

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 electronically on 16 November 2020 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	418 501 386	264 969 112	70.77	86.70	99.93	100.00	0.07	0.00	0.25	0.00
Ordinary resolution number 2: Re-appointment of auditors	419 113 487	264 969 112	70.88	86.70	64.17	100.00	35.83	0.00	0.15	0.00
Ordinary resolution number 3: Re-election of Ms W Lucas-Bull	419 111 397	264 969 112	70.88	86.70	98.88	100.00	1.12	0.00	0.15	0.00
Ordinary resolution number 4: Re-election of Dr ATM Mokgokong	419 111 827	264 969 112	70.88	86.70	87.64	100.00	12.36	0.00	0.15	0.00
Ordinary resolution number 5: Re-election of Mr JF Basson	419 111 837	264 969 112	70.88	86.70	98.64	100.00	1.36	0.00	0.15	0.00
Ordinary resolution number 6: Re-election of Mr JA Rock	419 111 827	264 969 112	70.88	86.70	92.74	100.00	7.26	0.00	0.15	0.00
Ordinary resolution number 7: Appointment of Mr JF Basson as Chairperson and member of the Shoprite Holdings Audit and Risk Committee	419 111 137	264 969 112	70.87	86.70	80.25	100.00	19.75	0.00	0.15	0.00
Ordinary resolution number 8: Appointment of Ms AM le Roux as member of the Shoprite Holdings Audit and Risk Committee	419 111 827	264 969 112	70.88	86.70	98.39	100.00	1.16	0.00	0.15	0.00

Ordinary resolution number 9: Appointment of Mr JA Rock as member of the Shoprite Holdings Audit and Risk Committee	419 111 827	264 969 112	70.88	86.70	98.32	100.00	1.68	0.00	0.15	0.00
Ordinary resolution number 10: General authority over unissued ordinary shares	419 109 247	264 969 112	70.87	86.70	83.48	100.00	16.52	0.00	0.15	0.00
Ordinary resolution number 11: General authority to issue ordinary shares for cash	419 107 676	264 969 112	70.87	86.70	84.45	100.00	15.55	0.00	0.15	0.00
Ordinary resolution number 12: General authority to Directors and/or Company Secretary	419 108 867	264 969 112	70.87	86.70	100.00	100.00	0.00	0.00	0.15	0.00
Ordinary resolution number 13.1: Non-binding advisory vote on the Remuneration policy of Shoprite Holdings	403 700 251	264 969 112	68.27	86.70	52.43	100.00	47.57	0.00	2.76	0.00
Ordinary resolution number 13.2: Non-binding advisory vote on the implementation of the remuneration policy	395 405 921	264 969 112	66.87	86.70	35.44	100.00	64.56	0.00	4.16	0.00
Special resolution number 1: Remuneration payable to Non- executive Directors:										
a) Chairperson of the Board	419 103 709	264 969 112	70.87	86.70	88.84	100.00	11.16	0.00	0.15	0.00
b) Lead Independent Director	403 700 410	264 969 112	68.27	86.70	66.59	100.00	33.41	0.00	2.76	0.00
c) Non-executive Director	419 104 409	264 969 112	70.87	86.70	99.32	100.00	0.68	0.00	0.15	0.00
d) Chairperson of the Audit and Risk Committee	419 104 409	264 969 112	70.87	86.70	99.94	100.00	0.06	0.00	0.15	0.00
e) Member of the Audit and Risk Committee	419 103 709	264 969 112	70.87	86.70	99.94	100.00	0.06	0.00	0.15	0.00
f) Chairperson of the Remuneration Committee	419 104 409	264 969 112	70.87	86.70	99.25	100.00	0.75	0.00	0.15	0.00
g) Member of the Remuneration Committee	419 104 409	264 969 112	70.87	86.70	99.94	100.00	0.06	0.00	0.15	0.00
h) Chairperson of the Nomination Committee	419 104 409	264 969 112	70.87	86.70	99.53	100.00	0.47	0.00	0.15	0.00
i) Member of the Nomination Committee	419 103 709	264 969 112	70.87	86.70	99.93	100.00	0.07	0.00	0.15	0.00
j) Chairperson of the Social and	419 110 654	264 969 112	70.87	86.70	99.96	100.00	0.04	0.00	0.15	0.00

Ethics Committee										
k) Member of the Social and Ethics Committee	419 110 654	264 969 112	70.87	86.70	99.95	100.00	0.05	0.00	0.15	0.00
Special resolution number 2 Financial assistance to subsidiaries, related and inter-related entities	419 106 357	264 969 112	70.87	86.70	95.27	100.00	4.73	0.00	0.15	0.00
Special resolution number 3 General authority to repurchase shares	418 876 540	264 969 112	70.84	86.70	97.61	100.00	2.39	0.00	0.19	0.00
Special resolution number 4 Approval of amendment to sub-clauses of clause 33 of the Memorandum of Incorporation of the Company	419 101 864	264 969 112	70.87	86.70	85.10	100.00	14.90	0.00	0.15	0.00

* Based on 555 901 930 ordinary shares (591 338 502 ordinary shares less 35 436 572 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.

*** 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 13.1 and 13.2 relating to the non-binding advisory votes on the remuneration policy and the implementation of the remuneration policy being voted against by more than 25% of Shoprite Holdings shareholders represented at the AGM, an invitation will be extended to such dissenting shareholders to engage with the Company, as required by the JSE Listings Requirements. The Company will issue a further announcement shortly including details of the manner and timing of such engagement.

Cape Town
16 November 2020

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