



***Bidvest***



NOTICE OF ANNUAL GENERAL MEETING 2016

The Bidvest Group Limited

Registration number 1946/021180/06

## Bidvest annual integrated report 2016



Available on the Bidvest website, [www.bidvest.com](http://www.bidvest.com).

A hard copy of the report is available on request from [info@bidvest.co.za](mailto:info@bidvest.co.za).

Copies of the report are also available at Bidvest House, 18 Crescent Drive, Melrose Arch, during office hours.

### **THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

Please read this document immediately. If you have any doubts about what action you should take, contact your independent financial adviser.

If you have sold or transferred all of your shares in The Bidvest Group Limited you should pass on this document, and the associated proxy form, to the person through whom you made the sale or transfer, for transmission to the purchaser or transferee.

The Bidvest Group Limited

## Notice of annual general meeting 2016

Notice is hereby given in terms of section 62(1) of the Companies Act, No 71 of 2008 (as amended) (the Companies Act) that the 70th annual general meeting (AGM) of shareholders of The Bidvest Group Limited will be held in the boardroom, Bidvest House, 18 Crescent Drive, Melrose Arch, Johannesburg at 10:00 on Monday, November 28 2016 to consider and, if approved, pass the necessary resolutions with or without modification.

In terms of section 59(1) of the Companies Act, this notice has been sent to shareholders of the Company who were recorded as such in the Company's securities register on Friday, October 21 2016, being the record date as set by the board in terms of the Companies Act for determining which shareholders are entitled to receive a notice of AGM. Accordingly, the last date to trade to be registered in the register of members of the Company and therefore be eligible to participate in and vote at the AGM is Tuesday, November 15 2016. Accordingly, only shareholders who are registered in the register of members of the Company on Friday, November 18 2016 will be entitled to participate in and vote at the AGM.

In terms of section 61(10) of the Companies Act, shareholders or their proxies may participate in the AGM by way of telephone conference call, and if they wish to do so they:

- ▶ must contact the Group company secretary by email at [craig@bidvest.co.za](mailto:craig@bidvest.co.za) or by telephone at +27 (11) 772 8732 by no later than 14:00 on Friday, November 25 2016, to obtain a pin number and dial-in details for the conference call;
- ▶ will be required to provide reasonably satisfactory identification;
- ▶ will be billed separately by their own telephone service providers for the telephone call to participate in the meeting; and
- ▶ must submit their voting proxies to the transfer secretaries in accordance with the instructions per the paragraph below.

Shareholders who choose this form of attendance may not vote telephonically at the AGM.

### WHO MAY ATTEND

1. If you hold dematerialised shares which are registered in your name or if you are the registered holder of certified shares:
  - (a) you may attend the AGM in person; or
  - (b) you may appoint a proxy to represent you at the AGM by completing the attached form of proxy in accordance with the instructions contained therein and by returning it to the transfer secretaries to be received no later than 08:30 on Friday, November 25 2016.

A proxy need not be a shareholder of the Company.

Proxy forms must be forwarded to reach the Company's transfer secretaries, Computershare Investor Services Proprietary Limited, 70 Marshall Street, Johannesburg, 2001, South Africa or posted to the transfer secretaries at PO Box 61051, Marshalltown, 2107, South Africa, to be received by them by no later than 08:30 on Friday, November 25 2016. Proxy forms must only be completed by shareholders who have not dematerialised their shares or who have dematerialised their shares and registered them in their own name.

## Notice of annual general meeting 2016 *continued*

2. If you hold dematerialised shares which are not registered in your name:
  - (a) and you wish to attend the AGM in person, you must obtain the necessary letter of representation from your Central Securities Depository Participant (CSDP) or broker or nominee (as the case may be); or
  - (b) if you do not wish to attend the AGM but would like your vote to be recorded at the meeting, you should contact your CSDP or broker or nominee (as the case may be) and furnish them with your voting instructions; and
  - (c) you must not complete the attached proxy form.

