

## **EDCON: Results of Compromise Meetings**

Further to the Edcon Group's (as defined below) announcement dated 13 December 2016 confirming that on that date compromises pursuant to section 155 of the South African Companies Act were proposed to the Senior Secured Creditors and the Super Senior Third Ranking Creditors by each of Edcon Limited (the "Company"), Edgars Consolidated Stores Limited ("ECSL"), Edcon Acquisition Proprietary Limited ("Bidco") and Edcon Holdings Limited ("Holdco", together with the Company, ECSL and Bidco is referred to as the "Edcon Group"), the Edcon Group is pleased to announce that all of the compromises were overwhelmingly adopted at compromise meetings specifically called for that purpose on 29 December 2016 by each class of the above creditors of each Edcon Group company in terms of section 155(6) of the South African Companies Act.

In respect of each compromise meeting convened by the Company, ECSL, Bidco and Holdco in respect of the Senior Secured Creditors:

1. A total of –
  - a. 92,44% of the total outstanding claims of the Senior Secured Creditors voted in respect of the compromise proposals (as calculated in terms of the compromise proposal) ("Aggregate Senior Secured Compromise Claims"); and
  - b. 219 Senior Secured Creditors were represented at the relevant compromise meetings, all of whose votes were exercised by the Chairman.
2. The voting was as follows:
  - a. 95,45% of the Aggregate Senior Secured Compromise Claims voted in favour of the adoption of the compromise proposals whereas 4,55% voted against the adoption of the compromise proposals; and
  - b. 210 Senior Secured Creditors represented at the relevant compromise meetings, whose votes were exercised by the Chairman, voted in favour of the adoption of the compromise proposals whereas 9 Senior Secured Creditors represented as aforesaid voted against the adoption of the compromise proposals.

In respect of each meeting convened by the Company, ECSL, Bidco and Holdco in respect of the Super Senior Third Ranking Creditors:

3. A total of –

- a. 92,68% of the total outstanding claims of the Super Senior Third Ranking Creditors voted in respect of the compromise proposals (as calculated in terms of the compromise proposal) ("Aggregate Super Senior Compromise Claims"); and
- b. 86 Super Senior Third Ranking Creditors were represented at the relevant compromise meetings, all of whose votes were exercised by the Chairman.

4. The voting was as follows:

- a. 84,18% of the Aggregate Super Senior Compromise Claims voted in favour of the adoption of the compromise proposals whereas 15,82% voted against the adoption of the compromise proposals; and
- b. 82 Super Senior Third Ranking Creditors represented at the relevant compromise meetings, whose votes were exercised by the Chairman, voted in favour of the adoption of the compromise proposals whereas 4 Super Senior Third Ranking Creditors represented as aforesaid voted against the adoption of the compromise proposals.

The Edcon Group hereby notifies and confirms to the Senior Secured Creditors and Super Senior Third Ranking Creditors that the Edcon Group will be applying for court approval and sanction of the proposals adopted above in terms of section 155(7) of the South African Companies Act during the week of 9 January 2017. Copies of the court applications will be made available upon request to any Senior Secured Creditors and Super Senior Third Ranking Creditors by contacting the Company in the manner set out in the compromise documents.

Following the adoption of the compromise proposals at the compromise meetings, the Edcon Group remains on track to fulfilling the conditions to the implementation of the Restructuring Agreement during the course of January 2017.