

NOTICE OF ANNUAL GENERAL MEETING

Buninyong & District Financial Services Ltd
A.B.N. 63 137 673 388

To be held at 7pm on 16 November 2011
at Buninyong Town Hall

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 2011.

2. Election of Directors

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

Re-election of Director retiring by rotation

(b) That **Stephen John Falconer** be re-elected as a Director of the Company.

(c) That **Ronald Leslie Delaland** be re-elected as a Director of the Company.

3. Appointment of Auditor

To consider, and if thought fit, pass the following resolution as an ordinary resolution.

That the appointment of **Richmond Sinnott and Delahunty Chartered Accountants** as Auditor of the Company be approved.

4. Ordinary Business

To consider, and if thought fit, pass the following resolution as an ordinary resolution.

That **future Annual Reports (commencing with 2011/12) be made in "soft copy" and distributed to shareholders as a default condition though the Company's website, and distributed to shareholders by exception by printed copy by post** be approved.

The company will disregard any votes cast (in any capacity) on item 4 by or on behalf of a member of key management personnel (which includes Directors) unless the vote is cast as proxy for a person entitled to vote in accordance with a direction on the proxy form.

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 restrictions

Key management personnel of the Company (and any closely related party of any such member) are excluded from voting on all resolutions that are directly or indirectly related to the remuneration of key management personnel and will not be able to vote your proxy unless you direct them how to vote. If you intend to appoint the Chairman of the meeting as your proxy, you can direct him or her to vote by marking the Chairman's box on the proxy form (in which case the Chairman of the meeting will vote in favour of this item of business).

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For the purposes of these voting restrictions:

- The 'key management personnel' for **Buninyong and District Financial Services Ltd** are those persons having authority and responsibility for planning, directing and controlling the activities of the company, either directly or indirectly, including any director (whether executive or otherwise) of that company.
- A 'closely related party' of a member of the key management personnel for **Buninyong and District Financial Services Ltd** includes a spouse or child, a child of the member's spouse, a dependent of the member or of the member's spouse, or anyone else who may be expected to influence the member (or be influenced by the member) in the member's dealings with the company.

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 members as at **5:00pm** on **16/11/11**

By order of the Board

Stephen John Falconer
Company Secretary
10/10/11

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

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

Re-election of Director retiring by rotation

- (a) **Stephen John Falconer** retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election.
- b) **Ronald Leslie Delaland** retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election.

Agenda item 3. Appointment of Auditor

Item 3 is an ordinary resolution to seek your approval for the appointment of **Richmond Sinnott and Delahunty** as the Company's Auditor.

The Board has received **Richmond Sinnott and Delahunty** consent to act and written notice of **Richmond Sinnott and Delahunty** nomination as Auditor from a shareholder.

The appointment of **Richmond Sinnott and Delahunty** requires approval of shareholders under the Corporations Act.

Richmond Sinnott and Delahunty have successfully performed the Company's audit for the periods 2009-10 and 2001-11

Agenda item 4. Ordinary Business

Item 4 is an ordinary resolution to seek your approval for **future Annual Reports (commencing with 2011/12) be made in "soft copy" and distributed to shareholders as a default condition through the Company's website, and distributed to shareholders by exception by printed copy by post.**

The purpose of this resolution is to reduce the discretionary operating overhead of the company.