

The background of the cover is a photograph of a modern glass skyscraper. Three window cleaners are visible on the exterior, suspended by ropes and carrying equipment. A large, stylized graphic of concentric, wavy dotted lines in white, light blue, and orange is overlaid on the building. The text is positioned in the upper left corner.

Bidvest Environmental, Social and Governance Report **2024**

for the year ended 30 June

A horizontal bar with eight segments of different colors: orange, red, dark red, green, teal, blue, purple, and black.

**People and
products** behind a
brighter future

Overview

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About this Environmental, Social and Governance Report

This Environmental, Social and Governance Report (ESG Report) details our environment, social and governance processes and performance for the year 1 July 2023 to 30 June 2024. The scope of this report includes The Bidvest Group (Bidvest or the Group or the Company) and our operating subsidiaries, excluding Adcock Ingram. The report forms part of the Bidvest annual report suite and is published in October 2024.

Our reporting process has been guided by the principles and requirements contained in the International Financial Reporting Standards (IFRS), the IIRC's International Framework, the Global Reporting Index Sustainability Reporting Standards (GRI), the King Code on Corporate Governance 2016™ (King IV™), the Johannesburg Stock Exchange Limited Listings Requirements (Listings Requirements), the requirements of the remit assigned to social and ethics committees in terms of the South African Companies Act of 2008, as amended (the Companies Act), United Nation's 17 Sustainability Development Goals (SDGs), recommendations from the Task Force on Climate-related Financial Disclosures (TCFD) and the principles of stakeholder capitalism as championed by the World Economic Forum.

Various policies, standards and charters are reviewed periodically and are available on the Bidvest website. Supplementary sustainability information is also available on the website.

The information and data included in this report have not been externally assured, with the exception of the financial information that related to skills development and procurement as part of the B-BBEE verification process. The key sustainability indicators were robustly reported through the management and governance structures within the Bidvest business environment. For a second consecutive year, the Group did, however, commission a readiness review on select environmental indicators.

The journey towards external assurance continues.

Statement of compliance

Bidvest is committed to the highest standards of business integrity, ethics and professionalism. King IV™ was released on 1 November 2016. King IV™ advocates an outcome-based approach and defines corporate governance as the exercise of ethical and effective leadership towards the achievement of the following governance outcomes:

- Ethical culture;
- Good performance;
- Effective control; and
- Legitimacy.

The practices underpinning the principles in King IV™ are entrenched in many of the Group's internal controls, policies and procedures governing corporate conduct. From a materiality point of view, the Bidvest Group Limited Board (Board) is satisfied that in the main, Bidvest has applied the principles set out in King IV™, the detail of which is more fully described in this report.

The full King IV™ application register and GRI content index are available on the Group website, www.bidvest.co.za.

Approval of the ESG Report

The Board has applied its collective mind to the preparation and presentation of the information in this report. The Board believes that this report addresses all material issues and presents a balanced and fair account of the Group's sustainability performance.

Bonang Mohale
Chairman
25 October 2024

Mpumi Madisa
Group chief executive

Navigating this report

 This icon signifies related information elsewhere in this report

 This icon signifies related information available in the 2024 Annual Integrated Report

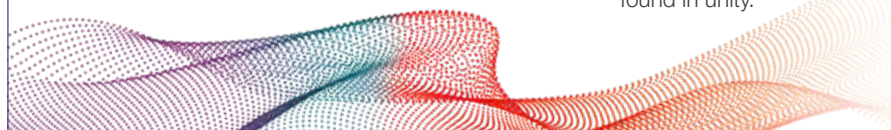
 This icon signifies related information available in the 2024 AFS

 This icon signifies related information available online at www.bidvest.co.za

Murmuration

The design theme of this year's report embodies the concept of a murmuration – a mesmerising display of thousands of starlings moving in harmony. Just as these birds gracefully spread out and come together, Bidvest exemplifies unity amidst diversity.

With over 250 active companies and more than 130 000 employees, our Group navigates the rapid changes of today's world, always converging as one to pursue a shared vision. A murmuration serves as a powerful reminder that, by observing and supporting one another, we can adapt and thrive together to achieve a common ambition. At Bidvest, we are committed to delivering a positive impact for all our stakeholders, no matter where we operate. Together, we can soar to new heights, as we embrace this collective journey, inspired by the beauty of collaboration and the strength found in unity.



Introduction



Mpumi Madisa

“Over the past year, we have maintained the numerous initiatives in support of the delivery of our purpose: **People and products behind a brighter future**. This guides our efforts to align our strategic ambitions of building scale, driving innovation and real growth, while we remain responsible in our stewardship, for the benefit of all stakeholders. This integrated approach is critical, particularly given the current economic, political and social transitions in our key operating regions. During the coming year, we will update our ESG Framework to set new ambitions and targets, while aligning to global change.

We are relentlessly continuing to invest and nurture the people talent across the Group, contributing to greater socio-economic inclusion and lowering the environmental footprint of our value chain. It is also equally pleasing that we are able to continue creating social value and mutual benefit for our societies and for those who rely on us and support us. A particular highlight of the past year, was being part of Team SA's Olympic and Paralympic medal winning efforts, specifically as excellence resonates deeply in Bidvest, and which has made us immensely proud to be South African.

These, and our many other imperatives, are embedded in our company culture, and are presented in this report for review and understanding.”

Bidvest supports
the UN Global Compact



Most relevant SDGs



About Bidvest

Bidvest is a leading business-to-business services, trading and distribution group operating through two broad categories of operations and seven operating divisions, namely the business services operations, which comprise the Services International, Services South Africa and Freight divisions, and the trading and distribution operations, which comprise the Branded Products, Commercial Products and Automotive divisions. There is also a majority-owned subsidiary, Adcock Ingram.

The Group has an entrepreneurial and decentralised operating philosophy with management teams incentivised and empowered to grow their respective operations within a Group-wide governance framework and well-defined expectations around key performance metrics. The Bidvest corporate office function ensures consistency of strategic direction, culture, monitors operational, financial and ESG performance, and allocates and manages capital in order to drive performance and ensure an optimised approach to resource allocation.

The Group, which comprises approximately 250 trading companies and employs more than 130 000 people, operates primarily in South Africa (SA), but with an international footprint in Europe, including the United Kingdom (UK), Australia and Singapore. The Group is a key contributor to the SA economy, providing essential services and products to a wide range of businesses.

The Group operates a blended portfolio of defensive, cyclical, and growth assets and has a highly diversified portfolio of asset light businesses that are cash generative. The investment in core sectors and a focus on efficiency have resulted in the growth of Group revenues and profitability that regularly outperforms SA's real economic growth GDP. Innovation is also key and management focuses on deploying products and services that represent innovative solutions to customer needs and on leveraging technologies to add value to customers. The Group has leading market positions in most of the key markets in which it operates.

Stakeholders

This report is prepared for our broad base of stakeholders who remain critical to the ongoing success of Bidvest. We believe that it is only with robust partnerships formed and developed over years that we can continue delivering growth. The value created for stakeholders is discussed in more detail on page 24 of the  Integrated Report.

Functional Governance

Operational management is organised in a decentralised manner, conducting activities within a framework of a Group-wide governance structure, which entails significant reliance on the ethical behaviour of all employees, and well-defined expectations around key performance metrics. These structures generally govern oversight, capital allocation and management, strategic integrity, reporting, and consistency of cultural values across the Group (and includes alignment with the Bidvest Code of Ethics).

Management teams within the individual businesses, who often have a specialised focus and concentration in specific sectors and services, are given significant autonomy to run their businesses and achieve the results expected of them. The decentralised structure of the Group allows for agile decision making and execution.

An authority matrix forms the backbone of day-to-day governance, and formal reporting structures complement independent business-level processes that result in dynamic and iterative risk assessment and mitigation actions.

Group management and reporting is organised via an Executive management committee (Exco) and Board at the Company level, which oversees the operations and governance of the Group as a whole, sets the framework of key performance metrics and related goals, and receives and evaluates divisional reports and results. This oversight is supported by active, quarterly divisional boards and sub-committees that provide guidance, oversight and track results of business progress within the divisions.

Monthly meetings between the Group's CEO and divisional CEOs, which focus on uniform and simple key performance indicators, as well as monthly timeous and granular financial reporting from the underlying businesses (with flash financial results from the underlying businesses typically available on the fifth business day of every month), allow for active management of the diverse offerings of the Group.

The key performance indicators are trading profit growth, cash conversion, Return on Funds Employed* (ROFE), sustainability and transformation and are linked to short-term and long-term incentives. The Group also places significant emphasis on the quality of existing management teams within businesses when considering potential acquisitions, and typically retains the management teams to continue to operate the acquired businesses.

Sustainable strategy

The notion of stakeholder capitalism and sustainable enterprise value creation resonates with the Group. As the impact of climate change and inequality have become more and more evident, the Group has sharpened its focus in this area, recognising the need for all stakeholders to collaborate and work towards greater sustainability. This is particularly pertinent as cost of living pressures remain in many parts of the world, exacerbating inequality while extreme weather incidents globally highlight the urgent need for concerted climate action change. These are concerns shared by government, private sector, public organisations and civil society with several joint initiatives in play.

* ROFE equals trading profit divided by tangible net operating assets.

Making a difference

The impact of climate change and social inequality has become even more evident, highlighting the need for common cause, understanding and purpose. We focus on providing the often overlooked, essential components of everyday life that respond to the needs of a diverse society. Getting this right does not happen by chance.

Our commitment is outlined in the Bidvest ESG Framework

In FY2021, Bidvest established an ESG Framework which is a culmination of our sustainability ambitions, focused on the areas where we can make the biggest difference with specified targets and metrics. These medium-term targets were used to determine specific ESG performance hurdles in the incentive scorecards. Progress has been pleasing, with the entire organisation working towards these common sustainability goals.

As a Group that serves virtually all industry sectors, it is our responsibility to ensure that we contribute to the success of our host nations. We use the United Nation's 17 SDGs, which provide a comprehensive definition of sustainability, as a guideline. We identified the SDGs that are most relevant to us:



Using these SDGs as guidelines, we are able to assess the impact we are making, through our basket of services and products as well as our operations and corporate citizenship activities.

Our people

We recognise that people are the enabler of our business and a critical resource that needs to be empowered. As one of the largest employers in SA, where inequality and unemployment, particularly among youth is widespread, we are intentional in our interventions for our people, their multiple dependants, and the broader community. We seek to drive positive change through partnerships and social dialogue.

Environment

In line with SDGs aimed at affordable and clean energy and climate action, the Group is focused on energy and water efficiency, responsible waste management, and innovative solutions to aid customer sustainability.

Governance

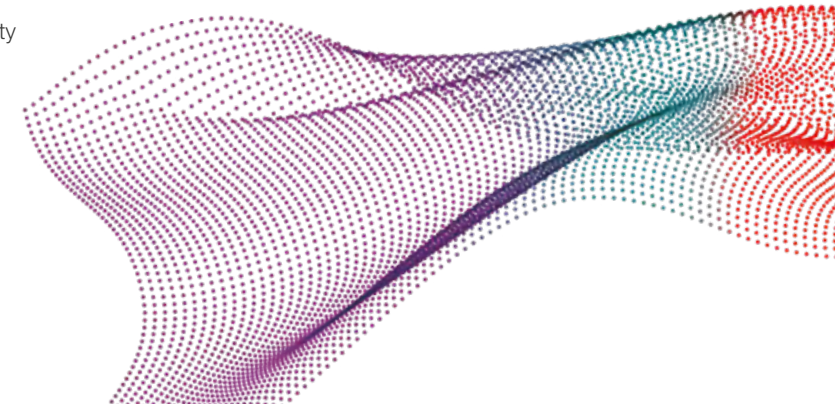
Bidvest has a deeply entrenched functional governance structure that places significant reliance on the ethical behaviour of all employees. This places a very high hurdle of responsibility and accountability on everyone. Rather than having many policies and manuals, we have a Bidvest Code of Ethics that sets out our expected behaviour. When someone missteps, decisive action is taken and communicated back into the business. An authority matrix forms the backbone of day-to-day governance.

We are committed to:

Conducting **profitable business** in a **responsible** and **accountable** manner

Caring for the **Bidvest family** and the Group's connected **societies**

Driving **positive change** through partnerships and social dialogue



We aim to **achieve** that by:

Preserving our empowering
decentralised governance model

Nurturing people and business
diversity

Representing **responsibly made**
products

Unlocking value through **innovation**
and **efficiencies**

Maintaining financial strength
through growth, focus and discipline

Our **targets** are:

Be an **inclusive employer**
with a higher representation
of females and African people
in management positions

Reduce carbon, water
and waste further

Become SA's **leader in supply**
chain transformation

Ensure **compliance**
and responsible dealings
with suppliers

Actively **manage** the
cybersecurity risk to our
business

Performance

42%
of managers appointed are females

77%
of managers appointed are black
51% African

R44bn of SA procurement with
Level 1 – 4 B-BBEE suppliers

LTIFR reduced by
30%

R740mn
invested in skills development

Reduced emission **39%**
and water **43%** intensity*

* FY24 VS FY19

Material focus areas, risks and responses

There are certain material matters that might disrupt Bidvest's ability to continue creating value for its stakeholders. Bidvest has long acknowledged its duty to share the value created, fulfilling a responsibility to contribute to economic and social development among its group of stakeholders, including investing in the Bidvest team of people, communities and the environment.

Our decentralised, asset-light and everyday essential products and services business model is, in itself, an effective risk management tool.

As external factors emerge and evolve, the key matters that may interrupt the operations of the Group's business are carefully assessed through a controlled process, which includes the Board's Risk committee, divisional Risk committees and Internal Audit (IA). The meaning of material is defined and clarified across the Group. Those matters that may have an impact on the effective and successful future operations are assessed and the risk management thereof, including mitigating action, integrated into day-to-day activities. On an enterprise-wide level the key material matters are shown below, discussed in more detail on page 19 of the [Integrated Report](#) and highlighted in varying detail throughout this report:

- SA infrastructure
- Energy supply
- Labour inflation and costs
- Economic outlook and consumer spend
- Cyber assault
- Extreme weather and climate change.

In addition to climate risks, which are included as a global risk for the Group, Bidvest as a large employer, is focused on treating its diverse and inclusive employee base fairly, providing a safe and healthy workplace and respecting the human rights of all the people in our value chains.

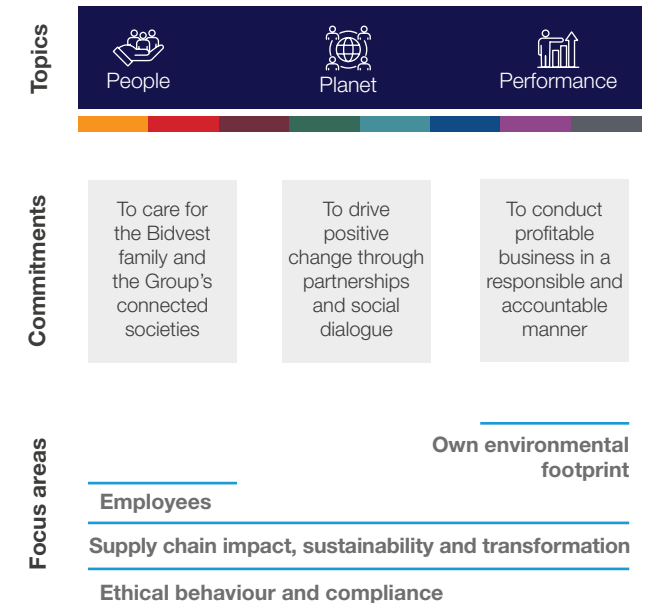
Furthermore, regulatory risk management, professional integrity as well as financial inclusion and capacity building are key matters that require active management in the Financial Services division. Data security is also a matter that receives continuous attention in Financial Services and Automotive divisions, where vast amounts of personal data reside.

In 2023, the UN Global Compact launched Forward Faster, a global platform for credible, ambitious corporate action aimed at guiding companies on where they can make the biggest, fastest impact relating to the 2030 Sustainable Development Agenda. Five areas of action – gender equality, climate action, living wage, water resilience and finance and investment – were selected because they have the power to accelerate progress across all 17 SDGs, and are where the private sector can collectively make the biggest, fastest impact. Bidvest is committed to accelerate actions relating to living wage and gender equality.

Bidvest participated in the Voluntary National Reporting (VNR) programme of the UNGCSA. Through this programme, SA's private sector is providing input, data, best practice, and more on ten priority topics that will be aggregated in a Private Sector VNR Report. This is referred back to the President and used to inform future SA policies, business initiatives and the public sector execution of the National Development Plan. Bidvest was selected as a success story to feature in the publication.

Climate change

The common denominator between water wars, climate change, social unrest and other direct and indirect consequences of environmental damage is economic risk. In other words, it means recognising that a drought isn't just an environmental issue, but rather a fundamental business risk involving processes such as raw material and product procurement or people in impacted markets.



Own environmental footprint

Risks – energy, waste and water management

Climate change is global, but climate impact is local. Unchecked energy intensity and sourcing as well as water scarcity can expose the Group's operations to materially higher operating costs, expenses stemming from regulatory shifts and compliance as well as reputational damage. It also poses serious threats to human lives, livelihoods and business stability.

SA is among the top 25 greenhouse gas-emitting countries globally and is a severely climate stressed country (ranked 96/182 in terms of climate change vulnerability) according to the UN's Intergovernmental Panel on Climate Change. The interior region of southern Africa is currently warming at a rate almost twice that of the global average.

In SA, the transition to a better balanced and sustainable energy mix received a boost from of the electricity crisis. The lifting of the self-generation cap allowed for rooftop and bigger solar installations at many residential and commercial properties as well as mining and manufacturing sites. It is estimated that installed rooftop solar has more than doubled to over 5GW since mid-2022. In December 2023, the Kenhardt project, one of the biggest hybrid solar and battery storage facilities delivering 150MW of dispatchable power into the grid, was commissioned, increasing the proportion of renewable energy in the mix to 9%. This alleviated the immediate pressure on the grid. Longer-term, transmission and distribution capacity need to be upgraded and expanded to achieve greater grid access as the old coal plants are phased out.

SA is classified by the World Resources Institute as having medium-high baseline water stress. Water stress is measured as the differential between water withdrawn by irrigated agriculture, industries and municipalities and the available water supply. A narrow gap, i.e. high stress, leaves a country vulnerable to fluctuations like droughts and increased water withdrawals.

Due to climate change, the country's rainfall patterns have become more erratic, leading to flash floods and water scarcity in some areas. The drastic swing between extreme drought and unprecedented flooding is becoming common in SA. Water stress is expected to significantly affect poor, disenfranchised communities. Aging and unmaintained infrastructure further exacerbates the situation, leaving many households without sufficient water for extended periods of time. These extremes will manifest in crop failure, infrastructure damage and humanitarian crises. This ramification for the Group spans both opportunities and risks for the Group.

The impact of inclement weather is the greatest in Bidvest Freight. Reliable and affordable energy is essential in most of the trading and distribution activities of the Group, while water availability is key in Bidvest Services South Africa's Allied cluster's offerings and Adcock Ingram's manufacturing facilities.

Mitigating actions – clear measurements and targets

Bidvest is a signatory to and a participant in the United Nation's Global Compact, and Group CEO, Mpumi Madisa, is the chair of the board of the Global Compact Network South Africa.

The Group has set targets to reduce emission intensity, water intensity and its waste footprint by 20% by 2025. Incremental annual targets are set and included in both short- and long-term incentive scorecards, cascaded down from executive director to operational management levels. During FY2024, the initiatives to reduce our operational footprint and ensure operational continuity, as far as commercially viable, included solar installations at another six sites in the Group. A total of 4% of electricity consumed in the Group now originates from green sources. Water-saving initiatives included the installation of water recycling plants at dealerships, amongst many other smaller projects and daily initiatives. The introduction of electric vehicles in certain fleets internationally progressed further. PHS purchased electric cargo bikes that replaced diesel vans and launched a new company car scheme focused on plug-in hybrid EV cars and EV cars being available via a salary sacrifice scheme. Waste awareness across all businesses increased noticeably with several interesting programmes launched, such as waste offcuts

from masks manufactured by G Fox used to stuff boxing bags. Waste generated by BTT is sent to Thuthukani, an organisation that provides sheltered employment, for recycling. Switching from plastic to paper-based packaging of consumer goods and stationery reduced the environmental footprint of products considerably. More detail on PHS' Lifecycle energy-from-waste strategy can be found on page 27 [ESG](#).

Both Noonan and PHS have committed to net zero by 2045 and 2040, respectively. Konica Minolta has been carbon neutral since 2013 using natural offsets. Cecil Nurse has started the process to plan its path to carbon neutrality.

Bidvest's environmental policy for the Group is available on the corporate website [www](#).

The Carbon Disclosure Project (CDP) is a non-profit organisation that evaluates the world's largest companies for their response to its official request to disclose their environmental data. In line with the increasing demand from stakeholders, Bidvest disclosed its climate change and water responses. [www](#) Refer to [www.bidvest.co.za](#).

Opportunities identified – environmentally friendly products and lower-emission products and services

Opportunities include the sale and distribution of solar energy and water storage and filtration equipment, disposal - of - hygiene waste - to - energy recovery facilities; chemical-free cleaning and janitorial products; installation and wholesale of water efficient washroom and plumbing products; distribution of energy-saving household appliances; retailing of hybrid and electric vehicles; handling of significantly more lower-emission LPG volumes through a world-class terminal so that households and businesses have access to alternative energy sources in the southern Africa region; sustainability and building occupancy data gathered as part of facilities management services and shared with customers to help them achieve their sustainability goals, amongst others. The revenue generated from these amounts to an estimated R4 billion.

Noonan expanded its cobotic cleaning fleet through the introduction of a cobot that can be used in smaller spaces

Material focus areas, risks and responses continued

and has a “magic tag” system that makes mapping and operating easy. Typically, the use of cobots reduces labour costs by 10% and offer various sustainability benefits. Where waste is collected, Noonan is also introduced bio-processor units which convert food waste into soil within 24 hours, reducing waste pick-up volumes by 80%. PHS and Steiner are testing a new product called E-Gal from Pads on a Roll. The small dispenser is placed next to the toilet tissue dispenser, giving the user direct access and also substantially reducing the volume of packaging. Green Home, a business acquired during FY2024, offers biodegradable packaging solutions. Dynamic sensor technology in facilities management progressed further. This technology eliminates inefficiencies and improves service quality by matching cleaning resources to areas of activity. Refer to [ESG](#) page 27 for more detail.

Supply chain impact, sustainability and transformation

Risks – environmental and social sustainability of a supply chain that spans hundreds, if not thousands, of local and international suppliers

Bidvest sources globally and locally. Throughout Group supply chains, scarce natural resources are used as inputs in logistics and factories operated by workforces whose human rights need to be upheld. Product and packaging lifecycles also have environmental consequences and regulations that need to be adhered to. This is particularly pertinent to the Commercial Products, Branded Products as well as Automotive divisions as distributors and traders of products. Reputation, brand equity and product quality are critical demand drivers for end-user consumers.

Mitigating actions – clear measurements and targets

Since FY2021, Bidvest has purposefully increased its local supplier support. The first step was to actively shift local procurement away from poorly rated, or even non-compliant

B-BBEE suppliers. Secondly, the Group adopted a Code of Ethical Purchasing. The focus in FY2022 was to ensure that offshore suppliers acknowledge and commit to the principles of human rights and responsible environmental behaviour, as set out in the mentioned code. In FY2023, the scope was extended to engage with all multi-national suppliers with regard to ethical behaviour and commitment. Obtaining a commitment as embedded in the Code of Ethical Purchasing is now part of the standard supplier onboarding process. In pursuit of its diversification strategy, the Automotive team paid particular attention to the sustainability of the supply chains of the various non-traditional OEMs under consideration.

The Group has set itself the target of becoming SA's leader in supply chain transformation and is targeting more than 90% local sourcing from suppliers that have a Level 4 or better rating and secure (and maintain) a Level 2 B-BBEE rating by 2025. During FY2024, 83% of all local procurement spend was with Level 4 or better rated suppliers, up from 76%. In monetary terms this means an additional R3 billion to total R44 billion. Each business was encouraged to engage with poorer rated suppliers on their plans to improve their ratings or identify alternate suppliers.

All products that Bidvest distributes or retails are approved by the necessary authorities, as required. Products carry warranties that vary from six months to manufacturer backed guarantees of up to five years, mostly in the case of vehicles. No product is sourced from countries on the global sanction list and product that may include conflict minerals, such as vehicles and electronic equipment, is sourced from reputable global suppliers who actively monitor their supply chains to source responsibly.

All relevant Group companies are registered in accordance with the National Environmental Waste Management and the Extended Producer Responsibility Acts. Companies have product recovery programmes, where applicable, in place and join forces with recycling companies to repurpose the waste. For example, G Fox is redirecting waste from their mask manufacturing processes to become filling for boxing bags. Proceeds received for this are applied to community development projects; Aquazania is recycling bottle caps which are then used to produce wheelchairs.

BIC has a mature process of assessing modern slavery risk at suppliers through audits of those with high risk factors. Bidvest's Human Rights and Diversity Policy is available on the corporate website.

Opportunities identified – supply chain transformation, circular economy

The Bidvest Supplier Diversity Programme, a comprehensive SA supplier development programme, is well underway. This programme should enable the Group and other SA businesses to source closer to end demand, contributing to broader economic prosperity and reducing the environmental footprint of the supply chain. Please refer to [ESG](#) page 20 for a comprehensive write-up.

On a project basis, several of our businesses are working with supply chain partners to improve a product by lowering its environmental footprint, thereby creating value for all stakeholders. For example, PHS worked with a key supplier to limit spare parts for dispensers (refer to [ESG](#) page 30 for more detail). Home of Living Brands refocused on the quality of their branded products by implementing better sourcing strategies and stringent quality control measures. This resulted in a lower product return ratio and positive revenue impact. Bidvest Bank allocated a further R6 million to help four black Sorbet employees to acquire Sorbet Franchises in Gauteng (3) and one in KwaZulu-Natal.

PHS launched an airscent alternative to aerosol-based air fresheners for a larger environment. The consumable is fully recyclable, and the packaging brown card with black print, which is the most environmentally friendly option. Several of the product distribution businesses changed packaging and inserts away from plastic. In the Data, Print and Packaging cluster, the team introduced a 3D printer to cost-effectively print certain parts for offline finishing equipment.

Inclusive, healthy and safe employee base

Risks – employee inequity, unfair labour practices, compromised workplace safety and impaired human rights

Our people are the enablers of our business and our single biggest asset. We care for our Bidvest family.

Bidvest has a large employee base, with many deployed at customer premises, assembly/light manufacturing operations and warehouses/distribution centres. Worker safety is highly regulated and workplace incidents may lead to perceptions that employee wellbeing is not prioritised and can also result in reduced productivity. Failure to fairly treat and enhance employees' livelihoods may lead to legal action, protests and detrimentally affect hiring.

Inequality and unemployment in SA are amongst the highest in the world. This, together with significant cost-of-living pressure, poses additional broad social risk. Prestige submitted an application for the establishment of the Cleaning Industry Bargaining Council to the Department of Labour to advance compliance and establish a collective voice on relevant matters. In Australia, the indigenous population is seeking greater recognition and inclusion. Effective June 2023, changes to the Fair Work Act in Australia were implemented, relating to, amongst others, flexible working arrangements, unpaid parental leave, bargaining, wage rates, and labour hire arrangements, among others. All of this is part of the government's aim to close loopholes, improve working conditions of casual labour, and others as well as criminalise wage theft. In Singapore, RHS has been working with agencies to implement the Occupational Progressive Wages system. Employees will be rotated through various business units for skills upgrading and allowing them to attain Workforce Skills Qualification.

As 80% of our employee base is in Services South Africa and Services International, decent work, labour practices as well as diversity and inclusion, all key elements of human rights, are particularly relevant.

Employee health and safety is paramount in our manufacturing operations in Branded Products and Commercial Products, terminal operations in Freight as well as at customer sites where most of our service employees report for daily duty.

Mitigating actions – clear measurements and targets

Embedded in the Bidvest Purpose are the elements of creating social value and empowering entrepreneurship. This can only be achieved by empowered people. Living this principle means we provide opportunities that exceed personal ambitions, and we encourage teamwork.

Diversity is one key enabler and Bidvest set itself the target of its SA management comprising 45% females and 50% African people by 2025. Country appropriate targets are set in our offshore operations. BIC executives participated in the UNGC Human Rights programme. Key take-aways from the Women Empowerment Principles self-assessment completed in the prior year as part of the UNGCSA Gender Equality Accelerator programme were actioned. Specific attention was given to areas of improvement that include termination, appointment and promotion statistics by gender, targeted training programmes, and others.

