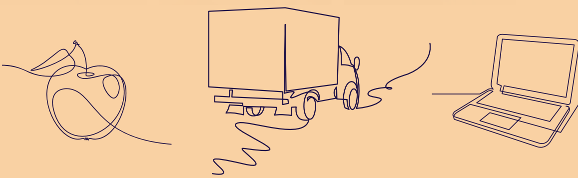
Bidcorp

Remuneration report 2022

for the year ended
June 30 2022



Food | Service | Technology

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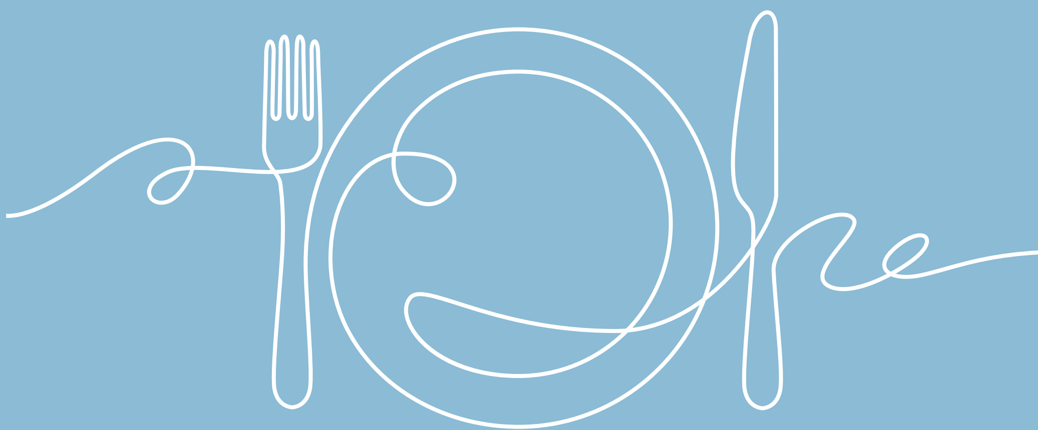


Part 1: Background statement

Bid Corporation Limited (Bidcorp) has delivered a very pleasing trading performance for the year, particularly that the COVID pandemic has had lingering economic and social impacts in a number of jurisdictions in the hospitality, tourism and leisure industries. Bidcorp's performance is attributable to the contribution of our excellent global teams, our entrepreneurial and decentralised operating model, and our loyal customer and supplier base.

Performance for the financial year started well, with most economies rebounding strongly in July through to September 2021 contributing to a record first-quarter performance, driven by Europe, UK and Emerging Markets. Australasia was significantly impacted by COVID in the first half but rebounded strongly into the second half to deliver a great performance. Post the Omicron variants impact through the Northern Hemisphere winter, we have steadily seen positive momentum build since then with the last four months of 2022 being particularly strong.

Accordingly, the remuneration committee (committee) is pleased to present this remuneration report for the year ended June 30 2022.

In 2021, the key focus area of the board was to ensure management had stabilised the operations and were ready for the recovery as and when improved economic circumstances prevailed. Fortunately, relative normality returned to most jurisdictions of the world in which we operate through the year. In addition, following the extensive consultations undertaken with shareholders post the publishing of the 2020 remuneration report, the committee reinstated, with the agreement of executive management, performance conditions similar to those that existed pre-COVID for both short-term cash incentives as well as for long-term incentive awards for 2022. When the remuneration report was presented to shareholders at the 2021 AGM, the majority of shareholders voted for the policy and implementation thereof as tabled, in recognition of the consultation and the actions taken by the committee.

For 2022, the implementation of the policy has taken place in line with agreed parameters. For 2023 and beyond, two changes are proposed to shareholders with regards to the CSP scheme, which provide an effective way for senior executives to extend their investment to Bidcorp, at no additional cost to the company, and encourages their focus on succession and sustainability. More details are provided in Part 2: Remuneration policy – Further details on LTI plans, see page 7.

The reporting remains aligned with the King IV Report on Corporate Governance for South Africa 2016™* (King IV).

Bowman Gilfillan (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, and 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. This report therefore 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.

