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22 May 2024

To Creditors and Employees

Dear Sir/Madam

Proform Food Group Pty Ltd ACN 651 562 971
Proform Innovation Pty Limited ACN 117 578 971
Proform Foods Pty Limited ACN 136 915 341
Proform Gourmet Pty Limited ACN 167 199 813

(all Administrators Appointed) **(collectively the Group)**

Gayle Dickson and I were appointed Administrators of the Group on 22 May 2024 pursuant to Section 436A of the Corporations Act 2001 (**the Act**).

The Administrators now control the Group's operations and are assessing its financial position.

The purpose of this letter is to provide you with information about the administration of the Group and your rights as a creditor, and contains the following sections.

- 1 First meeting of creditors
- 2 Declaration by the Administrators
- 3 Information for suppliers and trade creditors - trading arrangements
- 4 Legal proceedings
- 5 Employees
- 6 Report to creditors and second meeting of creditors
- 7 Creditor rights
- 8 Administrators' remuneration
- 9 Electronic notification
- 10 Further information

Attachments to this letter are described in the table below:

Annexure	Document	Description
A	Notice of first meeting of creditors	– Refer to section 1 of this letter
B	Short Guide to the Creditors' Portal	– Refer to section 1 of this letter
C	Declaration of independence, relevant relationships and indemnities	– Refer to section 2 of this letter
D	Short guide to the Personal Property Securities Act	– Refer to section 3.2 of this letter
E	Information sheet - creditor rights in voluntary administration	– Refer to section 7 of this letter
F	Initial remuneration notice	– Refer to section 8 of this letter
G	Forms to be completed:	
G1	– Appointment of proxy (form 532)	– Refer to section 1 of this letter
G2	– Nomination form – Committee of Inspection	– Refer to section 1 of this letter

\\20240522 First Creditors Circular - Trading

1 First meeting of creditors

We are required to call a first meeting of creditors within eight business days of our appointment pursuant to Section 436E of the Act. The purpose of this meeting is to provide creditors with an opportunity to:

- Appoint a Committee of Inspection (COI); and
- Appoint an alternative Administrator, if they so desire.

The notice of meeting is attached as **Annexure A**. Details of the meeting are as follows:

Date: Thursday, 30 May 2024
Time: 2:00PM AEST
Location: Virtual meeting held via Microsoft Teams

We are using the Creditors' Portal to manage creditor claims and allow creditors to vote on resolutions put forward at the meeting of creditors. All creditors are required to register and submit a formal proof of debt form electronically via the Creditors' Portal at the following link <https://creditors.accountants/>. Creditors can find further guidance on how to register, submit and manage a claim at **Annexure B**.

Creditors wishing to vote at the meeting, who will not be attending in person or are a company, must complete a formal proof of debt form electronically by registering a claim on the Creditors' Portal and complete a proxy form (**Annexure G1**) no later than **4.00pm on the last business day prior to the meeting**. A completed proxy form can be emailed to proformgroup@kpmg.com.au.

A person is not entitled to vote at the meeting unless they lodge particulars of the debt or claim via the Creditors' Portal before the meeting. All creditors must upload to the Creditors' Portal full details of their claims, indicating whether they rank as secured, preferential or unsecured, and whether they claim title to any goods supplied to the Group or any lien over goods in their possession which are the property of the Group.

Should you wish to attend the meeting, please click on the following link to register to attend – [Link to meeting registration](#). Once you have registered you will receive an automatic response providing you with a link to the meeting and dial in details

A COI is a small working group of creditors appointed to assist the Administrators. Section 80-55 of Schedule 2 to the Act imposes certain limitations on the ability of members of a COI to trade with the Group and/or purchase assets. Those creditors wishing to nominate a member for appointment to a COI (if one is appointed) must complete the attached Nomination Form – COI (**Annexure G2**) and return it to this office no later than **4.00pm on the day prior to the meeting** by email to proformgroup@kpmg.com.au.

2 Declaration by Administrators

Pursuant to Sections 436DA(2) and (3) of the Act and the Australian Restructuring Insolvency & Turnaround Association (**ARITA**) Code of Professional Practice (**the Code**), we attach our 'Declaration of Independence, Relevant Relationships and Indemnities' (**DIRRI**) as **Annexure C**.



3 Information for suppliers and trade creditors - trading arrangements

At this stage, the Administrators intend to continue to trade the Group and we draw your attention to the following information.

3.1 Trading accounts

The Act provides that the Administrators are personally liable for liabilities arising from services rendered, goods bought or property hired, leased, used or occupied during the administration.

- Please close your accounts with the Group in respect of goods supplied and / or services rendered up to **21 May 2024**
- Please open a new account in the name of the relevant Group entity with the suffix “(Administrators Appointed)” for the supply of authorised goods and services to the Administrators.
- From **22 May 2024** liability will only be accepted by the Administrators in respect of the purchase of goods or services authorised by the Administrators or their representatives, whose specimen signatures are below. Accounts will be paid in accordance with your usual terms of credit.

