



Notice of annual
general meeting

2022



for the year ended
June 30 2022

Food | Service | Technology

Letter to shareholders

Dear shareholder

On behalf of the board of Bid Corporation Limited (Bidcorp or the company), I have pleasure in extending an invitation to you to participate in Bidcorp's 2022 annual general meeting (AGM), which will be held on Thursday, November 17 2022 at 12:30 SAST through electronic communication. If you are unable to participate in the AGM, please arrange to vote by proxy in accordance with the instructions on the proxy form (see page 11).

The board believes that the most appropriate mechanism to host the 2022 AGM, to allow shareholders their right to vote and ask questions conveniently and efficiently, is through electronic participation. Shareholders who wish to participate in the virtual meeting and who wish to vote at the meeting are required to contact TMS at proxy@tmsmeetings.co.za before 11:30 SAST on Tuesday, November 15 2022. A "registration to participate" form (page 13) and "a virtual meeting guide for shareholders" (page 15) are included in this notice of AGM.

The AGM gives the board the opportunity to present the company's performance for the year ended June 30 2022 to shareholders and to address any questions. This booklet contains the detailed notice of AGM and relevant supporting documentation to assist you in your deliberations for voting at the AGM; as well as the summarised consolidated financial results (for the year ended June 30 2022) and commentary (see pages 17 – 24). The chairman of the statutory board committees, executive management, as well as the external auditor will be in attendance at the AGM and available to respond to questions from shareholders.

This summarised report is extracted from audited information but is not itself audited. The annual financial statements have been audited by PricewaterhouseCoopers Inc. who expressed an unmodified opinion thereon. The audited 2022 annual financial statements including the auditor's report are available on the company's website.

The Bidcorp 2022 annual integrated report will be published on October 17 2022. Printed copies of the 2022 annual integrated report will be available on request.

If you have any questions or concerns, I would be happy to assist, please direct your queries to: ashley@bidcorp.co.za or investorrelations@bidcorp.co.za.

Yours sincerely

AK Biggs

Company secretary representative

October 17 2022

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 Bid Corporation 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.

Notice of annual general meeting

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 27th annual general meeting (AGM) of shareholders of Bid Corporation Limited (Bidcorp or the company) will be held on Thursday, November 17 2022 at 12:30 SAST 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 7 2022, 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. 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 8 2022. Accordingly, only shareholders who are registered in the register of members of the company on Friday, November 11 2022 will be entitled to participate in and vote at the AGM.

Electronic participation

Bidcorp has taken a decision to again convene the AGM entirely by way of electronic participation in accordance with section 63(2)(a) of the Companies Act and subject to clause 23.8 of the company's Memorandum of Incorporation (MOI), and that no physical meeting will be held. This notice sets out the procedure which shareholders should follow, in order to participate in the AGM by electronic communication.

The electronic communication to be employed will enable all persons participating in that meeting to communicate concurrently with one another without an intermediary and to participate effectively in the meeting.

How the AGM will work

Bidcorp has appointed The Meeting Specialist (Pty) Ltd (TMS) to host the AGM on an interactive platform and to facilitate electronic participation and voting by shareholders.

Registration for electronic participation

Any shareholder, or a representative or proxy for a shareholder, as the case may be, who intends to participate in the virtual AGM and who wishes to vote at the meeting is required to submit the completed registration form attached to this notice of AGM (page 13) to TMS at proxy@tmsmeetings.co.za as soon as possible, but preferably before 11:30 SAST on Tuesday, November 15 2022.

A virtual meeting guide for shareholders is attached to this notice of AGM (page 15).

Shareholders who wish to attend the virtual AGM, should instruct their CSDP or broker or nominee to issue them with the necessary letter of representation to attend the meeting as stipulated in the agreement with their custodians. Although the electronic platform provides for voting during the meeting, shareholders are strongly encouraged to still lodge their votes by proxy prior to the meeting to TMS at proxy@tmsmeetings.co.za.

Any shareholder (or representative or proxy, as the case may be) who does not register, as contemplated above, by 11:30 SAST on Tuesday, November 15 2022, may still register to participate in and/or vote electronically at the AGM after this date, provided that (i) such participant is registered and (ii) the identity of such participant is verified (as required in terms of section 63(1) of the Companies Act and as detailed below), by no later than the commencement of the AGM.

Should anyone have any questions or concerns, they are welcome to direct these queries to the company secretary, c/o Ashley Biggs (email: ashley@bidcorp.co.za).

Notice of annual general meeting **continued**

Identification

In terms of section 63(1) of the Companies Act, any person participating in the AGM must present satisfactory identification and the person presiding at the AGM must be satisfied that the right of any person to participate in and vote (whether as a shareholder or representative or proxy, as the case may be) has been verified. Such identification must be provided by the participant when registering for electronic participation in the AGM.

Satisfactory identification will include a duly certified copy of the participant's identity document, driver's licence or passport (and a valid email address and/or mobile telephone number for that participant), as well as for a participant who is a:

- representative of a shareholder that is a company or other corporate entity, a duly certified copy of the resolution adopted by the shareholder appointing such participant to act as its representative at the AGM, as required in terms of section 57(5) of the Companies Act (unless such resolution is already on record with the scrutineers or company); or
- proxy, a copy of the proxy in terms of which he/she is appointed (unless such proxy is already on record with the scrutineers or company).

The AGM may not begin until at least 3 (three) shareholders entitled to attend and vote at that meeting are present via electronic communication or in person, and sufficient persons are present (in person or by proxy) at the AGM to exercise, in aggregate, at least 25% (twenty-five percent) of all the voting rights that are entitled to be exercised in respect of at least one matter to be decided at the AGM. A matter to be decided at the AGM may not begin to be considered unless sufficient persons are present at the meeting (in person or by proxy) to exercise, in aggregate, at least 25% (twenty-five percent) of all the voting rights that are entitled to be exercised at the time the matter is called on the agenda.

Who may attend

1. If you are the holder of Bidcorp shares (all issued shares are dematerialised) that are registered in your name:
 - a. you may participate in and/or vote at the AGM by way of electronic participation; or
 - b. you may appoint a proxy to represent you at the AGM by completing the attached form of proxy (page 11) in accordance with the instructions contained therein and by returning it to TMS to be received no later than 11:30 SAST on Tuesday, November 15 2022 as set out below.

A proxy need not be a shareholder of the company.

2. Proxy forms are to be lodged with TMS, to be received before 11:30 SAST on Tuesday, November 15 2022, through one of the following alternatives:
 - delivered to TMS, JSE Building, One Exchange Square, Gwen Lane, Sandown, 2196, South Africa; or
 - posted to TMS, PO Box 62043, Marshalltown, 2107, South Africa; or
 - emailed to TMS proxy@tmsmeetings.co.za.

