We are pleased to provide our 2019 Integrated Annual Report to our stakeholders.
HOW OUR 2019 INTEGRATED ANNUAL REPORT TELLS OUR VALUE CREATION STORY

HOW WE CREATE VALUE
Pick n Pay has played a valuable role in the economic and social development of southern Africa for over five decades – and our belief that doing good is good business ensures that we are focused on creating value not only for our shareholders but for all our stakeholders.

Our ability to create value depends on the successful execution of a customer-led, innovative and forward-looking strategy. Sustainable value creation requires the effective management of trade-offs between the capitals we rely on in our business, and meaningful and balanced interactions between our different stakeholder groups within the various retail market, regulatory, social and environmental contexts in which we operate. In response, our business maintains a virtuous circle; the details of which are explained throughout this report, with a focus on sustainable strategy execution that considers our stakeholders, our operating context and our material issues, risks and opportunities.

THESE PILLARS REPRESENT THE MATERIAL GROWTH ISSUES AND CONCERNS MOST RELEVANT TO OUR BUSINESS.

Ongoing

Stakeholders

We provide a competitive customer offer

The economic and social upliftment of the communities we serve leads to growth for all

We source and buy products effectively and responsibly

Our virtuous circle enables growing and sustainable returns for shareholders, while supporting ongoing investment in the communities we serve, meaningful reinvestment into our business and our people, and responsible ways to do business to reduce our environmental impact.

Our operating context

Our strategy

We build a high-performance culture and team of retail specialists

We run cost-effective and efficient operations

The seven SDGs most relevant to our business

Building an inclusive and ethical value chain

Promoting healthy living

Being environmentally sustainable

Strategic response to areas of sustainability

Doing good in the local community

Advancing employee opportunity and diversity

THE VALUE WE CREATE FOR STAKEHOLDERS
We provide an inclusive and diverse spectrum of customers in southern Africa with convenient and reliable access to high-quality, safe and competitively priced products and value-added services, in outstanding stores and underpinned by great service.

We provide direct employment to 90 000 people across our owned and franchise businesses – augmented by a focus on training and skills development and a commitment to diversity and career advancement based on merit.

We create substantial economic development and employment opportunities across our value chain, procuring goods and services from 10 000 local suppliers and service providers, including many small to medium-sized businesses that have been mentored through our enterprise development programmes.

We give back to the communities we serve through investment aimed at economic and social upliftment, including education and literacy programmes, housing, nutrition and poverty-relief schemes and through the support of cultural and theatrical projects, sports development and environmental programmes.

We support our franchisees and Market store partners to build profitable and sustainable businesses – augmented by a focus on training and skills development and a commitment to diversity and career advancement based on merit.

We provide our shareholders with a consistent and sustainable return on investment

Our sustainability strategy is aligned with our strategic long-term plan (refer to page 45). Stage 2 – Change the trajectory – is organised around seven business acceleration pillars. These pillars represent the material growth issues and concerns most relevant to our business.
About the forward-looking information contained in this report
This report contains certain forward-looking statements which relate to the possible future performance and financial position of the Group. All forward-looking statements are solely based on the views and considerations of the directors. These statements involve risk and uncertainty as they relate to events and depend on circumstances that may or may not occur in the future. The Group does not undertake to update or revise any of these forward-looking statements publicly, whether to reflect new information, future events or otherwise. These forward-looking statements have not been reviewed or reported on by the Group’s external auditors.

Assurance on report content
REPORTING ELEMENT
Integrated annual report
All summarised financial information is extracted from the annual financial statements, audited by Ernst & Young Inc. (EY) who expressed an unmodified audit opinion thereon.

All other non-financial performance information
Management has verified the processes for measuring all other non-financial information.
At the time of writing, South Africa has completed its sixth general election since democracy. President Ramaphosa has just announced his Cabinet, which represents some fresh thinking and a recognition of past achievements. He and his Cabinet have the mandate from South Africans to spur economic growth, deal with corruption, focus relentlessly on unemployment, and get the country back onto a success trajectory. We trust they will do so with energy, drawing on all the rich talent and capability available in our country, and with sharp focus on policy co-ordination and implementation.

Despite a very challenging economic environment, the 2019 financial year reflected an exceptional performance from Pick n Pay. Our team delivered consistently on a good plan and, by doing so with vigour, focus and enthusiasm, volume growth this year represented the Company’s strongest underlying trading performance for many years. Importantly, we have delivered yet another annual growth in dividends declared of 20.2% over the past five years.

I was particularly pleased that we kept prices down for customers, just when they needed it most. Our leaping internal deflation to 0.3% is a credit to the Pick n Pay and Boxer teams, and a clear symbol of our commitment to our customers. In perspective, focus on price this year equates to one free weekly shop for the average customer over the year.

Both Pick n Pay and Boxer are increasing their store footprint, and as a result, we are reaching more customers than ever before right across the Southern African society. As we have grown, our customers have grown with us. In many ways, their demands are similar to what they were when Raymond Ackerman founded the business in 1967 – to get great value for money with service, a caring, ethical company. But today, the customer journey is much more complex and technological. While consumer savviness has always been there, it now demands more of us. Customers look to us for a clear sign of our obligation to low prices, value for money, ethical sourcing, and environmental sustainability, healthy product choice and transparent labelling, among other expectations.

To mark our half-centenary in 2017 and in celebration of our commitment to consumer sovereignty, the year we launched People n Planet. This is the umbrella under which all our sustainable development programs fall. In short, People n Planet is our commitment to reduce the negative impact we have on the environment and increase the positive impact we have on every life we touch. It is our promise to take bigger steps and leave smaller footprints.

Sustainability is still a subject that for many is peripheral to doing business – a soft pledge from a company wishing to position itself positively in the eyes of customers and shareholders. But it’s still to be clear. People n Planet isn’t just a part of our business – it’s our business. It is a journey we have been on since the late 1980s. Our sustainability strategy is linked inextricably to our business strategy. We can see the results of our efforts in our stores. Over the last year, over 20% more customers purchased reusable bags in-store. The number of customers who bought a plastic bag when purchasing five or more products started to show signs of dropping. We are working closely with the Consumer Goods Council of South Africa in finding industry-wide solutions, with a priority given to reducing single-use plastic.

People n Planet is having a considerable impact through a wide range of initiatives, from turning our stores into children’s learning centres, to our School Club, which reaches over 3 000 schools, and our water recycling programme, community gardens, food donations to Food Bank, and so much more. These are not supplementary programmes to our retail business. They are an integral part of who Pick n Pay is, and who we want to be, for our customers.

Retail is still the biggest employer in South Africa. The world of retail holds enormous opportunity for development. For those prepared to work hard, the prospect of advancement is always promising. Last year, we continued to promote many of our people, recognising their skills and development, and reinforcing our philosophy of promoting from within.

A skilled workforce is central to our economic potential. Training is most effective if it is combined with a proper job, which is why we combine excellent training with good jobs. We offer over 330 different training programmes to our people, ranging from basic literacy and numeracy, computer-based training and management, and leadership programmes, including empowerment programmes focused on our future female leaders. Last year, we invested just under R87 million in training and education, across 800 training interventions, reaching over 16 000 of our people, and many in association with the Wholesale and Retail SETA.

In building a sustainable business, we are looking forward to working with the new government as we endeavour to engage with them in an effort to build our economy. It has never been more important for business to play a supporting and advisory role in public policy. In this, we will be working hard to increase co-operation between different government departments to bring better coherence to policy decisions. These include issues such as the need for greater security for retail stores during social grant pay-outs, which has reached very worrying levels, tackling obesity in South Africa by working to promote healthy lifestyles, and reducing salt in our own brands.

We were concerned to read in late May of the findings of the Competition Commission inquiry into the retail sector. Pick n Pay exists to improve the lives of our customers and the communities we serve. We have engaged constructively, and constructively with the Inquiry team and will continue to do so. This includes areas where we believe that their findings are based on errors of fact or interpretation, and where their draft recommendations would damage the interests of consumers and the stakeholders the Commission is said to protect.

South Africa is recognised for its sophisticated and globally admired financial and regulatory systems. A well-managed and productive economy needs good regulation to grow sustainably. However, over-regulation, or excessive requirements, without clear and careful thought about its objective and how it will be achieved, will achieve just the opposite.

An increasing amount of management focus – which could be better deployed elsewhere – has to be diverted to satisfying an excessively detailed approach by the regulators to the reporting of financial and performance metrics. Constant changes in accounting standards add ever greater levels of complexity, and actually detract from transparency because it becomes even more difficult to analyse performance on a consistent basis over time. Our concern is that all of this creates an artificial level of assurance, obscured by complexity, and that a more flexible, pragmatic and sensible approach would better achieve the valid aims of the regulators.

We will continue our work with the Consumer Goods Council, BUSA and others in partnership with the new government. South Africa has lost too many years and it’s now time to put our foot on the accelerator.

I extend my sincere appreciation to the Board for their valuable guidance and oversight. My thanks also to Richard Brasher and the management team for the exceptional year, and for building momentum across the business. Notwithstanding poor economic growth data reported at the time of writing and continued pressure on consumers, I have full confidence in the team to focus on the job of growing Pick n Pay.

I would specifically like to thank our outgoing CFO, Brian Jellie, for his outstanding contribution. We look forward to continuing our work with him in the years ahead as a non-executive director.

Gareth Ackerman
Chairman
21 June 2019
ABOUT US

Consumer champion Raymond Ackerman purchased the first four Pick n Pay stores in Cape Town, South Africa, in 1967. Since then, the Group has grown to encompass stores across South Africa, Namibia, Botswana, Zambia, Eswatini (previously Swaziland) and Lesotho. Pick n Pay also owns a 49% share of Zimbabwean supermarket chain, TM Supermarkets.

Pick n Pay is a retail business in the fast-moving consumer goods industry. We operate through multiple store formats under three brands – Pick n Pay, Boxer and TM Supermarkets – and have the largest online grocery business in Africa.

We procure quality products at the best available prices, and our lean and efficient operating model is supported by a strong and talented team. This enables us to provide our customers with a tailored range of high-quality food, grocery and general merchandise products at competitive prices.

At Pick n Pay we believe doing good is good business. Greater efficiency and investment in our customer offer enables us to drive sales and grow value for all our stakeholders.

For further information on our business model and the value we create, refer to pages 22 to 25.

KEY FACTS

- Pick n Pay is South Africa’s most influential brand
- 23.7% Compound annual growth in earnings over six years
- R86.3 BILLION Turnover
- 1 795 Stores
- 90 000 Employees
- 7.2 MILLION Loyalty customers
- 95% Fresh produce procured from local suppliers
- R9.0 BILLION Capital investment over six years
- MORE THAN 400 000 Jobs sustained through the reach of our supply chain
- 2 000 TONNES Plastic waste salvaged through our recycled blue plastic bags

OUR ENDURING VALUES

- We are passionate about our customers and will fight for their rights
- We live by honesty and integrity
- We foster personal growth and opportunity
- We take individual responsibility
- We care for and respect each other
- We support and participate in our communities
- We nurture leadership and vision, and reward innovation
- We are all accountable

OUR MISSION

- We serve
  - With our hearts we create a great place to be
- With our minds we create an excellent place to shop

Integrated Annual Report 2019
WHAT SETS US APART

OUR COMMITMENT TO CONSUMER SOVEREIGNTY
We keep customers at the heart of our business. This philosophy informs everything we do, from how we treat our customers, to the product range we offer, and how we design our stores. Putting the customer first means we work hard to understand their diverse and changing needs and how we can serve them better. Through our Pick n Pay, Boxer and TM Supermarkets brands, the Group serves customers across a diverse spectrum of society, and is expanding its reach into the African continent. More than half of all South Africans shop regularly in our stores and we have some of the most loyal customers in the country.

OUTSTANDING STORES AND FLEXIBLE FORMATS
The Group operates on an owned and franchise basis and has 1,795 stores across all formats, including its investment in TM Supermarkets in Zimbabwe. Our store formats range from large hypermarkets, where customers can buy everything under one roof, through to small convenience stores, where customers can shop quickly for their immediate needs. Formats supplementary to our core supermarket offer are becoming increasingly important to customers, with strong growth in our stand-alone clothing and liquor stores. Our online platform gives customers the opportunity to shop from their homes and have their order delivered to their door in one-hour time slots.

OUR WINNING TEAM
We employ 95,000 people in our company-owned stores and operations. Our franchise stores extend this to 90,000 people who work under the Pick n Pay and Boxer banners in seven countries. Working at Pick n Pay is more than a job; it is an opportunity to learn, develop new skills, benefit through teamwork and build a career. We are committed to training and empowering our people.

OUR LEADING CUSTOMER OFFER
Our customer offer focuses on food, non-edible groceries, health and beauty products, clothing, liquor, pharmaceuticals, building and hardware and general merchandise. The offer also includes value-added services such as third-party bill payments, ticketing services and financial transactions at till points. In addition to manufacturer-branded products, we have growing Pick n Pay and Boxer own brands ranges to suit every customer's budget. We are focused on delivering good quality at great prices and we appeal broadly across all sectors of society. We seek to move hand in hand with the changing needs and aspirations of our customers.

OUR FOCUS ON BUSINESS EFFICIENCY
Greater operating efficiency provides headroom for us to invest in an improved customer experience. We work in partnership with suppliers and service providers to bring value and convenience to our customers. The scale of our business enables us to give our suppliers sufficient volume so they can plan and manage their operations to reduce costs. We procure, transport, store and display our products as efficiently as possible to keep costs to a minimum. Our focus on centralisation across all areas of the business has increased our business efficiency.

OUR VISION TO BE A TRULY AFRICAN RETAILER
Pick n Pay has 148 stores outside South Africa, with established operations in Botswana, Eswatini (formerly Swaziland), Lesotho, Namibia, Zambia and Zimbabwe. These operations generated segmental revenue of R4.8 billion this year. We tailor our ownership model in each country to what is appropriate for the local market, whether establishing owned or franchised stores or a part-investment in an independent operation. Pick n Pay plans to open its first supermarket in Nigeria during next year.

WORLD-CLASS TECHNOLOGY
The Group benefits from an outstanding information technology infrastructure. This includes an end-to-end SAP system that enables automated and centralised processing, including the forecast and replenishment of inventory. Our point-of-sale technology enables an advanced suite of value-added services, including money transfers and banking transactions, and ably supports our Smart Shopper loyalty programme, including the redemption of personalised discount vouchers directly through the programme’s digital app. Ongoing innovation has contributed to Smart Shopper being recognised as South Africa’s favourite loyalty programme for the past six years.

A GROWING CENTRALISED SUPPLY CHAIN
The Group operates 14 Pick n Pay and Boxer distribution centres across South Africa, which cater for groceries, fresh and perishable produce, liquor and clothing. Our two largest distribution centres are Longmeadow in Gauteng and Philippi in the Western Cape, both distributing fresh produce, perishables and groceries.

OUR LEADING CUSTOMER OFFER
Our customer offer focuses on food, non-edible groceries, health and beauty products, clothing, liquor, pharmaceuticals, building and hardware and general merchandise. The offer also includes value-added services such as third-party bill payments, ticketing services and financial transactions at till points. In addition to manufacturer-branded products, we have growing Pick n Pay and Boxer own brands ranges to suit every customer's budget. We are focused on delivering good quality at great prices and we appeal broadly across all sectors of society. We seek to move hand in hand with the changing needs and aspirations of our customers.

OUR BELIEF THAT DOING GOOD IS GOOD BUSINESS
Customers reward businesses which they believe are at the heart of society and give back to the communities they serve. As customers reward us with their loyalty, we can grow, serve more customers, generate more jobs and help more communities – whether supporting them during times of crisis, helping to develop local suppliers and small businesses, or tackling societal challenges such as food security and climate change.
OUR STORE FOOTPRINT

Our expansion programme is focused on growing the business by opening stores that reflect the changing habits and needs of our customers and which will bring new customers and communities into the Pick n Pay family.

### NUMBER OF STORES

<table>
<thead>
<tr>
<th></th>
<th>25 February 2018</th>
<th>Converted openings</th>
<th>Converted closures</th>
<th>3 March 2019</th>
</tr>
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<tbody>
<tr>
<td><strong>COMPANY-OWNED</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Pick n Pay</td>
<td>722</td>
<td>(10)</td>
<td>2</td>
<td>749</td>
</tr>
<tr>
<td>Hypermarkets</td>
<td>20</td>
<td></td>
<td></td>
<td>20</td>
</tr>
<tr>
<td>Supermarkets</td>
<td>244</td>
<td>(2)</td>
<td>1</td>
<td>248</td>
</tr>
<tr>
<td>Local</td>
<td>38</td>
<td>(1)</td>
<td></td>
<td>38</td>
</tr>
<tr>
<td>Clothing</td>
<td>183</td>
<td>(3)</td>
<td></td>
<td>200</td>
</tr>
<tr>
<td>Liquor</td>
<td>235</td>
<td>(2)</td>
<td>1</td>
<td>241</td>
</tr>
<tr>
<td>Pharmacy</td>
<td>2</td>
<td></td>
<td></td>
<td>2</td>
</tr>
<tr>
<td>Boxer</td>
<td>246</td>
<td>(3)</td>
<td>1</td>
<td>270</td>
</tr>
<tr>
<td>Supermarkets</td>
<td>162</td>
<td></td>
<td>1</td>
<td>166</td>
</tr>
<tr>
<td>Build</td>
<td>31</td>
<td>(1)</td>
<td></td>
<td>31</td>
</tr>
<tr>
<td>Liquor</td>
<td>43</td>
<td></td>
<td></td>
<td>55</td>
</tr>
<tr>
<td>Punch</td>
<td>20</td>
<td>(3)</td>
<td></td>
<td>18</td>
</tr>
<tr>
<td><strong>Total company-owned</strong></td>
<td>968</td>
<td>(13)</td>
<td>3</td>
<td>1 019</td>
</tr>
<tr>
<td><strong>FRANCHISE</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Pick n Pay</td>
<td>293</td>
<td>(4)</td>
<td>4</td>
<td>304</td>
</tr>
<tr>
<td>Supermarkets</td>
<td>281</td>
<td>(3)</td>
<td>3</td>
<td>287</td>
</tr>
<tr>
<td>Family</td>
<td>17</td>
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<tr>
<td>Market</td>
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<td></td>
<td></td>
<td>20</td>
</tr>
<tr>
<td>Express</td>
<td>119</td>
<td></td>
<td></td>
<td>151</td>
</tr>
<tr>
<td>Clothing</td>
<td>17</td>
<td>(1)</td>
<td></td>
<td>17</td>
</tr>
<tr>
<td>Liquor</td>
<td>211</td>
<td>(2)</td>
<td>3</td>
<td>226</td>
</tr>
<tr>
<td>Pharmacy</td>
<td>1</td>
<td></td>
<td></td>
<td>1</td>
</tr>
<tr>
<td><strong>Total franchise</strong></td>
<td>660</td>
<td>(7)</td>
<td>7</td>
<td>719</td>
</tr>
<tr>
<td>Total Group stores</td>
<td>1 628</td>
<td>(20)</td>
<td>10</td>
<td>1 738</td>
</tr>
<tr>
<td>TM Supermarkets – associate</td>
<td>57</td>
<td></td>
<td></td>
<td>57</td>
</tr>
<tr>
<td><strong>Total with TM Supermarkets</strong></td>
<td>1 685</td>
<td>(20)</td>
<td>10</td>
<td>1 795</td>
</tr>
</tbody>
</table>

### GEOGRAPHIC FOOTPRINT

1 795 stores across all formats and seven countries, including our investment in TM Supermarkets in Zimbabwe.
Pick n Pay is a multi-format, multi-channel retailer with a strong and diverse portfolio of stores. Pick n Pay is an inclusive brand focused on being the retailer for all – from the most affluent in society to those who are less fortunate and for whom price is of the utmost importance. Middle-income South African consumers make up the largest portion of our customer base. Pick n Pay operates on an owned and franchise basis and provides a wide range of products and value-added services that include an online offering. Pick n Pay is focused on delivering an exceptional customer offer, including range, quality, price, availability and service. Pick n Pay has a strong growth plan that benefits from flexible formats and a leaner operating model. Pick n Pay is focused on bringing its offer to communities where we are not yet well represented, including through small convenience stores.

**OUR STORE FORMATS**

**PICK N PAY SUPERMARKETS**

Pick n Pay supermarkets serve a wide range of communities, from lower- and middle-income families to the most affluent households. Our supermarkets offer a wide range of groceries and a targeted range of clothing, general merchandise and value-added services. Fresh produce and butchery offerings are complemented by an in-store bakery, deli and hot food counter. Customers can buy everything they need, from a daily top-up to a larger weekly or monthly bulk shop, and product ranges are tailored to meet customers’ needs. Some stores focus on basic necessities and local produce while others boast specialty service counters, wine rooms, flower markets and sushi bars. Pick n Pay supermarkets trade under the Pick n Pay, Family, Daily and Mini-market banners.

**PICK N PAY LOCAL**

Pick n Pay Local stores provide neighbourhood convenience to a broad range of communities. A Local store has a much smaller range than a traditional supermarket and is tailored specifically to the community it serves. The range is focused on fresh and convenience and can include a bakery and butchery. Customers can pop in quickly for a daily top-up but can still choose from a tailored grocery and general merchandise offer for a larger weekly shop.

**PICK N PAY MARKET STORES**

Pick n Pay’s ‘Spaza-to-Market Store’ partnership with South Africa’s Department of Economic Development aims to revitalise and modernise market (spaza) stores to drive growth. This partnership provides spaza shop owners with access to Pick n Pay’s procurement and distribution channel, business systems and technology and management advice and mentoring.

**SOUTH AFRICA’S MOST INFLUENTIAL BRAND**

Pick n Pay is South Africa’s most influential brand.
OUR STORE FORMATS (continued)

PICK N PAY CLOTHING
Pick n Pay Clothing provides quality, fashionable clothing and footwear at exceptional prices. Our clothing offer is broad, from baby and children’s wear to ladies’ and men’s fashion, and includes casual wear, sleepwear, active wear and more formal attire. Our standalone clothing stores provide the same quality and value-for-money clothing merchandise as our hypermarkets and supermarkets, but with an extended range.

- **PICK N PAY EXPRESS**
  Pick n Pay’s partnership with BP, one of the world’s leading international oil and gas companies, provides small 24-hour Pick n Pay Express convenience stores at BP service station forecourts in South Africa. Pick n Pay Express offers a targeted convenience range to satisfy an immediate top-up shop or a quick meal solution. The range is limited and mainly focused on daily needs. Sites are located in high-traffic-flow areas, including high-density residential areas and public transport intersections.

- **PICK N PAY LIQUOR**
  Our liquor stores are situated close to our supermarkets and hypermarkets but with separate entrances. These stores offer a range of wine, spirits and beer including innovative local craft products. Pick n Pay Liquor stores provide customers with the added convenience of purchasing liquor at the same time as doing their grocery shopping.

- **PICK N PAY ONLINE**
  Our online shopping platform at www.pnp.co.za is a small but growing part of the Pick n Pay business. Pick n Pay is the largest online grocery retailer in Africa. The division is winning customers by offering online convenience, good availability and delivery in one-hour time slots. The online offer in the Western Cape and Gauteng has been expanded through the establishment of dedicated online picking warehouses.

### SOUTH AFRICA
- **Country**: 33
- **In-store pharmacies**: 28
- **Company-owned stores**: 5
- **Franchise stores**: 2
- **Standalone stores**: 226
- **Average m²**: 25
- **New stores**: 25

- **PICK N PAY EXPRESS**
<table>
<thead>
<tr>
<th>Countries</th>
<th>Forecourt franchise stores</th>
<th>Average m²</th>
<th>New stores</th>
</tr>
</thead>
<tbody>
<tr>
<td>4</td>
<td>151</td>
<td>300</td>
<td>32</td>
</tr>
</tbody>
</table>

- **PICK N PAY CLOTHING**
<table>
<thead>
<tr>
<th>Countries</th>
<th>Standalone stores</th>
<th>Company-owned stores</th>
<th>Franchise stores</th>
<th>Average m²</th>
<th>New stores</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>217</td>
<td>200</td>
<td>17</td>
<td>450</td>
<td>23</td>
</tr>
</tbody>
</table>

- **PICK N PAY LIQUOR**
<table>
<thead>
<tr>
<th>Countries</th>
<th>Stores</th>
<th>Company-owned stores</th>
<th>Franchise stores</th>
<th>Average m²</th>
<th>New stores</th>
</tr>
</thead>
<tbody>
<tr>
<td>6</td>
<td>467</td>
<td>241</td>
<td>226</td>
<td>200</td>
<td>25</td>
</tr>
</tbody>
</table>
Our Boxer stores provide a ‘one-stop shop’ for middle- to lower-income shoppers in South Africa and Eswatini (previously Swaziland) and is fast becoming South Africa's leading limited-range discount supermarket.

Boxer offers a tight range of quality products and services at affordable prices. Stores offer essential daily commodities such as maize meal, rice, samp, sugar, oil and beans, as well as perishables, health and beauty products,general merchandise and bulk-buy offers. Butcheries, bakeries and deli sections provide a choice of prepared convenience meals.

There are no franchise stores under this brand. While Boxer has reach across all nine provinces in South Africa, its geographical heartland is KwaZulu-Natal and the Eastern Cape. Boxer will continue to grow and expand in areas where the Group knows it can serve the needs of communities through its wide product range, affordable prices and community-rooted staff.

**BOXER BUILD**

Boxer Build stocks a diversified range of building and hardware supplies to satisfy DIY and home improvement needs at competitive prices. Boxer Build stores offer savings cards and access to short-term credit facilities. Purchase delivery can be arranged at store level.

<table>
<thead>
<tr>
<th>SOUTH AFRICA</th>
<th>31 Company-owned stores</th>
<th>550 Average m²</th>
<th>1 New store</th>
</tr>
</thead>
</table>

**BOXER LIQUOR**

Boxer liquor stores are situated close to Boxer supermarkets, but with separate entrances. These liquor stores provide customers with the added convenience of purchasing liquor at the same time as doing their grocery shopping.

<table>
<thead>
<tr>
<th>SOUTH AFRICA AND ESWATINI</th>
<th>55 Company-owned stores</th>
<th>185 Average m²</th>
<th>12 New stores</th>
</tr>
</thead>
</table>

**BOXER SUPERMARKETS**

Boxer supermarkets are full-service supermarkets offering a focused range of groceries. The fresh-produce offering is complemented by an in-store butchery, bakery and hot foods counter. The target markets are middle- to lower-income urban, peri-urban and rural communities of South Africa and Eswatini. All stores are located close to public transportation hubs and have a welcoming market-style atmosphere.

<table>
<thead>
<tr>
<th>SOUTH AFRICA AND ESWATINI</th>
<th>166 Company-owned stores</th>
<th>1 850 Average m²</th>
<th>13 New stores</th>
</tr>
</thead>
</table>

**BOXER PUNCH**

Boxer Punch is a smaller-sized supermarket located in compact sites with considerable customer foot traffic. The store has a lower-cost operating model, enabling lower prices, including on key commodity lines. Boxer Punch stores offer a limited but specific range of convenience products that includes basic commodities, pre-packed frozen and fresh meat, and a limited range of breads and confectionery.

<table>
<thead>
<tr>
<th>SOUTH AFRICA</th>
<th>18 Company-owned stores</th>
<th>400 Average m²</th>
</tr>
</thead>
</table>

The Group is intent on being the retailer of choice for all the communities it serves.
Our business model is underpinned by strong corporate and social governance, with our unique values at its core. Through the effective and balanced use of our capitals, while keeping the customer at the centre of everything we do.

**OUR CAPITALS**

**FINANCIAL CAPITAL**
The financial resources raised and utilised by the Group, consisting of equity and debt funding, and earnings generated and retained by the Group.

Capital inputs at the beginning of the year include:
- R4.0 billion in shareholders’ equity
- R2.3 billion in borrowings
- R1.1 billion in cash balances

We rely on our financial resources to fund our expansion plans, enhance the quality of our estate and our customer offer, invest in new systems and technologies, and develop our staff to deliver on our growth strategy in line with our seven business acceleration pillars.

**MANUFACTURED CAPITAL**
The physical infrastructure used in the Group’s operations which includes its real estate, distribution capacity, and its information technology platforms.

Capital inputs at the beginning of the year include:
- 1,685 stores
- 5 support offices
- 52 distribution centres
- 2 online distribution centres
- Valued partnerships with transport logistics providers

We rely on our manufactured capital to procure, transport, store and display our products in a range of store formats—from large hypermarkets to small convenience stores and an online platform—enabling us to serve customers across a diverse socio-economic spectrum.

**HUMAN CAPITAL**
Our valued staff across Pick n Pay, Boxer and TM, with their skill, talent, ambition and diversity, that underpins a winning team.

Capital inputs at the beginning of the year include:
- 51 000 employees in our company-owned businesses
- 34 000 employees across our franchise stores

We rely on and invest in our human capital to provide our customers with convenient and reliable access to high-quality, safe and competitively priced products and valuable-added services, with great service in outstanding stores.

**SOCIAL AND RELATIONSHIP CAPITAL**
The relationship the Group has developed with all its stakeholders, governed by its values and the enduring principle that doing good is good business.

Capital inputs at the beginning of the year include:
- Customer-led long-term strategy
- Meaningful corporate social investment programme
- Strong platforms for stakeholder engagement

We rely on our social and relationship capital to earn the loyalty of our customers, generate new jobs, contribute to the communities we serve and to develop local suppliers and small businesses.

