

SHOPRITE HOLDINGS LIMITED

REG. NO. 1936/007721/06 (“THE COMPANY”)

MINUTES OF THE ANNUAL GENERAL MEETING HELD VIRTUALLY ON 16 NOVEMBER 2020 AT 09H15

1. PRESENT:

1.1 Directors and Company Secretary:

▪ Dr C H Wiese	Non-Executive Director
▪ J F Basson	Independent Non-Executive Director
▪ A de Bruyn	Executive Director
▪ P C Engelbrecht	Executive Director
▪ B Harisunker	Executive Director
▪ A M le Roux	Independent Non-Executive Director
▪ W Lucas-Bull	Independent Non-Executive Director
▪ Dr A T M Mokgokong	Independent Non-Executive Director
▪ J A Rock	Independent Non-Executive Director
▪ Adv. J D Wiese	Alternate Director
▪ P G du Preez	Company Secretary

1.2 Shareholders present / present by representation:

Proxies

Nedcor Bank Csdp	Chairperson
Absa Bank Csdp	Chairperson
First National Bank Csdp	Chairperson
Société Generale	Chairperson
Standard Bank Csdp	Chairperson
Citibank NA	Chairperson
Computershare Csdp	Chairperson
RST Nominees (Pty) Ltd	Chairperson
PSG Nominees (Pty) Ltd	Chairperson
Agulhas Nominees (Pty) Ltd	Chairperson
Gardenview Nominees (Pty) Ltd	Chairperson
Thibault Square Financial Services (Pty) Ltd	Chairperson

Letters of Representation

Standard Bank Nominees (RF) (Pty) Ltd	Caplan D/Chm
PSG Nominees (Pty) Ltd	Pansegrouw J/Chm
PSG Nominees (Pty) Ltd	Du Preez PG/Chm
Gardenview Nominees (Pty) Ltd	Basson JF
Ferbros Nominees (Pty) Ltd	Du Preez PG/Chm
Ferbros Nominees (Pty) Ltd	Du Preez PG/Chm
Ferbros Nominees (Pty) Ltd	Du Preez PG/Chm
Ferbros Nominees (Pty) Ltd	van Zyl JJ
Ferbros Nominees (Pty) Ltd	Du Preez PG/Chm
Ferbros Nominees (Pty) Ltd	Du Preez PG/Chm
PSG Nominees (Pty) Ltd	Schreuder NL/Chm
Standard Bank Nominees (RF) (Pty) Ltd	Moshesh NN
Ferbros Nominees (Pty) Ltd	Du Preez PG/Chm
PSG Nominees (Pty) Ltd	Moller DG/Chm
Agulhas Nominees (Pty) Ltd	Engelbrecht PC
Standard Bank Nominees (RF) (Pty) Ltd	Logan CP/Chm
SA Stock Brokers Nominees (Pty) Ltd	Du Preez PG/Chm
Standard Bank Nominees (RF) (Pty) Ltd	Ncumbe M / Madlela
Standard Bank Nominees (RF) (Pty) Ltd	Makhaga M
Standard Bank Nominees (RF) (Pty) Ltd	Davies T/Schuster E/Chirona MR

Shareholders

Tracey Davies
Melody Kozah
Christopher P Logan
Vela Madlela
Museja Makhaga
Daniel G Moller
Nkikia Moshesh
Mehluli Ncube
Jaco Pansegrouw
Neil L Schreuder
Emma Schuster
Johannes J van Zyl

Total number of shares personally present: 5,194,077 [0.63%]

Total number of members present: 19 [0.63%]

1.3 **Number of shares represented by proxy:**

As per schedule by transfer office dated 16 November 2020.

