

Notice of Meeting of the Members of Centra Credit Union

The Board of Directors of Centra Credit Union have called a special meeting of the Members of Centra Credit Union at Centra Corporate Headquarters, 3801 Tupelo Drive, Columbus, IN 47201 on Monday, June 3, 2024 at 3 pm. The purpose of this meeting is:

1. To consider and act upon a plan and proposal for merging Centra Credit Union with and into Hoosier Hills Credit Union (hereinafter referred to as the "Continuing Credit Union"), whereby all assets and liabilities of Centra Credit Union will be merged with and into the Continuing Credit Union. All Members of Centra Credit Union will become Members of the Continuing Credit Union and will be entitled to and will receive shares in the combined Credit Union for the shares they own in Centra Credit Union on the effective date of the merger.
2. To ratify, confirm and approve the action of the Board of Directors in authorizing the officers of Centra Credit Union, 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 Centra Credit Union 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 NorthPark Credit Union to Centra Credit Union 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 of Hoosier Hills and Centra Credit Union for several reasons.

Hoosier Hills and Centra Credit Union are well aligned in their commitment to Members. Hoosier Hills' mission statement "To be better for our members by making a positive difference in their lives and in the communities we serve" is similar to Centra's vision statement of "Creating value for our Members, Team Members, and the Communities we serve." Both organizations also strongly support the credit union philosophy of "People Helping People," as evidenced in their mission and vision statements. A merger partnership between the two organizations will allow the combined entity to make even more progress on these commitments.

Trends in the financial services industry also clearly point to the need for greater scale. Upon closing, the combined Credit Union will have approximately \$3 billion in total assets, which will support sustained and strengthened service to Members through enhanced products, technology, and convenience, as well as pricing. The larger footprint of the combined Credit Union will also support strong organic growth for the future.

Aside from the positive organizational impacts for the Membership as a whole, individual Members of both credit unions will gain access to new products, services, and rewards. Hoosier Hills has extensive property and casualty insurance offerings while Centra brings resources for wealth management and investing to Members. The larger organization will also be able to bring to products and technology to market sooner to better meet Members' changing needs. Plus, with scale comes the ability to offer Members even more competitive pricing. Due to the nature of the partnership between Hoosier Hills and Centra, Members will benefit from all these enhancements while still working with the same familiar faces they do now.

All Team Members from Hoosier Hills and Centra will be offered comparable roles in the combined Credit Union. Additionally, all Team Members will receive similar or better compensation and benefits packages. The combined Credit Union will adopt a compensation philosophy to pay above market rates to attract and retain top talent to serve Members and enhance services available to them. Team Members will also have access to more training, resources, and development opportunities to grow their career with the combined Credit Union.

Hoosier Hills and Centra are both strong supporters of the communities they serve, providing financial support, paid volunteer time, and financial education. Hoosier Hills has a formalized "1% Pledge" to give at least 1% of net income to non-profit organizations in its communities. This pledge will continue to be honored by the combined Credit Union. Centra committed to a new department focused on financial outreach, education and inclusion, which will be expanded across the new, larger footprint of the combined organization. The combined Credit Union will be an even stronger supporter of the community, pledging to donate an additional portion of net income generated when the credit union performs well.

Another benefit of the scale achieved through the partnership is the ability to expand into new and underserved markets at a quicker pace. All locations and service centers of both credit unions will remain open under the combined Credit Union. Additionally, the combined Credit Union will focus on continued growth through new and enhanced locations and delivery channels.

Throughout the process of combining both strong credit unions into a single combined Credit Union, the Voice of the Member will remain a guiding force. Both credit unions prioritize Member feedback and input in their current operations and the Combined Credit Union will expand opportunities for Member input by adding advisory councils. The advisory councils will help ensure the combined Credit Union remains in touch with Member feedback and preferences across the entirety of the combined field of Membership.

Centra Credit Union's President & CEO, Rick Silvers, will continue to be the President & CEO of the combined Credit Union after the proposed merger. The combined Credit Union will also benefit from the addition of Hoosier Hills Credit Union's current CEO, Travis Markle, joining as Chief Experience Officer. Senior and Executive leadership from both organizations will remain a part of the leadership team to guide and support the combined Credit Union.

The Board of Directors has also determined that it is in the best interest of Members of both Credit Unions for Centra Credit Union to merge into the Hoosier Hills charter while retaining the Centra name. Merging into the Hoosier Hills charter provides some additional opportunity and eligibility in strategic planning that will be beneficial to the combined Credit Union. The Board of Directors of both Credit Unions will also be combined into a single board, with representation from both Credit Unions relative to their asset size and Membership.

Net worth: Centra Credit Union's net worth as of September 30, 2023 was \$251.36 million and net worth ratio was 12.20% with Hoosier Hills Credit Union's at \$78.29 million and 8.81%. The combined net worth projection for the combined Credit Union as of September 30, 2023 is \$329.65 million and 11.18% net worth ratio. Upon the merger, the net worth of Centra, as merging credit union will transfer to the combined Credit Union.

No Share Adjustment: Centra Credit Union will not distribute a portion of its net worth to its members in the Merger. The Board of Directors has determined a share adjustment, or other distribution of Centra Credit Union's net worth is unnecessary. The Directors of Centra Credit Union and Hoosier Hills Credit Union have carefully analyzed the assets and liabilities of the Credit Unions and have appraised each Credit Union's share values.

