

# 2025 Notice of Annual General Meeting

**Heidelberg District Community Enterprise Limited**  
**ABN 62 095 312 744**

**To be held at 6.00pm on 18<sup>th</sup> November 2025**  
**at East Ivanhoe Bowling Club, 153 The Boulevard, Ivanhoe East 3079**

## **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 2025.

### 2. Remuneration Report

To consider, and if thought fit, pass the following resolution as an ordinary resolution that the Remuneration Report contained in Note 24 in the Annual Report be adopted.

### 3. Election of Directors

To consider, and if thought fit, to pass each of the following resolutions as an ordinary resolution.

- (a) That **Nancy Caple** be re-elected as a Director of the company.
- (b) That **Jason Talbot** be re-elected as a Director of the company.

## **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.

*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 2pm on 17<sup>th</sup> November 2025.

By order of the Board

**Michelle Baker**

Company Secretary

**21<sup>st</sup> October 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 2: 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 3: Election of Directors

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

- (a) Nancy Caple retires by rotation in accordance with the constitution of the company, and being eligible, offers herself for re-election.

Nancy established and operated So Swish (retail business) from 1989-2016. She was instrumental in establishing the East Ivanhoe Community branch in 2000. She has a Bachelor of Education and taught prior to 1989. Nan held an appointed position on the Community Bank National Council between 2017-2024. Nan continues to champion social enterprise certification across the community bank network. She is also the Company Secretary for the family management consulting business. Nan is Deputy Chair of the Sycamore Tree Management committee; a social enterprise café located in Heidelberg.

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

Jason is the Managing Director of Graphite i2i, a consultancy firm specialising in strategy, governance and finance. Prior to founding Graphite i2i, Jason held senior roles at PwC, EY and NAB in their corporate finance divisions and worked in both Australia and the UK. His non-executive and advisory board portfolio includes private business, public companies and a variety of not-for-profit organisations both in Australia and the UK. He is also a lecturer at Macquarie University and facilitator for the Governance Institute of Australia (GIA). Jason is a fellow of the GIA and a member of the Institute of Chartered Accountants Australia. He holds a Masters of Applied Finance from Macquarie University and a Graduate Diploma in Accounting, a Doctor of Philosophy and a Bachelor of Science from Monash University.