



Shareholder Information

Notice of annual general meeting

for the year ended 28 June 2009

Notice is hereby given that the annual general meeting of the Company will be held at 08:30 at Massmart House, 16 Peltier Drive, Sunninghill Ext 6, Sandton, on Wednesday, 25 November 2009, for purposes of:

1. Transacting the following business:
 - 1.1 to receive and adopt the annual financial statements of the Company and the Group for the year ended 28 June 2009;
 - 1.2 to elect directors in the place of those retiring in accordance with the Company's Articles of Association; and
 - 1.3 to transact such other business as may be transacted at an annual general meeting.
2. Considering and, if deemed fit, passing, with or without modification, the following ordinary and special resolutions:

Ordinary resolutions

1. "Resolved that the annual financial statements of the Company and the Group for the year ended 28 June 2009, circulated together with this notice, be and are hereby adopted."
2. "Resolved that Mr MD Brand, who retires by rotation and has offered himself for re-election, be and is hereby re-elected to the Board of Directors of the Company."
3. "Resolved that Mr ZL Combi, who retires by rotation and has offered himself for re-election, be and is hereby re-elected to the Board of Directors of the Company."
4. "Resolved that Mr GRC Hayward, who retires by rotation and has offered himself for re-election, be and is hereby re-elected to the Board of Directors of the Company."
5. "Resolved that Mr JC Hodkinson, who retires by rotation and has offered himself for re-election, be and is hereby re-elected to the Board of Directors of the Company."
6. "Resolved that Mr P Maw, who retires by rotation and has offered himself for re-election, be and is hereby re-elected to the Board of Directors of the Company."
7. "Resolved that the non-executive directors' annual remuneration for the 2010 financial year, and which are unchanged from the 2009 financial year, be set as follows:

Chairman of the Board	R675 000	Committee chairmen	R200 000
Deputy Chairman	R490 000	Committee members	R94 000
Directors	R200 000		

with members of the Audit Committee receiving an additional R25 000 each due to the increased meetings and responsibilities brought about by the Corporate Laws Amendment Act."

8. "Resolved that Deloitte & Touche (with Mr André Dennis as the Audit Partner) be and are hereby re-elected as the Company's auditors for the ensuing financial year, as approved by the Massmart Audit Committee and recommended to shareholders."
9. "Resolved that all the ordinary shares in the authorised but unissued share capital of the Company be and are hereby placed under the control of the directors in terms of section 221(2) of the Companies Act No. 61 of 1973, as amended ("the Act"), who shall be authorised to allot and issue such shares to such person or persons on such terms and conditions as they may deem fit but not exceeding 5% (five percent) of the number of ordinary shares already in issue. Such allotment will be in accordance with the Act and the JSE Limited ("JSE") Listings Requirements.
10. "Resolved that, subject to the JSE Listings Requirements, the directors be and are hereby authorised to issue the ordinary shares in the authorised but unissued share capital of the

Insight

Initial appointment dates of directors standing for re-election

MD Brand	25 Feb 2003
ZL Combi	25 Feb 2003
GRC Hayward	15 May 2001
JC Hodkinson	25 August 2004
P Maw	25 Feb 2003

Further reading

Biographical details of these directors can be found on page 17-19

MASSMART AT A GLANCE

Company for cash to such person or persons on such terms and conditions as they may deem fit, subject to the following:

- 10.1 the shares shall be of a class already in issue;
- 10.2 the shares shall be issued to public shareholders (as defined in the JSE Listings Requirements) and not to related parties (as defined in the JSE Listings Requirements);
- 10.3 the issues in the aggregate in any one financial year shall not exceed 5% (five percent) of the number of shares already in issue;
- 10.4 the maximum discount at which the shares may be issued shall be 10% (ten percent) of the weighted average traded price of the shares over the 30 (thirty) business days prior to the date that the price is agreed between the Company and the party subscribing for the securities;
- 10.5 the authority hereby granted will be valid until the Company's next annual general meeting, provided that it will not extend to beyond 15 (fifteen) months; and
- 10.6 once the securities have been issued, the Company shall publish an announcement in accordance with paragraph 11.22 of the JSE Listings Requirements.