Authorisor name	Authorisation limit	Signature
Gayle Dickerson	\$Unlimited	
James Dampney	\$Unlimited	

If there are any outstanding or unfulfilled orders placed by the Group prior to our appointment, including those under which there are goods in transit, please contact Grace Talty of this office on 02 9273 5666 or email proformgroup@kpmg.com.au to obtain written confirmation that the order should proceed.

3.2 Consignment stock, goods subject to purchase money security interests and liens / pledges

If you supplied consignment stock to the Group, or believe you provided stock subject to a purchase money security interest (formerly a retention of title clause), or claim a lien / pledge over any of the Group's assets, please contact proformgroup@kpmg.com.au of this office as a matter of urgency. See further information at **Annexure D**.

3.3 Contracts / agreements

The Administrators expressly refrain from personally adopting any of the Group's contracts existing at the date of their appointment. All contracts are currently under review. The Administrators will advise the status of contracts as soon as practicable.

3.4 Property used but not owned by the Group

In accordance with section 443B of the Act, the Administrators' liability under hire purchase or lease agreements does not commence until seven days after the Administrators' appointment. Further, pursuant to Section 440B of the Act, the lessor or owner of property in the Group's control is not entitled to take possession of such property without leave of the Court or the Administrators' written consent.

We will write separately to known lease and hire purchase creditors regarding such assets. Please contact this office if you do not receive our letter.

4 Legal proceedings

The appointment of Administrators stays a proceeding in a court against the Group. You cannot commence or continue a proceeding against the Group without our written consent or the leave of the Court.

5 Employees

We have written separately to employees regarding the appointment of the Administrators.

6 Report to creditors and second meeting of creditors

The Administrators will prepare a report to creditors under Section 438A of the Act and Insolvency Practice Rules (Corporations) 2016 (**IPR**) 75-225 which will include details on the Group's business, property, affairs and financial circumstances.

A second meeting of creditors will be held on or before 26 June 2024 unless the Court extends this date. It is at this meeting that creditors will consider the Administrators' report and consider resolutions regarding the Group's future.

7 Creditor rights

Enclosed at **Annexure E** is an information sheet setting out your rights as a creditor in the administration of the Group, including:

- Making reasonable requests for a meeting or information
- Giving directions to the Administrator
- Appointing a reviewing Liquidator or replacing the Administrator

8 Administrators' remuneration

For the purposes of the Group's administration, the Administrators' remuneration will be fixed on the basis of time spent by the Administrators and the Administrators' staff of an appropriate level having regard to the nature and complexity of the work, and calculated by reference to hourly rates.

Enclosed at **Annexure F** for your information is the Administrators' Initial Remuneration Notice which sets out the four basic methods of calculating remuneration together with an explanation as to why the time based (hourly rates) method is appropriate in this administration.

An information sheet concerning approval of remuneration in external administrations can be obtained from the ASIC at www.asic.gov.au.

We estimate fees for the administration of the Group's affairs between \$220,000 and \$270,000 plus GST and disbursements.

It should be noted that if, during the course of the administration, any unanticipated issues arise, it may be necessary to revisit the fee estimate. In the event that we become aware that our costs will exceed this amount we will advise you accordingly.

9 Electronic notification

You may elect to receive future notices or other documents, including circulars and reports regarding the administration, via email. Once you have registered as a user on the Creditors' Portal, you will be prompted to verify your identity and tick the box under the electronic communication heading should you elect to receive future correspondence regarding the administration via email. Alternatively, email awhittaker2@kpmg.com.au with the following information:

- The person to whom matters regarding the administration should be directed.
- The full name of the creditor entity.
- The email address at which the creditor is to receive future correspondence.

10 Further information

For further information concerning the Voluntary Administration process and KPMG, you may wish to visit our website at www.kpmg.com.au. In addition, you can access general information about external administrations and insolvency from ARITA's website at www.arita.com.au.

Questions regarding the administration should be directed to Grace Talty of this office on 02 9273 5666 or by email to proformgroup@kpmg.com.au.

Yours faithfully
For and on behalf of the Group



James Dampney
Administrator

Encl.

Annexure A

Notice of first meeting of creditors of company under administration

Insolvency Practice Rules (Corporations) 2016, Section 75-15

Proform Food Group Pty Ltd ACN 651 562 971
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(all Administrators Appointed)
(collectively the Group)

1. Notice is given that on 22 May 2024, the Group, under Section 436A, appointed Gayle Dickerson and James Dampney of KPMG, PO Box H67, AUSTRALIA SQUARE NSW 1215 as the Administrators of the Group.
2. Notice also is given that a meeting of the creditors of the Group will be held at 2:00PM on Thursday 30 May 2024 via Microsoft Teams.
3. The purpose of the meeting is to determine:
 - 3.1 Whether to appoint a committee of inspection; and
 - 3.2 If so, who are to be the committee's members.
4. At the meeting, creditors may also, by resolution:
 - 4.1 Remove the Administrators from office; and
 - 4.2 Appoint someone else as Administrator of the Group.

