

SHAREHOLDERS' INFORMATION

	No. of shareholders		Number of shares	
	Total	%	Total	%
SHAREHOLDERS' SPREAD AS AT 31 MARCH 2010				
1 – 1 000 shares	933	47.43	472 214	0.48
1 001 – 10 000 shares	667	33.86	2 334 336	2.38
10 001 – 100 000 shares	253	12.86	8 845 217	9.02
100 001 – 1 000 000 shares	94	4.78	27 611 713	28.16
1 000 001 shares and over	21	1.07	58 794 479	59.96
Total	1 968	100.00	98 057 959	100.00
DISTRIBUTION OF SHAREHOLDERS AS AT 31 MARCH 2010				
Public	1 957	99.45	87 473 235	89.21
Pension funds			27 040 710	27.58
Unit trusts/Mutual funds			25 039 535	25.54
Managed funds			18 634 087	19.00
Insurance companies			10 604 772	10.81
Other			6 154 131	6.28
Non-public	11	0.55	10 584 724	10.79
Lewis Stores (Proprietary) Limited	1	0.05	9 216 928	9.40
Lewis Employee Incentive Scheme Trust	1	0.05	810 706	0.83
Directors:				
Lewis Group Limited	5	0.25	435 306	0.44
Lewis Stores (Proprietary) Limited	4	0.20	121 784	0.12
Total	1 968	100.00	98 057 959	100.00

MAJOR SHAREHOLDINGS AS AT 31 MARCH 2010

According to the company's register of disclosures of beneficial interests made by registered shareholders acting in a nominee capacity, and the disclosures made by fund managers in terms of section 140A of the Companies Act, the following entities owned in excess of 3% of the company's shares as at 31 March 2010:

	%
Beneficial shareholders	
Government Employee Pension Fund	12.67
Lewis Stores (Proprietary) Limited	9.40
Public Investment Commissioners	5.40
Metlife Main Account	3.74
TriAlpha Oceana Concentrated Opportunity Fund	3.20
By Fund Manager	
Public Investment Commissioners	12.35
Old Mutual Investment Group	5.75
AXA Financial SA	5.43
Sanlam Investment Managers	4.94
Stanlib Asset Managers	4.89
Metropolitan Asset Managers	4.41
TriAlpha Asset Management Limited	3.33
GEOGRAPHICAL ANALYSIS OF SHAREHOLDERS:	
Beneficial shareholders	
South Africa	73.03
North America	13.90
United Kingdom	2.55
Europe	4.77
Rest of World	5.75
	100.00
By Fund Manager	
South Africa	72.31
North America	13.79
United Kingdom	2.55
Europe	8.13
Rest of World	3.22
	100.00

SHAREHOLDERS' CALENDAR

Financial year-end	31 March 2010
Final profit announcement	19 May 2010
Final dividend declared	19 May 2010
Annual Report	30 June 2010
Last day to trade "cum" dividend	16 July 2010
Date trading commences "ex" dividend	19 July 2010
Record date	23 July 2010
Date of dividend payment	26 July 2010
Annual General Meeting	13 August 2010
Interim Profit Announcement	8 November 2010



NOTICE OF ANNUAL GENERAL MEETING

LEWIS GROUP LIMITED

(Incorporated in the Republic of South Africa)

(Registration number: 2004/009817/06)

Share code: LEW

ISIN: ZAE000058236

("Lewis Group" or "the company")

Notice is hereby given that the sixth annual general meeting of shareholders ("AGM") of Lewis Group Limited for the year ended 31 March 2010 will be held at Lewis Group head office, 53A Victoria Road, Woodstock, Cape Town at 10:00 am on Friday, 13 August 2010. **Registration will start at 9:15 am.** The following business will be transacted and resolutions proposed, with or without modification:

1. Ordinary resolution number 1

Approval of annual financial statements

"Resolved that the audited annual financial statements of the company and its subsidiaries for the year ended 31 March 2010 accompanying this notice be accepted and approved."

2. Ordinary resolution number 2

Election of directors

Zarina Bibi Mahomed Bassa, Leslie Alan Davies, Johan Enslin, Myra Sizakele Pinkie Marutlulle and Benedict James van der Ross retire in accordance with the company's articles of association. Zarina Bibi Mahomed Bassa, Leslie Alan Davies, Johan Enslin, Myra Sizakele Pinkie Marutlulle and Benedict James van der Ross offer themselves for re-election.

Zarina Bibi Mahomed Bassa [45]

Leslie Alan Davies [54]

Johan Enslin [36]

Myra Sizakele Pinkie Marutlulle [42]

Benedict James van der Ross [63]

Brief CVs of the directors are on pages 12 to 13.

Appointment of Zarina Bibi Mahomed Bassa as director

2.1 "Resolved that Zarina Bibi Mohamed Bassa be and is hereby elected as director of the company."

Appointment of Leslie Alan Davies as director

2.2 "Resolved that Leslie Alan Davies be and is hereby elected as director of the company."

