

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")

RESULTS OF ANNUAL GENERAL MEETING

Truworths advises that at the annual general meeting ("**AGM**") of the company's shareholders ("**shareholders**") held through electronic participation on Thursday, 4 November 2021, all the ordinary resolutions (other than the non-binding resolutions in item number 8) and special resolutions, as set out in the notice of the AGM dated Friday, 1 October 2021, 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 389 591 488 ("**voteable shares**"). This number is calculated as the total number of Truworths shares in issue, less repurchased shares and share scheme shares, on the meeting record date. The number of Truworths' shares represented at the AGM that participated electronically was 288 500 008, representing 74.05% 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 27 June 2021

Shares Voted	Shares Abstained	Shares For	Shares Against
288 059 893	440 115	288 059 893	0
% Voted	% Abstained	% For	% Against
73.94	0.11	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 MS Mark

Shares Voted	Shares Abstained	Shares For	Shares Against
288 059 893	440 115	277 469 839	10 590 054
% Voted	% Abstained	% For	% Against
73.94	0.11	96.32	3.68

- Mr AJ Taylor

Shares Voted	Shares Abstained	Shares For	Shares Against
288 059 893	440 115	216 278 327	71 781 566
% Voted	% Abstained	% For	% Against
73.94	0.11	75.08	24.92

- Ms CJ Hess

Shares Voted	Shares Abstained	Shares For	Shares Against
288 059 893	440 115	286 533 842	1 526 051
% Voted	% Abstained	% For	% Against
73.94	0.11	99.47	0.53

- Ms SJ Proudfoot

Shares Voted	Shares Abstained	Shares For	Shares Against
288 059 893	440 115	286 111 413	1 948 480
% Voted	% Abstained	% For	% Against
73.94	0.11	99.32	0.68

To elect the following person who was appointed as an independent non-executive director of the company with effect from 1 January 2021 and subsequently an executive director with effect from 1 July 2021:

- Mr EFPM Cristaudo

Shares Voted	Shares Abstained	Shares For	Shares Against
288 059 893	440 115	284 250 607	3 809 286
% Voted	% Abstained	% For	% Against
73.94	0.11	98.68	1.32

To elect the following persons who were appointed as independent non-executive directors of the company with effect from 20 May 2021:

- Ms D Earp

Shares Voted	Shares Abstained	Shares For	Shares Against
288 059 893	440 115	275 247 339	12 812 554
% Voted	% Abstained	% For	% Against
73.94	0.11	95.55	4.45

- Mr TF Mosololi

Shares Voted	Shares Abstained	Shares For	Shares Against
288 059 893	440 115	252 457 400	35 602 493
% Voted	% Abstained	% For	% Against
73.94	0.11	87.64	12.36

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

Shares Voted	Shares Abstained	Shares For	Shares Against
288 060 526	439 482	262 447 709	25 612 817
% Voted	% Abstained	% For	% Against
73.94	0.11	91.11	8.89

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

Shares Voted	Shares Abstained	Shares For	Shares Against
288 060 526	439 482	284 326 706	3 733 820
% Voted	% Abstained	% For	% Against
73.94	0.11	98.70	1.30

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 26 June 2022 and to authorise the Audit Committee to agree the terms and fees

Shares Voted	Shares Abstained	Shares For	Shares Against
288 060 526	439 482	185 496 176	102 564 350
% Voted	% Abstained	% For	% Against
73.94	0.11	64.39	35.61

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 2022 to 31 December 2022:

- Non-executive chairman

Shares Voted	Shares Abstained	Shares For	Shares Against
288 059 676	440 332	267 369 729	20 689 947
% Voted	% Abstained	% For	% Against
73.94	0.11	92.82	7.18

- Non-executive directors

Shares Voted	Shares Abstained	Shares For	Shares Against
288 059 676	440 332	267 236 172	20 823 504
% Voted	% Abstained	% For	% Against
73.94	0.11	92.77	7.23

- Audit Committee chairman

Shares Voted	Shares Abstained	Shares For	Shares Against
288 059 676	440 332	267 371 335	20 688 341
% Voted	% Abstained	% For	% Against
73.94	0.11	92.82	7.18

- Audit Committee member

Shares Voted	Shares Abstained	Shares For	Shares Against
288 059 676	440 332	267 371 335	20 688 341
% Voted	% Abstained	% For	% Against
73.94	0.11	92.82	7.18

- Remuneration Committee chairman

Shares Voted	Shares Abstained	Shares For	Shares Against
288 059 676	440 332	267 369 729	20 689 947
% Voted	% Abstained	% For	% Against
73.94	0.11	92.82	7.18

- Remuneration Committee member

Shares Voted	Shares Abstained	Shares For	Shares Against
288 059 676	440 332	267 369 729	20 689 947
% Voted	% Abstained	% For	% Against
73.94	0.11	92.82	7.18

- Risk Committee member (non-executive only)

Shares Voted	Shares Abstained	Shares For	Shares Against
288 059 676	440 332	267 369 729	20 689 947
% Voted	% Abstained	% For	% Against
73.94	0.11	92.82	7.18

- Nomination Committee chairman

Shares Voted	Shares Abstained	Shares For	Shares Against
288 059 676	440 332	267 369 729	20 689 947
% Voted	% Abstained	% For	% Against
73.94	0.11	92.82	7.18

- Nomination Committee member

Shares Voted	Shares Abstained	Shares For	Shares Against
288 059 676	440 332	267 369 729	20 689 947
% Voted	% Abstained	% For	% Against
73.94	0.11	92.82	7.18

- Social and Ethics Committee chairman

Shares Voted	Shares Abstained	Shares For	Shares Against
288 059 676	440 332	267 369 729	20 689 947
% Voted	% Abstained	% For	% Against
73.94	0.11	92.82	7.18

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

Shares Voted	Shares Abstained	Shares For	Shares Against
288 059 676	440 332	267 369 729	20 689 947
% Voted	% Abstained	% For	% Against
73.94	0.11	92.82	7.18

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

Shares Voted	Shares Abstained	Shares For	Shares Against
288 058 543	441 465	277 566 642	10 491 901
% Voted	% Abstained	% For	% Against
73.94	0.11	96.36	3.64

- Ms CJ Hess

Shares Voted	Shares Abstained	Shares For	Shares Against
288 058 543	441 465	240 922 905	47 135 638
% Voted	% Abstained	% For	% Against
73.94	0.11	83.64	16.36

- Ms D Earp

Shares Voted	Shares Abstained	Shares For	Shares Against
288 058 543	441 465	287 681 267	377 276
% Voted	% Abstained	% For	% Against
73.94	0.11	99.87	0.13

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 2021 Integrated Report:

- Remuneration policy

Shares Voted	Shares Abstained	Shares For	Shares Against
288 059 676	440 332	155 902 934	132 156 742
% Voted	% Abstained	% For	% Against
73.94	0.11	54.12	45.88

- Implementation report

Shares Voted	Shares Abstained	Shares For	Shares Against
288 058 676	441 332	96 385 476	191 673 200
% Voted	% Abstained	% For	% Against
73.94	0.11	33.46	66.54

Item number 9: To consider the report of the Social and Ethics Committee for the period ended 27 June 2021 as published on the company's website

Shares Voted	Shares Abstained	Shares For	Shares Against
288 059 526	440 482	288 031 503	28 023
% Voted	% Abstained	% For	% Against
73.94	0.11	99.99	0.01

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

Shares Voted	Shares Abstained	Shares For	Shares Against
288 058 893	441 115	215 650 183	72 408 710
% Voted	% Abstained	% For	% Against
73.94	0.11	74.86	25.14

- Ms M Makanjee

Shares Voted	Shares Abstained	Shares For	Shares Against
288 059 893	441 115	287 735 361	324 532
% Voted	% Abstained	% For	% Against
73.94	0.11	99.89	0.11

- Mr EFPM Cristaudo

Shares Voted	Shares Abstained	Shares For	Shares Against
288 060 193	439 815	284 577 380	3 482 813
% Voted	% Abstained	% For	% Against
73.94	0.11	98.79	1.21

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)

Shares Voted	Shares Abstained	Shares For	Shares Against
288 060 526	439 482	286 257 163	1 803 363
% Voted	% Abstained	% For	% Against
73.94	0.11	99.37	0.63

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 voted in respect of the relevant resolution (excluding shares abstained).
- The percentage of shares abstained is calculated in relation to the number of voteable shares.

** As the votes recorded against resolutions 8.1 and 8.2 exceeded 25%, the company will shortly publish a SENS announcement detailing the date and time when, and the manner in which, the company will engage with those shareholders who voted against these resolutions, and the outcome of such engagement will be published in due course.

Cape Town
4 November 2021

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