

PEPKOR HOLDINGS LIMITED

(Incorporated in the Republic of South Africa)

(Registration number: 2017/221869/06)

Share Code: PPH

Debt Code: PPHI

ISIN: ZAE000259479

("Pepkor" or the "Company")

**RESULTS OF THE ANNUAL GENERAL MEETING**

Shareholders and noteholders are hereby advised that at the annual general meeting of the Company held by electronic participation at 09:00 a.m. today, Thursday, 2 March 2023 ("AGM"), all of the resolutions were passed by the requisite majorities of the Company's shareholders.

Details of the results of the voting at the AGM are as follows:

Resolutions proposed at the AGM	Votes for resolution as a percentage of total number of shares voted at AGM	Votes against resolution as a percentage of total number of shares voted at AGM	Number of shares voted at AGM	Number of shares voted at AGM as a percentage of shares in issue*	Number of shares abstained as a percentage of shares in issue*
Ordinary resolution number 1: Re-election of LJ du Preez as a director who retires by rotation	97.45%	2.55%	3 336 260 269	91.05%	0.01%
Ordinary resolution number 2: Re-election of P Disberry as a director who retires by rotation	100.00%	0.00%	3 336 260 269	91.05%	0.01%
Ordinary resolution number 3: Re-election of LI Mophatlane as a director who retires by rotation	98.97%	1.03%	3 336 261 183	91.05%	0.01%
Ordinary resolution number 4: Re-election of IM Kirk as a director who retires by rotation	98.37%	1.63%	3 336 260 269	91.05%	0.01%
Ordinary resolution number 5: Re-appointment of HH Hickey as a member of the audit and risk committee	99.17%	0.83%	3 333 481 330	90.98%	0.09%
Ordinary resolution number 6: Re-appointment of F Petersen-Cook as a member of the audit and risk committee	99.02%	0.98%	3 336 260 266	91.05%	0.01%
Ordinary resolution number 7:	99.26%	0.74%	3 336 261 186	91.05%	0.01%

Appointment of ZN Malinga as a member of the audit and risk committee					
Ordinary resolution number 8: Appointment of SH Müller as a member of the audit and risk committee	96.77%	3.23%	3 336 260 269	91.05%	0.01%
Ordinary resolution number 9: Re-appointment of PricewaterhouseCoopers Inc. as auditor	93.92%	6.08%	3 336 297 339	91.06%	0.01%
Ordinary resolution number 10: Non-binding advisory vote on Pepkor's remuneration policy	87.87%	12.13%	3 333 511 706	90.98%	0.09%
Ordinary resolution number 11: Non-binding advisory vote on Pepkor's implementation report on the remuneration policy	91.97%	8.03%	3 333 501 084	90.98%	0.09%
Special resolution number 1: Remuneration of non-executive directors					
Special resolution number 1.1: Board chair	99.05%	0.95%	3 336 298 439	91.06%	0.01%
Special resolution number 1.2: Lead independent director	99.01%	0.99%	3 336 298 439	91.06%	0.01%
Special resolution number 1.3: Board members	98.64%	1.36%	3 336 298 439	91.06%	0.01%
Special resolution number 1.4: Audit and risk committee chair	99.05%	0.95%	3 336 298 439	91.06%	0.01%
Special resolution number 1.5: Audit and risk committee members	99.05%	0.95%	3 336 298 419	91.06%	0.01%
Special resolution number 1.6: Human resources and remuneration committee chair	99.05%	0.95%	3 336 298 436	91.06%	0.01%
Special resolution number 1.7: Human resources and remuneration committee members	99.05%	0.95%	3 336 298 439	91.06%	0.01%
Special resolution number 1.8: Social and ethics committee chair	98.68%	1.32%	3 336 298 419	91.06%	0.01%
Special resolution number 1.9:	98.68%	1.32%	3 336 298 419	91.06%	0.01%

Social and ethics committee members					
Special resolution number 1.10: Nomination committee members	99.05%	0.95%	3 336 298 419	91.06%	0.01%
Special resolution number 1.11: Investment committee chair	99.05%	0.95%	3 336 298 419	91.06%	0.01%
Special resolution number 1.12: Investment committee members	99.05%	0.95%	3 336 298 419	91.06%	0.01%
Special resolution number 1.13: Director approved by Prudential Authority	99.17%	0.83%	3 336 298 419	91.06%	0.01%
Special resolution number 2: Intercompany financial assistance in terms of section 45 of the Companies Act	98.93%	1.07%	3 336 298 496	91.06%	0.01%
Special resolution number 3: Financial assistance for the subscription and/or purchase of securities in the company or in subsidiary companies in terms of section 44 of the Companies Act	98.42%	1.58%	3 336 298 496	91.06%	0.01%
Special resolution number 4: General authority to repurchase shares issued by the company	98.54%	1.46%	3 336 263 421	91.05%	0.01%

Note:

*Total number of shares in issue as at 24 February 2023, being the record date to be eligible to vote at the AGM, was 3 664 042 219, of which 951 270 were treasury shares.

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2 March 2023

Equity Sponsor

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Debt Sponsor

Rand Merchant Bank (A division of FirstRand Bank Limited)



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