

## Public Disclosure Memorandum

This Public Disclosure Memorandum (**Memorandum**) is to advise that Tongala & District Financial Services Limited (ABN 22 094 331 665) (the **Company**) has received a formal offer from Rushworth & District Financial Services Limited (ABN 97 101 461 125) (**RDFS**) to buy the business and business assets of the Company (the **Proposed Transaction**). The Company and RDFS have subsequently entered into a Business Sale Agreement (**BSA**) dated 15 October 2025 to give effect to the Proposed Transaction.

Completion of the Proposed Transaction is subject to satisfaction of a number of conditions, including:

- a) the approval by the Company shareholders of the transaction contemplated by the BSA; and
- b). Bendigo and Adelaide Bank Limited (ABN 11 068 049 178) (**Bendigo**) having provided its written consent, pursuant to the terms of the franchise agreement between the Company and Bendigo dated 11 December 2020 to the entering into of the BSA by the Company and RDFS.

The BSA contemplates that:

- a) the Proposed Transaction will be on a going concern basis, with the intention being that:
  - RDFS will continue to provide banking services through the Community Bank Tongala branch; and
  - RDFS will also retain the existing staff operating at the Community Bank Tongala branch; and
- b). RDFS will acquire the following business assets with effect on and from Completion:
  - the plant and equipment;
  - the business records;
  - the telephone and facsimile numbers used in the business; and
  - any other assets used in the business and owned by the Company excluding the 'excluded assets' which include cash and investments held by the Company.

As noted above, completion of the Proposed Transaction remains subject to shareholder approval, with a Company Annual General Meeting scheduled for 26 November 2025 (**Meeting**), notice of which will be circulated to shareholders as soon as practicable.

The Notice of Meeting will include:

- an Explanatory Memorandum providing details about the resolutions to be considered at the Meeting; and
- a Proxy Form for those Members who wish to appoint a proxy to attend the Meeting on their behalf.

The Directors recommend that all shareholders read the material carefully such that they are able to vote on each of the resolutions to be put before the Meeting.

Paige Wade

**Chair**

Tongala & District Financial Services Limited