

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 GENERAL MEETING AND ANNUAL GENERAL MEETING CHANGE TO THE BOARD OF DIRECTORS

1. Results of General Meeting and Annual General Meeting

Shareholders are advised that the voting results for the general meeting ("GM") of Shoprite Holdings ordinary shareholders and the annual general meeting ("AGM") of Shoprite Holdings shareholders held at the registered offices of the Company on 30 October 2017 were as follows:

Results of GM

Resolution	Number of shares voted	Percentage of shares in issue* %	In favour of** %	Against** %	Abstained*** %
Special resolution number 1: Conversion of Par Value Shares	410 669 677	73.87	94.62	5.38	0.02
Ordinary resolution number 1: Signature of Documents and Authority	410 669 139	73.87	94.62	5.38	0.02

* Based on 555 901 930 ordinary shares as follows:

- 591 338 502 ordinary shares;
 - less 35 436 572 treasury shares
- in issue at the date of the GM.

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

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

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

Results of AGM

Resolution	Number of shares voted	Percentage of shares in issue* %	In favour of** %	Against** %	Abstained*** %
Ordinary resolution number 1 Approval of Annual Financial Statements	754 268 992	87.55	100.00	0.00	0.09
Ordinary resolution number 2 Re-appointment of Auditors	754 589 561	87.59	99.81	0.19	0.05
Ordinary resolution number 3 Re-election of Dr CH Wiese	754 589 511	87.59	95.39	4.61	0.05
Ordinary resolution number 4 Re-election of Mr EC Kieswetter	754 589 443	87.59	96.21	3.79	0.05
Ordinary resolution number 5 Re-election of Mr JA Louw	754 540 011	87.58	86.28	13.72	0.06
Ordinary resolution number 6 Re-election of Mr CG Goosen	754 590 011	87.59	97.85	2.15	0.05
Ordinary resolution number 7 Appointment of Mr JF Basson as Chairperson and Member of the Shoprite Holdings Audit and Risk Committee	754 588 665	87.59	91.43	8.57	0.05
Ordinary resolution number 8	754 538 665	87.58	86.60	13.40	0.06

Resolution	Number of shares voted	Percentage of shares in issue* %	In favour of** %	Against** %	Abstained*** %
Appointment of Mr JA Louw as Member of the Shoprite Holdings Audit and Risk Committee					
Ordinary resolution number 9 Appointment of Mr JJ Fouché as Member of the Shoprite Holdings Audit and Risk Committee	754 588 665	87.59	86.06	13.94	0.05
Ordinary resolution number 10 Appointment of Mr JA Rock as Member of the Shoprite Holdings Audit and Risk Committee	754 588 665	87.59	99.54	0.46	0.05
Ordinary resolution number 11 General Authority over Unissued Ordinary Shares	754 588 165	87.59	96.67	3.33	0.05
Ordinary resolution number 12 General Authority to Issue Shares for Cash	754 588 165	87.59	95.97	4.03	0.05
Ordinary resolution number 13 General Authority to Directors and/or Company Secretary	754 588 365	87.59	97.61	2.39	0.05
Ordinary resolution number 14.1 Non-binding Advisory Vote on the Remuneration Policy of Shoprite Holdings	754 585 376	87.59	70.11	29.89	0.05
Ordinary resolution number 14.2 Non-binding Advisory Vote on the Implementation of the Remuneration Policy	754 587 194	87.59	71.42	28.58	0.05
Special resolution number 1 Remuneration Payable to Non-executive Directors	754 585 323	87.59	99.11	0.89	0.05
Special resolution number 2 Financial Assistance to Subsidiaries, Related and Inter-related Entities	754 587 176	87.59	99.20	0.80	0.05
Special resolution number 3 Financial Assistance for Subscription of Securities	754 587 903	87.59	98.52	1.48	0.05
Special resolution number 4 General Authority to Repurchase Shares	754 414 068	87.57	99.33	0.67	0.07
Special resolution number 5 Conversion of Par Value Shares	754 587 547	87.59	97.54	2.46	0.05
Special resolution number 6 Increase in Authorised Share Capital	754 524 547	87.58	94.43	5.57	0.06

* Based on 861 523 531 shares as follows:

- 305 621 601 deferred shares;
 - 591 338 502 ordinary shares;
 - less 35 436 572 treasury shares
- in issue at the date of the AGM.

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

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

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

Shareholders are further advised that due to Ordinary resolutions number 14.1 and 14.2 relating to the non-binding advisory votes on the remuneration policy and the implementation of the remuneration policy were voted against by more than 25% of Shoprite Holdings shareholders present in person or represented by proxy at the AGM, an invitation will be extended to such dissenting shareholders to engage

with the Company. The manner and timing of such engagement has not as yet been finalised and Shoprite Holdings will issue a further announcement shortly including such details.

2. Change to the board of directors

In accordance with section 3.59 of the JSE Limited Listings Requirements, shareholders are advised that Dr JW Basson has retired as a vice chairman and non-executive director of Shoprite Holdings with immediate effect.

Cape Town
30 October 2017

Sponsor
Nedbank Corporate and Investment Banking