

Tasman Community Financial Services Limited

1628 Main Road Nubeena Tas.7184

ACN 159 606 881

Public Disclosure Memorandum

This Public Disclosure Memorandum (**Memorandum**) is to advise that Tasman Community Financial Services Limited (ACN 159 606 881) (the **Company**) has received a formal offer from South East Community Enterprises Limited (ACN 147 950 178) (**SECE**) to buy the business and business assets of the Company (the **Proposed Transaction**). The Company and SECE have subsequently entered into a Business Sale Agreement (**BSA**) dated 30 January 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 transactions 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 1 August 2014 to the entering into of the BSA by the Company and SECE (the **Consent**). As at the date of this Memorandum, a copy of the executed BSA has been provided to Bendigo for its Consent, and Bendigo is currently formalising its decision on providing the Consent.

The BSA contemplates that:

- a) the Proposed Transaction will be on a going concern basis, with the intention being that:
 - SECE will continue to provide banking services through the Community Bank Nubeena & Tasman branch; and
 - SECE will also retain the existing staff operating at the Community Bank Nubeena & Tasman branch; and
- b) SECE will acquire the following business assets with effect on and from Completion:
 - the benefit of the revenue right;
 - the benefit of the premises lease;
 - 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.

It is the intention of SECE to retain the existing staff operating from the Community Bank Nubeena & Tasman branch.

Following completion of the Proposed Transaction, it is intended that the Company will repay any debts owing before undertaking a valuation of the Company's shares based on the remaining assets (expected to comprise cash, investments and the sale price paid to the Company). The Company intends to distribute the remaining capital to the shareholders by way of an equal capital reduction and cancellation of shares (or such other method of distribution as may be determined by the Company), with the Company to then be deregistered.

As noted above, completion of the Proposed Transaction remains subject to shareholder approval, with a Company general meeting scheduled for 28 February 2025 (**Meeting**), notice of which will be circulated to shareholders as soon as practicable.

The Notice of Meeting (**Notice**) will include:

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- an Explanatory Memorandum providing details about the resolutions to be considered at the Meeting and a copy of an Independent Expert's Report on the Proposed Transaction; 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.

Roderick E Scurrah

CHAIR