It is the opinion of the Board of Directors of Centra Credit Union and Hoosier Hills Credit Union that the merger should be completed without any adjustment in shares of the members of either credit union upon completion of the merger. Based on the current financial and statistical reports, the Credit Unions have made a joint appraisal of assets and liabilities to determine the value of shares in each Credit Union. An analysis of the share values of Centra Credit Union, Hoosier Hills Credit Union, and the combined market value probable asset/share ratio value of the combined Credit Union are as follows: Centra Credit Union 112%; Hoosier Hills Credit Union 108%; and combined Credit Union 122% The



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Columbus, Indiana 47202
800-232-3642 | Centra.org

Credit Unions have determined that the shares in each Credit Union are substantially equal in value and no share adjustments are warranted.

The main office of the Continuing Credit Union will be as follows:

3801 Tupelo Drive, Columbus, IN 47201

The branch offices(s) of the Continuing Credit Union will be as follows:

1430 National Road, Columbus, IN 47201
189 Commercial Street, Nashville, IN 47448
2165 Jonathan Moore Pike, Columbus, IN 47201
501 Washington Street, Columbus, IN 47201
2020 26th Street, Columbus, IN 47201
15701 North US 31, Edinburgh, IN 46124
1803 North Lincoln Street, Suite A, Greensburg, IN 47240
303 Clifty Drive, Madison, IN 47250
975 Veterans Drive, North Vernon, IN 47265
520 South Jackson Park Drive, Seymour, IN 47274
2450 East State Road 44, Shelbyville, IN 46176
710 Northwest Ordinance Lane, New Albany, IN 47150
2125 Veterans Parkway, Jeffersonville, IN 47130
2150 State Street, New Albany, IN 47150
1122 Veterans Parkway, Clarksville, IN 47129
1208 South Jackson Street, Salem, IN 47167
281 North Gardner Street, Scottsburg, IN 47170
1618 West McClain Avenue, Scottsburg, IN 47170
651 Hamburg Way, Suite 100, Sellersburg, IN, 47172
450 Patrol Road, Jeffersonville, IN 47130
4720 Baker Street, Lakewood, NY 14750
11711 North Pennsylvania Street, Suite 101, Carmel, IN 46032
9377 North US 301, Whitakers, NC 27891
4562 North Shadeland Avenue, Indianapolis, IN 46226
1111 Market Street, Charlestown, IN 47111
1365 Highway 135 NW, Corydon, IN 47112
450 S Lebanon St, Lebanon, IN 46052 (Reopening in 2024)
9600 Zionsville Rd, Zionsville, IN 46077 (Reopening in 2024)
630 Lincoln Ave, Bedford, IN 47421 (2 offices—one retail, one commercial and mortgage services)
45 Teke Burton Drive, Mitchell, IN 47446
960 North Gospel St, Paoli, IN 47454 (2 offices—one retail, one commercial and mortgage services)
125 Main St, Oolitic, IN 47451(ATM only)
3010 Newton St, Jasper, IN 47546
8487 West College St, French Lick, IN 47432

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419 North Main St, Chrisney, IN 47611
3311 Michael Ave, Bedford, IN 47421(ATM only)
923 Payne St, Tell City, IN 47586
3590 State Rd 46, Bloomington, IN 47404
600 Wilson Creek Rd, Lawrenceburg, IN 47025
317 Ridge Ave Greendale, IN 47025

Changes to Services and Member Benefits. The Credit Unions have made no post-merger plans to reduce branch facilities, ATM network access, or products and services currently offered to Members. The combined Credit Union may analyze the future branching and ATM network offering to members, as well as pricing and features associated with certain products, and make changes based on the best interests of the Members.

Summary of Merger Plan. In addition to this notice, enclosed is a Summary of the Merger Plan which provides important Merger information including: the organization of the Board of Directors and Supervisory Committee; information on Senior Management and existing contracts and benefit plans; information on products and services anticipated after the Merger; and an itemized estimate of the direct costs of the merger.

Effective Date. Subject to approval by the Indiana DFI, NCUA and Members of Centra Credit Union and NorthPark Credit Union, the Credit Unions have planned an effective date for the merger of July 1, 2024.

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. No merger related financial arrangement or other financial incentive has been offered or provided to any official (Board or Supervisory Committee Member), management staff, or employee of Centra Credit Union in connection with the approval or consummation of the Merger.

Merger Ballot and Approval: Please note that the proposed merger must have the approval of the majority of members who vote. At the bottom of this page, you will find a link to download the "Ballot for Merger Proposal." If you cannot attend the meeting, please download and complete the Ballot and return it to Centra's Corporate Headquarters, Attn: Suzie Clappitt, 3801 Tupelo Drive, P.O. Box 789, Columbus, IN 47202. To be counted, your Ballot must be received, either by mail or hand delivery, by June 3, 2024 at 3 pm.

BY THE ORDER OF THE BOARD OF DIRECTORS:

Jim Bickel, Chairperson

November 1, 2023

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Ballot for Merger Proposal

Name of Member:

Member/Account Number:

Centra Credit Union must receive this ballot *by 3 pm on Monday, June 3, 2024*. Please return this ballot to Centra Corporate Headquarters, Attn: Suzie Clampitt, PO Box 789, Columbus, IN 47202

I have read the Notice of Special Meeting for the members of Centra Credit Union. The meeting will be held on Monday, June 3, 2024 at 3 pm at Centra Corporate Headquarters, 3801 Tupelo Drive, Columbus, IN 47201 to consider and act upon the merger proposal described in the notice. I vote on the proposal as follows (check one box):

☐ **Approve** the proposed merger and authorize the Board of Directors to take all necessary action to accomplish the merger.

☐ **Do not approve** the proposed merger.

(Member Signature)

(Member Printed Name)

(Date)

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