

# Mt Eliza Community Enterprise Ltd

## Proxy Form

Name of shareholder/entity: \_\_\_\_\_

Address: \_\_\_\_\_

Mark this box with an X if you have made any changes to your address details (see item 1 on the reverse).

### APPOINTMENT OF PROXY

I/We being a shareholder/s of Mt Eliza Community Enterprise Limited (the company) and entitled to attend and vote at the Annual General Meeting of the company to be held at Mt Eliza Bowling Club, 90–100 Canadian Bay Road, Mt Eliza VIC 3930, on Wednesday, 30 November 2022 at 7.00 pm, appoint:

The chair of the meeting (please mark with an X)

OR

(Please write the name or position/office of the person or the name of the body corporate that you are appointing as proxy)

or failing the individual, position/office or body corporate named, or if none is named, the chair of the meeting, as my/our proxy to act generally at the meeting on my/our behalf, including to vote in accordance with the following directions or, if the proxy is left open and to the extent permitted by law, to vote as the proxy chooses at the AGM and, if the meeting is adjourned, when the meeting has been reconvened for business.

Chair to vote open proxies in favour:

I/we acknowledge that the chair of the meeting intends to vote all available open proxies in favour of all items of business.

### VOTING DIRECTIONS TO YOUR PROXY (Please make with an 'X' if you wish to direct your proxy how to vote)

Ordinary business	Accept	Decline	Abstain
Item 1. Receipt of 2022 Annual Report			
Item 2 (a). Re-election of Rob Gauci as a company director			
Item 2 (b). Re-election of Alexandra Godfrey as a company director			
Item 2 (c). Re-election of Matthew Wilson as a company director			
Item 3. 3. That the Constitution of Mt Eliza Community Enterprise Limited (ACN 139 499 326) dated 15/09/2009 (the Constitution) be amended by inserting the following clause immediately after Clause 34 and prior to Clause 35 of the Constitution: <i>Virtual meetings</i> <i>34A For the purposes of Section 249R of the Corporations Act 2001 (Cth), and notwithstanding any other provision of this Constitution, the Company is expressly permitted to hold meetings of its members using virtual meeting technology only.</i>			

When completing this form:

- you should indicate an X in only one box for each item of business
- if you mark the Abstain box for a particular item, you are directing your proxy not to vote on that item
- abstentions will not be counted in calculating the required majority on a poll.

### SIGN BELOW

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

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### EXPLANATORY NOTES

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

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

#### Agenda item 2. Re-election of directors

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

- (a) **Rob Gauci** retires by rotation in accordance with the constitution of the company, and being eligible, offers himself for election. He has provided the following information:  
Rob holds a Bachelor of Business (Accounting), is a Chartered Accountant and a Registered Tax Agent. He has over 35 years' experience in business services and is a Director of Port Phillip Group. Rob is former treasurer and a life member of the Frankston Life Saving Club. Having grown up in Mt Eliza, he is passionate about helping the local community prosper and believes Community Bank Mt Eliza is a great vehicle to achieve this. Rob is currently the Company Secretary, Treasurer and Chair of the Audit, Risk and Governance Committee.
- (b) **Alexandra Godfrey** retires by rotation in accordance with the constitution of the company, and being eligible, offers herself for election. She has provided the following information:  
Alex is a communications and design professional with over 25 years' experience. She helps clients in a variety of sectors with their communications, branding, marketing and social media. She is a digital and online specialist who is inspired by the power of technology to educate, inspire and transform. Alex manages our marketing, sponsorship and community engagement activities, and represents us on Bendigo Bank's national and state marketing committees.
- (c) **Matthew Wilson** retires by rotation in accordance with the constitution of the company, and being eligible, offers himself for election. He has provided the following information:  
Matthew is an experienced investment adviser and stockbroker at one of

Australia's leading Investment and wealth management firms. He holds a number of finance-related degrees, including a Bachelor of Business (Law) from Monash University as well as a Graduate Diploma of Wealth Management from Deakin University. Having previously worked for Morgan Stanley and Citibank, he helps his private clients with the effective and efficient management of their financial investments and affairs. Matthew and his wife both grew up in the Mt Eliza area and they have two young sons. Matthew is active in the community and is delighted to contribute his skills, knowledge and experience to the company. He is a member of the Audit, Risk and Governance Committee.

#### Agenda item 3. Virtual meetings

A proposal to permit the company to hold virtual board meetings and Annual General Meetings in the future.

### COMPLETING THE 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. You cannot change ownership of your shares using this form.

#### 2. Appointment of a proxy

- Any shareholder entitled to attend and vote at the meeting may appoint a proxy.
- A proxy need not be a shareholder of the company.
- A proxy may be an individual or a company. If you wish to appoint a body corporate as your proxy, please write the body corporate's name in the space provided.
- If the appointed proxy (other than the chair of the meeting) is not in attendance at the meeting, the chair of the meeting will act as your proxy.

#### 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 or the person's position or office in the space provided. 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 'X' 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 form must be signed in the space(s) provided.

- Individual – If the holding is in one name, the individual shareholder must sign.
- Joint holding – If shares are held jointly, all shareholders should sign the form. A form signed by the shareholder whose name appears first in the register, but not by the other joint holder(s), will also be accepted as valid.
- Power of Attorney – If a form is signed under power of attorney, you must lodge the original or certified copy of the power of attorney with your proxy form, unless you have previously lodged one of these documents with the company.
- Corporate shareholders – Forms for corporate shareholders should be signed in accordance with the company's constitution or the Corporations Act. 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.

### LODGEMENT OF THIS FORM

This form (and any Power of Attorney under which it is signed) must be received by the company no later than 5.30pm on Friday 25 November 2022.

Forms received after that time will not be valid for the scheduled meeting.

Documents may be lodged:

- by post to  
Mt Eliza Community Enterprise Limited  
PO Box 307, Mt Eliza VIC 3930
- by email to  
[secretary@mece.com.au](mailto:secretary@mece.com.au)