



2024

REMUNERATION REPORT

FOR THE YEAR ENDED JUNE 30 2024



Food | Service | Technology 



IT'S ALL ABOUT THE FOOD,
SERVICE AND TECHNOLOGY .

CONTENTS .

Part 1: Background statement	1
Part 2: Remuneration policy	2
Part 3: Implementation of remuneration policy	7
Glossary	11

This 2024 remuneration report is to be read as part of our full 2024 annual reporting suite, which includes our annual integrated report and other supplementary reports.

 Please refer to **Bidcorp's 2024 annual reporting suite** online.

 Cross-reference content within this report

 [Click here for more information on the company's website](#)

PART 1: BACKGROUND STATEMENT

Bid Corporation Limited (Bidcorp) delivered an excellent performance for the year ended June 2024, against the backdrop of a turbulent and challenging world, beset with anaemic, stagnant, and sometimes negative economic growth. Our top line has grown by 15,1% (7,5% in constant currency) and after adjusting for our estimated weighted food-basket inflation, we have achieved real organic volume growth nearing 6%. Almost every business has improved its performance against their prior year record achievements, and our global teams are to be highly commended on continuing to successfully deliver on our strategy. This strategic focus implemented by our experienced teams throughout our global operations, operating within our entrepreneurial and decentralised business model, contributed to our successful full-year result. Accordingly, the remuneration committee ('committee') is pleased to present this **2024 remuneration report**, in compliance with best practice reporting requirements, for the year ended June 30 2024.

Remuneration is one pillar of our approach to providing a holistic employee value proposition. Other pillars include performance assessment, recognition, the work environment, career development, as well as other benefits. These other benefits include skills development opportunities, educational loans and bursary benefits, employee discounts, work-life balance allowances, or even job-specific incentives for qualifying employees. The group believes fair, responsible, and transparent remuneration is essential to our success and is committed to ensuring we offer competitive, rewarding remuneration.

The group strives to create an inclusive environment and to reward employees in a manner that is fair and reasonable. The principle of fair remuneration is entrenched in our remuneration policy and is based on practices free from prejudice or self-interest, and which are not inherently biased in any way.

The report will reflect on the past year, which was extraordinary in many aspects, particularly that it comes off a record performance in the prior year. Bidcorp has navigated a challenging trading year where tough economic conditions and the uncertain global macro environment in which the group operates continue to prevail. The strength of the group's financial position remains a competitive advantage off which to leverage opportunities. A key consideration in the financial year has been investments made into strategic distribution facilities to provide for future capacity for growth. While these investments come at an earnings cost and detracts from short-term performance and returns, impacting short-term remuneration, the board recognises that they remain the correct long-term decisions taken by management to ensure the long-term sustainability of the businesses, which is appropriately recognised in terms of the LTI performance criteria set out in this report.

This report provides shareholders and other stakeholders with an overview of the group's approach to its adopted remuneration policy and the implementation thereof in the context of the group's strategy.

The implementation of the remuneration policy for the year ended June 30 2024 has been completed in line with the approved **2023 remuneration report**, setting out the shareholder approved parameters, and disclosing the remuneration paid to the members of the board in the directors report, as included in the **2024 annual financial statements**. For 2024 and beyond, the matters raised by shareholders with regards to the disclosure of the peer group used in any benchmarking exercises conducted and the detail of key performance measures applied to executive incentivisation has been considered, and where applicable, applied. This will provide greater transparency for all stakeholders to fully understand the long-term value creation delivered, commensurate with the remuneration incentives awarded to executives.

This report details the remuneration policy and implementation thereof for executive directors as well as fees paid to non-executive directors and details of the share incentive plans used by the group. The group's reporting remains aligned with the King IV Report on Corporate Governance for South Africa 2016™* (King IV). Please refer to the **2024 governance report**, pages 44 to 52, where a detailed report of the group's alignment and commitment to the principles of good governance as set out by King IV is presented.

The committee has noted the process of amendments to the South African Companies Act, no. 71 of 2008 as amended (Companies Act) and the signing into law by the President and promulgation of the two Companies Amendment Bills on July 30 2024. The Companies (First Amendment Act 16 of 2024 (the First Amendment Act) will enhance remuneration reporting and disclosure requirements by requiring public companies and state-owned enterprises to submit their remuneration policies for shareholder approval by way of ordinary resolution every three years (or whenever a material amendment to the policy is made), make mandatory pay-gap disclosures in their remuneration reports, and submit their remuneration reports annually for shareholder approval by way of ordinary resolution. At the date of finalisation of this report the effective implementation date of the First Amendment Act has yet to be announced. Following implementation, the committee will ensure compliance with these new provisions, including the approval by shareholders of the remuneration policy and annual remuneration report, the consequences when the remuneration report is not supported by shareholders, and the enhanced pay-gap disclosures.

Bowman Gifflin (Bowmans) have acted as independent advisers to the committee since March 28 2019. The committee is comfortable that their advice is independent and objective. Due to the decentralised and diversified nature of the group, as well as the geographic spread of its operations, the individual companies manage their own remuneration policies according to local requirements. The committee provides oversight of senior executive remuneration in the subsidiaries and share incentive awards.

Shareholder engagement

The group's remuneration policy and the implementation thereof are placed before shareholders for consideration and approval under the terms of a non-binding advisory vote at the 2024 AGM as provided for in the Listings Requirements of the JSE Limited (JSE) and recommended by King IV.

In the event that 25% (twenty-five percent) or more of the votes cast are recorded against either the remuneration policy resolution or the implementation resolution then the committee chairman, chairman of the board, and executive management will:

- » engage shareholders to ascertain the reasons for dissenting votes; and
- » make specific recommendations to the committee as to how the legitimate and reasonable objections of shareholders might be addressed, either in the remuneration policy or through changes to how the remuneration policy is implemented.

