

Introduction to integrated governance

We are steadily absorbing into our culture the concept of sustainable development. In creating business value for the long term, Bidvest integrates evolving financial, social and environmental needs and expectations. We encourage our entrepreneurs to think about the “sustainable development” of their businesses. They are expected to run their businesses in ways that will not compromise their ability to generate future returns.

Our decentralised, entrepreneurial approach to business is embedded in our cultural DNA and is integral to our success. However, the approach does pose challenges for governance reporting at Group level. The balance between the decentralised approach and the need to report as a Group is delicate and difficult. Reporting coherently as a Group, assessing stakeholder concerns, identifying risks, establishing non-financial materiality, consolidating performance measures, conducting conformance checks are examples of some of these challenges.

In this report, we discuss how we govern our business and what sustainable development issues we consider important. Under the “how we govern our business” section, we deal with:

- ▶ The King III and GRI frames of reference
- ▶ Ethical leadership
- ▶ Decision making in the best interests of the Group
- ▶ Accountability
- ▶ Risk management
 - social issues and ethics
 - financial
 - operating risk
 - governance of information technology
 - compliance
- ▶ Monitoring and reporting
- ▶ Stakeholder engagement

Material issues are categorised according to the GRI G3 framework. Many issues are material at divisional and operational rather than Group level. This governance report

focuses on issues that are aggregated to Group level.

 **QUICK LINK: Divisional sustainability reports**
http://www.bidvest.com/bidvest_ar2010/001.html

Group-level issues are:

- ▶ **Economic performance** – distribution of value and opportunity, focusing on broad-based black economic empowerment (BBBEE)
- ▶ **Environmental performance** – the impact of climate change, Bidvest’s carbon footprint and other impacts
- ▶ **Labour practices and decent work** – engagement, scarcity of skills, training, career development, health and safety
- ▶ **Human rights** – internally and in the supply chain
- ▶ **Society** – impact of operations on communities, corruption and anti-competitive behaviour
- ▶ **Product responsibility** – customer satisfaction and complaints, customer health, fair advertising and labelling, customer privacy and data security

King III and Global Reporting Initiative frames of reference

We endorse the King III precept that the full universe of economic, societal and environmental aspects should be integrated into strategic governance in a manner enabling long-term value creation.

The board has not completed nor formally assessed and considered each element of the King III code. On completion we will report on which principles have been applied, which are in process and give reasons for not applying the remainder. King III application is a continuing process that takes place over time and is not a once-off event. The results of our review will be documented in the Group governance manual, with a specific focus on IT standards, remuneration and will contain a formal risk and control framework.

In the normal course of business Bidvest substantially applies King III principles and practices. In a self assessment, using the

GRI G3 guidelines and tables of disclosure Bidvest achieved a B⁺ level of compliance.

 **QUICK LINK: GRI tables and self assessment**
http://www.bidvest.com/bidvest_ar2010/002.html

Deloitte & Touche were engaged to conduct an independent assurance on selected sustainable development performance data. On the basis of their reasonable assurance procedures, Deloitte & Touche concluded that the selected sustainable development data was compiled in accordance with corporate policies and procedures and was free from material misstatements

 **QUICK LINK: Independent assurance**
http://www.bidvest.com/bidvest_ar2010/003.html

The board ensures the Group complies with JSE listing requirements, the Companies Act, Act No 51 of 1973, the Corporate Law Amendment Act, Act 24 of 2006 in South Africa and relevant legislation in other jurisdictions.

Ethical leadership

At Bidvest, corporate governance is a way of life rather than a set of rules. Stakeholders can only derive full, sustained value from a business founded on honesty, integrity, accountability and transparency. Bidvest is committed to applying good corporate governance principles in a manner that complements its entrepreneurial flair.

Code of conduct

A prime duty of the board, its committees, directors, officers of the Group and managers is to ensure our code of conduct is honoured.

The code demands:

- ▶ the highest standards of integrity and behaviour in dealings with stakeholders and wider society;
- ▶ business conduct based on fair commercial practice;
- ▶ that we deal only with business partners that follow ethical practice;
- ▶ non-discriminatory employment practices and promotion;

- ▶ corporate governance of employees to realise their potential through training and development; and
- ▶ proactive engagement on environmental, social and sustainability matters.

Code of ethics

Our code fosters Group-wide business practice and requires:

- ▶ regular and formal identification of ethical risk areas;
- ▶ development and strengthening of monitoring and compliance policies, procedures and systems;
- ▶ easily accessible, confidential and non-discriminatory reporting (whistle-blowing);
- ▶ alignment of the Group's disciplinary code with its code of ethics;
- ▶ integration of integrity assessment with selection and promotion;
- ▶ induction of new appointees;
- ▶ training in ethical principles, standards and decision making;
- ▶ regular internal audit monitoring of compliance with ethical principles and standards;
- ▶ reporting to stakeholders on compliance; and
- ▶ independent verification of conformance to our principles and ethical behaviour.

Corporate values

Our value system promotes:

- ▶ Accountability to employees and shareholders
- ▶ Business growth
- ▶ Decentralisation
- ▶ Entrepreneurship and innovation
- ▶ Non-discrimination and equal opportunity
- ▶ Fairness and honesty in stakeholder interaction
- ▶ Respect for human dignity, human rights, social justice and environment
- ▶ Service excellence, creating an exceptional place in which to work and do business
- ▶ Transparency and open lines of communications

Specific business ethical issues (corruption, fraud, theft and anti-competitive behaviour) are reported on under the "society" section within "Group-wide material issues".

Decision making in the best interests of the Company

Board of directors

The board comprises nine independent non-executive directors, five non-executive directors, 10 executive directors and one alternate independent, non-executive director.

The roles of chairman and chief executive are distinct.

Decentralised decision making, the emphasis on independence and the character of individual directors foster open and robust governance. Decentralisation is also a mechanism to ensure continuity while capturing the experience of successful entrepreneurs who remain committed to the businesses they helped to build. In addition to divisional chief executives, key operational executives either sit on the board or attend by invitation.

Executive directors implement strategies and operational decisions.

