### GLOBAL CERTIFICATE

Issued under the Bidvest Limited Domest of Medium Term Note and Commercial Paper Programme

Certificate Number 904

Transfer Number

14 July 2009

Transaction Date

Number of Notes

9

### BIDVest

### **BIDVESTCO LIMITED**

(Incorporated with limited liability under Registration Number 1966/011512/06 in the Republic of South Africa)

Guaranteed by

THE BIDVEST GROUP LIMITED (Incorporated with limited liability under Registration Number 1946/021180/06 in the Republic of South Africa)

### NAME AND ADDRESS OF NOTEHOLDER

Central Depository Nominees (Proprietary) Limited 9 Fricker Road 2196 Given on behalf of the Issuer at Johannesburg on the date printed above. No transfer of any portion of this holding may be registered without the production of this certificate.

Registered Address of Issuer:

3<sup>rd</sup> Floor, Bidvest House, 18 Crescent Drive, Melrose Arch, 2196, South Africa **Bidvestco Limited** 

FirstRand Bank Limited, acting through its Rand Address of Transfer Agent: Registered

Merchant Bank division 14<sup>th</sup> Floor, 1 Merchant Place, Cnr Fredman Drive and Rivonia Road, Sandton, 2196, South Africa

BID02 IN STRUMENT IS 3UE CODE:

ZAG000069550 14 July 2012 R DEEMABLE: IS N NUMBER:

S RIES/: T ANCHE/:

IN FEREST PAYABLE: Fixed Rate as set out in the attached Applicable Pricing Supplement

T is is to certify that the undermentioned is the registered Noteholder of the u dermentioned Notes issued, subject to the terms and conditions set out in the

u dermentioned Programme Memorandum issued in respect of the Notes.

A GREGATE NOMINAL AMOUNT

AR100 000 000 11.20% Senior Unsecured Fixed Rate Notes ue 14 July 2012

Bidvestco Limited uthorised Signatory

Bidvestco Limited Authorised Signatory stRand Bank Lipited, acting through its Rand Merchant Bank division

Transfer Agent

# The Notes represented by this Globa Certificate have not been, and will not be, registered under the United Stat s Securities Act of 1933, as amended.

## The Notes may not be offered, sold or delivered within the United States or to United States persons except in accordance with Regulation Sander the Securities Act of 1933, as amended.

Words and expressions defined or set out in the Terms and Conditions shall bear the same meaning when used herein.

This is to certify that the Noteholder mentioned overleaf is, at the date hereot, entered into the Register as the holder of the aggregate Nominal Amount of Notes, as stated overleat, of the duly authorised issue of Notes described, and having the provisions specified in the Applicable Pricing Supplement and the Terms and Conditions (as defined below).

The Issuer is Bidvestco Limited. The Issuer is a going concern and can in all circumstances be reasonably expected to meet its commitments. The Bidvest Group Limited, the holding company of the Issuer, guarantees the Notes.

The ultimate borrower in respect of this issue of Notes is the Guarantor.

This Global Certificate is issued subject to, and with the benefit of, the Terms and Conditions.

Reterences herein to the Terms and Conditions shall be to the Terms and Conditions of the Notes incorporated herein by reference and as found in Schedule 1 of the Agency Agreement, which expression shall be construed as a retrence to that agreement (as amended, supplemented or restated as of the date hereof) dated 2 August 2007 as modified and supplemented by the information set out in the Applicable Pricing Supplement, but in the event of any conflict between the provisions of the Terms and Conditions and the information set out in the Applicable Pricing Supplement, the Applicable Pricing Supplement shall prevail.

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Subject to and in accordance with the Terms and Conditions, the registered holder(s) of this Global Certificate only is/are entitled to receive on each Instalment Date (if the Notes are repayable in instalments) and on the Maturity Date and/or on such date(s) as the Notes may become due and payable in accordance with the Terms and Conditions, the amount payable under the Terms and Conditions in respect of the Notes on such due date and interest (if any) on the Notes calculated as payable under the Terms and Conditions, all in accordance with the Terms and Conditions.

