

THE FOSCHINI GROUP LIMITED
 Registration number: 1937/009504/06
 Code: TFG
 ISIN: ZAE000148466
 ("TFG" and "Group")

Results of extraordinary general meeting of shareholders

TFG advises its shareholders ("TFG Shareholders") that, at TFG's extraordinary general meeting ("EGM") of the TFG Shareholders held today, all of the ordinary and special resolutions as set out in the circular issued by the TFG dated 18 June 2020 ("Resolutions") were approved by the requisite majority of votes exercised thereon by the TFG Shareholders.

The Resolutions as set out in the notice of the EGM forming part of the Group's circular to TFG shareholders, posted on Thursday, 18 June 2020 relate to TFG's board proposal to seek approval from the TFG Shareholders that would, *inter alia*, authorise the directors to be able to issue new shares, in the unissued authorised share capital of TFG, to raise equity capital by way of a rights offer ("Rights Offer").

TFG's total number of shares in issue eligible to vote comprised 235,676,215 ordinary shares and the total number of shares present or represented, including by proxy, at the EGM was 181,710,864, representing 77.1% of TFG's issued shares eligible to vote as at Friday, 10 July 2020 being the voting record date.

The voting results of the Resolutions were as follows:

	Total shares voted			Total shares in issue eligible to vote	
	For (%)	Against (%)	Total (number)	Shares voted (%)	Shares abstained (%)
Special resolution number 1 - Authority of the board to issue the Rights Offer shares specifically for the purposes of implementing the rights offer	99.02%	0.98%	181,562,988	77.04%	0.05%
Ordinary resolution number 1 - Placing of the Rights Offer shares (in the authorised but unissued share capital of TFG) under the control of the board	98.77%	1.23%	181,562,867	77.04%	0.05%
Ordinary resolution number 2 - Election of director appointed by the board (Mr A D Murray)	94.96%	5.04%	181,558,917	77.04%	0.05%
Ordinary resolution number 3 - Election of director appointed by the board (Mr C Coleman)	99.89%	0.11%	181,559,817	77.04%	0.05%
Ordinary resolution number 4 - General authorisation	99.35%	0.65%	181,562,919	77.04%	0.05%

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Neither this announcement nor the Rights Offer constitutes an "offer to the public" in South Africa in terms of the South African Companies Act No. 71 of 2008, as amended (the "Companies Act"). As a result, this announcement does not comply with the substance and form requirements for a prospectus set out in Companies Act and the South African Companies Regulations of 2011, and has not been approved by, and/or registered with, the with the South African Companies and Intellectual Property Commission or any other South African authority.

The information contained in this announcement constitutes factual information as contemplated in section 1(3)(a) of the South African Financial Advisory and Intermediary Services Act, 2002 (the "FAIS Act") and should not be construed as an express or implied recommendation, guide or proposal that any particular transaction in respect of the Rights Offer Shares or in relation to the business or future investments of the Group, is appropriate to the particular investment objectives, financial situations or needs of a prospective investor, and nothing in this announcement should be construed as constituting the canvassing for, or marketing or advertising of, financial services in South Africa. TFG is not a financial services provider licensed as such under the FAIS Act.

Cape Town
16 July 2020

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