

Notice of Annual General Meeting

Heidelberg District Community Enterprise Limited
A.B.N. 62 095 312 744

To be held at 6pm
on
Tuesday 11 November 2014
at
Ivanhoe East Primary School
SPACE Centre
Warncliffe Road
Ivanhoe East

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 2014.

2. Re-election of Directors

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

Re-election of Directors retiring by rotation

- (a) That **David Mayne** be re-elected as a Director of the company.
- (b) That **Evelyn Stagg** be re-elected as a Director of the company.
- (c) That **Graham Norman** be re-elected as a Director of the company.
- (d) That **Nancy Caple** be re-elected as a Director of the company.

3. Remuneration Report

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

That the Remuneration Report contained in the Annual Report be adopted.

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. The proxy need not be a shareholder of the company.

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 shareholders as at 4.00pm on 18 October 2014.

By order of the Board

Russell Hutchins
Company Secretary
9 October 2014

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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. Re-election of Directors

The following information is provided about candidates for re-election to the Board:

(a) **David Mayne** retires by rotation in accordance with the constitution of the company, and being eligible, offers himself for re-election. David was appointed on 8 November 2011. David has extensive experience in telecommunications and executive management and is an active member of the Heidelberg community.

(b) **Evelyn Stagg** retires by rotation in accordance with the constitution of the company, and being eligible, offers herself for re-election. Evelyn was appointed on 13 November 2012. Evelyn has extensive experience in education and many ties with local community groups.

(c) **Graham Norman** retires by rotation in accordance with the constitution of the company, and being eligible, offers himself for re-election. Graham was appointed on 13 November 2012. Graham has practiced as a Chartered Accountant locally for the past 35 years and has a strong interest in local community development.

(d) **Nancy Caple** retires by rotation in accordance with the constitution of the company, and being eligible, offers herself for re-election. Nancy was appointed on 13 November 2012. Nancy operates her own local retail business and plays an active role in many aspects of the local community.

These Directors have served the company well and individually make a valuable contribution to the operations and governance of the company. The Board would like to retain their experience, skills and qualifications and accordingly strongly recommends all four Directors for re-election.

Postal address for return of Proxy Forms

The Secretary

Heidelberg District Community Enterprise Limited

233-235 Lower Heidelberg Road

East Ivanhoe 3079

HEIDELBERG DISTRICT COMMUNITY ENTERPRISE LIMITED
A.B.N. 62 095 312 744

PROXY FORM

Lodgement of Proxy

A proxy form (and any Power of Attorney under which it is signed) must be lodged with the Company Secretary not later than 4.00pm Friday, 7 November 2014. Any proxy form lodged after that time will be invalid.

Signature(s)

In the case of joint shareholders, holding one share certificate, only one signature will be valid. If signing as an Attorney, then the Power of Attorney must have been noted on the share application.

Registered Name and Address

Security holder Reference Number (SRN)

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Appointment of Proxy

I/We appoint
(Chairman or name of person you are appointing)

VOTE ON RESOLUTIONS

1. Item 2 – Re-election of Directors

For a three (3) year term:

David Mayne

For/Against/Abstain

Evelyn Stagg

For/Against/Abstain

Graham Norman

For/Against/Abstain

Nancy Caple

For/Against/Abstain

3. Item 3 – Remuneration Report

For/Against/Abstain

Signature(s)