



McGrathNicol

Declaration of Independence, Relevant Relationships and Indemnities (DIRRI)

[Version 2](#)

Kwikform Acquisition Holdings Pty Limited ACN 157 779 961
Waco Kwikform Limited ACN 002 835 396 t/as Waco Kwikform, Star Scaffolds
Kwikform Labour Services Pty Ltd ACN 646 377 013
Star Labour Services Pty Ltd ACN 629 713 391
Waco Kwikform Leasing Pty Limited ACN 073 932 135
Kwikform Industrial Services Pty Limited ACN 165 660 551
Kwikform Maintenance Services Pty Limited ACN 622 981 202
Star Res Pty Ltd ACN 689 249 090
Star NewCo Pty Limited ACN 695 592 842

(each a Company and collectively, Waco Australia Group)

[Waco Business Services Pty Limited ACN 688 765 764 \(WBS\)](#)

(Administrators Appointed to all)

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 Waco Australia Group [and WBS](#) 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 (**CoPP**).

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 we have disclosed in this document.

B Circumstances of Appointment

How we were referred this appointment

This appointment was referred to us by Ashurst, the Australian legal advisor to Waco Kwikform Limited (**the Referrer**) being the main Australian operating entity to the Waco Australia Group of companies [and WBS](#). We understand Ashurst also does work for other entities related to the Waco Australia Group. We are referred work by and refer work to Ashurst from time to time.

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

- referrals from financiers, lawyers, business advisors, accountants and other professionals are common practice and do not impact our independence in carrying out our duties as Administrators;
- the referral was made on an unconditional basis; and
- there is no expectation, agreement or understanding between us and the Referrer regarding the conduct of the Administration and we are free to act independently and in accordance with the law and applicable professional standards.



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

We were initially approached by Ashurst in November 2025 and asked to prepare a proposal for potential restructuring and transaction support services in respect of the Waco Australia Group.

On 14 November 2025, Damien Pasfield and Alex Kealley, a Partner in the McGrathNicol Deals team, presented that proposal via teleconference to Dharishan Padiachy, one of the shareholder representative Directors of various entities in the Waco Australia Group along with various representatives of the South African parent entity, Waco International Holdings Pty Ltd. This proposal did not materialise into an engagement and no advice was provided.

In January 2026, Damien Pasfield was approached by Ashurst to assist with the provision of contingency planning services. On 27 January 2026, McGrathNicol was engaged by Kwikform Acquisition Holdings Pty Limited to undertake a review of the current position, present on available options and undertake contingency planning for a potential Administration of APL Kwikform Pty Ltd (**APL Kwikform**), a subsidiary of Waco Kwikform Ltd (**Waco Kwikform**) and the corporate entity for the NZ operations (if that was to ultimately be required). APL Kwikform is an entity registered in both Australia, with the Australian Securities and Investments Commission, and in New Zealand, with NZ Companies Register.

Our fieldwork for this engagement was undertaken between 28 January 2026 and 5 February 2026, after which the engagement was paused while business sales processes for APL Kwikform and parts of the Waco Australia Group's business operations were progressed. During this period, we were involved in approximately five briefing meetings and phone calls and a number of email chains with management which variously included Stephen Goodburn, Dharishan Padiachy, Michael Els and Simon Humphrey, being the Directors of the Waco Australia Group entities. The total remuneration paid to McGrathNicol for the engagement was \$29,541.33 (plus GST), via draw down from an upfront retainer paid.

Between 6 February 2026 and 30 March 2026:

- Damien Pasfield had approximately five telephone calls with Simon Humphrey and a small number of email exchanges with Stephen Goodburn, Dharishan Padiachy, Michael Els and Simon Humphrey to seek an update on the sale processes and confirm whether any further assistance was required. We had no active or ongoing professional role and were not paid for these communications.
- Damien Pasfield and Jason Preston attended a single videoconference which included Ashurst and various representatives of the South African parent entity, Waco International Pty Ltd, including Stephen Goodburn and Dharishan Padiachy. At this meeting, the Australian and New Zealand insolvency regime was outlined at a high level, but no specific advice was provided.

On 30 March 2026, Ashurst approached Damien Pasfield regarding McGrathNicol's willingness to consent to a potential administration appointment to the Waco Australia Group and APL Kwikform. This was followed by a meeting with Ashurst and videoconference between Damien Pasfield, the South African directors, Dharishan Padiachy and Stephen Goodburn, on 31 March 2026 in relation to a potential voluntary administration of the Waco Australia Group and APL Kwikform.

On 1 April 2026 Damien Pasfield attended a call with all directors of the Waco Australia Group. At this call Stephen Goodburn, Dharishan Padiachy, Michael Els and Simon Humphrey confirmed their intention to proceed with a voluntary administration and McGrathNicol were instructed to commence planning for that appointment immediately.

