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OUR REMUNERATION REPORT

THIS REPORT COMPRISES THREE SECTIONS:

SECTION 1

A report of material matters covered by the committee during the year from the Chairman of the Remuneration Committee

SECTION 2

The remuneration philosophy, policy, and framework tabled at the Annual General Meeting (AGM) for a non-binding advisory vote by the Group's shareholders

SECTION 3

The implementation of the remuneration policy in the 2017 financial year, tabled at the AGM for a separate non-binding advisory vote by the Group's shareholders

SECTION 1:

REMUNERATION COMMITTEE CHAIRMAN'S REPORT

This report highlights the material matters dealt with by the Remuneration Committee and summarises the Group's approach to fair, responsible and transparent remuneration and the manner in which this promotes the achievement of the Group's overall strategic outcomes. It also addresses the Group's performance for the year ended 30 June 2017 as well as the corresponding remuneration outcomes.

FAIR AND RESPONSIBLE REMUNERATION

During the year we have taken steps to materially align our remuneration reporting with the King IV Report on Corporate Governance (King IV). The King IV principle of remuneration governance outlines that the Group should ensure that the remuneration is fair, responsible and transparent to achieve its strategic objectives and positive outcomes in the short-, medium-, and long-term.

The committee has previously considered the remuneration policy in line with the value creation intent for employees, the underlying values of the Group, and the social and transformational pillar of the Good Business Journey. It therefore believes that much of what has been done is in line with the

King IV remuneration governance principle. The application of the policy has always been reviewed taking into account both general and executive remuneration in considering the ethics of pay. A 'fair pay barometer' has been developed to explain the key elements which it has considered and to articulate the outcomes in a transparent manner. More details on fair pay remuneration and the barometer can be found on pages 151 and 161.

The Remuneration Report sets out remuneration arrangements for the Executive Directors on one hand, and management and general staff on the other hand, as recommended by King IV.

PERFORMANCE AND IMPACT ON REMUNERATION OUTCOMES IN 2017

As highlighted in the Group CEO and FD reports, the Group has experienced weakened financial performance for the year. Consumer confidence in South Africa has been negatively affected by the low GDP growth, the announcement of a technical recession, and political uncertainties. In Australia,

performance has also been constrained. As a result, the financial performance conditions of both the short- and long-term incentive schemes have been negatively impacted. More detail on the Group's overall financial performance can be found in the FD's Report on pages 62 to 77.

GROUP SHORT-TERM INCENTIVE BONUS

The Group's adjusted Profit before tax (aPBT) of R5.5 billion, did not meet the required minimum or on-target trigger for the purposes of the Group short-term incentive bonus scheme. As this condition acts as a gatekeeper for the payment

of incentives, no STI payments are to be paid for FY2017. Participants in the store (WSA, DJ, and CRG) and supply chain (WSA) schemes received performance bonus payment in line with the achievement of their triggers.

WHL LONG-TERM INCENTIVE SCHEME

For the three years to 30 June 2017, the Group achieved a compound annualised adjusted Headline Earnings per Share (HEPS) growth of 5.2% per annum which is below the required growth of 6.0% per annum. Total Shareholder Return (TSR) performance against the comparator group has been between the lower and median percentile. The partial achievement of TSR and the non-achievement of HEPS has

resulted in the 2014 long-term incentive allocations (Long Term Incentive Plan - LTIP) vesting in proportion to the level of performance achieved.

The required HEPS growth for the Share Appreciation Rights Scheme (SARS) allocated in August 2014 was not achieved and therefore this offer has lapsed in its entirety. More detail is set out in Section 3 of this report.

CHANGES TO THE REMUNERATION POLICY FOR THE 2018 FINANCIAL YEAR

The committee has reviewed the 2017 remuneration policy against market practice, feedback from shareholders, and fit for purpose requirement, and will implement the following changes for the 2018 financial year.

REMUNERATION ELEMENT	CHANGE	REASON FOR CHANGE
LONG-TERM INCENTIVE SCHEME (LTI)	<p>Discretion has been provided to award Restricted Share Plan (RSP) awards within the 36-month period before retirement date. This change was effective from September 2016.</p> <p>The committee has reviewed the weighting of the performance conditions for the Performance Share Plan (PSP) allocations and proposed the following changes:</p> <ul style="list-style-type: none"> Return on Capital Employed (RoCE) be increased to 30% TSR weighting decreased to 20% <p>Headline Earnings per Share (HEPS) weighting remain at 50%</p> <p>The committee will consider the relevance of TSR in future and this performance condition may be replaced with a free cash flow measure depending on consideration of independent external advice and further engagement with shareholders.</p>	<p>Recognises that executive decision-making has a long-term impact. It has become market practice for retiring employees to retain unvested LTIs for vesting in the future.</p> <p>Weightings are more in line with market practice among companies similar in size and industry.</p> <p>Shareholders have expressed the significance for strong RoCE measures in line with international trends.</p>
NON-EXECUTIVE DIRECTOR (NED) FEES	Fees payable to NEDs for the period 1 January 2018 to 31 December 2018 will be exclusive of SA VAT.	The South African Revenue Services earlier this year published a binding rule which clarifies the tax treatment with regards to NEDs.

INDEPENDENT EXTERNAL ADVICE

As in previous years, the committee actively sought independent external advice on remuneration trends and market benchmarks. This year PwC provided advice on local and global remuneration trends, and DG Capital provided benchmarking data for guidance on Executive remuneration and Non-executive Directors' fees. The Remuneration Committees in DJ and CRG received independent external remuneration advice from PwC and Mercer. The committee is satisfied that these advisors were independent and objective.

NON-BINDING ADVISORY VOTE

2016 VOTING

The Group's remuneration policy received the support of 69.9% of shareholders who voted at the 2016 AGM.

Prior to the voting at the AGM, members of the committee engaged with shareholders and institutional investors regarding components of the remuneration policy. Specific concerns were raised by various shareholders regarding the large once-off increase in guaranteed pay for the Group CEO. This payment was a once-off event which was necessary to calibrate his remuneration to the market.

A query was received regarding the performance conditions applied to the RSP allocations to the Group CEO. It was noted that the policy specifies the performance conditions which are aligned to the PSP allocations made to Executive Directors.

We extend our appreciation to those shareholders that have engaged with us on our remuneration policy during the year.

2017 VOTING

In line with King IV, we will table our remuneration policy and implementation report for two separate non-binding advisory votes at the upcoming AGM. If 25% or more of the shareholders vote against either resolution at the AGM, the Board will invite dissenting shareholders to engage with the committee on their issues.

The committee remains confident that the Group's remuneration philosophy and policies are aligned to its strategy and have contributed to the Group's growth and resilience in a challenging economic climate. We are also satisfied that the remuneration policy achieved its objectives in the 2017 financial year.

The committee is pleased to present the remuneration philosophy and policy of the Group on pages 150 to 159 and the implementation report on pages 160 to 173 to shareholders for separate non-binding advisory votes.

We invite shareholders to engage with us prior to the 2017 AGM on any concerns/queries they may have regarding our remuneration policy. Shareholders can submit these requests to Governance@woolworths.co.za.



TA BOARDMAN
Chairman of Remuneration Committee



**SECTION 2:
REMUNERATION PHILOSOPHY, POLICY
AND REWARD FRAMEWORK**

This section of the report specifically deals with the remuneration of the Group Chief Executive Officer (Group CEO), Executive Directors and key senior executives (Execs) members. Disclosure is also provided in line with the requirements of South African legislation and King IV. The policy applies on a Group-wide basis. In order to provide a more comprehensive view, policies applicable either to different levels of employees and/or different geographic areas are included where appropriate.

