

Shoprite Holdings Limited
(Incorporated in the Republic of South Africa)
(Registration number 1936/007721/06)
ISIN no: ZAE000012084
JSE share code: SHP
NSX share code: SRH
LUSE share code: SHOPRITE
(“Shoprite Holdings” or the “Company”)

RESULTS OF ANNUAL GENERAL MEETING

Shareholders are advised that the voting results for the annual general meeting (“AGM”) of Shoprite Holdings shareholders held on Monday, 11 November 2024 were as follows:

Resolution	Number of shares voted		Percentage of shares in issue* %		In favour of** %		Against** %		Abstained* %	
	Ordinary shares	Deferred shares	Ordinary shares	Deferred shares	Ordinary shares	Deferred shares	Ordinary shares	Deferred shares	Ordinary shares	Deferred shares
Ordinary resolution number 1 – Re-election of Directors										
1.1 Mr P Cooper	428 658 907	264 969 112	72.49	86.70	98.53	100.00	1.47	0.00	0.04	0.00
1.2 Mr GW Dempster	428 658 907	264 969 112	72.49	86.70	99.60	100.00	0.40	0.00	0.04	0.00
1.3 Ms MLD Marole	428 658 907	264 969 112	72.49	86.70	99.94	100.00	0.06	0.00	0.04	0.00
1.4 Ms EA Wilton	428 430 034	264 969 112	72.45	86.70	98.56	100.00	1.44	0.00	0.08	0.00
Ordinary resolution number 2 – Appointment as members of the Audit and Risk Committee										
2.1 Ms L de Beer	428 658 907	264 969 112	72.49	86.70	99.32	100.00	0.68	0.00	0.04	0.00
2.2 Mr GW Dempster	428 658 907	264 969 112	72.49	86.70	99.60	100.00	0.40	0.00	0.04	0.00
2.3 Ms NN Gobodo	428 658 907	264 969 112	72.49	86.70	99.63	100.00	0.37	0.00	0.04	0.00
2.4 Mr SN Maseko	428 658 707	264 969 112	72.49	86.70	100.00	100.00	0.00	0.00	0.04	0.00
2.5 Ms EA Wilton	428 430 034	264 969 112	72.45	86.70	99.42	100.00	0.58	0.00	0.08	0.00
Ordinary resolution number 3 – Re-Appointment of Ernst & Young Inc. as Auditors of the Company	428 658 947	264 969 112	72.49	86.70	99.92	100.00	0.08	0.00	0.04	0.00
Ordinary resolution number 4 – General Authority for Directors to allot and issue ordinary shares	428 659 306	264 969 112	72.49	86.70	92.67	100.00	7.33	0.00	0.04	0.00
Ordinary resolution number 5 – General Authority for Directors to	428 659 306	264 969 112	72.49	86.70	91.92	100.00	8.08	0.00	0.04	0.00

issue for cash, those ordinary shares which the Directors are authorised to allot and issue in terms of ordinary resolution number 4											
Ordinary resolution number 6 – General authority to Directors and/or Company Secretary	428 658 946	264 969 112	72.49	86.70	99.67	100.00	0.33	0.00	0.04	0.00	
Non-binding advisory vote number 7.1 – Remuneration Policy	427 773 349	264 969 112	72.34	86.70	57.21	100.00	42.79	0.00	0.19	0.00	
Non-binding advisory vote number 7.2 – Implementation Report	428 634 502	264 969 112	72.49	86.70	58.41	100.00	41.59	0.00	0.04	0.00	
Special resolution number 1 – Remuneration of Non-executive Directors											
8.1 Chairman of the Board	428 649 224	264 969 112	72.49	86.70	97.94	100.00	2.06	0.00	0.04	0.00	
8.2 Lead Independent Director	428 649 224	264 969 112	72.49	86.70	99.16	100.00	0.84	0.00	0.04	0.00	
8.3 Non-executive Directors	428 649 224	264 969 112	72.49	86.70	99.49	100.00	0.51	0.00	0.04	0.00	
8.4 Chairman of the Audit and Risk Committee	428 649 224	264 969 112	72.49	86.70	99.56	100.00	0.44	0.00	0.04	0.00	
8.5 Members of the Audit and Risk Committee	428 649 224	264 969 112	72.49	86.70	99.56	100.00	0.44	0.00	0.04	0.00	
8.6 Chairman of the Remuneration Committee	428 649 224	264 969 112	72.49	86.70	99.85	100.00	0.15	0.00	0.04	0.00	
8.7 Members of the Remuneration Committee	428 649 224	264 969 112	72.49	86.70	99.56	100.00	0.44	0.00	0.04	0.00	
8.8 Chairman of the Nomination Committee	428 649 224	264 969 112	72.49	86.70	99.83	100.00	0.17	0.00	0.04	0.00	
8.9 Members of the Nomination Committee	428 649 224	264 969 112	72.49	86.70	99.84	100.00	0.16	0.00	0.04	0.00	
8.10 Chairman of the Social and Ethics Committee	428 650 924	264 969 112	72.49	86.70	99.85	100.00	0.15	0.00	0.04	0.00	
8.11 Members of the Social and Ethics Committee	428 650 924	264 969 112	72.49	86.70	99.85	100.00	0.15	0.00	0.04	0.00	
8.12 Chairman of the Investment and Finance Committee	428 649 224	264 969 112	72.49	86.70	99.85	100.00	0.15	0.00	0.04	0.00	
8.13 Members of the Investment and Finance Committee	428 649 224	264 969 112	72.49	86.70	99.85	100.00	0.15	0.00	0.04	0.00	
Special resolution number 2 – General Authority to acquire the Company's own shares	428 412 870	264 969 112	72.45	86.70	99.07	100.00	0.93	0.00	0.08	0.00	

