

2026

Notice of Annual General Meeting

30 March 2025 - 28 March 2026

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CHAPTER 08

HOW YOU VOTE

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TERMINOLOGY

The following abbreviations are used in this notice

ACC	Audit and Compliance Committee
act	the Companies Act (71 of 2008), as amended
AGM	annual general meeting
board	the board of directors of the company
company	Mr Price Group Limited
CSDP	central securities depository participant
ESG	environmental, social and governance
group	Mr Price Group Limited and its consolidated entities
HEPS	headline earnings per share
King IV™	King IV™ Report on Corporate Governance for South Africa 2016
KPIs	key performance indicators
listings requirements	the Listings Requirements of the JSE Limited
LID	lead independent director
LTIs	long-term incentives
MOI	the Memorandum of Incorporation of the company
MSR	minimum shareholding requirements
NED	non-executive director
NKD group	Pegasus Group Holding GmbH, incorporated in Germany, and its direct and indirect subsidiary companies
notice	notice of AGM
Remnomco	Remuneration and Nominations Committee
Remuneration report ▶	the remuneration report as contained in the Remnomco report on pages 181 - 226 of the reporting suite
reporting suite	the 2026 integrated reporting suite of the company
RITC	Risk and IT Committee
ROCE	return on capital employed
RONW	return on net worth
SETS	Social, Ethics, Transformation and Sustainability Committee
STIs	short-term incentives

IMPORTANT DATES

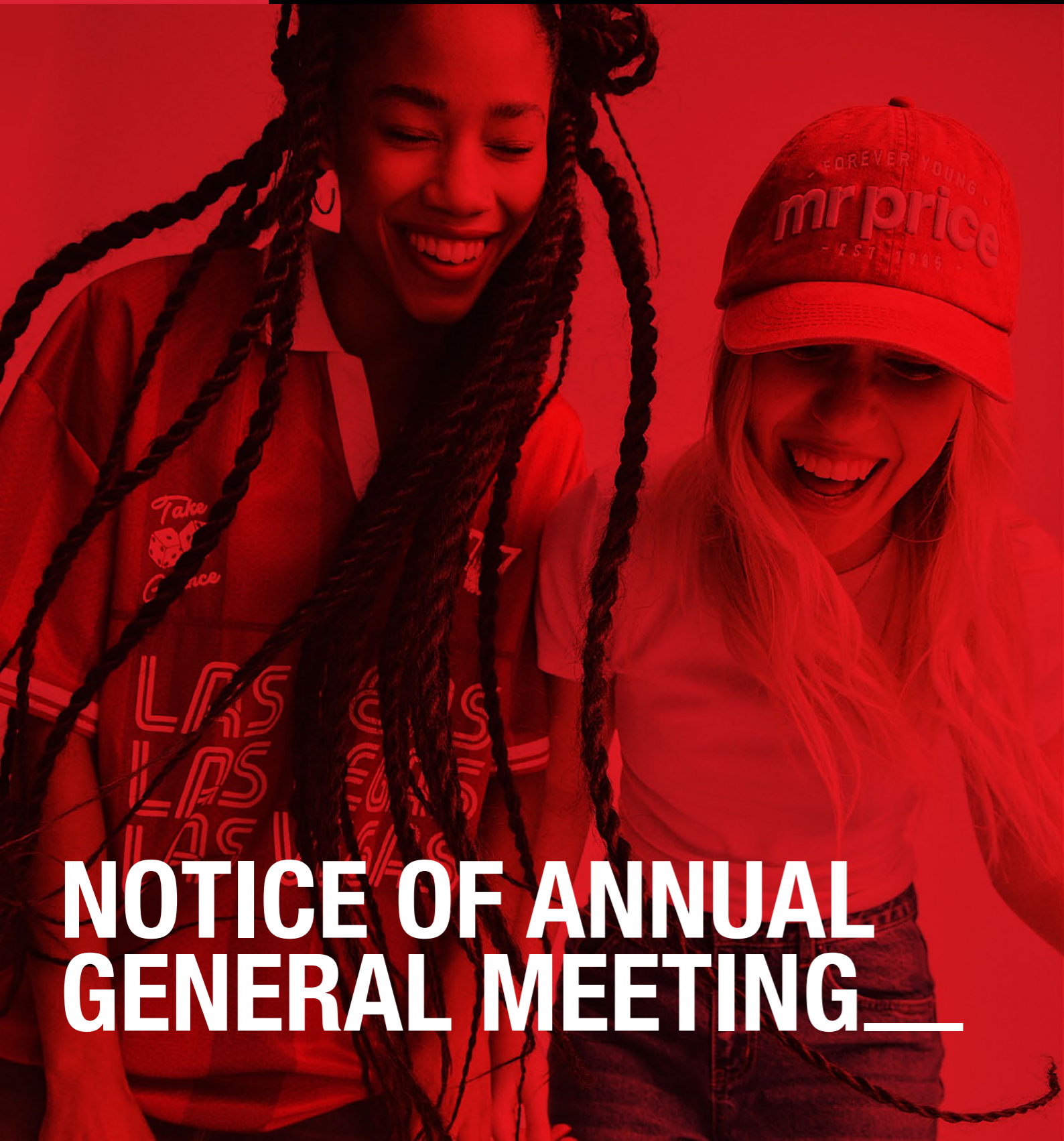
EVENT

2026

Record date to determine which shareholders are entitled to receive notice of the AGM
 Publication of the notice of AGM on the company website and posted on
 Last day to trade in order to be eligible to attend and vote at the AGM
 Record date to determine which shareholders are entitled to attend and vote at the AGM
 Deadline for lodging forms of proxy for the AGM at 14h30 (for administrative purposes) on
 AGM at 14h30 on
 Results of AGM released on SENS at 07h05 on

Friday, 19 June
Friday, 26 June
Tuesday, 18 August
Friday, 21 August
Friday, 28 August
Tuesday, 1 September
Wednesday, 2 September





NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 93rd annual general meeting of shareholders will be held in the executive boardroom of the company, Upper Level, North Concourse, 65 Masabalala Yengwa Avenue, Durban on Tuesday, 1 September 2026 at 14h30. Shareholders may participate (but not vote) in the meeting by way of electronic participation.

The following business will be conducted, and resolutions proposed, considered and, if deemed fit, passed with or without modification. Abbreviations used are contained on [page 3](#) of this notice.

ORDINARY RESOLUTIONS

1. Ordinary resolution 1 - Adoption of the annual financial statements

“Resolved that the annual financial statements for the year ended 28 March 2026, incorporating the reports of the directors and the ACC, having been considered, be and is hereby adopted.”

The [Annual financial statements](#) are contained in the reporting suite. The ACC chair will be available at the AGM to answer questions relating to the committee’s statutory obligations in terms of the act.

