

Date Printed: 23-Sep-24

Last Date Votes were Submitted for the Meeting: 19-Aug-24

Total Number of Ballots Instructed: 17

Total Number of Shares Instructed: 9,350,414

Total Number of Ballots Uninstructed: 0

Total Number of Shares Uninstructed: 0

Pick N Pay Stores Limited

PIK

Primary CUSIP: S60947108	Primary ISIN: ZAE000005443	Primary SEDOL: 6688068
Country: South Africa	Country of Operation: South Africa	ISS Country of Coverage: South Africa
Industry Sector: Consumer Staples Distribution & Retail	Market Cap (USD): 1,116,800,000.00	ISS Governance QualityScore: 8
Meeting Date: 27-Aug-24	Record Date: 16-Aug-24	Meeting Type: Annual
Meeting ID: 1880162	Percentage Votable Shares: 1.25398	Workflow Tag:
Location ID: 14141	Location Name: Mergence Investment Management	

**Earliest Cutoff Date: 16-Aug-24	Voting Policy: ISS	Most Recent Publish Date: 14-Aug-24	Viewed: Yes
Total Ballots: 17	Votable Shares: 9,350,414	*Shares on Loan: 0	Shares Instructed: 9,350,414

Item #	Significant Vote	Item Description	Proponent	Mgmt Rec	ISS Rec	Policy Rec	Vote Instruction
		Ordinary Resolutions					
1		Reappoint Ernst & Young Inc as Auditors with Tina Rookledge as the Designated Audit Partner	Management	For	For	For	For
2.1		Elect Sean Summers as Director <i>Research Notes: A vote FOR these items is warranted: * Although some governance issues have been identified, these do not justify a vote against the Directors standing for election or re-election at this AGM.</i>	Management	For	For	For	For
2.2		Re-elect David Friedland as Director <i>Research Notes: A vote FOR these items is warranted: * Although some governance issues have been identified, these do not justify a vote against the Directors standing for election or re-election at this AGM.</i> <i>Rationale: Given the governance and strategic failures of the past decade, it is our general view that the PIK board take accountability by stepping down, more so for those with a long tenure such as Mr Friedland with over 10 years on the board.</i>	Management	For	For	For	Against
2.3		Re-elect Audrey Mothupi as Director <i>Research Notes: A vote FOR these items is warranted: * Although some governance issues have been identified, these do not justify a vote against the Directors standing for election or re-election at this AGM.</i> <i>Rationale: Given the governance and strategic failures of the past decade, it is our general view that the PIK board take accountability by stepping down, more so for those with a long tenure such as Mr Mothupi with over 10 years on the board.</i>	Management	For	For	For	Against
2.4		Re-elect Annamarie van der Merwe as Director <i>Research Notes: A vote FOR these items is warranted: * Although some governance issues have been identified, these do not justify a vote against the Directors standing for election or re-election at this AGM.</i>	Management	For	For	For	For
3.1		Re-elect Aboubakar Jakoet as Member of the Audit, Risk and Compliance Committee <i>Research Notes: Item 3.1 A vote AGAINST this item is warranted: * Aboubakar Jakoet is a non-independent Audit, Risk and Compliance Committee member. Items 3.3 A vote FOR this item is warranted, however, it is not without concerns for shareholders: * Mariam Cassim only attended 2 out of 3 Committee meetings held during the year, and no explanation has been provided by the Company. The main reason for support is: * There are no long-term concerns on her attendance, with no evidence of repeated absence. Items 3.2, 3.4 to 3.6 A vote FOR these items is warranted: * These members of the Audit, Risk and Compliance Committee are independent.</i>	Management	For	Against	Against	For
3.2		Re-elect Haroon Bhorat as Member of the Audit, Risk and Compliance Committee <i>Research Notes: Item 3.1 A vote AGAINST this item is warranted: * Aboubakar Jakoet is a non-independent Audit, Risk and Compliance Committee member. Items 3.3 A vote FOR this item is warranted, however, it is not without concerns for shareholders: * Mariam Cassim only attended 2 out of 3 Committee meetings held during the year, and no explanation has been provided by the Company. The main reason for support is: * There are no long-term concerns on her attendance, with no evidence of repeated absence. Items 3.2, 3.4 to 3.6 A vote FOR these items is warranted: * These members of the Audit, Risk and Compliance Committee are independent.</i>	Management	For	For	For	For
3.3		Re-elect Mariam Cassim as Member of the Audit, Risk and Compliance Committee <i>Research Notes: Item 3.1 A vote AGAINST this item is warranted: * Aboubakar Jakoet is a non-independent Audit, Risk and Compliance Committee member. Items 3.3 A vote FOR this item is warranted, however, it is not without concerns for shareholders: * Mariam Cassim only attended 2 out of 3 Committee meetings held during the year, and no explanation has been provided by the Company. The main reason for support is: * There are no long-term concerns on her attendance, with no evidence of repeated absence. Items 3.2, 3.4 to 3.6 A vote FOR these items is warranted: * These members of the Audit, Risk and Compliance Committee are independent.</i>	Management	For	For	For	For

*Shares on Loan data is only provided for a select group of Custodians. Please contact your Client Service Team with any questions.

