Federal Court of Australia

District Registry: Victoria

Division: General No: VID1131/2018

NORMAN LESLIE WILLS AND JANE ANNE DANAHER (AS TRUSTEES FOR THE MINTY TIN SUPERANNUATION FUND)
Applicants

WOOLWORTHS GROUP LTD (FORMERLY WOOLWORTHS LTD) (ACN 000 014 675)
Respondent

ORDER

JUDGE: JUSTICE BEACH

DATE OF ORDER: 2 August 2022

WHERE MADE: Melbourne

THE COURT ORDERS THAT:

1. Pursuant to ss 33V and 33ZF of the *Federal Court of Australia Act 1976* (Cth) (Act), the settlement of this proceeding be approved on the terms set out in:

   (a) the Settlement Deed dated 29 January 2021 (being annexure 'SMF-1' to the affidavit of Steven Mark Foale dated 10 February 2021) (Deed); and

   (b) the Settlement Distribution Scheme (being annexure 'SMF-50' to the confidential affidavit of Steven Mark Foale dated 13 June 2022, together with the Loss Assessment Formula being annexure 'SMF-25' to the confidential affidavit of Steven Mark Foale dated 10 May 2021) (SDS).

2. Pursuant to s 33ZF of the Act, the Court authorises the applicants, *nunc pro tunc*, to enter into and give effect to the Deed for and on behalf of all group members.

3. Pursuant to s 33ZF of the Act, each of the Released Parties (as defined in the Deed) is released by the applicants and each of the group members from each Claim (as defined

in the Deed) made by or on behalf of the applicants or any group member in the proceeding.

4. All previous costs orders made in the proceeding be vacated.

5. Pursuant to r 2.43(1) of the *Federal Court Rules 2011* (Cth), all amounts paid into Court by or on behalf of the applicants as security for the respondent's costs of the proceeding, and any interest accrued on those amounts, be repaid to Maurice Blackburn Pty Ltd.

6. Pursuant to s 33ZF of the Act or otherwise, Maurice Blackburn Pty Ltd be appointed Administrator of the SDS, and to act in accordance with the SDS and be given the powers and immunities contemplated by the SDS *nunc pro tunc* from the date of the orders made on 12 February 2021.

7. Pursuant to ss 33V(2) and/or 33ZF of the Act, for the purposes of the SDS the amount of the 'Funder's Commission' be approved in the amount of $4.73 million.

8. Pursuant to ss 33V(2) and/or 33ZF of the Act, for the purposes of the SDS the amount of the 'Applicants' Reimbursement Payment' be approved in the amount of $20,000.

9. Pursuant to ss 33V(2) and/or 33ZF of the Act, for the purposes of the SDS the amount of the 'Administration Costs' be approved in an amount of up to $756,433 (without prejudice to the Administrator's right to seek from the Court approval of any additional 'Administration Costs' over and above that amount).

10. The proceeding be dismissed as and from the date of completion of the administration of the SDS (being the date on which the final distribution under the SDS is confirmed to the Court by the Administrator), and there be no order as to the costs of the proceeding (such that each party bear their own costs of the proceeding).

11. Maurice Blackburn have liberty to apply in relation to any matter arising under the SDS.

12. Pursuant to ss 33J(3) and/or 33ZF of the Act, each of the persons identified in Schedule 1 to the Deed shall be deemed to have validly opted out of the proceeding

notwithstanding their failure to lodge an opt out notice before the deadline specified in order 2 of the orders made on 22 October 2019, and to the extent necessary, that deadline be extended in relation to each of those persons to the respective dates on which they did lodge an opt out notice.

13. Pursuant to s 33ZF of the Act, each of the following persons shall be deemed to be a 'Registered Group Member' as defined in the SDS and shall be permitted, if otherwise entitled, to receive a distribution under the SDS:

    (a) Brett Dempsey;

    (b) John Watson (Unit Holdings Pty Ltd ATF 80 West Coast Superannuation Fund);

    (c) Kevin and Robyn Ledger (ATF The Ledger Superfund AC);

    (d) Michael Lynch;

    (e) Narasiman Velladuri;

    (f) Sumithra Adikari; and

    (g) Penny Feil.

14. Pursuant to s 33ZB of the Act, the persons affected and bound by these orders are the applicants, the respondent and all group members.

15. Pursuant to s 37AF(1)(b) of the Act, on the ground that the order is necessary to prevent prejudice to the proper administration of justice and until further order, the material contained in:

    (a) the confidential affidavit of Steven Mark Foale dated 10 May 2021;

    (b) the confidential affidavit of Steven Mark Foale dated 13 June 2022; and

    (c) the applicants' submissions in respect of costs referee's report dated 13 June 2022,

not be published or disclosed without the prior leave of the Court to any person or entity other than the applicants, the applicants' legal advisers and the Court.

Date that entry is stamped: 2 August 2022

Registrar