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**ARC FUNDS LIMITED**

**ACN 001 746 710 ("Company")**

**NOTICE OF MEETING**

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**Time:** 11:00am

**Date:** Tuesday, 23 September 2025.

**Place:** To be held virtually via a webinar conferencing facility

<https://www.registrydirect.com.au/arc-egm-sep25>

***This Notice of Meeting and the accompanying Explanatory Memorandum should be read carefully and in their entirety. If Shareholders are in any doubt as to how they should vote, they should seek advice from their professional adviser prior to voting.***

***Should you wish to discuss any matter in this Notice of Meeting or in the accompanying Explanatory Memorandum, please contact ARC's Company Secretary on +61 (0) 3 8689 9997.***

## BUSINESS OF THE MEETING

### 1. Ratify prior issue of 5,217,430 Shares issued on 9 May 2025

#### Resolution 1

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

***“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the prior issue by the Company of 5,217,430 Shares to sophisticated investors on the terms set out in the Explanatory Memorandum.”***

#### **Voting Exclusion Statement**

The Company will disregard any votes cast in favour of the resolution by or on behalf of any person who participated in the issue of Shares the subject of this Resolution and/or by or on behalf of an Associate of any such person.

However, the Company need not disregard a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the Chairman as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - o the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
  - o the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### 2. Ratify prior issue of 5,500,000 Shares issued on 8 July 2025

#### Resolution 2

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

***“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the prior issue by the Company of 5,500,000 Shares to sophisticated investors on the terms set out in the Explanatory Memorandum.”***

#### **Voting Exclusion Statement**

The Company will disregard any votes cast in favour of the resolution by or on behalf of any person who participated in the issue of Shares the subject of this Resolution and/or by or on behalf of an Associate of any such person.

However, the Company need not disregard a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the Chairman as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - o the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
  - o the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### 3. Approval of proposed issue of 5,500,000 free attaching Options

#### Resolution 3

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

***“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholder approval is given for the proposed issue by the Company of 5,500,000 free attaching Options exercisable into Shares to sophisticated investors on the terms set out in the Explanatory Memorandum.”***

#### **Voting Exclusion Statement**

The Company will disregard any votes cast in favour of the resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) of Options the subject of this Resolution and/or by or on behalf of an Associate of any such person.

However, the Company need not disregard a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the Chairman as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- o the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
- o the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**4. Ratify prior issue of 100,000 Shares issued on 11 July 2025**

**Resolution 4**

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

***“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the prior issue by the Company of 100,000 Shares to sophisticated investors on the terms set out in the Explanatory Memorandum.”***

**Voting Exclusion Statement**

The Company will disregard any votes cast in favour of the resolution by or on behalf of any person who participated in the issue of Shares the subject of this Resolution and/or by or on behalf of an Associate of any such person.

However, the Company need not disregard a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the Chairman as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - o the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
  - o the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**5. Approval of proposed issue of 100,000 free attaching Options**

**Resolution 5**

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

***“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholder approval is given for the proposed issue by the Company of 100,000 free attaching Options exercisable into Shares to sophisticated investors on the terms set out in the Explanatory Memorandum.”***

## Voting Exclusion Statement

The Company will disregard any votes cast in favour of the resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) of Options the subject of this Resolution and/or by or on behalf of an Associate of any such person.

However, the Company need not disregard a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the Chairman as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - o the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
  - o the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## 6. Approval of proposed issue of Shares to Mr Scott Beeton

### Resolution 6

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

***“That, for the purposes of ASX Listing Rule 10.11, and for all other purposes, Shareholder approval is given for the proposed issue of up to 2,000,000 Shares at an issue price of \$0.10 per Share to Mr Scott Beeton or his nominee on the terms set out in the Explanatory Memorandum.”***

## Voting Exclusion Statement

The Company will disregard any votes cast in favour of the resolution by or on behalf of the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of Shares the subject of this Resolution (except a benefit solely by reason of being a holder of Shares) and/or by or on behalf of an Associate of any such person.

However, the Company need not disregard a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

- the Chairman as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - o the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
  - o the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Furthermore, in accordance with section 250BD and 250R of the Corporations Act, the Company will also disregard any votes cast on this Resolution by or on behalf of:

- a member of the Company's Key Management Personnel whose remuneration details are disclosed in the remuneration report; or
- a Closely Related Party of a member of the Company's Key Management Personnel whose remuneration details are disclosed in the remuneration report,

unless the vote is cast:

- by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- by the Chairman as a proxy for a person entitled to vote and from whom the Chairman has received express authority to vote undirected proxies as the Chairman sees fit even if the resolution is connected directly or indirectly with the remuneration of a Key Management Personnel.

## 7. Approval of proposed issue of Options to Mr Scott Beeton

### Resolution 7

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

***"That, for the purposes of ASX Listing Rule 10.11, and for all other purposes, Shareholder approval is given for the proposed issue of 2,000,000 free attaching Options to Mr Scott Beeton or his nominee on the terms set out in the Explanatory Memorandum."***

### **Voting Exclusion Statement**

The Company will disregard any votes cast in favour of the resolution by or on behalf of the person who is to receive the Options and any other person who will obtain a material benefit as a result of the issue of Options the subject of this Resolution (except a benefit solely by reason of being a holder of Shares) and/or by or on behalf of an Associate of any such person.

