

ANNUAL GENERAL MEETING

2023



16 October 2023

Dear Shareholder

Shoprite Holdings Ltd ("The Company"): Integrated Report 2023

Shareholders were previously given the option to either:

- › receive email notification when shareholder communications become available online; or
- › continue receiving a printed copy of the Integrated Report, all other shareholder communication to be accessed online on the Company's website at www.shopriteholdings.co.za.

We have no record of your elected option. It is therefore deemed that you have agreed that you will view shareholder information and other documents (including the Annual Financial Statements) online at the time of their publication on www.shopriteholdings.co.za without direct notification from the Company. The Company, however, undertook to furnish you with a copy of the Notice of Annual General Meeting (together with a voting form which you can use to vote your shares at the AGM). The documents are included.

Should you wish to exercise either of the aforementioned communication options or change your selection, please complete the document on the reverse of this letter and forward same to our Transfer Secretary:

Computershare Investor Services (Pty) Ltd
Postal address: Private Bag X9000, Saxonwold, 2132, South Africa
Fax Number: +27 11 688 5238
Email: ecomms@computershare.co.za

Yours faithfully



PG du Preez
Company Secretary

REGISTERED OFFICE: CNR WILLIAM DABBS STREET & OLD PAARL ROAD, BRACKENFELL, 7560, SOUTH AFRICA
✉ 215, BRACKENFELL, 7561, SOUTH AFRICA
TEL: +27 (0) 21 980-4000 www.shopriteholdings.co.za

DIRECTORS: W E LUCAS-BULL (CHAIRMAN), P C ENGELBRECHT (CEO), P COOPER, L DE BEER, A DE BRUYN,
G W DEMPSTER, N N GOBODO, M L D MAROLE, S N MASEKO, H MATHEBULA, P D NORMAN, C H WIESE, E A WILTON
ALTERNATE DIRECTORS: J D WIESE
COMPANY SECRETARY: P G DU PREEZ

Electronic receipt of communication and notices

Choose your communications option here

OPTION 1 Receive email notification when your shareholder communications become available online. The email will contain details of the dividend rate and Annual General Meeting, where applicable.

OPTION 2 Continue receiving a printed copy of the Integrated Report. All other shareholder communications are available online on the company's website at www.shopriteholdings.co.za.

If you take no action within 28 days of the receipt of this letter, you will be deemed to have agreed that you will view shareholder information and other documents online at the time of their publication on www.shopriteholdings.co.za without direct notification from the company.

Please fully complete the information required below, select your option and return the form to:

Computershare Investor Services (Pty) Ltd
Private Bag X9000
Saxonwold
2132
South Africa
Fax Number: +27 11 688 5238
E-mail: ecomms@computershare.co.za

Details of Shareholder:

Name:

Identity No.:

Reference No:

OPTION 1 selected –
provide your e-mail address:

OPTION 2 selected –
provide your postal address:

Postal Code:

The signatures of all joint holders, executors or administrators are required:

Signature (1)

Signature (2)

Signature (3)

Signature (4)

Notes:

1. The Company reserves the right to continue to send any future communications to shareholders in paper form, irrespective of any election or choice that you make, whenever the Company considers it necessary or desirable to do so. Further, if the Company is required to restrict the sending of any documents or information to any shareholder due to local laws of the jurisdiction in which you are resident or located and as a result we are not permitted to use electronic means to communicate with shareholders, the Company will send you paper copies of the documents or shareholder information, in accordance with your preferences.
2. The Company's Integrated Report and Annual General Meeting documents will be available for viewing approximately one month before the date scheduled for the AGM each year.
3. Shareholders should note that, with electronic communication, the Company's obligations will be satisfied when the Company has posted the notification to the address on the register of shareholders. The Company cannot be held responsible for any failure in transmission beyond its control.
4. Your election and contact details will stand until you tell us otherwise. You can change your election by writing to Computershare Investor Services Pty Ltd, Private Bag X9000, Saxonwold, 2132, South Africa, Fax Number: +27 11 688 5238, E-mail: ecomms@computershare.co.za.



Notice to Shoprite Holdings Shareholders: Annual General Meeting (AGM)

Shoprite Holdings Limited

(Incorporated in the Republic of South Africa)

(Registration number 1936/007721/06)

JSE share code: SHP

A2X share code: SHP

NSX share code: SRH

LUSE share code: SHOPRITE

ISIN: ZAE000012084

("Shoprite Holdings" or "the Company")

1. Notice of meeting

Shoprite Holdings will conduct its AGM as a hybrid meeting, in person, at cnr William Dabbs Street and Old Paarl Road, Brackenfell, Western Cape and online by electronic communication through the Computershare meeting platform (the platform), as permitted by the JSE Listings Requirements and in terms of the provisions of the Companies Act, 71 of 2008, as amended, and the Company's Memorandum of Incorporation (MOI).

Notice is hereby given, in terms of sections 61 and 62 of the Companies Act and the Company's MOI, of the AGM of the Shareholders of Shoprite Holdings to be held on Monday, 13 November 2023 at 09:15 at Shoprite Checkers Home Office, cnr William Dabbs Street and Old Paarl Road, Brackenfell. The AGM will be held as a hybrid meeting, meaning that Shareholders can attend the AGM either in person or by electronic communication (online) through the Computershare meeting platform.

