KIRRIBILLI EX-SERVICE CLUB LIMITED (IN LIQUIDATION)
ACN 000 057 250

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of Kirribilli Ex-Service Club Limited (In Liquidation) (ACN 000 057 250) (**Club** or **Kirribilli**) will be held at Wesley Conference Centre, 220 Pitt Street, Sydney NSW 2000 on 18 November 2026 at 10:30AM.

The meeting is convened by Hugh Armenis in his capacity as liquidator of the Club (**Liquidator**).

Business

1. Opening.
2. Attendance and quorum.
3. Apologies.
4. Presentation to members regarding the proposed amalgamation of Kirribilli Ex-Service Club Limited (In Liquidation) (ACN 000 057 250) ("Kirribilli") and Macarthur FC Sport & Recreation Club Limited (trading as Oakdale Workers Club) (ACN 001 068 971) ("Macarthur FC").
5. Ordinary Resolution. Members to consider and, if thought fit, pass the Ordinary Resolution (set out below) approving in principle the amalgamation of Kirribilli and Macarthur FC.

Why this meeting is being held

The board of the Club appointed Hugh Armenis as Voluntary Administrator on 19 June 2024. The Club's creditors subsequently resolved that the Club be wound up and Mr Armenis was appointed Liquidator on appointed on 24 July 2024. The role of the Liquidator is to realise the assets of the Club for the benefit of the Club's creditors.

The principal remaining assets of the Club are its club licence and the forty (40) gaming machine entitlements held in respect of that licence. An amalgamation is the mechanism by which the value of those assets can be maximised. The proposed amalgamation with Macarthur FC is expected to realise a greater value for the Club's gaming machine entitlements than a sale or transfer of the entitlements alone. The proceeds will be applied by the Liquidator in the winding up of the Club in accordance with the Corporations Act 2001 (Cth).

The Ordinary Resolution cannot be passed unless members attend the meeting. Members are encouraged to attend and vote.

Ordinary Resolution

To consider, and if thought fit, to pass the following ordinary resolution:

"That the ordinary members of Kirribilli Ex-Service Club Limited (In Liquidation) (ACN 000 057 250) hereby:

*1. approve in principle the amalgamation of Kirribilli Ex-Service Club Limited (In Liquidation) (ACN 000 057 250) ("**Kirribilli**") with Macarthur FC Sport & Recreation Club Limited (trading as Oakdale Workers Club) (ACN 001 068 971) ("**Macarthur FC**"), in accordance with section 17AEB(d) of the Registered Clubs Act 1976 (NSW) and the Memorandum of Understanding between Kirribilli and Macarthur FC dated 27 August 2026 ("**MOU**"), such amalgamation to be effected by:*

(a) the continuation of Macarthur FC as the amalgamated club and the dissolution of Kirribilli;

(b) the transfer of the club licence of Kirribilli (being LIQC300227979) to Macarthur FC pursuant to the application referred to in paragraph 2 below; and

(c) the application of the proceeds of that transfer, and of the other assets of Kirribilli, in the winding up of Kirribilli in accordance with the Corporations Act 2001 (Cth); and

2. approve in principle the making of an application to the Independent Liquor & Gaming Authority under section 60 of the Liquor Act 2007 (NSW) for the transfer of the club licence of Kirribilli (being LIQC300227979) to Macarthur FC for the purposes of such amalgamation."

Explanatory Note regarding the Ordinary Resolution

General

1. At the General Meeting the ordinary members will be asked to consider the Ordinary Resolution in relation to: (a) the proposed amalgamation of Kirribilli and Macarthur FC; (b) the transfer of Kirribilli's club licence to Macarthur FC; and (c) the making of an application to the Independent Liquor & Gaming Authority ("**ILGA**") for approval of the transfer of that club licence.

2. Amalgamation between two (2) registered clubs, such as is proposed, is governed by the *Registered Clubs Act 1976* (NSW) ("**Registered Clubs Act**") and the *Registered Clubs Regulation 2025* (NSW) ("**Regulation**"). One (1) of the requirements of the Registered Clubs Act is that the two (2) amalgamating clubs enter into a legally binding Memorandum of Understanding covering the matters required by the Registered Clubs Act and the Regulation to be addressed and agreed between the clubs. The MOU can also deal with additional matters.

