



Declaration of Independence, Relevant Relationships and Indemnities (DIRRI)

**Evermaze Pty Ltd (In Liquidation) as trustee for the Evermaze Trust, formerly t/as Vale IGA
ACN 142 508 058
(Evermaze)**

The purpose of this document is to assist creditors with understanding any relevant relationships that we have with parties who are closely connected to Evermaze 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 I have disclosed in this document.

B. Circumstances of Appointment

How we were referred this appointment

This appointment was referred to Rob Kirman of McGrathNicol by Mendelawitz Morton Commercial Lawyers (**Mendelawitz Morton**), the legal advisors of Evermaze and other related companies, via an initial phone call on 15 March 2021.

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

- this referral was unconditional;
- there have been no prior referrals of work from Mendelawitz Morton;
- referrals within the business community are commonplace and do not impact our independence in carrying out our duties as administrators.

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

Rob Kirman met with Mr Reinaldo Nunes, the majority shareholder of Evermaze, and advisors to the company Medelawitz Morton and Vantage Performance on 17 March 2021 to gain a high level understanding of the corporate group owned and/or operated by Mr Nunes and the financial position of the relevant corporate entities within the group (including Evermaze), and to discuss the various insolvency options available.

The relevant corporate entities that comprise the group (in addition to Evermaze) include:

- SKB Australia Pty Ltd atf KBS Family Trust, trading as Darch IGA (**SKB**);



- Mainteam Pty Ltd atf Redside Trust, trading as Ellenbrook IGA (**Mainteam**); and
- Villanex Pty Ltd atf Villanex Trust, trading as Aveley Liquor (**Villanex**).

On 26 March 2021, Rob Kirman and a senior member of McGrathNicol attended a meeting with Mr Nunes and Mr Gabriel Pereira, the sole director of Evermaze (**Director**). Mr Nunes and the Director are the joint shareholders of both Evermaze and Mainteam. Mr Pereira is also the sole director of Mainteam. Also in attendance were company advisors from Mendelawitz Morton. The purpose of the meeting was to receive an update on the financial position of Evermaze, Mainteam and associated entity Villanex, and to discuss a potential insolvency appointment to those entities.

Rob Kirman and a senior member of McGrathNicol staff met with Mr Nunes, his wife, Helena Nunes, and staff from Travaglini Corporate Advisory on 13 April 2021 to receive an update in relation to Evermaze and Mainteam, together with details of a restructuring plan being prepared for SKB by Travaglini Corporate Advisory. At this time it was advised that Evermaze had ceased trading.

On 18 April 2021 Rob Kirman with a senior member of McGrathNicol staff met with the Director, the Director's wife, Linda Pereira, together with Mr Nunes, Mr Nunes' wife, and a staff member from Travaglini Corporate Advisory to plan for an insolvency appointment to Evermaze and other related entities, including SKB, Mainteam and Villanex, the following day.

On the morning of 19 April 2021, prior to the appointment of liquidators, Rob Kirman and a senior member of McGrathNicol staff attended a meeting with Westpac Banking Corporation Limited (**Westpac**) and Metcash Trading Limited (**Metcash**). Westpac and Metcash had historically provided funding to Evermaze and related entities operating IGA businesses. The purpose of the meeting was to discuss:

- the potential for appointments to Evermaze, SKB, Mainteam and Villanex later that day;
- the potential Voluntary Administrators' strategy regarding SKB's business and creditor voluntary liquidation appointments to other group entities, including Evermaze; and
- whether either financier would be supportive of the proposed strategy in relation to all appointments.

The Director subsequently resolved to appoint Rob Kirman and Rob Brauer as joint and several Liquidators of Evermaze on 19 April 2021. Rob Kirman and Rob Brauer were also appointed liquidators to related entities Mainteam and Villanex, and voluntary administrators to SKB, by resolution of these companies on the same day.

We received no remuneration for attending any of the above meetings or for providing advice about insolvency options.

In our opinion, these meetings and all communications do not affect our independence for the following reasons:

- it is recognised by the Courts and the ARITA Code of Professional Practice that pre-appointment advice regarding the insolvency process and available options is necessary and does not amount to an impediment to accepting an appointment; and
- the communications that took place prior to our appointment were focused on understanding Evermaze's current financial position. The nature of these communications would not be subject to review and challenge during the course of a Liquidation. Nor would the advice influence our ability to be able to fully comply with the statutory and fiduciary obligations associated with the Liquidation in an objective and impartial manner.

We have provided no other information or advice to Evermaze, the Director and/or relevant 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:	
Evermaze?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
The directors?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Any associates of Evermaze?	<p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>An associate is a director or secretary of Evermaze, a related body corporate of Evermaze or a director or secretary of a related body corporate of Evermaze. A related body corporate includes the holding company of Evermaze, a subsidiary of Evermaze and a subsidiary of the holding company of Evermaze.</p> <p>We have not had any prior relationships with any associates of Evermaze.</p>
A former insolvency practitioner appointed to Evermaze?	<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 Evermaze's property?	<p><input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>Westpac and Metcash hold a charge or charges on the whole or substantially the whole of the property of the company.</p> <p>McGrathNicol undertakes restructuring and advisory work from time to time on instructions from Westpac.</p> <p>We believe this relationship does not result in a conflict of interest or duty because:</p> <ul style="list-style-type: none"> ▪ Each professional engagement undertaken for Westpac in relation to a particular entity or group of entities is conducted on an entirely spate basis which has no bearing on this appointment. ▪ These engagements are only commenced after full regard is given to potential conflicts of interest in relation to all interested stakeholders. <p>Given these factors, our independence in acting as voluntary administrator/liquidator of the company has not been affected.</p>



Do we have any other relationships that we consider are relevant to creditors assessing our independence?

Yes No

As specified on pages one and two of this Declaration, on the same as our appointment to Evermaze, we were appointed as liquidators of Mainteam (in which the Director is also a director) and Villanex, as well as Voluntary Administrators of SKB. Whilst Evermaze is not related to Villanex and SKB by way of common directorships, the Director is a common shareholder with Mr Nunes, the director and/or majority shareholder of the other entities of the group. Historically, Evermaze was also financially dependent on other entities within the group.

We are of the view that the appointment to the group of companies may have benefits to the conduct of the liquidation, including cost-savings and enabling an as accurate as possible view to be obtained of the activities and financial position of the companies as a whole. We are aware that there may be inter-company transactions within the group, but at this time are not aware of any potential conflicts of interest arising from the appointments over the various group members. However, to the extent it becomes apparent that pre-appointment dealings between companies in the group may give rise to a conflict which may impact the outcome for creditors of a particular company, then we undertake to disclose any such conflicts to the creditors and, as appropriate, seek Court directions regarding how to resolve the potential conflict.

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 I may be entitled to under the law.

Dated: 4 May 2021

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Rob Kirman

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Rob Brauer

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.