

FORM OF PROXY



THE FOSCHINI GROUP LIMITED
(Incorporated in the Republic of South Africa)
Registration number: 1937/009504/06
Share codes: TFG – TFGP
(ISIN: ZAE000148466 – ZAE000148516)

To be returned to the transfer secretaries, Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 (PO Box 61051, Marshalltown, 2107) as soon as possible and should (but is not required to) be received by no later than 12h15 on Tuesday, 5 September 2017.

**FORM OF PROXY (NB FOR USE ONLY BY CERTIFICATED AND OWN-NAME DEMATERIALIZED SHAREHOLDERS)
ANNUAL GENERAL MEETING: WEDNESDAY, 6 SEPTEMBER 2017**

I/We (full names) _____

of (address) _____

Tel (home): _____ Cell: _____ Email: _____

being a shareholder(s) of The Foschini Group Limited and entitled to _____ votes (ONE PER SHARE HELD)

hereby appoint _____

or failing him/her _____

or failing him/her the Chairperson of the meeting as my/our proxy to act for me/us at the annual general meeting of the company to be held at 12h15 on Wednesday, 6 September 2017 at Stanley Lewis Centre, 340 Voortrekker Road, Parow East and at any adjournment thereof as follows:

INSERT X IN APPROPRIATE BLOCK
FOR AGAINST ABSTAIN

Ordinary resolution no. 1	Presentation of annual financial statements			
Ordinary resolution no. 2	Reappointment of external auditors			
Ordinary resolution no. 3	Re-election of Mr D Friedland as a director			
Ordinary resolution no. 4	Re-election of Ms N V Simamane as a director			
Ordinary resolution no. 5	Re-election of Mr R Stein as a director			
Ordinary resolution no. 6	Election of Mr S E Abrahams as a member of the Audit Committee			
Ordinary resolution no. 7	Election of Ms B L M Makgabo-Fiskerstrand as a member of the Audit Committee			
Ordinary resolution no. 8	Election of Mr E Oblowitz as a member of the Audit Committee			
Ordinary resolution no. 9	Election of Ms N V Simamane as a member of the Audit Committee			
Ordinary resolution no. 10	Election of Mr D Friedland as a member of the Audit Committee			
Ordinary resolution no. 11	Election of Prof F Abrahams as a member of the Audit Committee			
Ordinary resolution no. 12	Non-binding advisory vote on remuneration policy			
Special resolution no. 1	Non-executive directors' remuneration			
Special resolution no. 2	General authority to acquire TFG shares			
Special resolution no. 3	Financial assistance			
Ordinary resolution no. 13	General authority of directors			

Signed this _____ day of _____ 2017

Signature _____

Assisted by (where applicable) _____

Please read the notes on the reverse side of this proxy form.

FORM

OF PROXY CONTINUED

NOTES

1. The person whose name stands first on the proxy form and who is present at the annual general meeting will be entitled to act as a proxy to the exclusion of those whose names follow thereafter. If no proxy is inserted in the spaces provided, the Chairperson shall be deemed to be appointed as the proxy.
2. Unless otherwise instructed above, a proxy is entitled to vote as he/she thinks fit.
3. A proxy appointed by a shareholder to attend, speak and vote in his/her stead need not also be a shareholder of the company.
4. In order to be effective, this proxy form and the power of attorney or other authority (if any) under which it is signed, must be RECEIVED by the transfer secretaries of the company, Computershare Investor Services Proprietary Limited, not less than twenty-four (24) hours before the time appointed for the holding of the meeting or any adjournment thereof, as the case may be, at which the proxy proposes to vote, excluding Saturdays, Sundays and South African public holidays.
5. Any alteration or correction made to this proxy form must be initialled by the signatory(ies), but may not be accepted by the Chairperson.
6. If you hold shares in certificated form (i.e. you have not dematerialised your shares) or are registered as an own-name dematerialised shareholder, you may attend and vote at this meeting; alternatively, you may appoint a proxy to represent you at the meeting by completing the attached form of proxy and lodging it with the transfer secretaries of the company to be RECEIVED at least 24 hours before the time of the meeting, excluding Saturdays, Sundays and South African public holidays.
7. If you have dematerialised your shares and are not registered as an own-name dematerialised shareholder (i.e. specifically instructed your CSDP to hold your shares in your own name) then, subject to the custody agreement between yourself and your CSDP or broker:
 - if you wish to attend the meeting, you must contact your CSDP or broker and obtain the relevant letter of representation from it; or
 - if you are unable to attend the meeting but wish to be represented at the meeting, you must contact your CSDP or broker and furnish it with your voting instructions in respect of the meeting. You must NOT complete the attached form of proxy. The instructions must be provided in accordance with the custody agreement between you and your CSDP or broker within the time period required by your CSDP or broker.
8. Brokers or their nominees recorded in the company's register should, when authorised in terms of their mandate or instructed to do so by the owner on behalf of whom they hold dematerialised shares in the company, vote by either appointing a duly authorised representative to attend and vote at the meeting or by completing the attached form of proxy in accordance with the instructions thereon, which must be RECEIVED by the transfer secretaries of the company at least 24 hours before the time of the meeting, excluding Saturdays, Sundays and South African public holidays.