2. Definitions

In the Notice, unless otherwise stated or the context otherwise indicates, the words in the first column below shall have the meaning stated opposite them, respectively, in the second column below. Reference to the singular shall include the plural and vice versa, words denoting one gender shall include the other gender, and an expression denoting natural persons shall include juristic persons and associations of persons:

"2022 AGM"	the Annual General Meeting of Shoprite Holdings held on 14 November 2022;
"Annual General Meeting of Shoprite Holdings Shareholders" or "AGM"	the Annual General Meeting of Shoprite Holdings Shareholders to be held on Monday, 13 November 2023 at 09:15 (South African time) by way of a hybrid meeting, to consider and, if deemed appropriate, approve the ordinary and special resolutions as set out in the Notice of AGM;
"Board" or "Directors"	the Directors of Shoprite Holdings from time to time;
"Business Day"	a day other than a Saturday, Sunday or official public holiday in South Africa;
"Certificated Share(s)"	Shoprite Holdings Share(s) represented by a Share certificate(s) or other physical Document(s) of Title, which have not been surrendered for dematerialisation in terms of the requirements of Strate;
"Companies Act"	the South African Companies Act, 71 of 2008, as amended, including the Companies Regulations;
"Companies Regulations"	the Companies Regulations, 2011, published in terms of the Companies Act, to regulate matters relating to companies, as amended from time to time;
"Deferred Shares"	a deferred share as defined in the MOI;
"Dematerialised Shareholder(s)"	Shoprite Holdings Shareholder(s) that have dematerialised their Shoprite Holdings Share(s) through a CSDP and have instructed the CSDP to hold their Shoprite Holdings Share(s) on the sub-register maintained by the CSDP and forming part of the Shoprite Holdings Share register;
"Dematerialised Share(s)"	Shoprite Holdings Share(s) that have been dematerialised through a CSDP or broker and are held on the sub-register of Shareholders administered by CSDPs in electronic form;
"Dematerialised Ordinary Shares"	Ordinary Share(s) that have been dematerialised through a CSDP or broker and are held on the sub-register of Shareholders administered by CSDPs in electronic form;
"Group"	the Company and all its subsidiaries;
"Integrated Report"	the Integrated Report referred to in clause 5 below;
"JSE"	JSE Limited (Registration number 2005/022939/06), a public company registered and incorporated in South Africa and the exchange licensed and operated by it in accordance with the Financial Markets Act;
"JSE Listings Requirements"	the rules issued and published by the JSE from time to time which apply to companies listed on the JSE exchange;
"MOI" or "Memorandum of Incorporation"	the Memorandum of Incorporation of Shoprite Holdings;
"Notice of Annual General Meeting of Shoprite Holdings Shareholders" or "Notice of AGM" or "Notice"	this notice convening the Annual General Meeting of Shoprite Holdings Shareholders;
"Ordinary Shares"	ordinary shares having no par value issued by the Company;
"Ordinary Shareholders"	the holders of Ordinary Shares;
"Shareholder(s)" or "Shoprite Holdings Shareholder(s)"	registered holder(s) of Shoprite Holdings Shares;
"Shoprite Holdings Shares"	issued Ordinary Shares and Deferred Shares;
"Special Resolution(s)"	a Special Resolution as defined in the Companies Act;
"Strate"	Strate (Pty) Ltd (Registration number 1998/022242/06), a private company registered and incorporated in South Africa, and the electronic settlement system for transactions that take place on the JSE and off-market transactions;
"Subsidiary"	shall have the meaning ascribed to such term in the Companies Act; and
"Transfer Secretaries" or "Computershare"	Computershare Investor Services (Pty) Ltd (Registration number 2004/003647/07), a private company registered and incorporated in South Africa and the transfer secretaries of Shoprite Holdings.

3. Participation

- 3.1 Shareholders will be entitled to choose to either attend the AGM in person or participate in the AGM through the Computershare meeting platform (details of which are provided in paragraph 3.3 below). Shareholders attending online will be able to view the AGM, vote and ask questions in real time. Shareholders are, however, encouraged to submit questions in advance of the AGM by emailing cosec@shoprite.co.za. A shareholders' guide containing meeting participation guidelines will be made available on the Company's website at [Shareholders and Investors | Shoprite Holdings](https://www.shoprite.co.za/shareholders-and-investors). Should you have any further questions concerning registration (as contemplated in paragraph 3.3) for or attending the AGM, please send an email to cosec@shoprite.co.za.
- 3.2 The Board recognises the importance of its Shareholders' presence at the AGM. This is an opportunity for you, as Shareholder, to participate in discussions relating to items included in the Notice of AGM. In addition, the chairmen of the various Board-appointed committees, senior members of management as well as the Company's external auditors will be present to respond to questions from Shareholders.
- 3.3 Shareholders wishing to participate in the AGM online will need to register on <https://meetnow.global/za> by clicking on the Shoprite Holdings logo or submitting a written notice to Computershare to proxy@computershare.co.za. The Transfer Secretaries will by no later than Friday, 10 November 2023, notify eligible Shareholders of the invitation code through which eligible Shareholders can participate electronically in and/or vote at the AGM. A shareholders' guide to assist and provide meeting participation guidelines is available on the Shoprite Holdings website at [Shareholders and Investors | Shoprite Holdings](https://www.shoprite.co.za/shareholders-and-investors).
- 3.4 Shareholders who attend the AGM in person and wish to vote thereat should bring an internet-enabled smartphone, tablet, or computer in order to simplify the voting process at the venue. A demonstration will be conducted during the AGM for the convenience of Shareholders attending the AGM in person on how to use the Computershare voting application. Please ensure that your compatible device's browser has the latest version of Chrome, Safari, Edge or Firefox. Shareholders are also referred to the "Electronic Participation Meeting Guide" available on the Shoprite Holdings website at [Shareholders and Investors | Shoprite Holdings](https://www.shoprite.co.za/shareholders-and-investors) for instructions on electronic voting. Shareholders who attend the AGM in person will follow the same steps to vote at the AGM as Shareholders who attend the AGM via electronic communication. Should you have any further questions, kindly send a mail to cosec@shoprite.co.za.

