

NOTICE OF FILING AND HEARING

Filing and Hearing Details

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| Document Lodged: | Originating process (Rule 2.2): Federal Court (Corporations) Rules 2000 form 2 |
| Court of Filing: | FEDERAL COURT OF AUSTRALIA (FCA) |
| Date of Lodgment: | 13/08/2025 4:39:59 PM AEST |
| Date Accepted for Filing: | 14/08/2025 9:46:01 AM AEST |
| File Number: | VID1041/2025 |
| File Title: | IN THE MATTER OF TOYS "R" US ANZ LIMITED (SUBJECT TO DEED OF COMPANY ARRANGEMENT) |
| Registry: | VICTORIA REGISTRY - FEDERAL COURT OF AUSTRALIA |
| Reason for Listing: | First Case Management Hearing |
| Time and date for hearing: | 22/08/2025, 9:30 AM |
| Place: | Court Room Not Assigned, Owen Dixon Commonwealth Law Courts Building Level 7, 305 William Street, Melbourne |



Sia Lagos

Registrar

Important Information

This Notice has been inserted as the first page of the document which has been accepted for electronic filing. It is now taken to be part of that document for the purposes of the proceeding in the Court and contains important information for all parties to that proceeding. It must be included in the document served on each of those parties.

The date of the filing of the document is determined pursuant to the Court's Rules.

**Originating process**

(rules 2.2 and 15A.3)

No. of 2025

Federal Court of Australia

District Registry: Victoria

Division: General

IN THE MATTER OF TOYS "R" US ANZ LIMITED (SUBJECT TO DEED OF COMPANY ARRANGEMENT)**ACN: ACN 063 886 199****DUNCAN EDWARD CLUBB AND LUKE FRANCIS ANDREWS IN THEIR CAPACITY AS JOINT AND SEVERAL DEED ADMINISTRATORS OF TOYS "R" US ANZ LIMITED (ACN 063 886 199) (SUBJECT TO DEED OF COMPANY ARRANGEMENT) AND ANOTHER NAMED IN THE SCHEDULE**

Plaintiffs

A. DETAILS OF APPLICATION

This application is made under sections 444GA and 447A(1) of the *Corporations Act 2001* (Cth) (**Corporations Act**) and section 90-15(1) of the *Insolvency Practice Schedule (Corporations)* in Schedule 2 to the Corporations Act (**IPS**) for orders that the First Plaintiffs, Luke Francis Andrews and Duncan Edward Clubb (**Deed Administrators**) be granted leave to transfer all of the existing shares in the Second Plaintiff, Toys "R" Us ANZ Limited (ACN 063 886 199) (Subject to Deed of Company Arrangement) (**Toys ANZ**) to A.C.N 687 771 679 (ACN 687 771 679) (**A.C.N**) or its nominee.

On the facts stated in the supporting affidavit of Luke Francis Andrews sworn on 13 August 2025, the Plaintiffs seek the following orders:

| | | | |
|--------------------|--------------------------|-----|------------------------|
| Filed on behalf of | The Plaintiffs | | |
| Prepared by | Stephen Hume | | |
| Law firm | K&L Gates | | |
| Tel | 03 9205 2000 | Fax | 03 9205 2055 |
| Email | Stephen.Hume@klgates.com | and | Anna.Smith@klgates.com |
| Ref | 7329352.00153 | | |

Address for service Level 25, 525 Collins Street Melbourne VIC 3000

[Form approved 01/08/2011]



Procedural orders

1. By [2 *business days from date of order*], the Deed Administrators are to take all reasonable steps to give notice to:
 - (a) the creditors and members of Toys ANZ; and
 - (b) any person that holds vested or unvested share options, warrants or other instruments convertible into securities in Toys ANZ (**Options**),

(together, the **Interested Parties**) of the Application, the hearing date of the Application and the means by which the documents relevant to the Application (Court documents, the Explanatory Statement (once it has been approved by ASIC) and the independent expert's report of Pitcher Partners) can be obtained (the **Notice**), by the following methods:
 - (c) where the Deed Administrators have an email address for an Interested Party (including from the books and records maintained by Toys ANZ), by sending the Notice to each such Interested Party via email; and
 - (d) where the Deed Administrators do not have an email address for an Interested Party (or have received notification of non-delivery of a notice sent by email in accordance with paragraph (b) above) but the Deed Administrators have a postal address for that Interested Party (including from the books and records maintained by the Toys ANZ), by sending the Notice to each such Interested Party via ordinary post; and
 - (e) by uploading a copy of the Notice to the websites of Toys ANZ (www.toysrus.com.au) and BDO Chartered Accountants.
2. By [**minimum** 14 days prior to hearing date], the Deed Administrators are to take all reasonable steps to provide to each Interested Party an email or letter with a link where they can download a copy of the final Explanatory Statement (a draft of which is annexed to this document and marked "A"), by the methods described at order 1(c) or 1(d) above.
3. Any person who is entitled to oppose the Application pursuant to section 444GA(2) of the Corporations Act and wishing to appear at the hearing of the Applications is to, by no later than 4pm on [*five business days prior to the hearing - date to be confirmed*], file and serve on the Plaintiffs and the Australian Securities and Investments Commission a Notice of Appearance in the prescribed form and indicating the grounds of opposition.



