Australian Securities & Investments Commission

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Form 131

Corporations Act 2001 Clause 29(1)(h) of Schedule 4 Clause 29(2)(d) of Schedule 4

Notice of meeting or consent process (demutualisation)

(To be lodged within 7 days after notice of meeting or consent process is given)

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where meeting will be held
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Details of meeting

Details of meeting
Details of the process to obtain written consent of a specified proportion of members in the class concerned as follows

Note: This form should be used where:

- 1. a modification of the constitution of an unlisted company (previously a transferring financial institution) is proposed and the modification would have the effect of:
- · varying or cancelling the rights of members, or a class of members, to the reserves of the company
- · varying or cancelling the rights of members, or a class of members, to the assets of the company on a winding up
- · varying or cancelling the voting rights of members or a class of members
- otherwise varying or cancelling rights so that Part 2.F.2 (Class rights) applies
- · allowing one of those variations or cancellations of rights
- 2. an issue of shares by an unlisted company (previously a transferring financial institution) would have the effect of varying or cancelling rights so that Part 2F.2 (Class rights) applies.

Attachments

Attached are:

- Disclosure statement that gives all the information that members would reasonably require and expect to be given to make an informed decision about the proposed modification or share issue. This disclosure statement has been registered with ASIC under clause 32 of Schedule 4 of to the Corporations Act 2001.
- In the case of a proposed modification of the constitution of a company an estimate of financial benefits (if any) the member will be offered if the proposed modification occurs
- Report(s) by expert(s) that:
 - states whether, in the expert's opinion, the proposed modification is in the best interests of the members of the company as a whole
 - gives the expert's reasons for forming that opinion
 - · confirms that the expert is not an associate of the company
 - · sets out details of:
 - any relationship between the expert and the company, including any circumstances in which the expert gives it advice, or acts on its behalf, in the proper performance of the functions attaching to the expert's professional capacity or business relationship with the company
 - any financial or other interest of the expert that could reasonably be regarded as being capable of affecting the expert's ability to give an unbiased opinion
 - any fee, payment or other benefit (whether direct or indirect) that the expert has received or will receive in connection with making the report

Signature

lame of person signing			
Capacity			
Signature			
Date signed [D D] [M M] [Y Y]			

Annexures

If there is insufficient space in any section of the form, you may alternatively submit annexures as part of this lodgement.

To make any annexure conform to the regulations, you must

- 1. use A4 size paper of white or light pastel colour with a margin of at least 10mm on all sides
- 2. show the company name and ACN or ARBN
- 3. number the pages consecutively
- 4. print or type in BLOCK letters in dark blue or black ink so that the document is clearly legible when photocopied
- 5. mark the annexure with an identifying letter or symbol eg a, b, c or 1, 2, 3 etc.
- 6. endorse the annexure with the words:

This annexure (mark) of (number) pages referred to in form (form number and title)

7. sign and date the annexure

The annexure must be signed by the same person(s) who signed the form.

Late fees

Late fees will apply if you notify a change outside of the lodgement period.

For information on fees refer to www.asic.gov.au/forms.

A form is not considered lodged until it is received and accepted by ASIC as being in compliance with s1274(8) of the Corporations Act 2001. A receipt will not be issued unless requested.

Privacy

The information provided to ASIC in this form may include personal information. Please refer to our privacy policy (www.asic.gov.au/privacy) for information about how we handle your personal information, your rights to seek access to and correct personal information, and to complain about breaches of your privacy.

Lodgement

Send completed and signed forms to: Australian Securities and Investments Commission, GPO Box 9827 Melbourne VIC 3001.

For more information

Web <u>www.asic.gov.au</u>
Need help? www.asic.gov.au/question

Telephone 1300 300 630