

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

Directors and Associates of Directors Dealing in Securities

In compliance with the requirements of paragraphs 3.63 to 3.74 of the JSE Listings Requirements, the following information is disclosed:

Name: DB Gedye
Position: Director of Foschini Retail Group (Pty) Ltd
Extent of interest: Direct beneficial
Date of transaction: 18 December 2017
Nature of transaction: Conversion of share appreciation rights (granted on 10 June 2014) into shares and sale thereof on the open market.

Class: Ordinary shares
Consideration: Nil
No. of shares converted: 10 897
No. of shares retained: Nil
No. of shares sold: 10 897
Highest price of shares sold: R171.00
Lowest price of shares sold: R165.12
VWAP of shares sold: R168.907
Total value of shares sold: R1 840 579.58
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Name: DB Gedye
Position: Director of Foschini Retail Group (Pty) Ltd
Extent of interest: Direct beneficial
Date of transaction: 18 December 2017
Nature of transaction: Conversion of share appreciation rights (granted on 19 July 2012) into shares and sale thereof on the open market.

Class: Ordinary shares
Consideration: Nil
No. of shares converted: 3 730
No. of shares retained: Nil
No. of shares sold: 3 730
Highest price of shares sold: R171.00
Lowest price of shares sold: R165.12
VWAP of shares sold: R168.907
Total value of shares sold: R630 023.11
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Name: AD Murray
Position: Executive Director - CEO
Extent of interest: Direct beneficial
Date of transaction: 19 December 2017
Nature of transaction: Conversion of share appreciation rights (granted on 19 July 2012) into shares and sale thereof on the open market.

Class: Ordinary shares
Consideration: Nil
No. of shares converted: 12 275
No. of shares retained: Nil
No. of shares sold: 12 275
Price of shares sold: R186.50

Total value of shares sold: R2 289 287.50
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Name: M Mendelsohn
Position: Director of Foschini Retail Group (Pty) Ltd
Name of Associate: The Martin Mendelsohn Investment Trust
Relationship with director: The director is a trustee and discretionary beneficiary of the associate
Extent of interest: Indirect beneficial
Date of transaction: 19 December 2017
Nature of transaction: Sale of ordinary shares
Class: Ordinary shares
No. of shares sold: 11 463
Highest price of shares sold: R192.71
Lowest Price of shares sold: R192.70
VWAP of shares sold: R192.700995
Total value of shares sold: R2 208 931.50
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Name: M Mendelsohn
Position: Director of Foschini Retail Group (Pty) Ltd
Extent of interest: Direct beneficial
Date of transaction: 19 December 2017
Nature of transaction: Sale of ordinary shares
Class: Ordinary shares
No. of shares sold: 20 000
Highest price of shares sold: R191.62
Lowest price of shares sold: R191.50
VWAP of shares sold: R191.5349315
Total value of shares sold: R3 830 698.63
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Name: M Mendelsohn
Position: Director of Foschini Retail Group (Pty) Ltd
Name of Associate: RMB Bank Note, an unlisted Financial Instrument underwritten by RMB, a division of FirstRand Bank Limited
Relationship to director: The director has economic exposure to TFG shares through the RMB Bank Note.
Extent of interest: Indirect beneficial
Date of transaction: 19 December 2017
Nature of transaction: Sale of ordinary shares
Class: Ordinary shares
No. of shares sold: 10 000
Price of shares sold: R194.00
Total value of shares sold: R1 940 000.00
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Name: GS Naidoo
Position: Director of Foschini Retail Group (Pty) Ltd
Extent of interest: Direct beneficial
Date of transaction: 20 December 2017
Nature of transaction: Conversion of share appreciation rights (granted on 19 July 2012) into shares and sale thereof on the open market.
Class: Ordinary shares
Consideration: Nil
No. of shares converted: 6 587
No. of shares retained: Nil
No. of shares sold: 6 587
Highest price of shares sold: R196.00
Lowest price of shares sold: R183.51
VWAP of shares sold: R189.7201
Total value of shares sold: R1 249 686.30

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Name: GS Naidoo
Position: Director of Foschini Retail Group (Pty) Ltd
Extent of interest: Direct beneficial
Date of transaction: 20 December 2017
Nature of transaction: Conversion of share appreciation rights (granted on 10 June 2014) into shares and sale thereof on the open market.
Class: Ordinary shares
Consideration: Nil
No. of shares converted: 14 314
No. of shares retained: Nil
No. of shares sold: 14 314
Highest price of shares sold: R196.00
Lowest price of shares sold: R183.51
VWAP of shares sold: R189.7200999
Total value of shares sold: R2 715 653.51

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Name: M Mendelsohn
Position: Director of Foschini Retail Group (Pty) Ltd
Extent of interest: Direct beneficial
Date of transaction: 20 December 2017
Nature of transaction: Conversion of share appreciation rights (granted on 19 July 2012) into shares and sale thereof on the open market.
Class: Ordinary shares
Consideration: Nil
No. of shares converted: 6 587
No. of shares retained: Nil
No. of shares sold: 6 587
Highest price of shares sold: R191.50
Lowest price of shares sold: R190.05
VWAP of shares sold: R190.6618
Total value of shares sold: R1 255 889.28

The abovementioned transactions were done on-market and the pre-requisite clearances were obtained for these transactions.

Cape Town
21 December 2017

Sponsor:
UBS South Africa Proprietary Limited