

- 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.

13 August 2025

NOTICE TO ALL KNOWN AFFECTED PERSONS OF TONGAAT HULETT LIMITED (IN BUSINESS RESCUE) ("Company") IN TERMS OF SECTION 128 OF THE COMPANIES ACT 71 OF 2008 ("the Companies Act") READ TOGETHER WITH SECTIONS 144, 145 AND 146 OF THE COMPANIES ACT

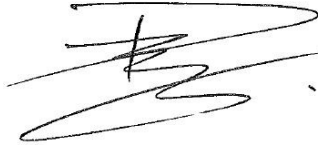
1. In accordance with section 128 of the Companies Act, as amended, read together with sections 144(3)(a), 145(1)(a) and 146(a) of the Companies Act, Affected Persons are hereby advised to consider the below notice.
2. Please take note that an urgent application was launched on 12 August 2025 in the High Court of South Africa, KwaZulu-Natal Local Division, Durban under case number 2025-136677 ("**the application**"), by RGS Group Holdings Limited ("**RGS**"), against *inter alios*, the Vision Parties, the Company, and the Business Rescue Practitioners. The Affected Persons of the Company are cited as the tenth respondent in the application.
3. The relief sought by RGS appears from annexure "**A**" hereto, which is an extract from the Notice of Motion in the application.
4. As set out above, the applicants have cited the Affected Persons of the Company as the tenth respondent in the abovementioned application. You are therefore entitled to (i) receive a copy of the application; (ii) take independent legal advice and (iii) participate in the application. A copy of the application is available on THL's website at <https://www.tongaat.com/business-rescue/>.
5. 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/will be published and made available to all Affected Persons, on the Tongaat website at: www.tongaat.com, under the 'Business Rescue' tab.

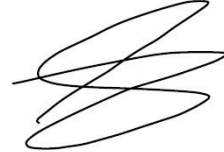
Yours faithfully,



TJ Murgatroyd



PF van den Steen



GC Albertyn

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

ANNEXURE A

12/8/2025-3:23:34 PM

IN THE HIGH COURT OF SOUTH AFRICA (KWAZULU-NATAL DIVISION, DURBAN)

Case number:

In the matter between:

RGS GROUP HOLDINGS LIMITED

Applicant

and

TONGAAT HULETT LIMITED

First Respondent

(IN BUSINESS RESCUE)

TREVOR JOHN MURGATROYD N.O.

Second Respondent

PETRUS FRANCOIS VAN DEN STEEN N.O.

Third Respondent

GERHARD CONRAD ALBERTYN N.O.

Fourth Respondent

VISION INVESTMENTS 155 (PTY) LTD

Fifth Respondent

TERRIS AGRIPRO (MAURITIUS)

Sixth Respondent

REMOGGO (MAURITIUS) PCC

Seventh Respondent

GUMA AGRI AND FOOD SECURITY LTD (MAURITIUS)

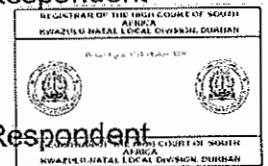
Eighth Respondent

**ALMOIZ NA HOLDINGS LIMITED (UNITED ARAB
EMIRATES)**

Ninth Respondent

**THE AFFECTED PERSONS IN THE FIRST
RESPONDENT'S BUSINESS RESCUE**

Tenth Respondent

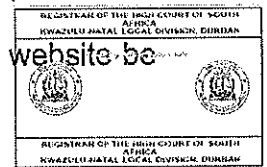


NOTICE OF MOTION

BE PLEASED TO TAKE NOTICE THAT application will be made on behalf of the abovementioned applicant on **WEDNESDAY, 3 SEPTEMBER 2025** at 09h30 or so soon thereafter as counsel may be heard for an order in the following terms:

1. That the applicant's non-compliance with the Uniform Rules of Court relating to service, time periods and forms be condoned, and the applicant be permitted to bring this application as a matter of urgency in terms of Rule 6(12);

- 1.1. In particular, that service on the tenth respondent by way of publication of this application on the first respondent's business rescue website be condoned.

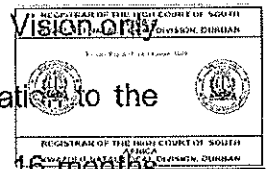


2. That the applicant be permitted to proceed with this application in terms of section 133(1)(b) of the Companies Act 71 of 2008 ("**the Act**").
3. That the second to fourth respondents ("**BRPs**") be directed in terms of section 140(3)(a) of the Act:

- 3.1. To submit a report to this Court, either in the form of one joint affidavit or three separate affidavits, by no later than ten (10) business days from the issue of this order ("**the Report**");
- 3.2. To publish the Report on the first respondent's business rescue website on the same date as it is filed with Court;
- 3.3. To include in the Report details and relevant substantiating documentation pertaining to the BRPs' knowledge of and investigations concerning the fifth to ninth respondents' ("**Vision**") funding arrangements in relation to (i) Vision's acquisition of the claims and

security previously held by the Lender Group, and (ii) the implementation of the other transactions contemplated in the business rescue plan in the first respondent's business rescue, having specific regard to:

3.3.1. The fact that while the BRPs presented to creditors, at the creditors meeting on 10 January 2024, a letter from Standard Bank dated 21 December 2023 which confirmed that Vision had "sufficient cash" to execute the transactions contemplated in the business rescue plan ("**the Standard Bank Letter**"), Vision only completed its payment to the Lender Group in relation to the acquisition of the latter's claims and security some 16 months later on 9 May 2025;



3.3.2. The authenticity of the Standard Bank proof of payment in the amount of R1 510 000 000 dated 11 January 2024 and provided to the BRPs by Vision on 24 July 2025;

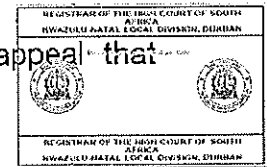
3.3.3. The fact that Vision has provided no proof of payment in relation to the payment it alleges to have made to the Lender Group in the amount of R1 730 000 000 on 9 May 2025;

3.3.4. The fact that Vision has refused to provide the BRPs with a copy of the agreement it concluded with the Lender Group pursuant to which Vision acquired the Lender Group's claims and security against the first respondent ("**the Acquisition Agreement**"), despite the BRPs having demanded a copy in terms of the Common Terms Agreement, and despite the Lender Group

having consented to the disclosure of the Acquisition Agreement;

3.3.5. The fact that Vision has refused to provide proof that it has taken unconditional transfer of all the Lender Group's claims and security against the first respondent;

3.3.6. The fact that Vision has elected not to comply with the order contained in the judgment handed down by Mr Justice Zwane on 4 July 2025 but has instead sought leave to appeal that judgment;

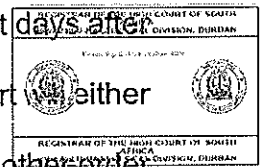


3.3.7. The question as to whether Vision obtained new financing, in lieu of the cash contemplated in the Standard Bank Letter, in order to make payment to the Lender Group in terms of the Acquisition Agreement and fund the implementation of the business rescue plan;

3.3.8. Should Vision have obtained new financing as contemplated in the preceding paragraph, the question as to whether the BRPs have interrogated the terms of such financing and any other agreement(s) that may have been concluded to ensure that (i) Vision did not obtain such financing, in whole or in part, by granting any rights over or in relation to the first respondent's assets, which rights can be exercised by Vision's funders or any other parties against or in relation to the first respondent's assets either presently or after the conclusion of the business rescue proceedings, and (ii) the terms of such financing and any other

agreement(s) that may have been concluded are not otherwise contrary to the terms of the business rescue plan or the provisions of the Act.

- 3.4. Not to take any further steps in implementing the business rescue plan relating to the first respondent's business rescue pending the submission of the Report and the Court's consideration thereof at a hearing to be enrolled by the BRPs as an interlocutory application under the abovementioned case number on the date falling six (6) court days after the Report has been submitted, and at which hearing the Court will either issue further directions, dismiss this application, or grant any other order that may be sought by any affected person by way of interlocutory notice of motion filed under the abovementioned case number pursuant to the submission of the Report.

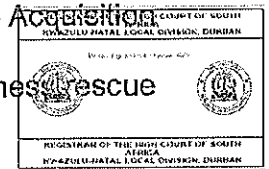


4. *In the alternative to prayer 3 above, and only in the event of this Court finding that relief under section 140(3)(a) of the Act cannot be granted, RGS seeks an order in the following terms:*

- 4.1. That the BRPs be directed to procure the following from Vision and/or the Lender Group and then to publish same on the first respondent's business rescue website immediately:

- 4.1.1. Verified proof of the payment of R1 510 000 000 made by Vision to the Lender Group on 11 January 2024;
- 4.1.2. Verified proof of the payment of R1 730 000 000 made by Vision to the Lender Group on 9 May 2025;

- 4.1.3. A copy of the Acquisition Agreement;
- 4.1.4. Copies of all previous versions of the Acquisition Agreement;
- 4.1.5. Proof that all the Lender Group's claims and security against the first respondent have been transferred to Vision unconditionally;
- 4.1.6. Confirmation as to whether Vision obtained new financing, in lieu of the cash contemplated in the Standard Bank Letter, in order to make payment to the Lender Group in terms of the Acquisition Agreement and fund the implementation of the business rescue plan;



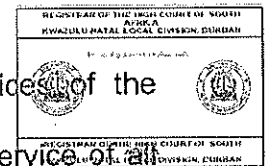
- 4.1.7. Should Vision have obtained new financing as contemplated in the preceding paragraph, written confirmation that the BRPs are satisfied that the terms of such financing and any other agreement(s) that may have been concluded (i) do not grant Vision's funders or any other parties any rights that are exercisable over or in relation to the first respondent's assets either presently or after the conclusion of the business rescue process, and (ii) are not otherwise contrary to the terms of the business rescue plan or the provisions of the Act.

- 4.2. That the BRPs be interdicted and restrained from taking any further steps in implementing the business rescue plan adopted in the business rescue of the first respondent on 11 January 2024 until they have complied with the order contemplated in paragraph 4.1 above.

5. That the costs of this application be paid by the first to fourth respondents, together with any party opposing the relief sought herein, jointly and severally the one paying the other to be absolved on scale C.
6. Further and/or alternative relief.

TAKE NOTICE FURTHER that the accompanying affidavit of **MOMADE AQUIL RAJAHUSSEN**, and the confirmatory affidavit of **IMRAN BOBAT**, shall be used in support of this application.

TAKE NOTICE FURTHER that the applicant has appointed the offices of the undersigned attorneys as the place at which it will accept notice and service of all process filed in these proceedings.



TAKE NOTICE FURTHER that the applicant agrees to accept service of all process filed in these proceedings by email at admin@boblaw.co.za.

TAKE NOTICE FURTHER that any party who intends to oppose this application must:

- (i) notify the applicant's attorneys in writing by no later than **17h00 on Monday, 18 August 2025;**
- (ii) deliver their answering affidavits, if any, by no later than **17h00 on Tuesday, 26 August 2025;**
- (iii) Provided that the above filing deadlines are complied with, the applicant will file its replying affidavit by no later than **17h00 on Friday, 29 August 2025.**

KINDLY ENROL THE MATTER FOR HEARING ACCORDINGLY.

DATED at DURBAN on this 12th day of AUGUST 2025.