Proxy forms should only be completed by shareholders who have shares registered in their own name.

3. If you hold shares which are not registered in your name and:
 - a. you wish to vote at the AGM you must register to do so and provide the required form of identification; 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. 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 Bidcorp and its subsidiaries (the group) for the year ended June 30 2022;
- the report of the audit and risk committee;
- the report of the social and ethics committee; and
- to deal with any other business as may be lawfully dealt with at the AGM, and to consider and, if deemed fit, to pass, with or without modification, the resolutions as set out below.

Presentation of 2022 annual financial statements

The audited annual financial statements, including the directors' report, auditor's report and reports of the audit and risk committee, as well as the social and ethics committee, for the year ended June 30 2022 have been approved by the board of directors of the company and will be presented to shareholders at the AGM for noting.

Ordinary resolutions

1. Reappointment of external auditor

Ordinary resolution number 1

Resolved that, as nominated by the audit and risk committee, PricewaterhouseCoopers Inc. (PwC) is reappointed as the independent external auditor of the group. It is noted that Mr E Gerrits is the current individual registered auditor being the designated auditor.

2. Directorate

Ordinary resolutions numbered 2.1 to 2.4

Directors retiring by rotation

- 2.1 Resolved that Mrs T Abdool-Samad*, who was appointed as a director of Bidcorp on September 16 2019, and retires in terms of the company's MOI and who, being eligible, offers herself for re-election, be hereby re-elected as an independent non-executive director of Bidcorp.
- 2.2 Resolved that Mr DE Cleasby who was appointed as a director of Bidcorp on September 12 2007, and retires in terms of the company's MOI and who, being eligible, offers himself for re-election, be hereby re-elected as an executive director of Bidcorp.
- 2.3 Resolved that Mr B Joffe* who was appointed as a director of Bidcorp on August 17 1995, retires in terms of the company's MOI and who, being eligible, offers himself for re-election, be hereby re-elected as an independent non-executive director of Bidcorp.
- 2.4 Resolved that Mrs H Wiseman*, who was appointed as a director of Bidcorp on March 10 2016, and retires in terms of the company's MOI and who, being eligible, offers herself for re-election, be hereby re-elected as an independent non-executive director of Bidcorp.

** The board of directors has assessed the independence of all non-executive directors and considers them all to be independent. Where a director has served as a member for 9 (nine) years or longer, they have demonstrated that they are independent in character and judgement and there were no relationships or circumstances that were likely to affect or could appear to affect their independence.*

The board has reviewed its composition and has recommended the re-election of the aforementioned directors who have offered themselves 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:

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

Notice of annual general meeting **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 numbered 2.1 to 2.4 are included in the 2022 annual financial statements, together with the CVs of all of the board members.

3. Election of audit and risk committee members

Ordinary resolution number 3

Resolved that in terms of section 94(2) of the Companies Act, the audit and risk committee is elected by the shareholders at each AGM. The following independent non-executive Bidcorp directors who fulfil the requirements of section 94(4) of the Companies Act, be and are hereby elected as members of the company's audit and risk committee for the financial year ending June 30 2023, until the conclusion of the next AGM:

- 3.1 Resolved that Mrs T Abdool-Samad is elected as a member of the audit and risk committee, subject to the passing of ordinary resolution 2.1 above.
- 3.2 Resolved that Mr PC Baloyi is elected as a member of the audit and risk committee.
- 3.3 Resolved that Mrs KR Moloko is elected as a member of the audit and risk committee.
- 3.4 Resolved that Mr NG Payne is elected as a member of the audit and risk committee.
- 3.5 Resolved that Mrs H Wiseman (chairman) is elected as a member of the audit and risk committee, subject to the passing of ordinary resolution 2.4 above.

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 numbers 3.1 to 3.5 are included in the 2022 annual financial statements.

The board is of the view that the committee members have the required qualifications or experience to fulfil their duties.

4. Endorsement of Bidcorp remuneration policy

King IVTM* requires the board (with the assistance of the remuneration committee) to present the remuneration policy to the shareholders. In accordance with the recommendations of King IV and paragraph 3.84(j) of the JSE Listings Requirements (Listings Requirements), the company should give the shareholders the right to express their views on the remuneration policy by casting a non-binding advisory vote in the manner set out below.

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Ordinary resolution number 4

Resolved that in terms of the recommendations of King IV, as presented in "Part 2 – Remuneration policy" and "Part 3 – Implementation of the remuneration policy" of the Bidcorp 2022 remuneration report, that the:

- 4.1 "Remuneration policy" is hereby endorsed.
- 4.2 "Implementation of remuneration policy" is hereby endorsed.

The Bidcorp 2022 remuneration report is available on the company'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. In addition, each resolution will be considered and voted on separately. Nevertheless, for record purposes, ordinary resolution numbers 4.1 and 4.2 require the approval of more than 75% of the votes cast for it to be adopted as a non-binding advisory vote. In the event that 25% or more of the votes cast, vote against either ordinary resolution numbers 4.1 or 4.2, or both, the company undertakes to engage with the dissenting shareholders so as to establish their reasons therefore and to appropriately address legitimate and reasonable objections and concerns raised.

5. Amendments to the conditional share plan (CSP) scheme*

Ordinary resolution number 5

Resolved that the amendments as set out in the amended rules of the CSP, be and are hereby approved.

Reason for and effect of ordinary resolution number 5: Bidcorp intends to include rule amendments: i) to require that vested awards be exercised by a participant before they can be settled and freely disposed of, and for deemed exercise of a vested award to occur in appropriate circumstances; and ii) to introduce a discretion on the part of the remuneration committee to determine that awards of “good leavers” may not be subject to time pro-rated early vesting and may vest in full in the ordinary course, except in the case of death where they may fully vest on the date of termination of employment.

Consequential amendments have been made to align the rules of the CSP with the amendments detailed above.

Shareholders are advised that the amended rules of the CSP have been approved by the JSE.

* *The amended CSP scheme, as approved by the JSE, is available for inspection at the offices of the company.*

Motivation for ordinary resolution number 5

The amendments to the rules of the CSP are intended: i) to provide an effective means for participants to retain their investment in Bidcorp after the ordinary vesting date of an award, when the employment and performance conditions have been met, which further aligns their interests with those of shareholders; and ii) to encourage participants to focus on succession and sustainability, and to make provision for continued exposure to Bidcorp after termination of employment for “good leavers”. Early vesting in the case of death is aimed at facilitating estate administration matters.

