

## Notice of Meeting

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

To be held at 6.30pm on Thursday, 18 May 2023 at 900 Doncaster Road Doncaster East VIC

#### Meeting Purpose

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

'That Manningham Community Enterprises Limited ('the company') delist from the National Stock Exchange of Australia and instead establish and maintain its own Low Volume Market.'

#### Attending the Meeting

All registered members of the company (shareholders) may attend the Meeting. The following rules apply:

**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 2001* (Cth), 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 on 16 May 2023.

By order of the Board.



Victoria Paouros  
Company Secretary  
12 April 2023

## **Explanatory Notes**

This information has been included to assist you in making an informed decision about the resolution proposed at the Meeting.

The Manningham Community Enterprises Limited Board of Directors ('the Board') considers it is in shareholders' best interests to cease trading the company shares on the National Stock Exchange of Australia (NSX) and commence trading on a Low Volume Market (LVM) from July 2023. The LVM is a mechanism designed for public companies with low shareholder trading.

The primary motive for this consideration is threefold:

- The low number of on market transactions in the Company shares;
- Significantly reduced costs for the company in maintaining the LVM compared to an NSX listing; and
- Improved ease and lower cost for shareholders wishing to trade without any impact on dividends.

During the 2022 financial year, there were eight on market trades, during the 2021 financial year there were three, and during the 2020 financial year there were two. The cost of maintaining the NSX listing is approximately \$15,500 per year. By contrast it is estimated the cost of the LVM to be in the order of \$1,500 per year.

A move to the LVM only impacts the administration of share trading. It will not affect the way dividends are calculated, will not affect the Company's ability to pay dividends and of itself does not impact share price.

Bendigo and Adelaide Bank Limited have established a website our Company can utilise to allow buyers and sellers to be matched and trades to be negotiated between them. The site includes the relevant information required to operate a LVM, including the following:

- Register of potential buyers and sellers.
- Details of share parcels available for purchase/sale.
- Prices asked or willing to be paid.
- Historical price information.
- Transfer forms.

### **Advantages of trading on the LVM:**

- Shareholders have access to trade history and price details of previous shares.
- Lower costs to shareholders compared to trading listed shares. Professional brokers are not required to perform trades unless specifically sought out by either the buyer or seller.
- Reduced regulatory reporting obligations for the company compared to the NSX.
- Considerably lower costs to maintain.

### **Disadvantages of trading on the LVM:**

- The Board is under no obligation to ensure the market is fair, transparent and orderly.
- The market is not supervised by the stock exchange.

We encourage shareholders to carefully consider this opportunity. Any queries prior to the Meeting can be referred to the Company Secretary, Victoria Paouros via email at [secretary@mcel.net.au](mailto:secretary@mcel.net.au).