**INTELLECTUAL CAPITAL**
The knowledge, systems, processes, intellectual property and brands contained within the Group.

Capital inputs at the beginning of the year include:
- 3 strong brands: Pick n Pay, Boxer, TM Supermarkets
- Smart Shopper loyalty programme
- Enterprise-wide SAP operating and reporting system
- Growing own brand offer

We rely on our intellectual capital to ensure that we understand our customers and how we can serve them better. Contractualism, including advanced forecast and replenishment systems, supports greater operational efficiency, alongside our outstanding information technology infrastructure. In addition to manufactured-branded products we have a growing own brand range with products to suit every customer’s budget.

**NATURAL CAPITAL**
The environmental resources utilised throughout the Group’s operations, through its production, distribution and sale of consumer products.

Key environmental impacts last year (refer to page 76):
- Carbon footprint – 657 882 CO₂e tonnes
- Water consumed – 161 megalitres
- 54.3% of waste diverted from landfill

We are committed to reducing our consumption of natural and scarce resources in our operations and, with thousands of suppliers and millions of customers, we are extremely mindful of our broad reach and our broad impact.

The Group has created value for its stakeholders for over 50 years. Our business model maintains a virtuous circle which balances the needs of our stakeholders in a fair and effective manner while effectively managing the trade-offs between our capitals.

This virtuous circle enables growing and sustainable returns for shareholders, while supporting ongoing investment in the communities which we serve, and meaningful reinvestment into our business, our people, and responsible business practices that reduce our environmental impact.

**OUR PRIMARY BUSINESS ACTIVITIES AND VALUE DRIVERS**
The Group is a food, grocery, liquor, clothing and general merchandise retailer, selling a wide range of products at competitive prices under our Pick n Pay, Boxer and TM brands. The Group’s operating model utilises its capital inputs in its retail operations in the most effective and efficient manner in order to optimise its capital outputs and outcomes for all.

- Leading product range at competitive prices
- High-quality stores within customer reach
- More convenience, including value-added services

See how our strategy is aimed at supporting our competitive customer offer on page 46.

- Buying better for our customers
- Ethical sourcing and food safety
- Securing sustainable future supply

See how our strategy is aimed at supporting our effective sourcing and buying of products on page 49.

- An increasingly efficient supply chain
- Lean operating model in stores and support offices
- Successful franchise model

See how our strategy is supporting efficient and cost-effective operations on page 48.

We are committed to reducing our consumption of natural and scarce resources in our operations and, with thousands of suppliers and millions of customers, we are extremely mindful of our broad reach and our broad impact.

Our capitals are transformed by our business activities and strategic business decisions. As part of this, we have to prioritise certain resources and stakeholder requirements above others.

We have a strong and experienced management team that operates within a sound risk management framework that considers the social and environmental impact of our decisions and operations. This ensures that our business can grow, adapt, change and innovate, without placing stakeholders under undue risk.

A discussion of our capital trade-offs is available on page 26. These trade-offs are informed by our corporate governance framework, which ensures that we align our interests with those of our stakeholders and deliver sustainable value and a leading customer offer. Read more about our risk management from page 32.
CREATING VALUE THROUGH OUR BUSINESS MODEL (continued)

HOW OUR KEY BUSINESS ACTIVITIES TRANSFORMED THE CAPITALS DURING THE YEAR

OUR CAPITAL OUTPUTS

Our capital outputs include the wide range of products and services that we sell to our customers under our Pick n Pay and Boxer brands – this includes food, groceries, clothing, general merchandise and other value-added services. As a result of our retail operations, we produce by-products and waste, and we remain committed to reducing our environmental impact.

OUR CAPITAL OUTCOMES

Our capital outcomes include a range of internal and external consequences for our stakeholders, which are outlined in more detail below:

FINANCIAL CAPITAL

On a comparable 52-week basis:

- Sales growth of 71% in a tough market
- Market-leading like-for-like volume growth of 5.1%
- Balanced gross profit margin performance and cost discipline – with comparable HEPS growth of 18.0%
- Improved profitability and strong working capital management delivered a R665 million reduction in comparable net funding
- Rest of Africa segmental profit down 16.2% year-on-year, reflecting difficult trading environments in Zambia and Zimbabwe
- Shareholders’ equity up 7.3% to R4.3 billion

HUMAN CAPITAL

- 4 675 net new jobs across the Group with 55 000 employees in our company-owned business and 35 000 employees across our franchise stores
- R670 million invested in training and education
- 800 training interventions reached 16 000 of our staff

INTELLECTUAL CAPITAL

- Pick n Pay recognised as South Africa’s most influential brand
- Advanced Smart Shopper app and point-of-sale technology, and partnered with BP on points
- Industry first partnership with fully digital TymeBank
- Ongoing investment in online platform drives 24.3% growth in online sales
- Over 500 new and 700 redesigned Pick n Pay and Boxer own brand products – Pick n Pay and Boxer own brand products now at 21% and 15% respectively of relevant turnover

INTENSIVE CAPITAL

- Introduced 100% recycled and recyclable plastic bag – will keep 2 000 tonnes of plastic out of the environment each year
- Cut down on plastic used in-store and in our own brand products
- 40% water saving in the Western Cape
- Substantial decrease in electricity consumption – like-for-like costs down 1.8%
- 649 192.4 tCO₂e tonnes carbon footprint – down 12.1% on last year
- 1 228 megalitres of water consumed – in line with last year
- 53.5% of waste diverted from landfill

MANUFACTURED CAPITAL

- Opened 130 new stores
- Refurbished 103 stores
- Closed 20 under-performing stores
- Two new distribution centres in KwaZulu-Natal and Gauteng across Pick n Pay and Boxer

SOCIAL AND RELATIONSHIP CAPITAL

- Partnered with six new entrepreneurs in our Spaza-to-Market store initiative
- 95% local sourcing
- R500 million procurement spend with small local businesses
- R341 million corporate social responsibility spend
- Launched People n Planet – umbrella programme for all corporate social investment (CSI) programmes
- Supported 3,335 schools in Pick n Pay School Club
- Improved transparency of nutritional information on own brand product labelling

OUR CAPITAL TRADE-OFFS

Our stakeholders have competing interests and needs. Similarly, there is interdependence between our capitals. Below are the most material and relevant trade-offs that have been necessary in our business this year to create greater shared value for all:

RESPONSIBLE REMUNERATION IN A TOUGH CLIMATE

We are committed to providing our employees with fair and responsible remuneration, including a suite of benefits which promotes the well-being of our employees in a difficult economic climate. The Group provided above-inflation increases in salaries and wages this year, which saw employee costs grow 6.2%, notwithstanding the positive efficiency impact of the voluntary remuneration programme undertaken last year.

SMALL BUSINESS DEVELOPMENT

We continue to invest in building a diverse and ethical supply base to support sustainable farming. Our investment includes the development of small emerging local businesses, including the growth of our private label/range of products.

FOOD SAFETY

We are committed to providing customers with safe, high-quality food in a safe and secure shopping environment. This requires ongoing investment in best-practice health, safety and security standards.

OPERATIONS OUTSIDE SOUTH AFRICA

We believe opportunities outside South Africa provide us with a second engine for long-term growth. However, expanding our footprint into the rest of Africa does not come without risk, including the operational challenges of trading in a new environment and the risk of foreign currency movements. This was particularly evident this year, with difficult trading environments in Zambia and Zimbabwe.

REDUCING OUR IMPACT ON THE ENVIRONMENT

The Group progressed on its centralised distribution journey this year with the opening of its new Pick n Pay distribution centre (DC) in KwaZulu-Natal and its new Boxer DC in Gauteng. The two new DCs required capital investment this year, adding start-up costs and higher inventory balances over the short term. However, these DCs have brought centralised supply to 75% in Pick n Pay and 40% in Boxer, unlocking the opportunity for further cost savings and efficiency gains across the distribution channel.

RANGE OPTIMISATION

We are tailoring our product offer by store to ensure we adequately meet the needs of our customers served. In certain stores this has led to meaningful range rationalisation, lower stockholdings, better availability, less waste and improved trading densities. But it has at times meant more difficult engagement with suppliers, where key product lines have had to be prioritised above others.

ADDITIONAL DISTRIBUTION CAPACITY

THE VALUE WE CREATED AND DISTRIBUTED AMONG OUR VARIOUS STAKEHOLDERS

Our ethical value system, underpinned by strong corporate and social governance, as detailed in our governance section from page 80, guides our everyday decision-making. This ensures that we balance and optimise the trade-offs that exist in our business to act in the best interests of our stakeholders.

We create substantial economic development and employment opportunity across our value chain through the creation and distribution of wealth among our various stakeholders.

THE VALUE WE CREATED AND DISTRIBUTED AMONG OUR VARIOUS STAKEHOLDERS

<table>
<thead>
<tr>
<th>Our Capital Trade-Offs</th>
<th>Value Added</th>
</tr>
</thead>
<tbody>
<tr>
<td>Responsible Remuneration</td>
<td>R1.8 billion</td>
</tr>
<tr>
<td>Small Business Development</td>
<td>R0.5 billion</td>
</tr>
<tr>
<td>Food Safety</td>
<td>R75.5 billion</td>
</tr>
<tr>
<td>Operations Outside South Africa</td>
<td>R86.5 billion</td>
</tr>
</tbody>
</table>

Our company performance:

- R11.0 billion value created
- R7.5 billion cost of merchandise sold and administration
- R12.5 billion growth opportunities for thousands of suppliers and service providers across our value chain
- R71.0 billion for our employees – providing economic upliftment and job security
- R16.0 billion to providers of capital – generating long-term sustainable returns
- R0.5 billion paid in government taxes and R341 million invested in CSI initiatives – for the social upliftment of our communities
- R1.8 billion reinvested for future growth – for the benefit of all stakeholders

On a comparable 52-week basis

- Financial capital turnover and other revenue from providers of capital – generating economic upliftment and job security
- Social and relationship capital: remuneration, including a suite of benefits which promotes the well-being of our employees in a difficult economic climate
- Natural capital: introduced 100% recycled and recyclable plastic bag – will keep 2 000 tonnes of plastic out of the environment each year
- Manufactured capital: opened 130 new stores
- Manufactured capital: introduced 100% recycled and recyclable plastic bag – will keep 2 000 tonnes of plastic out of the environment each year
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2 THIS IS PICK N PAY

2 THIS IS PICK N PAY
THE ENVIRONMENT WE OPERATE IN

The Pick n Pay Group operates 1,795 stores across multiple formats in seven countries across southern Africa, including a 45% investment in TM Supermarkets in Zimbabwe. With a celebrated 52-year history, we benefit from strong brand loyalty and broad socio-economic appeal within the regions we serve. The Group follows a flexible investment and operating model, seeking to find the most effective and appropriate business model for a particular region, for example operating company-owned stores, working alongside effective franchise partners, or investing in an established business, while providing management support.

AN OVERVIEW OF THE SOUTH AFRICAN MARKET

South Africa’s retail market is diverse and marked by wide disparities in income and geography. The food and grocery sector is complex, including a large informal sector. The total market has an estimated value of R980 billion, with approximately 65% of the market considered formal and 45% informal. The formal South African food and grocery market is highly competitive, with five large retailers, including the Pick n Pay Group, accounting for approximately 55% of sales. With turnover of R84.4 billion from its South African segment in FY19, it is estimated that the Pick n Pay Group has a share of just below 10% of the total market, and around 15% of the formal market. The informal market is made up of a broad range of small, independent shops, community buying groups and other outlets.

SOUTH AFRICA – THE YEAR IN REVIEW

The Group delivered strong growth in a tough local market. Consumer spending was again constrained in an increasingly difficult economic climate, with South Africa’s real gross domestic product (GDP) growing at just 0.8% over the 2018 calendar year. The country continued to suffer high levels of unemployment, a weak currency, and a volatile and subdued equities market, resulting in falling investor and consumer confidence.

There was some hope that the election of Cyril Ramaphosa in December 2017 as President of the ANC, and subsequently as President of South Africa, would lead to a sustained improvement in economic, business and consumer confidence. However, the groundswell of positive sentiment in early 2018, or “Ramaphoria” as it became known locally, began to wane as it became clear that President Ramaphosa might only find the traction and support for his reform agenda through the national elections in May 2019.

The Pick n Pay Group was prepared for the more difficult economy, having taken decisive action last year to accelerate the delivery of its strategy in three important areas: a voluntary severance programme across Pick n Pay operations, the modernisation of its Smart Shopper programme and a collaborative Buy Better programme to unlock value across its procurement channel. The steps taken delivered substantive efficiency and cost savings this year, which enabled the Group to grow under review to become more price-competitive, offer more personalised value and drive volume growth.

The majority of our customers stretch their grocery budgets by looking for the best deals on staple commodity products and the lowest pricing on fresh produce and butcher’s items, including combination deals. Pick n Pay improved its relative price position by at least 3% across thousands of products, including fresh produce and butcher’s lines. In addition, Pick n Pay refined its promotional calendar, significantly reducing the number of products promoted over the year, but with much deeper value for customers. Boxer provided unbeatable deals on basic commodity lines, including through bulk offers, cementing its position as the fastest growing limited-range discounter in South Africa. The Group delivered internal selling-price deflation of 0.3%, well below consumer price index (CPI) food inflation of 3.8%.
GROWTH OPPORTUNITIES IN THE SOUTH AFRICAN MARKET

The Pick n Pay Group is a leaner and more cost-effective business, well positioned to deliver growth in a tough market. We delivered sales growth of 7.4% in South Africa in FY19 through sharper prices, exceptional value and greater quality and innovation in grocery and allied retail services. The Group is particularly pleased with the performance of its Pick n Pay and Bwera stores serving the lower- to middle-income segments of the market. These communities are resilient and aspirational. We believe that there are good growth prospects for this segment of the market, as circumstances start to slowly improve (for example through improved economic growth, higher wages and the availability of social grants).

Ours is a growing business and we are confident of the long-term opportunities in the markets we operate in and the valuable role we will play in uplifting the communities we serve.

Our broad range of formats and our offer, including through its franchise partners, combined with Bwera’s unbeatable value, position our Group well to serve all customers, and take our fair share of growth in the market.

The Group’s ability to appeal broadly across socio-economic demographics is a key advantage. We will continue to place strong emphasis on the short term to ensure that our stores carry product ranges which are effectively tailored to meet the needs of the customers served. Range optimisation in a number of our lower-to-middle market stores has already led to a meaningful reduction in stockholdings, higher on-shelf availability, stronger promotions, reduced waste and improved trading densities.

Our broad range of formats provides further growth opportunities outside of our core grocery offering, including through developing and growing our clothing, liquor, general merchandise, health and beauty and value-added services offer. The Group is confident of further growth prospects in the South African market, notwithstanding forecasts that economic conditions are unlikely to ease over the short term.

LOOKING FORWARD: THE ROLE WE WILL PLAY IN SOUTH AFRICA

The Group will invest up to R2.0 billion in its store opening and refurbishment programme in the coming year. We will continue to follow a measured approach to capital expenditure, focusing on projects that will deliver sustainable returns while reducing our footprint outside South Africa, that will provide the Group with a second engine of growth in coming years, and we will continue to look for opportunities to expand our footprint outside South Africa, which will provide the Group with the opportunity to accelerate our growth in Africa.

The Group is also mindful of further political and economic risk in Zimbabwe, particularly in respect of currency illiquidity and rising inflation, and the potential impact thereof on currency valuation and Group profitability. However, the TM business remains cash generative and self-funding in Zimbabwe, and we will continue to invest in the refurbishment of our stores, and in basic commodity and other products for our customers. The Group plans to open its first store in Nigeria in the 2019 calendar year. The ongoing formalisation of food and grocery retail across Africa will provide the Group with a second engine of growth in coming years, and we will continue to look for opportunities to expand our footprint outside South Africa, which will provide the Group with the opportunity to accelerate our growth in Africa.

Our REST OF AFRICA OPERATIONS

We have an established presence in Botswana, Lesotho, Namibia, Eswatini, Zambia and Zimbabwe. Our Rest of Africa operations contributed R4.7 billion of segmental revenue in FY19, up 2.2% on last year. However, difficult trading conditions in Zambia and Zimbabwe saw segmental profits fall 16.2% over the year. Our Rest of Africa segment contributes 11.6% to the Group’s profit before tax, down from 16.3% last year.

The Group’s business in Zambia has been under strain for a number of years, with the region still battling the economic impact of a severe and prolonged drought, including the effects on business of an erratic power supply as a result of the country’s dependence on hydro-electricity. Alongside these challenges, the lower copper prices over the past few years has led to higher levels of unemployment and stunted economic growth. The retail sector in Zambia remains highly competitive, and we have responded with tight cost control, stronger working capital management and improved operational efficiency in order to deliver lower prices and a better shopping experience for customers.

Our associate in Zimbabwe, TM Supermarkets (TM), faced a series of challenges in the year under review, with severe currency shortages in the region leading to high levels of food and other inflation, fuel shortages, social unrest and escalating demand for basic commodity products. The hard work of our team over the past few years to build customer and supplier loyalty paid off in difficult times. We were able to keep our shelves stocked and customers rewarded with double-digit volume and customer growth.

Looking forward, we have confidence in the growth prospects for this region, supported by:

- Greater South African political stability, after the May 2019 elections
- Political intent under President Ramaphosa to streamline government, eradicate corruption and the mismanagement of public funds, and improve the performance of state owned enterprises
- Improved outlook for economic transformation and growth
- A growing population
- A growing consumer base across a changing demographic
- Good infrastructure
- Robust and enduring institutions, with strong corporate governance

Due to ongoing currency illiquidity in the region and rising inflation, the Group exercised judgement in its determination of a fair and reasonable rate of exchange for RTGS, including a consideration of fuel prices in the region, rates of exchange in the informal market, and the value at which Old Mutual and PPC shares trade on the Zimbabwe Stock Exchange compared with the JSE. The Group determined a fair rate of exchange at 3 March 2019 was 3.9 RTGS dollars to the US dollar, and this was applied to the translation of all earnings post 1 October 2018.

Our share of TM’s income was down 6.3% year-on-year, including our share of the foreign exchange loss of R42.1 million on the adoption of RTGS. Our share of TM’s income at R109.0 million this year represents 5.3% of the Group’s profit before tax.

LOOKING FORWARD: THE ROLE WE WILL PLAY OUTSIDE SOUTH AFRICA

We are confident of the long-term prospects of our businesses in Botswana, Namibia, Eswatini and Lesotho. We have built a stronger and more resilient business in Zambia in the face of ongoing economic headwinds. The Group is also mindful of further political and economic risk in Zimbabwe, particularly in respect of currency illiquidity and rising inflation and the potential impact thereof on currency valuation and Group profitability. However, the TM business remains cash generative and self-funding in Zimbabwe, and we will continue to invest in the refurbishment of our stores, and in basic commodity and other products for our customers. The Group plans to open its first store in Nigeria in the 2019 calendar year. The ongoing formalisation of food and grocery retail across Africa will provide the Group with a second engine of growth in coming years, and we will continue to look for opportunities to expand our footprint outside South Africa, which will provide the Group with the opportunity to accelerate our growth in Africa.
MATERIAL ISSUES, RISKS AND OPPORTUNITIES

OUR PROCESS FOR DETERMINING MATERIALITY, MATERIAL ISSUES, RISKS AND OPPORTUNITIES

- The Group's underlying capitals
- Material matters that could impact value creation
- The expectations and concerns of stakeholders
- The day-to-day responsibility for identifying, evaluating and managing risk resides with management.
- The audit, risk and compliance committee monitors the risk-management process across all divisions in the Group.
- This review forms part of the Group's comprehensive, enterprise-wide risk management and combined assurance programme.

Material issues are reviewed annually by senior management, the audit, risk and compliance committee, and the Board.

Our integrated annual report focuses on information the directors and Board believe is material to our stakeholders' understanding of the business.

Our materiality review process, the Group agreed that all material matters identified in 2018 remained relevant for the 2019 financial year. These include:

- Consumer environment
- Competitive environment
- Effectiveness of procurement and distribution channel, including waste management
- Food and other health and safety standards
- Volatility of the Group's Rest of Africa division
- Effectiveness and security of our information systems and technology
- Building and retaining a talented and diverse retail team
- Effective execution of strategy and long-term sustainable value creation

The Group's corporate governance principles and policies, as well as the Group's ethical framework, are available on the Group's website.

MATERIAL ISSUES

- Changing industry and consumer trends
- Volatility of the Group's Rest of Africa division
- Food and other health and safety standards including waste management
- Effectiveness of procurement and distribution channel, including transport and utility costs that could put pressure on sales volumes
- Negative customer perception of price and value

We have identified opportunities per material issue to demonstrate how the risks are being mitigated and, where possible, are viewed as growth opportunities for the Group through its strategic long-term plan.

CONSUMER ENVIRONMENT

The South African economic environment is challenging, with consumers grappling with debt and escalating transport, energy and other household costs, exacerbated by high levels of unemployment. Consumer confidence remains low. While there is renewed hope of positive economic reform and economic growth stimulus under President Ramaphosa after the 2019 national elections, we expect consumers to continue to spend prudently over the short to medium term.

MATERIAL RISKS

- Worsening macro- and socio-economic conditions including rising unemployment and GDP contraction that could further constrain consumer spending
- Persistent drivers of cost inflation, for example growing transport and utility costs, that could put pressure on sales volumes
- Negative customer perception of price and value

OPPORTUNITIES AND RISK MANAGEMENT

- The Group is the most inclusive retailer in South Africa, well positioned to meet the changing needs of consumers across all socio-economic demographics
- Our scale, history and strong supplier relationships support effective price negotiation on behalf of customers – with further added value from Pick n Pay's Buy Better programme
- Smart Shopper is providing more personalised value than ever before, including our partnership with BP
- Our growing own brand offer provides trusted value
- 95% of our offer is local – reducing the impact of a weaker rand on the value chain
- Greater operational efficiency has enabled meaningful price investment, with internal selling price deflation of 0.3% in 2019

COMPETITIVE ENVIRONMENT

The South African retail space is strongly contested, with established and emerging retailers operating across the formal and informal market.

MATERIAL RISKS

- Competitive environment
- Effectiveness of procurement and distribution channel, including transport and utility costs that could put pressure on sales volumes
- Negative customer perception of price and value

OPPORTUNITIES AND RISK MANAGEMENT

- Pick n Pay is one of the most loved and admired brands in South Africa, with recognition this year as the most influential brand in South Africa. This brand loyalty gives the Group a unique competitive advantage
- Boxer is demonstrating strong growth and increasing customer advocacy in the lower-income and rural areas of South Africa
- Smart Shopper is South Africa's favourite loyalty programme, with over seven million active customers
- Flexible formats and an increasingly lean operating model allows the Group to respond quickly to changing consumer needs, including through smaller, convenience formats
- We have a strong opening and refurbishment programme that is focused on sustainable investment returns
- We maintain open and constructive engagement with all developers and landlords
- Pick n Pay operates one of the most successful and mutually beneficial franchise models in the retail industry – with regular and open engagement with all our franchisees to ensure value creation for all

As an outcome of our materiality review process, the Group agreed that all material matters identified in 2018 remained relevant for the 2019 financial year. These include:

- Consumer environment
- Competitive environment
- Effectiveness of procurement and distribution channel, including waste management
- Food and other health and safety standards
- Volatility of the Group's Rest of Africa division
- Effectiveness and security of our information systems and technology
- Building and retaining a talented and diverse retail team
- Effective execution of strategy and long-term sustainable value creation

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MATERIAL ISSUES, RISKS AND OPPORTUNITIES (continued)

EFFECTIVENESS OF PROCUREMENT AND DISTRIBUTION CHANNEL

The Group is increasingly reliant on the effectiveness of its own supply chain channel, with 75% of Pick n Pay’s and 40% of Boxer’s inventory now distributed through its centralised distribution centres.

MATERIAL RISKS

- Insufficient stockholdings
- Poor on-shelf availability
- Poor quality or shortened shelf life of fresh produce
- Increased waste
- Increased cost of distribution, specifically fuel
- The catastrophic loss of a major distribution centre

OPPORTUNITIES AND RISK MANAGEMENT

- The Group has built a robust distribution network that distributes products to stores every day, on a short order lead time
- Improved efficiencies from:
  - a single warehouse management system across all distribution centres
  - an enterprise-wide automatic forecast and replenishment system
  - an online, real-time supplier portal
- We have an established and dedicated team of procurement and distribution experts who maintain strong relationships with our suppliers, logistics providers and warehouse managers
- Business continuity and disaster recovery plans are in place

FOOD AND OTHER HEALTH AND SAFETY STANDARDS

We are committed to providing our customers with safe, high-quality food and a secure shopping experience. The importance of robust health and safety standards across the food chain, and the significant risks associated with unsafe food, was brought sharply to the fore in March 2018 when a deadly strain of listeriosis was traced to a large food producer in South Africa. The Group reacted quickly and decisively, swiftly removing all potentially affected products from its shelves for destruction in accordance with the Group’s formal product recall and disaster management protocol. We also openly engaged with customers and encouraged them to return any products that they were concerned about for a full refund.

MATERIAL RISKS

- We inadvertently stock or prepare unsafe food or other grocery products that cause harm to customers
- Our suppliers or franchisees do not adhere to our overall minimum health and safety standards
- Safety standards are not followed in-store, putting our customers or staff at risk of injury or ill health

OPPORTUNITIES AND RISK MANAGEMENT

- Suppliers are contractually bound to comply with all legislated health and safety requirements, including certain additional minimum standards set by the Group, where relevant
- Suppliers are subject to regular food safety standard audits by independent third-party auditors, and non-compliance with food safety standards results in termination of supply agreements until compliance is restored
- All stores undergo stringent food safety audits on a regular basis, undertaken by independent service providers and internal audit teams
- Product recall standards and procedures are in place
- Formal health and safety regulations are in place throughout our stores and support offices, with a strong focus on awareness and compliance
- Franchise agreements regulate minimum in-store safety requirements

VOLATILITY OF THE GROUP’S REST OF AFRICA DIVISION

The Group is building its operations outside South Africa and sees this diversification as an important engine of growth. We currently operate in six countries outside South Africa and will open our first store in Nigeria this year. We continue to explore other opportunities across the African continent.

MATERIAL RISKS

- Growth outside South Africa is managed in a planned and deliberate manner – without placing the core South African business at any undue risk
- The ownership or investment model is tailored to best suit the operating environment and, wherever possible, includes collaboration with experienced, local partners who share our values and our commitment to strong corporate governance
- We look for growing markets that provide opportunity, for real scale in a business environment that is well regulated, without too much complexity, and that is welcoming to foreign investment
- The Group has strengthened its operating models in Zambia and Zimbabwe in response to those increasingly challenging markets, with strong discipline in capital and operating spend and tighter working capital management
- We have a dedicated “Rest of Africa” team

OPPORTUNITIES AND RISK MANAGEMENT

- The Group faces different political, economic, social, regulatory, foreign exchange and other operational risks in each country in which it operates, which can lead to increased volatility in the result of the Rest of Africa division
- A lack of understanding of local markets can negatively impact on the sustainable returns from these countries

CAPITALS

- We have a dedicated “Rest of Africa” team
- We look for growing markets that provide opportunity, for real scale in a business environment that is well regulated, without too much complexity, and that is welcoming to foreign investment

STAKEHOLDERS

- The Group has strengthened its operating models in Zambia and Zimbabwe in response to those increasingly challenging markets, with strong discipline in capital and operating spend and tighter working capital management
- We have a dedicated “Rest of Africa” team

STRATEGIC PILLARS

- A lack of understanding of local markets can negatively impact on the sustainable returns from these countries
- The ownership or investment model is tailored to best suit the operating environment and, wherever possible, includes collaboration with experienced, local partners who share our values and our commitment to strong corporate governance
BUIDLING AND RETAINING A TALEDNT AND DIVERSE RETAIL TEAM

One of the key drivers behind our long-term strategic turnaround plan is the ambition, commitment and performance of our retail team. The Group’s success is also predicated on the growth of South Africa and job creation for all. We are determined that our team reflects the diverse communities we serve and are committed to providing rewarding career opportunities in the retail industry.

MATERIAL RISKS
- An inability to attract or retain diverse talent that can deliver on the Group’s strategy and ensure strong succession
- Lack of skills development and training
- Lack of diversity or opportunity for all
- Increasing cost of labour without a commensurate increase in return
- Labour strikes/stoppages that affect the operation of our business

OPPORTUNITIES AND RISK MANAGEMENT
- Our remuneration policy provides a strong commitment to diversity, career advancement, training and incentivisation
- We have a business-wide performance management system in place to drive a high-performance culture and recognises and rewards performance
- Our remuneration approach is benchmarked across the industry
- We maintain open and constructive relationships with labour unions, and formal processes are in place to proactively manage critical issues
- R67.0 million invested in training and education in FY19

EFFECTIVENESS AND SECURITY OF OUR INFORMATION SYSTEMS AND TECHNOLOGY

The Group is reliant on enterprise-wide information technology that supports and facilitates critical functions across its operations. This includes point-of-sale transactions, including value-added financial services, product forecast and replenishment, labour scheduling, Smart Shopper, Pick n Pay Online and real-time financial reporting.

MATERIAL RISKS
- Any system disruption that negatively impacts on our ability to serve our customers and run our business efficiently and effectively
- Cyberattacks and the impact on the security of the Group or customers’ confidential information
- Over-reliance on IT systems that are unable to support growth and innovation
- A lack of accuracy or timeliness of information having a negative impact on decision-making ability

OPPORTUNITIES AND RISK MANAGEMENT
- The Group has a specialist team dedicated to building, maintaining and protecting its IT infrastructure, which follows best practice in development, maintenance, cybersecurity and recovery
- Ongoing innovation has:
  - Driven growth of value-added services at point of sale
  - Facilitated price checks across thousands of products every week
  - Created an engaged and personalised Smart Shopper loyalty programme
  - Facilitated the Group’s modern and innovative online offering
- Close on R150.0 million spent on maintaining and advancing our IT infrastructure in FY19
- The team is focused on customer-centric, forward-thinking mobile technology to drive convenience and customer service
- Close on R150.0 million spent on maintaining and advancing our IT infrastructure in FY19

EFFECTIVE EXECUTION OF OUR STRATEGY AND LONG-TERM SUSTAINABLE VALUE CREATION

The Group implemented its long-term strategic recovery plan in 2013 to restore long-term value creation and achieve a stronger and more sustainable profit margin. Please refer to pages 44 to 53 for more information.

