

Companies and Intellectual Property Commission
Republic of South Africa

Form CoR 123.1

About this Form

- This form is issued in terms of section 129 and 131 of the Companies Act, 2008, and Regulation 123 of the Companies Regulations, 2011.
- A company resolution to commence business rescue proceedings has no force or effect until it has been filed with this notice.
- This notice must be published to every affected person within 5 business days after:
 - (a) it has been filed in the case of a resolution; or
 - (b) the date of the court order in such a case.
- If this Notice is issued following a board resolution:
 - (a) The company must appoint a business rescue practitioner with 5 business days after filing this notice; and
 - (b) Any affected person may apply to a court in terms of section 130 for an order setting aside the resolution.
- The fee for filing this notice is R0.

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

Notice of Beginning of Business Rescue Proceedings

Date: 27 July 2017

Customer Code: ATIMME

Concerning

(Name and Registration Number of Company)

Name: Solms-Wijn de Caab Proprietary Limited

Registration No: 2004/036024/07

The above named company advises that business rescue proceedings have commenced in terms of Chapter 6 of the Companies Act, as a result of:

The Board of the company having adopted the attached resolution in terms section 129, on 27 July 2017.

A Court having made the attached order in terms of section 131, on _____.

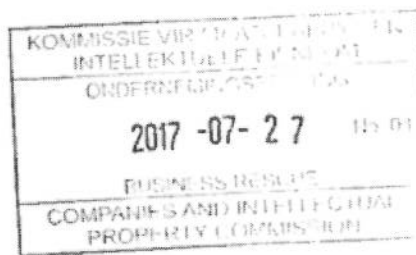
In terms of section 132 (1)(a), the company's business rescue proceedings commenced on 27 July 2017, being the date on which:

This notice was filed with the Commission.

The court issued the attached order.

(Only in the case of a company resolution)

In support of this Notice, the company has attached a sworn statement of the relevant facts upon which the resolution was founded by a director representing the Board.



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

Finlay Craig MacGillivray - Director

Authorised Signature:

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS OF SOLMS-WIJN DE CAAB
PROPRIETARY LIMITED, REGISTRATION NUMBER 2004/036024/07 ("The
Company") HELD ON 27 JULY 2017

PRESENT:

- Finlay Craig MacGillivray

IT IS RECORDED THAT

1. Notice of the meeting was given to the director of the Company and the time periods as required in terms of the Companies Act, No. 71 of 2008 ("the Companies Act") and/or Memorandum of Incorporation Company are hereby waived or condoned to the extent required.

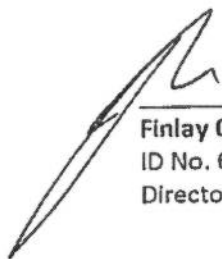
THE BOARD OF DIRECTORS RESOLVE:

2. That it has grounds to believe that the Company is financially distressed (within the meaning of section 128(1) and section 129(1)(a) of the Companies Act), and there appears to be a reasonable prospect of rescuing the Company.
3. That the Company voluntarily commence with business rescue proceedings with immediate effect and be placed under supervision as contemplated in section 129 of the Companies Act.



4. That Finlay Craig MacGillivray (ID No. 670707 5037 089), in his capacity as sole director of the Company, be and is hereby authorized to sign all documentation necessary to give effect to this resolution on behalf of the board of directors of the Company, including the signing of a sworn statement as contemplated in section 129(3)(a) of the Companies Act.
5. To approach Alison Timme (PwC) and ask her to accept the appointment as the business rescue practitioner of the Company as contemplated in section 129(1)(b) of the Companies Act.

Signed as a true record of the proceedings



Finlay Craig MacGillivray
ID No. 670707 5037 089
Director

KOMMISSIE VIR EIGERSKAPPE EN INTELLEKTUELE EIENDOM	
ONDERNEMINGSREDDING	
2017 -07- 27	No 0-1
BUSINESS RESCUE	
COMPANIES AND INTELLECTUAL PROPERTY COMMISSION	

SOLMS-WIJN DE CAAB (PROPRIETARY) LIMITED
REGISTRATION NUMBER 2004/036024/07
("THE COMPANY")

