

Notice of Annual General Meeting

Fremantle Community Financial Services Limited
A.B.N. 41 114 925 174

To be held at 6.00 pm on Wednesday 24 October 2012
At 9 Adelaide Street, Fremantle, WA, 6160

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 2012.

2. Election of Directors

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

Re-election of Director retiring by rotation

- (a) That **Debra Anne Rule** be elected as a Director of the Company.
- (b) That **Arnold Bartholomew Houwen** be elected as a Director of the Company.
- (c) That **John Alexander Bird** be elected as a Director of the Company.
- (d) That **Bruce James Moriarty** be elected as a Director of the Company.
- (e) That **Brodie McCulloch** be elected as a Director of the Company.

Election of New Director

- (f) That **Dearne Mary Russell** be 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 **RSM Bird Cameron** as Auditor of the Company be approved.

4. Remuneration Report

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

That the **Remuneration Report** be adopted.

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 **6.00pm on Monday 22 October 2012**.

By order of the Board

Bruce Moriarty

Company Secretary

23 September 2012

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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.

Re-election of Director retiring by rotation

- (a) **Debra Anne Rule** retires by rotation in accordance with the constitution of the Company, and being eligible, offers herself for re-election.
- (b) **Arnold Bartholomew Houwen** retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election.
- (c) **John Alexander Bird** retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election.
- (d) **Bruce James Moriarty** retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election.
- (e) **Brodie McCulloch** retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election.

Election of New Director

- (e) **Dearne Mary Russell** has not previously served as a Director, and offers herself for election.

Agenda item 3. Appointment of Auditor

Item 3 is an ordinary resolution to seek your approval for the appointment of **RSM Bird Cameron** as the Company's Auditor.

The Board has received **RSM Bird Cameron's** consent to act and written notice of **RSM Bird Cameron's** nomination as Auditor from a shareholder.

The appointment of **RSM Bird Cameron** requires approval of shareholders under the Corporations Act.

Agenda Item 4: Remuneration Report

The Corporations Act requires a resolution that the Remuneration Report contained in the Company's Annual Report [and Concise Report] be adopted, be put to the vote. The resolution is advisory only and does not bind the Directors of the Company.