

Fill in this information to identify the case:

United States Bankruptcy Court for the: Southern District of New York Case number (if known): Chapter 15

Check if this is an amended filing

Official Form 401

Chapter 15 Petition for Recognition of a Foreign Proceeding 12/15

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write debtor's name and case number (if known).

1. Debtor's name CELL C PROPRIETARY LIMITED

2. Debtor's unique identifier

For non-individual debtors:

- Federal Employer Identification Number (EIN)
Other 1999/007722/07 Describe identifier Registered Number

For individual debtors:

- Social Security number: xxx - xx-
Individual Taxpayer Identification number (ITIN): 9 xx - xx -
Other Describe identifier

3. Name of foreign representative(s) Paolo Pianezze, Robert Killigrew Sabine Pasley, Graham Mackinnon

4. Foreign proceeding in which appointment of the foreign representative(s) occurred Proceeding under South African Companies Act 71 of 2008, section 155

5. Nature of the foreign proceeding

Check one:

- Foreign main proceeding
Foreign nonmain proceeding
Foreign main proceeding, or in the alternative foreign nonmain proceeding

6. Evidence of the foreign proceeding

- A certified copy, translated into English, of the decision commencing the foreign proceeding and appointing the foreign representative is attached.
A certificate, translated into English, from the foreign court, affirming the existence of the foreign proceeding and of the appointment of the foreign representative, is attached.
Other evidence of the existence of the foreign proceeding and of the appointment of the foreign representative is described below, and relevant documentation, translated into English, is attached. See Schedule A Exhibit 1 (Board Resolution)

7. Is this the only foreign proceeding with respect to the debtor known to the foreign representative(s)?

- No. (Attach a statement identifying each country in which a foreign proceeding by, regarding, or against the debtor is pending.)
Yes

Debtor CELL C PROPRIETARY LIMITED Case number (if known) _____
Name

8. Others entitled to notice

Attach a list containing the names and addresses of:

- (i) all persons or bodies authorized to administer foreign proceedings of the debtor,
- (ii) all parties to litigation pending in the United States in which the debtor is a party at the time of filing of this petition, and
- (iii) all entities against whom provisional relief is being sought under § 1519 of the Bankruptcy Code.

9. Addresses

Country where the debtor has the center of its main interests:

South Africa

Debtor's registered office:

The Waterfall Campus

Number Street

Cnr Maxwell Drive & Pretoria Main Rd.

P.O. Box

Bucleuch

City State/Province/Region ZIP/Postal Code

South Africa 2090

Country

Individual debtor's habitual residence:

Number Street

P.O. Box

City State/Province/Region ZIP/Postal Code

Country

Address of foreign representative(s):

The Waterfall Campus

Number Street

Cnr Maxwell Drive & Pretoria Main Rd.

P.O. Box

Bucleuch

City State/Province/Region ZIP/Postal Code

South Africa 2090

Country

10. Debtor's website (URL)

https://www.cellc.co.za

11. Type of debtor

Check one:

- Non-individual (check one):
 - Corporation. Attach a corporate ownership statement containing the information described in Fed. R. Bankr. P. 7007.1.
 - Partnership
 - Other. Specify: _____
- Individual

Debtor CELL C PROPRIETARY LIMITED Case number (if known) _____
Name

12. Why is venue proper in this district?

Check one:

- Debtor's principal place of business or principal assets in the United States are in this district.
- Debtor does not have a place of business or assets in the United States, but the following action or proceeding in a federal or state court is pending against the debtor in this district:

- If neither box is checked, venue is consistent with the interests of justice and the convenience of the parties, having regard to the relief sought by the foreign representative, because:


13. Signature of foreign representative(s)

I request relief in accordance with chapter 15 of title 11, United States Code.

I am the foreign representative of a debtor in a foreign proceeding, the debtor is eligible for the relief sought in this petition, and I am authorized to file this petition.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

x  Robert Killigrew Sabine Pasley
Signature of foreign representative Printed name

Executed on 06/22/2017
MM / DD / YYYY

x  Graham Mackinnon
Signature of foreign representative Printed name

Executed on 06/22/2017
MM / DD / YYYY

14. Signature of attorney

x _____ Date _____
Signature of Attorney for foreign representative MM / DD / YYYY

Courtney Slatten Katzenstein
Printed name

Norton Rose Fulbright US LLP
Firm name

1301 Avenue of the Americas
Number Street

New York NY 10019
City State ZIP Code

(212) 318-3053 courtneyslatten.katzenstein@nortonrosefulbright.com
Contact phone Email address

Bar number State

Debtor CELL C PROPRIETARY LIMITED Case number (if known) _____
Name

12. Why is venue proper in this district?

Check one:

- Debtor's principal place of business or principal assets in the United States are in this district.
- Debtor does not have a place of business or assets in the United States, but the following act on or proceeding in a federal or state court is pending against the debtor in this district:

- If neither box is checked, venue is consistent with the interests of justice and the convenience of the parties, having regard to the relief sought by the foreign representative, because:

13. Signature of foreign representative(s)

I request relief in accordance with chapter 15 of title 11, United States Code.

