

5 March 2025

INITIAL INFORMATION FOR CREDITORS AND SUPPLIERS CENTREX LTD (ADMINISTRATORS APPOINTED) ACN 096 298 752 ("CENTREX") AGRIFLEX PTY LTD (ADMINISTRATORS APPOINTED) ACN 132 019 357 ("AGRIFLEX") ("THE COMPANIES")

The purpose of this document is to provide you with information about the voluntary administrations of the Companies and your rights as a creditor.

APPOINTMENT OF VOLUNTARY ADMINISTRATORS

I advise John Park and I, Joanne Dunn, of this office were appointed Joint and Several Administrators of the Companies on 3 March 2025 by a resolution of the Companies' directors.

A copy of our Declaration of Independence, Relevant Relationships and Indemnities ("DIRRI") is **attached**. The DIRRI assists you to understand 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 a conflict of interest or duty or affect our independence.

VOLUNTARY ADMINISTRATION

Voluntary administration is a process under the law which allows companies that are unable to pay their debts, or likely to become unable to pay their debts to appoint an independent, to appoint a qualified person (called a voluntary administrator) to take control of the Companies and its operations. This process allows breathing space to work out the best outcome for all stakeholders, and involves the voluntary administrators calling creditors' meetings over the following 20 business days at which creditors decide the future of the Companies. The creditors will determine if the Companies:

- a) Be returned to the directors;
- b) Be placed into liquidation; or
- c) Enter into a Deed of Company Arrangement.

According to the Companies' records, you may be a creditor of one or both of the Companies.

FTI Consulting (Australia) Pty Limited

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WHAT HAPPENS TO YOUR DEBT?

All creditors of the Companies are now creditors in their respective voluntary administrations. As a creditor, you have certain rights, although your debt will be dealt with in the voluntary administration. Further information regarding your rights as a creditor is **enclosed** with this circular.

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 the Companies into liquidation or act on a personal guarantee. Please refer to Important statements for all creditors and suppliers **attached**.

If you have leased the property to either of the Companies, have a retention of title claim or hold a Personal Property Security in relation to either of the Companies, please contact our staff as soon as possible. Further information is **enclosed** - please refer to Requirements for parties with security interests and other claims **attached**.

OPERATIONS AND TRADING

The Administrators have taken control of the operations of the Companies and will be requesting the directors to prepare a report on the Companies' business, property, affairs and financial circumstances.

We are continuing to operate the Companies' business on a "business as usual" basis while we seek immediate funding to provide sufficient time to assess possible restructuring options, including a recapitalisation or sale of business. It is our current view that this will provide an optimum return to all creditors of the Companies.

If we cannot obtain the funding required to continue operations, we may be required to place the business into "care and maintenance".

Your continued cooperation and support is essential to achieving an optimum outcome, and we thank you in advance for your support.

If you are an employee, you will have received a separate communication on how this appointment impacts your ongoing dealings with the Companies.

Please refer to Important statements for all creditors and suppliers **attached**.



MEETINGS OF CREDITORS

As voluntary administrator, I am required to hold two meetings of creditors.

First meeting of creditors

When a Company enters into voluntary administration, the Administrators are required to convene a first meeting of creditors within eight (8) business days after the commencement of the voluntary administrations.

The First Meeting of the Creditors will be held concurrently at 2:00pm (AEST) on Friday, 14 March 2025 via electronic facilities (Microsoft Teams).

In this regard, please find **enclosed** the following documents in relation to each of the Companies:

- a) Notice of First Meeting of Creditors of the Companies under Administration;
- b) Form Appointment of Proxy; and
- c) Formal Proof of Debt or Claim Form.

To attend the meeting, you must complete and submit the above forms and then register via the below link:

Registration link: https://forms.office.com/r/hnx8dU2heH

If you intend to appoint another person to act on your behalf at the meeting, or you are a corporate creditor, you are required to complete and return the **enclosed** proxy form appointing your representative to our office by no later than **4:00pm (AEST) on Thursday, 13 March 2025**. Please forward your documentation to the applicable address below:

Creditors of Centrex: centrex@fticonsulting.com

Creditors of AgriFlex: agriflex@fticonsulting.com

You can appoint anyone who is attending the meeting as your proxy and direct them how you wish your vote to be cast. If you choose to do this, they must cast your vote as directed.

Creditors are required to lodge proofs of debt for voting purposes no later than **4:00pm (AEST) on Thursday, 13 March 2025**, failing which they may be excluded from voting at the meeting. A Proof of Debt or Claim Form is **attached** for this purpose. Proofs of Debt may be sent to FTI Consulting at the applicable address below:

Creditors of Centrex: centrex@fticonsulting.com

Creditors of AgriFlex: agriflex@fticonsulting.com



General information regarding the conduct of meetings of creditors and the completion of proxy forms and proof of debt forms is **enclosed** and can also be found on our website at http://www.fticonsulting.com.

Statutory notices and advertisements about the Companies will be published on ASIC's Published Notices website at https://publishednotices.asic.gov.au/.

Second meeting of creditors

A second meeting of creditors will be held, at which creditors will vote on the future of each of the Companies. Details of that meeting and a Report to Creditors on the Companies' business, property, affairs and financial circumstances will be sent to you in due course.

COSTS OF THE VOLUNTARY ADMINISTRATIONS PROCESS

Attached to this circular is my Initial Remuneration Notice, which provide you with information about how I propose to be paid for undertaking the voluntary administrations.

I will seek approval of my remuneration at the second meeting of creditors. I will provide you with further information regarding my remuneration before that meeting, detailing the tasks that I have attended to will be required to attend to, and the costs of those tasks.

Any creditors wishing to fund the administrations are invited to contact my office.

If you have any information that you think may help with the administration of the Companies, any going concern sale or help the administrators with the investigations into the Companies' affairs, please contact us.

Our details are attached – please refer to Administrators' background and contact details.

Yours faithfully

Jøanne Dunn

Administrator



NOTICES AND ATTACHMENTS INCLUDED IN THIS CIRCULAR

The administration will be conducted on the basis of the information contained in the following notices and attachments:

- Administrators' background and contact details
- Important statements for all creditors and suppliers
- Requirements for parties with security interests and other claims
- Administrators' trading procedures. This includes the specimen signatures of the Administrators and their authorised persons.
- Details and notices for the first meeting of creditors of Centrex
 - Notice of First Meeting of Creditors of the Companies under Administration;
 - Form Appointment of Proxy; and
 - Formal Proof of Debt or Claim Form (for voting purposes).
- Guidance for the first meeting of creditors
 - Guidance notes for completing proxy and proof of debt or claim forms.
- Independence and remuneration disclosures
 - Initial advice to creditors basis of remuneration;
 - FTI Consulting Standard Rate schedule; and
 - The Administrators' Declaration of Independence, Relevant Relationships and Indemnities.
- Information sheets about your rights and the voluntary administrations process
 - Information regarding your rights as a creditor;
 - Information sheet called "Insolvency information for directors, employees, creditors and shareholders";
 - Additional information sheets on the administration process can be obtained at <u>www.asic.gov.au</u> (search for "insolvency information sheets") or <u>www.arita.com.au/creditors</u>.

ADMINISTRATORS' BACKGROUND AND CONTACT DETAILS

ABOUT US

Joanne Dunn and John Park are Senior Managing Directors at FTI Consulting (Australia) Pty Ltd. They are both Registered Liquidators and also Professional Members of the Australian Restructuring Insolvency and Turnaround Association.

FTI Consulting specialises in corporate finance and restructuring and is part of FTI Consulting, Inc. a global business advisory firm dedicated to helping organisations protect and enhance enterprise value. You can find out more at www.fticonsulting.com.

CREDITOR ENQUIRIES – FIRST MEETING OF CREDITORS AND GENERAL MATTERS

For queries about the forthcoming meeting or the administration generally, please contact our office by one of the following methods:

Telephone: (07) 3225 4900

Emails: Creditors of Centrex: centrex@fticonsulting.com

Creditors of AgriFlex: agriflex@fticonsulting.com

Post: GPO Box 3217

Brisbane QLD 4001

IMPORTANT STATEMENTS FOR ALL CREDITORS AND SUPPLIERS

NO ADOPTION OF ANY CONTRACTS OR ASSUMPTION OF LIABILITIES OF THE COMPANIES BY THE ADMINISTRATORS

The Administrators are not personally adopting, and will not adopt, any agreement or contract that you may have with the Companies. The Administrators will not be liable for any liability of the Companies under any agreement or contract with you.

Any payments made by the Administrators for any goods or services does not constitute, nor in any way imply, adoption of any contract or an assumption of any liability of the Companies by the Administrators.

EXISTING DEBTS AND CLAIMS CANNOT BE PAID BY ADMINISTRATORS

The Administrators cannot pay any creditor's debts or claims that arise from circumstances or arrangements that were in place with the Companies before the Administrators' appointment. Payment of these amounts will depend on the outcome of the administration.

NO SET-OFF AGAINST PRE-APPOINTMENT DEBTS OR CLAIMS

Any amounts due from you to the Companies must not under any circumstances be set-off against amounts due from the Companies to you.

PROTECTION OF COMPANIES PROPERTY AND GENERAL RESTRICTIONS ON THIRD PARTY RIGHTS DURING THE ADMINISTRATION

Without leave of the Court, or the Administrators' written consent:

- A proceeding in a court against the Companies or in relation to any of its property cannot be begun or proceeded with;
- Except for perishable property owners, lessors and creditors with security interests in the Companies' property, cannot enforce their security interest, sell any such property they hold, and are not entitled to take possession or otherwise recover such property; and
- No enforcement process in relation to property of the Companies can be begun or proceeded with.

See sections 440B to 440F of the Corporations Act 2001 for further details.

REQUIREMENTS FOR PARTIES WITH SECURITY INTERESTS AND OTHER CLAIMS PARTIES WHO ARE REQUIRED TO CONTACT US

Please contact FTI Consulting on (07) 3225 4900 as soon as possible if you:

- Have supplied any goods or collateral to the Companies and you have registered a security interest in such property on the Personal Property Security Register ("PPSR");
- Are otherwise claiming security or proprietary rights in any asset or property owned by or in possession of the Companies;
- Lease or hire goods or property to the Companies;
- Are claiming a lien over property of the Companies; and/or
- Have commenced legal proceedings against the Companies.

We will be writing to all parties who have registered a security interest on the PPSR.

PARTIES WITH PMSI, RETENTION OF TITLE AND CONSIGNMENT CLAIMS OVER PROPERTY

Parties with these claims are requested as soon as possible to:

- Give us details of the items supplied to the Companies (including any features by which that property is able to be identified, for example - serial number/s) and which remain unpaid for; and
- 2. Provide details of your registration on the PPSR with all relevant supporting documents.

GENERAL STATEMENT

The Administrators will consider the information and details provided to them in support of any claims. Where a claim is valid and not disputed, the Administrators will comply with their obligations at law. This should not be interpreted as, in any way, limiting or restricting the rights of the Administrators or the Companies, whose rights are expressly reserved.

Please note the Administrators may require payment of their reasonable expenses and remuneration incurred in the identification, preservation and distribution of property to secured parties, purchasers and/or other persons that the property belongs to. This also includes circumstances where property (such as inventory, for example) is made available for collection.

Affected parties should seek their own advice as applicable and as they deem appropriate.

ADMINISTRATORS' TRADING PROCEDURES

PURCHASE ORDER TO BE ISSUED TO SUPPLIERS FOR GOODS AND SERVICES

The Companies will raise a purchase order for goods and services that are required during the period of the administration. Orders will continue to be placed using the Companies' current processes. Persons authorised to sign purchase orders are listed as **Appendix A**. Goods supplied or services rendered to the Companies after our appointment will be paid in accordance with these procedures provided that:

- 1. A purchase order has been issued for the applicable good or service;
- 2. The purchase order has been signed by the Administrators or our authorised signatories; and
- 3. The Administrators' liability does not exceed the amount specified on the purchase order.

NEW ACCOUNTS AND OTHER ACCOUNTING PROCEDURES TO BE FOLLOWED

Suppliers must comply with the following procedures:

- 1. Close any existing accounts against the Companies. These accounts will be for goods supplied and services rendered up to and including the date of appointment;
- 2. Open a new account for the Companies with the words "Administrators Appointed" added after the Companies' name. This new account is to be used for goods supplied and services rendered to the respective Company during the period of the administration;
- 3. Update contact details for the Companies within your systems to also include the Administrators' contact details; and
- 4. Please ensure your invoices include the Administrators' purchase order number. This will likely be a new number sequence to help demarcate pre and post-appointment orders.

PAYMENTS AND ACCEPTANCE OF LIABILITY FOR GOODS OR SERVICES

Validly authorised liabilities created after our appointment in accordance with these procedures will be paid in accordance with your/the Companies' usual terms unless we determine otherwise.

All payments made by the Companies or Administrators must be applied against liabilities incurred by the Administrators. These payments cannot be set-off against any other claims against or liabilities incurred by the Companies.

If you have current orders or bookings with the Companies (including goods in transit or pending delivery), you will need a new purchase order to be issued in accordance with these procedures (and before any goods or services are provided) before the Administrators will accept liability.

It is your responsibility to contact us if you require clarification about any of these arrangements.

ADMINISTRATORS' TRADING PROCEDURES – AUTHORISED PERSONS

The following persons are authorised to sign purchase orders for the Companies:

Name	Signature	Order Limit (\$)
John Park	France	Unlimited
Joanne Dunn	Jalen	Unlimited
Carla Fairweather	Offariweath	\$500,000
Matthew Glennon		\$500,000
Jeremy Dalais	and the second	\$50,000
Julian Gowdie	flyndi	\$50,000

DETAILS AND NOTICES FOR THE FIRST MEETING OF CREDITORS

NOTICE OF THE FIRST MEETING OF CREDITORS OF COMPANY UNDER

ADMINISTRATION

The First Meeting of Creditors of the Companies will be held at 2:00pm (AEST) on Friday, 14 March

2025 via electronic facilities (Microsoft Teams).

If you or the person you have appointed to represent you is intending on accessing the meeting virtually, the meeting can be accessed via a link provided upon receipt of a proxy form. Attendance

at the meeting is not compulsory.

MEETING REGISTRATION FORM

If you wish to attend the first meeting of creditors, you must register via the below link by 4:00pm

(AEST) on Thursday, 13 March 2025.

Registration link: https://forms.office.com/r/hnx8dU2heH

If you do not register for the meeting, you may be considered an observer and you will not be able

to vote.

FORM - APPOINTMENT OF PROXY

This form should be completed if you intend to appoint another person to act on your behalf at the

meeting, or if you are a corporate creditor.

FORMAL PROOF OF DEBT OR CLAIM FORM

This form allows you to tell us what you are owed by the Companies. You must send us a completed

form if you wish to vote at the meeting.

Return via Email to:

Creditors of Centrex: centrex@fticonsulting.com

Creditors of AgriFlex: agriflex@fticonsulting.com

NOTICE OF FIRST MEETING OF CREDITORS OF THE COMPANIES UNDER ADMINISTRATION

CENTREX LTD (ADMINISTRATORS APPOINTED) ACN 096 298 752 AGRIFLEX PTY LTD (ADMINISTRATORS APPOINTED) ACN 132 019 357 (TOGETHER "THE COMPANIES")

On 3 March 2025, the Companies, under Section 436A, appointed Joanne Dunn and John Park of FTI Consulting, Level 20, 345 Queen Street, Brisbane, Queensland, as Joint and Several Administrators of Centrex.

Notice is now given that the first meeting of creditors of the Companies will be held concurrently at **2:00PM (AEST) on Friday, 14 March 2025** via electronic facilities (Microsoft Teams). The meeting is being held virtually and all creditors wanting to attend the meeting are required to attend via Microsoft Teams. Although there is no physical place where creditors are able to attend the meeting, I am required under law to nominate a notional place for the meeting for administrative purposes such as establishing the time of the meeting. The notional place for this meeting is: FTI Consulting, Level 20, 345 Queen Street, Brisbane, Queensland. **PLEASE DO NOT ATTEND AT THIS LOCATION.**

Further details regarding the meeting will be provided once a creditor has registered their attendance for the meeting.

If you wish to attend the meeting, you must register at the below link and return the below forms on, or before **4:00pm (AEST) on Thursday, 13 March 2025** to: Centrex@fticonsulting.com or Agriflex@fticonsulting.com.

