Our governance

Creating shared value through supplier diversity

Bidvest's Supplier Diversity Programme is a cornerstone of the Group's transformation and sustainability agenda, designed to foster economic inclusion by empowering small, local enterprises across SA. This strategic initiative transcends traditional procurement practices by actively building capacity, enhancing business resilience, and promoting sustainable job creation.

Through comprehensive support mechanisms, including mentorship, coaching, and access to resources, we enable emerging suppliers to overcome systemic barriers and scale their operations alongside the company's growth. Collaborative partnerships with established industry leaders further strengthen supplier governance and leadership capabilities, ensuring the programme delivers measurable, long-term value.

The programme embodies Bidvest's commitment to equity, diversity and inclusion, prioritizing the integration of women-owned, as well as youth and persons with disabilities, businesses into its supply chain. By facilitating inclusive procurement opportunities, we advance socio-economic development and drives meaningful community impact, contributing to broader national goals around job creation and economic transformation.

Ongoing investment in supplier development underscores our strategic focus on nurturing a diverse, resilient supplier ecosystem that supports sustainable growth. This initiative exemplifies the Group's leadership in embedding responsible business practices that generate shared value for stakeholders and promote inclusive economic prosperity.

> **Bidvest executive director Gillian McMahon:** "*Over the past five years, Bidvest has made significant investments in coaching, mentorship, and supplier development initiatives. This investment underlines the Group's belief that nurturing diverse suppliers is a catalyst for inclusive economic growth and a vital contributor to national job creation efforts.*"

+190
Jobs created

13%
of beneficiaries added operational capacity

Additional revenue
+R443million,
R309million from Bidvest

48% participants **women-owned**

13% participants **youth-owned**

Doing the right thing even **when no one else is looking**

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 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. 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 six 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 six 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.

Topic	Our aim	We will	Measurement	FY2019 base	FY2025 target	FY2025 actual
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			275
			Transparently and actively monitor and manage product & service safety as well as regulatory compliance			8
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	L3	**L2**	**L1**
			% of Board independent			82%
Risk management	To identify material risks, qualitative and quantitative, and mitigate them	Formulate mitigating actions for all identified material risks. In addition, an external adviser was tasked to identify Group risks	Risk metrics			refer to commentary
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		**<25%**	**27%**
			# of cyber/information breaches			25
		Implement a data privacy framework and raise internal awareness	# of employees trained			100%

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

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. 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 presented to the Group Social, Ethics & 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 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 Internal Audit, also reviews quarterly calls and progress in detail.

Category	Closed	Waiting	Grand total
Corruption	5	2	7
Enquiry	10	1	11
Fraud	27	2	29
Governance	24	4	28
Human resources	164	18	182
IT security	-	-	0
Other crime	3	-	3
Pollution & environmental issues	-	-	0
Theft	11	1	12
Violent crime	3	-	3
Total	247	28	275

During FY2025, a total of 275 calls were logged through the Ethics facility. Of these, 28 remain open with 18 human resources related, four governance, two corruption, two fraud, and one each to theft, and enquiry. No calls from previous financial periods remain open.

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

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

117 internal control enhancements were implemented

12 disciplinary actions were taken

5 employee was dismissed

4 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.
- Continued focus on delivering training on ethics and human rights to employees.

The Group Social, Ethics & 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 & 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 56.

Doing the right thing even **when no one else is looking** continued

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 3 822 registered trademarks and 256 trademarks in the process of being registered and reviewed as well as 1 455 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.

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.

To the best of our knowledge, there were no environmental or human rights breaches in our supply chains

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 & 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.

No political donations were made

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 entrenched 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.

17 cyber incidents investigated, of which 1 was reportable

8 POPIA breaches of which 3 were reported to the Regulator

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

88% of the Group's businesses have a Level 1-2 rating

The Bidvest Group rating Level 1

The Group B-BBEE certificate and annexures are available at www

ALICE™ | From humble beginnings to strategic IT enabler

Bidvest's digital journey toward IT modernisation and cyber resilience has been significantly shaped by its in-house innovation, ALICE™. What began as a simple script has evolved into a strategic asset.

The first piece of code was written in ALICE™ in November 2016. She was developed to provide visibility into the risks and remediation strategies in a more continuous and near real-time manner across Bidvest's diverse IT environments.

Fast forward to today, ALICE™ and the Team significantly contribute to the strategic IT initiatives and technology trends (and challenges) shaping the Bidvest IT landscape.

The scope of ALICE™'s first digital audit centred around basic security hygiene disciplines. Each Group company was scored accordingly and benchmarked against best practice standards. The scope and nature of the ALICE™ score extended over the years – and it was the results of this audit testing that led to a data-informed decision around implementing a best-in-breed cybersecurity tool in April 2025.

The war for talent is real. The ALICE Team remains resolute on upskilling our people in the IT space through cybersecurity training using AI.

Ongoing strategic IT initiatives

Cybersecurity is an imperative initiative across the Group and receives ongoing and focused attention by the ALICE Team. The purpose of our cybersecurity initiative is to make the Group cyber resilient by strengthening and maturing our security posture. The Bidvest Security Framework was socialised with the Group in 2023. Today, compliance with the Bidvest Security Framework is measured at each Group company.

