

**SHOPRITE HOLDINGS LIMITED**

(Incorporated in the Republic of South Africa)

Registration no. 1936/007721/06

ISIN: ZAE000012084

JSE share code: SHP

NSX share code: SRH

LuSE share code: SHOPRITE

("Shoprite Holdings" or "the Company")

**PROCEDURAL UPDATE ON THE PROPOSED TRANSACTION**

Shoprite Holdings' ordinary shareholders ("Shareholders") are referred to the detailed terms announcement, which incorporated a firm intention announcement, released on the stock exchange news service operated by the JSE Limited ("JSE") on 18 April 2019 ("Detailed Terms Announcement") relating to the Company's consideration of a potential acquisition and cancellation of all the Shoprite Holdings deferred shares ("Proposed Transaction").

It is Shoprite Holdings' intention to post one circular to Shareholders relating to the Proposed Transaction which will incorporate both the requirements of the Listings Requirements of the JSE and the applicable Regulations issued under the Companies Act, No 71 of 2008, as amended ("Regulations") ("Circular"). As noted in the Detailed Terms Announcement, it is envisaged that a Circular incorporating a notice of General Meeting containing further information in relation to the Proposed Transaction will be posted to Shareholders on or about 27 May 2019, subject to the outcome of engagement with Shoprite Holdings' major other Shareholders.

In order to post the Circular on or about 27 May 2019, being more than 20 business days after the Detailed Terms Announcement, the Takeover Regulation Panel, established in terms of section 196 of the Companies Act, is required to and has granted the Company an extension to post the Circular on or about 27 May 2019, but by no later than 14 June 2019, as requested by the Company.

**PG DU PREEZ****Company Secretary****On behalf of the board of directors of Shoprite Holdings**

Date issued: 22 May 2019

Financial Advisor and Transaction Sponsor to Shoprite Holdings: Investec Bank Limited