However, the Company need not disregard a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the Chairman as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - o the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
  - o the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Furthermore, in accordance with section 250BD and 250R of the Corporations Act, the Company will also disregard any votes cast on this Resolution by or on behalf of:

- a member of the Company's Key Management Personnel whose remuneration details are disclosed in the remuneration report; or
- a Closely Related Party of a member of the Company's Key Management Personnel whose remuneration details are disclosed in the remuneration report,

unless the vote is cast:

- by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- by the Chairman as a proxy for a person entitled to vote and from whom the Chairman has received express authority to vote undirected proxies as the Chairman sees fit even if the resolution is connected directly or indirectly with the remuneration of a Key Management Personnel.

## **8. Other business**

To consider any other business that may lawfully be brought forward in accordance with the Constitution or the law.

## **9. Other information**

An Explanatory Memorandum accompanies and forms part of this Notice of Meeting.

All Shareholders should read the Explanatory Memorandum carefully and in its entirety. Shareholders who are in doubt regarding any part of the business of the Meeting should consult their financial adviser or legal adviser for assistance.

**DATED: 25 August 2025**

**By order of the Board**

**James Jackson**

**Chairman**

## IMPORTANT INFORMATION

### Time and place of meeting

Notice is hereby given that a meeting of the Shareholders of ARC FUNDS LIMITED ACN 001 746 710 (**ARC** or the **Company**) will be held virtually via a webinar conferencing facility at 11:00am (Sydney time) on **Tuesday, 23 September 2025**.

### Your vote is important

The business of the Meeting affects your Shareholding and your vote is important.

### Voting eligibility

In accordance with Regulations 7.11.37 and 7.11.38 of the Corporations Regulations and ASX Settlement Operating Rule 5.6.1, the Company has determined that the persons eligible to attend and vote at the Meeting are those who are registered as Shareholders as at 7.00pm (Sydney time) on Sunday, 21 September 2025.

Share transfers registered after that time and date will be disregarded in determining entitlements to attend and vote at the Meeting.

### Virtual attendance

The Meeting can be attended virtually using the following details:

<https://www.registrydirect.com.au/arc-egm-sep25>

After registering, you will receive a confirmation email containing information about joining the Meeting. Shareholders attending the Meeting virtually will be able to ask questions and cast their votes on the proposed Resolutions at the Meeting.

If it becomes necessary or appropriate to make alternative arrangements for the Meeting, the Company will make further information available through the ASX website at [www.asx.com.au](http://www.asx.com.au) (ASX: ARC).

### Voting by proxy

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

10. any Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of that Shareholder;
11. the proxy does not need to be a Shareholder of the Company; and
12. a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the Shareholder's votes. Shareholders and their proxies should be aware that under the Corporations Act:
13. if proxy holders vote, they must cast all directed proxies as directed; and
14. any directed proxies which are not voted will automatically default to the Chairman,



15. who must vote the proxies as directed.

#### **Proxy vote if appointment specifies way to vote**

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- 16. the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way;
- 17. if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands;
- 18. if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- 19. if the proxy is not the chair of the meeting, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

#### **Transfer of non-chair proxy to chair in certain circumstances**

Section 250BC of the Corporations Act provides that, if:

- 20. an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of a company's members; and
- 21. the appointed proxy is not the chair of the meeting; and
- 22. at the meeting, a poll is duly demanded on the resolution; and
- 23. either of the following applies:
  - a. the proxy is not recorded as attending the meeting; or
  - b. the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

#### **Proxy requirements**

To vote by proxy, you may appoint your proxy and direct how you want your votes cast either:

- a) online at <https://www.registrydirect.com.au/login/>; or
- b) by completing and returning the enclosed Proxy Form in accordance with the instructions set out on that form.

To vote online you will need to have registered to access your Shareholding account on the Company's registrar's platform. The Company's registrar is Registry Direct Pty Limited (**Registry Direct**).

If you have any problems accessing the online service, please email Registry Direct at [registry@registrydirect.com.au](mailto:registry@registrydirect.com.au) or call Registry Direct on 1300 55 66 35 (within Australia) or +61 3 9909 9909 (outside Australia).

Completed Proxy Forms may be returned by:

- a) email to [registry@registrydirect.com.au](mailto:registry@registrydirect.com.au); or
- b) post to Registry Direct, PO Box 572 Sandringham VIC 3191 Australia; or
- c) facsimile on facsimile number +61 3 9111 5652.

**Proxy appointments and forms must be received no later than 11.00am (Sydney time) on Sunday, 21 September 2025.**

### **Voting intentions**

Subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of all Resolutions.

In respect of undirected proxies, subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of all Resolutions.

All Resolutions involving an approval under the Listing Rules will be determined by way of a poll, rather than on a show of hands.

### **Questions and comments by Shareholders at the Meeting**

In accordance with the Corporations Act, a reasonable opportunity will be given to Shareholders to ask questions or to make comments on the management of the Company at the Meeting. Relevant written questions must be submitted by no later than 11.00am (Sydney time) on Sunday, 21 September 2025 via email at [m.licciardo@acclime.com](mailto:m.licciardo@acclime.com).

A list of all questions received will be made available to Shareholders attending the Meeting. The Company will either answer questions at the Meeting or table written answers to them at the Meeting. If written answers are tabled at the Meeting, they will be made available to all Shareholders as soon as practicable after the Meeting.

### **Definitions**

Capitalised terms in this Notice of Meeting or in the Explanatory Memorandum are defined either in the Glossary or where the relevant term is first used.

### **Responsibility**

This Notice of Meeting and the accompanying Explanatory Memorandum have been prepared by the Company under the direction and oversight of its directors.

### **Material information**

Other than as disclosed in this Notice of Meeting and in the accompanying Explanatory Memorandum (or previously by way of an ASX announcement), there is no information known to the Company that is material to the decision by a Shareholder on how to vote on the Resolutions.