Registration link: https://forms.office.com/r/hnx8dU2heH

Required forms:

- 1) Form Appointment of Proxy; and
- 2) Formal Proof of Debt or Claim Form

A link to view the meeting will subsequently be sent to you by email.

Please note your name will be visible to other attendees of the meeting and in meeting documents we prepare and lodge with ASIC.

Agenda

The purpose of the meeting is to determine:

- a) Whether to appoint a committee of inspection; and
- b) If so, who are to be the committee's members.

At the meeting, creditors may also, by resolution:

- c) Remove the administrators from office; and
- d) Appoint someone else as administrators of Centrex.

Discuss any other relevant business which may arise.

Dated this 5th day of March 2025

Jøanne Dunn

Administrator

C/- FTI Consulting

Level 20

345 Queen Street

BRISBANE QLD 4000

NOTE 1: ENTITLEMENT TO VOTE AND COMPLETING PROOFS

IPR (Corp) 75-85 Entitlement to vote at meetings 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 Companies directly, or may be liable to the Companies 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.

IPR (Corp) 75-110 Voting on resolutions

- 7) For the purposes of determining whether a resolution is passed at a meeting of creditors of a company, the value of a creditor of the Companies who:
 - a) is a related creditor (within the meaning of subsection 75-41(4) of the Insolvency Practice Schedule (Corporations), for the purposes of the vote, in relation to the Companies; and
 - b) has been assigned a debt; and
 - c) is present at the meeting personally, by telephone, by proxy or attorney; and
 - d) is voting on the resolution;

is to be worked out by taking the value of the assigned debt to be equal to the value of the consideration that the related creditor gave for the assignment of the debt.

FORM - APPOINTMENT OF PROXY

CENTREX LTD (ADMINISTRATORS APPOINTED) ACN 096 298 752 ("CENTREX")

I/We			(name (of signatory)
of			(cre	editor name)
a creditor of Centrex, appoin	t		(na	me of proxy)
of			(addr	ess of proxy)
or in his/her absence		(details of alte	rnate proxy)
	$\underline{or} \ \Box$ special proxy to vote at the meeting any adjournment of that meeting.	of creditors to	be held on 14	1 March
Voting instructions - for spe	ecial proxy only	For	Against	Abstain
Resolution				
1. To appoint a committee	of inspection.			
parties of members are	ommittee of Inspection and related entitled to enter into arms-length in the ordinary course with the any or it's creditors.			
3. To remove the Administ administrators of the ab	trators and appoint someone else as nove company.			
(delete if not required)	proxy to vote as a general proxy on resolut	tions other tha	n those specif	fied above
Dated:				
Name and signature of autho		nd signature o		
	only complete if the person given the prox			
·	nent appointing a proxy was completed by iting the proxy and read to him before he a	· · · · · ·		
Dated:	Signature of wi	itness:		
Description:	Place of resider	nce:		

FORM 535 – FORMAL PROOF OF DEBT OR CLAIM

CENTREX LTD (ADMINISTRATORS APPOINTED)

ACN 096 298 752 ("CENTREX")

(full name,)	ABN and address of the creditor o	nd, if applicable, the cre			
					(dollars and cents
Particulars o	of the debt are:				
Date	Consideration	Amount (\$/c)	Remarks		
	(state how the debt arose)		(include details of vouc	her substantiati	ing payment)
	rledge or belief the creditor has r or any part of it except for the fo				
	culars of all securities held. If the potiable securities are held, show			ne value of thos	e securities. If any bills
Date	Drawer	Acceptor	Amount (\$/e	c) D	oue Date
Signed by (s	elect correct option):				
□ I am th	e creditor personally				
incurre	nployed by the creditor and auth d for the consideration stated an e creditor's agent authorised in veration stated and that the debt,	d that the debt, to the b vriting to make this state	est of our knowledge and ment in writing. I know th	belief, remains ne debt was incu	unpaid and unsatisfied urred for the
			Dated:		
-			Occupation:		
-			·	••••••	
	an employee or agent of the cred			he creditor	
RECEIVE REPO	RTS BY EMAIL			YES	NO
Do you wish to	receive all future reports and cor	rrespondence from our c	ffice via email?		
Email:					
being used for	the purpose of voting at a meeti	ng:			
a) Is the deb	t you are claiming assigned to yo				
b) If yes, att		u?		☐ Yes	□ No
o, yes, att	ach written evidence of the debt,		sideration given.	☐ Yes ☐ Attached	□ No
c) If yes, wh	ach written evidence of the debt, at value of consideration did you or the debt?)	the assignment and cor		☐ Attached	□ No

FORM - APPOINTMENT OF PROXY

AGRIFLEX PTY LTD (ADMINISTRATORS APPOINTED) ACN 132 019 357 ("AGRIFLEX")

I/W	/e		(name	of signatory)
of _			(cre	editor name)
a cr	reditor of Centrex, appoint		(na	me of proxy)
of _			(addr	ess of proxy)
or i	n his/her absence	(details of alte	rnate proxy)
	my/our \square general proxy <u>or</u> \square special proxy to vote at the meeting \bullet 5 at 2:00PM (AEST) or at any adjournment of that meeting.	of creditors to	be held on 14	1 March
Vo	oting instructions - for special proxy only	For	Against	Abstain
Re	esolution			
1.	To appoint a committee of inspection.			
2.	That members of the Committee of Inspection and related parties of members are entitled to enter into arms-length transactions or dealings in the ordinary course with the Administrators, Company or it's creditors.			
3.	To remove the Administrators and appoint someone else as administrators of the above company.			
	*We authorise *my/*our proxy to vote as a general proxy on resolut lete if not required)	ions other tha	n those specil	fied above
Dat	ed:			
	me and signature of authorised person Name ar	nd signature of	authorised p	erson
	RTIFICATE OF WITNESS – only complete if the person given the proxy			
cert req	tify that the above instrument appointing a proxy was completed by uest of the person appointing the proxy and read to him before he acrument.	me in the pre	sence of and	at the
Dat	ed: Signature of wit	iness:		
Des	cription: Place of resider	ıce:		

FORM 535 – FORMAL PROOF OF DEBT OR CLAIM

AGRIFLEX PTY LTD (ADMINISTRATORS APPOINTED)

ACN 132 019 357 ("AGRIFLEX")

To the administrator of AgriFlex Pty Ltd (Administrators Appointed) ACN 132 019 357 ("AgriFlex"):

4.						
	(full name, AE	BN and address of the creditor and	, if applicable, the cre	ditor's partners)		
	Particulars of	the debt are:				
	Date	Consideration	Amount (\$/c)	Remarks		
		(state how the debt arose)		(include details of vou	cher substantia	ting payment)
5.		edge or belief the creditor has not r any part of it except for the follo	wing:			
		ulars of all securities held. If the se tiable securities are held, show the	curities are on the pro	operty of AgriFlex, assess		
	Date	Drawer	Acceptor	Amount (\$/	'c)	Due Date
_	incurred I am the consider.	ployed by the creditor and authoring for the consideration stated and the creditor's agent authorised in writh ation stated and that the debt, to	hat the debt, to the being to make this state the best of our knowl	est of our knowledge and ement in writing. I know t	belief, remains he debt was inc unpaid and uns	unpaid and unsatisfied curred for the atisfied.
		n employee or agent of the credito				
RE	CEIVE REPORT	S BY EMAIL			YES	NO
Do	you wish to re	eceive all future reports and corre	spondence from our o	office via email?		
Em	nail:					
If be	ing used for th	ne purpose of voting at a meeting:				
a)	Is the debt	you are claiming assigned to you?			☐ Yes	□ No
b)	If yes, attac	ch written evidence of the debt, th	e assignment and cor	nsideration given.	☐ Attached	
c)	you pay for	value of consideration did you given the debt?) You a related party creditor of Agri	_	(eg, what amount did	·	
d)		unsure contact the administrator)	I ICA!		□ Yes	□ No

GUIDANCE NOTES FOR COMPLETING PROXY AND PROOF OF DEBT OR CLAIM FORMS

FORM - APPOINTMENT OF PROXY

A person can appoint another person to attend the meeting on their behalf by completing the Form of proxy.

If the creditor is a company or a firm, a person needs to be appointed to represent the Companies.

This representative needs to be appointed by completing the Form of Proxy in accordance with section 127 of the *Corporations Act 2001* ("the Act"). Alternatively, the appointed person must be authorised to act as a representative for the Companies per section 250D of the Act.

The Form of proxy is valid only for the meeting indicated (or any adjournment).

You may appoint either a general proxy (a person who may vote at their discretion on motions at the meeting) or a special proxy (who must vote according to your directions). If you appoint a special proxy, you should indicate on the form what directions you have given. In many instances, there will be a box or section on the proxy form where you can mark how you want your proxy to vote for you.

If you are unable to attend the meeting and you do not have a representative who can attend on your behalf, you may if you wish, appoint any person, including the Chairperson of the Meeting, as either your general or special proxy.

PROOF OF DEBT OR CLAIM FORM

The proof of debt submitted during an Administration is used for voting purposes at any meetings of creditors and also to help establish the overall level of creditor claims in the administration. In the event that there are monies to be distributed to creditors in the future, your Proof of Debt or Claim form will be adjudicated on at that time.

You should include a description of how your debt/claim arose, whether you are claiming a security interest in property and if you have any guarantees and indemnities for the debt. If you need more space, you can attach any additional details you wish to include – just make sure that you mention this on the Form so we know what you've attached and how many pages.

You should provide supporting documents that substantiate what you are owed by the Companies. This may include things like account statements, unpaid invoices and their corresponding purchase orders, PPSR registration, agreements/terms of trade, contracts, lease or hire agreements, court order or judgment, guarantee or loan document, emails/other correspondence with the Companies.

If you need help in completing the forms or if you are uncertain what information you should attach, please email or telephone the nominated FTI Consulting contact person.

INITIAL ADVICE TO CREDITORS OF CENTREX – BASIS OF ADMINISTRATORS' REMUNERATION

REMUNERATION METHODS

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

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.

Fixed fee

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

Percentage

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

Contingency

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

METHOD PROPOSED

We propose that our remuneration is calculated on a time basis. We believe this method is appropriate as it ensures that only the actual work performed is charged for. There are also various tasks required to be completed which do not involve the realisation of assets, such as reporting to ASIC, undertaking investigations, corresponding with creditors and answering their queries, and completing other statutory tasks required by law.

ESTIMATE OF REMUNERATION FOR THE VOLUNTARY ADMINISTRATION - CENTREX

We estimate our remuneration for undertaking the voluntary administrations of the Companies will total approximately \$600,000 to \$1,200,000 (exclusive of GST), subject to the following variables

which may have a significant effect on this estimate and that we are unable to determine until the voluntary administrations has commenced:

- The full scope and extent of necessary work (from experience, unforeseen matters typically arise and may require us to perform additional work beyond that currently anticipated);
- Ongoing trading
- Whether an extension to the convening period is required to facilitate the sale and recapitalisation campaign.

Prior to our appointment, I provided an estimate of the cost of the administration to the directors. This estimate is consistent with the estimate provided to the directors prior to our appointment.

