

Notice of Annual General Meeting

Bellarine Peninsula Community Branch Limited
A.B.N. 33089 107 657

**To be held at 7.30pm on November 23rd 2005
at St Andrews Church Hall, Newcombe St, Portarlington**

Ordinary Business

1. Receipt of Annual Report

To receive the Company's Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2005.

2. Election of directors

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

(a) That Justine Paige Finlay be elected as a director of the Company.

(b) That Russell Enders 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 LBW Chartered Accountants as auditor of the Company be approved.

4. Appointment of Treasurer.

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

That the appointment of Stephen Wight as Treasurer of the Company be approved.

5. Appointment of Accountant.

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

That the appointment of D.E & M Davidson as Accountant of the Company be approved.

6. Remuneration Report

The following additional resolution is required.

No Directors remuneration has been paid as the positions are held on a voluntary basis. (As per Note 15: Annual Report)

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

That the remuneration report be adopted.

7. Dividend Payment.

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

That a dividend for the year ending 30 June 2005 be paid to shareholders listed on the Share Register at the close of business on the 23rd November 2005. The dividend to be distributed to the Shareholders by the 12th December 2005.

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.

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.

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.

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 5pm on 24TH October 2005.

At the completion of the meeting the successful applicants of the grants from the Bellarine Peninsula Community Bank in partnership with the Community Enterprise Foundation will be announced and presented.

By order of the board

Karen A. Woodhart
Company Secretary
24th October 2005

A proxy form accompanies this Notice of Meeting. A member entitled to attend and vote at this meeting is entitled to appoint a proxy. The proxy need not be a member of the Company.

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) Justine Finlay, having, retires in rotation in accordance with the constitution of the Company, and being eligible, offers herself for election.

- (b) Russell Enders, having, retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election.

Justine Finlay:

I have now been a director of the Bellarine Peninsula Community Branch Limited since 2001 and recently took on the role of Chairperson. I live in Ocean Grove with my husband and two small children. I am a partner in Wightons Lawyers in Geelong and have worked there since graduating from Melbourne University in 1992

Russell Enders:

I bring to the board a strong business banking and finance background and strong management skills. I am currently managing a business in Geelong and have been a Director of the Bellarine Peninsula Community Branch Limited since 2001.

[Agenda item 3: Appointment of auditor]

Item 3 is an ordinary resolution to seek your approval for the appointment of LBW Chartered Accountants as the Company's auditor.

The appointment of LBW Chartered Accountant requires approval of shareholders under the Corporations Act.

LBW Chartered Accountants have been the company's auditors for the past 5 years.

Supplementary information for BSX-listed companies

[Agenda item 6: 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.