

TRUWORTHS INTERNATIONAL LIMITED  
(Incorporated in the Republic of South Africa)  
(Registration number 1944/017491/06)  
PO Box 600, Cape Town, South Africa, 8000  
JSE code: TRU; NSX code: TRW  
ISIN: ZAE000028296  
("Truworths" or "the Group")

## **Annual General Meeting**

### **Adoption of new Memorandum of Incorporation**

The notice of the Truworths annual general meeting to be held on 8 November 2012 was included in the Group's 2012 integrated annual report, which was issued and mailed on 28 September 2012. Shareholders will have noted that item 10 in this notice proposes a new Memorandum of Incorporation for Truworths, for adoption by shareholders at the meeting. Salient features of the new Memorandum of Incorporation were appended to the notice and the full document has been available for inspection on our website or on request since that date.

In line with the JSE Limited ("JSE") Listings Requirements and the King III Code, Truworths had provided in its proposed new Memorandum of Incorporation for one third of the non-executive directors to retire by rotation and offer themselves for re-election at each annual general meeting.

In response to the recommendation of an advisory firm, Truworths has decided to amend the proposed new Memorandum of Incorporation to provide that both executive and non-executive directors should be subject to the annual retirement and re-election requirements.

The amended proposed new Memorandum of Incorporation which sets out these revised requirements in clause 5.1.10 has been approved by the JSE, has been posted on the Truworths website and is available on request from the company secretary at the company's registered office.

Shareholders are accordingly requested to support the proposed annual general meeting resolution for the adoption of Truworths' amended proposed new Memorandum of Incorporation.

Truworths encourages participation by shareholders in the voting at the annual general meeting, and advises them to make the necessary arrangements timeously to attend or be represented at the meeting and, where required, to furnish voting instructions to their CSDP or broker in good time. The record date for the purposes of participating and voting at the annual general meeting is Friday 2 November 2012.

In order for forms of proxy (which are contained in the Group's 2012 integrated annual report) to be valid for the purposes of the meeting, they are required to be lodged at the offices of Truworths' transfer secretaries, Computershare Investor Services (Pty) Limited, 70 Marshall Street, Johannesburg, South Africa (or mailed to be received by them at P O Box, 61051, Marshalltown, 2107, South Africa) by no later than 24 hours before the appointed time of the meeting.

By order of the board

Chris Durham  
Company Secretary  
25 October 2012

Sponsor in South Africa  
One Capital

Sponsor in Namibia  
Old Mutual Investment Services (Namibia) (Pty) Ltd