At the 2023 Annual General Meeting (AGM) held on November 22 2023, 72,38% of Bidcorp's shareholders endorsed the non-binding advisory vote on the group's remuneration policy, with 95,43% of shareholders voting in favour of the implementation report. In light of the fact that more than 25% of ordinary shareholders voted against the remuneration policy, and in compliance with King IV and the JSE Listings Requirements, a proactive engagement process was initiated with those dissenting shareholders, who were invited to engage with the company to address the concerns noted and to provide clarity on those matters where additional information had been requested.

The concerns raised by dissenting shareholders in relation to the remuneration policy centered around the increases in certain non-executive directors' fees following the benchmarking exercise completed in 2022 and the process undertaken to support the proposed increase in fees, 'over boarding' of certain directors, minimum shareholding requirements, as well as the clarification on the key performance measures applied in determining both short- and long-term incentive awards for executives. All discussions were considered by the board to ensure shareholder concerns were appropriately addressed. The actions taken as a consequence of these deliberations are included in this report on page 5, Part 2: Remuneration policy: Further details on LTI plans.



PART 2: REMUNERATION POLICY

Key principles of our philosophy

The key principles that shape our policy are:

- » a critical success factor of the group is its ability to attract, retain, and motivate the entrepreneurial talent required to achieve its operational and strategic objectives. Both short- and long-term incentives are used to this end;
- » delivery specific short-term incentives (STI) are viewed as strong drivers of performance. A significant portion of senior management's reward is variable and is determined by the achievement of realistic profit and return targets together with an individual's personal contribution to the growth and development of the group. Only when warranted by exceptional circumstances, special bonuses may be considered as additional awards; and
- » long-term incentives (LTI) align the objectives of management, shareholders, and other stakeholders for a sustainable period.

Policy principles

The committee functions in terms of an agreed mandate and evaluates and monitors the group's remuneration philosophy and practices to ensure consistency with governance principles and corporate strategy. The committee further implements the board-approved remuneration policy to ensure:

- » salary structures and policies, as well as cash and share-based incentives, motivate superior performance and are linked to realistic performance objectives that support sustainable long-term business growth;
- » stakeholders can make an informed assessment of reward practices and governance processes; and
- » compliance with all applicable laws and regulatory codes.

Governance and the remuneration committee responsibility

The board carries ultimate responsibility for the remuneration policy. The committee operates in terms of a board-approved mandate. The board will, when required, refer matters for shareholder approval, such as new and/or amended share-based incentive schemes, non-executive board and committee fees, and/or any new related party remuneration matters.

Please refer to our **2024 Notice of AGM**.

Bidcorp remuneration committee composition and mandate

The committee has a **board-approved charter** that is annually reviewed and adopted, most recently approved at the board meeting held on August 27 2024. This charter is compliant with the requirements of the Companies Act and is in line with the recommendations as set out in King IV. The charter will be updated to reflect the amendments to the Companies Act noted above when this is implemented.

The members of the committee include three independent non-executive directors, which is in line with the committee charter, statutory requirements, and King IV. The committee met formally twice during the year. The attendance for these meetings is contained in the directors' report (remuneration committee report section) within the **2024 annual financial statements**.

The board chairman, chief executive officer (CEO), chief financial officer (CFO), and other executive management are invited to attend meetings, but do not participate in the voting process of decisions of the committee. The executive invitees recuse themselves from any discussion regarding executive performance appraisals, remuneration, and incentivisation discussions.

The committee has used the advisory services of Bowmans, represented by Mr Martin Hopkins, to perform the role of the independent remuneration adviser. The chairman of the committee or, in his absence, another member of the committee is invited to attend the AGM to answer questions on remuneration.

The remuneration committee responsibilities and role has been set out and approved in the committee's board-approved charter, and can be summarised as follows:

- » reviewing the group remuneration philosophy and policy and assisting the board to establish a remuneration policy for executive directors and senior managers that will promote the achievement of strategic objectives and encourage individual performance;
- » reviewing the remuneration of executive management to ensure that it is fair and responsible in the context of overall employee remuneration in the group;
- » reviewing incentive schemes to ensure continued contribution to shareholder value;
- » reviewing the recommendations of management and the remuneration advisers on fee proposals for the group's chairman and non-executive directors and determining, in conjunction with the board, the final fee proposals to be presented to shareholders for approval;
- » agreeing with the principles for senior management annual salary increases and cash incentives;
- » agreeing with LTI allocations and awards for senior management;
- » settling LTI allocations and awards for executive directors;
- » overseeing the preparation of the annual remuneration report to ensure that it has addressed the concerns raised by shareholders and is clear, concise, and transparent; and
- » ensuring that the remuneration report be put to a non-binding advisory vote by shareholders and when required, engaging with shareholders and other stakeholders to address matters relating to the group's remuneration policy and approach.

Fair and responsible remuneration

The remuneration of the executives is regularly benchmarked against appropriate comparators and is aligned with the market. Variable remuneration is based on the achievement of appropriate and stretch performance measures and targets.

The remuneration of group employees is governed by the policies of the individual group companies based on the realities and circumstances of each country in which Bidcorp operates.



PART 2: REMUNERATION POLICY • continued

Benchmarking and position in the market

To ensure that the group remains competitive in the markets in which it operates, all elements of remuneration are subject to regular reviews against relevant market and peer data.

In the case of the CEO, who is based in Australia, his salary is benchmarked against comparable international listed companies (a number of which are Australian companies), while the CFO who is primarily based in South Africa, is benchmarked predominantly against those JSE-listed companies that have significant earnings derived from international operations. Due to the expansive geographical footprint of the group, both executives are required to travel extensively in the fulfilment of their respective roles.

