

The PAS Group of Companies (All Administrators Appointed) (“the PAS Group” or “Group”)

Initial Notice to Creditors – Appointment of Administrators

1 June 2020

Introduction

We were appointed Joint and Several Administrators of 19 entities in the PAS Group on 29 May 2020 pursuant to Section 436A of the *Corporations Act 2001* (**the Act**). Please see Annexure A for the full list of the PAS Group of Companies

According to the PAS Group's records, you may be a creditor of one of the companies within the Group. The purpose of this report is to inform you about:

- the administrations of the PAS Group
- your rights as a creditor.

Please note that your rights as a creditor relate to the specific entity within the Group to which you supplied goods or services.

We are now in control of the business and assets of the PAS Group. We are continuing to trade whilst we undertake an urgent assessment of the Group's financial position. Proceedings against the PAS Group or its property cannot be commenced or continued during the administration period without leave of the court.

This report details information relating to the following:

- A voluntary administration
- What happens to your debt
- Ongoing trading and supply
- The First Meetings of creditors
- Remuneration of Administrators
- Declaration of Independence, Relevant Relationships and Indemnities
- Your rights as a creditor
- Where to get more information
- What to do next

Additionally, the following are attached as Annexures:

- Form 529A – Notice of concurrent first Meetings of Creditors
- ARITA Information sheet – Committee of Inspection
- Initial remuneration notice
- Creditors approval to use of email form
- Declaration of Independence, Relevant Relationships and Indemnities
- Authorised signatories
- Vendor creation form
- ARITA Information sheet – creditors rights in a voluntary administration

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1 What is a voluntary administration?

A voluntary administration, or a VA, is a process initiated by the directors of a company when they believe that the company is, or is likely to become, insolvent. This means that the company is unable to pay its debts or is likely to become unable to pay its debts. A voluntary administration gives a company an opportunity to consider its financial position and its future.

Creditors will be given an opportunity to vote on the future of the PAS Group. According to the records of the PAS Group, you may be a creditor of one of the entities within the PAS Group.

Please note that if you are reading this report in the capacity of a shareholder, you are not entitled to vote upon the future of the Group, nor are we required to report to you on the progress or outcome of the administrations. Please refer to ASIC information sheet 43 for further information.

2 What happens to your debt?

All creditors of the PAS Group are now creditors in the voluntary administrations. As a creditor, you have certain rights, although your debt will be dealt with in the voluntary administrations.

It is important to note that a voluntary administration creates restrictions on creditors being able to enforce their rights. You generally cannot enforce your claim, recover your property, enforce your security, commence an action to place a company into liquidation or act on a personal guarantee.

If you have leased property to the PAS Group, have a retention of title claim or hold a Personal Property Security registration in relation to the Group and have not received correspondence from us, please contact Miranda Priddle on +61 (3) 8603 3070 or at au_pas_ppsr@pwc.com as soon as possible.

3 Trading on the business and ongoing supply

We are continuing to operate the PAS Group on a 'business as usual' basis while we undertake a sale of business campaign.

We will not accept liability for any goods purchased or services rendered by suppliers that are not made with the authority of the specified authorised signatories enclosed at **Annexure G**.

If there are any outstanding or unfulfilled orders placed by the PAS Group, recurring monthly charges in place with the Group, or you were retained / providing services to the PAS Group prior to our appointment, please contact your usual contact at the PAS Group to obtain an updated purchase order signed by an authorised signatory to proceed with the order.

Please immediately:

- Close any existing account(s) in any PAS Group company name and send us a final invoice/statement. The balance of all outstanding invoices as at the date of our appointment will represent an unsecured claim against the relevant Group company.
- Open a new account for the PAS Group company titled '[PAS Group company name] (Administrators Appointed)' for any authorised orders/charges/services made after 29 May 2020 (being the date of our appointment) and approved in writing by an authorised signatory.
- Complete and return the vendor creation form enclosed at **Annexure H**.

Please continue to forward all future invoices to the accounts payable department of the Group.

A right of set-off cannot be enforced between pre and post appointment periods.

If you have supplied goods to the Group on consignment or have registered a security interest on the Personal Property Securities Register (**PPSR**), you should have received a separate letter providing you with further instructions. Please contact au_pas_ppsr@pwc.com immediately if you have not received this letter.

4 Meetings of creditors

As Administrators, we are required to hold two meetings of creditors.

4.1 First meetings of creditors

The first meetings of creditors will be held as follows:

Date: Thursday 11 June 2020
Registration: 2:00pm AEST
Time: 2:30pm AEST
Address: PwC, Level 19, 2 Riverside Quay, Southbank, Victoria 3006

We intend to hold the meetings for all PAS Group companies concurrently. Accordingly, we enclose a Notice of concurrent meetings, Form 529A at **Annexure B**.

Please note: To ensure we are acting in line with the Government's safe distance measures put in place in response to the current COVID-19 pandemic, we intend on holding this meeting electronically using a teleconferencing facility. Please **do not** attend PwC's offices in person. Further information on how to access the teleconference facilities is included below.

Due to the COVID-19 environment, we request that you access the creditor portal using your Holder Reference Number (HRN) displayed on the top right-hand corner of the letter you received from us and input your details for our records and the first creditors meetings. You will be able to lodge your proof of debt claim alongside relevant documents and information to substantiate your claim, nominate a proxy to attend the meeting and vote for the resolutions presented to the meetings.

You can access the creditor portal at: <https://events.miraqle.com/OCP/PASGroup>

If you have not received correspondence from us, please contact Link Market Services at pasgroupltd@linkmarketservices.com.au or contact them on 1300 794 682.

Additionally, please note that under section 75-35 of the Insolvency Practice Rules (Corporations) (**IPR**), if you wish to participate in the meeting, you must provide details in the portal by 4:00pm AEST on Wednesday 10 June 2020 setting out:

- the name of the person and of the proxy or attorney attending the meeting; and
- an address to which notices to the person, proxy or attorney may be sent; and
- a method by which the person, proxy or attorney may be contacted for the purposes of the meeting.

Please ensure you only complete documentation relating to the specific entity within the Group to which you supplied goods or services.

To facilitate the conduct of the meeting, the nomination of a proxy to attend the meeting and proof of debt forms must be lodged in the creditor portal by 4:00PM AEST on Wednesday 10 June 2020.

Subject to receiving the nominated person attending the meeting and Proof of Debt Form, we will provide you access details to the teleconference facility. Please address any questions about the meeting to pasgroupltd@linkmarketservices.com.au

Please note that it is not compulsory for you to attend the meetings and non-attendance will not affect the validity of your claim.

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Committee of Inspection

At the meetings, creditors will consider whether Committees of Inspection (**COI**) should be appointed to a particular entity. The role of a COI is to consult with the Administrators and receive reports on the conduct of the administrations. A COI can also approve the Administrators' fees.

It is our opinion that a COI would be useful to assist with the conduct of the administrations of the key operating entities within the PAS Group. An information sheet on the role of a COI is included at **Annexure C**.

4.2 Second meetings of creditors

As Administrators, we are required to conduct investigations into the Group's business, property, affairs and financial circumstances in order to form an opinion as to whether it would be in the best interests of creditors:

- that the administrations should end (and control of the Group revert to its director(s))
- that the Group enter into a Deed of Company Arrangement, or
- that the Group be wound up, i.e. placed in liquidation.

