

NOTICE OF ANNUAL GENERAL MEETING 2015

CLICKS GROUP
L I M I T E D



CLICKS GROUP
L I M I T E D

REG. NO. 1996/000645/06

Dear Shareholder

NOTICE OF ANNUAL GENERAL MEETING

We have pleasure in enclosing the notice of annual general meeting and form of proxy for the Clicks Group Limited's 20th annual general meeting of shareholders to be held on Wednesday, 27 January 2016, at the group's head office, corner Searle and Pontac Streets, Cape Town.

The integrated annual report and the annual financial statements for the year ended 31 August 2015 are available for viewing and downloading on the group's website www.clicksgroup.co.za.

Printed copies of the integrated annual report will only be mailed to shareholders on request. Kindly contact Natalie Brand on natalie.brand@clicksgroup.co.za to request a printed copy.

Yours faithfully



David Janks
Company secretary

10 November 2015

NATIONAL SUPPORT CENTRE
CNR SEARLE & PONTAC STREETS, P O BOX 5142, CAPE TOWN 8000, SOUTH AFRICA
TELEPHONE: +27 (0)21 460-1911 FAX: +27 (0)21 461-8221

Directors: DM NUREK (Chairman), F ABRAHAMS, JA BESTER, BD ENGELBRECHT, M FLEMING,
F JAKOET, DA KNEALE (British), DR NS MATLALA, M ROSEN
Company Secretary: DW JANKS

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 20th annual general meeting ("AGM") of shareholders of Clicks Group Limited ("the company") will be held at the registered office of the company, corner Searle and Pontac Streets, Cape Town on 27 January 2016 at 09:00. The board of directors of the company have determined that the record date for all purposes of determining which shareholders are entitled to participate in and vote at this AGM is 15 January 2016. The last date to trade in order to be eligible to vote is 8 January 2016. At the AGM the following resolutions will be proposed, considered, and if deemed fit, passed with or without amendment, and such other business will be conducted as is required to be dealt with at the AGM in terms of the Companies Act, No 71 of 2008, as amended ("the Companies Act").

1 Presentation of the directors' report

2 Presentation of the audit and risk committee report

3 Presentation of the social and ethics committee report

4 Ordinary resolution number 1 – adoption of financial statements

To receive and consider for adoption the annual financial statements incorporating the directors' report and the audit and risk committee report of the company and its subsidiaries ("the group") for the year ended 31 August 2015. The financial statements are available on the company's website: www.clicksgroup.co.za.

"Resolved that the audited annual financial statements of the group incorporating the directors' report, the audit and risk committee report and the independent auditor's report for the year ended 31 August 2015 be accepted and adopted."

5 Ordinary resolution number 2 – reappointment of auditors

To approve the reappointment of Ernst & Young Inc. as auditors of the company for the ensuing year and to note that the individual registered auditor who will undertake the audit is Malcolm Rapson. The audit and risk committee has recommended that the firm and the designated auditor be reappointed for the ensuing period.

"Resolved that the firm Ernst & Young Inc. and Malcolm Rapson as the designated auditor be reappointed for the ensuing year."

6 Ordinary resolution number 3 – re-election of director

To consider the re-election as a director of the company of David Nurek who retires in accordance with the company's memorandum of incorporation ("MOI") and being eligible, offers himself for re-election. In compliance with paragraph 3.84 of the JSE Listings Requirements ("the Listings Requirements"), a brief curriculum vitae is provided in Annexure 1 to this notice.

"Resolved that David Nurek be and is hereby elected as a director."

7 Ordinary resolution number 4 – re-election of director

To consider the re-election as a director of the company of Fatima Jakoet who retires in accordance with the MOI and being eligible, offers herself for re-election. In compliance

with paragraph 3.84 of the Listings Requirements, a brief curriculum vitae is provided in Annexure 1 to this notice.

"Resolved that Fatima Jakoet be and is hereby elected as a director."

8 Ordinary resolution number 5 – re-election of director

To consider the re-election as a director of the company of David Kneale who retires in accordance with the MOI and being eligible, offers himself for re-election. In compliance with paragraph 3.84 of the Listings Requirements, a brief curriculum vitae is provided in Annexure 1 to this notice.

"Resolved that David Kneale be and is hereby elected as a director."

9. Ordinary resolution number 6 – election of members of the audit and risk committee

Explanatory note

In terms of the Companies Act, at each AGM an audit committee comprising at least three members who are all independent non-executive directors must be elected. It is proposed that the following current members of the audit and risk committee be re-elected for the next year. The election of each member of the audit and risk committee will be voted on separately.

