

MR PRICE GROUP LIMITED

SECTION ONE: INFORMATION FROM AGMs AND ANNUAL REPORTS

1. Date of most recent AGM: 31/08/2016

2. Link to AGM minutes/ Results of recent AGM: http://www.moneyweb.co.za/mny_sens/mr-price-group-limited-report-on-proceedings-at-the-annual-general-meeting-3/

3. Comment on Remuneration Policy/Report

The policy is worded well. However, no clear target numbers are provided to the extent required to recalculate bonuses yet, and this means that a responsible investor cannot hold the company to account in this respect.

The cash remuneration paid to the chief executive amounts to 254,5 times a notional R60 000 salary, while the chairman received a ratio of 22,1 times. The CEO remuneration ratio is regarded to be very high and socially unacceptable.

4. Comment on Social and Environmental matters:

The company mentions involvement in SEDEX (the Supplier Ethical Data Exchange) and in ETI (Ethical Trading Initiative), which implies a focus on eradicating and avoiding sweatshop operations in its supply chain, together with what it calls a Traceability System.

The company mentions support for SA cotton producers, which has positive employment and economic growth connotations.

Environmental aspects such as the optimisation of energy consumption and the reduction in carbon footprint are covered briefly (p47 of the IR) and the result is said to be a saving of some 29 000 tonnes of CO₂. Packaging and waste are said to be showing strong improvements in terms of saving, and the company states that a head office saving of 50% was achieved over the past year. Recycling is apparently entrenched in all aspects of its business. Vehicles have used 14,5% less fuel compared with the previous year, according to the integrated report.

No independent assurance statement is provided for these claims.

The Social, Ethics, Transformation and Sustainability committee of the board monitors the company's activities as required by the Companies Act. It also supports the "Building a sustainable value chain" project (p41 of the IR).

5. Comment on King III compliance register

Mr Price Group has applied or explained their reasons for non-application of all the principles embodied in the King III code of corporate governance, even in cases where these are not considered applicable to it.

We do not agree that King III (at 2.22) requires disclosure of the board evaluation results in detail, and thus do not accept the viewpoint that it would not be appropriate to disclose the evaluation. In fact, at various points in the IR, brief comments are available on the committee and board evaluation results.

We do not agree that it is premature to provide independent assurance of the integrated report (King III p13), material sustainability issues (King III at 3.4.4, 9.3.3) and IT internal controls and governance (King III at 5.1.5, 5.4.3).

6. RAITH Investment criteria

There are currently no signs that Mr Price Group is involved, or plans to become involved in areas that would be objectionable in terms of the RAITH criteria.

7. BEPS

8. PAIA Requests

9. Social and Labour Plans

SECTION 2: SENS RELEASES

DATE OF RELEASE	DESCRIPTION	LINK
12.01.16	MR PRICE GROUP LIMITED – Notification in Terms of Section 122 (3) of The Companies Act and Paragraph 3.83(b) of the JSE Listing Requirements	http://www.moneyweb.co.za/mny_sens/mr-price-group-limited-notification-in-terms-of-section-122-3-of-the-companies-act-and-paragraph-3-83b-of-the-jse-listing-requirements/
15.01.16	MR PRICE GROUP LIMITED – Trading update for the third quarter (Q3 FY2016)	http://www.moneyweb.co.za/mny_sens/mr-price-group-limited-trading-update-for-the-third-quarter-q3-fy2016/
25.01.16	MR PRICE GROUP LIMITED – Purchase of shares by Share Trusts	http://www.moneyweb.co.za/mny_sens/mr-price-group-limited-purchase-of-shares-by-share-trusts-11/
12.02.16	MR PRICE GROUP LIMITED – Dealings in securities by directors	http://www.moneyweb.co.za/mny_sens/mr-price-group-limited-dealings-in-securities-by-directors-3/
04.04.16	MR PRICE GROUP LIMITED – Notice to shareholders of Mr Price Group Limited in terms of section 45(5) of the Companies Act	http://www.moneyweb.co.za/mny_sens/mr-price-group-limited-notice-to-shareholders-of-mr-price-group-limited-in-terms-of-section-455-of-the-companies-act/