Bidvest also committed to a 5% reduction in workplace injuries per annum. We were successful in bringing down the lost time frequency injury rate (LTFIR) per 200 000 hours worked for our employees by 30% and 50% for contractors. Each major injury was investigated thoroughly, additional training conducted, toolbox-talks tweaked and/or enriched to focus on areas of health and safety improvements and other additional oversight measures taken.

Bidvest is committed to sustainable, fair and responsible remuneration, offers career advancement opportunities and focuses on upskilling and reskilling employees. Please refer to the Remuneration Report on [ESG](#) page 54 for more details.

Opportunities identified – inclusive and safe employees and workplaces

The Group continues to promote and offer out-of-home hygiene services and integrated facilities management services in order to support safe and healthy occupational environments. Product innovation is continuous and includes the development of a range of battery-operated vacuums and i-mops for cleanroom environments, further roll-out of technology-enabled facilities management services that deliver optimised outcome-based solutions, security officers being trained using virtual reality which has proven to be more impactful and efficient, the introduction of a K9 unit to augment drone security monitoring capabilities.

PHS' male incontinence campaign and work was recognised by CBRE by awarding PHS the "Diversity and Social Value Award" at their Supplier's Innovation Challenge. The second phase of the project will target disposal with facilities in sports arenas across the UK. Lobbying continues for HSE guidance to change so that male incontinence facilities are available in all public washrooms.

Protea Coin recognised that illegal mining and crime in the vicinity of closed/mothballed mines required a rethink of security services and policing. Well trained and mobile task teams were deployed, in collaboration with customers, to address all forms of crimes in the area. The impact has been massively positive. Wes Wits, a previously crime-ridden mining area, experienced zero crime during the Christmas break (Harmony recognised this positive impact by bestowing a special award on the Protea Coin task team) and around the Impala mining properties in the Rustenburg area, the crime rate dropped by 85%. The benefits of this to all stakeholders are immeasurable whilst also introducing a new revenue stream for Protea Coin.

Measuring performance

Bidvest: ESG framework

	Topic	Our aim	We will	Measurement	FY2019 base	FY2025 target	FY2024' actual
ENVIRONMENTAL	E1 Own carbon footprint 	To reduce the emission intensity of our operations by 20% by 2025 from the 2019 base	Continue to improve energy efficiency, shift our energy consumption to lower-emission sources, invest in renewable sources and configure our properties to be environmentally smart	Scope 1 and 2 emissions intensity % electricity sourced from renewables	4.33 1.0%	3.46	2.57 4.0%
	E2 Resource use 	To reduce the waste generated and water intensity in our operations by 20% by 2025 from the 2019 base	Step up waste recycling efforts Increase recycled raw material content in products and packaging whilst also making them more environmentally friendly Reduce the net quantum of water used, taking into account recycling	% of waste recycled % product and packaging content from recycled material Net water intensity	3% 24.91	19.93	83% Refer to commentary 13.90
		To source product from supply chain partners that are responsible in their dealings, achieve 100% compliance by 2025 and contribute to the circular economy	Engage with tier 1 suppliers to ensure that they have adopted the commitments described in our Ethical Purchasing Code (industry standard or equivalent environmental assessment) Introduce the recovery/take-back of product at the end of life	% key supply chain partners being compliant as measured by self-disclosure; Major non-conformances during the year and corrective action rate Quantum of items recovered	 	100%	83% Refer to commentary
	S1 Diversity 	To be an inclusive employer where everyone is treated equally, with females at all levels making up 45%, and African people 50% of the SA operational management by 2025	Actively manage appointments at top, senior and middle-management to achieve race and gender diversity	Total employees: Female African (SA only) Gender and race split at management; % appointments: Female Appointments – female African (SA only) Appointments – African	45% 36% 37% 34% 43%	45% 50% 45% 50%	43% 84% 38% 42% 37% 51%
SOCIAL	S2 Occupational hygiene and safety 	To provide safe working environment by reducing workplace injuries by 5% per annum	Reduce workplace injuries, both serious and non-serious Implement learnings from particular incidents & regular training	LTIFR rate (major injuries; 200 000 hours) Fatalities # of employees trained in Health and Safety	1.92 4 	(5%) (annually)	0.90 4 522 202
	S3 Wellbeing 	Protect and enhance livelihoods and wellbeing of our employees	Support employees through enterprise-wide wellness programmes and initiatives	# employees that participated			81 540 registered; 8 285 active

SOCIAL continued

	Topic	Our aim	We will	Measurement	FY2019 base	FY2025 target	FY2024 actual	
SOCIAL continued	S3		Continuously develop the skills of our employees and those in industries in which we operate	# learnerships, internships and apprenticeships			5 820 participants; 729 absorbed	
	S4	Labour practices and human rights in our own operations and supply chain 	To protect and advance livelihoods Protect and treat our own people fairly Engage with tier 1 suppliers to ensure that they have adopted the commitments described in our Supplier Code of Conduct (industry standard or equivalent labour assessment)	# lost CCMA cases % international suppliers being compliant as measured by self-disclosure		100%	36 83%	
	S5	Supply chain transformation 	To support local businesses in their growth aspirations	Source locally from B-BBEE compliant suppliers. Goal is >90% sourcing from local suppliers with a Level 4, or better rating, by 2025	% local procurement from compliant suppliers	50%	>90%	83%
GOVERNANCE	G1	Ethics  	To conduct business with uncompromising integrity Be honest, respectful and accountable at all times to all stakeholders Transparently and actively monitor and manage product & service safety as well as regulatory compliance	Track of Ethics Line cases and the resolution thereof # regulatory violations/fines			411 0	
	G2	Governance structures	To provide assurance to all stakeholders through independent oversight	Uphold the established governance structures and have a B-BBEE Level 2 rating by 2025	B-BBEE audited rating % Board independent	L3	L2	L1 75%
	G3	Risk management	To identify material risks, qualitative and quantitative, and mitigate them	Formulate mitigating actions for all identified material risks	Risk register			Refer to pg 6
	G4	Data privacy 	To comply with legislation and reduce IT-security risks	Deploy ALICE™ across all businesses to continuously assess data governance and basic IT hygiene. We target a score of 25 or lower by 2023 Implement a data privacy framework and raise internal awareness	ALICE™ IT score # of reported cyber/information breaches # of employees trained		<25%	28% 2 78% externally trained; balance internal awareness

¹ FY2024 performance against FY2025 target: **Green** – met/exceeded target; **Orange** – on track to meet; **Red** – focus needed to meet

Our people

- 13 Measuring performance
- 14 Transformation, diversity and employment equity
- 16 Management control
- 18 Health, safety and wellness
- 19 Learning and development
- 20 Procuring local
- 21 Socio-economic spend
- 22 Responsible remuneration



Caring for the Bidvest family

Measuring performance

	Topic	Our aim	We will	Measurement	FY2019 base	FY2025 target	FY2024 ¹ actual	% ch '19	% ch '23
SOCIAL	S1 Diversity	To be an inclusive employer where everyone is treated equally, with females at all levels making up 45%, and African people 50% of the SA operational management by 2025	We will actively manage appointments at top levels, senior and middle-management to achieve race and gender diversity	Total employees: Female African (SA only) Gender and race split at management; % appointments: Female Appointments – female African (SA only) Appointments – African	45% 36% 37% 34% 43%	45% 50% 45% 50%	43% 84% 38% 42% 37% 51%		
	S2 Occupational hygiene and safety	To provide safe working environment by reducing workplace injuries by 5% per annum	Reduce workplace injuries, both serious and non-serious Implement learnings from particular incidents and regular training	LTIFR rate (major injuries; 200 000 hours) Fatalities # of employees trained in Health and Safety	1.92 4	(5%) (annually)	0.90 4 522 202	(53%) 0%	(30%) (33%) 227%
	S3 Wellbeing	Protect and enhance livelihoods and wellbeing of our employees	Support employees through enterprise-wide employee wellness programme and initiatives	# employees that participated			81 540 registered; 8 285 active		
	S4 Labour practices and human rights in our own operations and supply chain	To protect and advance livelihoods	Protect and treat our own people fairly Engage with tier 1 suppliers to ensure that they have adopted the commitments described in our Supplier Code of Conduct (industry standard or equivalent labour assessment)	# lost CCMA cases % international suppliers being compliant as measured by self-disclosure		100%	36 83%		(29%) (5%)
	S5 Supply chain transformation	To support local businesses in their growth aspirations	Source locally from B-BBEE compliant suppliers. Goal is >90% sourcing from local suppliers with a Level 4, or better rating, by 2025	% local procurement from compliant suppliers	50%	>90%	83%		9%

¹ FY2024 performance against FY2025 target: **Green** – met/exceeded target; **Orange** – on track to meet; **Red** – focus needed to meet

Driving positive change through partnerships and social dialogue

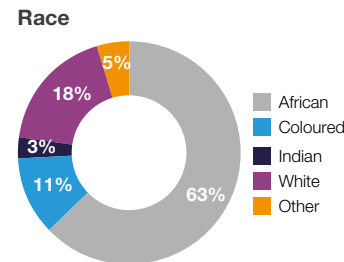
In line with SDGs aimed at good health and wellbeing and gender equality, the Group is committed to providing a safe and healthy workplace with equal opportunities conducive to learning and personal development. The social element of ESG is of particular importance to Bidvest as it is one of the largest private sector employers, touching multiple sectors and communities. Furthermore, through its operations, the Group continues to promote and offer out-of-home hygiene and integrated facilities management services in order to support safe and healthy occupational environments.

The Group is proud to be a deep-rooted corporate citizen in SA, as it is highly engaged in community development activities, with a particular focus on enhancing education, health, economic advancement and diversity. Investing in communities and human capital and supporting local businesses, affords us the opportunity to operate, do business in and draw skills from the communities in which we operate. An exciting consequence of a growing organisation is that job creation becomes endemic.

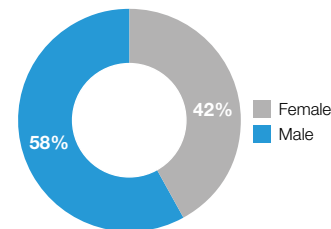
Transformation, diversity and employment equity

Our people form the backbone of Bidvest. The diversity of people's backgrounds, age, race, gender, religion, skills and experience undoubtedly contributes to a Bidvest that is relevant, innovative and future-fit. Our focus remains on advancing inclusion, diversity and equality.

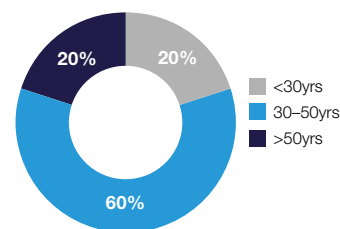
Permanent employees:



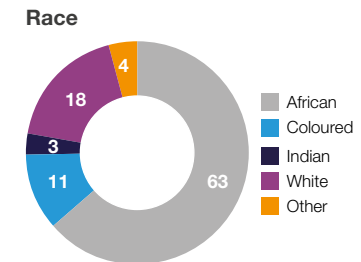
Gender



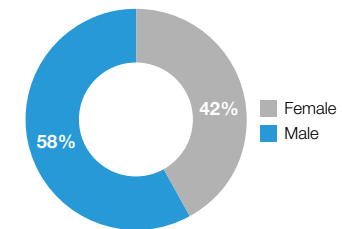
Age



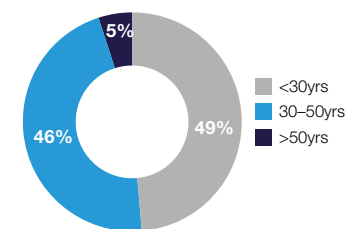
Temporary employees:



Gender



Age



Employee representation:

91%
permanent

9%
temporary

37%
of employees belong to unions/
bargaining councils

18%
staff turnover

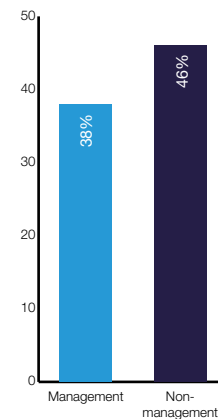
1 203
otherwise-abled employees

Diversity is high on the agenda and the tone is set from the top. The aim is to have female representation at 45% at all levels, with at least 50% in our international operations. To achieve these objectives, appointments at management level are receiving deliberate attention and measured quarterly.

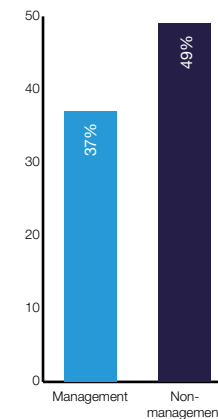
Female:
58% Board
55% Exco

Female representation

South Africa



International

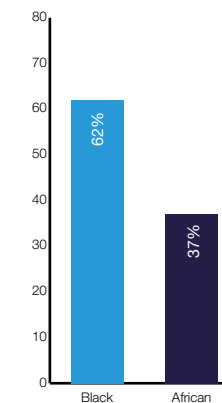


Board:
75% Black
67% African

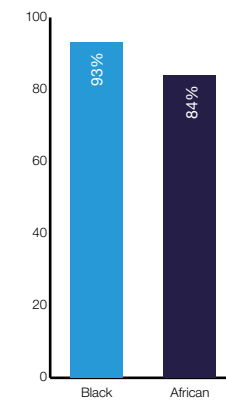
Exco:
55% Black
36% African

SA race representation

Management



Non-management



Country appropriate demographic targets are set in the international operations. The aim is to have 50% African representation in the SA operations.

BIC have submitted their Reconciliation Action Plan outlining the pathway to make a meaningful and quantifiable contribution towards reconciliation between Indigenous Australians and Australians from a non-indigenous cultural background.

No material strike activity

No direct human rights violations

Across the Group, 36 cases were awarded in support of employee grievances at the CCMA, labour court or equivalent processes. This represents a very small proportion of the claims lodged or less than 0.2% of employees leaving the employ of Bidvest companies. The cases lost and settled are reported on in quarterly divisional board meetings. No specific areas of concern were noted.

All the businesses that form part of the Group comply with local laws governing labour.

Making a difference

All eight interns from PHS' Project Search programme (young adults with learning disabilities and/or autism) have successfully attained voluntary employment, paid employment or a place at college. The success is a direct result of learning work-based skills and gaining invaluable work experience while progressing through the rotational programme at PHS. Positions were offered to eight new interns for the 2024 Programme which commenced in September 2024.

Both Noonan and BIC have events where they bring groups of colleagues together to discuss inclusion whilst sharing meals from the different countries and/or cultures present. This simple act creates genuine connections among team members which is essential for driving innovation and progress.

Noonan has a bronze external accreditation from Diversity Mark for their work on EDI across UK and Ireland.

In Australia, the National Aborigines and Islanders Day Observance Committee (NAIDOC) hosted an event. With the two businesses, BIC and Consolidated united, our teams were enlightened by learning of the significance of the theme, bringing together our shared values and commitment to support the Indigenous community and culture.

BIC submitted their updated Reconciliation Action Plan which includes: An Indigenous scholarship from Year 7 through to matriculation, including full board; assist BIC's Indigenous community to develop skills and find work in their local communities; offer employment of Aboriginal and Torres Strait Islander people into meaningful and long-term employment and trainee programmes along with essential complementary support mechanisms such as mentoring to improve the retention of Indigenous employees; as well as broadening the Aboriginal and Torres Strait Islander supplier base.

Management control

Diversity of our leadership team and employee base remains key and fundamental to our long-term success and sustainability. In SA, the focus is on race and gender diversity whilst in the UK, Ireland and Australia gender diversity is key to addressing the low levels of females in the workplace, especially in leadership roles.

In SA, at middle, senior and top management levels 40%, 26% and 24% are African, respectively. Women represent 39%, 35% and 36%, respectively, at the three management levels. The increase in the representation of African people and females across all three levels of management is very pleasing.

SA management control

Level	AM	AF	CM	CF	IM	IF	Total	WM	WF	Total
EAP % ¹	43.4%	36.6%	4.9%	4.4%	1.7%	1.0%	92.0%	4.5%	3.5%	8.0%
Top										
24-Jun	10.4%	14.0%	5.2%	4.4%	12.0%	6.0%	52.0%	35.6%	12.4%	48.0%
23-Jun	10.2%	13.0%	2.8%	3.2%	13.9%	4.6%	47.7%	40.7%	11.6%	52.3%
22-Jun	8.4%	9.6%	2.0%	3.2%	12.0%	4.0%	39.2%	48.4%	12.4%	60.8%
21-Jun	5.8%	5.2%	5.9%	4.9%	10.1%	9.7%	41.6%	45.1%	13.3%	58.4%
20-Jun	5.1%	6.6%	3.0%	4.5%	11.1%	6.3%	36.6%	53.9%	9.6%	63.5%
Senior										
24-Jun	13.5%	12.8%	6.6%	3.2%	12.3%	5.3%	53.8%	32.4%	13.8%	46.2%
23-Jun	12.1%	9.7%	7.2%	3.3%	13.0%	5.1%	50.4%	36.3%	13.3%	49.6%
22-Jun	10.3%	10.4%	4.4%	2.9%	14.0%	4.7%	46.9%	35.5%	17.6%	53.1%
21-Jun	9.3%	6.3%	8.3%	3.0%	13.4%	5.1%	45.4%	38.4%	16.2%	54.6%
20-Jun	9.3%	6.9%	6.8%	2.9%	11.3%	5.4%	42.6%	38.9%	18.5%	57.4%
Middle										
24-Jun	26.7%	13.6%	7.2%	4.3%	7.8%	5.8%	65.4%	19.2%	15.5%	34.6%
23-Jun	26.0%	12.7%	7.2%	4.2%	8.2%	5.3%	63.6%	20.2%	16.1%	36.4%
22-Jun	25.6%	12.7%	6.9%	4.0%	8.0%	5.0%	62.3%	21.6%	16.1%	37.7%
21-Jun	24.2%	11.7%	6.6%	4.2%	8.0%	4.7%	59.4%	23.6%	17.0%	40.6%
20-Jun	24.6%	10.3%	6.8%	4.4%	8.3%	4.3%	58.7%	25.8%	15.4%	41.2%

¹ Economically active population.

The inclusion of specific African and female appointment metrics in the short-term incentive scorecards are focusing the efforts and create more diverse pools for promotions. In SA, 42% of management appointees were female and 51% were African.

SA management appointments

LEVEL	Total Appointments	AM	AF	CM	CF	IM	IF	Total	WM	WF	Internal	External
Directors/top	23	3	5	3	1	2	3	17	5	1	6	17
Senior	178	38	55	12	7	16	7	135	29	14	71	107
Middle	832	253	177	55	38	74	50	647	108	77	222	610
Total	1 033	294	237	70	46	92	60	799	142	92	299	734
% of total placements		28%	23%	7%	4%	9%	6%	77%	14%	9%	29%	71%

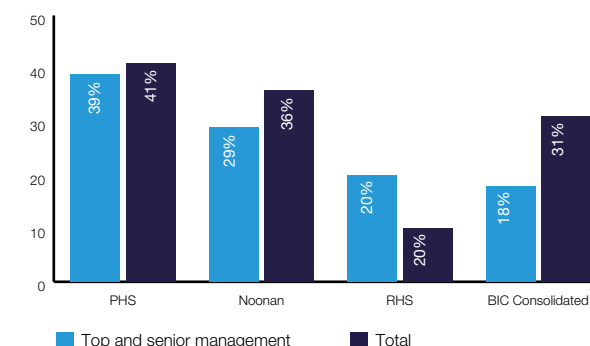
29% of SA management appointments were internal promotions

In our offshore operations, **41%** of management appointees are female. Females represent **37%** of management; **31%** senior and top management

All businesses have specific targets and initiatives to close the gender gaps and are tracking well against same.

Offshore management control

Top and senior management



Making a difference

Noonan introduced inclusive hiring practices and interview guides for all hiring managers as part of its Applicant Tracking System. Over 650 hiring managers were trained, including on managing bias during the hiring process.

Health, safety and wellness

The employee wellness programme that was rolled out in July 2020 continues to provide support and assistance to employees across the Group. There are currently 77 100 employees registered on the programme, providing both individual and group support in areas of personal development, mental wellness, trauma and professional services. Divisional CEOs continue to monitor reports for any prevalent issues that may need attention. A Lyra wellness module was also introduced on the Bidvest CommUnity App which includes education content and drives awareness.

There has been a positive upward trend in engagement levels in the Lyra programme over the past year. Total engagement levels are up 3%, with a notable increase in engagements in core counselling, advisory services, and topic talks which entail individual sessions where an employee can select to discuss a topic of their choice. The top issues dealt with via the programme are mental health, relationship issues, and personal development. Individual referral cases were mainly driven by factors such as stress, anxiety, financial health, family members, absenteeism and interpersonal conflict.

During FY2023, the Group embarked on a project to identify, part fund and roll out an appropriate medical insurance programme for the lowest earning employees. This project is making steady progress. To date there are 4 440 employees, 286 adult and 830 child dependants registered on the programme. In recent months the focus has been on employee and employer engagement with the aim of growing the number of employees enrolled.

Our ambition is to have 25 000 qualifying employees enrolled for medical insurance

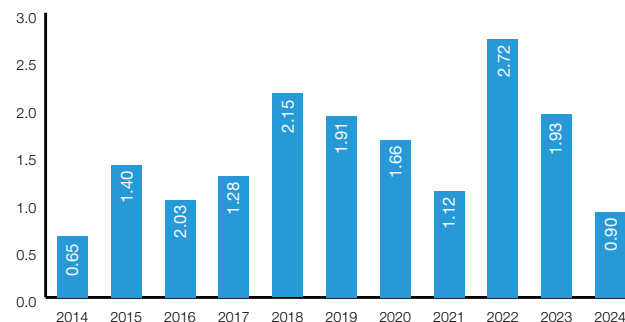
An Executive Care Programme through ICAS encourages executives to become more vigilant about undergoing their annual medicals and to become more conscious of the importance of health and lifestyle in general.

Making a difference

Konica Minolta hosted female-targeted Teabag workshops: "a women is like a teabag, it's only when she's in hot water that you realise how strong she is". One of these focused on how women can protect themselves in life-threatening and difficult situations.

Cecil Nurse launched a "Workplace Wellness" brochure in which they showcase their furniture solutions for the modern workplace, including research on the link between wellness and ergonomics. This is to meet growing demand for good downtime spaces in the workplace.

LTIFR per 200 000 hours worked



LTIFR and fatalities

The Group's aim is to provide a safe and healthy workplace. Our businesses have health and safety managers or officers with the requisite qualifications, training, skills and experience. Internal and external health and safety audits are conducted regularly.

At an aggregated level, the loss time injury frequency rate (LTIFR) measured over 200 000 hours worked, improved to 0.9 from 1.93. Branded Products, Commercial Products and Freight divisions have LTIFR of greater than one, but all three divisions reported improved LTIFR.

Employee health and safety and the reporting around it have been receiving elevated attention. The nature of Bidvest's operations, specifically security and route-based services, unfortunately makes fatalities and serious injuries (in the line of duty and road accidents) a harsh reality. Every incident is thoroughly investigated and remedial action taken. Within the Freight division, management identified stevedoring as a focus area. A specific metric in this regard was introduced in the relevant operational management's KPIs.

The major injuries reported in Services International mainly related to slip/trip injuries. Vehicle accidents, injuries as a consequence of security protection services and injuries sustained while operating machinery were the main causes reported in Services South Africa and Freight divisions. No major injuries were reported in Automotive or Financial Services.

LTIFR for contractors decreased from 0.7 to 0.4 per 200 000 hours worked

Regrettably there were four fatalities: two security officers were killed in the line of duty, one employee in a workplace incident and one contractor in a forklift accident. Our sincere condolences are extended to their families.

There was a detailed investigation following each incident. The appropriate remedial action included additional training to identify hazardous chemical warning signs and unusual strong odours, safe handling instructions, driver training, new standard operating procedures to elevate the security of employees, additional toolbox talks, and the appointment of an HSE supervisor. Specific awareness campaigns – “I love your life and I will protect you” and “14 Golden Rules” – were introduced to address behaviour and preventative measures to further strengthen processes.

580 591 instances of employee and contractors health and safety training

Learning and development

The Group endeavours to continuously develop the skills of its employees, specifically in the industries in which they operate. Established training academies not only meet internal needs but also those of the industries in which the Group operates.

Skills development spend amounted to **R740mn**

Bidvest offered **5 820** learnerships, internships and apprenticeships

729 of these beneficiaries were absorbed into the Group workforce, post completion

Succession planning was a focus topic for the year, raising the importance of business continuity as well as developing a career path for high potential employees. Whilst most businesses still do not have formal succession planning programmes in place, the process has started with divisional CEOs initiating discussions with their respective leadership teams, identifying those positions coming up for retirement followed by other executive and critical/key senior roles. Next steps would be identifying potential internal candidates for succession into these roles and assessing their current performance, capability and capacity for growth, readiness assessments and individual development paths as well as retention programmes.

Making a difference

PHS’ internally developed ‘LEAP’ programme was recognised by the Institute of Leadership and Management in February 2024, adding to the list of five other leadership and development programmes with recognised status.

Executive programme

Bidvest introduced an executive programme that is made available to the Exco as well as the divisional CFOs.

The programme is designed for the individual executive and addresses their specific needs. The programme is by no means academic, but completely customised to suit the specific needs of the individual.

During the past year, the programme was extended to four divisional executive management teams at the initiative of the divisional CEOs, as part of a leadership and succession planning journey. This entailed individual assessments, team assessments and the design of personalised leadership development plans.

Global Executive Development Programme

Launched in April 2024, with the aim of being an overall immersive learning experience, The Global Executive Development Programme, was completed in April 2024 with key executives graduating after presenting strategic projects worked on throughout the year. The highlight of the programme was most

certainly the trip to India where executives experienced a culture and business community that is different and unique. This cohort are candidates for potential succession and promotion into even more senior strategic roles in the Group.

Bidvest Education Trust

The Bidvest Education Trust (BET) was established in 2003. It is aimed at children of Bidvest employees who fall within a certain income bracket. While the programme has run very successfully for many years, we have slightly adapted the rules of the Trust to be more inclusive and to serve as educational assistance for employees. It is encouraging to see there has been an increase in the uptake of extra lessons for this year which can hopefully assist those learners who are battling specifically with Mathematics, English and Afrikaans subjects.

1 396 beneficiaries from the bursary programme across the various grades and **27** tertiary education students

59% of the beneficiaries are female

In 2019 we extended the Trust to incorporate the funding of tertiary bursaries for top performing students. Last year, we opened this category to all students who qualify for university or similar entrance. As a direct consequence, we added 10 tertiary students.

Making a difference

Top Turf and UDS partnered with the National Rural Youth Services Corps initiative where learners participate in the GSO learnership programme which comprises a four-month training at various army bases in SA and then placed in workplaces for job experience. 59 learners were onboarded in February 2024.

As a corporate, we fully embrace our role and responsibility in addressing the unacceptably high youth unemployment in SA. We therefore invest in government - and industry - lead skills programmes in addition to our own. An increasing number of Bidvest businesses are participating in the YES programme which was launched by the SA Presidency on 27 March 2018 and at Group level, we are involved in several programmes detailed below.

Group projects

These projects fit into our commitment to not only upskill and reskill our own employees and introduce greater diversity into our workforce, but also contribute to building a pipeline of talent and skills that are relevant and meet future needs in the workplace.

Umtombo Tertiary Bursaries

The foundation supports students from rural areas who are studying towards a medical qualification specialising in, among others, medicine, optometry, pharmacy and speech therapy. Bidvest is currently funding 20 students. The objective of the programme is to provide the necessary support to students during their tertiary education years with the aim of returning to the communities from which they come and where there is a shortage of skills in this field. These students are predominantly from rural areas across the country.

WOZA Matrics Bursary Programme

The programme, born out of the COVID-19 period, supports 10 students with fully paid bursaries as well as the ancillary costs associated with university education. The students are performing well. Four students graduated in the previous year. Chosen fields of study include, among others, Economics and Statistics, Engineering, Medicine, Accounting, Maths and Science, Governance and Political Transformation.

Making a difference

PHS was recognised by CBRE for its male incontinence campaign, winning the "Diversity and Social Value award" at their Suppliers' Innovation Challenge. The second phase of the project will target disposal facilities in sports arenas across the UK.

