

# PEPKOR HOLDINGS LIMITED - Results Of The Annual General Meeting

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Pepkor Holdings Limited  
 (Previously Steinhoff Africa Retail Limited)  
 (Incorporated in the Republic of South Africa)  
 (Registration number: 2017/221869/06)  
 Share Code: PPH  
 ISIN: ZAE000259479  
 ("Pepkor" or "the Company")

## RESULTS OF THE ANNUAL GENERAL MEETING

Shareholders are hereby advised that at the annual general meeting of the Company held at 09:00 today, Monday, 11 March 2019 at the AfriGrande Boardroom, PEP Campus Entrance 4, Radnor Street, Parow Industria ("AGM"), all of the resolutions were passed by the requisite majorities of the Company's shareholders.

Details of the results of the voting at the AGM are as follows:

resolution	Votes for resolution as a percentage of total number of shares voted at AGM	Votes against as a percentage of total number of shares voted at AGM	Number of shares voted at AGM as a percentage of shares in issue	Number of shares abstained as a percentage of shares in issue
Resolutions proposed at the AGM				
Ordinary resolution number 1: Appointment of auditor	96.26%	3.74%	3,237,525,492 93.84%	0.11%
Ordinary resolution number 2: Re-election of JB Cilliers as a director who retires by rotation	99.01%	0.99%	3,200,961,852 92.78%	1.17%
Ordinary resolution number 3: Re-election of LJ du Preez as a	97.12%	2.88%	3,200,961,852 92.78%	1.17%

director who retires  
by rotation

Ordinary resolution number 4: Re-election of JD Wiese as a director who retires by rotation	89.04%	10.96%	3,241,272,018	93.95%	0.00%
Ordinary resolution number 5: Ratification of appointment of F Petersen-Cook as a director of the Company	100%	0.00%	3,240,738,352	93.93%	0.02%
Ordinary resolution number 6: Ratification of appointment of PJ Dieperink as a director of the Company	96.52%	3.48%	3,236,924,990	93.82%	0.13%
Ordinary resolution number 7: Ratification of appointment of MJ Harris as a director of the Company	99.97%	0.03%	3,241,266,718	93.95%	0.00%
Ordinary resolution number 8: Ratification of appointment of W Luhabe as a director of the Company	100%	0.00%	3,241,266,718	93.95%	0.00%
Ordinary resolution number 9: Re-appointment of JB Cilliers as a member of the audit and risk committee of the Company	97.91%	2.09%	3,238,617,374	93.87%	0.08%

Ordinary resolution number 10: Appointment of F Petersen-Cook as a member of the audit and risk committee of the Company	100%	0.00%	3,241,266,718	93.95%	0.00%
Ordinary resolution number 11: Re-appointment of SH Müller as a member of the audit and risk committee of the Company	98.03%	1.97%	3,241,266,718	93.95%	0.00%
Ordinary resolution number 12: Non-binding endorsement of the Company's remuneration policy	98.16%	1.84%	3,239,739,954	93.91%	0.05%
Ordinary resolution number 13: Non-binding endorsement of the Company's implementation report on the remuneration policy	94.07%	5.93%	3,198,614,872	92.71%	1.24%
Ordinary resolution number 14: General authority to issue shares for cash	94.51%	5.49%	3,241,229,718	93.95%	0.00%
Special resolution number 1: Approval of fees payable to non-executive directors					
8.1 Board chairman	99.17%	0.83%	3,241,236,418	93.95%	0.00%
8.2 Lead	99.29%	0.71%	3,241,236,316	93.95%	0.00%

independent					
8.3 Board member	99.31%	0.69%	3,240,708,052	93.93%	0.02%
8.4 Audit and risk committee chairman	99.31%	0.69%	3,241,236,418	93.95%	0.00%
8.5 Audit and risk committee member	99.31%	0.69%	3,241,199,418	93.95%	0.01%
8.6 Human resources and remuneration committee chairman	99.31%	0.69%	3,240,708,052	93.93%	0.02%
8.7 Human resources and remuneration committee member	99.31%	0.69%	3,240,745,052	93.93%	0.02%
8.8 Nomination committee chairman	99.29%	0.71%	3,241,236,418	93.95%	0.00%
8.9 Nomination committee member	99.29%	0.71%	3,241,236,418	93.95%	0.00%
8.10 Social and ethics committee chairman	99.31%	0.69%	3,241,236,418	93.95%	0.00%
8.11 Social and ethics committee member	99.31%	0.69%	3,241,236,418	93.95%	0.00%
8.12 Special meetings rate per hour	99.28%	0.72%	3,240,708,052	93.93%	0.02%
Special resolution number 2: General authority to provide financial assistance	98.12%	1.88%	3,241,268,808	93.95%	0.00%

Note:

Total number of shares in issue as at the date of the AGM was 3,450,000,000.

Parow  
11 March 2019

Sponsor  
PSG Capital

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