

Notice of Annual General Meeting

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

To be held at 6pm
on
Tuesday 14 November 2017
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 2017.

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 **Nancy Caple** be re-elected as a Director of the Company.
- (b) That **Russell Hutchins** be re-elected as a Director of the Company.
- (c) That **David Mayne** be re-elected as a Director of the Company.
- (d) That **Brian Simpson** be re-elected as a Director of the Company.

3. Election of New Directors

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

- (a) That **Jason Dwyer** be elected as a Director of the Company.
- (b) That **Peter Drapac** be elected as a Director of the Company.
- (c) That **Peter Panatsos** be elected as a Director of the Company.
- (d) That **Anne Rogan** be 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 13 October 2017.

By order of the Board

Russell Hutchins

Company Secretary

6 October 2017

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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) **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 11 November 2014. Nancy previously operated her own retail business and is currently a company secretary 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. David was appointed on 10 November 2015. Russell is an information technology consultant and lives locally.

(c) **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 11 November 2014. David has extensive experience at executive management level in communications and now works part time in infrastructure and lives locally.

(d) **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 10 November 2015. Brian is a retired bank executive and lives locally.

Nancy, Russell, David and Brian 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 four Directors for re-election.

Agenda item 3. Election of New Directors

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

(a) **Jason Dwyer** was appointed by the Board on 30 January 2017 and resigns in accordance with the constitution of the Company, and being eligible, offers himself for election. Jason is an executive manager at Bendigo and Adelaide Bank and lives locally.

(b) **Peter Drapac** was appointed by the Board on 26 May 2017 and resigns in accordance with the constitution of the Company, and being eligible, offers himself for election. Peter operates his own education business and lives locally.

(c) **Peter Panatsos** was appointed by the Board on 10 July 2017 and resigns in accordance with the constitution of the Company, and being eligible, offers himself for election. Peter works in corporate development and lives locally.

(d) **Anne Rogan** was appointed by the Board on 10 July 2017 and resigns in accordance with the constitution of the Company, and being eligible, offers herself for election. Anne is a senior manager in education services and lives locally.

In their interim appointments, Jason, Peter, Peter and Anne have served the Company well and made 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 four candidates for election.

Postal address for return of Proxy Forms

The Secretary

Heidelberg District Community Enterprise Limited

233-235 Lower Heidelberg Road

East Ivanhoe 3079