BIDVESTCO LIMITED

for the year ended
30 June

2025

ANNUAL FINANCIAL STATEMENTS

REG. No. 1966/011512/06

BIDVESTCO LIMITED
CORPORATE INFORMATION
for the year ended 30 June 2025

Nature of business

The current business operations of Bidvestco Limited (the "Company") are to raise borrowings in the form of unsecured bonds and commercial paper in listed form on the JSE Limited (the "JSE") and/or in unlisted form and advance the amounts raised to a fellow subsidiary.

Country of incorporation

Republic of South Africa

Registered office

Second Floor

Bidvest House

18 Crescent Drive

Melrose Arch

2196

Holdings and ultimate holding company

The Bidvest Group Limited

Preparer of financial statements

The annual financial statements were prepared in compliance with the Companies Act No. 71 of 2008 ("Companies Act") under the supervision of LJ du Toit CA(SA), Corporate office financial manager. These financial statements have been audited in compliance with section 29(1) of the Companies Act.

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Directors' responsibility for the financial statements

The directors are responsible for the preparation and fair presentation of the financial statements in accordance with IFRS® Accounting Standards as issued by the International Accounting Standards Board (IASB), the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and the Financial Reporting Pronouncements as issued by the Financial Reporting Standards Council and in terms of the requirements of the Companies Act.

The directors' responsibility includes: designing, implementing and maintaining internal controls relevant to the preparation and fair presentation of these financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

The directors' responsibility also includes maintaining adequate accounting records and an effective system of risk management.

The directors have made an assessment of the Company's ability to continue as a going concern and there is no reason to believe that the Company will not be a going concern for at least 12 months from the date of this report.

The auditors are responsible for reporting on whether the financial statements are fairly presented in accordance with IFRS® Accounting Standards and in terms of the requirements of the Companies Act.

The financial statements of the Company for the year ended 30 June 2025, were authorised for issue by the board of directors on 23 October 2025 and are signed on its behalf by:

Director	Director
Ms NT Madisa	**Mr MJ Steyn**

BIDVESTCO LIMITED
AUDITED ANNUAL FINANCIAL STATEMENTS
for the year ended 30 June 2025

Declaration by company secretary

In my capacity as company secretary, I hereby confirm, in terms of Section 88(2)(e) of the Companies Act, that for the year ended 30 June 2025, the Company has lodged with the Registrar of Companies, all such returns as are required in terms of this Act and that all such returns are true, correct and up to date.

Company secretary

Ms NC Katamzi
23 October 2025

Independent auditor's report

To the shareholder of Bidvestco Limited

Report on the audit of the financial statements

Our opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of Bidvestco Limited (the Company) as at 30 June 2025, and its financial performance and cash flows for the year then ended in accordance with IFRS Accounting Standards and the requirements of the Companies Act of South Africa.

What we have audited

Bidvestco Limited's financial statements set out on pages 17 to 34 comprise:

- the Statement of Financial Position as at 30 June 2025;
- the Statement of Profit or loss for the year then ended;
- the Statement of Changes in Equity for the year then ended;
- the Statement of Cash Flows for the year then ended; and
- the notes to the financial statements, including material accounting policy information.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial statements* section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Company in accordance with the Independent Regulatory Board for Auditors' *Code of Professional Conduct for Registered Auditors* (IRBA Code) and other independence requirements applicable to performing audits of financial statements in South Africa. We have fulfilled our other ethical responsibilities in accordance with the IRBA Code and in accordance with other ethical requirements applicable to performing audits in South Africa. The IRBA Code is consistent with the corresponding sections of the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants (including International Independence Standards).*

Our audit approach

Overview

Final materiality	R60,000,000
Key audit matters	Assessment of the credit risk of the guarantor in respect of the guaranteed bonds

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements. In particular, we considered where the Directors made subjective judgements; for example, in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits, we also addressed the risk of management override of internal controls, including among other matters, consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.

In terms of the IRBA Rule on Enhanced Auditor Reporting for the Audit of Financial Statements of Public Interest Entities, published in Government Gazette Number 49309 dated 15 September 2023 (EAR Rule), we report final materiality below.

Final materiality

The scope of our audit was influenced by our application of materiality. An audit is designed to obtain reasonable assurance whether the financial statements are free from material misstatement. Misstatements may arise due to fraud or error. They are considered material if individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

Based on our professional judgement, we determined certain quantitative thresholds for materiality, including the final materiality for the financial statements as a whole as set out in the table below. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures and to evaluate the effect of misstatements, both individually and in aggregate on the financial statements as a whole.

	Company **financial statements**
Final materiality	R60,000,000
How we determined it	1% of Total Assets
Rationale for the materiality benchmark applied	We chose total assets as a benchmark because in our view, it is the benchmark against which the performance of the Company is most commonly measured by users and it is a generally accepted benchmark. We chose 1% which is consistent with the quantitative materiality used for such companies in this sector.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

In terms of ISA 701 *Communicating key audit matters in the independent auditor's report* / the EAR Rule (as applicable), we are required to report key audit matters and the outcome of audit procedures or key observations with respect to the key audit matters, and these are included below.

