

8 November 2023

SARA LEE HOLDINGS PTY LTD ACN 650 567 641 (ADMINISTRATORS APPOINTED) ("THE COMPANY")

Dear Sir/Madam

As you are aware, Kathryn Evans, Joseph Hansell and I, Vaughan Strawbridge were appointed as Joint and Several Administrators ("Administrators") of the Company on 17 October 2023 pursuant to section 436A of the *Corporations Act 2001* (Cth) ("the Act").

The first meetings of creditors was held for the Company on 27 October 2023 ("First Creditors' Meeting").

Pursuant to section 439A(5) of the Act, the second meeting of creditors must be convened within 25 business days of our appointment as Administrators ("the Convening Period"). In convening the second meeting of creditors, five business days' notice must be given of the date and time that the meeting will take place. In the case of the Company, the Convening Period is due to expire on Monday, 13 November 2023, resulting in the second meeting of creditors having to be held by Tuesday, 21 November 2023.

As foreshadowed at the First Creditors Meeting, we have filed an application to the Federal Court of Australia ("Court") seeking an extension of the Convening Period pursuant to section 439A(6) of the Act. This application is to extend the Convening Period for the Company by a further 6 months, to Monday, 13 May 2024 ("Extension Application"). This would also extend the date by which we are required to convene the second meeting of creditors to decide the future of the Company, which is currently scheduled for, Tuesday 21 November 2023.

We believe the Extension Application extending the Convening Period is in the best interests of creditors as it seeks to allow us the time to complete an optimal sales process. The extension of the Convening Period is done with the primary aim of looking to yield the best outcome for all creditors and stakeholders of the Company, so that any return to creditors can be maximised.

FTI Consulting (Australia) Pty Limited

ABN 49 160 397 811 | ACN 160 397 811 | AFSL Authorised Representative # 001269325
Level 22, Gateway | 1 Macquarie Place | Sydney NSW 2000 | Australia
Postal Address | PO Box R367 | Sydney NSW 1225 | Australia
+61 2 8247 8000 telephone | +61 2 8247 8099 fax | fticonsulting.com

Liability limited by a scheme approved under Professional Standards Legislation.

We expect the Extension Application to be heard on Thursday morning. Should you have any objections to the Extension Application please advise and we will bring this to the attention of the Court.

A copy of the Extension Application may be made available to any creditors on request (subject to any confidentiality orders that may be sought).

Please find **attached** updated Declaration of Independent Relationships and Indemnities ("DIRRI") dated 26 October 2023 which we are required to disclose in this circular to creditors.

Should you have any queries in relation to the Extension Application or require any further information, we request query in writing via email to SaraLeeGeneral@fticonsulting.com by no later than 4.00pm (AEST), Wednesday 8 November 2023.

Yours faithfully

A handwritten signature in black ink, appearing to be 'V. Strawbridge', written over a horizontal line.

Vaughan Strawbridge
Voluntary Administrator

DECLARATION OF INDEPENDENCE, RELEVANT RELATIONSHIPS AND INDEMNITIES

SARA LEE HOLDINGS PTY LTD (ADMINISTRATORS APPOINTED) ACN 650 567 641 (“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, 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 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 followed an introduction to the directors of the Company by BDO Australia, who are the auditors for the Company.

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

- The Directors have not to our knowledge previously referred insolvency-related or other work to FTI Consulting.
- There is no expectation, agreement or understanding between us, the Directors regarding the conduct of the Voluntary Administration and we are free to act independently and in accordance with the law and applicable professional standards.

Did we meet with the Company, the directors or their advisers before we were appointed?

☒ Yes ☐ No

We had four meetings between 12 October 2023 to 17 October 2023 as described in Annexure A. 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 Company;
- 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 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 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 Company in an objective and impartial manner.

We have provided no other information or advice to the Company, directors (if applicable) and its advisers 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

Declaration of Relationships (cont'd)

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

A secured creditor entitled to enforce a security over the whole or substantially the whole of the Company's property?	☒ Yes ☐ No National Australia Bank ("NAB") holds an ALLPAAP over the Company. We have undertaken a number of formal insolvency and advisory engagements for NAB in the usual course of business. We have never undertaken any work for NAB in respect of the Company. 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 Company. 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.
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Do we have any other relationships that we consider are relevant to creditors assessing our independence?

☒ Yes ☐ No

Prior to our appointment, FTI Consulting's Forensic and Litigation Consulting (FLC) division was engaged by an Insurer to the Company with respect to a claim the Company made on an insurance policy	FLC was not engaged by the Company, an Associate or Related Party of the Company. FLC has never undertaken any work in respect of the Company, an Associate or Related Party of the Company. This work will not be: - subject to review during the course of the Administration - will not impact our ability to comply with our statutory and fiduciary duties associated with the Administration. We consider this work does not present a conflict and there is no relationship which in our view would restrict us from properly exercising our judgment and duties in relation to the appointment.
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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 26 October 2023



Vaughan Strawbridge



Joseph Hansell



Kathryn Evans

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

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 Company representatives/other third parties during the period 12 October to 17 October 2023

Date	Medium	FTI Consulting attendees	External attendees	Agenda/purpose/discussion
12 October 2023	Video conference	Vaughan Strawbridge	Thomas Elworthy Peter Farrell	■ General discussion with respect to the business and affairs of the Company ■ Discussion with respect to the voluntary administration process
13 October 2023	In person meeting	Vaughan Strawbridge	Anthony Howard	■ General discussion with respect to the business and affairs of the Company ■ Understanding and obtaining sufficient information about the financial position of the Company ■ Discussion with respect to the voluntary administration process
14 October 2023	Video conference	Vaughan Strawbridge	Thomas Elworthy Peter Farrell Mark Mackaness Gina Dellabarca Mike Sleigh	■ General discussion with respect to the business and affairs of the Company ■ Discussion with respect to the voluntary administration process
15 October 2023	Video conference	Vaughan Strawbridge	Thomas Elworthy Peter Farrell James Roland	■ General discussion with respect to the business and affairs of the Company ■ Discussion with respect to the voluntary administration process

- In addition to the above, Vaughan Strawbridge had a number of phone calls between 12 October 2023 and 17 October 2023 with Gadens lawyers (lawyers to the Company), BDO Australia and Thomas Elworthy. These were introductory calls and general discussions with respect to the business and affairs of the Company and to discuss the voluntary administration process.

Non FTI Consulting staff positions held at the date of interactions

Name	Position/title held	Representing
Thomas Elworthy	Director of the Company	The Company
Anthony Howard	Contractor to the Company	The Company
James Roland	Partner, Gadens Lawyers	The Company
Duncan Clubb	Partner , BDO Australia	BDO Australia
Gina Dellabarca	Advisor to the Company	The Company
Mike Sleight	Advisor to the Company	The Company