

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 91st ANNUAL GENERAL MEETING

Shareholders are advised that, at the Mr Price Group Annual General Meeting ("AGM") held yesterday, Thursday, 29 August 2024, ordinary resolutions 1 – 12 and special resolutions 1 - 3 as set out in the notice of AGM dated 21 June 2024 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 80.32% of the Group's issued share capital* as at Friday 23 August 2024, 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 Ordinary shares ("Ord") B ordinary shares ("B Ord")		Number of shares voted	Shares voted as a % of issued share capital* Ordinary shares ("Ord") B ordinary shares ("B Ord")	Shares abstained as a % of issued share capital* Ordinary shares ("Ord") B ordinary shares ("B Ord")
	For	Against	For	Against			
Ordinary resolution 1 - Adoption of the annual financial statements	99.76	0.24	99.66 Ord 100.00 B Ord	0.34 Ord 0.00 B Ord	204,786,875 Ord 6,592,586 B Ord	79.69 Ord 100.00 B Ord	0.13 Ord 0.00 B Ord
Ordinary resolutions 2.1 and 2.3 - Re-election of directors retiring by rotation							
2.1 Lucia Swartz	96.42	3.58	95.04 Ord 100.00 B Ord	4.96 Ord 0.00 B Ord	204,884,023 Ord 6,592,586 B Ord	79.72 Ord 100.00 B Ord	0.10 Ord 0.00 B Ord
2.2 Mark Bowman	94.57	5.43	92.47 Ord 100.00 B Ord	7.53 Ord 0.00 B Ord	204,884,023 Ord 6,592,586 B Ord	79.72 Ord 100.00 B Ord	0.10 Ord 0.00 B Ord
2.3 Richard Inskip	98.44	1.56	97.84 Ord 100.00 B Ord	2.16 Ord 0.00 B Ord	204,884,023 Ord 6,592,586 B Ord	79.72 Ord 100.00 B Ord	0.10 Ord 0.00 B Ord
Ordinary resolution 3 – confirmation of appointment of executive director: Praneel Nundkumar	99.39	0.61	99.15 Ord 100.00 B Ord	0.85 Ord 0.00 B Ord	204,884,023 Ord 6,592,586 B Ord	79.72 Ord 100.00 B Ord	0.10 Ord 0.00 B Ord
Ordinary resolution 4 – confirmation of appointment of non-executive director: Refilwe Nkabinde	99.97	0.03	99.96 Ord 100.00 B Ord	0.04 Ord 0.00 B Ord	204,884,023 Ord 6,592,586 B Ord	79.72 Ord 100.00 B Ord	0.10 Ord 0.00 B Ord

Ordinary resolution 5 – Re-election of independent auditor	98.96	1.04	98.55 Ord 100.00 B Ord	1.45 Ord 0.00 B Ord	204,884,023 Ord 6,592,586 B Ord	79.72 Ord 100.00 B Ord	0.10 Ord 0.00 B Ord
Ordinary resolutions 6.1 to 6.3 - Election of members of the audit and compliance committee							
6.1 Harish Ramsamer	99.77	0.23	99.68 Ord 100.00 B Ord	0.32 Ord 0.00 B Ord	204,884,023 Ord 6,592,586 B Ord	79.72 Ord 100.00 B Ord	0.10 Ord 0.00 B Ord
6.2 Mark Bowman	97.08	2.92	95.95 Ord 100.00 B Ord	4.05 Ord 0.00 B Ord	204,884,023 Ord 6,592,586 B Ord	79.72 Ord 100.00 B Ord	0.10 Ord 0.00 B Ord
6.3 Refilwe Nkabinde	99.91	0.09	99.88 Ord 100.00 B Ord	0.12 Ord 0.00 B Ord	204,884,023 Ord 6,592,586 B Ord	79.72 Ord 100.00 B Ord	0.10 Ord 0.00 B Ord
Ordinary resolution 7 - Non-binding advisory vote on the remuneration policy** (see commentary below)	77.88	22.12	69.33 Ord 100.00 B Ord	30.67 Ord 0.00 B Ord	204,707,172 Ord 6,592,586 B Ord	79.66 Ord 100.00 B Ord	0.16 Ord 0.00 B Ord
Ordinary resolution 8 - Non-binding advisory vote on the remuneration implementation report** (see commentary below)	58.10	41.90	41.92 Ord 100.00 B Ord	58.08 Ord 0.00 B Ord	204,880,195 Ord 6,592,586 B Ord	79.72 Ord 100.00 B Ord	0.10 Ord 0.00 B Ord
Ordinary resolution 9 - Adoption of the SETS committee report	99.99	0.01	99.99 Ord 100.00 B Ord	0.01 Ord 0.00 B Ord	204,786,876 Ord 6,592,586 B Ord	79.69 Ord 100.00 B Ord	0.13 Ord 0.00 B Ord
Ordinary resolution 10 - Signature of documents	100	0.00	100.00 Ord 100.00 B Ord	0.00 Ord 0.00 B Ord	204,880,194 Ord 6,592,586 B Ord	79.72 Ord 100.00 B Ord	0.10 Ord 0.00 B Ord
Ordinary resolution 11 – General but restricted authority to issue of shares for cash	89.84	10.16	85.80 Ord 100.00 B Ord	14.20 Ord 0.00 B Ord	198,941,810 Ord 6,592,586 B Ord	77.41 Ord 100.00 B Ord	0.10 Ord 0.00 B Ord
Ordinary resolution 12 - Control of unissued shares (excluding issues for cash)	91.11	8.89	87.68 Ord 100.00 B Ord	12.32 Ord 0.00 B Ord	204,884,022 Ord 6,592,586 B Ord	79.72 Ord 100.00 B Ord	0.10 Ord 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 2 265 285	97.87	2.13	97.05 Ord 100.00 B Ord	2.95 Ord 0.00 B Ord	204,880,195 Ord 6,592,586 B Ord	79.72 Ord 100.00 B Ord	0.10 Ord 0.00 B Ord
1.2 Honorary chair of the board – R 1 016 284	95.74	4.26	94.10 Ord 100.00 B Ord	5.90 Ord 0.00 B Ord	204,884,023 Ord 6,592,586 B Ord	79.72 Ord 100.00 B Ord	0.10 Ord 0.00 B Ord
1.3 Lead independent non-executive director of the board – R 705 699	99.68	0.32	99.56 Ord 100.00 B Ord	0.44 Ord 0.00 B Ord	204,884,023 Ord 6,592,586 B Ord	79.72 Ord 100.00 B Ord	0.10 Ord 0.00 B Ord
1.4 Non-executive directors – R 481 207	99.68	0.32	99.56 Ord 100.00 B Ord	0.44 Ord 0.00 B Ord	204,884,023 Ord 6,592,586 B Ord	79.72 Ord 100.00 B Ord	0.10 Ord 0.00 B Ord
1.5 Audit and compliance committee chair – R 390 976	99.86	0.14	99.80 Ord 100.00 B Ord	0.20 Ord 0.00 B Ord	204,884,023 Ord 6,592,586 B Ord	79.72 Ord 100.00 B Ord	0.10 Ord 0.00 B Ord
1.6 Audit and compliance committee members – R 198 624	99.86	0.14	99.80 Ord 100.00 B Ord	0.20 Ord 0.00 B Ord	204,884,023 Ord 6,592,586 B Ord	79.72 Ord 100.00 B Ord	0.10 Ord 0.00 B Ord
1.7 Remuneration and nominations committee chair – R 251 028	99.86	0.14	99.80 Ord 100.00 B Ord	0.20 Ord 0.00 B Ord	204,884,023 Ord 6,592,586 B Ord	79.72 Ord 100.00 B Ord	0.10 Ord 0.00 B Ord
1.8 Remuneration and nominations committee members – R 125 075	99.86	0.14	99.80 Ord 100.00 B Ord	0.20 Ord 0.00 B Ord	204,884,023 Ord 6,592,586 B Ord	79.72 Ord 100.00 B Ord	0.10 Ord 0.00 B Ord
1.9 SETS committee chair – R 206 427	99.86	0.14	99.80 Ord	0.20 Ord	204,884,023 Ord	79.72 Ord	0.10 Ord

			100.00 B Ord	0.00 B Ord	6,592,586 B Ord	100.00 B Ord	0.00 B Ord
1.10 SETS committee members – R 119 493	99.86	0.14	99.80 Ord 100.00 B Ord	0.20 Ord 0.00 B Ord	204,884,023 Ord 6,592,586 B Ord	79.72 Ord 100.00 B Ord	0.10 Ord 0.00 B Ord
1.11 Risk and IT committee members - R 149 350	99.86	0.14	99.80 Ord 100.00 B Ord	0.20 Ord 0.00 B Ord	204,880,195 Ord 6,592,586 B Ord	79.72 Ord 100.00 B Ord	0.10 Ord 0.00 B Ord
Special resolution 2 – General authority to repurchase shares	97.74	2.26	96.83 Ord 100.00 B Ord	3.17 Ord 0.00 B Ord	198,893,703 Ord 6,592,586 B Ord	77.39 Ord 100.00 B Ord	0.11 Ord 0.00 B Ord
Special resolution 3 - Financial assistance to related or inter-related companies	99.35	0.65	99.10 Ord 100.00 B Ord	0.90 Ord 0.00 B Ord	204,884,022 Ord 6,592,586 B Ord	79.72 Ord 100.00 B Ord	0.10 Ord 0.00 B Ord

* The total issued share capital as at the AGM voting record date was 256,991,496 ordinary shares and 6,592,786 B-ordinary shares

** Ahead of the AGM, the Group sent communication to its top 25 shareholders and released a SENS on 15 August 2024 inviting all shareholders to engage on the resolutions proposed at the AGM. Through this process and in response to requests from 19 shareholders, the Group actively engaged with shareholders representing 43.1% of its ordinary shares. The Group appreciates the constructive feedback from shareholders and the continued support for the remuneration policy which indicates a favourable shareholder view of the Group's general remuneration philosophy. However, the Group is disappointed at the result of the voting on remuneration implementation given the positive engagements with shareholders and changes made to the remuneration policy, its implementation and overall remuneration disclosure during FY2024. In this light, the input received from shareholders is already under discussion and consideration.

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, especially from shareholders who did not elect to engage before the AGM. Notwithstanding the engagement already held, shareholders are again 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), by 30 September 2024. Thereafter the date and time for further engagements will be scheduled with shareholders individually.

Durban
30 August 2024

JSE Equity Sponsor and Corporate Broker
Investec Bank Limited