

- Delivered by Email To:**
- All known Creditors of Tongaat Hulett Limited (in business rescue)
  - Companies and Intellectual Property Commission
- Displayed:**
- Registered office and principal place of business of the Company
- Published:**
- On the website maintained by the Company and accessible by Affected Persons
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04 December 2022

**NOTICE TO ALL KNOWN CREDITORS ("Creditors") OF TONGAAT HULETT LIMITED (IN BUSINESS RESCUE) ("Company")**

**1. NOTICE IN RESPECT OF THE BUSINESS RESCUE PROCEEDINGS OF THE COMPANY IN TERMS OF SECTION 143(3) OF THE COMPANIES ACT 71 OF 2008, AS AMENDED**

- 1.1. Notice is hereby given to all known Creditors of the Company, pursuant to the provisions of Sections 143(3) of the Companies Act 71 of 2008 ("**Companies Act**") that a virtual meeting of Creditors will be convened for the purpose of procuring a vote in terms of section 143(3)(a) of the Companies Act ("**Meeting**").
- 1.2. Section 143(3) of the Companies Act permits a business rescue practitioner, in agreement with the company in business rescue (in this case Tongaat Hulett Limited), to conclude a fee agreement ("**Remuneration Agreement**") if the requisite support is obtained from the creditors and shareholders of the Company.
- 1.3. In order for the Remuneration Agreement to be final and binding on the Company, the following support is required –
- 1.3.1. the holders of a majority of the creditors' voting interests present and voting at a meeting called for the purpose of considering the Remuneration Agreement; and
  - 1.3.2. the holders of a majority of the voting rights attached to any shares of the company that entitle the Creditor/s to a portion of the residual value of the company on winding up, present and voting at a meeting called for the purpose of considering the Remuneration Agreement.
- 1.4. In this regard, due to the considerable number of Creditors of the Company and the logistics associated with Creditors being required to travel to one location to attend the Meeting of Creditors

in terms of Section 143(3)(a), the business rescue practitioners (“**BRPs**”) have determined that this Meeting of Creditors, should be convened virtually and not in person at a specified venue.

1.5. Please see the Virtual Meeting details, below:

**Date:** Friday 09 December 2022  
**Time:** 10h00 – 11h00  
**Meeting Type:** Microsoft Teams Live Event

To join the Virtual Microsoft Teams Live Event, **please click the link below:**

[https://teams.microsoft.com/l/meetup-join/19%3ameeting\\_MzJIYjNjODktZTk0ZS00MWJmLTlkMmQtMDdkN2FkMjkxZDZI%40thead.v2/0?context=%7B%22Tid%22%3A%22b7d38a71-93f8-44d1-adfa-3667a718fc4c%22%2C%22Oid%22%3A%229326ff71-8597-4a3a-b2db-278dc43374a4%22%2C%22IsBroadcastMeeting%22%3Atrue%2C%22role%22%3A%22a%22%7D&btype=a&role=a](https://teams.microsoft.com/l/meetup-join/19%3ameeting_MzJIYjNjODktZTk0ZS00MWJmLTlkMmQtMDdkN2FkMjkxZDZI%40thead.v2/0?context=%7B%22Tid%22%3A%22b7d38a71-93f8-44d1-adfa-3667a718fc4c%22%2C%22Oid%22%3A%229326ff71-8597-4a3a-b2db-278dc43374a4%22%2C%22IsBroadcastMeeting%22%3Atrue%2C%22role%22%3A%22a%22%7D&btype=a&role=a)

1.6. A summary of the BRPs Remuneration Agreement is available and accessible to Creditors for their consideration on the Company’s website at: [www.tongaat.com](http://www.tongaat.com), under the ‘Business Rescue’ tab.

## **2. Voting in terms of section 143(3)(a) of the Companies Act**

2.1. All Creditors present at the Meeting, will be entitled to submit their vote for, against or to abstain from voting, with regard to their support of the BRPs Remuneration Agreement, when the BRPs submit their request for votes to be cast, to those Creditors present and voting at the Meeting.

2.2. Voting will be conducted by way of the interactive Q&A chat box panel in the virtual Meeting or by way of email.

2.3. Creditors present and voting at the Meeting may cast their votes by:

2.3.1. typing it into the Q&A chat box panel in the virtual Meeting, or

2.3.2. by emailing it to the BRPs email address at: [BR@tongaat.com](mailto:BR@tongaat.com) and which email may be received by the Company at any time before or during the Meeting but must be received by the Company **prior to the closure of the Meeting.**

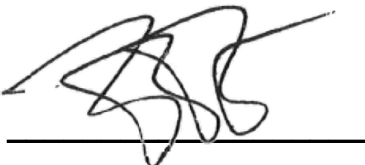
2.4. Voting by proxy is also permitted. We have included a proxy form herein, marked as “**Annexure B**” for the purpose of nominating a person to vote on your behalf at the Meeting and submitting your vote by proxy.

