

**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, 3 November 2022, all the ordinary resolutions and special resolutions, as set out in the notice of the AGM dated Friday, 30 September 2022, 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.

Truworths' total shares in issue were 408 498 899 ("**shares in issue**") and shares in issue eligible to vote at the AGM were 368 606 629 ("**voteable shares**"). The number of voteable shares is calculated as the total number of Truworths shares in issue, less repurchased shares and share scheme shares held by the group, on the meeting record date. The number of Truworths' shares represented at the AGM that participated electronically was 299 720 165, representing 81.31% 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 3 July 2022

Shares Voted	Shares Abstained	Shares For	Shares Against
297 839 732	1 880 433	297 390 878	448 854
80.80%#	0.51%#	99.85%	0.15%
72.91%^	0.46%^		

**Item number 2:** Re-election of directors

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

- Mr RG Dow

Shares Voted	Shares Abstained	Shares For	Shares Against
299 413 754	306 411	186 351 684	113 062 070
81.23%#	0.08%#	62.24%	37.76%
73.30%^	0.08%^		

- Mr RJA Sparks

Shares Voted	Shares Abstained	Shares For	Shares Against
299 413 754	306 411	276 088 462	23 325 292
81.23%#	0.08%#	92.21%	7.79%
73.30%^	0.08%^		

- Mr JHW Hawinkels

Shares Voted	Shares Abstained	Shares For	Shares Against
299 413 754	306 411	295 799 801	3 613 953
81.23%#	0.08%#	98.79%	1.21%
73.30%^	0.08%^		

- Ms AMSS Mokgabudi

Shares Voted	Shares Abstained	Shares For	Shares Against
299 417 684	302 481	297 254 011	2 163 673
81.23%#	0.08%#	99.28%	0.72%
73.30%^	0.07%^		

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

Shares Voted	Shares Abstained	Shares For	Shares Against
299 416 682	303 483	265 997 099	33 419 583
81.23%#	0.08%#	88.84%	11.16%
73.30%^	0.07%^		

**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
299 408 096	312 069	288 484 059	10 924 037
81.23%#	0.08%#	96.35%	3.65%
73.29%^	0.08%^		

**Item number 5:** To re-appoint Ernst & Young Inc. as external auditor in respect of the Annual Financial Statements to be prepared for the period ending 2 July 2023 and to authorise the Audit committee to agree the terms and fees

Shares Voted	Shares Abstained	Shares For	Shares Against
299 414 052	306 113	180 194 153	119 219 899
81.23%#	0.08%#	60.18%	39.82%
73.30%^	0.07%^		

**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 2023 to 31 December 2023:

- Non-executive chairman

Shares Voted	Shares Abstained	Shares For	Shares Against
299 406 335	313 830	297 605 623	1 800 712
81.23%#	0.09%#	99.40%	0.60%
73.29%^	0.08%^		

- Non-executive directors

Shares Voted	Shares Abstained	Shares For	Shares Against
299 406 335	313 830	297 116 262	2 290 073
81.23%#	0.09%#	99.24%	0.76%
73.29%^	0.08%^		

- Audit Committee chairman

Shares Voted	Shares Abstained	Shares For	Shares Against
299 406 335	313 830	298 132 214	1 274 121
81.23%#	0.09%#	99.57%	0.43%
73.29%^	0.08%^		

- Audit Committee member

Shares Voted	Shares Abstained	Shares For	Shares Against
299 406 335	313 830	298 132 214	1 274 121
81.23%#	0.09%#	99.57%	0.43%
73.29%^	0.08%^		

- Remuneration Committee chairman

Shares Voted	Shares Abstained	Shares For	Shares Against
299 406 335	313 830	298 132 214	1 274 121
81.23%#	0.09%#	99.57%	0.43%
73.29%^	0.08%^		

- Remuneration Committee member

Shares Voted	Shares Abstained	Shares For	Shares Against
299 406 335	313 830	298 132 214	1 274 121
81.23%#	0.09%#	99.57%	0.43%
73.29%^	0.08%^		

- Risk Committee member (non-executive only)

Shares Voted	Shares Abstained	Shares For	Shares Against
299 406 335	313 830	298 132 214	1 274 121
81.23%#	0.09%#	99.57%	0.43%
73.29%^	0.08%^		