- Proxies in favour to Chairperson 679,784,041 [82.81%]
- Proxies in favour of other 0 [0.00%]

Total number of shares represented by proxy: 336,315,498 [40.97%]

Total number of shares that voted: 820,871,042 [83.45%]

- 555,901,930 ordinary shares
- 264,969,112 deferred shares

1.4 **Share Capital:**

Ordinary share capital

- Authorised:
1,300,000,000 no par value ordinary shares.
- Issued:
591,338,502 no par value ordinary shares.

Deferred share capital

- Authorised:
720,000,000 non-convertible, non-participating non-transferrable, no par value deferred shares.
- Issued:
305,621,601 non-convertible, non-participating non-transferrable, no par value deferred shares.

1.5 **Visitors:**

- I Besterfield Shoprite
- G Blizzard
- J Bond
- N Brand-Jonker Netwerk24
- L Buthelezi
- K Child
- A Crotty Business Day
- A Davey
- A de Jongh Shoprite
- A Gardener Shoprite
- T Hamman PwC
- S Ismail Prima Research
- J Kew Bloomberg
- H Khan Shoprite
- D King Shoprite
- A Lambrechts Shoprite
- W Lotz Shoprite
- J Marx Shoprite
- T Moolman Shoprite
- S Mveli
- T Newton PwC

- E Norman
- L Parton
- A Quzu
- C Reddiar
- P Roelofse Oryx Partners
- E Roux Shoprite
- S Shoko
- P Solms Shoprite
- D Thiele Nedbank
- C Turla
- H van Niekerk Werksmans Attorneys
- W van Rensburg Shoprite
- S van Wyk Shoprite
- M Visser Shoprite
- A Wentzel PwC

1.6 Scrutineers:

- W Louw Computershare Investor Services (Pty) Ltd
- M Bestbier Computershare Investor Services (Pty) Ltd
- B Janse van Vuuren Computershare Investor Services (Pty) Ltd

2. WELCOME

Dr CH Wiese acts as Chairman and welcomes all present at the Annual General Meeting ("AGM") of Shoprite Holdings Ltd and conveys a special welcome to:

- shareholders and other interested parties
- members of the Press
- our bankers
- advisors and
- directors

The Chairman thanks everyone for their attendance.

3. NOTICE AND CONSTITUTION

The Chairman says that he has been advised that the Company's Integrated Report, together with the notice of the meeting, was sent to the shareholders of the Company on 19 October 2020.

Since fifteen (15) business days' notice was given and more than three (3) members of the Company who are entitled to exercise in aggregate at least 25% (twenty-five percent) of all voting rights that are entitled to be exercised in respect of at least one (1) matter to be decided at the meeting, are physically present, the Chairman declares the meeting duly constituted for the ordinary and special resolutions to be considered.

4. **VOTING**

The Chairman confirms that:

- the voting in respect of the resolutions under consideration will take place by means of electronic poll as per the Online Annual General Meeting guide that formed part of the Notice to Shareholders; and
- voting on all resolutions will open when indicated and can be performed at any time during the meeting until he closes the voting.

5. **ACCEPTANCE OF THE MINUTES OF THE AGM HELD ON 4 NOVEMBER 2019**

With no objections thereto, the Minutes of the Company's previous meeting held on 4 November 2019 are accepted.

The Chairman informs the meeting that voting by means of electronic poll in respect of the resolutions under considerations will now open.

6. **ORDINARY RESOLUTION NO. 1: APPROVAL OF ANNUAL FINANCIAL STATEMENTS**

The motion was opened for discussion. There being no questions from the floor, members were requested to complete their ballot forms in respect of Ordinary Resolution No. 1.

The outcome of the voting results was confirmed as follows:

Number of shares voted		% In favour of		% Against		% Abstained	
Ordinary shares	Deferred shares	Ordinary shares	Deferred shares	Ordinary shares	Deferred shares	Ordinary shares	Deferred shares
418 501 386	264 969 112	99.93	100.00	0.07	0.00	0.25	0.00

Ordinary Resolution No. 1 was subsequently declared to have been passed by the requisite majority of the votes and the Annual Financial Statements to have been approved by the members.

