

Notice of Annual General Meeting

Bayswater Community Financial Services Limited
A.B.N. 60 092 770 593

To be held at 6.30pm on Monday 6 November 2017
at Bayswater City Soccer Club, Cnr Garrett Road and Whatley Crescent
BAYSWATER 6053

Ordinary Business

1. Receipt of Annual Report

To receive the Company's Financial Report, the Director's Report and the Auditor's Report for the year ended 30 June 2017.

2. Election of Directors

To consider, and if thought fit, to pass each of the following resolutions as an ordinary resolution.

You are only required to vote for 4 candidates out of the 7 nominations as there is only 4 director positions available on the board.

Re-election of Director retiring by rotation

- (a) That **Mr Michael Anderton** be elected as a Director of the Company.
- (b) That **Mr Tadeusz Budzinski** be elected as a Director of the Company.
- (c) That **Mr Alan Radford** be elected as a Director of the Company.

Re-election of Director appointed since last Annual General Meeting

- (d) That **Mrs Louise Rowe** be elected as a Director of the company.

Election of new Director

- (e) That **Mr Christian Dengler** be elected as a Director of the Company.
- (f) That **Mr Adam Howard** be elected as a Director of the Company.
- (g) That **Mrs Sally Palmer** be elected as a Director of the Company.

Attending the meeting

All shareholders may attend the Annual General Meeting.

Joint holders: In the case of joint shareholders, all holders may attend the Meeting. If only one holder attends (including by proxy), that shareholder may vote at the Meeting as if that holder were solely entitled to the shares. If more than one joint holder is present (including by proxy), the joint holder whose name appears first in the register may vote.

Proxy: If you are unable to attend the Meeting, you are entitled to appoint a proxy to attend and vote. See the attached Proxy Form for information on appointing a proxy.

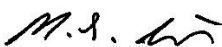
Corporate shareholder: A corporate shareholder may appoint one or more persons to act as its representative under section 250D of the Corporations Act, but only one representative may exercise the corporate shareholder's powers at any one time. The company requires written evidence of a representative's appointment to be given to the company before the meeting.

Voting rights

Each shareholder is entitled to **one** vote.

For the purposes of voting at the Meeting, shares will be taken to be held by the persons who are registered as shareholders as at **5.00pm (WST) on Thursday 2 November 2017**.

By order of the Board



Mr Michael Anderton
Company Secretary

Notice of Annual General Meeting

Explanatory Notes

This information has been included to assist you in making an informed decision about the resolutions proposed at the meeting.

Agenda Item 2: Election of Directors

In regards to the following director positions, you are only required to vote for 4 candidates out of the 7 nominations as there is only 4 positions available on the board.

The following information is provided about candidates for election to the Board.

Re-election of Director retiring by rotation

(a) **Mr Michael Anderton** retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election:

I am the Company Secretary and have been on the board since 2004. My history with Bayswater Community Financial Services Limited (BCFSL) and the Bendigo Bank team dates back to 2002 with the establishment of the Noranda Steering Committee for which I was the Deputy Chair. This process took over two years and was an exciting challenge but enjoyable one. We finally opened the second branch of BCFSL at Noranda on the 4th of October 2004 which was a major community celebration.

In July 2017, I celebrated 10 years in the role of Company Secretary for BCFSL. My professional skills have enabled me to negotiate fair and equitable employment agreements which are well regarded by the board and employees. I can assure all shareholders that I will continue to serve community interests and grow our asset with your continued support.

(b) **Mr Tadeusz Budzinski** retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election:

I have 44 years' experience in the Finance sector, during which I held various positions, including Company Secretary, CEO, accountant and director in audit and taxation activities, and consultancy work through the management advisory service.

At Australia Post I successfully implemented a standardised budgeting process throughout all post offices in Western Australia, and introduced an overnight funds investment system.

During the last 22 years of my career, I was the Director of Finance at the City of Bayswater. It was through this role I became interested and involved in community banking, including the establishment of the first metropolitan Bendigo **Community Bank®** in Bayswater followed by Noranda.

Since the inception of BCFSL, I have held the role of Treasurer and director and enjoy being actively engaged in these roles.

I have a long history of involvement in community groups and look forward to continuing to play an active role in the future development and stability of our Company.

