

Notice of Annual General Meeting

Meander Valley Financial Services Limited
A.B.N. 27 111 858 078

To be held at 6.30pm on Monday 16 November 2020
at Delorine Primary School, 32-36 E Barrack St, 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 2020.

2. Election of Directors

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

Election of Director appointed since last Annual General Meeting

(a) That **Kim Maree Anne Rootes** be elected as a Director of the company.

Re-election of Director retiring by rotation

(b) That **David Frank Cameron** be elected as a Director of the company.

(c) That **Graham Stephen Dent** be elected as a Director of the company.

3. Remuneration of Company Chair

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

That an honorarium of \$4000 to be paid to the Company Chair 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. Remuneration of Company Secretary

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

That an honorarium of \$6000.00 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.

5. 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 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 November 2020**.

By order of the Board

Melinda Norton
Company Secretary
23 October 2020

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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.

Election of Director appointed since last Annual General Meeting

(a) That **Kim Maree Anne Rootes** be elected as a Director of the company.

Re-election of Director retiring by rotation

(b) **David Frank Cameron** retires by rotation in accordance with the constitution of the company, and being eligible, offers him/herself for re-election.

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

Kim Rootes is a School Business Manager at Deloraine Primary School and has a background in tourism and administration. Kim joined the board in September 2020.

David Cameron is a beef and cropping farmer and former butcher and small business owner. David has been involved in a number of community organizations.

Graham Dent is a business owner and farmer. Graham has been involved in a number of community organizations and is a member of 2 other boards. Graham is currently one of two Vice Chairs for the company.

Agenda item 3. Company Chair Remuneration

Item 3 is an ordinary resolution to seek your approval **for an honorarium of \$4000.00 to be paid to the Company Chair** in recognition of the regulatory requirements of the position. The Board will review amount paid to the Company Chair annually.

Agenda item 4. Company Secretary Remuneration

Item 4 is an ordinary resolution to seek your approval **for an honorarium of \$6000.00 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 Chair annually.

5. Directors Privilege Package

Item 4 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