MATERIAL RISKS
- Poor or non-execution of strategy by the leadership team that negatively impacts on sales growth, operating margins or long-term sustainable value creation
- Strategy does not respond to changing economic climate or consumer trends

OPPORTUNITIES AND RISK MANAGEMENT
- The long-term plan has been clearly communicated and is well understood
- The plan’s “strategic business acceleration pillars” place executive focus on the Group’s material growth opportunities, while considering any significant risks to value creation
- Dedicated teams are accountable for delivering the key elements of each strategic pillar and are measured against key performance indicators linked to each pillar
- The Group has maintained a resolute focus on the objectives set out in its long-term plan, with successful execution of strategy delivering compound annual earnings growth of 23.7% over the past six years and market-leading volume growth in 2019
- Strategy is reviewed regularly to ensure relevance – in FY19 the Group strengthened its cost discipline, recognising the need for greater productivity and efficiency in a low-growth environment
ENGAGING WITH OUR STAKEHOLDERS

Our ability to create sustainable value depends on open and constructive engagement with our stakeholders.

Stakeholders are parties that can affect, or be affected by, our activities, objectives and policies. We identify key stakeholders through ongoing engagement with individuals, groups and organisations. In this section we detail our engagement with these stakeholders, focusing on those that have either a significant interest in the operations of the Group or significant influence over the way we do business and create value.

ENGAGEMENT ENABLES US TO:
- Identify and act on issues affecting our stakeholders and our business
- Improve our understanding of stakeholders’ expectations, aspirations and interests
- Strengthen the transparency and accountability through which we have established valued relationships
- Consider the concerns and interests of stakeholders when determining our material issues and strategic response

Read more about our material issues on pages 32 to 37.

The tables that follow outline our key stakeholder groups, why we engage with them, and the value we derive through proactive, open and constructive stakeholder engagement.

CUSTOMERS

We are accountable to those we serve. Our customers are at the heart of our strategy and we engage to respond to their changing needs, strengthen our offer and drive sales.

HOW WE ENGAGE:
- Smart Shopper loyalty programme
- Daily engagements in-store
- Dedicated customer director
- Customer care line
- One-on-one meetings
- Regular customer surveys, forums and panel discussions
- Social media platforms

WHAT OUR CUSTOMERS TELL US IS MOST IMPORTANT TO THEM:
- Low prices, good value
- Product quality and food safety
- Consistently good availability
- Convenience
- Great stores and service
- Rewards for loyalty
- Community involvement

WHAT OUR STRATEGY RESPONDS TO CUSTOMERS’ NEEDS:
- Great prices and promotions
- Leading product range, with more own brand
- Effective supply chain
- Convenient store locations
- Modern stores through a strong refurbishment programme
- Customer-focused staff training
- South Africa’s favourite loyalty programme
- Multi-value-added services, including a competitive financial services offer
- Being a “force for good” in the communities we serve

SUPPORTED BY STRATEGIC BUSINESS ACCELERATION PILLAR:
Refer to the “Better for customers” business acceleration pillar on page 46.

EMPLOYEES

We are committed to building a winning team. We engage with our staff to communicate strategy and responsibilities, identify needs, recognise and reward good performance and hold each team member accountable for their contribution to the success of the Group.

HOW WE ENGAGE:
- Regular management updates
- Employee surveys
- Monthly internal publications
- Internal social media and interactive app
- Skills development and training
- Ongoing constructive engagement with labour unions

WHAT OUR EMPLOYEES TELL US IS MOST IMPORTANT TO THEM:
- Competitive remuneration and benefits
- Training and career development
- Fair and reasonable working hours, with certainty of hours and shifts
- Sustainable business performance
- Wellness programmes and work-life balance
- Working for a responsible and ethical corporate citizen

WHAT OUR STRATEGY RESPONDS TO EMPLOYEES’ NEEDS:
- Our strategy includes a focus on building South Africa’s most talented retail business
- Our remuneration policy drives fair and competitive remuneration and the recognition and development of talent. Refer to our remuneration report on pages 92 to 110 for more detail
- We provide numerous training and development programmes to upskill our staff
- We are building a lean and effective organisational structure for the benefit of all
- We advance employee opportunity and diversity

SUPPORTED BY STRATEGIC BUSINESS ACCELERATION PILLARS:
Refer to the “A winning team” business acceleration pillar on page 50.

COMMUNITIES

Our success depends on the well-being of the communities we serve. We engage with them to provide meaningful support and create opportunities for sustainable economic growth that benefits all. Our community engagement is aligned with stakeholder needs and underpinned by the seven SDGs most relevant to our business (refer to page 3).

HOW WE ENGAGE:
- Forums such as township cooperatives, university partnerships and the Pick n Pay School Club
- Individual stores’ varied social responsibility programmes
- Small-business development initiatives
- We commit to helping our communities in times of crisis and need
- Collaboration with the Ackerman Pick n Pay Enterprise Development Fund, including community enterprise development and food security initiatives
- Engagement with customers in respect of their environmental concerns, including our work on removing plastic from our business

WHAT OUR COMMUNITIES TELL US IS MOST IMPORTANT TO THEM:
- Job creation
- Economic development and opportunity
- Access to safe food at low prices
- Poverty relief and community outreach programmes
- Environmental consciousness

WHAT OUR STRATEGY RESPONDS TO COMMUNITIES’ NEEDS:
- Being a “force for good” in our communities underpins all our strategic pillars
- Environmentally and socially responsible business practices
- Source from and develop diverse and ethical suppliers
- Job creation through long-term sustainable growth
- Promote healthy and sustainable living

SUPPORTED BY STRATEGIC BUSINESS ACCELERATION PILLARS:
Refer to the “Strategic focus” section on pages 46 to 52.
**ENGAGING WITH OUR STAKEHOLDERS** (continued)

**SUPPLIERS**
We are supported by a broad network of suppliers and service providers. We engage to source high-quality products at the best price and ensure food safety, sustainable and ethical business practices, innovation and consistent on-shelf availability.

**HOW WE ENGAGE:**
- Fact-based negotiation as part of our Buy Better programme
- Regular meetings in line with merchandise cycle timelines
- Direct engagement at an executive level
- Dedicated supplier portal
- Regular food safety audits at production facilities
- Ongoing store visits with suppliers
- Joint business planning sessions
- Supplier conferences
- Dedicated enterprise development programme

**WHAT OUR SUPPLIERS TELL US IS MOST IMPORTANT TO THEM:**
- Fair pricing and transparent negotiation
- Effective and efficient administration
- Sustainable business partnerships
- Research and development support
- Transparent agreements, logistical support
- Opportunities for cost reduction
- Transformation and enterprise development
- Resource efficiency (energy, water, waste, logistics)

**HOW OUR STRATEGY RESPONDS TO SUPPLIERS’ NEEDS:**
- Building fair, efficient and mutually beneficial business relationships
- Developing a cost-effective and efficient supply chain
- Product innovation to meet evolving customer needs
- Continual development of small businesses and diverse and ethical suppliers
- Pick n Pay Fast Pay – key banking partners provide competitive funding to participating suppliers for the early settlement of invoices
- Contribute to job creation

**SHAREHOLDERS**
We engage with the investment community to provide a comprehensive, consistent and well understood investment case. This ensures that our shareholders can make informed investment decisions and that our share trades at a fair value.

**HOW WE ENGAGE:**
- At least four formal engagements a year: two financial results presentations, one AGM and an investor day/strategic update
- Regular engagement with investors, analysts and fund managers
- Direct engagement on proposed resolutions prior to annual and general meetings
- Dedicated investor relations team and investor website at www.picknpayinvestor.co.za

**WHAT OUR SHAREHOLDERS TELL US IS MOST IMPORTANT TO THEM:**
- Improved and sustainable return on investment
- Understanding our business model, strategic direction and profit drivers
- Access to timely, accurate, transparent and relevant information
- Sufficient free float of shares for trade
- Good corporate governance
- A socially responsible and ethical corporate citizen

**HOW OUR STRATEGY RESPONDS TO SHAREHOLDERS’ NEEDS:**
- Generate consistent returns in a sustainable manner
- Operate according to the highest corporate governance principles
- Follow innovative business practices at acceptable levels of risk
- Capital efficiency
- Provide attractive returns on investment

**FRANCHISEES**
Our 718 franchise stores are an integral part of the Group, and the success of the franchise model depends on the success of our franchise partners. We engage to find mutually beneficial and sustainable growth opportunities, build our scale and extend our reach.

**HOW WE ENGAGE:**
- Store visits by franchise management team and service area consultants
- Regular meetings with regional operational teams and national franchise representatives
- CSI programmes in the communities in which our franchisees operate
- Franchise conferences

**WHAT OUR FRANCHISEES TELL US IS MOST IMPORTANT TO THEM:**
- The opportunity to build a profitable and sustainable business
- Security and sustainability of supply
- Timely delivery of products, competitive pricing, product innovation, marketing support, quality of products and food safety
- Opportunities for cost reduction
- Resource efficiency (energy, water, waste, logistics)
- Transformation and enterprise development

**HOW OUR STRATEGY RESPONDS TO FRANCHISEES’ NEEDS:**
- Pick n Pay offers one of the most successful and mutually beneficial franchise models in the retail industry
- Operating as a sustainable franchisor of choice for almost 25 years
- Flexible model, committed to supporting start-up businesses, smaller formats, or those struggling in tough trading environments, including through management and administrative support

**SUPPORTED BY STRATEGIC BUSINESS ACCELERATION PILLARS:**
Refer to the “Every product, every day” business acceleration pillar on page 49.

**SUPPORTED BY STRATEGIC BUSINESS ACCELERATION PILLARS:**
Refer to the “Flexible and winning estate”, “Efficient and effective operations” and “Every product, every day” business acceleration pillars on pages 47 to 49.
STRATEGIC FOCUS

In order to restore the business to a position of long-term sustainable growth, the Group formulated a strategic turnaround plan in the 2013 calendar year. In developing the three stages of its plan, the Group recognised that a sustainable recovery would need to be achieved in a planned, considered and balanced way over a number of years, avoiding short-term thinking that might weaken the business over the longer term. The Group’s successful execution of its plan is evident in the delivery of consistent earnings growth and value creation over a number of years, notwithstanding increasingly difficult economic conditions within the regions in which it operates.

THE THREE STAGES OF THE GROUP’S LONG-TERM STRATEGIC PLAN SEEK TO ACHIEVE THREE BROAD OBJECTIVES:

- Grow sales in line with, or ahead of the market, by providing great value, service and innovation for customers
- Achieve high levels of operating efficiency and lower costs to enable maximum reinvestment in the customer offer
- Restore the underlying profit before tax (PBT) margin to a historically sustainable level

Achieve high levels of operating efficiency and lower costs to enable maximum reinvestment in the customer offer

The Group will complete the centralisation of its supply chain, with improved efficiencies and lower costs across its distribution channel. The Group further aims to improve the efficiency and cost effectiveness of its store operations and support offices, while minimising increases in rentals, rates, electricity, water and other charges.

Stage 1 focused on stabilising the Group’s operations and its financial position, while developing a strong multi-platform and multi-channel retail offer in South Africa, including building Boxer into a thriving national limited-range discounter. In addition, the Group is carefully growing its footprint outside South Africa.

Stage 1:

- Achieve high levels of operating efficiency and lower costs to enable maximum reinvestment in the customer offer
- Restore the underlying profit before tax (PBT) margin to a historically sustainable level
- Grow sales in line with, or ahead of the market, by providing great value, service and innovation for customers

STAGE 2: CHANGE THE TRAJECTORY

In Stage 2, the Group’s focus has been on developing a winning customer offer through lower prices, more attractive promotions, better and more innovative products, compelling value-added services, and brighter and more modern stores. This has been achieved by reducing cost and increasing productivity across all operations, enabling the Group to invest more in its customer offer.

STAGE 2 IS ORGANISED AROUND SEVEN BUSINESS ACCELERATION PILLARS:

- Better for customers
- A flexible and winning estate
- Efficient and effective operations
- Every product, every day
- A winning team
- Boxer – a national brand
- Rest of Africa – a second engine of growth

Underpinned by the Group’s commitment to be a “force for good” in the communities it serves, these seven pillars represent the key strategic growth opportunities for the Group, with value creation tracked against measurable goals.

The pillars consider the material issues and concerns of the Group’s stakeholders, as well as the risks facing the business (refer to pages 32 to 37). The pillars provide management with clear priorities, objectives and lines of accountability. The Group has consistently communicated its financial and operational performance against these pillars, both externally and internally, providing a consistent and transparent scorecard of year-on-year progress.

Read more about our performance per strategic pillar from page 46 of this report.

Stage 2 is organised around seven business acceleration pillars:

STAGE 2: CHANGE THE TRAJECTORY

2013 to 2016: Looking back on what the Group has achieved

2016 to present: Positioning the Group for long-term growth
HOW THE GROUP PERFORMED AGAINST THE SEVEN BUSINESS ACCELERATION PILLARS

BETTER FOR CUSTOMERS

The Group’s long-term success depends on its ability to deliver a strong and consistent customer offer that earns customer loyalty across the communities it serves. Greater business efficiency and financial discipline have enabled the Group to provide meaningful price support for customers through difficult economic times, alongside investments in quality, range and service.

WHAT WE SAID WE WOULD DO IN 2019 AND WHAT WE ACCOMPLISHED

More low prices and a strong promotional calendar
- Improved relative price position by 3% across thousands of products
- Fewer, deeper and more effective promotions

Enhanced fresh offer with longer-lasting quality and greater value through own brand
- Launched Fresh Promise, a guarantee of exceptional quality across Pick n Pay’s fresh produce, butchery and bakery lines
- New packaging, improved quality, better ranges
- Stronger collaboration with suppliers on product specifications, ordering, waste management and promotions
- Launched 500 new own brand products and redesigned a further 700

Ongoing innovation in loyalty
- Launched partnership with BP – over one million Smart Shoppers earned loyalty points on fuel purchases
- “Switch and spend” enabled at till point
- Mobile app now allows for “cardless swipe” – over one million downloads of Smart Shopper app this year
- R6.6 billion in personalised loyalty discounts offered to Smart Shoppers this year
- Smart Shopper voted South Africa’s best loyalty programme for the 6th year in a row

Ongoing innovation in value-added services
- Launched industry-first partnership with TymeBank – 500 000 bank accounts expected by end July 2019
- Added 52 money counters in-store and facilitated over R30 billion in cash withdrawals and money transfers in our stores – over 75 million transactions

KEY PERFORMANCE INDICATORS DEMONSTRATING PROGRESS AGAINST STRATEGY INCLUDE:

Turnover growth
- Market-leading sales volume growth of 5.1%

Internal selling price inflation
- Internal selling price deflation of 0.3%, against CPI Food inflation of 3.4%

Performance of fresh categories
- Strong growth in fresh categories
- Improved on-shelf availability and waste management

Own brand participation
- Pick n Pay own brand grew from 19% to 21% of relevant sales

Smart Shopper engagement
- Redemptions of personalised discounts up 30%

Growth in income from value-added services
- Up 41.5% year on year

A FLEXIBLE AND WINNING ESTATE

The Group will open stores in locations that provide sustainable, long-term returns. Changing customer demographics create opportunities for the Group to extend its reach and grow turnover without impacting existing stores. This includes smaller stores focused on customer demand for convenience and a growing online platform. Greater operating flexibility, efficiency and cost effectiveness allow the Group to operate successfully in a broader range of locations.

WHAT WE SAID WE WOULD DO IN 2019 AND WHAT WE ACCOMPLISHED

Sustainable growth in new space
- 130 new stores across all formats, with 29 new supermarkets
- 20 closures to improve the overall quality of the estate
- Estate now totals 1 795 stores

Targeted refurbishment programme
- 103 refurbishments – including 45 Pick n Pay company-owned stores and 20 Pick n Pay franchise supermarkets
- Broad and impactful improvements in store design – with lower shelf heights and new layouts for produce, health and beauty, general merchandise, clothing and liquor
- Extensive repairs and maintenance programme augmenting the capital investment programme

Greater convenience
- All new Pick n Pay and Boxer supermarkets are smaller and easier to shop
- 6 new Market stores (spaza shops) in townships across Gauteng and the Western Cape
- 32 new Pick n Pay Express stores on BP forecourts this year
- 20 Pick n Pay franchise supermarkets
- 103 refurbishments – including 45 Pick n Pay company-owned stores and 20 Pick n Pay franchise supermarkets
- New stores performing in line with target
- Refurbishments delivering required rate of return, with like-for-like sales growth ahead of the rest of the estate

Online turnover growth
- Online turnover up 24.3%, order volumes up 17%
- 90% increase in visitors to online website, 50% from mobile devices
- On-time delivery rates of 98%

2020 – Strategic priorities for next year
- Growth with sustainable returns
- Ongoing modernisation
- More convenience

2016 to present: Positioning the Group for long-term growth

2017 – Accelerating to growth
- Green energy
- Intelligent demand
- Value-added services
- Enhanced online

2018 – Accelerating to growth
- Customer insights
- Loyalty
- Value-added services
- Enhanced online

2019 – Accelerating to growth
- Sustainability
- Loyalty
- Value-added services
- Enhanced online

2020 – Strategic priorities for next year
- Sustained price competitiveness
- Quality fresh offer
- Development of own brand
- Innovation in financial services

Stage 2: Change the trajectory

2016 to present: Positioning the Group for long-term growth

www.pnp.co.za
HOW THE GROUP PERFORMED AGAINST THE SEVEN BUSINESS ACCELERATION PILLARS (continued)

EFFICIENT AND EFFECTIVE OPERATIONS

Efficient and cost-effective store operations are key to delivering an excellent customer experience. Greater efficiency also unlocks value for further investment in the customer offer. The Group’s “Next Generation” stores, and specifically its smaller convenience formats, demonstrate the Group’s ability to operate more efficiently on a leaner cost base. The Group is further focused on streamlining its support services to eliminate inefficiencies.

WHAT WE SAID WE WOULD DO IN 2019 AND WHAT WE ACCOMPLISHED

Sustainable improvement in trading expenses margin
- Growth in trading expenses contained below turnover growth
- Lower trading expenses margin, driven by improved management of employees costs
- Sustainability initiatives delivered significant savings in electricity and water consumption and related costs

Stronger working capital management, including range rationalisation
- Further progress on removing old and slow-moving lines from the business
- Range optimisation delivers tighter ranges across our stores, and lower stockholdings with improved on-shelf availability
- Well-managed debtors and creditors book, in line with last year

Lower finance costs
- Stronger working capital management and discipline in capital and operating spend delivered a substantial reduction in net funding and finance costs over the year

KEY PERFORMANCE INDICATORS DEMONSTRATING PROGRESS AGAINST STRATEGY INCLUDE:

Growth in trading expenses
- Trading expenses up 70%, below the growth in turnover of 71%
Expense ratios as a percentage of turnover
- Trading expenses down to 18.8% of turnover (FY18: 18.9%)

Reduction in consumption of resources
- Like-for-like electricity costs down 1.8%
- Pick n Pay uses less total electricity than we did 10 years ago
- 40% reduction in water usage in the Western Cape

Inventory values
- Like-for-like inventory value down 10.5%

Net funding position
- Comparable net funding position reduced by R665.0 million

Net finance costs
- Down 38.5% year on year

EVERY PRODUCT, EVERY DAY

The Group continues to deliver substantive progress in developing an efficient and fully centralised procurement and distribution channel. The Group’s centralisation strategy has improved on-shelf availability, and is driving cost savings and efficiency across the business.

WHAT WE SAID WE WOULD DO IN 2019 AND WHAT WE ACCOMPLISHED

Greater centralisation of supply, with further improvements in strike rates to stores
- Centralisation of Pick n Pay supply increased to 75% nationally, from 65% last year
- 400 new suppliers centralised, including eight small suppliers mentored through our enterprise development programme

Ongoing cost and efficiency savings from our Buy Better programme
- Pick n Pay worked closely with suppliers in its Buy Better programme, unlocking R500 million of value to invest in lower prices and added value for customers

Additional distribution capacity in the Gauteng region of South Africa
- The Group is in the process of securing and developing additional supply chain capacity in Gauteng in order to supplement its Longmeadow distribution centre in the region

2020 – Strategic priorities for next year
- Greater cost discipline and efficiency, across distribution channel
- Growth in trading expenses contained below turnover growth
- Lower stockholdings
- Lower waste
- Lower finance costs

2016 to present: Positioning the Group for long-term growth

Stage 2: Change the trajectory

2020 – Strategic priorities for next year
- Mature automated forecast and replenishment systems continue to deliver improvements in strike rates
HOW THE GROUP PERFORMED AGAINST THE SEVEN BUSINESS ACCELERATION PILLARS (continued)

**A WINNING TEAM**

The Group’s ambition is to build a skilled, talented and diverse retail business in South Africa and in all African countries where it operates. To achieve this, the Group needs to be the employer of choice in the retail industry. The Group attracts staff by providing competitive pay and benefits, access to skills training and development, career advancement and recognition for a job well done.

**WHAT WE SAID WE WOULD DO IN 2019 AND WHAT WE ACCOMPLISHED**

More jobs in more stores
- The Group created 4,675 net new jobs this year through its store-opening programme, including its franchise stores

Improved labour costs as a percentage of turnover
- Labour costs are now 8.2% of turnover (FY18: 8.3%)

A more cost-effective and efficient human resources (HR) function
- Restructured the HR team with new leadership and more streamlined and focused management structures
- Delivered administrative improvements in performance management and in skills and development training

**KEY PERFORMANCE INDICATORS DEMONSTRATING PROGRESS AGAINST STRATEGY INCLUDE:**

Labour costs as a percentage of turnover
- Like-for-like employee costs up 5.9%, reflecting annual increases ahead of inflation
- Labour costs down to 8.2% of turnover (FY18: 8.3%)

Stability in labour relations
- The Group secured a favourable three-year wage deal with its labour partners which extends to February 2022

Promotions, training interventions and other awards
- R67 million invested in training and education
- 800 training interventions – 16,000 employees received training

**BOXER – A NATIONAL BRAND**

The Group’s ambition is to build Boxer into the leading limited-range discounter in southern Africa.

**WHAT WE SAID WE WOULD DO IN 2019 AND WHAT WE ACCOMPLISHED**

Increased capital investments across new stores and refurbishments
- 26 new stores, including 13 new supermarkets, 12 liquor stores and one Build
- 31 stores refurbished
- Three-quarters of the supermarket estate now in Boxer’s “Next Generation” format

Enhanced fresh offer, including great deals on butchery and fresh produce
- Boxer built on its small but compelling fresh offer this year – delivering double-digit growth in butchery and bakery lines

Greater levels of centralised supply
- Boxer opened its new Gauteng distribution centre in January 2019 – with centralisation now at just over 40% in the division

**2020 – Strategic priorities for next year**

- More new and refurbished stores
- Lower prices, greater value
- Greater levels of centralisation

**2016 to present: Positioning the Group for long-term growth**

- Stage 2: Change the trajectory
- Ongoing stability in labour relations
- Greater productivity - maintaining current level of labour costs
- Increased skills training and development

**2020 – Strategic priorities for next year**

- Ongoing stability in labour relations
- Greater productivity - maintaining current level of labour costs
- Increased skills training and development
HOW THE GROUP PERFORMED AGAINST THE SEVEN BUSINESS ACCELERATION PILLARS (continued)

REST OF AFRICA – A SECOND ENGINE OF GROWTH

The Group has an established presence in Botswana, Lesotho, Namibia, Eswatini and Zambia and a 49% investment in TM Supermarkets in Zimbabwe. The Group will continue to look for profitable opportunities to grow its footprint in countries outside South Africa that offer political stability, economic growth, ease of business and the prospect of strategic scale.

WHAT WE SAID WE WOULD DO IN 2019 AND WHAT WE ACCOMPLISHED

More capital investment – including new stores in Zambia and ongoing refurbishments in Zimbabwe

- 6 new stores outside South Africa – 3 in Zambia and 3 in Eswatini
- 7 refurbishments in Zimbabwe

Improvement in our operating model – delivering further cost savings in difficult trading environments

- Cost discipline and tight working capital management in Zambia and Zimbabwe
- Range optimisation in Zambia contributed to a 10% decrease in like-for-like stockholdings
- Completed roll-out of new point-of-sale system in Zambia

Develop our business in West Africa

- Secured a suitable trading site in Lagos, Nigeria – store to open in FY20

KEY PERFORMANCE INDICATORS DEMONSTRATING PROGRESS AGAINST STRATEGY INCLUDE:

- Sustainable turnover and earnings growth
- Segmental revenue up 2.2% to R4.7 billion – and up 5.3% on a constant currency basis
- Segmental profits down 16.2% to R241.3 million, reflecting the constrained trading environment in Zambia and political and economic uncertainty in Zimbabwe

Participation in Group profit

- Rest of Africa segment contributes 11.6% to Group profit before tax (FY18: 16.3%)

2020 – Strategic priorities for next year

- Improved operating models – efficiencies and cost savings in difficult trading environments
- Volume and customer growth in Zimbabwe through consistent on-shelf availability and competitive pricing
- Develop our business in Nigeria

THE GROUP HAS, THROUGH THE SUSTAINED AND CONSISTENT EXECUTION OF ITS PLAN, SUCCESSFULLY BUILT SIX CLEAR ENGINES FOR LONG-TERM GROWTH:

PICK N PAY – SOUTH AFRICA’S MOST TRUSTED RETAILER

Pick n Pay will strengthen its business and customer offer, while remaining true to its core values of good corporate governance and corporate citizenship.

BOXER – AFRICA’S FAVOURITE DISCOUNTER

Boxer is delivering market-beating turnover growth as it provides exceptional value to customers across South Africa and Eswatini.

BEARING DOWN ON COSTS

The Group will ensure that its costs are actively managed and that cost discipline aims to ensure that costs increase at a lower rate than sales.

VALUE-ADDED CUSTOMER SERVICES

Services are an increasing contributor to growth. The Group will continue to leverage its substantial store and systems infrastructure to offer its customers innovative and low-cost value-added services.

EXPANSION IN AFRICA

The Group has a dedicated Rest of Africa team focused on growing its business in a measured way that delivers sustainable growth in developing markets outside South Africa, without putting its core South African division at risk.

FORCE FOR GOOD

We are exceptionally proud of our substantial contribution to the well-being of South African communities over 52 years. We are committed to building a better South Africa through a focus on more jobs, more entrepreneurs and more support for our schools. We firmly believe that doing good is good business – our business will grow hand in hand with our contribution to society.

STAGE 3: SUSTAINABLE LONG-TERM GROWTH

The Group is increasingly well positioned to reach Stage 3 of its plan and become a long-term sustainable retail business. Attributes at this stage will include a mature and effective supply chain, ongoing improvements in operating efficiency, a clear blueprint for growth and innovation and the agility to respond to changing customer needs.

The Group has not communicated a timeline for the completion of Stage 2. The following indicators are markers for the successful completion of Stage 2 and provide a strong foundation for Stage 3: Sustainable long-term growth:

- A track record of consistent sales and profit growth over a number of years
- A resource-efficient business that is a “force for good” in the communities in which it trades
- Strong customer loyalty and advocacy
- Collaborative and enduring relationships with strong and diverse supplier base
- Continued innovation in our store estate and in our customer offer
- An operating model that benchmarks internationally
- An employer of choice that delivers opportunity for all
- A continuing long-term growth strategy

The Group’s turnaround plan is returning the Group to its roots as a discounter and consumer champion. Over the past six years the Group has improved its customer offer, modernised its stores, centralised its supply chain and firmly controlled its costs. The result has been sustained earnings growth and an improvement in underlying profit margins.

Our plan is long term and forward looking. Pick n Pay and Boxer serve customers across all socio-economic groups, and the Group is increasingly confident that it has the ability and agility to compete effectively and unlock growth opportunities in the market and across its business.
Over the past six years, the Pick n Pay Group has become a much better business for customers. We have lowered our prices, improved our promotions, offered more exciting own brand products, introduced compelling value-added services, and opened brighter and more modern stores. By working hard to become leaner and more cost effective, we have offered better value for customers without sacrificing earnings growth.

I reported a year ago on the steps we took in 2017 to streamline our business through a voluntary severance programme, modernisation of our Smart Shopper loyalty scheme, and an initiative to buy better from our suppliers. The efficiency savings achieved last year enabled us to be more competitive this year – as demonstrated by the full-year financial results we published in April. The Group delivered market-leading sales growth of 7.1%, and like-for-like turnover growth of 4.1% on a 52-week comparable basis. Our core South Africa division delivered turnover growth of 7.4%. Alongside this sales momentum, a balanced gross profit margin performance and ongoing improvements in operating efficiency and working capital management, helped to deliver a 18.0% increase in headline earnings per share.

LOWER PRICES, MORE VALUE

We improved our relative price position across thousands of products, and made our promotions deeper and more meaningful. Selling prices in Pick n Pay and Boxer stores fell on average by 0.3% over the year – providing significant help for many families struggling to make ends meet in a challenging economy. As a result, the Group’s underlying volume growth of 5.1% represented our strongest underlying trading performance for many years. We continue to improve our efficiency in demand planning, replenishment and distribution, and are a more effective retail partner in driving product growth. We unlocked more than R500 million of value through our Buy Better programme this year, enabling greater investment in our customer offer.