6. General authority to directors to allot and issue authorised but unissued ordinary shares

Ordinary resolution number 6

Resolved to place not more than 5% (five percent is approximately 16 750 000 ordinary shares) of the unissued ordinary shares of the company under the control of the directors, who shall be authorised, subject to the company's MOI, the requirements of the Companies Act and the Listings Requirements, to allot and issue up to 5% (five percent is approximately 16 750 000 ordinary shares) of shares in the authorised, but unissued stated 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 **continued**

7. General authority to issue shares for cash

Ordinary resolution number 7

Resolved that subject to the passing of ordinary resolution number 6 and in terms of the Listings Requirements, the directors are hereby authorised to issue up to 5% (five percent is approximately 16 750 000 ordinary shares) of 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 of share 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% (five percent) 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 any issue in the aggregate in any one financial year shall not exceed 5% (five percent is approximately 16 750 000 ordinary shares) of ordinary shares of the company's issued ordinary stated capital;
- 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% (ten percent) 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 and 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; and
- related parties may participate in a general issue for cash through a bookbuild process provided –
 - i. the approval by shareholders contemplated in Listings Requirements, paragraph 5.52(e), expressly affords the ability to the issuer to allow related parties to participate in a general issue for cash through a bookbuild process;
 - ii. related parties may only participate with a maximum bid price at which they are prepared to take-up shares or at book-close price. In the event of a maximum bid price and the book closes at a higher price the relevant related party will be "out of the book" and not be allocated shares; and
 - iii. equity securities must be allocated equitably "in the book" through the bookbuild process and the measures to be applied must be disclosed in the SENS announcement launching the bookbuild.

Subject to the approval of the general authority proposed in terms of this ordinary resolution number 7, 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 stated capital of the company for cash other than in the normal course by way of a rights offer or a clawback 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 5% (five percent is approximately 16 750 000 ordinary shares) of the ordinary shares in issue at the date of this notice.

8. Payment of dividend by way of pro rata reduction of stated capital

Ordinary resolution number 8

Resolved that the directors of the company shall be entitled to pay, by way of a pro rata reduction of stated capital, 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 2023.

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 8.

9. Creation and issue of convertible debentures

Ordinary resolution number 9

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 5% (five percent is approximately 16 750 000 ordinary shares) of ordinary shares, 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 3 (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.

For the sake of clarity, the aggregate number of shares issued in ordinary resolutions numbered 6, 7 and 9 will not exceed 5% (five percent is approximately 16 750 000 ordinary shares) of ordinary shares in the issued stated capital of the company.

10. Directors' authority to implement special and ordinary resolutions

Ordinary resolution number 10

Resolved that all directors of the company be 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 AGM will be required in order for ordinary resolutions numbered 6, 7 and 9 to become effective.

Special resolutions

11. 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 MOI and the Listings Requirements, 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;
- 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 10% (ten percent) of the company's ordinary issued stated 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 5 (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 MOI;

Notice of annual general meeting **continued**

- at any one point in time, the company may only appoint one agent to effect any repurchase on the company's behalf;
- 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 as required in paragraph 5.72(h) of the Listings Requirements and full details of the programme have been submitted to the JSE Limited prior to the commencement of the prohibited period. The company will instruct an independent third party, which makes its investment decisions in relation to its securities independently of, and uninfluenced by, the company, prior to the commencement of the prohibited period to execute the repurchase programme submitted to the JSE Limited; and
- the board will, by resolution, authorise the general repurchase and acknowledge that the company and its subsidiaries will satisfy the solvency and liquidity test immediately after the general repurchase and that since the test was performed there will be no material changes to the financial position of the group.

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.

Capital reduction and share repurchase

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 8), 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 stated 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.

12. Approval of non-executive directors' annual fees – 2022/2023

Special resolution number 2

Resolved that the non-executive directors' annual fees for the 12-month period beginning July 1 2022 be approved as follows:

Annual fee	AUD	GBP	ZAR
12.1 Chairman			R3 850 000
12.2 Lead independent non-executive director	\$125 000	£68 000	R700 000
12.3 Non-executive directors	\$110 000	£60 000	R550 000
12.4 Audit and risk committee chairman	\$40 400	£22 000	R441 000
12.5 Audit and risk committee member	\$28 000	£15 250	R280 000
12.6 Remuneration committee chairman	\$30 000	£16 250	R300 000
12.7 Remuneration committee member	\$20 000	£11 000	R200 000
12.8 Nominations committee chairman	\$20 000	£11 000	R200 000
12.9 Nominations committee member	\$15 000	£8 175	R150 000
12.10 Acquisitions committee chairman	\$30 000	£16 250	R300 000
12.11 Acquisitions committee member	\$20 000	£11 000	R200 000
12.12 Social and ethics committee chairman	\$30 000	£16 250	R300 000
12.13 Social and ethics committee member	\$20 000	£11 000	R200 000
12.14 Ad hoc meeting	\$3 300	£1 800	R33 500
12.15 Travel per meeting cycle	\$3 075	£1 675	R5 600

The fees are proposed net of VAT which may become payable thereon to directors depending on the status of the individual director's tax position. Fees were determined following an independent benchmarking exercise overseen by the independent remuneration adviser to the group, Bowman Gilfillan.

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.

Notice of annual general meeting continued

13. 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 MOI; and
- 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 2 (two) years from the date of the adoption of this special resolution number 3 or the date of the AGM of the company to be held in 2023, whichever is the later. This special resolution does not authorise the provision of financial assistance to a director or prescribed officer of the company.

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

14. Additional disclosure of information

The following information appears in the 2022 annual integrated report, which is available on the company's website, from October 17 2022 and is provided in terms of the Listings Requirements for purposes of the general authority to acquire (repurchase) shares:

- **Major shareholders of the company:** As set out in the 2022 annual financial statements.
- **Material changes:** Other than the facts and developments reported on in the financial report, there have been no material changes in the financial or trading position of the company and its subsidiaries since the date of signature of the 2022 annual financial statements and up to the date of this notice.
- **Stated capital of the company:** Refer 2022 annual financial statements Note 12.
- **Directors' responsibility statement:** The directors, 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.
- **Litigation statement:** There are no legal or arbitration proceedings that may materially affect the financial position of Bidcorp as at the date of this notice.

The 2022 annual integrated report incorporating the 2022 annual financial statements can be found on the company's website.

By order of the board of directors



AK Biggs

Company secretary representative

October 17 2022

Form of proxy

Bid Corporation Limited

Incorporated in the Republic of South Africa

Registration number 1995/008615/06

Share code: BID

ISIN: ZAE000216537

(Bidcorp or the company)

For Bidcorp's 27th AGM – for use by the shareholders with own name registration.

