

Berowra & District Financial Services Limited Shareholder Notice

28 May 2025

The Board of Berowra & District Financial Services Limited (A.C.N. 116 755 938) (**Berowra & District**) has entered into a binding conditional Business Sale Agreement dated 27 May 2025 (the **BSA**) with East Gosford & Districts Financial Services Ltd. (A.C.N. 092 538 620) (**East Gosford & Districts**) for the sale and purchase of Berowra & District's business and business assets (the **Proposed Transaction**), including the re-allocation of the revenue right derived from Berowra & District's franchise agreement with Bendigo and Adelaide Bank Limited (ABN 11 068 049 178) (**Bendigo**). The consideration payable by East Gosford & Districts to Berowra & District for the Proposed Transaction is \$480,000.

Completion of the Proposed Transaction is subject to the satisfaction of a number of conditions by 21 July 2025, including:

- (a) Berowra & District's shareholders approving the Proposed Transaction; and
- (b) Bendigo confirming in writing that:
 - i. it consents to the Proposed Transaction (as required under Berowra & District's franchise agreement); and
 - ii. provided Berowra & District complies with its franchise agreement, Bendigo will not terminate that franchise agreement prior to completion of the Proposed Transaction;
- (c) East Gosford & Districts entering into a new franchise agreement with Bendigo, which will add the Berowra & District branch as an additional site thereby enabling the re-allocation of the revenue right from Berowra & District to East Gosford & Districts.

Berowra & District intends to hold a general shareholders' meeting in the first week of July 2025. Notice of that meeting and an explanatory memorandum providing details of the resolutions to be considered will be circulated shortly.

If each of the conditions are satisfied or waived, it is expected that completion of the Proposed Transaction will occur on 31 July 2025.

On completion:

1. Berowra & District's assets used to operate the Community Bank Berowra & District branch will be transferred to East Gosford & Districts and the revenue right, together with computer hardware and software that BEN has provided for Berowra & District's use in operating the Community Bank Berowra & District branch, will be re-allocated by Bendigo to East Gosford & Districts; and
2. Berowra & District will assign, and East Gosford & Districts will accept the assignment of, its interest in the lease of the premises at Shop 9 of Berowra Village Shopping Centre, 1C Turner Road, Berowra Heights NSW 2082 (the **Current Premises**); and

Shop 9, 1C Turner road,
Berowra Heights NSW 2082
p: 02 4323 4559, e: berowra@bendigoadelaide.com.au

3. East Gosford & Districts will continue to operate the Community Bank Berowra & District branch from the Current Premises.

It is East Gosford & Districts' intention that it will retain all the existing staff members operating from the Community Bank Berowra & District branch.

The BSA requires East Gosford & Districts to use its best endeavours to maintain and develop relationships with community organisations in the Berowra & District community.

Following completion of the Proposed Transaction, Berowra & District intends to repay any debts before distributing the remaining capital to the shareholders by way of an equal capital reduction and cancellation of shares (or such other method of distribution as Berowra & District determines). Berowra & District will then be deregistered.

For further information, please contact:

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