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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 committee 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: 28 OCTOBER 2016

Customer Code: FLUX01

Concerning

(Name and Registration Number of Company)

Name: STUTTAFORDS INTERNATIONAL FASHION COMPANY (PROPRIETARY) LIMITED

Registration No: 2004/004471/07

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 28 October 2016

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 28 October 2016, 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.

KOMMISSIE VIR MAATSKAPPYE EN INTELLEKTUELE EIENDOM	
ONDERNEEMINGSRECHTING	
2016 -10- 28	No. 04
BUSINESS RESCUE	
COMPANIES AND INTELLECTUAL	
SIGNING ON BEHALF OF THE COMPANY	

Name and Title of person signing on behalf of the Company

ROBERT JAMES AMOILS (Identity No. 770228 5134 08 0)

Authorised Signature:

SWORN AFFIDAVIT IN TERMS OF SECTION 129(3)(a) OF THE COMPANIES ACT 71 OF 2008 (AS AMENDED) ("THE COMPANIES ACT") IN RELATION TO THE SUPERVISION AND BUSINESS RESCUE PROCEEDINGS OF STUTTAFORDS INTERNATIONAL FASHION COMPANY (PROPRIETARY) LIMITED (REGISTRATION NO: 2004/004471/07)

I, the undersigned,

ROBERT JAMES AMOILIS
Identity No. 7702285134080

ISSIE VIR MAATSKAPPYE EN INTELLEKTUELE EIENDOM	
ONDERNEMINGSREDDING	
2016 -10- 2 8	No: 04
BUSINESS RESCUE	
COMPANIES AND INTELLECTUAL PROPERTY COMMISSION	

do hereby make oath and state that:-

1. I am a director and the Chief Executive Officer of Stuttafords International Fashion Company (Pty) Limited (Registration No. 2004/004471/07) ("the Company").
2. The facts and allegations herein contained are, save where the context indicates a contrary intention or where it is stated by me to the contrary, within my own personal knowledge and are to the best of my knowledge and belief both true and correct.
3. In terms of a resolution of the Company's board of directors dated 28 October 2016 ("the Resolution")
 - 3.1 the board of directors of the Company passed a resolution for the Company to be placed under business rescue in terms of Section 129 of the Companies Act No 21 of 2008 as amended ("the Act");
 - 3.2 I am authorised to represent the Company in making this affidavit and to sign all required documents to give effect to the Resolution.
4. This sworn statement is made pursuant to the provisions of Section 129(3)(a) of the Act, which states that:-

129(3) *"Within five business days after a company has adopted and filed a resolution, as contemplated in subsection (1), or such longer time as the*

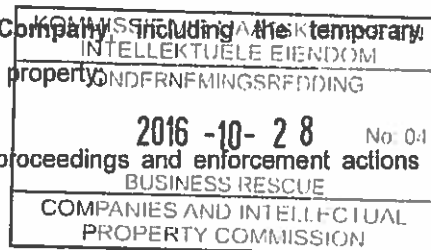


Commission, on application by the Company, may allow, the Company must-

(a) publish a notice of the resolution, and its effective date, in the prescribed manner to every affected person, including with the notice a sworn statement of the facts relevant to the grounds on which the board resolution was founded; and

(b) appoint a Business Rescue practitioner who satisfies the requirements of section 138, and who has consented in writing to accept the appointment.

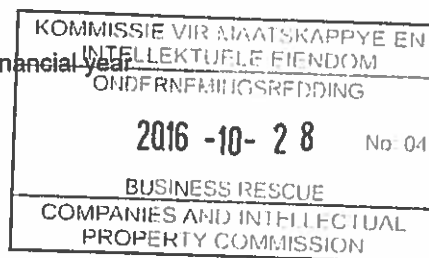
5. As will appear below, the Company is "financially distressed", in that it appears to be reasonably unlikely that the Company will be able to pay all of its debts as they become due and payable within the immediately ensuing six months
6. These Business Rescue proceedings have been taken to facilitate the rehabilitation and repositioning of the Company by providing for *inter alia-*
 - 6.1 the temporary supervision of the Company, including the temporary management of its affairs, business and property
 - 6.2 a temporary moratorium on the legal proceedings and enforcement actions against the Company; and
 - 6.3 the development and implementation, if approved, of a plan to rescue the Company by restructuring its affairs, business, debts, liabilities and equity in a manner that maximises the likelihood of a) the Company continuing in existence, on a solvent basis, into the foreseeable future and b) the Company providing a better return for the Company's creditors and shareholders than would result from the immediate liquidation of the Company.
7. The Company is a national retailer of branded apparel and beauty products, both in department store and line-store format, located in various well known malls throughout South Africa



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8. The Company's entire issued share capital is held by Stuttafords Stores (Pty) Ltd.
9. In addition to this retail business the Company owns:
 - 9.1 100% of the issued share capital of Stuttafords Stores (Namibia) (Proprietary) Limited which in turn owns a store in Windhoek, Namibia (incorporated in Namibia);
 - 9.2 100% of the issued share capital of Stuttafords Stores (Botswana) (Proprietary) Limited which in turn owns two stores in Botswana (incorporated in Botswana);
 - 9.3 100% of the Issued share capital of Monobrand No 1 (Proprietary) Limited;
 - 9.4 100% of the Issued share capital of Monobrand No 2 (Proprietary) Limited.
10. The Company employs approximately 950 employees.
11. The Company's public interest score is 2,213 made up as follows:

11.1	for the average number of its employees during the year	951 points
11.2	for its total financial liability at the last financial year-end, i.e 30 June 2016	376 points
11.3	for its turnover for the last financial year	885 points
11.4	Number of shareholders	1 point
	TOTAL	2,213
12. The Company's head office is located in Eastgate, Bedfordview and the Company has 8 (eight) department stores and 16 (sixteen) standalone line stores located throughout the Republic of South Africa.



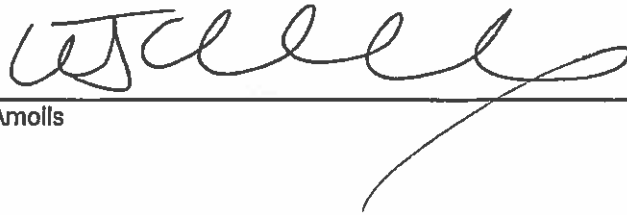
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13. **FINANCIAL DISTRESS**

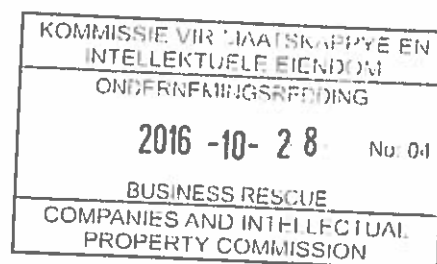
13.1 As a result of a) subdued customer demand b) declines in full margin turnover c) escalations in capital expenditure costs d) onerous lease terms pertaining to certain locations, the Company's financial position has been negatively affected

13.2 The above has resulted in a cash-flow constraint which has caused the board to conclude that the Company is reasonably unlikely to be able to pay its debts, as and when they become due and payable, within the immediate ensuing six months.

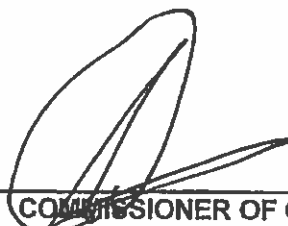
14. The Company can, whilst under supervision, restructure its affairs (rendering it solvent) and requires a creditors' moratorium on claims and the benefits of an adopted business rescue plan to achieve these objectives.



Robert Amolls



The terms of regulation R.1258 published in Government Gazette No. 3619 of 21 July 1972 (as amended and supplemented) having been complied with, I hereby certify that the deponent has acknowledged that he knows and understands the contents of this affidavit, which was signed and sworn to before me on this the 28th day of October 2016.



COMMISSIONER OF OATHS

Surname:

First Names:

Business Address:

Area of Jurisdiction:

Muhammed Vally
Commissioner of Oaths
Ex Officio Practising Attorney R.S.A.
4th Floor, The Firs, c/o Craddock & Blermann
Avenue, Rosebank, JHB

KOMMISSIE VIR MAATSKAPPYE EN
INTELLEKTUELE EIENDOM
ONDERNEMINGSREDDING
2016 -10- 2 8 No. 04
BUSINESS RESCUE
COMPANIES AND INTELLECTUAL
PROPERTY COMMISSION

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STUTTAFORDS

28 October 2016

Companies and Intellectual Property Commission
Business Rescue Division

Dear Sirs

We refer to our voluntary filing for business rescue in terms of Section 129 of the Companies Act 71 of 2008.