Procuring local

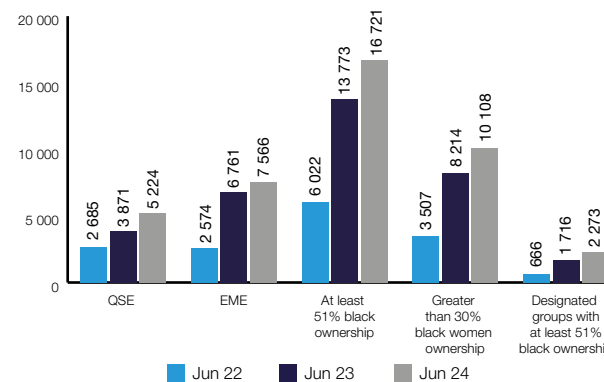
Efforts to improve supply chain diversity and inclusion continue.

The Group's total procurement spend increased from R54 billion in FY2023 to R61 billion in FY2024. An additional R2 billion was directed to black women-owned businesses, totalling R10 billion.

47% of the total procurement spend was with black-owned, black women-owned and black designated group suppliers

83% of Bidvest's local procurement spend was with suppliers holding a B-BBEE Level 4 and better rating

Empowering supplier spend (R000's)



We continue to work on reducing procurement from non-compliant suppliers. The value of procurement from these suppliers has decreased for the third year in a row – from 16% to 14% year-on-year, a pleasing result. Engagement with non-compliant suppliers to assess their plans to achieve acceptable levels of compliance continued. Alternative suppliers with stronger B-BBEE credentials, as far as possible, are sourced if there is no commitment made by current suppliers. Most supplier onboarding processes across our businesses now require suppliers to be B-BBEE compliant before being registered.

Invested R172mn
through enterprise development programmes, +72%

Bidvest Supplier Diversity Programme

The participation of more people in economic activity is undoubtedly an imperative for much needed economic growth. The development, and support for and long-term partnership with, small to medium-sized businesses is essential in achieving such growth. However, it requires an enabling environment that is fully inclusive. An increase in the number of such businesses participating in the mainstream economy not only contributes to job creation, but also secures the social stability required for sustainable growth and a more equitable, inclusive, and thriving economy.

Only when a conducive environment is created, and there is ease of access, will it be possible to create more robust and successful larger entities that become essential contributors to society. In SA, there is still a tremendous amount of work to be done to advance this ambition.

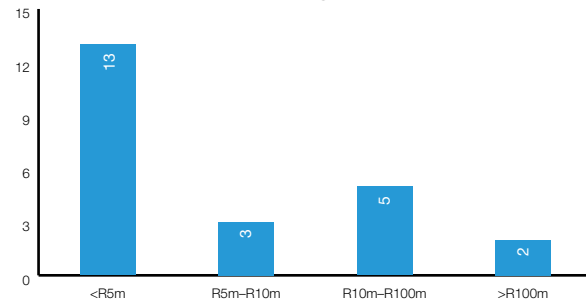
It was with this in mind, that Bidvest launched the Bidvest Supplier Diversity Programme in 2022. The programme promotes economic transformation and supports the need to build a supplier network that is diverse and inclusive and procurement processes that are equitable and fair.

This is a long-term partnership with a group of entrepreneurs whose businesses currently form part of the Bidvest supply chain. The design and highly customised model incorporate a blend of business coaching, executive mentorship, network expansion, market access, and the like, for each entrepreneur. Access and exposure to professional resources have been a catalyst to new ways of thinking about their businesses, markets and re-assessing their growth ambitions.

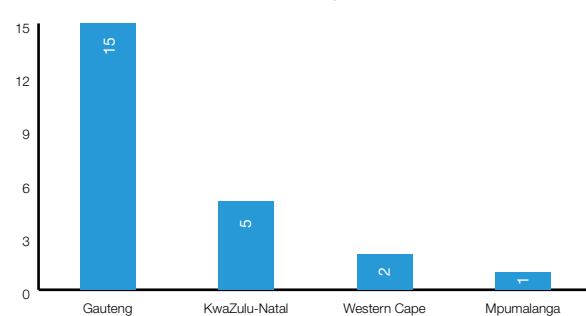
There are 23 participant businesses on this programme, 48% of which are women-owned and 13% owned by youths

Profile of businesses

Revenue profile of participating businesses



Provincial profile of participating businesses



Programme highlights

99
jobs created

R192mn
additional revenue generated

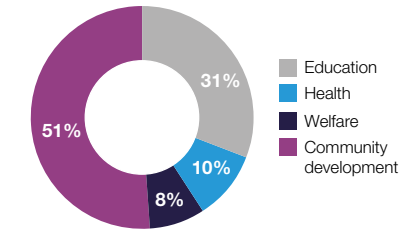
Gained customers outside Bidvest

The initiatives were introduced beyond the set curriculum; for example Biz Talks which are weekly themed talks where an expert tackles relevant topics; as well as immersions that expose the entrepreneurs to other businesses to broaden their thinking.

Making a difference

McCarthy rolled out a Manufacturer Approval Programme for black-owned panel shops, as part of their Enterprise Development programmes. On this programme, Automotive will support a number of black-owned panel shops in obtaining OEM approval to repair accident-damaged vehicles that are still within OEM warranty.

Socio-economic spend



Spent **R71mn** on socio-economic development projects

In line with our decentralised model, businesses invest in projects at business unit level that often centre around the local communities within which they operate. In addition, at Group level, we invest in larger, more strategic projects which are aligned to the broader needs of the country.

Bidvest Sanitation Programme

Bidvest's sanitation project aims to provide dignity and safety to school children and their educators in rural communities across South Africa. At the same time, it hopes to present a sustainable long-term solution to these communities. By eradicating pit latrines and building modern and hygienic facilities, we ensure that learners and teachers have access to a clean and safe environment that is conducive to learning and teaching.

In FY2024, we invested R9 million towards the eradication of pit latrines. This initiative has provided over 3 661 children and educators access to decent and safe ablution facilities.

Grassroots Talent Identification and Development Programme

Bidvest embarked on an initiative to identify and develop up and coming athletes at a grassroots level. This initiative was launched under the umbrella of the SASCOC Sponsorship in collaboration with SASCOC, the North-West Sporting Federation, North-West Academies and the Sport Science Institute of South Africa (SSISA).

The initiative is aimed at creating a pipeline of athletes under the age of 16. The talent identification process commenced in June 2023, where over 300 athletes from 80 schools in the North-West were invited to showcase their talent with 50 athletes selected to kickstart the development programme. The talent identification process was technical, rigorous and has enabled us to ascertain specific sporting codes where each athlete displays talent.

SSISA will spearhead the roll-out of the development programme in two phases: a needs assessment; and second customised development plans for each athlete. Once the athletes complete the two-year development programme, they will be handed over to SASCOC for further development and preparation to participate in the International Olympic and Paralympic Games. SSISA has had great success in supporting individual athletes and teams through their development journeys. The athletes will commence with training and development in October 2024.

Saxon Rovers Soccer Club and Community Centre

This is a local football club and community centre serving children and youth from surrounding communities and townships in the Western Cape. We have agreed to assist the club with remodelling and improving the existing facility, and to expand to offer multi-disciplinary sports, skills training, youth programmes and extra assistance to matriculants from the area who are needing to apply to universities/need help with compiling of CVs etc. The project is in the early phase of development and will be

completed in phases over a three-year period. Work on the site commenced in August 2024. Bidvest Properties is overseeing the project and has brought on board professional service providers who are donating their time and resources at no cost. We have also partnered with a number of our businesses who will provide various products and services required for the completion of this project.

Making a difference

Protea Coin's support towards Primestars was extended by participating in an additional programme – “what about the boys” – which was created for the prevention of GBV. The programme focuses on positive masculinity by targeting high school youth on a national and digital level. Since the start of the programme, it has reached 10 000+ high school boys, 100+ under-resourced schools with 120+ mentors involved.

Responsible remuneration

The Group is committed to a sustainable, fair and responsible remuneration policy, from both an external competitiveness perspective as well as an internal equity perspective, which satisfies the requirements of all stakeholders. Bidvest is explicit in its commitment to income parity. Underscoring the importance of this, Bidvest signed up to the UNGC's #ForwardFaster Gender Equality and Living Wage focus and acceleration commitments.

Reporting on aggregated pay gaps in a consistent, complete and accurate manner, across the diverse and decentralised operational payrolls, remains our biggest challenge and needs a technology-driven solution to support efficient data extraction. While working hard to do this in a maintainable and scalable manner, using ALICE™, the focus remains on progressing fair remuneration and decent living across our employee base. Our current key focus area is medical insurance for our low-income earning employees. See more details page 27 .

Our international businesses all publish individual pay gap reports in line with legislation. All the businesses that form part of the Group comply with local laws governing labour and minimum wage. Refer to Remuneration Report page 54 .

Making a difference

Bidvest Prestige submitted an application to broaden membership of the Cleaning Industry Bargaining Council to advance compliance and establish a collective voice on relevant matters.

RHS has been working with agencies to implement the Occupational Progressive Wages system in Singapore, in terms of which employees will be rotated through various business units for skills upgrading and allowing them to attain Workforce Skills Qualification.

Bidvest Bank's Mmamollo Programme drives female empowerment

Bidvest Bank's Mmamollo programme was launched in August 2023 to empower the bank's female employees. It aligns with the bank's employee value proposition of growth and development and is another example of Bidvest Bank's dedication to nurturing and growing its people, with a focus on women.

Through the programme, Bidvest Bank develops its most promising female employees, building a pipeline of talented women ready to take on executive positions.

The Mmamollo programme, which targets a cohort of 20 women, focuses on developing critical soft skills necessary for leadership roles, equipping participants with the confidence and abilities needed to excel and succeed in the banking industry.

One of the programme highlights was an event held recently with Dr Vumile Msweli, an internationally certified career coach. The session was focused on teaching participants how to be the CEOs of their own careers, advising them to create a 'board of directors', including coaches, managers, mentors, sponsors, and accountability partners, to support their career aspirations.

The next session will focus on financial literacy, led by women's finance guru and author Mapalo Makhu. Her book, "You Are Not Broke, You Are Pre-Rich," will serve as a foundation as she shares budgeting skills, investing tips, and other financial strategies with the participants.

This cohort of women graduated in September, marking a significant milestone in their professional journeys.

Yamaha hitting the high notes

Research has shown that music training plays a significant role in brain development and can ultimately boost IQ and persistence. This is one of the reasons why Toyota South Africa saw it fit to collaborate with Bidvest's Commercial Products brand, Yamaha, to introduce the Yamaha Recorder Programme to school learners in the country.

The Yamaha programme gives learners an opportunity to learn primary musical skills and also teaches them to play the recorder. The programme is targeted at less fortunate schools in rural communities and was first launched in 2018 within six schools in the uMlazi area, outside Durban.

Before the launch of the programme, two facilitators were hired to oversee the training of school teachers who will, in turn, teach learners at the identified schools. Training of teachers is in the form of workshops, and it takes between four to six weeks to complete. When the training of teachers is completed, schools are then given Yamaha recorders and books to be handed to learners at the start of the programme.

With the programme gaining momentum in SA over the last few years, it is estimated that well over 100 teachers have been trained and more than 4 000 learners have gone through, or are currently in the programme, within the province of KwaZulu-Natal.

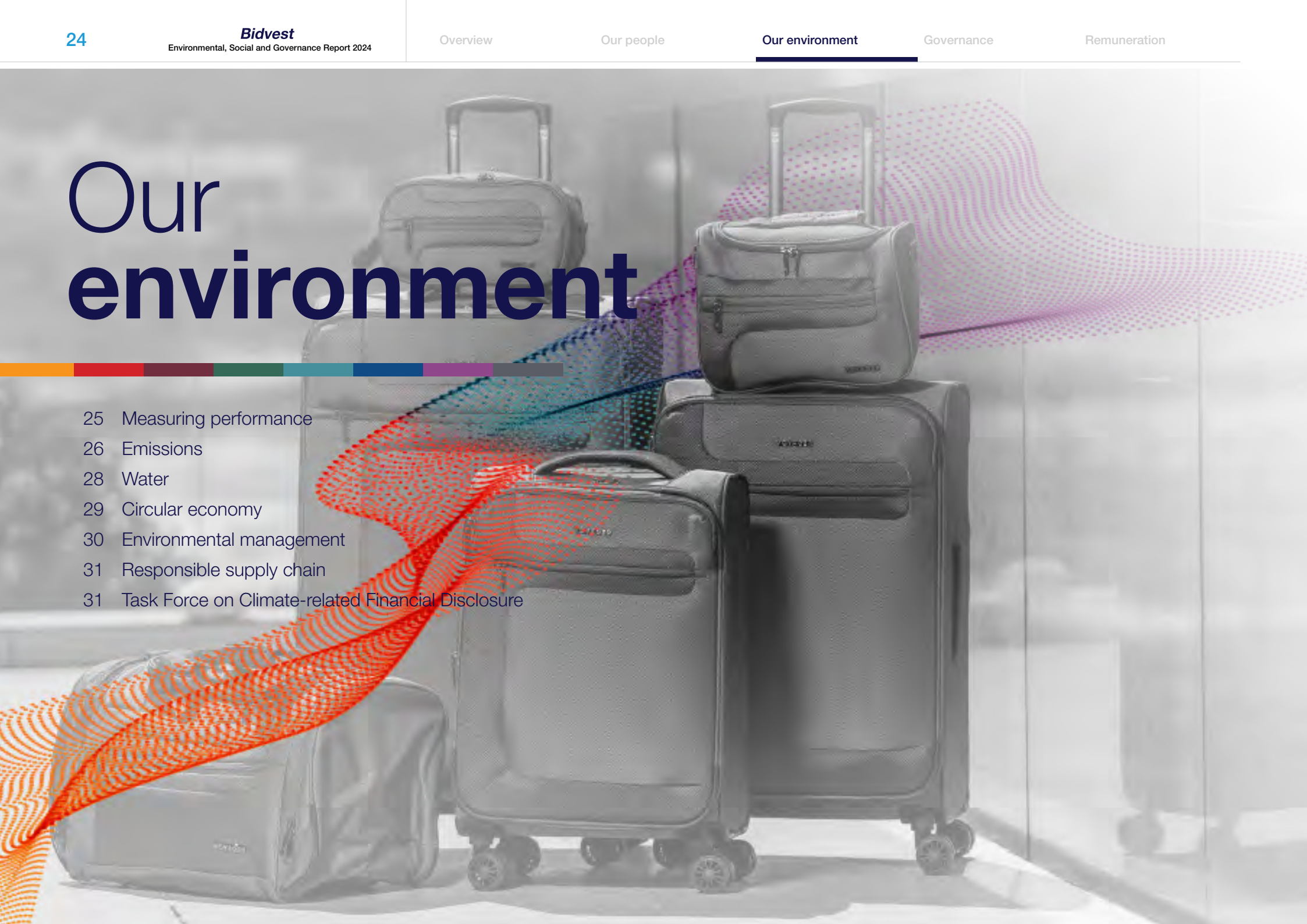
In later years, the programme moved to Nelspruit, Mpumalanga and was rolled out to 11 schools. Here, 59 teachers were trained and taught 2 875 learners in surrounding schools.

Eustice Wilken, Brass and Woodwind Product Manager, who oversees the programme says school attendance has improved significantly in KwaZulu-Natal since the inception, "These are children from severely disadvantaged homes and this initiative keeps them busy while instilling discipline. Being a musician myself I see how music changes people's lives."

Yamaha Programme is currently active in 52 schools in over five provinces

The Yamaha Programme further demonstrates deep commitment among corporates to service and improve the lives of the communities in which they operate.

Our environment

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Conduct profitable business in a responsible and accountable manner

Measuring performance

	Topic	Our aim	We will	Measurement	FY2019 base	FY2025 target	FY2024 ¹ actual	% ch '19	Like-for-like	% ch '19 (IfI)	% ch '23
ENVIRONMENTAL	E1 Own carbon footprint	To reduce the emission intensity of our operations by 20% by 2025 from the 2019 base	Continue to improve energy efficiency, shift our energy consumption to lower-emission sources, invest in renewable sources and configure our properties to be environmentally smart	Scope 1 and 2 emissions intensity	4.33	3.46	2.57	(41%)	2.66	(39%)	(5%)
				% electricity sourced from renewables	1.0%		4.0%	301%			52%
	E2 Resource use	To reduce the waste generated and water intensity in our operations by 20% by 2025 from the 2019 base	Step up waste recycling efforts	% of waste recycled	3%		83%				
			Increase recycled raw material content in products and packaging whilst also making it more environmentally friendly	% product and packaging content from recycled material			Refer to commentary				227%
			Reduce the net quantum of water used, taking into account recycling	Net water intensity	24.1	19.93	13.90	(44%)	14.25	(43%)	(9%)
		To source product from supply chain partners that are responsible in their dealings and achieve 100% compliance by 2025; and contribute to the circular economy	Engage with these tier 1 suppliers to ensure that they have adopted the commitments described in our Ethical Purchasing Code (industry standard or equivalent environmental assessment)	% key supply chain partners being compliant as measured by self-disclosure; Major non-conformances during the year and corrective action rate		100%	83%				
			Introduce the recovery/ take-back of product at the end of life	Quantum of items recovered			Refer to commentary				

¹ FY2024 performance against FY2025 target: **Green** – met/exceeded target; **Orange** – on track to meet; **Red** – focus needed to meet

In line with SDGs aimed at affordable and clean energy and climate action, the Group is focused on energy and water efficiency, responsible waste management, and innovative solutions to aid customer sustainability

Bidvest is a signatory to and participant in the United Nation's Global Compact. Bidvest's Group CEO serves on the board of the UN Global Compact Network SA and is the chair. Nominated senior executives participate in the UN's Gender Diversity as well as Business and Human Rights Accelerator programmes.

Bidvest's environmental footprint is largely concentrated in its Freight operations, BidAir Cargo, laundries and the businesses with extensive operational networks, which collectively represent the vast majority of Group emissions and water usage.

Emissions

The Group generated Scope 1 and 2 emissions of 305 039 tons in the financial year ended 30 June 2024 which is 1% more when compared to the financial year ended 30 June 2023. Group emission intensity decreased by 9% year-on-year. With reference to targets embedded in our ESG Framework, Emission intensity declined 61% from 4.33kg/R000s revenue to 2.66kg/R000s revenue, on a like-for-like basis.

18% less emissions were generated compared to FY2019

3.4MWh, or 4%, of electricity used was drawn from renewable sources

BIC is participating in the UNGC's Climate Ambition Accelerator programme.

Offshore, the Australia team is busy with an analysis with regard to meeting the incoming Mandatory Climate Reporting Requirements, introduced on 27 March 2024, and which align to ISSB standards. The anticipated reporting requirement will be applicable from FY2027. The disclosure requirements of the Corporate Sustainability Reporting Directive, effective 1 January 2024, are also being assessed as by 2025 the Bidvest Group UK plc will need to comply with the first report due in 2026.

Making a difference

Noonan issued its first Sustainability Report, issued a commitment letter to SBTi, is working on submissions to meet Net Zero and implemented a two-year PPA Agreement for properties in Ireland, with all energy generated being provided by a windfarm in County Cork, resulting in zero emissions.

PHS purchased five electric cargo bikes. These will replace diesel vans, which will result in a decrease in emissions generated.

Konica Minolta retained its carbon neutral status.

Energy consumed in Group operations is predominantly drawn from the national grids, but green electricity used increased 79% year-on-year, avoiding 3 440 tons of emissions.

18 Bidvest sites have installed solar capacity, up from 10 in the prior year



PHS' journey to reduce waste and emissions across the UK

In 2016, PHS started its LifeCycle programme with a simple goal: to reduce sanitary waste going to landfills by sending it to Energy from Waste (EFW) facilities instead. This change has helped PHS to significantly reduce its CO₂ emissions and champion eco-friendly practices in the hygiene sector.

PHS milestones include:

- Since 2016 PHS has reduced its emissions by c148 million kgCO₂e;
- Year-on-year the business has significantly grown its percentage diversion levels, whilst simultaneously growing the total volume of waste collected;
- In 2016 PHS collected c40 000 tonnes of waste and diverted just 17.5% from landfills; and
- By 2023, the volume was up 72%, to c69 000 tonnes and 92.4% of this waste was sent for energy recovery.

This journey included strategic supply chain relationships, and in 2019 PHS signed a five-year deal with a leading waste management company, who is the number one provider in the UK in terms of capacity of EFW. This relationship started at four EFW plants and has now extended to seven, with a national footprint. This partnership has been so successful that in 2022, PHS extended it through to 2029.

PHS also has relationships with several other key EFW operators. Making use of various facilities across the UK has enabled year-on-year increases in waste diversion and volume.

PHS now covers all major UK cities, with only remote areas still using landfills. Working towards 100% diversion, PHS is committed to extending its footprint as new EFW facilities become available.

Making a real difference in reducing waste and protecting our environment is at the heart of the LifeCycle programme.

Noonan committed to value-adding innovation

In the facilities management (FM) sector, innovation is not just a buzzword, it is a necessity. In June 2024 Noonan purchased its first digital twin camera and commenced a pilot project to explore and demonstrate the value of this groundbreaking technology. This innovation is set to revolutionise the industry and set the company apart as leaders.

A digital twin is a virtual replica of a physical building, created using advanced scanning technology combined with software analysis. This replica isn't just a static model, it is an interactive, detailed representation of a building or space that can be used in a multitude of ways. From enhancing client presentations to improving safety protocols, the applications are both vast and impactful.

The process is remarkably efficient - scanning an average-sized building takes about two hours, followed by another two hours to edit the model and integrate useful information, such as tags and links to other systems. The result is a 3D model and interactive building plan that can serve as powerful materials for tenders and client presentations, underscoring our commitment to delivering value through innovation.

The potential applications of the digital twin technology are extensive across the cleaning, security, and hard services divisions. For instance, it is possible to reduce risk by offering immersive 3D tours of facilities, which include tagged features and training content. This not only improves safety, but also enhances the onboarding experience for employees and visitors alike.

Clients also benefit significantly as they can use the virtual tours for their own employee training or to showcase their facilities to customers. Additionally, the technology enables highly accurate floor plans and cleaning measurements, as well as comprehensive building condition analysis, which is crucial for maintaining the integrity and safety of any facility.

Digital twins can be integrated with more complex systems, such as asset monitoring and live feeds from sensors, offering real-time insights and advanced emergency planning capabilities.

With the introduction of this digital twin technology, Noonan is well-positioned to lead the FM industry into a new era of innovation. By embracing this disruptive technology, the company is enhancing its service offerings and contributing to a future where transformation and equality are at the forefront of its mission.

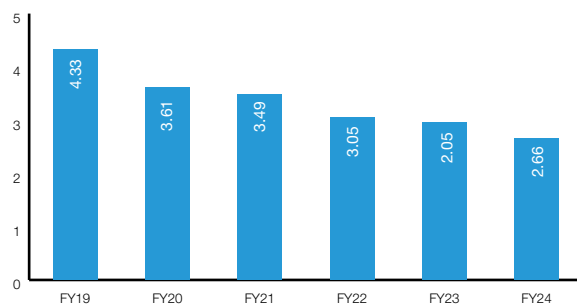
Case study: Dynamic Workplace – Education Client

Noonan commenced an Innovation project to install sensors across four buildings within the estate of a large university client. The sensors are measuring occupancy, temperature and light lux levels, with the data feeding into a management reporting portal. The project objectives are to deliver cost savings, improve cleaning service quality, and increase student customer satisfaction levels in partnership with the university's 'Love Our Building' project.

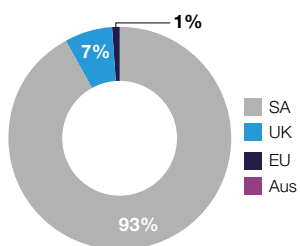
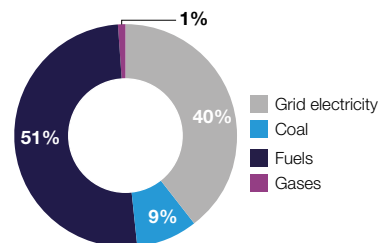
Progress to date:

- **Energy Savings** – Early in the project we flagged extremely high night-time building temperatures. The client has lowered temperature settings in its Building Management System, resulting in a significant energy cost saving. This was a great early win for the project.
- **Cleaning Efficiencies** – Baseline 'out of term' August/September activity levels have been established. This will allow us to scientifically flex our cleaning solution during out of term periods in the future.
- **Quality Improvements** – The 'Activity Ranking Report' has provided visibility of the busiest and least busy areas. We have flexed our cleaning solution to reallocate hours to the busiest floors in each building.
- **Reactive Janitorial Solution** – From week 12, janitors will receive text alerts when activity thresholds have been exceeded, triggering that a check or clean is required. This is going to eliminate unrequired checks or cleans of toilets with low activity.
- **Project Expansion** – The client has funded an expansion in the project, with 25 feedback sensor boxes being added to the busiest toilets. In addition to customer satisfaction data, our janitorial team can respond immediately to issue alerts.

After eight weeks, we have already identified labour savings to fund the cost of the project through the reduction in frequency of checking or cleaning toilets that have low activity. As we build up more data and trends we will identify further insights and efficiencies to flex our solution. We are also providing significant value for the client through energy cost savings and the shared data which the university is using to support its building maintenance scheduling. The project has helped to improve our relationship with the client, as demonstrated by our improved NPS score.

Emission intensity (kg/R000's revenue)


Bidvest provides low/no carbon and environmentally friendly products and services into the economies in which it operates, such as the storage and handling of LPG, the distribution of solar panels and geysers, 100% recyclable packaging, electric vehicles, etc. For examples of recently launched products and services, please refer to page 29 [ESG](#).

Emissions produced (%)

Emissions source (%)

Scope 1 and 2 emissions * (tons)

	FY14	FY15	FY16	FY17	FY18	FY19	FY20	FY21	FY22	FY23	FY24
Scope 1	285 431	250 441	217 085	212 910	170 365	197 687	133 618	179 520	176 592	191 017	183 964
Scope 2			5 357	9 471	157 704	148 661	132 675	123 318	118 822	111 241	121 075
Total	285 431	250 441	222 442	222 381	328 070	346 349	266 396	302 838	295 414	302 258	305 039
Like-for-like**								275 512	275 002	281 658	284 155
Adcock Ingram#										73 698	67 944

* Ton of CO₂ are reported using government and international GHG conversion factors.

** Exclude major acquisitions since FY2019.

Refer to Adcock Ingram disclosure.

[www](http://www.bidvest.co.za) Refer to www.bidvest.co.za for the climate change submission to the CDP.

Water

The Group used 1 647 million kilolitres of water, a decrease of 3% year-on-year. Also, 207 million cubic metres of industrial wastewater were treated and discharged. Water intensity decreased by 7% during the year to 30 June 2024.

24% less water was used compared to FY2019

Water intensity declined from 24.91 litre/R000s revenue to 14.25 litre/ R000s revenue, on a like-for-like basis, a 57% decrease.

Water drawn from boreholes represented 10% of total usage

In addition to SA being classified as a water stressed country, the quality of water is also deteriorating rapidly. According to the 2023 Blue Drop National report, 46% of water supply systems in SA achieved unacceptable microbiological quality. There are also more frequent water supply interruptions. The Group sees opportunities in product supply and related service offerings over the medium-term.

[www](http://www.bidvest.co.za) Refer to www.bidvest.co.za for the water submission to the CDP.

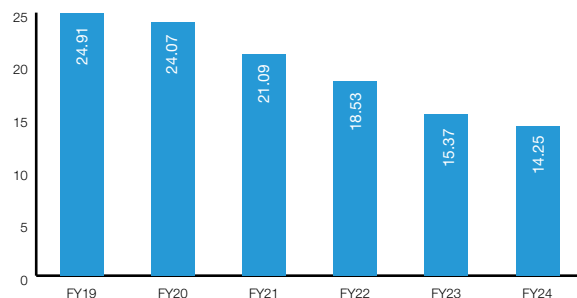
Making a difference

BPO and several dealerships installed water-saving taps, aerators as well as a high-pressure toilet flush system to reduce water consumption ten-fold.

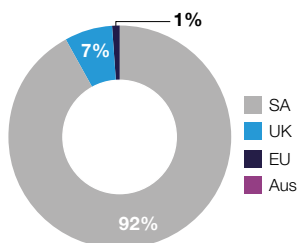
Kolok completed its off-the-grid water solution. The system includes a borehole 10 000 litre borehole water tank, a 4-stage filtration system, two 10 000 litre filtered water storage tanks and dual high-pressure pumps.

The new Plumblink facility, boasting a 4-star Green Building rating, has water-saving toilets, waste recycling facilities and solar power.

