



PALADIN ENERGY LTD
(administrators appointed)

ACN 061 681 098

21 July 2017

ASX Market Announcements
Australian Securities Exchange
20 Bridge Street
SYDNEY NSW 2000

By Electronic Lodgement

NEW FINANCING FACILITY

Matthew Woods, Hayden White and Gayle Dickerson from KPMG, in their capacity as administrators of Paladin Energy Limited (administrators appointed) (**Paladin**), Paladin Finance Pty Ltd (administrators appointed) (**Paladin Finance**) and Paladin Energy Minerals NL (administrators appointed) (**Paladin Energy**) entered into agreements with Deutsche Bank AG, London Branch (**Deutsche Bank**) to:

- fund working capital for the Langer Heinrich Mine;
- refinance the Nedbank Revolving Credit Facility; and
- meet the general corporate purposes of the Paladin group.

Under the agreements Deutsche Bank will acquire the existing Nedbank Revolving Credit Facility and increase the size of the facility from US\$20M to US\$60M (**Deutsche Bank Facility**). Under the terms of the Deutsche Bank Facility:

- Langer Heinrich Uranium (Pty) Limited (**Langer Heinrich**) may draw down up to US\$45M for its working capital (including the US\$20M already drawn); and
- Paladin Finance and Paladin Energy may draw down up to US\$15M.

Paladin Finance and Paladin Energy are jointly and severally liable for the entire facility and Langer Heinrich is only liable for the amounts it draws. The entire facility is guaranteed by Paladin, Paladin Finance and Paladin Energy. The term of the Deutsche Bank Facility is 12 months. Additional security has been given to that provided under the Nedbank Revolving Credit Facility.

On 13 July 2017, the Federal Court made orders that the administrators were justified to take steps to cause Paladin, Paladin Finance and Paladin Energy to enter into the Deutsche Bank Facility. The Federal Court also made orders to limit the personal liability of the administrators in respect of the Deutsche Bank Facility and certain ancillary matters. A copy of the orders are attached as Schedule 1 to this announcement.

Matthew Woods
for and on behalf of
PALADIN ENERGY LIMITED (ADMINISTRATORS APPOINTED)

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Federal Court of Australia

District Registry: Western Australia

Division: General

No: WAD328/2017

IN THE MATTER OF PALADIN ENERGY LTD (ADMINISTRATORS APPOINTED) ABN 47 061 681 098 and others named in the Schedule

MATTHEW DAVID WOODS, HAYDEN LEIGH WHITE AND GAYLE DICKERSON IN THEIR CAPACITIES AS JOINT AND SEVERAL ADMINISTRATORS OF PALADIN ENERGY LTD (ADMINISTRATORS APPOINTED) ABN 47 061 681 098 and others named in the schedule
Plaintiffs

ORDER

JUDGE: JUSTICE BARKER

DATE OF ORDER: 13 July 2017

WHERE MADE: Perth

THE COURT ORDERS THAT:

1. The Originating Process be made returnable *instanter*.
2. Pursuant to section 447D of the *Corporations Act 2001* (Cth) (**Act**), the Plaintiffs are justified in causing Paladin Energy Limited, Paladin Finance Pty Ltd (**Paladin Finance**) and Paladin Energy Minerals NL (the **Companies**) to enter into the following instruments (collectively the **Deutsche Bank Documents**):
 - (a) the facility with Deutsche Bank AG that is substantially in the form of the Amended and Restated Facility Agreement which is Annexure GD-3 to the affidavit of Gayle Dickerson sworn on 11 July 2017 (**Deutsche Bank Facility**);
 - (b) the Deed of Amendment and Restatement with Deutsche Bank AG that is substantially in the form of the Deed of Amendment and Restatement which is Annexure GD-4 to the affidavit of Gayle Dickerson sworn on 11 July 2017 (**Amendment Deed**); and
 - (c) the other "Finance Documents" (as that term is defined in clause 1 of the Deutsche Bank Facility) that are substantially in the form of the "Finance



Documents” which are identified and described in clause 1 of the Deutsche Bank Facility (**Deutsche Bank Finance Documents**).