The Notes represented by this Global Certificate are transferable only in accordance with, and subject to, the provisions hereof (including the legend set out overleaf) and of Condition 15 of the Terms and Conditions and the rules and operating procedures of CSD and BESA. This Global Certificate is governed by, and shall be construed in accordance with, South African law. This Global Certificate shall not be valid unless authenticated by the Transfer Agent.

The auditors of the Issuer confirms that their procedures did not reveal anything which indicates that this issue of Notes under the Programme will not comply in all respects with the provisions of Government Notice 2172 (Government Gazette 16167) of 14 December 1994.

A copy of the Programme Memorandum dated 6 August 2007, as well as turther supplements to the Programme Memorandum, in respect of the Issuer's Domestic Medium Term Note and Commercial Paper Programme and the Agency Agreement, may be obtained from the Transter Agent.

### APPLICABLE PRICING SUPPLEMENT



### BIDVESTCO LIMITED

(Incorporated with limited liability under Registration Number 1966/011512/06 in the Republic of South Africa)

### Guaranteed by

### THE BIDVEST GROUP LIMITED

(Incorporated with limited liability under Registration Number 1946/021180/06 in the Republic of South Africa)

Issue of ZAR100 000 000 11.20% Senior Unsecured Fixed Rate Notes due 14 July 2012 Under its ZAR4 500 000 000 Domestic Medium Term Note and Commercial Paper Programme

This document constitutes the Pricing Supplement relating to the issue of Notes described herein. Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions (the "Terms and Conditions") set forth in the Programme Memorandum dated 2 August 2007 (the "Programme Memorandum"). This Pricing Supplement must be read in conjunction with such Programme Memorandum. To the extent that there is any conflict or inconsistency between the contents of this Pricing Supplement and the Programme Memorandum, the provisions of this Pricing Supplement of the Programme Terms of the Programme Terms of the Programme Terms of the Programme Supplement of the Programme Terms of the Program

### DESCRIPTION OF THE NOTES

1.	Issuer	Bidvestco Limited
2	Guarantor	The Bidvest Group Limited
3	Status of Notes	Unsecured
4.	Tranche Number	1
	Series Number	4
5	Aggregate Principal Amount	ZAR100 000 000
6.	Interest/Payment Basis	Fixed Rate
7	Form of Notes	Registered Notes
8.	Automatic/Optional Conversion from one Interest/Payment Basis to another	N/A
9	Issue Date	14 July 2009
10	Business Centre	Johannesburg
11	Principal Amount per Note	ZAR1 000 000
12	Specified Denomination	ZAR1 000 000
13.	Issue Price	100%
14.	Interest Commencement Date	14 July 2009
15.	Maturity Date	14 July 2012
16.	Applicable Business Day Convention	Modified Following Business Day

17.	Calcu	lation Agent	FirstRand Bank Limited (acting through its Rand Merchant Bank division)	
18.	Payin	ng Agent	FirstRand Bank Limited (acting through its Rand Merchant Bank division)	
19	Speci	fied office of the Paying Agent	14 <sup>th</sup> Floor, 1 Merchant Place, corner Fredman Drive and Rivonia Road	
20.	Trans	ofer Agent	FirstRand Bank Limited (acting through its Rand Merchant Bank division)	
21.	Final	Redemption Amount	100% of Principal Amount	
AUT	HORI	SED AMOUNT		
22		aggregate nominal amount of all Notes d by the Issuer as at the Issue Date	ZAR2 652 000 000	
FIXI	ED RA	TE NOTES		
23.	(a)	Fixed Interest Rate(s)	11 20% per annum	
	(c)	Interest Payment Date(s)	14 January and 14 July in each year up to and including the Maturity Date	
	(d)	Initial Broken Amount	N/A	
	(e)	Final Broken Amount	N/A	
	(f)	Any other terms relating to the particular method of calculating interest	N/A	
FLOATING RATE NOTES		G RATE NOTES	N/A	
PARTLY PAID NOTES		PAID NOTES	N/A	
INSTALMENT NOTES		MENT NOTES	N/A	
MIXED RATE NOTES		RATE NOTES	N/A	
ZEF	o co	DUPON NOTES	N/A	
IND	EXEI	ONOTES	N/A	
EXC	EXCHANGEABLE NOTES		N/A	
EXT	rend	IBLE NOTES	N/A	
OTI	HER I	NOTES	N/A	
	VISIO FURIT	ONS REGARDING REDEMPTION/		
24.	Issue	er's Optional Redemption: if yes:	No	
	(a)	Optional Redemption Date(s)	N/A	
	(b)	Optional Redemption Amount(s) and method, if any, of calculation of such amount(s)	N/A	
	(c)	Minimum Period of Notice (if different to Condition 10.3)	N/A	
	(d)	If redeemable in part:		
		Minimum Redemption Amount(s)	N/A	