Shareholder engagement

The group's remuneration policy and the implementation thereof are placed before shareholders for consideration and approval under the terms of an advisory non-binding vote at the 2022 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. Where considered appropriate, members of the committee may participate in these engagements with selected shareholders; and
- make specific recommendations to the committee as to how the legitimate and reasonable objections of shareholders might be addressed, either in the group's remuneration policy or through changes to how the remuneration policy is implemented.

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 board 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, for example:

- new and/or amended share-based incentive schemes;
- non-executive board and committee fees; and
- any new related party remuneration matters.

The remuneration policy and implementation thereof contained in parts 2 and 3 of this remuneration report will be put to a non-binding shareholders' vote at the 2022 AGM, on Thursday November 17 2022.

Composition, mandate, and attendance of the committee

The members of the committee are independent non-executive directors as defined by King IV. The committee meets at least twice through the year and on an ad hoc basis as required. The attendance at these meetings is contained in the directors' report (remuneration committee report section) within the 2022 annual financial statements. The chief executive (CEO) and chief financial officer (CFO) attend meetings by invitation to assist the committee with the execution of its mandate. No executive participates in the voting process of the committee when his own remuneration is discussed or considered.

The committee used the services of Bowmans as standing independent advisers to the committee. The chairman of the committee or, in his absence, another member of the committee is required to attend the AGM to answer questions on remuneration.

The terms of reference as set out in the remuneration committee charter include:

- 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;
- ensuring that the mix of fixed and variable pay in cash, shares and other elements meet the group's needs and strategic objectives;

- 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 submitted to shareholders for approval;
- determining all the remuneration parameters for the CEO and CFO; reviewing and recommending to the board the relevant criteria necessary to measure the performance of executives in determining their remuneration;
- agreeing the principles for senior management annual salary increases and cash incentives;
- agreeing to LTI allocations and awards for executive directors and senior management;
- settling LTI allocations and awards for executive directors;
- overseeing the preparation of the remuneration report to ensure that it is clear, concise and transparent;
- ensuring that the remuneration report be put to a non-binding advisory vote by shareholders, and engaging with shareholders and other stakeholders on the group's remuneration policy; and
- ensuring that consideration is given to executive succession planning.

Fair and responsible remuneration

As detailed below, 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. As noted above, the remuneration of most group employees is governed by the policies of individual group companies based on the realities and circumstances of each country in which Bidcorp operates.

Role of benchmarking

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 based in South Africa, is benchmarked predominantly against JSE-listed companies who have some earnings derived from international operations. Both executives are required to travel extensively in the fulfilment of their respective roles. The policy aims 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. Terms of service for executive directors outside South Africa are governed by labour legislation in their local jurisdictions and the terms of their employment contracts. In exceptional situations of 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 MoI) on the third anniversary of their appointment and may offer themselves for re-election. As appropriate, the board, through the nominations committee, proposes their re-election to shareholders.

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.

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). The different components of remuneration, their objectives, the policy which governs them, and their link to the business strategy are summarised in the table below on pages 4 to 7. In 2020, malus and clawback conditions were introduced for both STIs and LTIs. The group views the executive directors as the current group "prescribed officers" as defined by the Companies Act, and therefore no separate remuneration policy disclosure for prescribed officers is included.

Table 1: Summary of remuneration components for executive directors

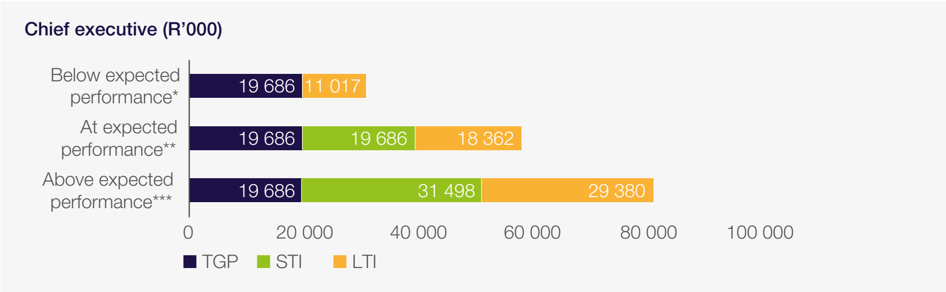
		Component objective and practice	Link to business strategy	Policy	Changes for 2023
Guaranteed pay (CTC)	Base package	Attract and retain the best talent. Reviewed annually and set on July 1.	This component aligns with business strategy as it considers internal and external equity. Hereby, ensuring competitiveness and rewarding individuals fairly based on a similar job in the market.	Level of skill and experience, scope of responsibilities and competitiveness of the total remuneration package are taken into account when determining CTC.	No changes for 2023.
	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 Bidcorp.	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 package selection. Risk and insurance benefits are company contributions, all of which form part of total CTC.	No changes for 2023.

