

PARRAMATTA LEAGUES' CLUB LTD - ABN 52 000 218 655

### NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting (**EGM**) of Parramatta Leagues' Club Ltd ABN 52 000 218 655 (**Club** or **PLC**) will be held on Tuesday 24 February 2026 commencing at 6:30pm, at Jacks Cucina, Parramatta Leagues Club, 1 Eels Place, Parramatta NSW 2150.

At the conclusion of the EGM, there will be a short break to allow for persons to enter and exit the venue, after which the Club's Annual General Meeting (**AGM**) will commence in the same venue.

### BUSINESS

To consider and if thought fit, pass the Ordinary Resolution approving in principle the amalgamation of the Pitt Town & District Sports Club Ltd ABN 36 002 503 540 with Parramatta Leagues' Club Ltd ABN 52 000 218 655.

### ORDINARY RESOLUTION

That the ordinary members of Parramatta Leagues' Club Ltd hereby:

- (a) approve in principle the amalgamation of The Pitt Town & District Sports Club Ltd ABN 36 002 503 540 (**PTS**) with Parramatta Leagues' Club Ltd ABN 52 000 218 655 (**PLC**) with such an amalgamation to be effected by:
  - (i) the continuation of PLC (as the amalgamated club) and the dissolution of PTS;
  - (ii) the transfer of PTS' assets (including land, leases and licences held by PTS) to PLC; and
  - (iii) the transfer of the club licence of PTS to PLC;
- (b) approve in principle the making of an application to the Independent Liquor and Gaming Authority for the transfer of the club licence of PTS to PLC for the purposes of such an amalgamation.

### Explanatory notes regarding the Ordinary Resolution

#### General and how the amalgamation will be effected

- 1 This Extraordinary General Meeting (**EGM**) has been called to consider a resolution approving the proposed amalgamation of The Pitt Town & District Sports Club Ltd ABN 36 002 503 540 (**PTS**) with Parramatta Leagues' Club Ltd ABN 52 000 218 655 (**PLC**).
- 2 The amalgamation of two registered clubs must be effected pursuant to the provisions of Division 1A of Part 2 of the *Registered Clubs Act 1976* (NSW) (**RCA**).
- 3 Both PTS and PLC hold club licences under the *Liquor Act 2007* (NSW) (**Liquor Act**). Under section 17AB of the RCA, an amalgamation occurs when the club licence of one club is transferred to the other club, under section 60 of the Liquor Act.
- 4 The transfer of the club licence of PTS to PLC is subject to approval by the Independent Liquor and Gaming Authority (**Authority**). Under section 17AEB of the RCA, the Authority may not approve the transfer unless it is satisfied that the proposed amalgamation has been approved in principle at separate extraordinary general meetings of the ordinary members of both clubs proposing to amalgamate (being in each case an approval supported by a majority of the votes cast at the meeting).
- 5 This means that the Ordinary Resolution being considered at this EGM must be passed before the Authority will approve the transfer of the club licence of PTS to PLC and for the amalgamation to proceed (**Provisional Order**).
- 6 An extraordinary general meeting of the members of PTS was held on 5 November 2025, where PTS members voted unanimously IN FAVOUR of the amalgamation.
- 7 The amalgamation is completed when the assets (including any land, leases and licences held by PTS), and the club licence (subject to the Authority's approval) are transferred from PTS to PLC (**Amalgamation Completion**). If PLC members pass the Ordinary Resolutions at the EGM, an application will be made to the Authority for its approval and for transfer of PTS' assets and club licence to PLC.
- 8 If the amalgamation is approved by both clubs and the Authority, PLC will continue as the corporate vehicle as the amalgamated club (**Amalgamated Club**) and PTS will be dissolved.

- 9 If the Ordinary Resolution is approved, the members will be authorising the making of the application to the Authority for approval of the amalgamation.
- 10 The Board of PLC (**Board**) recommends that members vote IN FAVOUR of the Ordinary Resolution.