	Higher Redemption Amount(s)	N/A
(e)	Other terms applicable on Redemption	
(f)	Other terms applicable on Redemption	N/A
(g)	Attach pro forma put notice(s)	
Early redea Defa	mption for taxation reasons or on Event of	N/A

### **GENERAL**

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26.	Financial Exchange		BESA
27.	Additional selling restrictions		N/A
28.	(a)	International Securities Numbering (ISIN)	ZAG000069550
	(b)	Stock Code	BID02
29.	If syr	ndicated, names of managers	N/A
30.	Credit Rating assigned to Notes, the Issuer or the Guarantor as at the Issue Date (if any)		A+(zaf)
31.	Appl	icable Rating Agency/ies	Fitch Southern Africa (Proprietary) Limited
32	Last	Day to Register	3 January or 3 July which shall mean that the
			Register to the next applicable Payment Day or 10 days prior to the actual redemption date
33.	Other	r provisions	N/A

### DISCLOSURE REQUIREMENTS IN TERMS OF PARAGRAPH 3(5) OF THE COMMERCIAL PAPER REGULATIONS

### 34 Paragraph 3(5)(a)

The ultimate borrower is the Guarantor.

### 35 Paragraph 3(5)(b)

The Issuer is a going concern and can in all circumstances be reasonably expected to meet its commitments under the Notes.

### 36. Paragraph 3(5)(c)

The auditor of the Issuer is Deloitte & Touche

### 37. Paragraph 3(5)(d)

As at the date of this Applicable Pricing Supplement:

- (i) the Issuer has issued ZAR2 652 000 000 000 (inclusive of this issue) commercial paper; and
- (ii) to the best of the Issuer's knowledge and belief, the Issuer estimates to issue ZAR1 500 000 000 commercial paper during the current financial year, ending 30 June 2010.

### 38. Paragraph 3(5)(f)

There has been no material adverse change in the Issuer's financial position since the date of its last audited financial statements.

### 39. Paragraph 3(5)(g)

The Notes issued will be listed.

84/ABS/4709 AGR/A/ABS4709-APPLICABLE PRICING SUPPLEMENT (BID02)\_(FINAL) DOC CvH/LLH/aw

### 40. Paragraph 3(5)(h)

The funds to be raised through the issue of the Notes are to be used for the refinancing of existing debt, and extending the funding profile, of the Guarantor.

### 41 <u>Paragraph 3(5)(i)</u>

The obligations of the Issuer in respect of the Notes are unsecured, but guaranteed by the Guarantor.

### 42. Paragraph 3(5)(j)

Deloitte & Touche, the statutory auditors of the Issuer, have confirmed that their procedures did not reveal anything which indicates that this issue of Notes issued under the Programme will not comply in all respects with the relevant provisions of the Commercial Paper Regulations

Application is hereby made to list this issue of Notes on 14 July 2009.

SIGNED att	this day of 200
For and on behalf of	
BIDVESTCO LIMITED	$f_{T}H$
- 1	////
$\mathcal{M}_{-}$	All make
1	- ANDA.
Name: DE CLEASBY	Name: P. Jaman
Capacity: Director	Capacity: Director
Who warrants his authority hereto	Who warrants his authority hereto

### GLOBAL CERTIFICATE

Issued under the Bidvest Limited Domest S Medium Term Note and Commercial Paper Programme

Certificate Number 905

Transfer Number

14 July 2009

Transaction Date

Number of Notes

250

**BID**Vest

### (Incorporated with limited liability under Registration Number 1966/011512/06 in the Republic of South Africa) BIDVESTCO LIMITED

### Guaranteed by

THE BIDVEST GROUP LIMITED (Incorporated with limited liability under Registration Number 1946/021180/06 in the Republic of South Africa)

### NAME AND ADDRESS OF NOTEHOLDER

Central Depository Nominees (Proprietary) Limited 9 Fricker Road

Illovo 2196

Given on behalf of the Issuer at Johannesburg on the date printed above. No transfer of any portion of this holding may be registered without the production of this certificate.

Address of Issuer: Registered

3<sup>rd</sup> Floor, Bidvest House, 18 Crescent Drive, Melrose Arch, 2196, South Africa Bidvestco Limited

Address of Transfer Agent: Registered

Merchant Bank division 14<sup>th</sup> Floor, 1 Merchant Place, Cnr Fredman Drive and Rivonia Road, Sandton, 2196, South Africa

FirstRand Bank Limited, acting through its Rand

IN STRUMENT
IS SUE CODE:

BID03

ZAG000069568 IS N NUMBER:

R DEEMABLE:

14 July 2012

T ANCHE/: RIES/:

IN FEREST PAYABLE: Floating Rate as set out in the attached Applicable Pricing Supplement

the T is is to certify that the undermentioned is the registered Noteholder of

u dermentioned Notes issued, subject to the terms and conditions set out in the

u dermentioned Programme Memorandum issued in respect of the Notes.

GREGATE NOMINAL AMOUNT

AR250 000 000 Senior Unsecured Floating Rate Notes due 14 uly 2012

Bidvestco Limited Uthorised Signatory

Bidvestco Limited Authorised Signatory

irs Rand Bank Limited, acting through its Rand Merchant Bank division

Transfer Agent

# The Notes represented by this Globa Certificate have not been, and will not be, registered under the United States Securities Act of 1933, as amended.

## The Notes may not be offered, sold or delivered within the United States or to United States persons except in accordance with Regulation S Inder the Securities Act of 1933, as amended

Words and expressions defined or set out in the Terms and Conditions shall bear the same meaning when used herein.

This is to certify that the Noteholder mentioned overleaf is, at the date hereot, entered into the Register as the holder of the aggregate Nominal Amount of Notes, as stated overleat, of the duly authorised issue of Notes described, and having the provisions specified in the Applicable Pricing Supplement and the Terms and Conditions (as

The Issuer is Bidvestco Limited. The Issuer is a going concern and can in all circumstances be reasonably expected to meet its commitments. The Bidvest Group Limited, the holding company of the Issuer, guarantees the Notes.

The ultimate borrower in respect of this issue of Notes is the Guarantor.

This Global Certificate is issued subject to, and with the benefit of, the Terms and Conditions.

Reierences herein to the Terms and Conditions shall be to the Terms and Conditions of the Notes incorporated herein by reterence and as found in Schedule 1 of the Agency Agreement, which expression shall be construed as a reterence to that agreement (as amended, supplemented or restated as five date hereof) dated 2 August 2007 as modified and supplemented by the information set out in the Applicable Pricing Supplement, but in the event of any conflict between the provisions of the Terms and Conditions and the information set out in the Applicable Pricing Supplement, the Applicable Pricing Supplement shall prevail.

Subject to and in accordance with the Terms and Conditions, the registered holder(s) of this Global Certificate only is/are entitled to receive on each instalment Date (if the Notes are repayable in instalments) and on the Maturity Date and/or on such date(s) as the Notes may become due and payable in accordance with the Terms and Conditions, the amount payable under the Terms and Conditions in respect of the Notes on such due date and interest (if any) on the Notes calculated as payable as provided in the Terms and Conditions, together with any other sums payable under the Terms and Conditions, all in accordance with the Terms and Conditions.

The Notes represented by this Global Certificate are transferable only in accordance with, and subject to, the provisions hereof (including the legend set out overlear) and or Condition 15 of the Terms and Conditions and the rules and operating procedures of CSD and BESA. This Global Certificate is governed by, and shall be construed in accordance with, South African law. This Global Certificate shall not be valid unless authenticated by the Transfer Agent.

The auditors of the Issuer confirms that their procedures did not reveal anything which indicates that this issue of Notes under the Programme will not comply in all respects with the provisions of Government Notice 2172 (Government Gazette 16167) of 14 December 1994

A copy of the Programme Memorandum dated 6 August 2007, as well as further supplements to the Programme Memorandum, in respect of the Issuer's Domestic Medium Term Note and Commercial Paper Programme and the Agency Agreement, may be obtained from the Transfer Agent.