GREATER REWARD FOR LOYALTY

Our sharper pricing is augmented by Pick n Pay’s Smart Shopper loyalty programme, which remains the most engaged and accessible loyalty programme in South Africa. Over seven million active loyalty customers receive a personal message each week, with discounts on the items most relevant to them. Pick n Pay offered loyalty customers R6.6 billion in personalised value this year, and saw redemptions grow by almost 30%.

ENHANCED FRESH OFFER

Customers judge the quality of a retailer by the quality of its fresh offer. Pick n Pay launched its Fresh Promise in May 2018, delivering a substantially improved fresh offer, with better quality, more choice, and longer-lasting freshness across all categories. This has been achieved through greater and more rewarding collaboration with fresh suppliers on improved technical specifications, packaging, ordering and waste management.

Our determined focus on fresh delivered a 20% increase in fresh availability, a 5% reduction in waste, and supported our strong sales growth year on year. Alongside the good work in Pick n Pay, Boxer has built a small but compelling fresh offer to complement its limited-range grocery offer – delivering strong double-digit turnover growth in its butchery and bakery departments this year. The Group’s enhanced fresh offer is supported by a growing range of high-quality own brand products. Own brand is an opportunity to develop smaller local suppliers and to drive innovation. It also provides the Group with greater control across the supply chain, and the ability to extract cost and efficiency savings, providing better value for customers. The Group partnered with more than 100 businesses this year through its business and development programmes, growing own brand participation of relevant turnover to 21% in Pick n Pay and 15% in Boxer.

GREATER RELEVANCE

We are committed to delivering an excellent in-store experience across Pick n Pay and Boxer, not only through great stores and competitive prices, but by making sure the products we sell in each store are tailored to the needs of local customers. In some stores, range optimisation has meant meaningful range reductions, making the offer more relevant to customers, simplifying administration, improving availability, reducing waste and improving trading densities.

The commitment of our Pick n Pay franchises to service excellence continues to set a high benchmark for the Group as a whole. Closer collaboration with our franchises over the past year has seen a greater alignment of store-operating standards and product offer, and we are a stronger team because of them.

Boxer’s limited range of grocery products – alongside its strong fresh meat offer – is a key strength. A limited range, tailored precisely to the needs of its customers, enables Boxer’s franchisees to keep costs low and thereby deliver market-beating prices and promotions to less-affluent communities.

A GROWING, MODERN ESTATE

We invested R15.1 billion in our growth and refurbishment strategy this year, with a further R2.0 billion planned for next year. We continue to find opportunities to expand our reach into geographic areas where Pick n Pay and Boxer are under-represented, and also look for locations that meet the growing demand for convenience.

The Group opened 150 stores across all formats this year, including 16 Pick n Pay supermarkets on an owned and franchise basis, 13 Boxer supermarkets, 23 clothing stores and 37 liquor stores. Our new supermarkets are smaller in size and all offer a modern, ‘Next Generation’ shopping experience, with a greater emphasis on convenience. The Group opened 32 Pick n Pay Express stores this year, its first convenience format in partnership with BP. Pick n Pay further leveraged its convenience offer through a broader convenience partnership with Bidvest W4, resulting in the opening of 14 BP convenience stores. Pick n Pay also introduced a forecourt convenience format in partnership with BP. Pick n Pay further leveraged its partnership with BP to offer loyalty points on fuel purchased at BP forecourts.

Over one million people have earned Smart Shopper points on their fuel purchases since November 2018.

The Group no longer relies on any long-term gearing, a real advantage for exploring future growth opportunities.

Our result this year – in which we achieved market-leading turnover growth without sacrificing earnings growth – underlines the effectiveness of our long-term strategy and our ability to implement it.

RICHARD BRASHER | CHIEF EXECUTIVE OFFICER
A MESSAGE FROM OUR CEO (continued)

The Group embarked on a broad and impactful renewal programme over the 2019 financial year, which saw the refurbishment of 103 stores across all formats. Our refurbished stores are lighter and brighter, with improved refrigeration, modern fixtures and fittings and greater innovation in respect of the display of fresh produce, health and beauty products and general merchandise. Pick n Pay also worked to improve its stores by lowering shelf heights, creating wider aisles and adding stronger signage. This gave customers across the country stores that are easier to navigate and easier to shop at.

Online retail remains a relatively small but growing part of our Pick n Pay business. We continue to invest in enhancements to our online platform. The Group’s new online website drove online sales growth of 24.3% year on year, including through Click n Collect. The Group’s dedicated online distribution centres in Johannesburg and Cape Town continue to drive efficiencies across the online channel, with solid improvements in stock availability, and the consistent achievement of on-time delivery rates of 98%.

We have leveraged our online infrastructure, delivering small and single-click orders from our distribution centres to our smaller stores in Gauteng and the Western Cape, with issues to Express and Market stores up over 100% year on year, supporting growth in our convenience format platform.

STRONGER VALUE-ADDED SERVICES

The Group has built a meaningful value-added services proposition over the past few years. We have launched an industry-first partnership this year with TymeBank, South Africa’s first digital-only bank – offering a simple, transparent and inexpensive banking proposition for customers, including many previously under-served by the banking sector. Pick n Pay and Boxer supermarkets effectively serve as a convenient and extensive branch network for TymeBank, and it takes less than five minutes to open an account in-store. By the end of July 2019, 500,000 customers will have opened a TymeBank account.

We grew our domestic and cross-border money transfer services, as a convenience for customers and as a revenue stream. This gave customers across the country added convenience, security and cost savings in financial and other allied retail services.

GREATER EFFICIENCY ACROSS OUR SUPPLY CHAIN AND OPERATIONS

The Group has made great strides in unlocking value across its supply chain. Greater levels of centralisation continue to unlock economies of scale and drive cost savings. Pick n Pay’s level of centralised supply has reached 75%, up from 65% last year, including through our new distribution centre in KwaZulu-Natal, which opened in March 2018. Boxer continued to make good progress in delivering its plan to centralise more of its supply chain distribution, in particular by opening a new distribution centre in Gauteng in January 2019, with centralised supply in the business now over 40%.

We restricted our growth in trading expenses to 70% over the year, below our growth in turnover, with strong cost discipline exercised across our store operations and support offices. This was achieved at a time when many of our underlying costs were growing ahead of inflation, including rents, rates, security and insurance costs. I am particularly pleased with our commitment to reducing our usage of scarce resources in business, with enterprise-wide environmental initiatives delivering meaningful cost savings through substantive reductions in electricity and water consumption.

Stronger working capital management, particularly through range optimisation and a resultate focus on removing old and slow-moving stock lines from the business, reduced our stockholding by three days on hand over the course of the year and reduced our net funding position by R665.0 million over the year. The positive impact of our leaner and fitter operations is evident in the 38.6% reduction in our net interest bill. The Group no longer relies on any long-term gearing, a real advantage for exploring future growth opportunities.

GROWTH OUTSIDE SOUTH AFRICA

The 16.2% decline in profits from our foreign operations reflects the difficulties experienced by all retailers operating in Zimbabwe in recent years, as well as well-documented economic and political challenges in Zimbabwe. We are continuing to build a more resilient business in Zambia which will be well positioned to capture growth once economic conditions ease.

Our associate in Zimbabwe, TM Supermarkets (TM), traded in an extremely volatile and complex market this year, including in a currency liquidity crisis, high levels of inflation and social unrest. Our determined and resilient TM team ensured that TM and Pick n Pay stores remained open throughout the year, and traded successfully despite external difficulties. Hard work in building customer and supplier loyalty has stood the business in good stead, and its in-stock position remains high. TM delivered double-digit volume and customer growth this year, with cost discipline and operating efficiency supporting solid earnings growth – notwithstanding the impact of foreign exchange losses. We are watching the situation in Zimbabwe closely, alert to the continued economic risk in the country, and in particular the impact further currency illiquidity and related currency devaluation and inflation would have on Group profitability.

A MESSAGE FROM OUR CEO (continued)

We are watching the situation in Zimbabwe closely, alert to the continued economic risk in the country, and in particular the impact further currency illiquidity and related currency devaluation and inflation would have on Group profitability.

Looking Ahead

Over the past six years, we have pursued a clear and consistent long-term plan focused on building a stronger and more competitive multi-channel business which delivers consistent turnover and earnings growth by providing customers with modern stores, better value for money, improved quality and greater innovation. Our result this year – in which we achieved market-leading turnover growth without sacrificing earnings growth – underlines the effectiveness of our long-term strategy and our ability to implement it.

Pick n Pay and Boxer serve customers across all social and income groups, and the Group is increasingly confident that it has the focus and flexibility to compete and grow across the market.

We do not expect the economy and trading conditions to improve substantively over the next few months, but remain confident of our ability to compete effectively, serve our customers well and grow our business.

Thank you to our Pick n Pay and Boxer teams who have delivered an outstanding result, and who continue to build a modern and effective business. The Group has begun the 2020 financial year with great energy, and we remain committed to winning more customers in a tough market while remaining resolute on cost control. I extend my sincere thanks and appreciation to Bakar Jakoet who will retire as CFO this year after a long and distinguished career with the Group. I am grateful to Bakar for his valuable support during my time with Pick n Pay, and I look forward to his contribution in a non-executive role going forward.

Richard Brasher
Chief Executive Officer
21 June 2019
The Group maintained its focus on the objectives set out in its long-term plan: building a leaner and more cost-effective business that gives customers exceptional value, quality and innovation in grocery and retail services.

BAKAR JAKOT | CHIEF FINANCE OFFICER

### OUR CFO’S FINANCIAL REVIEW

#### Key financial indicators

<table>
<thead>
<tr>
<th></th>
<th>52 weeks to 25 February 2018</th>
<th>52 weeks to 3 March 2019</th>
<th>Pro forma 24 February 2019</th>
<th>Pro forma</th>
<th>% change</th>
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</thead>
<tbody>
<tr>
<td>Turnover</td>
<td>R88.3 billion</td>
<td>R90.5 billion</td>
<td>R86.3 billion</td>
<td>7.1</td>
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</tr>
<tr>
<td>Gross profit margin – %</td>
<td>19.0</td>
<td>19.9</td>
<td>19.0</td>
<td>12.6</td>
<td></td>
</tr>
<tr>
<td>Trading profit</td>
<td>R2 175.6 million</td>
<td>R1 819.9 million</td>
<td>R2 049.0 million</td>
<td>12.6</td>
<td></td>
</tr>
<tr>
<td>Trading profit margin – %</td>
<td>2.5</td>
<td>2.3</td>
<td>2.4</td>
<td>16.3</td>
<td></td>
</tr>
<tr>
<td>Trading profit – South Africa</td>
<td>R2 038.7</td>
<td>R1655.1</td>
<td>R1 925.0</td>
<td>16.3</td>
<td></td>
</tr>
<tr>
<td>Trading profit margin – South Africa – %</td>
<td>2.4</td>
<td>2.2</td>
<td>2.3</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Profit before tax</td>
<td>R2 199.8 million</td>
<td>R1 768.1 million</td>
<td>R2 073.2 million</td>
<td>17.3</td>
<td></td>
</tr>
<tr>
<td>Profit before tax margin</td>
<td>2.5</td>
<td>2.2</td>
<td>2.4</td>
<td>17.3</td>
<td></td>
</tr>
<tr>
<td>Profit before tax – South Africa</td>
<td>R1 945.5 million</td>
<td>R1 480.2 million</td>
<td>R1 381.0 million</td>
<td>23.8</td>
<td></td>
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<tr>
<td>Headline earnings per share</td>
<td>346.69 cents</td>
<td>276.98 cents</td>
<td>326.71 cents</td>
<td>18.0</td>
<td></td>
</tr>
<tr>
<td>Diluted headline earnings per share</td>
<td>342.37 cents</td>
<td>271.81 cents</td>
<td>322.65 cents</td>
<td>18.8</td>
<td></td>
</tr>
<tr>
<td>Total annual dividend per share</td>
<td>231.10 cents</td>
<td>188.80 cents</td>
<td>224.4</td>
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#### Results Highlights – for the pro forma 52 weeks ending 24 February 2019

- **Market-leading turnover growth of 7.1%** with market-share gains throughout the year
- Exceptional value for customers delivered volume growth of 5.1%
- Group performance anchored by a strong result from core South Africa division
- Greater operating efficiency restricts growth in operating costs
- **R665.0 million** Reduction in net funding, and 38.5% saving in net interest paid

#### Comparative Financial Information

**Accounting restatements on the adoption of new accounting standards**

The prior year financial information is presented on a restated basis, with the adoption of new accounting standards: IFRS 15 Revenue from Contracts with Customers and IFRS 9 Financial Instruments. For further information on the adoption of the new accounting standards during the period, refer to note 29 of the Group’s audited annual financial statements on our website at www.picknpayinvestor.co.za.

**Financial Reporting Calendar**

The Group follows a 52-week retail financial calendar, which requires the inclusion of an additional week every few years. The 2019 financial year is a 53-week period, and its results prepared in accordance with International Financial Reporting Standards (IFRS) are not directly comparable with 2018. Additional pro forma financial information is provided on an equivalent 52-week basis, to assist stakeholders with their assessment of the Group’s comparable performance. Please refer to page 79 for the basis of preparation of this pro forma financial information. Unless specifically stated otherwise, the result commentary that follows, including like-for-like information, is on a comparable 52-week basis. For equivalent 53-week IFRS information, refer to the table alongside, and the summary of financial performance provided on pages 68 to 72.

#### Review of Financial Performance

The review of the Group’s comparable financial performance for 52-weeks ended 24 February 2019 focuses on the key elements of the statement of comprehensive income, statement of financial position, statement of changes in equity and statement of cash flows which management considers most relevant to the Group’s performance over the year.

The review should be considered together with the Group’s audited annual financial statements on our website at www.picknpayinvestor.co.za and the five-year review of financial performance set out on pages 74 to 77.

#### Additional Notes

- The financial information presented for the prior year is on a restated basis, with the adoption of new accounting standards. Please refer to note 29 of the Group’s audited annual financial statements on our website at www.picknpayinvestor.co.za.
- The 2019 financial year is a 53-week period in line with the Group’s retail financial calendar, and its results are not comparable with the 52-weeks of 2018.
- Pro forma financial information is provided on an equivalent 52-week basis, to assist stakeholders with their assessment of the Group’s comparable performance.

#### Overview of our Financial Result

Further progress in delivering the Group’s long-term strategy delivered 18.0% growth in headline earnings per share over the comparable 52-week period, anchored by a market-leading trade performance, solid returns from our store-opening and refurbishment programme and ongoing improvements in operating efficiency.

The Group reported market-leading turnover growth of 7.1% in FY19, with like-for-like turnover growth of 4.8%. The core South Africa division – comprising Pick n Pay and Boxer – delivered turnover growth of 7.4%. The Group’s commitment to giving customers better value was demonstrated through selling-price deflation of 0.3% for the year. The Group’s efforts were rewarded with underlying volume growth of 5.1%, its strongest trading performance for many years.

The Group increased its gross profit margin from 18.9% to 19.0% through greater efficiency across the supply chain and an effective Buy Better programme. Cost discipline restricted the growth in trading expenses to 7.0%, below that of turnover growth, with like-for-like growth contained at 5.3%. Stronger working capital management and a measured but impactful capital investment programme reduced the Group’s net funding position by R665.0 million, with a 38.5% saving in net interest paid. The Group’s performance was anchored by a strong result from its core South Africa division, with profit before tax in the region up 23.8%. The FY19 result reflects operating challenges outside South Africa, including the earnings impact of a constrained consumer environment in Zambia and currency devaluation in Zimbabwe.

The Board declared a final dividend of 192.00 cents per share, with the annual dividend of 231.10 cents per share up 22.4%, maintaining a dividend cover of 15 times headline earnings per share for the 53-week period.

#### Exceptional Value for Customers Delivered

- Volume growth of 5.1% with
- Market-share gains throughout the year
- Exceptional value for customers
OUR CFO'S FINANCIAL REVIEW (continued)

TURNOVER
The Group’s determination on removing cost from the business and on improving operating effectiveness enabled substantial investment in the customer offer over the year.

Group turnover increased 7.3% to R868.3 billion (FY18: R850.5 billion), with like-for-like turnover growth of 4.8%. The Group delivered real volume growth of 5.1%, with selling-price deflation at 0.3% year on year.

The Group’s performance was anchored by strong performances from its stores serving the growing lower-to-middle-income communities of South Africa, a competitive pricing position and a substantively improved fresh offer. The Group is particularly pleased with the improved contribution from its company-owned Pick n Pay and Bowes stores.

The tough trading conditions in Zambia continued over the year, and the weak kwacha weighed on Group turnover growth. On a constant currency basis, Group turnover grew 7.3%.

TRADEING EXPENSES
Trading expenses grew 7.0% year on year to R16.3 billion (FY18: R15.2 billion), with like-for-like growth contained at 5.3%. The trading expense margin improved from 18.9% to 18.8% of turnover. The Group demonstrated exceptional cost discipline, restricting the growth in trading expenses to below that of turnover.

Employee costs – increased 6.2% to R7.0 billion (FY18: R6.7 billion), driven by growth across the Group’s store estate. The Group built on the benefits of its voluntary severance programme (VSP) in the prior year, extracting labour efficiencies through greater levels of productivity and improved scheduling. Like-for-like employee costs, excluding the R250 million cost of the VSP last year and other non-comparable costs, grew 5.9%, notwithstanding salary and wage increases of CPI. Labour costs improved from 8.3% to 8.2% of turnover.

Occupancy costs – grew 6.9% to R3.3 billion (FY18: R3.1 billion), with the addition of a net 51 company-owned stores over the year, and a number of head leases in respect of strategic franchise sites. Occupancy costs increased 3.3% on a like-for-like basis, notwithstanding large increases in security and insurance costs. Occupancy costs remain at 3.8% turnover. The Group is committed to reducing occupancy costs as a percentage of turnover, and is working with landlords to secure far rental and escalator terms that reasonably reflect the economic environment in which we operate, and seek to sustain mutual growth.

Operations costs – increased by 8.9% to R3.5 billion (FY18: R3.2 billion), with a like-for-like increase of 6%. The largest drivers in this category are repairs and maintenance and depreciation. Repairs and maintenance is up 15% year on year, with targeted maintenance programmes across Pick n Pay and Bowes ensuring that the benefits of the Group’s broad capital investment programme are sustained. Depreciation and amortisation costs are up 10.5%, reflecting the Group’s capital expansion and improvement plans over a number of years. Electricity costs have been extremely well managed year on year, down 1.8% on a like-for-like basis.

Merchandising and administration costs – grew 70% to R2.4 billion (FY18: R1.4 billion), with like-for-like growth of 49%. The greater level of advertising spend, related to the Group’s impactful promotional programmes, was mitigated by the Group’s ongoing discipline on professional fees and other administrative costs.

GROSS PROFIT
Gross profit grew 7.8% to R156.4 billion (FY18: R152.2 billion), with gross profit margin improving from 18.9% to 19.0%. The Group demonstrated stringent gross profit margin management, with cost savings across the procurement and distribution channel allowing for greater investment in lower everyday prices and deeper promotions. The Group bought better on behalf of its customers, and harnessed the benefits of greater levels of centralisation, optimised ranges and lower stockholdings. Improved performances and increased participation from company-owned Pick n Pay and Bowes stores were positive for gross profit margin.

OTHER TRADING INCOME
Other trading income consists of franchise fee income, operating lease income, commissions, income from value-added services, and other supplier income. Other trading income increased 6.6% to R19.1 billion (FY18: R18.1 billion).

Franchise fee income – was down 2.5% on last year to R389.9 billion (FY18: R404.1 billion). The decrease reflects a strategic change in the terms of our partnership with BP, designed to drive the growth of the Pick n Pay Express convenience store proposition and a substantively improved fresh offer. The Group is particularly pleased with the improved contribution from its company-owned Pick n Pay and Bowes stores.

Operating lease income – increased 18.3% to R278 million (FY18: R146.1 million). The increase reflects new head leases secured by the Group to protect the long-term tenancy of strategic franchise sites. The increase in rental income is matched by a corresponding increase in occupancy costs.

Commissions and other income, including value-added services (VAS) – increased 3.9% to R972.2 million (FY18: R935.8 million). Commissions and other income now include all commission and incentive income that is not directly related to the sale of inventory. This broad category includes a relatively small but increasingly important contribution from value-added services. Income from value-added services grew 41.5% year on year, driven by sustained growth in commissions received from financial services; third-party bill payments and the sale of prepaid electricity.

TRADEING PROFIT
Trading profit increased by 12.6% to R2.0 billion (FY18: R1.8 billion) driven by improved earnings from a substantively increased number of trading conditions outside of South Africa, with trading profit in the Group’s core South Africa division up 16.3% year on year.

NET INTEREST
Net interest paid decreased 38.5% year on year, from R1471 million to R955.5 million. The substantial interest savings of R566.6 million reflects the Group’s lower average borrowings over the year, increased profitability, improved working capital management and a measured capital investment programme, which all contributed to a stronger net funding position. The Group’s cost of borrowing is actively managed through an optimum mix of overnight and capital market funding.

REST OF AFRICA SEGMENT
The Group’s Rest of Africa division contributed R4.7 billion of segmental revenue this year, up 2.2% on last year, with negative like-for-like growth of 1.6%. The performance of the Rest of Africa division reflects tough trading conditions in operating regions outside South Africa, particularly the ongoing challenges in Zambia. Removing the impact of currency weakness, segmental revenue is up 5.3% (1.5% like-for-like) in constant currency terms.

The Group’s share of profits from its associate TM Supermarkets in Zimbabwe (TM) was down 6.3% year on year to R109.0 million (FY18: R116.3 million), and included a one-off foreign exchange loss of R421 million on TM’s adoption of the newly recognised RTGS dollar as its functional currency (refer to page 3), and a valuation of relevant balance sheet items effective from October 2018. Profits earned by TM since that date have been translated at a rate of 3.3 RTGS dollar to 1.0 US dollar.

Rest of Africa segmental profit before tax is down 16.2% year on year to R243.9 million.

TAX
The Group’s tax rate of 25.0% reflects the impact of greater tax-free allowances, the timing of its tax deductions in respect of its employee share incentive schemes and the impact of foreign tax rates. The Group is confident that its tax rate is sustainable at current levels over the medium term, with marginal increases expected as the Group expands into the rest of Africa.

EARNINGS PER SHARE
Earnings per share (EPS) – increased by 19.0% to 273.20 cents per share over 52 weeks. EPS increased by 25.6% over the 53-week financial year, to 347.17 cents per share.

Headline earnings per share (HEPS) – increased by 18.8% to 326.71 cents per share over 52 weeks. HEPS increased by 25.3% over the 53-week financial year, to 342.37 cents per share. HEPS reflect the dilution effect of share options held by participants in the Group’s employee share schemes.

Earnings per share

CAPITAL ITEMS
The Group realised capital profits of R5.7 million during the period against capital losses of R21.0 million last year. Capital profits arose on the sale of land and the sale of assets on the conversion of company-owned stores to franchise stores. Capital items are added back in the calculation of headline earnings.

PROFIT BEFORE TAX (PBT) BEFORE CAPITAL ITEMS
Profit before tax and before capital items was up 15.6% on last year to R2.1 billion, at a margin of 2.4% of turnover. Profit before tax, and before capital items in the Group’s core South Africa division was up 21.6% to R1.8 billion, improving from 2.0% to 2.2% of segmental turnover. Group profit before tax, after capital items, at R2.1 billion (FY18: R1.8 billion) was up 17.3%.

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OUR CFO’S FINANCIAL REVIEW (continued)

**REVIEW OF FINANCIAL POSITION**

The increase in the Group’s net asset base reflects the success of its long-term strategy in delivering consistent and sustainable earnings growth in a tough market, and the positive impact of the Group’s capital investment plan over the past six years. The Group has grown its store estate, centralised its distribution capacity and solidified its IT infrastructure in a measured and considered manner, delivering sustained returns on investment. The Group’s net asset value for the 53 weeks ended 3 March 2019 increased 9.3% year on year, impacted by a reduction in the foreign currency translation reserve of R290.2 million as a result of the recognition of our investment in TM Supermarkets (TM) in local Rand currency, and its subsequent translation at a rate of 3.3 RTGS dollar to 1.0 US dollar. The fair value of the Group’s investment in TM exceeds its carrying value of R184.4 million and no impairment is required.

**WORKING CAPITAL**

As a result of the impact of the 53rd week, the Group’s working capital position at 3 March 2019 is not comparable with that of 25 February 2018. The net working capital outflow on the statement of cash flows reflects the impact of month-end supplier payments in line with the Group’s normal trade terms, and annual tax payments. On a comparable 52-week calendar basis, the Group improved its net funding position by R655.0 million, driven by stronger cash generation, tighter working capital management and proceeds from the sale of land. The Group raised one to three-month funding to take advantage of lower interest rates available in the capital markets, and optimally manage short-term liquidity. The Group no longer has long-term secured funding, and is efficiently and cost-effectively geared through short-term borrowings. The Group’s liquidity position remains strong, with R4.3 billion of unutilised facilities at 3 March 2019.

Trade and other receivables remain well controlled. The comparable 52-week increase year on year, excluding significant prepayments at year-end, reflects the addition of 59 net new franchise stores over the year and a growing wholesale debtors book in line with the growth in Pick n Pay’s wholesale offer. The Group is satisfied with the overall quality of its debtors’ book, with an impairment allowance of 2.7%.

**CASH GENERATION AND UTILISATION – Rbn**

Cash generated from operations was up 14% year on year to R3.7 billion. Cash invested in working capital is in line with last year, and reflects the impact of new stores, distribution centres, and strategic investment buys ahead of year-end. The Group generated R1.9 billion of free cash flow over the comparable 52-week period, after investing R1.5 billion in its store opening and refurbishment programme. The Group paid almost R1.0 billion to shareholders over the year, and invested a further R311.2 million in its share incentive schemes for the benefit of employees.

The Group’s net funding position at 3 March 2019 reflects the impact of the addition of week 53, with month-end supplier payments in line with the Group’s normal trade terms, and annual tax payments. On a comparable 52-week calendar basis, the Group improved its net funding position by R655.0 million, driven by stronger cash generation, tighter working capital management and proceeds from the sale of land. The Group raised one to three-month funding to take advantage of lower interest rates available in the capital markets, and optimally manage short-term liquidity. The Group no longer has long-term secured funding, and is efficiently and cost-effectively geared through short-term borrowings. The Group’s liquidity position remains strong, with R4.3 billion of unutilised facilities at 3 March 2019.

**CAPITAL INVESTMENT**

The Group invested R1.5 billion in capital improvements over the year. The Group commits the majority of its spend on customer-facing initiatives, with R476 million invested in new stores, R620 million on refurbishments, and R377 million on supply chain capability and IT infrastructure. The Group delivered return on capital employed of 39%, against a weighted average cost of capital of 12.4%.

The Group’s return on capital employed for the year ended 3 March 2019 was 39%, compared to 36% for the year ended 24 February 2018. Net profit after tax for the year ended 3 March 2019 was R1.9 billion, compared to R1.5 billion for the year ended 24 February 2018.

**SHARE CAPITAL**

The Group issued 5 million shares in August 2018 under current shareholder approvals. These shares will fund the Group’s employee share scheme obligations, which have increased as a result of share price growth over recent years. The shares are currently held as treasury shares.

**SHAREHOLDER DISTRIBUTION**

The Board declared a final dividend of 192.00 cents per share. This brings the total annual dividend to 231.10 cents per share, 22.4% up on last year, maintaining the Group’s dividend cover of 1.5 times headline earnings per share over the 53-week financial year.
ACCOUNTING STANDARDS NOT YET ADOPTED – IFRS 16 LEASES (IFRS16)

The Group will adopt IFRS 16 from 4 March 2019, the beginning of its 2020 financial year. IFRS 16 largely removes the classification of leases as either operating leases or finance leases as required by IAS 17 Leases, and requires lessees to account for all leases under a single on-balance sheet model.

The Group’s extensive lease portfolio will mostly be capitalised in the statement of financial position – with underlying leases recognised as right-of-use assets, with a corresponding lease liability in respect of future rental obligations.

The application of IFRS 16 will have a material impact on the Group’s statement of financial position, statement of comprehensive income and classifications in the statement of cash flows. Key balance sheet metrics such as gearing ratios and return on capital employed, and income statement metrics, such as earnings before interest, tax, depreciation and amortisation (EBITDA), will be impacted. IFRS 16 will have no impact on the cash generation of the Group.

To ensure year-on-year comparability of financial information, the Group will adopt IFRS 16 using the full retrospective approach. Given the complex nature and maturity of the Group’s lease portfolio, an extensive project is in its final stages to determine the current and historical financial implications. First time disclosures of the IFRS 16 impacts will be made ahead of our interim result announcement in October 2019, once the impact has been assessed by our external auditors. Please refer to note 30 of the audited annual financial statements for further detailed information.

LOOKING AHEAD TO 2020

The FY19 result is testament to the strength of our strategy and the ability of our team to deliver substantive progress in a tough environment.

We are committed to ongoing improvements in our customer offer in order to drive volume growth in a tough market. We will continue to bear down on costs and improve the efficiency of our supply chain and our operations, including through range optimisation, lower stockholdings and improved waste management, in order to deliver sustainable improvements in our profit before tax margin. The Group plans to invest a further R2.0 billion next year in improving the quality of its estate, and is confident of its ability to meet all capital investment requirements through internally generated cash flow, while further reducing short-term borrowings, and delivering improvements in its net interest bill.

APPRECIATION

Thank you to our broad investor community, both in South Africa and abroad, for their constructive engagement and their ongoing support of the successful delivery of long-term strategy. I extend thanks to our providers of debt capital who, with a keen understanding of our business and our working capital needs, have continued to support the Group with more flexible and cost-effective short-term funding, notwithstanding our substantial decrease in overall gearing.

