

Notice of Annual General Meeting

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

To be held as a virtual meeting at 6pm AEDT on Monday 30 November 2020

Important Information for Shareholders

1. Meeting details:

Due to the restrictions on public gatherings, and in line with amendments to the Corporations Act in response to the COVID-19 pandemic, we are changing the way our 2020 Annual General Meeting will be conducted. Heidelberg District Community Enterprise Limited (HDCE) will be hosting its AGM online this year using Zoom software.

2. How to register your attendance:

All shareholders have the right to attend HDCE's AGM. However, this year, shareholders wishing to attend will need to register their attendance by **5pm AEDT on Thursday 26 November 2020**.

To register, you will need to email eastivanhoemailbox@bendigoadelaide.com.au with your:

- a) expressed intention to attend HDCE's 2020 AGM;
- b) full name and residential address (as stated on your share certificate/s); and
- c) email address and contact number.

All registered shareholders will receive the AGM agenda, instructions on how to use Zoom and web links at least 48 hours prior to the event.

3. How to vote:

Each shareholder or joint shareholders are entitled to only **one** vote.

Shares will be taken to be held by the persons whose names appear on the HDCE share registry as at **4pm AEDT on Thursday 26 November 2020**.

To ensure that all shareholder views are heard, and to minimise the impact of potential technology problems, we request that shareholders (including those attending) vote prior to the AGM via the Proxy Form.

Please note that voting via proxy prior to the meeting will not prohibit registered shareholders from voting live at the AGM should they wish to change their vote.

Proxy Forms may be submitted with the registration request email to eastivanhoemailbox@bendigoadelaide.com.au.

Alternatively, Proxy Forms may be mailed/delivered to HDCE's registered office at 233-235 Lower Heidelberg Road, East Ivanhoe, VIC, 3079 by **4pm AEDT on Thursday 26 November 2020**.

4. Need help?

If you have any questions about the online AGM, the registration or voting process, please email eastivanhoemailbox@bendigoadelaide.com.au and assistance will be provided within 3 business days of receipt.

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Ordinary Business

1. Receipt of Annual Report

To receive the Company's Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2020.

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 **Brian Simpson** be re-elected as a Director of the Company.
- (c) That **Russell Hutchins** 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 **Tara O'Brien** be elected as a Director of the Company.
- (b) That **Jeremy McAuliffe** be elected as a Director of the Company.

4. Remuneration Report

To consider, and if thought fit, to 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 AEDT on Thursday 26 November 2020.

By order of the Board

Russell Hutchins

Company Secretary

28 October 2020

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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. Nan first joined the Company as a Director on 6 December 2000 and was last appointed at the AGM on 14 November 2017. Nan previously operated her own retail business So Swish in East Ivanhoe and was instrumental in establishing the East Ivanhoe Community branch in 2000.
- (b) **Brian Simpson** retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election. Brian first joined the Company as a Director on 20 April 2009 and was last appointed at the AGM on 14 November 2017. Prior to retiring, Brian had a highly successful career in banking over four decades.
- (d) **Russell Hutchins** retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election. Russell first joined the Company as a Director on 20 April 2009 was last appointed at the AGM on 13 November 2018. Russell is a retired IT consultant with over thirty years' experience in banking and information technology in a variety of technical and commercial roles.

Nan, 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 three 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) **Tara O'Brien** was appointed by the Board on 21 January 2020 and resigns in accordance with the constitution of the Company, and being eligible, offers herself for election. Tara was involved in the Bendigo Bank Future Director program and is currently completing her tertiary studies in Law and Commerce.
- (b) **Jeremy McAuliffe** was appointed by the Board on 31 October 2019 and resigns in accordance with the constitution of the Company, and being eligible, offers himself for election. Jeremy has over thirty years' experience in community sector organisations in operational and executive roles and currently operates a consulting business that supports the aged care sector.

In their interim appointments, Tara and Jeremy 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 candidates for election.

Email and postal addresses for return of Proxy Forms

Proxy Forms may be submitted by email to eastivanhoemailbox@bendigoadelaide.com.au.

Alternatively, Proxy Forms may be mailed/delivered to HDCE's registered office at 233-235 Lower Heidelberg Road, East Ivanhoe, VIC, 3079 by **4pm AEDT on Thursday 26 November 2020**.