

30 August 2018

To Creditors and Suppliers

Dear Sir/Madam

**Sumo Group Australia Pty Limited and associated entities
as outlined in Annexure A (Subject to Deed of Company Arrangement) (the Group)**

At a meeting of creditors of the Group held on 22 August 2018, creditors passed a resolution requiring the Group to execute a Deed of Company Arrangement (**DOCA**) pursuant to Part 5.3A of the Corporations Act 2001 (**the Act**) including the following provisions:

- Operational control of the business will immediately be handed back to the Director;
- Aggregate contributions of \$150,000.00 to be made to the deed fund over a 15-month period;
- Contributions will be paid to the deed fund on a quarterly basis in arrears from future trading profits of the Group;
- All creditors of the Group (contingent or otherwise) will participate excluding Tulla Venture Partners Pty Ltd, Intrepid Investments Pty Ltd, Primary Securities Limited ATF Bigstone Loan Fund, the Group's employees and the related entities subject to the Administration; and
- The Deed Administrators will subsequently assess and adjudicate creditor claims and distribute funds.

The Group and its Administrators executed the DOCA on 29 August 2018. Please see attached Form 509E – Notice to creditors of execution of DOCA. The DOCA has been lodged with the Australian Securities and Investments Commission in accordance with Section 450B of the Act. Peter Gothard and I are now the Deed Administrators.

As a term of the DOCA, responsibility for the Group's day to day trading activities has now reverted to the director.

As a term of the DOCA, control of the Group remains with the Deed Administrators until the conditions set out in the DOCA are finalised.

Would you please close the Voluntary Administrators account and forward details of any outstanding charges for the period of the administration, being 17 July 2018 to 29 August 2018 to this office for payment.

Creditors who have not already lodged details of their claims for debts due by the Group prior to the appointment of the Voluntary Administrators are requested to complete the attached Proof of Debt Form and return it to this office together with documentation to support your claim by 14 September 2018.

Creditors should note that the Administrators and Deed Administrators are not liable for any debts incurred by the Group from 29 August 2018 being the date the Group executed the DOCA.

Questions regarding the administration should be directed to Jessica Lanzi of this office on (02) 9286 9873 or via email at sumo.group@fh.com.au.

Yours faithfully

Sumo Group Australia Pty Limited and associated entities



Morgan Kelly
Deed Administrator

Encl.

Form 509E

Notice to creditors of execution of a deed of company arrangement

*Corporations Act 2001
Section 450B(a)*

**Sumo Group Australia Pty Limited and associated entities
as outlined in Annexure A (Subject to Deed of Company Arrangement) (the
Group)**

1. Notice is given under Section 450B that the Company executed a Deed of Company Arrangement on 29 August 2018.
2. A copy of the Deed of Company Arrangement may be inspected at the offices of Ferrier Hodgson, Level 25, One International Towers Sydney, 100 Barangaroo Avenue, SYDNEY NSW 2000.

DATED this 30th day of August 2018



Morgan Kelly
Deed Administrator

Sumo Group Australia Pty Limited and associated entities
(Subject to Deed of Company Arrangement)

c/- Ferrier Hodgson

Tel: 02 9286 9999

Fax: 02 9286 9888

Email: sydney@fh.com.au

Annexure A

Listing of entities in the Group subject to the appointment of the Voluntary Administrators

Sumo IP Holdings Pty Ltd (ACN 147 743 084)
Sumo Group Australia Pty Limited (ACN 107 852 335)
Sumo Salad (Franchising) Pty Limited (ACN 110 387 061)
Sumo Marketing Fund Pty Ltd (ACN 116 920 202)
SumoSalad Store Development Pty Ltd (ACN 106 886 800)
Sumo Salad Group Services Pty Ltd (ACN 142 590 707)
SumoSalad (Corporate Stores) Pty Limited (ACN 106 886 793)
Sumo Salad Leasing 2 Pty Limited (ACN 148 842 433)
Sumo Salad Consolidated Leasing Pty Limited (ACN 616 940 571)
SumoSalad International Franchising Pty Ltd (ACN 114 325 629)
SumoSalad Singapore Franchising Pty Ltd (ACN 153 971 781)
SumoSalad NZ Franchising Pty Ltd (ACN 102 550 694)
Sab Closed 1 Pty Ltd (ACN 142 790 001)

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

Return no later than 4.00pm on 21 August 2018 to:
Ferrier Hodgson GPO Box 4114, SYDNEY NSW 2001

Tel: 02 9286 9999

Fax: 02 9286 9888

Email: sumo.group@fh.com.au

Indebted Companies:

- Sumo Group Australia Pty Limited (ACN 107 852 335)
- Sumo IP Holdings Pty Ltd (ACN 147 743 084)
- Sumo Salad (Franchising) Pty Ltd (ACN 110 387 061)
- Sumo Marketing Fund Pty Ltd (ACN 116 920 202)
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- SumoSalad Singapore Franchising Pty Ltd (ACN 153 971 781)
- Sumo Salad NZ Franchising Pty Ltd (ACN 102 550 694)
- Sab Closed 1 Pty Ltd (ACN 142 790 001)

Date of Appointment: 18/07/2018

A. Name and Contact Details of Creditor

¹

(the Creditor)

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

² of

(insert address)

³ Tel:

⁴ Email:

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

B. Details of Debt or Claim

¹ Amount owing:

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

² Nature of Debt or Claim:

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

³ Select one of the following options:

- The Creditor is an unsecured creditor of the indebted Company
- The Creditor is a secured creditor of the indebted Company
- The Creditor is an employee / former employee of the indebted Company
- The Creditor is a related party (please indicate: secured / unsecured)

For all claims:

- ⁴ I have attached supporting documentation to substantiate the Creditor's claim (*secured creditors must attach evidence of security*)
- ⁵ To my knowledge or belief the creditor has not, nor has any person by the creditor's order had or received any satisfaction or security for the sum or any part of it except for the following:

(insert details and value of security where relevant)

C. Signature

¹ Dated:

² Signature:

³ Name / Capacity

Creditor Assistance Sheet: Completing a Proof of Debt Form

Section A – Name and Contact Details of Creditor

1. Insert the full name of the employee, individual, sole trader, partnership or 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 |
|------|--------|----------|-------------|----------|
| | | | | |
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| | | | | |

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 officer 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”]

