



Level 38 Tower Three
300 Barangaroo Avenue
SYDNEY NSW 2000

ABN: 51 194 660 183
Telephone: +61 2 9335 7000
Facsimile: +61 2 9335 7001

PO Box H67
Australia Square
SYDNEY NSW 1215
Australia

www.kpmg.com.au

4 August 2020

To Creditors

Dear Sir/Madam

McWilliam's Wines Group Ltd ACN 000 024 108
Mount Pleasant Wines Pty Ltd ACN 000 024 813
(Both Subject to Deed of Company Arrangement) (the Group)

I refer to the appointment of Tim Mableson, Ryan Eagle and myself, Gayle Dickerson as Administrators of the Group on 8 January 2020 pursuant to Section 436A of the Corporations Act 2001 (Cth) (**the Act**) and to the second meeting of creditors held on Friday, 24 July 2020 (**Second Meeting**).

1. Execution of the Deed of Company Arrangement (DOCA)

At the Second Meeting, creditors passed a resolution requiring the Group to execute a DOCA pursuant to Part 5.3A of the Act.

We are pleased to confirm that the Group and MCW BidCo Pty Ltd (an entity owned through interposed entities by Prcstnt Asset Management) executed the DOCA on Monday, 3 August 2020. Please see attached Form 509E – Notice to creditors of execution of DOCA. A copy of the DOCA has been lodged with the Australian Securities and Investments Commission in accordance with Section 450B of the Act. Tim Mableson, Ryan Eagle and I are now the Deed Administrators.

2. Control of the Group

Control of the Group remains with the Deed Administrators until the conditions precedent set out in the DOCA are completed. As advised in the Administrators' Report to Creditors dated 15 July 2020, we estimate the DOCA should complete around October 2020, noting a sunset date of 30 November 2020 for completion is contained in the DOCA. We note that trading of the business will continue in the same manner as during the Administration of the Group.

We will provide creditors with an update on the progress to completion in due course.

3. Proof of Debt

We advise that creditors must complete and return a Proof of Debt form (attached) in order to participate in any future distribution from the Creditors' Trust.

Accordingly, creditors who have not already lodged details of their claims for debts due by the Group prior to the appointment of the Administrators, or creditors that wish to amend their claims, are requested to complete the attached Proof of Debt Form and return it to this office together with documentation to support your claim.

Please contact Irene Tang of this office on 02 9273 5594 or via email at mcwilliams@kpmg.com.au should you have any queries.

Yours faithfully

A handwritten signature in blue ink, appearing to read 'Gayle Dickerson', with a stylized flourish at the end.

Gayle Dickerson
Deed Administrator

Encl.

Form 509E

Notice to creditors of execution of a deed of company arrangement

Corporations Act 2001 (Cth)
Section 450B(a)

McWilliam's Wines Group Ltd ACN 000 024 108
Mount Pleasant Wines Pty Ltd ACN 000 024 813
(Both Subject to Deed of Company Arrangement)(‘the Group’)

1. Notice is given under Section 450B that the Group executed a Deed of Company Arrangement on Monday, 3 August 2020.
2. A copy of the deed may be inspected at Level 38, Tower Three, 300 Barangaroo Avenue, SYDNEY NSW 2000.

Dated this 4th day of August 2020.



Gayle Dickerson
Deed Administrator

McWilliam's Wines Group Ltd (Subject to Deed of Company Arrangement)
Mount Pleasant Wines Pty Ltd (Subject to Deed of Company Arrangement)
c/- KPMG
Tel: +61 2 9273 5594
Email: mcwilliams@kpmg.com.au

Form 535 Formal Proof of Debt or Claim Form

Corporations Act 2001, Regulation 5.6.49(2)

Return to:
KPMG PO Box H67, Australia Square, SYDNEY NSW 1215
Tel: +61 2 9335 7000
Fax: +61 2 9335 7001
Email: lmeany@kpmg.com.au

Indebted Company: Please tick relevant company box below

Date of Appointment: 8 January 2020

<input type="checkbox"/> McWilliam's Wines Group Ltd ACN 000 024 108	<input type="checkbox"/> Mount Pleasant Wines Pty Ltd ACN 000 024 813
---	--

A. Name and Contact Details of Creditor

¹ _____ (the Creditor)

(if in a personal capacity, given name and surname; if a corporate entity, full name of company, etc)

² of _____

(insert address)

³ Tel: _____ ⁴ Email: _____

Tick this box to elect to receive electronic notification of notices or documents, in accordance with Section 600G of the Corporations Act 2001, at the email address specified above.

B. Details of Debt or Claim

¹ Amount owing: _____

(insert dollars and cents, inclusive of GST if applicable)

² Nature of Debt or Claim: _____

(insert description of debt and/or reference any supporting documentation)

³ Select one of the following options:

- The Creditor is an unsecured creditor of the indebted Company
- The Creditor is a secured creditor of the indebted Company
- The Creditor is an employee / former employee of the indebted Company

For all claims:

- ⁴ I have attached supporting documentation to substantiate the Creditor's claim *(secured creditors must attach evidence of security)*
- ⁵ 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 details and value of security where relevant)

C. Signature

¹ Dated: _____

² Signature: _____

³ Name / Capacity: _____

Creditor Assistance Sheet: Completing a Proof of Debt Form

Section A – Name and Contact Details of Creditor

1. Insert the full name of the employee, individual, sole trader, partnership or Group that the debt is owed to.
2. Insert the address of the employee, individual, sole trader, partnership or Group that the debt is owed to.
3. Insert the telephone number of the employee, individual, sole trader, partnership or Group that the debt is owed to.
4. Insert the email address of the employee, individual, sole trader, partnership or Group that the debt is owed to.

Section B – Details of Debt or Claim

1. The amount owing should only include debts or claims which arose prior to the date of appointment.
2. Insert the currency if not Australian dollars.
3. Type of creditor: tick one of the options only.
4. For all claims, ensure supporting documentation is attached, such as invoices, statements, agreements.
5. For secured creditors, insert particulars of all securities held. If the securities are on the property of the Group, assess the value of those securities. If any bills or other negotiable securities are held, indicate “refer attached” above and show them in a schedule in the following form:

Date	Drawer	Acceptor	Amount (\$)	Due Date

Section C – Signature Instructions

1. Insert the date that the proof of debt form is being signed.
2. The form should be signed by **one** of the following persons:
 - If the debt is owed to an employee/individual, then the individual that the debt is owed to; or
 - If the debt is owed to a sole trader, then the sole trader that the debt is owed to; or
 - If the debt is owed to a partnership, then one of the partners of the partnership; or
 - If the debt is owed to a Group, then a duly authorised office of the Group (normally a director or secretary of the Group).
3. Insert the name of the person signing the form, and note their capacity (that is, their role):
 - If the debt is owed to a sole trader, note their capacity as proprietor, eg: “[Full name], proprietor”; or
 - If the debt is owed to a partnership, note their capacity as partner, eg: “[Full name], partner of the firm named in Section A above”; or
 - If the debt is owed to a Group, note their capacity as director or secretary, eg: “[Full name], director/secretary of the Group named in Section A above”]