



# **MEMBER SHARE BUY-BACK BOOKLET**

## **Hepburn Community Wind Park Co-operative Limited (Hepburn Energy)**

ABN 87 572 206 200

**Read the whole of this document carefully before deciding whether to participate in the Repurchase of Shares. If you are in any doubt about how to deal with this document, you should contact your financial adviser, taxation or other professional adviser immediately. This document has been prepared in accordance with the National Cooperative Law.**

Shares issued by a cooperative differ from those issued by a company. Some key differences are:

- Repurchase of shares under co-operatives is regulated by the National Co-operatives Law not ASIC.
- Shares issued by a cooperative do not have any voting rights attached to them and are also not available to be issued to members of the public, solely to cooperative members.
- The law dictates that, unlike company shares, shareholders in a cooperative are only allowed to hold a limited number of shares. In addition, these shares are not permitted to be quoted on the Australian Securities Exchange and consequently are traded on the secondary market, which by its nature is illiquid. Hepburn Energy has elected to use a vendor trading platform (ShareConnect) that facilitates these transactions.
- Cooperative shares have a fixed nominal value as determined by the Rules and are not subject to market prices, therefore reducing the scope for any capital gain.
- Also, it is necessary to be aware that redemption procedures related to cooperative shares can result in a delay in payment for a significant period.



## Issuer

This document (Booklet) is dated April 2023. This Booklet is issued by Hepburn Co-operative Wind Farm Ltd (Hepburn Energy).

## Not financial product advice

The information in this Booklet is not financial product advice.

This Booklet has been prepared without taking into account your particular objectives, financial situation or needs. You should consider the appropriateness of participation in the Repurchase of Shares (**Member Share Buy-Back**) having regard to your individual objectives, financial situation and needs. If you are in any doubt as to the action you should take, you should contact your financial, taxation or other professional adviser immediately.

## Disclaimer

To the maximum extent permitted by law, none of Hepburn Energy or its officers, employees or advisers accepts any liability or responsibility for any claim, loss, demand, costs, expenses or damage:

- suffered or incurred by any person relying or acting on any information provided in, or omitted from, the Booklet or any other written or oral opinions, advice or information provided by any of them; or
- arising as a result of, or in connection with, the information in the Booklet being inaccurate or incomplete in any way or by reason of any reliance by any person, including by reason of any negligence, default or lack of care.

## Eligibility to participate in the Repurchase of Shares

You are eligible to participate in the Member Share Buy-Back if Shares are registered in your name on the Record Date, 18 January 2023.

## Definitions

Some of the words capitalised in this Booklet have the defined meanings set out in section [11](#).

## Enquiries

If you have any questions about the Member Share Buy-Back, the content of this Booklet or your Application Form, please email [community@hepburnenergy.coop](mailto:community@hepburnenergy.coop)



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## 1. Important Information

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### 1.1 What is this Booklet about?

Hepburn Energy is inviting Eligible Members to participate in a Member Share Buy-Back, under which Hepburn Energy offers to purchase up to \$200,000 Shares at a price of \$1.00 (the **Buy-Back Price**).

This Booklet contains important information about the Member Share Buy-Back and is provided to assist you in making an informed decision about whether to participate.

### 1.2 Important dates

Event	Date
<b>Announcement of Repurchase of Shares</b>	<b>November 2022</b>
Record Date for determination of Members' entitlement to participate in the Repurchase of Shares	<b>18 January 2023</b>
<b>Offer Period opens</b> and Repurchase of Shares emailed to Members	<b>11 April 2023</b>
<b>Offer Period closes</b> (acceptances due by 5.00pm AEDT) and any necessary Scale Back is applied	<b>16 May 2023</b>
Acceptance Date	<b>22 May 2023</b>
<b>Payment of Buy-Back Proceeds to participating Members complete</b>	<b>In the week starting 29 May 2023</b>

Whilst Hepburn Energy does not currently anticipate changing any of the dates and times set out above, it reserves the right to do so.

### 1.3 Information

In reviewing the Booklet you should also have regard to other information previously made available to Members about Hepburn Energy, such as:

- Hepburn Energy's 2022 annual report; and
- Hepburn Energy's Disclosure Statement.