**The Earliest Cutoff Date refers to the earliest voting cutoff for clients who hold positions across multiple Custodians and is provided for informational purposes only. For ballot-specific deadlines or early deadline information, please refer to the individual ballot details when voting within ProxyExchange.

Pick N Pay Stores Limited

PIK

Primary CUSIP: S60947108

Primary ISIN: ZAE000005443

Primary SEDOL: 6688068

Country: South Africa

Country of Operation: South Africa

ISS Country of Coverage: South Africa

Industry Sector: Consumer Staples Distribution & Retail

Market Cap (USD): 1,116,800,000.00

ISS Governance QualityScore: 8

Meeting Date: 27-Aug-24

Record Date: 16-Aug-24

Meeting Type: Annual

Meeting ID: 1880162

Percentage Votable Shares: 1.25398

Workflow Tag:

3.4	Re-elect James Formby as Member of the Audit, Risk and Compliance Committee <i>Research Notes: Item 3.1 A vote AGAINST this item is warranted: * Aboubakar Jakoet is a non-independent Audit, Risk and Compliance Committee member. Items 3.3 A vote FOR this item is warranted, however, it is not without concerns for shareholders: * Mariam Cassim only attended 2 out of 3 Committee meetings held during the year, and no explanation has been provided by the Company. The main reason for support is: * There are no long-term concerns on her attendance, with no evidence of repeated absence. Items 3.2, 3.4 to 3.6 A vote FOR these items is warranted: * These members of the Audit, Risk and Compliance Committee are independent.</i>	Management	For	For	For	For
3.5	Re-elect David Friedland as Member of the Audit, Risk and Compliance Committee <i>Research Notes: Item 3.1 A vote AGAINST this item is warranted: * Aboubakar Jakoet is a non-independent Audit, Risk and Compliance Committee member. Items 3.3 A vote FOR this item is warranted, however, it is not without concerns for shareholders: * Mariam Cassim only attended 2 out of 3 Committee meetings held during the year, and no explanation has been provided by the Company. The main reason for support is: * There are no long-term concerns on her attendance, with no evidence of repeated absence. Items 3.2, 3.4 to 3.6 A vote FOR these items is warranted: * These members of the Audit, Risk and Compliance Committee are independent.</i> <i>Rationale: Given the governance and strategic failures of the past decade, it is our general view that the PIK board take accountability by stepping down, more so for those with a long tenure such as Mr Friedland with over 10 years on the board.</i>	Management	For	For	For	Against
3.6	Re-elect Audrey Muthupi as Member of the Audit, Risk and Compliance Committee <i>Research Notes: Item 3.1 A vote AGAINST this item is warranted: * Aboubakar Jakoet is a non-independent Audit, Risk and Compliance Committee member. Items 3.3 A vote FOR this item is warranted, however, it is not without concerns for shareholders: * Mariam Cassim only attended 2 out of 3 Committee meetings held during the year, and no explanation has been provided by the Company. The main reason for support is: * There are no long-term concerns on her attendance, with no evidence of repeated absence. Items 3.2, 3.4 to 3.6 A vote FOR these items is warranted: * These members of the Audit, Risk and Compliance Committee are independent.</i> <i>Rationale: Given the governance and strategic failures of the past decade, it is our general view that the PIK board take accountability by stepping down, more so for those with a long tenure such as Mr Muthupi with over 10 years on the board.</i>	Management	For	For	For	Against
Advisory Votes						
1	Approve Remuneration Policy <i>Rationale: Overall there needs to be clarity on short term vs long term KPIs for the CEO as well as the recently established leadership team (regional heads). The awarding of Mr Summers shares and the vesting nature of that needs more clarity in terms of operational KPIs. It is only prudent that the remuneration structure should evolve given the strategic changes and we await engagement in that process.</i>	Management	For	For	For	Against
2	Approve Implementation of the Remuneration Policy <i>Research Notes: A vote AGAINST this item is warranted: * The new CEO was granted RSP awards, which are substantial in size and which contain performance conditions that are not considered to warrant such award level. * The former CEO's termination payment is higher than his FY2023 full-year fixed pay, with no further details provided by the Company regarding this arrangement.</i> <i>Rationale: As per above</i>	Management	For	Against	Against	Against
Special Resolutions						
1	Approve Directors' Fees for the 2025 and 2026 Annual Financial Periods <i>Research Notes: Item 1 A vote AGAINST this item is warranted: * While no increase is being proposed for the Board Chair fee, it remains significantly higher than that paid to the board chairs of comparable South African retailers. Item 2 A vote AGAINST this item is warranted: * The proposed one-off fees are considered relatively significant vis-à-vis their normal NED fees. * Questions may also be raised as the additional services being recompensed appear out of scope of the NED's normal director responsibilities.</i> <i>Rationale: Given the stage of the business, the Directors contribution to the success of the strategy is key. Board attendance, governance and operational improvements should dictate the fees paid to Directors. A minimum value below market can be guaranteed, but a fixed pay pegged to peers given the stage and history of the business may not be the best incentive in our view.</i>	Management	For	Against	Against	Against

*Shares on Loan data is only provided for a select group of Custodians. Please contact your Client Service Team with any questions.

**The Earliest Cutoff Date refers to the earliest voting cutoff for clients who hold positions across multiple Custodians and is provided for informational purposes only. For ballot-specific deadlines or early deadline information, please refer to the individual ballot details when voting within ProxyExchange.

Pick N Pay Stores Limited

PIK

Primary CUSIP: S60947108

Primary ISIN: ZAE000005443

Primary SEDOL: 6688068

Country: South Africa

Country of Operation: South Africa

ISS Country of Coverage: South Africa

Industry Sector: Consumer Staples Distribution & Retail

Market Cap (USD): 1,116,800,000.00

ISS Governance QualityScore: 8

Meeting Date: 27-Aug-24

Record Date: 16-Aug-24

Meeting Type: Annual

Meeting ID: 1880162

Percentage Votable Shares: 1.25398

Workflow Tag:

2	Approve Additional Director Fees to be Paid in the 2025 Financial Period	Management	For	Against	Against	For
---	--	------------	-----	---------	---------	-----

*Research Notes: Item 1 A vote AGAINST this item is warranted: * While no increase is being proposed for the Board Chair fee, it remains significantly higher than that paid to the board chairs of comparable South African retailers. Item 2 A vote AGAINST this item is warranted: * The proposed one-off fees are considered relatively significant vis-à-vis their normal NED fees. * Questions may also be raised as the additional services being recompensed appear out of scope of the NED's normal director responsibilities.*

3	Approve Financial Assistance in Terms of Section 45 of the Companies Act	Management	For	For	For	For
---	--	------------	-----	-----	-----	-----

4	Authorise Repurchase of Issued Share Capital	Management	For	For	For	For
---	--	------------	-----	-----	-----	-----

Rationale: Although there is a risk of the Ackerman family increasing their controlling stake in the business, we find the benefit of buying back shares more beneficial than the potential risk of a controlling share from the founding family.

