

Companies and Intellectual Property Commission
Republic of South Africa

Notice of Appointment of Business Rescue Practitioner

Form CoR 123.2

About this Form

- This form is issued in terms of section 129 and 131 of the Companies Act, 2008, and Regulation 123 of the Companies Regulations, 2011.
- This notice must be published to every affected person within
 - (a) 2 business days after it has been filed, if the company appointed the Practitioner; or
 - (b) 5 business days after the court order, in such a case.
- If this notice is issued following a company appointment, any affected person may apply to a court in terms of section 130 for an order setting aside the appointment or requiring the practitioner to provide security.
- The fee for filing this notice is R0.

Contacting the Commission

The Companies and Intellectual Property Commission of South Africa

Postal Address
P O Box 429
Pretoria
0001
Republic of South Africa
Tel: 086 100 2472

www.cipc.co.za

Date: 13 March 2020

Customer Code: LDRVDM

Concerning

(Name and Registration Number of Company)

Name: Ceres Rail Company (Pty) Ltd

Registration number: 2013/171073/07

The above named company commenced business rescue pro

_____ March 2020

The following person has been appointed as the business re:

Johannes Frederick Klopper

By the company in terms of section 129 (3) (b).

By the court in terms of section 131 (5)

Name and Title of person signing on behalf of the Company

DERICK DU TOIT - DIRECTOR

Authorised Signature:



Tel: +27 21 880 5400
Fax: +27 21 880 5430
www.bdo.co.za

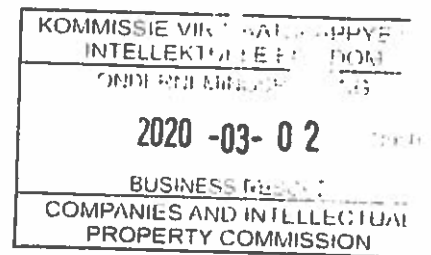
Block 2 Blaauwklip Office Park
Webersvallei Rd, Jamestown
Stellenbosch, 7600
PO Box 820
Stellenbosch, 7599

TO WHOM IT MAY CONCERN

27 February 2020

J F KLOPPER/ea

Dear Sir/Madam,



ACCEPTANCE LETTER - BUSINESS RESCUE

CERES RAIL COMPANY (PTY) LTD (THE COMPANY):

REGISTRATION NUMBER: 2013/171073/07

1. The above matter refers.
2. I, Johannes Frederick Klopper hereby confirm that:
 - 2.1. I have been, from time to time, on an ad hoc basis, licensed as Senior Business Rescue Practitioner in other matters;
 - 2.2. I am not subject to an order of probation in terms of section 162 (7) of the Companies Act 71 of 2008 ("the Act");
 - 2.3. I am not disqualified from acting as a director of the company in terms of section 69 (8) of the Act;
 - 2.4. I do not have a relationship with the company such as to would lead a reasonable and informed third party to conclude that my integrity, impartiality or objectivity is compromised by the relationship;
 - 2.5. I am not related to a person who has a relationship contemplated in 2.4 above.
 - 2.6. I presently have the necessary capacity to accept this appointment; and

BDO Business Restructuring (Pty) Ltd
Registration number: 2002/025164/07
VAT number: 4610217830

National Executive: PR Badrick • HN Bhaga-Muljee • S Dansie • BJ de Wet • HCS Lopes • E Singh • SM Somaroo • ME Stewart (Chief Executive)
• IM Scott • MS Willimott

Directors: JF Klopper • HCS Lopes • R Pieters • H Plaatjies • IM Scott • S Somaroo • LDR van der Merwe • MS Willimott

National Head of Advisory: HCS Lopes

BDO Business Restructuring (Pty) Ltd, a South African company, is an affiliated company of BDO South Africa Inc., a South African company, which in turn is a member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms. BDO is the brand name for the BDO network and for each of the BDO Member Firms.



- 2.7. I hereby accept the appointment as Business Rescue Practitioner by the abovementioned Company.
- 2.8. I come to affairs of this company as a complete stranger and understand that it is in financial distress and that my function as Business Rescue Practitioner would be to develop and implement a Business Rescue plan, it approved, to rescue the company 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 or otherwise results in a better return for the company's creditors or shareholders than would result from the immediate liquidation of the company.
- 2.9. Insofar as the company's business, in particular, is concerned I am advised from my limited exposure to the company's affairs by virtue of my independence, that the Company is conducting business in the tourist rail operating industry.
- 2.10. I confirm that the nature of the company's business is such that it does not differ from the affairs of many companies that I have restructured during past five years in terms of the provisions Chapter 6 of the Companies Act 71 of 2008 and Section 311 of the Companies Act 61 of 1973 over many years prior to the enactment of the Companies Act 71 of 2008.
3. I trust that you will find the above in order.

Yours faithfully,



J F KLOPPER

