



South African Airways
Human Resources
6th Floor, Block C
Airways Park

Private Bag X13
OR Tambo International Airport
Republic of South Africa

8 June 2020

Dear Sirs

REQUEST BY UNIONS FOR CONSENT TO AN EXTENSION IN RESPECT OF THE PUBLICATION OF THE BUSINESS RESCUE PLAN OF SOUTH AFRICAN AIRWAYS SOC LIMITED (IN BUSINESS RESCUE) ("SAA") IN TERMS OF S150 (5) OF THE COMPANIES ACT, NO 71 OF 2008 ("Companies Act")

Introduction

1. We address this letter to you as the joint business rescue practitioners of SAA ("practitioners").
2. In terms of s150 (5) of the Companies Act, the business rescue plan ("plan") must be published within 25 business days after the date on which the practitioners were appointed, or such longer time as may be allowed by the court or the holders of a majority of the creditors' voting interests.
3. On 20 December 2020, the practitioners requested and were duly granted an extension to 28 February 2020 for the publication of the plan.
4. On 28 February 2020, the practitioners requested and were duly granted a further extension to 31 March 2020 for the publication of the plan.
5. On 20 March 2020, the practitioners requested and were duly granted a further extension to 29 May 2020 for the publication of the plan ("20 March Request").
6. On 28 May 2020, the practitioners requested and were duly granted a further extension to 8 June 2020 for the publication of the plan ("28 May Request").
7. On 5 June 2020 the practitioners received a letter from the attorneys of three unions representing a majority of the employees of SAA requesting that the publication date of 8 June 2020 be extended to 15 June 2020. A copy of this letter is attached for ease of reference.
8. For the reasons set out below, a further extension for the publication of the plan in terms of section 150 (5) of the Companies Act is requested.

The reasons for the request for an extension in respect of the publication of the plan

9. We refer to the prior extension requests and the various update notices furnished to affected persons regarding SAA's business rescue proceedings.

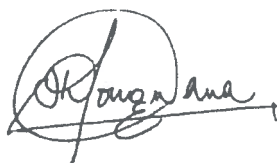
10. Subsequent to the 28 May extension request being approved by creditors the practitioners distributed the draft business rescue plan to the employees and creditors committees' chairpersons for distribution to their members. The consultations with the respective committees were scheduled for Thursday, 4 June 2020 with the intention of incorporating their submissions into the business rescue plan for publication.
11. The practitioners have been consulting on the plan with various stakeholders and to this end have had meaningful engagements with the creditors' committee on various aspects of the draft plan that was distributed to the creditors' and employees' committees.
12. The employees' committee members decided that they would not want to consult on the draft plan in that forum but rather through the Leadership Compact Forum ("LCF") that was set up by the Department of Public Enterprises ("the Department") and sent the practitioners correspondence to that effect. This consultation has not occurred.
13. On 5 June 2020, Minnaar Niehaus Attorneys who represent NUMSA, SACCA and SAAPA wrote to the practitioners objecting to the publication of the business rescue plan on 8 June 2020 pending further engagements in the LCF on the draft business rescue plan and have requested an extension until 15 June 2020 for the publication of the business rescue plan.
14. The practitioners have had ongoing engagements with the Department regarding their submissions on the plan and the current outcome of the LCF engagements in relation to the employees and these have been incorporated into the business rescue plan that is ready for publication on 8 June 2020.
15. However, the practitioners thought it would not be appropriate to proceed with the publication of the business rescue plan without conveying the request of the unions that represent a majority of the SAA employees. Should such request be approved the practitioners will do everything possible to limit the negative impact of the extension of the publication date.

Handwritten signature and initials, likely 'HBM', in the bottom right corner of the page.

The requested extension in respect of the publication of the plan

16. As advised previously, the published plan will be considered at the meeting of creditors (and the shareholder to the extent that the rights of the shareholder will be altered by the plan), convened in terms of section 151 of the Companies Act, who will decide whether to adopt or reject the plan or require the practitioners to revise the plan.
17. In addition, the extension will not stop the practitioners from taking the necessary steps to progress SAA's business rescue and the practitioners will continue taking proactive steps in light of the current crisis to conserve cash in SAA and to protect the interests of SAA.
18. Accordingly, the creditors' consent to an extension for the publication of the plan to **Monday, 15 June 2020** is requested. The practitioners will, however, endeavour to publish the plan as soon as they are in a position to do so and will keep creditors updated on the progress of the development of the plan. Moreover, the extension will not stop the practitioners from continuing to take the necessary steps to progress SAA's business rescue and will continue taking proactive steps in light of the current crisis to conserve cash in SAA and to protect the interests of SAA.
19. Kindly vote for or against the extension, as requested above, via email to creditors@saabusinessrescue.co.za before close of business on **Monday, 8 June 2020**.

Yours faithfully



Siviwe Dongwana
Business Rescue Practitioner



Les Matuson
Business Rescue Practitioner



Begin forwarded message:

From: "South African Airways (SOC) Limited (in business rescue)"
<creditors@saabusinessrescue.co.za>
Date: 08 June 2020 at 17:39:13 SAST
To: de Villiers Engelbrecht <dev@flyairlink.com>
Subject: SAA - Approval of Extension for Publication of Plan
Reply-To: South African Airways (SOC) Limited (in business rescue)

A handwritten signature in black ink, appearing to be 'HBM' with a large loop at the end.

<creditors@saabusinessrescue.co.za>

CAUTION: This email originated from outside of the organisation. Do not click links or open attachments unless you recognise the sender and know the content is safe.

08 June 2020

Dear Affected Persons

**South African Airways (SOC) Limited - Approval of Extension for
Publication of Business Rescue Plan ("Plan")**

Pursuant to a request for the consent from creditors for the extension of the publication of Plan, the holders of a majority of the creditors' voting interest voted in favour of the extension of the publication of the plan to **15 June 2020**.

Sincerely

The Joint Business Rescue Practitioners of SAA (SOC) Limited

This email was sent to dev@flyairlink.com

[why did I get this?](#) [unsubscribe from this list](#) [update subscription preferences](#)
Matuson & Associates · Rosebank · Johannesburg, Gauteng 2196 · South Africa




"FA29" 412



SOUTH AFRICAN AIRWAYS

(Registration No. 1997/022444/30)

(in business rescue)

BUSINESS RESCUE PLAN

Prepared in terms of section 150 of the Companies Act No. 71 of 2008 (as amended)

Prepared by:

SIVIWE DONGWANA

(joint business rescue practitioner)



and

LESLIE MATUSON

(joint business rescue practitioner)



PUBLICATION DATE: 16 June 2020

TABLE OF CONTENTS

Paragraph number and description	Page
1. INTERPRETATION AND PRELIMINARY	4
2. ACTION TO BE TAKEN BY AFFECTED PERSONS	13
3. STRUCTURE OF THE PLAN	14
EXECUTIVE SUMMARY	15
4. FINANCIAL DISTRESS	15
5. SAA RESTRUCTURED	15
6. CREDITORS	17
7. EMPLOYEES	18
8. RECEIVERSHIP	18
9. FUNDING	19
10. ADVANTAGES OF ADOPTING THE BUSINESS RESCUE PLAN	19
PART A – BACKGROUND	21
11. COMPANY INFORMATION	21
12. COMPANY BACKGROUND	23
13. SUMMARY OF THE BUSINESS RESCUE	29
14. STEPS TAKEN SINCE THE APPOINTMENT OF THE BRPS	31
15. MARKET CONDITIONS, COVID-19 AND TRADING FOLLOWING THE COMMENCEMENT DATE	64
16. MATERIAL ASSETS AND SECURITY OF THE COMPANY AS AT THE COMMENCEMENT DATE	71
17. CREDITORS OF THE COMPANY AS AT THE COMMENCEMENT DATE	72
18. CREDITORS VOTING INTEREST AND VOTING BY PROXY	72
19. PROBABLE DIVIDEND ON LIQUIDATION	73
20. HOLDERS OF THE COMPANY'S ISSUED SECURITIES	74
21. THE BRPs' REMUNERATION	74
22. STATEMENT ABOUT WHETHER THE BUSINESS RESCUE PLAN INCLUDES A PROPOSAL MADE INFORMALLY BY A CREDITOR	75
PART B – PROPOSALS	76
23. PURPOSE AND OBJECTIVE OF BUSINESS RESCUE	76
24. MORATORIUM	76
25. SUMMARY OF THE PROPOSAL IN TERMS OF THIS BUSINESS RESCUE PLAN	77
26. THE PROPOSED RESTRUCTURE	79




27.	ONGOING ROLE OF THE COMPANY	84
28.	GOVERNMENT APPROPRIATION AND FUNDING	84
29.	RESTART OF DOMESTIC TRAVEL	85
30.	LENDERS	86
31.	GENERAL CONCURRENT CREDITORS	91
32.	POST-COMMENCEMENT CREDITORS	94
33.	EMPLOYEES	94
34.	EFFECT OF THE BUSINESS RESCUE PLAN ON THE HOLDERS OF EACH CLASS OF THE COMPANY'S ISSUED SHARES	95
35.	COMPARISON OF THE BUSINESS RESCUE TO LIQUIDATION	95
36.	RECEIVERSHIP	95
37.	ORDER OF DISTRIBUTION – PAYMENT WATERFALL IN BUSINESS RESCUE & RECEIVERSHIP 97	
38.	PROOF OF CLAIMS BY CREDITORS	98
39.	BENEFITS OF ADOPTING THE BUSINESS RESCUE PLAN COMPARED TO LIQUIDATION	99
40.	RISKS OF THE BUSINESS RESCUE	101
41.	ASSUMPTIONS MADE WITH REGARD TO FORECAST OF THE BUSINESS RESCUE DIVIDEND 101	
	PART C – ASSUMPTIONS AND CONDITIONS	104
42.	CONDITIONS FOR THE BUSINESS RESCUE PLAN TO COME INTO OPERATION AND BE FULLY IMPLEMENTED	104
43.	EFFECT OF THE BUSINESS RESCUE PLAN ON EMPLOYEES	105
44.	CIRCUMSTANCES IN WHICH THE BUSINESS RESCUE WILL END AND THE DURATION OF BUSINESS RESCUE	105
45.	PROJECTED BALANCE SHEET AND PROJECTED STATEMENT OF INCOME AND EXPENSES 106	
46.	EXISTING LITIGATION	106
47.	DISPUTE RESOLUTION	106
48.	ABILITY TO AMEND THE BUSINESS RESCUE PLAN	108
49.	SEVERABILITY	108
50.	CONCLUSION	108
51.	BRPS' CERTIFICATE	109

Annexure A: List of the material assets of the Company

Annexure B: List of the Creditors of the Company

Handwritten signature and initials, possibly 'NBN', with a large loop at the end of the signature.

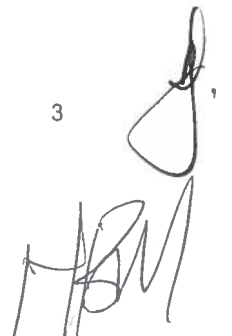
Annexure C : Projected statement of Income and Expenses and Cashflow Forecast

Annexure D: Projected Balance Sheet

Annexure E : Liquidation Scenario

Annexure F : Schedule of Cash Receipts and Cash Utilisation

Annexure G: Schedule of Lessors

A handwritten signature in black ink, appearing to be 'HBN', is located in the bottom right corner of the page.

1. INTERPRETATION AND PRELIMINARY

The headings of the paragraphs in this Business Rescue Plan are for the purpose of convenience and reference only and shall not be used in the interpretation of nor modify nor amplify the terms of this Business Rescue Plan nor any paragraph hereof. Unless a contrary intention clearly appears:

1.1. words importing –

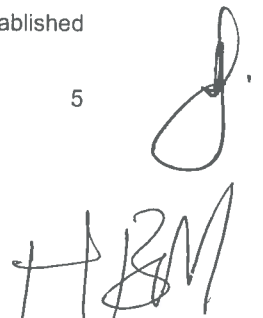
- 1.1.1. any one gender includes the other gender;
- 1.1.2. the singular includes the plural and *vice versa*; and
- 1.1.3. persons include natural persons, created entities (incorporated and unincorporated and the State) and *vice versa*,

1.2. the following terms and/or expressions shall have the meanings assigned to them hereunder and cognate expressions shall have corresponding meanings –

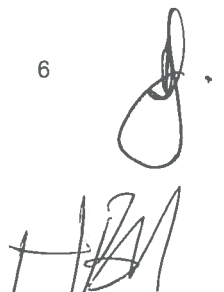
- 1.2.1. “**Absa**” means Absa Bank Limited (acting through its Corporate and Investment Banking division), Registration No. 1986/004794/06, a company incorporated in accordance with the laws of South Africa;
- 1.2.2. “**Adamantem**” means Adamantem (Pty) Limited, Registration No. 2017/292632/07, a company incorporated in accordance with the laws of South Africa;
- 1.2.3. “**Adoption Date**” means the date upon which the Business Rescue Plan is approved in accordance with section 152(2), read with section 152(3)(b) and section 152(3)(c)(ii)(aa), of the Companies Act;
- 1.2.4. “**Advisors**” means the advisors to the BRPs, namely Matuson & Associates, Adamantem, Alvarez & Marsal Europe Limited, PricewaterhouseCoopers Advisory Services (Pty) Limited and Edward Nathan Sonnenbergs Inc., and their respective employees or representatives;
- 1.2.5. “**Affected Person**” or “**Affected Persons**” shall bear the meaning ascribed thereto in section 128(1)(a) of the Companies Act, being shareholders, creditors, employees of the Company and the registered trade unions representing employees of the Company;
- 1.2.6. “**Air Chefs**” means Air Chefs SOC Limited, Registration No. 1990/006277/30, a state-owned company incorporated in accordance with the laws of South Africa;
- 1.2.7. “**Ashburton**” means Ashburton Investment Grade Credit Fund 2 Trust;

Handwritten signature and initials in the bottom right corner of the page.

- 1.2.8. **"BRPs"** means the joint business rescue practitioners of the Company, appointed in terms of section 129 (3) (b) of the Companies Act, being Dongwana and Matuson;
- 1.2.9. **"Business"** means the business of the Company from time to time including, *inter alia*:
- 1.2.9.1. operating as a national airline carrier, providing passenger and cargo transport services, over various domestic, regional and international routes;
 - 1.2.9.2. operating the Divisions; and
 - 1.2.9.3. the holding of shares in the following wholly owned subsidiaries (whose businesses are more fully described in paragraph 12.1.5):
 - 1.2.9.3.1. Mango;
 - 1.2.9.3.2. SAA Technical;
 - 1.2.9.3.3. Air Chefs; and
 - 1.2.9.3.4. SACC.
- 1.2.10. **"Business Day"** means any day other than a Saturday, Sunday or official public holiday in South Africa;
- 1.2.11. **"Business Rescue"** means proceedings to facilitate the rehabilitation of the Company, which is financially distressed, as more fully defined in section 128 (1) (b) of the Companies Act and paragraph 13 herein;
- 1.2.12. **"Business Rescue Costs"** means the remuneration and expenses of the BRPs and other claims arising out of the costs of the Business Rescue, including the costs of the Advisors;
- 1.2.13. **"Business Rescue Plan"** means this document together with all of its annexures, as amended from time to time, and prepared in accordance with section 150 of the Companies Act;
- 1.2.14. **"CCMA"** means the Commission for Conciliation, Mediation and Arbitration established in terms of section 112 of the LRA;
- 1.2.15. **"CIPC"** means the Companies and Intellectual Property Commission, established in terms of section 185 of the Companies Act;

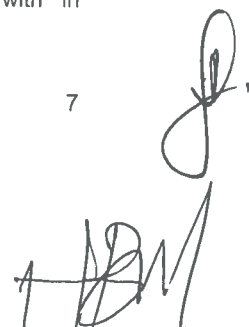


- 1.2.16. **"Claims"** means Pre-commencement Claims and Post-commencement Claims;
- 1.2.17. **"Commencement Date"** means 5 December 2019, being the date upon which Business Rescue commenced in accordance with section 129(1), read with section 132(1)(a)(i), of the Companies Act;
- 1.2.18. **"Company"** or **"SAA"** means South African Airways SOC Limited, Registration No. 1997/022444/30, a state-owned company incorporated in accordance with the laws of South Africa, at present under Business Rescue;
- 1.2.19. **"Companies Act"** means the Companies Act, No. 71 of 2008, as amended;
- 1.2.20. **"Concurrent Allocation"** means an amount of R600 million (six hundred million Rand) allocated to payment of the General Concurrent Creditors, as more fully dealt with in paragraph 31;
- 1.2.21. **"Concurrent Creditors"** means all unsecured Pre-commencement Creditors;
- 1.2.22. **"Conditions"** means the conditions which must be satisfied for the Business Rescue Plan to come into full operation and to be fully implemented, as contemplated in section 150(c)(i) of the Companies Act, more fully dealt with in paragraph 42;
- 1.2.23. **"Contracts"** means those contracts entered into by the Company and third parties, either prior to or after the Commencement Date;
- 1.2.24. **"Creditors"** means Pre-commencement Creditors and Post-commencement Creditors;
- 1.2.25. **"Creditors' Committee"** means the committee formed in terms of section 145(3) of the Companies Act;
- 1.2.26. **"DBSA"** means the Development Bank of Southern Africa, a development finance institution reconstituted and incorporated in terms of section 2 of the Development Bank of Southern Africa Act, No. 13 of 1997;
- 1.2.27. **"Disputed Claims"** means any and all Claims which are disputed by the BRPs, including Pre-commencement Claims which may have been lodged by Pre-commencement Creditors and whose Pre-commencement Claims have been rejected either in whole or in part by the BRPs or Receivers, and which dispute shall be determined in favour of or against such Creditors in terms of the Dispute Mechanism contained in paragraph 47.3;

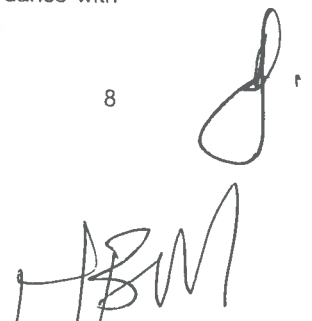


Handwritten signature and initials, possibly 'HBN', located at the bottom right of the page.

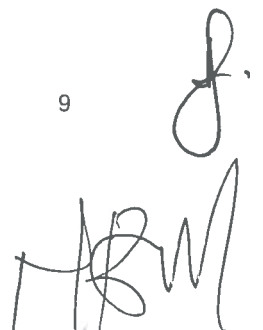
- 1.2.28. **"Distribution/s"** means distributions to be made to Creditors by the BRPs and/or the Receivers;
- 1.2.29. **"Divisions"** means each of the divisions of the Company set out in paragraph 12.1.4;
- 1.2.30. **"DPE"** means the Department of Public Enterprises of South Africa;
- 1.2.31. **"Dongwana"** means Siviwe Dongwana, the joint business rescue practitioner appointed by the Company in terms of section 129(2)(b) of the Companies Act;
- 1.2.32. **"Employees"** means employees of the Company;
- 1.2.33. **"Employees' Committee"** means the committee formed in terms of section 144(3)(c) of the Companies Act and also for the purposes of consulting with the Employees in terms of section 189(3), read together with section 189A, of the LRA;
- 1.2.34. **"ENSAfrica"** means Edward Nathan Sonnenbergs Incorporated, attorneys practising as such at 129 Rivonia Road, the Marc, Tower 2, Sandown, Sandton;
- 1.2.35. **"Financially Distressed"** shall bear the meaning ascribed thereto in section 128(1)(f) of the Companies Act;
- 1.2.36. **"Final Claims Date"** means the final date for the filing of Pre-commencement Claims, being 31 July 2020;
- 1.2.37. **"FirstRand"** means FirstRand Bank Limited (acting through its Rand Merchant Bank division), Registration No. 1929/001225/06, a company incorporated in accordance with the laws of South Africa;
- 1.2.38. **"General Concurrent Creditors"** means the Pre-commencement Creditors excluding the Lenders;
- 1.2.39. **"General Concurrent Dividend"** means the dividend of R600 million (six hundred million Rand) payable to the General Concurrent Creditors, if this Business Rescue Plan is adopted and the Proposed Restructure is fully implemented, as more fully dealt with in paragraph 31;
- 1.2.40. **"Government"** means the Government of the Republic of South Africa;
- 1.2.41. **"Guarantees"** means the guarantees issued by Government in favour of the Lenders for the obligations of the Company, more fully dealt with in paragraphs 14.6.3, 30.2.1.4 and 30.2.2.4.1;



- 1.2.42. **"IAM"** means Ninety One SA Proprietary Limited (acting for and on behalf of its clients as duly authorised agent) (formerly known as Investec Asset Management (acting for and on behalf of its clients as duly authorised agent), Registration No. 1925/002833/06, a company incorporated in accordance with the laws of South Africa;
- 1.2.43. **"IATA"** means the International Air Transport Association, incorporated in terms of an Act of the Canadian Parliament;
- 1.2.44. **"iNguza"** means iNguza Investments (RF) Limited;
- 1.2.45. **"Insolvency Act"** means the Insolvency Act No. 24 of 1936, as amended;
- 1.2.46. **"Investec"** means Investec Bank Limited, Registration No. 1969/004763/06, a company incorporated in accordance with the laws of South Africa;
- 1.2.47. **"Lenders"** means the Pre-commencement Lenders and PCF Lenders;
- 1.2.48. **"Lessors"** means the lessors of aircraft to the Company, as more fully dealt with in Annexure G;
- 1.2.49. **"Lessors Allocation"** means an amount of R1.7 billion (one billion and seven hundred million Rand) allocated to payment of the Lessors, as more fully dealt with in paragraph 31;
- 1.2.50. **"Lessors' Claims"** means Pre-commencement Claims and Post-commencement Claims of the Lessors that have been limited to the equivalent of 6 months rental payments less any letters of credit or cash deposits held by the Lessors;
- 1.2.51. **"LRA"** means the Labour Relations Act, No. 66 of 1995, as amended;
- 1.2.52. **"Management"** means members of the Company's board and/or pre-existing management as at the Commencement Date;
- 1.2.53. **"Mango"** means Mango Airlines SOC Limited, Registration No. 2006/018129/30, a state-owned company incorporated in accordance with the laws of South Africa;
- 1.2.54. **"Matuson"** means Leslie Matuson, the joint business rescue practitioner appointed by the Company in terms of section 129(2)(b) of the Companies Act;
- 1.2.55. **"Matuson & Associates"** means Matuson & Associates (Pty) Limited, Registration No. 2009/008967/07, a company incorporated in accordance with the laws of South Africa;

A large, stylized handwritten signature in black ink, appearing to be 'HBM', is located in the bottom right corner of the page.

- 1.2.56. **"Momentum"** means Momentum Metropolitan Life Limited, Registration No. 1904/002186/06, a company incorporated in accordance with the laws of South Africa;
- 1.2.57. **"National Treasury"** means the Department of the National Treasury of South Africa;
- 1.2.58. **"Nedbank"** means Nedbank Limited, Registration No. 1951/000009/06, a company incorporated in accordance with the laws of South Africa;
- 1.2.59. **"NPE"** means a national public entity established in terms of the PFMA;
- 1.2.60. **"Notice of Meeting"** means the notice of the meeting to consider the Business Rescue Plan delivered to all Affected Persons as contemplated in terms of section 151(2) of the Companies Act;
- 1.2.61. **"PCF"** means post-commencement finance as contemplated in section 135 of the Companies Act;
- 1.2.62. **"PCF Bank Lenders"** means Absa, FirstRand, Investec, Nedbank and Standard Bank;
- 1.2.63. **"PCF Lenders"** means DBSA and the PCF Bank Lenders;
- 1.2.64. **"PFMA"** means the Public Finance Management Act, No. 1 of 1999, as amended;
- 1.2.65. **"Post-commencement Claims"** means any claim against the Company, the cause of action in respect of which arose after the Commencement Date;
- 1.2.66. **"Post-commencement Creditors"** or **"PCF Creditors"** means all persons, including legal entities and natural persons, having Post-commencement Claims, excluding the PCF Lenders;
- 1.2.67. **"Pre-commencement Claims"** means any claim against the Company, the cause of action which arose prior to the Commencement Date;
- 1.2.68. **"Pre-commencement Creditors"** means all persons, including legal entities and natural persons, having Pre-commencement Claims;
- 1.2.69. **"Pre-commencement Lenders"** means Absa, FirstRand, Investec, Nedbank, Standard Bank, IAM, iNguza, Ashburton, Sanlam and Momentum;
- 1.2.70. **"Proposed Restructure"** means the restructure proposed by the BRPs, as more fully dealt with in paragraph 26;



- 1.2.71. **"Publication Date"** means the date on which this Business Rescue Plan is published to Affected Persons in terms of section 150(5) of the Companies Act, being 16 June 2020;
- 1.2.72. **"Rand"** or **"R"** or **"ZAR"** means the lawful currency of South Africa;
- 1.2.73. **"Receivers"** means the receivers to be appointed in terms of paragraph 36.2;
- 1.2.74. **"Receivership"** means the process which will commence on the Substantial Implementation Date, more fully dealt with in paragraph 36;
- 1.2.75. **"Receivership Administration Expenses"** means the remuneration and expenses of the Receivers and other claims arising out of the costs of the Receivership;
- 1.2.76. **"Receivership Proceeds"** means the Restructure Proceeds, the proceeds received from any recovery or related process instituted by the BRPs and/or the Receivers and any additional proceeds to be included in the Receivership Proceeds in terms of the Business Rescue Plan;
- 1.2.77. **"Restructure Proceeds"** means the proceeds received by the Company or the transfer of any other asset in terms of the Proposed Restructure, as more fully dealt with in paragraph 36.4;
- 1.2.78. **"SA Airlink"** means SA Airlink (Pty) Limited, Registration No. 1969/002554/07, a company incorporated in accordance with the laws of South Africa;
- 1.2.79. **"SAA Cargo"** means the division of the Company which operates as an airfreight service provider;
- 1.2.80. **"SAA Lounges"** means the division of the Company which operates as a lounge service provider to premium passengers;
- 1.2.81. **"SAA Technical"** means SAA Technical SOC Limited, Registration No. 1999/024058/30, a state-owned company incorporated in accordance with the laws of South Africa;
- 1.2.82. **"SAA Voyager"** means the division of the Company which operates the Company's loyalty programme;
- 1.2.83. **"SAA Restructure"** means the proposed restructure of the Business of the Company, as more fully dealt with in the Executive Summary and paragraph 26;

Handwritten signature and initials, possibly 'HBM', with a large circular flourish above the signature.

- 1.2.84. **"SACC"** means South African Airways City Centre SOC Limited, Registration No. 1997/003282/30, a state-owned company incorporated in accordance with the laws of South Africa;
- 1.2.85. **"SA Express"** means South African Express Airways SOC Limited (in business rescue), Registration No. 1990/007412/30, a state-owned company incorporated in accordance with the laws of South Africa;
- 1.2.86. **"Sanlam"** means Sanlam Life Insurance Limited, Registration No. 1998/021121/06, a company incorporated in accordance with the laws of South Africa;
- 1.2.87. **"Secured Creditors"** means those Creditors who hold security for their Claims against the Company;
- 1.2.88. **"Secured PCF Creditors"** means those Creditors who hold security for their Post commencement Claims against the Company;
- 1.2.89. **"SEP"** means strategic equity partner;
- 1.2.90. **"South Africa"** means the Republic of South Africa;
- 1.2.91. **"Standard Bank"** means The Standard Bank of South Africa Limited, Registration No. 1962/000738/06, a company incorporated in accordance with the laws of South Africa;
- 1.2.92. **"Subsidiaries"** means the wholly owned subsidiaries of the Company, comprising:
- 1.2.92.1. SAA Technical;
 - 1.2.92.2. Mango;
 - 1.2.92.3. Air Chefs; and
 - 1.2.92.4. SACC.
- 1.2.93. **"Substantial Implementation Date"** means:
- 1.2.93.1. the date on which the BRPs will file with CIPC a notice of substantial implementation in terms of section 152 (8) of the Companies Act whereupon Business Rescue will end in terms of section 132(2)(c)(ii) of the Companies Act,

Handwritten signature and initials, possibly 'J.' and 'HBM', are present in the bottom right corner of the page.

1.2.94. **"Tax/Taxation"** means:

- 1.2.94.1. levies payable to Government authorities;
- 1.2.94.2. normal taxation;
- 1.2.94.3. capital gains tax;
- 1.2.94.4. value-added tax;
- 1.2.94.5. donations tax;
- 1.2.94.6. customs duty;
- 1.2.94.7. securities transfer tax;
- 1.2.94.8. all Pay-As-You-Earn taxation (PAYE) not paid over;
- 1.2.94.9. all other forms of taxation, other than deferred tax; and
- 1.2.94.10. any penalties or interest on any of the foregoing;

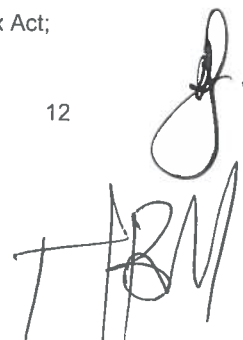
1.2.95. **"Trade Unions"** means the following registered trade unions representing employees of the Company:

- 1.2.95.1. National Transport Movement;
- 1.2.95.2. National Union of Metalworkers of South Africa;
- 1.2.95.3. South African Airways Cabin Crew Association;
- 1.2.95.4. Aviation Union of South Africa;
- 1.2.95.5. South African Transport and Allied Workers Union;
- 1.2.95.6. Solidarity; and
- 1.2.95.7. South African Airways Pilots Association;

1.2.96. **"Unsecured PCF Creditors"** means those Creditors who do not hold security for their Post commencement Claims against the Company;

1.2.97. **"Value-Added Tax Act"** means the Value Added Tax Act, No. 89 of 1991, as amended;



1.2.98. **"VAT"** means the value-added tax levied in terms of the Value-Added Tax Act;

A handwritten signature in black ink, appearing to be 'T. B. M.', is located in the bottom right corner of the page.

- 1.3. any reference to any statute, regulation or other legislation in this Business Rescue Plan shall be a reference to that statute, regulation or other legislation as at the Publication Date, and as amended or substituted from time to time;
- 1.4. any reference in this Business Rescue Plan to any other agreement or document shall be construed as a reference to such other agreement or document as same may have been, or may from time to time be, amended, varied, novated or supplemented;
- 1.5. if figures are referred to in numerals and in words and if there is any conflict between the two, the words shall prevail;
- 1.6. if any provision in a definition in this Business Rescue Plan is a substantive provision conferring a right or imposing an obligation on any person or entity then, notwithstanding that it is only in a definition, effect shall be given to that provision as if it were a substantive provision in the body of this Business Rescue Plan;
- 1.7. where any term is defined in this Business Rescue Plan within a particular paragraph other than this paragraph 1, that term shall bear the meaning ascribed to it in that paragraph wherever it is used in this Business Rescue Plan;
- 1.8. where any number of days is to be calculated from a particular day, such number shall be calculated as excluding such particular day and commencing on the next day. If the last day of such number so calculated falls on a day which is not a Business Day, the last day shall be deemed to be the next succeeding day which is a Business Day;
- 1.9. any reference to days (other than a reference to Business Days), months or years shall be a reference to calendar days, months or years, as the case may be; and
- 1.10. words or terms that are capitalised and not otherwise defined in the narrative of this Business Rescue Plan (excluding capitalised words or terms used for the purpose of tables) shall bear the meaning assigned to them in the Companies Act.

2. ACTION TO BE TAKEN BY AFFECTED PERSONS

- 2.1. If any Affected Person is in doubt as to what action should be taken arising from the contents of this Business Rescue Plan, such Affected Person or Affected Persons are advised to consult an independent attorney, accountant or other professional advisor in addition to any consultation with or direction received from the BRPs.
- 2.2. Nothing contained in this Business Rescue Plan shall constitute legal or Tax advice to any Affected Person, nor do the BRPs make any representations in respect thereof.

3. STRUCTURE OF THE PLAN

For the purposes of section 150 (2) of the Companies Act, this Business Rescue Plan is divided into 3 (three) parts as follows –

3.1. EXECUTIVE SUMMARY

3.2. PART A - BACKGROUND



This part sets out the background to the Company and the factors that resulted in the Company being Financially Distressed and being placed under Business Rescue. The Company's financial distress is described more fully in paragraph 12.3 below.

3.3. PART B - PROPOSALS

This part describes the terms of the proposals and includes, *inter alia*, the benefits and/or effect of adopting the Business Rescue Plan as opposed to the Company being placed into liquidation.

3.4. PART C – ASSUMPTIONS AND CONDITIONS

This part sets out, *inter alia*, what conditions need to be fulfilled in order for the Business Rescue Plan to become effective, and to be implemented.


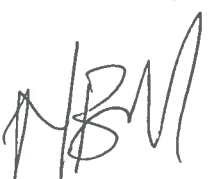



EXECUTIVE SUMMARY**4. FINANCIAL DISTRESS**

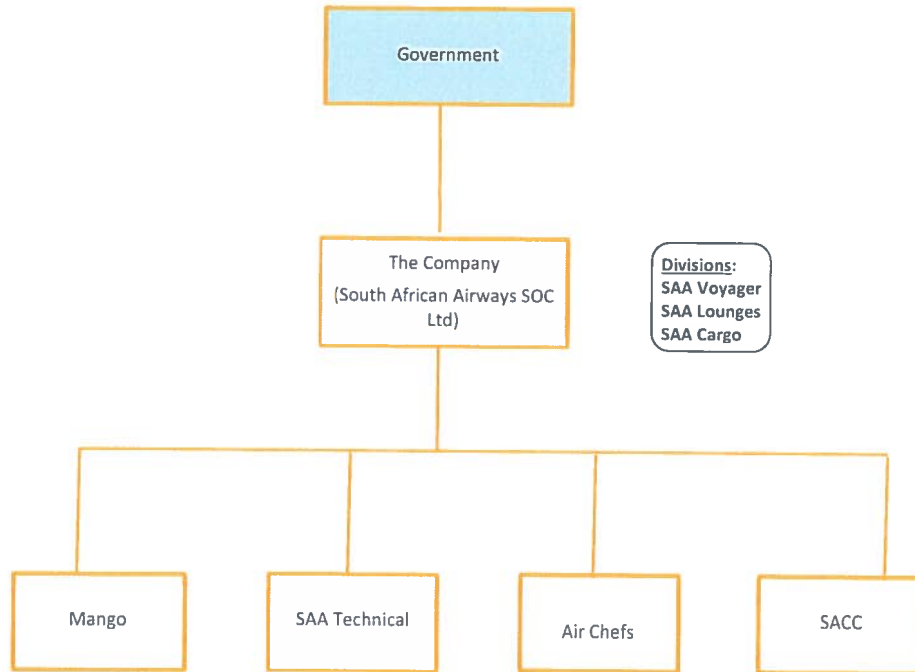
- 4.1. As set out in the sworn statement, the Company was in dire financial distress prior to the commencement of Business Rescue. The main reasons for the Company's financial distress are as follows:
- 4.1.1. The Company has suffered significant losses in each financial year since 2014;
 - 4.1.2. There has been a lack of adequate recapitalisation which has resulted in severe liquidity constraints which have been exacerbated by a variety of events;
 - 4.1.3. The governance issues at the Company which resulted in a high turnover of executive management over the last 10 years;
 - 4.1.4. Inadequate capitalisation of the Subsidiaries with increasing dependency on the Company to provide them with working capital; and
 - 4.1.5. Increased competition with significant pressure on the Company's pricing for tickets.

5. SAA RESTRUCTURED

- 5.1. The BRPs and Government have had engagements where Government has affirmed that it supports a Business Rescue which results in a viable and sustainable national flag carrier that provides international, regional and domestic services and will not be dependent on further future bailouts from the fiscus.
- 5.2. The Proposed Restructure envisages an airline that commences with flights in the near future as the Covid-19 lockdown eases and domestic air travel begins again. One of the outcomes of the Proposed Restructure is the commencement of a full domestic network and schedule starting in Jan 2021, operated by the restructured national airline. Regional schedules will be introduced as the market and passenger demand allows. The commencement of international routes and schedules is envisaged to follow thereafter, similarly informed by global market and passenger demand.
- 5.3. The BRPs together with the Advisors and Management conducted an objective assessment of the Company and evaluated various restructuring scenarios to optimise the Company's business model, route network and cost base. A restructuring of the Company's affairs, business property debt and other liabilities and equity in a manner that maximises the likelihood of the Company continuing in existence on a solvent basis is the desired outcome of the Business Rescue Plan.



- 5.4. The below represents the structure of the current SAA Group which will remain as is for the purposes of implementing this restructure but may be optimised post the implementation of the Business Rescue Plan.



Proposed Routes			
	Routes at date of Business Rescue	SAA retained /new routes	SAA cancelled routes
International	Hong Kong New York Munich Sao Paulo Washington via Accra Perth Frankfurt London Guangzhou	Washington via Accra New York Perth (fleet dependant) Frankfurt London	Hong Kong Munich Sao Paulo Guangzhou
Regional	Abidjan via Accra Accra Blantyre Dar es Salaam Entebbe Gaborone Harare Kinshasa Lagos Lilongwe Livingstone Luanda Lusaka Maputo Maunius Nairobi Ndola Victoria Falls Windhoek	Accra Blantyre Dar es Salaam Entebbe Gaborone Harare Kinshasa Lagos Libreville Lilongwe Livingstone Luanda Lusaka Maputo Maunius Nairobi Ndola Victoria Falls Windhoek	Abidjan via Accra
Domestic	Cape Town Durban East London Port Elizabeth	Cape Town Durban Port Elizabeth	East London

Proposed Fleet							
SAA fleet at date of Business Rescue		Jul 2020 – Feb 2021		Mar – Nov 2021		Dec 2021	
Number	Aircraft	Number	Aircraft	Number	Aircraft	Number	Aircraft
7	A319-100s						
10	A320-200s	0		10	Small Narrow Body	10	Small Narrow Body
6	A330-200s						
5	A330-300s						
7	A340-300Es	6	Narrow Body	9	Narrow Body	9	Narrow Body
7	A340-600s						
4	A350-900						
Subtotal	42	0	Wide Body	0	Wide Body	7	Wide Body
Cargo	2						
Total	44	6		19		26	
	B737 FREIGHTERS						

5.5. The above are the proposed routes and fleet structure for the restructured airline

5.6. The Business Rescue Plan proposes to deal with Affected Persons as set out below.

6. CREDITORS

6.1. The probable dividend which Concurrent Creditors would have received if the Company was liquidated on the Commencement Date is 0 (zero) cents in the Rand as set out fully in paragraph 19.