Pursuant to the requirements of JSE Listings Requirements, the Company will only be entitled to implement this general authority to allot and issue ordinary shares for cash if this Ordinary Resolution Number 10 is passed by a majority of 75% (seventy-five percent) or more of the votes cast by all Massmart shareholders present or represented by proxy at the annual general meeting, excluding any votes which may be cast by the Massmart Holdings Limited Employee Share Trust.

11. "Resolved that, subject to the passing and registration of Special Resolutions Numbers 2 and 3 and the passing of Ordinary Resolution Number 12, that the Company is hereby authorised by way of a specific authority in terms of section 221 of the Companies Act No. 61 of 1973, as amended and the JSE Listings Requirements to allot and issue 2,000,000 (two million) B convertible, redeemable, participating preference shares with a par value of R0.01 (one cent) each in the authorised but unissued share capital of the Company at an issue price of R0.01 (one cent) per B convertible, redeemable, participating preference share to the trustees for the time being of the Massmart Black Scarce Skills Trust (formerly the Massmart Black Management Trust) (Master's Reference No. IT 7745/06) pursuant to the terms and conditions of the subscription agreement which will lie open for inspection for 14 (fourteen) days prior to the date of the annual general meeting at which this resolution will be proposed."

In terms of the JSE Listings Requirements, the passing of Ordinary Resolution Number 11 is achieved by the attainment of a 75% (seventy five percent) majority of the votes cast in favour of such resolution by all shareholders present in person or represented by proxy or represented at the annual general meeting, excluding the votes attached to shares owned or controlled by existing participants of the Trust.

12. "Resolved that, subject to the passing and registration of Special Resolutions Numbers 2 and 3 and the passing of Ordinary Resolution Number 11, that the number of B convertible, redeemable, participating preference shares with a par value of R0.01 (one cent) that may be allocated by the trustees of the Massmart Black Scarce Skills Trust (formerly the Massmart Black Management Trust) (Master's Reference No. IT 7745/06) ('the Trust') be increased from 2,000,000 (two million) to 4,000,000 (four million) and otherwise on the terms and conditions of the deed of the Trust."

In terms of the JSE Limited Listings Requirements, the passing of Ordinary Resolution Number 12 is achieved by the attainment of a 75% (seventy five percent) majority of the votes cast in favour of such resolution by all shareholders present in person or represented by proxy or represented at the annual general meeting, excluding the votes attached to shares owned or controlled by existing participants of the Trust.

Reason and effect

Since establishing the Massmart Black Scarce Skills Trust in late 2006 the Group has found that these shares are a meaningful tool to attract and retain skilled black managers and executives. As a result, the directors wish to double the total amount of shares that may be issued from the existing two million to four million. The additional shares will not be issued to existing employees or participants but rather to new employees, managers and executives.

Definitions

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"related party" means

- a material shareholder
- any person that is, or within the 12 months preceding the date of the transaction was, a director of the issuer or of any subsidiary of its holding company
- any advisor to the issuer that has, or within the 12 months preceding the date of the transaction had, a beneficial interest, whether direct or indirect, in the listed company or any of its associates
- any person that is, or within the 12 months preceding the date of the transaction was, a principal executive officer of the issuer, by whatever position he may be, or may have been, designated and whether or not he is, or was, a director
- the asset manager or management company of a property entity including anyone whose assets they manage or administer
- the controlling shareholder of the above asset manager/management company
- an associate of any of the persons mentioned above

Special resolutions

Provided members holding in the aggregate not less than 25% (twenty-five percent) of the total votes of all members entitled to vote at the annual general meeting are present in person or by proxy, the approval of a 75% (seventy-five percent) majority of the votes cast by members present or represented by proxy at the annual general meeting and entitled to vote is required for the special resolutions to become effective:

Special Resolution Number 1

“Resolved that the Company and/or its subsidiaries be and are hereby authorised in terms of sections 85(2) and 85(3) of the Companies Act 61 of 1973, as amended (“the Act”), and the JSE Listings Requirements, from time to time to acquire the ordinary and/or preference shares in the issued share capital of the Company from such shareholder/s, at such price, in such manner and subject to such terms and conditions as the directors may deem fit, but subject to the Articles of Association of the Company, the Act and the JSE Listings Requirements, and provided that:

- 1.1 the authority hereby granted will be valid until the Company’s next annual general meeting, provided that it will not extend to beyond 15 (fifteen) months from the date of registration of this special resolution;
- 1.2 acquisitions may not be made at a price greater than 10% (ten percent) above the weighted average of the market value for the shares determined over the 5 (five) business days prior to the date that the price for the acquisition is effected;
- 1.3 acquisitions in the aggregate in any one financial year shall not exceed 15% (fifteen percent) of that class of the Company’s issued share capital;
- 1.4 the repurchase of securities will be effected through the order book operated by the JSE trading system and will be done without any prior understanding or arrangement between the Company and the counterparty;
- 1.5 the Company will only appoint one agent, at any point in time, to effect the repurchases on the Company’s behalf;
- 1.6 the Company will only undertake a repurchase of securities if, after such repurchases, the Company complies with the shareholder spread requirements of the JSE;
- 1.7 neither the Company nor its subsidiaries may repurchase securities during a prohibited period unless a repurchase programme is in place where the dates and quantities of securities to be traded during the relevant period are fixed and where full details of the programme have been disclosed in an announcement over SENS prior to the commencement of the prohibited period; and
- 1.8 an announcement complying with paragraph 11.27 of the JSE Listings Requirements will be published by the Company when the Company and/or its subsidiaries have cumulatively repurchased 3% (three percent) of the Company’s issued ordinary and/or preference share capital and for each 3% (three percent) in aggregate thereafter.”

Statement by the Board of Directors

In accordance with the JSE Listings Requirements, the directors state that:

- a) the intention of the directors is to utilise the authority at a future date, provided that the cash resources of the Company are in excess of its requirements. In this regard, the directors will take into account, *inter alia*, an appropriate capitalisation structure for the Company and the long-term cash needs of the Company, and will ensure that any such utilisation is in the interests of the shareholders.
- b) having considered the effect of the maximum number of ordinary and preference shares that may be acquired pursuant to the authority and the date upon which such acquisition/s will take place:
 - the Company and the Company and its subsidiaries (“the Group”) will in the ordinary course of business be able to pay its debts for a period of twelve months after the date of this notice of annual general meeting.
 - the assets of the Company and the Group will be in excess of the liabilities of the Company and the Group for a period of twelve months after the date of this notice of annual general meeting, such assets and liabilities being fairly valued in accordance with International Financial Reporting Standards and in accordance with the accounting policies used in the annual financial statements of the Company and the Group for the year ended 28 June 2009.

Insight

Buybacks

Date	No of shares	Share price	Total transaction value (Rm)
21-Aug-08	104,503	80.63	8.5
22-Aug-08	195,497	80.07	15.7
20-Nov-08	26,820	79.87	2.2
21-Nov-08	20,498	79.98	1.6
24-Nov-08	87,799	78.94	7.0
25-Nov-08	164,883	79.99	13.3
27-Nov-08	100,000	80.92	8.1
18-May-09	230,344	75.32	17.4
19-May-09	484,656	77.42	37.7
20-May-09	35,000	77.64	2.7
28-May-09	85,537	78.00	6.7
29-May-09	64,463	78.99	5.1

- the issued share capital and reserves of the Company and the Group will be adequate for ordinary business purposes for a period of twelve months after the date of this notice of annual general meeting.
- the working capital available to the Company and the Group will be adequate for ordinary business purposes for a period of twelve months after the date of this notice of annual general meeting.

The Company will ensure that its sponsor provides the necessary sponsor letter on the adequacy of the working capital in terms of the JSE Listings Requirements, prior to the commencement of any repurchase of the Company shares on the open market.