(c) **Mr Alan Radford** retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election:

I am a self-funded, retired, Principal Technical Officer previously employed by Telstra. I have been a City of Bayswater Councillor for over 14 years; with my term finishing on 21 October 2017. I will not be standing again so I can spend more time as a Director of BCFSL and be more involved where required.

I am a board member of Hampton Park and Noranda Primary schools, both Independent Public Schools. I am an active member of Noranda Probus and will be standing for Deputy President in March 2018, which will make me President in 2019.

During my service as director of BCFSL, I have been involved in the start-up of Noranda **Community Bank®** Branch, staff employment and alterations to branch layouts as well as serving on several committees, many community events and branch expansion activities.

(d) **Mrs Louise Rowe** having been appointed by the Board since the last Annual General Meeting, retires in accordance with the constitution of the company, and being eligible, offers herself for election:

I am the Director, Corporate Communications at Tourism WA. I have extensive experience in broadcast journalism, having worked predominantly at 6PR and 96fm in Perth. Following my radio career, I joined the Department of Corrective Services where I specialised in government corporate communications and issues management.

I have lived in the City of Bayswater for most of my life and was a former member of the Bayswater State Emergency Service. I attended Morley Primary School in the 1970s; my children attended Bayswater Primary School and my son played for the Morley Bulldogs football team. Most weekends I can be found at Riverside Gardens with my dogs. I am committed to animal welfare, including greyhound fostering for Greyhounds as Pets. I have also held fundraising roles supporting cystic fibrosis, suicide prevention and mental health issues. I am delighted to be a director of BCFSL and to play a role in community capacity building.

Election of New Director

(e) **Mr Christian Dengler** has not previously served as a Director, and offers himself for election:

I am the CEO of the Central Eastern Business Association (CEBA) and believe I can help better connect the Bayswater and Noranda Bendigo branches with the business community. Local businesses should be banking with Bendigo because it shows that they are community minded. We need to promote this concept and help the businesses see the benefits in forming a banking relationship with Bayswater Community Financial Services.

I have previously worked for iiNet, and currently own and operate a small Information Technology company which is focused on helping people, and businesses, use developing technologies to their full potential. Are we?

Through my experience, I have a proven track record in successfully consulting with business owners on the technical challenges they sometimes face. I am a methodical and logical thinker with the ability to provide creative solutions.

Please vote for some new ideas, new connections and new technology ideas.

Vote Chris Dengler.

(f) **Mr Adam Howard** has not previously served as a Director, and offers himself for election:

Having lived in Bedford for 13 years I have had the opportunity to be involved in a number of community organisations, serving on the committees of the Mt Lawley-Inglewood Junior Football Club, the Bayswater Tennis Club and the Bayswater Early Starters Program 3 year old kindy.

I am young, enthusiastic and keen to see the local community thrive, and I believe that for this to occur all community organisations require leadership that is ethical and transparent.

My professional experiences in small business, the public sector and banking and finance have provided me with skills useful for a Board member of a community bank, and include financial analysis, profit and loss management, negotiation and communication skills and awareness of and compliance with industry and statutory governance requirements and ethical conduct guidelines.

I look forward to helping the Bendigo Bank continue to contribute to the local community.

(g) **Mrs Sally Palmer** has not previously served as a Director, and offers herself for election:

My name is Sally Palmer. I have been trained in Corporate Governance and Fiduciary Duties. I embrace the Directors Duties as listed in the Corporations Act and want to see better potential in our local community bank.

My business acumen: through my current role at Home Hunters holding a triennial licence, past chairperson REIWA Eastern Agents Group, previously Co Director/Principal of Carters Real Estate Bayswater.

Connected with various community groups: Bayswater Community Garden, Bayswater Deserves Better, the Bayswater Urban Tree Network and member in various council committees, the Bayswater SES and Chairperson of the LEMC City of Bayswater.

I believe Bayswater Community Financial Services needs fresh ideas, new concepts in social media, and stronger community relationships; all built on a bedrock of good Corporate Governance.

Please vote for some new ideas, new connections and new community representation with more acknowledgment to shareholders.

Sally Palmer

The Chairman of the Meeting intends to vote undirected proxies in FAVOUR of electing the current directors, Mr Michael Anderton, Mr Tadeusz Budzinski, Mr Alan Radford and Mrs Louise Rowe.