

NOTICE OF ANNUAL GENERAL MEETING

To be held on Monday 21 November 2016 at 6.30pm
at the Mt Eliza Country Club, 32 Old Mornington Road, Mt Eliza

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 2016.

2. Election of Directors

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

Re-election of Directors retiring by rotation:

- (a) That Carolyn Parker be re-elected as a Director of the Company
- (b) That Alexandra Godfrey be re-elected as a Director of the Company
- (c) That Peter Hutchinson 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 shareholders as at 6.30pm on 18 November 2016.

By order of the Board

Carolyn Parker
Company Secretary
24 October 2016

EXPLANATORY NOTES

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

Agenda item 2. Election of Directors

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

- (a) **Carolyn Parker** retires by rotation in accordance with the Constitution of the Company, and being eligible, offers herself for election. Carolyn has provided the following information:

Carolyn is an independent Company Director and was previously Managing Director of the privately-owned Kador Group for 25 years until her retirement from the role in 2013.

Carolyn holds a Bachelor of Business and Honorary Doctorate from RMIT, is a member of the Australian Institute of Company Directors, a member of CPA Australia and a Fellow of the Financial Securities Institute of Australia. She is Chair of CFT Properties and also sits on the Program Advisory Committee for RMIT's School of Property, Construction and Project Management.

Carolyn was appointed as Company Secretary of Mt Eliza Community Enterprise Ltd in June 2014. She also chairs the Governance Committee.

Carolyn and her husband have been residents of Mt Eliza for over 25 years.

- (b) **Alexandra Godfrey** retires by rotation in accordance with the Constitution of the Company, and being eligible, offers herself for election. Alex has provided the following information:

Alex is a communications and design professional with over 20 years experience. She specialises in producing publications, brands and corporate identity, marketing and advertising products for clients in a variety of sectors. She is a digital and online communications specialist who is inspired by the power of technology to educate, motivate and transform.

Alex believes that we all have a responsibility to contribute to the health and vitality our communities. She supports organisations involved in human rights advocacy, animal welfare, Indigenous education and palliative care. She has lived in Mt Eliza since 2006.

She is chair of the company's Marketing and Community Engagement Committee and represents the Mt Eliza **Community Bank**[®] Branch on the Committee of the Mt Eliza Chamber of Commerce.

- (c) **Peter Hutchinson** retires by rotation in accordance with the Constitution of the Company, and being eligible, offers himself for election. Peter has provided the following information:

Peter is an experienced business management executive. His company raises capital, plans and develops new projects in the construction industry.

He has strong skills as a market analyst, team leader and manager of stakeholder relations. Peter implements client development plans, manages successful major bids and delivers successful commercial outcomes in the construction industry, building automation, air conditioning and electrical/mechanical sectors.

Peter has Diplomas in Business Management and Human Resource Management. He is a father to two children and a keen scuba diver. He is an active supporter of a range of sport and health services organisations.

The Directors recommend that you vote in favour of the items of business.