Non-executive directors provide an independent perspective and complement the skills and experience of executive directors. They objectively assess strategy, budgets, performance, resources, transformation, diversity, employment equity and standards of conduct. They also contribute to strategy formulation and decision making.

The board acts in the best interests of the Group at all times. It gives strategic direction, appoints the chief executive and non-executive chairman and ensures succession planning. Non-executive directors ensure the chair encourages proper deliberation of all matters requiring board attention.

Board committees

 **QUICK LINK: Board committees**
http://www.bidvest.com/bidvest_ar2010/004.html

Board charters

Board functions are governed by charters that require annual self-assessment by the chairman and directors. The board has a duty to ensure the business remains a going concern and thrives. The board must retain full and effective control of the Group, manage risk and implement plans through a structured approach to reporting and accountability.

An attendance register is included in the directors' report of the annual report.

The board is assisted by board committees, to which specific responsibilities are delegated, as documented in the board committee charters.

Board charters guide the:

- ▶ Board of directors
- ▶ Executive committee
- ▶ Audit committee
- ▶ Nomination committee
- ▶ Remuneration committee
- ▶ Acquisition committee
- ▶ Risk and sustainability committee
- ▶ Transformation committee

The board and its committees are supplied with complete, relevant and timely information in order to discharge their duties effectively. Directors have unrestricted access to Group information, records and documents. Non-executive directors have access to and are encouraged to meet management. All directors may seek the advice and services of the Group secretariat. An agreed procedure enables directors to obtain independent professional advice at Group expense, as necessary. Group policy, in line with the Insider Trading Act, prohibits directors, officers and selected employees from dealing in securities for a designated period preceding the announcement of the

Group's financial results or any period of corporate activity. The policy extends these prohibitions to trading in securities where the Group has a material interest in another publically listed entity.

The board defines levels of materiality, reserving specific powers and delegating other matters with the necessary written authority to management. These matters are monitored and evaluated regularly.

The Group secretariat provides the board and individual directors with detailed guidance on the proper discharge of their responsibilities.

The board ensures the Group has the necessary mechanisms in place to ensure it complies with relevant laws, regulations and codes of business practice and that communication with shareholders and stakeholders is open and prompt and that substance prevails over form.

The board identifies the Group's key risk areas and key performance indicators.

Through the audit and risk and sustainability committees, the board regularly reviews processes and procedures to foster effective internal systems of control, enhance its decision making and ensure reporting accuracy. The board identifies and monitors non-financial factors relevant to our business and reviews appropriate non-financial information. Qualitative performance factors include broader stakeholder concerns.

Remuneration

Our remuneration philosophy promotes the Group's entrepreneurial culture within a decentralised environment with the aim of achieving sustainable growth within all businesses. Our philosophy emphasises the fundamental value of our people and their role in attaining this objective.

The board defines the remuneration philosophy and aligns business strategy and objectives with the overall goal of

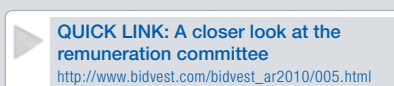
creating shareholder value. We seek a balance between employee and shareholder interests while supporting entrepreneurial drive to ensure fair and responsible remuneration practices.

Deliberations of the remuneration committee are informed by performance reviews at absolute and relative levels – from individual, divisional and Group perspectives.

A critical success factor for the Group is its ability to attract, retain and motivate the talent required to achieve strategic and operational objectives. Both short- and long-term incentives are used to this end.

Delivery-specific short-term incentives are viewed as strong drivers of performance. A significant portion of top management's reward is variable and is determined by the achievement of realistic profit targets together with an individual's personal contribution to the growth and development of their immediate business and the wider Group.

Long-term incentives align the objectives of management and shareholders for a sustained period.



QUICK LINK: A closer look at the remuneration committee

http://www.bidvest.com/bidvest_ar2010/005.html

Accountability Going concern

The directors have ascertained that the Group has sufficient resources to maintain the business for the future and confirm that the business is a going concern. The board has minuted the facts and assumptions used in the assessment of the Group's going-concern status at the financial year-end.

Auditing and accounting

The board ensures that the auditors observe the highest business and professional ethics and maintain their independence.

The Group uses external auditors in combination with the internal audit function.

Management encourages unrestricted consultation between external and internal auditors.

Audit committee

The audit committee reviews interim and final financial statements to ensure they accurately reflect our financial position in line with Group accounting policies and in compliance with International Financial Reporting Standards. The committee then recommends to the board the publication of such results.

The committee also assesses whether significant statutory and financial risks have been identified and are being monitored and managed through internal financial controls, and that appropriate standards of accounting, governance, reporting and compliance are in operation.

The audit committee determines the purpose, authority and responsibility of the internal audit function under the internal audit charter. Most divisional internal audit functions are performed in-house under the guidance and coordination of the Group internal audit manager. The committee reviews the scope and coverage of the internal audit function, making recommendations where necessary.

The audit committee recommends to the board, for its consideration and acceptance by shareholders, the appointment of external auditors. The audit committee also sets out the principles for the performance of non-audit services by the external auditors. The audit committee reviews both the Group and divisional audit committee reports.

The Group has adopted the principle of having one set of auditors per division, and has rationalised down to two (Deloitte & Touche and KPMG Inc).

Deloitte & Touche are the Group's lead auditors. The committee has reviewed and confirmed the independence and objectivity of the external auditors. Accordingly, Deloitte & Touche are proposed as the

Group auditors for the coming financial year.

Each division has its own audit committee, operating under a delegated authority of the Group audit committee. The divisional audit committees report to divisional boards and the Group audit committee. Divisional audit committees have at least one member who is a non-executive to the division. A non-executive presides over the divisional committees.

The audit committee is made up solely of independent non-executive directors.

Taxation

Since inception, the Group has treated tax law compliance as a prerequisite of accountability. A tax charter, covering all forms of tax, tax risk management, strategy and governance has been accepted in principle, subject to final approval of the risk and sustainability committee.

Internal financial controls

Directors must maintain adequate internal controls, giving reasonable assurance that assets will be safeguarded. They must maintain proper accounting records and ensure the reliability of financial and operational information.

