

**Form 3      Notice to remaining shareholder**

(Clause 33)

Co-operatives Act 1992  
(Section 362(1)(a))

1. To .....  
(name of remaining shareholder)

of .....  
(address)

A. The transferee (*insert name of person giving notice*) on (*insert date*) made offers to the holders of \*shares in (*insert name of co-operative*) Limited/\*shares included in a class of shares in (*insert name of co-operative*) Limited for the transfer of those shares to the transferee, not being offers made under a scheme or contract to which Division 2 of Part 11 of the Co-operatives Act 1992 applies; and

B. Under the scheme or contract the transferee became on (*insert date*) beneficially entitled to shares in that co-operative which together with any other shares in that co-operative to which the transferee, or the transferee and any body corporate related to the transferee, is beneficially entitled, comprise or include 90% in nominal value of the shares concerned; and

C. You are the holder of remaining shares \*in that co-operative/\*included in that class of shares in that co-operative and have not assented to the scheme or contract or been given notice in respect of those shares by the transferee under section 360(1) of the Co-operatives Act 1992.

2. The transferee gives you notice under section 362(1) (a) of the Co-operatives Act 1992 that under that scheme or contract the transferee on (*insert date*) became beneficially entitled to shares in (*insert name of co-operative*) Limited and those shares together with any other shares in that co-operative to which the transferee, or the transferee and any body corporate related to the transferee, is beneficially entitled, comprise or include 90% in nominal value of the shares \*in that co-operative/\*included in that class of shares in that co-operative.

3. You are entitled under section 362(1) (b) of the Co-operatives Act 1992 within 3 months after being given this notice, by notice to the transferee to require the transferee to acquire your shares.

\*4. You are entitled under section 362 (1) (b) of the Co-operatives Act 1992, within 3 months after being given this notice to elect by notice to the transferee which of the alternative terms offered to the approving shareholders under the scheme or contract you will accept. The alternative terms are as follows - (*insert details*)

5. If you require the transferee to acquire the shares held by you, the transferee will be entitled and bound to acquire those shares -

- (a) on the terms that under the scheme or contract were offered to the approving shareholders; or
- (b) if alternative terms were offered -
  - (i) on the terms for which you have elected; or
  - (ii) if you do not so elect, on whichever of the terms the transferee determines; or
- (c) on such other terms as are agreed or as the Supreme Court on the application of the transferee or of yourself orders.

Dated 20

(signature of transferee)

\* *Strike out words not applicable*