21.04.16	MR PRICE GROUP LIMITED – Engagement with stakeholders on F2016 results	http://www.moneyweb.co.za/mny_sens/mr-price-group-limited-engagement-with-stakeholders-on-f2016-results/
23.05.16	MR PRICE GROUP LIMITED – Final trading statement and final cash dividend declaration for the 53 weeks ended 2 April 2016	http://www.moneyweb.co.za/mny_sens/mr-price-group-limited-final-trading-statement-and-final-cash-dividend-declaration-for-the-53-weeks-ended-2-april-2016/
31.05.16	MR PRICE GROUP LIMITED – Summary of audited group results and final cash dividend declaration for the 53 weeks ended 2 April 2016	http://www.moneyweb.co.za/mny_sens/mr-price-group-limited-summary-of-audited-group-results-and-final-cash-dividend-declaration-for-the-53-weeks-ended-2-april-2016/
03.06.16	MR PRICE GROUP LIMITED – Notification in terms of section 122(3) of the Companies Act and paragraph 3.83(b) of the JSE Listing Requirements	http://www.moneyweb.co.za/mny_sens/mr-price-group-limited-notification-in-terms-of-section-1223-of-the-companies-act-and-paragraph-3-83b-of-the-jse-listing-requirements/
06.06.16	MR PRICE GROUP LIMITED – Dealings in securities by directors	http://www.moneyweb.co.za/mny_sens/mr-price-group-limited-dealings-in-securities-by-directors-4/
08.06.16	MR PRICE GROUP LIMITED – Dealings in securities by directors	http://www.moneyweb.co.za/mny_sens/mr-price-group-limited-dealings-in-securities-by-directors-5/
30.06.16	MR PRICE GROUP LIMITED – No change statement notice of Annual General Meeting and specific repurchase of treasury shares	http://www.moneyweb.co.za/mny_sens/mr-price-group-limited-no-change-statement-notice-of-annual-general-meeting-and-specific-repurchase-of-treasury-shares/
07.07.16	MR PRICE GROUP LIMITED – Exercise of options and subsequent sale of shares by director	http://www.moneyweb.co.za/mny_sens/mr-price-group-limited-exercise-of-options-and-subsequent-sale-of-shares-by-director/
31.08.16	MR PRICE GROUP LIMITED – Trading update for the 18 weeks ended 6 August 2016	http://www.moneyweb.co.za/mny_sens/mr-price-group-limited-trading-update-for-the-18-weeks-ended-6-august-2016/
31.08.16	MR PRICE GROUP LIMITED – Report on proceedings at the annual general meeting	http://www.moneyweb.co.za/mny_sens/mr-price-group-limited-report-on-proceedings-at-the-annual-general-meeting-3/
01.09.16	MR PRICE GROUP LIMITED – Notice to shareholders of Mr Price Group Limited	http://www.moneyweb.co.za/mny_sens/mr-price-group-limited-notice-to-shareholders-of-mr-price-group-limited/
02.09.16	MR PRICE GROUP LIMITED – Announcement in respect of the trading update released on 31 August 2016	http://www.moneyweb.co.za/mny_sens/mr-price-group-limited-announcement-in-respect-of-the-trading-update-released-on-31-august-2016/
14.10.16	MR PRICE GROUP LIMITED – Resignation of company secretary	http://www.moneyweb.co.za/mny_sens/mr-price-group-limited-resignation-of-company-secretary/
25.10.16	MR PRICE GROUP LIMITED – Engagement with stakeholders on	http://www.moneyweb.co.za/mny_sens/mr-price-group-limited-engagement-with-

	F2017 interim results	stakeholders-on-f2017-interim-results/
14.11.16	MR PRICE GROUP LIMITED – Unaudited group results and interim cash dividend declaration for the 26 weeks ended 1 October 2016	http://www.moneyweb.co.za/mny_sens/mr-price-group-limited-unaudited-group-results-and-interim-cash-dividend-declaration-for-the-26-weeks-ended-1-october-2016/
15.11.16	MR PRICE GROUP LIMITED – Dealings in securities by a director	http://www.moneyweb.co.za/mny_sens/mr-price-group-limited-dealings-in-securities-by-a-director-9/
06.12.16	MR PRICE GROUP LIMITED – Acceptances of long term incentives by directors	http://www.moneyweb.co.za/mny_sens/mr-price-group-limited-acceptances-of-long-term-incentives-by-directors/
07.12.16	MR PRICE GROUP LIMITED – Dealings in securities by directors and the company secretary	http://www.moneyweb.co.za/mny_sens/mr-price-group-limited-dealings-in-securities-by-directors-and-the-company-secretary-3/