Holders of Bidcorp ordinary shares, other than those with own name registration, must register to do so and provide the required form of identification, 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/member of Bid Corporation Limited and entitled to

votes¹,

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 virtually at 12:30 SAST on November 17 2022 or at any adjournment thereof, as follows:

		For	Against	Abstain
1.	Ordinary resolution number 1: Reappointment of external auditor			
2.	Ordinary resolution number 2: Directorate			
	2.1 T Abdool-Samad			
	2.2 DE Cleasby			
	2.3 B Joffe			
	2.4 H Wiseman			
3.	Ordinary resolution number 3: Election of audit and risk committee members			
	3.1 T Abdool-Samad			
	3.2 PC Baloyi			
	3.3 KR Moloko			
	3.4 NG Payne			
	3.5 H Wiseman			
4.	Ordinary resolution number 4: Endorsement of Bidcorp remuneration policy			
	4.1 Remuneration policy			
	4.2 Implementation of remuneration policy			
5.	Ordinary resolution number 5: Amendments to the conditional share plan (CSP) scheme			
6.	Ordinary resolution number 6: General authority to directors to allot and issue authorised but unissued ordinary shares			
7.	Ordinary resolution number 7: General authority to issue shares for cash			
8.	Ordinary resolution number 8: Payment of dividend by way of pro rata reduction of stated capital			
9.	Ordinary resolution number 9: Creation and issue of convertible debentures			
10.	Ordinary resolution number 10: Directors' authority to implement special and ordinary resolutions			
11.	Special resolution number 1: General authority to acquire (repurchase) shares			

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

Form of proxy *continued*

		For	Against	Abstain
12.	Special resolution number 2: Approval of non-executive directors' annual fees – 2022/2023			
	12.1 Chairman			
	12.2 Lead independent non-executive director			
	12.3 Non-executive directors			
	12.4 Audit and risk committee chairman			
	12.5 Audit and risk committee member			
	12.6 Remuneration committee chairman			
	12.7 Remuneration committee member			
	12.8 Nominations committee chairman			
	12.9 Nominations committee member			
	12.10 Acquisitions committee chairman			
	12.11 Acquisitions committee member			
	12.12 Social and ethics committee chairman			
	12.13 Social and ethics committee member			
	12.14 Ad hoc meeting			
	12.15 Travel per meeting cycle			
13.	Special resolution number 3: General authority to provide financial assistance to related or inter-related companies and corporations			

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

Signed this _____ day of _____ 2022

Member _____

A member entitled to attend and vote at the abovementioned 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.

Forms of proxy must be lodged at: TMS, JSE Building, One Exchange Square, Gwen Lane, Sandown, 2196; or posted to PO Box 62043, Marshalltown, 2107, South Africa; or proxies can be emailed to proxy@tmsmeetings.co.za, to be received before 11:30 SAST on Tuesday, November 15 2022.

Notes

1. On a poll a shareholder is entitled to one vote for each share held.
2. A shareholder may insert the name of a proxy of the shareholder's choice in the space provided.
3. The completion and lodging of this form of proxy will not preclude the relevant shareholders from attending the AGM and speaking and voting thereat to the exclusion of any proxy appointed in terms hereof.
4. Any alteration or correction made to this form of proxy must be initialised by the signatory.
5. 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.

Registration form to participate in the virtual annual general meeting

Bid Corporation Limited

Incorporated in the Republic of South Africa

Registration number 1995/008615/06

Share code: BID

ISIN: ZAE000216537

(Bidcorp or the company)

To be held on November 17 2022 at 12:30 SAST

Shareholders or their proxies who wish to participate in the AGM via electronic communication (participants), must register with the company's meeting scrutineers by delivering the signed form below (the application) to TMS by email at proxy@tmsmeetings.co.za before 11:30 SAST on Tuesday, November 15 2022.

If you hold shares which are not registered in your name:

- and you wish to participate in and/or vote at the AGM by way of electronic participation, you should contact your Central Securities Depository Participant (CSDP) or broker or nominee (as the case may be) in the manner and time stipulated in the agreement with your CSDP or broker to obtain the necessary authority to do so; or
- 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. You do not need to complete the attached proxy form.

Participants will be able to vote during the AGM through an electronic participation platform. Such participants, should they wish to have their vote(s) counted at the AGM, should provide TMS with the information requested below.

Each shareholder, who has complied with the requirements below, will be contacted between November 15 and November 17 2022 via email/mobile with a unique link to allow them to participate in the virtual AGM.

Any shareholder (or representative or proxy, as the case may be) who does not register, as contemplated above, before 11:30 SAST on Tuesday, November 15 2022, may still register to participate in and/or vote electronically at the AGM, provided that (i) such participant is registered and (ii) the identity of such participant is verified (as required in terms of section 63(1) of the Companies Act and as detailed below), by no later than the commencement of the AGM.

The participant's unique access credentials will be forwarded to the contact information provided below. Please take note of the virtual meeting guide for shareholders on page 15.

Application form

Name and surname of shareholder: _____

Name and surname of shareholder representative (if applicable): _____

ID number of shareholder or representative: _____

Email: _____

Cell number: _____

Telephone number: _____

Name of CSDP or broker/nominee: _____

SCA number/broker account number or own name account number: _____

Number of shares: _____

Signature: _____

Date: _____

Registration form to participate in the virtual annual general meeting **continued**

The cost of dialling in using a telecommunication line/webcast/web-streaming to participate in the AGM is for the expense of the participant.

The participant acknowledges that the telecommunication lines/webcast/web-streaming are provided by a third party and indemnifies Bidcorp, TMS (virtual platform service provider) and/or its third-party service providers against any loss, injury, damage, penalty, or claim arising in any way from the use or possession of the telecommunication lines/webcast/web-streaming, whether the problem is caused by any act or omission on the part of the participant or anyone else. In particular, but not exclusively, the participant acknowledges that he/she will have no claim against Bidcorp, TMS and/or its third-party service providers, whether for consequential damages or otherwise, arising from the use of the telecommunication lines/webcast/web-streaming or any defect in it or from total or partial failure of the telecommunication lines/webcast/web-streaming and connections linking the telecommunication lines/webcast/web-streaming to the general meeting.