### **Purpose of this document**

The main purpose of this Notice of Meeting and the accompanying Explanatory Memorandum is to set out and provide all information which the Company considers (and the Directors consider) to be relevant to a Shareholder's decision on how to vote on the Resolutions.

### **ASX**

A copy of this Notice of Meeting and the Explanatory Memorandum has been lodged with ASX. None of ASX or any of its officers take any responsibility for the contents of these documents.

## EXPLANATORY MEMORANDUM

### ARC FUNDS LIMITED ACN 001 746 710 ("Company")

This Explanatory Memorandum has been prepared for the information of Shareholders regarding the business to be conducted at the meeting ("**Meeting**") of the Company on Tuesday, 23 September 2025.

The following notes explain the Resolutions to be discussed and voted on at the Meeting. Please read this Explanatory Memorandum in conjunction with the notice of meeting to which it is attached ("**Notice of Meeting**").

#### **Resolutions 1, 2, 4 - Ratify prior issue of Shares**

For the purposes of Listing Rule 7.4, ratification of the below described issues of Shares (as set out) which were announced to ASX on the dates set out below is sought by the Company (collectively, the **2025 Placements**).

- **Resolution 1:** 5,217,430 Shares (9 May 2025 – *see announcement "ARC raises \$1.4 million & TTDS Update" dated 7 May 2025*)
- **Resolution 2:** 5,500,000 Shares (issued 11 July 2025 – *see announcement "ARC Raises \$750,000 in New Equity" dated 8 July 2025*)
- **Resolution 4:** 100,000 Shares (issued 11 July 2025)

Of the total 10,817,430 Shares issued under the 2025 Placements, 6,896,526 Shares were issued out of the Company's then available Listing Rule 7.1 placement capacity and 3,920,904 Shares were issued out of the Company's then available Listing Rule 7.1A placement capacity.

Broadly speaking, and subject to a limited number of exceptions set out in Listing Rule 7.2, Listing Rule 7.1 limits the number of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the total number of fully paid ordinary shares it had on issue at the start of that 12-month period.

ASX Listing Rule 7.1A enables eligible entities, after obtaining shareholder approval by way of a special resolution at an annual general meeting, to issue equity securities up to 10% of its issued share capital through placements over a 12-month period after the annual general meeting. This is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

As the issues under the 2025 Placements did not fit within any of the exceptions in Listing Rule 7.2 and, as they have not yet been ratified by Shareholders, the placements have effectively used up the remainder of the Company's placement capacity thereby preventing the issue of any further equity securities without approval for the 12 months following the date of issue.

Listing Rule 7.4 allows the shareholders of a listed company to ratify an issue of equity securities after it has been made or agreed to be made under ASX Listing Rule 7.1 or 7.1A. If they do, the relevant issue of securities is taken to have been approved under Listing Rule 7.1 or 7.1A such that it does not reduce the company's capacity to issue further securities without approval. A ratification of the issue of shares has the effect of refreshing the Company's ability to issue shares within the 15% placement capacity or the additional 10% limit, and restoring the Company's ability to make placements within that limit without the need for shareholder approval.

ARC wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for any such future issue under Listing Rule 7.1 or 7.1A. To this end, Resolutions 1, 2 and 4 seek Shareholder ratification of the issue of 10,817,430 Shares under the 2025 Placements for the purposes of Listing Rule 7.4. If Resolutions 1, 2 and 4 are passed, the issue of the 10,817,430 Shares the subject of Resolutions 1, 2 and 4 will be excluded from calculating the Company's 15% limit in Listing Rule 7.1 and 10% limit in Listing Rule 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 months following the date of issue.

If Resolutions 1, 2 and 4 are not passed, the issue of the 10,817,430 Shares the subject of Resolutions 1, 2 and 4 will be included in the Company's 15% limit in Listing Rule 7.1 and 10% limit in Listing Rule 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 months following the date of issue.

**In accordance with the disclosure requirements for subsequent ratification under Listing Rule 7.5, the Company provides the following additional information individually in relation to each of the 2025 Placements in Table 1:**

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**Table 1: Additional Disclosures under Listing Rule 7.5 for 2025 Placements**

Resolution:	Resolution 1: 9 May 2025	Resolution 2: 11 July 2025 (Shares)	Resolution 4: 11 July 2025 (Shares)
<b>Name of persons to whom the securities were issued:</b> <i>(Listing Rule 7.5.1)</i>	<p>Sophisticated Investors. None of the persons to whom the securities will be issued are:</p> <ul style="list-style-type: none"> <li>• A related party of the Company;</li> <li>• A member of the Company's key management personnel;</li> <li>• A substantial holder in the Company;</li> <li>• An adviser to the Company; or</li> <li>• An associate of any of the above</li> </ul> <p>And are being issued more than 1% of the Company's current issued capital.</p>	<p>Sophisticated Investors. None of the persons to whom the securities will be issued are:</p> <ul style="list-style-type: none"> <li>• A related party of the Company;</li> <li>• A member of the Company's key management personnel;</li> <li>• A substantial holder in the Company;</li> <li>• An adviser to the Company; or</li> <li>• An associate of any of the above</li> </ul> <p>And are being issued more than 1% of the Company's current issued capital.</p>	<p>Sophisticated Investors. None of the persons to whom the securities will be issued are:</p> <ul style="list-style-type: none"> <li>• A related party of the Company;</li> <li>• A member of the Company's key management personnel;</li> <li>• A substantial holder in the Company;</li> <li>• An adviser to the Company; or</li> <li>• An associate of any of the above</li> </ul> <p>And are being issued more than 1% of the Company's current issued capital.</p>
<b>Number and class of securities issued:</b> <i>(Listing Rule 7.5.2)</i>	<p>The Company issued a total of 5,217,430 Shares (each of which is a fully paid ordinary share in the equity capital of ARC).</p>	<p>The Company issued a total of 5,500,000 Shares (each of which is a fully paid ordinary share in the equity capital of ARC).</p>	<p>The Company issued a total of 100,000 Shares (each of which is a fully paid ordinary share in the equity capital of ARC).</p>