7. ORDINARY RESOLUTION NO. 2: RE-APPOINTMENT OF AUDITORS

The motion was opened for discussion.

In response to a question, Mr J Basson in his capacity as chairman of the Audit & Risk Committee (ARC) responds as follows with reference to Mandatory Audit Firm Rotation:

- A sub-committee of the ARC has been appointed to follow a request for proposal process; and
- It is envisaged that the preferred candidate will be identified by June 2022 and tabled for shareholder approval at the 2023 annual general meeting.

There being no questions from the floor, members were requested to complete their ballot forms in respect of Ordinary Resolution No. 2.

The outcome of the voting results was confirmed as follows:

Number of shares voted		% In favour of		% Against		% Abstained	
Ordinary shares	Deferred shares	Ordinary shares	Deferred shares	Ordinary shares	Deferred shares	Ordinary shares	Deferred shares
419 113 487	264 969 112	64.17	100.00	35.83	0.00	0.15	0.00

Ordinary Resolution No. 2 was subsequently declared to have been passed by the requisite majority of the votes and PwC has been re-elected as independent registered auditors of the Company for the period until the next annual general meeting of the Company (noting that Mr MC Hamman is the individual registered auditor of PwC who will undertake the audit in respect of the financial year ending 28 June 2020) as recommended by the Company's Audit and Risk Committee.

8. ORDINARY RESOLUTION NO. 3: RE-ELECTION OF MS W LUCAS-BULL

The motion was opened for discussion. There being no questions from the floor, members were requested to complete their ballot forms in respect of Ordinary Resolution No. 3.

The outcome of the voting results was confirmed as follows:

Number of shares voted		% In favour of		% Against		% Abstained	
Ordinary shares	Deferred shares	Ordinary shares	Deferred shares	Ordinary shares	Deferred shares	Ordinary shares	Deferred shares
419 111 397	264 969 112	98.88	100.00	1.12	0.00	0.15	0.00

Ordinary Resolution No. 3 was subsequently declared to have been passed by the requisite majority of the votes and Ms W Lucas-Bull was re-elected as non-executive director with immediate effect.

9. ORDINARY RESOLUTION NO. 4: RE-ELECTION OF DR ATM MOKGOKONG

The motion was opened for discussion. There being no questions from the floor, members were requested to complete their ballot forms in respect of Ordinary Resolution No. 4.

Number of shares voted		% In favour of		% Against		% Abstained	
Ordinary shares	Deferred shares	Ordinary shares	Deferred shares	Ordinary shares	Deferred shares	Ordinary shares	Deferred shares
419 111 827	264 969 112	87.64	100.00	12.36	0.00	0.15	0.00

Ordinary Resolution No. 4 was subsequently declared to have been passed by the requisite majority of the votes and Dr ATM Mokgokong was re-elected as non-executive director with immediate effect.

10. ORDINARY RESOLUTION NO. 5: RE-ELECTION OF MR JF BASSON

The motion was opened for discussion. There being no questions from the floor, members were requested to complete their ballot forms in respect of Ordinary Resolution No. 5.

Number of shares voted		% In favour of		% Against		% Abstained	
Ordinary shares	Deferred shares	Ordinary shares	Deferred shares	Ordinary shares	Deferred shares	Ordinary shares	Deferred shares
419 111 837	264 969 112	98.64	100.00	1.36	0.00	0.15	0.00

Ordinary Resolution No. 5 was subsequently declared to have been passed by the requisite majority of the votes and Mr JF Basson was re-elected as non-executive director with immediate effect.

11. ORDINARY RESOLUTION NO. 6: RE-ELECTION OF MR JA ROCK

The motion was opened for discussion. There being no questions from the floor, members were requested to complete their ballot forms in respect of Ordinary Resolution No. 6.