On 1 and 2 April 2026, Damien Pasfield attended the Waco Australia Group head office in Rhodes NSW with two other McGrathNicol staff members to meet with Michael Els and Simon Humphrey and other management personnel within the Waco Australia Group to gain an understanding of the Waco Australia Group's financial position and operations, and to plan for an orderly voluntary administration process.

Between 1 and 6 April 2026, there were a number of email chains and correspondence variously with Ashurst, Stephen Goodburn, Dharishan Padiachy, Michael Els and Simon Humphrey for the purpose of preparing appointment documents, clarifying the appointment structure and agreeing communications for the appointment.

On 3 April 2026, \$1,000,000 was transferred to the McGrathNicol Appointment Trust Account from Waco Kwikform Limited as an upfront payment to cover the costs of planning for the administration under the engagement letter,



McGrathNicol

future trading, appointment costs including legal costs, approved remuneration and disbursements and any other costs associated with the conduct of the administrations or liquidations.

On 4 April 2026, McGrathNicol's formal engagement by Star Res Pty Ltd and Star NewCo Pty Ltd to undertake planning activities for a prospective appointment of voluntary administrators to the Waco Australia Group and also for the New Zealand Waco entities was confirmed by issue of an engagement letter.

Mr Sunthareswarar Ramanathan is the financial controller for the Waco Australia Companies and one of the directors of WBS. Mr Ramanathan was present for a number of the interactions previously alongside the other Directors, however these interactions were in his capacity as financial controller for the Waco Australia Group, rather than in his capacity as Director of WBS.

This work included the tasks outlined above principally:

- Receiving briefings regarding the proposed entities to be subject to the appointment current, their financial position, and details of current business operations.
- Preparation of appointment documents and other necessary communications in preparation for the start of the appointments.

Our invoiced time costs for undertaking the appointment planning was \$107,495 (plus GST) which was paid from funds held in our trust account in respect of the upfront payment. All unbilled time has been written off and there are no amounts remaining owing in respect of this engagement.

The Directors of each Waco Australia Group entity resolved to appoint Damien Pasfield, Melissa Smith and Jason Preston as Administrators of each of the companies comprising the Waco Australia Group on 7 March 2026.

The Directors of WBS resolved to appoint Damien Pasfield, Melissa Smith and Jason Preston as Administrators on 15 April 2026.

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

- It is recognised by the Courts and the CoPP that pre-appointment advice on the insolvency process and planning for an effective assumption of control following appointment of external administrators is necessary and does not amount to an impediment to accepting an appointment.
- The limited scope of the communications over a short time period and nature of the factual information 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.
- Our initial paid engagement was not undertaken for an entity that is subject to the appointment of Administrators. In both engagements that related to the Waco Australia Group and its related New Zealand operations McGrathNicol was paid in advance, such that no credit was provided. For these reasons there is no risk of these payments requiring review as potentially voidable transactions.

We have provided no other information or advice to the Waco Australia Group, WBS, its directors and its advisors in the two years 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:	
Any members of the Waco Australia Group or WBS ?	<div><input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</div> <p>As set out in Part B of this DIRRI, McGrathNicol was engaged by Kwikform Acquisition Holdings Pty Limited to undertake contingency planning for the Waco Australia Group, with a primary focus on APL Kwikform in January 2026. Details of the work we undertook is provided in Part B of this DIRRI.</p> <p>In addition, also as set out in Part B of this DIRRI, shortly before our appointment as Administrators we were engaged by Star Res Pty Ltd and Star NewCo Pty Ltd (two members of the Waco Australia Group) to undertake planning work for the proposed voluntary administrations.</p> <p>In our opinion, the communications held with the Waco Australia Group during the periods we were engaged by Kwikform Acquisition Holdings Pty Limited, and later by Star Res Pty Ltd and Star NewCo Pty Ltd do not affect our independence for the following reasons:</p> <ul style="list-style-type: none">▪ they were of limited scope over a short term with a clear information gathering focus and would not be subject to review and challenge during the course of the administrations (and any subsequent insolvency appointments);▪ an engagement of this type is recognised by the ARITA CoPP as a specific exception to the general prohibition on external administrators having a prior professional relationship with the entity and therefore does not preclude a subsequent appointment as Administrators;▪ given our limited scope and objectives, 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▪ the ARITA CoPP recognises that planning or preparation for a prospective appointment is not generally considered to create a threat to the independence of an appointee. <p>The remuneration paid to McGrathNicol for the original engagement under the engagement letter dated 27 January 2026 was \$29,541.33 (plus GST), paid in advance so that no credit was provided.</p> <p>An amount of \$107,495 (plus GST) from the funds held in respect of the Upfront Payment was applied to an invoice for planning work undertaken in connection with our pre-appointment engagement letter dated 4 April 2026. All unbilled time has been written off and there are no amounts remaining owing in respect of this engagement.</p> <p>In both engagements referred to above monies were received prior to invoicing for our work so there was no credit provided, meaning that there is no risk of McGrathNicol having received an unfair preference.</p> <p>We have provided no other information or advice to the Waco Australia Group, WBS, the Directors and (where applicable) its advisors in connection with the appointment prior to our appointment beyond that outlined in this DIRRI.</p>
The directors?	<div><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</div>



