

**THE SPAR GROUP LIMITED**  
(Incorporated in the Republic of South Africa)  
(Registration number: 1967/001572/06)  
JSE Code: SPP  
ISIN: ZAE000058517  
("SPAR" or the "Company")

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**RESULTS OF ANNUAL GENERAL MEETING**

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SPAR shareholders ("Shareholders") are advised that at the annual general meeting ("AGM") of Shareholders held on Tuesday, 15 February 2022, all the ordinary and special resolutions, as set out in the notice of AGM dated 15 December 2021, were passed by the requisite majority of Shareholders present or represented by proxy.

All resolutions proposed at the AGM, together with the percentage of shares abstained, as well as the percentage of votes carried for and against each resolution, are as follows:

**Ordinary Business**

- 1. Ordinary resolution number 1:** Appointment of Sundeep Naran as an independent non-executive director

Shares Voted	Abstained	For	Against
148 662 994 77.19%	0.23%	100.00%	0.00%

- 2. Ordinary resolution number 2:** Confirmation of appointment of Jane Canny as an independent non-executive director

Shares Voted	Abstained	For	Against
148 661 218 77.19%	0.23%	100.00%	0.00%

- 3. Re-election of non-executive directors retiring by rotation**

**Ordinary resolution number 3.1:** Re-election of Phumla Mnganga as an independent non-executive director retiring by rotation

Shares Voted	Abstained	For	Against
148 647 461 77.18%	0.24%	68.84%	31.16%

**Ordinary resolution number 3.2:** Re-election of Lwazi Koyana as an independent non-executive director retiring by rotation

Shares Voted	Abstained	For	Against
148 662 584 77.19%	0.23%	99.27%	0.73%

#### 4. Re-election of the independent external auditor

**Ordinary resolution number 4.1:** Re-election of PricewaterhouseCoopers Inc. as the independent external audit firm of the Company

Shares Voted	Abstained	For	Against
148 661 334 77.19%	0.23%	96.22%	3.78%

**Ordinary resolution number 4.2:** Appointment of Thomas Howatt as the designated individual audit partner

Shares Voted	Abstained	For	Against
148 662 054 77.19%	0.23%	96.22%	3.78%

#### 5. Election of the members of the Audit Committee

**Ordinary resolution number 5.1:** Election of Marang Mashologu

Shares Voted	Abstained	For	Against
148 662 584 77.19%	0.23%	99.26%	0.74%

**Ordinary resolution number 5.2:** Election of Lwazi Koyana, subject to the adoption of ordinary resolution number 3.2

Shares Voted	Abstained	For	Against
148 662 584 77.19%	0.23%	99.27%	0.73%

**Ordinary resolution number 5.3:** Election of Sundeep Naran, subject to the adoption of ordinary resolution number 1

Shares Voted	Abstained	For	Against
148 662 994 77.19%	0.23%	99.28%	0.72%

**Ordinary resolution number 5.4:** Election of Andrew Waller (chairman)

Shares Voted	Abstained	For	Against
148 663 714 77.19%	0.23%	98.56%	1.44%

**6. Ordinary resolution number 6:** Authority to issue shares for the purpose of share options

Shares Voted	Abstained	For	Against
148 664 034	0.23%	91.55%	8.45%
77.19%			

**7. Ordinary resolution number 7:** Authority to issue shares for the purpose of The SPAR Group Limited Conditional Share Plan

Shares Voted	Abstained	For	Against
148 660 334	0.23%	92.18%	7.82%
77.19%			

**8. Ordinary resolution number 8:** Non-binding advisory vote on SPAR's remuneration policy

Shares Voted	Abstained	For	Against
148 659 713	0.23%	93.56%	6.44%
77.18%			

**9. Ordinary resolution number 9\*:** Non-binding advisory vote on SPAR's remuneration implementation report

Shares Voted	Abstained	For	Against
148 644 590	0.24%	62.51%	37.49%
77.18%			

**Special Business**

**1. Special resolution number 1:** Financial assistance to related or inter-related parties

Shares Voted	Abstained	For	Against
148 660 924	0.23%	90.07%	9.93%
77.19%			

**2. Special resolution number 2: Non-executive directors' fees**

**Special resolution number 2.1:** Non-executive directors' fees

Shares Voted	Abstained	For	Against
148 653 884	0.24%	99.59%	0.41%
77.18%			

**Special resolution number 2.2:** Non-executive directors' fees for IT Steering Committee

Shares Voted	Abstained	For	Against
148 654 095	0.24%	97.29%	2.71%
77.18%			

**Special resolution number 2.3:** Non-executive directors' fees for *ad hoc* meetings

<b>Shares Voted</b>	<b>Abstained</b>	<b>For</b>	<b>Against</b>
148 653 595 77.18%	0.24%	98.66%	1.34%

\* As more than 25% of the votes cast on ordinary resolution 9 were against the non-binding endorsement of SPAR's remuneration implementation report, an invitation will be extended to those Shareholders who voted against the said resolution to engage with the Company, as required by the JSE Limited Listings Requirements. The Company will issue a further announcement, including details of the manner and timing of such engagement.

Notes:

- Percentages of shares voted are calculated in relation to the total issued share capital of SPAR.
- Percentage of shares voted for and against are calculated in relation to the total number of shares voted for each resolution.
- Abstentions are calculated as a percentage in relation to the total issued share capital of SPAR.

Pinetown  
16 February 2022

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One Capital