### **PURPOSE OF THE MEETING**

The purpose of the meeting is to present to the shareholders of the Company the following:

- ▶ the directors' report;
- ▶ the audited annual financial statements of The Bidvest Group Limited and its subsidiaries (the Group) for the year ended June 30 2016;
- ▶ the report of the audit committee; and
- ▶ to deal with any other business as may be lawfully dealt with at the AGM, and to consider, if deemed fit, to pass, with or without modification, the resolutions as set out below.

### **PRESENTATION OF ANNUAL FINANCIAL STATEMENTS**

The audited annual financial statements, including the directors' report, auditors' report and report of the audit committee of the Group for the year ended June 30 2016 will be presented to shareholders at the AGM.

### **ORDINARY RESOLUTIONS**

#### **1. RE-APPOINTMENT OF EXTERNAL AUDITORS**

##### **Ordinary resolution number 1**

Resolved that the re-appointment of Deloitte & Touche, as nominated by the Group's audit committee, as the independent external auditor of the Group. It is noted that Mr Mark Holme is the individual registered auditor who will undertake the audit for the financial year ending June 30 2017, being the designated auditor.

#### **2. DIRECTORATE**

##### **Ordinary resolutions numbered 2.1 to 2.5**

##### *Director appointed during the year*

- 2.1 Resolved that Mr HP Meijer who was appointed by the board as an executive director of the Group from May 23 2016, and retires in terms of the Company's Memorandum of Incorporation and who, being eligible, offers himself for re-election be hereby re-elected as an executive director of the Group.

*Directors retiring by rotation*

- 2.2 Resolved that Mr B Joffe, who was appointed by the board as a non-executive director of the Group from May 23 2016, and retires in terms of the Company's Memorandum of Incorporation and who, being eligible, offers himself for re-election be hereby re-elected as a non-executive director of the Group.
- 2.3 Resolved that Mr AW Dawe, who was appointed by the board as an executive director of the Group from June 30 2006, and retires in terms of the Company's Memorandum of Incorporation and who, being eligible, offers himself for re-election be hereby re-elected as an executive director of the Group.
- 2.4 Resolved that Mrs NT Madisa, who was appointed by the board as an executive director of the Group from December 6 2013, and retires in terms of the Company's Memorandum of Incorporation and who, being eligible, offers herself for re-election be hereby re-elected as an executive director of the Group.
- 2.5 Resolved that Mrs S Masinga\*, who was appointed by the board as an independent non-executive director of the Group from December 6 2013, and retires in terms of the Company's Memorandum of Incorporation and who, being eligible, offers herself for re-election be hereby re-elected as an independent non-executive director of the Group.

The board has reviewed its composition and has recommended the re-election of the directors listed above who have offered themselves as available for re-election. It is the view of the board that the re-election of the nominees referred to above, will enable the Group to:

- ▶ responsibly maintain a mix of business skills and experience relevant to the Group and balance the requirements of transformation, continuity and succession planning; and
- ▶ comply with corporate governance requirements in respect of matters such as the balance of executive and independent non-executive directors on the board.

\* *The board of directors has assessed the independence of the independent non-executive director and considers same to be independent.*

## Notice of annual general meeting 2016 *continued*

Each director will be considered and voted on separately and, for each such resolution to be adopted, the support of a majority of votes cast by shareholders present or represented by proxy at this meeting is required.

- ▶ Brief CVs of these directors nominated for re-election in terms of ordinary resolutions 2.1 to 2.5 above appear on pages 74 and 75 of the annual integrated report which is available online, together with the CVs of the other board members.

### 3. ELECTION OF AUDIT COMMITTEE MEMBERS

#### **Ordinary resolution number 3**

Resolved that in terms of section 94(2) of the Companies Act, the audit committee is elected by the shareholders at each AGM. The following independent non-executive directors of the Group who fulfil the requirements of section 94(4) of the Companies Act, be and are hereby elected as the members of the Company's audit committee for the financial year ending June 30 2017 until the conclusion of the next AGM:

- 3.1 Resolved that Mr EK Diack is elected as a member of the Group's audit committee.
- 3.2 Resolved that Mrs S Masinga is elected as a member of the Group's audit committee, subject to her re-election in accordance with ordinary resolution 2.5 above.
- 3.3 Resolved that Mr NG Payne (chairman) is elected as a member of the Group's audit committee.

