



**Nuheara Limited**  
**ACN 125 167 133**

**Nuheara IP Pty Ltd**  
**ACN 605 704 096**

**Terrace Gold Pty Ltd**  
**ACN 072 608 952**

**(All Administrators Appointed)**

Addendum to the Voluntary  
Administrators'  
Second Supplementary Report

13 March 2025

---

Level 8, 235 St Georges Terrace,  
PERTH WA 6000

GPO Box A29  
PERTH WA 6837

P. +61 8 9263 7171  
F. +61 8 9263 7129  
W. [kpmg.com.au](http://kpmg.com.au)

# Contents

---

Section	Page
Glossary of terms	2
1 Executive summary	4
2 Remuneration	11
3 FCA Proceedings	11
4 Return to creditors	13
5 Statement by Administrators	15
6 Further information and enquiries	19
Annexures	20
A – Remuneration approval request	21
B – ARITA Creditor Information Sheet	47
C – Short guide to the Creditors’ Portal	49
D1.1 – Realtek Semiconductor Corporation DOCA proposal received	51
D1.2 – Varied Orecchio Pty Ltd DOCA proposal received	57
E – Forms to be Completed	63
E1.1 – Appointment of Proxy: Nuheara Limited	64
E1.2 – Appointment of Proxy: Nuheara IP Pty Ltd	67
E1.3 – Appointment of Proxy: Terrace Gold Pty Ltd	70
E2 – Nomination Form – COI	74
E3 – Proof of Debt	77

---

**Should you have any questions regarding this Addendum Report please contact:**

Email: nuheara@kpmg.com.au  
Post: Attention: Bohan Teakle,  
C/- KPMG  
GPO Box A29 Perth WA 6837

## Glossary of terms

Term	Description
ACN	Australian Company Number
Act	Corporations Act 2001
Addendum Report/ Report	This addendum report, prepared pursuant to IPR 75-225 and Section 438A of the Act dated 13 March 2025
Administrators	Martin Jones, Matthew Woods and Clint Joseph of KPMG
Administrators Report	The Voluntary Administrators Report dated 10 December 2024
ARITA	Australian Restructuring, Insolvency & Turnaround Association
ASA	Business Purchase Sale Agreement
ASIC	Australian Securities & Investments Commission
ATO	Australian Taxation Office
c/\$	Cents in the Dollar
Code	ARITA Code of Professional Practice
COI	Committee of Inspection
Creditors' Portal	The online platform used by the Administrators to communicate with creditors, manage creditor claims. Please refer to <b>Annexure C</b> for further information
Creditors' Trust	Nuheara Group Creditors' Trust as contemplated under the Orecchio DOCA
Directors	Justin Paul Miller David Buckingham Kathryn Sue Giudes Cheryl Lynn Edwardes Yean-Shao Liu
DOCA	Deed of Company Arrangement
Excluded Employee	Justin Miller
FCA	Federal Court of Australia
FEG	Fair Entitlements Guarantee
First Meeting	First meeting of creditors held on 19 August 2024
FY	Financial year
IPR	Insolvency Practice Rules (Corporations) 2016
Intellectual Property	All trademarks, business names, domain names, licenses, software, documents, branding owned by NUH IP
Major Shareholders	Farjoy Pty Ltd Fiago Construction Pty Ltd Mr Xuan Khoa Pham

Term	Description
NUH/Nuheara	Nuheara Limited
NUH IP	Nuheara IP Pty Ltd
Orecchio / Orecchio DOCA Proponent	Orecchio Pty Ltd
PPSR	Personal Property Securities Register
Realtek DOCA Proponent / Realtek / Secured Creditor	Realtek Semiconductor Corporation
Realtek Funding	An amount of \$474k plus applicable GST advanced to Thomson Geer's trust account in accordance with the FCA Orders' dated 25 February 2025 and subsequently paid to the Administrators. Of that amount, \$274K plus GST is for the purpose of funding the business for March 2025, the balance is for the purpose of Administrators' fees and legal fees and GST on those amounts
1 <sup>st</sup> Reconvened Second Meeting	Reconvened Second Meeting held on 25 February 2025 pursuant to Section 439A of the Act, which was adjourned.
2 <sup>nd</sup> Reconvened Second Meeting	Reconvened Second Meeting held on 28 February 2025 pursuant to Section 439A of the Act, which was adjourned.
3 <sup>rd</sup> Reconvened Second Meeting	Reconvened Second Meeting held on 17 March 2025 pursuant to Section 439A of the Act, where creditors determine the future of the Group.
Second Supplementary Report to Creditors	The report, prepared pursuant to IPR 75-225 and Section 438A of the Act dated 7 March 2025
Salutica	Salutica Allied Solutions Sdn Bhd
Second Meeting	Second Meeting held pursuant to IPR 75-225 and Section 439A of the Act, where creditors adjourned the meeting of up to 45 business days held on 18 December 2024
Shareholders Committee	Certain of the Group's shareholders who have expressed an interest in acquiring or recapitalising the Group's affairs by way of a submitted draft DOCA proposal
SPV	Special Purpose Vehicle
Terrace Gold	Terrace Gold Pty Ltd
The Group	Nuheara Limited Nuheara IP Pty Ltd Terrace Gold Pty Ltd
VA Loan Funding	Working capital advanced by the Major Shareholders under the first funding agreement dated 18 November 2024
Voluntary Administrators Supplementary Report	The Voluntary Administrators Supplementary Report to Creditors dated 17 February 2025

## 1 Executive summary

This section addresses frequently asked questions relating to the Administration of the Group including a summary of the estimated outcome for creditors. Full details are available throughout this Report.

### Question

#### What is the purpose of this Report?

The purpose of this Report is to provide an update to creditors in relation to the events since the issue of our Second Supplementary Report to Creditors dated 7 March 2025 and in particular:

- To outline the terms of Realtek's **varied** DOCA proposal received on 8 March 2025;
- To outline the terms of Orecchio's **varied** DOCA proposal received on 12 March 2025;
- To advise creditors on how each **varied** DOCA proposals impacts upon:
  - the return to creditors under the varied Realtek and Orecchio DOCA proposals; and
  - the Administrators' recommendation regarding the future of the Group which will be considered by creditors at the 3rd Reconvened Second Meeting.
- An update to the FCA proceedings, as outlined at section 6.3 of the Second Supplementary Report to Creditors. This includes the injunction application by Realtek with respect to the previous order made by the FCA on 21 February 2025, pursuant to section 442C of the Act which, should the Orecchio DOCA Proposal (as it then was) be approved by creditors, permitted the Administrators to sell the assets the subject of the Realtek Security to Orecchio as part of the DOCA.

As outlined at section 3 of this Report, following a hearing in the FCA on Thursday, 13 March 2025 at 10.30am (WA time), the Court made Orders as follows:

#### What is the status of the FCA Proceedings?

- That the Administrators are justified *nunc pro tunc* in entering into and causing the Group to enter into the Funding Term Sheet dated 18 November 2024, with the Syndicate and in drawing down and utilising funds of up to \$1.3M under that agreement.
- That the Administrators are justified in entering into and causing the Group to enter into a Funding Term Sheet with Realtek and in drawing down and utilising funds of up to \$501K under that agreement.
- Realtek is to pay the costs of the Administrators of and incidental to the applications heard 21 February 2025, 25 February 2025 and 27 February 2025, and 60% of the Administrators' amended interlocutory application filed 10 March 2025, including the costs of 13 March 2025, which costs are to be assessed by a Registrar if not agreed.
- The Orders made on 21 February 2025, granting leave pursuant to section 442C of the Act to dispose of the assets and the business of NUH to Orecchio to give effect to such Deed of Company Arrangement be amended but still operate such that if the Orecchio varied DOCA Proposal is approved by creditors, the Administrators can still sell the Assets the subject of the BSA to Orecchio.

---

**What are the new terms of the Varied DOCA proposals received from Realtek and Orecchio respectively?**

**Realtek**

On Saturday, 8 March 2025, Realtek (through their solicitors) varied the Realtek DOCA proposal whereby, Realtek increased the return to unsecured creditors from 21.1c/\$ to 55c/\$. All other conditions of their DOCA remains the same.

On Sunday, 9 March 2025, we invited Orecchio and Realtek to submit their best and final offers by 12pm WST on Tuesday, 11 March 2025. We did not receive any further variations to either DOCA proposal by that deadline.

We are advised that Realtek have also advanced a further \$1.9M into their solicitors' trust account, in order to demonstrate financial capacity for their DOCA, i.e. a total of \$6.9M is now held on trust (excluding the Realtek Funding of \$474K plus GST which has now been ordered by the Court to be released to the Administrators' account).

At the moment there is no Court order or agreement with Realtek dealing with how the funds held in the solicitor's trust account would be released to the Administrators should the Realtek DOCA be approved by creditors.

Under the current draft of the Realtek DOCA, the \$6.9M (or such other amount as advised by the Administrators) is to be paid to the Administrators within 14 days of the Administrators informing Realtek of their calculation of the Deed Contribution.

The Administrators have requested that as part of their DOCA, that Realtek pays the Deed Contribution amount of \$6.9M (or such other amount as advised by the Administrators) into the account maintained by the Administrators for the purposes of the administration of the Group within 3 business days of the creditors resolving to enter into a DOCA based upon the proposal made by Realtek, if such a resolution is passed.

**Orecchio**

On 12 March 2025, Orecchio also varied their DOCA proposal to:

- To increase the initial dividend to arm's-length non-priority unsecured creditors from no less than 20c/\$ to at least 30c/\$;
- Increase the return to Realtek from \$500K on account of the sale of asset to Orecchio, by permitting Realtek to participate in any dividends made to arm's-length non-priority unsecured creditors of the Group, which is at least 30c/\$, plus the potential for up to 50c/\$ as outlined at section 4 of this Report. Therefore, based upon Realtek's POD submitted in the Administration which totals \$2.685M, Realtek can be admitted to prove in the Creditors Trust for an amount of \$2.185M (\$2.685M less \$500K);
- Orecchio, who acquired the debt owing to Salutica, a substantial unsecured creditor of NUH, will not prove in the Creditors' Trust for the purposes of a dividend;
- To increase the further uplift payment of an additional dividend limited from 30c/\$ up to 50c/\$, contingent upon a sale of the business or as future financial performance allows after the return of debt and capital by 30 June 2026;\*
- Increase the period of the commitment to fund working capital increases from an initial period of 6 months to 18 months;
- Remain domiciled in Australia and maintain its head office and senior management in Australia;
- Offer an employee share option scheme to employees who accept an offer of employment with Orecchio comprising no more than 5% of the issued share capital of Orecchio at any time. Subject to the terms of the ESOP, the options will vest upon the later of the employee completing 1 year of service with the proponent or on 30 June 2026 (provided the employee is employed by the proponent on that date). Upon vesting, the options can be exercised for no cash payment in order to receive proponent Shares. Employee eligibility will not be based on salary.

There is a risk that creditors do not receive the additional 50c/\$ dividend, being subject of the sale of the business or sufficient trading profits by 30 June 2026. The Administrators have not received any trading forecasts or evidence to suggest that this

## Question

further dividend is likely to be paid. That being so, we continue to be unable to ascribe any value to this element of the Orecchio DOCA Proposal.

Copies of the Varied DOCA proposals received Realtek and Orecchio are attached as Annexures (E1.1 and E1.2). Please note that:

- copies of the draft DOCA proposals and the ASA's for each DOCA proponent will also be available on the KPMG website; and
  - these are DOCAs prepared by the Administrators based on the proposals as at today
  - the terms are subject to revision; and
  - as and when the terms are revised, the revised version will be posted to the KPMG website.
-

Accordingly, we table below a summary of the available returns to all creditors under the Realtek DOCA and Orecchio DOCA as at the date of this report, respectively:

Creditor class	Realtek DOCA	Orecchio DOCA
	Estimated dividend rate (c/\$)	Estimated dividend rate (c/\$)
Secured creditor (Realtek)	<p>Realtek's nominated SPV is the Proponent under this ASA option.</p> <p>As consideration for acquisition of the business assets under the ASA, Realtek forgives repayment of the secured debt of approx. \$2.6M</p>	<p>\$500k (under the Orecchio ASA)</p> <p>Realtek will be entitled to claim as an unsecured creditor for the residual balance of their claim less the payment of \$500k under the Orecchio ASA.</p> <p>An initial dividend of at least 30c/\$, plus the further uplift payment of an additional dividend limited to 50c/\$, contingent upon a sale of the business or as future financial performance allows after the return of debt and capital by 30 June 2026 on the unsecured balance of their claim *</p>
Priority employee creditors	100c/\$	100c/\$
Excluded employee	100c/\$ if continuing, or \$3.5K plus no less than 55c/\$ on the balance of the claim if not continuing.	100c/\$ if continuing, or \$3.5K plus at least 30c/\$ on the balance of the claim if not continuing and a further uplift payment of an additional dividend limited to 50c/\$, contingent upon a sale of the business or as future financial performance allows after the return of debt and capital by 30 June 2026.*
Unsecured creditors	55c/\$	<p>Initial dividend of at least 30c/\$.</p> <p>Further uplift payment of an additional dividend limited to 50c/\$, contingent upon a sale of the business or as future financial performance allows after the return of debt and capital by 30 June 2026.*</p> <p>To the fullest extent practicable, using goods and services supplied by the non-priority unsecured creditors.</p> <p>By the business continuing to trade under Orecchio, this may produce future economic benefits to existing suppliers and contractors.</p>

**What are the revised returns to creditors under the DOCAs?**



## Question

*\*There is a risk that creditors do not receive the additional 50c/\$ dividend, being the subject of the sale of the business or sufficient trading profits by 30 June 2026. The Administrators have not received any trading forecasts or evidence to suggest that this further dividend is likely to be paid. That being so, we continue to be unable to ascribe any value to this element of the Orecchio DOCA.*

---

**What do the Administrators recommend creditors should do?**

The Administrators' have not changed their opinion that both DOCA proposals provide for a better return than a liquidation of the Group and it is not appropriate for the Administration to end given the Group remains insolvent.

We have carefully considered both the Realtek and Orecchio DOCA proposals.

In their Second Supplementary Report to Creditors dated 7 March 2025, the Administrators recommended the Orecchio Proposal as it then stood, compared to the form of the Realtek Proposal, again as it stood at the time of that report,

However, in light of the revised Realtek Proposal received after the Second Supplementary Report to Creditors, and the substantial increase in the dividend payable to unsecured creditors under the varied Realtek DOCA of 55c/\$, this has persuaded us to **now recommend that creditors accept the Realtek DOCA proposal** as:

- The Realtek DOCA provides a greater and more certain return to the unsecured creditors of 55c/\$ than the dividend under the Orecchio proposal; and
- The greater and more certain return to unsecured creditors under the Realtek DOCA, compares to an initial dividend of at least 30c/\$ plus a potential uplift of 50c/\$ and outweighs the other benefits of the Orecchio proposal; and
- Realtek considers that the Realtek DOCA meets the objectives of Part 5.3A of the Act, given that it provides the best available return from the sale of the property to Realtek in a manner that is consistent with the principles found in Part 5.3A of the Act; and
- Realtek has advised that it is able to supply the microchips required for NUH's medical hearing devices. This partnership will contribute to the long-term success of the proponent and significant career opportunities for employees retained in the business; and
- Realtek also considers that the intellectual property owned by NUH is of considerable value in its own right, and having a microchips supplier could potentially enhance the value of the intellectual property further; and
- There are good prospects of the terms of the DOCA being achieved, given that Realtek has deposited \$6.9M (in addition to the amount of approximately \$501K paid to the Administrators pursuant to Court order) into their solicitors trust account to demonstrate its commitment to the transaction and its financial capability; and
- Realtek in its submissions to the FCA on 13 March 2025, emphasised that it the purchaser of the assets under the Realtek DOCA/ASA had purchased them on a going concern basis and fully intended to continue to operate the business;
- Under the Realtek DOCA/ASA, the proponent must offer an interview to all staff, and an offer of employment to all staff who accept to be interviewed on terms no less favourable than their current employment agreement. If however, no employee chooses to be interviewed, then Realtek can still acquire the assets under the ASA and complete the DOCA/ASA; and
- Subject to employees accepting to be interviewed and accepting an offer of employment then the business may continue as a going concern.

Further commentary on the reasons for our recommendation are detailed at **Section 5** of this report.

**This recommendation is subject to any material changes that may be proposed by either of the DOCA proponents between the date of this report and the 3<sup>rd</sup> Reconvened Second Meeting of Creditors on 17 March 2025. There is presently no indication that there will be any further proposals from either proponent but in my view, given the recent history of this matter, that possibility cannot be ruled out.**

**It remains the case that either of the DOCA proponents if they wish, can put further variations to their proposal up until the time that creditors vote on resolutions to accept or reject either of the proposals at the 3<sup>rd</sup> Reconvened Second Meeting of Creditors on 17 March 2025.**

**If either of the DOCA proponents further vary their proposal up to and including the date of the 3<sup>rd</sup> Reconvened Second Meeting of Creditors on 17 March 2025, the Administrators are likely to be unable to provide creditors with a further Addendum to the Second Supplementary Report to Creditors given that the Meeting is now only one clear business day away from being held. In this regard**

## Question

**we encourage all creditors to attend the 3<sup>rd</sup> Reconvened Second Meeting of Creditors on 17 March 2025, so that they can be appraised of any further developments (if any) which are not otherwise covered by this Report and ultimately vote on the future of the Group.**

Creditors will vote on the future of the Group at the 3<sup>rd</sup> Reconvened Second Meeting of Creditors to be held at 11:30am AWST on 17 March 2025 at the offices of KPMG, Level 8, 235 St Georges Terrace, PERTH WA 6000.

All creditors are entitled to attend the 3<sup>rd</sup> Reconvened Second Meeting of Creditors. Creditors should review the contents of this report and complete the following forms by **4:00pm** on Friday, 14 March 2025:

### What do creditors need to do next?

Form/ voting	Where to submit
Appointment of Proxy - (Form 532) Creditors of NUH - ( <b>Annexure E1.1</b> ) Creditors of NUH IP - ( <b>Annexure E1.2</b> ) Creditors of Terrace Gold - ( <b>Annexure E1.3</b> )	<b>Email:</b> nuheara@kpmg.com.au <b>Post:</b> GPO Box A29, PERTH WA 6837
COI Nomination Form (only applicable for liquidation) ( <b>Annexure E2</b> )	
Proof of Debt - (Form 535)	Via Creditors' Portal <a href="https://creditors.accountants/">https://creditors.accountants/</a>

Further guidance on how to register, submit a Proof of Debt form and vote at the meeting of creditors can be found at **Annexure E** of this report.

### Where can I get more information?

If you require any further information, please see the KPMG website (<https://kpmg.com/au/en/home/creditors/nuheara.html>) and/or contact the following:

#### Creditor / Employee queries

Phone: 08 9263 7287

Email: [nuheara@kpmg.com.au](mailto:nuheara@kpmg.com.au)

## 2 Remuneration

An Administrator's remuneration can only be fixed by resolution of the Group's creditors, or by application to the Court. In accordance with IPR 70-35 and the Code, an Initial Remuneration Notice was provided to creditors with our initial communication and tabled at the First Meeting of Creditors.

ARITA has issued an "Approving remuneration in external administrations" information sheet providing general information for creditors on the approval of an administrator's fees in a liquidation, a voluntary administration or a DOCA. This information sheet is available from the ARITA website ([www.arita.com.au](http://www.arita.com.au)).

A summary of the remuneration we will be seeking approval for, at the 3<sup>rd</sup> Reconvened Second Meeting of Creditors is as follows:

	NUH	NUH IP	Terrace Gold	Total \$ (excl GST)
<b>Remuneration to be approved at 3<sup>rd</sup> Reconvened Second Meeting of Creditors</b>				
Voluntary Administration – 7 August 2024 to 28 February 2025	1,206,422	5,447	6,422	1,218,291
Voluntary Administration - 1 March 2025 to 17 March 2025	200,000	5,000	5,000	210,000
Voluntary Administration – 18 March 2025 to the execution of the DOCA	90,000	5,000	5,000	100,000
<b>Estimated total remuneration – Voluntary Administration</b>	<b>1,496,422</b>	<b>15,447</b>	<b>16,422</b>	<b>1,528,291</b>
DOCA (if applicable) - Commencement to completion	105,000	5,000	5,000	115,000
<b>Estimated total remuneration - DOCA</b>	<b>105,000</b>	<b>5,000</b>	<b>5,000</b>	<b>115,000</b>
Creditor's Trust (if applicable) – Commencement to completion	130,000 (combined)			130,000
<b>Estimated total remuneration - Creditor's Trust</b>	<b>130,000 (combined)</b>			<b>130,000</b>
Liquidation (if applicable) – Commencement to completion	200,000	30,000	30,000	260,000
<b>Estimated total remuneration - Liquidation</b>	<b>200,000</b>	<b>30,000</b>	<b>30,000</b>	<b>260,000</b>

Please refer to our Remuneration Approval Request dated 13 March 2025 at **Annexure A** for details of the key tasks undertaken throughout the course of the administration to date.

## 3 FCA Proceedings

As outlined at section 6.3 of our Second Supplementary Report to Creditors, on 25 February 2025, the FCA heard our application to extend the date to hold the meetings and made Orders that required Realtek to pay an amount of \$474,733 plus applicable GST on account of the Administrators' estimated costs and expenses of continuing to operate the business of NUH once the current funding was exhausted by the end of February 2025.

As result of the payment of these moneys, the Administrators are seeking to enter into a funding agreement with Realtek, which the FCA authorised today. Realtek has agreed that of the amount paid into the Administrators' trust account, except for an amount of \$220K, the balance can be applied by the Administrators for funding the expenses of their administration until the meetings are held on 17 March 2025. There remains a disagreement concerning the priority of the balance of \$220K. Accordingly, we applied for orders and declarations pursuant to section 447A of the Act and section 90-15 of the Insolvency Practice Schedule, for approval of entry into the agreement and the right of the Administrators to access the sum of \$220K which we have referred to. Further, the Administrators also applied for an order approving the entry into the earlier funding agreement with the Shareholder's Syndicate, and to indemnify the Administrators in the usual manner.

The FCA has today made orders concerning this matter which have been submitted to it for formal approval. Once those orders are finalised they will be posted to the website maintained by KPMG in relation to the Group.

The FCA on 12 March 2025, that the sum of \$474,733 be paid from the trust account of the Administrators' lawyers, where it had initially directed the money be paid, to the account of the Administrators.

On Thursday, 6 March 2025, the solicitors for Realtek contacted our solicitors and contended, for the first time, that the Section 442C Order did not empower the Administrators' to dispose of the assets and business of NUH to give effect to the Orecchio DOCA as revised on 6 March 2025, because it expressly referred to the 17 February 2025 version of the Orecchio DOCA, and to a meeting date of 25 February 2025 rather than 17 March 2025. Our solicitors replied on 6 March 2025 and sought Realtek's consent to orders amending the Section 442C Order, however, no such consent

was received. Accordingly, the Administrators also applied to have the Court make further or amended Orders pursuant to section 442C of the Act.

In addition, on 10 March 2025, Realtek filed an application to seek an injunction to stop the Administrators' from disposing of the assets and business of NUH, pursuant to the section 442C(2) order dated 21 February 2025.

All the matters referred above were heard in FCA on Wednesday, 12 March 2025 at 11.45am (WA time), but adjourned to Thursday, 13 March 2025 at 1:00pm (WA time).

Following the hearing in the FCA on Thursday, 13 March 2025 at 10:30am (WA time), the Court made Orders as follows:

- That the Administrators are justified *nunc pro tunc* in entering into and causing the Group to enter into the Funding Term Sheet dated 18 November 2024, with the Syndicate and in drawing down and utilising funds of up to \$1.3M under that agreement.
- That the Administrators are justified in entering into and causing the Group to enter into a Funding Term Sheet with Realtek and in drawing down and utilising funds of up to \$501K under that agreement.
- Realtek is to pay the costs of the Administrators of and incidental to the applications heard 21 February 2025, 25 February 2025 and 27 February 2025, and 60% of the Administrators' amended interlocutory application filed 10 March 2025, including the costs of 13 March 2025, which costs are to be assessed by a Registrar if not agreed.
- The Orders made on 21 February 2025, granting leave pursuant to section 442C of the Act to dispose of the assets and the business of NUH to Orecchio Pty Ltd to give effect to such deed of company arrangement is valid in respect of the 3rd Reconvened Second Meeting.

The most significant aspect of the order of the FCA made on 13 March 2025, is that if creditors support the Orecchio DOCA Proposal which includes the ASA under which NUH's property (which is subject to the Realtek security is to be sold), the Administrators are able to do that and complete that sale in accordance with the terms of the varied order of 21 February 2025.

Copies of the Originating Process and the affidavit sworn in support of the application are available on the website maintained by KPMG for the administration.

## 4 Return to creditors

This Section provides creditors with information on the estimated financial outcome to creditors together with the anticipated timing of any dividend.

Key takeaway	Ref.
<p>1 Both DOCA proposals provide a greater return to all classes of creditors, than under a liquidation scenario. Unsecured creditors receive a return of 55c/\$ under the Realtek DOCA vs an initial amount of at least 30c/\$ under the Orecchio DOCA, with a potential uplift of 50c/\$ in the future. Employees receive 100c/\$ under both proposals, except for the Excluded Employee.</p>	3.1
<p>2 Under the Orecchio DOCA/ASA, the proponent will offer employment to all current employees of NUH consistent with their present employment terms and unless 80% of the non-administrative employees accept the offer the DOCA/ASA will not complete. This provides greater certainty of continuation of the business and therefore their employment. Further, Orecchio undertakes to fund the ongoing trading for an initial period of 18 months.</p> <p>The Orecchio DOCA also offers an employee share option scheme (<b>ESOP</b>) to employees who accept an offer of employment with Orecchio comprising no more than 5% of the issued share capital of the Proponent at any time. Subject to the terms of the ESOP, the options will vest upon the later of the employee completing 1 year of service with the proponent or on 30 June 2026 (provided the employee is employed by the proponent on that date). Upon vesting, the options can be exercised for no cash payment in order to receive proponent Shares. Employee eligibility will not be based on salary.</p> <p>Under the Realtek DOCA/ASA, the proponent must offer an interview to all staff, and an offer of employment to all staff who accept to be interviewed on terms no less favourable than their current employment agreement. If however, no employee chooses to be interviewed, then Realtek can still acquire the assets under the ASA and complete the DOCA/ASA without being required to employ any of the NUH staff. I cannot comment on whether the business will continue to trade as usual under the Realtek DOCA if implemented.</p>	3.1
<p>3 The assets of NUH, if realised in an orderly winding-up scenario are unlikely to provide a return to the Secured Creditor and therefore the return to unsecured creditors is also nil.</p> <p>To the extent there are no (or insufficient) realisations available for priority employee creditors, in a liquidation, employees may be eligible for payment of their outstanding employee entitlements (excluding unpaid superannuation) under FEG, a scheme operated by the Department of Jobs and Small Business.</p>	na

### 4.1 Comparison of returns

The potential returns to each entity and class of creditor under a DOCA scenario and a liquidation is tabled below:

Class of creditor	Realtek DOCA			Orecchio DOCA			Liquidation		
	NUH	NUH IP	Terrace Gold	NUH	NUH IP	Terrace Gold	NUH	NUH IP	Terrace Gold
Secured Creditor (Realtek)	Realtek's nominated SPV is the Proponent under this option.	n/a	n/a	\$500k, plus at least 30c/\$ initial dividend, plus the further uplift payment of an additional dividend limited to 50c/\$, contingent upon a sale of the business or as future financial	n/a	n/a	Return unlikely/ Nil	n/a	n/a
	As consideration for acquisition of the business assets under the ASA, Realtek forgives repayment of								

Class of creditor	Realtek DOCA			Orecchio DOCA			Liquidation		
	NUH	NUH IP	Terrace Gold	NUH	NUH IP	Terrace Gold	NUH	NUH IP	Terrace Gold
	the secured debt of approx. \$2.6M			performance allows after the return of debt and capital by 30 June 2026 on the unsecured balance of their claim.*					
Employees	100 c/\$	n/a	n/a	100c/\$	n/a	n/a	FEG	n/a	n/a
Excluded Employees	100c/\$ if continuing, or \$3.5K plus up no less than 55c/\$ on the balance of the claim if not continuing.	-	-	Employee share option scheme for continuing employees 100c/\$ if continuing, or \$3.5K plus at least 30c/\$ on the balance of the claim if not continuing and a further uplift payment of an additional dividend limited to 50c/\$, contingent upon a sale of the business or as future financial performance allows after the return of debt and capital by 30 June 2026.*	-	-	Nil	-	-
Unsecured Creditors	55c/\$			Initial dividend of at least 30c/\$.  Further uplift payment of an additional dividend limited to 50c/\$, contingent upon a sale of the business or as future financial performance allows after the return of debt and capital by 30 June 2026.*  To the fullest extent practicable, using goods and services supplied by the non-priority unsecured creditors.  By the business continuing to trade under Orecchio, this may produce future economic benefits to existing suppliers and contractors.			Nil	Nil	Nil

\* there is a risk that creditors do not receive the additional 50c/\$ dividend, being subject of the sale of the business or sufficient trading profits by 30 June 2026. The Administrators have not received any trading forecasts or evidence to suggest that this further dividend is likely to be paid. That being so, the Administrators continue to be unable to ascribe any value to this element of the Orecchio DOCA.

## 5 Statement by Administrators

We are the opinion that the DOCA as proposed by Realtek should be accepted by creditors, as it provides for a materially greater return to unsecured creditors than the Orecchio DOCA or an orderly liquidation of the Groups' assets.

Pursuant to IPR 75-225(3)(b), we are required to provide creditors with a statement setting out our opinion on whether it is in creditors' interests for the:

- administration to end;
- Group to be wound up; or
- Group to execute a DOCA (being either the Realtek or Orecchio DOCA).

In forming our opinion, it is necessary to consider an estimate of the dividend creditors might expect and the likely costs under each option, the effect on stakeholders under a restructure of the Group under each DOCA as compared to a liquidation scenario based on our current assessment is tabled below:

Creditor class	Best c/\$ Return under	Realtek DOCA	Orecchio DOCA	Liquidation
<b>Secured Creditor (Realtek)</b>	<b>Realtek DOCA</b>  Agrees to forgive all secured debt	Realtek's nominated SPV is the Proponent under this option.  As consideration for acquisition of the business assets under the ASA, Realtek forgives repayment of the secured debt of approx. \$2.6M	\$500k  Plus at least 30c/\$, plus the further uplift payment of an additional dividend limited to 50c/\$, contingent upon a sale of the business or as future financial performance allows after the return of debt and capital by 30 June 2026 on the unsecured balance of their claim.*	No return expected.
<b>Terminated Employees</b>  <b>Continuing Employees</b>	<b>Both</b>  Interview and offer under Realtek, or offer to employees under Orecchio.  All employees paid at 100c/\$	100c/\$  Subject to accepting an interview and subsequent offer of employment, entitlement accrued will be preserved and continued as is.  Will <b>not</b> be entitled to claim in the proposed DOCA.	100c/\$  Offered continuity of employment with Orecchio where the entitlements accrue and will be preserved and continued as is.  Will <b>not</b> be entitled to claim in the proposed DOCA.  Continuing employees will be offered an employee share option scheme.	To the extent there are no realisations available for priority employee creditors, in a liquidation, employees may be eligible for payment of their outstanding employee entitlements (excluding unpaid superannuation) under the Fair Entitlements Guarantee (FEG) scheme.



Creditor class	Best c/\$ Return under	Realtek DOCA	Orecchio DOCA	Liquidation
<b>Excluded Employee</b>	<b>Both</b>  Interview and offer under Realtek, or offer to employees under Orecchio.  Capped pursuant to section 556 of the Act.	100c/\$ if continuing, or \$3.5K plus no less than 55c/\$ on the balance of the claim if not continuing.	100c/\$ if continuing, or \$3.5K plus at least 30c/\$ on the balance of the claim if not continuing and a further uplift payment of an additional dividend limited to 50c/\$, contingent upon a sale of the business or as future financial performance allows after the return of debt and capital by 30 June 2026.*	No return. Not eligible for FEG.
<b>Unsecured Creditors</b>	<b>Realtek DOCA</b>  Surety of return at 55c/\$.	55c/\$	Initial dividend of at least 30c/\$.  Further uplift payment of an additional dividend limited to 50c/\$, contingent upon a sale of the business or as future financial performance allows after the return of debt and capital by 30 June 2026.*  To the fullest extent practicable, using goods and services supplied by the non-priority unsecured creditors.  By the business continuing to trade under Orecchio, this may produce future economic benefits to existing suppliers and contractors.	No likely return to creditors of the Company as we do not expect that there will be any recoveries from the voidable and other transactions referred to in <b>Section 8 and 9 of the Second Supplementary Report to Creditors.</b>

\* there is a risk that creditors do not receive the additional 50c/\$ dividend, being subject of the sale of the business or sufficient trading profits by 30 June 2026. The Administrators have not received any trading forecasts or evidence to suggest that this further dividend is likely to be paid. That being so, we continue to be unable to ascribe any value to this element of the Orecchio DOCA.

Each of the three (3) options available to creditors are considered below.

## 5.1 Administrations to end

Creditors may resolve that the administrations should end if it appears a company is solvent, or for some other reason, control of a company should revert to its directors.

From our preliminary investigations and analysis of the individual companies' financial position, they are each insolvent and unable to pay their debts as and when they fall due.

If the administrations were to end, there is no mechanism by which an orderly realisation of assets could be effected and there be a possible distribution to creditors of the proceeds of that process. In those circumstances, we are unable to say what either the individual

Accordingly, returning control of the Group to its Directors would be inappropriate and is not recommended.

## 5.2 DOCA

As stated in **Section 5.1** above, the option of the administration ending is clearly not viable. The only remaining option available to creditors are to wind up of the Group or accept one of the proposed DOCAs. Further to our comments set out in **Section 5.3** below, we believe the return to creditors under both proposed DOCAs will exceed the estimated return under a winding up of the Group. For completeness, we note that any antecedent recoveries that may potentially be recovered in a liquidation scenario will not be able to be recovered under DOCA.

Whilst **only one DOCA may be accepted**, if implemented, either DOCA is likely to provide a more certain, better and timelier return to creditors than an immediate winding up of the Group because:

- Both DOCA proposals pay dividends from funds provided to the Group from third-parties, which would otherwise not be available in a liquidation;
- The potentially lower costs associated with the DOCA proposals over liquidation;
- Any realisation of the assets held by the Group in a liquidation scenario will be insufficient to discharge the priority costs of the Administration process and therefore there is no prospect of a return to the secured and ordinary unsecured creditors from the realisation of the Group's assets. In short, in a liquidation, there will be no dividend paid to creditors.
- In a liquidation, recoveries from the voidable and other transactions referred to in **Section 10** of the Second Supplementary Report to Creditors are uncertain or unlikely, and even if made, and before taking into account the costs that would be incurred in pursuing them, the return to creditors is much less than is available under either DOCA; and
- Both DOCAs provide, to differing degrees, the prospect of the business of NUH continuing and also employment for current employees.

We note that if either of the DOCAs are not accepted, and the business and assets not sold to either of the DOCA Proponents, then it is unlikely that the business will be able to be sold at all, because the Administrators have not identified any other potential purchasers for the business, having already undertaken a prolonged sale process, and they have no funding to trade the businesses if there was to be a sale process. Further neither NUH (prior to the appointment of the Administrators) nor the Administrators have been able to achieve a sale for amounts equivalent to the amounts being offered by way of the Deed Contribution under both DOCA Proposals.

Accordingly, the consequence of either DOCA Proposal not being approved by creditors, is that the Group will be placed into liquidation and will immediately cease trading which will in turn lead to the termination of all staff. We have carefully considered both the Realtek and Orecchio DOCA proposals.

In their Second Supplementary Report to Creditors dated 7 March 2025, the Administrators recommended the Orecchio Proposal as it then stood, compared to the form of the Realtek Proposal, again as it was, at that time.

However, in light of the revised Realtek Proposal received after the Second Supplementary Report to Creditors, and the substantial increase in the dividend payable to unsecured creditors under the varied Realtek DOCA of 55c/\$, this has persuaded us to **now recommend that creditors accept the Realtek DOCA proposal** as:

- The Realtek DOCA provides a greater and more certain return to the unsecured creditors of 55c/\$ than the dividend under the Orecchio proposal; and
- The greater and more certain return to unsecured creditors under the Realtek DOCA, compares to an initial dividend of at least 30c/\$ plus a potential uplift of 50c/\$ and outweighs the other benefits of the Orecchio proposal; and

- Realtek considers that the Realtek DOCA meets the objectives of Part 5.3A of the Act, given that it provides the best available return from the sale of the property to Realtek in a manner that is consistent with the principles found in Part 5.3A of the Act; and
- Realtek has advised that it is able to supply the microchips required for NUH's medical hearing devices. This partnership will contribute to the long-term success of the proponent and significant career opportunities for employees retained in the business; and
- Realtek also considers that the intellectual property owned by NUH is of considerable value in its own right, and having a microchips supplier could potentially enhance the value of the intellectual property further; and
- There are good prospects of the terms of the DOCA being achieved, given that Realtek has deposited \$6.9M (in addition to the amount of approximately \$501K paid to the Administrators pursuant to Court order) into their solicitors trust account to demonstrate its commitment to the transaction and its financial capability; and
- Under the Realtek DOCA/ASA, the proponent must offer an interview to all staff, and an offer of employment to all staff who accept to be interviewed on terms no less favourable than their current employment agreement. If however, no employee chooses to be interviewed, then Realtek can still acquire the assets under the ASA and complete the DOCA/ASA; and
- Subject to employees accepting to be interviewed and accepting an offer of employment then the business may continue as a going concern and Realtek's lawyers in Court on 13 March 2025, made it clear that this was Realtek's intention; and
- In considering this recommendation, we have had regard to the following features of the Orecchio proposal:
  - The proposed improvement to the return to Realtek relative to Orecchio's previous DOCA proposal; and
  - The proposed DOCA meets the objectives of the voluntary administration regime as set out in section 435A of the Act by maximising the chances as much of the Group's business, as is possible continuing in existence following the completion of the sale; and
  - Under the Orecchio DOCA/ASA, the proponent will offer employment to all current employees of NUH consistent with their present employment terms and unless 80% of the non-administrative employees accept the offer the DOCA/ASA will not complete. This provides greater certainty of continuation of the business and therefore their employment than does the Realtek Proposal; and
  - An opportunity for a further uplift payment of an additional dividend limited to 50c/\$, contingent upon a sale of the business or as future financial performance allows after the return of debt and capital by 30 June 2026; and
  - There are good prospects of the terms of the DOCA being achieved, as the shareholders and associates of Orecchio had previously funded the business during the Administration since November 2024 for a period of four (4) months providing approximately \$1.1M in working capital; and
  - The stated preference of the Managing Director, Group CEO and Co-founder of NUH, Mr Miller to work with Orecchio to continue with the business operations with Orecchio vs the uncertainty on the future direction of the business under Realtek; and
  - It provides more fully for a going concern sale and return to creditors which is higher and more certain in quantum than a liquidation scenario; and
  - Orecchio undertakes to fund the ongoing trading for an initial period of 18 months; and
  - It will remain domiciled in Australia and maintain its head office and senior management in Australia; and
  - To the fullest extent practicable, Orecchio will use goods and services supplied by the non-priority unsecured creditors; and
  - We again note that the additional 30c/\$ dividend, the payment of which is subject to the sale of the business or the generation of sufficient trading profits by 30 June 2026 is something to which we can ascribe no value, given that we have not received any trading forecasts or evidence to suggest that this further dividend is likely to be paid.

**This recommendation is subject to any material changes that may be proposed by either of the DOCA proponents between the date of this report and the 3<sup>rd</sup> Reconvened Second Meeting of Creditors on 17 March 2025.**

Notwithstanding that either of the DOCA proponents may further vary their proposal up to and during the 3<sup>rd</sup> Reconvened Second Meeting of Creditors on 17 March 2025, the Administrators will likely to be unable to provide creditors with a further Addendum to the Second Supplementary Report to Creditors given that the Meeting is now only one clear business day away from being held. In this regard we encourage all creditors to attend the 3<sup>rd</sup> Reconvened Second Meeting of Creditors on 17 March 2025, so that they can be appraised of any further developments (if any) which are not otherwise covered by this Report and ultimately vote on the future of the Group.

### 5.3 Winding up of the Group

Both the DOCA proposals provide for a better return to creditors than would be available in a liquidation of the Group, and provide funds to creditors for the payment of dividends from funds which would otherwise not be available in a liquidation of the Group. Accordingly, we do not recommend that the entities within the Group be wound-up.

In the event that creditors resolve that the individual entities of the Group to wound up then our estimate of the costs of winding up of the Group affairs, we estimated collectively will cost in excess \$260,000 plus GST and may potentially be higher.

Any remaining assets would firstly be applied to the priority costs of the Administration. Therefore, after costs the return to the secured creditor and unsecured creditors would be nil.

We also do not expect that there will be any recoveries from the voidable and other transaction referred to in **Sections 8 and 9** of the Second Supplementary Report to Creditors. A liquidator if appointed in the future, will need to conduct further detailed investigations to ascertain if there are any potential recoveries to pursue and with any potential legal issues, these recoveries are uncertain, and it may not be commercial to pursue.

As such the Administrators do not recommend that the Group should be placed into liquidation. However, should creditors resolve that the individual group entities be placed into liquidation, a liquidator would be in a position to conduct detailed investigations into the conduct of directors and the financial affairs of the individual companies.

A liquidator will also be empowered to:

- complete the sale of assets in an orderly manner, assuming that can be achieved;
- assist employees in applying for FEG for the payment of certain employee entitlements that cannot otherwise be funded by the employing entities;
- pursue various potential recoveries under the Act;
- distribute recoveries made in accordance with the priority provisions of the Act; and
- report to the ASIC on the results of investigations into the individual companies' affairs.

## 6 Further information and enquiries

ASIC has released several insolvency information sheets to assist creditors, employees and shareholders with their understanding of the insolvency process. You can access the relevant ASIC information sheets at [www.asic.gov.au](http://www.asic.gov.au).

We will advise creditors in writing of any additional matter that comes to our attention after the release of this Report, which in our view is material to creditors' consideration.

Should you have any enquiries, please contact Bohan Teakle on 08 9263 7287 or by email at [nuheara@kpmg.com.au](mailto:nuheara@kpmg.com.au).

Dated this 13<sup>th</sup> day of March 2025.



**Martin Jones**  
Joint and Several Administrator

Encl.

# Annexures

# A – Remuneration approval request

Schedule 2 to the Corporations Act 2001, Section 70-50  
Insolvency Practice Rules (Corporations) 2016, Section 70-45

**Nuheara Limited ACN 125 167 133**  
**Nuheara IP Pty Ltd ACN 605 704 096**  
**Terrace Gold Pty Ltd ACN 072 608 952**  
**(All Administrators Appointed)**

**(Collectively referred to as “the Group”)**

## 1 Summary

We are asking creditors to approve the following remuneration for the Group:

	NUH	NUH IP	Terrace Gold	Total \$ (excl GST)
<b>Remuneration to be approved at 3<sup>rd</sup> Reconvened Second Meeting of Creditors</b>				
Voluntary Administration – 7 August 2024 to 28 February 2025	1,206,422	5,447	6,422	1,218,291
Voluntary Administration - 1 March 2025 to 17 March 2025	200,000	5,000	5,000	210,000
Voluntary Administration – 18 March 2025 to the execution of the DOCA	90,000	5,000	5,000	100,000
<b>Estimated total remuneration – Voluntary Administration</b>	<b>1,496,422</b>	<b>15,447</b>	<b>16,422</b>	<b>1,528,291</b>
DOCA (if applicable) - Commencement to completion	105,000	5,000	5,000	115,000
<b>Estimated total remuneration - DOCA</b>	<b>105,000</b>	<b>5,000</b>	<b>5,000</b>	<b>115,000</b>
Creditor's Trust (if applicable) – Commencement to completion	130,000 (combined)			130,000
<b>Estimated total remuneration - Creditor's Trust</b>	<b>130,000 (combined)</b>			<b>130,000</b>
Liquidation (if applicable) – Commencement to completion	200,000	30,000	30,000	260,000
<b>Estimated total remuneration - Liquidation</b>	<b>200,000</b>	<b>30,000</b>	<b>30,000</b>	<b>260,000</b>

Details of remuneration and disbursements can be found in Schedules B and C of this remuneration approval request.

Please review the contents of this report, which sets out the resolutions to be approved by creditors at the 3<sup>rd</sup> Reconvened Second Meeting of Creditors on 17 March 2025.

Refer to Section 2 of the Voluntary Administrators Second Supplementary Report to Creditors dated 7 March 2025 for details as to how you can attend the 3<sup>rd</sup> Reconvened Second Meeting of Creditors in person or by proxy in order to vote on the resolutions contained in this report.

This estimate has increased from our previous estimate provided to creditors in the Initial Remuneration Notice (IRN) included in our report dated 8 August 2024, which estimated a cost to completion of the administration of \$250K-300K (excluding GST) for the following reasons:

- Continuing to trade the business as a going concern which resulted in greater than anticipated level of work, including communications with suppliers over that period.
- Our estimate provided under the IRN anticipated a 4-6 week trade on period, in line with the convening period of the statutory Administration process. However, the business has continued to trade for approximately 7 months, whilst a sale process was completed and the DOCA proposals could be developed.
- Greater level of work than anticipated in securing funding for working capital to preserve the business and communications with stakeholders in relation to the restructure of the affairs of the Group.
- Work associated with vacating the head office premises.
- Great than anticipated level of negotiation and liaising with Orecchio and Realtek in relation to their DOCA proposals

- Work associated with the application to the Court to extend the convening period and the last date to hold the meetings of creditors to allow the Administrators to progress the sale and marketing process for the Group's businesses and assets / and to progress the negotiation and analysis of the DOCA proposals.
- All other work associated with the various FCA proceedings and adjournment of creditor meetings, in particular the work outlined in section 6.1 of the Second Supplementary Report to Creditors.
- Preparing this Report.

We expect this to be our final remuneration approval request, subject to the successful completion of the DOCA proposals as outlined.

If the Group is placed into liquidation, then a subsequent remuneration request may be required subject to any potential recoveries identified or pursued.

## 2 Declaration

We, Martin Jones, Matthew Woods and Clint Joseph of KPMG, have undertaken an assessment of this remuneration and disbursements claim for our appointment as Administrators of the Company in accordance with the law and applicable professional standards.

We are satisfied that the remuneration and disbursements claimed is necessary and proper.

We have reviewed the work in progress report for the administration to ensure that remuneration is only being claimed for necessary and proper work performed and adjustments were made to ensure that there were sufficient narrations for the work performed.

## 3 Remuneration sought

The remuneration we are asking creditors to approve is as follows. We will only seek approval of resolutions for the DOCA if creditors agree to the proposal offered. Similarly, we will only seek approval of the resolution for the liquidation if creditors vote to place the company into liquidation.

For	Period	Amount (ex GST) \$	Rates to apply	When it will be drawn
Work already completed	7 August to 28 February 2025	1,218,291		
Work to be completed to adjourned meeting date	1 March 2025 to 17 March 2025	210,000	Please refer to IRN sent to creditors on 8 August 2024	Immediately, when funds are available; At the end of the administration.
Work to be completed to execution of DOCA	18 March 2025 to the Execution of DOCA	100,000		
<b>Consolidated Voluntary Administration total</b>		<b>\$1,528,291</b>		
Future work - DOCA	Commencement to completion	115,000	Please refer to IRN sent to creditors on 8 August 2024	Immediately, when funds are available.
<b>Consolidated DOCA total</b>		<b>\$115,000</b>		
Future work - Creditor's Trust	Commencement to completion of Nuheara Group Creditor's Trust	130,000	Please refer to IRN sent to creditors on 8 August 2024	Immediately, when funds are available.
<b>Consolidated Nuheara Group Creditor's Trust total</b>		<b>\$130,000</b>		

For	Period	Amount (ex GST) \$	Rates that apply	When it will be drawn
Future work – liquidation	18 March 2025 to finalisation of liquidation	260,000	Please refer to IRN sent to creditors on 8 August 2024	Immediately, when funds are available.
<b>Consolidated Liquidation total</b>		<b>\$260,000</b>		

Details of the work already completed and work to be completed in the future are included at **Schedule A**.

**Schedule B** includes a breakdown of time spent by staff members on each major task for work we have already completed.

Actual resolutions to be put to the meeting are set out at **Schedule D** for your information. These resolutions also appear in the proxy form for the meeting that have been provided to you.

#### 4 Disbursements sought

We are not required to seek creditor approval for costs paid to third parties or where we are recovering a cost incurred on behalf of the administration, but we must provide details to creditors. Details of these amounts are included in the summary of receipts and payments attached at **Annexure A** of the Voluntary Administrators Second Supplementary Report.

We are required to obtain creditor's consent for the payment of a disbursement where we, or a related entity, may directly or indirectly obtain a profit. For more information about disbursements, please refer to the IRN sent to you on 8 August 2024 and **Schedule C** of this report.

The disbursements we would like creditors to approve is as follows:

For	Period	Amount (ex GST) \$
Disbursements already incurred	7 August 2024 to 28 February 2025	1,747
<b>Total disbursements to be approved (Consolidated)</b>		<b>1,747</b>

Details of the disbursements incurred and future disbursements are included at **Schedule C**. Actual resolutions to be put to the meeting are also included at **Schedule D**.

#### 5 Likely impact on dividends

The Corporations Act sets the order for payment of claims against the Group and it provides for remuneration of the Administrators to be paid in priority to other claims. This ensures that when there are sufficient funds, the Administrators receives payment for the work done to recover assets, investigate the company's affairs, report to creditors and ASIC and distribute any available funds.

Even if creditors approve our remuneration, this does not guarantee that we will be paid, as we are only paid if sufficient assets are recovered, based on:

- realisations to date
- estimated future realisations
- our estimated remuneration to complete the administration / liquidation; and
- the estimated total of creditor claims based on the company's records and claims lodged to date
- the successful effectuation of the DOCA entered into.



## 6 Funding received for remuneration and disbursements

As outlined at section 6.3 of the Voluntary Administrators Second Supplementary Report to Creditors dated 7 March 2025, on 25 February 2025, the FCA heard the Administrators' application to extend the date to hold the meetings and made Orders that required Realtek to pay an amount of \$474,733 plus applicable GST on account of the Administrators' estimated costs and expenses of continuing to operate the business of NUH once the current funding exhausted by the end of February 2025. Of the \$474,733 plus applicable GST received onto Trust, a total of \$100k plus GST is to be set aside for the Administrators' remuneration. However, we note that any remuneration drawn pertaining to this amount is firstly subject to approval by creditors at the 3<sup>rd</sup> Reconvened Second Meeting of Creditor's on 17 March 2025.

## 7 Report on progress of administration

This Remuneration Approval Request must be read in conjunction with the Addendum to the Voluntary Administrators Second Supplementary Report to Creditors dated 13 March 2025 and the Voluntary Administrators Second Supplementary Report to Creditors dated 7 March 2025 and previous correspondence issued to creditors, which outlines the progress of the administration.

## 8 Summary of receipts and payments

A summary of receipts and payments for the period 15 February 2025 to 28 February 2025 is set out in **Annexure A** of the Voluntary Administrators Second Supplementary Report to Creditors dated 7 March 2025.

## 9 Approval of remuneration and internal disbursements

For information about how approval of the resolutions for remuneration and internal disbursements will be sought, refer to Section 2 of the Addendum to the Voluntary Administrators Second Supplementary Report to Creditors dated 13 March 2025 and the Voluntary Administrators Second Supplementary Report to Creditors dated 7 March 2025 .

## 10 Questions

If you require further information in relation to the information in this report, please contact Bohan Teakle of this office on 08 9263 7287.

You can also access information which may assist you on the following websites:

- ARITA at [www.arita.com.au/creditors](http://www.arita.com.au/creditors)
- ASIC at [www.asic.gov.au](http://www.asic.gov.au) (search for INFO 85)

Dated this 13<sup>th</sup> day of March 2025.



**Martin Jones**  
Joint and Several Administrator

### Attachments:

- Schedule A – Details of work
- Schedule B – Time spent by staff on each major task already completed
- Schedule C – Disbursements
- Schedule D – Resolutions
- Schedule E – Explanation where future remuneration previously approved

## Schedule A – Details of work

The below table contains more detailed descriptions of the tasks performed within each task area by the Administrators and their staff, which is referred to in Part 3 and supports remuneration Resolutions 7 to 12 set out in **Schedule D**.

		Tasks					
		Work already done	Future work to meeting date	Future work to the end of VA	DOCA	Creditors' Trust	If coy wound up Liquidation work
<b>Period</b>		7 August 2024 to 28 February 2025	1 March 2025 to 17 March 2025	18 March 2025 to the Execution of DOCA	Commencement to completion	Commencement to completion	18 March 2025 to finalisation of liquidation
<b>Amount (ex GST)</b>	Nuheara Limited	\$1,206,422	\$200,000	\$90,000	\$105,000	\$130,000	\$200,000
	Nuheara IP Pty Ltd	\$5,447	\$5,000	\$5,000	\$5,000		\$30,000
	Terrace Gold Pty Ltd	\$6,422	\$5,000	\$5,000	\$5,000		\$30,000
	<b>Total</b>	<b>\$1,218,291</b>	<b>\$210,000</b>	<b>\$100,000</b>	<b>\$115,000</b>	<b>\$130,000</b>	<b>\$260,000</b>
<b>Task Area</b>	<b>General Description</b>						
<b>Assets</b>		196.6 hours \$143,598	35.7 hours \$21,069	8.5 hours \$5,016	19.5 hours \$11,500	0 hours \$0	28.1 hours \$16,555
	Sale of business as a going concern	<ul style="list-style-type: none"> <li>- Collating / reviewing information for information memorandum</li> <li>- Liaising with corporate advisor interested parties</li> <li>- Liaising with potential purchasers</li> <li>- Liaising with management regarding potential purchasers</li> </ul>	<ul style="list-style-type: none"> <li>- Updating estimated statement of position</li> </ul>	<ul style="list-style-type: none"> <li>- Updating estimated statement of position</li> </ul>	<ul style="list-style-type: none"> <li>- Communications with the Directors and DOCA proponent.</li> <li>- Finalise DOCA instrument and execution.</li> <li>- Communications with legal advisers.</li> <li>- Updating estimated statement of position.</li> </ul>	<ul style="list-style-type: none"> <li>- Conduct asset sale</li> <li>- Finalising sale of business and or assets</li> <li>- Correspondence with lawyers</li> </ul>	

		Work already done	Tasks					If coy wound up
			Future work to meeting date	Future work to the end of VA	DOCA	Creditors' Trust	Liquidation work	
					<ul style="list-style-type: none"> <li>- Considering Indicative non-binding offer</li> <li>- Consider and communications with non-binding offer for Terrace Gold and considering ESOP.</li> </ul>			
Plant and equipment	<ul style="list-style-type: none"> <li>- Reviewing asset listings</li> <li>- Communications with Valuer regarding Perth based assets</li> <li>- Considering commercial value of assets held offshore</li> </ul>	-	-	- Assist with all tasks associated with the sale of PPE under the ASA	-	- Liaising with valuers, auctioneers and interested parties		
Assets subject to specific charges	- All tasks associated with realising a charged asset	-	-	-	-	-		
Debtors	<ul style="list-style-type: none"> <li>- Correspondence with debtors</li> <li>- Reviewing and assessing debtors ledgers</li> </ul>	- Correspondence with debtors	- Correspondence with debtors	- Correspondence with debtors	-	<ul style="list-style-type: none"> <li>- Correspondence with debtors</li> <li>- Liaising with debt collectors and solicitors</li> </ul>		
Stock	- Reviewing and assessing stock values	- Tasks associated with the sale and shipping of inventory	- Tasks associated with the sale and shipping of inventory	- Assist with all tasks associated with the sale of inventory under the ASA	-	- Recovery and realisation of stock		
Leased assets	<ul style="list-style-type: none"> <li>- Reviewing leasing documents</li> <li>- Liaising with owners / lessors</li> </ul>	-	-	-	-	<ul style="list-style-type: none"> <li>- Disclaim leased assets</li> <li>- Communications with lessors</li> </ul>		

		Work already done	Future work to meeting date	Future work to the end of VA	Tasks			If coy wound up Liquidation work
					DOCA	Creditors' Trust		
		<ul style="list-style-type: none"> <li>Tasks associated with disclaiming leases, including vacating the head office</li> </ul>						
<b>Creditors</b>		<b>672.6 hours \$416,482</b>	<b>122.2 hours \$72,079</b>	<b>29.1 hours \$17,162</b>	<b>48.8 hours \$28,750</b>	<b>88.2 hours \$52,000</b>	<b>140.2 hours \$82,704</b>	
	Creditor enquiries, requests and directions	<ul style="list-style-type: none"> <li>Receive and respond to creditor enquiries</li> <li>Prepare initial correspondence to creditors and their representatives</li> <li>Documenting</li> <li>Considering reasonableness of creditor requests</li> <li>Obtaining legal advice on requests</li> <li>Compiling information requested by creditors</li> </ul>	<ul style="list-style-type: none"> <li>General updates and responses to creditor enquiries</li> </ul>	<ul style="list-style-type: none"> <li>General updates and responses to creditor enquiries</li> </ul>	<ul style="list-style-type: none"> <li>Receive and respond to creditor enquiries</li> <li>Considering reasonableness of creditor requests.</li> <li>Compiling information requested by creditors</li> <li>General updates and responses to creditor enquiries.</li> </ul>	<ul style="list-style-type: none"> <li>General updates and responses to creditor enquiries</li> </ul>	<ul style="list-style-type: none"> <li>General updates and responses to creditor enquiries</li> </ul>	
	Security interest claims	<ul style="list-style-type: none"> <li>Search and review the PPSR register</li> <li>Receive initial notification of creditors' intention to claim</li> <li>Maintain retention of title file</li> <li>Meeting claimant on site to identify goods</li> </ul>					<ul style="list-style-type: none"> <li>Preparation of payment vouchers to satisfy valid claim</li> <li>Correspondence with claimants</li> <li>Maintaining records of inventory subject to retention of title</li> </ul>	

		Work already done	Future work to meeting date	Future work to the end of VA	Tasks			If coy wound up
					DOCA	Creditors' Trust	Liquidation work	
					Deed of Company Arrangement (DOCA) proposals	<ul style="list-style-type: none"> <li>- Reviewing the DOCA proposals received and analysing same</li> <li>- Correspondence with the DOCA proponents and their respective lawyers.</li> </ul>	<ul style="list-style-type: none"> <li>- Correspondence with the DOCA proponents and their respective lawyers on the terms of the DOCA as required.</li> </ul>	<ul style="list-style-type: none"> <li>- Review drafts of the DOCA Deeds and Creditors Trusts Deeds</li> <li>- If applicable, executing the DOCA.</li> <li>- Further correspondence with the DOCA proponent/s and their respective lawyers.</li> </ul>
Secured creditor	<ul style="list-style-type: none"> <li>- Notifying PPSR registered creditors of appointment</li> <li>- Preparing reports to secured creditor</li> <li>- Responding to secured creditor's queries</li> </ul>	<ul style="list-style-type: none"> <li>- Communications with the secured creditor regarding the proposed adjournment of the Second Meeting</li> </ul>	<ul style="list-style-type: none"> <li>-</li> </ul>	<ul style="list-style-type: none"> <li>-</li> </ul>	<ul style="list-style-type: none"> <li>-</li> </ul>	<ul style="list-style-type: none"> <li>- Reporting to secured creditors on asset realisations</li> <li>- General correspondence</li> </ul>		
Reports to creditors	<ul style="list-style-type: none"> <li>- Prepare Circular to Creditors dated:</li> <li>- 8 August 2024</li> <li>- 23 August 2024</li> <li>- 27 August 2024</li> <li>- 2 September 2024</li> <li>- 24 September 2024</li> <li>- 18 December 2024</li> <li>- 26 February 2025</li> <li>- 28 February 2025</li> <li>- Prepare Voluntary Administrators report dated 10 December 2024</li> </ul>	<ul style="list-style-type: none"> <li>- Prepare circulars to creditors</li> <li>- Prepare correspondence to creditors as required</li> </ul>	<ul style="list-style-type: none"> <li>- Prepare circular to creditors</li> <li>- Prepare correspondence to creditors as required</li> </ul>	<ul style="list-style-type: none"> <li>- Prepare correspondence to creditors as required</li> </ul>	<ul style="list-style-type: none"> <li>- Prepare correspondence to beneficiaries of the Trust as required</li> </ul>	<ul style="list-style-type: none"> <li>- Prepare correspondence to creditors</li> <li>- Prepare statutory report to creditors</li> </ul>		

		Tasks						If coy wound up
		Work already done	Future work to meeting date	Future work to the end of VA	DOCA	Creditors' Trust	Liquidation work	
				<ul style="list-style-type: none"> <li>- Prepare Voluntary Administrators Supplementary Report dated 17 February 2025</li> </ul>				
	Dealing with Proofs of Debt (POD)	<ul style="list-style-type: none"> <li>- Receipting and filing POD when not related to a dividend</li> <li>- Corresponding with OSR and ATO regarding POD when not related to a dividend</li> </ul>	<ul style="list-style-type: none"> <li>- Receipting and filing POD when not related to a dividend</li> </ul>	<ul style="list-style-type: none"> <li>- Receipting and filing POD when not related to a dividend</li> </ul>	<ul style="list-style-type: none"> <li>- Receipting and filing POD when not related to a dividend</li> </ul>	<ul style="list-style-type: none"> <li>- Receipting and filing POD when not related to a dividend</li> </ul>	<ul style="list-style-type: none"> <li>- Receipting and filing POD when not related to a dividend</li> </ul>	
	Meeting of creditors	<ul style="list-style-type: none"> <li>- Preparation of meeting notices, proxies and advertisements</li> <li>- Forward notice of meeting to all known creditors</li> <li>- Preparation of meeting file, including agenda, certificate of postage, attendance register, list of creditors, reports to creditors, advertisement of meeting and draft minutes of meeting.</li> <li>- Preparation and lodgement of minutes of</li> </ul>	<ul style="list-style-type: none"> <li>- Preparation of meeting notices, proxies and advertisements</li> <li>- Forward notice of meeting to all known creditors</li> <li>- Preparation of meeting file</li> <li>- Tasks associated with organising eligible employees meeting</li> </ul>	<ul style="list-style-type: none"> <li>- Preparation of meeting notices, proxies and advertisements</li> <li>- Forward notice of meeting to all known creditors</li> <li>- Preparation of meeting file</li> </ul>	<ul style="list-style-type: none"> <li>- Preparation of meeting notices, proxies and advertisements</li> <li>- Forward notice of meeting to all known creditors</li> <li>- Preparation of meeting file</li> <li>- Tasks associated with organising eligible employees meeting (if required)</li> </ul>		<ul style="list-style-type: none"> <li>- Preparation of meeting notices, proxies and advertisements</li> <li>- Forward notice of meeting to all known creditors</li> <li>- Preparation of meeting file</li> <li>- Preparation and lodgement of minutes of meetings with ASIC</li> </ul>	

		Tasks						If coy wound up Liquidation work
		Work already done	Future work to meeting date	Future work to the end of VA	DOCA	Creditors' Trust		
		<ul style="list-style-type: none"> <li>meetings with ASIC</li> <li>Respond to stakeholder queries and questions immediately following meeting</li> </ul>						
	Proposals to creditors	–	–	–	–	–	–	<ul style="list-style-type: none"> <li>Preparing proposal notices and voting forms</li> <li>Forward notice of proposal to all known creditors</li> <li>Reviewing votes and determining outcome of proposal</li> <li>Preparation and lodgement of proposal outcome with ASIC</li> </ul>
	Shareholder enquiries	– General updates and responses to shareholder enquiries	– General updates and responses to shareholder enquiries	– General updates and responses to shareholders enquiries	– General updates and responses to shareholders enquiries	–	–	– General updates and responses to shareholder enquiries
<b>Employees</b>		<b>70.2 hours \$37,874</b>	<b>12.8 hours \$7,523</b>	<b>3.0 hours \$1,791</b>	<b>5.9 hours \$3,450</b>	<b>0 hours \$0</b>	<b>12.2 hours \$7,187</b>	
	Employee enquiries	<ul style="list-style-type: none"> <li>Receive and follow up employee enquiries</li> <li>Prepare responses to employee enquiries</li> </ul>	– Attend to employee enquiries	– Attend to employee enquiries	– Attend to employee enquiries	– Attend to all former employee enquiries	– Attend to employee enquiries	

		Tasks						If coy wound up Liquidation work
		Work already done	Future work to meeting date	Future work to the end of VA	DOCA	Creditors' Trust		
	Fair Entitlements Guarantee (FEG)	-	-	-	-	-	-	<ul style="list-style-type: none"> <li>- Correspondence with FEG</li> <li>- Preparing notification spreadsheet</li> <li>- Preparing FEG quotations</li> <li>- Preparing FEG verifications</li> <li>- Completing FEG questionnaires</li> </ul>
	Calculation of entitlements	<ul style="list-style-type: none"> <li>- Review employee entitlements</li> <li>- Review of employee contracts, and specific enquiries</li> <li>- Preparing calculations regarding entitlements</li> <li>- Reviewing employee files and Company's books and records</li> </ul>	<ul style="list-style-type: none"> <li>- Updating calculations regarding entitlements</li> <li>- Correspondence regarding employee entitlements and status of employment</li> </ul>	<ul style="list-style-type: none"> <li>- Updating calculations regarding entitlements</li> <li>- Correspondence regarding employee entitlements and status of employment</li> </ul>	<ul style="list-style-type: none"> <li>- Updating calculations regarding entitlements</li> <li>- Correspondence regarding employee entitlements and status of employment</li> </ul>	<ul style="list-style-type: none"> <li>- Updating calculations regarding entitlements</li> <li>- Correspondence regarding employee entitlements and status of employment</li> </ul>	<ul style="list-style-type: none"> <li>- Review employee entitlements</li> <li>- Preparation of letters to employees advising of their entitlements and options available</li> </ul>	
	Employee dividend distribution	-	-	-	-	<ul style="list-style-type: none"> <li>- Preparing calculations for employee dividend.</li> <li>- Correspondence with employees and agreeing entitlements for dividend purposes.</li> <li>- Preparing correspondence and paying</li> </ul>	<ul style="list-style-type: none"> <li>- Correspondence with employees regarding dividend</li> <li>- Calculating dividend rate</li> <li>- Preparing dividend file</li> <li>- Advertising dividend notice</li> <li>- Preparing distribution</li> <li>- Receipting POD</li> <li>- Adjudicating POD</li> </ul>	



		Tasks						If coy wound up
		Work already done	Future work to meeting date	Future work to the end of VA	DOCA	Creditors' Trust	Liquidation work	
						dividend to employees.	- Ensuring PAYG is remitted to ATO	
	Workers compensation	<ul style="list-style-type: none"> <li>- Review insurance policies</li> <li>- Identification of potential issues requiring attention of insurance specialists</li> <li>- Correspondence with insurer regarding initial and ongoing workers' compensation insurance requirements</li> <li>- Correspondence with previous brokers</li> </ul>	<ul style="list-style-type: none"> <li>- Correspondence with insurer regarding initial and ongoing workers' compensation insurance requirements</li> </ul>	<ul style="list-style-type: none"> <li>- Correspondence with insurer regarding initial and ongoing workers' compensation insurance requirements</li> </ul>	<ul style="list-style-type: none"> <li>- Closing out Workers compensation including annual reconciliations.</li> </ul>		<ul style="list-style-type: none"> <li>- Closing out Workers compensation including annual reconciliations.</li> </ul>	
	Other employee issues	<ul style="list-style-type: none"> <li>- Correspondence with Child Support</li> <li>- Correspondence with Centrelink</li> </ul>	<ul style="list-style-type: none"> <li>- Correspondence from FEG regarding entitlements.</li> </ul>	<ul style="list-style-type: none"> <li>- Correspondence from FEG regarding entitlements.</li> </ul>	<ul style="list-style-type: none"> <li>- Correspondence from FEG regarding entitlements.</li> </ul>	<ul style="list-style-type: none"> <li>- Correspondence from FEG regarding entitlements.</li> </ul>	<ul style="list-style-type: none"> <li>- Correspondence from FEG regarding entitlements.</li> </ul>	
<b>Trade on</b>		<b>459.1 hours \$252,921</b>	<b>83.4 hours \$49,199</b>	<b>19.9 hours \$11,714</b>	<b>39.0 hours \$23,000</b>	<b>0 hours \$0</b>	<b>121.3 hours \$71,530</b>	
	Trade on management	<ul style="list-style-type: none"> <li>- Liaising with suppliers</li> <li>- Liaising with management and staff</li> <li>- Attendance on site</li> <li>- Authorising purchase orders</li> <li>- Maintaining purchase order register</li> </ul>	<ul style="list-style-type: none"> <li>- Liaising with suppliers</li> <li>- Liaising with management and staff</li> <li>- Attendance on site</li> <li>- Authorising purchase orders</li> <li>- Maintaining purchase order register</li> </ul>	<ul style="list-style-type: none"> <li>- Liaising with suppliers</li> <li>- Liaising with management and staff</li> <li>- Attendance on site</li> <li>- Authorising purchase orders</li> <li>- Maintaining purchase order register</li> </ul>	<ul style="list-style-type: none"> <li>- Liaising with suppliers</li> <li>- Liaising with management and staff</li> <li>- Attendance on site</li> <li>- Authorising purchase orders</li> <li>- Maintaining purchase order register</li> </ul>		<ul style="list-style-type: none"> <li>- Liaising with suppliers</li> <li>- Liaising with management and staff</li> <li>- Attendance on site</li> <li>- Authorising purchase orders</li> <li>- Maintaining purchase order register</li> </ul>	

		Tasks						If coy wound up Liquidation work
		Work already done	Future work to meeting date	Future work to the end of VA	DOCA	Creditors' Trust		
		<ul style="list-style-type: none"> <li>- Preparing and authorising receipt vouchers</li> <li>- Preparing and authorising payment vouchers</li> <li>- Liaising with superannuation funds regarding contributions</li> <li>- Liaising with OSR regarding payroll tax issues</li> </ul>	<ul style="list-style-type: none"> <li>- Preparing and authorising receipt vouchers</li> <li>- Preparing and authorising payment vouchers</li> <li>- Liaising with superannuation funds regarding contributions</li> <li>- Liaising with OSR regarding payroll tax issues</li> </ul>	<ul style="list-style-type: none"> <li>- Preparing and authorising receipt vouchers</li> <li>- Preparing and authorising payment vouchers</li> <li>- Liaising with superannuation funds regarding contributions</li> <li>- Liaising with OSR regarding payroll tax issues</li> </ul>	<ul style="list-style-type: none"> <li>- Preparing and authorising receipt vouchers</li> <li>- Preparing and authorising payment vouchers</li> <li>- Liaising with superannuation funds regarding contributions</li> <li>- Liaising with OSR regarding payroll tax issues</li> </ul>		<ul style="list-style-type: none"> <li>- Preparing and authorising receipt vouchers</li> <li>- Preparing and authorising payment vouchers</li> <li>- Liaising with superannuation funds regarding contributions, termination of employees' employment</li> </ul>	
	Processing receipts and payments	<ul style="list-style-type: none"> <li>- Entering receipts and payments into accounting system</li> </ul>	<ul style="list-style-type: none"> <li>- Entering receipts and payments into accounting system</li> </ul>	<ul style="list-style-type: none"> <li>- Entering receipts and payments into accounting system</li> </ul>	<ul style="list-style-type: none"> <li>- Entering receipts and payments into accounting system</li> </ul>	<ul style="list-style-type: none"> <li>- Entering receipts and payments into accounting system</li> </ul>	<ul style="list-style-type: none"> <li>- Entering receipts and payments into accounting system</li> </ul>	
	Budgeting and financial reporting	<ul style="list-style-type: none"> <li>- Preparing statement of positions</li> <li>- Assisting in the preparing and reviewing cashflow forecasts</li> <li>- Meetings to discuss trading position</li> <li>- Maintaining VA Loan Funding reconciliations</li> </ul>	<ul style="list-style-type: none"> <li>- Preparing statement of positions</li> <li>- Assisting in the preparing and reviewing cashflow forecasts</li> <li>- Meetings to discuss trading position</li> <li>- Maintaining VA Loan Funding reconciliations</li> </ul>	<ul style="list-style-type: none"> <li>- Preparing statement of positions</li> <li>- Assisting in the preparing and reviewing cashflow forecasts</li> <li>- Meetings to discuss trading position</li> <li>- Maintaining VA Loan Funding reconciliations</li> </ul>	<ul style="list-style-type: none"> <li>- Preparing statement of positions</li> <li>- Assisting in the preparing and reviewing cashflow forecasts</li> <li>- Meetings to discuss trading position</li> <li>- Maintaining VA Loan Funding reconciliations</li> </ul>	<ul style="list-style-type: none"> <li>- Closing out trading position</li> <li>- Updating ESOPs</li> </ul>	<ul style="list-style-type: none"> <li>- Closing out trading position</li> <li>- Updating ESOPs</li> </ul>	

		Tasks					
		Work already done	Future work to meeting date	Future work to the end of VA	DOCA	Creditors' Trust	If coy wound up
							Liquidation work
<b>Investigation</b>		<b>145.5 hours \$123,782</b>	<b>30.2 hours \$17,789</b>	<b>7.2 hours \$4,236</b>	<b>9.8 hours \$5,750</b>	<b>0 hours \$0</b>	<b>35.4 hours \$20,899</b>
	Conducting investigation	<ul style="list-style-type: none"> <li>- Reviewing Company's books and records</li> <li>- Review and preparation of Company nature and history</li> <li>- Conducting and summarising statutory searches</li> <li>- Preparation of deficiency statement</li> <li>- Review of specific transactions and liaising with directors regarding certain transactions</li> <li>- Preparation of investigation file</li> </ul>	<ul style="list-style-type: none"> <li>- Finalisation of Administrators investigations for the purpose of the Voluntary Administrators' report to creditors</li> </ul>	<ul style="list-style-type: none"> <li>- Finalisation of Administrators investigations for the purpose of the Voluntary Administrators' report to creditors</li> </ul>	<ul style="list-style-type: none"> <li>- Finalisation of Administrators investigations</li> </ul>	<ul style="list-style-type: none"> <li>- Lodgement of investigation report with ASIC</li> <li>- Reviewing Company's books and records</li> <li>- Preparation of comparative financial statements</li> <li>- Preparation of deficiency statement</li> <li>- Review of specific transactions and liaising with directors regarding certain transactions</li> <li>- Preparation of investigation file</li> </ul>	
	Examinations (if applicable)						<ul style="list-style-type: none"> <li>- Preparing brief to solicitor</li> <li>- Liaising with solicitor(s) regarding examinations</li> <li>- Attendance at examination</li> <li>- Reviewing examination transcripts</li> <li>- Liaising with solicitor(s) regarding outcome of examinations and</li> </ul>

		Tasks						If coy wound up Liquidation work further actions available
		Work already done	Future work to meeting date	Future work to the end of VA	DOCA	Creditors' Trust		
	Litigation/Recoveries (if applicable)	-	-	-	-	-	-	<ul style="list-style-type: none"> <li>- Internal meetings to discuss status of litigation</li> <li>- Preparing brief to solicitors</li> <li>- Liaising with solicitors regarding recovery actions</li> <li>- Attending to negotiations</li> <li>- Attending to settlement matters</li> </ul>
	ASIC reporting	-	-	-	-	-	-	<ul style="list-style-type: none"> <li>- Preparing statutory investigation reports</li> <li>- Liaising with ASIC</li> </ul>
<b>Dividend</b>					<b>33.2 hours \$19,550</b>	<b>66.1 hours \$39,000</b>	<b>0 hours \$0</b>	
	Processing Proofs of Debt (POD)				<ul style="list-style-type: none"> <li>- Preparation of correspondence to potential creditors inviting lodgement of POD</li> <li>- Receipt of POD</li> <li>- Maintain POD register</li> <li>- Adjudicating POD</li> <li>- Request further information from claimants regarding POD</li> </ul>	<ul style="list-style-type: none"> <li>- Preparation of correspondence to potential creditors inviting lodgement of POD</li> <li>- Receipt of POD</li> <li>- Maintain POD register</li> <li>- Adjudicating POD</li> <li>- Request further information from claimants regarding POD</li> <li>- Preparation of correspondence</li> </ul>	<ul style="list-style-type: none"> <li>- Preparation of correspondence to potential creditors inviting lodgement of POD</li> <li>- Receipt of POD</li> <li>- Maintain POD register</li> <li>- Adjudicating POD</li> <li>- Request further information from claimants regarding POD</li> <li>- Preparation of correspondence to claimant advising</li> </ul>	

		Tasks					
		Work already done	Future work to meeting date	Future work to the end of VA	DOCA	Creditors' Trust	If coy wound up
							Liquidation work
						to claimant advising outcome of adjudication	outcome of adjudication
	Dividend procedures	-	-	-	-	<ul style="list-style-type: none"> <li>- Preparation of correspondence to creditors advising of intention to declare dividend</li> <li>- Advertisement of intention to declare dividend</li> <li>- Obtain clearance from ATO to allow distribution of Company's assets</li> <li>- Preparation of dividend calculations</li> <li>- Preparation of correspondence to creditors announcing declaration of dividend</li> <li>- Advertise announcement of dividend</li> <li>- Preparation of distribution</li> <li>- Preparation of dividend file</li> <li>- Preparation of payment vouchers to pay dividend</li> </ul>	<ul style="list-style-type: none"> <li>- Preparation of correspondence to creditors advising of intention to declare dividend</li> <li>- Advertisement of intention to declare dividend</li> <li>- Obtain clearance from ATO to allow distribution of Company's assets</li> <li>- Preparation of dividend calculations</li> <li>- Preparation of correspondence to creditors announcing declaration of dividend</li> <li>- Advertise announcement of dividend</li> <li>- Preparation of distribution</li> <li>- Preparation of dividend file</li> <li>- Preparation of payment vouchers to pay dividend</li> <li>- Preparation of correspondence to creditors enclosing payment of dividend</li> </ul>

		Tasks						If coy wound up
		Work already done	Future work to meeting date	Future work to the end of VA	DOCA	Creditors' Trust	Liquidation work	
								– Preparation of correspondence to creditors enclosing payment of dividend
<b>Administration</b>		<b>395.1 hours \$229,818</b>	<b>71.8 hours \$42,341</b>	<b>17.1 hours \$10,081</b>	<b>39.0 hours \$23,000</b>	<b>66.1 hours \$39,000</b>	<b>103.6 hours \$61,125</b>	
	Members meeting	–	–	–	–	–	– Correspondence with members	
	Correspondence	– General correspondence	– General correspondence	– General correspondence	– General correspondence	– General correspondence	– General correspondence	
	Document maintenance, file review, checklist	– Administration reviews – Filing of documents – File reviews – Updating checklists	– Administration reviews – Filing of documents – File reviews – Updating checklists	– Administration reviews – Filing of documents – File reviews – Updating checklists	– Administration reviews – Filing of documents – File reviews – Updating checklists	– Administration reviews – Filing of documents – File reviews – Updating checklists	– Administration reviews – Filing of documents – File reviews – Updating checklists	
	Insurance	– Identification of potential issues requiring attention of insurance specialists – Correspondence with insurer regarding initial and ongoing insurance requirements – Reviewing insurance policies – Correspondence with previous brokers	– Correspondence with insurer regarding initial and ongoing insurance requirements – Reviewing insurance policies	– Correspondence with insurer regarding initial and ongoing insurance requirements – Reviewing insurance policies	– Correspondence with insurer regarding ongoing insurance requirements	– Correspondence with insurer regarding initial and ongoing insurance requirements – Reviewing insurance policies – Closing out insurance requirements	– Correspondence with insurer regarding initial and ongoing insurance requirements Closing out insurance requirements	

		Tasks						If coy wound up Liquidation work
		Work already done	Future work to meeting date	Future work to the end of VA	DOCA	Creditors' Trust		
	Bank account administration	<ul style="list-style-type: none"> <li>- Preparing correspondence opening and closing accounts</li> <li>- Requesting bank statements</li> <li>- Bank account reconciliations</li> <li>- Correspondence with bank regarding specific transfers</li> </ul>	<ul style="list-style-type: none"> <li>- Bank account reconciliations</li> </ul>	<ul style="list-style-type: none"> <li>- Bank account reconciliations</li> </ul>	<ul style="list-style-type: none"> <li>- Bank account reconciliations</li> </ul>	<ul style="list-style-type: none"> <li>- Preparing correspondence opening and closing accounts</li> <li>- Bank account reconciliations</li> </ul>	<ul style="list-style-type: none"> <li>- Preparing correspondence opening and closing accounts</li> <li>- Bank account reconciliations</li> </ul>	
	ASIC forms and lodgements	<ul style="list-style-type: none"> <li>- Preparing and lodging ASIC forms</li> <li>- Correspondence with ASIC regarding statutory forms</li> </ul>	<ul style="list-style-type: none"> <li>- Preparing and lodging ASIC forms</li> </ul>	<ul style="list-style-type: none"> <li>- Preparing and lodging ASIC forms</li> </ul>	<ul style="list-style-type: none"> <li>- Preparing and lodging ASIC forms</li> </ul>	<ul style="list-style-type: none"> <li>- Preparing and lodging ASIC forms</li> </ul>	<ul style="list-style-type: none"> <li>- Preparing and lodging ASIC forms</li> </ul>	
	ATO and other statutory reporting	<ul style="list-style-type: none"> <li>- Notification of appointment</li> <li>- Preparing BASs</li> <li>- Completing STP reporting obligations</li> </ul>	<ul style="list-style-type: none"> <li>- Preparing BASs</li> </ul>	<ul style="list-style-type: none"> <li>- Preparing BASs</li> </ul>	<ul style="list-style-type: none"> <li>- Notification of appointment</li> <li>- Preparing BASs</li> <li>- Completing STP reporting obligations</li> </ul>	<ul style="list-style-type: none"> <li>- Notification of appointment</li> <li>- Preparing BAS'</li> <li>- Completing STP reporting obligations</li> </ul>	<ul style="list-style-type: none"> <li>- Notification of appointment</li> <li>- Preparing BAS'</li> <li>- Completing STP reporting obligations</li> </ul>	
	Finalisation	<ul style="list-style-type: none"> <li>- Notifying ATO</li> <li>- Completing checklists</li> <li>- Finalising WIP</li> </ul>	<ul style="list-style-type: none"> <li>-</li> </ul>	<ul style="list-style-type: none"> <li>- Notifying ATO</li> <li>- Completing checklists</li> </ul>	<ul style="list-style-type: none"> <li>- Notifying ATO</li> <li>- Completing checklists</li> </ul>	<ul style="list-style-type: none"> <li>- Notifying ATO</li> <li>- Completing checklists</li> </ul>	<ul style="list-style-type: none"> <li>- Notifying ATO</li> <li>- Completing checklists</li> </ul>	
	Planning / Review	<ul style="list-style-type: none"> <li>- Discussions regarding status / strategy of administration</li> </ul>	<ul style="list-style-type: none"> <li>- Discussions regarding status / strategy of administration</li> </ul>	<ul style="list-style-type: none"> <li>- Discussions regarding status / strategy of administration</li> </ul>	<ul style="list-style-type: none"> <li>- Discussions regarding status / strategy of administration</li> </ul>	<ul style="list-style-type: none"> <li>- Discussions regarding status / strategy of administration</li> </ul>	<ul style="list-style-type: none"> <li>- Discussions regarding status / strategy of administration</li> </ul>	
	Books and records / storage	<ul style="list-style-type: none"> <li>- Dealing with company records</li> </ul>	<ul style="list-style-type: none"> <li>-</li> </ul>	<ul style="list-style-type: none"> <li>-</li> </ul>	<ul style="list-style-type: none"> <li>- Dealing with company records</li> </ul>	<ul style="list-style-type: none"> <li>- Sending job files to storage</li> </ul>	<ul style="list-style-type: none"> <li>- Dealing with records in storage</li> <li>- Sending job files to storage</li> </ul>	

		Work already done	Future work to meeting date	Future work to the end of VA	Tasks		
					DOCA	Creditors' Trust	If coy wound up
							Liquidation work
							-
Other professional services provided by the firm		20.5 hours \$13,817.50					
	Forensics	- Forensic imaging of Group records	-	-	-	-	-

Please note in respect of the above table that NUH IP and Terrace Gold are largely dormant, and therefore tasks associated with these entities are limited to the areas outlined in B 1.2 and B 1.3.



## Schedule B: Time spent by staff on each major task already completed

### Schedule B 1.1: Nuheara Limited – Time spent by staff on each major task completed

The below table sets out time charged to each major task area performed by the Administrators and their staff for the period 7 August 2024 to 28 February 2025 which is the basis of the Resolution 7 claim referred to in **Schedule D**. Please refer to **Schedule A** for further details with respect to the tasks performed.

Resolution 6 - Summary by hours					Task Area											
Employee	Position	\$/hour (ex GST)	Total hours	Total \$ (ex GST)	Admin		Assets		Creditors		Employee		Trade		Investigation	
					Hours	Amount \$ (ex GST)	Hours	Amount \$ (ex GST)	Hours	Amount \$ (ex GST)	Hours	Amount \$ (ex GST)	Hours	Amount \$ (ex GST)	Hours	Amount \$ (ex GST)
Martin Jones	Appointee / Partner	960	157.7	151,392.00	57.7	55,392.00	-	-	23.6	22,656.00	-	-	-	-	76.4	73,344.00
Clint Joseph	Appointee / Director	895	8.7	7,786.50	0.5	447.50	1.1	984.50	5.5	4,922.50	0.1	89.50	1.3	1,163.50	0.2	179.00
Kieran Chu	Associate Director	730	360.3	263,019.00	29.5	21,535.00	91.1	66,503.00	141.6	103,368.00	5.8	4,234.00	92.3	67,379.00	-	-
Michael Flower	Associate Director	730	364.2	265,866.00	-	-	103.2	75,336.00	152.1	111,033.00	8.3	6,059.00	31.8	23,214.00	68.8	50,224.00
Yvonne Liew	Associate Director	730	5.1	3,723.00	2.5	1,825.00	-	-	2.6	1,898.00	-	-	-	-	-	-
Sean Powell	Associate Director	730	16.0	11,680.00	-	-	-	-	-	-	-	-	-	-	16.0	11,680.00
Jacob Carger	Executive	565	34.9	19,718.50	23.6	13,334.00	-	-	8.6	4,859.00	2.7	1,525.50	-	-	-	-
Hendrik De Wet	Executive	565	179.9	101,643.50	53.9	30,453.50	-	-	66.7	37,685.50	7.2	4,068.00	52.1	29,436.50	-	-
Toby Schultz	Analyst	475	352.0	167,200.00	46.6	22,135.00	-	-	50.7	24,082.50	28.0	13,300.00	226.7	107,682.50	-	-
Bohan Teakle	Analyst	475	347.7	165,157.50	136.3	64,742.50	0.4	190.00	193.2	91,770.00	17.6	8,360.00	0.2	95.00	-	-
Jerry Yeh	Analyst	475	4.5	2,137.50	-	-	-	-	-	-	-	-	-	-	4.5	2,137.50
Pierce Davis	Analyst	475	51.2	24,320.00	6.2	2,945.00	-	-	9.8	4,655.00	-	-	35.2	16,720.00	-	-
Sophie Kennedy	Analyst	475	6.8	3,230.00	4.0	1,900.00	-	-	2.8	1,330.00	-	-	-	-	-	-
Josh Fiorentino	Analyst	475	9.2	4,370.00	-	-	-	-	3.8	1,805.00	-	-	5.4	2,565.00	-	-
Jonah Hays	Analyst	475	11.1	5,272.50	6.5	3,087.50	-	-	4.1	1,947.50	0.5	237.50	-	-	-	-
Emilija Hristova	Analyst	475	1.2	570.00	-	-	-	-	1.2	570.00	-	-	-	-	-	-
Astra Delaguiado	Senior Treasury	350	1.5	525.00	0.9	315.00	-	-	-	-	-	-	0.6	210.00	-	-
Zin Thaya Khin	Treasury	330	0.1	33.00	-	-	-	-	-	-	-	-	0.1	33.00	-	-
Lisa Brandt	Treasury	330	26.6	8,778.00	13.2	4,356.00	-	-	-	-	-	-	13.4	4,422.00	-	-
<b>Total</b>			<b>1,938.7</b>	<b>1,206,422.00</b>	<b>381.4</b>	<b>222,468.00</b>	<b>195.8</b>	<b>143,013.50</b>	<b>666.3</b>	<b>412,582.00</b>	<b>70.2</b>	<b>37,873.50</b>	<b>459.1</b>	<b>252,920.50</b>	<b>165.9</b>	<b>137,564.50</b>
<b>Balance WIP</b>				<b>1,206,422.00</b>												
GST				120,642.20		22,246.80		14,301.35		41,258.20		3,787.35		25,292.05		13,756.45
<b>Total (incl GST)</b>				<b>1,327,064.20</b>		<b>244,714.80</b>		<b>157,314.85</b>		<b>453,840.20</b>		<b>41,660.85</b>		<b>278,212.55</b>		<b>151,320.95</b>
<i>Average hourly rate</i>				622.28		583.29		730.41		619.21		539.51		550.91		829.20

Note: Jerry Yeh and Sean Powell have provided other professional services being forensic accounting (other professional services) and have been charged at the appropriate rates as outlined in our Initial Remuneration Notice (IRN).

**Schedule B 1.2: Nuheara IP Pty Ltd – Time spent by staff on each major task completed**

The below table sets out time charged to each major task area performed by the Administrators and their staff for the period 7 August 2024 to 28 February 2025 which is the basis of the Resolution 7 claim referred to in **Schedule D**. Please refer to **Schedule A** for further details with respect to the tasks performed.

Resolution 6 - Summary by hours								
					Task Area			
					Admin		Creditors	
Employee	Position	\$/hour (ex GST)	Total hours	Total \$ (ex GST)	Hours	Amount \$ (ex GST)	Hours	Amount \$ (ex GST)
Clint Joseph	Appointee / Director	895	0.2	179.00	-	-	0.2	179.00
Lauren McCann	Director	850	0.1	85.00	0.1	85.00	-	-
Kieran Chu	Associate Director	730	4.4	3,212.00	3.2	2,336.00	1.2	876.00
Yvonne Liew	Associate Director	730	0.2	146.00	0.2	146.00	-	-
Bohan Teakle	Analyst	475	2.8	1,330.00	1.3	617.50	1.5	712.50
Lisa Brandt	Treasury	330	1.5	495.00	1.5	495.00	-	-
<b>Total</b>			<b>9.2</b>	<b>5,447.00</b>	<b>6.3</b>	<b>3,679.50</b>	<b>2.9</b>	<b>1,767.50</b>
<b>Balance WIP</b>				<b>5,447.00</b>				
GST				544.70		367.95		176.75
<b>Total (incl GST)</b>				<b>5,991.70</b>		<b>4,047.45</b>		<b>1,944.25</b>
Average hourly rate				592.07		584.05		609.48

### Schedule B 1.3: Terrace Gold Pty Ltd – Time spent by staff on each major task completed

The below table sets out time charged to each major task area performed by the Administrators and their staff for the period 7 August 2024 to 28 February 2025 which is the basis of the Resolution 7 claim referred to in **Schedule D**. Please refer to **Schedule A** for further details with respect to the tasks performed.

Resolution 6 - Summary by hours					Task Area							
					Admin		Assets		Creditors		Trade	
Employee	Position	\$/hour (ex GST)	Total hours	Total \$ (ex GST)	Hours	Amount \$ (ex GST)	Hours	Amount \$ (ex GST)	Hours	Amount \$ (ex GST)	Hours	Amount \$ (ex GST)
Clint Joseph	Appointee / Director	895	0.2	179.00	-	-	-	-	0.2	179.00	-	-
Lauren McCann	Director	850	0.1	85.00	0.1	85.00	-	-	-	-	-	-
Kieran Chu	Associate Director	730	3.8	2,774.00	1.3	949.00	0.8	584.00	1.7	1,241.00	-	-
Yvonne Liew	Associate Director	730	0.3	219.00	0.3	219.00	-	-	-	-	-	-
Toby Schultz	Analyst	475	1.5	712.50	1.5	712.50	-	-	-	-	-	-
Bohan Teakle	Analyst	475	3.7	1,757.50	2.2	1,045.00	-	-	1.5	712.50	-	-
Astra Delaguado	Senior Treasury	350	0.1	35.00	-	-	-	-	-	-	0.1	35.00
Lisa Brandt	Treasury	330	2.0	660.00	2.0	660.00	-	-	-	-	-	-
<b>Total</b>			<b>11.7</b>	<b>6,422.00</b>	<b>7.4</b>	<b>3,670.50</b>	<b>0.8</b>	<b>584.00</b>	<b>3.4</b>	<b>2,132.50</b>	<b>0.1</b>	<b>35.00</b>
<b>Balance WIP</b>				<b>6,422.00</b>								
GST				642.20	367.05		58.40		213.25		3.50	
<b>Total (incl GST)</b>				<b>7,064.20</b>	<b>4,037.55</b>		<b>642.40</b>		<b>2,345.75</b>		<b>38.50</b>	
Average hourly rate				548.89	496.01		730.00		627.21		-	

## Schedule C – Disbursements

Period	Disbursements already incurred (approve actual amount)				Future disbursements (approve basis to a capped amount)	
					Future disbursements to meeting date	If coy wound up
	7 August 2024 to 28 February 2025				1 March 2025 to 17 March 2025	Liquidation disbursements
Amount (ex GST)		\$1,331.18	\$207.77	\$207.77	\$0.00	\$0.00
Disbursement type	Basis	Nuheara Limited	Nuheara IP Pty Ltd	Terrace Gold Pty Ltd		
Advertising	At cost	-	-	-		At cost
ASIC Charges for appointments and notifiable events	Refer below	-	-	-		Refer below
Couriers	At cost	50.18	-	-		At cost
Data room hosting (incl 100GB of data + 40 users)	\$2,500 per month	-	-	-		\$2,500 per month
Data room hosting (burst user fees above 40 users)	\$50 per user per month	-	-	-		\$50 per user per month
Data room hosting (burst storage fees per GB above 100GB)	\$10 per GB per month	-	-	-		\$10 per GB per month
eDiscovery services	Variable	-	-	-		Variable
KPMG National Service Centre	Fixed	-	-	-		N/A
Photocopying / printing (outsourced)	At cost	-	-	-		At cost
Postage	At cost	208.00	-	-		At cost
Searches	At cost	67.05	57.77	57.77		At cost
Staff travel reimbursement	Up to \$100/day	59.67	-	-		Up to \$100/day
Staff vehicle use	At prescribed ATO rates	-	-	-		At prescribed ATO rates
Stationery and consumables	At cost	500.46	-	-		At cost
Storage and storage transit	At cost	295.82	-	-		At cost
Sundry	At cost	150.00	150.00	150.00		At cost
Telephone calls	At cost	-	-	-		At cost

### ASIC Industry Funding Levy

The ASIC Industry Funding Levy for appointments and notifiable events will generally only be charged at the prescribed rates advised by ASIC each year. However, because there is a delay in ASIC providing actual rates for each financial year, rates are charged at the most recently available ASIC estimated rate or, if an estimate for the current financial year has not yet been issued by ASIC, it will be charged at the actual rate for the previous financial year.

### KPMG National Service Centre (NSC)

The NSC charges a fixed fee based on engagement size and complexity. The NSC provides low-cost administrative support for new engagement on-boarding and set up services, work in progress, billing and debtor management and engagement close-out services. These services would otherwise be provided by KPMG professional staff at a higher cost to our clients.

## Schedule D – Resolutions

### Schedule D1.1 – Nuheara Limited

#### Remuneration

##### **Resolution 7 – for work already completed:**

*"That the remuneration of the Administrators, as set out in the Remuneration Approval Request dated 13 March 2025 for the period from 7 August 2024 to 28 February 2025 be fixed in the amount of \$1,206,422, plus any applicable GST, and may be paid."*

##### **Resolution 8 – for work to be completed up to the date of the meeting:**

*"That the future remuneration of the Administrators, as set out in the Remuneration Approval Request dated 13 March 2025, for the period from 1 March 2025 to 17 March 2025 be fixed up to a maximum amount of \$200,000, plus any applicable GST, but subject to upward revision by resolution of creditors, and that the Administrators be authorised to make periodic payments on account of such accruing remuneration as incurred."*

##### **Resolution 9 – for work to be from the date of the meeting to the commencement of DOCA:**

*"That the future remuneration of the Administrators, as set out in the Remuneration Approval Request dated 13 March 2025, for the period from 17 March 2025 to the commencement of DOCA be fixed up to a maximum amount of \$90,000, plus any applicable GST, but subject to upward revision by resolution of creditors, and that the Administrators be authorised to make periodic payments on account of such accruing remuneration as incurred."*

##### **Resolution 10 – for work to be from the commencement of DOCA to completion:**

*"That the future remuneration of the Deed Administrators, as set out in the Remuneration Approval Request dated 13 March 2025, for the period from the commencement of DOCA to completion be fixed up to a maximum amount of \$105,000, plus any applicable GST, but subject to upward revision by resolution of creditors, and that the Administrators be authorised to make periodic payments on account of such accruing remuneration as incurred."*

##### **Resolution 11 – for work to be completed during the Nuheara Group Creditors' Trust (if applicable):**

*"That the remuneration of the Trustees of the Nuheara Group Creditors' Trust, as set out in the Remuneration Approval Request dated 13 March 2025, for the period from the date of commencement of the Trust to completion be fixed up to a maximum amount of \$130,000 combined, plus any applicable GST, but subject to upward revision by resolution of creditors, and that the Trustees be authorised to make periodic payments on account of such accruing remuneration as incurred."*

##### **Resolution 12 – for work to be completed during the liquidation (if applicable):**

*"That the future remuneration of the Liquidators, as set out in the Remuneration Approval Request dated 13 March 2025, for the period from 17 March 2025 to completion be fixed up to a maximum amount of \$200,000 plus any applicable GST, but subject to upward revision by resolution of creditors, and that the Liquidators be authorised to make periodic payments on account of such accruing remuneration as incurred."*

#### Disbursements

##### **Resolution 13 – for disbursements already incurred:**

*"That the internal disbursements of the Administrators, as set out in the Remuneration Approval Request dated 13 March 2025 for the period from 7 August 2024 to 28 February 2025 be fixed in the amount of \$1,331.18, plus any applicable GST, and may be paid."*

## Schedule D – Resolutions

### Schedule D1.2 – Nuheara IP Pty Ltd

#### Remuneration

##### **Resolution 7 – for work already completed:**

*"That the remuneration of the Administrators, as set out in the Remuneration Approval Request dated 13 March 2025, for the period from 7 August 2024 to 28 February 2025 be fixed in the amount of \$5,447, plus any applicable GST, and may be paid."*

##### **Resolution 8 – for work to be completed up to the date of the meeting:**

*"That the future remuneration of the Administrators, as set out in the Remuneration Approval Request dated 13 March 2025, for the period from 1 March 2025 to 17 March 2025 be fixed up to a maximum amount of \$5,000, plus any applicable GST, but subject to upward revision by resolution of creditors, and that the Administrators be authorised to make periodic payments on account of such accruing remuneration as incurred."*

##### **Resolution 9 – for work to be from the date of the meeting to the commencement of DOCA:**

*"That the future remuneration of the Administrators, as set out in the Remuneration Approval Request dated 13 March 2025, for the period from 17 March 2025 to the commencement of DOCA be fixed up to a maximum amount of \$5,000, plus any applicable GST, but subject to upward revision by resolution of creditors, and that the Administrators be authorised to make periodic payments on account of such accruing remuneration as incurred."*

##### **Resolution 10 – for work to be from the commencement of DOCA to completion:**

*"That the future remuneration of the Deed Administrators, as set out in the Remuneration Approval Request dated 13 March 2025, for the period from the commencement of DOCA to completion be fixed up to a maximum amount of \$5,000, plus any applicable GST, but subject to upward revision by resolution of creditors, and that the Administrators be authorised to make periodic payments on account of such accruing remuneration as incurred."*

##### **Resolution 11 – for work to be completed during the Nuheara Group Creditors' Trust (if applicable):**

*"That the remuneration of the Trustees of the Nuheara Group Creditors' Trust, as set out in the Remuneration Approval Request dated 13 March 2025, for the period from the date of commencement of the Trust to completion be fixed up to a maximum amount of \$130,000 combined, plus any applicable GST, but subject to upward revision by resolution of creditors, and that the Trustees be authorised to make periodic payments on account of such accruing remuneration as incurred."*

##### **Resolution 12 – for work to be completed during the liquidation (if applicable):**

*"That the future remuneration of the Liquidators, as set out in the Remuneration Approval Request dated 13 March 2025, for the period from 25 February 2025 to completion be fixed up to a maximum amount of \$30,000 plus any applicable GST, but subject to upward revision by resolution of creditors, and that the Liquidators be authorised to make periodic payments on account of such accruing remuneration as incurred."*

#### Disbursements

##### **Resolution 13 – for disbursements already incurred:**

*"That the internal disbursements of the Administrators, as set out in the Remuneration Approval Request dated 13 March 2025 for the period from 7 August 2024 to 28 February 2025 be fixed in the amount of \$207.77, plus any applicable GST, and may be paid."*

## Schedule D – Resolutions

### Schedule D1.3 – Terrace Gold Pty Ltd

#### Remuneration

##### **Resolution 7 – for work already completed:**

*"That the remuneration of the Administrators, as set out in the Remuneration Approval Request dated 13 March 2025 for the period from 7 August 2024 to 28 February 2025 be fixed in the amount of \$6,422, plus any applicable GST, and may be paid."*

##### **Resolution 8 – for work to be completed up to the date of the meeting:**

*"That the future remuneration of the Administrators, as set out in the Remuneration Approval Request dated 13 March 2025, for the period from 1 March 2025 to 17 March 2025 be fixed up to a maximum amount of \$5,000, plus any applicable GST, but subject to upward revision by resolution of creditors, and that the Administrators be authorised to make periodic payments on account of such accruing remuneration as incurred."*

##### **Resolution 9 – for work to be from the date of the meeting to the commencement of DOCA:**

*"That the future remuneration of the Administrators, as set out in the Remuneration Approval Request dated 13 March 2025, for the period from 17 March 2025 to the commencement of DOCA be fixed up to a maximum amount of \$5,000, plus any applicable GST, but subject to upward revision by resolution of creditors, and that the Administrators be authorised to make periodic payments on account of such accruing remuneration as incurred."*

##### **Resolution 10 – for work to be from the commencement of DOCA to completion:**

*"That the future remuneration of the Deed Administrators, as set out in the Remuneration Approval Request dated 13 March 2025, for the period from the commencement of DOCA to completion be fixed up to a maximum amount of \$5,000, plus any applicable GST, but subject to upward revision by resolution of creditors, and that the Administrators be authorised to make periodic payments on account of such accruing remuneration as incurred."*

##### **Resolution 11 – for work to be completed during the Nuheara Group Creditors' Trust (if applicable):**

*"That the remuneration of the Trustees of the Nuheara Group Creditors' Trust, as set out in the Remuneration Approval Request dated 13 March 2025, for the period from the date of commencement of the Trust to completion be fixed up to a maximum amount of \$130,000 combined, plus any applicable GST, but subject to upward revision by resolution of creditors, and that the Trustees be authorised to make periodic payments on account of such accruing remuneration as incurred."*

##### **Resolution 12 – for work to be completed during the liquidation (if applicable):**

*"That the future remuneration of the Liquidators, as set out in the Remuneration Approval Request dated 13 March 2025, for the period from 17 March 2025 to completion be fixed up to a maximum amount of \$30,000 plus any applicable GST, but subject to upward revision by resolution of creditors, and that the Liquidators be authorised to make periodic payments on account of such accruing remuneration as incurred."*

#### Disbursements

##### **Resolution 13 – for disbursements already incurred:**

*"That the internal disbursements of the Administrators, as set out in the Remuneration Approval Request dated 13 March 2025 for the period from 7 August 2024 to 28 February 2025 be fixed in the amount of \$207.77, plus any applicable GST, and may be paid."*

## B – ARITA Creditor Information Sheet

### Creditor Information Sheet

#### Offences, Recoverable transactions and Insolvent Trading



##### Offences

A summary of offences that may be identified by the administrator:

Section	Offence
180	Failure by officer to exercise a reasonable degree of care and diligence in the exercise of his powers and the discharge of his duties.
181	Failure to act in good faith.
182	Making improper use of position as an officer or employee, to gain, directly or indirectly, an advantage.
183	Making improper use of information acquired by virtue of his position.
184	Reckless or intentional dishonesty in failing to exercise duties in good faith for proper purpose. Use of position or information dishonestly to gain advantage or cause detriment.
206A	Contravening an order against taking part in management of a corporation.
206A, B	Taking part in management of corporation while being an insolvent under an administration.
206A, B	Acting as a director or promoter or taking part in the management of a company within five years after conviction or imprisonment for various offences.
209(3)	Dishonest failure to observe requirements on making loans to directors or related companies.
254T	Paying dividends except out of profits.
286	Failure to keep proper accounting records.
312	Obstruction of auditor.
314-7	Failure to comply with requirements for financial statement preparation.
437C	Performing or exercising a function or power as officer while a company is under administration.
437D(5)	Unauthorised dealing with company's property during administration.
438B(4)	Failure by directors to assist administrator, deliver records and provide information.
438C(5)	Failure to deliver up books and records to administrator.
590	Failure to disclose property, concealed or removed property, concealed a debt due to the company, altered books of the company, fraudulently obtained credit on behalf of the company, material omission from Report as to Affairs or false representation to creditors.

##### Voidable Transactions

###### Preferences

A preference is a transaction such as a payment between the company and one or more of its creditors, in which the creditor receiving the payment is preferred over the general body of creditors. The relevant time period is six months before the commencement of the liquidation. The company must have been insolvent at the time of the transaction, or become insolvent as a result of the transaction.

Where a creditor receives a preferred payment, the payment is voidable as against a liquidator and is liable to be paid back to the liquidator subject to the creditor being able to successfully maintain any of the defences available to the creditor under either the Corporations Act.

###### Uncommercial Transaction

An uncommercial transaction is one that it may be expected that a reasonable person in the company's circumstances would not have entered into having regard to:

- the benefit or detriment to the company;
- the respective benefits to other parties; and
- any other relevant matter.

To be voidable, an uncommercial transaction must have occurred during the two years before the liquidation.

However, if a related entity is a party to the transaction, the time period is four years and if the intention of the transaction is to defeat creditors, the time period is ten years.

ARITA  
ACN 002 472 362

Level 5, 33 Erskine Street, Sydney NSW 2000 Australia | GPO Box 9985, Sydney NSW 2001  
t +61 2 9290 5700 | f +61 2 9290 2820 | e admin@arita.com.au | arita.com.au

AUSTRALIAN RESTRUCTURING INSOLVENCY & TURNAROUND ASSOCIATION



The company must have been insolvent at the time of the transaction, or become insolvent as a result of the transaction.

#### *Unfair Loan*

A loan is unfair if and only if the interest was extortionate when the loan was made or has since become extortionate. There is no time limit on unfair loans – they only have to have been entered into any time on or before the day when the winding up began.

#### *Arrangements to avoid employee entitlements*

If an employee suffers loss because a person (including a director) enters into an arrangement or transaction to avoid the payment of employee entitlements, the liquidator or the employee may seek to recover compensation from that person. It will only be necessary to satisfy the court that there was a breach on the balance of probabilities. There is no time limit on when the transaction occurred.

#### *Unreasonable payments to directors*

Liquidators have the power to reclaim "unreasonable payments" made to directors by companies prior to liquidation. The provision relates to transactions made to, on behalf of, or for the benefit of, a director or close associate of a director. To fall within the scope of the section, the transaction must have been unreasonable, and have been entered into during the 4 years leading up to a company's liquidation, regardless of its solvency at the time the transaction occurred.

#### *Voidable charges*

Certain charges are voidable by a liquidator:

- Circulating security interest created with six months of the liquidation unless it secures a subsequent advance;
- Unregistered charges; and
- Charges in favour of related parties who attempt to enforce the charge within 6 months of its creation.

#### *Insolvent Trading*

In the following circumstances, directors may be personally liable for insolvent trading by the company:

- a person is a director at the time a company incurs a debt;
- the company is insolvent at the time of incurring the debt or becomes insolvent because of incurring the debt;
- at the time the debt was incurred, there were reasonable grounds to suspect that the company was insolvent;
- the director was aware such grounds for suspicion existed; and
- a reasonable person in a like position would have been so aware.

The law provides that the liquidator, and in certain circumstances the creditor who suffered the loss, may recover from the director, an amount equal to the loss or damage suffered. Similar provisions exist to pursue holding companies for debts incurred by their subsidiaries.

A defence is available under the law where the director can establish:

- there were reasonable grounds to expect that the company was solvent and they actually did so expect;
- they did not take part in management for illness or some other good reason; or,
- they took all reasonable steps to prevent the company incurring the debt.

The proceeds of any recovery for insolvent trading by a liquidator are available for distribution to the unsecured creditors before the secured creditors.

Important note: This information sheet contains a summary of basic information on the topic. It is not a substitute for legal advice. Some provisions of the law referred to may have important exceptions or qualifications. This document may not contain all of the information about the law or the exceptions and qualifications that are relevant to your circumstances.

## C – Short guide to the Creditors’ Portal

We are using the Creditors’ Portal as the primary tool for communicating with creditors and managing claims.

We have prepared this short guide to assist you as a creditor to understand the process that you must undertake to ensure you are appropriately registered as a creditor of the Company.

Please note, the email registered on the Creditors’ Portal will receive all notifications including circulars and reports issued by the Administrators.

Please refer to the following link for further guidance on how to register, submit and manage a claim:

<https://creditors.accountants/Help>

### Step 1: Register



- Register as a user at the following link: <https://creditors.accountants/> (use chrome, edge or firefox).
- You will receive a confirmation email to verify your account (verify your email address within 24 hours of registering as a user).
- Once verified, you will be redirected to the Portal.
- If you are already a registered user, please skip to “Login” below.

### Step 2: Log in



- Log into the Portal using your username and password.
- You will be redirected to a screen where you need to input the following details:
  - Company creditor – an ABN; or
  - Individual creditor – first and last name.
- You will be prompted to make a declaration to confirm that you are authorised to act on behalf of the company or individual and agree on how you wish to receive future correspondence.

### Step 3: Link creditor



- Once you have completed your declaration, you will be redirected to the Portal landing page where you can view the Company under “Recent Interactions”.
- If you cannot view the Company listed on the landing page you may need a creditor code to link your profile to the Company.
- Please contact Bohan Teakle at [nuheara@kpmg.com.au](mailto:nuheara@kpmg.com.au) for a unique code to register your claim.
- Once you receive your creditor code, log in and click on your user name in the top right hand side and click on “Creditor Admin” and input your code and click “Link”
- There will be an option to provide an ABN (if relevant) for company creditors, click “I do not have an ABN” (individuals) and then click “continue”

#### Step 4: View company and documents



- You will be able to view the Company on the landing page or under the “Debtors” tab and click “My debtors” or “My claims”. Click on “Details” to be directed to the Company.
- You will be able to view any documents uploaded under the “Documents” tab that relate to the Company.
- There are additional resources that you can also access under the “Resources” tab.

#### Step 5: Submit a Formal Proof of Debt Form (POD)



- You will be able to view the Company on the landing page or under the “Debtors” tab and click “My debtors” or “My claims”. Click on “Details” to be directed to the Company.
- Click on the “Proof of Debt” tab.
- Click on the “Submit” button and start completing the POD form.
- Tick “No” to the question “Is your Proof of Debt informal”. If you are an employee creditor, this will not be an option.
- Upload any supporting documentation for consideration.
- Press “Next” and “Submit”.

#### Step 6: Be admitted for voting (performed by the Administrators)



- Once you have submitted a POD with supporting documentation, we will evaluate your claim to admit for voting purposes at the meeting.
- If necessary, the Administrators will request further information with respect to your claim.

#### Step 7: Appoint a proxy (required for company creditors, optional for individuals)



- If you are a company creditor or individual that is appointing the Chairperson or an alternative person to vote (alternate email to the email registered initially) please complete a proxy form attached to the report to creditors and submit **via email** to Bohan Teakle at nuheara@kpmg.com.au.
- The Administrator will provide the nominated proxy holder with a unique creditor code prior to the meeting for voting purposes only.
- The nominated proxy holder will need to register on the Portal (**Step 1 to Step 3**) to be provided with access to vote at the online meeting on behalf of the creditor.

## D1.1 – Realtek Semiconductor Corporation DOCA proposal received

---

### Variation to the Realtek DOCA on 8 March 2025:

**From:** David Sanders <[dsanders@bennettlaw.com.au](mailto:dsanders@bennettlaw.com.au)>

**Sent:** Saturday, 8 March 2025 6:24 PM

**To:** Bird, Eden <[ebird@tglaw.com.au](mailto:ebird@tglaw.com.au)>; Oliveri, Melissa <[moliveri@tglaw.com.au](mailto:moliveri@tglaw.com.au)>; Roost, Hedley <[hroost@tglaw.com.au](mailto:hroost@tglaw.com.au)>

**Cc:** Barrett, Michael <[mbarrett@tglaw.com.au](mailto:mbarrett@tglaw.com.au)>; Chloe Placzek <[cplaczek@bennettlaw.com.au](mailto:cplaczek@bennettlaw.com.au)>; Dalitso Banda <[DBanda@bennettlaw.com.au](mailto:DBanda@bennettlaw.com.au)>

**Subject:** RE: (117912) Business Sale and Purchase Agreement [TGLAW-Legal.FID4248799]

Thanks Eden,

I confirm these amendments reflect our discussion.

Realtek has agreed to amend the DOCA to increase the payment to unsecured creditors to 55 cents in the dollar.

Realtek has no further comments pending you confirming your client's instructions in relation to this draft.

[REDACTED]

[REDACTED]

Kind regards



**David Sanders**

Corporate Counsel

[bennettlaw.com.au](http://bennettlaw.com.au)

T +61 8 6316 2200

D +61 8 6316 2223

[Follow us on LinkedIn](#)

[Follow us on Instagram](#)

M + 61 439 999 968

[dsanders@bennettlaw.com.au](mailto:dsanders@bennettlaw.com.au)



Bennett – Litigation and Commercial Law

Whadjuk Noongar Boodja  
Level 14, Westralia Square  
141 St Georges Terrace  
PERTH, WA 6000

BENNETT | Liability limited by a scheme approved under Professional Standards Legislation. This email is confidential. If you are not the intended recipient you must not disclose or use the information contained in it. If you have received this email in error please notify us immediately by return email and delete the document. Bennett is not responsible for any changes made to a document other than those made by Bennett or for the effect of the changes on the document's meaning. Bennett accepts no liability for any damage caused by this email or its attachments due to viruses, interference, interception, corruption or unauthorised access.

Our ref: DGS:117912  
Contact: David Sanders  
Telephone: +61 8 6316 2200  
Email: dsanders@bennettlaw.com.au

28 February 2025

Michael Barrett  
Partner  
Thomson Geer  
By Email: mbarrett@tglaw.com.au

Dear Michael

### Realtek DOCA Proposal

I refer to your email this afternoon in relation to the above matter.

As requested, I have set out below the terms agreed between our respective clients yesterday in relation to my client's DOCA Proposal.

#### DOCA in respect of NUH

The elements of the proposed DOCA for NUH are as follows:

- 1 The joint and several deed administrators would be Martin Jones, Matthew Woods and Clint Joseph.
- 2 The parties to the DOCA will be the Group, the deed administrators and a special purpose vehicle nominated by Realtek which will provide the funding (Proponent). Realtek will not be party to this DOCA and will not have any obligations under the DOCA itself but will guarantee in favour of the Administrators the discharge by the Proponent of its obligations under the DOCA. That guarantee will be signed within 1 Business Day of the creditors of the Group approving the Group entering into a DOCA on the terms set out in this document.
- 3 The deed administrators will have all of the powers set out in Schedule 8A of the Corporations Regulations.
- 4 Proponent will contribute to a deed fund to be distributed as follows:
  - 4.1 Firstly, in payment of the administrators' liabilities, administrators' disbursements and administrators' remuneration. As at the date of this proposal Realtek acknowledges that these amounts are estimated as follows:



Whadjuk Noongar Boodja  
Level 14, Westralia Square  
141 St Georges Terrace  
PERTH WA 6000  
Australia

PO Box 7766  
Cloisters Square  
PERTH WA 6850

T + 61 8 6316 2200  
F + 61 8 6316 2211  
bennettlaw.com.au

Lawfirst Pty Ltd  
ABN 69 147 622 197  
An incorporated legal practice  
trading as Bennett.

NUH	Relevant clause	NUH
Administrators balance		280,664
Azure fee		TBC
Administrators' fees incurred from date of appointment to 17 January 2025		(848,777)
Estimated Administrators fees from 18 January 2025 to the Reconvened Meeting of Creditors (25 Feb 25)	4.1	(296,612)
Estimated Administrators fees from Reconvened Meeting of Creditors (26 Feb 25) to the Final Reconvened Meeting of Creditors (17 Mar 25)		(150,000)
Estimated Administrators fees from the Final Reconvened Meeting of Creditors to the execution of the DOCA		(50,000)
Estimated Administrators' disbursements and legal fees		(100,000)
Realtek Payment pursuant to Court Order dated 26 February 2025		200,000
<b>Net Priority Costs</b>		<b>(964,725)</b>
Estimated Deed Administrators fees (commencement to completion)	4.2	(75,000)
<b>Total Net Priority Costs</b>		<b>(1,039,725)</b>
Total VA Loan	4.1	(1,395,775)
Realtek March 25 (trading only)		(274,733)
Realtek Payment pursuant to Court Order dated 26 February 2025		274,733
<b>Total</b>		<b>(2,435,500)</b>

- 4.2 Secondly, in payment of the deed administrators' liabilities, deed administrators' disbursements and deed administrators' remuneration;
- 4.3 Thirdly, to meet in full the priority entitlement of any employees who are not employed by the Proponent in accordance with paragraph 9 below; and
- 4.4 Fourthly, in payment of a dividend to arm's length non-priority unsecured creditors' creditors whose proofs of debt are admitted by the Deed Administrators as admissible debts in the DOCA (**Unsecured Creditor**) of 21.1 cents in the dollar.
- 5 The deed fund will be made up of:
- 5.1 The net funds received and receivable by the administrators during the administration period (**Administration Balance**); and
- 5.2 A payment made by the Proponent to ensure that the fund is sufficient to meet all of the obligations set out in paragraph 4 above;
- 5.3 In respect of funding of the administrators' liabilities, administrators' disbursements and administrators' remuneration pursuant to cl 4.1, for the period between 28 February 2025 until the execution of the DOCA will be funded by the Proponent. For this purpose the Proponent will, in accordance with paragraph 3 of the Court's order dated 25 February 2025, pay the amount of \$501,528.80 inclusive of GST to the Administrators' Lawyers Trust Account on or before 5pm AWST on Thursday 27 February 2025. This amount is broken down as follows:
- 5.3.1 Operating costs for March 2024 \$274,733;
- 5.3.2 Administrators' estimated remuneration \$100,000;
- 5.3.3 Administrators' estimated legal fees \$100,000;
- 5.3.4 GST \$26,796.02.
- To the extent that any such amounts are not incurred then they will be credited to the Deed Fund. For the avoidance of doubt any remuneration or legal fees incurred between the date of payment and the execution of the DOCA are not refundable.

117912 (2903953)

The payment to be made pursuant to the Court's order will be the subject of a separate funding agreement.

5.4 The Deed Fund will comprise the following:

Deed Fund - Summary	Relevant Clause	Amount \$
NUH	4.1/4.2	(1,520,389)
Less: Funds paid under Orders made on 25 February 2025 (Excluding March 25 Funding)		200,000
Less: Administrators Balance	4.1	280,664
<b>Total NUH</b>		<b>(1,039,725)</b>
NUH IP	4.1/4.2	(66,379)
Terrace Gold	4.1/4.2	(67,321)
Repayment of VA Funding Loan	4.1	(1,395,775)
Employee Entitlements	4.3	(825,425)
Unsecured Creditor Contribution (capped @21.1c/\$ based upon \$4.82m unsecured claims)(estimated)	4.4	(1,018,672)
<b>Deed Fund</b>		<b>(4,413,298)</b>

- 6 The deed administrators will not cause any of the Group to make claims or prove for or receive distributions based on an inter-group loan account balances.
- 7 Proponent will enter into an asset sale agreement (**ASA**) to acquire all of the property, assets and undertakings of NUH and its affiliates reasonably required for the conduct of the Nuheara business (including, without limitation, logos, designs, design rights, copyright, patents, patent applications, drawings discoveries, inventions, improvements, trade secrets, technical data, formulae, computer programs, data bases including customer data bases, knowhow and similar industrial or intellectual property rights and the "Nuheara" business name), which includes the shares in Nuheara IP except for the Administration Balance in consideration for the secured debt currently owned by NUH to Realtek including the principal amount of \$2,500,000 which continues to accrue interest and late payment charges.
- 8 The DOCA will take effect upon each of the following being satisfied:
- 8.1 The execution of the DOCA by the parties to it; and
- 8.2 Execution of the subsidiary DOCAs referred to below.
- 9 Unfortunately the Proponent has not been provided details as to the existing employees of NUH, their duties or remuneration packages, but as part of its DOCA proposal the Proponent would look to interview all employees on an urgent basis to discuss with them offering ongoing employment with the Proponent to continue to work on the development of NUH's technology
- 10 Realtek agrees in relation to the application made by the Administrators in action no [ ] the subject of orders of the Federal Court made on 21 February 2025:
- 10.1 Subject only to it on appeal obtaining an order that it no pay such costs, to pay the Administrators Costs of the application within 14 days of the same being agreed or assessed by the Court; and
- 10.2 For the avoidance of doubt, should this proposal be accepted at a meeting of creditors pursuant to s439A of the Act, it will not appeal those orders.

## DOCA for Nuheara IP

The elements of the proposed DOCA for Nuheara IP are as follows:

- 1 The joint and several deed administrators would be Martin Jones, Matthew Woods and Clint Joseph.
- 2 The parties to the DOCA will be the relevant companies, the deed administrators and the Proponent.
- 3 The deed administrators will have all of the powers set out in Schedule 8A of the Corporations Regulations.
- 4 The deed fund in respect of the Nuheara IP will be distributed as follows:
  - 4.1 Firstly, in payment of the administrators' liabilities, administrators' disbursements and administrators' remuneration. As at the date of this proposal Realtek acknowledges that these amounts are estimated as follows:

NUH IP	Relevant clause	NUH IP
Administrators' fees incurred from date of appointment to 17 January 2025		(4,624)
Estimated Administrators fees from 18 January 2025 to the Reconvened Meeting of Creditors (25 Feb 25)	4.1	(1,756)
Estimated Administrators fees from Reconvened Meeting of Creditors to the Final Reconvened Meeting of Creditors		(15,000)
Estimated Administrators fees from the Final Reconvened Meeting of Creditors to the execution of the DOCA		(25,000)
<b>Total Administrators Fees</b>		<b>(46,379)</b>
Estimated Deed Administrators Remuneration execution of the DOCA to completion	4.2	(20,000)
<b>Total</b>		<b>(66,379)</b>

- 4.2 Secondly, in payment of the deed administrators' liabilities, deed administrators' disbursements and deed administrators' remuneration;
- 4.3 Thirdly, to the extent there are such claims, in full payment of entitlements that would, in a liquidation, be accorded a priority under section 556(1), 560 and 561 of the Corporations Act, including in respect of employees plus unpaid superannuation contributions and annual leave entitlements; and
- 4.4 Fourthly, in payment of a dividend to arm's length non-priority Unsecured Creditors of 21.1 cents in the dollar.
- 5 The deed fund in respect of Nuheara IP will be made up of:
  - 5.1 The relevant Administration Balances in respect of Nuheara IP; and
  - 5.2 A payment made by the Proponent to ensure that the fund is sufficient to meet all of the obligations set out in paragraph 4 above.

