

Date Printed: 18-Nov-24

Last Date Votes were Submitted for the Meeting: 01-Nov-24

Total Number of Ballots Instructed: 12

Total Number of Shares Instructed: 1,003,697

Total Number of Ballots Uninstructed: 0

Total Number of Shares Uninstructed: 0

Woolworths Holdings Ltd.

WHL

Primary CUSIP: S98758121	Primary ISIN: ZAE000063863	Primary SEDOL: B06KZ97
Country: South Africa	Country of Operation: South Africa	ISS Country of Coverage: South Africa
Industry Sector: Broadline Retail	Market Cap (USD): 3,661,900,000.00	ISS Governance QualityScore: 3
Meeting Date: 25-Nov-24	Record Date: 15-Nov-24	Meeting Type: Annual
Meeting ID: 1901495	Percentage Votable Shares: 0.10152	Workflow Tag:
Location ID: 14141	Location Name: Mergence Investment Management	
**Earliest Cutoff Date: 07-Nov-24	Voting Policy: ISS	Most Recent Publish Date: 11-Nov-24
Total Ballots: 12	Votable Shares: 1,003,697	*Shares on Loan: 0
		Shares Instructed: 1,003,697

Item #	Significant Vote	Item Description	Proponent	Mgmt Rec	ISS Rec	Policy Rec	Vote Instruction
1.1		Re-elect Clive Thomson as Director <i>Research Notes: A vote FOR these items is warranted: * No issues have been identified in relation to the election or re-election of these Directors.</i>	Management	For	For	For	For
2.1		Elect Zaid Manjra as Director <i>Research Notes: A vote FOR these items is warranted: * No issues have been identified in relation to the election or re-election of these Directors.</i>	Management	For	For	For	For
2.2		Elect Itumeleng Kgaboesele as Director <i>Research Notes: A vote FOR these items is warranted: * No issues have been identified in relation to the election or re-election of these Directors.</i>	Management	For	For	For	For
2.3		Elect Nolulamo Gwagwa as Director <i>Research Notes: A vote FOR these items is warranted: * No issues have been identified in relation to the election or re-election of these Directors.</i>	Management	For	For	For	For
3.1		Re-elect Lwazi Bam as Member of the Audit Committee <i>Research Notes: A vote FOR these items is warranted: * All of the members of the Audit Committee are independent.</i>	Management	For	For	For	For
3.2		Re-elect Christopher Colfer as Member of the Audit Committee <i>Research Notes: A vote FOR these items is warranted: * All of the members of the Audit Committee are independent.</i>	Management	For	For	For	For
3.3		Re-elect Thembisa Skweyiya as Member of the Audit Committee <i>Research Notes: A vote FOR these items is warranted: * All of the members of the Audit Committee are independent.</i>	Management	For	For	For	For
4		Reappoint KPMG Inc as Auditors with Edward Belstead as the Designated Audit Partner	Management	For	For	For	For
5.1		Approve Remuneration Policy	Management	For	For	For	For
5.2		Approve Remuneration Implementation Report	Management	For	For	For	For
6		Approve Remuneration of Non-Executive Directors	Management	For	For	For	For
7		Approve Financial Assistance to Directors, Prescribed Officers and Employee Share Scheme Beneficiaries <i>Research Notes: Item 7 A vote FOR this item is warranted, although it is not without concern: * The beneficiaries of the financial assistance are participants of Woolworths' incentive schemes, which could issue shares up to c. 8 percent of the issued share capital. This exceeds the recommended market limit. The main reason for support is: * All share awards are settled through repurchased shares. Furthermore, these are all performance based, save for the restricted shares. * This is a routine request, proposed as a result of the implementation of the Companies Act 2008. Item 8 A vote FOR this item is warranted: * This is a routine request, proposed as a result of the implementation of the Companies Act 2008.</i>	Management	For	For	For	For
8		Approve Financial Assistance in Terms of Section 45 of the Companies Act <i>Research Notes: Item 7 A vote FOR this item is warranted, although it is not without concern: * The beneficiaries of the financial assistance are participants of Woolworths' incentive schemes, which could issue shares up to c. 8 percent of the issued share capital. This exceeds the recommended market limit. The main reason for support is: * All share awards are settled through repurchased shares. Furthermore, these are all performance based, save for the restricted shares. * This is a routine request, proposed as a result of the implementation of the Companies Act 2008. Item 8 A vote FOR this item is warranted: * This is a routine request, proposed as a result of the implementation of the Companies Act 2008.</i>	Management	For	For	For	For
9		Authorise Repurchase of Issued Share Capital	Management	For	For	For	For

