

## MSM: MASSMART HOLDINGS LIMITED – RESULTS OF 2021 ANNUAL GENERAL MEETING

Massmart Holdings Limited  
(Incorporated in the Republic of South Africa)  
Company registration No. 1940/014066/06  
JSE Code: MSM  
ISIN: ZAE 000152617  
("Massmart" or the "Company")

### RESULTS OF 2021 ANNUAL GENERAL MEETING

Shareholders are advised that at the Massmart Annual General Meeting held on Thursday, 20 May 2021 at 12h00 ("Annual General Meeting"), the shareholders passed all the ordinary and special resolutions, as set out in the notice of Annual General Meeting dated 8 April 2021, by the requisite majority of votes of shareholders present in person or represented by proxy.

The total number of shares present/represented, including proxies, at the Annual General Meeting was 89,24% of Massmart's issued share capital as at Friday, 14 May 2021, being the Voting Record Date.

The voting results were as follows:

	TOTAL SHARES VOTED				SHARES ABSTAINED
	FOR	AGAINST	NUMBER	%*	%**
RESOLUTION	(%)	(%)			
<b>Ordinary resolution number 1</b>	98,71	1,29	195566279	89,24%	0,020%
Re-election of Mr John Peter Suarez to the Board of Directors					
<b>Ordinary resolution number 2</b>	99,96	0,04	195566279	89,24%	0,020%
Re-election of Mr Charles Redfield to the Board of Directors					
<b>Ordinary resolution number 3</b>	99,96	0,04	195566279	89,24%	0,020%
Re-election of Mr Olufunke Ighodaro to the Board of Directors					
<b>Ordinary resolution number 4</b>	99,97	0,03	195566279	89,24%	0,020%
Election of Ernst & Young Inc. as the Company's auditors (with Mr Roger Hillen as audit partner)					
<b>Ordinary resolution number 5</b>					
Appointment of the Audit Committee members:					
5.1 Ms Olufunke Ighodaro (Chairman)	99,95	0,05	195566279	89,24%	0,020%
5.2 Ms Lindiwe Mthimunya	99,96	0,04	195566279	89,24%	0,020%
5.3 Dr Nolulamo (Lulu) Gwagwa	89,14	10,86	195566279	89,24%	0,020%
<b>Ordinary resolution number 6</b>	90,74	9,26	195566176	89,24%	0,020%
Authorisation for the Directors to issue ordinary shares for cash, not exceeding 5% of the shares in issue					

<b>Non-binding Advisory resolutions</b>					
<b>Ordinary resolution number 7</b>	90,86	9,14	195481002	89,20%	0,059%
Approval of the remuneration policy					
<b>Ordinary resolution number 8</b>	85,23	14,77	195481002	89,20%	0,059%
Approval of the remuneration implementation report					
<b>Special resolution number 1</b>	97,82	2,18	195566352	89,24%	0,02%
Authorisation for the Company and/or its subsidiaries to repurchase its own shares					
<b>Special resolution number 2</b>					
Approval of Non-Executive Directors' remuneration					
2.1 Chairman of the Board	98,80	1,2	195560701	89,24%	0,023%
2.2 Deputy Chairman of the Board	98,79	1,21	195560701	89,24%	0,023%
2.3 Independent non-Executive Directors	99,79	0,21	195560701	89,24%	0,023%
2.4 Audit Committee Chairman	99,79	0,21	195560701	89,24%	0,023%
2.5 Risk Committee Chairman	99,79	0,21	195560701	89,24%	0,023%
2.6 Remuneration Committee Chairman	99,79	0,21	195560701	89,24%	0,023%
2.7 Nomination and Social and Ethics Committee Chairmen	99,79	0,21	195560701	89,24%	0,023%
2.8 Audit Committee Member	99,79	0,21	195560701	89,24%	0,023%
2.9 Other Board Committee Members	99,79	0,21	195560701	89,24%	0,023%
<b>Special resolution number 3</b>	97,43	2,57	195566276	89,24%	0,020%
Authorisation to provide financial assistance pursuant to section 45 of the Act					

\*Expressed as a percentage of a total of 219,138,809 Massmart ordinary shares in issue as at the Voting Record Date.

Johannesburg  
21 May 2021

Sponsor  
J.P. Morgan Equities South Africa Proprietary Limited