

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 2022 ANNUAL GENERAL MEETING

Shareholders are advised that at the Massmart Annual General Meeting held on Thursday, 19 May 2022 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 2022, 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 92.20% of Massmart's issued share capital as at Friday, 13 May 2022, being the Voting Record Date.

The voting results were as follows:

	TOTAL SHARES VOTED				SHARES ABSTAINED
	FOR (%)	AGAINST (%)	NUMBER	%*	%**
RESOLUTION					
Ordinary resolution number 1					
Election of Ms Daria Beckom to the Board of Directors	98.21%	1.79%	202,024,202	92.19%	0.01%
Ordinary resolution number 2					
Election of Ms Sindiswa Zilwa to the Board of Directors	100.00%	0.00%	202,031,002	92.19%	0.01%
Ordinary resolution number 3					
Re-election of Mr Kuseni Dlamini to the Board of Directors	98.80%	1.20%	202,031,352	92.19%	0.01%
Ordinary resolution number 4					
Re-election of Ms Lindiwe Mthimunye to the Board of Directors	100.00%	0.00%	202,029,352	92.19%	0.01%
Ordinary resolution number 5					
Election of Ernst & Young Inc. as the Company's auditors (with Ms Amelia Young as audit partner)	98.24%	1.76%	202,028,990	92.19%	0.01%
Ordinary resolution number 6					
Election of KPMG as the Company's auditors from 1 January 2023 (with Terrence Cheadle as audit partner)	100.00%	0.00%	202,029,330	92.19%	0.01%
Ordinary resolution number 7					
Appointment of the Audit Committee members:					
7.1 Ms Olufunke Ighodaro (Chairman)	99.07%	0.93%	202,028,802	92.19%	0.01%
7.2 Ms Lindiwe Mthimunye	100.00%	0.00%	202,030,802	92.19%	0.01%
7.3 Ms Sindiswa Zilwa	100.00%	0.00%	202,028,802	92.19%	0.01%
Ordinary resolution number 8	91.82%	8.18%	200,680,630	91.58%	0.63%

Authorisation for the Directors to issue ordinary shares for cash, not exceeding 5% of the shares in issue					
Non-binding Advisory resolutions					
Ordinary resolution number 9	85.33%	14.67%	202,026,180	92.19%	0.01%
Approval of the remuneration policy					
Ordinary resolution number 10	85.34%	14.66%	202,024,180	92.19%	0.01%
Approval of the remuneration implementation report					
Special resolution number 1	97.51%	2.49%	202,032,513	92.19%	0.01%
Authorisation for the Company and/or its subsidiaries to repurchase its own shares					
Special resolution number 2					
Approval of Non-Executive Directors' remuneration					
2.1 Chairman of the Board	98.61%	1.39%	202,026,790	92.19%	0.01%
2.2 Deputy Chairman of the Board	98.61%	1.39%	202,026,790	92.19%	0.01%
2.3 Independent non-Executive Directors	100.00%	0.00%	202,026,790	92.19%	0.01%
2.4 Audit Committee Chairman	100.00%	0.00%	202,026,790	92.19%	0.01%
2.5 Risk Committee Chairman	100.00%	0.00%	202,026,790	92.19%	0.01%
2.6 Remuneration Committee Chairman	100.00%	0.00%	202,026,790	92.19%	0.01%
2.7 Nomination and Social and Ethics Committee Chairmen	100.00%	0.00%	202,042,352	92.20%	0.00%
2.8 Audit Committee Member	99.98%	0.02%	202,023,470	92.19%	0.01%
2.9 Other Board Committee Members	100.00%	0.00%	202,024,790	92.19%	0.01%
Special resolution number 3					
Authorisation to provide financial assistance pursuant to section 45 of the Act	97.96%	2.04%	202,030,790	92.19%	0.01%
Special resolution number 4					
Approval of SIP Rules	100.00%	0.00%	202,024,795	92.19%	0.01%

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

Johannesburg
19 May 2022

Sponsor
J.P. Morgan Equities South Africa Proprietary Limited