



TongaatHulett®

Delivered by Email To:

- All known Affected Persons of Tongaat Hulett Limited (in business rescue)
- Companies and Intellectual Property Commission

Displayed:

- Registered office and principal place of business of the Company

Published:

- On the website maintained by the Company and accessible to Affected Persons
- Availability recorded in an announcement to shareholders on the Stock Exchange News Service (SENS), released after distribution.

31 December 2025

REPORT ON THE STATUS OF THE BUSINESS RESCUE PROCEEDINGS OF TONGAAT HULETT LIMITED (IN BUSINESS RESCUE) ("COMPANY" OR "THL")

1. GENERAL

- 1.1. Section 132(3)(a) and section 132(3)(b) of the Companies Act 71 of 2008, as amended ("Companies Act"), stipulates that when the business rescue proceedings of a company have not concluded within 3 months of the date on which they commenced, a business rescue practitioner is required to -
 - 1.1.1. prepare a report on the progress of the business rescue, and update it at the end of each subsequent month until the end of the business rescue proceedings; and
 - 1.1.2. deliver the report and each update to each Affected Person and to the Companies and Intellectual Property Commission ("CIPC").
- 1.2. In compliance with the sections referred to in paragraph 1.1 above, we hereby provide you with report number thirty six, being the December 2025 report, on the status of the Company's business rescue proceedings.



2. BUSINESS RESCUE UPDATES

The following matters have occurred and/or remain relevant since the distribution and publication of the Company's November 2025 business rescue status update report -

2.1. Implementation of the Adopted Amended Business Rescue Plan

- 2.1.1. The business rescue practitioners ("BRPs") continue to advance the necessary steps for purposes of implementing the Amended Business Rescue Plan ("the Plan") for THL as approved and adopted by the requisite majority of creditors on Thursday 11 January 2024 in accordance with section 151 of the Companies Act.
- 2.1.2. The implementation of the Asset Transaction in accordance with the Plan is an ongoing process, which contemplates the sale of the Company's business and assets as a going concern, as a group, to the Vision Parties ("Vision") being the sale of *inter alia* -
 - 2.1.2.1. the South African assets, including the South African sugar business and head office; and
 - 2.1.2.2. the shares in and claims against each of the subsidiaries in Zimbabwe, Mozambique, and Botswana.
- 2.1.3. The parties to the transaction are continuing to work towards the implementation of the Asset Transaction and refinancing of the Industrial Development Corporation ("IDC") post commencement finance facility in the shortest possible timeframe.
- 2.1.4. The final timing of implementation will be communicated to Affected Persons as soon as the expected dates for fulfilment of suspensive conditions contained in the sale agreements are finalised.
- 2.1.5. The Company is operating in a very challenging trading environment. The sustained surge in sugar imports especially from Eswatini placed severe pressure on local pricing and sales volumes. The BRPs continue to monitor liquidity and operational risks closely and are taking



proactive steps to manage these pressures.

2.1.6. Vision Sugar and the IDC have confirmed that they remain committed to and are working together towards the implementation of the Plan and progress its completion. A requirement of the adopted business rescue plan and the Sale of Business Transaction is the refinancing and migration of the IDC post-commencement finance facility from THL to Vision. Although these negotiations are taking longer than originally anticipated, Vision and IDC are continuing the structured process to resolve the outstanding matters as soon as possible.

2.2. Business Rescue Proceedings of other Tongaat Hulett Group Entities

2.2.1. The business rescue plan for Tongaat Hulett Developments Proprietary Limited ("THD") as approved and adopted by the relevant Affected Persons on Tuesday 30 May 2023 continues to be implemented.

2.2.2. The BRPs continue to advance the necessary steps for purposes of implementing the Adopted Amended Business Rescue Plans of both Tongaat Hulett Sugar South Africa Proprietary Limited (in business rescue) ("THSSA") and Voermol Feeds Proprietary Limited (in business rescue) ("Voermol") as approved and adopted by the requisite majority of creditors on Wednesday 31 January 2024 in accordance with section 151 of the Companies Act.

2.2.3. Separate monthly status update reports are provided for THD, THSSA and Voermol, which reports are uploaded and made accessible to Affected Persons on the Company's website at: <http://www.tongaat.com>, under the 'Business Rescue' tab.

2.3. Litigation Matters

2.3.1. **Declarator Application:** The hearing of the Company's appeal in the Supreme Court of Appeal (SCA) with respect to the Company's SASA redistribution payments was heard 12 November 2025. The SCA's judgment was handed down on 15 December 2025, which dismissed the appeal. A copy of the declarator application, the notice of appeal and the SCA's judgment as referred to above is available on the Company's website at



<https://www.tongaat.com/business-rescue/.>

2.3.2. The BRPs are taking legal advice regarding any further steps. Updates will be provided in due course.

2.4. Creditor Claims

2.4.1. Creditors are reminded to review their claims as they are reflected in 'Annexure A' of the Plan, which reflects all claims in accordance with the Company's records. In the event that any Creditor identifies any discrepancies between its submitted claim and the claim amount recorded by the Company, please do not hesitate to contact us on: BR@tongaat.com.

2.4.2. Take note that the Plan provides a process for Creditors to deal with any remaining disputes related to claims, and Creditors who dispute their claims reflected in the Plan, will be at liberty to follow such process, if they so wish.

3. **CLOSING REMARKS**

3.1. It remains our view that the Company stands a reasonable prospect of being rescued, as contemplated in section 128(1)(h) of the Companies Act, in a manner that will balance the rights and interests of all Affected Persons.

3.2. Affected Persons are reminded that all notices and documents regarding the business rescue proceedings of the Company that have been and/or will be circulated to all known Affected Persons are or will be published and made available to all Affected Persons on the Company's website at: www.tongaat.com, under the 'Business Rescue' tab.

3.3. If you have any queries, they may be directed to the business rescue email address at: BR@tongaat.com.



TongaatHulett®

Yours faithfully,

TJ Murgatroyd

PF van den Steen

GC Albertyn

The Joint Business Rescue Practitioners of Tongaat Hulett Limited (in business rescue)

**JANUARY 2026
JOHANNESBURG**

Companies and Intellectual Property Commission
Republic of South Africa

Form CoR 125.1

About this Form

- This form is issued in terms of section 132 and 141 of the companies Act, 2008, and Regulation 125 of the Companies Regulations, 2011.
- This Notice and the attached report must be published to every affected person, and to:
 - a) The Commission, if the business rescue proceedings were started by the company; or
 - b) The court, if the proceedings were ordered by the court.
- A report and Notice must be issued at the end of the first three months of the business rescue proceedings, and at regular monthly intervals after that

Contacting the Commission

The Companies and Intellectual Property Commission of South Africa

Postal Address
PO Box 429
Pretoria
0001
Republic of South Africa
Tel: 086 100 2472
www.cipc.co.za

Business Rescue Status Report

Date: 31 December 2025

Customer Code: WERKMP

Concerning

(Name and Registration Number of Company)

Name: Tongaat Hulett Limited

Registration No: 1892/000610/06

The above named company commenced business rescue proceedings on

27 October 2022

Because the business rescue proceedings have not concluded within three months, the appointed business rescue practitioner provides the attached report in terms of section 132 (3).

Name and Title of person signing on behalf of the Practitioner:

TJ Murgatroyd, PF van den Steen & GC Albertyn

Joint Business Rescue Practitioners

Authorised Signature:

