



Business Rescue  
Turnaround & Analytics

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1st Floor, Foyer 3  
The Colosseum  
Century Way, Century City  
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HQ Midrand, Montrose Street,  
Birchwood Court  
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1685

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**AGREEMENT TO PAY THE  
REMUNERATION, EXPENSES AND DISBURSEMENTS OF THE BUSINESS RESCUE  
PRACTITIONERS AND AGREEMENT WITH CORPORATE BUSINESS RESCUE CC AND  
SALVIS GRATIA BUSINESS SOLUTIONS AS REGULATED BY SECTION 143, READ  
WITH REGULATION 128 OF THE COMPANIES ACT 71 OF 2008**

**THE PARTIES:**

**GERARDO TRADING CC**

**AND**

**TANIA MARIA LOPES**

**(BUSINESS RESCUE PRACTITIONER)**

**AND**

**THOMAS GEORGE NELL**

**(BUSINESS RESCUE PRACTITIONER)**

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**FEE AGREEMENT**

Between:

**GERARDO TRADING CC (UNDER SUPERVISION)**

**(Hereinafter referred to as “the company under supervision”)**

**REGISTRATION NUMBER: 2000/058226/23**

Represented by

**LANCE LANDOR GERARD ST LEGER**



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(RSA IDENTITY NUMBER: 6407175213082)

Agree to pay the remuneration, expenses and disbursements of the business rescue practitioners as follows:

1) **Hourly Tariff**

An hourly tariff for **Mr. Thomas George Nell**, the Joint Business Rescue Practitioner, will be charged at a rate of **R 2500.00 per hour** (The aforesaid fee is exclusive of VAT).

An hourly tariff for **Ms. Tania Maria Lopes**, the Joint Business Rescue Practitioner, will be charged at a rate of **R 1 250.00 per hour**.

2) **Facilitation of the company's business rescue proceedings:**

In terms of:

**Regulation 128(3) of the Companies Act 71 of 2008-**

*In addition to the remuneration determined in accordance with section 143 (1) to (4), and this regulation, a practitioner is entitled to be reimbursed for the actual cost of any disbursement made by the practitioner, or expenses incurred by the practitioner to the extent reasonably necessary to carry out the practitioner's functions and facilitate the conduct of the company's business rescue proceedings.*

It is agreed that the business rescue practitioners will engage among others the services of Business Rescue cc and Corporate Business Rescue cc and Salvis Gratia Business Solutions (Pty) Ltd or their nominee to assist with the administration regarding the business rescue project and "to facilitate the conduct of the company's business rescue proceedings".





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The company under supervision will pay directly to Salvis Gratia Business Solutions or its nominee, on presentation of an account, all fees and disbursements and expenses as referred to in this document and furthermore at the same rate as calculated per the Party and Party High court Tariff as set out in the Government Gazette, NO. 43592, effective on 18 September 2020 as amended from time to time, in terms of the Rules Board for Courts of Law under Section 6 of the Rules Board for Courts of Law Act, 1985 (Act No. 107 of 1985), with the approval of the Minister of Justice and Correctional Services, which will be applicable to enable a logical debiting system (The relevant sections are annexed hereto marked "Annexure A").

**3) Further Remuneration**

- 3.1) The following terms are agreed to in terms of Section 143(2) of the Companies Act 71 of 2008:
- 3.1.1) Should the hourly tariff of the Business Rescue Practitioners exceed the statutory prescribed fee, the difference between the fee in this agreement and the statutory prescribed fee will be deemed as further remuneration as contemplated in Section 143(2) read with Section 143(3) of the Act and will apply retrospectively on adoption of the business rescue plan of the company under supervision. The prescribed meeting in terms of Section 143(3)(a) will be deemed to form part of the Section 151 meeting to determine the future of the company.
- 3.1.2) It is contemplated that an agreement in regard to further remuneration will be agreed upon as referred to in Section 143(2) of the Act as quoted below:



*LA*



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**Section 143 of the Companies Act 71 of 2008 - Remuneration of practitioner. —...**

(2) The practitioner may propose an agreement with the company providing for further remuneration, additional to that contemplated in subsection (1), to be calculated on the basis of a contingency related to (a) the adoption of a business rescue plan at all, or within a particular time, or the inclusion of any particular matter within such a plan; or (b) the attainment of any particular result or combination of results relating to the business rescue proceedings.

**4) Security for outstanding fees**

The company and its directors agree that the business rescue practitioners are herewith duly authorized to register any security in the form of mortgage bonds, general and special notarial bonds, pledges, cessions or any other security to the satisfaction of the business rescue practitioners for the outstanding fees and expenses of the business rescue practitioners.

**5) Indemnity, guarantee and exclusion of liability**

- 2.1) The Company under supervision shall advance all expenses to the Practitioners and Corporate Business Rescue CC and Salvis Gratia Business Solutions as may be required to defend litigation proceedings arising from the performance by the duly appointed Business Rescue Practitioners of their duties as Practitioner of the Company. This will also apply should the company under supervision be placed in liquidation.
- 2.2) The Company under supervision indemnifies and guarantee payment to the Practitioners and Corporate Business Rescue CC and Salvis Gratia Business Solutions for any of those expenses contemplated in clause 4.1 irrespective of whether the Company has advanced those expenses to the Practitioners or Corporate Business Rescue CC or Salvis Gratia Business Solutions.





**SALVIS  
GRATIA**

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**6) Insurance**

The company will be liable for the costs of professional indemnity and related insurance in an amount acceptable to the business rescue practitioners. This amount will be reviewed on every quarter of a year basis and may be amended as required.

**7) Outstanding Balances**

Note that compound interest will be levied on all outstanding balances of 60 days and over, at a rate of 12% per annum. All payments are made in good faith and are non-refundable. Should the Business Rescue Process be set aside by the Court, or the Business Rescue Practitioners accept that the process is a nullity, for reasons as set out in Section 129 or 130 of the Companies Act 71 of 2008, the aforementioned fee will still be payable for any "bona fide" work done by the Business Rescue Practitioners and Corporate Business Rescue CC and Salvis Gratia Business Solutions in terms of this agreement. This will also apply should the company be placed in liquidation.

Signed at Johannesburg on this 5<sup>TH</sup> day of June 2023.

**LANCE LANDOR GERARD ST LEGER  
(MEMBER)**





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Signed at Pretoria on this 31 day of October 2023.

**THOMAS GEORGE NELL (BUSINESS  
RESCUE PRACTITIONER)**

Signed at Middelburg on this 31 day of October 2023.

**TANIA MARIA LOPES (BUSINESS  
RESCUE PRACTITIONER)**