



# 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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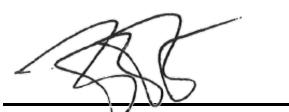
5 February 2025

**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**

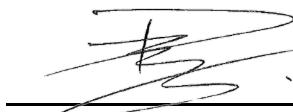
1. Affected Persons are asked to take notice in terms of section 128 of the Companies Act that the Company and the joint business rescue practitioners of the Company ("BRPs") have brought an application for leave to appeal in the Constitutional Court of South Africa, against the judgment of the Supreme Court of Appeal in case number 945/2024 ("the judgement") delivered on 15 December 2025. In the application for leave to appeal they seek the following order:
  2. The order of the Supreme Court of Appeal is set aside and replaced with the following:
    - 2.1. The appeal is upheld with costs, including the costs of two counsel.
    - 2.2. The order of the Court *a quo* is set aside and substituted with an order in the following terms:
      - 2.1.1 Declaring that the third to fifth applicants are empowered to suspend, for the duration of the business rescue proceedings, any payment obligation of the first applicant which arises under the Sugar Industry Agreement, 2000.
      - 2.2.2 Directing the first to fourth, seventh, eighth and twelfth respondents to pay the applicants' costs, including the costs of two counsel, jointly and severally, the one paying the other to be absolved.
3. In the alternative to paragraph 2 above, the order of the Supreme Court of Appeal is set aside and replaced with the following:

- 3.1 The appeal is upheld with costs, including the costs of two counsel.
- 3.2 The order of the Court *a quo* is set aside and substituted with an order in the following terms:
  - 3.2.1. Declaring section 136(2)(a)(i) of the Companies Act 71 of 2008 unconstitutional and invalid insofar as it fails to provide for the suspension of regulatory charges that become due during business rescue proceedings.
  - 3.2.2. Reading in the words "*inter partes*" before the word "*obligation*" and the words "*or regulatory regime*" after the word "*agreement*" in section 136(2)(a)(i) of the Companies Act.
  - 3.2.3. Directing the first to fourth, seventh, eighth and twelfth respondents to pay the applicants' costs, including the costs of two counsel, jointly and severally, the one paying the other to be absolved."
4. That further and/or alternative relief be granted.
5. As previously advised, the Company and its BRPs, has cited the Affected Persons of THL as the twenty-three thousand and first respondent in the declarator application. Affected Persons are therefore entitled in terms of the Companies Act to, *inter alia*, (i) receive a copy of the application, (ii) take independent legal advice *vis-à-vis* the application and (iii) participate in the application proceedings.
6. A copy of the founding papers in the application for leave to appeal is available on THL's website at <https://www.tongaat.com/business-rescue/>.
7. 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)**