

Circular to Creditors

28 October 2016

Wynyard Group Limited (3692077) (Administrators Appointed) **Wynyard (NZ) Limited (4370298) (Administrators Appointed)**

As you may be aware, the Board of Wynyard Group Limited and Wynyard (NZ) Limited ('the Companies') placed the Companies in voluntary administration ('VA').

Neale Jackson and Grant Graham (the '**Administrators**') were appointed Administrators of the Companies on 25 October 2016 in accordance with Section 239I of the Companies Act 1993 (the '**Act**').

VA is a short-term measure that effectively freezes the Companies' financial position, giving creditors the opportunity to consider – and eventually vote on – the future direction of the Companies.

The Administrators' now control the assets and operations of the Companies (as agents of the Companies) for five weeks (or more, if extended by the Court).

The Companies' records indicate that you may be a creditor of the Companies.

We wish to ensure that you are kept informed, understand your rights during the VA, and can have your say regarding the future direction of the Companies at the appropriate time.

This letter:

1. outlines how the VA will affect you;
2. provides a brief summary of the VA process and particulars of this VA;
3. sets out processes for trading during the VA;
4. provides formal notice of the joint first meeting of creditors of the Companies;
5. provides notice of further steps required by creditors claiming security; and
6. provides a brief summary of the position in VA of lessors of property used but not owned by the Companies.

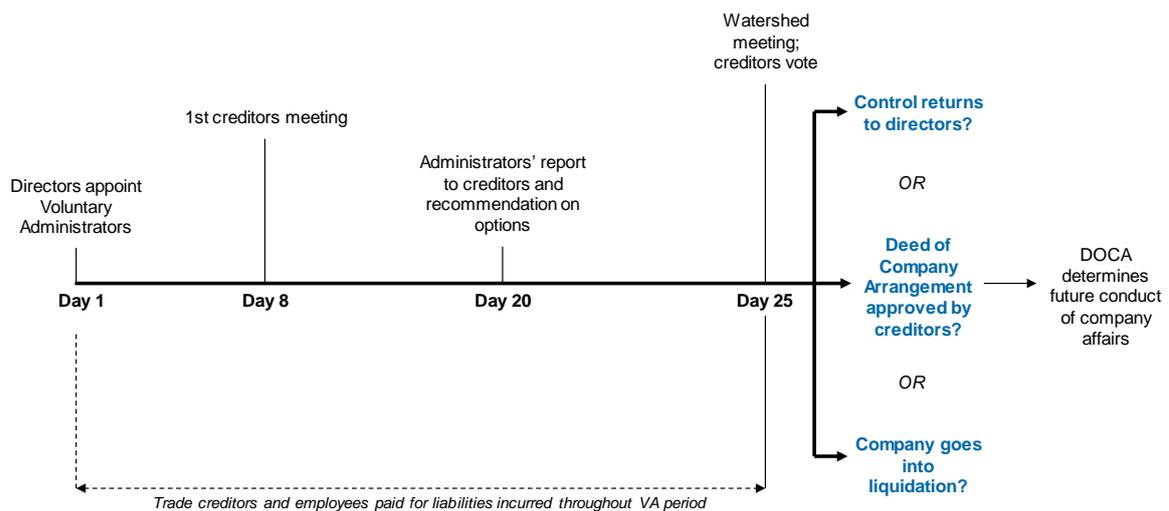
1. How the voluntary administration process will affect creditors

All trade creditors will be paid on due date for debts incurred for goods and services provided pursuant to an Administrators order during the VA period. For instance, if you present an invoice for goods and services delivered to the Companies from 25 October, it will be paid on 20 November or its respective due date.

However, payment for goods and services ordered prior to the appointment of the Administrators on 25 October will be suspended until all creditors (including you) have had an opportunity to consider the future direction of the Companies at the appropriate time. Please read on, as this letter outlines how the VA process works and what you need to do.

2. Summary of voluntary administration process

(i) The VA process



NB: Working days

VA is intended to be a relatively short-term measure (25 working days) that effectively freezes the relevant company's financial position while the Administrator and the creditors determine the company's future direction. It is governed by the Act.

The key aim in a VA is to conduct the affairs of the company in a way that results in the best return to creditors.

VA is a process that relies on the active involvement of creditors including participation by postal vote, proxy or attendance at two meetings.

The **first creditors' meeting** is held within eight (8) working days of the appointment of Administrators. At this meeting creditors can elect a creditors' committee and creditors can also vote to replace the current Administrators if they consider that necessary. You can attend the meeting or vote by proxy. If you plan to attend the meeting, please email us at wynyard@kordamentha.com.

The **second creditors' meeting** (known as the "**watershed**" meeting) is held within twenty-five (25) working days of the appointment of Administrators. At this meeting, creditors are asked to vote to decide the future of the company in VA.

Prior to the watershed meeting, creditors receive an independent report from the Administrators outlining any and all restructuring proposals and making a recommendation.

At the watershed meeting, creditors are asked to vote for one of three outcomes:

1. *That the Company execute a Deed of Company Arrangement ('DOCA'), which would govern the future conduct of the Company; OR*
2. *That the Company be placed into liquidation; OR*
3. *That the administration of the Company should end and control of the Company be returned to the Directors.*

To be adopted, the DOCA must receive support from more than 50% of a Company's creditors by number, and more than 75% of its creditors by value.

