

NOTICE OF FILING AND HEARING

This document was lodged electronically in the FEDERAL COURT OF AUSTRALIA (FCA) on 27/11/2020 2:49:39 PM AEDT and has been accepted for filing under the Court's Rules. Filing and hearing details follow and important additional information about these are set out below.

Filing and Hearing Details

Document Lodged:	Originating process (Rule 2.2): Federal Court (Corporations) Rules 2000 form 2
File Number:	VID761/2020
File Title:	IN THE MATTER OF THE PAS GROUP LIMITED (SUBJECT TO DEED OF COMPANY ARRANGEMENT) ACN 169 477 463
Registry:	VICTORIA REGISTRY - FEDERAL COURT OF AUSTRALIA
Reason for Listing:	Hearing
Time and date for hearing:	18/12/2020, 9:00 AM
Place:	Please check Daily Court List for details



A handwritten signature in blue ink that reads 'Sia Lagos'.

Dated: 27/11/2020 3:10:38 PM AEDT

Registrar

Important Information

As required by the Court's Rules, this Notice has been inserted as the first page of the document which has been accepted for electronic filing. It is now taken to be part of that document for the purposes of the proceeding in the Court and contains important information for all parties to that proceeding. It must be included in the document served on each of those parties.

The Reason for Listing shown above is descriptive and does not limit the issues that might be dealt with, or the orders that might be made, at the hearing.

The date and time of lodgment also shown above are the date and time that the document was received by the Court. Under the Court's Rules the date of filing of the document is the day it was lodged (if that is a business day for the Registry which accepts it and the document was received by 4.30 pm local time at that Registry) or otherwise the next working day for that Registry.



ORIGINATING PROCESS

No. VID of 2020

Federal Court of Australia
District Registry: Victoria
Division: General

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

A. DETAILS OF APPLICATION

This application is made under sections 444GA and 447A of the *Corporations Act 2001* (Cth) (**Corporations Act**) and section 90-15 of the Insolvency Practice Schedule (Corporations), being Schedule 2 to the Corporations Act (**Insolvency Practice Schedule**).

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**), seek orders for leave pursuant to section 444GA(1)(b) of the Corporations Act to transfer all of the existing shares of PAS Group 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 (**Implementation Deed**).

On the facts stated in the supporting affidavits, the Plaintiffs seek orders that -

- 1 The Plaintiffs, in their capacity as joint and several deed administrators of PAS Group, be granted leave pursuant to section 444GA(1)(b) of the 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, in accordance with the terms of the Implementation Deed.

Filed on behalf of: the Plaintiffs

Prepared by: Ben Mahoney

Ref: 011915027

Law firm: **ARNOLD BLOCH LEIBLER**

Tel: 9229 9999 Fax: 9229 9900

Email: bmahoney@abl.com.au

Address for service: Level 21, 333 Collins Street, Melbourne, VIC 3000



- 2 Pursuant to section 447A(1) of the Corporations Act and/or section 90-15(1) of the Insolvency Practice Schedule, 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 Such further or other orders as the Court deems fit.

DATE: 27 November 2020

A handwritten signature in blue ink that reads 'Ben Mahoney'.

Ben Mahoney
ARNOLD BLOCH LEIBLER
Solicitors for the Plaintiffs

This application will be heard by the Federal Court of Australia, 305 William Street, Melbourne at 9.00 am on 18 December 2020.

B. NOTICE TO DEFENDANT(S) (IF ANY)

If you or your legal practitioner do not appear before the Court at the time shown above, the application may be dealt with, and an order made, in your absence. As soon after that time as the business of the Court will allow, any of the following may happen:

- (a) the application may be heard and final relief given;
- (b) directions may be given for the future conduct of the proceeding;
- (c) any interlocutory application may be heard.

Before appearing before the Court, you must file a notice of appearance, in the prescribed form, in the Registry and serve a copy of it on the Plaintiffs.



Note: Unless the Court otherwise orders, a defendant that is a corporation must be represented at a hearing by a legal practitioner. It may be represented at a hearing by a director of the corporation only if the Court grants leave.

C. APPLICATION FOR WINDING UP ON GROUND OF INSOLVENCY

Not applicable.

D. FILING

Date of filing:

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 An officer acting with the authority of the
DISTRICT REGISTRAR

This originating process is filed by Arnold Bloch Leibler of Level 21, 333 Collins Street, Melbourne, VIC, 3000, solicitors for the Plaintiffs.

E. SERVICE

The Plaintiffs' address for service is C/- Arnold Bloch Leibler, Level 21, 333 Collins Street, Melbourne, VIC, 3000.

A copy of this originating process will be provided to the Australian Securities and Investments Commission and made available to shareholders and creditors of PAS Group.

It is intended to serve a copy of this originating process on each defendant and on any person listed below:

**Schedule**

No. VID of 2020

Federal Court of Australia

District Registry: Victoria

Division: General

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

- 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)
- 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 110 902 102

Date: 27 November 2020