

Shareholder Analysis

Shoprite Holdings Ltd and its Subsidiaries as at June 2011

SHAREHOLDER SPREAD

	No of Shareholders	%	No of Shares	%
1 – 1,000 shares	10 516	72.20	3 371 283	0.62
1,001 – 10,000 shares	3 181	21.84	9 971 689	1.83
10,001 – 100,000 shares	639	4.39	20 570 292	3.78
100,001 – 1000,000 shares	165	1.13	52 250 337	9.61
Over 1,000,001 shares	65	0.45	457 315 859	84.15
Totals	14 566	100.00	543 479 460	100.00

DISTRIBUTION OF SHAREHOLDERS

	No of Shareholders	%	No of Shares	%
Banks	151	1.04	220 223 947	40.52
Brokers	33	0.23	10 773 974	1.98
Close Corporations	138	0.95	260 120	0.05
Endowment Funds	75	0.51	587 931	0.11
Individuals	11 463	78.70	16 783 953	3.50
Insurance Companies	33	0.23	12 377 631	2.28
Investment Companies	31	0.21	5 663 779	1.04
Medical Aid Schemes	3	0.02	32 792	0.01
Mutual Funds	240	1.65	33 386 538	6.14
Nominees & Trusts	1 852	12.71	50 484 741	9.29
Other Corporations	84	0.58	153 565	0.03
Own Holdings	2	0.01	37 346 947	6.46
Private Companies	298	2.05	59 264 963	10.90
Public Companies	16	0.11	780 296	0.14
Retirement Funds	147	1.01	95 358 283	17.55
Totals	14 566	100.00	543 479 460	100.00

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PUBLIC / NON – PUBLIC SHAREHOLDERS

	No of Shareholders	%	No of Shares	%
Non – Public Shareholders	40	0.27	140 261 213	25.81
Directors of the company	38	0.26	102 914 266	18.94
Own Holdings	2	0.01	37 346 947	6.87
Public Shareholders	14 526	99.73	403 218 247	74.19
Totals	14 566	100.00	543 479 460	100.00

BENEFICIAL SHAREHOLDERS HOLDING 1% OR MORE

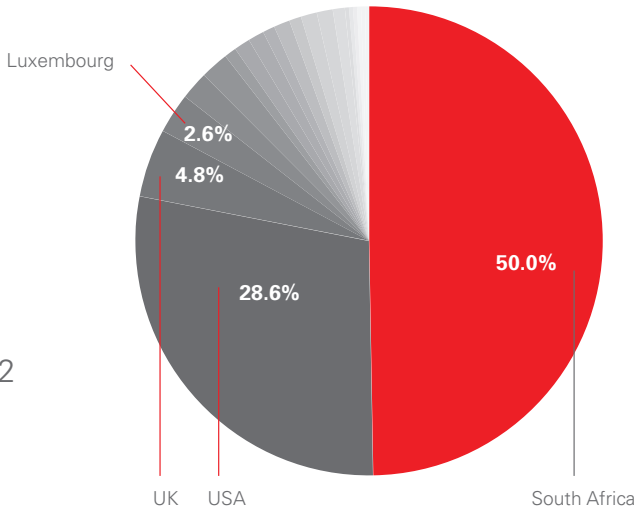
	No of Shares	%
Wiese, CH	89 917 398	16.54
Government Employees Pension Fund	74 076 350	13.63
Capital Group	62 499 926	11.50
Shoprite Checkers (Pty) Ltd	37 346 947	6.87
Lazard	18 329 406	3.37
Basson, JW	10 110 084	1.86
BlackRock	9 517 955	1.75
Vanguard	9 061 800	1.67
Artio Global Investors	8 773 256	1.61
JPMorgan	8 448 572	1.55
Fidelity	8 249 721	1.52
First State Investments	7 919 805	1.46
Namibian Government Institutions Pension Fund	7 819 262	1.44
Liberty Group	7 132 625	1.31
Skagen	6 722 590	1.24
Rand Merchant Bank	6 163 195	1.13
Rotrust (Pty) Ltd	5 465 705	1.01
Totals	377 554 597	69.47



