

**DROUIN AND DISTRICT COMMUNITY FINANCIAL SERVICES LTD
2025 ANNUAL GENERAL MEETING MINUTES**

**Held at Drouin Golf Club, McGlone Road, Drouin (please note – auditor
Jessica Ritchie dialled into meeting via *Teams*)**

November 12th 2025, 6:33pm

1A) DIRECTORS PRESENT:

Rod Dunlop (Chairman), Rob Celada (Company Secretary), Matthew Williamson, Sean Walsh, Joshua Chikuse, Shaun Mallia, Warren Warner, Andrew Waller

1B) GUESTS:

Helen Taylor (Treasurer), Rob Hutchinson (Branch Manager), Julieanne Palinkas (Admin Officer)

Community Bank Drouin & District branch team members– Katy Slater, Bruce Sorrell, Jade Dance, Kalani Pakoti

Director nominee, Shannon Davies

Jessica Ritchie – auditor, AFS (via *Teams*)

Justine Minnie – Head of Community Banking, Retail Banking, Bendigo & Adelaide Bank (BEN)

1C) APOLOGIES:

The Chairman advised that apologies were received from:

- Director Vanessa Marsh
- Shareholder Keith Pretty

2 – DECLARATION OF QUORUM AND FORMAL OPENING OF MEETING:

The Chairman confirmed that a quorum was present and the meeting was declared open for business

3 – CONFIRMATION OF NOTICE OF MEETING:

The Chairman confirmed that the Notice of Meeting was issued in accordance with the Company's Constitution and the Corporations Act to all shareholders

4 - MINUTES OF PREVIOUS ANNUAL GENERAL MEETING:

The Chairman reported that the minutes of the 2024 Annual General Meeting were approved and signed by the Chairman in accordance with the provisions of the Corporations Act and the procedures adopted by the Board. Members were advised that copies of the minutes were

available for review at the shareholder check in table and had also been posted to the company's website shortly after being approved by the Board.

5 - BRANCH MANAGER'S REPORT:

The Branch Manager's Report noted:

- There is much to celebrate with both lending and deposit footings growing substantially. By the end of September 2025, footings had reached \$380 million
- Whilst there is rapid change in the industry, he is confident that the branch will remain relevant and accessible
- The customer base continues to grow, with average growth of two hundred (200) new customers per annum. Growth is across all segments of the business
- He thanked:
 - His dedicated team, adding that two (2) staff members have over fifteen (15) years of service
 - The volunteer Board of Directors
 - Administrative staff
 - Bendigo & Adelaide Bank
- He encouraged shareholders, customers and community partners to continue to spread the word about the benefits of banking locally

6 - CHAIRMAN'S REPORT:

The Chairman's Report noted:

- The past year has again shown the strength of the branch, with performance exceeding expectations and reinforcing the branch's place as one of BEN's strongest branches in its highest performing region as noted by BEN's Caitlin Cooper
- Behind the success is a dedicated team under the leadership of Branch Manager Rob Hutchinson. The awards on display at the shareholder check in desk also highlights the performance of the branch
- Since inception, over \$7.2 million has been returned to the community. Board members past and present can take credit for the success experienced
- The company's properties are all being fully utilised. He noted former director Kim Rees and current director Sean Walsh's hard work to make the Bank Place development a reality
- He declared a dividend of twenty-five (25) cents fully franked will be paid to those holding shares at the close of business on 28th February 2026
- He thanked:
 - Branch Manager Rob Hutchinson and his team
 - His fellow directors who are all volunteers
 - Company staff
 - Bendigo & Adelaide Bank
- He noted that in accordance with the Constitution, three (3) directors were retiring by rotation – Sean Walsh, Rob Celada and Matthew Williamson

- Going forward, the declining interest rate environment will likely present challenges
- Work continues to find community projects. He asked Marketing Chair Shaun Mallia to say a few words:
 - In the *Warragul Gazette* published earlier that day, there was an article noting support recently given to the Warragul Scouts after a recent break in. He provided an outline of how this partnership came into being and noted that it shows that the Board are being proactive, going out looking for projects instead of just waiting for people to come to them
 - A scholarship program is due to be launched very soon. The program will focus on those looking to enter TAFE. Its aim is to support young people gain the skills they need, help address the skills shortage and encourage young people to remain in the area
 - The Board have also partnered with Neerim and Trafalgar Boards to deliver projects
- The Chair added that it is hoped a new partnership will be announced soon in conjunction with Neerim, Trafalgar, Inverloch and Mirboo North Boards to support the local CFA region

7 – BENDIGO & ADELAIDE BANK REPORT:

Justine Minne:

- Extended her thanks to the Board and staff, noting that a great deal of work goes on
- Extended her thanks to shareholders and customers
- BEN's customer numbers now stand at 2.9 million
- The story goes beyond customer numbers. Locally, Drouin has had an impact including:
 - The Drouin Civic Park project
 - The Fairview Homes project which supports mature aged women facing homelessness
- Since the inception of community banking, over \$416 million has been returned to local communities, with \$50.2 million returned in the last year alone
- BEN are investing heavily in technology, with a new lending platform due to roll out the following week. This new platform will significantly reduce approval waiting times
- Community bank branches are the core of who BEN is and what they do

8 – INTRODUCTION OF DIRECTOR CANDIDATE SHANNON DAVIES:

Director candidate Shannon Davies introduced herself to those present:

- She outlined her professional qualifications, noting that she is a town planner and local business owner, with quite a bit of experience across government
- She has also served on a number of community Boards and committees including West Gippsland Healthcare Group, Drouin Business Group and the Ficifolia Festival Committee
- She has always been interested in Community Bank Drouin & District
- She is confident that she has the skills to help the Board continue to move forward

9 - OPEN FLOOR FOR QUESTIONS:

The Chairman sought if anyone had any questions that they would like to ask the Board.

Consideration Being Given to the Sale of the Young Street Block:

Kim Rees noted their view that it makes zero sense to sell the block of land that the company holds in Young Street Drouin.

- Buildings and Maintenance Chair Warren Warner addressed the matter:
 - The Board had spoken to some local agents to explore options including the sale of the block
 - There are costs to owning the block, with Council rates and land tax payable on the block
 - The block isn't appreciating in value
 - BEN had rejected a proposal presented by the Board to develop the block
- Rod Dunlop noted that no final decision has been made and the Board is considering what is in the best interest of all shareholders
- Kim Rees suggested an option could be to develop a carpark and questioned what could happen in two (2) years' time?
- Terry Williamson noted that they liked the idea of a carpark, especially given the changes Baw Baw Shire are about to undertake in relation to the Commercial Place carpark
- Bruno Persico questioned what would happen to the funds realised from the sale of the block should it go ahead.
 - Chair Rod Dunlop said that the funds could go to the community, as grants or as a special dividend to shareholders.
- Bruno Persico expressed their view that the block is owned by the community and that it has nothing to do with BEN:
 - Chair Rod Dunlop outlined that the Board had taken a proposal to BEN to develop the block and that BEN had rejected this proposal
 - Justine Minne advised those present:
 - That there had been significant changes in relation to franchising regulations, including the need to ensure that monies are realised in relation to liabilities during the period of a Franchise Agreement
 - BEN have said no to many other Community Bank companies as well
 - It has been made clear to the network that funds must go to the core principles of community and shareholders
- Chair Rod Dunlop noted that there have been a few community bank companies who have entered into projects which have turned out to be disasters
- Jennifer Rees expressed their view that the owner of the block should be the one to make the decision about how it would be developed. Company Secretary/Director Rob Celada advised that part of the Franchise Agreement with BEN, the company must obtain approval from BEN for such projects. The sale of the property wouldn't require BEN approval.
- Jennifer Rees then questioned why the block was included in the report. The Chair responded that the Board were communicating to shareholders what had occurred. Director

Andrew Waller advised that the question for the Board is determine whether to sell or retain the block

- Bruno Persico also advocated for the idea of the block to be turned into a carpark:
 - Justine Minne responded that the Franchise Agreement makes it clear that Community Bank Boards must focus on the core values of community and shareholders. The Board could find a community group to undertake the project but the Board cannot own it as it would be considered a development
- Director Sean Walsh noted:
 - The Board had put a proposal to BEN to construct a building on the block and that BEN had said no to the proposal which they are entitled to do
 - The other properties owned by the company were associated with the company's attempts to grow the business
 - The block in question had allowed the Bank Place site to be built and that in his view, the block owed the company nothing

Recommendation in Notice of AGM not to Re-elect Sean Walsh:

Christine Williamson questioned why in the *Notice of AGM* that there was a recommendation not to re-elect Director Sean Walsh:

- Sean Walsh noted that he had caused some issues which saw the Board less than delighted to have him around. He added that he didn't want this to be a big debate and that he wanted to see a positive meeting held
- Vice Chair Matthew Williamson noted that it is a privilege to serve on the Board and that cohesion is extremely important. A statement of concern was read to those present
- Jennifer Rees questioned why Matthew Williamson read the statement given that he is also up for election. It was noted that he was the Vice Chair tasked with this matter. The shareholder expressed their view that they didn't believe that it was appropriate

Return to Consideration Being Given to the Sale of the Young Street Block:

Terry Williamson noted their views:

- In the beginning it was a very enthusiastic team and that the company owns everything
- They estimate the wealth of the company to be between \$3 to \$4 million
- Previous directors had put in a lot of work to make the company as strong as it is and that they want to make that clear to BEN and the Board the messages
 - Don't sell the block
 - Remember who you are
- The Chair responded that the Board are working well together, even if they don't always agree

Return to the Recommendation in Notice of AGM not to Re-elect Sean Walsh:

- Kim Rees asked if Sean Walsh would like to respond to the matter. He responded no and that he hadn't been able to engage with the Board over the last seven (7) months. He doesn't want a big fight about it and requested that the matter slide as it didn't matter