4. By 12 pm on [*two business days prior to the hearing - date to be confirmed*], the Plaintiffs are to file any further evidence upon which they intend to rely at the hearing of the Application, including any supplementary affidavits deposing as to any correspondence or communications received by the Deed Administrators from any person who is entitled to oppose the Application pursuant to section 444GA(2) of the Corporations Act and any responsive correspondence or communication from the Deed Administrators.
5. By 12 pm on [*two business days prior to the hearing - date to be confirmed*], the Plaintiffs are to file an outline of written submissions upon which they intend to rely at the hearing of the Application.
6. There be liberty to apply.

Substantive orders

7. An order pursuant to section 444GA(1)(b) of the Corporations Act that the Deed Administrators be granted leave to transfer all of the existing shares in the capital of Toys ANZ (**Shares**) from the members (as defined in the Corporations Act) to A.C.N. or its nominee in accordance with clause 8.3(c) of the deed of company arrangement dated 31 July 2025, entered into by the Deed Administrators and Toys ANZ (amongst others) (**DOCA**).
8. An order pursuant to section 447A(1) and section 90-15(1) of the IPS of the Corporations Act that the Deed Administrators may, jointly or severally, in their capacity as Deed Administrators:
 - (a) execute share transfer forms and any other documents ancillary or incidental to effecting the transfer of the Shares referred to in order 7; and
 - (b) enter or procure the entry of the name of A.C.N. or its nominee into the securities register of Toys ANZ in respect of all Shares transferred to A.C.N. or its nominee in accordance with order 7.
9. To the extent it is necessary:
 - (a) an order pursuant to section 447A(1) of the Corporations Act that:
 - (i) Part 5.3A of the Corporations Act is to operate in relation to Toys ANZ as if the reference to the word 'shares' in section 444GA(1) of the Corporations Act includes the Options; and



- (ii) the Deed Administrators be granted leave to transfer the Options to **A.C.N.** or its nominee in accordance with clause 8.3(d) of the DOCA.

10. An order pursuant to section 447A(1) and section 90-15(1) of the IPS the Deed Administrators may, jointly or severally, in their capacity as Deed Administrators:
 - (a) execute any other documents ancillary or incidental to effecting the transfer of the Options referred to in order 9; and
 - (b) enter or procure the entry of the name of A.C.N. or its nominee into the securities register of Toys ANZ in respect of all Options transferred to A.C.N. or its nominee in accordance with order 9.
11. An order that the Deed Administrators' costs of and incidental to this application be costs and expenses in the deed administration of Toys ANZ.
12. An order that the Court's orders be entered forthwith.
13. Such further or other orders or directions as the Court considers appropriate.

Date: 13 August 2025

A handwritten signature in blue ink, appearing to be "S. Hume", is written over a dotted line.

Signature of Stephen Hume
Solicitor for the Plaintiffs

This application will be heard by the Federal Court of Australia at [address of court] at [time] [*am /*pm] on [date].

B. NOTICE TO DEFENDANT(S) (IF ANY)

TO: N/A

If you or your legal practitioner do not appear before the Court at the time shown above, the application may be dealt with, and an order made, in your absence. As soon after that time as the business of the Court will allow, any of the following may happen:

- (a) the application may be heard and final relief given;
- (b) directions may be given for the future conduct of the proceeding;
- (c) any interlocutory application may be heard.

Before appearing before the Court, you must file a notice of appearance, in the prescribed form, in the Registry and serve a copy of it on the plaintiff.



Note Unless the Court otherwise orders, a defendant that is a corporation must be represented at a hearing by a legal practitioner. It may be represented at a hearing by a director of the corporation only if the Court grants leave.

C. FILING

Date of filing: [date of filing to be entered by Registrar]

Signed by an officer acting with the authority of
the District Registrar

This originating process is filed by K&L Gates, solicitors for the Plaintiffs.

D. SERVICE

The plaintiff's address for service is C- K&L Gates, Level 25, South Tower, 525 Collins Street Melbourne VIC 3000.

It is intended to serve a copy of this originating process on the Australian Securities and Investments Commission.

**Schedule**

No. of 2025

Federal Court of Australia

District Registry: Victoria

Division: General

**IN THE MATTER OF TOYS "R" US ANZ LIMITED (SUBJECT TO DEED OF COMPANY
ARRANGEMENT)****ACN: ACN 063 886 199****Plaintiffs**

Second Plaintiff: TOYS "R" US ANZ LIMITED (ACN 063 886 199) (SUBJECT
TO DEED OF COMPANY ARRANGEMENT)

Date: 13 August 2025