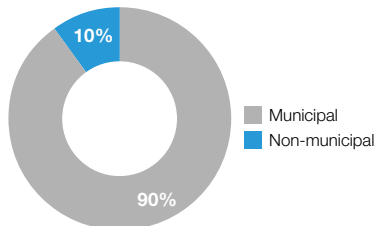
Water intensity (litres/R000's revenue)



Water used (%)



Water sources (%)



Group water used and waste water treated (kilolitres)

	FY14	FY15	FY16	FY17	FY18	FY19	FY20	FY21	FY22	FY23	FY24
Total water usage	2 935 642	2 391 110	2 367 121	2 423 291	2 048 674	1 994 158	1 778 043	1 802 576	1 771 759	1 690 703	1 647 406
Like-for-like*								1 639 454	1 671 474	1 572 663	1 523 974
Wastewater treated					402 149	518 614	285 180	574 628	166 449	191 212	207 086
Adcock Ingram*										394 450	418 742

* Exclude major acquisitions since FY2019. # Refer to Adcock Ingram disclosure.

Circular economy

Making a difference

Waste generated by BTT is sent to Thuthukani for recycling. Thuthukani provides sheltered employment and skills development for people with intellectual disabilities through skills development while preventing social and physical abuse as well as taking care of their basic needs.

Silveray recently swapped the plastic casing of twist crayons to board which is 100% recyclable and modified packaging. This resulted in >2m ton saving in plastic.

Lufil Packaging developed an e-commerce bag for Waltons which is an improvement on the corrugated boxes previously used and has reduced materials needed for packaging.

48% of material used by G Fox to produce masks becomes waste. This is now used as filling for boxing bags and the proceeds directed towards community upliftment projects.

The Group recycled

92 274 tons of waste

83% of waste generated was recycled

Product/service innovation

Making a difference

Where Noonan collects waste, bio-processor units were introduced. These unit converts food waste into soil within 24 hours, reducing pick-up up volumes by 80%.

PHS launched an airscent alternative to aerosol-based air fresheners for a larger environment. The consumable is fully recyclable, and the packaging is brown card with black print, which is the most environmentally friendly option.

PHS and Steiner are testing a new product called E-Gal from Pads on a Roll in the market. The small dispenser is placed next to the toilet tissue dispenser, giving the user direct access to period products within the toilet cubicle, while also substantially reducing the volume of packaging.

To help clients meet their sustainability goals, travel businesses in Services, South Africa, enabled an API from their system into the Trees 4 Travel application. Trees 4 Travel calculates the carbon footprint of clients' travel and their carbon-offsetting contribution towards the programme, which sees trees planted and fruit farms created.

Environmental management

During the year, two environmental inspections occurred in BPO's Richards Bay operation due to spillages in the hopper yard. Remedial action was taken, and no fine was issued. No public grievances against any operations were received.

Environmental management systems are in place at businesses, as listed alongside, representing more than half of Group revenue.

Entity	Certifications				
Noonan	ISO 9001	ISO 14001	ISO45001	ISO 22301	ISO 27001
BIC	ISO 9001	ISO 14001	ISO 45001	ISO 10002	
First Garment Rental	ISO 9001	ISO 14001	ISO 45001	SANS 10146	
Masterpack	FSSC 22000	IOS 22002	FSC-C031324	FSSI IBL	
Bidvest Tank Terminals	ISO 9001	ISO 14001	ISO 45001	SANS 3000	
Bidvest Facilities Management	ISO 9001	ISO 45001	ISO 14001	ESCo Tier 1	
PHS	ISO 9001	ISO 14000	ISO 45001		
Bidvest Steiner	ISO 9001	ISO 45001	ISO 14001		
Bidvest Prestige	ISO 9001	ISO 45001	ISO 14001		
Consolidated	ISO 9001	ISO 45001	ISO 14001		
Bidvest Catering Services	ISO 9001	SANS 10049	SANS 10156		
Renttech	IOS 9001	ISO 45001			
Rotolabel	ISO 9001	FSSC 22000			
Lithotech	ISO 9001	FSSC 22000			
S&N Labels	ISO 9001	FSSC 22000			
Konica Minolta	ISO 9001	FSC			
Manica Namibia Group	ISO 9001	ISO 45001			
G Fox	NRCS accredited	SEDEX accredited			
Bidvest Protea Coin	ISO 9001				
P&I Associates	ISO 9001				
Bidfreight Port Operations	ISO 9001				
Rennies Ships Agency	ISO 9001				
Bidvest International Logistics	ISO 9001				
Academy Brushware	ISO 9001				
Buffalo Tapes	ISO 9001				
Burncrete	ISO 9001				
Nu-Quip	ISO 9001				
Cabstrut	ISO 9001				
Electech	ISO 9001				
Technilamp	ISO 9001				
Home of Living Brands	ISO 9001				
Silveray	ISO 9001				
Cecil Nurse	ISO 9001				
Hotel Amenities Supplies	ISO 9001				
Vulcan	ISO 9001				
Aluminium Foil Converters	ISO 22000				
Bidair Cargo	ISAGO				
Lufil	FSSC 22000				
King Pie	FSSC 22000				

Making a difference

What's in the Box? Turns out this is a crucial question

At PHS it's often the small details that can make a big difference. One such example is the genesis of an idea called "What's in the box?" This simple question led to significant cost savings, waste reduction, and a move towards more sustainable practices in the hygiene and washroom industry.

The story of "What's in the box?" goes back several years, rooted in a moment of unexpected insight. A customer returned a large box of unused items that had been supplied with their dispensers. This incident sparked a realisation that included materials often go unused. Not only was this creating surplus waste, but each unused item represented wasted money. It was identified that costs could be reduced ranging from \$1.20 to \$3.00 per unit.

Today, the focus has shifted - while cost savings remain important, there's now a greater emphasis on, particularly waste reduction and the elimination of single-use plastics.

In response to this shift, PHS took decisive action and requested their manufacturing partner to remove all plastic from dispenser packaging, they eliminated unused fixing kits from hand dryers, and they scrutinised packaging for all new products prior to onboarding.

The first delivery with revised packaging arrived in early June 2023, marking a significant milestone in the company's sustainability journey. In one year PHS has removed 107 765 plastic bags which translates into 323kg of carbon.

The "What's in the box?" initiative demonstrates how a simple question can lead to transformative changes, improve sustainability credentials and meet evolving customer expectations.

Responsible supply chain

Bidvest's Code of Ethical Purchasing (Code) is intended to promote safe and fair working conditions, ethical business practices and the responsible management of environmental and social issues within the Group's supply chains. The signing of the Code is now part of supplier onboarding.

The principles are to uphold human rights, behave ethically and be environmentally sustainable.

To date, **83%** of Bidvest's offshore and multi-national suppliers signed the Code

All products that Bidvest distributes, or retails are approved by the necessary authorities, as required. Products carry warranties that vary between six months to manufacturer-backed guarantee of up to five years, mostly in the case of vehicles. No product is sourced from countries on the global sanctions list, products that may include conflict minerals, such as vehicles and electronic equipment, are sourced from reputable global suppliers who actively monitor their supply chain to source responsibly.

Making a difference

McCarthy supports safety in mobility. From the vehicles tested by NCAP between 2017 and 2024, McCarthy sells vehicles with, 2 star or better rating. The #SaferCarsForAfrica campaign was launched by Global NCAP in 2017 with the objective of promoting safer vehicles across Africa.

Paper sourced by printing and packaging operations is from FSC certified suppliers and leather for handbags and wallets from LWG certified tanners.

Task Force on Climate-related Financial Disclosures

The TCFD published recommendations to encourage companies to increase their disclosure of climate-related information, with a focus on governance, strategy, risk management and metrics and targets.

Bidvest is aware of the importance of addressing issues related to climate change as the impacts are far-reaching. As a targeted first step towards contributing to restricting the increase in the global mean temperature in accordance with the Paris Agreement, we have set a target of reducing emission intensity by 20% by 2025.

To date, we have taken the following steps towards these recommendations:

- Governance – Bidvest reiterated its commitment to conduct profitable business in an accountable manner and set objectives, which include representing responsibly made products. Management included an explicit Group emission reduction target of 20% by 2025 in the Board-approved ESG Framework which has been cascaded into the identified focus businesses as part of management's KPIs. Data gathered quarterly is presented to the Social, ethics and transformation committee;
- Strategy – We offer a continuously broadening basket of services and products that adds value to customers. This means we represent products and services that are responsibly made and delivered while preserving the environment for future generations. This is an ongoing process, incorporating innovation and investment;
- Risk management – Climate risk is one of the key risks elevated at Group level. This is discussed in more detail on page 6 [ESG](#). Operationally, climate risks translate into, for example, damage to coastal facilities and disruptions to supply chains due to extreme weather conditions, escalating cost of service delivery, products and compliance as well as reputational damage; and

- Metrics and targets – Bidvest has reported on its environmental footprint for several years. The need for specific measurement metrics and target culminated in an ESG Framework released in FY2021. The Group has committed to a 20% reduction in emission and water intensity between 2019 and 2025, together with measures to contribute to a sustainable supply chain and the circular economy.

[www](http://www.bidvest.co.za) Refer to www.bidvest.co.za for the climate change and water submission to the CDP.

Our governance

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Doing the right thing even when no one else is looking

Bidvest has a deeply entrenched functional governance structure that places significant reliance on the ethical behaviour of all employees. This places a very high hurdle of responsibility and accountability on everyone. Rather than having many policies and manuals, we have a Bidvest Code of Ethics that sets out our behaviour. When someone missteps, decisive action is taken, and communicated back into the business. An authority matrix forms the backbone of day-to-day governance

Measuring performance

	Topic	Our aim	We will	Measurement	FY2019 base	FY2025 target	FY2024 ¹ actual
GOVERNANCE	G1 Ethics	To conduct business with uncompromising integrity	Be honest, respectful and accountable at all times to all stakeholders	Track of Ethics Line cases and the resolution thereof			411
				Transparently and actively monitor and manage product & service safety as well as regulatory compliance			0
	G2 Governance structures	To provide assurance to all stakeholders through independent oversight	Uphold the established governance structures and have a B-BBEE Level 2 rating by 2025	B-BBEE audited rating % Board independent	L3	L2	L1 75%
	G3 Risk management	To identify material risks, qualitative and quantitative, and mitigate them	Formulate mitigating actions for all identified material risks	Risk register			Refer to pg 6
	G4 Data privacy	To comply with legislation and reduced IT security risks	Deploy ALICE™ across all businesses to continuously assess data governance and basic IT hygiene. We target a score of 25 or lower by 2023	ALICE™ IT score # of reported cyber/information breaches		<25%	28% 2
			Implement a data privacy framework and raise internal awareness	# of employees trained			78% externally trained; balance via internal awareness

¹ FY2024 performance against FY2025 target: **Green** – met/exceeded target; **Orange** – on track to meet; **Red** – focus needed to meet

Formal reporting structures complement business-level processes that result in dynamic and iterative risk assessments and mitigation actions as well as operational agility. Relevant management and executive committees have been structured into each of the seven divisions and report into divisional boards. Matters from these divisional board meetings are escalated further to the Exco, which comprises of Group directors and functional executives (covering strategy, finance, transformation, investor relations, ESG, business development) as well as the seven divisional CEOs. The three executive directors in turn report into the main Group Board of directors, directly or through the established committees.

ALICE™, the Group's autonomous, intelligent capability robot, has become embedded in the operations of each of the environments across the Group as our governance mindset has shifted from annual audit, risk and compliance reviews to continuous monitoring of their control environments.

Ethics

The Group subscribes to a philosophy of transparency, accountability and integrity in all our business dealings with all stakeholders, while always upholding human rights, as captured in the Bidvest Code of Ethics.

There are established grievance and whistle-blower processes at individual business level, in addition to an independently administered Ethics facility. This free-to-use facility is administered by Deloitte and is available to all stakeholders.

The Tip-Offs Anonymous system provides whistle-blowers with three channels to raise their concerns, namely telephonic, email and a website form. These communication channels are monitored 24 hours, seven days a week and independently operated by Deloitte. Coverage of the Ethics facility includes all our international operations in addition to of the existing in-country processes of these businesses.

Concerns received outside of the Ethics facility, for example via social media, the Bidvest website or emails, are also logged by Internal Audit (IA). All logged complaints are investigated by divisional management and, where appropriate, criminal civil and/or disciplinary action is instituted, and control improvements

introduced to remedy the identified weakness. Quarterly reports on this facility are given to the Group Social, ethics and transformation committee.

Awareness campaigns are run across the Group, using mechanisms such as SMS and posters prominently displayed in high traffic areas to encourage employees to “not support it, but rather report it”.

The oversight process was enhanced in FY2021. The Group CEO reviews calls and responses and initiates, where necessary, further investigation with a focus on calls relating to racism, discrimination and harassment. The Group executive director, together with the Head of IA, also reviews quarterly calls and progress in detail.

Category	Closed	Waiting	Grand total
Corruption	3	1	4
Enquiry	18	3	21
Fraud	29	2	31
Governance	28	4	32
Human Resources	132	19	151
IT Security	1	0	1
Other rime	1	1	2
Pollution and environmental issues	1	0	1
Theft	6	0	6
Violent crime	2	0	2
Total	221	30	251

During FY2024, a total of 251 calls were logged through the Ethics facility. Of these, 30 remain open with 19 human resource related, four governance, three enquiries, two fraud, and one each concerning corruption and other crimes. No calls from previous periods remain open.

Within the governance category, the majority was regarding alleged unethical behaviour and a handful related to unfair business practices. 17 of the human resource category calls were regarding discrimination and harassment.

As a consequence of calls received via the Bidvest Ethics facility:

88 internal control enhancements were implemented

14 disciplinary actions were taken

One employee was dismissed

7 civil or criminal cases were opened

Toll-free telephone number 0800 506 090 or bidvest@tip-offs.com

Key actions and initiatives undertaken in the reporting period included, but were not limited to, the following:

- Commitment to ethical behaviour in the standard supplier onboarding process, as embedded in the Code of Ethical Purchasing, and engaged with multi-national suppliers to ensure the adoption of that commitment; and
- Dissemination of refreshed Group Human Rights and Diversity Policy, Bidvest Code of Ethics and the Group Environmental Policy throughout the businesses.

In the year ahead, the focus will continue to be on delivering training on ethics and human rights to employees.

The Group Social, ethics and transformation committee assists the Board with its oversight of social, ethical and transformation matters by ensuring that the Group is a committed, socially responsible corporate citizen. The Group Social, ethics and transformation committee is thus responsible for overseeing organisational ethics and receives periodic reporting on Group ethics and related matters. Refer to the committee's mandate and activities on page 48 

Policies

The Bidvest Code of Ethics, Environmental Policy as well as Human Rights and Diversity Policy embed the principles that guide our daily behaviour across all Group businesses. The documents can be found on the corporate website.

Brand

The Group has a comprehensive intellectual property and trademark portfolio that consists of more than 3 000 registered trademarks and 1 200 internet domains.

Bidvest is one of the world's most trustworthy companies, according to Statista 2024

Product and service safety

Most products distributed and retailed are backed by manufacturer guarantees and South African Bureau of Standards approval. Vehicles sold by McCarthy generally have maintenance or service plans, backed by Original Equipment Manufacturer warranties. Included in the post-purchase support provided by McCarthy is a complementary one-year roadside assistance programme, Club McCarthy and BidAir Cargo have safety processes in place in line with aviation requirements, while Bidvest Lounges and King Pie have food safety programmes in place. PHS recycles sanitary bin waste in line with regulations and all Bidvest businesses that fall within the ambit of the Extended Producer Responsibility legislation have obligations.

Making a difference

Bidvest Club McCarthy represents a prestigious platform where members become part of a dynamic network, which also offers critical services to our communities. Although McCarthy's business involves selling vehicles to consumers, its responsibility is further extended to caring for our consumers for the life cycle of their vehicle and peace of mind. For the financial year 2024, over 11 800 requests for help relating to roadside assists, home assists and breakdown assists were fielded.

There were no new material product recalls recorded across the Group during the year. There were minor tax and duties penalty fees paid across the Group.

Regulatory compliance

The Board is responsible for the Company's compliance with applicable laws, codes and standards. Compliance is an integral part of the Company's culture in ensuring the achievement of its strategy. The risk of non-compliance with statutory and regulatory requirements forms part of the identified risks and is assessed and responded to on an ongoing basis.

The Board has delegated the implementation of effective compliance to management. Internal Audit and in-house legal experts review and monitor compliance with legal and industry requirements. The Group Risk, Audit and Social, Ethics and Transformation committees review the compliance at every meeting and areas of partial or non-compliance, if any, are reported to the Board. The Company complies with various domestic codes and regulations such as the Companies Act, the Listings Requirements and King IV™ as well as relevant legislation in foreign operating countries.

During the year under review, no significant fines were levied for non-compliance with statutory and regulatory requirements. No fines were levied for non-compliance with any environmental laws and regulations. The Company was not party to any legal action for uncompetitive behaviour, and no requests were denied for information in terms of the Promotion of Access to Information Act.

While users act as a human "firewall" and can be critical in preventing and/or detecting cybersecurity attacks, the deployment and use of Cybersecurity Awareness Training programmes is well underway across the Group, augmenting the assurance achieved from the ALICE™ monitoring.

A formal Cybersecurity Incident Response Policy and Plan has been in place across the Group since May 2022. This policy and plan inform the Group of the steps to be followed in the event of a cybersecurity incident, from protocols to be followed for containment and eradication of the breach, recovery of the

environment, communication to internal and external stakeholders and reporting to the Regulator in terms of the exposure of personal information. As part of this policy and plan, the Group contracted an Incident Response Team to supplement Group and company resources in responding to a cybersecurity incident.

POPIA compliance in the form of policies, procedures and training will be an ongoing process in the Group to ensure legal compliance with data privacy.

74% of Group employees underwent externally accredited cybersecurity awareness training

11 cyber incidents investigated

5 POPIA breaches were reported to the Regulator

McCarthy dealerships become an Accountable Institutions in terms of FIC. The required processes, procedures and training to meet the compliance deadline by June 2024 were formulated and implemented well ahead of this requirement.

Every subsidiary is expected to transform in its own right, fully integrating B-BBEE as part of their operations:

86% of the Group's businesses have a Level 1-4 rating

78% of the Group's businesses have a Level 1-3 rating

 The Group B-BBEE certificate and annexures are available on www.bidvest.co.za.

Bidvest Group Level 1 rating


EMPOWERDEX
 Economic Empowerment Rating Agency


Generic B-BBEE Verification Certificate

The Bidvest Group Limited

Consolidated rating including subsidiaries listed on Annexure "A" of the certificate

Registration Number: 1946/021180/06

Address: Bidvest House, 18 Crescent Drive, Melrose Arch, 2196

LEVEL ONE CONTRIBUTOR

Scorecard Information	Actual Score	Target Score	Analysis	Results
Ownership	23.62	25.00	Black Ownership Voting Rights Percentage	46.54%
Management Control	14.80	19.00	Black Ownership Economic Interest Percentage	35.99%
Skills Development	16.62	20.00	Black Women Ownership Voting Rights Percentage	21.38%
Enterprise and Supplier Development	40.74	42.00	Black Women Ownership Economic Interest Percentage	19.52%
Socio-Economic Development	5.00	5.00	51% Black Owned Designated Group Supplier	No
Total Score	100.78	111.00	Black Disabled Percentage	0.00%
			Black Youth Percentage	1.62%
Participated in Y.E.S Initiative	No		Black Unemployed Percentage	0.00%
Achieved Y.E.S Target & 2.5% Absorption	No		Black People Living in Rural Areas	0.00%
			Black Military Veterans	0.00%
Achieved 1.5 x Y.E.S Target & 5% Absorption	No		Modified Flow Through Applied	No
Achieved 2 x Y.E.S Target & 5% Absorption	No		Exclusion Principle Applied	No
Empowering Supplier	Yes		VAT Number	42402911222
Procurement Recognition Level	135.00%		Financial Year End	30 June 2024
Discounting Principle Applicable	No		Effective Date Used	27 September 2024
Recorded Procurement Recognition Level	135.00%		Expiry Date	26 September 2025
			Re-Issue Date	N/A

Technical Signatory – J. Brebnor



Date 27 September 2024

This verification certificate and the verification report are based on information provided to Empowerdex and represent an independent opinion based on the verification and analysis completed by Empowerdex. The calculation of the scores has been determined in accordance with the Department of Trade and Industry's Codes of Good Practice on Broad Based Black Economic Empowerment as Gazetted on 06 May 2015.

EMPOWERDEX (PTY) LTD REG. 2001/017963/07
 DIRECTORS: J BREBNOR, V JACK, L RATSOMA, C WU



G24J07212



BVA 030

Bidvest's sanitation project aims to eradicate pit latrines and uplift schools and communities

At Bidvest, we achieve our purpose by focusing on providing the often overlooked, essential components of everyday life that respond to the diverse needs of society. This purpose extends to understanding the everyday needs of our people, our customers, the communities in which we operate and finding opportunities to respond to those needs.

As a Group that has a significant footprint globally in providing critical hygiene and cleaning services, we are passionate about providing access to safe and clean sanitation for all. The Bidvest sanitation project is an extension of our purpose and aims to provide dignity and safety to school children and their educators in rural communities across SA. At the same time, we hope to present a sustainable long-term solution to these communities. By eradicating pit latrines affecting approximately 500 000 children, and building modern and hygienic facilities, we ensure that learners and teachers have access to a clean and safe environment that is conducive to learning and teaching.

To roll out the programme, Bidvest partnered with two key service providers:

- **Envirosan:** Implementing the EaziFlush system, which has been rolled out across three provinces, has saved 21.5 million litres of water at four schools - a total water saving per day of 107 370 litres.
- **Enviro Loo:** Installing the Enviro Loo Clear NSSS, a 100% recycling, off-the-grid toilet system.

Bidvest's sanitation programme encompasses a range of crucial improvements to school sanitation facilities. Through its partners, schools receive refurbished structures that were once vandalised; installation of water-conserving low-flush units, and new essential handwash facilities along with backup water tanks.

Where existing toilets were once unsuitable, these were demolished and newly constructed and modern facilities were built. To ensure sustainability, these now include the installation of solar-powered water recycling systems.

To protect these investments, added measures have been put into place such as newly erected fencing, and security details such as installing lighting where necessary. This has created a safer environment for students and the community.

To ensure global collaboration, Bidvest partnered with Global Citizen to raise awareness and funds for the sanitation projects in SA. By addressing this crucial infrastructure need, the sanitation initiative is not only improving immediate living conditions, but also contributing to long-term societal and economic development in SA.

Celebrating Team South Africa's Olympic and Paralympic triumphs

The 2024 Summer Olympics and Paralympics in Paris were truly memorable, and we can all agree that Team South Africa did us proud. Our athletes not only brought home medals, set new South African records, and achieved numerous personal bests, but they also showed the world what the unwavering spirit of South Africa looks like.

As a proud sponsor, the Bidvest Group watched with admiration as the athletes represented our nation. Their achievements on the global stage filled us with pride, and their dedication to their sport and country was truly inspiring.

Our Paralympic athletes showcased their extraordinary talents and pushed the boundaries of human potential. Through their unyielding determination and resolve, they captivated audiences globally and inspired those of us watching from home. These remarkable individuals redefined what's possible, proving that with passion and commitment, one can overcome any obstacle.

Beyond the medals, records, and brilliant achievements, it was the sheer resilience and sportsmanship of the entire South African contingent that truly captivated those of us proudly watching from home. From the medallists to those who narrowly missed out on the podium, each member of Team SA embodied what it means to be a true champion.

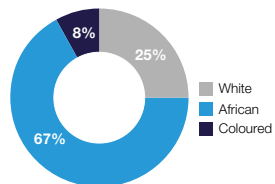
The Bidvest sponsorship does not end in Paris, and our athletes' journey is far from over. The path ahead is filled with new challenges, new competitions, and new opportunities to shine. And as a proud sponsor, we will be there every step of the way, supporting and cheering them on as they continue to inspire the nation. We are honoured to be a small part of Team SA's incredible journey.

Leadership: Board

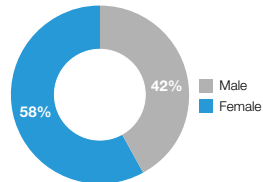
The Board and its six sub-committees, together with seven divisional boards and Audit committees, chaired by independent non-executives, provide robust oversight. Combined assurance receives deliberate and focused attention at Bidvest. Each Board committee is chaired by an independent non-executive director with delegated authority from the Board.

Diversity, in its broadest sense, is the hallmark of the Bidvest Board, something we are very proud of. The Group has set targets for gender and race representation at all levels of the organisation, as embedded in the ESG Framework.

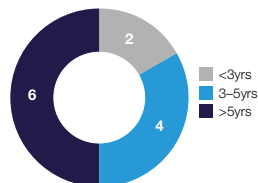
Race



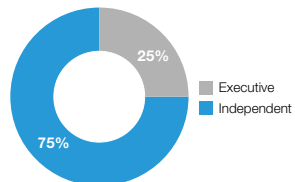
Gender



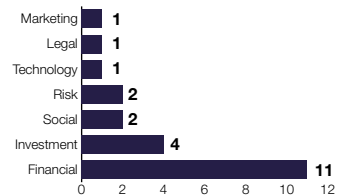
Tenure



Dependent



Skills



Executive directors



Mpumi Madisa (45)
Group chief executive



Mark Steyn (54)
Chief financial officer



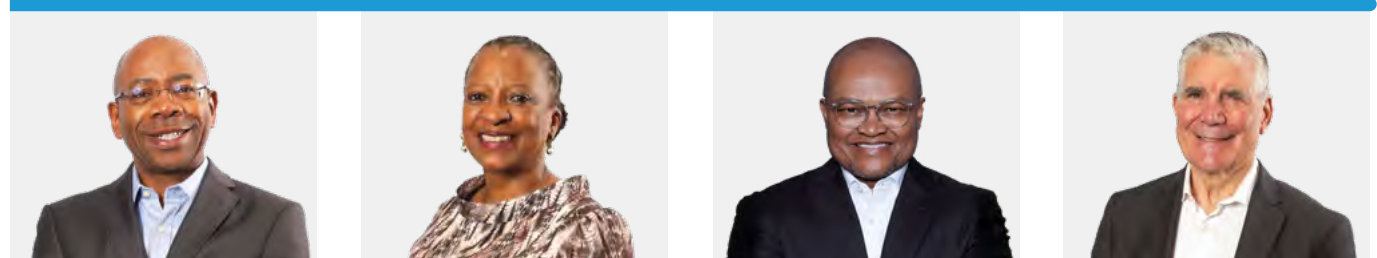
Gillian McMahon (52)
Executive director



Key to committees

- Acquisitions committee
- Audit committee
- Nominations committee
- Risk committee
- Remuneration committee
- Social, ethics and transformation committee
- Chairman

Independent non-executive directors



Bonang Mohale (62)
Chairman



Renosi Mokate (66)
Lead independent director



Khumo Shuenyane (53)



Norman Thomson (73)



Lulama Boyce (45)



Sindi Mabaso-Koyana (55)



Faith Khanyile (57)



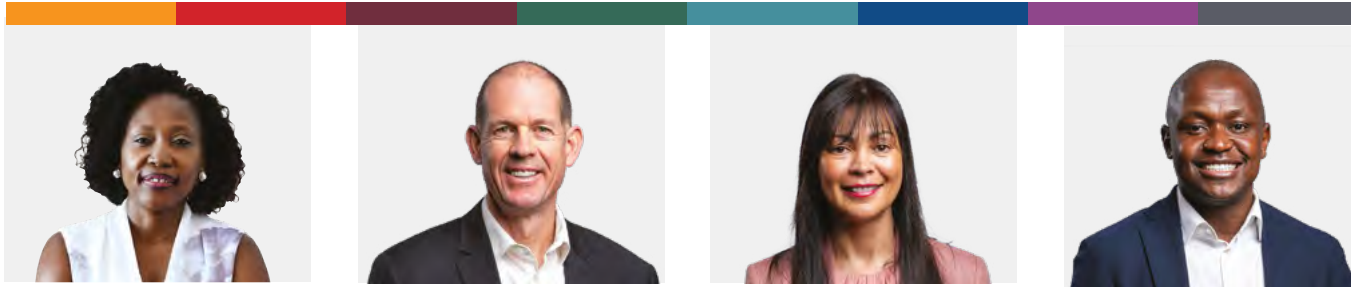
Koko Khumalo (57)



Daniel Masata (45)



Leadership: Exco



Mpumi Madisa ⁽⁴⁵⁾
Group chief executive

Mark Steyn ⁽⁵⁴⁾
Chief financial officer

Gillian McMahon ⁽⁵²⁾
Executive director

Phathu Tshivhengwa ⁽⁴²⁾
Corporate Finance executive

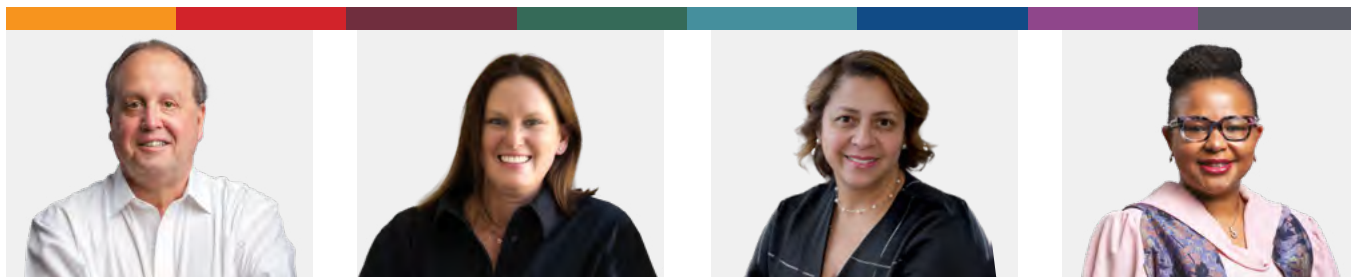


Ilze Roux ⁽⁵⁰⁾
Corporate Affairs executive

Alan Fainman ⁽⁶¹⁾
Services International chief executive

Wiseman Madinane ⁽⁵⁶⁾
Freight chief executive

Hannah Sadiki ⁽⁵⁹⁾
Financial Services chief executive



Howard Greenstein ⁽⁶¹⁾
Commercial Products chief executive

Carla Seppings ⁽⁵¹⁾
Automotive chief executive

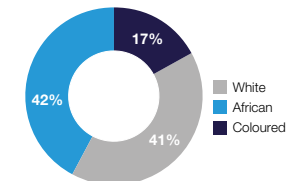
Gail Solomon ⁽⁵⁷⁾
Branded Products chief executive

Akona Matsau ⁽⁴⁴⁾
Services South Africa chief executive

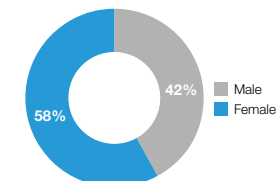
The Group Exco consists of twelve members, including the Group executive directors and functional executives covering strategy, finance, transformation, investor relations, ESG, business development, as well as the seven divisional chief executive officers.