We hereby confirm that:

1. Our Public Interest Score (PIS) is 2,213 and the breakdown is as follows:

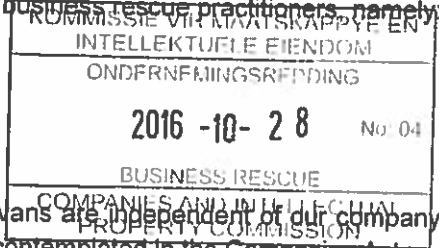
1.1	Employees average number during the year	951 points
1.2	Financial liability at last financial year end	376 points
1.3	turnover for the last financial year	885 points
1.4	Number of shareholders	1 point
TOTAL		2,213

2. Our primary business is that of a national retailer of branded apparel and beauty products, both in department store and line-store format, located in various well known malls throughout South Africa

3. We approve the appointment of our nominated business rescue practitioners, namely:

3.1 Fenwick Neil Miller ("Miller"); and

3.2 John Francis Evans ("Evans").



4. We declare and confirm that both Miller and Evans are independent of our company and have no relationship with our company as contemplated in the Companies Act.

Yours faithfully

CHAIRMAN

STUTTAFORDS

PO Box 75322, Gardenview, 2047

T: +27 11 8791000 | F: +27 11 6160194

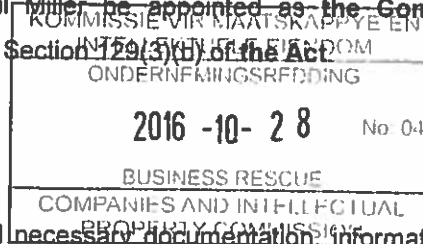
Stuttafords International Fashion Company (Proprietary) Limited

Reg. No. 2004/004471/07

RESOLUTION OF THE BOARD OF DIRECTORS OF STUTTAFORDS INTERNATIONAL FASHION COMPANY (PTY) LTD (REGISTRATION NO.2004/004471/07) ("THE COMPANY") HELD AT JOHANNESBURG ON THE 28TH DAY OF OCTOBER 2016

HAVING A QUORUM PRESENT THE BOARD RESOLVED THAT:-

1. All the time periods for the convening and holding of this meeting be, and are hereby, waived.
2. As it appears reasonably likely that the Company will be unable to pay all of its debts as they may become due and payable within the immediately ensuing six (6) months:
 - 2.1 the Company is financially distressed within the meaning of Section 128(1)(f) of the Companies Act 71 of 2008 ("the Act"); and
 - 2.2 there is a reasonable prospect of rescuing the Company as provided for in terms of Section 129(1)(b) of the Act.
3. The Company resolves to voluntarily begin business rescue proceedings and for it to be placed under supervision in terms of Section 129(1) of the Act.
4. John Francis Evans and Fenwick Neil Miller be appointed as the Company's business rescue practitioners in terms of Section 129(3)(b) of the Act.
5. To achieve the above objectives:
 - 5.1 the Company forthwith lodge all necessary documentation, information, the notice of Beginning of Business Rescue Proceedings (Form CoR 123.1) with the Companies and Intellectual Property Commission of South Africa ("CIPC"), and thereafter the Notice of Appointment of Business Rescue Practitioner (Form CoR123.2);
 - 5.2 the Company appoints as its business rescue practitioners John Francis Evans of RS Advisors and Fenwick Neil Miller of Mazars Recovery and Restructuring (Pty) Ltd.



6. Robert Amoils in his capacity as director and Chief Executive Officer of the Company be and is hereby authorised on behalf of the Company to sign all documents and do all things necessary for the Company to begin the business rescue proceedings and to appoint John Francis Evans and Fenwick Neil Miller as its business rescue practitioners.

SIGNED AT JOHANNESBURG ON THIS THE 28TH DAY OF OCTOBER 2016



BRUCE RUBENSTEIN



ALAN WITT



GERALD RUBENSTEIN



ROBERT AMOILS



DANIEL REICHENBERG





CORNE WRIGHT



NEIL JONES



HOWARD LAZARUS



DAVID GOODMAN