- Participants will be able to vote during the AGM through an electronic participation platform. Such participants, should they wish to have their vote(s) counted at the AGM, must act in accordance with the requirements set out above.
- Participants require a stable internet connection to participate in the AGM. While it is possible to vote at the AGM, participants are encouraged to submit their votes via proxy beforehand to avoid the possibility of not being able to vote should there be a break in network connectivity.
- Once the participant has received the link, the onus to safeguard this information remains with the participant.
- The application will only be deemed successful if this application form has been fully completed and signed by the participant and emailed to TMS at proxy@tmsmeetings.co.za.

By signing this registration form, I agree and consent to the processing of my personal information above for the purpose of participation in the AGM.

Shareholder name:

Signature:

Date:

Virtual meeting guide for shareholders

How to access the virtual meeting

1. In order to participate and vote in the meeting, each user must have an internet-enabled device (phone, laptop, desktop) capable of browsing to a regular website in order to vote and participate.
2. Closer to the meeting date or on the day of the AGM, you will receive a link and a password to enter the virtual meeting room.
3. Click on the link and you will be directed to the meeting platform.
4. An additional unique link will be sent, individually, to each shareholder who has contacted TMS via proxy@tmsmeetings.co.za and who has successfully been validated to vote at the AGM.
5. Guests will only be allowed to observe and listen to the proceedings of the meeting.

Navigating the meeting platform

1. Shareholders who would like to pose questions, please click on the "Q&A" icon on the bottom of your screen, to ask your question.
2. If you have a question on a particular resolution, please type your name, the resolution number, followed by your question and press "enter" or send.
3. Alternatively, if you would like to address the meeting directly, please click on the "raise your hand" icon. Once the chairman has identified you, your microphone will be unmuted, and you will be able to address the meeting.

How to exercise your votes

1. All shareholders or their representatives, who have requested to vote, would have received a link from Digital Cabinet to either their phone number or email address.
2. The voting will be available on all the resolutions when the chairman opens the meeting.
3. Please click on the "vote now" link and it will direct you to the voting platform.
4. You will notice that the voting platform contains all the resolutions which have been published in the notice of the AGM, with your votes automatically defaulted to "Abstain".
5. Please note – Once you click "submit", your votes cannot be retracted and re-voted.
6. You may vote on all the resolutions simultaneously by defaulting all your votes as either "For" or "Against" or keeping it as an "Abstained" vote and then clicking on the "submit" button on the bottom of the electronic ballot form.
7. You may also indicate your votes individually, per resolution, by selecting the relevant option ("For", "Against" or "Abstain"), on a resolution-by-resolution basis.
8. Once you have voted on all the resolutions, scroll down to the bottom of the page and click "submit".
9. You will receive a message on your screen confirming that your votes have been received.
10. Once again, please ensure that you have selected the correct option on a resolution. Either, "For" or "Against" or "Abstain" before clicking the "submit" button.

You will only be able to access both the meeting platform and the voting platform, 10 minutes prior to commencement of the AGM.

Financial highlights

for the year ended June 30 2022

Revenue

R147,1bn

(F2021: R114,8bn)

↑ 28,2%

Constant currency ↑ 33,1%

Cash generated by operations (before working capital)

R9,9bn

(F2021: R7,0bn)

↑ 41,4%

HEPS

1 538,3 cents

(F2021: 868,4 cents)

↑ 77,1%

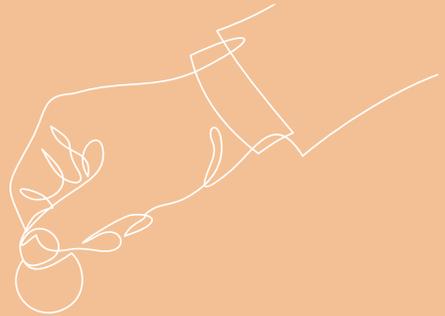
Constant currency ↑ 83,0%

Total distribution per share

700,0 cents

(F2021: 400,0 cents)

↑ 300,0 cents ↑ 75%



Segmental results

United Kingdom

Revenue	Trading profit
R37,8bn	R1,5bn
↑ 55,1% ¹	↑ 297,9% ¹

Europe

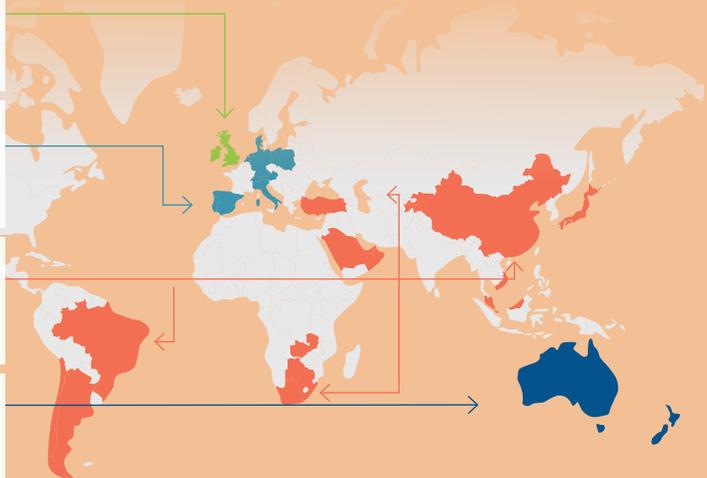
Revenue	Trading profit
R50,1bn	R2,4bn
↑ 49,0% ¹	↑ 130,6% ¹

Emerging Markets

Revenue	Trading profit
R25,9bn	R1,4bn
↑ 24,6% ¹	↑ 57,4% ¹

Australasia

Revenue	Trading profit
R33,3bn	R2,3bn
↑ 4,9% ¹	↓ 2,7% ¹



¹ Movements expressed in terms of constant currency.

Summary consolidated statement of profit or loss

for the year ended June 30

R'000	2022 Audited	2021 Audited	% change
Revenue	147 138 311	114 803 442	28,2
Cost of revenue	(111 495 826)	(87 296 234)	(27,7)
Gross profit	35 642 485	27 507 208	29,6
Operating expenses	(28 051 710)	(22 719 556)	(23,5)
Trading profit	7 590 775	4 787 652	58,5
Share-based payment expense	(161 258)	(107 452)	
Acquisition costs	(16 320)	(6 151)	
Capital items	(333 150)	242 750	
Operating profit	7 080 047	4 916 799	44,0
Net finance charges	(689 754)	(693 400)	
Finance income	58 244	51 383	
Finance charges	(747 998)	(744 783)	
Share of profit of associates and jointly controlled entities	39 718	29 904	
Monetary gain arising from hyperinflation in Turkey	69 215	–	
Profit before taxation	6 499 226	4 253 303	52,8
Taxation	(1 584 987)	(1 134 694)	(39,7)
Profit for the year	4 914 239	3 118 609	57,6
Attributable to:			
Shareholders of the company	4 824 720	3 088 860	
Non-controlling interest	89 519	29 749	
	4 914 239	3 118 609	57,6
Shares in issue			
Total ('000)	335 404	335 404	
Weighted ('000)	334 062	334 058	
Diluted weighted ('000)	334 970	334 564	
Basic earnings per share (cents)	1 444,3	924,6	56,2
Diluted basic earnings per share (cents)	1 440,3	923,2	56,0
Headline earnings per share (cents)	1 538,3	868,4	77,1
Diluted headline earnings per share (cents)	1 534,1	867,1	76,9
Distributions per share (cents)	700,0	400,0	75,0

