

Notice of Annual General Meeting

Mt Evelyn & Districts Financial Services Ltd
A.B.N. 93 096 782 240

To be held at 7.00pm on 22 November 2022
at Mt Evelyn Christian School Theatre, Hawkins Road, Mt Evelyn, Victoria.
(Second entrance on left in Hawkins Road and Melway Ref: 52J4)

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 2022

2. Election of Directors

Election of Directors appointed since last Annual General Meeting

(a) That Leigh Matthew Brown be elected as a Director of the Company.

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

Re-election of Director retiring by rotation

(c) That Duuna Rochelle Landman be re-elected as a Director of the Company.

(d) That Prue Cathley Northey be re-elected as a Director of the Company.

(e) That John David Stroud be re-elected as a Director of the Company.

Special Resolution

3. To consider and approve the Explanation / Explanatory Note of the proposed resolution, a copy of which is attached

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

(f) That the Constitution of the company be amended by adopting the updated 2020 pro forma Community Bank constitution, the marked-up Constitution is available for inspection by the members at the Community Bank Mt Evelyn – Bendigo Bank branch.

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 members as at 5.00pm on 11 November 2022.

By order of the Board

Laura Lilley

Company Secretary
11 October 2022

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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) Leigh Matthew Brown, 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.

Re-election of Director retiring by rotation

- b) Duuna Rochelle Landman retires by rotation in accordance with the constitution of the Company, and being eligible, offers herself for re-election.
- c) Prue Cathley Northey retires by rotation in accordance with the constitution of the Company, and being eligible, offers herself for re-election.
- d) John David Stround retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election.

Agenda item 3. Special Resolution

The reasons for the resolution to amend the constitution are as follows:

- e) the Constitution is being brought up to date to update formatting;
- f) the Constitution is being brought up to date to reflect suggested improvements of Bendigo and Adelaide Bank Limited based on current best-practice since 2008;
- g) the Constitution is being brought up to date to reflect changes in the law; and
- h) the Constitution is being brought up to date to make specific changes to rule 9.

The marked-up Constitution is available for inspection by the members at the Community Bank Mt Evelyn – Bendigo Bank branch.