

Mr Price Group Limited  
(Incorporated in the Republic of South Africa)  
(Registration number 1933/004418/06)  
ISIN: ZAE000200457  
LEI number: 378900D3417C35C5D733  
JSE and A2X Share Code: MRP  
("Mr Price Group" or "the Group")

## RESULTS OF THE 90th ANNUAL GENERAL MEETING AND RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND AUDIT AND COMPLIANCE COMMITTEE MEMBER

### RESULTS OF THE 90th ANNUAL GENERAL MEETING

Shareholders are advised that, at the Mr Price Group Annual General Meeting ("AGM") held yesterday, Wednesday, 30 August 2023, ordinary resolutions 1 – 13 and special resolutions 1 - 3 as set out in the notice of AGM dated 30 June 2023 were passed by the requisite majority of votes of shareholders present in person or represented by proxy.

The total number of shares present or represented, including by proxy, at the AGM was 66.90% of the Group's issued share capital\* as at Friday 25 August 2023, being the AGM voting record date. The voting results were as follows:

| Resolutions  | Votes cast as a combined % of the total number of shares voted (Ordinary shares and B ordinary shares) at the meeting |         | Votes cast as a % of the number of shares voted at the meeting<br>Ordinary shares ("Ord")<br>B ordinary shares ("B Ord") |                         | Number of shares voted             | Shares voted as a % of issued share capital*<br>Ordinary shares ("Ord")<br>B ordinary shares ("B Ord") | Shares abstained as a % of issued share capital*<br>Ordinary shares ("Ord")<br>B ordinary shares ("B Ord") |
|--|---|---------|--|-------------------------|------------------------------------|--|--|
|  | For   | Against | For  | Against                 |                                    |  |  |
| Ordinary resolution 1 - Adoption of the annual financial statements                            | 99.38   | 0.62    | 99.08 Ord<br>100.00 B Ord  | 0.92 Ord<br>0.00 B Ord  | 168,762,075 Ord<br>6,792,586 B Ord | 65.72 Ord<br>100.00 B Ord  | 0.31 Ord<br>0.00 B Ord   |
| Ordinary resolutions 2.1 and 2.2 - Re-election of directors retiring by rotation               |   |         |  |                         |                                    |  |  |
| 2.1 Nigel Payne  | 86.49   | 13.51   | 79.97 Ord<br>100.00 B Ord  | 20.03 Ord<br>0.00 B Ord | 168,871,197 Ord<br>6,792,586 B Ord | 65.76 Ord<br>100.00 B Ord  | 0.26 Ord<br>0.00 B Ord   |
| 2.2 Jane Canny   | 99.96   | 0.04    | 99.94 Ord<br>100.00 B Ord  | 0.06 Ord<br>0.00 B Ord  | 168,872,597 Ord<br>6,792,586 B Ord | 65.76 Ord<br>100.00 B Ord  | 0.26 Ord<br>0.00 B Ord   |
| Ordinary resolution 3 – confirmation of appointment of non-executive director: Richard Inskip  | 99.97   | 0.03    | 99.95 Ord<br>100.00 B Ord  | 0.05 Ord<br>0.00 B Ord  | 168,871,177 Ord<br>6,792,586 B Ord | 65.76 Ord<br>100.00 B Ord  | 0.26 Ord<br>0.00 B Ord   |
| Ordinary resolution 4 – confirmation of appointment of non-executive director: Harish Ramsumer | 99.96   | 0.04    | 99.95 Ord<br>100.00 B Ord  | 0.05 Ord<br>0.00 B Ord  | 168,872,577 Ord<br>6,792,586 B Ord | 65.76 Ord<br>100.00 B Ord  | 0.26 Ord<br>0.00 B Ord   |
| Ordinary resolution 5 – confirmation of  | 99.39   | 0.61    | 99.09 Ord  | 0.91 Ord                | 168,871,177 Ord                    | 65.76 Ord  | 0.26 Ord   |

|  |        |       |                           |                         |                                    |                           |                        |
|--|--------|-------|---------------------------|-------------------------|------------------------------------|---------------------------|------------------------|
| appointment of non-executive director Neill Abrams   |        |       | 100.00 B Ord              | 0.00 B Ord              | 6,792,586 B Ord                    | 100.00 B Ord              | 0.00 B Ord             |
| Ordinary resolution 6 - Election of independent auditor  | 98.87  | 1.13  | 98.32 Ord<br>100.00 B Ord | 1.68 Ord<br>0.00 B Ord  | 168,873,022 Ord<br>6,792,586 B Ord | 65.76 Ord<br>100.00 B Ord | 0.26 Ord<br>0.00 B Ord |
| Ordinary resolutions 7.1 to 7.4 - Election of members of the audit and compliance committee                          |        |       |                           |                         |                                    |                           |                        |
| 7.1 Daisy Naidoo   | 95.13  | 4.87  | 92.77 Ord<br>100.00 B Ord | 7.23 Ord<br>0.00 B Ord  | 168,872,597 Ord<br>6,792,586 B Ord | 65.76 Ord<br>100.00 B Ord | 0.26 Ord<br>0.00 B Ord |
| 7.2 Mark Bowman  | 99.30  | 0.70  | 98.86 Ord<br>100.00 B Ord | 1.04 Ord<br>0.00 B Ord  | 168,871,197 Ord<br>6,792,586 B Ord | 65.76 Ord<br>100.00 B Ord | 0.26 Ord<br>0.00 B Ord |
| 7.3 Mmaboshadi Chauke  | 98.77  | 1.23  | 98.18 Ord<br>100.00 B Ord | 1.82 Ord<br>0.00 B Ord  | 168,874,047 Ord<br>6,792,586 B Ord | 65.76 Ord<br>100.00 B Ord | 0.26 Ord<br>0.00 B Ord |
| 7.4 Harish Ramsumer  | 100.00 | 0.00  | 99.99 Ord<br>100.00 B Ord | 0.01 Ord<br>0.00 B Ord  | 168,872,597 Ord<br>6,792,586 B Ord | 65.76 Ord<br>100.00 B Ord | 0.26 Ord<br>0.00 B Ord |
| Ordinary resolution 8 - Non-binding advisory vote on the remuneration policy** (see commentary below)                | 79.29  | 20.71 | 69.29 Ord<br>100.00 B Ord | 30.71 Ord<br>0.00 B Ord | 168,858,306 Ord<br>6,792,586 B Ord | 65.76 Ord<br>100.00 B Ord | 0.27 Ord<br>0.00 B Ord |
| Ordinary resolution 9 - Non-binding advisory vote on the remuneration implementation report** (see commentary below) | 73.64  | 26.36 | 60.92 Ord<br>100.00 B Ord | 39.08 Ord<br>0.00 B Ord | 168,872,982 Ord<br>6,792,586 B Ord | 65.76 Ord<br>100.00 B Ord | 0.26 Ord<br>0.00 B Ord |
| Ordinary resolution 10 - Adoption of the SETS committee report   | 100.00 | 0.00  | 99.99 Ord<br>100.00 B Ord | 0.01 Ord<br>0.00 B Ord  | 168,759,649 Ord<br>6,792,586 B Ord | 65.72 Ord<br>100.00 B Ord | 0.31 Ord<br>0.00 B Ord |
| Ordinary resolution 11 - Signature of documents  | 100.00 | 0.00  | 99.99 Ord<br>100.00 B Ord | 0.01 Ord<br>0.00 B Ord  | 168,871,622 Ord<br>6,792,586 B Ord | 65.76 Ord<br>100.00 B Ord | 0.26 Ord<br>0.00 B Ord |
| Ordinary resolution 12 – General but restricted authority to issue shares for cash                                   | 92.80  | 7.20  | 89.19 Ord<br>100.00 B Ord | 10.81 Ord<br>0.00 B Ord | 162,483,113 Ord<br>6,792,586 B Ord | 64.89 Ord<br>100.00 B Ord | 0.27 Ord<br>0.00 B Ord |
| Ordinary resolution 13 - Control of unissued shares (excluding issues for cash)                                      | 93.67  | 6.33  | 90.62 Ord<br>100.00 B Ord | 9.38 Ord<br>0.00 B Ord  | 168,873,497 Ord<br>6,792,586 B Ord | 65.76 Ord<br>100.00 B Ord | 0.26 Ord<br>0.00 B Ord |
| Special resolutions 1.1 to 1.11 - Non-executive director remuneration:   |        |       |                           |                         |                                    |                           |                        |
| 1.1 Independent non-executive chair of the board – R 1 969 813   | 97.87  | 2.13  | 96.84 Ord<br>100.00 B Ord | 3.16 Ord<br>0.00 B Ord  | 168,867,492 Ord<br>6,792,586 B Ord | 65.76 Ord<br>100.00 B Ord | 0.26 Ord<br>0.00 B Ord |
| 1.2 Honorary chair of the board – R 958 759  | 97.83  | 2.17  | 96.78 Ord<br>100.00 B Ord | 3.22 Ord<br>0.00 B Ord  | 168,867,673 Ord<br>6,792,586 B Ord | 65.76 Ord<br>100.00 B Ord | 0.26 Ord<br>0.00 B Ord |
| 1.3 Lead independent director of the board – R 665 754   | 98.57  | 1.43  | 97.88 Ord<br>100.00 B Ord | 2.12 Ord<br>0.00 B Ord  | 168,872,842 Ord<br>6,792,586 B Ord | 65.76 Ord<br>100.00 B Ord | 0.26 Ord<br>0.00 B Ord |
| 1.4 Non-executive directors – R 453 969  | 98.74  | 1.26  | 98.13 Ord<br>100.00 B Ord | 1.87 Ord<br>0.00 B Ord  | 168,872,842 Ord<br>6,792,586 B Ord | 65.76 Ord<br>100.00 B Ord | 0.26 Ord<br>0.00 B Ord |
| 1.5 Audit and compliance committee chair – R 368 846   | 99.87  | 0.13  | 99.81 Ord<br>100.00 B Ord | 0.19 Ord<br>0.00 B Ord  | 168,872,820 Ord<br>6,792,586 B Ord | 65.76 Ord<br>100.00 B Ord | 0.26 Ord<br>0.00 B Ord |
| 1.6 Audit and compliance committee members – R 180 567   | 99.87  | 0.13  | 99.81 Ord<br>100.00 B Ord | 0.19 Ord<br>0.00 B Ord  | 168,872,820 Ord<br>6,792,586 B Ord | 65.76 Ord<br>100.00 B Ord | 0.26 Ord<br>0.00 B Ord |
| 1.7 Remuneration and nominations committee chair – R 240 218   | 99.87  | 0.13  | 99.81 Ord<br>100.00 B Ord | 0.19 Ord<br>0.00 B Ord  | 168,872,820 Ord<br>6,792,586 B Ord | 65.76 Ord<br>100.00 B Ord | 0.26 Ord<br>0.00 B Ord |

