

**TRUWORTHS INTERNATIONAL LIMITED**  
(Incorporated in the Republic of South Africa)  
(Registration number 1944/017491/06)  
PO Box 600, Cape Town, South Africa, 8000  
JSE code: TRU; NSX code: TRW  
ISIN: ZAE000028296  
LEI: 37890099AFD770037522  
(“Truworths”, the “company” or the “group”)

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**RESULTS OF ANNUAL GENERAL MEETING**

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Truworths advises that at the annual general meeting (“AGM”) of the company’s shareholders (“shareholders”) held through electronic participation on Thursday, 5 November 2020, all the ordinary resolutions (other than item number 3) and special resolutions, as set out in the notice of AGM dated Friday, 25 September 2020, were approved by the requisite majority of shareholders. The required special resolutions are not required to be lodged with the Companies and Intellectual Property Commission.

The Truworths’ shares in issue eligible to vote at the AGM were 411 288 170 (“voteable shares”). This number is calculated as the total number of Truworths shares in issue, less repurchased shares and share scheme shares. The number of Truworths’ shares represented at the AGM that participated electronically was 344 887 064, representing 83.86% of the voteable shares.

Details of the voting on the resolutions are as follows:

**Item number 1:** To receive and adopt the group and the company Audited Annual Financial Statements, which include the Directors’ Report and the Audit Committee Report, for the period ended 28 June 2020

Shares Voted	Shares Abstained	Shares For	Shares Against
343 426 753	1 460 311	343 426 243	510
% Voted	% Abstained	% For	% Against
83.50	0.36	100.00	0.00

**Item number 2:** Election and re-election of directors

To re-elect by way of separate resolutions the following retiring directors:

- Mr H Saven

Shares Voted	Shares Abstained	Shares For	Shares Against
330 701 018	14 186 046	224 271 603	106 429 415
% Voted	% Abstained	% For	% Against
80.41	3.45	67.82	32.18

- Mr DB Pfaff

<b>Shares Voted</b>	<b>Shares Abstained</b>	<b>Shares For</b>	<b>Shares Against</b>
344 632 541	254 523	339 788 365	4 844 176
<b>% Voted</b>	<b>% Abstained</b>	<b>% For</b>	<b>% Against</b>
83.79	0.06	98.59	1.41

- Mr JHW Hawinkels

<b>Shares Voted</b>	<b>Shares Abstained</b>	<b>Shares For</b>	<b>Shares Against</b>
344 632 541	254 523	329 719 808	14 912 733
<b>% Voted</b>	<b>% Abstained</b>	<b>% For</b>	<b>% Against</b>
83.79	0.06	95.67	4.33

- Ms M Makanjee

<b>Shares Voted</b>	<b>Shares Abstained</b>	<b>Shares For</b>	<b>Shares Against</b>
344 623 763	263 301	341 391 220	3 232 543
<b>% Voted</b>	<b>% Abstained</b>	<b>% For</b>	<b>% Against</b>
83.79	0.06	99.06	0.94

To elect the following person who was appointed to the board as an independent non-executive director of the company with effect from 19 February 2020:

- Ms AMSS Mokgabudi

<b>Shares Voted</b>	<b>Shares Abstained</b>	<b>Shares For</b>	<b>Shares Against</b>
344 623 763	263 301	343 981 567	642 196
<b>% Voted</b>	<b>% Abstained</b>	<b>% For</b>	<b>% Against</b>
83.79	0.06	99.81	0.19

**Item number 3:** To renew the directors' limited and conditional general authority over the authorised but unissued and treasury shares, including the authority to issue or dispose of such shares for cash

<b>Shares Voted</b>	<b>Shares Abstained</b>	<b>Shares For</b>	<b>Shares Against</b>
344 635 239	251 825	249 569 788	95 065 451

<b>% Voted</b>	<b>% Abstained</b>	<b>% For</b>	<b>% Against</b>
83.79	0.06	72.42	27.58

**Item number 4\*:** To give a limited and conditional general authority and mandate for the company or its subsidiaries to acquire the company's shares in issue

<b>Shares Voted</b>	<b>Shares Abstained</b>	<b>Shares For</b>	<b>Shares Against</b>
344 635 239	251 825	334 909 148	9 726 091
<b>% Voted</b>	<b>% Abstained</b>	<b>% For</b>	<b>% Against</b>
83.79	0.06	97.18	2.82

**Item number 5:** To re-appoint Ernst & Young Inc. as auditor in respect of the Annual Financial Statements to be prepared for the period ending 27 June 2021 and to authorise the Audit Committee to agree the terms and fees

