

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 CHANGES TO THE BOARD OF DIRECTORS

### 1. Results of annual general meeting

Shareholders are advised that the voting results for the annual general meeting ("AGM") of Shoprite Holdings shareholders held at the registered offices of the Company on 29 October 2018 were as follows:

Resolution	Number of shares voted	Percentage of shares in issue* %	In favour of** %	Against** %	Abstained*** %
Ordinary resolution number 1 Approval of Annual Financial Statements	733 075 287	85.21	100.00	0.00	0.37
Ordinary resolution number 2 Re-appointment of Auditors	735 471 902	85.49	94.86	5.14	0.09
Ordinary resolution number 3 Re-election of Mr JF Basson	735 799 880	85.53	91.11	8.89	0.05
Ordinary resolution number 4 Re-election of Mr JJ Fouché	736 070 707	85.56	89.23	10.77	0.02
Ordinary resolution number 5 Re-election of Dr ATM Mokgokong	734 976 956	85.43	95.82	4.18	0.15
Ordinary resolution number 6 Re-election of Mr JA Rock	735 800 072	85.53	99.49	0.51	0.05
Ordinary resolution number 7 Re-election of Ms S Zinn	735 800 097	85.53	100.00	0.00	0.05
Ordinary resolution number 8 Appointment of Mr JF Basson as Chairperson and Member of the Shoprite Holdings Audit and Risk Committee	734 469 414	85.37	90.84	9.16	0.21
Ordinary resolution number 9 Appointment of Mr JJ Fouché as Member of the Shoprite Holdings Audit and Risk Committee	733 986 414	85.32	87.47	12.53	0.27
Ordinary resolution number 10 Appointment of Mr JA Rock as Member of the Shoprite Holdings Audit and Risk Committee	734 469 378	85.37	99.49	0.51	0.21
Ordinary resolution number 11 General authority over unissued ordinary shares	735 321 612	85.47	94.82	5.18	0.11
Ordinary resolution number 12 General authority to issue shares for cash	735 587 096	85.50	94.53	5.47	0.08
Ordinary resolution number 13 General authority to directors and/or company secretary	735 005 505	85.44	100.00	0.00	0.02
Ordinary resolution number 14.1 Non-binding advisory vote on the remuneration policy of Shoprite Holdings	733 868 403	85.30	57.39	42.61	0.28
Ordinary resolution number 14.2 Non-binding advisory vote on the	733 855 017	85.30	59.99	40.01	0.28

<b>Resolution</b>	<b>Number of shares voted</b>	<b>Percentage of shares in issue* %</b>	<b>In favour of** %</b>	<b>Against** %</b>	<b>Abstained*** %</b>
implementation of the remuneration policy of Shoprite Holdings					
Special resolution number 1 Remuneration payable to non-executive Directors	734 295 279	85.35	98.07	1.93	0.23
Special resolution number 2 Financial assistance to subsidiaries, related and inter-related entities	734 466 706	85.37	96.24	3.76	0.21
Special resolution number 3 Financial assistance for subscription of securities	736 067 612	85.56	94.88	5.12	0.02
Special resolution number 4 General authority to repurchase shares	735 695 989	85.52	99.20	0.80	0.07

\* Based on 860 300 461 shares as follows:

- 305 621 601 deferred shares;
- 591 338 502 ordinary shares;
- less 36 659 642 treasury shares  
in issue at the date of the AGM.

\*\* In relation to the total number of shares voted at the AGM.

\*\*\* In relation to the total number of shares in issue at the date of the AGM.

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

Shareholders are further advised that due to Ordinary resolutions number 14.1 and 14.2 relating to the non-binding advisory votes on the remuneration policy and the implementation of the remuneration policy were voted against by more than 25% of Shoprite Holdings shareholders present in person or represented by proxy at the AGM, an invitation will be extended to such dissenting shareholders to engage with the Company, as required by the JSE Limited Listings Requirements. The Company will issue a further announcement shortly including details of the manner and timing of such engagement.

## **2. Changes to the board of directors**

In accordance with section 3.59 of the JSE Limited Listings Requirements, shareholders are advised that Mr CG Goosen and Mr JA Louw will retire as non-executive director and independent non-executive director, respectively, of Shoprite Holdings, with immediate effect. The board of Shoprite Holdings wishes to thank Mr Goosen and Mr Louw for their invaluable contributions to the Company.

Cape Town  
30 October 2018

Sponsor  
Nedbank Corporate and Investment Banking