**THE FOLLOWING COLOURS ARE USED IN THE REMUNERATION REPORT
TO DENOTE THE FOLLOWING:**

REMUNERATION	GUARANTEED PAY (GP)	VARIABLE PAY (VP)	SHORT-TERM INCENTIVES (STI)	LONG-TERM INCENTIVES (LTI)	DIRECTORS' FEES
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REMUNERATION PHILOSOPHY

The Group's remuneration philosophy is to ensure that employees are rewarded appropriately for their contribution to the execution of the strategy of the Group. As an integral component of the Employee Value Proposition (EVP), the remuneration policy has been designed so that it will continue to attract, engage, retain, and motivate the right, diverse talent required to deliver sustainable profit growth.

The remuneration policies are designed to achieve alignment between the Group's business strategy and the behaviours of all employees measured against the values of the Group. The policies recognise and reward individual responsibility, performance and behaviour in the achievement of the Group's goals. These policies are applicable to all Group employees and participation in short- and long-term incentive schemes is dependent on an individual's role and level within the Group.

The remuneration policy and the implementation thereof are focused on achieving a fair and sustainable balance between GP, STIs, LTIs and retention schemes for these employees. The fair and responsible application of the remuneration policy (on a Group-wide basis) is guided by the King IV principles relating to fair and responsible remuneration, which have been adopted by the Group. More detail in this regard is set out below.

FAIR AND RESPONSIBLE REMUNERATION

The following section sets out the manner in which the Group's remuneration policy addresses fair and responsible remuneration for executive management in the context of overall employee remuneration. The Group has taken a number of innovative approaches to measuring fair and responsible remuneration in a manner which is relevant to its business model. This will be reviewed and improved over time in line with best practice and governance guidelines.

Some of the principles driving fair and responsible remuneration are:

- consideration given to minimum wage legislative requirements
- equal pay for work of equal value specifically addressing any income disparities based on gender and race
- all permanent employees of the Group participate in some form of short-term incentive scheme (excluding supply chain employees in Australia)
- all permanent employees participate in equal measure on product discounts
- specific corporate initiatives are applied to enhance work experience and improve the EVP for employees

FAIR PAY BAROMETER

The Group has developed a barometer to measure the fair and responsible remuneration principles for management, store staff, and supply chain staff which spans multiple territories where the Group does business.

The principles and measurement methodology are explained below:

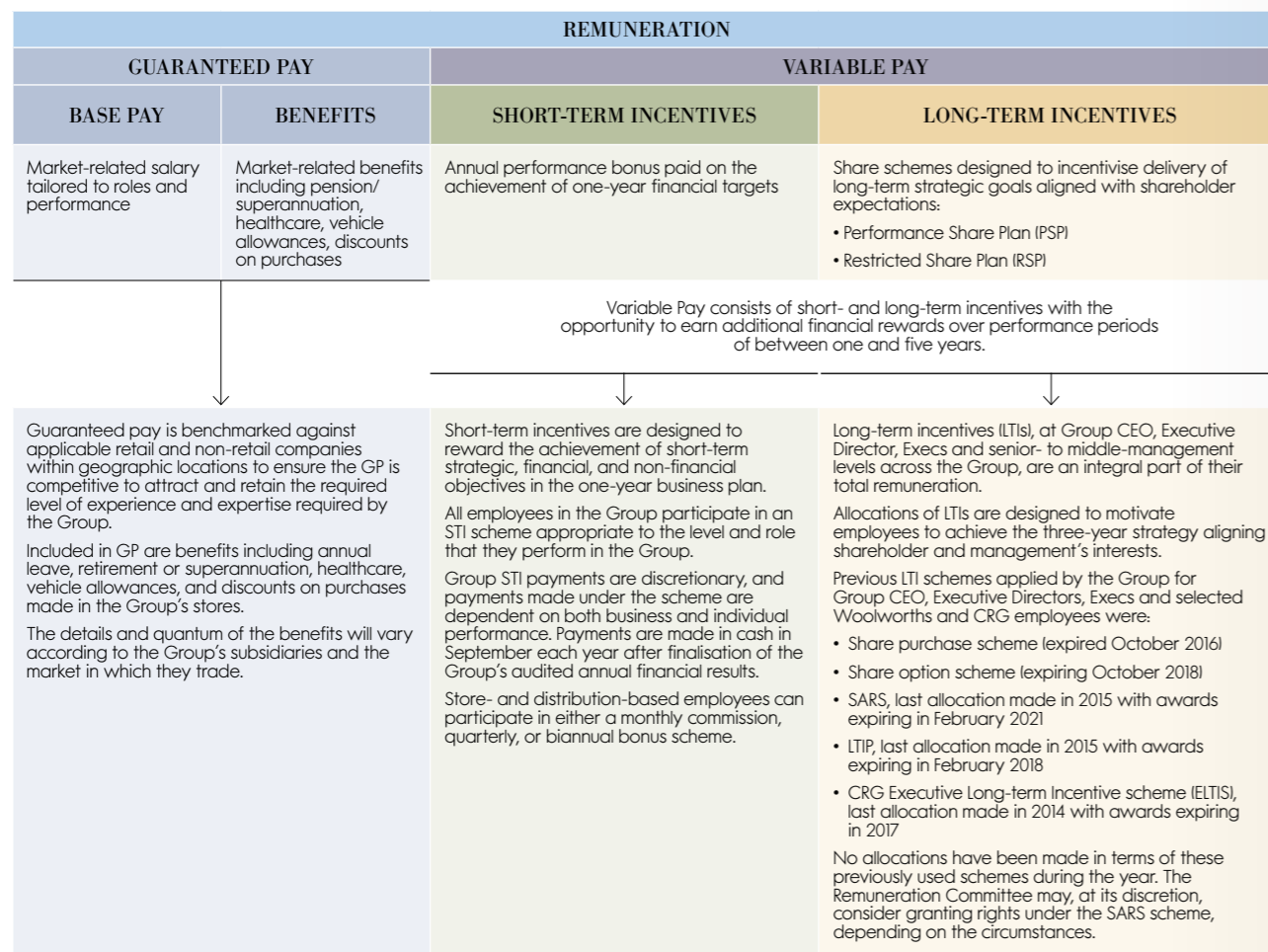
PRINCIPLE	APPLICATION OF PRINCIPLE	MEASUREMENT
MINIMUM WAGE	The Group measures the in-country business unit's respective positioning relative to minimum wage legislation	Pay position relative to minimum wage of the specific country
ANNUAL SALARY INCREASES (GP)	Application of differentiated salary increase percentages per geographic boundary	Actual GP % increases per geographic boundary for management and store staff respectively
EQUAL PAY FOR WORK OF EQUAL VALUE	The Group will continue to address any income disparities based on gender and race	Annual salary increases awarded categorised by gender and race. Race is measured for VWSA only
STI SCHEME	All permanent employees of the Group to participate in some form of incentive scheme	Consolidated costs of STIs paid across the Group as a % of Group aPBT

The implementation of the barometer is covered in section 3 of the Remuneration Report on page 161.

WHL HAS TAKEN A NUMBER OF INNOVATIVE APPROACHES TO MEASURING FAIR AND RESPONSIBLE REMUNERATION IN A MANNER WHICH IS RELEVANT TO ITS BUSINESS MODEL.

REMUNERATION FRAMEWORK

The WHL EVP framework balances remuneration (financial rewards) with other non-financial rewards to drive and deliver a high performance culture. The remuneration component of the EVP framework is made up of two elements: Guaranteed Pay and Variable Pay, as illustrated below:



REMUNERATION MIX AND ALIGNMENT TO STRATEGY

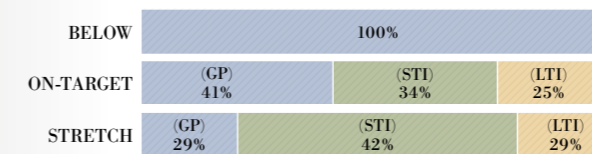
REMUNERATION MIX

To maintain a high performance culture and an alignment with shareholders through value creation, the total reward mix for the Group CEO, Executive Directors, Execs and senior management is geared towards a higher percentage of variable pay 'at risk' for the achievement of stretch goals.

