

The Bidvest Group Limited

(Incorporated in the Republic of South Africa)
 (Registration number: 1946/021180/06)
 ISIN Code: ZAE000117321
 JSE Share code: BVT
 ("Bidvest" or "the Company")

A NOTICE OF MEETING

Notice is hereby given that an extraordinary general meeting of shareholders of the Company will be held in the Bidvest boardroom, 18 Crescent Drive, Melrose Arch, on Friday, July 15 2011, at 08:00.

B WHO MAY ATTEND AND VOTE

If you hold dematerialised shares which are registered in your name or if you are the registered holder of certificated shares:

- You may attend the general meeting of shareholders in person.
- Alternatively, you may appoint a proxy to represent you at the general meeting of shareholders by completing the attached form of proxy in accordance with the instructions it contains and returning it to Computershare Investor Services (Proprietary) Limited, 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107) ("transfer secretaries") to be received not later than 24 (twenty-four) hours (excluding Saturdays, Sundays and public holidays) prior to the meeting.

If you hold dematerialised shares which are not registered in your name:

- And wish to attend the general meeting of shareholders, you must obtain the necessary letter of representation from your Central Securities Depository Participant ("CSDP") or broker.
- And do not wish to attend the general meeting of shareholders but would like your vote to be recorded at the meeting, you should contact your CSDP or broker and furnish them with your voting instructions.
- You must not complete the attached form of proxy.

The last day to trade to be entitled to vote is Tuesday, July 5 2011. The date on which shareholders must be recorded as such in the register maintained by the transfer secretaries of the Company for purposes of being entitled to attend and vote at this meeting is Tuesday, July 12 2011 ("record date").

All meeting participants will be required to provide identification reasonably satisfactory to the chairman of the meeting.

A shareholder who is entitled to attend and vote at the meeting is entitled, by completing the attached proxy form and delivering it to the Company in accordance with the instructions on that proxy form, to appoint a proxy to attend, participate in and vote at the meeting in that member's place. A proxy need not be a member of the Company.

C PURPOSE OF MEETING

The purpose of this meeting is to consider and, if deemed fit, to pass, with or without modification, the resolutions set out below.

SPECIAL RESOLUTION NUMBER 1 – Financial assistance to related or inter-related entities to the Company

The board of directors is authorised, in terms of and subject to the provision of section 45 of the Companies Act, No. 71 of 2008, as amended ("Companies Act"), to cause the Company to provide any financial assistance to any company or corporation that is related or inter-related to Bidvest.

Explanation

Special resolution number 1 is required in terms of section 45 of the Companies Act to grant the directors of the Company the authority to cause the Company to provide financial assistance to any entity which is related or inter-related to the Company. This special resolution does not authorise the provision of financial assistance to a director or prescribed officer of the Company.

Effect

In order for this special resolution number 1 to be adopted, the support of at least 75% (seventy-five per cent) of the total number of votes, which the shareholders present or represented by proxy at this meeting are entitled to cast, is required.

SPECIAL RESOLUTION NUMBER 2 – Financial assistance for subscription of securities to related or inter-related entities to the Company

The board of directors is authorised, in terms of and subject to the provision of section 44 of the Companies Act, to cause the Company to provide any financial assistance for the subscription of securities to any company or corporation that is related or inter-related to Bidvest.

Explanation

Special resolution number 2 is required in terms of section 44 of the Companies Act to grant the directors of the Company the authority to cause the Company to provide financial assistance for the subscription of securities to any entity which is related or inter-related to the Company. This special resolution does not authorise the provision of financial assistance to a director or prescribed officer of the Company.

Effect

In order for this special resolution number 2 to be adopted, the support of at least 75% (seventy-five per cent) of the total number of votes, which the shareholders present or represented by proxy at this meeting are entitled to cast, is required.

SPECIAL RESOLUTION NUMBER 3 – Remuneration of non-executive directors

The remuneration payable to the non-executive directors of the Company for the twelve-month period commencing with effect from May 1 2011 are set as follows:

	Proposed per annum R	Proposed fee per meeting R
Chairman	580 000	
Non-executive directors	50 000	20 000
Alternate directors	25 000	20 000
Audit committee chairman	185 000	30 000
Audit committee member	43 000	18 150
Remuneration committee chairman	80 000	18 150
Remuneration committee member		18 150
Nomination committee chairman	50 000	18 150
Nomination committee member		18 150
Risk committee chairman	132 000	18 150
Risk committee member		18 150
Acquisitions committee chairman	60 000	27 500
Acquisitions committee member		27 500
Transformation committee chairman	80 000	18 150
Transformation committee member		18 150

Explanation

Special resolution number 3 is required in terms of section 66 of the Companies Act to authorise the Company to pay remuneration to non-executive directors of the Company in respect of their services as directors.

