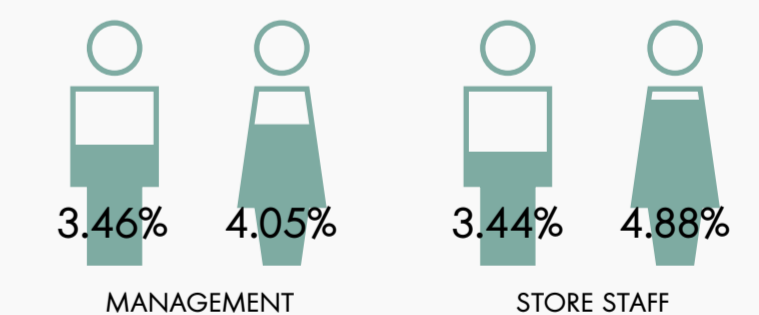


AUSTRALIA AND NEW ZEALAND 2024

DIFFERENTIATED ANNUAL SALARY INCREASES*



ANNUAL SALARY INCREASES BY GENDER



CRG has a focus on gender equality for the business. Adjustments to salary increases were actioned in FY2023, with further adjustments made in FY2024. Women, in both management and store staff, have received salary increases in excess of their male counterparts.

* effective 1 October 2023

SHORT-TERM INCENTIVES (STI)

		FINANCIAL COMPONENT (60%)			+	STRATEGIC COMPONENT (40%)			=	TOTAL STI
Weighting		TARGETS (ACHIEVEMENT AGAINST BUDGETED FY2024 aPBT)			Weighting		TRIGGER >80% WHL aPBT			
	60%	Below WHL aPBT trigger	Between WHL aPBT trigger and target	Exceed WHL aPBT budget	40%	Trigger	Aggregate KPI rating	Maximum Strategic Contribution		
Mechanics		0%	Stepped payment up to 100%	Stepped payment up to cap		>80% WHL aPBT	100%	Additional 20%		
FY2024 WHL Rand achievement		< 90%	n/a	n/a		< 80%	n/a	n/a		

GROUP CEO: ROY BAGATTINI (MEASURED 100% WHL ON FINANCIAL COMPONENT)

Calculation	GP x 100% (allocation) x 60% (weighting) x 0% (achievement)	+	GP x 100% (allocation) x 40% (weighting) x 0% (achievement)	=	TOTAL STI
FY2024 Rand outcome	Rand 0	+	FY2024 Rand Rand 0	=	Rand 0
FY2024 Aus \$ outcome	Aus \$ 0	+	FY2024 Aus \$ Aus \$ 0	=	Aus \$ 0
			KPI's achieved at 100% according to IPM, trigger not achieved		
			<ul style="list-style-type: none"> Conclude David Jones 'chapter' WHL value optimisation Progress FBH turnaround Sustain Food market leadership Sustainability 		
			DISCRETION* Reduced strategic component	=	Rand 1.515m
				=	Aus \$ 0.266m

*The percentage achievement of the strategic component is lower when compared to the Group FD

GROUP FD: ZAID MANJRA (MEASURED 100% WHL ON FINANCIAL COMPONENT)

Calculation	GP x 80% (allocation) x 60% (weighting) x 0% (achievement)	+	GP x 80% (allocation) x 40% (weighting) x 0% (achievement)	=	TOTAL STI
FY2024 Rand outcome	Rand 0	+	FY2024 Rand Rand 0	=	Rand 0
			KPI's achieved at 100% according to IPM, trigger not achieved		
			<ul style="list-style-type: none"> Effective capital allocation Support strategic business initiatives Finance automation 		
			DISCRETION Reduced strategic component	=	Rand 1.2m

HIGH-LEVEL DESIGN OF CORPORATE STI SCHEME

Financial component:

- Gatekeeper at 90% of companies aEBIT for threshold performance
- Budgeted pre-incentive profit is the trigger for target performance
- Stepped approach to vesting from >90% onwards
- Vesting in excess of 100% calculated on a stepped approach until individual capping is reached.

