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## NOTICE TO MEMBERS REGARDING PROPOSED AMALGAMATION AND EXPRESSIONS OF INTEREST AND UNSOLICITED MERGER OFFERS

Pursuant to Section 17AE of the *Registered Clubs Act* and Clause 4(5) of the *Registered Clubs Regulation*, the members of Wellington Golf Club Limited (ACN 001 044 819) (**the Golf Club**) are hereby notified that:

1. On 19 September 2023, the Wellington Soldiers Memorial Club Limited (ACN 000 977 891) (**Soldiers Club**) called for expressions of interest in amalgamation from clubs within a radius of fifty (50) kilometers of the Soldiers Club on the basis that the Soldiers Club would be the surviving club in the amalgamation (**EOI**).
2. In late 2023 the Golf Club lodged an expression of interest in amalgamation with the Soldiers Club in response to the EOI.
3. Since late 2023, the Golf Club and the Soldiers Club have been in discussions regarding a possible amalgamation.
4. Following negotiations since that time, the Boards of both clubs have now agreed to commercial terms and to proceed with an amalgamation and have incorporated the terms in a Memorandum of Understanding in accordance with the law and industry practice (**MOU**).
5. The Soldiers Club will be the continuing club in the amalgamation and the Golf Club will be the dissolving club in the amalgamation.
6. A copy of the MOU will be available to members on the Club's noticeboard and available at reception.
7. Each Club has to convene separate general meetings for members to vote on the proposed amalgamation.
8. A Notice of General Meeting will be sent to members so that it is received at least twenty (21) clear days before the General Meeting. A copy of the Notice of General Meeting will also be displayed on the Club's noticeboard.
9. The Golf Club has not received any other expressions of interest in amalgamation, or any merger offers from any registered clubs during the twelve (12) month period immediately preceding the date of this Notice.

**Dated: 10 May 2024**

**By direction of the Board**

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Fletcher Ivey  
Secretary / Treasurer