

Date

Name

Address

Town/State/Postcode

Dear Shareholder

## **Annual General Meeting (AGM) of Shareholders of Molonglo Financial Services Limited (MFSL)**

Documents, including the Notice of Meeting and Explanatory Notes, for the forthcoming Annual General Meeting of shareholders of MFSL to be held at 5.30pm on Tuesday 29 November 2022 at the **Hellenic Club in the City** are attached. Please read through the documents carefully.

In addition to normal business, we will be considering resolutions necessary to enable MFSL to sell its revenue rights under the franchise agreement with Bendigo and Adelaide Bank Limited (**Revenue Rights**) and return capital to the shareholders.

The Board is also pleased to advise shareholders that a dividend of \$0.03 per share will be paid. The relevant dates are:

- Ex-dividend date – 22 November 2022
- Record date – 30 November 2022
- Payment date – 9 December 2022.

Shareholders should make sure MFSL's share registry, AFS & Associates, has up to date contact and payment details, to ensure payment of the dividend is received.

MFSL has traded for almost 20 years. During this time it has made a significant contribution to the local community, providing a full range of banking services whilst supporting scholarships, sports teams and numerous charitable organizations. We have also encountered many challenges, none more so than the advent of smartphones and COVID-19 lockdowns which have prompted even more of MFSL's customers to conduct their banking online. Over the past 12 months the Board has made some difficult decisions to restructure MFSL to adapt to these changes and ensure its strength for the future.

At the end of 2021 the Board was made aware that Service One Mutual Limited, currently operating as an Alliance Bank (**Service One**) would be transitioning its branches from Alliance Bank to the Bendigo Community Bank model via its subsidiary company. With 3 branches across the ACT and 3 more in the wider NSW region, MFSL would find itself competing for business with a larger organization operating in the same local area. The Board considered a number of options before being approached by Service One with an offer to purchase MFSL's Revenue Rights (**Sale**).

The Board has engaged in lengthy negotiations, conducted due diligence in considering the offer and reached agreement with Service One on the Sale on the terms set out in more detail in the Explanatory Notes. Upon completion of the sale, once any debts are paid, the capital will be returned to shareholders through an equal capital reduction. It is estimated that shareholders will receive somewhere between **\$0.927 and \$1.127 for each share**, which will be a combination of return of capital and a fully franked dividend. MFSL will then wind up its operations and apply to ASIC to be deregistered.

For the reasons set out in the Explanatory Notes, the Directors unanimously recommend that shareholders vote in favour of resolutions 3 to 6 (inclusive). The Board considers an equal capital reduction as being the most appropriate way to return MFSL's funds to shareholders, and to facilitate MFSL's deregistration. These resolutions relate to the mechanism by which this is proposed to be accomplished.

Subject to shareholder approval of Resolutions 3 to 6 (inclusive), the Board intends to:

1. Execute an equal capital reduction to distribute the net funds held by MFSL following completion of the sale to all holders of ordinary shares in proportion to their then current respective shareholdings. As consideration for the return of capital, the ordinary shares held by each member will be cancelled,
2. Issue a single A class share. The A class share will not be entitled to dividends and will only be able to vote on matters which relate to MFSL's deregistration. Rule 9 of MFSL's Constitution prohibits a shareholder from holding more than 10% of MFSL's issued shares, so for there to be just one A class shareholder, the prohibition in Rule 9 of the Constitution will need to be removed,
3. Administer the distribution of the funds from the equal capital reduction to all ordinary shareholders; and,
4. Once all liabilities have been discharged, deregister MFSL.

I appreciate there is a lot of information to digest. If you have any questions or would like to discuss the information with me, please reach out using either of the following:

- Send an e-mail to: [admin@molonglofs.com.au](mailto:admin@molonglofs.com.au)
- Call me, Brian Brown, directly on 0414 721 291

On behalf of the Board, I recommend that shareholders attend the general meeting either in person or by proxy to vote on the proposed resolutions.

