



2 February 2021

***To the suppliers as addressed***

**PAS Group of Companies as per attached schedule (Appendix A)  
("the PAS Group")**

**Notice of completion of sale of the PAS Group and retirement of Deed Administrators**

We write to inform you that the Deed Administrators have completed a share sale of the PAS Group to PAS Group International Pty Ltd (the **Purchaser**) effective 1 February 2021.

We are extremely pleased that the PAS Group will carry on as a business in its current form. The Purchaser will write to you separately to introduce themselves. In the interim, your contacts in the PAS Group remain the same as prior to the sale.

The purpose of this letter is to explain what will happen with any outstanding invoices that you have with the PAS Group at 31 January 2021, and any invoices issued for goods or services provided from 1 February 2021 onwards.

**1. Relevant entities**

Specifically, this sale (**Second Transaction**) refers to the following trading entities:

- The PAS Group Limited
- Black Pepper Brands Pty Limited
- Review Australia Pty Limited

It also includes non-trading entities as listed in Appendix A.

We also sold the assets and the business of Designworks Clothing Company Pty Ltd and Yarra Trail Pty Limited on 30 November 2020 (**First Transaction**) and have previously written to the suppliers of these entities. Please refer to those letters regarding supplier procedures for these entities.

**2. Goods and services provided from 1 February 2021 onwards**

As per above, there is no major change to the operations of the trading entities. If you have any questions regarding ongoing supply, please contact your usual contact at the PAS Group.

The companies' details (i.e., company name, ABN, etc.) remain unchanged. However, the former Deed Administrators will not accept any liability for goods purchased or services rendered by suppliers after 31 January 2021. We therefore request you close the Deed Administrators' account and organise new accounts to be set up with the Purchaser.

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**PricewaterhouseCoopers, ABN 52 780 433 757**  
2 Riverside Quay, SOUTHBANK VIC 3006,  
GPO Box 1331, MELBOURNE VIC 3001  
T: +61 3 8603 1000, F: +61 3 8603 1999, [www.pwc.com.au](http://www.pwc.com.au)

Liability limited by a scheme approved under Professional Standards Legislation.

### 3. Outstanding purchase orders at 31 January 2021

Please contact [au\\_pas\\_suppliers@pwc.com](mailto:au_pas_suppliers@pwc.com) and the relevant PAS Group contact listed below by Friday, 5 February 2021 if you believe you have any outstanding purchase orders that are yet to be fulfilled so that we can organise these to be transferred to the Purchaser or reissued by the Purchaser.

- Black Pepper Brands Pty Limited – [bsindrey@pasco.com.au](mailto:bsindrey@pasco.com.au)
- Review Australia Pty Limited – [bsindrey@pasco.com.au](mailto:bsindrey@pasco.com.au)
- The PAS Group Limited – [gsin@pasco.com.au](mailto:gsin@pasco.com.au)

The Former Deed Administrators accept no liability for any liabilities and obligations relating to outstanding purchase orders.

### 4. Outstanding invoices for the period 29 May 2020 to 31 January 2021.

Any valid invoices that you have outstanding as at close of business on 31 January 2021 will be paid by the PAS Group as and when they fall due, provided they relate to goods and/or services provided after 29 May 2020.

Additionally, the PAS Group will pay you directly for any invoices provided on or after 31 January 2021 which relate to goods or services provided during the period 29 May 2020 and 31 January 2021.

### 5. Pre-appointment invoices outstanding (prior to 29 May 2020)

We will write to all creditors as the Deed Administrators of The PAS Group Distribution Company Pty Ltd (Subject to Deed of Company Arrangement) (the **Distribution Company**) when we are in a position to declare a dividend to creditors. We expect to be able to do this by July 2021.

Please forward any questions regarding your pre-appointment claim to [au\\_pas\\_creditors@pwc.com](mailto:au_pas_creditors@pwc.com).

### 6. The Deed Administrators' role

We remain appointed as Deed Administrators over the Distribution Company for the purposes of:

- finalising the liabilities of the administration of the PAS Group from the period 29 May 2020 to 31 January 2021, and
- declaring a dividend to creditors for any pre-appointment claims outstanding (debts incurred prior to 29 May 2020).

Our appointment as Deed Administrators of the Distribution Company will have no impact on the operations of the PAS Group from 1 February 2021 onwards.

We thank you for your support during the administration period and wish you all the best for your continued relationship with the PAS Group.

Yours faithfully



**Martin Ford, Stephen Longley and David McEvoy**  
Former Deed Administrators

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## Appendix A – The PAS Group entities

### Entities subject to sharesale

Company name	ACN
The PAS Group Limited	169 477 463
PASCO Group Pty Ltd	117 244 943
PAS Finance Pty Ltd	169 478 291
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
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

### Entity not subject to completion (Deed Administrators still appointed)

Company name	ACN
The PAS Group Distribution Company Pty Ltd (formerly Bondi Bather Pty Limited) (Subject to Deed of Company Arrangement)	620 985 864

### Entities subject to previous sales

Company name	ACN
JETS Swimwear Pty Limited	068 819 581
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