

Notice of Annual General Meeting

Inverloch & District Financial Enterprises Limited
A.B.N. 13 117 672 590

**To be held at Cottage Restaurant, Inlet Hotel
at 3 - 5 The Esplanade, INVERLOCH
on 19th November 2015 at 7.00 p.m.**

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 2015.

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 **Domenic Anthony Brusamarello** who retires by rotation in accordance with the constitution of the company and being eligible, offers himself for re-election be elected as a Director of the Company.
- (b) That **Alan Keith Gostelow** who retires by rotation in accordance with the constitution of the company and being eligible, offers herself for re-election be elected as a Director of the Company.

4. Remuneration Related Resolution

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

- a) 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.

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 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 4 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 Inverloch & District Financial Enterprises 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 Inverloch & District Financial Enterprises 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 shareholders as at **6.00 P.M. on 13th November 2015**.

By order of the Board

A handwritten signature in dark ink, appearing to read 'Alan Gostelow', with a long horizontal flourish extending to the right.

Alan Gostelow
Company Secretary
19th October 2015

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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. Appointment of Auditor

Item 2 is an ordinary resolution to obtain your approval for the appointment of the firm Andrew Frewin Stewart as the Company's auditor. The Auditor Graeme Stewart of Andrew Frewin Stewart has tendered his notice of resignation effective as at the Annual General Meeting to be conducted 20th November 2014. Accordingly the Company is required to appoint another Auditor. The appointment of the firm Andrew Frewin Stewart requires the approval of shareholders under the Corporations Act.

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

Re-election of Director retiring by rotation

- (a) **Domenic Anthony Brusamarello** retires by rotation in accordance with the constitution of the Company, and being eligible, offers him/herself for re-election. His election is recommended by the Board.

Domenic Anthony Brusamarello

Director (*Appointed 29 October 2009*)

Age: 54

Self Employed Manager Retail Manager and Business Development Advisor

Foodworks Supermarket Inverloch

Current Director Inverloch & District Financial Enterprises Ltd. Owner and operator of the Inverloch Supermarket for more than seventeen years and long standing member of community groups.

- (b) **Alan Keith Gostelow** retires by rotation in accordance with the constitution of the Company, and being eligible, offers him/herself for re-election. His election is recommended by the Board.

Alan Keith Gostelow

Director (*Appointed 27 November 2005*)

Age: 73

Previous CEO Chief Executive Officer and Company Secretary General Practice Alliance – South Gippsland Limited, Previous Director, Phillip Island Nature Parks Board of Management Inc

Current Director, Chairman and Company Secretary, Inverloch & District Financial Enterprises Ltd. Previous Director Peritus Business Consultants Pty Ltd. Previous Commissioned Officer Australian Regular Army. Previous CEO for CityWide Service Solutions Pty Ltd and for Civil Construction Corporation in Tasmania. Senior Management roles with Myer Melbourne, the Royal Melbourne Hospital and the City of Melbourne.

Agenda item 4. Remuneration Related Resolution

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.