The Group's system of internal financial control includes policies, procedures and clearly defined lines of accountability and delegation of authority. The system provides for comprehensive reporting and analysis against approved standards and budgets. Compliance is tested by management review, internal audit check and external audit.

Internal controls manage the risk of failure to achieve business objectives and can provide reasonable, although not absolute, assurance against material misstatement or loss. Ongoing processes identify, evaluate, manage, monitor and report on significant risks.

Our decentralised business model creates checks and balances at every level within every business. Controls are policed by local teams that are fully acquainted with developments.

Internal audit function

Internal audit is an independent and objective assurance and consulting activity designed to add value to Group operations. Internal audit continually measures, evaluates and reports on the effectiveness of risk, control and governance processes. It considers their economy of application and efficiency in meeting organisational objectives, using a systematic, disciplined approach. Under King III, the internal audit function will be given expanded authority and responsibility over various aspects of governance, including:

- ▶ evaluating the Company's governance processes including ethics;
- ▶ performing an objective assessment of the effectiveness of the risk management process and Group key risk profile;
- ▶ systematically analysing and evaluating business processes and associated controls against those documented in the risk and control framework; and
- ▶ providing a source of information, as appropriate, on instances of fraud, corruption, unethical behaviour and irregularities.

The purpose, authority and responsibility of the internal audit function are defined in a board-approved internal audit charter that is consistent with the Institute of Internal Auditors' definition of internal auditing.

Divisions ensure effective risk mitigation and operational control activities via their own internal audit function. They examine systems of internal financial control, as well as operational control, information technology standards, social and ethics standards and compliance to laws and regulations, bringing material deficiencies, instances of non-compliance and

development needs to the attention of audit committee, external auditors and operational management. Divisional internal audit managers report at all divisional audit committee meetings.

The activities of divisional internal auditors are coordinated by the Group internal audit manager, who has unrestricted access to the audit committee and its chairman. The Group internal audit manager reports at all Group audit committee meetings and attends divisional audit committee meetings.

The internal audit function communicates with other internal and external assurance functions to ensure proper coverage and minimise duplication of effort. External auditors review reports issued by internal audit.

Divisional internal audit management reviews the internal audit assurance standards and procedures used at business units within the Group on an ongoing basis. These are formally assessed and reported on annually. Every five years, the Group internal audit manager performs this function. The adequacy and capability of the Group's internal audit structures are reviewed annually by the audit committee.

Audit plans for each business segment are tabled annually for approval by the applicable audit committee. Follow-up audits are conducted in areas where major weaknesses are identified.

Businesses' internal audit plans consider existing, residual and emerging risks and issues highlighted by their audit committees and senior management. Self-assessment questionnaires are completed by divisions. Internal audits are conducted formally at each business unit at least once in a two-year cycle in Africa and once in a three-year cycle in Europe and Asia Pacific.

Internal audit adequacy

Areas for improvement have been identified based on reviews conducted in the past audit cycle:

- ▶ **Departmental structure** – some subdivisions are too small to afford their own qualified internal audit departments and would benefit from consolidation of the audit function
- ▶ **Audit independence** – as the internal audit functions report directly to their divisional chief executives, real or perceived impairment of independence is a risk requiring mitigation. This is largely mitigated by the direct access to the divisional audit committee chairman and the Group internal audit manager
- ▶ **Business process risk evaluation** – the relevant divisional audit committees will address the formalisation of the risk and control framework with their boards
- ▶ **Staff qualifications** – high turnover of internal audit staff at some divisions has resulted in staff with limited internal audit experience.

Risk assessments are coordinated with the board's own assessment of risk. Where the internal audit service is outsourced, the work is placed with a firm other than the external auditors of that division. This ensures independence is not impaired.

Risk management

The most fundamental risk-management mechanism is the multi-faceted and geographically diverse Bidvest business model, making entrepreneurial managers accountable for all aspects of performance and delivery.

The board is responsible for risk strategy and management after consulting executive directors and senior management within the divisions. Management is accountable to the board for designing, implementing and monitoring the processes of risk management and integrating this into day-to-day activities.

However, the decentralised approach results in unique divisionally driven risk

management processes. Reporting formats for divisional risks across the enterprise are not prescribed, other than the requirements to meet the Group risk and sustainability framework.

Internal audit has prepared a Group-wide risk and control framework, documenting recommended practice as a guideline for customisation to suit their individual business which is available to management. Internal audit will bi-annually review management's business processes and documentation used to manage enterprise-wide risk.

The risk and sustainability committee ensures that internal controls mitigate all significant risks faced by the Group. Systems are designed to achieve optimum management of business risks. The review process also identifies opportunities for turning effective risk management into competitive advantage.

Bidvest's decentralised structure forms the basis of the Group's business continuity plan. Each operation has disaster recovery and management succession plans. Individual business units are sufficiently small and independent of each other to eliminate Group-wide disaster risk.

Our risk and control framework consists of five areas covering our complete risk universe:

- ▶ **Financial** (dealt with under internal financial controls above)
- ▶ **Social and ethics**
- ▶ **Operating risk**
- ▶ **Information technology**
- ▶ **Compliance to laws, codes and standards**

Social and ethics

This area, previously called "corporate governance", now largely maps the sustainable development issues covered later in this report. In view of the variety of governance structures and processes at divisional level, we have set up a corporate governance subcommittee to define lines of

responsibility and coordinate effort for each issue. This committee will work closely with the risk and sustainability committee, which has pioneered the identification, monitoring and reporting of material issues within Bidvest, particularly BBBEE and environmental performance.

Operating risk

Operating risk can never be fully eliminated, however Bidvest minimises it by ensuring all businesses have appropriate infrastructure, controls, systems and human resources.

Key mechanisms to manage operating risk include the segregation of duties, transaction authorisation, monitoring and financial and managerial reporting.

