

FORM OF PROXY

TRUWORTHS
INTERNATIONAL

TRUWORTHS INTERNATIONAL LIMITED
Registration number: 1944/017491/06
JSE code: TRU; NSX code: TRW; ISIN: ZAE000028296

ANNUAL GENERAL MEETING OF SHAREHOLDERS: Wednesday, 24 October 2018

NB: This form of proxy is to be completed only by shareholders who hold their shares in certificated form, and by those shareholders who hold dematerialised shares with 'own name' registration. Other shareholders must give their voting instructions to their CSDP or broker.

I/We (full names) _____

of (address) _____

being a member of Truworths International Ltd (the company) and holding _____ shares therein, hereby appoint _____ or failing him/her, the chairman of the meeting as my/our proxy to attend, speak, and vote on my/our behalf, as indicated below on the ordinary and special resolutions, as set out in the notice of the meeting, that are to be considered at the annual general meeting of shareholders of the company scheduled to be held on Wednesday, 24 October 2018 at 09:30 in the Auditorium, 1st Floor, No. 1 Mostert Street, Cape Town, South Africa and at any adjournment thereof.

		In favour of	Against	Abstain
Item 1	To receive and adopt the Annual Financial Statements, including the Directors' Report and the Audit Committee Report, for the period ended 1 July 2018	X		
Item 2	To re-elect by separate resolutions the retiring directors who are available for re-election:			
	2.1 Mr MS Mark	X		
	2.2 Mr AJ Taylor		X	
	2.3 Mr DB Pfaff	X		
	To elect by separate resolutions the following persons who were appointed to the board as non-executive directors of the company with effect from 22 February 2018:			
	2.4 Ms M Makanjee	X		
	2.5 Mr JHW Hawinkels	X		
Item 3	To renew the directors' limited and conditional general authority over the un-issued and repurchased shares, including the authority to issue or dispose of such shares for cash		X	
Item 4*	To give a limited and conditional general mandate for the company or its subsidiaries to acquire the company's shares	X		
Item 5	To re-elect Ernst & Young Inc. as auditor in respect of the Annual Financial Statements to be prepared for the period to 30 June 2019 and to authorise the Audit Committee to agree the terms and fees	X		
Item 6*	To approve by separate resolutions the proposed fees of the non-executive directors for the 12-month period from 1 January 2019 to 31 December 2019:			
	6.1 Non-executive chairman	X		
	6.2 Non-executive directors	X		
	6.3 Audit Committee chairman	X		
	6.4 Audit Committee member	X		
	6.5 Remuneration Committee chairman	X		
	6.6 Remuneration Committee member	X		
	6.7 Risk Committee member (non-executive only)	X		
	6.8 Non-executive and Nomination Committee chairman	X		
	6.9 Non-executive and Nomination Committee member	X		
	6.10 Social and Ethics Committee chairman	X		
	6.11 Social and Ethics Committee member (non-executive only)	X		
Item 7	To confirm by separate resolutions the appointment of the following qualifying independent non-executive directors to the company's audit committee for the period until the next annual general meeting (subject where necessary to their re-appointment as directors of the company):			
	7.1 Mr RJA Sparks	X		
	7.2 Mr MA Thompson		X	
	7.3 Mr RG Dow		X	
Item 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 2018 Integrated Annual Report:			
	8.1 Remuneration policy	X		
	8.2 Implementation report	X		
Item 9	To consider the report of the Social and Ethics Committee for the period ended 1 July 2018 as published on the company's website			
Item 10	To confirm by separate resolutions the appointment of the following qualifying directors to the company's Social and Ethics Committee for the period until the next annual general meeting (subject where necessary to their re-appointment as directors of the company):			
	10.1 Mr MA Thompson		X	
	10.2 Dr CT Ndlovu		X	
	10.3 Mr DB Pfaff	X		
Item 11*	To approve the provision of financial assistance by the company, as authorised by the board, to Group entities in accordance with the Act	X		

* Special resolution

Signed at _____ this _____ day of _____ 2018.

Signature _____