

PROXY FORM

Barwon Heads Community Enterprise Limited
ABN 68 149 465 396

All correspondence:
Barwon Heads Community
Enterprise Limited
PO BOX 1093 Barwon Heads 3227
Inquiries: Phone 5254 1700
Email: secretary@bhcel.com.au

Shareholder name _____

Address _____

Please mark this box with an 'X' if you have made any changes to your address details.

APPOINTMENT OF PROXY

I/We being a shareholder/s of **Barwon Heads Community Enterprise Limited** ('the company') and entitled to attend and vote at the 2018 Annual General Meeting to be held at 6pm on 30 October 2018 at the Barwon Heads Football and Netball Club:

The Chair of the Meeting

OR

(Please write the name or position/office of the person or the name of the body corporate that you are appointing as proxy.)

(Please mark box with an 'X'.)

failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf, including to vote in accordance with the following directions or, if the proxy is left open and to the extent permitted by law, to vote as the proxy chooses at the Annual General Meeting and, if the meeting is adjourned, when the meeting has been reconvened for business.

Chair and open proxies will vote in favour of motions: I/We acknowledge the Chair of the Meeting intends to vote all available open proxies in favour of all items of business.

If you wish to direct your proxy how to vote, please mark your direction in the next section of this form.

VOTING DIRECTIONS TO YOUR PROXY (Please mark with 'X' to indicate your directions.)

Ordinary Business	Accept	Decline	Abstain*
Item 1 Receipt of Financial Report, Director's Report and Auditor's Report			
Item 2.2(a) Election of Damien Patrick O'Malley as a director			
Item 2.2(b) Election of Anita Joy Phillips as a director			
Item 2.2(c) Election of Jason Anthony Hutton as a director			
Item 2.3 Re-election of Bruce Anthony Symons as a director			
Item 2.3 Re-election of David John Halliday as a director			

When completing this proxy form, please note that:

- you should indicate an 'X' in only one box for each for each item of business;
- if you mark the "abstain" box for an item of business, you are directing your proxy not to vote on that item, and
- abstentions will not be counted in calculating the required majority on a poll

SIGNING OF PROXY FORM

This section **MUST** be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Shareholder 1	Shareholder 2	Shareholder 3
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Sole Director and Sole Company
Secretary

Director

Director/Company Secretary

HOW TO COMPLETE YOUR PROXY FORM

1. **Appointment of Proxy – General Information:** A shareholder entitled to attend and vote at the meeting may appoint a proxy to attend and vote on their behalf. Shareholders should note:

- all shareholders have the right to appoint a proxy
- a proxy does not have to be a shareholder of **Barwon Heads Community Enterprise Limited**
- a proxy may be an individual or a body corporate, and
- if you hold two or more shares, you may appoint up to two proxies and may specify the proportion or number of votes that each proxy is appointed to exercise.

If you wish to appoint the Chair of the Meeting as your proxy, please mark the box with an 'X' to show this appointment. If you wish to appoint another individual as your proxy, please write the name of that person or the person's position or office.

If you wish to appoint a body corporate as your proxy, please write the body corporate's name.

If the appointed proxy (other than the Chair of the Meeting) is not in attendance at the Meeting, the Chair of the Meeting will act as your proxy. If you have not nominated a proxy, the Chair of the Meeting will act as your proxy.

2. **Your name and address:** This is your name and address as it appears on the company's share register. If this information is incorrect, please mark the box and make the correction on the form. Please note you cannot change ownership of your shares using this form.

3. **Appointment of a proxy:** A shareholder entitled to attend and vote at the meeting may appoint one proxy. A proxy need not be a shareholder of the company. A proxy may be an individual or a body corporate.

4. **Identity of proxy:** If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, the Chairman of the Meeting will act as your proxy.

5. **Voting instructions:** You are encouraged to direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one **box** on an item your vote on that item will be invalid.

6. **Signing of proxy form:** A proxy appointment is only valid if the proxy form has been signed by the shareholder(s) making the appointment(s). The following rules apply in relation to the signing of proxy forms for joint holdings, proxy forms signed under power of attorney, and proxy forms signed by corporate shareholders:

Individual: If the holding is in one name, the individual shareholder must sign.

Joint holding: If you hold your shares jointly, all shareholders should sign the proxy form. A proxy form signed by the shareholder whose name appears first in the register, but not by the other joint holder(s), will also be accepted as valid.

Power of Attorney: If a proxy form is signed under a power of attorney, you must lodge the original or certified copy of the power of attorney with your proxy form, unless you have previously lodged one of these documents with the company.

Corporate shareholders: Proxy forms for corporate shareholders should be signed in accordance with your company's constitution or the *Corporations Act*. If a representative of the company is to attend the meeting, the appropriate 'Certificate of Appointment of Corporate Representative' must be produced before admission to the meeting.

LODGING OF YOUR PROXY FORM

This proxy form (and any Power of Attorney under which it is signed) must be received by the company not later than **5pm** on **23 October 2018**. Proxy Forms received after that time will not be valid. Documents may be lodged in any of the following ways:

- **Post** the Proxy Form to The Secretary, Barwon Heads Community Enterprise Limited, PO Box 1093, Barwon Heads 3227
- **Hand deliver** the Proxy Form to the Barwon Heads Community Bank, 70 Hitchcock Avenue, Barwon Heads
- **Email** scanned copy of the Proxy Form to: secretary@bhcel.com.au

The Annual Report will be made available on the Barwon Heads **Community Bank**[®] Branch webpage 30 days before the AGM.

<https://www.bendigobank.com.au/public/community/our-branches/barwon-heads/investor-relations>

If you prefer a copy sent to you please contact our Board Secretary on 0455 501 974 before **5pm** on **23 October 2018**.