(ii) Details of the VA process

The first meeting of creditors will take place on 4 November 2016. Your invitation to attend this meeting is attached.

The second (watershed) meeting of creditors will take place on 29 November 2016. Your invitation to this second meeting, and the independent Administrators' report that includes the information you will need to make your voting decision, will be sent to you within four weeks.

We urge you to read the Administrators' report when you receive it to ensure you can make a fully informed decision regarding the future of this Company.

About the Administrators

Administrators, Neale Jackson and Grant Graham are highly experienced insolvency practitioners. As partners in KordaMentha – an independent, tier one professional services firm specialising in corporate advisory and recovery – we have completed some of New Zealand's toughest restructuring assignments.

If you would like more information on KordaMentha, please visit our website www.kordamentha.com or contact our office if you do not have internet access (details below).

Administrators' addresses

Relevant addresses of the Administrators for **all purposes** in respect of the Companies are:

Post: Wynyard Group Limited / Wynyard (NZ) Limited (Administrators Appointed)
PO Box 982
Shortland Street
Auckland 1140

Phone: +64 9 307 7865

Fax: +64 9 377 7794

Email: wynyard@kordamentha.com

Courier: Level 16, 45 Queen Street
Auckland 1010

3. Trading during the VA

The objective of VA is to protect the interests of all creditors.

The Administrators may ask you to continue to supply the Company with goods and services during the VA period. Orders for supplies on the Administrators' account will be made on the official order form Wynyard (NZ) Limited / Wynyard Group Limited annotated "Administrators Appointed".

Your payment for these goods and services is protected by the Act. The Act imposes personal liability on the Administrators for debts they incur for services rendered and goods bought, and for property hired, leased, or occupied by the Company in the VA period. (For more information about leased property, please refer to section 6 below). As an aside, the Act also entitles the Administrators to an indemnity from the Company for those personal liabilities secured by a lien over the Company's assets as a preferential claim.

Some process changes are required while the Company is in VA, and we would appreciate your assistance by implementing the simple steps outlined below:

1. Please close your existing accounts with the Company in respect of goods supplied and/or services rendered up to 25 October 2016.
2. Please open a new account styled "Wynyard (NZ) Limited (Administrators Appointed) / Wynyard Group Limited (Administrators Appointed)" for all goods supplied and services rendered to the Company on the basis of the Administrators' official order form.
3. Please quote the Administrators' official order reference on your invoices and any correspondence.

If any orders were placed with you by the Company prior to our appointment and have not yet been completed, these orders should not be completed until a new order form (annotated "Administrators Appointed") is received confirming the goods and/or services are still required by the Administrators.

If you have any queries about order forms, please contact the Administrators using the contact details in section 2 above.

We will do everything we can to ensure that the transition to trading with the company in VA is as seamless as possible for you. However, there are three formal matters we must bring to your attention. If you are unsure whether these will affect you, please get in touch with us and we will guide you in the context of your particular position. These matters are:

1. To the maximum extent permitted by law, the Administrators do not accept any liability under, and expressly do not adopt, any contracts of the Company existing at the date of their appointment.
2. Payments made by the Administrators for debts incurred on the Administrators' account must be applied against debts incurred by the Administrators and cannot be applied or offset against any pre-appointment debt of any of the Company to you.
3. If you are currently also a customer of the Company, please note that any goods supplied to you after the date of the Administrators' appointment on 25 October 2016 must be paid for by you. You cannot offset an amount due to the Company, for goods or services supplied to you after the appointment of the Administrators, against a pre-appointment account owed to you by the Company. Future supply may not proceed until you confirm in writing that payment will be made in accordance with agreed credit terms.

4. Joint first meeting of creditors

(i) Details

The joint first meeting of creditors of the Company, to be held pursuant to Section 239AN of the Act, will be held at 11.00 am on 4 November 2016 at Level 16, 45 Queen Street, Auckland.

Please find the formal "Notice of Meeting" in **Appendix 1**.

The meeting venue will be open at least 30 minutes before the start time to enable you to register your claim for voting purposes. We would appreciate your early attendance so that registration can be completed promptly, prior to the meeting.

In accordance with section 239AL of the Act, we propose to hold a joint first meeting of creditors of Wynyard Group Limited and Wynyard (NZ) Limited.

We believe that holding a joint meeting will help expedite and streamline the process. However, this is a decision for creditors and if any creditor wishes to object to the joint meeting they may do so by submitting an objection in writing to the Administrators via postal, email, or street address (as set out above). The Administrators must receive objections by **5 pm, Wednesday, 2 November 2016**.

Unless any creditor objects in accordance with this notice, all creditors will be taken to have agreed to the joint meeting.

Notwithstanding that the first creditors' meeting may be a joint meeting, voting for the motions will be conducted separately for each of the Companies.

<p style="text-align: center;">Certain actions may be required from you prior to the meeting. Please pay particular attention to the matters set out below.</p>
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(ii) Proxies and Postal Votes

You will find an Appointment of Proxy Form (**Appendix 2**), and a Postal Voting Form (**Appendix 3**) attached to this letter.

Appointment of Proxy Form (Appendix 2): Creditors who will not be attending in person, but wish to vote at the first creditors' meeting, must complete and return a Proxy Form (or a Postal Voting Form, see below). Please complete a separate form for each Company of which you are a creditor. Creditors will receive a separate forms for each relevant company.