Key audit matter	How our audit addressed the key audit matter
Assessment of the credit risk of the guarantor in respect of the guaranteed bonds The Company has issued guaranteed fixed term bonds to institutional investors. These bonds are guaranteed by The Bidvest Group Limited ("the Bidvest group") and comprise of bonds listed on the Johannesburg Stock Exchange with a total carrying amount of R6.477 billion as at 30 June 2025.	We evaluated whether the Bidvest group, as guarantor, will be able to settle the Company's debt on its behalf (if so required) by assessing the recoverability of the balances due to the Company from Bidvest Treasury Services (Pty) Ltd. This included an assessment of the probability of default (PD) to determine the Expected Credit Loss (ECL) on these balances. We made use of our actuarial expertise to assess the reasonability of the ECL.
The proceeds from these bond issues have been provided to Bidvest Treasury Proprietary Limited ("Bidvest Treasury"), which serves as the treasury function for the Bidvest group. These proceeds are then used to finance certain of the subsidiaries within the greater Bidvest group. The cash flows required to service the capital and interest outflows on the bonds are derived from the loans receivable from Bidvest Treasury. The credit risk and ability of the guarantor (the Bidvest group) to honour its long term commitments, including the guarantee liability (if required), was considered a matter of most significance to the audit as the listed debt and corresponding receivable from Bidvest Treasury are the most significant balances in the Company's statement of financial position, and the assessment of the recoverability of the receivable and ability to repay the liability will have a significant impact on the financial statements. Refer to the following notes to the financial statements for details: Note 2: Owing by fellow subsidiary – At amortised cost.	In this regard we performed the following procedures: • We inspected the Bidvest group's signed financial statements for the year ended 30 June 2025 to ascertain the viability of whether the Bidvest group will be able to service its short and long-term commitments; • We evaluated whether there was a significant increase in credit risk during the current financial year, by comparing the credit risk at initial recognition to the one at reporting date; assessing the operating performance of the borrower by considering its liquidity and evaluating past payment history. Based on the work performed, we noted no further matters to consider in terms of the staging of the guarantee. • We reperformed management's calculation of the ECL, which resulted in no impairment on the loan, and which incorporated the following parameters: Exposure at Default (EAD), Probability of Default (PD) and Loss Given Default (LGD). We noted no material exceptions in this regard;

Key audit matter	How our audit addressed the key audit matter
	• We evaluated management’s assessment of the PD as at 30 June 2025 with reference to the ability of the counterparty to repay, which is a function of credit risk, the liquidity assessment and intention to repay. We independently recalculated the PD by making use of our actuarial experts. We noted no further matters for consideration with respect to the PD applied in the ECL assessment; and • We compared the PD percentage as applied by management to the PD assessed by our actuarial experts and no material exceptions were noted. We assessed the LGD percentage applied by management for reasonability relative to the credit risk of the loan receivable, and by considering the guarantee agreement and we did not identify any aspects requiring further consideration.

Other information

The Directors are responsible for the other information. The other information comprises the information included in the document titled "Bidvestco Limited Annual Financial Statements for the year ended 30 June 2025", which include(s) the Directors Report, the Audit Committee's report and the Company Secretary's Certificate as required by the Companies Act of South Africa and the document titled "Bidvest Integrate Report 2025”. The other information does not include the financial statements and our auditor’s report thereon.

Our opinion on the financial statements does not cover the other information and we do not express an audit opinion or any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the financial statements

The Directors are responsible for the preparation and fair presentation of the financial statements in accordance with IFRS Accounting Standards and the requirements of the Companies Act of South Africa, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.
- Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the Directors, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

Audit tenure

In terms of the IRBA Rule published in Government Gazette Number 39475 dated 4 December 2015, we report that PricewaterhouseCoopers Inc. has been the auditor of Bidvestco Limited for seven years.

PricewaterhouseCoopers Inc.
Director: KJ Dikana
Registered Auditor
Johannesburg, South Africa
24 October 2025

BIDVESTCO LIMITED
DIRECTORS' REPORT
for the year ended 30 June 2025

Nature of business

There were no changes in the nature of the Company's business during the year under review. The current business operations of the Company are to raise borrowings in the form of unsecured bonds and commercial paper in listed form on the JSE and/or in unlisted form and advance the amounts raised to a fellow subsidiary.

Financial reporting

The directors are required by the Companies Act to produce financial statements, which fairly present the state of affairs of the Company as at the end of the financial year and the profit or loss for that financial year, in conformity with IFRS® Accounting Standards as issued by the International Accounting Standards Board (IASB), the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and the Financial Reporting Pronouncements as issued by the Financial Reporting Standards Council, the requirements of the Companies Act and the JSE Debt and Specialist Securities Listings Requirements.

The directors are of the opinion that the financial statements fairly present the financial position of the Company as at 30 June 2025 and the results of its operations and cash flows for the year then ended. The directors are satisfied that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, the directors continue to adopt the going-concern basis in preparing the financial statements.

Corporate governance

The Company operates under the same corporate governance framework as The Bidvest Group Limited ("Bidvest"). Bidvest remains committed to implementing the King IV principles and best practice recommendations. Bidvest performs an annual review to assess the extent to which Bidvest continues to apply the principles and recommended practices in King IV, which includes Bidvestco Limited. Further details can be found on page 3 of the Environmental, Social and Governance Report of The Bidvest Group Limited at https://www.bidvest.co.za/integrated-annual-report-archive.php.

In terms of the Bidvestco evaluation policy, the board is satisfied that the directors are competent, suitably qualified and experienced and have executed their responsibilities under the evaluation policy. The evaluation of the composition and independence of directors is performed at the Bidvest level as the board services Bidvest and Bidvestco Limited.

The Audit Committee has executed its responsibilities in terms of paragraph 7.3(e) of the JSE Debt and Specialist Securities Listings Requirements and paragraph 22.15(h) of section 22 of the JSE Listings Requirements, which are measured and reported at both a Corporate Audit Committee level and at a Group Audit Committee level.

Dividends

No dividends were declared and paid during the year (2024: nil).

Share capital

There were no changes in the authorised or issued share capital during the year (2024: nil).

Financial results

The financial results are set out in the attached annual financial statements.

Financial assistance

Loans, that were appropriately approved in terms of Section 45 of the Companies Act, were advanced to a fellow subsidiary on commercial terms.

BIDVESTCO LIMITED
DIRECTORS' REPORT
for the year ended 30 June 2025

Directors and secretary

The executive directors of the Company during the year and at the date of this report are:

Ms. NT Madisa – Executive director
Qualification: Masters in Finance and Investment, BCom Honours in Economics and BSc in Economics and Mathematics

Ms. NT Madisa is the chairperson of the UN Global Compact SA board and the chairperson of Adcock Ingram. She was appointed as The Bidvest Group Limited CEO on 1 October 2020. She is a director of numerous Bidvest subsidiaries and during her time at Bidvest, she has held various senior management and executive board director positions such as general manager business development, divisional director business development, corporate affairs director and sales and marketing director. She was previously chief director in the Gauteng provincial government.

