



**Building a better
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6 August 2024

To the Creditors

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
- ▶ the circulars issued to creditors of the Companies on 31 July 2024 and 5 August 2024.

We hereby give notice that on 6 August 2024 the Honourable Justice Yates of the Federal Court of Australia made orders relating to the administration of the Companies under sections 443B(8) and 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**).

These orders relate to, amongst other things, procedural matters in respect of the administration of the Companies, the conduct of the first meeting of creditors (**First Meeting**) and limiting the personal liability of the Administrators in certain circumstances. A copy of the Orders is attached at **Annexure A**.

Orders

Set out below is a summary of the orders that relate to the conduct of the First Meeting of the Companies, and other procedural matters relevant to creditors. This is not a full extract of the Orders (in this regard we refer creditors to Annexure A), however it is intended to summarise practical matters for creditors to be aware of as the administration progresses.

Order	Subject	Description
Order 1 Order 4	Notices to Creditors	<p>The Administrators must give notices to creditors of the Companies, including of the First Meeting, as follows:</p> <ul style="list-style-type: none"> ▶ by email where the Administrators have email addresses for creditors; ▶ by post where the Administrators do not have an email address for a creditor but have a postal address for that creditor; ▶ where relevant, by publishing notices on the ASIC published notices website at https://insolvencynotices.asic.gov.au; and

Order	Subject	Description
		<ul style="list-style-type: none"> ▶ by publishing the notice on the Creditor Portal. <p>The Administrators have given notice to creditors in accordance with these requirements.</p>
Order 2	Notice to Creditors	<p>The Administrators are required to give customer creditors of the Companies (being customers whose flights have been cancelled) 2 business days' notice of the first meeting of creditors.</p> <p>The Administrators have given notice to customer creditors in accordance with these requirements.</p>
Order 3	Notice to Creditors	<p>The First Meeting may be held as a virtual meeting.</p> <p>The Administrators refer creditors to the Notice of Meeting enclosed with our Circular to Creditors dated 31 July 2024 for details of the First Meeting.</p>
Order 5	First Meeting of Creditors	<p>In relation to the First Meeting:</p> <ul style="list-style-type: none"> ▶ this will be conducted by live stream (where creditors can participate by live chat but cannot speak at the meeting); ▶ creditors who wish to ask questions at the First Meeting must submit these to the Administrators by 12pm on 7 August 2024 by email at rex.creditors@au.ey.com; ▶ the Administrators will answer or address questions at the First Meeting (for at least 2 hours) that have been received by us from creditors on or before 12pm on 7 August 2024.
Order 6	First Meeting of Creditors	<p>Within 5 business days of the First Meeting, the Administrators will publish on the Creditor Portal information responding to questions and requests for information received prior to or during the First Meeting that are not addressed in substance at the meeting.</p>
Order 7	Committee of Inspection	<p>A single committee of inspection will be formed for all of the Companies (Committee). The members of the Committee will be representatives proposed by the Administrators based on nominations they have received from creditors up to one business day after the First Meeting.</p> <p>The Administrators refer creditors to the Committee Nomination Form at Annexure F2 of the Circular to Creditors dated 31 July 2024 if you wish to nominate to sit on the Committee.</p> <p>No more than three business days after the First Meeting, the Administrators will:</p> <ul style="list-style-type: none"> ▶ notify creditors of the representatives proposed by the Administrators to form the Committee and why we have proposed these representatives; and

Order	Subject	Description
		▶ invite creditors to vote on the proposal within 5 business days.
Order 9	Information Request	The Administrators will respond to information requests received from creditors during the administration within 10 business days.

Questions, requests for information and comments to be made ahead of First Meeting

Questions, requests for information or comments that they wish to raise at the First Meeting should be submitted to the Administrators by 12pm on 7 August 2024 by email at rex.creditors@au.ey.com.