The policy is aimed at positioning the group as a preferred employer within the foodservice industry. To retain flexibility and ensure fairness when directing human capital to those areas of the group requiring focused attention, subjective performance assessments may sometimes be required when evaluating employee contributions. The group believes that its remuneration policy plays an essential and vital role in realising business strategy and therefore should be competitive in the markets in which the group operates.

Executive directors

Terms of service

The terms and conditions applied to South African executive directors are governed by legislation and the terms of the individual employment contracts. Terms of service for executive directors outside South Africa are governed by labour legislation in the respective local jurisdictions and the terms of the individual employment contracts. In the exceptional situation of a termination of an executive directors' services, the remuneration committee (assisted by independent labour law legal advisers) would oversee the settlement of terms.

Executive directors are required to retire as directors (in terms of the group's Memorandum of Incorporation (Mol) and in line with good governance practices) on the third anniversary of their appointment and may offer themselves for re-election by the shareholders at the AGM. As appropriate, the board, through the nominations committee, proposes their re-election of the executives to shareholders when required.

The terms of the executive directors' employment are as follows:

- » BL Berson (CEO) is party to an employment agreement with Bid Corporation Limited; and
- » DE Cleasby (CFO) is party to an employment agreement with Bid Corporation Limited.

Under the employment agreements, the employment of an executive director will continue until terminated upon (i) six months' notice or (ii) retirement. Bidcorp can also terminate the executive directors' employment summarily for any reason recognised by law as justifying summary termination. Apart from the above notice period, and the share plan provisions for termination of employment there are no contractual commitments for payments on termination of employment or loss of office. Executive directors are not permitted to accept outside appointments on external boards or committees.

The value of the gross remuneration package payable in terms of the employment agreements is allocated among the following benefits: (i) basic remuneration; (ii) retirement and or medical benefits; and (iii) other benefits.

Elements of remuneration

The group operates a total cost-to-company (CTC) philosophy whereby cash remuneration, benefits (including a defined contribution retirement fund or superannuation scheme, medical aid, and other insured benefits) form part of employees fixed total CTC remuneration. Executive directors and senior management also participate in short-term incentives (STIs) in the form of a performance bonus plan. Two long-term incentive (LTI) plans are in operation, namely the Bidcorp CSP (for executive directors and senior management) and the Bidcorp SAR plan (for senior management only). In 2020, malus and clawback conditions were introduced for both STIs and LTIs.

The group, as annually considered by the nominations committee and approved by the board, is of the view that the executive directors are the only identifiable prescribed officers within the group (as defined by the Companies Act), and therefore no separate remuneration disclosure for those prescribed officers, as defined, is required.

The different components of remuneration, including the objectives, the governing policy, and the required alignment to group strategy and performance are summarised in the table below.

Table 1: Summary of remuneration components for executive directors

Component objective and practice			Link to business strategy	Policy	Changes for 2024/2025
Guaranteed pay (CTC)	Base package	To attract and retain the best talent. Reviewed annually and applied from July 1.	This component aligns with business strategy as it considers internal and external equity. This ensures market-aligned competitiveness, retention, and fair reward for individuals, as based on a similar job in the market.	Level of skills and experience, scope of responsibilities, and competitiveness of the total remuneration package are considered when determining CTC.	No proposed changes for the current year.
	Benefits	Providing employees with contractually agreed basic benefits such as retirement fund benefits (defined contribution or superannuation), medical aid, risk benefits, and life and disability insurance on a CTC basis.	Benefits recognise the need for a holistic approach to guaranteed package and are part of the overall employee value proposition offered by the group.	The company contributes towards retirement benefits as per the rules of the respective retirement funds or superannuation schemes. Medical aid contributions depend on each individual's needs and the respective package selection. Risk and insurance benefits are company contributions, all of which form part of total CTC.	No proposed changes for the current year.



PART 2: REMUNERATION POLICY • continued

Component objective and practice		Link to business strategy	Policy	Changes for 2024/2025	
Short-term incentives (STI)	STI	<p>To motivate and incentivise delivery of performance over the one-year operating cycle. Bonus levels and the appropriateness of measures and weightings are reviewed annually to ensure that these continue to support Bidcorp's strategy.</p> <p>The annual bonus is paid in cash in August/September each year in respect of the group financial performance during the previous financial year.</p>	<p>Designed to encourage sustainable short-term growth in headline earnings per share and return on funds employed for shareholders. Combines the above company financial performance metrics with strategic metrics, such as leadership, to ensure well-balanced key performance indicators (KPIs).</p> <p>Rewards executive directors for their measurable contribution to the group in the current year based on pre-determined metrics.</p>	<p>STIs were based on principles taking into consideration a combination of the following performance measures subject to the discretion of the committee:</p> <ul style="list-style-type: none"> » Headline earnings per share (HEPS) of the group; » Return on funds employed (ROFE) generated; and » KPIs including ESG (10% of the award), innovation (10% of the award), and strategic objectives (10% of the award). <p>Earning potential</p> <p>At target performance, the earnings potential is 100% of guaranteed package.</p> <p>Stretch earnings potential is limited to 160% of guaranteed package and is subject to exceptional performance.</p> <p>Discretion of committee</p> <p>The committee has discretion, when warranted by exceptional circumstances and where considerable value has been created for shareholders and stakeholders by specific key employees, to award special bonuses or other <i>ex gratia</i> payments to individuals.</p> <p>In exercising this discretion, the committee must satisfy itself that such payments are fair and reasonable and are disclosed to shareholders as required by remuneration governance principles.</p> <p>Malus and clawback provisions form part of the STI conditions.</p>	<p>A review of the KPIs used to measure the STIs; additional detail is provided to increase clarity and transparency in these measures.</p>
	LTI	<p>To motivate and incentivise delivery of sustained performance over the longer term.</p>	<p>Alignment of executives' interests with shareholders through conditional rights to future delivery of equity.</p> <p>Vesting of equity instruments are subject to performance targets, thereby supporting the performance culture of the group.</p> <p>Motivates long-term sustainable performance of the individuals and the group as a whole.</p>	<p>Award levels are set according to best practice benchmarks and to ensure support of group business strategy.</p> <p>Performance conditions will be subject to performance metrics over a three-year performance period commencing July 1 2024 with vesting periods of three (3) years (75% of the award) and four (4) years (25% of the award) respectively.</p> <p>The real growth targets, combined with an inflation factor, weighted for the markets in which the group operates, are applied to the 2024 actual results.</p> <p>ROFE targets (excluding the effects of freehold property) were increased by 10% in 2024, so the threshold (30%) is achieved at 45% (previously 35%), target (60%) is achieved at 50% (previously 40%), and stretch (100%) is achieved at 55% (previously 45%).</p> <p>The company performance metrics comprise the following:</p> <ul style="list-style-type: none"> » Constant Currency HEPS growth (40% of the award); » ROFE (30% of the award); and » KPIs including ESG (10% of the award), innovation (10% of the award), and strategic objectives (10% of the award). <p>Malus and clawback provisions form part of the LTI conditions.</p>	<p>A review of the KPIs used to measure the LTIs; additional detail is provided to increase clarity and transparency in these measures.</p> <p>HEPS weighting in targets to be set at 35% (previously 40%) and ROFE weighting in targets to be set at 35% (previously 30%).</p> <p>Minimum shareholding requirements to be introduced for executive directors.</p>

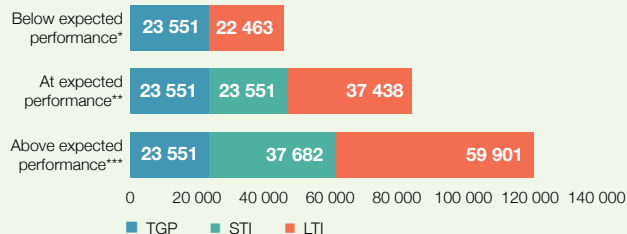


PART 2: REMUNERATION POLICY • continued

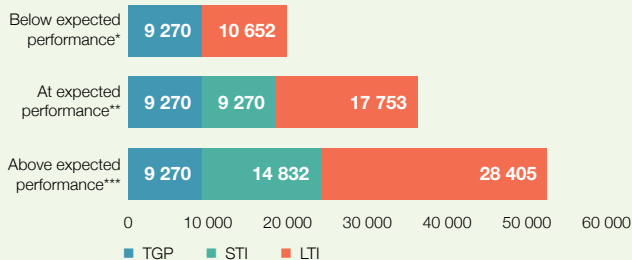
Package design

The below scenario graphs provide an overview of potential pay outcomes at below expected performance, at expected performance, and at stretch performance levels:

Chief Executive Officer (R'000)



Chief Financial Officer (R'000)



* LTI includes indicative expected value on grant date assuming 30% vesting.
 ** LTI includes indicative expected value on grant date assuming 50% vesting.
 *** LTI includes indicative expected value on grant date assuming 80% vesting.

Further details on LTI plans

Bidcorp CSP

Upon the listing and unbundling of Bidcorp in 2016, shareholders approved the CSP. The CSP was originally only implemented for executive directors. However, where senior management performed some group-wide functions, they are considered for CSP awards. In 2020 the CSP scheme was extended to senior operational management (where the award is subject to a retention condition) as a substitute for allocations under the SAR plan. Under the CSP, participants are awarded a right to future delivery of equity (ie, a conditional right to receive Bidcorp shares). Vesting of shares is subject to the achievement of performance conditions each with different weightings (for executive directors) or a retention condition (for other senior managers). Details of the 2024 award for executive directors, the performance period, and the performance conditions as included in this report on pages 7 to 10: Part 3: Implementation of the remuneration policy.

During 2023, an amendment to the CSP scheme rules was approved by shareholders at a **general meeting held on June 29 2023**. The approved amendments to the CSP rules included:

- (i) timing when participants exercise awards after vesting, and
- (ii) permits the committee discretion to allow awards for “good leavers” to vest in the ordinary course on the original dates and subject to the original performance conditions, except in the case of death of a participant, where they can be fully vested and settled to facilitate estate administration.

Bidcorp SAR plan

Upon the listing and unbundling of Bidcorp in 2016, shareholders approved a SAR plan for senior management, excluding executive directors. SARs participants were granted share awards that vest in tranches after three (3) years (50%), four (4) years (25%), and five (5) years (25%) respectively, and lapse after seven (7) years. The exercise price for the SAR award is determined using the closing price of the Bidcorp share (BID) on the JSE, for the business day immediately preceding the award date up to a maximum discount of 10%. Awards not exercised within a seven (7) year period following the award date lapse. Award holders are only entitled to exercise their awards if they are in the employment of the group in accordance with the terms of the SARs plan rules, unless otherwise recommended by the committee.

Bidcorp's LTI plans and dilution

In terms of the Bidcorp LTI plan rules, an overall limit of approximately 5% (five percent) of the issued shares of the company has been imposed when shares are allocated and issued in terms of the plans, incorporating both SARs and CSPs. If shares are purchased in the open market for settlement of allocations in terms of the SAR and CSP, the overall limit of 5% (five percent) will not be impacted. For more information on the LTI plans, refer to the **2024 annual financial statements**, note 11 on page 71.

