

BID CORPORATION LIMITED

Registration Number: 1995/008615/06

INTERNAL AUDIT CHARTER

The Bid Corporation Ltd ('Bidcorp', 'the group' or 'the company') board of directors ('board') is ultimately responsible for overseeing the establishment of effective systems of internal control in order to provide reasonable assurance that the company's financial and non-financial objectives are achieved. This responsibility has been delegated to the Group Audit and Risk Committee ('GARC') to execute this responsibility through the establishment of Bidcorp's Internal Audit Function ('IAF').

1. PURPOSE OF THE CHARTER

- 1.1. This document defines the role, organisational status, authority, responsibilities and scope of activities of the IAF. It also includes the principles underlying the realisation of the objectives of the function and the translation thereof into operational activities.
- 1.2. Bidcorp has a zero-tolerance stance against fraud. The identification and prevention of fraud is management's responsibility. Internal audit is well qualified to assist management in identifying the main fraud risks facing the various Bidcorp global businesses and, as set out in the Group Fraud Prevention, Anti-Bribery and Corruption Policy, internal audit can assist management in investigating and reporting on any fraud, bribery and/or corruption claims and designing appropriate controls to minimise the effects of the risks.

2. AUTHORITY AND INDEPENDENCE

- 2.1. The IAF is established, and its responsibilities are defined by the GARC.
- 2.2. The GARC is responsible for overseeing the IAF and ensuring that professional audit staff are in place with sufficient knowledge, skills, experience, and professional certifications to meet the requirements of this charter, specifically suitably qualified individuals to perform the role of internal audit managers ('IAM').
- 2.3. Internal audit staff should be provided sufficient continuing professional development to ensure that the IAF continues to be suitably staffed with qualified individuals who possess the appropriate knowledge and experience in order to ensure adequate coverage of the audit environment.
- 2.4. The IAF has an administrative reporting line to the chief executive officer of the respective auditable entity or an appropriate nominated deputy. There is also a reporting line to the Group Internal Audit Manager ('GIAM'), and an open-door policy to the chairman of the GARC and/or chairman of the respective Divisional Audit and Risk Committee ('DARC').
- 2.5. The IAM should have the opportunity to be invited to meeting forums of the respective auditable entity's executive committee, however the IAM may not be an executive member of these committees in order to protect independence.

Group structure

- 2.6. The group structure must promote the independence of the IAF as a whole and to allow the IAF to form its judgments objectively.
- 2.7. In order to adhere to independence requirements, the IAF should not be required to:
 - 2.7.1. perform any operational duties for the group or its subsidiaries that could impact the IAF's independence;
 - 2.7.2. initiate or approve accounting transactions external to the IAF;

- 2.7.3. direct the activities of any employee in the organisation not employed by the IAF; and/or
- 2.7.4. assume any role other than an advisory function in the design, installation or operation of control procedures.
- 2.8. The IAF has free and unrestricted access to management, employees, activities, physical locations, and to all information considered necessary for the proper execution of the annually GARC approved risk-based internal audit plan.
- 2.9. Any attempted scope limitation by management of the IAF in performing its duties in the rollout of the GARC-approved internal audit plan must be reported to the relevant business chief executive officer and to the GIAM and/or the GARC chairman.
- 2.10. IAF co-ordinates its work with that of the other assurance providers. The external auditors must be consulted in determining the activities of internal and external audit in order to minimise duplication of audit activities and to maximise assurance efforts.
- 2.11. The IAF is subject to strict accountability for safekeeping and confidentiality of any information accessed in the performance of its duties.

3. RESPONSIBILITIES

The IAF provides assurance to the group and its stakeholders that the company and/or subsidiary companies operate in a responsible manner by performing the following functions:

- 3.1. Reviewing the reliability and integrity of financial and operational information and the means used to identify, measure, classify, and report such information.
- 3.2. Reviewing the means of safeguarding assets and, as appropriate, verifying the existence of material assets.
- 3.3. Reviewing the implementation and operation of computer-based systems and IT infrastructures to determine compliance with required IT governance and group cybersecurity standards.
- 3.4. Evaluating the company's governance processes.
- 3.5. Systematically analysing and evaluating business processes and associated controls.
- 3.6. Reviewing the systems established by management to ensure compliance with those policies, plans, procedures, laws, and regulations which could have a significant impact on operations and group reporting obligations.
- 3.7. Appraising the adequacy of the action taken by operating management to correct reported deficient conditions, accepting adequate corrective action, and continuing reviews with appropriate management personnel on action until there has been a satisfactory resolution of the matter.
- 3.8. Performing an objective assessment of the effectiveness of risk management and the internal control framework.
- 3.9. Providing a source of information, as appropriate, regarding instances of fraud, corruption, unethical behaviour and/or other material irregularities.
- 3.10. Conducting special investigations at the request of management and/or GARC, including the review of representations made by persons independent of the company.
- 3.11. Extracting reports of all material thefts, frauds or ethical violations reported and ensuring these are reported to the DARC and GARC.

- 3.12. Following-up on all fraudulent activities reported and ensuring that updates of investigations and responses are reported to the DARC and GARC.
- 3.13. Investigating where requested and ensuring adequate closing out of all whistleblowing reports received.
- 3.14. Communicating to all relevant parties any control weaknesses detected and/or warning signs that led to the detection of fraudulent activities, in order for them to ascertain whether the respective business unit's control environment is adequate.
- 3.15. Providing assurance over the key control principles attested to by management across the group, in line with the annual JSE financial attestation reporting requirements.
- 3.16. Providing oversight and support to management in the annual related party and conflicts of interest declaration process.

4. INTERNAL AUDIT PLAN

- 4.1. The annual allocation of internal audit resources is established on the basis of an approved risk-based annual internal audit plan.
- 4.2. The management teams of each business must engage with the respective IAM to communicate material risks that should be addressed within the annual internal audit plan. On a quarterly basis, management must communicate any material change to the business' risk profile to the IAM, and where necessary, the internal audit plan must be amended and re-presented to the DARC for consideration and approval.
- 4.3. The DARC is responsible for approving the business/regional plans based on the agreed scope of work. These approved business/regional plans are presented annually to GARC for final review and approval.
- 4.4. Identification and prioritisation of audit areas is to be based on the assessment of risks pertaining to the achievement of the company's objectives and the related audit significance.
- 4.5. The internal audit plan is to ensure risk-based coverage of the operations, risks, processes and controls over the reporting period.

5. INTERNAL AUDIT REPORTING

- 5.1. All IAF reports are to be presented and discussed with management of the entity being audited, in terms of factual findings and proposed action, before they are submitted to group management, the DARC and external auditors. An exception is made where management fraud is suspected.
- 5.2. IAM must provide an annual written assessment regarding the effectiveness of the system of internal controls, internal financial controls, and risk management to the board via the GARC. This enables the board to report on the effectiveness of the system of controls in the annual integrated report, as required.
- 5.3. IAF must conduct a documented review of the key financial reporting controls in identified financial systems and processes annually, in preparation for management to present annual representations regarding the strength and effectiveness of the financial control environment within each reporting entity of the group. The group chief executive officer and chief financial officer are required to provide positive attestation on the financial controls annually in the annual financial statements, per the JSE Listings Requirements.

6. QUALITY ASSURANCE REVIEW AND EVALUATION

- 6.1. The GARC should annually assess the independence and effectiveness of the IAF. Internal audit should be assessed against the following criteria (at a minimum):
- 6.1.1. delivery against the approved risk-based internal audit plan;
 - 6.1.2. timeliness of reporting of findings and activities;
 - 6.1.3. management's acceptance of the internal audit findings and corrective action on findings;
 - 6.1.4. level of cooperation and interaction with other assurance providers within the agreed combined assurance approach;
 - 6.1.5. maintenance of adequate staffing / resourcing levels with the required skills and expertise e.g. IT audit skills, to achieve the requirements of this charter; and
 - 6.1.6. compliance with professional standards inclusive of quality assurance assessments on the level of compliance achieved.

7. REVIEW OF THIS CHARTER

- 7.1. This charter is to be reviewed and approved biennially by the GARC, or sooner should new requirements come into place.

Mrs H Wiseman
Chairman: Bidcorp Group Audit and Risk Committee
Reviewed and approved: August 22nd 2024