

To the Creditors

22 April 2025

Regional Express Holdings Limited	ACN 099 547 270
Air Partners Pty Ltd	ACN 065 221 356
Regional Express Pty Ltd	ACN 101 325 642
Rex Airlines Pty Ltd	ACN 642 400 048
Rex Investment Holdings Pty Ltd	ACN 101 317 677

(Administrators Appointed) (together “the Companies” or “the Rex Group”)

Dear Sir/Madam

Background

We refer to the appointment of Adam Nikitins, Justin Walsh and I as Joint and Several Administrators (**Administrators**) of the Rex Group on 30 July 2024 and previous circulars issued to creditors of the Companies, in particular the circular to creditors issued on 11 April 2025.

We hereby give notice that on 17 April 2025, the Honourable Justice Stewart of the Federal Court of Australia made orders relating to the administration of the Companies under section 447A of the *Corporations Act 2001* (Cth) (**Corporations Act**), section 90-15 of the *Insolvency Practice Schedule (Corporations)* (being Schedule 2 to the Corporations Act), and sections 37AF and 37AG of the *Federal Court of Australia Act 1976* (Cth) (**Orders**).

Pursuant to the Orders:

- the personal liability of the Administrators in relation certain contracts entered into by certain of the Companies during the course of the administration of the Rex Group has been limited;
- the personal liability of the Administrators in relation to certain contracts to be novated from Rex Airlines Pty Ltd (Administrators Appointed) (**RAL**) to Regional Express Holdings Limited (Administrators Appointed) (**Rex Holdings**) (**RAL Contracts**) has been limited;
- the Administrators are justified in entering into and performing (and causing RAL and Rex Holdings to enter into and perform) a novation of the RAL Contracts; and
- the personal liability of the Administrators in relation to certain categories of future contracts which may be entered into by the Companies has been limited.

A copy of the Orders is attached at **Annexure A**.

Questions regarding the administration should be directed to this office by email at rex.creditors@au.ey.com.

Yours sincerely



Sam Freeman
Joint and Several Administrator

Enc.



Federal Court of Australia

District Registry: New South Wales Registry

Division: General

No: NSD1050/2024

SAMUEL FREEMAN, JUSTIN WALSH AND ADAM NIKITINS IN THEIR CAPACITY AS JOINT AND SEVERAL ADMINISTRATORS OF REGIONAL EXPRESS HOLDINGS LIMITED (ACN 099 547 270) (ADMINISTRATORS APPOINTED) AND THE THIRD TO SIXTH PLAINTIFFS and others named in the schedule
Plaintiff

ORDER

JUDGE: Justice Stewart

DATE OF ORDER: 17 April 2025

WHERE MADE: Sydney

THE COURT ORDERS THAT:

1. Pursuant to s 447A(1) of the *Corporations Act 2001* (Cth) (**Corporations Act**), Pt 5.3A of the Corporations Act is to operate, *nunc pro tunc*, in relation to the first plaintiffs (**Administrators**), the second plaintiff (**Rex Holdings**), the fourth plaintiff (**RIH**), the fifth plaintiff (**Regional Express**) and the sixth plaintiff (**RAL**) (each as applicable), as if s 443A(1) of the Corporations Act provides that:
 - (a) any liabilities of the Administrators incurred (in their capacity as joint and several administrators of Rex Holdings, RIH, Regional Express and RAL (each as applicable)) with respect to any obligations arising out of, or in connection with the:
 - (i) Department of Transport Deeds;
 - (ii) Etihad Side Letter;
 - (iii) Sydney Airport Licence;
 - (iv) Stantec Agreement;
 - (v) Adelaide Airport Deed;
 - (vi) Baxter Road Lease;
 - (vii) Westpac Agreement and Bank Guarantee;
 - (viii) Webjet Agreement;