### APPLICABLE PRICING SUPPLEMENT



### BIDVESTCO LIMITED

(Incorporated with limited liability under Registration Number 1966/011512/06 in the Republic of South Africa)

### Guaranteed by

### THE BIDVEST GROUP LIMITED

(Incorporated with limited liability under Registration Number 1946/021180/06 in the Republic of South Africa)

Issue of ZAR250 000 000 Senior Unsecured Floating Rate Notes due 14 July 2012 Under its ZAR4 500 000 000 Domestic Medium Term Note and Commercial Paper Programme

This document constitutes the Pricing Supplement relating to the issue of Notes described herein. Ierms used herein shall be deemed to be defined as such for the purposes of the terms and conditions (the "Terms and Conditions") set forth in the Programme Memorandum dated 2 August 2007 (the "Programme Memorandum"). This Pricing Supplement must be read in conjunction with such Programme Memorandum. To the extent that there is any conflict or inconsistency between the contents of this Pricing Supplement and the Programme Memorandum, the provisions of this Pricing Supplement do not apply to the Notes described herein, they may be deleted in this Pricing Supplement or indicated to be not applicable.

### DESCRIPTION OF THE NOTES

1.	Issuer	Bidvestco Limited
2.	Guarantor	The Bidvest Group Limited
3	Status of Notes	Unsecured
4.	Tranche Number	1
	Series Number	5
<b>5</b> .	Aggregate Principal Amount	ZAR250 000 000
6.	Interest/Payment Basis	Floating Rate
7	Form of Notes	Registered Notes
8	Automatic/Optional Conversion from one Interest/Payment Basis to another	N/A
9.	Issue Date	14 July 2009
10.	Business Centre	Johannesburg
11.	Principal Amount per Note	ZAR1 000 000
12.	Specified Denomination	ZAR1 000 000
13.	Issue Price	100%
14.	Interest Commencement Date	14 July 2009
15	Maturity Date	14 July 2012
16	Applicable Business Day Convention	Modified Following Business Day

17.	Calcı	llation Agent	FirstRand Bank Limited (acting through its Rand Merchant Bank division)
18	Payir	ng Agent	FirstRand Bank Limited (acting through its Rand Merchant Bank division)
19.	Spec	fied office of the Paying Agent	14 <sup>th</sup> Floor, 1 Merchant Place, corner Fredman Drive and Rivonia Road
20.	Trans	ofer Agent	FirstRand Bank Limited (acting through its Rand Merchant Bank division)
21	Final	Redemption Amount	100% of Principal Amount
AUT	HOR	SED AMOUNT	
22.		aggregate nominal amount of all Notes d by the Issuer as at the Issue Date	ZAR2 652 000 000
FIX	ED RA	TE NOTES	N/A
FLO	ATIN	G RATE NOTES	
23.	(a)	Interest Payment Date(s)	14 October, 14 January, 14 April and 14 July of each year until Maturity Date
	(b)	Interest Period(s)	Each period from and including, one Interest Payment Date to, but excluding, the following Interest Payment Date, provided that the first Interest Period shall be from and including the Interest Commencement Date to, but excluding, the first Interest Payment Date
	(c)	Definitions of Business Day (if different from that set out in Condition 1)	N/A
	(d)	Interest Rate(s)	Reference Rate plus Margin
	(e)	Minimum Interest Rate	N/A
	(f)	Maximum Interest Rate	N/A
	(g)	Other terms relating to the method of calculating interest (e.g., Day Count Fraction, rounding up provision, if different	N/A
24		from Condition 8.2)	
		from Condition 8.2) ner in which the Interest Rate is to be mined	Screen Rate Determination
25.		ner in which the Interest Rate is to be mined	Screen Rate Determination 2.90% to be added to the relevant Reference Rate
25. 26.	deter Marg	ner in which the Interest Rate is to be mined	
	deter Marg If IS	ner in which the Interest Rate is to be mined	2 90% to be added to the relevant Reference Rate
26.	deter Marg If IS	ner in which the Interest Rate is to be mined gin  DA Determination	2.90% to be added to the relevant Reference Rate N/A
26.	Marg If IS	ner in which the Interest Rate is to be mined gin  DA Determination  reen Determination  Reference Rate (including relevant period by reference to which the Interest Rate is to	2.90% to be added to the relevant Reference Rate N/A