Ms I Roux – Executive director
Qualification: CA(SA)

Ms Ilze Roux is the Bidvest Corporate Affairs executive and holds a BComm (Honours) CTA and CA (SA) qualification. Prior to joining Bidvest in 2017, she was an EEMEA Industrial and Consumer Equity analyst at Merrill Lynch SA. Ilze serves as a non-executive director and trustee of several Bidvest subsidiaries, investment companies and funds. Her areas of responsibilities include investor relations, corporate activity, remuneration, risk, ESG as well as intellectual property.

Mr MJ Steyn – Executive director and Debt Officer
Qualification: CA(SA)

Mr MJ Steyn joined Bidvest in May 1997 and has held various financial positions within Bidvest Freight. Since 2012, Mark held the position of chief financial officer of Bidvest Freight. Mark was appointed to the Bidvest board as chief financial officer, effective 1 March 2018. He serves on all South African divisional boards, divisional audit committees and served as a trustee on the various Group retirement funds.

The Company secretary during the year was Ms NC Katamzi.

Addresses

Business address - 2nd Floor, Bidvest House, 18 Crescent Drive, Melrose Arch, 2196, Johannesburg, South Africa

The immediate and ultimate holding company

The holding company is The Bidvest Group Limited, ("Holding Company") a company registered in the Republic of South Africa and listed on the Main Board of the JSE.

Events subsequent to year end

On 13 October 2025 the Company issued three new bonds. A R547,0 million three-year bond bearing interest at 3-month JIBAR plus a margin of 90 bps. A R1 000,0 million five-year bond bearing interest at 3-month JIBAR plus a margin of 104 bps and a R771,0 million bond with a seven-year tenure, bearing interest at JIBAR plus a margin of 118 bps. Apart from the above there are no other facts or circumstances which have occurred between the date of the statement of financial position and the date of this report which in our opinion are material for an appreciation of the state of the Company's affairs.

BIDVESTCO LIMITED
AUDIT COMMITTEE'S REPORT
for the year ended 30 June 2025

The Audit Committee of The Bidvest Group Limited (the "Committee") assumed the role and responsibilities of the audit function of the Company. The Committee presents its report in terms of section 94 of the Companies Act and the King Code of Governance for South Africa King IV for the financial year ended 30 June 2025. The Committee has conducted its work in accordance with the written terms of reference approved by the board.

The Bidvest board has mandated the Committee as the Audit Committee of all Group companies which have a statutory requirement to have an Audit Committee, with the exception of companies which have established Committees under banking or insurance legislation. As such, the Bidvest board accepts final responsibly for Bidvestco Limited, the composition requirements of which are met and assessed at the Bidvest Group level.

In addition to its statutory responsibilities, the Committee's main objective is to assist the board in fulfilling its oversight responsibilities, particularly in relation to the evaluation of the adequacy and effectiveness of accounting policies, internal financial controls and corporate reporting processes and assessing the effectiveness of the internal auditors. These evaluations are performed at the Bidvest Corporate Audit Committee level, with ultimate reporting and responsibility taking place at the Bidvest Group Audit Committee level in terms of ensuring compliance.

Composition

As at the date of this report the Committee comprised of the following members, who have the necessary skills and experience to fulfil the duties of the committee:

- Ms SN Mabaso-Koyana (Sindi) (Independent Non-executive director and Chairman) – appointed 2021
- Ms L Boyce (Independent Non-executive director) – appointed 2021
- Ms MG Khumalo (Koko) (Independent Non-executive director) – appointed 2022
- Ms RD Mokate (Independent Non-executive director) – appointed 2018
- Mr K Shuenyane (Independent Non-executive director) – appointed 2023
- Mr NW Thomson (Independent Non-executive director) – appointed 2018, retired 29 November 2024

The appointment of all members of the Committee is subject to shareholders' approval at the next annual general meeting to be held Friday, 28 November 2025. The profiles of the members, including their qualifications, can be viewed on the Group website, www.bidvest.co.za/non-executive-directors.php.

Frequency and attendance of meetings

During the year under review, five meetings were held:

Audit	28 Nov 2024	24 Feb 2025	27 Feb 2025	29 May 2025	26 Aug 2025	28 Aug 2025
Ms SN Mabaso-Koyana (chair)	√	√	√	√	√	√
Ms L Boyce	√	A	√	√	√	√
Ms MG Khumalo	√	√	√	√	√	√
Ms RD Mokate	A	√	√	√	√	√
Mr K Shuenyane	√	√	√	√	√	√
Mr NW Thomson[1]	√					

[1] - Retired 29 November 2024.
A- Apologies

Statutory duties

The Committee is satisfied that it has performed the statutory requirements for an Audit Committee as set out in the Companies Act as well as the functions set out in the terms of reference and that it has therefore complied with its legal, regulatory and other responsibilities.

There were no Reportable Irregularities for Bidvestco Limited, nor were any complaints or queries about the Bidvestco Limited financial reporting brought to the attention of the Committee.

External auditor

The Committee nominated and recommended the re-appointment of the external auditor, PricewaterhouseCoopers Inc, to the shareholders in compliance with the Companies Act and the appointment of Mr. S Dikana as designated auditor for the 2026 financial year.

The Committee satisfied itself that the audit firm is accredited, and that PricewaterhouseCoopers Inc was independent of the Company, which evaluation included consideration of the criteria relating to independence proposed by the Independent Regulatory Board for Auditors.

The Committee ensured that the designated external audit partner has not exceeded a five-year tenure in this role. The Committee, in consultation with executive management, agreed to the engagement letter, terms, audit plan and budgeted audit fees.

The Committee ensured that the auditors did not provide any prohibited services, nor any services that include a threat of self-review. Non-audit services are pre-approved in terms of the delegation of authority matrix and are generally of an assurance nature and are not material in relation to the external audit fee. Details of the fees paid to the auditors have been disclose in note 8.2 of the financial statements.

The Committee has the following responsibilities for external audit:

- Recommends the appointment of an external auditor and oversees the external audit process. In this regard the Committee must:
  - nominate the external auditor for appointment by the shareholders;
  - approve the annual audit fee and terms of engagement of the external auditor;
  - monitor and report on the independence of the external auditor in the annual financial statements;
  - define a policy for non-audit services and pre-approve non-audit services to be provided by the external auditor;
  - ensure that there is a process for the Committee to be informed of any reportable irregularities as defined in the Auditing Profession Act, 2005, identified and reported by the external auditor; and
  - review the quality and effectiveness of the external audit process and performance against their audit plan.