Should you wish to attend the meeting, please click on the following link to register to attend - [Link to meeting registration](#). Once you have registered you will receive an automatic response providing you with a link to the meeting and dial in details.

We will be using the Creditors' Portal to allow creditors to vote for all resolutions put forward at the meeting of creditors. Creditors who will be attending will be required to log in via the Creditors' Portal and attend the meeting via the teleconference facilities.

Dated this 22 day of May 2024



James Dampney
Administrator

c/- KPMG
Tel: +61 2 9295 3957
Email: proformgroup@kpmg.com.au

Note: In accordance with IPR Section 75-15(1)(c) please see effect of IPR Section 75-85 Entitlement to vote at meetings of creditors on the following page.

Effect of IPR Section 75-85 – Entitlement to vote at meetings of creditors

1. A person other than a creditor (or the creditor's proxy or attorney) is not entitled to vote at a meeting of creditors.
2. Subject to subsections (3), (4) and (5), each creditor is entitled to vote and has one vote.
3. A person is not entitled to vote as a creditor at a meeting of creditors unless:
 - (a) his or her debt or claim has been admitted wholly or in part by the external administrator; or
 - (b) he or she has lodged, with the person presiding at the meeting, or with the person named in the notice convening the meeting as the person who may receive particulars of the debt or claim:
 - (i) those particulars; or
 - (ii) if required—a formal proof of the debt or claim.
4. A creditor must not vote in respect of:
 - (a) an unliquidated debt; or
 - (b) a contingent debt; or
 - (c) an unliquidated or a contingent claim; or
 - (d) a debt the value of which is not established;unless a just estimate of its value has been made.
5. A creditor must not vote in respect of a debt or a claim on or secured by a bill of exchange, a promissory note or any other negotiable instrument or security held by the creditor unless he or she is willing to do the following:
 - (a) treat the liability to him or her on the instrument or security of a person covered by subsection (6) as a security in his or her hands;
 - (b) estimate its value;
 - (c) for the purposes of voting (but not for the purposes of dividend), to deduct it from his or her debt or claim.
6. A person is covered by this subsection if:
 - (a) the person's liability is a debt or a claim on, or secured by, a bill of exchange, a promissory note or any other negotiable instrument or security held by the creditor; and
 - (b) the person is either liable to the company directly, or may be liable to the company on the default of another person with respect to the liability; and
 - (c) the person is not an insolvent under administration or a person against whom a winding up order is in force.

Annexure B

Proform Food Group Pty Ltd ACN 651 562 971
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(all Administrators Appointed)
(collectively the Group)

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 Group.

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 the External Administrators 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"
- Follow the prompts and confirm you are authorised to act on behalf of the creditor.



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 External Administrators)

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



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 the External Administrators.
- The External Administrators 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.



Step 8: Voting at the online meeting

- You will only be able to vote from the time the online meeting commences (one hour before).
- Log into the Portal and click on “Open for voting” on the landing page or the “Debtors” tab and “My debtors” and click on the relevant company.
- You will be able to view the online meeting under the “Polls” tab.
- You will be able to view the resolutions on the screen with the option to vote “in favour, against or abstain”.
- If you are a nominated proxy holder, you will be able to view the resolutions and the creditor that you are acting on behalf of.
- The chairperson will read the resolutions, allow you to vote prior to locking the resolutions.
- Please ensure you click “Submit” after placing your votes.

Annexure C

Declaration of Independence, Relevant Relationships and Indemnities' (**DIRRI**)



Corporations Act 2001

Proform Food Group Pty Ltd ACN 651 562 971
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Proform Gourmet Pty Limited ACN 167 199 813
Proform Foods Pty Limited ACN 136 915 341
(collectively the Group)

Declaration of Independence, Relevant Relationships and Indemnities

The purpose of this document is to assist creditors with understanding any relevant relationships that we have with parties who are closely connected to the Group and any indemnities or upfront payments that have been provided to us. None of the relationships disclosed in this document are such that our independence is affected.

This information is provided so you have trust and confidence in our independence and, if not, you can ask for further explanation or information and can act to remove and replace us if you wish.

This declaration is made in respect of ourselves, our partners, KPMG Australia and related parties covered by the extended definition of the firm (collectively **KPMG**).

We are Professional Members of ARITA – Australian Restructuring Insolvency and Turnaround Association. We acknowledge that we are bound by the ARITA Code of Professional Practice.