2. Ordinary resolutions 2.1, 2.2 and 2.3 - Re-election of directors retiring by rotation

“Resolved, each by way of a separate vote, that the following non-executive directors who retire by rotation in terms of the MOI, but being eligible offer themselves for re-election, be and are hereby re-elected:

- 2.1 Neill Abrams;
- 2.2 Jane Canny; and
- 2.3 Lucia Swartz.”

Brief profiles of the abovementioned directors nominated for re-election are set out in the appendix on [pages 13 and 14](#).

BOARD STATEMENT OF SUPPORT

As recommended by Remnomco and having considered the capacity of the retiring directors, Neill Abrams, Jane Canny and Lucia Swartz, based on their other directorships and commitments, the board fully support their re-election as non-executive directors. Fit and proper assessments were conducted as required per the listings requirements and based on the guidance issued by the Institute of Directors South Africa, taking into account (i) legal eligibility and integrity, (ii) financial soundness, (iii) reputation and conduct, and (iv) authenticity of qualifications and professional standing. The board is satisfied with the outcomes of the assessments.

3. Ordinary resolution 3 - Re-election of independent auditor

“Resolved that, as approved by the ACC and recommended to shareholders, Deloitte & Touche be and are hereby re-elected as the independent registered auditor of the company, and that Camilla Howard-Browne be and is hereby re-appointed as the designated registered auditor, to hold office for the ensuing financial year.”

ACC SUITABILITY ASSESSMENT

As part of the suitability assessment conducted, the ACC considered the relevant documents submitted by Deloitte & Touche and the designated audit partner, Camilla Howard-Browne. Based on this assessment, the ACC recommends to the board and shareholders that Deloitte & Touche be re-appointed as the external auditors and Camilla Howard-Browne as the designated auditor for FY2027.

4. Ordinary resolutions 4.1 to 4.3 - Election of members of the ACC

“Resolved that the following independent non-executive directors be and are hereby elected, each by way of a separate vote, as members of the ACC of the company with effect from 1 September 2026 until the conclusion of the next AGM of the company:

- 4.1 Harish Ramsumer (Chair);
- 4.2 Mark Bowman; and
- 4.3 Refilwe Nkabinde.”

Brief profiles of these nominated directors are set out in the appendix on [page 15 and 16](#).

Details of the ACC’s activities can be found on [pages 7 - 9](#) of the [Annual financial statements](#), and details of meeting attendance are on [pages 169 - 170](#) of the [Governance report](#).

5. Ordinary resolutions 5.1 to 5.3 - Election of members of the SETS committee

“Resolved that the following directors be and are hereby elected, each by way of a separate vote and subject to the passing of ordinary resolutions 2.2 and 2.3, as members of the SETS of the company with effect from 1 September 2026 until the conclusion of the next AGM of the company:

- 5.1 Lucia Swartz (Chair);
- 5.2 Jane Canny; and
- 5.3 Mark Blair.”

Brief profiles of these nominated directors are set out in the appendix on [page 17](#).

Details of the SETS activities can be found on [pages 15 - 17](#) of the [Together We Do Good report](#), and details of meeting attendance are on [pages 169 - 170](#) of the [Governance report](#).

6. Ordinary resolution 6 - Adoption of the SETS committee report

“Resolved that the SETS report as set out in the reporting suite be and is hereby adopted.”

The SETS report can be found on [pages 15 and 17](#) of the [Together We Do Good report](#) of the reporting suite, with further details of matters within the purview of the committee contained in the [Together We Do Good report](#). The SETS chair will be available at the AGM to answer questions relating to the committee’s statutory obligations.

7. Ordinary resolution 7 - Signature of documents

“Resolved that any one director or the secretary of the company be and is hereby authorised to do all such things, sign all documents and take all such action as they consider necessary to implement the resolutions set out in the notice.”

8. Ordinary resolution 8 - General but restricted authority to issue shares for cash

“Resolved that the directors of the company be and are hereby authorised by way of a general authority, to issue all or any of the authorised but unissued shares in the capital of the company for cash, as and when they in their discretion deem fit, subject to the act, the MOI, the listings requirements, when applicable, and the following limitations, namely that -

- a. the equity securities which are the subject of the issue for cash must be of a class already in issue, or where this is not the case, must be limited to such securities or rights that are convertible into a class already in issue;
- b. any such issue will only be made to “public shareholders” as defined in the listings requirements and, subject to i. below, not to “related parties” as defined in the listings requirements in respect of securities which are the subject of the general issue of shares for cash, to a maximum of 5% of the shares in issue (excluding treasury shares) as at the date of this notice (5% equates to 13,117,413 ordinary shares), provided that -
 - i. any equity securities issued under this authority during the period must be deducted from the number above;
 - ii. in the event of a sub-division or consolidation of issued equity securities during the period contemplated above, the existing authority must be adjusted accordingly to represent the same allocation ratio;
 - iii. the calculation of the listed equity securities is a factual assessment of the listed securities as at the date of this notice, excluding treasury shares;
- c. this authority is valid until the company’s next AGM, provided that it shall not extend beyond 15 months from the date that this authority is given;
- d. any such general issues are subject to exchange control regulations and approval at that point in time;
- e. an announcement giving full details will be published at the time of any issue representing, on a cumulative basis within the period of this authority, 5% or more of the number of shares in issue (excluding treasury shares) prior to the issue, in accordance with paragraph 7.39 of the listings requirements;
- f. in determining the price at which an issue of shares may be made in terms of this authority, the maximum discount permitted will be 5% of the weighted average traded price on the JSE of those shares over the 30 business days prior to the date that the price of the issue is agreed between the issuer and the party subscribing for the securities. The JSE should be consulted for a ruling if the applicant’s securities have not traded in such 30-business-day period;
- g. approval of the general issue for cash resolution achieving 50% majority of the votes cast in favour of such resolution by all equity securities present or represented by proxy at the AGM convened to approve such resolution;
- h. the cumulative issue/s of shares in terms of this ordinary resolution 8 and ordinary resolution 9 (general issue of shares NOT for cash) shall not exceed 5% of the shares in issue (excluding treasury shares) as at the date of this notice (5% equates to 13,117,413 ordinary shares); and
- i. related parties may participate in a general issue of shares for cash through a bookbuild process. Related parties may only participate with a maximum bid price at which they are prepared to take-up shares or at book close price. In the event of a maximum bid price and the book closes at a higher price, the relevant related party will be “out of the book” and not be allocated shares. Equity securities must be allocated equitably “in the book” through the bookbuild process and the measures to be applied must be disclosed in the SENS announcement launching the bookbuild.”

STATEMENT OF THE BOARD’S INTENTION

The directors of the company have no specific intention at the time of this notice to give effect to the provisions of this ordinary resolution but will continually review the company’s position. The authority will allow the board, from time to time and when appropriate, to issue ordinary shares as may be required, inter alia, so as to ensure the group maintains its historical financial strength and has the financial flexibility to achieve its vision to be the most valuable retailer in Africa. In addition, shares may be issued when the board deems it prudent with the extent of structural reliance in South Africa to have this option available to raise funds in an extreme case. With focus on evolving the South African business and the delivery of the NKD group business case, and as communicated to shareholders, the company will not use this authority for further merger and acquisition activity or entry into a new market.

