



**THE FOSCHINI GROUP LIMITED  
MINUTES OF THE 87th ANNUAL GENERAL MEETING OF SHAREHOLDERS  
CONDUCTED ENTIRELY BY ELECTRONIC COMMUNICATION**

**DATE:** Thursday, 05 September 2024

**TIME:** 14H15

**IN ATTENDANCE:** Mr M Lewis (Chairman of the Board), Prof F Abrahams (iNED), Mr G H Davin (iNED), Mr R Stein (iNED), Ms B L M Makgabo-Fiskerstrand (iNED), Mr E Oblowitz (iNED), Mr C Coleman (iNED), Ms N V Simamane (iNED), Mr D Friedland (iNED), Mr J Potgieter (iNED), Mr N Sowazi (iNED), Mr A D Murray (NED), Mr A E Thunstrom (Exec Director) and Mr R Buddle (Exec Director).

**COMPANY SECRETARIAT:** Mr D Van Rooyen (Group Company Secretary).

**BY INVITATION:** Computershare – Transfer Secretaries & Scrutineers.

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*\*81.54% of the total votes applicable to ordinary shares were represented either in person or by proxy.*

1. WELCOME AND OPENING

Mr M Lewis opened the meeting and welcomed all in attendance. It was noted that as per clause 22.27 of the Company's Memorandum of Incorporation ("MOI"), that Mr Lewis in his capacity as Chairman of the Board of Directors, would proceed to chair the annual general meeting accordingly.

The Chairman noted that a quorum was present and declared the meeting duly constituted.

The Chairman further welcomed the Members of the Board as well as the Company Secretary to the meeting and confirmed that the full Board of Directors were in attendance.

2. NOTICE

The Chairman stated that the notice of the meeting had been given in terms of the Company's MOI and the Companies Act.

3. CONFIRMATION OF MINUTES

The Chairman stated that the minutes of the previous annual general meeting held on 07 September 2023 had been verified by the Board of Directors.

4. PROCEEDINGS – VOTING BY WAY OF A POLL

The Chairman advised that as per the provisions of section 63(2) of the Companies Act and clause 22.6 of the MOI, voting on all resolutions would take place entirely electronically by way of a poll, with such poll being conducted through the electronic online facility hosted by Computershare, the transfer secretaries of the Company. The Chairman subsequently nominated a representative of the transfer secretaries to act as scrutineer.

The Chairman stated that all proposed resolutions being tabled at the annual general meeting have been seconded by the Company Secretary, Mr D Van Rooyen.

The Chairman notified all that Professor F Abrahams had indicated that she would no longer be making herself available for re-election as a Director, and that she would be retiring from the Board following the conclusion of the Annual General Meeting. Consequently, Shareholders were advised that the proposed Resolution Number 3 as set out in the Notice convening the meeting would be withdrawn accordingly.

The Chairman thereafter proceeded to advise all that the voting was open on the electronic online facility and could be performed at any time during the meeting. He further advised that shareholders were able to send messages and view the webcast whilst the poll was open, and that any questions pursuant to the motions would be discussed after the last resolution on the agenda had been tabled.

The Chairman additionally noted that a trading update was released on SENS on Wednesday 04 September 2024, and that any questions pursuant to the trading update would be discussed at the end of the meeting.

5. [ORDINARY RESOLUTION 1: PRESENTATION OF ANNUAL FINANCIAL STATEMENTS](#)

On the proposal of the Chairman, it was resolved by a 100.00% majority of votes exercised, that the consolidated audited annual financial statements of the company and its subsidiaries (as approved by the Board) for the year ended 31 March 2024, which incorporated the independent auditors' report, the directors' report and the Audit Committee's report, as well as the Social and Ethics Committee's report as contained in the 2024 governance report be received and adopted.

6. [ORDINARY RESOLUTION 2: RE-APPOINTMENT OF EXTERNAL AUDITORS](#)

On the proposal of the Chairman, it was resolved by a 98.98% majority of votes exercised, with 1.02% against, that Deloitte & Touche be reappointed as the independent auditors of the Company and that Mr J M Bierman, being a member of Deloitte & Touche, be appointed as the designated partner who will undertake the audit of the Company for the ensuing period terminating on the conclusion of the next annual general meeting.