- Nomination Committee chairman

Shares Voted	Shares Abstained	Shares For	Shares Against
299 406 335	313 830	298 132 214	1 274 121
81.23%#	0.09%#	99.57%	0.43%
73.29%^	0.08%^		

- Nomination Committee member

Shares Voted	Shares Abstained	Shares For	Shares Against
299 406 335	313 830	298 132 214	1 274 121
81.23%#	0.09%#	99.57%	0.43%
73.29%^	0.08%^		

- Social and Ethics Committee chairman

Shares Voted	Shares Abstained	Shares For	Shares Against
299 407 635	312 530	297 605 623	1 802 012
81.23%#	0.08%#	99.40%	0.60%
73.29%^	0.08%^		

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

Shares Voted	Shares Abstained	Shares For	Shares Against
299 407 635	312 530	298 132 214	1 275 421
81.23%#	0.08%#	99.57%	0.43%
73.29%^	0.08%^		

**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 (subject where necessary to their re-appointment as directors of the company):

- Mr RJA Sparks

Shares Voted	Shares Abstained	Shares For	Shares Against
299 413 705	306 460	268 927 145	30 486 560
81.23%#	0.08%#	89.82%	10.18%

73.30%^	0.08%^		
---------	--------	--	--

- Ms D Earp

Shares Voted	Shares Abstained	Shares For	Shares Against
299 416 335	303 830	291 808 312	7 608 023
81.23%#	0.08%#	97.46%	2.54%
73.30%^	0.07%^		

- Ms AMSS Mokgabudi

Shares Voted	Shares Abstained	Shares For	Shares Against
299 417 635	302 530	297 553 400	1 864 235
81.23%#	0.08%#	99.38%	0.62%
73.30%^	0.07%^		

**Item number 8\*\*:** To approve by way of separate non-binding advisory votes the group's remuneration policy and implementation report as set out in the company's Remuneration Committee Report 2022:

- Remuneration policy

Shares Voted	Shares Abstained	Shares For	Shares Against
299 403 754	316 411	209 429 479	89 974 275
81.23%#	0.09%#	69.95%	30.05%
73.29%^	0.08%^		

- Implementation report

Shares Voted	Shares Abstained	Shares For	Shares Against
299 404 003	316 162	209 455 503	89 948 500
81.23%#	0.09%#	69.96%	30.04%
73.29%^	0.08%^		

**Item number 9:** To consider the report of the Social and Ethics Committee for the period ended 3 July 2022

Shares Voted	Shares Abstained	Shares For	Shares Against
297 840 032	1 880 133	297 838 629	1 403
80.80%#	0.51%#	100.00%	0.00%
72.91%^	0.46%^		

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

- Mr TF Mosololi

Shares Voted	Shares Abstained	Shares For	Shares Against
299 417 684	302 481	299 342 107	75 577
81.23%#	0.08%#	99.97%	0.03%
73.30%^	0.07%^		

- Ms M Makanjee

Shares Voted	Shares Abstained	Shares For	Shares Against
299 417 684	302 481	281 313 904	18 103 780
81.23%#	0.08%#	93.95%	6.05%
73.30%^	0.07%^		

- Mr H Saven

Shares Voted	Shares Abstained	Shares For	Shares Against
299 415 054	305 111	212 976 294	86 438 760
81.23%#	0.08%#	71.13%	28.87%
73.30%^	0.07%^		

- Mr EFPM Cristaudo

Shares Voted	Shares Abstained	Shares For	Shares Against
299 415 054	305 111	299 265 407	149 647
81.23%#	0.08%#	99.95%	0.05%
73.30%^	0.07%^		

**Item number 11\*:** To approve the provision of financial assistance by the company, as authorised by the board, to group entities in accordance with section 45 of the Companies Act (No. 71 of 2008, as amended)

Shares Voted	Shares Abstained	Shares For	Shares Against
298 614 514	1 105 651	297 586 717	1 027 797
81.01%#	0.30%#	99.66%	0.34%
73.10%^	0.27%^		

## Notes

\* denotes a special resolution

- The percentages of shares voted is calculated in relation to the voteable shares [#] and the shares in issue [^], respectively.
- The percentage 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 voteable shares [#] and the shares in issue [^], respectively.

\*\* 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 2022

Sponsor in South Africa  
One Capital

Sponsor in Namibia  
Merchantec Capital