

Notice of Annual General Meeting

Trafalgar & District Financial Services Limited

A.B.N. 86 102 573 222

**To be held at 6.30pm on Wednesday, 5 November 2025 at Trafalgar-Thorpdale RSL, 55
Kitchener Street, Trafalgar 3824**

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.

- (a) That **Kevin McLaren** be elected as a Director of the company.
- (b) That **Sally Neenan** be elected as a Director of the company.
- (c) That **Debbie Di Sisto** be re-elected as a Director of the company.
- (d) That **Matt Steendam** be re-elected as a Director of the company.
- (d) That **Melanie Cahani** be re-elected as a Director of the company.

Special Business

3. Director Remuneration

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

Special Resolution 1

That, in accordance with Rule 57(1) of the Company's Constitution, shareholders approve the payment of remuneration to Non-Executive Directors of the Company, not exceeding a total pool of \$40,500 (inclusive of statutory superannuation) per annum effective from 1 July 2025 to be distributed at the discretion of the Board in accordance with its internal remuneration policy.

The Company will disregard any votes cast on Item 3 by or on behalf of a member of the Key Management Personnel (including Directors) and their closely related parties, unless the vote is cast as proxy for a person entitled to vote, in accordance with a direction on the proxy form.

4. Mission Statement

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

Special Resolution 2

That the Trafalgar & District Financial Services Limited constitution dated 9 November 2022 be amended to insert the following new clause:

"Mission Statement

Trafalgar & District Financial Services Limited's mission is to be a substantial, sustainable community-built business that contributes to community prosperity."

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.

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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 Friday, 31 October 2025.

By order of the Board



Rosie Carroll
Company Secretary

8 October 2025

RSVP – Annual General Meeting

I/We intend to attend the AGM of Trafalgar & District Financial Services Ltd on **Wednesday, 5 November 2025 at Trafalgar-Thorpdale RSL at 6.30pm.**

Name(s): _____

Number attending: _____

☐ Shareholder ☐ Guest

Please return by **Friday, 31 October 2025** by email to secretary@tdfs.com.au or in person at the Branch.

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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 1: Annual Report

The Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2025 will be available in hardcopy at the AGM and uploaded to the website

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

Agenda Item 2: Election of Directors

The following information is provided about candidates for election to the Board.

- (a) **Kevin McLaren**, 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) **Sally Neenan**, 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.
- (c) **Debbie Di Sisto**, retires by rotation in accordance with the constitution of the company, and being eligible, offers herself for re-election.
- (d) **Matt Steendam**, retires by rotation in accordance with the constitution of the company, and being eligible, offers himself for re-election.
- (e) **Melanie Cahani**, retires by rotation in accordance with the constitution of the company, and being eligible, offers herself for re-election.

Details of the Director's skills, experience and Directorships are set out in the Annual Report.

Agenda Item 3: Director Remuneration

Rule 57(1) of the Company's Constitution requires shareholder approval for any remuneration to Directors. The Board is therefore seeking approval for a total remuneration pool of \$40,500 per annum (inclusive of statutory superannuation).

This proposal recognises the significant responsibilities, risks, and personal accountabilities carried by Directors in fulfilling their duties. Directors of a Community Bank operate in a highly regulated financial services environment, where governance expectations are substantial. They are responsible not only for the financial success and sustainability of the Company, but also for ensuring that profits are returned to the community in line with the Community Bank model. To attract and retain the high calibre Directors required to meet these obligations, it is appropriate that Directors receive modest recognition for their time, skill, and contribution.

The remuneration pool will be allocated under a transparent unit-based structure that reflects the level of responsibility associated with Board roles (for example, Board Chairperson, Deputy Chair, Treasurer and Committee Chairs). Directors will only be eligible to receive remuneration if minimum standards are met, including attendance at meetings and completion of professional development.

The Board emphasises that Director remuneration will always be considered in the context of the Company's overall financial position. The Board retains full discretion to suspend, reduce or defer payments if it considers this appropriate, and will ensure that obligations to creditors, shareholder dividends and community investment are prioritised ahead of Director remuneration.