Yours faithfully,



Brian Brown  
Chairman

# Key Dates and Times for Annual General Meeting

A timetable of events in relation to the transactions detailed in the Notice of Annual General Meeting and Explanatory Notes is set out below:

| Event  | Time/Date  |
|--|--|
| Last date for receipt of voting form   | 5.00pm Friday 25 November 2022   |
| The Company Annual General Meeting to be held at Hellenic Club in the City   | 5.30pm Tuesday 29 November 2022  |
| Completion Date  | 31 May 2023  |
| Record Date (for the purposes of determining the identity of shareholders of the Company and to determine their entitlements to payment) | 5:00pm 31 May 2023   |
| Cancellation of shares and payment to cancelling shareholders  | 1 August 2023 (anticipated, subject to completion of financial statements) |

# Notice of Annual General Meeting

**Molonglo Financial Services Limited**  
**A.B.N. 77 100 097 443**

**Annual General Meeting**  
**To be held at 5:30pm on Tuesday 29 November 2022**  
**at the Atlas Room, Hellenic Club in the City, 13 Moore St, Canberra, ACT**

Shareholders will be asked to consider and, if thought fit, approve the resolutions set out below.

*Important: the resolutions set out in this Notice of Annual General Meeting should be read together with the accompanying Explanatory Notes.*

## **AGENDA**

### **Ordinary Business**

#### ***Minutes of last Annual General Meeting***

To approve the minutes of the last Annual General Meeting held on 25 November 2021.

#### **Resolution 1 – Receipt of Annual Report**

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

*That the meeting receives the Company's Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2022.*

#### **Resolution 2 – Remuneration of Directors**

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

*That up to \$40,000.00 per tax year be allocated to be distributed to Directors as remuneration of their services as the Board sees fit.*

# Notice of Annual General Meeting

## **Special Business**

### **Resolution 3 – Approval of the sale of revenue rights to Service One Financial Services Pty Limited**

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

*That the sale to Service One Financial Services Pty Limited of the Company's revenue rights relating to the loans, deposits and other revenue generating business on the terms set out in the Explanatory Notes be approved.*

### **Resolution 4 - Equal capital reduction and cancellation of ordinary shares**

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

*That, subject to Resolutions 3, 5 and 6 being passed by shareholders and completion occurring under the terms of the Business Purchase Agreement entered into between the Company and Service One Financial Services Pty Limited dated 17 October 2022, an equal capital reduction involving all ordinary shares in the Company and the cancellation of all ordinary shares in the Company, on the terms set out in the Explanatory Notes, be approved for the purposes of section 256C(1) and (2) of the Corporations Act 2001 (Cth).*

### **Resolution 5 – Variation of class rights due to the issue of an A class share**

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

*That, subject to Resolutions 3,4 and 6 being passed by shareholders and completion occurring under the terms of the Business Purchase Agreement entered into between the Company and Service One Financial Services Pty Limited dated 17 October 2022, the variation of rights attaching to ordinary shares in the Company which is caused by the issue of a new A class share having the rights set out in the Explanatory Notes, be approved for the purposes of section 246B(2) of the Corporations Act 2001 (Cth).*

### **Resolution 6 – Alteration to the Constitution**

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

*That, subject to Resolutions 3,4 and 5 being passed by shareholders and completion occurring under the terms of the Business Purchase Agreement entered into between the Company and Service One Financial Services Pty Limited dated 17 October 2022, the amendment of the Constitution of the Company to remove Rule 9 (Prohibited Shareholding Interest) be approved for the purposes of section 136(2) of the Corporations Act and the amended version of the Constitution be adopted by the Company.*

# Notice of Annual General Meeting

## 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 on your behalf. The attached voting/proxy form has information on appointing a proxy. The proxy need not be a member of the Company.

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 25 November 2022.

## RSVP

To assist us with identifying shareholders and to ensure that we cater for sufficient numbers, please let us know by 25 November 2022 if you will be attending the AGM, in one of the following ways:

- contact Brian Brown by email at [admin@molonglofs.com.au](mailto:admin@molonglofs.com.au) or
- contact Brian Brown by phone on 0414 721291

By order of the Board of Directors

**Nigel Phair**  
Company secretary



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Date 27 October 2022

# Explanatory Notes for Annual General Meeting

## Introduction

The information in these Explanatory Notes has been prepared for the Company shareholders in connection with the Annual General Meeting and forms part of the Notice of Annual General Meeting. These Explanatory Notes set out an explanation of the resolutions to be considered at the Annual General Meeting.

The purpose of these Explanatory Notes is to assist the Company shareholders to make an informed decision about the resolutions proposed at the meeting.

