

Notice of Annual General Meeting

North Ryde Community Finance Limited
A.B.N. 74 112 673 506

**To be held at North Ryde Golf Club at 10.00 a.m. Wednesday 22nd November 2017
at Twin Rd North Ryde**

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 2017.

2. Receipt of Remuneration report

To consider and if thought fit to accept the Directors Remuneration proposal as outline below.

3. Election of Directors

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

Re-election of Director appointed since last Annual General Meeting

- (a) That **Michael David Southan** be elected as a Director of the company.
- (b) That **Ivan Gavran** be elected as a Director of the company.

Re-election of Director retiring by rotation

- (c) That **Darryl Geoffrey Tutton** be elected as a Director of the company.

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 **10.00 a.m. on 22nd November 2017**.

By order of the Board

Helen Patricia Perrin
Company Secretary

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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. Receipt of Directors Remuneration Report

The board propose to continue with a remuneration pool up to a maximum of \$25,000.00 per annum to be distributed to the Directors to compensate for increased time devoted to Board duties. The pool will not exceed 15% of profit before tax, and only directors that have served a minimum of 3 (three) consecutive years on the Board will be eligible to receive payments

Agenda item 3. Election of Directors

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

Re-election of Director appointed since last Annual General Meeting

- (a) **Michael David Southan**, 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 him/herself for election.
- (b) **Ivan Gavran**, 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 him/herself for election.

Re-election of Director retiring by rotation

- (c) **Darryl Geoffrey Tutton** retires by rotation in accordance with the constitution of the company, and being eligible, offers him/herself for re-election.