The Chairperson of the first creditors meeting will only accept appointments as proxy in cases where the creditor specifies whether the vote is to be exercised in favour or against or abstained in respect of each resolution (a special proxy). The Chairperson will not accept appointments as general proxy without specific instruction.

Postal Voting Form (Appendix 3): Creditors, who will not be attending in person and do not wish to appoint a proxy to vote on their behalf, may submit a Postal Voting Form. Please complete a separate form for each Company of which you are a creditor. Creditors will receive a separate form for each relevant company.

Proxies and postal votes must be received no later than **5 pm, Wednesday, 2 November 2016** failing which creditors or their proxies may be excluded from voting at the meeting.

(iii) Creditor's Claim Form

For the purpose of the first creditors' meeting, you will need to complete a separate **Creditor's Claim Form (Appendix 4)** for each Company for which you are a creditor. Creditors will receive a separate form for each relevant Company.

This form is ONLY to establish your right to vote at this meeting. It is not binding on the Administrators for any other purpose, and does not denote acceptance of your claim in the event a DOCA is adopted, or in a liquidation.

Similarly, the value of a claim noted on this form does not confirm the amount owing or schedule the claim for payment. Debts incurred by any Companies prior to the date of our appointment rank as unsecured claims against the relevant Company and payment of these amounts is dependent on the outcome of the VA.

However, information contained in this form will assist us to determine the financial position of each of the Companies, and to streamline the first creditors' meeting registration process. Therefore, we would appreciate you completing a Creditor's Claim Form for each Company for which you are a creditor and returning it to us as soon as possible.

Further notes on the conduct of creditor's meetings and completing these forms are set out at **Appendix 5**.

(iv) Court Orders

Attached at **Appendix 6** are copies of the Administrators' application for leave under s280 of the Act, together with the sealed orders, granting leave for the Administrators to act.

The Court ordered that the matter be called again at 10am on Monday 7 November 2016 at the High Court at Auckland. If any creditor wishes to challenge the appointment of the Administrators, they are entitled to do so by filing and serving a notice of opposition prior to the next hearing date.

5. Personal property security interests and retention of title claims

If you are claiming title to any goods delivered to the Companies pursuant to a contract or the Personal Property Securities Act or any lien over goods in your possession that are the property of the Companies ('**Security Interest**'), details of your claim should be forwarded to our office as soon as possible.

We ask that any creditor who claims a Security Interest over goods supplied to, or assets of, any of the Companies prior to VA, contact a member of the Administrators' staff as soon as possible. We can then arrange a mutually convenient time to meet at the relevant Company's premises to inspect those goods or assets.

Similarly, we ask that creditors claiming a Security Interest please provide copies of your security agreement together with full details of outstanding invoices. Please note that suppliers are only invited to identify goods or assets to which they claim a Security Interest.

Pursuant to Section 239ABD of the Act, with the exception of perishable goods, those creditors seeking to enforce a Security Interest over goods provided to any of the Companies prior to the appointment of Administrators on 25 October 2016 are precluded from recovering the goods for the period of the VA without obtaining the written consent of the Administrators or alternatively, leave of the Court.

6. Property used but not owned by any of the Companies

In accordance with section 239ADI of the Act, the Administrators' liability under hire purchase or lease agreements to which any of the Companies is a party (including chattels, equipment and land) arises only in respect of rent and other payments due under the relevant agreement accruing after seven (7) business days from the date of Administrators' appointment, and continues only for so long as the VA continues and the relevant Company continues to use, occupy or possess the property.



At the current time, the Administrators are in the process of determining whether the Companies will continue to use, occupy or possess the property.

The Administrators expressly do not adopt any hire purchase or lease agreements of any of the Companies existing at the date of their appointment.

Further, pursuant to section 239ABD of the Act, the lessor or owner of property in the control of any of the Companies is not entitled to terminate the lease or take possession of such property without leave of the Court or the Administrators' written consent.

7. Enquiries

If you have any queries or concerns regarding continued trading with the Companies please contact us directly using details set out in section 2 above.

Yours faithfully

Grant Graham
Joint Administrator

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Appendices

1. *Formal notice of meeting*
2. *Appointment of proxy form*
3. *Postal voting form*
4. *Creditor's claim form*
5. *Further notes on the conduct of meetings and completion of forms*
6. *Court application and sealed orders*

Appendix 1: Formal notice of meeting

Wynyard Group Limited (3692077) (Administrators Appointed)

Wynyard (NZ) Limited (4370298) (Administrators Appointed)

(‘the Companies’)

Notice of joint first meeting of creditors

Pursuant to section 239AO(1) of the Companies Act 1993, notice is hereby given that the first meeting of creditors of the Companies will be jointly held (in accordance with section 239AL of the Companies Act 1993) at 11.00 am on 4 November 2016 at Level 16, 45 Queen Street, Auckland. Registration for all creditors and employees will open at 10.00 am with the meeting commencing at 11.00 am.

The purpose of the meeting is for creditors of each of the Companies to:

- a. decide whether to appoint a Creditors’ Committee, and, if so, to appoint its members; and
- b. decide whether to replace the Administrators.