Brief curricula vitae of the members are provided in Annexure 2 to this notice.

Election of John Bester as member of the audit and risk committee

11.1 "Resolved that John Bester be and is hereby elected as a member of the audit and risk committee."

Election of Fatima Jakoet as member of the audit and risk committee

11.2 "Resolved that Fatima Jakoet be and is hereby elected as a member of the audit and risk committee, subject to her re-election as a director of the company."

Election of Nkaki Matlala as member of the audit and risk committee

11.3 "Resolved that Nkaki Matlala be and is hereby elected as a member of the audit and risk committee."

10 Ordinary resolution number 7 (non-binding advisory vote) – approval of the company's remuneration policy

Explanatory note

In terms of principle 2.27 of the King Report on Corporate Governance for South Africa, 2009 ("King III Report"), the company's remuneration policy should be tabled to shareholders for a non-binding advisory vote at the AGM. This vote enables shareholders to express their views on the remuneration policies adopted and on their implementation. Accordingly, the shareholders are requested to endorse the company's remuneration policy set out in the remuneration committee report on pages 33 to 39 of the Clicks Group 2015 Integrated Annual Report, which is available on the company's website: www.clicksgroup.co.za, by way of a non-binding advisory vote.

“Resolved that the company’s remuneration policy contained in the Clicks Group Limited 2015 Integrated Annual Report be accepted and approved.”

11 Special resolution number 1 – general authority to repurchase shares

Explanatory note

The reason for special resolution number 1 is to grant the directors of the company and subsidiaries of the company a general authority in terms of the Companies Act and the Listings Requirements to acquire the company’s ordinary shares, subject to the terms and conditions set out in the resolution. The directors require that such general authority should be implemented in order to facilitate the repurchase of the company’s ordinary shares in circumstances where the directors consider this to be appropriate and in the best interests of the company and its shareholders.

To consider and, if deemed fit, to pass, with or without modification, the following special resolution:

“Resolved that the company hereby approves, as a general approval contemplated in sections 46 and 48 of the Companies Act, the acquisition by the company or any of its subsidiaries from time to time of the issued ordinary 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 MOI, the provisions of the Companies Act and the Listings Requirements as presently constituted and which may be amended from time to time, and provided that:

- any such repurchase shall be implemented through the order book operated by the JSE trading system, without any prior understanding or arrangement between the company and the counterparty;
- authorisation thereto being given by the MOI;
- this general authority shall only be valid until the company’s next AGM, provided that it shall not extend beyond 15 (fifteen) months from the date of passing of this special resolution;
- a SENS announcement will be published as soon as the company and/or its subsidiaries has repurchased ordinary shares constituting, on a cumulative basis, 3% (three per cent) of the initial number of ordinary shares, and for each 3% (three per cent) in aggregate of the initial number of shares repurchased thereafter, containing full details of such repurchases;
- acquisitions by the company and its subsidiaries of shares in the capital of the company in terms of this general authority may not, in the aggregate, exceed in any one financial year 5% (five per cent) of the company’s issued ordinary share capital of the class of the repurchased shares from the date of the grant of this general authority;
- in determining the price at which the company’s shares are acquired by the company or its subsidiaries in terms of this general authority, the maximum premium

at which such shares may be acquired will be 10% (ten per cent) of the weighted average of the market price at which such shares are traded on the JSE for the 5 (five) business days immediately preceding the date the repurchase transaction is effected;

- the company and/or its subsidiaries do not repurchase securities during a prohibited period as defined in paragraph 3.67 of the Listings Requirements unless they have in place a repurchase programme where the dates and quantities of securities to be traded during the relevant period are fixed and full details of the programme will have been submitted to the JSE prior to the commencement of the prohibited period; and
- the company only appoints one agent at any point in time to effect repurchases on its behalf.”

When any such repurchase of the maximum number of ordinary shares in terms of the foregoing general authority is made, the directors will give consideration to the following issues and at the time the repurchase is made, the directors must be of the opinion that:

- the company and the group will be able in the ordinary course of business to pay its debts for a period of 12 (twelve) months after the date of the repurchase;
- the assets of the company and group are to be in excess of the liabilities of the company and group for a period of 12 (twelve) months after the date of the repurchase fairly valued in accordance with the accounting policies used in the audited financial statements for the year ended 31 August 2015;
- the share capital and reserves of the company and group are adequate for ordinary business purposes for a period of 12 (twelve) months after the date of the repurchase;
- the working capital of the company and the group are adequate for ordinary business purposes for a period of 12 (twelve) months after the date of this notice of the AGM; and
- having applied the solvency and liquidity test set out in section 4 of the Companies Act, that the company will satisfy the solvency and liquidity test immediately after completing the proposed repurchase.