Using ALICE™, the Team has driven several other strategic IT initiatives including:

- Infrastructure Modernisation, the purpose of which is to monitor end-of-life devices and operating systems on a quarterly basis to ensure that the Group's upgraded and supported infrastructure is maintained;
- Application Modernisation, the purpose of which is to provide visibility into the Group's aging application landscape and the corresponding modernisation road maps;
- Bidvest Magic Quadrant, the purpose of which is to provide visibility into the Group's diversified IT landscape in a fair and consistent manner. The ALICE Team will be collecting and assimilating technology-related data points to input into a model that measures how well IT environments are controlled (x-axis) versus how modern the IT environments are (y-axis). This model will evolve as more intelligent ways and better metrics to assess the IT environments become available around business resiliency. Insights gleaned from this exercise are listed below;
  - AI Research & Development, the purpose of which is to govern the Group's responsible use of AI. The ALICE Team drafted an AI Governance manual and a Code of AI Practices coupled with template policies and self-assessment checklist to drive the accountability of using AI responsibly into the hands of every user;
  - The ALICE Team is conducting several proof-of-concept exercises using several AI technologies. The learnings of these exercises will be shared with the Group via the IT Forum to drive AI adoption in a responsible manner;
  - Employee Data Project, the purpose of which is to aggregate payroll-related data to meet the requirements of the Companies Act which aims to increase transparency and disclosure regarding remuneration; and
  - ISA 315 (R) Initiative, the purpose of which is to strengthen and mature the IT general control environments and streamline combined assurance efforts.

The future of ALICE™

ALICE™ together with the Team will be focusing on data governance across the Group. Data is considered a corporate asset and should be protected and secured accordingly. Quality and well-orchestrated data can make meaningful data-driven decisions and be used in leveraging AI technologies across the Group.

Leadership: **Board**

The Board and its six sub-committees, together with six 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 Sustainability Framework.

Executive directors

Mpumi Madisa (46) – Group chief executive

Mark Steyn (55) – Chief financial officer

Gillian McMahon (53) – Executive director

Independent non-executive directors

Bonang Mohale (63) – Chairman

Renosi Mokate (67) – Lead independent director

Khumo Shuenyane (54)

Lulama Boyce (46)

Sindi Mabaso-Koyana (56)

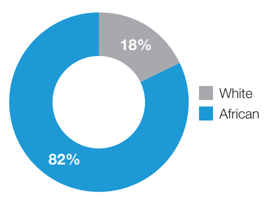
Faith Khanyile (58)

Koko Khumalo (58)

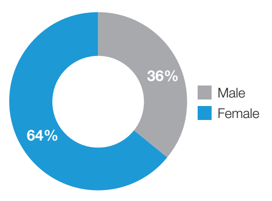
Daniel Masata (46)

Key to committees
- Acquisitions committee
- Audit committee
- Nominations committee
- Risk committee
- Remuneration committee
- Social, Ethics & Transformation committee
- C Chairman

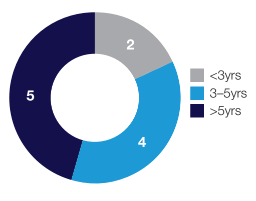
Race



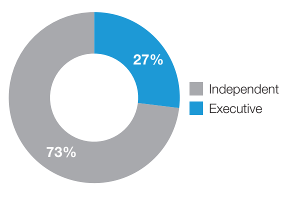
Gender



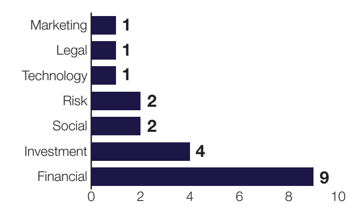
Tenure



Dependent



Skills



Leadership: **Exco**

The Group Exco consists of 11 members, including the Group executive directors and functional executives covering strategy, finance, investor relations, sustainability, governance and business development, as well as the six divisional chief executive officers.

The Group believes that its decentralised governance structure supported by experienced management, many of whom are specialists in particular sectors or industries, and lead 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.

Mpumi Madisa (46) – Group chief executive

Mark Steyn (55) – Chief financial officer

Gillian McMahon (53) – Executive director

Phathu Tshivhengwa (43) – Corporate finance executive

Ilze Roux (51) – Corporate affairs executive

Alan Fainman (62) – Services International Chief executive

Wiseman Madinane (57) – Freight Chief executive

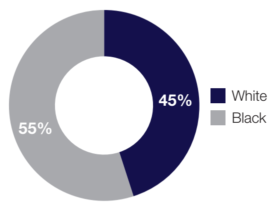
Howard Greenstein (62) – Commercial Products Chief executive

Carla Seppings (52) – Automotive Chief executive

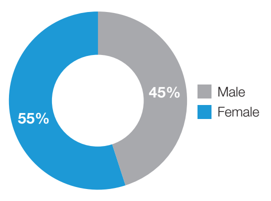
Gail Solomon (58) – Branded Products Chief executive

Akona Matsau (45) – Services South Africa Chief executive

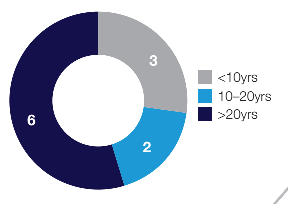
Race



Gender



Tenure



Directors' curricula vitae

Independent non-executive chairman

Bonang Francis Mohale (63)

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 (67)

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 (46)

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.

Chief financial officer

Mark John Steyn (55)

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 (53)

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

Lulama Boyce (46)

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 & Transformation committees of the company. She also serves on the Coronation Fund Managers' board and is the chair of its audit committee.

Sindisiwe (Sindi) Ntombenhle Mabaso-Koyana (56)

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, Sun International Limited, Zenex Foundation Educational Trust, Advanced Group and FutureGrowth Asset Managers. Sindi's committee memberships include remuneration, audit, investment and risk.

Motlanalo Glory (Koko) Khumalo (58)

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 (58)

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 (54)

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 has 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 & transformation, investment and nomination committees.

Daniel Simon Masata (46)

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 firmly committed to upholding sound governance and ethical leadership. It discharges this responsibility by setting strategic direction, endorsing policies that facilitate effective execution, overseeing implementation with informed diligence, and ensuring transparent communication with stakeholders. As the principal authority and steward of corporate governance, the Board operates within a comprehensive framework of policies, supported by six standing committees and executive management. Functioning under a unitary structure, the Board comprises eight non-executive directors and three executive directors, namely, the Group CEO, Group CFO, and Group executive director, who operate in accordance with an approved Board Charter. This Charter is aligned with the Companies Act, the Listings Requirements, and the Company's Memorandum of Incorporation (MoI).