Second meetings of creditors will be held to determine the Group's future at which creditors will vote for one of the above options. The second meetings of creditors must be held by 6 July 2020, unless an extension of the convening period is sought and approved by the Court. It is the Administrators' intention to seek an extension of the convening period. At the time of writing, the period of extension is not confirmed. We will comment further at the meeting on the proposed period of extension.

A notice of the second meetings will be forwarded to all known creditors of the Group in due course.

5 Remuneration of Administrators

Included at **Annexure D** is our Initial Remuneration Notice, which sets out the Administrators' rates and methods of calculating remuneration and disbursements.

We will seek your approval of our remuneration at the second meetings of creditors. We will provide you with detailed information regarding our remuneration before those meetings so that you can understand what tasks we have undertaken or will be required to undertake, and the costs of those tasks.

6 Creditors electronic communication method approval form

Creditors may elect to receive future notices and documents relating to the administrations of the Group by email. Should you wish to do so, please complete the Creditor's approval to use of email form at **Annexure E** and return it to pasgrouppltd@linkmarketservices.com.au.

We recommend that, where possible, creditors elect to receive future notices electronically as this will facilitate the communication process and reduce the costs of the administrations.

7 Declaration of Independence, Relevant Relationships and Indemnities (DIRRI)

Our Declaration of Independence, Relevant Relationships and Indemnities (**DIRRI**) is attached at **Annexure F**. The DIRRI provides details of any relevant relationships that we have, and any indemnities or upfront payments that have been provided to us. We have considered each relationship and it is our opinion that none of the relationships disclosed in the DIRRI result in any conflict of interest or duty, or affect our independence.

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8 Your rights as a creditor

Information regarding your rights as a creditor is provided in the information sheet included at **Annexure I**. This includes your right to:

- make reasonable requests for information
- make reasonable requests for a meeting
- give directions to us
- appoint a reviewing liquidator
- replace us as Joint and Several Administrators

9 Where can you get more information?

You can access information on corporate insolvency that may assist you on the following websites:

- Australian Restructuring Insolvency and Turnaround Association at www.arita.com.au/creditors
- ASIC at www.asic.gov.au (search for “insolvency information sheets”).

10 What should you do next?

You should now:

- read the information attached;
- decide whether you will attend the first meeting;
- log into the creditor portal at <https://events.miracle.com/OCP/PASGroup> to complete your proof of debt and proxy nomination for the first meetings of creditors by **4:00pm AEST 10 June 2020**; and
- complete and return the Creditor’s Approval to Use of Email form (**Annexure E**) if you wish to receive future correspondence by email.

DATED this 1st day of June 2020



Martin Ford, Stephen Longley and David McEvoy
Administrators

Date of appointment: 29 May 2020
Telephone number: PAS Group Information line (Within Australia) 1300 794 682
PAS Group Information line (from overseas) +61 1300 794 682
Email: pasgrouppltd@linkmarketservices.com.au

Annexures

- Annexure A Companies in Administration
- Annexure B Form 529A Notice of meeting
- Annexure C ARITA Information sheet – Committee of Inspection
- Annexure D Initial Remuneration Notice
- Annexure E Creditor’s approval to use of email form
- Annexure F Declaration of Independence, Relevant Relationships and Indemnities
- Annexure G Authorised signatories
- Annexure H Vendor creation form
- Annexure I ARITA Information sheet – Creditor rights in Voluntary Administration

Annexure A

Companies in Administration

The PAS Group Ltd and Associated Entities (All Administrators Appointed)

Company name	ACN
The PAS Group Limited	169 477 463
PASCO Group Pty Ltd	117 244 943
PAS Finance Pty Ltd	169 478 291
JETS Swimwear Pty Limited	068 819 581
AFG Retail Pty Limited	133 613 251
Chestnut Apparel Pty Limited	112 091 522
PASCO Operations Pty Ltd	112 078 547
Black Pepper Brands Pty Limited	112 065 559
Designworks Holdings Pty Limited	113 900 057
Designworks Clothing Company Pty Limited	117 343 807
World Brands Pty Ltd	075 219 135
Yarra Trail Holdings Pty Limited	110 901 561
Yarra Trail Pty Limited	110 902 102
Review Australia Pty Limited	122 295 836
The Capelle Group Pty Limited	121 867 641
Fiorelli Licensing Pty Limited	122 295 827
Metpas Pty Ltd	127 957 653
The Hopkins Group Aust Pty Limited	119 023 273
Bondi Bather Pty Limited	620 985 864

Annexure B

Corporations Act 2001
Section 436E
Insolvency Practice Rules (Corporations) 2016
ss 75-10 - 75-35

NOTICE OF CONCURRENT FIRST MEETINGS OF CREDITORS OF COMPANIES UNDER ADMINISTRATION

PAS GROUP OF COMPANIES AS PER ATTACHED SCHEDULE (ALL ADMINISTRATORS APPOINTED) ("the PAS Group")

1. Martin Ford, Stephen Longley and David McEvoy of PricewaterhouseCoopers (**PwC**), 2 Riverside Quay, Southbank Victoria 3006, were appointed as the Joint and Several Administrators of the PAS Group on 29 May 2020 under Section 436A of the *Corporations Act 2001*.
2. Notice is now given that concurrent meetings of the creditors of the PAS Group will be held at 2:30pm AEST on Thursday 11 June 2020 at PwC, Level 19, 2 Riverside Quay, Southbank Victoria 3006. **Please note**, in line with the Government's safe distance measures put in place in response to the current COVID-19 pandemic, the meetings will be held by teleconference facility. Please **do not** attend at PwC's offices. To participate in the meetings, please contact Link Market Services at pasgrouppltd@linkmarketservices.com.au.
3. The purpose of the meetings is to determine:
 - a. whether to appoint committees of inspection for the PAS Group, and
 - b. if so, who are to be the committees' members.
4. At the meetings, creditors may also, by resolution:
 - c. remove the Joint and Several Administrators from office, and
 - d. appoint someone else as Administrator(s) of the PAS Group.

In order to attend and vote at the meeting, creditors will need to complete a Proof of Debt and, where applicable, nominate a proxy. You can access the creditor portal to lodge these details at:
<https://events.miraqle.com/OCP/PASGroup>

A proxy must be nominated where a corporate creditor is attending, or an individual creditor wants to appoint another person or attorney to act on their behalf at the meeting. An attorney of the creditor must show the instrument by which he or she is appointed to the Chairperson of the meeting, prior to the commencement of the meeting. A creditor may also choose to appoint the Chairperson to vote on their behalf.

Please note, under section 75-35 of the Insolvency Practice Rules (Corporations) (**IPR**), if you wish to participate in the meeting, you must notify us via the creditor portal by **4:00pm AEST on Wednesday 10 June 2020** setting out:

1. the name of the person and of the proxy or attorney (if any); and
2. an address to which notices to the person, proxy or attorney may be sent; and
3. a method by which the person, proxy or attorney may be contacted for the purposes of the meeting.

Additionally, proof of debt forms must be submitted to the Administrators by **4:00pm AEST on Wednesday 10 June 2020** via the creditor portal. Upon receipt, we will provide you access details to the teleconference facility.

If you do not have access to technology (i.e. telephone) to join the teleconference facility, we request that you contact Link Market Services and we will attempt to make alternative arrangements for you.

