

TRUWORTHS INTERNATIONAL LIMITED
(Incorporated in the Republic of South Africa)
(Registration number: 1944/017491/06)
PO Box 600, Cape Town, South Africa, 8000
JSE and A2X 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, 9 November 2023, all the ordinary resolutions and special resolutions, as set out in the notice of the AGM dated Friday, 22 September 2023, 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 371 202 990 (“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 that were represented and participated electronically at the AGM was 299 072 005, representing 80.57% 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’s Audited Annual Financial Statements, which include the Directors’ Report and the Audit Committee Report, for the period ended 2 July 2023

Shares Voted	Shares Abstained	Shares For	Shares Against
297 075 201	1 996 804	296 922 942	152 259
80.03%#	0.54%#	99.95%	0.05%
72.72%^	0.49%^		

Item number 2: Re-election and 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
298 919 441	152 564	220 603 795	78 315 646
80.53%#	0.04%#	73.80%	26.20%
73.18%^	0.04%^		

- Mr MS Mark

Shares Voted	Shares Abstained	Shares For	Shares Against
298 922 071	149 934	297 120 457	1 801 614
80.53%#	0.04%#	99.40%	0.60%
73.18%^	0.04%^		

- Ms D Earp

Shares Voted	Shares Abstained	Shares For	Shares Against
298 922 071	149 934	296 759 883	2 162 188
80.53%#	0.04%#	99.28%	0.72%
73.18%^	0.04%^		

To elect the following persons who were appointed as independent non-executive directors of the company with effect from 1 August 2023:

- Ms DR Motsepe

Shares Voted	Shares Abstained	Shares For	Shares Against
298 922 071	149 934	296 087 010	2 835 061
80.53%#	0.04%#	99.05%	0.95%
73.18%^	0.04%^		

- Mr WG Muller

Shares Voted	Shares Abstained	Shares For	Shares Against
298 402 388	669 617	297 034 004	1 368 384
80.39%#	0.18%#	99.54%	0.46%
73.05%^	0.16%^		

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
298 735 163	336 842	276 213 842	22 521 321
80.48%#	0.09%#	92.46%	7.54%
73.13%^	0.08%^		

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

Shares Voted	Shares Abstained	Shares For	Shares Against
298 907 022	164 983	298 259 262	647 760
80.52%#	0.04%#	99.78%	0.22%
73.17%^	0.04%^		

Item number 5: To appoint Deloitte and Touche as external auditor in respect of the Annual Financial Statements to be prepared for the period to 30 June 2024 and to authorise the Audit Committee to agree the terms and fees

Shares Voted	Shares Abstained	Shares For	Shares Against
298 911 500	160 505	296 519 382	2 392 118
80.53%#	0.04%#	99.20%	0.80%
73.17%^	0.04%^		

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 2024 to 31 December 2024:

- Non-executive chairman

Shares Voted	Shares Abstained	Shares For	Shares Against
298 911 000	161 005	297 769 044	1 141 956
80.52%#	0.04%#	99.62%	0.38%
73.17%^	0.04%^		

- Lead independent director

Shares Voted	Shares Abstained	Shares For	Shares Against
298 911 000	161 005	297 574 608	1 336 392
80.52%#	0.04%#	99.55%	0.45%
73.17%^	0.04%^		

- Non-executive directors

Shares Voted	Shares Abstained	Shares For	Shares Against
298 911 000	161 005	297 667 635	1 243 365
80.52%#	0.04%#	99.58%	0.42%
73.17%^	0.04%^		

- Audit Committee chairman

Shares Voted	Shares Abstained	Shares For	Shares Against
298 911 000	161 005	297 822 046	1 088 954
80.52%#	0.04%#	99.64%	0.36%
73.17%^	0.04%^		

- Audit Committee member

Shares Voted	Shares Abstained	Shares For	Shares Against
298 911 000	161 005	297 445 151	1 465 849
80.52%#	0.04%#	99.51%	0.49%
73.17%^	0.04%^		

- Remuneration Committee chairman

Shares Voted	Shares Abstained	Shares For	Shares Against
298 911 000	161 005	297 822 046	1 088 954
80.52%#	0.04%#	99.64%	0.36%
73.17%^	0.04%^		

