

**THE FOSCHINI GROUP LIMITED**

(Incorporated in the Republic of South Africa)

(Registration number 1937/009504/06)

Share code: TFG

ISIN: ZAE000148466

("TFG" or "the Company" or "the Group")

**DIRECTORS AND COMPANY SECRETARY DEALING IN SECURITIES**

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

## 1. Directors and Company Secretary dealing in securities: Acceptance of shares

Executive director	:	A E Thunström (CEO)
Date of transaction	:	6 July 2022
Nature of transaction	:	Acceptance of 113 709 TFG shares in terms of the FY22 Single Incentive Plan and subject to the rules of the Company's Forfeitable Share Plan 2020
Vesting periods:	:	The shares vest equally in June 2024 and June 2025 provided the recipient remains in the group's employ
Number of securities	:	113 709
Class of securities	:	Ordinary shares
Value of transaction	:	R13 600 733 based on the closing market price on 6 July 2022 of R119.61
Consideration	:	Nil
Nature of interest	:	Direct, beneficial
Clearance obtained	:	Yes

Executive director	:	B Ntuli (CFO)
Date of transaction	:	6 July 2022
Nature of transaction	:	Acceptance of 53 138 TFG shares in terms of the FY22 Single Incentive Plan and subject to the rules of the Company's Forfeitable Share Plan 2020
Vesting periods:	:	The shares vest equally in June 2024 and June 2025 provided the recipient remains in the group's employ
Number of securities	:	53 138
Class of securities	:	Ordinary shares
Value of transaction	:	R6 355 836 based on the closing market price on 6 July 2022 of R119.61
Consideration	:	Nil
Nature of interest	:	Direct, beneficial
Clearance obtained	:	Yes

Director of Foschini Retail Group (Pty) Ltd	:	G S Naidoo
Date of transaction	:	6 July 2022
Nature of transaction	:	Acceptance of 38 257 TFG shares in terms of the FY22 Single Incentive Plan and subject to the rules of the Company's Forfeitable Share Plan 2020
Vesting periods:	:	The shares vest equally in June 2024 and June 2025 provided the recipient remains in the group's employ

Number of securities	:	38 257
Class of securities	:	Ordinary shares
Value of transaction	:	R4 575 920 based on the closing market price on 6 July 2022 of R119.61
Consideration	:	Nil
Nature of interest	:	Direct, beneficial
Clearance obtained	:	Yes

Director of Foschini Retail Group (Pty) Ltd	:	S A Baird
Date of transaction	:	6 July 2022
Nature of transaction	:	Acceptance of 45 673 TFG shares in terms of the FY22 Single Incentive Plan and subject to the rules of the Company's Forfeitable Share Plan 2020
Vesting periods:	:	The shares vest equally in June 2024 and June 2025 provided the recipient remains in the group's employ
Number of securities	:	45 673
Class of securities	:	Ordinary shares
Value of transaction	:	R5 462 948 based on the closing market price on 6 July 2022 of R119.61
Consideration	:	Nil
Nature of interest	:	Direct, beneficial
Clearance obtained	:	Yes

Director of Foschini Retail Group (Pty) Ltd	:	J L Fisher
Date of transaction	:	6 July 2022
Nature of transaction	:	Acceptance of 33 744 TFG shares in terms of the FY22 Single Incentive Plan and subject to the rules of the Company's Forfeitable Share Plan 2020
Vesting periods:	:	The shares vest equally in June 2024 and June 2025 provided the recipient remains in the group's employ
Number of securities	:	33 744
Class of securities	:	Ordinary shares
Value of transaction	:	R4 036 120 based on the closing market price on 6 July 2022 of R119.61
Consideration	:	Nil
Nature of interest	:	Direct, beneficial
Clearance obtained	:	Yes

Director of Foschini Retail Group (Pty) Ltd	:	S E Morley
Date of transaction	:	6 July 2022
Nature of transaction	:	Acceptance of 33 744 TFG shares in terms of the FY22 Single Incentive Plan and subject to the rules of the Company's Forfeitable Share Plan 2020
Vesting periods:	:	The shares vest equally in June 2024 and June 2025 provided the recipient remains in the group's employ
Number of securities	:	33 744

Class of securities	:	Ordinary shares
Value of transaction	:	R4 036 120 based on the closing market price on 6 July 2022 of R119.61
Consideration	:	Nil
Nature of interest	:	Direct, beneficial
Clearance obtained	:	Yes

Director of Foschini Retail Group (Pty) Ltd	:	J de Kock
Date of transaction	:	6 July 2022
Nature of transaction	:	Acceptance of 33 744 TFG shares in terms of the FY22 Single Incentive Plan and subject to the rules of the Company's Forfeitable Share Plan 2020
Vesting periods:	:	The shares vest equally in June 2024 and June 2025 provided the recipient remains in the group's employ
Number of securities	:	33 744
Class of securities	:	Ordinary shares
Value of transaction	:	R4 036 120 based on the closing market price on 6 July 2022 of R119.61
Consideration	:	Nil
Nature of interest	:	Direct, beneficial
Clearance obtained	:	Yes

