

For Immediate Release**National Stock Exchange (NSX)****Announcements****TWENTIETH ANNUAL GENERAL MEETING**

HELD ON Monday 30th November 2020 6pm via Zoom Webinar from
Heidelberg Community Bank Branch, 164 Burgundy Street, Heidelberg, VIC, 3084

The Annual General Meeting of shareholders of Heidelberg District Community Enterprise Limited was held on the evening of 30 November 2020 via Zoom Webinar.

Prior to the meeting 16 valid proxy forms were received by the Company prior to 4pm 26 November 2020.

17 shareholders were in attendance

12 people (other than shareholders) were in attendance – these were Company staff, a Bendigo & Adelaide Bank representative and the Company Auditor.

There were 0 apologies.

Welcome

The Chairman, Nan Caple, declared the meeting open at 6.15pm and welcomed shareholders, fellow Directors, Simon Sponza (Bendigo & Adelaide Bank Regional Manager), Graeme Stewart (the Company's Auditor) and staff to the Annual General Meeting. She confirmed that a quorum was present. The voting procedure, by polling on Zoom, was explained to shareholders.

The Chairman noted that the Notice of Meeting was issued to all shareholders in accordance with Corporate Law. The Chairman reported that the Annual Report (including the Financial Report, Directors' Report and Auditor's Report) and Annual General Meeting agenda had been sent to shareholders for the financial year ending 30 June 2020. Nan invited questions on the Financial Report, Directors' Report, Auditor's Report, the management of the Company or questions for the Auditor.

Nan Caple introduced Carly Kluge, Community Liaison Officer for HDCE, to give a summary of the 2019-20 Community highlights.

Community Highlights

In August 2019, we ran our first Community Pitch event. We partnered with other community-minded local businesses to distribute \$75,000 to 15 charitable organizations.

2019 ended with a flurry of community activity. Big Group Hub Kids Corner was installed, Austin Health Medical Research week sponsorship for the 7th year, continued support of the Somali Law Graduate Program. We celebrated the achievements of Youth Foundation 3081 program's 13th year, supported the Olympic Village "Housing for the Homeless" initiative. More defibrillators were distributed in the community, bringing the total to 25 units. Our support of the SALT program ensured that our local clubs were getting access to important sessions on mental health and creating a strong culture.

Our Sponsorship program continued with 17 clubs sponsored over the summer. We also supported the Victorian bushfire appeal.

60 community groups were ready to walk with us at the 2020 Banyule Festival in March but unfortunately it was all cancelled at the last minute due to the first Covid lockdown.

When the pandemic struck in March 2020 the HDCE Board mobilised quickly. We adjusted the mechanics of the 2020 grants program. We re-assured all community clubs that our sponsorship support would continue. We reached out to community groups to remind them “We’re Here for You”. It was apparent that the Community Bank was well placed to respond to the community need. We quickly responded to Austin Health urgent request for PPE and formed a partnership with East Ivanhoe Foodworks to provide morning tea and water provisions over several months. We assisted disability service provider Araluen with transition to online learning, provided 3081 Angels and Big Group Hug with resources to support families in need. We assisted with the set up of the BANSIC Food Hub on Oriel Road and we supported SALT with their Re-Connect and Re-Emerge programs for clubs during lockdown.

To date the Community Bank network across Australia has returned over \$250 million to their Communities, with \$21.7 million of that in 2019/20.

Through both the January bushfires and the onset of the pandemic in 2019/20 – the Community Bank model has proven once again to being a critical player in supporting communities through tough times. On behalf of the Board and Management of HDCE, Carly thanked the shareholders and customers for making this all possible

Chairman’s Report – Nan Caple

As Chair of Heidelberg District Community Enterprise Limited (HDCEL) I am proud to submit the twentieth Annual Report to our shareholders.

In our 20th year, I am thrilled to recognise and celebrate the contribution of Heidelberg District Community Enterprise Limited to our local community here in Melbourne.

Over our short history we have supported over 176 groups, schools, clubs, and associations; feeding into the prosperity of our community and not feeding off it. The 2019/20 investment into our community is \$276,264 and brings the total HDCEL investment of \$3,433,193 into the community that backed this amazing enterprise called community banking.

The highlight of 2019 was indeed the Community Pitch, an exceptionally successful night of community collaboration that saw \$75,000 delivered to 15 groups and organisations from within our Heidelberg District community. It was a memorable event that brought together other local businesses to join with us in supporting those in need. We are equally proud of our continuing partnership with Banyule Community Health Service, delivering the Youth Foundation program for the last 12 years to the disengaged youth of the Heidelberg West area through Youth Foundation 3081. Our contribution here has totalled over \$500,000. We have also continued to support the Somali Law Graduate Program run by the West Heidelberg Legal Service, a highly successful initiative now in its third year.

Being nimble has enabled us to respond in an individualised way to the difficult issues being faced by different pockets of our community. Community Banks across our nation have been seen as second responders within communities during these emergency times showing genuine concern, compassion and offering well needed, targeted assistance. This has been evidenced through the bushfire crises as well as through the pandemic across Australia.

We have again faced a tough year in a challenging environment. The continuing impact of the Banking Royal Commission on increased regulations, record low interest rates, low business confidence and the unexpected and unprecedented events of COVID-19 have all contributed to our end of financial year position. Within the context of COVID-19, banking remained an essential service for our local and wider communities. During this period of uncertainty, your Board’s focus was on providing a safe environment for our staff and customers, whilst ensuring the continuity of local banking services. With the assistance of financial support packages for impacted customers provided by Bendigo Bank and various government support packages, the impact of COVID-19 on the financial performance of our Community Bank branches was softened.

Operating in this unprecedented environment has impacted on our share of the revenue stream under our franchise agreement, a situation that keeps the Board vigilant in oversight of revenue and expenses. I announce that in 2019/2020 the company made a profit of \$310,942 before income tax. This is a change to last year’s profit of \$329,569. Gross revenue decreased by 7% to \$2,344,448. Profit after tax has increased slightly to \$237,705.

At June 2020, HDCEL had healthy retained earnings of \$504,184. HDCEL is sound, is governed well, we have a sound and respected partner in Bendigo and Adelaide Bank and we as a business continue to deliver a valuable customer experience.

Our highly experienced HDCEL team are crucial to the Company's success. Our team uphold the vision of the Company

The customer facing team this financial year comprised Jo-Ann Downey, Julie Bullen, Sylvia Watson, Adam Greenland, Kerry Young, Samantha Dawes, Haylee Doering, Syed Zaidi, Mark Munro, Jennifer Ferguson, and Jack Williams. Over the year we farewelled five team members: Pooja Nayyar, Omaid Solangi, Carole King, Susan Scroop, and Ashley Wijey. Carole and Susan served the company for 11 and 10 years respectively adding great value to our experienced customer service team.

Carly Kluge, our Community Liaison Officer, alongside Pam Tremlett, our Administration and Bookkeeper Officer, provided crucial ongoing support to the HDCEL Board. These support roles are critical to the smooth operation of our Company.

In this exceptional year we particularly commend our staff for swiftly implementing hygiene and social distancing requirements into the branch operations to ensure the protection of our valued customers, our community and indeed themselves. We congratulate our team for their resilience and for all the extra effort they have given.

I feel privileged to be the Chair of the HDCEL Board, supported by such diligent, conscientious and community minded fellow Directors. This past year the Board welcomed Jeremy McAuliffe, who brings skills in community and business acumen, and Tara O'Brien, who was previously an associate Director. All Board members hold positions on one or more of the following Committees; Human Resources, Audit & Governance (including Property) and Marketing & Business Development.

The Human Resources Committee of Amy Coote, Russell Hutchins, Anne Rogan and Brian Simpson continued to work with Bendigo Bank to support our Managers and our staff to ensure that they are able to concentrate their efforts into business development. There have been numerous movements amongst the staff team this year requiring a concerted recruitment effort to ensure our culture and skills will drive our Company's success.

The Audit & Governance Committee of Russell Hutchins (Company Secretary), Jason Dwyer (Treasurer), John Nelson, Brian Simpson, Tara O'Brien and Peter Drapac, again continued to provide a governance framework that has ensured robust oversight in all HDCEL activities. This committee ensured accurate, timely and relevant financial reporting and analysis, supported in this task by our bookkeeper, Pam Tremlett. This committee addressed issues related to HDCEL property, leases & rentals, and ensured compliance to our franchise agreement.

Marketing and Business Development Committee of Carly Kluge, Tara O'Brien, Jeremy McAuliffe, Nan Caple plus our management team, has continued to ensure that we maximize every opportunity to grow our business in the face of great uncertainty. The committee has re-focussed our Sponsorship and Grant funding towards the acute needs of our partner organisations and their long term growth and development post the pandemic. Throughout this year Directors have attended various professional development opportunities, many of them virtual as the restrictions of COVID-19 were introduced.

As a shareholder, feel proud that your Company is seen as mature and well functioning and is held in high regard within the Community Bank network.

In the role as Chair, I am grateful for the support of Deputy Chair Anne Rogan, Company Secretary Russell Hutchins and Treasurer Jason Dwyer along with all Board members. Our Board members contribute generously of their time and of their expertise and together embrace the philosophy of community banking and work cooperatively toward achieving our goals.

You can be assured that shareholder interests and values are at the forefront of Board deliberations and decisions on matters affecting the Company.

Thank you for your support. You are ambassadors of the Community Bank model and can share the story of the tangible benefits that our local Community Bank branches bring to our community. Proudly in our 20th year of operation, the Board of Directors has announced a dividend of 4c per share fully franked. This is our 17th successive dividend allocation.