Appointment of Johan Enslin as director

2.3 "Resolved that Johan Enslin be and is hereby elected as director of the company."

Appointment of Myra Sizakele Pinkie Marutlulle as director

2.4 "Resolved that Myra Sizakele Pinkie Marutlulle be and is hereby elected as director of the company."

Appointment of Benedict James van der Ross as director

2.5 "Resolved that Benedict James van der Ross be and is hereby elected as director of the company."

3. Ordinary resolution number 3

Approval of directors' fees for the year ended 31 March 2011

"Resolved that the fees of the directors as reflected below be approved for the year to 31 March 2011:

Chairman	R390 000
Director	R185 000

If a member of the Audit Committee the following additional amount:

Chairman	R190 000
Member	R80 000

If a member of the Risk Committee the following additional amount:

Chairman	R90 000
Member	R45 000

If a member of the Remuneration Committee the following additional amount:

Chairman	R90 000
Member	R45 000

If a member of the Nomination Committee the following additional amount:

Chairman	R60 000
Member	R25 000

If a member of the Transformation Committee the following additional amount:

Chairman	R60 000
Member	R25 000

Invitation Fee:

All non-executive directors who attend the committee meetings by invitation at the request of the board shall be eligible to receive a fee as if they were a member of the committee.

The above fees comprise a base fee of 75% and an attendance fee of 25% which will be split evenly amongst the number of meetings held by the board or the relevant committee.

4. Ordinary resolution number 4

Approval of reappointment of auditors

“Resolved that the firm PricewaterhouseCoopers Inc and Zuhdi Abrahams as the designated auditor be reappointed for the ensuing year.”

The group's current external auditor is PricewaterhouseCoopers Inc, which has indicated that Mr Zuhdi Abrahams being a director of the firm and a registered auditor, will undertake the audit. The group's Audit Committee has recommended that the firm and the designated auditor be reappointed for the ensuing period, and that the terms of its engagement and fees be determined by the Audit Committee.

5. Ordinary resolution number 5

Directors' authority to implement company resolutions

“Resolved that each and every director of the company be and is hereby authorised to do all such things and sign all such documents as may be necessary for or incidental to the implementation of the resolutions passed at this meeting.”

6. To transact such other business that may be transacted at an annual general meeting.

All shareholders are encouraged to attend, speak and vote at the annual general meeting.

If you hold certificated shares (i.e. have not dematerialised your shares in the company) or are registered as an own name dematerialised shareholder (i.e. have specifically instructed your Central Securities Depository Participant (“CSDP”) to hold your shares in your own name in the company's sub-register) then:

- you may attend and vote at the annual general meeting; alternatively
- you may appoint a proxy to represent you at the annual general meeting by completing the attached form of proxy and returning it to the company's transfer secretary (Computershare Investor Services (Proprietary) Limited, 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2017)) or lodging it at the registered office of the company by no later than 24 hours prior to the time appointed for the holding of the meeting.

Please note that if you are the owner of dematerialised shares (i.e. have replaced the paper share certificates representing the shares with electronic records of ownership under the JSE's electronic settlement system,

Share Transactions Totally Electronic (“STRATE”)) held through a CSDP or broker (or their nominee) and are not registered as an “own name dematerialised shareholder” then you are not a registered shareholder of the company; your CSDP or broker (or their nominee) would be. Accordingly, in these circumstances, subject to the mandate between yourself and your CSDP or broker as the case may be:

- if you wish to attend the annual general 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 annual general 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 annual general meeting and/or request it to appoint a proxy. You must not complete the attached form of proxy. The instructions must be provided in accordance with the mandate 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.
- CSDPs, brokers or their nominees, as the case may be, recorded in the company's sub-register as holders of dematerialised shares held on behalf of an investor/beneficial owner in terms of STRATE 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 annual general meeting or by completing the attached form of proxy in accordance with the instructions thereon and returning it to the company's Transfer Secretary (Computershare Investor Services (Proprietary) Limited, 70 Marshall Street, Johannesburg, 2001 (P O Box 61051, Marshalltown, 2017)) or lodging it at the registered office of the company not less than 24 hours prior to the time appointed for the holding of the meeting.

By order of the board



M G McConnell
Company Secretary

19 May 2010



Lewis Group Limited

(Incorporated in the Republic of South Africa)
 (Registration number: 2004/009817/06)
 Share code: LEW ISIN: ZAE000058236
 ("Lewis Group" or "the company")

For use at the annual general meeting of the company to be held at Lewis Group head office, 53A Victoria Road, Woodstock, on Friday, 13 August 2010 ("the annual general meeting").

Not to be used by beneficial holders of shares who have dematerialised their shares ("dematerialised shares") through a Central Securities Depository Participant ("CSDP") or broker, as the case may be, unless you are recorded on the sub-register as an "own name" dematerialised shareholder ("own name dematerialised shareholder"). Generally, you will not be an own name dematerialised shareholder unless you have specifically requested the CSDP to record you as the holder of the shares in your own name in the company's sub-register.