9. Ordinary resolution 9 - Control of unissued shares (excluding issues for cash)

“Resolved that the authorised but unissued ordinary shares of the company be placed under the control of the directors until the next AGM, subject to a maximum of 5% of the shares in issue as at the date of this notice (excluding treasury shares) (5% equates to 13,117,413 ordinary shares), to be allotted, issued and otherwise disposed of on such terms and conditions and at such time/s as the directors may from time to time in their discretion deem fit; subject to the provisions of the MOI, the act and excluding an issue of shares for cash as contemplated in the listings requirements.”

STATEMENT OF BOARD’S INTENTION

This resolution is for purposes other than the issuing of shares for the approved share schemes, and corporate actions which are subject to the listings requirements. The directors of the company will continue to assess if and when it would be opportune to give effect to the provisions of this ordinary resolution.

10. Ordinary resolution 10 - General authority to repurchase shares

“Resolved that the board be and is hereby authorised, by way of a renewable general authority, to approve the repurchase from time to time by the company of its own issued ordinary shares, or approve the purchase of ordinary shares in the company by any subsidiary of the company, upon such terms and conditions and in such amounts as the directors of the company may from time to time determine, but always subject to the provisions of the act, the MOI and the listings requirements, when applicable, and any other relevant authority, provided that:

- a. a resolution has been passed by the board confirming that it has authorised the general repurchase, that the company and its subsidiaries passed the solvency and liquidity test as set out in section 4 of the act, and that since the application of such test, there have been no material changes to the financial position of the group;
- b. the authority hereby granted shall be valid only until the next AGM or for 15 months from the date of this special resolution, whichever period is the shorter;
- c. the general repurchase of shares will be effected through the order book operated by the JSE trading system and done without any prior understanding or arrangement between the company and the counter party (reported trades are prohibited);
- d. repurchases may not be made at a price greater than 10% above the weighted average of the market value of the company’s shares over the five business days immediately preceding the date of the repurchase of such ordinary shares by the company. The JSE should be consulted for a ruling if the company’s securities have not traded in such five business-day period;
- e. the repurchase of ordinary shares in aggregate in any one financial year does not exceed 5% of the company’s issued ordinary share capital as at the beginning of that financial year (excluding treasury shares) (5% equates to 13, 117, 413 ordinary shares);
- f. the company or subsidiaries may not repurchase securities during a prohibited period as defined in the listings requirements unless they have in place a repurchase programme where the dates and quantities of the company’s securities to be traded during the relevant period are fixed (not subject to any variation) and full details of the programme have been submitted to the JSE in writing prior to the commencement of the prohibited period. The company must instruct an independent third party, which makes its investment decisions in relation to the company’s securities independently of, and uninfluenced by, the company, prior to the commencement of the prohibited period to execute the repurchase programme;
- g. when the company has cumulatively repurchased 3% of the initial number of the relevant class of securities, and for each 3% in aggregate of the initial number of that class acquired thereafter, an announcement in compliance with paragraph 7.90 of the listings requirements will be made;
- h. at any point in time, the company will only appoint one agent to effect any repurchase(s) on its behalf;
- i. any such general repurchases are subject to exchange control regulations and approval at that point in time.”

REASON AND EFFECT

The purpose of this resolution is to authorise the company and any of its subsidiaries, by way of general approval, to repurchase the company’s issued shares on the terms and conditions and in such amounts to be determined from time to time by the directors, subject to the limitations set out above.

STATEMENT OF BOARD’S INTENTION

The company acknowledges the view by some shareholders and institutional investors that a share buy-back will add value to shareholders. Share buy-backs will be considered as part of the company’s capital allocation framework and during times of extreme share price weakness, in the absence of which investment in growth is preferred. The directors of the company will continue to assess if and when it would be opportune to implement the provisions of this ordinary resolution, and will take into account prevailing circumstances, fiscal prudence and market conditions.

The listings requirements necessitate the following disclosures in terms of paragraph 7.91, which are provided in the **Annual financial statements**, as set out below:

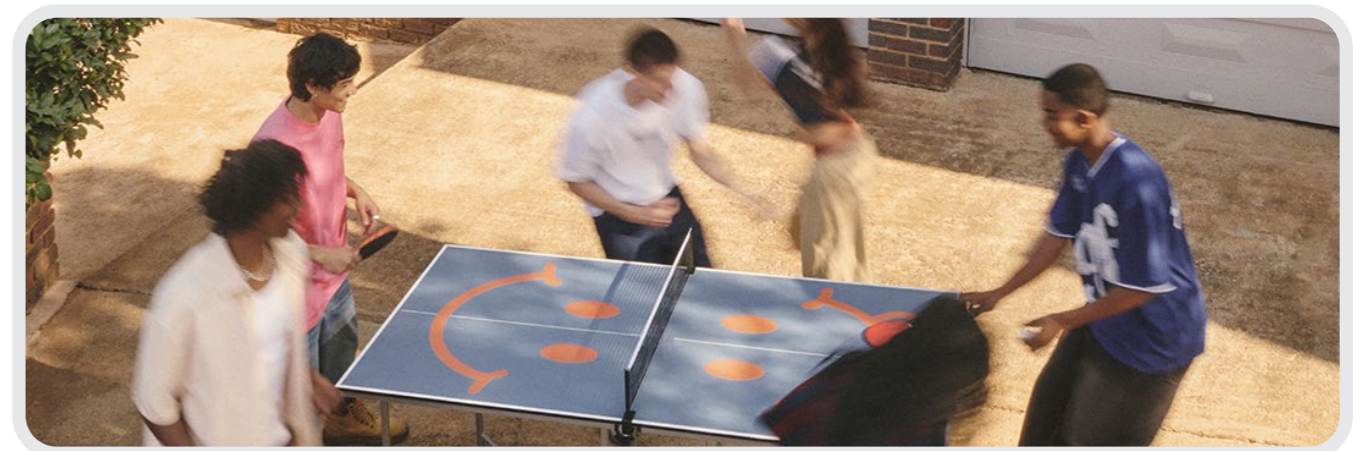
- Major shareholders of the company - **page 6**
- Share capital of the company - **page 88**

DIRECTORS’ RESPONSIBILITY STATEMENT

The directors collectively and individually accept full responsibility for the accuracy of the information pertaining to the abovementioned resolution and certify that to the best of their knowledge and belief there are no facts that have been omitted which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that the abovementioned resolution contains all information required by the listings requirements.

NO MATERIAL CHANGE

There have been no material changes in the financial or trading position of the company and the group since the date of signature of the audit report contained in the annual financial statements and the date of this notice.



