

21 March 2018

TO CREDITORS AND EMPLOYEES

Dear Sir/Madam

OrotonGroup Limited ACN 000 038 675
OrotonGroup (Australia) Pty Ltd ACN 000 704 129
OrotonGroup (Licence Company) Pty Ltd ACN 166 068 695
(All Administrators Appointed) (the Companies or OrotonGroup)

I refer to the appointment of my partner Glen Kanevsky and I as Joint and Several Voluntary Administrators of the Companies on 30 November 2017 pursuant to Section 436A of the Corporations Act 2001 (**the Act**).

Pursuant to Section 439A(3) of the Act we have issued our statutory report to creditors for the purpose of the second meeting of creditors (**Second Meeting**) to decide the future of the OrotonGroup.

Among other things, this report sets out our recommendation with respect to the Deed of Company Arrangement proposed by an entity controlled by Mr James Will Vicars (**Vicars Entity**). Creditors may recall, we entered into a binding agreement with the Vicars Entity on 23 December 2017 for the sale and recapitalisation of the OrotonGroup.

We have uploaded the Report, along with various notices and documents on our website at the following link: <https://www2.deloitte.com/au/en/pages/finance/articles/orotongroup.html>.

If you wish to receive a paper or electronic copy of the report please contact Edwina Irwin of our office on telephone (02) 8260 4075.

Second Meeting of creditors

The meeting will be held at **11.00am (AEST) on Thursday 29 March 2018** at the following location:

Institute of Chartered Accountants Australia and New Zealand
Level 1, 33 Erskine Street
Sydney NSW, 2000

Attached at **Annexure A** is a notice of the meeting.

Voting

Attendance at this meeting is not compulsory but if you wish to participate in this meeting (either by attending the meeting or using a proxy to vote on the resolutions to be put to the meeting), you must:

1. Lodge a Proof of Debt for voting purposes.

This is attached as **Appendix C** to our Report to Creditors available online but have also attached a copy to this letter

At the top of this form, please check the box against the company you have a claim against. If you have a claim against more than one entity of the Orotongroup, please complete a separate Proof of Debt for each company.

2. Appoint a person – a “proxy” or person authorised under a power of attorney – to vote on your behalf at the meeting. This may be necessary if you are unable to attend the meeting, or if the creditor is a company.

You can appoint the chairperson of the meeting as your proxy and direct the chairperson how you wish your vote to be cast. If you choose to do this, the chairperson must cast your vote as directed.

The Instrument of Proxy form is attached as **Appendix D** to our Report but we have also attached copies to this letter. You must fill out the proxy form for the company of which you are a creditor.

Individuals attending the Second Meeting on behalf of a corporate creditor will also need to complete and return an Instrument of Proxy. If you are a lawyer or agent acting for a landlord, you will also need to have the instrument of Proxy signed by the landlord.

Those creditors who have already lodged a proof of debt are not required to submit a further proof, unless you have an amended claim, in which case please resubmit your claim.

Completed forms must be returned to this office by 5:00pm (AEDT), Wednesday, 28 March 2018. The relevant return address is detailed below:

Email: orotongroup@deloitte.com.au

Or

Mail: Attention: Edwina Irwin
[The relevant company/companies of which you are a creditor]
c/ - Deloitte Financial Advisory Pty Ltd
PO Box N250
Grosvenor Place
SYDNEY NSW 1220

Should you have any queries regarding the Report or the administration in general, please do not hesitate to contact Ian Niccol of this office on (02) 8260 6370 or please send an email to orotongroup@deloitte.com.au.

Yours faithfully



Vaughan Strawbridge
Joint and Several Administrator

Enc.

FORM 529

CORPORATIONS ACT 2001
Section 439A

Insolvency Practice Rules (Corporations)
75-10, 75-15 & 75-20

NOTICE OF MEETING OF CREDITORS
OROTONGROUP LIMITED ACN 000 038 675
OROTONGROUP (AUSTRALIA) PTY LIMITED ACN 000 704 129
OROTONGROUP (LICENCE COMPANY) PTY LTD ACN 166 068 695
(ALL ADMINISTRATORS APPOINTED) (THE COMPANIES)

NOTICE is given that a concurrent meeting of the creditors of the Companies will be held at the offices of Chartered Accountants Australia and New Zealand, Level 1, 33 Erskine Street, Sydney, NSW 2000 on Thursday 29 March 2018 at 11:00am.