DATED this 1st day of June 2020



Martin Ford, Stephen Longley and David McEvoy
Administrators

The PAS Group Ltd and Associated Entities (All Administrators Appointed)

Company name	ACN
The PAS Group Limited	169 477 463
PASCO Group Pty Ltd	117 244 943
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World Brands Pty Ltd	075 219 135
Yarra Trail Holdings Pty Limited	110 901 561
Yarra Trail Pty Limited	110 902 102
Review Australia Pty Limited	122 295 836
The Capelle Group Pty Limited	121 867 641
Fiorelli Licensing Pty Limited	122 295 827
Metpas Pty Ltd	127 957 653
The Hopkins Group Aust Pty Limited	119 023 273
Bondi Bather Pty Limited	620 985 864

Section 75-85 of the Insolvency Practice Rules (Corporations) sets out the entitlement to vote at meeting of creditors:

- (1) A person other than a creditor (or the creditor's proxy or attorney) is not entitled to vote at a meeting of creditors.
- (2) Subject to subsections (3), (4) and (5), each creditor is entitled to vote and has one vote.
- (3) A person is not entitled to vote as a creditor at a meeting of creditors unless:
 - (a) his or her debt or claim has been admitted wholly or in part by the external administrator; or
 - (b) he or she has lodged, with the person presiding at the meeting, or with the person named in the notice convening the meeting as the person who may receive particulars of the debt or claim:
 - (i) those particulars; or
 - (ii) if required—a formal proof of the debt or claim.
- (4) A creditor must not vote in respect of:
 - (a) an unliquidated debt; or
 - (b) a contingent debt; or
 - (c) an unliquidated or a contingent claim; or
 - (d) a debt the value of which is not established;unless a just estimate of its value has been made.
- (5) A creditor must not vote in respect of a debt or a claim on or secured by a bill of exchange, a promissory note or any other negotiable instrument or security held by the creditor unless he or she is willing to do the following:
 - (a) treat the liability to him or her on the instrument or security of a person covered by subsection (6) as a security in his or her hands;
 - (b) estimate its value;
 - (c) for the purposes of voting (but not for the purposes of dividend), to deduct it from his or her debt or claim.
- (6) A person is covered by this subsection if:
 - (a) the person's liability is a debt or a claim on, or secured by, a bill of exchange, a promissory note or any other negotiable instrument or security held by the creditor; and
 - (b) the person is either liable to the company directly, or may be liable to the company on the default of another person with respect to the liability; and
 - (c) the person is not an insolvent under administration or a person against whom a winding up order is in force.

Information Sheet: Committees of Inspection

You have been elected to be, or are considering standing for the role of, a member of a Committee of Inspection (COI) in either a bankruptcy or personal insolvency agreement (collectively referred to as a regulated debtor's estate).

This information sheet is to assist you with understanding your rights and responsibilities as a member of a COI.

What is a COI?

A COI is a small group of creditors elected to represent the interests of creditors in the regulated debtor's estate. The COI advises and assists the trustee and also has the power to approve and request certain things – this is discussed in more detail below.

Membership of the COI is a voluntary, unpaid position.

Who can be elected to a COI?

To be eligible to be appointed as a member of a COI, a person must be:

- A creditor
- The attorney of a creditor
- A person authorised in writing by a creditor; or
- A representative of the Commonwealth where an advance has, or is likely to be made, to meet employee entitlements.

If a member of the COI is a company, it can be represented by an individual authorised in writing to act on that creditor's behalf. It also allows the creditor to maintain its representation if a change in the individual is required

A COI usually has between 5 and 7 members, though it can have more or less depending on the size of the regulated debtor's estate.

A member of a COI can be appointed by:

- resolution at a meeting of creditors
- an employee or a group of employees owed at least 50% of the entitlements owed to employees of the company
- a large creditor or group of creditors that are owed at least 10% of the value of the creditors' claims,

If an employee or group of employees, or a large creditor or group of creditors, appoints a member to the COI, they cannot vote on the general resolution of creditors to appoint a member to the COI. Each of these groups also have the power to remove their appointed member of the COI and appoint someone else.

If you are absent from 5 consecutive meetings of the COI without leave of the COI or you become an insolvent under administration, you are removed from the COI.

What are the roles and powers of a COI?

A COI has the following roles:

- to advise and assist the trustee
- to give directions to the trustee
- to monitor the conduct of the regulated debtor's estate.

In respect of directions, the trustee is only required to have regard to those directions. If there is a conflict between the directions of the COI and the creditors, the directions of the creditors prevail. If the trustee chooses to not comply with the directions of the COI, the trustee must document why.

A COI also has the power to:

- approve remuneration of the trustee after the trustee has provided the COI with a Remuneration Approval Report (a detailed report setting out the remuneration for undertaking the regulated debtor's estate)
- require the trustee to convene a meeting of the company's creditors
- request information from the trustee
- approve the return of books and records of the bankrupt or debtor (collectively referred to as the regulated debtor) to the regulated debtor at the end of the administration
- with the approval of the trustee, obtain specialist advice or assistance in relation to the conduct of the regulated debtor's estate
- authorise the payment to a third party for services ordinarily provided by the trustee
- apply to the Court for the Court to enquire into the regulated debtor's estate.

A trustee is not required to convene a meeting of creditors if the request by the COI is unreasonable, or provide requested information if the request is unreasonable, not relevant to the administration or would cause the trustee to breach their duties.

A request to convene a meeting of creditors is unreasonable if:

- it would substantially prejudice the interests of a creditor or third party
- there are insufficient funds in the regulated debtor's estate to cover the cost of the request
- a meeting of creditors dealing with the same matters has already been held or will be held within 15 business days, or
- the request is vexatious.

If a request for a meeting is reasonable, the trustee must hold a meeting of creditors as soon as reasonably practicable.

A request for information is unreasonable if:

- it would substantially prejudice the interests of a creditor or third party
- the information would be subject to legal professional privilege
- disclosure of the information would be a breach of confidence
- there are insufficient funds in the regulated debtor's estate to cover the cost of the request
- the information has already been provided or is required to be provided within 20 business days, or
- the request is vexatious.

If the request for information is not unreasonable, the trustee must provide the requested information within 5 business days, but the law provides for further time in certain circumstances.

A trustee must inform the COI if their meeting or information request is not reasonable and the reason why.

How does the COI exercise its powers?

A COI exercises its powers by passing resolutions at meetings of the COI. To pass a resolution, a meeting must be convened and a majority of the members of the COI must be in attendance.

A meeting is convened by the trustee by giving notice of the meeting to the members of the COI. Meetings of the COI can be convened at short notice.

The trustee must keep minutes of the meeting.

The Inspector-General in Bankruptcy is entitled to attend any meeting of a COI.

What restrictions are there on COI members?

A member of a COI must not directly or indirectly derive any profit or advantage from the regulated debtor's estate. This includes by purchasing assets from the estate or by entering into a transaction with the estate. This prohibition extends to related entities of the member of the COI and a large creditor(s) that appoints a member to the COI.

Creditors, by resolution at a meeting of creditors, can resolve to allow the transaction. The member of the COI or the large creditor(s) that appoints a member to the COI is not allowed to vote on the resolution.

Where can you get more information?

The Australian Restructuring Insolvency and Turnaround Association (ARITA) provides information to assist creditors with understanding regulated debtor estates and insolvency.

This information is available from ARITA's website at artia.com.au/creditors.

AFSA provides information on a range of personal insolvency topics. This information can be accessed on AFSA's website at www.afsa.gov.au.

Annexure D

Insolvency Practice Schedule (Corporations) 70-50
Insolvency Practice Rules (Corporations) 70-35

INITIAL REMUNERATION NOTICE

**The PAS Group of Companies as per attached schedule
(All Administrators Appointed)
("the PAS Group")**

The purpose of the Initial Remuneration Notice is to provide you with information about how we propose our remuneration for undertaking the Administrations will be set.

A. Remuneration methods

There are four basic methods that can be used to calculate the remuneration charged by an insolvency practitioner. They are:

1. Time based/hourly rates

This is the most common method. The total fee charged is based on the hourly rate charged for each person who carried out the work, multiplied by the number of hours spent by each person on each of the tasks performed.

2. Fixed fee

The total fee charged is normally quoted at the commencement of the administration and is the total cost for the administration. Sometimes a practitioner will finalise an administration for a fixed fee.

3. Percentage

The total fee charged is based on a percentage of a particular variable, such as the gross proceeds of assets realisations.

4. Contingency

The practitioner's fee is structured to be contingent on a particular outcome being achieved.

B. Method chosen

Given the nature of these administrations we propose that our remuneration as Administrators be calculated on **Time Based / Hourly Rates**. This is because:

- It ensures that creditors are only charged for work that is performed
- As joint and several administrators, we are required to perform a number of tasks which do not necessarily relate to the realisation of assets, for example responding to creditor enquiries, reporting to the Australian Securities and Investment Commission (ASIC) and conducting investigations
- Generally, it is difficult to estimate with accuracy the total amount of fees necessary to complete all tasks required in an administration and
- Our firm has a time recording system that can produce a detailed analysis of time spent on each type of task by each individual staff member utilised in an administration.

C. Explanation of hourly rates

The hourly rates charged by PricewaterhouseCoopers for remuneration are set out in the below table together with a general guide showing the qualifications and experience of staff engaged in the Administrations and the role they take in the Administrations. The hourly rates charged encompass the total cost of providing professional services and should not be compared to an hourly wage. Time is charged in six-minute increments.

The hourly rates set out in this schedule are exclusive of GST and do not include disbursements.

Remuneration is approved by a resolution of the creditors, a creditors' committee or a court.

PwC hourly rates and guide to level of insolvency classification*

Title	Description	Hourly rate (ex GST) \$
Partner/ Appointee	A registered liquidator or bankruptcy trustee who is a leading practitioner with extensive experience in all forms of insolvency administrations. A senior member of management with ultimate responsibility for the conduct of the administration.	720.00
Managing Director/ Appointee	Generally, a registered liquidator or bankruptcy trustee with extensive experience in all forms of insolvency administrations. A senior member of management and, where a co-appointee, has responsibility for the conduct of the administration.	690.00
Director	Highly experienced in insolvency matters at a senior level, including managing complex administrations and supervising teams. Capable of deputising for the Appointees where required, and may be qualified to accept appointments in his/her own right. Alternatively, may have specialist business or industry skills, and management experience at a senior level, or a combination of skills.	625.00
Senior Manager	Experienced in insolvency matters with strong technical knowledge and commercial skills. Capable of supervising teams, having primary responsibility for small to medium matters, or complex aspects of larger matters. Answerable to the Appointees and/or senior team members. Alternatively, may have specialist business or industry skills, and management experience at a senior level, or a combination of skills.	560.00
Manager	Experienced in insolvency matters with well-developed technical and commercial skills. Capable of supervising smaller teams, and can take day-to-day responsibility for smaller to medium matters, or aspects of more complex matters. Alternatively, may have management, business, or industry skills, or a combination of skills. Generally reports to senior team members, or directly to the Appointees on smaller matters.	510.00
Senior Consultant	Generally a qualified accountant with postgraduate qualifications in insolvency subjects. Assists with planning and control of various aspects of the administration. Has day-to-day responsibility for overseeing fieldwork and can supervise staff. Has experience in larger and more complex administrations.	425.00
Consultant	Generally a qualified accountant. Assists with planning and control of various aspects of the administration, but is primarily responsible for completing fieldwork under the supervision of more senior staff.	350.00
Offshore Professional	Generally a qualified accountant. Assists with planning and control of various aspects of the administration, but is primarily responsible for completing office work under the supervision of more senior staff.	250.00
Specialist	Has specialist skills and experience in bookkeeping and other administrative tasks connected to statutory and other reporting obligations of the administration.	180.00
Administration support	Has appropriate skills to provide administrative support to the team including high-speed and accurate document preparation and data entry, records control and management, and general data analytics.	180.00

* The above rates are reviewed from time to time. The description of each grade is a general guide only. From time to time there may be persons employed who, because of their skills and experience, are employed in positions where they may not necessarily meet all of the above qualifications.

Future remuneration is approved subject to a maximum or cap. Sometimes the actual cost of the administrations will exceed the maximum which has been approved, in which case, we may seek another resolution for additional remuneration. We will not pay any amount exceeding the maximum without this approval.

Where funds are available, we will usually pay approved remuneration at intervals not less than one month. Where funds are not available, remuneration will not be paid.

D. Estimate of total remuneration for the administration

At this early stage, it is difficult to accurately estimate the total cost of the administrations of The PAS Group of Companies. Our best estimate at this time is that administration fees for The PAS Group of Companies will be approximately \$1.6m to \$2.2m (excluding GST) for the standard administration period. This estimate is based on the complexity of the administrations and the information provided by the Group.

E. Disbursements

Disbursements are divided into three types:

- **Externally provided professional services** - these are recovered at cost. An example of an externally provided professional service disbursement is legal fees.
- **Externally provided non-professional costs** - these are recovered at cost. Examples of externally provided non-professional costs are travel, accommodation, search fees, lodgement fees, storage, outsourced printing and photocopying services.
- **Internal disbursements** such as photocopying, printing and postage. These disbursements, if charged to the Administration, would generally be charged at cost; though some expenses such as photocopying and printing may be charged at a rate which recoups both variable and fixed costs. The recovery of these costs must be on a reasonable commercial basis.

We are not required to seek creditor approval for disbursements paid to third parties, but must account to creditors. However, we must be satisfied that these disbursements are appropriate, justified and reasonable.

We are required to obtain creditor approval for the payment of internal disbursements where there is a profit or advantage, prior to these disbursements being paid from the administrations. Creditors will be asked to approve our internal disbursements prior to these disbursements being paid from the administrations.

Details of the basis of recovering disbursements in the administrations are provided below. Full details of any actual costs incurred will be provided with future reporting.

Basis of disbursement claim

Disbursements	Rate (Excl GST)
Externally provided professional services	At cost
Externally provided non-professional costs	At cost
Internal disbursements	
Staff vehicle use	68 cents per kilometre for first 150km of return trip and 40 cents per kilometre thereafter

Dated this 1st day of June 2020



Martin Ford, Stephen Longley and David McEvoy
Administrators

The PAS Group Ltd and Associated Entities (All Administrators Appointed)

Company name	ACN
The PAS Group Limited	169 477 463
PASCO Group Pty Ltd	117 244 943
PAS Finance Pty Ltd	169 478 291
JETS Swimwear Pty Limited	068 819 581
AFG Retail Pty Limited	133 613 251
Chestnut Apparel Pty Limited	112 091 522
PASCO Operations Pty Ltd	112 078 547
Black Pepper Brands Pty Limited	112 065 559
Designworks Holdings Pty Limited	113 900 057
Designworks Clothing Company Pty Limited	117 343 807
World Brands Pty Ltd	075 219 135
Yarra Trail Holdings Pty Limited	110 901 561
Yarra Trail Pty Limited	110 902 102
Review Australia Pty Limited	122 295 836
The Capelle Group Pty Limited	121 867 641
Fiorelli Licensing Pty Limited	122 295 827
Metpas Pty Ltd	127 957 653
The Hopkins Group Aust Pty Limited	119 023 273
Bondi Bather Pty Limited	620 985 864

Annexure E

*Corporations Act 2001 Section 600G
Insolvency Practice Rules (Corporations) – 75-10*

**The PAS Group of Companies as per attached schedule
(All Administrators Appointed)
("the PAS Group")**

**CREDITOR'S APPROVAL TO THE USE OF EMAIL BY THE EXTERNAL ADMINISTRATOR WHEN GIVING
OR SENDING CERTAIN NOTICES UNDER SECTION 600G
OF THE CORPORATIONS ACT 2001**

Should you wish to receive notices and documents relating to the administrations of **The PAS Group** by email, please complete this form and return it to Link Market Services at the address set out below.

