

Notice of Annual General Meeting

Grampians Regional Community Enterprises Limited
A.B.N. 29139414234

**To be held at 7:30pm on Wednesday 26th November 2025
at Stirling Place, Dunkeld**

Ordinary Business

1. Receipt of Annual Report

To receive the company's Financial Report, the Director's Report and the Auditor's Report for the year ended 30 June 2025.

2. Remuneration Report

No Directors received remuneration for Board duties in 2024-245

3. 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 **Brendan Kelly** be elected as a Director of the company.
- (b) That **Paul Carrazzo** be elected as a Director of the company.
- (c) That **Michael Alderman** be elected as a Director of the company

Election of Directors who have not previously served as a Director

- (d) That **Jacqueline Tribe** be elected as a Director of the company.

Attending the meeting

All shareholders may attend the Annual General Meeting.

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.

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.

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.

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For the purposes of voting at the meeting, shares will be taken to be held by the persons who are registered as members on the Record Date as at 5pm on 26th November 2025.

By order of the Board

Grampians Regional Community Enterprises Limited

Catherine Loria

Company Secretary

4th November 2025

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Explanatory Notes

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

Agenda item 3: Election of Directors

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

Re-election of Directors retiring by rotation

(a) **Brendan Kelly** retires by rotation in accordance with the constitution of the company, and being eligible, offers himself for re-election.

Occupation, Experience & Expertise: Managing Director of Kellys AgNVet a rural merchandise, fertilizer and hardware business located in both Penshurst & Dunkeld. Brendan established Kellys in Penshurst in 1988, then in Dunkeld in 2005. Brendan is the fourth generation of the Kelly family to live and work in Penshurst and district. Brendan and his wife Liz have three children Brooke, Shannon and Laine. They are both active in the local community being involved in the football netball club, race club and Monivae College.

Special Responsibilities: Nil

(b) **Paul Carrazzo** retires by rotation in accordance with the constitution of the company, and being eligible, offers himself for re-election.

Occupation, Experience & Expertise: Paul's accounting firm, Carrazzo Consulting, merged with Baumgartners in July 2024 and he is now a partner of that firm

Special Responsibilities: Treasurer

(c) **Michael Alderman** retires by rotation in accordance with the constitution of the company, and being eligible, offers himself for re-election.

Occupation, Experience & Expertise: Michael is currently a self-employed farmer. He previously worked at NAB as an Agribusiness and business Banker. Michael is involved in the Glenthompson Dunkeld Football Netball Club, Grampians Cricket Club and the CFA. Michael holds a Bachelor of Agricultural Science from Melbourne University.

Special Responsibilities: Nil

Election of New Directors

(d) **Jacqueline Tribe** has not previously served as a Director and offers herself for election.

Occupation, Experience & Expertise:

Originally from Melbourne, Jacqueline moved to Penshurst in 2022. She is a Trainer & Assessor, professionally employed at RIST as a Program Coordinator, and Managing Director of 'Human Kind Training & Events' which delivers professional development training in workplace communication and behaviour. Jacqui is a Volunteer member and Secretary of the Volcanoes Discovery Centre and coordinates the Penshurst ANZAC Day Dawn Service on behalf of the Penshurst Progress Association.