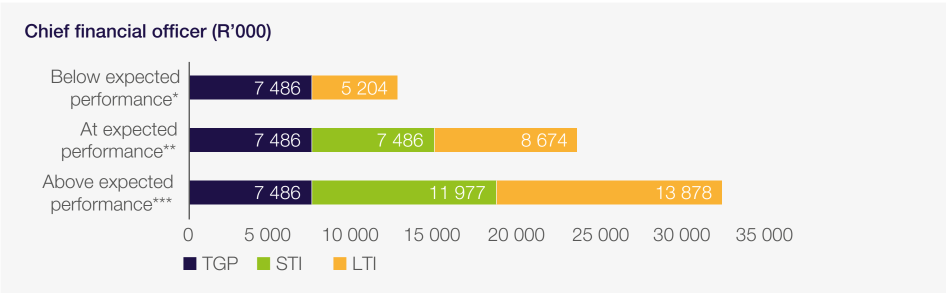
		Component objective and practice	Link to business strategy	Policy	Changes for 2023
Short-term incentives (STI)	STI	To motivate and incentivise delivery of performance over the one-year operating cycle. Bonus levels and the appropriateness of measures and weightings are reviewed annually to ensure that these continue to support Bidcorp's strategy. The annual bonus is paid in cash in August/ September each year in respect of the group financial performance during the previous financial year.	Encourages growth in headline earnings per share and return on funds employed (ROFE) for shareholders in a sustainable manner over the short term. Combines the above company financial performance metrics with strategic metrics, such as leadership, to ensure well-balanced key performance indicators (KPIs). Rewards executive directors for their measurable contribution to the group based on pre-determined metrics.	For 2022 STIs were based on principles taking into consideration a combination of the following performance measures subject to the discretion of the committee: • Headline earnings per share (HEPS) of the group; and • 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). **Earning potential** • At target performance, the earnings potential is 100% of guaranteed package. • Stretch earnings potential is limited to 160% of guaranteed package and is subject to exceptional performance. **Discretion of committee** The committee has discretion, when warranted by exceptional circumstances and where considerable value has been created for shareholders and stakeholders of Bidcorp by specific key employees, to award special bonuses or other ex gratia payments to individuals. 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. Malus and clawback provisions form part of the STI conditions.	For 2023 new performance targets are set using the same criteria as those used in 2022.

	Component objective and practice		Link to business strategy	Policy	Changes for 2023
Long-term incentives (LTI)	LTI	To motivate and incentivise delivery of sustained performance over the long term.	Alignment of executives' interests with shareholders through conditional rights to future delivery of equity. Vesting of equity instruments are subject to performance targets, thereby supporting the performance culture of the group. Motivates long-term, sustainable performance.	Award levels are set according to best practice benchmarks and to ensure support of group business strategy. Awards consist of conditional rights to shares, subject to performance conditions over a three-year performance period for the duration of the vesting periods of the three years (75% of the award) and four years (25% of the award) respectively. The company performance metrics comprise the following: • 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). Malus and clawback provisions form part of the LTI conditions.	For 2023 performance conditions will be subject to performance conditions over a three-year performance period commencing July 1 2022 with vesting periods of three years (75% of the award) and four years (25% of the award) respectively. The company performance metrics comprise the following: • 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).

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:





* *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.*

All foreign earnings have been converted to rand at an average foreign exchange rate for 2022.

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 perform 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 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 2022 award for executive directors, the performance period and the performance conditions as included in this report on page 9 to 12: Part 3: Implementation of the remuneration policy.

Two amendments are proposed to the CSP rules to govern awards in 2023 and beyond which i) require that participants exercise awards after they have vested, and ii) to permit 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 will be settled as soon as possible.

