

Notice of Annual General Meeting

Clifroy Limited
A.B.N. 31 114 604 358

**To be held at 6.15 for 6.30pm on Wednesday 14 November 2012
at Arts Project Australia, 24 High Street, Northcote 3070**

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 appointed since 1 July 2012.

- (a) That **Peter Raymond Hille** be elected as a Director of the Company.
- (b) That **Jennifer Vivien Stephens** be elected as a Director of the Company.

Re-election of Director retiring by rotation

- (c) That **Yann Burden** be elected as a Director of the Company.
- (d) That **Clare Elizabeth Carmody** be elected as a Director of the Company.

3. Remuneration Report

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

That the Remuneration Report be approved and adopted.

The company will disregard any votes cast (in any capacity) on item 3 by or on behalf of a member of key management personnel (which includes Directors) unless the vote is cast as proxy for a person entitled to vote in accordance with a direction on the proxy form.

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.

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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 restrictions

Key management personnel of the Company (and any closely related party of any such member) are excluded from voting on all resolutions that are directly or indirectly related to the remuneration of key management personnel and will not be able to vote your proxy on item 3 unless you direct them how to vote. If you intend to appoint the Chairman of the meeting as your proxy, you can direct him or her to vote by marking the Chairman's box on the proxy form (in which case the Chairman of the meeting will vote in favour of this item of business).

For the purposes of these voting restrictions:

- The 'key management personnel' for **Clifroy Limited** are those persons having authority and responsibility for planning, directing and controlling the activities of the company, either directly or indirectly, including any director (whether executive or otherwise) of that company.
- A 'closely related party' of a member of the key management personnel for **Clifroy Limited** includes a spouse or child, a child of the member's spouse, a dependent of the member or of the member's spouse, or anyone else who may be expected to influence the member (or be influenced by the member) in the member's dealings with the company.

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 **5pm on Friday 19 October 2012**.

By order of the Board

Michelle Burns
Company Secretary
30 August 2012

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 appointment since last Annual General Meeting

(a) **Peter Hille** having been appointed by the Board on 3 August 2011, retires in accordance with the constitution of the Company, and being eligible, offers himself for election.

(b) **Jennifer Vivien Stephens** having been appointed by the Board on 23 June 2012, retires in accordance with the constitution of the Company, and being eligible, offers herself for election.

Re-election of Director retiring by rotation

(c) **Yann Burden** retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election.

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(d) **Clare Elizabeth Carmody** retires by rotation in accordance with the constitution of the Company, and being eligible, offers herself for re-election.

Peter Raymond Hille

As a resident of Clifton Hill for 20 years Peter brings local knowledge and substantive networks. As a leader and Board Member at a range of local community organisations, Peter brings an understanding of corporate governance as well as an awareness of community needs and how such needs might be addressed. Peter is currently Chairman of the Reds Foundation, a Director of the Rotary Club of Fitzroy, Vice-President of Fitzroy Victoria Bowls Club and Treasurer of Yarra Blue Light. Peter's professional background includes educational leadership, public speaking, a managerial role in financial services and HR Consultancy – each of these informs and supports his role as a Director of Clifroy Limited.

Jennifer Vivien Stephens

Jenny has been actively involved with a range of community organisations, including as a former long serving member of the Board of Governance of Prahran Mission. In addition to her recent Board membership of Clifroy Limited, she has also been appointed to the Board of NMIT. Jenny holds a Bachelor degree in Arts, a Masters degree in Sociology and has undertaken Executive level leadership programs in Australia and overseas. Jenny is a member of the Australian Institute of Company Directors.

Yann Burden

Yann runs a small energy efficiency/software business and with that comes an understanding of how to juggle finances, sales, operations and HR. Being a geek at heart, with the help of his colleagues at the bank, Clifroy is trying to bring all our operations on-line.

Clare Elizabeth Carmody

A history in youth arts and community development helps Clare to understand how organisations and volunteers make a difference and what constitutes a good investment in community. Managing a not for profit organisation helps Clare see where this investment can be effectively spent and where the bank can fill gaps not covered by anyone else. Clare's MBA has given her a practical understanding in corporate governance, which provides balance.

Agenda item 3. Remuneration Report

Item 3 is an ordinary resolution to seek your approval for the adoption of the Remuneration Report.

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