Canterbury Surrey Hills Community Finance Limited

20 September 2022

Market Announcement National Stock Exchange (**NSX**)

BY ELECTRONIC LODGEMENT

Dear Sir/Madam

2022 NOTICE OF ANNUAL GENERAL MEETING

Canterbury Surrey Hills Community Finance Limited (NSX: CSH) will be holding its 2022 Annual General Meeting (**AGM**) on Tuesday, 25 October 2022 at 6.00pm (AEDT). The AGM will be held in person at 143 Maling Road, Canterbury VIC 3126.

Attached are copies of the following documents in relation to the AGM:

- Notice of Annual General Meeting;
- Proxy Form; and
- Communication Election Form.

These documents are also available on our website at supportingourcommunity.com.au/investorrelations/annual-general-meetings.

Yours sincerely

Michael Sapountzis

Company Secretary
Canterbury Surrey Hills Community Finance Limited

For further information contact:

Juliann Byron Chairman +61 419 368 029

ABN 96 099 590 593

Michael Sapountzis Company Secretary +61 403 247 523





CANTERBURY SURREY HILLS COMMUNITY FINANCE LIMITED

ABN 96 099 590 593 Registered Office: 143 Maling Road, Canterbury VIC 3126

Notice is given that the Annual General Meeting (AGM) of shareholders of Canterbury Surrey Hills Community Finance Limited (Company) will be held at 143 Maling Road, Canterbury VIC 3126 on Tuesday, 25 October 2022 at 6:00pm (AEDT) (Meeting).

AGENDA

ORDINARY BUSINESS

1. Receipt of Annual Report

To receive and consider the Company's Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2022.

Note: no vote is required on this item of business.

2. Adoption of Remuneration Report

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

"That the Remuneration Report for the year ended 30 June 2022 be adopted."

Note: the vote on this item of business is advisory only and does not bind the Directors or the Company.

Voting exclusion statement

The *Corporations Act 2001* Cth (Corporations Act) restricts members of the key management personnel (KMP) and their closely related parties from voting in relation to Item 2 in certain circumstances.

The Company will disregard any votes cast on Item 2:

- by or on behalf of the members of the KMP named in the Remuneration Report for the year ended 30 June 2022 and closely related parties of those persons, regardless of the capacity in which the vote is cast; or
- as a proxy by members of the KMP at the date of the meeting and their closely related parties,

Unless the vote is cast as proxy for a person entitled to vote on Item 2:

- in accordance with a direction on the proxy form; or
- by the Chair of the Meeting in accordance with the express authority in the proxy form to vote undirected proxies as the Chair sees fit even though Item 2 is connected with the remuneration of the KMP.

What this means for shareholders: If you intend to appoint a member of the KMP (such as one of the Directors) as your proxy, please ensure that you direct them how to vote on Item 2. If you intend to appoint the Chair of the Meeting as your proxy, you can direct the Chair how to vote by marking the boxes for Item 2 (for example, if you wish to vote for, against or abstain from voting), or you can choose not to mark any of the boxes for Item 2 and give the Chair your express authority to vote your undirected proxy (in which case the Chair intends to vote in favour of this item of business).

3. Election of Directors

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

Re-election of Directors retiring by rotation:

- (a) To re-elect **Robert (Bob) Stensholt** as a Director of the Company:
 - "That Bob Stensholt, being a Director of the Company and who retires in accordance with Rule 62(1) of the Company's Constitution, and being eligible, is re-elected as a Director of the Company."
- (b) To re-elect Juliann Byron as a Director of the Company:
 - "That Juliann Byron, being a Director of the Company and who retires in accordance with Rule 62(1) of the Company's Constitution, and being eligible, is re-elected as a Director of the Company."

4. Share Buy-Back Program

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

"That for the purposes of the Corporations Act and for all other purposes, approval is given for the Company to buy-back fully paid ordinary shares (Shares) in the Company, on the terms and conditions set out in the Explanatory Notes."

5. Change of Company Name

To consider, and if thought fit, to pass the following resolution as a special resolution:

"That in accordance with section 157 of the Corporations Act and for all other purposes, the name of the Company be changed to Inner East Community Finance Limited."

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

In accordance with the Constitution of the Company, each shareholder is entitled to one vote.

Voting Restrictions

Key management personnel of the Company and their closely related parties may not vote on Item 2. For the purposes of this voting restriction:

- The 'key management personnel' for Canterbury Surrey Hills Community Finance Limited are
 those persons having authority and responsibility for planning, directing and controlling the
 activities of the Company, either directly or indirectly, including any Director (whether executive
 or otherwise) of the Company.
- A 'closely related party' of a member of the key management personnel for Canterbury Surrey
 Hills Community Finance Limited includes a spouse or child, a child of the member's spouse, a
 dependant of the member or of the member's spouse, or anyone else who may be expected to
 influence the member (or be influenced by the member) in the member's dealings with the
 Company.