The Group believes that its decentralised governance structure supported by experienced management, many of whom are specialised in particular sectors or industries, leading the day-to-day operations of the businesses, positions the Group well for the continued focus and execution of its key strategic initiatives. As a result, most of the members of the Group's senior management team (whether focused on individual businesses, divisions or the Group as a whole) are heavily rooted, not just in the relevant industry or industries from decades of prior experience, but also in the Group's journey to the diversified business that it is today.

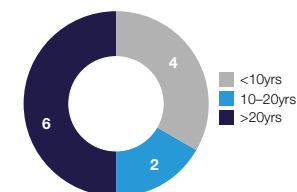
Race



Gender



Tenure



Directors' curricula vitae

Independent non-executive chairman

Bonang Francis Mohale ⁽⁶²⁾

Qualification: Post graduate Chartered Marketer (CMSA)

Appointed: 1 July 2019

Bonang is Chancellor of the University of the Free State, Professor of Practice in the Johannesburg Business School in the College of Business and Economics, and Chairman of SBV Services, ArcelorMittal South Africa and Swiss Re Corporate Solutions Africa. He is a member of the Community of Chairpersons of the World Economic Forum and author of two best-selling books, "Lift As You Rise" and "Behold The Turtle".

Lead independent director

Renosi Denise Mokate ⁽⁶⁶⁾

Qualification: PhD

Appointed: 1 May 2018

Renosi has held several leadership positions in the public sector and academia. She was the Deputy Governor of the South African Reserve Bank from August 2005 to July 2010 and Executive Director of the World Bank from 2010 to 2012. She has also served as the Executive Dean of the Graduate School of Business Leadership, UNISA, and as a senior policy analyst at the Development Bank of Southern Africa. She is currently the Executive Chairperson of Concentric Alliance. She holds non-executive directorships at Vukile Property Fund amongst others. Her committee membership includes remuneration, governance, audit, risk and social and ethics.

Chief executive

Nompumelelo (Mpumi) Thembekile Madisa ⁽⁴⁵⁾

Qualification: Masters in Finance and Investment, BCom Honours in Economics and BSc in Economics and Mathematics

Appointed: 4 December 2013

Mpumi was previously chief director in the Gauteng provincial government. During her time at Bidvest, she has held various senior management and executive board director positions such as general manager business development, divisional director business development, corporate affairs director and sales and marketing director. She is a director of numerous Bidvest subsidiaries, and the chairman of Adcock Ingram.

Executive directors Chief financial officer

Mark John Steyn ⁽⁵⁴⁾

Qualification: CA(SA)

Appointed: 1 March 2018

Mark joined Bidvest in May 1997 and has held various financial positions within Bidvest Freight. Since 2012, Mark held the position of chief financial officer of Bidvest Freight. Mark was appointed to the Bidvest Board as chief financial officer, effective 1 March 2018. He serves on all divisional boards, Audit committees and has served as a trustee on the various Group retirement funds.

Executive director

Gillian Claire McMahon ⁽⁵²⁾

Qualification: BCom Honours Business Economics and Industrial Psychology, MCom Industrial Psychology

Appointed: 27 May 2015

During her time at Bidvest, Gillian has held various senior management roles including commercial director of BidTravel. Gillian is responsible for all human capital, communication, transformation, business development and sustainability related matters for the Group and is a director on numerous Bidvest subsidiaries.

Independent non-executive directors

Norman William Thomson ⁽⁷³⁾

Qualification: BCom CA(SA)

Appointed: 1 May 2018

Norman has gained broad business experience over many years and was the Finance Director of Woolworths Holdings from 2001 to 2013. Norman is currently a non-executive director and the chairman of Evolution Credit. Norman's committee memberships includes the remuneration, audit and risk.

Lulama Boyce ⁽⁴⁵⁾

Qualification: CA (SA),

MCom (Financial Management)

Appointed: 12 March 2021

Lulama is the Department Head of Commercial Accounting at the University of Johannesburg and is currently a non-executive director of Adcock Ingram. She serves on the Audit, Nominations, Remuneration as well as the Social, ethics and transformation committees of the company. She also serves on the Coronation Fund Managers board and is the chair of it's audit committee.

Sindisiwe (Sindi) Ntombenhle Mabaso – Koyana ⁽⁵⁵⁾

Qualification: CA (SA)

Appointed: 12 March 2021

Sindi is the founder and chair of African Women Chartered Accountants Investment Holdings (AIH) and managing partner of AIH Capital. She currently serves on the following boards: MTN, Phembani Group, Sun International Limited, Zenex Foundation Educational Trust, Advanced Group, FutureGrowth Asset Managers and BMW SA. Sindi's committee memberships include remuneration, audit, investment and risk.

Motlanalo Glory (Koko) Khumalo ⁽⁵⁷⁾

Qualification: CA (SA)

Appointed: 3 January 2022

Koko is a Chartered Accountant, Founding Partner and Chief Executive Officer of Motlanalo Chartered Accountants and Auditors. Koko has served as a Partner at Ernst & Young (EY) holding varying executive portfolios in EY sub-Saharan Africa. Her experience includes delivering governance, internal audit and risk management services to SOE's as well as listed entities.

Faith Nondumiso Khanyile ⁽⁵⁷⁾

Qualification: BA (Hons) in Economics, MBA and HDIP Tax diploma

Appointed: 3 January 2022

Faith is a businesswoman and a director of JSE listed and private companies. She has over 25 years financial services experience, including corporate & investment banking, private equity investing and corporate finance. She held various senior and executive roles with Standard Bank, CIB from 2001 to 2013 and served on CIB's Executive, Credit and Equity committees. Faith is a strong advocate for women advancement and inclusive growth. She is also a non-executive director of JSE listed Discovery Limited, JSE Limited and Premier Group Limited. In May 2016, Faith was accorded Doctor of Law status by Wheaton College, United States.

Khumo Lesego Shuenyane ⁽⁵³⁾

Qualifications: B. Econ (Birmingham University), CA (England & Wales)

Appointed: 4 September 2023

Khumo currently serves on various boards, including Vodacom Group, and investment firm, Ninety One. He recently retired as Chairman of Investec Bank, and is a member of the Institute of Chartered Accountants in England & Wales. Khumo's sub-committee experience includes audit, risk, remuneration, social, ethics and transformation, investment and nomination committees.

Daniel Simon Masata ⁽⁴⁵⁾

Qualifications: MBA (University of Mannheim, Germany)

Appointed: 9 September 2024

Daniel is Founder and CEO at Volonte, a leading Enterprise Change Management platform, and Skill Principals, a boutique consulting platform focused on the Extended Workforce Ecosystem and Future of Work. He has in excess of 12 years senior executive experience at Adecco Group, a Fortune 500 company.

Company secretary

During the year under review, and in compliance with paragraph 3.84(h) of the Listings Requirements, the Board evaluated Ms Nonqaba Katamzi, the Company Secretary, and was satisfied that she was competent, suitably qualified and experienced. Furthermore, since she was not a director, nor was she related to or connected to any of the directors, thereby negating a potential conflict of interest, it was agreed that she maintained an arm's length relationship with the Board.

Governance structure

The Bidvest Board remains committed to upholding sound governance processes and high ethical leadership through providing strategic direction, approving policies for the effective implementation of formulated strategies, maintaining informed oversight on strategy implementation processes and disclosing pertinent issues to stakeholders. As the focal point and custodian of corporate governance, the Board discharges its responsibility through policies and frameworks supported by six standing board committees and executive management. The Board has a unitary structure, comprising nine non-executive directors and three executive directors being the Group CEO, the Group CFO and the Group executive director functioning within the ambits of an approved charter. The Board charter is subject to the provisions of the Companies Act, the Listings Requirements and the Group's memorandum of incorporation (Mol). The Board consists of an appropriate balance of knowledge, skills, experience, diversity and independence required to objectively and effectively discharge its governance role and responsibilities.

The Board takes due consideration of race, gender, age, ethnicity, tenure, educational background and skills in determining its diversity profile. The Board is comfortable that Bidvest complies with the Companies Act, its Mol and the Listings Requirements.

The Board accepts that it is ultimately accountable and responsible for the affairs of the Group. Key matters reserved for the Board include:

- Overseeing the Group's strategic direction and satisfying itself that the strategy and business plans do not give rise to risks that have not been thoroughly assessed by management;
- Exercising objective judgement on the Group's business affairs, independently from management;
- Approving major capital projects, acquisitions or divestments;
- Providing effective leadership on an ethical foundation;
- Ensuring appropriate governance structures, policies and procedures are in place;
- Ensuring the effectiveness of the Group's internal controls;

- Ensuring that the Group is and is seen to be a responsible corporate citizen by having regard to not only the financial aspects of the business but also the impact that business operations have on the environment and the society within which it operates;
- Assuming responsibility for information and technology governance, including cybersecurity; and
- Approving the annual and interim financial results and shareholder communications.

The Board is satisfied that it has fulfilled its mandate in compliance with the Board Charter.

Changes in Directorship

Board appointments

The Nominations committee is the primary custodian of the Board's succession planning. Accordingly, appointment of directors to the Board is conducted through a formalised procedure within the remits of the Nominations committee. The process takes several factors into account, including the prevailing legislative requirements, best practice recommendations as well as the qualifications and skills of the prospective candidate. The recommendations of the Nominations committee are presented to the Board for consideration and approval. In the period under review and on recommendation of the Nominations committee, the Board approved the appointment of Mr. Daniel S Masata as an independent non-executive director effective 9 September 2024 as well as a member of the Risk and Acquisitions committees. Mr Masata's appointment is, in terms of the company's Mol, subject to confirmation by shareholders at the forthcoming annual general meeting (AGM).

Induction

Mr Masata will be taken through an induction programme as soon as practically possible. Such programme entails a comprehensive process of presentations by executive and senior management

on their respective areas of responsibility and accounting for strategy execution, amongst other things. The programme will be concluded with site visits of the various business operations scheduled of the remainder of the year.

Board Retirement

Mr NW Thomson shall be retiring from the Board as non-executive director, member of the Audit committee and Remuneration committee Chairperson at the conclusion of the forthcoming annual general meeting in line with the retirement by rotation provisions of the Company's Mol. The Board thanks Norman for his contribution to Bidvest over his tenure of service and wishes him well in his future endeavours. No directors were removed in the period under review.

External assurance

PwC, the Group's external auditor issued their opinion on the FY2024 AFS. In their opinion, the AFS fairly represents, in all material respects, the consolidated financial position of Bidvest and its subsidiaries as at 30 June 2024, and its consolidated financial performance and cash flows for the year then ended.

Key audit matters raised referred to the impairment assessment of indefinite useful life intangible assets and goodwill. Please refer to page 5 of the  for the full opinion.

How the functional Bidvest governance structure works

Top-down

- Code of Ethics and Levels of Authority matrix governs day-to-day activities
- Key issues discussed and reviewed by Board and its sub-committees
- Bidvest Ethics Line, externally managed
- Internal audit function (progressive, independent, value-adding, responsive)
- Governance built into short- and long-term incentives



Functional governance
comes from the heart

Doing the right thing, even
when no one is watching



Results in:

Dynamic and iterative risk assessment
and mitigation actions



**Strategic review and identification
of opportunities**

Stakeholder engagement

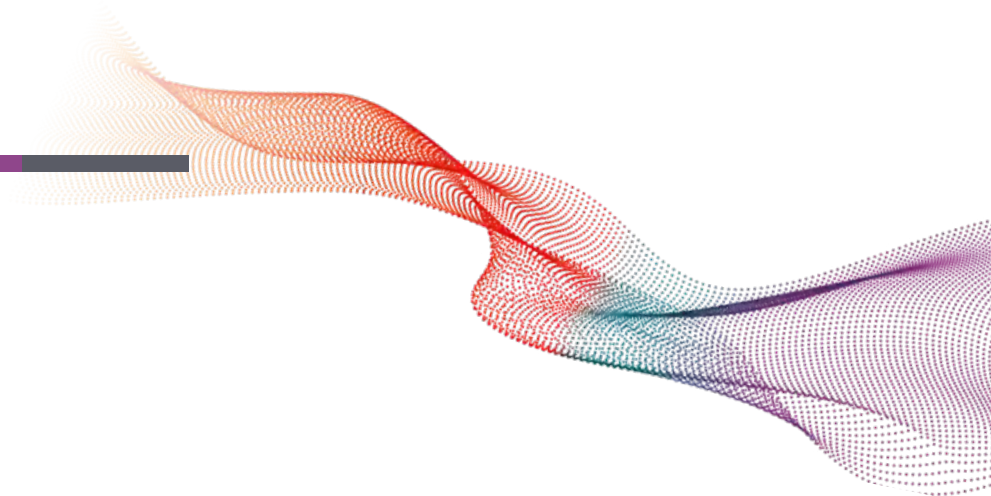
Bidvest is a decentralised group whose success is in part attributable to allowing managers to run the businesses as if they are their own. Cluster, divisional and corporate office layers provide oversight, guidance, strategic direction and consolidated reporting. Living our core values of accountability and integrity every day, in everything we do, is critical in successfully upholding our functional governance structure. The ethical onus on the Bidvest family is higher than in a more structured environment. We understand our responsibility.

Material business processes, controls and risks are monitored and assessed through a combined assurance model. Management, IA and external audit, ALICE™ as well as non-executive directors all play a role.

Combined assurance receives deliberate and focused attention at Bidvest. Continually optimising our combined assurance model avoids duplication, rationalises collaboration efforts upstream amongst assurance providers, coupled with effectively managing assurance costs. The activities are coordinated to maximise the depth and reach of assurance achieved by each of the assurance providers. This enables an effective control environment and ensures the integrity of information used for reporting and decision making.

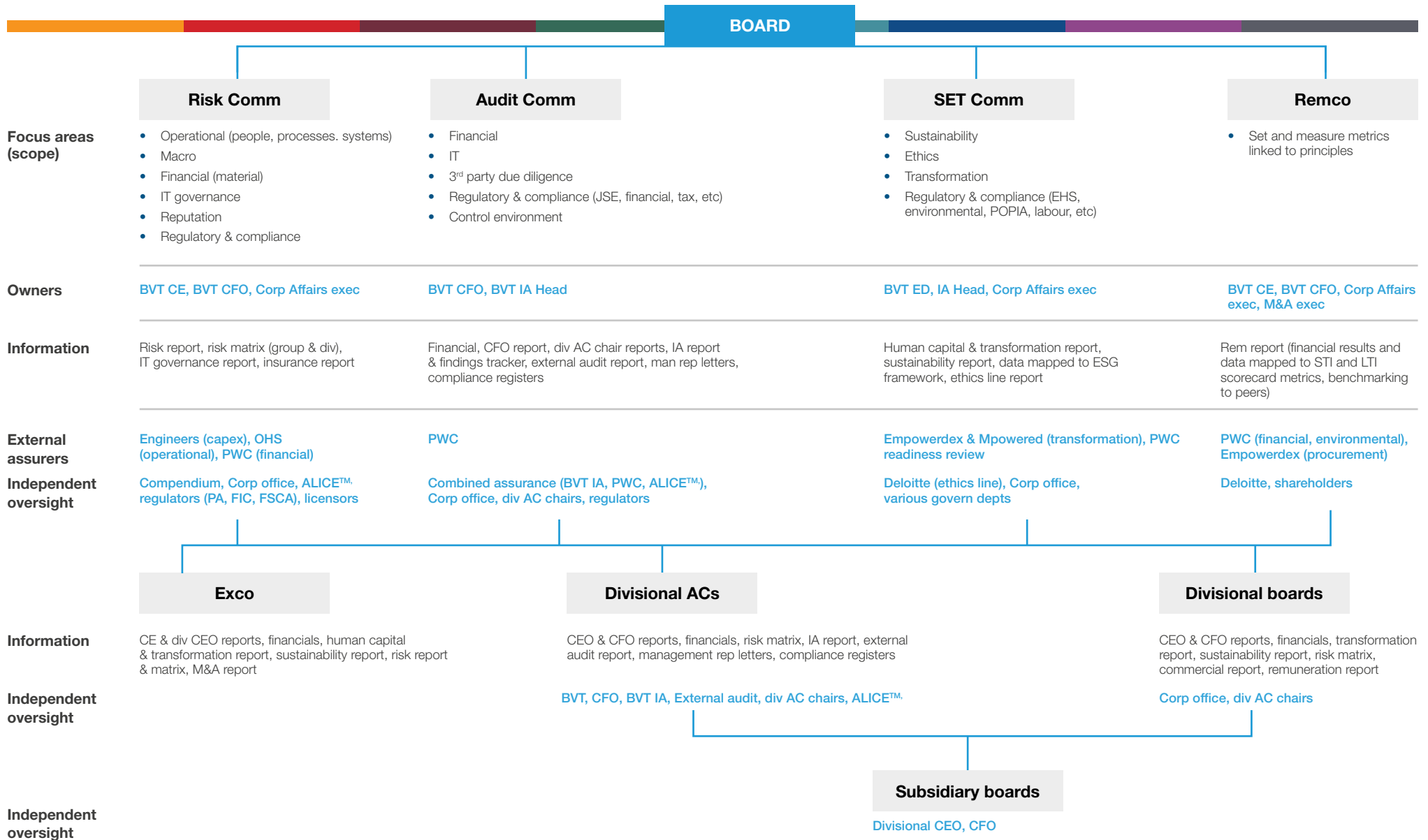
Bottom-up

- Processes/structures at business level are the first line of defence
- Business and divisional ExcOs, Risk and Audit committees
- Due diligence on all third-party partners externally verified



Governance **structure** continued

Combined assurance model



The Audit committee ensures that our combined assurance model adequately addresses Bidvest's risks and material matters through the aggregated efforts of assurance providers. In the period under review IA committed to determining the readiness of the IT environments in relation to ISA 315 from a general controls perspective as a next step to the combined assurance plan.

The IA function is an independent, value-adding, progressive and responsive service to Bidvest shareholders. It fulfils a role of objectively evaluating the business processes and controls so as to appropriately manage the risk and support management's commitment to a strong control environment and operational excellence. The IA function is well-constituted with a professional audit staff (in excess of 25 Chartered Accountants in managerial positions) with sufficient knowledge, skillsets and experience to execute on the Board-approved Internal Audit Charter that is consistent with the Institute of International Auditors' definition of IA as well as the principles of King IV™.

Bidvest currently has approximately 250 operating entities, some of which have an extensive branch network. Each branch and entity is responsible for its own P&L, balance sheet and cash flow statement. On a monthly basis, financial flash results are rolled up from branch, through the business, cluster and divisions to Group level by the fifth business day of the next month, followed by a detailed aggregation by the third week. Cluster management reviews the results in granular detail with operational management ahead of meeting with the divisional CEO to discuss the results, operational matters and any other matters. The divisional CEOs then meet with the Group CEO on a one-on-one basis to scrutinise performance and discuss pertinent matters.

The Board is satisfied that the delegation of authority contributes to role clarity and contributes to an effective framework by which authority and responsibilities are exercised. The combined assurance approach provides effective layers of operationally independent and external oversight.

Financial processes and controls

Quarterly, divisional Audit committee meetings are chaired by an independent non-executive attended by operational management, the divisional CFO and CEO, Group CFO, IA as well as external audit. These meetings consider and review the following:

- Report back from IA on the design and operating effectiveness of controls tested during the quarter in accordance with the Board-approved, risk-based internal audit plan;
- IA's divisional assurance overview and conclusions on the control environment;
- IA Findings Tracker monitoring of all identified control weaknesses to resolution. Systemic and recurring control weaknesses are elevated and root cause analysis presented. Fit-for-purpose remedial action is suggested to management;
- External audit report on work conducted during the quarter, any control deficiencies identified and potential risk areas that require specific scrutiny;
- Results, observations and remedial action taken on the back of security hygiene controls monitored by ALICE™;
- Signed management representation letters attesting to the soundness of financial controls and proper governance in place;
- Schedules of losses incurred as a result of fraud, material exposures, and conflicts of interest;
- Status updates on current IT projects; and
- Divisional risk registers and/or risk meeting minutes.

The Group Audit committee, chaired by an independent non-executive director and attended by the Group CFO, Group CEO, Head of IA, external audit and the independent divisional Audit committee chairs, meets quarterly to deliver on its mandate of oversight and fulfil specific requirements as set out by the Listings Requirements. The committee has a rolling annual agenda with particular focus on the IA plan in Q1, interim results in Q2, goodwill impairment and the external audit plan in Q3 followed by the year-end results in Q4. The last quarter's work is stretched over two days to allow the committee to consider:

- Reports from the Group CFO on the consolidated financial results, performance against the budget, the liquidity and solvency position of the Group, top 50 debtors and inventory analysis across the Group, a going concern assessment as well as an update on corporate action(s);
- Divisional Audit committee chairman reports on key matters raised in the divisional Audit committee meetings as well as any legal cases;
- The consolidated IA report dealing with the progress of reviews against the approved IA plan, recalibration of the approved IA plan based on ongoing risk assessment per company, particular areas of concern, remediation of findings as tracked in the Findings Tracker and overall conclusions on the control environment at both divisional and Group levels;
- Results, observations and remedial action taken on the back of security hygiene controls monitored by ALICE™;
- The external audit report on the results of audit testing against the approved plan, particular areas of concern and/or risk, purchase price allocation assessments and other regulatory requirements;
- Post-acquisition reviews, if any;
- Schedules of losses incurred as a result of fraud and theft, material financial exposures and contingent liabilities, conflicts of interest and related party transactions, and foreign exchange contracts and other financial instruments as well as facilitation agreements;
- A register of management representation letters received for the quarter, guarantees and letters of comfort, and gifts (received and given);
- The status of annual financial statements and tax returns;
- IT project reviews; and
- Confirmation of a risk management process in place at divisional level.

Governance **structure** continued

Audit committee members, attendance, mandate, focus

The committee's main objective is to assist the Board in fulfilling its oversight responsibilities, particularly, the evaluation of the adequacy and efficiency of accounting policies, internal controls and financial and corporate reporting processes.

The committee also assesses the effectiveness of IA as well as the independence and effectiveness of the external auditors. In FY2024, the committee reported that: PwC and the individual audit partner, the designated external auditor, are accredited and independent; it considered all key audit matters and is comfortable that these have been adequately addressed and disclosed; there were no reportable irregularities; it is of the view that the arrangements in place for combined assurance are adequate and are achieving the objective of an effective, integrated approach across the disciplines of risk management, compliance and audit; the IA function is very strong and the Group CFO and finance team are competent; and recommended the AFS to the Board.

The Committee ensured that the auditors did not provide any prohibited services, nor any services that include a threat of self-review. Non-audit services are pre-approved in terms of the delegation of authority matrix and are generally of an assurance nature, and are not material in relation to the external audit fee.

Refer to page 17 in the [AFS](#) for more information on the discharge of the committee's statutory duties regarding external audit, key audit matters, internal audit, internal financial control and risk management.

The committee has reflected on the outcomes of its prior year performance self-assessment and concluded that it has fulfilled its responsibilities in accordance with its charter for the year under review.

For the complete Audit committee report, please refer to the AFS. During the year under review, five meetings were held:

	23 Nov 2023	29 Feb 2024	30 May 2024	26 Aug 2024	29 Aug 2024
SN Mabaso-Koyana (Chairperson)	1	1	1	1	1
RD Mokate	1	1	1	1	1
L Boyce	1	1	1	1	1
NW Thomson	1	1	1	1	1
MG Khumalo	1	1	1	1	1
KL Shuenyane	1	1	1	1	1
Invitees					
NT Madisa	1	1	1	1	1
MJ Steyn	1	1	1	1	1
A Cunningham	1	1	1	1	1
RW Graham	1	1	1	1	1
HP Meijer	1	1	1	1	1

Risk processes and controls

The risk management process at business level rolling up to divisional level varies but is considered fit for purpose. The regulated entities (Bidvest Bank, Bidvest Insurance, Bidvest Life) have in place risk management processes as guided by the relevant regulator. Irrespective of the business processes, divisional management considers key risks quarterly across the operations and reports on the top five risks, the potential impact and mitigating actions at the divisional board meeting. These divisional risk registers are considered by the Group Risk committee at its quarterly meetings. The Group CEO takes account of these divisional risk registers while considering the macro backdrop as well as the current and expected operating environment to elevate key Group risks for discussion at the Group Risk committee. IT governance, which covers IT resources, IT dependency, management of IT risk exposure, business resilience, cybersecurity, vendor management, technology investment, project assurance and data governance, is reported on by the Head of IA with the assistance of ALICE™.

ALICE™, an autonomous artificially intelligent capability/robot, runs on a scheduled frequency (continuously, daily, weekly, monthly or quarterly) as deemed fit for purpose based on the maturity, complexity and posture of the IT environment of each company within the Group. The IT findings are available to management on a continuous, remote and near real-time basis. Remediated IT findings are re-audited by ALICE™ upon receipt of updated audit evidence. The IA team follows up on unresolved findings on a monthly basis. The scope of assurance provided by ALICE™ is tailored per company based on integration and accessibility of data and can include: User Administration Digital Audit Procedures; Cybersecurity Digital Audit Procedures; Microsoft Baseline Network Configuration; Password Configuration; Patch Management; Website & Certificate Management; and more.

Risk members, attendance, mandate, focus

The committee identifies material risks to which the Group is exposed and ensures that the requisite risk management culture, policies, and systems are implemented and functioning effectively. The committee is also responsible for the governance of IT. Cybersecurity, IT infrastructure and system availability, business continuity, the impaired domestic logistics infrastructure, health and safety protocols and the adherence to POPIA requirements were focus areas for FY2024. The committee also performed a deep dive into artificial intelligence, including the internet of things, disruption of business models and societal consequences highlighting the underlying impact, in terms of risks and opportunities, that are presented to the Group's businesses. These, as well as the ESG risks identified, will continue to be focus areas in FY2025 as will the execution of the, Bidvest Bank disposal.

A performance self-assessment was conducted by the committee for the period under review in which it was concluded that the committee had been effective in rendering its oversight service to the Board. The committee is thus satisfied that it fulfilled its responsibilities in accordance with its charter for the year under review.

The names of the members who were in office for the period under review and the number of committee meetings attended by each member are:

	23 Nov 2023	26 Feb 2024	27 May 2024	23 Aug 2024
RD Mokate (Chairperson)	1	1	1	1
SN Mabaso-Koyana	1	1	1	1
BF Mohale	1	1	1	1
MG Khumalo	1	1	1	1
NT Madisa	1	1	1	1
MJ Steyn	1	1	1	1
GC McMahon	1	1	1	1

Refer to page 19 in the  for more information.