6.2. The effect of the Business Rescue Plan on Creditors is fully set out in paragraphs 30, 31 and 32 as summarised below:

6.2.1. Concurrent creditors:

6.2.1.1. Concurrent creditors will receive an amount of R600 million (six hundred million Rand) (approximately 7,5 (seven and a half) cents in the Rand) for dividend distribution;

6.2.1.2. This amount will be paid over three years;

6.2.1.3. Lessors will receive an amount of R1.7 billion (one billion and seven hundred million Rand) (this amount is the

equivalent of 6 months rental payments less any letters of credit and/or cash deposits held by the Lessors) for dividend distribution; and

6.2.1.4. This amount will be paid over three years.

6.2.2. PCF Creditors

6.2.2.1. Will be paid from the working capital injection as set out in paragraph 28 of the Business Rescue Plan; and

6.2.2.2. Will enjoy the preference given to them in terms of the Companies Act.

6.2.3. Lenders

6.2.3.1. Will receive payment over three years in terms of the Government allocation set out in paragraph 30.3 in accordance with applicable legislation.

7. EMPLOYEES

7.1. If the Proposed Restructure is implemented in agreement with the Employees, the respective representatives and the Company it will be concluded by means of the Leadership Compact Forum or the section 189 process in terms of which SAA anticipates that 1000 (one thousand) Employees will be retained and the remaining Employees retrenched and the terms and conditions of employment of the remaining employees will be revised along with the terms of the collective agreements.

7.2. The Company will support the social plan that is an outcome of the Leadership Compact Forum.

7.3. The finalisation of the agreement with Employees and SAA on the revised terms and conditions of employment as well as the headcount as set out above is a condition of the plan as set out in part C.

8. RECEIVERSHIP

8.1. The Business Rescue Plan proposes that a receivership be set up and will become effective from the Substantial Implementation Date, more fully dealt with in paragraph 36.

8.2. The purpose of the receivership is to:

- 8.2.1. Take on the various liabilities from affected parties in order to allow SAA to continue with a restructured balance sheet and continue its business operations without the burden of the Pre- Commencement liabilities;
- 8.2.2. Make payment to Pre-commencement Creditors in accordance with paragraph 31.2 and
- 8.2.3. Make payment to the Lenders in accordance with paragraph 30.3 and administer the process of repayment of all creditors post the filing of the notice of the substantial implementation.

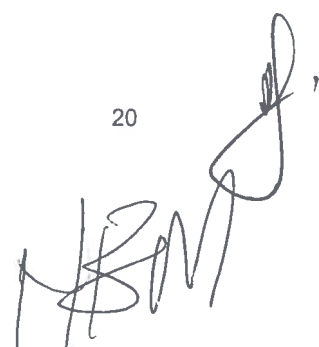
9. FUNDING

- 9.1. Government, as the sole shareholder of the Company and acting through the DPE, supports the Business Rescue Plan which results in a viable and sustainable national carrier that provides international, regional and domestic services.
- 9.2. Consequently, and subject to the adoption of the Business Rescue Plan, it is proposed that Government fund or raise funding for:
 - 9.2.1. The Proposed Restructure starting with the working capital injection that is required to restart business operations;
 - 9.2.2. The retrenchment costs of Employees including any support for the social plan;
 - 9.2.3. The repayment of the amounts owing to the Lenders as set out in paragraph 30.3; and
 - 9.2.4. The continuation of the Business as a going concern which would include honouring of tickets bought by customers or any subsequent vouchers that they may receive in accordance with SAA's policy.
- 9.3. This funding is broken down into immediate, medium and long term underpins the Proposed Restructure and is a condition of the implementation of the Business Rescue Plan.

10. ADVANTAGES OF ADOPTING THE BUSINESS RESCUE PLAN

- 10.1. The advantages of proceeding with this Business Rescue Plan are set out fully in paragraph 39 and summarised here for ease of reference:
 - 10.1.1. the Company's Business will be restructured in a manner that will result in the Company continuing in existence in a solvent manner, as opposed to being placed in liquidation;
 - 10.1.2. not all of the Employees will be retrenched and many jobs will be preserved;

- 10.1.3. those Employees who are retrenched will be in a better financial position than in a liquidation;
- 10.1.4. General Concurrent Creditors will receive a concurrent dividend, i.e. the General Concurrent Dividend, as opposed to 0 (Zero) cents in the Rand in a liquidation; and
- 10.1.5. the costs of Business Rescue will be less than the costs of liquidation.

A handwritten signature in black ink, appearing to be 'HBM', with a large, stylized flourish extending upwards and to the right.

PART A – BACKGROUND

11. COMPANY INFORMATION**11.1. Shareholding Structure**

11.1.1. As at the Publication Date, the issued share capital of the Company comprises:

11.1.1.1. Class "A" ordinary shares: 7 237 691 465 (seven billion two hundred and thirty seven million six hundred and ninety one thousand four hundred and sixty five);

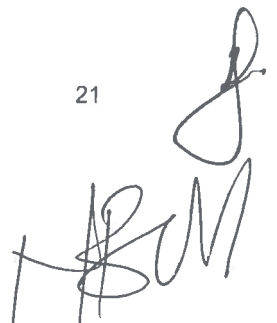
11.1.1.2. Class "B" ordinary shares: 2 412 563 822 (two billion four hundred and twelve million five hundred and sixty three thousand eight hundred and twenty two);

11.1.1.3. Class "C" ordinary shares: 2 412 563 822 (two billion four hundred and twelve million five hundred and sixty three thousand eight hundred and twenty two);

11.1.1.4. Class "D" ordinary shares: 603 140 956 (six hundred and three million one hundred and forty thousand nine hundred and fifty six); and

11.1.1.5. Class "E" ordinary shares: 117 578 806 (one hundred and seventeen million five hundred and seventy eight thousand eight hundred and six).

11.1.2. Government, represented by the DPE, is the sole shareholder of the Company.



11.2. Directors

11.2.1. As at the Commencement Date, the directors of the Company, according to CIPC, were:

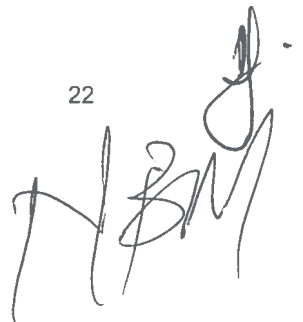
Name of Director	Date of Appointment
Deon Jeftha Fredericks	29/10/2018
Zukisa Millicent Ramasia	11/06/2019
Ahmed Ismail Bassa (non-executive)	03/11/2017
Martin Lawrence Kingston (non-executive)	03/11/2017
Holmes Peter Maluleka (non-executive)	01/09/2016
Thandeka Nozipho Mgoduso (non-executive)	01/09/2016
Akhter Hoosen Moosa (non-executive)	01/09/2016
Geoffrey Rothschild (non-executive)	03/11/2017
Matsidiso Peter Tshisevhe (non-executive)	01/09/2016

11.2.2. The records of the Company are in the process of being updated with CIPC, however, according to the Company records, the following are the directors of the Company as at the Publication Date:

Name of Director	Date of Appointment
Deon Jeftha Fredericks	29/10/2018
Ahmed Ismail Bassa (non-executive)	03/11/2017
Holmes Peter Maluleka (non-executive)	01/09/2016
Thandeka Nozipho Mgoduso (non-executive)	01/09/2016
Akhter Hoosen Moosa (non-executive)	01/09/2016
Geoffrey Rothschild (non-executive)	03/11/2017
Matsidiso Peter Tshisevhe (non-executive)	01/09/2016

11.3. Company Information

Financial Year End: 31 March
 Registered Address: Airways Park
 1 Jones Road
 OR Tambo International Airport
 Kempton Park
 Gauteng
 1620



Postal Address:	Private Bag X13 OR Tambo International Airport Kempton Park Gauteng 1627
Auditors / Accountants:	Auditor General South Africa: Polani Sokombela

12. COMPANY BACKGROUND

12.1. Background to the Company

12.1.1. The Company was established in February 1934, when Government took over Union Airways of South Africa, being the first commercial airline of South Africa. It has been state-owned since then, except from 1999 to 2002, when Swissair held 20% of the equity in the Company.

12.1.2. The Company's Business involves operating as a national airline carrier, providing passenger and cargo transport services over various domestic, regional and international routes. The Company is a member of Star Alliance, the largest international airline alliance.

12.1.3. As at the Commencement Date, the Company:

12.1.3.1. Provided aviation transport services to 30 routes, comprising:

12.1.3.1.1. 8 international routes;

12.1.3.1.2. 18 regional routes; and

12.1.3.1.3. 4 domestic routes.

12.1.3.2. Held a fleet of 49 aircraft, comprising:

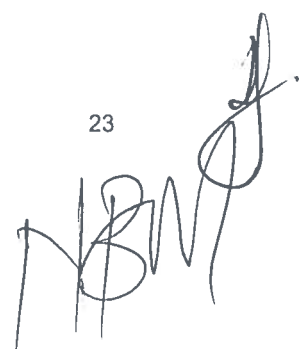
12.1.3.2.1. Owned aircraft:

12.1.3.2.1.1. 5 x A340-300 aircraft; and

12.1.3.2.1.2. 4 x A340-600 aircraft.

12.1.3.2.2. Leased aircraft:

12.1.3.2.2.1. 7 x A319 aircraft;



12.1.3.2.2.2. 10 x A320 aircraft;

12.1.3.2.2.3. 3 x A340-300 aircraft;

12.1.3.2.2.4. 3 x A340-600 aircraft;

12.1.3.2.2.5. 6 x A330-200 aircraft;

12.1.3.2.2.6. 5 x A330-300 aircraft;

12.1.3.2.2.7. 4 x A350-900 aircraft; and

12.1.3.2.2.8. 2 x B737-300F aircraft (freighters).

12.1.4. The Company has the following three non-corporate businesses (i.e. the Divisions):

12.1.4.1. SAA Cargo, an air cargo service provider with capacity primarily sourced from the "belly space" of SAA's passenger aircraft fleet.

12.1.4.2. SAA Lounges, which provides lounge services to premium passengers in the major cities in South Africa (Johannesburg, Cape Town, Durban, East London and Port Elizabeth) and Africa (Harare and Lusaka).

12.1.4.3. SAA Voyager, an airline loyalty programme.

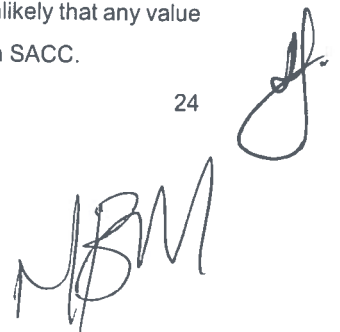
12.1.5. In addition, the Company wholly owns the Subsidiaries, namely:

12.1.5.1. Mango, a global best-practice low-cost carrier, primarily operating in the South African domestic market, which increasingly acts as a feeder airline to the Company;

12.1.5.2. SAA Technical, Africa's largest aircraft Maintenance, Repair and Overhaul business;

12.1.5.3. Air Chefs, a catering business primarily supplying catering services to the Company's fleet, offices and SAA Lounges in Johannesburg, Cape Town and Durban; and

12.1.5.4. SACC, which is currently dormant but previously operated as a retail travel business with franchises in South Africa and some other African states. It is unlikely that any value can be attributed to the shares held in SACC.



12.1.6. The Company licenses its airline code on two feeder airlines, namely, SA Express and SA Airlink. During the Company's Business Rescue, however:

12.1.6.1. SA Airlink terminated the license agreement concluded with the Company, which termination was effective from 26 March 2020; and

12.1.6.2. SA Express was placed in provisional liquidation on 28 April 2020.

12.1.7. As at the Commencement Date, the Company employed approximately 4 708 (four thousand seven hundred and eight) employees, comprising:

12.1.7.1. 617 pilots;

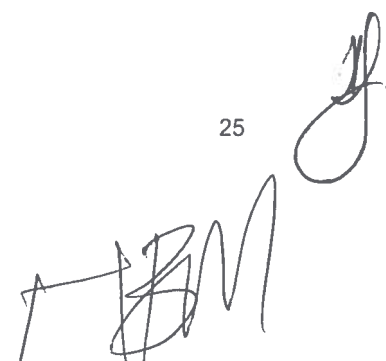
12.1.7.2. 1 516 cabin crew;

12.1.7.3. 209 managers;

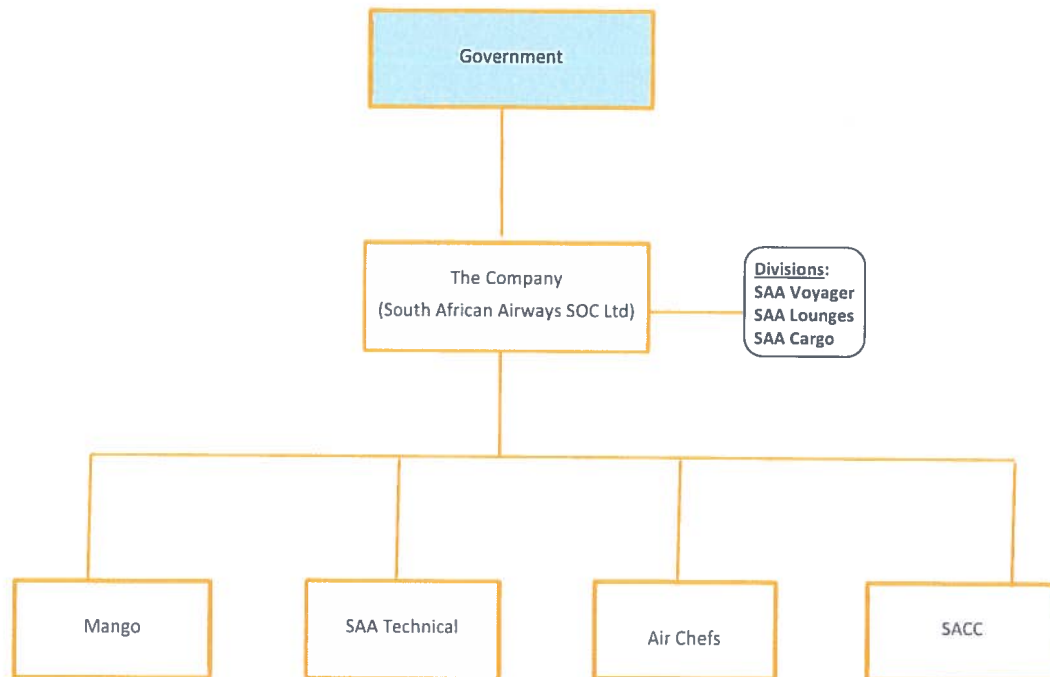
12.1.7.4. 216 specialists; and

12.1.7.5. 2 150 non-managers.

12.1.8. As stated above, the Company is wholly owned by Government, with shareholder oversight vested in the DPE.

Handwritten signature and initials in the bottom right corner of the page.

12.2. Current Group Organogram



12.3. Background to the Company's Financial Distress

12.3.1. The main reasons for the Company's financial distress are the following:

12.3.1.1. The Company has suffered significant losses over the last 10-year period which involved:

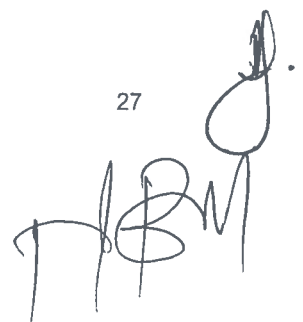
12.3.1.1.1. The last time the Company reported a profit was in 2011;

12.3.1.1.2. The Company reported losses in each year since 2012 accumulating to over R27 billion (twenty seven billion Rand) in 2019;

12.3.1.1.3. The Rand – US Dollar exchange rate doubled from an average of \$1:R7 in 2011 to \$1:R14 in 2019, with significant implications for the Company's fuel costs and aircraft leasing costs;

12.3.1.1.4. The Company's secured long-term debt increased from R2 billion (two billion Rand) in 2012 to over

- R11,9 billion (eleven billion nine hundred million Rand) in 2019;
- 12.3.1.1.5. Interest costs increased from R172 million (one hundred and seventy two million Rand) in 2012 to R1,3 billion (one billion three hundred million Rand) in 2019;
- 12.3.1.1.6. The last audited annual financial statements of the Company for the year ended 31 March 2017 were qualified and included a "material uncertainty relating to going concern" as the Company was at that time insolvent with its liabilities exceeding assets by R18 billion (eighteen billion Rand);
- 12.3.1.1.7. The unaudited results for the period to 31 March 2019 show that the Company's liabilities exceed its assets by R12,9 billion (twelve billion nine hundred million Rand)
- 12.3.1.2. There has been a lack of adequate recapitalisation which resulted in the Company experiencing severe liquidity constraints, which was exacerbated by:
- 12.3.1.2.1. The confirmation by Government that it would not continue supporting the Company financially in the manner that it had previously done, but would provide financial support to facilitate a radical restructuring of the Company.
- 12.3.1.2.2. The grounding of SAA aircraft by the Civil Aviation Authorities, in October 2019, due to technical non-compliance which negatively affected the reputation of the airline with travel agents and passengers
- 12.3.1.2.3. The industrial action that occurred over an eight-day period in November 2019 which had the effect of severely hampering the cash flow of the Company.
- 12.3.1.2.4. The Company lost significant revenue during November 2019 where the Company should have been ramping up to its busiest period.



12.3.1.2.5. The issuing of an application to commence Business Rescue on 21 November 2019 by one of the Trade Unions, namely, Solidarity (**"Solidarity Application"**), coupled with the adverse publicity in the media shortly after the industrial action, , had the following consequences which had a catastrophic impact upon revenue being earned:

12.3.1.2.5.1. the withdrawal of travel insurance by various insurers;

12.3.1.2.5.2. various travel agents halting the sale of the Company's tickets to their customers and preferring to use other carriers; and

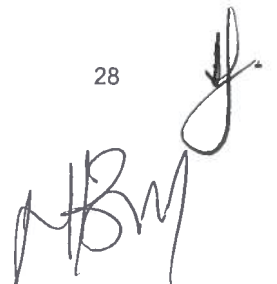
12.3.1.2.5.3. customers that had already booked flights started cancelling their flights and requesting refunds (the public's confidence in SAA as a viable concern having dissipated entirely).

12.3.1.2.6. The governance issues at the Company which resulted in a high turnover of executive management over the last ten years 2010 as provided below:

12.3.1.2.6.1. Eight (8) individuals occupied the position of CEO with five (5) in an acting capacity;

12.3.1.2.6.2. Four (4) CFOs, with one as an interim CFO;

12.3.1.2.6.3. At least fifty (50) individuals have served in the Exco over the last decade with only eight individuals who have served at least five years in their positions. In addition, the Company has had five (5) board chairpersons over the same period;



12.3.1.2.7. Inadequate capitalisation of the Subsidiaries with increasing dependency on the Company to provide them with working capital; and

12.3.1.2.8. Increased competition with a significant pressure on the Company's pricing for tickets.

12.3.2. The aforesaid and various other factors, including the loss of substantial revenue adversely affected the Company's cash flow and caused the Company to become illiquid and therefore financially distressed in that it was unable to pay its liabilities to lenders and creditors as they fell due.

12.4. Shortly after the Commencement Date:

12.4.1. Supplier credit terms were revoked with up-front and advance payments required due to the moratorium on outstanding supplier debts;

12.4.2. Many fuel suppliers refused to continue providing fuel unless the pre-business rescue fuel debt was paid;

12.4.3. Bookings reduced by:-

12.4.3.1. 50% for domestic routes - forward bookings materially reduced for January 2020 onwards;

12.4.3.2. 25% for regional routes - less affected due to reduced competition; and

12.4.3.3. more than 50% for international routes - forward bookings had been substantially affected.

13. SUMMARY OF THE BUSINESS RESCUE

13.1. Introduction

Business Rescue, as defined in section 128 (1) (b) of the Companies Act, refers to proceedings to facilitate the rehabilitation of a company that is financially distressed by providing for –

13.1.1. the temporary supervision of a company by one or more business rescue practitioners, and of the management of its affairs, business and property;

13.1.2. a temporary moratorium on the rights of claimants against a company or in respect of property in its possession; and

13.1.3. the development and implementation, if approved, of a plan to rescue the company in question by restructuring its affairs, business, property, debt and other liabilities, and equity in a manner that maximises the likelihood of the company in question continuing in existence on a solvent basis or, if it is not possible for the company to so continue in existence, results in a better return for the company's creditors or shareholders than would result from the immediate liquidation of the company.

13.2. The following summary sets out the salient dates on which certain events have taken and will take place during Business Rescue –

EVENT	DATE
Board Resolution to commence Business Rescue	5 December 2019
Commencement of Business Rescue (date on which the above resolution was filed at the CIPC)	5 December 2019
Appointment of BRP – Matuson	5 December 2019
Appointment of BRP – Dongwana	18 December 2019
First Employees' Meeting	20 December 2019
First Creditors' Meeting	20 December 2019
Extension obtained to publish the Business Rescue Plan	20 December 2019
First Employees' Committee Meeting	15 January 2020
Second Employees' Committee Meeting	31 January 2020
Third Employees' Committee Meeting	3 February 2020
Fourth Employees' Committee Meeting	6 February 2020
First Creditors' Committee Meeting	6 February 2020
Fifth Employees' Committee Meeting	11 February 2020
Extension obtained to publish the Business Rescue Plan	28 February 2020
Extension obtained to publish the Business Rescue Plan	20 March 2020
Second Creditors' Committee Meeting	28 April 2020
Sixth Employees' Committee Meeting	28 April 2020
Circulation of draft Business Rescue Plan to Affected Persons	1 June 2020
Consultation with Employees' Representatives on draft Business Rescue Plan	1 - 15 June 2020
Consultation with Creditors' Committee on draft Business Rescue Plan	4 June 2020
Consultation with Government on draft Business Rescue Plan	31 May 2020 to 8 June 2020
Business Rescue Plan published	16 June 2020
Meeting to consider the Business Rescue Plan in terms of section 151 of the Companies Act	25 June 2020

14. STEPS TAKEN SINCE THE APPOINTMENT OF THE BRPS

14.1. ADMINISTRATIVE MATTERS

14.1.1. Appointment of BRPs

Matuson was appointed on 5 December 2019 and Dongwana was appointed on 18 December 2019.

14.1.2. Management Control

In terms of section 140 (1) (a) of the Companies Act, the BRPs took over full management control of the Company, but as they were entitled to do, the BRPs delegated certain functions and operations to certain Management.

14.1.3. Notices

The BRPs have been publishing notices to Affected Persons in terms of the Companies Act.

14.1.4. Reporting to CIPC

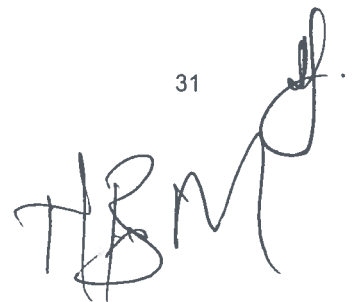
The BRPs have complied with all statutory obligations under the Companies Act and rendered monthly reports to CIPC as contemplated in section 132 (3) of the Companies Act.

14.1.5. Appointment of Alvarez & Marsal as Global Aviation Restructuring Experts

14.1.5.1. The BRPs appointed and mandated Alvarez & Marsal (an international distressed company and restructuring expert, with specific expertise in dealing with financially distressed airlines) to:

14.1.5.1.1. Provide independent and objective advice, from an aviation operations perspective, on opportunities to reduce cash burn, including cost reduction and operations improvement opportunities;

14.1.5.1.2. Provide assistance to the BRPs in setting out the restructuring options available in light of the severe liquidity constraints in place at the time of the BRPs' appointment, including options to maintain as much of the Company's operations as would be



commercially viable as an alternative to closure and liquidation options that were under consideration;

14.1.5.1.3. provide the restructuring plan options for the airline which would then be developed into a Business Rescue Plan once Government has chosen their preferred plan; and

14.1.5.1.4. based on their aviation industry contacts, to assist in sourcing a SEP for the Company.

14.1.6. **Appointment of PwC as Independent Experts**

14.1.6.1. The BRPs appointed and mandated PwC:

14.1.6.1.1. to provide cash flow forecasts to show the liquidity requirements for each of the restructuring scenarios for SAA;

14.1.6.1.2. to develop an integrated financial forecasting and business model based on the Proposed Restructuring Plan ("**Financial Model**"); and

14.1.6.1.3. as independent experts for purposes of calculating the estimated liquidation dividend that would be received by Creditors, in their specific classes, if the Company were to be immediately placed in liquidation.

14.1.6.2. The Financial Model was used, *inter alia*, to prepare the projected balance sheet and statement of income and expenses for the Company for the ensuing three years, dealt with in paragraph 45 below.

14.1.6.3. The liquidation dividend is dealt with in paragraphs 19.4 to 19.7 below.

14.1.7. **Extension for Publication of Business Rescue Plan**

In terms of section 150 (5) of the Companies Act, the Business Rescue Plan was required to be published within 25 (twenty five) Business Days from the appointment of the BRPs. The BRPs ultimately obtained an extension from the

Creditors as contemplated in section 150 (5) (b) of the Companies Act for the publication of the Business Rescue Plan to 15 June 2020.

14.1.8. Publication of Business Rescue Plan and Notice of Meeting

- 14.1.8.1. The Business Rescue Plan will be published to all Affected Persons on the Publication Date.
- 14.1.8.2. The Notice of Meeting will be delivered to all Affected Persons simultaneously with the publication of the Business Rescue Plan.
- 14.1.8.3. The publication of the Business Rescue Plan and delivery of the Notice of Meeting will take place in accordance with the provisions of the Companies Act and the Regulations thereto.

14.1.9. Cash Resources

- 14.1.9.1. In order to preserve the cash resources of the Company, the BRPs implemented immediate cash relief initiatives and explored broader cost optimisation initiatives, which are dealt with further in paragraph 14.6.5.
- 14.1.9.2. The BRPs also obtained PCF from the PCF Lenders, which is dealt with further in paragraph 14.6.2.

14.2. LABOUR

14.2.1. Employees' Meetings

- 14.2.1.1. A first meeting of Employees, as contemplated in section 148 (1) of the Companies Act, was convened on 20 December 2019.
- 14.2.1.2. At this meeting, *inter alia*:
 - 14.2.1.2.1. the business rescue process was explained;
 - 14.2.1.2.2. Employees were informed of the BRPs' opinion regarding the reasonable prospect of rescuing the Company;

- 14.2.1.2.3. Employees were informed of the BRPs' actions since the Commencement Date;
- 14.2.1.2.4. assistance was also given to the Employees by providing answers to their various queries; and
- 14.2.1.2.5. nominations were requested for the establishment of the Employees' Committee.

14.2.2. **Employees' Committee**

- 14.2.2.1. Pursuant to the first meeting of Employees, the Employees' Committee was duly established.
- 14.2.2.2. The Employees' Committee comprises the following:
 - 14.2.2.2.1. representatives from the Trade Unions; and
 - 14.2.2.2.2. representatives for the independent employees (being those employees unrepresented by trade unions).
- 14.2.2.3. The members of the Employees' Committee appointed Cloete Murray as the independent chairperson of the Employees' Committee.
- 14.2.2.4. The Employees' Committee met with the BRPs on 5 January 2020, 31 January 2020, 4 February 2020, 6 February 2020, 11 February 2020, 12 March 2020 and 28 April 2020.

14.2.3. **Consultation on the Draft Business Rescue Plan**

- 14.2.3.1. On 31 May 2020, the BRPs provided the draft Business Rescue Plan to, *inter alia*, representatives on the Employees' Committee to:
 - 14.2.3.1.1. enable them to make representations to the BRPs for consideration, subject to the BRPs' overall responsibility to publish a Business Rescue Plan which they regard as representing the best prospects of rescuing the Company as contemplated in the Companies Act; and

14.2.3.1.2. afford them sufficient opportunity to review the draft Business Rescue Plan and prepare a submission as contemplated in section 152 (1) (c) of the Companies Act.

14.2.3.2. On 2 June 2020 the employees' representatives sent the BRPs a correspondence to the effect that they would not be consulting the BRPs in the statutory forum of the Employees' Committee but rather through the Leadership Compact Forum.

14.2.3.3. As at Publication Date the BRPs had only received submissions and queries on the Business Rescue Plan from one of the recognised unions, NTM, the BRPs have considered and provided responses to these submissions and queries.

14.2.3.4. The BRPs have also included the agreed outcomes with the employees' representatives stemming from the Leadership Compact Forum in relation to employees and impact of the Proposed Restructure.

14.2.3.5. The chairperson of the Employees' Committee was engaged on the above and he has provided his input on the process and Business Rescue Plan

14.2.4. **Section 189 of the LRA Process**

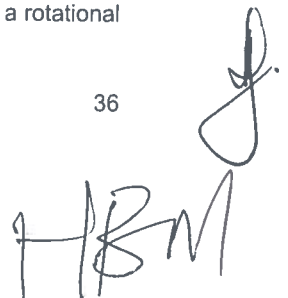
14.2.4.1. It became apparent that for the Business Rescue efforts to be successful, and for liquidation to be avoided, it was necessary for the Company to restructure its operations and also reduce its costs significantly.

14.2.4.2. The Company has formed the view that, alongside other cost savings measures to be implemented, the best way for the Company to reduce its costs significantly in order for the Business Rescue efforts to be successful, and for liquidation to be avoided, is by the Company:

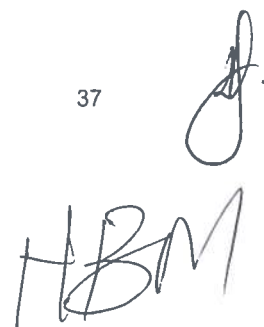
14.2.4.2.1. reducing the number of its employees in line with the optimal operations; and

Handwritten signature and initials, possibly 'HBM', in the bottom right corner of the page.

- 14.2.4.2.2. revising the terms and conditions of employment of the remaining employees to align them with the market related conditions, preferably through collective agreements concluded with those Trade Unions representing the majority of the Company's remaining employees.
- 14.2.4.3. As a result, on 9 March 2020, the Company, having contemplated the possibility of such dismissals and a possible new structure, issued notices in terms of section 189 (3) read together with section 189A of the LRA ("**section 189 (3) notices**") to all Employees and their Trade Unions.
- 14.2.4.4. In terms of those section 189 (3) notices, all of the positions with the Company would be potentially affected. All employees would be displaced, and the selection criteria would be applied to offer employees new jobs in the new proposed structure, at revised terms and conditions of employment. In the event that an employee does not accept a job offered to them, then it is proposed that they would be selected for retrenchment, and another displaced employee would be offered that position. 2 440 (two thousand four hundred and forty) positions were made available in terms of the proposed new structure on significantly revised terms and conditions of employment. Representative Trade Unions will be required to conclude new collective agreements giving effect to the proposed changes and cancelling existing collective agreements insofar as same are at variance with the proposed changes.
- 14.2.4.5. On 19 March 2020, the Company issued a supplementary section 189 (3) notice, in which it requested that the parties agree to a truncated consultation period, given the time constraints which were exacerbated by the COVID-19 pandemic. Furthermore, the Company requested that the parties consult and reach agreement on measures to mitigate the adverse effects of the COVID-19 pandemic, such as the implementation of short time and a rotational lay off.

A handwritten signature in black ink, consisting of the letters 'HBM' in a stylized, cursive font. The signature is located in the bottom right corner of the page, below the page number 36.

- 14.2.4.6. The issuance of the section 189 (3) notices was the first step in a statutory facilitated consultation process which commenced on 20 March 2020 under the auspices and facilitation of the CCMA. The Company and the consulting parties have held consultation meetings electronically, in light of the issues arising from the COVID-19 pandemic and the implementation of the national lockdown. The Company and the consulting parties held consultation meetings and/or bilateral meetings on the following dates:
- 14.2.4.6.1. 20, 23, 24, and 26 of March 2020,
- 14.2.4.6.2. 1, 2, 3, 13, 14, 15, 16, 17, 18, 20, 23, 28 and 29 of April 2020.
- 14.2.4.7. Following the declaration by the President of the Republic of South Africa on 15 March 2020 of a National State of Disaster, a section 189 Supplementary Notice was issued to all employees on 19 March 2020. The restrictions of movement imposed as a result of the declaration was expected to have a severe impact on the revenue and cash generating ability of the Company which, in the opinion of the Company and BRPs, necessitated an expedited section 189 consultation process. Furthermore, the Company requested that the parties consult and reach agreement on measures to mitigate the adverse effects of the COVID-19 pandemic, such as the implementation of short time and a rotational lay off
- 14.2.4.8. The section 189 (3) notices were issued after consultation with the DPE, and notification to National Treasury.
- 14.2.4.9. The section 189 process began on 20 March 2020 under the auspices of the CCMA led by Commissioners Shawn Christiansen and Grahame Mathewson and can be summarised as follow:
- 14.2.4.9.1. NUMSA and SACCA initially sought to have the engagements postponed until the lockdown measures have been uplifted;

Handwritten signature and initials. The signature is a stylized 'J' or 'L' shape. Below it are the initials 'HBM' in a bold, blocky font.

14.2.4.9.2. However, measures were put in place by the Company to ensure the engagements comply with COVID-19 health and safety measures;

14.2.4.9.3. NUMSA and SACCA ultimately abstained from participating in the engagements accusing the Company of not providing all the information necessary for them to evaluate the Company's proposals;

14.2.4.9.4. The remaining unions engaged constructively including:

14.2.4.9.4.1. discussing the scenarios presented to government by the BRPs and Alvarez & Marsal and the rationale for each scenario;

14.2.4.9.4.2. engaging on the proposed organisational structures for the restructured company;

14.2.4.9.4.3. discussing the impact of COVID-19 on the Company and the aviation industry; and

14.2.4.9.4.4. discussing alternatives as presented by the various unions.

14.2.4.9.5. Following the 10 April 2020 letter from DPE indicating no further funding for the business rescue of SAA, the Company made the following proposals to the unions:

14.2.4.9.5.1. The objective of the section 189 engagements to change from seeking a headcount reduction and a revision of terms and conditions of employment to negotiating voluntary severance packages;

14.2.4.9.5.2. The proposed terms of the severance package were provided

in a draft Collective Agreement to be concluded by the 25 April 2020 in order to ensure that the Company does not incur further employee costs beyond April 2020;

14.2.4.9.5.3. The DPE, which at that time had started a parallel process of engaging with labour through the Leadership Compact Forum, requested that the concluding of the Collective Agreement be extended to 11 May 2020 in order to allow for further engagements with the unions;

14.2.4.9.5.4. The Company acceded to the request by the DPE;

14.2.4.9.5.5. It was during this period that NUMSA and SACCA launched a court application on 30 April 2020, eight days before the expiry of the 60-day mandatory period for the section 189 engagements.

14.2.5. November 2019 Salary Agreements

14.2.5.1. On or about 22 November 2019, the Company concluded salary agreements with NUMSA and SACCA to regulate salaries and other conditions until 31 March 2020.

14.2.5.2. In terms of these salary agreements, the Company agreed to pay salary increases and back pay to employees in separate tranches subject to the Company securing funding for such purposes and such funding being available in February, March and April 2020.

14.2.5.3. Both NUMSA and SACCA have enquired on and demanded the payment of such salary increases and back-pay. To date, SAA have not been able to honour such payment of these salary increases and back-pay as

the funding for such purposes did not become available during the abovementioned period.

14.3. CREDITORS

14.3.1. Creditors' Meeting:

14.3.1.1. A first meeting of Creditors, as contemplated in section 147 (1) of the Companies Act, was convened on 20 December 2019 ("the First Meeting").

14.3.1.2. At the First Meeting, *inter alia*:

14.3.1.2.1. the business rescue process was explained;

14.3.1.2.2. Creditors were informed of the BRPs' opinion regarding the reasonable prospect of rescuing the Company;

14.3.1.2.3. Creditors were informed of the BRPs' actions since the Commencement Date;

14.3.1.2.4. assistance was given to the Creditors by providing answers to their various queries;

14.3.1.2.5. the BRPs received proof of Pre-commencement Claims by Pre-commencement Creditors; and

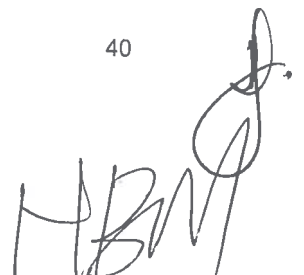
14.3.1.2.6. nominations were requested for the establishment of the Creditors' Committee.

14.3.2. Creditors' Committee

14.3.2.1. Pursuant to the First Meeting, a Creditors Committee was duly established.

14.3.2.2. The members of the Creditors' Committee appointed Juliette de Hutton as the independent chairperson of the Creditors' Committee.

14.3.2.3. The Creditors' Committee met with the BRPs on 6 February 2020, 28 April 2020 and any further meetings since.



14.3.3. **Consultation on the draft Business Rescue Plan**

14.3.3.1. On 28 May 2020, the BRPs provided the draft Business Rescue Plan to, *inter alia*, representatives of the Creditors' Committee to:

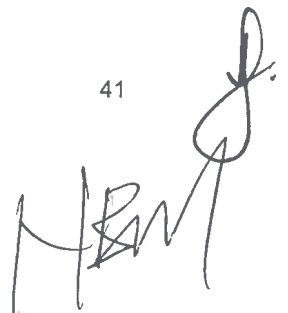
14.3.3.1.1. enable them to make representations to the BRPs for consideration, subject to the BRPs' overall responsibility to publish a Business Rescue Plan which the BRPs regarded as representing the best prospects of rescuing the Company as contemplated in the Companies Act; and

14.3.3.1.2. afford them sufficient opportunity to review the draft Business Rescue Plan.