3. Kirribilli entered voluntary administration on 19 June 2024 and subsequently went into liquidation on 24 July 2024. Kirribilli has ceased trading, no longer occupies (and has no right to occupy) any club premises, has no current employees, no real property and no core property for the purposes of the Registered Clubs Act. The appointment of the Liquidator as voluntary administrator of Kirribilli was approved by ILGA for the purposes of section 41(1) of the Registered Clubs Act.

4. Before becoming committed to the proposed amalgamation, and in accordance with section 6 of the Regulation, Kirribilli called for expressions of interest in amalgamation from other registered clubs by way of ClubsNSW Circular No 24-135 published on 16 July 2024. With the assistance of a specialist gaming machine broker, the Liquidator engaged with multiple interested registered clubs in relation to a possible amalgamation or sale of the Club's assets. On 23 February 2026, Macarthur FC responded to the call for expressions of interest and expressed interest in amalgamating with Kirribilli. The Liquidator has considered the expressions of interest received.

5. On 26 May 2026, Kirribilli, the Liquidator and Macarthur FC entered into a binding Deed of Assignment ("**Deed**") governing the transfer of Kirribilli's interest in the club licence (including the gaming machine entitlements held with respect to such licence), the purchase price and related terms.

6. Kirribilli and Macarthur FC have entered into the MOU dated 27 August 2026, executed by Macarthur FC and by the Liquidator on behalf of Kirribilli. The MOU is the memorandum of understanding required by section 9 of the Regulation. If there is any inconsistency between the MOU and the Deed, the Deed prevails to the extent of the inconsistency. A signed copy of the MOU is displayed on Kirribilli's website at https://www.kirribilliclub.com.au and at Kirribilli's prior club premises, together with a QR code linking to the copy on the website. A copy is also available to ordinary members on request from the Liquidator by email at kirribilli@svp.com.au.

7. Members are encouraged to read carefully the terms of the MOU and, if they have any questions or are seeking clarification of any matter relating to the amalgamation or what is contained in the MOU, they should direct their enquiries to the Liquidator by email at kirribilli@svp.com.au.

8. The amalgamation between Kirribilli and Macarthur FC can only proceed if, amongst other things, the ordinary members of both Kirribilli and Macarthur FC approve the amalgamation in

principle at separate extraordinary general meetings. The members of Kirribilli give that approval by passing the Ordinary Resolution. Macarthur FC has held its extraordinary general meeting and its ordinary members have approved the proposed amalgamation in principle on 28 September 2026.

9. The principal features of the proposal as set out in the MOU are summarised as follows.

Corporate structure

10. The amalgamation will result in the dissolution of Kirribilli as a company and a registered club, and the continuation of Macarthur FC as the body corporate of the amalgamated club. The constitution of the amalgamated club will be the constitution of Macarthur FC, subject to the amendments necessary for the purposes of the amalgamation. The Board of Macarthur FC will be the governing body of the amalgamated club and the Chief Executive Officer of Macarthur FC will be the Chief Executive Officer of the amalgamated club.

Premises of the amalgamated club

11. Kirribilli has ceased trading and no longer occupies, or has any right to occupy, any club premises. The amalgamated club will not trade from any former premises of Kirribilli and, from completion, will operate solely from Macarthur FC's premises and any additional club premises later established as described in paragraph 18 below.

12. As Kirribilli's former premises are not continuing to trade, no autonomy can be preserved in the management of Kirribilli's premises and facilities after completion, and the circumstances in which, and the time after which, the amalgamated club would be permitted to cease trading on the premises of Kirribilli do not arise. From completion, the objects of Macarthur FC will be the objects of the amalgamated club and the objects of Kirribilli discontinue immediately upon completion, without any transition period.

Traditions, amenities and community support

13. Macarthur FC has not agreed to preserve or continue any particular tradition, amenity or community support arrangement of Kirribilli after completion, and accordingly no preservation period is specified in the MOU. The traditions, amenities and community support activities of Macarthur FC will continue unchanged following completion.

Core property, cash and investments and gaming machine entitlements of Kirribilli

14. **Core property.** Kirribilli does not own or occupy any real property and has no core property for the purposes of the Registered Clubs Act as at the date of the MOU, and will have no core property on completion of the transfer of the club licence. No core property of Kirribilli will be transferred to Macarthur FC. As no core property exists, no risks arise in relation to any specified intentions for core property, and no agreement has been made under section 17AI(1) of the Registered Clubs Act fixing a period during which major assets must not be disposed of.

