MANLY-WARRINGAH MASTER BUILDERS' CLUB LIMITED

ACN 001 013 074

NOTICE OF ANNUAL GENERAL MEETING AND RESOLUTIONS

NOTICE is hereby given of the 67th Annual General Meeting of **MANLY-WARRINGAH MASTER BUILDERS' CLUB LIMITED** to be held on **Wednesday 26th November 2025** commencing at **7:00pm** at the Club's premises, 18-20 Fisher Road, Dee Why, New South Wales.

BUSINESS

1. Apologies
2. To confirm the minutes of the previous Annual General Meeting.
3. To receive and consider the Directors' Report, Financial Report, Auditor's Report and President's Report. These reports are available on the Club's website www.thebuildersclub.com.au and are also available from the Club on request.
4. To consider and if thought fit, pass the four (4) Ordinary Resolutions set out below.
5. To declare the results of the election of the Board and if required, to conduct any further election of Directors.
6. To deal with any other business of which notice has been given.
7. General business.

QUESTIONS AT ANNUAL GENERAL MEETING

1. Members who wish to ask questions at the Annual General Meeting are requested to submit their questions in writing to the Manager by 5:00pm on Wednesday 12th November 2025.
2. It is requested that all questions are submitted in this manner as this will provide sufficient time for any research to be undertaken and questions answered. If questions are not submitted in this manner, the Club may not be in a position to provide responses to questions.

ELECTION OF BOARD OF DIRECTORS

1. Nomination forms will be available at the Club's reception from 12:00 noon on 5th November 2025 until 12:00 noon on 18th November 2025.
2. To be valid, a nomination form must be lodged with the Manager before 14:00 on 19th November 2025.
3. If more than the required number of persons nominate for any position on the Board, a ballot will be conducted in respect of those positions.
4. If a ballot is conducted, members will be able to vote at the Club from Thursday 20th November 2025 to Tuesday 25th November 2025 between the hours 12:00 noon and 3:00pm.
5. The result of the election of the Board will be declared at the Annual General Meeting.

PROCEDURAL MATTERS FOR RESOLUTIONS AT ANNUAL GENERAL MEETING

1. **Ordinary Resolutions** – To be passed, an Ordinary Resolution must receive votes from not less than a simple majority (50%+1) of those members who, being eligible to do so, vote in person on the resolution at the meeting.
2. **Voting on First, Second and Third Ordinary Resolutions** – Only Life members, financial Builder members and financial Trade members shall be eligible to vote on the First, Second and Third Ordinary Resolutions at the meeting.
3. **Voting on Fourth Ordinary Resolution –** In accordance with the Registered Clubs Act and notwithstanding anything contained in the Club's Constitution, all financial members of the Club shall be eligible to vote on the Fourth Ordinary Resolution at the meeting
4. Under the Registered Clubs Act, members who are employees of the Club are not entitled to vote and proxy voting is prohibited.

FIRST ORDINARY RESOLUTION

[The First Ordinary Resolution is to be read in conjunction with the notes to members set out below.]

That members hereby:

(a) approve expenditure by the Club until the next Annual General Meeting of the Club for the following:
    (i) The provision of reasonable meals and refreshments to Directors whilst attending official board meetings and functions of the Club, including but not limited to the Annual Directors Dinner and the costs associated with the attendance of the partners and spouses of Directors and guests where that attendance is expected or required.
    (ii) The provision of blazers to Directors so that whilst on duty and on official occasions they can represent the corporate image of the Club.
    (iii) The reasonable costs of Directors attending ClubsNSW meetings and educational industry meetings including the reasonable costs of meals, travel and accommodation.
    (iv) The reasonable costs of Directors attending formal functions to represent the Club, including but not limited to functions and dinners conducted by ClubsNSW in conjunction with its Annual General Meetings and the costs associated with the attendance of Directors Partners where that attendance is expected or required.
    (v) The reasonable costs of Directors conducting fact finding and information tours.
    (vi) The reasonable costs of Directors attendance at gaming conferences, seminars, trade shows and other educational business related activities on behalf of the Club.
(b) acknowledge that the benefits in paragraph (a) are not available for members generally but are only for those who are Directors of the Club.