Key audit matter

The Committee has applied its mind to the below key audit matter identified by the external auditors, which required significant judgment and is comfortable that it has been adequately addressed:

- assessment of the credit risk of the guarantor in respect of the guaranteed bonds.

Internal audit

The Committee has satisfied itself that the internal audit function was appropriately independent. The internal audit charter and the internal audit plan were approved by the Committee. Internal audit has access to the Committee, primarily through its chairman.

The Committee has the following responsibilities for internal audit:

- the appointment, performance assessment and/or dismissal of the internal auditor;
- to approve the internal audit charter and the internal audit plan; and
- to ensure that the internal audit function is subject to an independent quality review as and when the Committee determines appropriate.

The Committee has reviewed the performance, qualifications and expertise of the Chief audit executive, Lauren Berrington, and is satisfied with the appropriateness of her expertise.

Internal financial control

As the audit committee of record, we have considered the reports of management, internal audit and external audit in arriving at our conclusion that the Company's system of internal controls and risk management is effective and that the internal financial controls form a sound basis for the preparation of reliable financial statements. No material breakdown in controls was identified during the year.

Risk management

The Committee is responsible for reviewing the effectiveness of systems for internal control, financial reporting and financial risk management and considering the major findings of any internal investigations into control weaknesses, fraud or misconduct and management's response thereto. We have considered and relied on the work of the Risk Committee as well as the Social and Ethics Committee on the non-financial related risk areas.

The Committee, in conjunction with the Risk Committee, is responsible for:

- obtaining independent assurance on the effectiveness of the IT internal controls;
- overseeing the value delivery on IT and monitoring the return on investments on significant IT projects;
- overseeing that data is considered a corporate data and protected and secured accordingly;
- overseeing that artificial intelligence is used responsibly in accordance with the Group's Code of AI Practices; and
- ensuring that IT forms an integral part of the Company's risk management.

An anonymous ethics line is in place. The service is managed by Deloitte and is independent of Bidvest. All calls reported are in total anonymity and without fear of discrimination. Monthly reports are provided by the independent service provider. The monitoring of reports from this service is shared between this Committee and the Social and Ethics Committee. The Committee is satisfied that appropriate disciplinary, criminal, and civil action has been taken.

Expertise of the financial director and finance function

The Committee has reviewed the current performance and future requirements for the financial management of the Company and concluded that the current team has the appropriate skills, experience and expertise required to fulfil the finance function.

Going concern

The Committee critically reviewed the documents prepared by management in which they assessed the going concern status of the Company. Specific consideration has been given to liquidity. Management has concluded that the Company is a going concern. The Committee concurred with management's assessment and recommended acceptance of this conclusion to the board.

Recommendation of the annual financial statements for approval by the board

The Committee recommended the Company's annual financial statements for approval by the board.

On behalf of the Committee

Ms SN Mabaso-Koyana
Chairman
23 October 2025

BIDVESTCO LIMITED
STATEMENT OF FINANCIAL POSITION
as at 30 June 2025

	Notes	2025 R	2024 R
Assets			
Non-current assets			
Owing by fellow subsidiary – At amortised cost	2	**5 670 000 000**	3 626 000 000
Owing by holding company – At amortised cost	3	**44 068 357**	44 068 357
Current assets			
Owing by fellow subsidiary – At amortised cost	2	**883 718 433**	2 572 457 645
		6 597 786 790	6 242 526 002
Equity and liabilities			
Capital and deficit		**44 068 357**	44 068 357
Share capital	4	**731 840**	731 840
Share premium	4	**43 523 741**	43 523 741
Accumulated loss		**(187 224)**	(187 224)
Non-current liabilities			
Financial liabilities – At amortised cost	5	**5 670 000 000**	3 626 000 000
Current liabilities			
Financial liabilities – At amortised cost	5	**883 718 433**	2 572 457 645
		6 597 786 790	6 242 526 002

BIDVESTCO LIMITED
STATEMENT OF PROFIT OR LOSS
for the year ended 30 June 2025

	Notes	2025 R	2024 R
Interest revenue from fellow subsidiary	6	**607 078 641**	504 728 961
Finance charges on borrowings	7	**(607 078 641)**	(504 728 961)
Profit for the year		**-**	-

BIDVESTCO LIMITED
STATEMENT OF CHANGES IN EQUITY
for the year ended 30 June 2025

		2025 R	2024 R
Share capital	4	**731 840**	731 840
Share premium	4	**43 523 741**	43 523 741
Accumulated loss			
At beginning of the year		**(187 224)**	(187 224)
Profit for the year		**-**	-
		44 068 357	44 068 357

STATEMENT OF CASH FLOWS
for the year ended 30 June 2025

	Notes	2025 R	2024 R
Net cash flow from operating activities		**-**	-
Interest received	6	**603 817 853**	475 200 954
Interest paid	7	**(603 817 853)**	(475 200 954)
Net cash flows from investing activities		**(352 000 000)**	(1 593 000 000)
Loans advanced to fellow subsidiary		**(2 851 000 000)**	(3 000 000 000)
Loans repaid by fellow subsidiary		**2 499 000 000**	1 407 000 000
Net cash flows from financing activities		**352 000 000**	1 593 000 000
Borrowings raised		**2 851 000 000**	3 000 000 000
Borrowings repaid		**(2 499 000 000)**	(1 407 000 000)
Net cash flow		**-**	-

1. Accounting policies

1.1 Statement of compliance

The financial statements have been prepared and conforms to the requirements of the IFRS® accounting standards, the interpretations adopted by the IFRS® Accounting Standard as issued by the International Accounting Standards Board (IASB), the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee, the Financial Reporting Pronouncements as issued by the Financial Reporting Standards Council, in terms of the requirements of the Companies Act and the JSE Debt and Specialist Securities Listings Requirements.

The accounting policies have been consistently applied with the previous financial year.