Number of shares voted		% In favour of		% Against		% Abstained	
Ordinary shares	Deferred shares	Ordinary shares	Deferred shares	Ordinary shares	Deferred shares	Ordinary shares	Deferred shares
419 111 827	264 969 112	92.74	100.00	7.26	0.00	0.15	0.00

Ordinary Resolution No. 6 was subsequently declared to have been passed by the requisite majority of the votes and Mr JA Rock was re-elected as non-executive director with immediate effect.

12. ORDINARY RESOLUTION NO. 7: APPOINTMENT OF MR JF BASSON AS CHAIRPERSON AND MEMBER OF THE SHOPRITE HOLDINGS AUDIT AND RISK COMMITTEE

The motion was opened for discussion. There being no questions from the floor, members were requested to complete their ballot forms in respect of Ordinary Resolution No. 7.

The outcome of the voting results was confirmed as follows:

Number of shares voted		% In favour of		% Against		% Abstained	
Ordinary shares	Deferred shares	Ordinary shares	Deferred shares	Ordinary shares	Deferred shares	Ordinary shares	Deferred shares
419 111 137	264 969 112	80.25	100.00	19.75	0.00	0.15	0.00

Ordinary Resolution No. 7 was subsequently declared to have been passed by the requisite majority of the votes and Mr JF Basson was 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.

13. ORDINARY RESOLUTION NO. 8: APPOINTMENT OF MS AM LE ROUX AS MEMBER OF THE SHOPRITE HOLDINGS AUDIT AND RISK COMMITTEE

The motion was opened for discussion. There being no questions from the floor, members were requested to complete their ballot forms in respect of Ordinary Resolution No. 8.

The outcome of the voting results was confirmed as follows:

Number of shares voted		% In favour of		% Against		% Abstained	
Ordinary shares	Deferred shares	Ordinary shares	Deferred shares	Ordinary shares	Deferred shares	Ordinary shares	Deferred shares
419 111 827	264 969 112	98.39	100.00	1.16	0.00	0.15	0.00

Ordinary Resolution No. 8 was subsequently declared to have been passed by the requisite majority of the votes and Ms AM le Roux was elected as member of the Shoprite Holdings Audit and Risk Committee with immediate effect in terms of section 94(2) of the Companies Act.

14. ORDINARY RESOLUTION NO. 9: APPOINTMENT OF MR JA ROCK AS MEMBER OF THE SHOPRITE HOLDINGS AUDIT AND RISK COMMITTEE

The motion was opened for discussion. There being no questions from the floor, members were requested to complete their ballot forms in respect of Ordinary Resolution No. 9.

The outcome of the voting results was confirmed as follows:

Number of shares voted		% In favour of		% Against		% Abstained	
Ordinary shares	Deferred shares	Ordinary shares	Deferred shares	Ordinary shares	Deferred shares	Ordinary shares	Deferred shares
419 111 827	264 969 112	98.32	100.00	1.68	0.00	0.15	0.00

Ordinary Resolution No. 9 was subsequently declared to have been passed by the requisite majority of the votes and Mr JA Rock was elected as member of the Shoprite Holdings Audit and Risk Committee with immediate effect in terms of section 94(2) of the Companies Act.

15. ORDINARY RESOLUTION NUMBER 10: GENERAL AUTHORITY OVER UNISSUED SHARES

The motion was opened for discussion. There being no questions from the floor, members were requested to complete their ballot forms in respect of Ordinary Resolution No. 10.

The outcome of the voting results was confirmed as follows:

Ordinary shares	Deferred shares	Ordinary shares	Deferred shares	Ordinary shares	Deferred shares	Ordinary shares	Deferred shares
Number of shares voted		% In favour of		% Against		% Abstained	
419 109 247	264 969 112	83.48	100.00	16.52	0.00	0.15	0.00

Ordinary Resolution No. 10 was subsequently declared to have been passed by the requisite majority of the votes.