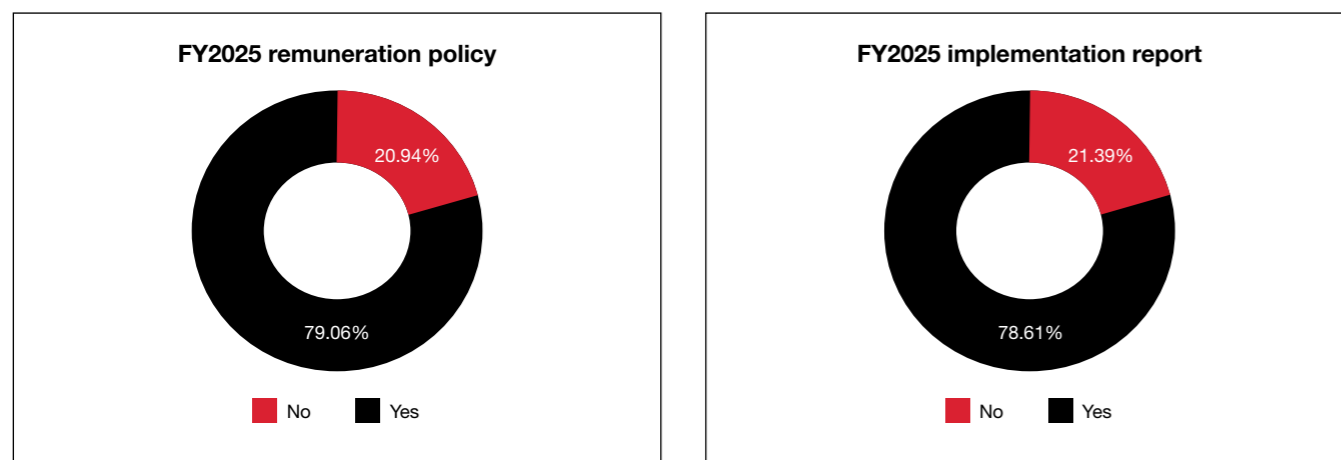
REMUNERATION RESOLUTIONS

The two ordinary resolutions on the company’s remuneration policy and remuneration report required to give effect to the newly implemented sections 30A and 30B of the act, are below.

The remuneration report that is the subject of ordinary resolution 12 is the company’s **Remuneration report** which is part of the reporting suite. The remuneration policy that is the subject of ordinary resolution 11 can be found on **pages 195 to 203** of the **Remuneration report**. Meaningful and ongoing engagement with stakeholders, particularly shareholders and the broader investment community, remains a priority for the group. Sustained value creation is supported by constructive relationships with its shareholders and their respective constituencies during pre-AGM engagement sessions and the group’s AGM. Feedback, and matters raised through engagement activities are formally tabled at committee meetings and are considered by the Remnomco when reviewing the remuneration policy and the disclosure of its implementation. Shareholders are granted the opportunity to engage with management throughout the year, with targeted engagements occurring ahead of the group’s AGM. This approach to transparent and frequent engagement remains well received, with relevant feedback and actions taken detailed in the section below.

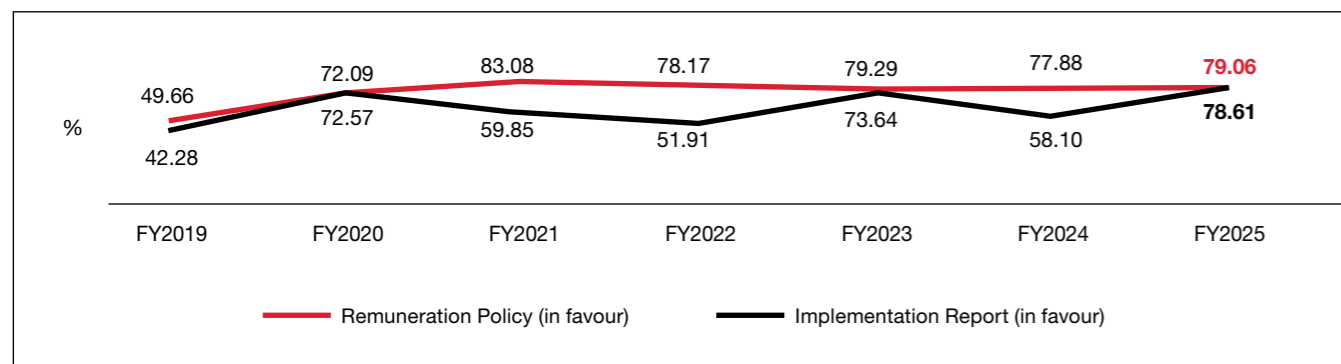
SHAREHOLDER VOTING

2025 voting outcomes



The remuneration policy continues to receive support above the required threshold of 75% non-binding advisory approval with an increase in voting support. The group is particularly pleased by the meaningful increase in shareholder support for the implementation of its remuneration policy in the FY2025 period of 78.61% (up from 58.1% in FY2024). Ordinary shareholder votes increased by 74% (up from ~42% in FY2024). This is a result of continued constructive engagements with shareholders and consistent improvement to and transparent implementation of our remuneration policy.

The non-binding advisory votes by shareholders for the past seven years are summarised below:



SHAREHOLDER FEEDBACK AND RESPONSE

STI:

The upward revision in the weighting of financial measures from 33% to 50% was well received by shareholders, with some shareholders advocating for higher financial weighting. Also, requests have been raised for enhanced disclosure on the performance conditions linked to the ‘Leadership’ measure within the group’s KPIs and measurement criteria.

Response: FY2027 financial weighting has been increased from 50% to 75%, with the non-financial weighting being 25% (made up of Strategic KPIs and Leadership). Retrospective disclosure in terms of FY2026 is included in the Implementation Report which are provided on **pages 210 -213** in the **Remuneration report**.

LTI:

- The replacement of RONW with ROCE has been well-received by shareholders. Concerns raised in the last reporting period were related to:
1. HEPS targets not appropriately aligned with the group’s medium-term targets, due to the likelihood of the HEPS outcomes being significantly higher than the targets; and
 2. FY2026 performance targets deemed not sufficiently stretched relative to previous years

Response: There has been an adjustment to the Financial weighting of LTI performance measures which will be 100% going forward, with no non-financial measures. The ESG measures will be included in the STI structure going forward. The LTI targets are approved annually before LTIs are issued and at that point, the committee considers historical performance as well as the group’s medium term targets, before approval. Further consideration will be tabled at the relevant committee meeting.

MSR:

Shareholders reacted positively to the adoption of an MSR policy for executives, effective 1 April 2025.

Response: Further to be noted that the committee has approved a change to the MSR requirement for the CEO (from 200% to 300%) and CFO (from 100% to 150%).

Pay Parity:

Shareholders have expressed that the group must disclose paygap information in future reporting.

Response: Aligned with the new Companies Act remuneration disclosure requirements, the group is making additional remuneration disclosures in the implementation report, over and above the single-figure reporting for executive directors (total remuneration received by each director of the company), as follows:

- total remuneration in respect of the employee with the highest total remuneration;
- total remuneration in respect of the employee with the lowest total remuneration;
- average total remuneration of all employees;
- median remuneration of all employees; and
- remuneration gap reflecting the ratio between the total remuneration of the top 5% highest paid employees and the total remuneration of the bottom 5% lowest paid employees

11. Ordinary resolution 11 - Approval of the remuneration policy

“Resolved that, the remuneration policy of the company, as contained in the **Remuneration report** on **pages 195 - 203** of the reporting suite, be and is hereby approved.”

12. Ordinary resolution 12 - Approval of the remuneration report

“Resolved that, the remuneration report of the company as contained in the **Remuneration report** which is part of the reporting suite, but excluding the remuneration policy on **pages 195 - 203**, which is subject to a separate vote in terms of ordinary resolution 11, be and is hereby approved.”



SPECIAL RESOLUTIONS

1. Special resolutions 1.1 to 1.10 – Remuneration of non-executive directors

“Resolved, as a special resolution, that the VAT exclusive annual remuneration of each non-executive director of the company, which reflects a 4.5% increase from the prior year, be approved each by way of a separate vote, with effect from 29 March 2026 as follows:

1.1 Independent non-executive chair of the board*	R2 473 748
1.2 Lead independent non-executive director of the board	R770 641
1.3 Non-executive directors	R525 491
1.4 Audit and Compliance Committee chair	R426 956
1.5 Audit and Compliance Committee members	R216 903
1.6 Remuneration and Nominations Committee chair	R274 128
1.7 Remuneration and Nominations Committee members	R136 585
1.8 Social, Ethics, Transformation and Sustainability Committee chair	R225 424
1.9 Social, Ethics, Transformation and Sustainability Committee members	R130 489
1.10 Risk and IT Committee members*	R163 094 ”

*The board chair, as the chair of the RITC, earns an “all-inclusive” fee and as such does not earn a separate RITC chair fee. With the retirement of Stewart Cohen in 2025, the fees for the Honorary chair have fallen away

Details pertaining to director appointment, fees and performance evaluations are as follows:

Component	Description
Fee structure	Fees are related to the skills, experience and time commitment to fulfil the respective duties and responsibilities of the board and committees. The group pays all-inclusive fixed NED fees (exclusive of VAT) and does not pay a base fee plus attendance fee per meeting. Attendance at meetings has been good and NEDs contribute as much outside of meetings as they contribute in formal meetings.
Other benefits or allowances	NEDs are reimbursed for travel-related costs incurred on official group business, and they receive discounts on purchases made in the group’s stores. No other benefits are received.
Policy	Fees are generally benchmarked to the median to offer market-related fees that attract and retain high calibre NEDs.
Approach to benchmarking	Fees are benchmarked once every three years to the median of an identified comparator group of companies, as selected for executive directors’ remuneration.
Performance evaluation	As recommended by King IV™, the performance evaluations are carried out by an independent assessor to evaluate performance of the board, the committees and individual directors. As part of our policy, the chairman may deduct a maximum of 20% of a NED’s annual fee in the event of non-performance, and specifically for meeting non-attendance.
Terms of appointment	NEDs do not have service contracts but receive letters of appointment, and shareholders vote for their appointment in the first AGM following their appointment. Further, as required by the listings requirements, each NED retires by rotation at least every three years at the AGM, and shareholders vote for NEDs who stand for re-appointment (as recommended by Remnomco).
Approval and payment of fees	Fees, exclusive of VAT, are proposed to Remnomco by management, per the group’s remuneration policy and based primarily on the benchmarking survey as well as other contributing factors. Fees are paid quarterly in advance.

Details of the board of directors and director classification can be found on [page 157](#) and [158](#) of the [Governance report](#) 📄. Further details on non-executive director remuneration are on [page 203](#) of the [Remuneration report](#) 📄.

REASON AND EFFECT

In order to effect payment of remuneration to non-executive directors for their services as such, the act requires shareholder approval by way of special resolution. This resolution grants the company the authority to pay the market-related and benchmarked remuneration detailed above.

2. Special resolution 2 - Financial assistance to related or inter-related company

“Resolved, as a special resolution, that the directors, in terms of a general authority and subject to the provision of section 45 of the act, be and are hereby authorised to provide financial assistance to any company or corporation which is wholly or majority owned, related or inter-related to the company.”

REASON AND EFFECT

The directors confirm that:

- As part of the normal conduct of business and consistent with past practice, the company provides financial assistance to its subsidiaries and other entities (as contemplated in the act), including the provision of working capital loans, stock, capital expenditure to support store investment and growth, subordination of loans, guaranteeing of subsidiary debt to reduce the cost of debt and the provision of other forms of security to third parties. It is necessary to obtain shareholder approval to ensure that subsidiaries and other entities (as contemplated in the act), have access to financing and financial backing from the company to appropriately structure the group’s working capital, operational and corporate finance requirements in the ordinary course of managing the group’s financial affairs;
- no loans or financial assistance will be granted to a director or prescribed officer (as defined in the act) of the company or its subsidiaries;
- and notification of financial assistance approved by the board in terms of this authority will be provided, as required by 45(5) of the act.

Due to the board being unable to foresee the exact amount of financial assistance that the company and/or its related or inter-related companies may be required to provide and the impracticality of obtaining approval each time the company and/ or its related or inter-related companies wish/es to provide financial assistance, the board seeks to obtain general shareholder approval to the extent required by the act to ensure the company can effectively manage its internal financial administration and funding arrangements.



3. To transact such other business as may be transacted at an AGM

VOTING AND PROXIES

Shareholders who have not dematerialised their shares or who have dematerialised their shares with 'own name' registration are entitled to attend and vote at the meeting and are entitled at any time to appoint a proxy or proxies to attend, speak and vote in their stead. The person so appointed need not be a shareholder. For administrative purposes only, proxy forms may be delivered to the company's transfer secretaries, Computershare Investor Services (Proprietary) Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196, South Africa, emailed to proxy@computershare.co.za or be posted to the transfer secretaries at Private Bag X9000, Saxonwold, 2132 to be received by 14h30 on Friday, 28 August 2026, being not less than 48 hours before the time fixed for the holding of the meeting (excluding Saturdays, Sundays and public holidays). Alternatively, proxy forms may be handed to the chairperson of the AGM prior to a proxy exercising a shareholder's rights. Proxy forms must only be completed by shareholders who have not dematerialised their shares or who have dematerialised their shares with 'own name' registration.

The directors of the company confirm, in accordance with section 58 of the act, that a proxy of a shareholder is entitled to participate in and speak and vote at the meeting provided that a copy of the instrument appointing the proxy is delivered to the company, or to any other person on behalf of the company, before the proxy exercises any rights of a shareholder at a shareholders' meeting.

Shareholders who have dematerialised their shares, other than those shareholders who have dematerialised their shares with 'own name' registration, should contact their CSDP or broker in the manner and time stipulated in their agreement:

- to furnish them with their voting instructions; and
- if they wish to attend the meeting, to obtain the necessary authority to do so.

