Notice of annual general meeting
Pick n Pay Holdings Limited

The 29th annual general meeting (AGM) of shareholders of Pick n Pay Holdings Limited (the Company) for the year ended 28 February 2010 will be held at 10h00, or as soon as the annual general meeting for Pick n Pay Stores Limited is completed, on Friday, 18 June 2010. Registration for attendance at the AGM will commence at 09h00.

The venue will be the conference centre at the registered office, Pick n Pay Office Park, 101 Rosmead Avenue, Kenilworth, Cape Town, 7708.

The following business will be transacted and resolutions proposed, with or without amendment:

1. ORDINARY RESOLUTION NUMBER 1

Approval of annual financial statements

"Resolved that the annual financial statements of the Company and its subsidiaries, for the year ended 28 February 2010, are hereby adopted."

2. ORDINARY RESOLUTION NUMBER 2

Appointment of auditors

"To reappoint KPMG Inc. as independent auditors of the Company and to appoint Mr P Farrand as the designated auditor to hold office for the ensuing year."

Note that the Audit committee recommend the reappointment of KPMG Inc. as auditors of the Company with Mr P Farrand as designated auditor.

3. ORDINARY RESOLUTION NUMBER 3

Reappointment of directors

RD Ackerman and RP de Wet retire in accordance with the Company's articles of association, and, being eligible, offer themselves for re-election. Curricula vitae of those directors standing for re-election are presented on page 12 and 13.

Accordingly, to consider and, if deemed fit, to re-elect those directors by way of passing the separate ordinary resolutions set out below:

Ordinary resolution number 3.1

Appointment of Raymond Ackerman as director

"Resolved that RD Ackerman be and is hereby elected as a director of the Company."

Ordinary resolution number 3.2

Appointment of René de Wet as director

"Resolved that RP de Wet be and is hereby elected as a director of the Company."

4. ORDINARY RESOLUTION NUMBER 4

Appointment of Audit committee members for the ensuing year

"As recommended by the Board, it is resolved that RP de Wet (Chairman) and HS Herman be appointed as the Company's Audit committee members for the ensuing year."

5. ORDINARY RESOLUTION NUMBER 5

Directors' fees for the year ending 28 February 2011

"Resolved that the directors' fees for the year ending 28 February 2011 be as follows:

> Non-executive directors not serving on the Pick n Pay Stores Limited board, if any, be increased by R3 000, to R53 000 per annum."

6. SPECIAL RESOLUTION NUMBER 1

General approval to repurchase Company shares

"Resolved that the Company hereby approves, as a general approval contemplated in sections 85 and 89 of the Companies Act No. 61 of 1973 (as amended) (Companies Act), the acquisition by the Company or any of its subsidiaries from time to time of the issued shares of the Company, upon such terms and conditions and in such amounts as the directors of the Company may from time to time determine, but subject to the articles of association of the Company, the provisions of the Companies Act and the JSE Limited (JSE) Listings Requirements (JSE Listings Requirements) as presently constituted and which may be amended from time to time, and provided that acquisitions by the Company and its subsidiaries of shares in the capital of the Company may not, in the aggregate, exceed in any one financial year 5% (five percent) of the Company's issued share capital of the class of shares acquired from the date of the grant of this general approval."

Additional requirements imposed by the JSE Listings Requirements

It is recorded that the Company or its subsidiaries may only make a general acquisition of shares if the following JSE Listings Requirements are met:

a. any such acquisition of shares shall be effected through the order book operated by the JSE trading system and done without any prior understanding or arrangement between the Company or its subsidiaries and the counterparty or other manner approved by the JSE;

b. the general approval shall only be valid until the Company's next annual general meeting, or for 15 (fifteen) months from the date of passing of this special resolution, whichever period is shorter;

Notice of AGM

c. a paid press announcement will be published as soon as the Company and/or its subsidiaries has/have acquired shares in terms of this authority constituting, on a cumulative basis, 3% (three percent) of the number of shares of the class of shares acquired in issue at the time of granting of this general approval and for each 3% (three percent) in aggregate of the initial number of that class of shares acquired thereafter, which announcement shall contain full details of such acquisitions as required by rule 11.27 of the JSE Listings Requirements;

d. in determining the price at which the Company's shares are acquired by the Company or its subsidiaries in terms of this general approval, the maximum price at which such shares may be acquired may not be greater than 10% (ten percent) above the weighted average of the market value at which such shares are traded on the JSE, as determined over the 5 (five) business days immediately preceding the date of the acquisition of such shares by the Company or its subsidiaries;

e. in the case of a derivative (as contemplated in the JSE Listings Requirements), the price of the derivative shall be subject to the limitations set out in section 5.84(a) of the JSE Listings Requirements; and

f. the Company and/or its subsidiaries may not repurchase any shares in terms of this authority during a prohibited period, as defined in the JSE Listings Requirements, unless the Company and/or its subsidiaries has in place a repurchase programme, where dates and quantities of shares to be traded during the prohibited period are fixed and full details of the programme have been disclosed in an announcement over SENS prior to the commencement of the prohibited period.

