

TRUWORTHS INTERNATIONAL LIMITED
(Incorporated in the Republic of South Africa)
(Registration number: 1944/017491/06)
JSE and A2X code: TRU
NSX code: TRW
ISIN: ZAE000028296
LEI: 37890099AFD770037522
(“Truworths”, the “company” or the “group”)

**RESULTS OF ANNUAL GENERAL MEETING, ENGAGEMENT WITH SHAREHOLDERS
REGARDING THE GROUP’S REMUNERATION POLICY IMPLEMENTATION REPORT AND
APPOINTMENT OF AUDIT COMMITTEE CHAIR**

Truworths advises that at the annual general meeting of the company’s shareholders (“**shareholders**”) held through electronic participation on Thursday, 7 November 2024 (“**AGM**”), all the ordinary resolutions and special resolutions, as set out in the notice of the AGM dated Friday, 27 September 2024, were approved by the requisite majority of shareholders. Ordinary resolution 7.1 regarding the appointment of Mr Roddy Sparks to the company’s Audit Committee was withdrawn at the AGM. 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 374 945 852 (“**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 299 632 583, representing 80% 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 30 June 2024

Shares Voted	Shares Abstained	Shares For	Shares Against
297 836 150	1 796 433	297 820 163	15 987
79.43%#	0.48%#	99.99%	0.01%
72.91%^	0.44%^		

Item number 2: Re-election and election of directors

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

- Mr RJA Sparks

Shares Voted	Shares Abstained	Shares For	Shares Against
294 548 143	5 084 440	193 780 239	100 767 904
78.56%#	1.36%#	65.79%	34.21%
72.11%^	1.24%^		

- Ms SJ Proudfoot

Shares Voted	Shares Abstained	Shares For	Shares Against
299 629 897	2 686	299 106 605	523 292
79.91%#	0.00%#	99.83%	0.17%

73.35%^	0.00%^		
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- Mr EFPM Cristaudo

Shares Voted	Shares Abstained	Shares For	Shares Against
299 629 897	2 686	298 141 874	1 488 023
79.91%#	0.00%#	99.50%	0.50%
73.35%^	0.00%^		

- Mr TF Mosololi

Shares Voted	Shares Abstained	Shares For	Shares Against
299 629 897	2 686	299 594 326	35 571
79.91%#	0.00%#	99.99%	0.01%
73.35%^	0.00%^		

- Mr AJ Taylor

Shares Voted	Shares Abstained	Shares For	Shares Against
299 629 897	2 686	209 115 019	90 514 878
79.91%#	0.00%#	69.79%	30.21%
73.35%^	0.00%^		

To elect the following person who was appointed as an independent non-executive director of the company with effect from 1 October 2024:

- Mr BM Deegan

Shares Voted	Shares Abstained	Shares For	Shares Against
299 569 269	63 314	295 225 371	4 343 898
79.90%#	0.02%#	98.55%	1.45%
73.33%^	0.02%^		

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
299 629 897	2 686	265 033 068	34 596 829
79.91%#	0.00%#	88.45%	11.55%
73.35%^	0.00%^		

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
299 619 129	13 454	299 375 854	243 275
79.91%#	0.00%#	99.92%	0.08%
73.35%^	0.00%^		

Item number 5: To appoint Deloitte & Touche as external auditor in respect of the Annual Financial Statements to be prepared for the period ending 29 June 2025 and to authorise the Audit Committee to agree the terms and fees

Shares Voted	Shares Abstained	Shares For	Shares Against
299 629 897	2 686	294 182 715	5 447 182
79.91%#	0.00%#	98.18%	1.82%
73.35%^	0.00%^		

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 2025 to 31 December 2025:

- Non-executive chairman

Shares Voted	Shares Abstained	Shares For	Shares Against
299 629 897	2 686	234 415 328	65 214 569
79.91%#	0.00%#	78.23%	21.77%
73.35%^	0.00%^		

- Lead independent director

Shares Voted	Shares Abstained	Shares For	Shares Against
299 629 897	2 686	234 172 240	65 457 657
79.91%#	0.00%#	78.15%	21.85%
73.35%^	0.00%^		

- Non-executive directors

Shares Voted	Shares Abstained	Shares For	Shares Against
299 629 897	2 686	234 419 517	65 210 380
79.91%#	0.00%#	78.24%	21.76%
73.35%^	0.00%^		

- Audit Committee chairman

Shares Voted	Shares Abstained	Shares For	Shares Against
299 629 897	2 686	234 296 770	65 333 127
79.91%#	0.00%#	78.20%	21.80%
73.35%^	0.00%^		

- Audit Committee member

Shares Voted	Shares Abstained	Shares For	Shares Against
299 629 897	2 686	234 539 942	65 089 955
79.91%#	0.00%#	78.28%	21.72%
73.35%^	0.00%^		

- Remuneration Committee chairman

Shares Voted	Shares Abstained	Shares For	Shares Against
299 629 897	2 686	234 296 770	65 333 127
79.91%#	0.00%#	78.20%	21.80%
73.35%^	0.00%^		