<b>If the securities are not fully paid, a summary of their material terms:</b>  <i>(Listing Rule 7.5.3)</i>	The Shares are fully paid.	The Shares are fully paid.	The Shares are fully paid.
<b>Date or dates on which the securities were issued:</b>  <i>(Listing Rule 7.5.4)</i>	The Shares were issued on 9 May 2025.	The Shares were issued on 11 July 2025.	The Shares were issued on 11 July 2025.
<b>Price or other consideration received for issue of securities:</b>  <i>(Listing Rule 7.5.5)</i>	The issue price for the Shares was \$0.115 per Share to raise gross proceeds of \$600,004.	The issue price for the Shares was \$0.10 per Share to raise gross proceeds of \$550,000.	The issue price for the Shares was \$0.10 per Share to raise gross proceeds of \$10,000.
<b>Purpose of issue and use of funds raised:</b>  <i>(Listing Rule 7.5.6)</i>	The Company used the proceeds raised under the placement (after costs) to fund the strategic investment of TTDS.	The Company used the proceeds raised under the placement (after costs) for working capital purposes and to support its existing growth strategy in the funds management industry and adjacent service offerings.	The Company used the proceeds raised under the placement (after costs) for working capital purposes and to support its existing growth strategy in the funds management industry and adjacent service offerings.

<p><b>If the securities were issued under an agreement, a summary of other material terms:</b></p> <p><i>(Listing Rule 7.5.7)</i></p>	<p>The securities were not issued under an agreement.</p>
<p><b>Voting exclusion statement:</b></p> <p><i>(Listing Rule 7.5.8)</i></p>	<p>Please see the Voting Exclusion Statement attached to each Resolution in the Notice of Meeting.</p>

**Board recommendation and undirected proxies:** The Board recommends that Shareholders vote in **FAVOUR** of Resolutions 1, 2 and 4. The Chairman intends to vote undirected proxies in **FAVOUR** of Resolutions 1, 2 and 4.



### **Resolutions 3 and 5 – Approval of proposed issue of Options**

Subject to the receipt of Shareholder approval, the Company has also agreed to issue free attaching Options associated with the Shares the subject of Resolutions 2 and 4 on the terms set out below:

- **Resolution 3:** 5,500,000 free attaching Options (associated with Shares subject of Resolution 2)
- **Resolution 5:** 100,000 free attaching Options (associated with Shares subject of Resolution 4)

The Options are proposed to be issued for nil cash consideration.

Broadly speaking, and subject to a limited number of exceptions set out in Listing Rule 7.2, Listing Rule 7.1 limits the number of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the total number of fully paid ordinary shares it had on issue at the start of that 12-month period.

To avoid using the limits allowed to it under Listing Rule 7.1 and Listing Rule 7.1A, the Company wishes to receive shareholder approval under Listing Rule 7.1 to approve the issue of the 5,500,000 Options subject of Resolution 3 and the issue of 100,000 Options subject of Resolution 5.

If Resolutions 2 and 5 are not passed, any issue of the 5,500,000 Options subject of Resolution 3 and the issue of 100,000 Options subject of Resolution 5 by the Company will be included in the Company's 15% limit in Listing Rule 7.1 and 10% limit in Listing Rule 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 months following the date of issue.

**In accordance with the disclosure requirements for shareholder approval of issuing securities under Listing Rule 7.3, the Company provides the following additional information individually in relation to each Resolution 3 and 5:**

<b>Resolution:</b>	<b>Resolution 3</b>	<b>Resolution 5</b>
<b>Name of persons to whom the securities will be issued:</b>  <i>(Listing Rule 7.3.1)</i>	Sophisticated Investors. None of the persons to whom the securities will be issued are: <ul style="list-style-type: none"><li>• A related party of the Company;</li><li>• A member of the Company's key management personnel;</li><li>• A substantial holder in the Company;</li><li>• An adviser to the Company; or</li></ul>	Sophisticated Investors. None of the persons to whom the securities will be issued are: <ul style="list-style-type: none"><li>• A related party of the Company;</li><li>• A member of the Company's key management personnel;</li><li>• A substantial holder in the Company;</li><li>• An adviser to the Company; or</li></ul>

	<ul style="list-style-type: none"> <li>An associate of any of the above</li> </ul> <p>And are being issued more than 1% of the Company's current issued capital.</p>	<ul style="list-style-type: none"> <li>An associate of any of the above</li> </ul> <p>And are being issued more than 1% of the Company's current issued capital.</p>
<b>Number and class of securities to be issued:</b> <i>(Listing Rule 7.3.2)</i>	The Company proposes to issue a total of 5,500,000 Options the terms of which are set out in Schedule 1.	The Company proposes to issue a total of 100,000 Options the terms of which are set out in Schedule 1.
<b>If the securities are not fully paid, a summary of their material terms:</b> <i>(Listing Rule 7.3.3)</i>	Please see Schedule 1 for the terms and conditions applicable to the Options.	Please see Schedule 1 for the terms and conditions applicable to the Options.
<b>Date or dates on which the securities will be issued:</b> <i>(Listing Rule 7.3.4)</i>	The Options will be issued on 23 September 2025 or not later than 3 months after the date of the meeting.	The Options will be issued on 23 September 2025 or no later than 3 months after the date of the meeting.
<b>Price or other consideration receivable for issue of securities:</b> <i>(Listing Rule 7.3.5)</i>	The Options will be issued for nil cash consideration.	The Options will be issued for nil cash consideration.
<b>Purpose of issue and intended use of funds raised:</b> <i>(Listing Rule 7.3.6)</i>	Any cash received by the Company on the exercise of the options issued will be used for working capital purposes.	Any cash received by the Company on the exercise of the options issued will be used for working capital purposes.
<b>If the securities will be issued under an agreement, a summary of other material terms:</b> <i>(Listing Rule 7.3.7)</i>	The securities will not be issued under an agreement.	
<b>If the securities are being issued under, or to fund, a reverse takeover, information about the reverse takeover:</b>	The securities are not being issued under, or to fund, a reverse takeover.	

(Listing Rule 7.3.8)	
<b>Voting exclusion statement:</b> (Listing Rule 7.3.9)	Please see the Voting Exclusion Statement attached to each Resolution in the Notice of Meeting.

**Board recommendation and undirected proxies:** The Board recommends that Shareholders vote in **FAVOUR** of Resolutions 3 and 5. The Chairman intends to vote undirected proxies in **FAVOUR** of Resolutions 3 and 5.

**Resolution 6 and 7 – Approval of proposed issue of Shares and free attaching options to Mr Scott Beeton**

Subject to the receipt of Shareholder approval, the Company has agreed to issue:

- 2,000,000 Shares at an issue price of \$0.10 per Share (thereby raising \$200,000); and
- 2,000,000 free attaching Options

to Director, Mr Scott Beeton. This is referred to in the Company announcement on ASX on 8 July 2025 – “ARC Funds Raises \$750,000 in New Equity”.

Listing Rule 10.11 states that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to any of the following persons without the approval of the holders of its ordinary securities:

- **LR 10.11.1:** a Related Party;
- **LR 10.11.2:** a person who is, or was at any time in the 6 months before the issue or agreement, a “substantial (30%+)” holder in the listed company;
- **LR 10.11.3:** a person who is, or was at any time in the 6 months before the issue or agreement, a “substantial (10%+)” holder in the listed company and who has nominated a director to the board of the listed company pursuant to a relevant agreement which gives them a right or expectation to do so;
- **LR 10.11.4:** an Associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- **LR 10.11.5:** a person whose relationship with the listed company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX’s opinion, the issue or agreement should be approved by its (i.e. the listed company’s) shareholders.

Resolutions 6 and 7 are therefore seeking Shareholder approval under Listing Rule 10.11 to the extent necessary to permit the proposed issue of Shares and free attaching options to Mr. Beeton or his respective nominees.

**In accordance with the disclosure requirements for shareholder approval of issuing securities under Listing Rule 10.13, the Company provides the following additional information in relation to Resolutions 6 and 7:**

Resolution:	Resolution 6	Resolution 7
<b>Name of persons to whom the securities will be issued:</b>  <i>(Listing Rule 10.13.1)</i>	The name of person the subject of Resolution 6 is Scott Beeton.	The name of person the subject of Resolution 7 is Scott Beeton.
<b>The category (in Rules 10.11.1-10.11.5) the person falls in and why:</b>  <i>(Listing Rule 10.13.2)</i>	<p>Listing Rule 10.11.1 provides that an entity must not issue or agree to issue equity securities to a "Related Party" without the approval of the shareholders of its ordinary securities.</p> <p>For the purposes of Listing Rule 10.11.1, the definition of "Related Party" includes a director of a listed company (or an entity which the director controls). Given that none of the exceptions in Listing Rule 10.12 apply to the present circumstances, Shareholder approval under Listing Rule 10.11.1 is required to issue Shares to Mr. Beeton.</p>	<p>Listing Rule 10.11.1 provides that an entity must not issue or agree to issue equity securities to a "Related Party" without the approval of the shareholders of its ordinary securities.</p> <p>For the purposes of Listing Rule 10.11.1, the definition of "Related Party" includes a director of a listed company (or an entity which the director controls). Given that none of the exceptions in Listing Rule 10.12 apply to the present circumstances, Shareholder approval under Listing Rule 10.11.1 is required to issue Shares to Mr. Beeton.</p>
<b>The number and class of securities to be issued to the person:</b>  <i>(Listing Rule 10.13.3)</i>	The Company is proposing to issue 2,000,000 Shares (each of which is a fully paid ordinary share in the equity capital of ARC).	The Company proposes to issue a total of 2,000,000 Options the terms of which are set out in Schedule 1.
<b>If the securities are not fully paid, a summary of their material terms:</b>  <i>(Listing Rule 10.13.4)</i>	The Shares are fully paid.	Please see Schedule 1 for the terms and conditions applicable to the Options.
<b>Date or dates on which the securities will be issued (which must not be more than 1 month after the meeting):</b>	The Shares will be issued on 23 September 2025 or no later than 1 month after the date of the meeting.	The Options will be issued on 23 September 2025 or no later than 1 month after the date of the meeting.

<i>(Listing Rule 10.13.5)</i>		
<b>Price or other consideration receivable for issue of securities:</b>  <i>(Listing Rule 10.13.6)</i>	The issue price for the Shares is \$0.10 per Share to raise gross proceeds of \$200,000.	The Options will be issued for nil cash consideration.
<b>Purpose of issue and intended use of funds raised:</b>  <i>(Listing Rule 10.13.7)</i>	The Company intends to use the proceeds raised under the placement for working capital purposes following the acquisition of a majority stake in TTDS.	Any cash received by the Company on the exercise of the options issued will be used for working capital purposes.
<b>If the person is a director (and therefore a related party under Listing Rule 10.1.1) or an Associate thereof, and the issue is intended to incentivise the director, details of the director's total current remuneration package:</b>  <i>(Listing Rule 10.13.8)</i>	Mr Beeton is purchasing the Shares on the same terms as other investors (see resolution 2). The issue of Shares to Mr Beeton is not intended to remunerate and incentivise Mr Beeton.	Mr Beeton is being issued the free attaching options in connection with the Shares Mr Beeton is purchasing (the subject of resolution 6) on the same terms as other investors (see resolution 3). The issue of free attaching options to Mr Beeton is not intended to remunerate and incentivise Mr Beeton.
<b>If the securities will be issued under an agreement, a summary of other material terms:</b>  <i>(Listing Rule 10.13.9)</i>	The securities will not be issued under an agreement.	The securities will not be issued under an agreement.
<b>Voting exclusion statement:</b>  <i>(Listing Rule 10.13.10)</i>	Please see the Voting Exclusion Statement attached to Resolution 6 in the Notice of Meeting.	Please see the Voting Exclusion Statement attached to Resolution 7 in the Notice of Meeting.

**Board recommendation and undirected proxies:** The Board recommends that Shareholders vote in **FAVOUR** of Resolutions 6 and 7. The Chairman intends to vote undirected proxies in **FAVOUR** of Resolutions 6 and 7.

### SCHEDULE 1– TERMS OF ISSUE OF OPTIONS

The Options the subject of Resolutions 3, 5 and 7 have the below noted terms.

Resolution:	Resolution 3	Resolution 5	Resolution 7
<b>Company</b>	ARC Funds Limited ACN 001 746 710		
<b>Share</b>	A fully paid ordinary share in the equity capital of the Company	A fully paid ordinary share in the equity capital of the Company.	A fully paid ordinary share in the equity capital of the Company.
<b>Option</b>	Each Option entitles the holder to subscribe for one Share: <ul style="list-style-type: none"> <li>At the Exercise Price; and</li> <li>At any time on or before the Expiry Date.</li> </ul>	Each Option entitles the holder to subscribe for one Share: <ul style="list-style-type: none"> <li>At the Exercise Price; and</li> <li>At any time on or before the Expiry Date.</li> </ul>	Each Option entitles the holder to subscribe for one Share: <ul style="list-style-type: none"> <li>At the Exercise Price; and</li> <li>At any time on or before the Expiry Date.</li> </ul>
<b>Premium</b>	Nil cash consideration.	Nil cash consideration.	Nil cash consideration.
<b>Exercise Price</b>	\$0.125 per Option.	\$0.125 per Option.	\$0.125 per Option.
<b>Expiry Date</b>	5pm (Sydney time), 9 July 2026.	5pm (Sydney time), 9 July 2026.	5pm (Sydney time), 9 July 2026.
<b>Exercise Period</b>	The Option may be exercised at any time.	The Option may be exercised at any time.	The Option may be exercised at any time.
<b>Exercise Notice</b>	The holder of the Option may exercise their Option at any time after vesting and before the Expiry Date by delivering a written notice to the Company specifying the number of Options exercised, and providing evidence of payment of the Exercise Price for each Option being exercised.	The holder of the Option may exercise their Option at any time after vesting and before the Expiry Date by delivering a written notice to the Company specifying the number of Options exercised, and providing evidence of payment of the Exercise Price for each Option being exercised.	The holder of the Option may exercise their Option at any time after vesting and before the Expiry Date by delivering a written notice to the Company specifying the number of Options exercised, and providing evidence of payment of the Exercise Price for each Option being exercised.
<b>Issue of Shares</b>	Within 10 business days of the receipt of the Exercise Notice	Within 10 business days of the receipt of the Exercise Notice	Within 10 business days of the receipt of the Exercise Notice

	(accompanied by receipt of the Exercise Price per option being exercised), the Company will issue the required number of Shares to the holder of the options being exercised.	(accompanied by receipt of the Exercise Price per option being exercised), the Company will issue the required number of Shares to the holder of the options being exercised.	(accompanied by receipt of the Exercise Price per option being exercised), the Company will issue the required number of Shares to the holder of the options being exercised.
<b>Ranking</b>	Shares issued on exercise of options will rank equally with all then existing ordinary shares of the Company.	Shares issued on exercise of options will rank equally with all then existing ordinary shares of the Company.	Shares issued on exercise of options will rank equally with all then existing ordinary shares of the Company.
<b>Dividend rights</b>	Options will not have any dividend rights. Shares issued on exercise of options will have the same dividend rights as all Shares.	Options will not have any dividend rights. Shares issued on exercise of options will have the same dividend rights as all Shares.	Options will not have any dividend rights. Shares issued on exercise of options will have the same dividend rights as all Shares.
<b>Quotation</b>	The options will not be quoted on ASX. New Shares issued on exercise of options will be quoted on and a cleansing notice given to ASX in each case in accordance with Chapter 2 of the Listing Rules and Chapter 6D of the Corporations Act, respectively.		
<b>Participation in New Issues</b>	No option entitles its holder to participate in any new issue of securities in the Company unless the option is exercised before the record date for determining entitlements to that new issue and the holder participates in that issue as a result of holding Shares.		
<b>Adjustment for Bonus Issues of Shares</b>	If the Company makes a bonus issue of Shares and no Share has been issued in respect of an option before the record date for determining entitlements to the bonus issue, the number of Shares over which an option is exercisable is increased by the number of Shares which the holder of the option would have received had the holder exercised the option before the relevant record date.		
<b>Adjustment for Pro Rata Issues</b>	If the Company makes a pro rata issue of Shares or other securities (except a bonus issue) to existing Shareholders and no Share has been issued in respect of an option before the record date for determining entitlements to the proposed pro rata issue, the (relevant) Exercise Price is to be reduced in accordance with the Listing Rules.		
<b>Adjustments &amp; Transfers</b>	In the event of a reorganisation of the Company's share capital, all Options will be reorganised in accordance with the requirements of the Listing Rules (and in particular, the requirements of Listing Rule 7.22).		
<b>Transfer</b>	None of the Options are transferable other than with the prior written consent of the Company.		

