



ARC FUNDS LIMITED

ACN 001 746 710

NOTICE OF MEETING

TIME: 11.30am (Sydney time)

DATE: 5 May 2026

PLACE: To be held virtually via a webinar conferencing facility -
<https://registrydirect.com.au/arc-egm-may26>

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.

For personal use only

BUSINESS OF THE MEETING

1. Ratify prior issue of 4,467,404 Shares

Resolution 1

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue by the Company of 4,467,404 Shares (which were issued at a deemed issue price of \$0.105 per Share) to the Ausbiz TV Convertible Note Vendors on the terms set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf an Ausbiz TV Convertible Note Vendor or an Associate of any such person.

Please see the exceptions to this Voting Exclusion Statement below.

2. Ratify prior issue of 5,893,479 Shares

Resolution 2

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue by the Company of 5,893,479 Shares (which were issued at a issue price of \$0.115 per Share) to a number of new investors and existing Shareholders on the terms set out in the Explanatory Memorandum.”

Voting Exclusion Statement

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

Please see the exceptions to this Voting Exclusion Statement below.

3. Approve proposed issue of 4,589,132 Options to Placement participants

Resolution 3

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholder approval is given for the proposed issue of 4,589,132 Options for nil cash consideration per Option to a number of new investors and existing Shareholders or their nominees on the terms set out in the Explanatory Memorandum.”

Voting Exclusion Statement

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

Please see the exceptions to this Voting Exclusion Statement below.

4. Approve proposed issue of Shares to Mr Michael Walker

Resolution 4

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

“That, for the purposes of Listing Rule 10.14 and for all other purposes, Shareholder approval is given for the proposed issue of a total of 217,391 Shares at a deemed issue price of \$0.115 per Share under the Incentive Plan to Non-Executive Director Mr Michael Walker 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 this Resolution by or on behalf of any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Incentive Plan.

Please see the exceptions to this Voting Exclusion Statement below.

5. Approve proposed issue of Options to entities controlled by Mr Michael Walker

Resolution 5

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholder approval is given for the proposed issue of a total of 869,565 Options for nil cash consideration per Option to Walker Investments (Australia) Pty Ltd and a total of 434,782 Options for nil cash consideration to Walker Holdings (Australia) Pty Ltd, entities controlled by Director Mr Michael Walker on the terms set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Walker Investments and Walker Holdings and by 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) or an Associate of any such person.

Please see the exceptions to this Voting Exclusion Statement below.

6. Ratify prior issue of 3,584,262 Shares

Resolution 6

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue by the Company of 3,584,262 Shares (which were issued at a deemed issue price of \$0.115 per Share) to the Accepting TTDS Minority Shareholders on the terms set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf an Accepting TTDS Minority Shareholder or an Associate of any such person.

Please see the exceptions to this Voting Exclusion Statement below.

7. Approve proposed issue of Performance Rights to Mr Michael Walker

Resolution 7

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

“That, for the purposes of Listing Rule 10.14 and for all other purposes, Shareholder approval is given for the proposed issue of 1,000,000 Performance Rights under the Incentive Plan to Non-Executive Director Mr Michael Walker 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 this Resolution by or on behalf of any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Incentive Plan.

Please see the exceptions to this Voting Exclusion Statement below.

8. Approve proposed issue of Performance Rights to Mr Peter Hasrouni

Resolution 8

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

“That, for the purposes of Listing Rule 10.14 and for all other purposes, Shareholder approval is given for the proposed issue of 1,000,000 Performance Rights under the Incentive Plan to Non-Executive Director Mr Peter Hasrouni 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 this Resolution by or on behalf of any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Incentive Plan.

Please see the exceptions to this Voting Exclusion Statement below.

9. Exceptions to Voting Exclusion Statements for Resolutions 1 to 8

However, the Company need not disregard a vote cast in favour of any of Resolutions 1 to 8 (inclusive) by:

- a person as proxy or attorney for a person who is entitled to vote on the relevant 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 relevant 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 relevant Resolution; and
 - o the holder votes on the relevant Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

10. Other business

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

11. Other information

The Explanatory Memorandum accompanies and forms part of this Notice of Meeting. Shareholders should read the Notice of Meeting and the Explanatory Memorandum carefully and in their 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.

12. Further information

Shareholders with any queries in relation to the business of the Meeting may contact the Company Secretary, Mark Licciardo, on (03) 8689 9997 or m.licciardo@acclime.com.

Dated: 30 March 2026

By order of the Board

Scott Beeton
Managing Director

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 **11.30am** (Sydney time) on **5 May 2026** (**Meeting**).

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 7pm (Sydney time) on **3 May 2026**.

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://registrydirect.com.au/arc-egm-may26>

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 (ASX: ARC).

Voting by proxy

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

- any Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of that Shareholder;
- the proxy does not need to be a Shareholder of the Company; and
- 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:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chairman, 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:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way;
- 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;
- 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
- 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:

- 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
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting; or
 - 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 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; 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 11.30am (Sydney time) on 3 May 2026.

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 11.30am (Sydney time) on 3 May 2026 via email at anshu.raghuvanshi@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

This Explanatory Memorandum provides further information for Shareholders in relation to the Resolutions to be considered at the Meeting.