Strategic component:

- Trigger at 80% of aPBT or aEBIT

Financial and Strategic:

- Subject to Remuneration and Talent Committee Discretion

FY2024 FINANCIAL PERFORMANCE TARGETS AND ACHIEVEMENT

			Target (R'MILL)	Achieved (R'MILL)	Achievement %
GROUP aPBT			> 6 509	4 799	74
WSA aEBIT	TOTAL	aPBT/aEBIT as per audited accounts, pre-IFRS 16 and pre-STI payments	> 6 020	5 597	93
	FBH		> 2 462	1 802	73
	FOODS		> 3 375	3 572	106
CRG aEBIT			>A\$179	A\$54	31

SHORT-TERM INCENTIVES (STI)

		FINANCIAL COMPONENT (60%)			+	STRATEGIC COMPONENT (40%)			= TOTAL STI
		TARGETS (ACHIEVEMENT AGAINST BUDGETED FY2024 aPBT)				TRIGGER >80% WHL aPBT			
	Weighting	Below WHL aPBT trigger and WSA eEBIT	Between WHL aPBT and WSA aEBIT trigger and target	Exceed WHL aPBT and WSA eBIT budget	Weighting	Trigger	Aggregate KPI rating	Maximum Strategic Contribution	
Mechanics	60%	0%	Stepped payment up to 100%	Stepped payment up to cap	40%	>80% WHL aPBT	100%	Additional 20%	
FY2024 WHL Rand achievement		< 90%	n/a	n/a		< 80%	n/a	n/a	
FY2024 WSA Rand achievement		n/a	93%	n/a					

GROUP COO: SAM NGUMENI

(MEASURED 25% WHL AND 75% WSA ON FINANCIAL COMPONENT)

Calculation	GP x 80% (allocation) x 25% (contribution) x 60% (weighting) x 0% (achievement)								
FY2024 WHL outcome	Rand 0	+	FY2024 Rand	n/a	=	Rand 0			
Calculation	GP x 80% (allocation) x 75% (contribution) x 60% (weighting) x 30% (achievement)								
FY2024 WSA outcome	Rand 1.027m	+	FY2024 Rand	ZAR 3 045	=	Rand 4.072m			
			KPI's for FY2024	KPI's achieved at 100% according to IPM					
				<ul style="list-style-type: none"> • Deliver Rest of Africa strategy • Value chain transformation delivered • Key data and analytics initiatives delivered • CRG and DJ separation project • WVentures • Leadership impact 					



LONG-TERM INCENTIVES (LTI)

ALLOCATIONS DURING THE 2024 FINANCIAL YEAR

ANNUAL ROLLING ALLOCATIONS

The annual rolling FPS, and their performance conditions, awarded to the executive directors as approved by the Committee are shown below.

		FSP	Face value R'000
	Basis	Number	
Roy Bagattini	150% of GP	373 026	28 122
Sam Ngumeni	100% of GP	120 772	9 105
TOTAL		493 798	37 227