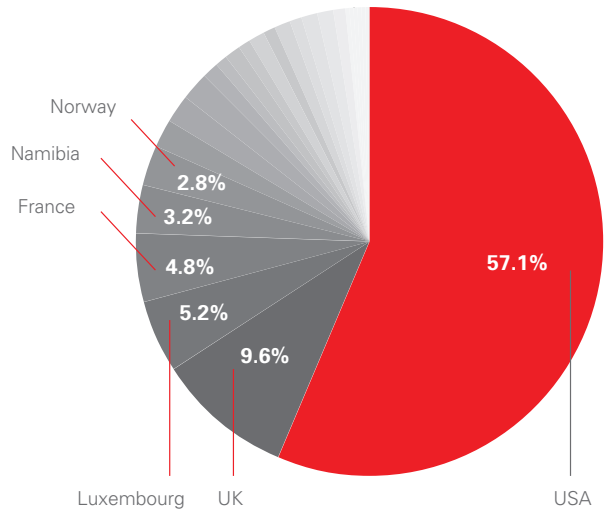
Shareholders

Country Classification

Beneficial Shareholders



Foreign Beneficial Shareholders

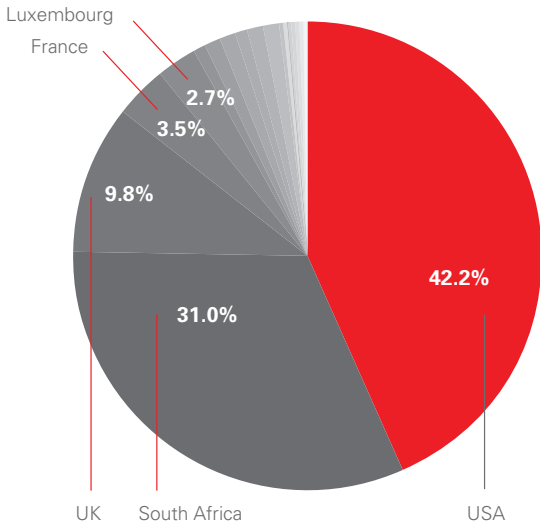


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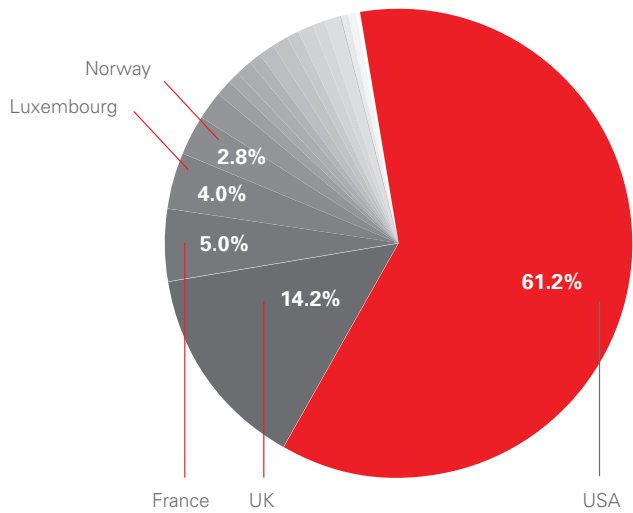
- South Africa
- USA
- UK
- Luxembourg
- France
- Namibia
- Norway
- Australia
- UAE
- Saudi Arabia
- Japan
- Netherlands
- Singapore
- Ireland
- Canada
- Cayman Islands
- Germany
- Hong Kong
- Belgium
- South Korea
- Denmark
- China
- Sweden
- Taiwan
- Switzerland
- Italy
- Zambia
- Portugal
- Hawaii
- Isle of Man
- Bermuda
- Bahamas
- New Zealand
- Oman
- Swaziland

- USA
- UK
- Luxembourg
- France
- Namibia
- Norway
- Australia
- UAE
- Saudi Arabia
- Japan
- Netherlands
- Singapore
- Ireland
- Canada
- Cayman Islands
- Germany
- Hong Kong
- Belgium
- South Korea
- Denmark
- China
- Sweden
- Taiwan
- Switzerland
- Italy
- Zambia
- Portugal
- Hawaii
- Isle of Man
- Bermuda
- Bahamas
- New Zealand
- Oman
- Swaziland

Fund Managers



Foreign Fund Managers



- USA
- South Africa
- UK
- France
- Luxembourg
- Norway
- Australia
- Japan
- Namibia
- Singapore
- Netherlands
- Cayman Islands
- Germany
- Canada
- Hong Kong
- UAE
- Belgium
- China
- Sweden
- Taiwan
- Switzerland
- Italy
- South Korea
- Ireland
- Denmark
- Portugal
- Saudi Arabia
- Gibraltar
- Israel
- Bermuda

- USA
- UK
- France
- Luxembourg
- Norway
- Australia
- Japan
- Namibia
- Singapore
- Netherlands
- Cayman Islands
- Germany
- Canada
- Hong Kong
- UAE
- Belgium
- China
- Sweden
- Taiwan
- Switzerland
- Italy
- South Korea
- Ireland
- Denmark
- Portugal
- Saudi Arabia
- Gibraltar
- Israel
- Bermuda

Notice to Shareholders: Annual General Meeting (AGM)

Shoprite Holdings Ltd and its Subsidiaries as at June 2011

Shoprite Holdings Limited
(Incorporated in the Republic of South Africa)
(Registration number 1936/007721/06)
JSE share code: SHP
NSX share code: SRH
LUSE share code: SHOPRITE
ISIN: ZAE00012084
("Shoprite Holdings" or "the Company")

1. NOTICE OF MEETING

Notice is hereby given that the AGM of Shoprite Holdings will be held at the Company's registered office, corner William Dabs and Old Paarl Roads, Brackenfell, South Africa on Monday, 31 October 2011 at 09:15 (South African time).

2. MEMORANDUM OF INCORPORATION (MOI)

The Companies Act 71 of 2008 (as amended) ("the Companies Act") came into effect on 1 May 2011 ("the Effective Date"). From the Effective Date the Company's Memorandum of Association and Articles of Association became known as its MOI. In this notice of the AGM, the term MOI is used to refer to the Company's MOI (previously the Memorandum of Association and Articles of Association).

3. WHO MAY ATTEND AND VOTE?

- 3.1 If you hold dematerialised shares which are registered in your name or if you are the registered holder of certificated shares:
- You may attend the AGM in person;
 - Alternatively, you may appoint a proxy to represent you at the AGM and to attend, participate in, and speak and vote at the AGM in your place by completing the attached form of proxy in accordance with the instructions it contains and returning it to the company secretary or transfer secretaries at their addresses set out below to be received not later than 09:15 (South African time) on Saturday 29 October 2011. A proxy need not be a shareholder of the Company.
- 3.2 If you hold dematerialised shares which are not registered in your name and:
- wish to attend the AGM, you must obtain the necessary letter of representation authority from your Central Share Depository Participant (CSDP) or broker; or
 - do not wish to attend the AGM, but would like your vote to be recorded at the meeting, you should contact your CSDP or broker and furnish them with your voting instructions.
- You must not complete the attached form of proxy.
- 3.3 The record date for purposes of determining which shareholders are entitled to receive this notice is determined in terms of section 59(3)(a) of the Companies Act, being 29 September 2011.
- 3.4 The date on which shareholders must be recorded as such in the register maintained by the transfer secretaries of the Company for purposes of being entitled to attend and vote at this meeting is determined in terms of section 59(3)(b) of the Companies Act, being 28 October 2011 ("the Voting Record Date").
- 3.5 All AGM participants will be required to provide identification reasonably satisfactory to the chairperson of the AGM.
- 3.6 As required by section 61(10) of the Companies Act, the Company will make provision for shareholders or their

proxies to participate in the AGM by way of electronic communication. Participants must dial the appropriate access numbers depending on their locations five minutes prior to the starting time of the AGM:

Johannesburg..... (011) 535 3600
Cape Town (021) 819 0900
Durban..... (031) 812 7600
International(+27 11) 535 3600

- 3.7 In order to reflect the views of shareholders more accurately, all resolutions and substantive decisions at the AGM will be put to vote on a poll, rather than being determined on a show of hands. A vote on poll takes into account the number of shares held by each shareholder, which the Board believes to be a more democratic procedure.
- 3.8 If you are in any doubt as to what action you should take arising from the following resolutions, please consult your stockbroker, banker, attorney, accountant or other professional adviser immediately.

4. FINANCIAL STATEMENTS

A copy of the financial statements of the Company for the year ended 30 June 2011 and the reports of the directors and independent auditors are delivered herewith.

5. PURPOSE OF THE AGM

The purpose of this meeting is to present the:

- directors report to the shareholders;
- audited financial statements for the year ended 30 June 2011;
- the audit committee report, and
- to consider and, if deemed fit, to pass, with or without modification, the resolutions set out below.

The following resolutions will be considered at the AGM, and, if deemed fit, passed with or without modification:

5.1 Ordinary Resolution Number 1: Annual Financial Statements

"Resolved that the annual financial statements of the Company and the Group for the year ended 30 June 2011 circulated with this notice, including the reports of the directors and independent auditors be and are hereby approved."

For ordinary resolution number 1 to be adopted, the support of a majority of votes cast by shareholders present or represented by proxy at this meeting is required.

5.2 Ordinary Resolution Number 2: Re-Appointment of Auditors

"Resolved that PricewaterhouseCoopers Inc. (PwC) be re-elected as independent registered auditors of the Company for the period until the next AGM of the Company (noting that Mr A Wentzel is the individual registered auditor of PwC who will undertake the audit in respect of the financial year ending 30 June 2012) as recommended by the Company's Audit and Risk Committee."



Notice to Shareholders (continued)

Shoprite Holdings Ltd and its Subsidiaries as at June 2011

For ordinary resolution number 2 to be adopted, the support of a majority of votes cast by shareholders present or represented by proxy at this meeting is required.

5.3 Ordinary Resolution Number 3: Re-Election of Dr CH Wiese

"Resolved that Dr CH Wiese, who is required to retire by rotation as a director of the Company at this AGM and who is eligible and available for re-election, is hereby reappointed with immediate effect."

Age: 69

First Appointed: 30 October 1991

Educational qualifications: BA LLB DCom (hc)

Directorship: Chairman of Tradehold, Invicta Holdings and Tulca. Also serves on the boards of PSG Group, Primedia and the Luna Group.

Dr Wiese is the non-executive chairman of the Board and also serves on the Remuneration and Nomination Committees.

For ordinary resolution number 3 to be adopted, the support of a majority of votes cast by shareholders present or represented by proxy at this meeting is required.

5.4 Ordinary Resolution Number 4: Re-Election of Mr JA Louw

"Resolved that Mr JA Louw, who is required to retire by rotation as a director of the Company at this AGM and who is eligible and available for re-election, is hereby reappointed with immediate effect."

Age: 67

First Appointed: 30 October 1991

Educational qualifications: Bsc Hons B(B&A) Hons

Directorship: Chairman of Andrag Agrico.

Mr Louw is an independent non-executive director and also serves on the Audit, Remuneration and Nomination Committees.

For ordinary resolution number 4 to be adopted, the support of a majority of votes cast by shareholders present or represented by proxy at this meeting is required.

5.5 Ordinary Resolution Number 5: Re-Election of Mr JF Malherbe

"Resolved that Mr JF Malherbe who is required to retire by rotation as a director of the Company at this AGM and who is eligible for re-election and has offered, is hereby reappointed with immediate effect."

Age: 82

First Appointed: 14 May 1999

Educational qualifications: BCom LLB

Mr Malherbe is an independent non-executive director and also serves on the Audit Committee.

For ordinary resolution number 5 to be adopted, the support of a majority of votes cast by shareholders present or represented by proxy at this meeting is required.

5.6 Ordinary Resolution Number 6: Re-Election of Mr BR Weyers

"Resolved that Mr BR Weyers, who is required to retire by rotation as a director of the Company at this AGM and who is eligible for re-election and has offered, is hereby reappointed with immediate effect."

Age: 59

First Appointed: 20 February 1997

Directorship: Director of main trading subsidiary, Shoprite Checkers (Pty) Ltd

Mr Weyers is an executive director and holds the position of general manager marketing and product development.

For ordinary resolution number 6 to be adopted, the support of a majority of votes cast by shareholders present or represented by proxy at this meeting is required.

5.7 Ordinary Resolution Number 7: Appointment of Mr JG Rademeyer as Chairperson and member of the Shoprite Holdings Audit Committee

"Resolved that Mr JG Rademeyer be elected as Chairperson and member of the Shoprite Holdings Audit and Risk Committee with immediate effect in terms of section 94(2) of the Companies Act"

Age: 62

First Appointed: 4 November 2002

Educational qualifications: BCom CTA CA(SA)

Mr Rademeyer is an independent non-executive director and has also been appointed as the lead independent director.