Summary consolidated statement of other comprehensive income

for the year ended June 30

R'000	2022 Audited	2021 Audited
Profit for the year	4 914 239	3 118 609
Other comprehensive income	903 551	(2 298 355)
<i>Items that may be reclassified subsequently to profit or loss</i>	910 468	(2 333 289)
Foreign currency translation reserve		
Movement in foreign currency translation reserve including hyperinflation effects	909 270	(2 334 345)
Movement in fair value of cash flow hedges	1 198	1 056
Fair value gain	1 577	1 393
Deferred taxation charge	(379)	(337)
<i>Items that will not be reclassified subsequently to profit or loss</i>		
Defined benefit obligations	(6 917)	34 934
Remeasurement of defined benefit obligations	(6 555)	36 067
Deferred taxation charge	(362)	(1 133)
Total comprehensive income for the year	5 817 790	820 254
Attributable to		
Shareholders of the company	5 782 651	827 877
Non-controlling interest	35 139	(7 623)
	5 817 790	820 254

Headline earnings

for the year ended June 30

The following adjustments to profit attributable to shareholders were taken into account in the calculation of headline earnings:

R'000	2022 Audited	2021 Audited
Profit attributable to shareholders of the company	4 824 720	3 088 860
Impairments	141 475	473 005
Property, plant and equipment	99 094	360 938
Intangible assets	37 448	226 592
Goodwill	25 601	–
Taxation relief	(20 668)	(114 525)
Capital profit on disposal of property, plant and equipment	(56 218)	(631 681)
Property, plant and equipment	(56 513)	(794 835)
Taxation charge	295	163 154
Insurance proceeds in relation to an impairment of property, plant and equipment	(3 378)	(26 170)
Insurance proceeds	(4 692)	(32 309)
Taxation charge	1 314	6 139
Gain from bargain purchase	–	(3 136)
Loss on disposal of interests in Cárnicas Sáenz S.L. (Cárnicas (Spain) and Hamburg (Germany))	232 212	–
Headline earnings	5 138 811	2 900 878

Summary consolidated statement of cash flows

for the year ended June 30

R'000	2022 Audited	2021 Audited
Cash flows from operating activities	3 483 490	5 823 001
Operating profit	7 080 047	4 916 799
Dividends received from jointly controlled entity	20 051	40 000
Acquisition costs	16 320	6 151
Depreciation and amortisation	1 460 901	1 422 824
Depreciation on right-of-use lease assets	844 545	826 954
Nowaco share incentive scheme	(16 430)	(16 699)
Non-cash items	534 777	(168 154)
Cash generated by operations before changes in working capital	9 940 211	7 027 875
Changes in working capital	(1 983 500)	632 312
Cash generated by operations	7 956 711	7 660 187
Finance income received	53 479	48 018
Finance charges paid	(653 099)	(654 585)
Taxation paid	(1 525 772)	(1 230 619)
Dividends paid	(2 347 829)	–
Cash effects of investment activities	(3 429 210)	(307 870)
Additions to property, plant and equipment	(2 930 155)	(1 831 140)
Additions to intangible assets	(152 597)	(138 286)
Proceeds on disposal of property, plant and equipment	593 842	1 895 733
Proceeds on disposal of intangible assets	–	819
Acquisition of businesses and subsidiaries	(818 114)	(86 669)
Proceeds on disposal of businesses	3 440	–
Investment in jointly controlled entity	–	(14 968)
Investment in and advances to associates	(17 670)	(4 314)
Investments acquired	(66 142)	(19 540)
Proceeds on disposal of investments	30 835	32 986
Payments made to puttable non-controlling interests	(49 476)	(82 606)
Payments made to vendors for acquisition ¹	(23 173)	(59 885)
Cash effects of financing activities	(819 874)	(3 761 408)
Borrowings raised	7 943 760	4 473 408
Borrowings repaid	(7 736 449)	(7 274 843)
Right-of-use lease liability payments (including lease incentives)	(862 451)	(820 362)
Payments to non-controlling interests	(26 559)	(25 535)
Treasury shares purchased	(138 175)	(114 076)
Movement in cash and cash equivalents	(765 594)	1 753 723
Cash and cash equivalents at the beginning of the year	8 120 639	7 024 426
Effects of exchange rate fluctuations on cash and cash equivalents	255 095	(657 510)
Hyperinflation effect on cash and cash equivalents	(211 890)	–
Cash and cash equivalents at end of the year	7 398 250	8 120 639

¹ Payments made to vendors for acquisition were in line with their acquisition date fair values.

Summary consolidated statement of financial position

as at June 30

R'000	2022 Audited	2021 Audited
ASSETS		
Non-current assets	40 493 131	37 513 404
Property, plant and equipment	17 298 876	15 505 841
Intangible assets	694 435	649 722
Right-of-use lease assets	4 501 704	3 924 117
Goodwill	15 755 681	15 292 841
Deferred taxation assets	1 394 294	1 381 263
Interest in associates	178 703	151 652
Investments and loans	130 353	92 928
Investment in jointly controlled entities	516 916	493 011
Defined benefit pension assets	22 169	22 029
Current assets	39 074 357	31 696 619
Inventories	13 757 645	10 145 738
Trade and other receivables	17 918 462	13 430 242
Cash and cash equivalents	7 398 250	8 120 639
Total assets	79 567 488	69 210 023
EQUITY AND LIABILITIES		
Capital and reserves	31 103 472	28 088 174
Attributable to shareholders of the company	30 843 156	27 855 302
Non-controlling interest	260 316	232 872
Non-current liabilities	16 726 268	11 512 934
Deferred taxation liabilities	758 336	751 678
Long-term borrowings	5 978 502	1 479 252
Long-term right-of-use lease liabilities	5 129 946	4 597 519
Post-retirement obligations	32 543	25 985
Long-term vendors for acquisition	115 477	23 779
Long-term puttable non-controlling interest liabilities	4 006 503	3 983 808
Long-term provisions	704 961	650 913
Current liabilities	31 737 748	29 608 915
Trade and other payables	26 653 020	20 729 001
Short-term provisions	287 719	303 978
Short-term vendors for acquisition	49 128	175 395
Short-term puttable non-controlling interest liabilities	266 658	74 763
Taxation	396 843	286 537
Short-term right-of-use lease liabilities	947 331	894 376
Short-term borrowings	3 137 049	7 144 875
Total equity and liabilities	79 567 488	69 210 023
Net tangible asset value per share (cents)	4 291	3 552
Net asset value per share (cents)	9 196	8 305