Reason and effect

The reason for Special Resolution Number 1 is to give a mandate to the directors to repurchase ordinary and preference shares in the Company.

The effect of Special Resolution Number 1 will be that the Company and its subsidiaries will be authorised to acquire ordinary and preference shares in the Company.

Special Resolution Number 2

“Resolved, subject to the passing and registration of Special Resolution Number 3 and the passing of Ordinary Resolutions Numbers 11 and 12 that the authorised share capital of the Company be increased from R5,400,000 (five million four hundred thousand rand) comprising:

- 500,000,000 (five hundred million) ordinary shares with a par value of R0.01 (one cent) each;
- 20,000,000 (twenty million) non-redeemable, cumulative, non-participating preference shares with a par value of R0.01 (one cent) each;
- 18,000,000 (eighteen million) ‘A’ convertible, redeemable, non-cumulative, participating preference shares with a par value of R0.01 (one cent) each; and
- 2,000,000 (two million) ‘A’ convertible, redeemable, participating preference shares with a par value of R0.01 (one cent) each (the ‘B Preference Shares’)

(the ‘Current Share Capital’) to R5,420,000 (five million four hundred and twenty thousand rand) comprising the Current Share Capital and an additional 2,000,000 (two million) B preference shares by creating the said 2,000,000 B preference shares having the rights, privileges, restrictions and conditions as set out in Article 43 of the Articles of Association of the Company.”

Reason and effect

The reason for and effect of Special Resolution Number 2 is to increase the authorised share capital of the Company from R5,400,000 (five million four hundred thousand rand) to R5,420,000 (five million four hundred and twenty thousand rand) to enable the Company to create an additional 2,000,000 B preference shares which will be subscribed for by the trustees of the Massmart Black Scarce Skills Trust (formerly the Massmart Black Management Trust) (Master’s Reference No. IT 7745/06) which will enable the trustees to allocate an additional 2,000,000 B preference shares to the beneficiaries of the Massmart Black Scarce Skills Trust.

Special Resolution Number 3

“Resolved, subject to the passing and registration of Special Resolution Number 2 and the passing of Ordinary Resolutions Numbers 11 and 12, that Articles 42 and 43 of the Articles of Association of the Company be and are amended as follows:

- by the deletion of Article 42.1.4 and its replacement with
“B’ preference shares” means the 4,000,000 (four million) convertible, redeemable, participating preference shares with a par value of R0.01 (one cent) each in the share capital of the Company having the rights, privileges, restrictions and conditions as set out in Article 43;
- by the deletion of Article 43.1.2 and its replacement with
“B’ preference shares” means the 4,000,000 (four million) convertible, redeemable, participating preference shares with a par value of R0.01 (one cent) each in the share capital of the Company having the rights, privileges, restrictions and conditions as set out in this Article 43;
- by the deletion of Article 43.2.14.3 and its replacement with
“no additional ‘B’ preference shares in excess of 4,000,000 (four million) shall be issued without the approvals of the ordinary shareholders and the JSE Limited”.

Reason and effect

The reason for and effect of Special Resolution Number 3 is to amend the Articles of Association of the Company relating to the B preference shares to cater for the increase in and issue of an additional 2,000,000 B preference shares.

Voting and proxies

All holders of ordinary and preference shares in the share capital of the Company are entitled to attend and vote at the annual general meeting. Subject to any rights or restrictions for the time being attached to any ordinary and/or preference shares, on a show of hands, every holder of ordinary and/or preference shares who is present in person, or a proxy, or in the case of a Company, the representative appointed in terms of section 188 of the Companies Act 61 of 1973, as amended ("the Act"), has one vote irrespective of the number of shares he/she holds or represents. On a poll, each holder of ordinary and/or preference shares or his/her proxy has so many votes for each ordinary and preference share (as the case may be) as is determined in accordance with section 195 of the Act read with the Company's Articles of Association.

