

## Clicks Group Limited – Results of annual general meeting

Clicks Group Limited  
(Incorporated in the Republic of South Africa)  
Registration number: 1996/000645/06  
JSE share code: CLS  
ISIN: ZAE000134854  
CUSIP: 18682W205  
LEI: 378900E967958A677472  
("Clicks Group" or "the company")

### RESULTS OF ANNUAL GENERAL MEETING

The ordinary and special resolutions set out below were put before the annual general meeting of Clicks Group shareholders held on 26 January 2022.

The company's total number of shares in issue eligible to vote is 243 969 611 and the total number of shares represented in person or by proxy at the meeting was 209 440 692 representing 85.85% of the eligible shares.

The voting for each resolution was as follows:

	Votes for	Votes against	Votes abstained	Total votes
Ordinary resolution no 1: adoption of financial statements	207 405 934 99.74%	545 213 0.26%	1 489 545 0.72%	207 951 147 100.00%
Ordinary resolution no 2: reappointment of auditor	209 047 604 99.94%	132 730 0.06%	260 358 0.12%	209 180 334 100.00%
Ordinary resolution no 3: election of Penelope Moumakwa as a director	204 236 707 97.64%	4 943 508 2.36%	260 477 0.12%	209 180 215 100.00%
Ordinary resolution no 4: election of Sango Ntsaluba as a director	191 075 500 91.34%	18 104 715 8.66%	260 477 0.12%	209 180 215 100.00%
Ordinary resolution no 5: re-election of David Nurek as a director	128 810 144 61.58%	80 370 071 38.42%	260 477 0.12%	209 180 215 100.00%
Ordinary resolution no 6: election of members of the audit and risk committee				
6.1 John Bester	<i>withdrawn</i>			
6.2 Mfundiso Njeke	202 013 579 96.57%	7 166 636 3.43%	260 477 0.12%	209 180 215 100.00%
6.3 Sango Ntsaluba	191 216 407 91.41%	17 963 808 8.59%	260 477 0.12%	209 180 215 100.00%
Ordinary resolution no 7: approval of the company's remuneration policy	140 702 809 67.31%	68 347 256 32.69%	390 627 0.19%	209 050 065 100.00%

Ordinary resolution no 8: endorsement of the company's remuneration implementation report	79 652 537 38.08%	129 514 636 61.92%	273 519 0.13%	209 167 173 100.00%
Special resolution no 1: general authority to repurchase shares	208 741 167 99.97%	70 919 0.03%	628 606 0.30%	208 812 086 100.00%
Special resolution no 2: approval of directors' fees	207 750 757 99.33%	1 404 764 0.67%	285 171 0.14%	209 155 521 100.00%
Special resolution no 3: general approval to provide financial assistance	207 941 903 99.42%	1 210 970 0.58%	287 819 0.14%	209 152 873 100.00%

Note: The percentage of shares voted is calculated in relation to the number of shares represented at the AGM, excluding shares abstained.

The non-binding advisory votes on the company's remuneration policy and remuneration implementation report were voted against by more than 25% of the voting rights exercised by shareholders. Consequently the company will initiate a process to engage with the dissenting shareholders, as recommended in terms of King IV. Any shareholders who would like to participate in this engagement process are requested to advise the company secretary by e-mail at [companysecretary@clicksgroup.co.za](mailto:companysecretary@clicksgroup.co.za) by 18 February 2022. Details on the consequent engagement process will be communicated to those shareholders who have indicated their interest in participating to the company secretary. The company has taken heed of the results of these non-binding votes and intends to specifically address issues of remuneration with its investors, irrespective of whether they take part in the King IV engagement process outlined above.

Ordinary resolution 6.1 (the election of John Bester to the Audit and Risk Committee) was withdrawn. John Bester withdrew his nomination to the Audit and Risk Committee due to his long tenure on the committee. The board will identify a suitable candidate to join the board and the Audit and Risk Committee.

Cape Town  
26 January 2022

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