7. [ORDINARY RESOLUTION 3: RE-ELECTION OF PROF F ABRAHAMS AS DIRECTOR](#)

As was noted earlier in the meeting, the Chairman stated that Ordinary Resolution Number 3 has subsequently been withdrawn.

8. [ORDINARY RESOLUTION 4: RE-ELECTION OF MS B L M MAKGABO-FISKERSTRAND AS DIRECTOR](#)

On the proposal of the Chairman, Ms B L M Makgabo-Fiskerstrand (an independent non-executive director retiring by rotation) was re-elected by a 76.06% majority of votes exercised, with 23.94% votes against.

9. [ORDINARY RESOLUTION 5: RE-ELECTION OF MR E OBLOWITZ AS DIRECTOR](#)

On the proposal of the Chairman, Mr E Oblowitz (an independent non-executive director retiring by rotation) was re-elected by a 69.62% majority of votes exercised, with 30.38% votes against.

10. [ORDINARY RESOLUTION 6: RE-ELECTION OF MR N L SOWAZI AS DIRECTOR](#)

On the proposal of the Chairman, Mr N L Sowazi (an independent non-executive director appointed by the Board subsequent to the last Annual General Meeting, on 07 September 2023) was re-elected by a 98.75% majority of votes exercised, with 1.25% votes against.

11. [ORDINARY RESOLUTION 7: RE-ELECTION OF MR R R BUDDLE AS A DIRECTOR](#)

On the proposal of the Chairman, MR R R Buddle (an executive director appointed by the Board subsequent to the last Annual General Meeting, on 07 September 2023) was re-elected by a 98.66% majority of votes exercised, with 1.34% votes against.

12. [ORDINARY RESOLUTION 8: ELECTION OF MR E OBLOWITZ AS A MEMBER OF THE AUDIT COMMITTEE](#)

On the proposal of the Chairman, Mr E Oblowitz (an independent non-executive director) was elected as a member of the Audit Committee by a 65.89% majority of votes exercised, with 34.11% votes against.

13. [ORDINARY RESOLUTION 9: ELECTION OF MR G H DAVIN AS A MEMBER OF THE AUDIT COMMITTEE](#)

On the proposal of the Chairman, Mr G H Davin (an independent non-executive director) was elected as a member of the Audit Committee by a 98.16% majority of votes exercised, with 1.84% votes against.

14. [ORDINARY RESOLUTION 10: ELECTION OF MR D FRIEDLAND AS A MEMBER OF THE AUDIT COMMITTEE](#)

On the proposal of the Chairman, Mr D Friedland (an independent non-executive director) was elected as a member of the Audit Committee by a 76.97% majority of votes exercised, with 23.03% votes against.

15. [ORDINARY RESOLUTION 11: ELECTION OF MS B L M MAKGABO-FISKERSTRAND AS A MEMBER OF THE AUDIT COMMITTEE](#)

On the proposal of the Chairman, Ms B L M Makgabo-Fiskerstrand (an independent non-executive director) was elected as a member of the Audit Committee by a 63.34% majority of votes exercised, with 36.66% votes against.

16. [ORDINARY RESOLUTION 12: ELECTION OF MR J N POTGIETER AS A MEMBER OF THE AUDIT COMMITTEE](#)

On the proposal of the Chairman, Mr J N Potgieter (an independent non-executive director) was elected as a member of the Audit Committee by a 99.87% majority of votes exercised, with 0.13% votes against.

17. [ORDINARY RESOLUTION 13: NON-BINDING ADVISORY VOTE ON REMUNERATION POLICY](#)

On the proposal of the Chairman, the remuneration policy as set out in the Remuneration Committee report on pages 48 - 54 of the 2024 Governance Report, by way of a non-binding advisory vote, was endorsed by shareholders, with a 77.22% majority of votes in favour and 22.78% of votes against.

18. [ORDINARY RESOLUTION 14: NON-BINDING ADVISORY VOTE ON REMUNERATION IMPLEMENTATION REPORT](#)  
On the proposal of the Chairman, the remuneration implementation report as set out in the Remuneration Committee report on pages 55 - 59 of the 2024 Governance Report, by way of a non-binding advisory vote, was endorsed by shareholders, with a 77.02% majority of votes in favour and 22.98% of votes against.

19. [SPECIAL RESOLUTION 1: NON-EXECUTIVE DIRECTOR REMUNERATION](#)  
On the proposal of Mr A E Thunström (taking the chair for this resolution), it was resolved by a 98.31% majority of votes exercised, with 1.69% votes against, that the remuneration to be paid to non-executive directors for the period 1 October 2024 to 30 September 2025 and as set out in the notice of the annual general meeting be approved.

20. [SPECIAL RESOLUTION 2: FINANCIAL ASSISTANCE TO RELATED OR INTERRELATED COMPANY OR CORPORATION](#)  
On the proposal of the Chairman, it was resolved by a 98.81% majority of votes exercised, with 1.19% votes against, that the Company may provide direct or indirect financial assistance to a related or interrelated company or corporation provided that such financial assistance may only be provided within two years from the date of adoption of this special resolution and subject further to sections 44 and 45 of the Companies Act.

Special resolution number 2 and the reason and effect of special resolution number 2, as set out in the notice convening the meeting, were taken as read.

21. [SPECIAL RESOLUTION 3: GENERAL AUTHORITY TO ACQUIRE TFG ORDINARY SHARES](#)  
On the proposal of the Chairman, it was resolved by a 98.42% majority of votes exercised, with 1.58% votes against, that the Company and/or any subsidiary of the Company, by way of a general authority, from time to time, may repurchase ordinary shares in the share capital of the Company upon such terms and conditions and amounts as the Directors of the Company may from time to time determine but subject to the proviso's set out in the notice convening the meeting.

Attention was drawn to the statement by the Board of Directors of the Company and the explanatory note, which includes the reason and effect of this special resolution, in the notice convening this meeting.

Special resolution number 3, the statement by the Board of Directors of the Company and the explanatory note, which includes the reason and effect of special resolution number 3, as set out in the notice convening the meeting, were taken as read.

22. [SPECIAL RESOLUTION 4: GENERAL BUT RESTRICTED AUTHORITY TO ISSUE AUTHORISED BUT UNISSUED SECURITIES FOR CASH](#)  
On the proposal of the Chairman, it was resolved by a 78.32% majority of votes exercised, with 21.68% votes against, that the directors, by way of an annual general authority, are hereby authorized to issue the authorised but unissued securities of the Company for cash, upon such terms and conditions and to such persons as they in their discretion may determine, but subject to the proviso's set-out in the notice convening the meeting.

Attention was drawn to the statement by the Board of Directors of the Company, which includes the reason and effect of this special resolution, in the notice convening this meeting.

Special resolution number 4, the statement by the Board of Directors of the Company, which includes the reason and effect of special resolution number 4, as set out in the notice convening the meeting, were taken as read.

23. [ORDINARY RESOLUTION 15: AUTHORITY TO ISSUE SHARES AS CONTEMPLATED IN CLAUSE 10.1 OF THE MOI](#)  
On the proposal of the Chairman, it was resolved by a 77.15% majority of votes exercised, with 22.85% votes against, that the directors are hereby authorised in terms of clause 10.1 of the MOI, as an annual general authority, to issue a maximum of 5% (being 16,551,365 ordinary shares) of the Company's equity securities of that class in issue as at the date of the issue of this notice of annual general meeting, where such issue is contemplated as an issue of shares for cash, in terms of Special Resolution Number 4.