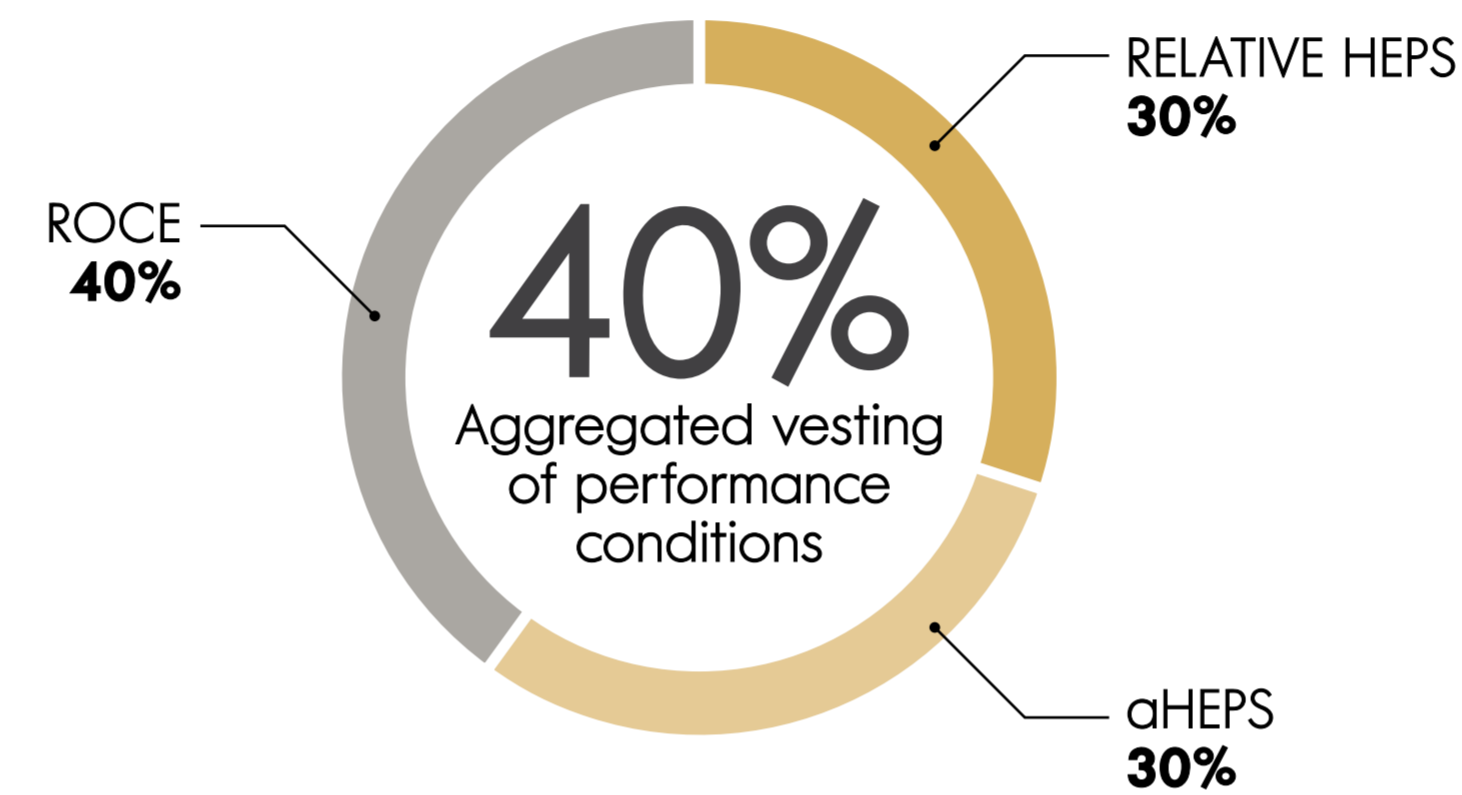
* Zaid Manjra allocation prior to his appointment as Group FD

WEIGHTINGS AND PERFORMANCE CONDITIONS FOR EXECUTIVE DIRECTORS

Measure	Weighting	Threshold (30% vesting)	Target (100% vesting)
adHEPS	40%	adHEPS growth > SA CPI +1% YOY	adHEPS >CPI +4% YOY
ROCE	40%	ROCE > WACC +1%	ROCE > WACC +5%
ESG	20%		<ul style="list-style-type: none"> B-BBEE level 4 34% WSA FBH GRN locally sourced 99% WSA Foods sustainability attributes 280 Kwh per m2 store electricity intensity

