

**SWORN STATEMENT**  
In support of  
**a Notice Beginning Business Rescue Proceedings**  
In respect of Esor Limited  
I, the undersigned

Wessel Cornelius van Zyl

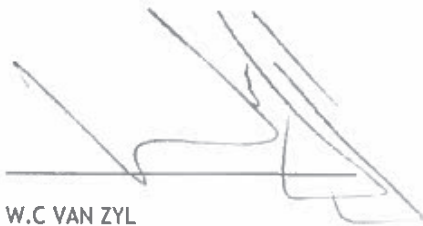
do hereby make oath and say:

1. I am a South African citizen and a director of Esor Limited ("the Company") with registration number 1994/000732/06 and with business address at 30 Activia Road, Activia Park, Germiston, 1492.
2. I am duly authorised to depose to this sworn statement and the contents of this sworn statement is true and correct and unless stated otherwise the facts contained herein fall within my own personal knowledge and belief.
3. I was duly appointed as a director of the Company on 8 October 2012.
4. I make this sworn statement in support of the company's notice to commence business rescue proceedings as contemplated in section 129 of the Companies Act 71 of 2008 ("the Act").
5. On 14 November 2018, the directors of the company unanimously resolved that the Company be voluntarily placed into business rescue as envisaged in section 129 of the Act. The resolution will be filed evenly with this sworn statement.
6. The Company's main business is that of a public listed holding company and the relevant facts upon which the resolution was founded are:
  - 6.1. On or about 31 October 2018, ABSA Bank Limited demanded payment of R56,207,349.40 (Fifty six million two hundred and seven thousand three hundred and fourty nine rand and fourty cents) in terms of a cross guarantee for the due obligations of Esor Construction (Pty) Ltd in Business Rescue (Construction);
  - 6.2. According to the Company's latest Management accounts, read with its Annual Financial Statements for the year ended on 28 February 2018, the Company does not have the funds available to honour the demand as the assets are illiquid in the form of investments and a debit loan account from Construction that is currently not recoverable;
  - 6.3. The inability of the company to obtain further short to medium term funding to make payment in terms of the demand.
7. In order to mitigate the negative effects of the above, the directors have implemented various strategies to ensure that the company are able to meet the Company's obligations as and when they fall due. These include:
  - 7.1. Ensuring that adequate security is provided to the primary bankers to cover the facilities that are made available in terms of the facilities arrangements;
  - 7.2. Negotiations to dispose of the certain development land.

KOMMISSIE VIR MAATSKAPPE, EN INTELLEKTUELE EIENDOM
ONDERNEMINGSREDDING
2018 -11- 20
No: 04
BUSINESS RESCUE
COMPANIES AND INTELLECTUAL PROPERTY COMMISSION



8. Regrettably, ABSA has decided not to make use of the security provided to secure their rights, but has called on the guarantee provided by Esor Limited to pay on demand, or within 10 days.
9. Pursuant to having obtained the prerequisite legal and accounting advice, the Board determined that Esor Limited was or would be facing circumstances constituting "financial distress" within the meaning of the Act.
10. As a result, the Board of the Company concluded that the Company is "financially distressed" as defined in section 128 of the Act as it is reasonably unlikely to be able to pay all its debts as they become due and payable within the immediately ensuing six months and/or the Company is reasonably likely to become insolvent within the immediately ensuing six months and that it has commenced with voluntary business rescue proceedings as provided for by section 129 of the Act.
11. There appears, in the opinion of the Directors, to be at least be a reasonable prospect that ABSA and other creditors CR2,5 million, will directly benefit from the Company being afforded additional time to restructure its affairs, business, property, debt, other liabilities and equity in a manner that maximises the likelihood of the Company continuing in existence on a solvent basis. Business rescue will, it is hoped, allow the Company to reorganise its affairs so that the Company can innovate and grow.



W.C VAN ZYL

I hereby certify that the deponent has acknowledged that he knows and understands the contents of this affirmation, which was signed and sworn before me at 21.11.18 on the 21st of November 2018, the regulations contained in Government Notice No. R1258 of 21 July 1972, as amended, and Government Notice No R1648 of 19 August 1977, as amended, having been complied with.

**JAN HARM STEENKAMP**  
 Commissioner of Oaths  
 Chartered HR Professional (CHRP)  
 Member number: 10615  
 30 Activia Road  
 Activia Park  
 Germiston, 1401



COMMISSIONER OF OATHS

