

Notice of Annual General Meeting

**Meander Valley Financial Services Limited
A.B.N. 111 858 078**

**To be held at 7:00pm on 10 November 2014
at Deloraine Deli, 81 Emu Bay Road, Deloraine**

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.

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 appointed since last Annual General Meeting

- (a) That **William Henry Muldoon** be elected as a Director of the company.
- (b) That **Elise Claire Chilcott** be elected as a Director of the company.

Re-election of Director retiring by rotation

- (c) That **Christopher Philip Moorhouse** be elected as a Director of the company.

3. Remuneration of Company Secretary

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

That an honorarium of \$5000.00 to be paid to the Company Secretary in recognition of the regulatory requirements of the position be approved.

The company will disregard any votes cast (in any capacity) on item 3 by or on behalf of a member of key management personnel (which includes Directors) unless the vote is cast as proxy for a person entitled to vote in accordance with a direction on the proxy form.

4. Directors Privilege Package

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

Approve the adoption of the Community Bank® Directors Privilege Package.

The company will disregard any votes cast (in any capacity) on item 3 by or on behalf of a member of key management personnel (which includes Directors) 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 4 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 **Meander Valley Financial Services 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 **Meander Valley Financial Services 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 **5:00pm** on 13 October 2014.

By order of the Board

Laura Richardson
Company Secretary
13 October 2014

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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 appointed since last Annual General Meeting

- (a) **William Henry Muldoon**, 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.
- (b) **Elise Claire Chilcott**, 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 herself for election.

Re-election of Director retiring by rotation

- (c) **Christopher Philip Moorhouse** retires by rotation in accordance with the constitution of the company, and being eligible, offers him/herself for re-election.

William Henry Muldoon brings experience from his involvement in Rotary and small business management.

Elise Claire Chilcott provides administrative skills and educational sector knowledge and experience.

Christopher Philip Moorhouse offers over 40 years' experience in rural and community development. Chris is a past Chairman of the Meander Valley Financial Services Ltd Board.

Agenda item 3. Company Secretary Remuneration

Item 3 is an ordinary resolution to seek your approval **for an honorarium of \$5000.00 to be paid to the Company Secretary** in recognition of the regulatory requirements of the position. The Board will review amount paid to the Company Secretary annually.

4. Directors Privilege Package

Item 3 is an ordinary resolution to seek your approval for the adoption of the Community Bank@ Directors' Privileges package. The package is available to all directors who can elect to avail themselves of the benefits based on their personal banking with the Deloraine & Districts Community Bank@. There is no requirement to own BEN shares and there is no qualification period to qualify to utilize the benefits. The package mirrors the benefits currently available to Bendigo and Adelaide Bank shareholders