The chart below illustrates the potential remuneration mix for the aggregate of the Group CEO and Executive Directors at below, on-target, and stretch levels.

The 'below' level assumes no vesting of annual LTI allocations and no STI payments. On-target level assumes 50% vesting of annual LTI allocations and on-target STI performance. Stretch assumes 100% vesting of annual LTI allocations and stretch STI performance.

Aggregated Executive Directors (including Group CEO)



ALIGNMENT TO STRATEGY

The goals and performance measures are aligned with Group, company, and individual performance. The Group performance conditions, for STI and LTI, underpinning the vesting of 'at risk' remuneration, have been selected as measures that encourage sustainable growth, without undue excessive risk taking.

While the performance measures of both the STI and LTI are financial in nature, the achievement of non-financial outcomes is incorporated in the measurement of individual employee performance. At an individual level, 40% of their Integrated Performance Management (IPM) rating is achieved by measuring the behaviours they display in the manner in which they carry out their job. The expected behaviours are aligned to the Group's values. Many of these individual measures are linked to the achievement of the Good Business Journey programme outcomes, driving business transformation, customer service, and environmental and social transformation and development outcomes.

The table below illustrates how the measures at an individual, company, and Group level support the Group's strategy and are aligned to expectations of shareholders in creating sustainable growth and value creation.

SHORT-TERM INCENTIVES			STRATEGIC FOCUS AREAS	LONG-TERM INCENTIVES
GROUP METRIC	COMPANY/BUSINESS AREA METRIC	INDIVIDUAL METRICS (EXAMPLES)		SHAREHOLDER METRICS
aPBT	EBIT	Market growth/share	Build stronger, more profitable customer relationships	HEPS
		Net promoter score	Towards connected retail	
		Online sales	Be a leading fashion retailer in the southern hemisphere	
	Direct Profit	Retail space growth	Become a big food business with a difference	TSR performance
		Transformation of DJ	Drive synergies and efficiencies across the Group	
		Water reduction	Embed the Good Business Journey throughout our business	
		Employment equity		RoCE

EXECUTIVE DIRECTORS

REMUNERATION POLICY APPLICABLE TO 2017 FINANCIAL YEAR

The table below sets out the components of the remuneration framework which have been applied by the Group in the 2017 financial year for the Group Chief Executive Officer (Group CEO), Executive Directors, and key senior executives (Execs). Components of the framework may differ

between the three main operating subsidiaries of the WHL Group and where elements are different, the details per subsidiary are highlighted. The remuneration framework is applied to all Group employees, with LTI components not available to lower management when the 'line-of-sight' is not easily attributable to those roles.

	GUARANTEED PAY		SHORT-TERM INCENTIVES	LONG-TERM INCENTIVES	
	BASE SALARY	RETIREMENT/SUPERANNUATION, HEALTHCARE AND OTHER BENEFITS	SHORT-TERM PERFORMANCE BONUS	PERFORMANCE SHARE PLAN	RESTRICTED SHARE PLAN
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 EVP.	Motivate executives and senior management to achieve short-term strategic, financial, and non-financial objectives in the one-year business plan.	Motivate employees to achieve three-year strategy aligning shareholder and executive interests.	Retain and motivate employees who are key to the delivery of the Group's long-term strategy. Enables the recruitment of key executives to address value forfeited on resignation from a previous employer.
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 individual behaviour against Group values.</p> <p>No obligation to increase base salary.</p> <p>Audited GP for Group CEO and Executive Directors is shown on page 167.</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 	<p>The target is determined annually in advance.</p> <p>STI calculated as follows:</p> <ul style="list-style-type: none"> Group CEO: 100% based on Group performance Group COO and Group FD: 100% based on Group performance Executive Directors and Execs: 50% – 75% based on Group performance with remaining 50% – 25% based on Company and/or specific business area performance <p>IPM and specific company EBIT performance are multipliers for the final calculations.</p> <p>On-target performance percentage of GP:</p> <ul style="list-style-type: none"> Group CEO: 100% Group COO and Group FD: 80% WSA, DJ and CRG CEOs: 80% Execs: 30% – 50% <p>Payments commence when threshold incentive trigger is achieved. Earnings potential is applied on a sliding scale between threshold, on-target, and stretch performance.</p> <p>Audited STI for Group CEO and Executive Directors is shown on page 167.</p>	<p>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.</p> <p>Vesting occurs subject to the achievement of performance conditions over a three-year performance period.</p> <p>Vesting occurs on a linear scale in accordance with an agreed threshold and stretch target.</p> <p>Participants receive a payment settled in equity on vesting equal to the value of dividends paid on the vested shares during the vesting period.</p> <p>PSP allocations for Executive Directors are shown on page 164.</p>	<p>Participants allocated the unrestricted delivery of shares after a three- to five-year period from the date of grant or shorter period at the discretion of the Remuneration Committee.</p> <p>Vesting occurs on condition that the participant is still in the employ of the Group on the expiry of the agreed vesting period and any applicable performance conditions are achieved.</p> <p>Staggered vesting occurs from year three to year five. The Remuneration Committee has the discretion to amend vesting periods where appropriate.</p> <p>Participants entitled to receive dividends during the vesting period.</p> <p>RSP allocations are not awarded to Australian-based employees.</p> <p>RSP allocations for Group CEO are shown on page 164.</p>
OPPORTUNITY AND MAXIMUM LIMIT	Base salary reviewed in context of company and Group performance, CPI, and affordability.	Some benefits and the quantum of the benefits will vary according to Group's subsidiaries and the market in which they trade.	<p>Stretch performance allocations of GP capped at:</p> <ul style="list-style-type: none"> Group CEO: 125% Group COO and Group FD: 150% WSA CEO: 150% DJ and CRG CEOs: 125% Execs (WSA): 150% 	<p>Grants are made annually at the discretion of the Remuneration Committee based on GP at grant date.</p> <p>Allocations capped at:</p> <ul style="list-style-type: none"> Group COO and Group FD: 100% WSA, DJ and CRG CEOs: 100% Execs (WSA): 46% to 79% DJ and CRG Exco: 46% 	<p>Grants are made at the discretion of the Remuneration Committee based on GP at grant date.</p> <p>Allocations:</p> <ul style="list-style-type: none"> Group CEO: 150% Other categories: <ul style="list-style-type: none"> The Remuneration Committee has the discretion to determine the minimum and maximum award <p>Allocations limited to the Group CEO, Executive Directors, Group Execs and selected core and scarce employees.</p> <p>The Group CEO receives an annual allocation of RSP with performance conditions in line with those of the PSP.</p> <p>No retesting of performance conditions. Awards lapse if performance conditions are not achieved.</p>
PERFORMANCE CONDITIONS	Adjustments influenced by individual performance metrics aligned with strategy and behaviours to Group values.	N/A	<p>Target: % growth of Group aPBT and/or company EBIT.</p> <p>Group aPBT acts as a gatekeeper for profit pool accumulation.</p> <p>In finalising STI payments, the Remuneration Committee may exercise discretion to mitigate any unintended consequences.</p>	<p>Group measures weighted:</p> <ul style="list-style-type: none"> HEPS: 50%, TSR: 30%, RoCE: 20% <p>HEPS performance condition:</p> <ul style="list-style-type: none"> minimum threshold for 30% vesting stretch target for 100% vesting <p>TSR performance condition:</p> <ul style="list-style-type: none"> TSR performance of WHL is equal to or below the median quartile (i.e. if 50% of peer group perform better than WHL no vesting of TSR condition) TSR performance of WHL is equal to or exceeds the upper quartile performance (or 75% of our peers) 100% vesting <p>RoCE performance condition:</p> <ul style="list-style-type: none"> minimum threshold for 30% vesting stretch target for 100% vesting <p>Stretch target based on average three-year projected performance.</p> <p>No retesting of performance conditions. Awards lapse if performance conditions are not achieved.</p>	100% vesting on condition that the participant is still in the employ of the Group at the vesting dates.
OTHER			<p>All employees in the Group participate in an STI scheme at different levels of % of GP at on-target and stretch level. A percentage of Group performance is included in the STI calculation regardless of the participant's employer company.</p> <p>Group STI payments are made in cash in September each year after the finalisation of WHL audited annual financial results.</p> <p>Store and supply chain employees participate in gain-share or commission schemes appropriate to their employer company. Cash payments may be made monthly, quarterly, and biannually dependent on the scheme.</p> <p>The Remuneration Committee has the discretion to exercise reasonability and discretion to pay ex gratia payments where extraordinary value has been created by executives.</p>	<p>Peer group consists of a selection of JSE-listed companies based on PwC closeness metric approach that selects peer group based on following factors: sector, EBITDA, total assets, market capitalisation and price earnings ratio.</p> <p>Rules governing cessation of employment, change in control and delisting as per scheme rules aligned with King III recommendations.</p> <p>LTIIP allocations granted up to February 2015 have two measures equally weighted between HEPS and TSR.</p>	<p>Rules governing cessation of employment, change in control and delisting as per scheme rules aligned with King III recommendations.</p> <p>Shares are purchased on the open market and held by third-party in escrow.</p>
NO. OF PARTICIPANTS			40 697 excluding Politix	672	42