The Board of Directors join me in encouraging those shareholders who are not yet banking with the East Ivanhoe or Heidelberg Community Bank branches of Bendigo Bank that you consider doing so. For those who are enjoying the Community Bank experience, we thank you and encourage you to share this with family and friends.

Nan Caple then invited Mark Munro to present the Managers' Report.

Managers' Report – Mark Munro

As mentioned in this year's Managers Report it's safe to say 2020 has been a year unlike any other where we were faced with unprecedented times. However, despite this our Company had a profitable year under the leadership of Haylee Doering, Syed Zaidi and myself.

We kept the doors open and we continued to support our customers during this time. We reduced operating hours on 31st August and resumed normal operational hours as of Monday 9th November. During this time, we kept ourselves busy contacting customers with targeted campaigns and completed staff training.

We continued to give back to community groups during this year through our grants and sponsorship programs. Even during COVID times we have shown support to the Austin Hospital and Big Group Hug, organisations who have been pivotal in supporting the community during this time.

We had a few staff changes throughout the year, however the team has now stabilised and working extremely well together. I would like to acknowledge and thank the efforts of the Heidelberg and East Ivanhoe teams, who have remained focused on delivering exceptional customer service during a very challenging year.

I would also like to thank, on behalf of both branch teams, the Board of Directors who continue to provide unwavering support, the shareholders, who continue to back the Community Bank enterprise and our partner Bendigo and Adelaide Bank for their support as we seek to grow our business.

The year ahead presents another challenging environment not only for the banking industry but the economy as a whole. We, as a team, are well prepared to take on these challenges and as always have our customers and community at the heart of everything we do.

The Chairman asked Russell Hutchins as Company Secretary to report the number of proxies received and the number for/against/abstain for each resolution. Russell responded that 16 were received and advised that where a proxy is directed to the Chair or a Board member the vote will be cast as 'for' on all motions.

Proxy votes were as follows:

Re-election of directors

Nan Caple	For:	16	Against: Nil	Abstain: Nil
Brian Simpson	For	16	Against: Nil	Abstain: Nil
Russell Hutchins	For:	16	Against: Nil	Abstain: Nil

Election of directors

Tara O'Brien	For	16	Against:	Abstain: Nil
Jeremy McAuliffe	For	16	Against:	Abstain: Nil

Adoption of Remuneration Report

For:	15	Against: Nil	Abstain: 1
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Re-election of Directors

The Chairman announced that three Directors were offering themselves for re-election by shareholders. Nan Caple, Brian Simpson and Russell Hutchins retire by rotation and all offer themselves for re-election as Directors of the Company.

(a) Motion: That **Nancy Caple** be re-elected as a Director of the Company.

By polling For: 8
Motion carried.

Against: Nil

Abstain: Nil

- (b) Motion: That **Brian Simpson** be re-elected as a Director of the Company.

By polling For: 8

Against: Nil

Abstain: Nil

Motion carried.

- (c) Motion: That **Russell Hutchins** be re-elected as a Director of the Company.

By polling For: 8

Against: Nil

Abstain: Nil

Motion carried.

Election of Directors

The Chairman announced that Tara O'Brien and Jeremy McAuliffe were offering themselves for election as Directors of Heidelberg District Enterprise Limited

- (a) Motion: That **Tara O'Brien** be elected as a Director of the Company.

By polling For: 8

Against: Nil

Abstain: Nil

Motion carried.

- (b) Motion: That **Jeremy McAuliffe** be elected as a Director of the Company.

By polling For: 8

Against: Nil

Abstain: Nil

Motion carried.

Remuneration Report

Motion: That the Remuneration Report contained in the Annual Report be adopted

By polling For: 8

Against: Nil

Abstain: Nil

Motion carried

Nan Caple then invited Bendigo and Adelaide Bank Regional Manager, Simon Sponza, to address the meeting.

Bendigo and Adelaide Bank Report – Simon Sponza

The Community Banking network has exceeded \$250m in Community Contributions and \$58m in dividends over the past twenty years.

This year the pandemic and margin squeeze have been very real challenges to deal with. Facing margin squeeze will be continue for the foreseeable future. The only way forward is to concentrate on increasing lending.

Congratulations to all Community Bank staff for their efforts during the past year. Bendigo Bank conducted a survey in October to determine levels of staff engagement. The following two responses were of note. The question asked was Do you think Bendigo Bank has supported customers well during Covid? 90% of Community Bank staff agreed.

The other question was Do you think staff were well supported by leadership at Bendigo Bank? 88% of Community Bank staff agreed.

Nan Caple asked for any questions from the floor. All questions were answered by the Company Auditor or relevant Board members to the satisfaction of the shareholders.

Meeting Closed at 7pm.

To be signed as a true and correct record of meeting by the Chairman at next AGM



Russell Hutchins
Company Secretary
28 December 2020