I have not received an up-front payment or indemnity to contribute to the estimated costs.

Approved remuneration may be paid from the assets of the voluntary administration after approval by creditors or the Court.

EXPLANATION OF HOURLY RATES

The rates for our remuneration calculation are attached together with a general guide showing the qualifications and experience of staff that will be engaged in the voluntary administrations and the role they take in the voluntary administrations. The hourly rates charged encompass the total cost of providing professional services and should not be compared to an hourly wage.

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 such as travel, accommodation and search fees these are recovered at cost.
- 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 telephone calls, photocopying and printing may be charged at a rate which recoups both variable and fixed costs.

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

I am required to obtain creditors' approval for the payment of internal disbursements which were not charged at cost (and which may therefore have a profit or advantage attached to them), prior to these disbursements being paid from the administration. These disbursements typically would include internal photocopying, printing and facsimile costs. However, as we do not charge our external administrations for internally-generated FTI disbursements where they have not been charged at cost (such as photocopying and printing charges for the use of internal photocopiers, printers, etc.), creditor approval is not required.

Details of the basis of recovering internal and external disbursements in this administration are provided in the table below. Full details of any actual costs incurred will be provided with future reporting.

FTI Disbursements Schedule

Disbursement type	Charge Type	Charge Rate (excl GST)
Advertising	External, non-professional	At cost
ASIC Industry Funding Model Levy – metric events	External, non-professional	At cost (at prescribed ASIC rates)
Couriers and deliveries	External, non-professional	At cost
Data Room Charges	External, professional	At cost
Facsimile	Internal (FTI)	Not charged
Legal Fees	External, professional	At cost
Mail out	Internal (FTI)	20 cents per email
Postage	External, non-professional	At cost
Photocopying – internal	Internal (FTI)	Not charged
Photocopying – outsourced	External, non-professional	At cost
Printing – internal	Internal (FTI)	Not charged
Printing – outsourced	External, non-professional	At cost
Records costs – storage, destruction, boxes	External, non-professional	At cost
Search fees	External, non-professional	At cost
Staff motor vehicle use - mileage	Cents per km	At prescribed ATO rates
Staff travel - accommodation, meals etc	External, non-professional	At cost
Stationery and other incidental disbursements	External, non-professional	At cost
Telephone	Internal (FTI)	Not charged
Valuation Fees	External, professional	At cost
Other externally provided professional services		At Cost
Other externally provided non-professional services		At Cost

FTI Consulting CF&R Standard Rates effective 1 July 2024 (excluding GST)

Typical classification	Standard Rates \$/hour	General guide to classifications	
Senior Managing Director 2	950	Registered Liquidator and/or Trustee or corporate advisory professional, with extensive specialist skills, experience in all forms of insolvency engagements, turnaround scenarios or restructures over many years. A market leader with proven leadership experience in business or industry, bringing recognised specialist expertise and knowledge to the engagement.	
Senior Managing Director 1	850	Registered Liquidator and/or Trustee or corporate advisory professional, with specialist skills and experience in all forms of insolvency engagements, turnaround scenarios and restructures. Proven leadership experience in business or industry, bringing specialist expertise and knowledge to the engagement.	
Managing Director	750	Broad specialist skills brought to the engagement. Extensive experience in managing large, complex engagements at a senior level over many years. May also be a Registered Liquidator and/or Trustee or has extensive leadership/senior management experience in business or industry.	
Senior Director	670	Strong technical and commercial skill with significant experience in managing all types of large, complex engagements. Alternatively, has significant senior management experience in business or industry, with specialist skills and/or qualifications.	
Director	625	Significant experience across all types of engagements. Strong technical and commercial skills. Has primary conduct of small to medium engagements, managing a team of professionals. Alternatively, has senior management experience in business or industry, with specialist skills and/or qualifications.	
Senior Consultant	540	Typically studying to become or qualified to be a professional member of the Australian Restructuring Insolvency & Turnaround Association. Well developed technical and commercial skills. Has experience in large and complex engagements and may have primary conduct of small engagements, supervising a small team of professionals.	
Consultant	440	Typically qualified chartered accountant and member of Chartered Accountants Australia & New Zealand (or similar). Required to control the tasks on small engagements or responsible for select aspects on medium to large-sized engagements under supervision of senior staff.	
Associate	375	Typically a degree qualified accountant, who assists with day-to-day tasks under the supervision of senior staff.	
Treasury	340	Typically, qualified accountant and/or bookkeeper. Undertakes treasury activities and is skilled in bookkeeping and funds handling activities.	
Junior Associate	275	Undergraduate in the latter stage of their university degree.	
Administration 2	295	Well developed administrative skills with significant experience supporting professional staff, including superior knowledge of software packages, personal assistance work and/or office management.	
Administration 1	230	Has appropriate skills and experience to support professional staff in an administrative capacity.	

The FTI Consulting Standard Rates above apply to the Corporate Finance & Restructuring practice and are subject to periodical review.

DECLARATION OF INDEPENDENCE, RELEVANT RELATIONSHIPS AND INDEMNITIES

CENTREX LIMITED ACN 096 298 752 ("CENTREX") AGRIFLEX PTY LTD ACN 132 019 357 ("AGRIFLEX") (ALL ADMINISTRATORS APPOINTED) (TOGETHER "THE COMPANIES")

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 Companies 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, as detailed in **Annexure A**.

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 the appointments.

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

The appointments were referred to FTI Consulting by Vantage Performance.