The Directors recommend that the Company shareholders read these Explanatory Notes and the appendices carefully. If you have any inquiries or questions regarding the information contained in the Notice of Annual General Meeting, these Explanatory Notes or the appendices, we suggest you contact Brian Brown, a director and Chairman of the Board by e-mail [admin@molonglofs.com.au](mailto:admin@molonglofs.com.au) or phone 0414 721291, or seek professional advice.

## 1. Resolution 1 – Receipt of Annual Report

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

*That the meeting receives the Company's Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2022.*

The Company's Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2022 are presented for approval. All the Reports have been reviewed and audited by AFS Chartered Accountants. A copy of the Company's 2022 Annual Report for the year ended 30 June 2022 is available on our website.

Go to:

<https://www.bendigobank.com.au/siteassets/branchassets/communitycompanies/molonglofinancialserviceslimited/investorshareholder/financialstatements/2022-annual-report.pdf>

The Board recommends that the meeting receives the Annual Report with a 'YES' vote.

## 2. Resolution 2 – Remuneration of Directors

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

*That up to \$40,000.00 per tax year be allocated to be distributed to Directors as remuneration of their services as the Board sees fit.*

Under the Constitution, every Director may be paid from Company funds all reasonable travel, accommodation and other expenses incurred by the Director in attending meetings of the Company or of the Board or of any Committees or while engaged on the business of the Company. The sum must be determined by the Company at a general meeting. The proposed figure matches that approved for the previous tax year.

# Explanatory Notes for Annual General Meeting

The Board recommends that the sum for remuneration of directors be approved with a 'YES' vote.

### 3. **Resolution 3 – Approval of the sale of revenue rights to Service One Financial Services Pty Limited**

This agenda item is to consider and, if thought fit, pass the following resolution as an ordinary resolution:

*That the sale to Service One Financial Services Pty Limited of the Company's revenue rights relating to the loans, deposits and other revenue generating business on the terms set out in the Explanatory Notes be approved.*

The Company entered into a Business Purchase Agreement with Service One Financial Services Pty Limited dated 17 October 2022 (**Purchase Agreement**) under which it has agreed to sell the revenue rights relating to the loans, deposits and other revenue generating business that it has pursuant to its franchise agreement with Bendigo and Adelaide Bank (**Right**).

Under the Purchase Agreement, the Company has agreed to sell the Right to the Buyer for \$2,750,000 (excluding GST). As at the date of this notice, completion of the sale of the Right by the Company to the Buyer is intended to occur on or about 31 May 2023.

Completion of the sale is subject to various conditions precedent which include:

- the approval of the Company's shareholders
- Bendigo and Adelaide Bank's consent to the sale of the Right
- Bendigo and Adelaide Bank agreeing to terminate the Company's franchise agreement
- the Buyer entering into a new franchise agreement with Bendigo and Adelaide Bank to operate as a Community Bank model
- Bendigo and Adelaide Bank agreeing to re-domicile the Company's footings (the loans, deposits and other business attributed to Bendigo and Adelaide Bank's customers domiciled to the Curtin and Calwell branches) to the Buyer
- The landlords of the Curtin and Calwell premises agreeing to the assignment of the leases to the Buyer.

The completion of the sale on 31 May 2023 will be dependent on each of the conditions precedent being satisfied on or before 24 April 2023.

The Buyer will make employment offers to all of the Company's employees. The Company will terminate the employment of any employee not transferring to the Buyer and will need to pay those employees their employment benefits (such as salary, superannuation, leave entitlements and redundancy payments).



# Explanatory Notes for Annual General Meeting

Assuming completion does occur, the Right will be transferred to the Buyer. The Board will then proceed to take the action necessary to pay out all outstanding debts and provision for expected expenses, to distribute the net sale proceeds to shareholders by way of an equal capital reduction (proposed under Resolution 4) and to deregister the Company.

The Company has provided certain warranties under the Purchase Agreement relating to title, capacity to facilitate the sale, the condition of plant and equipment which will be acquired by the Buyer, the property leases and the Company's employees. The Buyer can only bring a claim against the Company for a breach of warranty during the six-month period immediately following completion.

The Board has decided to sell the Company having learned that SERVICE ONE Mutual Limited, which currently operates as an Alliance Bank in the Canberra region, would be transitioning all their branches to the Bendigo Community Bank model via its subsidiary company. Rather than find the Company in competition with another Community Bank within the same market, the Board considers the proposed transaction offers significant benefits for a stronger Community Bank network across the ACT. Customers will have increased access to branches, staff will enjoy improved opportunities for career development, and profits will continue to be invested in local communities by SERVICE ONE Mutual Limited.