### Reasons for amalgamation

- 11 On 25 July 2023, PLC called for expressions of interest for an amalgamation from other clubs (including each other registered club within a radius of 50 kilometres from its own premises) (**EOI**), and maintains an open EOI lodged with ClubsNSW. PTS submitted an expression of interest to PLC, and after negotiations, PLC and PTS have decided to amalgamate (subject to the approval of the Authority and the terms of the MOU).
- 12 PLC and PTS have similar objects, for example, the promotion of sports, and are both registered clubs under the RCA and are public companies limited by guarantee pursuant to which profits are applied towards promotion of their objects.
- 13 The proposed amalgamation provides PLC with a strategic expansion in the growing north-west Sydney region, allowing PLC to increase its engagement with the expanding Pitt Town and Hawkesbury communities.
- 14 PLC has a long and proud history of supporting community sports, charities and grassroots initiatives. This amalgamation will assist PLC in extending its support in the Hawkesbury district, strengthen its position as a major community contributor in Western Sydney, and allow PLC to deliver additional programs, grants and sporting pathways in the Hawkesbury area.

### Terms of the Amalgamation contained in the Memorandum of Understanding (MOU)

- 15 The terms of the amalgamation are set out in a Memorandum of Understanding (**MOU**) which has been entered into between PTS and PLC. The MOU deals with matters which must be addressed pursuant to the RCA and *Registered Clubs Regulation 2025* (NSW). The MOU also deals with commercial and other matters connected to the amalgamation.
- 16 A copy of the MOU may be obtained from PLC's reception upon request. A copy of the MOU is also available on PLC's website at <https://www.parraleagues.com.au/membership/member-notices/> and on PLC's notice boards.
- 17 The Board strongly recommends that members carefully read the MOU before attending the EGM. This notice only sets out a non-exhaustive summary of key provisions of the MOU.

### Future direction and management of PTS Premises

- 18 PTS' premises located at 139 Old Pitt Town Rd, Pitt Town NSW 2756 (**PTS Premises**) will become an additional registered club premises of PLC. The PTS Premises is comprised of a freehold lot on which the PTS clubhouse and bowling green is situated, and a licensed lot (in the form of a National Parks licence) on which the sports field is situated. The MOU is conditional upon the assignment of the National Parks licence for the licensed lot being assigned to PLC on Amalgamation Completion on terms acceptable to PLC, for the right to occupy land comprising part of Scheyville National Park.
- 19 The Amalgamated Club will operate and trade from 13-15 O'Connell St, Parramatta NSW 2150, 35 Quarry Rd, Dundas NSW 2117, and 662A Old Northern Rd, Dural NSW 2158 collectively (**PLC Premises**) and the PTS Premises (together, the **Amalgamated Club Premises**). The Amalgamated Club Premises will in general terms be available for use by members of the Amalgamated Club.
- 20 The Board of PLC will become the Board of the Amalgamated Club.
- 21 The PLC CEO will be the Secretary and Chief Executive Officer of the Amalgamated Club.
- 22 Assets of PTS will form part of the assets of the Amalgamated Club on Amalgamation Completion and may be utilised within the ordinary course of the Amalgamated Club's business.
- 23 The Amalgamated Club will adopt PLC's management structure at the date of the Amalgamation Completion, with any operational adjustments made by the Board as required.