3. Pursuant to section 447A of the Act:

- (a) the liabilities of the Plaintiffs in their capacities as joint and several administrators of the Companies pursuant to the terms of the Deutsche Bank Documents, will be limited in the manner provided for by the Deutsche Bank Documents;
- (b) the operation of section 443A(2) of the Act is modified, so far as it applies to the liability of the Plaintiffs in their capacities as joint and several administrators of the Companies pursuant to the Deutsche Bank Documents, so as to permit the liability of the Plaintiffs to be limited in the manner provided for by the Deutsche Bank Documents; and
- (c) the operation of section 443A(1) of the Act is modified, so far as it applies to the liability of the Plaintiffs in their capacities as joint and several administrators of the Companies pursuant to the Deutsche Bank Documents, that if the indemnity of the Plaintiffs under section 443D of the Act from the Companies is insufficient to meet any amount for which the Plaintiffs may be liable arising out of or in connection with the Deutsche Bank Documents, then the Plaintiffs will not be personally liable to repay any such amount to the extent of that insufficiency.

3A. Pursuant to section 447A of the Act:


- (a) the liabilities of the Plaintiffs in their capacities as joint and several administrators of the Companies pursuant to the terms of the guarantee and indemnity document which the Plaintiffs intend to cause Paladin Finance to enter into in favour of Nedbank Limited (**Nedbank Indemnity**), will be limited in the manner provided for by the Nedbank Indemnity;
- (b) the operation of section 443A(2) of the Act is modified, so far as it applies to the liability of the Plaintiffs in their capacities as joint and several administrators of the Companies pursuant to the Nedbank Indemnity, so as to permit the liability of the Plaintiffs to be limited in the manner provided for by the Nedbank Indemnity; and

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- (c) the operation of section 443A(1) of the Act is modified, so far as it applies to the liability of the Plaintiffs in their capacities as joint and several administrators of the Companies pursuant to the Nedbank Indemnity, that if the indemnity of the Plaintiffs under section 443D of the Act from the Companies is insufficient to meet any amount for which the Plaintiffs may be liable arising out of or in connection with the Nedbank Indemnity, then the Plaintiffs will not be personally liable to repay any such amount to the extent of that insufficiency.
4. Pursuant to section 588FM of the Act, in respect of any security interests granted by the Companies in favour of Deutsche Bank AG (or its nominee) in connection with the Deutsche Bank Documents, the registration time for the collateral is, for the purposes of section 588FL(2)(b)(iv) of the Act, fixed to be the time that is the end of 20 business days after the security agreement that gave rise to the security interest came into force.
 5. There be liberty to the creditors of the Companies to apply to the Court on 3 business days written notice to the Plaintiffs.
 - 5A. The Plaintiffs cause notice of these orders, within 2 business days after the making of these orders to be sent by email to all creditors of the Companies who have provided the Plaintiffs with an email address, and to all other creditors by mail.
 6. Pursuant to sections 37AF and 37AG(1)(a) of the *Federal Court of Australia Act 1976* (Cth) and subject to any further order made on the application of a person interested in the proceeding, the sections of the documents identified in the table which is annexed to these orders marked **Annexure A** be marked “confidential”, be placed in a sealed envelope on the Court file and are not to be published or accessed except pursuant to an order of the Court.
 7. The Plaintiffs’ costs of and incidental to this application be costs in the administration of each of the Companies, and be paid out of the assets of those companies.

Date that entry is stamped: 13 July 2017


Registrar

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Schedule

No: WAD328/2017

Federal Court of Australia
District Registry: Western Australia
Division: General

Second Plaintiff PALADIN FINANCE PTY LTD (ADMINISTRATORS
APPOINTED) ABN 83 117 234 278

Third Plaintiff PALADIN ENERGY MINERALS NL (ADMINISTRATORS
APPOINTED) ABN 81 073 700 393

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ANNEXURE A

Documents the subject of confidentiality order	Sections of documents subject to confidentiality order
Affidavit of Gayle Dickerson sworn 11 July 2017	Paragraphs 11, 12, 17, 18, 24, 25, 27, 28, 29, 30, 31, 33, 34, 35, 36, 37, 40, 41, 42, 43, 44, 48, 49, 51, 52, 54, 55, 62, 63, 64, 68, 69, 71, 74, 75 and 76 Annexures GD-3, GD-4 and GD-5
First affidavit of Alexei Gorovtsov sworn 11 July 2017	Annexure AG-7
Second affidavit of Alexei Gorovtsov sworn 11 July 2017	Paragraph 5 Annexure AG-8
Affidavit of Matthew David Woods sworn 13 July 2017	Paragraphs 8, 10, 11, 12, 13, 15, 19, 20 and 21, and annexures MDW-1, MDW-2, MDW-3, MDW-4, MDW-5 and MDW-6
Plaintiffs' Outline of Submissions for the hearing on 12 July 2017	Paragraphs 1.2, 2.4, 2.5, 2.6, 2.8, 3.4, 4.1, 4.6 and 5.4

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