

# Notice of Annual General Meeting

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

**To be held as a hybrid meeting at 6pm AEDT on Tuesday 22 November 2022**

## Important Information for Shareholders

### 1. Meeting details:

As permitted by amendments to the Corporations Act in response to the COVID-19 pandemic, we will again conduct our 2022 Annual General Meeting both virtually and in person. Heidelberg District Community Enterprise Limited (HDCE) will be hosting its AGM at **Heidelberg Bowling Club, 8 Stradbroke Ave Heidelberg** for those that can attend in person and online 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 **4pm AEDT on Friday 18 November 2022**.

To register, you will need to email [eastivanhoemailbox@bendigoadelaide.com.au](mailto:eastivanhoemailbox@bendigoadelaide.com.au) with your:

- a) expressed intention to attend HDCE's 2022 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 18 November 2022**.

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](mailto: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 18 November 2022**.

### 4. Need help?

If you have any questions about the online AGM, the registration or voting process, please email [eastivanhoemailbox@bendigoadelaide.com.au](mailto: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 2022.

### 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 **Tara O'Brien** be re-elected as a Director of the Company.
- (b) That **Jeremy McAuliffe** be re-elected as a Director of the Company.

### 3. 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.

### 4. Delisting and Low Volume Market

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

That HDCE delists from the National Stock Exchange and instead establishes and maintains its own Low Volume Market.

## 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 18 November 2022.

By order of the Board



**Russell Hutchins**  
Company Secretary  
19 October 2022

A Proxy Form accompanies this Notice.



# 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 1. Receipt of Annual Report

The Corporations Act requires the financial statements including the directors' report and auditor's report to be laid before the Annual General Meeting.

### Agenda item 2. Re-election of Directors

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

(a) **Tara O'Brien** retires by rotation in accordance with the constitution of the Company, and being eligible, offers herself for re-election. Tara was appointed on 30 November 2020. Tara has recently completed her Bachelor of Laws and Bachelor of Commerce.

(b) **Jeremy McAuliffe** retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election. Jeremy was appointed on 30 November 2020. Jeremy operates a consulting business that provides governance, compliance and operational support to the aged care sector.

Tara and Jeremy 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.

### Director Retirement Notice

The following information is provided for information:

Directors **John Nelson** and **Russell Hutchins** retire at the 2022 Annual General Meeting and will not be offering themselves for re-election.

### Agenda item 3. Remuneration Report

The Corporations Act requires a resolution that the remuneration report contained in a company's annual report be adopted. The resolution is advisory only, however the Board will take the outcome of the vote into consideration when reviewing the remuneration policies of the Company.

### Agenda item 4. Delisting and Low Volume Market

The Board believes that it is desirable to cease trading the Company shares on the National Stock Exchange (NSX) and commence trading on a Low Volume Market (LVM).

Since 2019 there has been on average less than 3 trades a year on the NSX, and the cost of maintaining the NSX listing is considerably higher than maintaining an LVM. The potential cost saving has been estimated at around \$14,000 per year.

Bendigo and Adelaide Bank has established a website which our Company can use to allow buyers and sellers to be matched and trades negotiated between the two parties.

#### Advantages of trading on the LVM:

- Shareholders can access trade history and prices of previous trades
- Lower costs to shareholders compared to trading listed shares – brokers are not required to perform trades unless sought by either party
- Reduced regulatory reporting obligations for the Company compared to the NSX
- Considerably lower cost to maintain

#### Disadvantages of trading on the LVM:

- The Board is under no obligation to ensure the market is fair, transparent or orderly
- The market is not supervised by a stock exchange

**Email and postal addresses for return of Proxy Forms**

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