A G E N D A

1. To receive a Report about the Companies business, property, affairs and financial circumstances.
2. For creditors to resolve:
 - a. that the Companies execute a Deed of Company Arrangement; or
 - b. that the administrations should end; or
 - c. that the Companies be wound up.
3. To fix the remuneration of the Joint and Several Administrators.
4. If the Companies execute a Deed of Company Arrangement to fix the remuneration of the Deed Administrators.
5. If a Creditor' Trust is formed, to fix the remuneration of the Trustees.
6. If the Companies are wound up, to fix the remuneration of the Liquidators.
7. If the Companies are wound up, to consider appointing a Committee of Inspection.
8. To consider the destruction of the books and records for each company at the conclusion of the winding up.
9. Any other business that may be lawfully brought forward.

Telephone conference facilities will be available at the meeting. Should you wish to attend the meeting via telephone, please email orotongroup@deloitte.com.au and we will provide dial in details for you to join the meeting. Please note under Insolvency Practice Rules (Corporations) (IPR) 75-35 if you wish to participate in the meeting using such facilities you must give to the convener not later than 5.00pm (AEST) Wednesday 28 March 2018 a written statement setting out:

- a. the name of the person and of the proxy or attorney (if any); and
- b. an address to which notices to the person, proxy or attorney may be sent; and
- c. a method by which the person, proxy or attorney may be contacted for the purposes of the meeting.

Proxies to be used at the meeting should be given to me as Joint and Several Administrators and to the person named as convening the meeting. A creditor can only be represented by proxy or by an attorney pursuant to IPR 75-150 & 75-155 and if a body corporate by a representative appointed pursuant to Section 250D.

Creditors will not be entitled to vote at this meeting unless they have previously lodged particulars of their claim against the Companies in accordance with IPR 75-85 and that claim has been admitted for voting purposes wholly or in part by the Joint and Several Administrators.

Dated this 21st day of March 2018.



Vaughan Strawbridge
Joint and Several Administrator

Deloitte Financial Advisory Pty Ltd
225 George Street
Sydney, NSW 2000

Telephone: (02) 9322 7000

FORMAL PROOF OF DEBT OR CLAIM (GENERAL FORM)

To the Joint and Several Administrators of (**please tick one**):

- Orotongroup Limited (ACN 000 038 675)**
- Orotongroup (Australia) Pty Ltd (ACN 000 704 129)**
- Orotongroup (Licence Company) Pty Ltd (ACN 166 068 695)**

Note: If you are a creditor of more than one company please submit a separate form for each company

1. This is to state that the Company was, on 30 November 2017 ⁽¹⁾ and still is, justly and truly indebted to⁽²⁾ (full name):
.....
(‘Creditor’)
-
of (full address)
- for \$..... dollars andcents.

Particulars of the debt are:

Date	Consideration ⁽³⁾ state how the debt arose	Amount \$	GST included \$	Remarks ⁽⁴⁾ include details of voucher substantiating payment

2. To my knowledge or belief the creditor has not, nor has any person by the creditor's order, had or received any manner of satisfaction or security for the sum or any part of it except for the following:

Insert particulars of all securities held. Where the securities are on the property of the Company, assess the value of those securities. If any bills or other negotiable securities are held, specify them in a schedule in the following form:

Date	Drawer	Acceptor	Amount \$ c	Due Date

- I am **not** a related creditor of the Company ⁽⁵⁾
- I am a related creditor of the Company ⁽⁵⁾
relationship: _____

3A.^{(6)*} I am employed by the creditor and authorised in writing by the creditor to make this statement. I know that the debt was incurred for the consideration stated and that the debt, to the best of my knowledge and belief, still remains unpaid and unsatisfied.

3B.^{(6)*} I am the creditor's agent authorised in writing to make this statement in writing. I know that the debt was incurred and for the consideration stated and that the debt, to the best of my knowledge and belief, still remains unpaid and unsatisfied.

DATED this day of 2018

Signature of Signatory

NAME IN BLOCK LETTERS

Occupation

Address

See Directions overleaf for the completion of this form

OFFICE USE ONLY

POD No:		ADMIT (Voting / Dividend) - Ordinary	\$
Date Received:	/ /	ADMIT (Voting / Dividend) - Preferential	\$
Entered into CORE IPS:		Reject (Voting / Dividend)	\$
Amount per CRA/RATA	\$	Object or H/Over for Consideration	\$
Reason for Admitting / Rejection			
PREP BY/AUTHORISED		TOTAL PROOF	\$
DATE AUTHORISED / /			