Furthermore, in terms of the JSE Listings Requirements and King III, remuneration payable to non-executive directors should be approved by shareholders in advance or within the previous two years.

Effect

In order for this special resolution number 3 to be adopted, the support of at least 75% (seventy-five per cent) of the total number of votes, which the shareholders present or represented by proxy at this meeting are entitled to cast, is required.

DIRECTORS' RESPONSIBILITY STATEMENT

The directors of the Company, collectively and individually, accept full responsibility for the accuracy of the information pertaining to these special resolutions and certify that to the best of their knowledge and belief there are no facts that have been omitted which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that these special resolutions contain all information required by law and by the JSE Listings Requirements.

D INTERPRETATION OF THIS NOTICE

All references in this notice of general meeting of shareholders to the "JSE Listings Requirements" mean the Listings Requirements of the JSE Limited, as amended from time to time and as interpreted and applied or disapplied by the JSE Limited.

All references in this notice of general meeting of shareholders to the "Companies Act" means the Companies Act, No. 71 of 2008, as amended.

By order of the board

CRAIG BRIGHTEN

Group company secretary

Melrose Arch
June 13 2011

The Bidvest Group Limited

Incorporated in the Republic of South Africa Registration number: 1946/021180/06 ISIN code: ZAE000117321 JSE share code: BVT

Registered office

Bidvest House, 18 Crescent drive, Melrose Arch, Johannesburg, 2196, South Africa

Company secretary

Craig Andrew Brighten, PO Box 87274, Houghton, Johannesburg, 2041, South Africa
Telephone: +27 11 772-8700 Facsimile: +27 11 772-8970 Website & intranet: www.bidvest.com
Email: info@bidvest.co.za or investor@bidvest.co.za, domains@bidvest.co.za

Directors

MC Ramaphosa (*Chairman*)*, B Joffe (*Chief executive*)#, DDB Band*, FJ Barnes*, BL Berson#, MC Berzack#, LG Boyle^, DE Cleasby (*Financial director*)#, AA Da Costa (*Alternate LJ Mokoena*)*, AW Dawe#, MBN Dube*, LI Jacobs*, S Koseff#, RM Kunene*, NP Mageza*, D Masson^, P Nyman#, JL Pamensky^, NG Payne*, LP Ralphs*, AC Salomon#, T Slabbert*, Adv. FDP Tlakula` (**Non-executive director, #Executive director, ^Independent non-executive director*)

Share transfer secretaries

Computershare Investor Services (Pty) Limited, 70 Marshall Street, Johannesburg, 2001

Sponsors

Investec Bank Limited

PROXY FORM

The Bidvest Group Limited

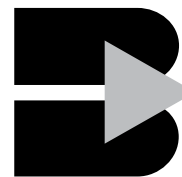
(Incorporated in the Republic of South Africa)

(Registration number: 1946/021180/06)

ISIN Code: ZAE000117321

JSE Share code: BVT

("Bidvest" or "the Company")



The **Bidvest** Group Limited

This proxy form is for use by certificated shareholders and dematerialised shareholders whose shares are registered in their own names on Tuesday, July 12 2011, being the record date for the meeting (see note 1).

This proxy form relates to the extraordinary general meeting of shareholders to be held in the Bidvest boardroom, 18 Crescent Drive, Melrose Arch, on Friday, July 15 2011, at 08:00 ("Meeting") (see note 2).

For instructions on the use of this proxy form and a summary of the rights of the shareholder and the proxy, please see the instructions and notes at the end of this form.

I/We (full names)

of (address)

being a shareholder/s of the Company and being the registered owner/s of

ordinary shares in the Company (see note 3), hereby appoint:

- | | |
|----|--------------------|
| 1. | or failing him/her |
| 2. | or failing him/her |
| 3. | or failing him/her |

the chairman of the meeting (see note 4) as my/our proxy to attend, speak and on a poll to vote or abstain from voting on my/our behalf at the general meeting of the company to be held in the Bidvest boardroom, 18 Crescent Drive, Melrose Arch, on Friday, July 15 2011 at 08:00 or at any adjournment thereof (see note 5).

I/We desire my/our proxy to vote as follows:

Indicate with a cross how you wish your votes to be cast. If you do not do so, the proxy may vote or abstain at his discretion (see note 6).

	In favour of	Against	Abstain
1. Special resolution number 1 Financial assistance to related and inter-related entities to the Company			
2. Special resolution number 2 Financial assistance for the subscription of securities to related and inter-related entities to the Company			
3. Special resolution number 3 Remuneration of non-executive directors			

Please see notes on the reverse side hereof for further instructions.

