

Notice of Annual General Meeting

North Ryde Community Finance Limited

ACN 112 673 506

to be held at 10.00 am on Wednesday, 12 November 2014

at Holy Spirit School Hall

195 Cox's Road, North Ryde NSW 2113

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. Remuneration Report

To consider and, if thought fit, pass the following resolution as an ordinary resolution: "the Remuneration Report for the Company for the year ended 30 June 2014 be adopted".

3. Election of Directors

To consider and, if thought fit, to pass each of the following resolutions as an ordinary resolution.
Re-election of Directors retiring by rotation

- (a) That Dr Graham McMaster be elected as a Director of the Company.
- (b) That Mr Anthony Wise be elected as a Director of the Company.
- (c) That Professor Gordon MacAulay be elected as a Director of the Company.

4. Appointment of Auditor

To consider, and if thought fit, pass the following resolution as an ordinary resolution.
That the appointment of AFS & Associates as Auditor of the Company be approved.

Attending the Meeting

All shareholders may attend the Annual General Meeting.

Joint Shareholders: 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. Should you choose the proxy method, please do not vote for directors using the electronic system as your vote will be declared invalid.

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 purpose of voting at the Meeting, shares will be taken to be held by the persons who are registered as shareholders as at 10.00 am on 12 November 2014.

Helen Patricia Perrin
Company Secretary
17 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 3. Election of Directors

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

Re-election of Director retiring by rotation.

- (a) Dr McMaster retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election.
Dr McMaster is a foundation director of North Ryde Community Finance. The Board recommends his re-election.
- (b) Mr Wise retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election.
Mr Wise is an experienced management accountant who has had a career spanning several industries, including the Budget Car Rental Company where he served as the Financial Controller. The Board recommends Mr Wise's re-election
- (c) Professor MacAulay retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election.
The Board recommends his re-election.

Agenda Item 4. Appointment of Auditor

Item 4 is an ordinary resolution to seek your approval for the appointment of AFS & Associates as the Company's Auditor.

The Board has received AFS & Associates' consent to act and written notice of AFS & Associates' nomination as Auditor from a shareholder.

The appointment of AFS & Associates requires approval of shareholders under the Corporations Act.