The following additional information, some of which may appear in the Clicks Group 2015 Integrated Annual Report, is provided in terms of the Listings Requirements for purposes of this general authority:

Major beneficial shareholders – page 44 of the Integrated Annual Report; and

Share capital of the company – page 36 of the annual financial statements

Directors’ responsibility statement

The directors, whose names appear in the Integrated Annual Report, collectively and individually accept full responsibility for the accuracy of the information pertaining to this special resolution and certify that, to the best of their knowledge and

Notice of Annual General Meeting (continued)

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 special resolution contains all information.

Material changes

Other than the facts and developments reported on in the Integrated Annual Report, there have been no material changes in the affairs or financial position of the group since the date of signature of the audit report and up to the date of this notice.

12 Special resolution number 2 – approval of directors' fees Explanatory note

In terms of section 66(8) of the Companies Act the company may pay remuneration to its directors for their service as directors. Section 66(9) requires the remuneration to be paid in accordance with a special resolution approved by shareholders within the previous two years.

The effect of the special resolution is that the directors will be entitled to the fees to be paid for the period from the AGM to be held in January 2016 until the AGM to be held in January 2017.

The proposed fees are set out in the remuneration committee report on page 38 of the Clicks Group 2015 Integrated Annual Report.

Invitation fee

All non-executive directors who attend committee meetings by invitation at the request of the board shall be eligible to receive the same fee as if they were a member of the committee.

"Resolved that the fees of the directors as reflected in the remuneration committee report be approved for the period from the AGM held in January 2016 until the AGM to be held in January 2017."

13 Special resolution number 3 – general approval to provide financial assistance

Explanatory note

The reason for this special resolution is to provide general authority for the company to provide direct or indirect financial assistance to a related or interrelated company or corporation, subject to sub-sections 45(3) and 45(4) of the Companies Act.

Section 45 of the Companies Act provides, *inter alia*, that any direct or indirect financial assistance to a related or interrelated company or corporation must be provided only pursuant to a special resolution of the shareholders, adopted within the previous two years, which approved such assistance either for the specific recipient, or generally for a category of potential recipients, and the specific recipient falls within that category, and the board of directors must be satisfied that:

- immediately after providing the financial assistance, the company would satisfy the solvency and liquidity test, as defined in section 4 of the Companies Act; and

- the terms under which the financial assistance is proposed to be given are fair and reasonable to the company.

The company, when the need arises, *inter alia*, provides loans to and/or guarantees repayment or other obligations of subsidiaries or related or interrelated companies. The company requires the ability to continue providing financial assistance, if and when necessary, to its current and future subsidiaries and/or any other company or corporation that is or becomes related or interrelated, in accordance with section 45 of the Companies Act.

In the circumstances and in order to, *inter alia*, ensure that the company's subsidiaries and other related and interrelated companies and corporations have access to financing and/or financial backing from the company, it is necessary to obtain the approval of shareholders, as set out in special resolution number 3. The passing of this special resolution will have the effect of allowing the directors of the company to authorise the company to provide direct or indirect financial assistance to the company's subsidiaries and other related and interrelated companies and corporations to allow such persons or companies or corporations to have access to financing and/or financial backing from the company.

It is specifically recorded that the authority sought in this resolution does not authorise the company to provide financial assistance to directors or prescribed officers.

"Resolved that the board of directors of the company may, subject to compliance with the requirements of the company's MOI, the Companies Act and the Listings Requirements, each as presently constituted and as amended from time to time, authorise the company to provide direct or indirect financial assistance by way of a loan, guarantee, the provision of security or otherwise, to any related or interrelated company or corporation, or to any future subsidiaries and/or any other company or corporation that is or becomes related or interrelated to the company, for any purpose or in connection with any matter. The financial assistance may be provided at any time during the period commencing on the date of the adoption of this resolution and ending 2 (two) years after such date."

14 To transact such other business as may be transacted at an annual general meeting

All shareholders of ordinary shares and "A" shares in the company are entitled to attend, speak and vote at the AGM. 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 sub-register), then:

- you may attend and vote at the AGM; alternatively
- you may appoint a proxy to represent you at the AGM by completing the attached form of proxy and returning it to the company's transfer secretaries or the registered office of the company by not less than 2 (two) business days (being 17:00 on Friday, 22 January 2016) prior

to the time appointed for the holding of the meeting. A proxy need not also be a shareholder; alternatively

- you may participate electronically in the manner set out below.