The Company is incorporated in the Republic of South Africa. The financial statements are presented in South African Rands, which is also the Company's functional currency.

1.2 Basis of Preparation

The financial statements are prepared on the historical cost basis.

1.3 Accounting standards and interpretations effective for the first time in the 30 June 2025 financial year

- Amendments to IAS 1 – Non-current liabilities with covenants
  - These amendments clarify how conditions with which an entity must comply withing twelve months after the reporting period affect the classification of a liability. The amendments also aim to improve information an entity provides related to liabilities subject to these conditions. Annual periods beginning on or after 1 January 2024.

The adoption of the above new standards did not have an impact on the company's financial statements.

1.4 Standards issued and not yet effective

- IFRS 7 & IFRS 9: Amendments to the Classification and Measurement of Financial Instruments (Amendments to IFRS 9 and IFRS 7))
  - These amendments:
    - clarify the requirements for the timing of recognition and derecognition of some financial assets and liabilities, with a new exception for some financial liabilities settled through an electronic cash transfer system;
    - clarify and add further guidance for assessing whether a financial asset meets the solely payments of principal and interest (SPPI) criterion;
    - add new disclosures for certain instruments with contractual terms that can change cash flows (such as some instruments with features linked to the achievement of environment, social and governance (ESG) targets); and
    - make updates to the disclosures for equity instruments designated at Fair Value through Other Comprehensive Income (FVOCI).

Annual periods beginning on or after 1 January 2026.

Accounting policies *(continued)*

1.4 Standards issued and not yet effective *(continued)*

- IFRS 18 “Presentation and Disclosure in Financial Statements”
  - The objective of IFRS 18 is to set out requirements for the presentation and disclosure of information in general purpose financial statements (financial statements) to help ensure they provide relevant information that faithfully represents an entity’s assets, liabilities, equity, income and expenses. IFRS 18 replaces IAS 1 ‘Presentation of Financial Statements’ and focuses on updates to the statement of profit or loss with a focus on the structure of the statement of profit or loss; required disclosures in the financial statements for certain profit or loss performance measures that are reported outside an entity’s financial statements (that is, management-defined performance measures); and enhanced principles on aggregation and disaggregation which apply to the primary financial statements and notes in general. Many of the other existing principles in IAS 1 are retained, with limited changes.

  Annual periods beginning on or after 1 January 2027.

These new standards are not expected to have a material impact on the company’s financial statements.

1.5 Financial Instruments

A financial instrument is a contract that gives rise to a financial asset in one entity and a financial liability or equity instrument in another entity. Financial instruments are recognised when the Company becomes party to the contractual provisions of the arrangement.

Financial instruments are initially measured at fair value.

Classification and subsequent measurement

The Company classifies financial assets at amortised cost in terms of IFRS 9 measurement, based on the Company’s business model for managing the financial asset and the cash flow characteristics of the financial asset.

A financial asset is measured at amortised cost if the financial asset is held in order to collect contractual cash flows and contractual terms of the financial asset give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding. Financial assets measured at amortised cost comprise of receivables from fellow subsidiaries and the holding company. These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by expected credit losses. Interest income, foreign exchange gains and losses, impairments and any gain or loss on derecognition is recognised in profit or loss.

In assessing whether contractual cash flows are solely payments of principal and interest, ‘principal’ is defined as the fair value of the financial asset on initial recognition. ‘Interest’ is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time for other basic lending risks and costs as well as profit margin. In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of the contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers: contingent events that would change the amount or timing of the cash flows; terms that may adjust the contractual coupon rate, including variable rate features; prepayment and extension features; and terms that limit the Company’s claim to cash flows from specified assets.

Accounting policies *(continued)*

1.5 Financial Instruments *(continued)*

Classification and subsequent measurement (continued)

Financial liabilities are classified at amortised cost.

Financial liabilities are classified as measured at amortised cost using the effective interest method and comprise of long-term financial liabilities.

Derecognition

Financial assets are derecognised when the Company realises the rights to the benefits specified in the contract, the rights expire, or the Company surrenders or otherwise loses control of the contractual rights that comprise the financial asset. On derecognition, the difference between the carrying amount of the financial asset and proceeds receivable is recognised in profit or loss.

Financial liabilities are derecognised when the obligation specified in the contract is discharged, cancelled or expires. The Company also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value. On derecognition, the difference between the carrying amount of the financial liability, including related unamortised costs, and the amount paid for it, is recognised in profit or loss. There were no modifications to financial liabilities during the current or prior financial years.

Impairment

The Company calculates allowance for credit losses as expected credit losses ("ECLs") for financial assets measured at amortised cost. ECLs are credit losses considering the historical loss rates and the expected macroeconomic environment that the counterparties operate in. Credit losses are measured as the present value of all cash shortfalls, the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Company expects to receive. ECLs are discounted at the original effective interest rate of the financial asset.

Twelve-month ECLs are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of an instrument is less than 12 months). Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument. The maximum period considered when estimating ECLs is the maximum contractual period over which the Company is exposed to credit risk.

At each reporting date, the Company assesses whether financial assets carried at amortised cost are credit impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events: significant financial difficulty of the borrower; a breach of contract, such as a default; and/or it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.

Accounting policies *(continued)*

1.5 Financial Instruments *(continued)*

Impairment (continued)

The Company assumes that the credit risk on a financial instrument has not increased significantly if the financial instrument is determined to have an insignificant credit risk at the reporting date. Loans to fellow subsidiaries are considered to have an insignificant credit risk due to their profit making and no default history. If the fellow subsidiary defaults on its loan repayments, credit risk is considered to have increased, and the loan receivable is moved to Stage 2. A lifetime credit loss allowance is recognised for receivables classified in Stage 2.

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets. The gross carrying amount of the financial asset is written off when the Company has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof.

The Company measures expected credit losses of a financial instrument in a way that reflects: an unbiased and probability-weighted amount that is determined by evaluating a range of possible outcomes; the time value of money; and reasonable and supportable information that is available without undue cost or effort at the reporting date about past events, current conditions, and forecasts of future economic conditions of the industries in which the borrowers operate. Refer to note 9.1 for methodologies applied.

