



Bid Corporation Ltd  
Acquisitions Committee Charter

## **BID CORPORATION LIMITED**

**Registration Number: 1995/008615/06**

### **ACQUISITIONS COMMITTEE CHARTER**

The Acquisitions Committee ('committee') is constituted as a committee of the Bid Corporation Limited ('Bidcorp') board of directors ('board') to act in the capacity of an advisor on significant transactions and thereby to assist the board with regard to matters set out below.

The duties and responsibilities of the members of this committee are in addition to those as members of the board. The deliberations of the committee do not reduce the individual and collective responsibilities of board members in regard to their fiduciary duties and responsibilities, and they must continue to exercise due care and judgement in accordance with their statutory obligations.

This Charter serves as the terms of reference for the committee and is subject to the provisions of the Companies Act 71 of 2008 (the 'Act'), the Bidcorp Memorandum of Incorporation and any other applicable law or regulatory provision.

#### **1. PURPOSE OF THE CHARTER**

- 1.1. The purpose of this document is to set out the committee's role and responsibilities as well as the requirements for its composition and meeting procedures.

#### **2. COMPOSITION**

- 2.1. The committee shall consist of at least four members comprising the chief executive officer; one other executive director; and two independent non-executive directors of the board.
- 2.2. All members of the committee shall have a working familiarity with acquisitions and accounting practices, and at least one member of the committee should have a proven record in negotiating acquisition terms.
- 2.3. Members of the committee and its chairman are recommended by the Nominations Committee and appointed by the board.
- 2.4. The composition of the committee shall be reviewed annually by the Nominations Committee.

#### **3. ROLE**

- 3.1. The committee has an independent role, operating as an overseer and a maker of recommendations to the board for its consideration and final approval. The committee does not assume the functions of management, which remain the responsibility of the executive directors and other members of senior management.
- 3.2. The role of this committee is to:
  - 3.2.1. review any acquisition or disposal with perceived potential conflict for an in-principle decision as to whether the transaction should be investigated and pursued, in line with the Bidcorp Delegated Levels of Authority ('DLA'); and
  - 3.2.2. recommend to the board the approval of planned acquisitions or disposals that have been evaluated and determined to be in the best interest of shareholders and the long-term sustainability of Bidcorp, or to inform the board of acquisitions or disposals that they recommend should not be considered.



## 4. DUTIES AND RESPONSIBILITY

- 4.1. The committee must perform all the functions necessary to fulfil its role as stated above, including the following:
  - 4.1.1. Monitor and strengthen the objectivity and credibility of group growth plans.
  - 4.1.2. Make recommendations to the board on major acquisition and/or disposal plans and terms applicable to these transactions.
  - 4.1.3. Monitor and report to the board on the progress of acquisitions and/or disposals.

## 5. AUTHORITY

- 5.1. The committee acts in terms of the delegated authority of the board, with the power to investigate any activity within the scope of these terms of reference.
- 5.2. The committee, in the fulfilment of its duties, may call upon the executive directors or company secretary to provide information, as required.
- 5.3. The committee has unrestricted access to the company's records, facilities and any other resources necessary to discharge its duties and responsibilities.
- 5.4. The committee has the right to obtain independent outside professional advice to assist with the execution of its duties, at Bidcorp's cost, subject to following a board approved process.
- 5.5. The committee makes recommendations to the board that it deems appropriate on any area within the ambit of these terms of reference where action or improvement is required.

## 6. MEETING PROCEDURES

### Frequency

- 6.1. The committee, at its discretion, will meet as and when required in order to consider specific transactions as they may arise.
- 6.2. Additional meetings may be held at the request of the chief executive officer, chief financial officer or other members of senior management or at the request of the board.
- 6.3. The chairman of the committee may meet with the chief executive officer, chief financial officer and/or the company secretary prior to a committee meeting to discuss important issues and agree on the agenda.

### Attendance

- 6.4. Two-thirds of the members must attend to constitute a quorum.
- 6.5. The committee may invite any other relevant person to attend committee meetings, but by invitation only and they may not vote.
- 6.6. The company secretary is the secretary to this committee.

### Agenda and minutes

- 6.7. A detailed agenda, together with supporting documentation, must be circulated, prior to each meeting to the members and other invitees.



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- 6.8. The minutes of meetings must be completed as soon as possible after a meeting and circulated to the chairman and members of the committee for review and approval during the next meeting. Minutes will be signed by the chairman once approved by the committee.

**Remuneration**

- 6.9. The committee chairman and members shall be paid such remuneration for their committee work as approved by shareholders at the AGM.

**Reporting**


- 6.10. The chairman of the committee is required to:
- 6.10.1. report all significant matters arising from the committee to the board timeously;
  - 6.10.2. attend the AGM to answer all questions, through the chairman of the board, on the committee's activities and responsibilities; and
  - 6.10.3. annually prepare a written report to the shareholders to be included in the annual financial statements.

**7. EVALUATION**

- 7.1. Annual assessments will be undertaken over a three-year rolling review period, during which committee self-assessments are to be performed during two of the years and an independent board evaluation will be performed during one of the years.

**8. APPROVAL OF THIS CHARTER**

- 8.1. This Charter is to be reviewed by the committee and recommended to the board for approval and adoption annually.

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Mr P C Baloyi  
Chairman: Acquisitions Committee