This Explanatory Memorandum has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether to pass the Resolutions.

This Explanatory Memorandum should be read in conjunction with, and forms part of, the accompanying Notice of Meeting.

Resolution 1 – Ratify prior issue of 4,467,404 Shares

On 5 November 2025, the Company announced the purchase of 2.15 million \$1.0 face value Ausbiz TV convertible notes (each, a **Convertible Note**) in consideration for the issue of 4,467,404 Shares at a deemed issue price of \$0.105 per Share. The purchase price paid by the Company was at a substantial discount to the aggregate face value of the Convertible Notes.

The Convertible Notes were acquired by the Company from a number of individual holders of those notes (together, the **Ausbiz TV Convertible Note Vendors**).

Further detail in relation to the acquisition and subsequent sale of the Convertible Notes is set out in the Company's ASX releases of 5 November 2025 and 27 January 2026, respectively.

All 4,467,404 Shares the subject of Resolution 1 were issued out of the Company's then available Listing Rule 7.1 placement capacity and thus the issue did not breach Listing Rule 7.1.

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.

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 issue of the 4,467,404 Shares to the Ausbiz TV Convertible Note Vendors utilised part of the Company's 15% limit in Listing Rule 7.1, and since as it has not yet been ratified by Shareholders, this issue has reduced the Company's capacity to issue further equity securities under that rule 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 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 such that it does not reduce the company's capacity to issue further securities without approval under that rule. A ratification of the issue of shares has the effect of refreshing the Company's ability to issues shares within the 15% placement capacity or the additional 10% limit and restoring the Company's ability to make placements within the limits of those rules without the need for shareholder approval.

The Company 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 the Listing Rules. To that end, Resolution 1 seeks Shareholder ratification of the issue of 4,467,404 Shares to the Ausbiz TV Convertible Note Vendors for the purposes of Listing Rule 7.4.

If Resolution 1 is passed, the issue of the 4,467,404 Shares the subject of Resolution 1 will be excluded from calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 months following the date of issue.

If Resolution 1 is not passed, the issue of the 4,467,404 Shares the subject of Resolution 1 will be included in the Company's 15% limit in Listing Rule 7.1, 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 of Listing Rule 7.5, the following additional information is provided by the Company:

Listing Rule 7.5.1	The Shares the subject of Resolution 1 were issued to the Ausbiz TV Convertible Note Vendors. None of the Ausbiz TV Convertible Note Vendors are/were a Related Party of the Company, a member of the Company's key management personnel, a substantial holder of the Company's shares, an adviser to the Company or an Associate of any such persons.
Listing Rule 7.5.2	The Company issued 4,467,404 Shares (each of which is a fully paid ordinary share in the equity capital of the Company).
Listing Rule 7.5.3	N/A
Listing Rule 7.5.4	The Shares the subject of Resolution 1 were issued on 5 November 2025.
Listing Rule 7.5.5	The deemed issue price for the Shares the subject of Resolution 1 was \$0.105 per Share.
Listing Rule 7.5.6	The Company issued 4,095,237 Shares in consideration for 2.15 million \$1 face value Convertible Notes and a further 372,167 Shares in consideration of approximately \$78,155 in unpaid interest that was outstanding on the Convertible Notes.
Listing Rule 7.5.7	N/A
Listing Rule 7.5.8	Please see the Voting Exclusion Statement for Resolution 1 in the Notice of Meeting.

Board recommendation and undirected proxies. The Board recommends that Shareholders vote in **FAVOUR** of Resolution 1. The Chairman intends to vote undirected proxies in **FAVOUR** of Resolution 1.

Resolution 2 – Ratify prior issue of 5,893,479 Shares

On 11 December 2025, the Company announced that it had conducted a placement pursuant to which it raised gross proceeds of a total of \$677,750 (**Placement**). Under the Placement, the Company:

- issued 5,893,479 Shares at an issue price of \$0.115 per Share to a number of sophisticated and/or professional investors (including a number of existing Shareholders); and
- agreed to issue 1 option each of which is exercisable into a Share at any time on or before 5pm (Sydney time) on 15 December 2026 for \$0.115 for every Share issued under the Placement (for further information, please see Resolutions 3 and 5).

The Company will use the proceeds raised under the Placement (after costs) to support its balance sheet and for working capital purposes.

All of the Shares issued under the Placement were issued out of the Company's then available Listing Rule 7.1A placement capacity and thus the issue did not breach Listing Rule 7.1A.

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.

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 issue of Shares under the Placement did not fit within any of the exceptions in Listing Rule 7.2 and, as it has not yet been ratified by Shareholders, this issue has reduced the Company's capacity to issue further equity securities under Listing Rule 7.1A (i.e. by 5,893,479) 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 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 such that it does not reduce the company's capacity to issue further securities without approval under that rule. A ratification of the issue of shares has the effect of refreshing the Company's ability to issues shares within the 15% placement capacity or the additional 10% limit and restoring the Company's ability to make placements within the limits of those rules without the need for shareholder approval.

The Company 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 that end, Resolution 2 seeks Shareholder ratification of the issue of 5,893,479 Shares under Placement for the purposes of Listing Rule 7.4.