SWORN STATEMENT

I, the undersigned

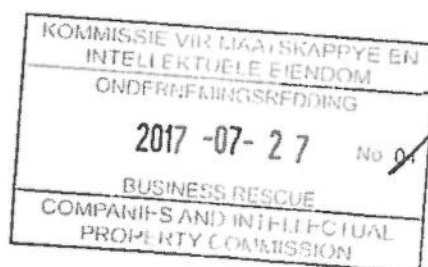
FINLAY CRAIG MACGILLIVRAY

do hereby make oath and state that

1. I am a major male, and am the sole director of the Company, with its registered address at Mazars House, Rialto Road, Grand Moorings Precinct, Century City, 7441 and principal place of business at Solms-Delta Wine Estate, Delta Road, Groot Drakenstein, 7680.
2. The facts contained herein are true and correct and are further within my personal knowledge, unless the contrary appears clearly from the context thereof.
3. I make this sworn statement in support of the resolution of the board of directors of the Company as contemplated in section 129(3)(a) of the Companies Act, No. 71 of 2008 ("the Companies Act").
4. On 27 July 2017, the board of directors of the Company has resolved that the Company voluntarily commences business rescue proceedings, as envisaged in terms of the Companies Act. The resolution of the board of directors will be filed together with this sworn statement.
5. The relevant facts upon which the resolution is founded are as follows:
 - 5.1 the Company's main business comprises of managing and operating the hospitality offerings at Solms-Delta Wine Estate. These include the tasting room, Fyndraai restaurant, picnic area, the deli, the two museums and include the hosting of weddings, functions, events and tours on the farm;
 - 5.2 the Company's parent company, Solms-Delta Wine Estate Proprietary Limited ("Solms-Delta"), is responsible for the production and sale of wine on the Solms-Delta Wine Estate. On 25 July 2017, Solms-Delta commenced business rescue proceedings;



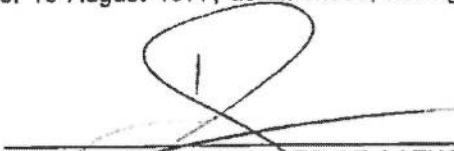
- 5.3 the Company's business is inextricably linked to and financially reliant upon Solms-Delta. As a result of Solms-Delta's acute cash flow shortage, which culminated in its filing for business rescue, Solms-Delta is unable to continue funding the Company; and
- 5.4 the Company does not have sufficient standalone working capital, which is causing liquidity issues, exacerbated by Solms-Delta's financial distress and resultant inability to fund the Company. As a result, the Company is currently unable to settle all its debts as currently due and those debts which will become due within the next six months, resulting in the Company becoming financially distressed as defined in the Companies Act.
6. It is the view of the board of directors that there is a reasonable prospect of rescuing the Company by being part of the implementation of the turnaround strategy which Solms-Delta is currently pursuing, in a business rescue, where the required working capital can be secured, with a view to the Company's operations becoming fully profitable.
7. Furthermore, business rescue will allow for:
- 7.1 the temporary supervision of the Company and for the management of its affairs, business and property;
- 7.2 a temporary moratorium on the rights of claimants against the Company or in respect of property lawfully in its possession; and
- 7.3 the development and implementation, if approved, of a plan to rescue the Company by restructuring its affairs, business, property, debt and other liabilities and equity in a manner that maximises the likelihood of the Company continuing in existence on a solvent basis, or
- 7.4 the development and implementation, if approved, of a plan to realise the Company's assets which will result in a better return for the Company's creditors and/or shareholders than would be the case in an immediate liquidation of the Company.
8. I further confirm that there is no pending application for the liquidation of the Company (either by itself or by a creditor), nor has any creditor threatened to launch such an application.



BINLAY CRAIG MACGILLIVRAY

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The Deponent has acknowledged that he knows and understands the contents of this affidavit, which was signed and sworn to before me at Cape Town on this the day of July 2017, the regulations contained in Government Notice No. R1258 of 21 July 1972, as amended, and Government Notice No. R1648 of 19 August 1977, as amended, having been complied with.



COMMISSIONER OF OATHS

Full names: LEE-ANNE SETOLE
Business address: DELTA ROAD, OFF R45 GROOT DRAKENSTEIN
Designation: FINANCIAL MANAGER
Capacity: PROFESSIONAL ACCOUNTANT

LEE-ANNE SETOLE
Commissioner of Oaths (RSA)
Professional Accountant (SA)
Registration Number: 25213
65 Aurora Street
Newton, Wellington, 7655
Cell: 072 412 3345
~~CERTIFIED A TRUE COPY OF THE ORIGINAL~~ LS

KOMMISSIE VIR MAATSKAPPYE EN
INTELEKTUELE EIENDOM
ONDERNEMINGSREDDING
2017-07-27 No 04
BUSINESS RESCUE
COMPANIES AND INTELLECTUAL
PROPERTY COMMISSION

 LS