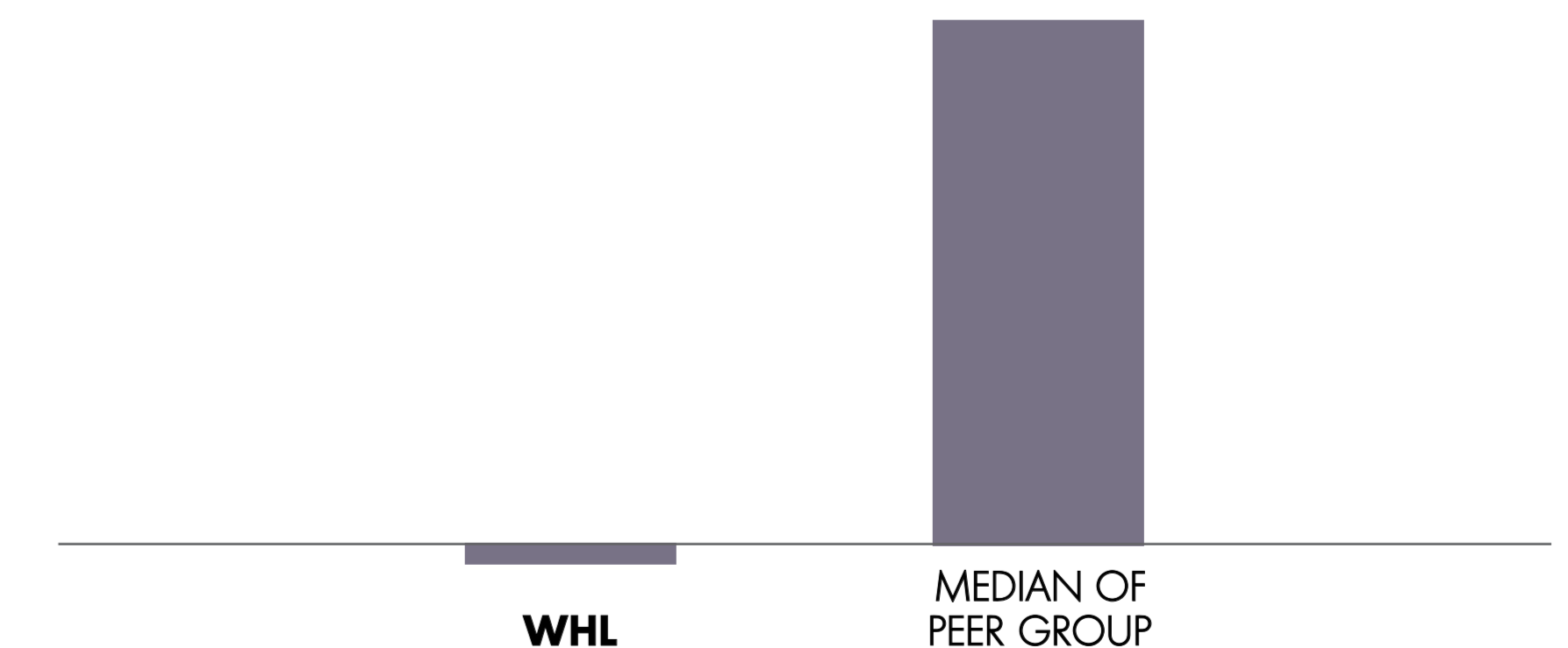
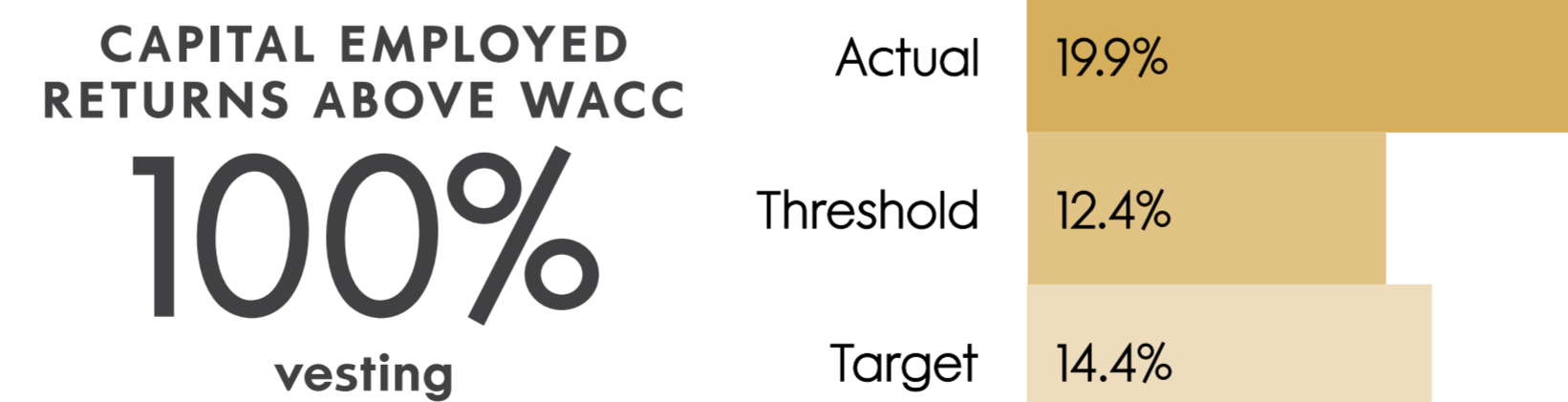
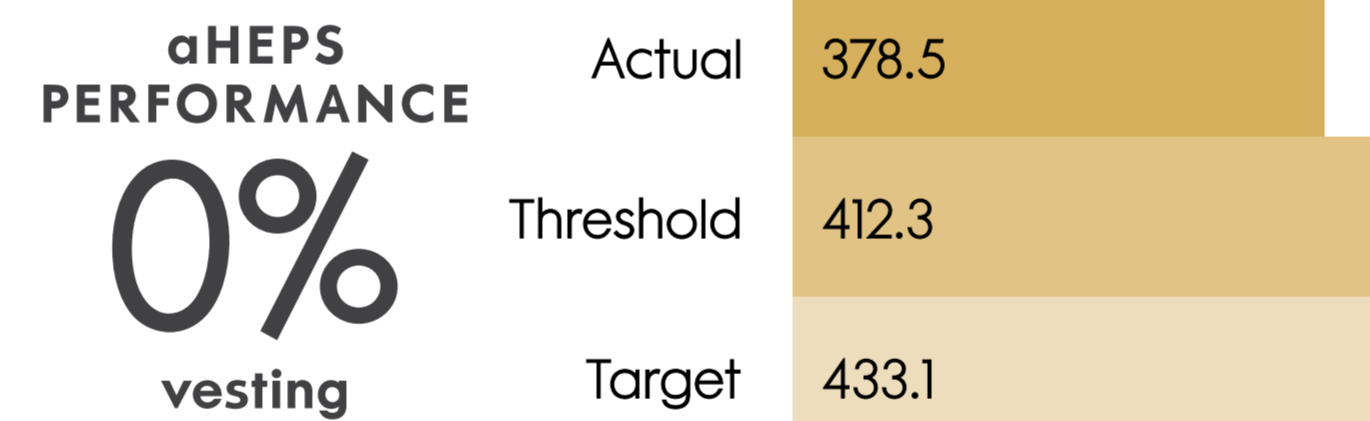
All FSP allocations to executive directors and execs were made in line with the percentage allocations in the FY2024 Remuneration Policy.

VESTING OF 2021 LTI ALLOCATIONS BASED ON FINANCIAL PERFORMANCE FOR THE PERIOD ENDING JUNE 2024



Performance conditions for 100% vesting:

- 30% based on adHEPS growth of SA CPI plus 2% per annum
- 40% based on 3-year average ROCE percentage achievement in excess of WACC +3%
- 30% based on Relative HEPS >= median of peer group



SINGLE-FIGURE REMUNERATION FOR THE YEAR ENDED 30 JUNE 2024 (AUDITED)

The Group discloses the single-figure remuneration paid to executive directors of Woolworths Holdings Limited in connection with the affairs of the Company and its subsidiaries during the year ended 30 June 2024 and comparatives for 25 June 2023.

Single-figure remuneration discloses the remuneration earned and/or accrued by directors based on the performance of the current year, the vesting of shares with performance conditions, and any income attributable to unvested long-term share schemes.

	Notes	GUARANTEED PAY			SHORT-TERM INCENTIVES	LONG-TERM INCENTIVES		SINGLE-FIGURE REMUNERATION
		Base salary R'000	Benefits (1) R'000	Total guaranteed pay (2) R'000	Performance bonus (3) R'000	Fair value of shares (4) R'000	Dividends received (5) R'000	Total remuneration R'000
2024								
Roy Bagattini	A\$	1 096	3	1 099	266	-	-	1 365
Rand equivalent		13 463	36	13 499	3 261	-	-	16 760
Roy Bagattini	(6)	5 926	2 491	8 417	1 515	30 366	8 237	48 536
Total Roy Bagattini		19 390	2 527	21 917	4 777	30 366	8 237	65 296
Zaid Manjra	(7)	2 628	317	2 945	1 200	933	169	5 248
Sam Ngumeni		8 903	815	9 718	4 072	3 435	3 666	20 891
TOTAL EXECUTIVE DIRECTORS		30 921	3 659	34 580	10 049	34 734	12 072	91 435
2023								
Roy Bagattini	A\$	1 054	3	1 057	1 599	-	-	2 656
Rand equivalent		12 580	31	12 611	19 075	-	-	31 686
Roy Bagattini	(6)	5 603	2 263	7 866	8 936	66 795	7 185	90 782
Total Roy Bagattini		18 183	2 294	20 477	28 011	66 795	7 185	122 468
Sam Ngumeni		8 423	548	8 971	13 658	71 870	2 637	97 136
Reeza Isaacs	(7)	6 778	907	7 685	8 318	19 182	1 088	36 273
TOTAL EXECUTIVE DIRECTORS		33 384	3 749	37 133	49 987	157 847	10 910	255 877

NOTES

- Benefits include retirement, healthcare, related benefits, long-service awards and discounts received on purchases made in WHL Group stores.
- Guaranteed pay and other benefits: actual payments made in the financial year.
- Short-term incentives: amounts accrued in the financial year relating to the financial performance against target for the year.
- Fair value of shares: value of LTIP and/or RSP vesting of performance conditions based on the three-year period FY2021 - FY2024. Valued using the 30-day VWAP share price of WHL at 30 June 2024 of R59.04 (FY2023: R65.39).
- Dividends received during the financial year on all unvested RSP and PS shares held during the year.
- Roy Bagattini's remuneration is paid in Rands and Australian dollars to reflect the time and focus spent in the different geographies.
- Zaid Manjra was appointed as the Group Finance Director on 1 December 2023. His remuneration is reflected for the seven-month period.

DIRECTORS' PARTICIPATION IN SHARE SCHEMES (AUDITED)

Shares purchased and options granted to executive directors in terms of the Woolworths Holdings Share Trust which had not been exercised at 30 June 2024 are set out below.

Scheme	Award Date	Vesting Date	Expiry Date	As at 25 June 2023		Awarded		Forfeited		Sold or transferred			As at 30 June 2024			Fair value (3) Rands
				Number	Price Rands	Number	Price Rands (2)	Number	Price Rands	Number	Price Rands	Realisation value (1) Rands	Vested	Unvested	Total	
ROY BAGATTINI																
RSP	20 Feb 2020	20 Feb 2023	20 Feb 2025	1 074 403	37.87					358 134	63.41	22 709 277		716 269	716 269	42 288 522
	17 Sep 2020	17 Sep 2023	17 Sep 2023	663 356	35.05					663 356	72.78	48 279 050		-	-	-
	26 Aug 2021	26 Aug 2024	23 Aug 2024	390 491	61.85								390 491	390 491	23 054 589	
	01 Sep 2022	01 Sep 2025	01 Sep 2025	404 484	63.55								404 484	404 484	23 880 735	
TOTAL				2 532 734						1 021 490		70 988 327		1 511 244	1 511 244	89 223 846
PS	01 Sep 2023	01 Sep 2026	01 Sep 2026			373 026	75.39							373 026	373 026	22 023 455
TOTAL						373 026								373 026	373 026	22 023 455
TOTAL				2 532 734		373 026				1 021 490		70 988 327		1 884 270	1 884 270	111 247 301
ZAID MANJRA																
RSP	23 Aug 2018	01 Sep 2023	01 Sep 2023	29 098	54.26					29 098	74.21	2 159 363		-	-	-
	04 Nov 2020	09 Nov 2023	09 Nov 2025	46 214	50.58					11 553	69.76	805 937		34 661	34 661	2 046 385
TOTAL				75 312						40 651		2 965 300		34 661	34 661	2 046 385
PSP	17 Sep 2020	17 Sep 2023	17 Sep 2023	28 716	35.18	3 334	71.78			32 050	72.78	2 332 599		-	-	-
	26 Aug 2021	26 Aug 2024	26 Aug 2024	18 925	59.79								18 925	18 925	1 117 332	
	01 Sep 2022	01 Sep 2025	01 Sep 2025	22 294	54.73								22 294	22 294	1 316 238	
TOTAL				69 935		3 334				32 050		2 332 599		41 219	41 219	2 433 570
PS	01 Sep 2023	01 Sep 2026	01 Sep 2026	-		21 223	75.39							21 223	21 223	1 253 006
TOTAL						21 223								21 223	21 223	1 253 006
TOTAL				145 247		24 557				72 701		5 297 899		97 103	97 103	5 732 961

NOTES

1. Realisation value: taxable value realised by the individual on sale or transfer of 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. Valued using 30-day VWAP share price, at 30 June 2024, of R59.04.

DIRECTORS' PARTICIPATION IN SHARE SCHEMES (AUDITED)

Shares purchased and options granted to executive directors in terms of the Woolworths Holdings Share Trust which had not been exercised at 30 June 2024 are set out below.

Scheme	Award Date	Vesting Date	Expiry Date	As at 25 June 2023		Awarded		Forfeited		Sold or transferred			As at 30 June 2024			Fair value (3) Rands
				Number	Price Rands	Number	Price Rands (2)	Number	Price Rands	Number	Price Rands	Realisation value (1) Rands	Vested	Unvested	Total	
SAM NGUMENI																
RSP	23 Aug 2018	23 Aug 2022	23 Aug 2023	185 987	54.26					185 987	74.21	13 802 095		-	-	-
	17 Sep 2020	17 Sep 2023	17 Sep 2023	671 424	35.05					671 424	72.78	48 866 239		-	-	-
TOTAL				857 411						857 411		62 668 334		-	-	-
PSP	17 Sep 2020	17 Sep 2023	17 Sep 2023	209 497	35.18	24 323	71.78			233 820	72.78	17 017 420		-	-	-
	26 Aug 2021	26 Aug 2024	26 Aug 2024	123 266	59.79								123 266	123 266	7 277 625	
	01 Sep 2022	01 Sep 2025	01 Sep 2025	146 593	54.73								146 593	146 593	8 654 851	
TOTAL				479 356		24 323				233 820		17 017 420		269 859	269 859	15 932 476
PS	01 Sep 2023	01 Sep 2026	01 Sep 2026			120 772	75.39							120 772	120 772	7 130 379
TOTAL						120 772								120 772	120 772	7 130 379
TOTAL				1 336 767		145 095				1 091 231		79 685 754		390 631	390 631	23 062 855

