



Attention: All Affected Persons of Saffer Plumbing and Hardware Proprietary Limited (in business rescue)

11 September 2020

Dear Sir/Madam

NOTICE TO AFFECTED PERSONS IN THE BUSINESS RESCUE PROCEEDINGS OF SAFFER PLUMBING AND HARDWARE PROPRIETARY LIMITED IN TERMS OF SECTION 151 AND 152 OF THE COMPANIES ACT, 2008

1. Notice is hereby given to all affected persons of Saffer Plumbing and Hardware Proprietary Limited (in business rescue) (“the Company”) of the meeting to determine the future of the Company in terms of section 151 of the Companies Act (“**S151 Meeting**”) to be held on **23 September 2020 at 10h00** via **Microsoft Teams** for the purpose of considering the Business Rescue Plan (“the Plan”).
2. The Section 151 Meeting will be held electronically. A Microsoft Teams hyperlink providing access to the Section 151 Meeting will be circulated prior to 23 September 2020.
3. **The agenda of the Meeting shall be as follows:**
 - 3.1 An introduction of the proposed Plan for consideration by creditors and a presentation of the salient terms and conditions of the Plan.
 - 3.2 Confirmation that the Business Rescue Practitioner continue to believe that there remains a reasonable prospect of the Company being rescued as contemplated in the Companies Act.
 - 3.3 The consequence for creditors if the Plan is adopted or rejected.
 - 3.4 A presentation or address by the employees’ representative should they wish to address or make such presentation.
 - 3.5 A presentation or address by the chairperson of the creditors committee should he wish to address or make such presentation.
 - 3.6 Discussions and conduction of a vote on the following motions:

Directors: D.A.Tod, L.G.Baeta, B.W. Maroleni

Cnr Barlow Road & Cavaleros Drive, Jupiter Ext, Germiston | Private Bag X1037, Germiston, 1400

T: +27 (11) 323 0000 | www.saffer.co.za

Trading as Saffer Plumbing and Hardware | Reg. No. 1997/000615/07





- 3.6.1 to amend the Plan, in any manner moved and seconded by the holders of creditors voting interests, and satisfactory to the BRP; or
- 3.6.2 directing the BRP to adjourn the meeting in order to revise the Plan for further consideration.
- 3.6.3 if no motion in terms of 3.6.2 above is put forward or carried, call for a vote for the preliminary approval of the Plan, as amended if applicable.
- 3.6.4 Results of the preliminary vote.
- 3.6.5 Report on the outcome of the vote for adoption of the Plan

4 Summary of rights of Affected Persons to participate in and vote at the Meeting:

- 4.1 Creditors, other holders of a voting interest and employees of the Company are referred to sections 144, 145 and 146 of the Companies Act, and are encouraged to seek independent legal advice in respect of their rights.
- 4.2 In terms of section 145 of the Companies Act, Employees –
 - 4.2.1 Are entitled to be present at the S151 Meeting and make a submission before a vote is conducted on the Plan; and
 - 4.2.2 Are entitled to vote with creditors on a motion to approve the Plan to the extent that the employee is a creditor of the Company; and
 - 4.2.3 If the Plan is rejected, are entitled to propose the development of an alternative plan or present an offer to acquire the interests of other creditors as provided for in section 153 of the Companies Act.
- 4.3 In terms of section 145 of the Companies Act, Creditors –
 - 4.3.1 Have a right to vote to amend, approve or reject the Plan;
 - 4.3.2 If the Plan is rejected, have a further right to propose the development of an alternative plan or present an offer to acquire the interests of other creditors as provided for in section 153 of the Companies Act; and
 - 4.3.3 Whether secured or unsecured creditors, having a voting interest equal to the value of the amount owed to that creditor by the Company.
- 4.4 In terms of section 146 of the Companies Act, the Shareholder –
 - 4.4.1 Is not entitled to vote to approve or reject the proposed Plan as it does not alter the rights associated with the class of securities held by the shareholder; and
 - 4.4.2 If the proposed Plan is rejected, is entitled to propose the development of an alternative Plan or present an offer to acquire the interests of other creditors as provided for in section 153 of the Companies Act.



- 4.5 Each holder of a creditors' voting interest, whether present in person or represented by proxy, is entitled to attend and vote at the Meeting.
- 4.6 Every holder of a voting interest, present in person or by proxy, shall have a vote equal to the voting interest held by the creditor as set out in **Annexure B** of the Plan.
- 5 Creditors should please note that should they for any reason be unable to attend the electronic meeting, they are entitled to exercise their vote by proxy form, which proxy must be forwarded to the BRP prior to 17h00 on Monday, 21 September 2020.
- 6 **Affected Persons are requested to provide any further questions and/or proposed amendments to the BRP prior to the S151 Meeting so that the BRP can consider and address same prior to the S151 Meeting to safferbr@gcs-sa.co.za .**
- 7 Completed forms of proxy must be emailed to matimu@gcs-sa.co.za .
- 8 **Important meeting protocol:**
- 8.1 Registration for the S151 Meeting will commence at **09h45** on the date of the Meeting.
- 8.2 All Affected Persons attending the Meeting must ensure that they are connected early enough to register, the Meeting will commence at 10h00. The Meeting will not be delayed due to the late connection to the Microsoft Teams platform of any Affected Person.
- 8.3 Only one authorised representative of an Affected Person shall be entitled to vote on behalf of the Affected Person at the Meeting. Each time an authorised representative of an affected Person speaks at the Meeting, he/she will be requested to announce his/her full names and the name of the Affected Person he/she is representing before he/she speaks.
- 8.4 The Meeting will be chaired by me. I have deputised certain members of the business rescue team and other people to conduct certain portions of the Meeting.
- 8.5 The Meeting must proceed properly and efficiently with all comments and questions to be directed through me as the chairperson. I will not allow separate meetings to take place within the Meeting or for anyone to speak over another. Any person breaching the rules for the proper and efficient conduct of the Meeting will be asked to leave the Meeting immediately.

Yours faithfully

A handwritten signature in black ink, appearing to read "Phahlani L Mkhombo", written in a cursive style.

Phahlani L Mkhombo

Business Rescue Practitioner

Saffer Plumbing and Hardware (Pty) Ltd (in business rescue)