



Form of proxy



Shoprite Holdings Ltd

Shoprite Holdings Ltd
(Incorporated in the Republic of South Africa)
(Registration number 1936/007721/06)
JSE share code: SHP
NSX share code: SRH
LUSE share code: SHOPRITE
ISIN: ZAE00012084
("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 by way of electronic participation only at 9.15 am (South African time) on Monday, 16 November 2020 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 9.15 am on Monday, 16 November 2020, and at any adjournment thereof.

	Number of shares*		
	In favour of	Against	Abstain
Ordinary resolution number 1 – Approval of annual financial statements	X		
Ordinary resolution number 2 – Re-appointment of auditors		X	
Ordinary resolution number 3 – Re-election of Ms W Lucas-Bull		X	
Ordinary resolution number 4 – Re-election of Dr ATM Mokgokong		X	
Ordinary resolution number 5 – Re-election of Mr JF Basson	X		
Ordinary resolution number 6 – Re-election of Mr JA Rock		X	
Ordinary resolution number 7 – Appointment of Mr JF Basson as Chairperson and member of the Shoprite Holdings Audit and Risk Committee		X	
Ordinary resolution number 8 – Appointment of Ms AM le Roux as member of the Shoprite Holdings Audit and Risk Committee		X	
Ordinary resolution number 9 – Appointment of Mr JA Rock as member of the Shoprite Holdings Audit and Risk Committee		X	
Ordinary resolution number 10 – General authority over unissued ordinary shares	X		
Ordinary resolution number 11 – General authority to issue shares for cash		X	
Ordinary resolution number 12 – General authority to Directors and/or Company Secretary	X		
Ordinary resolution number 13 – Non-binding advisory vote on the:			
13.1 Remuneration policy of Shoprite Holdings; and		X	
13.2 Implementation of the remuneration policy		X	
Special resolution number 1 – Remuneration payable to Non-executive Directors:			
a) Remuneration payable to Chairperson of the Board	X		
b) Remuneration payable to Lead Independent Director		X	
c) Remuneration payable to Non-executive Directors			
d) Remuneration payable to Chairperson of the Audit and Risk Committee	X		
e) Remuneration payable to members of the Audit and Risk Committee	X		
f) Remuneration Payable to Chairperson of the Remuneration Committee		X	
g) Remuneration payable to members of the Remuneration Committee			
h) Remuneration payable to Chairperson of the Nomination Committee	X		
i) Remuneration payable to members of the Nomination Committee	X		
j) Remuneration payable to Chairperson of the Social and Ethics Committee	X		
k) Remuneration payable to members of the Social and Ethics Committee	X		
Special resolution number 2 – Financial assistance to subsidiaries, related and inter-related entities	X		
Special resolution number 3 – General authority to repurchase shares	X		
Special resolution number 4 – Approval of amendment to sub-clauses of clause 33 of the Memorandum of Incorporation of the Company		X	

* 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) _____ 2020

Shareholder's signature

Please read the notes and instructions overleaf.

Form of proxy (continued)

Shoprite Holdings Ltd

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 to mark 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.