15. **Cash and investments.** Any cash or investments of Kirribilli, including the proceeds of the sale and transfer of the club licence under the Deed, will be retained by Kirribilli (acting by the Liquidator) and applied in the winding up of Kirribilli in accordance with the *Corporations Act 2001* (Cth). They will not be transferred to Macarthur FC or to the amalgamated club.

16. **Gaming machine entitlements.** Kirribilli holds forty (40) gaming machine entitlements in respect of its club licence. The entitlements are not transferred separately from the club licence. They will remain on the club licence and will pass with it to Macarthur FC on completion of the transfer in accordance with the Deed. The amalgamated club intends to utilise those entitlements at its club premises, including at any additional club premises that may be established as described in paragraph 18 below, subject to all necessary regulatory approvals.

Liabilities and employees

17. Nothing in the MOU transfers to Macarthur FC, or obliges Macarthur FC to assume, any liability of Kirribilli, except as expressly provided in the Deed. Kirribilli has no current employees and no employees will transfer to Macarthur FC. The accrued leave and other entitlements of former employees of Kirribilli remain outstanding and are to be paid by Kirribilli (acting by the Liquidator) in the winding up, in accordance with the statutory order of priority under section

556 of the *Corporations Act 2001* (Cth), from the assets under the Liquidator's control (including the proceeds of the transfer of the club licence). Neither the MOU nor the proposed amalgamation will affect, diminish or postpone those entitlements or their priority in the winding up. Kirribilli will provide Macarthur FC with written confirmation that it has no current employees, together with a summary of the entitlements remaining to be paid.

Future direction of the amalgamated club

18. Macarthur FC will continue as the amalgamated club with its existing premises and operations and will utilise the club licence and the gaming machine entitlements. Subject to feasibility assessment, approval by the Board of Macarthur FC, any required member approvals and all necessary regulatory and planning approvals, Macarthur FC may establish an additional venue (including in the Camden area) at which some or all of the gaming machine entitlements may be utilised as part of the amalgamated club. No site has been acquired and no development has been committed as at the date of the MOU. Kirribilli's intention, acting by the Liquidator, is limited to completing the sale and transfer of the club licence in accordance with the Deed and to the orderly conduct and completion of its winding up.

Transfer of members

19. All members of Kirribilli will be able to apply for membership of Macarthur FC, and all members of Kirribilli who apply will be admitted, subject to the matters set out below. A member of Kirribilli will be admitted only if the member accepts an invitation to apply for membership of Macarthur FC and agrees in writing to be bound by the constitution of Macarthur FC. The admission process must include the applicant's name being displayed on Macarthur FC's noticeboard for not less than seven (7) days, and not less than fourteen (14) days elapsing before the applicant is elected by resolution of the Board of Macarthur FC. Admission takes effect from completion.

20. Macarthur FC will, before the amalgamation occurs, amend its constitution to establish the members of Kirribilli admitted to membership as a separate class of ordinary membership called “Kirribilli Members” for the purposes of section 17AC(2) of the Registered Clubs Act. Kirribilli Members will have the same rights as Social members under the constitution of Macarthur FC.

21. Any person who is a member of Kirribilli as at the date of the MOU will not be eligible to be elected to the Board of Macarthur FC for at least five (5) years after completion, other than a person who was a member of Macarthur FC before the date of the Deed. Any person who has been a director of Kirribilli at any time will not be eligible to be elected to the Board of Macarthur FC for at least five (5) years after completion.

22. Any person who, at completion, is a life member of Kirribilli will not become a life member of the amalgamated club, will continue to be recognised as a life member of Kirribilli only, and will be relieved of the payment of any annual subscription.

23. Any member of Kirribilli who, at completion, has been refused admission to or turned out of Macarthur FC's premises, or is suspended or expelled from membership of Macarthur FC, will not be entitled to apply for or be admitted to membership of Macarthur FC.

24. To the extent available to the Liquidator and permitted by law, Kirribilli will provide Macarthur FC with the register of members of Kirribilli (or relevant extracts) for the sole purpose of enabling Macarthur FC to issue invitations to membership, and Macarthur FC must use that information only for that purpose.

Amalgamation Application

25. If the ordinary members of both Kirribilli and Macarthur FC pass the ordinary resolutions to amalgamate, an application will then be lodged with ILGA to seek approval of the transfer of Kirribilli's club licence to Macarthur FC. Macarthur FC will use all reasonable endeavours to lodge that application within three (3) months after the date of the Deed.