The amendments are intended: i) to provide an effective means for participants to retain their investment in Bidcorp after the ordinary vesting date of an award, when the employment and performance conditions have been met, which further aligns their interests with those of shareholders; and ii) to encourage participants to focus on succession and sustainability, and to make provision for continued exposure to Bidcorp after termination of employment for "good leavers". Early vesting in the case of death is aimed at facilitating estate administration matters.

Bidcorp SAR plan

Upon the listing and unbundling of Bidcorp in 2016, shareholders approved a SAR plan for senior management, excluding executive directors. SARs vest between three (3) and five (5) years after award, and lapse after seven (7) years.

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.

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 effected in the case of material misstatement of financial results and other performance measures on which the settlement of the affected awards was based, discovery of material regulatory breaches, 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.

Non-executive directors

Terms of service

Non-executive directors are appointed by the shareholders at the AGM. Interim board appointments are permitted between AGMs. Appointments are made in accordance with group policy.

Interim appointees retire at the next AGM, when they may make themselves available for re-election. As appropriate, the board, through the nominations committee, proposes their re-election to shareholders. There is no limit on the number of times a non-executive director may make him or herself available for re-election.

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.

Directors' interests in contracts

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.

Non-binding advisory vote

At the 2022 AGM, shareholders are requested to cast an advisory vote on the remuneration policy as included in this report on page 2 to 8: Part 2: Remuneration policy.

Part 3: Implementation of remuneration policy

1. Guaranteed pay – base pay and benefits

Guaranteed pay increases for 2022 and 2023

In determining the CTC increases for executive directors, the committee considered relevant benchmarking data against which to compare CTC packages. Given the global nature of the group's business and the requirement of the executive directors to travel extensively, the CEO's CTC is benchmarked against comparable international listed companies. The CTC for the CFO is benchmarked against predominantly JSE-listed companies. Benchmarks are selected based on several factors, including, but not limited to, company size and complexity of comparable listed companies by reference to market capitalisation, revenues, profitability, number of employees and the industry sector.

In 2021, no increases were awarded on the CTCs for the executive management or senior management as a result of the negative impact COVID had on the group's performance.

For 2022, an increase of the Australian dollar CTC for CEO, BL Berson, was 2,5%. In respect of CFO, DE Cleasby, a CTC increase on his rand-based salary of 5% was granted and a 2,5% increase on the sterling portion of his CTC was granted.

For 2023, 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.

2. Short-term incentive outcomes for 2022

Factors assessed in determining the STI awards to executives were a combination of the following performance measures (as set out in the 2021 remuneration report):

The bonus outcomes were calculated as follows:

Measures and weightings	Results achieved (%)	Bonus outcome (% of CTC)
Financial		
HEPS – earning performance measured on a linear basis for constant currency HEPS performance (40,0% weighting) from the threshold (1 200,0 cents per share), target (1 300,0 cents per share), and stretch (1 372,8 cents per share)	1 588,9 cps	100,0
ROFE – ROFE (30,0% weighting), with a threshold of 35,0%, a target of 40,0%, and a stretch of 45,0% achievement	63,0	100,0
Non-financial – KPIs (30,0% weighting) including ESG (10% of the award), innovation (10% of the award), and strategic objectives (10% of the award)	30,0	100,0
Overall score		100,0
Plus: achievement of stretch targets		60,0
Net score		160,0
Total bonus	BL Berson	A$2 706 000
	DE Cleasby	R6 552 000 and £262 400

3. Short-term incentives 2023

For 2023, target and stretch performance targets are set for the following metrics:

Company financial performance

- constant currency HEPS growth (40% of the award) where threshold (30%) is achieved at 1 589,5 cents per share, target (60%) is achieved at 1 627,3 cents per share, and stretch (100%) is achieved at 1 665,2 cents per share, with linear vesting in between; and
- ROFE (30% of the award) where threshold (30%) is achieved at 35%, target (60%) is achieved at 40%, and stretch (100%) is achieved at 45%, with linear vesting in between.

Strategic objectives

- 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.