- (ix) C&L Consignment Agreement;
 - (x) Access Framework Agreement; and
 - (xi) Nextant Pacific Agreement,
- each as defined in paragraph 20 of the affidavit of Samuel John Freeman affirmed 10 April 2025 (**Freeman Affidavit**) (together, the **Current Agreements** and each, a **Current Agreement**) are in the nature of debts incurred by the Administrators in the performance and exercise of their functions as joint and several administrators of Rex Holdings, RIH, Regional Express and RAL (each as applicable); and
- (b) notwithstanding that the liabilities in subparagraph 1(a) are debts incurred by the Administrators in the performance and exercise of their functions as joint and several administrators of Rex Holdings, RIH, Regional Express and RAL (each as applicable), the Administrators will not be personally liable to repay such debts or satisfy such liabilities to the extent that the assets of Rex Holdings, RIH, Regional Express and RAL (each as applicable) are insufficient to satisfy the debts and liabilities incurred by the Administrators arising out of, or in connection with, the Current Agreements (but, for the avoidance of doubt, nothing in this order affects whether or not the Administrators have a right of indemnity by reason of s 443D of the Corporations Act).
2. Pursuant to s 447A(1) of the Corporations Act and s 90-15 of the *Insolvency Practice Schedule (Corporations)*, being Sch 2 to the Corporations Act (**IPSC**), the Administrators are to provide notice to each counterparty to the Current Agreements of the order in paragraph 1 above, with liberty to be granted to each such counterparty in accordance with paragraph 10(a) below.
3. Pursuant to s 447A(1) of the Corporations Act, Pt 5.3A of the Corporations Act is to operate in relation to the Administrators, RAL and Rex Holdings as if s 443A(1) of the Corporations Act provides that:
- (a) the liabilities of the Administrators (in their capacity as joint and several administrators of each of RAL and Rex Holdings) incurred with respect to any obligations arising out of, or in connection with the:
 - (i) Active Industry Sales Agreement;



- (ii) Cargo Agreements;
- (iii) Active Lease Agreement;
- (iv) Software and Licensing Agreements;
- (v) Merchant Agreements; and
- (vi) Procurement Agreements,

each as defined in paragraph 40 of the Freeman Affidavit (together, the **RAL Contracts** and each, a **RAL Contract**), upon being novated, are in the nature of debts incurred by the Administrators in the performance and exercise of their functions as joint and several administrators of each of RAL and Rex Holdings; and

- (b) notwithstanding that the liabilities in subparagraph 3(a) are debts incurred by the Administrators in the performance and exercise of their functions as joint and several administrators of each of RAL and Rex Holdings, the Administrators will not be personally liable to repay such debts or satisfy such liabilities to the extent that the assets of RAL or Rex Holdings are insufficient to satisfy the debt and liabilities incurred by the Administrators arising out of, or in connection with, the RAL Contracts upon being novated (but, for the avoidance of doubt, nothing in this order affects whether or not the Administrators have a right of indemnity by reason of s 443D of the Corporations Act).

4. Pursuant to s 447A of the Corporations Act and s 90-15 of the IPSC, the Administrators are to provide notice to each counterparty to the RAL Contracts of the order in paragraph 3 above prior to that counterparty entering into any novation of a RAL Contract.
5. Pursuant to s 90-15 of the IPSC, the Administrators are justified in entering into and performing (and causing RAL and Rex Holdings to enter into and perform) a novation of the RAL Contracts.
6. Pursuant to s 447A(1) of the Corporations Act and s 90-15 of the IPSC, Pt 5.3A of the Corporations Act is to operate in relation to the plaintiffs as if s 443A(1) of the Corporations Act provides that:
 - (a) the liabilities of the Administrators (in their capacity as joint and several administrators of each of the second to sixth plaintiffs (**Rex Companies**))



incurred with respect to any obligations arising out of, or in connection with, any future:

- (i) aircraft operating leases, which may be entered into for the purpose of leasing and operating aircraft (including maintenance of aircraft) in order to carry out the operations of the Rex Companies' regional business;
- (ii) alliance agreements, being international arrangements established with various global airlines that provide the Rex Companies with a long distance international network;
- (iii) procurement contracts, including:
 - 1. in-flight services agreements, being agreements entered into for the provision of food and beverage and other retail on-board services, catering and entertainment on flights operated by the Rex Companies;
 - 2. ground handling agreements, being agreements entered into for the provision of ground handling services for the Rex Companies' flight arrivals and departures at national airports;
 - 3. operational systems agreements, being agreements entered into for the provision of support and maintenance services in relation to licenced software, systems, platforms and network infrastructure;
 - 4. fuel agreements, being agreements entered into for the supply and delivery of fuel to the Rex Companies at various locations throughout Australia;
 - 5. maintenance and parts agreements, being agreements entered into for the provision of maintenance, repair and modification services for aircraft operated by the Rex Companies, including the provision of the relevant component parts; and
 - 6. IT agreements, being agreements entered into for the provision of core computer infrastructure and end user computing support services and business services to the Rex Companies;