Your sincerely



Sam Freeman
Joint and Several Administrator

Annexure A



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 Yates

DATE OF ORDER: 6 August 2024

WHERE MADE: Sydney

THE COURT ORDERS THAT:

1. Subject to Order 2 below, pursuant to s 447A of the **Corporations Act 2001** (Cth) and/or s 90-15 of the *Insolvency Practice Schedule (Corporations)* (**IPS(C)**), Pt 5.3A of the Corporations Act is to operate, *nunc pro tunc*, in relation to each of the second to sixth plaintiffs (**Rex Companies**) as if any notice (**Notice**) required to be given pursuant to ss 75-15 and 75-225(1) of the *Insolvency Practice Rules (Corporations) 2016* (Cth) (**IPR(C)**) has been or will be validly given to creditors of the Rex Companies by reason of the following steps having been taken at least five business days prior to the date of the proposed meeting:
 - (a) where the first plaintiffs (**administrators**) have an email address for a creditor (including persons or entities claiming to be creditors), by sending the Notice by email to each such creditor, irrespective of whether the creditor has nominated to receive electronic notifications of documents;
 - (b) where the administrators do not have an email address for a creditor (including persons or entities claiming to be creditors), but have a postal address for that creditor, by sending the Notice by post to each such creditor;
 - (c) by publishing the Notice on the Australian Securities and Investments Commission (**ASIC**) published notices website appearing at <https://publishednotices.asic.gov.au>; and



- (d) by publishing the Notice on the creditor portal maintained by the administrators accessible on the website www.rex.com.au (**Creditor Portal**).
2. Pursuant to s 447A(1) of the Corporations Act and/or s 90-15 of the IPS(C), the periods specified in s 436E(3)(a) of the Corporations Act and r 70-30(3)(b) of the IPR(C), be abridged to two (2) business days for the those creditors of the Rex Companies who are customers whose flights have been cancelled.
 3. Pursuant to s 447A(1) of the Corporations Act and/or s 90-15 of the IPS(C), Pt 5.3A of the Corporations Act is to operate in relation to the Rex Companies as if the administrators have validly convened the first meeting of the creditors of the Rex Companies (**First Meeting**) in accordance with section 436E(3) of the Corporations Act, by the notice issued by the first plaintiffs on 31 July 2024 (**Notice of First Meeting**), notwithstanding that the Notice of First Meeting referred to the location of the meeting as ‘Virtual Meeting - Teleconference’.
 4. Pursuant to s 447A(1) of the Corporations Act and/or s 90-15 of the IPS(C), if, pursuant to any provision in any of Pt 5.3A of the Corporations Act, Pt 5.3A of the *Corporations Regulations 2001* (Cth), the IPS(C), or the IPR(C), the administrators are required to provide any other notification to creditors during the administration of each of the Rex Companies, the applicable notice requirements will be satisfied if the administrators give such notice by taking the following steps:
 - (a) where the administrators have an email address for a creditor (including persons or entities claiming to be creditors), by sending the notice by email to each such creditor, irrespective of whether the creditor has nominated to receive electronic notifications of documents;
 - (b) where the administrators do not have an email address for a creditor (including persons or entities claiming to be creditors), but have a postal address for that creditor, by sending the Notice by post to each such creditor;
 - (c) to the extent the matter relates to a meeting that is the subject of r 75-40(4) of the IPR(C), by causing notice of the meeting to be published on the ASIC published notices website at <https://insolvencynotices.asic.gov.au>; and
 - (d) by publishing the Notice on the Creditor Portal.

