

Notice of Annual General Meeting

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

To be held at 7pm on 26 November 2014
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 2014 which is available from our branch website www.bendigobank.com.au/buninyong under Investor Relations and a limited number of hardcopies will be available from our bank branch.

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

- (a) That **Stephen John Falconer** be elected as a Director of the company.
- (b) That **Amber Jane Balazic** be elected as a Director of the company.
- (c) That **Ian James Corcoran** be elected as a Director of the company.

Election of new Director

- (d) That **Peter John Mees** 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 **5pm on 21/11/14**.

By order of the Board



Neil John Blanchard
Company Secretary
4/11/14

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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 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) **Amber Jane Balazic** retires by rotation in accordance with the constitution of the company, and being eligible, offers himself for re-election.

(c) **Ian James Corcoran** retires by rotation in accordance with the constitution of the company, and being eligible, offers himself for re-election.

Election of New Director

(d) **Peter John Mees** has not previously served as a Director, and offers himself for election.

“Peter is a commercial lawyer who has recently moved to Buninyong from Melbourne with his wife and two daughters. He has over twenty years’ of strong experience as a practising commercial lawyer, firstly with major national firms and as corporate solicitor for ANZ Bank, followed by fifteen years in his own practice. Peter’s qualifications include an honours degree in Law from Monash University, a Master of Laws from the University of Melbourne, and an Accredited Business Law Specialisation from the Law Institute of Victoria.

Peter would bring to Buninyong & District Financial Services Limited significant transactional experience together with a detailed understanding of many of the legal issues affecting SMEs involving contracts, compliance, risk management and disputes. He has a long history of successful community involvement and is presently a councillor of Buninyong Primary School and an honorary life member of Yarra Yarra Rowing Club.”

The Board recommends the election of Peter John Mees as a director