Relevant addresses of the Administrators for all purposes in the VA are:

Post: Wynyard Group Limited (Administrators Appointed)
PO Box 982
Shortland Street
Auckland 1140

Fax: +64 9 377 7794

Email: wynyard@kordamentha.com

Courier: Level 16, 45 Queen Street
Auckland 1010

Dated: 27 October 2016



.....
Grant Graham
Joint Administrator

Appendix 2: Appointment of Proxy Form

**Appointment of Proxy for
Wynyard Group Limited (Administrators Appointed)
Company No. 3692077 ('the Company')**

1. Full Name and Contact Details of Creditor *(please print)*

.....
Given name

.....
Surname

.....
Company name

.....
Telephone number

.....
Address

2. Appointment of a Proxy *(please complete)*

I/We, a creditor of the Company in VA, appoint:

..... of

as my/our general/special [*delete one*] proxy, or in his/her absence,
to vote at the meeting of creditors to be held at 11.00 am on 4 November 2016 at Level 16, 45 Queen Street, Auckland
or at any adjournment of that meeting.

3. Voting by your Proxy

If appointed as a general proxy, he/she determines on my/our behalf. The Chairperson of the first creditors meeting will not accept appointments as general proxy.

My/our special proxy is instructed to vote for some or all resolutions, specifically in the manner set out below.

Resolution <i>(please specify the particular resolution)</i>	<i>(Tick the box that applies)</i>		
	For	Against	Abstain
A. It is resolved that a Creditors' Committee be appointed.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
B. It is resolved that Neale Jackson and Grant Graham be replaced as Administrators with:	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
..... <i>[Please insert name of proposed replacement administrator if voting FOR and include a signed consent to act and statement of interests from the proposed replacement administrator(s).]</i>			

4. Signature Section

.....

Print Name

If you are signing on behalf of a company, this signature is your confirmation that you hold the authority necessary to do so

.....

Signature

Dated this

Appendix 3: Postal Voting Form

Wynyard Group Limited (3692077) (Administrators Appointed) ('the Company')

Postal Voting Form

First meeting of creditors of the Company convened pursuant to section 239AN of the Companies Act 1993 to be conducted by postal ballot and voting at meeting

Name and postal address of creditor in full

Creditor: _____

Address: _____

I/We cast our vote on the following resolutions to be voted on at meeting of creditors to be held at 11.00 am on 4 November 2016 at Level 16, 45 Queen Street, Auckland.

(Tick the box that applies)

Resolution	For	Against	Abstain
A It is resolved that a Creditors Committee be appointed.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
B ¹ It is resolved that Neale Jackson and Grant Graham be replaced as Administrators with: _____ _____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signed: _____ Date: _____

Name: _____ Position: _____

Phone: _____ Email: _____

Postal votes should be received by the Administrators no later **5 pm, Wednesday, 2 November 2016** and should be sent to any of the Administrators' addresses:

Post: Wynyard Group Limited (Administrators Appointed)
PO Box 982
Shortland Street
Auckland 1140

Fax: +64 9 377 7794

Email: wynyard@kordamentha.com

Courier: Level 16, 45 Queen Street, Auckland, 1010

¹ If voting "FOR" resolution B please specify proposed Administrator(s) and include a signed consent to act and statement of interests from the proposed Administrator(s).

Appendix 4: Creditor's Claim Form



WYNYARD GROUP LIMITED
(Administrators Appointed) (the 'Company')
Creditors' Claim Form for the purposes of voting at creditors' meetings and claiming in
Deed of Company Arrangement (if executed)

<p>Name and postal address of creditor in full:</p> <p>Name:</p> <p>Postal address:</p> <p>.....</p> <p>Telephone Number: (.....).....</p> <p>Facsimile Number: (.....).....</p> <p>My Reference is (if applicable):</p>	<p>* Any personal information collected is for the purpose of administering the VA in accordance with the Companies Act 1993. The information will be used and retained by KordaMentha, PO Box 982, Auckland and will be released to other parties only with your authorisation or in compliance with the Privacy Act 1993. You may have access to and request correction of any personal information.</p> <p>(* Not applicable, if creditor is not an individual within the meaning of the Privacy Act 1993.)</p>
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I,
[If claim is made on behalf of creditor, specify relationship to creditor and authority] claim that the Company was at the date it was put into VA indebted to the abovenamed creditor for the sum of *[Amount in words and figures]*:
 \$.....

[Cross out whichever does not apply] I hold no security interest in any of the assets of the Company; or
 I hold a security interest in respect of certain assets of the Company and I attach supporting documents in respect of such claimed security interest

Full particulars of the claim are set out, and any supporting documents that substantiate the claim are identified, on the reverse of this form.

