

# Notice of Annual General Meeting

**Mt Evelyn & Districts Financial Services Ltd**  
**A.B.N. 93 096 782 240**

**To be held at 7.00pm on 27 November 2018**  
**at Mt Evelyn Christian School Theatre, Hawkins Road, Mt Evelyn, Victoria.**  
(Second entrance on left in Hawkins Road and Melway Ref: 52J4)

## 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 2018

### 2. Remuneration Report

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

That the Remuneration Report be adopted.

Except to the extent permitted by law, the company will disregard any votes cast (in the capacity) on Item 2 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 another entitled to vote in accordance with a direction on the proxy form.

### 3. Election of Directors

#### **Election of Directors appointed since last Annual General Meeting**

- (a) That John David Stroud be elected as a Director of the Company.
- (b) That Prue Cathley Northey be elected as a Director of the Company.

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

#### **Re-election of Director retiring by rotation**

- (c) That Jillian Lorraine Rule be re-elected as a Director of the Company.
- (d) That Gareth Martin Little-Hales be re-elected as a Director of the Company.
- (e) That Gai Williams be re-elected as a Director of the Company.

## Special Business

### 4. 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.

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*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.

## Voting restrictions

Key management personnel of the company and their closely related parties may not vote on item 2. If you appoint a member of the key management personnel (other than the Chairman) or their closely related party as your proxy, they may not vote your proxy on item 3 unless you direct them how to vote. You can direct your proxy how to vote by marking the appropriate boxes on the proxy form. If the Chairman of the meeting is your proxy and you do not direct him how to vote, the Chairman intends to vote undirected proxies in favour of all items of business to the extent permitted by law.

For the purposes of these voting restrictions:

- The 'key management personnel' for the company 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 the company.
- A 'closely related party' of a member of the key management personnel for the company includes a spouse or child, a child of the member's spouse, a dependent of the member or of the members' 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.

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 5.00pm on 22 November 2018.

By order of the Board

**Margi Sank**

Company Secretary

**10 October 2018**

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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 3. Election of Directors

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

#### **Election of Directors appointed since last Annual General Meeting**

- (a) John David Stroud, 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 himself for election
- (b) Prue Cathley Northey, 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 herself for election

#### **Re-election of Director retiring by rotation**

- (a) Jillian Lorraine Rule retires by rotation in accordance with the constitution of the Company, and being eligible, offers herself for re-election.
- (b) Gareth Martin Little-Hales retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election.
- (c) Gai Williams retires by rotation in accordance with the constitution of the Company, and being eligible, offers herself for re-election.

### Agenda item 4. 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.