

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, 14 November 2022 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	430 642 571	264 969 112	72.83	100.00	100.00	100.00	0.00	0.00	0.22	0.00
Ordinary resolution number 2 – Re-appointment of auditors	430 961 761	264 969 112	72.88	100.00	93.93	100.00	6.07	0.00	0.17	0.00
Ordinary resolution number 3 – Election of directors										
3.1 Graham Dempster	430 960 456	264 969 112	72.88	100.00	96.43	100.00	3.57	0.00	0.17	0.00
3.2 Paul Norman	430 960 456	264 969 112	72.88	100.00	99.00	100.00	1.00	0.00	0.17	0.00
3.3 Dawn Marole	430 961 321	264 969 112	72.88	100.00	99.09	100.00	0.91	0.00	0.17	0.00
Ordinary resolution number 4 – Appointment as members of the Shoprite Holdings Audit and Risk Committee										
4.1 Linda de Beer	430 961 420	264 969 112	72.88	100.00	97.90	100.00	2.10	0.00	0.17	0.00
4.2 Nonkululeko Gobodo	430 963 716	264 969 112	72.88	100.00	99.44	100.00	0.56	0.00	0.17	0.00
4.3 Eileen Wilton	430 961 421	264 969 112	72.88	100.00	99.48	100.00	0.52	0.00	0.17	0.00
4.4 Graham Dempster (subject to his election as director)	430 960 306	264 969 112	72.88	100.00	97.05	100.00	2.95	0.00	0.17	0.00
Ordinary resolution number 5 – General authority over unissued	430 961 466	264 969 112	72.88	100.00	93.77	100.00	6.23	0.00	0.17	0.00

ordinary shares										
Ordinary resolution number 6 – General authority to issue ordinary shares for cash	430 961 316	264 969 112	72.88	100.00	93.28	100.00	6.72	0.00	0.17	0.00
Ordinary resolution number 7 – General authority to Directors and/or Company Secretary	430 704 841	264 969 112	72.84	100.00	99.97	100.00	0.03	0.00	0.21	0.00
Non-binding advisory vote 1: Remuneration policy of Shoprite Holdings	430 961 263	264 969 112	72.88	100.00	76.61	100.00	23.39	0.00	0.17	0.00
Non-binding advisory vote 2: Implementation report of the Remuneration policy	414 076 458	264 969 112	70.02	100.00	74.55	100.00	25.45	0.00	3.03	0.00
Special resolution number 1 – Remuneration payable to Non-executive Directors (1 November 2022 – 31 October 2023)										
a) Remuneration payable to Chairman of the Board	430 939 225	264 969 112	72.88	100.00	99.78	100.00	0.22	0.00	0.17	0.00
b) Remuneration payable to Lead Independent Director	430 939 225	264 969 112	72.88	100.00	99.78	100.00	0.22	0.00	0.17	0.00
c) Remuneration payable to Non-executive Directors	430 939 225	264 969 112	72.88	100.00	99.56	100.00	0.44	0.00	0.17	0.00
d) Remuneration payable to Chairman of the Audit and Risk Committee	430 939 225	264 969 112	72.88	100.00	99.72	100.00	0.28	0.00	0.17	0.00
e) Remuneration payable to members of the Audit and Risk Committee	430 939 225	264 969 112	72.88	100.00	99.72	100.00	0.28	0.00	0.17	0.00
f) Remuneration Payable to Chairman of the Remuneration Committee	430 939 225	264 969 112	72.88	100.00	99.69	100.00	0.31	0.00	0.17	0.00
g) Remuneration payable to members of the Remuneration Committee	430 939 125	264 969 112	72.88	100.00	99.69	100.00	0.31	0.00	0.17	0.00
h) Remuneration payable to Chairman of the Nomination Committee	430 939 125	264 969 112	72.88	100.00	99.81	100.00	0.19	0.00	0.17	0.00
i) Remuneration payable to members of the Nomination	430 939 555	264 969 112	72.88	100.00	99.81	100.00	0.19	0.00	0.17	0.00

Committee										
j) Remuneration payable to Chairman of the Social and Ethics Committee	430 941 620	264 969 112	72.88	100.00	99.81	100.00	0.19	0.00	0.17	0.00
k) Remuneration payable to members of the Social and Ethics Committee	430 941 620	264 969 112	72.88	100.00	99.81	100.00	0.19	0.00	0.17	0.00
l) Remuneration payable to Chairman of the Investment and Finance Committee	430 939 125	264 969 112	72.88	100.00	99.81	100.00	0.19	0.00	0.17	0.00
m) Remuneration payable to members of the Investment and Finance Committee	430 939 125	264 969 112	72.88	100.00	99.81	100.00	0.19	0.00	0.17	0.00
Special resolution number 2 – Financial assistance to subsidiaries, related and inter-related entities	430 961 136	264 969 112	72.88	100.00	97.05	100.00	2.95	0.00	0.17	0.00
Special resolution number 3 – General authority to repurchase ordinary shares	430 741 843	264 969 112	72.84	100.00	98.34	100.00	1.66	0.00	0.21	0.00

* Based on 547 480 501 ordinary shares (591 338 502 ordinary shares less 43 858 001 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.

Cape Town
14 November 2022

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