4. Who may attend and vote?

- 4.1 If you hold Dematerialised Shares which are registered in your own name or if you are the registered holder of Certificated Shares:
- you may participate in and/or vote at the AGM in the manner described in this Notice;
 - alternatively, you may appoint a proxy to represent you and, on your behalf, participate in, speak and vote at the AGM in person or by way of electronic participation in the manner described in this Notice by completing the **form of proxy** on page 131 of this report in accordance with the instructions contained therein. It is recommended that the form of proxy is returned to the Company Secretary of the Company or the Transfer Secretaries at their respective addresses set out below to be received not later than 09:15 (South African time) on Friday, 10 November 2023. However, Shareholders are entitled to submit voting proxies to the Chairman of the AGM at any time prior to voting taking place in respect of any resolution. A proxy need not be a Shareholder of the Company.

- 4.2 Forms of proxy to be delivered to one of these addresses:

Transfer Secretaries

Computershare Investor Services (Pty) Ltd
Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196
Private Bag X9000, Saxonwold, 2132
Facsimile: +27 (0)11 688 5248
Email: proxy@computershare.co.za

The Company Secretary

Cnr William Dabbs Street and Old Paarl Road
PO Box 215, Brackenfell, 7561 South Africa
Email: cosec@shoprite.co.za

- 4.3 If you are a beneficial Shareholder, but not a registered Shareholder as at the record date (as set out in paragraph 4.6) and you:
- wish to participate in the AGM, you must obtain the necessary letter of representation from your CSDP or broker to represent the registered Shareholder; or
 - do not wish to attend the AGM, but would like your vote to be recorded at the AGM, you should contact your CSDP or broker and furnish them with your voting instructions,
- then you must **not** complete the inserted form of proxy.
- 4.4 In terms of section 63(1) of the Companies Act, any person participating in the AGM must present reasonably satisfactory identification and the person presiding at the AGM must be reasonably satisfied that the right of any person to participate in and vote (whether as a Shareholder or as a representative or proxy for a Shareholder) has been reasonably verified.
- 4.5 Shareholders:
- 4.5.1 can register to participate in the AGM using the online registration method contemplated above, by uploading the relevant documentation via the online registration portal; or
- 4.5.2 can register to participate in the AGM by submitting the written application contemplated above, by submitting the relevant documentation by email to proxy@computershare.co.za or cosec@shoprite.co.za; or
- 4.5.3 attending the AGM in person and who have not registered online, by furnishing the relevant documentation to the Transfer Secretaries at the AGM venue.

- 4.6 Salient dates and times

2023	
Record date for purposes of determining which Shareholders are entitled to receive this Notice in terms of section 59(1)(a) of the Companies Act	Friday, 6 October
Notice distributed to shareholders	Monday, 16 October
Last day to trade for purposes of being entitled to participate and vote at the AGM	Tuesday, 31 October
Record date for purposes of being entitled to participate and vote at the AGM in terms of section 59(1)(b) of the Companies Act	Friday, 3 November
For administrative purposes, last day to lodge forms of proxy by no later than 09:15*	Friday, 10 November
AGM to be held at 09:15	Monday, 13 November
Results of AGM published on SENS on or about	Monday, 13 November

* Forms of proxy may be handed to the Chairman at the AGM as well.

4.7 Votes at the AGM on all resolutions will be conducted by way of a poll. Every Shareholder present or represented by proxy shall have 1 (one) vote for every Shoprite Holdings Share held by such Shareholder.

4.8 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.

5. Integrated Report

A copy of the Company's Integrated Report for the year ended 2 July 2023 and the reports of the Directors and independent auditors are delivered herewith.

6. Purpose of the AGM

The purpose of the AGM is to:

- › present the audited financial statements for the year ended 2 July 2023, the report of the Directors and the report of the independent registered auditors thereon;
- › present the reports of the Audit and Risk as well as the Social and Ethics committees;
- › consider any matters raised by Shareholders; and
- › consider and, if deemed fit, to pass, with or without modification, the resolutions set out below.

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

ORDINARY RESOLUTION NUMBER 1: APPROVAL OF ANNUAL FINANCIAL STATEMENTS

"Resolved that the summarised annual financial statements of the Company and the Group for the year ended 2 July 2023, including the reports of the Directors and independent auditors, be and are hereby approved."

For ordinary resolution number 1 to be approved by Shareholders, it must be supported by more than 50% of the voting rights exercised on the resolution by Shareholders present or represented by proxy at the AGM.

ORDINARY RESOLUTION NUMBER 2: APPOINTMENT OF AUDITORS

"Resolved that Ernst & Young Inc. (EY) be appointed as the independent registered auditors of the Company for the period until the next Annual General Meeting of the Company (noting that Mr A Cadman is the individual registered auditor of EY who will undertake the audit in respect of the financial year ending 30 June 2024), as recommended by the Company's Audit and Risk Committee."

For ordinary resolution number 2 to be approved by Shareholders, it must be supported by more than 50% of the voting rights exercised on the resolution by Shareholders present or represented by proxy at the AGM.

NOTE:

Following the completion of a comprehensive tender process by the Audit and Risk Committee during 2021, Ernst & Young Inc. was appointed by the Company with effect from the financial year ending 30 June 2024 following a comprehensive tender process managed by the Audit and Risk Committee. A SENS announcement was published in this regard on 17 November 2021.

ORDINARY RESOLUTION NUMBER 3: ELECTION OF DIRECTORS

"Resolved through separate ordinary resolutions that each of the Directors in 3.1 and 3.2 below, who have been appointed by the Board after the 2022 AGM on the dates set out below and who are required to retire as Directors of the Company at this AGM and who are eligible and available for election, are hereby elected with immediate effect:

3.1 Prof. Hlengani Mathebula, who was appointed on 27 June 2023; and

3.2 Siphon Maseko, who was appointed on 27 June 2023."

Brief profiles of these Directors standing for election are set out in Annexure A to this Notice.

