

CESSION OF CLAIMS

between

(Identity Number: _____)

("the Cedent")

in favour of:

**ORTHOTOUCH (PTY) LTD
(Registration Number: 2010/004096/06)**

OR NOMINEE

("the Cessionary")

1 INTRODUCTION

Whereas:

- 1.1 The Cedent is an investor in the Highveld Syndication Group of Companies which were subsequently placed under business rescue and later formed the subject matter of a scheme of arrangement.
- 1.2 The cedent by virtue of the aforesaid are entitled to certain rights and entitlements against Zephan and Orthotouch, both of which have been placed under business rescue.
- 1.3 The business rescue plans for both Zephan and Ortotouch were voted upon and accepted on the basis that the Cedent would be obliged to cede any and all claims which the Cedent has or claims to have arising out of the HS Investment/s ("Claims") to the Cessionary, which he/she/it hereby does, subject to due and proper compliance by the Cessionary of its obligations in terms of the BR Plan.
- 1.4 The BR plan envisages a sale and an out-and-out cession and of all claims and disputes which the creditor / investor might have against any person howsoever arising, whether from or relevant to the matters and / or issues traversed in or in any way relevant to this Business Rescue Plan, the business rescue of the Highveld Syndication Group of Companies, the scheme of arrangement, any High Court proceedings, High Court orders and / or other court proceedings and/or costs orders, whether already vested or to be determined, and none of the creditors / investor will have any further rights or claims against party arising therefrom save as it is specifically provided for in terms of this agreement upon payment of the claim / sale consideration be transferred to and vest in the third party offeror.

IT IS AGREED THAT:

- 2 The Cedent hereby sells, cedes, assigns and transfers unto and in favour of the Cessionary all of their rights, title and interest in and to its/her/his claims, upon fulfilment by the Cessionary of its contractual obligations as contained more fully in the BR Plan.

- 3 The Cedent hereby nominates, constitutes and appoints _____ as his/her/its true and lawful attorney and agent irrevocably and *in rem suam*, with power of substitution, to do all such things and sign all such documents as might be required to give effect to the aforesaid cession.

THUS DONE AND SIGNED BY THE RESPECTIVE PARTIES AS FOLLOWS:

Date:

Place:

Date:

Place: