

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" and together with its affiliates "the Group")

Results of annual general meeting and Change to the board**Results of annual general meeting ('AGM')**

At the AGM of The Foschini Group Limited held yesterday, 5 September 2024, all the ordinary and special resolutions, save for ordinary resolution number 3 which was withdrawn, were passed by the requisite majority of votes, cast by way of poll in each case.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 329,159,158 and the total number of shares represented in person or by proxy at the meeting was 268,404,290 representing 81.54% 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	267,897,485	81.39	0.15
Ordinary resolution no.2: Re-appointment of external auditor	98.98	1.02	268,331,789	81.52	0.02
Ordinary resolution no. 3: Re-election of Prof F Abrahams as a director	Withdrawn				
Ordinary resolution no. 4: Re-election of Ms B L M Makgabo-Fiskerstrand as a director	76.06	23.94	268,331,789	81.52	0.02
Ordinary resolution no. 5: Re-election of Mr E Oblowitz as a director	69.62	30.38	268,331,789	81.52	0.02
Ordinary resolution no. 6: Re-election of Mr N L Sowazi as a director	98.75	1.25	268,331,789	81.52	0.02
Ordinary resolution no. 7: Re-election of Mr R R Buddle as a director	98.66	1.34	268,331,789	81.52	0.02
Ordinary resolution no. 8: Election of Mr E Oblowitz as a member of the Audit Committee	65.89	34.11	268,331,789	81.52	0.02
Ordinary resolution no. 9: Election of Mr G H Davin as a member of the Audit Committee	98.16	1.84	268,331,789	81.52	0.02
Ordinary resolution no. 10: Election of Mr D Friedland as a member of the Audit Committee	76.97	23.03	268,331,789	81.52	0.02
Ordinary resolution no. 11: Election of Ms B L M Makgabo-Fiskerstrand as a member of the Audit Committee	63.34	36.66	268,331,789	81.52	0.02

Ordinary resolution no. 12: Election of Mr J N Potgieter as a member of the Audit Committee	99.87	0.13	268,331,789	81.52	0.02
Ordinary resolution no. 13: Non-binding advisory vote on remuneration policy	77.22	22.78	264,998,625	80.51	1.03
Ordinary resolution no. 14: Non-binding advisory vote on remuneration implementation report	77.02	22.98	268,331,723	81.52	0.02
Special resolution no. 1: Non-executive director remuneration	98.31	1.69	268,331,939	81.52	0.02
Special resolution no. 2: Financial assistance	98.81	1.19	268,331,439	81.52	0.02
Special resolution no. 3: General authority to acquire TFG ordinary shares	98.42	1.58	268,257,334	81.50	0.04
Special resolution no. 4: General but restricted authority to issue authorised but unissued securities for cash	78.32	21.68	268,331,788	81.52	0.02
Ordinary resolution no. 15: Authority to issue shares as contemplated in the MOI	77.15	22.85	268,332,788	81.52	0.02
Ordinary resolution no. 16: General authority	100.00	0.00	268,331,938	81.52	0.02

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

Change to the board – Retirement of independent non-executive director

Shareholders are advised, in accordance with section 3.59 of the JSE Limited Listings Requirements, that Professor Fatima Abrahams decided not to stand for re-election to the TFG board of directors (“Board”) at yesterday’s AGM and therefore retired following the conclusion of the AGM. As a result, ordinary resolution number 3, as set out in the notice convening the AGM, was withdrawn. Consequently, Fatima also stepped down as Chairperson of the Social & Ethics Committee and as a member of the Risk, Remuneration and Nomination committees. The resultant vacancies on these committees will be filled in due course and announced to shareholders, where required.

Fatima has been an independent non-executive director of the Board for over twenty years, during which time she served in various capacities, including as a member of the Audit Committee and the committees mentioned above. The Board and management of TFG wish to express their gratitude and appreciation to Fatima for her contribution to the Group.

Commenting on Fatima’s retirement, Michael Lewis, chairman of TFG said:

“Fatima has served TFG with distinction over the years and on behalf of all my board colleagues and the TFG management team, I thank Fatima for her service, camaraderie and invaluable contributions to the Group. We will all miss her and wish her well in all her future endeavours”.

Cape Town
6 September 2024

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