If Resolution 2 is passed, the issue of the 5,893,479 Shares the subject of Resolution 2 will be excluded from calculating the Company's 10% limit in Listing Rule 7.1A, effectively increasing the number of equity securities the Company can issue without further Shareholder approval under the approval obtained at the Company's 2025 annual general meeting.

If Resolution 2 is not passed, the issue of the 5,893,479 Shares the subject of Resolution 2 will be included in the Company's 10% limit in Listing Rule 7.1A, effectively decreasing the number of equity securities the Company can issue without further Shareholder approval under the approval obtained at the Company's 2025 annual general meeting.

In accordance with the disclosure requirements of Listing Rule 7.5, the following additional information is provided by the Company:

Listing Rule 7.5.1	The Shares issued under the Placement were issued to a number of investors each of whom were either clients of brokerage firm Morrison Securities or who were existing holders of the Company's shares. Other than as disclosed below, none of the investors in the Placement are/were a Related Party of the Company, a member of the Company's key management personnel, a substantial holder of the Company's shares, an adviser to the Company or an Associate of any such persons. <u>Substantial holder participation</u> Mason Stevens Pty Ltd (Mason Stevens), a professional wealth management and superannuation services provider, participated in the Placement on behalf of its clients, including Walker Holdings (Australia) Pty Ltd (an entity controlled by Director, Mr Michael Walker) (Walker Holdings). Based on filings given to ASX, Mason Stevens is a substantial holder of the Company's shares. <u>Subsequent Related Party participation</u> As noted elsewhere in this Explanatory Memorandum, Mr Walker was appointed as a Director after the Shares were issued under the Placement. Mr Walker participated in the Placement via Walker Investments (Australia) Pty Ltd (Walker Investments) and Walker Holdings, entities that he controls. Please see Resolutions 3 and 5 for further information. As an adviser to Mason Stevens, Mr Walker may be Associated with Mason Stevens.
Listing Rule 7.5.2	The Company issued 5,893,479 Shares (each of which is a fully paid ordinary share in the equity capital of the Company) under the Placement.
Listing Rule 7.5.3	N/A
Listing Rule 7.5.4	5,023,914 of the Shares the subject of the Placement were issued on 18 December 2025 with the balance (i.e. of 896,565 Shares) issued on 11 February 2026.
Listing Rule 7.5.5	The issue price for each of the Shares issued under the Placement was \$0.115 per Share.
Listing Rule 7.5.6	The Company will use the proceeds raised under the Placement (after costs) to support its balance sheet and for working capital purposes.
Listing Rule 7.5.7	N/A

Listing Rule 7.5.8

Please see the Voting Exclusion Statement for Resolution 2 in the Notice of Meeting.

Board recommendation and undirected proxies. The Board recommends that Shareholders vote in **FAVOUR** of Resolution 2. The Chairman intends to vote undirected proxies in **FAVOUR** of Resolution 2.

Resolution 3 – Approve proposed issue of 4,589,132 Options

Under the Placement, the Company also agreed, subject to the receipt of Shareholder approval, to issue each investor with 1 option, each of which is exercisable into a Share at any time on or before 5pm (Sydney time) on 15 December 2026 for \$0.115 (each, an **Option**), for each Share issued to that investor under the Placement.

Following the issue of Shares under the Placement, Mr Michael Walker was appointed as a Director. This means that entities controlled by Director, Mr Walker, being Walker Investments and Walker Holdings (which participated in the Placement as a client of Mason Stevens) that participated in the Placement, will now require Shareholder approval under Listing Rule 10.11 before they may be issued with any Options.

Approval for the issue of Options to the two entities controlled by Mr Walker is set out in Resolution 5.

Further detail in relation to the terms of the Options are set out in Schedule 1.

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.

Since the proposed issuance of the 4,589,132 Options the subject of Resolution 3 does not fall within any of the exceptions to Listing Rule 7.1 (which are set out in Listing Rule 7.2) and because it would have exceeded the remainder of the Company's then available placement capacity under Listing Rule 7.1, Shareholder approval under Listing Rule 7.1 is required.

Resolution 3 seeks the required Shareholder approval to issue the Options for the purposes of Listing Rule 7.1.

If Resolution 3 is passed, the Company will be able to proceed with the proposed issue of Options. In addition, the issue of Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue and will be required to pay investors a cash sum equivalent to the intrinsic value of the Options.