Sustainability processes and controls

The Group Social, ethics & transformation committee assists the Board with its oversight of social, ethical and transformation matters by ensuring that the Group is and remains a committed socially responsible corporate citizen. The scope includes matters relating to ethical management, human resource development, employment equity and transformation, environmental impact and climate change, corporate social investment, safety and occupational hygiene, health and employee wellness and stakeholder engagement.

In terms of the Company Act, its oversight covers all Bidvest companies, of which there are 58, with a public interest score above 500. Practically, all operations are covered by the oversight. Under the transformation collective, diversity, skills development, preferential procurement, enterprise and supplier development and black ownership are measured, monitored and managed. Each business is responsible for its own scorecard, comprising all the aforementioned elements. External verification of each scorecard happens every year. Every division has an executive charged with transformation. The executive provides guidance and support to the individual businesses, measures and manages the outcomes using a Group-wide toolkit and reports on an aggregated transformation position to the divisional board and the responsible Group executive director on a quarterly basis.

The responsible Group executive director consolidates the divisional transformation reports and toolkit data to report on progress, challenges and plans to address identified gaps to the Group Social, ethics and transformation committee. As a listed SA company, black ownership is a complex matter, particularly in a diversified multinational group, but the requirement and our responsibility are not disputed. In the period under review, the Group Social, ethics & transformation committee considered the progress and impact of the Bidvest Integrated Supplier Diversity Programme which is targeted at enhancing the transformation profile of the Group's supply chain and increasing procurement spend with compliant suppliers.

Each business manages its own employees and is responsible for its occupational health and safety. Wage negotiations with unions and other bargaining councils happen at business or sector level, as appropriate. Guidance on salary increases is cascaded down from the corporate office as part of the annual budget process. Businesses report annually to the Department of Labour on demographics, income parity, training, and related matters in terms of the Employment Equity Act. Some of this information is also aggregated at Group level and forms part of the consolidated reported information.

A comprehensive, employee wellness programme is in place at all South African operations while country-specific programmes are in place at our international operations. Group sponsored corporate social investment initiatives and programmes are championed by the Group executive director and shared with the Board committee.

The Group is governed by the Bidvest Code of Ethics (Code) which articulates Bidvest's commitment to doing business the right way, guided by a philosophy of transparency, accountability, integrity and respect. The Code requires the Board of directors, management and employees to obey the law, respect others, be fair and honest and protect the environment. The reporting, management and resolution of ethical matters is handled through several channels, operational and independent. From a bottom-up perspective, individual businesses have their unique established grievance and whistle-blower processes. This is our first line of

defence and management is empowered to deal with reported matters decisively. Historically, most reported matters have been routine, human resource related and resolved quickly. Complex and serious matters are escalated, as appropriate, to the corporate office. Quarterly, the divisional CEOs sign off a schedule, detailing fraud, theft, conflicts of interest, related party transactions and gifts, which is tabled at the divisional and Group Audit committee meetings, as set out earlier. A consolidated gift register is tabled at the quarterly Group Social, ethics and transformation committee meeting. Bidvest also has an independently administered Ethics facility that provides whistle-blowers with three channels to raise their concerns, namely telephonic, email and a website form. These communication channels are monitored 24 hours, seven days a week in all 11 South African official languages, Oswhiwambo and Otjiherero for Namibians together with Portuguese and German as well as English in our international territories. Concerns received outside of the Ethics facility, for example via social media, the Bidvest website or emails, are also logged by IA. All logged complaints are investigated by divisional management and, where appropriate, criminal civil and/or disciplinary actions are instituted, and control improvements introduced to remedy the identified weakness. All concerns raised through the Ethics facility are properly investigated and tracked to resolution with sign-off from divisional management. Oversight of this resolution process is provided at a Group level. All concerns relating to discrimination and harassment, as well as those judged to require escalation are required to be signed off by a Group executive director. Quarterly reports are given to the Group Social, ethics and transformation committee on the Ethics facility. Ethics Line 0800 50 60 90 or bidvest@tip-offs.com.

Conducting business in a sustainable manner is integrated in our day-to-day activities and managed at a business level as Bidvest businesses have different environmental footprints. For some businesses, mainly in Freight and select services businesses, the adherence to environmental standards is directly linked to licences, regulations and/or franchise rights. These businesses monitor, manage and report as regularly as required. Any environmental breaches are reported into the divisional Risk and/or Audit committees and escalated further, where necessary.

Governance **structure** continued

From a Group perspective, common material issues are identified in our commitment to do business in an environmentally friendly and responsible manner.

In 2020, Bidvest adopted and implemented an ESG Framework. This framework includes commitments and goals linked to our most relevant SDGs and the impact of our basket of services and products as well as corporate citizen activities. Linked to this is the formalised measurement, reporting and setting of explicit performance metrics included in both short- and long-term incentive schemes. On a quarterly basis, select environmental, social and governance data is gathered from all businesses. This and other data are aggregated, together with qualitative evidence of sustainability, transformation and innovation, and reported to the Group Social, ethics and transformation committee to assess performance and derive a score that feeds into the incentive calculations.

Refer to pages 10 and 11 [ESG](#) for more information.

Social, ethics and transformation committee members, attendance, mandate, focus

The committee's responsibilities are in line with legislated requirements and codes of best practice. It monitors the Group's compliance in relation to sustainable development, transformation, good corporate citizenship, environment, occupational health and public safety, labour and employment as well as the Group's Code of Ethics and sustainable business practices.

During the fiscal year ended 30 June 2024, the committee focused on monitoring Group performance on transformation, the impact of the amended Employment Equity Act which was assented by SA President in April 2023, ethics, environmental sustainability, talent development as well as diversity and inclusion. The focus for FY2025 will continue to be on transformation, employment equity, sustainability and diversity as well as the resetting of the Bidvest ESG Framework.

The committee has reflected on the outcomes of the performance self-assessment and concluded that it had discharged all its responsibilities and fulfilled its mandate as contained in its charter, the Companies Act, the Listings Requirements, King IV™ and all other applicable statutory requirements.

The names of the members who were in office during the period under review and the number of committee meetings attended by each member are:

	23 Nov 2023	26 Feb 2024	27 May 2024	23 Aug 2024
FN Khanyile (Chairperson)	1	1	1	1
L Boyce	1	1	1	1
BF Mohale	1	1	1	1
MG Khumalo	1	1	1	1
NT Madisa	1	1	1	1
MJ Steyn	1	1	1	1
GC McMahon	1	1	1	1

Remuneration processes and controls

The Group Remuneration committee plays a key role in ensuring that executive remuneration is aligned to the interests of all stakeholders. This is best reflected by the variety and balance of the performance measures incorporated in the Bidvest short- and long-term incentive schemes as well as the overall remuneration mix. The principles of the Group Remuneration Policy are cascaded down into the divisions and businesses, with clear targets set for short-term incentives, excluding those determined in accordance with sectoral agreements. The committee determines annual salary increases for executive directors and recommends non-executive director fee increases, taking account of the budget guidelines. Deloitte as the appointed independent adviser, provides valuable input to the process.

Remuneration committee members, attendance, mandate, focus

The committee is empowered by the Board to assess and approve the broad remuneration strategy for the Group, the operation of the short-term and long-term incentives for executives across the Group as well as set short-term and long-term remuneration for the executive directors and members of the Exco.

During the fiscal year ended 30 June 2024, the Remuneration committee focused on continuing to promote the Group's strategic objectives through fair and transparent remuneration and a comprehensive benchmark exercise for executive directors and Exco. Although sufficient support for its Remuneration Policy and the Remuneration Policy implementation report at the 2023 AGM was received, targeted special engagement with stakeholders regarding our compensation practices occurred during the review period.

The committee has reflected on its performance for the year and confirmed satisfaction with the execution and fulfilment of its responsibilities in accordance with its charter for the period. In FY2025 the committee will continue to promote the Group's strategic objectives through fair and transparent remuneration and progress on the journey to pay gap disclosure.

The names of the members who were in office for the reporting period and the number of committee meetings attended by each member are:

	5 Oct 2023	27 Feb 2024	30 May 2024	27 Aug 2024
NW Thomson (Chairperson)	1	1	1	1
BF Mohale	1	1	1	1
L Boyce	1	1	1	1
FN Khanyile	1	1	1	1
Invitees				
NT Madisa	1	1	1	1
MJ Steyn	1	1	1	1

Refer to page 54 [ESG](#) for the Remuneration report.

Leadership processes and controls

Succession and diversity at executive management and board level are key governance areas for the Group Nomination committee. Diversity entails gender, race, experience and tenure. We firmly believe that the tone is set at the top and believe in the benefits that diversity brings.

Nomination committee members, attendance, mandate, focus

The committee is responsible for assessing the independence of non-executive directors. It identifies and evaluates suitable candidates for appointment to the Board to ensure that the Board is balanced and able to fulfil its function as recommended by King IV™. The committee also recommends to the Board the re-appointment of directors and succession planning for executive directors as well as senior management. In FY2024, this included appointing a non-executive director, with particular focus on augmenting corporate action and technology expertise. The committee has recommended that shareholders at the 2024 AGM appoint Mr. Masata as a non-executive director to serve on the Risk and Acquisition committees.

The Nomination committee is of the view that the Board and its committees are currently of an appropriate size, composition and balance, taking into account diversity (in terms of gender, race, age, qualifications and knowledge, business and industry skills, industry experience, commercial background and other demographics), to appropriately fulfil their respective obligations. The focus for FY2025 will continue to be on amassing and maintaining the Group's pipeline of non-executive director candidates, senior management succession planning as well as continuing professional development, amongst others.

The committee has reflected on the outcomes of its performance self-assessment and concluded that it had satisfactorily fulfilled its responsibilities in accordance with its charter and related statutory requirements for the period.

The names of the members who were in office for the current period and the number of committee meetings attended by each member are:

	28 Nov 2023	1 Mar 2024	31 May 2024	30 Aug 2024
BF Mohale (Chairperson)	1	1	1	1
RD Mokate	1	1	1	1
L Boyce	1	1	1	1
Invitees				
NT Madisa	1	1	1	1
GC McMahon	1	1	1	1

Corporate action processes and control

Corporate strategy is set by executive management and approved and monitored by the Board. The strategy can be summarised as:

- Maximising the current diverse portfolio through organic growth, innovation and bolt-on acquisitions;
- International expansion in the chosen niches of hygiene services, facilities management and plumbing wholesaling; and
- Efficient allocation of capital.

All bolt-on acquisitions are discussed with and approved by the Group CEO and largely funded from operational cash flow. Material capital allocation projects are tabled at divisional board meetings for approval. The Group Acquisition committee meets as and when required to consider corporate activity involving capital in excess of R500 million.

Acquisition committee members, attendance, mandate, focus

The role of the committee is to review potential mergers, acquisitions, investment and other corporate transactions in line with the Group's levels of authority. During FY2024, the Acquisition committee was focused on driving delivery of the Group's long-term growth strategy through the consideration of various acquisition opportunities as well as the capital structure and capacity to support it. In FY2025 the focus on these aspects will continue.

The committee has reflected on the outcomes of its performance self-assessment and concluded that it has satisfactorily fulfilled its responsibilities in accordance with its charter for the period under review.

The names of the members who were in office for the period and the number of committee meetings attended by each member are:

	27 Nov 2023	14 Jun 2024	26 Aug 2024	10 Sept 2024
BF Mohale (Chairperson)	1	1	1	1
SN Mabaso-Koyana	1	1	1	1
FN Khanyile	1	1	1	1
KL Shuenyane	1	1	1	1
DS Masata ¹				1
NT Madisa	1	1	1	1
MJ Steyn	1	1	1	1

¹ Appointed 9 September 2024

IT governance and security

During the year, the IA function continued to provide an independent, value-adding, responsive and technology-enabled service to the Group's stakeholders that provided objective and relevant assurance that contributed to the effectiveness of governance, risk management and control processes.

Governance **structure** continued

Moreover, the IA function provided valuable insights and recommendations for improving processes, enhancing visibility and transparency, and fostering accountability across all levels of the Group, ultimately contributing to long-term organisational sustainability and success.

The Board has delegated its governance responsibility to the Risk committee, which has the responsibility to ensure the effectiveness and efficiency of information systems from a risk and strategic alignment perspective, and to monitor the adequacy, efficiency and effectiveness of all the Company's systems relevant to information technology. The committee receives reports from management and meets quarterly.

IT initiatives

IA continued to focus on technology risks across the IT landscape of the Group and facilitated the following groupwide initiatives.

Modernisation and Cloud Adoption

Enabled by the modernisation assessments performed by the IA function, the Group has significantly invested in technology – upgrading and/or migrating 65% of its end-of-life IT infrastructure in a responsible and cost-effective manner to modern (preferably cloud-based) IT infrastructure to enhance performance, scalability, reliability, availability and security.

Cybersecurity

Several cybersecurity initiatives were driven during the year, achieving the following:

- An enhanced overall cybersecurity posture;
- Protection of critical assets and sensitive information from unauthorised access, loss, or compromise;
- Compliance with applicable regulatory requirements, internal policies and industry best practices (where relevant);
- Establishment of a comprehensive framework for incident response and disaster recovery; and
- Awareness and education of employees about cybersecurity risks and best practices.

Assurance Provider Alignment

Underpinned by the requirements of International Standard on Auditing (ISA) 315, "Identifying and Assessing the Risks of Material Misstatement through Understanding the Entity and Its Environment," as they relate to our IT control environments, alignment of the different lines of defence was optimised.

These deliberate and focused combined assurance efforts allowed the external auditors to adopt a more controls-based audit approach and leverage reliance on the work performed by the IA function. In turn, this resulted in avoidance of duplicative efforts, rationalisation of collaboration efforts upstream and effective management of assurance costs.

Technology Enablement

The Bidvest IT Forum is attended by the Bidvest IT community of approximately 120 key IT stakeholders across the Group. The purpose of the Bidvest IT Forum is to share knowledge and leverage the collective power, experience and scale of the Group as it relates to technology.

This year's agenda was shaped around future-proofing both the Bidvest IT community's mindsets and the IT environments in which they operate. Significant effort was afforded to exploring exponential technologies, in particular AI, and how these exponential technologies can be used to gain competitive advantages, optimise resource utilisation, strengthen efficiency and resilience and adapt to rapidly changing market dynamics.

The Group showcased several use cases using such technologies within the different businesses, with examples ranging from route and warehouse optimisation, chatbots, robotics process automation and data-driven insights collected from IOT devices.

As part of the agenda, various guest speakers were requested to present considerations regarding bias, security, privacy, accountability and data readiness when using AI technologies. The intention behind this request was to help the Bidvest IT

community understand how to use AI responsibly in order not to put Bidvest at risk. A Bidvest Responsible AI Framework is being drafted and outlines ethical considerations that need to be addressed in AI applications, and documents how our businesses address the challenges around AI in the service for good for individuals and society.

Areas of the framework are listed below.

- Governance structure;
- Risk assessment and management;
- Training and culture;
- Legislative monitoring; and
- Principles, policies and standard operating procedures.

Data Governance

The Group understands that data is a corporate asset and governing and leveraging it is imperative to informed decision making and actionable insights. Data protection and privacy were afforded deliberate attention across the Group during the year.

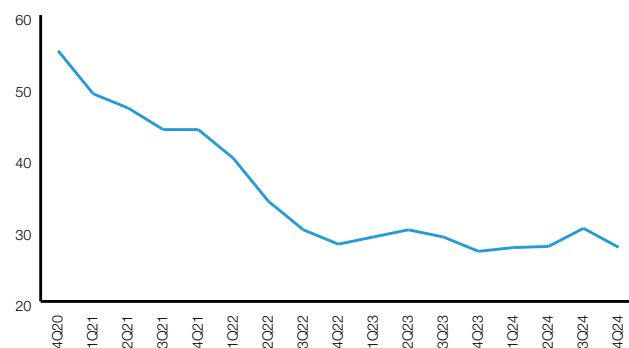
The ALICE™ Team

The Internal Audit function is augmented by the ALICE™ Team, which exists to serve Bidvest:

- Provides visibility and insight into the Group's IT space;
- Responds to the IT assurance needs of the businesses across the Group;
- Provides IT-related skill sets and expertise to strengthen the Group's IT security posture to help protect the Group's assets; and
- Assists the Group as required in the IT space ranging, from cybersecurity to data governance.

The ALICE™ Team's differentiator in providing our IT services to the Group is the ALICE™ platform. The platform allows us to deliver our IT services at scale, across (increasing) geographies with efficiency, at a high quality with deep and broad insights into the Group.

ALICE™ risk score (%)



ISA 315 readiness

This initiative aims to integrate and apply the requirements of International Standard on Auditing (ISA) 315, "Identifying and Assessing the Risks of Material Misstatement through Understanding the Entity and Its Environment," as they relate to IT within our organisation's control environments.

Tracking IT initiatives across all three categories to successful completion will allow our external auditors to place reliance on IT control environments to move to a more controls-based audit approach. This, in turn, will drive better combined assurance alignment.

Resilience

This initiative addressing the quality of business resilience in the form of disaster recovery testing continues to receive attention across the Group. Reliance on technology, the complexity of IT environment, cybersecurity threats, regulatory requirements and customer expectations all highlight the importance of disaster recovery testing in today's world. We believe that organisations that prioritise and regularly test their disaster recovery plans are better positioned to navigate and recover from unexpected disruptions.

Focus for 2025 and beyond

There will be a continued focus on the modernisation and digitisation of Group IT and in particular:

- System availability and stability;
- Cyber resilience;
- Enhancement of the operating models and delivery as enabled by technology; and
- Establishment of an AI framework.

Executive management processes and controls

At a minimum, the Exco meets on a quarterly basis. Apart from the Group CEO's top-down observations on the macro and trading environments and the Group CFO's report on the consolidated financial position of the Group, the following matters are standing agenda items for discussion:

- Confirmation of no anti-competitive behaviour, conflicts of interest and/or third-party agency arrangements;
- Updated operational financial projection;
- Corporate activity, including acquisitions and disposals;
- Human capital and transformation report aggregated from divisional submissions;
- Business development report detailing business pipeline, engagement with commercial stakeholders and media feedback;
- Top Group risks; and
- Sustainability matters to be raised at the Group Social, ethics and transformation committee.

Feedback from investor meetings post interim and final result releases are shared with the executives, as is the quarterly shareholder register. Strategy and budget sessions per division are held annually after divisional management has engaged with and rolled up the budget and strategies from individual businesses. The aggregate outcome is then discussed at the Exco and Board meeting.

Governance **structure** continued

Board of Directors

The Bidvest Board meets on a scheduled quarterly basis. As a standard, the three executive directors provide detailed feedback to the Board with regard to operational, strategic, financial, human capital, transformation and sustainability matters. Board committee chairpersons deliver feedback on pertinent matters and summarise the deliberations at recent committee meetings. Committee packs are digitally available to all Board members. Resolutions passed during the quarter are confirmed and other administrative matters dealt with. Each Board meeting closes with a session during which members reflect on the meeting. In the year under review, the Board has noted and placed Health, Safety, Security and Environment (HSSE) and Competition Commission Compliance as priority matters for consideration at the start of each meeting.

Any director may take independent professional advice, at the expense of the Company, where there is doubt as to whether a proposed course of action is consistent with his/her statutory and/or fiduciary duties and responsibilities. All directors have access to the Company Secretary for advice and guidance on governance matters and compliance with applicable legislation and procedures. Directors also have direct access to Company's external and internal auditors, and members of the executive management team, at all times.

Board members, attendance, mandate, focus

Mandate

The Board functions in accordance with the requirements of King IV™ and within the context of the Companies Act, the Listings Requirements, rules and codes of governance and other applicable laws. The Board plays a pivotal role in strategy planning and establishing benchmarks to measure the Group's strategic objectives. The role of the Board is regulated in a formal board charter, which defines its authority and power. While retaining overall accountability, the Board has delegated authority to the Group CEO for the day-to-day affairs of the Group. The Group CEO is supported by the Exco. The Board

has also established committees to enable it to discharge its duties and responsibilities properly and to fulfil its decision-making process effectively.

A summary of each committee's key focus areas for 2024 and the year ahead can be found on [ESG](#) pages 46 to 49. The Group Audit committee fulfils the statutory responsibilities of an audit committee for the Group as a whole, except for the banking and insurance businesses, both of which have their own statutory audit committees. A similar principle applies in respect of the Group Social, ethics and transformation committee, with responsibility for monitoring and reporting on social and ethics issues for entities with a public interest score of 500 or above, with the exception of the banking and insurance businesses, both of which have their own social and ethics committees. Majority-owned subsidiary, Adcock Ingram, has its own board with additional oversight by the Group to provide assurance.

Governing philosophy

The Board is fully committed to the highest standards of governance and accountability, as recommended in King IV™, and is cognisant of the role that corporate governance plays in running the Group and delivering governance outcomes such as an ethical culture, good performance, effective control and legitimacy. The Board of directors provides effective leadership ensuring that clear strategic direction and appropriate management structures are in place. The practices underpinning the principles endorsed in King IV™ are entrenched in the Group's internal controls, policies and procedures governing corporate conduct. Governance within Bidvest extends beyond legislative compliance.

The Board confirmed that the principles of King IV™ were satisfied with the updated full King IV™ application register available on the Group website www.bidvest.com.

Key focus areas during FY2024 were:

- Effective risk and oversight – reviewed quarterly feedback from Risk and Audit committee chairpersons, including solvency, liquidity and going concern status reports as well as financial performance against budget and the prior year, information

and technology governance. Interim and final results announcements and results were approved as was the annual report suite, including the financial statements;

- Uncompromised governance-reviewed quarterly feedback from the Social, ethics and transformation, Risk and Audit committee chairpersons with regard to governance of ethics, effectiveness of the functional governance framework, as well as compliance with applicable laws, the Listings Requirements and non-binding rules, codes and standards. It also included specific focus on the health and safety of employees. Charters and performance reviews are concluded on a rolling basis;
- Meaningful stakeholder engagement – the importance of broad and meaningful stakeholder engagement is lived through the focus on service, relationships and the Group's reconfirmed commitment to building an inclusive society. Actions and decisions were considered through this lens. The feedback from shareholders provided by the Remuneration committee chairperson was reviewed and the convening of the 2024 AGM and notice to shareholders were approved; and
- Enduring sustainability – focus on sustainability, inclusive of environmental, social and governance matters, in line with the ESG Framework continued. Conducting business in a responsible and accountable manner has been part of Bidvest's DNA since inception and management recognises this as a journey with more to do.

In terms of Bidvest's MoI, the non-executive directors who retire by rotation at the forthcoming AGM are Mr Thomson, Ms. Khanyile and Ms. Khumalo. Being eligible, Ms. Khanyile and Ms. Khumalo offer themselves for re-election. The directors' academic and professional qualifications are presented on [ESG](#) pages 40 and 41.

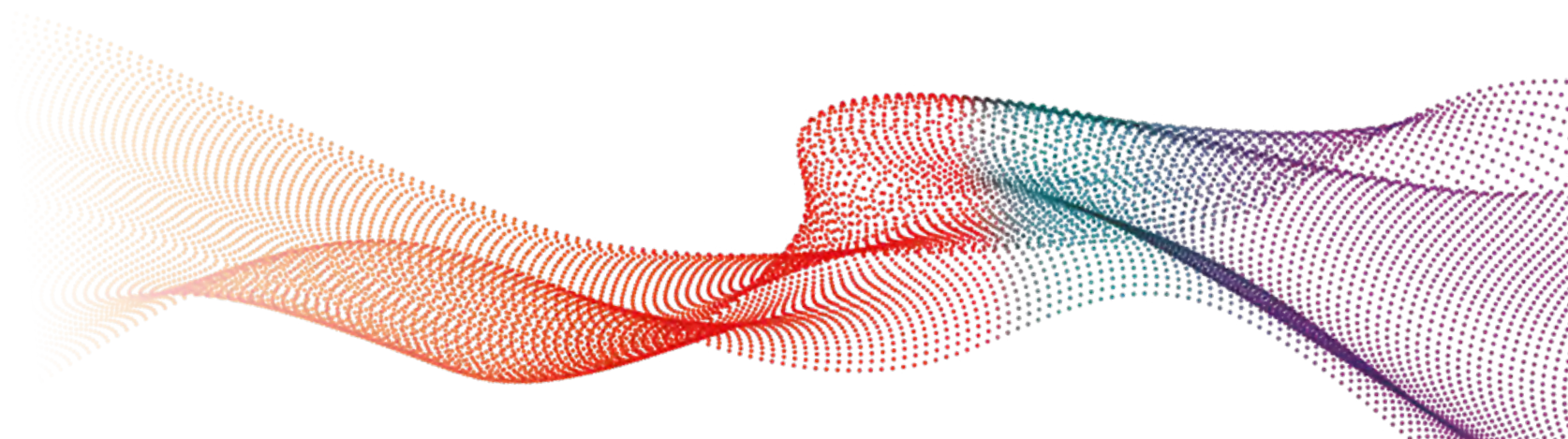
The Board is satisfied that its committees fulfilled their respective mandates in compliance with each of their terms of reference, as approved by the Board.

Attendance

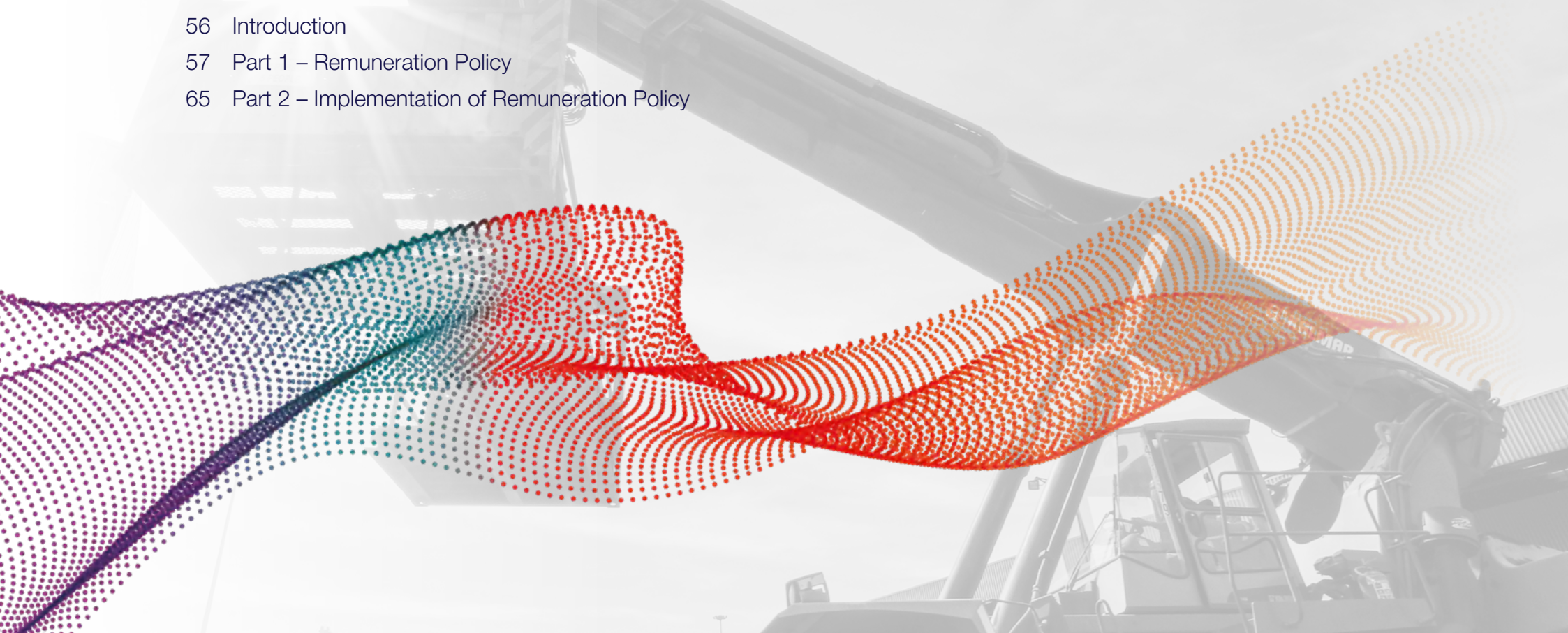
There were six Group Board meetings held during the period under review. The names of the directors who were in office for the reporting period and the details of Board meetings attended, either in person or by videoconference by each director are as follows:

	28 Nov 2023	01 Mar 2024	6 May 2024	31 May 2024	01 Jul 2024	30 Aug 2024
BF Mohale (Chairperson)	1	1	1	1	1	1
L Boyce	1	1	1	1	1	1
SN Mabaso-Koyana	1	1	1	1	1	1
RD Mokate	1	1	1	1	A	1
NW Thomson	1	1	1	1	1	1
FN Khanyile	1	1	1	1	1	1
MG Khumalo	1	1	1	1	1	1
KL Shuenyane	1	1	1	1	1	1
NT Madisa	1	1	1	1	1	1
MJ Steyn	1	1	1	1	1	1
GC McMahon	1	1	1	1	1	1
Invitees						
DS Masata ¹						1

¹ Appointed 9 September 2024



Remuneration report

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Norman Thomson

“I would like to express my gratitude to my fellow Remuneration committee members, the Chief executive and her team, as well as our independent adviser for their invaluable support in the discharging of our duties throughout the year. I anticipate continued strong support from shareholders on our Remuneration Policy and Implementation Report.”