The effectiveness of internal control systems, including the potential impact of changes in operating and business environments, is monitored through:

- ▶ regular management reviews (with representation letters on compliance signed annually by the chief executive and the financial director or financial manager of each major business unit);
- ▶ testing by internal auditors and testing of certain aspects of internal financial control systems by external auditors during their statutory examinations;
- ▶ specific focus on areas of greatest exposure, using an investigative "blitz" styled review across large cross-sections of the business; and
- ▶ annual written declarations of interests by directors who are also obliged to report potential or actual conflicts.

Governance of information technology

The Group has not yet developed and formally issued a Group standard for IT governance. However, the Group has adopted the COBIT standards as these are recognised worldwide as best practice. A governance standards framework will be developed at Group level and divisional management will be required to implement adequate governance standards within the framework.

Customer privacy and security of customer data are issues dealt with below.

Compliance with laws, codes and standards

Our codes of conduct and ethics and corporate values are emphasised across the Group and create a culture of compliance with all applicable laws.

Bidvest recognises that its greatest risk of non-compliance stems from ignorance of the law. Each company is required to identify legislation that applies to the environments in which they operate, as well as the categories of information held relating to this legislation. The Group company secretary has been appointed as the information officer and publishes this annually together with the process for accessing the information, as required by the Promotion of Access to Information Act. New Acts promulgated are circulated to divisional management by the Group secretariat. Awareness programmes, through various forums, are run to update management on legislative change and how it applies to the business.

The Group corporate governance manual lists the charters, codes, policies and documents which have to be formulated by divisional governing bodies, including the board, audit committee, risk committee and the human resources directorate. These are categorised into matters the Group deems as mandatory, recommended or optional. Internal audit will perform a review and assessment in 2011.

Monitoring and reporting

This is the fourth year in which we have integrated sustainability reporting into the annual report and the seventh of reporting on sustainability issues. Emphasis has widened from transformational to environmental and social matters. All issues are covered in greater depth elsewhere in the report and the website and include:

- ▶ an understanding of the issue, its context and substantiation of its materiality, including stakeholder engagement;

- ▶ the Group's approach to response on an issue, including the level of responsibility (leadership), structure of management and policies of governance;
- ▶ Group performance on the issue, including an understanding of the indicators used to measure performance, and benchmarks for comparison (standards, time, industry averages), observing the principles of completeness and validity (eg external surveys);
- ▶ commentary on Group performance and measures and initiatives to improve performance, including awareness programmes; and
- ▶ intentions and targets for improving performance.

Progress can only be credibly reported on if indicators are identified, monitored, measured and recorded in a database that becomes a useful tool for managers responsible for improvements in Bidvest's sustainable development.

Our data collection tool has been simplified, and excludes BEE data which is the responsibility of the transformation committee. Each question has a detailed help function. The tool calculates composite indicators from component information, thus avoiding mistakes in the derivation of these indicators (eg the lost-time injury frequency rate).

We brought forward the deadline for submission of sustainability data to enable a summary of this information to be included in the year-end financial information packs. To meet the deadline, some businesses estimated the final two months' figures. This accelerated deadline enabled improved comment on company performance.

Reporting on sustainable development performance has yet to reach maturity. We had difficulty finding intensity measures common to the industries we operate in and had to restate data from previous years in instances where more accurate or

complete measurement caused anomalies in the trend data.

Stakeholder engagement to inform material issues

Given Bidvest's highly decentralised structure, divisions and businesses are responsible for identifying and engaging stakeholders material to their operations. This engagement identifies many of the commercial and sustainable development issues Bidvest companies deal with, and informs both the divisional sustainable business reports within this integrated annual report and the detailed reports on the Company website.

Bidvest has engaged Deloitte & Touche to:

- ▶ reassess who the key stakeholders are, principally considering the level of influence, dependence and representation;
- ▶ evaluate existing forms of engagement to ensure they include social, ethical and environmental issues; and
- ▶ introduce additional engagement forums, as necessary.

Engagement with shareholders

The Group engages with institutional investors on statutory, regulatory and other directives relating to the dissemination of information.

To foster dialogue and communicate Group strategy and performance we regularly meet investors and analysts. High standards of promptness, relevance and transparency underpin our information effort. Information is distributed via numerous communication channels, including the internet. Great care is taken to maintain the security and integrity of information while ensuring that critical financial information reaches all shareholders simultaneously.

We are Proudly Bidvest and take pride in presenting a full, fair and honest account of our performance.

Bidvest is prepared for questions about its corporate responsibility toward society and

the environment. Feedback indicates that shareholders do not yet rate sustainability high on their agenda. Thus far, questions have generally been confined to BEE, operating licences, new legislation and topical subjects that are receiving media play.

Bidvest is mindful that King III encourages companies to begin educating their investors to important non-financial issues. Inclusion of these issues in the Group's annual report over the past three years is a step in this direction.

Engagement with employees

Bidvest and operational companies engage with employees in many ways. Employee representation through trades unions stands at 18% internationally and at 29% in South Africa. Union representation varies widely. The Group's policy is to ensure good employee relationships. We offer market-related remuneration.

In South Africa, divisions make effective use of employment equity forums, enabling issues to be dealt with on site. Committees meet quarterly, minutes are taken and agenda items followed up. All affected stakeholders are kept informed. Proof of the value of employee engagement is especially apparent in an economic downturn. Bidvest's resignation rate is down from 18,5% to 17,1%, absenteeism increased slightly.

We have surveyed employee perceptions on our efforts to apply the principles of sustainable development to the business. The survey was sent to 20 000 e-mail addresses and we received responses from 3 200 employees from the full spectrum of Group management. Generally, employees were delighted to be asked to contribute to the process and were proud to work for a company that was making a difference.

Key challenges and opportunities were identified.

While there was general acceptance of our formal definition of sustainability, the challenge remains to move from awareness to tangible commitment and action. Employees want to feel empowered, encouraged and mandated to use their potential.

Engagement with customers

Bidvest operates largely in service industries. Our customers are overwhelmingly well-established businesses with strong brand reputations to protect. Bidvest therefore forms part of the supply chain and is frequently engaged by these customers to comply with social, environmental and human rights standards.