These documents can be viewed under **Official Member Documents** on Hepburn Energy's website at <https://www.hepburnenergy.coop/membership/>

### 1.4 Eligibility to participate

You are eligible to participate in the Member Share Buy-Back if you are a Member, as recorded on Hepburn Energy's register of Members (the **Register**), on the Record Date



## 2. Key Features of the Member Share Buy-Back

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Hepburn Energy is offering to buy back Shares by way of a Member Share Buy-Back, which provides Eligible Members with an opportunity to sell all or some of their Shares to Hepburn Energy. Key features of the Member Share Buy-Back are set out below.

- (a) Hepburn Energy offers to buy back 100% of the Shares held by each Member on the terms set out below (the **Offer**). However, If you are a Member, you must have 100 shares to remain a Member. If you wish to remain a Member ensure you will continue to hold the relevant minimum shares after the Buy-Back.
- (b) Hepburn Energy will buy back up to a maximum number of Shares equal to \$200,000 (the **Limit**). Hepburn Energy may buy back Shares equal to, or less than, the Limit.
- (c) If Applying Members accept the Offer in respect of that number of Shares which, in aggregate, is equal to, or less than, the Limit, Hepburn Energy will buy back all of those Shares.
- (d) If Applying Members accept the Offer in respect of that number of Shares which, in aggregate, is greater than the Limit, Hepburn Energy will scale back the number of Shares it buys back from each Applying Member on a pro-rata basis.
- (e) The Buy-Back Price is \$1.00 per Share.
- (f) This Offer opens at 9.00 am AEDT on 11 April 2023 and will remain open during the period ending at 5.00 pm AEDT on 16 May 2023 (the **Expiry Date**).
- (g) Hepburn Energy will pay the **Buy-Back Price** for the Shares bought back under the Offer within 10 business days after the Expiry Date.
- (h) Subject to paragraph (i), each Member may accept this Offer by completing an Application Form and prior to the Expiry Date, lodging it in accordance with the procedure set out in section 3.
- (i) Offers requested by Members are irrevocable and will not be deemed to have been accepted until 5.00 pm AEDT on the business day after the Expiry Date (the **Acceptance Date**). Application of the Scale-Back by Hepburn Energy will occur after 5.00 pm AEDT on the Expiry Date and before 5.00 pm AEDT on the Acceptance Date and Offers will be deemed to have been accepted by each Applying Member for the Scaled-Back number of Shares it accepted.
- (j) On the Acceptance Date, each Applying Member irrevocably appoints Hepburn Energy to do anything which must be done to transfer to Hepburn Energy those Shares bought back by Hepburn Energy from the Applying Member under the Offer.

### Important Information

By making the Member Share Buy-Back invitation and setting the Buy-Back Price, neither Hepburn Energy nor the Board are making any recommendation or giving any advice to any individual Member on whether you should sell your Shares under the Member Share Buy-Back.



### 3. Action Required by Members

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A summary of the actions required by Members in relation to this Booklet and the Member Share Buy-Back follows.

<b>Step 1:</b> Participation	Read this Booklet in full and decide whether you wish to participate in the Member Share Buy-Back. If you do not wish to participate, you do not need to take any action.
<b>Step 2:</b> Application Form	If you do wish to participate, you will need to complete and sign your Application Form that accompanies this Booklet. The Application Form should then be mailed to the following address:  Hepburn Energy Member Buy-Back PO BOX 225 Daylesford VIC 3460
<b>Step 3:</b> Lodgement	You must ensure that your completed and signed Application Form is received by Hepburn Energy by no later than <b>5.00pm AEDT, on the Expiry Date (16 May 2023)</b> .

## **4. Detailed Information about the Member Share Buy-Back**

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### **4.1 What is a Member Share Buy-Back?**

A Member Share Buy-Back is a Repurchase of Shares process where a co-operative offers to buy-back some or all of the shares held by its Members and Members must request the Buy-Back in order to participate by filling out an Application Form. Shares bought back by the entity are cancelled, thereby reducing the number of shares the entity has on issue.

