



Federal Court of Australia

District Registry: Victoria

Division: General

No: VID761/2020

IN THE MATTER OF THE PAS GROUP LIMITED (SUBJECT TO DEED OF COMPANY ARRANGEMENT) ACN 169 477 463

MARTIN FRANCIS FORD, STEPHEN GRAHAM LONGLEY AND DAVID LAURENCE MCEVOY, IN THEIR CAPACITY AS JOINT AND SEVERAL DEED ADMINISTRATORS OF THE PAS GROUP LIMITED (SUBJECT TO DEED OF COMPANY ARRANGEMENT) ACN 169 477 463 AND EACH OF THE COMPANIES NAMED IN THE SCHEDULE
Plaintiffs

ORDER

JUDGE: JUSTICE O'CALLAGHAN

DATE OF ORDER: 18 December 2020

WHERE MADE: Melbourne

THE COURT ORDERS THAT:

- 1 The Plaintiffs, in their capacity as joint and several deed administrators of The PAS Group Limited (Subject to Deed of Company Arrangement) ACN 169 477 463 (**PAS Group**), be granted leave pursuant to section 444GA(1)(b) of the *Corporations Act 2001* (Cth) (**Corporations Act**) to transfer all of the issued shares in PAS Group from the members (as defined by the Corporations Act) (**Members**) to PAS Group International Pty Ltd ACN 645 134 247 (**PAS Group International**), in accordance with the terms of the Implementation Deed executed on 23 October 2020 by PAS Group International, Larry Kestelman, Designworks International Pty Ltd ACN 644 545 193, The PAS Group Distribution Company Pty Ltd (Subject to Deed of Company Arrangement) ACN 620 985 864, other named entities and the Plaintiffs.
- 2 Pursuant to section 447A(1) of the Corporations Act and/or section 90-15(1) of the Insolvency Practice Schedule (Corporations) (being Schedule 2 to the Corporations Act), any of the Plaintiffs may jointly or severally:



- (a) execute on behalf of the Members share transfer forms and any other documents ancillary or incidental to effecting the transfer of PAS Group shares referred to in Order 1; and
 - (b) enter or procure the entry of the name of PAS Group International in PAS Group's register of members in respect of all shares transferred to PAS Group International in accordance with Order 1.

- 3 Pursuant to section 37AF(1)(b) of the *Federal Court of Australia Act 1976* (Cth) (**Federal Court Act**), until further order, the publication or other disclosure of information in:
 - (a) the highlighted sections of paragraphs 14(e), 14(g), 27, 29-32, 34, 38, 40-41, 46, 48, 50, 52-54, 58-60, 74-76, 78-81 and 83-84 of the affidavit of Stephen Graham Longley sworn on 14 December 2020 (**Second Longley Affidavit**);
 - (b) paragraphs 49, 51, 55-57, 99-100 and 103 of the Second Longley Affidavit;
 - (c) Exhibit "Confidential SGL-3" to the Second Longley Affidavit; and
 - (d) Exhibit "Confidential ATM-2" to the Affidavit of Anna Therese McLaurin sworn on 14 December 2020
(together, the **Confidential Material**),be prohibited, and that no person other than the Plaintiffs, their legal advisers and the Court be permitted to access the Confidential Material.

- 4 For the purposes of section 37AG(2) of the Federal Court Act, Order 3 above is made on the ground set out in section 37AG(1)(a) of the Federal Court Act, namely, that it is necessary to prevent prejudice to the proper administration of justice because, in the absence of the order:
 - (a) commercially sensitive and confidential information of the Plaintiffs; and
 - (b) confidential information of shareholders, creditors and employees of PAS Group,would be revealed to the public.

- 5 No order as to costs.

Date that entry is stamped: 18 December 2020



Sia Lagos
Registrar



SCHEDULE

No. VID 761 of 2020

Federal Court of Australia

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MARTIN FRANCIS FORD, STEPHEN GRAHAM LONGLEY AND DAVID LAURENCE MCEVOY, IN THEIR CAPACITY AS JOINT AND SEVERAL DEED ADMINISTRATORS OF THE PAS GROUP LIMITED (SUBJECT TO DEED OF COMPANY ARRANGEMENT) ACN 169 477 463 AND EACH OF THE COMPANIES NAMED IN THE SCHEDULE

Plaintiffs

- 1 AFG Retail Pty Limited (Subject to Deed of Company Arrangement) ACN 133 613 251
- 2 Black Pepper Brands Pty Limited (Subject to Deed of Company Arrangement) ACN 112 065 559
- 3 The PAS Group Distribution Company Pty Ltd (Subject to Deed of Company Arrangement) ACN 620 985 864 (formerly Bondi Bather Pty Limited (Subject to Deed of Company Arrangement) ACN 620 985 864
- 4 Chestnut Apparel Pty Limited (Subject to Deed of Company Arrangement) ACN 112 091 522
- 5 Designworks Clothing Company Pty Limited (Subject to Deed of Company Arrangement) ACN 117 343 807
- 6 Designworks Holdings Pty Limited (Subject to Deed of Company Arrangement) ACN 113 900 057



- 7 Fiorelli Licensing Pty Limited (Subject to Deed of Company Arrangement) ACN ~~122~~
295 827
- 8 JETS Swimwear Pty Limited (Subject to Deed of Company Arrangement) ACN 068
819 581
- 9 Metpas Pty Ltd (Subject to Deed of Company Arrangement) ACN 127 957 653
- 10 PAS Finance Pty Ltd (Subject to Deed of Company Arrangement) ACN 169 478 291
- 11 PASCO Group Pty Ltd (Subject to Deed of Company Arrangement) ACN 117 244
943
- 12 PASCO Operations Pty Ltd (Subject to Deed of Company Arrangement) ACN 112
078 547
- 13 Review Australia Pty Limited (Subject to Deed of Company Arrangement) ACN 122
295 836
- 14 The Capelle Group Pty Limited (Subject to Deed of Company Arrangement) ACN
121 867 641
- 15 The Hopkins Group Aust Pty Limited (Subject to Deed of Company Arrangement)
ACN 119 023 273
- 16 World Brands Pty Ltd (Subject to Deed of Company Arrangement) ACN 075 219 135
- 17 Yarra Trail Holdings Pty Limited (Subject to Deed of Company Arrangement) ACN
110 901 561
- 18 Yarra Trail Pty Limited (Subject to Deed of Company Arrangement) ACN 110 902
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