Malus and clawback policy

In 2020, in line with established global practice and emerging local trends, Bidcorp adopted malus and clawback provisions with respect to variable pay awards, including STI and LTI awards. In terms of this policy, awards which have not yet vested may be forfeited (malus) and the value of awards which have already vested and have been settled may have to be refunded (clawback). These provisions will be applied in the case of material misstatement of financial results and other performance measures on which the settlement of the affected awards is based, discovery of material regulatory breaches, and/or instances of misconduct or behaviour which brings the company into disrepute. These provisions apply to the 2020 STI and LTI awards and all future awards. The clawback provisions apply for a period of three (3) years following the settlement of the applicable award.

Minimum shareholding requirements policy

In response to shareholder feedback and emerging market practice for South African listed companies, Bidcorp has adopted a Minimum Shareholding Requirements policy (MSR policy) for the executive directors to come into effect from the start of the 2025 financial year. The executive directors are required to build up and maintain personal shareholdings valued, as a multiple of their CTC, as follows:

- » CEO – three (3) times CTC; and
- » CFO – two (2) times CTC.

The incumbents have a period of five (5) years from the effective date of the MSR policy approval to build up to the target holdings, and newly appointed executive directors have a period of five (5) years from the date of their first CSP award to achieve the requirements. The shares can be acquired by pledging to hold CSP awards that vest or from own resources. Compliance with the targets will be monitored and reported at the end of each financial year based on year-end share prices as a multiple of their annual CTC at the time.



PART 2: REMUNERATION POLICY • continued

Non-executive directors

Terms of service

Non-executive directors are appointed by the shareholders at the AGM. On appointment, non-executive directors are provided with a letter of appointment. Interim board appointments are permitted between AGMs, however interim board appointees will retire at the next AGM, when they may make themselves available for election. Appointments are made on recommendation of the nominations committee and in accordance with group policy, including alignment with the **group's board diversity policy**.

As appropriate, the board, through the nominations committee, proposes the re-election of directors retiring by rotation, in line with the group's Mol, to shareholders. Proposals for re-election are based on individual's past performance, contribution, and the objectivity of business judgement calls. There is no limit on the number of times a non-executive director may make him or herself available for re-election.

Independence assessment

During the year, the board, through the nominations committee, considers the issue of director independence, assessing various factors and indicators in line with the King IV recommendations. It was determined that where directors have served as members of the board for nine years or longer, they will be required to demonstrate that they remain independent in all respects including in character and judgement, and that there were no relationships or circumstances that could likely impact or could appear to impact their independence.

All directors are required to declare their other directorships and commercial interests to the board. Transparency of commercial interests ensures that directors can be seen to be free from any business or other relationship that may interfere materially with his or her capacity to act in an independent manner. During the financial year, none of the current directors had a material interest in any contract of significance to which the company or any of its subsidiaries were a party.

Through quarterly declarations as well as a focused annual disclosure and self-assessment process, the board considered and was satisfied that the non-executive directors are sufficiently independent and were able to fulfil their duties without any interlocking interests. The appropriate governance mechanisms are in place to ensure transparency and to prevent undue influence.

In addition, during the year ended June 30 2024, an independently led board performance assessment process was conducted by external specialists, Woodburn Mann. The results of the Woodburn Mann performance assessment included a review of the independence and performance of each director. It was concluded that no conflicts of interest were identified and that all directors continue to act independently in the best interests of the company. The independent statement issued by Woodburn Mann is available in the **2024 governance report**, refer to Appendix A on page 55.

Fees

The group policy is to pay competitive non-executive directors' fees for the role performed recognising the required time commitment. The fees now comprise an annual fee, where previously the fees comprised an annual retainer component and attendance for scheduled meetings. In addition, non-executive directors are compensated for international travel time and subsistence on official business where necessary to attend meetings. No contractual arrangements are entered into to compensate non-executive directors for the loss of office.

Non-executive directors do not receive STIs, nor do they participate in any LTI schemes, except where non-executive directors previously held executive office, and they remain entitled to unvested benefits arising from their employment.

Bidcorp does not provide retirement contributions to non-executive directors. Management proposes non-executive directors' fees (based on independent advice) to shareholders annually for shareholder vote.

Non-binding advisory vote

At the 2024 AGM, scheduled to be held on October 31 2024, shareholders will be requested to cast an advisory vote on the remuneration policy as included in this report on pages 2 to 6: Part 2: Remuneration policy.



PART 3: IMPLEMENTATION OF REMUNERATION POLICY

1. Guaranteed pay – base pay and benefits

Guaranteed pay increases for 2024 and 2025

In determining the CTC increases for executive directors, the committee may consider relevant benchmarking data against which to compare CTC packages, however it was agreed that as this exercise was last completed in 2023 there was no need for it to be reperformed at this time and would next be assessed in 2025 for the 2026 financial year.

As noted in the remuneration policy as detailed on pages 2 to 6 of this report, the guaranteed pay increases recommended for executives are as follows:

- » for 2024, an increase of the Australian dollar CTC for CEO, BL Berson, was 5,0%. In respect of CFO, DE Cleasby, a CTC increase on his rand-based salary of 6,5% was granted and a 5,0% increase on the sterling portion of his CTC was granted; and
- » for 2025, an increase of the Australian dollar CTC for CEO, BL Berson, was 3,5%. In respect of CFO, DE Cleasby, a CTC increase on his rand-based salary of 5,1% was granted and a 3,5% increase on the sterling portion of his CTC was granted.