Dear shareholder,

It is with great pleasure that I submit Bidvest's 2024 Remuneration report to you. It provides a clear and concise summary of our performance, remuneration outcomes, and our policy.

The Group's overall performance resulted in a weighted outcome of 87% on the short-term incentive (STI) scorecard, over one year, and a 94% vesting outcome on the long-term incentive (LTI) scorecard performance, measured over three years. In terms of our STI hurdles for ROFE, stretch performance was achieved for a return of 37.3%, while HEPS growth was better than the target hurdle at 6.7%. Sustainability target hurdles were all met with stretch performances against the environmental footprint and IT security metrics. Strategic execution exceeded expectations.

Bidvest has delivered a solid operating and financial performance, with the underlying themes of these results demonstrating consistency, strong cash flow and growth, which are the Group's coveted attributes. The trading environment was tougher than in recent years with economic and socio-political shifts evident in all our operating territories.

Increased innovation and technology deployment across all operating divisions and regions, excellent expense management, pleasing new business wins, as well as considered and focused corporate action execution, all contributed to overall results that are testament to the value of Bidvest's diversified portfolio. This was despite the pressure points of volume contractions in renewables and new vehicle sales.

Notwithstanding deploying capital offshore, where returns are initially lower, new vehicle and inflated renewable energy product inventory, as well as very price competitive markets, the Group delivered a ROIC of 16.1%, which is excellent and a consistent 500bps over the weighted average cost of capital (WACC). ROFE contracted somewhat from 38.3% to 37.3% due to growth capex and working capital investment referenced earlier. It is important to note that none of the aforementioned came at the expense of sustainability efforts and achievements.

It is equally pleasing that we can continue creating social value and mutual benefit for our societies and for those who rely on us and who support us. This remains an important pillar to the overall strategy, and the Group has become more deliberate and focused in recent years. An extra R3 billion was spent in procuring products and services from local businesses with Level 4 or better B-BBEE ratings, totalling R44 billion. Further progress was made in building diverse management teams across all businesses through the executive development programme and several new initiatives were implemented to upskill and/or reskill the employee base to enrich the internal talent pool. The Group's environmental footprint is lower and innovative products and services were launched to support clients in meeting their sustainability goals.

Additionally, the Group uses its Code of Ethical Purchasing as a tool to ensure its suppliers operate responsibly taking cognisance of the environment, human rights and good governance.

Reflecting on all of this, the Remuneration committee is confident that Bidvest surpassed stakeholder expectations and the resultant performance incentives are well deserved.

Looking ahead, the impact of strategic decisions taken will further refine the Group's portfolio and funding structure to continue to compete successfully and grow whilst consistently delivering excellent value-adding returns. A collection of enviable assets in sectors that serve our clients' everyday essential needs and benefit from megatrends playing out around us, will serve the Group well for years to come. During FY2025, a second iteration of the Bidvest ESG Framework will be formulated to further stretch and challenge the Group to meaningfully contribute towards global sustainability ambitions.

This management team, together with the entire Bidvest family, will continue to work tirelessly to exceed the expectations of all stakeholders. The committee believes that the FY2025 incentive scorecards presented in this report provide a solid basis to drive and fairly reward performance.

In November 2023, shareholders approved the first of two adjustments in non-executive director fees, which followed a comprehensive benchmarking exercise in the prior year. The fee adjustments tabled on page 71 [ESG](#) will result in non-executive director fees aligned to the upper quartile of the peer group, a principal embedded in the Group Remuneration Framework.

There was overwhelming shareholder support and endorsement in the 2023 AGM vote for the financial and non-financial metrics and targets, which is indicative of our leading Remuneration Policies and Implementation Reports. We hope to receive a similar outcome this year.

Remuneration **report** continued

Introduction

“Bidvest has delivered a solid performance. Five of the seven Group divisions reported growth in profits, and four of those impressive double-digit profit increases. Strong cash generation and conversion in the second half allowed us to reduce gearing from the interim stage, and end in line with the prior year. Yet again, we delivered an excellent value-adding return for shareholders. Our considered and focused corporate action execution has resulted in our maiden hygiene services entry in the Asia-Pacific market and the doubling of our Australian facilities management operations. This year's result is characterised by increased innovation and technology deployment across all our operating regions, which makes a positive impact and derives cost benefits for us and our customers, whilst at the same time, creating social value and mutual benefit for all of those who rely on us,”

Mpumi Madisa
Chief executive.

Bidvest's remuneration philosophy is to drive exceptional and sustainable long-term performance for all stakeholders in support of the Group's well-entrenched entrepreneurial culture.

Top-line growth together with vigorous gross margin management and excellent expense control culminated in Group trading profit increasing 8.5%. Cash flow from operating activities grew strongly by 18.7% and the Group's cash conversion after working capital investment and capital expenditure improved markedly from 76.4% to 83.4%.

At the end of FY2021, Bidvest introduced its ESG Framework, setting specific goals and measurements to evaluate progress. Advancement has been pleasing with the entire organisation working towards these common sustainability goals. Starting with the diversity of our leadership team, at management levels in SA, black people represented 77% of the appointments made – African people 51% and females 42%. Internationally, gender

and cultural diversity, and the inclusion of people with disabilities, are the key objectives with all businesses setting specific targets, embarking on initiatives to achieve greater diversity and inclusion in the operations. In SA, our operations spent R12 billion with black-owned and black women-owned small and medium enterprise companies. Locally, we procured 83%, or R44 billion, of goods and services from companies with a B-BBEE rating of at least a Level 4, edging closer to our target of 90%.

Group emission and water intensity decreased, with all divisions exceeding the FY2025 target. Equally important is the innovation that drove more environmentally sustainable products and services introduced in our offering to customers. Excellent progress was made to strengthen and continuously monitor basic IT hygiene disciplines across all the businesses as we broaden the coverage of controls and devices. The Group recognises that ESG is a journey and is committed to continuous improvement.

There is an undertone of positive sentiment regarding medium- to long-term growth prospects, particularly in SA. Consequently, we expect market conditions in all our operating territories to start improving. Reforms in the electricity and logistics sectors are critical to unlock structurally higher and inclusive economic growth in our home base. Interest rate cuts are expected, as we anticipate inflation easing further. This, together with continued real wage increases, should ultimately support an inflection in consumer spend.

There is strong momentum across the divisions, evident in new business being secured and the every-growing product and services basket, notwithstanding the specific first-half headwinds we expect to face from no maize exports and the still elevated renewable energy sales base.

The Group reaffirms its duty and commitment to building inclusive societies and to conduct business responsibly. Consequently, the Remuneration committee has proposed measurements for both short- and long-term incentives that balance the needs of all stakeholders while staying true to the performance culture of Bidvest.

The committee has also considered the impact of King IV™ and the Listings Requirements on the Remuneration Policy. This report is, therefore, presented in two parts: The Remuneration Policy and the implementation of the policy during the year.

At the annual general meeting (AGM) on 28 November 2023, our FY2023 Remuneration Report was presented and voted on in sections, namely:

Part 1: Remuneration Policy – endorsed by 94% of shareholders that voted; and

Part 2: Implementation of policy – endorsed by 96% of shareholders that voted.

As a matter of good governance, Bidvest engaged shareholders with regard to the Remuneration Policy and implementation matters. Key focus areas included the above inflation increases in non-executive remuneration resulting from benchmarking, employee safety and wellbeing, and the vesting period of LTIs. The balance between financial and non-financial aspects, as well as the clear measurements and targets of the sustainability metrics incorporated in the incentive scorecards, were complemented.

The Remuneration committee considered the feedback as well as the performance achieved. Incentive scorecards, both short-term and long-term, are mechanisms to drive and motivate management to deliver consistent superior growth responsibly and sustainably, considering all stakeholders while at the same time serving as an effective retention tool. Stretch targets are set at levels that the committee believe is exceed shareholder expectations, at a point in time, and challenge management to deliver ahead of bottom-up forecasts without being demoralisingly high.

The consistency of performance metrics in a decentralised group, in particular, is invaluable while simultaneously being the most powerful measurement with application in all 250 businesses. This, together with management's ambition to achieve consistent growth, financially and non-financially, over multiple years, drives the composition of the scorecards. Hurdles for financial metrics are higher in the LTI scorecard compared to the STI to motivate continued and sustainable outperformance over multiple years.

The committee agrees with the observation that benchmarking remuneration could result in a vicious circle of high increases, which exacerbates inequality and deliberated on it during the year. The committee is comfortable benchmarking to the top-quartile as it follows top-quartile performance by the Group. Bidvest non-executive director fees grew by only 6% CAGR between 2017 and 2023, despite evolving from a domestic-only group to one with operations in six international countries in addition to its homebase and structural shifts in board fees.

Given the diversified nature of the Group, the Remuneration report intends to provide an overview and understanding of Bidvest's remuneration philosophy with a focus on executive and non-executive director remuneration, including an overview of the share plans used across the Group. This report should be read in conjunction with the Remuneration Framework on the Bidvest website.

Responsible and fair remuneration

Bidvest is explicit in its commitment to income parity and acknowledges the growing call for disclosure as articulated in the Companies Amendment Act signed by the President in July 2024. The Group is in the process of determining the pay gaps that will need to be disclosed in future reporting.

Underscoring the importance of this, Bidvest signed up to the UNGC's #ForwardFaster Gender Equality and Living Wage focus and acceleration commitments. These two commitments have specific ambitions.

To report on aggregated pay gap in a consistent, complete and accurate manner across the diverse and decentralised operational payrolls remains our biggest challenge and needs a technology-driven solution to support efficient data extraction. While working hard to do this in a maintainable and scalable manner, using ALICE™, the focus remains on progressing fair remuneration and decent living across our employee base.

Over the past five years, there was a marked distinction in fixed remuneration increases for the Group overall compared to low-income earners. Low-income earners earn bargaining council/

union negotiated wages which have grown by a 5-yr CAGR of 6.6% vs 5.3% for salary increases across the Group. Over the last three years, the cleaning sector wage CAGR is 8.3% vs Group at 5.3%, double the difference compared to the longer period. This is in recognition of cost-of-living pressures and growing ambitions to pay a living wage.

Management remains committed to transparent, meaningful and complete reporting at an aggregated level.

Part 1 – Remuneration Policy

In this part of the report, Bidvest sets out the driving forces behind the Group remuneration policy and how the impact on all stakeholders is considered, and taken into account, to strike an appropriate and sustainable balance.

Key principles of our philosophy

The key principles that shape our policy are:

- A critical success factor of the Group is its ability to attract, retain and motivate the entrepreneurial talent required to achieve positive operational outcomes and strategic objectives while adhering to an ethical culture and good corporate citizenship. Both STI and LTI are used to promote this;
- A delivery-specific STI is viewed as a strong driver of performance and a significant portion of senior management's through-the-cycle reward. It is designed to be variable and aligned with stakeholder interests. This is prescribed by achieving realistic financial and non-financial targets and, where applicable, the individual's contribution to the growth and development of their immediate business, their division, or the wider Group. Only when warranted by exceptional circumstances are special bonuses considered as additional awards;
- Allowing appropriate flexibility due to the Group's dynamic and fast-moving nature, management is often redeployed to take on new challenges and address poor-performing divisions and, in such cases, subjective criteria may need to be applied when evaluating performance;

- A LTI that aligns the objectives of management, shareholders, and other stakeholders for a sustainable period; and
- The Group is committed to a sustainable, fair, and responsible remuneration policy from both an external competitiveness perspective and an internal equity perspective, which satisfies the requirements of all our stakeholders. Total remuneration is benchmarked to the upper quartile of the comparator group.

Policy principles

The Remuneration committee functions as a sub-committee of the Board in terms of an agreed mandate. It evaluates and monitors the Group's remuneration philosophy and practices to ensure consistency with governance principles and corporate strategy. The Remuneration committee further implements the Board-approved Remuneration Policy to ensure that:

- Salary structures and policies, cash as well as share-based incentives, motivate superior performance and are linked to realistic performance objectives that support sustainable long-term business growth; and
- Stakeholders can make an informed assessment of reward practices and governance processes.

There is compliance with all applicable laws and regulations.

The Remuneration committee has discretion, when warranted by exceptional circumstances and where considerable value has been created for shareholders and stakeholders of Bidvest by specific key employees, to award special bonuses or other ex-gratia payments to individuals. In exercising this discretion, the Remuneration committee must be satisfied that such payments are fair, reasonable and are disclosed to shareholders as required by remuneration governance principles. Post year-end the committee supported the discretion exercised by the Group CEO in implementing a retention package for key and critical Bidvest Bank and FinGlobal employees for the period between the disposal announcement and closing of the envisaged transaction/s.

Remuneration **report** continued

Both LTI schemes have 'bad leaver' clauses. If an award is unvested and employment is terminated by dismissal for misconduct, poor performance or proven dishonest or fraudulent conduct, all unvested awards will lapse unless the Remuneration committee, in its absolute discretion, determines otherwise.

A claw-back policy is also applicable to both STI and LTI.

If a trigger event arises after variable remuneration has been paid or settled, the Remuneration committee can demand the repayment of an amount equal to the pre-tax value of any STI or pre-tax amount equal to the market value of any LTI received. Trigger events include, amongst others, gross misconduct and proven dishonest or fraudulent conduct.

Governance and the Remuneration committee

Board responsibility

The Board carries ultimate responsibility for the Remuneration Policy. The Remuneration committee operates in terms of a Board-approved mandate. The Board will, when required, refer matters for shareholder approval, for example:

- New and amended share-based incentive schemes and their design;
- Non-executive director board and committee fees; and
- Endorsement of the annual remuneration policy and implementation report.

The Remuneration Policy (Part 1) and remuneration implementation report (Part 2) will be put to separate non-binding shareholders' votes at the AGM of shareholders.

Composition, mandate, and attendance for remuneration committee

The members of the Remuneration committee are independent non-executive directors as defined by King IV™. The Remuneration committee is scheduled to hold four meetings per year but also meets on an *ad hoc* basis when required.

The attendance for these meetings is contained on page 48 .

The Group CEO, CFO, and Corporate Affairs executive attend meetings by invitation to assist the Remuneration committee in executing its mandate. Other members of executive management are invited when appropriate. No executive participates in the voting process or is present at meetings of the Remuneration committee when their remuneration is discussed or considered. Deloitte was re-appointed as the committee's independent adviser.

The chairman of the Remuneration committee or, in his absence, another member of the Remuneration committee, is required to attend the AGM to answer questions on remuneration.

The terms of reference as set out in the mandate of the Remuneration committee include:

- Reviewing the Group remuneration philosophy and policy and assisting the Board in establishing a Remuneration Policy for directors and senior executives that will promote the achievement of strategic objectives and encourage individual performance;
- Ensuring that the mix of fixed and variable pay in cash, shares and other elements meets the Group's needs and strategic objectives;
- Reviewing incentive schemes to ensure continued contribution to stakeholder value;
- Reviewing the recommendations of management on fee proposals for the Group chairman and non-executive directors and determining, in conjunction with the Board, the final proposals to be submitted to shareholders for approval;
- Determining all the remuneration parameters for the Group CEO and executive directors;
- Reviewing and recommending to the Board the relevant criteria necessary to measure the performance of executives in determining their remuneration;
- Agreeing to the principles for senior management salary increases and cash incentives;
- Determining LTI (Conditional Share Plan) allocations and awards for executive directors and reviewing all allocations for senior management;

- Overseeing the preparation of the remuneration report (as contained in this Annual ESG report) to ensure that it is clear, concise and transparent;
- Ensuring that the Remuneration Policy and remuneration policy implementation be put to two non-binding advisory votes by shareholders and engaging with shareholders and other stakeholders on the Group's remuneration philosophy; and
- Annually evaluating the committee's performance against its charter and any formal shareholder feedback received.

Role of benchmarking

To ensure that the Group remains competitive in the markets in which it operates, all elements of remuneration are subject to regular reviews against relevant market and peer data. Reviews are performed when required to benchmark the Group's remuneration against the services, trading and distribution industry and the general South African market.

The peer company selection criteria are based on a weighted basket of metrics, including market capitalisation, revenue, total assets, operating profit, employee cost and number of employees. Based on these criteria, the resultant group comprises the following peers: Nedbank, Shoprite, Old Mutual, Vodacom, Pepkor, Bidcorp, Woolworths, Capitec, Aspen, Spar, Motus, Barloworld, Life Healthcare, Clicks, Mr Price, Tiger Brands, Netcare and Growthpoint.

The Policy aims to position the Group as a preferred employer within the services, trading and distribution industry. This means benchmarking to the upper quartile of the peer group. Performance relative to peers, consistently within the 75th percentile, aligns with this. To retain flexibility and ensure fairness when directing human capital to those areas of the Group requiring focused attention, subjective performance assessments may sometimes be necessary when evaluating employee contributions.

The Group believes that its Remuneration Policy plays a vital role in realising its business strategy and that it must be competitive in the markets in which it operates.

Executive directors

Terms of service

The minimum terms and conditions applied to executive directors are governed by SA legislation. The notice period for these directors is one month. In the exceptional situation of the termination of executive directors' services, the Remuneration committee (assisted by independent labour law legal advisers) oversees the settlement of terms.

In terms of Schedule 10.16 (g) of the Listings Requirements and the Bidvest Mol, executive directors are no longer required to offer themselves for re-election. The Board, through the Nominations committee, assesses their appropriateness to hold office.

Executive directors are permitted to serve as non-executive directors on one other public company board with the express permission of the Group CEO and the Nominations committee. This excludes directorships where the Group holds a strategic investment in that public company (i.e. nominee directorship). Fees paid to nominee directors accrue to the Group and not to the individual directors concerned.

Elements of remuneration and package design

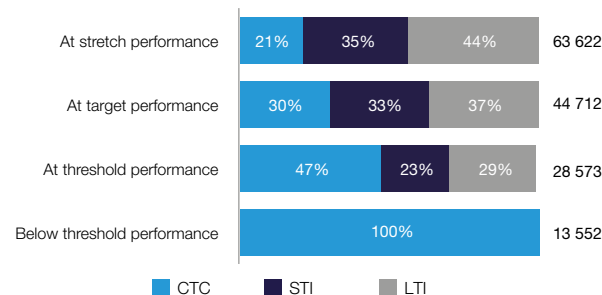
The Group operates a total cost-to-company (CTC) philosophy whereby cash remuneration and benefits (including a defined contribution retirement fund, medical aid, and other insured benefits) form part of an employee's fixed total CTC remuneration. Senior management and executive directors also participate in STI through a performance bonus plan. Two LTI plans are in operation.

The Bidvest Share Appreciation Right Plan (SAR) is for senior management and Group executive committee members (Exco) who are not Group executive directors. The Bidvest Conditional Share Plan (CSP) is for Group executive directors, Exco and offshore-based senior management. Since 1 July 2021, Exco has participated in the LTI through a combination of CSP and SAR to better align with Group executive directors.

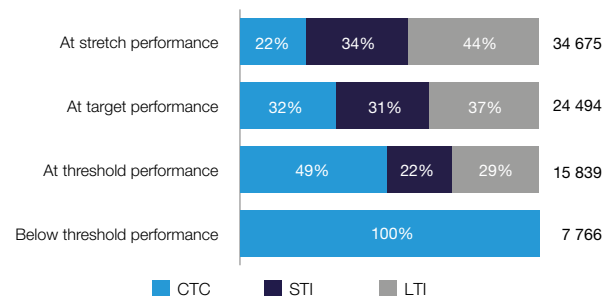
The Remuneration Policy ensures that executive director remuneration is dependent on Group performance. This is achieved in two ways, through an annual cash bonus and a long-term share plan. In Part 2 of the report, the actual total pay outcomes for the 12 months ending 30 June 2024

are depicted, whilst the total pay opportunities for the Group executive directors under four different performance scenarios are illustrated in the following graphs:

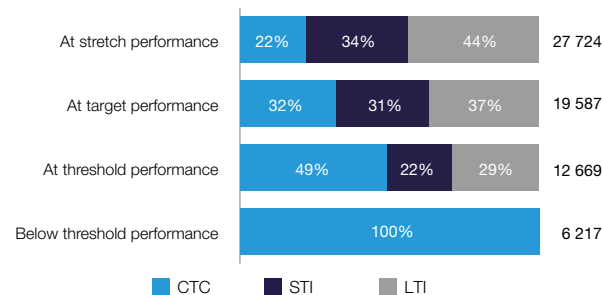
CEO (R'000)



CFO (R'000)



Executive director (R'000)



The different components of remuneration, its objectives, the Policy that governs it and the link to the business strategy are summarised below. Where changes to the Policy are envisaged for the following financial year, these are highlighted.

The Group views the executive directors, who are members of the Exco as the current "prescribed officers" as defined in the Companies Act; therefore, no separate Remuneration Policy disclosure for prescribed officers is necessary.

No proposed changes for FY2025

The Remuneration committee believes that the measurements embedded in both short- and long-term incentives, balance profit and purpose, and no changes are therefore proposed for FY2025.

The macro factors we experienced in FY2024 are expected to remain broadly unchanged in FY2025. Bidvest businesses are well positioned to compete effectively and capitalise on megatrends whilst pursuing strategic ambitions to grow their international exposure to hygiene and facilities management services and invest in long-dated terminal assets in SA. Focus on margin, expenses, cash generation and returns will continue. The Group continues to target growth while building inclusive societies and conducting business responsibly.

Remuneration **report** continued

In relation to financial metrics, the HEPS hurdles remain unchanged from a base excluding the to-be-disposed of Bidvest Bank and FinGlobal. In the prior year, the principle was established to review the ROFE hurdles in relation to the ROIC vs WACC spreads and balance sheet structure. The target hurdle equates to a 200bps spread over WACC and the stretch hurdle an excellent 350bps spread. The pro-forma balance sheet has not been finalised but will be done for FY2025 interim reporting. At that stage management will review calculations to assess whether or not ROFE hurdles needed recalibration given the aforementioned principle. The committee will then determine whether an upward adjustment to ROFE hurdles will be made retrospectively.

The measurements and targets comprising the sustainability metrics are now embedded in business behaviour, achieving the desired focus on the medium-term targets set in the ESG Framework. The measures and hurdles remain the same as there is still scope for improvement. Management will be formulating the next iteration of the Bidvest ESG Framework during FY2025 and this is expected to result in measurement changes to be communicated in next year's Remuneration report.

The strategic metric includes aspects critical to building a business that creates value and will endure the test of time, and these remain unchanged. The Acquisition committee will assess the performance of these elements against a portfolio of evidence using a scoring table.

Table 1: FY2025 STI scorecard

		Threshold	Target	Stretch
	Weighting	30%	65%	100%
HEPS growth	40%	GDP+CPI	GDP+CPI +1%	GDP+CPI +3%
ROFE	30%	27%	32%	37%
Sustainability	15%			
Environmental				
Reduction in Scope 1&2 emissions and water intensity (FY19 base)	2.5%	25%	30%	35%
Social				
African appointments (top & senior management)	2.5%	45%	50%	55%
Local procurement with B-BBEE L1-4 suppliers	2.5%	75%	80%	85%
Female appointments (middle management)	2.5%	35%	40%	45%
Governance				
B-BBEE rating (80% of operating businesses)	2.5%	min L4	min L3	min L2
ALICE score (quarterly average)	2.5%	40%	35%	30%
Strategic actions	15%			
Execution of strategy		Assess against portfolio of evidence. Scoring table		
Return uplift on major acquisitions (3yrs)		Sequential improvement in return		
Innovation & technology		Assess against portfolio of evidence. Scoring table		
		100%		
Maximum score				
CEO	165%			
ED	150%			
Exco	125%			

Table 2: FY2025 LTI scorecard

		Threshold	Target	Stretch
	Weighting	30%	60%	100%
LTI 2025				
HEPS growth (3yr compound)	30%	GDP+CPI	GDP+CPI +1.5%	GDP+CPI +4%
ROFE (3yr average)	30%	26%	32%	36%
Sustainability	20%	average annual calculated outcome over 3 years		
Strategic actions	20%	average annual calculated outcome over 3 years		
		100%		

Table 3: Summary of remuneration components for executive directors

	Component, objective and link to strategy	Policy	Future changes	Resultant 2025 policy
Guaranteed pay (CTC)	Base package To help attract and retain the best talent. It aligns with business strategy as it considers internal and external equity, ensuring competitiveness and rewarding individuals fairly based on similar jobs in the market. Reviewed annually and set on 1 July.	Level of skill and experience, scope of responsibilities and competitiveness of the total remuneration package are considered when determining CTC.	No changes proposed for 2025.	Unchanged Level of skill and experience, scope of responsibilities and competitiveness of the total remuneration package are considered when determining CTC.
	Benefits Provides employees with contractually agreed basic benefits such as retirement fund benefits (defined contribution), medical aid, risk benefits and life and disability insurance. Benefits recognise the need for a holistic approach to guaranteed packages.	The Company contributes towards retirement benefits as per the rules of its retirement funds. Medical aid contributions depend upon each individual's needs and package selection. Risk and insurance benefits are Company contributions, all of which form part of CTC.	No changes to standard employment benefits.	Unchanged The Company contributes towards retirement benefits as per the rules of its retirement funds. Medical aid contributions depend upon each individual's needs and package selection. Risk and insurance benefits are Company contributions, all of which form part of CTC.

Remuneration **report** continued

	Component, objective and link to strategy	Policy	Future changes	Resultant 2025 policy
Short-term incentives (STI)	Short-term cash incentives To motivate and incentivise delivery of performance, financial and non-financial, consistent with the Group's strategy over the one-year operating cycle. Encourages sustainable growth in headline earnings per share and return on funds employed for shareholders whilst maintaining a strong financial position, combined with strategic and sustainability metrics, to ensure well-balanced KPIs. It rewards executive directors for their measurable contributions. Bonus levels and the appropriateness of measures and weightings are reviewed annually to ensure these continue supporting Bidvest's strategy. The annual bonus is paid in cash in August/ September each year.	Threshold, target and stretch performance targets are set for the following metrics: Financial performance • Headline earnings per share (HEPS) growth; and • Average ROFE achieved. Non-financial performance • Sustainability; and • Strategic actions. The vesting of the hurdles is 30%, 65% and 100%, respectively, for threshold, target and stretch. The weighted outcome derives a STI, which is capped at 165% of the CEO's CTC and 150% of the CTC for the other executive directors. Linear vesting will occur between the performance hurdles set.	There are no changes to the metrics and weightings.	Unchanged (as set out in Table 1) Financial performance • HEPS growth (40% weighting) with threshold, target and stretch hurdles set with reference to trading profit weighted GPD and CPI; and • ROFE (30% weighting) with threshold, target and stretch hurdles, anchored by spread over WACC. Non-financial performance • Sustainability (15% weighting), which incorporates specific measurements relating to environmental, social and governance elements with threshold, target and stretch hurdles; and • Strategic (15% weighting), which incorporates specific elements – execution of strategy, innovation and deployment of technology and return uplift on major acquisitions – subjectively assessed by the Acquisition committee using a scoring table. The weighted outcome derives a STI, which is capped at 165% of the CEO's CTC and 150% of the CTC for the other executive directors. Linear vesting will occur between the performance hurdles set.

	Component, objective and link to strategy	Policy	Future changes	Resultant 2025 policy
Long-term incentives (LTI)	Conditional Share Plan (CSP) To motivate and incentivise the delivery of long-term, sustainable performance. This aligns executives' interests with shareholders through conditional rights to future delivery of equity. Vesting of conditional rights to shares is subject to performance targets, thereby supporting the performance culture of the Group.	Award levels are set according to best practice benchmarks to ensure support of the Group's business strategy. Awards consist of conditional rights to shares, subject to performance conditions over a three-year performance period and continued employment for the vesting periods of three years (75% of the award) and four years (25% of the award), respectively. The Group performance metrics comprise the following: • HEPS growth; • ROFE; • Sustainability; and • Strategic. The vesting of the hurdles is 30%, 60% and 100%, respectively, for threshold, target and stretch. Linear vesting will occur between the performance hurdles set.	There are no changes to the metrics and weightings.	Unchanged (as set out in Table 2) Objective performance targets set for the following metrics: • 3-year compound HEPS growth (30% weighting) with threshold, target and stretch hurdles with reference to trading profit weighted GPD and CPI; • 3-year average ROFE (30% weighting) with threshold, target and stretch hurdles, anchored by spread over WACC; • 3-year average sustainability score (20% weighting) which incorporates specific measurements relating to environmental, social and governance elements with threshold, target and stretch hurdles; and • The 3-year average subjective strategic metric score (20% weighting) includes specific measurement elements of execution of strategy, innovation and deployment of technology and return uplift on major acquisitions. Awards consist of conditional rights to shares, subject to performance conditions over a three-year performance period and continued employment for the vesting periods of three years (75% of the award) and four years (25% of the award), respectively.

Remuneration **report** continued

Further details on the two long-term incentive plans active in the Group:

Conditional Share Plan

At the 2008 AGM, shareholders approved a CSP for executive directors and senior employees with significant managerial or other responsibilities.

Under the CSP, participants are awarded a right to future delivery of equity (i.e. a conditional right to receive shares). Vesting of shares is subject to the achievement of performance conditions. Group performance conditions, each with different weightings, have been imposed. The performance period is three years, coinciding with the Group's financial year. 75% of awards vest after three years, and the remaining 25% after four years.

Further details on the award levels, performance period and measure, can be found in Part 2 of this report.

Share Appreciation Rights Plan

Upon the unbundling of Bid Corporation Limited (Bidcorp) from Bidvest in May 2016, shareholders approved a new Share Appreciation Rights Plan (SAR Plan). Senior management (excluding executive directors) participate in the SAR Plan. SARs vest after three, four and five years and lapse after seven years.

Share dilution

An aggregate limit applies to the CSP and SAR Plans, and no more than 5% of the issued share capital of Bidvest can be issued in settlement of both the CSP and the SAR Plans. The limit is not impacted if shares are purchased in the open market to settle allocations in terms of the CSP and the SAR Plans.

Non-executive directors

Terms of service

The shareholders appoint non-executive directors at the AGM. Interim board appointments are permitted between AGMs. Appointments are made as per Group policy. Interim appointees retire at the next AGM, which is when they may make themselves available for re-election.

As appropriate, the Board, through the Nominations committee, proposes their re-election to shareholders. Each year, one-third of the non-executive directors retire by rotation. A nine-year tenure limit is in place for all non-executive directors.

Fees

Group policy is to pay competitive fees for the role while recognising the required time commitment. Fees are benchmarked against a comparator group of JSE-listed companies. The fees comprise an annual retainer component and an attendance fee for scheduled meetings, as tabulated in Part 2 of this report. The chairman of the Board receives an annual fee in lieu of retainer and attendance fees. In addition, non-executive directors are compensated for travel and subsistence expenses incurred on official business where necessary and to attend meetings. No contractual arrangements are entered into to compensate non-executive directors for the loss of office.

Non-executive directors do not receive a STI, nor do they participate in any LTI schemes, except where non-executive directors previously held executive office, and they remain entitled to unvested benefits arising from their period of employment. The Group does not provide retirement contributions to non-executive directors.

The Board proposes non-executive directors' fees (based on independent advice) to shareholders annually for a shareholder vote.

Shareholder engagement

The Group's Remuneration Policy and its implementation are placed before shareholders for consideration and approval under the terms of an advisory, non-binding vote, at the AGM as provided in the Listings Requirements and recommended by King IV™.

If 25% or more of the votes cast are recorded against either the Remuneration Policy resolution or the implementation resolution, then:

- Executive management and the Remuneration committee chairperson will engage shareholders to ascertain the reasons for the dissenting vote. Where considered appropriate, other members of the Remuneration committee may participate in these engagements with selected shareholders; and
- Executive management will make specific recommendations to the Remuneration committee on how shareholders' legitimate and reasonable objections might be addressed, either in the Group's Remuneration Policy or through changes in how the Remuneration Policy is implemented.

Directors' interests in contracts

During the financial year, none of the current directors had a material interest in any contract of significance to which the Company or any of its subsidiaries were parties.

Non-binding advisory vote

Shareholders are requested to evaluate whether the tabled Remuneration Policy to be implemented in FY2025 strikes the appropriate balance between rewarding outcomes, financial and non-financial, considering the impact on all stakeholders by casting an advisory vote on the Remuneration Policy as contained in Part 1 of this report.

Part 2 – implementation of remuneration policy

This part of the report discusses the implementation of Bidvest's Remuneration Policy voted on last year.

Performance in FY2024 was measured against the agreed metrics in deriving incentive outcomes and personal performance considered in awarding salary increases.

Executive director remuneration

Guaranteed pay – base pay and benefits (FY2024)

It is proposed that a 5% increase in executive directors' basic remuneration effective 1 July 2024 be approved in line with the salary increases approved across the Group. Wage increases across our operating territories vary between 7-9%. For FY2024, executive directors' basic remuneration increased by 6%.

Short-term incentives (FY2024)

The performance measures and targets generating the awards were:

- HEPS growth (40% weighting) is measured on a linear basis between the threshold (real growth), target (1% real growth) and stretch (3% real growth) hurdles. GDP and inflation are weighted based on the geographic mix of trading profit;
- ROFE (30% weighting) measured on a linear basis between the threshold 27%, target 32%, and stretch 37% hurdles;
- Sustainability (15% weighting) metrics, which include social, environmental and governance elements, measured on a linear basis between pre-set threshold, target and stretch hurdles evaluated by the Group Social, ethics and transformation committee; and
- Strategic (15% weighting) metrics, which include strategic decision making, innovation, and return uplift on major acquisitions over a three-year period to be evaluated by the Group Acquisitions committee.

No exclusion and / or adjustment to reported headline earnings was allowed by the Remuneration committee in its exercise of its discretion.

The performance against sustainability metrics is based on aggregated data. Procurement, demographic and empowerment scorecard related data are audited by rating agencies as part of the annual B-BBEE verification process. The IT hygiene score is autonomously determined by ALICE™ while the environmental data was subject to a readiness review conducted by PwC.

The Acquisition committee awarded a 100% score ("greatly exceeds expectations") for the strategic metric after considering the successful evolution of the Group's acquisitive and organic growth strategy:

- Executing strategy – FY2024 started with a full M&A pipeline, with 11 transactions concluded, representing opportunities mainly to scale and diversify existing businesses and/or geographic presence. The transactions closed advance, mainly, the Group's internationalisation in the niche areas of hygiene services and facilities management. Organic growth efforts were predominantly focused on accelerating top-line and entrenching market positions through vertical integration. Strategic assessments pivoted the Automotive division into greater brand diversification, drove continued engagement with Transnet with regard to terminal operations and culminated in a decision to exit the banking industry and recycle capital into the Group's core industrial activities;
- Innovation to maximise the portfolio – The ability to differentiate Bidvest's everyday, essential product and service basket is key to sustainably create value for all stakeholders in the (relatively low barriers-to-entry market segments). Innovation initiatives implemented leverages technology and best practice, make a positive, measurable impact whilst also deriving cost benefits, and reinforce key competitive advantages. Operational focus was on building the top-line through new product introductions, upgrading and expanding digital customer channels and entrenching market positions through vertical integration. This culminated in real revenue growth in a largely stagnant macro environment; and

- Return uplift on major acquisitions – In a particularly tough Australian trading environment, plagued by labour inflation in excess of record core inflation and high tenant vacancies, BIC delivered an acceptable result. The three-pronged approach to drive growth – geographic scale, vertical sector expansion, and self-servicing of select services – has gained traction. The earlier than expected integration of BIC and Consolidated absorbed considerable management capacity. Financial results were respectable, cash generation was good and returns were in excess of at-acquisition levels.

Remuneration **report** continued

Bonus outcomes were calculated as follows:

FY2024 STI scorecard outcome

Measure	Weighting	Threshold 30%	Target 65%	Stretch 100%	Actual performance	Outcome	Weighted outcome
Financial	70.0%						60.03%
HEPS growth		GDP+CPI	GDP+CPI +1%	GDP+CPI +3%			
HEPS growth	40.0%	5.2%	6.2%	8.2%	6.7%	75.1%	30.03%
ROFE	30.0%	27%	32%	37%	37.3%	100.0%	30.00%
Sustainability	15.0%						12.15%
Environmental							
Reduction in Scope 1&2 emissions and water intensity (FY19 base)	2.5%	25%	30%	35%	40.7%	100.0%	2.50%
Social							
Female appointments (middle management)	2.5%	35%	40%	45%	41.0%	71.7%	1.79%
African appointments (top & senior management)	2.5%	45%	50%	55%	50.0%	65.0%	1.63%
Local procurement with B-BBEE L1-4 suppliers	2.5%	75%	80%	85%	82.8%	84.3%	2.11%
Governance							
B-BBEE rating for 80% of all operating businesses	2.5%	min L4	min L3	min L2	L3	65.0%	1.63%
ALICE score (quarterly aver)	2.5%	40%	35%	30%	28.2%	100.0%	2.50%
Strategic actions	15.0%					100.0%	15.00%
Execution of strategy		Assess against portfolio of evidence. Scoring table					
Return uplift on major acquisitions (3yrs)		Sequential improvement in return					
Innovation & technology		Assess against portfolio of evidence. Scoring table					
Total	100.0%						87.18%
Maximum score							
CEO							143.85%
ED							130.77%
Exco							108.97%

Long-term incentives

In line with the disclosure format recommended by King IV™, information relating to LTIs awarded, vested, and settled during FY2024 and outstanding LTIs is disclosed.

No new shares were issued to fulfil obligations in terms of the Group's incentive plans.

Further details pertaining to the above are in the table titled "Unvested long-term incentive awards and cash value of settled awards" in the Annexure on [ESG](#) page 72 .

Long-term incentives awarded during 2024

All executive directors are awarded CSP awards. The following performance targets, weightings and performance periods apply to the CSPs awarded during FY2024 and are to be tested over a three-year period that commenced on 1 July 2023. 75% of the awards will vest after three years, while the remaining 25% will vest after four years.

Performance conditions and weighting	Detail of performance conditions	Vesting profile
• HEPS growth (30%); • ROFE (30%); • Sustainability metrics (20%), which include social, environmental and governance measures; and • Strategic metrics (20%), which include specific aspects that are critical to building a business that is worth building and will endure the test of time.	Three-year compound HEPS growth: • Threshold – real growth • Target – 1.5% real growth • Stretch – 4% real growth. Three-year average ROFE: • Threshold – 26% • Target – 32% • Stretch – 36%. Average annual calculated outcome over three years as it relates to sustainability metrics. Average annual calculated outcome over three years as it relates to strategic metrics as guided by the Acquisition committee.	HEPS and ROFE • Below threshold – 0% vesting • At threshold – 30% vesting • Target – 60% vesting • Stretch – 100% vesting, where linear vesting will occur between the hurdles. The Group Social, ethics and transformation committee will determine the sustainability score. The Group Acquisition committee will determine the vesting score of the strategic measures.

The CSPs awarded during FY2024 at a target using the 20-day VWAP price as at 30 June 2023 can be expressed as 120% of the CEO's CTC and 115% of the CFO and executive director CTCs. This award was based on a benchmarking exercise performed by the committee's standing advisors.

Nonqaba Katamzi, as Group company secretary during FY2024, was awarded 22 000 SARs in December 2023 at an award price of R212.64 per share.

Remuneration **report** continued

Long-term incentives vesting during FY2024

The remaining 25% of the 2020 accrued awards vested in September 2024.

The 2021 CSP awards were tested against performance targets over three years, which commenced on 1 July 2021. Based on the actual performance and assigned weightings, 94% of awards accrued to beneficiaries, with 75% having vested in September 2024 and the remaining 25% vesting in September 2025.

2021 award

Measure	Weighting	Threshold 30%	Target 60%	Stretch 100%	Actual performance	Outcome	Weighted outcome
Financial	60.0%						60.0%
			GDP+CPI	GDP+CPI			
HEPS		GDP+CPI	+1.5%	+5%			
HEPS	30.0%	25.3%	26.8%	30.3%	56.5%	100.0%	30.00%
ROFE	30.0%	24.0%	25.0%	28.0%	37.8%	100.0%	30.00%
Non-financial	40.0%						34.44%
Strategic actions	20.0%					94.7%	18.93%
Sustainability	20.0%					77.5%	15.50%
Total	100.0%						94.44%

Long-term incentives settled during FY2024

Details relating to the settlement of long-term incentives are contained in the single figure of remuneration tables on the following page.

Outstanding long-term incentives

As at 30 June 2024, the vesting of the CSP rights granted in 2022 and 2023 is estimated to be achieved as follows:

2022 awards				2023 awards			
KPI	Weighting	To date vesting	Weighted outcome	KPI	Weighting	To date vesting	Weighted outcome
HEPS	30%	100%	30%	HEPS	30%	61%	18%
ROFE	30%	100%	30%	ROFE	30%	100%	30%
Strategic actions	20%	95%	19%	Strategic actions	20%	100%	20%
Sustainability	20%	74%	15%	Sustainability	20%	81%	16%
Overall score			94%	Overall score			84%

Total remuneration outcomes

Single figure of remuneration

The total remuneration outcomes are reflected below, comprising salary and benefits, cash incentives for FY2024 and long-term incentives where the performance period ended in FY2024. With reference to actual total pay during FY2024, Mpumi Madisa (R32.7 million), Mark Steyn (R19.1 million) and Gillian McMahon (R11.7 million) realised benefit from the exercise of CSPs, as well as SARs and Replacement Rights which previously vested.

2024

	Basic remuneration	Retirement/ medical benefits	Other benefits and costs	Cash incentives	LTIP Reflected ¹	Single figure
NT Madisa	12 795	757	726	19 493	28 837	62 608
GC McMahon	5 847	370	389	8 271	11 278	26 155
MJ Steyn	7 483	283	520	10 313	13 875	32 474

¹LTIP reflected includes:

Type of Award	Award date	Tranche %	Bidvest 20 day VWAP	Vesting date
Conditional shares	27/11/2020	25%	267.72	25/09/2024
Conditional shares	3/12/2021	75%	267.72	25/09/2024
Share appreciation rights	07/11/2016	1, 2, 3	267.72	31/10/2023
Replacement Rights	13/03/2014	3	267.72	01/11/2023

The conditional shares LTIP reflected is the intrinsic value based on the 20 day VWAP as at 30 June 2024 for Bidvest and the actual number of shares that are going to vest

2023

With reference to actual total pay during FY2023, Mpumi Madisa (R12.0 million), Mark Steyn (R9.9 million) and Gillian McMahon (R8.1 million) realised benefit from the exercise of CSPs which previously vested.

	Basic remuneration	Retirement/ medical benefits	Other benefits and costs	Cash incentives	LTIP Reflected	Single figure
NT Madisa	12 025	756	517	19 814	29 318	62 430
GC McMahon	5 490	367	335	8 408	11 447	26 047
MJ Steyn	7 040	278	407	10 483	14 073	32 281

¹LTIP reflected includes:

Type of Award	Award date	Tranche %	Bidvest 20 day VWAP	Vesting date
Conditional shares	28/11/2019	25%	261.44	27/09/2023
Conditional shares	27/11/2020	75%	261.44	27/09/2023

The conditional shares LTIP reflected is the intrinsic value based on the 20 day VWAP as at 30 June 2024 for Bidvest and the actual number of shares that are going to vest

Remuneration **report** continued

Non-executive director remuneration

The remuneration paid to non-executive directors while in office of the Company during the year ended 30 June 2024 is analysed as follows:

	2024			2023 Total
	As directors of subsidiary companies and other services			
	Directors' fees		Total emoluments	
	R'000	R'000	R'000	
Ms L Boyce	1 273	459	1 732	1 451
Ms FN Khanyile	1 024	–	1 024	862
Ms MG Kumalo	1 092	–	1 092	860
Ms SN Mabaso-Koyana	1 553	–	1 553	1 300
Mr BF Mohale	2 776	–	2 776	2 059
Dr RK Mokate	1 894	–	1 894	1 315
Mr KL Shuenyane ¹	619	–	619	–
Mr NW Thomson	1 039	–	1 039	980
Retired employees				852
2024 total	11 270	459	11 729	
2023 total	9 289	390	9 679	9 679

¹ Appointed 4 September 2023.

As communicated last year, the Remuneration committee commissioned a comprehensive benchmarking exercise with regard to non-executive fees during FY2023. Given the material uplift in fees, it was proposed that the adjustment be phased over two years, the first of which was FY2024 (+24.5% assuming the normal number of meetings and 100% attendance). The second phase of the adjustment represents the remaining 50% of the increase in the Board chair, lead independent director and board retainer fees, as well as the sub-committee chairs and basic Audit committee fee adjustments. Assuming the normal number of meetings per annum and 100% meeting attendance, the FY2025 proposed none-executive director fees will increase by 17.1%.

The *ad hoc* meeting fee is to be adjusted for inflation of 5%.

On 9 September 2024, Bidvest appointed its first offshore based non-executive director. This necessitated the determination of USD-based fees. Based on the input of the committee's standing independent adviser, 2-2.5x SA fees converted into the relevant currency, is a reasonable rule-of-thumb.

Non-executive director fees

	FY24			Benchmark @ 75th percentile			FY25					
	Basic per annum	Fee per meeting	Total	Basic per annum	Fee per meeting	Total	Basic per annum	Fee per meeting	Total	Total % ch	Basic %ch	Per meeting %ch
SA-based (Rand)												
Chairman	2 775 865		2 775 865	3 676 000		3 676 000	3 676 000		3 676 000	32.4%	32.4%	
Lead independent	702 613	67 250	971 613	1 038 000	67 250	1 307 000	1 038 000	67 250	1 307 000	34.5%	47.7%	0.0%
Board members	197 098	67 250	466 098	269 000	67 250	538 000	269 000	67 250	538 000	15.4%	36.5%	0.0%
Audit committee chairman	356 896	65 500	684 396	327 500	65 500	655 000	327 500	65 500	655 000	−4.3%	−8.2%	0.0%
Audit committee member	94 283	27 800	233 283	139 000	27 800	278 000	139 000	27 800	278 000	19.2%	47.4%	0.0%
Remuneration committee chairman	160 345	38 250	313 345	153 000	38 250	306 000	153 000	38 250	306 000	−2.3%	−4.6%	0.0%
Remuneration committee member		45 250	181 000		45 250	181 000	–	45 250	181 000	0.0%		0.0%
Nominations committee member		57 750	231 000		57 750	231 000	–	57 750	231 000	0.0%		0.0%
Acquisitions committee chairman	107 367	36 875	254 867	147 500	36 875	295 000	147 500	36 875	295 000	15.7%	37.4%	0.0%
Acquisitions committee member		36 500	146 000		36 500	146 000	–	36 500	146 000	0.0%		0.0%
Risk committee chairman	190 361	60 500	432 361	242 000	60 500	484 000	242 000	60 500	484 000	11.9%	27.1%	0.0%
Risk committee member		57 750	231 000		57 750	231 000	–	57 750	231 000	0.0%		0.0%
Social, ethics & transformation committee chairman	114 165	31 875	241 665	127 500	31 875	255 000	127 500	31 875	255 000	5.5%	11.7%	0.0%
Social, ethics & transformation committee member		34 000	136 000		34 000	136 000	–	34 000	136 000	0.0%		0.0%
Ad hoc meetings		25 835						27 127		5.0%		5.0%
Offshore-based (USD)												
Board member							26 000	6 000	50 000			
Sub-committee member								5 000	40 000			
Ad hoc meetings								3 000				

The above fees are proposed net of VAT, which may become payable thereon to directors, depending on the status of the individual director's tax position.

Refer to special resolution 1 on page 7 of the notice of AGM for approval of the fees by shareholders in terms of section 66 of the Companies Act.

Non-binding advisory vote

Shareholders are requested to evaluate whether the Remuneration Policy adopted last year was effectively implemented in the year that ended 30 June 2024 by casting an advisory vote on the remuneration implementation report as contained in Part 2 of this report.

Approval

This Remuneration report was approved by the Board of directors of Bidvest.

Signed on behalf of the Board of directors.

Norman Thomson

Remuneration committee chairman

Remuneration **report** continued**Annexure:****Unexercised and/or unvested long-term incentive awards and cash value of settled awards**

Name	Opening number on 1 July 2022	Granted during FY2023	Forfeited/ lapsed during FY2023	Settled/ exercised during FY2023	Closing number on 30 June 2023	Cash value on settlement during FY2023	Closing fair value at 30 June 2023	Strike price R	Granted during FY2024	Forfeited/ lapsed during FY2024	Settled/ exercised during FY2024	Closing number on 30 June 2024	Cash value on settlement during FY2024	Closing fair value at 30 June 2024	Strike price R
NT Madisa															
<i>Conditional Share Plan</i>															
2018/12/03	5 760			5 760		1 264 435									
2019/11/28	75 000		9 564	49 077	16 359	10 773 383	7 524 401				16 359		4 379 608		
2020/11/27	134 000				134 000		32 497 995			6 297	95 777	31 926	25 642 353	8 401 866	
2021/12/03	107 000				107 000		24 549 688					107 000		26 354 156	
2022/11/25		117 000			117 000		22 960 939					117 000		27 542 932	
2023/11/28									103 500			103 500		21 154 841	
Sub Total	321 760	117 000	9 564	54 837	374 359	12 037 818	87 533 023		103 500	6 297	112 136	359 426	30 021 961	83 453 794	
<i>Replacement rights (Options)</i>															
2014/03/13	6 250				6 250		2 754 018	237.54			6 250		2 637 360		
– Tranche 3	6 250				6 250		2 745 018								
2015/12/11	20 000				20 000		8 604 438	301.54				20 000		7 778 596	301.54
– Tranche 2	10 000				10 000		4 302 219					10 000		3 889 298	
– Tranche 3	10 000				10 000		4 302 219					10 000		3 889 298	
Sub Total	26 250				26 250		11 349 456					20 000	2 637 360	7 778 596	
Total						12 037 818	98 882 479						32 659 321	91 232 390	

Name	Opening number on 1 July 2022	Granted during FY2023	Forfeited/ lapsed during FY2023	Settled/ exercised during FY2023	Closing number on 30 June 2023	Cash value on settlement during FY2023	Closing fair value at 30 June 2023	Strike price R	Granted during FY2024	Forfeited/ lapsed during FY2024	Settled/ exercised during FY2024	Closing number on 30 June 2024	Cash value on settlement during FY2024	Closing fair value at 30 June 2024	Strike price R
GC McMahon															
<i>Conditional Share Plan</i>															
2017/11/27															
2018/12/03	4 320			4 320		948 326									
2019/11/28	50 000		6 376	32 718	10 906	7 182 255	2 583 003				10 906		2 919 738		
2020/11/27	46 000				46 000		11 156 028			2 161	32 879	10 960	8 802 599	2 884 223	
2021/12/03	44 000				44 000		10 095 199					44 000		10 837 223	
2022/11/25		51 500			51 500		9 441 881					51 500		12 005 893	
2023/11/28									45 500			45 500		9 299 954	
Sub Total	144 320	51 500	6 376	37 038	152 406	8 130 581	33 276 111		45 500	2 161	43 785	151 960	11 722 337	35 027 293	
<i>Replacement rights (Options)</i>															
2014/10/09	5 000				5 000		2 182 081	250.73				5 000		2 184 920	250.73
– Tranche 3	5 000				5 000		2 182 081					5 000		2 184 920	
2015/12/11	15 000				15 000		6 453 328	301.54				15 000		5 833 946	301.54
– Tranche 2	7 500				7 500		3 226 664					7 500		2 916 973	
– Tranche 3	7 500				7 500		3 226 664					7 500		2 916 973	
Sub Total	20 000				20 000		8 635 409					20 000		8 018 866	
Total						8 130 581	41 911 520						11 722 337	43 046 159	

Remuneration **report** continued

Name	Opening number on 1 July 2022	Granted during FY2023	Forfeited/ lapsed during FY2023	Settled/ exercised during FY2023	Closing number on 30 June 2023	Cash value on settlement during FY2023	Closing fair value at 30 June 2023	Strike price R	Granted during FY2024	Forfeited/ lapsed during FY2024	Settled/ exercised during FY2024	Closing number on 30 June 2024	Cash value on settlement during FY2024	Closing fair value at 30 June 2024	Strike price R
MJ Steyn															
<i>Conditional Share Plan</i>															
2017/11/27															
2018/12/03	5 760			5 760		1 264 435									
2019/11/28	60 000		7 652	39 261	13 087	8 618 575	3 369 135				13 087		3 503 686		
2020/11/27	57 000				57 000		13 823 774		2 679		40 741	13 580	10 907 568	3 573 928	
2021/12/03	54 000				54 000		12 389 562					54 000		13 300 228	
2022/11/25		64 500			64 500		11 587 764					64 500		15 183 924	
2023/11/28									57 000			57 000		11 650 492	
Sub Total	176 760	64 500	7 652	45 021	188 587	9 883 010	41 170 235		57 000	2 679	53 828	189 080	14 411 254	43 708 572	
SARS															
2016/11/07	40 000				40 000	4 624 602		146.61			17 645		4 662 691		146.61
– Tranche 1	20 000				20 000	2 312 301									
– Tranche 2	10 000				10 000	1 156 151									
– Tranche 3	10 000				10 000	1 156 151									
2017/11/09	40 000				40 000	4 699 195		158.75				40 000		4 400 675	158.75
– Tranche 1	20 000				20 000	2 349 597						20 000		2 200 337	
– Tranche 2	10 000				10 000	1 174 799						10 000		1 100 169	
– Tranche 3	10 000				10 000	1 174 799						10 000		1 100 169	
Sub Total	80 000				80 000	9 323 797						40 000	4 662 691	4 400 675	
<i>Replacement rights (Options)</i>															
2014/10/09	3 750				3 750	1 636 561		250.73				3 750		1 638 690	250.73
– Tranche 2	1 875				1 875	818 280						1 875		819 345	
– Tranche 3	1 875				1 875	818 280						1 875		819 345	
2015/12/11	7 500				7 500	3 226 664		301.54				7 500		2 916 974	301.54
– Tranche 2	3 750				3 750	1 613 332						3 750		1 458 487	
– Tranche 3	3 750				3 750	1 613 332						3 750		1 548 487	
Sub Total	11 250				11 250	4 863 225						11 250		4 555 664	
Total						9 883 010	55 357 257						19 073 945	52 664 911	

Type of award	Award date	Tranche*	Valuation methodology applied		FY2024 Valuation		FY2023 Valuation		Strike Price	Performance conditions Vesting %	Performance conditions	Vesting date
			Market value estimation using a market valuation technique	Intrinsic value**	Bidvest 20 Day VWAP	Bidcorp 20 Day VWAP	Bidvest 20 Day VWAP	Bidcorp 20 Day VWAP				
Conditional share	2019/11/28	n/a	✓	✓	267.72	n/a	261.44	n/a	n/a	87%	✓	25% – 30/09/2023 75% – 30/09/2023
Conditional share	2020/11/27	n/a	✓	✓	267.72	n/a	261.44	n/a	n/a	95%	✓	25% – 30/09/2024 75% – 30/09/2024
Conditional share	2021/12/03	n/a	✓		267.72	n/a	261.44	n/a	n/a	94%	✓	25% – 30/09/2025 75% – 30/09/2025
Conditional share	2022/11/25	n/a	✓		267.72	n/a	261.44	n/a	n/a	94%	✓	25% – 30/09/2026 75% – 30/09/2026
Conditional share	2023/11/28	n/a	✓		267.72	n/a	261.44	n/a	n/a	84%	✓	25% – 30/09/2027
Replacement share	2014/10/09	n/a		✓	267.72	421.32	261.44	418.46	250.73	n/a	✗	Fully Vested
Replacement share	2014/11/03	n/a		✓	267.72	421.32	261.44	418.46	269.95	n/a	✗	Fully Vested
Replacement share	2015/12/11	n/a		✓	267.72	421.32	261.44	418.46	301.54	n/a	✗	Fully Vested
Replacement share	2015/12/11	n/a		✓	267.72	421.32	261.44	418.46	301.54	n/a	✗	Fully Vested
SARS	2016/11/07	n/a		✓	267.72	n/a	261.44	n/a	146.61	n/a	✗	Fully Vested
SARS	2016/11/07	n/a		✓	267.72	n/a	261.44	n/a	146.61	n/a	✗	Fully Vested
SARS	2017/11/09	n/a		✓	267.72	n/a	261.44	n/a	158.75	n/a	✗	Fully Vested
SARS	2017/11/09	n/a		✓	267.72	n/a	261.44	n/a	158.75	n/a	✗	Fully Vested

* All Replacement Rights and SARS have vested but not all are exercised

** Intrinsic value less present value of September 2023 dividend which the instrument is not entitled to in respect of awards not yet vested.