14.3.3.2. On 4 June 2020, the BRPs consulted with the Creditors' Committee.

14.3.3.2.1. The committee provided their submissions on the Business Rescue Plan relating to a variety of issues from the proposed quantum of the Concurrent Creditor Allocation to the implementation of the Business Rescue Plan and the position of Creditors on various issues. The BRPs provided responses to the clarity seeking questions and insight on other aspects of the Business Rescue Plan that weren't clear to the committee.

14.3.3.2.2. The BRPs also undertook to include various submission in the Business Rescue Plan as well as raise the issue of the quantum of the Concurrent Creditor Allocation with the Government as they would be sourcing the funding for the implementation of the Business Rescue Plan.

A large, stylized handwritten signature in black ink, appearing to be 'HBN' followed by a large flourish.

14.4. LEGAL

14.4.1. Court Applications:

14.4.1.1. SA Airlink:

14.4.1.1.1. On 17 January 2020, SA Airlink issued an urgent application seeking, *inter alia*:

14.4.1.1.1.1. a declarator that the flown and unflown revenue in respect of flights which occurred prior to the Company's Business Rescue did not amount to a "debt owed" as contemplated in terms of section 154 (2) of the Companies Act, or are not debts owed by the Company immediately before the beginning of Business Rescue; and

14.4.1.1.1.2. an order that the Company makes payment of the aforesaid flown revenue within five days of the order sought.

14.4.1.1.2. The Company and BRPs opposed the urgent application.

14.4.1.1.3. The urgent application was heard on 11 February 2020.

14.4.1.1.4. On 2 March 2020, the urgent application was dismissed with costs, including the costs of two counsel.

14.4.1.1.5. On 5 March 2020, SA Airlink applied for leave to appeal.

14.4.1.1.6. On 13 March 2020, SA Airlink were granted leave to appeal to the Supreme Court of Appeal.

14.4.1.1.7. SA Airlink and the Company have filed heads of argument and are awaiting confirmation of the hearing date.

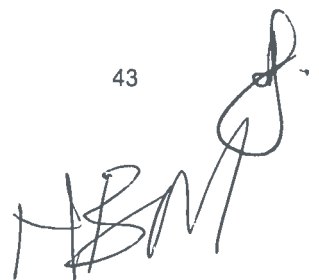
A large, stylized handwritten signature in black ink, appearing to be 'NBMD', is written over the page number 42.

14.4.1.2. Black Management Forum ("BMF") Application:

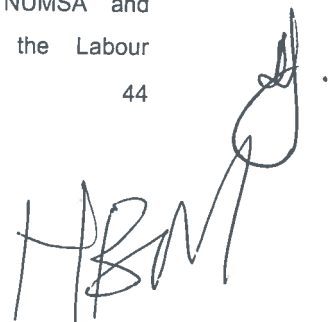
- 14.4.1.2.1. On or about 13 January 2020, the BMF launched an application challenging the appointment of Mr Nico Bezuidenhout as the Chief Executive Officer of Mango Airlines (SOC) Limited ("Mango"). The Company is cited as the Second Respondent in its capacity as Mango's holding company.
- 14.4.1.2.2. On 5 February 2020, the Company filed its notice of opposition.
- 14.4.1.2.3. On 2 March 2020 the Company filed its record of proceedings.
- 14.4.1.2.4. The other respondents in the matter have also filed their records of proceedings.
- 14.4.1.2.5. The BMF is now required to either supplement its founding papers or to notify the respondents that it will not supplement its founding papers.
- 14.4.1.2.6. Upon the BMF supplementing its papers or notifying the respondents that it will not supplement its papers, the respondents, including the Company will be required to file their answering papers.

14.4.1.3. NUMSA and SACCA application 1

- 14.4.1.3.1. On 10 February 2020 NUMSA and SACCA filed an urgent application in the Labour Court for an order in the order following terms:
 - 14.4.1.3.1.1. That the Company's and the BRPs' announcement on 6 February 2020 in respect of the purported dismissals of NUMSA and SACCA's members due to changes in the flight network of the Company be declared null and avoid for non-compliance with the LRA and be set aside;



- 14.4.1.3.1.2. That the Company's and the BRPs' failure to engage in meaningful joint-consensus seeking consultations as envisaged in section 189 and 189A of the LRA be declared as unlawful and/or unfair;
- 14.4.1.3.1.3. That the Company be interdicted and restrained from taking any steps towards terminating the employment of NUMSA and SACCA members in terms of the restructuring process until it has complied with the procedural requirements in the LRA; and
- 14.4.1.3.1.4. That the Company be directed to place NUMSA and SACCA members on a trainee lay-off scheme in terms of a collective agreement between the parties.
- 14.4.1.3.1.5. The matter was heard on 13 February 2020 and judgment was handed down on 14 February 2020. The application was dismissed and no order as to costs was made.
- 14.4.1.3.1.6. On the same day (14 February 2020), NUMSA and SACCA launched an application for leave to appeal on an urgent basis. The matter was heard on the same day and judgement was reserved.
- 14.4.1.3.1.7. On 20 February 2020, the application for leave to appeal was dismissed.
- 14.4.1.3.1.8. On 21 February NUMSA and SACCA petitioned the Labour

A large, stylized handwritten signature in black ink, appearing to be 'HBM', is written over the page number 44.

Appeal Court on an urgent basis for leave to appeal.

14.4.1.3.1.9. On 26 February 2020, SAA filed a notice of intention to oppose and answering affidavit.

14.4.1.3.1.10. On 27 February 2020, NUMSA and SACCA filed their replying affidavit.

14.4.1.3.1.11. The matter currently awaits a decision from the Labour Appeal Court. However, in circumstances where the section 189 (3) notice has already been issued by the BRPs on 9 March 2020, this petition is moot and is unlikely to be pursued further.

14.4.1.4. NUMSA and SACCA application 2

14.4.1.4.1. On 30 April 2020 NUMSA and SACCA delivered another urgent application in the Labour Court for an order in the order following terms:

14.4.1.4.1.1. declaring that the Company's and the BRPs' issuing of the section 189(3) notices was unlawful, alternatively, that the issuing of the section 189(3) notices and/or continuation with the consultative process is unfair;

14.4.1.4.1.2. directing the Company and the BRPs to withdraw the section 189(3) notices, alternatively, to suspend the consultative process until a Business Rescue Plan has been presented;

14.4.1.4.1.3. directing the Company and the BRPs not to terminate the services of any employee pursuant to the notices and not to process any

applications for voluntary severance packages, alternatively, not to terminate services of any employee pursuant to the section 189(3) notices until the prayer sought in the aforesaid paragraph has been complied with;

14.4.1.4.1.4. declaring that the Company's and BRPs' suspension of the contractual right of the members of NUMSA and SACCA to be considered for placement in the Training Lay-Off Scheme as an alternative to retrenchment is unlawful; and

14.4.1.4.1.5. directing the Company and the BRPs to uplift such suspension and to take all necessary steps towards giving effect to their reciprocal obligations in respect of the aforesaid contractual rights.

14.4.1.4.2. The application was set down for hearing on 7 May 2020. The Court found in favour of the applicants on 8 May 2020.

14.4.1.4.3. On 25 May 2020, the Company applied for leave to appeal.

14.4.1.4.4. On 25 May 2020, the Company was granted leave to appeal to the Labour Appeal Court and the appeal hearing is scheduled for 30 June 2020.

14.4.2. **Suspension and Cancellation of Contracts:**

14.4.2.1. Section 136 (2) of the Companies Act authorises the BRPs during Business Rescue to entirely, partially or conditionally suspend, for the duration of the Business Rescue, any obligation of the Company that arises under an agreement to which that the Company was a party at

the Commencement Date and would otherwise become due during the Business Rescue.

14.4.2.2. The BRPs suspended the Company's obligations in terms of some of the aircraft lease agreements concluded with Lessors, as detailed in paragraph 14.6.4, whereafter the Lessors exercised their contractual rights to begin termination proceedings on the applicable lease agreements.

14.4.2.3. The BRPs also suspended certain of the Company's obligations and cancelled certain contracts concluded by the Company prior to the Commencement Date in terms of section 136 (2) of the Companies Act or in accordance with the terms of the respective contracts.

14.4.3. General:

The BRPs were required to engage attorneys to advise on, *inter alia*, issues relating to employment, Tax, regulatory issues, contractual disputes, PCF, post-commencement agreements, the Proposed Restructure, Claims against the Company and various issues arising out of the Business Rescue.

14.5. Investigation into the affairs of the Company

14.5.1. In terms of section 141 (1) (c) of the Companies Act, the BRPs must investigate the Company's affairs, business, property and financial situation. This is dealt with further under the review of procurement contracts in paragraph 14.6.6.

14.5.2. Alleged corruption, mismanagement and unlawful conduct

14.5.2.1. Prior to the commencement of Business Rescue the Company had commenced with various forensic investigations into the alleged corruption, mismanagement and unlawful conduct. This was augmented by secondment of personnel from the Special Investigative Unit ("SIU") to assist the Company with these investigations. This process has been supported by the BRPs throughout the Business Rescue and there has been significant work done in relation to the alleged corruption at the Company. Unfortunately given the nature of the investigation the BRPs are not in a position to give any further detail on this topic but announcements

will be made by the Company as and when they are able to do so.

14.5.2.2. The BRPs also studied various forensic reports which were commissioned prior to the commencement of the Business Rescue and where contracts were alleged to be tainted in terms of the forensic reports, the BRPs took the appropriate steps to either suspend or terminate such contracts, if it was not prejudicial for SAA to do so.

14.5.3. The Company has had several engagements with the Zondo Commission and made submissions thereto as part of the commission's ongoing investigation into state capture.

14.5.4. It is also important to note that many of the alleged corrupt contracts attributed to SAA are in fact in relation to the various Subsidiaries of the Company and the boards of the Subsidiaries have the duty to deal with these allegations.

14.6. **BUSINESS RESCUE INITIATIVES**

14.6.1. **The Proposed Restructure**

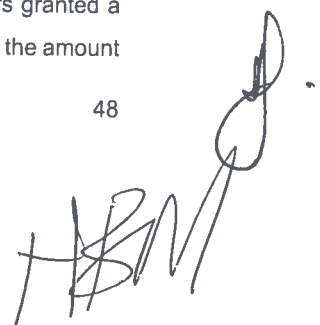
14.6.1.1. The BRPs, together with the Advisors and Management, conducted an objective assessment of the Company and evaluated various business rescue scenarios to optimise the Company's business model, flight network and cost base.

14.6.1.2. Pursuant to conducting the aforesaid assessment and evaluation, and after consultation with the Government, the BRPs developed a proposal to restructure the Company's affairs, business, property, debt and other liabilities, and equity in a manner that would maximise the likelihood of the Company continuing in existence on a solvent basis.

14.6.1.3. The details of the Proposed Restructure are set out in paragraph 26.

14.6.2. **Post-Commencement Finance**

14.6.2.1. On 7 December 2019, the PCF Bank Lenders granted a PCF revolving credit facility to the Company in the amount



of R2 billion (two billion Rand) (which debt is secured by Guarantees in favour of the PCF Bank Lenders).

- 14.6.2.2. On 27 January 2020, the DBSA granted a PCF term loan facility to the Company in the amount of R3,5 billion (three billion five hundred million Rand) (which debt is secured by a Guarantee in favour of the DBSA).

14.6.3. **Government Funding and Guarantees**

- 14.6.3.1. In terms of the 2020 Budget Speech, Government has allocated an amount of R16.4 billion (sixteen billion and four hundred million Rand) to the Company in order to repay Lenders who are secured by way of the Guarantees for legacy debt, PCF and the applicable interest, as detailed in paragraph 30.3.

- 14.6.3.2. Additional funding will be required for the Proposed Restructure in order to address the working capital requirements and the retrenchment costs as set out in paragraph 28.

14.6.4. **Lessors and Fleet Optimisation**

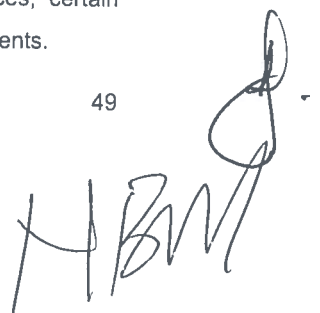
- 14.6.4.1. In order to address liquidity constraints, the BRPs negotiated deferred payments with the Lessors in terms of which:

- 14.6.4.1.1. Lessors were paid 50% of the amounts due to them since the Commencement Date on 3 January 2020 and the remaining 50% was paid on 30 January 2020;

- 14.6.4.1.2. Lessors were paid in advance on a weekly basis from 1 February 2020 until end of March 2020.

- 14.6.4.2. The BRPs then proceeded to identify which aircraft are necessary for the Business and issued suspension notices to the Lessors of those aircraft which are not necessary for the Business going forward.

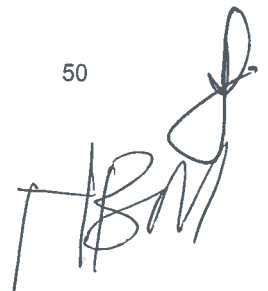
- 14.6.4.3. Pursuant to the aforesaid suspension notices, certain lessors opted to terminate their lease agreements.



- 14.6.4.4. The aforesaid actions will result in substantial savings of aircraft lease charges to the Company.
- 14.6.4.5. Pursuant to the nation-wide lockdown after the outbreak of Coronavirus ("**COVID-19**"), Lessors of the remaining aircraft were asked for payment holidays for an anticipated 3 month period during the lockdown period. Lessors agreed to such rental deferrals as well as a deferred repayment plan on those amounts unpaid during the 3 month period. All leased aircraft were placed in preservation mode with the requisite maintenance being performed as required to maintain airworthiness.
- 14.6.4.6. Two lessors, however, agreed to the Company operating charter flights with their respective aircraft, at no charge.

14.6.5. **Cash Conservation and Management Office**

- 14.6.5.1. The BRPs established a Cash Conservation and Management Office ("**CCMO**").
- 14.6.5.2. The role of the CCMO is to:
 - 14.6.5.2.1. Enforce the discipline to optimise cash resources through review and authorisation of all expenses/costs (excluding costs related to fuel and leasing of aircrafts that are dealt with in the fleet management working stream);
 - 14.6.5.2.2. holistic monitoring of the cash resources to ensure that there is sufficient liquidity for the execution of critical operations;
 - 14.6.5.2.3. ensure that the allocation of cash within the Company yields the most optimal results for the Company;
 - 14.6.5.2.4. identify and implement real time cost reduction opportunities;
 - 14.6.5.2.5. identify and eliminate costs not necessary for the safe and efficient day-to-day operations of the Company; and



14.6.5.2.6. review and approve the Company's daily cash run prior to payment execution.

14.6.5.3. All expenditure, whether previously provided for or not, needs to be approved by the CCMO, after compliance with the cost authorisation procedures set out by the CCMO.

14.6.5.4. The CCMO is comprised of 10 members, mainly from the BRPs' teams and Management, who meet every weekday.

14.6.5.5. This process achieved a reduction of spend to the tune of R500 million (five hundred million Rand) a month;

14.6.5.5.1. In the past five years, the Company spent at least R30 billion (thirty billion Rand) a year, which amounts to R2.5 billion (two billion and five hundred million Rand);

14.6.5.5.2. Due to the CCMO process, the monthly costs incurred during the BR process amounted to R2 billion (two billion Rand), before the COVID-19 related travel bans;

14.6.5.5.3. The total cash receipts and total expenditure spend during the six month of the Business Rescue up to 31 May 2020 are set out in Annexure F.

14.6.6. **Review of Procurement Contracts**

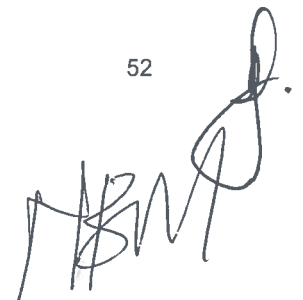
14.6.6.1. The BRPs established a fleet management work stream, which performed the following:

14.6.6.1.1. Review of all contracts for leasing of aircrafts; and

14.6.6.1.2. Review of contracts for the supply of fuel.

14.6.6.2. Aircraft leasing contracts which were deemed as not commercially viable were cancelled and the affected Lessors were advised to take back the aircrafts. This resulted in the return of three (3) passenger aircrafts and two (2) cargo aircrafts.

- 14.6.6.3. For the remaining aircraft, terms of the various contracts were renegotiated with a particular focus on the lease charges which resulted in reductions.
- 14.6.6.4. The BRPs also developed a work stream to review other contracts (that is, other than those relating to aircraft and fuel) and assess the value for money for each contract, which work stream was responsible for the following activities:
 - 14.6.6.4.1. Obtaining the Company's payment records for the period 1 March 2018 to 30 April 2019, and performing an analysis of same.
 - 14.6.6.4.2. Obtaining a list of suppliers from the SAA Group procurement department.
 - 14.6.6.4.3. Reviewing the commercial terms and conditions of the supplier contracts.
- 14.6.6.5. The approach adopted by the team was to start by reviewing the top twenty contracts by spend, based on the payment records for the period 1 March 2018 to 30 April 2019. A significant number of the contracts related to the procurement of ITS services. These contracts were then reviewed systematically.
- 14.6.6.6. The team also reviewed the nature and frequency of the costs and/or expenditure submitted for approval at CCMO and verified same against the contract list.
- 14.6.6.7. In the instances where the contracts were deemed to be priced above the market rates, they were renegotiated with the suppliers to reduce the costs to market rates.
- 14.6.6.8. In the instances where the contracts were deemed to be priced above the market rates, and the suppliers were not amenable to a negotiated reduction of rates to market rates, those contracts were cancelled.
- 14.6.6.9. In all instances where the contracts were deemed to be priced significantly higher than the market, those

A large, stylized handwritten signature in black ink, appearing to be 'HBM' followed by a flourish.

contracts were submitted to the SIU for investigation for any potential fraud and/or corruption.

- 14.6.6.10. During this process, it was identified that there are numerous services that are outsourced by the Company, which, in the BRPs' view, do not need to be outsourced, because there is either capability to perform those services within the Company, or, with a small capital investment, it would be more beneficial for the Company to insource those services. The process of insourcing these services would have commenced at the end of March 2020.

14.6.7. Stakeholder Engagement and Management

- 14.6.7.1. In order for the Business Rescue to succeed, it was, and remains, imperative that the BRPs constantly engage with and manage the various stakeholders involved in the Company's Business Rescue.

- 14.6.7.2. To this extent, and in addition to what has been set out in paragraph 14.2 and 14.3 above, the BRPs have had various engagements with, *inter alia*:

- 14.6.7.2.1. DPE and National Treasury;

- 14.6.7.2.2. Trade Unions;

- 14.6.7.2.3. Regulatory authorities including the Civil Aviation Authority, Air Services Licensing Council, IATA; and

- 14.6.7.2.4. Association of South African Travel Agents, other trade partners and insurers to the travel industry.

- 14.6.7.3. The BRPs continue to engage with all stakeholders throughout the Business Rescue.

14.6.8. Operational Review

- 14.6.8.1. The BRPs conducted an operational review of the Business and mandated Alvarez & Marsal to provide an objective and impartial insights into the operations of the Company. The approach that was adopted is as follows;



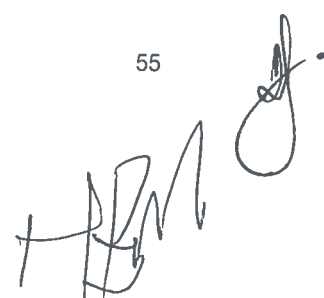
- 14.6.8.1.1. Assuming the severe cash constraints and survival as the key objectives so as to identify a portfolio of profitable routes to maintain SAA branded flights and retain as many jobs as possible;
- 14.6.8.1.2. Applying a fact based, objective assessment of the impacts on fleet, people and facilities;
- 14.6.8.1.3. Withdrawing from unprofitable routes and increase overall SAA Group profitability;
- 14.6.8.1.4. Identified aircraft and routes that could be better utilised or reassigned to increase yield and capacity. Identify regional routes that would help increase aircraft utilisation so as to improve overall profitability;
- 14.6.8.1.5. Assess the ancillary businesses to achieve a more viable business model with potential to attract SEPs.
- 14.6.8.2. The outcomes of its review as set out in paragraph 14.6.11 below.

14.6.9. PFMA Application

- 14.6.9.1. In an attempt to expedite and facilitate critical decision making required to effect cost-savings during the Company's Business Rescue, the BRPs applied to the DPE on 18 December 2019 for:
 - 14.6.9.1.1. a partial exemption from the requirements of section 54 (2) of PFMA, and
 - 14.6.9.1.2. an exemption from the requirements of various clauses of the Company's Memorandum of Incorporation ("Moi").
- 14.6.9.2. On 19 December 2019, the DPE granted the Company:
 - 14.6.9.2.1. an exemption from the requirements of section 54 (2) of the PFMA insofar as the following transactions are concerned:



- 14.6.9.2.1.1. acquisition or disposal of a significant shareholding in a company;
- 14.6.9.2.1.2. acquisition or disposal of a significant asset, unless the value of the transaction exceeds R1 billion (one billion Rand) (in the case of disposals);
- 14.6.9.2.1.3. commencement or cessation of a significant business activity; and
- 14.6.9.2.1.4. significant change in the nature or extent of its interest in a significant partnership, trust, unincorporated joint venture or similar arrangement,
- 14.6.9.2.2. approval to:
 - 14.6.9.2.2.1. commence proceedings in terms of section 189 of the LRA, to implement any retrenchment of the Company's employees;
 - 14.6.9.2.2.2. conclude voluntary severance agreements with the Company's employees; and
 - 14.6.9.2.2.3. conclude transactions covered by clauses 3.4 and 3.5 of the Company's MoI.
- 14.6.9.3. On 26 December 2019, the Minister of Finance granted a similar exemption due to certain conditions to Government guarantees issued by the Minister of Public Enterprises and concurred to by the Minister of Finance to secure debts of the Company.
- 14.6.9.4. This exemption was subsequently withdrawn by the Department of Public Enterprise on 27 April 2020



14.6.10. Financial Stability of Subsidiaries

14.6.10.1. The Company's Business Rescue had various consequences on the Subsidiaries and various intra-group transactions were required, both for the successful Business Rescue of the Company and in order to sustain the financial viability of the Subsidiaries.

14.6.10.2. The Subsidiaries have been engaging with Government in relation their funding, recapitalisation and restart but the process would be as follows:

14.6.10.2.1. the capitalisation of SAA Technical, Air Chefs and Mango through subscription by the Company of ordinary shares in these entities to ensure financial stability post the implementation of the Business Rescue Plan

14.6.10.3. The status of the Subsidiaries is as follows:

14.6.10.3.1. SAA Technical:

14.6.10.3.1.1. SAA Technical As an essential services provider under lockdown, SAA Technical entered most customer aircraft into basic storage and care & maintenance programmes as advised by the customer and guided by the OEM's. Additionally, SAA Technical has assisted SAA and other carriers with authorised repatriation and Cargo flights. As the lockdown levels have been eased, SAA Technical has been able to do a few additional functions mainly around the heavy maintenance section, and return to lessor work. Due to lockdown regulations, SAA Technical sent the majority of its workforce home on compulsory leave, with only

sufficient staff at work to perform the said tasks and functions required.

14.6.10.3.1.2. The impact of both SAA and Comair being in Business Rescue, the COVID-19 lockdown and SAA Technical's already weak liquidity position, has put severe strain on SAA Technical's cashflow position. Due to the limited funds available to SAA Technical in the short-term, its board took the decision to not pay staff full salaries until cashflows allow. The TERS UIF employee assistance programme assisted employees in April by paying out around R17.1 million (seventeen million one hundred thousand Rand), and will continue to assist going forward.

14.6.10.3.1.3. Would require R1 billion (one billion Rand) for their recapitalisation to be utilised as follows:

14.6.10.3.1.3.1. Working Capital requirements in the amount of R500 million (five hundred million Rand).

14.6.10.3.1.3.2. Restructuring costs in the amount of R500 million (five hundred million Rand).

14.6.10.3.2. Air Chefs:

14.6.10.3.2.1.1. Air Chefs is currently servicing SAA charter flights and working with minimal staff. Employees are paid for the day(s) worked only. Air Chefs is

engaging with other major customers (Mango, Swiss & BA) to restart the services.

14.6.10.3.2.2. The last time employees at Air Chefs received a full salary was March 2020. Air Chefs applied for the TERS UIF programme for its employees and almost all employees received payment with the exception of employees who have recently claimed maternity benefits from UIF.

14.6.10.3.2.3. As at 12 June 2020 Air Chefs would require R150 million (one hundred and fifty million Rand) for their recapitalisation to be utilised as follows:

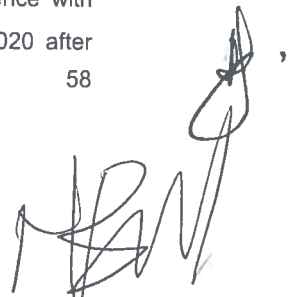
14.6.10.3.2.3.1. Working Capital requirements in the amount of R59 million (fifty nine million Rand).

14.6.10.3.2.3.2. Restructuring costs in the amount of R88 million (eighty eight million Rand).

14.6.10.3.2.3.3. Air Chefs has prior to the Company's business rescue obtained approval to seek a SEP. The Company, as shareholder, appointed Rand Merchant Bank to be the transactional advisor.

14.6.10.3.3. Mango:

14.6.10.3.3.1. Mango intends to commence with operations on 15 June 2020 after



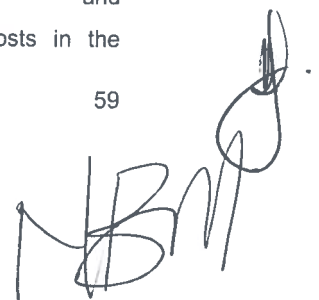
being in lockdown since 27 March 2020, in accordance with the COVID-19 lockdown regulations. Mango's restart planning is informed by considerations pertaining to Mango's workforce and labour relations, passenger safety, the status of its fleet and the status of its supply chain.

14.6.10.3.3.2. Ongoing maintenance has been performed during the lockdown period and Mango's aircraft are in an adequate operational state to support the planned restart. Mango is opting for a conservative restart, whilst having sufficient capacity to respond should demand exceed expectations.

14.6.10.3.3.3. The restart of operations is expected to positively contribute to overhead costs, however Mango's financial position and liquidity remains challenging. It continues to work on initiatives to improve its cash flow and including the sale of assets, negotiating payment terms with creditors and converting to variable cost structures where possible.

14.6.10.3.3.4. Would require approximately R1 billion (one billion Rand) for their recapitalisation, based on pre COVID-19 estimates, to be utilised as follows:

14.6.10.3.3.4.1. Working Capital requirements and restructuring costs in the



amount of R510 million (five hundred and ten million Rand).

- 14.6.10.3.3.4.2. Debt conversion by SAA in the amount of R150 million (one hundred and fifty million Rand) and further debt conversion in the amount of R290 million (two hundred and ninety million Rand) relating to a SAA Technical debt to be acquired by the Company.

14.6.11. **Route Retention and Closures**

14.6.11.1. During the 2019 calendar year, only eight (8) routes were profitable at the C5 level ("Net Profit") (one (1) International & seven (7) Regional).

14.6.11.1.1. The International market (57% revenue) route losses for FY19 were (R3,040 million) (three billion and forty Rand).

14.6.11.1.2. The Regional market (29% revenue) route losses for FY19 were (R315 million) (three hundred and fifteen million Rand).

14.6.11.1.3. The Domestic market (14% revenue) route losses for FY19 were (R868 million) (eight hundred and sixty eight million Rand).

14.6.11.2. In order to have a sustainable and profitable SAA, significant cost reductions are required across labour, aircraft costs, maintenance, property and supplier contracts.

14.6.11.3. Analysis showed that even by cutting costs by 25% and reducing revenue by 10%, there were routes that still remained significantly loss making with no option to

optimise further at the Net Profit level and these routes were:

- 14.6.11.3.1. Three (3) of the international destinations (Hong Kong, Munich, Sao Paulo).
- 14.6.11.3.2. Four (4) of the regional destinations (Luanda, Entebbe, Dakar and Abidjan)
- 14.6.11.3.3. All four (4) of the domestic destinations (Cape Town, Durban, Port Elizabeth and East London).
- 14.6.11.4. taking account of the above and the objective of the having a sustainable National Carrier that is independent and not reliant on further fiscal support, in the long term, the following is the proposed route network as set out in paragraph 26.

14.6.12. Temporary Suspension of Flights

- 14.6.12.1. On 6 February 2020 the BRPs announced the suspension of flights on all loss-making domestic, regional and international routes with a clear objective of saving cash in the short run in order to ensure the survival of SAA in the immediate term and extend its cash runway until it receives the funds it requires to restructure.

- 14.6.12.2. It was announced that SAA would be flying the following routes in light of its current cash position:

Route Network post the suspension on 6 February 2020			
	Routes at date of Business Rescue	SAA retained / new routes	SAA suspended routes
International	Hong Kong New York Munich Sao Paulo Washington via Accra Perth Frankfurt London Guangzhou	Washington via Accra New York Perth Frankfurt London	Hong Kong Munich Sao Paulo Guangzhou
Regional	Abidjan via Accra Accra Blantyre Dar es Salaam Entebbe Gaborone Harare Kinshasa Lagos Lilongwe Livingstone Luanda Lusaka Maputo Mauritius Nairobi Ndola Victoria Falls Windhoek	Accra Blantyre Dar es Salaam Gaborone Harare Kinshasa Lagos Lilongwe Livingstone Lusaka Maputo Mauritius Nairobi Victoria Falls Windhoek	Abidjan via Accra Entebbe Luanda Ndola
Domestic	Cape Town Durban East London Port Elizabeth	Cape Town	East London Durban Port Elizabeth

14.6.12.3. Re-assessment of routes

14.6.12.3.1. Subsequent to the announcement and with the progress of the business rescue process, new information came to light which allowed BRPs to re-evaluate their decision on the routes going forward. Some of the new information included:

14.6.12.3.1.1. A number of the lessors having since committed to the reduction of their aircraft lease costs subject to the approval of the Business Rescue Plan by the creditors and lenders;

14.6.12.3.1.2. The cost reduction initiatives started under the business rescue process started bearing fruit;

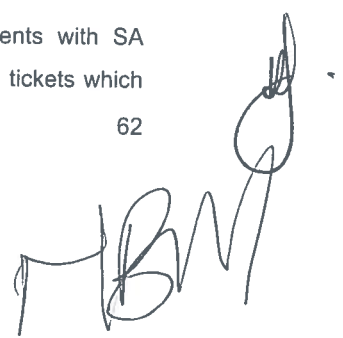
14.6.12.3.1.3. The initiation of the section 189 process was intended to reduce headcount and revise terms and conditions of employment, which would go a long way in the reduction of both route and overhead costs.

14.6.12.3.2. The Company was, at that time also working on a structured plan for the re-instatement of any one of routes which become profitable after taking into account the effects of a broader revenue enhancement strategy and implementation of the Business Rescue Plan.

14.6.13. Ad hoc arrangements

14.6.13.1. As mentioned above, the Company licenses its airline code on two feeder airlines, namely, SA Express and SA Airlink.

14.6.13.2. The BRPs negotiated *ad hoc* arrangements with SA Express and SA Airlink in respect of those tickets which

A large, stylized handwritten signature in black ink, located in the bottom right corner of the page. The signature appears to be a combination of initials and a surname, possibly 'M. B. M.' or similar, written in a cursive, flowing style.

were purchased through the Company's airline code and flown after the Commencement Date.

14.6.13.3. As set out above:

14.6.13.3.1. the license agreement concluded between the Company and SA Airlink has been terminated, which termination was effective from 26 March 2020; and

14.6.13.3.2. SA Express was placed under provisional liquidation on 28 April 2020.

14.6.14. Other Cash Preservation Initiatives

14.6.14.1. In addition to the aforesaid, and as part of the various cash preservation initiatives, the BRPs:

14.6.14.1.1. repatriated excess funds from various international outstations;

14.6.14.1.2. engaged with IATA, Worldpay and Amex to recover earned revenues withheld by these providers the engagements were successful; and

14.6.14.1.3. deferred non-critical expenses to assist with liquidity.

14.6.15. Strategic Equity Partner:

14.6.15.1.1. the BRPs with the assistance of their Advisors have been actively pursuing strategic equity partners for the Company and/or Divisions

14.6.15.1.2. To this end, three parties were engaged as they were considering various arrangements that they might be interested in;

14.6.15.1.3. One of the parties is not interested in being a SEP, it is however interested in forming an alliance agreement which would provide SAA with increased passenger volumes by being included in its network;

14.6.15.1.4. All these engagements took place pre-COVID-19, and would be revived once the global aviation industry is back on its feet

15. MARKET CONDITIONS, COVID-19 AND TRADING FOLLOWING THE COMMENCEMENT DATE

15.1. Market Conditions

15.1.1. The Solidarity Application and the industrial action that occurred over an eight-day period in November 2019 had a detrimental effect on the cash flow of the Company by virtue of, *inter alia*, the following:

15.1.1.1. various travel insurance companies which insure the ticket reservations withdrew their cover; and

15.1.1.2. major travel agencies publicly announced their decision to refrain from booking any of their customers on the Company's flights.

15.1.2. This, together with certain other factors, caused a complete dissipation of public trust in the Company's ability to continue as a going concern (*inter alia*, honour flights booked by customers). In turn, these circumstances, coupled together with the fact that the Company was placed under Business Rescue supervision, resulted in significantly reduced ticket sales.

15.1.3. The uncertainty about the future of the Company continued until it was publicly announced that Government had decided not to liquidate the Company, but preferred a radical restructure of the Company which would result in the Company becoming a self-sustaining airline with the ability to possibly attract a strategic equity partner in the future.

15.1.4. Despite the negative sentiments around the Company, during the holiday peak season of 15 December 2019 to 15 January 2020, the Company was able to attract a significant portion of the market with better than anticipated results. This was due to the fact that all airline carriers are fully booked during the holiday peak season. Thus, all of the passengers who could not be accommodated on other carriers ended up booking with the Company.

15.1.5. However, the forward booking after 15 January 2020 declined significantly.


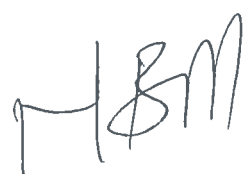
15.1.6. On 15 January 2020 the Government elected its preferred restructuring option for the Company which contained the following proposals:

15.1.6.1. Retrenchment costs for the Company and its Subsidiaries;

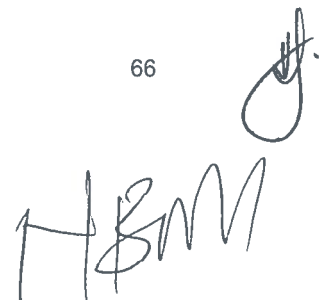
15.1.6.2. Recapitalisation amounts for the Company and its Subsidiaries;

- 15.1.6.3. Proposed dividend amount for Concurrent Creditors; and
- 15.1.6.4. Restructuring and business rescue costs for the Company.
- 15.1.7. After 15 January 2020, the Company undertook to perform a significant number of tactical cancellations as a consequence of very low load factors on certain scheduled flights. This caused a concern in the market as regards to the going concern of the Company.
- 15.1.8. After the BRPs obtained PCF from the DBSA, there was an increase in market confidence that the Company would continue as a going concern in the short term.
- 15.1.9. On 6 February 2020, the BRPs announced the suspension of flights on various international, regional and domestic routes, as a cost cutting initiative. The market immediately reacted by not making reservations on the Company's flights in the fear that there would be further route cancellations at a later stage.
- 15.1.10. During the month of February 2020, the BRPs managed, subject to providing security, to reinstate the ticket reservations insurance and this restored some of the important relationships with the travel agencies. This increased market confidence.
- 15.1.11. Prior to the nation-wide lockdown which came into effect on the 26 March 2020, the BRPs were in advanced stages of finalising the Initial Proposed Restructure, which sought the highest retention of jobs possible and the restructuring of the Company so that it was sustainable, non-reliant on Government funding in the future and a platform for growth. The Proposed Restructure required a minimum restructuring cost of approximately R7.7 billion (seven billion and seven hundred million Rand) and would have been proposed in terms of this Business Rescue Plan.
- 15.1.12. In fact, it had been intended to publish such a plan to employees and other Affected Persons during the week commencing 16 March 2020. However, the effect of COVID-19 then began to become clear and has had a fundamental impact upon the Business Rescue, resulting in the BRPs having to reconsider the Company's position and to ascertain whether further funds could be obtained.

15.2. COVID-19

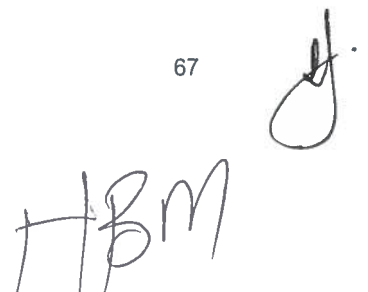
- 15.2.1. COVID-19, far beyond the negative impact on the global economy, resulted in an unprecedented global aviation crisis, which has detrimentally impacted the Company and other airlines across the world.
- 15.2.2. Globally, the effects of the COVID-19 virus started magnifying in late February 2020, with a significant and un-anticipated impact on the global airline industry, which led to, *inter alia*:
 - 15.2.2.1. The widespread immediate cessation of flying operations following the travel bans and lockdowns in various countries.
 - 15.2.2.2. This resulted in flight cancellations, grounding of aircraft and closure of airports as well as retrenchments of employees.
 - 15.2.2.3. The reduction of revenue from ticket sales and an increase in the demand for refunds.
 - 15.2.2.4. An increased level of uncertainty regarding the length and magnitude of the outbreak containment measures including and the lockdown periods.
 - 15.2.2.5. An increased level of uncertainty of the costs of care and maintenance of the airline infrastructure during the lockdown periods and the cost to restart operations after the lockdowns.
- 15.2.3. As the global airline industry was the first to experience the negative effects of COVID-19, many governments indicated their support for their domestic airlines.
- 15.2.4. In regard to South Africa, on 15 March 2020, President Cyril Ramaphosa declared a national state of disaster in terms of the Disaster Management Act, 57 of 2002. The President further advised that Cabinet had decided on various urgent and drastic measures ("**measures**") to, *inter alia*, manage COVID-19 and to reduce the impact of same, including:
 - 15.2.4.1. A travel ban imposed on foreign nationals from high-risk countries such as Italy, Iran, South Korea, Spain, Germany, United States of America, United Kingdom and China as from 18 March 2020.



