

# Notice of Annual General Meeting

**Sandringham Community Financial Services Ltd  
A.B.N. 099 131 192**

**To be held at 5.30pm on 22nd November 2017  
at the Sandringham Community Bank Branch  
75 Station Street, Sandringham 3191**

## 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. Election of Directors

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

- (a) Under section 52 of the company's constitution, Ms Cindy Nora Jessica O'Donoghue, retires by rotation.  
Accordingly, being eligible, Ms O'Donoghue offers herself for re-election to the Board as Director of the Company.
- (b) Under section 52 of the company's constitution, Ms Felicity Thomlinson, retires by rotation.  
Accordingly, being eligible, Ms Thomlinson offers herself for re-election to the Board as Director of the Company.

### 3. Remuneration Related Resolution

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

That the Remuneration Report be approved.

The company will disregard any votes cast (in any capacity) on item 3 by or on behalf of a member of key management personnel (which includes Directors) unless the vote is cast as proxy for a person entitled to vote in accordance with a direction on the proxy form.

### 4. Special Resolution

To approve the increase in the Directors Remuneration limit/cap from \$20,000pa to \$25,000pa to provide flexibility in Board membership in the future.

### 5. Special Resolution

To approve the Delisting of Sandringham Community Financial Services Limited from the National Stock Exchange (NSX) and adopt the Low Volume Market. This will provide a saving of \$8,000 per annum and the flexibility to explore potential savings in other areas. This will have no impact on the buying and selling of shares.

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## 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 Sandringham Community Financial Services Ltd 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 Sandringham Community Financial Services Ltd 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 members as at 5.00pm on 20 November 2017.

By order of the Board

Cindy O'Donoghue

Company Secretary  
24 October 2017

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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.

- (c) Under section 52 of the company's constitution, Ms Cindy Nora Jessica O'Donoghue, retires by rotation.  
Accordingly, being eligible, Ms O'Donoghue offers herself for re-election to the Board as Director of the Company.
  
- (d) Under section 52 of the company's constitution, Ms Felicity Thomlinson, retires by rotation.  
Accordingly, being eligible, Ms Thomlinson offers herself for re-election to the Board as Director of the Company.

## Agenda item 3. Remuneration Report

The Remuneration Report is contained within the Directors' report.