

To all Affected Persons

8 June 2020

NOTICE OF MEETING OF CREDITORS AND OTHER HOLDERS OF A VOTING INTEREST IN TERMS OF SECTION 151 OF THE COMPANIES ACT 71 OF 2008, AS AMENDED (“THE COMPANIES ACT”)

1. Notice is hereby given to all affected persons of Edcon Limited (in business rescue) (“the Company”) of the meeting to determine the future of the Company in terms of section 151 of the Companies Act (“S151 Meeting”) to be held as follows:

Date: 22 June 2020

Time: 14:00

The Section 151 Meeting will be held electronically. A hyperlink providing access to the Section 151 Meeting will be circulated prior to the 22 June 2020.

2. In terms of section 151 and 152 of the Companies Act, the agenda for the S151 Meeting is as follows:
 - 2.1. An introduction of the proposed Business Rescue Plan (“the Plan”) for consideration by creditors and a presentation of the salient terms and conditions of the Plan.
 - 2.2. Confirmation that the Joint Business Rescue Practitioners (“the BRPs”) continue to believe there remains a reasonable prospect of the Company being rescued as contemplated in the Companies Act.
 - 2.3. The consequences for creditors if the Plan is adopted or rejected.
 - 2.4. A presentation by the employees’ representative if they should wish to make such presentation.
 - 2.5. Discussions and the conduction of a vote on the following motions:
 - 2.5.1. To amend the Plan, in any manner moved and seconded by holders of creditors’ voting interests, and satisfactory to the BRPs; or
 - 2.5.2. Directing the BRPs to adjourn the meeting in order to revise the Plan for further consideration.

- 2.6. Determination of the vote for preliminary approval of the Plan (as amended if applicable) pursuant to an adjournment.
 - 2.7. Results of the preliminary vote.
 - 2.8. Report on the outcome of the vote for the adoption of the Plan.
3. Summary of rights of Affected Persons to participate in and vote at the Meeting:
- 3.1. Creditors, other holders of a voting interest and employees of the Company are referred to sections 144, 145 and 146 of the Companies Act, and are encouraged to seek independent legal advice in respect of their rights.
 - 3.2. In terms of section 145 of the Companies Act, Employees –
 - 3.2.1. Are entitled to be present at the S151 Meeting and make a submission before a vote is conducted on the Plan; and
 - 3.2.2. Are entitled to vote with creditors on a motion to approve the Plan to the extent that the employee is a creditor of the Company; and
 - 3.2.3. If the Plan is rejected, are entitled to propose the development of an alternative plan or present an offer to acquire the interests of other creditors as provided for in section 153 of the Companies Act.
 - 3.3. In terms of section 145 of the Companies Act, Creditors –
 - 3.3.1. Have a right to vote to amend, approve or reject the Plan;
 - 3.3.2. If the Plan is rejected, have a further right to propose the development of an alternative plan or present an offer to acquire the interests of other creditors as provided for in section 153 of the Companies Act; and
 - 3.3.3. Whether secured or unsecured creditors, having a voting interest equal to the value of the amount owed to that creditor by the Company.
 - 3.4. In terms of section 146 of the Companies Act, the Shareholder –
 - 3.4.1. Is not entitled to vote to approve or reject the proposed Plan as it does not alter the rights associated with the class of securities held by the shareholder; and
 - 3.4.2. If the proposed Plan is rejected, is entitled to propose the development of an alternative plan or present an offer to acquire the interests of other creditors as provided for in section 153 of the Companies Act.

4. Creditors should please note that should they for any reason be unable to attend the electronic meeting, they are entitled to exercise their vote by proxy form, which proxy form must be forwarded to BRPs prior to 17:00 on 19 June 2020.
5. **Affected Persons are requested to provide any further questions and/or proposed amendments to the BRPs prior to the S151 Meeting so that the BRPs can consider and address same prior to the S151 Meeting to plan@edconbr.co.za.**
6. Completed forms of proxy must be emailed to creditors@edconbr.co.za.

Regards



Piers Marsden

Business Rescue Practitioner



Lance Schapiro

Business Rescue Practitioner

EDGARS | JET

Chief Executive Officer: G M Pattison

Directors: G M Pattison | M E Mthunzi | G P H Penny | A R Bisogno | R Gasant | D Motsepe | N B Palmer

Group Secretary: C M Vikisi

Edcon Limited Registration No. 2007/003525/06 Credit Provider Number: NCRCP82