



TongaatHulett®

- Delivered by Email To:**
- All known Affected Persons 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 to Affected Persons
 - Availability recorded in an announcement to shareholders on the Stock Exchange News Service (SENS), released after distribution.
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December 2023

REPORT ON THE STATUS OF THE BUSINESS RESCUE PROCEEDINGS OF TONGAAT HULETT LIMITED (IN BUSINESS RESCUE) ("COMPANY" OR "THL")

1. GENERAL

- 1.1. In accordance with section 132(3)(a) and section 132(3)(b) of the Companies Act 71 of 2008, as amended ("**Companies Act**"), when the business rescue proceedings of a company have not concluded within 3 months of the date on which they started, a business rescue practitioner is required to-
- 1.1.1. prepare a report on the progress of the business rescue, and update it at the end of each subsequent month until the end of the business rescue proceedings; and
- 1.1.2. deliver the report and each update to each affected person and to the Companies and Intellectual Property Commission ("**CIPC**").
- 1.2. Accordingly, we hereby provide you with the twelfth report, being the December 2023 report, on the status of the Company's business rescue proceedings.

2. **BUSINESS RESCUE UPDATES**

The following matters have occurred or remain relevant since the distribution and publication of the Company's November 2023 business rescue status update report ("**November Report**"):

2.1. **Section 151 Meeting and outcome of the vote on the Amended Business Rescue Plan**

2.1.1. On 29 November 2023, the BRPs published two amended business rescue plans for the Company, being the RGS Transactions and Vision Transactions business rescue plans ("**the November Plans**") respectively. The section 151 meeting of the Companies Act 71 of 2008 ("**Section 151 Meeting**") was intended to be held for the purpose of considering and voting on the November Plans on 8 December 2023.

2.1.2. However, the business rescue of THL has been bedevilled by numerous challenges, not least of which has been the ongoing threats and/or institution of legal proceedings aimed at interdicting the business rescue process. Various challenges and legal proceedings have been made and/or brought at the instance of various groups and/or entities with frequently divergent interests. If not adequately anticipated and/or fully dealt with, these challenges threatened to halt the business rescue process, with the almost inevitable consequence of the liquidation of THL.

2.1.3. The abovementioned ongoing challenges and/or legal action have had the unfortunate effect of delaying the meeting to vote on a plan and extending the duration of the business rescue proceedings.

2.1.4. On 5 December 2023, RCL and SASA applied to court for an interdict to stop the Section 151 Meeting vote taking place on 8 December 2023. On or about 7 December 2023, the court ordered:

- the postponement of the hearing of the interdict applications to 13 December 2023; and
- the adjournment of the Section 151 Meeting to 14 December 2023.

2.1.5. On 13 December 2023 Judge Vahed ordered inter alia that:

- the Section 151 Meeting convened for 14 December 2023 be adjourned *sine die* and be reconvened on a date not later than 11 January 2024; and
- the November Plans published on 29 November 2023 in their unamended form shall

not be voted on.

2.1.6. In order to militate against further challenges to the business rescue process, the BRPs elected to implement a methodology to ensure that Affected Persons had the opportunity to consider the alternative business rescue proposals that were available and allow Creditors the right to vote on the proposal (i.e. RGS or Vision) of their choosing:

- the November Plans were published on 29 November 2023; and
- proposed edits to the November Plans were distributed to Affected Persons on 2 January 2024, which amendments were to be proposed at the Section 151 Meeting scheduled for 10 January 2024.

2.1.7. The BRPs received a notification from RGS at approximately 13h40 on Tuesday 9 January 2024 that RGS withdraws the RGS Transactions business rescue plan and as a result, only the Vision Transactions business rescue plan and the amendments in respect of this plan were proposed to Creditors for consideration ("**Amended Plan**").

2.1.8. The Section 151 Meeting was reconvened on 10 January 2024, which meeting was stood down and continued into 11 January 2024, for the purpose of considering and voting on the Amended Plan. At the Section 151 Meeting:

- The various amendments to be incorporated into the Amended Plan were proposed, seconded and approved by the requisite majority of creditors.
- Votes for the approval and adoption of the Amended Plan were cast by all Creditors and any other holders of a voting interest, present and voting at the meeting, and of the votes cast:
 - ✓ 98.51% voted in favour of the Amended Plan; and
 - ✓ 1.49% voted against the Amended Plan.
- Of the votes cast in support of the Amended Plan by the independent Creditors with voting interests:
 - ✓ 98.47% of the independent creditors voted in favour of the Amended Plan; and
 - ✓ 1.53% of the independent creditors voted against the Amended Plan.