Each member will be considered and voted on separately and, for each such resolution to be adopted, the support of a majority of votes cast by shareholders present or represented by proxy at this meeting is required.

- ▶ Brief CVs of these members nominated in terms of ordinary resolutions 3.1 to 3.3 above appear on pages 74 and 75 of the annual integrated report which is available online. The board is of the view that the committee members have the required qualifications or experience to fulfil their duties.

#### 4. ENDORSEMENT OF BIDVEST REMUNERATION POLICY

King III requires the board (with the assistance of the remuneration committee) to present the Group's remuneration policy to the shareholders. In accordance with the recommendations of King III, the Company should give the shareholders the right to express their views on the remuneration policy by casting an advisory vote in the manner set out below.

##### **Ordinary resolution number 4**

Resolved that in terms of the recommendations of King III, the remuneration policy of the Group be and is hereby presented and:

- 4.1 Resolved "Part 1 section 1 – Policy on base package and benefits" is hereby adopted;
- 4.2 Resolved "Part 1 section 2 – Policy on short-term incentives" is hereby adopted; and
- 4.3 Resolved "Part 1 section 3 – Policy on long-term incentives" is hereby adopted.



The complete remuneration policy and report is available on the Group's website.

As this is not a matter that is required to be resolved or approved by shareholders at the AGM, no minimum voting threshold is required. Nevertheless, for record purposes, ordinary resolution number 4 requires the approval of more than 50% of the votes cast for it to be adopted as a non-binding advisory vote.

#### 5. GENERAL AUTHORITY TO DIRECTORS TO ALLOT AND ISSUE AUTHORISED BUT UNISSUED ORDINARY SHARES

##### **Ordinary resolution number 5**

Resolved to place 30 (thirty) million of the unissued ordinary shares of the Company under the control of the directors, who shall be authorised, subject to the Memorandum of Incorporation, the requirements of the Companies Act and the JSE Listings Requirements (Listings Requirements), to allot and issue up to 30 (thirty) million shares in the authorised, but unissued share capital of the Company at such times, at such prices and for such purposes as they may determine, at their discretion, after setting aside so many shares as may be required to be allotted and issued pursuant to the Company's share incentive schemes or acquisitions utilising such shares as currency to discharge the purchase consideration.

## Notice of annual general meeting 2016 *continued*

### 6. GENERAL AUTHORITY TO ISSUE SHARES FOR CASH

#### Ordinary resolution number 6

Resolved that subject to the passing of ordinary resolution number 5 and in terms of the Listings Requirements, the directors are hereby authorised to issue up to 30 (thirty) million ordinary shares for cash, representing a class of share already in issue or, where this is not the case, must be limited to such shares or rights that are convertible into a class already in issue as and when suitable opportunities arise, subject to the following conditions, inter alia:

- ▶ that this authority shall not extend beyond the next AGM or 15 (fifteen) months from the date of this AGM, whichever date is the earliest;
- ▶ that a press announcement giving full details will be published at the time of any issue representing, on a cumulative basis 5% or more of the number of shares in issue prior to the issue/s from the date of this AGM until the date of the next AGM or 15 (fifteen) months from the date of this AGM, whichever date is the earliest;
- ▶ that the shares must be issued to public shareholders and not to related parties;
- ▶ that any issue in the aggregate in any one year shall not exceed 30 (thirty) million shares of the Company's issued ordinary share capital; and
- ▶ that in determining the price at which an issue of shares will be made in terms of this authority, the maximum discount permitted will be 10% of the weighted average traded price of the shares over the 30 (thirty) days prior to the date that the price of the issue is determined or agreed to by the directors. In the event that shares have not traded in the said 30 (thirty) day period a ruling will be obtained from the committee of the JSE Limited.

