



Declaration of Independence, Relevant Relationships and Indemnities (DIRRI)

Tandem Corp Pty Ltd ACN 612 789 983
Tandem Digital Services Pty Ltd ACN 625 476 897
Infrastructure Services Group (Aust) Pty Ltd ACN 142 331 717
ISGA FinCo Pty Ltd ACN 612 825 797
ISGM Consulting Pty Ltd ACN 142 331 735
Tandem Property Works Pty Ltd ACN 600 211 603
ISG Management Pty Ltd ACN 142 916 970
(all Administrators Appointed)
(each a Company, and collectively the Companies)

The purpose of this document is to assist creditors with understanding any relevant relationships that we have with parties who are closely connected to the Companies 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

We were appointed pursuant to a request for our consent to act made by Stuart Wardman-Browne, a director of Tandem Corp Pty Ltd (and other entities within the Tandem Group). Mr Wardman-Browne was introduced to McGrathNicol partner Keith Crawford in the course of McGrathNicol undertaking an engagement for the National Australia Bank (NAB), which commenced on 6 June 2021.

The purpose of McGrathNicol's appointment by the NAB was to assist with reviewing the Tandem Group's short term cash flow forecast and the Tandem Group's strategy for dealing with its financial challenges. The scope of the appointment, which was in the nature of an Independent Business Review (**IBR**), was restricted to forming an understanding of the financial position of the Tandem Group, reviewing the Tandem Group's cashflow and commenting on its various proposals to the NAB.



We received \$77,018 (plus GST) from the NAB in relation to this engagement, which took place over approximately 3 weeks.

We believe the circumstances of this appointment do not result in a conflict of interest or duty because:

- no prior professional engagements have been undertaken by McGrathNicol on instructions from the Companies or the broader Tandem Group;
- the limited scope, short term IBR undertaken for the NAB would not be subject to review in a subsequent appointment and would not impair our ability to fully comply with the statutory and fiduciary duties associated with the voluntary administration appointment; and
- undertaking an IBR for a secured creditor is a recognised exception to the general prohibition on external administrators having a prior professional relationship with the company.

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

Mr Crawford had a series of communications and virtual meetings with senior staff of the Tandem Group and Mr Wardman-Browne during the period 6 June 2021 to 25 June 2021.

These communications were for the purposes of:

- understanding the financial position and operations of the Tandem Group;
- discussing cash flow forecasts and associated funding requirements; and
- understanding the sale of business process.

On 28 June 2021 Mr Crawford called Mr Wardman-Browne to provide an update on his discussions with the NAB. During this call Mr Wardman-Browne asked Mr Crawford if he would consent to act as Administrator if the Boards of the Companies determined it was necessary to appoint Administrators.

On 29 June 2021 Mr Crawford called Mr Wardman-Browne to confirm that he would consent to act as Administrator subject to receipt of an upfront payment for remuneration and operating costs (see section D below).

On 30 June 2021, Mr Caddy met with the Tandem Group's General Counsel, General Manager Networks and General Manager Commercial Finance to gain a greater understanding of the Group's operations and outline the particulars of the voluntary administration regime.

We received no remuneration for this advice. On 30 June 2021, the Boards of the Companies resolved to appoint Keith Crawford and Matthew Caddy as voluntary administrators, effective at 9am on 1 July 2021.

In our opinion, these communications 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;
- given our limited interaction was focused around understanding the Tandem Group's cash flow and explaining the voluntary administration process, these communications would not influence our ability to be able to fully comply with the statutory and fiduciary objectives 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 for the purposes of planning are necessary and do not amount to an impediment to accepting an appointment.



We have provided no other information or advice to the Companies, 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:	
The Companies	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
The directors of the Companies?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Any associates of the Companies?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No An associate is a director or secretary of the Companies, a related body corporate of the Companies or a director or secretary of a related body corporate of the Companies. A related body corporate includes the holding company of the Companies, a subsidiary of the Companies, and a subsidiary of the holding company of the Companies.
A former insolvency practitioner appointed to the Companies?	<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 the Companies' property?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No NAB holds a charge on the whole or substantially the whole of the property of the Companies. McGrathNicol undertakes restructuring and advisory work from time to time on instructions from NAB. We believe this relationship does not result in a conflict of interest or duty because: <ul style="list-style-type: none"> ▪ Each professional engagement undertaken for NAB in relation to a particular entity or group of entities is conducted on an entirely separate 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. ▪ McGrathNicol has undertaken a limited scope, short term IBR for NAB in respect of the companies, which is particularised in Part B above. This appointment falls within the recognised exceptions to the prohibition on pre appointment engagements within the two years prior to commencement of the external administration. Given these factors, our independence in acting as voluntary administrator/liquidator of the Companies has not been affected.

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



D. Indemnities and up-front payments

We have been provided with the following upfront payment for remuneration and operating costs:

Name	Relationship with the Companies	Nature of indemnity or payment
Tandem Corp Pty Ltd (Tandem Corp).	Tandem Corp is a Company subject to the Administrators' appointment.	Tandem Corp provided the Administrators with an unconditional up-front payment of \$1.0 million on 30 June 2021 to cover the Administrators' fees and future operating costs incurred in the conduct of the Administration. The up-front payment is unconditional, and any funds utilised for payment of our remuneration will not be drawn down until relevant approval has been obtained under the Corporations Act.

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

Dated: 6 July 2021

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Signed, Keith Crawford

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Signed, Matthew Caddy

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.