<b>Shares Voted</b>	<b>Shares Abstained</b>	<b>Shares For</b>	<b>Shares Against</b>
344 635 540	251 524	251 301 458	93 334 082
<b>% Voted</b>	<b>% Abstained</b>	<b>% For</b>	<b>% Against</b>
83.79	0.06	72.92	27.08

**Item number 6\*:** To approve by way of separate resolutions the proposed fees of the non-executive directors for the 12 month period from 1 January 2021 to 31 December 2021:

- Non-executive chairman

<b>Shares Voted</b>	<b>Shares Abstained</b>	<b>Shares For</b>	<b>Shares Against</b>
344 627 441	259 623	343 846 720	780 721
<b>% Voted</b>	<b>% Abstained</b>	<b>% For</b>	<b>% Against</b>
83.79	0.06	99.77	0.23

- Non-executive directors

<b>Shares Voted</b>	<b>Shares Abstained</b>	<b>Shares For</b>	<b>Shares Against</b>
344 627 441	259 623	340 015 181	4 612 260
<b>% Voted</b>	<b>% Abstained</b>	<b>% For</b>	<b>% Against</b>

83.79	0.06	98.66	1.34
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- Audit Committee chairman

<b>Shares Voted</b>	<b>Shares Abstained</b>	<b>Shares For</b>	<b>Shares Against</b>
344 627 441	259 623	344 617 142	10 299
<b>% Voted</b>	<b>% Abstained</b>	<b>% For</b>	<b>% Against</b>
83.79	0.06	100.00	0.00

- Audit Committee member

<b>Shares Voted</b>	<b>Shares Abstained</b>	<b>Shares For</b>	<b>Shares Against</b>
344 627 441	259 623	344 617 142	10 299
<b>% Voted</b>	<b>% Abstained</b>	<b>% For</b>	<b>% Against</b>
83.79	0.06	100.00	0.00

- Remuneration Committee chairman

<b>Shares Voted</b>	<b>Shares Abstained</b>	<b>Shares For</b>	<b>Shares Against</b>
344 627 441	259 623	344 232 908	394 533
<b>% Voted</b>	<b>% Abstained</b>	<b>% For</b>	<b>% Against</b>
83.79	0.06	99.89	0.11

- Remuneration Committee member

<b>Shares Voted</b>	<b>Shares Abstained</b>	<b>Shares For</b>	<b>Shares Against</b>
344 627 441	259 623	344 617 142	10 299
<b>% Voted</b>	<b>% Abstained</b>	<b>% For</b>	<b>% Against</b>
83.79	0.06	100.00	0.00

- Risk Committee member (non-executive only)

<b>Shares Voted</b>	<b>Shares Abstained</b>	<b>Shares For</b>	<b>Shares Against</b>
344 627 441	259 623	344 232 908	394 533
<b>% Voted</b>	<b>% Abstained</b>	<b>% For</b>	<b>% Against</b>

83.79	0.06	99.89	0.11
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- Nomination Committee chairman

<b>Shares Voted</b>	<b>Shares Abstained</b>	<b>Shares For</b>	<b>Shares Against</b>
344 627 441	259 623	344 232 908	394 533
<b>% Voted</b>	<b>% Abstained</b>	<b>% For</b>	<b>% Against</b>
83.79	0.06	99.89	0.11

- Nomination Committee member

<b>Shares Voted</b>	<b>Shares Abstained</b>	<b>Shares For</b>	<b>Shares Against</b>
344 627 441	259 623	344 232 908	394 533
<b>% Voted</b>	<b>% Abstained</b>	<b>% For</b>	<b>% Against</b>
83.79	0.06	99.89	0.11

- Social and Ethics Committee chairman

<b>Shares Voted</b>	<b>Shares Abstained</b>	<b>Shares For</b>	<b>Shares Against</b>
344 633 841	253 223	344 232 908	400 933
<b>% Voted</b>	<b>% Abstained</b>	<b>% For</b>	<b>% Against</b>
83.79	0.06	99.88	0.12

- Social and Ethics Committee member (non-executive only)

<b>Shares Voted</b>	<b>Shares Abstained</b>	<b>Shares For</b>	<b>Shares Against</b>
344 633 841	253 223	344 232 908	400 933
<b>% Voted</b>	<b>% Abstained</b>	<b>% For</b>	<b>% Against</b>
83.79	0.06	99.88	0.12