Listing Rule 7.3.1	The Options the subject of Resolution 3 are to be issued to those persons who participated in the Placement on a 1 Option for 1 Share basis of their nominees. These persons were either sophisticated or professional investors or existing Shareholders. Other than as disclosed below, none of the investors that participated in the Placement are/were a Related Party of the Company, a member of the Company's key management personnel, a substantial holder of the Company's shares, an adviser to the Company or an Associate of any such persons. <u>Substantial holder participation</u> Mason Stevens participated in the Placement on behalf of its clients, including Walker Holdings (an entity controlled by Director, Mr Michael Walker). Based on filings given to ASX, Mason Stevens is a substantial holder of the Company's shares. <u>Subsequent Related Party participation</u> As noted elsewhere in this Explanatory Memorandum, Mr Walker was appointed as a Director after the Shares were issued under the Placement. Mr Walker participated in the Placement via Walker Investments and Walker Holdings, entities that he controls. Please see Resolutions 2 and 5 for further information. As an adviser to Mason Stevens, Mr Walker may be Associated with Mason Stevens.
Listing Rule 7.3.2	The Company proposes to issue 4,589,132 Options, the material terms of which are detailed in Schedule 1.
Listing Rule 7.3.3	A summary of the material terms of the Options the subject of Resolution 3, is set out in Schedule 1.
Listing Rule 7.3.4	The Company expects that the Options the subject of Resolution 3 will be issued shortly after the receipt of Shareholder approval at the Meeting and in any event by no later than the date which is 3 months after the date of the Meeting.
Listing Rule 7.3.5	The Options the subject of Resolution 3 are being issued for nil cash consideration.
Listing Rule 7.3.6	The Company will use the proceeds received on exercise of any Options to support its balance sheet and for working capital purposes.
Listing Rule 7.3.7	N/A
Listing Rule 7.3.8	N/A

Listing Rule 7.3.9	Please see the Voting Exclusion Statement for Resolution 3 in the Notice of Meeting.
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Board recommendation and undirected proxies. The Board recommends that Shareholders vote in **FAVOUR** of Resolution 3. The Chairman intends to vote undirected proxies in **FAVOUR** of Resolution 3.

Resolution 4 – Approve proposed issue of Shares to Michael Walker

Subject to the receipt of Shareholder approval, the Company has also agreed to issue a total of 217,391 Shares to Mr Michael Walker, the Company's recently appointed Non-Executive Director or his nominee. It is intended that these Shares be issued at a deemed issue price of \$0.115 per Share in lieu of \$25,000 in annual director's fees under the Company's employee share scheme (*Incentive Plan*).

The Incentive Plan, which was adopted by the Company on 4 September 2024, is an employee share scheme for the purposes of Division 1A of Part 7.12 of the Corporations Act.

Listing Rule 10.14 states that an entity must not permit any of the following persons to acquire equity securities under an incentive scheme without Shareholder approval:

- **LR 10.14.1:** a director of the entity;
- **LR 10.14.2:** an Associate of a person referred to in Listing Rule 10.14.1;
- **LR 10.14.3:** a person whose relationship with the listed company or a person referred to in Listing Rules 10.14.1 to 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its (i.e. the listed company's) shareholders.

Resolution 4 is therefore seeking Shareholder approval under Listing Rule 10.14 to the extent necessary to permit the proposed issue of Shares to Mr Walker or his nominee.

If Resolution 4 is not passed, the Company will not proceed with the proposed issue of Shares to Mr Walker or his nominee and will instead pay his annual director's fees in the form of cash.

In accordance with the disclosure requirements of Listing Rule 10.13, the following additional information is provided by the Company:

Listing Rule 10.15.1	The Shares the subject of Resolution 4 are proposed to be issued to the Company's Non-Executive Director, Mr Michael Walker or his nominee.
Listing Rule 10.15.2	Listing Rule 10.14.1 provides that an entity must not issue or agree to issue equity securities under an incentive scheme to a director of the entity without security holder approval. As Mr Walker is a Director, and thus is caught by Listing Rule 10.14.1, Shareholder approval under Listing Rule 10.14 is required.
Listing Rule 10.15.3	The Company is proposing to issue 217,391 Shares (each of which is a fully paid ordinary share in the equity capital of the Company) under the Incentive Plan to Mr Walker.

Listing Rule 10.15.4	The total annual remuneration of Mr Walker is currently \$25,000 per annum (inclusive of superannuation).
Listing Rule 10.15.5	No equity securities have previously been issued to Mr Walker under the Incentive Plan.
Listing Rule 10.15.6	N/A
Listing Rule 10.15.7	The Company expects that the Shares the subject of Resolution 4 will be issued in 4 equal tranches over the next four quarters and in any event by no later than the date which is 3 years after the date of the Meeting.
Listing Rule 10.15.8	The Shares are being issued at a deemed issue price of \$0.115 per Share in lieu of \$25,000 in annual director's fees.
Listing rule 10.15.9	A summary of the material terms of the Incentive Plan is set out in Schedule 2.
Listing Rule 10.15.10	No loan is being provided in connection with the issue of the Shares the subject of this Resolution.
Listing Rule 10.15.11	Details of any securities issued under the Incentive Plan will be published in the Company's annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Incentive Plan after Resolution 4 is passed and who were not named in the Notice of Meeting will not participate in the Incentive Plan until approval is obtained under that rule.
Listing Rule 10.15.12	Please see the Voting Exclusion Statement for Resolution 4 in the Notice of Meeting.
Other	No Shares will be issued to Mr Walker or his nominee if doing so will breach section 606 of the Corporations Act. In such circumstances, Mr Walker's director's fees will be paid by the Company in cash.

