

The Body Shop New Zealand Limited (Administrators Appointed) ('the Company')

Company No. 8107436

Held at 12 pm on Monday, 3 February 2025 at the offices of Calibre Partners, Level 21,
88 Shortland Street, Auckland Central

Introduction

Daniel Stoneman (the **Chairperson**) introduced himself and welcomed creditors to the First Meeting of Creditors of the Company. He introduced colleagues from Calibre Partners Neale Jackson (joint administrator), Alistair McDermott and Jaime Longhurst. He also noted Jayne O'Connell from Chapman Tripp, as our legal advisor was in attendance.

The Chairperson advised the meeting had been called pursuant to Section 239AN of the Companies Act 1993 (the **Companies Act**). Creditors were advised the purpose of the meeting was to determine whether to appoint a committee of creditors and, if so, who ought to be appointed to that committee. Creditors were advised that they could also by resolution remove the Administrators from office and appoint someone else as Administrator.

It was noted that the administrators would apply to Court for an extension to the convening period for the watershed meeting so they expect it will be held later than the statutory 25 working day requirement.

It was also noted that the creditors would be provided a report by the administrators about the company's business, property, affairs and financial circumstances in advance of the next creditors meeting.

Attendance

The Chairperson advised there were no creditors in person at the meeting and six creditors had joined online.

Notice of Meeting

The Chairperson tabled the following documents:

- Firstly, the Notice of Meeting which accompanied the Circular to Creditors which was sent to all known creditors on 24 January 2025 by email.
- Secondly, a copy of the newspaper advertisement of notice of meeting that appeared on 23 January 2025 in the New Zealand Gazette and on 24 January 2025 in the New Zealand Herald. Subsequently a correction to the meeting date was made and the notice of meeting was re-advertised on 27 January 2025 in both the New Zealand Gazette and the New Zealand Herald.

Quorum

It was noted that, based on proxies and postal votes received and persons present at the meeting, a quorum was present.

Open of meeting and Chairperson

The Chairperson declared the meeting open at 12.06 pm and that pursuant to Section 239AK(3) of the Companies Act, he would be chairing the meeting.



Administrator's address

The Chairperson provided a brief update on the Administration to date (being the first eight days) as follows:

The sole Director appointed administrators on 22 January 2025 after forming the view there were no further options available to the Company and that it was therefore either insolvent or likely to become insolvent

The Chairperson then provided a short summary of the history and position of the Company.

Background

- The Body Shop New Zealand is a cosmetics, skincare and perfume company.
- The Body Shop New Zealand's UK parent company (The Body Shop International) was placed into Administration in February 2024.
- The assets of The Body Shop International were sold in September 2024. The Company was not included in this sale and was given 6 months to use IP and a small purchase of inventory whilst looking to restructure or sell the business.
- A buyer for the business was not found. Accordingly, after consultation with legal and business experts, the decision was made to appoint Administrators.
- The sole Director, Gregory Kerr, appointed Neale Jackson and I on 22 January 2025 after confirming there were no further options available to the Company.
- The Administrators are working closely with the management team to develop a strategy to sell all stock and begin to wind down the business.

The Chairperson then tabled:

- the Administrators' Consent to Act and Interest Statement which confirms that the Administrators have no interests requiring disclosure.
- a document stating that Administrators are required to be licensed insolvency practitioners, and that more information is available about the regulation of insolvency practitioners from the Registrar of Companies.

The Company's sole director was excused from attending the meeting as he was travelling

Update on Administration

- At the time of appointment, the Company had 16 stores operating across the country.
- Stock levels across the business were relatively low at the commencement of the VA, compared to historical levels. All stock had been dispatched from the warehouse prior to the appointment of Administrators.
- Customers have responded positively and have looked to secure products before the business is closed.
- Accordingly, stock levels have reduced quickly, which has resulted stores closing sooner than initially anticipated.
- The Administrators closed 6 stores on Friday last week with 5 remaining stores open today.
- The Administrators will continue to reassess the stock and trading across the remaining stores daily.
- The Administrators will be applying to Court to extend the convening period for the watershed meeting beyond 25 February 2025. Any objections will be asked for at the end of the meeting.