The Board comprises a well-balanced blend of knowledge, skills, experience, diversity and independence, which equips it to fulfil its governance responsibilities with objectivity and effectiveness. In shaping its diversity profile, the Board gives due consideration to a range of factors including race, gender, age, ethnicity, tenure, educational background and skills. The Board is satisfied that Bidvest remains compliant with the Companies Act, its MoI, and the Listings Requirements. The Board acknowledges its overarching accountability and responsibility for the Group's affairs of the maintaining oversight of key matters, including:

- Providing oversight of the Group's strategic direction and ensuring that the associated strategies and business plans do not introduce risks that have not been thoroughly evaluated by management;
- Applying independent and objective judgment in overseeing the Group's business affairs, free from management influence;
- 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 perceived to be a responsible corporate citizen by integrating ethical, social, and environmental considerations into its decision-making and operations. The Board takes into account not only financial performance but also the broader impact of the Group's activities on the environment and the communities in 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 serves as the primary custodian of the Board's succession planning. Director appointments are conducted through a formalised and transparent process overseen by the committee. This process considers a range of factors, including applicable legislative requirements, corporate governance best practices, and the qualifications, experience, and skills of prospective candidates. Recommendations from the Nominations committee are submitted to the Board for deliberation and approval, ensuring that appointments support the Board's effectiveness and diversity objectives. There have been no appointments and/or changes in directorship accounted for the period under review.

Induction programme

As part of Mr. Masata's induction programme, a site visit to the Bidvest Freight Division was arranged for the Board in May. The purpose of the site visit was to complement the formal Board meeting by providing directors with direct exposure to operational environments and strategic initiatives of the Durban based business. The site visit served to:

- Reinforce the Board's oversight of strategic execution and operational realities of the Freight business; and
- Enable directors to engage directly with divisional leadership and observe business operations first-hand.

External assurance

PwC, the Group's external auditor issued their opinion on the FY2025 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 2025, 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 and the identification and valuation of intangible assets acquired, and

the resultant goodwill recognised, arising from material business combinations.

Please refer to page 5 of AFS for the full opinion.

Bidvest operates as a decentralised group, with its success partly rooted in empowering managers to lead their businesses with an ownership mindset. Oversight, strategic guidance, and consolidated reporting are provided through cluster, divisional, and corporate office structures. Upholding our core values of accountability and integrity in all aspects of our operations is essential to maintaining our effective governance framework. Given the decentralised nature of our organisation, the ethical responsibility placed on the Bidvest family is notably high. We are fully aware of this responsibility. Key business processes, controls, and risks are monitored and evaluated through a robust combined assurance model. Management, Internal Audit and external audit, ALICE™ as well as non-executive directors all play a role.

At Bidvest, combined assurance is approached with deliberate focus and strategic intent. Continuous optimisation of our combined assurance model helps eliminate duplication, streamline collaboration among assurance providers, and manage assurance-related costs effectively. These efforts are carefully coordinated to enhance the scope and depth of assurance activities, ensuring a robust control environment. This, in turn, supports the reliability and integrity of information used for reporting and informed decision-making.

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.

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

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

BOARD

	Risk Comm	Audit Comm	SET Comm	Remco
Focus areas (scope)	• Operational (people, processes. systems) • Macro, systems and emerging shifts • Financial (material) • IT governance • Reputation • Regulatory & compliance	• Financial • IT • 3rd party due diligence • Regulatory & compliance (JSE, financial, tax, etc) • Control environment	• Sustainability • Ethics • Transformation • Regulatory & compliance (EHS, environmental, POPIA, labour, etc)	• Set and measure metrics linked to principles
Owners	BVT CE, BVT CFO, Corp Affairs exec	BVT CFO, BVT IA Head	BVT ED, IA Head, Corp Affairs exec	BVT CE, BVT CFO, Corp Affairs exec, M&A exec
Information	Risk report, risk matrix (group & div), IT governance report, insurance report	Financial, CFO report, div AC chair reports, IA report & findings tracker, external audit report, man rep letters, compliance registers	Human capital & transformation report, sustainability report, data mapped to sustainability framework, ethics line report	Remuneration report (financial results and data mapped to STI and LTI scorecard metrics, benchmarking to peers)
External assurers	Engineers (capex), OHS (operational), PwC (financial)	PwC	Empowerdex & Mpowered (transformation), PwC readiness review	PwC (financial, environmental), Empowerdex (procurement)
Independent oversight	Compendium, Corp office, ALICE™, regulators (PA, FIC, FSCA), licensors	Combined assurance (BVT IA, PwC, ALICE™), Corp office, div AC chairs, regulators	Deloitte (Ethics line), Corp office, various govern depts	Deloitte, shareholders

	Exco	Divisional ACs	Divisional boards
Information	CE & div CEO reports, financials, human capital & transformation report, sustainability report, risk report & matrix, M&A report	CEO & CFO reports, financials, risk matrix, IA report, external audit report, management rep letters, compliance registers	CEO & CFO reports, financials, transformation report, sustainability report, risk matrix, commercial report, remuneration report
Independent oversight		BVT, CFO, BVT IA, External audit, div AC chairs, ALICE™	Corp office, div AC chairs

	Subsidiary boards
Independent oversight	Divisional CEO, CFO

The Audit committee plays a critical role in ensuring that Bidvest's combined assurance model effectively addresses the Group's key risks and material matters through the coordinated efforts of various assurance providers. During the reporting period, Internal Audit (IA) focused on assessing the readiness of the IT environments in alignment with ISA 315 (R), specifically from a general controls perspective, as part of the next phase in advancing the combined assurance plan. The IA function serves as an independent, value-adding, forward-thinking, and responsive service to Bidvest shareholders. Its primary role is to provide objective assessments of business processes and controls, thereby enabling effective risk management and reinforcing management's commitment to a robust control environment and operational excellence. The IA team is well-established, comprising a highly qualified professional audit staff, including 37 Chartered Accountants in managerial roles. This team possesses the requisite expertise, skills, and experience to execute the Board-approved Internal Audit Charter, which aligns with the Institute of Internal Auditors' definition of internal auditing and adheres to the principles of King IV.