Within the previous two years, have we, or our firm, had a relationship with:	
Any associates of the companies comprising the Waco Australia Group and WBS ?	<p><input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>An associate is a director or secretary of the Waco Australia Group or WBS, a related body corporate of the Waco Australia Group or WBS or a director or secretary of a related body corporate of the Waco Australia Group or WBS. A related body corporate includes the holding company of the Waco Australia Group or WBS, a subsidiary of the Waco Australia Group or WBS and a subsidiary of the holding company of the Waco Australia Group or WBS.</p> <p>Kwikform Acquisition Holdings Pty Ltd is the common ultimate holding company for the other Waco Australia Group subsidiaries entities in Administration, that is Waco Kwikform Limited, Kwikform Labour Services Pty Ltd, Star Labour Services Pty Ltd, Waco Kwikform Leasing Pty Limited, Kwikform Industrial Services Pty Limited, Kwikform Maintenance Services Pty Limited, Star Res Pty Ltd, Star NewCo Pty Limited and WBS.</p> <p>Concurrent to the appointment of the Administrators to the Waco Australia Group, Damien Pasfield and Kare Johnstone were appointed in New Zealand to APL Kwikform, which is a subsidiary of the Waco Australia Group. This appointment is in accordance with Section 239G of the New Zealand Companies Act 1993.</p> <p>We are of the view that the appointment to the nine companies within the Waco Australia Group plus APL Kwikform and WBS will have significant benefits to the conduct of the voluntary administration particularly in that this will provide for cost-savings and enable an accurate as possible view to be obtained of the activities and financial position of the Waco Australia Group companies, WBS and APL Kwikform as a whole.</p> <p>We are aware that there are inter-company transactions within the Waco Australia Group, WBS and APL Kwikform but at this time are not aware of any potential conflicts of interest arising from the appointments over the various Waco Australia Group members, WBS or APL Kwikform.</p> <p>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 either any Company, then we undertake to disclose any such conflicts to the creditors and as appropriate, seek Court directions as to the means of resolving the potential conflict.</p>
A former insolvency practitioner appointed to the Waco Australia Group and/or WBS ?	<p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
A secured creditor entitled to enforce a security over the whole or substantially the whole of Waco Australia Group's and/or WBS property?	<p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>De Lage Landen (DLL) holds a charge on the whole or substantially the whole of the property of Waco Australia Group. We understand DLL is a subsidiary of Rabobank Australia Limited.</p> <p>McGrathNicol undertakes restructuring and advisory work from time to time on instructions from the Rabobank Australia Limited and its subsidiaries.</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 Rabobank or its subsidiaries in relation to a particular entity or group of entities is conducted on an entirely separate basis which has no bearing on this appointment; and▪ these engagements are only commenced after full regard is given to potential conflicts of interest in relation to all interested stakeholders. <p>McGrathNicol has not undertaken an engagement for DLL in respect of the Waco Australia Group. Given these factors, our independence in acting as voluntary administrators of the Waco Australia Group has not been affected.</p>



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

☐ Yes ☒ No

D Indemnities and up-front payments

We have been provided with the following upfront payment:

Name	Relationship with the Waco Australia Group	Nature of indemnity or payment
The Directors, Waco Kwikform	Entities subject to appointment, directors	<p>An upfront payment of \$1,000,000 was received into a Trust account on the date of our appointment (Upfront Payment).</p> <p>The Upfront Payment is available to meet costs or liabilities incurred in respect of or in connection with the appointment of Damien Pasfield, Melissa Smith, Jason Preston as Voluntary Administrators (and any subsequent appointment as Deed Administrators or Liquidators) of the Waco Australia Group and WBS, and Damien Pasfield and Kare Johnstone as Voluntary Administrators (and any subsequent appointment as Deed Administrators or Liquidators) of APL Kwikform.</p> <p>The Upfront payment may be applied to meet trading costs, appointment costs including legal costs, approved remuneration and disbursements and any other costs associated with the conduct of the administrations or liquidations.</p> <p>There are no other conditions associated with this Upfront Payment and remuneration will not be paid from this source until approved in accordance with the requirements of the Corporations Act.</p> <p>An amount of \$107,495 (exclusive of GST) from the funds held in respect of the Upfront Payment was applied to an invoice for planning work undertaken in connection with our pre-appointment engagement letter.</p>

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: ~~10~~ 20 April 2026

Damien Pasfield

Melissa Smith

Jason Preston

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 CoPP 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



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Liquidations and Voluntary Administrations, this document and any updated versions of this document are required to be lodged with ASIC as soon as practicable (2 business days).

- 3 Please note that the presentation of the above information is in accordance with the standard format suggested by ARITA.