

Notice of Annual General Meeting

Bellarine Peninsula Community Branch Ltd.
ABN 33 089 107 657

**To be held at 7pm on Thursday 10th November 2011
at Portarlington Girl Guides Hall, Portarlington**

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.

- 1. Receipt of Financial Report, Director's Report and Auditor's Report**
- 2. Election of Director appointed since last Annual General Meeting**
That **Janina Randone** be elected as a Director of the Company.
- 3. Re-election of Director retiring by rotation**
 - (a) That **Russell Enders** be re-elected as a Director of the Company.
 - (b) That **Stephen Wight** be re-elected as a Director of the Company.
 - (c) That **Paul Jones** be re-elected as a Director of the Company

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 **5.30 on 8th November 2011**.

By order of the Board

Sandra Baldwin
Company Secretary
10th 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.

Janina Randone

Janina has lived in Drysdale since 1952. Janina and her husband were market gardeners in the early years, then diversifying to cattle raising. Janina was an owner-operator of the local supermarket in the main street of Drysdale for 18 years and has also worked in the Geelong Branch of TAB and Agencies as a Clerk-Cash Controller for 24 years. Janina enjoys playing racquet sport including badminton and has played tennis with the local Drysdale Tennis Club since a junior and has held the position of Honoree Treasurer with the club for the past the past 8 years. Janina was an invaluable member of the Steering committee of the Drysdale Community Bank and has been on the Drysdale Committee for the past two years.

Russell Enders

Russell became a director in 2001, and has been Chairman for the past four years. Russel is still very committed to the aims and objectives of the board and his extensive banking background is an asset to the board. Russel is currently on the Government Board for drafting legislation for responsible gaming, and the Chairman of the Gaming Industry Association.

Stephen Wight

Stephen has been on the Board for the past five years, and was Treasurer of the Bank for several years prior. He has a detailed knowledge of the workings of the bank and of its strategic direction, and believe he has the necessary expertise to assist the growth of the bank going forward. Continuation as a director would enable him to continue to provide stable financial and accounting support to the company. Stephen is also a member of the Audit and Governance Committee and is a board member of Barwon Health and Chair of its Audit Committee.

Paul Jones

Paul has lived in Drysdale most of his life. Paul and his family enjoy the lifestyle and community spirit that the Bellarine Peninsula has to offer. Paul had worked as a Domestic Builder for 30 years in the local area before turning to teaching the carpentry trade at the Gordon TAFE in Geelong. Paul has been involved in community work for many years. He represented his community on the Bellarine Youth Services Committee, 'Potato Shed' Complex, Clifton Springs Skate Park and other community projects over the past years. He has served on committees such as the Geelong Branch H.I.A., Springdale Neighbourhood Centre, 'Dell' Foreshore, Portarlington/Drysdale Lions Club (president in 2000) and Drysdale/Clifton Springs Community Association Inc. and the steering committee of the Drysdale Community Bank. Paul has a strong passion to promote, work and care for our local community.

Agenda Item 3. Remuneration Report

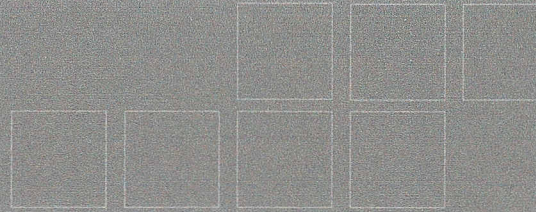
The following additional resolution is required.

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

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

That the remuneration report be adopted.

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 member entitled to attend and vote at the Meeting may appoint one proxy. A proxy need not be a member 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 days** before the Meeting (ie by **5.30pm, 8th 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 **44 Newcombe Street, Portarlington**

Facsimile

To fax number (03) 5259 3277