

FORM OF PROXY



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

ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD BY ELECTRONIC PARTICIPATION on Thursday, 5 November 2020

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 Central Securities Depository Participant (CSDP) or broker.

I/We (full names) _____

of (address) _____

being a shareholder 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 participate, 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 by electronic participation only on Thursday, 5 November 2020 at 09:30 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 28 June 2020	X		
Item 2	To re-elect by separate resolutions the retiring directors who are available for re-election:			
	2.1 Mr H Saven		X	
	2.2 Mr DB Pfaff	X		
	2.3 Mr JHW Hawinkels	X		
	2.4 Ms M Makanjee	X		
	To elect the following person who was appointed to the board as an independent non-executive director of the company with effect from 19 February 2020:			
	2.5 Ms AMSS Mokgabudi	X		
Item 3	To renew the directors' limited and conditional general authority over the authorised but unissued and treasury shares, including the authority to issue or dispose of such shares for cash	X		
Item 4*	To give a limited and conditional general authority and mandate for the company or its subsidiaries to acquire the company's shares	X		
Item 5	To reappoint Ernst & Young Inc. as auditor in respect of the Annual Financial Statements to be prepared for the period to 27 June 2021 and to authorise the Audit Committee to agree the terms and fees		X	
Item 6*	To approve by way of separate resolutions the proposed fees of the non-executive directors for the 12-month period from 1 January 2021 to 31 December 2021:			
	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 2020 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 28 June 2020 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 Makanjee	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 Companies Act, 71 of 2008 (the Act)			

* Special resolution

Signed at _____ this _____ day of _____ 2020.

Signature _____