We believe that these referrals do not result in us having a conflict of interest or duty because:

Vantage Performance refers insolvency-related engagements to FTI Consulting from time to time. Neither the Administrators nor FTI Consulting have any formal or informal referral arrangements with Vantage Performance, and to our knowledge they do not exclusively refer such work to us or FTI Consulting.



- There is no expectation, agreement or understanding between us and Vantage Performance regarding the conduct of the Voluntary Administration and we are free to act independently and in accordance with the law and applicable professional standards.
- FTI Consulting is not reliant upon referrals from Vantage Performance, who are one of a considerable number of firms, organisations and persons who refer work to, or seek advice from, FTI Consulting. This engagement is not financially significant to FTI Consulting and the receiving or otherwise of other referrals from Vantage Performance is not material to FTI Consulting.

Did we meet with the Companies, the directors or their advisers before we were ap	oointed?
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 \boxtimes Yes \square No

We had 9 meetings between 11 November 2024 and 3 March 2025 as described in **Annexure B**. These meetings facilitated the receipt of information in respect to the business and served the purpose of:

- Understanding and obtaining sufficient information about the financial position of the Companies;
- Outlining the process of and following the appointment of voluntary administrators; and
- For us to provide a consent to act.

We received no remuneration for these meetings and communications.

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

- The Courts and relevant professional bodies recognise the need for practitioners to provide advice on the insolvency process and the options available and do not consider that such advice results in a conflict or is an impediment to accepting the appointment.
- The nature of the advice provided to the Companies 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 Companies, or in relation to their personal circumstances.
- The pre-appointment meetings and discussions will not influence our ability to be able to fully comply with the statutory and fiduciary obligations associated with the appointment as Voluntary Administrators of the Companies in an objective and impartial manner.

We have provided no other information or advice to the Companies, directors (if applicable) and its advisors 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 Companies	□Yes	⊠ No			
The directors	□Yes	⊠ No			
Any associates of the Companies?	□Yes	⊠ No			
A former insolvency practitioner appointed to the Companies?	□Yes	⊠ No			
A secured creditor entitled to	⊠Yes	□ No			
enforce a security over the	National Aus	tralia Bank ("NAB")			
whole or substantially the whole of the Companies'	NAB holds ar	ALLPAAP over the Companies.			
property?		lertaken a number of formal insolvency and advisory engagements for sual course of business.			
	We have never undertaken any work for NAB in respect of the Companies.				
	We do not consider previous formal insolvency and advisory engagements accepted for NAB to present a conflict as there is no connection between these engagements and the Companies.				
	There is no relationship with NAB which in our view would restrict us from properly exercising our judgment and duties in relation to the appointment.				
	Aurizon Ope	Aurizon Operations Limited ("Aurizon")			
	Aurizon hold	s an ALLPAAP over the Companies.			
	Aurizon acquired One Rail Australia Holdings Pty Ltd ("One Rail") in 2021. As a result of enforceable undertakings to the Australian Competition and Consumer Commission, Aurizon was required to divest part of One Rail's business. We undertook a role as independent manager of One Rail while Aurizon explored and undertook a sale of the business. This transaction completed in February 2022.				
	We have nev	er undertaken any work for Aurizon in respect of the Companies.			
	We do not consider our previous engagement as an Independent Manager of One Rail to present a conflict as there is no connection between this engagement and the Companies.				
		elationship with Aurizon which in our view would restrict us from rcising our judgment and duties in relation to the appointment.			
Do we have any other relations independence?	ships that w	e consider are relevant to creditors assessing our			
□Yes ⊠ No					



Indemnities and up-front payments

We have not received any up-front payments or indemnities for this appointment. This does not include any indemnities we may be entitled to under the law.

Dated 5 March 2025

Joanne Dunn

John Park

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.
- 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

FTI Consulting (Australia) Pty Ltd and associated entities

FTI Consulting Inc (ultimate holding entity)

FTI Consulting – FD Australia Holdings Pty Ltd

FTI Consulting (Australia) Pty Ltd

FTI Technology (Sydney) Pty Ltd

FTI Consulting (Perth) Pty Ltd

FTI Consulting (Sydney) Pty Ltd

FTI Capital Advisors (Australia) Pty Ltd

FTI Consulting Australia Nominees Pty Ltd



Annexure B
Interactions between FTI Consulting staff and Companies representatives/other third parties during the period 11 November 2024 to 3 March 2025

Date	Medium	FTI Consulting attendees	External attendees	Agenda/purpose/discussion
11 November 2024	Video Conference	Joanne Dunn John Park	Matt Jess Michael Fingland John Parker John Santich Robert Mencel Cormac Byrne	 Introduction to board Initial discussions around financial position and voluntary administration process
10 December 2024	Telephone call	Joanne Dunn	Matt Jesse	Update on current financial position
11 December 2024	Video conference	Joanne Dunn Matthew Glennon Jeremy Dalais	Michael Fingland Matt Jesse Cameron Wall Robert Mencel Kevin Zhao	 Meeting to discuss the Companies cashflow forecasts. Understanding and obtaining sufficient information about the financial position of the Companies. Discussion with respect to the voluntary administration process.
13 December 2024	Telephone call	Joanne Dunn	Matt Jesse	 Update on current financial position and negotiations with key stakeholders
19 December 2024	Telephone call	Joanne Dunn	Matt Jesse	 Update on finalisation of negotiations with key key stakeholders Equity raise progressing
18 February 2025	Video conference	Joanne Dunn	Robert Mencel John Santich Kevin Zhao Steve Tregoweth	 Board provided update on current financial position and equity raise Concerns raised as to future performance subject to timing of shipments Discussion on voluntary administration process



