

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 advised that the voting results for the annual general meeting (“AGM”) of Shoprite Holdings shareholders held at the registered offices of the Company on 4 November 2019 were as follows:

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	473729026	264969112	85.22%	100%	99.58%	100%	0.42%	0%	0.35%	0%
Ordinary resolution number 2: Re-appointment of Auditors	475086222	264969112	85.46%	100%	82.06%	100%	17.94%	0%	0.12%	0%
Ordinary resolution number 3: Re-election of Dr CH Wiese	473809224	264969112	85.23%	100%	38.80%	100%	61.20%	0%	0.33%	0%
Ordinary resolution number 4: Re-election of Ms A M le Roux	475076032	264969112	85.46%	100%	99.03%	100%	0.97%	0%	0.12%	0%
Ordinary resolution number 5: Appointment of Mr JF Basson as Chairperson and Member of the Shoprite Holdings Audit and Risk Committee	475076032	264969112	85.46%	100%	85.66%	100%	14.34%	0%	0.12%	0%
Ordinary resolution number 6: Appointment of Ms A M le Roux as Member of the Shoprite Holdings Audit and Risk Committee	475075598	264969112	85.46%	100%	99.17%	100%	0.83%	0%	0.12%	0%
Ordinary resolution number 7: Appointment of Mr J A Rock as Member of the Shoprite Holdings	475075096	264969112	85.46%	100%	99.17%	100%	0.83%	0%	0.12%	0%

Audit and Risk Committee											
Ordinary resolution number 8: General Authority over Unissued Ordinary Shares	475084197	264969112	85.46%	100%	84.08%	100%	15.92%	0%	0.12%	0%	
Ordinary resolution number 9: General Authority to Issue Shares for Cash	475084206	264969112	85.46%	100%	83.90%	100%	16.10%	0%	0.12%	0%	
Ordinary resolution number 10: General Authority to Directors and/or Company Secretary	475084286	264969112	85.46%	100%	99.81%	100%	0.19%	0%	0.12%	0%	
Ordinary resolution number 11.1: Non-binding Advisory Vote on the Remuneration Policy of Shoprite Holdings	475080974	264969112	85.46%	100%	80.62%	100%	19.38%	0%	0.12%	0%	
Ordinary resolution number 11.2: Non-binding Advisory Vote on the Implementation of the Remuneration Policy	475081105	264969112	85.46%	100%	79.75%	100%	20.25%	0%	0.12%	0%	
Ordinary resolution number 12: Election of Mr J F le Roux	448915940	264969112	80.75%	100%	26.00%	0%	74.00%	100%	3.53%	0%	
Special resolution number 1: Remuneration payable to Non- executive Directors:											
a) Chairperson of the Board	475081548	264969112	85.46%	100%	99.50%	100%	0.50%	0%	0.12%	0%	
b) Lead Independent Director	475081548	264969112	85.46%	100%	99.37%	100%	0.63%	0%	0.12%	0%	
c) Non-executive Directors	475081548	264969112	85.46%	100%	99.40%	100%	0.60%	0%	0.12%	0%	
d) Chairperson of the Audit and Risk Committee	475081558	264969112	85.46%	100%	99.90%	100%	0.10%	0%	0.12%	0%	
e) Members of the Audit and Risk Committee	471081558	264969112	85.46%	100%	99.90%	100%	0.10%	0%	0.12%	0%	
f) Chairperson of the Remuneration Committee	474186732	264969112	85.30%	100%	99.69%	100%	0.31%	0%	0.27%	0%	
g) Members of the Remuneration Committee	474186232	264969112	85.30%	100%	99.81%	100%	0.19%	0%	0.27%	0%	
h) Chairperson of the Nomination Committee	474186587	264969112	85.30%	100%	99.69%	100%	0.31%	0%	0.27%	0%	
i) Members of the Nomination Committee	474186597	264969112	85.30%	100%	99.81%	100%	0.19%	0%	0.27%	0%	
j) Chairperson of the Social and Ethics Committee	474192259	264969112	85.30%	100%	99.81%	100%	0.19%	0%	0.27%	0%	

k) Members of the Social and Ethics Committee	474192282	264969112	85.30%	100%	99.81%	100%	0.19%	0%	0.27%	0%
l) Remuneration Payable for Additional Fee: Per Meeting	474186527	264969112	85.30%	100%	99.85%	100%	0.15%	0%	0.27%	0%
m) Remuneration Payable for Additional Fee: Per Hour	474186527	264969112	85.30%	100%	62.72%	100%	37.28%	0%	0.27%	0%
Special resolution number 2 Financial Assistance to Subsidiaries, Related and Inter-related Entities	474190350	264969112	85.30%	100%	58.18%	100%	41.82%	0%	0.27%	0%
Special resolution number 3 General Approval to Repurchase Shares	474583358	264969112	85.37%	100%	98.58%	100%	1.42%	0%	0.20%	0%
Special resolution number 4 Approval of Amendment to Clause 1 of the Memorandum of Incorporation of the Company	475056959	264969112	85.46%	100%	100%	100%	0%	0%	0.12%	0%

* Based on 555 901 930 ordinary shares (591 338 502 ordinary shares less 35 436 572 treasury shares) and 264 969 112 deferred shares (305 621 601 deferred shares less 40 652 489 deferred shares which are currently restricted from voting) 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.

Based on the above voting results, all resolutions (except ordinary resolution 12 and special resolution 2) were passed by the requisite majority of Shoprite Holdings shareholders present in person or represented by proxy at the AGM.

Cape Town
4 November 2019

Sponsor
Nedbank Corporate and Investment Banking