A. Independence

We, Gayle Dickerson and James Dampney have assessed our independence and we are not aware of any reasons that would prevent us from accepting this appointment.

There are no other relevant relationships, including personal, business and professional relationships that should be disclosed beyond those we have disclosed in this document.

B. Circumstances of appointment

(i) How we were referred this appointment

This appointment was referred to us by HWL Ebsworth who are the Group's legal advisors. That firm is known to us on a professional basis.

We believe that this relationship does not result in a conflict of interest or duty because:

- Referrals from solicitors, business advisors and accountants are commonplace and do not impact on our independence in carrying out our duties as administrator.
- KPMG has never undertaken any work for HWL Ebsworth in respect of the Group.

The work that we, or KPMG, undertake for HWL Ebsworth will not influence our ability to fully comply with the statutory and fiduciary obligations associated with the administration of the Group in an objective and impartial manner.

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There is no expectation, agreement or understanding between us and HWL Ebsworth regarding the conduct of the liquidation and we are free to act independently and in accordance with the law and applicable professional standards.

(ii) Did we meet with the Group before we were appointed?

Yes No

We have been involved in six meetings and teleconferences with the Group's directors, senior management team and legal advisors between 10 May 2024 and 21 May 2024:

- Telephone call between Gayle Dickerson and Grant Whatley of HWL Ebsworth to introduce the potential engagement and request KPMG to clear conflicts.
- Teleconference between Gayle Dickerson, Matt Dunn (Executive Director), Liddy McCall (Non-Executive Director), Michael Ryan (Group CEO) and Grant Whatley to discuss the current financial position of the Group and to outline available restructuring options.
- Meeting between Gayle Dickerson, James Dampney and Ethan Snaidero (KPMG) and Michael Ryan to commence contingency planning for a potential voluntary administration.
- Meeting between Gayle Dickerson, James Dampney, Matt Dunn, Nathan Dunn (Non-executive Director), Liddy McCall, Michael Ryan and Grant Hummel (HWL Ebsworth) to discuss our high-level contingency planning to date.
- Meeting between James Dampney, Andrew Whitaker (KPMG), Matt Dunn and Michael Ryan to further progress contingency planning.
- Teleconference between Gayle Dickerson, James Dampney, Andrew Whittaker, Grant Whatley and Genevieve White (HWL Ebsworth) to discuss contingency planning legal workstreams.

These meetings and teleconferences were for the purposes of:

- explaining the various options available to the Group and the nature and consequences of an insolvency appointment.
- obtaining enough information about the financial position of the Group to advise the Group, its officers and its advisors on the solvency of the Group.
- to provide a consent to act.

In our opinion, these communications do not affect our independence for the following reasons:

- KPMG's advice was limited to assessing the financial position of the Group, the consequences of insolvency and restructuring options.
- Advice was given to the Group only. We did not advise the directors personally or others.
- The Courts and the applicable professional standards specifically recognise the need for practitioners to provide advice on the insolvency process and the options available and do not consider that such advice results in a conflict or an impediment to accepting the appointment.
- The nature of the advice is such that it would not be subject to review and challenge during the administration.

- The pre-appointment advice will not influence our ability to fully comply with the statutory and fiduciary obligations associated with the administration in an objective and impartial manner.

We received no remuneration for this advice.

We have provided no other information or advice to the the Group or the directors prior to our appointment beyond that outlined in this DIRRI.

C. Declaration of relationships

Within the previous two years, have we, or KPMG, had a relationship with:		
The Group?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
The directors?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Any associates of the Group?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
	Nature of relationship	Reasons no impediment or conflict of interest or duty
	We were appointed Voluntary Administrators of the below entities of the Group on 22 May 2024: <ul style="list-style-type: none"> • Proform Food Group Pty Ltd • Proform Innovation Pty Ltd • Proform Gourmet Pty Ltd • Proform Foods Pty Ltd 	The nature of the business operations mean that the administrations can be conducted more efficiently by the same external administrator. At the time of our appointment, we were not aware of any conflicts of interest between the group companies. If a conflict arises, we will inform creditors and take appropriate action to resolve the conflict.
A former insolvency practitioner appointed to the Group?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

A secured creditor entitled to enforce a security over the whole or substantially the whole of the property of the Group?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
	Nature of relationship	Reasons no impediment or conflict of interest or duty
	<p>Bank of Queensland (BOQ) holds security interests over the Group's property.</p> <p>We and KPMG have professional relationships with most of the major banks and lenders in Australia and with a number of staff within the BOQ organisation, particularly in the credit and workout areas. We and KPMG have previously undertaken formal and informal assignments on behalf of the BOQ for a number of years.</p>	<p>We believe that this relationship does not result in a conflict of interest or duty because KPMG's previous relationships with BOQ were not in relation to the Group's and/or the directors' affairs, or related parties of the Group and/or the directors.</p>

