



Issued: 5 July 2018 11:16 AM

JUDGMENT/ORDER

COURT DETAILS

Court	Supreme Court of NSW
Division	Equity
List	Corporations Registrar's List
Registry	Supreme Court Sydney
Case number	2018/00197355

TITLE OF PROCEEDINGS

First Plaintiff	Vaughan Strawbridge and Glen Kanevsky in their capacities as joint and several Deed Administrators of OrotonGroup Limited (subject to Deed of Company Arrangement)ACN 000038675 and each of the Companies listed in the Schedule
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First Defendant .

DATE OF JUDGMENT/ORDER

Date made or given	2 July 2018
Date entered	4 July 2018

TERMS OF JUDGMENT/ORDER

This matter is listed for Directions (Corporation List) on 16 July 2018 10:00 AM before the Supreme Court - Civil at Supreme Court Sydney.

VERDICT, ORDER OR DIRECTION:

Black J makes orders in accordance with the Short Minutes of Order initialled by him and placed in the file.

TERMS OF ORDER MADE BY THE COURT:

1. The Plaintiffs' application for relief pursuant to s 444GA of the Corporations Act 2001 (Cth) be tentatively listed for hearing before a judge to be allocated by the Corporations List Judge commencing at 10am on 27 July 2018, for an estimate of one day.
2. The Plaintiffs file and serve on the Australian Securities and Investments Commission any further evidence by 4pm on 6 July 2018.
3. The Plaintiffs provide notice to shareholders of OrotonGroup Limited (subject to deed of company arrangement) of the directions date, hearing date, and the availability of an explanatory statement and the independent expert's report by 5pm on 9 July 2018 in the form of the notice annexed to this Order, such notice to be provided in accordance with the procedure stated at paragraph 132 of the affidavit of Vaughan Neil Strawbridge sworn 26 June 2018.
4. The Plaintiffs make available an independent expert's report to shareholders in OrotonGroup Limited (subject to deed of company arrangement) and the market by no later than 5pm on 9 July 2018, by uploading the independent expert's report and explanatory statement to:
 - a. The ASX website under issuer code "ORL";

b. the Plaintiffs' website: <https://www2.deloitte.com/au/en/pages/finance/articles/orotongroup.html>;
and

c. the OrotonGroup website: <https://www.orotongroup.com.au>.

5. Any interested person wishing to appear at the hearing of the s 444GA application is to file and serve on the Plaintiffs and the Australian Securities and Investments Commission a Notice of Appearance in the prescribed form and indicating the grounds of opposition by 4pm on 13 July 2018.

6. The matter is listed for further directions at 10am on 16 July 2018, including for any further directions as to timetabling and confirmation of the hearing date.

7. Liberty to apply on two business days' notice specifying the relief sought.

SEAL AND SIGNATURE



Signature Chris D'Aeth
Capacity Principal Registrar
Date 5 July 2018

If this document was issued by means of the Electronic Case Management System (ECM), pursuant to Part 3 of the Uniform Civil Procedure Rules (UCPR), this document is taken to have been signed if the person's name is printed where his or her signature would otherwise appear.

FURTHER DETAILS ABOUT Plaintiff(s)

First Plaintiff

Name Vaughan Strawbridge and Glen Kanevsky in their capacities as joint and several Deed Administrators of OrotonGroup Limited (subject to Deed of Company Arrangement)ACN 000038675 and each of the Companies listed in the Schedule

Address

Telephone

Fax

E-mail

Client reference

Legal representative for plaintiffs

Name Jonathan Milner
Practicing certificate number 35582
Address Chifley Tower Level 24
 2 Chifley Square
 SYDNEY NSW 2000
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FURTHER DETAILS ABOUT Defendant(s)

First Defendant

Name
Address

ATTACHMENTS TO ORDERS

(Notice referred to in Orders - 2.7.18.pdf)

[attach.]

[TO BE PRINTED ON DELOITTE LETTERHEAD]

Circular to Creditors and Shareholders

[insert date]

Dear Creditors and Shareholders

**OrotonGroup Limited (Subject to Deed of Company Arrangement) ACN 000 038 675
Explanatory Statement to shareholders and Independent Expert's Report**

I am, together with Glen Kanevsky, a Deed Administrator of OrotonGroup Limited (Subject to Deed of Company Arrangement) (**Oroton**), OrotonGroup (Licence Company) Pty Ltd (Subject to Deed of Company Arrangement) and OrotonGroup (Australia) Pty Ltd (Subject to Deed of Company Arrangement) (collectively, the **Oroton Companies**).

On 13 April 2018, the Oroton Companies entered into a Deed of Company Arrangement (**DOCA**) with Manderrah Pty Ltd (**Manderrah**). The DOCA was approved by resolution of the creditors of the Oroton Companies at the second creditors' meeting held on 29 March 2018.

One of the conditions which must be satisfied for completion of the DOCA is that the Deed Administrators obtain leave from the Supreme Court of New South Wales under section 444GA of the *Corporations Act 2001* (Cth) to transfer all of the shares in Oroton to Manderrah or its nominee for nil consideration (**Section 444GA Application**).

The Court has tentatively listed the application for a final hearing at [insert location] at [insert time] on [insert date] for [insert timeframe]. Any shareholder or other interested person who wants to appear at the hearing must file and serve on the Deed Administrators and the Australian Securities and Investments Commission a Notice of Appearance in the prescribed form which indicates their grounds of opposition by [insert date and time].

A further directions hearing will take place on [insert date and time] at [insert location], at which the Court will make further directions for the hearing of the Section 444GA Application and confirm the final hearing date.

The Deed Administrators have made available an Explanatory Statement for the benefit of Oroton shareholders, which provides more detailed information about the Section 444GA Application. The Explanatory Statement also provides further information about the process for opposing the Section 444GA Application. Enclosed with the Explanatory Statement is an Independent Expert's Report prepared by KPMG Corporate Finance (**Independent Expert's Report**), which sets out the valuation of the equity in Oroton. The Independent Expert's Report concludes that the equity in Oroton has nil value.

The Explanatory Statement and Independent Expert's Report have been released to the ASX, and are also available on the ASX website (www.asx.com.au) using the issuer code "ORL".

The documents are also available on the following websites:

- the Deed Administrators' website:
<https://www2.deloitte.com/au/en/pages/finance/articles/orotongroup.html>
- the Oroton Companies' website: <https://www.orotongroup.com.au>.

The Deed Administrators have also made available the originating process and orders made by the Court for the purpose of the Section 444GA Application on the Deed Administrators' website and Oroton Companies' website. Any further orders made by the Court will also be made available on those websites.

The Deed Administrators can provide you, free of charge, with copies of the Explanatory Statement and Independent Expert's Report via email, upon request. Please request the documents by calling Lauren Webb on 02 8260 6702 or emailing orotongroup@deloitte.com.au.

If you have further questions regarding the Explanatory Statement, Independent Expert's Report or the Section 444GA Application more generally, please contact Lauren Webb on 02 8260 6702.

Yours sincerely

Vaughan Strawbridge
Deed Administrator