EXECUTIVE DIRECTORS (CONTINUED)

SERVICE CONTRACTS AND NOTICE PERIODS

It is the policy that the Executive Directors and Execs have employment agreements with the company which may be terminated with notice periods of between three and six months. The Group CEO has a 12-month notice period. Employment agreements may also include restraint of trade agreements.

Expatriate Execs are employed on fixed-term contracts subject to obtaining and maintaining applicable work permits.

VOTING ON REMUNERATION FRAMEWORK, AND SHAREHOLDER ENGAGEMENT

VOTING ON REMUNERATION POLICY

The committee will apply the King IV principles regarding the endorsement of the remuneration policy and its implementation from the 2017 AGM onwards. The remuneration policy (section 2) and the implementation thereof (section 3) will be tabled for approval in two advisory non-binding votes in separate shareholder resolutions.

SHAREHOLDER ENGAGEMENT

The committee has always engaged proactively and in good faith with the Group's shareholders and relevant proxy advisory services regarding the remuneration policy using various methods of engagement. The committee will continue to do so irrespective of the percentage of shareholders voting in favour of the remuneration policy.

In line with King IV, should the approval of the remuneration policy or the implementation report not achieve the shareholder support of 75% majority, the results of the shareholder engagement will be communicated in section 1 of the 2018 Remuneration Report applying the guidelines in King IV.

The committee is confident that the remuneration policy is aligned with market best practice, and is subject to a robust review each year against best practice. However, where it is clear that the remuneration policy should be reconsidered in order to adapt to changing business realities and to maximise shareholder value, or where shareholders have raised legitimate concerns regarding an aspect of the remuneration policy, the committee will consider amending certain aspects of the Group remuneration framework.

WOOLWORTHS HOLDINGS SHARE TRUST

The Woolworths Holdings Share Trust, managed by two trustees – Independent Non-executive Directors – administers the utilisation of shares for the purposes of the long-term incentive share schemes. The Trust is guided by the Trust Deed and share scheme rules, in compliance with the Johannesburg Stock Exchange Limited (JSE) Listings Requirements, and was approved by shareholders in November 2010.

The maximum number of shares available for allocation in terms of the LTI share schemes is 85 000 000, representing approximately 8% of the current issued share capital.

In any one financial year, the maximum market value of grants and/or offers in terms of the LTI schemes may not exceed 250% (face value) of an individual's GP (excluding RSPs). The aggregate total number of shares awarded to an individual participant in terms of the LTI scheme may not exceed 12 700 000.

Shares allocated to participants under the LTI schemes may be purchased on the open market or new shares may be issued. Shares and grants may not be awarded or exercised during a closed period.



NON-EXECUTIVE DIRECTORS

REMUNERATION POLICY

The table below sets out the remuneration policies applied by the Group for the 2017 financial year for Non-executive Directors.

These policies are also applicable for the 2018 financial year and form the underlying basis for the fees tabled for shareholder approval at the AGM to be held on 28 November 2017.

NON-EXECUTIVE DIRECTOR REMUNERATION			
	CHAIRMAN	DIRECTORS AND LEAD INDEPENDENT DIRECTOR	BENEFITS
PURPOSE	A market-related fee to attract and retain experienced and diverse Non-executive Directors.	Fees to reflect the additional responsibilities undertaken through membership of committees. Committee Chairmen receive an additional amount.	
MECHANICS	<p>Fees are reviewed annually against retail peer companies in South Africa, Australia, and the United Kingdom.</p> <p>Directors based in the United Kingdom are paid directors' fees in sterling and directors based in Australia are paid in Australian dollars.</p> <p>Non-executive Directors who perform a similar role for the main operating subsidiaries are remunerated for those functions – Patrick Allaway and Gail Kelly are Non-executive Directors of DJ and CRG. Zarina Bassa is a Non-executive Director of WSA.</p> <p>Fees reflect the time commitment, demands and responsibility of the role.</p> <p>The Board believes that it is appropriate to propose an annual fee structure as the directors are required to provide input on an ongoing basis throughout the year that is not confined to attendance at meetings.</p> <p>Fees are proposed by Executive Directors based on independently benchmarked fees.</p> <p>The Remuneration Committee recommends the fees to the Board for final approval by shareholders.</p> <p>Audited Non-executive Directors' fees for the 2017 financial year are shown on page 172.</p>	<p>Non-executive Directors receive product discount on purchases made in WHL Group stores.</p> <p>No other benefits are provided.</p> <p>Non-executive Directors do not participate in any STI or LTI schemes.</p> <p>The Chairman receives post-retirement healthcare by virtue of him previously holding the role of Group CEO and retiring from that position.</p>	
PAYMENTS	Fees are paid quarterly in arrears in cash.		

PROPOSED NON-EXECUTIVE DIRECTORS' FEES

As explained in the Chairman's Report on page 148, the proposed fees for the Non-executive Directors have been independently benchmarked by an external remuneration consultant, DG Capital. The proposed fees have been benchmarked with the average of: the top quartile for South African retail companies; the median of the Top 30 companies on the JSE; and the median for the Top 8 companies (those with >40% of revenue earned external of South Africa) on the JSE. Fees for international directors were benchmarked against directors' fees paid in the United Kingdom and Australian retail markets.

The proposed fees (exclusive of South African VAT) for the calendar year 1 January 2018 to 30 December 2018 are shown in the table below:

	Current approved fees (R000's)	Proposed fees (R000's)	% increase
Chairman	1 585.5	1 728.2	9.0%
Lead Independent Director	625.0	662.5	6.0%
South African-based director	367.5	400.6	9.0%
United Kingdom-based director (paid in £)	£75.0	£75.9	1.3%
Australian-based director (paid in A\$)	A\$155.0	A\$158.9	2.5%
Audit Committee chairman	325.5	345.1	6.0%
Audit Committee member	178.5	189.2	6.0%
Nominations Committee chairman	168.0	178.1	6.0%
Nominations Committee member	105.0	111.3	6.0%
Remuneration Committee chairman	220.5	233.8	6.0%
Remuneration Committee member	115.5	122.4	6.0%
Risk and Compliance Committee chairman	220.5	233.7	6.0%
Risk and Compliance Committee member	115.5	122.4	6.0%
Social and Ethics Committee chairman	178.5	189.2	6.0%
Social and Ethics Committee member	105.0	111.3	6.0%
Sustainability Committee chairman	178.5	189.2	6.0%
Sustainability Committee member	105.0	111.3	6.0%
Attendance at Executive Treasury Committee meetings	42.0	44.5	6.0%
Hourly rate for additional services	R5 040	5 342	6.0%

SERVICE CONTRACTS

Non-executive Directors do not have service contracts, but serve the company through a letter of appointment, which may be terminated without liability for compensation. Directors must be elected by shareholders at an AGM on a rotational basis, usually being three-year intervals.

SECTION 3: APPLICATION OF REMUNERATION POLICY FOR THE YEAR ENDED 30 JUNE 2017

This section of the report specifically deals with the remuneration for the Group CEO, Executive Directors, and Non-executive Directors. Where appropriate, details are included for Execs and other employees.

The Board reviewed the executive structure within the Group and concluded that the prescribed officer roles are held by Executive Directors.

COMPLIANCE WITH THE REMUNERATION POLICY

The Remuneration 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 2017 remuneration policy (as set out in the 2016 Integrated Report).

FAIR AND RESPONSIBLE REMUNERATION

As explained earlier, a remuneration barometer was introduced during the year to show the Group's fair and responsible remuneration policies.

It is pleasing to note that the Group continues to make significant progress in terms of managing 'the ethics of pay'. The barometer shown on the opposite page explains the application for FY2017.

The barometer reflects the actual GP increases in the three geographic areas in which the Group trades and shows the comparison to that of the Executive Directors.

In South Africa, the annual GP increase continues to address any historic disparities of gender, race, and employee category. Staff and store management received short-term performance bonuses, with head office categories not entitled to receive bonuses this year due to the non-achievement of the Group trigger.

In Australia, there are no notable disparities with gender. Store staff increases were higher than management and they also received bonuses.

In the rest of Africa, the implementation of the Group's remuneration philosophy is in its infancy.

GROUP CEO AND EXECUTIVE DIRECTORS

REMUNERATION MIX

The chart below has been prepared on the same basis as the chart on page 153 representing the potential mix of GP, STI and LTI compared with the actual mix achieved for the year ended 30 June 2017. The chart reflects the composition for the aggregation for the Group CEO and Executive Directors.

Aggregated Executive Directors (including Group CEO)

ACHIEVED



ON-TARGET



STRETCH



GUARANTEED PAY

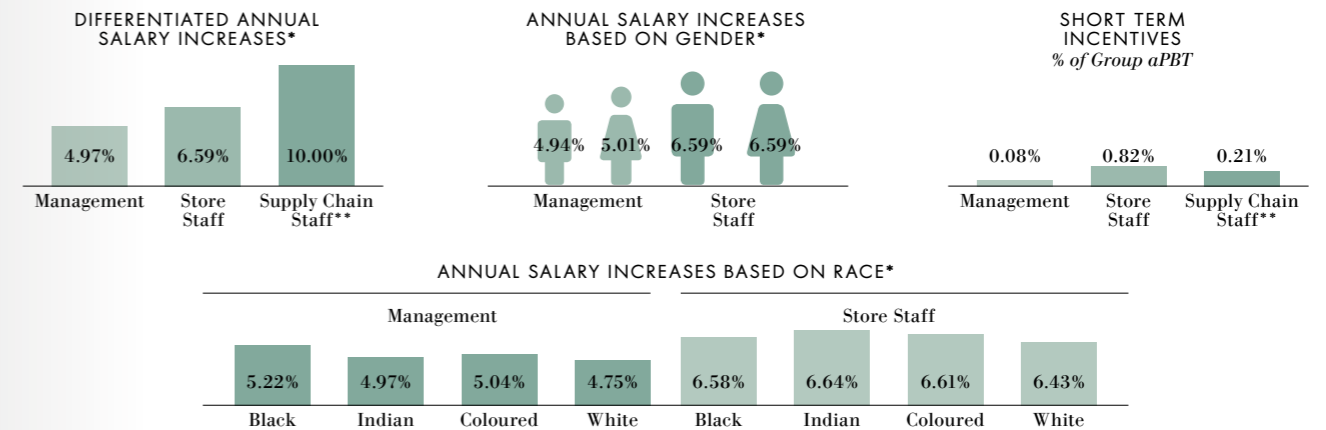
	GUARANTEED PAY % INCREASE
Group CEO and Executive Directors	4.83%
Key Senior Executives	
South Africa	6.62%
Australia	7.89%
Management South Africa	4.97%
Management Australia	2.17%
Staff South Africa	6.59%
Staff Australia	2.40%

GP increases are referenced to inflation for the differing geographic areas. Increases were effective 1 October 2016.

The aggregated GP increase for the Group CEO and Executive Directors was below that of staff and management. Appointments and promotions into new senior executive roles in South Africa and Australia have impacted the average GP increase.

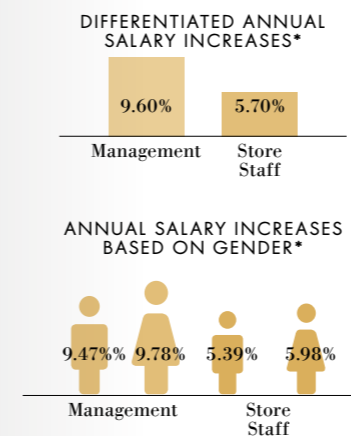
FAIR AND RESPONSIBLE PAY BAROMETER

SOUTH AFRICA



MINIMUM WAGE Store Staff: above legislative minimums

REST OF AFRICA

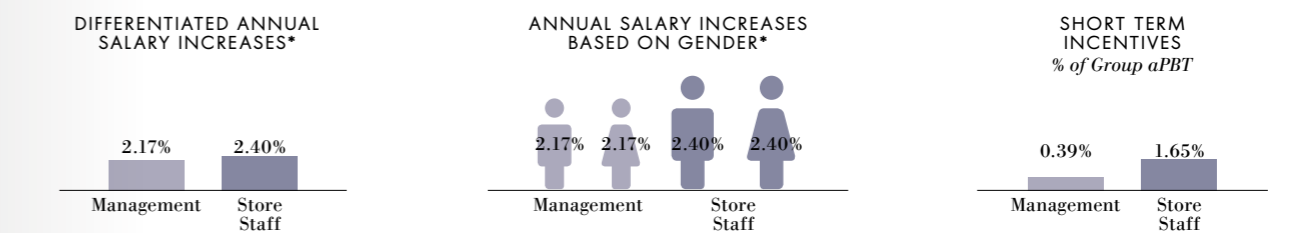


MINIMUM WAGE Store Staff: on or above legislative minimums

EXECUTIVE DIRECTORS



AUSTRALIA AND NEW ZEALAND



MINIMUM WAGE Store Staff: on or above legislative minimums

PERMANENT EMPLOYEES
* % increase effective 1 October 2016

** Supply Chain staff, applicable to WSA only, belong to a union and received an across-the-board 10% increase.

SHORT-TERM INCENTIVES

METHODOLOGY

The framework and mechanics of the STI scheme explained below was applied to all employees in the Group for the 2017 financial year.

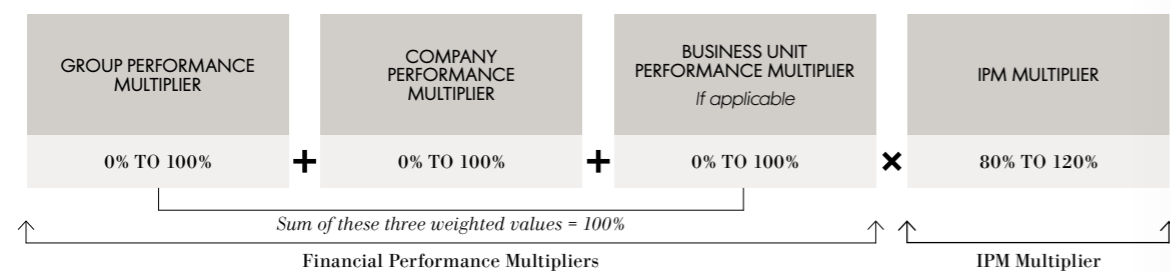
The STI is calculated as follows:

- Group CEO: 100% based on Group performance
- Group COO and Group FD: 100% based on Group performance
- Executive Directors and Execs:
 - 50% – 75% based on Group performance with remaining
 - 50% – 25% based on company and/or specific business area performance

Individual performance scores (IPM) and specific company EBIT performance are multipliers for the final payments. Business unit modifiers are applicable for employees at levels below Execs.

The high-level design of the STI scheme is as follows:

- incentives are calculated at a business unit level taking into account the scheme design and parameters
- a principle of budgeted pre-incentive profit is used across all units as the trigger for on-target incentives
- a gatekeeper of 93% of Group aPBT for threshold bonuses is built into the scheme
- at the Group level (as a top-down approach), a final measure is built into the scheme to ensure affordability and threshold performance, i.e. 93% achieved



THE GROUP SHORT-TERM INCENTIVE TRIGGER WAS NOT ACHIEVED, NO PERFORMANCE BONUS PAYMENTS IN FY2017.

PERFORMANCE FOR THE PERIOD

As explained in the FD's report, the Group achieved aPBT of R5.5 billion. The performance conditions for the short-term performance bonus were tested to determine if the minimum incentive trigger had been achieved. As the gatekeeper for any entity to pay a corporate STI is the achievement of >93% of Group aPBT, no bonuses for FY2017 will be paid.

The analysis of the STI calculations for the Group CEO and Executive Directors based on Group, company, and individual performance are shown in the table below.

	PERFORMANCE AGAINST STI TARGETS					
	WEIGHTING	BELOW THRESHOLD	TARGET	STRETCH	ACHIEVEMENT LEVEL	RESULTANT BONUS %
GROUP PERFORMANCE aPBT	50%–100%	●			84%	
COMPANY PERFORMANCE	50%					
WOOLWORTHS SOUTH AFRICA aEBIT			●		93%	
DAVID JONES aEBIT		●			70%	
COUNTRY ROAD GROUP aEBIT		●			90%	
INDIVIDUAL PERFORMANCE MULTIPLIER						
Ian Moir			●		100%	0%
Reeza Isaacs			●		100%	0%
Sam Ngumeni			●		100%	0%
Zyda Rylands			●		100%	0%
John Dixon			●		100%	0%

LONG-TERM INCENTIVES

LTI ALLOCATIONS DURING 2017

The allocations for the Group CEO and Executive Directors for components of LTI were approved by the Remuneration Committee during the 2017 financial year and are shown in the table below.

LTI allocations made to Executive Directors and Execs were made in line with the percentage allocations described in the remuneration policy table on pages 154 and 155.

More detail on LTI shares held by the Group CEO and Executive Directors can be found on pages 168 to 171.

	LONG-TERM INCENTIVES						TOTAL ALLOCATIONS NUMBER
	PSP AWARDS			RSP AWARDS			
	BASIS	NUMBER	FACE VALUE R000's	BASIS	NUMBER	FACE VALUE R000's	
Ian Moir				150% of GP	318 442	27 000	318 442
Reeza Isaacs	100% of GP	55 498	4 876				55 498
Sam Ngumeni	100% of GP	60 324	5 300				60 324
Zyda Rylands	100% of GP	73 982	6 500				73 982
John Dixon	100% of GP	220 852	19 404				220 852
Total		410 656	36 080		318 442	27 000	729 098

VESTING OF 2014 LTI ALLOCATIONS

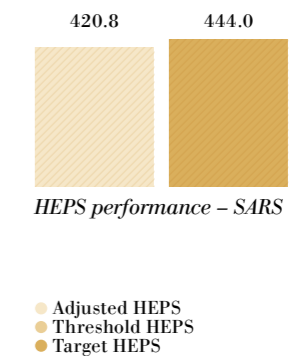
The performance conditions for the SARS and LTIP August 2014 allocations were tested to determine if vesting had been achieved.

SARS SCHEME

The performance condition for SARS is HEPS growth of CPI plus 6% over the three year performance period.

The graph alongside shows the target HEPS which was required for the full vesting of the August 2014 SARS, against adjusted HEPS.

Adjusted HEPS achieved was 420.8 cps, 5.2% below the target HEPS of 444.0 cps. Based on the outcome, the August 2014 allocations have not vested. Retesting of performance conditions is not allowed for these allocations, and consequently the allocation will lapse.



LTIP (NOW CALLED PSP) SCHEME

The performance conditions for LTIP are:

- 50% based on HEPS growth of CPI plus 5% per annum and
- 50% based on TSR performance compared to the peer group TSR performance.

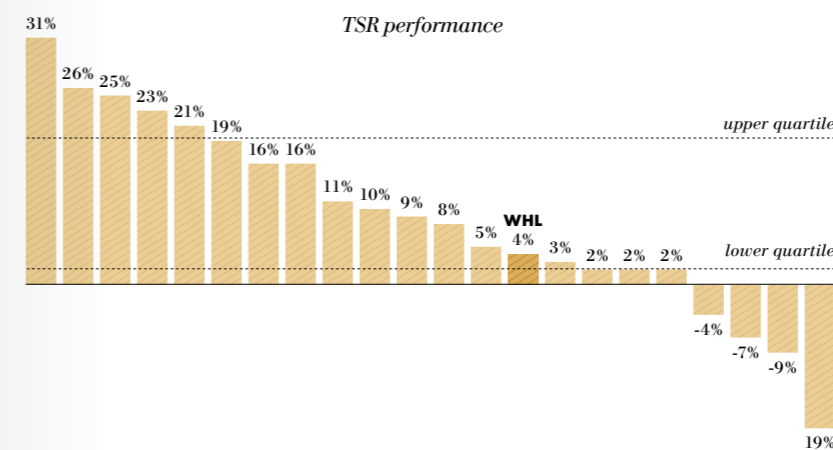
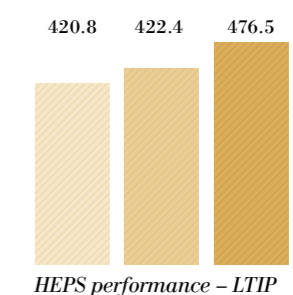
The graph alongside shows the target HEPS which was required for the full vesting of the August 2014 LTIP against adjusted HEPS.

Adjusted HEPS achieved was 420.8 cps, 11.7% below the target HEPS of 476.5 cps and the threshold HEPS of 422.4 cps.

The graph below compares the TSR performance of the company to the TSR index of the peer group at the lower and upper quartiles.

Actual TSR performance for WHL was 4% growth, marginally above the lower quartile of the peer group performance. TSR vesting is therefore at 26.2% and accounts for 50% of the performance conditions.

The TSR, together with the HEPS performance has resulted in the LTIP 2014 allocations vesting at 13.1% for all participants of the LTIP scheme.



Actual TSR performance for WHL was 4% growth, marginally above the lower quartile of the peer group performance.

LONG-TERM INCENTIVES (CONTINUED)

COUNTRY ROAD GROUP ELTIS SCHEME

The CRG Executive Long-term Incentive Scheme (ELTIS) was in operation prior to CRG becoming a wholly owned subsidiary of WHL. The last allocations from this scheme were granted during 2014.

The performance conditions for the 2014 allocations have been tested to determine if vesting was achieved. The performance condition is EPS growth of CPI plus 2% compounded over the three-year performance period.

The performance conditions for the 2014 allocations have not been met and consequently no vesting will occur.

PAYMENTS FOR LOSS OF OFFICE OR TERMINATION OF EMPLOYMENT

The committee confirms that they did not have to consider any payments made to Executive Directors for loss of office or termination of employment in the year ended 30 June 2017.

UTILISATION OF SHARES HELD BY WOOLWORTHS HOLDINGS SHARE TRUST

In line with the JSE requirements, an analysis of the shares utilised for the purposes of LTI is shown in the table below:

Opening balance available	19 425 070
Allocations made to participants	(2 938 696)
Exercised/lapsed	3 413 100
Sold by participants	(1 165 677)
Closing balance available	18 733 797

18.7M

 shares available for LTI

EXECUTIVE DIRECTORS' REMUNERATION FOR YEAR ENDED 30 JUNE 2017 (AUDITED)

As detailed in Section 2 on pages 150 to 159, 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 2017 and comparatives for 30 June 2016 are set out below:

Notes	GUARANTEED PAY			SHORT-TERM INCENTIVES	LONG-TERM INCENTIVES		RETENTION	REMUNERATION
	Base salary R000's	Benefits (1) R000's	Total guaranteed pay R000's	Performance bonus R000's	Fair value of shares, options, SARS, LTIP and PSP granted (2) R000's	Interest-free loan benefit (3) R000's	Fair value of restricted shares (4) R000's	Total remuneration R000's
2017								
Ian Moir	18 673	135	18 808	-	470	-	15 397	34 675
Reeza Isaacs	4 752	373	5 125	-	1 326	-	831	7 282
Sam Ngumeni	5 369	422	5 791	-	1 549	91	100	7 531
Zyda Rylands	6 532	372	6 904	-	2 015	101	-	9 020
	35 326	1 302	36 628	-	5 360	192	16 328	58 508
AUSTRALIA-BASED (AMOUNTS EXPRESSED IN A\$000's)								
John Dixon (5)	1 564	287	1 851	-	410	-	-	2 260
2016								
Ian Moir	16 430	196	16 626	14 960	3 317	-	18 845	53 748
Reeza Isaacs	4 348	579	4 927	3 241	2 261	-	2 056	12 485
Sam Ngumeni	4 539	837	5 376	4 228	2 859	255	403	13 121
Zyda Rylands	5 218	1 012	6 230	4 447	3 429	500	-	14 606
	30 535	2 624	33 159	26 876	11 866	755	21 304	93 960

NOTES

- Benefits include retirement, healthcare, related benefits, long-service awards and discounts received on purchases made in Group stores. Benefits for John Dixon includes categorisation of leave benefits in line with Australian statutory requirements.
- IFRS2 Share-based payments have been used to equate the annual expense value of shares, SARS, LTIP and PSP held at the end of the financial year.
- The interest-free loan relates to the purchases of shares under the Woolworths Holdings Share Trust. The benefit has been calculated at 8.0% (2016: 7.396%) (averagel) on the value of the outstanding loan. All loans were paid-up during the course of the year.
- IFRS2 Share-based payments have been used to equate the annual expense value of RSP shares.
- John Dixon was appointed as an Executive Director on 18 May 2017; his remuneration is disclosed for the full year in Australian Dollars.

DIRECTORS' PARTICIPATION IN SHARE SCHEMES

Shares purchased, options granted, and SARS, LTIP, PSP and RSP awards allocated to Executive Directors in terms of the Woolworths Holdings Share Trust which had not been exercised at June 2017 are set out below:

IAN MOIR														
SCHEME	Award date	Vesting date	As at 30 June 2016		Awarded		Forfeited		Sold or transferred			As at 30 June 2017		
			NUMBER	PRICE RANDBS	NUMBER	PRICE RANDBS	NUMBER	PRICE RANDBS	NUMBER	PRICE RANDBS	REALISATION VALUE (1) RANDBS	VESTED	UNVESTED	TOTAL
SARS	26 Aug 2010	29 Aug 2013	117 823	19.85					117 823	81.26	9 573 932			-
	25 Aug 2011	28 Aug 2014	87 468	27.89								87 468		87 468
	23 Aug 2012	27 Aug 2015	72 288	51.48								72 288		72 288
	29 Aug 2013	29 Aug 2016	103 755	56.06								103 755		103 755
Total			381 334						117 823		9 573 932	263 511		263 511
LTIP	29 Aug 2013	29 Aug 2016	154 964	60.72	13 924	86.76	33 777	86.76	135 111	84.19	11 374 671			-
Total			154 964		13 924		33 777		135 111		11 374 671			-
RSP	09 Oct 2014	09 Oct 2017	258 210	69.71									258 210	258 210
	05 Jan 2015	16 Feb 2019	284 000	92.14					71 000	70.84	5 029 541		213 000	213 000
	27 Aug 2015	27 Aug 2018	186 126	96.71									186 126	186 126
	25 Aug 2016	26 Aug 2019			318 442	84.79							318 442	318 442
Total			728 336		318 442				71 000		5 029 541	975 778	975 778	975 778
Total			1 264 634		332 366		33 777		323 934		25 978 143	263 511	975 778	1 239 289

(1) Realisation value: Taxable value realised by the individual on sale or transfer of awards.

REEZA ISAACS														
SCHEME	Award date	Vesting date	As at 30 June 2016		Awarded		Forfeited		Sold or transferred			As at 30 June 2017		
			NUMBER	PRICE RANDBS	NUMBER	PRICE RANDBS	NUMBER	PRICE RANDBS	NUMBER	PRICE RANDBS	REALISATION VALUE (1) RANDBS	VESTED	UNVESTED	TOTAL
SARS	29 Aug 2013	29 Aug 2016	43 396	56.06					43 396	83.10	3 605 995			-
	15 Sep 2014	15 Sep 2017	25 115	74.06									25 115	25 115
Total			68 511						43 396		3 605 995		25 115	25 115
LTIP	29 Aug 2013	29 Aug 2016	48 042	60.72	4 318	86.76	10 471	86.76	41 889	84.19	3 526 534			-
	15 Sep 2014	15 Sep 2017	27 208	74.06									27 208	27 208
Total			75 250		4 318		10 471		41 889		3 526 534		27 208	27 208
RSP	01 Jun 2013	24 Aug 2017	52 420	73.92									52 420	52 420
Total			52 420										52 420	52 420
PSP	27 Aug 2015	27 Aug 2018	37 581	96.70									37 581	37 581
	11 Feb 2016	14 Feb 2019	9 990	93.69									9 990	9 990
	25 Aug 2016	26 Aug 2019							55 498	87.86			55 498	55 498
Total			47 571						55 498				103 069	103 069
Total			243 752		59 816		10 471		85 285		7 132 529		207 812	207 812

DIRECTORS' PARTICIPATION IN SHARE SCHEMES (CONTINUED)

SAM NGUMENI														
SCHEME	Award date	Vesting date	As at 30 June 2016		Awarded		Forfeited		Sold or transferred			As at 30 June 2017		
			NUMBER	PRICE RANDB	NUMBER	PRICE RANDB	NUMBER	PRICE RANDB	NUMBER	PRICE RANDB	REALISATION VALUE (1) RANDB	VESTED	UNVESTED	TOTAL
SHARE PURCHASE	23 Aug 2006	23 Aug 2011	33 050	13.30					33 050	13.30	439 565			-
	14 Nov 2006	14 Nov 2011	190 216	15.74					190 216	15.74	2 994 000			-
Total			223 266						223 266		3 433 565			
SARS	25 Aug 2011	28 Aug 2014	34 987	27.89					34 987	72.43	2 533 972			-
	23 Aug 2012	27 Aug 2015	29 095	51.48					29 095	72.43	2 107 237			-
	29 Aug 2013	29 Aug 2016	28 281	56.06					28 281	72.43	2 048 283			-
	15 Sep 2014	15 Sep 2017	55 092	74.06								55 092	55 092	
Total			147 455						92 363		6 689 492		55 092	55 092
LTIP	29 Aug 2013	29 Aug 2016	32 031	60.72	2 879	86.76	6 982	86.76	27 928	84.19	2 351 191			
	15 Sep 2014	15 Sep 2017	59 682	74.06								59 682	59 682	
Total			91 713		2 879		6 982		27 928		2 351 191		59 682	59 682
RSP	23 Aug 2012	25 Aug 2017	13 906	59.25					6 953	87.67	609 570		6 953	6 953
Total			13 906						6 953		609 570		6 953	6 953
PSP	27 Aug 2015	27 Aug 2018	40 848	96.70								40 848	40 848	
	11 Feb 2016	14 Feb 2019	10 858	93.69								10 858	10 858	
	25 Aug 2016	26 Aug 2019			60 324	87.86						60 324	60 324	
Total			51 706		60 324							112 030	112 030	
Total			528 046		63 203		6 982		350 510		13 083 878		233 757	233 757

(1) Realisation value: Taxable value realised by the individual on sale or transfer of awards.

