

IN THE HIGH COURT OF JUSTICE
BUSINESS AND PROPERTY COURTS
OF ENGLAND AND WALES
COMPANIES COURT (ChD)

Before: []

[] JUNE 2020

IN THE MATTER OF AFRICAN MINERALS LIMITED (IN ADMINISTRATION)
AND IN THE MATTER OF THE COMPANIES ACT 2006

ORDER TO CONVENE MEETING

UPON THE APPLICATION by Part 8 claim form dated 22 June 2020 (the “**Claim Form**”) by the joint administrators (the “**Administrators**”) of African Minerals Limited (In Administration) (the “**Company**”)

AND UPON HEARING counsel for the Administrators

AND UPON READING the Claim Form and the First Witness Statement of Ian Wormleighton dated 23 June 2020 (“**Wormleighton 1**”) and the exhibit thereto

AND UPON the Court adopting in this Order, save where terms are otherwise expressly defined, the definitions contained in the proposed scheme of arrangement promulgated by the Administrators pursuant to Part 26 of the

Companies Act 2006 (the “**Scheme**”) and the draft explanatory statement to be made in relation to the Scheme pursuant to section 897 of the Companies Act 2006 (the “**Explanatory Statement**”)

IT IS ORDERED AND DIRECTED THAT:

1. The Company is at liberty to convene a single meeting of its Scheme Creditors (the “**Scheme Meeting**”) pursuant to Part 26 of the Companies Act 2006 for the purpose of considering, and if thought fit, approving (with or without modifications) the Scheme proposed to be made between the Company and its Scheme Creditors.
2. The Scheme Meeting shall be held by telephone and by video conference in accordance with the details set out at paragraphs 3 and 4 of Part 4 (*Actions to be taken by Scheme Creditors and Conditions to Implementation of the Scheme*) of Section I of the Explanatory Statement and shall commence at 10:00 a.m. London time on 20 July 2020 (or such later time or date as the Company may decide). Check-in (as defined at paragraph 12 below) will commence at 9.30 am on 20 July 2020.
3. By 4.30 pm on 30 June 2020:
 - a. a notice convening the Scheme Meeting and enclosing copies of the Scheme Document, the Explanatory Statement, and instructions concerning the Scheme Meeting (including the making of a CRV Election and the appointment of a Nominated Recipient, each

substantially in the form exhibited to Wormleighton 1, subject to minor modifications as advised by the Administrators' solicitors and counsel (the "**Scheme Documentation**"), shall be provided to all persons whom the Administrators believe are or may be Scheme Creditors by:

- i. email (to the extent that the Company holds such contact details) via GLAS Specialist Services Limited, who has been appointed by the Administrators to distribute and receive information regarding the Scheme (the "**Information Agent**"); and
 - ii. making the Scheme Documentation available on the Scheme Website (<https://glas.agency/african-minerals-limited>) and the Administration Website (<http://www.deloitte-insolvencies.co.uk/africanminerals>).
4. Scheme Creditors may obtain hard copies of the Scheme Documentation free of charge upon request. Scheme Creditors may send such a request by email to the Information Agent at lm@glas.agency.
5. Unless the Court orders otherwise, the accidental omission to serve any Scheme Creditor with notice of the Scheme Meeting or any part of the Scheme Documentation, or the non-receipt of notice of the Scheme Meeting or the Scheme Documentation by a Scheme Creditor, shall not invalidate the proceedings at, or the outcome of, the Scheme Meeting.

6. By 5.00pm (London time) on 15 July 2020:
- a. Scheme Creditors wishing to vote at and attend the Scheme Meeting must:
- (i) register with the Information Agent, either via a link on the Scheme Website or by emailing the Information Agent at lm@glas.agency and providing their name and address as provided in their proof of debt, a telephone number and email address (or, if the Scheme Creditor is a company or corporation, the phone number and email address of an Authorised Person) in accordance with paragraphs 3.5 and 3.6 of Part 4 (*Actions to be taken by Scheme Creditors and Conditions to Implementation of the Scheme*) of Section I of the Explanatory Statement (“**Registration**”); and
- (ii) following Registration, provide to the Information Agent certified copies of its (or its Authorised Person’s) passport or national identity card and, if the Scheme Creditor is a company or corporation, a certified copy of the resolution of directors or the governing body of the Scheme Creditor evidencing that the Authorised Person has been granted the power and authority by the Scheme Creditor to do all things necessary to enable the Scheme Creditor to vote on the Scheme.

