

## **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")

### **UPDATE ON THE PROPOSED TRANSACTION WITH THE SHOPRITE HOLDINGS DEFERRED SHARES**

Following the announcement by Shoprite Holdings 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"), the Company has engaged extensively with its shareholders holding over two-thirds of its issued ordinary share capital, excluding shares held by Thibault Square Financial Services Proprietary Limited ("Thibault") and Titan Premier Investments Proprietary Limited ("Titan").

As noted in the Detailed Terms Announcement, one of the suspensive conditions to the Proposed Transaction, which was to be met by 31 May 2019, was that the Company has not received written notifications from shareholders excluding Thibault and Titan and its related and inter-related parties ("Other Shareholders"), who in aggregate hold more than 15% of the total issued ordinary shares held by Other Shareholders, indicating that they will not vote in favour of the required special resolutions. This was in the interest of good corporate governance and goes beyond the requirements of the required regulatory special resolution.

Since the release of the Detailed Terms Announcement and during the period of shareholder engagement, the Company received broad in principle support for the cancellation of the Shoprite Holdings' deferred shares. Despite this support, Shoprite Holdings received written notifications from more than 15% of Other Shareholders indicating that they will not vote in favour of the special resolutions required to implement the Proposed Transaction. Accordingly, the parties to the tripartite agreement relating to the Proposed Transaction entered into on 18 April 2019 ("Transaction Agreement"), being Shoprite Holdings, Thibault and Titan, entered into a cancellation agreement on 3 June 2019 to terminate the Transaction Agreement with immediate effect. The effect of the aforesaid cancellation of the Transaction Agreement is that the Proposed Transaction will not be implemented.

The Shoprite Holdings' board and management would like to thank shareholders for their ongoing input and regulators for their support. A circular together with a notice to convene a general meeting will therefore not be posted.

**PG DU PREEZ**

**Company Secretary**

**On behalf of the board of directors of Shoprite Holdings**

Date issued: 3 June 2019

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