

Notice of Annual General Meeting

**Macedon Ranges Community Enterprises Ltd
ABN 57 130 493 499**

**To be held at 6.00pm on Thursday 19 November 2026 at
Platform 3, Baringo Food & Wine Co.
283 Station Rd, New Gisborne VIC 3438**

Important information for Shareholders

1. Meeting details:

The Annual General Meeting will be held at 6.00pm on Thursday 19 November, 2026 at Platform 3, Baringo Food & Wine Co. 283 Station Road, New Gisborne VIC 3438

There will be no virtual option offered to shareholders to join the Annual General Meeting.

Shareholders are provided with a Proxy Voting form if they cannot attend in person.

2. How to vote:

Each shareholder is, or joint shareholders are, entitled to only **one** vote.

Shares will be taken to be held by the persons whose names appear on the Macedon Ranges Community Enterprises Ltd share registry as at 5.00pm [AEDT] on Friday 13 November 2026.

Please note that voting via proxy prior to the meeting will not prohibit registered shareholders from voting live at the Annual General Meeting should they wish to change their vote.

Proxy Forms may be submitted to ceo@mrce.com.au

Alternatively, Proxy Forms may be mailed to Macedon Ranges Community Enterprises Ltd, PO Box 757 Gisborne VIC 3437 by 5.00pm (AEDT) on Friday 13 November 2026.

3. Need help?

If you have any questions about the Annual General Meeting or voting process, please email

ceo@mrce.com.au or telephone 0456 685 334.

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Items of General 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 2026.

2. Election of Directors

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

- (a) That Malcolm Carter be **re-elected** as a Director of the company.
- (b) That Dominic Andreacchio be **re-elected** as a Director of the company.
- (c) That Lisa O'Connell be **elected** as a Director of the company
- (d) That Jennifer Smith be **elected** as a Director of the company

Items of Special Business

3. Constitution

To consider, and if thought fit, approve *Macedon Ranges Community Enterprises Ltd's changes to the Constitution to reduce the base number of shareholders from 90% to 75% by the adoption of Rule 9 (2B).*

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 5.00pm [AEDT] on 13 November 2026.

By order of the Board

Jo-Ann Irwin

Company Secretary

23 October 2026

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.

Agenda item 2: Election of Directors

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

- a) **Malcolm Carter** retires by rotation in accordance with the constitution of the company, and being eligible, offers himself for re-election. Malcolm has been on the Board since 2023 and has served as Board Chair, member of Finance, Risk & Audit Committee, Human Resource Committee and Community Investment Committee.
- b) **Dominic Andreacchio** retires by rotation in accordance with the constitution of the company, and being eligible, offers himself for re-election. Dominic has been on the Board since 2018 and has served as Board Chair, Chair and member of the Community Investment Committee and Human Resource Committee and member of Finance, Risk & Audit Committee.
- c) **Lisa O'Connell** joins the board having been employed as MRCE Community Engagement Officer in 2025. Lisa is a member of the Community Investment Committee, offering expertise in marketing and business development.
- d) **Jennifer Smith** joins the board bringing governance, finance and strategy experience along with local knowledge and passion for for-purpose work.

Retirement of Directors

Andrew Kincaid retires after serving on the board since 2023. During his tenure, Andrew has served as an active member of the Community Investment committee and has made a significant contribution to MRCE Ltd, notably in governance, strategic intent, social purpose and a balanced approach to board decision making.

Agenda item 3: Items of Special Business

The Board of Macedon Ranges Community Enterprises Ltd is seeking shareholder approval of the following changes to the Constitution.

The adoption of Rule 9 (2B) 75% option.

In this Rule 9, Base Number means the number (rounded up to the nearest whole number) equal to 75% of the number of shareholders in the Company immediately after the shares in the Company were allotted and issued (and registered on the Register) under the first disclosure document issued by the Company in respect of the offer of shares in the Company. Notwithstanding anything else, Rule 9(2A)(b) does not apply to any transfer that is registered before the Company issues such a disclosure document.

The Board recommends that you consider these changes and vote in favour of the following resolution.

To approve the Macedon Ranges Community Enterprises Ltd Constitution update to Rule 9 (2B) 75% option. (Refer Constitution here for details <http://www.mrce.com.au/our-story>)