

# Sunland Group

ESTABLISHED

1983

19 August 2024

Notice to Sunland Shareholders

## Sunland announces receipt of a binding proposal

We refer to the off-market takeover bid by Sun Holdings GC Pty Ltd (ACN 677 077 771) (**Sun Holdings**) for all of the ordinary shares in Sunland announced on 2 July 2024 (**Offer**).

The directors of Sunland advise that Sunland has received a binding proposal (subject to conditions) from Harvest Lane Asset Management Pty Limited (ACN 158 314 697) (**Harvest Lane**) to acquire all of the shares in Sunland that Harvest Lane does not already own by way of a scheme of arrangement for \$0.05 cash per share (**Proposal**).<sup>1</sup>

The Proposal is subject to:

- the execution of a scheme implementation deed by Sunland and Harvest Lane (or its nominee), which will be subject to customary conditions for transactions of that nature, including the granting of exclusivity restrictions, “No shop” and “No talk” provisions, and a matching right in favour of Harvest Lane. The scheme implementation deed would be on no less favourable conditions than those currently contemplated under the BIA;
- the termination of the BIA; and
- a unanimous recommendation from Sunland’s Board of Directors that shareholders vote in favour of the Proposal (in the absence of a superior proposal and subject to an independent expert’s report concluding that the Proposal is in the best interests of Sunland shareholders).

Harvest Lane proposes to fund the Proposal using liquid assets from investors account managed by Harvest Lane under an existing investment management agreement. Harvest Lane is willing to provide a corporate guarantee to the corporate vehicle used to implement the Proposal. Harvest Lane reserve the right to amend the source of funds.

The directors of Sunland have considered all aspects of the Proposal (including with Sunland’s legal and financial advisers) and have formed the view that the Proposal is superior to the Offer (for the purpose of bid implementation agreement between Sunland and Homecorp Property Group Pty Ltd (ACN 162 293 763) (**BIA**)).

In accordance with the terms of the BIA, Sunland has notified Sun Holdings of the Proposal and Sun Holdings will now have the opportunity to provide an irrevocable offer of matching or superior proposal to the Proposal on terms which it considers in good faith to be no less favourable to the terms of the Proposal alone (**Bidder Counter Proposal**).

Sun Holdings will have the opportunity to provide a Bidder Counter Proposal until 5pm, Monday, 26 August 2024.

Sunland will continue to provide updates to shareholders in accordance with its continuous disclosure obligations.

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<sup>1</sup> The offer price will be reduced by the value of any dividends or distributions declared or paid by Sunland prior to implementation of the Proposal. For the avoidance of doubt, the July dividend of \$0.005 per Share announced on 3 July 2024 paid on 26 July 2024 will not reduce the offer price contemplated under the Proposal.

This announcement has been authorised by the Board of Directors and is made in accordance with the continuous disclosure obligations set out in section 675 of the Corporations Act.

A handwritten signature in black ink, appearing to read 'Grant Harrison', with a small dot at the end.

**Grant Harrison**  
**Company Secretary**

Note this notice has not been lodged with the ASIC as Sunland intends disclosing material information on its web site in accordance with the good practice guidance in ASIC Regulatory Guide 198