

Notice of Annual General Meeting

Mt Evelyn & Districts Financial Services Ltd
A.B.N. 93 096 782 240

To be held at 7.00pm on 27 November 2014
at Mt Evelyn Christian School Theatre, Hawkins Road, Mt Evelyn, Victoria.
(Second entrance on left in Hawkins Road and Melway Ref: 52J4)

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 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 Laura Lilley be elected as a Director of the Company.
- (b) That Terry Marshall be elected as a Director of the Company.

Re-election of Director retiring by rotation

- (a) That Iain Fraser be re-elected as a Director of the Company.
- (b) That Craig Keithley be re-elected as a Director of the Company.
- (c) That Margi Sank 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 Andrew Frewin Stewart be appointed as auditor of the company, subject to ASIC approval.

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 5.00pm on 27 October 2014.

By order of the Board

Margi Sank

Company Secretary
20 October 2014

Notice of Annual General Meeting

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) Laura Lilley, 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.
- (b) Terry Marshall, 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 himself for election.

Re-election of Director retiring by rotation

- (a) Iain Fraser retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election.
- (b) Craig Keithley retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election.
- (c) Margi Sank 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 Andrew Frewin Stewart, as the Company's Auditor, subject to ASIC approval.