16. ORDINARY RESOLUTION NUMBER 11: GENERAL AUTHORITY TO ISSUE SHARES FOR CASH

The motion was opened for discussion. There being no further questions from the floor, members were requested to complete their ballot forms in respect of Ordinary Resolution No. 11.

The outcome of the voting results was confirmed as follows:

Number of shares voted		% In favour of		% Against		% Abstained	
Ordinary shares	Deferred shares	Ordinary shares	Deferred shares	Ordinary shares	Deferred shares	Ordinary shares	Deferred shares
419 107 676	264 969 112	84.45	100.00	15.55	0.00	0.15	0.00

Ordinary Resolution No. 11 was subsequently declared to have been passed by the requisite majority of the votes.

17. ORDINARY RESOLUTION NUMBER 12: GENERAL AUTHORITY TO DIRECTORS AND/OR COMPANY SECRETARY

The motion was opened for discussion. There being no questions from the floor, members were requested to complete their ballot forms in respect of Ordinary Resolution No. 12.

The outcome of the voting results was confirmed as follows:

Number of shares voted		% In favour of		% Against		% Abstained	
Ordinary shares	Deferred shares	Ordinary shares	Deferred shares	Ordinary shares	Deferred shares	Ordinary shares	Deferred shares
419 108 867	264 969 112	100.00	100.00	0.00	0.00	0.15	0.00

Ordinary Resolution No. 12 was subsequently declared to have been passed by the requisite majority of the votes and any one of the directors of Shoprite Holdings or the company secretary were hereby authorised to do all things, perform all acts and to sign and execute all documentation necessary to implement the ordinary and special resolutions adopted at the AGM.

18. RESOLUTION NUMBER 13.1: NON-BINDING ADVISORY VOTE: ENDORSEMENT OF REMUNERATION POLICY

The Chairman noted that this resolution is a non-binding advisory vote tabled for consideration and approval by shareholders as required by the King Code of Governance Principles (King IV).

The motion was opened for discussion.

In response to queries by Mr Ncube on share award vesting details, performance levels and vesting outcomes, Mr Rock says that the Company will in the next reporting period:

- seek to improve the overall levels of disclosure in its Remuneration Report; and
- re-assess the performance levels.

There being no further questions or comments from the floor, members were requested to vote on the approval of the Remuneration Report by recording their votes on the ballot forms.

The outcome of the voting results was confirmed as follows:

Number of shares voted		% In favour of		% Against		% Abstained	
Ordinary shares	Deferred shares	Ordinary shares	Deferred shares	Ordinary shares	Deferred shares	Ordinary shares	Deferred shares
403 700 251	264 969 112	52.43	100.00	47.57	0.00	2.76	0.00

The Remuneration Report was subsequently endorsed.

19. RESOLUTION NUMBER 13.2: NON-BINDING ADVISORY VOTE: IMPLEMENTATION OF REMUNERATION POLICY

The Chairman noted that this resolution is non-binding advisory vote tabled for consideration and approval by shareholders as required by the King Code of Governance Principles (King IV). The motion was opened for discussion.

There being no further questions or comments from the floor, members were requested to vote on the implementation of the Remuneration Report by recording their votes on the ballot forms.

The outcome of the voting results was confirmed as follows:

Number of shares voted		% In favour of		% Against		% Abstained	
Ordinary shares	Deferred shares	Ordinary shares	Deferred shares	Ordinary shares	Deferred shares	Ordinary shares	Deferred shares
395 405 921	264 969 112	35.44	100.00	64.56	0.00	4.16	0.00

The Implementation of the Remuneration Report was subsequently endorsed.

20. SPECIAL RESOLUTION NUMBER 1: REMUNERATION PAYABLE TO NON-EXECUTIVE DIRECTORS

The Chairperson declares his interest as a non-executive director. The motion was subsequently opened for discussion.

There being no questions from the floor, members were requested to complete their ballot forms in respect of Special Resolution No. 1.