1.6 Interest revenue and finance charges

Interest revenue and finance costs are recognised on an accrual basis using the effective interest rate method. The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating finance revenue over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition. Interest revenue earned by the Company is not considered to be revenue from contracts with customers as included in the scope of IFRS 15 Revenue from Contract with Customers.

1.7 Taxation

Deferred taxation is recognised using the balance sheet liability method based on temporary differences between the tax base of an asset or liability and its balance sheet carrying amount, relating to the same taxation authority and the same tax entity. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities using tax rates enacted or substantively enacted at the statement of financial position date.
Deferred tax assets and liabilities are offset where there is a legally enforceable right to offset current tax assets and liabilities and where the deferred tax balances relate to the same taxation authority.

Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

1.8 Segmental information

As there is only one segment, the information as included in the financial statements are presented to the chief operating decision maker.

1.9 Accounting estimates and judgements

All financial assets are receivable from the holding company and Bidvest Treasury Services Pty Ltd (BTS). BTS manages the Bidvest Group's South African funding requirements and facilities. The likelihood of BTS defaulting on their debt owing is highly unlikely. BTS only extends loans to fellow subsidiaries, all of which have a profit-making history. The Bidvest Group Limited has issued a guarantee to the Bidvestco note holders in respect of or arising out of the Domestic Medium-Term Note and Commercial Paper Programme, refer to note 5 for further details, for the due and punctual payment by Bidvestco of all the amounts owing by Bidvestco in respect of all notes issued under the Programme. Refer to note 9.1 for comprehensive disclosure on the factors considered in determining a loss allowance. Taking the above factors into account the loss allowance on loans receivable from fellow subsidiaries and the holding company is considered to be immaterial.

	2025	2024
	R	R
2. Owing by fellow subsidiary – At amortised cost		
Amounts advanced to Bidvest Treasury Services Proprietary Limited		
Non-current		
Loans receivable	**5 670 000 000**	3 626 000 000
Current		
Loans receivable	**807 000 000**	2 499 000 000
Interest receivable accrued	**76 718 433**	73 457 645
	883 718 433	2 572 457 645

Terms of loans

The loans bear interest at rates linked to 3-month JIBAR plus a margin. Interest on all loans is receivable on a quarterly basis. Capital is receivable in bullet repayments as set out below.

As per the bond contracts, the reference rate (JIBAR) will be the replacement benchmark rate South African Rand overnight Index Average (“ZARONIA”) after a benchmark replacement event. The impact of this is expected to be immaterial

	2025	2024
Loans bearing interest linked to 3-month JIBAR plus a margin	**6 477 000 000**	6 125 000 000
Loans bearing interest linked to 3-month JIBAR plus margin of 1,20% - 2,10% repaid during year ended 30 June 2025		2 499 000 000
Loans bearing interest linked to 3-month JIBAR plus a margin of 0.7% repayable in year ending 30 June 2026	**807 000 000**	-
Loans bearing interest linked to 3-month JIBAR plus margins ranging between 1,08% - 1,39% repayable in year ending 30 June 2027	**1 970 000 000**	1 970 000 000
Loans bearing interest linked to 3-month JIBAR plus a margin of 0.98% repayable in year ending 30 June 2028	**536 000 000**	-
Loans bearing interest linked to 3-month JIBAR plus margins ranging between 1,2% - 1,25% repayable in year ending 30 June 2029	**1 656 000 000**	1 656 000 000
Loans bearing interest linked to 3-month JIBAR plus a margin of 1.13% repayable in year ending 30 June 2030	**796 000 000**	-
Loans bearing interest linked to 3-month JIBAR plus a margin of 1,25% repayable in year ending 30 June 2032	**712 000 000**	-
	6 477 000 000	6 125 000 000

	2025	2024
	R	R

2. Owing by fellow subsidiary – At amortised cost *(continued)*

The fair value of financial assets advanced at variable and fixed rates are categorised as Level 2.

The fair value of all financial assets, with a carrying value of R6 477,0 million is R 6 498,3 million (2024: Carrying value of R6 125,0 million and fair value of R 6 155,0 million).

The carrying value of the below financial assets, linked to an unlisted bond, do not approximate their fair value.

	2025	2024
Carrying value	**-**	1 125 000 000
Fair value	**-**	1 145 962 425

Refer to note 9.2 for details on the contractual maturities of the financial assets, including interest receipts.

3. Owing by holding company – At amortised cost

	2025	2024
Amount owing by The Bidvest Group Limited, interest free with no fixed terms of repayment, repayable on demand	**44 068 357**	44 068 357

4. Share capital and premium

	2025	2024
Authorised		
120 000 000 ordinary shares of 1 cent each	**1 200 000**	1 200 000
Issued		
73 183 968 ordinary shares of 1 cent each	**731 840**	731 840
Share premium	**43 523 741**	43 523 741

5. Financial liabilities – At amortised cost

	2025	2024
Non-current		
Bonds	**5 670 000 000**	3 626 000 000
Current		
Bonds	**807 000 000**	2 499 000 000
Interest payable accrued	**76 718 433**	73 457 645
	883 718 433	2 572 457 645

	2025	2024
	R	R

5. Financial liabilities – At amortised cost
(continued)

Schedule of repayment of borrowings

Year ended June 2025		2 499 000 000
Year ending June 2026	**807 000 000**	-
Year ending June 2027	**1 970 000 000**	1 970 000 000
Year ending June 2028	**536 000 000**	-
Year ending June 2029	**1 656 000 000**	1 656 000 000
Year ending June 2030	**796 000 000**	-
Year ending June 2032	**712 000 000**	-
	6 477 000 000	6 125 000 000

The fair value of financial liabilities issued at variable rates are categorised as Level 2.

The total fair value of all bonds in issue, with a carrying value of R6 477,0 million is R 6 498,3 million (2024: Carrying value of R6 125,0 million and fair value of R6 155,0 million). Refer to note 1.10.

The fair value of bonds approximate their carrying amount, except for an unlisted bond as detailed below.

