

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 entirely by way of electronic participation on Monday, 15 November 2021 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	450 942 868	264 969 112	76.26	86.70	99.89	100.00	0.11	0.00	0.07	0.00
Ordinary resolution number 2: Re-appointment of auditors	451 166 900	264 969 112	76.30	86.70	67.85	100.00	32.15	0.00	0.03	0.00
Ordinary resolution number 3: Election of directors										
3.1 Linda de Beer	451 165 400	264 969 112	76.30	86.70	98.48	100.00	1.52	0.00	0.03	0.00
3.2 Nonkululeko Gobodo	451 166 100	264 969 112	76.30	86.70	99.95	100.00	0.05	0.00	0.03	0.00
3.3 Eileen Wilton	451 166 100	264 969 112	76.30	86.70	99.95	100.00	0.05	0.00	0.03	0.00
3.4 Peter Cooper	451 166 100	264 969 112	76.30	86.70	98.69	100.00	1.31	0.00	0.03	0.00
Ordinary resolution number 4: Re-election of Dr CH Wiese	451 165 381	264 969 112	76.30	86.70	50.11	100.00	49.89	0.00	0.03	0.00
Ordinary resolution number 5: Appointment of members of the Shoprite Holdings Audit and Risk Committee										
5.1 Johan Basson	451 166 094	264 969 112	76.30	86.70	98.11	100.00	1.89	0.00	0.03	0.00
5.2 Joseph Rock	451 166 094	264 969 112	76.30	86.70	96.28	100.00	3.72	0.00	0.03	0.00
5.3 Linda de Beer	451 166 094	264 969 112	76.30	86.70	98.73	100.00	1.27	0.00	0.03	0.00
5.4 Nonkululeko Gobodo	451 165 400	264 969 112	76.30	86.70	99.87	100.00	0.13	0.00	0.03	0.00

5.5 Eileen Wilton	451 166 094	264 969 112	76.30	86.70	99.87	100.00	0.13	0.00	0.03	0.00
Ordinary resolution number 6: General authority over unissued ordinary shares	451 165 550	264 969 112	76.30	86.70	85.76	100.00	14.24	0.00	0.03	0.00
Ordinary resolution number 7: General authority to issue ordinary shares for cash	451 165 666	264 969 112	76.30	86.70	85.49	100.00	14.51	0.00	0.03	0.00
Ordinary resolution number 8: General authority to Directors and/or Company Secretary	451 165 200	264 969 112	76.30	86.70	99.97	100.00	0.03	0.00	0.03	0.00
Ordinary resolution number 9: Approval of rules of the amended Shoprite Holdings Executive Share Plan	451 164 350	264 969 112	76.30	86.70	99.35	100.00	0.65	0.00	0.03	0.00
Non-binding advisory vote 1: Remuneration policy of Shoprite Holdings	451 149 753	264 969 112	76.29	86.70	59.04	100.00	40.96	0.00	0.04	0.00
Non-binding advisory vote 2: Implementation of the remuneration policy	450 200 446	264 969 112	76.13	86.70	77.68	100.00	22.32	0.00	0.20	0.00
Special resolution number 1: Remuneration payable to Non- executive Directors for the period 1 November 2020 to 31 October 2021										
1.1 Chairman of the Board	451 144 157	264 969 112	76.29	86.70	97.47	100.00	2.53	0.00	0.04	0.00
1.2 Lead Independent Director	451 144 857	264 969 112	76.29	86.70	99.46	100.00	0.54	0.00	0.04	0.00
1.3 Non-executive Directors	451 144 857	264 969 112	76.29	86.70	98.81	100.00	1.19	0.00	0.04	0.00
1.4 Chairman of the Audit and Risk Committee	451 144 857	264 969 112	76.29	86.70	99.36	100.00	0.64	0.00	0.04	0.00
1.5 Members of the Audit and Risk Committee	451 144 157	264 969 112	76.29	86.70	99.65	100.00	0.35	0.00	0.04	0.00
1.6 Chairman of the Remuneration Committee	451 144 857	264 969 112	76.29	86.70	99.36	100.00	0.64	0.00	0.04	0.00
1.7 Members of the Remuneration Committee	451 144 857	264 969 112	76.29	86.70	99.36	100.00	0.64	0.00	0.04	0.00
1.8 Chairman of the Nomination Committee	451 144 857	264 969 112	76.29	86.70	99.72	100.00	0.28	0.00	0.04	0.00
1.9 Members of the Nomination Committee	451 144 157	264 969 112	76.29	86.70	99.36	100.00	0.64	0.00	0.04	0.00

1.10 Chairman of the Social and Ethics Committee	451 149 202	264 969 112	76.29	86.70	99.36	100.00	0.64	0.00	0.04	0.00
1.11 Members of the Social and Ethics Committee	451 154 202	264 969 112	76.29	86.70	99.36	100.00	0.64	0.00	0.04	0.00
Special resolution number 2: Remuneration payable to Non-executive Directors for the period 1 November 2021 to 31 October 2022										
2.1 Chairman of the Board	451 124 638	264 969 112	76.29	86.70	96.90	100.00	3.10	0.00	0.04	0.00
2.2 Lead Independent Director	451 123 938	264 969 112	76.29	86.70	99.47	100.00	0.53	0.00	0.04	0.00
2.3 Non-executive Directors	451 124 638	264 969 112	76.29	86.70	99.26	100.00	0.74	0.00	0.04	0.00
2.4 Chairman of the Audit and Risk Committee	451 124 638	264 969 112	76.29	86.70	99.36	100.00	0.64	0.00	0.04	0.00
2.5 Members of the Audit and Risk Committee	451 129 638	264 969 112	76.29	86.70	99.36	100.00	0.64	0.00	0.04	0.00
2.6 Chairman of the Remuneration Committee	451 128 938	264 969 112	76.29	86.70	99.36	100.00	0.64	0.00	0.04	0.00
2.7 Members of the Remuneration Committee	451 129 638	264 969 112	76.29	86.70	99.53	100.00	0.47	0.00	0.04	0.00
2.8 Chairman of the Nomination Committee	451 129 638	264 969 112	76.29	86.70	99.68	100.00	0.32	0.00	0.04	0.00
2.9 Members of the Nomination Committee	451 129 638	264 969 112	76.29	86.70	99.36	100.00	0.64	0.00	0.04	0.00
2.10 Chairman of the Social and Ethics Committee	451 133 283	264 969 112	76.29	86.70	99.36	100.00	0.64	0.00	0.04	0.00
2.11 Members of the Social and Ethics Committee	451 133 983	264 969 112	76.29	86.70	99.36	100.00	0.64	0.00	0.04	0.00
2.12 Chairman of the Investment and Finance Committee	451 129 638	264 969 112	76.29	86.70	99.36	100.00	0.64	0.00	0.04	0.00
2.13 Members of the Investment and Finance Committee	451 129 638	264 969 112	76.29	86.70	99.40	100.00	0.60	0.00	0.04	0.00
Special resolution number 3 Financial assistance to subsidiaries, related and inter-related entities	451 165 390	264 969 112	76.30	86.70	96.97	100.00	3.03	0.00	0.03	0.00
Special resolution number 4 General authority to repurchase shares	450 946 516	264 969 112	76.26	86.70	98.64	100.00	1.36	0.00	0.07	0.00

* Based on 550 706 651 ordinary shares (591 338 502 ordinary shares less 40 631 851 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 were passed by the requisite majority of Shoprite Holdings shareholders represented at the AGM.

Shareholders are further advised that due to non-binding advisory vote 1 relating to the remuneration policy of Shoprite Holdings being voted against by more than 25% of Shoprite Holdings shareholders represented at the AGM, an invitation will be extended to such dissenting shareholders to engage with the Company, as required by the JSE Listings Requirements. The Company will issue a further announcement shortly including details of the manner and timing of such engagement.

Cape Town
15 November 2021

Sponsor
Nedbank Corporate and Investment Banking, a division of Nedbank Limited