- 2.5. If a Creditor chooses to vote by proxy, they must submit their proxy form to the BRPs at the business rescue email address aforesaid, and which email may be received by the Company before or at any time during the Meeting but must be received by the Company **prior to the closure of the Meeting.**
- 2.6. Proxy forms in this regard are also available to download off the Company's website, under the 'Business Rescue' tab at: <https://www.tongaat.com/business-rescue/>.
- 2.7. The BRPs will determine the outcome of their request for Creditors' approval of their Remuneration Agreement, based on the votes submitted by Creditors or their Proxy's, present and voting at the Meeting. Thereafter, a Notice to Affected Persons regarding the outcome of this vote will be distributed to all Affected Persons

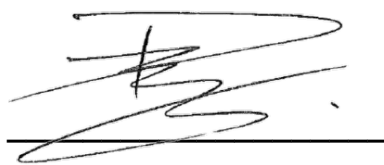
### **3. CLOSING REMARKS**

- 3.1. Please note that, although you have been invited to this Meeting, nothing in this letter shall be construed to be an admission of your status as a Creditor of the Company, which status will be determined by the BRPs in the course of the business rescue proceedings.
- 3.2. Creditors are reminded that all notices and documents regarding the business rescue proceedings of the Company that have been and/or will be circulated to all known Affected Persons, are/will be published and made available to all Affected Persons, on the Company's website, under the 'Business Rescue' tab at: <https://www.tongaat.com/business-rescue/>.
- 3.3. If you have any queries in this regard, they may be directed to the business rescue email address at: [BR@tongaat.com](mailto:BR@tongaat.com).

Yours faithfully,



**TJ Murgatroyd**



**PF van den Steen**



**GC Albertyn**

**The Joint Business Rescue Practitioners of Tongaat Hulett Limited (in business Rescue)**

**TONGAAT HULETT LIMITED (in business rescue)**

**PROXY FORM**

For use by the **Creditors** of Tongaat Hulett Limited (in business rescue) ("**Company**"), for the purposes of voting on the business rescue practitioners request for approval of their Remuneration Agreement, in terms of Section 143(3) of the Companies Act 71 of 2008, as amended ("**Companies Act**"), at the vote to be conducted at a meeting of the Creditors of the Company, convened for the purposes of procuring this vote, to be held virtually as a Microsoft Teams Live Event on **09 December 2022** and/or any postponement thereof ("**Meeting**").

**NAME OF CREDITOR:** \_\_\_\_\_

I / We, being a Creditor of the Company, do hereby nominate, constitute and appoint:

i. \_\_\_\_\_ or failing him / her;

ii. \_\_\_\_\_ or failing him / her;

iii. Any one of the business rescue practitioners ("**BRPs**").

as my / our proxy to attend and act for me / us and on my / our behalf at the Meeting to be held for the purpose of creditor's consideration of the proposed Remuneration Agreement concluded between the Company and the BRPs of the Company and for the purpose of procuring a vote from creditors of the Company, in terms of section 143(3)(a) of the Act, and to vote in accordance with my / our instructions as set out in the table below (mark the appropriate block with an 'x'):

VOTE IN FAVOUR	VOTE AGAINST	ABSTAIN FROM VOTING

**SIGNED at** \_\_\_\_\_ **on this** \_\_\_\_\_ **day of** \_\_\_\_\_ **2022**

\_\_\_\_\_  
**SIGNATURE/S**

\_\_\_\_\_  
**NAME/S**

Who warrants that he is/she is/they are duly authorised thereto

**NOTES ON THIS PROXY FORM:**

1. A Creditor may insert the name of a proxy or the names of two alternative proxies of his/her choice in the space provided, with or without deleting "any one of the business rescue practitioners". The person whose name stands first on the form of proxy and who is present and voting at the Meeting will be entitled to act as proxy to the exclusion of those whose names follow.
2. The form of proxy may be emailed to the Company's business rescue email address: [BR@tongaat.com](mailto:BR@tongaat.com), and may be received by the Company before or at any time during the Meeting but must be received by the Company **prior to closure of the Meeting**.
3. The completion and lodging of this form of proxy will not preclude the relevant Creditor from virtually attending and participating in the Meeting and voting thereat, to the exclusion of the proxy appointed in terms thereof, should such Creditor wish to do so.
4. If this proxy is signed under power of attorney or by a representative on behalf of a company, close corporation or trust, it must be accompanied by an appropriate power of attorney (for an individual) or authorising resolution/letter (for a juristic person) - as is applicable - giving such representative the authority to act as proxy and vote at the Meeting.