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

4. Long-term incentives

2022 CSP awards

The 2022 CSP awards were subject to with performance conditions over a three (3) year performance period commencing July 1 2021 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 1 175,7 cents per share, target (60%) is achieved at 1 469,6 cents per share, and stretch (100%) is achieved at 1 543,1 cents per share, with linear vesting in between;
- ROFE (30% of the award) where threshold (30%) is achieved at 35%, target (60%) is achieved at 40%, and stretch (100%) is achieved at 45%, 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. ESG targets relate to Bidcorp making demonstrable progress in ESG against its target of 25% reduction in the carbon emissions by 2025 and beyond.

The CSPs awarded during 2022, expressed as a percentage of CTC are reflected below:

	CSP as a % of CTC (face value)
Executive directors	
BL Berson	194%
DE Cleasby	227%

• *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 2023 CSP awards

The proposed 2023 CSP awards will be subject to performance conditions over a three (3) year performance period which commenced July 1 2022 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:

- constant currency HEPS growth (40% of the award) where threshold (30%) is achieved at 1 828,6 cents per share, target (60%) is achieved at 1 960,4 cents per share, and stretch (100%) is achieved at 2 070,3 cents per share, with linear vesting in between;
- ROFE (30% of the award) where threshold (30%) is achieved at 35%, target (60%) is achieved at 40%, and stretch (100%) is achieved at 45%, 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 2022

25% of 2017 CSP awards as modified and 50% of the 2018 CSP awards as modified vested during 2022. No summary table of the performance outcomes is provided as these CSP awards were only subject to an employment condition.

Details relating to the settlement of LTIs are contained in the summary of directors' LTI tables.

5. Total remuneration outcomes

Summary of executive directors' LTIs

A summary of the unvested CSPs held by executive directors in 2021 and 2022 are indicated below:

	Opening estimated fair value at July 1 2021	Opening number on July 1 2021	Granted during 2022	Forfeited during 2022	Settled during 2022[6]	Closing number on June 30 2022	Closing estimated fair value at June 30 2022
Executive directors							
BL Berson							
7/11/2017	9 591 856	31 500	–	–	**(15 750)**	**15 750**	**4 770 654[1]**
7/12/2018	20 780 274	68 600	–	–	**(34 300)**	**34 300**	**10 263 959[2]**
25/05/2020	17 964 825	60 900	–	–	–	**60 900**	**18 109 206[3]**
22/10/2020	35 027 897	150 000	–	–	–	**150 000**	**35 244 220[4]**
23/06/2022	–	–	**150 000**	–	–	**150 000**	**34 337 724[5]**
DE Cleasby							
7/11/2017	3 730 166	12 250	–	–	**(6 125)**	**6 125**	**1 855 254[1]**
7/12/2018	8 057 657	26 600	–	–	**(13 300)**	**13 300**	**3 979 903[2]**
25/05/2020[7]	9 292 151	31 500	–	–	–	**31 500**	**9 366 831[3]**
22/10/2020	16 346 352	70 000	–	–	–	**70 000**	**16 447 303[4]**
23/06/2022	–	–	**70 000**	–	–	**70 000**	**16 024 271[5]**

1 *The CSP awards made on 7/11/2017 are shown at an indicative expected value of R302,90.*

2 *The CSP awards made on 7/12/2018 are shown at an indicative expected value of R299,24.*

3 *The CSP awards made on 25/05/2020 are shown at an indicative expected value of R297,36.*

4 *The CSP awards made on 22/10/2020 are shown at an indicative expected value of R293,70 and an estimated vesting percentage of 80%.*

5 *The CSP awards made on 23/06/2022 are shown at an indicative expected value of R286,15 and an estimated vesting percentage of 80%.*

6 *50% of the 7/12/2018 vested as at June 30 2021 were settled in October 2021. The remaining 50% of the 7/12/2018 awards will vest in equal tranches of 25% each in September 2022 and September 2023. 25% of the 7/11/2017 awards vested as at June 30 2020 were settled in October 2021. The remaining 25% of the 7/11/2017 awards will vest in September 2022.*

7 *50% of the 25/05/2020 awards vested at June 30 2022 and were settled in September 2022.*

Summary of directors' LTIs

R'000	Share-based payment expense	Benefit arising from exercise of CSP awards	Gross benefit	Previous share-based payment expense	LTI benefit	2021
BL Berson	**29 908**	**16 110**	**46 018**	**(13 490)**	**32 528**	19 347
DE Cleasby	**13 906**	**5 594**	**19 500**	**(5 236)**	**14 264**	9 564

The summary of directors long-term incentives (LTI) is 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 expensed in prior years in relation to that benefit are deducted from the benefit.