Resolution 5 – Approve proposed issue of Options to entities controlled by Mr Michael Walker

Under the Placement, the Company issued 869,565 Shares to Walker Investments and 434,782 Shares to Walker Holdings (which participated in the Placement as a client of Mason Stevens), entities controlled by Mr Michael Walker on 18 December 2026. Following the issue of Shares under the Placement, Mr Walker was appointed as a Director on 13 March 2026. As a consequence of his subsequent appointment as a Director, the issue of Options that Walker Investments and Walker Holdings are entitled to receive as participants in the Placement are now subject to Shareholder approval under Listing Rule 10.11.

The Options to be issued to the Walker Investments (being 869,565 Options) and Walker Holdings (being 434,782 Options) have the same terms as the Options to be issued to the other investors under the Placement.

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.

Resolution 5 is therefore seeking Shareholder approval under Listing Rule 10.11 to the extent necessary to permit the proposed issue of Options to Walker Investments and Walker Holdings, entities controlled by Mr Walker, a Related Party of the Company.

If Resolution 5 is not passed, the Company will not proceed with the proposed issue of Options to the entities controlled by Mr Walker and will instead pay him an amount equal to the value of those Options in cash.

In accordance with the disclosure requirements of Listing Rule 10.13, the following additional information is provided by the Company:

Listing Rule 10.13.1	The Options the subject of Resolution 5 are proposed to be issued to Walker Investments and Walker Holdings, entities that are controlled by Mr Michael Walker, a Director.
Listing Rule 10.13.2	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 holders of its ordinary securities. 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, and as Walker Investments and Walker Holdings are controlled by Mr Walker, Shareholder approval under Listing Rule 10.11 is required.
Listing Rule 10.13.3	The Company is proposing to issue 869,565 Options to Walker Investments and 434,782 Options to Walker Holdings.
Listing Rule 10.13.4	A summary of the material terms of the Options the subject of Resolution 5 is set out in Schedule 1

Listing Rule 10.13.5	The Company expects that the Options the subject of Resolution 5 will be issued shortly after the receipt of Shareholder approval at the Meeting and in any event by no later than the date which is 1 month after the date of the Meeting.
Listing Rule 10.13.6	The Options the subject of Resolution 5 are being issued for nil cash consideration as they were issued as a component of the Placement.
Listing Rule 10.13.7	The Company will use the proceeds received on exercise of any Options issued to Walker Investments and Walker Holdings to support its balance sheet and for working capital purposes.
Listing Rule 10.13.8	The issue of Options the subject of Resolution 5 is not intended to remunerate Mr Walker and they are not otherwise being issued in connection with his appointment as a Director.
Listing rule 10.13.9	N/A
Listing Rule 10.13.10	Please see the Voting Exclusion Statement for Resolution 5 in the Notice of Meeting.

Board recommendation and undirected proxies. The Board (with Mr Walker abstaining) recommends that Shareholders vote in **FAVOUR** of Resolution 5. The Chairman intends to vote undirected proxies in **FAVOUR** of Resolution 5.

Resolution 6 – Ratify prior issue of 3,584,262 Shares

As first announced by the Company on 24 December 2024, the Company acquired a 63.49% interest in The Term Deposit Shop Pty Ltd (**TTDS**) and a 100% interest in TTDS Holdings Pty Ltd, a related entity holding the applicable Australian Financial Services Licence for the business. The acquisition of the 63.49% interest was completed in May 2025.

TTDS owns and operates an all-encompassing online cash investment platform designed to streamline the process of investing cash and switching between banks. It empowers investors to maximise their returns with minimum effort.

The online cash investment platform provides essential information on interest rates, product terms and conditions, enabling customers to make well-informed investment decisions while also transacting on the investor platform in a user-friendly and cost-effective manner.

For further information in relation to TTDS, please see the Company's various ASX releases given in relation to the same during 2024 and 2026.

On 4 February 2026, the Company further disclosed to ASX that it had procured acceptances from a number of remaining TTDS minority shareholders (**Accepting TTDS Minority Shareholders**) to acquire a further 10.99% of TTDS that the Company did not already own.

The acquisition of this further 10.99% interest occurred on 5 February 2026.

The consideration paid to each vendor of Accepting TTDS Minority Shareholders was in the form of Shares, based on a deemed valuation of \$0.115 per Share.

On the basis of this valuation above, the Company issued 3,584,262 Shares in total the Accepting TTDS Minority Shareholders on 5 February 2026.

All 3,584,262 Shares issued to the TTDS Minority Shareholders were issued out of the Company's then available Listing Rule 7.1 placement capacity and thus the issue did not breach Listing Rule 7.1.

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.

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 issue of the 3,584,262 Shares to the Accepting TTDS Minority Shareholders utilised part of the Company's 15% limit in Listing Rule 7.1, and since as it has not yet been ratified by Shareholders, this issue has reduced the Company's capacity to issue further equity securities under that rule 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 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 such that it does not reduce the company's capacity to issue further securities without approval under that rule. A ratification of the issue of shares has the effect of refreshing the Company's ability to issues shares within the 15% placement capacity or the additional 10% limit and restoring the Company's ability to make placements within the limits of those rules without the need for shareholder approval.

The Company 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 the Listing Rules. To that end, Resolution 6 seeks Shareholder ratification of the issue of 3,584,262 Shares to the Accepting TTDS Minority Shareholders for the purposes of Listing Rule 7.4.

