

# Form of proxy

# Bidvest

## The Bidvest Group Limited

(Registration number 1946/021180/06) (the Company)

Share code: BVT

ISIN: ZAE000117321

### For the 76th Annual General Meeting – for use by certificated shareholders and dematerialised shareholders with own-name registration

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

I/We (full names): \_\_\_\_\_

of (address): \_\_\_\_\_

Tel (home): \_\_\_\_\_

Cell: \_\_\_\_\_

Email: \_\_\_\_\_

Being a shareholder(s) of The Bidvest Group Limited and entitled to:

votes (ONE PER SHARE HELD)

hereby appoint: \_\_\_\_\_

or failing him/her: \_\_\_\_\_

or failing him/her the Chairman of the meeting as my/our proxy to act for me/us at the AGM of the Company to be held at 09:00 on Friday, 25 November 2022, and at any adjournment thereof as follows:

## PART B

### Ordinary resolutions

	FOR	AGAINST	ABSTAIN
1. Re-election of directors that retire by rotation			
1.1 Mr BF Mohale			
2. Election of non-executive directors:			
2.1 Ms MG Khumalo			
2.2 Ms FN Khanyile			
3. Re-appointment of independent external auditor			
4. Election of members of the audit committee			
4.1 Ms SN Mabaso-Koyana (chair)			
4.2 Ms RD Mokate			
4.3 Ms L Boyce			
4.4 NW Thomson			
4.5 Ms MG Khumalo, subject to being elected as a director			
5. Placing authorised by unissued ordinary shares under the control of directors			
6. General authority to issue shares for cash			
7. Payment of dividend by way of <i>pro rata</i> reduction of share capital or share premium			
8. Ratification relating to personal financial interest arising from multiple offices in the Group			
9. Directors' authority to implement special and ordinary resolutions			

## PART C

### Non-binding advisory votes

	FOR	AGAINST	ABSTAIN
Endorsement Remuneration policy			
Endorsement Implementation of remuneration policy			

## PART D

### Special resolutions

	FOR	AGAINST	ABSTAIN
1. Non-executive director remuneration			
2. General authority to repurchase shares			
3. General authority to provide financial assistance to related or inter-related companies and corporations			

Signed on this \_\_\_\_\_

day of \_\_\_\_\_

2022

Signature \_\_\_\_\_

Assisted by (where applicable) \_\_\_\_\_

Please read the notes on the reverse side of this form of proxy.

# Form of proxy (continued)

## NOTES

1. The person whose name stands first on the proxy form and who is present at the AGM will be entitled to act as a proxy to the exclusion of those whose names follow thereafter. If no proxy is inserted in the spaces provided, the Chairperson shall be deemed to be appointed as the proxy.
2. Unless otherwise instructed above, a proxy is entitled to vote as he/she thinks fit.
3. A proxy appointed by a shareholder to attend, speak and vote in his/her stead need not also be a shareholder of the company.
4. In order to be effective, this proxy form and the power of attorney or other authority (if any) under which it is signed, should be RECEIVED by the transfer secretaries of the company, Computershare Investor Services Proprietary Limited, not less than forty-eight (48) hours before the time appointed for the holding of the meeting or any adjournment thereof, as the case may be, at which the proxy proposes to vote, excluding Saturdays, Sundays and South African public holidays. Any forms of proxy not lodged by this time may be handed to the Chairperson of the AGM immediately prior to its commencement.
5. Any alteration or correction made to this proxy form must be initialled by the signatory(ies) but may not be accepted by the Chairperson.
6. If you hold shares in certificated form (i.e. you have not dematerialised your shares) or are registered as an own-name dematerialised shareholder, you may attend and vote at this meeting; alternatively, you may appoint a proxy to represent you at the meeting by completing the attached form of proxy and lodging it with the transfer secretaries of the company to be RECEIVED at least forty-eight (48) hours before the time of the meeting, excluding Saturdays, Sundays and South African public holidays. Any forms of proxy not lodged by this time may be handed to the Chairperson of the AGM immediately prior to its commencement.
7. If you have dematerialised your shares and are not registered as an own-name dematerialised shareholder (in other words, you have specifically instructed your CSDP not to hold your shares in your own name on TFG's uncertificated securities register), then subject to the custody agreement between yourself and your CSDP or broker:
  - If you wish to attend the meeting you must contact your CSDP or broker and obtain the relevant letter of representation from it; or
  - If you are unable to attend the meeting but wish to be represented at the meeting, you must contact your CSDP or broker and furnish it with your voting instructions in respect of the meeting. You must NOT complete the attached form of proxy. The instructions must be provided in accordance with the custody agreement between you and your CSDP or broker within the time period required by your CSDP or broker.
8. Brokers or their nominees recorded in the company's register should, when authorised in terms of their mandate or instructed to do so by the owner on behalf of whom they hold dematerialised shares in the company may vote by either appointing a duly authorised representative to attend and vote at the meeting or by completing the attached form of proxy in accordance with the instructions thereon, which must be RECEIVED by the transfer secretaries of the company at least forty-eight (48) hours before the time of the meeting, excluding Saturdays, Sundays and South African public holidays.