



ADAMANTEM



MATUSON
ASSOCIATES

Basil Read Limited (in business rescue)

Registration number 1962/002313/06

("The Company")

November - December 2023

32nd Update Report to the Companies and Intellectual Property Commission ("CIPC")

and to all Affected Persons

In Terms of Section 132 (3) (a) of the Companies Act 71 of 2008

Prepared by:

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(Business Rescue Practitioner)

32ND UPDATE REPORT TO THE COMPANIES AND INTELLECTUAL PROPERTY COMMISSION FOR THE BUSINESS RESCUE OF

BASIL READ LIMITED (IN BUSINESS RESCUE)

1. Introduction

- 1.1. The Company was placed in business rescue under the supervision of the joint business rescue practitioners (“the Practitioners”) in business rescue proceedings on 15 June 2018, and the Business Rescue Plan (“the Plan”) proposed by the Practitioners was presented to and approved by 99% of all creditors and 98% of independent creditors on 27 September 2018.
- 1.2. This report, being the **Thirty Second (32nd) Update Report**, is being tabled in terms of Section 132(3)(a) of the Companies Act 71 of 2008 (“the Act”) as the business rescue proceedings of the Company have not been concluded within three months of the date of commencement as required.
- 1.3. Reference is made in this report to the Plan, it is therefore important that this report be read in conjunction with the Plan and all the previous update reports.
- 1.4. Please refer to www.matusonassociates.co.za/basilread/ for further information on the business rescue proceedings of the Company.

2. Retirement of Mr. John Lightfoot as joint Business Rescue Practitioner

- 2.1. When the company was placed into business rescue, given the size of the business and the level of the indebtedness thereof, it was necessary to appoint two joint business rescue practitioners, one of whom was Mr John Lightfoot.
- 2.2. Mr John Lightfoot has recently retired from active practice as a Business Rescue Practitioner and is no longer involved in the business rescue of Basil Read Limited. This follows his retirement from Matuson & Associates in 2021. After more than five years of the business rescue proceedings of the Company, the scale of the activities in the Company has reduced significantly and there is no longer a need for two business rescue practitioners.
- 2.3. We wish to extend our heartfelt thanks and gratitude to Mr Lightfoot for the hard work, guidance and dedication that he provided during his tenure on this matter.
- 2.4. Mr Siviwe Dongwana thus remains as the sole business rescue practitioner.

3. Current Status

3.1. Construction Contracts (“Contracts”)

- 3.1.1. TCTA (Olifants River Water Resources Development Project – Phase 2) – The commercial closure, which involves the determination of the final account, inclusive of contract claims, remains on going. A number of Dispute Adjudication Board decisions were referred to arbitration. The Company has agreed with TCTA to try and amicably settle these referrals as set-out in the contract to avoid costly and lengthy arbitration proceedings.

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3.1.2. Eskom Medupi Building Contract – The commercial closure of this contract remains on-going, the remaining matter being and the determination of the final account.

3.2. Guarantees

3.2.1. Since the last update report, no further guarantees have been called by the Employers.

3.2.2. The value of guarantees outstanding is R25.046 million (twenty-five million, forty-six thousand Rand) compared to R1.1 billion (one billion one hundred million Rand) as at June 2018 when the Company filed for business rescue.

3.2.3. The outstanding guarantee is in favour of the National Department of Public Works for the construction contract of the Port Shepstone Magistrate Court, which the company terminated in 2018 and is subject to litigation.

3.3. Contract Claims Receivable

3.3.1. The aggregate sum of contract claims receivable is substantial and the Practitioner believes the extent to which the Company can recover these claims will impact materially on the result of the business rescue process.

3.3.2. The resolution of contract claims remains protracted, tedious and costly, particularly where matters are subject to court or arbitration proceedings.

3.3.3. Notwithstanding these challenges, the Company has been successful in obtaining settlements and favourable rulings on certain of these claims. Unfortunately, some Employers continue to unlawfully withhold payments due in terms of these rulings. Consequently, the Company has taken legal action to enforce the rulings. As a result, the timing of receipts of funds for these claims remains uncertain.