Do we, or KPMG, have any other relationships that we consider are relevant to creditors assessing our independence?		
<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	Nature of relationship	Reasons no impediment or conflict of interest or duty
Law firms:	<p>HWL Ebsworth act as the Group's legal advisors and referred this matter to us.</p> <p>We and KPMG have had previous professional relationships with HWL Ebsworth staff for a number of years. We have previously undertaken formal and informal assignments on companies referred to us by HWL Ebsworth.</p>	<p>We believe that this relationship does not result in a conflict of interest or duty because:</p> <ul style="list-style-type: none"> - Our previous relationship with HWL Ebsworth was not in relation to the Group and/or the directors, or related parties of the Group and/or the directors. - We have a wide referral base and HWL Ebsworth is one of many referrers of work in the past 24 months. - Referrals from solicitors, business advisors or accountants are commonplace and do not impact on our independence in carrying out our duties as Voluntary Administrators.
Australian Taxation Office (ATO):	KPMG undertakes work from time to time on behalf of the ATO. In addition, a number of partners and	We believe that this relationship does not result in a conflict of interest or duty because the work historically undertaken for the ATO and law firms

	<p>employees of KPMG are registered liquidators and/or bankruptcy trustees, and are often asked by the ATO to consent to accept formal appointments over companies or individuals who are indebted to the ATO.</p>	<p>acting on behalf of the ATO has not been in respect of the Group or the Group's directors or former directors.</p>
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D. Indemnities and up-front payments

We have not received any upfront payments or indemnities for this appointment. This does not include any indemnities that we may be entitled to under the law.

This does not include statutory indemnities. We have not received any other indemnities or upfront payments that should be disclosed.

Dated this 22th day of May 2024



Gayle Dickerson
Administrator



James Dampney
Administrator

Note:

- 1 The assessment of independence has been made based on an evaluation of the significance of any threats to independence and in accordance with the requirements of the relevant legislation and professional standards.
- 2 If circumstances change, or new information is identified, we are required under the Corporations Act or Bankruptcy Act and ARITA's Code of Professional Practice to update this Declaration and provide a copy to creditors with our next communication as well as table a copy of any replacement Declaration at the next meeting of creditors. For creditors' voluntary liquidations and voluntary administrations, this document and any updated versions of this document are required to be lodged with ASIC.

Annexure D

Short guide to the Personal Property Securities Act

What is Personal the Property Securities Act?

The Personal Property Securities Act 2009 (PPSA) established national legislation governing security interests in personal property. It replaced a large number of existing Commonwealth, State and Territory laws. "Personal Property" is any property that is not "Real Property" being land and buildings or fixtures.

Personal Property generally includes all property (tangible and intangible) other than land, fixtures, most water rights and some statutory licences. It includes goods or inventory, intellectual property, shares, debts and contractual rights.

There is a single national Register for parties to record their interests in personal property, called the Personal Property Securities Register (PPSR); on which all security interests in personal property can be registered. The PPSR replaced a number of State and Commonwealth registers, including the ASIC Register of Company Charges and all State Registers of Encumbered Vehicles (REVs). Any holder of a security interest in a personal property must register to ensure they have a priority to claim that property.

The PPSA has changed the way security interests are dealt with across Australia. Legal title to personal property in some situations is no longer enough to protect owners, as this legislation overturns fundamental personal property law concepts.

What is a 'Security Interest'?

A security interest is an interest in personal property, created by a transaction that secures payment or performance of an obligation.

Security interests can include:

- Interests of owners in assets leased to other parties;
- Interests of sellers of goods subject to hire purchase agreements;
- Interests of suppliers in stock delivered but subject to retention of title arrangements.

The PPSA states that a security interest exists regardless of the form of the transaction, or the identity of the person who has title to the property. The concept of a security interest under PPSA covers a broader range of interests than traditional security concepts.

If you have a security interest, it must be perfected. If you have not perfected your security interest, usually by registration on the PPSR, you may lose the ability to enforce your claim.

This document is intended to provide commentary and general information only. It is not intended to provide legal or professional advice, is not intended as a substitute for legal or professional advice, and should not be relied upon as such. Readers of this document should seek their own legal or professional advice with respect to their own circumstances

How does PPSA impact your business?

There are some significant implications for businesses arising from the PPSA, for example:

Retention of title arrangements

Some transactions that were not previously security interests are now registrable on the PPSR. For example, if you sell goods on retention of title terms, you may need to review your terms of trade and register an interest on the PPSR to protect your interest in stock delivered but not paid for.