☐ I/We authorise the External Administrators on behalf of the PAS Group and his or her employees and agents to send and give notices and documents where such notices and documents may be sent by email to us using the email address provided below.

☐ Where the external administration has evolved into another form of external administration (such as a voluntary administration becoming a deed of company arrangement or creditors voluntary administration) I/We authorise the External Administrators of the PAS Group whether as voluntary administrator or deed administrator or liquidator of the PAS Group and his employees and agents to send and give notices and documents where such notices and documents may be sent by email to me/us using the email address provided below.

Signature:	
Creditor name:	
Creditor address:	
Contact name:	
Position:	
Email Address:	
Contact number:	

Return completed form to: Link Market Services

By email: pasgrouppltd@linkmarketservices.com.au

The PAS Group Ltd and Associated Entities (All Administrators Appointed)

Company name	ACN
The PAS Group Limited	169 477 463
PASCO Group Pty Ltd	117 244 943
PAS Finance Pty Ltd	169 478 291
JETS Swimwear Pty Limited	068 819 581
AFG Retail Pty Limited	133 613 251
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The Capelle Group Pty Limited	121 867 641
Fiorelli Licensing Pty Limited	122 295 827
Metpas Pty Ltd	127 957 653
The Hopkins Group Aust Pty Limited	119 023 273
Bondi Bather Pty Limited	620 985 864

Annexure F

Declaration of Independence, Relevant Relationships and Indemnities

**The PAS Group Limited (ACN 169 477 463)
And the entities listed in Appendix A
(all Administrators Appointed)
(the PAS Group or the Group)**

A Practitioner appointed to an insolvent entity is required to make declarations as to:

- A. their independence generally
- B. relevant relationships, including
 - i the circumstances of the appointment
 - ii any relationships with the Group and others within the previous 24 months
 - iii any prior professional services for the Group within the previous 24 months
 - iv that there are no other relationships to declare, and
- C. any indemnities given, or up-front payments made, to the Practitioner.

Prior to 1 August 2018, we (Stephen Longley, Martin Ford and David McEvoy of PwC) were partners of PPB Advisory. On 1 August 2018, PPB Advisory merged with PricewaterhouseCoopers (**PwC**). As a result, the majority of PPB Advisory's partners and staff joined PwC.

This declaration is made in respect of us, the partners and staff of PwC, and all members of the PwC global network in Australia.

A. Independence

We, Stephen Longley, Martin Ford and David McEvoy of PwC have undertaken a proper assessment of the risks to our independence prior to accepting the appointment as Joint and Several Voluntary Administrators of the Group in accordance with the law and applicable professional standards. The assessment included a review of PPB Advisory and PwC matters for the 24 month period prior to accepting the appointment as Joint and Several Voluntary Administrators.

This assessment identified no real or potential risks to our independence. We are not aware of any conflicts at the time of our appointment or any reasons that would prevent us from accepting this appointment.

In the event that any conflict arises, we will seek independent legal advice or court directions if appropriate.

In the event that this declaration needs to be updated we will issue written notice to all known creditors as per the Group's records.

B. Declaration of Relationships

i Circumstances of appointment

On 23 March 2020, Martin Ford was introduced to Marcus Crowe, CFO of the Group, by David Kennett, a PwC partner. PwC had provided taxation and transaction services advice to the Group previously, and a summary of these services is included in Section iii below.

Following calls with Marcus Crowe and Eric Morris, CEO of the Group, on 23 and 24 March 2020 respectively, PwC was engaged by the Group on 25 March 2020 to:

- review and assess the restructuring scenarios prepared by the Group's management in light of the impacts of COVID-19,
- consider whether any other options or scenarios should be developed and prepare a high level assessment of the costs to implement the restructuring options contemplated
- understand the key stakeholders of the Group and potential sources of funding

- attend meetings to discuss the options analysis and the likely costs required to fund a restructure

PwC's deliverable for this engagement was the completion of a report for the Group dated 28 April 2020 titled "Cash and liquidity scenario planning" which:

- Outlined three options of future state business models which may be sustainable in a post COVID-19 trading environment
- Estimated the cash flow and restructuring costs associated with management's preferred option
- Compared this outcome with the potential outcome from a voluntary administration/liquidation of the Group

Between 28 April and 7 May, PwC continued to have discussions with the Group's management and directors regarding the restructuring options PwC had analysed for the Group. This included discussions and correspondence with Commonwealth Bank of Australia (CBA), one of the Group's financiers, after a copy of the report was provided to CBA. The nature of the communications with CBA was to provide information and answer CBA's queries regarding the options available to the Group.

During the course of this engagement, PwC partners and staff (including Martin Ford and Stephen Longley) had 22 interactions, including calls and meetings, with directors and executives of the Company. A complete listing of these interactions is included as Appendix B to this document. The purpose of these interactions was to complete the above scope of services. PwC received remuneration in the amount of \$170,456 (excluding GST) for provision of these services per the terms of the engagement letter.

On 8 May 2020 PwC was advised by Eric Morris (CEO) and Launa Inman (Chair) that the directors wanted to proceed with a restructure of the Group, however that would only be possible if equity could be raised by way of a process being conducted by PAC Partners. The directors acknowledged that if the equity raising was not successful, the Group may need to be placed into voluntary administration.

PwC was then engaged by the Group to prepare plans for the following options:

- A plan for the solvent restructure of the Group on the assumption that the capital raising was successful, and
- A contingency plan for a potential voluntary administration of the Group in the event the capital raising did not proceed.

As part of the engagement, PwC partners and staff (including Stephen Longley) had daily meetings or discussions with the Group's management team in order to undertake the above services. These meetings were from 13 May 2020 to the date of our appointment. In addition, PwC had 15 interactions, including calls and meetings, with the directors of the Company during the period 8 May 2020 to the date of our appointment. A complete listing of these interactions is included as Appendix B to this document. The purpose of these interactions was to prepare the plans which would then be implemented depending on the outcome of the capital raising being completed by the Group. PwC received remuneration of approximately \$51,620 (excluding GST) for provision of these services, paid in advance per the terms of the engagement letter.

In our opinion, these meetings, discussions and engagements do not affect our independence or influence our ability to be able to comply with our obligations associated with the voluntary administration of the Group in an objective and impartial manner for the following reasons:

- Our work was the assessment of alternative courses of action available to the Group and the preparation of contingency plans to be implemented depending on the outcome of a capital raising. PwC did not have any involvement in the proposed capital raising.
- Our engagement was limited to analysing various restructuring options prepared by Group management, and comparing them to an insolvency process. We did provide any recommendations to the Group or its Board as to whether it should pursue a solvent restructuring or insolvency options.
- The engagements enabled us to gain an understanding of the financial position and operations of the Group and plan for a voluntary administration.
- The Courts and the ARITA Code of Professional Practice (COPP) specifically recognise the need for practitioners to discuss the insolvency process and the options available prior to an appointment and do not consider that such discussions result in a conflict or an impediment to accepting the appointment.

