

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")

RESULTS OF ANNUAL GENERAL MEETING

At the annual general meeting of The Foschini Group Limited held yesterday, 8 September 2022, 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 328,811,494 and the total number of shares represented in person or by proxy at the meeting was 273,503,171 representing 83.18% of the eligible shares.

The voting results of the Resolutions were as follows:

	Total shares cast disclosed as a percentage in relation to the total number of shares voted at the meeting			Total shares in issue eligible to vote	
	For (%)	Against (%)	Total (number)	Shares voted (%)	Shares abstained (%)
Ordinary resolution no.1: Presentation of annual financial statements	100.00%	0.00%	273,313,458	83.12%	0.06%
Ordinary resolution no.2: Re-appointment of external auditor	98.72%	1.28%	273,423,453	83.16%	0.02%
Ordinary resolution no. 3: Re-election of Mr M Lewis as a director	57.68%	42.32%	273,423,453	83.16%	0.02%
Ordinary resolution no. 4: Re-election of Mr A D Murray as a director	96.93%	3.07%	273,423,453	83.16%	0.02%
Ordinary resolution no. 5: Re-election of Mr C Coleman as a director	99.97%	0.03%	273,423,453	83.16%	0.02%
Ordinary resolution no. 6: Re-election of Mr G H Davin as a director	94.93%	5.07%	273,423,453	83.16%	0.02%
Ordinary resolution no. 7: Election of Mr E Oblowitz as a member of the Audit Committee	87.10%	12.90%	273,417,592	83.15%	0.03%
Ordinary resolution no. 8: Election of Ms B L M Makgabo-Fiskerstrand as a member of the Audit Committee	82.96%	17.04%	273,419,522	83.15%	0.03%
Ordinary resolution no. 9: Election of Mr G H Davin as a member of the Audit Committee	99.80%	0.20%	273,417,592	83.15%	0.03%
Ordinary resolution no. 10: Election of Ms N V Simamane as a member of the Audit Committee	75.82%	24.18%	273,419,522	83.15%	0.03%
Ordinary resolution no. 11: Election of Mr D Friedland as a member of the Audit Committee	99.88%	0.12%	273,423,453	83.16%	0.02%

Ordinary resolution no. 12: Non-binding advisory vote on remuneration policy*	59.62%	40.38%	273,416,696	83.15%	0.03%
Ordinary resolution no. 13: Non-binding advisory vote on remuneration implementation report*	75.39%	24.61%	273,241,892	83.10%	0.08%
Special resolution no. 1: Non-executive director remuneration	97.74%	2.26%	273,417,456	83.15%	0.03%
Special resolution no. 2: Financial assistance	98.38%	1.62%	272,531,694	82.88%	0.30%
Special resolution no. 3: General authority to acquire TFG shares	98.37%	1.63%	273,411,531	83.15%	0.03%
Ordinary resolution no. 14: General authority	100.0%	0.00%	273,419,522	83.15%	0.03%

The special resolution/s will, where necessary, be lodged for registration with the Companies and Intellectual Property Commission in due course.

* We are grateful to the shareholders who supported the relevant resolutions related to remuneration and very pleased with the more than 75% support for the Remuneration Implementation Report. We are however disappointed with the outcome of ordinary resolution 12 regarding the advisory vote on the Remuneration Policy being below our expectations and below 75%. All of our top 7 shareholders voted in favour of our Remuneration Policy. The Remuneration Committee Chairman meets with significant shareholders at least quarterly to elicit their views and input into the design of our remuneration policy and remuneration related matters and will continue to engage accordingly.

Shareholders are invited to advise the Group of their reasons for their dissenting votes on the Remuneration Policy by sending correspondence by email to the Group Company Secretary, Darwin van Rooyen (company_secretary@tfg.co.za), by 6 October 2022.

We welcome further engagement on these issues and, based on the feedback received, will schedule individual meetings with the relevant shareholders.

Cape Town
9 September 2022

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