- Remuneration Committee member

Shares Voted	Shares Abstained	Shares For	Shares Against
299 629 897	2 686	234 539 942	65 089 955
79.91%#	0.00%#	78.28%	21.72%
73.35%^	0.00%^		

- Risk Committee member (non-executive only)

Shares Voted	Shares Abstained	Shares For	Shares Against
299 629 897	2 686	234 539 942	65 089 955
79.91%#	0.00%#	78.28%	21.72%
73.35%^	0.00%^		

- Nomination Committee chairman

Shares Voted	Shares Abstained	Shares For	Shares Against
299 629 897	2 686	234 539 942	65 089 955
79.91%#	0.00%#	78.28%	21.72%
73.35%^	0.00%^		

- Nomination Committee member

Shares Voted	Shares Abstained	Shares For	Shares Against
299 629 897	2 686	298 550 372	1 079 525
79.91%#	0.00%#	99.64%	0.36%
73.35%^	0.00%^		

- Social and Ethics Committee chairman

Shares Voted	Shares Abstained	Shares For	Shares Against
299 629 897	2 686	234 296 770	65 333 127
79.91%#	0.00%#	78.20%	21.80%
73.35%^	0.00%^		

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

Shares Voted	Shares Abstained	Shares For	Shares Against
299 629 897	2 686	298 550 372	1 079 525
79.91%#	0.00%#	99.64%	0.36%
73.35%^	0.00%^		

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 or appointment as directors of the company):

- Ms D Earp

Shares Voted	Shares Abstained	Shares For	Shares Against
299 629 897	2 686	297 795 872	1 834 025
79.91%#	0.00%#	99.39%	0.61%
73.35%^	0.00%^		

- Ms AMSS Mokgabudi

Shares Voted	Shares Abstained	Shares For	Shares Against
299 629 897	2 686	299 594 326	35 571
79.91%#	0.00%#	99.99%	0.01%
73.35%^	0.00%^		

- Mr BM Deegan

Shares Voted	Shares Abstained	Shares For	Shares Against
299 569 269	63 314	295 278 649	4 290 620
79.90%#	0.02%#	98.57%	1.43%
73.33%^	0.02%^		

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 included in the Integrated Report 2024:

- Remuneration policy

Shares Voted	Shares Abstained	Shares For	Shares Against
299 623 968	8 615	230 563 728	69 060 240
79.91%#	0.00%#	76.95%	23.05%
73.35%^	0.00%^		

- Implementation report **

Shares Voted	Shares Abstained	Shares For	Shares Against
299 623 968	8 615	223 694 266	75 929 702
79.91%#	0.00%#	74.66%	25.34%
73.35%^	0.00%^		

Item number 9: To consider the report of the Social and Ethics Committee for the period ended 30 June 2024

Shares Voted	Shares Abstained	Shares For	Shares Against
297 820 266	1 812 317	297 392 703	427 563
79.43%#	0.48%#	99.86%	0.14%
72.91%^	0.44%^		

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
299 629 897	2 686	299 594 327	35 570
79.91%#	0.00%#	99.99%	0.01%
73.35%^	0.00%^		

- Mr H Saven

Shares Voted	Shares Abstained	Shares For	Shares Against
299 629 897	2 686	240 200 544	59 429 353
79.91%#	0.00%#	80.17%	19.83%
73.35%^	0.00%^		

- Mr EFPM Cristaudo

Shares Voted	Shares Abstained	Shares For	Shares Against
299 629 897	2 686	298 781 649	848 248
79.91%#	0.00%#	99.72%	0.28%
73.35%^	0.00%^		

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
299 623 494	9 089	293 269 658	6 353 836
79.91%#	0.00%#	97.88%	2.12%
73.35%^	0.00%^		

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 more than 25% of the votes cast by shareholders present or represented by proxy at the AGM on non-binding advisory resolution number 8.2 were exercised against the non-binding endorsement of the group's remuneration policy implementation report ("non-binding advisory resolution"), in accordance with the JSE Limited Listings Requirements ("JSE Listings Requirements") and the recommendations of the King IV Report on Corporate Governance for South Africa, 2016, the company hereby invites dissenting shareholders to send their comments / concerns / questions / recommendations regarding the group's remuneration policy implementation report, in writing, to Mr D Pask, the designate company secretary of Truworths, at dpask@truworths.co.za, so as to be received by no later than close of business on Wednesday, 20 November 2024.**

The comments received will be coordinated in preparation for a virtual meeting of such shareholders with representatives of the company's board of directors scheduled for Monday, 25 November 2024 at 09h00 (SAST).

The company's remuneration committee endeavours to ensure that remuneration across the group is aligned with its business philosophy and strategy, while creating sustainable value for stakeholders. The group therefore welcomes constructive engagement on remuneration related issues.

Appointment of Audit Committee Chair

Following Mr Sparks' decision not to stand for election as a member and Chairman of the company's Audit Committee at the AGM, shareholders are hereby advised in terms of paragraph 3.59 of the JSE Listings Requirements that Mr Brendan Deegan has been appointed as the Chairman of the Audit Committee.

The board of directors of the company thanks Mr Sparks for his considerable contribution during his tenure as Chairman of the Audit Committee over an extensive period.

Cape Town
8 November 2024

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