- Our work would not be subject to review or challenge during the administration and would not impact on compliance with our statutory and fiduciary duties associated with the administration of the Group.

We did not provide other information or advice to the Group, its directors and advisors prior to our appointment, beyond that outlined in this Declaration of Independence, Relevant Relationships and Indemnities (**DIRRI**).

ii Relevant Relationships (excluding Professional Services to the Insolvent)

PwC undertakes assignments for a large number of corporate and government entities in Australia and may have acted for some creditors of the Group. We are not aware of any such relationship that would influence our ability to be able to fully comply with the statutory and fiduciary obligations associated with the administration of the Group in an objective and impartial manner.

The partners and staff of PPB Advisory who joined PwC from 1 August 2018 may have previously acted for some creditors of the Group. We are not aware of any such relationship that would influence our ability to be able to fully comply with the statutory and fiduciary obligations associated with the administration of the Group in an objective and impartial manner.

We, or a member of our firm, have, or have had within the preceding 24 months, a relationship with:

Name	Nature of relationship	Reasons why this relationship does not result in a conflict of interest
Commonwealth Bank of Australia (CBA)	<p>CBA holds an All Present and After-Acquired Property charge over substantially the whole of property of certain entities of the PAS Group</p> <p>PwC is CBA's statutory auditor and continues to provide audit and non-audit services to CBA.</p> <p>PPB Advisory had undertaken formal and informal assignments for CBA in the usual course of business prior to becoming part of PwC.</p>	<p>We have never undertaken any work for CBA in respect of the PAS Group.</p> <p>We do not consider the prior work conducted for CBA nor the services we currently provide to CBA to present a conflict as there is no connection between these engagements and the PAS Group.</p> <p>There is no relationship with CBA which in our view would restrict us from properly exercising our judgment and duties in relation to the administrations.</p>
Moneytech Finance Pty Ltd (Moneytech)	<p>Moneytech holds an All Present and After-Acquired Property charge over substantially the whole of property of certain entities of the PAS Group.</p> <p>PwC has provided tax and financial advisory services to Moneytech.</p>	<p>We have never undertaken any work for Moneytech in respect of the PAS Group.</p> <p>We do not consider the services we provide to Moneytech to present a conflict as there is no connection between these engagements and the PAS Group.</p> <p>There is no relationship with Moneytech which in our view would restrict us from properly exercising our judgment and duties in relation to the administrations.</p>
Deputy Commissioner of Taxation/Australian Taxation Office (ATO)	<p>ATO is an unsecured creditor of the PAS Group.</p> <p>Various Practitioners within PwC are members of ATO panels for appointments as liquidators and bankruptcy trustees.</p>	<p>We have never undertaken any work for the ATO in respect of the PAS Group.</p> <p>There is no relationship with the ATO which in our view would restrict us from properly exercising our judgment and duties in relation to the administrations.</p>

iii Prior Professional Services to the Group

We, or a member of the firms (i.e. PPB Advisory and PwC), have provided the following professional services to the Group in the 24 months prior to the acceptance of this appointment.

Nature of Professional Service	Reasons why not an impediment or conflict
<p>Income tax services</p> <p>In June 2018 PwC provided advice to the Group on the ability of the Group to utilise prior year tax losses in FY17 and later years under the same business test.</p> <p>Fees rendered for these services were \$37,000 (excluding GST and expenses).</p>	<p>In our opinion the services provided do not cause a conflict of interest or duty for the following reasons:</p> <ul style="list-style-type: none"> • The engagement is immaterial to the Group and to PwC • These services will not be subject to review by us during the course of the Administration. • The services provided does not influence our ability to be able to fully comply with the statutory and fiduciary obligations associated with the Administration of the Group • The services will not influence the objectivity and impartiality of us during the Administration
<p>Income tax services</p> <p>In December 2018, PwC completed the compliance lodgement of the Group's FY18 income tax return based on workpapers prepared by the Group.</p> <p>Fees rendered for these services were \$22,000 (excluding GST and expenses).</p>	<p>In our opinion the services provided do not cause a conflict of interest or duty for the following reasons:</p> <ul style="list-style-type: none"> • The engagement is immaterial to the Group and to PwC • The work undertaken was compliance in nature • These services will not be subject to review by us during the course of the Administration. • The services provided does not influence our ability to be able to fully comply with the statutory and fiduciary obligations associated with the Administration of the Group • The services will not influence the objectivity and impartiality of us during the Administration
<p>Assistance on ATO streamline review</p> <p>In November 2018 PwC was engaged to assist with the collation and lodgement of documents in relation to a tax review being completed by the ATO in respect of the FY14 to FY17 period.</p> <p>Fees rendered for these services were \$58,503 (excluding GST and expenses).</p>	<p>In our opinion the services provided do not cause a conflict of interest or duty for the following reasons:</p> <ul style="list-style-type: none"> • The engagement is immaterial to the Group and to PwC • The work undertaken was compliance in nature • These services will not be subject to review by us during the course of the Administration. • The services provided does not influence our ability to be able to fully comply with the statutory and fiduciary obligations associated with the Administration of the Group • The services will not influence the objectivity and impartiality of us during the Administration
<p>Transaction services advice</p> <p>PwC was engaged by the Group to perform financial and operational due diligence services in relation to a potential acquisition opportunity. This engagement was completed from April to June 2019. The acquisition did not proceed.</p> <p>PwC received \$140,435 (ex GST) in professional fees in relation to the engagement.</p>	<p>We believe that this relationship does not result in a conflict of interest or duty because:</p> <ul style="list-style-type: none"> • The engagement is immaterial to the Group and to PwC • The proposed acquisition did not occur. • These services will not be subject to review by us during the course of the Administration. • The services provided does not influence our ability to be able to fully comply with the statutory and fiduciary obligations associated with the Administration of the Group. • The services will not influence the objectivity and impartiality of us during the Administration

<p>Income tax services</p> <p>In October 2019 PwC was engaged to review the Group's FY19 income tax provision and perform the compliance lodgement of its income tax return based on workpapers prepared by the Group.</p> <p>Fees rendered for these services were \$28,000 (excluding GST and expenses)..</p>	<p>In our opinion the services provided do not cause a conflict of interest or duty for the following reasons:</p> <ul style="list-style-type: none"> • The engagement is immaterial to the Group and to PwC • The work undertaken was compliance in nature • These services will not be subject to review by us during the course of the Administration. • The services provided does not influence our ability to be able to fully comply with the statutory and fiduciary obligations associated with the Administration of the Group • The services will not influence the objectivity and impartiality of us during the Administration
<p>Transaction tax advice</p> <p>In February 2020 PwC was engaged by the Group to provide advice on the potential tax implications of a disposition of its White Runway subsidiary.</p> <p>Fees rendered for these services were \$1,731, (excluding GST and expenses).</p>	<p>In our opinion the services provided do not cause a conflict of interest or duty for the following reasons:</p> <ul style="list-style-type: none"> • The engagement is immaterial to the Group and to PwC • These services will not be subject to review by us during the course of the Administration. • The services provided does not influence our ability to be able to fully comply with the statutory and fiduciary obligations associated with the Administration of the Group • The services will not influence the objectivity and impartiality of us during the Administration

iv No other relevant relationships or Professional Services to disclose

There are no other known Professional Services or relevant relationships, including personal, business and professional relationships, from the previous 24 months with the Group, an associate of the Group, a former insolvency practitioner appointed to the Group or any person or entity that has security over the whole or substantially the whole of the Group's property that should be disclosed.

