

# FORM OF PROXY



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

## ANNUAL GENERAL MEETING OF SHAREHOLDERS: 3 NOVEMBER 2016

**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 Limited (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, 3 November 2016 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 Group and company audited annual financial statements, including the Directors' Report and the Audit Committee Report, for the period ended 26 June 2016			
Item 2	To re-elect by separate resolutions the retiring directors who are available for re-election:			
	2.1 Mr AJ Taylor			
	2.2 Mr RG Dow			
	2.3 Mr KI Mampeule			
	2.4 To elect Mr DN Dare who was appointed by the board as an executive director of the company with effect from 19 August 2016			
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			
Item 4*	To give a limited and conditional general mandate for the company or its subsidiaries to acquire the company's shares			
Item 5	To re-elect Ernst & Young Inc. as auditor in respect of the annual financial statements to be prepared for the period to 2 July 2017 and to authorise the Audit Committee to agree the terms and fees			
Item 6*	To approve the proposed fees of the non-executive directors for the 12-month period from 1 January 2017 to 31 December 2017			
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 MA Thompson			
	7.2 Mr RG Dow			
	7.3 Mr RJA Sparks			
Item 8	To approve by way of non-binding advisory vote the Group's remuneration policy as set out in the company's 2016 Integrated Annual Report			
Item 9	To consider the report of the Social and Ethics Committee for the period ended 26 June 2016 as published on the company's website			
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			
	10.2 Dr CT Ndlovu			
	10.3 Mr DB Pfaff			
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			

\* Special resolution

Signed at \_\_\_\_\_ this \_\_\_\_\_ day of \_\_\_\_\_ 2016.

Signature \_\_\_\_\_

## **NOTES:**

### **ATTENDANCE, REPRESENTATION AND VOTING AT THE MEETING**

#### **By registered shareholders**

##### ***Natural persons***

Any natural person registered as a shareholder of the company, either as a holder of shares in certificated (i.e. paper) form or as an 'own name' holder of shares in dematerialised (i.e. electronic) form, may in person attend, participate in and vote at the annual general meeting. **The meeting record date for participation and voting by such persons at the meeting is 17:00 on Friday, 28 October 2016.**

Alternatively, every such shareholder may appoint one or more proxies, who need not be shareholders of the company, to attend, participate in and vote at the meeting on his/her behalf.

Presentation of suitable identification by such persons when registering their attendance at the meeting will be required.

##### ***Juristic persons***

Any juristic (legal) person or corporate body registered as a shareholder of the company may either appoint a representative to attend the annual general meeting and speak and vote thereat on its behalf or, alternatively, may appoint one or more proxies for this purpose.

#### **By non-registered shareholders**

Shareholders who have dematerialised their company shareholdings in such a manner that these holdings are no longer recorded in their own names in the sub-registers maintained by Central Securities Depository Participants ('CSDPs'), are not company shareholders as defined. Similarly, shareholders whose shares held in certificated form are registered in the name of nominee companies, are also not company shareholders as defined.

Both such categories of non-registered shareholders who wish to attend the company's annual general meeting in person should arrange with their CSDPs or brokers to be furnished with the necessary authorisation to do so either as the representative or proxy of such CSDPs or brokers.

Both such categories of shareholders who do not wish, or are unable, to attend the annual general meeting, but nonetheless wish to be represented thereat, should provide their CSDPs or brokers with their voting instructions.

These instructions should be given in sufficient time and in accordance with the agreement between them and their CSDPs or brokers, to enable the CSDPs or brokers to lodge appropriate forms of proxy or appoint suitable representatives for the meeting in accordance with such instructions.

#### **Documentary requirements relating to proxies**

Where a proxy is appointed the enclosed proxy form must be completed, signed and lodged, together with proof of the authority of the person signing the form in a representative capacity, with Computershare Investor Services (Pty) Ltd, the transfer secretaries of the company, so as to be received at least forty-eight hours before the appointed time of the meeting, **i.e. by 09:30 on Tuesday, 1 November 2016. The meeting record date for participation and voting by shareholders through such proxies at the meeting is 17:00 on Friday, 28 October 2016.** Presentation of suitable identification by the proxy when registering his attendance on the day of the meeting will be required.

#### **Documentary requirements relating to representatives**

Where a representative is appointed, proof of such appointment is required to be furnished, to the satisfaction of the directors of the company, to Computershare Investor Services (Pty) Ltd, the transfer secretaries of the company, so as to be received at least forty-eight hours before the appointed time of the meeting, **i.e. by 09:30 on Tuesday, 1 November 2016. The meeting record date for participation and voting by shareholders via such representatives at the meeting is 17:00 on Friday, 28 October 2016.** Such proof can take the form of either a certified copy of a resolution of the juristic person or corporate body or a letter of representation signed by a duly authorised director or officer thereof (other than the representative). Presentation of suitable identification by the representative when registering his/her attendance on the day of the meeting will be required.

### **ELECTRONIC PARTICIPATION IN THE MEETING**

Shareholders or their proxies may participate in the meeting by way of teleconference call and, if they wish to do so:

- must contact the Company Secretary by e-mail to [skohlhofer@truworths.co.za](mailto:skohlhofer@truworths.co.za) no later than 17:00 on Friday, 28 October 2016 to obtain dial-in details;
- will be required to provide reasonably satisfactory identification when they do dial in;
- will be billed separately by their telephone service providers for the dial-in call; and
- will, if they wish to vote at the meeting, still be required to appoint a proxy or a representative to do so on their behalf in accordance with the above provisions, given the current technical limitations relating to remote electronic voting.