I will retire as Group CFO in FY20. It has been a privilege to be part of the Pick n Pay team for 34 years. I have worked alongside driven and innovative individuals, who have built an important and iconic South African business, with a genuine desire to make a positive contribution to the communities we serve. I am grateful for the support of our finance team over my eight-year tenure as CFO, and in particular for their professionalism, integrity and commitment to high standards of financial reporting and corporate governance. I leave behind a strong and diverse team, with a good balance of youth and experience. I am proud of their achievements and I wish them well for the future. I look forward to serving the Group in a non-executive capacity.

Bakar Jakoet
Chief Finance Officer
21 June 2019
## ANNUAL FINANCIAL RESULT

The following summarised financial information has been extracted from the Group’s audited annual financial statements for the 53-week period ended 3 March 2019. The Group’s audited annual financial statements, including the Appendix containing pro forma information, are available on our website: www.picknpayinvestor.co.za

### SUMMARY OF FINANCIAL PERFORMANCE

<table>
<thead>
<tr>
<th>Audited As reported</th>
<th>Pro forma 52 weeks to 24 February 2019</th>
<th>Restated As reported 52 weeks to 25 February 2019</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Revenue</strong></td>
<td>Rm</td>
<td>% of turnover</td>
</tr>
<tr>
<td>90 465.0</td>
<td>2 245.1</td>
<td>88 419.9</td>
</tr>
<tr>
<td><strong>Turnover</strong></td>
<td>88 293.2</td>
<td>2 022.0</td>
</tr>
<tr>
<td><strong>Cost of merchandise sold</strong></td>
<td>(71 539.3)</td>
<td>(1 685.2)</td>
</tr>
<tr>
<td><strong>Gross profit</strong></td>
<td>16 753.9</td>
<td>336.8</td>
</tr>
<tr>
<td><strong>Other income</strong></td>
<td>1 913.0</td>
<td>32 1</td>
</tr>
<tr>
<td><strong>Franchise fee income</strong></td>
<td>396.1</td>
<td>92</td>
</tr>
<tr>
<td><strong>Operating lease income</strong></td>
<td>527.8</td>
<td>–</td>
</tr>
<tr>
<td><strong>Commission and other income</strong></td>
<td>986.1</td>
<td>13.9</td>
</tr>
<tr>
<td><strong>Trading expenses</strong></td>
<td>(16 419.3)</td>
<td>(333.3)</td>
</tr>
<tr>
<td><strong>Employee costs</strong></td>
<td>(7 238.4)</td>
<td>136.3</td>
</tr>
<tr>
<td><strong>Occupancy</strong></td>
<td>(3 326.8)</td>
<td>(27.3)</td>
</tr>
<tr>
<td><strong>Operations</strong></td>
<td>(3 515.5)</td>
<td>(52.6)</td>
</tr>
<tr>
<td><strong>Merchandising and administration</strong></td>
<td>(2 410.1)</td>
<td>(16.6)</td>
</tr>
<tr>
<td><strong>Trading profit</strong></td>
<td>2 175.6</td>
<td>126.6</td>
</tr>
<tr>
<td><strong>Net interest paid</strong></td>
<td>(90.1)</td>
<td>–</td>
</tr>
<tr>
<td><strong>Share of associate’s income</strong></td>
<td>109.9</td>
<td>–</td>
</tr>
<tr>
<td><strong>Profit before tax before capital items</strong></td>
<td>2 154.4</td>
<td>126.6</td>
</tr>
<tr>
<td><strong>Profs/(loss) on capital items</strong></td>
<td>5.7</td>
<td>–</td>
</tr>
<tr>
<td><strong>Profit before tax</strong></td>
<td>2 199.8</td>
<td>126.6</td>
</tr>
<tr>
<td><strong>Tax</strong></td>
<td>(550.3)</td>
<td>(31.7)</td>
</tr>
<tr>
<td><strong>Profit for the period</strong></td>
<td>1 649.5</td>
<td>94.9</td>
</tr>
<tr>
<td><strong>Headline earnings</strong></td>
<td>1 647.2</td>
<td>94.9</td>
</tr>
<tr>
<td><strong>Earnings per share</strong></td>
<td>Cents</td>
<td>% change</td>
</tr>
<tr>
<td><strong>Basic earnings per share</strong></td>
<td>347.17</td>
<td>19.17</td>
</tr>
<tr>
<td><strong>Diluted earnings per share</strong></td>
<td>342.85</td>
<td>17.93</td>
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<tr>
<td><strong>Headline earnings per share</strong></td>
<td>346.69</td>
<td>19.98</td>
</tr>
<tr>
<td><strong>Rest of Africa operating segment</strong></td>
<td>1 939.9</td>
<td>113.6</td>
</tr>
<tr>
<td><strong>Profit before tax</strong></td>
<td>1 945.5</td>
<td>113.6</td>
</tr>
</tbody>
</table>

### SUMMARY OF FINANCIAL PERFORMANCE - Continued

| **Turnover** | Cost savings, efficiency gains and stronger relative performances from company-owned stores all positive for gross profit margin |
| **Gross profit** | 109.0 | 2 175.6 | 18.8 |
| **Other trading income** | Like-for-like employee costs grew 5.9% on last year – with salary and wage increases ahead of inflation |
| **Trading profit margin** | Improved 10 basis points to 2.4% of turnover, continuing the sustained margin improvement delivered under the Group’s long-term strategic plan |
| **Net finance costs** | Stronger working capital management and lower levels of gearing contributed to a 38.5% decrease in net interest paid |
| **Share of associate’s income** | Our share of TM Supermarkets’ profits is down 6.3% year on year, reflecting the impact of our R42.1m share of a one-off foreign exchange loss on TM’s adoption of the newly recognised RTGS dollar as its functional currency (refer to page 31) |
| **Profit before tax and before capital items** | The Group delivered 15.6% growth in core South Africa division earnings per share – which grew 41.5% year on year, reflecting the impact of our R42.1m share of a one-off foreign exchange loss on TM’s adoption of the newly recognised RTGS dollar as its functional currency (refer to page 31) |

1. Extracted from the audited Group result for the 53 weeks ended 3 March 2019
2. Presents the financial impact of the week from 25 February 2019 to 3 March 2019 (the 53rd week) – refer to page 73 for more information
3. Extracted from the Appendix to the annual financial statements, in respect of the 52 weeks ended 24 February 2019
4. Prior year amounts restated for the adoption of new accounting standards. Refer to note 29 of the Group’s audited annual financial statements
Summary of Financial Position

<table>
<thead>
<tr>
<th>As at 3 March 2019</th>
<th>As at 25 February 2018</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Total assets</strong></td>
<td><strong>Rm</strong></td>
</tr>
<tr>
<td>Property, plant and equipment</td>
<td>6,189.3</td>
</tr>
<tr>
<td>Intangible assets</td>
<td>970.6</td>
</tr>
<tr>
<td>Operating lease assets</td>
<td>262.1</td>
</tr>
<tr>
<td>Deferred tax assets</td>
<td>303.4</td>
</tr>
<tr>
<td>Investment in associates</td>
<td>164.4</td>
</tr>
<tr>
<td>Loans</td>
<td>102.0</td>
</tr>
<tr>
<td>Retirement scheme assets</td>
<td>72.2</td>
</tr>
<tr>
<td>Investment in insurance cell captive</td>
<td>35.2</td>
</tr>
<tr>
<td>Trade and other receivables</td>
<td>823.0</td>
</tr>
<tr>
<td><strong>Total assets</strong></td>
<td><strong>8,191.5</strong></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Restated*</th>
<th><strong>Rm</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Current assets</strong></td>
<td><strong>Rm</strong></td>
</tr>
<tr>
<td>Inventory</td>
<td>5,697.2</td>
</tr>
<tr>
<td>Trade and other receivables</td>
<td>4,438.7</td>
</tr>
<tr>
<td>Cash and cash equivalents</td>
<td>1,503.2</td>
</tr>
<tr>
<td>Right of return asset</td>
<td>20.6</td>
</tr>
<tr>
<td>Derivative financial instruments</td>
<td>3.1</td>
</tr>
<tr>
<td><strong>Total current assets</strong></td>
<td><strong>11,662.8</strong></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th><strong>Non-current assets</strong></th>
<th><strong>Rm</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td>Investment in associate</td>
<td>1,503.2</td>
</tr>
<tr>
<td>Investment in insurance cell captive</td>
<td>35.2</td>
</tr>
<tr>
<td>Trade and other receivables</td>
<td>823.0</td>
</tr>
<tr>
<td><strong>Total non-current assets</strong></td>
<td><strong>1,520.5</strong></td>
</tr>
</tbody>
</table>

| Total assets | **19,854.3** |

Summary of Changes in Equity

<table>
<thead>
<tr>
<th>At 25 February 2018 as published</th>
<th><strong>Rm</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td>Share capital</td>
<td>6.0</td>
</tr>
<tr>
<td>Treasury shares</td>
<td>863.4</td>
</tr>
<tr>
<td>Retained earnings</td>
<td>4,951.7</td>
</tr>
<tr>
<td>Other reserves</td>
<td>-</td>
</tr>
<tr>
<td>Foreign currency translation reserve</td>
<td>-</td>
</tr>
<tr>
<td>Total equity</td>
<td>4,023.6</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Adoption of IFRS 9 Financial Instruments</th>
<th><strong>Rm</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td>Foreign currency translations</td>
<td>-</td>
</tr>
<tr>
<td>Movement in cash flow hedge</td>
<td>-</td>
</tr>
<tr>
<td>Remeasurement in retirement scheme assets</td>
<td>-</td>
</tr>
<tr>
<td>Other reserve movements</td>
<td>-</td>
</tr>
<tr>
<td>Dividends paid</td>
<td>-</td>
</tr>
<tr>
<td>Share purchases</td>
<td>-</td>
</tr>
<tr>
<td>Net effect of settlement of employee share options</td>
<td>-</td>
</tr>
<tr>
<td>Share-based payments expense</td>
<td>-</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>1,129.1</strong></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>At 3 March 2019</th>
<th><strong>Rm</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td>Share capital</td>
<td>6.0</td>
</tr>
<tr>
<td>Treasury shares</td>
<td>993.7</td>
</tr>
<tr>
<td>Retained earnings</td>
<td>5,647.4</td>
</tr>
<tr>
<td>Other reserves</td>
<td>8.0</td>
</tr>
<tr>
<td>Foreign currency translation reserve</td>
<td>336.9</td>
</tr>
<tr>
<td>Total equity</td>
<td>4,316.8</td>
</tr>
</tbody>
</table>

* Prior period amounts restated for the adoption of new accounting standards (refer to page 61, and to note 29 of the Group’s audited annual financial statements, available on our website at www.pnp.co.za).

Summary of Changes in Equity

<table>
<thead>
<tr>
<th>Foreign currency instruments</th>
<th><strong>Rm</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td>Foreign currency translations</td>
<td>-</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>IFRS 9 Financial Instruments</th>
<th><strong>Rm</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td>Foreign currency translations</td>
<td>-</td>
</tr>
<tr>
<td>Movement in cash flow hedge</td>
<td>-</td>
</tr>
<tr>
<td>Remeasurement in retirement scheme assets</td>
<td>-</td>
</tr>
<tr>
<td>Other reserve movements</td>
<td>-</td>
</tr>
<tr>
<td>Dividends paid</td>
<td>-</td>
</tr>
<tr>
<td>Share purchases</td>
<td>-</td>
</tr>
<tr>
<td>Net effect of settlement of employee share options</td>
<td>-</td>
</tr>
<tr>
<td>Share-based payments expense</td>
<td>-</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>1,129.1</strong></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Dividends paid</th>
<th><strong>Rm</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td>The Group has maintained its dividend cover of 15 times headline earnings per share.</td>
<td>-</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Share purchases</th>
<th><strong>Rm</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td>The Group continues to invest in its employees, with R311.2 million invested in funding its employee share incentive schemes, alongside an issue of 5 million shares</td>
<td>-</td>
</tr>
</tbody>
</table>
Cash flows from operating activities

- Trading profit: R2,175.6
- Adjusted for non-cash items: R1,518.4
- Amortisation: R175.4
- Depreciation: R1,026.1
- Share-based payments expense: R216.4
- Movement in net operating lease liabilities: R123.0
- Movements in retirement scheme assets: R(4.5)
- Fair value gains: R(16.0)

Cash generated from operating activities: R997.5

Cash flows from trading activities

- Invest in property, plant and equipment: R168.2
- Proceeds on disposal of property, plant and equipment: R0.3
- Purchase of operations: R(10.5)
- Improvements to non-current asset held for sale: R(1,312.5)
- Investment in intangible assets: R(151.5)
- Financing activities

Cash generated from/(utilised in) financing activities: R485.3

Cash flows from financing activities

- Borrowings raised: R4,700.0
- Borrowings repaid: R(3,903.8)
- Share purchases: R(311.2)
- Proceeds from employees on settlement of share options: R0.3

Net cash generated from/(utilised in) financing activities: R485.3

Net increase in cash and cash equivalents

- Net cash and cash equivalents at beginning of period: R(670.9)
- Foreign currency translations: R2.8
- Net cash and cash equivalents at end of period: R(256.8)

Net cash and cash equivalents

- Net increase in cash and cash equivalents: R371.3
- Net cash and cash equivalents at end of period: R(296.8)

53 weeks to 3 March 2019

- Cash generated before movements in working capital: R3,634.0
- Movements in working capital: R(950.7)
- Movements in trade and other receivables: R(160.8)
- Movements in inventory and right-of-return asset: R238.6
- Movements in trade and other payables and deferred revenue: R(22.7)
- Interest received: R258.8
- Interest paid: R(166.0)
- Cash generated from operations: R2,843.3

52 weeks to 25 February 2018

- Cash generated before movements in working capital: R3,525.0
- Movements in working capital: R(322.3)
- Movements in trade and other receivables: R160.8
- Movements in inventory and right-of-return asset: R238.6
- Movements in trade and other payables and deferred revenue: R275.7
- Interest received: R258.8
- Interest paid: R184.1
- Cash generated from operations: R3,120.2

Net earnings

- Net earnings for the 53 weeks: R1,786.3
- Earnings per share: R1.5

Adjusted for non-cash items

- Adjusted for non-cash items: R1,518.4
- Adjusted for non-cash items as percentage of net earnings: 86.6%

FINANCIAL INFORMATION

- The 53 weeks to 3 March 2019 have been audited by SABPP (the Group’s external auditor).
- The 52-week financial information is presented for illustrative purposes only and is the responsibility of the Board of directors of the Group. Due to its nature, the 52-week financial information may not fairly represent the Group’s financial position, changes in equity, results of operations and cash flows.
- The 52-week financial information is for illustrative purposes only and is the responsibility of the Board of directors of the Group. Due to its nature, the 52-week financial information may not fairly represent the Group’s financial position, changes in equity, results of operations and cash flows.
FIVE-YEAR REVIEW

All amounts are on a comparable 52-week basis, and normalised for non-recurring items and/or restatements.

### Performance measures

<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Turnover growth %</td>
<td>71</td>
<td>51</td>
<td>70</td>
<td>8.2</td>
<td>61</td>
</tr>
<tr>
<td>Gross profit margin %</td>
<td>19.0</td>
<td>18.9</td>
<td>18.8</td>
<td>18.8</td>
<td>18.8</td>
</tr>
<tr>
<td>Other trading income margin %</td>
<td>2.2</td>
<td>2.2</td>
<td>2.0</td>
<td>2.0</td>
<td>1.8</td>
</tr>
<tr>
<td>Trading profit growth %</td>
<td>12.6</td>
<td>4.9</td>
<td>19.1</td>
<td>201</td>
<td>181</td>
</tr>
<tr>
<td>Trading profit margin %</td>
<td>2.4</td>
<td>2.3</td>
<td>2.3</td>
<td>2.0</td>
<td>1.8</td>
</tr>
<tr>
<td>Trading expenses on turnover %</td>
<td>17.3</td>
<td>5.4</td>
<td>18.5</td>
<td>20.0</td>
<td>38.6</td>
</tr>
<tr>
<td>PBTAE growth %</td>
<td>15.6</td>
<td>3.8*</td>
<td>19.1</td>
<td>23.8</td>
<td>217</td>
</tr>
<tr>
<td>PBTAE margin %</td>
<td>2.4</td>
<td>2.2</td>
<td>2.2</td>
<td>2.0</td>
<td>1.8</td>
</tr>
<tr>
<td>EBIT growth %</td>
<td>13.0</td>
<td>8.2</td>
<td>20.3</td>
<td>18.7</td>
<td>30.3</td>
</tr>
<tr>
<td>EBITDA (before capital items) growth %</td>
<td>11.3</td>
<td>8.1</td>
<td>14.4</td>
<td>16.5</td>
<td>45.6</td>
</tr>
<tr>
<td>ROCE %</td>
<td>18</td>
<td>16</td>
<td>16</td>
<td>14</td>
<td>13</td>
</tr>
<tr>
<td>Headline earnings per share cents</td>
<td>326.7</td>
<td>277.0</td>
<td>258.7</td>
<td>215.2</td>
<td>173.8</td>
</tr>
<tr>
<td>Earnings per share growth %</td>
<td>25.2</td>
<td>7%*</td>
<td>20.2</td>
<td>24.2</td>
<td>22.8</td>
</tr>
<tr>
<td>ROCE %</td>
<td>38.9</td>
<td>32.2</td>
<td>30.3</td>
<td>25.4</td>
<td>22.5</td>
</tr>
<tr>
<td>Net asset value per share cents</td>
<td>1058.3</td>
<td>966.2</td>
<td>922.0</td>
<td>869.4</td>
<td>741.8</td>
</tr>
</tbody>
</table>

### Consolidated statement of comprehensive income

<table>
<thead>
<tr>
<th></th>
<th>Rbn</th>
</tr>
</thead>
<tbody>
<tr>
<td>Turnover*</td>
<td>86 271.2</td>
</tr>
<tr>
<td>Other trading income*</td>
<td>1 889.9</td>
</tr>
<tr>
<td>Trading expenses</td>
<td>16 258.0</td>
</tr>
<tr>
<td>Trading profit</td>
<td>2 049.0</td>
</tr>
<tr>
<td>Profit before tax</td>
<td>2 073.2</td>
</tr>
<tr>
<td>Profit for the period</td>
<td>1 554.6</td>
</tr>
<tr>
<td>Headline earnings</td>
<td>1 647.2</td>
</tr>
</tbody>
</table>

### Consolidated statement of financial position

<table>
<thead>
<tr>
<th></th>
<th>Rbn</th>
</tr>
</thead>
<tbody>
<tr>
<td>Assets</td>
<td>18 854.3</td>
</tr>
<tr>
<td>Ordinary shareholders’ equity</td>
<td>4 316.8</td>
</tr>
<tr>
<td>Liabilities</td>
<td>15 537.5</td>
</tr>
</tbody>
</table>

### Definitions

- **Headline earnings**: Net profit for the period adjusted for the after-tax effect of capital items.
- **Return on shareholders’ equity**: Headline earnings expressed as a percentage of the average ordinary shareholders’ equity for the period.
- **Return on capital employed**: Headline earnings divided by average shareholders’ equity plus average structural/borrowings.
- **Return on total assets**: Headline earnings expressed as a percentage of the average total assets for the period.
- **Headline earnings per share (HEPS)**: Headline earnings divided by the weighted average number of shares in issue for the period. Diluted HEPS reflects the dilution effect of share options.
- **Dividend cover**: Headline earnings per share divided by the dividends per share which relate to those earnings.
- **Net asset value per share**: Total value of net assets at period-end, adjusted for directors’ valuations of property, divided by the number of shares in issue at period-end held outside the Group.
- **Profit before tax and exceptional items (PBTAE)**: Profit for the period before tax and exceptional items. Exceptional items are determined by the Board. These are non-recurring items of an exceptional size and nature.
- **Earnings before interest and tax (EBIT)**: Profit for the period before net interest and tax and capital items.
- **Earnings before interest, tax, depreciation and amortisation (EBITDA)**: Profit for the period before interest, tax, depreciation, amortisation, and capital items.
- **Market capitalisation**: The price per share at period-end multiplied by the number of shares in issue at period-end.
- **Price earnings ratio**: The price per share at period-end divided by headline earnings per share.
- **Dividends per share**: The interim dividend declared during the current financial period and the final dividend declared after period-end, in respect of the current financial year.

### Stock exchange (JSE Limited) performance

<table>
<thead>
<tr>
<th>Year</th>
<th>Number of shares in issue (millions)</th>
<th>Weighted average number of shares in issue (millions)</th>
<th>Total market capitalisation (Rbn)</th>
<th>Market capitalisation net of treasury shares (Rbn)</th>
<th>Dividend per share (cents)</th>
<th>Dividend cover</th>
<th>Price earnings ratio</th>
<th>Price earnings ratio</th>
<th>Dividends per share</th>
</tr>
</thead>
<tbody>
<tr>
<td>2019</td>
<td>493.5</td>
<td>488.5</td>
<td>488.5</td>
<td>488.5</td>
<td>2.4</td>
<td>7.1</td>
<td>362.8</td>
<td>3601</td>
<td>8.2</td>
</tr>
</tbody>
</table>

### Definitions

- **Return on capital employed (ROCE)**: WACC is the average after-tax cost of the Group’s debt funding, which includes non-current borrowings and current liabilities, and the Group’s equity funding, with each source of funding included on a proportional basis.
### FIVE-YEAR REVIEW (CONTINUED)

<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>HUMAN MEASURES</strong>&lt;sup&gt;+&lt;/sup&gt; Developed a skilled workforce</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Number of employees</td>
<td>1'000</td>
<td>53.6</td>
<td>519</td>
<td>544</td>
</tr>
<tr>
<td>Permanent employee turnover</td>
<td>%</td>
<td>17.4</td>
<td>24.9</td>
<td>19.9</td>
</tr>
<tr>
<td><strong>Employment Equity</strong>&lt;sup&gt;+&lt;/sup&gt; Top management</td>
<td>%</td>
<td>44.0</td>
<td>40.9</td>
<td>35.0</td>
</tr>
<tr>
<td>Senior management</td>
<td>%</td>
<td>74.2</td>
<td>71.3</td>
<td>63.0</td>
</tr>
<tr>
<td>Professionally qualified middle management</td>
<td>%</td>
<td>93.5</td>
<td>92.8</td>
<td>87.0</td>
</tr>
<tr>
<td>Skilled technical and junior management</td>
<td>%</td>
<td>98.0</td>
<td>97.8</td>
<td>97.0</td>
</tr>
<tr>
<td>Semi-skilled and discretionary decision-making</td>
<td>%</td>
<td>99.8</td>
<td>99.8</td>
<td>99.8</td>
</tr>
<tr>
<td>Unskilled and defined decision-making</td>
<td>%</td>
<td>99.7</td>
<td>99.7</td>
<td>99.6</td>
</tr>
<tr>
<td><strong>SOCIAL AND ENVIRONMENTAL MEASURES</strong>&lt;sup&gt;+&lt;/sup&gt; Carbon footprint CO₂e tonnes</td>
<td>649 192.4</td>
<td>657 387.2</td>
<td>671 052.6</td>
<td>656 765.1</td>
</tr>
<tr>
<td>Energy usage per square metre reduction (2008 baseline) GWh</td>
<td>36.9</td>
<td>370</td>
<td>341</td>
<td>314</td>
</tr>
<tr>
<td>CO₂e emissions per square metre reduction (2013 baseline) %</td>
<td>3.7</td>
<td>2.5</td>
<td>3.5</td>
<td>0.6</td>
</tr>
<tr>
<td>Waste diverted from landfill %</td>
<td>53.5</td>
<td>54.3</td>
<td>48.4</td>
<td>46.0</td>
</tr>
<tr>
<td>Water consumed (megalitres)</td>
<td>1 128</td>
<td>1 161</td>
<td>1 332</td>
<td>1 249</td>
</tr>
<tr>
<td>Total CSI spend Rm</td>
<td>34.1</td>
<td>30.5</td>
<td>38.7</td>
<td>41.5</td>
</tr>
<tr>
<td>Schools in Pick n Pay School Club</td>
<td>3 325</td>
<td>3 300</td>
<td>3 025</td>
<td>3 025</td>
</tr>
<tr>
<td>BBBEE Level</td>
<td>Level 8</td>
<td>Level 8</td>
<td>Level 8</td>
<td>Level 4</td>
</tr>
<tr>
<td><strong>OPERATIONAL STATISTICS</strong> Number of stores Group</td>
<td>1 738</td>
<td>1 628</td>
<td>1 504</td>
<td>1 353</td>
</tr>
<tr>
<td>Pick n Pay – Owned</td>
<td>749</td>
<td>722</td>
<td>661</td>
<td>596</td>
</tr>
<tr>
<td>Pick n Pay – Franchise</td>
<td>719</td>
<td>660</td>
<td>614</td>
<td>549</td>
</tr>
<tr>
<td>Boxer – Owned</td>
<td>270</td>
<td>246</td>
<td>229</td>
<td>208</td>
</tr>
<tr>
<td>Associate</td>
<td>57</td>
<td>57</td>
<td>56</td>
<td>57</td>
</tr>
<tr>
<td>TM Supermarkets</td>
<td>57</td>
<td>57</td>
<td>56</td>
<td>57</td>
</tr>
<tr>
<td>Total with associate</td>
<td>1 795</td>
<td>1 685</td>
<td>1 560</td>
<td>1 410</td>
</tr>
<tr>
<td>Total square metres m² – millions</td>
<td>2.6</td>
<td>2.5</td>
<td>2.4</td>
<td>2.3</td>
</tr>
<tr>
<td>Owned</td>
<td>1.8</td>
<td>1.8</td>
<td>1.7</td>
<td>1.6</td>
</tr>
<tr>
<td>Franchised</td>
<td>0.8</td>
<td>0.7</td>
<td>0.7</td>
<td>0.7</td>
</tr>
</tbody>
</table>

<sup>+</sup> Information relates to Pick n Pay company-owned stores only.

<sup>+</sup> These measures represent the participation of employment equity candidates, as governed by the Employment Equity Act, No 55 of 1998, in the presented categories.

---

### VALUE-ADDED STATEMENT

We have created financial value of R11.0 billion (2018: R10.3 billion) during the 52-week financial period. The value-added statement illustrates how we have distributed this value to our stakeholders.

#### Turnover

<table>
<thead>
<tr>
<th>52 weeks</th>
<th>2019</th>
<th>2018</th>
</tr>
</thead>
<tbody>
<tr>
<td>Rm</td>
<td>%</td>
<td>%</td>
</tr>
<tr>
<td>86 271.2</td>
<td>80 523.5</td>
<td></td>
</tr>
</tbody>
</table>

#### Amounts paid for merchandise and expenses

<table>
<thead>
<tr>
<th>52 weeks</th>
<th>2019</th>
<th>2018</th>
</tr>
</thead>
<tbody>
<tr>
<td>Rm</td>
<td>%</td>
<td>%</td>
</tr>
<tr>
<td>(75 492.8)</td>
<td>(70 408.6)</td>
<td></td>
</tr>
</tbody>
</table>

#### Finance income

<table>
<thead>
<tr>
<th>52 weeks</th>
<th>2019</th>
<th>2018</th>
</tr>
</thead>
<tbody>
<tr>
<td>Rm</td>
<td>%</td>
<td>%</td>
</tr>
<tr>
<td>358.6</td>
<td>941</td>
<td></td>
</tr>
</tbody>
</table>

#### Total value created

<table>
<thead>
<tr>
<th>52 weeks</th>
<th>2019</th>
<th>2018</th>
</tr>
</thead>
<tbody>
<tr>
<td>Rm</td>
<td>%</td>
<td>%</td>
</tr>
<tr>
<td>11 037.2</td>
<td>100.0</td>
<td>10 299.0</td>
</tr>
</tbody>
</table>

#### Distributed as follows:

- **Employees**: Salaries, wages and other benefits
  - 7 102.0 | 64.3 | 6 688.7 | 64.9

- **To providers of capital**: 1 598.5 | 14.5 | 1 621.1 | 15.7

- **Distributions to shareholders**: 938.0 | 8.5 | 866.5 | 8.4

- **Share purchases**: 311.2 | 2.8 | 423.4 | 4.1

- **Finance costs**: 349.3 | 3.2 | 331.2 | 3.2

- **Government**: Taxation expense 518.6 | 4.7 | 471.8 | 4.6

- **Retained for growth**: 1 818.1 | 16.5 | 1 571.4 | 14.7

- **Depreciation and amortisation**: 1 201.5 | 10.9 | 1 087.6 | 10.6

- **Profit for the period after distributions to shareholders**: 616.6 | 5.6 | 429.8 | 4.2

#### Total value distributed

<table>
<thead>
<tr>
<th>52 weeks</th>
<th>2019</th>
<th>2018</th>
</tr>
</thead>
<tbody>
<tr>
<td>Rm</td>
<td>%</td>
<td>%</td>
</tr>
<tr>
<td>11 037.2</td>
<td>100.0</td>
<td>10 299.0</td>
</tr>
</tbody>
</table>

---

#### Employee costs (Rbn)

<table>
<thead>
<tr>
<th>FY15</th>
<th>FY16</th>
<th>FY17</th>
<th>FY18</th>
<th>FY19</th>
</tr>
</thead>
<tbody>
<tr>
<td>5.7</td>
<td>6.2</td>
<td>6.6</td>
<td>6.7</td>
<td>7.1</td>
</tr>
</tbody>
</table>

#### Providers of capital (Rbn)

<table>
<thead>
<tr>
<th>FY15</th>
<th>FY16</th>
<th>FY17</th>
<th>FY18</th>
<th>FY19</th>
</tr>
</thead>
<tbody>
<tr>
<td>0.8</td>
<td>0.6</td>
<td>1.3</td>
<td>1.6</td>
<td>1.6</td>
</tr>
</tbody>
</table>

#### Government (Rm)

<table>
<thead>
<tr>
<th>FY15</th>
<th>FY16</th>
<th>FY17</th>
<th>FY18</th>
<th>FY19</th>
</tr>
</thead>
<tbody>
<tr>
<td>336.2</td>
<td>331.7</td>
<td>461.0</td>
<td>471.8</td>
<td>538.4</td>
</tr>
</tbody>
</table>

#### Retained for growth (Rbn)

<table>
<thead>
<tr>
<th>FY15</th>
<th>FY16</th>
<th>FY17</th>
<th>FY18</th>
<th>FY19</th>
</tr>
</thead>
<tbody>
<tr>
<td>12</td>
<td>14</td>
<td>14</td>
<td>15</td>
<td>18</td>
</tr>
</tbody>
</table>
GOVERNANCE

OVERVIEW BY OUR
LEAD INDEPENDENT
DIRECTOR

HUGH HERMAN | LEAD INDEPENDENT DIRECTOR

OUR APPROACH TO CORPORATE GOVERNANCE
The Group’s commitment to the highest standards of corporate governance has contributed to its sustainable value creation over 52 years. The Board provides strong and ethical leadership, and is committed to consistent action within a governance framework that is built on the principles of honesty, integrity and accountability.

