

Notice of Annual General Meeting 2011

Notice is hereby given that the Annual General Meeting of Shareholders of Bendigo Community Telco Limited (ACN 089 782 203) (the Company) will be held at All Seasons Quality Resort, 171 – 183 McIvor Highway, Bendigo on Wednesday, 19 October 2011 at 6.00pm.

AGENDA

ORDINARY BUSINESS

1. Accounts and Reports

To receive and consider the Company's financial statements, directors' report and report by the auditor for the year ended 30 June 2011.

2. Remuneration Report

To consider, and if thought fit, pass the following resolution as an ordinary resolution:

"The Remuneration Report for the Company for the year ended 30 June 2011 be adopted."

Note: The vote on this resolution is a non-binding advisory vote only.

3. Re-election of Mr R Hunt as a Director

To consider and if thought fit, pass the following resolution as an ordinary resolution:

"Mr R Hunt, who retires from office under Clause 58 of the Company's Constitution, be re-elected as a director of the Company"

4. Re-election of Mr D Erskine as a Director

To consider and if thought fit, pass the following resolution as an ordinary resolution:

"Mr D Erskine, who retires from office under Clause 58 of the Company's Constitution, be re-elected as a director of the Company"

5. Election of Ms M O'Sullivan as a Director

To consider and if thought fit, pass the following resolution as an ordinary resolution:

"Ms M O'Sullivan, having been appointed since the last Annual General Meeting retires from office under Clause 56 of the Company's Constitution, be re-elected as a director of the Company"

VOTING RIGHTS

Attending the Meeting

All shareholders may attend the Annual General Meeting.

In the case of joint shareholders, all holders may attend the meeting. If only one holder attends the meeting, that shareholder may vote at the meeting in respect of the relevant shares (including by proxy) as if that holder were solely entitled to them. If more than one joint holder is present (including by proxy), the joint holder whose name appears first in the register in respect of the relevant shares is entitled to vote in respect of them.

A corporate shareholder may appoint one or more persons to act as its representative under section 250D of the Corporations Act 2001, 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 lodged with or presented to the Company before the meeting.

Not attending the Meeting

Shareholders entitled to vote at the meeting, but not attending, are encouraged to appoint a proxy to vote on their behalf, using the enclosed Proxy Form. The person appointed as the member's proxy may be an individual or a body corporate. A proxy need not be a member of the Company.

A shareholder who is entitled to cast two or more votes at the meeting may appoint two proxies and specify on the Proxy Form the proportion or number of votes each proxy is appointed to exercise.

For an appointment of a proxy for the meeting of the Company's members to be effective, the following documents must be received by the Company at least 48 hours before the meeting being no later than 5.00pm 17 October 2011.

1. The proxy's appointment
2. If the appointment is signed by the appointer's attorney – the authority under which the appointment was signed or a certified copy of the authority.

The Company receives the proxy documents when they are received at any of the following) :

1. The Company's registered office at 23 McLaren Street, Bendigo, Victoria, 3550.
2. The fax number (03) 5454 1537

A proxy form accompanies this notice of meeting.

By Order of the Board
Mr K Belfrage
Company Secretary
23 September 2011

EXPLANATORY NOTES

This information has been included to assist you in making an informed decision about the resolutions to be proposed at the meeting.

1. Accounts and Reports

The Company's financial report and other items referred to in Item 1 will be laid before the meeting in accordance with the Corporations Act. There is no requirement for shareholders to approve those reports.

However, the Chairman will allow reasonable opportunity for members at the meeting to ask questions about or make comments on the management of the Company. The Chairman will also allow a reasonable opportunity for members at the meeting to ask the auditor or the auditor's representative questions relevant to the conduct of the audit. The preparation and content of the auditor's report, the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

2. Remuneration Report

The full Annual Report for the year ended 30 June 2010 contains a Remuneration Report which sets out the remuneration policies for the Company and reports the remuneration arrangements that were in place for the directors and executives identified in the Remuneration Report.

A copy of the report is set out in the full Annual Report and can also be found on the Company's website at www.bendigotelco.com.au.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting before members are asked to vote on resolution 2, to adopt the Remuneration Report. The vote on this resolution is advisory and does not bind the Company.

3. Re-election of Mr R Hunt as a Director

Mr Hunt, aged 60, has been a Director of the Company since 1999 and stands for re-election at this year's Annual General Meeting. Mr Hunt is the Chairman of the Board and was formerly Managing Director of Bendigo and Adelaide Bank.

Other details including his qualifications, experience and information relevant to the re-election can be found in the Directors' Report of the 2010/11 Financial Statements.

4. Re-election of Mr D Erskine as a Director

Mr Erskine, aged 65, has been a Director of the Company since 1999 and stands for re-election at this year's Annual General Meeting. Mr Erskine is a member of the Remuneration Committee. Mr Erskine is the Managing Director of Industrial Conveying (Aust.) Pty Ltd.

Other details including his qualifications, experience and information relevant to the re-election can be found in the Directors' Report of the 2010/11 Financial Statements.

5. Election of Ms M O'Sullivan as a Director

Ms O'Sullivan, aged 33, has been a Director of the Company since 2011 and stands for re-election at this year's Annual General Meeting. Ms O'Sullivan is a Lawyer

Other details including her qualifications, experience and information relevant to the re-election can be found in the Directors' Report of the 2010/101 Financial Statements.

Should you wish to download a copy of our 2010/11 Annual Report or the full financial statements they can be found on our website at www.bendigotelco.com.au or can be collected from 23 McLaren Street Bendigo.
A copy of this form and the 2011 Proxy Form can also be found on our website under the Investor Information section.

APPOINTMENT OF PROXY Annual General Meeting



The Company Secretary
Bendigo Community Telco Ltd
ACN 089 782 203
23 McLaren Street
BENDIGO VIC 3552

Facsimile: (03) 5454 1537

A. Appointment of Proxy

I/We being a member of Bendigo Community Telco Limited
hereby appoint (name of proxy)

Or failing the person so named or, if no person is named, the Chairperson of the Meeting, to vote in accordance with the following directions or, if no directions have been given, as the proxy sees fit at the Annual General Meeting to be held at All Seasons Quality Resort, 171 – 183 McIvor Highway, Bendigo on Wednesday 19 October 2011 at 6.00pm and at any adjournment of the meeting.

B. Voting on business of the Annual General Meeting

Agenda Item

	For	Against	Abstain
2. Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-election of Mr R Hunt as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Re-election of Mr D Erskine as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Election of Ms M O'Sullivan as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll.

C. If you wish to appoint two proxies:
State the percentage or number of your votes applicable to this form Proportion of votes % OR Number of votes

D. Sign here:

This section must be signed

All individuals and joint holders must sign

Signature

Signature

Please complete the date

Date:

Companies

Signature

Signature

Date:

Completed Proxy forms are to be delivered to the Company Secretary, Bendigo Community Telco Ltd, 23 McLaren Street (Cnr. Williamson & McLaren Streets), Bendigo prior to 17th October, 2011 at 5.00 pm.