**Item number 7:** To confirm by way of separate resolutions the appointment of the following qualifying independent non-executive directors to the company's Audit Committee for the period until the next AGM:

- Mr RJA Sparks

<b>Shares Voted</b>	<b>Shares Abstained</b>	<b>Shares For</b>	<b>Shares Against</b>
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332 239 641	12 647 423	331 331 166	908 475
<b>% Voted</b>	<b>% Abstained</b>	<b>% For</b>	<b>% Against</b>
80.78	3.08	99.73	0.27

- Mr MA Thompson

<b>Shares Voted</b>	<b>Shares Abstained</b>	<b>Shares For</b>	<b>Shares Against</b>
344 627 941	259 123	204 303 853	140 324 088
<b>% Voted</b>	<b>% Abstained</b>	<b>% For</b>	<b>% Against</b>
83.79	0.06	59.28	40.72

- Mr RG Dow

<b>Shares Voted</b>	<b>Shares Abstained</b>	<b>Shares For</b>	<b>Shares Against</b>
332 232 641	12 654 423	191 943 131	140 289 510
<b>% Voted</b>	<b>% Abstained</b>	<b>% For</b>	<b>% Against</b>
80.78	3.08	57.77	42.23

**Item number 8:** To approve by way of non-binding advisory votes the group's remuneration policy and implementation report as set out in the company's 2020 Integrated Report:

- Remuneration policy

<b>Shares Voted</b>	<b>Shares Abstained</b>	<b>Shares For</b>	<b>Shares Against</b>
344 242 950	644 114	266 493 153	77 749 797
<b>% Voted</b>	<b>% Abstained</b>	<b>% For</b>	<b>% Against</b>
83.70	0.16	77.41	22.59

- Implementation report

<b>Shares Voted</b>	<b>Shares Abstained</b>	<b>Shares For</b>	<b>Shares Against</b>
344 242 950	644 114	280 289 165	63 953 785
<b>% Voted</b>	<b>% Abstained</b>	<b>% For</b>	<b>% Against</b>
83.70	0.16	81.42	18.58

**Item number 9:** To consider the report of the Social and Ethics Committee for the period ended 28 June 2020 as published on the company's website

<b>Shares Voted</b>	<b>Shares Abstained</b>	<b>Shares For</b>	<b>Shares Against</b>
343 355 411	1 531 653	343 342 412	12 999
<b>% Voted</b>	<b>% Abstained</b>	<b>% For</b>	<b>% Against</b>
83.48	0.37	100.00	0.00

**Item number 10:** To confirm by way of separate resolutions the appointment of the following qualifying directors to the company's Social and Ethics Committee for the period until the next AGM:

- Mr MA Thompson

<b>Shares Voted</b>	<b>Shares Abstained</b>	<b>Shares For</b>	<b>Shares Against</b>
344 641 341	245 723	267 226 362	77 414 979
<b>% Voted</b>	<b>% Abstained</b>	<b>% For</b>	<b>% Against</b>
83.80	0.06	77.54	22.46

- Ms M Makanjee

<b>Shares Voted</b>	<b>Shares Abstained</b>	<b>Shares For</b>	<b>Shares Against</b>
344 630 163	256 901	344 230 797	399 366
<b>% Voted</b>	<b>% Abstained</b>	<b>% For</b>	<b>% Against</b>
83.79	0.06	99.88	0.12

- Mr DB Pfaff

<b>Shares Voted</b>	<b>Shares Abstained</b>	<b>Shares For</b>	<b>Shares Against</b>
344 641 341	245 723	343 937 418	703 923
<b>% Voted</b>	<b>% Abstained</b>	<b>% For</b>	<b>% Against</b>
83.80	0.06	99.80	0.20

**Item number 11\*:** To approve the provision of financial assistance by the company, as authorised by the board, to group entities in accordance with the Companies Act (No. 71 of 2008, as amended)

<b>Shares Voted</b>	<b>Shares Abstained</b>	<b>Shares For</b>	<b>Shares Against</b>
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344 634 941	252 123	334 450 944	10 183 997
<b>% Voted</b>	<b>% Abstained</b>	<b>% For</b>	<b>% Against</b>
83.79	0.06	97.04	2.96

Notes

\* denotes a special resolution

- The percentage of shares voted is calculated by dividing the number of shares represented at the AGM (excluding shares abstained) by the voteable shares.
- The percentages of shares voted for and against are calculated in relation to the number of shares represented at the AGM, (excluding shares abstained).
- The percentage of shares abstained is calculated in relation to the number of voteable shares.

Cape Town  
6 November 2020

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