If shareholders do not approve Resolution 3, or if completion does not proceed, the Company will continue to operate the Curtin and Calwell Community Bank branches under the current franchise agreement with Bendigo and Adelaide Bank.

It is the opinion of the Board that the sale contemplated under the Purchase Agreement is in the interests of the shareholders and the consideration to be paid by the Buyer is fair and reasonable.

The Board, therefore, recommends that this transaction be approved with a **"YES"** vote.

## **4. Resolution 4 - Equal capital reduction and cancellation of ordinary shares**

To consider and, if thought fit, to pass the following resolution as a special resolution of the Company:

*That, subject to Resolutions 3, 5 and 6 being passed by shareholders and completion occurring under the terms of the Business Purchase Agreement entered into between the Company and Service One Financial Services Pty Limited dated 17 October 2022, an equal capital reduction involving all ordinary shares in the Company and the cancellation of all ordinary shares in the Company, on the terms set out in the Explanatory Notes, be approved for the purposes of section 256C(1) and (2) of the Corporations Act 2001 (Cth).*

# Explanatory Notes for Annual General Meeting

As mentioned in the notes on Resolution 3, the Company intends to distribute the net proceeds of sale to shareholders by way of an equal capital reduction. Under an equal capital reduction, a company undertakes a return of its share capital to all members who hold ordinary shares in the company in proportion to their then current respective shareholdings. As consideration for the return of the capital, the ordinary shares held by each member will be cancelled.

Given the proposed capital reduction involves the cancellation of all ordinary shares in the Company, it must be approved by a special resolution passed at a meeting of the shareholders whose shares are to be cancelled. If the equal capital reduction is approved by shareholders, then all shareholders will participate in the equal capital reduction on the terms set out in these Explanatory Notes.

The total amount that will be paid to shareholders pursuant to the equal capital reduction will be determined by the Board as follows:

- (a) the amount equal to the net purchase price paid by the Buyer under the terms of the Purchase Agreement; plus
- (b) the aggregate of any after tax earnings generated by the Company during the period prior to completion under the Purchase Agreement; plus
- (c) any cash held by the Company; less
- (d) any applicable taxes that will be payable by the Company in connection with the sale proceeds and any earnings generated by the Company with respect to the period prior to completion; less
- (f) any costs and expenses incurred by the Company in discharging all outstanding liabilities (such as the payment of any outstanding leave entitlements and redundancy payments to its employees); less
- (g) any other estimated costs to be incurred by the Company in connection with the deregistration of the Company (including any final audit of its accounts).

The Board estimates that this will result in a distribution to shareholders equal to approximately **\$0.927 to \$1.127 per ordinary share**, which will comprise a combination of return of capital and a fully franked dividend. However, the actual amount paid to each shareholder may vary from this estimate depending on a number of factors including:

- (a) the performance of the Company during the period prior to completion;
- (b) the amounts required to be paid by the Company to third parties in connection with the deregistration of the Company; and

# Explanatory Notes for Annual General Meeting

- (c) the time required to facilitate the capital reduction and pay any outstanding entitlements to shareholders.

The entitlement of each shareholder will be calculated based on the shares it holds as at the date on which completion occurs under the Purchase Agreement.

The Company will not need to obtain any third-party funding in connection with the proposed equal capital reduction because it will utilise the funds derived from the sale proceeds it receives under the Purchase Agreement.

After completion of the equal capital reduction, all of the ordinary shares in the Company which are currently on issue will be cancelled by the Company and the only share remaining will be a single A class share, which the Board intends to issue in order to facilitate the subsequent deregistration of the Company (as described further in the notes about Resolution 5).

It is anticipated that the return of capital and cancellation of the ordinary shares will occur in August 2023, after all material outstanding liabilities of the Company have been fully repaid and discharged. However, the Board anticipates that it may take a period of time before all payments to shareholders are processed.

From the perspective of the Company as a whole, the Board considers an equal capital reduction as being the most appropriate way to return the net sale proceeds to shareholders and facilitate the deregistration of the Company. The Board has been advised that the return of equity to shareholders will result in a capital gain or capital loss event depending on each shareholders' personal circumstances. The Board recommends that shareholders consult with their own tax advisor for specific tax advice in connection with the equal capital reduction in order to assess the impact it will have on them.