Conduct of First Meeting of Creditors

5. Pursuant to s 447A of the Corporations Act and/or s 90-15 of the IPS(C), Pt 5.3A of the Corporations Act is to operate, in relation to the First Meeting required to be held under



s 436E of the Corporations Act for each of the Rex Companies, so that the requirement to provide persons attending a virtual meeting with a reasonable opportunity to participate under r 75-75(1) of the IPR(C) will be satisfied where:

- (a) the administrators conduct a virtual meeting by way of a live stream format, where participants are able to participate in the meeting by way of a written live chat function which is visible only to the chairperson of the meeting (or his or her delegate), but cannot orally address the meeting;
 - (b) the administrators have given a notice to creditors of the Rex Companies (in accordance with Order 4 of these Orders) that specifies that questions, requests for information, or comments that they wish to raise at the First Meeting should be submitted, to the extent possible, to the administrators by midday on 7 August 2024; and
 - (c) the administrators:
 - (i) answer or address at the First Meeting, as far as practicable, questions, requests for information, or comments submitted by creditors prior to midday on 7 August 2024, for a period of not less than two (2) hours or until all such questions, requests for information, and comments have been responded to (whichever occurs sooner); and
 - (ii) may, but are not required at the First Meeting to, answer or address any questions, requests for information, or comments submitted by creditors after midday on 7 August 2024.
6. Within five (5) business days of the First Meeting, the administrators publish on the Creditor Portal information responding to all questions, requests for information, and comments received prior to or during the First Meeting which are not in substance addressed at the First Meeting.

Committee of Inspection

7. Pursuant to s 447A(1) of the Corporations Act and/or s 90-15 of the IPS(C), Divs 75 and 80 of the IPS(C) and Div 75 of the IPR(C) are to operate in relation to the Rex Companies so that:
- (a) the requirement in s 436E(1) of the Corporations Act and ss 80-10 and 80-15 of the IPS(C) for the creditors of the Rex Companies to resolve that a committee of inspection be formed and to appoint members of the committee at the First Meeting be dispensed with;



- (b) a single committee of inspection be formed in respect of all of the Rex Companies;
- (c) subject to (d)-(j) below, the members of the committee of inspection be persons proposed by the administrators from nominations made to them before, or by one (1) business day after, the First Meeting;
- (d) no later than three business days after the First Meeting, the administrators put a proposal to the creditors (**Proposal**) by giving a notice in accordance with Order 4 above:
 - (i) that the members of the committee of inspection be the persons proposed by the administrators; and
 - (ii) inviting the creditors of the Rex Companies to vote either “Yes”, “No” or “Abstain” on the Proposal within five (5) business days after the day on which notice is given; and
 - (iii) including a statement of the reasons for the Proposal and the likely impact it will have on creditors;
- (e) the Proposal be treated as a proposal made under s 75-40 of the IPS(C) save that the option of objecting to the proposal being resolved without a meeting of creditors under s 75-40(2)(d) of the IPS(C) (together with r 75-130(2)(c) of the IPR(C)) be dispensed with;
- (f) the time in r 75-130(3) of the IPR(C) be abridged from 15 business days to five (5) business days;
- (g) notwithstanding r 75-130(5) of the IPR(C), in the event of a deadlock in the vote on the Proposal between a majority of creditors in number and majority of creditors in value, the administrators may (but are not obliged to) jointly exercise a casting vote in favour of the resolution, in which case the resolution will be taken to have passed;
- (h) if the Proposal is taken to have passed in accordance with r 75-130(2)(a)-(b) of the IPR(C) (or in accordance with Order 7(g) above), then the members of the committee of inspection of the Rex Companies be the persons proposed by the administrators in the Proposal;
- (i) if, by reason of r 75-130(5) of the IPR(C), the Proposal is not taken to have passed in accordance with r 75-130(2)(a)-(b) (or in accordance with Order 7(g) above), then the administrators are to approach the Court for further relief in relation to the appointment of a committee of inspection; and



- (j) the administrators must cause notice to be given to creditors, in the manner specified in Order 4 above of:
 - (i) the outcome of the vote on the Proposal; and
 - (ii) if applicable, the administrators' reasons for exercising, or not exercising, as the case may be, a joint casting vote in accordance with Order 7(g) above.
- 8. Pursuant to s 447A(1) of the Corporations Act and/or s 90-15 of the IPS(C), to the extent not permitted specifically by r 80-5(3) of the IPR(C):
 - (a) a meeting of the committee of inspection may be convened by electronic notice sent to an email address specified by each of the members of the committee of inspection; and
 - (b) a meeting of the committee of inspection may be held by telephone and/or audio-visual conference (only, and in place of a physical meeting) with such details of the arrangements for using the telephone or audio-visual conference facilities to be specified in each of the notices issued to, or by, the members of the committee of inspection.

