

NOTICE TO MEMBERS REGARDING PROPOSED AMALGAMATION WITH THE ST. GEORGE MASONIC CLUB LTD ACN 000 680 651

Pursuant to Section 17AE of the *Registered Clubs Act* and clause 4(5) of the *Registered Clubs Regulation 2015*, the members of St. George Leagues Club Ltd ACN 000 151 020 ("**St George Leagues Club**") are hereby notified that:

1. St George Leagues Club called for expressions of interest in amalgamation from other Clubs on 6 February 2024.
2. The St. George Masonic Club Ltd ACN 000 680 651 ("**St George Masonic Club**") responded to St George Leagues Club's call for expressions of interest in amalgamation on 6 February 2024 expressing interest in amalgamating with St. George Leagues Club.
3. St George Leagues Club has advised St George Masonic Club that it has decided to enter into an amalgamation with St George Masonic Club subject to execution of a Memorandum of Understanding and member approval.
4. St George Leagues Club will be the continuing club in the amalgamation and St George Masonic Club will be the dissolving club in the amalgamation. St George Leagues Club and St George Masonic Club will shortly enter a Memorandum of Understanding containing the terms of the proposed amalgamation.
5. A copy of the Memorandum of Understanding once entered will be made available to members of St George Leagues Club for inspection on the Club's premises at reception and on St George Leagues Club's website at least twenty-one (21) days before the General Meeting at which members will vote on the proposed amalgamation.
6. After the Memorandum of Understanding is executed, St George Leagues Club and St George Masonic Club will convene separate general meetings for members of each club to vote on the proposed amalgamation. A Notice of General Meeting will be sent to members of St George Leagues Club at least twenty (21) days before the General Meeting.
7. If the proposed amalgamation can be completed after various requirements have been met, then in substance all land, assets, liabilities and the club licence of St George Masonic Club, as set out in the Memorandum of Understanding, will pass to St George Leagues Club subject to the terms and conditions on the Memorandum of Understanding.
8. During the twelve (12) month period immediately preceding the date of this notice, St George Leagues Club can advise that in addition to the expression of interest in amalgamation received from St George Masonic Club that it also received three (3) other expressions of interest in amalgamation from Tuross Head Country Club Limited, Kotara Bowling and Recreation Club Co-Operative Limited and Wingham District Memorial Services Club Ltd, which it is not pursuing. St George Leagues Club also recently undertook an amalgamation with Arncliffe Scots & Social Club Ltd which completed on 21 December 2023. St George Leagues Club has not received any other expressions of interest in amalgamation or unsolicited merger offers.
9. Any questions in relation to this notice should be directed to Craig Epton, CEO of St George Leagues Club.

Dated: 8 May 2024

By direction of the Board



Craig Epton

CEO