The outcome of the voting results was confirmed as follows:

	Number of shares voted		% In favour of		% Against		% Abstained	
	Ordinary shares	Deferred shares	Ordinary shares	Deferred shares	Ordinary shares	Deferred shares	Ordinary shares	Deferred shares
a) Chairperson of the Board	419 103 709	264 969 112	88.84	100.00	11.16	0.00	0.15	0.00
b) Lead Independent Director	403 700 410	264 969 112	66.59	100.00	33.41	0.00	2.76	0.00
c) Non-executive Directors	419 104 409	264 969 112	99.32	100.00	0.68	0.00	0.15	0.00
d) Chairperson - Audit and Risk Committee	419 104 409	264 969 112	99.94	100.00	0.06	0.00	0.15	0.00

e) Members – Audit and Risk Committee	419 103 709	264 969 112	99.94	100.00	0.06	0.00	0.15	0.00
f) Chairperson - Remuneration Committee	419 104 409	264 969 112	99.25	100.00	0.75	0.00	0.15	0.00
g) Members - Remuneration Committee	419 104 409	264 969 112	99.94	100.00	0.06	0.00	0.15	0.00
h) Chairperson - Nomination Committee	419 104 409	264 969 112	99.53	100.00	0.47	0.00	0.15	0.00
i) Members - Nomination Committee	419 103 709	264 969 112	99.93	100.00	0.07	0.00	0.15	0.00
j) Chairperson - Social and Ethics Committee	419 110 654	264 969 112	99.96	100.00	0.04	0.00	0.15	0.00
k) Members - Social and Ethics Committee	419 110 654	264 969 112	99.95	100.00	0.05	0.00	0.15	0.00

Special Resolution No. 1 was subsequently declared to have been passed by the requisite majority of the votes and, in terms of Section 66(9) of the Companies Act, No. 71 of 2008, as amended, the annual remuneration of the non-executive directors for the twelve months from 1 November 2019 – 31 October 2020 was approved as follows*:

	2020	2019
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<u>BOARD</u>		
Chairperson of the Board	R 1 535 000	R 1 209 000
Lead Independent Director	R 1,065 000	R 641 000
Non-Executive Director	R 470 000	R 445 000
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<u>AUDIT AND RISK COMMITTEE</u>		
Chairperson	R 334 000	R 316 000
Member	R 169 000	R 160 000
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<u>REMUNERATION COMMITTEE</u>		
Chairperson	R 203 500	R 193 000
Member	R 97 000	R 92 000
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<u>NOMINATION COMMITTEE</u>		
Chairperson	R 203 500	R 193 000
Member	R 97 000	R 92 000
<hr/>		
<u>SOCIAL AND ETHICS COMMITTEE</u>		
Chairperson	R 203 500	R 193 000
Member	R 97 000	R 92 000
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21. SPECIAL RESOLUTION NUMBER 2: FINANCIAL ASSISTANCE TO SUBSIDIARIES, RELATED AND INTER-RELATED ENTITIES

The motion was opened for discussion. There being no questions from the floor, members were requested to complete their ballot forms in respect of Special Resolution No. 2.

The outcome of the voting results was confirmed as follows:

Number of shares voted		% In favour of		% Against		% Abstained	
Ordinary shares	Deferred shares	Ordinary shares	Deferred shares	Ordinary shares	Deferred shares	Ordinary shares	Deferred shares
419 106 357	264 969 112	95.27	100.00	4.73	0.00	0.15	0.00

Special Resolution No. 2 was subsequently declared to have been passed by the requisite majority of the votes.

22. SPECIAL RESOLUTION NUMBER 3: GENERAL AUTHORITY TO REPURCHASE SHARES

The motion was opened for discussion. There being no questions from the floor, members were requested to complete their ballot forms in respect of Special Resolution No. 3.

