



301 David Vorster Street, Annlin, Pretoria
PO Box 930, Montana, Pretoria, 0151
Office: +27 12 567 0924

www.corporatebusinessrescue.co.za

Corporate Business Rescue Advisory (Pty) Ltd
Reg. No.: 2005/016925/07
VAT No.: 4640313187

**GERARDO TRADING CC (UNDER SUPERVISION)
(REGISTRATION NUMBER: 2000/058226/23)**

**MINUTES OF THE SECTION 151 MEETING CONDUCTED VIA ZOOM ON
5 DECEMBER 2023 @ 12H00**

GENERAL INFORMATION TO BE MINUTED

The following minutes pertain to the Section 151 meeting held on the date, time and platform stated above, and remain subject to the provisions of the disclaimer to the Revised Proposed Business Rescue Plan.

1. AD AGENDA POINT 1

Opening and attendance

- 1.1. Mr. George Nell, joint business rescue practitioner of Gerardo Trading cc (under supervision) ('Company' or 'Gerardo'), welcomed the attendees.
- 1.2. No objection was noted to the meeting proceeding via ZOOM and as such, the meeting was properly constituted.
- 1.3. In order to have an accurate attendance record, attendees were requested to transmit an e-mail with the attendee's name, the details of the creditor the attendee represented and the claim amount to gideon@corporatebusinessrescue.co.za and zander@corporatebusinessrescue.co.za.
- 1.4. Mr. George Nell and Ms. Tania Lopes (the joint business rescue practitioners) ("BRPs") introduced themselves, as well as their support team in the meeting, Mr. Gideon Slabbert and Mr. Zander Insel.

2. AD AGENDA POINT 2

Introduce the proposed business rescue plan for consideration by the creditors and, if applicable, by the shareholders

[Section 152(1)(a)]

- 2.1. Mr. Nell confirmed that the Business Rescue Practitioners have concluded numerous engagements with major creditors, as well as numerous prospective purchasers for the Close Corporation.
- 2.2. Mr. Slabbert read the background as set out in the proposed business rescue plan into the record.
- 2.3. Mr. Nell briefly discussed the timeline of the business rescue proceedings as published with the proposed business rescue plan.
- 2.4. Mr. Nell confirmed that the Business Rescue Practitioners received interest from Avid Brands and Fresh Mark Foods to purchase the Close Corporation. Avid Brands completed a due diligence, which was not successful. In relation to Fresh Mark Foods, an agreement was signed, but the purchaser agreement did not succeed.
- 2.5. Mr. Slabbert read paragraph 4.9 of the Proposed Business Rescue Plan into the record to provide background information as to the plan going forward.
- 2.6. Ms. Tania Lopes discussed the trading operations during the business rescue process and the due diligence processes for the prospective purchasers of Close Corporation.

3. AD AGENDA POINT 3

Inform the meeting whether the practitioner continues to believe that there is a reasonable prospect of Gerardo Trading cc being rescued

[Section 152(1)(b)]

- 3.1. Mr. Nell confirmed that he continues to believe that there is a reasonable prospect of Gerardo Trading cc being rescued.
- 3.2. Ms. Lopes confirmed that she continues to believe that there is a reasonable prospect of Gerardo Trading cc being rescued.

4. AD AGENDA POINT 4

*Provide an opportunity for the employees' representatives to address the meeting;
[Section 152(1)(c)]*

4.1. The employee representatives did not address the platform.

5. AD AGENDA POINT 5

Invite discussion and entertain and conduct a vote, on any motions to—

a. Amend the proposed Plan, in any manner moved and seconded by holders of creditors' voting interests, and satisfactory to the practitioner; or

[Section 152(1)(d)(i)]

b. Direct the practitioner to adjourn the meeting in order to revise the Plan for further consideration

[Section 152(1)(d)(ii)]

5.1. Mr. Nell confirmed that final amendments were circulated to all affected persons on 4 December 2023 and these amendments will be voted on as part of the proposed business rescue plan.

5.2. No motions were recorded to amend the proposed Revised Plan, in any manner moved and seconded by holders of creditors' voting interests, and satisfactory to the practitioner.

5.3. No motions directing the BRP to adjourn the meeting in order to revise the Plan for further consideration in terms of Section 152(1)(d)(ii) of the Act were recorded.

5.4. The representatives of the Employee Committee informed the Business Rescue Practitioners that they have not received the final amendments. Mr. Nell reflected the amendments on the screen and explained same. The representatives of the Employee Committee confirmed that the Business Rescue Practitioners may continue with the meeting.

6. AD AGENDA POINT 6

Call for a vote for preliminary approval of the proposed Plan, as amended if applicable, unless the meeting has first been adjourned in accordance with paragraph (d)(ii)

[Section 152(1)(e)]

6.1. Mr. Nell confirmed that the office of the business rescue practitioners received a proxy vote from SARS confirming that they vote in favour of the adoption of the proposed business rescue plan.

6.2. Mr. Slabbert proceeded to read the voting instructions for the meeting, which were simultaneously reflected to the attendees into the record in terms of which:

6.2.1. Attendees were requested to cast their vote for the preliminary approval of the revised Plan (including amendments at the meeting) in terms of Section 152(1)(e) of the Act by transmitting an e-mail with the attendee's vote, name and the details of the creditor the attendee represented to gideon@corporatebusinessrescue.co.za as well as zander@corporatebusinessrescue.co.za.

7. AD AGENDA POINT 7

In a vote called in terms of subsection (1)(e), the proposed business rescue plan will be approved on a preliminary basis if—

- a. *it was supported by the holders of more than 75% of the creditors' voting interests that were voted; and*
- b. *the votes in support of the proposed Plan included at least 50% of the independent creditors' voting interests, if any, that were voted.*

[Section 152(2)(a)-(b)]

7.1. Mr. Nell confirmed the outcome of the vote at the meeting:

7.1.1. 100% of the affected persons present at the meeting voted in favour of the adoption of the proposed business rescue plan.

7.2. It is thus confirmed that the revised proposed business rescue plan was adopted.

8. AD AGENDA POINT 8

Further actions in terms of Sections 152(3) to 152(8) if applicable

8.1. Not applicable.

9. AD AGENDA POINT 9

General

9.1. Not applicable.

10. AD AGENDA POINT 10

Conclusion

10.1. Mr. Nell congratulated Ms. Lopes and Mr. Insel on the results of the votes.

10.2. Mr. Nell thanked all attendees for attending the meeting. Ms. Lopes further thanked the attendees for attending the meeting and for their votes.

10.3. Mr. Nell wished the attendees a safe festive season and thanked them again for their attendance and positive votes.