Summary consolidated statement of changes in equity

for the year ended June 30

R'000	2022 Audited	2021 Audited
Equity attributable to shareholders of the company	30 843 156	27 855 302
Stated capital	5 428 016	5 428 016
Treasury shares	(284 653)	(272 679)
Balance at beginning of the year	(272 679)	(247 824)
Shares disposed of in terms of share incentive plans	126 201	89 221
Shares purchased during the year	(138 175)	(114 076)
Foreign currency translation reserve	7 793 336	7 206 888
Balance at beginning of the year	7 206 888	9 485 974
Opening reserve adjustment for hyperinflation effects	(320 329)	–
Arising during the year including hyperinflation effects	906 762	(2 296 973)
Realisation of reserve on foreign subsidiaries	15	17 887
Hedging reserve	1 198	–
Balance at beginning of the year	–	(1 056)
Fair value gain arising during the year	1 577	1 393
Deferred taxation recognised directly in reserve	(379)	(337)
Equity-settled share-based payment reserve	615 554	346 364
Balance at beginning of the year	346 364	290 007
Arising during the year	165 560	124 139
Deferred tax recognised directly in reserve	3 697	29 188
Utilisation during the year	(126 201)	(89 221)
Transfer from (to) retained earnings	226 134	(7 749)
Movement in retained earnings	17 289 705	15 146 713
Balance at beginning of the year	15 146 713	12 020 620
Attributable profit	4 824 720	3 088 860
Remeasurement of defined benefit obligations during the year	(6 917)	34 934
Recognition of puttable non-controlling interest liabilities	(86 138)	–
Remeasurement of puttable non-controlling interest	(2 038)	12 082
Dividends paid	(2 347 829)	–
(Deficit) surplus as a result of an exchange with non-controlling interest	(12 657)	355
Transfer from foreign currency translation reserve	(15)	(17 887)
Transfer (to) from equity-settled share-based payment reserve	(226 134)	7 749
Equity attributable to non-controlling interests of the company	260 316	232 872
Balance at beginning of the year	232 872	266 030
Other comprehensive income	35 139	(7 623)
Attributable profit	89 519	29 749
Opening reserve adjustment for hyperinflation effects	(56 888)	–
Movement in foreign currency translation reserve	2 508	(37 372)
Dividends paid	(28 239)	(29 673)
Changes in shareholding	214 654	4 138
Transfer to puttable non-controlling interest liability	(194 110)	–
Total equity	31 103 472	28 088 174

Summary consolidated segmental analysis

for the year ended June 30

R'000	2022 Audited	2021 Audited	% change
REVENUE			
Bidfood			
Australasia	33 343 369	33 010 216	1,0
United Kingdom	37 818 927	24 955 373	51,5
Europe	50 077 127	35 706 221	40,2
Emerging Markets	25 898 888	21 131 632	22,6
	147 138 311	114 803 442	28,2
TRADING PROFIT			
Bidfood	7 687 487	4 893 592	57,1
Australasia	2 330 923	2 489 692	(6,4)
United Kingdom	1 533 213	394 303	288,8
Europe	2 382 215	1 086 046	119,3
Emerging Markets	1 441 136	923 551	56,0
Corporate	(96 712)	(105 940)	
	7 590 775	4 787 652	58,5

Comment

Bidcorp has delivered a very pleasing trading performance for the year, particularly as the COVID pandemic had lingering economic and social impacts in a number of jurisdictions in the hospitality, tourism, and leisure industries. This performance is attributable to the contributions of our excellent global teams, our entrepreneurial and decentralised operating model and our loyal customer and supplier base.

Performance for the financial year started well with most economies rebounding strongly in July through to September 2021, contributing to a record first quarter performance that was driven by Europe, the UK, and Emerging Markets. Australasia was significantly impacted by COVID in the first six months, but recovered strongly into the second half to deliver a great performance. Following the Omicron variant's impact through the Northern Hemisphere winter, we experienced a steadily building momentum with the last four months being particularly strong.

Demand in the freetrade hospitality markets bounced back quickly post any pandemic-restrictive measures, with most sectors reaching pre-pandemic levels towards the back end of our financial year. Activity aligned to office catering has recovered somewhat, but remains impacted by work-from-home flexibility in many markets. Fortunately, our exposure to major catering institutions located in large capital cities has been reduced in recent years. Non-discretionary demand from hospitals, aged care, prisons, military and government departments is stable.

Operating conditions were difficult with our businesses having to contend with localised pandemic restrictions, significant staff shortages and churn, supply chain disruptions and rising operating costs, all of which hampered efficiencies, as well as rapid inflation driven by fallout from the Russian invasion of Ukraine. Despite the difficulties our businesses faced, our teams did a tremendous job of seizing the opportunities that circumstances presented, being able to deliver a record trading performance.

Investment activity gathered pace in the second half of the year, both into capacity expansion projects and bolt-on acquisitions as management anticipates growth ahead.

Headline earnings per share (HEPS) increased by 77,1% to 1 538,3 cents per share (F2021: 868,4 cents per share), with basic earnings per share (EPS) increasing by 56,2% to 1 444,3 cents per share (F2021: 924,6 cents per share). Currency volatility negatively impacted the rand-translated results by 5,9% with constant currency HEPS of 1 588,9 cents per share being recorded.

Distribution

The board has declared a final cash dividend of 400,0 cents per share for the year ended June 30 2022, representing approximately 2,16 times HEPS cover, in line with group policy.

Financial overview

Net revenue of R147,1 billion (F2021: R114,8 billion) rose by 28,2% (constant currency increase of 33,1%). Revenue in constant currency across all divisions was significantly higher than F2021 and overall exceeded that of the pre-pandemic levels in F2019.

Gross profit percentage at 24,2% (F2021: 24,0%) held up very well despite the necessity to trade through rapid product inflation, testament to the agility of our team's responsiveness in volatile economic conditions. Constant currency gross margin percentages are also ahead of pre-pandemic levels.