Hepburn Energy is offering to buy-back Shares held by Eligible Members. Shares bought back will be cancelled, which will reduce the total number of Shares Hepburn Energy has on issue.

### **4.2 Why is Hepburn Energy implementing the Member Share Buy-Back?**

The Member Share Buy-Back is part of Hepburn Energy's ongoing capital management strategy.

The Member Share Buy-Back has been made possible by the accumulated cash flow.

The Member Share Buy-Back provides an opportunity for Members to sell a potentially larger number of Shares within a shorter timeframe than on ShareConnect, at a price which may be at a premium to the price achievable on ShareConnect.

### **4.3 When will the Member Share Buy-Back take place?**

The Member Share Buy-Back opens on 16 April 2023 and will close at 5.00pm AEDT, on 16 May 2023 (**Offer Period**) in accordance with the timetable in Section 1.2 of this Booklet. While Hepburn Energy does not currently anticipate changing any of the dates and times in that timetable, it reserves the right to do so. Any changes to the indicative timetable will be communicated via e-newsletter.

### **4.4 How will the Member Share Buy-Back be funded?**

Hepburn Energy will fund the Member Share Buy-Back from its existing cash reserves (as at 30 June 2022).

The total cost of buying back Shares under the Member Share Buy-Back will be approximately \$200,000, assuming the Limit is reached.

### **4.5 Will the Offer affect Hepburn Energy's current dividend offer?**

There is a consecutive dividend offer of 4.3c per ordinary share fully franked that is running parallel to this Offer. All members are welcome to participate in both offers and participation in one offer does not exclude any members from participation in the other offer.

The payment of dividends by Hepburn Energy is at the discretion of the Board. No guarantee can be given by the Board or Hepburn Energy about the payment of dividends, the extent of the payout ratios for any period or the level of franking of such dividends (if any). These matters will depend on the future profits of Hepburn Energy, its financial and taxation position, general business and financial conditions and any other factors that the Board may consider relevant. The Board continues to review Hepburn Energy's dividend approach every second year.

### **4.6 Will I still receive the next dividend if my Shares are bought-back?**

No future dividend will be paid in respect of Shares that are bought back and cancelled under the Member Share Buy-Back.



## 5. Buy-Back Price

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### 5.1 What is the Buy-Back Price?

Hepburn Energy is offering to buy back Shares at \$1.00 per Share (**Buy-Back Price**).

### 5.2 How was the Buy-Back Price determined?

The Buy-Back Price is the fixed share price under Hepburn Energy's Rules.

## 6. Advantages and Disadvantages for Members

### 6.1 What are some advantages and disadvantages of the Member Share Buy-Back?

The Board considers that the Member Share Buy-Back offers possible advantages and poses no significant disadvantages for most Members. Some of these are set out in the following sections.

It is completely your decision on whether to participate in the Member Share Buy-Back. In making your decision, you may wish to consider the following factors and/or seek professional advice that takes into consideration your personal circumstances.

### 6.2 What are some possible advantages and disadvantages of participating in the Member Share Buy-Back?

Advantages	Disadvantages
<ul style="list-style-type: none"> <li>The Buy-Back Price may be greater than the price achievable on ShareConnect (negotiated between buyer and seller).</li> </ul>	<ul style="list-style-type: none"> <li>The price of new Shares direct from the co-operative is greater than the Buy-Back Price - at \$1.10.</li> </ul>
<ul style="list-style-type: none"> <li>Eligible Members have an equal opportunity to sell all or some of their Shares at the Buy-Back Price, subject to the application of the Scale Back.</li> </ul>	<ul style="list-style-type: none"> <li>Applying Members may not have all of their Shares that they have offered bought back if the Limit is reached and so may continue to be Members, albeit in respect of a smaller number of Shares.</li> </ul>
<ul style="list-style-type: none"> <li>In particular, this may be beneficial if you have a small parcel as you would otherwise incur a \$50 fee to the co-operative to process the sale of your Shares via ShareConnect relative to the value of those Shares.</li> </ul>	<ul style="list-style-type: none"> <li>Applying Members will not benefit from any potential distributions, in relation to the Shares bought back.</li> </ul>
<ul style="list-style-type: none"> <li>The Member Share Buy-Back potentially provides more liquidity to Members through an increased ability to sell Shares than may be possible otherwise. The Member Share Buy-Back also provides price certainty.</li> </ul>	<ul style="list-style-type: none"> <li>Once an Application Form has been submitted, Applying Members will not be able to dispose of those Shares offered until the Member Share Buy-Back is completed.</li> </ul>
<ul style="list-style-type: none"> <li>Eligible Members who participate will collectively be able to sell a larger than-usual volume of Shares.</li> </ul>	<ul style="list-style-type: none"> <li>There may be adverse tax consequences associated with the sale of your Shares.</li> </ul>