In terms of the JSE Listings Requirements, Massmart ordinary shares held by and registered in the name of the Massmart Holdings Limited Employee Share Trust will not have their votes at the annual general meeting taken into account for JSE Listings Requirements resolution approval purposes.

However, Massmart preference shares held by the Massmart Thuthukani Empowerment Trust and the Massmart Black Scarce Skills Trust will have their votes at the annual general meeting taken into account for JSE Listings Requirements resolution approval purposes.

If you hold certificated shares (ie have not dematerialised your shares in the Company) or are registered as an 'own name' dematerialised shareholder, then:

- you may attend and vote at the annual general meeting; alternatively
- you may appoint a proxy to represent you at the meeting by completing the attached form of proxy and returning it to the registered office of the Company to be received by no later than 48 (forty-eight) hours prior to the time appointed for the holding of the meeting (excluding Saturdays, Sundays and public holidays within SA).

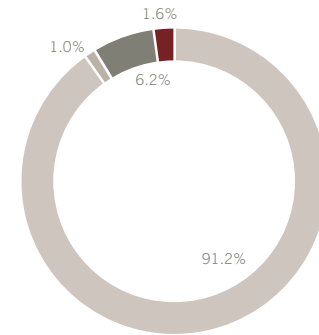
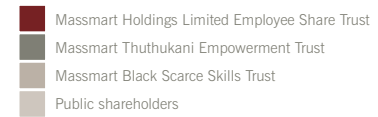
If you own dematerialised shares (ie have replaced the paper share certificates representing the shares with electronic records of ownership under the JSE's electronic settlement system, Strate Limited ("Strate")), and are not registered as an 'own name dematerialised shareholder' (ie have not specifically instructed your Central Securities Depository Participant ("CSDP") to hold your shares in your own name on the Company's subregister), then, subject to the mandate between yourself and your CSDP or broker:

- if you wish to attend the annual general meeting you must contact your CSDP or broker, 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, as the case may be, and furnish it with your voting instructions in respect of the annual general meeting. You must 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 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 to be received not less than 48 (forty-eight) hours prior to the time appointed for the holding of the meeting.

Voting percentages

Ordinary shares	201,302,639
'A' preference shares	17,758,998
'B' preference shares	1,979,060
Issued share capital	221,040,697



Shares held by the employee share trust will not be taken into account for Special Resolution Number 1.

In terms of the JSE Listings Requirements for Special Resolution Number 1, general information is included in the annual report attached, including:

(i) Directors and management	17-21
(ii) Major shareholders	195
(iii) Material changes	132
(iv) Directors' interests in securities	131
(v) Share capital of the Company	164
(vi) Litigation	132

The Directors whose names appear on pages 17 to 19 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 notice to the annual general meeting contains all information required by law and the JSE Listings Requirements.

By order of the Board



Ilan Zwarenstein
Company Secretary

5 October 2009

Form of proxy

For use by certificated and 'own name' dematerialised shareholders only

Massmart Holdings Limited
(Incorporated in the Republic of South Africa)
Registration number 1940/014066/06
JSE share code: MSM
ISIN: ZAE000029534
("Massmart" or "the Company")

FOR COMPLETION ONLY BY MASSMART SHAREHOLDERS WHO HAVE NOT YET DEMATERIALISED THEIR SHARES OR WHO HAVE DEMATERIALISED THEIR SHARES WITH OWN NAME REGISTRATION.

A shareholder is entitled to appoint one or more proxies (none of whom need to be shareholders of Massmart) to attend, speak and vote or abstain from voting in the place of that shareholder at the annual general meeting.

I/We (Please print names in full)

of (address)

being a member/members of the abovementioned Company and holding ordinary shares and/or

preference shares in the Company hereby appoint

or failing him/her, or failing him/her, the Chairman of the annual general meeting as my/our proxy to vote for me/us on my/our behalf at the annual general meeting of the Company to be held at 08:30 on Wednesday, 25 November 2009 at Massmart House, 16 Peltier Drive, Sunninghill Ext 6, Sandton, and at every adjournment of that meeting.

