

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, 7 September 2023, all the ordinary and special resolutions were passed by the requisite majority of votes, cast by way of poll in each case, except for Non-binding advisory ordinary resolution 13, relating to the endorsement of the Company's remuneration policy.

The Company's total number of ordinary shares in issue eligible to vote is 328,812,054 and the total number of shares represented in person or by proxy at the meeting was 268,785,494 representing 81.74% 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	268,295,631	81.60	0.15
Ordinary resolution no.2: Re-appointment of external auditor	99.26	0.74	268,693,237	81.72	0.03
Ordinary resolution no. 3: Re-election of Mr R Stein as a director	65.03	34.97	268,099,641	81.54	0.21
Ordinary resolution no. 4: Re-election of Ms N V Simamane as a director	69.26	30.74	268,697,809	81.72	0.03
Ordinary resolution no. 5: Re-election of Mr D Friedland as a director	90.34	9.66	268,697,809	81.72	0.03
Ordinary resolution no. 6: Re-election of Mr J N Potgieter as a director	99.82	0.18	268,696,549	81.72	0.03
Ordinary resolution no. 7: Election of Mr E Oblowitz as a member of the Audit Committee	85.94	14.06	268,693,549	81.72	0.03
Ordinary resolution no. 8: Election of Ms B L M Makgabo-Fiskerstrand as a member of the Audit Committee	77.27	22.73	268,693,549	81.72	0.03
Ordinary resolution no. 9: Election of Mr G H Davin as a member of the Audit Committee	97.89	2.11	268,693,549	81.72	0.03
Ordinary resolution no. 10: Election of Ms N V Simamane as a member of the Audit Committee	67.45	32.55	268,694,809	81.72	0.03
Ordinary resolution no. 11: Election of Mr D Friedland as a member of the Audit Committee	91.65	8.35	268,694,809	81.72	0.03

Ordinary resolution no. 12: Election of Mr J N Potgieter as a member of the Audit Committee	99.80	0.20	268,693,549	81.72	0.03
Ordinary resolution no. 13: Non-binding advisory vote on remuneration policy*	28.83	71.17	256,598,463	78.04	3.71
Ordinary resolution no. 14: Non-binding advisory vote on remuneration implementation report*	56.67	43.33	268,485,726	81.65	0.09
Special resolution no. 1: Non-executive director remuneration	98.83	1.17	268,692,043	81.72	0.03
Special resolution no. 2: Financial assistance	99.03	0.97	268,694,609	81.72	0.03
Special resolution no. 3: General authority to acquire TFG ordinary shares	99.34	0.66	268,680,448	81.71	0.03
Ordinary resolution no. 15: General authority	100.00	0.00	268,681,767	81.71	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 our shareholders who supported the relevant resolutions related to remuneration. However, we are disappointed that the voting outcomes of our remuneration policy and implementation were well below our expectations. These outcomes do not tangibly support the progress attained from the intensive and ongoing efforts of our Remuneration Committee to engage with shareholders throughout the year.

These regular shareholder engagements serve as valuable forums for our Remuneration Committee to timeously address shareholder concerns and coordinate the design and integration of shareholder insights and recommendations into our remuneration policy and its implementation.

We reiterate our stated intent to ensure that the alignment of our remuneration policy and its implementation with our shareholder preferences remains a fundamental and ongoing process for our Remuneration Committee.

Shareholders are invited to advise the Group of their reasons for their dissenting votes on the remuneration policy and its implementation by sending correspondence by email to the Group Company Secretary, Darwin van Rooyen (company_secretary@tfg.co.za), by 6 October 2023.

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

Cape Town
8 September 2023

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