



## Maddocks

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### Email Letter

**From**  
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**Partner**  
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**Date**  
27/04/2015

**Email**  
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**To**  
Joe Ciccarone  
Chief Executive Officer

**Organisation**  
Regional Kitchen Pty Ltd  
trading as Community Chef

**Email**  
JCiccarone@communitychef.com.au

Our Ref KPP:AYW: 5440375

Dear Joe

#### **Regional Kitchen Pty Ltd ACN 130 471 206 (Regional Kitchen)**

We refer to our recent discussion with you regarding the separate legal entity status of Regional Kitchen and the potential liability of its shareholders. We confirm as follows.

1. Regional Kitchen is a proprietary company registered under the *Corporations Act 2001 (Cth) (Corporations Act)* with the Australian Securities & Investments Commission.
2. Under the Corporations Act, Regional Kitchen has a separate legal entity status that is distinct from that of its shareholders, managers, operators, employees. This means that Regional Kitchen has its own property, its own rights and its own obligations distinct from its shareholders. Such rights and obligations can include (unless the company's constitution prohibits such actions):
  - the right to own and dispose of property and other assets;
  - the ability to enter into contracts and borrow money; and
  - the ability to sue and be sued.
3. Shareholders of companies such as Regional Kitchen are not liable (in their capacity as shareholders) for the company's debts. As shareholders, their only obligation is to pay the company any amount unpaid on partly paid shares if the company calls upon them to do so. However, this is unlikely to be an issue with Regional Kitchen, as clause 5.4 of Regional Kitchen's constitution currently prohibits it from issuing partly paid shares.
4. If a company such as Regional Kitchen becomes insolvent, unless a shareholder has given some form of loan to, or guarantee in relation to, the company, the company's separate legal entity status usually means that shareholders should only lose the amount of their capital contributions to the company, generally being the amount the shareholder paid for its shares in the company.

Please do not hesitate to contact Andrew Whiteside if you wish to discuss this letter further.

Yours faithfully  
Maddocks



Transmission authorised by:  
Kevin Phelan  
Partner