Signed this _____ day of _____ 2011

Signature _____ Number of shares _____

Instructions and notes to proxy form

1. This form is for use by certificated shareholders and dematerialised shareholders with “own-name” registration whose shares are registered in their own names on the record date and who wish to appoint another person to represent them at the meeting. If duly authorised, companies and other corporate bodies who are shareholders having shares registered in their own names may appoint a proxy using this form, or may appoint a representative in accordance with the last paragraph below.
Other shareholders should not use this form. All beneficial holders who have dematerialised their shares through a central Securities Depository Participant (“CSDP”) or broker, and do not have their shares registered in their own name, must provide the CSDP or broker with their voting instructions. Alternatively, if they wish to attend the Meeting in person, they should request the CSDP or broker to provide them with a letter of representation in terms of the custody agreement entered into between the beneficial owner and the CSDP or broker.
2. This proxy form will not be effective at the Meeting unless received at Computershare Investor Services (Proprietary) Limited, 70 Marshall Street, Johannesburg 2001, Republic of South Africa, not later than Thursday, July 14 2011, at 08:00. If a shareholder does not wish to deliver this proxy form to that address, it may also be posted, at the risk of the shareholder, to PO Box 61051, Marshalltown, 2107.
3. This proxy shall apply to all the ordinary shares registered in the name of shareholders at the record date unless a lesser number of shares are inserted.
4. A shareholder may appoint one person as his proxy by inserting the name of such proxy in the space provided. Any such proxy need not be a shareholder of the Company. If the name of the proxy is not inserted, the chairman of the Meeting will be appointed as proxy. If more than one name is inserted, then the person whose name appears first on the form of proxy and who is present at the meeting will be entitled to act as proxy to the exclusion of any persons whose names follow. The proxy appointed in this proxy form may delegate the authority given to him in this proxy by delivering to the Company, in the manner required by these instructions, a further proxy form which has been completed in a manner consistent with the authority given to the proxy of this proxy form.
5. Unless revoked, the appointment of proxy in terms of this proxy form remains valid until the end of the meeting even if the meeting or a part thereof is postponed or adjourned.
6. If
 - 6.1 a shareholder does not indicate on this instrument that the proxy is to vote in favour of or against or to abstain from voting on any resolution; or
 - 6.2 the shareholder gives contrary instructions in relation to any matter; or
 - 6.3 any additional resolution/s which are properly put before the meeting; or
 - 6.4 any resolution listed in the proxy form is modified or amended,
 the proxy shall be entitled to vote or abstain from voting, as he thinks fit, in relation to that resolution or matter. If, however, the shareholder has provided further written instructions which accompany this form and which indicate how the proxy should vote or abstain from voting in any of the circumstances referred to in 6.1 to 6.4, then the proxy shall comply with those instruction.
7. If this proxy is signed by a person (signatory) on behalf of the shareholder, whether in terms of a power of attorney or otherwise, then this proxy form will not be effective unless:
 - 7.1 it is accompanied by a certified copy of the authority given by the shareholder to the signatory; or
 - 7.2 the Company has already received a certified copy of that authority.
8. The chairman of the meeting may, at his discretion, accept or reject any proxy form or other written appointment of a proxy which is received by the chairman prior to the time when the meeting deals with a resolution or matter to which the appointment of the proxy relates, even if that appointment of a proxy has not been completed and/or received in accordance with these instructions. However, the chairman shall not accept any such appointment of a proxy unless the chairman is satisfied that it reflects the intention of the shareholder appointing the proxy.
9. Any alterations made in this form of proxy must be initialled by the authorised signatory/ies.
10. This proxy form is revoked if the shareholder who granted the proxy:
 - 10.1 gives written notice of such revocation to the Company, so that it is received by the Company by not later than Friday, July 15 2011, at 08:00; or
 - 10.2 appoints another proxy for the meeting; or
 - 10.3 attends the meeting himself in person.
11. All notices which a shareholder is entitled to receive in relation to the Company shall continue to be sent to that shareholder and shall not be sent to the proxy.
12. A minor must be assisted by his/her guardian, unless proof of competency to sign has been recorded by the company.
13. If duly authorised, companies and other corporate bodies who are shareholders of the Company having shares registered in their own name may, instead of completing this proxy form, appoint a representative to represent them and exercise all of their rights at the meeting by giving written notice of the appointment of that representative. This notice will not be effective at the meeting unless it is accompanied by a duly certified copy of the resolution/s or other authorities in terms of which that representative is appointed and is received at the Company’s transfer office, Computershare Investor Services (Proprietary) Limited, 70 Marshall Street, Johannesburg 2001, Republic of South Africa, not later than Thursday, July 14 2011, at 08:00.