Our ethical value system has built strong relationships with stakeholders who recognise and support the Group as a responsible corporate citizen, with the confidence that we will do what is right. The Board commits to stakeholders that it will operate in accordance with our values of integrity, competence, fairness, responsibility, transparency and accountability, as captured by our enduring values set out on page 11.

The Board is elected by shareholders and accepts overall accountability for the Group’s performance, and in ensuring that the business is adequately positioned to create sustainable value over the long term for all stakeholders, taking into account the material issues, risks and opportunities of the Group. Sustainable value creation is measured across the triple context of the Group’s economic, social and environmental performance against the objectives set out in our long-term strategy, and with reference to the effective management of our capitals and the balanced and appropriate management of stakeholder needs.

The Board ultimately endorses and accepts responsibility for achieving the values that underpin good governance, as advocated by the King IV Report on Corporate Governance™ for South Africa 2016 (King IV). These include integrity, competence, fairness, responsibility, transparency and accountability.

Our corporate governance philosophy and practices are aligned with the four governance outcomes advocated by King IV, namely:

ETHICAL CULTURE
An ethical culture builds support structures that underpin our core purpose, values and strategy.

- To ensure that we maintain an ethical culture, governance structures are regularly reviewed to align with best practice and reflect regulatory changes.
- The Board reviewed, revised and approved the Group’s Code of Ethical Conduct during the 2019 financial period, which outlines the key behaviours and actions expected by employees, suppliers and business partners. A Group-wide ethics communications campaign will be rolled out in the upcoming year.
- The corporate governance charter was reviewed and updated.

EFFECTIVE CONTROL
The Group’s governance and compliance framework is built on the principles of accountability, transparency, ethical management and fairness.

- Areas of governance are delegated to the Group’s various committees.
- The Board’s delegation of authority within its governance framework contributes to role clarity and the effective exercise of responsibilities across the Group’s various committees and within the broader business. Read more from page 82.
- The Group’s corporate governance structure is regularly reviewed to ensure that the Board exercises effective and ethical leadership, conducts its affairs as a good corporate citizen and takes appropriate decisions to ensure the sustainability of operations.
- The Board annually conducts an evaluation of its contribution to the Group as a whole as well as the individual performance of each director.

LEGITIMACY
The Board retains overall responsibility for the concept of integrated thinking encapsulated in King IV, which underpins corporate citizenship, stakeholder inclusivity, sustainable development and integrated reporting.

- The Board ensures that the reports issued by the Group enable stakeholders to make informed assessments of its performance, and its longer-term prospects.
- The Board is aware of the King IV principle of having an arms-length relationship with the Company Secretary, and has created an environment in which the Company Secretary is able to ensure full adherence to Board procedures and relevant regulations. The Company Secretary is not involved in an executive capacity on the boards of the various companies in the Group.

GOOD PERFORMANCE
There are well-entrenched structures within the Group to ensure that proper assurance and oversight are given to strategic and operational performance.

- The Board undertook a number of discussions during the year related to strategy, performance, governance and risk management. The details of the most material issues under discussion by the Board, as well as the decisions and actions arising, are detailed on pages 86 and 87.
OUR GOVERNANCE STRUCTURE

The Board is confident that the Group’s governance framework, supported by its Board committees and related administrative structures and compliance processes, contributes to sustainable value creation by driving:

- Accountability to stakeholders
- Sound leadership and effective decision-making
- Strong risk management and risk mitigation
- Comprehensive and transparent integrated reporting
- Remuneration policies that build a winning team through the development and retention of top talent and through incentivisation in line with the Group’s strategic focus.

The Group’s governance framework is regularly reviewed to ensure that the Board exercises effective and ethical leadership, and that the Group’s governance practices and structures of corporate governance, and social and ethics committees. The Board’s delegation of authority to these committees contributes to role clarity and the effective exercise of authority and responsibilities within the broader Group.

BOARD COMMITTEES

The Board is supported by the executive, audit, risk and compliance, remuneration, nominations, corporate finance, corporate governance, and social and ethics committees. The Board’s delegation of authority to these committees contributes to role clarity and the effective exercise of authority and responsibilities within the broader Group.

The role and responsibilities of each committee are set out in the Board’s corporate governance charter, available on our website at www.pnp.co.za and www.picknpayinvestor.co.za. The charter is reviewed annually to ensure that the committee mandates remain current and effective and that the requirements of King IV are met. Each committee considers its effectiveness by way of a review of its activities against the approved terms of reference in line with their delegated powers and authority.

The Board of directors ensures that the Group is managed in a transparent, equitable and responsible manner for the benefit of all its stakeholders.

PICK N PAY STORES LIMITED BOARD

ATTENDANCE

- Four board meetings were held during the financial year.
- Suzanne Ackerman-Berman sent apologies for the April board meeting. Other than that, attendance was 100%.
- All directors attended the annual general meeting held in July 2019.

The commitment ensures that the Group is managed in a transparent, equitable and responsible manner for the benefit of all its stakeholders.

AUDIT, RISK AND COMPLIANCE COMMITTEE

The committee provides independent oversight and assessment of the Group’s risk management processes, legal and regulatory compliance, financial reporting, business and financial controls, and internal and external audit processes and acts as a liaison between the Board and external and internal auditors. Refer to page 32 for detail of the role this committee plays in determining the material issues faced by the Group and in assessing the adequacy of the Group’s risk management processes.

CORPORATE FINANCE COMMITTEE

The committee consists of all independent non-executive directors. It assesses the Board in assessing material investment opportunities for the Group, as identified in Stage 2 of the Group’s long-term strategy. Read from page 44 for more detail on the Group’s strategic focus.

CORPORATE GOVERNANCE COMMITTEE

For 52 years, the Group has ensured that its policy of doing good is good business remains at the centre of how it conducts business. This is underpinned by adopting best practice corporate governance, which contributes to long-term value creation.

The committee reviews and evaluates the governance practices and structures of the Group and recommends any changes to the Board.

RENUMERATION COMMITTEE

The remuneration committee ensures that the Group’s remuneration policy promotes the achievement of Group strategy, by providing fair and responsible rewards that attract, reward and retain a winning team. Read more in our remuneration report on pages 92 to 110.

EMPLELOYEE SHARE INCENTIVE TRUST

The Group’s employee share incentive schemes remain a key part of the Group’s remuneration philosophy, aiming to align the interests of employees with shareholders and to ensure that employees are able to share in the stakeholder value that they help to create.

The trustees ensure that the employee share incentive schemes are managed in a responsible and appropriate manner with fair, market-related rewards aimed at attracting and retaining skilled employees that will deliver the objectives of the Group’s long-term strategy.

NOMINATIONS COMMITTEE

It is the Board’s philosophy that its members should provide a diverse range of professional expertise and experience and should reflect the gender, race and ethnic diversity of stakeholders. The nominations committee is responsible for identifying and evaluating suitable candidates for possible appointment to the Board, with the aim of ensuring a strong and balanced Board to oversee and drive sustainable value creation for all stakeholders.

SOCIAL AND ETHICS COMMITTEE

The committee, supported by key management personnel, is tasked with ensuring that the Group’s enduring values are set out on page 11 under the Group’s long-term strategy and are applied daily in all areas of the business, and that our sustainability strategy is closely aligned to the strategy of the Board. It serves as the Chief Operating Decision Maker (CODM) of the Group, and manages the day to day operations of the Group, to ensure sustainable value creation for all stakeholders.

EXECUTIVE COMMITTEE

The Executive is tasked with implementing the strategy of the Board. It serves as the Chief Operating Decision Maker (CODM) of the Group, and manages the day to day operations of the Group, to ensure sustainable value creation for all stakeholders.

Together with the Board, all committees are satisfied that they have carried out their responsibilities during the period.

www.pnp.co.za

Integrated Annual Report 2019
BOARD COMPOSITION

Our directors are strong-minded individuals of integrity, who are successful and experienced professionals in their respective fields. The Group has actively sought to appoint business people to its Board, looking for individuals who play an active role in business, are in a position to offer commercial, legal and regulatory knowledge to the Board, and add value through wisdom, practical experience and business acumen.

The non-executive directors are diverse in their academic qualifications, business experience, gender and race, resulting in a balanced Board.

The Board is satisfied that its balanced composition reflects an appropriate mix of knowledge, skills, experience, diversity and independence.

INDEPENDENCE OF NON-EXECUTIVE DIRECTORS

At the end of each term of office, whether one year or three years, the director and the Chairman jointly evaluate directors’ independence.

DIRECTOR APPOINTMENT AND ROTATION

A third of non-executive directors resign at each annual general meeting. This enables shareholders to hold directors to account and to appoint directors to the Board who shareholders believe will ensure long-term sustainable value creation for all stakeholders.

When filling vacancies, the Board seeks and appoints qualified individuals who reflect a diverse range of skills and professional backgrounds and who represent the gender, racial and ethnic diversity of the communities we serve. This is guided by the Group’s gender and race diversity policies.

OUR DIRECTORS’ SECTOR EXPERIENCE

All directors receive regular briefings on changes in the Group’s consumer and competitive environment, including relevant updates on regulatory compliance, which focus on the material opportunities and risks facing the Group that could impact on successful execution of the Group’s long-term plan.

CONTROLLING SHAREHOLDER REPRESENTATION ON THE BOARD

The Group has a controlling shareholder, Ackerman Investment Holdings Proprietary Limited. The Chairman (Gareth Ackerman), one non-executive director (David Robins) and two executive directors (Suzanne Ackerman-Berman and Jonathan Ackerman) were nominated as representatives of the controlling shareholder, and were elected by shareholders to the Board. All are members of the Ackerman family and are not considered independent by virtue of their indirect shareholdings in the Company. Between them they have over 84 years’ experience in the Group. Their wealth of retail knowledge assists the Group in making decisions for the benefit of all stakeholders. To guard against a perception that a conflict of interest could arise between the controlling shareholder and other shareholders, the Board annually elects an independent non-executive director to act as lead independent director (LID).

The role of the LID is to provide leadership and advice to the Board when the Chairman has a conflict of interest, without detracting from the authority of the Chairman. The position also provides an important point of contact for the broader investment and stakeholder community should they have concerns with the management of the Group or potential conflicts of interest.

INCLUSION AND DIVERSITY

At least 25% of our Board should comprise South African citizens who are African, Coloured or Indian.

The Board has achieved its gender and race diversity targets.
WHAT THE BOARD FOCUSED ON DURING THE YEAR

The directors ensure that the Group is managed in a transparent, equitable and responsible manner for the benefit of all its stakeholders. The Board appreciates that the strength of its strategy, the identification of material issues, the effectiveness of its risk management, its commitment to social and environmental sustainability and its financial performance are all inseparable elements of long-term value creation. Directors engage in rigorous and informed debate with the aim of promoting direction, governance and effective leadership of the Group. Decisions are made by consensus. All Board members are conscious of their obligation to act with integrity and as representatives of all our stakeholders.

The Board supports the materiality approach, which emphasises integrated reporting based on the issues, risks and opportunities that can have a material impact on the sustainable performance of the Group over the short, medium and longer term. It ensures that the reports issued by the Group enable stakeholders to make informed assessments of its performance and its longer-term prospects. Details of the material issues and related risks identified and managed by the Group are set out on pages 32 to 37.

The issues and topics addressed by the Board during the year are set out on pages 10 and 11 of the Group’s Corporate Governance report. Available on our website at [www.picknpayinvestor.co.za](http://www.picknpayinvestor.co.za)

THE MOST MATERIAL ISSUES UNDER CONSIDERATION INCLUDED:

DISCUSSIONS, DECISIONS AND ACTIONS UNDERTAKEN BY THE BOARD DURING THE YEAR TO PROTECT AND CREATE VALUE FOR OUR STAKEHOLDERS

<table>
<thead>
<tr>
<th>STRATEGY AND PERFORMANCE</th>
</tr>
</thead>
<tbody>
<tr>
<td>CONSUMER AND COMPETITIVE ENVIRONMENT</td>
</tr>
<tr>
<td>The Board assessed the effectiveness of Group strategy in responding to changing customer needs, with a focus on finding growth in a tough economic climate. The Board monitored the management team’s efforts to improve the cost effectiveness and efficiency of the business. Management has invested substantially in our customer offer, and effectively driven market-leading volume growth. The Board continues to monitor the impact of the increasingly difficult economic environment in South Africa on consumer confidence and consumer spend.</td>
</tr>
<tr>
<td>PERFORMANCE OF OUR REST OF AFRICA SEGMENT</td>
</tr>
<tr>
<td>The Board focused on Group operations outside South Africa to ensure tight management during tough economic times. Our Zambian team committed to and delivered strong cost discipline and working capital management to mitigate the impact of the low-growth environment. Developments in Zimbabwe were closely monitored in light of economic uncertainty and currency devaluation. In the region leading to inflationary pressure and social unrest. TM Supermarkets delivered a strong trade performance notwithstanding the difficult economic backdrop, and our financial reporting aimed to provide stakeholders with clear information on the performance of the business and the impact of currency devaluation on the Group result. The Board is committed to a prudent approach to expansion in Nigeria, without putting the core South African operation at undue risk. The Group plans to open its first store in Nigeria in 2020.</td>
</tr>
<tr>
<td>EFFECTIVENESS OF OUR PROCUREMENT AND DISTRIBUTION CHANNEL</td>
</tr>
<tr>
<td>The Board assesses the effectiveness and efficiency of the Group’s centralised supply chain on a regular basis. This year the Board agreed to additional capacity for Pick n Pay in KwaZulu-Natal and for Boxer in Gauteng. The Board will continue to assess the need for an additional Pick n Pay facility to supplement its Longmeadow distribution centre in Gauteng. Stability of labour relations across the supply chain remains a key risk, and is closely monitored by the Board.</td>
</tr>
<tr>
<td>GOVERNANCE AND RISK MANAGEMENT</td>
</tr>
<tr>
<td>EFFECTIVENESS OF OUR INFORMATION SYSTEMS AND TECHNOLOGY</td>
</tr>
<tr>
<td>The Board reviewed and updated the Group’s technology and information policy framework to ensure that our information security policy and privacy policy were current and reflected all relevant risks in our operating environment. The Board is cognisant of the increased risk of cyberattacks. The Board has endorsed ongoing investment in the development and maintenance of our IT infrastructure and security systems to guard against attack, protect the confidentiality of information and ensure the responsiveness and adequacy of recovery procedures.</td>
</tr>
</tbody>
</table>

DISCUSSIONS, DECISIONS AND ACTIONS UNDERTAKEN BY THE BOARD DURING THE YEAR TO PROTECT AND CREATE VALUE FOR OUR STAKEHOLDERS

| PEOPLE, CULTURE AND DIVERSITY |
| IMPACT OF A STATUTORY MINIMUM WAGE |
| The Board assessed the impact of the introduction of a statutory minimum wage on 1 January, 2019. The Group’s long-standing fair and responsible remuneration policies meant that the application of a minimum wage would have a minor impact on Pick n Pay and Boxer. However, there would be an indirect cost impact across the value chain, with additional wage costs for certain suppliers and service providers. The impact will be countered by the additional discretionary spend for consumers, which is to be welcomed in tough economic times. |
| DIVERSITY |
| The Board monitored the work being done by the Group to achieve a diverse workforce at all levels. Extensive analysis was undertaken to establish a workforce profile and relative pay, with the goal of ensuring that all employees receive fair pay for work done and that the Group is non-discriminatory in its recruitment and remuneration. While comprehensive statistical analysis is ongoing, the results are encouraging with good evidence that pay rates are not skewed by gender or race. The Board will continue to focus on the adequacy of the measures in place to retain and upskill employment equity employees, particularly in senior executive roles, including the removal of any potential barriers to entry. |

FINANCIAL REPORTING

| IFRS 16 |
| The Group will adopt IFRS 16 in its 2020 financial year. The Board discussed and reviewed the requirements of IFRS 16, which will see the Group’s extensive lease portfolio capitalised as “right-of-use assets” in the statement of financial position, with a corresponding lease liability in respect of future rental obligations. The Board appreciates that IFRS 16 will have a material impact on the Group’s financial position and its reported performance, including key performance metrics such as return on capital employed earnings before interest, tax, depreciation and amortisation (EBITDA), and relevant gearing ratios. The Board supported the establishment of an IFRS 16 team within the Group’s finance division, assisted by external specialists, to deliver the implementation of IFRS 16. In the interests of transparency and clarity, the Board has agreed that IFRS 16 will be implemented on a fully retrospective basis, and that the Group would report the impact thereof to stakeholders as soon as practicable. |
OUR BOARD OF DIRECTORS

CHAIRMAN

Richard Braisher (57)

Richard has extensive experience in retail and information technology with Woolworths, Massmart and Affinity Logic. In 2019 he joined the Board of Pick n Pay as an independent non-executive director. Appointed as an executive director in 2011, Richard is the CEO, taking responsibility for the IT, financial services and e-commerce portfolios of the Group.

An executive at Pick n Pay for 15 years until 1999, Gareth headed up various divisions and served as Joint Group Managing Director and the Managing Director of Pick n Pay Group Enterprises. He was appointed to the Board in 1995 as an executive director, until becoming a non-executive director in 1999. From 2002 to 2010, Gareth was Chairman of Pick n Pay Group Enterprises, which at that time was the ultimate holding company of the Group. In 2010 he was appointed non-executive Chairman of Pick n Pay Stores Limited.

Among his other involvements, Gareth is co-chairman of the Consumer Goods Council of South Africa, and is previous co-chairman of the International Consumer Goods Forum. He is also a trustee of the Masisizane Fund and a member of the international board of the Young Presidents’ Organisation (YPO). He chairs the Ackerman Family interests.

Executive Director

BA, Fellow Aspen Business Institute, Part II Movers
• Appointed 2010
• Years of service to the Group: 24
• Years of service on the Board: 9

Following broad executive experience in the USA, Suzanne was appointed Director of Transformation on the Group Executive in 2007. In addition to her executive contribution to the Company, she was appointed to the Board as a representative of the controlling shareholder in March 2010.

Suzanne is active in many areas of philanthropy across different sectors of society. In particular, she is a passionate proponent of enterprise development. She is chairman of the Ackerman Pick n Pay Foundation, and heads the Pick n Pay Small Business Incubator.

Jonathan Ackerman (52)

He was appointed as CFO and a member of the Board in 2011. Richard joined Pick n Pay in 1984, working in the national finance office, heading up special projects and new business. He was appointed divisional director in 1993 and served on the retail board as Chief Finance Controller since its inception in 1995. He was appointed as CFO and a member of the Board in 2011. In addition to his responsibilities at Pick n Pay, Bakar is a member of the University of Cape Town Council and deputy chairman of the UCT Finance committee. The Board announced on 26 April 2019 that Bakar will be retiring on 1 June 2019. He was also chairman of the audit committee.

Bakar joined the Group in 1984, working in the national finance office, heading up special projects and new business. He was appointed divisional director in 1993 and served on the retail board as Chief Finance Controller since its inception in 1995. He was appointed as CFO and a member of the Board in 2011. In addition to his responsibilities at Pick n Pay, Bakar is a member of the University of Cape Town Council and deputy chairman of the UCT Finance committee. The Board announced on 26 April 2019 that Bakar will be retiring once his successor has been appointed. After he retires from his executive position, Bakar will continue to contribute to the Group by serving in a non-executive capacity on the Board.

Bakar Jakoet (63)

David was the audit engagement partner and lead/relationship partner at Arthur Andersen and KPMG for several listed companies, as well as large owner-managed companies, principally in the retail sector.

David Robin (65)

Non-Executive Directors

Hugh Herman (78)

David joined the Group in 1994 and was appointed in 2005 as the executive responsible for expansion outside South African borders. In 2002 he was appointed as Deputy Chairman of the Board and as an executive director. During 2008 he retired from his executive position. He remains on the Board as a non-executive director and as a representative of the controlling shareholder.

Hugh was a partner at law firm Sonnenberg Hoffmann Galombik before joining Pick n Pay in 1976. He was managing director of Pick n Pay from 1984, before joining Investec Bank in 1993. Hugh was appointed group chairman of Investec Limited in 1994, a position from which he retired in 2011. Hugh was appointed honorary Life President of the Investec Group and remains chairman of Investec Asset Management. Hugh resigned in 2018 from his directorship of Growproperty Properties Limited.

David Robins (65)

INDEPENDENT NON-EXECUTIVE DIRECTORS

BA (UB), (LID) (US)
• Appointed 1976
• Years of service on the Board: 43
• Lead independent director
• Chairman of the remuneration committee

Hugh joined Pick n Pay in 1984 as a trainee accountant and was appointed Divisional Director of Retail Banking in 1994. Following broad executive experience in the USA, he was appointed as an independent director of the Group Executive in 2010.

Hugh joined Pick n Pay in 1984 as a trainee accountant and was appointed Divisional Director of Retail Banking in 1994. Following broad executive experience in the USA, he was appointed as an independent director of the Group Executive in 2010.

David was the audit engagement partner and lead/relationship partner at Arthur Andersen and KPMG for several listed companies, as well as large owner-managed companies, principally in the retail sector.

David Friedman (65)

Suzanne Ackerman-Berman (56)

BA Marketing
• Appointed 2010
• Years of service to the Group: 26
• Years of service on the Board: 9

Returning to South Africa after studying and working in the USA, Jonathan joined Pick n Pay in 1992. Having worked in many divisions, Jonathan ensures that the well-being of Pick n Pay’s customers is the primary motivating factor for any strategic decision taken in the Company in his current role as customer director on the Group Executive. He was appointed to the Board as a representative of the controlling shareholder in March 2010.

Jonathan was elected as a non-executive director on 25 June 1997 and was appointed as a non-executive director on 25 June 1997. He has been the chairman of the nominations committee and the remuneration committee.

Jonathan Ackerman (52)

Richard has extensive experience in retail and information technology with Woolworths, Massmart and Affinity Logic. In 2019 he joined the Board of Pick n Pay as an independent non-executive director. Appointed as an executive director in 2011, Richard is the CEO, taking responsibility for the IT, financial services and e-commerce portfolios of the Group.

Richard Braisher (57)

Chairman

BA (UB), (LID) (US)
• Appointed 1976
• Years of service on the Board: 43
• Lead independent director
• Chairman of the remuneration committee

Hugh joined Pick n Pay in 1984 as a trainee accountant and was appointed Divisional Director of Retail Banking in 1994. Following broad executive experience in the USA, he was appointed as an independent director of the Group Executive in 2010.

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David Friedman (65)

INDEPENDENT NON-EXECUTIVE DIRECTORS

Hugh was a partner at law firm Sonnenberg Hoffmann Galombik before joining Pick n Pay in 1976. He was managing director of Pick n Pay from 1984, before joining Investec Bank in 1993. Hugh was appointed group chairman of Investec Limited in 1994, a position from which he retired in 2011. Hugh was appointed honorary Life President of the Investec Group and remains chairman of Investec Asset Management. Hugh resigned in 2018 from his directorship of Growproperty Properties Limited.
INDEPENDENT NON-EXECUTIVE DIRECTORS (continued)

Alex Mathole (46)
- BA ( honourable)  
  - Appointed 2013  
  - Years of service on the Board 6

Audrey Mothupi (49)
- BA (honours)  
  - MA  
  - Appointed 2015  
  - Years of service on the Board 9  
  - Resigned 31 August 2018

Lorato Phalatse (57)
- BCom (SA), Honours in BCompi (SA)  
  - Appointed 2007  
  - Years of service on the Board 12  
  - Chairman of the audit, risk and compliance committee

Admitted as an attorney in 1997, Alex has extensive experience in governance, legal and regulatory risk management. She is currently the regulatory and conduct risk management executive at FirstRand, taking responsibility inter alia for regulatory compliance with financial sector laws and requirements, market conduct, business conduct, ethics and promoting an appropriate risk culture.

Alex started her career practising in commercial, corporate law and litigation for two years, before joining Gray Security (subsequently merged with Securico) in 1999 where she managed different portfolios related to employment law for five years. In 2005, Alex joined Siemens where she became general counsel for Siemens in Africa and subsequently executive director for sustainability and corporate affairs until 2012. From 2012 until 2014, Alex was corporate and regulatory affairs executive at Tiger Brands Limited.

A qualified lawyer with a corporate legal background, Audrey is the CEO of SystemLogic Group, a global financial innovation and technology disrupter. Audrey’s experience spans various business domains including group strategy, talent design, marketing and communications strategy, integrated with strong corporate relationship management. Prior to SystemLogic Group, Audrey served as the head of inclusive banking at Standard Bank Group and before that the chief executive of Strategic Services at the Liberty Group of companies. Audrey has completed the executive programmes, Artificial Intelligence: Implications for Business Strategy at MIT Sloan School for Management.

Audrey serves on the boards of BraemarWorks Capital and listed company Life Healthcare Group as an independent non-executive director. She is a charterholder of Roedean School South Africa, as well as Charge Babies South Africa, a non-profit organisation focused on the prevention of mother-to-child transmission of HIV/AIDS and the care of AIDS orphans and vulnerable children. Audrey is a member of the Numeric Board of South Africa, an organisation that focuses on retaining young South Africans excelling in mathematics and teaching world-class mathematics teachers.

Lorato began her working career in the FMCG sector at Unilever and at Johnson & Johnson. After moving to Nedbank in the retail banking sector, she was seconded to the Women’s Development Bank. One of the founders, and the first CEO of Nozala Investments Proprietary Limited, she sat on the boards of companies such as Tsebo/Fedics, Kyocera and Afripack. Lorato has also spent time in the public sector with both provincial and national government, ultimately heading up the Private Office of the President of South Africa. Lorato was chairman of the Belinda Group, before resigning in 2019. She also served on the boards of the Pearson Group and MTN South Africa before stepping down in 2018. Lorato remains on the board of the Masisizane Fund. After eight years of distinguished service to the Group, Lorato resigned from the Board with effect from 31 August 2018.

Jeff van Rooyen (69)
- Company Secretary  
  - BA LLB  
  - Appointed 2010  
  - Years of service to the Group 13

Debra Muller (57)
- CA(SA)  
  - BCom (SA), Hons BCompt  
  - Appointed as Company Secretary to the Pick n Pay Group in January 2010

Debra Muller was admitted as an attorney in 1988. From 1994 she assisted Pick n Pay as a legal consultant, taking a permanent position as in-house legal advisor in 2006, working with litigation, contractual and compliance issues. Appointed as Company Secretary to the Pick in Pay Group in 2010, Debra continues to head up the legal department. In 2012, Debra was appointed to the board of directors of the Consumer Goods and Services Ombud (Pty) NPC, where she also serves as a member of the COSO audit and risk committee. In addition, Debra serves as a director of St Luke’s Hospice property company.

HONORARY LIFE PRESIDENTS

Raymond Ackerman
- Years of service: 52

Wendy Ackerman
- Years of service: 52

Members of:
- Audit, risk and compliance committee  
- Corporate governance committee
- Remuneration committee  
- Social and ethics committee
- Nominations committee  
- Executive committee
- Corporate finance committee  
- Employee share incentive trust

Corporate social responsibility  
- Sales and marketing
- Governance  
- Logistics  
- Retail
- Information technology  
- Finance  
- Strategy

Refer to page 84 for insight into the Board’s overall sector experience.
SECTION 1: COMMITTEE CHAIRMAN’S REPORT

The remuneration committee is mandated by the Board to ensure our remuneration policy promotes the achievement of the Group’s strategic objectives in a fair and responsible way. A key objective is to ensure that the policy helps to deliver value creation over the short, medium and long term. Our remuneration policy seeks to support the Group’s strategy, by incentivising behaviour that will deliver on our strategic plan, measured against clear performance targets across our seven business acceleration pillars. Decisions on pay and reward are the Board and senior management must be appropriate to attract, motivate and retain a winning team while aligning their interests with those of our stakeholders.

THE YEAR IN REVIEW

The economic climate became increasingly difficult in South Africa this year with retailers battling against stagnant economic growth and competing for a constrained consumer facing an escalating cost of living, high levels of household debt and rising levels of unemployment. Financial results across the sector testify to the fact that it has not been easy for retailers in South Africa to find growth in this environment. However, the Pick n Pay Group has done just that. The Group took difficult action last year to become leaner and more productive, with a view to invest the benefits of cost and efficiency savings in its customer offer in more difficult times. The steps taken last year were well timed, and allowed the Group to invest in a more competitive price position at a time when customers needed it most. The Group is not only sharper on price. It has delivered solid and sustained progress against its long-term plan, delivering a stronger fresh and own brand offer, greater loyalty rewards, innovation in financial and efficiency savings in its customer offer in more difficult times. We engaged an independent expert to assist in our deliberations, and assessed a number of alternative schemes. After a comprehensive review, the remuneration committee elected to retain the structure of the FSP concluding that the scheme has been effective in attracting and retaining key executives, has provided a meaningful incentive for the delivery of long-term strategy, and has supported long-term value creation for all stakeholders. The remuneration committee will continue to assess the effectiveness and appropriateness of its various share incentive schemes, and seek to modernise its incentive tools when appropriate.