C. Indemnities and up-front payments

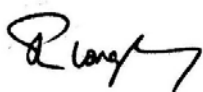
We have not been indemnified in relation to this administration, other than any indemnities that we may be entitled to under statute. We have not received any up-front payments in respect of our remuneration or disbursements.

This does not include statutory indemnities. We have not received any other indemnities or upfront payments that should be disclosed.

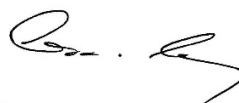
Dated this 1st day of June 2020



Martin Ford
Administrator



Stephen Longley
Administrator



David McEvoy
Administrator

Note:

1. *If circumstances change, or new information is identified, we are required under the Corporations Act 2001 and the Australian Restructuring Insolvency & Turnaround Association (ARITA) Code of Professional Practice to update this Declaration and provide a copy to creditors with our next communication as well as table a copy of any replacement declaration at the next meeting of the insolvent's creditors.*
2. *Any relationships, indemnities or up-front payments disclosed in the DIRRI must not be such that the Practitioner is no longer independent. The purpose of components B and C of the DIRRI is to disclose relationships that, while they do not result in the Practitioner having a conflict of interest or duty, ensure that creditors are aware of those relationships and understand why the Practitioner nevertheless remains independent.*

Appendix A – List of subsidiaries

Entity	ACN
AFG Retail Pty Ltd	133 613 251
Bondi Bather Pty Ltd	620 985 864
Breakaway Apparel Pty Ltd	112 065 559
Chestnut Apparel Pty Ltd	112 091 522
Designworks Clothing Company Pty Ltd	117 343 807
Designworks Holdings Pty Ltd	113 900 057
Fiorelli Licensing Pty Limited	122 295 827
JETS Swimwear Pty Ltd	068 819 581
Metalicus Pty Ltd	127 957 653
PAS Finance Pty Ltd	169 478 291
PASCO Group Pty Ltd	117 244 943
PASCO Operations Pty Ltd	112 078 547
Review Australia Pty Ltd	122 295 836
The Capelle Group Pty Ltd	121 867 641
The Hopkins Group Pty Ltd	119 023 273
The PAS Group Limited	169 477 463
World Brands Pty Ltd	075 219 135
Yarra Trail Holdings Pty Ltd	110 901 561
Yarra Trail Pty Ltd	110 908 102

Appendix B - Schedule of meetings with directors from 23 March 2020 to appointment

Date	PwC attendees	PAS attendees	Agenda/discussion
23/3/20	Martin Ford	CFO	Introductory call
24/3/20	Martin Ford, Mick Calder	CEO & CFO	Introductory call – follow up with CEO
25/3/20	Martin Ford, Mick Calder, Chelsie Harris	CEO & CFO	Discussion of current situation and impact of COVID-19 on Group
26/3/20	Martin Ford, Mick Calder, Chelsie Harris	CEO	Discuss scope of works to be completed
26/3/20	Martin Ford, Mick Calder	Board & CFO	Discuss scope of works to be completed
3/4/20	Mick Calder	Board & CFO	Discuss cash flow and status of options review
6/4/20	Mick Calder	Board & CFO	Discuss options considerations
7/4/20	Mick Calder	Board & CFO	Discuss high level options paper
15/4/20	Mick Calder	CEO & CFO	Discuss on future state options to be considered
16/4/20	Mick Calder	CEO, CFO & Michael Gordon (director)	Discuss on future state options to be considered
16/4/20	Mick Calder	Board & CFO	Discussions on draft options analysis
20/4/20	Mick Calder	CEO & CFO	Review of draft report
21/4/20	Mick Calder	CEO & CFO	Review of draft report
21/4/20	Martin Ford	Chair	Query regarding employee entitlements waterfall
22/4/20	Mick Calder Stephen Longley	Board & CFO	Discuss draft options analysis
23/4/20	Martin Ford, Mick Calder	Board & CFO	Discuss draft options analysis
24/4/20	Martin Ford, Mick Calder	Board & CFO	Discuss draft options analysis
25/4/20	Mick Calder	CEO & CFO	Review of draft report
26/4/20	Mick Calder	CEO & CFO	Review of draft report
27/4/20	Martin Ford, Mick Calder	Board & CFO	Discuss draft options analysis
28/4/20	Martin Ford, Mick Calder	Board & CFO	Discuss draft report
6/5/20	Mick Calder	Board & CFO	Discuss CBA response and queries regarding the options analysis
8/5/20	Stephen Longley	Chair	Discuss request to conduct planning for solvent restructure and contingency planning for potential administration
8/5/20	Mick Calder Stephen Longley	CEO	Discuss request to conduct planning for solvent restructure and contingency planning for potential administration
11/5/20	Mick Calder	CEO & CFO	Discuss financial model required to support planning for restructuring scenarios
13/5/20	Stephen Longley	Chair	Discuss status of planning work and likely timeframes
20/5/20	Stephen Longley	Chair	Discussion on work status and availability to attend a meeting with other board members on 21 May
21/5/20	Stephen Longley Mick Calder	Board & CFO	Discuss work required for contingency planning, information required from the Group, and general discussion on the mechanics of a voluntary administration
22/5/20	Stephen Longley	CEO	Status of information to be provided to PwC for planning work to be conducted
25/5/20	Stephen Longley Mick Calder	CEO & CFO	Communications plan for contingency planning engagement

Appendix B - Schedule of meetings with directors from 23 March 2020 to appointment

Date	PwC attendees	PAS attendees	Agenda/discussion
26/5/20	Stephen Longley	Chair	Status update on contingency planning
26/5/20	Martin Ford Stephen Longley Mick Calder	CEO & CFO	Communications plan and contingency planning
27/5/20	Martin Ford Stephen Longley Mick Calder	CEO & CFO	Communications plan and contingency planning
27/5/20	Stephen Longley	Board	Status of contingency planning and notice period required in the event the Board needed to consider appointment of administrators
28/5/20	Martin Ford	CEO & CFO	Communications plan and contingency planning
28/5/20	Stephen Longley	Chair & CEO	Request to provide consent to act and attend PAS Group board meeting on 29/5/20
29/5/20	Stephen Longley	Board & CFO	Attendance at PAS Group board meeting

PAS attendees guide

PAS attendee in above table	Refers toed
Chair	Launa Inman, PAS Group Chair
CEO	Eric Morris, PAS Group Chief Executive Officer
CFO	Marcus Crowe, PAS Group Chief Financial Officer
Board	All of the directors or a majority of the directors of The PAS Group Limited, namely Launa Inman, Eric Morris, Michael Gordon and Sylvia Mazzucchelli

Annexure G – Authorised signatories

The only persons authorised to place an order are the Administrators and their authorised staff and a number the employees from the PAS Group as detailed below. Specimen signatures are below:

Authorised signatory	Limit	Signature
Stephen Longley (Administrator)	No restriction	
Martin Ford (Administrator)	No restriction	
David McEvoy (Administrator)	No restriction	
Andrew Seeckts (Administrators' staff)	No restriction	
Marcus Crowe (The PAS Group)	No restriction	
Darren Stephen (Designworks – The PAS Group)	Up to \$250k	
Anna McLaurin (Administrators' staff)	Up to \$100k	
Suzy Underwood (Administrators' staff)	Up to \$100k	
Peter Venter (The PAS Group)	Up to \$50k	
Ben Morris (The PAS Group)	Up to \$50k	
Ben Sindrey (The PAS Group)	Up to \$50k	
Patrick Burris (The PAS Group)	Up to \$50k	