- b. Scheme Creditors who wish to appoint the Chairman or a nominee to act as their proxy at the Scheme Meeting must complete and provide a Proxy Form to the Information Agent, together with a certified copy of the Proxy's passport or national identity card;
7. The Information Agent will provide the following information to each Scheme Creditor that has completed Registration:
 - (i) video and telephone dial-in to the Scheme Meeting; and
 - (ii) secure log-in details to the on-line portal accessible via the Scheme Website (the "Portal").
8. Save for the information to be provided under paragraph 6(a)(i) above (which may be provided via the link on the Scheme Website), the information identified in paragraph 6 above must be submitted to the Information Agent by either: (i) the Portal; or (ii) by email to the Information Agent at lm@glas.agency.
9. By 12.00 p.m. (London time) on 19 July 2020, Scheme Creditors wishing to vote on the Scheme remotely must vote via the Portal or by email to the Information Agent (subject to completing Registration).
10. By 5.00 p.m. (London time) on 19 July 2020, the Joint Administrators (directly or via the Information Agent) will inform by email each Scheme Creditor of the Voting Values attaching to their Admitted Claim or Undetermined Provable Claim for the purpose of the Scheme Meeting, such

Voting Value to be calculated by the Administrators as at 12 p.m. (London time) on 19 July 2020.

11. Mr Ian Wormleighton or Mr Nicholas Edwards be appointed as chairman of the Scheme Meeting (the “**Chairman**”), or, if for any reason they are unable so to act, Ms Osborne, a partner of Akin Gump LLP, be the Chairman. The Chairman is directed to report the results of the Scheme Meeting to the Court.
12. The Chairman (with the assistance of the Information Agent, as necessary) will verify the identity of each Scheme Creditor attending the Scheme Meeting (whether in person, by Proxy, or by an Authorised Person) before allowing them to enter the Scheme Meeting in accordance with paragraphs 4.3 of Part 4 (*Actions to be taken by Scheme Creditors and Conditions to Implementation of the Scheme*) of Section I of the Explanatory Statement (“**Check-in**”). Check-in will commence from 9.30 am on 20 July 2020.
13. The Chairman shall:
 - a. retain responsibility and sole discretion for:
 - i. supervising Check-in and admitting Scheme Creditors into the Scheme Meeting;
 - ii. determining the entitlement to vote and the Voting Value of any Scheme Creditor at the Scheme Meeting;

- iii. be at liberty to adjourn the Scheme Meeting, provided that, if adjourned, the Scheme Meeting recommences as soon as reasonably practicable thereafter;
 - b. oversee voting;
 - c. have discretion (without prejudice to the generality of paragraph 13(d) below):
 - i. to accept incomplete or late Proxy Forms; and
 - ii. in the event of a vote being cast by more than one Scheme Creditor in respect of the same debt, to count only the votes of the person with the ultimate economic interest in that debt.
 - d. be at liberty to rely on the electronic confirmations (in respect of electronic forms of proxy) as a warranty that the Authorised Person (or person submitting such confirmation) has been duly authorised by the relevant Scheme Creditor; and
 - e. have permission to apply for such further directions as he may consider necessary or appropriate.
- 14. Any person validly appointed as Proxy for a Scheme Creditor may attend and speak at the Scheme Meeting.
- 15. A representative from the Information Agent, of appropriate seniority, will act as a scrutineer and be responsible for confirming the results of the

Scheme Meeting and providing the Chairman with a report setting out the results of the Scheme Meeting.

16. The Chairman be required to file a report on the Scheme Meeting and the voting by 10.00 a.m. on [] 2020 (assuming the requisite majority is obtained at the Scheme Meeting).
17. The Claim Form be adjourned for further hearing.
18. If the Scheme is approved at the Scheme Meeting by the required statutory majority, the Claim Form shall be restored and a further Court hearing at which the Company shall seek the sanction of the Court to the Scheme shall be listed on [27 July] 2020.

Service of the order

The Court has provided a sealed copy of this order to the serving party;

Akin Gump LLP, Eighth Floor, 10 Bishops Square, London E1 6EG (Attention: tom.laidler@akingump.com; srishti.kalro@akingump.com)

DATED this [] day of June 2020

CR-2020-[]

IN THE HIGH COURT OF JUSTICE

BUSINESS AND PROPERTY COURTS

OF ENGLAND AND WALES

CHANCERY DIVISION (ChD)

COMPANIES COURT

Before:

THE HONOURABLE []

29 JUNE 2020

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