

22 April 2016

NOTICE AND AGENDA OF A SECOND MEETING OF CREDITORS/CREDITORS' REPRESENTATIVES OF SCHMIDHAUSER ELECTRICAL HOLDINGS PROPRIETARY LIMITED REGISTRATION NUMBER 2009/002480/07 ("the Company") IN TERMS OF SECTION 151(1) OF THE COMPANIES ACT 71 OF 2008, AS AMENDED ("the Companies Act")

VENUE: DELOITTE, FIRST FLOOR, THE SQUARE, CAPE QUARTER, 27 SOMERSET ROAD, GREEN POINT

DATE & TIME: TUESDAY, 3RD OF MAY 2016 AT 09:30

Agenda:

- 1. (a)** Creditors and members to consider the business rescue plan in respect of the Company ("the plan"), in terms of Section 152(1)(a) of the Companies Act.
- (b)** The Business Rescue Practitioner ("BRP") to inform the meeting whether or not he believes that there is a reasonable prospect that the Company can be rescued. (Section 152(1)(b) of the Companies Act).
- (c)** Opportunity for employees' representatives to address the meeting (Section 152(1)(c) of the Companies Act);
- (d)** Discuss, entertain and conduct a vote on any motions to (i) amend the plan in a manner as moved and seconded by the majority of the creditors' voting interests and satisfactory to the BRPs; or (ii) direct the BRP to adjourn the meeting in order to revise the plan for further consideration (Section 152(1)(d) of the Companies Act).
- (e)** Call for vote for preliminary approval of proposed plan (as amended if applicable). If the meeting has been adjourned in terms of section 152(1)(d)(ii) of the Companies Act, this fifth step does not need to be conducted.

Section 152(2) of the Companies Act 71 of 2008, as amended:

“In a vote called ... [for the preliminary approval of the proposed plan] ... the proposed business rescue plan will be approved on a preliminary basis if it was supported by the holders of more than 75 % of the creditors’ voting interests that were voted; and the votes in support of the proposed plan included at least 50 % of the independent creditors’ voting interests, if any, that were voted.”

2. Summary of rights of affected persons, as per section 151(2)(c) of the Companies Act

“Section 145 - Participation by creditors:

(1) Each creditor is entitled to –

- (a) Notice of each court proceeding, decision, meeting or other relevant event concerning the business rescue proceedings;*
- (b) Participate in any court proceedings arising during the business rescue proceedings;*
- (c) Formally participate in a company’s business rescue proceedings to the extent provided for in this Chapter; and*
- (d) Informally participate in those proceedings by making proposals for a business rescue plan to the practitioner.*

(2) In addition to the rights set out in subsection (1), each creditor has –

- (a) The right to vote to amend, approve or reject a proposed business rescue plan, in the manner contemplated in Section 152; and*
- (b) If the proposed business rescue plan is rejected, a further right to –*
 - (i) Propose the development of an alternative plan, in the manner contemplated in Section 153; or*
 - (ii) Present an offer to acquire the interests of any or all of the other creditors in the manner contemplated in Section 153 ...”*

Creditors voting interest - Section 145(4)(a)&(b):

(4) In respect of any decision contemplated in this Chapter that requires the support of the holders of creditors’ voting interests –

- (a) A secured or unsecured creditor has a voting interest equal to the value of the amount owed to that creditor by the company; and*
- (b) A concurrent creditor who would be subordinated in a liquidation has a voting interest, as independently and expertly appraised and valued at the request of the practitioner, equal to the amount, if any, that the creditor could reasonably expect to receive in such a liquidation of the company.”*

3. General discussion / questions.