

Notice of Annual General Meeting

Dingley Village Financial Services Limited
A.B.N. 27 098 041 493

Twenty Second Annual General Meeting

To be held at 6:30pm on Thursday, 23 November 2023 Via “Zoom” Online Platform

The board have resolved that this year’s AGM will again be held virtually.

For a detailed overview of the company’s performance and operations for the year ended 30 June 2023, I encourage you to read the 2023 Annual Financial Report prior to the AGM. The 2023 Annual Financial Report and a copy of this Notice can be found on our website at: www.bendigobank.com.au/branch/vic/dingley-village-community-bank-branch/

Your participation in the Meeting is important to us. The online platform for the AGM can be accessed via Zoom.

You will need to register in advance for this meeting:

<https://us02web.zoom.us/meeting/register/tZAqcOqqqDMjHNP6X0HFaZ90Z5zhWZRpK2W2>

After registering, you will receive a confirmation email containing information about joining the meeting.

You will be able to listen to the proceedings, view the presentations, ask questions of the Board and vote in real-time. You may attend the Meeting online using your computer, your mobile phone or device. If you use your computer to attend the Meeting, you should use the Zoom platform. If you use your mobile phone or device to attend the Meeting, you should use the Zoom app (which you can download from the Apple App or Google Play stores by searching Zoom).

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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 2023.

2. Election and re-election of Board Endorsed Directors

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

- (a) That **Scott Lowther** having been appointed by the Board after the date of the 2022 Annual General Meeting be elected as a Director of the company.
- (b) That **Stephen Duggan** be re-elected as a Director of the company.
- (c) That **Adam Arness** 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 **Andrew White, Ashfords Audit and Assurance**, as Auditor of the company be approved.

Special Business

4. Mission statement

To consider, and if thought fit, pass the following resolution as a special resolution.

That the mission statement of the company as set out in the Annexure to this notice be adopted.

5. Dividend

To be announced

6. Dingley Village Citizen of the Year Award (in memory of Ron Vogt)

To be announced

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 on Monday, 20 November 2023**.

By order of the Board

Vitresh Lilani

Company Secretary

26 October 2023

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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.

- (a) Scott Lowther was appointed by the Board after the date of the 2022 Annual General Meeting and retires in accordance with the constitution of the Company, and being eligible, offers himself for re-election.
- (b) Stephen Duggan retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election.
- (c) Adam Arness retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election.

The re-election of the above-named directors are recommended by the Board.

Agenda item 3: Appointment of Auditor

Item 3 is an ordinary resolution to seek your approval for the appointment of **Andrew White, Ashfords Audit and Assurance** as the company's Auditor.

The Board has received **Andrew White's** consent to act and written notice of **Andrew White's** nomination as Auditor from a shareholder.

The appointment of **Andrew White** requires approval of shareholders under the Corporations Act.

Agenda item 4: Mission statement

Item 4 is a special resolution to seek your approval to adopt the mission statement for the company as set out in the Annexure to this notice.

In the opinion of the board, the mission statement accurately reflects the purpose of the company and will serve as a strategic focus for the board, shareholders, employees, customers and other stakeholders in our communities.

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Annexure

Dingley Village Financial Services Limited Mission Statement

Background

The directors of Dingley Village Financial Services Limited intend to submit an application for certification as a social enterprise with Social Traders Ltd (ABN 42 132 665 804) (Social Traders). Social Traders are the pioneers of social enterprise procurement in Australia and is Australia's only social enterprise¹ certifying body.

The mission statement set out below has been prepared to support Dingley Village Financial Services Limited's application with Social Traders and is presented to shareholders for approval.

Commitment to social purpose

1. In seeking certification with Social Traders, Dingley Village Financial Services Limited commits to the following mission statement (Mission Statement):

"Dingley Village Financial Services Limited's mission is to be a substantial, sustainable community-built business that contributes to community prosperity."

2. As a franchisee of Bendigo and Adelaide Bank Limited, Dingley Village Financial Services Limited is committed to returning profits generated from the operation of its Community Bank branch to local communities. The directors consider that the Mission Statement aligns with Dingley Village Financial Services Limited's Environmental, Social and Governance aspirations and its continued commitment to local communities.

Dividends and distributions

3. In seeking certification with Social Traders, Dingley Village Financial Services Limited commits to the following dividends and distributions statement:

"While Dingley Village Financial Services Limited operates as a social enterprise and maintains its certification with Social Traders, in distributing dividends in any 12 month period, the distribution for the period must not exceed an amount equivalent to or more than the verified public or community benefit (which is accepted by Social Traders) and/or otherwise must meet the relevant certification criteria of Social Traders."

4. The above statement supports Dingley Village Financial Services Limited's commitment to returning profits to local communities, whilst acknowledging the ongoing support and contributions from shareholders. The directors consider that this commitment provides a fair and balanced approach to local communities and to shareholders.

Changes to this Mission Statement

5. In seeking certification with Social Traders, Dingley Village Financial Services Limited agrees that this Mission Statement may only be amended or repudiated as follows:

"Any change to or repudiation of this Mission Statement requires the passing of a special resolution by shareholders. "

6. Once certification with Social Traders has been obtained, any changes to this Mission Statement may result in Dingley Village Financial Services Limited's loss of certification by Social Traders. Accordingly, this Mission Statement may only be amended or repudiated by a special resolution.

¹ For the purposes of this Mission Statement, a social enterprise means an entity that is recognised by Social Traders as a 'Social Enterprise' under its certification criteria. A Community Bank company that does not have such certification from Social Traders is not a social enterprise.