Extension of time to respond to creditor requests

- 9. Pursuant to s 447A(1) of the Corporations Act and/or s 90-15 of the IPS(C), r 70-1(2)(a) of the IPR(C) is to operate in relation to the Rex Companies as if:
 - (a) the words '5 business days after receiving the request' be read as '10 business days after receiving the request'; and
 - (b) the administrators may provide the information, report, or document requested by a creditor by publishing that information, report, or document on the Creditor Portal.

Limitation of administrators' personal liability pursuant to Finance Documents

- 10. Pursuant to s 447A(1) of the Corporations Act, Pt 5.3A of the Corporations Act is to operate, *nunc pro tunc*, in relation to the administrators and the Rex Companies as if section 443A(1) of the Corporations Act provides that:
 - (a) the liabilities of the administrators incurred with respect to any obligations arising out of, or in connection with, the Loan Agreement and the General Security Deed dated 30 July 2024 between the administrators, the Rex Companies and PAGAC Regulus Holding Pte. Ltd. and any variations of those documents (**Finance Documents**), 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 Order 10(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.

Suppression or non-publication order in relation to Finance Documents

- 11. Until the conclusion of the external 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, Confidential Exhibit SJF-2 to the affidavit of Samuel Freeman affirmed 4 August 2024 be kept confidential and be prohibited from disclosure to any person other than:
 - (a) a Judge of the Court and that Judge's personal staff and assistants;
 - (b) the plaintiffs and their legal representatives; and
 - (c) PAGAC Regulus Holding Pte. Ltd. and its legal representatives.

Relief in relation to general meeting required under Corporations Act, s 249D

- 12. Pursuant to s 1322(4)(d) of the Corporations Act, the time fixed by s 249D(5) for the calling of a meeting of members of the second plaintiff (**Rex Holdings**) requested in the notices dated 24 June 2024 and 8 July 2024 issued by Kim Hai Lim (**Proposed EGM**), be extended up until and including the day that is twenty (20) business days after the second meeting of creditors of Rex Holdings required by s 439A of the Corporations Act at which the creditors of Rex Holdings pass a resolution under s 439C of the Corporations Act.
- 13. Pursuant to s 1322(4)(d) of the Corporations Act, the time for Rex Holdings to provide a copy of the register of its members in response to the request dated 1 August 2024 issued by Kim Hai Lim, be extended up until and including the day that is five (5) business days after the day on which the meeting is called pursuant to Order 12 above.



14. Pursuant to s 1322(4)(d) of the Corporations Act, the time fixed by s 249D(5) for the holding the Proposed EGM be extended up until and including the day that is twenty-eight (28) days after the day on which the meeting is called pursuant to Order 12 above.

Notification of these orders

15. The administrators take all reasonable steps to cause notice of these orders to be given, within one (1) business day of the making of these orders, to:
 - (a) ASIC; and
 - (b) to creditors of each of the Rex Companies (including persons or entities claiming to be creditors) in the manner specified in Order 4 above.

Other orders

16. Liberty be granted to any person demonstrating a sufficient interest to apply to vary or discharge any orders made above, on one (1) business day's written notice being given to the plaintiffs and to the Court.
17. Liberty be granted to the administrators to apply on one (1) business day's written notice to the Court in relation to any variation of these orders or any other matter generally arising in the administrations of any or all of the Rex Companies.
18. The administrators' costs of the application be treated as costs in the administrations of each of the Rex Companies, jointly and severally.

Date orders authenticated: 6 August 2024

Sia Lagos
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)