2.1.9. Based on the above, the Amended Plan has been approved with an overwhelming majority of support and has therefore been adopted. As the Amended Plan does not alter the rights of

the holders of any class of the company's securities, the approved and adopted Amended Plan is final and binding on the Company and on all Affected Persons.

2.2. Business Rescue Proceedings of other Tongaat Hulett Group Entities

- 2.2.1. The adopted business rescue plan for Tongaat Hulett Developments Proprietary Limited ("THD") as published on Friday, 19 May 2023 continues to be implemented.
- 2.2.2. The amended business rescue plans for Tongaat Hulett Sugar South Africa Limited ("THSSA") and Voermol Feeds Proprietary Limited ("Voermol"), were also published on 29 November 2023. Their respective Section 151 Meetings have been adjourned and will be held on a date within 3 weeks from the date at which the Section 151 Meeting of THL has been concluded and wherein the section 152(2) vote has taken place.
- 2.2.3. Separate monthly status update reports are provided for THD, THSSA and Voermol, which reports are uploaded and made accessible to Affected Persons on the Company's website at: <http://www.tongaat.com>, under the 'Business Rescue' tab.

2.3. Litigation Matters

- 2.3.1. The application to court referred to in the notice to Affected Persons on 15 June 2023. The matter was heard in court on the 13th and 14th of September 2023 and judgement was reserved. On 29 November 2023, the application was dismissed with costs. The written judgement in respect of such order was handed down on 4 December 2023. Following due consideration by THL, the BRPs and their legal advisors, leave to appeal the judgment has been sought.

2.4. Creditor Claims

- 2.4.1. Creditors are reminded to review their claims as they are reflected in 'Annexure A' of adopted and Amended Plan, which reflects all claims in accordance with the Company's records. In the event that you identify any discrepancies between your submitted claim and your claim amount recorded by the Company, please do not hesitate to contact us on: BR@tongaat.com.
- 2.4.2. Take note that the Amended Plan provides a process for Creditors to deal with any remaining



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disputes related to claims, and Creditors who dispute their claims reflected in the Amended Plan, will be at liberty to follow such process, if they so wish.

3. CLOSING REMARKS

- 3.1. It remains our view that with your continued assistance and co-operation, the Company stands a reasonable chance of being rescued, within the meaning of section 128(1)(h) of the Companies Act, in a manner that will balance the rights and interests of all Affected Persons.
- 3.2. Affected Persons 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 or will be published and made available to all Affected Persons on the Company's website at: www.tongaat.com, under the 'Business Rescue' tab.
- 3.3. If you have any queries, they may be directed to the business rescue email address at: 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)

Companies and Intellectual Property Commission
Republic of South Africa

Form CoR 125.1

About this Form

- This form is issued in terms of section 132 and 141 of the companies Act, 2008, and Regulation 125 of the Companies Regulations, 2011.
- This Notice and the attached report must be published to every affected person, and to-
 - a) The Commission, if the business rescue proceedings were started by the company; or
 - b) The court, if the proceedings were ordered by the court.
- A report and Notice must be issued at the end of the first three months of the business rescue proceedings, and at regular monthly intervals after that

**Contacting the
Commission**

The Companies and Intellectual
Property Commission of South
Africa

Postal Address
PO Box 429
Pretoria
0001
Republic of South Africa
Tel: 086 100 2472

www.cipc.co.za

Business Rescue Status Report

Date: December 2023

Customer Code: WERKMP

Concerning

(Name and Registration Number of Company)

Name: Tongaat Hulett Limited

Registration No: 1892/000610/06

The above named company commenced business rescue proceedings on
27 October 2022.

Because the business rescue proceedings have not concluded within three months, the appointed business rescue practitioner provides the attached report in terms of section 132 (3).

Name and Title of person signing on behalf of the Practitioner:

TJ Murgatroyd, PF van den Steen & GC Albertyn
Joint Business Rescue Practitioners

Authorised Signature:

