



- Delivered by Email To:** All known Affected Persons of Consolidated Infrastructure Group Limited
(in business rescue)
Companies and Intellectual Property Commission
- Displayed:** Registered business address and principal place business of the Company and
anywhere where employees are employed
- Published:** On the website maintained by the Company and accessible to Affected
Persons; and
In summary, by way of an announcement on the Stock Exchange News
Service of the JSE Limited (SENS)
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22 April 2021

NOTICE TO AFFECTED PERSONS OF CONSOLIDATED INFRASTRUCTURE GROUP LIMITED (IN BUSINESS RESCUE) ("COMPANY") REGARDING THE MEETING IN TERMS OF SECTION 151 OF THE COMPANIES ACT 71 OF 2008, AS AMENDED ("ACT")

1. Affected Persons were notified in the proposed Business Rescue Plan of the Company, published on **19 April 2021** ("**Plan**") - and accessible on the Company's website at: www.ciglimited.co.za - that a meeting of Affected Persons in terms of section 151 of the Act ("**Meeting**"), will be convened on **Friday, 30 April 2021** at **10h00**.
2. Capitalised words not otherwise defined in this notice shall have the meaning ascribed to them in the Plan.
3. The Meeting will be presided over by PF van den Steen and MDT Liebenberg, the duly appointed Business Rescue Practitioners of the Company ("**BRPs**").
4. The Meeting will be held for the purpose of considering and voting on the Plan and will be convened in accordance with the provisions set forth in sections 151, 152 and 153 of the Act.
5. In this regard and in accordance with section 151(2) of the Act, Affected Persons are hereby notified of further details regarding the Meeting.



6. Due to the ongoing COVID-19 Pandemic, the number of Affected Persons of the Company and the legislated restrictions in respect of convening large gatherings, the BRPs have taken the decision to convene the Meeting virtually, as a Microsoft Teams Live Event. Please see the details of the virtual Meeting, below:

Date: Friday, 30 April 2021

Time: 10:00

Meeting Type: Virtual Microsoft Teams Live Event

To join the virtual Microsoft Teams Live Event, please click the link below:

https://teams.microsoft.com/l/meetup-join/19%3ameeting_MWRiM2M5MzQtMWFiy00NTFkLWFiNjUtYjgzYmIyYzg1YTUz%40thread.v2/0?context=%7b%22Tid%22%3a%22a0f922e9-ca84-4924-856c-f0a8b8042a68%22%2c%22Oid%22%3a%22b99babfd-90b3-426d-a770-49664fc80364%22%2c%22IsBroadcastMeeting%22%3a%22true%7d&btype=a&role=a

- 7. In terms of Section 151 and 152 of the Act, the Agenda for the Meeting is as follows:**

7.1. Welcome and Apologies

7.2. Background

7.3. An introduction of the Plan for the consideration of Affected Persons

7.4. Confirmation by the BRPs that they continue to believe that there is a reasonable prospect that the Company can be rescued, as contemplated in the Act

7.5. An opportunity for the employees'/employees' representative to address the Meeting if they so wish to do so

7.6. Proposed amendments to the Plan

7.7. Open discussions on relevant discussion points, submitted by Affected Persons to the BRPs during the Microsoft Teams Live Event virtual Meeting, including any proposed amendments to the Plan, and, if necessary, the BRPs will entertain and conduct a vote on any motions to:

7.7.1. amend the Plan, in any manner moved and seconded by holders of Creditors voting interests, satisfactory to the BRPs;



- 7.7.2. direct the BRPs to adjourn the Meeting in order to revise the Plan for further consideration
- 7.8. Further Q&A Session on the above (if necessary)
- 7.9. Call for a vote for preliminary approval of the Plan (as amended, if applicable), provided that the Meeting is not adjourned per paragraph 6.7.2 above
- 7.10. Report results of the preliminary vote on the approval of the Plan (if possible), provided that the Meeting is not adjourned per paragraph 6.7.2 above
- 7.11. Meeting closure

8. Summary of rights of Affected Persons to participate and vote at the Meeting

- 8.1. Affected Persons are referred to sections 144, 145 and 146 of the Act, and are encouraged to seek independent legal advice in respect of their rights, if necessary.
- 8.2. Amongst other rights, in terms of section 144 of the Act, employees –
 - 8.2.1. are entitled to be present at, and address the Meeting, prior to procuring a vote on the Plan, as contemplated in section 152(1)(c) of the Act;
 - 8.2.2. are entitled to vote on the Plan to the extent that the employee is a Creditor of the Company; and
 - 8.2.3. if the Plan is rejected, are entitled to propose the development of an alternative plan or present an offer to acquire the interests of other Affected Persons in the manner contemplated in section 153 of the Act.
- 8.3. Amongst other rights, in terms of section 145 of the Act, Creditors –
 - 8.3.1. have a right to vote to amend, approve or reject the Plan, in the manner contemplated in section 152 of the Act;
 - 8.3.2. if the Plan is rejected, have a further right to propose the development of an alternative plan or present an offer to acquire the interests of other Creditors in the manner contemplated in section 153 of the Act; and



8.3.3. whether a secured or unsecured Creditor, have a voting interest equal to the value of the amount owed to that Creditor by the Company.

8.4. Amongst other rights, in terms of section 146 of the Act, Shareholders -

8.4.1. a shareholder is entitled to vote on a business rescue plan if that business rescue plan alters the rights associated with the class of Securities held by that Securities holder. The Plan does not alter the rights associated with any Securities, and/or class of Securities, held by Securities holders (which include shareholders) and accordingly such Securities holders (which include the shareholder/s) are not required to, nor entitled to, vote on the Plan.

8.4.2. if the Plan is rejected, are entitled to propose the development of an alternative plan or present an offer to acquire the interests of other Creditors or other holders of the Company's Securities in the manner contemplated in the section 153 of the Act.

8.5. The summary set out above is merely a summary of the rights of affected persons in terms of the Act, as interpreted by the BRPs and the circumstances specific to the Company. Affected Persons should seek independent legal advice in respect of their claims and rights if they wish to do so. The BRPs are not responsible for any acts taken or omissions arising from an Affected Person's reliance on the above summary.

9. Voting by proxy

9.1. Voting by proxy is permitted. We have included a proxy form below, for the purpose of nominating a person to vote on your behalf at the Meeting. In addition to this, the proxy form is included in the Plan as "Annexure F" and is further available to download from the Company's website at: www.ciglimited.co.za, under the "Business Rescue" tab.

9.2. Creditors who are voting by proxy are required to lodge their duly completed proxy form either by:

9.2.1. submitting it via email, to the Company's business rescue email address at: business.rescue@ciglimited.com, by no later than **17h00 on Thursday, 29 April 2021**;



**Consolidated
Infrastructure
Group Limited**

9.2.2. delivering it by hand, to the Company's registered business address - located at: First Floor, 30 Melrose Boulevard, Melrose Arch, Sandton, Gauteng, 2196, South Africa - by no later than **17h00** on **Wednesday, 28 April 2021**.

10. Affected Persons are reminded that all documentation, information and notifications relevant to the business rescue proceedings of the Company, are available for review and to download on the Company's website at: www.ciglimited.co.za, under the "Business Rescue" tab.

11. If you have any requests or queries, they may be directed to the Company's business rescue team at: business.rescue@ciglimited.com.

Yours faithfully,

A handwritten signature in black ink, appearing to be 'PF Van den Steen', written over a horizontal line.

PF VAN DEN STEEN
Business Rescue Practitioner
Consolidated Infrastructure Group Limited
(in business rescue)

A handwritten signature in black ink, appearing to be 'MDT Liebenberg', written over a horizontal line.

MDT LIEBENBERG
Business Rescue Practitioner
Consolidated Infrastructure Group Limited
(in business rescue)

PROXY FORM

For use by the Creditors of **Consolidated Infrastructure Group Limited** (in business rescue) ("**Company**"), at the meeting convened in terms of section 151 of the Companies Act 71 of 2008, as amended ("**Meeting**"), to be held virtually via a video-conferencing platform on **Friday, 30 April 2021** at **10h00**, or at any subsequent adjournment of the Meeting.

NAME OF CREDITOR: _____

I / We, being a Creditor of the Company, do hereby nominate, constitute and appoint:

i. _____ or failing him / her;

ii. _____ or failing him / her;

iii. the business rescue practitioners ("**BRPs**") who act as the Chairmen of the Meeting,

as my / our proxy to attend, participate and act for me / us and on my / our behalf at the Meeting convened for the purpose of considering the proposed Business Rescue Plan for the Company and, if deemed fit, voting: (indicate with an X)

1. To direct the BRPs to adjourn the Meeting in order to revise the proposed Business Rescue Plan for further consideration:

VOTE IN FAVOUR	VOTE AGAINST	ABSTAIN FROM VOTING

2. For the approval and adoption of the proposed Business Rescue Plan, with or without modification and/or amendment:

VOTE IN FAVOUR	VOTE AGAINST	ABSTAIN FROM VOTING

SIGNED AT _____ **ON THIS** _____ **DAY OF** _____ **2021**

SIGNATURE/S

NAME/S

DESIGNATION/S

Who warrants that he is/she is/they are duly authorised thereto

NOTES:

1. Capitalized words not otherwise defined in this proxy form shall have the meaning ascribed to them in the proposed Business Rescue Plan of the Company.
2. A Creditor may insert the name of a proxy or the names of two alternative proxies of his/her choice in the space provided, with or without deleting "the business rescue practitioners ("**BRPs**") who act as the Chairmen of the Meeting". The person whose name stands first on the proxy form and who is present at the Meeting will be entitled to act as proxy to the exclusion of those whose names follow.
3. Proxy forms must either be:
 - 3.1. delivered and lodged at the Company's registered business address - located at: First Floor, 30 Melrose Boulevard, Melrose Arch, Sandton, Gauteng, 2196, South Africa - to be received by no later than **17h00** on **Wednesday, 28 April 2021**, two days prior to the Meeting; or
 - 3.2. emailed to the business rescue team at: business.rescue@ciglimited.com, by not later than **17h00** on **Thursday, 29 April 2021**, the day before Meeting.
4. The completion and lodging of this proxy form will not preclude the relevant Creditor from virtually attending and participating in the Meeting and voting thereat, to the exclusion of the proxy appointed in terms thereof, should such Creditor wish to do so.
5. If this proxy form is signed under power of attorney or by a representative on behalf of a company, close corporation or trust, it must be accompanied by an appropriate power of attorney (for an individual) or authorising resolution (for a juristic person) - as is applicable - giving such representative the authority to act as proxy and vote at the Meeting