

16 September 2016

**NOTICE TO AFFECTED PERSONS OF MEGATRON SA (PTY) LIMITED**  
**Registration Number 2007/011513/07**

Dear Sir/Madam,

**NOTICE OF MEETING OF CREDITORS AND OTHER HOLDERS OF A VOTING INTEREST IN**  
**TERMS OF SECTION 151 OF THE COMPANIES ACT, 71 OF 2008 ("THE ACT")**

Notice is hereby given to all affected persons of Megatron SA (Pty) Limited ("the Company") of the meeting to determine the future of the Company in terms of section 151 of the Act ("the Meeting") to be held as follows:

**Date : 28 September 2016**  
**Time : 10h30 to 12h00**  
**Place : Pyramid Conference & Venue Centre, 96 Eloff Ext SE Street, Johannesburg**

**Summary of rights of affected persons to participate in and vote at the Meeting**

Creditors, other holders of a voting interest and employees of the Company are referred to sections 144, 145 and 146 of the Act, and are encouraged to seek independent legal advice in respect of their rights.

In terms of section 145 of the Act, Employees:

- are entitled to be present at the Meeting and make a submission before a vote is conducted on the proposed Business Rescue Plan; and
- are entitled to vote with creditors on a motion to approve the proposed Business Rescue Plan to the extent that the employee is a creditor of the Company; and
- if the proposed Business Rescue 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 Act.

In terms of section 145 of the Act, Creditors:

- have a right to vote to amend, approve or reject the proposed Business Rescue Plan;
- if the proposed Business Rescue 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 the section 153 of the Act; and
- whether secured or unsecured creditor, have a voting interest equal to the value of the amount owed to that creditor by the Company.

In terms of section 146 of the Act, the Shareholder:

- is not entitled to vote to approve or reject the proposed Business Rescue Plan as it does not alter the rights associated with the class of securities held by the shareholder; and
- if the proposed Business Rescue 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 the section 153 of the Act.

In terms of sections 151 and 152 of the Act, the **AGENDA** for the Meeting is as follows:

1. An introduction of the proposed Business Rescue Plan for consideration by creditors and a presentation on the salient terms and conditions of the Business Rescue Plan.
2. Confirmation that the Business Rescue Practitioner continues to believe that there remains a reasonable prospect of the Company being rescued as contemplated in the Act.
3. The consequences for creditors if the Business Rescue Plan is accepted or is rejected and should the Company be placed into liquidation.
4. A presentation by the employees' representatives if they should wish to make such presentation.
5. Discussions and the conducting of a vote on any motions:-
  - (i) To amend the proposed Business Rescue Plan, in any manner moved and seconded by holders of creditors voting interests which are satisfactory to the Business Rescue Practitioner.
  - (ii) Directing the Business Rescue Practitioner to adjourn the meeting in order to revise the Business Rescue Plan for further consideration.
6. Vote for preliminary approval of the proposed Business Rescue Plan (as amended if applicable) provided the meeting is not to be adjourned.
7. Results of the preliminary vote.
8. Report on whether the plan has or has not been finally adopted.

**CREDITORS SHOULD PLEASE NOTE THAT SHOULD THEY FOR ANY REASON BE UNABLE TO ATTEND THE MEETING, CREDITORS ARE ENTITLED TO EXERCISE A VOTE BY PROXY FORM (A COPY OF WHICH IS AVAILABLE ON REQUEST), WHICH PROXY FORM MUST BE FORWARDED TO THE BUSINESS RESCUE PRACTITIONER PRIOR TO THE MEETING.**

Please do not hesitate to contact the Business Rescue Practitioner at [megatron@matusonassociates.co.za](mailto:megatron@matusonassociates.co.za) Creditors can also email their proxies to this email address.

Yours faithfully



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**Barry Kaganson**  
**Business Rescue Practitioner**