

DECLARATION OF INDEPENDENCE, RELEVANT RELATIONSHIPS, AND INDEMNITIES

RGD Group Pty Ltd (Administrators Appointed) ACN 613 325 652 (“the Company”)

This declaration is made in respect of us, John Park and Kelly-Anne Trenfield (“**the Administrators**”), our fellow Senior Managing Directors and Managing Directors, FTI Consulting (Australia) Pty Ltd (“**FTI Consulting**” or “**Firm**”) and associated entities.

The purpose of this document is to assist creditors with understanding any relationships that the Administrators have and any indemnities or upfront payments that have been provided to the Administrators. None of the relationships disclosed in this document are such that the independence of the Administrators is affected.

This information is provided to you to enable you to make an informed assessment on any independence concerns, so you have trust and confidence in our independence and, if not, can act to remove and replace us if you wish.

A. INDEPENDENCE

We, John Park and Kelly-Anne Trenfield of FTI Consulting have undertaken an assessment of the risks to our independence prior to accepting the appointment as Joint and Several Administrators of the Company in accordance with the law and applicable professional standards. This assessment identified no real or potential risks to our independence. We are not aware of any reasons that would prevent us from accepting this appointment.

B. DECLARATION OF RELATIONSHIPS

i. Circumstances of appointment

This appointment was referred to FTI Consulting by Porter Davies Lawyers, who has been assisting the Company’s Director, Ron Grabbe, and its shareholder with legal matters surrounding the Company’s financial difficulties. We believe that this referral does not result in us having a conflict of interest or duty because of the following reasons:

- a) Porter Davies Lawyers refers work to FTI Consulting from time to time. Neither the Administrators nor FTI Consulting have any formal or informal referral arrangements with Porter Davies Lawyers, and to our knowledge they do not exclusively refer such work to us or FTI Consulting;
- b) FTI Consulting is not reliant upon referrals from Porter Davies Lawyers, 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 Porter Davies Lawyers is not material to FTI Consulting;
- c) Work referrals arising from networks of business professionals, advisors and other persons are normal and accepted arrangements, and do not inherently impact on us discharging our statutory duties and obligations with independence and impartiality;
- d) There is no expectation, agreement or understanding between the Administrators and the referrer about the conduct of this administration and we are free to act independently and in accordance with the laws and the requirements of the ARITA Code of Professional Practice; and
- e) While FTI Consulting has in the past engaged Porter Davies Lawyers to provide legal advice, this has been for separate, non-related insolvency/restructuring engagements. Porter Davies Lawyers is one of

many external firms/organisations who provide such advice and assistance to FTI Consulting from time to time, which is on a non-exclusive basis and based upon professional service and expertise.

We had three (3) meetings with the Company's advisors and Director, Ron Grabbe, during the period 20 March 2020 and 8 May 2020 for the purposes of:

- (a) To obtain sufficient information about the Company to enable discussion around the financial position of the Company;
- (b) To explain the various forms of insolvency appointments, the options available, and the consequences of an insolvency appointment;
- (c) To outline the process following an insolvency appointment; and
- (d) For us to provide a Consent to Act.

We have received no remuneration for the information or advice provided to the Company's lawyers and Director during the above period or at any other time prior to our appointment.

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

- (a) 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;
- (b) The nature of the advice provided to the Company is such that it would not be subject to review and challenge during the course of our appointment;
- (c) No advice has been given to the directors in their capacity as directors of the Company, or in relation to their personal circumstances; and
- (d) The pre-appointment advice will not influence our ability to be able to fully comply with the statutory and fiduciary obligations associated with the appointment as Joint and Several Administrators of the Company in an objective and impartial manner.

We have provided no other information or advice to the Company, its Director and advisors prior to our appointment beyond that outlined in this DIRRI.

ii. Relevant Relationships (excluding Professional Services to the Insolvent)

Neither we, nor FTI Consulting, have, or have had within the preceding 24 months, any relationships with the Company, an associate of the Company, a former insolvency practitioner appointed to the Company, or any person or entity that has security over the whole, or substantially the whole of the Company's property.

iii. Prior Professional Services to the Insolvent

Neither we nor our Firm have provided any professional services to, or in relation to, the Company in the previous 24 months.

iv. Group appointments

At the same time as this appointment, we were also appointed as Joint and Several Administrators of a related entity, RDG Constructions Pty Ltd (Administrators Appointed) ACN 100 177 928 on 8 May 2020 by a resolution of its Director, Ronald Per Hans Grabbe. A table setting out the relationship is provided below:

Name	Nature of relationship	Reasons
RDG Constructions Pty Ltd (Administrators Appointed) ACN 100 177 928	Related entity	We believe that this relationship does not result in a conflict of interest or duty because: ▪ We have obligations in respect of each of the companies individually (as defined in Section 435A of the Corporations Act 2001 and not to the Companies as a whole). As such, it is acknowledged that potential conflicts could possibly arise in the course of carrying out our duties in respect of each of the Companies. ▪ We are of the view that the appointment to the Companies will have significant benefits to the conduct of the Voluntary Administrations, particularly as this will offer cost savings and will facilitate a comprehensive and accurate understanding of the activities and financial position of the Companies as a whole. ▪ We are aware there are inter-company transactions between the Companies but at this time are not aware of any potential conflicts of interest arising from our appointments over the Companies. If it becomes apparent that pre-appointment dealing between the Companies may give rise to a conflict which may impact the outcome for creditors of the Companies, we undertake to disclose any such conflicts to the creditors and as appropriate, seek Court directions as to the means of resolving the potential conflict.

v. No other relevant relationships to disclose

There are no other known relevant relationships, including personal, business and professional relationships, from the previous 24 months with the Company, an associate of the Company, a former insolvency practitioner appointed to the Company or any person or entity that is entitled to enforce a security interest in the whole or substantially the whole of the Company's property that should be disclosed.

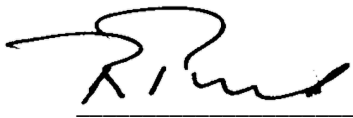
C. INDEMNITIES AND UP-FRONT PAYMENTS

We have been provided with the following indemnities and/or upfront payments for the conduct of this administration:

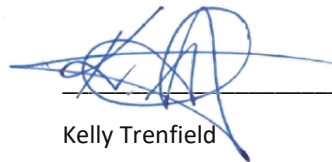
Name	Relationship with the Company	Nature of indemnity or payment
Greg Clark	Shareholder of RGD Group Pty Ltd	\$55,000 payment

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

Dated: 12 May 2020



John Park



Kelly Trenfield

NOTE:

1. If circumstances change, or new information is identified, we are required under the Corporations Act 2001 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 Company'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.
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.