I am the foreign representative of a debtor in a foreign proceeding, the debtor is eligible for the relief sought in this petition, and I am authorized to file this petition.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Paolo Pianezze Paolo Pianezze
Signature of foreign representative Printed name

Executed on 06/22/2017
MM / DD / YYYY

Signature of foreign representative Printed name

Executed on _____
MM / DD / YYYY

14. Signature of attorney

Courtney Slatten Katzenstein Date 06/22/2017
Signature of Attorney for foreign representative MM / DD / YYYY

Courtney Slatten Katzenstein
Printed name

Norton Rose Fulbright US LLP
Firm name

1301 Avenue of the Americas
Number Street

New York NY 10019
City State ZIP Code

(212) 318-3053 courtneyslatten.katzenstein@nortonrosefulbright.com
Contact phone Email address

2139657 NY
Bar number State

**SCHEDULE A TO OFFICIAL FORM 401 CHAPTER 15 PETITION FOR
CELL C PROPRIETARY LIMITED**

Item 4: Foreign proceeding in which appointment of the foreign representative(s) occurred: Proceeding under South African Companies Act 71 of 2008, section 155.

Item 6: Evidence of the foreign proceeding: See Attached **Exhibit 1** (Board Resolution).

Item 7: A statement identifying each country in which a foreign proceeding by, regarding, or against the debtor is pending: NOT APPLICABLE. The Proceeding under South African Companies Act 71 of 2008, section 155 is the only foreign proceeding pending by, regarding, or against the debtor.

Item 8: Others entitled to notice: Names and addresses of all persons or bodies authorized to administer foreign proceedings of the debtor Cell C Proprietary Limited:

Name	Address	Comment
Paolo Pianezze	The Waterfall Campus, Cnr Maxwell Drive & Pretoria Main Rd., Bucleuch, South Africa 2090	Foreign Representative
Robert Killigrew Sabine Pasley	The Waterfall Campus, Cnr Maxwell Drive & Pretoria Main Rd., Bucleuch, South Africa 2090	Foreign Representative
Graham Mackinnon	The Waterfall Campus, Cnr Maxwell Drive & Pretoria Main Rd., Bucleuch, South Africa 2090	Foreign Representative

Names and addresses of all parties to litigation pending in the United States in which the debtor is a party at the time of filing of this petition: NONE.

Names and addresses of all entities against whom provisional relief is being sought under § 1519 of the Bankruptcy Code:

Name	Address	Comment
The Bondholders' Committee	c/o Dechert LLP Giles Belsey (Partner) 160 Queen Victoria Street London EC4V 4QQ United Kingdom	The Bondholders' Committee represents approximately 78% of outstanding Euro Notes Bankmed S.A.L. and Bank Audi S.A.L. are the principal members of the committee

The Bank of New York Mellon	One Canada Square, London E14 5AL c/o White & Case Kevin Ng (Partner) 5 Old Broad Street, London EC2N 1DW	The Trustee
The Bank of New York Mellon	Attn: Corporate Trust Admin One Canada Square London E14 5AL	The Trustee
Saudi Oger Limited	Ricardo Rahme General Counsel P. O. Box 1449 Riyadh 11431 Saudi Arabia	Saudi Oger Limited holds approximately 20% of outstanding Euro Notes

Item 11: Type of Debtor: Corporate Ownership Statement containing the information described in Fed. R. Bankr. P. 7007.1: Debtor CELL C PROPRIETARY LIMITED (“**Cell C**”) is 100% owned by 3C Telecommunications Proprietary Limited (“**3C Telecommunications**”), a South African company registered in accordance with the company laws of South Africa. 3C Telecommunications is 75% owned by Oger Telecom Limited, a company registered in accordance with the laws of the Dubai International Financial Centre in the United Arab Emirates (“**OTL**”). This 75% beneficial interest is held through (a) Lanun Securities S.A., a wholly-owned subsidiary of OTL that directly holds 15% of 3C Telecommunications and (b) Oger Telecom (South Africa) Proprietary Limited, an indirectly wholly-owned subsidiary of OTL that holds 60% of 3C Telecommunications. The remaining 25% of 3C Telecommunications is owned by CellSAf Proprietary Limited, a South African company registered in accordance with the company laws of South Africa (“**CellSAf**”), which is in turn owned by multiple South African entities and several empowerment partnerships. CellSAF is the Black Economic Empowerment (“**BEE**”) shareholder of Cell C.