Subject to the approval of the general authority proposed in terms of this ordinary resolution number 6, and in terms of the Listings Requirements, shareholders, by their approval of this resolution, grant a waiver of any pre-emptive rights to which ordinary shareholders may be entitled in favour of the directors for the allotment and issue of ordinary shares in the share capital of the Company for cash other than in the normal course by way of a rights offer or a claw-back offer or pursuant to the Company's share incentive schemes or acquisitions utilising such shares as currency to discharge the purchase consideration.

*The proposed resolution to issue up to 30 (thirty) million ordinary shares represents approximately 9% (nine percent) of the issued share capital of the Company at the date of this notice.*

### 7. PAYMENT OF DIVIDEND BY WAY OF PRO RATA REDUCTION OF SHARE PREMIUM

#### Ordinary resolution number 7

Resolved that the directors of the Company shall be entitled to pay, by way of a pro rata reduction of share premium, in lieu of a dividend, an amount equal to the amount which the directors of the Company would have declared and paid out of profits in respect of the Company's interim and final dividends for the financial year ending June 30 2017.

*This general authority shall be valid until the Company's next AGM, provided that it shall not extend beyond 15 (fifteen) months from the date of passing of this ordinary resolution number 7.*



## 8. CREATION AND ISSUE OF CONVERTIBLE DEBENTURES

### Ordinary resolution number 8

Resolved that the directors of the Company be and are hereby authorised to create and issue convertible debentures or other convertible instruments in respect of 30 (thirty) million ordinary shares of 5 cents (five cents) each in the capital of the Company, subject to a conversion premium of not less than 20% (twenty percent) above the volume-weighted traded price of the shares in the Company for the three trading days prior to pricing and to such conversion and other terms as they may determine in their sole and absolute discretion, but subject at all times to the Listings Requirements.

The proposed resolution for the creation and issue of up to 30 (thirty) million convertible debentures or other convertible instruments that represents approximately 9,0% (nine comma zero percent) of the issued share capital of the Company at the date of this notice.

*For the sake of clarity, the aggregate number of shares issued in ordinary resolutions numbered 5, 6 and 8 will not exceed 30 (thirty) million ordinary shares in the issued share capital of the Company.*

## 9. DIRECTORS' AUTHORITY TO IMPLEMENT SPECIAL AND ORDINARY RESOLUTIONS

### Ordinary resolution number 9

Resolved that each and every director of the Company be and is hereby authorised to do all such things and sign all such documents as may be necessary for or incidental to the ordinary and special resolutions passed at the AGM.

### Additional notes on ordinary resolutions

A 75% (seventy-five percent) majority of the votes cast by shareholders present or represented and voting at the general meeting will be required in order for ordinary resolutions numbered 6 and 8 to become effective.

## SPECIAL RESOLUTIONS

### 10. GENERAL AUTHORITY TO ACQUIRE (REPURCHASE) SHARES

#### Special resolution number 1

Resolved that the Company or any of its subsidiaries be and are hereby authorised, by way of a general authority, to approve the purchase from time to time of its own issued ordinary shares by the Company, or approve the purchase of ordinary shares in the Company by any of its subsidiaries upon such terms and conditions and in such amounts as the directors of the Company may from time to time determine, but always subject to the provisions of the Memorandum of Incorporation and the requirements of the JSE Limited, being that:

- ▶ any such acquisition of ordinary shares shall be effected through the order book operated by the JSE trading system and done without any prior understanding or arrangement;
- ▶ this general authority shall be valid until the Company's next AGM, provided that it shall not extend beyond 15 (fifteen) months from the date of passing of this special resolution number 1;