Johannesburg time, on the relevant Interest Payment Date, rounded to the nearest third decimal point

28 If Interest Rate to be calculated otherwise than by N/A reference to 26 or 27 above, insert basis for determining Interest Rate/Margin/Fall back provisions

PARTLY PAID NOTES N/A **INSTALMENT NOTES** N/A MIXED RATE NOTES N/A ZERO COUPON NOTES N/A INDEXED NOTES N/A **EXCHANGEABLE NOTES** N/A **EXTENDIBLE NOTES** N/A N/A OTHER NOTES

### PROVISIONS REGARDING REDEMPTION/ MATURITY

Issuer's Optional Redemption: if yes:

No

Optional Redemption Date(s) (a)

N/A

(b) Optional Redemption Amount(s) and N/A method, if any, of calculation of such amount(s)

- Minimum Period of Notice (if different to N/A (c) Condition 103)
- (d) If redeemable in part:

Minimum Redemption Amount(s)

N/A

Higher Redemption Amount(s)

N/A

Other terms applicable on Redemption (e)

N/A

(f) Other terms applicable on Redemption N/A

- Attach pro forma put notice(s) (g)
- Early Redemption Amount(s) payable on N/A redemption for taxation reasons or on Event of Default

### **GENERAL**

31. Financial Exchange **BESA** 32. Additional selling restrictions N/A

33 International Securities Numbering (ISIN) (a)

ZAG000069568

Stock Code

BID03

If syndicated, names of managers 34

N/A

35. Credit Rating assigned to Notes, the Issuer or the A+(zaf) Guarantor as at the Issue Date (if any)

36. Applicable Rating Agency/ies

Fitch Southern Africa (Proprietary) Limited

37 Last Day to Register

3 October, 3 January, 3 April or 3 July of each year until the Maturity Date which shall mean that the Register will be closed from each Last Day to Register to the next applicable Payment Day or 10 days prior to the actual redemption date

38. Other provisions

N/A

### DISCLOSURE REQUIREMENTS IN TERMS OF PARAGRAPH 3(5) OF THE COMMERCIAL PAPER REGULATIONS

39. Paragraph 3(5)(a)

The ultimate borrower is the Guarantor

40. Paragraph 3(5)(b)

The Issuer is a going concern and can in all circumstances be reasonably expected to meet its commitments under the Notes.

41 Paragraph 3(5)(c)

The auditor of the Issuer is Deloitte & Touche

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As at the date of this Applicable Pricing Supplement:

- (i) the Issuer has issued ZAR2 652 000 000 (inclusive of this issue) commercial paper; and
- (ii) to the best of the Issuer's knowledge and belief, the Issuer estimates to issue ZAR1 500 000 000 commercial paper during the current financial year, ending 30 June 2010

### 43. Paragraph 3(5)(f)

There has been no material adverse change in the Issuer's financial position since the date of its last audited financial statements.

44 Paragraph 3(5)(g)

The Notes issued will be listed.

45 <u>Paragraph 3(5)(h)</u>

The funds to be raised through the issue of the Notes are to be used for the refinancing of existing debt, and extending the funding profile, of the Guarantor

46. Paragraph 3(5)(i)

The obligations of the Issuer in respect of the Notes are unsecured, but guaranteed by the Guarantor.

47. Paragraph 3(5)(j)

Deloitte & Touche, the statutory auditors of the Issuer, have confirmed that their procedures did not reveal anything which indicates that this issue of Notes issued under the Programme will not comply in all respects with the relevant provisions of the Commercial Paper Regulations.

Application is hereby made to list this issue of Notes on 14 July 2009

84/ABS/4709 AGR/A/ABS4709-APPLICABLE PRICING SUPPLEMENT (BID03)\_(FINAL) DOC CvH/LLH/aw

SIGNED at	_ this	day of 20	009.
For and on behalf of BIDVESTCO LIMITED  Name: Capacity: Director Who warrants his authority hereto		Name: Capacity: Director Who warrants his authority hereto	-

