

DECLARATION OF INDEPENDENCE, RELEVANT RELATIONSHIPS AND INDEMNITIES

AUTOCARE SERVICES PTY LIMITED (ADMINISTRATORS APPOINTED)

ACN 004 497 607

(“THE COMPANY”)

The purpose of this document is to assist creditors with understanding any relevant relationships that we have with parties who are closely connected to the Company and any indemnities or upfront payments that have been provided to us. None of the relationships disclosed in this document are such that our independence is affected.

This information is provided so you have trust and confidence in our independence and, if not, you can ask for further explanation or information and can act to remove and replace us if you wish.

This declaration is made in respect of ourselves, our fellow Senior Managing Directors/Managing Directors, FTI Consulting (Australia) Pty Ltd (FTI Consulting or Firm) and associated entities.

We are Professional Members of the Australian Restructuring Insolvency and Turnaround Association (ARITA). We acknowledge that we are bound by the ARITA Code of Professional Practice.

Independence

We have assessed our independence and we are not aware of any reasons that would prevent us from accepting this appointment.

There are no other known relevant relationships, including personal, business and professional relationships that should be disclosed beyond those we have disclosed in this document.

Circumstances of appointment

How we were referred this appointment

This appointment was referred to FTI Consulting by Linx Cargo Care Group Pty Limited.

We consider that this referral does not result in us having a conflict of interest or duty because:

- There is no expectation, agreement or understanding between the Voluntary Administrators and Linx Cargo Care Group Pty Limited about the conduct of this administration and we are free to act independently and in accordance with the law and the requirements of the ARITA Code of Professional Practice.

Did we meet with the Company and / or their advisers before we were appointed?

☒ Yes ☐ No

FTI Consulting, the Company and its advisers met/corresponded during the period from 17 December 2020 through to 3 February 2021. These meetings/correspondence are detailed in Annexure A.

- The meetings and emails outlined in Annexure A were for the purposes of:
 - obtaining sufficient information about the Company to enable discussion around the financial position of the Company
 - outlining the process following the appointment of Voluntary Administrators
 - us to provide a Consent to Act, and
 - engaging in acts preparatory in relation to providing information to the Company's leadership team as to the impact to the Company of the appointment of Voluntary Administrators.

We received \$40,000.00 (excluding GST) for this advice.

In our opinion, these meetings do not affect our independence for the following reasons:

- The Courts and relevant professional bodies recognise the need to adequately plan the insolvency process and the options available and do not consider that such an engagement results in a conflict or is an impediment to accepting the appointment.
- The nature of the engagement provided to the Company is such that it would not be subject to review and challenge during the course of our appointment.
- No advice has been given to the directors in their capacity as directors of the Company, or in relation to their personal circumstances.
- The pre-appointment engagement will not influence our ability to be able to fully comply with the statutory and fiduciary obligations associated with the appointment as Voluntary Administrators Appointment Role of the Company in an objective and impartial manner.

We have provided no other information or advice to the Company's director prior to our appointment beyond that outlined in this DIRRI.

Declaration of Relationships

Within the previous 2 years we or our firm have had a relationship with:

The Company	☐ Yes ☒ No
The directors	☐ Yes ☒ No
Any associates of the Company?	☐ Yes ☒ No
A former insolvency practitioner appointed to the Company?	☐ Yes ☒ No
A secured creditor entitled to enforce a security over the whole or substantially the whole of the Company's property?	☐ Yes ☒ No

Do we have any other relationships that we consider are relevant to creditors assessing our independence?

☐ Yes ☒ No

Indemnities and up-front payments

We have been provided with the following up-front payment:

Name	Relationship with the Company	Nature of indemnity or payment
Autocare Services Pty Limited	No prior engagement	FTI Consulting was paid \$40,000 (Ex GST) for professional services, to provide the Company with advice in relation to the impact to operations of the Company should it be necessary to appoint Voluntary Administrators, the roles and obligations of Voluntary Administrators once appointed, and the ability for the Voluntary Administrators to operate the Company on business as usual basis, should they be appointed. There were no conditions on the conduct or outcome of the voluntary administration attached to the provision of these funds.

