

# FORM OF PROXY



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

## ANNUAL GENERAL MEETING OF SHAREHOLDERS: Thursday, 7 November 2019

**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 Truworhts 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 Thursday, 7 November 2019 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 audited Annual Financial Statements, including the Directors' Report and the Audit Committee Report, for the period ended 30 June 2019   | X            |         |         |
| Item 2   | To re-elect by separate resolutions the retiring directors who are available for re-election:   |              |         |         |
|          | 2.1 Mr RG Dow   |              | X       |         |
|          | 2.2 Mr MA Thompson  |              | X       |         |
|          | 2.3 Mr DN Dare  | X            |         |         |
|          | 2.4 Mr RJA Sparks   | X            |         |         |
|          | To elect the following person who was appointed to the board as an executive director of the company with effect from 23 May 2019:  |              |         |         |
|          | 2.5 Ms SJ Proudfoot   | X            |         |         |
|          | To elect the following person who was appointed to the board as an independent non-executive director of the company with effect from 1 May 2019:   |              |         |         |
|          | 2.6 Ms CJ Hess  | X            |         |         |
| Item 3   | To renew the directors' limited and conditional general authority over the unissued 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 authority 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 28 June 2020 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 2020 to 31 December 2020:  |              |         |         |
|          | 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 Nomination Committee chairman   | X            |         |         |
|          | 6.9 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 2019 Integrated 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 30 June 2019 as published on the company's website   |              |         | X       |
| Item 10  | To confirm 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 Ms M Mankanjee   | 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 \_\_\_\_\_ 2019.

Signature \_\_\_\_\_