

Friday 19 November 2021

To The Member

Dear Sir/Madam,

We are writing to you because you are a member of Disability Services Australia Limited (ACN 002 507 655) (**DSA**).

### **Administration of DSA**

As you may be aware, on 25 August 2021, Peter James Gothard, James Douglas Dampney, and I were appointed as joint and several administrators (**Administrators**) of DSA, DSA Mentoring Services Limited (ACN 629 308 881) and Macquarie Employment Training Service Limited (ACN 643 269 112) (together, the **DSA Group**).

Since their appointment, the Administrators have focused on two key objectives. First, the Administrators have worked hard to ensure that the services that the DSA Group has historically provided to participants have continued to be provided during the administration period. Second, the Administrators have sought to identify a market participant who was willing to recapitalise the DSA Group with a view to enabling the DSA Group to continue to provide services to participants into the future.

### **Outcome of Recapitalisation Process**

The Administrators have now conducted a competitive expression of interest campaign to identify the right party to recapitalise the DSA Group (**Transaction**). The Administrators are pleased to advise that Scope (Aust) Ltd (**Scope**) has been selected to complete the Transaction and to support the DSA Group with moving forward once the administration process is finalised.

Scope and DSA have many similarities and the Administrators and key stakeholders believe Scope is the ideal company to support the DSA's operations. Scope was founded 70 years ago by families who wanted better support for their children with cerebral palsy. Since then, Scope has grown and is now a registered NDIS provider with services including Supported Independent Living, Therapy, Early Childhood Intervention, Short Term Accommodation and Day and Lifestyle Options. Scope and DSA share a similar mission, purpose and values and part of Scope's decision to recapitalise the DSA Group and to take over DSA's operations was because of the aligned values of the two organisations.

### **Proposed Transaction**

The Transaction will be facilitated through a Deed of Company Arrangement (**DOCA**). A DOCA is a binding arrangement between a company and its creditors which sets out how the company's affairs will be dealt with. At the second creditors' meeting, currently scheduled for 1 December 2021, the Administrators will recommend that the creditors approve the DOCA. A majority of creditors by number and value will need to approve the DOCA before the Transaction can move forward.

If the DOCA is approved and the Transaction moves forward, Scope is committed to maintaining existing services and supports to the participants. Scope will be assuming all employee entitlements and lease liabilities of the DSA Group, and any liabilities which are not assumed by Scope will be paid in full. This is an excellent outcome for the DSA Group, its creditors and the participants who benefit from the services that the DSA Group has historically provided.

### **Transfer of Membership**

A condition to the completion of the DOCA is that Scope becomes the sole member of DSA. The preferred method for this to occur is through the unanimous resignation of all current members, including yourself. As explained above, if the DOCA is approved and the Transaction completes, this will allow the DSA Group to continue to operate and service participants throughout New South Wales under a new custodian. By providing us with your resignation as a member of DSA, you will assist with facilitating the Transaction.

If you agree to resign as a member of DSA to enable the Transaction to successfully complete, please fill in the form attached to this letter to us via email or post. If you prefer to resign electronically, please reach out to us and we will send you an electronic link to complete the resignation letter electronically. Your resignation will be conditional upon creditors voting in favour of the execution of the DOCA at the second creditors meeting. The Administrators request that you provide your consent as soon as possible and by Friday, 26 November 2021.

If the Administrators are unable to obtain unanimous resignations from the DSA members, the Administrators will seek an order from the Court to transfer DSA the membership of any member who has not resigned to Scope. If the Administrators are required to make this application in relation to your membership, the Administrators will notify you.

The Administrators understand you may have questions about this process or Scope as the new owner. As such, the Administrators invite you to attend an information session either in-person or virtually on Wednesday, 24 November 2021. If you wish to attend in-person, you will be required to show your proof of COVID-19 vaccination and may be subject to thermal screening on arrival. The meeting will have a Scope representative present to address any questions you may have about the future of DSA. The meeting details are as follows:

DATE	Wednesday, 24 November 2021
TIME	11:00am
LOCATION	104 Vanessa Street Kingsgrove NSW 2208
ONLINE MEETING LINK	<a href="https://dsa.webex.com/dsa/j.php?MTID=md61e36ff896304a26ce84f019fde707f">https://dsa.webex.com/dsa/j.php?MTID=md61e36ff896304a26ce84f019fde707f</a>
PHONE DIAL-IN	+61-2-9338-2221
MEETING NUMBER	2653 573 1440
MEETING PASSWORD	JqFPJV4NJ63

The Administrators look forward to hearing from you in due course.



**Disability Services Australia Limited**  
ABN 35 002 507 655  
104 Vanessa Street Kingsgrove NSW 2208  
PO Box 424 Kingsgrove NSW 1480  
P: 1300 372 121

If you are unable to attend the meeting and wish to have any questions answered, please contact Tom Austin on +61 3 8667 5715 or [taustin2@kpmg.com.au](mailto:taustin2@kpmg.com.au)

Yours sincerely

A handwritten signature in blue ink, appearing to read "Gayle Dickerson".

**Gayle Dickerson**  
Administrator

**FORMAL RESIGNATION FORM**

**To:**

Gayle Dickerson  
in her capacity as joint and several administrator of *Disability Services Australia Limited*  
(administrators appointed) ACN 002 507 655 (**DSA**) on behalf of the Secretary of *DSA*

Date:

**NOTICE OF RESIGNATION AS A MEMBER OF DSA**

I refer to the constitution of DSA (**Constitution**). Capitalised terms in this notice have the meaning given to it in the Constitution, unless otherwise defined.

**TAKE NOTICE** that, pursuant to clause 2.8(a) of the Constitution, I, \_\_\_\_\_,  
resign as a Member of DSA.

Pursuant to clause 2.8(b) of the Constitution, this resignation will take effect immediately following a resolution of creditors pursuant to section 439C(a) of the *Corporations Act 2001* (Cth) that DSA execute a deed of company arrangement.

.....  
(Signature)

.....  
(Name)