

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 AND BOARD SUB-COMMITTEE COMPOSITION

The ordinary and special resolutions set out below were put before the annual general meeting of Clicks Group shareholders held on 26 January 2023.

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 199 515 214 representing 81.78% 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	197 848 583 99.89%	221 911 0.11%	1 444 720 0.72%	198 070 494 100.00%
Ordinary resolution no 2: reappointment of auditor	196 494 282 98.53%	2 933 765 1.47%	87 167 0.04%	199 428 047 100.00%
Ordinary resolution no 3: election of Nomgando Matyumza as a director	197 870 254 99.22%	1 557 728 0.78%	87 232 0.04%	199 427 982 100.00%
Ordinary resolution no 4: election of Gordon Traill as a director	195 665 556 98.11%	3 762 496 1.89%	87 162 0.04%	199 428 052 100.00%
Ordinary resolution no 5: election of members of the audit and risk committee				
5.1 Mfundiso Njeke	192 224 415 96.39%	7 203 287 3.61%	87 512 0.04%	199 427 702 100.00%
5.2 Sango Ntsaluba	178 230 807 89.37%	21 196 965 10.63%	87 442 0.04%	199 427 772 100.00%
5.3 Nomgando Matyumza	197 870 174 99.22%	1 557 728 0.78%	87 312 0.04%	199 427 902 100.00%
Ordinary resolution no 6: approval of the company's remuneration policy	145 672 135 73.10%	53 603 594 26.90%	239 485 0.12%	199 275 729 100.00%
Ordinary resolution no 7: endorsement of the company's remuneration implementation report	150 150 887 75.47%	48 815 765 24.53%	548 562 0.27%	198 966 652 100.00%
Special resolution no 1: general authority to repurchase shares	198 948 402 99.98%	48 485 0.02%	518 327 0.26%	198 996 887 100.00%

Special resolution no 2: approval of directors' fees	198 327 479 99.46%	1 082 027 0.54%	105 708 0.05%	199 409 506 100.00%
Special resolution no 3: general approval to provide financial assistance	198 007 043 99.30%	1 392 474 0.70%	115 697 0.06%	199 399 517 100.00%

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 vote on the company's remuneration policy was 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 by Monday, 20 February 2023. 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 result of this non-binding vote 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.

Fatima Abrahams and Martin Rosen retire as independent non-executive directors effective 26 January 2023.

Mfundiso (JJ) Njeke was appointed lead independent director for the ensuing year, chair of the audit and risk committee and member of the remuneration and nominations committee, effective 26 January 2023. Sango Ntsaluba was appointed chair of the remuneration and nominations committee, effective 26 January 2023 and Nomgando Matyumza was appointed chair of the social and ethics committee, effective 26 January 2023.

Cape Town

26 January 2023

Sponsor
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