

Notice of Meeting of the Members of Kingston TVA Employees Credit Union

The Board of Directors of Kingston TVA Employees Credit Union (Kingston TVA ECU) has agreed to merge with Knoxville TVA Employees Credit Union (Knoxville TVA ECU). Therefore, the Board of Directors of Kingston TVA Employees Credit Union has called a special meeting of the members of this Credit Union at the main assembly room in the plant (714 Swan Pond Road, Harriman, TN 37748) on Thursday, September 19, 2024, at 4:00 PM.

The purpose of the meeting is to:

1. Consider and act upon a plan and proposal for merging Kingston TVA ECU with and into Knoxville TVA ECU, whereby all assets and liabilities of Kingston TVA ECU will be merged with and into the continuing credit union (Knoxville TVA ECU). All members in good standing with Kingston TVA ECU will become members of the continuing credit union and will be entitled to and will receive shares in the continuing credit union for the shares they own in Kingston TVA ECU on the effective date of the merger.
2. Ratify, confirm, and approve the action of the Board of Directors in authorizing the officers of Kingston TVA ECU, subject to the approval of members, to do all things and to execute all agreements, documents, and other papers necessary to carry out the proposed merger.

The Board of Directors of Kingston TVA ECU encourages you to attend the meeting and vote on the proposed merger. Whether or not you expect to attend the meeting, we urge you to sign, date, and promptly return the enclosed ballot to vote on the proposed merger.

If you wish to submit comments about the merger to share with other members, you may submit them to the National Credit Union Administration (NCUA) at <https://www.ncua.gov/support-services/credit-union-resources-expansion/credit-union-merger-resources/comments-proposed-credit-union-mergers> or mail to:

NCUA - Office of Credit Union Resources and Expansion
1775 Duke Street
Alexandria, VA 22314

RE: Member-to-Member Communication for Kingston TVA ECU and Knoxville TVA ECU merger.

The NCUA will post comments received from members on its website, along with the member's name, subject to the limitations and requirements of its regulations.

Other Information Related to the Proposed Merger:

The Board of Directors has carefully evaluated and analyzed the assets and liabilities of the credit unions and the value of shares in both credit unions. The financial statements of both credit unions, as well as the projected combined financial statement of the continuing credit union, follow as separate documents. In addition, the following information applies to the proposed merger.

Reasons for merger:

The Board of Directors has concluded that the proposed merger is desirable and in the best interests of members for the reasons stated below:

A merger has become necessary by the pending closure of the TVA Fossil Plant. A merger with Knoxville TVA ECU will bring financial strength and stability, a broader branch network, continued community focus, expanded products and services. Kingston TVA ECU and Knoxville TVA ECU have a clear vision of a stronger, unified organization where members greatly benefit.

Net worth:

The net worth of a merging credit union at the time of a merger transfers to the continuing credit union; as of the period ending December 31, 2023, Kingston TVA ECU at 25.62% has a higher net worth ratio than Knoxville TVA ECU at 9.30%.

Share adjustment or distribution:

Kingston TVA will distribute a monetary gift upon completion of the merger of \$50 to each member.

Locations of merging and continuing credit union:

Kingston TVA ECU's office at 714 Swan Pond Road, Harriman, TN 37748, will remain open after the merger until the plant closes. Knoxville TVA ECU's main office is located at 1409 Centerpoint Blvd, Knoxville, TN 37932.

Knoxville TVA Employees Credit Union Branch Locations: (East TN area)

The closest Knoxville TVA ECU branch to the existing Kingston TVA ECU office is 2.5 miles away at
1916 Roane State Highway, Harriman, TN 37748

Current Branch Locations

Alcoa - 1113 Hunters Crossing Dr
Bearden - 4611 Kingston Pike
Downtown Knoxville - 31 Market Sq
Halls - 7459 Maynardville Pike
Holston - 4118 Asheville Highway
Jefferson City - 662 E. Broadway Blvd
Johnson City - 2004 N. Roan Street
Kingsport - 2518 E. Stone Dr
Lenoir City - 455 Market Drive
Maryville - 2325 Market Place Dr

Morristown
East - 3101 Miller's Point Dr
South - 5327 Winners Circle Rd
West - 4310 Winkler Ave
North Knoxville - 4520 Greenway Dr
Northshore - 1974 Town Center Blvd
Piney Flats - 5271 Highway 11 E
Powell - 7515 Central Avenue Pike
Roane County - 1916 Roane State Hwy
Sevierville - 1037 Middle Creek Rd
South Knoxville - 7210 Chapman Hwy
Turkey Creek - 11490 Parkside Dr
West Knoxville - 102 N. Seven Oak Dr

Please go to tvacreditunion.com/locations for detailed information on Knoxville TVA ECU's 24 branch locations in the East Tennessee area.

Changes to services and member benefits:

On the effective date of the merger, Kingston TVA ECU will continue to operate with the existing products and services, and Knoxville TVA ECU services will be introduced during a conversion period over the following months. Expanded services will include a variety of saving and borrowing options, access to the extended branch network, 24/7 call center, and high quality online and mobile banking services.

Merger-related financial arrangements:

NCUA Regulations require merging credit unions to disclose certain increases in compensation that any of the merging credit union's officials or the five most highly compensated employees have received or will receive in connection with the merger.

The following individuals have received or will receive such compensation: Upon completion of the merger with Knoxville TVA ECU, the board approves a severance payout to our two employees of one year's annual income based on their highest year of pay since 2017.

Marsha Adkisson, Manager, will receive \$68,441.27 in severance.

Beverley Kelley, Assistant Manager, will receive \$21,348.38 in severance.

Please note that the proposed merger must have the approval of two-thirds of ten percent of the members of Kingston TVA ECU.

Enclosed with this Notice of Special Meeting is a Ballot for Merger Proposal. Please complete and mail the ballot using the self-addressed, postage-paid envelope enclosed.

To be counted, your ballot must be received by 3:00 PM, Monday, September 16, 2024.

BY THE ORDER OF THE BOARD OF DIRECTORS:
Chairperson of the Board:



Dean Kidd
June 20, 2024