24. [ORDINARY RESOLUTION 16: GENERAL AUTHORITY](#)  
On the proposal of the Chairman, it was resolved by a 100.00% majority of votes exercised, that any director of the company or the Company Secretary of the company is authorised to carry out and to do all such things and matters as may be or are necessary in connection with the subject matter of the ordinary resolutions 1 to 16 and special resolutions 1 to 4 proposed at the company's annual general meeting.

25. [ANY OTHER BUSINESS](#)  
The Chairman noted that no notice had been received of any other business that may be transacted at the annual

general meeting.

## 26. QUESTIONS

The Chairman allowed questions pursuant to the resolutions tabled at the annual general meeting to be discussed before the closing the voting.

The Company Secretary, Mr D Van Rooyen, noted the following questions, which had been received via the electronic online facility:

- Question on Board Independence and Tenure, as received from Messrs M Mncube:  
*With 64% of independent non-executive directors having served for more than 9 years, how does the Board intend on addressing independence concerns and ensure independent decision making, especially in respect of audit and risk oversight.*

The Chairman referred the question to Mr G H Davin (the Lead Independent Director), who responded noting that as recommended by the King IV Code on Corporate Governance, the Board categorises non-executive directors as independent after assessing and concluding that there is no interest, position, association or relationship which, when judged from the perspective of a reasonable and informed third party, is likely to influence unduly or cause bias in decision-making in the best interests of the organisation. King IV and other independence indicators, including long tenure, are considered holistically and, importantly, on a substance-over-form basis when performing this assessment, which is also aided by an annual independence questionnaire completed by each non-executive director.

The Board does however acknowledge investor concerns about the potential waning of independence through long tenure. Notwithstanding the fact the Board is satisfied that all directors consistently demonstrate independence in character and judgement, it has decided to implement a new policy, progressively over a three year glide-path (which the Board are currently 6 months into), which mandates that non-executive directors with tenure of more than twelve years will no longer be categorised as independent. As part of addressing the issue, the Board highlighted the two recent independent non-executive director appointments of Mr J Potgieter and Mr N Sowazi.

- Question on Gender and Racial Diversity at a Board level, as received from Messrs M Mncube:  
*With the decline of gender diversity from 31% to 21% and racial diversity from 31% to 29%, what specific steps is the Board taking to improve representation and to ensure a more balanced and diverse composition in the coming year.*

The Chairman referred the question to Mr D Van Rooyen (the Company Secretary), who noted that as previously disclosed, the Board have adopted a new Policy which supports diversity, not only from a racial point of view, but with a wholistic approach. The Nomination Committee as well as the Board continue to focus and deliberate on the Board and Committee compositions, in order to ensure that the correct skills, expertise and diversity is represented on the Board.

- Question on the Remuneration Policy, as received from Messrs M Mncube:  
*With an extremely high number of dissenting votes in respect of the Remuneration Policy in a second consecutive year, what concrete measures is the Board taking to address concerns, especially around the CEO's high base salary; and the insufficient disclosure around personal performance modifiers.*

The Chairman referred the question to Mr E Oblowitz (the Chairman of the Remuneration Committee), who advised that as is consistent with best practice, the Remuneration Committee engaged with all key shareholders at various times throughout the year. All concerns raised by shareholders stemming from these engagements have been addressed, the outcomes of which are set out in the Remuneration Report. It was further noted that over the past year, no shareholders had raised any concern around the CEO's base remuneration. The Remuneration Committee had consulted professional advisors in order to ensure that the CEO's TGP is adequately benchmarked and are comfortable with the outcome.

- Question on Environment Impacts and Renewable Energy Goals, as received from Messrs M Mncube:  
*With TFG's commitment to achieving 100% renewable energy by 2030, and the ongoing environmental challenges such as water shortages and waste management, can the Board provide clarity on the specific investment initiatives being implemented to address these issues, particularly in South Africa where infrastructure challenges are much more significant.*

The Chairman referred the question to Mr A E Thunström (the CEO) who noted that the Company's commitment to 100% renewable energy is very much centered around the UK, and regrettably would unlikely be achievable in South Africa given Eskom's high reliance on coal powered stations for the foreseeable future.