Institutional Account (name, number)	Custodian Account Number	Account Group	Ballot ID	Control Number	Ballot Ingestion Date	Share-blocking	Ballot Cutoff Date	Ballot Status	Instructed	Approved	Ballot Voting Status	Votable Shares	Shares Instructed
Auto Workers Provident Fund, 110135680006	110135680006	Mergence	186345440	N/A	30-Jul-24	No	16-Aug-24	Sent	smaruma 19-Aug-24	smaruma 19-Aug-24		238,907	238,907
Copartes Pension Fund, 110135680013	110135680013	Mergence	186345452	N/A	30-Jul-24	No	16-Aug-24	Sent	smaruma 19-Aug-24	smaruma 19-Aug-24		12,568	12,568
Electrical Contracting Industry Pension Fund -Mergence, 62738058082	ZA0000071112	Mergence	186345460	N/A	30-Jul-24	No	19-Aug-24	Sent	smaruma 19-Aug-24	smaruma 19-Aug-24		109,463	109,463
Engineering Industry Pension Fund, ZA0400856417	ZA0400856417	Mergence	186345465	N/A	30-Jul-24	No	16-Aug-24	Sent	smaruma 19-Aug-24	smaruma 19-Aug-24		218,567	218,567
FRB ITF Mergence Equity Prime Fund, 62814729622	ZA0000071680	Mergence	186345462	N/A	30-Jul-24	No	19-Aug-24	Sent	smaruma 19-Aug-24	smaruma 19-Aug-24		37,428	37,428
GEPF- Mergence, 120034270006	120034270006	Mergence	186345456	N/A	30-Jul-24	No	16-Aug-24	Sent	smaruma 19-Aug-24	smaruma 19-Aug-24		6,565,792	6,565,792
Impala Workers Provident Fund, 110135680015	110135680015	Mergence	186345453	N/A	30-Jul-24	No	16-Aug-24	Sent	smaruma 19-Aug-24	smaruma 19-Aug-24		180,132	180,132
KZN Municipal Pension Fund, 150045620007	150045620007	Mergence	186345458	N/A	30-Jul-24	No	16-Aug-24	Sent	smaruma 19-Aug-24	smaruma 19-Aug-24		259,604	259,604
Medshield Medical Scheme, ZA0000073433	ZA0000073433	Mergence	186345463	N/A	30-Jul-24	No	19-Aug-24	Sent	smaruma 19-Aug-24	smaruma 19-Aug-24		17,819	17,819
Metal Industries Provident Fund, ZA0400669099	ZA0400669099	Mergence	186345464	N/A	30-Jul-24	No	16-Aug-24	Sent	smaruma 19-Aug-24	smaruma 19-Aug-24		637,713	637,713
Motor Industry Pension Fund, 110135680012	110135680012	Mergence	186345441	N/A	30-Jul-24	No	16-Aug-24	Sent	smaruma 19-Aug-24	smaruma 19-Aug-24		12,555	12,555
Motor Industry Provident Fund, 110135680005	110135680005	Mergence	186345439	N/A	30-Jul-24	No	16-Aug-24	Sent	smaruma 19-Aug-24	smaruma 19-Aug-24		162,806	162,806
Municipal Councillors Pension Fund, 130038900006	130038900006	Mergence	186345457	N/A	30-Jul-24	No	16-Aug-24	Sent	smaruma 19-Aug-24	smaruma 19-Aug-24		92,678	92,678

*Shares on Loan data is only provided for a select group of Custodians. Please contact your Client Service Team with any questions.

**The Earliest Cutoff Date refers to the earliest voting cutoff for clients who hold positions across multiple Custodians and is provided for informational purposes only. For ballot-specific deadlines or early deadline information, please refer to the individual ballot details when voting within ProxyExchange.

Date Printed: 23-Sep-24

Last Date Votes were Submitted for the Meeting: 19-Aug-24

Total Number of Ballots Instructed: 17

Total Number of Shares Instructed: 9,350,414

Total Number of Ballots Uninstructed: 0

Total Number of Shares Uninstructed: 0

Pick N Pay Stores Limited

PIK

Primary CUSIP: S60947108

Primary ISIN: ZAE000005443

Primary SEDOL: 6688068

Country: South Africa

Country of Operation: South Africa

ISS Country of Coverage: South Africa

Industry Sector: Consumer Staples Distribution & Retail

Market Cap (USD): 1,116,800,000.00

ISS Governance QualityScore: 8

Meeting Date: 27-Aug-24

Record Date: 16-Aug-24

Meeting Type: Annual

Meeting ID: 1880162

Percentage Votable Shares: 1.25398

Workflow Tag:

National Home Builders Registration Council (NHBRC), 62529334914	ZA0000070150	Mergence	186345459	N/A	30-Jul-24	No	19-Aug-24	Sent	smaruma 19-Aug-24	smaruma 19-Aug-24	112,208	112,208
North West University, 62803922881	ZA0000071555	Mergence	186345461	N/A	30-Jul-24	No	19-Aug-24	Sent	smaruma 19-Aug-24	smaruma 19-Aug-24	48,330	48,330
Telkom Retirement Fund, 120029530057	120029530057	Mergence	186345455	N/A	30-Jul-24	No	16-Aug-24	Sent	smaruma 19-Aug-24	smaruma 19-Aug-24	34,358	34,358
UIF- Mergence, 120027870011	120027870011	Mergence	186345454	N/A	30-Jul-24	No	16-Aug-24	Sent	smaruma 19-Aug-24	smaruma 19-Aug-24	609,486	609,486
Total Shares:											9,350,414	9,350,414

*Shares on Loan data is only provided for a select group of Custodians. Please contact your Client Service Team with any questions.

**The Earliest Cutoff Date refers to the earliest voting cutoff for clients who hold positions across multiple Custodians and is provided for informational purposes only. For ballot-specific deadlines or early deadline information, please refer to the individual ballot details when voting within ProxyExchange.