2. Short-term incentive outcomes for 2024

Factors assessed in determining the STI awards to executives were a combination of the following performance measures (as set out in the **2023 remuneration report**) and the bonus outcomes were calculated as follows:

Measures and weightings	Results achieved (%)	Bonus outcome (% of CTC)	Target outcome (% of CTC)
Financial			
HEPS – earning performance measured on a linear basis for constant currency HEPS performance (40% weighting) from the threshold (2 184,7 cents per share), target (2 236,8 cents per share), and stretch (2 288,8 cents per share)	2 271,8 cps	34,8	40,0
ROFE – 30% weighting with a threshold of 45%, a target of 50%, and a stretch of 55% achievement	59,1%	30,0	30,0
Non-financial – KPIs (30% weighting) including ESG (10% of the award), innovation (10% of the award), and strategic objectives (10% of the award)	30,0	30,0	30,0
Overall score		94,8	100,0
Plus: Achievement of stretch targets		56,8	60,0
Net score		151,6	160,0
Total bonus			
	BL Berson	A\$2 814 267	
	DE Cleasby	R6 982 597 and £275 468	

KPIs

The achievement of the KPIs is premised on:

- » ESG – the achievement of meeting Bidcorp's ESG target of a 25% reduction in carbon emissions by 2025 based on its 2018 base line position, the group achieved a 33% reduction in carbon emissions by 2024 as measured by the carbon emissions efficiency ratio – refer to the **2024 sustainability report**; and
- » Innovation and strategic objectives – the continued improvement of the group's performance in 2024 on the back of the record performance achieved in the 2023 year, continuing the exceptional post-COVID-19 growth trajectory, evidence of the successful implementation of the group's strategy as detailed in the **2024 annual integrated report**.

3. Short-term incentives 2025

For 2025, target and stretch performance targets are set for the following metrics:

Company financial performance

- » Normalised constant currency HEPS growth (40% of the award) where threshold (30%) is achieved at 2 497,2 cents per share (4% real constant currency growth), target (60%) is achieved at 2 545,3 cents per share (6% real constant currency growth), and stretch (100%) is achieved at 2 593,3 cents per share (8% real constant currency growth), with linear vesting in between.
- » ROFE (30% of the award) where threshold (30%) is achieved at 45%, target (60%) is achieved at 50%, and stretch (100%) is achieved at 55%, with linear vesting in between.

Strategic objectives

- » KPIs including ESG (10% of the award) measured against achievement of the prorated 2034 emissions reduction target as announced in the **2024 sustainability report**, innovation (10% of the award), and strategic objectives (10% of the award) be measured against financial performance, which will be directly impacted by innovative and strategic initiatives introduced/implemented where threshold is 30%, target at 60%, and stretch at 100%, with linear vesting in between.

Bonuses to be paid in terms of the scheme will have a maximum cap of 160% of individual CTC packages.



PART 3: IMPLEMENTATION OF REMUNERATION POLICY • continued

4. Long-term incentives

2024 CSP awards

The 2024 CSP awards were subject to performance conditions over a three (3) year performance period commencing July 1 2023 with vesting periods of three (3) years (75% of the award) and four (4) years (25% of the award) respectively.

The company performance metrics comprise the following:

- » constant currency HEPS growth (40% of the award) where threshold (30%) is achieved at 2 466,5 cents per share, target (60%) is achieved at 2 645,4 cents per share, and stretch (100%) is achieved at 2 794,6 cents per share, with linear vesting in between;
- » ROFE (30% of the award) where threshold (30%) is achieved at 45%, target (60%) is achieved at 50%, and stretch (100%) is achieved at 55%, with linear vesting in between; and
- » KPIs including ESG (10% of the award) measured against achievement of emissions reduction targets, and innovation (10% of the award), and strategic objectives (10% of the award) be measured against financial performance, which will be directly impacted by innovative and strategic initiatives introduced/implemented where threshold is 30%, target at 60%, and stretch at 100%, with linear vesting in between.

The CSPs awarded during 2024, expressed as a percentage of CTC are reflected below:

Executive directors	CSP as a % of CTC (face value)
BL Berson	254%
DE Cleasby	306%

The CSP award value has been determined on the assumption that the performance conditions are achieved to the extent of 80% of the targets set, the actual achievement of these vesting percentages may differ at performance measurement.

Proposed 2025 CSP awards

The proposed 2025 CSP awards will be subject to performance conditions over a three (3) year performance period which commenced July 1 2024 for the duration of the vesting periods of three (3) years (75% of the award) and four (4) years (25% of the award) respectively.

The company performance metrics comprise the following:

- » normalised constant currency HEPS growth (35% of the award, previously 40%) where threshold (30%) is achieved at 2 701,0 cents per share, target (60%) is achieved at 2 859,9 cents per share, and stretch (100%) is achieved at 3 024,8 cents per share, with linear vesting in between;
- » ROFE (35% of the award, previously 30%) where threshold (30%) is achieved at 45%, target (60%) is achieved at 50%, and stretch (100%) is achieved at 55%, with linear vesting in between; and
- » KPIs including ESG (10% of the award), innovation (10% of the award), and strategic objectives (10% of the award) where threshold is 30%, target at 60%, and stretch at 100%, with linear vesting in between.

Vested during 2024

25% of 2019 CSP awards as modified and 25% of the 2020 CSP awards as modified vested during 2024. No summary table of the performance outcomes is provided as these CSP awards were only subject to an employment retention condition.

Details relating to the settlement of 2021 CSP Award are contained in the LTI table as set out below.

Criteria	Threshold	Target	Stretch	Results achieved	Weighting	Achieved weighting
	40%	70%	100%			
HEPS	1 119,70	1 399,60	1 469,60	1 855,04	40%	40%
ROFE	35%	40%	45%	55,5%	30%	30%
KPIs			Achieved	Achieved stretch	30%	30%
Total vesting						100%

5. Total remuneration outcomes

Summary of executive directors' LTIs

A summary of the unvested CSPs held by executive directors in 2023 and 2024 are indicated below:

	Opening estimated fair value at July 1 2023 ZAR	Opening number on July 1 2023	Granted during 2024	Forfeited during 2024	Settled during 2024 ⁶	Closing number on June 30 2024	Closing estimated fair value at June 30 2024 ZAR
Executive Directors							
BL Berson							
07/12/2018	7 004 644	17 150	–	0	(17 150)	0	0
25/05/2020	12 287 838	30 450	–	0	(15 225)	15 225	6 662 298 ¹
22/10/2020	60 898 165	150 000	–	0	(112 500)	37 500	16 409 601 ²
23/06/2022	47 548 207	150 000	–	0	0	150 000	65 230 407 ³
18/05/2023	46 396 153	150 000	–	0	0	150 000	50 885 381 ⁴
27/06/2024	–	–	150 000	0	0	150 000	56 225 989 ⁵
DE Cleasby							
07/12/2018	2 716 086	6 650	–	0	(6 650)	0	0
25/05/2020	6 355 778	15 750	–	0	(7 875)	7 875	3 446 016 ¹
22/10/2020	28 419 144	70 000	–	0	(52 500)	17 500	7 657 814 ²
23/06/2022	22 189 163	70 000	–	0	0	70 000	30 440 857 ³
18/05/2023	21 651 538	70 000	–	0	0	70 000	23 746 511 ⁴
27/06/2024	–	–	80 000	0	0	80 000	26 459 289 ⁵

¹ The CSP awards made on 07/12/2018 are shown at an indicative expected value of R437,59.

² The CSP awards made on 25/05/2020 are shown at an indicative expected value of R437,59.

³ The CSP awards made on 22/10/2020 are shown at an indicative expected value of R434,87 and a vesting percentage of 100%.

⁴ The CSP awards made on 23/06/2022 are shown at an indicative expected value of R424,04 and an estimated vesting percentage of 80%.

⁵ The CSP awards made on 18/05/2023 are shown at an indicative expected value of R413,43 and an estimated vesting percentage of 80%.

⁶ The final 25% of the 07/12/2018 vested were settled in September 2023. 25% of the 25/05/2020 awards vested in September 2023 and the remaining 25% will vest in September 2024. 75% of the 22/10/2020 vested as at June 30 2023 were settled in September 2023. The remaining 25% of the 22/10/2020 awards will vest in September 2024.



PART 3: IMPLEMENTATION OF REMUNERATION POLICY • continued

The number of director conditional share awards in terms of the conditional share award scheme are:

	Balance at July 1 2023	CSP awarded	CSP exercised	CSP forfeited	Closing balance June 30 2024
Executive Directors					
BL Berson	497 600	170 000	(144 875)	–	522 725
DE Cleasby	232 400	80 000	(67 025)	–	245 375
Total	730 000	250 000	(211 900)	–	768 100

R'000	Share-based payment expense	Benefit arising from exercise of CSP awards	2024 Gross benefit	Previous share-based payment expense	2024 LTI benefit	2023 LTI benefit
Executive Directors						
BL Berson	49 573	57 633	107 206	(29 286)	77 920	44 136
DE Cleasby	23 289	26 663	49 952	(13 403)	36 549	21 044
Total	72 862	84 296	157 158	(42 689)	114 469	65 180

The summary of directors' LTIs designed to reflect the LTI benefits accruing to directors over the term of the vesting period rather than only when the vesting occurs. In the year that a benefit arises from an award, the previous IFRS 2 share-based payment charges which have been reflected in directors' previous remuneration disclosures and expensed in prior years in relation to that benefit are deducted from the benefit.

Single figure of remuneration 2024

The actual total pay outcomes for the 12 months ending June 30 2024 are depicted below for the executive directors, comprising salary, benefits, cash incentives, and actual LTI benefits:

R'000	2024 Remuneration and benefits paid to directors					Total single figure of remuneration
	Basic remuneration	Other benefits and costs	Retirement/medical benefits	Cash incentive	LTI reflected	
Executive Directors						
BL Berson	22 098	313	336	34 130	77 920	134 797
DE Cleasby	8 217	180	488	13 316	36 549	58 750
Total	30 315	493	824	47 446	114 469	193 547

Executive director remuneration and benefits, where paid in foreign currency, are translated into rand at average foreign exchange rates. The rand depreciated against the Australian dollar by 2,5% and against sterling by 10,1% over the 2024 financial year, inflating the actual remuneration paid.

2023

The actual total pay outcomes for the 12 months ending June 30 2023 are depicted below for the executive directors, comprising salary, benefits, cash incentives, and actual LTI benefits:

R'000	2023 Remuneration and benefits paid to directors					Total single figure of remuneration
	Basic remuneration	Other benefits and costs	Retirement/medical benefits	Cash incentive	LTI reflected	
Executive Directors						
BL Berson	20 623	305	303	35 544	44 136	100 911
DE Cleasby	7 403	180	467	13 556	21 044	42 650
Total	28 026	485	770	49 100	65 180	143 561

Executive director remuneration and benefits, where paid in foreign currency, are translated into rand at average foreign exchange rates.



PART 3: IMPLEMENTATION OF REMUNERATION POLICY • continued

Non-executive directors' fees paid 2024

R'000	2024			2023
	NED Fees	Other services	Total	
Non-executive directors				
T Abdool-Samad	1 256	–	1 256	1 130
PC Baloyi	1 630	–	1 630	1 486
B Joffe	2 123	–	2 123	1 128
S Koseff	4 460	–	4 460	4 056
KR Moloko	1 140	–	1 140	1 036
CJ Rosenberg	2 085	–	2 085	1 831
NG Payne	2 005	–	2 005	1 836
H Wiseman ¹	2 516	773	3 289	2 788
Total	17 215	773	17 988	15 291

¹ H Wiseman provided services by chairing the quarterly divisional audit and risk committee meetings.