### Traditions, amenities, community support, upgrades and maintenance and Advisory Committee

- 24 Certain obligations of the Amalgamated Club regarding general operations, traditions and upgrades are summarised as follows:
- (a) maintain the traditions, amenities and memorabilia of PTS at the PTS Premises;
  - (b) any honour boards at the PTS Premises may be continually displayed in their present form, electronically or in such other manner;
  - (c) maintain and enhance community support to the local community of the PTS Premises;
  - (d) any PTS sub-clubs at the date of the MOU will continue to exist provided that all sub-club members become PLC members and the sub-clubs retain a minimum number of 20 members per sub-club or other number determined by the Board;
  - (e) undertake upgrades to the PTS Premises and facilities after Amalgamation Completion including upgrading:
    - (i) dining facilities;
    - (ii) furniture, fixtures and equipment;
    - (iii) technology; and
    - (iv) the gaming floor;
  - (f) introduce its existing members benefits programs at the PTS Premises, to which members of PTS that become Members of the Amalgamated Club may agree to be automatically enrolled into; and
  - (g) assess and adjust (if required) the operations, service offerings and use of assets at the PTS Premises to best serve the ethos, member base and community of PTS.
- 25 The Amalgamated Club will establish an Advisory Committee (which will remain in force for two (2) years, after which it will cease and be dissolved) comprising three (3) existing Directors of PTS as the date of Amalgamation Completion and the PLC CEO (or their delegate).
- 26 The Advisory Committee may make recommendations to the Board of the Amalgamated Club regarding matters set out in the MOU, but will have no governance, decision-making or management powers. The matters on which it can make recommendations are the following:
- (a) operations of the PTS Premises;
  - (b) enhancements to the PTS Premises;
  - (c) ClubGRANTS to be made by the Amalgamated Club that are attributable to the PTS Premises;
  - (d) membership matters at the PTS Premises (including member disciplinary matters); and
  - (e) the engagement and relationships with community clubs and sponsored sporting clubs.

### Employees

- 27 PLC will offer employment to all PTS employees (who are currently employed as at the date of the MOU), subject to interviews, pre-employment checks and meeting PLC's general standards and prerequisites of employment.
- 28 Employees of PTS who accept PLC's offer of employment will have their accrued entitlements recognised by the Amalgamated Club, as well as being entitled to access the same benefits as PLC employees.

### Members of PTS to be invited to become members of PLC

- 29 Members of PTS will be invited to become members of the Amalgamated Club as soon as possible after the Provisional Order. The *Corporations Act 2001* (Cth) requires applications for membership and the RCA prescribes a process for admissions to membership – members cannot simply be "transferred" from one registered club to another registered club.
- 30 PTS Life Members will not be required to pay any annual subscription (unless a minimum annual subscription is prescribed by the RCA) to the Amalgamated Club. PTS Life Members will continue to be recognised as Life members of PTS but only in respect of PTS Premises

and the relevant sub club(s) at the PTS Premises (i.e., they will not be recognised as a Life member of PLC/Amalgamated Club).

- 31 There will be an increase in the membership of PLC once members of PTS join PLC.
- 32 The proposed amalgamation is seen as an opportunity to preserve and enhance the role of PTS' members in our shared community.
- 33 PLC will benefit financially from the amalgamation by acquiring PTS' assets on Amalgamation Completion.
- 34 There are 33 gaming machine entitlements attached to PTS' club licence. Following Amalgamation Completion, ownership of these entitlements will transfer to the Amalgamated Club, however the PTS Premises will retain the 33 gaming machine entitlements for at least ten (10) years (subject to the circumstances set out in the MOU).
- 35 The Amalgamated Club will continue to trade from the PTS Premises as a licensed registered club for at least ten (10) years following completion of the amalgamation. The PTS Premises must not be sold, transferred or otherwise disposed during that time subject to the circumstances set out in the MOU.

### GENERAL NOTES REGARDING THE ORDINARY RESOLUTION

#### Ordinary Resolution

- 1 In accordance with section 17AEB(d) of the RCA, all ordinary (and life) members of PLC are eligible to attend the EGM and vote on the Ordinary Resolution.
- 2 To be passed, the Ordinary Resolution must receive votes in its favour from not less than a simple majority (i.e. 50% plus 1) of those members who, being eligible to do so, are present and vote on the Ordinary Resolution at the meeting.
- 3 Members who are employees of the Club are not entitled to vote.
- 4 Proxy voting is prohibited by the RCA.
- 5 In order to provide an informed response, members are requested to lodge any questions about the Ordinary Resolution with the Chief Executive Officer in writing at 1 Eels Place Parramatta, NSW 2150 or by post PO Box 2428 North Parramatta, NSW 1750 by 17 February 2026 or via email ([agm@parralagues.com.au](mailto:agm@parralagues.com.au)) (being not less than seven (7) days prior to the AGM). Questions received in writing will be answered first in order of being received.

By order of the Board



Chris Dimou  
Chief Executive Officer and Company Secretary  
**Parramatta Leagues' Club Ltd**  
22 January 2026