- 15.2.4.2. Visas to visitors from high-risk countries had been cancelled from 15 March 2020 and previously granted visas were revoked.
- 15.2.4.3. South African citizens had been advised to refrain from all forms of travel to or through the European Union, United States of America, United Kingdom and other identified high-risk countries, such as China, Iran and South Korea, with immediate effect.
- 15.2.4.4. Government would regularly issue travel alerts referring to specific cities, countries or regions as the situation evolves based on the risk level. Any foreign national who had visited high-risk countries in the prior 20 days would be denied a visa.
- 15.2.4.5. South Africa has seventy two (72) ports of entry in the country which are land, sea and air ports. Of the fifty three (53) land ports, thirty five (35) were shut down from Monday 16 March 2020.
- 15.2.4.6. All non-essential travel for all spheres of government outside of South Africa had been prohibited with immediate effect.
- 15.2.4.7. All non-essential domestic travel, particularly by air, rail, taxis and bus, had been discouraged.

15.2.5. As noted by the President:

- 15.2.5.1. There had been a dramatic decline in economic activity in the major trading partners, a sudden drop in international tourism and severe instability across all global markets.
- 15.2.5.2. The anticipated effects of the decline in exports and tourist arrivals would be exacerbated by both an increase in infections and the measures required to contain the spread of the disease.
- 15.2.5.3. This would have a potentially severe impact on production, the viability of businesses, job retention and job creation.



- 15.2.6. On 23 March 2020, the President announced an unprecedented nation-wide lockdown to contain the spread of COVID-19 for a period of 21 days with effect from midnight on 26 March 2020. The lockdown resulted in, *inter alia*, the closure of South Africa's borders and a ban on air travel (other than limited repatriation charter flights and cargo support for essential services).
- 15.2.7. On 9 April 2020, the President announced that the lockdown would be extended to the end of April 2020.
- 15.2.8. On 23 April 2020, the President announced that Government developed five Covid-19 levels to determine the measures to have in place based on the country's COVID-19 situation. Moreover, the President announced that the then current level 5 would be lifted to level 4 from 1 May 2020. This resulted in some activity being allowed to resume, subject to extreme precautions required to limit community transmission and outbreaks. However, the President confirmed that South Africa's borders would remain closed to international travel, except for the repatriation of South African nationals and foreign citizens, and no travel would be allowed between provinces, except for the transportation of goods and exceptional circumstances.
- 15.2.9. Consequently, COVID-19 has had a detrimental effect on the airline industry locally and globally, resulting in flight cancellations, grounding of aircraft and closure of airports as well as retrenchments of employees. This detrimental effect impacted the Company's business, with forward bookings on international routes and regional routes collapsing substantially from the week ending 13 March 2020 compared to the same week in the previous year. The implications of the collapse in customer demand, and the President's necessary response to COVID-19, resulted in a bleak revenue outlook.
- 15.2.10. Accordingly, the Company ceased operating, other than operating certain chartered flights and its cargo division for essential services purposes.
- 15.2.11. The measures, although necessary and fully supported by the Company and the BRPs, detrimentally impacted air travel, being the Company's primary business, and exacerbated the Company's precarious financial position.
- 15.2.12. Following the nation-wide lockdown and the Company having ceased operating, the BRPs addressed correspondence to Government, through the DPE, on 2 April 2020. In terms of this correspondence, the BRPs, *inter alia*:


- 15.2.12.1. provided an update on how COVID-19 was impacting the Business;



- 15.2.12.2. presented a care and maintenance plan and various scenarios for the restart of the Company's operations in the event of a prolonged lockdown, as well as the costing for this plan;
 - 15.2.12.3. requested an extension of the foreign borrowing limits of the Company, as required by the potential funders for the overall restructuring and care and maintenance period, and as an alternative to sourcing local funds; and
 - 15.2.12.4. requested an urgent response from Government on their support for the care and maintenance plan and commitment on funding for the Company.
- 15.2.13. On 14 April 2020, Government, through the DPE, advised the BRPs, *inter alia*, that:
- 15.2.13.1. Government would not support the extension of the foreign currency borrowing limit to permit foreign financing of the Business Rescue Plan;
 - 15.2.13.2. Government would not support a care and maintenance budget as proposed by the BRPs;
 - 15.2.13.3. Government would not provide further lending guarantees in respect of the Business Rescue; and
 - 15.2.13.4. The BRPs must consider their options within their available resources.
- 15.2.14. On 23 April 2020, the BRPs addressed a notice to Affected Persons advising, *inter alia*, as follows:
- 15.2.14.1. In light of the notification from Government that no further funding would be provided or available to the BRPs to develop and implement a business rescue plan which would have contemplated a restructure of the Company to maximise the likelihood of the Company continuing on a solvent basis (i.e. the Initial Proposed Restructure) or, at a minimum, a care and maintenance plan of the

Company until the travel bans are lifted, the BRPs only had two options available to them, being:

- 15.2.14.1.1. The development of a business rescue plan which secures a better return for the Company's creditors than would result from its immediate liquidation. This would entail the Wind-Down Process, which would envisage the termination of the employment of employees (with severance packages being agreed) and a sales process being undertaken, which will ultimately result in a distribution of such proceeds to Affected Persons who are entitled thereto in terms of the payment waterfall.
- 15.2.14.1.2. If the BRPs could not reach an agreement with employees, then the BRPs will be unable to continue with the Business Rescue and will have to urgently apply for an order discontinuing the Business Rescue and placing the Company into liquidation.
- 15.2.14.2. The BRPs did not have sufficient funds available to continue honouring the Company's obligations to its employees beyond 30 April 2020 and to bear the costs of the Wind-Down Process. Accordingly, the Wind-Down Process was dependent on the employees accepting the termination of their employment timeously by mutual consent.
- 15.2.15. The deadline for an agreement to be reached with the Trade Union representatives and representatives of non-unionised employees on the terms of the collective agreement was first extended from 24 April 2020 to 1 May 2020. Upon a request from the DPE, a further and final extension was granted from 1 May 2020 to 8 May 2020. The BRPs, however, reserved their rights to offer individual agreements directly to employees for acceptance from 8 May 2020 to 11 May 2020. The extensions were only made possible by virtue of unpaid absence from 1 May 2020.

Handwritten signature and initials in black ink, located at the bottom right of the page. The signature appears to be 'HBM' followed by a large, stylized flourish.

15.3. Trading

15.3.1. Prior to 18 March 2020, the Company generated cash through:

15.3.1.1. normal trading with ticket sales, albeit on a reduced scale due to the aforesaid market conditions;

15.3.1.2. commissions in terms of alliance and license agreements; and

15.3.1.3. accessing PCF.

15.3.2. Since 18 March 2020, and following the President's address on 15 March 2020 pursuant to the outbreak of COVID-19:

15.3.2.1. South Africa commenced with a nation-wide lockdown and a travel ban was implemented which resulted in all air travel ceasing.

15.3.2.2. In early April 2020, the Company assisted with the repatriation of South African nationals and was requested by foreign governments, through their embassies, to assist in the repatriation of their citizens, which charters were provided by the Company after an ease in regulations.

15.3.2.3. Despite the lockdown being lifted to level three from 1 June 2020, South Africa's borders will remain closed to international travel, except for the repatriation of South African nationals and foreign citizens.

15.3.2.4. The Company has been unable to generate sufficient income, which will persist for the foreseeable future.

16. MATERIAL ASSETS AND SECURITY OF THE COMPANY AS AT THE COMMENCEMENT DATE

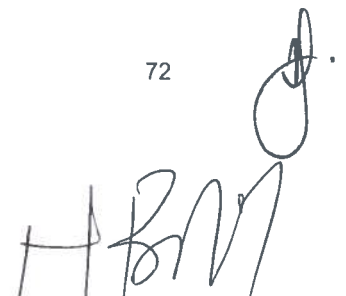
As required in terms of section 150 (2) (a) (i) of the Companies Act, a complete list of all the material assets of the Company at book value, as well as an indication as to which assets were held as security by Creditors as at the Commencement Date, is attached hereto as **Annexure A**.

17. CREDITORS OF THE COMPANY AS AT THE COMMENCEMENT DATE

- 17.1. As required in terms of section 150 (2) (a) (ii) of the Companies Act, a complete list of the Pre-commencement Creditors of the Company, as reflected in the Company's records, as at the Commencement Date, is attached hereto as **Annexure B**.
- 17.2. **Annexure B** indicates which of the aforesaid Pre-commencement Creditors:
- 17.2.1. would qualify as secured, statutorily preferent or concurrent in terms of the laws of insolvency; and
- 17.2.2. have proved their Pre-commencement Claims.

18. CREDITORS VOTING INTEREST AND VOTING BY PROXY

- 18.1. In terms of section 145 of the Companies Act, for the purpose of any vote by Creditors:
- 18.1.1. a Creditor has a voting interest equal to the value of the amount owed to that Creditor by the Company on the date of the vote on the Business Rescue Plan; and
- 18.1.2. a Creditor who would have a subordinated claim in liquidation has a voting interest, as independently appraised and valued at the request of the BRPs, equal to the amount, if any, that the Creditor could reasonably expect to receive in a liquidation of the Company.
- 18.2. Post-commencement Creditors, including Employees with Post-commencement Claims in terms of section 135 (1) of the Companies Act and PCF Lenders will have a voting interest equal to the value of the amount owed to that PCF Creditor.
- 18.3. Each Lessor whose lease agreement has or will be terminated by the Company will have a voting interest equivalent to the total rental payable in respect of such lease agreement (limited to 6 months rental and calculated from the date of termination thereof).
- 18.4. A Creditor who has a Disputed Claim, contingent Claim, prospective Claim, damages or unliquidated Claim will only be allowed to vote in the sole discretion of the BRPs.
- 18.5. A Creditor whose Claim amount does not reconcile with the Company's records will only be allowed to vote on the amount determined in the sole discretion of the BRPs.
- 18.6. Voting by proxy will be allowed as long as the form of proxy attached to the Notice of the Meeting is lodged with the BRPs. Creditors and Affected Persons are required to lodge their forms of proxy by way of email to Ischapiro@matusonassociates.co.za by no later than 17h00 on **24 June 2020**.



18.7. All forms of proxy given on behalf of a company, a legal entity or a trust must be accompanied by a valid and authorised resolution supporting the appointment of the proxy.

18.8. Notwithstanding what has been stated in this paragraph, the BRPs have a discretion to accept any proxy submitted.

19. PROBABLE DIVIDEND ON LIQUIDATION

19.1. As required in terms of section 150 (2) (a) (iii) of the Companies Act, the probable dividend which Concurrent Creditors would receive if the Company were to be placed into liquidation is 0 (zero) cents in the Rand.

19.2. In order to establish the aforesaid probable dividend, the BRPs engaged PwC as an independent expert to calculate the potential dividend in a liquidation scenario as at the Commencement Date. A schedule setting out the liquidation scenario as at Commencement Date is set out in Annexure E. If affected persons consider this annexure it becomes clear that Concurrent Creditors are worse off in a liquidation.

19.3. PwC prepared their liquidation calculation on the following basis:

19.3.1. That the Company would have been liquidated as at 31 October 2019, adjusted for additional liabilities to the extent known and quantifiable.

19.3.2. Asset realisations are predicated on the basis of a "fire sale" or break up basis in the main.

19.3.3. In addition to this, they have assumed that a liquidator of SAA would seek full powers from the Court –and accordingly be in a position to, inter alia, dispose of all Subsidiaries shares. In this context, all investments in the Subsidiaries are assumed to be concurrently and immediately disposed of/closed down.

19.3.4. Unless specifically stated, balance sheet recorded creditors are assumed to reflect valid liquid claims for the purposes of the illustrative liquidation analysis.

19.4. The calculation in support of a liquidation dividend as at the Commencement Date is based on an independent exercise undertaken by PwC and Affected Persons are encouraged to properly consider the calculation presented by PwC and satisfy themselves as to the accuracy thereof. If any Affected Person requires a full copy of the liquidation and distribution account, please contact Lance Schapiro of Matuson & Associates at creditors@saabusinessrescue.co.za.

19.5. PwC relied on the asset and liability figures reported in the management accounts as provided by the Company's management and/or the BRPs and have not sought to verify or audit such

information for the purpose of calculating the liquidation dividend as at the Commencement Date, and the approximate realisation value is set out in the full liquidation calculation document prepared by PwC.

- 19.6. The methodology used by PwC in calculating the liquidation dividend is the methodology chosen by PwC in their sole discretion and the BRPs are not in a position to comment on the methodology. The BRPs have considered the calculation presented by PwC and are satisfied that it is a fair and reasonable calculation of the liquidation dividend.
- 19.7. The probable dividend which Concurrent Creditors would have received if the Company was liquidated on the Commencement Date is 0 (zero) cents in the Rand.
- 19.8. Based on the dividend calculation of PwC as at the Commencement Date, the BRPs therefore estimate that the probable dividend which Concurrent Creditors would receive if the Company was to be liquidated as at the Publication Date would be 0 (zero) cents in the Rand.
- 19.9. The figures in paragraphs 19.7 and 19.8 take into account all the costs associated with a liquidation, including all the costs associated with Section 89 of the Insolvency Act.

20. HOLDERS OF THE COMPANY'S ISSUED SECURITIES

As required in terms of section 150 (2) (a) (iv) of the Companies Act, Government is the sole holder of the Company's issued securities. Please refer to paragraph 11.1.2.

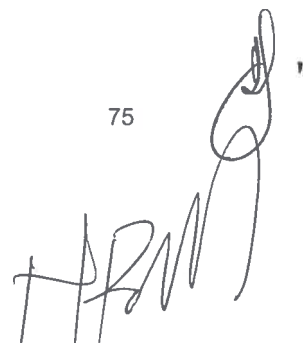
21. THE BRPs' REMUNERATION

- 21.1. If the BRPs propose charging further remuneration, section 150 (2) (a) (v) of the Companies Act requires a copy of the written agreement concerning the BRPs' remuneration, as contemplated in terms of section 143 of the Companies Act, to be included in the Business Rescue Plan.
- 21.2. The BRPs, however, will not be proposing an agreement providing for further remuneration, additional to the prescribed tariff, in terms of section 143 of the Companies Act.
- 21.3. The Company's public interest score, calculated in terms of Regulation 26 (2) of the Companies Act, as at the Commencement Date was 25 826. A company is regarded as a large sized company if its public interest score is over 500.
- 21.4. The BRPs' remuneration will accordingly be charged at the prescribed tariff rates, set out in Regulation 128 to the Companies Act, for a large sized company.

Handwritten signature and initials, possibly 'H. B. M.', written in black ink.

22. **STATEMENT ABOUT WHETHER THE BUSINESS RESCUE PLAN INCLUDES A PROPOSAL
MADE INFORMALLY BY A CREDITOR**

As required in terms of section 150 (2) (a) (vi) of the Companies Act, this Business Rescue Plan does not include any informal proposals made by a Creditor or Creditors of the Company.

A handwritten signature in black ink, appearing to be 'HARM', is written over the page number 75.

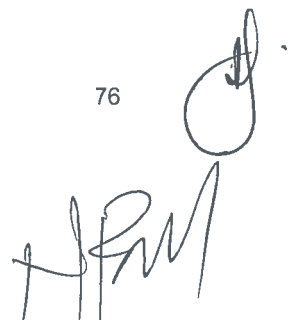
PART B – PROPOSALS

23. PURPOSE AND OBJECTIVE OF BUSINESS RESCUE

- 23.1. The purpose of the Business Rescue provisions contained in the Companies Act, as set out in section 7 (k) of the Companies Act, is to provide for the efficient rescue and recovery of financially distressed companies, in a manner that balances the rights and interests of all relevant stakeholders.
- 23.2. The objective of Business Rescue, as set out in section 128 (1) (b) (iii) of the Companies Act, is to develop and implement a plan that rescues the Company:
- 23.2.1. by restructuring its affairs, business, property, debt and other liabilities, and equity in a manner that maximises the likelihood of the Company continuing in existence on a solvent basis ("**Objective A**"); or
 - 23.2.2. if the aforementioned is not possible, results in a better return for the Company's creditors or shareholders than would result from the immediate liquidation of the Company ("**Objective B**").
- 23.3. The objective of this Business Rescue Plan is to provide Affected Persons with information reasonably required to facilitate them in deciding upon this Business Rescue Plan, including information upon which Affected Persons may:
- 23.3.1. assess the likely outcome of the dividend yield calculation under Business Rescue, as set out in 25.6; and
 - 23.3.2. be reasonably assured of the likelihood of obtaining a better outcome under Business Rescue, when compared to a liquidation.

24. MORATORIUM

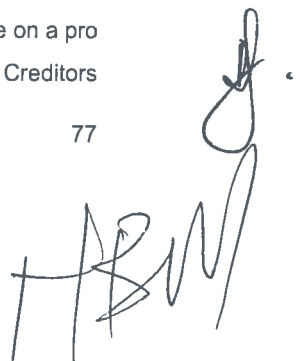
- 24.1. In terms of section 133 of the Companies Act, the commencement of Business Rescue places a moratorium on legal proceedings and enforcement action against the Company. This means that, subject to the exceptions provided for in section 133 of the Companies Act, Creditors will not be able to proceed in any forum against the Company for non-payment of debts during Business Rescue.
- 24.2. The intention of a moratorium is to give the Company the best possible chance to implement the Business Rescue Plan.

Handwritten signature and initials in the bottom right corner of the page.

- 24.3. As required in terms of section 150 (2) (b) (i) of the Companies Act, the moratorium in relation to the Company commenced on the Commencement Date and is expected to remain in place until the Substantial Implementation Date or until the Business Rescue are terminated. After the Substantial Implementation Date, Creditors will only be entitled to claim payment in accordance with the provisions of this Business Rescue Plan.

25. **SUMMARY OF THE PROPOSAL IN TERMS OF THIS BUSINESS RESCUE PLAN**

- 25.1. The BRPs, together with the Advisors and Management, conducted an objective assessment of the Company and evaluated various restructuring scenarios to optimise the Company's business model, route network and cost base.
- 25.2. Pursuant to conducting the aforesaid assessment and evaluation, and in consultation with the relevant Affected Persons, the BRPs have developed a proposal in accordance with Objective A, referred to in paragraph 26, being a restructuring of the Company's affairs, business, property, debt and other liabilities, and equity in a manner that maximises the likelihood of the Company continuing in existence on a solvent basis.
- 25.3. The proposal to rescue the Company is the implementation of the Proposed Restructure, more fully dealt with in paragraph 26.
- 25.4. The Proposed Restructure entails the restructuring of the Company's Business to achieve an optimised flight operation ("**SAA Restructured**");
- 25.5. The appropriations to be made by Government, through the National Treasury, will be allocated to, *inter alia*, the following:
- 25.5.1. the funding required to implement the Proposed Restructure; and
- 25.5.2. payment of the amounts owed to the Lenders, which are secured by way of the Guarantees.
- 25.6. To ensure that the General Concurrent Creditors and Lessors receive a better dividend in the Business Rescue, and subject to this Business Rescue Plan being adopted and the Proposed Restructure being successfully implemented:
- 25.6.1. An amount of R600 million (six hundred million Rand) (approximately 7,5 (seven and a half) cents in the Rand) will be allocated to payment of the General Concurrent Creditors, being the Concurrent Allocation, and Lessors will receive an amount of R1.7 billion (one billion and seven hundred million Rand) (this amount is the equivalent of 6 months rental payments less any letters of credit and/or cash deposits held by the Lessors) which payment will be made on a pro rata basis depending on the amount of claims submitted by Concurrent Creditors



and Lessors as at the Commencement Date and subject to the risks more fully dealt with in paragraph 40; and

25.6.2. the Lenders will not participate in Distributions made out of the Concurrent Allocation, as more fully dealt with in paragraph 30.4.

25.7. The Concurrent Allocation will result in the General Concurrent Creditors receiving R600 million (six hundred million Rand), being the General Concurrent Dividend and Lessors will receive an amount of R1.7 billion (one billion and seven hundred million Rand) (this amount is the equivalent of 6 months rental payments less any letters of credit and/or cash deposits held by the Lessors), compared to a probable dividend of zero cents in the Rand upon liquidation, subject to the risks and assumptions set out in paragraph 40 of this Business Rescue Plan.

25.8. To ensure a successful Business Rescue in terms of Objective A, payment of the General Concurrent Dividend to the General Concurrent Creditors and the payment of the Lessors' Allocation will be in full and final settlement of the Lessors' Claims and Pre-commencement Claims of the General Concurrent Creditors. The General Concurrent Creditors and Lessors will, accordingly, not retain the balance of their Claims against the Company after payment of the General Concurrent Dividend and Lessors' Allocation, same being discharged as contemplated in section 154 of the Companies Act, upon Substantial Implementation. The General Concurrent Creditors and Lessors will only have claims against the Receivers for payment in terms of the General Concurrent Dividend and Lessors' Allocation.

25.9. In order to terminate the Company's Business Rescue as soon as possible, this Business Rescue Plan provides for a Receivership to deal with the Claims and Distributions detailed in this Business Rescue Plan, which Receivership will arise after the Substantial Implementation Date. The Receivership is dealt with in paragraph 36 below.

25.10. The advantages of proceeding with this Business Rescue Plan are, *inter alia*, as follows:

25.10.1. the Company's Business will be restructured in a manner that will result in the Company continuing in existence in a solvent manner, as opposed to being placed in liquidation;

25.10.2. not all of the Employees will be retrenched and many jobs will be preserved;

25.10.3. those Employees who are retrenched will be in a better position than in a liquidation;

25.10.4. General Concurrent Creditors will receive a concurrent dividend, i.e. the General Concurrent Dividend, as opposed to 0 (zero) cents in the Rand in a liquidation; and

Handwritten signature and initials in the bottom right corner of the page.

25.10.5. the costs of Business Rescue will be less than the costs of liquidation.

25.11. Affected Persons are referred to paragraph 39 below for more information relating to the advantages of proceeding in terms of this Business Rescue Plan as opposed to a liquidation.

25.12. In the circumstances, a Business Rescue in accordance with the Proposed Restructure will not only achieve Objective A, but will also result in a better return than upon a liquidation and will balance the interests of all stakeholders.

26. THE PROPOSED RESTRUCTURE

26.1. The BRPs and Government have had engagements where Government has affirmed that it supports a Business Rescue which results in a viable and sustainable national flag carrier that provides international, regional and domestic services and is not reliant on further fiscal funding.

26.2. Having regard to the Company's financial position and current organisational structure, it is necessary to implement the SAA Restructure in order to achieve a successful Business Rescue in accordance with Objective A.

26.3. The Proposed Restructure will not impact on the current corporate structure.

26.4. The Proposed Restructure, is subject to the fulfilment of the conditions set out in the Business Rescue Plan, which, for the sake of convenience, are summarised in the table below:

26.4.1. CREDITORS

26.4.1.1. The probable dividend which Concurrent Creditors would have received if the Company was liquidated on the Commencement Date is 0 (zero) cents in the Rand as set out fully in paragraph 19.

26.4.1.2. The effect of the Business Rescue Plan on Creditors is fully set out in paragraphs 30, 31 and 32 as summarised below:

26.4.1.2.1. Concurrent creditors:

26.4.1.2.1.1. Concurrent creditors will receive an amount of R600 million (six hundred million Rand) (approximately 7,5 (seven and a half) cents in the Rand) for dividend distribution on a pro rata basis and subject to the

Handwritten signature and initials, possibly 'NBN' and a stylized 'J' or 'K'.

risks referred to in paragraph 40 of this Business Rescue Plan;

26.4.1.2.1.2. This amount will be paid over three years;

26.4.1.2.1.3. Lessors will receive an amount of R1.7 billion (one billion and seven hundred million Rand) (this amount is the equivalent of 6 months rental payments less any letters of credit and/or cash deposits held by the Lessors) for dividend distribution; and

26.4.1.2.1.4. This amount will be paid over three years.

26.4.1.2.2. PCF Creditors

26.4.1.2.2.1. Will be paid from the working capital injection as set out in paragraph 28 of the Business Rescue Plan; and

26.4.1.2.2.2. Will enjoy the preference given to them in terms of the Companies Act.

26.4.1.2.3. Lenders

26.4.1.2.3.1. Will receive payment over three years in terms of the Government allocation set out in paragraph 30.3 in accordance with applicable legislation.

26.4.2. EMPLOYEES

26.4.2.1. If the Proposed Restructure is implemented in agreement with the Employees, the respective representatives and the Company it will be concluded by means of the Leadership Compact Forum or the section 189 process in terms of which SAA anticipates that 1000 (one thousand) Employees will be retained and the remaining Employees

retrenched and the terms and conditions of employment of the remaining employees will be revised along with the terms of the collective agreements.

26.4.2.2. The Company will support the social plan that is an outcome of the Leadership Compact Forum.

26.4.2.3. The finalisation of the agreement with Employees and SAA on the revised terms and conditions of employment as well as the headcount as set out above is a condition of the plan as set out in part C.

26.4.3. RECEIVERSHIP

26.4.3.1. The Business Rescue Plan proposes that a receivership be set up and will become effective from the Substantial Implementation Date, more fully dealt with in paragraph 36.

26.4.3.2. The purpose of the receivership is to:

26.4.3.2.1. Take on the various liabilities from affected parties in order to allow SAA to continue with a restructured balance sheet and continue its business operations without the burden of the Pre-commencement liabilities;

26.4.3.2.2. Make payment to Pre-commencement Creditors in accordance with paragraph 31.2 and

26.4.3.2.3. Make payment to the Lenders in accordance with paragraph 30.3 and administer the process of repayment of all creditors post the filing of the notice of the Substantial Implementation of all conditions in accordance with paragraph 42 of this Business Rescue Plan.

26.4.4. FUNDING

26.4.4.1. Government, as the sole shareholder of the Company and acting through the DPE, supports a Business Rescue Plan which results in a viable and sustainable national

carrier that provides international, regional and domestic services that is not reliant on further fiscal support.

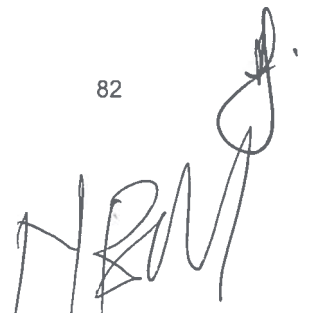
26.4.4.2. Consequently, and subject to the adoption of the Business Rescue Plan, it is proposed that Government fund or raise funding for:

26.4.4.2.1. The Proposed Restructure starting with the working capital injection that is required to restart business operations;

26.4.4.2.2. The retrenchment costs of Employees including any support for the social plan;

26.4.4.2.3. The repayment of the amounts owing to the Lenders as set out in paragraph 30.3; and

26.4.4.2.4. The continuation of the Business as a going concern which would include honouring of tickets bought by customers or any subsequent vouchers that they may receive in accordance with SAA's policy.

A handwritten signature in black ink, appearing to be 'H. B. M.' with a large, stylized flourish at the end.

26.4.4.3. This funding is broken down into immediate, medium and long term and underpins the Proposed Restructure and is a condition of the implementation of the Business Rescue Plan.

Proposed Routes			
	Routes at date of Business Rescue	SAA retained /new routes	SAA cancelled routes
International	Hong Kong New York Munich Sao Paulo Washington via Accra Perth Frankfurt London Guangzhou	Washington via Accra New York Perth (fleet dependant) Frankfurt London	Hong Kong Munich Sao Paulo Guangzhou
Regional	Abidjan via Accra Accra Blantyre Dar es Salaam Entebbe Gaborone Harare Kinshasa Lagos Lilongwe Livingstone Luanda Lusaka Maputo Mauritius Nairobi Ndola Victoria Falls Windhoek	Accra Blantyre Dar es Salaam Entebbe Gaborone Harare Kinshasa Lagos Libreville Lilongwe Livingstone Luanda Lusaka Maputo Mauritius Nairobi Ndola Victoria Falls Windhoek	Abidjan via Accra
Domestic	Cape Town Durban East London Port Elizabeth	Cape Town Durban Port Elizabeth	East London

Proposed Fleet									
SAA fleet at date of Business Rescue		Jun – Aug 2020		Sep – Dec 2020		Jan 2021			
Number	Aircraft	Number	Aircraft	Number	Aircraft	Number	Aircraft		
7	A319-100s								
10	A320-200s	0		10	Small Narrow Body	10	Small Narrow Body		
0	A330-200s								
5	A330-300s								
7	A340-300Es	6	Narrow Body	9	Narrow Body	9	Narrow Body		
7	A340-600s								
4	A350-900								
Subtotal	42	0	Wide Body	4	Wide Body	7	Wide Body		
Cargo	2 B737 FREIGHTERS								
Total	44	6		23		26			

Handwritten signature and initials.

SAA RESTRUCTURE	
1	Government Consents and Exemptions
2	Government Funding
3	Management process and procedures must be implemented to effectively and efficiently manage SAA Restructured.
4	Employees reduced and terms and conditions of employment changed and consented to by Trade Unions by way of collective agreements concluded with all of the Trade Unions, or those Trade Unions representing the majority of the Company's employees.
5	Flying Operations optimised – Route Closures and Fleet Optimisation
6	Contracts concluded by the Company must be assessed to ascertain whether such contracts are material to the conduct of the Restructured Business. The material contracts must be on terms which are viable for SAA Restructured; and in compliance with the statutorily prescribed procurement processes. The remaining contracts will be cancelled, either by way of agreement or by way of application in terms of section 136 of the Companies Act.
7	Investment in an Optimised IT infrastructure

26.5. The Lenders will be paid out of the Government appropriation detailed in paragraph 30.3.

26.6. The General Concurrent Creditors will be paid out of the Concurrent Allocation detailed in paragraph 31.2.

26.7. The Restructure Proceeds will vest in and be dealt with by the Receivers in accordance with paragraph 36.4.

27. ONGOING ROLE OF THE COMPANY

As required in terms of section 150 (2) (b) (iii) of the Companies Act, if the Proposed Restructure is implemented, the restructured Company will continue operating as SAA.

28. GOVERNMENT APPROPRIATION AND FUNDING

28.1. Government, as the sole shareholder of the Company and acting through DPE, supports a Business Rescue which results in a viable and sustainable national flag carrier that provides international, regional and domestic services.

28.2. The Proposed Restructure seeks to achieve, *inter alia*, the aforesaid result.

28.3. Consequently, and subject to the adoption of this Business Rescue Plan, it is proposed that Government fund or raise funding for :

28.3.1. the Proposed Restructure starting with a working capital injection that is needed to restart the airline post the COVID-19 related travel bans and the ramp up of operations as the activity increases due to further relaxation of all the other travel bans including opening the borders. We estimate that the initial working capital injection needed would not be less than R2.8 billion (two billion and eight hundred million Rand). This amount would cover the following costs:

- 28.3.1.1. Post commencement creditors of approximately R800 million (eight hundred million Rand); and
- 28.3.1.2. Restarting costs of approximately R2 billion (two billion Rand). The working capital requirements would be constantly monitored based on the operational requirements. Details about the phased restart are contained in paragraph 29;
- 28.3.2. The Employees have been consulting in the Leadership Consultative forum that has been convened by the DPE. It is anticipated that a voluntary severance agreement will be concluded as a result of these consultations, it is anticipated that 1000 jobs will be retained, these Employees will be retained under new terms and conditions of employment. The above process will either be achieved by mutual agreement or through a S189 process. Based on the anticipated number of employees to be retrenched it is estimated that cost of the severance package will be in the amount of R2.2 billion (two billion and two hundred million Rand). This amount would be payable a month after the conclusion of such agreements or the conclusion of the S189 process;
- 28.3.3. R16.4 billion (sixteen billion and four hundred million Rand) towards payment of the Lenders, more fully dealt with in paragraph 30.3;
- 28.3.4. the unflown ticket liability in the amount of approximately R3 billion (three billion Rand);
- 28.3.5. General Concurrent Creditors Dividend in the amount of approximately R600 million (six hundred million Rand);
- 28.3.6. The Lessors in the amount of approximately R1.7 billion (one billion and seven hundred million Rand) (this amount is the equivalent of 6 months rental payments less any letters of credit and/or cash deposits held by the Lessors); and
- 28.3.7. to support the business during the post ramp up period until it is profitable and self-sustaining, this quantum is set out in Annexure C of the Business Rescue Plan.

29. RESTART OF DOMESTIC TRAVEL

- 29.1. The restart initiatives of the airline will commence under level 3 of the COVID-19 lockdown restrictions with domestic travel in June 2020 and international travel anticipated to restart under level 1. The domestic operations of the airline will consequently restart with the opening of all economic activity in the country.

- 29.2. The restart of the airline is projected over a period of eight (8) months between June 2020 to January 2021. The operations of the airline will commence with domestic travel under level 3 and 2, and with international travel anticipated to restart under level 1. The airline will slowly ramp up operations and increase its fleet of aircraft in line with the development in the aviation sector.
- 29.3. The fleet strategy for the restart of domestic travel will see the airline conducting a thorough comparative analysis to ensure that the best deal is obtained.
- 29.4. The ramp up plan envisages a ramp up of the airline as market conditions allow, initially for domestic air travel, then followed by regional and international travel. It is anticipated that the restart of domestic travel will be on a step-up basis with a similar effect on the required staff complement as follows:
- 29.4.1. June to August 2020 will require 1000 (one thousand employees):
- 29.4.2. In terms of the envisaged ramp up, it is anticipated that the final staff number will increase in accordance with the market conditions and passenger demand, to 2892 (two thousand eight hundred and ninety-two) Employees; and
- 29.4.3. The employees who accept the voluntary severance package or are retrenched as the case might be, are not precluded from applying for positions as they become available.
- 29.5. The guidelines on the restart set out above are based on estimates available at the time of publishing the Business Rescue Plan and are indicative only. The exact timing, nature and manner of how SAA will implement the restart of domestic travel will be dependent on and based on actual developments in the aviation industry, the economy and the result of the containment measures and in line with best practices adopted towards achieving a sustainable, profitable and competitive airline.

30. LENDERS

The Lenders comprise the Pre-commencement Lenders and the PCF Lenders, dealt with separately below.

30.1. Pre-commencement Lenders

- 30.1.1. As at the Commencement Date, the Company's exposure to the Pre-commencement Lenders was as follows:

Pre-commencement Lenders	Facility Type	Limits & Exposures R'000
--------------------------	---------------	--------------------------

Nedbank	Subordinated Long Term Loan	784,665
	Term Loan	1,800,000
	General Banking Facility ²	200,000
		2,784,665
Investec	Term Loan	1,265,757
		1,265,757
FirstRand (including iNguza)	Term Loan	585,399
	General Banking Facility ²	250,000
		835,399
ABSA	Term Loan	1,700,000
	Bridge	558,538
	Call Loan ²	130,000
		2,388,538
Standard Bank	Structured Loans	1,057,949
	General Banking Facility ^{2/3}	250,000
		1,307,949
IAM	Term Loan	253,151
		253,151
Ashburton	Term Loan	113,918
		113,918
Momentum	Term Loan	105,480
		105,480
Sanlam	Term Loan	168,768
		168,768
Total Pre-commencement Lenders		9,223,625

Notes:

1. Amounts do not include capitalised interest since the Commencement Date.
2. Utilisation under the general banking facility and/or call loan facilities at Nedbank, FirstRand, ABSA and Standard Bank may fluctuate.
3. Portion of Standard Bank's general banking facility has become a PCF facility.

30.1.2. The Company's aforesaid exposure to the Pre-commencement Lenders is secured by guarantees issued by Government in favour of the Pre-commencement Lenders.

30.2. PCF Lenders

The PCF Lenders comprise the PCF Bank Lenders and DBSA, which are dealt with separately below.

30.2.1. PCF Bank Lenders

30.2.1.1. On 7 December 2019, the PCF Bank Lenders granted a PCF revolving credit facility to the Company in the amount of R2 billion (two billion Rand) ("**Bank PCF**").

30.2.1.2. The following amounts were made available by the respective PCF Bank Lenders to the Company under the Bank PCF:

PCF Bank Lenders	Facility Type	Limits & Exposures R'000
Nedbank	PCF	648,932
Investec	PCF	294,969
FirstRand	PCF	194,679
ABSA	PCF	556,619
Standard Bank	PCF	304,801
Total PCF Bank Lenders		2,000,000

30.2.1.3. The repayment date for the Bank PCF is the earlier of:

30.2.1.3.1. 31 July 2020;

30.2.1.3.2. the date of completion of the Business Rescue of the Company in accordance with this Business Rescue Plan; or

30.2.1.3.3. the date of commencement of liquidation of the Company.

30.2.1.4. As security for the Bank PCF, Government issued unconditional and irrevocable first demand payment guarantees in favour of each PCF Bank Lender guaranteeing the performance of the obligations of the Company to each PCF Bank Lender under the Bank PCF.

30.2.2. **DBSA**

30.2.2.1. On 27 January 2020, DBSA granted a PCF term loan facility to the Company in the amount of R3,5 billion (three billion five hundred million Rand) ("**DBSA PCF**").

30.2.2.2. The DBSA PCF was required as a bridge to the appropriation to be made by Government to the Company, which is dealt with further in paragraph 28.

