

Notice of Annual General Meeting

Rye & District Community Financial Services Limited
A.B.N. 67 095 766 895

To be held at 6.30pm for 7.00pm on Thursday 20th November 2014
at the Rye Civic Centre Hall,
Napier Street, RYE, VIC

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 2014.

2. Election of Directors

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

Election of Director appointed since last Annual General Meeting

- (a) That **Amber Earles** be elected as a Director of the Company.

Re-election of Director retiring by rotation

- (b) That **Vincent Cheers** be re-elected as a Director of the Company.
(c) That **Stephen Edmund** be re-elected as a Director of the Company.
(d) That **Andrew Emerson** be re-elected as a Director of the Company.
(e) That **Pat Tonks** 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 the firm Andrew Frewin Stewart, as Auditor of the company, be approved.

4. Remuneration Report

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

That the Remuneration Report be adopted.

Except to the extent permitted by law, the company will disregard any votes cast (in any capacity) on item 4 by or on behalf of a member of key management personnel named in the Remuneration Report (and any closely related party of any such member) unless the vote is cast as proxy for a person entitled to vote in accordance with a direction on the proxy form.

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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.

Voting restrictions

Key management personnel of the company and their closely related parties may not vote on item 4. If you appoint a member of the key management personnel (other than the Chairman) or their closely related party as your proxy, they may not vote your proxy on item 4 unless you direct them how to vote. You can direct your proxy how to vote by marking the appropriate boxes on the proxy form. If the Chairman of the meeting is your proxy and you do not direct him how to vote, the Chairman intends to vote undirected proxies in favour of all items of business to the extent permitted by law.

For the purposes of these voting restrictions:

- The 'key management personnel' for the company 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 the company.
- A 'closely related party' of a member of the key management personnel for the company includes a spouse or child, a child of the member's spouse, a dependent of the member or of the members' 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

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 5.00pm on Friday 13th November 2014

By order of the Board
Dorothy Mortlock
Company Secretary
19 October 2014

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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) **Amber Earles**, 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.

Re-election of Directors retiring by rotation

- (a) **Vincent Cheers** retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election.
- (b) **Stephen Edmund** retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election.
- (c) **Andrew Emerson** retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election.
- (d) **Pat Tonks** retires by rotation in accordance with the constitution of the Company, and being eligible, offers herself for re-election.

Agenda item 3. Appointment of Auditor

Item 3 is an ordinary resolution to seek your approval for the appointment of the firm Andrew Frewin Stewart as the Company's Auditor.

As is required under the Corporations Act, **David Hutchings**, our Auditor for the past two years, has submitted his resignation as Lead Auditor and his resignation has received the consent of ASIC.

The Board has received consent **from Andrew Frewin Stewart** to act as Auditor but, under the Corporations Act, the appointment of this company requires the approval of shareholders.

Agenda item 4. 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.

The directors will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies and will abide by the requirements of the Corporations Act in the event that 25% or more of the votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs.