

Shoprite Holdings Limited
(Incorporated in the Republic of South Africa)
(Registration number 1936/007721/06)
ISIN no: ZAE000012084
JSE share code: SHP
NSX share code: SRH
LUSE share code: SHOPRITE
("Shoprite Holdings" or "the Company")

RESULTS OF ANNUAL GENERAL MEETING

Shareholders are referred to the annual general meeting ("AGM") of Shoprite Holdings held on 29 October 2018 and the results of AGM announcement released on SENS on 30 October 2018 (the "Initial Announcement"). In this regard, set out below are the results of AGM which presents the voting for the ordinary shares and deferred shares separately.

| Resolution | Number of shares voted | | Percentage of shares in issue* | | In favour of** | | Against** | | Abstained*** | |
|---|------------------------|-----------------|--------------------------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|
| | Ordinary shares | Deferred shares | Ordinary shares | Deferred shares | Ordinary shares | Deferred shares | Ordinary shares | Deferred shares | Ordinary shares | Deferred shares |
| Ordinary resolution number 1 Approval of Annual Financial Statements | 427 453 686 | 305 621 601 | 76.89 | 100.00 | 100.00 | 100.00 | 0.00 | 0.00 | 0.58 | 0.00 |
| Ordinary resolution number 2 Re-appointment of Auditors | 429 850 301 | 305 621 601 | 77.32 | 100.00 | 93.20 | 100.00 | 6.80 | 0.00 | 0.14 | 0.00 |
| Ordinary resolution number 3 Re-election of Mr JF Basson | 430 178 279 | 305 621 601 | 77.38 | 100.00 | 88.23 | 100.00 | 11.77 | 0.00 | 0.08 | 0.00 |
| Ordinary resolution number 4 Re-election of Mr JJ Fouche | 430 449 106 | 305 621 601 | 77.43 | 100.00 | 85.62 | 100.00 | 14.38 | 0.00 | 0.04 | 0.00 |
| Ordinary resolution number 5 Re-election of Dr ATM Mokgokong | 429 355 355 | 305 621 601 | 77.24 | 100.00 | 94.47 | 100.00 | 5.53 | 0.00 | 0.23 | 0.00 |
| Ordinary resolution number 6 Re-election of Mr JA Rock | 430 178 471 | 305 621 601 | 77.38 | 100.00 | 99.12 | 100.00 | 0.88 | 0.00 | 0.08 | 0.00 |
| Ordinary resolution number 7 Re-election of Ms S Zinn | 430 178 496 | 305 621 601 | 77.38 | 100.00 | 100.00 | 100.00 | 0.00 | 0.00 | 0.08 | 0.00 |
| Ordinary resolution number 8 Appointment of Mr JF Basson as Chairperson and Member of the Shoprite Holdings Audit and Risk Committee | 428 847 813 | 305 621 601 | 77.14 | 100.00 | 84.30 | 100.00 | 15.70 | 0.00 | 0.32 | 0.00 |
| Ordinary resolution number 9 Appointment of Mr JJ Fouche as Member of the Shoprite Holdings Audit and Risk | 428 364 813 | 305 621 601 | 77.06 | 100.00 | 78.54 | 100.00 | 21.46 | 0.00 | 0.41 | 0.00 |

| | | | | | | | | | | |
|--|-------------|-------------|-------|--------|--------|--------|-------|------|------|------|
| Committee | | | | | | | | | | |
| Ordinary resolution number 10 Appointment of Mr JA Rock as Member of the Shoprite Holdings Audit and Risk Committee | 428 847 777 | 305 621 601 | 77.14 | 100.00 | 99.12 | 100.00 | 0.88 | 0.00 | 0.32 | 0.00 |
| Ordinary resolution number 11 General authority over unissued ordinary shares | 429 700 011 | 305 621 601 | 77.30 | 100.00 | 91.14 | 100.00 | 8.86 | 0.00 | 0.17 | 0.00 |
| Ordinary resolution number 12 General authority to issue shares for cash | 429 965 495 | 305 621 601 | 77.35 | 100.00 | 90.64 | 100.00 | 9.36 | 0.00 | 0.12 | 0.00 |
| Ordinary resolution number 13 General authority to directors and/or company secretary | 429 383 904 | 305 621 601 | 77.24 | 100.00 | 100.00 | 100.00 | 0.00 | 0.00 | 0.04 | 0.00 |
| Ordinary resolution number 14.1 Non-binding advisory vote on the remuneration policy of Shoprite Holdings | 428 246 802 | 305 621 601 | 77.04 | 100.00 | 26.98 | 100.00 | 73.02 | 0.00 | 0.43 | 0.00 |
| Ordinary resolution number 14.2 Non-binding advisory vote on the implementation of the remuneration policy of Shoprite Holdings | 428 233 416 | 305 621 601 | 77.03 | 100.00 | 31.44 | 100.00 | 68.56 | 0.00 | 0.43 | 0.00 |
| Special resolution number 1 Remuneration payable to non-executive Directors | 428 673 678 | 305 621 601 | 77.11 | 100.00 | 96.69 | 100.00 | 3.31 | 0.00 | 0.36 | 0.00 |
| Special resolution number 2 Financial assistance to subsidiaries, related and inter-related entities | 428 845 105 | 305 621 601 | 77.14 | 100.00 | 93.57 | 100.00 | 6.43 | 0.00 | 0.32 | 0.00 |
| Special resolution number 3 Financial assistance for subscription of securities | 430 446 011 | 305 621 601 | 77.43 | 100.00 | 91.25 | 100.00 | 8.75 | 0.00 | 0.04 | 0.00 |
| Special resolution number 4 General authority to repurchase shares | 430 074 388 | 305 621 601 | 77.37 | 100.00 | 98.63 | 100.00 | 1.37 | 0.00 | 0.10 | 0.00 |

* Based on 555 901 930 ordinary shares (591 338 502 ordinary shares less 35 436 572 treasury shares) and 305 621 601 deferred shares in issue at the date of the AGM.

** In relation to the total number of shares voted at the AGM.

*** In relation to the total number of shares in issue at the date of the AGM.

As stated in the Initial Announcement, the Company has engaged with shareholders in respect of Ordinary resolutions number 14.1 and 14.2 relating to the non-binding advisory votes on the remuneration policy and the implementation of the remuneration policy.

Cape Town
11 April 2019

Sponsor
Nedbank Corporate and Investment Banking