For ordinary resolution number 7 to be adopted, the support of a majority of votes cast by shareholders present or represented by proxy at this meeting is required.

5.8 Ordinary Resolution Number 8: Appointment of Mr JA Louw as member of the Shoprite Holdings Audit Committee

"Subject to the re-election of Mr JA Louw as a director pursuant to ordinary resolution 4, it is resolved that Mr JA Louw be elected as member of the Shoprite Holdings Audit and Risk Committee with immediate effect in terms of section 94(2) of the Companies Act."

For ordinary resolution number 8 to be adopted, the support of a majority of votes cast by shareholders present or represented by proxy at this meeting is required.

5.9 Ordinary Resolution Number 9: Appointment of Mr JF Malherbe as member of the Shoprite Holdings Audit Committee

"Subject to the re-election of Mr JF Malherbe as a director pursuant to ordinary resolution 5, it is resolved that Mr JF Malherbe be elected as member of the Shoprite Holdings Audit and Risk Committee with immediate effect in terms of section 94(2) of the Companies Act."

For ordinary resolution number 9 to be adopted, the support of a majority of votes cast by shareholders present or represented by proxy at this meeting is required.

5.10 Ordinary Resolution Number 10: Endorsement of Remuneration Policy

“Resolved that, through a non-binding advisory vote, the Company’s remuneration policy (excluding the remuneration of the non-executive directors and members of board committees for their services as directors) as set out in the Integrated Report, is endorsed.”

For ordinary resolution number 10 to be adopted, the support of a majority of votes cast by shareholders present or represented by proxy at this meeting is required.

5.11 Ordinary Resolution Number 11: General Authority over Unissued Shares

“Resolved that 27,2 million (5% of the issued share capital that includes treasury shares) of the authorised but unissued shares in the capital of the Company be and are hereby placed under the control and authority of the directors of the Company until the next AGM and that the directors of the Company be and are hereby authorised and empowered to allot, issue and otherwise dispose of such shares to such person or persons on such terms and conditions and at such times as the directors of the Company may from time to time and in their discretion deem fit, subject to the provisions of the Companies Act, the MOI of the Company and JSE Limited (“JSE”) Listings Requirements, when applicable, and any other exchange on which the shares of the Company may be quoted or listed from time to time.”

For ordinary resolution number 11 to be adopted, the support of a majority of votes cast by shareholders present or represented by proxy at this meeting is required.

5.12 Ordinary Resolution Number 12: General Authority to Issue Shares for Cash

“Resolved that the directors of the Company be and are hereby authorised by way of a general authority, to issue all or any of the authorised, but unissued shares in the capital of the Company, for cash, as and when they in their discretion deem fit, subject to the Companies Act, the MOI of the Company, the JSE Listings Requirements and any other exchange on which the shares of the Company may be quoted from time to time, when applicable, subject to the following limitations, namely that:

- the equity securities which are the subject of the issue for cash must be of a class already in issue, or where this is not the case, must be limited to such securities or rights that are convertible into a class already in issue;
- any such issue will only be made to “public shareholders” as defined in the JSE Listings Requirements and not related parties, unless the JSE otherwise agrees;

- the number of shares issued for cash shall not in the aggregate in any 1 (one) financial year, exceed 5% (five percent) of the Company’s issued share capital of ordinary shares. The number of ordinary shares which may be issued shall be based on the number of ordinary shares in issue, added to those that may be issued in future (arising from the conversion of options/convertibles) at the date of such application, less any ordinary shares issued, or to be issued in future arising from options/convertible ordinary shares issued during the current financial year, plus any ordinary shares to be issued pursuant to a rights issue which has been announced, is irrevocable and fully underwritten, or an acquisition which has had final terms announced;
- this authority be valid until the Company’s next AGM, provided that it shall not extend beyond 15 (fifteen) months from the date that this authority is given;
- a paid press announcement will be published giving full details, including the impact on the net asset value and earnings per share, at the time of any issue, representing on a cumulative basis within one (1) financial year, 5% (five percent) or more of the number of shares in issue prior to the issue in terms of this authorisation;
- in determining the price at which an issue of shares may be made in terms of this general authority, the maximum discount permitted will be 10% (ten percent) of the weighted average traded price on the JSE of those shares measured over the 30 (thirty) business days prior to the date that the price of the issue is determined or agreed by the directors of the Company.”

In order for this ordinary resolution number 12 to be adopted, in terms of the JSE Listings Requirements, the support of 75% of votes cast by shareholders present or represented by proxy at this meeting is required.

5.13 Ordinary Resolution Number 13: General Authority to Directors

“Resolved that the directors of the Company be and are hereby authorised to do all things, perform all acts and to sign all documentation necessary to effect the implementation of the ordinary and special resolutions adopted at the AGM.”

For ordinary resolution number 13 to be adopted, the support of a majority of votes cast by shareholders present or represented by proxy at this meeting is required.

5.14 Special Resolution Number 1: Remuneration Payable to Non-Executive Directors

“Resolved in terms of section 66(9) of the Companies Act that the annual remuneration of the non-executive directors for the twelve months from 1 November 2010 – 31 October 2011 be approved as follows:



Notice to Shareholders (continued)

Shoprite Holdings Ltd and its Subsidiaries as at June 2011

SHOPRITE HOLDINGS BOARD AND COMMITTEE FEES

	2010/2011	2009/10
BOARD		
Chairman of the Board	R218 000	R179 775
Lead Independent Director	R113 000	R93 060
Director	R103 000	R84 600
AUDIT COMMITTEE		
Chairman	R154 000	R126 900
Member	R77 000	R63 450

For special resolution number 1 to be adopted, the support of 75% of votes cast by shareholders present or represented by proxy at this meeting is required.

