

Attention: Affected Persons of Alcon Marepha (Proprietary) Limited (In Business Rescue)

1. Delivered to:
 - 1.1. Affected Persons
 - 1.2. Trade Union
2. Displayed –
 - 2.1. At security at the registered office and principal place of business of the Company
 - 2.2. Published on the website maintained by the Company and accessible to Affected Persons

NOTICE TO THE AFFECTED PERSONS IN TERMS OF SECTIONS 143(3) AND 151(2) OF THE COMPANIES ACT 71 OF 2008 IN RESPECT OF THE BUSINESS RESCUE PROCEEDINGS OF ALCON MAREPHA PROPRIETARY LIMITED, 2001/020977/07 (IN BUSINESS RESCUE) ("the Company")

27 February 2023

1. I, as the business rescue practitioner ("**BRP**") of the Company, hereby give notice in terms of the Companies Act 71 of 2008 ("**Companies Act**") to all known affected persons of the Company that the following meetings, to be presided over by the BRP, will be convened as follows:

- 1.1. The meeting of shareholders called in terms of section 143(3)(b) of the Companies Act to approve the BRP's remuneration agreement as set out in Annexure I to the Company's published Business Rescue Plan ("**Plan**"):

Date: Monday, 6 March 2023

Time: 9h30 AM (SAST)

Virtual Venue: [Click here to join the meeting](#)

- 1.2. The meeting of creditors called in terms of section 143(3)(a) of the Companies Act to approve the BRP's remuneration agreement as set out in Annexure I to the Company's published Plan:

Date: Tuesday, 7 March 2023

Time: 9h30 AM (SAST)

Virtual Venue: [Click here to join the meeting](#)

- 1.3. The meeting of creditors called in terms of section 151(2) of the Companies Act to approve the Plan ("**Plan Meeting**"):

Date: Tuesday, 7 March 2023

Time: 10h00 AM (SAST)


Virtual Venue: [Click here to join the meeting](#)

2. The Plan has been published to known affected persons and has been further made available on the Company's website at <https://www.alcon.co.za/business-rescue/>.
3. **AGENDA FOR REMUNERATION AGREEMENT APPROVAL MEETINGS:**
 - 3.1. Welcome
 - 3.2. Introduction by the BRP of the Remuneration Agreement
 - 3.3. Call for a vote for the approval of the Remuneration Agreement
 - 3.4. Report results of the Vote
 - 3.5. Meeting closure.
4. **AGENDA FOR PLAN MEETING IN TERMS OF SECTION 151 & 152 OF THE COMPANIES ACT:**
 - 4.1. Welcome
 - 4.2. Introduction by the BRP of the Plan for consideration by creditors
 - 4.3. Brief presentation by the BRP of the significant points, considerations and terms and conditions of the Plan.
 - 4.4. Confirmation by the BRP that he continues to believe that there is a reasonable prospect of the Company being rescued, as contemplated in the Companies Act.
 - 4.5. An opportunity for the employees or their representative to address the Plan Meeting, if they so wish to do so.
 - 4.6. Open discussions and, if necessary, entertain and conduct a vote on any motions to:
 - 4.6.1. amend the Plan, in any manner moved and seconded by holders of creditors voting interests, and which are satisfactory to the BRP;
 - 4.6.2. direct the BRP to adjourn the meeting in order to revise the Plan for further consideration.
 - 4.7. Call for a vote for preliminary approval of the proposed Plan, provided that the Plan Meeting is not adjourned per paragraph 4.6.2 above.
 - 4.8. Report results of the preliminary vote.
 - 4.9. Any other business.
 - 4.10. Meeting closure.
5. Summary of rights of affected persons to participate and vote at the Plan Meeting:
 - 5.1. Affected persons of the Company are referred to sections 144, 145, 146, 152(2) and 152(3) of the Companies Act and are encouraged to seek independent legal advice in respect of their rights.
 - 5.2. Amongst other rights of employees in terms of section 144 of the Companies Act, the employees –
 - 5.2.1. are entitled to be present at the Plan Meeting and make a submission before a vote is conducted on the Plan;

