

Form of Proxy

TRUWORTHS INTERNATIONAL LIMITED

Registration number: 1944/017491/06 JSE Code: TRU NSX Code: TRW ISIN: ZAE000028296

ANNUAL GENERAL MEETING: 10 NOVEMBER 2011

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 shareholder of Truworths International Limited (the company) and holding _____ shares therein, hereby

appoint _____ or _____ or failing them, the chairman of the meeting as my/our proxy to attend, speak, and on a poll vote on my/our behalf, as indicated below, at the annual general meeting of shareholders of the company to be held on 10 November 2011 at 09:30 in the Auditorium, First 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 annual financial statements, including the Directors' Report and the Audit Committee Report, for the period ended 26 June 2011			
Item 2	To re-elect by separate resolutions the retiring directors who are available for re-election:			
	• Mr RG Dow			
	• Mr MS Mark			
	• Mr AJ Taylor			
	To ratify the appointment of Mr MJV Sardi, who was appointed by the board on 21 February 2011, as a director of the company			
Item 3	To give the directors limited and conditional general authority over the unissued 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 for the period to 1 July 2012 and to authorise the Audit Committee to agree the terms and fees			
Item 6.1*	To approve the proposed fees of the non-executive directors for the 6-month period from 1 July 2011 to 31 December 2011			
Item 6.2*	To approve the proposed fees of the non-executive directors for the 12-month period from 1 January 2012 to 31 December 2012			
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:			
	• Mr MA Thompson			
	• Mr RG Dow			
	• Mr H Saven			
Item 8	To approve by way of non-binding advisory vote the Group's remuneration policy as set out in the Integrated Annual Report			
Item 9	To adopt the Truworths International Limited 2011 Share Plan			
Item 10	To amend the Deed of the Truworths International Limited Share Trust (of 1998)			

* Special resolution

Signed at _____ this _____ day of _____ 2011.

Signature _____

Form of Proxy (continued)

IMPORTANT NOTES:

1. A shareholder registered as such (either as the holder of shares in certificated form whose name is reflected in the register of company shareholders, or as the holder of shares in dematerialised form whose name is reflected in a sub-register maintained by a CSDP) is entitled to appoint one or more proxies to attend, speak and, on a poll, vote in his/her stead. A proxy need not be a shareholder of the company, but a proxy may not delegate his/her authority to another person. Dematerialised shareholders, other than those with 'own name' registration, must notify their CSDP or broker of how they wish to vote, in terms of the custody agreement between the shareholder and his/her CSDP or broker. This should be done in the manner and by the time stipulated by the CSDP or broker.
2. Forms of proxy, in order to be valid, must be lodged at or posted to the office of the company's transfer secretaries, Computershare Investor Services (Pty) Ltd, 70 Marshall Street, Johannesburg, South Africa or PO Box 61051, Marshalltown, 2107, South Africa, or Transfer Secretaries (Pty) Ltd, Shop 8, Kaiserkrone Centre, Post Street Mall, Windhoek, Namibia or PO Box 2401, Windhoek, Namibia, so as to be received at least twenty-four hours before the commencement of the meeting, i.e. **by 09:30 on Wednesday, 9 November 2011, being the record date for participation and voting by such proxies at the meeting.**
3. If two or more proxies attend the meeting on behalf of the same shareholder having been appointed by means of a single form of proxy, then the person attending the meeting whose name appears first on the form of proxy and whose name is not deleted shall be regarded as the validly appointed proxy.
4. The authority of a person signing a form of proxy in a representative capacity must be attached to the form of proxy, unless such authority has already been recorded by the company.
5. The delivery to the company of a duly completed form of proxy shall not preclude any shareholder or his duly authorised representative from revoking the proxy by cancelling it in writing or appointing another person in writing as a shareholder's proxy and delivering such document(s) to the proxy and the company.
6. The delivery of a duly completed form of proxy shall not preclude any shareholder or his duly authorised representative from attending the meeting and speaking and voting thereat to the exclusion of the proxy, whose appointment shall thereby be suspended.
7. If this form of proxy is returned without any indication as to how the proxy should vote, the proxy will be entitled to vote or abstain from voting as he/she thinks fit.
8. The form of proxy is valid only until the end of the meeting or any adjournment thereof, unless otherwise noted hereon by the shareholder when executing it, or revoked by the shareholder.
9. Shareholders wishing to propose modifications to the special resolutions, or any other resolution, are required to furnish their proposals in writing for consideration at least twenty-four hours prior to the commencement of the meeting.