DETAILS AND NOTICES FOR THE SECOND MEETING OF CREDITORS

- **Notice of the Second Meeting of Creditors of Company under Administration**

  The agenda for the meeting is set out in the ***attached** notice.

  Due to government restrictions in place with COVID-19, this meeting will only be held virtually and there will be no physical meeting place available.

  Attendance at the meeting is not compulsory.

  Should you wish to attend the virtual meeting and you would like to vote, you must complete the relevant forms and provide them by email by **12:00pm on Thursday, 11 June 2020** to RGDEnquiries@fticonsulting.com.

- **Notice of Attendance – Meeting Registration Form**

  Should you wish to attend the meeting, you are required to complete the Notice of Attendance – Meeting Registration Form, prior to the meeting. Otherwise, may be considered an observer and you will not be able to vote.

- **Appointment of Proxy Form**

  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 Company. You must send us a completed form if you wish to vote at the meeting.

  Return to:

  Kathleen O'Connor
  FTI Consulting
  Email: RGDEnquiries@fticonsulting.com

Section 75-225 Insolvency Practice Rules (Corporations) 2016

RGD GROUP PTY LTD (ADMINISTRATORS APPOINTED)
ACN 613 325 652 ("THE COMPANY")

NOTICE OF SECOND MEETING OF CREDITORS

NOTICE IS HEREBY GIVEN the second meeting of creditors of the Company will be held virtually:

Date:	Friday, 12 June 2020
Meeting Time:	12:00PM (AEST)
Video Conference:	Details to be provided upon your registration to attend.

Due to government restrictions in place with COVID-19, this meeting will **only** be held virtually and there will be no physical meeting place available.

AGENDA

1. The purpose of the meeting is:

   a) to review the report of the Administrators and their recommendation in connection with the business, property, affairs and financial circumstances of the Company; and

   b) for the creditors of the Company to resolve:

      i) that the Company execute a deed of company arrangement; or
      ii) that the administration should end; or
      iii) that the Company be wound up.

2. Creditors will be requested to fix the remuneration to be paid to the Administrators, as calculated on a time basis for the period 8 May 2020 to 12 June 2020 (inclusive).

3. If the Company is placed into Liquidation, to consider the appointment of a Committee of Inspection and if required, to determine the members;

4. Should Liquidators be appointed, that the Liquidators, are authorized to destroy the Company's books and records upon finalization of the Liquidation, and subject to obtaining consent from the Australian Securities and Investments Commission; and

5. Any other business properly brought before the meeting.

Creditors wishing to vote at the meeting:

- who will not be attending in person or are a company, must complete and return an Appointment of Proxy Form (***attached**); and

- must complete and return a Formal Proof of Debt or Claim Form (***attached**), if not already done so, by no later than **12:00pm** on **Thursday, 11 June 2020**, by post to FTI Consulting, GPO Box 3127, Brisbane QLD 4000 or by email to RGDEnquiries@fticonsulting.com.

Dated this 5th day of June 2020

John Park
Administrator

PLEASE READ CAREFULLY

ATTENDANCE AT SECOND MEETING OF CREDITORS

Attendance

Attendance at this meeting is not compulsory.

Should you wish to attend the meeting and you would like to vote, you **must** complete the relevant forms and return to my office by **12:00pm (AEST) on Thursday, 11 June 2020** to RGDEnquiries@fticonsulting.com.

Otherwise, you may be considered an observer and you will note be able to vote.

Please note: all creditors who wish to attend the meeting of creditors must ensure they have a suitable internet connection. The Administrators' are unable to assist you with any technical requirements for the virtual meeting.

Relevant Forms

Form	Information	Who should complete
Notice of Attendance – Meeting Registration Form	This form is required to be completed should you wish to attend the creditors meeting, and vote at the meeting. Creditors will receive their individual meeting registration details and the link to the video conference once you have registered, and you have also submitted the below relevant forms.	All creditors attending the meeting.
Appointment of Proxy Form	This form is required to be completed for each creditors meeting. A special proxy can be lodged showing approval or rejection of each resolution.	Non-individual creditors (companies, trusts, etc) who want to be represented must appoint an individual to act on its behalf by executing a proxy form. Individuals may choose to appoint a proxy/representative to vote on their behalf by executing a proxy form. If an individual is attending in person a proxy form is not required.
Form 535 – Formal Proof of Debt or Claim	This form is required to register your claim against the Company. In order to vote at the meeting, a creditor needs to have a complete proof of debt to register a claim. Documents to substantiate your claim (e.g. invoices) must also be provided.	All creditors, unless already done so.