STABILITY OF LABOUR RELATIONS

The Group has secured three-year labour agreements with its major labour unions in South Africa. These agreements reflect encouraging levels of co-operation with our employees, while acknowledging that there is more to do in our most senior roles. Our work in analysing pay to identify any differentials in an exceedingly tough market. Senior executives were rewarded following an individual personal assessment of the attainment of individual key performance indicators, including progress delivered against long-term strategic objectives. Please refer to page 104 for further information on bonuses awarded to executive directors.

2019 FINANCIAL RESULT AND ANNUAL BONUS

The remuneration committee continues to exercise careful judgement, to ensure that its policies and expectations of performance remain relevant in a tough retail environment. In response to the more difficult macroeconomic climate, the committee revised its original FY19 growth targets published last year. The Group follows a 52-week retail financial calendar, which requires the inclusion of an additional week every few years. The 2019 financial year included an additional 53rd trading week, and its results are not directly comparable with last year. The Group delivered growth in profit before tax and exceptional items (PBTAE) of 15.6%, exceeding the remuneration committee’s threshold hurdle for the award of a short-term incentive bonus. Group profit growth was in line with the remuneration committee’s target. While the stretch hurdle of 20% was not met, the remuneration committee felt it is right to appropriately reward the management team for their determined execution of a clear and customer-centric program delivering an industry-leading trade performance, and the achievement of sustained earnings growth in an exceedingly tough market. Senior executives were rewarded following an individual assessment of the attainment of individual key performance indicators, including progress delivered against long-term strategic objectives. Please refer to page 104 for further information on bonuses awarded to executive directors.

PARITY OF REMUNERATION ACROSS GENDER AND RACE GROUPS

The Group is committed to fair and reasonable remuneration for all. Fixed and variable benefits and salaries are benchmarked against industry norms, and remuneration policies seek to build a strong and diverse team, reward and advanced on merit. As a responsible corporate citizen, proud of our history and commitment to all our employees and being an ambassador for employment equity, we devote the necessary focus to important areas of employment equity, gender equity and pay parity. Comprehensive statistical analysis at all levels of remuneration is ongoing, with reference to the scale of each role and length of tenure, to identify and address any differential pay rates based on race or gender. We have made strong progress on our employment equity and gender equity targets across the business, while acknowledging that there is more to do in our most senior roles. Our work in analysing pay to identify any differentials is ongoing. However, the initial findings are encouraging, with good evidence of gender pay parity at all levels across the business.

We look forward to Bakar playing a non-executive role in the business going forward.

RETIREMENT OF OUR GROUP CFO

Bakar Jakotide will retire as CFO over the coming months, after 34 years with the Group and eight years in the role. We extend our sincere thanks to Bakar for his outstanding contribution to the Group over a distinguished career, and particularly for his guidance and support over our challenging turnaround period. The Board, with the support of the nominations committee, are following a formal process to identify and appoint a successor. Bakar will stay on during this process and has offered his ongoing support through a handover period. We look forward to Bakar playing a non-executive role in the business going forward.

LOOKING AHEAD

The Group’s absolute focus on the objectives set out in its long-term plan is building a sustainable and future-fit business, better able to respond to changing customer needs and industry trends. This creates exceptional and exciting opportunities for people looking to build a successful career in retail. We are strengthening a winning team, and with our focus on diversity, skills training and development, we are becoming an employer of choice within the retail industry. The remuneration committee will continue its work this year on employment equity, gender equity and pay parity across the Group and will continue to focus on talent management, retention and succession planning, including through the effective balance of short- and long-term incentives linked to the achievement of Group strategy.

HUGH HERMAN
Chairman Remuneration Committee
21 June 2019

IN ADDITION TO THE KEY DECISIONS AND FOCUS AREAS HIGHLIGHTED, THE REMUNERATION COMMITTEE:

Reviewed the Group’s remuneration policy in line with best practice in the market.

Agreed the remuneration packages of executive directors and reviewed the remuneration packages of senior management and key employees in line with market-related benefits.

Reviewed and approved pay and reward relative to short- and long-term incentives as well as long-term share-based incentives, including the fifth allocation of shares under the Group’s forfeitable share plan.

Determined the overall salary increase for salaried staff across the Group – with higher increases provided to lower levels of salaried staff, recognising the greater impact the difficult economic environment has on these employees.

Proposed fees for non-executive directors, for shareholder approval.
THE REMUNERATION COMMITTEE’S ROLE

The remuneration committee assists the Board in meeting its responsibility to determine and administer an appropriate and effective remuneration policy, which is:

• balanced in the best short- and long-term interests of the Group, its shareholders and its employees
• aligned to the Group’s strategic objectives.

The committee considers and recommends the remuneration policy for all levels of staff in the Group, with a particular focus on executive directors, senior management and non-executive directors. It meets at least twice a year, is chaired by an independent non-executive director and comprises only non-executive directors. The committee operates in terms of a Board-approved charter, which is reviewed annually by the Board. No amendments were made to the charter during the year under review.

COMPOSITION AND MEETING ATTENDANCE

<table>
<thead>
<tr>
<th>Director</th>
<th>Attendance</th>
</tr>
</thead>
<tbody>
<tr>
<td>Hugh Herman</td>
<td>3/3</td>
</tr>
<tr>
<td>Gareth Ackerman</td>
<td>3/3</td>
</tr>
<tr>
<td>Audrey Mothup</td>
<td>3/3</td>
</tr>
<tr>
<td>Jeff van Rooyen</td>
<td>3/3</td>
</tr>
</tbody>
</table>

Although independent expert advice is obtained as required, no external advisers attended the remuneration committee meetings during the year.

TRAINING

The remuneration committee received training from independent remuneration consultants in April 2019, incorporating an overview of local and international best remuneration practices. The committee was gratified to find that its policies, procedures and focus areas are aligned with best practice.

To drive sustainable value creation for our stakeholders, our remuneration policy seeks to build the most skilled and talented retail business in South Africa.

The remuneration committee is confident that the remuneration policy achieved its stated objectives in support of the Group’s long-term strategy:

• senior management and staff were remunerated fairly, commensurate with market best practice
• current achievements were recognised
• future performance was incentivised in line with the objectives of the Group’s long-term strategy and shareholders’ interests

In line with King IV, we will present section 2 and 3 of this report separately to our shareholders for non-binding votes at the AGM on 30 July 2019. The proposed directors’ fees for the 2020 and 2021 financial periods will be submitted to shareholders for approval at the AGM. Please refer to page 105 for further information.

In the event that either the remuneration policy or the implementation report receives 25% or more dissenting votes, management will engage directly with shareholders to:

• determine the reasons for the dissenting votes; and address all legitimate objections
• take any reasonable steps to resolve shareholder concerns

We value open and constructive engagement with our shareholders. We therefore encourage them to engage with management on material remuneration issues to ensure that they are informed when voting on the Group’s remuneration policy and the application thereof.

The remuneration policy and directors’ fees for the 2019 financial period were approved by shareholders at the AGM held on 30 July 2018 as follows:

<table>
<thead>
<tr>
<th>Advisory vote 1</th>
<th>Advisory vote 2</th>
<th>Special resolution number 1</th>
</tr>
</thead>
<tbody>
<tr>
<td>Endorsement of the remuneration policy for the 2018 annual financial period</td>
<td>Endorsement of the implementation of the remuneration policy for the 2018 financial period</td>
<td>Directors’ fees for the 2019 and 2020 annual financial periods</td>
</tr>
<tr>
<td>8.0%</td>
<td>7.1%</td>
<td>15.6%</td>
</tr>
<tr>
<td>92.0%</td>
<td>92.9%</td>
<td>84.4%</td>
</tr>
</tbody>
</table>

The remuneration committee is satisfied that it has fulfilled its responsibilities in terms of the Board charter and its objectives for the 2019 financial period.
ALIGNING REMUNERATION WITH STRATEGY
The Group’s remuneration philosophy and policies are aligned with the strategic objectives of the Group. Short- and long-term incentives are linked to the achievement of key performance targets linked to strategic objectives, and will contribute to building a winning team and long-term, sustainable value creation in the business for all stakeholders.

The primary performance target for the management teams’ short-term incentive bonus is growth in profit before tax and exceptional items (PBTAE).

This primary target has a 100% weighting in determining whether an annual bonus will be awarded. Thereafter secondary key performance indicators apply to determine the value of individual bonuses awarded.

No short-term incentives are paid if the primary PBTAE threshold is not met.

Bonus is payable at the discretion of the remuneration committee, subject to an assessment of changes in the economic environment and a review of the level of delivery of certain secondary performance targets, including individual key performance indicators (refer diagram on page 97).
FAIR AND RESPONSIBLE REMUNERATION

The remuneration committee reviewed the Group’s remuneration policies to ensure that executive directors remuneration is fair and reasonable, and is free from discrimination, prejudice or favouritism. Executive pay is directly linked to the achievement of strategic objectives set out in the Group’s long-term plan, which are reflected in the performance targets set by the remuneration committee.

REMUNERATION STRUCTURE

The remuneration committee recognises its important role in ensuring that the Group’s remuneration policies support the Group’s strategic goals. And it also ensures that executive directors are remunerated fairly and for reasonable performance in line with industry benchmarks and shareholder expectations. The executive team will not be unduly rewarded where performance does not meet expectations. However, the committee will strive to find a fair and reasonable balance in order to retain key executives and attract quality executives from outside the business to ensure that the Group delivers on its strategic objectives.

FIXED BASE SALARY AND BENEFITS

The Group is committed to furthering the economic empowerment and well-being of employees and, as such, the provision of retirement and medical benefits is a key part of the remuneration policy.

Base salary

Annual base salaries, across all levels of the Group, are set at levels that are competitive with the rest of the market. This enables us to attract, motivate and retain the right calibre of diverse people to achieve the Group’s strategic business objectives. The fixed base salary reflects the relative skill, experience, contribution and performance of the individual. Remuneration is directly linked to formal annual performance assessments. Annual increases are determined with reference to the scope of the employee’s role, his/her competence and performance, the projected consumer price index and comparable increases in the general and retail market.

Retirement funding

It is a condition of employment that all employees, including variable-time employees, join one of the retirement funds provided by the Group. The Group contributes up to 8.7% of the individual employee’s salary towards retirement funding, depending on the fund and the terms and conditions of employment.

Medical aid

Medical aid provisions are in place for all full-time, part-time and variable-time employees. We provide a number of medical aid schemes. Membership is compulsory for all employees at junior grade and above, unless they are covered by a third-party medical aid. Membership of the medical aids provided is optional for NMBU employees. We contribute 50% of medical aid contributions on behalf of employees.

13th cheque

A 13th cheque is paid to qualifying employees in November each year. Variable-time employees participate based on the average number of hours worked in a month. Employees must have been in the employ of the Group for at least three months to be eligible to receive this benefit.

Leave

Annual leave accumulates from the date of starting employment and varies between three and five weeks per annum depending on the terms, conditions and length of employment. Variable-time employees accumulate leave based on ordinary hours worked. The Group also provides family responsibility and religious leave, where applicable.

Long service

The Group rewards long service with a cash award in the month an employee attains a five-year service anniversary, and again for every five-year anniversary thereafter. Long service is also recognised with an additional allocation of leave, depending on the terms and conditions of employment, at five-year intervals.

Low-interest loans

All employees have access to low-interest loans from the Group. The primary objective is to assist employees with the acquisition of residential property. Loan values are capped at varying amounts, depending on the employee’s position. Affordability tests are performed before any loan is granted to ensure that the employee does not experience financial strain.

All housing loans are secured by the employee’s retirement funding. No financial assistance is provided to assist employees to buy shares in the Group. For further details on employee loans, refer to note 14 on page 63 of the 2019 Annual Report.
REMUNERATION REPORT (continued)

SHORT-TERM VARIABLE INCENTIVES

The short-term incentive bonus is discretionary. It is triggered by the attainment of a threshold target of growth in EBITDA, as set by the remuneration committee. The primary short-term performance target is supported by secondary short-term targets aligned to the Group’s strategic plan. Refer to page 97.

The bonus pool is self-funding and is created after the achievement of pre-defined targets, inclusive of the value of the incentive. The bonus pool increases in value as threshold, target or stretch targets are attained. Bonuses are paid as a multiple of basic monthly salary. Each individual’s share of the bonus pool is dependent on the overall Group target being reached and on their own individual performance, as measured through the Group’s annual performance appraisal process.

Bonuses are capped at the following multiples:

<table>
<thead>
<tr>
<th>Grades</th>
<th>Category</th>
<th>Bonus cap</th>
</tr>
</thead>
<tbody>
<tr>
<td>A</td>
<td>CEO</td>
<td>24 x basic monthly salary</td>
</tr>
<tr>
<td>B</td>
<td>Group executive</td>
<td>12 x basic monthly salary</td>
</tr>
<tr>
<td>C</td>
<td>Senior management</td>
<td>6 x basic monthly salary</td>
</tr>
<tr>
<td>D</td>
<td>Middle management</td>
<td>4 x basic monthly salary</td>
</tr>
<tr>
<td>E and F</td>
<td>Junior management</td>
<td>13th cheque</td>
</tr>
</tbody>
</table>

The bonus paid to middle management is reduced by the value of the fixed 13th cheque. Other, more frequent incentive bonuses are paid to qualifying staff at store level. These incentives are linked directly to short-term store performance targets, including turnover, stockholdings, shortages and waste.

1. SHARE OPTION SCHEME

The employee share option scheme (the scheme) facilitates broad employee share ownership, fosters trust and loyalty among employees and rewards performance. The scheme incentives management and employees through the acquisition of Group shares, thereby aligning interests with shareholders and encouraging employee retention. Furthermore, share option incentives incentivise management to achieve specified market-related performance targets.

During the 2019 financial year, 6.5 million Pick n Pay Stores Limited (PK) options were issued to employees in respect of their progress and performance. A total of 278 million PK share options were held by employees at year-end, amounting to 5.6% of shares in issue. Refer to note 5 of the 2019 AFS for further information.

The future net realisable value of all outstanding share options as at 3 March 2019:

<table>
<thead>
<tr>
<th>Year</th>
<th>Average grant price</th>
<th>Number of options (000’s)</th>
<th>Net realisable value (%)</th>
</tr>
</thead>
<tbody>
<tr>
<td>2020</td>
<td>57.67</td>
<td>11,830.5</td>
<td>372.2</td>
</tr>
<tr>
<td>2021</td>
<td>57.33</td>
<td>2,294.2</td>
<td>271</td>
</tr>
<tr>
<td>2022</td>
<td>58.61</td>
<td>2,277.7</td>
<td>23.3</td>
</tr>
<tr>
<td>2023</td>
<td>68.46</td>
<td>3,215.3</td>
<td>2.2</td>
</tr>
<tr>
<td>2024 and after</td>
<td>81.78</td>
<td>1,14.1</td>
<td>372.6</td>
</tr>
</tbody>
</table>

The net realisable value of outstanding share options was calculated using the prevailing market share price at year-end of R639.10 as the average grant price. Binary share options include performance hurdles that, if met, trigger discounted grant prices.

LONG-TERM VARIABLE INCENTIVES

It is Group policy to maintain a broad-based share scheme for employees. This is an integral part of our remuneration philosophy and ensures that the long-term interests of staff are aligned with those of shareholders. The primary performance targets are long-term sustainable EBITDA growth and share price appreciation. All levels of management can acquire Group shares, affording them the opportunity for economic upliftment, and it encourages employee retention. It is a key differentiator between the Group and other retail employers in South Africa.

The Group operates two share incentive schemes:

1. Share option scheme
2. Forfeitable share plan (FSP)

Funding of share incentive schemes

Shareholders have authorised the Board to utilise up to 63.3 million shares of Pick n Pay Stores Limited, representing 13% of issued share capital, for the purpose of managing the Group’s share schemes. Both the Group’s share schemes fall within this limit, which means the aggregate number of shares that can be awarded under both schemes cannot exceed the authorised limits.

The two share schemes are further constrained by an aggregate limit of 5% of the issued share capital of Pick n Pay Stores Limited, in respect of the amount of new shares that can be issued to cover obligations under the employee share schemes.

The Group issued 5 million shares during the year. The Group has cumulatively issued 15.7 million shares to date and is therefore able to issue a further 8.9 million shares or 18% of its issued share capital to fund future obligations under the share schemes. Refer to notes 5 and 18 of the 2019 AFS for further details of the outstanding options and limits available under the schemes.

Share price

Our Governance
**REMUNERATION REPORT (continued)**

**FSP awards**

The HEPS performance conditions attached to FSP awards are adjusted to reflect relevant changes in accounting policy over the vesting period of the shares, as appropriate.

**2015 award (FSP 2)**

**Issue date:** August 2015  
**Vesting date:** June 2018

**Performance conditions:**

<table>
<thead>
<tr>
<th>2015 Baseline HEPS Cents</th>
<th>Three-year CAGR %</th>
<th>2018 HEPS Cents</th>
<th>Position of shares which vest %</th>
<th>Number of shares which vest 000's</th>
<th>Net realisable value* Rm</th>
</tr>
</thead>
<tbody>
<tr>
<td>173.34</td>
<td>&lt; 10</td>
<td>&lt; 230.72</td>
<td>All forfeited</td>
<td></td>
<td></td>
</tr>
<tr>
<td>173.34</td>
<td>10</td>
<td>230.72</td>
<td>30</td>
<td>330.1</td>
<td>25.9</td>
</tr>
<tr>
<td>173.34</td>
<td>11</td>
<td>237.07</td>
<td>65</td>
<td>715.3</td>
<td>56.1</td>
</tr>
<tr>
<td>173.34</td>
<td>12</td>
<td>243.53</td>
<td>100</td>
<td>1 100.4</td>
<td>86.8</td>
</tr>
</tbody>
</table>

* The net realisable value of outstanding FSP shares was calculated using the prevailing market share price at the date of vesting of R78.38.

The Group delivered HEPS of 276.98 cents in FY18, exceeding the stretch target of 243.53 cents per share. FSP fully vested on 25 June 2018, delivering 1.1 million shares to the value of R86.3 million to 98 participants.

**2016 award (FSP 3)**

**Issue date:** August 2016  
**Vesting date:** June 2019

**Performance conditions:**

<table>
<thead>
<tr>
<th>2016 Baseline HEPS Cents</th>
<th>Three-year CAGR %</th>
<th>2019 HEPS Cents</th>
<th>Position of shares which vest %</th>
<th>Number of shares which vest 000's</th>
<th>Net realisable value* Rm</th>
</tr>
</thead>
<tbody>
<tr>
<td>215.22</td>
<td>&lt; 10</td>
<td>&lt; 286.46</td>
<td>All forfeited</td>
<td></td>
<td></td>
</tr>
<tr>
<td>215.22</td>
<td>10</td>
<td>286.46</td>
<td>30</td>
<td>458.6</td>
<td>31.6</td>
</tr>
<tr>
<td>215.22</td>
<td>12</td>
<td>302.37</td>
<td>65</td>
<td>989.6</td>
<td>68.4</td>
</tr>
<tr>
<td>215.22</td>
<td>14</td>
<td>318.86</td>
<td>100</td>
<td>1 522.5</td>
<td>105.8</td>
</tr>
</tbody>
</table>

* The net realisable value of outstanding FSP shares was calculated using the prevailing market share price at year-end of R69.13.

The Group delivered HEPS of 322.65 in FY19 (normalised for a 52-week trading calendar), exceeding the stretch target of 318.86 cents. The 2016 FSP award will vest on 25 June 2019. A total of 1.5 million shares are held by a CSDP on behalf of 103 participants.

**2017 award (FSP 4)**

**Issue date:** June 2017  
**Vesting date:** June 2020

**Performance conditions:**

<table>
<thead>
<tr>
<th>2017 Baseline HEPS Cents</th>
<th>Three-year CAGR %</th>
<th>2020 HEPS Cents</th>
<th>Position of shares which vest %</th>
<th>Number of shares which vest 000's</th>
<th>Net realisable value* Rm</th>
</tr>
</thead>
<tbody>
<tr>
<td>258.65</td>
<td>&lt; 10</td>
<td>&lt; 344.29</td>
<td>All forfeited</td>
<td></td>
<td></td>
</tr>
<tr>
<td>258.65</td>
<td>10</td>
<td>344.29</td>
<td>30</td>
<td>1 123.6</td>
<td>77.7</td>
</tr>
<tr>
<td>258.65</td>
<td>12</td>
<td>353.76</td>
<td>65</td>
<td>2 434.6</td>
<td>76.8</td>
</tr>
<tr>
<td>258.65</td>
<td>14</td>
<td>363.41</td>
<td>100</td>
<td>3 745.5</td>
<td>258.9</td>
</tr>
</tbody>
</table>

* The net realisable value of outstanding FSP shares was calculated using the prevailing market share price at year-end of R69.13.

A total of 3.7 million shares are held by a CSDP on behalf of 118 participants.

**2018 award (FSP 5)**

**Issue date:** June 2018  
**Vesting date:** June 2021

**Performance conditions:**

<table>
<thead>
<tr>
<th>2018 Baseline HEPS Cents</th>
<th>Three-year CAGR %</th>
<th>2021 HEPS Cents</th>
<th>Position of shares which vest %</th>
<th>Number of shares which vest 000's</th>
<th>Net realisable value* Rm</th>
</tr>
</thead>
<tbody>
<tr>
<td>276.98</td>
<td>&lt; 10</td>
<td>&lt; 368.66</td>
<td>All forfeited</td>
<td></td>
<td></td>
</tr>
<tr>
<td>276.98</td>
<td>10</td>
<td>368.66</td>
<td>30</td>
<td>947.1</td>
<td>65.5</td>
</tr>
<tr>
<td>276.98</td>
<td>11</td>
<td>389.14</td>
<td>65</td>
<td>2 052.1</td>
<td>141.9</td>
</tr>
<tr>
<td>276.98</td>
<td>12</td>
<td>410.36</td>
<td>100</td>
<td>3 157.0</td>
<td>218.2</td>
</tr>
</tbody>
</table>

* The net realisable value of outstanding FSP shares was calculated using the prevailing market share price at year-end of R69.13.

A total of 3.2 million shares are held by a CSDP on behalf of 121 participants.

**SERVICE CONTRACTS**

Executive directors and senior management are employed in terms of the Group’s standard contract of employment. They are only employed under fixed-term contracts under specific circumstances. Senior management personnel are required to give a reasonable notice period of their intention to terminate their services, which varies from one to 12 calendar months.

Employment contracts do not provide for any exceptional benefits or compensation on the termination of employment. Certain managers who are considered key in carrying out the Group’s strategy are subject to contractual restraint of trade provisions. Discretionary termination or restraint of trade payments may be made in this regard.

The retirement age for all employees is 60 years. The Group’s strategy are subject to contractual restraint of trade provisions. Discretionary termination or restraint of trade payments may be made in this regard.

The retirement age for all employees is 60 years. The Group’s strategy are subject to contractual restraint of trade provisions. Discretionary termination or restraint of trade payments may be made in this regard.

**REMUNERATION STRUCTURE: NON-EXECUTIVE DIRECTORS**

The remuneration committee proposes fees to be paid for the membership of the Board and Board committees. Such fees are market-related, commensurate with the time required for directors to undertake their duties and must be approved by the Board and shareholders. Approved fees are set for the annual financial period. Refer to page 105 for more detail on the proposed fees for 2020. Fees are not subject to attendance of meetings as attendance of Board meetings is generally good.

Non-executive director remuneration is not linked to the performance of the Group or the Group’s share price performance. Non-executive directors do not receive performance-related bonuses and are not granted any share awards.

When non-executive directors provide additional consultancy services to the Board and its committees, the related fees are determined and approved by the remuneration committee on an ad hoc basis, taking into account the nature and scope of the services rendered.
REMUNERATION REPORT (continued)

SECTION 3: IMPLEMENTATION OF REMUNERATION POLICY

WORK PERFORMED AND DECISIONS TAKEN BY THE REMUNERATION COMMITTEE

The remuneration committee reviewed the total remuneration of executive directors, including all benefits, to ensure alignment with the Group’s strategic objectives and best practice in the market. The balance between guaranteed remuneration and short- and long-term incentives was considered to ensure its appropriateness to drive the delivery of both short- and long-term strategic objectives. The remuneration is considered fair and competitive against market benchmarks and the role and performance of each individual executive director.

EXECUTIVE DIRECTOR REMUNERATION BENCHMARKING, INCLUDING A REVIEW OF ALL BENEFITS PROVIDED

The remuneration committee reviewed the total remuneration of executive directors, including all benefits, to ensure alignment with the Group’s strategic objectives and best practice in the market. The balance between guaranteed remuneration and short- and long-term incentives was considered to ensure its appropriateness to drive the delivery of both short- and long-term strategic objectives. The remuneration is considered fair and competitive against market benchmarks and the role and performance of each individual executive director.

REVIEWING AND SETTING THE ANNUAL COMPENSATION FOR THE CEO

In setting Richard Brasher’s annual base salary at R10.1 million, the remuneration committee considered his extensive experience in the retail industry and the Group’s strong and consistent profit growth delivered under Richard’s stewardship. The remuneration committee is satisfied that Richard’s benchmarked base salary is fair in relation to the market, his expertise and his considerable contribution to date.

DETERMINING ANNUAL INCREASES IN FIXED REMUNERATION FOR EXECUTIVE DIRECTORS, AND AN OVERALL SALARY INCREASE FOR SALARIED STAFF ACROSS THE GROUP

The increase in total fixed base salary and benefits (fixed remuneration) paid to executive directors year on year was 3.2%, reflecting lower remuneration in 2019 for Richard van Rensburg and Jonathan Ackerman. Richard van Rensburg’s remuneration reflects his personal decision to reduce the size of his executive role in the business. On a normalised basis, the increase in executive fixed remuneration is 5.0%, against an average for the Group of 7.0%, excluding employees governed by a labour union agreement (NMU). The average increase for NMU employees was between 75% and 9.6%. Annual increases were determined in April 2018 after formal performance reviews, and reflect individual performance against key performance indicators, the scope of each role, as well as comparable increases in the general and retail market, and a projected consumer price index of 5.0%.

Determining an appropriate short-term incentive bonus, and the reasonable allocation thereof to executive directors and qualifying employees

The remuneration committee sets annual performance targets (threshold, target and stretch) in line with the Group’s strategic objectives that must be achieved before a short-term incentive bonus is payable. The targets are based on profit before tax and exceptional items (PBTAE), which is inclusive of the cost of the short-term incentive.

The PBTAE targets for FY19, on a comparable 52-week financial calendar basis, were as follows:

<table>
<thead>
<tr>
<th>Performance</th>
<th>Threshold</th>
<th>Target</th>
<th>Stretch</th>
</tr>
</thead>
<tbody>
<tr>
<td>PBTAE %</td>
<td>10%</td>
<td>15%</td>
<td>20%</td>
</tr>
</tbody>
</table>

Secondary performance targets are set, which include turnover growth, improved operating cost and other efficiency ratios and key working capital metrics. However, the overarching PBTAE threshold target must first be met before a short-term bonus is considered. Thereafter, the bonus is allocated based on the level of delivery against the secondary performance targets and individual performance, as evaluated through a formal performance appraisal process.

The Group delivered PBTAE of R2 067 million, for the comparable 52 weeks ended 24 February 2019, a 15.6% increase on the prior period, and in line with the target set by the remuneration committee. As a result, a short-term incentive bonus was awarded to all qualifying management personnel, in recognition of progress delivered in a more challenging trading environment.

The remuneration committee agreed to a full bonus of R206.6 million for CEO Richard Brasher, in recognition of his sterling leadership over the past year, and his success in navigating the Group through a difficult economy, while maintaining the Group’s positive earnings trajectory. The remuneration committee awarded CFO Bakar Jakoet a full annual bonus of R5.2 million, in recognition of his valuable stewardship over the year. In addition, the remuneration committee granted Bakar an additional award of R100.0 million on his retirement, in appreciation of his outstanding contribution to the Group over the 34 years of his career. Bakar will step down once the Board has formally appointed his successor. The remuneration committee will then assess the value of outstanding share options and FSP shares held by Bakar and determine an appropriate settlement value.

CIO Richard van Rensburg was awarded a full bonus of R4.8 million, in recognition of his significant contribution in driving innovation in the Group, with income from value-added services up 41.5% year on year.

Recognising the importance of rewarding and retaining the future leaders of the business, the remuneration committee issued 2.1 million ‘top-up’ performance share options to 112 employees. Individual awards reflected the scale of each position and the performance of each employee, with vesting terms over three, five and seven years.

REVIEWING THE GROUP’S FORFEITABLE SHARE PLAN – SETTING APPROPRIATE PERFORMANCE CONDITIONS AND ALLOCATING FORFEITABLE SHARES TO EXECUTIVE DIRECTORS AND QUALIFYING SENIOR MANAGEMENT

The remuneration committee agreed an annual award of forfeitable shares to senior management personnel, to ensure executives continue to have competitive and market-related long-term incentives in place to drive delivery of the long-term strategy. The FSP provides the Group with added security over the retention and tenure of key executives. The remuneration committee set the financial performance conditions to be attached to the June 2018 award (FSP 5) and agreed on the 121 participants and the level at which each would participate, with particular focus on allocations to executive directors. For further information, refer to page 103 this report.