If you choose not to participate, and the Member Share Buy-Back is completed, the number of Shares you hold will not change as a result of the Member Share Buy-Back.

## 7. Offer Process

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### 7.1 Am I eligible to participate in the Member Share Buy-Back?

The record date for determining entitlements to participate in the Member Share Buy-Back is 18 January 2023 (**Record Date**). You can participate in the Member Share Buy-Back if you were a Member on the Register on the Record Date.

### 7.2 Do I have to sell my Shares?

No. Participation in the Member Share Buy-Back is voluntary. If you do not wish to participate, you do not have to take any action.

### 7.3 How do I participate in the Member Share Buy-Back?

If you are an Eligible Member you should follow the steps set out below in deciding whether to participate and, if you wish to, how to participate.

<p><b>Step 1:</b> Decide whether to Participate</p>	<p>With this Booklet, you will have received a link to the Application Form for each separately registered holding of Shares you hold which is eligible to participate in the Member Share Buy-Back.</p>
<p><b>Step 2:</b> Acceptance</p>	<p>If you do wish to participate and you are an <b>Eligible Member</b>, you will need to determine the number of Shares you wish to sell and complete your Application Form(s).</p> <p>If you do <b>not</b> wish to participate, you do not need to take any action.</p>
<p><b>Step 3:</b> Lodgement</p>	<p>Application Forms should be mailed to the following address:</p> <p style="padding-left: 40px;">Hepburn Energy Member Buy-Back PO BOX 225 Daylesford VIC 3460</p> <p>You must ensure that your completed and signed Application Form is received by Hepburn Energy by no later than <b>5.00pm AEDT, on the Expiry Date (16 May 2023)</b>.</p>

#### **7.4 How will I know that my Application Form has been received?**

You will be sent an email when your Application Form has been received by the Hepburn Energy office.

You can check if your Application Form has been received by contacting [community@hepburnenergy.coop](mailto:community@hepburnenergy.coop). Please note that receipt of your Application Form does not mean that your Application Form has been accepted by Hepburn Energy.

#### **7.5 Can I sell or transfer Shares offered after submitting an Application Form?**

No. Once you have submitted an Application Form, you can not offer to sell or otherwise transfer your Shares offered prior to completion of the Member Share Buy-Back.

#### **7.6 Can I withdraw or amend my Application Form?**

No. Once you have submitted an Application Form, it cannot be withdrawn or amended.

#### **7.7 What if I have more than one holding of Shares?**

You may submit Application Forms in respect of any or all of your separate registered holdings provided that you follow the instructions and complete each Application Form for each holding which you wish to submit. Each registered holding will be treated separately under the Member Share Buy-Back.

Any Scale-Back that applies will be applied to each of your registered holdings as if they were held by different persons.

#### **7.8 What if I have a joint shareholding?**

If you hold your Shares jointly with another person (for example, your spouse) you must complete and return the Application Form in accordance with the instructions for joint holdings on the Application Form.

#### **7.9 Can I transfer my rights to participate in the Member Share Buy-Back?**

You cannot transfer your rights to participate in the Member Share Buy-Back. Those rights are personal to you.

#### **7.10 Will participation in the Member Share Buy-Back affect voting rights?**

Only if you wish to have 100% of your shareholding bought back and you are successful in that - your membership will be cancelled in that case. Otherwise, your voting rights will remain as co-operatives are democratic structures so each member has an equal vote.

#### **7.11 Will participation in the Member Share Buy-Back affect dividend rights?**

No. Participating Shareholders will be entitled to any dividends where the record date for the dividend occurs prior to the Acceptance Date.