NOTICE OF ATTENDANCE - MEETING REGISTRATION FORM

SECOND MEETING OF CREDITORS

RGD GROUP PTY LTD (ADMINISTRATORS APPOINTED)
ACN 613 325 652 ("THE COMPANY")

Attendance

Attendance at this meeting is not compulsory.

Should you wish to attend the meeting and you would like to vote, you **must** complete the following registration details and return to my office **by 12:00pm Thursday, 11 June 2020** RGDEnquiries@fticonsulting.com:

Name of Creditor:	
Contact name:	
Position:	
Email Address:	
Contact number:	

Signature of Creditor (or person authorised by creditor)

Once you have returned this completed form, you will be provided by email with a link to the meeting and your own unique identifier. Please ensure you have the unique identifier with you at the meeting as this is required in order to register your vote.

Please also ensure you have lodged a Proof of Debt Form and Proxy Form (if applicable), otherwise you may only be an observer at the meeting and you will be unable to vote.

Nomination for proposed Committee of Inspection

At the meeting, creditors will also be asked to consider whether to form a Committee of Inspection ("COI") to assist the Administrators of the Company. Should the creditors decide to form a committee, and a COI is duly formed, the chairperson will call for nominations for three (3) to seven (7) creditors to be appointed as a member of the COI.

What is a Committee of Inspection

Please read the ***attached** information sheet prepared by the Australian Restructuring Insolvency & Turnaround Association ("ARITA"). This provides important information about the role and powers of a COI.

If you would like to nominate to be appointed to the COI, please complete the details below and return this form no later than **12:00pm Thursday, 11 June 2020** to RGDEnquiries@fticonsulting.com.

☐ I, ____, am a creditor/ representative of a creditor of RGD Group Pty Ltd (Administrators Appointed) in the amount of $____________________ and have duly lodged a Formal Proof of Debt claim in the Administration.

I have read the information provided and wish to nominate to be a member on the Committee of Inspection. I understand the duties and obligations should I be appointed to the proposed committee.

Signature of Creditor (or person authorised by creditor)

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 liquidation, voluntary administration or deed of company arrangement of a company (collectively referred to as an external administration).

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 external administration. The COI advises and assists the external administrator 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
- A person holding the power of attorney of a creditor
- A person authorised in writing by a creditor; or
- A representative of the Commonwealth where a claim for financial assistance has, or is likely to be, made in relation to unpaid 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 external administration.

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 members 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 liquidator, voluntary administrator or deed administrator (collectively referred to as the external administrator)
- to give directions to the external administrator
- to monitor the conduct of the external administration.

In respect of directions, the external administrator 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 external administrator chooses not to comply with the directions of the COI, the external administrator must document why.

A COI also has the power to:

- approve remuneration of the external administrator after the external administrator has provided the COI with a Remuneration Approval Report (a detailed report setting out the remuneration for undertaking the external administration)
- approve the use of some of the external administrator's powers in a liquidation (compromise of debts over $100,000 and entering into contracts over 3 months)
- require the external administrator to convene a meeting of the company's creditors
- request information from the external administrator
- approve the destruction of the books and records of the external administration on the conclusion of the external administration
- with the approval of the external administrator, obtain specialist advice or assistance in relation to the conduct of the external administration
- apply to the Court for the Court to enquire into the external administration.

An external administrator 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 external administrator 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 external administration 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 external administrator 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 external administration 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 external administrator must provide the requested information within 5 business days, but the law provides for further time in certain circumstances.

An external administrator 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 external administrator by giving notice of the meeting to the members of the COI. Meetings of the COI can be convened at short notice.

The external administrator must keep minutes of the meeting and lodge them with ASIC within one month of the end of the meeting.

ASIC 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 external administration. This includes by purchasing assets of the company or by entering into a transaction with the company or a creditor of the company. 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 external administrations and insolvency.

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

ASIC provides information sheets on a range of insolvency topics. These information sheets can be accessed on ASIC's website at www.asic.gov.au (search "insolvency information sheets").

Insolvency Practice Rules, 75-25
Corporations Act 2001

APPOINTMENT OF PROXY
RGD GROUP PTY LTD (ADMINISTRATORS APPOINTED)
ACN 613 325 652 ("THE COMPANY")

I/We *(name)*
....

of (*address)*
....

a creditor of the Company, appoint *(add name and address of proxy)* ....

....

or in his/her absence *(add alternate proxy)* ....

as my/our ☐ general proxy <u>OR</u> ☐ special proxy to vote at the meeting of creditors to be held at 12:00PM (AEST) on Friday, 12 June 2020 via video conference or at any adjournment of that meeting.