Bidvest comprises approximately 250 operating entities, many of which maintain extensive branch networks. Each entity and branch are accountable for its own profit and loss, balance sheet, and cash flow statement. On a monthly basis, preliminary financial results are consolidated from branch level through the business, cluster, and divisional levels, reaching Group level by the fifth business day of the following month. A comprehensive aggregation follows by the third week.

Cluster management conducts a detailed review of the results in collaboration with operational teams prior to engaging with the Divisional CEO to discuss performance, operational issues, and other relevant matters. Subsequently, Divisional CEOs meet individually with the Group CEO to rigorously assess performance and address key strategic and operational topics.

Financial processes and controls

Divisional Audit committee meetings are held quarterly and are chaired by an independent non-executive director. These meetings are attended by operational management, the Divisional CFO and CEO, the Group CFO, Head of IA and divisional internal auditors, and external auditors. The agenda typically includes the review and consideration of 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, convenes quarterly and is attended by the Group CFO, Group CEO, Head of IA, external auditors, and the independent chairs of the divisional Audit committees. The committee fulfils its oversight responsibilities and complies with the specific requirements outlined in the Listings Requirements.

It operates on a rolling annual agenda, with a focused review of the IA plan in the first quarter, interim financial results in the second, goodwill impairment assessments and the external audit plan in the third, and the year-end financial results in the fourth. The final quarter's proceedings are extended over two days to allow the committee to thoroughly 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 primary objective of the committee is to support the Board in discharging its oversight responsibilities. This includes evaluating the adequacy and effectiveness of accounting policies, internal controls, and financial and corporate reporting processes. The committee also reviews the performance of the IA function, assesses the competency of the CFO and the broader finance team, and ensures the independence and effectiveness of the external auditors.

In FY2025, the committee confirmed that PwC and the designated audit partner are both accredited and independent. It reviewed all key audit matters and was satisfied that these were appropriately addressed and transparently disclosed. No reportable irregularities were identified.

The committee further concluded that the combined assurance framework is sound and effectively supports a cohesive approach across risk management, compliance, and audit functions. It found the IA function to be highly effective and assessed the Group CFO and finance team as competent. Based on these evaluations, the committee recommended the AFS to the Board for approval.

The committee ensures that external auditors do not engage in any prohibited services or activities that could result in a self-review threat. All non-audit services are subject to pre-approval in accordance with the delegation of authority matrix. These services are typically assurance-related in nature and are not material in relation to the external audit fee.

For further details on how the committee has discharged its statutory responsibilities, covering external audit, key audit matters, IA, internal financial controls, and risk management, please refer to page 17 of AFS.

The committee reviewed the outcomes of its prior year performance self-assessment and concluded that it has effectively discharged its responsibilities in line with its charter for the reporting period.

The Audit committee is chaired by Ms. Sindi Mabaso Koyana. Dr. Renosi Mokate, Ms. Koko Khumalo, Mr. Khumo Shuenyane and Ms. Lulama Boyce currently serve as members of the Audit committee.

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

	28 Nov 2024	24 Feb 2025	27 Feb 2025	29 May 2025	26 Aug 2025	28 Aug 2025
SN Mabaso-Koyana (Chairperson)	√	√	√	√	√	√
RD Mokate	√	√	√	√	√	√
L Boyce	√	A	√	√	√	√
NW Thomson *	√					
MG Khumalo	√	√	√	√	√	√
KL Shuenyane	A	√	√	√	√	√
Invitees						
NT Madisa	√	√	√	√	√	√
MJ Steyn	√	√	√	√	√	√
A Cunningham	√	A	√	√	√	√
RW Graham **	√					
HP Meijer	√	√	√	√	√	√
CR West ***		√	√	√	√	√

** Retired 29 November 2024*

*** Retired 1 December 2024*

**** Appointed 1 December 2024*

Risk processes and controls

Risk management practices across the Group are tailored to the specific needs of each business and are consolidated at the divisional level, where they are deemed fit for purpose. Irrespective of the specific processes in place, divisional management conducts quarterly reviews of key operational risks. These reviews include reporting on the top five risks, their potential impact, and the associated mitigation strategies, which are presented at divisional board meetings.

Divisional risk registers are reviewed by the Group Risk committee during its quarterly meetings. In preparation for these discussions, the Group CEO evaluates the divisional risk registers in conjunction with the broader macroeconomic landscape and the current and anticipated operating environment. This integrated approach facilitates the identification and escalation of key Group-level risks for deliberation at the Group Risk committee. IT governance across the Group spans a wide range of focus areas, including IT resource management, risk exposure, business resilience, cybersecurity, vendor oversight, technology investment, project assurance, and data governance. Oversight of these areas is led by the Head of IA, supported by ALICE™, an autonomous, AI-driven platform designed to deliver scalable, high-quality IT assurance across the Group's diverse environments. ALICE™ operates on a scheduled basis (continuously, daily, weekly, monthly, or quarterly) tailored to the maturity, complexity, and risk profile of each company's IT landscape. It provides near real-time visibility of IT-related findings to management, with remediated issues re-audited upon submission of updated evidence. The IA team conducts monthly follow-ups on unresolved findings to ensure timely resolution and accountability.

The scope of assurance provided by ALICE™ is tailored to each entity, depending on data integration and accessibility. It includes digital audit procedures across key areas such as user administration, cybersecurity, Microsoft baseline network configuration, password and patch management, and website and certificate governance.

Recent governance reports underscore the platform's contribution to enhancing ISA 315 (R) readiness, supporting disaster recovery testing, and advancing the Group's broader cybersecurity strategy. These initiatives are designed to strengthen IT control environments, improve operational resilience, and promote a unified assurance approach across the risk management, compliance, and audit functions.