26. The application will seek provisional approval of the transfer of the club licence under section 60(6) and (7) of the *Liquor Act 2007* (NSW), with final approval under section 60(8), and the transfer will take effect at completion in accordance with the Deed. A copy of the MOU will be lodged with the application, and the Liquidator will sign the application and any associated forms on behalf of Kirribilli if required to do so.

27. Following the transfer of the club licence, the members of Kirribilli will be invited by Macarthur FC to become members of Macarthur FC.

28. Kirribilli is already in liquidation. After completion, Kirribilli will proceed to be wound up by the Liquidator and, in due course, deregistered in accordance with the *Corporations Act 2001* (Cth). Deregistration is not a precondition to completion of the amalgamation or to the transfer of the club licence.

29. The steps contemplated by the MOU must proceed (if at all) consistently with the Liquidator's powers, duties and obligations, including compliance with section 477(2B) of the *Corporations Act 2001* (Cth) and any required approval of creditors and/or the Court. The Club's creditors passed the resolution required by section 477(2B) of the *Corporations Act 2001* (Cth) at a duly convened meeting of creditors held on 26 June 2026.

Requirement for the Ordinary Resolution

30. Under section 17AEB of the *Registered Clubs Act 1976* (NSW), without limiting section 60 of the *Liquor Act 2007* (NSW), ILGA cannot approve of the transfer of the licence of a dissolved club (Kirribilli) unless the Authority is satisfied that:

    (a) the parent club (Macarthur FC Sport & Recreation Club Limited (ACN 001 068 971)) will meet the requirements set out in section 10(1) of the *Registered Clubs Act 1976* (NSW);

    (b) the parent club will be financially viable;

    (c) the proposed amalgamation is in the interests of the members of each of the clubs that are amalgamating; and

    (d) the proposed amalgamation has been approved in principle at separate extraordinary general meetings of the ordinary members of each of the clubs proposing to amalgamate (being in each case an approval supported by a majority of the votes cast at the meeting).

31. The Ordinary Resolution proposed in this Notice of General Meeting is required for the purposes of section 17AEB(d) of the *Registered Clubs Act 1976* (NSW) and the amalgamation between Kirribilli and Macarthur FC cannot proceed until the ordinary members of both clubs have approved the amalgamations of their clubs at separate general meetings.

IMPORTANT NOTES

Eligibility to attend, speak and vote

32. Under section 17AEB(d) of the *Registered Clubs Act 1976* (NSW), the proposed amalgamation is to "be approved in principle at separate extraordinary general meetings of the ordinary members of each of the clubs proposing to amalgamate". The term "ordinary members" is defined in section 4 of that Act and essentially means all members in all classes of membership (excluding employees of Kirribilli), other than Honorary members, Temporary members and Provisional members.

33. Accordingly, all persons who are ordinary members of Kirribilli at the date of the meeting have the right to attend, speak and vote at the meeting. Those members are Service Life members, Life members, North Sydney ANZAC Life members, Service members, Club members, North Sydney ANZAC members and Social members. This is despite any Article in the Articles of Association of Kirribilli restricting voting rights for certain classes of membership, including Articles 12 and 12A.

34. Honorary members, Temporary members and Provisional members do not have the right to attend or to vote. Employees of Kirribilli are not eligible to vote. Former members do not have the right to attend or to vote.

35. Proxies are not permitted under the *Registered Clubs Act 1976* (NSW), nor under Article 58(b) of the Articles of Association of Kirribilli.

36. Notice of the meeting is being given to the Club's auditor, who is entitled to attend.

Voting

37. The motion is proposed as an ordinary resolution. An ordinary resolution must receive votes in favour from not less than 50% + one of eligible members who cast a valid vote in person at the meeting.

38. Under Article 58(a) of the Articles of Association of Kirribilli, voting is by a show of hands unless a poll is demanded, before or on the declaration of the result of the show of hands, by the Chairman or by not less than five (5) members entitled to vote at the meeting. No proxy voting is permitted.

Chair of the meeting

40. As Kirribilli is in liquidation, the Liquidator will chair the meeting.

Further information

42. Members should read the Explanatory Note to members set out above, which explains the general nature and effect of the Ordinary Resolution. Members should also read in full the MOU between Kirribilli and Macarthur FC.

43. Please direct any questions or concerns about the Ordinary Resolution in writing to The Liquidator, Hugh Armenis at kirribilli@svp.com.au, if possible, at least three (3) business days before the General Meeting.

By authority of the Liquidator

Hugh Armenis
Liquidator
Kirribilli Ex-Service Club Limited (In Liquidation)
Dated: 20 October 2026