## Notice of annual general meeting 2016 *continued*

- ▶ an announcement will be published as soon as the Company or any of its subsidiaries has acquired ordinary shares constituting, on a cumulative basis 3% (three percent) of the number of ordinary shares in issue prior to the acquisition pursuant to which the aforesaid 3% (three percent) threshold is reached, and for each 3% (three percent) in aggregate acquired thereafter, containing full details of such acquisitions;
- ▶ acquisitions of shares in aggregate in any one financial year may not exceed 20% (twenty percent) of the Company's ordinary issued share capital as at the date of passing of this special resolution number 1;
- ▶ in determining the price at which ordinary shares issued by the Company are acquired by it or any of its subsidiaries in terms of this general authority, the maximum premium at which such ordinary shares may be acquired will be 10% (ten percent) of the weighted average of the market value at which such ordinary shares are traded on the JSE Limited over the five business days immediately preceding the date of repurchase of such ordinary shares by the Company or any of its subsidiaries;
- ▶ the Company has been given authority by its Memorandum of Incorporation;
- ▶ at any one point in time, the Company may only appoint one agent to effect any repurchase on the Company's behalf; and
- ▶ the Company and/or its subsidiaries not repurchasing any shares during a prohibited period as defined by the Listings Requirements, unless a repurchase programme is in place where dates and quantities of shares to be traded during the prohibited period are fixed, and full details of the programme have been submitted to the JSE Limited in writing prior to the commencement of the prohibited period.

*The reason for and effect of special resolution number 1 is to grant the Company a general authority in terms of the Listings Requirements for the repurchase by the Company, or a subsidiary of the Company, of the Company's shares.*

### **Share purchases**

The directors have no specific intention, at present, for the Company to repurchase any of its shares, but consider that such a general authority should be put in place should an opportunity present itself to do so during the financial year, which is in the best interests of the Company and its shareholders.

Before entering the market to effect the general repurchase (special resolution number 1) and the general payment (ordinary resolution number 7) the directors, having considered the effects of the repurchase of the maximum number of ordinary shares in terms of the foregoing general authority, special authority and the general payment, will ensure that for a period of 12 (twelve) months after the date of the notice of AGM:

- ▶ the Company and the Group will be able, in the ordinary course of business, to pay their debts;
- ▶ the assets of the Company and the Group, fairly valued in accordance with International Financial Reporting Standards, will exceed the liabilities of the Company and the Group;
- ▶ the share capital and the reserves of the Company and the Group will be adequate for ordinary business purposes; and
- ▶ the working capital of the Company and the Group will be adequate for ordinary business purposes.

## 11. APPROVAL OF NON-EXECUTIVE DIRECTORS' REMUNERATION – 2016/2017

### Special resolution number 2

Resolved that the non-executive directors' remuneration for a 12-month period beginning July 1 2016 be approved as follows:

Chairman	R1 350 000 per annum
Non-executive directors	R92 000 per annum plus R37 000 per meeting
Audit committee chairman	R262 500 per annum plus R41 500 per meeting
Audit committee member	R69 300 per annum plus R30 200 per meeting
Remuneration committee chairman	R118 000 per annum plus R28 500 per meeting
Remuneration committee member	R32 500 per meeting
Nominations committee member	R30 000 per meeting
Acquisitions committee chairman	R79 000 per annum plus R33 600 per meeting
Acquisitions committee member	R35 300 per meeting
Risk committee chairman	R140 000 per annum plus R24 700 per meeting
Risk committee member	R26 200 per meeting
Social and ethics committee chairman	R84 000 per annum plus R24 700 per meeting
Social and ethics committee member	R24 700 per meeting
Ad hoc meetings	R17 800 per meeting

*The reason and effect of special resolution number 2 is to authorise the Company to pay remuneration to non-executive directors of the Company for their services as directors in terms of section 66 of the Companies Act.*

## 12. GENERAL AUTHORITY TO PROVIDE FINANCIAL ASSISTANCE TO RELATED OR INTER-RELATED COMPANIES AND CORPORATIONS

### Special resolution number 3

Resolved that the board of directors of the Company may, to the extent required by and subject to sections 44 and 45 of the Companies Act and the requirements (if applicable) of the:

- ▶ Company's Memorandum of Incorporation; and
- ▶ JSE Listings Requirements:

Authorise the Company to provide direct or indirect financial assistance to a related or inter-related company, provided that no such financial assistance may be provided at any time in terms of the authority after the expiry of two years from the date of the adoption of this special resolution number 3. This special resolution does not authorise the provision of financial assistance to a director or prescribed officer of the Company.

*The reason and the effect of the special resolution number 3 is to grant the board the authority to provide inter-group loans and other financial assistance for the purposes of funding the activities of the Group.*

## Notice of annual general meeting 2016 *continued*

*The board undertakes that:*

12.1 *It will not adopt a resolution to authorise such financial assistance, unless the directors are satisfied that:*

- ▶ *immediately after providing the financial assistance, the Group would satisfy the solvency and liquidity test as contemplated in the Companies Act; and*
- ▶ *the terms under which the financial assistance is proposed to be given are fair and reasonable to the Group; and*

12.2 *written notice of any such resolution by the board shall be given to all shareholders of the Company and any trade union representing its employees:*

- ▶ *within 10 (ten) business days after the board having adopted the resolution, if the total value of the financial assistance contemplated in that resolution, together with any previous such resolution during the financial year, exceeds 0,1% (zero comma one percent) of the Company's net worth at the time of the resolution; or*
- ▶ *within 30 (thirty) business days after the end of the financial year, in any other case.*

### 13. ADDITIONAL DISCLOSURE OF INFORMATION

The following information appears in the annual integrated report distributed to shareholders on or about October 28 2016 and is provided in terms of the Listings Requirements for purposes of the general authority:

#### **Major shareholders of the Company – page 148**

- ▶ Material changes:

Other than the facts and developments reported on in the financial report, there have been no material changes in the affairs or financial position of the Company and its subsidiaries since the date of signature of the audit report and up to the date of this notice.

#### **Share capital and premium of the Company – pages 59 and 60.**

- ▶ Directors' responsibility statement:

The directors, whose names appear on pages 12 and 13 of the annual integrated report, collectively and individually accept full responsibility for the accuracy of the information pertaining to these resolutions. They certify that, to the best of their knowledge and belief, there are no facts that have been omitted which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that the resolutions contain all information required by law and the Listings Requirements.

By order of the board of directors



**CA Brighten**  
Company secretary

October 28 2016



## Form of proxy

The Bidvest Group Limited  
 (Registration number 1946/021180/06) (the Company)  
 Share code: BVT  
 ISIN: ZAE 000117321

**For the 70th AGM – for use by certificated shareholders and dematerialised shareholders with own-name registration.**

Holders of dematerialised ordinary shares, other than those with own-name registration, must inform their CSDP or broker of their intention to attend the AGM and request their CSDP to issue them with the necessary letter of representation to attend the AGM in person or provide their CSDP with their voting instructions should they not wish to attend the AGM in person.

I/We (full name in block capitals please)

of (address)

being a member/members of The Bidvest Group Limited and entitled to votes<sup>1</sup>

hereby appoint

of

or failing him/her

of

or failing him/her, the chairman of the meeting as my/our proxy to vote on my/our behalf at the AGM of the Company to be held at Bidvest House, 18 Crescent Drive, Melrose Arch at 10:00 on November 28 2016 or at any adjournment thereof, as follows:

	For	Against	Abstain
<b>Ordinary resolution number 1:</b> To re-appoint the external auditors			
<b>Ordinary resolution number 2:</b> Re-election of directors			
<i>Appointed during the year</i>			
2.1 HP Meijer			
<i>Directors retiring by rotation and available for re-election</i>			
2.2 B Joffe			
2.3 AW Dawe			
2.4 NT Madisa			
2.5 S Masinga			
<b>Ordinary resolution number 3:</b> Election of audit committee members			
3.1 EK Diack			
3.2 S Masinga			
3.3 NG Payne			

<sup>1</sup> Insert number of securities in respect of which you are entitled to exercise voting rights.

