

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, 4 November 2026 at Trafalgar Bowls Club,
9-13 Seven Mile Road, Trafalgar**

Ordinary Business

1. Receipt of Annual Report

To receive the Company's Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2026.

2. Election of Directors

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

(a) That **Edwin Vandenberg** be re-elected as a Director of the Company.

(b) That **Debbie Litkowski** be re-elected as a Director of the Company.

3. Appointment of Auditor

To consider, and if thought fit, pass the following resolution as an ordinary resolution. That the appointment of CountPro Audit Pty Ltd as Auditor of the Company be approved.

Special Business

4. Adoption of amended Company Constitution

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

Special Resolution 1:

That the amended Trafalgar & District Financial Services Limited (the Company) constitution, which permits attendance and voting at meetings by physical, hybrid or fully virtual means, be adopted in place of the current constitution, effective on and from the close of the 2026 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. See the attached Proxy Form for information on appointing a proxy.

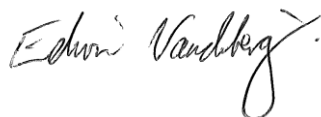
Corporate shareholder: A corporate shareholder may appoint one or more persons to act as its representative under section 250D of the Corporations Act, but only one representative may exercise the corporate shareholder's powers at any one time. The Company requires written evidence of a representative's 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 Friday, 30 October 2026.

By order of the Board



Edwin Vandenberg

Company Secretary

13 October 2026

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RSVP – Annual General Meeting

I/We intend to attend the AGM of Trafalgar & District Financial Services Ltd on **Wednesday, 4 November 2026 at Trafalgar Bowls Club at 6.30pm.**

Name(s):

Number attending: _____

☐ Shareholder

☐ Guest

Please return by Friday, 30 October 2026 by email to TDFS_admin@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 2026 will be available in hardcopy at the AGM and uploaded to the website. [Community Bank Trafalgar & District | Bendigo Bank](#)

Agenda item 2: Election of Directors

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

- (a) **Edwin Vandenberg**, retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election.
- (b) **Debbie Litkowski**, retires by rotation in accordance with the constitution of the Company, and being eligible, offers herself for re-election.

Details of the Directors' skills, experience and directorships are set out in the Annual Report.

Agenda item 3: Appointment of Auditor

Item 3 is an ordinary resolution to seek your approval for the appointment of CountPro Audit Pty Ltd as the Company's Auditor.

Following the introduction of the TDFS Term of External Auditor Policy and TDFS's commitment to maintaining the independence, transparency and integrity of its external audit function, an external audit services tender and evaluation process was completed. The Board recommends that shareholders approve the appointment of CountPro Audit Pty Ltd.

The Board has received CountPro Audit Pty Ltd's consent to act and written notice of CountPro Audit Pty Ltd's nomination as Auditor from shareholder Debbie Di Sisto.

The appointment of CountPro Audit Pty Ltd requires approval of shareholders under the Corporations Act.

Agenda item 4: Adoption of Amended Company Constitution

Introduction

The Board unanimously recommends that the Company shareholders approve proposed Special Resolution 1. This would result in the amended constitution being adopted in place of the Company's current constitution as of the close of the 2026 Annual General Meeting.

Adoption of Amended Constitution by Special Resolution

The Corporations Act 2001 (Cth) (Act) provides that the Company may modify or repeal the constitution by special resolution under section 136(2). A special resolution is a resolution:

- of which notice has been given in accordance with the Act; and
- that has been passed by at least 75% of the votes cast by those entitled to vote on the resolution.

Why is it considered appropriate to adopt a revised constitution at this time?

The Company has sought to promote shareholder attendance at, and participation in, general meetings through various shareholder engagement methods. As these methods have not secured a material increase in shareholder engagement, the Company would like to offer attendance at meetings through virtual means.

The following explanatory comments provide more detail of proposed amendments to the General Meeting provisions:

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General Meetings

Adding Rule 38 (2): General meetings may be conducted as physical, hybrid or fully virtual meetings using technology (including telephone conference or video conference facility or other electronic device) that gives members as a whole a reasonable opportunity to participate, including speaking and voting, in the meeting, provided that all members present or otherwise attending are in simultaneous contact or communication with one another. Attendance by technology counts as presence for quorum and voting.

Quorum

Update Rule 40 (1): Two shareholders, entitled to vote, present in person or by a duly appointed representative, proxy or attorney constitute a quorum for a meeting. No business may be transacted at any meeting, except the election of a Chairman and the adjournment of the meeting, unless a quorum is present at the commencement of the meeting.

Adding Rule 40 (2): A member is taken to be present if attending in person or by technology permitted by this Constitution, or by proxy, attorney or corporate representative.

Updating existing Rule 40 (2) to be Rule 40 (3): If there is not a quorum at a general meeting within 15 minutes after the time specified in the notice of meeting, the meeting is dissolved unless the Board adjourns the meeting to a date, time and place determined by it. If no quorum is present at any adjourned meeting within 15 minutes after the time for the meeting the meeting is dissolved.

Adding Rule 40 (4): Notice of the adjourned meeting must be given to all members, and the quorum for the adjourned meeting shall be at least any of two members entitled to vote, present in person or by duly appointed representative, proxy or attorney present.

Adding Rule 40 (5): If no quorum is met, that adjourned meeting is regarded as dissolved.

Voting on show of hands or electronically

Update Rule 44: Each question submitted to a general meeting is to be decided by a show of hands of the shareholders present and entitled to vote, by electronic means or on a poll unless a poll is demanded. The Chairman may determine the method of voting for each resolution. In the case of an equality of votes, the Chairman has, ~~both~~ on a show of hands, by electronic means and at a poll, a casting vote in addition to the vote or votes to which the Chairman may be entitled as a shareholder or as a proxy, attorney or duly appointed representative of a shareholder. Unless a poll is demanded, a declaration by the Chairman that a resolution has been passed or lost is conclusive without proof of the number or proportion of the votes recorded in favour of or against the resolution.

What happens if shareholders approve the proposed special resolution?

If shareholders approve the proposed special resolution, the updated constitution will be adopted in place of the current constitution effective on and from the close of the 2026 Annual General Meeting. The updated constitution will then serve as the internal governing rules of the Company until such time as the updated constitution is amended or replaced in accordance with the Act (should this ever be considered necessary in the future).

What happens if shareholders do not approve the proposed special resolution?

If shareholders do not approve the proposed special resolution, the updated constitution will not be adopted and the current constitution will remain in place in its existing form.

How do I obtain more information about the updated constitution and this process?

A copy of the proposed amended constitution is available for viewing here:

<https://www.dropbox.com/scl/fi/4n86g224ztifb9ztyqq0x/TDFS-Company-Constitution-adopted-5-November-2025-Proposed-amended-tracked-changes.pdf?rlkey=aps9bzmdj1rziuirpv1k68mb&st=5stpe0qh&dl=0>

OR email ddisisto@tdfs.com.au if you would like a copy emailed to you.

The proposed updated constitution will also be made available at the Annual General Meeting.

All other queries can be directed to Debbie Di Sisto, Chairperson, on 0421 773 774 or by email at ddisisto@tdfs.com.au.