- Jennifer Rees questioned what would stop the Board from a such a recommendation in the future. The Chair noted that these sorts of recommendations were not about just not liking someone
- Kim Rees noted that they believe Sean was standing up for shareholders and he is being kicked off. The Chair responded that interactions by directors need to be respectful
- Donald Sinclair interjected, stating their view that the Board have had confidential matters to keep and that they are asking shareholders to make up their mind. If shareholders return Sean, the Board would need to live with it

Branch Refurbishment:

Chris Arnup asked if everyone was happy with the branch's refurbishment

- Chair Rod Dunlop advised shareholders that the refurbishment came in under budget
- Branch Manager Rob Hutchison noted that the refurbishment had been well received over the past 12 months.
- Chris Arnup asked a follow up question about the big screen in the branch. Branch Manager Rob Hutchison noted that the screen was old technology with failing LEDs that couldn't be replaced, so could no longer be used

Director Terms:

Terrence Williamson asked if the Board had gone to two (2) year terms as in the past most directors seemed to have three (3) year terms:

- Company Secretary/Director Rob Celada advised that the Constitution requires that at least one third of the Board retire by rotation each year.
- Based upon that, Matthew Williamson had been the longest serving so was automaticllay up and then it was out of himself, Sean Walsh and Vanessa Marsh who would also need to retire by rotation. Sean and himself had volunteered to retire by rotation at this AGM

Directors Holding Shares:

Christine Williamson asked if all directors hold shares in the company. Chair Rod Dunlop advised no with those directors who do hold shares raising their hands to indicate that they do. Shannon Davies was also asked if she held shares and she responded no. Company Secretary/Director Rob Celada noted that shares are tightly held, and confirmed that there are currently two (2) packages listed for sale via the Low Volume Market on the company's web page

Return to Branch Refurbishment:

- Bruno Persico advised that they had been a shareholder since day one (1) and outlined the design plans of the branch when it was originally constructed. They asked if BEN will return the building to what it was at the conclusion of the lease. Company Secretary/Director Rob Celada noted that the building isn't being leased as it is owned

by the company, so no 'end of lease' rectification works required as the branch was owned and used by the company.

- Bruno Persico expressed their view that the external painting had destroyed the sandstone
- Terry Williamson reiterated that the shareholders own everything
- Rod Dunlop acknowledged that the shareholders expressing concerns had been former directors, who had helped set the company up and were thanked for their contribution

There were no other questions

10 - BUSINESS REQUIRING VOTING BY MEMBERS:

Shareholders in the room were advised that a significant number of proxy forms had been received. These had been counted by the Company Secretary and the Branch Manager would do the count of the show of hands in the room

A) Adoption of Accounts:

The Chairman presented the Financial Report with the Auditor's report for the year ended 30 June 2025 and proposed that the Financial Report of the Company together with the Auditor's Report for the year ended 30th June 2025 be submitted to the meeting and be resolved that the Financial Report and Auditor's Report be received and accepted

MOTION: That the Financial Report and Auditor's Report for the year ended 30th June 2025 be received and accepted.

Moved: Donald Sinclair

Seconded: Christine Williamson

In favour in the room – 15	Against – 0
Proxies in favour – 34	Against - 0
Total – 49 in favour	Total – 0 against

Motion carried

B) Election of Directors:

The Chair confirmed that there were four (4) vacancies available and four (4) candidates.

MOTION: That Matthew Marc Williamson be re-elected as a Director of the company

Moved: Joshua Chikuse

Seconded: Donald Sinclair

In favour in the room – 16	Against – 0
Proxies in favour – 32	Against - 2
Total – 48 in favour	Total – 2 against

Motion carried

MOTION: That Roberto James Celada be re-elected as a Director of the company

Moved: Thomas Williamson

Seconded: Johann (Hans) Schulte

In favour in the room – 16	Against – 0
Proxies in favour – 32	Against - 2
Total – 48 in favour	Total – 2 against

Motion carried

A shareholder questioned why only two (2) against on proxies as they believed that there should have been three (3). It was noted that there was an invalid proxy form received and the Company Secretary offered to talk to the shareholder after the meeting

MOTION: That Patrick Sean Walsh be re-elected as a Director of the company

Moved: Kim Rees

Seconded: Terrence Williamson

In favour in the room – 10	Against – 8
Proxies in favour – 5	Against - 29
Total – 15 in favour	Total – 37 against

Motion carried

MOTION: That Shannon Leah Davies be elected as a Director of the company

Moved: Thomas Williamson

Seconded: Joshua Chikuse

In favour in the room – 13	Against – 0
Proxies in favour – 32	Against - 2
Total – 35 in favour	Total – 2 against

6 shareholders in the room recorded an abstention

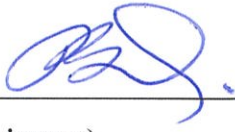
Motion carried

11 - CLOSURE OF MEETING:

The Chairman thanked everyone for attending, along with the Company Secretary and Admin Officer for organising the meeting and the Drouin Golf Club for hosting the event

The meeting was declared closed 7:39pm

Signed as a correct record

A handwritten signature in blue ink, consisting of stylized, overlapping loops and a trailing flourish.

(Chairman)