Consistent with the provisions of the act and aligned with good corporate governance, all resolutions will be voted via a poll and not a show of hands. On a poll, every shareholder of the company holding an ordinary share has one vote for every ordinary share held in the company and every shareholder holding a B ordinary share has 12 votes per share for every B ordinary share held in the company.

Voting percentages required for the passing of resolutions:

- Ordinary resolutions 1 to 12: more than 50% of votes cast
- Special resolutions 1 to 2: at least 75% of votes cast

PARTICIPATION IN THE MEETING

The board of directors of the company has determined, in accordance with section 59 of the act, that the record date for the purpose of determining which shareholders of the company are entitled to (i) receive notice of the AGM is Friday, 19 June 2026 and (ii) attend, participate in and vote at the AGM is Friday, 21 August 2026. Only shareholders who are registered in the securities register of the company on Friday, 21 August 2026 will be entitled to participate in and vote at the AGM.

Accordingly, the last day to trade in order to be entitled to attend, participate in and vote at the AGM is Tuesday, 18 August 2026.

In compliance with the provisions of the act, shareholders may participate (but not vote) in the meeting by way of electronic participation. To obtain electronic participation details, shareholders or their proxies must contact the company secretary by email legal@mrpricegroup.com by no later than 14h30 on Friday, 28 August 2026. Shareholders will be liable for their own network charges in relation to electronic participation at the AGM.

Voting will not be possible via electronic participation and shareholders wishing to vote their shares will need to be represented at the meeting either in person, by proxy or by letter of representation, as provided for in this notice. Equity securities held by a company share trust or scheme will not have their votes at the AGM taken into account for the purposes of resolutions proposed in terms of the listings requirements. In addition, shares held as treasury shares in terms of the act may not vote on any resolutions.

Meeting participants (including proxies and electronic participants) are required to provide identification reasonably satisfactory to the company secretary before being entitled to attend or participate in a shareholders' meeting. Forms of identification include valid identity documents, drivers' licenses and passports.

Shareholders are encouraged to attend the AGM.

By order of the board

Janis Cheadle

Company Secretary

22 June 2026



APPENDIX: DIRECTORS' PROFILES

Ordinary resolution 2: Profiles of non-executive directors retiring by rotation and standing for re-election



Neill Abrams Independent, Non-executive Director

Age: 61 years **Appointed:** September 2023 (transitioned from alternate director to non-executive) August 2010 (alternate director)

Committee membership: RITC **Qualifications:** BA, LLB, LLM (Cambridge)


Other directorships: PGI Group Ltd (UK)

Key skills: Governance, human resources, international, leadership, retail, risk and assurance, strategy and innovation

Neill served as an executive director and group general counsel for UK-based Ocado Group plc for 25 years, the world's largest pure-play online grocery retailer and technology licensing business. Neill has strong experience in ecommerce, international retail, general legal and intellectual property matters as well as insurance, risk management, real estate and ESG.

Prior to Ocado, he was a barrister in practice at One Essex Court and an executive director and counsel at Goldman Sachs in London. Neill is admitted as a barrister in the UK, an attorney in New York and an advocate in South Africa.

A fit and proper assessment was conducted as required per the listings requirements and based on the guidance issued by the Institute of Directors South Africa, taking into account (i) legal eligibility and integrity, (ii) financial soundness, (iii) reputation and conduct, and (iv) authenticity of qualifications and professional standing was considered and the board is satisfied with the outcomes thereof. The board considered Neill's capacity based on his other directorships and commitments and is satisfied that he can and does diligently and independently fulfil his duties as NED. The board fully and unanimously supports Neill's re-election.



Lucia Swartz Independent, Non-executive Director

Age: 68 years **Appointed:** August 2020

Committee membership: SETS (Chair), Remnomco **Qualifications:** BA (Psychology and Geography), Diploma in Human Resources Management; Advanced Management Programme


Other directorships: Tiger Brands Ltd, Santam Ltd

Key skills: Governance, human resources, international, leadership, strategy and innovation, sustainability

Formerly, a senior human resource executive with international experience in both corporates and start-ups, Lucia has held positions at BP Southern Africa (Pty) Ltd, Seagram Spirits and Wine Group (New York, USA) and Sappi Limited. Recently, she was the vice president of People – Africa Zone at AB InBev Africa (Pty) Ltd (formally SABMiller Africa (Pty) Ltd). Lucia has also previously held board positions at various local and international companies including New Clicks Holdings Ltd, Sappi Southern Africa and SAB Ltd.

In addition to her formal qualifications, Lucia continues to enhance her skills specifically in ESG through participation in numerous ESG conferences including the Sanlam ESG Barometer, ESG Africa's unpacking of sustainability related disclosures, the Board's role in responsible business conduct, the visionary CEO guide to sustainability and McKinsey Consulting state of fashion.

A fit and proper assessment was conducted as required per the listings requirements and based on the guidance issued by the Institute of Directors South Africa, taking into account (i) legal eligibility and integrity, (ii) financial soundness, (iii) reputation and conduct, and (iv) authenticity of qualifications and professional standing was considered and the board is satisfied with the outcomes thereof. The board has considered Lucia's capacity based on her other directorships and commitments and is satisfied that she can and does diligently and independently fulfil her duties as NED. The board fully and unanimously supports Lucia's re-election.



Jane Canny Independent, Non-executive Director

Age: 69 years **Appointed:** March 2021

Committee membership: RITC, SETS **Qualifications:** FCG (CS, CPG, ACC), Fellow of Chartered Governance Institute of Southern Africa

Other directorships: Private companies

Key skills: Finance, financial services, governance, human capital, leadership, retail, risk and assurance, strategy and logistics, sustainability, technology

Jane is a former CEO and ICT executive with extensive experience in integrating strategy, business and IT across a wide range of sectors, particularly retail and financial services. She has deep experience in leading business turnarounds through commercial business modelling, rapid cost containment, customer retention and driving disruptive technology innovations.

Through her board roles and governance responsibilities, Jane has expanded her focus to include ethics and sustainability leadership. She actively engages with global sustainability discourse through industry networks, international conferences and executive education, including participation in Economist Sustainability Week Africa (Cape Town, 2025) and the Cambridge Institute for Sustainability Leadership (CISL) Sustainable Business Foundations programme.

A fit and proper assessment was conducted as required per the listings requirements and based on the guidance issued by the Institute of Directors South Africa, taking into account (i) legal eligibility and integrity, (ii) financial soundness, (iii) reputation and conduct, and (iv) authenticity of qualifications and professional standing was considered and the board is satisfied with the outcomes thereof. The board has considered Jane's capacity based on her other directorships and commitments and is satisfied that she can and does diligently and independently fulfil her duties as NED. The board fully and unanimously supports Jane's re-election.



