

14 December 2023

## CIRCULAR 09

THIS DOCUMENT IS A CIRCULAR TO THE AFFECTED PERSONS RELATING TO THE BUSINESS RESCUE PROCESS OF **NOTTINGHILL FARMS CC** IN TERMS OF THE COMPANIES ACT, 71 OF 2008 AS AMENDED (THE ACT).

### **OUTCOME OF THE MEETING TO VOTE ON THE PROPOSED BUSINESS RESCUE PLAN**

---

The business rescue practitioners<sup>1</sup> wish to advise all the affected persons of the outcome of the meeting to vote on the proposed business rescue plan, as held on the 11<sup>th</sup> of December 2023 and adjourned for continuation on the 13<sup>th</sup> of December 2023. The purpose of this meeting was solely to discuss the published business rescue plan (with the amendments as proposed) and to vote on the adoption of same.

The practitioner took time at the commencement of the meeting to explain the procedures that would be followed during this meeting and the manner in which the relevant votes would be conducted.

#### **Presenting of the Business Rescue Plan:**

The practitioner presented the proposed business rescue plan to the affected persons who were present at the meeting to vote. There were amendments that were discussed and addressed - which were included in the plan presented to the affected persons at the meeting to vote. The amendments were proposed at the initial meeting of the 11<sup>th</sup> of December 2023 for consideration by all creditors and for voting at this meeting.

#### **VOTING:**

**In terms of Section 143 and Regulation 128:** The practitioners may present a fee proposal for the consideration by the creditors. Even though the management of the company may agree to the fee structure, the creditors must approve any such proposals.

---

<sup>1</sup> Pat Pattinson, Senior Business Rescue Practitioner and Jaco Durandt, Junior Business Rescue Practitioner.

The proposal presented by the practitioners is detailed in full in the proposed business rescue plan, but in summary is as follows:

- The practitioners have agreed to take retainer fees for this rescue at R70 000 + VAT for the senior practitioner and R15 000 + VAT for the junior practitioner per month. This works out substantially cheaper than if the practitioners were to bill the hourly rate as per regulation 128 of the Act and thus also allows the creditors to know at all times what the company is spending in this regard.
  
- Additionally, contingencies based on the agreement of the retainers as follows:
  - o The practitioners will share in a 10% dividend on all assets sold by the business – this 10% will be shared with the “agent” be this a real estate agent, broker, auctioneer or any other party that facilitated the sale.
  - o Similarly, should the business or part thereof be sold, a 10% dividend will again be due to the practitioners, to be shared with the relevant “agent”.
  - o Lastly, the practitioners will each be entitled to 25 hours’ worth of fees in terms of regulation 128 on the successful substantial implementation of the business rescue plan.

The vote was taken, and the fee agreement was approved by those creditors who were in attendance at the meeting and who exercised their right to vote. There was a single abstention with regards to this vote – however the remaining creditors all voted in favour.

**The first vote in terms of adopting the plan** was taken, and creditors voted with 100% in favour to proceed to the second vote and to thus accept the plan with the amendments as presented to them prior to the vote.

**Please note the proposed and accepted amendments are in the adopted plan with a markup next to each of the amendments.**

**The second vote in terms of adopting the plan** was to determine whether the attendees wished to accept or reject the amended (as per above) business rescue plan.

A 100% vote from affected persons at the meeting and those who had given proxy was achieved in favour of the adoption of the business rescue plan.

The result of the above votes thus entail that the business rescue plan is in force as at the time of voting.

The practitioners will file for substantial implementation of the business rescue plan once the milestones have been achieved as per the now adopted business rescue plan.

Quinton Pattinson

[patp@businessrescue360.co.za](mailto:patp@businessrescue360.co.za)

082 749 6462

Jaco Durandt

[jacod@businessrescue360.co.za](mailto:jacod@businessrescue360.co.za)

076 773 4595

BR360