- Remuneration Committee member

Shares Voted	Shares Abstained	Shares For	Shares Against
298 911 000	161 005	297 822 046	1 088 954
80.52%#	0.04%#	99.64%	0.36%
73.17%^	0.04%^		

- Risk Committee member (non-executive only)

Shares Voted	Shares Abstained	Shares For	Shares Against
298 911 000	161 005	297 822 046	1 088 954
80.52%#	0.04%#	99.64%	0.36%
73.17%^	0.04%^		

- Nomination Committee chairman

Shares Voted	Shares Abstained	Shares For	Shares Against
298 911 000	161 005	297 445 151	1 465 849
80.52%#	0.04%#	99.51%	0.49%
73.17%^	0.04%^		

- Nomination Committee member

Shares Voted	Shares Abstained	Shares For	Shares Against
298 911 000	161 005	297 822 046	1 088 954
80.52%#	0.04%#	99.64%	0.36%
73.17%^	0.04%^		

- Social and Ethics Committee chairman

Shares Voted	Shares Abstained	Shares For	Shares Against
298 912 300	159 705	297 445 151	1 467 149
80.53%#	0.04%#	99.51%	0.49%
73.17%^	0.04%^		

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

Shares Voted	Shares Abstained	Shares For	Shares Against
298 912 300	159 705	297 345 678	1 566 622
80.53%#	0.04%#	99.48%	0.52%
73.17%^	0.04%^		

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
298 922 071	149 934	191 531 829	107 390 242
80.53%#	0.04%#	64.07%	35.93%
73.18%^	0.04%^		

- Ms D Earp

Shares Voted	Shares Abstained	Shares For	Shares Against
298 922 071	149 934	297 380 285	1 541 786
80.53%#	0.04%#	99.48%	0.52%
73.18%^	0.04%^		

- Ms AMSS Mokgabudi

Shares Voted	Shares Abstained	Shares For	Shares Against
298 922 071	149 934	295 736 296	3 185 775
80.53%#	0.04%#	98.93%	1.07%
73.18%^	0.04%^		

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 2023:

- Remuneration policy

Shares Voted	Shares Abstained	Shares For	Shares Against
298 901 232	170 773	211 362 196	87 539 036
80.52%#	0.05%#	70.71%	29.29%
73.17%^	0.04%^		

- Implementation report

Shares Voted	Shares Abstained	Shares For	Shares Against
298 911 232	160 773	200 086 987	98 824 245
80.53%#	0.04%#	66.94%	33.06%
73.17%^	0.04%^		

Item number 9: To consider the report of the Social and Ethics Committee for the period ended 2 July 2023

Shares Voted	Shares Abstained	Shares For	Shares Against
297 076 501	1 995 504	297 075 201	1 300
80.03%#	0.54%#	100.00%	0.00%
72.72%^	0.49%^		

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

- Mr TF Mosololi

Shares Voted	Shares Abstained	Shares For	Shares Against
298 923 371	148 634	296 403 285	2 520 086
80.53%#	0.04%#	99.16%	0.84%
73.18%^	0.04%^		

- Mr H Saven

Shares Voted	Shares Abstained	Shares For	Shares Against
298 923 371	148 634	238 993 633	59 929 738
80.53%#	0.04%#	79.95%	20.05%
73.18%^	0.04%^		

- Mr EFPM Cristaudo

Shares Voted	Shares Abstained	Shares For	Shares Against
298 923 371	148 634	297 045 476	1 877 895
80.53%#	0.04%#	99.37%	0.63%
73.18%^	0.04%^		

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
298 921 500	150 505	298 105 950	815 550
80.53%#	0.04%#	99.73%	0.27%
73.18%^	0.04%^		

Notes

* denotes a special resolution

- The percentages of shares voted are calculated in relation to the voteable shares [#] and the total number of 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 percentages of shares abstained are calculated in relation to the voteable shares [#] and the total number of 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
10 November 2023

Sponsor in South Africa
One Capital

Sponsor in Namibia
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