

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 on Monday, 13 November 2023 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	407 665 847	264 969 112	74.46	100.00	100.00	100.00	0.00	0.00	0.08	0.00
Ordinary resolution number 2 – Appointment of auditors	407 997 100	264 969 112	74.52	100.00	99.68	100.00	0.32	0.00	0.02	0.00
Ordinary resolution number 3 – Election of directors	407 997 100	264 969 112	74.52	100.00	100.00	100.00	0.00	0.00	0.02	0.00
3.1 Prof. Hlengani Mathebula										
3.2 Sipho Maseko	407 997 100	264 969 112	74.52	100.00	100.00	100.00	0.00	0.00	0.02	0.00
Ordinary resolution number 4 – Re-election of directors	407 997 100	264 969 112	74.52	100.00	68.75	100.00	31.25	0.00	0.02	0.00
4.1 Dr Christo Wiese										
4.2 Wendy Lucas-Bull	407 997 100	264 969 112	74.52	100.00	98.00	100.00	2.00	0.00	0.02	0.00
4.3 Linda de Beer	407 997 100	264 969 112	74.52	100.00	97.68	100.00	2.32	0.00	0.02	0.00
4.4 Nonkululeko Gobodo	406 676 468	264 969 112	74.52	100.00	99.68	100.00	0.32	0.00	0.02	0.00
Ordinary resolution number 5 – Appointment as members of the Shoprite Holdings Audit and Risk Committee	407 997 100	264 969 112	74.52	100.00	99.24	100.00	0.76	0.00	0.02	0.00
5.1 Linda de Beer										
5.2 Nonkululeko Gobodo	407 997 100	264 969 112	74.52	100.00	99.76	100.00	0.24	0.00	0.02	0.00
5.3 Eileen Wilton	407 988 440	264 969 112	74.52	100.00	99.74	100.00	0.26	0.00	0.02	0.00

5.4 Graham Dempster	407 997 100	264 969 112	74.52	100.00	99.74	100.00	0.26	0.00	0.02	0.00
Ordinary resolution number 6 – General authority over unissued ordinary shares	407 988 440	264 969 112	74.52	100.00	92.01	100.00	7.99	0.00	0.02	0.00
Ordinary resolution number 7 – General authority to Directors and/or Company Secretary	407 997 090	264 969 112	74.52	100.00	100.00	100.00	0.00	0.00	0.02	0.00
Non-binding advisory vote 1: Remuneration policy of Shoprite Holdings	407 988 430	264 969 112	74.52	100.00	71.55	100.00	28.45	0.00	0.02	0.00
Non-binding advisory vote 2: Implementation report of the Remuneration policy	407 933 842	264 969 112	74.51	100.00	77.01	100.00	22.99	0.00	0.03	0.00
Ordinary resolution number 8 – Approval of an amendment to rules of the Shoprite Holdings Executive Share Plan	407 997 090	264 969 112	74.52	100.00	99.76	100.00	0.24	0.00	0.02	0.00
Ordinary resolution number 9 – General authority to issue ordinary shares for cash	407 988 440	264 969 112	74.52	100.00	91.32	100.00	8.68	0.00	0.02	0.00
Special resolution number 1 – Remuneration payable to Non-executive Directors	407 988 430	264 969 112	74.52	100.00	98.34	100.00	1.66	0.00	0.02	0.00
a) Remuneration payable to Chairman of the Board										
b) Remuneration payable to Lead Independent Director	407 997 090	264 969 112	74.52	100.00	99.89	100.00	0.11	0.00	0.02	0.00
c) Remuneration payable to Non-executive Directors	407 916 075	264 969 112	74.51	100.00	99.77	100.00	0.23	0.00	0.04	0.00
d) Remuneration payable to Chairman of the Audit and Risk Committee	407 828 983	264 969 112	74.49	100.00	99.89	100.00	0.11	0.00	0.05	0.00
e) Remuneration payable to members of the Audit and Risk Committee	407 828 983	264 969 112	74.49	100.00	99.89	100.00	0.11	0.00	0.05	0.00
f) Remuneration payable to Chairman of the Remuneration Committee	407 828 983	264 969 112	74.49	100.00	99.89	100.00	0.11	0.00	0.05	0.00
g) Remuneration payable to members of the Remuneration	407 828 983	264 969 112	74.49	100.00	99.89	100.00	0.11	0.00	0.05	0.00

Committee										
h) Remuneration payable to Chairman of the Nomination Committee	407 828 983	264 969 112	74.49	100.00	99.89	100.00	0.11	0.00	0.05	0.00
i) Remuneration payable to members of the Nomination Committee	407 828 983	264 969 112	74.49	100.00	99.89	100.00	0.11	0.00	0.05	0.00
j) Remuneration payable to Chairman of the Social and Ethics Committee	407 828 983	264 969 112	74.49	100.00	99.89	100.00	0.11	0.00	0.05	0.00
k) Remuneration payable to members of the Social and Ethics Committee	407 828 983	264 969 112	74.49	100.00	99.89	100.00	0.11	0.00	0.05	0.00
l) Remuneration payable to Chairman of the Investment and Finance Committee	407 828 983	264 969 112	74.49	100.00	99.89	100.00	0.11	0.00	0.05	0.00
m) Remuneration payable to members of the Investment and Finance Committee	407 828 993	264 969 112	74.49	100.00	99.89	100.00	0.11	0.00	0.05	0.00
Special resolution number 2 – Financial assistance to subsidiaries, related and inter-related entities	407 828 993	264 969 112	74.49	100.00	97.98	100.00	2.02	0.00	0.05	0.00
Special resolution number 3 – General authority to repurchase ordinary shares	407 594 973	264 969 112	74.45	100.00	99.09	100.00	0.91	0.00	0.10	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.

Based on the above voting results, all resolutions were passed by the requisite majority of Shoprite Holdings shareholders represented at the AGM.

Cape Town
13 November 2023

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