

GROUP SOCIAL & ETHICS COMMITTEE CHARTER

1. INTRODUCTION

The Companies Act 71 of 2008, section 43 (the 'Act') requires that all listed public company's should appoint a social and ethics committee and define the rules governing this body under the guidelines as laid out by the Act.

The Group Social & Ethics Committee has been constituted as a sub-committee of the Group Board of Directors in the discharge of its duties and responsibilities in this regard.

Reference to the "GSEC" shall mean the "Group Social & Ethics Committee"
Reference to the "Board" shall mean the "Bidvest Board of Directors"
Reference to the "Group" or "Bidvest" shall mean the "Bidvest Group Limited"
Reference to the "Division" shall mean a division of the "Bidvest Group Limited"

2. PURPOSE

The GSEC has the following functions:

- 2.1. To monitor the company's activities in respect of any relevant legislation relating to:
 - Social and economic development in respect of the 10 UN Global Compact Principles and the OECD recommendations regarding corruption.
 - The Employment Equity Act.
 - The Broad Based Black Economic Empowerment Act.
- 2.2. To monitor the company's activities in respect of good corporate citizenship including:
 - Promotion of equality, prevention of unfair discrimination and reduction of corruption.
 - Contribution to the development of the communities in which it is predominantly involved.
 - Record of sponsorship, donations and charitable giving.
- 2.3. To monitor the company's activities in respect of:
 - The environment, health and public safety.
 - Consumer relationships including advertising, public relations work and compliance with consumer protection laws.
 - Labour and employment including International Labour Organisation Protocol on decent work and working conditions; the company's employment relationships and its contribution to the educational development of its employees.

2.4. It is the responsibility of this committee to draw matters within its mandate to the attention of the Board as necessary and to report on its mandate to the shareholders at the AGM.

3. ADMINISTRATION

3.1. The GSEC shall be appointed by the Board and shall comprise of a chairman and at least 2 other members.

3.2. The quorum necessary for the transacting of business shall be 2 of whom at least 1 must be a non-executive director.

3.3. The GSEC shall meet quarterly and at such other times as the Chairman shall require.

3.4. The secretary shall minute the proceedings and resolutions of all GSEC meetings, including the names of those present and in attendance. These minutes shall be circulated to all members of GSEC and the board.

4. DUTIES AND RESPONSIBILITIES

4.1. The responsibilities and duties of the GSEC shall focus primarily on:

- Group sustainability responsibilities.
- Group transformation responsibilities.
- Group code of ethics standards.
- Companies act Social & Ethics Committee responsibilities.

4.2. Consider with management and feedback from external providers (as relevant), any contraventions of the Group Code of Ethics and managements response and action taken in light of such events.

4.3. Review the effectiveness of the Group and Divisions systems for monitoring compliance with laws and regulations.

4.4. Identify and monitor the non-financial aspects relevant to the business of the Group and review appropriate non-financial information that goes beyond assessing the financial and quantitative performance of the Group.

4.5. Reviewing the effectiveness of the Group affirmative action strategy on creating opportunities that will enable previously disadvantaged employees to prepare themselves to occupy more skilled and responsible positions within the organisation.

4.6. Reviewing the effectiveness of the Group's dealing with Safety, Health and the Environment (SHE) issues and to provide the necessary guidance in developing and approving the policy, strategy and structure to manage SHE issues.

4.7. Reviewing the effectiveness of the Group's contagious diseases strategy regarding the handling of HIV/AIDS training and education programmes, voluntary, anonymous testing, anti-retroviral and crisis planning.

4.8. Reviewing the effectiveness of the Group's environmental strategy regarding:

- The taking of reasonable measures to prevent significant pollution or degradation to the environment from occurring, continuing or recurring.
 - Minimising and rectifying pollution or degradation that has already been caused.
 - Disclosing the nature of their environmental policies, ethos and values.
 - A commitment by all relevant Group companies becoming certificated with the required international safety and environmental standards.
- 4.9. Reviewing the effectiveness of the Group social and transformation strategy regarding the submission of their Employment Equity and Skills Development plans to the relevant authorities and monitoring that they are on track to meet, if not exceed, the required targets.
- 4.10. Reviewing the effectiveness of the Bidvest Employment Equity strategy regarding principles of employment equity and ensuring the Group's compliance with the Employment Equity Act.
- 4.11. To periodically assess and communicate the quality of key stakeholder relationships.
- 4.12. To consider and communicate the results and evaluation reports relating to Bidvest's annual report performance and to ensure appropriate action is taken to address areas identified for improvement.
- 4.13. Assess the divisional reporting requirements in terms of adequacy and effectiveness in meeting the mandate of the GSEC.
- 4.14. Perform other oversight functions as requested by the Group Board of Directors.

5. AUTHORITY

- 5.1. The GSEC is authorised to draw matters within its mandate to the attention of the Board.
- 5.2. The GSEC is authorised to seek any information it requires from any employee of the Group in order to perform its duties.
- 5.3. The GSEC is authorised to obtain, at the Group's expense, outside legal or other professional advice on any matters within its terms of reference.
- 5.4. The GSEC has unrestricted access to all information, including records, property and personnel of the Group, and must be provided with adequate resources in order to fulfil its responsibilities.

6. ANNUAL GENERAL MEETING

The chairman of the committee shall attend the AGM prepared to respond to any shareholder questions on the GSEC's activities.

7. EVALUATION

The Board must perform an annual evaluation of the effectiveness of the GSEC.

8. APPROVAL OF THE CHARTER



On an annual basis this charter is to be reviewed and recommended to the Board and signed on their behalf by Chairman of the Board.