

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	68.94	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	69.00	100.00	99.68	100.00	0.32	0.00	0.02	0.00
Ordinary resolution number 3 – Election of directors										
3.1 Prof. Hlengani Mathebula	407 997 100	264 969 112	69.00	100.00	100.00	100.00	0.00	0.00	0.02	0.00
3.2 Siphso Maseko	407 997 100	264 969 112	69.00	100.00	100.00	100.00	0.00	0.00	0.02	0.00
Ordinary resolution number 4 – Re-election of directors										
4.1 Dr Christo Wiese	407 997 100	264 969 112	69.00	100.00	68.75	100.00	31.25	0.00	0.02	0.00
4.2 Wendy Lucas-Bull	407 997 100	264 969 112	69.00	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	69.00	100.00	97.68	100.00	2.32	0.00	0.02	0.00
4.4 Nonkululeko Gobodo	406 676 468	264 969 112	69.00	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										
5.1 Linda de Beer	407 997 100	264 969 112	69.00	100.00	99.24	100.00	0.76	0.00	0.02	0.00
5.2 Nonkululeko Gobodo	407 997 100	264 969 112	69.00	100.00	99.76	100.00	0.24	0.00	0.02	0.00
5.3 Eileen Wilton	407 988 440	264 969 112	68.99	100.00	99.74	100.00	0.26	0.00	0.02	0.00

5.4 Graham Dempster	407 997 100	264 969 112	69.00	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	68.99	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	69.00	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	68.99	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	68.98	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	69.00	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	68.99	100.00	91.32	100.00	8.68	0.00	0.02	0.00
Special resolution number 1 – Remuneration payable to Non-executive Directors										
a) Remuneration payable to Chairman of the Board	407 988 430	264 969 112	68.99	100.00	98.34	100.00	1.66	0.00	0.02	0.00
b) Remuneration payable to Lead Independent Director	407 997 090	264 969 112	69.00	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	68.98	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	68.97	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	68.97	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	68.97	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	68.97	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	68.97	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	68.97	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	68.97	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	68.97	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	68.97	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	68.97	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	68.97	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	68.93	100.00	99.09	100.00	0.91	0.00	0.09	0.00

The results of AGM combining the Shoprite Holdings ordinary shares and deferred shares (“**combined shares**”) are as follows:

Resolution	Number of combined shares voted	Percentage of combined shares in issue* %	In favour of** %	Against** %	Abstained* %
Ordinary resolution number 1 – Approval of annual financial statements	672 634 959	74.99	100.00	0.00	0.05
Ordinary resolution number 2 – Appointment of auditors	672 966 212	75.03	99.81	0.19	0.01
Ordinary resolution number 3 – Election of directors					
3.1 Prof. Hlengani Mathebula	672 966 212	75.03	100.00	0.00	0.01
3.2 Siphon Maseko	672 966 212	75.03	100.00	0.00	0.01

Ordinary resolution number 4 – Re-election of directors						
4.1 Dr Christo Wiese	672 966 212	75.03	80.59	19.41	0.01	
4.2 Wendy Lucas-Bull	672 966 212	75.03	98.78	1.22	0.01	
4.3 Linda de Beer	672 966 212	75.03	98.59	1.41	0.01	
4.4 Nonkululeko Gobodo	672 966 212	75.03	99.80	0.20	0.01	
Ordinary resolution number 5 – Appointment as members of the Shoprite Holdings Audit and Risk Committee						
5.1 Linda de Beer	672 966 212	75.03	99.54	0.46	0.01	
5.2 Nonkululeko Gobodo	672 966 212	75.03	99.85	0.15	0.01	
5.3 Eileen Wilton	672 957 552	75.03	99.84	0.16	0.02	
5.4 Graham Dempster	672 966 212	75.03	99.84	0.16	0.01	
Ordinary resolution number 6 – General authority over unissued ordinary shares	672 957 552	75.03	95.15	4.85	0.02	
Ordinary resolution number 7 – General authority to Directors and/or Company Secretary	672 966 202	75.03	100.00	0.00	0.01	
Non-binding advisory vote 1: Remuneration policy of Shoprite Holdings	672 957 542	75.03	82.75	17.25	0.02	
Non-binding advisory vote 2: Implementation report of the Remuneration policy	672 902 954	75.02	86.06	13.94	0.02	
Ordinary resolution number 8 – Approval of an amendment to rules of the Shoprite Holdings Executive Share Plan	672 966 202	75.03	99.86	0.14	0.01	
Ordinary resolution number 9 – General authority to issue ordinary shares for cash	672 957 552	75.03	94.74	5.26	0.02	
Special resolution number 1 – Remuneration payable to Non-executive Directors						
a) Remuneration payable to Chairman of the Board	672 957 542	75.03	99.00	1.00	0.02	
b) Remuneration payable to Lead Independent Director	672 966 202	75.03	99.94	0.06	0.01	

c) Remuneration payable to Non-executive Directors	672 885 187	75.02	99.86	0.14	0.02
d) Remuneration payable to Chairman of the Audit and Risk Committee	672 798 095	75.01	99.93	0.07	0.03
e) Remuneration payable to members of the Audit and Risk Committee	672 798 095	75.01	99.94	0.06	0.03
f) Remuneration payable to Chairman of the Remuneration Committee	672 798 095	75.01	99.94	0.06	0.03
g) Remuneration payable to members of the Remuneration Committee	672 798 095	75.01	99.93	0.07	0.03
h) Remuneration payable to Chairman of the Nomination Committee	672 798 095	75.01	99.94	0.06	0.03
i) Remuneration payable to members of the Nomination Committee	672 798 095	75.01	99.94	0.06	0.03
j) Remuneration payable to Chairman of the Social and Ethics Committee	672 798 095	75.01	99.94	0.06	0.03
k) Remuneration payable to members of the Social and Ethics Committee	672 798 095	75.01	99.94	0.06	0.03
l) Remuneration payable to Chairman of the Investment and Finance Committee	672 798 095	75.01	99.94	0.06	0.03
m) Remuneration payable to members of the Investment and Finance Committee	672 798 095	75.01	99.94	0.06	0.03
Special resolution number 2 – Financial assistance to subsidiaries, related and inter-related entities	672 798 105	75.01	98.77	1.23	0.03
Special resolution number 3 – General authority to repurchase ordinary shares	672 564 085	74.98	99.45	0.55	0.06

* 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
14 November 2023

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