Bidvest divisions engage with industry bodies and regulators. The Group learns continually from these engagements and uses these as opportunities to improve its performance and maintain its position as leading supplier of its services. In the foodservice industry, one result of this engagement was our drive to lead the industry in the quality of the foodservice chain and the accuracy of product labelling.

In the few areas where companies engage consumers directly, contact centres are monitored and independent complaint channels consulted to identify areas for service improvement. The Group ethics line, the general Bidvest e-mail address, the Bidvest website and direct calls to the Group chief executive are used to bring comments and general complaints to the attention of the businesses. At McCarthy Motor Group, a customer complaints resolution centre was established to record, refer and follow-up customer complaints.

South Africa's Consumer Protection Act becomes effective on March 31 2011. Companies are conducting staff training across its business outlets to ensure provisions are met.

Engagement with government, authorities and regulators

Bidvest is proactive in its engagement with national authorities in all jurisdictions. Engagement generally occurs at divisional level. Engagement with relevant government authorities occurs only at Group level for overarching issues such as tax. Engagement with South Africa's Department of Labour on employment equity plans was devolved to the divisions. Consultations occur as needs arise.

Businesses comply with all relevant legislation, including the South African Labour Relations; the Basic Conditions of Employment; the Skills Development, the Employment Equity; the Broad-based Economic Empowerment; Unemployment Insurance and the Occupational Health and Safety Acts or international equivalents.

Group Secretarial audit has identified all legislation applying to Bidvest companies and this forms the basis of an effective compliance framework.

Engagement with communities, community-based organisations and non-governmental organisations

Bidvest's policy of decentralised management extends to the engagement of communities from which it draws labour or which might be affected by its operations.

Community engagement in South Africa is quite different from other countries, where disparities of wealth, housing standards and opportunity are not so stark. In the UK, Europe, Australia, New Zealand and Hong Kong, community engagement is closely linked to responsible product stewardship.

Other community engagements are largely associated with disaster response, in particular drought, fires and flooding. Australia and South Africa are particularly vulnerable to these events. In such cases,

the Company engages with local authorities to establish action plans and uses its expertise and resources to assist.

In South Africa, where communities have dire basic needs that may overwhelm government resources, individual Bidvest companies address local needs through various avenues, including community-based organisations, NGOs, employees and local government.

Engagement in South Africa is also influenced by the requirement to invest in socio-economic development in line with the DTI Codes.

Group issues

This report focuses on issues that can be aggregated to Group level and which can be sensibly governed by the Group with a common set of policies and reporting protocols. Issues relevant at divisional level are dealt with in the divisional sustainability reports.

 **QUICK LINK: Divisional sustainability reports**
http://www.bidvest.com/bidvest_ar2010/001.html

Issues are categorised according to the GRI (G3) framework and cover economic and environmental performance, labour practices and decent work, human rights, society through sound business ethics and product responsibility.

Economic performance

Economic performance describes and quantifies how we distribute the value channelled through the business, the opportunities created and takes into account our economic contribution to society. This is distinct from financial performance which is extensively reported. In South Africa, BEE is the most material issue we manage under economic performance, while gender equity is an issue common to all operating environments.

Distribution of economic value generated

Despite tough trading conditions, total employment is up, particularly in non-South African operations. Employment within South Africa is marginally up.

How the Group's total income is shared between different stakeholders is presented in the value added statement in the financial section of this annual report.

 **QUICK LINK: Value added statement**
http://www.bidvest.com/bidvest_ar2010/006.html

Gender equality

Bidvest seeks to provide equal opportunities for both men and women, in the process ensuring equal pay for equal work. Women constitute 44% of the total staff complement. Bidvest Foodservice Australia reports annually to the Equal Opportunities for Women in the Workplace agency. Progress is also being made across the Group, with female managers increasing to 39% of management. Challenges still exist; for example, mothers in South Africa prefer not to work night shifts.

Retirement funding

The Group provides retirement benefits for permanent employees through pension funds with defined benefit and defined contribution categories and defined contribution provident funds or appropriate industry funds or appropriate country funds. (Notes to the consolidated financial statements provide further details.)

Broad-based black economic empowerment

In South Africa, the transformation of Bidvest continued to gain momentum since we and our BEE partner, Dinatla Investment Holdings adopted the Bidvest Charter in November 2003.

 **QUICK LINK: Transformation and empowerment**
http://www.bidvest.com/bidvest_ar2010/007.html

Initially, Bidvest companies responded with compliance strategies, increasing spend on skills development, SED and entrepreneurship development. In 2008 we developed an electronic procurement tool that undertakes a BEE status-check and helps suppliers improve their empowerment credentials. Using this tool, Bidvest companies have influenced the entire supply chain of thousands of suppliers, redistributing procurement to BEE suppliers.

Over the last two or three years, a mindset change has driven a significant improvement in the strategic application of the DTI Codes. Companies now see the commercial benefits of connecting with historically disadvantaged customers and suppliers. Bidvest companies are developing entrepreneurs that will grow as customers, developing suppliers that can compete in the marketplace for their business, and developing skilled employees through sector training authorities training and learnerships.

This strategic approach to transformation is reflected on the DTI scorecard. Divisions do not obtain BEE ratings, but individual companies are required to.

The best measure of the overall success of transformation is reflected in the Bidvest rating, which has improved from a level 5 to a level 4 contributor under the DTI Codes. We aim for further improvement next year.

The success of BEE transformation at Bidvest can be attributed to leadership, management and monitoring.

The transformation committee, made up of executive and non-executive directors of Bidvest, reviews transformation progress against the Bidvest Charter, and recommends transformation policies and strategies to the board. Effective communication and execution of BEE policies are ensured by a subcommittee, the transformation working

Group-wide material issues

<i>Material issue</i>	<i>Sub-issue</i>	<i>Comment on performance</i>	<i>Reference/link</i>
Economic performance	Distribution of economic value generated	Value added statement shows value creation of R21,7 billion with R12,8 billion distributed to employees. Exchanges with governments including amounts collected on their behalf, amounted to R16,6 billion (R13,8 billion in South Africa).	Page 124
	Gender equality	Women make up 44% of the workforce, 29% of management in Australia, and 39% of Bidvest management overall	Page 57 and page 82
	The DTI Codes	Bidvest improved from level 5 to level 4	Page 51
	Employment equity	Senior and middle management representation still a challenge, but pipeline filling steadily with junior management at 52%	Page 49
	Procurement	Half of Bidvest South Africa's total procurement is now spent with BEE suppliers	Page 49
Environmental performance	Climate change	Impacts anticipated from tightening legislation to increase risk. Companies positioning to achieve competitive advantage	Page 51
	Carbon footprint	Third carbon footprint completed. Intensity of emissions is marginally up from 6,5 to 6,6 tonnes CO ₂ e per full-time employee	Page 52
	Conserving resources	Measurement of usage and recycling steadily improving. No significant fines.	Page 52
Labour practices and decent work	Employee engagement	Sensitive engagement during business consolidation. Resignations down and absenteeism increased slightly	Page 52
	Employee satisfaction	Measured on a decentralised basis as appropriate	Page 52
	Career development	Managed at company and divisional level	Page 52
	Skills training	Training spend and learnerships increased to R242 million	Page 52
	Health, safety and wellness	1 164 lost-time injuries and four fatalities recorded	Page 52
	HIV/Aids	High prevalence rate of 15% in South Africa. Low uptake of VCT programmes presents a serious challenge	Page 52
Human rights	Discrimination	A total of 1 434 labour disputes were recorded. Cases reported were mostly employment related disputes but there were some allegations of discrimination. 62% of rulings in the Company's favour	Page 53
Society through sound business ethics	Fraud and theft	No material issues of significance were raised to Group level or remained unresolved	Page 53
	Anti-competitive behaviour	No anti-competitive fines were imposed	Page 53
Product responsibility	Customer satisfaction	Measured at company level. Preparations being made to comply with the new Consumer Protection Act in South Africa.	Page 54
	Food safety	Companies comply with HACCP, turning risk into brand strengthening opportunity	Page 54
	Fair advertising and labelling	Proactive response by all customer-facing companies to tightening legislation	Page 54
	Customer privacy	Group has adopted the COBIT standards which included specific focus on data security	Page 54
Corporate social investment		Spend increases 41% from R33,4 million to R47,2 million	Page 54

committee, made up of senior divisional management. It meets quarterly.

A self-assessment tool enables companies to continually measure progress and identify gaps and opportunities for achieving targets.

The accompanying summary table of scores for each of the seven pillars of the DTI Codes shows significant improvement for skills development and preferential procurement. Training spend on black employees increased from 1,6% to 2,5% of payroll. Learnerships increased to 3 191.

Half of Bidvest South Africa's procurement is now spent with BEE suppliers.

Our most significant challenge remains employment equity. While we have improved the percentage of black middle and senior managers, these levels are still

Summary of DTI Codes scores for the Group

Element	Indicator	Target %	June 2010 %	June 2009 %
Ownership	% shareholding	25% plus 1 share	28,4	28,4
Management control	% black executive directors	50	24	24
Employment equity	% black disabled employees	2	0	0
	% black senior managers	43	19	16
	% black middle managers	63	38	35
	% black junior managers	68	52	54
Skills development	Skills development spend on black employees as % of payroll	3	2,5	1,6
	Number of black employees participating in learnerships	5	11	6,5
Preferential procurement	BEE procurement spend based on BEE procurement recognition levels	50	50	30
Enterprise development	Enterprise development contributions as % of NPAT	3	2	2,9
Socio-economic development	Socio-economic development contributions as % of NPAT	1	1	1

below target. Total employment in South Africa reduced slightly, limiting opportunities for promoting, appointing and retaining skilled black staff. Filling the skills pipeline is a gradual process, but through the sustained efforts of our divisions, many of whom have industry-leading academies, we can begin to see steady transformation towards equitable employment.

Government assistance

No Bidvest companies receive significant government assistance.

Public benefit infrastructure and services

In South Africa, individual companies are highly active in making appropriate corporate social investments.

Environmental performance

Climate change

Bidvest is preparing itself for the weather-related and economic impacts of climate

change. We monitor regulatory risks, building resilience and seeking opportunities to improve our competitive position.

Tightening government regulation and energy taxes already affect our operations. In South Africa, the hydrocarbon emission-based tax (in effect from September 1), is expected to lead to an average increase in the retail selling prices of motor vehicles of up to 2,5%. In the UK and Europe, the Euro standard for vehicle efficiency requires that our operations there constantly upgrade their fleets. A significant initiative launched by the UK government introduces power consumption legislation, forcing organisations that cross a power-usage threshold to compete with each other in a league table based on energy efficiency. By 2011, organisations must commit to purchase allowances in line with their overall power usage. Rewards will be received based on performance in the league table.

It is widely agreed that the international targets negotiated at the Copenhagen Conference fell short of the levels required by science to avoid climate change. We anticipate that in subsequent rounds of negotiation, emission-reduction targets will be significantly increased, forcing governments to introduce ever-tightening legislation limiting fossil fuel-based energy consumption. The South African government has already begun to talk about commitments which could have a major impact on:

- ▶ All businesses where transport constitutes a significant operational cost
- ▶ Bidtravel and Bidvest Services' aviation-services businesses due to a possible increase in aviation fuel prices or flight taxation aimed at reducing airline industry emissions (perhaps cutting passenger volumes in the process)
- ▶ Bidvest Freight, with its dependence on international ocean shipping
- ▶ Bidvest Automotive as the market responds to the tax penalising high-emission vehicles by moving to public transport and other solutions
- ▶ Bidvest Paperplus as paper costs may rise as a result of pressures on the paper and pulp industry to reduce its carbon-intensity

Climate change is also expected to impact the availability of natural resources. Fish stocks off the coast of Namibia may shrink or migrate due to changing ocean conditions, prompting smaller quotas. Businesses dependent on tourism and air travel may be at risk as a result of changing weather patterns, impacts on fauna and flora, extreme weather events and shifts in disease patterns. Foodservices and food processing businesses across all our markets may be impacted as agricultural yields change. Storms, floods and deteriorating infrastructure may impact logistics and freight operations.

