

Notice of Annual General Meeting

Inverloch & District Financial Enterprises Limited
A.B.N. 13 117 672 590

**To be held at Cottage Restaurant, Inlet Hotel
at 3 - 5 The Esplanade, INVERLOCH
on Thursday 20 November 2025 at 6.30 pm**

Please Note:

Shareholders are invited to attend the presentation of the current round of our successful Community Sponsorships and Grants Program immediately prior to the start of this year's Annual General Meeting. The presentation will commence promptly at 5:00 pm with attendance by invitation only to successful recipients. Please join us if you are available.

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 2025.

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 **Robert Noel Murphy** who retires by rotation in accordance with the Constitution of the Company and being eligible, offers himself for re-election as a Director of the Company.
- (b) That **Mark Gerard McCormack** who retires by rotation in accordance with the Constitution of the Company and being eligible, offers himself for re-election as a Director of the Company.
- (c) That **Tristan Andrew Creed** who retires by rotation in accordance with the Constitution of the Company and being eligible, offers himself for re-election as a Director of the Company.

3. Remuneration Related Resolution

Adoption of Remuneration Report

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

- a) That the Remuneration Report be adopted.

Except to the extent permitted by law, the company will disregard any votes cast (in any capacity) on Item 3 by or on behalf of a member of key management personnel named in the Remuneration Report (and any closely related party of any such member) 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 on item 3 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).

For the purposes of these voting restrictions:

The 'key management personnel' for Inverloch & District Financial Enterprises Limited 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 Inverloch & District Financial Enterprises Limited 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 shareholders as at **6.30 PM** on **Friday 14 November 2025**.

By order of the Board

Kerralie Shaw
Company Secretary
9 October 2025

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ATTACHMENT A - 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 Directors retiring by rotation

- (a) **Robert Noel Murphy** having been appointed by the Board as a Director, retires in accordance with the Constitution of the Company, and being eligible, offers himself for election. His election is recommended by the Board.

Robert Noel Murphy

Director (*Appointed 24 October 2023*)

Age: 52 Occupation: Managing Director

Qualifications, experience and expertise:

Bachelor of Engineering (Civil), Post-graduate Diploma (Construction Law and Contract Administration), Masters of Business Administration, Graduate of Australian Institute of Company Directors, Member Engineers Australia, Chartered Professional Engineer, Board member Institute of Water Administrators, Managing Director of South Gippsland Water, previous role as Acting Managing Director Western Water, previous role as committee member and treasurer of junior netball club

- (b) **Mark Gerard McCormack** having been appointed by the Board as a Director, retires in accordance with the Constitution of the Company, and being eligible, offers himself for election. His election is recommended by the Board.

Mark Gerard McCormack

Director (*Appointed 1 August 2018*)

Age: 65 Occupation: Retired

Qualifications, experience and expertise:

Bachelor of Engineering (Civil), Chartered Professional Engineer (CPEng), Engineer of Water Supply, Graduate Australian Institute of Company Directors. Over 30 years of experience in engineering and management roles in State Rivers and Water Supply, Mornington Peninsula Water Board and Melbourne Water. Various senior executive roles in South East Water. Life member of Forest Hill Cricket Club. Previous positions, committee and association roles in Little Athletics and local football clubs.

- (c) **Tristan Andrew Creed** having been appointed by the Board as a Director, retires in accordance with the Constitution of the Company, and being eligible, offers himself for election. His election is recommended by the Board.

Tristan Andrew Creed

Director (*Appointed 17 November 2011*)

Age: 44 Occupation: Accountant

Qualifications, experience and expertise:

Chartered Accountant & Tax Agent. Director of Feathertop Pty Ltd. Director of Imporex Pty Ltd. Bachelor of Business (Accountancy). Graduate Diploma (CA).

Agenda item 3 Remuneration Related Resolution

The Corporations Act requires a resolution that the Remuneration Report contained in the Company's Annual Report [and Concise Report] be adopted, be put to the vote. The resolution is advisory only and does not bind the Directors of the Company.

IMPORTANT NOTE TO SHAREHOLDERS

PROVISION OF EMAIL ADDRESSES

As advised over recent years, the Board is progressing the conversion of our paper-based systems to online systems. This includes communication with our shareholders and converting to an online share registry.

To achieve this, it is important that we have up to date email contacts for you. Thank you to those that have provided email addresses and then registered themselves for access to their share information.

However, there are still a number of you that are yet to provide an email address, and we would encourage you to please complete this promptly.

This can be done by either

- Emailing our share Registry Manager AFS and Associates at shareregistry@afsbendigo.com.au
- Or calling AFS on 03 5443 0344
- Or advising the branch of your email address

PROVISION OF ANNUAL REPORTS

In line with the requirements of the *Corporations Act 2001* and as part of our strategy to convert from paper-based systems to online systems, the company will no longer be posting to all shareholders a copy of the Annual Report.

The 2025 Annual Report can now be viewed via our company website at

<https://www.bendigobank.com.au/branch/vic/community-bank-inverloch-district/>

If any shareholder would like to receive a copy of the Annual Report directly (in hard copy or via email), please make a request to our Company Secretary via this email address: inverlochcb@bendigobank.com.au.