

**THE SPAR GROUP LIMITED**  
(Incorporated in the Republic of South Africa)  
(Registration number: 1967/001572/06)  
JSE Code: SPP  
ISIN: ZAE000058517  
("SPAR" or the "Company" or the "Group")

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**RESULTS OF ANNUAL GENERAL MEETING**

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SPAR shareholders ("Shareholders") are advised that at the annual general meeting ("AGM") of Shareholders held today, 21 February 2024, all the ordinary and special resolutions, as set out in the notice of AGM dated 14 December 2023, were approved by the requisite majority of Shareholders present or represented by proxy.

All resolutions proposed at the AGM, together with the percentage of shares abstained, as well as the percentage of votes carried for and against each resolution, are as follows:

**Ordinary Business**

**1. Confirmation of appointment of directors**

**Ordinary resolution number 1.1:** Confirmation of appointment of Shirley Zinn as an independent non-executive director of the board of directors ("Board")

Shares Voted	Abstained	For	Against
168 151 033 87.30%	0.12%	99.72%	0.28%

**Ordinary resolution number 1.2:** Confirmation of appointment of Pedro da Silva as an independent non-executive director of the Board

Shares Voted	Abstained	For	Against
168 122 690 87.29%	0.14%	99.95%	0.05%

**Ordinary resolution number 1.3:** Confirmation of appointment of Trudi Makhaya as an independent non-executive director of the Board

Shares Voted	Abstained	For	Against
168 122 690 87.29%	0.14%	99.94%	0.06%

**Ordinary resolution number 1.4:** Confirmation of appointment of Angelo Swartz as an executive director of the Board

Shares Voted	Abstained	For	Against
168 122 690 87.29%	0.14%	98.39%	1.61%

**Ordinary resolution number 1.5:** Confirmation of appointment of Megan Pydigadu as an executive director of the Board

Shares Voted	Abstained	For	Against
168 122 690 87.29%	0.14%	99.93%	0.07%

**Ordinary resolution number 1.6:** Confirmation of appointment of Marie Jamieson as an independent non-executive director of the Board

Shares Voted	Abstained	For	Against
168 122 690 87.29%	0.14%	100.00%	0.00%

**Ordinary resolution number 1.7:** Confirmation of appointment of Liesbeth Botha as an independent non-executive director of the Board

Shares Voted	Abstained	For	Against
168 122 690 87.29%	0.14%	100.00%	0.00%

## 2. Re-election of non-executive directors retiring by rotation

**Ordinary resolution number 2.1:** Re-election of Lwazi Koyana as an independent non-executive director

Shares Voted	Abstained	For	Against
168 122 690 87.29%	0.14%	99.74%	0.26%

**Ordinary resolution number 2.2:** Re-election of Sundeep Naran as an independent non-executive director

Shares Voted	Abstained	For	Against
168 122 690 87.29%	0.14%	99.93%	0.07%

## 3. Re-election of the independent external auditor

**Ordinary resolution number 3.1:** Re-election of PricewaterhouseCoopers Inc. as the independent external audit firm of the Company

Shares Voted	Abstained	For	Against
168 122 690 87.29%	0.14%	97.09%	2.91%

**Ordinary resolution number 3.2:** Re-appointment of Thomas Howatt as the designated individual audit partner

Shares Voted	Abstained	For	Against
168 122 690 87.29%	0.14%	97.26%	2.74%

#### 4. Election of the members of the Audit Committee

**Ordinary resolution number 4.1:** Election of Lwazi Koyana, subject to the adoption of ordinary resolution number 2.1

Shares Voted	Abstained	For	Against
168 122 690 87.29%	0.14%	99.32%	0.68%

**Ordinary resolution number 4.2:** Election of Sundeep Naran, subject to the adoption of ordinary resolution number 2.2

Shares Voted	Abstained	For	Against
168 122 690 87.29%	0.14%	99.32%	0.68%

**Ordinary resolution number 4.3:** Election of Pedro da Silva, subject to the adoption of ordinary resolution number 1.2

Shares Voted	Abstained	For	Against
168 122 690 87.29%	0.14%	99.95%	0.05%

#### 5. Ordinary resolution number 5: Authority to issue shares for the purpose of The SPAR Group Limited Conditional Share Plan

Shares Voted	Abstained	For	Against
168 122 690 87.29%	0.14%	79.82%	20.18%

#### 6. Ordinary resolution number 6: Non-binding advisory vote on SPAR's remuneration policy

Shares Voted	Abstained	For	Against
168 119 170 87.29%	0.14%	91.25%	8.75%

**7. Ordinary resolution number 7:** Non-binding advisory vote on SPAR's remuneration implementation report

<b>Shares Voted</b>	<b>Abstained</b>	<b>For</b>	<b>Against</b>
168 119 170 87.29%	0.14%	80.44%	19.56%

**Special Business**

**1. Special resolution number 1:** Financial assistance to related or inter-related parties

<b>Shares Voted</b>	<b>Abstained</b>	<b>For</b>	<b>Against</b>
168 122 690 87.29%	0.14%	94.54%	5.46%

**2. Special resolution number 2:** Non-executive directors' fees

<b>Shares Voted</b>	<b>Abstained</b>	<b>For</b>	<b>Against</b>
168 119 170 87.29%	0.14%	85.45%	14.55%

Notes:

- Percentages of shares voted are calculated in relation to the total issued share capital of SPAR.
- Percentages of shares voted for and against are calculated in relation to the total number of shares voted for each resolution.
- Abstentions are calculated as a percentage in relation to the total issued share capital of SPAR.

Pinetown  
21 February 2024

Sponsor  
One Capital