Proof of Debt Form Directions

- * Strike out whichever is inapplicable.
- (1) Insert date of Court Order in winding up by the Court, or date of resolution to wind up, if a voluntary winding up.
- (2) Insert full name and address (including ABN) of the creditor and, if applicable, the creditor's partners. If prepared by an employee or agent of the creditor, also insert a description of the occupation of the creditor.
- (3) Under "Consideration" state how the debt arose, for example "goods sold and delivered to the Company between the dates of", "moneys advanced in respect of the Bill of Exchange".
- (4) Under "Remarks" include details of vouchers substantiating payment.
- (5) Related Party / Entity: Director, relative of Director, related Company, beneficiary of a related trust.
- (6) If the Creditor is a natural person and this proof is made by the Creditor personally. In other cases, if, for example, you are the director of a corporate Creditor or the solicitor or accountant of the Creditor, you sign this form as the Creditor's authorised agent (delete item 3A). If you are an authorised employee of the Creditor (credit manager etc), delete item 3B.

Annexures

- A. If space provided for a particular purpose in a form is insufficient to contain all the required information in relation to a particular item, the information must be set out in an annexure.
- B. An annexure to a form must:
 - (a) have an identifying mark;
 - (b) and be endorsed with the words:

"This is the annexure of (insert number of pages) pages marked (insert an identifying mark) referred to in the (insert description of form) signed by me/us and dated (insert date of signing); and
 - (c) be signed by each person signing the form to which the document is annexed.
- C. The pages in an annexure must be numbered consecutively.
- D. If a form has a document annexed the following particulars of the annexure must be written on the form:
 - (a) the identifying mark; and
 - (b) the number of pages.
- E. A reference to an annexure includes a document that is with a form.

Resolution	For	Against	Abstain
<p>4. In the event that the creditors vote for the Company to enter into the proposed DOCA, to consider and if thought fit, approve the Joint and Several Administrators' future remuneration from the second meeting of creditors to the execution of the DOCA:</p> <p><i>"That the future remuneration of the Administrators, their partners and staff, calculated at the hourly rates as detailed in the Remuneration Report of 21 March 2018, for the period from the second meeting of creditors to execution of the DOCA, is fixed and approved to a maximum cap of \$20,160 plus GST, to be drawn only when incurred on a monthly basis or as required. Should a lesser amount be actually incurred, only the lesser amount will be drawn. Should a greater amount be actually incurred, further approval from creditors will be sought."</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>5. In the event that the creditors vote for the Company to enter into the proposed DOCA, to consider and if thought fit, approve the Deed Administrators' future remuneration from the execution of the DOCA to the finalisation (effectuation) of the DOCA:</p> <p><i>"That the future remuneration of the Deed Administrators, their partners and staff, calculated at the hourly rates as detailed in the Remuneration Report of 21 March 2018, for the period from execution of DOCA to finalisation (effectuation) of the DOCA, is fixed and approved to a maximum cap of \$25,000 plus GST, to be drawn only when incurred on a monthly basis or as required. Should a lesser amount be actually incurred, only the lesser amount will be drawn. Should a greater amount be actually incurred, further approval from creditors will be sought."</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>6. In the event that the creditors vote for the Company to enter into the proposed DOCA, to consider and if thought fit, approve the Trustees' of the Creditors' Trust future remuneration from the creation of the Creditors' Trust to the dissolution of the Creditors Trust:</p> <p><i>"That the future remuneration of the Trustees, their partners and staff, calculated at the hourly rates as detailed in the Remuneration Report of 21 March 2018, for the period from the creation of the Creditors' Trust to the dissolution of the Creditors' Trust, is fixed and approved to a maximum cap of \$675,430 plus GST, to be drawn only when incurred on a monthly basis or as required. Should a lesser amount be actually incurred, only the lesser amount will be drawn. Should a greater amount be actually incurred, further approval from creditors will be sought."</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>7. In the event that the creditors vote to wind up the Company, to consider and if thought fit, approve the Liquidators' future remuneration from commencement of the liquidation to the completion of the liquidation:</p> <p><i>"That the future remuneration of the Liquidators, their partners and staff, calculated at the hourly rates as detailed in the Remuneration Report of 21 March 2018, for the period from commencement of liquidation to completion of the liquidation, is fixed and approved to a maximum cap of \$250,230 plus GST, to be drawn only when incurred on a monthly basis or as required. Should a lesser amount be actually incurred, only the lesser amount will be drawn. Should a greater amount be actually incurred, further approval from creditors will be sought."</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Resolution	For	Against	Abstain
<p>8. To consider and if thought fit, approve the Joint and Several Administrators' current disbursements from 30 November 2017 to 9 March 2018:</p> <p><i>"That the disbursements of the Administrators, their partners and staff, for the period of the Administration from 30 November to 9 March 2018, as detailed in the Remuneration Report of 21 March 2018, are approved in the sum of \$211.85 plus GST."</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>9. In the event that the creditors, vote to wind-up the Company, to consider and if thought fit, pass the following resolution:</p> <p><i>"That a Committee of Inspection be appointed."</i></p> <p>I am prepared / not* prepared to sit on the Committee of Inspection</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>10. In the event that the creditors, vote to wind-up the Company, to consider and if thought fit, approve the early destruction of the books and records of the Company at the conclusion of the winding up:</p> <p><i>"That subject to obtaining the approval of the Australian Securities and Investments Commission under Section 542(4) of the Corporations Act 2001, the books and records of the Company and of the liquidation be disposed of by the Liquidators six months after the dissolution of the Company or earlier at the discretion of the Australian Securities and Investments Commission."</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

DATED this _____ day of _____ 2018.

Signature

CERTIFICATE OF WITNESS

This certificate is to be completed only if the person giving the proxy is blind or incapable of writing. The signature of the creditor, contributory, debenture holder or member must not be witnessed by the person nominated as proxy.

I, of
certify that the above instrument appointing a proxy was completed by me in the presence of and at the request of the person appointing the proxy and read to him or her before he or she signed or marked the instrument.

Dated:

Signature of Witness:

Description:

Place of Residence:

* Strike out if inapplicable

(1) If a firm, strike out "I" and set out the full name of the firm.

(2) Insert the name, address and description of the person appointed.

Resolution	For	Against	Abstain
<p>4. In the event that the creditors vote for the Company to enter into the proposed DOCA, to consider and if thought fit, approve the Joint and Several Administrators' future remuneration from the second meeting of creditors to the execution of the DOCA:</p> <p><i>"That the future remuneration of the Administrators, their partners and staff, calculated at the hourly rates as detailed in the Remuneration Report of 21 March 2018, for the period from the second meeting of creditors to execution of the DOCA, is fixed and approved to a maximum cap of \$60,050 plus GST, to be drawn only when incurred. Should a lesser amount be actually incurred, only the lesser amount will be drawn. Should a greater amount be actually incurred, further approval from creditors will be sought."</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>5. In the event that the creditors vote for the Company to enter into the proposed DOCA, to consider and if thought fit, approve the Deed Administrators' future remuneration from the execution of the DOCA to the finalisation (effectuation) of the DOCA:</p> <p><i>"That the future remuneration of the Deed Administrators, their partners and staff, calculated at the hourly rates as detailed in the Remuneration Report of 21 March 2018, for the period from execution of DOCA to finalisation (effectuation) of the DOCA, is fixed and approved to a maximum cap of \$600,115 plus GST, to be drawn only when incurred on a monthly basis or as required. Should a lesser amount be actually incurred, only the lesser amount will be drawn. Should a greater amount be actually incurred, further approval from creditors will be sought."</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>6. In the event that the creditors vote for the Company to enter into the proposed DOCA, to consider and if thought fit, approve the Trustees' of the Creditors' Trust future remuneration from the creation of the Creditors' Trust to the dissolution of the Creditors Trust:</p> <p><i>"That the future remuneration of the Trustees, their partners and staff, calculated at the hourly rates as detailed in the Remuneration Report of 21 March 2018, for the period from the creation of the Creditors' Trust to the dissolution of the Creditors' Trust, is fixed and approved to a maximum cap of \$675,430 plus GST, to be drawn only when incurred on a monthly basis or as required. Should a lesser amount be actually incurred, only the lesser amount will be drawn. Should a greater amount be actually incurred, further approval from creditors will be sought."</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>7. In the event that the creditors vote to wind up the Company, to consider and if thought fit, approve the Liquidators' future remuneration from commencement of the liquidation to the completion of the liquidation:</p> <p><i>"That the future remuneration of the Liquidators, their partners and staff, calculated at the hourly rates as detailed in the Remuneration Report of 21 March 2018, for the period from commencement of liquidation to completion of the liquidation, is fixed and approved to a maximum cap of \$1,000,560 plus GST, to be drawn only when incurred on a monthly basis or as required. Should a lesser amount be actually incurred, only the lesser amount will be drawn. Should a greater amount be actually incurred, further approval from creditors will be sought."</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Resolution	For	Against	Abstain
<p>8. To consider and if thought fit, approve the Joint and Several Administrators' current disbursements from 30 November 2017 to 9 March 2018:</p> <p><i>"That the disbursements of the Administrators, their partners and staff, for the period of the Administration from 30 November to 9 March 2018, as detailed in the Remuneration Report of 21 March 2018, are approved in the sum of \$5,254.13 plus GST."</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>9. In the event that the creditors, vote to wind-up the Company, to consider and if thought fit, pass the following resolution:</p> <p><i>"That a Committee of Inspection be appointed."</i></p> <p>I am prepared / not* prepared to sit on the Committee of Inspection</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>10. In the event that the creditors, vote to wind-up the Company, to consider and if thought fit, approve the early destruction of the books and records of the Company at the conclusion of the winding up:</p> <p><i>"That subject to obtaining the approval of the Australian Securities and Investments Commission under Section 542(4) of the Corporations Act 2001, the books and records of the Company and of the liquidation be disposed of by the Liquidators six months after the dissolution of the Company or earlier at the discretion of the Australian Securities and Investments Commission."</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