Notes to Members on First Ordinary Resolution

1. The First Ordinary Resolution is to have the members at the general meeting approve expenditure by the Club for directors to attend seminars, lectures, trade displays and other similar events to be kept abreast of current trends and developments which may have a significant bearing on the Club and for other out of pocket expenses.

SECOND ORDINARY RESOLUTION

[The Second Ordinary Resolution is to be read in conjunction with the notes to members set out below.]

That members hereby approve:

(a) The payment of the following honorariums to the President, Vice President, Treasurer and Ordinary Directors of the Club for their services as Directors until the Annual General Meeting in 2026.
    (i) President - $5,000.00
    (ii) Vice President - $3,000.00
    (iii) Treasurer - $3,000.00
    (iv) Ordinary Directors - $1,500.00 each.
(b) Such honorariums are to be paid by, monthly or such other instalments as the Club and the Directors may agree from time to time.
(c) If a Director only holds office for part of the term, the honorarium shall be paid on a pro-rata basis.

Notes to Members on Second Ordinary Resolution

1. The Second Ordinary Resolution proposes for members to approve honorariums for the President, Vice President, Treasurer (see note 3 below) and Ordinary Directors of the Club for duties to be performed by the Directors until the next Annual General Meeting.
2. The honorarium will be paid on a pro-rata basis which means that if a Director only holds office for part of the year, the Director will only receive part of the honorarium.
3. For the avoidance of doubt, the Club's Board does not include an elected Treasurer. However, the Board, from time to time, may appoint an Ordinary Director to the position of Treasurer. The Board believes that the Ordinary

Director who is appointed as Treasurer should receive an increased honorarium due to the additional duties that they will be required to undertake on the Board.

THIRD ORDINARY RESOLUTION

[The Third Ordinary Resolution is to be read in conjunction with the notes to members set out below.]

That members hereby appoint Mr Malcolm Nuss as the Patron of the Club until the next Annual General Meeting of the Club.

Notes to Members on Third Ordinary Resolution

1. The Third Ordinary Resolution proposes to appoint Mr Malcolm Nuss as the Patron of the Club until the next Annual General Meeting of the Club.

FOURTH ORDINARY RESOLUTION

[The Fourth Ordinary Resolution is to be read in conjunction with the notes to members set out below.]

That, for the purposes of Section 41E of the *Registered Clubs Act* (**RCA**), the members hereby declare all the Club's land (being the land in Lot 10 in Deposited Plan 1129650, Lot 36 in Deposited Plan 7413 and Lot 1 in Deposited Plan 536918 and the site of the Club's premises and car park) **(Club's Land**) to be non-core property of the Club.

Notes to members on Fourth Ordinary Resolution

Background Information

1. The Club's Land constitutes the core asset of the Club, and it is the most valuable asset of the Club.
2. The market value of the Club's Land to prospective purchasers is very significant, due to its redevelopment potential in the heart of Dee Why.
3. For the above reasons, the Club had previously sought to redevelop the Club's Land with a consortium of developers (**Initial Redevelopment**). However, the Initial Redevelopment did not proceed.
4. As the Initial Redevelopment did not proceed, the Club has now conducted an off market expression of interest process (**EOI Process**) for the sale of the Club's Land via an external real estate agent.
5. The EOI Process sought to maximise the sale price of the Club's Land whilst minimising the possible risks for the Club associated with the sale and redevelopment of the land. Additionally, the Club did not wish to assume the costs and risks associated with being a joint development partner.
6. The EOI Process was successful, and the Club has entered into a contract for the sale of the Club's Land to a corporate entity of Urban Property Group (**UPG**) for a purchase price of $26.5 million which comprises a combination of cash payments at completion and stock (retail space and/or apartments) on completion of the development of the redeveloped land. The contract for sale is conditional upon members approving the Fourth Ordinary Resolution.
7. In addition to this, and as consideration for the partially delayed receipt of the Purchase Price, there is to be a payment equating to 5% annually on the $11,000,000 stock consideration which accrues until the stock is delivered to the Club.
8. Further information about the transaction is set out below.

Why is the Fourth Ordinary Resolution being proposed?

9. The RCA provides that:
   (a) all land owned by clubs is classified as either core or non-core property; and
   (b) members can pass ordinary resolutions to re-classify core property to non-core property and vice versa.
10. The Club's Land is currently classified as core property of the Club (see notes 16 and 17 below).
11. The transfer of the Club's Land as part of this transaction constitutes a disposal of land for the purposes of section 41E of the RCA.