This does not include any indemnities I may be entitled to under the law. We have not received any other indemnities or upfront payments.

Dated 4 February 2021



Christopher Hill



Joseph Hansell



Ross Blakeley

Notes:

1. *The assessment of independence has been made based on an evaluation of the significance of any threats to independence and in accordance with the requirements of the relevant legislation and professional Standards.*
2. *If circumstances change, or new information is identified, we are required under the Corporations Act 2001 or Bankruptcy Act and ARITA's 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. For creditors' voluntary liquidations and voluntary administrations, this document and any updated versions of this document are required to be lodged with ASIC.*

Annexure A

Interactions between FTI Consulting staff and Company representatives/other third parties during the period 17 December 2020 – 3 February 2021

The following is a schedule of meetings/correspondence which took place during the period 17 December 2020 – 3 February 2021. All meetings had the duration of approximately one hour or less, and are summarised as follows:

Date	Medium	FTI Consulting attendees	External attendees	Agenda/purpose/discussion
17 / 12 / 20	Email	Joseph Hansell	Linx Cargo Care Group	Approached to potentially act as Voluntary Administrators of the Company
24 / 12 / 20	Email	Joseph Hansell	Autocare Services Pty Limited	Executed a Letter of Engagement to provide Pre-Appointment Advice and Planning with respect to the potential formal restructure of the Company
14 / 01 / 21	Microsoft Teams meeting	Chris Hill Joseph Hansell Patrick O'Brien Matthew O'Keefe	Greg McLane Andrew Simpson Christopher Simpson Eliza Anning Simon Abela Natalie Ward Joe Berlingeri Shannon Eagles Lauren Bright	Provided information regarding the voluntary administration process and the impact on employees, contractors and suppliers.
15 / 01 / 21	Microsoft Teams meeting	Chris Hill Joseph Hansell Patrick O'Brien Matthew O'Keefe	Greg McLane Christopher Simpson Eliza Anning Andrew Batch Lauren Bright Anthony Jones Jeff Kendrew Scott Hedge Shayne Dube	Discussed the Company's historical and future cash flows

15 / 01 / 20	Microsoft Teams Meeting	Chris Hill Joseph Hansell Patrick O'Brien Matthew O'Keefe	Greg McLane Simon Abela Samuel Boardman Natalie Ward Shannon Eagles Emma Porteous Seta Samimi Lauren Bright Christopher Simpson Steven Doherty Scott Hedge	Discussed impact and proposed communications to staff, sub-contractors and customers should the appointment of a voluntary administrators take place
15 / 01 / 21	Microsoft Teams Meeting	Chris Hill Joseph Hansell Patrick O'Brien Matthew O'Keefe Glen Smith	Greg McLane Eliza Anning Simon Abela Samuel Boardman Natalie Ward Shannon Eagles Lauren Bright Christopher Simpson Andrew Batch Dion Bond Anthony Jones Elias Anastasiou Steven Doherty Scott Hedge Shayne Dube	Discussed Company's real property portfolio and business operations
18 / 01 / 21	Microsoft Teams Meeting	Chris Hill Joseph Hansell Patrick O'Brien Matthew O'Keefe	Greg McLane Eliza Anning Simon Abela Samuel Boardman Lauren Bright Christopher Simpson Andrew Batch Andrew Simpson	Discussed the Company's historical financial statements, including key suppliers, supplier terms and nature of shared services with Linx Cargo Care Group

			Anthony Jones Wayne Hicks Scott Hedge Shayne Dube	
20 / 01 / 21	Microsoft Teams Meeting	Chris Hill Joseph Hansell Patrick O'Brien Matthew O'Keefe	Greg McLane Eliza Anning Lauren Bright Christopher Simpson Andrew Batch Andrew Simpson Samuel Boardman Natalie Ward Scott Hedge Shayne Dube	■ Discussed the Company's operations
21 / 01 / 21	Microsoft Teams Meeting	Matthew O'Keefe	Christopher Simpson Greg McLane Shayne Dube Michael Townshend	■ Discussed the Company's financial modelling and cash flow forecasts
21 / 01 / 21	Microsoft Teams Meeting	Joseph Hansell Patrick O'Brien Matthew O'Keefe	Greg McLane Andrew Simpson Eliza Anning Lauren Bright Christopher Simpson Peter Seaman Simon Abela	■ Discussed the Company's environmental and workplace health and safety policies
22 / 01 / 21	Microsoft Teams Meeting	Chris Hill Joseph Hansell Patrick O'Brien Matthew O'Keefe	Andrew Batch Eliza Anning Lauren Bright Greg McLane Christopher Simpson	■ Discussed the Company's import / export and freight forwarding business, its history and operations
27 / 01 / 21	Microsoft Teams Meeting	Matthew O'Keefe Marial Kwan	Andrew Batch Eliza Anning Christopher Simpson	■ Discussed the Company's cash flow model, forecast cash usage and associated modelling

27 / 01 / 21	Microsoft Teams Meeting	Chris Hill Joseph Hansell Patrick O'Brien Matthew O'Keefe	Andrew Simpson Eliza Anning Lauren Bright Simon Abela Andrew Batch Martin Bourn	Discussed the day to day operations of the Company's import / export and freight forwarding business
27 / 01 / 21	Microsoft Teams Meeting	Patrick O'Brien Matthew O'Keefe Stuart Carson	Shannon Eagles Eliza Anning	Discussed the Company's draft communications plan
28 / 01 / 21	Microsoft Teams Meeting	Chris Hill Joseph Hansell Patrick O'Brien Matthew O'Keefe	Greg McLane Anthony Jones Andrew Simpson Christopher Simpson Andrew Batch Eliza Anning Lauren Bright Shannon Eagles Scott Hedge	Discussed the Voluntary Administration / Deed of Company Arrangement process
03 / 02 / 21	Microsoft Teams Meeting	Chris Hill Joseph Hansell Patrick O'Brien Matthew O'Keefe	Samuel Boardman Natalie Ward Simon Abela Michael Feltscheer Joseph Berlingeri	Meeting in relation to the appointment of the Voluntary Administrators and practical considerations for Day One and introduction to the leadership team

Non FTI Consulting staff positions held at the date of interactions

Name	Position/title held	Representing
Jeff Kendrew	Director	Autocare Services Pty Limited
Simon Abela	Executive General Manager	Autocare Services Pty Limited
Natalie Ward	General Manager – Processing and Storage	Autocare Services Pty Limited
Samuel Boardman	General Manager – Transport	Autocare Services Pty Limited
Joe Berlingeri	National Business Development Manager	Autocare Services Pty Limited
Michael Feltscheer	National Customer Manager	Autocare Services Pty Limited
Martin Bourn	General Manager – Smith Channon	Autocare Services Pty Limited
Lauren Bright	Legal Counsel	Autocare Services Pty Limited
Wayne Hicks	Commercial Finance Manager	Autocare Services Pty Limited
Anthony Jones	Chief Executive Officer	Linx Cargo Care Group
Greg McLane	Manager	Linx Cargo Care Group
Andrew Simpson	Chief Operating Officer	Linx Cargo Care Group
Chris Simpson	Chief Commercial Officer	Linx Cargo Care Group
Andrew Batch	Chief Financial Officer	Linx Cargo Care Group
Eliza Anning	Director Corporate Services	Linx Cargo Care Group
Shannon Eagles	General Manager Communications	Linx Cargo Care Group
Seta Samimi	Human Resources Manager	Linx Cargo Care Group
Elias Anastasiou	Property Manager	Linx Cargo Care Group
Peter Seaman	Executive General Manager - HSE	Linx Cargo Care Group
Emma Porteous	Executive General Manager – Human Resources	Linx Cargo Care Group
Steven Doherty	Payroll Officer	Linx Cargo Care Group
Dion Bond	Real Estate Manager	Linx Cargo Care Group
Scott Hegde	Partner, Colin, Biggers & Paisley	Linx Cargo Care Group
Michael Townshend	Moelis Australia	Linx Cargo Care Group
Shayne Dube	Moelis Australia	Linx Cargo Care Group