Director remuneration paid will be disclosed in the Company's Annual Report each year.

Voting exclusions: In accordance with the Corporations Act, the Company will disregard any votes cast on this resolution by or on behalf of a member of Key Management Personnel (including Directors) and their closely related parties, unless the vote is cast as proxy for a person entitled to vote and in accordance with a direction on the proxy form.

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Agenda Item 4: Mission Statement

The Board of Trafalgar & District Financial Services Limited (TDFS) is seeking shareholder approval of a Mission Statement to support the Company's application for social enterprise certification with Social Traders Ltd (ABN 42 132 665 804).

For more than 20 years, TDFS has operated with a clear community purpose, reinvesting profits to support local projects and initiatives. Certification will provide independent recognition of this contribution, strengthen our credibility with government and business partners, and formally position TDFS as part of a national network of certified social enterprises.

To achieve certification, Social Traders requires that a Mission Statement is embedded in the Company's Constitution and contains three elements:

1. A clear commitment to social purpose.
2. A requirement that dividends to shareholders will not exceed the funds distributed to the community in any year.
3. That any change to the Mission Statement must be approved by shareholders by way of special resolution.

The proposed Mission Statement is:

"Trafalgar & District Financial Services Limited's mission is to be a substantial, sustainable community-built business that contributes to community prosperity." - Refer overleaf.

This resolution seeks approval to amend the Constitution accordingly. Approval will not change how TDFS operates day-to-day, but will enable the Company to be formally recognised as a certified social enterprise.

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Trafalgar & District Financial Services Limited Mission Statement

Background

The directors of Trafalgar & District Financial Services Limited intend to submit an application for certification as a social enterprise with Social Traders Ltd (ABN 42 132 665 804) (Social Traders). Social Traders are the pioneers of social enterprise procurement in Australia and is Australia's only social enterprise¹ certifying body.

The mission statement set out below has been prepared to support Trafalgar & District Financial Services Limited's application with Social Traders and is presented to shareholders for approval.

Commitment to social purpose

1. In seeking certification with Social Traders, commits to the following mission statement (Mission Statement):

"Trafalgar & District Financial Services Limited's mission is to be a substantial, sustainable community-built business that contributes to community prosperity."

2. As a franchisee of Bendigo and Adelaide Bank Limited, Trafalgar & District Financial Services Limited is committed to returning profits generated from the operation of its Community Bank branch to local communities. The directors consider that the Mission Statement aligns with Trafalgar & District Financial Services Limited's Environmental, Social and Governance aspirations and its continued commitment to local communities.

Dividends and distributions

3. In seeking certification with Social Traders, Trafalgar & District Financial Services Limited commits to the following dividends and distributions statement:

"While Trafalgar & District Financial Services Limited operates as a social enterprise and maintains its certification with Social Traders, in distributing dividends in any 12-month period, the distribution for the period must not exceed an amount equivalent to or more than the verified public or community benefit (which is accepted by Social Traders) and/or otherwise must meet the relevant certification criteria of Social Traders."

4. The above statement supports Trafalgar & District Financial Services Limited's commitment to returning profits to local communities, whilst acknowledging the ongoing support and contributions from shareholders. The directors consider that this commitment provides a fair and balanced approach to local communities and to shareholders.

Changes to this Mission Statement

5. In seeking certification with Social Traders, Trafalgar & District Financial Services Limited agrees that this Mission Statement may only be amended or repudiated as follows:

"Any change to or repudiation of this Mission Statement requires the passing of a special resolution by shareholders."

6. Once certification with Social Traders has been obtained, any changes to this Mission Statement may result in Trafalgar & District Financial Services Limited's loss of certification by Social Traders. Accordingly, this Mission Statement may only be amended or repudiated by a special resolution.

¹ For the purposes of this Mission Statement, a social enterprise means an entity that is recognised by Social Traders as a 'Social Enterprise' under its certification criteria. A Community Bank company that does not have such certification from Social Traders is not a social enterprise.