Proposed non-executive directors' fees for 2025

2025 proposed fees

Refer to special resolution number 2 on page 9 of the **notice of AGM** for approval of the non-executive directors' (NED) fees by shareholders in terms of section 66 of the Companies Act.

As noted in the **2023 remuneration report**, a comprehensive benchmarking exercise was undertaken during May 2022 in conjunction with Bowmans on the NED fees, the outcome of which indicated that certain of the current fees were not aligned with market reality. Critically, the fee sacrifices that were made by the NED's over the period post March 2020 and into financial year 2021 have been a contributing factor to this misalignment in relation to the market. Over the following two years, being 2023 and 2024, increases were made to align the NED fees with the results of the market-related benchmarked results, all of which were approved and sanctioned by shareholders at the 2022 and 2023 AGMs.

For the year ended June 30 2025 it is proposed that the NED fee increases align with the local inflation-related increases as approved by the committee, being 5,1% for South African-based fees, and 3,5% for both Australian and UK-based fees.

Compliance with remuneration policy

There were no deviations in the implementation of the remuneration policy during 2024 from the published and approved 2023 remuneration policy, as detailed in the **2023 remuneration report**.

Non-binding advisory vote

At the 2024 AGM, shareholders are requested to cast an advisory vote on the implementation of the remuneration policy as included in this report on pages 7 to 10: Part 3: Implementation of remuneration policy.

Approval

The committee strives to produce a remuneration policy that achieves a positive response and approval from the majority of our stakeholders and which covers a broad spectrum of performance metrics – both financial and non-financial. We are committed to implementing the shareholder approved policy in a manner that drives performance in a balanced and responsible way.

The committee is satisfied that it has fulfilled its responsibilities in accordance with its mandate for the 2024 financial year and that the remuneration policy achieved its stated objectives. The committee further confirms that there were no deviations from the approved remuneration policy during the year. We trust the adjustments made during the reporting period sufficiently addressed those shareholder concerns raised in the prior year. The group is committed to a sustainable, fair, and responsible remuneration approach that aligns all stakeholders' interests.

The committee has approved and authorised, on behalf of the Bidcorp board, the 2024 remuneration report for release on October 1 2024.

Signed on behalf of the board of directors.



GLOSSARY .

AGM	Annual General Meeting
BID	Bidcorp Share Code
Bowmans	Bowman Gilfillan independent advisers to the committee since March 28 2019
CEO	Chief Executive Officer
CFO	Chief Financial Officer
Committee	Bidcorp's Remuneration Committee
Companies Act and First Amendment Act	South African Companies Act, No. 71 of 2008 as amended and the signing into law by the President and promulgation of the two Companies Amendment Bills on July 30 2024 being the Companies (First) Amendment Act 16 of 2024 (the First Amendment Act)
cps	Cents per share
CSP	Conditional Share Plan, long-term incentive plan
CTC	Cost to company
ESG	Environment, social, and governance
Group	Bidcorp group, consolidating all subsidiaries (see 2024 AFS Note 12.3)
HEPS	Headline Earnings Per Share
IFRS	International Financial Reporting Standards
JSE	Johannesburg Stock Exchange Limited and the JSE Listing Requirements
King IV	King IV Report on Corporate Governance for South Africa 2016; copyright and trademarks are owned by the Institute of Directors in South Africa NPC and all its rights are reserved

KPI	Key performance indicators
LTI	Long-term incentives
Mol	Memorandum of Incorporation
Malus and clawback	A policy adopted by the group applicable to variable pay awards which have not yet vested may be forfeited (malus) and the value of awards which have already vested and have been settled may have to be refunded (clawback), to be applied in the case of material misstatement of financial results and other performance measures on which the settlement of the affected awards is based, discovery of material regulatory breaches, and/or instances of misconduct or behaviour which brings the company into disrepute
MSR policy	Minimum Shareholding Requirements policy
NED	Non-executive directors
ROFE	Return On Funds Employed
SAR	Share Appreciation Rights, long-term incentive plan
STI	Short-term incentives
TGP	Total guaranteed package
UK	United Kingdom
Woodburn Mann	An external specialist who completed an independently led board performance assessment process on behalf of the board during the year
ZAR	South African Rand



ADMINISTRATION .



Directors

Independent non-executive chairman: S Koseff

Lead independent non-executive 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 ** British

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

Company secretariat

Bidcorp Corporate Services (Pty) Limited
Represented by AK Biggs and L Roos

Registered office

Bid Corporation Limited
2nd Floor North Wing, 90 Rivonia Road
Sandton, 2196

Service providers

Bankers

Absa Bank Limited
ASB Bank Limited
Bank of America
Bank of China Limited
BNP Paribas Fortis
Ceskoslovenská obchodni banka, a.s (CSOB)
Citibank
Commonwealth Bank of Australia Limited
HSBC Bank plc
Internationale Nederlanden Groep (ING)
Natwest
Nedbank Limited
The Standard Bank of South Africa Limited
Standard Chartered PLC

Legal advisers

Baker & McKenzie
Edward Nathan Sonnenbergs

Transfer secretaries

JSE Investor Services (Pty) Limited
2 Gwen Lane, Sandton, 2196

Sponsor

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

Independent auditor

PricewaterhouseCoopers Inc.
Registration number: 1998/012055/21
Waterfall City, 4 Lisbon Lane, Jukskei View
Midrand, 2090



Annual reporting suite

Feedback

We welcome any feedback on this document. You are invited to email: investorrelations@bidcorp.co.za