If Resolution 6 is passed, the issue of the 3,584,262 Shares the subject of Resolution 6 will be excluded from calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 months following the date of issue.

If Resolution 6 is not passed, the issue of the 3,584,262 Shares the subject of Resolution 6 will be included in the Company's 15% limit in Listing Rule 7.1, 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 of Listing Rule 7.5, the following additional information is provided by the Company.

Listing Rule 7.5.1	The Shares the subject of Resolution 6 were issued to the Accepting TTDS Minority Shareholders. None of these vendors were a Related Party of the Company, a member of the Company's key management personnel, a substantial holder of the Company's shares, an adviser to the Company or an Associate of any such persons.
Listing Rule 7.5.2	The Company issued 3,584,262 Shares (each of which is a fully paid ordinary share in the equity capital of the Company) to the Accepting TTDS Minority Shareholders.
Listing Rule 7.5.3	N/A
Listing Rule 7.5.4	The Shares the subject of Resolution 6 were issued on 5 February 2026.
Listing Rule 7.5.5	The deemed issue price for the subject of Resolution 6 was \$0.115 per Share.
Listing Rule 7.5.6	The Company issued 3,584,262 Shares in consideration for 10.99% of the existing TTDS shares that the Company does not already own. The Company now owns 74.48% of TTDS.
Listing Rule 7.5.7	N/A
Listing Rule 7.5.8	Please see the Voting Exclusion Statement for Resolution 6 in the Notice of Meeting.

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

Resolutions 7 and 8 – Approve proposed issue of Performance Rights

Subject to the receipt of Shareholder approval, the Company has also agreed to issue 1,000,000 performance rights (each, a **Performance Right**) to each of Mr Michael Walker and Mr Peter Hasrouni, the Company's recently appointed Non-Executive Directors or their respective nominees.

Each Performance Right will be issued for nil cash consideration and will, subject to the satisfaction of the relevant temporal vesting condition, entitle its holder to be issued with 1 new Share for nil cash consideration. While the Performance Rights will be issued following the receipt of Shareholder approval, they will vest in accordance with the following schedule:

- half of each Director's Performance Rights (i.e. 500,000 Performance Rights) will vest on 30 June 2027 provided the holder is a Director on that date and has been engaged as such for the entirety of the preceding financial year;
- one quarter of each Director's Performance Rights (i.e. 250,000 Performance Rights) will vest on 30 June 2028 provided the holder is a Director on that date and has been engaged as such for the entirety of the preceding financial year; and
- one quarter of each Director's Performance Rights (i.e. 250,000 Performance Rights) will vest on 30 June 2029 provided the holder is a Director on that date and has been engaged as such for the entirety of the preceding financial year.

The Performance Rights the subject of Resolutions 7 and 8 will be issued under the Incentive Scheme.

The Incentive Plan, which was adopted by the Company on 4 September 2024, is an employee share scheme for the purposes of Division 1A of Part 7.12 of the Corporations Act.

Listing Rule 10.14 states that an entity must not permit any of the following persons to acquire equity securities under an incentive scheme without Shareholder approval:

- **LR 10.14.1**: a director of the entity;
- **LR 10.14.2**: an Associate of a person referred to in Listing Rule 10.14.1;
- **LR 10.14.3**: a person whose relationship with the listed company or a person referred to in Listing Rules 10.14.1 to 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its (i.e. the listed company's) shareholders.

Resolutions 7 and 8 are therefore seeking Shareholder approval under Listing Rule 10.14 to the extent necessary to permit the proposed issue of Performance Rights to Mr Walker and Mr Hasrouni or their respective nominees.

If either Resolution 7 or 8 is not passed, the Company will not proceed with the proposed issue of Performance Rights to the relevant Director and will instead seek to incentivise that Director in some other manner, including, potentially, by way of the payment of a cash bonus.

In accordance with the disclosure requirements of Listing Rule 10.13, the following additional information is provided by the Company:

Listing Rule 10.15.1	The Performance Rights the subject of Resolutions 7 and 8 are proposed to be issued to the Company's Non-Executive Directors, Mr Michael Walker and Mr Peter Hasrouni or their respective nominees.
Listing Rule 10.15.2	Listing Rule 10.14.1 provides that an entity must not issue or agree to issue equity securities under an incentive scheme to a director of the entity without security holder approval. As Messrs Walker and Hasrouni are Directors, Listing Rule 10.14.1 is enlivened and Shareholder approval under Listing Rule 10.14 is therefore required.
Listing Rule 10.15.3	The Company is proposing to issue 1,000,000 Performance Rights to each of Messrs Walker and Hasrouni or their respective nominees under the Incentive Plan.
Listing Rule 10.15.4	Messrs Walker and Hasrouni are each entitled to \$25,000 in director's fees per annum (inclusive of superannuation).
Listing Rule 10.15.5	No equity securities have previously been issued to either Mr Walker or Mr Hasrouni under the Incentive Plan.
Listing Rule 10.15.6	The information required by Listing Rule 10.15.6 is set out in Schedule 3.

