

Shoprite Holdings Limited

(Incorporated in the Republic of South Africa)
(Registration number 1936/007721/06)
ISIN no: ZAE 000012084
JSE share code: SHP
NSX share code: SRH
LUSE share code: SHOPRITE
("Shoprite Holdings" or "the Company")

Shoprite Holdings 5% cumulative preference shares ("SHP2")

JSE Share Code: SHP2
ISIN no: ZAE000006680

Shoprite Holdings second 5% cumulative preference shares (SHP3")

JSE Share Code: SHP3
ISIN no: ZAE000006698

Shoprite Holdings third 5% cumulative preference shares ("SHP4")

JSE Share Code: SHP4
ISIN no: ZAE000006706

Shoprite Holdings 6% cumulative preference shares ("SHP1")

JSE Share Code: SHP1
ISIN no: ZAE000006672

**NOTICE OF GENERAL MEETINGS, AMENDMENT OF THE COMPANY'S
MEMORANDUM OF INCORPORATION ("MOI") AND REDEMPTION OF PREFERENCE
SHARES**

1. INTRODUCTION

The Board of Directors of Shoprite Holdings has resolved to propose amendments to the Company's MOI in order to convert the Shoprite preference shares currently in issue and listed on the JSE Limited's Main Board, being SHP1, SHP2, SHP3 and SHP4("Preference Shares"), into cumulative redeemable preference shares.

Shoprite Holdings is providing for the compulsory redemption of the Preference Shares at a price of R2.00 (two Rand) per Preference Share on 17 November 2014 (the "Redemptions").

2. GENERAL MEETINGS

The JSE has approved the terms of the amendments to the MOI. The MOI will only be amended after the adoption of the special resolutions to be voted on at the following general meetings:

1. the Company's Annual General Meeting to be held at the Company's registered office, corner William Dabs and Old Paarl Roads, Brackenfell, South Africa ("Registered Office") on Monday, 27 October 2014 at 09:30 (South African time);
2. the Special General Meeting of SHP2 Shareholders to be held at the Company's Registered Office, on Monday, 27 October at 08:30 (South African time);
3. the Special General Meeting of SHP3 Shareholders to be held at the Company's Registered Office, on Monday, 27 October at 08:45 (South African time);
4. the Special General Meeting of SHP4 Shareholders to be held at the Company's Registered Office, on Monday, 27 October at 09:00 (South African time); and
5. the Special General Meeting of SHP1 Shareholders to be held at the Company's Registered Office, on Monday, 27 October at 09:15 (South African time).

(collectively referred to as the "General Meetings")

The notices to the above mentioned general meetings are contained in the Company's Integrated Annual Report which was made available to Shoprite Holdings shareholders today, 29 September 2014.

Due to the ongoing postal strike, delays may be experienced in the receipt of the Integrated Annual Report. Shareholders can contact Mr Pieter du Preez at 0219804279 to request an electronic version of the Integrated Annual Report. In addition, the Integrated Annual Report is also available on the Company's website, www.shopriteholdings.co.za.

3. SALIENT DATES OF THE REDEMPTIONS

	2014
Record Date to determine which shareholders are entitled to receive the Integrated Annual Report and notice of General Meetings	Friday, 19 September

Notice of General Meetings released on SENS on	Monday, 29 September
Integrated Annual Report and notice of General Meetings made available to shareholders on	Monday, 29 September
Last date to trade in Preference Shares in order to be recorded in the register to vote at the General Meetings on	Friday, 10 October
Voting record date by close of trading on	Friday, 17 October
Last date to lodge proxy forms in respect of the Special General Meeting to be held for SHP2 by 8:30 on	Friday, 24 October
Last date to lodge proxy forms in respect of the Special General Meeting to be held for SHP3 by 8:45 on	Friday, 24 October
Last date to lodge proxy forms in respect of the Special General Meeting to be held for SHP4 by 9:00 on	Friday, 24 October
Last date to lodge proxy forms in respect of the Special General Meeting to be held for SHP1 by 9:15 on	Friday, 24 October
Last date to lodge proxy forms in respect of the Annual General Meeting of ordinary shareholders by 9:30 on	Friday, 24 October
Special General Meeting of SHP2 Shareholders to be held at 8:30 on	Monday, 27 October
Special General Meeting of SHP3 Shareholders to be held at 8:45 on	Monday, 27 October
Special General Meeting of SHP4 Shareholders to be held at 9:00 on	Monday, 27 October
Special General Meeting of SHP1 Shareholders to be held at 9:15 on	Monday, 27 October
Annual General Meeting of ordinary shareholders to be held at 9:30 on	Monday, 27 October
Results of General Meetings released on SENS on	Monday, 27 October
Filing of special resolutions relating to the amendments to the Memorandum of Incorporation with Companies and Intellectual Property Commission ("CIPC") on or about	Monday, 27 October
Finalisation announcement relating to the Redemptions released on SENS on	Monday, 27 October
Finalisation announcement relating to the Redemptions published in the press on	Tuesday, 28 October
If CIPC acceptance of the special	

resolutions has taken place by 30 October 2014, then the following dates will apply:	
Last date to trade in the Preference Shares to be eligible for the Redemptions on	Friday, 7 November
Suspension of Preference Shares on the JSE trading system on	Monday, 10 November
Record date to determine the shareholders whose Preference Shares will be subject to the Redemptions on	Friday, 14 November
Redemptions of the Preference Shares on	Monday, 17 November
Payment of cash for the Redemptions of the Preference Shares on	Monday, 17 November
Termination of Preference Shares on the JSE trading system at commencement of traded on	Tuesday, 18 November

Notes:

1. The specified dates and times are subject to change. Any changes will be released on SENS and published in the press.
2. Shareholders may not dematerialise or rematerialise their Preference Shares after Friday, 7 November 2014.

Cape Town
29 September 2014

Transactional Sponsor and Corporate Advisor
Bravura Capital (Pty) Ltd