Item 12: Venue: Venue is proper in this district because (i) the SEVENTH SUPPLEMENTAL INDENTURE (this “Supplemental Indenture”), dated as of June 26, 2015 among Cell C (Proprietary) Limited (the “Issuer”), Cell C Property Company (Proprietary) Limited (“Propco”), Cell C Service Provider Company (Proprietary) Limited (“Service Provider”) and Cell C Tower Company (Proprietary) Limited (“Towerco” and together with Propco and Service Provider, the “Guarantors”) and The Bank of New York Mellon, as trustee (the “Trustee”), paying agent and registrar is Governed By, And Construed In Accordance With, The Laws Of The State Of New York, and (ii) a retainer in the Norton Rose Fulbright US LLP Iolta Trust account, located at Citibank, N.A. in New York, New York.

EXHIBIT 1
TO SCHEDULE A TO OFFICIAL
FORM 401 CHAPTER 15 PETITION
FOR CELL C PROPRIETARY LIMITED
(BOARD RESOLUTION)

CELL C (PROPRIETARY) LIMITED
REGISTRATION NUMBER 1999/007722/07
(the Company)

RESOLUTIONS ADOPTED BY WRITTEN CONSENT OF A MAJORITY OF THE
MEMBERS OF THE BOARD OF THE COMPANY IN TERMS OF SECTION 74 OF THE
COMPANIES ACT 71 OF 2008 DATED 21 JUNE 2017

We, the persons whose names appear below and who have signed this document, or other documents in the same form, being a majority of the directors of the board of the Company (the **Board**), hereby resolve that the following resolutions be passed as written resolutions in accordance with section 74 of the Companies Act, 71 of 2008 (the **Companies Act**), and agree that they shall be as valid and effective as if they had been passed at a meeting of the directors duly convened and held.

It is recorded that each member of the Board has received notice of the matters referred to below.

For purposes of section 75 of the Companies Act each director has confirmed that he or she and, to his or her knowledge, any related person (as defined by section 1 read together with section 75(1)(b) of the Companies Act) has a personal financial interest in the matters to be decided in the written resolutions below which he or she is required by section 75 of the Companies Act or the memorandum of incorporation of the Company to disclose.

Background

The Company embarked on various transactions involving the restructuring of its financial obligations (mainly the indebtedness denominated in foreign currency) from a level of approximately R24 billion to approximately R6 billion. At the same time the Company embarked on the corporate restructuring of its equity interests for the introduction of fresh capital through new equity partners in the Company.

The reduction of the Company's financial indebtedness, and the corporate restructuring, was required to provide financial sustainability and operational flexibility.

The Company proposed an arrangement or compromise of its financial indebtedness to the holders of Euro 400,000,000 8.625% first priority senior secured notes due in 2008, issued by the Company and identified with ISIN XS0223890251 and ISIN XS0223890418 (the **Bondholders**) (the **Proposal**).

In accordance with section 155(7) of the Companies Act, if the Proposal is adopted as contemplated in section 155(6) of the Companies Act, the Company may apply to court for an order approving and sanctioning the Proposal (the **Section 155 Proceedings**).

The Company is also required to file recognition proceedings in the United States Bankruptcy Court for the Southern District of New York to obtain recognition of the Section 155 Proceedings as foreign main proceedings under chapter 15 of title 11 of the United States Code and in accordance with the Proposal.

IT IS RESOLVED THAT:

- 1 the Company launch the Section 155 Proceedings in the Gauteng Local Division of the High Court of South Africa, sitting in Johannesburg, for an order sanctioning the Proposal;
- 2 the Company approves the relief sought in the Section 155 Proceedings as set out in the notice of motion tabled at the meeting and which will be filed with the documents in the Section 155 Proceedings;
- 3 Robert Killigrew Sabine Pasley, in his capacity as the chief financial officer of the Company, and/or Graham Mackinnon in his capacity as chief legal officer and/or Paolo Pianezze in his capacity as executive head: legal be and is/are hereby authorised to do all such things and sign any and all such documents as may be required or necessary for the purposes of and in connection with the Section 155 Proceedings;
- 4 Paolo Pianezze, Graham Mackinnon and Robert Killigrew Sabine Pasley are hereby authorised and appointed as the foreign representatives on behalf of the Company for purposes of the Chapter 15 Proceedings, and is/are hereby authorised to:
 - 4.1 file recognition proceedings on behalf of the Company in the United States Bankruptcy Court for the Southern District of New York to obtain recognition of the Section 155 Proceedings under chapter 15 of title 11 of the United States Code and in accordance with the Proposal (the **Chapter 15 Proceedings**);
 - 4.2 sign any and all documents in relation to the Chapter 15 Proceedings and sign and/or dispatch all documents and notices to be signed and/or dispatched under or in connection with such documents and any other documents and/or agreements contemplated therein;
 - 4.3 sign any and all documents and/or agreements amplifying, amending and/or reinstating any of the documents and/or agreements contemplated in the Chapter 15 Proceedings including without limitation negotiating and/or settling the terms of any such documents or agreements amending, replacing and/or reinstating such documents; and
 - 4.4 generally do everything that may be necessary for and incidental to the implementation of this resolution in relation to the Chapter 15 Proceedings;
- 5 all appropriate notices, applications and filings in connection with the Section 155 Proceedings and Chapter 15 Proceedings for the Company are hereby authorised and approved.

This resolution may be signed by the Board in as many counterparts as may be necessary by original, electronic or facsimile, each of which so signed shall be deemed to be an original, and such counterparts shall together constitute one and the same instrument.



MOHAMMED HARIRI

MAZEN ABOU CHAKRA

IT IS RESOLVED THAT:

- 1 the Company launch the Section 155 Proceedings in the Gauteng Local Division of the High Court of South Africa, sitting in Johannesburg, for an order sanctioning the Proposal;
- 2 the Company approves the relief sought in the Section 155 Proceedings as set out in the notice of motion tabled at the meeting and which will be filed with the documents in the Section 155 Proceedings;
- 3 Robert Killigrew Sabine Pasley, in his capacity as the chief financial officer of the Company, and/or Graham Mackinnon in his capacity as chief legal officer and/or Paolo Pianezze in his capacity as executive head: legal be and is/are hereby authorised to do all such things and sign any and all such documents as may be required or necessary for the purposes of and in connection with the Section 155 Proceedings;
- 4 Paolo Pianezze, Graham Mackinnon and Robert Killigrew Sabine Pasley are hereby authorised and appointed as the foreign representatives on behalf of the Company for purposes of the Chapter 15 Proceedings, and is/are hereby authorised to:
 - 4.1 file recognition proceedings on behalf of the Company in the United States Bankruptcy Court for the Southern District of New York to obtain recognition of the Section 155 Proceedings under chapter 15 of title 11 of the United States Code and in accordance with the Proposal (the **Chapter 15 Proceedings**);
 - 4.2 sign any and all documents in relation to the Chapter 15 Proceedings and sign and/or dispatch all documents and notices to be signed and/or dispatched under or in connection with such documents and any other documents and/or agreements contemplated therein;
 - 4.3 sign any and all documents and/or agreements amplifying, amending and/or reinstating any of the documents and/or agreements contemplated in the Chapter 15 Proceedings including without limitation negotiating and/or settling the terms of any such documents or agreements amending, replacing and/or reinstating such documents; and
 - 4.4 generally do everything that may be necessary for and incidental to the implementation of this resolution in relation to the Chapter 15 Proceedings;
- 5 all appropriate notices, applications and filings in connection with the Section 155 Proceedings and Chapter 15 Proceedings for the Company are hereby authorised and approved.

This resolution may be signed by the Board in as many counterparts as may be necessary by original, electronic or facsimile, each of which so signed shall be deemed to be an original, and such counterparts shall together constitute one and the same instrument.

MOHAMMED HARIRI



MAZEN ABOU CHAKRA



MOHAMMED ALHARBI

JESMANE BOGGENPOEL

EREM DEMIRCAN

HAKAM KANAFANI

MOHAMMED ALHARBI

Jesmané

JESMANÉ BOGGENPOEL

EREM DEMIRCAN

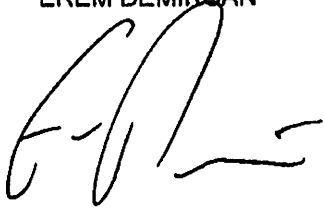
HAKAM KANAFANI

MOHAMMED ALHARBI

JESMANE BOGGENPOEL

EREM DEMIRCAN

HAKAM KANAFANI

A handwritten signature in black ink, appearing to be 'EREM DEMIRCAN', written over the horizontal line of the name.

MOHAMMED ALHARBI

JESMANE BOGGENPOEL

EREM DEMIRCAN



HAKAM KANAFANI