

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 17th November 2016 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 2016.

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 **Tristan Andrew Creed** who retires by rotation in accordance with the Constitution of the Company and being eligible, offers himself for re-election as a Director of the Company.
- (b) That **Maxwell Alexander Warlow** who retires by rotation in accordance with the Constitution of the Company and being eligible, offers himself for re-election as a Director of the Company.

Election of Directors previously appointed by the Board

- (c) That **Kate Anthea Dwyer** previously appointed by the Board retires in accordance with the Constitution of the Company and offers herself for election as a Director of the Company.
- (d) That **Anthea Dee Gilliland** previously appointed by the Board retires in accordance with the Constitution of the Company and offers herself for election as a Director of the Company.

3. Remuneration Related Resolution

Adoption or Remuneration Report

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 3 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 3 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 11th November 2016**.

By order of the Board

A handwritten signature in dark ink, appearing to read 'Alan Gostelow', with a long horizontal line extending from the end of the signature.

Alan Gostelow
Company Secretary
17th October 2016

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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 Directors retiring by rotation

- (a) **Tristan Andrew Creed** 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.

Tristan Andrew Creed

Director (*17th November 2011*)

Age: 35

Chartered Accountant. Currently Proprietor Feathertop Business Services. Previous roles include Senior Manager – Conquest Services Pty Ltd and Client Manager – Perrett & Associates Pty Ltd. Member or former member of a number of sporting clubs, both local and Melbourne based. His qualifications include a Bachelor of Business Accountancy and Graduate Diploma (Chartered Accounting)

- (b) **Maxwell Alexander Warlow** retires by rotation in accordance with the Constitution of the Company, and being eligible, offers himself for re-election. His election is recommended by the Board.

Maxwell Alexander Warlow

Taxation Consultant (*Appointed 20th April 2009*)

Age: 68

Self Employed Taxation Consultant

Current Director, Inverloch & District Financial Enterprises Ltd. Significant involvement in elite athletics coaching

Election of Directors previously appointed by the Board

- (c) **Kate Anthea Dwyer** having been appointed by the Board as a Director, retires in accordance with the Constitution of the Company, and being eligible, offers herself for election. Her election is recommended by the Board.

Kate Anthea Dwyer

Consultant (*Appointed 29th July 2016*)

Age: 46

Bachelor of Education (Maths and P.E) at Deakin University. Masters of Business Administration at Charles Sturt University. Secondary school teacher for 6 years before joining the not for profit community sector. Previous Executive Officer, Bass Coast Community Foundation 2010 – 2016. Currently self-employed as a consultant assisting community organisations, schools and local government with project development, funding submissions and feasibility studies. Kate is an active member of the Leongatha Golf Club and Inverloch Kongwak Football Netball Club. Kate is very involved with Inverloch Primary School annual fair and has served as President of the Inverloch Pre-school committee.

- (d) **Alisha Dee Gilliland** having been appointed by the Board as a Director, retires in accordance with the Constitution of the Company, and being eligible, offers herself for election. Her election is recommended by the Board.

Alisha Dee Gilliland

Rural Access Project Officer (*Appointed 29th July 2016*)

Age: 42

Graduate Diploma of Management at Deakin University, Bachelor of Health Science at Charles Sturt University, Bachelor of Applied Science at Swinburne University. Previous Aged and Disability Services Coordinator, Organisational Development Coordinator, Team Leader Environmental Health in local government. Alisha has also worked in the not for profit sector. She has strong links with the community and disability sector.

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.