12. The procedure which must be followed for the sale and transfer of the Club's Land will depend on whether the Club's Land is classified as core property or non-core property at the settlement date for the sale of the land.

13. If the Club's Land remains classified as core property at the settlement date, the Club cannot transfer (dispose) of it unless:

    (a) a registered valuer has valued it; and

    (b) the sale has been approved by members at a general meeting; and

    (c) the sale occurs by way of open tender or public auction.

14. However, if the Club's Land is classified as non-core property at the settlement date, the Club can transfer (dispose) of it without having complying with the requirements set out in paragraph 13.

15. **Accordingly, the Fourth Ordinary Resolution proposes for members to declare the Club's Land as non-core property so that the Club can sell and transfer the Club's Land without having to comply with the requirements set out in paragraph 13 above.**

16. For the avoidance of doubt, members passed an ordinary resolution in 2024 declaring the Club's Land to be non core property of the Club <u>for the purposes of the Initial Redevelopment only</u>.

17. As the Initial Redevelopment did not proceed, the classification of the Club's Land has reverted to core property and consequently, the Fourth Ordinary Resolution must be voted on and approved by members in order for the Club to proceed with this transaction.

<u>Terms of the transaction</u>

18. Set out below are the primary terms of the transaction:

Parties	The Club is the vendor (seller) and Redman Dee Why Pty Ltd and Mave Fisher Pty Ltd as Trustee for Mave Fisher Trust are the purchaser (together **the Purchaser**). The Purchaser are the corporate entities being used by UPG for this transaction. An asset holding company within the UPG group of companies (being Auspat International Pty Ltd) will guarantee the obligations of the Purchaser (**the Guarantor**). The Board has undertaken a due diligence review of the Guarantor, and it is satisfied that: • the Guarantor has the necessary capacity and resources to properly guarantee the obligations of the Purchaser; and • the guarantee from the Guarantor is of value to the Club and it also provides significant protections to the Club in the case of non-compliance by the Purchaser of its obligations under the Contract.
Properties to be sold	The Club's Land comprises: • 16-20 Fisher Road, Dee Why (being the land in Lot 10 in DP 1129650); and • 5 Redman Road, Dee Why (being the land in Lot 36 in DP 7413); • 13 Redman Road, Dee Why (being the land in Lot 1 in DP 536918). The Club is the sole owner of the Club's Land. As part of the transaction, the Club will sell and transfer ownership of the Club's Land to the Purchaser on the settlement date (which will be in mid December 2027). For the avoidance of doubt, the licensed premises and car park are located on the Club's Land which will be sold and transferred to the Purchaser.
Development	The Purchaser is purchasing the Club's Land for the purposes of developing the Club's Land. The Purchaser is responsible for all costs associated with the development.

	The development will involve the construction of residential apartments (including premium and penthouse apartments and affordable housing apartments) on top of mixed use retail spaces, ground floor apartments and onsite carparking.
Transaction Documents	The Club, the Purchaser and the Guarantor have entered into a contract for sale of land. The contract for sale is a legally binding agreement which sets out the terms of the proposed transaction, including the rights and obligations of the parties.
Condition Precedent	The sale and transfer of the Club's Land is subject to members passing the Fourth Ordinary Resolution. If the Fourth Ordinary Resolution is passed, the Club will proceed with the transaction. However, if the Fourth Ordinary Resolution is not passed, the contract for sale will be terminated and the Club will not proceed with the transaction.
Purchase Price	The Purchaser will pay a Purchase Price of $26,500,000 which comprises: • Deposit (being 5% of the total Purchase Price) - $1,325,000 in cash. • Settlement Payment - $14,175,000 in cash. • Stock Value Amount - $11,000,000 in stock (being a combination of apartments and/or retail space). The Purchaser will make additional payments (in addition to the Purchase Price) as set out below.
Deposit	The Purchaser has paid the Deposit of $1,325,000 into the trust account of the Club's solicitors. If the Fourth Ordinary Resolution is passed, the Deposit will be released unconditionally to the Club.
Settlement	The settlement date will be twenty four (24) months after the date of the contract for sale (mid December 2027). On the settlement date: • the ownership of the Club's Land will be transferred from the Club to the Purchaser; and • the Club will cease trading from the Club's premises.
Additional Payments	During the period between the date of the contract for sale to the date of delivery of the Stock to the Club, the Club will receive additional payments of $550,000 per annum from the Purchaser (**Additional Payments**). The Additional Payments are made in exchange for the Club agreeing to the delayed payment of part of the Purchase Price and it is based on 5% of the stock consideration amount (namely $11,000,000). For example, if the Purchaser took three (3) years from the date of the contract for sale to deliver the stock to the Club, the Additional Payments would equal $1,650,000 (being $550,000 per year for each of the three (3) years). The Additional Payments will be paid on a pro rata basis for any period of less than twelve (12) months (for example, the Club would receive $275,000 for a 6 month period). The Club must use the first $1,650,000 of any Additional Payments to purchase completed stock in the Purchaser's development of Club's Land and the Club will retain any additional amounts as cash.