REVIEWING AND RECOMMENDING NON-EXECUTIVE DIRECTORS’ FEES FOR THE 2020 FINANCIAL PERIOD, FOR FINAL APPROVAL BY SHAREHOLDERS AT THE AGM

Fees (excluding value-added tax) for the current and proposed periods are as follows:

<table>
<thead>
<tr>
<th>Category of Director</th>
<th>2019 Proposed Fee</th>
<th>2020 Actual Fee</th>
<th>% Change</th>
</tr>
</thead>
<tbody>
<tr>
<td>Non-executive director of the Board</td>
<td>R466 000</td>
<td>R438 000</td>
<td>5.0%</td>
</tr>
<tr>
<td>Lead independent non-executive director of the Board</td>
<td>R145 000</td>
<td>R138 000</td>
<td>5.0%</td>
</tr>
<tr>
<td>Chairman of the audit, risk and compliance committee</td>
<td>R375 000</td>
<td>R340 000</td>
<td>10.0%</td>
</tr>
<tr>
<td>Member of the audit, risk and compliance committee</td>
<td>R145 000</td>
<td>R138 000</td>
<td>5.0%</td>
</tr>
<tr>
<td>Chairman of the remuneration committee</td>
<td>R200 000</td>
<td>R181 000</td>
<td>10.5%</td>
</tr>
<tr>
<td>Member of the remuneration committee</td>
<td>R94 500</td>
<td>R90 000</td>
<td>5.0%</td>
</tr>
<tr>
<td>Member of the nominations committee</td>
<td>R90 000</td>
<td>R85 000</td>
<td>5.9%</td>
</tr>
<tr>
<td>Member of the social and ethics committee</td>
<td>R94 500</td>
<td>R90 000</td>
<td>5.0%</td>
</tr>
<tr>
<td>Chairman of the corporate finance committee</td>
<td>R200 000</td>
<td>R193 000</td>
<td>3.6%</td>
</tr>
<tr>
<td>Member of the corporate finance committee</td>
<td>R135 000</td>
<td>R130 000</td>
<td>3.8%</td>
</tr>
<tr>
<td>Member of the corporate governance committee</td>
<td>R90 000</td>
<td>R90 000</td>
<td>0.0%</td>
</tr>
<tr>
<td>Trustee of the employee share purchase trust</td>
<td>R42 000</td>
<td>R40 000</td>
<td>5.0%</td>
</tr>
</tbody>
</table>

* Above inflation increases were awarded for the Chairman and members of the audit, risk and compliance committee, and for the Chairman of the remuneration committee in recognition of the scale of the roles and the increased level of compliance and regulation in these areas.
* The Chairman of the nominations committee is the Chairman of the Board and does not receive an additional fee for chairing this committee.
* The Chairman of the social and ethics committee is an executive director and does not receive an additional fee for chairing this committee.
* The corporate finance committee is an ad hoc committee. The fees payable are determined in relation to the number of meetings held during the financial period, but will not be more than the annual proposed fee. No formal meetings were held during the 2018 financial period, and therefore no fees were paid.
* Historically, no fee was paid to members of the corporate governance committee. This anomaly has been corrected. The Chairman of the corporate governance committee is Chairman of the Board and does not receive an additional fee for chairing this committee.
During the prior period, the Group did not meet the required performance measures set by the remuneration committee for the payment of a short-term annual bonus. However, the remuneration committee acknowledged that certain important strategic steps were taken during the comparative period to drive sustainable performance, but which had a negative impact on short-term profitability. The remuneration committee recognised the strategic action taken and progress delivered through the payment of an annual gratuity award to executive directors and senior management.

The expense of the long-term share awards is determined in accordance with IFRS 2 Share-based Payments. The fair value is measured at grant date and the cost of the awards granted is spread over the period during which the employees become unconditionally entitled to the options (the vesting period). The amounts in the column represent the current year’s charge, as recorded in the statement of comprehensive income and statement of changes in equity. The long-term share awards will vest in the future only if all the criteria set out on pages 102 to 103 are met.

PAYMENTS, ACCRUALS AND AWARDS TO DIRECTORS

TOTAL REMUNERATION OF EXECUTIVE DIRECTORS

<table>
<thead>
<tr>
<th>Directors’ fees</th>
<th>Base salary</th>
<th>Retirement and medical contributions</th>
<th>Fringe and other benefits</th>
<th>Total fixed remuneration</th>
<th>Discretionary award</th>
<th>Bonus and gratuity</th>
<th>Long-term share awards expense</th>
<th>Total remuneration</th>
</tr>
</thead>
<tbody>
<tr>
<td>R’000</td>
<td>R’000</td>
<td>R’000</td>
<td>R’000</td>
<td>R’000</td>
<td>R’000</td>
<td>R’000</td>
<td>R’000</td>
<td>R’000</td>
</tr>
<tr>
<td>2018</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Richard Brasher</td>
<td>10 140.0</td>
<td>916.4</td>
<td>293.7</td>
<td>11 350.1</td>
<td>-</td>
<td>20 560.0</td>
<td>31 950.1</td>
<td>32 477.3</td>
</tr>
<tr>
<td>Baker Jakob</td>
<td>2 096.6</td>
<td>33.8</td>
<td>526.6</td>
<td>5 275.0</td>
<td>-</td>
<td>15 271.0</td>
<td>20 497.0</td>
<td>24 628.4</td>
</tr>
<tr>
<td>Richard van Rensburg</td>
<td>4 720.5</td>
<td>408.8</td>
<td>323.6</td>
<td>5 429.9</td>
<td>-</td>
<td>6 800.0</td>
<td>12 529.2</td>
<td>14 328.4</td>
</tr>
<tr>
<td>Suzanne Ackerman-Berman</td>
<td>2 832.0</td>
<td>262.2</td>
<td>286.6</td>
<td>3 380.8</td>
<td>-</td>
<td>720.0</td>
<td>4 100.8</td>
<td>4 820.8</td>
</tr>
<tr>
<td>Jonathan Ackerman</td>
<td>1 393.7</td>
<td>257.0</td>
<td>297.5</td>
<td>1 948.2</td>
<td>-</td>
<td>2 308.2</td>
<td>2 308.2</td>
<td>4 616.4</td>
</tr>
<tr>
<td>Total remuneration</td>
<td>24 174.8</td>
<td>1 878.2</td>
<td>3 354.0</td>
<td>27 407.0</td>
<td>-</td>
<td>41 736.0</td>
<td>59 143.0</td>
<td>64 071.2</td>
</tr>
</tbody>
</table>

| 2019 | | | | | | | | |
| Richard Brasher | 15 9 474.0 | 857.1 | 288.5 | 10 621.1 | 800.0 | - | 11 421.1 | 23 618.5 |
| Baker Jakob | 15 4 605.0 | 346.6 | 389.0 | 5 330.0 | 400.0 | - | 5 430.1 | 5 862.4 |
| Richard van Rensburg | 15 4 423.5 | 383.1 | 547.0 | 5 357.6 | 375.5 | - | 5 792.1 | 5 862.4 |
| Suzanne Ackerman-Berman | 15 2 586.1 | 245.9 | 278.8 | 3 112.3 | 224.0 | - | 3 336.3 | 3 446.6 |
| Jonathan Ackerman | 15 1 844.8 | 320.3 | 282.1 | 2 446.8 | 112.0 | - | 2 558.6 | 2 540.6 |
| Total remuneration | 75 22 933.4 | 1 840.9 | 1 766.0 | 26 587.8 | 1 971.5 | - | 28 479.3 | 41 770.5 |

* Lorato Phalatse resigned as a director of Pick n Pay Stores Limited on 31 August 2019.

# The expense of the long-term share awards is determined in accordance with IFRS 2 Share-based Payments. The fair value is measured at grant date and the cost of the awards granted is spread over the period during which the employees become unconditionally entitled to the options (the vesting period). The amounts in the column represent the current year’s charge, as recorded in the statement of comprehensive income and statement of changes in equity. The long-term share awards will vest in the future only if all the criteria set out on pages 102 to 103 are met.

** A gratuity of R10.0 million was granted to Bakar Jakoet on his retirement, in appreciation of his outstanding contribution to the Group over his 34-year career.

## TOTAL REMUNERATION OF NON-EXECUTIVE DIRECTORS

<table>
<thead>
<tr>
<th>Directors</th>
<th>Lead independent director</th>
<th>Audit committee</th>
<th>Remuneration committee</th>
<th>Nominations committee</th>
<th>Corporate finance committee</th>
<th>Social and ethics committee</th>
<th>Employees share trust</th>
<th>Total remuneration</th>
</tr>
</thead>
<tbody>
<tr>
<td>2019</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>8 919.5</td>
</tr>
<tr>
<td>Gareth Ackerman</td>
<td>4 238.0</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>4 238.0</td>
</tr>
<tr>
<td>David Friedland</td>
<td>413.0</td>
<td>138.0</td>
<td>85.0</td>
<td>503.0</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>503.0</td>
</tr>
<tr>
<td>Hugh Herman</td>
<td>413.0</td>
<td>138.0</td>
<td>181.0</td>
<td>910.0</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>910.0</td>
</tr>
<tr>
<td>Alex Matthews</td>
<td>413.0</td>
<td>-</td>
<td>90.0</td>
<td>503.0</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>503.0</td>
</tr>
<tr>
<td>Aubrey Mtshulu</td>
<td>413.0</td>
<td>-</td>
<td>138.0</td>
<td>40.0</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>40.0</td>
</tr>
<tr>
<td>Lorato Phalatse</td>
<td>206.5</td>
<td>-</td>
<td>-</td>
<td>42.5</td>
<td>61.5</td>
<td>45.0</td>
<td>-</td>
<td>355.5</td>
</tr>
<tr>
<td>David Robins</td>
<td>413.0</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>413.0</td>
</tr>
<tr>
<td>Jeff van Rooyen</td>
<td>413.0</td>
<td>-</td>
<td>340.0</td>
<td>90.0</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>413.0</td>
</tr>
<tr>
<td>Total remuneration</td>
<td>7 122.5</td>
<td>138.0</td>
<td>735.0</td>
<td>361.0</td>
<td>127.5</td>
<td>61.5</td>
<td>120.0</td>
<td>8 919.5</td>
</tr>
</tbody>
</table>

| 2019      |                          |                 |                        |                       |                           |                           |                      | 4 187.0           |
| Gareth Ackerman | 4 187.0 | - | - | - | - | - | - | 4 187.0 |
| David Friedland | 390.0 | - | 130.0 | 80.0 | - | - | - | 460.0 |
| Hugh Herman | 390.0 | 130.0 | 130.0 | 171.0 | - | - | - | 859.0 |
| Alex Matthews | 390.0 | - | - | - | - | - | - | 432.5 |
| Aubrey Mtshulu | 390.0 | - | 130.0 | 85.0 | - | - | - | 545.0 |
| Lorato Phalatse | 390.0 | - | - | 80.0 | - | - | - | 350.0 |
| David Robins | 390.0 | - | - | - | - | - | - | 390.0 |
| Jeff van Rooyen | 390.0 | - | 327.0 | 85.0 | - | - | - | 503.0 |
| Total remuneration | 6 917.0 | 130.0 | 711.0 | 341.0 | 160.0 | - | 114.0 | 8 500.5 |

## OUR GOVERNANCE

MODEL GOVERNANCE FRAMEWORK

The Group’s corporate governance framework is based on the principles of the JSE Listings Requirements, King IV, and the Corporate Governance Guidelines 2019. Our model governance framework is aligned to the JSE’s framework for corporate governance as a best practice.”

The Chairman of the Board of Directors is a member of the Audit Committee, Remuneration Committee, Corporate Governance Committee, and the Nomination Committee. He is also a member of the Social and Ethics Committee. He is responsible for overseeing the effectiveness of the Board in discharging its responsibilities.

The non-executive directors play an active role in the Group’s corporate governance, and in the formulation of the strategy for the Group.

Management and administration of the business does not make itself available to the executive team in an advisory capacity.

REVIEWING AND APPROVING OF THE GROUP’S REMUNERATION POLICY AND REPORT

This report and the recommendations of the remuneration committee have been approved by the Board and will be submitted to shareholders for consideration at the AGM to be held on 30 July 2019.
## REMUNERATION REPORT (continued)

### SHARE AWARDS GRANTED TO EXECUTIVE DIRECTORS

<table>
<thead>
<tr>
<th>2019</th>
<th>Calendar year granted</th>
<th>Award granted price</th>
<th>Balance held at 31 March 2019</th>
<th>Exercise price</th>
<th>Available for take-up</th>
</tr>
</thead>
<tbody>
<tr>
<td>Richard Brasher</td>
<td>Share options</td>
<td>2012</td>
<td>12.00</td>
<td>250 000</td>
<td>(12 413)</td>
</tr>
<tr>
<td>Forfeitable shares</td>
<td>2015</td>
<td>Nil</td>
<td>220 000</td>
<td>(1 799)</td>
<td>80.67</td>
</tr>
<tr>
<td>Bakar Jakoet</td>
<td>Share options</td>
<td>2003</td>
<td>31.14</td>
<td>500 000</td>
<td>(5 000)</td>
</tr>
<tr>
<td>Suzanne Ackerman-Berman</td>
<td>Share options</td>
<td>2011</td>
<td>41.70</td>
<td>500 000</td>
<td>(5 000)</td>
</tr>
<tr>
<td>Jonathan Ackerman</td>
<td>Share options</td>
<td>2018</td>
<td>46.44</td>
<td>11 039</td>
<td>(11 039)</td>
</tr>
</tbody>
</table>

### DIRECTORS' INTERESTS IN PICK N PAY STORES LIMITED ORDINARY SHARES

<table>
<thead>
<tr>
<th>2019</th>
<th>How held*</th>
<th>Balance held at 25 February 2018</th>
<th>Additions/ disposals</th>
<th>Balance held at 3 March 2019</th>
<th>Non-beneficial/ beneficial interest</th>
</tr>
</thead>
<tbody>
<tr>
<td>Richard Brasher</td>
<td>direct</td>
<td>125 000</td>
<td>(1 000)</td>
<td>124 000</td>
<td>Beneficial</td>
</tr>
<tr>
<td>Bakar Jakoet</td>
<td>direct</td>
<td>150 000</td>
<td>(3 000)</td>
<td>147 000</td>
<td>Beneficial</td>
</tr>
<tr>
<td>Richard van Rensburg</td>
<td>direct</td>
<td>150 000</td>
<td>(30 000)</td>
<td>120 000</td>
<td>Beneficial</td>
</tr>
<tr>
<td>Suzanne Ackerman-Berman</td>
<td>direct</td>
<td>120 528</td>
<td>(1 630 000)</td>
<td>119 892</td>
<td>Beneficial</td>
</tr>
<tr>
<td>Jonathan Ackerman</td>
<td>direct</td>
<td>122 888</td>
<td>(1 630 000)</td>
<td>121 258</td>
<td>Beneficial</td>
</tr>
<tr>
<td>David Friedland</td>
<td>direct</td>
<td>31 688</td>
<td>(1 630 000)</td>
<td>30 050</td>
<td>Beneficial</td>
</tr>
<tr>
<td>Hugh Herman</td>
<td>direct</td>
<td>30 000</td>
<td>(1 630 000)</td>
<td>28 370</td>
<td>Beneficial</td>
</tr>
</tbody>
</table>

* Direct interests represent a holding in the director's personal capacity and indirect interests represent a holding by a trust, of which the director is a trustee, or a spouse and minor children of directors.

** The indirect non-beneficial interest in the Ackerman-Pick n Pay Foundation represents the holdings of Gareth Ackerman and Suzanne Ackerman-Berman in their capacity as trustees.

*** The indirect non-beneficial interest in the Ackerman Investment Holdings Proprietary Limited represents a portion of the holdings of Gareth Ackerman, Suzanne Ackerman-Berman and Jonathan Ackerman.

**** The indirect non-beneficial interest in Mistral Trust represents a portion of the holdings of Gareth Ackerman, Suzanne Ackerman-Berman and Jonathan Ackerman in their capacity as trustees and/or potential beneficiaries.

* There have been no changes in the directors' interest in shares since 3 March 2019 up to the date of approval of the 2019 audited Group annual financial statements.
## DIRECTORS’ INTERESTS IN PICK N PAY STORES LIMITED B SHARES

<table>
<thead>
<tr>
<th>Name</th>
<th>2019 How held*</th>
<th>Balance held at 25 February 2018</th>
<th>Additions/ disposals</th>
<th>Balance held at 3 March 2019@</th>
<th>Beneficial/ non-beneficial interest</th>
</tr>
</thead>
<tbody>
<tr>
<td>Gareth Ackerman</td>
<td>direct</td>
<td>522</td>
<td>-</td>
<td>522</td>
<td>Beneficial</td>
</tr>
<tr>
<td></td>
<td>indirect</td>
<td>3,227,661</td>
<td>-</td>
<td>3,227,661</td>
<td>Beneficial</td>
</tr>
<tr>
<td></td>
<td>indirect</td>
<td>39,140</td>
<td>-</td>
<td>39,140</td>
<td>Non-beneficial</td>
</tr>
<tr>
<td>Ackerman Investment Holdings Proprietary Limited**</td>
<td>indirect</td>
<td>246,936,847</td>
<td>-</td>
<td>246,936,847</td>
<td>Non-beneficial</td>
</tr>
<tr>
<td>Mistral Trust ***</td>
<td>indirect</td>
<td>5,349,959</td>
<td>-</td>
<td>5,349,959</td>
<td>Non-beneficial</td>
</tr>
<tr>
<td>Suzanne Ackerman-Berman</td>
<td>direct</td>
<td>233,767</td>
<td>-</td>
<td>233,767</td>
<td>Beneficial</td>
</tr>
<tr>
<td></td>
<td>indirect</td>
<td>926,084</td>
<td>-</td>
<td>926,084</td>
<td>Beneficial</td>
</tr>
<tr>
<td>Jonathan Ackerman</td>
<td>direct</td>
<td>243,307</td>
<td>-</td>
<td>243,307</td>
<td>Beneficial</td>
</tr>
<tr>
<td></td>
<td>indirect</td>
<td>1,135,009</td>
<td>-</td>
<td>1,135,009</td>
<td>Beneficial</td>
</tr>
<tr>
<td></td>
<td>indirect</td>
<td>21,802</td>
<td>-</td>
<td>21,802</td>
<td>Non-beneficial</td>
</tr>
<tr>
<td>David Robins</td>
<td>direct</td>
<td>1,931</td>
<td>-</td>
<td>1,931</td>
<td>Beneficial</td>
</tr>
<tr>
<td></td>
<td>indirect</td>
<td>179,118</td>
<td>-</td>
<td>179,118</td>
<td>Non-beneficial</td>
</tr>
</tbody>
</table>

* Direct interests represent a holding in the director’s personal capacity and indirect interests represent a holding by a trust, of which the director is a trustee, or a spouse and minor children of directors.

** The indirect non-beneficial interest in Ackerman Investment Holdings Proprietary Limited represents a portion of the holdings of Gareth Ackerman, Suzanne Ackerman-Berman and Jonathan Ackerman.

*** The indirect non-beneficial interest in Mistral Trust represents a portion of the holdings of Gareth Ackerman, Suzanne Ackerman-Berman and Jonathan Ackerman in their capacity as trustees and/or potential beneficiaries.

@ There have been no changes in the directors’ interest in shares since 3 March 2019 up to the date of approval of the 2019 audited Group annual financial statements.
SHAREHOLDERS’ INFORMATION

114 Analysis of ordinary shareholders
115 Analysis of B shareholders
116 Shareholders’ information
IBC Corporate information
SHAREHOLDER SPREAD

<table>
<thead>
<tr>
<th>Number of shareholders</th>
<th>%</th>
<th>Number of shares</th>
<th>%</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 – 1 000 shares</td>
<td>7 989</td>
<td>2 222 641</td>
<td>0.5</td>
</tr>
<tr>
<td>1 001 – 10 000 shares</td>
<td>3 330</td>
<td>10 764 200</td>
<td>2.2</td>
</tr>
<tr>
<td>10 001 – 100 000 shares</td>
<td>960</td>
<td>31 684 334</td>
<td>6.4</td>
</tr>
<tr>
<td>100 001 – 1 000 000 shares</td>
<td>287</td>
<td>86 745 963</td>
<td>17.6</td>
</tr>
<tr>
<td>1 000 001 shares and over</td>
<td>43</td>
<td>362 033 163</td>
<td>73.3</td>
</tr>
<tr>
<td>Total</td>
<td>12 629</td>
<td>493 450 321</td>
<td>100.0</td>
</tr>
</tbody>
</table>

PUBLIC/NON-PUBLIC SHAREHOLDERS

<table>
<thead>
<tr>
<th>Number of shareholders</th>
<th>%</th>
<th>Number of shares</th>
<th>%</th>
</tr>
</thead>
<tbody>
<tr>
<td>Non-public shareholders</td>
<td>16</td>
<td>0.1</td>
<td>150 556 998</td>
</tr>
<tr>
<td>Ackerman Investment Holdings (Pty) Ltd</td>
<td>1</td>
<td>0.0</td>
<td>124 677 238</td>
</tr>
<tr>
<td>Mistral Trust</td>
<td>1</td>
<td>0.0</td>
<td>2 735 008</td>
</tr>
<tr>
<td>Ackerman Pick n Pay Foundation</td>
<td>1</td>
<td>0.0</td>
<td>101 900</td>
</tr>
<tr>
<td>Directors of Pick n Pay Stores Limited</td>
<td>10</td>
<td>0.1</td>
<td>4 972 302</td>
</tr>
<tr>
<td>Shares held on behalf of FSP participants</td>
<td>1</td>
<td>0.0</td>
<td>8 494 000</td>
</tr>
<tr>
<td>Pick n Pay Retailers Proprietary Limited</td>
<td>1</td>
<td>0.0</td>
<td>155 000</td>
</tr>
<tr>
<td>The Pick n Pay Employee Share Purchase Trust</td>
<td>1</td>
<td>0.0</td>
<td>9 421 550</td>
</tr>
<tr>
<td>Public shareholders</td>
<td>12 613</td>
<td>99.9</td>
<td>342 893 323</td>
</tr>
<tr>
<td>Total</td>
<td>12 629</td>
<td>100.0</td>
<td>493 450 321</td>
</tr>
</tbody>
</table>

BENEFICIAL SHAREHOLDERS HOLDING 1% OR MORE

<table>
<thead>
<tr>
<th>Number of shares</th>
<th>%</th>
<th>Name of beneficial shareholder</th>
</tr>
</thead>
<tbody>
<tr>
<td>Ackerman Investment Holdings (Pty) Ltd</td>
<td>124 677 238</td>
<td>25.3</td>
</tr>
<tr>
<td>Public Investment Corporation Limited</td>
<td>56 339 744</td>
<td>11.4</td>
</tr>
<tr>
<td>Coronation Balanced Plus Fund</td>
<td>16 599 950</td>
<td>3.4</td>
</tr>
<tr>
<td>GIC Private Limited</td>
<td>11 867 648</td>
<td>2.4</td>
</tr>
<tr>
<td>Alexander Forbes Investments</td>
<td>11 991 423</td>
<td>2.4</td>
</tr>
<tr>
<td>The Pick n Pay Employee Share Purchase Trust</td>
<td>9 421 550</td>
<td>1.9</td>
</tr>
<tr>
<td>Shares held on behalf of FSP participants</td>
<td>8 494 000</td>
<td>1.7</td>
</tr>
<tr>
<td>Vanguard Emerging Markets Stock Index Fund (US)</td>
<td>6 608 089</td>
<td>1.3</td>
</tr>
<tr>
<td>Vanguard Total International Stock Index Fund</td>
<td>5 410 530</td>
<td>1.1</td>
</tr>
</tbody>
</table>

ANALYSIS OF ORDINARY SHAREHOLDERS

PICK N PAY STORES LIMITED

ANALYSIS OF B SHAREHOLDERS

PICK N PAY STORES LIMITED

B shares are stapled to ordinary shares and cannot be traded separately from each other. Stapled ordinary shares, together with B shares, are subject to restrictions on disposal. The holders of B shares are entitled to the same voting rights as holders of ordinary shares, but are not entitled to dividends or any other economic benefits.

SHAREHOLDER SPREAD

<table>
<thead>
<tr>
<th>Number of shareholders</th>
<th>%</th>
<th>Number of shares</th>
<th>%</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 – 1 000 shares</td>
<td>1</td>
<td>3.9</td>
<td>1 100</td>
</tr>
<tr>
<td>1 001 – 10 000 shares</td>
<td>7</td>
<td>26.9</td>
<td>52 868</td>
</tr>
<tr>
<td>10 001 – 100 000 shares</td>
<td>8</td>
<td>30.8</td>
<td>233 670</td>
</tr>
<tr>
<td>100 001 – 1 000 000 shares</td>
<td>5</td>
<td>19.2</td>
<td>158 276</td>
</tr>
<tr>
<td>1 000 01 shares and over</td>
<td>5</td>
<td>19.2</td>
<td>257 822 955</td>
</tr>
<tr>
<td>Total</td>
<td>26</td>
<td>100.0</td>
<td>259 682 869</td>
</tr>
</tbody>
</table>

PUBLIC/NON-PUBLIC SHAREHOLDERS

<table>
<thead>
<tr>
<th>Number of shareholders</th>
<th>%</th>
<th>Number of shares</th>
<th>%</th>
</tr>
</thead>
<tbody>
<tr>
<td>Non-public shareholders</td>
<td>6</td>
<td>23.1</td>
<td>258 295 007</td>
</tr>
<tr>
<td>Ackerman Investment Holdings (Pty) Ltd</td>
<td>1</td>
<td>3.9</td>
<td>246 936 847</td>
</tr>
<tr>
<td>Directors of Pick n Pay Stores Limited</td>
<td>4</td>
<td>15.3</td>
<td>6 008 601</td>
</tr>
<tr>
<td>Mistral Trust</td>
<td>1</td>
<td>3.9</td>
<td>5 349 559</td>
</tr>
<tr>
<td>Public shareholders</td>
<td>20</td>
<td>76.9</td>
<td>1 387 862 955</td>
</tr>
<tr>
<td>Total</td>
<td>26</td>
<td>100.0</td>
<td>259 682 869</td>
</tr>
</tbody>
</table>

BENEFICIAL SHAREHOLDERS HOLDING 1% OR MORE

<table>
<thead>
<tr>
<th>Number of shares</th>
<th>%</th>
<th>Name of beneficial shareholder</th>
</tr>
</thead>
<tbody>
<tr>
<td>Ackerman Investment Holdings (Pty) Ltd</td>
<td>246 936 847</td>
<td>95.1</td>
</tr>
<tr>
<td>Mistral Trust</td>
<td>5 349 559</td>
<td>2.1</td>
</tr>
<tr>
<td>Gareth Ackerman</td>
<td>3 228 383</td>
<td>1.2</td>
</tr>
</tbody>
</table>

GEOGRAPHIC SPREAD OF SHAREHOLDERS – %

- South Africa ordinary shares with B shares stapled: 26.6%
- South Africa ordinary shares excluding B shares: 49.4%
- United States of America: 8.8%
- Great Britain: 5.1%
- Other countries: 10.1%
ANNUAL GENERAL MEETING – 30 JULY 2019

The 51st annual general meeting of shareholders of Pick n Pay Stores Limited (AGM) will be held at the Pick n Pay Office Park, 101 Rosmead Avenue, Kenilworth, Cape Town 7708 on Tuesday, 30 July 2019.

Registration for the AGM will commence at 08:00.

The minutes of the previous year’s AGM held on 30 July 2018 are available on our investor relations website at www.picknpayinvestor.co.za.

DIVIDENDS

<table>
<thead>
<tr>
<th>Number</th>
<th>Amount (cents)</th>
<th>Last day of trade</th>
<th>Date of payment</th>
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<tbody>
<tr>
<td>Interim</td>
<td>97</td>
<td>29.90</td>
<td>6 December 2016</td>
</tr>
<tr>
<td>Final</td>
<td>98</td>
<td>146.40</td>
<td>6 June 2017</td>
</tr>
<tr>
<td>Interim</td>
<td>99</td>
<td>33.40</td>
<td>5 December 2017</td>
</tr>
<tr>
<td>Final</td>
<td>100</td>
<td>155.40</td>
<td>5 June 2018</td>
</tr>
<tr>
<td>Interim</td>
<td>101</td>
<td>39.10</td>
<td>4 December 2018</td>
</tr>
<tr>
<td>Final</td>
<td>102</td>
<td>192.00</td>
<td>4 June 2019</td>
</tr>
<tr>
<td>Interim</td>
<td>103</td>
<td>3 December 2019*</td>
<td>9 December 2019*</td>
</tr>
<tr>
<td>Final</td>
<td>104</td>
<td>2 June 2020*</td>
<td>8 June 2020*</td>
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*Estimated

2020 RESULTS ANNOUNCEMENTS

<table>
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<tr>
<th></th>
<th>Interim to 1 September 2019</th>
<th>Final to 1 March 2019</th>
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<tbody>
<tr>
<td>October 2019</td>
<td>April 2020</td>
<td></td>
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PUBLICATION OF ANNUAL FINANCIAL STATEMENTS

<table>
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<tr>
<th></th>
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<th>2020</th>
</tr>
</thead>
<tbody>
<tr>
<td>June 2019</td>
<td>June 2020</td>
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PUBLICATION OF INTEGRATED ANNUAL REPORT AND CORPORATE GOVERNANCE REPORT

<table>
<thead>
<tr>
<th></th>
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<th>2020</th>
</tr>
</thead>
<tbody>
<tr>
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<td>June 2020</td>
<td></td>
</tr>
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PUBLICATION OF SUSTAINABILITY REPORT (EVERY TWO YEARS)

<table>
<thead>
<tr>
<th></th>
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<th>2021</th>
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<tbody>
<tr>
<td>June 2019</td>
<td>June 2021</td>
<td></td>
</tr>
</tbody>
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