Statement by the Board of directors of the Company

Pursuant to, and in terms of, the JSE Listings Requirements, the Board of directors of the Company hereby state that:

a. the intention of the directors of the Company is to utilise the general authority to acquire shares in the capital of the Company if at some future date the cash resources of the Company are in excess of its requirements or there are other good grounds for doing so. In this regard the directors will take account of, inter alia, an appropriate capitalisation structure for the Company, the long-term cash needs of the Company and the interests of the Company;

b. in determining the method by which the Company intends to repurchase its securities, the maximum number of securities to be repurchased and the date on which such repurchase will take place, the directors of the Company will only make repurchases if at the time of the repurchase they are of the opinion that:

b.1 the Company and its subsidiaries will, after the repurchase, be able to pay their debts as they become due in the ordinary course of business for the 12- (twelve) month period following the date of this notice of the annual general meeting;

b.2 the consolidated assets of the Company and its subsidiaries, fairly valued and recognised and measured in accordance with the accounting policies used in the latest audited financial statements, will, after the repurchase, be in excess of the consolidated liabilities of the Company and its subsidiaries for the 12- (twelve) month period following the date of this notice of the annual general meeting;

b.3 the issued share capital and reserves of the Company and its subsidiaries will, after the repurchase, be adequate for the ordinary business purposes of the Company and its subsidiaries for the 12- (twelve) month period following the date of this notice of the annual general meeting; and

b.4 the working capital available to the Company and its subsidiaries will, after the repurchase, be adequate for the ordinary business requirements of the Company and its subsidiaries for the 12- (twelve) month period following the date of this notice of the annual general meeting.

Reason and effect of special resolution number 1

The reason for special resolution number 1 is to grant the Company a general authority in terms of the Companies Act and the JSE Listings Requirements for the acquisition by the Company or any of its subsidiaries of shares issued by the Company, which authority shall be valid until the earlier of the next annual general meeting of the Company or the variation or revocation of such general authority by special resolution by any subsequent general meeting of the Company, provided that the general authority shall only be valid until the Company's next annual general meeting, or for 15 (fifteen) months from the date of passing of this special resolution, whichever period is shorter. The passing and registration of this special resolution will have the effect of authorising the Company and/or any of its subsidiaries to acquire shares issued by the Company.

7. ORDINARY RESOLUTION NUMBER 6

General authority over unissued shares

"Resolved that 26.4 million (5% of issued share capital) of the unissued authorised ordinary shares in the Company (which for the purposes of the JSE Listings Requirements and these resolutions shall include treasury shares) be and are hereby placed under the control of the directors until the next annual general meeting, subject to the provisions of the Companies Act and the JSE Listings Requirements and the condition that no issue of these shares will be made if it could have the effect of changing control of the Company."

No issue of these shares is contemplated at the present time and no issue will be made that could effectively change the control of the Company without the prior approval of shareholders in a general meeting.

8. ORDINARY RESOLUTION NUMBER 7

Specific authority over unissued shares for purposes of the Pick n Pay 1997 Share Option Scheme , as amended

"Resolved that so many unissued ordinary shares of R0.0125 each in the capital of the Company as are necessary, from time to time, to implement the terms and provisions of the Pick n Pay 1997 Share Option Scheme, as amended (the Share Scheme), be and they are hereby placed under the control of the directors of the Company, who are specifically authorised in terms of section 221(2) and for purposes of section 222 of the Companies Act, subject to the limits contained in the rules of the Share Scheme, to allot and issue from time to time all or any of such shares in accordance with the terms and conditions of the Share Scheme."

The terms and conditions of the Share Scheme (including all amendments thereto) have already been approved by the shareholders of the Company in general meeting and the purpose of this resolution is to grant the directors of the Company the specific authority to allot and issue so many of the unissued ordinary shares of R0.0125 as are necessary to implement the terms and provisions of the Share Scheme from time to time in the future, without having to again obtain authority from the shareholders of the Company each year in order to do so.

9. ORDINARY RESOLUTION NUMBER 8

General authority to issue shares or other equities for cash

"Resolved that, subject to not less than 75% (seventy-five percent) of the votes cast by those shareholders of the Company present in person or represented by proxy to vote at this annual general meeting voting in favour of this ordinary resolution, the directors of the Company be and are hereby authorised by way of a general authority to issue (which shall for the purpose of the JSE Listings Requirements include the sale of treasury shares) for cash (as contemplated in the JSE Listings Requirements) all or any of the authorised but unissued shares in the capital of the Company, including options and convertible securities, as and when they in their discretion deem fit, subject to the Companies Act, the articles of association of the Company and the JSE Listings Requirements as presently constituted and which may be amended from time to time, and provided that such issues for cash may not, in the aggregate, in any 1 (one) financial year, exceed 5% (five percent) of the number of the shares of the relevant class of shares issued prior to such issue."

