

To the Creditors

20 June 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

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 our previous circulars issued to creditors of the Companies.

We hereby give notice that on 19 June 2025 the Administrators filed an interlocutory application with the Federal Court of Australia (**Application**). The Application seeks orders 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).

The orders sought in the Application relate to, amongst other things:

- a further extension of the convening period of the administration to no later than 5 December 2025;
- orders relating to the Administrators and Companies' entry into, and performance of, an amendment to the finance agreement with the Australian Government (**Amended Finance Agreement**); and
- limiting the personal liability of the Administrators in relation to the Amended Finance Agreement.

It remains our view that a sale or recapitalisation of the regional business as a going concern is in the best interests of creditors and the group's stakeholders. The proposed extension of the administration also sees the almost one thousand Rex employees remain engaged in work, there is ongoing work for continuing suppliers of Rex and critical flight services to regional Australia are maintained.

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

The Application is listed to be heard on 24 June 2025 before the Honourable Justice Stewart at 10:15am. The hearing will take place at:

Federal Court of Australia
Law Courts Building
184 Phillip Street
Sydney NSW 2000

Please note that there is no need to take any action unless you wish to attend. Parties interested in attending should review the Federal Court daily list for confirmation of details of the Court in which the Application is to be heard.

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

NOTICE OF FILING AND HEARING

Filing and Hearing Details

Document Lodged:	Interlocutory process (Rule 2.2): Federal Court (Corporations) Rules 2000 form 3
Court of Filing:	FEDERAL COURT OF AUSTRALIA (FCA)
Date of Lodgment:	19/06/2025 6:21:33 PM AEST
Date Accepted for Filing:	20/06/2025 8:23:03 AM AEST
File Number:	NSD1050/2024
File Title:	IN THE MATTER OF REGIONAL EXPRESS HOLDINGS LIMITED ACN 099 547 270 (ADMINISTRATORS APPOINTED) & ORS
Registry:	NEW SOUTH WALES REGISTRY - FEDERAL COURT OF AUSTRALIA
Reason for Listing:	To Be Advised
Time and date for hearing:	To Be Advised
Place:	To Be Advised



Sia Lagos

Registrar

Important Information

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 date of the filing of the document is determined pursuant to the Court's Rules.



Form 3 Interlocutory process

(rules 2.2, 15A.4, 15A.8 and 15A.9)

No. NSD1050 of 2024

Federal Court of Australia

District Registry: New South Wales

Division: Commercial and Corporations

IN THE MATTER OF REGIONAL EXPRESS HOLDINGS LIMITED (ACN 099 547 270) (ADMINISTRATORS APPOINTED) AND OTHERS

**SAMUEL FREEMAN, JUSTIN WALSH AND ADAM NIKITINS IN THEIR
CAPACITY AS JOINT AND SEVERAL ADMINISTRATORS OF EACH OF
REGIONAL EXPRESS HOLDINGS LIMITED (ACN 099 547 270)
(ADMINISTRATORS APPOINTED) AND THE THIRD TO SIXTH PLAINTIFFS
NAMED IN THE SCHEDULE**

First Plaintiffs

AND OTHERS NAMED IN THE SCHEDULE

A. DETAILS OF APPLICATION

This application is made pursuant to section 447A of the *Corporations Act 2001* (Cth) (**Corporations Act**), section 90-15 of the *Insolvency Practice Schedule 2016* (Cth) (**IPSC**), being Schedule 2 to the Corporations Act and sections 37AF and 37AG of the *Federal Court of Australia Act 1976* (Cth).

This is an application by the Second to Sixth Plaintiffs (**Rex Companies**) and the First Plaintiffs, their administrators (**Administrators**), for various orders facilitating the administration of each of the Rex Companies under the provisions of Part 5.3A of the Corporations Act.

On the facts stated in the supporting affidavit of Samuel John Freeman affirmed 19 June 2025 (**Freeman Affidavit**) and confidential affidavit of Samuel John Freeman affirmed on 19 June 2025 (**Confidential Freeman Affidavit**) the Plaintiffs apply for the following relief:

Extension of Convening Period

1. Pursuant to section 447A of Corporations Act, Part 5.3A of the Corporations Act is to operate in relation to the Second to Sixth Plaintiffs (**Rex Companies**) as if, notwithstanding the provisions in section 439A of the Corporations Act, the convening period of the Rex Companies is the period up to and including 5 December 2025.

