

Notice is hereby given that the Sixty First Annual General Meeting of Shareholders of Truworths Limited will be held in the Boardroom, Truworths Limited, Prospect Park, Stand 808, Seke Road, Harare on Thursday December 06 2018 at 9.00am to transact the following business:

### ORDINARY BUSINESS

1. To approve minutes of the Annual General Meeting held on November 30 2017.
2. To receive and adopt the financial statements and reports of the Directors and Auditors for the year ended July 08 2018.
3. Directorate
  - 3.1 Mr Washington Matsaira was appointed to the Board with effect from 20 February 2018. In terms of the Articles of Association, Mr Matsaira retires from the Board at the meeting. Being eligible, he offers himself for re-election.
  - 3.2 Mr M. P. Mahlangu and Mr D. B. Pfaff retire by rotation in terms of the Articles of Association. Being eligible, they offer themselves for re-election.
4. To approve the remuneration of the directors for the past financial year.
5. To approve the remuneration of the auditors for the past audit.
6. To re-appoint Ernst & Young as auditors until conclusion of the next Annual General Meeting.

### SPECIAL BUSINESS

To consider, and if deemed fit, to pass with or without modification, the following resolutions:-

7. To obtain by ordinary resolution in accordance with Article 100 of the Company's Articles of Association as set out below;

"THAT the Company be and is hereby authorised to borrow up to a limit of US\$12,000,000 (twelve million United States dollars) until the conclusion of the next Annual General Meeting. The Directors must be satisfied that any borrowings incurred by the Company are in the best interest of the Company, that the terms thereof are fair and reasonable to the Company and the Company as expected will readily satisfy any financial covenants imposed by lenders for the full duration of the borrowing period."

### APPOINTMENT OF PROXIES

A member entitled to attend and vote at the meeting may appoint one or more proxies to attend, vote and speak in his stead. The proxy need not be a member of the Company.

If a proxy form is used, it must be lodged at or posted and must be received not later than 48 hours before the meeting to the office of the company's transfer secretaries;

Corpserve (Private) Limited  
2nd Floor ZB Centre  
Cnr Kwame Nkrumah Avenue/First Street  
P.O. Box 2208  
Harare  
Zimbabwe

### By Order of the Board

**B M CHIBANDA**  
SECRETARY

**September 20 2018**

#### Registered Office

Stand 808 Seke Road  
Prospect Park  
Hatfield  
P.O. Box 2898  
Harare  
Tel: +263 4 576441/9, 576465  
Email: [truworths@truworths.co.zw](mailto:truworths@truworths.co.zw)  
Website: [www.truworths.co.zw](http://www.truworths.co.zw)

#### Transfer Secretaries

Corpserve (Private) Limited  
2nd Floor ZB Centre  
Cnr Kwame Nkrumah Avenue/First Street  
P.O. Box 2208  
Harare  
Tel: 263 4 758193, 750711/2  
Fax: 263 4 752629  
Email: [corpserve@corpserve.co.zw](mailto:corpserve@corpserve.co.zw)