

Notice of Annual General Meeting

Clifroy Limited
A.B.N. 31 114 604 358

**To be held in person* at 6.30pm AEDT on Wednesday 8 December 2021 at
Clifton Hill Hotel, 89 Queens Parade (corner Wellington Street) Clifton Hill, Vic 3068**

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 2021.

2. Election of Directors

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

Resolution 1 - that **Graeme Russell** be elected as a Director of the company.

Resolution 2 - that **Amelia Jane Collins** be re-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 members as at 5.00pm AEDT on **Monday 6 December 2021**

By order of the Board
Adrian H Nelson
Company Secretary
9 November 2021

* Due to Victorian Government regulations in place at time of writing, entry to the venue will be restricted to persons who have received two doses of an approved COVID-19 vaccine and can show a valid Vaccination Certificate upon request.

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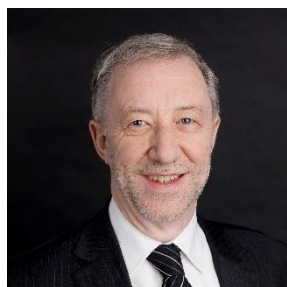
Explanatory Notes

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.

Director, **Graeme Russell**, 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. The following is a brief profile for your information.



***Graeme Russell** was Chief Executive Officer of industry funds Media Super and First Super, and a trustee director of JUST Super, TISS and Media Super. He currently chairs skills organisation IBSA (Innovation & Business Skills Australia).*

Graeme also served as Chief of Staff to a Victorian Minister, and held senior commercial management roles at Melbourne and Monash Universities, the Trade Union Training Authority, STA Travel and The Melbourne Times. Graeme was also a strategy consultant and Chartered Accountant in practice.

His community service includes Member of the Independent Panel on Best Practice Union Governance, Trustee of the Sustainable Melbourne Fund, Foundation Chairperson of the Inner Metropolitan Regional Association of Councils and Councillor and Mayor of the City of Collingwood.

Director, **Amelia Jane Collins** retires by rotation in accordance with the constitution of the company, and being eligible, offers herself for re-election. The following is a brief profile for your information.



Like many, I've long had the desire to make a meaningful contribution to my community but struggled to find the best way to do that in a way that makes a real difference. I think the Community Bank model speaks directly to the fabric of Australian culture -support your mates and they will support you.

I was instantly drawn to the opportunity to join a Community Bank Board, first with the Murrumbreena Branch and more recently with Clifroy. I believe the Community Bank model is full of opportunity for those who work in it, the customers that choose it and the communities who benefit from it.

Having worked for more than twenty years in various brand, marketing and professional communications roles in competitive service and retail markets, I believe I bring a deep understanding of the importance of a customer-centric brand and culture with a strong commercial and growth mindset.

Before joining the Clifroy Board, I served as a Director on the Murrumbreena Community Bank Branch Board for two years. I am a resident of Alphington and love where I live. This community continues to surprise and delight me. My son happily attends the local primary school and bikes around the Parklands. I am also a fitness coach with two Inner North fitness studios both called Hustle & Thrive and my husband can often be seen running the area to keep fit.