Filed on behalf of (name & role of party)	First to Sixth Plaintiffs
Prepared by (name of person/lawyer)	Timothy Sackar
Law firm (if applicable)	White & Case LLP
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Address for service (include state and postcode)	Level 50, Governor Philip Tower, 1 Farrer Place Sydney NSW 2000



2. Pursuant to section 447A of the Corporations Act, Part 5.3A of the Corporations Act is to operate in relation to the Rex Companies such that, notwithstanding the provisions in section 439A(2) of the Corporations Act, the second meetings of the creditors of the Rex Companies required under section 439A of the Corporations Act may be convened and held at any time during, or within, five business days after the convening period as extended by order 1 above, provided that the First Plaintiffs (**Administrators**) give notice of the meeting to creditors of each of the Rex Companies (including the persons or entities claiming to be creditors of the Companies) at least five business days before the meeting.

Amended Commonwealth Loan Agreement

3. Pursuant to section 90-15 of the IPSC, the Administrators are justified in entering into and performing (and causing the Rex Companies to enter into and perform) the Amended Commonwealth Loan Agreement (as defined in the Freeman Affidavit).
4. Pursuant to section 447A(1) of the Corporations Act, Part 5.3A of the Corporations Act is to operate in relation to the Plaintiffs as if section 443A(1) of the Corporations Act provides that:
 - (a) any liabilities of the Administrators incurred with respect to any obligations arising out of, or in connection with, the Amended Commonwealth Loan Agreement including monies borrowed, interest incurred in respect of monies borrowed and borrowing costs) are in the nature of debts incurred by the Administrators in the performance and exercise of their functions as joint and several administrators of the Rex Companies; and
 - (b) notwithstanding that the liabilities in subparagraph (a) are debts or liabilities incurred by the Administrators in the performance and exercise of their functions as joint and several administrators of the Rex Companies, if the property and assets of the Rex Companies (where relevant) are insufficient to satisfy these debts and liabilities, such that the indemnity under section 443D of the Corporations Act is insufficient to meet any amount for which the Administrators may be liable, then the Administrators will not be personally liable to repay such debts or satisfy such liabilities to the extent of that insufficiency.

Confidential Freeman Affidavit

5. Until the conclusion of the administration of the Rex Companies or further order of the Court, pursuant to sections 37AF(1)(b)(i) of the *Federal Court of Australia Act 1976* (Cth), on the ground stated in section 37AG(1)(a), being that the order is necessary to prevent prejudice to the proper administration of justice:
 - (a) the Confidential Freeman Affidavit; and
 - (b) Confidential Exhibit SJF-10 exhibited to the Confidential Freeman Affidavit,be kept confidential and be prohibited from disclosure to any person other than to:
 - (c) a Judge of the Court and that Judge's personal staff and assistants;
 - (d) the Plaintiffs and their legal representatives; and



- (e) the Commonwealth of Australia and its legal representatives.
6. Pursuant to s 37P of the *Federal Court of Australia Act 1976* (Cth) and rule 1.34 of the *Federal Court Rules 2011* (Cth) any obligation to file the Confidential Freeman Affidavit or Confidential Freeman Exhibit is dispensed with.

Ancillary Orders

7. 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 on 6 August 2024; and
 - (b) the Australian Securities and Investments Commission.
8. Liberty be granted to 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.
9. The Plaintiffs' costs of the application be treated as costs in the administrations of each of the Rex Companies, jointly and severally.

Date: 19 June 2025

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Signature of
Plaintiffs' legal practitioner

This application will be heard by at the Federal Court of Australia, Law Courts Building, 184 Phillip Street, Sydney NSW 2000 at
*am/*pm on

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

Not applicable.

C. FILING

This interlocutory process is filed by White & Case, solicitors for the Plaintiffs.

D. SERVICE

The applicant's address for service is White & Case, Level 50 Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000.

It is not intended to serve a copy of this interlocutory process on any person but it is intended that notice be given to creditors, the Commonwealth of Australia and the Australian Securities and Investments Commission.



SCHEDULE

No. NSD1050 of 2024

Federal Court of Australia
District Registry: New South Wales
Division: Commercial and Corporations List

IN THE MATTER OF REGIONAL EXPRESS HOLDINGS LIMITED (ACN 099 547 270) (ADMINISTRATORS APPOINTED) AND OTHERS

First Plaintiff	Samuel Freeman, Justin Walsh and Adam Nikitins in their capacity as joint and several administrators of each of the Second to Sixth Plaintiffs
Second Plaintiff	Regional Express Holdings Limited (Administrators Appointed) (ACN 099 547 270)
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)