30.2.2.3. The repayment date for the DBSA PCF is the earlier of:

- 30.2.2.3.1. 31 July 2020;
- 30.2.2.3.2. the date of completion of the business rescue of the Company in accordance with this Business Rescue Plan; or
- 30.2.2.3.3. the date of commencement of liquidation of the Company.

30.2.2.4. As security for the DBSA PCF:

- 30.2.2.4.1. Government issued an unconditional and irrevocable first demand payment guarantee in favour of DBSA guaranteeing the performance of the obligations of the Company to DBSA under the DBSA PCF; and
- 30.2.2.4.2. a cession agreement was concluded in terms of which the Company's rights in and to a ring-fenced bank account opened by the Company for the purpose of receiving the amounts to be paid or payable to the Company by or on behalf of Government ("DBSA Account"), were ceded to DBSA.

30.3. Repayment of Lenders

As set out above, Government has issued Guarantees in favour of the Lenders in respect of the obligations of the Company to the Lenders. Government has accordingly allocated R16.4 billion (sixteen billion four hundred million Rand) to repay the Lenders as set out below.

30.3.1. DBSA

30.3.1.1. The amount owed to the DBSA under the DBSA PCF, being:

- 30.3.1.1.1. R3.5 billion (three billion five hundred million Rand) in capital; and
- 30.3.1.1.2. R168 million (one hundred and sixty eight million Rand) in estimated interest.

30.3.1.2. will be paid into the DBSA Account during the 2020/2021 fiscal year.

30.3.2. Pre-commencement Lenders and PCF Bank Lenders

30.3.2.1. The Pre-commencement Lenders and the PCF Bank Lenders will be paid over three years, by no later than 31 August of each relevant year in accordance with the below table:

Fiscal Year	Amount to Pre-Commencement Lenders R'000	Amount to PCF Bank Lenders R'000
2020/2021	3,800,000	2,000,000
2021/2022	3,800,000	
2022/2023	1,623,916	
Total (excluding interest)		R10,923,916
Total (including estimated interest)		R12,719,903

30.3.2.2. The aforesaid amounts will be paid to the Receivers, subject to the following:

30.3.2.2.1. the adoption of this Business Rescue Plan;

30.3.2.2.2. the amounts being paid into a ring-fenced bank account opened by the Receivers for this purpose on a quasi-ownership basis in terms of which ownership in and to the funds will vest in the Pre-commencement Lenders and PCF Bank Lenders ("Appropriation Accounts"); and

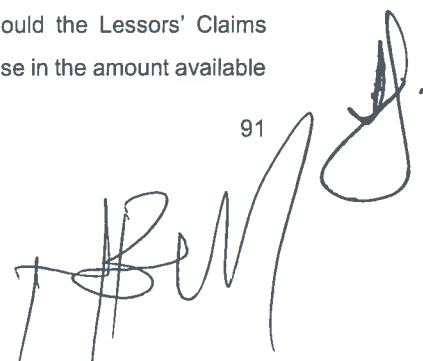
30.3.2.2.3. the rights in and to the proceeds in the Appropriation Accounts being ceded to the Pre-commencement Lenders and PCF Bank Lenders.

30.3.2.3. The Receivers will be obliged to pay the Pre-commencement Lenders and PCF Bank Lenders within 7 days of receipt of amounts paid by Government into the Appropriation Accounts.

- 30.4. In consideration for the above payments, and subject to the adoption of this Business Rescue Plan, the Lenders will not participate in Distributions of the Restructure Proceeds and/or the Concurrent Allocation in settlement of their Claims.
- 30.5. The Lenders' Claims will vest in the Receivership and they will no longer have a claim against the Company, subject to retaining their full Claims against Government under the Guarantees.
- 30.6. The Government shall provide the DBSA, PCF Bank Lenders and the Pre-commencement Lenders with satisfactory confirmation that the Guarantees issued to them in respect of the Pre-commencement Claims and the PCF provided by them to the Company (collectively, the **Lender Claims**) shall continue in full force and effect until the Lender Claims are discharged in full as contemplated in this paragraph 30:

31. GENERAL CONCURRENT CREDITORS

- 31.1. The General Concurrent Creditors comprise the Pre-commencement Creditors, excluding the Lenders. This paragraph deals with the effect of this Business Rescue Plan and the Proposed Restructure on the General Concurrent Creditors.
- 31.2. Payment of the General Concurrent Creditors
- 31.2.1. As set out above, the Concurrent Allocation, being an amount R600 million (six hundred million Rand) (approximately 7,5 (seven and a half) cents in the Rand) , will be allocated to payment of the Pre-commencement Claims of the General Concurrent Creditors, should the General Concurrent Creditors' claims increase post the Adoption Date there will be no increase in the amount available for distribution to General Concurrent Creditors and Concurrent Allocation will be paid to the General Concurrent Creditors pro rata to their claims, subject to the risks referred to in paragraph 40 below and any increase of claims of the General Concurrent Creditors which have not as yet been lodged with the BRPs.
- 31.2.2. The payment of the allocated amount of R600 million (six hundred million Rand) will be repaid over a three year period commencing from the Substantial Implementation Date.
- 31.3. Payment of Lessors
- 31.3.1. As set out above, the Lessor Allocation, being an amount R1.7 billion (one billion and seven hundred million Rand) (this amount is the equivalent of 6 months rental payments less any letters of credit and/or cash deposits held by the Lessors), will be allocated to payment of the Lessors' Claims, should the Lessors' Claims increase post the Adoption Date there will be no increase in the amount available



for distribution to Lessors and Lessors' Allocation will be paid to the Lessors pro rata to their claims.

- 31.3.2. The payment of the allocated amount of amount R1.7 billion (one billion and seven hundred million Rand) will be repaid over a three year period commencing from the Substantial Implementation Date.

31.4. Claims and release of the Company from the payment of debts

- 31.4.1. In return for the right to participate in the Concurrent Allocation and with effect from the Substantial Implementation Date:

31.4.1.1. each General Concurrent Creditor will be deemed to have acceded to the discharge of the remainder of such General Concurrent Creditor's Pre-commencement Claim after payment of the General Concurrent Dividend, and will lose its rights to enforce the relevant balance of such debt against the Company (the provisions of section 154 (1) of the Companies Act will accordingly apply); and

31.4.1.2. aside from their rights to claim payment of the General Concurrent Dividend from the Receivers, no General Concurrent Creditor shall have any Pre-commencement Claim against the Company from the Substantial Implementation Date.

- 31.4.2. Consequently, and as required in terms of section 150 (2) (b) (ii) of the Companies Act, upon the Substantial Implementation Date, the General Concurrent Creditors will have Pre-commencement Claims against the Receivership, as provided for in paragraph 36, and the Company will be released from the payment of debts to the Pre-commencement Creditors.

31.5. Contracts

- 31.5.1. As required in terms of section 150 (2) (b) (iii) of the Companies Act, one of the conditions required for the Proposed Restructure is the cancellation, modification or restructuring of certain Contracts. To the extent that Contracts are cancelled, Creditors' Claims for damages will be limited as contemplated in paragraph 31.6 below.

Handwritten signature and initials, including a large stylized 'J' and 'HBM'.

- 31.5.2. As a result of the constrained cash position the Company will be terminating all the of aircraft leases of the Lessors. As and when the regional and international travel resume, the Company will enter into new aircraft leases on a competitive and profitable basis.

31.6. Damages

- 31.6.1. In the event that Creditors claim damages, whether contractual, delictual or statutory, against the Company, which damages Claim is accepted by the BRPs or proved by way of the Dispute Mechanism or by Court or similar proceedings, such damages Claims:

31.6.1.1. shall be a concurrent Claim, unless the Creditor holds security for such claim;

31.6.1.2. will be deemed to be limited to general damages suffered over the lesser of 2 (two) months from the date on which the alleged damages Claim arose or the balance of the Contract duration with the exception of the Lessors Claims that are more fully dealt with in paragraph 31.3. For purposes hereof, general damages are those which, on an objective basis, would be reasonably foreseeable at the time of entering into the relevant Contract as a probable consequence of, and with a sufficiently close connection to, any breach by the Company of such Contract so as to be said to flow naturally and generally and not to be too remote;

31.6.1.3. will be deemed to exclude all consequential (including loss of profit) and indirect damages; and

31.6.1.4. if disputed, will be resolved in terms of the Dispute Mechanism, detailed in paragraph 47.3.

31.7. Section 22 of Value-Added Tax Act

- 31.7.1. Section 22 of the Value-Added Tax Act will apply in respect of the Pre-commencement Claims of the General Concurrent Creditors which will be compromised in terms of this Business Rescue Plan, as provided for in paragraph 31.4.1.1.

- 31.7.2. Any claim due to SARS as a result of the application of section 22 of the Value-Added Tax Act will be treated as a pre commencement claim, receive a portion

Handwritten signature and initials, possibly 'H. M.' and 'J.', located at the bottom right of the page.

of the Concurrent Creditors Allocation and be compromised in terms of paragraph 31.4.

32. POST-COMMENCEMENT CREDITORS

32.1. Payment of Post-Commencement Creditors

Post-commencement Creditors will be paid by SAA as part of the working capital injection, failing which they will be paid by the Receivers in accordance with the payment waterfall provided for in paragraph 37.

32.2. Property of the Company available to pay Post-Commencement Claims

As required in terms of section 150 (2) (b) (iv) of the Companies Act, the Receivership Proceeds, dealt with in paragraph 36, will be available for payment of, *inter alia*, the Post-commencement Claims.

33. EMPLOYEES

33.1. If the Proposed Restructure is implemented, an agreement with employees, the respective representatives and the Company will be concluded by means of the Leadership Compact Forum or the section 189 process will be proceeded with to finality, in terms of which SAA anticipate that one thousand (1000) Employees of the Company will be retained and the remaining Employees retrenched and the terms and conditions of employment of the remaining Employees will be revised, along with the terms of the collective agreements.

33.1.1. The Company will support the social plan that is an outcome of the Leadership Compact Forum.

33.1.2. The finalisation of the agreement with employees and SAA on the revised terms and conditions of employment as well as the headcount as set out above is a condition of the plan as set out in Part C.

33.2. As set out in paragraph 28.3.2, Government has agreed to fund the payments due to Employees who have been retrenched.

33.3. As the operations of SAA stabilise and eventually increase it is anticipated that more staff will be required and on a commercially viable and sustainable basis the Company will employ more staff, with a preference being given to former SAA employees subject to competence, skills and suitability.

Handwritten signature and initials, possibly 'ABM' and 'J', with a small dot to the right.

34. **EFFECT OF THE BUSINESS RESCUE PLAN ON THE HOLDERS OF EACH CLASS OF THE COMPANY'S ISSUED SHARES**

The Business Rescue Plan will not have an effect on the holders of the Company's issued shares.

35. **COMPARISON OF THE BUSINESS RESCUE TO LIQUIDATION**

35.1. The following table sets out a comparison of the outcomes that are likely to arise under the Business Rescue as compared to a liquidation (the liquidation calculation is based on the information provided in PwC's liquidation calculation):

Class of creditor	Liquidation		Business Rescue
	Commencement Date	Publication Date	Proposed Restructure
Secured	N/A	N/A	N/A
Business Rescue / PCF Creditors	N/A	N/A	100c
Employees	R 32,000	R 32,000	Full severance for retrenched employees and continued employment for retained employees
Concurrent creditors	0c	0c	R1,2 billion for distribution to General Concurrent Creditors

36. **RECEIVERSHIP**

36.1. The BRPs will file a notice of substantial implementation, thereby discharging the Company from Business Rescue, subject to the conditions and assumptions set out in paragraph 42.1 being met.

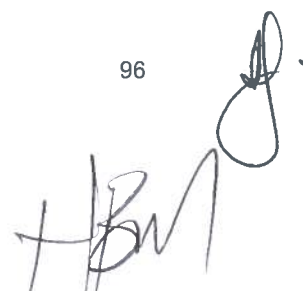
36.2. If payment mechanisms are not otherwise agreed for those payments required to be made under and in terms of the Business Rescue Plan in respect of payments to the Pre-commencement Lenders, the PCF Lenders, Lessors and the General Concurrent Creditors, then and in that event the Receivership mechanism as contemplated in this paragraph 36 will be implemented.

36.3. With effect from the Substantial Implementation Date, Receivers will be proposed by the BRPs to be elected and confirmed by the majority of Creditors in order to:

36.3.1. receive the Restructure Proceeds;

36.3.2. make payment to the Pre-Commencement Creditors in accordance with paragraph 31.2;

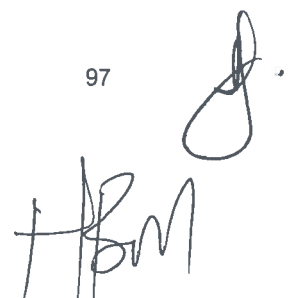
- 36.3.3. distribute the Restructure Proceeds in accordance with this paragraph; and
- 36.3.4. make payment to the Lenders in accordance with paragraph 30.3.
- 36.4. The Restructure Proceeds will be allocated as follows:
 - 36.4.1. firstly, payment of the Receivership Administration Expenses; and
 - 36.4.2. thereafter, payment in accordance with the payment waterfall, which will exclude the Lenders' claims and the Pre-commencement Claims of the General Concurrent Creditors, as more fully dealt with in paragraph 37.
- 36.5. The Concurrent Allocation will be allocated to payment of the Pre-Commencement Claims of the General Concurrent Creditors, which will result in the payment of the General Concurrent Dividend to the General Concurrent Creditors.
- 36.6. As set out in paragraph 31.4.1, in return for the right to participate in the Concurrent Allocation, and with effect from the Substantial Implementation Date:
 - 36.6.1. each General Concurrent Creditor will be deemed to have acceded to the discharge of the remainder of such General Concurrent Creditor's Pre-commencement Claim after payment of the General Concurrent Dividend; and
 - 36.6.2. aside from their rights to claim payment of the General Concurrent Dividend, no General Concurrent Creditor shall have any Pre-commencement Claim against the Company from the Substantial Implementation Date.
- 36.7. With effect from the date of adoption of this Business Rescue Plan, the BRPs and the Company shall be authorised and empowered to negotiate and conclude with the Receivers (upon appointment), the Government and the relevant Lender(s) (as applicable) the terms of a debt consolidation agreement(s) regulating the relevant PCF and Pre-commencement Claims in Receivership in terms of this Business Rescue Plan.
- 36.8. The Receivers will have all such powers as may be necessary for them to discharge their obligations in terms of the Receivership and without in any way restricting the generality of such powers, the Receivers shall have the following powers and obligations:
 - 36.8.1. to perform all acts and discharge all duties which the Receivers are required to perform and discharge in order to give effect to the implementation of terms of the Receivership;
 - 36.8.2. to open and operate banking accounts and investments as if they were trustees in terms of section 70 (1) of the Insolvency Act, *mutatis mutandis*;

A large, stylized handwritten signature in black ink, appearing to be 'HBM', is located in the bottom right corner of the page.

- 36.8.3. to admit or reject any Claims tendered for proof as provided for in paragraph 38.3.1;
 - 36.8.4. to compromise the Claims and defend any proceedings which may be instituted against the Receivers for the enforcement of Claims disputed by the Receivers;
 - 36.8.5. to abandon to secured Creditors any property held as security at a value agreed to between the secured Creditor and the Receivers;
 - 36.8.6. to proceed in terms of the Dispute Mechanism or institute any legal proceedings in their capacities as the Receivers, as they may in their sole discretion deem appropriate, against any person as may be required to give effect to the Receivership and to defend any proceedings brought against the Receivers arising out of the Receivership where the subject matter of the dispute relates to their powers and obligations in terms of the Receivership;
 - 36.8.7. to have access to all books, records, documentation and trading figures of the Company as they may reasonably and properly require for the execution of their duties as Receivers in terms of the Receivership;
 - 36.8.8. to engage the service of attorneys, advocates, other professional advisers and service providers in connection with any matter concerning the Receivership, their functions and duties, to dispense with taxation and to agree on the amount of their reasonable fees and charges and to pay such fees and disbursements of such persons out of the monies becoming available to the Receivers in terms of the Receivership;
 - 36.8.9. to receive any and all amounts payable to them by the Successful Bidder in terms of the Proposed Transaction and the power to disburse all such amounts to any relevant person/s and Creditors contemplated in this Proposed Transaction; and
 - 36.8.10. to investigate the Company's affairs, business, property and financial situation and take appropriate steps as contemplated in section 141 (1) (c) of the Companies Act.
- 36.9. The Receivers will be entitled to charge out their time at the rate of R2000 (two thousand Rand) per hour, excluding VAT.

37. ORDER OF DISTRIBUTION – PAYMENT WATERFALL IN BUSINESS RESCUE & RECEIVERSHIP



- 37.1. As required in terms of section 150 (2) (b) (v) of the Companies Act, the order of preference in which proceeds will be applied to pay creditors if the Business Rescue Plan is adopted is set out below.



- 37.2. In term of section 135 of the Companies Act, Creditors are to be paid in the following order of priority (to the extent that there are funds available to pay all categories of Creditors):
- 37.2.1. The Business Rescue Costs, including but not limited to legal costs, the costs of the Advisors, operating costs and other costs associated with the Business Rescue;
 - 37.2.2. Employees for their employment during Business Rescue (to the extent that they have not been paid for their services during Business Rescue);
 - 37.2.3. Secured PCF Creditors;
 - 37.2.4. Unsecured PCF Creditors; and
 - 37.2.5. Concurrent Creditors.
- 37.3. In respect of pre-commencement Secured Creditors, their Claims will rank in respect of such secured asset in priority to all other claims, other than the BRPs' remuneration and expenses, as contemplated in section 143 of the Companies Act.
- 37.4. Subject to what is set out in paragraph 30.4, the Lenders will not participate in any Distributions out of the Restructure Proceeds and/or the General Allocation.
- 37.5. Based on the information the BRPs have to date, the General Concurrent Creditors will receive the General Concurrent Dividend, being R600 million (six hundred million Rand) over a three year period, as a result of the adoption of the Business Rescue Plan, should the General Concurrent Creditors' claim increase post the Adoption Date there will be no increase in the amount available for distribution to General Concurrent Creditors and the Concurrent Allocation will be paid to the General Concurrent Creditors pro rata. For further information relating to this, please refer to paragraph 31.2.1.

38. **PROOF OF CLAIMS BY CREDITORS**

- 38.1. The exchange rate in respect of all Claims expressed in foreign currency will be determined as at the Commencement Date.
- 38.2. General Concurrent Creditors will not be entitled to charge interest on their Pre-commencement Claims from the Commencement Date.
- 38.3. Pre-commencement Creditors are required to lodge their Pre-commencement Claims prior to the Final Claims Date for purposes of participating in the Distribution:

- 38.3.1. The BRPs or the Receivers, as the case may be, have a discretion as to whether to allow a Pre-commencement Creditor to lodge any Pre-commencement Claim after the Final Claims Date; and
- 38.3.2. Pre-commencement Creditors that have lodged Pre-commencement Claims after the Final Claims Date, and whose Pre-commencement Claims have been accepted by the BRPs or the Receivers in the exercise of the BRPs' or the Receivers' aforesaid discretion, forfeit their right to participate in Distributions that have been made prior to the lodgement of their Pre-commencement Claims.
- 38.4. Pre-commencement Claims shall be proved to the satisfaction of the BRPs or the Receivers, as the case may be, and supported by an affidavit. If any Pre-commencement Creditor requires the affidavit form, please contact Lance Schapiro of Matuson & Associates at creditors@saabusinessrescue.co.za.
- 38.5. In the event that the BRPs or the Receivers, as the case may be, dispute a Pre-commencement Claim or security, such disputed Pre-commencement Claims will be dealt with in accordance with the Dispute Mechanism more fully dealt with in paragraph 47.3.

39. **BENEFITS OF ADOPTING THE BUSINESS RESCUE PLAN COMPARED TO LIQUIDATION**

As required in terms of section 150 (2) (b) (vi) of the Companies Act, the benefits to Creditors of adopting the Business Rescue Plan compared to a liquidation are as follows:

39.1. **Continuation of Business**

If the Business Rescue proceeds in terms of the Proposed Restructure, the Business will continue on a solvent basis.

39.2. **Quantum**

39.2.1. According to the PwC calculation, the dividend that would be received by Creditors on a liquidation of the Company would be zero cents in the Rand, being lower than the dividend that is anticipated to be received by Creditors as a result of Business Rescue.

39.2.2. By way of illustration, please refer to paragraphs 19 and 35.

39.3. **Timing**

39.3.1. Given the complexity of the Company, it is likely that a liquidation would last longer than 24 months with no ability to pay an interim dividend to concurrent Creditors. Post-commencement Creditors are likely to only receive their final

Handwritten signature and initials, possibly 'HBM', with a large circular flourish above them.

dividend after several years. General Concurrent Creditors will not receive a dividend.

- 39.3.2. If the Business Rescue proceeds in terms of the Proposed Restructure, General Concurrent Creditors will receive their first distribution within a year of the Substantial Implementation Date.

39.4. Employees

- 39.4.1. If the Business Rescue proceeds in terms of the Proposed Restructure, a complete loss of Employees' jobs will be averted, on revised terms and conditions.

39.4.2. In a liquidation:

39.4.2.1. all jobs will be lost immediately unless the liquidator agrees to continue trading against an indemnity. In the current circumstances, it is highly unlikely that a liquidator would agree to continue trading or that a liquidator would be indemnified against trading losses;

39.4.2.2. Employees would be entitled to receive a maximum amount of R32 000 (thirty two thousand Rand) per staff member, to the extent that there are funds available; and

39.4.2.3. Employees will only receive payment once the final liquidation and distribution account has been approved at the end of the liquidation process which can take up to 24 months.

39.5. Fees

- 39.5.1. The BRPs submit that the entire costs of the Business Rescue will be significantly lower than the liquidation costs.

- 39.5.2. The estimated fees a liquidator would be entitled to in terms of the liquidation calculation prepared by PwC is approximately R369 million (three hundred and sixty nine million Rand) based on the realisation of the assets.

39.6. PCF

The BRPs are able to access further PCF for the implementation of the Business Rescue Plan.

Handwritten signature and initials, possibly 'HBM', in the bottom right corner of the page.

40. RISKS OF THE BUSINESS RESCUE

40.1. Notwithstanding what has been stated in this Business Rescue Plan, the Business Rescue and the amount which Creditors could receive in terms of the Business Rescue may be adversely affected by, *inter alia*, the following factors:

- 40.1.1. the fulfilment of the conditions in terms of the Proposed Restructure taking longer than expected and/or the Proposed Restructure failing for any reason;
- 40.1.2. unforeseen litigation of any nature whatsoever, howsoever arising, from any cause of action whatsoever;
- 40.1.3. unforeseen damages claims arising from the cancellation of any contracts or agreements of any nature whatsoever, howsoever arising;
- 40.1.4. any changes in legislation that impact Business Rescue;
- 40.1.5. any challenges to this Business Rescue Plan, the rejection thereof or any amendments thereto;
- 40.1.6. any regulatory challenges of any nature whatsoever, howsoever arising;
- 40.1.7. any unforeseen circumstances, outside of the control of the BRPs of any nature whatsoever howsoever arising that impacts on Business Rescue, including the consequences of the Coronavirus;
- 40.1.8. material discrepancies in the information made available to the BRPs by Management;
- 40.1.9. market conditions worsen; and
- 40.1.10. Lack of further PCF.

40.2. It should be noted that, in the unlikely event of an immediate liquidation of the Company, the risks set out in this paragraph 40.1 would still apply.

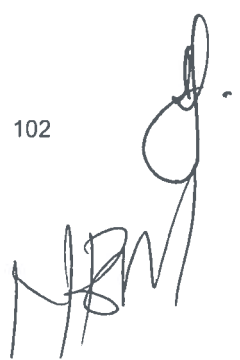
41. ASSUMPTIONS MADE WITH REGARD TO FORECAST OF THE BUSINESS RESCUE DIVIDEND

41.1. Due to the COVID-19 pandemic, the aviation industry has been severely affected, to a point whereby it is almost impossible to anticipate:

- 41.1.1. what flying demand will look like in the short, medium and long term;
- 41.1.2. how many airlines will survive into the period post COVID-19;
- 41.1.3. what will the restart of flying look like once the travel bans are lifted;

Handwritten signature and initials, likely representing the signatory of the document.

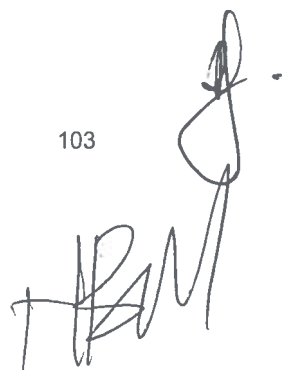
- 41.1.4. which countries will open their borders for commercial flying in the short, medium and long term;
 - 41.1.5. what will be the requirements that will have to be complied with as the conditions of flying; and
 - 41.1.6. how will the ticket prices and insurance be affected.
- 41.2. Therefore, a significant number of estimates and assumptions have been made in order to generate the financial forecasts for the period post COVID-19.
- 41.3. We have worked out the financial forecasts as set out in Annexure C. The following assumptions were made at the time:
- 41.3.1. Revenue:
 - 41.3.1.1. Passenger Revenue related to tickets revenue;
 - 41.3.1.2. Ancillary Revenue relates to ancillary charges related to passenger travel (e.g. excess baggage, etc.);
 - 41.3.1.3. Fuel Surcharge is levied to customers as per the applicable legislation;
 - 41.3.1.4. Cargo Revenue relates to revenue generated by utilising the belly space of the passenger aircraft to transport cargo on all the routes; and
 - 41.3.1.5. Other revenue related to revenue generated from the Voyager loyalty programme and revenue generated from the Lounges that are operated in various airports.
 - 41.3.2. Fuel Cost: This is the cost of fuel for operating the flights.
 - 41.3.3. Labour Costs: These are the total payroll costs (excluding staff allowance).
 - 41.3.4. Maintenance Costs: These are costs that are incurred for the maintenance of the aircraft fleet.
 - 41.3.5. Other Operating Costs include:
 - 41.3.5.1. inflight entertainment services costs;
 - 41.3.5.2. inflight catering costs;
 - 41.3.5.3. hotel accommodation costs;



41.3.5.4. crew allowances; and

41.3.5.5. training costs;

41.3.6. Leasing Costs: This is the costs incurred for rental of the lease aircraft fleet.

A handwritten signature in black ink, appearing to be 'THAN', is located in the bottom right corner of the page.

PART C – ASSUMPTIONS AND CONDITIONS

42. CONDITIONS FOR THE BUSINESS RESCUE PLAN TO COME INTO OPERATION AND BE FULLY IMPLEMENTED

42.1. As required in terms of section 150 (2) (c) (i) (aa) of the Companies Act, the Business Rescue Plan will come into operation upon the conditions listed below having been fulfilled:

42.1.1. The approval and adoption of the Business Rescue Plan in terms of section 152 of the Companies Act;

42.1.2. Approval of the Minister of Public Enterprises and the Minister of Finance (to the extent necessary), as executive authority for SAA, for the implementation of those aspects of the Business Rescue Plan which involve transactions requiring such approval in terms of section 54(2) of the PFMA, read with the Significance and Materiality Framework for SAA;


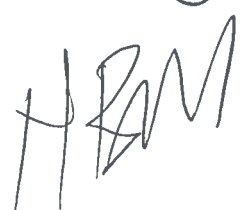
42.1.3. Approval of the Minister of Public Enterprises, as representative shareholder of SAA, for the implementation of those aspects of the Business Rescue Plan which involve transactions requiring such approval in terms of the MoI;

42.1.4. An agreement is reached with the employees, their respective Trade Unions and SAA on the reduction of headcount and revised terms and conditions as set out in paragraph 33;

42.1.5. Confirmation of Government's support and commitment to providing the requisite funding for the various commitments stipulated in paragraph 28 the Business Rescue Plan. This is to be evidenced by way of a letter of support from the Department of Public Enterprises with the concurrence of the Department of National Treasury. Such letter is to be received on or before 15 July 2020; and

42.1.6. The Government has provided confirmation satisfactory to the DBSA, PCF Bank Lenders and the Pre-commencement Lenders that the Guarantees issued to them in respect of the Pre-commencement Claims and the PCF provided by them to the Company (collectively, the **Lender Claims**) shall continue in full force and effect until the Lender Claims are discharged in full as contemplated in this Business Rescue Plan.

42.2. Should the conditions set out in paragraph 42.1 not be fulfilled by 15 July 2020, the Business Rescue Plan will be deemed unimplementable and a meeting of Creditors will be convened on 17 July 2020 for Creditors to consider amending the Business Rescue Plan, failing which

for the BRPs to discharge the Business Rescue. Such meeting will be convened in terms of section 151 of the Companies Act.

42.3. Prior to the meeting contemplated in paragraph 42.2 the BRPs will publish a report on the conditions fulfilled, if any, and the status of the conditions not yet fulfilled.

42.4. As required in terms of section 150 (2) (c) (i) (bb) of the Companies Act, Substantial Implementation will be deemed to have occurred upon fulfilment of the conditions as set out in paragraph 42.1 above.

43. **EFFECT OF THE BUSINESS RESCUE PLAN ON EMPLOYEES**

As required in terms of section 150 (2) (c) (ii) of the Companies Act, the effect of the Business Rescue Plan on Employees is set out in paragraph 33.

44. **CIRCUMSTANCES IN WHICH THE BUSINESS RESCUE WILL END AND THE DURATION OF BUSINESS RESCUE**

44.1. As required in terms of section 150 (2) (c) (iii) of the Companies Act, the Business Rescue Plan will end upon the occurrence of one of the events listed in paragraph 44.2.1.

44.2. In terms of section 132 (2) of the Companies Act, the Business Rescue will end when –

44.2.1. the Business Rescue Plan is:

44.2.1.1. proposed and rejected and the BRPs and Affected Person/s do not take any action to extend the Business Rescue in any manner contemplated by the Companies Act; or

44.2.1.2. adopted and implemented (with the conditions fulfilled) and the BRPs have filed a notice of substantial implementation of the Business Rescue Plan with the CIPC (i.e. on the Substantial Implementation Date); or

44.2.2. a High Court orders the conversion of the Business Rescue into liquidation proceedings; or

44.2.3. the BRPs file with the CIPC a notice of termination of the Business Rescue.

Handwritten signature and initials, possibly 'HBM', with a large flourish extending upwards and to the right.

45. **PROJECTED BALANCE SHEET AND PROJECTED STATEMENT OF INCOME AND EXPENSES**

As required in terms of section 150 (2) (c) (iv) of the Companies Act, the projected balance sheet and statement of income and expenses for the ensuing three years, prepared pre-COVID-19 on the assumption that Business Rescue Plan is adopted, is attached as **Annexure D**.

46. **EXISTING LITIGATION**

All parties who have instituted legal proceedings, including any enforcement action, in respect of any Pre-commencement Claims against the Company in any forum will be subject to the provisions of paragraph 38.3, dealing with the proof of Pre-commencement Claims.

47. **DISPUTE RESOLUTION**

47.1. Reference in this paragraph to BRPs will include a reference to Receivers.

47.2. Subject to paragraph 31.6.1, save as provided for in section 133 of the Companies Act, in respect of all or any disputes by the BRPs on Claims, which disputes include, but are not limited to, disputes on the existence or otherwise of Claim(s), on quantum of Claim(s), security claimed by a Creditor, the nature of the security, the extent and value of the security and the like ("**dispute**"), such dispute may be resolved in accordance with the dispute mechanism outlined below ("**Dispute Mechanism**").

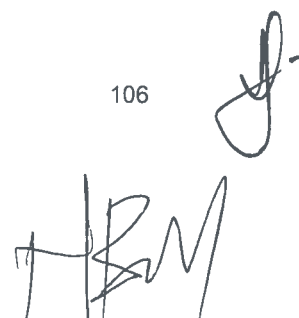
47.3. The Dispute Mechanism procedure will be as follows:

47.3.1. All creditors who have received notification from the BRPs of a dispute are required within 15 days of receipt of such notice to contact the BRPs and to meet with the BRPs during this period in an attempt to reach agreement on the dispute ("**Settlement Meeting**").

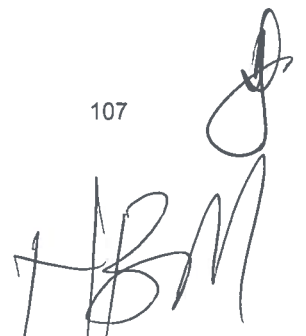
47.3.2. If the Creditor does not avail itself of this 15 day opportunity, the Creditor will be deemed to have accepted the BRPs' position in regard to the dispute

47.3.3. If the Creditor does avail itself of the Settlement Meeting, however, the dispute is not resolved and the Creditor persists with the dispute, the BRPs and Creditor must agree to the appointment of a retired judge as an expert (not as an arbitrator or mediator) to preside over and to resolve the dispute.

47.3.4. Should the BRPs and the Creditor fail to reach an agreement on the expert, then the BRPs will request the Arbitration Foundation of Southern Africa to appoint such expert.



- 47.3.5. The appointed expert must endeavour to complete his/her mandate within 30 days of his/her appointment or within such further time period as the expert in his/her sole discretion may determine.
- 47.3.6. The expert will in his/her sole and absolute discretion determine:
- 47.3.6.1. the venue at which the dispute is to be resolved;
 - 47.3.6.2. the rules, regulations and procedures that will govern the determination of the dispute;
 - 47.3.6.3. the date(s) for the determination of the dispute;
 - 47.3.6.4. will give his award / determination within 5 days of the completion of the process as determined by him;
 - 47.3.6.5. will as part of his award / determination determine who is liable for the costs of the determination such costs to include his costs, legal costs, venue costs, recording equipment (if applicable), transcript of evidence (if applicable) and the like.
- 47.3.7. The Creditor/s agree/s that, save for any manifest error the determination of the expert will be final and binding on the Creditor/s, the Company and the BRPs and will not be subject to any subsequent review or appeal application / procedure / process.
- 47.3.8. The expert shall be entitled to make an award for costs in his/her discretion.
- 47.3.9. The Creditor, the Employee/s, the Company and the BRPs agree to use their utmost endeavours to ensure that the entire dispute is determined by the expert as expeditiously as possible.
- 47.4. To the extent necessary, should the BRPs be of the view that certain disputes may be settled or compromised, the BRPs shall be authorised to settle and compromise such a dispute.
- 47.5. The BRPs may in their sole and absolute discretion decide that the dispute mechanism is not appropriate for resolving the dispute and/or that the application of the dispute mechanism may result in prejudice to other Creditors or Employees or the Company. In such event, the Creditor or Employee concerned shall be entitled in terms of 133 of the Companies Act to refer the dispute to Court and if an expert has already been nominated, such nomination shall lapse and be of no further force or effect.

A large, stylized handwritten signature in black ink, appearing to be 'HBM' with a large flourish at the end.

48. ABILITY TO AMEND THE BUSINESS RESCUE PLAN

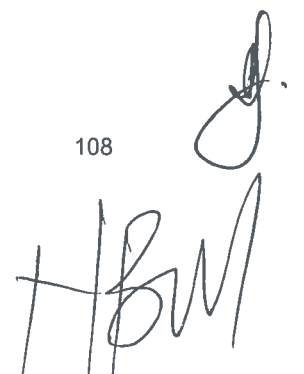
- 48.1. Provided that any amendment will not be prejudicial to any of the Affected Persons, the BRPs shall have the ability, in their sole and absolute discretion, to amend, modify or vary any provision of this Business Rescue Plan, provided that at all times the BRPs act reasonably. The Amendment will be deemed to take effect on the date of written notice of the amendment to all Affected Persons.
- 48.2. Provided that any amendment will not be prejudicial to any of the Affected Persons, the BRPs shall have the ability, in their sole and absolute discretion, to amend, modify or vary any provision of this Business Rescue Plan, provided that at all times the BRPs act reasonably. The amendment will be deemed to take effect on the date of written notice of the amendment to all Affected Persons.
- 48.3. It is specifically recorded that the provisions of paragraph 48.2 shall *mutatis mutandis* apply to the extension or reduction of any timeframes by the BRPs.

49. SEVERABILITY

Any provision in this Business Rescue Plan which is or may become illegal, invalid or unenforceable shall be ineffective to the extent of such prohibition or unenforceability and shall be treated *pro non scripto* and severed from the balance of this Business Rescue Plan, without invalidating the remaining provisions of this Business Rescue Plan or affecting the validity or enforceability of such provision in any other jurisdiction.

50. CONCLUSION

- 50.1. For the reasons set out above, the BRPs are of the view that if the Business Rescue proceeds in terms of the Proposed Restructure, same will result in an efficient rescue and recovery of the Company, in a manner that balances the rights and interests of all relevant stakeholders.
- 50.2. The advantages of proceeding with this Business Rescue Plan are set out fully in paragraph 39 and summarised here for ease of reference:
- 50.2.1. the Company's Business will be restructured in a manner that will result in the Company continuing in existence in a solvent manner, as opposed to being placed in liquidation;
- 50.2.2. not all of the Employees will be retrenched and many jobs will be preserved;
- 50.2.3. those Employees who are retrenched will be in a better position than in a liquidation;



50.2.4. General Concurrent Creditors will receive a concurrent dividend, i.e. the General Concurrent Dividend, as opposed to zero cents in the Rand in a liquidation; and

50.2.5. the costs of Business Rescue will be less than the costs of liquidation.

51. BRPS' CERTIFICATE

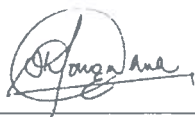
51.1. We, the undersigned, Siviwe Dongwana and Leslie Matuson, hereby certify to the best of our knowledge and belief that –

51.1.1. any actual information provided herein appears to be accurate, complete and up to date;

51.1.2. the BRPs have relied on financial information including opinions and reports furnished to them by Management and Advisors;

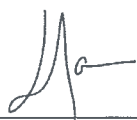
51.1.3. any projections provided are estimates made in good faith on the basis of factual information and assumptions as set out herein;

51.1.4. in preparing the Business Rescue Plan, the BRPs have not undertaken an audit of the information provided to them by Management, the Company's auditors and by the Advisors, although where practical, the BRPs have endeavoured to satisfy themselves of the accuracy of such information.





Siviwe Dongwana, in his capacity as the appointed joint business rescue practitioner (in terms of the Companies Act)

Date: 16 June 2020



Leslie Matuson, in his capacity as the appointed joint business rescue practitioner (in terms of the Companies Act)

Date: 16 June 2020

Annexure A: List of Material Assets of the Company*

	SAA COMPANY ACTUAL Nov-20	SAA COMPANY ACTUAL Mar-20
ASSETS		
<u>Non-current assets</u>		
Property and equipment	1 665 752 386	1 434 978 454
- Fixed assets - Cost price	12 218 818 111	12 234 029 631
- Accumulated depreciation	(10 585 305 658)	(10 825 080 166)
- Capital work in progress	32 239 933	26 028 989
Intangibles	38 713 059	28 018 536
- Intangible / Goodwill assets	380 740 627	379 903 804
- Amortisation	(342 027 568)	(351 885 268)
Investment In Subsidiaries (Non-Current Assets)	2 114 961 892	2 114 961 892
- Share Investments	2 114 961 892	2 114 961 892
Other Investments & Long term assets	34 500 000	34 500 000
- Other Investments	34 500 000	34 500 000
- Reimbursement Right	0	0
Retirement benefit asset	(73 004 608)	(73 004 608)
Non-current aircraft and other deposits	1 513 181 675	1 804 794 443
Total Non-current assets	5 294 104 404	5 344 248 717
<u>Current assets</u>		
Non-Current assets and disposal group held for sale	303 307 288	279 901 019
Investment In Subsidiaries (Current Assets)	825 912 345	1 232 963 445
- Investment in Subsidiaries	0	0
-- Intercompany Current Account	806 300 002	1 213 351 102
-- Intercompany Accounts	19 612 343	19 612 343
Inventories	122 938 517	88 097 581
Current aircraft and other deposits	1 495 783 381	1 744 263 544
Accounts receivable	2 880 252 731	2 637 097 021
- Trade debtors	2 510 229 514	949 695 571
- Group-/ Intergroup debtors	0	0
- Other debtors	370 023 217	1 687 401 450
-- Inter-company accounts	0	0

Bank balances and cash	(83 283 486)	2 878 957 849
- Bank and cash balances	(83 283 486)	2 878 957 849
- Bank overdraft balance	0	0
- Current account: Transnet	0	0
Derivative asset	1 042 151	625 157
Total Current assets	5 545 952 927	8 861 905 616
TOTAL ASSETS	10 840 057 331	14 206 154 333
EQUITY AND LIABILITIES		
Capital and reserves		
Share capital	33 626 336 949	33 626 336 949
Hedge accounting	428 358 931	428 358 931
- FCTR	0	0
- Restructuring Funds	66 596 138	66 596 138
Non-distributable reserves	361 762 793	361 762 793
- Non-distributable reserves	500 521 395	500 521 395
- Actuarial (Gains) / Losses	(138 758 602)	(138 758 602)
Retained income	(44 689 054 231)	(47 684 720 280)
- Beginning of year (Loss) / Profit	(41 485 896 032)	(42 585 011 117)
- Current year (Loss) / Profit	(3 203 158 199)	(5 099 709 163)
Total Capital and reserves	(10 634 358 351)	(13 630 024 400)
Non-current liabilities		
Long Term Liabilities	0	16 165 972
Retirement benefit obligation	33 186 160	37 802 625
Provisions (L/T Portion of Return Condition)	693 389 980	604 745 899
Voyager - IFRIC13 (L/T Portion of Voyager Liability)	469 007 528	431 501 561
Total Non-current liabilities	1 195 583 668	1 090 216 057
Current Liabilities		
Air traffic liability	3 369 524 494	2 837 722 546
Accounts payable and short term provisions	8 493 407 294	9 687 467 273
- Trade creditors	1 747 406 141	3 582 298 789
- Group-/ Intergroup creditors	0	0
- Voyager Liabilities (720003)	0	0
- Other creditors	5 057 969 869	4 439 233 204
-- Inter-company accounts	0	0
- Short term provisions	1 688 031 284	1 665 935 280

-- Accumulated leave (50%)	0	0
Short term portion of long-term liabilities	8 415 900 226	14 220 772 857
Total Current Liabilities	20 278 832 014	26 745 962 676
TOTAL EQUITY AND LIABILITIES	10 840 057 331	14 206 154 333

* None of the assets were held as security by Creditors at the Commencement Date.

Disclaimer

- * The above is an extract from the 30 November 2019 and 31 March 2020 Managements Accounts.
- * The Management Accounts have not been consolidated and relate to the Company only.
- * The Management Accounts are draft, unaudited and are presented for illustrative purposes only.
- * These Management Accounts should not be relied on for any other purpose whatsoever.

Handwritten signature and initials, possibly 'HBN' and a stylized 'J' or 'L'.

Annexure B: [List of creditors]

Creditor	Claim Currency	Claims converted to ZARs	Claim Amount	Company Records	Greater of Claim and Company Records	Claim Verified & Accepted?
A.C.M._ACCOUNT BSP	ZA	-		11 931	-	X
A.N.A.C.S.	ZA	-		-14 273	-14 273	X
A.S.A. GMBH	EURO	-1 102 040	-67 629	-	-1 102 040	✓
AB Logistics Travel	ZA	-		-29 758	-29 758	X
ABC Clima Ar Condicionado LTDA EPP	ZA	-		-2 282	-2 282	X
ABIDJAN PENSION FUND	ZA	-		14 628	-	X
ABIDJAN SOCIAL SECURITY	ZA	-		562	-	X
ABIDJAN SUNDRY ACCOUNT	ZA	-		-553 114	-553 114	X
ABIDJAN TAX ACCOUNT	ZA	-		267 566	-	X
ABIDJAN AIR NAVIGATION SECURITY	ZA	-		-119 783	-119 783	X
AC Finance MSN1779 Limited	USD	-5 964 833	-406 410	-2 274 946 046	-2 274 946 046	X
Accolade Wines South Africa (Pty) L	ZA	-		-102 123	-102 123	X
ACCRA SUNDRY CREDITORS	ZA	-		-136 581	-136 581	X
ACL Airshop	EURO	-1 159 006	-71 125		-1 159 006	X
ACM	ZA	-		-41 787	-41 787	X
ACM (TEMPORARY) REFUND MODULE	ZA	-		-2 651	-2 651	X
ACM ACCOUNT	ZA	-		-464	-464	X
ACM ACCOUNT HARARE (USD)	ZA	-		-	-	X
ACM_London	ZA	-		8 058	-	X
ACORN PRODUCTS PTY LTD	ZA	-22 846	-22 846	-22 846	-22 846	✓
Aegean Airlines	ZA	-		67	-	X
AerCap Ireland Limited	USD	-195 763 438	-13 338 224	-336 389 907	-336 389 907	X
AERIA-AEROPORT INTERNATIONAL D'ABID	ZA	-		-810 284	-810 284	X
Aero Design Global (Goshawk)	EURO	-134 740 316	-8 268 640	-2 380 201 319	-2 380 201 319	X
Aerodrome de Saint-Denis Gillot	ZA	-		-290 262	-290 262	X


Aeronautical Radio of Thailand	USD	-1 440 965	-98 179	-6 711 920	-1 440 965	x
AFMS GROUP (PTY) LTD	ZA	-6 711 920	-6 711 920	-6 711 920	-6 711 920	✓
AFMS GROUP (PTY) LTD	ZA	-		-450 373	-450 373	x
AFRICAN LIFE ASSURANCE	ZA	-		-142 456	-142 456	x
AFRICAN LIFE ASSURANCE	ZA	-		-29 812	-29 812	x
AFRICAN LIFE ASSURANCE	ZA	-		-4 726	-4 726	x
Africonnect Zambia Ltd/	ZMW	-8 601	-8 744	-	-8 601	✓
AIR BP	ZA	-		-40 874 233	-40 874 233	x
Air BP International - Sax	ZA	-		-964 050	-964 050	x
Air Cargo MW Limited	MAL	-251 547	-10 749 860		-251 547	x
Air Castle (Well Fargo Bank North W	ZA	-		-7 124 903 596	-7 124 903 596	x
Air Chefs (Pty) Ltd	ZA	-		-67 796	-67 796	x
AIR CHEFS (PTY)LTD	ZA	-		-581 749	-581 749	x
AIR CHEFS RSA	ZA	-		-4 303 320	-4 303 320	x
AIR CHEFS SOC LTD	ZA	-		-3 241 429	-3 241 429	x
Air Chefs SOC Ltd	ZA	-		-1 073 247	-1 073 247	x
Air China	ZA	-		157 049	-	x
Air Lease Corporation Holdings	USD	-108 785 770	-7 412 053	-111 773 237	-111 773 237	x
Air Mauritius Ltd	USD	-33 969 953	-2 314 522	-1 789 497 801	-1 789 497 801	x
AIR TOTAL INTERNATIONAL (see Cargo)	USD	-115 186	-7 848	-123 027	-123 027	x
AIR TOTAL INTERNATIONAL (see Corporate)	USD	-39 152	-2 668	-57 495	-57 495	x
Air Traffic and Navigation	ZA	-22 534 027	-22 534 027	-23 698 098	-23 698 098	x
Air X (Pty) Ltd (Australia)	AUD	-497 836	-49 642		-497 836	x
Air X (Pty) Ltd (New Zealand)	NZD	-13 294	-1 213		-13 294	x
Airbus Customer Services	USD	-43 925 029	-2 992 805		-43 925 029	x
AIRBUS FINANCIAL SERVICES	ZA	-		-781 420	-781 420	x
AIRBUS INDUSTRIE	ZA	-		-732 660	-732 660	x
Airbus SAS	ZA	-		-1 585 162	-1 585 162	x
AIRCARGO SERVICES HANNOVER GMBH	ZA	-		-15 961	-15 961	x
Airchefs SOC Ltd	ZA	-		-422 556	-422 556	x
Airlines Association of SA NPC	ZA	-219 280	-219 280		-219 280	x
AIRLINK CARGO INTL (PTY)LTD	ZA	-		492 957	-	x

AIRPORT & AVIATION SERVICES	ZA	-			-140 811	-140 811	X
AIRPORT AUTHORITY	HKD	-1 457 772	-777 622	-1 383 656	-1 457 772		X
Airport Developments Limited	ZA	-		-119 537	-119 537		X
Airport Energy Services Ltd	ZA	-		-891	-891		X
AIRPORT RETAIL CONCESSIONS	ZA	-7 563	-7 563	-7 563	-7 563		✓
AIRPORT SUN INTER CONTINENTAL	ZA	-		-137 820	-137 820		X
AIRPORTS COMPANY PE	ZA	-		-75 240	-75 240		X
AIRPORTS COMPANY SA	ZA	-		-4 355 721	-4 355 721		X
AIRPORTS COMPANY SA EAST LDN	ZA	-		-17 246	-17 246		X
AIRPORTS COMPANY SA LTD	ZA	-		-2 140 203	-2 140 203		X
AIRPORTS COMPANY SA LTD	ZA	-		-1 884	-1 884		X
AIRPORTS COMPANY SOC LTD	ZA	-		-252 920	-252 920		X
AIRPORTS COMPANY SOUTH	ZA	-		-24 970 253	-24 970 253		X
AIRPORTS COMPANY SOUTH AFRICA	ZA	-		-1 657 620	-1 657 620		X
AIRPORTS COMPANY SOUTH AFRICA	ZA	-		-339 695	-339 695		X
AIRPORTS COMPANY SOUTH AFRICA	ZA	-		-113 022	-113 022		X
Airports Company South Africa (SOC)	ZA	-		-1 171 323	-1 171 323		X
Airports Company South Africa (SOC)	ZA	-		-264 000	-264 000		X
Airports Company South Africa (SOC)	ZA	-		-209 003	-209 003		X
Airports Company South Africa (SOC)	ZA	-		-5 510	-5 510		X
AIR-TECH TRANSPORT & LOGISTICS GMBH	EURO	-46 985	-2 883	-46 791	-46 985		✓
AIWAYS & ALLIED WORKERS UNION	ZA	-		-7 198	-7 198		X
ALBERTO NARANJO RODRIGUEZ	ZA	-		-45 187	-45 187		X
Alert Brasil Teleatendimento	ZA	-		-45 215	-45 215		X
ALEXANDER FORBES	ZA	-		-2 953	-2 953		X
ALEXANDER FORBES	ZA	-		-779	-779		X
ALEXANDER FORBES	ZA	-		-770	-770		X
ALEXANDER FORBES	ZA	-		-748	-748		X
ALEXANDER FORBES	ZA	-		-247	-247		X
ALFRED BISCHOFBERGER	ZA	-		-105 005	-105 005		X
ALFREDO RODRIGUEZ RAMIREZ	ZA	-		-33 339	-33 339		X
ALL NIPON AIRWAYS	ZA	-		431 236	-		X

Alliance Media	ZA	-				-26 497	-26 497	X
ALS Airline Laundry Services GmbH	EURO	-14 003	-859			-14 003		X
Altech Netstar (Pty) Ltd	ZA	-			-559	-559		X
Altron Nexus Solutions	ZA	-36 672	-36 672			-36 672		X
Alwi's Drift Wines (Pty) Ltd	ZA	-229 556	-229 556			-229 556		✓
AMALGAMATED TRANSPORT & WORKERS'	ZA	-			-6 138	-6 138		X
American Express	USD	-205 476	-14 000			-205 476		X
ANALIA RODRIGUES	ZA	-			-17 711	-17 711		X
ANDREAS NANOGLLOU	ZA	-			-9 342	-9 342		X
ANNE BOETIUS	ZA	-			-41 798	-41 798		X
Ansarada Ltd	AUD	-34 506	-3 441		-8 476	-34 506		X
ANTONIO LEON SUAREZ	ZA	-			-33 496	-33 496		X
Anura Vineyards (Pty) Ltd	ZA	-1 164 720	-1 164 720		-1 164 720	-1 164 720		✓
AP PAX CLAIMS - EFT	ZA	-			-555 384	-555 384		X
AP PAX CLAIMS - EFT	ZA	-			-10 601	-10 601		X
AP PAYMENTS CHEQUE	ZA	-			-	-		X
Apex Health Insurance Ltd	ZA	-			-65 757	-65 757		X
AQ Construction	BP	-74 656	-3 763			-74 656		X
Aramex Kenya Ltd	KES	-1 781	-12 337			-1 781		X
ARK TEC GUARDA DE DOCUMENTOS LTDA	ZA	-			-2 862	-2 862		X
Arwa SPV (Pty) Ltd	ZA	-871 901	-871 901		-871 901	-871 901		✓
Ascension Airline Technologies	BP	-39 680	-2 000			-39 680		X
Asecna	ZA	-			-40 319	-40 319		X
Asharami Synergy	USD	-4 611 638	-314 211			-4 611 638		X
Ashurst Australia	ZA	-			-1 156 117	-1 156 117		X
ASIANA AIRLINES	ZA	-			1 328	-		X
ASSUPOL LIFE LTD	ZA	-			-9 302	-9 302		X
ASSUPOL LIFE LTD	ZA	-			-3 163	-3 163		X
ASTRON ENERGY (PTY) LTD	ZA	-	0		-8 924 466	-8 924 466		X
ASTRON ENERGY (PTY) LTD	ZA	-			-7 663 126	-7 663 126		✓
ASTRON ENERGY (PTY) LTD	ZA	-			-704 623	-704 623		X
ASTRON ENERGY (PTY) LTD	ZA	-			-547 383	-547 383		X

AT & T	ZA	-	-	-	-9 164	-9 164	X
Athena4 Aviation Leasing	USD	-18 281 796	-1 245 619	-2 207 180 924	-2 207 180 924		X
Atlantis Corporate Travel (Pty) Ltd	ZA	-41 173	-41 173	-41 173	-41 173		✓
Avatar Agency	ZA	-1 207 716	-1 207 716		-1 207 716		X
AVBOB	ZA	-		-94 925	-94 925		X
AVBOB	ZA	-		-63 965	-63 965		X
AVBOB	ZA	-		-5 956	-5 956		X
AVERDA SOUTH AFRICA PTY LTD	ZA	-		-1 521	-1 521		X
AviancaTACA Airlines	ZA	-		40 855			X
Avance Ghana Limited	ZA	-		-72 790	-72 790		X
Aviartner Cargo	EURO	-155 444	-9 539	-9 539	-155 444		✓
Aviation Security Company	HKD	-84 272	-44 953	-84 272	-84 272		✓
AVIATION SERVICES (GSA) PTE LTD	SGD	-10 783	-1 000		-10 783		X
AVIATION SERVICES MANAGEMENT FZE	USD	-382 443	-26 058	-193 064	-382 443		X
AVIATION SERVICES MANAGEMENT FZE	ZA	-		-125 859	-125 859		X
AVIATION UNION OF SOUTH AFRICA	ZA	-		-2 072	-2 072		X
AVIATION UNION OF SOUTH AFRICA	ZA	-		-110	-110		X
Avolon Aerospace (Ireland) AOE 158	ZA	-		-1 773 223 568	-1 773 223 568		X
Avusa Media Limited t/a Dispatch Me	ZA	-		-9 810	-9 810		X
Axis Kenya	KES	-16 086	-111 400		-16 086		X
B.P. SOUTHERN AFRICA (PTY) LTD	ZA	-		-10 913 622	-10 913 622		X
B.P. SOUTHERN AFRICA (PTY) LTD	ZA	-		-161 944	-161 944		X
Bagatelle Hotel Operations	MUR	-9 648	-24 000		-9 648		X
Banalo Trading Enterprise (Pty	ZA	-284 970	-284 970	-284 970	-284 970		✓
Bantay Bay Management Company (Pty)	ZA	-		-4 393	-4 393		X
BARGAINING FORUM	ZA	-		-727 871	-727 871		X
BARGAINING FORUM	ZA	-		-139 618	-139 618		X
BARGAINING FORUM	ZA	-		-49 744	-49 744		X
BARINOR INSURANCE	ZA	-		-6	-6		X
Barloworld South Africa Pty Ltd	ZA	-		-	-		X
Basileus Properties P2 (Pty) Ltd	ZA	-		-93 173	-93 173		X
BCX	ZA	-895 176	-895 176		-895 176		X

Beach Hotel	ZA	-	-	-2 714	-2 714	X
BEACHCOMBER MARKETING PTY LTD	ZA	-617 771	-617 771	-36 531	-617 771	X
Beijing Shang De Fei Teng	CNY	-26 946	-12 934		-26 946	X
Bellinger Aviation Pte Ltd	USD	-80 264 083	-5 468 745	-80 295 656	-80 295 656	X
Bernardi & Schnapp Advogados	ZA	-		-217 807	-217 807	X
BevPlus (Pty) Ltd	ZA	-		-9 615	-9 615	X
Bidair Services (Pty) Ltd (claim 1)	ZA	-11 954 496	-11 954 496	-8 218 929	-11 954 496	X
Bidair Services (Pty) Ltd (claim 2)	ZA	-975 959	-975 959		-975 959	X
Bidtravel (a division of Bidvest Travel Holdings)	ZA	-1 240 616	-1 240 616		-1 240 616	X
BIDVEST CAR RENTAL	ZA	-537 308	-537 308	-141 290	-537 308	X
Bidvest Steiner	ZA	-	0		-	X
Bidvest Steiner (2)	ZA	-10 287	-10 287		-10 287	X
Bidvest Steiner (3)	ZA	-461 261	-461 261		-461 261	X
Bidvest Steiner (4)	ZA	-8 354	-8 354		-8 354	X
Bidvest Steiner (5)	ZA	-119 813	-119 813		-119 813	X
Bidvest Waltons	USD	-204 116	-13 907		-204 116	X
Bidvest Waltons	ZA	-66 481	-66 481		-66 481	X
Bidvest Waltons	ZA	-31 417	-31 417		-31 417	X
BIDVEST WALTONS	ZA	-		-23 437	-23 437	X
Bidvest Waltons	ZA	-17 776	-17 776		-17 776	X
BIDVEST WALTONS	ZA	-		-4 238	-4 238	X
BIRCHWOOD HOTEL AND O R	ZA	-158 584	-158 584	-137 940	-158 584	✓
BLANTYRE NEWSPAPERS LTD	ZA	-		-	-	X
Bloomberg LP	ZA	-		-1 097	-1 097	X
Boeing Commercial Airplanes	USD	-16 272 759	-1 108 735	-76 224	-16 272 759	X
Bokamoso Impact Investments (Pty) L	ZA	-137 423	-137 423	-137 423	-137 423	✓
Bolombe 82 Trading & projects cc	ZA	-57 428	-57 428		-57 428	X
BONUS PROVISION P A Y E	ZA	-		-674 080	-674 080	X
BONUS PROVISION P A Y E	ZA	-		-508 062	-508 062	X
BONUS PROVISION P A Y E	ZA	-		-240 400	-240 400	X
BONUS PROVISION P A Y E	ZA	-		-195 111	-195 111	X
BONUS PROVISION P A Y E	ZA	-		-173 922	-173 922	X




BONUS PROVISION P A Y E	ZA	-			-137 846	-137 846	X
BONUS PROVISION P A Y E	ZA	-			-117 501	-117 501	X
BONUS PROVISION P A Y E	ZA	-			-73 615	-73 615	X
BONUS PROVISION P A Y E	ZA	-			-18 629	-18 629	X
BONUS PROVISION P A Y E	ZA	-			-8 821	-8 821	X
BONUS PROVISION P A Y E	ZA	-			-7 375	-7 375	X
BONUS PROVISION P A Y E	ZA	-			-397	-397	X
BONUS PROVISION P A Y E	ZA	-			2 336	-	X
BOPLAAS LANDGOED	ZA	-			-63 954	-63 954	X
BOWMAN GILFILLAN INC.	ZA	-1 625 305	-1 625 305	-1 260 753	-1 625 305	-1 625 305	X
BOWMAN GILFILLAN INC. (claim 2)	ZA	-97 943	-97 943		-97 943	-97 943	X
BP SOUTHERN AFRICA (PTY)LTD	ZA	-		-509 008	-509 008	-509 008	X
Brinkshof Wines (Pty) Ltd	ZA	-		-201 173	-201 173	-201 173	X
BROWNS INSURANCE	ZA	-		-6 601	-6 601	-6 601	X
BSP_ACM ACCOUNT	ZA	-		-	-	-	X
BUERO-WERNER GMBH&CO KG	ZA	-		-2 307	-2 307	-2 307	X
BUFFALO CITY MUNICIPALITY	ZA	-		-12 692	-12 692	-12 692	X
Buffalo City Municipality	ZA	-		-7 124	-7 124	-7 124	X
Buhle Waste (Pty) Ltd	ZA	-		-1 545	-1 545	-1 545	X
Bunvic Car Hire	KES	-16 787	-116 255		-16 787	-16 787	X
BURGER RADIOLOE	ZA	-		-350	-350	-350	X
Burrana Inc	USD	-79 872	-5 442		-79 872	-79 872	X
BUSBY RETAIL (PTY)LTD	ZA	-		-60 903	-60 903	-60 903	X
BYTES DOCUMENT SOLUTIONS	ZA	-1 864 108	-1 864 108	-1 221 042	-1 864 108	-1 864 108	X
Bytes People Solutions (Pty) Ltd	ZA	-479 964	-479 964	-479 964	-479 964	-479 964	✓
Bytes Systems Intergration	ZA	-254 069	-254 069	-256 069	-256 069	-256 069	✓
CAE Inc	AUD	-871 284	-86 880		-871 284	-871 284	X
CAIXA ECONOMICA FEDERAL	ZA	-		-82 650	-82 650	-82 650	X
Callington Singapore	AUD	-1 157 296	-115 400	1 146 659	-1 157 296	-1 157 296	✓
CAPITAL ALLIANCE LIFE	ZA	-		-1 198	-1 198	-1 198	X
CAPITAL ALLIANCE LIFE	ZA	-		-348	-348	-348	X
CAPITAL HOTEL	ZA	-		-	-	-	X

CARGO FOREIGN ONE TIME ACCT	ZA	-	-	-109 738	-109 738	X
CARGO H/O CLAIMS - EFT PAY	ZA	-	-	-7 483	-7 483	X
CARGO H/O DEBTOR CLAIMS - EFT	ZA	-	-	-4 777	-4 777	X
CARGONAUT NEDERLAND BV	ZA	-	-	-8 733	-8 733	X
CARLOS OSORIO	ZA	-	-	-11 806	-11 806	X
CARLOS ALVES	ZA	-	-	-12 992	-12 992	X
CDB Aviation	USD	-618 274 720	-42 125 776	-687 556 404	-687 556 404	X
CENTURYAN SERVICES LTD	ZA	-	-	-5 232	-5 232	X
CHANNEL LIFE INSURANCE	ZA	-	-	-1 100	-1 100	X
CHANNEL LIFE INSURANCE	ZA	-	-	-384	-384	X
CIRO ALLIANCES	ZA	-	-	-5 513	-5 513	X
Ciro Full Service Beverage Company	ZA	-753 461	-753 461	-751 673	-753 461	X
Ciro Full Service Beverage Company	ZA	-56 875	-56 875	-52 867	-56 875	X
Ciro Full Services Beverage	ZA	-5 513	-5 513	-5 513	-5 513	X
Ciro Full Services Beverage	ZA	-3 029	-3 029	-3 029	-3 029	X
Ciro Full Services Beverage CT International	ZA	-16 503	-16 503	-16 503	-16 503	X
Ciro Full Services Beverage Green Acres	ZA	-6 274	-6 274	-6 274	-6 274	X
Ciro Full Services Beverage Business Class Lounge	ZA	-744	-744	-744	-744	X
Ciro Full Services Beverage Co	ZA	-6 797	-6 797	-6 797	-6 797	✓
CIT Aerospace International	ZA	-	-	-485 304 742	-485 304 742	X
Civil Aviation Authority of Malaysi	ZA	-	-	-16 688	-16 688	X
Clean Dot Waste (Pty) Ltd	ZA	-1 034 623	-1 034 623	-1 034 623	-1 034 623	✓
CLIFFE DEKKER HOFMEYER INC	ZA	-2 350 085	-2 350 085	-1 205 271	-2 350 085	X
CLP POWER HONG KONG LTD	ZA	-	-	-1 504	-1 504	X
CLUB TRAVEL	ZA	-1 956 761	-1 956 761	-16 100	-1 956 761	X
CMB Oriental Leasing	ZA	-	-	-	-	X
Coan Industrial & Mining Supplies	ZA	-47 580	-47 580	-41 466	-47 580	X
Coastlands Umhlanga Hotel	ZA	-49 893	-49 893	-42 307	-49 893	X
Coca-Cola Beverages South Africa	ZA	-1 668 367	-1 668 367	-1 668 367	-1 668 367	✓
COMAIR LTD	ZA	-131 557	-131 557	-131 557	-131 557	✓
COMAIR LTD	ZA	-	-	-	-	X
COMAIR LTD (2)	ZA	-790 337 417	-790 337 417	-790 337 417	-790 337 417	X


COMET CAR HIRE (CCH) LTD	ZA	-				-89 068	-89 068	X
Commercezone (Pty) Ltd	ZA	-				-167 270	-167 270	X
Concessionaria do Aeroporto	ZA	-				-2 114 235	-2 114 235	X
CONNECTICUT GENERAL LIFE INS.	ZA	-				-360 466	-360 466	X
Conoil PLC	USD	-596 439		-40 638			-596 439	X
CONSTEC FREIGHT (PTY) LTD	ZA	-700		-700		-350	-700	X
CONSUMER AFFAIRS - EFT	ZA	-				-18 508	-18 508	X
CONTINENTAL CHINA (Pty) LTD	ZA	-591 029		-591 029		-591 029	-591 029	✓
COPA Airlines	ZA	-				28 352	-	X
CRANE CAFETERIA	ZA	-				-354	-354	X
CROSSRACER INTERNATIONAL S.A.	USD	-541 988		-36 928		725 147	-541 988	X
Cullinan Hotel (Pty) Ltd	ZA	-				-422 058	-422 058	X
CVENT Inc	USD	-27 943		-1 904			-27 943	X
CWT	USD	-271 522		-18 500		-	-271 522	✓
Cyane The Digital Forensic Lab	ZA	-24 517		-24 517			-24 517	X
CyberSource Limited	ZA	-				-38 336	-38 336	X
D H L WORLDWIDE EXPRESS	ZA	-				-4 575	-4 575	X
D H L WORLDWIDE EXPRESS	ZA	-				-573	-573	X
Dakar Miscellaneous Account	ZA	-				-186 863	-186 863	X
DALBIT INTERNATIONAL LIMITED	USD	-		0		-1 398 626	-1 398 626	X
Dale Footware (Pty) Ltd	ZA	-11 574		-11 574		-11 574	-11 574	✓
Das Nordisk Ltf	HKD	-176 509		-94 156			-176 509	X
Dauphin Office Seating S.A (Pty) Lt	ZA	-5 888		-5 888		-5 888	-5 888	✓
DB REISE U.TOURISTIK AG	ZA	-				-749 183	-749 183	X
DE BOIS FRITS	ZA	-				-6 345	-6 345	X
DE Swardt Vogel Myambo Attorneys	ZA	-				-509 290	-509 290	X
Deedat Pillay Incorporated	ZA	-				-11 886	-11 886	X
DENEYS REITZ INCORPORATED	ZA	-				-139 679	-139 679	X
DEPARTMENT OF CIVIL AVIATION	ZA	-				-7 506 487	-7 506 487	X
Department of Civil Aviation	ZA	-				-1 003 371	-1 003 371	X
DEPARTMENT OF INCOME TAX	ZA	-				625	-	X
DEPARTMENT OF LABOUR	ZA	-				-99	-99	X

DEPT OF HOME AFFAIRS	ZA	-			-45 000	-45 000	X
DEPUTY COMMISSIONER OF TAX	ZA	-			-180 322	-180 322	X
DFS DEUTSCHE FLUGSICHERUNG	ZA	-			-257 753	-257 753	X
DG5 Holdings (Pty) Ltd	ZA	-159 447		-159 447	-71 692	-159 447	X
DG5 Holdings (Pty) Ltd	ZA	-			-3 329	-3 329	X
DGB (Pty) Ltd	ZA	-109 020		-109 020	-109 020	-109 020	✓
DHL International Zambia Limited	ZA	-			-147	-147	X
DHL INTL (HONG KONG) LTD.	ZA	-			-1 307	-1 307	X
DIEGO SALES 3427333289	ZA	-			-5 757	-5 757	X
DISTELL LTD	ZA	-1 355 498		-1 355 498	-1 355 498	-1 355 498	✓
DISTELL LTD	ZA	-127 280		-127 280	-127 280	-127 280	✓
Ditau Transport Services (Pty) Ltd	ZA	-24 000		-24 000	-24 000	-24 000	✓
DOMINGO RODRIGUEZ BEAUTELL	ZA	-			-16 810	-16 810	X
DOMINIO ASSESSORES ADM.CONT. E	ZA	-			-37 266	-37 266	X
DOROTHY LAYCOCK	ZA	-			-13 103	-13 103	X
DS Mzansi Panelbeaters	ZA	-13 500		-13 500		-13 500	X
DUBE TRADEPORT CORPORATION	ZA	-			-279 980	-279 980	X
E - TRAVEL	ZA	-367 923		-367 923	-285 123	-367 923	X
E FABBRIANI	ZA	-			-9 166	-9 166	X
East London One time Account	ZA	-			-10 354	-10 354	X
Eden Springs Nederland	EURO	-622		-38	-622	-622	✓
Edward Nathan Sonnenberg Inc	ZA	-3 679 282		-3 679 282	-40 669	-3 679 282	X
Edwina Van Rooyen	ZA	-			-620	-620	X
EFT PAYMENTS	ZA	-			-506 562	-506 562	X
ElH Flight Services Ltd	MUR	-367 606		-914 486		-367 606	X
Eitichoto (Pty) Ltd	ZA	-			-2 933	-2 933	X
ELIDA FRANKEL	ZA	-			-1 583	-1 583	X
ELIM CLINIC	ZA	-			-75	-75	X
ELIM CLINIC	ZA	-			-20	-20	X
Elite Airline Services	USD	-31 694		-2 159		-31 694	X
ELIZABETH MIREYA FREIDENBERG	ZA	-			-31 879	-31 879	X
Emperors Palace	ZA	-			-265 282	-265 282	X



EMPERORS PALACE	ZA	-				-29 470	-29 470	X
Enantitex	ZA	-				-9 051	-9 051	X
ENGEN	ZA	-				-282 851	-282 851	X
Engen DRC	USD	-1 108 172		-75 505		-271 739	-1 108 172	X
Engen DRC	ZA	-				-98 313	-98 313	X
Engen Namibia	ZA	-				-99 954	-99 954	X
ENGEN PETROLEUM Ltd	ZA	-4 877 323		-4 877 323		-3 028 044	-4 877 323	X
ENGEN PETROLEUM Ltd	ZA	-				-894 940	-894 940	X
Engen Petroleum Ltd - Sax	ZA	-				-660 956	-660 956	X
Engine Lease Finance	ZA	-				-2 589 815	-2 589 815	X
Entebbe Handling Services	UGX	-702 742		-2 970 169			-702 742	X
Enterprise Services South Africa	ZA	-				-8 876 321	-8 876 321	X
Enterprise Softworks (Pty) Ltd	ZA	-145 073		-145 073		-137 448	-145 073	X
EOH Mthombo t/a Gallium	ZA	-				-174 302	-174 302	X
Epcor B.V.	ZA	-				-1 921 781	-1 921 781	X
Equals Sociedade Anónima	ZA	-				-8 417	-8 417	X
ER MANAGEMENT BARGAINING FORUM	ZA	-				-76 035	-76 035	X
ER MANAGEMENT BARGAINING FORUM	ZA	-				-74 635	-74 635	X
ER MANAGEMENT BARGAINING FORUM	ZA	-				-5 920	-5 920	X
ERNST ATZENWEILER	ZA	-				-67 222	-67 222	X
Errands Plus, Inc.	ZA	-				-9 160	-9 160	X
Ethekwini Municipality	ZA	-243 699		-243 699		157 924	-243 699	X
Ethiopian Airline Enterprise	ZA	-				-758 722	-	X
ETHIOPIAN AIRLINES	ZA	-				-5 384 839	-758 722	X
Ethiad Airways Engineering LLC	ZA	-				-1 142 741	-5 384 839	X
EURO CARGO AVIATION	EURO	-1 869 890		-114 750		-1 869 890	-1 869 890	X
Euroblitz 1096 t/a Ocean Basket OR	ZA	-33 989		-33 989		-7 171 337	-33 989	X
EUROCONTROL	ZA	-				-2 681	-7 171 337	X
EUROPCAR AUTOVERMIETUNG GMBH	ZA	-				-23 131	-2 681	X
Exclusiv Reinigung und Wascherei	EURO	-18 847		-18 847		-3 500	-23 131	X
Experian South Africa	ZA	-3 500		-3 500		-18 847	-18 847	X
Exporters Club of South Africa	ZA	-		-3 500		-3 500	-3 500	✓

EXXONMOBIL	ZA	-	-6 407 224	-6 407 224	X
F E M E T	ZA	-	-10	-10	X
FARE AUDIT EXPENSE TSCARR	ZA	-	-69 957	-69 957	X
FARE AUDIT EXPENSE TSCARR	ZA	-	-51 342	-51 342	X
FARE AUDIT EXPENSE TSCARR	ZA	-	-47 030	-47 030	X
FARE AUDIT EXPENSE TSCARR	ZA	-	-39 557	-39 557	X
FARE AUDIT EXPENSE TSCARR	ZA	-	-37 301	-37 301	X
FARE AUDIT EXPENSE TSCARR	ZA	-	-31 349	-31 349	X
FARE AUDIT EXPENSE TSCARR	ZA	-	-29 621	-29 621	X
FARE AUDIT EXPENSE TSCARR	ZA	-	-29 012	-29 012	X
FARE AUDIT EXPENSE TSCARR	ZA	-	-26 612	-26 612	X
FARE AUDIT EXPENSE TSCARR	ZA	-	-25 526	-25 526	X
FARE AUDIT EXPENSE TSCARR	ZA	-	-24 391	-24 391	X
FARE AUDIT EXPENSE TSCARR	ZA	-	-22 195	-22 195	X
FARE AUDIT EXPENSE TSCARR	ZA	-	-20 306	-20 306	X
FARE AUDIT EXPENSE TSCARR	ZA	-	-13 978	-13 978	X
FARE AUDIT EXPENSE TSCARR	ZA	-	-13 088	-13 088	X
FARE AUDIT EXPENSE TSCARR	ZA	-	-10 216	-10 216	X
FARE AUDIT EXPENSE TSCARR	ZA	-	-9 136	-9 136	X
FARE AUDIT EXPENSE TSCARR	ZA	-	-7 830	-7 830	X
FARE AUDIT EXPENSE TSCARR	ZA	-	-7 663	-7 663	X
FARE AUDIT EXPENSE TSCARR	ZA	-	-7 028	-7 028	X
FARE AUDIT EXPENSE TSCARR	ZA	-	-6 887	-6 887	X
FARE AUDIT EXPENSE TSCARR	ZA	-	-6 804	-6 804	X
FARE AUDIT EXPENSE TSCARR	ZA	-	-5 825	-5 825	X
FARE AUDIT EXPENSE TSCARR	ZA	-	-5 716	-5 716	X
FARE AUDIT EXPENSE TSCARR	ZA	-	-5 691	-5 691	X
FARE AUDIT EXPENSE TSCARR	ZA	-	-3 679	-3 679	X
FARE AUDIT EXPENSE TSCARR	ZA	-	-3 497	-3 497	X
FARE AUDIT EXPENSE TSCARR	ZA	-	-3 429	-3 429	X
FARE AUDIT EXPENSE TSCARR	ZA	-	-3 047	-3 047	X
FARE AUDIT EXPENSE TSCARR	ZA	-	-2 579	-2 579	X



