

Notice of Special General Meeting

Healesville and District Community Enterprise Limited

A.B.N. 64 149 284 182

To be held at 6.00pm on Tuesday 16 April 2024

Bank Boardroom (rear of 205 Maroondah Hwy, Healesville)

Notice is hereby given that a Special General Meeting of Shareholders of Healesville and District Community Enterprise Limited (HDCEL) will be held at 6.00pm on Tuesday 16 April 2024 at the Bank Boardroom at the rear of the Bank, 205 Maroondah Highway, Healesville.

Proposed Special Resolution

That the new constitution, 'Constitution – Healesville and District Community Enterprise Limited – Version 2', be adopted in place of the current Constitution.

Proposer: David Hill, Director HDCEL

Seconder: Leigh Harry, Director HDCEL

The proposal seeks to replace the original HDCEL Constitution in its entirety with the proposed new Constitution. The original Constitution was adopted at the time of formation of the company and has not been previously revised.

The new Constitution is broadly consistent with the current constitutions adopted by franchise operators of Bendigo Community Bank Franchises and ensures the Company's rules are up to date and meet all legislative and franchise requirements.

Attending the meeting

All shareholders may attend the Special 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.

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 members as at **5.00pm on Monday 15 April 2024**.

Jo Bagg

Company Secretary

19 March 2024

Proxy Form

Healesville & District Community Enterprise Ltd.
A.B.N. 64 143 284 182

All correspondence to:
Healesville & District Community Enterprise Ltd.
205 Maroondah Hwy Healesville VIC 3777
Enquiries 0402 880 580

Name
Address
Suburb
State

Postcode

Mark this box with an 'X' if you have made any changes to your address details (see reverse)

Appointment of proxy

I/We being a shareholder/s of Healesville & District Community Enterprise Ltd. and entitled to attend and vote at the Meeting appoint the person named below or, if no person is named below, the Chairman of the Meeting as my/our proxy to vote in accordance with directions set out below (with a discretion as to any business not referred to be low) or, if no directions are given, as my/our proxy sees fit, at the Special General Meeting of the Company to be held on **16/04/2024 at 6.00pm** and at any adjournment of that Meeting.

The Chair of the Meeting (mark with an 'X')

OR

Write here the name of the person you are appointing if this person is someone other than the Chair of the Meeting.

Voting directions to your proxy

Please mark with 'X' to indicate your directions

Ordinary Business	Accept	Decline	Abstain*
Proposed Special Resolution			

*If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in working out the required majority on a poll.

PLEASE SIGN HERE

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

Healesville & District Community Enterprise Ltd.

A.B.N. 64 143 284 1 82

Registered Office - 205 Maroondah Highway, Healesville 3777

How to complete this Proxy form

1. 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.**

2. 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 Company.

3. Identity of proxy

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

4. 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.

5. Signing instructions

The Proxy form must be signed in the spaces provided.

Individual

If the holding is in one name, the holder must sign.

Joint holding

If the holding is in more than one name, any one holder may sign.

Power of Attorney

To sign under power of attorney, you must have already lodged this document with the Company or attach a certified copy of the Power of Attorney to this form when you return it.

Companies

If the Company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the Company (under section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

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.

How to complete this Proxy form

This Proxy Form (and any Power of Attorney under which it is signed) must be received by the Company not later than **2 business days** before the Meeting (**ie by 5pm Friday 12/04/2024**). Any Proxy Form received after that time will not be valid for the scheduled meeting. Documents may be lodged in any of the following ways:

Post or hand delivery: to the Company's registered office at 205 Maroondah Highway, Healesville VIC 3777

Email: contactus@hdcel.com.au