Only for use by certificated, own name dematerialised shareholders and CSDPs or brokers (or their nominees) registered in the company's sub-register as the holder of dematerialised ordinary shares.

Each shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies (none of whom need be a shareholder of the company) to attend, speak and vote in place of that member at the annual general meeting, and at any adjournment thereafter.

I/We (block letters), _____

Of (address) _____

Telephone: (Work) _____ Telephone: (Home) _____

Being the holder/s of _____ ordinary shares in the company, hereby appoint (see instruction overleaf)

1. _____ or failing him/her
2. _____ or failing him/her
3. The chairperson of the annual general meeting,

as my/our proxy to attend, speak and vote (or abstain from voting) and act for me/us and on my/our behalf at the annual general meeting which will be held for the purpose of considering and if deemed fit passing, with or without modification, the resolutions to be proposed thereat and at any adjournment thereof and to vote for or against such resolutions or to abstain from voting in respect of the shares in the issued capital of the company registered in my/our name/s in accordance with the following instructions (see instruction overleaf)

	Insert an "X"		
	In favour of	Against	Abstain
Ordinary resolution 1 Approval of annual financial statements			
Ordinary resolution 2.1 Election of Zarina Bibi Mahomed Bassa as director			
Ordinary resolution 2.2 Election of Leslie Alan Davies as director			
Ordinary resolution 2.3 Election of Johan Enslin as director			
Ordinary resolution 2.4 Election of Myra Sizakele Pinkie Marutlulle as director			
Ordinary resolution 2.5 Election of Benedict James van der Ross as director			
Ordinary resolution number 3 Approval of directors' fees for the year to 31 March 2011			
Ordinary resolution number 4 Approval of reappointment of auditors			
Ordinary resolution number 5 General authorisation of directors			

Insert an "X" in the relevant spaces above according to how you wish your votes to be cast. If you wish to cast your votes in respect of a lesser number of shares than you own in the company, insert the number of shares held in respect of which you desire to vote (instruction overleaf).

Signed at _____ on _____ 2010

Signature/s _____
 (Authority of signatory to be attached if applicable – see instruction overleaf)

Assisted by _____
 (where applicable)

Telephone number: _____

Please read the notes on reverse side.

FORM OF PROXY (CONTINUED)

INSTRUCTIONS ON SIGNING AND LODGING THE PROXY FORM:

1. A certificated or own name dematerialised shareholder or CSDP or broker registered in the company's sub-register may insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space/s provided, with or without deleting "the chairman of the annual general meeting", but any such deletion must be initialled by the shareholder. 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, then the chairperson shall be deemed to be appointed as the proxy to vote or abstain as the chairperson deems fit.
2. A shareholder's voting instructions to the proxy must be indicated by the insertion of the relevant number of votes exercisable by that shareholder in the appropriate box provided. If there is no clear indication as to the voting instructions to the proxy, the proxy will be deemed to authorise the proxy to vote or to abstain from voting at the annual general meeting as he/she deems fit in respect of all the shareholder's votes exercisable thereat. A shareholder or his/her proxy is not obliged to use all the votes exercisable by the shareholder or by his/her proxy, but the total of the votes cast and in respect of which abstention is recorded may not exceed the total of the votes exercisable by the shareholder or by his/her proxy.
3. A minor must be assisted by his/her parent or guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by the transfer secretaries.
4. To be valid the completed proxy forms must be forwarded to reach the company's transfer secretaries, Computershare Investor Services (Proprietary) Limited, 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2017), or lodged with the company secretary to be received by no later than 10:00 on Thursday, 12 August 2010.
5. Documentary evidence establishing the authority of a person signing this proxy form in a representative capacity must be attached to this proxy form unless previously recorded by the transfer secretaries or waived by the chairman of the annual general meeting. CSDPs or brokers registered in the company's sub-register voting on instructions from owners of shares registered in the company's sub-sub-register, are requested that they identify the owner in the sub-sub-register on whose behalf they are voting and return a copy of the instruction from such owner to the company's secretary together with this form of proxy.
6. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders, for which purpose seniority will be determined by the order in which the names appear on the register of shareholders in respect of the joint holding.
7. The completion and lodging of this proxy form shall not preclude the relevant shareholder from attending the annual general meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms thereof, should such member wish to do so.
8. The completion of any blank spaces overleaf need to be initialled. Any alterations or corrections to this proxy form must be initialled by the signatory/ies but may not be accepted by the chairperson.
9. The chairman of the annual general meeting may in his absolute discretion reject or accept any proxy form which is completed other than in accordance with these notes.
10. If required, additional forms of proxy are available from the secretary of the company.
11. Shareholders which are a company or body corporate may by resolution of their directors, or other governing body, authorise any person to act as their representative.

The representative will be counted in the quorum and will be entitled to vote on a show of hands or on a poll.