	For example, if the stock is delivered to the Club on the fourth anniversary date of the contract for sale, the Club will receive a total of $2,200,000 in Additional Payments - $1,650,000 of which must be used for stock purchases and the remaining $550,000 will be retained in cash by the Club.
Stock	The Club will purchase stock from the Purchaser using the Stock Value Amount and Additional Payments. The Club can purchase stock in accordance with Option 1 and Option 2 below. *Option 1* The Club can elect to purchase: • retail space with a view to the Club owning retail lots with a space of approximately four hundred (400) square metres (plus associated carparking entitlements); and • affordable housing residential apartments (plus associated carparking entitlements). *Option 2* The Club can elect to purchase: • at least nine million dollars ($9,000,000) of affordable housing residential apartments (plus associated carparking entitlements); and • market apartments (excluding penthouse and premium apartments). The Club will purchase the stock at market rates, and it will need to pay stamp duty on the purchase of the stock.
Project timeline	The parties have agreed on the following indicative timeline for the transaction: • Within 12 months of the Fourth Ordinary Resolution being passed (which is scheduled to be approximately late November 2026) – the lodgement of the development application for the development. • Within 12 months of the date of lodgement of the development application (which is scheduled to be approximately late November 2027) – the approval of the development application. • Within 6 months of receiving the development approval (which is scheduled to be approximately late May 2028) - the commencement of construction for the development. • Within 24 months of the commencement of construction (which is scheduled to be approximately late May 2030) – the completion of the development. This timeline is subject to change.
Security	The financier who is funding the Purchaser's development of the Club's Land can register a first ranking mortgage against the Club's Land. The Club can register a second ranking mortgage against the Club's Land (subject to agreement with the project financier). The Club may also become party to a tripartite (three way) agreement with UPG and the project financier to secure the completion of the stock (and whole development) should UPG default.

Future of the Club

19. If the Fourth Ordinary Resolution is passed, the Club will continue to trade from the Club's premises until the settlement date for the sale of the Club's Land.

20. However, as and from the settlement date, the Club must cease trading from the Club's premises.

21. Although the Club will cease to trade from the Club's premises as and from the settlement date, the Club will continue to operate as a company and a registered club (for example, the Club must continue to hold Annual General Meetings and conduct board elections).

22. Whether or not the Club operates a registered club facility in the future (from the redeveloped site or alternate premises) will be a decision for the relevant future Board to make.

23. The Board may decide that the Club will purchase retail space under the contract for sale and use it for a brand new registered club facility.

24. However, the Board may decide that the Club will not purchase the retail space and/or it may not choose to operate a registered club facility using the retail space.

25. If this occurs, the Club will have significant cash reserves (and investments) and it will need to consider its options, including without limitation:

    (a) obtaining a new club licence to trade from alternate premises; and

    (b) amalgamating with another registered club as the "parent club" so that it can trade from the premises of the "child club";

    (c) amalgamating with another registered club as the "child club" with the "amalgamated club" trading from the premises of the "parent club" only – this would involve the Club transferring its assets such as cash, stock and gaming machine entitlements to the parent club;

    (d) ceasing to be a registered club and instead, becoming a foundation which provides financial assistance and/or donations to the building industry, local community and local community groups;

    (e) ceasing to be a registered club and company and after winding up, transferring its surplus assets to likeminded not for profit institution or institutions which have been approved by members.

Dated: 3 November 2025

By Direction of the Board

Samantha Skinner

Samantha Skinner
Manager