For ordinary resolutions numbers 3.1 and 3.2 to be approved by Shareholders, they must be supported by more than 50% of the voting rights exercised on the resolution by Shareholders present or represented by proxy at the AGM.

ORDINARY RESOLUTION NUMBER 4: RE-ELECTION OF DIRECTORS

"Resolved through separate ordinary resolutions that each of the Directors in 4.1 – 4.4 (both inclusive) below, who are obliged to retire by rotation at the AGM in accordance with clause 33.5 of the MOI, and who are eligible and available for re-election, are hereby re-elected as Directors with immediate effect:

4.1 Dr Christo Wiese;

4.2 Wendy Lucas-Bull;

4.3 Linda de Beer; and

4.4 Nonkululeko Gobodo."

Brief profiles of these Directors standing for re-election are set out in Annexure A to this Notice.

For ordinary resolutions numbers 4.1 – 4.4 (both inclusive) to be approved by Shareholders, they must be supported by more than 50% of the voting rights exercised on the resolution by Shareholders present or represented by proxy at the AGM.

ORDINARY RESOLUTION NUMBER 5: APPOINTMENT AS MEMBERS OF THE SHOPRITE HOLDINGS AUDIT AND RISK COMMITTEE

"It is resolved through separate ordinary resolutions that the following members are elected as members of the Shoprite Holdings Audit and Risk Committee with immediate effect in terms of section 94(2) of the Companies Act:

5.1 Linda de Beer, subject to the passing of ordinary resolution number 4.3;

5.2 Nonkululeko Gobodo, subject to the passing of ordinary resolution number 4.4;

5.3 Eileen Wilton; and

5.4 Graham Dempster."

Brief profiles of the members of the Shoprite Holdings Audit and Risk Committee standing for election are set out in Annexure A to this Notice.

For ordinary resolutions numbers 5.1 – 5.4 (both inclusive) to be approved by Shareholders, they must be supported by more than 50% of the voting rights exercised on the resolution by Shareholders present or represented by proxy at the AGM.

ORDINARY RESOLUTION NUMBER 6: GENERAL AUTHORITY OVER UNISSUED ORDINARY SHARES

"Resolved that 30 million (representing approximately 5% of the issued Ordinary Shares, including treasury shares) of the authorised but unissued Ordinary 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 Annual General Meeting and that the Directors of the Company be and are hereby authorised and empowered to, without first offering those shares to Shareholders pro rata to their shareholding, allot, issue and otherwise dispose of such Ordinary Shares to a 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 and requirements of the Companies Act, the MOI of the Company and JSE Listings Requirements, when applicable, and the rules and requirements of any other exchange on which the Ordinary Shares of the Company may be quoted or listed from time to time, when applicable."

For ordinary resolution number 6 to be approved by Shareholders, it must be supported by more than 50% of the voting rights exercised on the resolution by Shareholders present or represented by proxy at the AGM.

ORDINARY RESOLUTION NUMBER 7: GENERAL AUTHORITY TO DIRECTORS AND/OR COMPANY SECRETARY

"Resolved that any one of the Directors of Shoprite Holdings or the Company Secretary be and is hereby authorised to do all things, perform all acts and to sign and execute all documentation necessary to implement the ordinary resolutions and Special Resolutions adopted at the AGM."

For ordinary resolution number 7 to be approved by Shareholders, it must be supported by more than 50% of the voting rights exercised on the resolution by Shareholders present or represented by proxy at the AGM.

NON-BINDING ADVISORY VOTES ON THE REMUNERATION POLICY OF SHOPRITE HOLDINGS AND THE IMPLEMENTATION REPORT OF THE REMUNERATION POLICY

"Resolved that the Shareholders endorse, through separate non-binding advisory votes, the Company's:

- Vote 1 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 remuneration report in the Integrated Report from pages 94 to 108 is approved"; and
- Vote 2 implementation report as set out in the remuneration report in the Integrated Report from pages 109 to 114 is approved."

If the remuneration policy or the implementation report of the Company is voted against by 25% or more of the voting rights exercised on the resolutions by Shareholders present or represented by proxy at the AGM, the Company will, in its voting results announcement pursuant to paragraph 3.91 of the JSE Listings Requirements, extend an invitation to dissenting Shareholders to engage with the Company to discuss their reasons for their dissenting votes. The manner and timing of such engagement will be specified in the voting results announcement following the AGM.

ORDINARY RESOLUTION NUMBER 8: APPROVAL OF AN AMENDMENT TO THE RULES OF THE SHOPRITE HOLDINGS EXECUTIVE SHARE PLAN

"Resolved that the amendment to the rules of the Shoprite Holdings Executive Share Plan (the Plan), be and is hereby approved."

Details of the amendment are attached to this Notice as Annexure B. The rules of the Plan, initialled by the Company Secretary, will be available for inspection at the registered office of Shoprite Holdings, cnr William Dabbs Street and Old Paarl Road, Brackenfell, Cape Town during business hours from Monday, 16 October 2023 to Monday, 13 November 2023. The amendment was approved by the JSE on 18 September 2023.

For ordinary resolution number 8 to be approved by the Shareholders it must, in terms of the JSE Listings Requirements, be supported by at least 75% of the voting rights exercised on the resolution by Shareholders present or represented by proxy at this meeting, excluding all votes attached to Shares owned or controlled by persons who are existing participants in the Plan.

