

Notice of Annual General Meeting

Manningham Community Enterprises Limited
A.B.N. 69 101 174 270

To be held at 1:30pm for a 2:00pm start on Thursday, November 10, 2016
at Yarra Valley Country Club, 9 Templestowe Road, Bulleen, VIC, 3105

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 2016.

2. Election of Directors

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

Re-election of Director appointed since last Annual General Meeting:

- a. **Victoria G. Paouros**, having been appointed by the Board since the last Annual General Meeting, retires in accordance with the constitution of the company, and being eligible, offers herself up for re-election.

Re-election of Director retiring by rotation

- b. That **Darren W. Bourke** be re-elected as a Director of the Company.
- c. That **Daryl L. G. Brown** be re-elected as a Director of the Company.
- d. That **Nicola C. White** be re-elected as a Director of the Company.

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.

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 members as at **1:00pm on Thursday, November 8, 2016**.

By order of the Board

Victoria Paouros
Company Secretary
October 11, 2016

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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.

Item 2. Election of Directors

The following information is provided about candidates for election to the Board.

Re-election of Director appointed since last Annual General Meeting:

- a. **Victoria G. Paouros**, having been appointed by the Board since the last Annual General Meeting, retires in accordance with the constitution of the company, and being eligible, offers herself up for re-election.

Re-election of Director retiring by rotation

- b. **Darren W. Bourke** retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election.
- c. **Daryl L. G. Brown** retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election.
- d. **Nicola C. White** retires by rotation in accordance with the constitution of the Company, and being eligible, offers herself for re-election.

Candidate Information – further information on all candidates is included in the Annual Report.

Darren W. Bourke - Darren has nearly 30 years' experience in the transport industry having held senior Management positions with Concord Park Transport, Toll Express & currently is employed with the Silk Logistics Group WA Freight division as National Account & Operations Manager Print Media division. Darren has always been an active member within the City of Manningham and has held the role of club President for the past eight years at East Doncaster Cricket Club and was awarded the Manningham Citizen of the year for 2013. Over the past five years Darren has created a number of vital Community relationships within Manningham with Doncare, Onemda & Bulleen Heights Special Schools where he has engaged the community and provided much needed support to these organisations.

Daryl L. G. Brown - Daryl has been in the finance industry all his working life. His experience includes corporate management in the manufacturing industry as well as has having his own Public Accounting Practice specialising in Small Business Development. The practice has been operating for 34 years. He is a Certified Practising Accountant, is a Director of a number of private companies and sits on the Board of a number of not-for-profit organisations. Daryl is very community minded and has been involved in many community projects through his Church, the Rotary Club of Manningham and MCEL. He is chairman of MCEL Special Projects Committee.

Victoria G. Paouros - Victoria was elected Company Secretary of MCEL in November 2013. After having served a period as Minute Secretary from August 2012. Victoria was one of the Board's Inaugural Junior Observers in 2009 and is currently working towards her LLB (Hons) and an Advanced Diploma of Management (Human Resources). She has also completed a number of training courses since joining the Board, including: A Diploma of Business, Certificate IV in Training and Education, Certificate in Governance Practice, an AICD 'Finance for Directors' course and an 'Understanding the Role of Company Secretary' course.

Nicola C. White - Nicky and her family moved from South Africa to Australia at the end of 1997. She has been a resident of Manningham since her arrival in Australia. She has worked as a bookkeeper within the Community Bank network for many years. Nicky is a registered BAS Agent and has a Certificate IV in bookkeeping.

Victoria Paouros

Company Secretary
October 11, 2016