

Notice of Annual General Meeting

Berowra & District Financial Services Limited
A.B.N. 62 116 755 938

**To be held at 7:00pm on 24 November 2010
at Club Berowra, 998 Pacific Highway, Berowra**

Berowra & District Financial Services Limited Chairman, Mr Andrew Tuft OAM, will open the meeting and welcome members attending. Mr Tuft will address the meeting on matters covered in the previous Chairman's Report published in the 2009/2010 Annual Report. Branch Manager, Mrs Jocelyn Chacon, will be invited to address the meeting.

Ordinary Business

1. Discussion of Financial Statements

To discuss the Company's financial report, the directors' report and the auditor's report for the year ended 30 June 2010.

2. Election of G V Hughes as a Director

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

That George Vincent Hughes, JP who retires from office under Rule 62 of the Company's constitution, be re-elected as a director of the company.

3. Re-election of M Kells as a Director

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

That Mike Kells, JP, who retires from office under Rule 62 of the Company's constitution, be re-elected as a director of the Company.

Explanatory Notes

This information has been included to assist you in making an informed decision about director election resolutions to be taken at the meeting.

Agenda Item 2: Re-election of G V Hughes as a Director

Vince Hughes was a member of the original Steering Committee that worked to establish the Company and has served as a director of the board since the Company was incorporated in October 2005. Vince is currently the Deputy Chairman and has served on the Marketing, Finance, Audit and Business Development Committees.

Agenda item 3: Re-election of M Kells as a Director

Mike Kells is currently the treasurer and has been for the last 5 years. In addition Mike has also been a board member since 2005 and has served on the audit and finance subcommittee.

Recommendation

The directors (excluding those mentioned above) recommend that shareholders vote in favour of the resolutions to elect G.V Hughes and Mike Kells as directors 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.

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 25 October 2010.

By order of the Board



Ronald Smith
Company Secretary
25 October 2010

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.

To download the Annual Report please login to www.berowra.net/bdfsi

Proxy Form

Berowra & District Financial Services Limited
ABN 62 116 755 938

All correspondence to:
Berowra & District Financial Services Limited
PO Box 413 Berowra Heights
NSW 2082 Australia
Enquiries 02 9456 2255

Please print your name and address below as shown on the envelope sent to you (see reverse)

MEMBER NAME:- _____

ADDRESS:- _____

ADDRESS:- _____

POSTCODE:- _____

Appointment of proxy

I/We being a member/s of Berowra & District Financial Services Limited and entitled to attend and 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 Club Berowra, Pacific Highway Berowra on 24 November 2010 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.

Voting directions to your proxy – please mark



to indicate your directions

Ordinary Business

For Against Abstain*

Item 2. Re-election of G V Hughes

Item 3. Re-election of M Kells

*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



Sole Director and
Sole Company Secretary

Shareholder 2



Director

Shareholder 3



Director/Company Secretary

How to complete the Proxy Form

1 Your name and address

This is your name and address as it appears on the company's share register. This is as shown on the enclosing envelope. **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.

Lodging instructions

This Proxy Form (and any power of attorney under which it is signed) must be received by the Company not later than 48 hours before the meeting (ie by 7:00pm on 22 November 2010). Any Proxy Form received after that time will not be valid for the scheduled meeting. Documents may be lodged in the following way.

- By post to the Company's postal address at PO Box 413 Berowra Heights 2082.