For the purposes of voting at the Meeting, shares will be taken to be held by the persons who are registered as shareholders as at 7:00pm (AEDT) on Sunday, 23 October 2022.

How to submit your vote or any questions in advance of the AGM

- Shareholders may appoint a proxy to vote on their behalf. Proxy votes must be received by 6:00pm
 (AEDT) on Sunday, 23 October 2022. Instructions on how to appoint a proxy are outlined in the
 proxy form.
- Shareholders are encouraged to appoint the Chair of the Meeting as their proxy. Shareholders can complete the proxy form to provide specific instructions on how a shareholder's vote is to be cast on each item of business, the Chair of the Meeting must follow your instructions. Lodgement instructions (which include the ability to lodge proxies online) are set out in the proxy form attached to this Notice. If a person other than the Chair is appointed as proxy, the proxy will revert to the Chair in the absence of the appointed proxyholder's attendance at the Meeting.
- Shareholders are also invited to submit questions in advance of the Meeting by email to the Company at eo@supportingourcommunity.com.au. During the course of the AGM, we will endeavour to address as many of the more frequently asked questions received by Tuesday, 18 October 2022. However, there may not be sufficient time available at the Meeting to individually address all questions asked. Please note that individual responses will not be sent to shareholders.

Receiving shareholder information electronically

Receiving your shareholder information electronically is the best way to stay informed about your shareholding. If you have not already elected to access shareholder information electronically, I encourage you to take this opportunity to switch to paperless communications. To do so, simply complete the enclosed Communication Election Form and return to our share registry, Boardroom Pty Limited (Boardroom).

Further information

If it becomes necessary or appropriate to make alternative arrangements to those set out in the Notice, information will be lodged via the NSX Market Announcements Platform (NSX: CSH) and posted on our website at www.supportingourcommunity.com.au/investor-relations/annual-general-meetings.

Enquiries

Shareholders are invited to contact the Company by email at eo@supportingourcommunity.com.au or telephone +61 3 9836 9466 if they have any queries in respect of the matters set out in these documents.

Yours faithfully,

Juliann Byron

Chair

Canterbury Surrey Hills Community Finance Limited

19 September 2022

EXPLANATORY NOTES

These Explanatory Notes for part of this Notice and have been included to assist you in making an informed decision about the resolutions proposed at the Meeting.

Item 1 – Receipt of Annual Report

The Company has prepared and will table at the Meeting the Annual Report (which incorporates the Company's Financial Report, Directors' Report and Auditor's Report) for the year ended 30 June 2022.

The Chair of the Meeting will allow shareholders a reasonable opportunity as a whole to ask questions about or make comments on, the management of the Company. The Auditor, RSD, will also attend the meeting and a reasonable opportunity will be given to shareholders to ask questions of the Auditor relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted in relation to the preparation of the financial statements, and the independence of the Auditor in relation to the conduct of the audit. Shareholders may also submit questions to the Auditor, RSD, on the content of the Auditor's Report or the conduct of its audit for the year ended 30 June 2022. Such questions must be submitted by email to the Company at eo@supportingourcommunity.com.au by no later than Tuesday, 18 October 2022. The Auditor is not required to provide written answers.

You may obtain a hard copy of the Annual Report by contacting the Company at eo@supportingourcommunity.com.au and may request that this occurs on a standing basis for future years. Alternatively, you may access the Annual Report via the NSX Market Announcements Platform (NSX: CSH) or on our website at www.supportingourcommunity.com.au/investor-relations.

Item 2 - Adoption of Remuneration Report

The Corporations Act requires that a resolution to adopt the Remuneration Report must be put to the vote at the Annual General Meeting. The vote on the adoption of the Remuneration Report is advisory only and does not bind the Directors or the Company.

The Remuneration Report is set out in the Company's 2022 Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

The Chair of the Meeting will allow shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

The Board unanimously recommends that shareholders vote in favour of adopting the Remuneration Report. The Chair of the Meeting intends to vote all undirected proxies in favour of Item 2.

Item 3 – Election of Directors

The following Directors retire by rotation in accordance with Rule 62(1) of the Company's Constitution and, being eligible, offer themselves for re-election:

(a) Bob Stensholt

Bob was appointed a Director in February 2002. Bob has had an extensive career including roles as a senior diplomat, Assistant Director General for AusAID, senior research fellow, consultant and for over ten years as the state Member of Parliament for Burwood. Bob was most recently a Chief of Staff to a Victorian Government Minister and is currently involved in many local community organisations. He is the Chair of the Audit and Governance Committee, and Member of the Community Investment and Marketing Committee and Finance Committee

The Board (with Mr Stensholt abstaining) unanimously recommends that shareholders vote in favour of the re-election of Mr Stensholt. The Chair of the Meeting intends to vote all undirected proxies in favour of Item 3(a).

(b) Juliann Byron

Juliann was appointed a Director in February 2004. Juliann has extensive experience in the accounting and finance fields. She has also provided corporate secretarial, management and governance consulting services over many years, and is a Non-executive Director on public and not for profit company boards. She is a Member of the Audit and Governance Committee, Community Investment and Marketing Committee, Finance Committee and Performance and Remuneration Committee.

The Board (with Ms Byron abstaining) unanimously recommends that shareholders vote in favour of the re-election of Ms Byron. The Chair of the Meeting intends to vote all undirected proxies in favour of Item 3(b).

Item 4 - Share Buy-Back Program

As part of its ongoing review of the strategic needs of the Company, in 2015 the Board considered the capital structure and ongoing capital needs of the group. The Board considered:

- The low volume of buyers available when a shareholder wants to sell their Shares;
- The low share price compared to the net asset backing of the Shares;
- The limits placed on the Company regarding shareholder distributions set out in the Franchise Agreement with Bendigo and Adelaide Bank; and
- The excess capital held and the restrictions placed on the Company under the Franchise Agreement to invest that capital in other risk ventures.

The Board, then subsequently shareholders at previous Annual General Meetings of the Company have considered and approved a proposal to enter into a Share Buy-Back Program (Program) with the following limitations:

- 1. The Program would operate for 12 months from 1 January to 31 December. The Company would reserve the right to close the Program early at any time;
- 2. All Shares would be purchased under the Program on the NSX market at the market price available from time to time;
- The Company will appoint a broker (to be confirmed) for the purpose of acquiring these Shares; and
- 4. The Program would have no minimum number of Shares that must be purchased. The Maximum number of Shares that may be purchased pursuant to this Program is 300,000 Shares.

The Board has instructed the Finance Committee to:

- A. Monitor the Company's ability to buy Shares under the Program to ensure it does not breach the requirements of the *Corporations Act*; and
- B. Determine, in the absence of regular share trading in the Shares of the Company, what offer price should be provided to the market in order to meet the objects of the Program.

The Board has considered and approved a proposal, subject to shareholder approval, to enter into a Share Buy-Back Program to operate from 1 January 2023 to 31 December 2023 with the same limitations as the Program operating described above.

General Questions

To assist shareholders to make a decision on Item 4, the Company has provided the following questions and answers:

Do I have to sell my Shares? No. Shareholders can choose to keep their Shares or sell them

on the market.

How can I sell my Shares? If you want to sell your Shares, you will need to appoint an NSX

share broker to sell them on the market for you.

Details of NSX brokers can be found at www.nsx.com.au.

Once you have appointed a broker, they can guide you through

the selling process, including how you will be paid.

How many Shares do I own? If you have any questions about your shareholding, such as how

many Shares you own, you should contact our share registry at:

Boardroom Pty Limited

GPO Box 3993 Sydney NSW 2001

Ph: +61 2 9290 9600 Fax: +61 2 9279 0664

Email: enquiries@boardroomlimited.com.au

Web: www.boardroomlimited.com.au

What happens to the Shares after the Company purchases

them?

Once the Company purchases Shares under the Program, the Shares must be cancelled. The Company cannot sell them back

to the market again. (Section 257H Corporations Act)

If I sell Shares, will I still get a

dividend?

There is no guarantee the Company will pay dividends in the future. If it does, the shareholders that own shares at the "Record Date" for any dividend shall be entitled to that dividend. If you sell your Shares before any Record Date, you will not be entitled

to a dividend.

How will I know if the Company has purchased any Shares?

The Company is required to advise ASIC when it has cancelled any shares and will also make a formal announcement on the

NSX. Our NSX code is CSH.

More details can be found at www.nsx.com.au.

Will the Company buy these Shares all at once?

No. The Company does not intend to make it difficult for potential purchasers to acquire shares on the NSX. It may therefore acquire parcels of Shares progressively throughout the duration of the Program. It may stop purchasing or cancel or suspend the

Program at any time.

The Board unanimously recommends that shareholders vote in favour of the Share Buy-Back Program. The Chair of the Meeting intends to vote all undirected proxies in favour of Item 4.

Item 5 - Change of Company Name

Section 157(1)(a) of the *Corporations Act* provides that a company may change its name if the company passes a special resolution adopting a new name.

Item 5 seeks the approval of Shareholders for the Company to change its name to "Inner East Community Finance Limited". For some years now the Company name "Canterbury Surrey Hills Community Finance Limited" has not truly reflected where we operate. Now with four branches and the addition of the Swinburne book the Board considers the time is right to change the Company's name to "Inner East Community Finance Limited". This is less limiting and reflects more accurately the broader area in which we operate. It is also in line with the Bendigo Bank preferred naming convention.

The proposed name has been reserved by the Company with ASIC and if Item 5 is passed, the Company will lodge a copy of the special resolution with ASIC following the Meeting in order to effect the change.

As Item 5 is a special resolution, it therefore requires approval of 75% of the votes by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in a case of a corporate Shareholder, by a corporate representative). If Item 5 is passed the change of name will take effect when ASIC alters the details of the Company's registration. The Board will also request that the NSX change the Company's NSX listing code from 'CSH' to 'IEC. The NSX listing code 'IEC' has been reserved by the Company.

The Board unanimously recommends that shareholders vote in favour of the change of Company name. The Chair of the Meeting intends to vote all undirected proxies in favour of Item 5.

Canterbury
Surrey Hills
Community
Finance Limited

All Correspondence to:

By Mail Boardroom Pty Limited

GPO Box 3993 Sydney NSW 2001 Australia

■ By Fax: +61 2 9290 9655

Online: www.boardroomlimited.com.au

By Phone: (within Australia) 1300 737 760

(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded before 6:00pm (AEDT) on Sunday, 23 October 2022.

■ TO VOTE ONLINE

STEP 1: VISIT https://www.votingonline.com.au/cshagm2022

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):



BY SMARTPHONE

Scan QR Code using smartphone QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

(a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.

(b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. 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 for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **6:00pm (AEDT) on Sunday, 23 October 2022.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

■ Online https://www.votingonline.com.au/cshagm2022

By Fax + 61 2 9290 9655

Boardroom Pty Limited GPO Box 3993,

Sydney NSW 2001 Australia

In Person

Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Canterbury Surrey Hills Community Finance Limited ABN 96 099 590 593 **Your Address** This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. Please note, you cannot change ownership of your securities using this form. **PROXY FORM** STEP 1 **APPOINT A PROXY** I/We being a member/s of Canterbury Surrey Hills Community Finance Limited (Company) and entitled to attend and vote hereby appoint: the Chair of the Meeting (mark box) OR if you are NOT appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at 143 Maling Road, Canterbury VIC 3126 on Tuesday, 25 October, 2022 at 6:00pm (AEDT) and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit. Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 2, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 2 is connected with the remuneration of a member of the key management personnel for the Company. The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 2). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution. STEP 2 **VOTING DIRECTIONS** * 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 calculating the required majority if a poll is called. For Against Abstain* Resolution 2 Adoption of Remuneration Report To re-elect Robert (Bob) Stensholt as a Director of the Company Resolution 3a Resolution 3b To re-elect Juliann Byron as a Director of the Company Resolution 4 Approval of Share Buy-Back Program Resolution 5 Change of Company Name Special STEP 3 SIGNATURE OF SECURITYHOLDERS

Canterbury Surrey Hills Community Finance Limited

ABN 96 099 590 593

Canterbury Surrey Hills Community Finance Limited All correspondence and enquiries to:



Boardroom Pty Limited ABN 14 003 209 836 GPO Box 3993 Sydney NSW 2001

Tel: 1300 737 760 (within Australia) Tel: +61 2 9290 9600 (outside Australia) Fax: +61 2 9279 0664

www.boardroomlimited.com.au enquiries@boardroomlimited.com.au

COMMUNICATION ELECTION FORM

Shareholders have a choice in how they receive their communications, either online, or in print. Receiving your shareholder information electronically is the best way to stay informed about your shareholding. We encourage you to take this opportunity to switch to paperless communications.

Please write your email address below and return this form to our share registry, Boardroom Pty Limit	ted.

By providing your email address you will become an e-shareholder and receive all your future Canterbury Surrey Hills Community Finance Limited shareholder communications (including Notice of Annual General Meeting, dividend statements and Annual Reports) by email to the above email address.

Privacy Statement:

The personal information provided in this form is collected by Boardroom Pty Limited, as registrar for the issuer of the securities you hold. Boardroom Pty Limited's privacy policy can be viewed on our website (www.boardroomlimited.com.au).

Your personal information is required for administration of the register of securityholdings. Should some or all of the requested information not be provided correct administration of your securityholding may not be possible. Your personal information may be disclosed to the issuer of the securities you hold, its or our related bodies corporate, external service companies such as print or mail service providers or otherwise as permitted by law. If, in accordance with the provisions of the Corporations Act the issuer of the securities you hold approves, you may be sent marketing material in addition to general corporate communications. You may elect not to receive marketing material by contacting Boardroom Pty Limited. You can obtain access to your personal information and (if required) advise of any incorrect, inaccurate or out of date data information held, by contacting Boardroom's Privacy Officer on 1300 737 760.