Carrying value	**-**	1 125 000 000
Fair value	**-**	1 145 962 425

The fair values are determined using listed market pricing, dealer price quotations, discounted cash flow models and option pricing models, which use various inputs including current market and contractual prices for underlying instruments, time to expiry, yield curves and volatility of underlying instruments. Such instruments are classified as Level 2 as the inputs used in pricing models are generally market observable or derived from market observable data. Yields ranging between 7,99 and 8,61 (2024: 9,43 and 9,68) were used to value these instruments.

Bond terms

The bonds bear interest at rates linked to 3-month JIBAR plus margin. Interest on all loans is receivable on a quarterly basis. Capital is receivable in bullet repayments as set out below.

As per the bond contracts, the reference rate (JIBAR) will be the replacement benchmark rate (ZARONIA) after a benchmark replacement event. The impact of this is expected to be immaterial.

	2025	2024
	R	R

5. Financial liabilities – At amortised cost *(continued)*

	2025	2024
Bonds bearing interest linked to 3-month JIBAR plus a margin	**6 477 000 000**	6 125 000 000
Bonds bearing interest linked to 3-month JIBAR plus margin of 1,20% - 2,10% repaid during year ended 30 June 2025		2 499 000 000
Bonds bearing interest linked to 3-month JIBAR plus a margin of 0.7% repayable in year ending 30 June 2026	**807 000 000**	-
Bonds bearing interest linked to 3-month JIBAR plus margins ranging between 1,08% - 1,39% repayable in year ending 30 June 2027	**1 970 000 000**	1 970 000 000
Bonds bearing interest linked to 3-month JIBAR plus a margin of 0.98% repayable in year ending 30 June 2028	**536 000 000**	-
Bonds bearing interest linked to 3-month JIBAR plus margins ranging between 1,2% - 1,25% repayable in year ending 30 June 2029	**1 656 000 000**	1 656 000 000
Bonds bearing interest linked to 3-month JIBAR plus a margin of 1.13% repayable in year ending 30 June 2030	**796 000 000**	-
Bonds bearing interest linked to 3-month JIBAR plus a margin of 1,25% repayable in year ending 30 June 2032	**712 000 000**	-
	6 477 000 000	6 125 000 000

The Company's Domestic Medium-Term Note and Commercial Paper Programme is R12 billion (2024: R12 billion). Under the Programme, the issuer may from time-to-time issue Notes denominated in South African Rands subject to the terms and conditions described in the Programme Memorandum. As at 30 June 2025, the Company had R5,5 billion (2024: R5,9 billion) available under the program.

The bonds issued by the Company are guaranteed by The Bidvest Group Limited.

	2025	2024
	R	R

6. Interest revenue from fellow subsidiary

Balance at beginning of the year	**73 457 645**	43 929 638
Interest revenue	**607 078 641**	504 728 961
Balance at end of the year	**(76 718 433)**	(73 457 645)
Interest received in cash	**603 817 853**	475 200 954

7. Finance charges on borrowings

Balance at beginning of the year	**(73 457 645)**	(43 929 638)
Interest charge	**(607 078 641)**	(504 728 961)
Balance at end of year	**76 718 433**	73 457 645
	(603 817 853)	(475 200 954)

8. Related party information

8.1 Related parties

The Holding Company of Bidvestco Limited is The Bidvest Group Limited, which holds 100% (2024: 100%) of the Company's ordinary shares. The Holding Company and its subsidiaries are considered to be related parties.

The directors of the Company during the year were NT Madisa, MJ Steyn, and Ilze Roux, who are also considered to be related parties.

8.2 Related party transactions

The Company raises borrowings in the form of unsecured variable rate notes (refer note 5) and advances the same amount, with the same terms, to a fellow subsidiary (refer note 2). The Company has a liability for interest payable to note holders, which is matched by an interest receivable from the fellow subsidiary, refer to notes 5 and 2.

In terms of the agreement, the fellow subsidiary to which the loan was advanced is charged interest at the same rate as the unsecured and variable rate notes. Interest of R 607 078 641 (2024: R 504 728 961) was accrued from the fellow subsidiary for the year.

Loans to the value of R2 499,0 million were repaid by the fellow subsidiary in the current year (2024: R1 407,0 million). Loans to value of R 2 851,0 million were advanced to the fellow subsidiary in the current year (2024: R3 000,0 million).

Administrative expenses are paid for by the fellow subsidiary. The administrative expenses include the Company's audit fee, which forms part of the Corporate office audit fee of R18,6 million, and a non-audit fee of R55 000, in respect of the NAAE Compliance Certificate for the October 2024 Bond Issue. Both these fees were paid to PricewaterhouseCoopers Inc.

Related party transactions are conducted on an arm's length basis, other than the loan to the holding company that is interest free. The details of loans advanced to fellow subsidiaries are disclosed in note 2. The details of the loan receivable from the Holding company are disclosed in note 3.

8. Related party information *(continued)*

8.3 Directors' remuneration

No remuneration was paid to any of the directors by the Company, the holding company or any fellow subsidiary, for their services as directors to the Company, during the current or preceding financial year.

Details of remuneration paid by fellow subsidiaries to the directors as employees during the 2025 and 2024 years can be analysed as follows:

	Basic Remuneration/ Directors' fees R'000	Other Benefits and costs R'000	Retirement/ medical benefits R'000	Cash incentives R'000	Long-term Incentives* R'000	Total Remuneration R'000
2025 Total paid by fellow subsidiaries	**25 737**	**1 437**	**1 231**	**22 611**	**57 539**	**108 555**
2024 Total paid by fellow subsidiaries	22 113	2 021	1 205	33 606	62 485	121 430

** Includes taxable benefits arising on the exercise of Share Replacement Rights, Share Appreciation Rights and the award of shares in terms of the Conditional Share Plan.*

None of the directors have any personal financial interest in the business of Bidvestco.

Full details of remuneration paid to the individual directors as employees of fellow subsidiaries is contained in Annexure A of these financial statements.

9. Financial instruments and risk management

The Company's risk management is predominantly controlled by the requirements of The Bidvest Group Limited ("Group") under policies approved by the Group board of directors. The Company identifies, evaluates and hedges financial risks in close co-operation with the Group's operating units.

The Company considered the following risks from its use of financial instruments: credit risk; liquidity risk; and market risk (which comprises interest rate risk).