ORDINARY RESOLUTION NUMBER 9: GENERAL AUTHORITY TO ISSUE ORDINARY 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 Ordinary Shares in the capital of the Company, for cash, as and when they in their discretion deem fit, subject to the provisions and requirements of the Companies Act, the MOI of the Company, the JSE Listings Requirements and the rules and requirements any other exchange on which the Ordinary 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 to related parties (as defined in the JSE Listings Requirements), subject to related parties being able to participate in a general issue of Ordinary Shares for cash through a bookbuild process where the related parties will participate at a maximum bid price at which they are prepared to take up Ordinary Shares or at the book close price. In the event of a maximum bid price and the book closing at a higher price, the relevant related party will be "out of the book" and will not be allocated shares;
- › the number of Ordinary Shares issued for cash shall not in the aggregate in any 1 (one) financial year exceed 5% (five percent) of the Company's issued Ordinary Shares, being 27 374 025 (twenty-seven million three hundred and seventy-four thousand and twenty-five) Ordinary Shares, (excluding 43 858 001 treasury shares) as at the date of this Notice. The number of Ordinary Shares which may be issued shall be based on 5% (five percent) of the number of Ordinary Shares in issue at the date of this Notice of AGM, less any Ordinary Shares issued in terms of this authority by the Company;
- › in the event of a sub-division or consolidation of the issued Ordinary Shares, during the period of this authority, the authority will be adjusted accordingly to represent the same allocation ratio;
- › this authority will be valid until the Company's next Annual General Meeting, provided that it shall not extend beyond 15 (fifteen) months from the date on which this authority is given;
- › an announcement will be published giving full details, at the time of any issue representing on a cumulative basis within 1 (one) financial year, 5% (five percent) or more of the number of Ordinary Shares in issue as at the date of this Notice (i.e. prior to any issue in terms of this authority);
- › in determining the price at which an issue of Ordinary Shares may be made in terms of this authority, the maximum discount permitted will be 10% (ten percent) of the weighted average traded price on the JSE of those Ordinary 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."

For ordinary resolution number 9 to be approved by Shareholders, it must in terms of the JSE Listings Requirements be supported by more than 75% of the voting rights exercised on the resolution by Shareholders present or represented by proxy at the AGM.

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

"Resolved by separate Special Resolutions in terms of section 66(9) of the Companies Act, that the annual remuneration of the Non-executive Directors, for the period 1 November 2023 onwards, be approved as follows:

SHOPRITE HOLDINGS BOARD AND COMMITTEE FEES

	2023 current R	2024 proposed R
BOARD		
Chairman of the Board	R3 618 000	R3 853 170
Lead Independent Director (LID)	R908 000	R967 020
Non-executive Directors	R526 000	R560 190
AUDIT AND RISK COMMITTEE		
Chairman	R441 000	R476 280
Member	R228 000	R242 820
REMUNERATION COMMITTEE		
Chairman	R300 000	R319 500
Member	R145 000	R154 425
NOMINATION COMMITTEE		
Chairman	R234 000	R249 210
Member	R122 000	R129 930
SOCIAL AND ETHICS COMMITTEE		
Chairman	R257 000	R273 705
Member	R132 000	R140 580
INVESTMENT AND FINANCE COMMITTEE		
Chairman	R300 000	R319 500
Member	R145 000	R154 424

NOTES:

1. Fees stated above are exclusive of VAT as it may be applicable.
2. Chairman fees are on an all-inclusive basis.
3. LID fee is exclusive of payment for committee Chairman and membership.

For Special Resolution number 1 to be approved by Shareholders, it must be supported by at least 75% of the voting rights exercised on the resolution by Shareholders present or represented by proxy at the AGM.

Reason for and effect of Special Resolution number 1

The reason for and effect of Special Resolution number 1 is to grant the Company the authority to pay remuneration to its Non-executive Directors for their services as Directors.

SPECIAL RESOLUTION NUMBER 2: FINANCIAL ASSISTANCE TO SUBSIDIARIES, RELATED AND INTER-RELATED ENTITIES

Resolved as a Special Resolution in terms of section 45(3)(a)(iii) of the Companies Act, subject to compliance with the requirements of the Company's MOI and the JSE Listings Requirements as presently constituted and amended from time to time as a general approval, that the Board be authorised during a period of 2 (two) years from the date of this Special Resolution, to authorise the provision of the Company of 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 means it includes all the Subsidiaries of the Company) to the Company, in any form, including one or more of the following forms:

- › loan to,
- › the provision of credit to or the deferment of any payment due by,
- › guarantee of any obligation of,
- › suretyship in respect any obligation of,

- › indemnity undertakings in respect of obligations of,
- › the securing (in any form) of any debt or obligations of, or
- › payments to or for the benefit of

such a company or corporation, which the Board may deem fit on the terms and conditions and for amounts that the Board may determine.

For Special Resolution number 2 to be approved by Shareholders, it must be supported by at least 75% of the voting rights exercised on the resolution by Shareholders present or represented by proxy at the AGM.

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 form to a 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 as contemplated in 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 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 2 (two) years from the date 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.

SPECIAL RESOLUTION NUMBER 3: GENERAL AUTHORITY TO REPURCHASE ORDINARY SHARES

"Resolved as a Special Resolution that the Company and/or any Subsidiary of the Company be and are hereby authorised by way of a general authority 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, the JSE Listings Requirements and the rules and requirements of 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 Ordinary Shares 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 Annual General Meeting, 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 number of Ordinary Shares acquired in the aggregate in any 1 (one) financial year do not exceed 5% (five percent) of the number of the Company's issued Ordinary Shares on the date that this Special Resolution is adopted;
- › prior to entering the market to repurchase the Company's Ordinary Shares, a Board resolution to authorise the repurchase will have been passed in accordance with the requirements of sections 46 and 48 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;
- › the Company or its Subsidiaries will not repurchase Ordinary Shares 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 Ordinary Shares to be traded during the relevant period are fixed (not subject to any variation). The Company must instruct only one independent third party, which makes its investment decisions in relation to the Company's securities independently of, and uninfluenced by, the Company and full details of the programme must be disclosed to the JSE 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 published; and
- › the Company only appoints one agent to effect any repurchase(s) on its behalf."

