

ASX Announcement

Axsesstoday Limited (Administrators Appointed) – Implementation Deed

Melbourne, 9 August 2019

As previously announced, the Voluntary Administrators of Axsesstoday Limited (Administrators Appointed) (ASX:AXL) (**AXL**) received a number of non-binding indicative offers from interested parties relating to a sale or recapitalisation of AXL and certain of its subsidiaries (**Group**), and entered into an exclusivity arrangement with an affiliate of Cerberus European Investments LLC, which is itself an affiliate of Cerberus Capital Management, L.P. (**Cerberus**).

The Voluntary Administrators are pleased to confirm that they have now entered into an Implementation Deed with Cerberus pursuant to which Cerberus or its nominee will acquire all of the shares in ACN 603 303 126 Pty Ltd (Administrators Appointed), Axsesstoday Operations Pty Ltd (Administrators Appointed) and Axsesstoday Retail Pty Ltd (Administrators Appointed), and other assets of AXL by way of a deed of company arrangement (**DOCA**).

Terms of Implementation Deed

The Implementation Deed provides that Cerberus and the Voluntary Administrators must take all steps reasonably necessary to execute, exchange and effectuate the DOCA.

The obligations of Cerberus and the Voluntary Administrators to enter into the DOCA are conditional upon satisfaction of certain conditions, including:

- the secured lenders to the Group consenting to the terms of the repayment of their secured debt; and
- creditors of ACN 603 303 126 Pty Ltd (Administrators Appointed), Axsesstoday Operations Pty Ltd (Administrators Appointed) and Axsesstoday Retail Pty Ltd (Administrators Appointed) (together the **AXL Subsidiaries**) and AXL resolving to enter into the DOCA at the second creditors meeting convened pursuant to section 439A of the Corporations Act.

The Implementation Deed provides that the conditions to entering into the DOCA need to have been satisfied by 30 August 2019 (or such later date as Cerberus agrees), and that the DOCA must be effectuated in relation to the sale of the AXL Subsidiaries by 13 September 2019.

Terms of DOCA

The terms of the DOCA are currently being finalised, and can only be finally determined once the conditions described above have been satisfied. They will be set out in the Voluntary Administrators' Section 439A Report to creditors, which will be provided to creditors together with

the notice of the second creditors meeting convened pursuant to section 439A of the Corporations Act, which the Voluntary Administrators expect will be sent on or about 19 August 2019.

The Voluntary Administrators are able to confirm that the purchase price payable for the AXL Subsidiaries, together with the realisation of all other assets of AXL, will be insufficient to repay unsecured creditors in full and the terms of the DOCA will be a compromise of unsecured creditors' claims. Accordingly, no return to shareholders from the sale of the AXL Subsidiaries is anticipated. The Voluntary Administrators are currently in negotiations to realise the residual assets of AXL that will remain following the sale of the AXL subsidiaries. Further information on both the DOCA and the realisation of any residual assets of AXL will be provided in the Voluntary Administrators' Report to Creditors.

Further information

For further information about the sale/recapitalisation process, or the administration more generally, shareholders and creditors should contact the Voluntary Administrators using the below details:

Email: axesstoday@deloitte.com.au

Phone: (02) 9322 5526