FARE AUDIT EXPENSE TSCARR	ZA	-	-2 549	-2 549	X
FARE AUDIT EXPENSE TSCARR	ZA	-	-2 425	-2 425	X
FARE AUDIT EXPENSE TSCARR	ZA	-	-2 277	-2 277	X
FARE AUDIT EXPENSE TSCARR	ZA	-	-1 602	-1 602	X
FARE AUDIT EXPENSE TSCARR	ZA	-	-1 134	-1 134	X
FARE AUDIT EXPENSE TSCARR	ZA	-	-1 084	-1 084	X
FARE AUDIT EXPENSE TSCARR	ZA	-	-1 009	-1 009	X
FARE AUDIT EXPENSE TSCARR	ZA	-	-887	-887	X
FARE AUDIT EXPENSE TSCARR	ZA	-	-692	-692	X
FARE AUDIT EXPENSE TSCARR	ZA	-	-673	-673	X
FARE AUDIT EXPENSE TSCARR	ZA	-	-517	-517	X
FARE AUDIT EXPENSE TSCARR	ZA	-	-496	-496	X
FARE AUDIT EXPENSE TSCARR	ZA	-	-397	-397	X
FARE AUDIT EXPENSE TSCARR	ZA	-	-305	-305	X
FARE AUDIT EXPENSE TSCARR	ZA	-	-299	-299	X
FARE AUDIT EXPENSE TSCARR	ZA	-	-177	-177	X
FARE AUDIT EXPENSE TSCARR	ZA	-	-103	-103	X
FARE AUDIT EXPENSE TSCARR	ZA	-	-47	-47	X
FARE AUDIT EXPENSE TSCARR	ZA	-	-43	-43	X
FARE AUDIT EXPENSE TSCARR	ZA	-	-28	-28	X
FARE AUDIT EXPENSE TSCARR	ZA	-	-16	-16	X
FEDERAL EXPRESS CORPORATION	ZA	-	-731	-731	X
FEDEX	ZA	-	-242	-242	X
Federal Inland Revenue Service	ZA	-	-349 993	-349 993	X
FIRST GARMENT RENTAL PTY LTD	ZA	-	-68 799	-68 799	X
Flexible Packages Convertors (Pty)	ZA	-824 090	-824 090	-824 090	X
Flight Centre Travel Group (Pty) Ltd	ZA	-1 188 929	-1 188 929	-1 188 929	X
FLIGHT SAFETY INTERNATIONAL	USD	-7 427 966	-506 100	-1 875 375	X
Fluidrock Advisoty (Pty) Ltd	ZA	-150 639	-150 639	-7 427 966	X
Formax Stationery & Media Pty Ltd	ZA	-199 364	-199 364	-150 639	X
FRANCISCA BETANCOR	ZA	-	-20 557	-199 364	X
Frank Knight	ZA	-	-47 505	-20 557	X

Frankfort Sheraton Airport Hotel	EURO	-3 259	-200	-7 091 135	-3 259	X
FRANKFURT ONE TIME ACCOUNT	ZA	-		-7 091 135	-7 091 135	X
FRANZ FLOCH	ZA	-		-52 454	-52 454	X
FRAPORT	ZA	-		-7 204 846	-7 204 846	X
FRAPORT	ZA	-		-70 706	-70 706	X
Frobisher Trading 85 CC T/A Primi C	ZA	-		-6 122	-6 122	X
FUJI XEROX (HONG KONG) LIMITED	ZA	-		-1 827	-1 827	X
Fujitsu Services Core (Pty) Ltd	ZA	-4 958 054	-4 958 054	-1 652 685	-4 958 054	X
FUTURE LINK	ZA	-		-792	-792	X
FXEpress Publications	USD	-102 738	-7 000		-102 738	X
G C S _GESELLSCHAFT FIR	ZA	-		-7 754	-7 754	X
G C S _GESELLSCHAFT FIR	ZA	-		-6 906	-6 906	X
GASL Ireland Leasing 6 Limited	USD	-155 013 029	-10 561 719	-199 229 246	-199 229 246	X
GATE GOURMET HONG KONG LTD	HKD	-418 352	-223 162	-409 065	-418 352	✓
Gate Gourmet Ltda	ZA	-		-826 620	-826 620	X
GE Capital Aviation Funding	ZA	-		-2 195 654 645	-2 195 654 645	X
GENERAL TEXTILE INDUSTRIES CC	ZA	-		-69 068	-69 068	X
GEORGE AXIOTIS	ZA	-		-6 230	-6 230	X
GEORGE MORITZ	ZA	-		-41 493	-41 493	X
GEORGE SASSALOS	ZA	-		-6 304	-6 304	X
GEORGE VAFIADAKIS	ZA	-		-19 253	-19 253	X
GERMAN PENSION FUND	ZA	-		-64 473 306	-64 473 306	X
Ghana Civil Aviation Authority	USD	-672 223	-45 801		-672 223	X
GHANA REVENUE AUTHORITY	ZA	-		-554 109	-554 109	X
GHANA TELECOMMUNICATION COMPANY	ZA	-		-46 392	-46 392	X
GUJIMA HOLDINGS(PTY)LTD	ZA	-306 666	-306 666	-167 133	-306 666	X
GLEN CARLOU VINEYARDS	ZA	-917 934	-917 934	-917 934	-917 934	✓
GLENRAND M I B	ZA	-		-10 641	-10 641	X
GLOBAL CALENDARS & PUBLICATIONS	ZA	-41 499	-41 499	-41 499	-41 499	✓
Global Logistic System (HK)	USD	-5 261	-358		-5 261	X
Globe Air Cargo GmbH	EURO	-443 927	-27 243	-443 934	-443 934	✓
GOLDEN COMPANY SOUTH AFRICA	ZA	-1 642 235	-1 642 235	-1 642 235	-1 642 235	✓

Golden Touch	ZA	-			-565 533	-565 533	X
Goldjoy Travel Ltd	HKD	-56 240	-30 000			-56 240	X
Grateful Media Group Inc	USD	-58 707	-4 000			-58 707	X
GRAZIELLA GUGLIELMETTI VERGER	ZA	-			-12 124	-12 124	X
Ground Aviation Handling Ltd	ZA	-			-679	-679	X
Ground2Air	ZA	-			-812 100	-812 100	X
Groundcare Solutions UK Ltd	ZA	-			-4 344	-4 344	X
GROUP BURIAL SOCIETY	ZA	-			-1 568	-1 568	X
GROUP BURIAL SOCIETY	ZA	-			-532	-532	X
GROUP BURIAL SOCIETY	ZA	-			-336	-336	X
GROUP DEPOSIT	ZA	-			-277 555	-277 555	X
Guardforce Int Transportation	ZA	-593 757	-593 757		-593 757	-593 757	X
GUNTHER SCHLERITH	ZA	-			-35 138	-35 138	X
Gxakwes Projects CC	ZA	-			-18 780	-18 780	X
GY Aviation Lease 1501 Co Limited	ZA	-			-	-	X
H M CUSTOMS & EXCISE	ZA	-			-6 419 006	-6 419 006	X
H.ESSERS & ZONEN INTERNATIONAL TRAN	EURO	-118 912	-7 297		-118 873	-118 912	X
Hab Fire & Security (Pty) Ltd	ZA	-34 500	-34 500		-272 005	-272 005	X
HANNA CAMENZIND	ZA	-			-45 264	-45 264	X
Hannan Aitlines Holding Co	USD	-30 218	-2 059		-30 218	-30 218	X
HARPUR SA (PTY) LTD	ZA	-			-71 335	-71 335	X
Havas Worldwide JHB	ZA	-			-2 962 483	-2 962 483	X
Havas Worldwide JHB	ZA	-			-	-	X
Head Office refunds EFT run Domesti	ZA	-			-276 088	-276 088	X
Health Shield Friendly Society Ltd	ZA	-			-15 205	-15 205	X
Heathrow Airport Ltd	ZA	-			-1 068 601	-1 068 601	X
Heathrow Airport Ltd	ZA	-			-120 675	-120 675	X
HEMINGWAYS HOTEL	ZA	-			-265 375	-265 375	X
Hemmingways Hotel	ZA	-			-41 469	-41 469	X
Henry Company	HKD	-7 124	-3 800			-7 124	X
HIGO MICHELS	ZA	-			-27 457	-27 457	X
HJ Hospitals Sarts	ZA	-			-9 894	-9 894	X

HK AIRCRAFT ENGINEERING CO. LTD	ZA	-				-740 673	-740 673	X
HK AIRPORT AUTHORITY	ZA	-				-473 203	-473 203	X
Holenstein Attorneys-At-Law	ZA	-				-81 171	-81 171	X
HOLIDAY INN	ZA	-				-392 336	-392 336	X
HOLIDAY INN GARDEN COURT	ZA	-				-209 265	-209 265	X
HOLIDAY INN INTERNATIONAL	ZA	-				-14 539	-14 539	X
HOLIDAY INN JIA	ZA	-				-460 750	-460 750	X
Holland & Knight LLP	ZA	-				-25 277	-25 277	X
HONEYWELL AIR TRANSPORT DIV	ZA	-				-52 960	-52 960	X
Hong Kong Air Cargo Terminals	HKD	-1 091 830		-582 417		-1 091 830	-1 091 830	X
Hong Kong Aircraft Engineering	HKD	-1 751 810		-934 470		-1 751 810	-1 751 810	X
HONG KONG LOCAL SALARY	ZA	-				2 127	-	X
HOTEL DEVILLE GUARULHOS LTDA	ZA	-				-79 369	-79 369	X
Hotel Verde (Pty) Ltd	ZA	-25 626		-25 626		-31 795	-31 795	X
House of Monatic (Pty)Ltd	ZA	-265 857		-265 857		-264 293	-265 857	X
HUHTAMAKI SOUTH AFRICA (PTY)	ZA	-410 852		-410 852		-249 768	-410 852	X
Huamin Limited PTY LTD	ZA	-1 202 900		-1 202 900		-1 202 900	-1 202 900	✓
Hyde Park Wines and Spirit Merchant	ZA	-459 600		-459 600		-392 236	-459 600	✓
I.A. Kay	ZA	-				-4 998	-4 998	X
IAE International Aero Engines AG	USD	-163 346 250		-11 129 498		-162 919 432	-163 346 250	✓
IASS Co	JPY	-611 203		-4 526 495			-611 203	X
IATA AIR NEW ZEALAND	ZA	-				235 215	-	X
IATA SIS	ZA	-				49 884 766	-	X
IBS Software Europe LTD	USD	-3 569 122		-243 180		-1 408 106	-3 569 122	X
IBS Software Europe LTD	ZA	-		0		-662 816	-662 816	X
Icare Workers Insurance	ZA	-				-2 068	-2 068	X
ICAS Employee and Organization	ZA	-505 977		-505 977		-505 977	-505 977	✓
IGT Solutions Pvt. Ltd.	USD	-3 617 116		-246 450		-3 346 780	-3 617 116	X
ILIAS FANAKIDES	ZA	-				-7 011	-7 011	X
IMPERIAL CAR RENTAL	ZA	-				-19 650	-19 650	X
INCE PTY LTD	ZA	-				-	-	X
INCOME TAX RETAINED	ZA	-				-160 083	-160 083	X


Incespec Pty Ltd	ZA	-				-209 619	-209 619	X
INDWE RISK SERVICES	ZA	-				-14 230	-14 230	X
Inflight Dublin	ZA	-				-55 954	-55 954	X
INSS - INSTITUTO NACIONAL DO	ZA	-				-296 473	-296 473	X
Instituto Nacional De Seguranca Soc	ZA	-				-15 807	-15 807	X
Instone Air Services	BP	-141 360		-7 125		-141 360	-141 360	X
INTERGLOBE TRAVEL	ZA	-				-13 634	-13 634	X
Internal Revenue Services	ZA	-				-23 484	-23 484	X
International Airline Marketing	EURO	-24 934		-1 530		-24 934	-24 934	X
International Lease Finance Corpora	USD	-138 943 203		-9 466 811		-5 155 238	-138 943 203	X
INTERNATIONAL MEDICAL CENTRE	ZA	-				-117 318	-117 318	X
Intertrust SPV (Cayman) Limited	ZA	-				-337 779	-337 779	X
IRENE SAROUFIM	ZA	-				-6 106	-6 106	X
Iron Mountain SA IM (Pty) Ltd	ZA	-				-1 998	-1 998	X
ISABEL ALBERCA GARCIA	ZA	-				-17 948	-17 948	X
ISS - GUARULHOS	ZA	-		0		-2 409	-2 409	X
ISS - IMPOSTO SOBRE SERVICO	ZA	-				-1 580	-1 580	X
IT Services	ZA	-				-112 701	-112 701	X
IT Services	ZA	-				-100 995	-100 995	X
Iyabuya Consulting CC	ZA	-				-	-	X
J.A.M de Rijk BV	EURO	-21 160		-1 299		-21 160	-21 160	✓
Jackel Porter (Water) Co	USD	-2 642		-180		-2 642	-2 642	X
JARDINE AIRPORT SERVICES LTD	HKD	-1 528 520		-815 361		-1 528 520	-1 528 520	X
JARDINE AIRPORT SERVICES LTD	HKD	-152 973		-81 600		-152 973	-152 973	X
JEAN MARCHAND	ZA	-				-116 399	-116 399	X
JENNIFER KIRK	ZA	-				-26 842	-26 842	X
Jeppesen GmbH	EURO	-689 051		-42 285		-689 051	-689 051	X
JMB Labels CC	ZA	-12 817		-12 817		-1 892	-12 817	X
JMB Labels CC (Cargo)	ZA	-52 115		-52 115		-52 115	-52 115	X
JOAO PEREIRA	ZA	-				-14 184	-14 184	X
JOAO TEIXEIRA	ZA	-				-17 560	-17 560	X
JOAO CORTE - REAL	ZA	-				-17 463	-17 463	X

JOAQUIM DA SILVA	ZA	-				-26 037	-26 037	X
JOAQUIM DOS SANTOS	ZA	-				-12 422	-12 422	X
JOHN KARAGIANNIS	ZA	-				-9 432	-9 432	X
JOSE DUPUY VILLANUEVA	ZA	-				-40 934	-40 934	X
Juliet Mukondo Cleaning Services	ZA	-				-12 306	-12 306	X
JVR Consulting Psychologists (Pty L	ZA	-				-1 254	-1 254	X
K2 Global Ltd	ZA	-				-6 105	-6 105	X
Kantor and Immerman	ZA	-				-14 182	-14 182	X
Karcher Centre Limited	ZA	-				-2 913	-2 913	X
Katanga Parking Services (Pty) Ltd	ZA	-237 419	-237 419			-317 950	-317 950	X
Kauai King Shaka Airport	ZA	-				-4 297	-4 297	X
KEES BEYERS CHOCOLATES CC	ZA	-256 355	-256 355			-222 923	-256 355	✓
Kem Knit (Pty) Ltd	ZA	-136 850	-136 850			-136 850	-136 850	✓
KEMPTON PARK TOWN COUNCIL	ZA	-				-552 528	-552 528	X
Kenya Revenue Authority	ZA	-				-7 691	-7 691	X
Kevin Mc Intyre	ZA	-				-17 034	-17 034	X
KHANDY'S FAST FOODS	ZA	-				-2 666	-2 666	X
Khumbula Media Connexion (Pty) Ltd	ZA	-				-31 475	-31 475	X
KIMBERLY CLARK OF SOUTH AFRICA	ZA	-				-1 737 870	-1 737 870	X
KINSHASA EMPLOYEE TAX ACCOUNT	ZA	-				-82 178	-82 178	X
KINSHASA NATIONAL SOCIAL SECURITY	ZA	-				-25 747	-25 747	X
Kinetsu World Express	ZA	-				-4 470 644	-4 470 644	X
KINETSU WORLD EXPRESS SOUTH AFRICA	ZA	-				-5 543 736	-5 543 736	X
L.D.Silva	ZA	-				-661	-661	X
Lagos State Internal Revenue Board	ZA	-				-33	-33	X
Lake Victoria Hotel	USD	-265 517	-18 091			-950 476	-265 517	X
Lanserria International Airport (Pty	ZA	-	0			-3 928 278	-3 928 278	X
LAO AIR TRAFFIC MANAGEMENT	ZA	-				-645 015	-645 015	X
Legacy Lifestyle (Pty) Ltd	ZA	-				-60 738	-187 059	✓
Leitiam Stationers cc	ZA	-187 059	-187 059			-60 738	-187 059	✓
Lemang Aviations	ZA	-1 344 208	-1 344 208			-1 344 208	-1 344 208	X
LES CHAMPAGNES DE BENOIT	ZA	-				-	-	X

Letaba Aviation Leasing Ltd	ZA	-	-151 432 060	-1 803 462	-151 432 060	-	X
Lible / Serevair (attorney John Cameron)	ZA	-151 432 060	-	-1 803 462	-151 432 060	-	X
LILONGWE HANDLING COMPANY	ZA	-	-	-1 803 462	-1 803 462	-	X
Limpopo Aviation Leasing Ltd	ZA	-	-	-	-	-	X
Liquid Telecommunication South Afri	ZA	-3 797 403	-3 797 403	-2 032 035	-3 797 403	-	X
Livewire vEngineering	ZA	-39 394	-39 394	-	-39 394	-26 018	X
LKMN Media Connexion	ZA	-	-	-26 018	-26 018	-3 294 730	X
LONDON OTA - EFT	ZA	-	-	-3 294 730	-3 294 730	-69 170	X
Lorenzo Dry Cleaners	ZA	-69 170	-69 170	-	-69 170	-491 371	X
Louis B Models	ZA	-491 371	-491 371	-	-491 371	-17 529	X
LUCIEN GALLOIS	ZA	-	-	-17 529	-17 529	-	X
LUFTHANSA	ZA	-	-	165 144	-	-	X
LUFTHANSA CARGO AG	EURO	-18 018	-1 106	-19 146	-19 146	-6 066	X
LUG LUFTFRACHT-UMSCHLAG GMBH	ZA	-	-	-6 066	-6 066	-1 173	X
LUG LUFTFRACHT-UMSCHLAG GMBH	ZA	-	-	-1 173	-1 173	-444	X
LUG MUECHEN AIRCARGO HANDLING GMBH	ZA	-	-	-444	-22 337	-	X
LUIS DE ALMEIDA	ZA	-	-	-22 337	-22 337	-	X
LUSAKA ACM USD	ZA	-	-	-	-	-	X
LUSAKA ONE TIME ACCOUNT	ZA	-	-	-136 466	-136 466	-22 086	X
Luxor Logistics do Brasil Agenciame	ZA	-	-	-22 086	-22 086	-8 065	X
Luxury Hotels International OR Tamb	ZA	-	-	-8 065	-8 065	-853	X
Lyreco UK Ltd	ZA	-	-	-853	-853	-4 214	X
Madikiza Industries (Pty) Ltd	ZA	-	-	-4 214	-4 214	-1 500	X
MAGISTRATE ALBERTON	ZA	-	-	-1 500	-1 500	-1 650	X
MAGISTRATE BLOEMFONTEIN	ZA	-	-	-1 650	-1 650	-4 300	X
MAGISTRATE BOKSBURG	ZA	-	-	-4 300	-2 100	-2 100	X
MAGISTRATE BOKSBURG	ZA	-	-	-2 100	-2 100	-1 400	X
MAGISTRATE PRETORIA	ZA	-	-	-1 400	-600	-865 982	X
MAGISTRATE RUSTENBURG	ZA	-	-	-600	-865 982	-399 596	X
MAGISTRATE WELKOM	ZA	-	-	-	-	-	X
MAGMA AVIATION LIMITED	ZA	-	-	-	-	-	X
MAHLE WONKE CO OP	ZA	-399 596	-399 596	-399 596	-399 596	-	✓

MAHS	MZN	-590	-2 575	-	-590	✓
Main Street 573 (Pty) Ltd	ZA	-		-3 309	-3 309	✓
MAINZ HILTON	ZA	-		-728 270	-728 270	✓
MALAWI CATERING SERVICES	ZA	-		-147 277	-147 277	✓
MALAWI TELECOMMUNICATIONS	ZA	-		-10 114	-10 114	✓
Mail Express	MZN	-4 680	-20 417		-4 680	✓
MALUF E RODRIGUES ADVOGADOS	ZA	-		-52 319	-52 319	✓
Managed Integrity Evaluation (MIE)	ZA	-18 127	-18 127	-11 967	-18 127	✓
MANGO AIRLINES	ZA	-		-429 140	-429 140	✓
MANHAND (WP) CC	ZA	-12 434	-12 434	-13 436	-13 436	✓
Mani Inclusive Joint Venture	ZA	-803 358	-803 358	-	-803 358	✓
MARIA BLANC VITINI	ZA	-		-27 243	-27 243	✓
MARIA SILVANO	ZA	-		-12 261	-12 261	✓
MARIA BERNALDO DE QUIROS	ZA	-		-24 624	-24 624	✓
MARIA NEGRIN CURBELO	ZA	-		-33 660	-33 660	✓
MARIA PIMENTEL	ZA	-		-14 093	-14 093	✓
MARIO REBOLA	ZA	-		-15 045	-15 045	✓
Marborough Finance No.2 DAC	ZA	-		-1 324 911	-1 324 911	✓
MARY KONTOMITROS	ZA	-		-11 107	-11 107	✓
MARY DORIS EWEN	ZA	-		-16 910	-16 910	✓
Masakheni Isizwe Mining and Constru	ZA	-		-89 062	-89 062	✓
Masiphuze Trading PE (Pty) Ltd	ZA	-		-786	-786	✓
Mass Mutual Life Insurance Co	ZA	-		-313 089	-313 089	✓
Mathopo Mashimane Mui T/A DM5 Inc	ZA	-596 974	-596 974		-596 974	✓
Matten Cleaning Services	ZA	-		-2 725	-2 725	✓
Matthew Parr	ZA	-		-1 118	-1 118	✓
Mazoluando (Pty) ltd	ZA	-491 180	-491 180		-491 180	✓
MCI WORLD COM COMMUNICATIONS	ZA	-		-177 379	-177 379	✓
MEDIA 24 (PTY) LTD	ZA	-527 528	-527 528	-80 413	-527 528	✓
MEDIA 24 (PTY) LTD	ZA	-		-13 463	-13 463	✓
Media24 (Pty) Ltd	ZA	-		-4 619	-4 619	✓
Medsci Medical Equipment & Supplies	ZA	-		-40 894	-40 894	✓

MENZIES AVIATION (NAMIBIA) (PTY) LT	ZA	-82 249	-82 249	39 401	-82 249	X
MENZIES WORLD CARGO (AMSTERDAM) B.V	ZA	-		-271 515	-271 515	X
MENZIES WORLD CARGO (ROTTERDAM) B.V	ZA	-		-7 608	-7 608	X
Merchants SA (Pty) Ltd	ZA	-9 505 477	-9 505 477		-9 505 477	X
Merchants SA (Pty) Ltd (20	ZA	-8 615 536	-8 615 536		-8 615 536	X
Meridien hotel Dakar Senegal	ZA	-		7 173	-	X
Metal2017-1 Leasing XV Limited	USD	-2 268 164 052	-154 539 993	-2 317 962 167	-2 317 962 167	X
METROPOLITAN	ZA	-		-291 833	-291 833	X
METROPOLITAN	ZA	-		-102 342	-102 342	X
METROPOLITAN LIFE	ZA	-		-16 324	-16 324	X
MFI Documents Solutions	MZN	-4 212	-18 372	-242	-242	X
MICHEAL MYLONAS- KASPARIDE	ZA	-		-5 464	-5 464	X
MILES & MILES T/A CAREY WORLDWIDE	ZA	-		-141 460	-141 460	X
Mimecast	ZA	-399 911	-399 911	-399 911	-399 911	X
Windworx Consulting Pty Ltd	ZA	-414 400	-414 400		-414 400	X
MITEX INTERNATIONAL (HK) LTD	ZA	-		-2 277	-2 277	X
MMI MULTIPLY	ZA	-		-2 922	-2 922	X
MMI MULTIPLY	ZA	-		-2 329	-2 329	X
MMI MULTIPLY	ZA	-		-2 233	-2 233	X
MOMENTUM	ZA	-		-944	-944	X
Montgomery Sociedade de Advogados	ZA	-		-56 305	-56 305	X
Morena Corporate Services	ZA	-2 557 328	-2 557 328	-1 868 136	-2 557 328	X
Motalane Kgariya Inc	ZA	-469 011	-469 011		-469 011	X
MPact Versapak (Proprietary) Limi	ZA	-428 120	-428 120	-428 120	-428 120	X
MSQARD Designs CC	ZA	-155 314	-155 314	-155 314	-155 314	X
MTN	ZA	-		-23	-23	X
Mudziwa Travel Pty Ltd	ZA	-		-171 750	-171 750	X
Mugg & Bean - King Shaka Internatio	ZA	-		-4 053	-4 053	X
Multichoice Support Services (Pty)	ZA	-		-2 068	-2 068	X
MutiWorks Enterprises	ZA	-		-3 625	-3 625	X
MWT Investments (Pty) Ltd	ZA	-177 606	-177 606	-177 606	-177 606	X



MY FITNESS STATION	ZA	-			-56 810	-56 810	X
MY FITNESS STATION	ZA	-			-11 075	-11 075	X
MY FITNESS STATION	ZA	-			-8 250	-8 250	X
N A T A I D	ZA	-			-72	-72	X
N A T A I D	ZA	-			-48	-48	X
N A T A I D	ZA	-			-24	-24	X
Naeem Food Industry (Pty) Ltd	ZA	-917 244	-917 244		-916 232	-917 244	X
Nairobi One time vendor account (KE	ZA	-			-8 902	-8 902	X
NAMIBIA MEDICAL CARE	ZA	-			-55 515	-55 515	X
NAMIBIA TRANS. ALLIED WORKERS UNION	ZA	-			-2 425	-2 425	X
Namibian Ministry of Works and Tran	ZA	-			-	-	X
NATIONAL AIRPORT CORPORATION	ZA	-			-970 195	-970 195	X
NATIONAL BRANDS	ZA	-			-16 503	-16 503	X
National Brands Limited	ZA	-			-3 518	-3 518	X
National Office of Equipment (Taxat	ZA	-			-807	-807	X
NATIONAL PENSION FUND	ZA	-			-116 499	-116 499	X
National Positions SA (Pty) Ltd	ZA	-370 677	-370 677		-271 718	-370 677	X
NATIONAL SOCIAL SECURITY FUND	ZA	-			-69 187	-69 187	X
NATIONAL TRANSPORT MOVEMENT	ZA	-			-82 478	-82 478	X
NATIONAL TRANSPORT MOVEMENT	ZA	-			-36 520	-36 520	X
NATIONAL TRANSPORT MOVEMENT	ZA	-			-19 491	-19 491	X
Natixis	ZA	-			-	-	X
Navblue Limited	ZA	-			-360 344	-360 344	X
Necor Zambia Limited	ZA	-			-3 356	-3 356	X
Nelson Mandela Bay Business chamber	ZA	-10 788	-10 788			-10 788	X
NELSON MANDELA METROPOLITAN	ZA	-			14 662	-	X
NELSON MANDELA MUNICIPALITY	ZA	-			-29 323	-29 323	X
Nemchem International Limited	ZA	-			-6 696	-6 696	X
NetFlorist Corporate (Pty) Ltd	ZA	-			-96 229	-96 229	X
New Pack Supplies and Services	ZA	-1 677 007	-1 677 007		-1 628 033	-1 677 007	X
New rest Catering Limited	ZA	-			-751 465	-751 465	X
New York One Time Account	ZA	-			-6 497 986	-6 497 986	X

New York One Time Account	ZA	-				-673	-673	X
NICOLAOS KYRIAKOYIANNIS	ZA	-				-6 654	-6 654	X
NIKOLAOS MASKOULIS	ZA	-				-6 291	-6 291	X
NORTHERN TRUST	ZA	-				-27 623	-27 623	X
Northstar Travel Media	ZA	-6 000					-6 000	X
Nosa Auditing & Inspection	ZA	-98 922					-98 922	X
Nosa Pty Ltd	ZA	-119 349					-119 349	X
Novus Group (Pty) Ltd	ZA	-				-71 559	-71 559	X
NUMSA	ZA	-				-71 135	-71 135	X
NUMSA	ZA	-				-14 421	-14 421	X
NUMSA	ZA	-				-7 826	-7 826	X
NYWERHEIDSBEDIENING	ZA	-				-54	-54	X
NYWERHEIDSBEDIENING	ZA	-				-44	-44	X
NYWERHEIDSBEDIENING	ZA	-				-23	-23	X
OM G S S A	ZA	-				-24 212	-24 212	X
OM G S S A	ZA	-				-6 864	-6 864	X
OM G S S A	ZA	-				-2 330	-2 330	X
OM L A C S A	ZA	-				-693 415	-693 415	X
OM L A C S A	ZA	-				-215 096	-215 096	X
OM L A C S A	ZA	-				-22 239	-22 239	X
OCTAVIO PINTO	ZA	-				-19 374	-19 374	X
OFFICE DEPOT INTERNATIONAL BV	ZA	-				-4 630	-4 630	X
Ogilvy SA Pty Ltd	ZA	-6 069 016					-6 069 016	X
OLITEL TELECOMUNICA#ÑES LTDA	ZA	-				-11 941	-11 941	X
Omnitel Namibia	za	-14 840					-14 840	X
OMV Deutschland	EUR	-8 010 007				-8 101 940	-8 101 940	✓
OMV REFINING & MARKETING	ZA	-				-10 019 358	-10 019 358	X
On Board Media	USD	-16 777					-16 777	X
ONE TIME ACCOUNT LUSAKA	ZA	-				-34 045	-34 045	X
ONE TIME VENDOR	ZA	-				-2 067 613	-2 067 613	X
ONE TIME VENDORS	ZA	-				-1 168	-1 168	X
ORBITAL SERV. AUX. DE TRANSP. AEREO	ZA	-				-27 499	-27 499	X

Oriental Leasing 7 Company (3 claims)	USD	-1 979 589 079	-134 878 111	-5 977 371 714	-5 977 371 714	X
Overtex Private Cellar (Pty) Ltd	ZA	-617 092	-617 092	-617 092	-617 092	✓
OVH ENERGY MARKETING LIMITED	USD	-2 162 490	-147 340	-2 183 898	-2 183 898	X
P&P FLOSS PICK MANUFACTURERS CC	ZA	-119 930	-119 930	-119 930	-119 930	✓
PARACM	ZA	-	-	58 876	-	X
Parplace Boutique Hotels CC	ZA	-	-	-19 800	-19 800	X
PATRICIA D FREEBORN	ZA	-	-	-18 244	-18 244	X
PAX - REEMBOLSO DE DESPESAS	ZA	-	-	-234 667	-234 667	X
Paxia Inc	USD	-689 655	-46 989	-	-689 655	X
PAY AS YOU EARN	ZA	-	-	-531 706	-531 706	X
PAYROLL EFT PAYMENTS	ZA	-	-	-7 684	-7 684	X
PayU Payment Solutions (Pty) Ltd	ZA	-90 605	-90 605	-45 552	-90 605	X
PCCW	ZA	-	-	-2 625	-2 625	X
Peermont Global Ltd	ZA	-1 020 720	-1 020 720	-30 600	-1 020 720	X
Pembroke Aircraft Leasing 4 Limited	ZA	-	-	-772 570 088	-772 570 088	X
PERISHABLE CENTER	ZA	-	-	-102 564	-102 564	X
Perth Inflight Catering Services P/	ZA	-	-	-117 457	-117 457	X
Perum LPPNPI Airnav Indonesia	ZA	-	-	-42 412	-42 412	X
Petrochina International (Ceded to DBS Bank)	USD	-814 693	-55 509	-822 758	-822 758	✓
PETROS KAVALLIEROS	ZA	-	-	-10 977	-10 977	X
Pioneer Foods Groceries (Pty) Ltd	ZA	-603 831	-603 831	-592 077	-603 831	X
PIS, COFINS & CSL	ZA	-	-	-105 953	-105 953	X
Pojuca S/A	ZA	-	-	-338 343	-338 343	X
Poswa Incorporated	ZA	-1 687	-1 687	8 246	-1 687	X
Powerhouse Clearances	AUD	-13 229	-1 319	-	-13 229	X
Premier Hotel OR Tambo	ZA	-655 961	-655 961	-8 065	-655 961	X
Presentation and Business Equipment	ZA	-	-	-2 749	-2 749	X
PRESS SUPPORT	ZA	-	-	-76 303	-76 303	X
Prestige Hygiene Control Limited	ZA	-	-	-492	-492	X
PRICEWATERHOUSE COOPERS INCORPORATE	ZA	-3 171 593	-3 171 593	-	-3 171 593	X
PRIMI WORLD (PTY) LTD	ZA	-	-	-400	-400	X
Proair Servicios Auxiliares	ZA	-	-	-588 019	-588 019	X

Professional Aviation Services (Pty	ZA	-	-	-48 588	-48 588	X
PROTEA HOTEL TRANSIT	ZA	-880 817	-880 817	-355 645	-880 817	X
Protea Hotel Umhlanga Ridge	ZA	-14 868	-14 868	-14 868	-14 868	✓
PROVISION ACCOUNT	ZA	-	-	175 083	-	X
PUMA ENERGY (AVIATION) S.A.	ZA	-	-	-27 448 249	-27 448 249	X
PUMA ENERGY (AVIATION) S.A.	ZA	-	-	-125 796	-125 796	X
PUMA ENERGY (AVIATION) S.A.	ZA	-	-	-56 817	-56 817	X
PUMA ENERGY (PTY) LIMITED	ZA	-	-	-2 233 873	-2 233 873	X
Puma Energy Malawi Limited	ZA	-	-	-6 009	-6 009	X
PUMA ENERGY MALAWI LTD	ZA	-	-	-473 057	-473 057	X
PUMA ENERGY MALAWI LTD	ZA	-	-	-44 983	-44 983	X
PUMA ENERGY SOUTH AFRICA	ZA	-	-	-20 278 699	-20 278 699	X
PUMA ENERGY SOUTH AFRICA	ZA	-	-	-765 355	-765 355	X
PUMA ENERGY ZAMBIA PLC	ZA	-	-	-167 915	-167 915	X
PUMA ENERGY ZAMBIA PLC	ZA	-	-	-27 635	-27 635	X
PUMAGOL INDUSTRIAL LDS	ZA	-	-	-2 068 853	-2 068 853	X
PURCHASING CONSORTIUM SOUTHERN AFRI	ZA	-1 502 640	-1 502 640	-1 502 640	-1 502 640	✓
QANTAS AIRWAYS LTD	AUD	-4 277 769	-426 557	-67 003	-4 277 769	X
QO TAX ADUANA	ZA	-	-	-	-	X
Questtex LLC	USD	-87 327	-5 950	-	-87 327	X
R LANCH	ZA	-	-	-13 468	-13 468	X
R.P.Puri & Company	ZA	-	-	-6 031	-6 031	X
RCJ EXPRESS (PTY)LTD	ZA	-274 612	-274 612	-191 117	-274 612	X
Recebedoria de Fazenda	ZA	-	-	-33 937	-33 937	X
RECEIVER OF REVENUE	ZA	-	-	-96 089	-96 089	X
Regal Airporet Hotel	HKD	-33 519	-17 880	-	-33 519	X
REIS OFFICE PRODUCTS SERVICOS LTDA	ZA	-	-	-5 832	-5 832	X
Reliance Aerospace Solutions	EURO	-1 942 361	-119 197	-1 787 519	-1 942 361	X
Renaissance Washington DC Downtown	ZA	-	-	-2 938 777	-1 787 519	X
Rendezvous Observation City Hotel	ZA	-	-	-193 784	-2 938 777	X
Ren-form CC	ZA	-	-	-193 784	-193 784	X
RENT A CAR DIVISION OF BARLOWORLD	ZA	-303 684	-303 684	-129 089	-303 684	X

RENT A CAR DIVISION OF BARLOWORLD	ZA	-	-	-29 321	-29 321	X
Recpal Services CC	ZA	-436 585	-436 585		-436 585	X
RESHEBILE AVIATION & PROTECTION	ZA	-5 893 392	-5 893 392	-2 421 091	-5 893 392	X
RESHEBILE AVIATION & PROTECTION	ZA	-	-	-	-	X
Reshub (Pty) Ltd	ZA	-	-	-66 189	-66 189	X
Reshub (Pty) Ltd	ZA	-	-	-5 585	-5 585	X
RETENCIONES GCAS	ZA	-	-	-5 331	-5 331	X
REVENUE DEPARTMENT	ZA	-	-	-47 746	-47 746	X
REVENUE DEPARTMENT	ZA	-	-	-3	-3	X
Revenue Payments UK Payroll	ZA	-	-	-1 791 759	-1 791 759	X
Riebeek kelder (Pty) Ltd	ZA	-	-	-122 582	-122 582	X
RITA LANCH	ZA	-	-	-12 111	-12 111	X
Road Lodge Port Elizabeth Airport	ZA	-8 280	-8 280	-8 280	-8 280	✓
ROBERT OAKMAN	ZA	-	-	-44 583	-44 583	X
Robert Watson	ZA	-1 700 000 000	-1 700 000 000		-1 700 000 000	X
Roberts Flight Information Region	ZA	-	-	-2 596 815	-2 596 815	X
Rocket Software	USD	-237 985	-16 215	-	-237 985	✓
Rolls Royce Leasing Limited	USD	-170 915 544	-11 645 228	-171 525 471	-171 525 471	X
Rona Co Ltd	USD	-222 149	-15 136		-222 149	X
ROSSATEX CC	ZA	-727 628	-727 628	-727 628	-727 628	✓
Rothe Plantscapers (Pty) Ltd	ZA	-	-	-157 351	-157 351	X
RYALLS PROTEA HOTEL	ZA	-	-	35 200	-	X
S A CABIN CREW ASSOCIATION	ZA	-	-	-168 679	-168 679	X
S A CABIN CREW ASSOCIATION	ZA	-	-	-293	-293	X
SANLAM LIFE ASSURANCE LIMITED	ZA	-	-	-170 247	-170 247	X
SANLAM LIFE ASSURANCE LIMITED	ZA	-	-	-93 646	-93 646	X
SANLAM LIFE ASSURANCE LIMITED	ZA	-	-	-15 036	-15 036	X
SATAWU SALARIES ACCOUNT	ZA	-	-	-440	-440	X
S.J. Supplies	ZA	-	-	-9 198	-9 198	X
SA AIRLINK AIRWAYS	ZA	-5 258 464	-5 258 464	-277 929 957	-277 929 957	X
SA CIVIL AVIATION AUTHORITY	ZA	-5 700 373	-5 700 373	-	-5 700 373	X
SA EXPRESS	ZA	-	-	-53 442 161	-53 442 161	X

