



Apollo Bay & District Community
Enterprises Ltd
ABN 79 127 944 923

30 September 2022

All holding related enquiries:
AFS & Associates Pty Ltd
shareregistry@afsbendigo.com.au
T: 0354430344
www.afsbendigo.com.au/shareholders

Investor Name(s) <designation>
C/O Example Ltd
PO BOX 0000
MELBOURNE VIC 3000

Holder details:
HIN/SRN: <****HIN>
Security: Security name
TFN/ABN Status: Not provided

Notice of meeting

Dear Investor,

Apollo Bay & District Community Enterprises Ltd is holding a meeting of members and their representatives at 6:00 p.m. AEDT on Thursday, 10 November 2022.

The meeting will take place at The Apollo Bay Senior Citizens Hall, 4 Whelan Street, Apollo Bay.

Members and/or their representatives who are unable to attend the meeting may appoint a proxy to attend the meeting on their behalf and direct how they would like their votes cast by completing the Proxy Form attached to this letter. Alternatively, proxy appointments and voting directions can be made online at <https://www.registrydirect.com.au/investor/> by logging in to your account.

To appoint more than one proxy or to split the voting directions, please complete a copy of the form for each proxy and/or each split voting direction stating the number of securities or the percentage of holdings the appointment and/or direction applies. No proxy may be authorised to exercise votes which any other proxy has been authorised to exercise. All Proxy Forms completed by or for a member should be returned together in the same envelope/email to the registrar.

If a representative of a corporate securityholder is to attend the meeting, they will need to provide an executed "Appointment of Corporate Representative" form prior to the commencement of the meeting. A copy of the form may be obtained online at <https://www.registrydirect.com.au/investors/>.

Instructions for signing and returning the Proxy Form are provided overleaf.

Paper based Proxy Forms will be valid and accepted only if they are signed and returned by no later than 5:00 p.m. AEDT on Tuesday, 8 November 2022.

If you are attending the meeting in person, to assist with registration please bring a copy of the Proxy Form.

Kind Regards,
AFS & Associates Pty Ltd
as registrar for Apollo Bay & District Community Enterprises Ltd

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.

Provision of company Annual Report to shareholders

In line with the requirements of the *Corporations Act 2001* and to reduce associated printing costs, the company will provide shareholders with the Annual Report via our company website at:

<https://www.bendigobank.com.au/branch/vic/community-bank-apollo-bay-district/> . If any shareholder would like to receive a copy of the Annual Report directly (in hard copy or via email), please make a request to our Company Secretary via their email address: secretary@abdcb.com.au

Resolutions 2-7: Election of Directors

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

Ian Richardson, retires by rotation in accordance with the constitution of the company, and being eligible, offers himself up for re-election.

Ian is a CPA Qualified Accountant (retired). He is currently Treasurer of the Apollo Bay Golf Club Inc. Previously Finance Director of Croda Australia Group.

Tim Grant, retires by rotation in accordance with the constitution of the company, and being eligible, offers himself up for re-election.

Tim is currently a Business Consultant providing strategic and operational advice to U.S based companies sourcing ex China. He has previously held Senior commercial management roles with Pacific Dunlop, Boral Ltd, Michelin Ltd. This included roles in China, Japan, Taiwan and Singapore. He is currently also the President of Otway Coast Regenerative Farmers and a member of SOLN Committee of Management.

Rob Hunt, retires by rotation in accordance with the constitution of the company, and being eligible, offers himself up for re-election.

Rob was the architect of Bendigo Bank's Community Bank® model and Managing Director and CEO of Bendigo and Adelaide Bank 1990-2009. Among his numerous directorships are: Community Sector Enterprises Pty Ltd, Community Sector Banking Pty Ltd, Bendigo Community Telco and Community Telco Australia. He is also Patron-in-Chief of Community Enterprise Foundation and Patron of St Luke's Anglicare.

Julie Harris, having been appointed by the Board since the last Annual General Meeting, retires in accordance with the constitution of the company, and being eligible, offers herself for election.

Julie's background is in mainstream and environmental education, with experiences ranging from teaching in Victorian primary schools and overseas to delivering, developing and managing school programs at Zoos Victoria and Sustainability Victoria. Julie also employed her passion for community education in Cambodia and Laos as an Australian volunteer. Semi-retired, Julie moved permanently to Apollo Bay in January 2019, worked as a part-time guide at Cape Otway Lightstation and is currently secretary of Southern Otways Sustainable.

Geoffrey Schmidt, having been appointed by the Board since the last Annual General Meeting, retires in accordance with the constitution of the company, and being eligible, offers himself for election.

Geoff and his partner took the plunge in January 2022 to join the community of Apollo Bay and is loving it. Previously, Geoff held senior roles in IT Project Management and IT Strategic Procurement in some of Australia's largest organisations, including Wesfarmers, Coles Group and Loyalty Pacific (flybuys). Geoff brings a strong skillset in technology, project and financial management.

Jim Mackenzie, having been appointed by the Board since the last Annual General Meeting, retires in accordance with the constitution of the company, and being eligible, offers himself for election.

Jim currently runs his own business providing consulting and auditing services (Human Services Standards, NDIS Practice Standards, Quality management Standards) with a focus on the Health, Community and Disability sectors. He has broad industry experience in senior management roles across Not for Profits to Corporates in Health and Human Services, Information Technology, Mining, Manufacturing, Government, Public safety and Financial Services. He and his wife have owned a property in Skenes Creek since 2008 and moved permanently in 2021. Jim is currently a member of the Apollo Bay Chamber of Commerce.