APPENDIX: DIRECTORS' PROFILES

CONTINUED

Ordinary resolution 4: Profiles of Audit and Compliance Committee members



Harish Ramsumer (Chair) Independent, Non-executive Director

Age: 65 years
Appointed: July 2023

Committee membership:
ACC (Chair), RITC

Qualifications:
CA (SA), MCom (Tax)

Other directorships:
Premier Group Ltd, Bell Equipment Limited

Key skills:
Finance, governance, human capital, leadership, risk and assurance, strategy and innovation, technology

Harish is a chartered accountant and member of the South African Institute of Chartered Accountants (SAICA). He served as an audit partner for 33 years, including managing, as Assurance Leader of PricewaterhouseCoopers (PwC) KwaZulu-Natal assurance practice for eight years. He also served as a member of PwC's Southern Africa Governing Board and was a member of their Africa Assurance Strategic and Executive Committees. He has significant experience in business advice, finance, external audit, risk management, strategy and technical accounting.

Harish is currently a non-executive director and audit committee chair of Premier Group Limited and a non-executive director and audit committee member of Bell Equipment Limited.

The board has considered Harish's capacity based on his other directorships and commitments and is satisfied that he can and does diligently fulfil his duties as chairman of ACC. The board fully supports Harish's election.



Refilwe Nkabinde Independent, Non-executive Director

Age: 47 years
Appointed: December 2023

Committee membership:
ACC

Qualifications:
CA (SA)

Other directorships:
Vodacom (Pty) Ltd

Key skills:
Finance, retail, risk and assurance, strategy and innovation, supply chain and logistics

Refilwe is a chartered accountant and member of SAICA with strong corporate financial leadership experience in the IT, telecommunications, banking and FMCG industries. She has over 18 years of strategic, operations and management experience and is currently the finance director of Vodacom South Africa.

The board has considered Refilwe's capacity based on her other directorships and commitments and is satisfied that she can and does diligently fulfil her duties as a member of the ACC. The board fully supports Refilwe's election.



Mark Bowman Lead Independent Director

Age: 60 years
Appointed: February 2017

Committee membership:
Special corporate governance meeting of the board (Chair), Remnomco (Chair), ACC

Qualifications:
BCom (Finance); MBA

Other directorships:
Private companies

Key skills:
Finance, human resources, international, leadership, marketing, supply chain and logistics, strategy and innovation, sustainability, technology

Mark gained over 20 years FMCG experience during his time at SABMiller and was involved in various areas across beverage operations including logistics and planning, production, corporate strategy and IT. He served as managing director of the Polish operation before being appointed as managing director of SAB Miller Africa in October 2007, a position he held until 2016, gaining extensive experience in the African operations and entering new markets. He previously served as director and member of various committees including remuneration, nomination and governance, investment, and audit and risk at other listed companies.

The board has considered Mark's capacity based on his other directorships and commitments and is satisfied that he can, and does, diligently fulfil his duties as a member of the ACC. The board fully supports Mark's election.



APPENDIX: DIRECTORS' PROFILES

CONTINUED

Ordinary resolution 5: Profiles of Social, Ethics, Transformation and Sustainability Committee members



Lucia Swartz (Chair) Independent, Non-executive Director

See profile on [page 16](#)

The board has considered Lucia's capacity based on her other directorships and commitments and is satisfied that she can and does diligently and independently fulfil her duties as Chairman of the SETS. The board fully and unanimously supports Lucia's election.



Jane Canny Independent, Non-executive Director

See profile on [page 15](#)

The board has considered Jane's capacity based on her other directorships and commitments and is satisfied that she can and does diligently and independently fulfil her duties as member of the SETS. The board fully and unanimously supports Jane's election.



Mark Blair Chief Executive Officer

Age: 60 years **Appointed:** March 2006

Committee membership: RITC, SETS

Qualifications: CA (SA)

Key skills: Finance, financial services, governance, human capital, international, leadership, technology, retail, risk and assurance, strategy and innovation, sustainability

Mark is a chartered accountant and member of SAICA. He has held positions in the South African Revenue Services, H Lewis, Trafalgar (Pty) Ltd, and Ernst & Young Inc. Mark joined the company and the board in 2006 as an Executive Director of Special Projects and was appointed CFO of the group a year later. His portfolio, in addition to his role as CFO, included new local and international retail acquisitions and strategy formulation and implementation. He was appointed CEO in January 2019.

The board has considered Mark's capacity based on his other directorships and commitments and is satisfied that he can and does diligently fulfil his duties as a member of SETS. The board fully supports Mark's election.



FORM OF PROXY

(Registration number 1933/004418/06) (Incorporated in the Republic of South Africa) ('Mr Price' or 'the company')

For use by certificated and own name dematerialised Mr Price ordinary shareholders ('ordinary shareholders') at the 93rd AGM of the company to be held in the executive boardroom of Mr Price Group Limited at Upper Level, North Concourse, 65 Masabalala Yengwa Avenue, Durban, on Tuesday, 1 September 2026 at 14h30.

I/We _____

of address _____

Telephone number _____ Cellphone number _____

e-mail address _____

being the holder/s of ordinary shares in the company, hereby appoint:

1. _____ or failing him/her

2. _____ or failing him/her

3. the chairman of the meeting,

as my/our proxy to attend, speak and vote for me/us and on my/our behalf or to abstain from voting at the AGM of the company and at any adjournment thereof, as follows (see note 3 and instruction 2 overleaf):

Insert an 'X' or the number of ordinary shares you wish to vote.

		IN FAVOUR	AGAINST	ABSTAIN
Ordinary resolution 1 Adoption of the annual financial statements				
Ordinary resolutions 2.1 and 2.3 Re-election of directors retiring by rotation				
2.1 Neill Abrams				
2.2 Jane Canny				
2.3 Lucia Swartz				
Ordinary resolution 3 Re-election of independent auditor				
Ordinary resolution 4.1 to 4.3 Election of members of the Audit and Compliance Committee				
4.1 Harish Ramsumer				
4.2 Mark Bowman				
4.3 Refilwe Nkabinde				
Ordinary resolutions 5.1 to 5.3 Election of members of the Social, Ethics, Transformation and Sustainability Committee				
5.1 Lucia Swartz				
5.2 Jane Canny				
5.3 Mark Blair				
Ordinary resolution 6 Adoption of the Social, Ethics, Transformation and Sustainability Committee report				
Ordinary resolution 7 Signature of documents				
Ordinary resolution 8 General but restricted authority to issue shares for cash				
Ordinary resolution 9 Control of unissued shares (excluding issues for cash)				
Ordinary resolution 10 General authority to repurchase shares				
Ordinary resolution 11 Approval of the remuneration policy				
Ordinary resolution 12 Approval of the remuneration report				
Special resolutions 1.1 to 1.10 Non-executive director remuneration:				
1.1 Independent non-executive chair of the board	R2 473 748			
1.2 Lead independent non-executive director of the board	R770 641			
1.3 Non-executive directors	R525 491			
1.4 Audit and Compliance Committee chair	R426 956			
1.5 Audit and Compliance Committee members	R216 903			
1.6 Remuneration and Nominations Committee chair	R274 128			
1.7 Remuneration and Nominations Committee members	R136 585			
1.8 Social, Ethics, Transformation and Sustainability Committee chair	R225 424			
1.9 Social, Ethics, Transformation and Sustainability Committee members	R130 489			
1.10 Risk and IT Committee members	R163 094			
Special resolution 2 Financial assistance to related or inter-related companies				

Signed at _____ on _____ 2026

Signature/s _____

Assisted by me (where applicable) _____

Please read the notes and instructions provided on **page 22**.