Hepburn Energy expects to pay a dividend prior to the Acceptance Date and this offer has been made consecutively with the Buy-Back. There is no guarantee of any future dividends, however, all future dividends will be applied as per the remaining shareholding.

## **8. Offer Outcomes**

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### **8.1 What is the maximum number of Shares that Hepburn Energy can buy back?**

Hepburn Energy will buy back up to a maximum number of Shares equal to \$200,000, being 200,000 Shares.

### **8.2 If I submit an Application Form, will all my Shares offered be bought back?**

Whether or not all of your Shares offered are bought back depends on a number of factors, including the total number of Application Forms. Please see section 2 for further details.

### **8.3 How will I know how many of my Shares have been bought back?**

On or before 22 May 2023 (Acceptance Date), Hepburn Energy will email all Shareholders who have submitted an Application Form the outcome of the 2023 Member Share Buy-Back based on the number of share buy-back applications. In the week starting 29 May 2023, Hepburn Energy will email Shareholders, who have submitted an Application Form, a statement notifying them of the number of Shares (if any) that have been bought back on the Payment Completion Date. Where Application Forms have been accepted, the notification will be accompanied by a direct credit confirmation advice for the Buy-Back Proceeds, which is the Buy-Back Price multiplied by the number of your Shares bought back.

Where the number of Shares bought back results in an applicant holding less than the share minimum (100 shares) the Accepting Member's shareholding will be entirely bought back and will result in a cancelled membership. Cancelled members will be notified with a zero balance statement. Cancelled members are eligible to become Associate Members (with no shareholding or voting rights) should they wish to do so to remain connected to the co-operative's e-news.

### **8.4 What happens to Shares that are bought back?**

Shares that are bought back will be transferred to Hepburn Energy and cancelled.

### **8.5 How will Hepburn Energy determine which Shares to buy-back if there is a Scale-Back?**

If Applying Members accept the Offer in respect of that number of Shares which, in aggregate, is greater than the Limit, Hepburn Energy will Scale-Back the number of Shares it buys back from each Applying Member on a pro-rata basis.

In regards to the Scale-Back methodology, if shareholders tender more than the amount the co-operative wishes to buy, Hepburn Energy will proportionally scale-back the amount bought from each member. As the minimum shareholding is 100 shares, the proportional Scale-Back of tendering members will occur only after Hepburn Energy has bought back small parcels (<100 shares). If the Scale-Back results in a number of Shares being bought back that includes a fraction, the actual number of Shares bought back will be rounded down to the next whole Share.

## **8.6 How will I receive payment for Shares bought back?**

Hepburn Energy will pay you the Buy-Back Price for each of your Shares that are bought back via direct credit.

If you have a direct credit authority for payments in relation to your Shares recorded by Hepburn Energy at 5.00pm AEDT on the Expiry Date and your address, as recorded in the Register, is within Australia, all Buy-Back Proceeds due to you will be credited to your nominated account, as stipulated on the Buy-Back Application Form. You will also be sent direct credit advice to the email address provided on the Buy-Back Application Form.

If you wish to change your current direct credit instructions please contact [community@hepburnenergy.coop](mailto:community@hepburnenergy.coop) and supply our full shareholding name, address as stipulated on your holding and phone number as stipulated on your holding. Please note that if you do alter your nominated bank account details this will be taken to be your nominated bank account for any future distribution or capital payments by Hepburn Energy.

Payments to bank accounts are expected to be completed in the week starting 29 May 2023.

Payments to these accounts will satisfy Hepburn Energy's obligation to pay any Buy-Back Proceeds.

## 9. Impact of the Member Share Buy-Back on Hepburn Energy

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### 9.1 What effect will the Member Share Buy-Back have on Hepburn Energy?

The impact on Hepburn Energy of a buy-back of the maximum of 200,000 Shares at an assumed Buy-Back Price of \$1.00 per Share for a total cost of approximately \$200,000 is set out in the below table. If the Member Share Buy-Back is partially successful, the respective impact will be proportionately reduced where relevant.