SIGNING INSTRUCTIONS FOR THE PROXY FORM

Individual:

Where the holder is an individual, the securityholder must sign.

Joint holding:

Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney:

If you are executing the Proxy Form under a Power of Attorney and have not previously supplied a copy, please attach a certified copy of the Power of Attorney to the Proxy Form when you return it.

Companies:

When the holder is a company, and the company has a sole director who is also the sole company secretary, the Proxy Form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a company secretary, a sole director can also sign alone. Otherwise the Proxy Form must be signed by a director jointly with either another director or a company secretary. Please sign in the appropriate place to indicate the office held and delete titles as applicable.

RETURNING THE PROXY FORM


Please note our preference is you appoint your proxy and direct how you require your vote/s be cast online. If you perform these actions online, you will not need to complete or return the Proxy Form. You can complete these actions by logging in to your account at www.registrydirect.com.au/investor.

You can return the Proxy Form by:

EMAIL:

 secretary@abdcb.com.au

POST:

 PO Box 348
Apollo Bay VIC 3233



30 September 2022

Investor Name(s) <designation>
C/O Example Ltd
PO BOX 0000
MELBOURNE VIC 3000

SAVE TIME & VOTE ONLINE:

 registrydirect.com.au/investor

**Present this QR code
at the meeting:**



PROXY FORM

Please complete and return this form if you wish to appoint a proxy and/or direct how you want your votes cast at the Annual General Meeting of Apollo Bay & District Community Enterprises Ltd (ABN 79 127 944 923) to be held at 6:00 p.m. AEDT on Thursday, 10 November 2022 at The Apollo Bay Senior Citizens Hall, 4 Whelan Street, Apollo Bay and at any adjournment or postponement of the meeting. This form must be completed and returned by 5:00 p.m. AEDT on Tuesday, 8 November 2022.

Alternatively, you can appoint a proxy and/or direct how you want your votes cast online at <https://www.registrydirect.com.au/investor/>.

Step 1 - Appoint your Proxy

I/We are or represent a member/s of Apollo Bay & District Community Enterprises Ltd and entitled to attend and vote hereby appoint:

the Chairman of the Meeting (mark box with 'X')

OR

Write here the name of the person (or body corporate) you are appointing if this person is someone other than the Chairman of the Meeting

or failing attendance at the meeting of the person or body corporate named above, or if no person is named, the Chairman of the Meeting, to act generally at the meeting on my/our behalf and to vote in accordance with the directions on this proxy form or, if no directions have been given and to the extent permitted by law, as he or she sees fit, at the Annual General Meeting of Apollo Bay & District Community Enterprises Ltd to be held at 6:00 p.m. AEDT on Thursday, 10 November 2022 at The Apollo Bay Senior Citizens Hall, 4 Whelan Street, Apollo Bay and at any adjournment or postponement of the meeting.

I/We acknowledge, if the Chairman of the Meeting is appointed as our proxy (or becomes our proxy by default), the Chairman of the Meeting intends to vote undirected proxies in the manner set out with each resolution below, even when the Chairman of the Meeting has a conflict of interest.

Step 2 - Direct how your votes are to be cast

Resolution 1

RECEIPT OF ANNUAL REPORT

Resolution type: **Ordinary**

Board recommendation: **For**

Chairman's voting intention: **For**

FOR

AGAINST

ABSTAIN

PROXY'S DISCRETION

Resolution 2

ELECTION OF DIRECTORS: IAN
RICHARDSON

Resolution type: **Ordinary**

Board recommendation: **For**

Chairman's voting intention: **For**

FOR

AGAINST

ABSTAIN

PROXY'S DISCRETION

Resolution 3

ELECTION OF DIRECTORS: TIM GRANT

Resolution type: **Ordinary**

Board recommendation: **For**

Chairman's voting intention: **For**

FOR

AGAINST

ABSTAIN

PROXY'S DISCRETION

Resolution 4

ELECTION OF DIRECTORS: ROB HUNT

Resolution type: **Ordinary**

Board recommendation: **For**

Chairman's voting intention: **For**

FOR

AGAINST

ABSTAIN

PROXY'S DISCRETION

Resolution 5

ELECTION OF DIRECTORS: JULIE
HARRIS

Resolution type: **Ordinary**

Board recommendation: **For**

Chairman's voting intention: **For**

FOR

AGAINST

ABSTAIN

PROXY'S DISCRETION

Resolution 6

ELECTION OF DIRECTORS: GEOFF
SCHMIDT

Resolution type: **Ordinary**

Board recommendation: **For**

Chairman's voting intention: **For**

FOR

AGAINST

ABSTAIN

PROXY'S DISCRETION

Resolution 7

ELECTION OF DIRECTORS: JIM
MACKENZIE

Resolution type: **Ordinary**

Board recommendation: **For**

Chairman's voting intention: **For**

FOR <input type="checkbox"/>	AGAINST <input type="checkbox"/>	ABSTAIN <input type="checkbox"/>	PROXY'S DISCRETION <input type="checkbox"/>
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Step 3 - Sign this form

Shareholder 1 (individual)

Sole Director & Sole Company Secretary

Joint Shareholder 2 (individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (individual)

Director

Date

Contact name

Mobile number

Email

By providing an email you agree to receive future communications electronically