



FORM OF PROXY

The Foschini Group Limited

Incorporated in the Republic of South Africa
Reg. No.: 1937/009504/06
Share codes: TFG – TFGP
ISIN: ZAE000148466 – ZAE000148516

To be returned to The Transfer Secretaries, Computershare Investor Services (Proprietary) Limited, 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107) as soon as possible and not later than 11:30 on Wednesday, 31 August 2011.

FORM OF PROXY (N.B. FOR USE ONLY BY CERTIFICATED AND "OWN NAME" DEMATERIALIZED SHAREHOLDERS)

ANNUAL GENERAL MEETING, 5 SEPTEMBER 2011

I/We (full names)

of (address)

being a member(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 chairman of the meeting as my/our proxy to act for me/us at the annual general meeting of the company to be held at 12:15 on Monday, 5 September 2011 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 auditor			
Ordinary resolution No. 3	- election of Prof. F Abrahams as a director			
Ordinary resolution No. 4	- election of Mr E Oblowitz as a director			
Ordinary resolution No. 5	- election of Ms N V Simamane as a director			
Ordinary resolution No. 6	- election of Mr R Stein as a director			
Ordinary resolution No. 7	- election of Mr S E Abrahams as a member of the audit committee			
Ordinary resolution No. 8	- election of Mr W V Cuba as a member of the audit committee			
Ordinary resolution No. 9	- election of Mr E Oblowitz as a member of the audit committee			
Ordinary resolution No. 10	- election of Ms N V Simamane as a member of the audit committee			
Ordinary resolution No. 11	- non-binding advisory vote on remuneration policy			
Special resolution No. 1	- non-executive directors' remuneration			
Special resolution No. 2	- financial assistance			
Special resolution No. 3	- general authority to acquire shares			
Ordinary resolution No. 12	- general authority of directors			

Signed this _____ day of _____ 2011

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 chairman shall be deemed to be appointed as the proxy.
2. Unless otherwise instructed above, a proxy is entitled to vote as he thinks fit.
3. A proxy appointed by a member to attend, speak and vote in his stead need not also be a member 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 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 chairman.
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, then 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 public holidays.
7. If you have dematerialised your shares and are not registered as an "own name dematerialised shareholder" (i.e. specifically instructed your Central Securities Depository Participant (CSDP) to hold your shares in your own name on the company's sub-register), 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, as the case may be, and obtain the relevant letter of representation from it; alternatively
 - if you are unable to attend the meeting but wish to be represented at the meeting, you must contact your CSDP or broker, as the case may be, and furnish it with your voting instructions in respect of the meeting. You must NOT complete this form of proxy. The instructions must be provided in accordance with the custody agreement between yourself and your CSDP or broker, as the case may be, within the time period required by your CSDP or broker, as the case may be.
8. CSDPs, brokers or their nominees, as the case may be, recorded in the company's sub-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 and lodging it with the transfer secretaries of the company at least 24 hours before the time of the meeting, excluding Saturdays, Sundays and public holidays.