Signed Date:

<p>Received (Date Stamp)</p>	<p>Reserved For Office Use:</p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;">Claim admitted for voting purposes:</td> <td style="width: 20%; border: 1px solid black; padding: 2px;">Signed:</td> <td style="width: 30%; border: 1px solid black; padding: 2px;">Dated: / /</td> </tr> <tr> <td>Claim rejected for voting purposes:</td> <td style="border: 1px solid black; padding: 2px;">Signed:</td> <td style="border: 1px solid black; padding: 2px;">Dated: / /</td> </tr> <tr> <td>Claim rejected for payment:</td> <td style="border: 1px solid black; padding: 2px;">Signed:</td> <td style="border: 1px solid black; padding: 2px;">Dated: / /</td> </tr> </table> <p>Claim admitted for distribution under DOCA (if applicable): Preferential Claim for: \$ </p> <table style="width: 100%; border-collapse: collapse; margin-top: 10px;"> <tr> <td style="width: 70%; border: 1px solid black; padding: 5px;">Signed Deed Administrator:</td> <td style="width: 30%; border: 1px solid black; padding: 5px;">Dated: / /</td> </tr> </table>	Claim admitted for voting purposes:	Signed:	Dated: / /	Claim rejected for voting purposes:	Signed:	Dated: / /	Claim rejected for payment:	Signed:	Dated: / /	Signed Deed Administrator:	Dated: / /
Claim admitted for voting purposes:	Signed:	Dated: / /										
Claim rejected for voting purposes:	Signed:	Dated: / /										
Claim rejected for payment:	Signed:	Dated: / /										
Signed Deed Administrator:	Dated: / /											

If you would prefer to receive future communications by email please include the email address here.

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Appendix 2: Appointment of Proxy Form

**Appointment of Proxy for
Wynyard (NZ) Limited (Administrators Appointed)
Company No. 4370298 ('the Company')**

1. Full Name and Contact Details of Creditor *(please print)*

.....
Given name

.....
Surname

.....
Company name

.....
Telephone number

.....
Address

2. Appointment of a Proxy *(please complete)*

I/We, a creditor of the Company in VA, appoint:

..... of

as my/our general/special [*delete one*] proxy, or in his/her absence,
to vote at the meeting of creditors to be held at 11.00 am on 4 November 2016 at Level 16, 45 Queen Street, Auckland
or at any adjournment of that meeting.

3. Voting by your Proxy

If appointed as a general proxy, he/she determines on my/our behalf. The Chairperson of the first creditors meeting will not accept appointments as general proxy.

My/our special proxy is instructed to vote for some or all resolutions, specifically in the manner set out below.

Resolution <i>(please specify the particular resolution)</i>	<i>(Tick the box that applies)</i>		
	For	Against	Abstain
A. It is resolved that a Creditors' Committee be appointed.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
B. It is resolved that Neale Jackson and Grant Graham be replaced as Administrators with:	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
..... <i>[Please insert name of proposed replacement administrator if voting FOR and include a signed consent to act and statement of interests from the proposed replacement administrator(s).]</i>			

4. Signature Section

.....

Print Name

If you are signing on behalf of a company, this signature is your confirmation that you hold the authority necessary to do so

.....

Signature

Dated this

Appendix 3: Postal Voting Form

Wynyard (NZ) Limited (4370298) (Administrators Appointed) ('the Company')

Postal Voting Form

First meeting of creditors of the Company convened pursuant to section 239AN of the Companies Act 1993 to be conducted by postal ballot and voting at meeting

Name and postal address of creditor in full

Creditor: _____

Address: _____

I/We cast our vote on the following resolutions to be voted on at meeting of creditors to be held at 11.00 am on 4 November 2016 at Level 16, 45 Queen Street, Auckland.

(Tick the box that applies)

Resolution

	For	Against	Abstain
A It is resolved that a Creditors Committee be appointed.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
B ² It is resolved that Neale Jackson and Grant Graham be replaced as Administrators with:	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signed: _____ Date: _____

Name: _____ Position: _____

Phone: _____ Email: _____

Postal votes should be received by the Administrators no later **5 pm, Wednesday, 2 November 2016** and should be sent to any of the Administrators' addresses:

Post: Wynyard (NZ) Limited (Administrators Appointed)
PO Box 982
Shortland Street
Auckland 1140

Fax: +64 9 377 7794

Email: wynyard@kordamentha.com

Courier: Level 16, 45 Queen Street, Auckland, 1010

² If voting "FOR" resolution B please specify proposed Administrator(s) and include a signed consent to act and statement of interests from the proposed Administrator(s).

Appendix 4: Creditor's Claim Form



**WYNYARD (NZ) LIMITED
(Administrators Appointed) (the 'Company')
Creditors' Claim Form for the purposes of voting at creditors' meetings and claiming in
Deed of Company Arrangement (if executed)**

<p>Name and postal address of creditor in full:</p> <p>Name:</p> <p>Postal address:</p> <p>.....</p> <p>Telephone Number: (.....).....</p> <p>Facsimile Number: (.....).....</p> <p>My Reference is (if applicable):</p>	<p>* Any personal information collected is for the purpose of administering the VA in accordance with the Companies Act 1993. The information will be used and retained by KordaMentha, PO Box 982, Auckland and will be released to other parties only with your authorisation or in compliance with the Privacy Act 1993. You may have access to and request correction of any personal information.</p> <p>(* Not applicable, if creditor is not an individual within the meaning of the Privacy Act 1993.)</p>
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I,
[If claim is made on behalf of creditor, specify relationship to creditor and authority] claim that the Company was at the date it was put into VA indebted to the abovenamed creditor for the sum of *[Amount in words and figures]*:
 \$.....

[Cross out whichever does not apply] I hold no security interest in any of the assets of the Company; or
 I hold a security interest in respect of certain assets of the Company and I attach supporting documents in respect of such claimed security interest

Full particulars of the claim are set out, and any supporting documents that substantiate the claim are identified, on the reverse of this form.

