

Notice of Annual General Meeting

Gosnells Financial Services Limited
A.B.N. 11 095 764 533

**To be held at 6:30pm on Wednesday 23 November 2011
at Gosnells Football and Sports Club
Corner Terence and Walter Streets, Gosnells, WA**

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 2011.

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 **Iggy Moro** be elected as a Director of the Company.
- (b) That **Salim Youssef** be elected as a Director of the Company.
- (c) That **Mark Smith** be elected as a Director of the Company.
- (d) That **Robin Boccia** be elected as a Director of the Company.

Re-election of Director retiring by rotation

- (e) That **Dearne Russell** be elected as a Director of the Company.
- (f) That **John Willmott** 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 **Macri Partners** 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.

The company will disregard any votes cast (in any capacity) on item 4 by or on behalf of a member of key management personnel named in the Remuneration Report (and any closed 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.

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5. Amendment to Constitution

To consider and, if thought fit, to pass the following resolution as a Special Resolution

“That the Constitution of the Company is amended as follows:-

(a) The wording of Rule 9(2B) is deleted and replaced with the wording:-

“In this Rule 9, Base Number means the number (rounded up to the nearest whole number) equal to 90% of the number of shareholders in the Company immediately after the shares in the Company were allotted and issued (and registered on the Register) under the first disclosure document issued by the Company in respect of the offer of shares in the Company. Notwithstanding anything else, Rule 9(2A)(b) does not apply to any transfer that is registered before the Company issues such a disclosure document.”

(b) A new Rule 9(2C), (3) – (12) (inclusive) is introduced with the wording:-

“Notwithstanding anything else:

- (i) shareholders on the Register as at the day Rule 9(2A) came into effect are taken to have a close connection to the community or communities in which the Company predominantly carries on business; and*
- (ii) Rule 9(2A) does not apply to the extent that it would impose or increase restrictions on the right of a person who was a member of the Company on the date Rule 9(2A) came into effect to transfer shares already held by the member, except where such a member has agreed in writing to be so bound.*
- (3) A person who has a Prohibited Shareholding Interest must dispose of, or cause to be disposed of, as many of the shares in the Company so as to ensure that, after the disposal, the person no longer has a Prohibited Shareholding Interest.*
- (4) The Board may, by notice in writing served on a person who has, or is suspected by the Board of having, any legal or beneficial interest in any shares in the Company or any voting power in the Company, require the person to furnish information specified in the notice for the purpose of determining whether that person or any other person has, or is taking action to acquire, a Prohibited Shareholding Interest. A person served with such a notice must provide the required information within 7 days of receiving the notice (unless the Board specifies a longer period).*
- (5) If the Board becomes aware that a person has a Prohibited Shareholding Interest, the Board must serve a notice on that person (or an associate of that person) requiring the person served (the **Notified Person**) to dispose of, or cause to be disposed of, the number of shares specified in the notice (the **Specified Shares**). The number of the Specified Shares must be that number which, in the opinion of the Board, is required to be disposed of to ensure that after the disposal no person is in breach of Rule 9(1). The notice must also specify that the Specified Shares must be disposed of:*
 - (a) within a period (the **Prescribed Period**) specified in the notice by the Board (being a period not less than 3 months and not more than 6 months); and*
 - (b) to a person other than an associate of the Notified Person.*
- (6) If the Notified Person fails to comply with a notice under Rule 9(5) within the Prescribed Period, the Board is authorised, and must use all reasonable endeavours, to sell the Specified Shares on behalf of the relevant holder within 1 month of the end of the Prescribed Period. For the purposes of such a sale, the relevant holder is deemed to have appointed the Company as the holder's agent to sell the shares and any director or secretary of the Company is authorised to execute any document or take any other action considered necessary or desirable to effect the sale. The Specified Shares sold in accordance with this Rule 9(6) may not be sold to a Director or an associate of a Director unless those shares:*
 - (i) have first been offered for sale to all other shareholders and have not been taken up by them; and*
 - (ii) are sold or disposed of on the same terms and conditions on which they were offered to the other shareholders.*
- (7) The holder of the shares divested under Rule 9(6) is entitled to the consideration from the sale of the shares, less any expenses incurred by the Board in selling, or otherwise dealing with, those shares.*
- (8) Notwithstanding anything else, where a person has a Prohibited Shareholding Interest, the voting and dividend rights attaching to those shares in the Company in which the person and the person's associates have a relevant interest are suspended (except that, where a person has a Prohibited Shareholding Interest because of Rule 9(2) only, the suspension applies only to those shares in which the person and the person's associates have a relevant interest in excess of 10% of the Company).*