Date	Medium	FTI Consulting attendees	External attendees	Agenda/purpose/discussion
26 February 2025	Video conference	Joanne Dunn	Robert Mencel	Update on future cashflow
27 February 2025	Video conference	Joanne Dunn Matthew Glennon Julian Gowdie Wade Sullivan	Robert Mencel John Santich Kevin Zhao	 Concerns as to ability to trade outside of formal appointment Discussions around future trading and shipments, costs
28 February 2025	Video conference	Joanne Dunn	Robert Mencel John Santich John Parker	 Update from board need to appoint administrators Request by board to send documents to appoint voluntary administrators
3 March 2025	Email	Joanne Dunn	Robert Mencel	 Issue of appointment documents for Voluntary Administration

Non FTI Consulting staff positions held at the date of interactions

Name	Position/title held	Representing
Robert Mencel	Managing Director	The Companies
Kevin Zhao	Financial Controller	The Companies
John Santich	Company Secretary	The Companies
John Parker	Director	The Companies
Steve Tregoweth	Employee	The Companies
Cormac Byrne	Former Director	The Companies
Michael Fingland	Financial Advisors to the Companies	Vantage Performance
Matt Jesse	Financial Advisors to the Companies	Vantage Performance
Cameron Wall	Financial Advisors to the Companies	Vantage Performance





Providing assistance to external administrators - Books, records and ROCAP

Company officers: to avoid penalties, you must assist the external administrator of the company with which you are associated.

Your Corporations Act obligations

As you may know, an external administrator has been appointed to the company with which you are associated. In this situation, the *Corporations Act 2001* (Corporations Act) requires:

- certain officers of the company (such as directors) to provide the external administrator:
 - a report on company activities and property (ROCAP) formerly known as a report as to affairs (RATA). Where
 external administrators possess the company's books and records, company officers may seek access from the
 external administrator to enable them to fulfil their obligations to provide a ROCAP
 - o books, records, information and assistance
- other persons who have any books, records and/or assets of the company to disclose their existence to, and provide them
 at the request of, the external administrator.

In this information sheet, when we refer to companies under external administration this includes companies under receivership, voluntary administration, provisional liquidation or liquidation. When we refer to external administrators we mean liquidators, voluntary administrators, receivers, receivers and managers and controllers (e.g. any other person who has control of property of the company to enforce a debt owed by the company).

The effect of the Corporations Act is: company officers and other people with relevant books and records have a responsibility to the company, to creditors and to the community, and cannot obstruct duly appointed external administrators in the performance of their duties.

Substantial penalties may apply

Where a company officer fails to comply with their responsibilities, the external administrator may refer the matter to ASIC. Such referrals have frequently resulted in ASIC taking court action to assist the orderly realisation of assets or to force directors to provide ROCAPs and/or books and records. We regard failure to provide a ROCAP or to disclose and deliver up books and records as a serious breach of the Corporations Act.

Penalties imposed by the court may include fines of over \$10,000 or imprisonment for breach of certain obligations by an officer.

If an officer fails to comply with court orders to fulfil their responsibilities within the required time, they may commit a continuing offence and may be liable to further prosecution. A continuing offence can attract an additional daily fine until the relevant obligation

is complied with.

Key sections of the Corporations Act

Some relevant sections of the Corporations Act for a company in external administration are listed below. For full details of your responsibilities see the Corporations Act itself. You may want to seek your own legal advice on how to comply with these and your other legal obligations.

s83 Officers and other persons in default

\$429 Officers to report to controller about corporation's affairs

s430 Controller may require reports

s431 Controller may inspect books

s438B Directors to help administrator

s438C Administrator's rights to company's books

s475 Report as to company's affairs to be submitted to liquidator

s530A Officers to help liquidator

s530B Liquidator's rights to company's books

s590 Offences by officers of certain companies

s1314 Continuing offences

Schedule 3 Penalties

For further information contact ASIC's Client Contact Centre Infoline on 1300 300 630.

More about insolvency and liquidators

This is **Information Sheet 53 (INFO 53)**, reissued on 1 November 2018. Information sheets provide concise guidance on a specific process or compliance issue or an overview of detailed guidance.

Last updated: 15/10/2014 12:00



Insolvency information for directors, employees, creditors and shareholders

This information sheet (INFO 39) lists ASIC's information sheets for directors, employees, creditors and shareholders affected by a company's insolvency.

We have produced these with endorsement from the Australian Restructuring Insolvency & Turnaround Association (ARITA).

The information sheets give a basic understanding of the three most common company insolvency procedures – liquidation, voluntary administration and receivership – as well as the independence requirements for external administrators and approving external administrator remuneration. There is also a glossary of commonly used insolvency terms.

List of information sheets

- <u>INFO 41</u> Insolvency: A glossary of terms
- INFO 42 Insolvency: A guide for directors
- INFO 43 Insolvency: A guide for shareholders
- INFO 45 Liquidation: A guide for creditors
- INFO 46 Liquidation: A guide for employees
- INFO 54 Receivership: A guide for creditors
- INFO 55 Receivership: A guide for employees
- <u>INFO 74</u> Voluntary administration: A guide for creditors
- <u>INFO 75</u> Voluntary administration: A guide for employees
- INFO 84 Independence of external administrators: A guide for creditors
- INFO 85 Approving fees: A guide for creditors

Where can I get more information?

Further information is available from the <u>ARITA website</u>. The ARITA website also contains the <u>ARITA Code of Professional Practice for Insolvency Practitioners</u>.

This is **Information Sheet 39** (**INFO 39**) updated on 1 September 2017. Information sheets provide concise guidance on a specific process or compliance issue or an overview of detailed guidance.

Last updated: 01/09/2017 10:57