NOTES

1. Realisation value: taxable value realised by the individual on sale or transfer of 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. Valued using 30-day VWAP share price, at 30 June 2024, of R59.04.

NON-EXECUTIVE DIRECTORS' FEES AND EMOLUMENTS (AUDITED)

Emoluments paid to non-executive directors of Woolworths Holdings Limited in connection with the affairs of the Company and its subsidiaries during the year ended 30 June 2024 and comparatives for 25 June 2023 are set out below.

2024											
	Notes	Directors' fees (1) R'000	Audit Committee member R'000	Nominations Committee member R'000	Remuneration and Talent Mgmt Committee member R'000	Risk, Information and Technology 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
Hubert Brody		2 543	-	211	145	145	132	132	147	31	3 486
Lwazi Bam	(3)	475	225	-	-	145	-	-	76	51	972
Christopher Colfer*		1 909	210	165	171	171	-	-	-	2	2 628
Robert Collins*	(4)	1 995	-	-	-	157	-	86	-	4	2 242
Belinda Earl *	(5)	1 995	-	86	-	157	-	257	-	2	2 497
David Kneale		475	-	132	277	277	-	-	-	22	1 183
Nombulelo Moholi		898	-	132	145	145	132	132	-	67	1 651
Thembisa Skweyiya		475	225	-	-	145	225	132	147	14	1 363
Clive Thomson	(6)	475	410	68	75	145	132	-	277	51	1 633
		11 240	1 070	794	813	1 487	621	739	647	244	17 655

2023											
	Notes	Directors' fees (1) R'000	Audit Committee member R'000	Nominations Committee member R'000	Remuneration and Talent Mgmt Committee member R'000	Risk, Information and Technology 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
Hubert Brody		2 407	-	200	138	137	125	125	139	27	3 298
Lwazi Bam	(3)	77	36	-	-	24	-	-	-	3	140
Christopher Colfer		1 679	213	125	137	137	-	-	-	-	2 291
Rob Collins	(4)	947	-	-	-	104	-	-	-	-	1 051
Belinda Earl		1 515	-	-	-	137	-	213	-	-	1 865
David Kneale		450	-	125	303	263	-	-	-	47	1 188
Phumzile Langeni	(5)	219	104	-	-	67	-	-	-	4	394
Nombulelo Moholi	(6)	844	-	125	138	137	125	125	-	72	1 566
Thembisa Skweyiya		450	212	-	-	138	213	125	139	19	1 296
Clive Thomson		450	388	-	-	138	125	-	262	50	1 413
		9 038	953	575	716	1 282	588	588	540	222	14 502

* Overseas directors are paid in the local currency of the country where they are based.

NOTES

- Directors' fees are exclusive of Vat.
- Benefits are discounts received on purchases made in WHL Group stores.
- Lwazi Bam was appointed as a member of the Treasury Committee effective 1 January 2024.
- Robert Collins was appointed to the Sustainability Committee effective 1 January 2024.
- Belinda Earl was appointed to the Nominations Committee effective 1 January 2024.
- Clive Thomson was appointed to the Nominations and Remuneration Committees effective 1 January 2024.