The Company has experienced significant infrastructure challenges over the past number of years, especially in respect of loadshedding which crippled the Company's ability to operate for a significant period. The Company has however invested approximately R250mill in various back up power solutions.

More recently water shortages have resulted in the Company investing in the installation of boreholes in most of its critical infrastructures. The Company is continuously striving to source more sustainable solutions - approximately 800 JET stores will have their entire electrical infrastructure upgraded; and the Company's distribution centers, and manufacturing facilities will be leveraging more off solar power.

- Question on Governance and Executive Remuneration as received from Messrs G Blizzard:  
*TFG's acknowledgement that it has heard shareholders concerns around director independence wherein the board has adopted a policy which sees a three-year glide path after which iNED's with tenure of more than 12 years will no longer be categorized as independent. How many of the current directors who have served longer than 12 years, do the board intend to replace over the three year period? And in addition, will the board use this opportunity to ensure that more diverse skills and experience are introduced at board level specifically in the area of sustainability expertise?*

The Chairman referred the question to Mr G H Davin (the Lead Independent Director), who responded noting that the Board have not set specific targets in respect of how many directors will be replaced, however through the three-year glide path period, and where necessary, it will procure new Directors that have the requisite skills that can contribute to the Board.

The Chairman further noted that given that Prof F Abrahams and Ms N V Simamane, who have both been long standing members of the Board, are retiring from the Board, the Nomination Committee will ensure that at the end of the glide path, the Board will be appropriately and adequately constituted in terms of skill and independence.

- Question on supply chain ethics and social responsibility as received from Messrs M Mncube:  
*Given the ongoing controversies related to supplier discrimination and the risk posed by unethical labour practices in certain regions, what concrete actions is TFG taking to improve supplier oversight and ensuring that all suppliers, in particular black owned businesses, are being treated fairly and in alignment with TFG's social responsibility commitments.*

The Chairman referred the question to Mr A E Thunström (the CEO) who stated that the Company takes supplier responsibility extremely seriously. TFG produces more than 70% its apparel sold in South Africa, locally, with most of the products being produced through wholly owned factories of the Group. This ensures that the Company has significant oversight of the working conditions and labour practices within this space. Where possible and where feasible, the Company is looking at scaling this model further and several projects are currently being considered by Management which will most likely further increase local volumes.

In terms of black owned businesses, over the past financial year the Company has spent more than R1.1bill on small black enterprises. In terms of its B-BBEE rating, the Company proudly attained a level 2 rating which is significantly ahead of most listed retailers who are currently averaging a level 5 to 7 rating.

- Question on Competition from Online Global Retailers as received from Messrs M Mncube:  
*With rising global competition from online retailers such as Shein and Temu, how does TFG sustain the growth of its Bash online platform and what strategies are in place to ensure that it remains competitive in the fast-evolving online space?*

The Chairman referred the question to Mr A E Thunström (the CEO) who stated that the Company had early on significantly invested in its online platform and has therefore been ahead of the curve in respect of its local competitors. The Company is incredibly proud of Bash being considered the number one local retail shopping app. The Company is continuing to focus and invest in the digital space and on its omni channel capabilities, ideally having the entire TFG stable of brands being able to be sold off one application.

- Question on Board Diversity from Messrs N Sibanda:

*Has the Board set specific targets for diversity and can the Board confirm what those targets are?*

The Chairman referred the question to Mr D Van Rooyen (the Company Secretary), who advised that the Board has not set formal targets for diversity at Board level, but does have a Board Diversity Policy which supports diversity intrinsically and on a wholistic level.

- Question on Verbal Questions was received from Messrs G Blizzard:

*According to the Companies Act, virtual meetings are only permissible if the electronic communications enable all meeting participants to participate concurrently with each other without an intermediary, this means allowing shareholders to ask their questions verbally so that they can engage with the Board which is one of the purposes of the AGM. The AGM risks not complying with the Companies Act. Electronic platforms such as Computershare allow for verbal questions as the functionality is available. Please can you let me know why the Board has chosen not to allow for verbal questions?*

The Chairman referred the question to Mr D Van Rooyen (the Company Secretary), who in consultation with Computershare (the meeting facilitators and scrutineers), advised that although the Company has chosen not to utilize the facility of allowing for verbal questions, the Company is fully compliant with the Company's Act and that all questions may be sent through in real time via text.