Leases

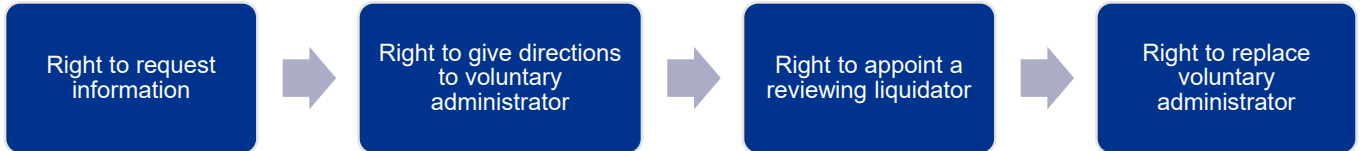
Under the PPSA, 'title' or 'ownership' of goods can have a lower status than possession or control of goods if the owner of the goods has not registered their interest on the PPSR. You should register your security interest to 'perfect' your rights. If you do not register, then you may not be able to recover your goods or receive payment if the customer becomes insolvent. You may also lose your rights to another creditor of the customer who has 'perfected' their security interest over the property.

You should seek legal advice about the implications of the PPSA to your individual circumstances.

SecuriSearch is an Android, iOS and Windows application allowing users to search and review the PPSA quickly and easily from a mobile device. Visit our website at: <http://www.securisearch.com.au/>

Creditor Rights in Voluntary Administrations

As a creditor, you have rights to request meetings and information or take certain actions:



Right to request information

Information is communicated to creditors in a voluntary administration through reports and meetings.

In a voluntary administration, two meetings of creditors are automatically held. You should expect to receive reports and notice of these meetings:

- The first meeting is held within 8 business days of the voluntary administrator's appointment. A notice of meeting and other information for this meeting will be issued to all known creditors.
- The second, or decision, meeting is usually held within 6 weeks of the appointment, unless an extension is granted. At this meeting, creditors will get to make a decision about the company's future. Prior to this meeting the voluntary administrator will provide creditors with a notice of the meeting and a detailed report to assist in making your decision.

Important information will be communicated to creditors prior to and during these meetings. Creditors are unable to request additional meetings in a voluntary administration.

Creditors have the right to request information at any time. A voluntary administrator must provide a creditor with the requested information if their request is 'reasonable', the information is relevant to the voluntary administration, and the provision of the information would not cause the voluntary administrator to breach their duties.

A voluntary administrator must provide this information to a creditor within 5 business days of receiving the request, unless a longer period is agreed.

If, due to the nature of the information requested, the voluntary administrator requires more time to comply with the request, they can extend the period by notifying the creditor in writing.

Requests must be reasonable.

They are not reasonable if:

- complying with the request would prejudice the interests of one or more creditors or a third party
- the information requested would be privileged from production in legal proceedings
- disclosure would found an action for breach of confidence
- there is not sufficient available property to comply with the request
- the information has already been provided
- the information is required to be provided under law within 20 business days of the request
- the request is vexatious

If a request is not reasonable due to (d), (e) or (f) above, the voluntary administrator must comply if the creditor meets the cost of complying with the request. Otherwise, a voluntary administrator must inform a creditor if their information request is not reasonable and the reason why.

Right to give directions to voluntary administrator

Creditors, by resolution, may give a voluntary administrator directions in relation to a voluntary administration. A voluntary administrator must have regard to these directions, but they are not required to comply with the directions.

If a voluntary administrator chooses not to comply with a direction given by a resolution of the creditors, they must document their reasons for not complying.

An individual creditor cannot provide a direction to a voluntary administrator.

Right to appoint a reviewing liquidator

Creditors, by resolution, may appoint a reviewing liquidator to review a voluntary administrator's remuneration or a cost or expense incurred in a voluntary administration. The review is limited to:

- remuneration approved within the six months prior to the appointment of the reviewing liquidator, and
- expenses incurred in the 12 months prior to the appointment of the reviewing liquidator.

The cost of the reviewing liquidator is paid from the assets of the voluntary administration, in priority to creditor claims.

An individual creditor can appoint a reviewing liquidator with the voluntary administrator's consent, however the cost of this reviewing liquidator must be met personally by the creditor making the appointment.

Right to replace voluntary administrator

At the first meeting, creditors have the right to remove a voluntary administrator and appoint another registered liquidator to act as voluntary administrator.

A creditor must ensure that they have a consent from another registered liquidator prior to the first meeting if they wish to seek the removal and replacement of a voluntary administrator.

Creditors also have the opportunity to replace a voluntary administrator at the second meeting of creditors:

- If creditors vote to accept a proposed deed of company arrangement, they can appoint a different registered liquidator as the deed administrator.
- If creditors vote to place the company into liquidation, they can appoint a different registered liquidator as the liquidator.

It is however usual for the voluntary administrator to act as deed administrator or liquidator. It would be expected that additional costs would be incurred by an alternate deed administrator or liquidator to gain the level of knowledge of the voluntary administrator. These additional costs of appointing another registered liquidator are paid from the assets of the deed of company arrangement or liquidation, in priority to creditor claims.