REASON FOR AND EFFECT OF SPECIAL RESOLUTION NUMBER 1

The reason for and effect for special resolution number 1 is to grant the Company the authority to pay remuneration to its directors for their services as directors for the period that ended on 31 October 2011.

5.15 Special Resolution 2 – Financial Assistance to Subsidiaries, Related and Inter-Related Entities

Resolved in terms of section 45(3)(a)(ii) of the Companies Act, subject to compliance with the requirements of the Company's MOI, the Companies Act and the JSE Listings Requirements as presently constituted and amended from time to time as a general approval, that the board of the Company be authorised during a period of two (2) years from the date of this special resolution to authorise the Company to provide direct or indirect financial assistance to any related or inter-related company or corporation ("any related or inter-related company or corporation" has herein the same meaning as in section 45 of the Companies Act and which meaning includes all the subsidiaries of the Company) to the Company, in one or more of the following forms:

- loan to,
- guarantee of any obligation of,
- suretyship in respect any obligation of,
- indemnity undertakings in respect of obligations of, or
- the securing of any debt or obligations of,

such a related or inter-related company or corporation which the board of the Company may deem fit on the terms and conditions and for amounts that the board of the Company may determine.

For special resolution number 2 to be adopted, the support of 75% of votes cast by shareholders present or represented by proxy at this meeting is required.

REASON FOR AND EFFECT OF SPECIAL RESOLUTION NUMBER 2

This special resolution will grant the Company's directors the authority to authorise financial assistance in any of the

forms described in the resolution to any company related or inter-related to the Company as contemplated by section 45 of the Companies Act.

NOTICE TO THE SHAREHOLDERS OF THE COMPANY IN TERMS OF SECTION 45(5) OF THE COMPANIES ACT OF A RESOLUTION ADOPTED BY THE BOARD AUTHORISING THE COMPANY TO PROVIDE SUCH DIRECT OR INDIRECT FINANCIAL ASSISTANCE:

- By the time that this notice of the AGM is delivered to shareholders, the Board would have adopted a written board resolution ("the Section 45 Board Resolution") authorising the Company to provide at any time during the period of two (2) years from the date that the above special resolution number 2 is adopted, any direct or indirect financial assistance as contemplated in section 45 of the Companies Act to any one or more related or inter-related companies or corporations of the Company;
- The Section 45 Board Resolution will only be subject to and only effective to the extent that special resolution number 2 is adopted by shareholders and the provision of any such direct or indirect financial assistance by the Company, pursuant to such resolution, will always be subject to the Board being satisfied that immediately after providing such financial assistance, the Company will satisfy the solvency and liquidity test as referred to in section 45(3)(b)(i) of the Companies Act and that the terms under which the financial assistance will be given are fair and reasonable to the Company as required in section 45(3)(b)(ii) of the Companies Act; and
- The Company hereby provides notice of the Section 45 Board Resolution to shareholders of the Company.

5.16 Special Resolution Number 3 – General Approval to Repurchase Shares

"Resolved that, the Company and/or any subsidiary of the Company be and are hereby authorised by way of a general approval to acquire the issued ordinary shares of the Company, upon such terms and conditions and in such amounts as the directors of the Company may from time to time determine, but subject to the MOI of the Company, the provisions of the Companies Act and the JSE Listings Requirements and any other exchange on which the shares of the Company may be quoted or listed from time to time, where applicable, and provided that:

- the repurchase of securities will be effected through the main order book operated by the JSE trading system without any prior understanding or arrangement between the Company and the counterparty, or other manner approved by the JSE;
- this general authority shall be valid until the Company's next AGM, provided that it shall not extend beyond 15 (fifteen) months from the date of passing of this special resolution;
- in determining the price at which the Company's ordinary shares are acquired by the Company or its subsidiaries in terms of this general authority, the maximum premium at which such ordinary shares may be acquired

- will be 10% (ten percent) of the weighted average of the market price at which such ordinary shares are traded on the JSE, as determined over the 5 (five) trading days immediately preceding the date of the repurchase of such ordinary shares by the Company;
- the acquisitions of ordinary shares in the aggregate in any 1 (one) financial year do not exceed 5% (five percent) of the Company's issued ordinary share capital from the date of this general authority;
 - the Company and the Group are in a position to repay their debt in the ordinary course of business for the 12 (twelve) month period after the date of the notice of the AGM;
 - the assets of the Company and the Group, being fairly valued in accordance with the accounting policies used in the latest annual financial statements are, after the repurchase, in excess of the liabilities of the Company and the Group for the 12 (twelve) month period after the date of the notice of the AGM;
 - the ordinary capital and reserves of the Company and the Group are adequate for the 12 (twelve) month period after the date of the notice of the AGM;
 - the available working capital is adequate to continue the operations of the Company and the Group for a period of 12 (twelve) months after the date of the notice of the AGM;
 - prior to entering the market to proceed with the repurchase, the Company's sponsor has complied with its responsibilities contained in Schedule 25 of the JSE Listings Requirements;
 - prior to entering the market to repurchase the Company's securities, a board resolution to authorise the repurchase will have been passed in accordance with the requirements of section 46 of the Companies Act, and stating that the Board has acknowledged that it has applied the solvency and liquidity test as set out in section 4 of the Companies Act and has reasonably concluded that the Company will satisfy the solvency and liquidity test immediately after completing the proposed repurchase;
 - after such repurchase the Company will still comply with paragraphs 3.37 to 3.41 of the JSE Listings Requirements concerning shareholder spread;
 - the Company or its subsidiaries will not repurchase securities during a prohibited period as defined in paragraph 3.67 of the JSE Listings Requirements, unless there is a repurchase programme in place where the dates and quantities of securities to be traded during the relevant period are fixed (not subject to any variation) and full details of the programme have been disclosed in an announcement on SENS prior to the commencement of the prohibited period;
 - when the Company has cumulatively repurchased 3% (three percent) of the initial number of the relevant class of securities, and for each 3% (three percent) in aggregate of the initial number of that class acquired thereafter, an announcement will be made; and
 - the Company only appoints one agent to effect any repurchase(s) on its behalf."