It was further reiterated that the Company has adopted this approach in the past and this has been normal practice for a number of years. The Chairman did however note the concern and confirmed that this matter would be taken into consideration when planning the next annual general meeting. Mr D Van Rooyen further confirmed his willingness to engage Messrs G Blizzard directly in order to address any concerns.

- Follow up comment in respect of the question on Specific Diversity Targets as received from Messrs N Sibanda:

*Given that the TFG Board is trailing behind some peers in terms of diversity, it may be worth considering establishing specific diversity targets. Setting these targets will foster greater accountability in driving progress in this area.*

Mr D Van Rooyen (the Company Secretary), noted that unfortunately when rotations take place, the statistics will be skewed in the short term. The Board are however focusing on its succession planning which will adjust the statistics in due course and that the above would be taken into consideration.

- Question on Diversity as received from from Messrs G Blizzard:

*TFG's current diversity at Board level in terms of gender is 21% female and in terms of race is 29% black. Transformation at Board level is notably low and the Board does not have publicly available board transformation targets as is required by the JSE Listings Requirements. Could the Board explain the reasons behind the absence of the disclosure of these targets and will the company commit to setting and disclosing board transformation targets in its related policy in its next set of annual reports?*

In response Mr D Van Rooyen (the Company Secretary), clarified that the Listings Requirements do not require targets to be set, however advised that if targets are set, that the Company must report against those targets. As was covered earlier, it was confirmed that this concern is noted and will be taken into consideration by the Board.

- Question on Employee Remuneration from Messrs G Blizzard:

*In TFG's 2024 Inspired Living Report, the Company states that is committed to paying outlet and distribution employees a TFG minimum wage which is higher than the legislated minimum wage, however there is no disclosure of TFG's actual internal minimum wage. What is TFG's internal minimum wage or the remuneration of the lowest paid worker?*

The Chairman referred the question to Mr A E Thunström (the CEO) who stated that the Company has a vast compliment of staff at different levels, and that the Company has adhered to its commitment to not pay less than the legislated minimum wage. The Company is currently exploring and testing a number of store incentives which will allow staff to earn significantly more than what would have been possible in the past.

- Question on Executive Incentive Plan from Messrs G Blizzard:  
*TFG has included people and transformation as part of its executive incentive plan for the 2025 financial year, however the targets linked to the incentive plan have not been disclosed. For example there has been no disclosure on what the company is aiming to achieve in terms of its B-BBEE scorecard and creation of workplace opportunities. Could the Chair explain what these targets are.*

The Chairman referred the question to Mr A E Thunström (the CEO) who noted that the Company would hope to retain its level 2 B-BBEE score and that the Company is hoping to conclude an additional one thousand new workplace opportunities.

With there being no further questions, The Chairman closed the voting and the results of the poll were displayed.

27. VOTING RESULTS

The Chairman declared that, with the exception of ordinary resolution 3 which was withdrawn, all the other ordinary and special resolutions had been passed with the requisite majority.

28. STATEMENT BY THE CHAIRMAN

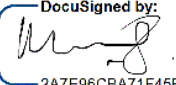
The Chairman addressed all in respect of the retirement of Ms N Simamane who had been on the Board for 15 years, and Prof F Abrahams who has been on the Board for 21 years.

On behalf of the Board, the Chairman thanked both for their service, camaraderie and invaluable contributions to the Group and wished them well in all their future endeavours.

29. CLOSE

In closing the Chairman noted that all agenda items had been dealt with, thanked all for their attendance and declared the meeting closed.

**APPROVED AND SIGNED THIS 5<sup>th</sup> DAY OF NOVEMBER 2024**

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**MR M LEWIS**  
**CHAIRMAN OF THE BOARD**