GLOSSARY

ABBREVIATIONS USED IN THIS INTEGRATED ANNUAL REPORT

A

aHEPS: Adjusted HEPS

adHEPS: Adjusted diluted HEPS

aPBT: Adjusted profit before tax

aEBIT: Adjusted earnings before interest and tax

AGM: Annual General Meeting; annual shareholder meeting held in terms of the Companies Act

B

BBBEE: Broad-Based Black Economic Empowerment; legislation that aims to increase the participation of the majority of South Africans in the economy. Aims to redress the inequalities experienced under apartheid

BPS: Basis points

C

CEO: Chief Executive Officer

COO: Chief Operating Officer

CPI: Consumer Price Index

CPS: Cents per share

CRG: Country Road Group; wholly owned trading subsidiary of WHL based mainly in Australia. Owns the Country Road, Trenery, Mimco, Witchery, and Politix brands

CSI/SD: Corporate social investment; Component of the BBBEE scorecard that encourages support of charitable and non-profit organisations

CTS: Cost to sell; expenses expressed as a percentage of turnover, also referred to as 'cost to operate'

D

DC: Distribution Centre; the Food and Fashion, Beauty and Home distribution centres

DJ: David Jones Proprietary Limited; former wholly owned subsidiary of WHL based mainly in Australia. Was sold off during FY2023

DTIC: Department of Trade, Industry and Competition

E

EBIT: Earnings before interest and tax

EBITDA: Earnings before interest, tax, depreciation, and amortisation

EPS: Earnings per share; profit earned for the period divided by the weighted average number of shares in issue

F

FBH: Fashion, Beauty and Home; an operating segment in Woolworths South Africa that aggregates clothing, footwear, accessories, homeware, beauty, and cell phone product buying groups

FD: Group Finance Director

FTE: Full-time equivalent; number of hours worked by store staff equated back to a person working a 40-hour week

FY: Financial year

G

GBJ: Good Business Journey; Woolworths Holdings Limited's programme to assist it in achieving its vision of becoming one of the world's most responsible retailers by managing the environmental, social, and transformational activities of the Group

GRC: Governance, Risk and Compliance; business unit that provides governance, risk, legal, and compliance solutions to the business and the Board

H

HEPS: Headline earnings per share; key measurement of normalised profit per share in South Africa

HDSA: Historically Disadvantaged South Africans

I

IBP: Integrated business plan; three-year financial and strategic plan

IPM: Integrated performance management; performance appraisal mechanism to measure employees' achievement against performance goals and behaviours

J

JSE: Johannesburg Stock Exchange; stock exchange in South Africa on which the Company is listed

K

KPI: Key performance indicator; measurable value of performance against target, which demonstrates how effectively the Group is achieving its key business objectives

L

LFL: Like-for-like; used to compare sales in comparable stores, i.e. those stores that are not new and have not had any extension or modernisation to them. Calculated on a 24-month period

LID: Lead Independent Director

LTI: Long-term incentive; variable remuneration subject to the achievement of performance conditions. Generally a three-year period

LTIP: Long-term incentive plan; share scheme instrument allocated to employees in terms of long-term incentive scheme

LTO: Labour turnover; percentage of employees leaving the business over a defined period

O

OPEX: Operating expenses

R

ROCE: Return on capital employed

ROE: Return on equity

RSP: Restricted share plan; share scheme instrument allocated to employees in terms of retention scheme

S

SARS: Share appreciation right scheme; share scheme instrument allocated to employees in terms of long-term incentive scheme

SEC: Social and Ethics Committee; a statutory committee in terms of the South African Companies Act that ensures that a company conducts business in a sound and ethical manner

SRI index: Socially Responsible Investment Index; an index created by the JSE to measure the social responsibility criteria of companies listed on the JSE. The South African equivalent of the Dow Jones Index

STI: Short-term incentive; variable remuneration subject to the achievement of performance conditions. Generally a one-year period

T

TCoE: Total cost of employment; total salary and benefits of employees

V

VP: Variable pay; remuneration that varies according to the achievement or not of performance conditions

W

WACC: Weighted average cost of capital

WFS: Woolworths Financial Services (Pty) Limited; a joint venture between Woolworths and Absa Group Limited that supports the Woolworths retail business by providing financial services to Woolworths customers through in-store cards, credit cards, and personal loans

WHL: Woolworths Holdings Limited; southern hemisphere retail Group that has been listed on the Johannesburg Stock Exchange Limited (JSE) since 1997. The Group trades through two operating subsidiaries, including Woolworths Proprietary Limited (Woolworths or WSA) and Country Road Group Proprietary Limited (Country Road Group or CRG). Woolworths Financial Services Proprietary Limited (WFS) is a joint venture with Absa Group Limited, which holds the controlling interest

WHST: Woolworths Holdings Share Trust; the Trust through which the shares allocated for the long-term incentive schemes are managed

WSA: Woolworths/Woolworths SA; a wholly owned trading subsidiary of WHL, mainly based in South Africa

12mma: 12-month moving average; used to refer to average market share over a rolling 12-month period

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