- (iv) departmental agreements, being agreements entered into with State and Federal governments for the supply of scheduled public air transport services to nominated remote destinations in Australia;
- (v) airport agreements, being agreements entered into with major airports across Australia, for the use of terminal gates, public spaces and facilities and for sub-leases in relation to each of the Rex Companies' airport lounges;
- (vi) charter agreements, being agreements entered into with various major companies for the supply of scheduled air transport services for personnel and freight to nominated destinations agreed between the parties to the agreement;
- (vii) cargo agreements, being agreements entered into for the handling of cargo and the provision of management, administration and support services;
- (viii) corporate sales agreements, being agreements entered into with major travel agents and other platforms, including with both government and private counterparties, which set out incentives offered by the Rex Companies for the sale of "Rex" flights by the relevant agents;
- (ix) industry/agency agreements, being agreements entered into which provide for the preferred supply by the Rex Companies of flight services to each of its clients, including with both government and private counterparties;
- (x) training agreements, being agreements entered into to provide ongoing training to crew members;
- (xi) licence and leasing arrangements, being agreements entered into with registered owners of land, buildings, or other premises to enable the Rex Companies to conduct operations, including but not limited to airport facilities, offices, hangars, and training centres; and
- (xii) the Expired RAL Contracts (as defined in paragraph 55 of the Freeman Affidavit),

(together, the **Future Agreements** and each, a **Future Agreement**) are in the nature of debts incurred by the Administrators in the performance and exercise



- of their functions as joint and several administrators of each of the Rex Companies; and
- (b) notwithstanding that the liabilities in subparagraph 6(a) are debts incurred by the Administrators in the performance and exercise of their functions as joint and several administrators of each of the Rex Companies, the Administrators will not be personally liable to repay such debts or satisfy such liabilities to the extent that the assets of the particular Rex Company or Rex Companies that is or are party to a particular Future Agreement are insufficient to satisfy the debts and liabilities incurred by the Administrators arising out of, or in connection with, the Future Agreements (but, for the avoidance of doubt, nothing in this order affects whether or not the Administrators have a right of indemnity by reason of s 443D of the Corporations Act).
7. Pursuant to s 447A of the Corporations Act and s 90-15 of the IPSC, the Administrators are to provide notice of the order in paragraph 6 above to any counterparty to a Future Agreement prior to that counterparty entering into a Future Agreement.
8. Until the conclusion of the administration of the Rex Companies or further order of the Court, pursuant to s 37AF(1)(b)(i) of the *Federal Court of Australia Act 1976* (Cth), on the ground stated in s 37AG(1)(a), being that the order is necessary to prevent prejudice to the proper administration of justice:
- (a) paragraphs 16 to 18, 20(a) to 20(j), 29(a) to 29(e), 40(a) to 40(f), and 55(a) to 55(c) of the Freeman Affidavit; and
- (b) Confidential Exhibit SJF-7 exhibited to the Freeman Affidavit, be kept confidential and be prohibited from disclosure to any person other than to a Judge of the Court and such staff of the Court who are required to have access for the purpose of performing the obligations of their employment at the Court as well as the plaintiffs and their legal representatives and such persons to whom they have disclosed the material in the performance of the administration on the condition of the maintenance of confidentiality (with such order to operate throughout the Commonwealth of Australia).
9. The Administrators take all reasonable steps to cause notice of the Court's orders to be given, within one (1) business day of the making of the orders to:



- (a) creditors (including persons or entities claiming to be creditors) of the Rex Companies, in accordance with order 4 of the orders made in this proceeding on 6 August 2024;
 - (b) counterparties to the Current Agreements, in accordance with paragraph 2 above; and
 - (c) the Australian Securities and Investments Commission.
10. Liberty be granted to:
- (a) any counterparty to the Current Agreements to apply to vary or discharge the orders made in paragraph 1 above; and
 - (b) any person demonstrating a sufficient interest to apply to vary or discharge any orders made above,
- on two (2) business days' written notice being given to the plaintiffs and to the Court.
11. The plaintiffs' costs of the application be treated as costs in the administrations of each of the Rex Companies, jointly and severally.

Date orders authenticated: **17 April 2025**


Registrar

Note: Entry of orders is dealt with in Rule 39.32 of the *Federal Court Rules 2011*.



Schedule

No: NSD1050/2024

Federal Court of Australia

District Registry: New South Wales Registry

Division: General

Second Plaintiff	REGIONAL EXPRESS HOLDINGS LIMITED (ACN 099 547 270) (ADMINISTRATORS APPOINTED)
Third Plaintiff	AIR PARTNERS PTY LTD (ADMINISTRATORS APPOINTED) (ACN 065 221 356)
Fourth Plaintiff	REX INVESTMENT HOLDINGS PTY LIMITED (ADMINISTRATORS APPOINTED) (ACN 101 317 677)
Fifth Plaintiff	REGIONAL EXPRESS PTY LIMITED (ADMINISTRATORS APPOINTED) (ACN 101 325 642)
Sixth Plaintiff	REX AIRLINES PTY LTD (ADMINISTRATORS APPOINTED) (ACN 642 400 048)