It is the opinion of the Board that the equal capital reduction is in the interests of the shareholders and that the consideration for the equal capital reduction is fair and reasonable, taking into account the proceeds being received by the Company under the terms of the Purchase Agreement. However, the Board notes that the proposed resolution is subject to the other Special Business Resolutions being passed and completion occurring under the Purchase Agreement. Therefore, if either of those two conditions is not satisfied, the Board will not proceed with the equal capital reduction irrespective of whether the proposed resolution is passed by shareholders.

The Board recommends that the equal capital reduction and cancellation of shares be approved with a "**YES**" vote.

## **5. Resolution 5 – Variation of class rights due to the issue of one A class share**

To consider and, if thought fit, to pass the following resolution as a special resolution of the Company:

# Explanatory Notes for Annual General Meeting

*That, subject to Resolutions 3,4 and 6 being passed by shareholders and completion occurring under the terms of the Business Purchase Agreement entered into between the Company and Service One Financial Services Pty Limited dated 17 October 2022, the variation of rights attaching to ordinary shares in the Company which is caused by the issue of a new A class share having the rights set out in the Explanatory Notes, be approved for the purposes of section 246B(2) of the Corporations Act 2001 (Cth).*

Given the proposed equal capital reduction will cancel all of the ordinary shares in the Company on issue, the Company intends to issue a single A class share in order to facilitate the deregistration of the Company after the capital reduction is completed. The A class share will not be entitled to dividends and will only be able to vote on matters which relate to the deregistration of the Company.

Under section 246C of the *Corporations Act 2001* (Cth), if a company which has only one class of shares on issue subsequently decides to issue a new class of shares with different rights (and which are not already provided for in the Company's Constitution), the issue of the new class of shares is taken to vary the rights of the shares already on issue. As such, the variation of the rights attaching to the shares currently on issue must be approved by a special resolution passed at a meeting of the class of members that hold the shares currently on issue.

Given this is simply a procedural matter to facilitate the deregistration of the Company, the Board is supportive of the issue of the A class share and the consequential variation of the rights attaching to the shares currently on issue in the Company. However, the Board notes that the proposed resolution is subject to the other Special Business Resolutions being passed and completion occurring under the Purchase Agreement. Therefore, if either of those conditions is not satisfied, the Board will not proceed with issuing the A class share and the subsequent variation in class rights attaching to the ordinary shares, irrespective of whether the proposed resolution is passed by shareholders.

The Board recommends that the variation of class rights be approved with a "**YES**" vote.

## 6. Resolution 6 – Alteration to the Constitution

To consider and, if thought fit, to pass the following resolution as a special resolution of the Company:

*That, subject to Resolutions 3,4 and 5 being passed by shareholders and completion occurring under the terms of the Business Purchase Agreement entered into between the Company and Service One Financial Services Pty Limited dated 17 October 2022, the amendment of the Constitution of the Company to remove Rule 9 (Prohibited Shareholding Interest) be approved for the purposes of section 136(2) of the Corporations Act and the amended version of the Constitution be adopted by the Company.*

Rule 9 of the Company's Constitution prohibits a shareholder from holding more than 10% of the issued shares in the Company. After the cancellation of all ordinary shares under the equal capital reduction, the holder of the newly issued A class share will be the sole shareholder of the Company. As such, the prohibition in Rule 9 of the Company's

# Explanatory Notes for Annual General Meeting

Constitution will need to be removed so that there can be a single holder of the A class share on and from the date on which the equal capital reduction is completed.

Bendigo and Adelaide Bank is supportive of this amendment to the Company's Constitution and the proposed distribution mechanism on the basis that it is the most efficient way of distributing the net sale proceeds to shareholders and facilitating the deregistration of the Company. However, the Board notes that the proposed resolution is subject to the other Special Business Resolutions being passed and completion occurring under the Purchase Agreement. Therefore, if either of those conditions is not satisfied, the proposed amendment to the Company's Constitution will not take effect.

A copy of the proposed Constitution of the Company as it will be amended if Resolution 6 is passed is available at:

<https://www.bendigobank.com.au/siteassets/branchassets/communitycompanies/molonglofinancialserviceslimited/investorshareholder/companynoticeboard/2022-draft-constitution.pdf>

The Board recommends that the alteration to the Constitution be approved with a "**YES**" vote.