3.3.4. Whilst the Company remains committed to realising claims to meet its commitments, the Practitioners nevertheless wish to highlight that to the extent that the pursuit of these claims continues into the future, the benefit to be derived therefrom may diminish.

3.4. Realisation of Non-Core Assets

3.4.1. There has been no improvement in the market for the non-core assets of the Company, a position not assisted by the uncertainty associated with the Covid-19 pandemic and the general economic performance. However, we remain optimistic and continue to market these assets. Should any affected person know of or be interested in any of the properties for sale, please contact the business rescue team at basilread@matusonassociates.co.za.

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3.5. Update on the Mining and Developments Businesses

3.5.1. One of the primary objectives of the approved Plan was the optimisation, safeguarding and preservation of the Mining and Developments businesses, referred to in the Plan as the retained businesses.

3.5.2. The rationale for the above decision was premised on the businesses being able to operate independently of the Company and being able to remain solvent and trading into the future. However, the trading circumstances of both businesses have changed recently.

3.5.3. On 06 September 2023, the directors of Basil Read Mining SA (Pty) Limited (in business rescue) ("BRMSA") resolved to place BRMSA into voluntary business rescue as BRMSA was considered to be in financial distress as defined in the Companies Act. It was reported that BRMSA had incurred operating losses of R73 million for the seven-months period ending 31 July 2023 and experienced negative cash flows of R38.8 million over the same period.

In July 2023, BRMSA lost its largest contract at the Gamsberg zinc mine following the termination of the contract by the client, Vedanta Zinc Incorporated. This, despite protracted negotiations with the client to avert same. The remaining contracts of BRMSA are relatively small and do not generate sufficient revenue and cash flow to carry the current overheads and, at the same time, BRMSA had no significant contracts in its immediate pipeline.

Thus, BRMSA was placed into business rescue with a view of obtaining a better return for its creditors than would be in a liquidation.

3.5.4. Also on 6 September 2023, the directors of the subsidiaries of BRMSA, being Blasting & Excavating (Pty) Ltd (in business rescue) and Hytronix (Pty) Ltd (in business rescue) jointly referred to as the **BRMSA entities**, also resolved to place them in business rescue as they were also deemed to be in financial distress.

3.5.5. Following the termination of the Gamsberg contract, the lenders of the Company, concerned about the potential deterioration in the value of their security, called on the assets which was their security, which assets includes those assets belonging to the BRMSA entities.

3.5.6. Pursuant to the above several auctions were advertised for the sale of the assets.

3.5.7. The business rescue plans of BRMSA and the BRMASA entities were approved by the overwhelming majority of their creditors at the section 151 meetings held for each of the entities on 6 December 2023.

3.5.8. Please refer to www.basilread.co.za for further details on the business rescue of these entities.

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3.6. Proceeds from Realisations

Proceeds from the realisation of non-core assets and contract claims will be distributed in terms of the payment waterfall, as contained in the Plan, and in line with the Company Act.

To this end, proceeds on the realization of the mining equipment assets previously utilized by Basil Read Mining SA (Pty) Ltd, which were pledged as security to the providers of the post commencement funding for the implementation of the business rescue, have been utilized to settle in full all secured post commencement funding.

4. Proof of Claims

4.1. The claims submission period has closed.

Please refer any questions or queries relating to your claim to basilread@matusonassociates.co.za

Conclusion

4.2. Owing to the above-mentioned delays and setbacks, the dividend to concurrent creditors, as anticipated in the Plan, is likely to be significantly reduced and will largely depend on the value of asset realisations and contract claims.

4.3. Notwithstanding the above-mentioned uncertainties, it is anticipated that:

4.3.1. subject to the anticipated realisation of Claims, all PCF and other post-commencement obligations will be settled in full; and

4.3.2. the risk of further guarantees being called, although not eliminated, has been significantly reduced.

4.3.3. It remains the opinion of the Practitioners that a full implementation of the Plan will achieve a better result than a liquidation.