2021
Notice of Annual General Meeting

KU-RING-GAI FINANCIAL SERVICES LIMITED ABN 56 103 129 184

The Annual General Meeting of Ku-ring-gai Financial Services Limited (Company) will be held via a virtual meeting on Wednesday 17 November 2021 at 6:00 pm.

ATTENDANCE AT THE ANNUAL GENERAL MEETING

In light of the Covid-19 pandemic and to look after the health of our shareholders as well as to abide by the current and any future restrictions, this year's Annual General Meeting (AGM) will be conducted virtually through an online platform.

1. **Please RSVP** to secretary@kfsl.com.au and provide the following information **before 5.00pm on Thursday, 11 November 2021**

   a. The email address that will be used to receive the meeting invite link. If you are appointing a proxy other than the Chairman, we will require the email address for the proxy.
   b. The name or names of the shareholder shown on your share certificate or on the Proxy form attached along with your member number (MN).
   c. A telephone number to enable us to contact you if we needed to confirm any of the details or to assist you with your attendance at the virtual meeting.

2. **Once we receive your RSVP response, we will send you an invitation link** to the virtual AGM.

   We will send the invitation link to the AGM to your nominated email address together with the information on how to join and how to vote. The link will require internet connection and you will be able to open it on a computer, notepad, tablet, or smartphone. Please log into the virtual meeting 5 minutes beforehand to ensure that everything runs smoothly. Alternatively, you will be able to 'dial-in' via a phone.

   We would appreciate if you could **submit any questions** ahead of the AGM to secretary@kfsl.com.au to ensure we address them fully at the meeting. You will have an opportunity to ask further questions at the meeting.

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 2021.

2. Election of Directors

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

(a) That **Linda June McDonald**, a current director retiring by rotation under the provisions of the Company's Constitution and eligible for re-election, be elected as a director of the Company.

(b) That **Amanda Faith Descoeudres**, a current director retiring by rotation under the provisions of the Company's Constitution and eligible for re-election, be elected as a director of the Company.

(c) That **Adrian Gordon Fong**, a current director retiring by rotation under the provisions of the Company's Constitution and eligible for re-election, be elected as a director of the Company.

(d) That **Rune Lykkegaard Henriksen**, a director appointed since the last Annual General Meeting of the Company, be elected as a director of the Company.

SPECIAL BUSINESS

3. Adoption of an Updated Constitution

To consider and, if thought fit, to pass as a special resolution:
That the Company repeal its existing Constitution and that the Company replace the repealed Constitution by adopting the updated Constitution (available at tlcbb.com.au/constitution) effective at the end of this meeting.

By order of the Board



Viktoriya Kravets
Company Secretary

8 October 2021

NOTES – ATTENDING THE MEETING

All shareholders may attend the Annual General Meeting and each shareholder is entitled to one vote.

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 a person to act as its representative under section 250D of the Corporations Act. The company requires written evidence of a representative's appointment to be given to the Company before the meeting. A Certificate of Appointment of Corporate Representative is available on the Investors & Shareholders/Reports & Meetings page of our website www.tlcbb.com.au.

Proxy: If you are unable to attend the Meeting, you are entitled to appoint a proxy to attend and vote. A Proxy Form is enclosed.

EXPLANATORY NOTES

This information has been included to assist you in making an informed decision about the resolutions proposed at the meeting.

ITEM 1 Receipt of Annual Report

An Annual Report is available to view or download on the Investors & Shareholders/Reports & Meetings page of our website, www.tlcbb.com.au. We have a small number of printed Annual Reports available, should you require a hard copy, please contact secretary@kfsl.com.au.

ITEM 2 Election of directors

Current directors **Linda June McDonald, Amanda Faith Descoeudres** and **Adrian Gordon Fong** are retiring by rotation under the provisions of the Company's Constitution and are eligible for re-election. **Rune Lykkegaard Henriksen** was appointed to the Board during the year, having joined as Board Observer for a period of time before committing their directorship. In accordance with the Company's Constitution, a director appointed to the Board in the current year may hold office only until the next annual general meeting of the Company and is then eligible for election at that meeting. Each of these directors has brought valuable skills and experience to the Board. To be elected, a candidate must receive more votes in favour of their election than against their election.