Shares on issue	As at 18 January 2023 Hepburn Energy had 9,431,754 Shares on issue. Assuming the maximum of 200,000 Shares are bought back, Hepburn Energy will have 9,231,754 Shares on issue upon completion of the Member Share Buy-Back.
Cash reserves	<p>On the basis that the Buy-Back Price is \$1.00 per Share, the Member Share Buy-Back will result in a reduction of Hepburn Energy's total cash holdings by approximately \$200,000.</p> <p>If the Member Share Buy-Back is partially successful the reduction of Hepburn Energy's total cash holdings will be less than specified above.</p>
Business operations	<p>The Member Share Buy-Back will not have any impact on Hepburn Energy's operations or assets other than as a result of the reduction in total cash holdings.</p> <p>In determining to implement a repurchase of shares, the Board has carefully reviewed Hepburn Energy's assets, liabilities and expected cash flows, and is satisfied that the return will not negatively impact the Co-operative's solvency.</p>

## **10. Additional Information about the Member Share Buy-Back**

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### **10.1 Shares held by trustees and nominees**

Trustees and nominees (in the case of minors for example) who hold Shares should inform the beneficial owner of the Shares about the Member Share Buy-Back and then lodge Application Forms on instruction from the beneficial owners, subject to any legal restrictions in the countries where those beneficial owners are resident.

It is the responsibility of trustees and nominees to make arrangements to obtain from Hepburn Energy and lodge a series of individual Application Forms on behalf of relevant beneficial owners.

Any Scale-Back that applies to Application Forms submitted by trustees and nominees will be performed on a registered Member basis, based on the aggregate number of Shares for which the trustee or nominee has lodged Application Forms. By way of example, this means that if a trustee or nominee is registered as a Shareholder holding 10,000 shares, but holds those 10,000 shares on behalf of several beneficial owners, if the trustee or nominee submits individual Application Forms on behalf of some, but not all, of the relevant beneficial owners for all the Shares held by those beneficial owners but aggregating to only 5,000 Shares, any Scale-Back will be performed on the 5,000 Shares for which Application Forms are lodged and not the trustee or nominee's registered holding of 10,000 Shares.

### **10.2 Restrictions on the payment of Buy-Back Proceeds**

Hepburn Energy will pay Members the Buy-Back Price for each of their Shares that are bought back, unless it is prohibited from doing so.

### **10.3 The terms, conditions and effect of submitting an Application Form**

Submission of an Application Form constitutes an acceptance of Hepburn Energy's offer to buy-back the applicable Shares on the terms and conditions set out in this Booklet. However, submission of an Application Form does not of itself constitute a binding contract for the sale of the applicable Shares and cannot be enforced against Hepburn Energy. Accepting Members will not be deemed to have accepted the Offer and entered into a binding contract with Hepburn Energy until 5.00pm AEDT on the Acceptance Date (22 May 2023) after application of the Scale Back (if any).

If you send an Application Form, a binding Buy-Back contract is formed between you and Hepburn Energy at 5.00pm on the Acceptance Date, after Hepburn Energy applies any Scale Back to your acceptance. However, your Application Form is irrevocable once lodged and may not be withdrawn or amended by you.

By submitting an Application Form you:

- agree to the terms and conditions set out in this Booklet;
- agree to sell to Hepburn Energy, on the Acceptance Date, your Shares as set out in your Acceptance Form (adjusted in accordance with the terms and conditions set out in this Booklet);

- agree that it is only from 5.00pm AEDT on the Acceptance Date that a buy-back contract is formed for the purchase of Shares;
- waive any requirement to receive further communication from Hepburn Energy of its acceptance or rejection of any Application Form submitted by you beyond what is set out in this Booklet;
- warrant to Hepburn Energy that at all times after you submit your Application Form and on the Acceptance Date, you are the registered holder of the Shares that you have agreed to sell under the Application Form;
- warrant to Hepburn Energy that you are a person to whom the Member Share Buy-Back invitation may be lawfully made and whose participation in the Member Share Buy-Back is permitted under the laws of the jurisdiction in which you are a resident;
- authorise Hepburn Energy and its officers, agents or contractors to correct any error in or omission from your Application Form and to insert any missing details;
- acknowledge that neither Hepburn Energy nor any other party involved in the Member Share Buy-Back has provided you with financial product advice or any recommendation relating to Shares or has any obligation to provide this advice in relation to your decision to participate in the Member Share Buy-Back or the manner of any such participation; and
- undertake not to sell or offer to sell Shares to any other person if, as a result, you will at any time after submission of your Application Form until the Acceptance Date hold fewer Shares than the number of Shares you have agreed to sell under the Application Form.