Attendance/Admission of proxies

The Chairperson considered the creditors present, both in person and by proxy or attorney, and ensured all those in attendance had signed either the creditors' or observers' register.

Voting Procedures

The Chairperson:

- discussed creditors' entitlement to vote, advised creditors that motions were to be resolved by paper ballot and the procedure for such voting was discussed.
- advised a resolution would be carried if a majority of creditors voting (whether in person, by attorney or by proxy) voted in favour and the value of the debts owed by the Company to those voting in favour was more than 75% of the total debts owed to all creditors voting.
- explained that he could exercise a casting vote if no result was reached for or against a resolution, in certain circumstances.
- advised that only one poll voting paper should be submitted for each resolution, noting that creditors who had yet to vote should complete a voting paper and hand in the voting paper for collection.

Confirmation of Administrators

The Chairperson advised that pursuant to Section 239R of the Companies Act, the creditors may replace the Administrators. The Chairperson confirmed that no nominations for replacement Administrators had been received to date and invited nominations for any such replacement from the floor. There was no such nomination.

As no nominations for an alternative Administrator were received, the Chairperson declared that Daniel Stoneman and Neale Jackson would remain the Company's Administrators and no vote was held on this resolution.

Committee of Creditors

The Chairperson noted that the substantive part of the First Meeting of Creditors is to elect a committee of creditors. He then added that pursuant to 239AQ(1) of the Companies Act, the functions of a committee of creditors of a company under administration are to consult with the Administrators about matters relating to the administration and also to receive and consider reports of the Administrators.

Pursuant to Section 239AQF(2) of the Act, the committee of creditors cannot give directions to the Administrators except to require the Administrators to report to the committee about matters relating to the administration as and when reasonably required.

Section 239AR of the Companies Act provides that a person can only be a member of the committee of creditors if the person is:

- a creditor of the company
- the agent of a creditor under a general power of attorney, or
- authorised in writing by such a creditor to be a member of the committee.

The Chairman advised the meetings the following:

- Whether or not a committee is formed and the membership of any committee is ultimately for the creditors of the respective company to decide.
- These are honorary committees and the advice given by creditors is just that, advice. It is not binding on the Administrators. While a committee cannot give directions to the Administrator, the Administrator must report to the committee about matters relating to the Administration as and when the committee reasonably requires. In these circumstances, the first question is whether the



creditors resolve to appoint a committee of creditors. If it is decided that a committee of creditors is to be appointed we will then move to a process to determine the members of each relevant committee.

The Chairperson then called on creditors to vote on the following motion:

"It is resolved that a creditors committee be appointed"

The Chairperson noted that the postal votes received to date were:

For % (by number)	Against % (by number)	Abstain (by number)	For % (by \$ value)	Against % (by \$ value)	Abstain (by \$ value)
6	2	7	229,135	8,755	243,114

The Chairperson then reported a summary of results of all in person, postal and proxy votes received to date on the creditors' committee resolution in respect of the Company as follows:

For % (by number)	Against % (by number)	Abstain (by number)	For % (by \$ value)	Against % (by \$ value)	Abstain (by \$ value)
6	2	7	229,135	8,755	243,114

As such, given the votes resulted in a majority of creditors in number and value voting for resolution, the Chairperson declared that the resolution that a creditors committee be appointed be passed in respect of The Body Shop New Zealand Limited.

The Chairperson requested nominations from the floor for creditors to be represented on the committee ideally individuals that represent the different groups of creditors.

The committee was agreed as follows

- Jaime Chong [Employee]
- Nicola Searle [Employee]
- Amanda Board [Employee]

Closure of Meeting

The Chairperson advised that creditors would be given the opportunity to ask questions of the Administrators after the meeting closed.

As there was no further business, the Chairperson declared the meeting closed at 12.18 pm.

Questions

There were no questions.

Signed as a true and correct record.

Daniel Stoneman
Chairperson, Joint and Several Administrator
The Body Shop New Zealand Limited (Administrators Appointed)

Date: 19 March 2025