

Notice of Annual General Meeting

Rye & District Community Financial Services Limited
A.B.N. 67 095 766 895

To be held at 6.30pm for 7.00pm on Tuesday 22nd November 2011
at Rye Civic Centre Hall, Napier Street, Rye

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 retiring by rotation

- (b) That **Shane McCarthy** be elected as a Director of the Company.
- (c) That **Eileen Naylor** be elected as a Director of the Company.
- (d) That **Steven Edmund** be elected as a Director of the Company.

3. 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 3 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 a person entitled to vote in accordance with a direction on the proxy form.

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).

Notice of Annual General Meeting

For the purposes of these voting restrictions:

- The 'key management personnel' for **Rye & District Community 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 **Rye & District Community 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 shareholders as at **5.00pm on Friday 18th November 2011**

By order of the Board

Eileen Naylor

Company Secretary

21 October 2011

Notice of Annual General Meeting

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 retiring by rotation

- (b) **Shane McCarthy** retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election.
- (c) **Eileen Naylor** retires by rotation in accordance with the constitution of the Company, and being eligible, offers herself for re-election.
- (d) **Steven Edmund** retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election.

Agenda item 3. Remuneration Report

The Corporations Act requires a resolution that the Remuneration Report contained in the Company's Annual Report be adopted, be put to the vote. The resolution is advisory only and does not bind the Directors of the Company.

The directors will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.

If 25% or more of the votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution" that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director and CEO) must go up for re-election.

Shareholders should be aware that recent amendments to the Corporations Act 2001, *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011*, technically prohibit the Chairman from voting 'undirected proxies' on this resolution. 'Undirected Proxies' are those proxies where the shareholder does not specify the way the Chairperson must vote.

Shareholders are therefore encouraged, when appointing a proxy via use of the enclosed Proxy Form, to select the directed proxy option by ticking a box next to the resolution, directing the Chairman to vote according to their intention.

Failure to direct your proxy in this manner will result in your proxy vote for the adoption of the Remuneration Report being ineligible for consideration.

Proxy form

Rye & District Community Financial Services Limited
A.B.N. 97 095 766 895

All correspondence to :
Rye & District Community Financial Services Limited
PO Box 301
Rye VIC 3941 Australia
Enquiries 03 5987 0754
Facsimile 03 5987 0971

<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 **Rye & District 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 **Rye on 22nd November 2011 at 7.00pm** 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.

Item 3 – Direction to the Chairman of the Meeting to cast votes

I/We direct the Chairman of the Meeting to vote in accordance with our voting intentions on item 3 and acknowledge that the Chairman of the Meeting may exercise my/our proxy even though item 3 is connected directly or indirectly with the remuneration of a member of key management personnel.

By marking this box, you direct the Chairman of the Meeting to vote in accordance with your voting intentions on item 3 as set out below and in the Notice of Meeting.

If you do not mark this box, and you have not directed your proxy how to vote on item 3 and, the Chairman of the Meeting will not cast your votes on item 3 and your votes will not be counted in computing the required majority.

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. Re-election of Shane McCarthy			
Re-election of Eileen Naylor			
Re-election of Steven Edmund			
Item 3. Adoption of the Remuneration Report #			

*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
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Proxy form

Rye & District Community Financial Services Limited
A.B.N. 67 095 766 895
Registered Office – 2271 Point Nepean Road, Rye VIC 3941

Shareholders are encouraged, when appointing a proxy, to select the 'directed proxy' option by ticking a box next to this resolution, directing the Chairman to vote according to your intention. Failure to direct your proxy in this manner will result in your proxy vote for the adoption of the Remuneration Report being ineligible for consideration.

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.

Shareholders should be aware that recent amendments to the Corporations Act 2001, *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011*, technically prohibit the Chairman from voting 'undirected proxies' on the resolution relating to the Adoption of the Remuneration Report. 'Undirected Proxies' are those proxies where the shareholder does not specify the way in which the Chairperson must vote. Shareholders are therefore encouraged, when appointing a proxy via use of this Proxy Form, to select the directed proxy option by ticking a box next to the resolution, directing the Chairman to vote according to their intention.

Failure to direct your proxy in this manner will result in your proxy vote for the adoption of the Remuneration Report being ineligible for consideration.

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, with the exception of Item 3, 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 5.00pm Friday 19th November 2011**). 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 **2271 Point Nepean Road, Rye VIC 3941**

Facsimile

To fax number **03 5985 9299**