

Notice of Annual General Meeting

Manningham Community Enterprises Limited
A.B.N. 69 101 174 270

To be held at 5:30pm for a 6pm start on Thursday, 20 November 2025
at the Templestowe RSL, 156 Parker Street, Templestowe, VIC, 3106

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. 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. **Bradley William Dodemond:** retires by rotation in accordance with the constitution of the company, and being eligible, offers himself for re-election.
- b. **Simon David Lewis:** retires by rotation in accordance with the constitution of the company, and being eligible, offers himself for re-election.
- c. **Colin Roderick Davitt:** retires by rotation in accordance with the constitution of the company, and being eligible, offers himself for re-election.
- d. **Laura Agnes Mayne:** was appointed as a Director to fill a casual vacancy on 29th May 2025 and offers herself for election.

3. Resolutions

- a. Approval is sought to amend Rule 67 of the Constitution to provide for the Chair to have a casting vote.
- b. Approval is sought to increase the pool for Directors' remuneration to \$100,000.

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 Proxy Form for information on appointing a proxy.

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 Tuesday, 18 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.

Item 2. Election of Directors

The following information is provided about candidates for re-election or election to the Board. For additional information, please see MCEL's 2025 Annual Report.

a. Bradley William Dodemond:

Brad has over 15 years' experience as a Human Resources and Industrial Relations professional both in Australia and North America. He currently works as a Workplace Relations Team Leader at The Royal Melbourne Hospital. He possesses several qualifications including a Master of Business Management (MBA), Master of Human Resources Management and a Bachelor of Business (Human Resources). Brad commenced his MCEL journey in January 2017 as of the Company's inaugural Future Directors Program offered in partnership with La Trobe University.

Brad is a member of the Governance Committee.

b. Simon David Lewis:

Simon has developed extensive leadership and knowledge over 25 years' experience in community health and disability sectors. As current CEO of a disability provider, Simon has had many roles focusing on forging strategic partnerships and developing relationships and opportunities with the tertiary sector, communities, government and local enterprise to raise awareness and to enhance the valued status of people with a disability. In 2001, Simon was awarded the Ethel Tembley Study Scholarship, and in 2004, he was awarded the Winston Churchill Fellowship which enabled him to undertake a study tour to Canada, USA and Peru. In 2023, Simon completed his Master of Business Management (Leadership and Innovation) at Ducere Global Business School and Torrens University.

Simon is Deputy Chair of the Board and Chair of the Human Resources Committee.

c. Colin Roderick Davitt:

Rod brings extensive experience across a range of industries following more than 30 years working with leading Australian and International blue-chip companies, including those in banking and finance. Rod's skill base includes corporate governance, accounting, business and strategic planning and risk management. He holds degrees in Business (Accounting) and Economics, is a fellow of CPA Australia (FCPA), a graduate of the Australian Institute of Company Directors (GAICD) and a holds a Certificate of Governance Practice from the Governance Institute of Australia.

Rod is Chair of the Finance Committee and a Member of the Governance Committee.

d. Laura Agnes Mayne:

Laura holds a Bachelor of Law and a Bachelor of Commerce and is a graduate of the Australian Company Directors Course. She has served as a local Councillor at the City of Manningham since 2020 and served as Deputy Mayor in 2023-24. Laura brings experience from across the legal sector having worked in roles spanning paralegal work, business development and digital transformation. A lifelong Manningham resident, she has been actively involved in local community

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through various sporting clubs and volunteer initiatives. She is deeply passionate about community service and committed to contributing to a strong and inclusive future for Manningham.

Laura is a Member of the Governance and Community Investment Committees.

Item 3. Resolutions

- a. Rule 67 of the Constitution states that the Chair does not have a casting vote. In the event of a tied vote the current rule is not workable. It is therefore necessary to provide for the Chair to have the casting vote.
- b. The Company's position as a for profit, community-based organisation places restrictions on how it should remunerate Directors. The Board's policy is to remunerate Directors for their time, commitment and responsibilities. The current pool for Directors' remuneration is \$75,000 per annum.

The Company recognises the expectations and role of Directors has increased significantly over the last few years with the growth of the Company having also added to the responsibilities of Directors and their potential liabilities.

The Board recommends the pool for Directors' fees be increased to \$100,000 per annum.

The Boards' remuneration policy is to allocate 15% of the pool to the Chair given the additional responsibilities and commitment of the role. The balance of the pool (85%) is allocated equally to eligible Directors.

By order of the MCEL Board.

Max Chapman, Company Secretary
9 October 2025