You will be taken to have submitted an Application Form when Hepburn Energy receives your signed and validly completed Application Form.

#### **10.4 Hepburn Energy's right to accept or reject Application Forms**

Hepburn Energy must accept all Application Forms duly completed and submitted in accordance with the procedures set out in this Booklet.

#### **10.5 Hepburn Energy's right to vary dates and times**

Hepburn Energy may in its discretion vary the dates and times of the Member Share Buy-Back at any time on or before the Acceptance Date.

#### **10.6 Hepburn Energy's right to adjust Application Forms**

If you are an Eligible Member, you are entitled to participate in the Member Share Buy-Back in respect of the number of Shares registered in your name on the Record Date. You may not sell or otherwise dispose of Shares which you have agreed to sell under an Application Form. However, if at the Acceptance Date you do not hold the number of Shares you have agreed to sell under an Application Form (for example, if you sold or otherwise transferred Shares after you have submitted an Acceptance Form) Hepburn Energy may, in its absolute discretion, reject your Application Form or treat your Application Form as if you had agreed to sell the number of Shares held by you as at the Expiry Date.



If you submit one or more Application Forms and in aggregate you have agreed to sell more than the Shares registered for that holding as at the Record Date, Hepburn Energy will buy back only the number of Shares registered for that holding as at the Record Date (subject to any Scale-Back).

#### **10.7 Privacy**

Hepburn Energy is carrying out the Member Share Buy-Back in accordance with the National Co-operative Law. This involves the collection of personal information contained in Application Forms to enable Hepburn Energy to process your Application Form. If you do not provide this information, Hepburn Energy may be hindered in or prevented from processing your Application Form. The personal information collected by Hepburn Energy will only be disclosed to a print and mail service provider, to Hepburn Energy's advisers in relation to the Member Share Buy-Back and to financial institutions in respect of payments to be made to you in connection with the Member Share Buy-Back or as required or authorised by law.

## 11. Glossary and Interpretation

### 11.1 Definitions

In this Booklet, unless the context requires otherwise, the terms listed below have the adjacent meanings ascribed to them:

Term	Definition
<b>Acceptance Date</b>	22 May 2023
<b>Application Form</b>	the form upon which Eligible Members may accept the Offer.
<b>Accepting Member</b>	a Member who accepts the Offer.
<b>AEDT</b>	Australian Eastern Daylight Time.
<b>Board</b>	the board of directors of Hepburn Energy.
<b>Booklet</b>	this document.
<b>Buy-Back Price</b>	\$1.00 per share.
<b>Buy-Back Proceeds</b>	the amount to be paid to an Eligible Member who successfully participates in the Member Share Buy-Back, calculated as the number of Shares bought back multiplied by the Buy-Back Price.
<b>Eligible Member</b>	a Member who is eligible to participate in the Member Share Buy-Back, meaning any Member on the Register on the Record Date.
<b>Expiry Date</b>	16 May 2023
<b>Limit</b>	the maximum number of Shares that can be bought back under the Off- Market Buy-Back, being equal to 200,000 Shares
<b>Member Share Buy-Back or Offer</b>	the offer by Hepburn Energy to buy back 100% of the Shares held by each Member in Hepburn Energy, subject to the terms set out in this Booklet.
<b>Offer Period</b>	the period for which the Offer is open and Application Forms may be lodged.
<b>Record Date</b>	18 January 2023
<b>Register</b>	Hepburn Energy's Register of Shareholders.
<b>Scale-Back</b>	a reduction in the number of Shares bought-back from Members by Hepburn Energy on a pro rata basis in the case of oversubscription
<b>Share</b>	a fully paid ordinary share in Hepburn Energy.
<b>Member</b>	a person who holds a Share.