

**APPOINTMENT OF PROXY
XL EXPRESS GROUP (ALL ADMINISTRATORS APPOINTED)
("THE COMPANIES")**

I/We _____ (name of signatory)
of _____ (creditor name)
a creditor of:

Company	ACN	ABN	Tick only ONE
XL Express (Operations) Pty Ltd	069 414 919	29 069 414 919	☐
XL Express (Distribution) Pty Ltd	059 663 124	83 059 663 124	☐
XL Express Pty Ltd	098 743 901	54 098 743 901	☐
Express Regional Distribution Pty Ltd	068 423 067	37 068 423 067	☐
XL Express (Services) Pty Ltd	075 030 974	22 075 030 974	☐
XL Express (Holdings) Pty Ltd	600 006 979	23 600 006 979	☐
A.C.N. 059 888 023 Pty Ltd (formerly XL Express Management Pty Ltd)	059 888 023	12 059 888 023	☐
XL Express (Staffing) Pty Ltd	069 414 839	99 069 414 839	☐
XL Express (Personnel) Pty Ltd	097 597 272	28 097 597 272	☐
XL Express (Corporate) Pty Ltd	600 006 782	80 600 006 782	☐
XL Express (Linehaul) Pty Ltd	147 805 687	65 147 805 687	☐
Australian Linehaul Express Pty Ltd	114 837 428	66 114 837 428	☐
XL Express (WMH) Pty Ltd	059 629 300	40 059 629 300	☐
XL Express (Management) Pty Ltd	638 229 099	63 638 229 099	☐
XL Express (Logistics) Pty Ltd	633 789 134	80 633 789 134	☐
XL Logistics Pty Ltd	132 439 064	N/A	☐
TL Distribution Pty Ltd	638 229 106	N/A	☐

appoint (add name and address of proxy)

.....

or in his/her absence (add alternate proxy)

as my / our proxy, to vote at the second meeting of creditors to be held at 11:00AM (AEST) on Friday, 1 August 2025 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 (**please tick**). ☐

	Resolution (please specify the particular resolution)	For	Against	Abstain
1	Future of the Company (only vote for one of the below options)			
	(a) The Company should enter a Deed of Company Arrangement.	☐	☐	☐
	(b) The Administration should end.	☐	☐	☐
	(c) The Company be wound up.	☐	☐	☐
2	The second meeting of creditors be adjourned for a period not exceeding forty-five (45) business days.	☐	☐	☐

3	Voluntary Administrators' remuneration and disbursements			
	That the remuneration of the Administrators and their staff, for the period from appointment on 27 June 2025 to 20 July 2025, calculated at the hours spent at the rates detailed in the Initial Remuneration Notice provided to creditors, is approved for payment in the amount set out in the attached schedule, exclusive of GST, to be drawn from available funds immediately or as funds become available.	☐	☐	☐
	That the future remuneration of the Administrators for the period from 21 July 2025 to finalisation of the Voluntary Administration, is determined at a sum equal to the cost of time spent by the Administrators and their staff, calculated at the hourly rates as detailed in the Report dated 24 July 2025 provided to creditors, up to a capped amount set out in the attached schedule, exclusive of GST, and that the Administrators can draw the remuneration from available funds as time is incurred on a monthly basis or as funds become available.	☐	☐	☐
4	Liquidators' remuneration and committee of inspection			
	That the future remuneration of the Liquidators for the period from the commencement to finalisation of the Liquidation, is determined at a sum equal to the cost of time spent by the Liquidators and their staff, calculated at the hourly rates as detailed in the Report dated 24 July 2025 provided to creditors, up to a capped amount set out in the attached schedule, exclusive of GST, and that the Liquidators can draw the remuneration from available funds as time is incurred on a monthly basis or as funds become available	☐	☐	☐
	Should the Company proceed into liquidation, appoint a Committee of Inspection.	☐	☐	☐

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/her before he attached his signature or mark to the instrument.

Dated: Signature of witness:

Description: Place of residence:

GUIDANCE NOTES FOR COMPLETING PROXY FORM

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 company.

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 company 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.

SCHEDULE OF REMUNERATION RESOLUTIONS

	Voluntary Administration		Liquidation
Remuneration (excl GST) (\$)	Resolution 1: 27 June to 20 July 2025	Resolution 2: 21 July to finalisation of the Voluntary Administration	Resolution 3: Commencement to Finalisation of Liquidation
XL Express (Operations) Pty Ltd	10,740.14	5,136.59	30,000.00
XL Express (Distribution) Pty Ltd	35,565.91	17,009.78	100,000.00
XL Express Pty Ltd	56,676.49	27,106.15	100,000.00
Express Regional Distribution Pty Ltd	24,603.04	11,766.67	100,000.00
XL Express (Services) Pty Ltd	873.61	417.81	30,000.00
XL Express (Holdings) Pty Ltd	88,850.24	42,493.59	100,000.00
A.C.N. 059 888 023 Pty Ltd (formerly XL Express Management Pty Ltd)	24,860.99	11,890.04	100,000.00
XL Express (Staffing) Pty Ltd	5,687.63	2,720.17	30,000.00
XL Express (Personnel) Pty Ltd	73,272.51	35,043.37	30,000.00
XL Express (Corporate) Pty Ltd	41,235.10	19,721.14	30,000.00
XL Express (Linehaul) Pty Ltd	7,772.35	3,717.21	30,000.00
Australian Linehaul Express Pty Ltd	6,860.29	3,281.01	30,000.00
XL Express (WMH) Pty Ltd	16,689.72	7,982.04	100,000.00
XL Express (Management) Pty Ltd	20,666.35	9,883.90	30,000.00
XL Express (Logistics) Pty Ltd	159,237.00	76,156.83	100,000.00
XL Logistics Pty Ltd	2,497.93	1,194.66	30,000.00
TL Distribution Pty Ltd	793.20	379.36	30,000.00
Total	576,882.50	275,900.33	1,000,000.00