Positioning Bidvest as a green company

In response to these threats companies across Bidvest are rising to the challenge

of building environmental excellence into our reputation for quality, service, health and safety.

To put this policy into action, Bidvest has improved its measurement of environmental impact. Not only do companies measure the consumption of fuel, electricity and other carbon-costly resources, they also track other processes and behaviours that affect the quality, reliability, cost and efficiency of operations. Electronic vehicle tracking now allows monitoring of driver behaviour and has contributed to routing efficiency, in some instances cutting out the warehouse between supplier and customer. By sharing best practices through *Bidvoice* and quarterly sustainability committee meetings, companies are learning how to apply new technologies to their businesses.

On the back of more accurate monitoring, Bidvest companies are developing new products and services that position the company's brands at the forefront of environmental awareness and responsibility. Our "Green is Gold" positioning prepares us for these opportunities. Many of these initiatives are described in the divisional reports on the Bidvest website.

Carbon footprint

Bidvest concluded its fourth greenhouse gas emissions inventory ("carbon footprint"). All Bidvest business units are included. The inventory was taken in accordance with the Greenhouse Gas Protocol, compatible with other GHG standards such as the ISO 14064.

Emitting activities include: direct greenhouse (GHG) emissions resulting from fuel used by vehicles and equipment owned or controlled by Bidvest, such as diesel, biodiesel, petrol, LPG, LNG and coal; indirect emissions from purchased electricity (referred to as Scope 1 and 2 emissions); and selected indirect emissions resulting from business travel in corporate

aircraft, consumption of office paper and methane and nitrous oxide emitted by equipment not owned or controlled by Bidvest (referred to as Scope 3 emissions).

Not included are emissions within Bidvest car rental operations resulting from client usage of Bidvest owned cars.

Bidvest's total carbon emissions increased to 700 000 tonnes CO₂e (of which indirect emissions totalled 17 000 tonnes CO₂e). The 2009 carbon emissions reduced following adjustments to diesel, petrol and electricity usage. Using full-time employees (FTE) as a denominator, Bidvest's intensity of emissions were marginally up from 6,5 to 6,6 tonnes CO₂e per FTE. Bidvest Services, with the highest number of employees, recorded the lowest emissions intensity of 1,7 tonnes CO₂e per FTE, its emissions from coal-fired heating of water for laundry services amounts to nearly 6% of all Scope 1 and 2 emissions for the Group.

Conserving resources, recycling waste

Bidvest companies are encouraged to monitor and measure the consumption of important resources such as water, paper and packaging materials, as well as the proportion recycled, reused or sent to landfill.

Many companies are beginning to develop their own industry-relevant intensity measures to help make sense of environmental performance indicators and allow better benchmarking. Ontime Automotive reports that it uses 52m³ of water annually per vehicle in its service fleet. More such intensity measures will be developed, enabling operations to track their performance regardless of changes in the scale of operations.

Compliance with environmental laws and regulations

Non-recyclable waste streams are separated and dealt with according to the latest waste handling standards and in

accordance with the appropriate legislation; ie hazardous waste regulations and animal by-products regulations.

Labour practices and decent work

Employee engagement and satisfaction

Resignations are proxy indicators of employee satisfaction. Resignations improved while absenteeism increased slightly. Some companies conduct independent employee satisfaction surveys.

Career development

For all levels of management, annual budgets, targets and operational objectives are set through the budgeting process and agreed between the business unit manager, divisional chief executives and Group chief executive. Our performance appraisal process is based on two-way engagement, resulting in commitment to and acceptance of targets. Performance appraisal processes are not standardised across business units and divisions, but standardised evaluation criteria are typically adopted within each organisation.

Skills training

Skills training is recognised at Bidvest as the primary avenue for achieving competitive advantage at all levels of business and is the driving force behind our policy of promoting from within.

Bidvest companies are often the leading providers of skills and education in their industries. Total training spend increased 15%. An increase of 17% in total training hours was reported.

Health, safety and wellness

Many Group companies operate heavy equipment and handle hazardous products. Bidvest is acutely aware of the health and safety risks faced by employees and contractors and places the utmost importance on a safe and healthy working environment.

Responsibility for health and safety is assigned to dedicated senior managers in all operations where safety and health are material issues. South African companies comply with the Occupational Health and Safety Act. International businesses meet relevant standards in their jurisdictions. Lost-time injuries increased by 11% to 1 164.

The number of fatalities decreased to four, two at Bidvest Freight, one at Bidvest Services and one at Bidvest Foodservice Europe. Each fatal incident is fully investigated in cooperation with the authorities. Companies at risk invest substantially in training to reinforce awareness of the risks and embed safe behaviour.

HIV/Aids awareness, prevention and treatment

The number of HIV positive employees in southern Africa is estimated at 15%. Bidvest companies follow Group policy and offer their own solution in respect of HIV/Aids. Many offer voluntary counselling and testing programmes. Poor uptake of these initiatives testifies to the taboos and prejudices surrounding the epidemic.

Human rights

Discrimination

Bidvest publicly endorses the following charters/frameworks:

- ▶ UN Universal Declaration of Human Rights
- ▶ The Bidvest Charter (BEE and transformation)
- ▶ Various sectoral charters, such as the aviation, tourism and financial industry charters, to which business units are signatories
- ▶ Additional commitments on conduct, ethics and human rights as outlined in the corporate governance report in the annual report.

Statements are backed by policy documents accepted by the Group,

divisional and business unit boards and all Bidvest companies as part of their basic business operations. Policy statements are designed to underline the need for compliance with national, social and human rights frameworks and charters. Companies are typically members of industry associations, which usually cover these issues and include their own code of ethics on labour practices.

A key dispute resolution mechanism in southern Africa is the Commission for Conciliation, Mediation and Arbitration (CCMA), a body established by the Labour Relations Act, 66 of 1995. Bidvest companies in South Africa and Namibia faced 1 434 cases (2009: 2 265), with 62% of rulings in our favour.

Society through sound business ethics

We incurred 43 fines and penalties. The majority of these fines were for traffic violations, while client and employee fraud accounted for most of the value. Fines and penalties amounted to R2,8 million.

