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in alliance with > **Linklaters**

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Your reference

487/2021

Our reference

V Movshovich / D Rafferty / T Mbatha /
L Mache
3025290

Date

30 May 2022

Dear Sirs

Siyangena Technologies (Pty) Ltd ("Siyangena") // Passenger Rail Agency of South Africa ("PRASA") and Others (SCA case no. 487/2021)

1. As you are aware, we act for #UniteBehind ("**our client**") and refer to the above proceedings currently before the Supreme Court of Appeal ("**the SCA**") ("**the appeal**").
2. It has come to light that after the judgment of the High Court in the review proceedings under GP case no: 14332/18, dated 8 October 2020 ("**the judgment**"), certain developments have occurred which are a cause for concern.

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Chief Operating Officer: SA Boyd

3. The purpose of this letter is to address the issues arising out of these developments and to place on record our client's intended action should the parties not agree to the proposed undertaking set out below.
4. It is our client's understanding that pursuant to the handing down of the judgment and following the lodging of the appeal in the SCA by Siyangena: -
 - 4.1 PRASA sought a legal opinion on or about 14 July 2021, to address *inter alia* the possibility of a settlement between PRASA and Siyangena;
 - 4.2 in a legal opinion issued by Mr Mathipa, a member of the Bar, on 31 August 2021, PRASA was advised *inter alia* that the only lawful settlement that could be entertained by the parties entails Siyangena's unconditional withdrawal of the appeal, and any other settlement that falls outside of this condition would be unlawful; and
 - 4.3 subsequent to the issuing of the legal opinion, PRASA and Siyangena continued to have one or more without prejudice meetings, including one on 3 November 2021, where a settlement offer in the amount of R3.1 billion was discussed and provisionally agreed.
5. The attempts by PRASA and Siyangena to enter into a settlement agreement whereby further funds are agreed to be transferred to Siyangena constitute unlawful conduct and the result sought to be achieved would be unconstitutional and against public policy. It is also a clear attempt by both PRASA and Siyangena to undermine the judgment.
6. Our client will be applying to be admitted as *amicus curiae* in the appeal. In addition, our client intends bringing all the necessary facts surrounding the aforementioned unlawful conduct before the court, unless both PRASA and Siyangena confirm in writing that any settlement offer of the kind set forth above will not be pursued.
7. Please let us have your response to the above request urgently and by no later than 31 May 2022.
8. Our client's rights are reserved.

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Yours faithfully

PP.

V. Movshovich

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