## DOCA for Terrace

The elements of the proposed DOCA for Terrace are as follows:

- 1 The joint and several deed administrators would be Martin Jones, Matthew Woods and Clint Joseph.
- 2 The parties to the DOCA will be the relevant companies, the deed administrators and the Proponent.
- 3 The deed administrators will have all of the powers set out in Schedule 8A of the Corporations Regulations.



4 The deed fund in respect of Terrace will be distributed as follows:

4.1 Firstly, in payment of the administrators' liabilities, administrators' disbursements and administrators' remuneration, which are included in the NUH. As at the date of this proposal Realek acknowledges that these amounts are estimated as follows:

Terrace Gold	Relevant clause	Terrace Gold
Administrators' fees Incurred from date of appointment to 17 January 2025		(4,379)
Estimated Administrators fees from 18 January 2025 to the Reconvened Meeting of Creditors (25 Feb 25)		(2,943)
Estimated Administrators fees from Reconvened Meeting of Creditors to the Final Reconvened Meeting of Creditors	4.1	(15,000)
Estimated Administrators fees from the Final Reconvened Meeting of Creditors to the execution of the DOCA		(25,000)
<b>Total Administrators Fees</b>		<b>(47,321)</b>
Estimated Deed Administrators fees (commencement to completion)	4.2	(20,000)
<b>Total</b>		<b>(67,321)</b>

4.2 Secondly, in payment of the deed administrators' liabilities, deed administrators' disbursements and deed administrators' remuneration; and

4.3 Thirdly, in payment of a dividend to arm's length non-priority Unsecured Creditors of 21.1 cents in the dollar.

5 The deed fund in respect of Terrace will be made up of:

5.1 The relevant Administration Balances in respect of Terrace; and

5.2 A payment made by the Proponent to ensure that the fund is sufficient to meet all of the obligations set out in paragraph 4 above.

Yours sincerely



David Sanders  
Corporate Counsel

## D1.2 – Orecchio Pty Ltd DOCA proposal received

---



Our Ref: 243627\_3440-1618-3096\_1

12 March 2025

Mr Martin Jones, Joint and Several Administrator  
NuHeara Limited (Administrators Appointed) KPMG  
Level 8, 235 St Georges Terrace  
PERTH WA 6000

By email: martinjones@kpmg.com.au

Dear Sir/Madam

### **NuHeara Limited (Administrators Appointed)**

We are instructed on behalf of Orecchio Pty Ltd ("Proponent") to submit a variation to the proposed Deed of Company Arrangement ("DOCA") for NuHeara Limited (Administrators Appointed) ("NUH"), NuHeara IP Pty Ltd (Administrators Appointed) ("NuHeara IP") and Terrace Gold Pty Ltd (Administrators Appointed) ("Terrace") (taken together, the "Group").

The authorities make it clear that your powers must be exercised in a way that maximises the chances of the company, or as much as possible of its business, continuing in existence; and only if that is not possible, results in a better return to creditors - *Blundell v Macrocom Pty Ltd* [2004] NSWSC 895 at [10]; *Re GBS Gold Australia Pty Ltd; Ex Parte Saker* [2009] WASC 25 at [21]. Only the Proponent's proposal properly addresses the primary object, given its undertakings of continuing employment, share options to encourage retention and reward of existing staff, preference to existing suppliers and to maintain an Australian domicile.

### **DOCA in respect of NUH**

The elements of the proposed DOCA for NUH are as follows:

1. The joint and several deed administrators would be Martin Jones, Matthew Woods and Clint Joseph.
2. The parties to the DOCA will be the Group, the deed administrators and the Proponent.
3. The deed administrators will have all of the powers set out in Schedule 8A of the Corporations Regulations.
4. Subject to fulfilment of each of the matters referred to in paragraphs 6, 7, 11 and 13, the deed administrators will seek to procure the liquidation of NUH on or before 30 June 2025.
5. The establishment of a creditors' trust in accordance with the provisions of paragraph 36 below.

---

ADELAIDE  
All correspondence to:  
Level 9, 63 Pirie Street  
Adelaide SA 5000  
T: 61 8 8228 1111

Cowell Clarke Pty Ltd | ABN 17 631 601 397  
[www.cowellclarke.com.au](http://www.cowellclarke.com.au)  
Liability limited by a scheme approved under  
the Professional Standards Legislation

SYDNEY  
Level 2, 50 Pitt Street  
Sydney NSW 2000  
T: 61 2 8255 6900

6. The Proponent will as a condition of the Asset Sale Agreement referred to in paragraph 13 below, offer employment to all current employees of NUH, consistent with their present employment terms and conditions and will assume the liability of NUH for all unpaid or accrued employee entitlements. The deed administrators will terminate the employment of all employees who accept such offers of employment. The Proponent will also make an employee share option scheme (ESOP) available to all those employees, whereby the employees will be offered options to acquire fully paid ordinary shares in the Proponent (**Proponent Shares**) comprising no more than 5% of the issued share capital of the Proponent at any time. Subject to the terms of the ESOP, the options will vest upon the later of the employee completing 1 year of service with the Proponent or on 30 June 2026 (provided the employee is employed by the Proponent on that date). Upon vesting, the options can be exercised for no cash payment in order to receive Proponent Shares. Employee eligibility will not be based on salary.
7. The deed fund will be distributed as follows:
  - 7.1 Firstly, in payment of the administrators' liabilities, administrators' disbursements and administrators' remuneration;
  - 7.2 Secondly, in payment of the deed administrators' liabilities, deed administrators' disbursements and deed administrators' remuneration;
  - 7.3 Thirdly, in the case of employees who are not employed by the Proponent in accordance with paragraph 6, payment of entitlements that would, in a liquidation, be accorded a priority under section 556(1), 560 and 561 of the Corporations Act, including in respect of employees plus unpaid superannuation contributions and annual leave entitlements; and
  - 7.4 Fourthly, in payment of a dividend to arm's length non-priority unsecured creditors.
8. The deed fund will be made up of:
  - 8.1 The net funds received and receivable by the administrators during the administration period ("**Administration Balance**");
  - 8.2 A payment made by the Proponent as payment for the assets and undertakings of NUH pursuant to the ASA as defined in paragraph 13 below ("**Deed Contribution**"); and
  - 8.3 A further amount to become payable into the creditors' trust if:
    - 8.3.1 the Proponent effects a sale of the business by 30 June 2026; **or**
    - 8.3.2 the Proponent earns a net profit after tax for the financial year ending 30 June 2026 to allow it to make such payment; andin both cases, from its profits after deducting its debts (whether or not due and payable) and the paid up capital of the Proponent, up to a further 50c/\$ (in each case the "**Uplift Amount**").
9. The Deed Contribution will be such amount as is required further and in addition to the Administration Balance so as to effect:
  - 9.1 Payment in full of the administrators' liabilities, administrators' disbursements and administrators' remuneration.
  - 9.2 Payment in full of the deed administrators' liabilities, deed administrators' disbursements and deed administrators' remuneration.

- 9.3 To the extent there are such claims, payment in full of all entitlements that would, in a liquidation, be accorded a priority under sections 556(1), 560 and 561 of the Corporations Act including in respect of employees plus unpaid superannuation contributions and annual leave entitlements.
- 9.4 Payment of a dividend to arm's-length non-priority unsecured creditors, other than the Proponent, which will be paid from the Deed Contribution and which based upon existing claims in the Administration, to result in a dividend of at least 30c/\$ to such creditors on a *pari passu* basis. For clarity, Realtek Semiconductor Corporation ("Realtek") is not an excluded creditor and would be eligible to be treated as an arm's-length non-priority unsecured creditor for the amount of its unsecured debt (being the amount of Realtek's debt after payment to it of the amount referred to in clause 13.1 below and the consequent discharge of its security).
- 9.5 If an Uplift Amount becomes payable, a further dividend payable to arm's-length non-priority unsecured creditors from the creditors' trust being their share on a *pari-passu* basis of the Uplift Amount, after deduction of the trustees' reasonable remuneration, costs and expenses.
10. For the purpose of the DOCA the obligations of the Group and the administrators to make payment under the Funding Term Sheet dated 18 November 2024 will be administrators' liabilities for the purpose of clauses 7.1 and 9.1 herein ("**First Funding Agreement**").
11. For the purpose of the DOCA further payment of \$570,000 foreshadowed in the earlier DOCA proposal will also be administrators' liabilities under s443A of the Act for the purpose of clauses 7.1 and 9.1 herein.
12. The deed administrators will not cause any of the Group to make claims or prove for or receive distributions based on an inter-group loan account balances.
13. The Proponent will enter into an asset sale agreement ("**ASA**") within 7 days from the date of this letter pursuant to which NUH will sell to the Proponent the following assets and undertakings:
- 13.1 The property of NUH which is the subject of a registered security agreement bearing no 202403150083941 in the Register established under the *Personal Property Securities Act 2009* (Cth) ("**Property**") in favour of Realtek. The consideration for the purchase of the Property is \$500,000 which will be payable to Realtek on completion of the ASA and such consideration shall in no circumstances be available to the creditors of NUH other than Realtek or for the purpose of meeting any of the liabilities referred to in paragraph 9 of this letter. The order to be sought pursuant to s442C of the Act will also seek to discharge the security referred to in this paragraph 12 held by Realtek over the Property.
- 13.2 All other property, assets and undertakings of NUH and the Subsidiaries required for the conduct of the Nuheara business (including, without limitation, all registered intellectual property and the "Nuheara" business name), which may include the shares in NuHeara IP (at the election of the Proponent) and the transfer of employees to the extent that the employees consent to the same.
14. The DOCA will take effect (the "**commencement date**") upon each of the following being satisfied:
- 14.1 The execution of the DOCA by the parties to it.
- 14.2 Execution of the subsidiary DOCAs referred to below.
15. The Deed Contribution will be payable upon the later of:

- 15.1 The commencement date; and
- 15.2 Fourteen days from the deed administrators informing the Proponent of their reasonable estimate of the net amount required to satisfy the obligations set out in paragraph 9 herein.
16. If there are any funds remaining after payment of the amounts provided for by clause 9, such funds will be returned to the Proponent.
17. From the commencement date there will be a moratorium in place against any enforcement of unsecured creditors' claims. Creditors entitled to prove must accept their entitlements under the DOCA in satisfaction of all claims they had when the administration began.
18. The property available for distribution to participating creditors will be limited to the amounts in the deed fund.
19. The DOCA will be fully effectuated upon payment of a dividend comprising the amounts referred to in paragraphs 9.3 and 9.4.
20. The DOCA will include standard terms providing for termination of the DOCA as determined to be appropriate by the administrators. The DOCA may also be terminated on grounds as provided for in the Corporations Act.

**DOCAs for NuHeara IP Pty Ltd (Administrators Appointed) and Terrace Gold Pty Ltd (Administrators Appointed) (collectively "the Subsidiaries").**

21. The Proponent also proposes a DOCA for the Subsidiaries which are also in administration. There could be one or two separate DOCAs.
22. The joint and several deed administrators would be Martin Jones, Matthew Woods and Clint Joseph.
23. The parties to the DOCA will be the relevant companies, the deed administrators and the Proponent .
24. The deed administrators will have all of the powers set out in Schedule 8A of the Corporations Regulations.
25. The deed fund in respect of the Subsidiaries (which for the avoidance of doubt is a separate fund to that referred to in paragraph 7 above) will be distributed as follows:
  - 25.1 Firstly, in payment of the administrators' liabilities, administrators' disbursements and administrators' remuneration;
  - 25.2 Secondly, in payment of the deed administrators' liabilities, deed administrators' disbursements and deed administrators' remuneration;
  - 25.3 Thirdly, to the extent there are such claims, in payment of entitlements that would, in a liquidation, be accorded a priority under section 556(1), 560 and 561 of the Corporations Act, including in respect of employees plus unpaid superannuation contributions and annual leave entitlements; and
  - 25.4 Fourthly, in payment of a dividend to arm's length non-priority unsecured creditors.
26. The deed fund in respect of the subsidiaries will be made up of:
  - 26.1 The relevant Administration Balances in respect of the Subsidiaries (if any); and

- 26.2 A payment made by the Proponent ("Subsidiary Deed Contribution").
27. The Subsidiary Deed Contribution will be such amount as is required further and in addition to the Administration Balance so as to effect:
- 27.1 Payment in full of the administrators' liabilities, administrators' disbursements and administrators' remuneration;
- 27.2 Payment in full of the deed administrators' liabilities, deed administrators' disbursements and deed administrators' remuneration;
- 27.3 Payment in full of all entitlements that would, in a liquidation, be accorded a priority under sections 556(1), 560 and 561 of the Corporations Act including in respect of employees plus unpaid superannuation contributions and annual leave entitlements; and
- 27.4 Payment of such dividend to arm's-length non-priority unsecured creditors (if any) on the same terms specified in paragraph 9.4 above.
28. The establishment of a creditors trust in accordance with paragraph 36 below.
29. The subsidiary DOCAs will take effect upon each of the following being satisfied:
- 29.1 Execution of the subsidiary DOCAs; and
- 29.2 The commencement of the NUH DOCA.
30. The Deed Contribution will be payable upon the later of:
- 30.1 The commencement date; and
- 30.2 Fourteen days from the deed administrators informing the Proponent of their reasonable estimate of the net amount required to satisfy the obligations set out in paragraph 26 above.
31. If there are any funds remaining after payment of the amounts provided for by paragraph 26, such funds will be returned to the Proponent.
32. From the commencement date there will be a moratorium in place against any enforcement of unsecured creditors' claims. Creditors entitled to prove must accept their entitlements under the DOCA in satisfaction of all claims they had when the administration began.
33. The property available for distribution to participating creditors will be limited to the amounts in the deed fund.
34. The DOCA will be fully effectuated upon payment of a dividend comprising the amounts referred to in paragraph 27.
35. The DOCA will include standard terms providing for termination of the DOCA as determined to be appropriate by the administrators. The DOCA may also be terminated on grounds as provided for in the Corporations Act.
36. Upon the payment of the Deed Contribution and Subsidiary Deed Contribution in respect of each of the DOCAs, the deed administrators will establish a creditors' trust to be known as the "Nuheara Group Creditors' Trust" ("Trust").
- 36.1 The deed administrators will be the trustees of the Trust and will administer it;

- 36.2 Upon execution of the trust deed for the Trust, all admissible creditor claims against NUH and the Subsidiaries being that of employees or participating unsecured creditors will be transferred to the Trust and become liabilities of the Trust with NUH and the Subsidiaries being released and discharged from the same;
- 36.3 Upon the execution of the trust deed for the Trust, the amount held by the deed administrators by way of the Deed Fund will be paid to the trustees of the Trust to be administered and dealt with in accordance with the terms of the trust deed.
37. The Proponent will provide an undertaking on a basis reasonably acceptable to the administrators:
- 37.1 to trade the business utilising the assets purchased pursuant to the ASA and, and employing the staff to whom it makes offers of employment which are accepted for a period of at least 18 months from the commencement date unless earlier sold;
- 37.2 to utilise the goods and services of supplier non-priority unsecured creditors wherever practicable in the course of such trading; and
- 37.3 remain domiciled in Australia and maintain its head office and senior management in Australia.

If you would like to discuss any aspect of the above proposal, please do not hesitate to get in touch.

Yours faithfully  
Cowell Clarke

Per: 

Richard Beissel  
Director  
RBeissel@cowellclarke.com.au

Copy to: Kieran Chu, KPMG  
By email: kchu2@kpmg.com.au

## E – Forms to be Completed

---

Creditors should review the contents of this report and complete the following forms by **4:00pm** on 14 March 2025:

Form/ voting	Where to submit
Appointment of Proxy - (Form 532) Creditors of NUH - ( <b>Annexure E1.1</b> ) Creditors of NUH IP - ( <b>Annexure E1.2</b> ) Creditors of Terrace Gold - ( <b>Annexure E1.3</b> )	<b>Email:</b> nuheara@kpmg.com.au <b>Post:</b> GPO Box A29, PERTH WA 6837
COI Nomination Form (only applicable for liquidation) ( <b>Annexure E2</b> )	
Proof of Debt - (Form 535)	Via Creditors' Portal <a href="https://creditors.accountants/">https://creditors.accountants/</a>



# E1.1 – Appointment of Proxy: Nuheara Limited

**Form 532 - Appointment of Proxy**  
*Insolvency Practice Rules (Corporations) 2016, Section 75-25*

Return to no later than 4:00pm AWST 14 March 2025 to:  
 KPMG GPO Box A29, PERTH WA 6837  
 Tel: +61 8 9263 7171  
 Fax: +61 8 9263 7129  
 Email: nuheara@kpmg.com.au

**Indebted Company: Nuheara Limited (Administrators Appointed)**

**ACN 125 167 133**

**Date of Appointment: 7 August 2024**

## A. Name and Contact Details of Person or Entity Entitled to Attend Meeting

<sup>1</sup>

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

<sup>2</sup> of

*(address)*

<sup>3</sup> Tel:

<sup>4</sup> Email:

## B. Appointment of Person to Act as Proxy

*Note: You may nominate "the Chairperson of the meeting" as your proxy (or your alternate proxy in the event that the first-named proxy is not in attendance).*

<sup>1</sup> I/We, as named in Section A above, a creditor / employee of the Company, appoint

<sup>2</sup>

*(name of person appointed as proxy)*

<sup>3</sup>

<sup>4</sup> or in his / her absence

*(address of person appointed as proxy)*

<sup>5</sup>

*(name of person appointed as alternate proxy)*

<sup>6</sup>

<sup>7</sup> as \*my / \*our proxy

*(address of person appointed as alternate proxy)*

to vote at the meeting of creditors to be held on 17 March 2025 at 11:30am AWST at the offices of KPMG, Level 8, 235 St Georges Terrace, PERTH WA 6000.