The outcome of the voting results was confirmed as follows:

Number of shares voted		% In favour of		% Against		% Abstained	
Ordinary shares	Deferred shares	Ordinary shares	Deferred shares	Ordinary shares	Deferred shares	Ordinary shares	Deferred shares
418 876 540	264 969 112	97.61	100.00	2.39	0.00	0.19	0.00

Special Resolution No. 3 was subsequently declared to have been passed by the requisite majority of the votes.

23. SPECIAL RESOLUTION NUMBER 4: APPROVAL OF AMENDMENT TO SUB-CLAUSES OF CLAUSE 33 OF THE MEMORANDUM OF INCORPORATION OF THE COMPANY

The motion was opened for discussion. There being no questions from the floor, members were requested to complete their ballot forms in respect of Special Resolution No. 4.

The outcome of the voting results was confirmed as follows:

Number of shares voted		% In favour of		% Against		% Abstained	
Ordinary shares	Deferred shares	Ordinary shares	Deferred shares	Ordinary shares	Deferred shares	Ordinary shares	Deferred shares
419 101 864	264 969 112	85.10	100.00	14.90	0.00	0.15	0.00

Special Resolution No. 4 was subsequently declared to have been passed by the requisite majority of the votes.

24. **GENERAL**

24.1 **Board composition and diversity**

The Chairman provides the following response to a question by Ms Schuster on Board diversity targets and composition:

- The re-composition of the Board is a process and will continue under the stewardship of the new chairman; and
- The Company is committed to achieve its diversity targets both at Board and management level.

24.2 **Operational Update**

The following update was published on SENS at 08h00 on 16 November 2020:

“The Group’s 2021 financial year has begun in earnest. Across the business adherence to strict COVID-19 protocols has become part of daily operations, whilst execution on growth across our store base, digital and customer first projects has continued.

In accordance with our 2020 year-end guidance expectations, the impact of COVID-19 lockdown regulations on RSA liquor trade was particularly marked over the quarter given it required our Supermarkets RSA LiquorShop business to remain closed for 60 of the 91 days in the period. The loss of trade notably impacted our Supermarkets RSA segment’s sales growth and consequently Group growth and it is for this reason we have provided metrics including and excluding RSA LiquorShops’ sales for both. Notwithstanding, the Group’s continued focus on gross margin and expense management continued unabated and has delivered positive results for the quarter.

Sales growth from continuing operations for the three months to September 2020 over the corresponding three months ended September 2019:	Change %
Total Group (excluding Supermarkets RSA LiquorShop)	6.0
Total Group (including Supermarkets RSA LiquorShop)	3.0
By segment:	
Supermarkets RSA (excluding LiquorShop)	7.2
Supermarkets RSA (including LiquorShop)	3.3
Supermarkets Non-RSA	(8.4)
Furniture	20.6
Other operating segments	9.9

Supermarkets RSA

The Group's core business, Supermarkets RSA, inclusive of our LiquorShop business, which due to South African COVID-19 lockdown regulations was closed for 60 of the 91 days in the quarter, increased sales by 3.3%.

The Supermarkets RSA segment represented by Shoprite, Usave, Checkers and Checkers Hyper continued to report market share gains over the quarter. Sales excluding LiquorShop increased by 7.2%. Growth amongst the aforementioned brands that make up the segment remains led by our mid-to-upper end Checkers and Checkers Hyper banner. Internal selling price inflation for the quarter measured 4.4%.

The net store movement for the period for the segment measured 16 new stores. Across our three supermarket trading brands Shoprite, Usave, Checkers and Checkers Hyper we opened 25 new stores in the quarter: five Shoprite stores; two Checkers FreshX stores; one Checkers Hypermarket; eight Usave stores (including two Usave eKasi container stores) and nine LiquorShops.

Supermarkets Non-RSA

In line with the reporting of our 2020 year-end financials, as a result of the ongoing process pertaining to the sale of all or part of Retail Supermarkets Nigeria Limited, our Nigerian business remains classified as a discontinued operation and as such is not included in the reporting for this segment. Negotiations in this regard continue and the Group hopes to finalise this transaction during the second half of our current financial year.

