

Notice of Annual General Meeting

**BELLARINE PENINSULA COMMUNITY BRANCH LTD.
A.B.N. 33 089 107 657**

**To be held at 6pm on 9 November 2016
At the Portarlington Golf Club**

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 2016

2. Election of Directors

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

Re-election of Director retiring by rotation –

- a) That **Justine Finlay** be re-elected as a Director of the Company.
- b) That **Kerry Trewin** be re-elected as a Director of the Company.
- c) That **Geoff Webster** be re-elected as a Director of the Company.

Election of new Director

- d) That **Robert Barker** be elected as a Director of the company
- e) That **Sheryl Follett** be elected as a Director of the Company

Special Business

3. NSX and Low Volume Market

To consider, and if seen fit, pass the following resolution as a special resolution.

That the Company delist from the National Stock Exchange of Australia (NSX) and apply to ASIC to operate a Low Volume Market (LVM)

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 5.30pm on 3 November 2016

By order of the Board

A handwritten signature in black ink, appearing to read 'S. Baldwin', written over a horizontal line.

Sandra Baldwin
Company Secretary
26 September 2016

Photos and videos will be taken throughout the evening to be used for future promotion.
If you would prefer to not be involved, please let us know.

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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.

Re-election of Director retiring by rotation

- (a) **Justine Finlay** retires by rotation in accordance with the constitution of the Company, and being eligible, offers herself for re-election.
- (b) **Kerry Trewin** retires by rotation in accordance with the constitution of the Company, and being eligible, offers herself for re-election.
- (c) **Geoff Webster** retires in rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election.

Election of new Directors

- (d) **Robert Barker** has not previously served as a Director, and offers himself for election.
- (e) **Sheryl Follett** has not previously served as a Director, and offers herself for election.

Robert Barker

Robert joins us with 35 years' experience in banking and finance, strategy development and execution, business advice with partner expertise in banking systems and data. He has owned and operated a retail chain in Melbourne with his wife before retiring to live in St. Leonards where he is a member of the St. Leonards Yacht Club, Portarlington & St. Leonards Golf Clubs, St. Leonards Progress Association while travelling back to Melbourne to sit on the board of Melbourne Angels. We welcome Robert and look forward to working together in the future.

Sheryl Follett

Sheryl is a retired teacher, social worker and manager in community services. With expertise in working with Local and Territory government in the area of community health, aged care and disability, community engagement and partnerships between government and community organizations. Sheryl is a Portarlington resident involved with The Mussel Festival, local community groups with an interest in health wellbeing and cultural projects. We welcome Sheryl to our board.

Agenda Item 3. NSX and Low Volume Market

The Company proposes to delist from the National Stock Exchange of Australia (NSX) so as to apply to ASIC to operate a Low Volume Market as the preferred trading framework for shares for the Company. 90 days notice is required by the NSX. The Directors are of the opinion that the Low Volume Market provided by ASIC is an appropriate share trading framework for the Company's shareholders given the size and nature of the Company and its shareholders and shareholdings.