Company Secretary	:	D van Rooyen
Date of transaction	:	6 July 2022
Nature of transaction	:	Acceptance of 7 233 TFG shares in terms of the FY22 Single Incentive Plan and subject to the rules of the Company's Forfeitable Share Plan 2020
Vesting periods:	:	The shares vest equally in June 2024 and June 2025 provided the recipient remains in the group's employ
Number of securities	:	7 233
Class of securities	:	Ordinary shares
Value of transaction	:	R865 139 based on the closing market price on 6 July 2022 of R119.61
Consideration	:	Nil
Nature of interest	:	Direct, beneficial
Clearance obtained	:	Yes

The abovementioned transactions are all off-market transactions.

The following shares have been committed by the executive directors in accordance with the Minimum Shareholding Requirement (MSR) Policy.

- a) In terms of the MSR Policy, voluntary deferred bonus amounts which may represent all or a portion of the executive's bonus can be converted into ordinary shares (termed FY22 Deferred Shares) and be subjected to a 5 year Holding Period.
- b) In terms of the MSR Policy, the voluntary deferred bonus amount will be matched by the Company with 40% additional forfeitable restricted shares (termed Matched Shares) to vest in 3 years, subject to the executive being in the Group's employ. The executive will forfeit the Matched Shares prior to the vesting date should the FY22 Deferred Shares no longer be held

subject to the MSR. The FY22 Deferred Shares would be required to be released by the TFG Remuneration Committee at its discretion.

Director of Foschini Retail Group (Pty) Ltd	:	J L Fisher
Date of transaction	:	7 July 2022
Nature of transaction	:	Acceptance of 7 536 TFG shares (FY22 Deferred Shares) in lieu of a deferred bonus in terms of the MSR Policy
Vesting periods:	:	The shares are subject to a 5 year holding period and subject to the MSR Policy
Number of securities	:	7 536
Class of securities	:	Ordinary shares
Value of transaction	:	R904 395 based on the closing market price on 7 July 2022 of R120.01
Consideration	:	Nil
Nature of interest	:	Direct, beneficial
Clearance obtained	:	Yes

Director of Foschini Retail Group (Pty) Ltd	:	J L Fisher
Date of transaction	:	7 July 2022
Nature of transaction	:	Acceptance of 3 015 TFG Matched Shares in terms of and subject to the rules of the company's Forfeitable Share Plan 2020 and subject to the FY22 Deferred Shares being held until vesting date
Vesting periods:	:	The shares vest in June 2025 provided the recipient remains in the group's employ
Number of securities	:	3 015
Class of securities	:	Ordinary shares
Value of transaction	:	R361 830 based on the closing market price on 7 July 2022 of R120.01
Consideration	:	Nil
Nature of interest	:	Direct, beneficial
Clearance obtained	:	Yes

Director of Foschini Retail Group (Pty) Ltd	:	S E Morley
Date of transaction	:	7 July 2022
Nature of transaction	:	Acceptance of 12 560 TFG shares (FY22 Deferred Shares) in lieu of a deferred bonus in terms of the MSR Policy
Vesting periods:	:	The shares are subject to a 5 year holding period and subject to the MSR Policy
Number of securities	:	12 560
Class of securities	:	Ordinary shares
Value of transaction	:	R1 507 326 based on the closing market price on 7 July 2022 of R120.01
Consideration	:	Nil
Nature of interest	:	Direct, beneficial

Clearance obtained	:	Yes
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Director of Foschini Retail Group (Pty) Ltd	:	S E Morley
Date of transaction	:	7 July 2022
Nature of transaction	:	Acceptance of 5 024 TFG Matched Shares in terms of and subject to the rules of the company's Forfeitable Share Plan 2020 and subject to the FY22 Deferred Shares being held until vesting date
Vesting periods:	:	The shares vest in June 2025 provided the recipient remains in the group's employ
Number of securities	:	5 024
Class of securities	:	Ordinary shares
Value of transaction	:	R602 930 based on the closing market price on 7 July 2022 of R120.01
Consideration	:	Nil
Nature of interest	:	Direct, beneficial
Clearance obtained	:	Yes

The abovementioned transactions are all off-market transactions.

## 2. Company Secretary dealing in securities

Company Secretary	:	D van Rooyen
Date of transaction	:	6 July 2022
Nature of transaction	:	On market sale of TFG shares previously granted (with time based restrictions) on 2 June 2019 in terms of and subject to the rules of the Company's 2010 Share Incentive Scheme
Number of securities	:	1 952
Class of securities	:	Ordinary shares
Highest price of shares sold	:	R121.80
Lowest price of shares sold	:	R118.58
VWAP of shares purchased	:	R119.6194 per share
Total value of transaction	:	R233 497.07
Nature of interest	:	Direct, beneficial
Clearance obtained	:	Yes

Cape Town  
11 July 2022

Sponsor:  
RAND MERCHANT BANK (A division of FirstRand Bank Limited)