## GLOSSARY

In this Notice of Meeting and the Explanatory Memorandum:

**\$** means Australian dollars.

**ARC** or the **Company** means ARC FUNDS LIMITED ACN 001 746 710.

**ASIC** means Australian Securities and Investments Commission.

**Associate** has the same meaning as in Division 2 of Part 1.2 of the Corporations Act as that Division applies to references in Chapter 6 of the Corporations Act.

**ASX** means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires.

**Board** means the board of Directors of the Company.

**Chairman** means the chair of this Meeting.

**Closely Related Party** of a member of the Key Management Personnel means:

- (a) A spouse or child of the member;
- (b) A child of the member's spouse;
- (c) A dependant of the member or of the member's spouse;
- (d) Anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) A company the member controls;
- (f) A person prescribed by the Corporations Regulations for the purposes of the definition of 'closely related party' in the Corporations Act.

**Constitution** means the constitution of the Company.

**Corporations Act** means *Corporations Act 2001* (Cth).

**Corporations Regulations** means the *Corporations Regulations 2001* (Cth).

**Director** means a director of the Company.

**Explanatory Memorandum** means this explanatory memorandum which forms part of and accompanies the Notice of Meeting.

**Key Management Personnel** has the meaning given to that term in the Listing Rules.

**Listing Rules** means the listing rules of ASX.

**Meeting** means the meeting the subject of the Notice of Meeting scheduled to occur on 23 September 2025.

**Notice of Meeting** means the notice of meeting which forms part of and accompanies the Explanatory Memorandum.

**Option** means an option to acquire 1 Share in the Company.



**Proxy Form** means the proxy form accompanying the Notice of Meeting and the Explanatory Memorandum.

**Related Party** has the meaning given in section 228 of the Corporations Act.

**Resolution** means a resolution set out in the Notice of Meeting.

**Share** means a fully paid ordinary share in the equity capital of ARC.

**Shareholder** means a registered holder of a Share.

**TTDS** means The Term Deposit Shop ACN 159 123 001.



INVESTOR NAME(S) <DESIGNATION>  
C/O EXAMPLE LTD  
PO BOX 0000  
MELBOURNE VIC 3000

#### SAVE TIME & VOTE ONLINE:

Go to the address below or scan the QR code.

 [registrydirect.com.au/investor](https://registrydirect.com.au/investor)



HIN/SRN: <SRN/HIN>

## PROXY FORM

Please complete and return this form if you wish to appoint a proxy and/or direct how you want your votes cast at the Extraordinary General Meeting of ARC Funds Limited (ABN 52 001 746 710) (the Company) to be held at 11:00 a.m. AEST on Tuesday, 23 September 2025 and at any adjournment or postponement of the meeting. This form must be completed and returned by 11:00 a.m. AEST on Sunday, 21 September 2025.

Alternatively, you can appoint a proxy and/or direct how you want your votes cast online at <https://www.registrydirect.com.au/investor/>.

### Step 1 - Appoint your Proxy

I/We are or represent a member/s of ARC Funds Limited and entitled to attend and vote hereby appoint:

☐

the Chair of  
the Meeting (mark  
box with 'X')

OR

Write here the name of the person (or body corporate)  
you are appointing if this person is someone other than  
the Chair of the Meeting

or failing attendance at the meeting of the person or body corporate named above, or if no person is named, the Chair of the Meeting, to act generally at the meeting on my/our behalf and to vote in accordance with the directions on this proxy form or, if no directions have been given and to the extent permitted by law, as he or she sees fit, at the Extraordinary General Meeting of ARC Funds Limited to be held at 11:00 a.m. AEST on Tuesday, 23 September 2025 and at any adjournment or postponement of the meeting.

This form authorises our proxy to vote on the lesser of

☐

all our securities

OR

☐

\_\_\_\_\_ securities

**Important for Resolutions 6 and 7:** If the Chair of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention on this Proxy Form, you expressly authorise the Chair of the Meeting to exercise the proxy in respect of Resolutions 6 and 7, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's key management personnel.