DATED this _____ day of _____ 2018.

Signature

CERTIFICATE OF WITNESS

This certificate is to be completed only if the person giving the proxy is blind or incapable of writing. The signature of the creditor, contributory, debenture holder or member must not be witnessed by the person nominated as proxy.

I, of
certify that the above instrument appointing a proxy was completed by me in the presence of and at the request of the person appointing the proxy and read to him or her before he or she signed or marked the instrument.

Dated:

Signature of Witness:

Description:

Place of Residence:

* Strike out if inapplicable

(1) If a firm, strike out "I" and set out the full name of the firm.

(2) Insert the name, address and description of the person appointed.

Resolution	For	Against	Abstain
<p>4. In the event that the creditors vote for the Company to enter into the proposed DOCA, to consider and if thought fit, approve the Joint and Several Administrators' future remuneration from the second meeting of creditors to the execution of the DOCA:</p> <p><i>"That the future remuneration of the Administrators, their partners and staff, calculated at the hourly rates as detailed in the Remuneration Report of 21 March 2018, for the period from the second meeting of creditors to execution of the DOCA, is fixed and approved to a maximum cap of \$20,030 plus GST, to be drawn only when incurred. Should a lesser amount be actually incurred, only the lesser amount will be drawn. Should a greater amount be actually incurred, further approval from creditors will be sought."</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>5. In the event that the creditors vote for the Company to enter into the proposed DOCA, to consider and if thought fit, approve the Deed Administrators' future remuneration from the execution of the DOCA to the finalisation (effectuation) of the DOCA:</p> <p><i>"That the future remuneration of the Deed Administrators, their partners and staff, calculated at the hourly rates as detailed in the Remuneration Report of 21 March 2018, for the period from execution of DOCA to finalisation (effectuation) of the DOCA, is fixed and approved to a maximum cap of \$200,110 plus GST, to be drawn only when incurred on a monthly basis or as required. Should a lesser amount be actually incurred, only the lesser amount will be drawn. Should a greater amount be actually incurred, further approval from creditors will be sought."</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>6. In the event that the creditors vote for the Company to enter into the proposed DOCA, to consider and if thought fit, approve the Trustees' of the Creditors' Trust future remuneration from the creation of the Creditors' Trust to the dissolution of the Creditors Trust:</p> <p><i>"That the future remuneration of the Trustees, their partners and staff, calculated at the hourly rates as detailed in the Remuneration Report of 21 March 2018, for the period from the creation of the Creditors' Trust to the dissolution of the Creditors' Trust, is fixed and approved to a maximum cap of \$675,430 plus GST, to be drawn only when incurred on a monthly basis or as required. Should a lesser amount be actually incurred, only the lesser amount will be drawn. Should a greater amount be actually incurred, further approval from creditors will be sought."</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>7. In the event that the creditors vote to wind up the Company, to consider and if thought fit, approve the Liquidators' future remuneration from commencement of the liquidation to the completion of the liquidation:</p> <p><i>"That the future remuneration of the Liquidators, their partners and staff, calculated at the hourly rates as detailed in the Remuneration Report of 21 March 2018, for the period from commencement of liquidation to completion of the liquidation, is fixed and approved to a maximum cap of \$300,150 plus GST, to be drawn only when incurred on a monthly basis or as required. Should a lesser amount be actually incurred, only the lesser amount will be drawn. Should a greater amount be actually incurred, further approval from creditors will be sought."</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