SA Rail Commuter Corp Ltd t/a Metro	ZA	-				-1 963	-1 963	X
SA Rail Commuter Corp t/a Metrorail	ZA	-				-21 078	-21 078	X
SAA TECHNICAL	ZA	-				2 084 969	-	X
SAA/ GROUP DEPOSIT	ZA	-				-7 772 636	-7 772 636	X
SAAPA AGENCY FEE	ZA	-				-2 514	-2 514	X
Saffog Consulting Services (Pty) Lt	ZA	-1 303 802	-1 303 802			-748 143	-1 303 802	X
Safiran Aerosystems Services Middle East	USD	-4 207 919	-286 704				-4 207 919	X
Sagawa Express	ZA	-				-566	-566	X
SANLAM	ZA	-				-69 597	-69 597	X
SAO PAULO ONE TIME ACCOUNT	ZA	-				-169 373	-169 373	X
SAP AFRICA REGION PTY LTD	ZA	-				-	-	X
SASOL OIL PTY LIMITED	ZA	-59 756 314	-59 756 314			-39 357 444	-59 756 314	X
SASOL OIL PTY LIMITED	ZA	-	0			-1 900 226	-1 900 226	X
SASOL OIL PTY LIMITED	ZA	-363 071	-363 071			-418 435	-418 435	X
SAUDIA CARGO	ZA	-				-2 859 834	-2 859 834	X
SECURICOR SECURITY SERVICES	ZA	-				-7 064	-7 064	X
Securitas Specialised Services (Pty	ZA	-222 281	-222 281			-180 664	-222 281	✓
Security Label GmbH	EURO	-127 299	-7 812			-127 257	-127 299	✓
Semango Enterprises (Pty) Ltd	ZA	-28 212	-28 212			-28 212	-28 212	✓
Serendipity Tours	ZA	-458 677	-458 677				-458 677	X
Serendipity Travel	ZA	-49 493	-49 493				-49 493	X
Servest (Pty) Ltd	ZA	-				-130 849	-130 849	X
Servest Integrated Solutions	ZA	-634 114	-634 114			-261 698	-634 114	✓
SERVOPAK SUPPLIES PRETORIA CC	ZA	-444 507	-444 507			-444 507	-444 507	✓
SFU Engineering Cargo	ZA	-783 312	-783 312			-614 035	-783 312	X
SFU Engineering Commercial	ZA	-619 560	-619 560			-565 557	-619 560	X
Shanghai Haoliwen Airline Appliabce Co	USD	-1 572 422	-107 136				-1 572 422	X
Shanghai TMAG Culture & Communications	CNY	-61 366	-29 456				-61 366	X
Shell S. A Marketing (Pty) Ltd	ZA	-				-14 860 514	-14 860 514	X
Shell South Africa (Pty) Ltd	ZA	-				-574 666	-574 666	X
SHELL SOUTH AFRICA (PTY) LTD.	ZA	-				-16 674 080	-16 674 080	X
SHELL SOUTH AFRICA (PTY) LTD.	ZA	-				-609 915	-609 915	X

SHERATON FRANKFURT	ZA	-	-	-	-3 258	-3 258	X
Sheraton Licence Op Company d/b/a Sheraton	USD	-278 112	-18 949			-278 112	X
SHERATON NEW YORK TIMES SQUARE	USD	-370 660	-25 255		-	-370 660	X
Shoreditch Cleaning Services	KES	-3 899	-27 000		-629	-3 899	✓
SHS	ZA	-			-37 590	-37 590	X
SINGAPORE AIR LINES	ZA	-			5 506	-	X
Sintac	ZA	-			-1 059	-1 059	X
SITA	ZA	-			2 886 917	-	X
SITA Champ Cargo Systems	EURO	-72 148	-4 428			-72 148	X
SITA INC PS	USD	-30 408	-2 072			-30 408	X
SITA Inc BV	USD	-1 443 538	-98 355			-1 443 538	X
SITA Information Networking	ZA	-36 217 473	-36 217 473		-22 918 432	-36 217 473	X
Siyathembana Trading 45	ZA	-17 974	-17 974		-12 029	-17 974	X
Skysupply Africa (Pty) Ltd	ZA	-3 497 693	-3 497 693		-3 497 693	-3 497 693	✓
SMARTONE MOBILE COMMUNICATION LTD	ZA	-			-7 121	-7 121	X
SMS CELLULAR SERVICES PTY LTD	ZA	-109 166	-109 166		-109 166	-109 166	✓
SNYMAN & MIGLIORE INTL(PTY)LTD	ZA	-			-47 263	-47 263	X
Soaring Eagle Spur	ZA	-55 201	-55 201		-55 201	-55 201	✓
SOCIAL SECURITY AND NATIONAL	ZA	-			-42 493	-42 493	X
SOFTCOMEX INFORMATICA LTDA	ZA	-			-9 917	-9 917	X
SOPHIA VAN MARKEN VAN VEE	ZA	-			-24 523	-24 523	X
South African Association for the	ZA	-			-	-	X
South African Boilers CC	ZA	-			-57 500	-57 500	X
SOUTH AFRICAN FOOTBALL ASSOCIATION	ZA	-			-805 027	-805 027	X
SOUTH AFRICAN REVENUE SERVICES	ZA	-			-81 981 990	-81 981 990	X
SOUTH AFRICAN REVENUE SERVICES	ZA	-			-8 640 398	-8 640 398	X
SOUTH AFRICAN REVENUE SERVICES	ZA	-			-5 929 540	-5 929 540	X
SOUTH AFRICAN REVENUE SERVICES	ZA	-			-2 734 530	-2 734 530	X
SOUTH AFRICAN REVENUE SERVICES	ZA	-			-1 075 216	-1 075 216	X
SOUTH AFRICAN REVENUE SERVICES	ZA	-			-301 838	-301 838	X
SOUTH AFRICAN REVENUE SERVICES	ZA	-			-270 152	-270 152	X
SOUTH AFRICAN REVENUE SERVICES	ZA	-			-169 554	-169 554	X

SULIWARE (PTY) LTD	ZA	-			-29 455	-29 455	X
SULIWARE (PTY) LTD	ZA	-			-11 216	-11 216	X
SUN AVIATION CO., LTD.	ZA	-			-649	-649	X
SUNDRY CREDITORS	ZA	-			-6 098	-6 098	X
SUNDRY CREDITORS	ZA	-			-4 332	-4 332	X
SUNDRY CREDITORS - USD	ZA	-			-11 628	-11 628	X
SUNDRY CREDITORS ACCOUNT	ZA	-			-92 135	-92 135	X
SUNDRY CREDITORS FRANKFURT	ZA	-			-197 393	-197 393	X
Sundry Creditors-PAX	ZA	-			-410 522	-410 522	X
Suretech Solutions RSA Pty Ltd	ZA	-596 367	-596 367			-596 367	X
Surtech Solutions RSA	ZA	-38 870	-38 870			-38 870	X
SWAN INSURANCE COMPANY LTD	ZA	-			27 134	-	X
SWISS AIR TRANSPORT CO. LTD.	ZA	-			793	-	X
Swiss Aviation Software	CHF	-246 453	-16 580		-	-246 453	✓
SWISSPORT	ZA	-			-90 448	-90 448	X
SWISSPORT	ZA	-			-77 538	-77 538	X
SWISSPORT	ZA	-			-24 617	-24 617	X
SWISSPORT Kenya	USD	-230 613	-15 713			-230 613	X
SWISSPORT SA (PTY)LTD	ZA	-31 152 390	-31 152 390		-28 384 579	-31 152 390	X
SWISSPORT SOUTH AFRICA (PTY)LTD	ZA	-			-44 781	-44 781	X
Swissport Tanzania	ZA	-			-988 830	-988 830	X
SWISSPORT USA INC	ZA	-			-1 597 585	-1 597 585	X
SYDNEY ONE TIME ACCOUNT	ZA	-			-11 217	-11 217	X
Synergy Business Events (Pty) Ltd	ZA	-			-84 803	-84 803	X
Systems and Software Enterprises, L	ZA	-			-483 301	-483 301	X
T.Robertson	ZA	-			-852	-852	X
Taj Pamodzi Hotel	ZMW	-40 951	-41 633			-40 951	X
TAP PORTUGAL	ZA	-			119 390	-	X
Tata Consultancy Services (South Af	ZA	-28 970 368	-28 970 368		-28 970 368	-28 970 368	✓
TG Skyward Aviation Ireland Limited	USD	-881 955 442	-60 091 503		-1 802 890 548	-1 802 890 548	X
TDS PAYABLE	ZA	-			-6 258	-6 258	X
Techni AD (Pty) Ltd	ZA	-461 150	-461 150		-461 150	-461 150	✓

Telkom SA SOC Ltd	ZA	-459 444	-459 444	-454 852	-459 444	X
TERESA PORTELA	ZA	-	-	-8 538	-8 538	X
Thales Avionics	USD	-155 944	-10 625	-153 896	-155 944	✓
The Guardian Life Insurance Co	ZA	-	-	-13 601	-13 601	X
The Lazizi Premiere Ltd	USD	-21 736	-1 481	-	-21 736	X
The Media and Writers Firm	ZA	-323 150	-323 150	-	-323 150	X
The Media Shop (Pty) Ltd	ZA	-7 796 370	-7 796 370	-1 456 036	-7 796 370	X
THE NATION	ZA	-	-	-16 136	-16 136	X
The Paymaster General - Citibank Na	ZA	-	-	-216 980	-216 980	X
THE REALLY GREAT BRAND COMPANY	ZA	-210 933	-210 933	-210 933	-210 933	✓
THE SOUTH AFRICAN BREWERIES PTY LTD	ZA	-	-	-366 453	-366 453	X
The Standard Bank of South	ZA	-	-	-114 141	-114 141	X
The Washington Post	ZA	-	-	-878	-878	X
Thompsons Holiday	ZA	-1 885	-1 885	-	-1 885	X
Thomson Analytics (Pty) Ltd	ZA	-	-	-15 056	-15 056	X
Thuthukani Paper (Pty) Ltd	ZA	-	-	-	-	X
TMN FOODS CC t/a NANDOS	ZA	-59 619	-59 619	-28 244	-59 619	X
Tommy Vorster - Piet Snyman CC	ZA	-14 208	-14 208	-14 208	-14 208	X
Total South Africa (Pty) Ltd	ZA	-	-	-486 393	-486 393	X
TOTAL SOUTH AFRICA (PTY) LTD.	ZA	-7 737 128	-7 737 128	-6 952 671	-7 737 128	X
TOTAL SOUTH AFRICA (PTY) LTD.	ZA	-	-	-164 364	-164 364	X
TOURVEST INFLIGHT RETAIL SERVICES	ZA	-	-	-9 704	-9 704	X
Tourvest Inflight Retail Services	ZA	-	-	-	-	X
Tourvest Restaurants King Shaka	ZA	-23 408	-23 408	-8 218	-23 408	X
Tourvest Restaurants (CT)	ZA	-80	-80	-80	-80	✓
Tourvest Travel Services	ZA	-2 825 995	-2 825 995	-	-2 825 995	X
TRANSIT ACCOUNT	ZA	-	-	-1 026 310	-1 026 310	X
Transpaco Cores and Tubes (Pty) Ltd	ZA	-55 902	-55 902	-55 902	-55 902	✓
Travel Counsellors (Pty) Ltd	ZA	-10 716	-10 716	-	-10 716	X
Travel Insurance Consultants	ZA	-1 164 930	-1 164 930	-	-1 164 930	X
Travel with Flair	ZA	-874 674	-874 674	-	-874 674	X
Travelstart Online Travel Operations	ZA	-926 556	-926 556	-	-926 556	X

TRELLEBORG WHEEL SYSTEMS	ZA	-	-475 862	-475 862	-	-	X
Tropical Paradise 514 (Pty) Ltd t/a	ZA	-475 862	-475 862	-475 862	-475 862	-475 862	✓
T-SYSTEMS BUSINESS SERVICES GMBH	ZA	-	-	-	-4 852	-4 852	X
UGANDA REVENUE AUTHORITY	ZA	-	-	-	-147 902	-147 902	X
UL TRA ELECTRONICS AIRPORT SYSTEMS	ZA	-	-	-	-9 662	-9 662	X
Umodzi Park & Resort	ZA	-	-	-	-28 057	-28 057	X
Union Dues Local Union SAA	ZA	-	-	-	-13 646	-13 646	X
United Airlines	ZA	-	-	-	3 956 497	-	X
Universal Beverages Cc	ZA	-97 373	-97 373	-97 373	-97 373	-97 373	✓
Universal Fire Fighting Equipment L	ZA	-	-	-	-4 412	-4 412	X
USA PAYROLL ACCOUNT	ZA	-	-	-	293 498	-	X
Vacances (Pty) Ltd t/a Club Med	ZA	-	-	-	-60 595	-60 595	X
VARIG BRAZILIAN AIRLINES	ZA	-	-	-	151 423	-	X
Veravect Pty Ltd	ZA	-804 292	-804 292	-804 292	-804 292	-804 292	X
Vição Atual Ltda	ZA	-	-	-	-2 633	-2 633	X
Virgin Airlines	ZA	-	-	-	103 980	-	X
VIVO - TELESCELULAR S.A.	ZA	-	-	-	-2 028	-2 028	X
Vivo Energy Ghana Ltd	USD	-84 796	-5 778	-13 524	-84 796	-84 796	X
Vivo Energy mauritius Limited &	USD	-2 878 626	-196 133	-5 560 901	-5 560 901	-5 560 901	X
Vivo Energy mauritius Limited &	ZA	-	-	-110 391	-110 391	-110 391	X
Vivo Energy Uganda Limited	USD	-992 533	-67 626	-750 647	-992 533	-992 533	X
VIZZINI MOTORS PTY LTD	ZA	-	-	-11 440	-11 440	-11 440	X
VIZZINI MOTORS PTY LTD	ZA	-	-	-3 779	-3 779	-3 779	X
VLMV & R	ZA	-1 449 867	-1 449 867	-1 449 867	-1 449 867	-1 449 867	X
VML South Africa (Pty) Ltd	ZA	-	-	-724 934	-724 934	-724 934	X
Vodacom (Pty) Ltd - 3G DATA	ZA	-11 497 080	-11 497 080	-826 412	-11 497 080	-11 497 080	X
Vodacom (Pty) Ltd - Bulk SMS	ZA	-	-	-8 535	-8 535	-8 535	X
Vodacom (Pty) Ltd - Cellphone Accou	ZA	-	-	-512 193	-512 193	-512 193	X
Vodacom Service Provider Company(Pt	ZA	-	-	-530 548	-530 548	-530 548	X
VODAFONE-CENTRAL LTD	ZA	-	-	-1 316	-1 316	-1 316	X
VSL General Trading CC	ZA	-	-	-8 453	-8 453	-8 453	X
Vusubheki Management Services CC	ZA	-194 349	-194 349	-194 349	-194 349	-194 349	✓

Walshes World	ZA	-			-1 498 980	-1 498 980	X
WALSHE'S WORLD ACM ACCT	ZA	-			2 108	-	X
Warsay Investments (Pty) Ltd t/a K	ZA	-42 925	-42 925		-42 925	-42 925	✓
WATSON'S WATER	ZA	-			-5 262	-5 262	X
Web-Translations Ltd	ZA	-		0	-11 231	-11 231	X
WEST AIR CARGO LTDA	ZA	-			-763	-763	X
Wharf T&T Limited	ZA	-			-1 299	-1 299	X
Wilmington Trust SP Services (Dublin) (Castletlake)	USD	-416 993 220	-28 411 582	-528 724 920	-19 274	-528 724 920	X
Wimpy King Shaka International Airp	ZA	-			-19 274	-19 274	X
Windhoek Country Club	ZA	-51 408	-51 408		-51 409	-51 409	✓
Wine Of The Month Club	ZA	-			-	-	X
Wings Travel Management (Pty) Ltd	ZA	-			-63 616	-63 616	X
Wirecard Solutions South Africa Pty Ltd	USD	-563 333	-38 382		-233 057	-563 333	X
WORLD FUEL SERVICES DMCC	ZA	-	0	-655 026	-655 026	-655 026	X
WORLD FUEL SERVICES, LTD.	USD	-12 469 992	-849 635	-12 067 182	-12 469 992	-12 469 992	X
WORLDWIDE FLIGHT SERVICES Fueling	USD	-26 418	-1 800		-26 418	-26 418	X
XHAMLABUHL	ZA	-			-23 600	-23 600	X
Xhamla-Buhle Trading CC	ZA	-32 800	-32 800		-3 000	-32 800	X
XL Travel (Pty) Ltd	ZA	-1 779 840	-1 779 840		-17 250	-1 779 840	X
Yana Show Ltd	JPY	-4 506	-33 374		-4 292	-4 506	✓
ZAMBIA CONGRESS OF TRADE UNION	ZA	-			-3 085	-3 085	X
ZAMBIAN NATIONAL	ZA	-			-127 068	-127 068	X
Zenzeleni Clothing (Pty) Ltd	ZA	-			-1 255	-1 255	X
Zero Octa	ZA	-			-1 860	-1 860	X
Zimbani Aviation Leasing Ltd	ZA	-				-	X
Zimele Technologies	ZA	-1 601 038	-1 601 038		-1 601 038	-1 601 038	✓
Zodiac Aerospace Services Middle Ea	ZA	-			-148 222	-148 222	X
ZS-SXA / B / C Limited	USD	-3 590 695	-244 650	-700 690 327	-700 690 327	-700 690 327	X
Zwere International Limited	ZA	-			-46 942	-46 942	X
		-10 591 984 168	-3 551 325 102	-35 288 007 053	-38 381 578 961		

Annexure C:**Enhanced - Post COVID-19**

	(a)	(b)	(c)
Passenger Revenue	FY21	FY22	FY23
Ancillary Revenue	1 221 868 697	6 659 961 988	12 083 939 571
Fuel Surcharge	7 522 969	139 133 472	445 955 943
Cargo Revenue	203 827 622	1 380 720 648	2 168 983 217
Other Revenue	645 417 129	654 394 649	654 394 649
Total Revenue	134 405 557	732 595 819	1 329 233 353
	FY24	FY25	
	2 213 041 974	16 682 506 731	19 146 614 870
Fuel Cost	(169 856 352)	(1 391 599 202)	(2 593 127 951)
Labour Cost	(1 475 074 645)	(1 927 721 065)	(2 587 301 275)
Maintenance Cost	(755 453 575)	(2 421 125 894)	(3 890 182 547)
Other Operating Costs	(1 933 050 014)	(4 726 808 091)	(6 806 394 466)
Total Operating Costs	(4 333 434 586)	(10 467 254 252)	(15 877 006 239)
			(16 530 127 423)
			(17 414 143 808)
EBITDAR	(2 120 392 612)	(900 447 677)	805 500 492
Leasing Costs	(754 575 011)	(989 739 152)	(1 446 806 734)
EBITDA	(2 874 967 623)	(1 890 186 829)	(641 306 242)
			1 049 113 485
			951 970 527
Depreciation	(108 598 933)	(172 728 391)	(211 005 322)
Financing Costs	(215 906 975)	(189 018 683)	(64 130 624)
Total Other Costs	(324 505 908)	(361 747 074)	(275 135 946)
			(212 484 322)
			(213 963 322)
EBT	(3 199 473 531)	(2 251 933 902)	(916 442 188)
			836 629 163
			738 007 204
Number of Passengers	270 543	1 435 962	2 278 758
Number of Flights	6 204	20 446	24 261
Number of Aircraft	13	26	26
Number of Flights per Aircraft	477	852	1 011
Load Factor	32%	42%	51%
Headcount	1 212	2 437	2 842
			2 892
			2 892

Assumptions

- (a) The financial year for SAA is 31 March of every year. Therefore, FY21 is the year ending 31 March 2021, FY22 is the year ending 31 March 22, etc.
- (b) SAA only operated one route in the domestic market to Cape Town before then COVID-19 related travel bans, therefore it has mostly been reliant on the international and regional markets for revenue. The international and regional routes were only operational for a three weeks period in this financial year from 1 March 2020 to 20 March 2020, due to the South African international travel ban for passengers coming back from the then high-risk areas, that was put in place from 19 March 2020. It is uncertain as to when this travel ban will be lifted, considering that South Africa is still yet to experience the peak of the pandemic. It is also uncertain as to when will the boarders be opened for commercial flying to the international and regional routes where SAA flies to. Or what that demand will look like when the when that happens. Therefore, we have assumed the worst-case situation of very minimal international and regional travel in FY21.
- In line with IATA predictions, the FY22 revenue levels are expected to be 60% of the FY19 levels of demand. IATA expects that it will take up to three years from FY22 to get to the FY19 demand, which means that, the FY19 revenue levels will only be achieve in FY25.
- (c) Other revenue related to revenue generated from the Voyager loyalty programme and revenue generated from the Lounges that are operated in various airports.




Projected Cash Flow Forecast

	FY21	FY22	FY23	FY24	FY25
Passenger Revenue	1 221 868 697	6 659 961 988	12 083 939 571	14 131 698 506	14 728 833 853
Ancillary Revenue	7 522 969	139 133 472	445 955 943	675 909 815	920 530 235
Fuel Surcharge	203 827 622	1 380 720 648	2 168 983 217	2 130 125 064	2 130 125 064
Cargo Revenue	645 417 129	654 394 649	654 394 649	654 394 649	654 394 649
Other Revenue	134 405 557	732 595 819	1 329 233 353	1 554 486 836	1 620 171 724
Total Revenue	2 213 041 974	9 566 806 576	16 682 506 731	19 146 614 870	20 054 055 524
Fuel Cost	(169 856 352)	(1 391 599 202)	(2 593 127 951)	(2 497 684 576)	(2 497 684 576)
Labour Cost	(1 475 074 645)	(1 927 721 065)	(2 587 301 275)	(2 802 627 993)	(2 935 784 423)
Maintenance Cost	(755 453 575)	(2 421 125 894)	(3 890 182 547)	(3 754 346 259)	(4 211 596 527)
Other Operating Costs	(1 933 050 014)	(4 726 808 091)	(6 806 394 466)	(7 475 468 594)	(7 769 078 282)
Total Operating Costs	(4 333 434 586)	(10 467 254 252)	(15 877 006 239)	(16 530 127 423)	(17 414 143 808)
EBITDAR	(2 120 392 612)	(900 447 677)	805 500 492	2 616 487 447	2 639 911 716
Leasing Costs	(754 575 011)	(989 739 152)	(1 446 806 734)	(1 567 373 962)	(1 687 941 190)
EBIT	(2 874 967 623)	(1 890 186 829)	(641 306 242)	1 049 113 485	951 970 527
Financing Costs	(215 906 975)	(189 018 683)	(64 130 624)	(0)	(0)
Total Other Costs	(215 906 975)	(189 018 683)	(64 130 624)	(0)	(0)
EBT	(3 090 874 598)	(2 079 205 512)	(705 436 866)	1 049 113 485	951 970 527
Retrenchment Costs	(Par27.3.2) (2 200 000 000)	-	-	-	-
Concurrent Creditors Dividend	(Par24.6) (766 666 667)	(766 666 667)	(766 666 667)	-	-
Unfown Ticket Liability	(Par27.3.4) (384 000 000)	(1 600 000 000)	(960 000 000)	(256 000 000)	-
Post Commencement Creditors	(Par27.3.1) (800 000 000)	-	-	-	-
Once-off Costs	(4 150 666 667)	(2 366 666 667)	(1 726 666 667)	(256 000 000)	-
Purchase of Property, Plant and Equipment	(202 000 000)	(139 000 000)	(105 000 000)	(80 000 000)	(40 000 000)
Cumulative Cash Position	(7 443 541 265)	(11 889 413 443)	(14 321 516 976)	(13 528 403 490)	(12 576 432 964)

Annexure D: Projected Balance Sheet

	FY21	FY22	FY23	FY24	FY25
Property and Equipment	1 528 379 521	1 292 651 131	1 047 645 809	810 161 487	556 198 164
Intangible Assets	28 018 536	28 018 536	28 018 536	28 018 536	28 018 536
Investment in Subsidiaries	2 114 961 892	2 114 961 892	2 114 961 892	2 114 961 892	2 114 961 892
Other Investments	34 500 000	34 500 000	34 500 000	34 500 000	34 500 000
Non-Current Aircraft and Other Deposits	1 504 794 443	1 280 129 137	1 804 794 443	1 804 794 443	1 804 794 443
Total Non-Current Assets	5 210 654 392	4 750 260 696	5 029 920 680	4 792 436 358	4 538 473 035
Assets Held For Sale	279 901 019	-	-	-	-
Investment in Subsidiaries (Current Portion)	1 232 963 445	1 232 963 445	1 232 963 445	1 232 963 445	1 232 963 445
Inventory	48 097 581	68 097 581	88 097 581	88 097 581	88 097 581
Aircraft and Other Deposits	1 444 263 544	1 544 263 544	1 744 263 544	1 744 263 544	1 744 263 544
Accounts Receivable	2 637 097 021	1 634 098 028	2 637 097 021	2 812 450 260	2 637 097 021
Bank Balances and Cash	976 957 849	539 957 849	1 773 957 849	1 798 957 849	2 878 604 995
Total Current Assets	6 619 280 459	5 019 380 447	7 476 379 440	7 676 732 679	8 581 026 586
Total Assets	11 829 934 851	9 769 641 143	12 506 300 120	12 469 169 037	13 119 499 621
Voyager IFRIC13	(431 501 561)	(431 501 561)	(431 501 561)	(431 501 561)	(431 501 561)
Total Non-Current Liabilities	(431 501 561)	(431 501 561)	(431 501 561)	(431 501 561)	(431 501 561)
Accounts Payable and Provisions	(3 199 473 531)	(2 079 205 512)	(705 436 866)	(87 676 620)	-
Unflown Ticket Liability	(1 600 000 000)	(960 000 000)	(256 000 000)	-	-
Total Current Liabilities	(4 799 473 531)	(3 039 205 512)	(961 436 866)	(87 676 620)	-
Total Liabilities	(5 230 975 092)	(3 470 707 073)	(1 392 938 427)	(519 178 181)	(431 501 561)
Net Assets	6 598 959 760	6 298 934 070	11 113 361 693	11 949 990 856	12 687 998 060



Capital and Reserves
Share Capital
Hedge Accounting
Restructuring Funds
Non-distributable Reserves
Retained Income

(6 598 959 760)	(6 298 934 070)	(11 113 361 693)	(11 949 990 856)	(12 687 998 060)
(53 855 321 109)	(55 807 229 321)	(61 538 099 132)	(61 538 099 132)	(61 538 099 132)
(428 358 931)	(428 358 931)	(428 358 931)	(428 358 931)	(428 358 931)
(66 596 138)	(66 596 138)	(66 596 138)	(66 596 138)	(66 596 138)
(361 762 793)	(361 762 793)	(361 762 793)	(361 762 793)	(361 762 793)
48 113 079 211	50 365 013 113	51 281 455 302	50 444 826 138	49 706 818 934

Annexure E : Liquidation Scenario

Preliminary illustrative liquidation outcome

SAA SOC estimated liquidation outcome summary (stated in Rand millions)



Creditor	Total claim	Estimated recovery	Recoveries (Cents / Rand)	Shortfall
Preferent creditors:				
SARS	51	50	98	(1)
Employees	161	159	98	(3)
Post commencement finance (PCF)	2,000	1,969	98	(31)
Suspended lease payments (PCF)	284	280	98	(4)
Total preferent creditors	2,496	2,457	394	(39)
Concurrent creditors:				
RSA Lenders				
Absa (R2.7bn)	2,259	-	-	(2,259)
Investec (R1.5bn)	1,266	-	-	(1,266)
Nedbank (R1.8bn)	1,800	-	-	(1,800)
RMB (R1.5bn)	1,227	-	-	(1,227)
Standard Bank (R1.5bn)	1,058	-	-	(1,058)
Absa (GBF - R130m)	130	-	-	(130)
Nedbank (GBF - R200m)	145	-	-	(145)
RMB (GBF - R250m)	250	-	-	(250)
Total RSA Lender recoveries	8,134	-	-	(8,134)
Other concurrent creditors				
Trade creditors	1,778	-	-	(1,778)
Pension	107	-	-	(107)
Non preferent portion of employee claims	388	-	-	(388)
Other on-balance sheet concurrent creditors	10,970	-	-	(10,970)
Litigation liabilities	355	-	-	(355)
Additional passenger claims	705	-	-	(705)
Net operating lease liabilities	8,374	-	-	(8,374)
Potential maintenance liabilities	1,431	-	-	(1,431)
SAA Technical claim for properties	715	-	-	(715)
Total concurrent creditors	24,823	-	-	(24,823)
TOTAL CLAIMS/RECOVERIES	35,453	2,457		(32,996)

Nil recoveries for concurrent creditors is expected (this may result in a 'contributing' liquidation should concurrent creditors submit their claims)

- For the purposes of this preliminary outcome analysis, we have assumed that additional liabilities such as (operating) lease liabilities, additional passenger claims and litigation crystallise and have included such claims to the extent quantifiable and known (estimates only)

No secured creditors exist – RSA Lenders are secured by way of Government guarantee only, accordingly any shortfalls suffered in liquidation would need to be met by Treasury

Project Rocket - Phase I
PwC

The table opposite presents a very preliminary, high level estimate of the outcome for creditors were SAA SOC to be immediately liquidated

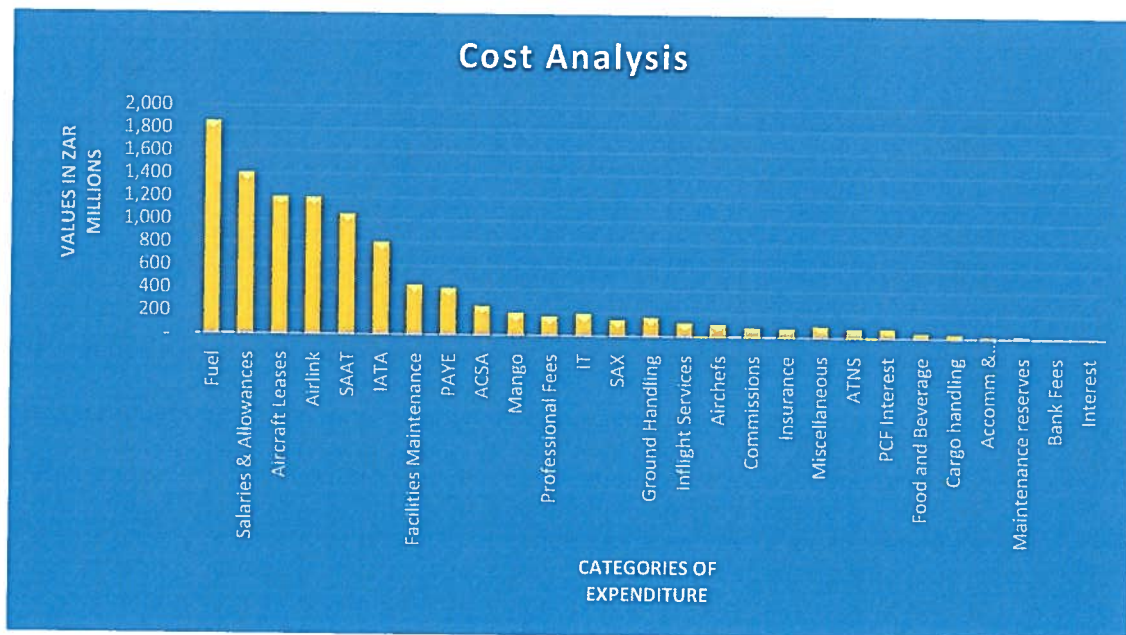
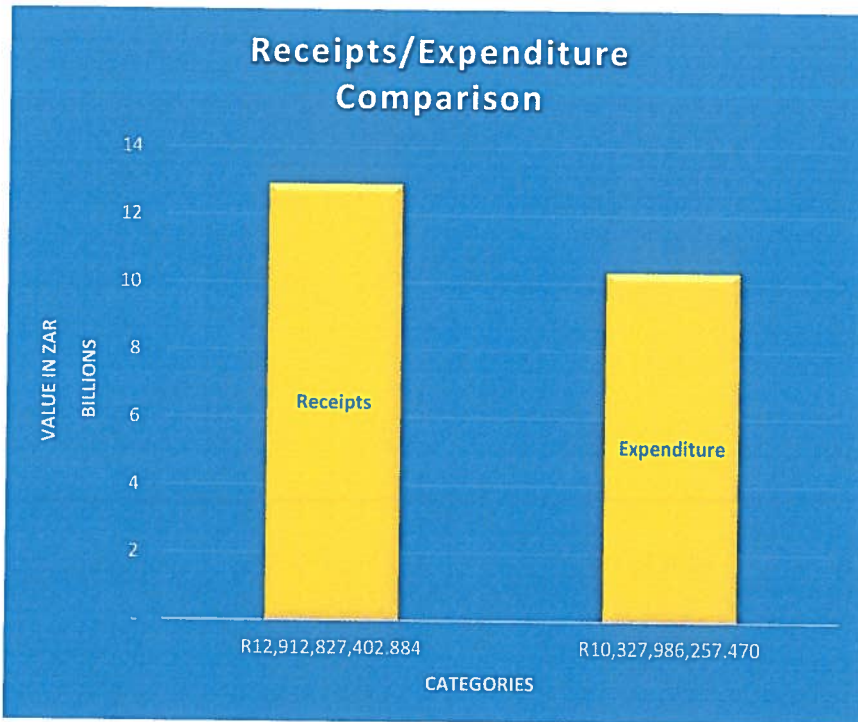
- Predicated on the reported (unaudited) position as at 31 October 2019, adjusted for any known additional liabilities (to date) or liabilities expected to materialise in a liquidation,

- Net present value adjustments have not as yet been incorporated – given the complexities of such a business, we would anticipate the duration of a liquidation of SAA to last several years, further (negatively) impacting potential recoveries

Asset realisations as presented are predicated on a "fire sale" or break up basis. We have further assumed that there is a concurrent breakup or disposal of all SAA Subsidiaries

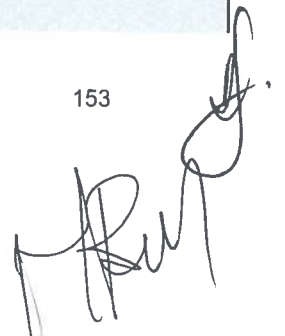
Overall recoveries in SAA SOC (and therefore to RSA Lenders) are critically dependent on the value for which owned aircraft could be disposed of, the extent to which operating lease liabilities (and related claims) crystallise on early termination and the overall quantum of preferent creditors

- A detailed analysis will be required to assess the condition and status of each aircraft (and lease terms), likewise the financial impact of any lease negotiations/liability of SAA to cede such leases, thereby mitigating potential lessor losses and a myriad of claims;
- Extent to which additional (and as yet unknown) contingent liabilities (such as damages claims) arise could further have a potentially significant impact on recoveries

Annexure F: Schedule of Cash Receipts and Cash Utilisation

Annexure G: Schedule of Lessors

Aircraft owner
<p>Air Lease Corporation</p> <p>Castlelake (Wilmington)</p> <p>Castlelake (Wilmington)</p> <p>Marlborough Finance No. 2 DAC</p> <p>Genesis (GASL Ireland Leasing 6 Limited)</p> <p>Stellar Aircraft Holding 2 Limited/ DVB</p> <p>Castlelake (Wilmington)</p>
<p>GY Aviation Lease 1501 Co LTD. (CDB)</p> <p>GECAS- Celestial Aviation Trading 68 LTD</p> <p>GECAS- Celestial Aviation Trading 68 LTD</p> <p>GECAS- Celestial Aviation Trading 68 LTD</p> <p>Limpopo Aviation Leasing /Goshawk Management (Ireland) Limited</p> <p>Oriental Leasing 7 Company Limited (CMB)</p> <p>Pembroke Aircraft Leasing 6 Limited (Standard Chartered Bank)</p> <p>Oriental Leasing 7 Company Limited (CMB)</p> <p>Zimbani Aviation Leasing Limited /Goshawk Management (Ireland) Limited</p> <p>LETABA AVIATION LEASING LIMITED/Goshawk Management (Ireland) Limited</p>
<p>Natixis</p> <p>Natixis</p> <p>Natixis</p>
<p>Aercap</p> <p>Aercap</p>



Aercap
AirCastle Lease (ThunderBird 1 Leasing Ltd.)
AirCastle Lease (ThunderBird 2 Leasing Ltd.)
AirCastle Lease (ThunderBird 3 Leasing Ltd.)
AirCastle Lease (ThunderBird 4 Leasing Ltd.)
(Tokyo Century) TC-Skyward Aviation Ireland Ltd. Technical now managed by Aviation Capital Group.
C.I.T. Aerospace International (Avolon)
Oriental Leasing 11 Company Limited (CMB)
Athena4 Aviation Leasing Limited
Oriental Leasing 12 Company Limited (CMB)
AC Finance MSN1779 Limited
Metal 2017-1 Leasing XV Limited (Aergo Capital Holdings)
GECAS
GECAS
Hainan Airlines / Avolon
Hainan Airlines / Avolon
Air Mauritius
Air Mauritius

