



Federal Court of Australia

District Registry: New South Wales

Division: General

No: NSD92/2020

IN THE MATTER OF MCWILLIAM'S WINES GROUP LTD (SUBJECT TO DEED OF COMPANY ARRANGEMENT) ACN 000 024 108

GAYLE DICKERSON, TIM MABLESON AND RYAN EAGLE IN THEIR CAPACITY AS JOINT AND SEVERAL DEED ADMINISTRATORS OF MCWILLIAM'S WINES GROUP LTD (SUBJECT TO DEED OF COMPANY ARRANGEMENT) ACN 000 024 108

First applicants

MCWILLIAM'S WINES GROUP LTD (SUBJECT TO DEED OF COMPANY ARRANGEMENT) ACN 000 024 108

Second applicant

ORDER

JUDGE: JUSTICE FARRELL

DATE OF ORDER: 19 October 2020

WHERE MADE: Sydney

THE COURT ORDERS THAT:

1. Pursuant to s 444GA(1)(b) of the *Corporations Act 2001* (Cth), the first applicants, in their capacity as joint and several deed administrators of the second applicant, McWilliam's Wines Group Ltd (Subject to Deed of Company Arrangement) (**McWilliam's**), be granted leave to transfer all of the issued shares in McWilliam's (**Shares**) from the "members" (as defined by the *Corporations Act*) of McWilliam's (together, the **Members**) to MCW BidCo Pty Ltd (**MCW**) or its nominee, in accordance with the terms of the deed of company arrangement dated 3 August 2020 executed by the applicants and MCW.
2. Pursuant to s 447A(1) of the *Corporations Act* and/or s 90-15(1) of the *Insolvency Practice Schedule (Corporations)*, any of the first applicants may jointly or severally:



- (a) execute, on behalf of any of the Members, share transfer forms and any other documents as are necessary to effect the transfer of the Shares referred to in Order 1; and
 - (b) enter or procure the entry of the name of MCW or its nominee in McWilliam's register of members in respect of all Shares transferred to MCW or its nominee in accordance with Order 1.
3. The applicants' costs of and incidental to this application be costs in the deed administration of McWilliam's.

Date that entry is stamped: 19 October 2020

Sia Lagos
Registrar