Signed Date:

<p>Received (Date Stamp)</p>	Reserved For Office Use:	
	Claim admitted for voting purposes:	Signed: <input style="width:100%;" type="text"/>
		Dated: / /
	Claim rejected for voting purposes:	Signed: <input style="width:100%;" type="text"/>
		Dated: / /
Claim rejected for payment:	Signed: <input style="width:100%;" type="text"/>	Dated: / /
<u>Claim admitted for distribution under DOCA (if applicable):</u>		
Preferential Claim for:	\$ <input style="width:100%;" type="text"/>	
	Signed Deed Administrator: <input style="width:100%;" type="text"/>	Dated: / /

If you would prefer to receive future communications by email please include the email address here.

Appendix 5: Further notes on conduct of meetings and completion of forms

Prior to the Meeting

Proxies and postal votes must be received at the Administrators' relevant address no later than **5 pm, Wednesday, 2 November 2016**, failing which creditors or their proxies may be excluded from voting at the meeting.

Proxy Form

1. Insert full name and address of creditor entitled to attend the meeting. This will be a given name and surname of the creditor if you are entitled to attend in your personal capacity or the name of the creditor company if the creditor entitled to attend is a corporate entity. If you wish to, you can include a telephone number to make it easy for us to contact you if necessary.
2. In Section 2, insert the name of the person you appoint as your proxy (you may insert "the Chairperson of the meeting" if you wish) and then insert the name of the company the proxy holder represents or works for (not needed if you have nominated the Chairperson as your proxy).
3. If the proxy is a general proxy delete "special". This means the proxy votes as they see fit at the meeting. The Chairperson of the first creditors meeting will not accept appointments as general proxy.
4. You may appoint an alternate proxy where it states "...or in his/her absence" who may act if your first appointed proxy cannot attend the meeting. You may insert "the Chairperson of the meeting" if you wish.
5. If you wish to appoint a special proxy, this means they must act in accordance with your exact instructions. In many cases, we will include the resolutions to be put before meetings and you are able to tick the way in which you want your proxy to vote. If you do wish to appoint a special proxy, you need to delete "general" and then tick the relevant box for each resolution to be put before the meeting.
6. Section 4 is where you sign the proxy form. Date and sign the Proxy Form using one of the following various forms of execution:
 - Sole Trader: Sign the proxy yourself
 - Partnership: e.g. sign: "ABC Partners per John Smith Partner"
 - Company:
 - a. By a director or secretary
 - b. By a person duly authorised to sign on behalf of the company, either as the company's attorney or Authorised Representative

Postal Voting Form

A Postal Voting Form should be submitted if you are unable to attend the meeting of creditors and do not wish to appoint a proxy to vote on your behalf. A Creditor's Claim Form must be included together with your Postal Voting Form. If the Administrator admits the claim form for the purposes of voting at a meeting then you will be entitled to vote at the meeting for that amount.

Creditor's Claim Form

To assist with streamlining the registration process, we ask that you please send us a Creditor's Claim Form as soon as possible. While you are not required to send this to us before the meeting, it would assist us to avoid delays on the day if we can register your details in advance.

It is a creditor's responsibility to prove their claim to the satisfaction of the Administrators. At this stage the claim is only being established for voting purposes. Acceptance of a claim for voting purposes does not constitute acceptance of the claim for later purposes such as participation in any payment process. However, a clear and well-documented claim form at this stage may avoid delay when the time comes for payment of entitlements to creditors.

When lodging claim forms, creditors should make sure that:

- the claim form is fully completed
 - adequate documentary evidence, as described below, is attached to the claim form.
1. Insert the full name and address of the creditor, the amount you are owed inclusive of GST and then separately identify the GST component.
 2. Under "Particulars of Claim":
 - Insert the date the debt arose. If you only have a couple of invoices, list each invoice date. If there are more invoices than fit into the table, you can insert a date range and provide further details in an attachment
 - In the "Details of Claim" section,
 - provide details as to the substantiating documentation you have attached. e.g. 'copies of invoice', 'copy of hire agreement' etc.
 - explain how the debt arose. e.g. 'services provided to the company on [date]' or 'goods sold to the company on [date]'
 - Include the amounts owed (inclusive of GST) on each invoice. If there are more invoices than fit into the table, you can insert the total owed and provide further details in an attachment
 3. Please make sure you attach full supporting documentation to prove your claim.

What do you need to attach?

We are not able to make a determination on a claim unless sufficient documentary evidence is attached to your proof of debt. Outlined below are examples of the type of documents we would expect to see attached.

Trade creditors

- Statements and supporting invoices(s) showing the amount of the debt
- Purchase orders and delivery dockets if available
- Agreements on terms of trade

Leases

- Copy of the lease
- Statement showing amounts outstanding under the lease, differentiating between amounts outstanding at the date of the appointment and any amounts due in the future
- Creditor's Claim Form

At the meeting

Please arrive at the meeting with enough time to complete the registration process. Registration includes acceptance of your claim for voting purposes. Unless you are registered, you will not be entitled to vote.

We suggest you allow 30 minutes for registration. We regret we are unable to be more precise as we do not yet know how many creditors will attend in person.

Please note that a corporate creditor can only be represented at a creditors' meeting by proxy or by a representative appointed under clauses 6 and 9 of schedule 5 of the Act. Accordingly, please ensure that any representative of a corporate creditor who is to attend the creditors' meeting in person brings with them written evidence of their authority to represent the relevant corporate creditor – and satisfactory identification – to the meeting.