- 5.2.2. are entitled to vote with creditors on a motion to approve the proposed Plan to the extent that the employee is a creditor of the Company;
 - 5.2.3. will have a voting interest per Annexure B to the Plan;
 - 5.2.4. if the proposed Plan is rejected, are entitled to call for a vote of approval requiring the BRP to prepare and publish a revised plan, or present an offer to acquire the interests of other creditors as provided for in section 153 of the Companies Act.
- 5.3. Amongst other rights of creditors in terms of section 145 of the Companies Act, the creditors –
- 5.3.1. have a right to vote to amend, approve or reject the proposed Plan;
 - 5.3.2. if the proposed Plan is rejected, are entitled to call for a vote of approval requiring the BRP to prepare and publish a revised plan, or present an offer to acquire the interests of other creditors as provided for in section 153 of the Companies Act; and
 - 5.3.3. whether secured or unsecured, will have a voting interest per Annexure B to the Plan.
- 5.4. Amongst other rights of shareholders in terms of section 146 of the Companies Act, the shareholders -
- 5.4.1. are entitled to vote to approve or reject the Plan insofar as it alters the rights associated with the class of securities held by the shareholder; and
 - 5.4.2. if the proposed Plan is rejected, are entitled to call for a vote of approval requiring the BRP to prepare and publish a revised plan, or present an offer to acquire the interests of other creditors as provided for in section 153 of the Companies Act.
- 5.5. The summary set out above is merely a summary of the rights of affected persons as interpreted by the BRP in terms of the Companies Act 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 BRP is not responsible for any acts taken or omissions arising from an affected person's reliance on the above summary.
6. Voting by proxy is permitted. A proxy form is attached as Annexure H to the Plan that has been published to known affected persons and has been further made available on the Company's website at <https://www.alcon.co.za/business-rescue/>.

7. Proxy forms must be returned via e-mail to businessrescue@alcon.co.za by 17h00 on Friday, 3 March 2023.
8. If you have any queries or require a paper copy of the Plan, please do not hesitate to contact the BRP at businessrescue@alcon.co.za.

Yours faithfully



Neil Hablutzel
Business Rescue Practitioner

ANNEXURE H - Proxy Form for Creditors

**ALCON MAREPHA PROPRIETARY LIMITED (IN BUSINESS RESCUE) ("COMPANY")
FORM OF PROXY**

For the use by the Creditors and/or Employees and/or Shareholders (as the case may be) at a meeting convened in terms of Sections 151 and 152 of the Companies Act 71 of 2008 to be held electronically via Microsoft Teams on Tuesday 7 March 2023 at 10:00 ("**Meeting**").

NAME OF CREDITOR

I/We, being a creditor/shareholder of the Company in the amount of _____ do hereby nominate, constitute, and appoint -

- 1 _____ or failing him/her;
- 2 _____ or failing him/her;
- 3 the business rescue practitioner,

as my proxy to attend and act for me/us and on my/our behalf at the Meeting to be held to consider the proposed business rescue Business Rescue Plan of the Company and to vote in accordance with the instructions indicated below (as the case may be) in respect of the proposed business rescue Business Rescue Plan.

Adoption of Remuneration Agreement

- Option 1: Vote for the Adoption of the Remuneration Agreement**
- Option 2: Vote against the Adoption of the Remuneration Agreement**
- Option 3: Abstain from Voting**

Tick Relevant Box for Election:

Option 1	Option 2	Option 3
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Adoption of the Business Rescue Plan

- Option 1: Vote for the Adoption of the Business Rescue Plan**
- Option 2: Vote against the Adoption of the Business Rescue Plan**
- Option 3: Abstain from Voting**

Tick Relevant Box for Election:

Option 1	Option 2	Option 3
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Amendments

- Option 1: Vote for an Amendment to the Business Rescue Plan**
Option 2: Vote against an Amendment to the Business Rescue Plan
Option 3: Abstain from voting

Tick Relevant Box for Election:

Option 1	Option 2	Option 3
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Adjournments

- Option 1: Vote for the BRP adjourning the Meeting in order to revise the Business Rescue Plan for further consideration.**
Option 2: Vote against the BRP adjourning the Meeting in order to revise the Business Rescue Plan for further consideration
Option 3: Abstain from voting.

Tick Relevant Box for Election:

Option 1	Option 2	Option 3
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Signed at _____ on the _____

who warrants that he / she is duly authorised thereto

Name: _____

Date: _____

Place: _____

Witness: _____

Witness: _____

Note - if signed by a representative of a Company, close corporation or trust, the business rescue practitioner may require the proxy form to be supplemented with an appropriate resolution or power of attorney giving such representative the authority to vote at the meeting on behalf of such Company, close corporation, or trust.