The overall cost of doing business decreased to 19,1% from 19,8% in F2021 but remained slightly above pre-pandemic levels of 18,7%. The group achieved cost efficiencies with a 28,4% increase in constant currency operating costs against an increase in constant currency revenues of 33,1%. Many of the efficiencies gained through the pandemic were dissipated by rising employee costs, energy and fuel prices, and increased inefficiencies from supply chain disruptions.

Group trading profit increased by 58,5% to R7,6 billion (F2021: R4,8 billion) and the trading profit margin achieved was 5,2% (F2021: 4,2%) which equates to those achieved pre-pandemic.

Net finance charges (excluding IFRS 16 charges) were higher by 10,1% at R336,6 million (F2021: R305,8 million) as a result of the necessary investment into working capital, larger investments into facility capex, higher dividend payments to shareholders, and a materially higher interest rate environment across all financial markets.

Cash generated by operations before working capital was R9,9 billion, a pleasing increase of R2,9 billion more than that generated in F2021. Monthly average net working capital days was at 6,8 days (F2021: 6,7 days) with working capital percentage to revenue running at 3,4% (normalised range of between 4,0% to 5,0%), well managed considering food supply shortages and intentional stocking up leading into the busy Northern Hemisphere summer. Bidcorp absorbed working capital of R0,2 billion in the second half which, in the context of

rapid fourth quarter growth, compares favourably with a first half absorption of R1,8 billion.

Gross investments in property, plant and equipment of R2,9 billion (F2021: R1,8 billion) largely reflects expanding capacity necessary for organic growth. Maintenance capex reflects the depreciation charge of R1,4 billion. Ten bolt-on acquisitions were concluded at a cost of R0,8 billion in Australasia, Emerging Markets, and Europe.

Non-IFRS 16 net debt at R1,7 billion has increased from June 2021 (F2021: R0,5 billion) due to the investments into working capital and capex. A significant refinancing exercise was undertaken through February and March 2022 to rollover and refinance maturing term debt. This enabled a large portion of the group debt to be termed out to differing maturity dates of three, five and seven years at competitive fixed interest rates, reducing both liquidity and interest rate risks. Free cash flow for the year at R1,5 billion was behind F2021 (R4,7 billion), but acceptable in relation to the necessary reinvestments undertaken. F2021 free cash flows benefited from one-off sale and leaseback property transactions.

Non-IFRS 16 net debt to EBITDA at 0,2 times and non-IFRS 16 EBITDA interest cover at 25,7 times (F2021: 19,3 times) remains well within group covenants and in line with the group's philosophy of conservative liquidity management. Bidcorp remains well capitalised and retains adequate headroom for further organic and acquisitive growth.

Prospects

Bidcorp's strategy of focusing on the wholesaling of food and allied products to the eating-out-of-home market remains fit for purpose, having demonstrated its resilience through the COVID pandemic of the last two years. Our businesses are focused on growth by remaining close to the correct mix of customer bases through appropriately located infrastructure and world class technology. They deliver a relevant range of available products in a win-win relationship for all parties. This strategy is supplemented via in-territory bolt-on acquisitions to expand geographic reach and/or product ranges, or via strategic acquisitions to enter new markets.

Organic market share gains remain the focus of all businesses in all markets through broadening the offering to our existing customer base whilst gaining new customers. Further development of our product sourcing capabilities, both local and imported, is creating the opportunity to expand our Own Brand product range

offering. Small but strategic investments are also being made into value-add product opportunities to further enhance the Bidfood product range.

Our exceptional teams in every business continue to perform extremely well, remaining adaptive to difficult and highly volatile operating conditions. The focus remains on meeting customer service expectations whilst managing ongoing staff shortages and supply chain disruptions. Our businesses have managed high inflation, present in all our markets, well and are trading through it. Early indications are that inflation may have peaked – which will provide some respite to the hospitality industry and our customers who are facing similar challenges to us.

Capex investments, principally into strategic distribution facilities to provide for future capacity, have returned to pre-pandemic levels, reflecting our confidence in the long-term sustainability of the foodservice industry. Every effort is being made to deploy new technologies in refrigeration, energy efficiency and distribution optimisation in an environmentally and cost-efficient way, to achieve our target of a 25% reduction in carbon emissions by 2025.

Several in-country bolt-on opportunities have been concluded and more are under consideration. No new market acquisitions in the foodservice space have presented themselves, but we are alert to any potential opportunities should they become evident.

Our ecommerce and digital strategy remain key enablers of competitive advantage and are designed to facilitate digital customer interaction in a low-cost but high-impact way. Our technology solutions continue to drive innovation in our businesses. We are committed to ongoing investment to develop our technology and data capability to assist driving our growth strategy forward.

Management is optimistic about the long-term future of the global foodservice industry and Bidcorp's prospects within it. Currently, however, the short-term prospects are uncertain; there are many challenges in various economies and consumer confidence is fragile. Whilst not being able to predict the future, Bidcorp is confident that it has the strategy, the management teams and the business model to take advantage of any opportunities.

BL Berson

Chief executive officer

DE Cleasby

Chief financial officer

Administration

Bid Corporation Limited

("Bidcorp" or "the group" or "the company")
Incorporated in the Republic of South Africa
Registration number: 1995/008615/06
Share code: BID
ISIN: ZAE000216537

Directors

Chairman: S Koseff

Lead independent director: NG Payne

Independent non-executive directors:

T Abdool-Samad, PC Baloyi, B Joffe, KR Moloko,
CJ Rosenberg*, H Wiseman*

Executive directors: BL Berson*

(chief executive officer), DE Cleasby
(chief financial officer)

* *Australian*

Company secretary

Bidcorp Corporate Services (Pty) Limited
Represented by Ms AK Biggs

Independent auditor

PricewaterhouseCoopers Inc.
Registration number: 1998/012055/21
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Midrand, South Africa, 2090

Legal advisers

Baker & McKenzie
Edward Nathan Sonnenbergs

Transfer secretaries

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PO Box 4844, Johannesburg, 2000

Sponsor

The Standard Bank of South Africa Limited
30 Baker Street, Rosebank
South Africa, 2196

Bankers

Absa Bank Limited
ASB Bank Limited
Bank of China Limited
Barclays Bank Limited
BNP Paribas Fortis
Ceskoslovenská obchodní banka, a.s (CSOB)
Commonwealth Bank of Australia Limited
Fortis Bank Polska SA
Hang Seng Bank Limited
HSBC Bank plc
Internationale Nederlanden Groep (ING)
Nedbank Limited
The Royal Bank of Scotland Group plc
The Standard Bank of South Africa Limited
Standard Chartered plc

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