## C. Voting Instructions

<sup>1</sup> \*My / \*Our proxy, as named in Section B above, is entitled to act as \*my / \*our :

<sup>2</sup> **general proxy**, to vote on \*my / \*our behalf **and / or**

<sup>3</sup> **special proxy**, to vote on \*my / \*our behalf specifically as follows:

Resolution	For	Against	Abstain
<b>Future of the company</b>			
1. That, pursuant to Section 439C of the Corporations Act 2001 (the Act), the Company execute a Deed of Company Arrangement, under Part 5.3A of the Act, in the same form as the proposal statement presented to the meeting by <b>Realtek Semiconductor Corporation</b> (even if it differs from the proposed Deed (if any) details of which accompanied the notice of meeting).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. That, pursuant to Section 439C of the Corporations Act 2001 (the Act), the Company execute a Deed of Company Arrangement, under Part 5.3A of the Act, in the same form as the proposal statement presented to the meeting by <b>Orecchio Pty Ltd</b> (even if it differs from the proposed Deed (if any) details of which accompanied the notice of meeting).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Resolution	For	Against	Abstain
3. That the Administration should end and control of the company be returned to the Directors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. That the Company be wound up.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>If the Company is wound up</b>			
5. If the Company is wound up and an alternate Liquidator is proposed, a resolution will be put to the meeting to consider any alternative appointee (if applicable).	To be voted on at the meeting	To be voted on at the meeting	To be voted on at the meeting
6. That a Committee of Inspection be appointed, the members of which are to be determined by the meeting.	To be voted on at the meeting	To be voted on at the meeting	To be voted on at the meeting
<b>Voluntary Administrator's Remuneration</b>			
7. That the remuneration of the Administrators, as set out in the Remuneration Approval Request dated 13 March 2025 for the period from 7 August 2024 to 28 February 2025 be fixed in the amount of \$1,206,422, plus any applicable GST, and may be paid.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. That the future remuneration of the Administrators, as set out in the Remuneration Approval Request dated 13 March 2025, for the period from 1 March 2025 to 17 March 2025 be fixed up to a maximum amount of \$200,000, plus any applicable GST, but subject to upward revision by resolution of creditors, and that the Administrators be authorised to make periodic payments on account of such accruing remuneration as incurred.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. That the future remuneration of the Administrators, as set out in the Remuneration Approval Request dated 13 March 2025, for the period from 17 March 2025 to the commencement of DOCA be fixed up to a maximum amount of \$90,000, plus any applicable GST, but subject to upward revision by resolution of creditors, and that the Administrators be authorised to make periodic payments on account of such accruing remuneration as incurred.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Deed Administrator's Remuneration – if applicable</b>			
10. That the future remuneration of the Deed Administrators, as set out in the Remuneration Approval Request dated 7 March 2025, for the period from the commencement of DOCA to completion be fixed up to a maximum amount of \$105,000, plus any applicable GST, but subject to upward revision by resolution of creditors, and that the Administrators be authorised to make periodic payments on account of such accruing remuneration as incurred.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Trustees Remuneration – only applicable in Orecchio's DOCA</b>			
11. That the remuneration of the Trustees of the Nuheara Group Creditors' Trust, as set out in the Remuneration Approval Request dated 13 March 2025, for the period from the date of commencement of the Trust to completion be fixed up to a maximum amount of \$130,000 combined, plus any applicable GST, but subject to upward revision by resolution of creditors, and that the Trustees be authorised to make periodic payments on account of such accruing remuneration as incurred.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Liquidator's Remuneration – if applicable</b>			
12. That the future remuneration of the Liquidators, as set out in the Remuneration Approval Request dated 13 March 2025, for the period from 17 March 2025 to completion be fixed up to a maximum amount of \$200,000, plus any applicable GST, but subject to upward revision by resolution of creditors, and that the Liquidators be authorised to make periodic payments on account of such accruing remuneration as incurred.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Voluntary Administrator's Disbursements</b>			
13. That the internal disbursements of the Administrators, as set out in the Remuneration Approval Request dated 13 March 2025 for the period from 7 August 2024 to 28 February 2025 be fixed in the amount of \$1,331.18, plus any applicable GST, and may be paid.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

---

**D. Signature**

<sup>1</sup> Dated:

<sup>2</sup> Signature:

<sup>3</sup> Name / Capacity:

---

## E1.2 – Appointment of Proxy: Nuheara IP Pty Ltd

**Form 532 - Appointment of Proxy**  
*Insolvency Practice Rules (Corporations) 2016, Section 75-25*

Return to no later than 4:00pm AWST 14 March 2025 to:  
 KPMG GPO Box A29, PERTH WA 6837  
 Tel: +61 8 9263 7171  
 Fax: +61 8 9263 7129  
 Email: nuheara@kpmg.com.au

**Indebted Company: Nuheara IP Pty Ltd (Administrators Appointed)**

**ACN 605 704 096**

**Date of Appointment: 7 August 2024**

### A. Name and Contact Details of Person or Entity Entitled to Attend Meeting

<sup>1</sup>

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

<sup>2</sup> of

*(address)*

<sup>3</sup> Tel:

<sup>4</sup> Email:

### B. Appointment of Person to Act as Proxy

*Note: You may nominate "the Chairperson of the meeting" as your proxy (or your alternate proxy in the event that the first-named proxy is not in attendance).*

<sup>1</sup> I/We, as named in Section A above, a creditor / employee of the Company, appoint

<sup>2</sup>

*(name of person appointed as proxy)*

<sup>3</sup>

<sup>4</sup> or in his / her absence

*(address of person appointed as proxy)*

<sup>5</sup>

*(name of person appointed as alternate proxy)*

<sup>6</sup>

<sup>7</sup> as \*my / \*our proxy

*(address of person appointed as alternate proxy)*

to vote at the meeting of creditors to be held on 17 March 2025 at 11:30am AWST at the offices of KPMG, Level 8, 235 St Georges Terrace, PERTH WA 6000.

### C. Voting Instructions

<sup>1</sup> \*My / \*Our proxy, as named in Section B above, is entitled to act as \*my / \*our :

<sup>2</sup> **general proxy**, to vote on \*my / \*our behalf **and / or**

<sup>3</sup> **special proxy**, to vote on \*my / \*our behalf specifically as follows:

Resolution	For	Against	Abstain
<b>Future of the company</b>			
1. That, pursuant to Section 439C of the Corporations Act 2001 (the Act), the Company execute a Deed of Company Arrangement, under Part 5.3A of the Act, in the same form as the proposal statement presented to the meeting by <b>Realtek Semiconductor Corporation</b> (even if it differs from the proposed Deed (if any) details of which accompanied the notice of meeting).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. That, pursuant to Section 439C of the Corporations Act 2001 (the Act), the Company execute a Deed of Company Arrangement, under Part 5.3A of the Act, in the same form as the proposal statement presented to the meeting by <b>Orecchio Pty Ltd</b> (even if it differs from the proposed Deed (if any) details of which accompanied the notice of meeting).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Resolution	For	Against	Abstain
3. That the Administration should end and control of the company be returned to the Directors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. That the Company be wound up.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>If the Company is wound up</b>			
5. If the Company is wound up and an alternate Liquidator is proposed, a resolution will be put to the meeting to consider any alternative appointee (if applicable).	To be voted on at the meeting	To be voted on at the meeting	To be voted on at the meeting
6. That a Committee of Inspection be appointed, the members of which are to be determined by the meeting.	To be voted on at the meeting	To be voted on at the meeting	To be voted on at the meeting
<b>Voluntary Administrator's Remuneration</b>			
7. That the remuneration of the Administrators, as set out in the Remuneration Approval Request dated 13 March 2025, for the period from 7 August 2024 to 28 February 2025 be fixed in the amount of \$5,447, plus any applicable GST, and may be paid.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. That the future remuneration of the Administrators, as set out in the Remuneration Approval Request dated 13 March 2025, for the period from 1 March 2025 to 17 March 2025 be fixed up to a maximum amount of \$5,000, plus any applicable GST, but subject to upward revision by resolution of creditors, and that the Administrators be authorised to make periodic payments on account of such accruing remuneration as incurred.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. That the future remuneration of the Administrators, as set out in the Remuneration Approval Request dated 13 March 2025, for the period from 17 March 2025 to the commencement of DOCA be fixed up to a maximum amount of \$5,000, plus any applicable GST, but subject to upward revision by resolution of creditors, and that the Administrators be authorised to make periodic payments on account of such accruing remuneration as incurred.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Deed Administrator's Remuneration – if applicable</b>			
10. That the future remuneration of the Deed Administrators, as set out in the Remuneration Approval Request dated 13 March 2025, for the period from the commencement of DOCA to completion be fixed up to a maximum amount of \$5,000, plus any applicable GST, but subject to upward revision by resolution of creditors, and that the Administrators be authorised to make periodic payments on account of such accruing remuneration as incurred.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Trustees Remuneration – only applicable in Orecchio's DOCA</b>			
11. That the remuneration of the Trustees of the Nuheara Group Creditors' Trust, as set out in the Remuneration Approval Request dated 13 March 2025, for the period from the date of commencement of the Trust to completion be fixed up to a maximum amount of \$130,000 combined, plus any applicable GST, but subject to upward revision by resolution of creditors, and that the Trustees be authorised to make periodic payments on account of such accruing remuneration as incurred.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Liquidator's Remuneration – if applicable</b>			
12. That the future remuneration of the Liquidators, as set out in the Remuneration Approval Request dated 13 March 2025, for the period from 25 February 2025 to completion be fixed up to a maximum amount of \$30,000 plus any applicable GST, but subject to upward revision by resolution of creditors, and that the Liquidators be authorised to make periodic payments on account of such accruing remuneration as incurred.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Voluntary Administrator's Disbursements</b>			
13. That the internal disbursements of the Administrators, as set out in the Remuneration Approval Request dated 13 March 2025 for the period from 7 August 2024 to 28 February 2025 be fixed in the amount of \$207.77, plus any applicable GST, and may be paid.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

---

**D. Signature**

<sup>1</sup> Dated:

<sup>2</sup> Signature:

<sup>3</sup> Name / Capacity:

---

## E1.3 – Appointment of Proxy: Terrace Gold Pty Ltd

**Form 532 - Appointment of Proxy**  
*Insolvency Practice Rules (Corporations) 2016, Section 75-25*

Return to no later than 4:00pm AWST 14 March 2025 to:  
 KPMG GPO Box A29, PERTH WA 6837  
 Tel: +61 8 9263 7171  
 Fax: +61 8 9263 7129  
 Email: nuheara@kpmg.com.au

**Indebted Company: Terrace Gold Pty Ltd (Administrators Appointed)**

**ACN 072 608 952**

**Date of Appointment: 7 August 2024**

### A. Name and Contact Details of Person or Entity Entitled to Attend Meeting

<sup>1</sup>

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

<sup>2</sup> of

*(address)*

<sup>3</sup> Tel:

<sup>4</sup> Email:

### B. Appointment of Person to Act as Proxy

*Note: You may nominate "the Chairperson of the meeting" as your proxy (or your alternate proxy in the event that the first-named proxy is not in attendance).*

<sup>1</sup> I/We, as named in Section A above, a creditor / employee of the Company, appoint

<sup>2</sup>

*(name of person appointed as proxy)*

<sup>3</sup>

<sup>4</sup> or in his / her absence

*(address of person appointed as proxy)*

<sup>5</sup>

*(name of person appointed as alternate proxy)*

<sup>6</sup>

<sup>7</sup> as \*my / \*our proxy

*(address of person appointed as alternate proxy)*

to vote at the meeting of creditors to be held on 17 March 2025 at 11:30am AWST at the offices of KPMG, Level 8, 235 St Georges Terrace, PERTH WA 6000.

### C. Voting Instructions

<sup>1</sup> \*My / \*Our proxy, as named in Section B above, is entitled to act as \*my / \*our :

<sup>2</sup> **general proxy**, to vote on \*my / \*our behalf **and / or**

<sup>3</sup> **special proxy**, to vote on \*my / \*our behalf specifically as follows:

Resolution	For	Against	Abstain
<b>Future of the company</b>			
1. That, pursuant to Section 439C of the Corporations Act 2001 (the Act), the Company execute a Deed of Company Arrangement, under Part 5.3A of the Act, in the same form as the proposal statement presented to the meeting by <b>Realtek Semiconductor Corporation</b> (even if it differs from the proposed Deed (if any) details of which accompanied the notice of meeting).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. That, pursuant to Section 439C of the Corporations Act 2001 (the Act), the Company execute a Deed of Company Arrangement, under Part 5.3A of the Act, in the same form as the proposal statement presented to the meeting by <b>Orecchio Pty Ltd</b> (even if it differs from the proposed Deed (if any) details of which accompanied the notice of meeting).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Resolution	For	Against	Abstain
3. That the Administration should end and control of the company be returned to the Directors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. That the Company be wound up.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>If the Company is wound up</b>			
5. If the Company is wound up and an alternate Liquidator is proposed, a resolution will be put to the meeting to consider any alternative appointee (if applicable).	To be voted on at the meeting	To be voted on at the meeting	To be voted on at the meeting
6. That a Committee of Inspection be appointed, the members of which are to be determined by the meeting.	To be voted on at the meeting	To be voted on at the meeting	To be voted on at the meeting
<b>Voluntary Administrator's Remuneration</b>			
7. That the remuneration of the Administrators, as set out in the Remuneration Approval Request dated 13 March 2025 for the period from 7 August 2024 to 28 February 2025 be fixed in the amount of \$6,422, plus any applicable GST, and may be paid.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. That the future remuneration of the Administrators, as set out in the Remuneration Approval Request dated 13 March 2025, for the period from 1 March 2025 to 17 March 2025 be fixed up to a maximum amount of \$5,000, plus any applicable GST, but subject to upward revision by resolution of creditors, and that the Administrators be authorised to make periodic payments on account of such accruing remuneration as incurred.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. That the future remuneration of the Administrators, as set out in the Remuneration Approval Request dated 13 March 2025, for the period from 17 March 2025 to the commencement of DOCA be fixed up to a maximum amount of \$5,000, plus any applicable GST, but subject to upward revision by resolution of creditors, and that the Administrators be authorised to make periodic payments on account of such accruing remuneration as incurred.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Deed Administrator's Remuneration – if applicable</b>			
10. That the future remuneration of the Deed Administrators, as set out in the Remuneration Approval Request dated 7 March 2025, for the period from the commencement of DOCA to completion be fixed up to a maximum amount of \$5,000, plus any applicable GST, but subject to upward revision by resolution of creditors, and that the Administrators be authorised to make periodic payments on account of such accruing remuneration as incurred.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Trustees Remuneration – only applicable in Orecchio's DOCA</b>			
11. That the remuneration of the Trustees of the Nuheara Group Creditors' Trust, as set out in the Remuneration Approval Request dated 13 March 2025, for the period from the date of commencement of the Trust to completion be fixed up to a maximum amount of \$130,000 combined, plus any applicable GST, but subject to upward revision by resolution of creditors, and that the Trustees be authorised to make periodic payments on account of such accruing remuneration as incurred.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Liquidator's Remuneration – if applicable</b>			
12. That the future remuneration of the Liquidators, as set out in the Remuneration Approval Request dated 13 March 2025, for the period from 17 March 2025 to completion be fixed up to a maximum amount of \$30,000 plus any applicable GST, but subject to upward revision by resolution of creditors, and that the Liquidators be authorised to make periodic payments on account of such accruing remuneration as incurred.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Voluntary Administrator's Disbursements</b>			
13. That the internal disbursements of the Administrators, as set out in the Remuneration Approval Request dated 13 March 2025 for the period from 7 August 2024 to 28 February 2025 be fixed in the amount of \$207.77, plus any applicable GST, and may be paid.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



---

**D. Signature**

<sup>1</sup> Dated:

<sup>2</sup> Signature:

<sup>3</sup> Name / Capacity:

---

## Creditor Assistance Sheet: Completing a Proxy Form

### Section A – Name and Contact Details of Person or Entity Entitled to Attend Meeting

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

### Section B – Appointment of Person to Act as Proxy

1. Cross out any wording that is **not** applicable. For example, if the employee/individual/sole trader/partnership/company is a creditor, cross out ‘eligible employee creditor’, ‘contributory’, ‘debenture holder’ and ‘member’.
2. Insert the name of the person who will be exercising the creditor’s vote at the meeting. If someone is attending the meeting in person, that person’s name should be inserted. Alternatively, if someone is unable to attend, but you still want to cast a vote at the meeting, then you can appoint the Chairperson of the meeting to vote on your behalf by inserting the words ‘the Chairperson’ here.
3. Insert the address of the person nominated at (2) that will be attending the meeting as proxy. If you have elected ‘the Chairperson’ because no one is attending in person, leave this row blank.
4. Cross out any wording that is **not** applicable.
5. If the person you have elected to attend is unavailable on the day, you may nominate a second person to attend in their absence. Alternatively, you can appoint the Chairperson of the meeting to vote on your behalf by inserting ‘the Chairperson’.
6. Insert the address of the second person here. If you have elected ‘the Chairperson’, leave this row blank.
7. Cross out any wording that is not applicable.

### Section C – Voting Instructions

1. Cross out any wording that is not applicable.
2. Insert an ‘X’ in this box if you want the person who is attending the meeting to vote as they see fit on each of the resolutions in the ‘Resolution’ table. If you select this option, proceed to Section D, **unless** you wish to vote specifically on certain resolutions, in which case you also insert an ‘X’ in the special proxy box and select ‘For’, ‘Against’ or ‘Abstain’ on the resolutions. The person voting at the meeting will have discretion to vote as they see fit on any resolutions where you have **not** selected ‘For’, ‘Against’ or ‘Abstain’.
3. Insert an ‘X’ in this box if you want the person who is attending the meeting, to vote exactly in accordance with your instructions. If you select this option, you must select ‘For’, ‘Against’ or ‘Abstain’ for each of the resolutions in the ‘Resolution’ table. Do not tick more than one box for each resolution.

### Section D – Signature Instructions

1. Insert the date that the proxy 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 company, then a duly authorised office of the company (normally a director or secretary of the company).
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 company, note their capacity as director or secretary, eg: “[Full name], director/secretary of the company named in Section A above”]

## E2 – Nomination Form – COI

### Nomination Form – Committee of Inspection Section 80-55 of Schedule to the Corporations Act 2001

**Creditors please note – only to be completed if you wish to nominate a member to the COI (in a Liquidation scenario)**

Return no later than 4:00pm AWST 14 March 2025 to:  
KPMG GPO Box A29, PERTH WA 6837  
Tel: +61 8 9263 7171  
Fax: +61 8 9263 7129  
Email: nuheara@kpmg.com.au

**Indebted Company:** Please indicate the company for which your formal Proof of Debt is provided for by ticking a box below. If you are a creditor for more than one company, please provide a separate form for each company you wish to lodge a claim against.

**Date of Appointment:** 7/08/2024

Company Name	ACN	Tick
Nuheara Limited	125 167 133	<input type="checkbox"/>
Nuheara IP Pty Ltd	605 704 096	<input type="checkbox"/>
Terrace Gold Pty Ltd	072 608 952	<input type="checkbox"/>

#### A. Name and Contact Details of Person or Entity Entitled to Attend Meeting

<sup>1</sup>

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

<sup>2</sup> of

(address)

<sup>3</sup> Tel:

<sup>4</sup> Email:

#### B. Nomination of Person as Member of Committee of Inspection, if one is appointed

I/We, as named in Section A above, nominate

<sup>1</sup>

(name of person nominated as member of Committee of Inspection, if one is appointed)

<sup>2</sup>

(address of person nominated as member of Committee of Inspection, if one is appointed)

<sup>3</sup>

(email address of person nominated as member of Committee of Inspection, if one is appointed)

#### C. Declaration in relation to Transactions with the Indebted Company

During the external administration, I/We, as named in Section A above, contemplate entering into the following transactions with the Indebted Company during the external administration<sup>1</sup>:

**continuance of service and/or supply agreements** as detailed below:

.....  
.....  
.....  
.....

**potential acquisition of the business and/or assets** of the Indebted Company

**other** – please provide details below:

.....  
.....  
.....

---

**D. Signature**

<sup>1</sup> Dated:

---

<sup>2</sup> Signature:

---

<sup>3</sup> Name / Capacity:

---

## Creditor Assistance Sheet: Completing a Committee of Inspection Nomination Form

### Section A – Name and Contact Details of Person or Entity Entitled to Attend Meeting

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

### Section B – Nomination of Person as Member of Committee of Inspection, if one is appointed

1. Insert the name of the person who is being nominated by the creditor as the member of the Committee of Inspection.
2. Insert the address of the person nominated at (1).
3. Insert the email address of the person nominated at (1).

### Section C – Declaration in relation to Transactions with the Indebted Company

1. Indicate the type of transactions contemplated between the person/entity named in Section A and the Indebted Company during the course of the external administration.

### Section D – Signature Instructions

1. Insert the date that the nomination 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 company, then a duly authorised office of the company (normally a director or secretary of the company).
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 company, note their capacity as director or secretary, eg: “[Full name], director/secretary of the company named in Section A above”]

## E3 – Proof of Debt

**Form 535 Formal Proof of Debt or Claim Form**  
*Corporations Act 2001, Regulation 5.6.49(2)*

Return to: KPMG GPO Box A29, PERTH WA 6837  
Tel: +61 8 9263 7171  
Fax: +61 8 9263 7129  
Email: nuheara@kpmg.com.au

**Indebted Company: Please indicate the company for which your formal Proof of Debt is provided for by ticking a box below. If you are a creditor for more than one company, please provide a separate form for each company you wish to lodge a claim against.**

**Date of Appointment: 7/08/2024**

Company Name	ACN	Tick
Nuheara Limited	125 167 133	<input type="checkbox"/>
Nuheara IP Pty Ltd	605 704 096	<input type="checkbox"/>
Terrace Gold Pty Ltd	072 608 952	<input type="checkbox"/>

### A. Name and Contact Details of Creditor

<sup>1</sup> \_\_\_\_\_ (the Creditor)

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

<sup>2</sup> of \_\_\_\_\_

*(insert address)*

<sup>3</sup> Tel: \_\_\_\_\_

<sup>4</sup> Email: \_\_\_\_\_

Tick this box to elect to receive electronic notification of notices or documents, in accordance with Section 110E of the Corporations Act 2001, at the email address specified above.

### B. Details of Debt or Claim

<sup>1</sup> Amount owing: \_\_\_\_\_

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

<sup>2</sup> Nature of Debt or Claim: \_\_\_\_\_

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

<sup>3</sup> 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
- The Creditor is a related party (please indicate: secured / unsecured)

For all claims:

<sup>4</sup> I have attached supporting documentation to substantiate the Creditor's claim *(secured creditors must attach evidence of security)*

<sup>5</sup> 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

<sup>1</sup> Dated: \_\_\_\_\_

---

<sup>2</sup> Signature:

<sup>3</sup> 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 company that the debt is owed to.
2. Insert the address of the employee, individual, sole trader, partnership or company that the debt is owed to.
3. Insert the telephone number of the employee, individual, sole trader, partnership or company that the debt is owed to.
4. Insert the email address of the employee, individual, sole trader, partnership or company 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 company, 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 company, then a duly authorised office of the company (normally a director or secretary of the company).
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 company, note their capacity as director or secretary, eg: “[Full name], director/secretary of the company named in Section A above”]