Listing Rule 10.15.7	The Company expects that the Performance Rights the subject of Resolutions 7 and 8 will be issued shortly after the receipt of Shareholder approval at the Meeting and in any event by no later than the date which is 3 years after the date of the Meeting.
Listing Rule 10.15.8	The Performance Rights the subject of Resolutions 7 and 8 are being issued for nil cash consideration.
Listing rule 10.15.9	A summary of the material terms of the Incentive Plan is set out in Schedule 2.
Listing Rule 10.15.10	N/A
Listing Rule 10.15.11	Details of any securities issued under the Incentive Plan will be published in the Company's annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Incentive Plan after Resolutions 7 and 8 are passed and who were not named in the Notice of Meeting will not participate in the Incentive Plan until approval is obtained under that rule.
Listing Rule 10.15.12	Please see the Voting Exclusion Statement for Resolutions 7 and 8 in the Notice of Meeting.

GLOSSARY

In this Notice of Meeting:

\$ 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.

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.

Incentive Plan has the meaning given in the Explanatory Memorandum.

Listing Rules means the listing rules of ASX.

Meeting means the meeting the subject of the Notice of Meeting scheduled to occur on 5 May 2026.

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

Option has the meaning given in the Explanatory Memorandum.

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 the Company.

Shareholder means a registered holder of a Share.

SCHEDULE 1

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

Company	ARC Funds Limited ACN 001 746 710
Share	A fully paid ordinary share in the equity capital of the Company
Options	Each option entitles its holder to subscribe for one Share: • at the Exercise Price; and • at any time on or before the Expiry Date.
Premium	All Options will be granted for nil cash consideration
Exercise Price	The Exercise Price for the Options is \$0.115 each
Expiry Date	All Options expire at 5pm (Sydney time) on 15 December 2026.
Exercise Period	All Options are able to be exercised at any time on or before the Expiry Date.
Vesting	N/A
Exercise Notice	The holder of Options may exercise their options by delivering to the Company, at any time before the Expiry Date: • a written notice of exercise specifying the number of Options to be exercised; and • evidence of an electronic funds transfer having been made for the Exercise Price for each Option being exercised
Issue of Shares	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.
Ranking	Shares issued on exercise of Options will rank equally with all then existing ordinary shares of the Company.
Quotation	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.
Participation in New Issues	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 issue and the holder participates in that issue as a result of holding Shares.

Adjustment for Bonus Issues of Shares	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.
Adjustment for Pro Rata Issues	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.
Adjustments & Transfers	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).
Transfer	None of the Options are transferable other than with the prior written consent of the Company.

SCHEDULE 2

The material terms of the Incentive Plan are set out below.

Incentive Plan	The Incentive Plan is an employee share scheme for the purposes of Division 1A of Part 7.12 of the Corporations Act. The Incentive Plan (and the Incentive Plan Rules) comply with the new ESS provisions in Division 1A of Part 7.12.
Eligible Participant	The Incentive Plan Rules defines an Eligible Participant (i.e. a person who is eligible to receive an offer of Securities under the Incentive Plan) as one who: • is a 'primary participant' (as that term is defined in section 1100L of the Corporations Act); and • has been determined by the Board to be eligible to participate in the Incentive Plan. A "Participant" is an Eligible Participant who has accepted an Invitation from the Board to participate in the Incentive Plan and has been issued with Securities.
Securities	Security means an ESS Interest (as that term is defined in section 1100M of the Corporations Act) in the equity capital of the Company issued or granted to a Participant under the Incentive Plan (and in accordance with the Incentive Plan Rules) and includes a Share, an option, a performance right and a convertible security.
Invitation	Following the determination by the Board that a 'primary participant' of the Company is an 'Eligible Participant', the Board may, in its discretion, decide to invite (by way of a formal written invitation (Invitation)) that Eligible Participant to participate in the Incentive Plan. The Invitation may specify, amongst other things: • the number and type of Securities which that Eligible Participant may apply for; • the date on which the Securities the subject of the Invitation will be issued; • the monetary consideration payable (if any) for the issue or grant of the Securities the subject of the Invitation; • the Exercise Price (if any) of the Convertible Securities the subject of the Invitation; • the Vesting Conditions (if any) applicable to the Securities the subject of the Invitation; • the disposal restrictions (if any) attaching to the Plan Shares the subject of the Invitation; and • whether an Acquisition Loan will be provided to support the acquisition of Loan Shares the subject of the Invitation.

Maximum Number	No Securities will be issued under the Incentive Plan for monetary consideration if the aggregate number of Securities issued for monetary consideration amounts to more than 5% of the Company's issued share capital calculated in accordance with the formula set out in Division 1A of Part 7.12 of the Corporations Act. While the Company is permitted to issue Securities which do not require the provision of monetary consideration either for their purchase or on their exercise (if applicable), which in aggregate amount to more than 5% of the Company's issued share capital, the Company does not presently have any intention to do.
Reorganisation	If there is a reorganisation of the Company's share capital (including any subdivision, consolidation, reduction, return or cancellation of the Company's share capital), the rights of each Participant holding convertible securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital. Similar adjustments permitted/required by the Listing Rules in the context of rights or bonus issues are also made provision for in the Incentive Plan.
Change of Control	Notwithstanding any other provision of the Incentive Plan Rules, if a change of control of the Company occurs, or the Board determines that a change in control is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Securities will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the relevant change of control transaction.
Loan Shares	The Incentive Plan allows for the provision of an Acquisition Loan to enable the purchase of Shares issued under the Incentive Plan.
Trust	The Board may use an employee share trust or other mechanism for the purposes of holding Securities on behalf of Participants.
Buy-Back	Subject to applicable law, the Company may buy-back Securities in accordance with the terms of the Incentive Plan.
Tax	The Incentive Plan is a plan to which Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth) applies.