Single figure of remuneration 2022

The actual total pay outcomes for the 12 months ending June 30 2022 are depicted below for the executive directors, comprising salary, benefits and actual LTI benefits:

	2022					
	Remuneration and benefits paid to directors					
R'000	**Basic remuneration**	**Other benefits and costs**	**Retirement/ medical benefits**	**Cash incentive**	**LTI reflected**	**Total single figure of remuneration**
Executive directors						
BL Berson	**18 096**	**281**	**276**	**30 380**	**32 528**	**81 561**
DE Cleasby	**6 781**	**189**	**445**	**11 744**	**14 264**	**33 423**

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

2021

The actual total pay outcomes for the 12 months ending June 30 2021 are depicted below for the executive directors, comprising salary, benefits, a cash incentive, and actual LTI benefits:

	2021					
	Remuneration and benefits paid to directors					
R'000	Basic remuneration	Other benefits and costs	Retirement/ medical benefits	Cash incentive	LTI reflected	Total single figure of remuneration
Executive directors						
BL Berson	18 620	299	287	–	19 347	38 553
DE Cleasby	6 586	191	438	–	9 564	16 779

Executive director remuneration and benefits, where paid in foreign currency, are translated into rand at average foreign exchange rates. Post March 2020, as a result of the negative impact COVID had on the group's performance, the executive directors opted to take a salary reduction of 30% for the last quarter of 2020 and no STIs were awarded in that year. For 2021, no remuneration increases or STIs were awarded to the executive directors.

Compliance with remuneration policy

There were no deviations from the remuneration policy published in 2021.

Non-binding advisory vote

At the 2022 AGM, shareholders are requested to cast an advisory vote on the implementation of the remuneration policy as included in this report on page 9 to 12: Part 3: Implementation of remuneration policy.

Part 4: Non-executive remuneration

Non-executive directors' fees paid 2022

R'000	2022 Director fees	2022 Other services	2022 Total	2021
Non-executive directors				
T Abdool-Samad	**910**	**–**	**910**	800
PC Baloyi	**1 176**	**–**	**1 176**	1 050
B Joffe	**844**	**–**	**844**	655
S Koseff	**3 754**	**–**	**3 754**	3 575
KR Moloko[1]	**695**	**–**	**695**	–
CJ Rosenberg	**1 362**	**–**	**1 362**	1 260
NG Payne	**1 510**	**–**	**1 510**	1 505
H Wiseman[2]	**1 618**	**590**	**2 208**	2 080
Total	**11 869**	**590**	**12 459**	10 925

[1] *Mrs KR Moloko was appointed to the board as an independent non-executive director on July 5 2021.*

[2] *H Wiseman provided services by chairing the quarterly Bidcorp divisional audit and risk committee meetings.*

[3] *For 2021, no fee increases were awarded to non-executive directors as a result of the negative impact COVID had on the group's performance. Non-executive director fees paid in foreign currency are translated into rand at an average foreign exchange rate.*

Proposed non-executive directors' fees for 2023

2023 proposed fees

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

As noted in the 2021 report, a comprehensive benchmarking exercise was undertaken during May 2022 in conjunction with Bowmans on the non-executive directors' fees, the outcome of which indicated that the current fees were not aligned with market requirements. Critically, the fee sacrifices that were made by the non-executive directors over the period post March 2020 and into financial year 2021 have been a contributing factor to this misalignment in relation to the market. It is proposed that the increments to align the NED fees with the market will take place over a period of two (2) years to ensure that the non-executive directors' fees reflect adjustments deemed necessary to enable the recruitment and retention of directors with the requisite skills and experience.

Bidcorp management thanks the board for their support over the past two years in assisting the group in navigating the stormy waters encountered and guiding the businesses back to normality.

Approval

This remuneration report was approved by the board of directors of Bid Corporation Limited.

Signed on behalf of the board of directors.

Bidcorp
www.bidcorpgroup.com