

TRUWORTHS

NOTICE OF MEETING 65TH ANNUAL GENERAL MEETING

Notice is hereby given that the Sixty Fifth Annual General Meeting of Shareholders of Truworths Limited will be held in the Boardroom, Truworths Limited, Prospect Park, Stand 808, Seke Road, Harare on Wednesday 22 February 2023 at 9.00am to transact the business below. Shareholders will be asked to attend the meeting where Covid-19 preventative measures protocol will be implemented and shareholders that cannot physically attend the meeting will be asked to connect and attend the meeting virtually via the link: <https://escrowagm.com/eagmZim/Login.aspx>

ORDINARY BUSINESS

1. Financial Statements

To receive, approve and adopt the Financial Statements and Reports of the Directors and Auditors for the year ended July 10 2022.

2. Directorate

To re-elect Directors by individual resolutions in terms of section 201 of the Companies and Other Business Entities Act (Chapter 24:31),

2.1 To re-elect the following Director, Mr Mordecai Pilate Mahlangu, who retires by rotation in terms of the Articles of Association of the Company, and being eligible, offers himself for re-election.

Mr Mordecai Pilate Mahlangu is a Lawyer who has over 33 years experience. He is a holder of a Bachelor of Law (Hons) LLB qualification and is a Partner at Gill, Godlonton and Gerrans.

2.2 To re-elect the following Director, Mr Washington Matsaira, who retires by rotation in terms of the Articles of Association of the Company, and being eligible, offers himself for re-election.

Mr Washington Matsaira is a Banker by profession and holds a Bachelors of Arts Degree. He is a former Chief Executive Officer of Standard Chartered Bank Zimbabwe, former Chief Executive Officer of TSL Limited and sits on various Boards including Non-Executive Chairman – CABS, Non-Executive Chairman – Takura Capital and Non-Executive Director – TSL Limited.

2.3 To approve the appointment of Mr Bruce Hendrik Henderson who was appointed to the Board with effect from 1 December 2022 and being eligible offers himself for election at the forthcoming Annual General Meeting in terms of the Articles of Association of the Company.

Mr Bruce Hendrik Henderson is a Chartered Accountant by profession with experience in diverse industries. He is also a Non-Executive Director of Dairibord Holdings Limited and Powerspeed Electrical Limited.

3. Directors' Fees

To consider, and if deemed fit, to approve the Directors' remuneration for the past financial year.

4. Auditors' Remuneration for the past year

To consider, and if deemed fit, to approve the Auditors' remuneration for the past audit.

5. Appointment of Auditors for the current year

To consider, and if deemed fit, to appoint Grant Thornton as auditors for the ensuing year.

ANY OTHER BUSINESS

To transact any other business competent to be dealt with at an Annual General Meeting.

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 or her 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;

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Website: www.truworths.co.zw

By Order of the Board



B M CHIBANDA
COMPANY SECRETARY

February 1 2023

The Truworths Annual Report for 2022 and the Proxy Form will be available to download at <http://www.truworths.co.zw>