



## **Declaration of Independence, Relevant Relationships and Indemnities (DIRRI)**

**DATA REPUBLIC PTY LTD (Administrators Appointed)**  
**ACN 602 442 044**  
**(Data Republic)**

The purpose of this document is to assist creditors with understanding any relevant relationships that we have with parties who are closely connected to Data Republic and any indemnities or upfront payments that have been provided to us. None of the relationships disclosed in this document are such that our independence is affected.

This information is provided so you have trust and confidence in our independence and, if not, you can ask for further explanation or information and can act to remove and replace us if you wish.

This declaration is made in respect of ourselves, our partners, the firm McGrathNicol, which for the purpose of this declaration includes the McGrathNicol Partnership, the McGrathNicol Advisory Partnership and McGrathNicol Services Pty Ltd.

We are Professional Members of the Australian Restructuring Insolvency Turnaround Association (**ARITA**). We acknowledge that we are bound by the ARITA Code of Professional Practice.

### **A. Independence**

We have assessed our independence and we are not aware of any reasons that would prevent us from accepting this appointment.

There are no other known relevant relationships, including personal, business and professional relationships that should be disclosed beyond those disclosed in this document.

### **B. Circumstances of Appointment**

#### ***How we were referred this appointment***

On the morning of 5 May 2021, Robert Smith was contacted by a partner of the legal firm DLA Piper, who advised that they had put Mr Smith's name forward as a possible voluntary administrator of Data Republic. At that time Mr Smith nominated Barry Kogan and Jonathan Henry as Sydney based partners to act as joint appointees. We understand DLA Piper has acted as a legal advisor to Data Republic in recent times.

From time to time DLA Piper refers insolvency matters to McGrathNicol and has acted as legal advisers on a number of McGrathNicol's insolvency appointments.

We believe that this introduction does not result in a conflict of interest or duty because:

- the introduction was unconditional, and there is no expectation, agreement or understanding between us and DLA Piper regarding the conduct of the Voluntary Administration (**Administration**);
- we have not undertaken any prior engagement for Data Republic or DLA Piper in relation to Data Republic; and
- introductions or referrals from legal advisors to specialist advisors are common business practice.

There is no expectation, agreement or understanding between us and DLA Piper regarding the conduct of the Administration and we are free to act independently and in accordance with the law and applicable professional standards.



***Did we meet with the company, its directors, or its advisors before we were appointed?***

Mr Kogan and Mr Smith had the following meetings and calls with Data Republic, during the course of 5 May 2021:

- Danny Gilligan (director of Data Republic) had a call with Mr Kogan in the morning of 5 May 2021;
- at 4:30pm on 5 May 2021, a virtual meeting was held between Mr Kogan, Mr Smith, Mr Gilligan and an employee of Data Republic; and
- at 5.30pm on 5 May 2021, Mr Smith and Mr Kogan presented to Data Republic’s Board at a virtual meeting.

These meetings and calls were for the purposes of:

- discussing the financial circumstances of Data Republic and options available to Data Republic;
- outlining the particulars of the Voluntary Administration regime and McGrathNicol’s credentials to perform the Administration; and
- outlining a potential strategy for the Administration.

We received no remuneration for this advice.

Shortly after Mr Smith and Mr Kogan’s presentation on 5 May 2021, the board resolved to appoint Barry Kogan, Robert Smith and Jonathan Henry as voluntary administrators, effective at 9am on 6 May 2021

In our opinion, the meetings do not affect our independence for the following reasons:

- the nature of the advice provided was such that it would not be subject to review and challenge during the course of the Administration. Nor would the advice influence our ability to be able to fully comply with the statutory and fiduciary obligations associated with the Administration in an objective and impartial manner.
- given our limited interaction was focussed around understanding Data Republic’s financial position, options available and administration planning, these communications would not influence our ability to be able to fully comply with the statutory and fiduciary obligations associated with the administration in an objective and impartial manner; and
- it is recognised by the Australian Restructuring, Insolvency and Turnaround Association’s (**ARITA**) Code of Professional Practice that pre-appointment discussions regarding insolvency options and obtaining background information are necessary and do not amount to an impediment to accepting an appointment.

We have provided no other information or advice to Data Republic, its directors, nor its advisors prior to our appointment beyond that outlined in this DIRRI.

**C. Declaration of Relationships**

Within the previous two years, have we, or our firm, had a relationship with:	
Data Republic?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
The directors?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Any associates of Data Republic?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No  An associate is a director or secretary of Data Republic, a related body corporate of Data Republic or a director or secretary of a related body corporate of Data Republic. A related body corporate includes the holding company of Data Republic, a subsidiary of Data Republic and a subsidiary of the holding company of Data Republic.



Within the previous two years, have we, or our firm, had a relationship with:	
A former insolvency practitioner appointed to Data Republic?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
A secured creditor entitled to enforce a security over the whole or substantially the whole of Data Republic's property?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

<b>Do we have any other relationships that we consider are relevant to creditors assessing our independence?</b>
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

**D. Indemnities and up-front payments**

We have not received any up-front payments or indemnities for this appointment. This does not include any indemnities we may be entitled to under the law.

Dated: 11/05/2021

**Barry Kogan**

**Robert Smith**

**Jonathan Henry**

Note:

1. The assessment of independence has been made based on an evaluation of the significance of any threats to independence and in accordance with the requirements of the relevant legislation and professional Standards.
2. If the circumstances change or new information is identified, we are required under the Corporations Act 2001 and the ARITA Code of Professional Practice to update this Declaration and provide a copy to creditors with our next communication, as well as table a copy of any replacement Declaration at the next meeting of the insolvent's creditors. For Creditors' Voluntary Liquidations and Voluntary Administrations, this document and any updated versions of this document are required to be lodged with ASIC.
3. Please note that the presentation of the above information is in accordance with the standard format suggested by ARITA.