Additional requirements imposed by the JSE Listings Requirements

It is recorded that the Company may only make an issue of shares for cash if the following JSE Listings Requirements are met:

a. the shares, which are the subject of the issue for cash, must be of a class already in issue, or where this is not the case, must be limited to such shares or rights that are convertible into a class already in issue;

b. the general authority shall only be valid until the Company's next annual general meeting or for 15 (fifteen) months from the date of passing of this ordinary resolution, whichever period is shorter;

c. a paid press announcement will be published giving full details, including the number of shares issued, the average discount to the weighted average traded price of the shares over the 30 days prior to the date that the price of the issue was agreed in writing between the Company and party/ies subscribing for such shares and the effect on the net asset value per share, net tangible asset value per share, earnings per share and headline earnings per share, at the time of any issue representing, on a cumulative basis within 1 (one) financial year, 5% (five percent) or more of the number of shares in issue prior to that issue in accordance with the JSE Listings Requirements;

d. that issues in the aggregate in any 1 (one) financial year may not exceed 5% (five percent) of the number of the shares of the Company in issue of that class of equity securities before such issue, taking into account the dilution effect of convertible equity securities and options in accordance with the JSE Listings Requirements;

e. in determining the price at which an issue of shares may be made in terms of this general authority, the maximum discount permitted will be 10% (ten percent) of the weighted average traded price on the JSE of those shares measured over the 30 (thirty) business days prior to the date that the price of the issue is agreed to between the Company and the party/ies subscribing for the shares; and

f. any issue will only be made to "public shareholders" as defined by the JSE Listings Requirements and not to "related parties".

10. ORDINARY RESOLUTION NUMBER 9

Directors' authority to implement Company resolutions

"Resolved that each and every director of the Company be and is hereby authorised to do all such things and sign all such documents as may be necessary for or incidental to the implementation of the resolutions passed at this meeting."

11. TO TRANSACT SUCH OTHER BUSINESS THAT MAY BE TRANSACTED AT AN ANNUAL GENERAL MEETING

General instructions and information

The annual report to which this notice of annual general meeting is attached provides details of:

> the directors and managers of the Company on page 13;
> the major shareholders of the Company on page 32;
> the directors' shareholding in the Company on page 97;
> the share capital of the Company in note 7 on page 100; and
> an analysis of the shareholders on page 32.

There are no material changes to the Group's financial or trading position, nor are there any material, legal or arbitration proceedings (pending or threatened) that may affect the financial position of the Group between 28 February 2010 and the reporting date.

The directors, whose names are given on page 13 of the annual report, collectively and individually accept full responsibility for the accuracy of the information given and certify that to the best of their knowledge and belief there are no facts that have been omitted which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that the annual report and this notice contains all information required by law and the JSE Listings Requirements.

All shareholders are encouraged to attend, speak and vote at the annual general meeting.

If you hold certificated shares (i.e. have not dematerialised your shares in the Company) or are registered as an own name dematerialised shareholder (i.e. have specifically instructed your Central Securities Depository Participant (CSDP) to hold your shares in your own name on the Company's subregister) then:

> you may attend and vote at the annual general meeting; alternatively
> you may appoint a proxy to represent you at the annual general meeting by completing the attached form of proxy and returning it to the registered office of the Company or to the transfer secretaries, Computershare Investor Services (Proprietary) Limited, the details of which are set out on page 33 of the annual report, by no later than 10h00 on Wednesday, 16 June 2010, being 48 hours prior to the time appointed for the holding of the annual general meeting.

If you are the owner of dematerialised shares (i.e. have replaced the paper share certificates representing the shares with electronic records of ownership under the JSE's electronic settlement system, Share Transactions Totally Electronic (STRATE)) held through a CSDP or broker and are not registered as an "own name dematerialised shareholder", then you are not a registered shareholder of the Company, but your CSDP or broker (or their nominee) would be.

Accordingly, in these circumstances, subject to the mandate between yourself and your CSDP or broker (or their nominee), as the case may be:

> if you wish to attend the annual general meeting you must contact your CSDP or broker (or their nominee), as the case may be, and obtain the relevant letter of representation from it; alternatively
> if you are unable to attend the annual general meeting but wish to be represented at the meeting, you must contact your CSDP or broker (or their nominee), as the case may be, and furnish it with your voting instructions in respect of the annual general meeting and/or request it to appoint a proxy. You should not complete the attached form of proxy. The instructions must be provided in accordance with the mandate between yourself and your CSDP or broker, as the case may be, within the time period required by your CSDP or broker, as the case may be.

CSDPs, brokers or their nominees, as the case may be, recorded in the Company's subregister as holders of dematerialised shares held on behalf of an investor/beneficial owner in terms of STRATE should, when authorised in terms of their mandate or instructed to do so by the owner on behalf of whom they hold dematerialised shares in the Company, vote by either appointing a duly authorised representative to attend and vote at the annual general meeting or by completing the attached form of proxy in accordance with the instructions thereon and returning it to the registered office of the Company or to the transfer secretaries, Computershare Investor Services (Proprietary) Limited, the details of which are set out on page 33 of the annual report, by no later than 10h00 on Wednesday, 16 June 2010, being 48 hours prior to the time appointed for the holding of the annual general meeting.

By order of the Board

G F Lea
Company Secretary

Cape Town
10 May 2010