***Resolutions 4, 5 and 6 are all special resolutions requiring a vote in favour by 75% or more of those members present and entitled to vote on the resolutions.***

# Proxy/Voting Form for Annual General Meeting

**Molonglo Financial Services  
Limited**  
**ABN 77 100 097 443**

All correspondence to:  
Molonglo Financial Services Limited

Enquiries: Brian Brown 0414 721291

e-mail: [admin@molonglofs.com.au](mailto:admin@molonglofs.com.au)  
Registered office: 20 Curtin Place, Curtin  
ACT 2605

Please complete your registered shareholder name  
and address here:

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Please mark this box with an "X" if you have  
made any changes to your address details

# Proxy/Voting Form for Annual General Meeting

**MARK ONLY ONE OF SECTION 1 OR SECTION 2**

## **SECTION 1: DIRECT VOTING PRIOR TO THE ANNUAL GENERAL MEETING**

- ☐ I/We being a shareholder/s of Molonglo Financial Services Limited (**Company**) and entitled to attend and vote at the 2022 Annual General Meeting (**AGM**) to be held at the Hellenic Club in the City on 29 November at 5.30pm hereby elect to vote directly.

(To cast a vote, you should mark either “For” or “Against” for each item in Section 3 below).

## **SECTION 2: APPOINTMENT OF PROXY**

- ☐ I/We being a shareholder/s of the Company and entitled to attend and vote at the Annual General Meeting to be held at the Hellenic Club in the City on 29 November at 5.30pm appoint the following, or if no-one is identified, the Chair of the meeting:
- as my/our proxy to act generally at the meeting and at any adjournment of that meeting on my/our behalf, and
  - to vote in accordance with the directions below (or, if no directions are given as, the proxy sees fit).

If the person appointed does not attend, the Chair of the meeting is appointed as my/our proxy.

(If you wish to direct your proxy how to vote, please mark your direction in Section 3 below).

*Please note: the Chair of the meeting intends to vote undirected proxies in favour of all Resolutions.*

☐

The Chair of the meeting (please mark this box with an 'X') **OR**

Please write the name of the individual or body corporate that you are appointing as proxy. Do not insert your own name

# Proxy/Voting Form for Annual General Meeting

## SECTION 3: VOTING DIRECTIONS (please mark with “X” to indicate your directions) Voting instructions

| Item                     | Resolution   | For                      | Against                  | Abstain                  |
|--------------------------|--|--------------------------|--------------------------|--------------------------|
| <b>Ordinary Business</b> |  |                          |                          |                          |
| 1                        | Receipt of Annual Report   |                          |                          |                          |
| 2                        | Remuneration of Directors  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>Special Business</b>  |  |                          |                          |                          |
| 3                        | Sale of revenue rights to Service One Financial Services Pty Ltd | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4                        | Equal capital reduction and cancellation of ordinary shares      | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5                        | Variation of class rights due to the issue of the A class share  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6                        | Alteration to the Constitution                                   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

When completing this voting form, please note that:

- You should indicate an “X” in only one box for each item of business
- If you have appointed a proxy and your proxy is left open for an item of business, your proxy is able to vote as they choose or to abstain from voting on that item, subject to any voting restrictions that may apply to your proxy (further details are provided later in this form). As noted above, the Chair intends to vote all available proxies in favour of each resolution.
- If you mark the “abstain” box for an item of business, you are directing your proxy not to vote on that item; and
- Abstentions will not be counted in calculating the required majority on a poll.



# Proxy/Voting Form for Annual General Meeting

## SECTION 4: SIGNING VOTING FORM

This section must be signed in accordance with the instructions overleaf to enable your direction to be implemented.

|                             |               |               |
|-----------------------------|---------------|---------------|
| Individual or shareholder 1 | Shareholder 2 | Shareholder 3 |
|-----------------------------|---------------|---------------|

|  |          |                            |
|--|----------|----------------------------|
| Sole Director and Sole Company Secretary | Director | Director/Company Secretary |
|--|----------|----------------------------|

# Proxy/Voting Form for Annual General Meeting

## How to complete your voting form

### 1. Your name and address

If you have received this form in the mail, then this is your name and address as it appears on the Company's share register. If this information is incorrect, please mark the box and make the correction on the form. Please note, you cannot change ownership of your share using this form.