Supermarkets Non-RSA's onerous operating paradigm has been impacted further by COVID-19 lockdowns and their associated restrictions. Notwithstanding this, some countries for example Zambia have traded well, whilst others, namely Angola, remain under pressure. Across the board however, an admirable performance in local currency for the most part has been eroded by currency devaluation, which has negatively impacted translation into our reporting currency, the rand, in which sale of merchandise for the quarter declined by 8.4%.

In terms of store movement over the quarter, three stores were opened (one in Zambia, one in Eswatini and one in Lesotho) and three stores were closed (two in Angola and one in Kenya). In line with the Group's prior

statement pertaining to our Kenyan operations we expect to exit our two remaining stores by our financial year-end.

Furniture

The Group's Furniture operating segment made up of OK Furniture and House & Home increased sales by 20.6%. The segment remains mostly cash sales based with credit sales participation measuring 11.7% of sales for the quarter.

The Group's furniture business continues to consolidate its store base with a net closure of seven stores (nine closures and two openings).

Other operating segments

The Group's other operating segments, made up of OK Franchise, Computicket, Transpharm and Medirite Pharmacies as well as Checkers Food Services, reported a 9.9% increase in sales. The OK Franchise division increased sales by 8.5% with 26 net new stores (36 openings and ten closures).

Outlook

Pursuant to the finalisation of the terms of the 25 February 2020 SENS, in which the Group outlined the establishment of Retail Logistics Fund Proprietary Limited, Shoprite Holdings received the cash consideration of R1.2 billion during November 2020. This, together with the results of our continued focus on working capital, US dollar borrowing reduction and measured capital allocation bodes well for continued improvement in the Group's net cash position.

From a digital transformation perspective we continue to execute well on our Group wide strategy. Noteworthy in this regard was the successful launch of the Group's Xtra Savings Rewards Programme in our Shoprite RSA supermarket business during October. This is a milestone event for the Group, timed to bring our Shoprite Xtra Savings Rewards Programme customers even more value at a time they need it most. To date, our Xtra Savings Rewards Programme has surpassed 12 million sign ups, half of which can be attributed to our Shoprite customer sign ups since the launch, five weeks ago. The Group's Xtra Savings Rewards Programme is an important foundational building block for the Group, allowing us to execute on our precision retailing objectives. Whilst firmly focussed on our customers, our efforts to future-fit our channels continue to gain momentum. Notably, our Checkers Sixty60 one hour delivery service has won three top tier innovation awards in the past month namely the People's Choice Award and the Best Enterprise Solution at the 2020 MTN Business App of the Year Awards, as well as the 2020 BCX Digital Innovation Award in the Corporate category. Furthermore, the accolade of Best Convenience and Grocery Store of the Decade in the 22nd annual Sunday Times Top Brands survey awarded to Shoprite earlier this month was a great honour and an achievement of which we are very proud.

It is pleasing to report that from last week (12 November 2020) the South African nationwide lockdown regulations pertaining to the restriction of off-consumption liquor trade were lifted. The result of this is that our sizable retail LiquorShop business, previously restricted from trading over weekends and mid-week after 5pm, is now able to trade seven days a week. This is a meaningful change for the Group and comes at a significant time as we begin our important festive season period."

25. ACKNOWLEDGEMENTS

The Chairman thanks everyone for their attendance. He extends his appreciation to all management and employees for their support and commitment in the past year. He thanks the Computershare team for officiating as scrutineers as well as the Company's advisors for their continued support during the past financial year.

26. CLOSING

There being no further matters for discussion, the Chairperson declares the meeting closed.

TABLED AND APPROVED AT THE MEETING OF DIRECTORS OF SHOPRITE HOLDINGS LTD ON 15 NOVEMBER 2021.