For Special Resolution number 3 to be approved by Shareholders, it must be supported by at least 75% of the voting rights exercised on the resolution by Shareholders present or represented by proxy at the AGM.

Statement by the Board

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

The Directors confirm that they will comply with the relevant provisions of the Companies Act and the JSE Listings Requirements in respect of any repurchase and that they will not approve, and the Company will not undertake, any repurchase in terms of this general authority 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; and
- › 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

Paragraph 5.72(c) of the JSE Listings Requirements requires that the Company or any Subsidiary of the Company may only repurchase or purchase Ordinary Shares issued by the Company if approved by its Shareholders by way of a Special Resolution. The existing general authority granted by the Shareholders of the Company at the 2022 AGM, 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 29 566 925 (twenty-nine million five hundred and sixty-six thousand nine hundred and twenty-five) Ordinary Shares of the Company, representing 5% (five percent) of the issued Ordinary Share capital of Company as at 2 July 2023.

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, when deemed appropriate by the Board.

Once adopted, this Special Resolution will permit the Company or any of its Subsidiaries to repurchase such Ordinary Shares in accordance with the requirements of the Companies Act, its MOI and the JSE Listings Requirements.

DISCLOSURES IN TERMS OF PARAGRAPH 11.26 OF THE JSE LISTINGS REQUIREMENTS

The JSE Listings Requirements require the following disclosures in respect of Special Resolution number 3, some of which are disclosed in the Integrated Report of which this Notice forms part and can be noted at:

- › Major Shareholders of the Company page 115
- › Share capital of Company page 115

Material change

Other than the facts and developments as referred to on page 6 of the Annual Financial Statements, 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 36 to 38 of the Integrated Report, collectively and individually accept full responsibility for the accuracy of the information in the Directors' Report contained in the Annual Financial Statements at pages 4 to 6 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.

8. Transaction of other business

FOR SHOPRITE HOLDINGS LIMITED

PG du Preez

Company Secretary

13 October 2023

THE COMPANY SECRETARY

Cnr William Dabbs Street and Old Paarl Road

PO Box 215, Brackenfell, 7561 South Africa

Email: cosec@shoprite.co.za

SOUTH AFRICAN TRANSFER SECRETARIES

Computershare Investor Services (Pty) Ltd

15 Biermann Avenue, Rosebank, 2196

Private Bag X9000, Saxonwold, 2132, South Africa

Facsimile: +27 (0)11 688 5238

Email: proxy@computershare.co.za



Annexure A

PROFILES OF DIRECTORS STANDING FOR ELECTION/ RE-ELECTION TO THE BOARD AND/OR APPOINTMENT TO THE ARC

Board committees:

ARC	Audit and Risk Committee
InvestCo	Finance and Investment Committee
NomCo	Nominations Committee
RemCo	Remuneration Committee
SEC	Social and Ethics Committee

Linda de Beer, independent non-executive (54)

Qualifications: CA(SA), MCom (Tax), CD(SA)

Appointed: 11 May 2021

Board committees: ARC and InvestCo

Linda joined the Board as an Independent Non-executive Director and was appointed as a member of the ARC on 11 May 2021. She was appointed as a member of the InvestCo on 2 September 2021. Linda's background is in technical accounting, corporate governance, JSE Listings Requirements and international standard setting. She currently chairs the Public Investment Oversight Board, based in Spain, which oversees the setting of international standards for accountants and auditors, and serves on the board of trustees of the International Valuations Standards Council in London.

She is an honorary professor (professor in practice) at the University of Johannesburg. Previously, she was a member of the King Committee on Corporate Governance and chair of the Financial Reporting Investigations Panel of the JSE.

Graham Dempster, independent non-executive (68)

Qualifications: CA(SA), BCom, Harvard Business School AMP

Appointed: 15 November 2021

Board committees: ARC and InvestCo

Graham joined the Board as an Independent Non-executive Director on 15 November 2021 and was appointed as a member of ARC and InvestCo on 4 March 2022. Graham has over 35 years of experience in the banking and financial services industry both in South Africa and internationally. He served as an executive director of the Nedbank Group from 2009 to 2015.

Nonkululeko Gobodo, independent non-executive (63)

Qualifications: CA(SA)

Appointed: 11 May 2021

Board committees: ARC, SEC and NomCo

Nonkululeko joined the Board as an independent Non-executive Director on 11 May 2021 and was appointed as a member of the ARC. She was also appointed as a member of the NomCo on 2 September 2021. As a pioneer in her field, she established SizweNtsalubaGobodo (SNG), the largest black-owned accounting firm in South Africa. Recognition of her more than 36 years of executive experience in accounting and business includes the Lifetime Achievement Award: Excellence in Accountancy – SA Professional Services Award (2014). Her extensive experience as a board member includes serving on the boards of the Clicks Group Ltd and Mercedes Benz South Africa Ltd.

Wendy Elizabeth Lucas-Bull, Chairman (70)

Qualifications: BSc

Appointed: 1 October 2020

Board committees: RemCo, InvestCo and NomCo

Wendy joined the Board as independent Non-executive Director on 1 October 2020. Wendy has extensive banking and widespread financial sector experience, as well as expertise as chairman and non-executive director on company boards across multiple industries in both the private and public sectors. Her professional experience

includes being an international partner at Andersen Consulting (now Accenture); Executive Director of RMB Holdings Ltd and chief executive of FirstRand Ltd's retail businesses, including First National Bank, WesBank, OUTsurance, Firstlink and First National's African subsidiaries. Her most recent directorships include Chairman of ABSA Group and ABSA Financial Services.

Sipho Maseko, independent non-executive (55)

Qualifications: BA (LLB)

Appointed: 27 June 2023

Sipho joined the Board as independent Non-executive Director on 27 June 2023. Sipho is an experienced executive, having held the position of CEO at BP Africa for most of the over 10 years he spent with the company, and he was CEO of Telkom for nine years. He was chairman of SAPREF and a non-executive director of Afrox Ltd and is currently an advisory board member of the Centre for Development and Enterprises, serves on the board of Airlink and is chairman of Heidrick and Struggles.