Quorum

A quorum is present if there are at least three creditors at the meeting whether in person or by proxy or their postal vote. If the total number of creditors is less than three, the meeting is sufficiently constituted if the creditor(s) who is/are entitled to vote is present in person or by proxy.

Voting

The resolutions are required to be put to the creditors of each Company in VA. The same resolutions (by reference separately to each of the Companies in VA) will therefore be put twice (once for each Company in VA), but only the creditors of the relevant Company in VA are entitled to vote on the applicable resolution.

To vote at any creditors' meeting, you must lodge details of your debt or claim with the Administrators. The Administrators shall determine whether or not to accept any debt or claim for voting purposes and for the purposes of voting at the creditors' meeting the Administrators may estimate the amount of any claim that is for any reason uncertain.

A vote on any resolution put to a creditors' meeting shall be conducted by a paper ballot.

A resolution is adopted if more than 50% of a Company's creditors by number, and more than 75% of its creditors by value, who are voting (in person or by proxy or by postal vote) vote in favour of the resolution.

If voting according to number and value results in a deadlock, the Chairperson may exercise a casting vote. The Chairperson will be the Administrator.

Appendix 6: Court application and sealed orders

In the matter of Part 19 of the High Court Rules and sections 239F, 239ACD,
280 and 286(4) of the Companies Act 1993

And

In the matter of
an application
concerning:

WYNYARD GROUP LIMITED a company having its
registered address at Level 2, 3 Lorne Street, Auckland,
1010, New Zealand, and carrying on business as a security
software company.

And

WYNYARD (NZ) LIMITED a company having its registered
address at Level 2, 3 Lorne Street, Auckland, 1010, New
Zealand and carrying on business as a security software
company.

In the matter of
an application by

NEALE JACKSON and **GRANT ROBERT GRAHAM** of
Auckland, both Chartered Accountants for an order that they
both be permitted to act as liquidators, administrators and
deed administrators.

Applicants

**ORIGINATING APPLICATION WITHOUT NOTICE FOR ORDER THAT NEALE
JACKSON AND GRANT ROBERT GRAHAM BE PERMITTED TO ACT AS
ADMINISTRATORS, LIQUIDATORS AND DEED ADMINISTRATORS**

Dated: 21 OCTOBER 2016

BUDDLEFINDLAY
NEW ZEALAND LAWYERS
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ORIGINATING APPLICATION WITHOUT NOTICE FOR ORDER THAT NEALE JACKSON AND GRANT ROBERT GRAHAM BE PERMITTED TO ACT AS ADMINISTRATORS, LIQUIDATORS AND DEED ADMINISTRATORS

TO: The Registrar of the High Court at Auckland

THIS DOCUMENT NOTIFIES YOU THAT -

1. The applicants, **NEALE JACKSON** and **GRANT ROBERT GRAHAM** will move the Court at Auckland for orders:
 - (a) Granting permission to commence these proceedings by way of an originating application without notice.
 - (b) Granting leave to the applicants to act as joint and several administrators of Wynyard Group Limited and Wynyard (NZ) Limited ("**Wynyard Companies**").
 - (c) Granting leave to the applicants to act as joint and several liquidators or deed administrators, if appointed as such at a watershed meeting of creditors in the administration of the Wynyard Companies.
 - (d) Directing that the Court file in this proceeding shall be marked and treated as confidential and shall not be available for search by anyone prior to the appointment of the applicants as administrators unless authorised by an order of the Court after notice to the applicants of such application to search the Court file.
 - (e) Directing that, in the event that the applicants are appointed as administrators, then:
 - (i) copies of the sealed orders be served on all known creditors of the Wynyard Companies at the same time and in the same manner as the liquidators'/administrators' (as the case may be) notice of the first creditors' meeting;
 - (ii) any creditor of the Wynyard Companies is granted leave to apply to the Court within ten working days of such service to set aside the applicants' appointment as administrators; and
 - (iii) the applicants' solicitor/client costs of this application be an expense incurred by the applicants in carrying out their duties as administrators of the Wynyard Companies.

2. The grounds on which each order is being sought are as follows:
- (a) No objection to the orders sought is anticipated and it is appropriate in the interests of justice that these proceedings be commenced by the filing of an originating application without notice.
 - (b) The applicants are partners in the firm KordaMentha.
 - (c) KordaMentha has a "continuing business relationship" with ASB Bank Limited ("**ASB**"). ASB is a secured creditor of the Wynyard Companies.
 - (d) KordaMentha provides advisory and corporate recovery and restructuring services to ASB.
 - (e) KordaMentha has not had a continuing business relationship with the Wynyard Companies in the past two years.
 - (f) KordaMentha has gained knowledge of the Wynyard Companies' respective businesses through a one-off prior engagement during February 2016.
 - (g) KordaMentha has never provided services to the Wynyard Companies' directors.
 - (h) The Wynyard Companies have proposed appointing the applicants as administrators.
 - (i) Any apparent conflict of the applicants arising under s 280 of the Act would not compromise their ability to act professionally and independently.
 - (j) The applicants are suitably qualified based on their experience and knowledge of the Wynyard Companies' respective financial positions to undertake this appointment ahead of other insolvency professionals.
 - (k) It is in the interests of justice, and of the speedy and inexpensive determination of this proceeding, that this originating application be determined on a without notice basis (and also that this the orders made be made available to all known creditors at the same time in the same manner as the administrators' notice (as the case may be) of the first creditors' meeting), because:

- (i) personal service of the originating application on the Companies' known creditors and employees (120) would incur an expense for the Wynyard Companies and would cause delay;
 - (ii) creditors retain a right to challenge the appointment of the applicants as administrators in Court and may vote to have them removed at a creditors' meeting.
- (l) Further grounds appearing in the memorandum of counsel.
3. This application is filed in reliance of the affidavit of Mr Neale Jackson filed herein and Rules 7.46 and 19.5 of the High Court Rules, sections 239F, 239ACD, 280 and 286(4) of the Companies Act 1993 and the decisions in *Icon Digital Entertainment Limited v Westpac New Zealand Limited HC Auckland CIV 2007-404-7124*, 20 November 2007; *McCloy and Fatupaito v Titan Foundation Limited HC Auckland CIV 2008-404-2243*, 23 April 2008; *Re D & F Contracting Limited HC Auckland CIV 2008-404-5443*, 18 & 22 September 2008; *The Commissioner of Inland Revenue v Paulman Seals Limited HC Auckland CIV 2008-404-1376*, 29 September 2008; *Re Joeleen Enterprises Limited HC New Plymouth CIV 2008-443-0485*, 3 October 2008; *Waterson v ACCTAX NZ Limited HC Auckland CIV 2008-404-8363*, 23 December 2008; *Re Huntleigh Downs Limited HC Wellington CIV 2009-485-1498*, 11 August 2009; *Re Rapson Holdings HC Auckland CIV 2010-404-2319*, 26 April 2010; *The Commissioner of Inland Revenue v Wire By Design Limited [2012] NZHC 857*; *Re Southbury Insurance Limited [2012] NZHC 1316*; and *Re Madagascar (NO.1) 2013 Ltd [2014] NZHC 385*.
4. I certify that this application complies with the rules.

DATED 21 October 2015



L A O'Gorman

Solicitor for the applicants

This document is filed by **LAURA ANNE O'GORMAN**, solicitor for the applicants, of the firm Buddle Findlay. The address for service of the applicants is at the offices of Buddle Findlay, Level 18, PricewaterhouseCoopers Tower, 188 Quay Street, Auckland. Documents for service on the filing party may be left at that address for service (Attn: Aaron Harlowe) or may be-

1. posted to the solicitor at PO Box 1433, Auckland; or
2. left for the solicitor at a document exchange for direction to DX CP24024, Auckland; or
3. transmitted to the solicitor by fax to 64-9-358 2055; or
4. sent to the solicitor by email to laura.ogorman@buddlefindlay.com or aaron.harlowe@buddlefindlay.com.

IN THE HIGH COURT OF NEW ZEALAND
AUCKLAND REGISTRY

CIV-2016-404-2648

In the matter of Part 19 of the High Court Rules and sections 239F, 239ACD,
280 and 286(4) of the Companies Act 1993

And

In the matter of
an application
concerning:

WYNYARD GROUP LIMITED a company having its
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In the matter of
an application by

NEALE JACKSON and **GRANT ROBERT GRAHAM** of
Auckland, both Chartered Accountants for an order that they
both be permitted to act as liquidators, administrators and
deed administrators.

Applicants

**COURT ORDERS UNDER SECTION 280 OF THE COMPANIES ACT 1993, AND
FOR DIRECTIONS AS TO FILING AND SERVICE (WITHOUT NOTICE)**

Dated 21 OCTOBER 2016

DUPLICATE

BUDDLEFINDLAY
NEW ZEALAND LAWYERS
Barristers and Solicitors
Auckland

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**COURT ORDERS UNDER SECTION 280 OF THE COMPANIES ACT 1993, AND
FOR DIRECTIONS AS TO FILING AND SERVICE (WITHOUT NOTICE)**

1. The without notice originating application made by **NEALE JACKSON** and **GRANT ROBERT GRAHAM** on 21 October 2016 was determined by the Honourable Justice Duffy on the 21st day of October 2016.
2. The determination was made without a hearing.
3. The following orders were made:
 - (a) the applicants are granted leave to commence this proceeding by way of an originating application without notice;
 - (b) the applicants are granted leave to act as administrators (joint and several) of Wynyard Group Limited and Wynyard (NZ) Limited ("**Wynyard Companies**");
 - (c) that, in the event the applicants are appointed as administrators, then:
 - (i) copies of the application and sealed orders be served on all creditors notified of the first meeting of creditors pursuant to s 239AO(1)(a) of the Act, at the same time and in the same manner as notice under s 239AO is given by the administrators;
 - (ii) the administrators' notice to creditors under s 239AO(1)(a) of the Act shall include advice to creditors of the next mention date of this proceeding and advice that if they wish to challenge the appointment of the applicant they are entitled to do so by filing and serving a notice of opposition prior to the next hearing date of the proceeding; and
 - (iii) a copy of the application and the sealed orders is to be posted on the website of KordaMentha, and the website of the Wynyard Companies (should there be such a website).



By the Court:



(Deputy Registrar)

A.T. MITCHELL



BF15639042513

Order
Sealed this *21st* day of *October* 2016