Please note that 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 Limited's electronic settlement system ("STRATE")) held through a CSDP or broker and are not registered as an "own name" dematerialised shareholder, subject to the mandate between yourself and your CSDP or broker, as the case may be:

- if you wish to attend the AGM 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 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 AGM 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 sub-register 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 person on behalf of whom they hold the dematerialised shares, vote by either appointing a duly authorised representative to attend and vote at the AGM or by completing the attached form of proxy in accordance with the instructions thereon and returning it to the company's transfer secretaries or registered office of the company not less than 2 (two) business days (being 17:00 on Friday, 22 January 2016) prior to the time appointed for the holding of the meeting.

The company intends to make provision for shareholders of the company to participate in the AGM by way of electronic communication. Should any shareholder wish to participate in the AGM by way of electronic communication, it is required to give written notice of such proposed participation to both the company at its registered office marked for the attention of the company secretary and the company's transfer secretaries, Computershare Investor Services Proprietary Limited at PO Box 61051, Marshalltown 2107, by no later than 12:00 on 18 January 2016. Such notice must be accompanied by the following:

- if the shareholder is an individual, a certified copy of his/her identity document;
- if the shareholder is not an individual, a certified copy of the resolution adopted by the relevant entity authorising the

representative to represent the shareholder at the AGM and a certified copy of the authorised representative's identity document; and

- a valid e-mail address and/or facsimile number for the purpose of receiving notice of the manner in which the electronic participation will be conducted.

If a shareholder provides the company with the aforesaid notice and documents, the company shall use its reasonable endeavours to notify the shareholder of the relevant details of the electronic communication through which it can participate in the AGM, and will also inform such shareholder of the voting procedures applicable to him/her. The cost of participating electronically will be for the expense of the shareholder.

Approvals required for resolutions

Ordinary resolutions numbers 1 to 6, contained in this Notice of AGM, require the approval of more than 50% of the total votes cast on the resolutions by shareholders present or represented by proxy at the AGM. Ordinary resolution number 7 is proposed for a non-binding advisory vote only and any failure to pass this resolution will not have any effect on the company's existing arrangements, but the outcome of the vote will be taken into consideration when considering the company's remuneration policy.

Special resolutions numbers 1 to 3 contained in this Notice of AGM require the approval by more than 75% of the total votes cast on the resolutions by shareholders present or represented by proxy at the AGM.

On a poll the holders of ordinary shares or "A" shares shall be entitled to one vote per share.

By order of the board



DW Janks
Company secretary

10 November 2015

ANNEXURE 1 – NOTICE OF ANNUAL GENERAL MEETING

Brief curricula vitae of directors standing for re-election to the board

David Nurek (65)

Independent non-executive chairman

Dip Law, Grad Dip Company Law

Chairman of the social and ethics committee and member of the remuneration and nominations committee

Appointed June 1997

David practised as an attorney with Sonnenberg Hoffman Galombik for 32 years, including 23 years as a partner and director. He joined Investec Group in 2000 and is regional chairman of the group's Western Cape businesses and global head of legal risk for the Investec Group. He is non-executive chairman of Distell Group and Lewis Group, and a non-executive director of Tencor.

Fatima Jakoet (55)

Independent non-executive director

B Sc, CTA, CA (SA), Higher certificate in financial markets

Member of the audit and risk committee

Appointed March 2008

After spending six years in the auditing profession, Fatima went on to lecture in financial accounting and then spent over a decade in various positions in corporate South Africa. Fatima is a non-executive director of MMI Holdings, Tongaat Hulett, Rand Refinery, AfriSam and various MTN subsidiaries.

David Kneale (61)

Chief executive officer

BA

Member of the social and ethics committee

Appointed as a director in April 2006

David was appointed chief executive officer of Clicks Group in January 2006. He was previously chief commercial officer of health and beauty retailer, Boots Group plc, in the United Kingdom. During his career at Boots, David held positions in finance, buying and marketing before being appointed director of merchandise and marketing in 1995, and managing director of international retail development in 1997. After three years as managing director of Waterstone's Booksellers and a director of HMV Group, he returned to Boots in 2002 as director of trading, and was appointed chief commercial officer in January 2003.

