

NOTICE OF ANNUAL GENERAL MEETING

To be held on Monday 25 November 2019 at 6.30pm
upstairs at the Canadian Bay Hotel, 35 Ranelagh Drive, Mt Eliza VIC 3930

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 2019.

2. Re-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 James Batty be re-elected as a director of the company
- (b) That Carolyn Parker be re-elected as a director of the company
- (c) That Joanne Horton be re-elected as a director of the company

3. Election of director

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

- (a) That Greg Russo be elected as a director of the company

Dividend payment advice

The board formally advises a payment of a dividend of 5 cents per share payable to all shareholders registered as at 1 October 2019. The dividend will be unfranked and we anticipate that it will be paid on 13 December 2019.

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 22 November 2019.

By order of the board

Carolyn Parker
Company Secretary
17 October 2019

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. Re-election of Directors

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

- (a) **James Batty** retires by rotation in accordance with the Constitution of the company, and being eligible, offers himself for election. He has provided the following information:

James was born and raised in Mt Eliza. He attended The Peninsula School and is father of three sons. James is the Director of Batty Property which he established to meet the demand for his unique personalised service in managed property investments. With a desire to achieve outstanding levels of service and excellence, and with skills acquired from working with some of the peninsula's best agents, James has built a unique real estate sales and management company with an unparalleled commitment to client service. James is passionate about the local community and the Mt Eliza Community Bank Branch meeting its objectives. James is the Chair of our Investment and Development Committee.

- (b) **Carolyn Parker** retires by rotation in accordance with the Constitution of the company, and being eligible, offers herself for election. She 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 the CPA Australia and Fellow of the Financial Securities Institute of Australia. She is a Director of Connecting Skills Australia.

Carolyn was appointed as Company Secretary of Mt Eliza Community Enterprise Limited in June 2014. She and her husband have been residents of Mt Eliza for over 25 years. Her community interests revolve around animal welfare, environmental sustainability and diversity.

- (c) **Joanne Horton** retires by rotation in accordance with the Constitution of the company, and being eligible, offers herself for election. She has provided the following information:

Jo Horton has been on our board since April 2015. She is a human resources professional who helps us manage our people and culture. Jo liaises with Bendigo Bank on a range of HR and compliance matters for us. Having recently accepted a senior position on Bendigo Bank's Community Development team, Jo now helps Community Bank branches around the country to return their profits to their local communities.

Her background includes over 20 years in corporate organisations—in both commercial and senior learning and development roles. She has also consulted in her own business, delivering leadership and team development solutions. Her passion lies in enabling people and organisations to be the best they can be, with a clear focus on what's possible. Her focus for our branch is on customer service excellence and supporting the growth of our community. A Mt Eliza local since the early 2000s, Jo enjoys village life, living locally with her husband and Labrador.

Agenda item 3. Election of Director

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

- Greg Russo** being eligible, offers himself for election. He has provided the following information:

Greg holds a Bachelor of Science (Pure Mathematics) and a Bachelor of Law. He is a member of the Law Institute of Victoria, a Principal of the firm Featherbys Barristers and Solicitors in Rosebud and is a Law Institute of Victoria Accredited Specialist in Wills and Estates. Greg was born in Sydney and relocated to Melbourne as a teenager. He has lived and worked on the Mornington Peninsula and Frankston since 1994. He currently lives in Mount Eliza with his wife and son.

Greg is committed to community development and has been involved, in a variety of capacities, with a number of professional and community organisations since 1994. He is passionate about the Mt Eliza community and keen to contribute to its growth and development.

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