Form of proxy *continued*

	For	Against	Abstain
<b>Ordinary resolution number 4:</b> Endorsement of Bidvest remuneration policy – non-binding advisory note			
4.1 “Part 1 – Section 1 Policy on base package and benefits”			
4.2 “Part 1 – Section 2 Policy on short-term incentives”			
4.3 “Part 1 – Section 3 Policy on long-term incentives”			
<b>Ordinary resolution number 5:</b> General authority to directors to allot and issue authorised but unissued ordinary shares			
<b>Ordinary resolution number 6:</b> General authority to issue shares for cash			
<b>Ordinary resolution number 7:</b> Payment of dividend by way of pro rata reduction of share premium			
<b>Ordinary resolution number 8:</b> Creation and issue of convertible debentures			
<b>Ordinary resolution number 9:</b> Directors’ authority to implement special and ordinary resolutions			
<b>Special resolution number 1:</b> General authority to acquire (repurchase) shares			
<b>Special resolution number 2:</b> Approval of non-executive directors’ remuneration – 2016/2017			
<b>Special resolution number 3:</b> General authority to provide direct or indirect financial assistance to all related and inter-related entities			

Mark with an “X” whichever is applicable. Unless otherwise directed the proxy will vote as he/she thinks fit.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016

Member \_\_\_\_\_

A member entitled to attend and vote at the above mentioned meeting is entitled to appoint a proxy (who need not be a member of the Company) to attend, speak and, on a poll, to vote in his/her stead.

### Notes

- On a poll a shareholder is entitled to one vote for each share held.
- A shareholder may insert the name of a proxy of the shareholder’s choice in the space provided.
- Forms of proxy must be lodged at, posted to, faxed or e-mailed for attention of Hawa Haffejee: Computershare Investor Services Proprietary Limited, Fax: +27 (11) 688 5238; Tel: +27 (11) 370 7802; e-mail: proxy@computershare.co.za; PO Box 61051, Marshalltown, 2107, South Africa so as to reach the Company’s transfer secretaries by no later than 08:30 on Friday, November 25 2016.
- The completion and lodging of this form of proxy will not preclude the relevant shareholders from attending the general meeting and speaking and voting in person there at to the exclusion of any proxy appointed in terms hereof.
- Any alteration or correction made to this form of proxy must be initialled by the signatory.
- If any shares are jointly held, the first name appearing in the register shall, in the event of any dispute, be taken as the shareholder.

# Administration and corporate information

## **The Bidvest Group Limited**

Incorporated in the Republic of South Africa  
Registration number: 1946/021180/06  
ISIN: ZAE000117321  
Share code: BVT

## **Secretary**

Craig Brighten

## **Auditors**

Deloitte & Touche

## **Legal advisers**

Baker & McKenzie  
Edward Nathan Sonnenbergs  
Werksmans Inc

## **Bankers**

Absa Bank Limited  
FirstRand Group Limited  
HSBC Bank plc  
Investec Bank Limited  
Nedbank Limited  
The Standard Bank of South Africa Limited

## **Share transfer secretaries**

Computershare Investor Services Proprietary Limited  
PO Box 61051  
Marshalltown  
2107  
0861 100 950

## **Sponsor**

Investec Bank Limited

## **Chief financial officer**

Peter Meijer

## **Registered office**

Bidvest House  
18 Crescent Drive  
Melrose Arch  
Melrose  
2196  
South Africa

PO Box 87274  
Houghton  
2041  
South Africa

Telephone +27 (11) 772 8700

## **Website**

[www.bidvest.com](http://www.bidvest.com)  
E-mail [info@bidvest.co.za](mailto:info@bidvest.co.za)  
[investor@bidvest.co.za](mailto:investor@bidvest.co.za)

## **Ethics line**

Freecall 0800 50 60 90  
Freefax 0800 00 77 88  
E-mail [bidvest@tip-offs.com](mailto:bidvest@tip-offs.com)  
Freepost Tip-offs Anonymous  
138 Umhlanga Rocks  
KwaZulu-Natal  
4320  
South Africa



**REGISTERED OFFICE SOUTH AFRICA**

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