ANNEXURE 2 – NOTICE OF ANNUAL GENERAL MEETING

Brief curricula vitae of directors standing for election to the audit and risk committee

John Bester (69)

Independent non-executive director

B Com (Hons), CA (SA), CMS (Oxon)

Chairman of the audit and risk committee and member of the remuneration and nominations committee

Appointed to the audit and risk committee in October 2008

John spent 16 years in the accounting profession, including serving as a partner of Ernst & Young for 10 years. He has been involved in commerce and industry for a further 34 years, holding a number of financial directorships during this time. He is non-executive chairman of Ascendis Health and a non-executive director of HomeChoice Holdings, Personal Trust International, Sovereign Food Investments, Tower Property Fund and Western Province Rugby (Pty) Limited, as well as a trustee of the Children's Hospital Trust.

John currently chairs the audit and risk committees for HomeChoice Holdings, Tower Property Fund, Western Province Rugby and the Children's Hospital Trust, and is a member of the Ascendis Health and Sovereign Foods audit committees. He also serves on the remuneration committees of these same companies. In the past he has chaired the audit committees of listed companies BJM and Paramount Properties. This involvement, together with John's position as a partner of a large audit firm, and his experience as financial director of a listed company and non-executive director of other listed companies, gives him considerable working knowledge of the operations and responsibilities of an audit and risk committee.

Fatima Jakoet (55)

Independent non-executive director

B Sc, CTA, CA (SA), Higher certificate in financial markets

Member of the audit and risk committee

Appointed to the audit and risk committee in April 2008

After spending six years in the auditing profession, Fatima went on to lecture in financial accounting and then spent over a decade in various positions in corporate South Africa. Fatima is a non-executive director of MMI Holdings, Tongaat Hulett, Rand Refinery, AfriSam and various MTN subsidiaries.

Fatima has been a member or chairperson of audit committees since 1994. She has previously chaired the audit committee of the SA Reserve Bank and other listed companies. She is currently the chairperson of several audit and risk committees. Fatima has extensive knowledge of governance and risk management, in addition to her core financial skills.

Nkaki Matlala (62)

Independent non-executive director

B Sc, M Sc, M D, M Med (Surgery), FCS

Member of the audit and risk committee and the social and ethics committee

Appointed to the audit and risk committee in February 2011

Dr Matlala is an experienced teacher and surgeon and is currently executive director: government and stakeholder relations at Mediclinic Southern Africa. He was deputy president of the National Medical and Dental Association in the late eighties, and worked for a number of years in academic medicine and private surgical practice before establishing Safika Health in 1999. He joined Mediclinic in 2005. Dr Matlala is a member of the Hospital Association of South Africa board, a trustee of the University of Limpopo Trust and a founding member and chairman of Phodiso Holdings, a healthcare investment company.

Dr Matlala has the experience of serving on several healthcare company boards and served on the audit committee of Umnotho weSizwe Group, a mining investment company of which he is non-executive chairman and co-founder.

SHAREHOLDERS' DIARY

Annual general meeting	27 January 2016
Preliminary results announcements	
Interim results to February 2016	on or about 21 April 2016
Final results to August 2016	on or about 27 October 2016
Publication of 2016 Integrated Annual Report	November 2016
Ordinary share dividend	
2015 final dividend	
Last day to trade with dividend included	15 January 2016
Date of dividend payment	25 January 2016
2016 interim dividend	
Last day to trade with dividend included	July 2016
Date of dividend payment	July 2016
2016 final dividend	
Last day to trade with dividend included	January 2017
Date of dividend payment	January 2017

CORPORATE INFORMATION

Clicks Group Limited

Incorporated in the Republic of South Africa
Registration number 1996/000645/06
Income tax number 9061/745/71/8

JSE share code: CLS
ISIN: ZAE000134854
ADR ticker symbol: CLCGY
ADR CUSIP code: 18682W205

Registered address

Cnr Searle and Pontac Streets
Cape Town 8001
Telephone: +27 (0)21 460 1911

Postal address

PO Box 5142
Cape Town 8000

Company secretary

David Janks, BA, LL B
E-mail: David.Janks@clicksgroup.co.za

Auditors

Ernst & Young Inc (EY)

Principal bankers

The Standard Bank of South Africa

JSE sponsor

Investec Bank Limited

Transfer secretaries

Computershare Investor Services (Pty) Limited
Business address: 70 Marshall Street, Johannesburg 2001
Postal address: PO Box 61051, Marshalltown 2107
Telephone: +27 (0)11 370 5000

Investor relations consultants

Tier 1 Investor Relations
Telephone: +27 (0)21 702 3102
E-mail: ir@tier1ir.co.za

For more information, please visit our website on www.clicksgroup.co.za



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