Special resolution number 3 – General Authority to provide financial assistance to subsidiaries, related and inter-related entities	428 656 187	264 969 112	72.49	86.70	98.04	100.00	1.96	0.00	0.04	0.00
--	-------------	-------------	-------	-------	-------	--------	------	------	------	------

The results of AGM combining the Shoprite Holdings ordinary shares and deferred shares (“**combined shares**”) are as follows:

Resolution	Number of combined shares voted	Percentage of combined shares in issue* %	In favour of** %	Against** %	Abstained* %
Ordinary resolution number 1 – Re-election of Directors					
1.1 Mr P Cooper	693 628 019	77.33	99.09	0.91	0.03
1.2 Mr GW Dempster	693 628 019	77.33	99.75	0.25	0.03
1.3 Ms MLD Marole	693 628 019	77.33	99.96	0.04	0.03
1.4 Ms EA Wilton	693 399 146	77.31	99.11	0.89	0.05
Ordinary resolution number 2 – Appointment as members of the Shoprite Holdings Audit and Risk Committee					
2.1 Ms L de Beer	693 628 019	77.33	99.58	0.42	0.03
2.2 Mr GW Dempster	693 628 019	77.33	99.75	0.25	0.03
2.3 Ms NN Gobodo	693 628 019	77.33	99.77	0.23	0.03
2.4 Mr SN Maseko	693 627 819	77.33	100.00	0.00	0.03
2.5 Ms EA Wilton	693 399 146	77.31	99.64	0.36	0.05
Ordinary resolution number 3 – Re-Appointment of Ernst & Young Inc. as Auditors of the Company	693 628 059	77.33	99.95	0.05	0.03
Ordinary resolution number 4 – General Authority for Directors to allot and issue ordinary shares	693 628 418	77.33	95.47	4.53	0.03
Ordinary resolution number 5 – General Authority for Directors to issue for cash, those ordinary shares which the Directors are authorised to allot and issue in terms of ordinary resolution number 4	693 628 418	77.33	95.00	5.00	0.03
Ordinary resolution number 6 – General authority to Directors and/or Company Secretary	693 628 058	77.33	99.80	0.20	0.03

Non-binding advisory vote number 7.1 – Remuneration Policy	692 742 461	77.23	73.58	26.42	0.12
Non-binding advisory vote number 7.2 – Implementation Report	693 603 614	77.33	74.30	25.70	0.03%
Special resolution number 1 – Remuneration of Non-executive Directors					
8.1 Chairman of the Board	693 618 336	77.33	98.73	1.27	0.03
8.2 Lead Independent Director	693 618 336	77.33	99.48	0.52	0.03
8.3 Non-executive Directors	693 618 336	77.33	99.68	0.32	0.03
8.4 Chairman of the Audit and Risk Committee	693 618 336	77.33	99.73	0.27	0.03
8.5 Members of the Audit and Risk Committee	693 618 336	77.33	99.73	0.27	0.03
8.6 Chairman of the Remuneration Committee	693 618 336	77.33	99.90	0.10	0.03
8.7 Members of the Remuneration Committee	693 618 336	77.33	99.73	0.27	0.03
8.8 Chairman of the Nomination Committee	693 618 336	77.33	99.89	0.11	0.03
8.9 Members of the Nomination Committee	693 618 336	77.33	99.90	0.10	0.03
8.10 Chairman of the Social and Ethics Committee	693 620 036	77.33	99.91	0.09	0.03
8.11 Members of the Social and Ethics Committee	693 620 036	77.33	99.91	0.09	0.03
8.12 Chairman of the Investment and Finance Committee	693 618 336	77.33	99.91	0.09	0.03
8.13 Members of the Investment and Finance Committee	693 618 336	77.33	99.91	0.09	0.03
Special resolution number 2 – General Authority to acquire the Company's own shares	693 381 982	77.30	99.43	0.57	0.05
Special resolution number 3 – General Authority to provide financial assistance to subsidiaries, related and inter-related entities	693 625 299	77.33	98.79	1.21	0.03

* Based on 540 763 819 ordinary shares (591 338 502 ordinary shares less 50 574 683 treasury shares) and 264 969 112 deferred shares (305 621 601 deferred shares less 40 652 489 deferred shares which are currently restricted from voting) in issue at the date of the AGM.

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

Based on the above voting results, all resolutions were passed by the requisite majority of Shoprite Holdings shareholders represented at the AGM, save for non-binding advisory vote numbers 7.1 and 7.2 relating to the Company remuneration policy and the Company implementation report respectively, which were voted against by more than 25% of the ordinary and combined votes exercised at the AGM.

INVITATION TO DISSENTING SHAREHOLDERS

Due to non-binding advisory vote numbers 7.1 and 7.2 relating to the remuneration policy and the implementation report, respectively, being voted against by more than 25% of the ordinary and combined votes exercised at the AGM, an invitation is extended to such dissenting shareholders to engage with the Company in terms of section 3.84(j) of the JSE Listings Requirements as follows:

1. dissenting shareholders are invited to forward their concerns/questions on the remuneration policy and implementation report in writing to the company secretary via email at: imgoliath@shoprite.co.za by no later than the close of business on Tuesday, 26 November 2024; and
2. following receipt of the above responses from the dissenting shareholders, appropriate engagements will be scheduled with such shareholders at a suitable date and time.

Cape Town
12 November 2024

Sponsor

Nedbank Corporate and Investment Banking, a division of Nedbank Limited