

Notice of Annual General Meeting

Corangamite Financial Services Ltd.

A.B.N

80 105 703 099

**To be held at 5.30pm on 19th November 2024
at Winchelsea Shire Hall**

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 2024.

2. Election of Directors

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

- (a) That **Robert Earl** be re-elected as a Director of the company.
- (b) That **Andrew Jones** be re-elected as a Director of the company.
- (c) That **Moira Thomson** be re-elected as a Director of the company.
- (d) That **Robert Cameron** be elected as a Director of the company.
- (e) That **Lesley Thornton** be elected as a Director of the company.

3. Appointment of Auditor

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 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 18th November 2024.

By order of the Board

Gerard Kelly

Company Secretary

7th October 2024

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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.

- (a) Robert Earl, retires by rotation in accordance with the constitution of the company, and being eligible, offers himself for re-election
- (b) Andrew Jones retires by rotation in accordance with the constitution of the company, and being eligible, offers himself for re-election.
- (c) Moira Thomson retires by rotation in accordance with the constitution of the company, and being eligible, offers herself for re-election.
- (d) Robert Cameron 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.
- (e) Lesley Thornton 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.

Candidate Information:

Robert Earl:

Experience and expertise: Civil Contractor. Qualified Diesel Fitter and holds a Diploma of Occupational Health and Safety. Managed own business and staff since May 1988, ten years in heavy construction and mining. Former president of the Civil Contractors Federation for ten years, founding member of the Winchelsea Tourist and Traders, former member of the SES and Landcare and former mentor at the Winchelsea Primary School.

Andrew Jones:

Management Consultant. Bachelor of Science, Graduate Diploma of Polymer Science and Graduate Diploma of Marketing. Founder and chair of a national business advisory business. Twenty years experience as General Manager of large manufacturing businesses on glass, packaging and building products industries. Director of Rotary Club of Belmont and APCO Foundation.

Robert Cameron:

Experience and expertise: Radio host, Sporting Commentator and Journalist. Worked across many sectors in the Agricultural industry over 40 years. Long time local resident, community volunteer and strong community focus over his lifetime.

Moira Thomson:

Farmer and business owner. Bachelor of Commerce (Economics). Involved community member of Winchelsea.

Lesley Thornton:

Evaluator and organisational development consultant with significant experience working with clients across community, health, mental health, and aged care, to support organisational, service and system improvement. Is an active member of the Lorne community.

Masters of Evaluation and Assessment
Bachelor of Business (Administration)

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Agenda item 3:

Special Resolution:

Special Resolution to change maximum shareholder percentage from 10% to 3%

The Company directors consider one of the main strengths of our Company is our ability to attract support for our banking and community support activities across broad range of shareholders, including both those who are geographically based in our service area and also those with a close connection to the communities where we carry on business. To encourage this broad range of shareholders, our current constitution precludes any shareholder from holding or controlling 10% or more of our issued shares.

In order to encourage and maintain a wide spread of shareholders, the board believe this limit should be reduced. Accordingly, the board propose the following motion –

‘That clause 9(2) of the Company constitution be amended to read “A person has a prohibited shareholding interest if the persons voting power in the Company is 3% or more”.

The board seek your support in updating our constitution in this way.