Like with the first meeting, a creditor must ensure that they have a consent from another registered liquidator prior to the second meeting if they wish to seek to appoint an alternative registered liquidator as deed administrator or liquidator.

Annexure F

Proform Food Group Pty Ltd ACN 651 562 971
Proform Innovation Pty Limited ACN 117 578 971
Proform Foods Pty Limited ACN 136 915 341
Proform Gourmet Pty Limited ACN 167 199 813

(all Administrators Appointed)
(collectively the Group)

Initial Remuneration Notice

The purpose of the Initial Remuneration Notice is to provide you with information about how the Administrators' remuneration for undertaking the administration will be set.

1 Remuneration methods

There are four basic methods that can be used to calculate the remuneration charged by an Insolvency Practitioner as follows:

1.1 Time based (hourly rates)

This is the most common method. The total fee charged is calculated by reference to the hourly or time unit rate charged for each person who carries out the work multiplied by the number of hours spent by each person on necessary work properly performed.

1.2 Fixed fee

The total fee charged is normally quoted at the commencement of the administration and is the total cost for the administration. Sometimes, a practitioner will finalise a administration for a fixed fee.

1.3 Percentage

The total fee charged is based on a percentage of a particular variable such as the gross proceeds of asset realisations.

1.4 Contingency

The insolvency practitioner's fee is contingent on achieving a particular outcome.

2 Remuneration method chosen

Given the nature of this administration, we propose that the remuneration of the Administrators be calculated using the time based method. Time based remuneration is appropriate in this administration given:

- It ensures actual time is billed at an hourly rate applicable to staff experience;
- It ensures that remuneration claimed is only for necessary work properly performed in the administration; and
- It covers tasks required to be undertaken in the administration which not only relate to asset realisations but also to reporting requirements and other tasks of an administrative or statutory nature.

3 Explanation of hourly rates

The hourly rates for our remuneration calculation are set out in the following table together with a general guide showing the qualifications and experience of staff engaged in the administration and the role they take. The hourly rates encompass the total cost of providing professional services and should not be compared to an hourly wage.

Title	Rate \$/hour (excl GST)	Experience
Appointee / Partner	\$890.00	Registered Liquidator. Appointee bringing his or her specialist skills to the administration or insolvency task.
Appointee / Director	\$830.00	Generally, a registered liquidator or bankruptcy trustee with extensive experience in insolvency administrations. A senior member of management and, where a co-appointee, has responsibility for the conduct of the administration.
Director	\$780.00	Minimum of twelve years insolvency experience, at least five years at manager level, qualified accountant and capable of controlling all aspects of an administration.
Associate Director	\$675.00	More than 7 years insolvency experience, more than 3 years as a manager, qualified accountant. Answerable to the appointee but otherwise responsible for all aspects of administration. Experienced at all levels and considered very competent. Control staff and their training.
Manager	\$620.00	5-7 years, qualified accountant, with well-developed technical and commercial skills. Self-sufficiently conducts small insolvency appointments and takes a supervisory role on work streams in larger matters.
Executive	\$525.00	2-5 years. Post graduate qualification (or equivalent) would normally be completed within this period. Assists planning and control of small to medium sized jobs as well as performing some of the more difficult work on larger jobs.
Analyst	\$440.00	0-2 years. Completed an undergraduate degree. Post graduate qualification (or equivalent) will be commenced in this period. Assists senior staff members on aspects of the administration and completes administrative and statutory tasks independently.
Senior Treasury	\$350.00	
Treasury	\$320.00	Appropriately experienced and undertakes support activities.
Personal Assistant	\$250.00	

Notes:

- The guide to staff experience is intended only as a general guide to the qualifications and experience of staff engaged in the administration. Staff may be engaged under a classification considered appropriate for their experience.
- Time is recorded and charged in six-minute increments.
- *KPMG regularly reviews its professional rates having regard to market conditions. From time to time, KPMG may seek creditor approval to adopt revised professional rates charged to this matter.*

4 Estimated remuneration

We estimate fees for the administration of the Group's affairs between \$220,000 and \$270,000, plus applicable GST.

It should be noted that if, during the course of the administration, any unanticipated issues arise, it may be necessary to revisit the fee estimate. In the event that we become aware that our costs will exceed this amount we will advise you accordingly.

5 Disbursements

Disbursements are divided into three types:

- Externally provided professional services. These are recovered at cost. An example is legal fees.
- Externally provided non-professional costs such as travel, accommodation and search fees. These disbursements are recovered at cost.
- Internal disbursements such as photocopying, printing and postage. These disbursements, if charged to the administration, would generally be charged at cost; although if a data room is utilised, the fee will comprise an initial setup fee and then a fee based on the duration and size of the data room or the number of users per month. Certain services provided by KPMG may require the processing of electronically stored information into specialist review

platforms. Where these specialist resources are utilised, the fee will be based on units (e.g. number of computers), size (e.g. per gigabyte) and/or period of time (e.g. period of hosting).