9.1 Credit risk

Credit risk is the risk of default on a loan receivable due to a borrower failing to make required payments on the loan. The loans receivable is subject to the expected credit loss model. The Company applies the general approach for assessing the impairments because the loans do not fall within the scope of the simplified approach.

The general model requires recognising impairment losses in line with whether there is an increase in credit risk ("SICR"). Where the credit risk of the financial asset has not increased significantly since recognition, the loss allowance is based on the 12-month ECL. Where credit risk has significantly increased the loss allowance is based on lifetime ECL.

9. Financial instruments and risk management *(continued)*

9.1 Credit risk *(continued)*

ECLs are probability weighted averages on credit losses with the likelihood of the respective defaults occurring as the weighting. Three elements are considered:

- Probability of default ("PD") – is the percentage likelihood that the borrower will not be able to repay its debt within some period.
- Loss given default ("LGD") – is the percentage that could be lost in the event of a default by the borrower not paying its debt (principal and interest).
- Exposure at default ("EAD") – is the outstanding balance of the loan – how much the Company is owed at balance sheet date.

Default is defined as interest and capital payments on loans not being received as per the agreed loan terms. There is a rebuttable presumption that if the interest and capital payments on loan is more than 30 days past due, there has been a significant increase in credit risk.

The Company applies a probability weighted methodology for calculating expected credit losses under IFRS 9 (ECL = PD*LGD*EAD). A weighted average PD rate is computed based on a probability weighted outcomes approach. The qualitative factors considered when assessing whether or not there has been a SICR include:

- Adverse forecasts for the fellow subsidiary's operating results;
- Evidence of working capital deficiencies or liquidity problems in the fellow subsidiary, which could also be the results of financing or cash management decisions taken by the Company;
- Changes in credit spread in the sector that the fellow subsidiary operates in, that indicate an increase in credit risk or deterioration over time, which may provide a general indicator of potential exposures;
- Changes in the enterprise values of the underlying fellow subsidiary and indicators of decline in values; and
- the history of default by the fellow subsidiary.

Under a 12-month ECL scenario, the impairment loss is limited to the effect of discounting (present valuing) the amount due on the loans at the effective interest rate. However, forward-looking information, in the form of forecasted operating results for the fellow subsidiary is also considered.

The loans advanced to Bidvest Treasury Services Pty Ltd happened concurrently with the bond issues and mirrors their terms.

After considering the qualitative factors described above including that the fellow subsidiary has no history of default, it was concluded that there has not been a SICR. The Bidvest Group Limited and Bidvest Treasury Services Pty Ltd are financially healthy companies with access to loan facilities from external parties. The loan receivable from Bidvest Treasury Services Pty Ltd is expected to be recovered over time.

Based on the above considerations management calculated the ECL to be negligible.

9. Financial instruments and risk management *(continued)*

9.2 Liquidity risk

The borrowings have been on-lent to a fellow subsidiary within The Bidvest Group Limited on exactly the same terms and conditions as that of the borrowings. This mitigates the liquidity risk as loans receivable become due as borrowings need to be repaid. The fellow subsidiary has access to facilities to settle the loans which in turn will be utilised by the Company to settle the outstanding borrowings. In addition, The Bidvest Group Limited has issued a guarantee in favour of the note holders under the program to settle the obligations of the Company, in the unlikely event that the fellow subsidiary is unable to repay its loans to the Company.

Refer notes 2 and 5 for details of the loans advanced and borrowings. The expected maturity of financial assets and liabilities is not expected to differ from the contractual maturities as disclosed in notes 2 and 6.

Contractual maturities of the financial assets and liabilities, including interest payments:

	Carrying amount	**Undiscounted carrying amount**	**6 months or less**	**6 – 12 months**	**1 – 2 years**	**2 – 5 years**	**More than 5 years**
2025							
Loans receivable/ Borrowings	**6 477 000 000**	**8 199 223 280**	**1 088 359 396**	**244 090 548**	**2 431 143 577**	**3 629 473 943**	**806 155 816**
2024							
Loans receivable/ Borrowings	6 125 000 000	7 563 625 811	2 343 290 462	649 805 507	346 697 800	4 223 832 042	-

9.3 Market risk

Market risk is the risk that changes in market price, including inter alia changes in interest rates will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return on risk.

Where considered appropriate interest rate hedges are entered into and hedge accounted for if the relevant criteria are met. This will effectively result in recognising the interest expense at a fixed interest rate for the hedged floating rate loans.

The Company's floating rate borrowings exposed to interest rate risk amounts to R6,5 billion (2024: R6,1 billion). As the Company's borrowings are on-lent on exactly the same terms, the Company is not exposed to interest rate risk, therefore no interest rate sensitivity analysis has been disclosed.

10. Capital management

The Company is a wholly owned subsidiary of The Bidvest Group Limited (the "Group") and any funds raised through the issue of bonds are utilised in the Group. The capital management of the Company is thus guided by the requirements of the Group.

The Bidvest Group Limited Board of Directors' policy is to maintain a strong capital base so as to maintain investor, supplier and market confidence, whilst also being able to sustain future development of the businesses. The Board seeks to maintain a balance between the higher returns that might be possible with higher levels of gearing and the advantages and security afforded by a sound equity position.

11. Taxation

No provision has been made for tax by the Company as its taxable income is nil (2024: nil).

12. Going concern

The directors are satisfied that the Company has adequate resources to continue in operational existence for the foreseeable future. Specific consideration has been given to liquidity risk, refer to note 9.2 for further details. Accordingly, the directors continue to adopt the going concern basis in preparing the financial statements.

13. Events subsequent to year end

On 13 October 2025 the Company issued three new bonds. A R547,0 million three-year bond bearing interest at 3-month JIBAR plus a margin of 90 bps. A R1 000,0 million five-year bond bearing interest at 3-month JIBAR plus a margin of 104 bps and a R771,0 million bond with a seven-year tenure, bearing interest at JIBAR plus a margin of 118 bps. Apart from the above there are no other facts or circumstances which have occurred between the date of the statement of financial position and the date of this report which in our opinion are material for an appreciation of the state of the Company's affairs.