For special resolution number 3 to be adopted, the support of 75% of votes cast by shareholders present or represented by proxy at this meeting is required.

STATEMENT BY THE BOARD OF DIRECTORS

The directors of the Company have no specific intention to effect the resolution, but will continually review the Company's position, having regard to prevailing circumstances and market conditions, in considering whether to repurchase its own shares.

After having considered the effect of the repurchase of ordinary shares pursuant to this general authority, the directors of the Company in terms of the relevant provisions of the Companies Act and the JSE Listings Requirements confirm that they will not undertake such purchase unless:

- the Company and the Group are in a position to repay their debt in the ordinary course of business for the 12 (twelve) month period after the date of the notice of the AGM;
- the assets of the Company and the Group, being fairly valued in accordance with the accounting policies used in the latest annual financial statements are, after the repurchase, in excess of the liabilities of the Company and the Group for the 12 (twelve) month period after the date of the notice of the AGM;
- the ordinary capital and reserves of the Company and the Group are adequate for the 12 (twelve) month period after the date of the notice of the AGM;
- the available working capital is adequate to continue the operations of the Company and the Group for a period of 12 (twelve) months after the date of the notice of the AGM.

REASON FOR AND EFFECT OF SPECIAL RESOLUTION NUMBER 3

The Company's MOI contains a provision allowing the Company or any subsidiary of the Company to repurchase securities issued by the Company subject to the approval of the members in terms of the MOI, the requirements of the Companies Act and the JSE Listing Requirements. The existing general authority granted by the members of the Company at the previous AGM on 25 October 2010, is due to expire, unless renewed.

The directors are of the opinion that it would be in the best interest of the Company to extend such general authority.

The proposed general authority would enable the Company or any subsidiary of the Company to repurchase up to a maximum of 54,347,946 (fifty four million three hundred and forty seven thousand nine hundred and forty six) ordinary shares of the Company, representing 10% (ten percent) of the issued ordinary share capital of Company as at 30 June 2011.

The reason for the passing of special resolution number 3 is to authorise the Company and/or its subsidiaries by way of a general authority from shareholders to repurchase ordinary shares issued by the Company.



Notice to Shareholders (continued)

Shoprite Holdings Ltd and its Subsidiaries as at June 2011

Once adopted this special resolution will permit the Company or any of its subsidiaries, to repurchase such ordinary shares in terms of the Companies Act, its MOI and the JSE Listings Requirements.

DISCLOSURES IN TERMS OF SECTION 11.26 OF THE JSE LISTINGS REQUIREMENTS

The JSE Listings Requirements require the following disclosures in respect of special resolution 3, some of which are disclosed in the Integrated Report of which this notice forms part:

- Directors and managementpages 8 and 9
- Major shareholders of the Company page 101
- Directors' interests in securities page 41
- Share capital of Company page 71

MATERIAL CHANGE

Other than the facts and developments as referred to on pages 35 to 36 of the Integrated Report, there have been no material changes in the affairs or financial position of the Company and its subsidiaries since the date of signature of the audit report and the date of this notice.

DIRECTORS' RESPONSIBILITY STATEMENT

The directors, whose names are given on pages 8 and 9 of the Integrated Report, collectively and individually accept full responsibility for the accuracy of the information and certify that to the best of their knowledge and belief there are no facts that have been omitted which would make any statement false or misleading and that all reasonable enquiries to ascertain such facts have been made.

LITIGATION STATEMENT

Save for the disclosure in the directors report on page 40 and 41 the directors, whose names are given on pages 8 and 9 of the Integrated Report of which this notice forms part, are not aware of any legal or arbitration proceedings, including proceedings that are pending or threatened, that may have or have had in the recent past, being at least the previous 12 (twelve) months, a material effect on the Group's financial position.

6. TRANSACTION OF OTHER BUSINESS

To transact such other business as may be dealt with at the AGM.

FOR SHOPRITE HOLDINGS LIMITED



PG du Preez

Company secretary

26 August 2011

THE COMPANY SECRETARY

Cnr William Dabs and Old Paarl Roads
P O Box 215, Brackenfell, 7560 South Africa
Facsimile: +27 (0) 21 980 4468
E-mail Address: cosec@shoprite.co.za

SOUTH AFRICAN TRANSFER SECRETARIES

Computershare Investor Services (Pty) Ltd
70 Marshall Street, Johannesburg, 2001
PO Box 61051, Marshalltown, 2107
Facsimile: +27 (0) 11 688 5248

Form of Proxy

Shoprite Holdings Ltd

For use only by:

- certificated ordinary shareholders
- dematerialised ordinary shareholders with "own name" registrations

At the annual general meeting of shareholders of Shoprite Holdings to be held at Cnr William Dabs and Old Paarl Roads, Brackenfell at 09h15 on Monday, 31 October 2011 and any adjournment thereof ("the AGM").