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(9) *The exercise of the powers given to the Board under this Rule may cause individual shareholders considerable disadvantage but the shareholders acknowledge that such a result may be necessary to enable the enforcement of the prohibitions referred to in this Rule.*

(10) *For the purposes of this Rule:*

(i) *“associate” and “relevant interest” have the same meaning as given by the Corporations Act and, in addition:*

(A) *a person’s associates also include a person’s spouse, defacto spouse, parent, son, daughter, brother or sister or a spouse or defacto spouse of any of the preceding persons; and*

(B) *for the avoidance of doubt, a person is taken to have a relevant interest in the shares in which the person has a legal or beneficial interest; and*

(ii) *a person’s voting power in the Company is the greater of:*

(A) *the aggregate of the votes which the person, and the person’s associates, could cast, or control the casting of, on a resolution on the election of a Director, expressed as a percentage of the total number of votes that could be cast on such a resolution; and*

(B) *the aggregate of the shares in which the person, and the person’s associates, have a relevant interest, expressed as a percentage of the total number of shares in the Company.*

(11) *A person cannot have a Prohibited Shareholding Interest on the basis of Rule 9(2) until the earlier of the time when the number of shareholders in the Company first exceeds ten and the date which is twelve months after the date of incorporation of the Company.*

(12) *Where the Company is Listed, a person cannot have a Prohibited Shareholding Interest on the basis of Rule 9(2A)(b) unless the Exchange has confirmed that Rule 9(2A)(b) is appropriate and equitable and Rule 9(2A)(b) does not apply to any transfer registered before that time.”*

(c) The wording of Rule 28 is deleted and replaced with the wording:-

“Subject to Rule 28B, the Board in its discretion may refuse to register any transfer of shares and may decline to give its reasons and grounds for doing so.”

(d) A new Rule 28A is introduced with the wording:-

“Subject to Rule 28B, the Board must refuse to register a transfer of shares if, to their knowledge, it would result in a person having, or if it would be to a person who has, a Prohibited Shareholding Interest under Rule 9.”

(e) Rule 28A is renumbered as Rule 28B.

(f) Rule 35 is amended by the addition of the wording:-

“By resolution of the Board any general meeting may be cancelled or postponed prior to the date on which it is to be held, except where the cancellation or postponement would be contrary to the Corporations Act. The Board may give notice of cancellation or postponement as it determines, but any failure to give notice of cancellation or postponement does not invalidate the cancellation or postponement or any resolution passed at a postponed meeting.”

(g) In Rule 45 the figure “48” is replaced with the figure “47”.

(h) The wording of Rule 47(4) is deleted and replaced with the wording:-

*“Voting instructions given by a shareholder to a Director or employee of the company who is held out by the company in material sent to shareholders as willing to act as proxy who is appointed as proxy (**Company Proxy**) are valid only if contained in the form of appointment of the Company Proxy. If a shareholder wishes to give a Company Proxy appointed by the shareholder new instructions or variations to earlier instructions, the new or varied instructions are only valid if either they are received at the registered office of the company at least 48 hours before the meeting or adjourned meeting by a notice in writing signed by the shareholder or they are otherwise validated by the shareholder in a manner acceptable to the Directors in their discretion prior to the commencement of the meeting.”*

(i) The wording of Rule 47(5) is deleted and replaced with the wording:-

“Where a notice of meeting provides for electronic lodgement of proxies, a proxy lodged at the electronic address specified in the notice is taken to have been received at the office and validated by the shareholder if there is compliance with the requirements set out in the notice.”

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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 4 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 **Gosnells Financial Services 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 **Gosnells Financial Services 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 members as at **5:00pm on 30 September 2011**.

By order of the Board



Debie Brockhoff

Company Secretary
26 October 2011

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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 Director appointment since last Annual General Meeting

- (a) Iggy Moro, having been appointed by the Board since the last annual general meeting, offers himself for election.
- (b) Salim Youssef, having been appointed by the Board since the last annual general meeting, offers himself for election.
- (c) Mark Smith, having been appointed by the Board since the last annual general meeting, offers himself for election.
- (d) Robin Boccia, having been appointed by the Board since the last annual general meeting, offers herself for election.

Re-election of Director retiring by rotation

- (e) Dearne Russell retires by rotation in accordance with the constitution of the Company, and being eligible, offers herself for re-election.
- (f) John Willmott retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election.

Agenda item 3. Appointment of Auditor

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

The appointment of **Macri Partners** 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 be adopted, to put to the vote. The resolution is advisory only and does not bind the Directors of the Company.

Agenda item 5. Amendment to Constitution

The Amendment to the Constitution requires approval of shareholders.