

Notice of Annual General Meeting

Fremantle Community Financial Services Limited
A.B.N. 41 114 925 174

To be held at 6.00pm on Wednesday 3 November 2010
at 9 Adelaide St Fremantle WA 6160

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 2010.

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 appointed since last Annual General Meeting

- (a) That **John Alexander Bird** be elected as a Director of the Company.
- (b) That **Vincenzo Cinquina** be elected as a Director of the Company.

Re-election of Director retiring by rotation

- (c) That **Arnold Bartholomew Houwen** be elected as a Director of the Company.
- (d) That **Susan Jones** be elected as a Director of the Company.
- (e) That **Bruce James Moriarty** be elected as a Director of the Company.
- (f) That **Debra Anne Rule** be elected as a Director of the Company.

Election of new Director

- (g) That **Brodie McCulloch** be elected as a Director of the Company.

3. Appointment of Auditor

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

That the appointment of **RSM Bird Cameron** as Auditor of the Company be approved.

4. Remuneration Report

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

That the **Remuneration Report** be adopted.

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.

Notice of Annual General 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 **6.00pm** on **1 November 2010**.

By order of the Board

Debra Anne Rule
Company Secretary
22 September 2010

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 appointed since last Annual General Meeting

- (a) **John Alexander Bird**, 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) **Vincenzo Cinqina**, 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.

Re-election of Director retiring by rotation

- (c) **Arnold Bartholomew Houwen** retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election.
- (d) **Susan Jones** retires by rotation in accordance with the constitution of the Company, and being eligible, offers herself for re-election.
- (e) **Bruce James Moriarty** retires by rotation in accordance with the constitution of the Company, and being eligible, offers him/herself for re-election.
- (f) **Debra Anne Rule** retires by rotation in accordance with the constitution of the Company, and being eligible, offers him/herself for re-election.

Election of New Director

- (g) **Brodie McCulloch** has not previously served as a Director, and offers himself for election. Brodie holds a degree in Marketing Management and E-Business and is currently completing his MBA at Curtin University. After working internationally for Holland America Line as Marketing and Revenue Manager he has returned to Perth and started a Marketing and Communications consultancy. He has started up Cyclefreo to design, build and maintain a Bike Share Social Enterprise in the city of Fremantle. Brodie's appointment is recommended by the Board.

Agenda item 3. Appointment of Auditor

Item 3 is an ordinary resolution to seek your approval for the appointment of **RSM Bird Cameron** as the Company's Auditor.

The Board has received **RSM Bird Cameron's** consent to act and written notice of **RSM Bird Cameron's** nomination as Auditor from a shareholder.

The appointment of **RSM Bird Cameron** requires approval of shareholders under the Corporations Act.

Agenda item 4: Remuneration Report

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.

Proxy form

Fremantle Community Financial Services Ltd
A.B.N. 41 114 925 174

All correspondence to:
Fremantle Community Financial Services Limited
PO BOX 1469
Fremantle, WA 6959 Australia
Enquiries 417 910 447
Facsimile (08) 9433 3597

<Name Shareholder>

<Address>

<Address>

<Suburb, State Postcode>

Mark this box with an 'X' if you have made any changes to your address details (see reverse)

Appointment of proxy

I/We being a shareholder/s of **Fremantle Community Financial Services Limited** and entitled to attend the vote appoint the person named below or, if no person is named below, the Chairman of the Meeting as my/our proxy to vote in accordance with directions set out below (with a discretion as to any business not referred to below) or, if no directions are given, as my/our proxy sees fit, at the Annual General Meeting of the Company to be held at **9 Adelaide St Fremantle WA 6160** on **3 November 2010** at **6.00pm** and at any adjournment of that Meeting.

☐ The Chairman of the Meeting (mark with an 'X')

OR

Write here the name of the person you are appointing if this person is someone other than the Chairman of the Meeting.

Voting directions to your proxy

Please mark with 'X' to indicate your directions

Ordinary Business	Accept	Decline	Abstain*
Item 1. Receipt of Financial Report, Director's Report and Auditor's Report			
Item 2. (a) Re-election of John Alexander Bird			
(b) Re-election of Vincenzo Cinquina			
(c) Re-election of Arnold Bartholomew Houwen			
(d) Re-election of Susan Jones			
(e) Re-election of Bruce James Moriarty			
(f) Re-election of Debra Anne Rule			
(g) Election of Brodie McCulloch			
Item 3. That the appointment of RSM Bird Cameron as Auditor of the Company be approved.			
Item 4. That the Remuneration Report be adopted.			

*If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in working out the required majority on a poll.

PLEASE SIGN HERE

This section MUST be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Shareholder 1

Shareholder 2

Shareholder 3

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Sole Director and
Sole Company Secretary

Director

Director/Company Secretary

Fremantle Community Financial Services Limited
A.B.N. 41 114 925 174
Registered Office – 9 Adelaide St Fremantle WA 6160

Proxy form

How to complete this Proxy form

1. Your name and address

This is your name and address as it appears on the Company's share register. If this information is incorrect, please mark the box and make the correction on the form. **Please note, you cannot change ownership of your shares using this form.**

2. Appointment of a proxy

A shareholder entitled to attend and vote at the Meeting may appoint one proxy. A proxy need not be a shareholder of the Company. A proxy may be an individual or a Company.

3. Identity of proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, the Chairman of the Meeting will act as your proxy.

4. Voting instructions

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

5. Signing instructions

The Proxy form must be signed in the spaces provided.

Individual

If the holding is in one name, the holder must sign.

Joint holding

If the holding is in more than one name, any one holder may sign.

Power of Attorney

To sign under power of attorney, you must have already lodged this document with the Company or attach a certified copy of the Power of Attorney to this form when you return it.

Companies

If the Company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the Company (under section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of the Company is to attend the meeting, the appropriate 'Certificate of Appointment of Corporate Representative' must be produced before admission to the Meeting.

How to complete this Proxy form

This Proxy Form (and any Power of Attorney under which it is signed) must be received by the Company not later than **2 business days** before the Meeting (**ie by 6.00pm and 1 November 2010**). Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged in any of the following ways:

Post or hand delivery

To the Company's registered office at **9 Adelaide St Fremantle WA 6160**

Facsimile

To fax number **(08) 9433 3597**