Dematerialised shareholders holding shares other than with "own name" registration, must inform their CSDP or broker of their intention to attend the AGM and request their CSDP or broker to issue them with the necessary letter of representation to attend the AGM in person.

If you do not wish to attend the AGM, provide your CSDP or broker with your voting instruction in terms of your custody agreement.

I/We (name/s in block letters) of

being a shareholder/shareholders of Shoprite Holdings and holding ordinary shares in the Company, hereby appoint

1. of or, failing him/her,
2. of or, failing him/her,
3. the chairman of the Annual General Meeting, as my/our proxy to attend speak and vote on my/our behalf at the AGM of the shareholders of the Company to be held at 09:15 on Monday 31 October 2011 at Brackenfell, and at any adjournment thereof:

	Number of shares		
	In favour of	Against	Abstain
Ordinary resolution number 1 Adoption of the annual financial statements			
Ordinary resolution number 2 Reappointment of PricewaterhouseCoopers as auditors			
Ordinary resolution number 3 Re-election of Dr CH Wiese			
Ordinary resolution number 4 Re-election of Mr JA Louw			
Ordinary resolution number 5 Re-election of Mr JF Malherbe			
Ordinary resolution number 6 Re-election of Mr BR Weyers			
Ordinary resolution number 7 Appointment of Mr JG Rademeyer as Chairperson and member of the Shoprite Holdings Audit Committee			
Ordinary resolution number 8 Appointment of Mr JA Louw as member of the Shoprite Holdings Audit Committee			
Ordinary resolution number 9 Appointment of Mr JF Malherbe as member of the Shoprite Holdings Audit Committee			
Ordinary resolution number 10 Endorsement of the Remuneration Policy			
Ordinary resolution number 11 General authority over unissued shares			
Ordinary resolution number 12 General authority to issue shares for cash			
Special resolution number 1 General approval of remuneration payable to non-executive directors			
Special resolution number 2 General approval of financial assistance to subsidiaries, related and inter-related entities			
Special resolution number 3 General approval to repurchase shares			
Ordinary resolution number 13 General authority to directors			

*Please indicate with an "X" in the appropriate spaces above how you wish your votes to be cast.

Unless otherwise instructed, my/our proxy may vote as he/she thinks fit.

Signed at (place) on (date)2011

Shareholder's signature



Form of Proxy (continued)

Shoprite Holdings Ltd

Notes to form of proxy

1. This form of proxy must only be used by certificated ordinary shareholders or dematerialised ordinary shareholders who hold dematerialised ordinary shares with "own name" registration.
2. Dematerialised ordinary shareholders are reminded that the onus is on them to communicate with their CSDP or broker.
3. Each shareholder is entitled to appoint one or more proxies (who need not be a shareholder(s) of the Company) to attend, speak and vote in place of that shareholder at the Annual General Meeting.
4. A shareholder may insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space provided, with or without deleting "the chairman of the Annual General Meeting". The person whose name stands first on the form of proxy and who is present at the Annual General Meeting will be entitled to act as proxy to the exclusion of those whose names follow.
5. A shareholder's instructions to the proxy must be indicated by the insertion of the relevant number of votes exercisable by that shareholder in the appropriate box(es) provided or to mark the relevant box(es). If a box is marked without inserting a number of votes it is deemed that the proxy may exercise all the votes of the shareholder. Failure to comply with the above will be deemed to authorise the chairman of the Annual General Meeting to vote in favour of the ordinary and special resolutions at the Annual General Meeting, or any other proxy to vote or to abstain from voting at the Annual General Meeting as he/she deems fit, in respect of the shareholder's total holding.
6. Summary of rights established by section 58 of the Companies Act of 2008

6.1 At any time, a shareholder of a company may appoint any individual, including an individual who is not a shareholder of that company, as a proxy to:

- participate in, and speak and vote at, a shareholders meeting on behalf of the shareholder; or
- give or withhold written consent on behalf of the shareholder to a decision contemplated in section 60.

6.2 A proxy appointment:

- must be in writing, dated and signed by the shareholder; and
- remains valid for-
 - one year after the date on which it was signed; or
 - any longer or shorter period expressly set out in the appointment, unless it is revoked in a manner contemplated in subsection (4) (c), or expires earlier as contemplated in subsection (8) (d).

6.3 Except to the extent that the Memorandum of Incorporation of a company provides otherwise:

- a shareholder of that company may appoint two or more persons concurrently as proxies, and may appoint more than one proxy to exercise voting rights attached to different securities held by the shareholder;
- a proxy may delegate the proxy's authority to act on behalf of the shareholder to another person, subject to any restriction set out in the instrument appointing the proxy; and
- a copy of the instrument appointing a proxy must be delivered to the company, or to any other person on behalf of the company, before the proxy exercises any rights of the shareholder at a shareholders meeting.

6.4 Irrespective of the form of instrument used to appoint a proxy:

- the appointment is suspended at any time and to the extent that the shareholder chooses to act directly and in person in the exercise of any rights as a shareholder;
- the appointment is revocable unless the proxy appointment expressly states otherwise; and
- if the appointment is revocable, a shareholder may revoke the proxy appointment by-
 - cancelling it in writing, or making a later inconsistent appointment of a proxy; and
 - delivering a copy of the revocation instrument to the proxy, and to the company.

6.5 The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the shareholder as of the later of:

- the date stated in the revocation instrument, if any; or
- the date on which the revocation instrument was delivered as required in subsection (4) (c) (ii).

6.6 If the instrument appointing a proxy or proxies has been delivered to a company, as long as that appointment remains in effect, any notice that is required by this Act or the company's Memorandum of Incorporation to be delivered by the company to the shareholder must be delivered by the company to:

- the shareholder; or
- the proxy or proxies, if the shareholder has-
 - directed the company to do so, in writing; and
 - paid any reasonable fee charged by the company for doing so.