We are not required to seek creditor approval for disbursements paid to third parties, but must account to creditors. However, we must be justified that these disbursements are appropriate, justified and reasonable.

We are required to obtain creditor's consent for the payment of internal disbursements where there may be a profit or advantage. Creditors will be asked to approve our internal disbursements prior to these disbursements being paid from the administration.

Details of the basis of recovering disbursements in this administration are provided below:

Disbursement type	Charges (excl GST)
Advertising	At cost
ASIC industry funding model levy – metric events	At prescribed ASIC rates
Couriers	At cost
Data room hosting (incl 100GB of data + 40 users)	\$2,500 per month
Data room hosting (burst user fees above 40 users)	\$50 per user per month
Data room hosting (burst storage fees per GB above 100GB)	\$10 per GB per month
eDiscovery services	Variable
KPMG National Service Centre (engagement administrative support)	At cost
Photocopying / printing (outsourced)	At cost
Postage	At cost
Searches	At cost
Staff travel reimbursement	Up to \$100/day
Staff vehicle use	At prescribed ATO rates
Storage and storage transit	At cost
Telephone calls	At cost

Notes:

- *KPMG regularly reviews its disbursement charges having regard to market conditions. From time to time, KPMG may seek creditor approval to adopt revised disbursement charges for this matter.*

Dated this 22 day of May 2024



James Dampney
Administrator

Annexure G – Forms to be completed

Creditors should review the contents of this circular and complete the following forms by **4pm on the last business day before the meeting of creditors**:

Form/ voting	Where to submit
Appointment of proxy -(form 532) (Annexure G1)	Email: awhittaker2@kpmg.com.au
COI nomination form (Annexure G2)	Post: PO Box H67, AUSTRALIA SQUARE NSW 1215
Proof of debt - (form 535)	Via Creditors' Portal: https://creditors.accountants/

Annexure G1 – Appointment of proxy form

Form 532 - Appointment of Proxy

Insolvency Practice Rules (Corporations) 2016, Section 75-25

Return no later than 4pm on Wednesday 29 May 2024 to:

KPMG PO Box H67, AUSTRALIA SQUARE NSW 1215

Tel: +61 2 9273 5666

Email: gtalty@kpmg.com.au

Indebted Company:

- Proform Food Group Pty Ltd (Administrators Appointed) ACN 651 562 971
- Proform Innovation Pty Limited (Administrators Appointed) ACN 117 578 971
- Proform Foods Pty Limited (Administrators Appointed) ACN 136 915 341
- Proform Gourmet Pty Limited (Administrators Appointed) ACN 167 199 813

Date of Appointment: 22/05/2024

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

1

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

2 of

(address)

3 Tel:

4 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).

1 I/We, as named in Section A above, a creditor/employee/contributory/member of the Company, appoint

2

(name of person appointed as proxy)

3 4 or in his / her absence

(address of person appointed as proxy)

5

(name of person appointed as alternate proxy)

6 7 as *my / *our proxy

(address of person appointed as alternate proxy)

to vote at the meeting of creditors to be held on at at , or at any adjournment of that meeting in accordance with the instructions in Section C below.

C. Voting Instructions

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

- 2 **general proxy**, to vote on *my / *our behalf **and / or**
- 3 **special proxy**, to vote on *my / *our behalf specifically as follows:

Resolution	For	Against	Abstain
1. If an alternate Administrator 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
2. 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

D. Signature

1 Dated:

2 Signature:

3 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”]

Annexure G2 – only to be completed if you wish to nominate a member to the COI (if one is appointed)
Nomination Form – Committee of Inspection

Return no later than 4pm, Wednesday 29 May 2024 to:
KPMG PO Box H67, AUSTRALIA SQUARE NSW 1215
Tel: +61 2 9273 5666
Email: gtalty@kpmg.com.au

Section 80-55 of Schedule to the Corporations Act 2001

Indebted Company:

- Proform Food Group Pty Ltd (Administrators Appointed) ACN 651 562 971
- Proform Innovation Pty Limited (Administrators Appointed) ACN 117 578 971
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- Proform Gourmet Pty Limited (Administrators Appointed) ACN 167 199 813

Date of Appointment: 22/05/2024

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

1
(if entitled in a personal capacity, given name and surname; if a corporate entity, full name of company, etc)
2 of
(address)
3 Tel: 4 Email:

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

I/We, as named in Section A above, nominate
1
(name of person nominated as member of Committee of Inspection, if one is appointed)
2
(address of person nominated as member of Committee of Inspection, if one is appointed)
3
(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 administration¹:

- 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

¹ Dated:
² Signature:
³ 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”]