Linda June McDonald
Date of birth: 10 September 1943
Qualifications, experience and expertise: BSc, AFIML, FAITD. Linda has 30 years' experience consulting to medium to large businesses in executive coaching, leadership development and team development. She works from her home in Lindfield where she has lived for over 35 years. Prior to her consulting career she held senior management roles in human resources and organisation development with large corporates in Australia and Canada. She is President of Support Lindfield, a local community group lobbying for a community hub in Lindfield and is Vice President of the North Shore Rowing Club and is a keen rower and cyclist.
Special responsibilities: Chair of HR Committee. Interest in shares: 6,000 ordinary shares

Amanda Faith Descoeudres
Date of birth: 22 January 1971
Qualifications, experience and expertise: Amanda has a Bachelor of Commerce and Bachelor Arts (Asian Studies) from the Australian National University, and is a Chartered Accountant and Graduate of The Australian Institute of Company Directors. Amanda has over 25 years' experience working both in professional services and in a variety of senior finance roles at ASX listed companies. She has a broad range of commercial experience having spent 12 years working in the Deals team at PwC. During this time, she was involved in a range of strategic transactions from mergers and acquisitions to IPOs, restructuring and refinancing engagements. Amanda has lived in the Ku-ring-gai area since 2007 and is active in the local community, including having previously been the Treasurer of the 2nd Gordon Scout Group.
Special responsibilities: Member of Finance, Risk & Governance Committee. Interest in shares: nil share interest held

Adrian Gordon Fong
Date of birth: 16 May 1971
Qualifications, experience and expertise: B Com, LLB, LLM, Legal Practitioner of the Supreme Court of NSW, Practising Principal Member of Law Society of NSW, Member of NSW Chamber of Commerce. Adrian resides in St Ives and is involved with local sporting clubs and community groups. He has practised as a commercial lawyer for over 20 years, and was previously a corporate and commercial partner for a large national law firm. Adrian is now the principal of his own corporate and commercial legal practice based in Sydney. He specialises in business acquisitions and divestments, franchise law, finance, corporate governance and corporate restructures, and distribution and consumer law.
Special responsibilities: Member of Finance, Risk & Governance Committee. Interest in shares: nil share interest held

Rune Lykkegaard Henriksen
Date of birth: 7 December 1972
Qualifications, experience and expertise: Rune has worked in accounting and finance for more than 25 years both in Australia and Europe with substantial experience in financial services. Rune is the Chief Operating Officer at Kennedy Partners Wealth, a boutique wealth management business. Rune holds Bachelor of Business degrees in Accounting and Business Administration and is member of the Chartered Accountants Australia & New Zealand and a Fellow Institute of Chartered Accountants in England and Wales (ICAEW). Rune also holds a Graduate Diploma of Applied Finance and is a member of the Australian Institute of Company Directors. Rune has lived in Ku-Ring-Gai since 2007 and has been involved in the local soccer club as a committee member.
Special responsibilities: Member of Finance, Risk & Governance Committee. Interest in shares: nil share interest held

ITEM 3 Adoption of an Updated Constitution

The updated Constitution to be adopted by the Company is available to view or download on our website, www.tlcbb.com.au/constitution

Bendigo and Adelaide Bank Limited (BEN), in consultation with the Community Bank National Council had undertaken a comprehensive review of the pro forma Community Bank constitution and recommended to all BEN franchisees to consider adopting an amended proforma constitution which updates formatting, incorporates changes to reflect best-corporate practice, has been changed to reflect changes in law; and to make changes to rule 9 (Prohibited Shareholding Interest).

The Board has reviewed the amendments and have considered that the amendments would be in the best interests of the Company and its shareholders and have resolved to recommend to the Shareholders to adopt the updated Constitution which incorporates all the recommended changes of BEN.