

Notice of Annual General Meeting

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

To be held at 6pm
on
Tuesday 10 November 2015
at
Heidelberg Community Bank Branch
Community Room
Hawdon Street
Heidelberg

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 2015.

2. Appointment of Auditor

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

Subject to receiving ASIC's consent, that the firm Andrew Frewin Stewart be appointed as auditor for the company.

3. 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 **Brian Simpson** be re-elected as a Director of the company.
- (b) That **Russell Hutchins** be re-elected as a Director of the company.

4. 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 16 October 2015.

By order of the Board

Russell Hutchins
Company Secretary
30 September 2015

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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. Appointment of Auditor

The Corporations Act 2001 requires the mandatory rotation of lead auditors after 5 successive financial years for listed companies. The company's current audit partner, David Hutchings, is appointed in an individual capacity and has been the lead auditor for 5 years (including 2015) and is now required to resign. David is a partner of the firm Andrew Frewin Stewart (AFS). The company proposes appointment of the firm AFS, as replacement auditor for the company. Appointment of AFS as a firm will allow for the mandatory rotation of lead auditor internally within AFS. AFS partner Graeme Stewart will take on the role of lead auditor. The appointment of Andrew Frewin Stewart requires approval of shareholders under the Corporations Act.

The Board recommends appointment of the firm AFS, as a more effective means of managing the mandatory rotation of lead auditor.

Agenda item 3. Re-election of Directors

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

- (a) **Brian Simpson** retires by rotation in accordance with the constitution of the company, and being eligible, offers himself for re-election. Brian was appointed on 13 November 2013. Brian is a retired bank executive and lives locally.
- (b) **Russell Hutchins** retires by rotation in accordance with the constitution of the company, and being eligible, offers himself for re-election. Russell was appointed on 13 November 2013. Russell is an Information Technology consultant and lives locally.
- (c) **Janette Corcoran** retires by rotation in accordance with the constitution of the company and is not offering herself for re-election. Janette was appointed on 13 November 2012.

Brian and Russell 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 these two 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, 6 November 2015. 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	Securityholder 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 – Appointment of Auditor | For/Against/Abstain |
| 2. | Item 3 – Re-election of Directors | |
| | For a three (3) year term: | |
| | Brian Simpson | For/Against/Abstain |
| | Russell Hutchins | For/Against/Abstain |
| 3. | Item 4 – Remuneration Report | For/Against/Abstain |

Signature(s).....