

The Directors  
The Foschini Group Limited  
Stanley Lewis Centre  
340 Voortrekker Road  
Parow East  
Cape Town  
7500

*Dear Sirs / Madam*

## **Report of Assurance Engagement on the Compilation of Non-IFRS Measures, which constitute pro forma financial information, included in the Rights offer circular (“Circular”) for The Foschini Group Limited**

We have completed our assurance engagement to report on the compilation of pro forma financial information of The Foschini Group Limited (“the Group”) by the directors. The pro forma financial information, as set out in the “Non-IFRS Measures” paragraph and paragraphs 8.5 and 8.6 of the Circular to be dated on or about 20 July 2020, are used by the Group to assess the financial performance of its businesses, include adjusted EBIT, adjusted EBIT margin, adjusted EBITDA, adjusted EBITDA margin, headline earnings, headline earnings per ordinary share, free cash flow, operating profit before acquisition costs and finance costs and net borrowings and related notes, for the years ended 31 March 2020, 31 March 2019 and 31 March 2018.

The pro forma financial information has been compiled on the basis of the applicable criteria specified in the JSE Limited (“JSE”) Listings Requirements.

The Non-IFRS measures presented in the Circular are not recognised measures of financial performance under IFRS, but measures used by management to monitor the underlying performance of the Group’s business and operations, described in the “Non-IFRS Measures” paragraph and paragraphs 8.5 and 8.6 of the Circular. As part of this process, information about the consolidated financial position and consolidated financial performance has been extracted by the directors from the consolidated financial statements for the years ended 31 March 2020, 31 March 2019 and 31 March 2018, on which an unmodified review conclusion was issued on 18 June 2020 for the year ended 31 March 2020 and unmodified auditor’s reports were issued on 28 June 2019 for the year ended 31 March 2019 and 29 June 2019 for the year ended 31 March 2018 respectively.

### *Directors’ Responsibility for the Pro Forma Financial Information*

The directors are responsible for compiling the pro forma financial information on the basis of the applicable criteria specified in the JSE Listings Requirements and described in the “Non-IFRS Measures” paragraph and paragraphs 8.5 and 8.6 of the Circular.

### *Our Independence and Quality Control*

We have complied with the independence and other ethical requirements of the Code of Professional Conduct for Registered Auditors issued by the Independent Regulatory Board for Auditors (IRBA Code), which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour. The IRBA Code is consistent with the International Ethics Standards Board for Accountants Code of Ethics for Professional Accountants (Parts A and B).

The firm applies the International Standard on Quality Control 1, Quality Control for Firms that Perform Audits and Reviews of Financial Statements, and Other Assurance and Related Services Engagements and accordingly maintains a comprehensive system



**MAKING AN  
IMPACT THAT  
MATTERS**

*since 1845*

National Executive: \*LL Bam Chief Executive Officer \*TMM Jordan Deputy Chief Executive Officer; Clients & Industries \*MJ Jarvis Chief Operating Officer \*AF Mackie Audit & Assurance \*N Sing Risk Advisory DP Ndlovu Tax & Legal \*MR Verster Consulting \*JK Mazzocco People & Purpose MG Dicks Risk Independence & Legal \*KL Hodson Financial Advisory \*B Nyembe Responsible Business & Public Policy \*TJ Brown Chairman of the Board  
Regional leader: MN Alberts

A full list of partners and directors is available on request

\* Partner and Registered Auditor

**B-BBEE rating: Level 1 contribution in terms of the DTI Generic Scorecard as per the amended Codes of Good Practice**

Associate of Deloitte Africa, a Member of Deloitte Touche Tohmatsu Limited

of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

#### *Reporting Accountant's Responsibility*

Our responsibility is to express an opinion about whether the pro forma financial information has been compiled, in all material respects, by the directors on the basis specified in the JSE Listings Requirements based on our procedures performed.

We conducted our engagement in accordance with the International Standard on Assurance Engagements (ISAE) 3420, *Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus* which is applicable to an engagement of this nature. This standard requires that we comply with ethical requirements and plan and perform our procedures to obtain reasonable assurance about whether the pro forma financial information has been compiled, in all material respects, on the basis specified in the JSE Listings Requirements.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the pro forma financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the pro forma financial information.

The purpose of pro forma financial information included is solely to illustrate the alternative Non-IFRS performance measures, we do not provide any assurance that the actual outcome of the event or transactions at 31 March 2020, 31 March 2019 and 31 March 2018 would have been as presented.

A reasonable assurance engagement to report on whether the pro forma financial information has been compiled, in all material respects, on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used in the compilation of the pro forma financial information provides a reasonable basis for presenting the significant effects of reconciling items between IFRS financial measures and non-IFRS financial measures as presented in the Circular and to obtain sufficient appropriate evidence about whether:

- The related pro forma adjustments give appropriate effect to those criteria; and
- The pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information.

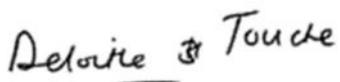
Our procedures selected depend on our judgement, having regard to our understanding of the nature of the company, the corporate action or event in respect of which the pro forma financial information has been compiled, and other relevant engagement circumstances.

Our engagement also involves evaluating the overall presentation of the pro forma financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### *Opinion*

In our opinion, the pro forma financial information has been compiled, in all material respects, on the basis of the applicable criteria specified by the JSE Listings Requirements and described in the "Non-IFRS Measures" paragraph and paragraphs 8.5 and 8.6 of the Circular.



**Deloitte & Touche**  
Registered Auditor  
Per Michael Van Wyk  
13 July 2020