Signed at this day of 2009.

Signature

Please indicate with an "X" in the appropriate space below how you wish your vote to be cast. If you return this form duly signed, without any specific directions, the proxy shall be entitled to vote as he/she thinks fit.

	In favour of resolution		Against resolution		Abstain from voting	
	Ordinary shares	Preference shares	Ordinary shares	Preference shares	Ordinary shares	Preference shares
Ordinary resolutions						
1. Adoption of the annual financial statements						
2. Re-election of Mr MD Brand to the Board of Directors						
3. Re-election of Mr ZL Combi to the Board of Directors						
4. Re-election of Mr GRC Hayward to the Board of Directors						
5. Re-election of Mr JC Hodgkinson to the Board of Directors						
6. Re-election of Mr P Maw to the Board of Directors						
7. Approval of the non-executive directors' annual remuneration						
8. Re-election of Deloitte & Touche as the Company's auditors						
9. Placement of the unissued ordinary share capital under the control of the directors, limited to 5% (five percent) of the shares in issue						
10. Authorisation for the directors to issue ordinary shares for cash, limited to 5% (five percent) of the shares in issue						
11. Authorisation for the directors to allot and issue 2,000,000 B preference shares						
12. Increase of number of B preference shares the trustees of the Massmart Black Scarce Skills Trust may allocate						
Special resolution						
1. Authorisation for the Company and/or its subsidiaries to repurchase its own shares						
2. Increase in the Company's authorised share capital by the creation of 2,000,000 B preference shares						
3. Amendment of articles 42 and 43 of the Company's Articles of Association						

A member entitled to attend and vote at this meeting is entitled to appoint one or more proxies to attend, speak and vote in his/her stead. A proxy need not be a member of the Company. Proxies must be lodged at the registered office of the Company not less than 48 (forty-eight) hours before the time for holding the meeting.

Notes to the form of proxy

1. A form of proxy is only to be completed by those shareholders who are:
 - 1.1 holding shares in certificated form; or
 - 1.2 recorded on the subregister in dematerialised electronic form in 'own name'.
2. If you have already dematerialised your ordinary and/or preference shares through a Central Securities Depository Participant ("CSDP") or broker and wish to attend the annual general meeting, you must request your CSDP or broker to provide you with a letter of representation or you must instruct your CSDP or broker to vote by proxy on your behalf in terms of the agreement entered into between yourself and your CSDP or broker.
3. A member may insert the name of a proxy or the names of two alternative proxies of the member's choice in the space provided. The person whose name stands first on the form of proxy and who is present at the annual general meeting of shareholders will be entitled to act as proxy to the exclusion of those whose names follow.
4. A member's instructions to the proxy must be indicated by the insertion of the relevant numbers of votes exercisable by the member in the space provided. Failure to comply with the above will be deemed to authorise the proxy to vote or to abstain from voting at the annual general meeting as he/she deems fit in respect of all the member's votes exercisable thereat. A member or the proxy is not obliged to use all the votes exercisable by the member or by the proxy, but the total of the votes cast and in respect of which abstention is recorded may not exceed the total of the votes exercisable by the member or by the proxy.
5. Forms of proxy must be lodged with or posted to the Company's registered office, Massmart House, 16 Peltier Drive, Sunninghill, Ext 6, Sandton, 2191 (Private Bag X4, Sunninghill, 2157), to be received no later than 08:30 on Monday, 23 November 2009.
6. The completion and lodging of this form of proxy will not preclude the relevant member from attending the annual general meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof.
7. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity or other legal capacity must be attached to this form of proxy, unless previously recorded by the transfer secretaries or waived by the Chairman of the annual general meeting.
8. Any alteration or correction made to this form of proxy must be initialled by the signatory/ies.
9. Notwithstanding the foregoing, the Chairman of the annual general meeting may waive any formalities that would otherwise be a prerequisite for a valid proxy.
10. If any shares are jointly held, the first name appearing in the register shall, in the event of any dispute, be taken as a member.