Prof. Hlengani Mathebula, independent non-executive (56)

Qualifications: BA, BTh (Hons), Master of Management,

Entrepreneurship and New Venture Creation, PhD

Appointed: 27 June 2023

Prof. Mathebula joined the Board as independent Non-executive Director on 27 June 2023. He is an experienced executive having held executive positions at South African Revenue Service (SARS), FNB, Absa and the South African Reserve Bank (SARB). He is currently a Professor of Strategy, Finance and Investment at the University of Limpopo's Turfloop Graduate School of Leadership.

He was previously a board member of BMW SA, chairman of the Eskom Pension and Provident Fund, chairman of the African Leadership Group and is a founding member of the Ignite Africa. He is currently serving on the boards of the HPCSA, Media Development and Diversity Agency and Black Business Executive Circle.

Dr Christo Wiese, non-executive (82)

Qualifications: BA, LLB, DCom (hc)

Appointed: 30 October 1991

Board committees: InvestCo, NomCo, RemCo

Dr Wiese joined the Board as Non-executive Director on 30 October 1991. He has over 50 years of business experience, having served as the Executive Director of PEP Stores Ltd prior to practising law at the Cape Bar. He has served as the Chairman of the Shoprite Holdings Board from 1991 to 16 November 2020.

Eileen Wilton, independent non-executive (63)

Qualifications: BCom, PGDDB, CD(SA)

Appointed: 11 August 2021

Board committees: ARC and SEC

Eileen joined the Board as an Independent Non-executive Director and was appointed as a member of the ARC and the SEC on 2 September 2021. Eileen has served as the CIO of Anglo American Plc, Old Mutual Ltd and CEO at Gijima Holdings (Pty) Ltd. She has over 20 years of working experience in various industries, including financial services, mining and ICT, resulting in her gaining extensive experience at both an operational and strategic level. She is an expert in enterprise ICT, outsourcing, SAP, cloud computing, digital strategies, digital marketing and innovation.

She serves on the board of the International Women's Forum of South Africa (IWFSa) to promote the interests of and debate around gender diversity, and she is chairman of Edulution, a non-profit company that has developed significant track record developing the mathematics and IT literacy skills of primary school children in the rural areas of southern Africa.

Directors standing for re-election: Board and committee attendance for the reporting period to 3 July 2023

	Board	ARC	NomCo	RemCo	SEC	InvestCo	Total	Total %
No. of meetings	7	5	2	4	3	2	23	
Linda de Beer	7	5	–	–	–	2	14	100%
Graham Dempster	7	5	–	–	–	2	14	100%
Nonkululeko Gobodo	7	5	2	–	3	–	17	100%
Wendy Lucas-Bull	7	5	2	4	3	2	23	100%
Dr Christo Wiese	6	–	2	3	–	2	13	86.67%
Eileen Wilton	7	5	–	–	3	–	15	100%

Annexure B

SHOPRITE HOLDINGS LTD – PROPOSED AMENDMENT TO THE EXECUTIVE SHARE PLAN

Introduction

Shoprite Holdings Ltd (“the Company”) adopted the Executive Share Plan (ESP) in 2012 (the 2012 rules), which was amended and approved by Shareholders in 2021. The Company wishes to effect a further amendment as set out in this document.

The purpose of this document and the accompanying resolution is to seek Shareholder approval for the proposed amendment to the ESP to ensure alignment with the current remuneration philosophy.

Rationale

The Shoprite Group conducts periodic reviews of its People strategy to improve the attraction, recruitment, and retention of top talent. As such, a review of the long-term incentive components of the remuneration policy was undertaken insofar as it relates to the vesting of share awards of participants upon retirement.

Brief overview of the proposed amendment

The termination of employment provision has been amended in line with best practice to delete the provisions relating to pro-rated early vesting of retention shares and co-investment shares in circumstances where employment is terminated prior to the vesting date by reason of retirement. There will no longer be early vesting and the participant will continue to participate in the ESP until the vesting date, subject to restraint of trade conditions.

Form of proxy



Shoprite Holdings Limited
(Incorporated in the Republic of South Africa)
(Registration number 1936/007721/06)
JSE share code: SHP
A2X share code: SHP
NSX share code: SRH
LUSE share code: SHOPRITE
ISIN: ZAE000012084
("Shoprite Holdings" or "the Company")

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 as a hybrid meeting at 09:15 (South African time) on Monday, 13 November 2023, 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 participate in the AGM by way of electronic participation in the manner described in the Notice to Shareholders and request their CSDP or broker to issue them with the necessary letter of representation to participate in the AGM.

If you do not wish to participate in 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, 13 November 2023, and at any adjournment thereof.