Refer to page 36 in IR for more information.

IT governance

Strategic IT Initiatives

Our integrated approach to strategic IT initiatives positions the Group to navigate the evolving technology risk landscape, support business objectives and safeguard our most valuable data assets well into the future. These initiatives are:

Business enablement

To harness the full potential of technology in enhancing business productivity, elevating customer experiences, and delivering cost efficiencies, it is necessary to maintain a modern IT environment. Over the past two years, 70% of the Group's infrastructure has been successfully modernised, laying a foundation for leveraging the exponential technology available.

Our attention has shifted to the modernisation of applications across the Group. Recognising that application modernisation is inherently complex, costly, and potentially disruptive, businesses are carefully developing detailed roadmaps to guide their transformation, ensuring strategic alignment with business planning and budgeting processes.

Cyber resiliency

Cybersecurity continues to represent a significant and escalating risk for the Group, particularly in light of the rapid and widespread adoption of AI tools – including many free solutions – across our businesses. In response, the Group has accelerated its Cybersecurity Strategy, notably through the deployment of the SentinelOne solution. This initiative substantially strengthens our cyber resilience and enhances our ability to detect, react to and respond to emerging cyber threats.

Ongoing compliance with the Bidvest Security Framework is rigorously monitored, with the ALICE™ score providing a valuable benchmark for basic security hygiene disciplines against established best practices. Furthermore, recruitment for divisional cybersecurity officers is actively underway, demonstrating our commitment to augmenting the Group's knowledge base and technical capabilities in this vital area.

Data safeguarding

In today's digital landscape, data is recognised as a fundamental corporate asset. Securing and protecting this asset has become a key focus for the Group, particularly in response to the growing risk of data breaches or exposures resulting from cybersecurity incidents, mismanagement of user access and the irresponsible use of AI technologies.

Significant focus has extended beyond protecting our data hosted within the ambit of our own IT environments to our data hosted within the ecosystems of our service providers. Service providers who possess access to the Group's data require security measures and contractual responsibilities, in particular data processing agreements required by POPIA, to be in place. Ongoing efforts remain around data architectures, quality, consistency, retention, restoration and loss protection.

Future-proofing technology landscapes

The introduction of the Bidvest Magic Quadrant this year marks a significant step forward in how IT environments are evaluated within the Group. This framework plots IT environments based on two axes: their degree of modernness – encompassing agility, innovation, progressiveness and enablement – and the level of governance and control in place. With this visual tool, stakeholders can quickly categorise IT environments into "leaders," "laggers," "traditionalists," or "mavericks," emulating the Gartner model. Such categorisation makes it easy to identify IT environments that are not future-fit, allowing for timely interventions and targeted improvements.

The Bidvest Magic Quadrant will also play a critical role in evaluating the IT environments of potential acquisitions. This enables the Group to quickly gauge the technology maturity of new entities and streamline their onboarding process.

As technology continues its exponential evolution, staying ahead of advancements is crucial. The ALICE Team dedicates substantial resources to research and development, exploring a wide array of topics – ranging from new tools and vendors to progressive technologies. Of particular relevance is the democratisation of AI, which is rapidly transforming business landscapes. New use cases, products and services are emerging daily. To this end, the ALICE Team is actively conducting proof-of-concept initiatives to assess how these technologies can drive innovation within the Group.

Simultaneously, the ALICE Team is committed to ensuring the responsible and ethical use of AI across all businesses. Uncontrolled or unauthorised AI deployments pose significant risks to the Group's reputation, data integrity, security and regulatory compliance. As AI capabilities become ever more accessible and powerful, ethical governance becomes paramount. In response, an AI Governance Manual and a Code of AI Practices have been developed to guide all AI-related activities across the Group. Furthermore, the ALICE Team is currently exploring scalable training mechanisms to enhance the Group's collective proficiency in AI technologies.

Collaboration and knowledge-sharing are central to Bidvest's IT culture. The Bidvest IT Forum convenes approximately 120 key IT stakeholders from across the Group. Its primary purpose is to leverage the full breadth of collective experience, knowledge and scale to address the technology challenges and opportunities facing the Group. This year's forum emphasised future-proofing both mindsets and IT environments, dedicating significant focus to exponential technologies like AI. Discussions centred on harnessing these technologies to achieve competitive advantage, optimise resources, boost efficiency, enhance resilience, and adapt to a rapidly changing market.

IT assurance

It is noted that 35% of the audit effort included in the 2025 IA Plans was dedicated to IT assurance. This is indicative of the changing business landscapes coupled with the evolving and expanding technology role that the IA function is required to fulfil. Deliberate attention was paid this year to business resilience, particularly through rigorous disaster recovery testing to ensure readiness against unexpected disruptions.

Governance **structure** continued

The strategic appointment of IT auditors within each division further empowered the Group to address a broader spectrum of technology risks as part of the 2025 IA Plans. Moving forward, technology risk will continue to command elevated focus – strengthening and maturing IT landscapes across the Group in innovative and cost-effective ways.

Looking ahead

The ongoing initiatives have cultivated a culture of proactive risk management and technological vigilance. By embedding robust governance frameworks and fostering collaboration among IT leaders, the Group is well-positioned to anticipate challenges and seize new opportunities.

The IT Forum and various technology work groups meet regularly to evaluate emerging threats, refine best practices, and adapt strategies in response to shifting digital paradigms. The steadfast commitment to continuous improvement, knowledge-sharing, and ethical technology adoption ensures that resilience and innovation remain at the core of Bidvest's IT evolution.

Risk members, attendance, mandate, focus

The Risk committee operates in terms of an annually reviewed and board approved terms of reference. It is primarily responsible for identifying material risks to which Bidvest is exposed and ensuring that a robust risk management culture, along with appropriate policies and systems, is in place and operating effectively. A key expansion of the committee's terms of reference in the period under review entailed the exploration of possible opportunities in the identified risks. The committee also oversees the governance of IT.