**The Chair of the Meeting intends to vote all available proxies in the manner set out with each Resolution.**

For personal use only

Step 2 - Direct how your votes are to be cast

Resolution 1

RATIFY PRIOR ISSUE OF 5,217,430 SHARES  
ISSUED ON 9 MAY 2025  
Resolution type: **Ordinary**  
Board recommendation: **For**  
Chair's voting intention: **For**

FOR

☐

AGAINST

☐

ABSTAIN

☐

PROXY'S DISCRETION

☐

Resolution 2

RATIFY PRIOR ISSUE OF 5,500,000 SHARES  
ISSUED ON 8 JULY 2025  
Resolution type: **Ordinary**  
Board recommendation: **For**  
Chair's voting intention: **For**

FOR

☐

AGAINST

☐

ABSTAIN

☐

PROXY'S DISCRETION

☐

Resolution 3

APPROVAL OF PROPOSED ISSUE OF  
5,500,000 FREE ATTACHING OPTIONS  
Resolution type: **Ordinary**  
Board recommendation: **For**  
Chair's voting intention: **For**

FOR

☐

AGAINST

☐

ABSTAIN

☐

PROXY'S DISCRETION

☐

Resolution 4

RATIFY PRIOR ISSUE OF 100,000 SHARES  
ISSUED ON 11 JULY 2025  
Resolution type: **Ordinary**  
Board recommendation: **For**  
Chair's voting intention: **For**

FOR

☐

AGAINST

☐

ABSTAIN

☐

PROXY'S DISCRETION

☐

Resolution 5

APPROVAL OF PROPOSED ISSUE OF 100,000  
FREE ATTACHING OPTIONS  
Resolution type: **Ordinary**  
Board recommendation: **For**  
Chair's voting intention: **For**

FOR

☐

AGAINST

☐

ABSTAIN

☐

PROXY'S DISCRETION

☐

Resolution 6

APPROVAL OF PROPOSED ISSUE OF  
SHARES TO MR SCOTT BEETON  
Resolution type: **Ordinary**  
Board recommendation: **For**  
Chair's voting intention: **For**

FOR

☐

AGAINST

☐

ABSTAIN

☐

PROXY'S DISCRETION

☐

Resolution 7

APPROVAL OF PROPOSED ISSUE OF  
OPTIONS TO MR SCOTT BEETON  
Resolution type: **Ordinary**  
Board recommendation: **For**  
Chair's voting intention: **For**

FOR	AGAINST	ABSTAIN	PROXY'S DISCRETION
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Step 3 - Sign this form

Shareholder 1 (individual)

Sole Director & Sole Company Secretary

Joint Shareholder 2 (individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (individual)

Director

Date

Contact name

Mobile number

Email

By providing an email you agree to receive future communications electronically

SIGNING INSTRUCTIONS FOR THE PROXY FORM

Individual:

Where the holder is an individual, the security holder must sign.

Joint holding:

Where the holding is in more than one name, all of the security holders should sign.

Power of Attorney:

If you are executing the Proxy Form under a Power of Attorney and have not previously supplied a copy, please attach a certified copy of the Power of Attorney to the Proxy Form when you return it.

Companies:

When the holder is a company, and the company has a sole director who is also the sole company secretary, the Proxy Form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a company secretary, a sole director can also sign alone. Otherwise the Proxy Form must be signed by a director jointly with either another director or a company secretary. Please sign in the appropriate place to indicate the office held and delete titles as applicable.

## RETURNING THE PROXY FORM

Please note our preference is you appoint your proxy and direct how you require your vote/s be cast online. If you perform these actions online, you will not need to complete or return the Proxy Form. You can complete these actions by logging in to your account at **[www.registrydirect.com.au/investor](http://www.registrydirect.com.au/investor)**.

You can return the Proxy Form by:



**EMAIL:**

vote@registrydirect.com.au



**POST:**

PO Box 572  
Sandringham VIC 3191



**FAX:**

+61 3 9111 5652



## EXTRA ORDINARY GENERAL MEETING – LETTER OF ACCESS

Dear Shareholder,

Extra Ordinary General Meeting (EGM) – Notice of Meeting and Proxies

ARC FUNDS LIMITED ACN 001 746 710 (ASX:ARC) or (the Company) advises that an EGM of shareholders will be held on Tuesday, 23 September 2025 (Meeting) at 11:00am (Sydney time). The Meeting will be held virtually via a webinar conferencing facility at <https://www.registrydirect.com.au/arc-egm-sep25>

The Notice of Meeting, accompanying explanatory statement and annexures (“Meeting Materials”) are being made available to shareholders electronically. The Meeting Materials are available under the ‘ASX Announcements’ section on the Company’s website at <https://www.arcfunds.com.au/investors/>

A copy of your personalized proxy form is enclosed for your convenience. Please complete and return the attached proxy form to the Company’s share registry, Registry Direct, as instructed below.

Shareholders are encouraged to vote by lodging a proxy form.

Proxy forms can be lodged:

- online at <https://www.registrydirect.com.au/login/>;
- By mail: Registry Direct, PO Box 572 Sandringham VIC 3191 Australia
- By email: email to registry at [registry@registrydirect.com.au](mailto:registry@registrydirect.com.au)
- By fax: +61 3 9111 5652

Your proxy voting instruction must be received by 11:00am (Sydney time) on Sunday, 21 September 2025, not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

The Notice of the Meeting is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser.

If you have any difficulties obtaining a copy of the Notice of Meeting, please contact the Company’s share registry, Registry Direct via email at [registry@registrydirect.com.au](mailto:registry@registrydirect.com.au) or call Registry Direct on 1300 55 66 35 (within Australia) or +61 3 9909 9909 (outside Australia).

Sincerely,  
James Jackson

**Chairman**  
**ARC FUNDS LIMITED**

**ARC Funds Limited (ASX:ARC)**  
**[www.arcfunds.com.au](http://www.arcfunds.com.au)**  
**ABN 52 001 746 710**

c/- Acclime Australia, Level 3, 62 Lygon Street, Carlton VIC 3053  
phone: +61 3 8689 9997

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