Insolvency Practice Rules, 75-25
Corporations Act 2001

APPOINTMENT OF PROXY

SARA LEE HOLDINGS PTY LTD (ADMINISTRATORS APPOINTED)

ACN 650 567 641 ("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 name and address of alternate proxy)*

....

as my / our proxy, to vote at the second meeting of creditors to be held at **11:00AM (AEDT)** on **Tuesday, 6 February 2024** or at any adjournment of that meeting.

☐ **Option 1:** If appointed as a general proxy, as he/she determines on my/our behalf. **AND/OR**
☐ **Option 2:** If appointed as a special proxy for some or all resolutions, specifically in the manner set out below.

#	Resolution	For	Against	Abstain
1	Future of the Company (only vote for one of the below) a) the Company execute a deed of company arrangement b) The Administration should end; or c) The Company be wound up.	 ☐ ☐ ☐	 ☐ ☐ ☐	 ☐ ☐ ☐
2	"The remuneration of the Voluntary Administrators of Sara Lee Holdings Pty Ltd (Administrators Appointed) ACN 650 567 641 and their staff, for the period 17 October 2023 to 21 January 2024 (inclusive), calculated at the hours spent at the rates detailed in the FTI Consulting Standard Rates (Corporate Finance & Restructuring Effective 1 October 2023 & Strategic Communications effective 14 September 2022), is approved for payment in the amount of $2,215,897.00 (exclusive of GST), to be drawn from available funds immediately or as funds become available."	☐	☐	☐
3	"The internal disbursements of the Voluntary Administrators of Sara Lee Holdings Pty Ltd (Administrators Appointed) ACN 650 567 641 and their staff, for the period 17 October 2023 to 21 January 2024 (inclusive), is approved for payment in the amount of $11,474.45 (exclusive of GST), to be drawn from available funds immediately or as funds become available."	☐	☐	☐
4	"The future remuneration of the Voluntary Administrators of Sara Lee Holdings Pty Ltd (Administrators Appointed) ACN 650 567 641 and their staff, for the period 22 January 2024 to the finalisation of the Voluntary Administration (inclusive), is determined at a sum equal to the costs of time spent by the Voluntary Administrators and their staff, calculated at the hours spent at the rates detailed in the FTI Consulting Standard Rates (Corporate Finance & Restructuring Effective 1 October 2023 & Strategic Communications effective 14 September 2022), up to a capped amount of $800,000.00 (exclusive of GST), and the Voluntary Administrators can draw the remuneration from available funds as time is incurred on a monthly basis or as funds become available."	☐	☐	☐

#	Resolution	For	Against	Abstain
5	"The future internal disbursements of the Voluntary Administrators of Sara Lee Holdings Pty Ltd (Administrators Appointed) ACN 650 567 641 and their staff, for the period 22 January 2024 to the finalisation of the Voluntary Administration (inclusive), is approved up to a capped amount $3,000.00 (exclusive of GST), to be drawn from available funds immediately or as funds become available."	☐	☐	☐
6	"The future remuneration of the Deed Administrators of Sara Lee Holdings Pty Ltd (Subject to Deed of Company Arrangement) ACN 650 567 641 and their staff, for the period from the execution of the Deed of Company Arrangement to effectuation of the Deed of Company Arrangement, is determined at a sum equal to the cost of time spent by the Deed Administrators and their staff, calculated at the hourly rates as detailed in the FTI Consulting Standard Rates (Corporate Finance & Restructuring Effective 1 October 2023), up to a capped amount of $150,000.00 (exclusive of GST), and the Deed Administrators can draw the remuneration from available funds as time is incurred on a monthly basis or as funds become available."	☐	☐	☐
7	"The future remuneration of the Trustees and their staff, for the period from the commencement of the creditors trust to the final distribution and closure of the trust, is determined at a sum equal to the cost of time spent by the Creditor Trustees' and their staff, calculated at the hourly rates as detailed in the FTI Consulting Standard Rates (Corporate Finance & Restructuring Effective 1 October 2023), up to a capped amount of $750,000.00 (exclusive of GST), and the Creditor Trustees' can draw the remuneration from available funds as time is incurred on a monthly basis or as funds become available."	☐	☐	☐

....
Dated 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: …………………………………………………………………………..

GUIDANCE AND INSTRUCTIONS

FORM OF PROXY

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

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

This representative needs to be appointed by completing the Form of proxy in accordance with section 127 of the Corporations Act. Alternatively, the appointed person must be authorised to act as a representative for the company per section 250D of the Corporations 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.