

Delivered by Email to All Affected Persons

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- Registered Office and Principal Place Business of the Company and anywhere where Employees are Employed
  - Published on the Website Maintained by the Company and Accessible to Affected Persons
  - Hand Delivered to Trade Unions
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**3 September 2019**

**ATTENTION:**

**Affected Persons of Group Five Limited (In Business Rescue)**

**NOTICE TO AFFECTED PERSONS IN TERMS OF SECTION 151(2) OF THE COMPANIES ACT 71 OF 2008 IN RESPECT OF THE BUSINESS RESCUE PROCEEDINGS OF GROUP FIVE LIMITED (IN BUSINESS RESCUE)**

1. In accordance with section 151(2) of the Companies Act 71 of 2008 ("**Act**"), we hereby give Notice to all known creditors and all other affected persons of Group Five Limited ("the **Company**") that a meeting ("the **Meeting**") of creditors and any other holders of a voting interest, in accordance with the provisions set out in the Company's Business Rescue Plan ("the **Plan**"), will be convened at the date, time and place set out below:

**Date: Wednesday 11<sup>th</sup> September 2019**  
**Time: 15h00**  
**Venue: Rosebank Union Church**  
**38 St Andrews Rd (corner of William Nicol and St Andrews)**  
**Hurlingham, Sandton**  
**Johannesburg**

2. The purpose of this Meeting is for Creditors and any other holders of a voting interest, to consider and vote on the adoption of the Plan.
3. The meeting will be presided over by the Dave Lake and Peter van den Steen, the duly appointed, Joint Business Rescue Practitioners ("**BRPs**") of the Company.
4. The Plan has been published to known affected persons and has been further made available on the Group Five website at [www.groupfive.co.za](http://www.groupfive.co.za) or [www.g5.co.za](http://www.g5.co.za) under the Business Rescue Tab.

**Group Five Limited**

Reg No 1969/00032/06

Directors: \*RJ Huntley TC Kgogo (CEO) AJ Clacher (CFO)  
\*Non Executive

5. **In terms of Section 151 and 152 of the Act, the agenda for the Meeting is as follows:**
  - 5.1. Welcome and Apologies.
  - 5.2. An introduction by the BRPs of the Plan for consideration by creditors.
  - 5.3. A brief presentation by the BRPs of the significant points, considerations and terms and conditions of the Plan.
  - 5.4. Confirmation by the BRPs that they continue to believe that there is a reasonable prospect of the company being rescued, as contemplated in the Act.
  - 5.5. An opportunity for the employees'/employees' representative to address the meeting, if they so wish to do so.
  - 5.6. Open Discussions and, if necessary, entertain and conduct a vote on any motions to:
    - 5.6.1. amend the Plan, in any manner moved and seconded by holders of creditors voting interests, and which are satisfactory to the BRPs;
    - 5.6.2. direct the BRPs to adjourn the meeting in order to revise the Plan for further consideration.
  - 5.7. Call for a vote for preliminary approval of the proposed Plan (as amended, if applicable), provided that the meeting is not adjourned per paragraph 5.6.2 above.
  - 5.8. Report results of the preliminary vote.
  - 5.9. Any other business.
  - 5.10. Meeting closure.
6. **Summary of rights of Affected Persons to participate and vote at the Meeting**
  - 6.1. 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.
  - 6.2. *Amongst other rights in terms of section 144 of the Companies Act, Employees –*
    - 6.2.1. are entitled to be present at the Meeting and make a submission before a vote is conducted on the Plan;
    - 6.2.2. are entitled to vote with creditors on a motion to approve the proposed Plan to the extent that the employee is a creditor of the Company;
    - 6.2.3. if the proposed 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.

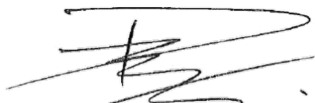
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- 6.3. *Amongst other rights in terms of section 145 of the Companies Act, Creditors –*
- 6.3.1. have a right to vote to amend, approve or reject the proposed Plan;
  - 6.3.2. if the proposed Plan is rejected, have a further right to propose the development of an alternative plan or present an offer to acquire the interests of other creditors as provided for in the section 153 of the Companies Act; and
  - 6.3.3. whether secured or unsecured creditor, have a voting interest equal to the value of the amount owed to that creditor by the Company.
- 6.4. *Amongst other rights in terms of section 146 of the Companies Act, a Shareholder-*
- 6.4.1. 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
  - 6.4.2. 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 the section 153 of the Companies Act.
- 6.5. The summary set out above is merely a summary of the rights of Affected Persons as interpreted by the BRPs in terms of the Act and the circumstances specific to the Company. Affected persons should seek independent legal advice in respect of their claims and rights if they wish to do so. The BRPs are not responsible for any acts taken or omissions arising from an affected person's reliance on the above summary.
7. Voting by proxy is permitted. We have included a proxy form below this Notice for the purpose of nominating a person to vote on your behalf at the meeting. Proxy forms are also available to download off the Group Five website at [www.groupfive.co.za](http://www.groupfive.co.za) or [www.g5.co.za](http://www.g5.co.za) under the Business Rescue Tab for the Company.
8. Proxy forms must be returned via email to [g5ltdbr@groupfive.co.za](mailto:g5ltdbr@groupfive.co.za) by **17h00 on 9 September 2019**.
9. If you have any requests or queries, they may be directed to [g5ltdbr@groupfive.co.za](mailto:g5ltdbr@groupfive.co.za).

Yours faithfully,



**Peter van den Steen**

**The Business Rescue Practitioners of Group Five Limited (In Business Rescue)**



**Dave Lake**

**Group Five Limited**

Reg No 1969/000032/06

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**GROUP FIVE LIMITED (IN BUSINESS RESCUE) ("COMPANY")**
**FORM OF PROXY**

For the use by the creditors (as the case may be) at a meeting convened in terms of section 151 and 152 of the Companies Act 71 of 2008 to be held at **Rosebank Union Church** situated at **38 St Andrews Rd, Hurlingham, Sandton, 2196** on **11 September 2019** at **15h00** ("**Meeting**").

**NAME OF CREDITOR:**

I / We, being a creditor of the Company do hereby nominate, constitute and appoint:

1 \_\_\_\_\_ or failing him / her;

2 \_\_\_\_\_ or failing him / her;

3 the business rescue practitioners,

as my / our proxy to attend and act for me / us and on my /our behalf at the Meeting to be held for the consideration of the proposed business rescue plan in respect of the Company, and to vote in accordance with my/our instructions as set out in the table below and as he/she deems appropriate (*mark the appropriate cell block*):

	<b>Vote For</b>	<b>Vote Against</b>	<b>Abstain from Voting</b>
the Adoption of the Business Rescue Plan			

Signed at \_\_\_\_\_

on the \_\_\_\_\_

who warrants that he / she is duly authorised thereto

Name: \_\_\_\_\_

Date: \_\_\_\_\_

Place: \_\_\_\_\_

**Note** - if signed by a representative of a company, close corporation or trust, the proxy must be submitted with an appropriate resolution giving such representative the authority to vote at the meeting on behalf of such company, close corporation or trust.

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