Annexure H - Vendor Creation Form

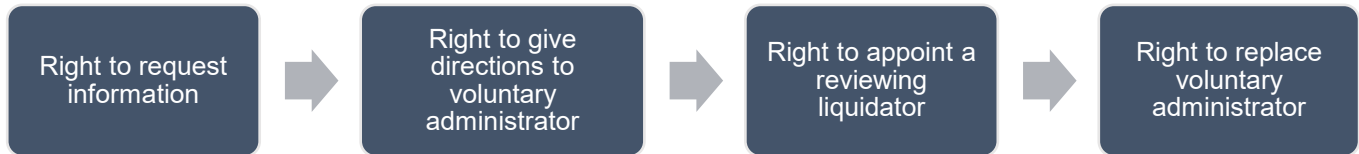
VENDOR TO COMPLETE <ul style="list-style-type: none"> Please complete and return this Form to PricewaterhouseCoopers with supporting documents (where specified) A vendor payment cannot be made unless all fields are complete 			
Vendor Business / Company Name		Nature of trading activity of Vendor (e.g.	
PHYSICAL ADDRESS		POSTAL ADDRESS (Leave blank if same as physical address)	
Street Name and No.		Street Name and No. / P.O	
Town/Suburb		Town/Suburb	
Post Code		Post Code	
State / Country		State / Country	
CONTACTS			
Company Phone No.		Fax No. (for Purchase Orders)	
Primary Contact Name (1)		Alternative Contact Name	
Mobile No (1)		Mobile No (2)	
Email (for Purchase Orders and general procurement)		Email (for Purchase Orders and general procurement)	
Email	<i>For initial confirmation of Vendor account details and all general correspondence. Must be different to above email addresses.</i>		
COMPANY INFORMATION			
Vendor ABN		GST Registered	Yes <input type="checkbox"/> No <input type="checkbox"/>
BANK DETAILS			
Account Name		Bank No. (BSB)	
Bank A/c Number		Bank Name	
Branch Address			
EVIDENCE	<p>Please provide documentary evidence to substantiate the:</p> <p>1. Bank Account details (may be one of the following):</p> <p><input type="checkbox"/> copy of your pre-printed bank deposit slip</p> <p><input type="checkbox"/> copy of the top portion of your bank statement</p> <p><input type="checkbox"/> letter from your bank confirming the details</p> <p>2. Company/Business physical address (can be letterhead or included on the documents proving Bank Account details outlined in 1 above) (Bank Account Name and Business Name must be identical — otherwise Company/Business Name Registration required)</p>		
Vendor Representation:	I confirm on behalf of the vendor that the information provided in this form (including supporting documents) is correct.		
Name of Person making representation:		Position/Title	
Signature:		Date:	

Thank you for taking the time to complete this form and please attach the supporting documents.

FOR OFFICE USE ONLY			
PwC employee who verified this form and bank account evidence (Name and Signature):		Date:	
Manager/Director authorising this form (Name and Signature):		Date:	
Complete the next section where a payment >\$20,000 is being made to the vendor's bank account detailed overleaf for the first time.			
Telephone verification of the vendor's bank details completed by (Name* and Signature):		Date:	
<p>*Please note, where telephone verification of the vendor's bank account is required:</p> <ul style="list-style-type: none"> • This cannot be completed by the same PwC employee who verified this form and accompanying evidence • A detailed file note of the conversation with the vendor's representative must be attached to this form. 			

Creditor Rights in Voluntary Administrations

As a creditor, you have rights to request meetings and information or take certain actions:



Right to request information

Information is communicated to creditors in a voluntary administration through reports and meetings.

In a voluntary administration, two meetings of creditors are automatically held. You should expect to receive reports and notice of these meetings:

- The first meeting is held within 8 business days of the voluntary administrator's appointment. A notice of meeting and other information for this meeting will be issued to all known creditors.
- The second, or decision, meeting is usually held within 6 weeks of the appointment, unless an extension is granted. At this meeting, creditors will get to make a decision about the company's future. Prior to this meeting the voluntary administrator will provide creditors with a notice of the meeting and a detailed report to assist in making your decision.

Important information will be communicated to creditors prior to and during these meetings. Creditors are unable to request additional meetings in a voluntary administration.

Creditors have the right to request information at any time. A voluntary administrator must provide a creditor with the requested information if their request is 'reasonable', the information is relevant to the voluntary administration, and the provision of the information would not cause the voluntary administrator to breach their duties.

A voluntary administrator must provide this information to a creditor within 5 business days of receiving the request, unless a longer period is agreed. If, due to the nature of the information requested, the voluntary administrator requires more time to comply with the request, they can extend the period by notifying the creditor in writing.

Requests must be reasonable.

They are not reasonable if:

- (a) complying with the request would prejudice the interests of one or more creditors or a third party
- (b) the information requested would be privileged from production in legal proceedings
- (c) disclosure would found an action for breach of confidence
- (d) there is not sufficient available property to comply with the request
- (e) the information has already been provided
- (f) the information is required to be provided under law within 20 business days of the request
- (g) the request is vexatious

If a request is not reasonable due to (d), (e) or (f) above, the voluntary administrator must comply if the creditor meets the cost of complying with the request.

Otherwise, a voluntary administrator must inform a creditor if their information request is not reasonable and the reason why.

Right to give directions to voluntary administrator

Creditors, by resolution, may give a voluntary administrator directions in relation to a voluntary administration. A voluntary administrator must have regard to these directions, but they are not required to comply with the directions.

If a voluntary administrator chooses not to comply with a direction given by a resolution of the creditors, they must document their reasons for not complying.

An individual creditor cannot provide a direction to a voluntary administrator.

Right to appoint a reviewing liquidator

Creditors, by resolution, may appoint a reviewing liquidator to review a voluntary administrator's remuneration or a cost or expense incurred in a voluntary administration. The review is limited to:

- remuneration approved within the six months prior to the appointment of the reviewing liquidator, and
- expenses incurred in the 12 months prior to the appointment of the reviewing liquidator.

The cost of the reviewing liquidator is paid from the assets of the voluntary administration, in priority to creditor claims.

An individual creditor can appoint a reviewing liquidator with the voluntary administrator's consent, however the cost of this reviewing liquidator must be met personally by the creditor making the appointment.

Right to replace voluntary administrator

At the first meeting, creditors have the right to remove a voluntary administrator and appoint another registered liquidator to act as voluntary administrator.

A creditor must ensure that they have a consent from another registered liquidator prior to the first meeting if they wish to seek the removal and replacement of a voluntary administrator.

Creditors also have the opportunity to replace a voluntary administrator at the second meeting of creditors:

- If creditors vote to accept a proposed deed of company arrangement, they can appoint a different registered liquidator as the deed administrator.
- If creditors vote to place the company into liquidation, they can appoint a different registered liquidator as the liquidator.

It is however usual for the voluntary administrator to act as deed administrator or liquidator. It would be expected that additional costs would be incurred by an alternate deed administrator or liquidator to gain the level of knowledge of the voluntary administrator.

Like with the first meeting, a creditor must ensure that they have a consent from another registered liquidator prior to the second meeting if they wish to seek to appoint an alternative registered liquidator as deed administrator or liquidator.

**For more information, go to www.arita.com.au/creditors.
Specific queries about the voluntary administration should be directed to the voluntary administrator's office.**

www.pwc.com.au