During the fiscal year ended 30 June 2025, the committee focused on several emerging and strategic risk areas, including:

- Rapid and disruptive technological advancements
- Heightened socio-political risks
- Shifts in global economic power
- Sustainability-related risks
- Execution of the Bidvest Bank sale

Key risks identified include:

- Deteriorating basic infrastructure (water, power, logistics)
- Weak economic growth
- Rising cost-of-living pressures and labour inflation
- Cybersecurity threats
- Extreme weather events

The Risk committee is chaired by Dr. Renosi Mokate. Current members include Ms. Mpumi Madisa, Mr. Mark Steyn, Ms. Gillian McMahon, Ms. Sindi Mabaso-Koyana, Ms. Koko Khumalo, and Mr. Daniel Masata.

The number of committee meetings attended by each member are:

	25 Nov 2024	24 Feb 2025	05 May 2025	27 May 2025	26 Aug 2025
RD Mokate (Chairperson)	√	√	√	√	√
SN Mabaso-Koyana	√	√	√	√	√
BF Mohale	√	√	√	√	√
MG Khumalo	√	√	√	√	√
DS Masata	√	√	√	√	√
NT Madisa	√	√	√	√	√
MJ Steyn	√	√	√	√	√
GC McMahon	√	√	√	√	√

Sustainability processes and controls

The Group Social, Ethics & Transformation committee supports the Board in overseeing social, ethical and transformation-related matters, ensuring that the Group remains a responsible and committed corporate citizen. The scope of oversight 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 accordance with the Companies Act, the committee's oversight extends to all Bidvest entities with a public interest score exceeding 500 – currently totalling 58 companies. In practice, this means that nearly all operations fall within the scope of oversight. Under the transformation framework, key focus areas such as diversity, skills development, preferential procurement, enterprise and supplier development, and black ownership are actively measured, monitored, and managed. Each business is responsible for maintaining its own transformation scorecard, which encompasses all these elements and is externally verified on an annual basis. Every division has a dedicated executive responsible for transformation, who provides guidance and support to individual businesses. Using a Group-wide toolkit, these executives track and manage outcomes, and report the consolidated transformation status to the divisional board and the designated Group executive director on a quarterly basis. The responsible Group executive director consolidates divisional transformation reports and toolkit data to present progress, challenges, and action plans for addressing identified gaps to the Group Social, Ethics & Transformation committee. As a listed SA company, black ownership remains a complex issue, particularly within a diversified multinational structure, but the requirement and the Group's commitment to transformation are unequivocal.

During the reporting period, the committee reviewed the progress and impact of the Bidvest Supplier Diversity Programme, which aims to strengthen the transformation profile of the Group's supply chain and increase procurement spend with compliant suppliers, as well as the roll out of medical insurance to the Group's low income earners.

Each business within the Group is responsible for managing its own workforce and ensuring compliance with occupational health and safety standards. Wage negotiations with unions and relevant bargaining councils are conducted at the business or sector level, as appropriate. As part of the annual budgeting process, salary increase guidelines are communicated from the corporate office to individual businesses. In line with the Employment Equity Act, businesses submit annual reports to the Department of Labour covering workforce demographics, income parity, training, and related metrics. Portions of this data are also consolidated at Group level and included in the Group's overall reporting.

A comprehensive employee wellness programme is implemented across all South African operations, while international operations maintain country-specific initiatives tailored to local needs. Group-sponsored corporate social investment programmes are championed by the designated Group executive director and shared with the Board committee for oversight and alignment with strategic objectives.

The Group is governed by the Bidvest Code of Ethics, which outlines its commitment to conducting business with integrity, transparency, accountability, and respect. The Code applies to the Board of Directors, management, and employees, requiring compliance with legal obligations, fairness, honesty, respect for others, and environmental responsibility. Ethical matters are reported, managed, and resolved through multiple channels, both operational and independent. At the operational level, individual businesses maintain their own grievance and whistle-blower mechanisms, forming the first line of defence. Management is empowered to address reported concerns decisively and in alignment with the principles of the Code.

Bidvest also operates an independently managed Ethics facility, offering whistle-blowers three secure channels to report concerns: telephone, email, and an online submission form. These communication channels are monitored 24/7 and are accessible in all 11 official SA languages, as well as Oshiwambo and Otjiherero for Namibian users, and Portuguese, German, and English in international territories. Concerns raised outside the Ethics facility, such as via social media, the Bidvest website, or email, are also logged by IA. All reported matters are investigated by divisional management, and where appropriate, criminal, civil, and/or disciplinary action is taken. Control enhancements are implemented to address any identified weaknesses. All concerns submitted through the Ethics facility are thoroughly investigated and tracked to resolution, with divisional management providing formal sign-off. Historically, most reported matters have been routine and human resource-related, typically resolved promptly. Oversight of this process is maintained at Group level. Any matters involving discrimination, harassment, or those deemed to require escalation must be signed off by a Group executive director.

Quarterly reports on the Ethics facility are presented to the Group Social, Ethics & Transformation committee.

Ethics Line: 0800 50 60 90
Email: bidvest@tip-offs.com

On a quarterly basis, divisional CEOs sign off on a schedule detailing incidents of fraud, theft, conflicts of interest, related party transactions, and gifts. This schedule is presented at both divisional and Group Audit committee meetings, as previously outlined. Additionally, a consolidated gift register is submitted to the quarterly Group Social, Ethics & Transformation committee.

Sustainable business practices are embedded in Bidvest's daily operations and managed at the business level, recognising that each entity has a unique environmental footprint. For certain businesses, particularly within the Freight division and selected Services operations, compliance with environmental standards is directly linked to regulatory requirements, licences, or franchise agreements. These businesses actively monitor, manage, and report on environmental matters as required. Any environmental breaches are reported to the relevant divisional Risk and/or Audit committees and escalated to higher levels of governance when necessary. At Group level, common material issues are identified as part of Bidvest's commitment to conducting business in a responsible and sustainable manner. The committee has, in the period under review, commissioned an external materiality assessment as well as considered and approved management's proposal of the Sustainability Framework 2035 whose key focus areas, people, purpose and performance, remain anchored in the relevant SDGs. Refer to pages 8 to 11 for more information.

Social, Ethics & Transformation committee members, attendance, mandate, focus

The Group Social, Ethics & Transformation committee plays a key role in supporting the Board's oversight of social responsibility, ethical conduct, and transformation. It operates through an annually reviewed and approved terms of reference whose mandate is to ensure that the Group remains a responsible and accountable corporate citizen. The committee's scope includes:: (i) ethical leadership and management practices; (ii) human resource development employment equity and transformation; (iii) environmental impact and climate change; (iv) corporate social investment (CSI); (v) safety, occupational hygiene, and employee wellness; and (vi) stakeholder engagement and inclusivity. For the financial year ended 30 June 2025, the committee focused on several strategic priorities, including succession planning and talent development, advancing transformation goals, promoting sustainability, and fostering diversity and inclusion.

The Social, Ethics & Transformation committee is chaired by Ms. Faith Khanyile. Ms. Mpumi Madisa, Ms. Gillian McMahon, Mr. Mark Steyn, Mr. Bonang Mohale, Ms. MG Khumalo and Ms. Lulama Boyce currently serve as members of the Social, Ethics & Transformation committee.

The number of committee meetings attended by each member are:

	25 Nov 2024	24 Feb 2025	26 May 2025	05 Aug 2025 *(ad hoc)*	25 Aug 2025
FN Khanyile (Chairperson)	√	√	√	√	√
L Boyce	√	√	√	√	√
BF Mohale	√	√	√	√	√
MG Khumalo	√	√	√	√	√
NT Madisa	√	√	√	√	√
MJ Steyn	√	√	√	√	√
GC McMahon	√	√	√	√	√

Remuneration processes and controls

The Group Remuneration committee plays a critical role in ensuring that executive remuneration is aligned to the interests of all stakeholders. This alignment is reflected in the balanced and diverse performance measures embedded within Bidvest's short- and long-term incentive schemes, as well as the overall remuneration structure. The principles of the Group Remuneration

Governance **structure** continued

Policy are cascaded throughout the divisions and businesses, with clearly defined targets 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 Group's budget guidelines. Deloitte as the appointed independent adviser, provides valuable input to the process.

Remuneration committee members, attendance, mandate, focus

The Remuneration committee operates through an annually reviewed and Board approved terms of reference with the specific mandate to oversee the Group's overall remuneration strategy. This includes the design and operation of short-term and long-term incentive schemes for executives across the Group, as well as the determination of remuneration packages for executive directors and members of the Executive committee.

During the fiscal year ended 30 June 2025, the committee focused on aligning remuneration practices with the Group's strategic objectives through fair and transparent compensation structures. A comprehensive benchmarking exercise was conducted for non-executive directors fees where it was conceded that overall, the results indicate that the committee and board fees remain well-aligned with the upper quartile of the identified peer group.

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 FY2026 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 Remuneration committee is chaired by Ms. Lulama Boyce. Mr. Bonang Mohale and Ms. Faith Khanyile currently serve as members of the Remuneration committee.

The number of committee meetings attended by each member are:

	7 Oct 2024	25 Feb 2025	27 May 2025	05 Aug 2025	26 Aug 2025
L Boyce (Chairperson)	√	√	√	√	√
BF Mohale	√	√	√	√	√
FN Khanyile	√	√	√	√	√
Invitees					
NT Madisa	√	√	√	√	√
MJ Steyn	√	√	√	√	√

Leadership processes and controls

Succession planning and diversity at executive management and Board level are key governance areas for the Group Nomination committee. Diversity encompasses gender, race, experience and tenure. The Group firmly believes that leadership sets the tone from the top and recognises the value that diverse perspectives bring to decision-making and organisational performance.

Nomination committee members, attendance, mandate, focus

The committee is responsible for assessing the independence of non-executive directors and identifying suitable candidates for Board appointments to ensure the Board remains balanced, effective, and aligned with the principles of King IV. In addition, the committee advises the Board on the reappointment of directors and oversees succession planning for executive directors and senior management.

The Nominations committee's focus for the fiscal year ended 30 June 2026 included building and maintaining a pipeline of non-executive director candidates, senior management succession planning as well as continuing professional development.

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 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 Nominations committee is chaired by Mr. Bonang Mohale. Dr. Renosi Mokate and Ms. Lulama Boyce serve as members of the Nominations committee.

The number of committee meetings attended by each member are:

	25 Nov 2024	28 Feb 2025	27 May 2025	29 Aug 2025
BF Mohale (Chairperson)	√	√	√	√
RD Mokate	√	√	√	√
L Boyce	√	√	√	√
Invitees				
NT Madisa	√	√	√	√
GC McMahon	√	√	√	√

Corporate action processes and control

Corporate strategy is formulated by executive management and approved and monitored by the Board. The strategy is centred on:

- Maximising the value of Bidvest's diverse portfolio through organic growth, innovation, and strategic bolt-on acquisitions;
- Expanding internationally within targeted niches, including hygiene services, facilities management, and plumbing wholesale; and
- Ensuring efficient capital allocation.

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 presented at divisional board meetings for approval. The Group Acquisition committee convenes as needed to evaluate corporate transactions involving capital investments exceeding R500 million.

Acquisition committee members, attendance, mandate, focus

The committee is responsible for evaluating potential mergers, acquisitions, investments, and other corporate transactions in line with the Group's delegated authority framework. For the fiscal year ended 30 June 2025, the Acquisition committee focused on strategic divestments, including Bidvest Bank, FinGlobal, and Bidvest Life. It also assessed growth opportunities through the several acquisitions including WearCheck, Countrywide Healthcare, Citron Hygiene and NexGen, while reviewing the Group's funding structure to support these initiatives.

