

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of members of The Rock Building Society Limited will be held at The Rock Building Society Education Centre, located at the Central Queensland Cancer Support Centre, 43 Upper Dawson Road, Rockhampton, QLD 4700 on Wednesday, 27 October 2010, commencing at 10am.

The Explanatory Statement that accompanies and forms part of this Notice of Annual General Meeting describes the various matters to be considered.

ORDINARY BUSINESS

1: Financial Statements and Reports

To receive and consider the Company's financial reports and the report of the Directors and the Auditor for the year ended 30 June 2010.

2: Election of Rod Davies

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

“That Rod Davies, who was appointed to the Board following the last annual general meeting of the Company to fill the casual vacancy created by the resignation of Mr John Wedderburn, and being eligible, be elected as a Director of the Company in accordance with section 6.3 of the Company's Constitution.”

(Refer to Explanatory Statement.)

3: Election of Stephen Lonie

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

“That Stephen Lonie, who was appointed to the Board following the last annual general meeting of the Company to fill the casual vacancy created by the death of Mr John Maxwell, and being eligible, be elected as a Director of the Company in accordance with Section 6.3 of the Company's Constitution.”

(Refer to Explanatory Statement.)

4: Remuneration Report

To consider the Remuneration Report as it appears in the Annual Report for the year ended 30 June 2010, and if thought fit, to pass the following non-binding resolution as an ordinary resolution of the Company in accordance with section 250R of the Corporations Act:

“That the Company's Remuneration Report for the year ended 30 June 2010 be adopted.”

(Refer to Explanatory Statement.)

OTHER BUSINESS

1. To transact all other business which may be brought forward in accordance with the Company's Constitution.

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

1. Documents

- (a) The following documents form part of this Notice of Meeting:
- Explanatory Statement;
 - Proxy Form; and
 - Annual Report (unless you have notified the Share Registry that you do not wish to receive a printed Annual Report).

2. Proxies

- (a) A proxy form accompanies this notice.
- (b) A member who is entitled to attend and vote at the meeting may appoint not more than two other persons as that member's proxies to attend and vote at the meeting on that member's behalf.
- (c) Where more than one proxy is to be appointed or where voting intentions cannot be adequately expressed using this form, an additional form of proxy is available on request from the share registry. If you mark the abstain box for a particular item of business on the proxy form, you are directing your proxy not to vote on your behalf for a show of hands or on a poll, and your vote will not be counted when determining the required majority on a poll.
- (d) A proxy need not be a member of the company.
- (e) Proxies will only be valid and accepted by the Company if they are signed and received at the offices of the share Registry no later than 48 hours before the meeting.
- (f) You may lodge your proxy form by using the reply paid envelope provided, or by posting or facsimile to The Rock Building Society Limited's share registry as follows:

The Rock Building Society Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney NSW 1235
Facsimile: (02) 9287 0309

By delivery to:
Level 12, 680 George Street
Sydney NSW 2000

Alternatively, members may register the appointment of proxies online at www.linkmarketservices.com.au by following the instructions on the website.

3. **Voting**

- (a) All of the shares that are quoted shares at 7.00 pm on Monday 25 October 2010 will be taken, for the purposes of the meeting, to be held by the persons who held them at that time.

By order of the Board

Duncan C Martin
Company Secretary

EXPLANATORY STATEMENT

The following information is provided to members to assist in deciding how to vote on the Resolutions set out in the accompanying notice of meeting.

Financial Statements and Reports

The Company's financial reports and the report of the Directors and the Auditor for the year ended 30 June 2010 will be laid before the meeting. There is no requirement for members to approve these reports. The Chairman will allow a reasonable opportunity for members to ask questions or make comments about the reports. Members will also be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

Resolution 2 - Election of Director, Mr Rod Davies

Mr Davies was appointed to the Board on 1 March 2010, to fill a casual vacancy that arose as a result of the resignation of Mr John Wedderburn.

Mr Davies has extensive business experience in the banking sector. During a career spanning more than 21 years at Suncorp Metway Limited, he held a number of executive management positions. He was also a director of Suncorp Financial Planning Pty Ltd, Metway Star Limited, Graham & Company Limited, and LJ Hooker Corporate Limited.

Mr Davies, who retires in accordance with Section 6.3 of the Company's Constitution, being eligible, presents himself for re-election.

The Board recommends that members vote in favour of the re-election of Mr Davies.

Resolution 3 - Election of Director, Mr Stephen Lonie

Mr Lonie, was appointed to the Board on 24 April 2010, to fill a casual vacancy that arose as a result of the untimely death of former Chairman Mr John Maxwell. Mr Lonie was appointed chairman of the Board on 27 April 2010.

Mr Lonie is a Chartered Accountant and a former partner of the international accounting and consulting firm KPMG. He now practices as an independent management consultant. He is also currently Chairman of electricity generator CS Energy Ltd and Central Queensland mining group, Jellinbah Resources Pty Ltd.

Mr Lonie, who retires in accordance with Section 6.3 of the Company's Constitution, being eligible, presents himself for re-election.

The Board recommends that members vote in favour of the re-election of Mr Lonie.

Resolution 4 - Remuneration Report

The Corporations Act requires that the section of the Directors Report dealing with the Remuneration of Directors, the Company Secretary and up to 5 Senior Executives ("Remuneration Report") be put to members for adoption by way of a non-binding vote.

The Remuneration Report may be found in the Annual Report.

Following consideration of the Remuneration Report, the Chairman will give members a reasonable opportunity to ask questions about, or to make comments upon, the Remuneration Report.



By mail:
The Rock Building Society Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



By fax: +61 2 9287 0309



All enquiries to: Telephone: 1300 554 474 Overseas: +61 2 8280 7454

SHAREHOLDER VOTING FORM

I/We being a member(s) of The Rock Building Society Limited and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

the Chairman
of the Meeting
(mark box)

OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 10:00am on Wednesday, 27 October 2010, at The Rock Building Society Education Centre, located at the Central Queensland Cancer Support Centre, 43 Upper Dawson Road, Rockhampton, QLD 4700 and at any adjournment or postponement of the meeting.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting. Please read the voting instructions overleaf before marking any boxes with an **X**

STEP 2

VOTING DIRECTIONS

	For	Against	Abstain*
Resolution 2 Election of Rod Davies	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Election of Stephen Lonie	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

i * 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 votes will not be counted in computing the required majority on a poll.

STEP 3

SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

HOW TO COMPLETE THIS PROXY FORM

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 make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. 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 in Step 1. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the company. A proxy may be an individual or a body corporate.

Votes on Items of Business - Proxy Appointment

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, 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.

Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares 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.

Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to 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.

Corporate Representatives

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the company's share registry.

Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by 10:00am on Monday, 25 October 2010, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Select the 'Proxy Voting' option on the top right of the home page. Choose the company you wish to lodge your vote for from the drop down menu, enter your holding details as shown on this form, and follow the prompts to lodge your vote. To use the online lodgement facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the proxy form).



by mail:

The Rock Building Society Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



by fax:

+61 2 9287 0309



by hand:

delivering it to Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000.

**If you would like to attend and vote at the Annual General Meeting, please bring this form with you.
This will assist in registering your attendance.**