



ACTIVE SHAREHOLDER

VOTE YOUR SHARES.
SECURE YOUR FUTURE

Truworths' Statement on leadership tenure and diversity

The Truworths board would like to use the opportunity of the annual general meeting ("AGM") to state upfront, and unequivocally, that we fully support The King Codes on Corporate Governance for South Africa, which for the past 20 years constituted the premier corporate governance frameworks in this country.

We are particularly supportive of King IV, which focuses on the independence of directors, the composition of governing bodies in terms of targets for gender and race representation and the composition of the social and ethics committee, to mention but a few.

The Group has a solid transformation policy in place that supports the principles and aims of racial and gender diversity at board level and plans to fast track this.

We are fully committed to the promotion of the empowerment of black and women South Africans and note that this will firstly ensure a broader representation of the company's leadership, and secondly that this diversity will enhance our decision-making at board level.

In this regard, the Group has already met its short term targets on both these scores, and it expects that its medium term targets will be exceeded within the next two years. In this regard, the board will aim to ensure that at least 30% of the board of the company will comprise of both black and female directors within the next 12 to 18 months.

As regards the issue of tenure of the existing, long standing non-executive directors, we would like to state that the current directors remain highly independent - having no contractual, consulting or family relationships with the Group, not being representatives of any major institutional shareholders of the company, not being financially dependent on the fees they earn as non-executive directors, not being participants in the Group's share and other incentive schemes, and not being involved in external charities that benefit from donations by the Group.

Nonetheless the board is very mindful of the need to refresh board and committee composition.

We do hear the concerns from our shareholders and we are fully committed to fast tracking these changes to our board.



And to conclude, the Group has had considerable successes in transformation at employee level as reflected in our black and female employee representation across the business in South Africa.

At junior and middle management levels, black representation is at 88% and 42% respectively, while female representation is at 72% across the business and 43% at senior management level.

Truworths is an extremely well-governed business and the JSE reports that we are the only fashion retailer to feature in the Top 30 version of the 2018 FTSE/JSE Responsible Investment Index.

This reflects that Truworths has substantively integrated environmental, social and governance considerations within its business operations, contributing to value creation for all its stakeholders.