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 Acquisition committee is chaired by Mr. Bonang Mohale, with Mr. Mark Steyn, Ms. Mpumi Madisa, Mr. Khumo Shuenyane, Ms. Faith Khanyile, Mr. Daniel Masata, and Ms. Sindi Mabaso Koyana serving as committee members. The number of committee meetings attended by each member are:

	07 Dec 2024	05 May 2025	25 Aug 2025
BF Mohale (Chairperson)	√	√	√
SN Mabaso-Koyana	√	√	√
FN Khanyile	√	√	√
KL Shuenyane	√	√	√
DS Masata	√	√	√
NT Madisa	√	√	√
MJ Steyn	√	√	√

Executive management processes and controls

The Executive committee (Exco) convenes at least quarterly. In addition to the Group CEO's strategic overview of macroeconomic and trading conditions and the Group CFO's report on the consolidated financial position, the following items are standard agenda topics:

- 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 report aggregated from divisional submissions.

Feedback from investor engagements following the release of interim and final results is shared with the executive team, along with the quarterly shareholder register. Annual strategy and budget sessions are held at divisional level, following a bottom-up process where divisional management consolidates input from individual businesses. The aggregated strategies and budgets are then presented and discussed at both Exco and Board meetings.

Board of directors

The Bidvest Board convenes on a scheduled quarterly basis. As part of the standard, the three executive directors provide comprehensive updates covering operational performance, strategic developments, financial results, human capital, transformation and sustainability matters. In addition, the chairpersons of the Board committees present key insights and summarise discussions from recent committee meetings. All committee packs are made digitally accessible to Board members to support informed decision-making.

In keeping with its people-centric approach to governance, the Board continues to note and place Health, Safety, Security and Environment (HSSE) and Competition Commission Compliance as priority matters for consideration at the start of each meeting. Resolutions passed during the quarter are confirmed, and administrative matters are addressed accordingly. Each Board meeting concludes with a reflection session, allowing members to evaluate the effectiveness of the meeting.

Any director is entitled to seek independent professional advice, at the Company's expense, if there is uncertainty regarding whether a proposed course of action aligns with their statutory or fiduciary duties. All directors have access to the Company Secretary for guidance on governance matters and compliance with applicable legislation and procedures. Additionally, directors have direct access to both the Company's internal and external auditors, as well as members of the executive management team, at any time.

Mandate

The Board operates in accordance with the principles of King IV and within the framework of the Companies Act, the Listings Requirements, relevant governance codes, and other applicable legislation. It plays a central role in shaping corporate strategy and establishing performance benchmarks to monitor the achievement of the Group's strategic objectives. The Board's responsibilities and authority are defined in a formal Board Charter, which governs its operations.

While retaining overall accountability, the Board delegates authority to the Group CEO to manage the day-to-day operations of the Group. The Group CEO is supported by the Exco. To effectively discharge its responsibilities and facilitate decision-making, the Board has also established various committees, each with defined mandates aligned to its governance framework. A summary of each committee's key focus areas for 2025 and the year ahead can be found on pages 53 to 59. The Group Audit committee fulfils the statutory responsibilities of an audit committee for the Group as a whole. A similar principle applies in respect of the Group Social, Ethics & Transformation committee, with responsibility for monitoring and reporting on social and ethics issues for entities with a public interest score of 500 or above. Majority-owned subsidiary, Adcock Ingram, has its own board with additional oversight by the Group to provide assurance.

Governance **structure** continued

Governing philosophy and focus

The Board is fully committed to upholding the highest standards of governance and accountability, n line with the recommendations of King IV. The principles of King IV are deeply embedded in the Group's internal controls, policies, and procedures that govern corporate conduct. At Bidvest, governance extends beyond mere legislative compliance, reflecting a broader commitment to responsible and sustainable business practices..

The Board has confirmed that the principles of King IV have been duly applied. The updated comprehensive King IV application register is available at www.

Key focus areas during FY2025 were:

- Effective risk and oversight – the Board reviewed quarterly reports from the Risk and Audit committee chairpersons, which included assessments of solvency, liquidity, and going concern status, as well as financial performance against budget and prior year benchmarks. Information and technology governance was also considered. The Board approved the interim and final results announcements, along with the full annual report suite, including the AFS;
- Uncompromised governance – the Board received quarterly reports from the chairpersons of the Social, Ethics & Transformation, Risk, and Audit committees, focusing on ethical governance, the effectiveness of the Group's governance framework, and compliance with applicable legislation, the Listings Requirements, and relevant non-binding codes and standards. Special attention was given to employee health and safety. Committee charters and performance evaluations are conducted on a rolling basis to ensure continued relevance and alignment with best practices;
- 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 2025 AGM and notice to shareholders were approved; and
- Enduring sustainability – The Group maintained its strong focus on sustainability, encompassing environmental, social, and governance matters. Responsible and accountable business practices have been integral to Bidvest's culture since inception. To this end, the Sustainability Framework 2035 was approved in the period under review.

In terms of Bidvest's MoI, the non-executive directors who retire by rotation at the forthcoming AGM are Mr. Bonang Mohale, Dr. Renosi Mokate, Ms. Faith Khanyile and Ms. Koko Khumalo. Being eligible, these four non-executive directors offer themselves for re-election. The directors' academic and professional qualifications are presented on pages 48 and 49.

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

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 video conference, by each director are as follows:

The number of board meetings attended by each member are:

	29 Nov 2024	09 Dec 2024	28 Feb 2025	30 May 2025	29 Aug 2025
BF Mohale (Chairperson)	√	√	√	√	√
L Boyce	√	√	√	√	√
FN Khanyile	√	√	√	√	√
MG Khumalo	√	√	√	√	√
SN Mabaso-Koyana	√	√	√	√	√
NT Madisa	√	√	√	√	√
DS Masata	√	√	√	√	√
GC McMahon	√	√	√	√	√
RD Mokate	√	√	√	√	√
KL Shuenyane	A	√	√	√	√
MJ Steyn	√	√	√	√	√