

**Schedule 2
EXHIBIT A**

**FORM OF CERTIFICATE TO BE DELIVERED IN CONNECTION WITH
TRANSFERS OF NOTES
PURSUANT TO REGULATION S
TO PERMIT REMOVAL OF THE RULE 144A LEGEND
The Bidvest Group (UK) plc (the “Issuer”)
U.S.\$800,000,000 3.625 per cent. senior notes due 2026**

[DATE]

In connection with our transfer of U.S.\$[] principal amount of Notes, we confirm that such transfer has been effected pursuant to and in accordance with Regulation S under the Securities Act of 1933, and, accordingly, we represent that:

- 1** the Notes were offered and sold in an “offshore transaction” within the meaning of Rule 902 of Regulation S; and
- 2** no directed selling efforts have been made in the United States within the meaning of Rule 903(a)(2) or Rule 904(a)(2) of Regulation S, as applicable; the transaction is not part of a plan or scheme to evade the registration requirements of the Securities Act.

In addition, if the undersigned is an officer or director of the Issuer, or a distributor or any affiliate of the Issuer, such sale is made in accordance with the applicable provisions of Rule 904(b)(2) of Regulation S. Accordingly, we request that you issue Notes which do not bear the Rule 144A Legend (as defined in the Trust Deed dated 2 February 2017 constituting the Notes).

[Details of the relevant accounts at Euroclear Bank SA/NV or Clearstream Banking, S.A., as the case may be, and The Depository Trust Company to be credited and debited, respectively, are as follows: [insert details]]

In connection with such request, we hereby certify that such transfer has been effected in accordance with the transfer restrictions set forth in the Notes.

This certificate and the statements contained herein are made for your benefit and the benefit of the Issuer and the Company. Terms used in this certificate have the meanings set forth in Regulation S.

[Name of Transferor]

By: _____

Authorised Signature

SIGNATURE GUARANTEE: _____

Signatures must be guaranteed by an “eligible guarantor institution” meeting the requirements of the Registrar, which requirements include membership or participation in the Security Transfer Agent Medallion Program (“STAMP”) or such other “signature guarantee program” as may be determined by the Registrar in addition to, or in substitution for, STAMP, all in accordance with the Securities Exchange Act of 1934, as amended.

Schedule 2
EXHIBIT B

**FORM OF CERTIFICATE TO BE DELIVERED BY TRANSFEROR IN
CONNECTION WITH TRANSFERS OF NOTES PURSUANT TO
RULE 144A TO REQUEST ADDITION OF THE RULE 144A LEGEND**

The Bidvest Group (UK) plc (the “Issuer”)

U.S.\$800,000,000 3.625 per cent. senior notes due 2026

[DATE]

Reference is hereby made to the trust deed dated on or around the date hereof (the “**Trust Deed**”) in relation to the issue of U.S.\$800,000,000 3.625 per cent. senior notes due 2026 issued by the Issuer (the “**Notes**”). Terms used herein and defined in the Trust Deed are used herein as so defined. Other terms have the meaning given to them in Regulation S.

This letter relates to U.S.\$[] principal amount of Notes which are held in the form of a Note which does not bear the Rule 144A Legend (as defined in the Trust Deed constituting the Notes) in the name of [transferor] (the “**Transferor**”). The Transferor has requested an exchange or transfer of such beneficial interest in the Notes for an interest in a Note bearing the Rule 144A Legend.

In connection with such request, and in respect of such Notes the Transferor acknowledges (or if the Transferor is acting for the account of another person, such person has confirmed to the Transferor that it acknowledges) that such Notes have not been and will not be registered under the U.S. Securities Act of 1933 as amended (the “**Securities Act**”), the Transferor hereby certifies that such transfer has been effected (i) in accordance with all applicable transfer restrictions, (ii) in a transaction meeting the requirements of Rule 144A under the Securities Act, (iii) to a transferee that the Transferor reasonably believes is a “qualified institutional buyer” within the meaning of Rule 144A (a “**QIB**”), that is acquiring Notes for its own account or for the account of a QIB, and (iv) in accordance with applicable securities laws of any state of the United States or any other jurisdiction.

The Transferor does hereby certify that such transfer has been effected pursuant to and in accordance with Rule 144A under the Securities Act and accordingly the Transferor does hereby further certify that the beneficial interests in the Notes are being transferred to a person that the Transferor reasonably believes:

- 1** is (a) a QIB (b) acquiring such Notes for its own account or for the account of a QIB (c) aware, and each beneficial owner of such Notes has been advised, that the sale of such Notes to it is being made in reliance on Rule 144A;
- 2** understands that such Notes have not been and will not be registered under the Securities Act and may not be offered, sold, pledged or otherwise transferred except (a) in accordance with Rule 144A to a person that it and any person acting on its behalf reasonably believe is a QIB purchasing for its own account or for the account of a QIB, or (b) in an “offshore transaction” (as defined in Regulation S under the Securities Act) in accordance with Rule 903 or Rule 904 of Regulation S under the Securities Act, or (c) pursuant to an exemption from registration under the Securities Act provided by Rule 144 thereunder (if available), or (d) pursuant to any other available exemption from the registration requirements of the Securities Act, and in each case in accordance with any applicable securities laws of any State of the United States.

- 3 acknowledges that, prior to any transfer of Definitive Notes or of beneficial interests in the Global Notes, the holder of Definitive Notes or the holder of beneficial interests in Global Notes, as the case may be, may be required to provide certifications and other documentation relating to the manner of such transfer and submit such certifications and other documentation as provided in the Trust Deed.
- 4 In addition, the Transferor does hereby certify that (i) the Transferor has provided notice of these restrictions to the Transferee, (ii) the Transferee has confirmed to the Transferor that it acknowledges that the Issuer, the Company, the Registrar, the Transfer Agent, the Trustee and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that, if any of the acknowledgements, representations or agreements deemed to have been made by it by its transfer of Notes pursuant to Rule 144A is no longer accurate, it shall promptly notify the Issuer, and that if the Transferee is acquiring any Notes for the account of one or more persons who are QIBs, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of each such account and (iii) the Transferor will provide any purchaser from it of the Notes notice of the transfer restrictions set forth above.

[Details of the relevant accounts at Euroclear Bank SA/NV or Clearstream Banking, S.A., as the case may be, and The Depository Trust Company to be credited and debited, respectively, are as follows [insert details]]

We hereby request that you issue Notes which bear the Rule 144A Legend.

We understand that this certificate is required in connection with certain securities laws of the United States. In connection therewith, if administrative or legal proceedings are commenced or threatened in connection with which this certificate is or would be relevant, we irrevocably authorise you to produce this certificate to any interested party in such proceedings.

Yours faithfully,

[Insert name of Transferor]

By: _____
Authorised Signature

Date: _____

SIGNATURE GUARANTEE: _____

Signatures must be guaranteed by an “eligible guarantor institution” meeting the requirements of the Registrar, which requirements include membership or participation in the Security Transfer Agent Medallion Program (“STAMP”) or such other “signature guarantee program” as may be determined by the Registrar in addition to, or in substitution for, STAMP, all in accordance with the Securities Exchange Act of 1934, as amended.