

Notice of Annual General Meeting

BEROWRA & DISTRICT FINANCIAL SERVICES LIMITED A.B.N. 62 116 755 938

The 2022 Annual General meeting will be held at Berowra Football Club Clubhouse, Berowra Waters Road, Berowra, NSW on Tuesday 22 November 2022 at 6.00pm

ATTENDANCE AT THE ANNUAL GENERAL MEETING:

This year's Annual General Meeting will be held at Berowra Football Club Clubhouse, Berowra Waters Road, Berowra, NSW on Tuesday 22 November 2022 commencing at 6.00pm. If you intend to vote at the meeting, please arrive by 5.30pm to register.

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 2022. (A copy of the Annual Report which includes the Financial Report is available on the website www.bendigobank.com.au/berowra/ in the Investor & Shareholder section.

2. Re-Election of Directors

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

Re-election of Directors retiring by rotation in accordance with the constitution of the company, and being eligible, offer themselves for re-election.

- A.** That **Thomas Collins** be re-elected as a director of the company.
- B.** That **Gregory Steptoe** be re-elected as a director of the company

3. Election of Director

That **Stephen Hitchcock** 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 himself for election as a director of the company.

ANNUAL REPORTS

It is no longer a requirement to send shareholders a printed Annual Report. This is better for the environment and saves printing costs. The Annual Financial Report including the Directors' Report and the Auditor's Report for the year ended 30 June 2022 is available on The Community Bank Berowra & District website –www.bendigobank.com.au/berowra/ >Investors & Shareholders > Financial Statements and Reports

Should you require a hard copy of the Annual report please contact the branch on 02 9456 2265 or send an email to berowra@bendigoadelaide.com.au

ATTENDING THE MEETING

All shareholders may attend the Annual General Meeting and each shareholder is entitled to one vote.

Notice of Annual General Meeting

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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 only vote.

Proxy: If you are unable to attend the Meeting, you are entitled to appoint a proxy to attend and vote. A proxy form accompanies this Notice of meeting. A member entitled to attend and vote at this meeting is entitled to appoint a proxy. The proxy need not be a member of the Company.

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. Please email us to receive a copy of the Corporate Representative form or to submit you completed form.

Voting rights: Each shareholder is entitled to **one** vote (regardless of the number of shares held).

QUESTIONS FOR THE MEETING

You will have an opportunity to ask questions at the meeting, however, it would be appreciated if you could submit any questions ahead of the AGM to ensure we address them fully at the meeting.

Email questions to the Company Secretary berowra@bendigoadelaide.com.au

By order of the Board



IAN GREENTREE

Company Secretary 18 October 2022

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EXPLANATORY NOTES

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

Agenda

Item 1. Receipt of Annual Report

The Annual Report is available to view or download on the Investors & Shareholders page on the branch website. www.bendigobank.com.au/berowra/

Berowra & District Financial Services Limited's Annual Report including the financial report and other items will be laid before the meeting in accordance with the Corporations Act. There is no requirement for shareholders to approve those reports. However, the Chairman will allow a reasonable opportunity for shareholders at the meeting to ask questions.

Agenda item 2. Re-election of Directors Rules 62(1) and 62 (20) of the Constitution.

To be elected, a candidate must receive more votes in favour of their election than against.

Item 2. Re-election of Directors retiring by rotation

The following directors have all served as unpaid directors for several years contributing their time as volunteers. Each of these directors has brought valuable skills and experience to the Board.

- A. Thomas Collins** retires by rotation in accordance with the Constitution of the company, and being eligible, offers himself for re-election.

Non-executive director Occupation: Self Employed

Qualifications, experience, and expertise: Thomas is self-employed and currently running a private investment business, following a 20 year career in accounting and management with companies including Price Waterhouse Coopers, Volvo, Pacific Brands, Coleman Brands, and finally as Finance Director for Australia and New Zealand, first for Pure Fishing Australia and then for Jarden Australia, a subsidiary of a Fortune 500 NYSE listed company. Thomas is a chartered accountant by profession. He has continually worked with or as part of company executive management, initially as a member of the Institute of Chartered Accountants in Australia, and more recently as a member of the Chartered Institute of Management Accountants. He has lived in Mt Ku-ring-gai for over 15 years and supported the community, serving in the Mt Ku-ring-gai RFS Brigade, managed and coached for the Mt Colah Colts Football Club and his children attend Mt Ku-ring-gai Public School.

Special responsibilities: Chairman and Treasurer

Interest in shares: nil share interest held

- B. Gregory Steptoe** retires by rotation in accordance with the Constitution of the company, and being eligible, offers himself for re-election.

Non-executive director Occupation: Retired

Qualifications, experience and expertise: Gregory is a retired Public Service Administrator, a qualified Justice of the Peace, and a life member and past Treasurer of the Berowra Football Club

Notice of Annual General Meeting

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Special responsibilities: Assistant to Treasurer

Interest in shares: nil share interest held

Item 3. Election of Stephen Hitchcock as a Director of the company.

In accordance with the Company's Constitution, a director appointed to the Board by the Directors in the period after the last annual general meeting may only hold office until the next annual general meeting of the Company and is then eligible for election at the meeting. Stephen was appointed by the Board since the last Annual General Meeting and retires in accordance with the constitution of the company, and being eligible, offers himself for election.

Non-executive director (appointed 26 July 2022)

Occupation: Management Consultant

Qualifications, experience and expertise: Steve has spent his entire career in financial services, predominantly in the life insurance industry. His experience includes actuarial, marketing, product management, underwriting, claims, compliance and risk management.

Steve attained General Manager and Chief Operating Officer roles at TAL, InsuranceLine and NobleOak. Over the last 10 years, Steve has successfully run his own management consultancy business. He is a qualified actuary, certified compliance professional and member of the Australian Institute of Company Directors.

Special responsibilities: Nil

Interest in shares: nil share interest held