Fraud and theft

Frauds up to R1 million are dealt with at divisional level. These are recorded and reported on at quarterly audit committee meetings. Issues in the R1 million to R10 million band are reported to the Group audit committee, but dealt with at divisional level. Issues involving more than R10 million are reported to Group audit committee and dealt with at Group level. No material issues of significance were raised to Group level or remained unresolved at year-end.

Anti-competitive behaviour

All divisions are aware of the risks of anti-competitive behaviour. Many have responded with awareness campaigns to reinforce ethical business practices. All divisions maintain gifts and hospitality registers that closely monitor employee disclosures. Management discourages such practices and all registers are

presented to audit committees quarterly. Representations from management testing business conduct are completed regularly. No incidents, fines or penalties were reported for anti-competitive behaviour.

While guided by internal codes, Bidvest companies also comply with the legislative frameworks of host countries.

We are similarly compliant in other markets.

Whistle-blowing – hotline report

In addition to other compliance and enforcement activities, the board recognises the need for confidential reporting (“whistle-blowing”) of fraud, theft, breach of ethics and other risks. Whistle-blowing procedures and our 24-hour call centre ensure formal reporting and feedback. We encourage employees to report any activity they believe to be in breach of the code of ethics and provide access to the hotline via a toll-free phone number, e-mail, fax, letter or SMS. Calls were received in various languages including English (87%), Afrikaans (6%), Zulu (6%) and Tswana (1%).

The call centre received 322 calls, resulting in 124 interventions. The calls involved allegations of: 50 human resources issues or unfair labour practices, eight breaches of ethics, two incidents of procurement irregularities, one incident of abuse of company property, 51 criminal investigations and 12 requests for information.

Impact of operations on communities

As an international services, trading and distribution company, Bidvest has a limited impact on local communities. In respect of Bidvest Namibia’s fishing operations the impact on the Walvis Bay community is extremely positive.



QUICK LINK: Bidvest Namibia’s sustainability report

http://www.bidvest.com/bidvest_ar2010/028.html

Product responsibility

Customer satisfaction

Customer relationship management is driven at divisional and business unit level. Consumer-facing businesses conduct annual customer satisfaction surveys and monitor complaints received through industry bodies. Some companies subscribe to Hellopeter.com, a South African portal for customer complaints. These channels help companies identify areas for improvement and provide marketplace feedback.

South Africa's National Credit Act ensures potential customers have sufficient financial means. This is of particular relevance to Bidvest Automotive. Last year, the Consumer Protection Act was signed into South African law and is expected to come into full effect in October. The key business impact is to increase transactional costs, giving consumers the right to reject a purchase within a defined period. Bidvest companies are conducting workshops with customer-facing staff to ensure provisions are met in full.

Food safety

Bidvest Foodservice companies adhere to strict food safety standards, thereby managing a key area of reputational risk in their sector. Companies comply with HACCP, and many are working towards ISO 22000 (regarded as the most stringent standard worldwide).

Legislative risk is closely monitored. We see a continuing trend toward stringent regulation of food safety. Major items of legislation such as the Consumer Protection Act (scheduled for imminent implementation) in South Africa have wide-ranging ramifications. We liaise proactively with the Consumer Goods Council, which channels industry opinion to the DTI.

We see this "risk" as an opportunity to differentiate ourselves from less well-resourced competitors. Food safety departments, headed by qualified

personnel, use the latest analytical equipment to understand products and their ingredients in more detail. Through attention to the latest best practice, our foodservice companies are establishing a reputation that confers competitive advantage. Companies work closely with their customers. Audits of products and operations continue to improve. The positioning of Bidvest Foodservice companies as quality suppliers is supported by their status as distributors and technology partners of trusted international food brands.

Fair advertising and labelling

In all the markets we serve, legislation is being enacted to further protect consumers from misleading advertising and labelling of products. Automotive and foodservice businesses are most affected.

Bidvest Automotive stepped up training ahead of the implementation of the Consumer Protection Act. Bidvest Foodservices Southern Africa responded to the new labelling legislation (effective March 2011) by requiring standardised documentation of allergens, quantified statements on nutritional benefits of products and standardisation of weights and measures (including net and gross weights). Labelling is expected to be policed more thoroughly in the future, in alignment with international standards. Bidvest expects to gain a competitive advantage in this new operating environment, leveraging off the leading standards we set for the industry.

All European operations are subject to the European Union's Unfair Commercial Practices Act of 2008. This legislation bans unfair commercial practices linked to the promotion, sale or delivery of a product or service to the consumer. Authorities interview companies about "blacklisted" sales practices in the foodservices industry. No Bidvest companies have been found to be involved in any such practices.

In Europe and the UK, regulations have been introduced to ensure that nutrition

and health claims are more easily understood by consumers and caterers. We work closely with industry bodies on these issues.

Customer privacy

South Africa's Protection of Personal Information Bill underlines a consumer's right to privacy and a company's duty to guard personal information. Customer privacy impacts mainly on Bidvest Automotive and Bidvest Bank. Both companies strictly control access to personal information for unsolicited direct marketing campaigns, in accordance with the Act.

Further detail is given in the governance report under "Risk management: Information technology".

Corporate social investment

Corporate social investment is defined as socio-economic development under the DTI Codes. Bidvest's total CSI spend is R47,2 million (2009: R33,4 million) Bidvest scores the full 5% allocation for this element on the scorecard.

Bidvest has a three-tiered CSI strategy:

- ▶ Tier one – Corporate supports a number of overarching worthy causes
- ▶ Tier two – individual divisions support their own flagship projects
- ▶ Tier three – individual businesses support community-based projects in their operational areas

Staff members responsible for these programmes assess the impact and outcomes of each programme and adjust investment accordingly.

Corporate encourages and guides CSI by sharing success stories in *Bidvoice*, on the website, the intranet, in reports, at roadshows and company gatherings.

Rally to Read is one example of a CSI flagship programme.

 **QUICK LINK: CSI flagship programmes**
http://www.bidvest.com/bidvest_ar2010/008.html