Voting instructions - for special proxy only	**For**	**Against**	**Abstain**
Resolution			
1. For creditors of the Company to resolve whether or not that: **'For' should only be selected for one of the options in Resolution 1**			
a. The Company should enter into a Deed of Company Arrangement	☐	☐	☐
b. The Company be wound up; or	☐	☐	☐
c. The Administration should end.	☐	☐	☐
2. The Second Meeting of Creditors should be adjourned for a period not exceeding forty-five (45) business days	☐	☐	☐
3. To consider the appointment of alternative Liquidators (as applicable)	☐	☐	☐
4. The remuneration of the Voluntary Administrators of RGD Group Pty Ltd (Administrators Appointed) ACN 613 325 652 from 8 May 2020 to 12 June 2020 (inclusive) is determined and approved for payment at a sum equal to the cost of time incurred by the Voluntary Administrators and staff of FTI Consulting, calculated at the hourly rates set out in the FTI Consulting Standard Rates (Corporate Finance effective 1 April 2020 and Strategic Communications effective 1 April 2019), up to a capped amount of $150,000 (exclusive of GST), and the Voluntary Administrators can draw the remuneration.	☐	☐	☐
5. Should the Companies proceed into Liquidation, appoint a Committee of Inspection	☐	☐	☐
6. Should Liquidators be appointed, that the Liquidators are authorised to destroy the Company's books and records upon finalisation of the Liquidation, and subject to obtaining consent from the Australian Securities and Investments Commission.	☐	☐	☐

Dated: ....

....
Name and signature of authorised person

....
Name and signature of authorised person

CERTIFICATE OF WITNESS – only complete if the person given the proxy is blind or incapable of writing.

I, ... of ....
certify that the above instrument appointing a proxy was completed by me in the presence of and at the request of the person appointing the proxy and read to him before he attached his signature or mark to the instrument.

Dated: ……………………………………………………………… Signature of witness: ……………………………………………………………

Description: ……………………………………………………… Place of residence: ……………………………………………………………….

FORM 535 – FORMAL PROOF OF DEBT OR CLAIM

subregulation 5.6.49(2)
Corporations Act 2001

RGD GROUP PTY LTD (ADMINISTRATROS APPOINTED) ACN 613 325 652

To the Administrators of **RGD Group Pty Ltd (Administrators Appointed) ACN 613 325 652 (the "Company")**

1. This is to state that the Company was on 8 May 2020, and still is, justly and truly indebted to: ________________________________

   ____

   (full name, ABN and address of the creditor and, if applicable, the creditor's partners) for ______________ dollars and _____cents

   Particulars of the debt are:

Date	**Consideration** (*state how the debt arose*)	**Amount ($/c)**	**Remarks** (*include details of voucher substantiating payment)*

2. To my knowledge or belief the creditor has not, nor has any person by the creditor's order, had or received any satisfaction or security for the sum or any part of it except for the following:______________________________

   ____

   (insert particulars of all securities held. If the securities are on the property of the company, assess the value of those securities. If any bills or other negotiable securities are held, show them in a schedule in the following form).

Date	**Drawer**	**Acceptor**	**Amount ($/c)**	**Due Date**

3. Signed by *(select correct option)*:

☐ I am the creditor personally.

☐ I am employed by the creditor and authorised in writing by the creditor to make this statement. I know that the debt was incurre for the consideration stated and that the debt, to the best of my knowledge and belief, remains unpaid and unsatisfied.

☐ I am the creditor's agent authorised in writing to make this statement in writing. I know the debt was incurred for the consideratio stated and that the debt, to the best of my knowledge and belief, remains unpaid and unsatisfied.

Signature: ______________________________ Dated:______________________________

Name: ______________________________Occupation*: ______________________________

Address: ____

** If prepared by an employee or agent of the creditor, also insert a description of the occupation of the creditor*

	Yes	No
RECEIVE REPORTS BY EMAIL		
Do you wish to receive all future reports and correspondence from our office via email?	☐	☐
Email:……………………………………………………………………………		

If being used for the purpose of voting at a meeting:

a) Is the debt you are claiming assigned to you? ☐ No ☐ Yes

b) If yes, attach written evidence of the debt, the assignment and consideration given. ☐ Attached

c) If yes, what value of consideration did you give for the assignment (eg, what amount did you pay for the debt?) $_________________

d) If yes, are you a related party creditor of the Company? ☐ No ☐ Yes
(f you are unsure contact the Administrator))