If you have received this form electronically, please complete your registered name and address so that your vote may be attributed to you.

### 2. Voting form – general information

A shareholder entitled to attend and vote at the meeting may use this form to vote directly prior to the meeting (Section 1) **OR** to appoint one proxy to attend and vote on their behalf (Section 2).

Only one of Section 1 or Section 2 should be marked. If you do not mark any option in Section 1 or Section 2, or if you mark both Section 1 and Section 2, you will be taken to have appointed the Chair of the meeting as your proxy.

Section 3 should be completed when voting directly (along with Section 1), or if you wish to direct your proxy (Section 2) how to vote.

Section 4 must be completed for your voting directions and/or appointment of a proxy to be considered valid.

### 3. Direct voting prior to the meeting

If you wish to vote directly, you should clearly mark the box in Section 1 and the boxes in Section 3 to indicate your voting instruction for each item. Please only mark either "for" or "against" for each item, do not mark the "abstain" box if you are voting directly. If you vote on at least one item but leave the other item(s) blank, the vote on the item(s) marked will be valid but no vote will be counted or treated as being cast for the item(s) left blank. If no voting instructions are given on all of the items, then the Chair of the meeting will be deemed to be your appointed proxy. The Chair's decision as to whether a direct vote is valid is final and conclusive.

### 4. Section 2 - Appointment of a proxy

A shareholder entitled to attend and vote at the meeting may appoint one proxy. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate.

# Proxy/Voting Form for Annual General Meeting

If you would like to appoint the Chair of the Meeting as your proxy, mark the box with an 'X'. If the person you would like to appoint as your proxy is someone other than the Chair of the Meeting, write the name of that person (this may be an individual or body corporate).

If you leave this section blank, the Chair of the Meeting will act as your proxy.  
If the appointed proxy is not at the Meeting, the Chair of the Meeting will act as your proxy.

## 5. Section 3 - Voting instructions

To cast your direct vote or to direct your proxy how to vote, place a mark in one of the boxes opposite each item of business. If you have appointed a proxy and do not mark any of the boxes on a given item, your proxy may vote as he or she chooses (subject to any voting restrictions that apply to your proxy) . If you mark more than one box on an item your vote on that item will be invalid.

## 6. Signing of voting form

Your direct vote prior to the meeting or your proxy appointment is only valid if this voting form has been signed by the shareholder/s entitled to attend and vote at the meeting. The following rules apply to signing voting forms.

- *Individual*: if the holding is in one name, the individual shareholder must sign.
- *Joint holding*: if shares are held jointly, all shareholders should sign the voting form. A voting form signed by the shareholder whose name appears first in the register, but not by the joint holder/s, will also be accepted as valid.
- *Power of attorney*: if a voting form is signed under a power of attorney, the original or certified copy of the power of attorney must be lodged with the voting form, unless it has previously been lodged with the Company.
- *Corporate shareholder/s*:
  - if the company has a sole director who is also the sole company secretary, the voting form must be signed by that person.
  - if the company is a proprietary company and does not have a company secretary, and has only one director, the sole director can sign alone.
  - otherwise, the voting form must be signed by a director jointly with either another director or the company secretary
  - Please indicate the office held when signing.

Note: if a proxy is a body corporate, it must appoint an individual to act as a corporate representative under section 250D of the Corporations Act and give satisfactory written evidence of the appointment to the company before the meeting.

# Proxy/Voting Form for Annual General Meeting

## **How to lodge your proxy form (and other documents)**

This is a direct vote or appointment of a proxy for the 2022 Annual General Meeting to be held at the Hellenic Club in the City on 29 November at 5.30pm. This voting form (and any Power of Attorney under which it is signed) must be received by the Company not later than 5:00pm on 25 November 2022. Any voting form received after that time will not be valid for the scheduled meeting.

Documents may be lodged in any of the following ways:

- by mail to the Chairman, Molonglo Financial Services Limited, 20 Curtin Place, Curtin ACT 2605;
- by hand to the Chairman, Molonglo Financial Services Limited, 20 Curtin Place, Curtin ACT 2605; or
- by email to the Chairman at [admin@molonglofs.com.au](mailto:admin@molonglofs.com.au)