	Number of shares*		
	In favour of	Against	Abstain
Ordinary resolution number 1 – Approval of annual financial statements			
Ordinary resolution number 2 – Appointment of auditors			
Ordinary resolution number 3 – Election of Directors:			
3.1 Prof. Hlengani Mathebula			
3.2 Siphso Maseko			
Ordinary resolution number 4 – Re-election of Directors:			
4.1 Dr Christo Wiese			
4.2 Wendy Lucas-Bull			
4.3 Linda de Beer			
4.4 Nonkululeko Gobodo			
Ordinary resolution number 5 – Appointment as members of the Shoprite Holdings Audit and Risk Committee			
5.1 Linda de Beer			
5.2 Nonkululeko Gobodo			
5.3 Eileen Wilton			
5.4 Graham Dempster			
Ordinary resolution number 6 – General authority over unissued ordinary shares			
Ordinary resolution number 7 – General authority to Directors and/or Company Secretary			
Non-binding advisory votes on the:			
Vote 1: Remuneration policy of Shoprite Holdings; and			
Vote 2: Implementation report of the remuneration policy			
Ordinary resolution number 8 – Approval of an amendment to rules of the Shoprite Holdings Executive Share Plan			
Ordinary resolution number 9 – General authority to issue ordinary shares for cash			
Special resolution number 1 – Remuneration payable to Non-executive Directors			
a) Remuneration payable to Chairman of the Board			
b) Remuneration payable to Lead Independent Director			
c) Remuneration payable to Non-executive Directors			
d) Remuneration payable to Chairman of the Audit and Risk Committee			
e) Remuneration payable to members of the Audit and Risk Committee			
f) Remuneration Payable to Chairman of the Remuneration Committee			
g) Remuneration payable to members of the Remuneration Committee			
h) Remuneration payable to Chairman of the Nomination Committee			
i) Remuneration payable to members of the Nomination Committee			
j) Remuneration payable to Chairman of the Social and Ethics Committee			
k) Remuneration payable to members of the Social and Ethics Committee			
l) Remuneration payable to Chairman of the Investment and Finance Committee			
m) Remuneration payable to members of the Investment and Finance Committee			
Special resolution number 2 – Financial assistance to subsidiaries, related and inter-related entities			
Special resolution number 3 – General authority to repurchase ordinary shares			

* 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) _____ 2023

Shareholder's signature _____

Please read the notes and instructions overleaf.

Notes to form of proxy

1. This form of proxy must be used only 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 by marking the relevant box(es). If a box is marked without inserting a number of votes, it is deemed 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, 21 of 2008

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, 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.

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).

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 (please note that the Memorandum of Incorporation of the Company prohibits such an appointment) as proxies;
- › and may appoint more than one proxy to exercise voting rights attached to different securities held by the Shareholder (please note that the Memorandum of Incorporation of the Company prohibits such an appointment);
- › 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 provided that right is granted in the proxy instrument and the delegation takes place by way of a further proxy instrument; 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.

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.

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).

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.

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.

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).

Subsection (8) (b) and (d) do not apply if the company merely supplies a generally available standard form of proxy appointment on request by a Shareholder.

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 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.



Administration

Registration number

1936/007721/06

Registered office

Physical address: Cnr William Dabbs Street and Old Paarl Road, Brackenfell, 7560, South Africa

Postal address: PO Box 215, Brackenfell, 7561, South Africa

Telephone: +27 (0)21 980 4000

Website: www.shopriteholdings.co.za

Company Secretary

PG du Preez

Physical address: Cnr William Dabbs Street and Old Paarl Road Brackenfell, 7560, South Africa

Postal address: PO Box 215, Brackenfell, 7561, South Africa

Telephone: +27 (0)21 980 4284

E-mail: cosec@shoprite.co.za

Transfer secretaries

South Africa

Computershare Investor Services (Pty) Ltd
Private Bag X9000, Saxonwold, 2132, South Africa

Telephone: +27 (0)11 370 5000

Facsimile: +27 (0)11 688 5238

E-mail: web.queries@computershare.co.za

Website: www.computershare.com

Namibia

Transfer Secretaries (Pty) Ltd
4 Robert Mugabe Avenue, Entrance from Dr. Theo-Ben Gurirab Street, Windhoek, Namibia
PO Box 2401, Windhoek, Namibia

Telephone: +264 (0)61 227 647

E-mail: ts@nsx.com.na

Zambia

ShareTrack Zambia
Spectrum House, Stand 10 Jesmondine,
Great East Road, Lusaka, Zambia
PO Box 37283, Lusaka, Zambia

Telephone: +260 (0)211 374 791/794

Facsimile: +260 (0)211 374 781

Mobile fixed lines: MTN +260 960 640 613

AIRTEL: +260 777 774 775

E-mail: sharetrack@scs.co.zm

Website: www.sharetrackzambia.com

Sponsors

South Africa

Nedbank Corporate and Investment Banking,
a division of Nedbank Limited
PO Box 1144, Johannesburg, 2000, South Africa

Telephone: +27 (0)10 234 8646

E-mail: doristh@nedbank.co.za

Website: www.nedbank.co.za

Namibia

Old Mutual Investment Services (Namibia) (Pty) Ltd
PO Box 25549, Windhoek, Namibia

Telephone: +264 (0)61 299 3347

E-mail: NAM-OMInvestmentServices@oldmutual.com

Zambia

Pangaea Securities Ltd
1st Floor, Pangaea Office Park,
Great East Road, Lusaka, Zambia
PO Box 30163, Lusaka 10101, Zambia

Telephone: +260 (0)211 220 707/238 709/10

Facsimile: +260 (0)211 220 925

E-mail: info@pangaea.co.zm

Website: www.pangaea.co.zm

Auditors

PricewaterhouseCoopers Inc.
PO Box 2799, Cape Town, 8001, South Africa

Telephone: +27 (0)21 529 2000

Facsimile: +27 (0)21 814 2000

Website: www.pwc.co.za

Bankers

- › Absa Bank Ltd
- › Citibank N.A.
- › FirstRand Ltd
- › Investec Bank Ltd
- › Nedbank Ltd
- › The Standard Bank of South Africa Ltd
- › Standard Chartered Bank PLC

Shareholders' diary

June

Financial year end

August

Reviewed results

October

Payment of final ordinary dividend
Publishing of Integrated Report

November

Annual General Meeting

December

End of financial half-year

March

Interim results

April

Payment of interim ordinary dividend

Please consult our website www.shopriteholdings.co.za for the latest published diary dates.



Cnr William Dabbs Street and Old Paarl Road
Brackenfell, 7560, South Africa
PO Box 215, Brackenfell, 7561, South Africa
Telephone: +27 (0)21 980 4000

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