

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 Tuesday 23 November 2021

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 will again conduct our 2021 Annual General Meeting virtually. 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 Friday 19 November 2021**.

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

- a) expressed intention to attend HDCE's 2021 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 Friday 19 November 2021**.

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 Friday 19 November 2021**.

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.

Notice of Annual General Meeting

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 2021.

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 **Anne Rogan** be re-elected as a Director of the Company.
- (b) That **Jason Dwyer** be re-elected as a Director of the Company.
- (c) That **John Nelson** be re-elected as a Director of the Company.

3. Election of New Director

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

- (a) That **Peter Howe** 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 Friday 19 November 2021.

By order of the Board

Russell Hutchins
Company Secretary
14 October 2021

Notice of Annual General Meeting

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) **Anne Rogan** retires by rotation in accordance with the constitution of the Company, and being eligible, offers herself for re-election. Anne was appointed on 14 November 2017. Anne is a senior education manager.
- (b) **Jason Dwyer** retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election. Jason was appointed on 14 November 2017. Jason is a senior business manager at Bendigo and Adelaide Bank.
- (c) **John Nelson** retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election. John was appointed on 8 November 2016. John is a retired Chartered Accountant with over 35 years of industry experience and lives locally.

Anne, Jason and John 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 Director

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

- (a) **Peter Howe** was appointed by the Board on 27 May 2021 and resigns in accordance with the constitution of the Company, and being eligible, offers himself for election. Peter is a Chartered Accountant who has worked in various accounting practices as well as running his own accounting practice.

In his interim appointment, Peter has served the Company well and made a valuable contribution to the operations and governance of the Company. The Board would like to retain his experience, skills and qualifications and accordingly strongly recommends this candidate 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 Friday 19 November 2021**.