

THE FOSCHINI GROUP LTD
 Reg. No.: 1937/009504/06
 Code : TFG - TFGP
 ISIN : ZAE000148466 - ZAE000148516
 ("Company")

RESULTS OF ANNUAL GENERAL MEETING

At the annual general meeting of The Foschini Group Limited held today, 6 September 2016, all the ordinary and special resolutions were passed by the requisite majority of votes, cast by way of poll in each case.

The company's total number of ordinary shares in issue eligible to vote is 215,783,248 and the total number of shares represented in person or by proxy at the meeting was 165,393,230, representing 77% of the eligible shares.

The voting for each resolution was as follows:

| | Votes for | Votes against | Votes abstained |
|---|------------------------|----------------------|--------------------|
| Ordinary resolution no.1: presentation of annual financial statements | 100.00% 165,282,185 | 0.00% 0.00 | 0.05% 111,045 |
| Ordinary resolution no.2: re-appointment of external auditor | 83.63% 138,297,359 | 16.37% 27,061,524 | 0.02% 34,347 |
| Ordinary resolution no.3: re-election of Sam Abrahams as a director | 81.02% 133,991,334 | 18.98% 31,391,745 | 0.01% 10,151 |
| Ordinary resolution no.4: re-election of Michael Lewis as a director | 97.33% 159,584,848 | 2.67% 4,376,078 | 0.66% 1,432,304 |
| Ordinary resolution no.5: re-election of Fatima Abrahams as a director | 96.76% 160,028,179 | 3.24% 5,354,900 | 0.01% 10,151 |
| Ordinary resolution no.6: election of Graham Davin as a director | 99.79% 165,041,899 | 0.21% 341,180 | 0.01% 10,151 |
| Ordinary resolution no.7: election of Sam Abrahams as a member of the board audit committee | 95.31% 157,626,346 | 4.69% 7,756,733 | 0.01% 10,151 |

| | | | |
|---|------------------------|----------------------|--------------------|
| Ordinary resolution no.8: election of Boitumelo Makgabo-Fiskerstrand as a member of the board audit committee | 100.00% 165,383,079 | 0.00% 0.00 | 0.01% 10,151 |
| Ordinary resolution no.9: election of Eddy Oblowitz as a member of the board audit committee | 99,73% 164,934,877 | 0.27% 448,202 | 0.01% 10,151 |
| Ordinary resolution no.10: election of Nomahlubi Simamane as a member of the board audit committee | 99,73% 164,934,877 | 0.27% 448,202 | 0.01% 10,151 |
| Ordinary resolution no.11: election of David Friedland as a member of the board audit committee | 99,73% 164,934,877 | 0.27% 448,202 | 0.01% 10,151 |
| Ordinary resolution no.12: non-binding advisory vote on remuneration policy | 52.72% 82,717,008 | 47.28% 74,191,762 | 3.93% 8,484,460 |
| Special resolution no. 1: non-executive director remuneration | 98.98% 163,700,270 | 1.02% 1,682,809 | 0.01% 10,151 |
| Special resolution no. 2: general authority to acquire shares | 83.20% 137,574,044 | 16.80% 27,784,839 | 0.02% 34,347 |
| Special resolution no. 3: financial assistance | 98.51% 162,922,258 | 1.49% 2,460,821 | 0.01% 10,151 |
| Ordinary resolution no.13: general authority | 100.00% 165,383,079 | 0.00% 0.00 | 0.01% 10,151 |

The percentage of shares voted is calculated in relation to the number of shares represented at the annual general meeting, excluding shares abstained.

Cape Town
6 September 2016

Sponsor:
UBS South Africa Proprietary Limited