|   |       |      |                           |                        |                                    |                           |                        |
|---|-------|------|---------------------------|------------------------|------------------------------------|---------------------------|------------------------|
| 1.8 Remuneration and nominations committee members – R 119 689                    | 99.87 | 0.13 | 99.81 Ord<br>100.00 B Ord | 0.19 Ord<br>0.00 B Ord | 168,872,820 Ord<br>6,792,586 B Ord | 65.76 Ord<br>100.00 B Ord | 0.26 Ord<br>0.00 B Ord |
| 1.9 SETS committee chair – R 198 488  | 99.87 | 0.13 | 99.81 Ord<br>100.00 B Ord | 0.19 Ord<br>0.00 B Ord | 168,874,270 Ord<br>6,792,586 B Ord | 65.76 Ord<br>100.00 B Ord | 0.26 Ord<br>0.00 B Ord |
| 1.10 SETS committee members – R 116 012   | 99.87 | 0.13 | 99.81 Ord<br>100.00 B Ord | 0.19 Ord<br>0.00 B Ord | 168,873,470 Ord<br>6,792,586 B Ord | 65.76 Ord<br>100.00 B Ord | 0.26 Ord<br>0.00 B Ord |
| 1.11 Risk and IT committee members - R 145 000                                    | 99.87 | 0.13 | 99.81 Ord<br>100.00 B Ord | 0.19 Ord<br>0.00 B Ord | 168,873,820 Ord<br>6,792,586 B Ord | 65.76 Ord<br>100.00 B Ord | 0.26 Ord<br>0.00 B Ord |
| Special resolution 2 – General authority to repurchase shares                     | 98.25 | 1.75 | 97.37 Ord<br>100.00 B Ord | 2.63 Ord<br>0.00 B Ord | 162,482,462 Ord<br>6,792,586 B Ord | 64.89 Ord<br>100.00 B Ord | 0.27 Ord<br>0.00 B Ord |
| Special resolution 3 - Financial assistance to related or inter-related companies | 98.46 | 1.54 | 97.72 Ord<br>100.00 B Ord | 2.28 Ord<br>0.00 B Ord | 168,872,937 Ord<br>6,792,586 B Ord | 65.76 Ord<br>100.00 B Ord | 0.26 Ord<br>0.00 B Ord |

\* The total issued share capital as at the AGM voting record date was 256,791,496 ordinary shares and 6,792,786 B-ordinary shares

\*\* Ahead of the AGM, the Group sent communication to the Group's top 25 shareholders representing approximately 59.7% of its issued ordinary shares for purposes of engaging generally on the resolutions proposed at the AGM. Through this process, the Group actively engaged with 16 of these shareholders and is encouraged by the number of shareholders who either requested meetings or written responses to their questions. The continued support for the remuneration policy indicates a favourable shareholder view of the Group's general remuneration philosophy. Mr Price is appreciative of the acknowledgement by shareholders of the disclosure in the remuneration implementation report and the application of the remuneration policy for the 2023 financial period, with support for remuneration implementation materially improving by ~22% from 51.91% last year to 73.64% this year.

The Group strives to apply its remuneration philosophy of "partnership" consistently and appropriately and the Group will continue its efforts to engage with shareholders to understand more fully the concerns around the remuneration policy and implementation thereof. Accordingly, shareholders are invited to advise the Group of their reasons for their dissenting votes on the remuneration policy and/or the implementation thereof, and whether they wish to engage with the Group on these issues. Correspondence in this regard should be addressed by email to the Group's Head of Investor Relations, Matt Warriner ([klechman@mrpricegroup.com](mailto:klechman@mrpricegroup.com)), by 30 September 2023. Thereafter the date and time of requested engagements will be scheduled with shareholders individually.

## RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND AUDIT AND COMPLIANCE COMMITTEE MEMBER

In compliance with the JSE Limited Listings Requirements, the following information is disclosed:

Mmaboshadi Chauke has resigned from the Group as independent non-executive director and member of the Audit and Compliance committee (the "Committee") with effect from 30 September 2023.

Mmaboshadi was appointed to the Board and the Committee in November 2018. The Board and management express sincere thanks to Mmaboshadi for her valued contribution to the Group, and wish her well with her future endeavors.

Durban  
31 August 2023

JSE Equity Sponsor and Corporate Broker  
Investec Bank Limited