ZYDA RYLANDS														
SCHEME	Award date	Vesting date	As at 30 June 2016		Awarded		Forfeited		Sold or transferred			As at 30 June 2017		
			NUMBER	PRICE RANDB	NUMBER	PRICE RANDB	NUMBER	PRICE RANDB	NUMBER	PRICE RANDB	REALISATION VALUE (1) RANDB	VESTED	UNVESTED	TOTAL
SHARE PURCHASE	23 Aug 2006	23 Aug 2011	129 699	13.30					129 699	13.30	1 724 997			-
	04 Oct 2006	04 Oct 2011	291 758	13.71					291 758	13.71	4 000 002			-
	Total		421 457						421 457		5 724 999			-
SHARE OPTION	17 Aug 2008	17 Aug 2013	65 279	8.81								65 279	65 279	
	Total		65 279									65 279	65 279	
SARS	27 Aug 2009	27 Aug 2012	107 000	11.35					107 000	87.67	9 380 594			-
	25 Aug 2011	28 Aug 2014	53 538	27.89								53 538	53 538	
	23 Aug 2012	27 Aug 2015	38 304	51.48								38 304	38 304	
	29 Aug 2013	29 Aug 2016	40 790	56.06								40 790	40 790	
	15 Sep 2014	15 Sep 2017	32 358	74.06									32 358	32 358
Total			271 990						107 000		9 380 594	132 632	32 358	164 990
LTIP	29 Aug 2013	29 Aug 2016	46 199	60.72	4 152	86.76	10 070	86.76	40 281	84.19	3 391 161			-
	15 Sep 2014	15 Sep 2017	35 055	74.06								35 055	35 055	
Total			81 254		4 152		10 070		40 281		3 391 161		35 055	35 055
PSP	27 Aug 2015	27 Aug 2018	105 073	96.70								105 073	105 073	
	25 Aug 2016	26 Aug 2019			73 982	87.86						73 982	73 982	
Total			105 073		73 982							179 055	179 055	
Total			945 053		78 134		10 070		568 738		18 496 754	197 911	246 468	444 379

JOHN DIXON

JOHN DIXON														
SCHEME	Award date	Vesting date	As at 30 June 2016		Awarded		Forfeited		Sold or transferred			As at 30 June 2017		
			NUMBER	PRICE RANDB	NUMBER	PRICE RANDB	NUMBER	PRICE RANDB	NUMBER	PRICE RANDB	REALISATION VALUE (1) RANDB	VESTED	UNVESTED	TOTAL
PSP	11 Feb 2016	11 Feb 2019	216 523	93.69								216 523	216 523	
	25 Aug 2016	26 Aug 2019			220 852	87.86						220 852	220 852	
Total			216 523		220 852							437 375	437 375	

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 June 2017 and comparatives for June 2016 are set out below.

2017

NON-EXECUTIVE DIRECTORS										
	Notes	Directors' fees R000's	Audit Committee member R000's	Remuneration Committee member R000's	Risk and compliance Committee member R000's	Nominations Committee member R000's	Sustainability Committee member R000's	Social and ethics Committee member R000's	Benefit (1) R000's	Total non-executive directors' remuneration R000's
Simon Susman	(2)	1 547	-	113	112	103	103	103	82	2 163
Patrick Allaway	(3)	3 106	174	113	113	-	-	-	-	3 506
Peter Bacon		359	174	113	-	-	-	-	14	660
Zarina Bassa	(4)	1 091	175	113	215	102	-	-	14	1 710
Tom Boardman		588	-	215	-	164	103	102	19	1 191
Hubert Brody	(5)	658	318	-	112	-	-	-	-	1 088
Andrew Higginson	(6)	1 294	174	113	113	-	-	-	-	1 694
Gail Kelly	(7)	2 335	-	113	113	102	102	-	4	2 769
Nombulelo Moholi	(8)	359	-	112	113	-	-	121	28	733
Lord Rose	(9)	1 294	-	112	113	103	174	-	-	1 796
Thina Siwendu	(10)	223	-	-	84	-	76	130	15	528
		12 854	1 015	1 117	1 088	574	558	456	176	17 838

NOTES

- Benefits are discounts received on purchases made in WHL Group stores.
- Simon Susman receives post-retirement healthcare by virtue of him previously holding the role of Group CEO and retiring from that position. Benefits of R82 294 (2016: R117 062) include the following:
 - post-retirement healthcare benefit of R30 740 (2016: R37 428); and
 - discounts received on purchases made in WHL Group stores of R51 554 (2016: R79 634).
- Patrick Allaway's director's fees are paid in Australian Dollars as an Australian resident. Directors' fees earned include fees as a Non-executive Director for David Jones and Country Road Group of A\$150 000 (2016: A\$150 000).
- Zarina Bassa's director's fees earned include fees as a Non-executive Director for Woolworths of R732 857 (2016: R357 500). Zarina was appointed a Non-executive Director for Woolworths on 4 February 2016.
- Hubert Brody's director's fees earned include fees for the attendance at the Treasury Committee and Chairman of Woolworths Audit Review Panel of R299 300 (2016: R186 000).

2016

NON-EXECUTIVE DIRECTORS										
	Notes	Directors' fees R000's	Audit Committee member R000's	Remuneration Committee member R000's	Risk and compliance Committee member R000's	Nominations Committee member R000's	Sustainability Committee member R000's	Social and ethics Committee member R000's	Benefit (1) R000's	Total non-executive directors' remuneration R000's
Simon Susman	(2)	1 293	-	104	99	79	89	89	117	1 870
Patrick Allaway	(3)	3 201	146	104	99	-	-	-	105	3 655
Peter Bacon		309	147	104	-	-	-	-	10	570
Zarina Bassa	(4)	667	147	-	193	79	-	-	18	1 104
Tom Boardman		436	-	203	-	128	89	89	18	963
Hubert Brody	(5)	495	217	-	99	-	-	-	-	811
Andrew Higginson	(6)	1 278	147	104	98	-	-	-	1	1 628
Gail Kelly	(7)	1 841	-	79	77	50	70	-	116	2 233
Mike Leeming	(11)	174	123	-	44	29	-	-	10	380
Nombulelo Moholi		309	-	104	99	-	-	89	19	620
Lord Rose	(9)	1 278	-	104	99	79	163	-	-	1 723
Thina Siwendu		309	-	-	98	-	89	163	19	678
		11 590	927	906	1 005	444	500	430	433	16 235

- Andrew Higginson's director's fees are paid in Sterling as a British resident.
- Gail Kelly's director's fees are paid in Australian Dollars as an Australian resident. Directors' fees earned include fees as a Non-executive Director for David Jones and Country Road Group of A\$75 000 (2016: A\$56 250). Gail was appointed to the board on 1 October 2015.
- Nombulelo Moholi was appointed as Chairman of the Social and Ethics Committee on 15 February 2017 and a member of the Sustainability Committee on 18 May 2017.
- Lord Rose's director's fees are paid in Sterling as a British resident.
- Thina Siwendu resigned from the board on 15 February 2017.
- Mike Leeming retired from the Board on 26 November 2015.

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WHL