6.7 A proxy is entitled to exercise, or abstain from exercising, any voting right of the shareholder without direction, except to the extent that the Memorandum of Incorporation, or the instrument appointing the proxy, provides otherwise.

6.8 If a company issues an invitation to shareholders to appoint one or more persons named by the company as a proxy, or supplies a form of instrument for appointing a proxy-

- the invitation must be sent to every shareholder who is entitled to notice of the meeting at which the proxy is intended to be exercised;
- the invitation, or form of instrument supplied by the company for the purpose of appointing a proxy, must-
 - bear a reasonably prominent summary of the rights established by this section;
 - contain adequate blank space, immediately preceding the name or names of any person or persons named in it, to enable a shareholder to write in the name and, if so desired, an alternative name of a proxy chosen by the shareholder; and
 - provide adequate space for the shareholder to indicate whether the appointed proxy is to vote in favour of or against any resolution or resolutions to be put at the meeting, or is to abstain from voting;
- the company must not require that the proxy appointment be made irrevocable; and
- the proxy appointment remains valid only until the end of the meeting at which it was intended to be used, subject to subsection (5).

7. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy, unless previously recorded by the Company's transfer office or waived by the chairman of the Annual General Meeting.

8. The chairman of the Annual General Meeting may reject or accept any form of proxy which is completed and/or received other than in accordance with these instructions, provided that he is satisfied as to the manner in which a shareholder wishes to vote.

9. Any alterations or corrections to this form of proxy must be initialled by the signatory(ies).

10. The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the Annual General Meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such shareholder wish to do so.

11. A minor must be assisted by his/her parent guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by the Company.

12. Where there are joint holders of any shares:

- any one holder may sign this form of proxy;
- the vote(s) of the senior shareholders (for that purpose seniority will be determined by the order in which the names of shareholders appear in the Company's register of shareholders) who tenders a vote (whether in person or by proxy) will be accepted to the exclusion of the vote(s) of the other joint shareholder(s).

13. The proxy may not delegate any of the rights or powers granted to it.

Electronic Receipt of Communication and Notices

Shoprite Holdings Limited
(Incorporated in the Republic of South Africa)
(Registration number 1936/007721/06)
JSE share code: SHP
NSX share code: SRH
LUSE share code: SHOPRITE
ISIN: ZAE00012084
("Shoprite Holdings" or "the Company")

Dear Shareholder

Please note that in terms of the Companies Act 71 of 2008 (as amended) and the JSE listings Requirements, you may elect to receive shareholder communications and notices from the Company electronically.

To receive shareholder communications and notices in electronic form, kindly provide the following information:

Full name of shareholder

Reference number*

Email address

Telephone numbers (home)
..... (office)
.....(mobile)

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*can be obtained from the envelope in which you received the 2011 Integrated Report or please call Computershare on telephone +27 (0)11 370 5000 for details.

Once completed, please return this form to Computershare Investor Services (Pty) Limited in the enclosed business reply paid envelope provided.

Should any of your details change in the future, please advise of the change as soon as possible to enable us to update our records accordingly.

Yours sincerely



P G Du Preez

Company Secretary



Administration

Shoprite Holdings Ltd

REGISTRATION NUMBER

1936/007721/06

REGISTERED OFFICE

Physical address: Cnr William Dabs and Old Paarl Roads
Brackenfell, 7560, South Africa
Postal address: PO Box 215, Brackenfell, 7561, South Africa
Telephone: +27 (0) 21 980 4000
Facsimile: +27 (0) 21 980 4050
Website: www.shopriteholdings.co.za

COMPANY SECRETARY

Mr P G du Preez
Physical address: Cnr William Dabs and Old Paarl Roads
Brackenfell, 7560, South Africa
Postal address: PO Box 215, Brackenfell, 7561, South Africa
Telephone: +27 (0) 21 980 4284
Facsimile: +27 (0) 21 980 4468
E-mail: cosec@shoprite.co.za

TRANSFER SECRETARIES

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Facsimile: +27 (0) 11 688 5248
Website: www.computershare.com

Namibia

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Facsimile: +264 (0) 61 248 531

Zambia

Enfin Solutions Limited
PO Box 320069, Lusaka, Zambia
Telephone: +260 (0) 211 256284/5
Facsimile: +260 (0) 211 256294

SPONSORS

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Telephone: +27 (0) 11 295 8600
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Website: www.nedbank.co.za

Namibia

Old Mutual Investment Group (Namibia) (Pty) Ltd,
PO Box 25549, Windhoek, Namibia
Telephone: +264 (0) 61 299 3527
Facsimile: +264 (0) 61 299 3528

AUDITORS

PricewaterhouseCoopers Incorporated
PO Box 2799, Cape Town, 8000, South Africa
Telephone: +27 (0) 21 529 2000
Facsimile: +27 (0) 21 529 3300

BANKERS

ABSA Bank Ltd
Citibank N.A.
First National Bank Ltd
HSBC Ltd
Investec Bank Ltd
Nedbank Ltd
Old Mutual Specialised Finance (Pty) Ltd
The Standard Bank of South Africa Ltd
Standard Chartered Bank PLC

Shareholders' diary

JUNE	AUGUST	SEPTEMBER	OCTOBER	DECEMBER	FEBRUARY	MARCH
Financial year-end	Reviewed results	Publishing of Integrated Report Payment of preference dividend Payment of final ordinary dividend	Annual General Meeting	End of financial half-year	Interim results	Payment of preference dividend Payment of interim ordinary dividend