RIGHTS OF AN ORDINARY SHAREHOLDER TO APPOINT A PROXY:

In compliance with the provisions of section 58(8)(b)(i) of the act a summary of the rights of an ordinary shareholder to be represented by proxy, as set out in section 58 of the act, is set out below:

- An ordinary shareholder entitled to attend and vote at the AGM may appoint any individual (or two or more individuals) as a proxy or as proxies to attend, participate in and vote at the AGM in the place of the shareholder. A proxy need not be a shareholder of the company.
- A proxy appointment must be in writing, dated and signed by the ordinary shareholder appointing a proxy and, subject to the rights of an ordinary shareholder to revoke such appointment (as set out below), remains valid only until the end of the AGM.
- A proxy may delegate the proxy's authority to act on behalf of an ordinary shareholder to another person, subject to any restrictions set out in the instrument appointing the proxy.
- The form of proxy must be delivered to the company, or to any other person on behalf of the company, before the proxy exercises any rights of an ordinary shareholder at a shareholders meeting.
- The appointment of a proxy is suspended at any time and to the extent that the ordinary shareholder who appointed such proxy chooses to act directly and in person in the exercise of any rights as an ordinary shareholder.
- The appointment of a proxy is revocable by the ordinary shareholder in question 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 ordinary shareholder as of the later of:
 - the date stated in the revocation instrument, if any; and
 - the date on which the revocation instrument is delivered to the company as required in the first sentence of this paragraph.
- If the instrument appointing the proxy or proxies has been delivered to the company, as long as that appointment remains in effect, any notice that is required by the act or the MOI to be delivered by the company to the ordinary shareholder, must be delivered by the company to:
 - the ordinary shareholder, or
 - the proxy or proxies, if the ordinary 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 ordinary shareholder without direction, except to the extent that the MOI of the company or the form of proxy provides otherwise. See further instruction 2 to the form of proxy in this regard.

INSTRUCTIONS ON SIGNING AND LODGING THIS FORM OF PROXY:

1. An ordinary shareholder may insert the name of a proxy or the names of two alternative proxies of the ordinary shareholder's choice in the space/s provided overleaf, with or without deleting 'the chairman of the meeting', but any such deletion must be initiated by the ordinary shareholder. Should this space be left blank, the proxy will be exercised by the chairman of the meeting. The person whose name appears first on the form of proxy and who is present at the meeting will be entitled to act as proxy to the exclusion of those whose names follow.
2. An ordinary shareholder's voting instructions to the proxy must be indicated by the insertion of an 'X' or, alternatively, the number of ordinary shares such ordinary shareholder wishes to vote, in the appropriate spaces provided overleaf. Failure to do so will be deemed to authorise the proxy to vote or to abstain from voting at the meeting as he/she thinks fit in respect of all the ordinary shareholder's ordinary shares. An ordinary shareholder or his/her proxy is not obliged to use all the ordinary shares held by the ordinary shareholder, but the total number of ordinary shares voted, or those in respect of which abstention is recorded, may not exceed the total number of ordinary shares held by the ordinary shareholder.
3. A minor must be assisted by his/her parent or guardian unless the relevant documents establishing his/ her legal capacity are produced or have been registered by the transfer secretaries.
4. The completed form of proxy may, for administrative purposes only, be lodged with the transfer secretaries of the company:
5. 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 transfer secretaries or waived by the chairman of the meeting.
6. The completion and lodging of this form of proxy will not preclude the relevant ordinary shareholder from attending the AGM and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such ordinary shareholder wish to do so.
7. The completion of any blank spaces overleaf need not be initialled. Any alterations or corrections to this form of proxy must be initialled by the signatory/ies.
8. The chairman of the meeting may accept any form of proxy which is completed, other than in accordance with these instructions, provided that the chairman is satisfied as to the manner in which an ordinary shareholder wishes to vote.



Administration and Contact Details



	Address	Phone	Fax	Websites
Corporate Mr Price Apparel Mr Price Home Mr Price Sport Sheet Street Mr Price Foundation	Upper level, North Concourse, 65 Masabalala Yengwa Avenue, Durban, 4001 Private Bag X04, Snell Parade, Durban, 4074	031 310 8000 031 310 8638 031 310 8809 031 310 8545 031 310 8300 031 310 8242	031 304 3725 031 304 3358 031 328 4138 031 306 9347 031 310 8317 031 328 4609	mrpricegroup.com mrp.com mrphome.com mrpricesport.com sheetstreet.co.za mrpricefoundation.org
Miladys	30 Station Drive, Durban, 4001 PO Box 3562, Durban, 4000	031 313 5538	031 313 5620	miladys.co.za
Yuppiechef	14 Stibitz Street, Westlake, 7945	021 702 4969		yuppiechef.com
Power Fashion	350 Umhlangane Road, Riverhorse Valley, Redhill, 4071	031 570 8400		powerfashion.co.za
Studio 88	Aeroton Business Park, 30 O'Connor Place, Aeroton, Johannesburg, 2190	011 006 0888		studio-88.co.za
Mr Price Money Mr Price Mobile	214 Dr Pixley KaSeme Street, Durban, 4001 PO Box 4996, Durban, 4000	031 334 1011		mrpmoney.co.za
KPMG FairCall	BNT 371, PO Box 14671 Sinoville, 0129	0800 00 6465		www.thornhill.co.za/kpmgfaircallreport/ questionnaire/main/
Customer Care		0800 212 535		
Account Services		0861 066 639		

Company Secretary and Registered Office

Janis Cheadle
 Address: Upper level, North Concourse, 65 Masabalala
 Yengwa Avenue, Durban, 4001
 Address: PO Box 912, Durban, 4000
 Tel: 031 310 8000

Investor Relations

Matthew Warriner
 Address: Upper level, North Concourse, 65 Masabalala
 Yengwa Avenue, Durban, 4001
 Address: PO Box 912, Durban, 4000
 Tel: 031 310 8000

Transfer Secretaries

Computershare Investor Services (Pty) Ltd
 Address: Rosebank Towers, 15 Biermann Avenue,
 Rosebank, 2196
 Address: Private Bag X9000, Saxonwold, 2132
 Tel: 011 370 5000
 Email: proxy@computershare.co.za

Domicile and Country of Incorporation

Republic of South Africa

Sponsor

Investec Bank Limited

Registration Number

1933/004418/06

Independent Auditors

Deloitte & Touche

Tax number

9285/130/20/0