*Shares on Loan data is only provided for a select group of Custodians. Please contact your Client Service Team with any questions.

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ISS Governance QualityScore: 3

Meeting Date: 25-Nov-24

Record Date: 15-Nov-24

Meeting Type: Annual

Meeting ID: 1901495

Percentage Votable Shares: 0.10152

Workflow Tag:

Institutional Account (name, number)	Custodian Account Number	Account Group	Ballot ID	Control Number	Ballot Ingestion Date	Share-blocking	Ballot Cutoff Date	Ballot Status	Instructed	Approved	Ballot Voting Status	Votable Shares	Shares Instructed
Auto Workers Provident Fund, 110135680006	110135680006	Mergence	187956114	N/A	28-Oct-24	No	14-Nov-24	Sent	smaruma 01-Nov-24	smaruma 01-Nov-24		34,957	34,957
Copartes Pension Fund, 110135680013	110135680013	Mergence	187956115	N/A	28-Oct-24	No	14-Nov-24	Sent	smaruma 01-Nov-24	smaruma 01-Nov-24		1,980	1,980
Electrical Contracting Industry Pension Fund -Mergence, 62738058082	ZA0000071112	Mergence	187956119	N/A	28-Oct-24	No	07-Nov-24	Sent	smaruma 01-Nov-24	smaruma 01-Nov-24		16,539	16,539
GEPF- Mergence, 120034270006	120034270006	Mergence	187956109	N/A	28-Oct-24	No	14-Nov-24	Sent	smaruma 01-Nov-24	smaruma 01-Nov-24		778,956	778,956
Impala Workers Provident Fund, 110135680015	110135680015	Mergence	187956117	N/A	28-Oct-24	No	14-Nov-24	Sent	smaruma 01-Nov-24	smaruma 01-Nov-24		26,175	26,175
Motor Industry Pension Fund, 110135680012	110135680012	Mergence	187956116	N/A	28-Oct-24	No	14-Nov-24	Sent	smaruma 01-Nov-24	smaruma 01-Nov-24		1,935	1,935
Motor Industry Provident Fund, 110135680005	110135680005	Mergence	187956113	N/A	28-Oct-24	No	14-Nov-24	Sent	smaruma 01-Nov-24	smaruma 01-Nov-24		25,203	25,203
Municipal Councillors Pension Fund, 130038900006	130038900006	Mergence	187956112	N/A	28-Oct-24	No	14-Nov-24	Sent	smaruma 01-Nov-24	smaruma 01-Nov-24		13,999	13,999
National Home Builders Registration Council (NHBC), 62529334914	ZA0000070150	Mergence	187956118	N/A	28-Oct-24	No	07-Nov-24	Sent	smaruma 01-Nov-24	smaruma 01-Nov-24		18,241	18,241
North West University, 62803922881	ZA0000071555	Mergence	187956120	N/A	28-Oct-24	No	07-Nov-24	Sent	smaruma 01-Nov-24	smaruma 01-Nov-24		7,298	7,298
Telkom Retirement Fund, 120029530057	120029530057	Mergence	187956110	N/A	28-Oct-24	No	14-Nov-24	Sent	smaruma 01-Nov-24	smaruma 01-Nov-24		4,329	4,329
UIF- Mergence, 120027870011	120027870011	Mergence	187956111	N/A	28-Oct-24	No	14-Nov-24	Sent	smaruma 01-Nov-24	smaruma 01-Nov-24		74,085	74,085
											Total Shares:	1,003,697	1,003,697

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