

**PEPKOR HOLDINGS LIMITED**  
(Incorporated in the Republic of South Africa)  
(Registration number: 2017/221869/06)  
Share code: PPH  
Debt code: PPHI  
ISIN: ZAE000259479  
("Pepkor" or "the Company")




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**RESULTS OF THE WRITTEN RESOLUTIONS ADOPTED BY THE SHAREHOLDERS OF THE COMPANY IN TERMS OF SECTION 60 OF THE COMPANIES ACT, NO. 71 OF 2008**

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Shareholders of the Company ("**Shareholders**") are referred to the announcement published by the Company on SENS on 18 January 2021 ("**Prior Announcement**") regarding the distribution of a circular to Shareholders, pursuant to which written resolutions were submitted for consideration by the Shareholders in terms of section 60 of the Companies Act, *inter alia*, to approve the issue of 70 000 000 new Pepkor shares to certain indirectly wholly-owned subsidiaries of Steinhoff International Holdings N.V. in terms of section 41(1) of the Companies Act. Terms written with a capital letter in this announcement bear the meaning ascribed to them in the Prior Announcement, unless otherwise defined.

The 70 000 000 new Pepkor Consideration Shares represent consideration for the acquisition of properties currently leased by Pepkor, which are predominantly used by Pepkor's operating entities as distribution centres, with one property being used as a corporate head office and one property being used as a call centre.

Shareholders are advised that the resolutions have been duly adopted in terms of section 60(2) of the Companies Act.

In aggregate 3,464,263,299 shares were voted, representing 94.6% of the total number of issued shares that were entitled to be exercised in relation to the matter.

The results are summarised below:

Resolutions:	Votes in favour of the resolution as a % of all shares issued	Votes against the resolution as a % of all shares issued	% of votes abstained
Special resolution number 1: Approval of the issuing of all or some of the Pepkor Consideration Shares to each or some of the Steinhoff Subsidiaries	89.7%	4.9%	0.0%
Ordinary resolution number 1: Authority granted to Directors	89.7%	4.9%	0.0%

The Transaction remains subject to the fulfilment of a number of other conditions precedent and updates will be provided as required.

Parow  
24 February 2021

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