SCHEDULE 3

The Performance Rights the subject of Resolutions 7 and 8 have the below noted terms.

Company	ARC Funds Limited ACN 001 746 710
Share	A fully paid ordinary share in the equity capital of the Company
Performance Right	Provided the holder is a Director on the relevant vesting date (that being 30 June 2027, 30 June 2028 and 30 June 2029) and has been a Director for the entirety of the preceding financial year, each performance right entitles its holder to be issued with one Share for nil cash consideration.
Premium	All Performance Rights will be granted for nil cash consideration
Exercise Price	The Exercise Price for each Performance Right is nil
Lapse	Any unvested Performance Rights will lapse at 5pm (Sydney time) on 1 July 2029. Any unvested Performance Right will immediately lapse on the resignation or retirement from office of its holder.
Vesting	As above, noting that if the relevant vesting condition is satisfied, the requisite number of Performance Rights will automatically convert into Shares for nil cash consideration, subject to the requirements of the Listing Rules and Corporations Act.
Issue of Shares	Within 10 business days of their vesting, the Company will issue the required number of Shares to the holder of the Performance Rights that have vested, subject to the requirements of the Listing Rules and Corporations Act.
Ranking	Shares issued on vesting of Performance Rights will rank equally with all then existing ordinary shares of the Company.
Quotation	The Performance Rights will not be quoted on ASX. New Shares issued on vesting will however 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.
Participation in New Issues	No Performance Right entitles its holder to participate in any new issue of securities in the Company unless the Performance Right has vested before the record date for determining entitlements to that issue and the holder participates in that issue as a result of holding Shares.

Adjustment for Bonus Issues of Shares	If the Company makes a bonus issue of Shares and no Share has been issued in respect of a Performance Right before the record date for determining entitlements to the bonus issue, the number of Shares over which a Performance Right is exercisable is increased by the number of Shares which the holder of the Performance Right would have received had the Performance Right vested before the relevant record date.
Adjustment for Pro Rata Issues	N/A as the exercise price per Performance Right is nil.
Adjustments & Transfers	In the event of a reorganisation of the Company's share capital, all Performance Rights will be reorganised in accordance with the requirements of the Listing Rules (and in particular, the requirements of Listing Rule 7.22).
Transfer	None of the Performance Rights are transferable other than with the prior written consent of the Company.
Valuation	Given the simple vesting conditions and the nil premium and nil exercise price (and the fact that on satisfaction of the temporal vesting conditions each Performance Right will convert into a Share), the Company has formed the view that each Performance Right is worth \$0.074. Accordingly, the value of each grant of Performance Rights to each of Mr Walker and Mr Hasrouni is \$74,000.
Listing Rule 10.15.6	While the Company could have utilised options (or other types of equity securities) to incentivise its two recently appointed Non-Executive Directors, Performance Rights were chosen as they generally allow for more detailed terms (such as more specific vesting dates) to be embedded within them and because they, unlike Shares, can easily be cancelled if the Director resigns before vesting.



30 March 2026

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

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 11:30 a.m. AEST on Tuesday, 5 May 2026 and at any adjournment or postponement of the meeting.

HOW TO DIRECT YOUR PROXY TO VOTE

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box in respect of an item, your proxy may vote as they choose on that item. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the number or percentage of shares you wish your proxy to vote in the For, Against or Abstain box or boxes. The sum of the votes to be cast by your proxy on an item of business must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the Meeting and vote on a poll. If you appoint two proxies you must specify the number or percentage of shares you wish each proxy to vote, otherwise each proxy may vote half of the shares. Fractions of votes will be disregarded. When appointing a second proxy write both names and the number or percentage of shares for each in Step 1 overleaf.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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.

IMPORTANT:

To be valid, this proxy form must be received by
11:30 a.m. AEST on Sunday, 3 May 2026.

LODGE YOUR PROXY FORM

ONLINE (PREFERRED):

Save time and vote online by scanning the QR code or going to the address below.



registrydirect.com.au/investor

EMAIL:

vote@registrydirect.com.au

POST:

PO Box 572
Sandringham VIC 3191

FAX:

+61 3 9111 5652

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 11:30 a.m. AEST on Tuesday, 5 May 2026 and at any adjournment or postponement of the meeting.

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

Step 2 Direct how your votes are to be cast

Resolution	For	Against	Abstain	Resolution	For	Against	Abstain
1 Ratify prior issue of 4,467,404 Shares Board's recommendation: For Chair's voting intention: For	☐	☐	☐	5 Approve proposed issue of Options to entities controlled by Mr Michael Walker Board's recommendation: For Chair's voting intention: For	☐	☐	☐
2 Ratify prior issue of 5,893,479 Shares Board's recommendation: For Chair's voting intention: For	☐	☐	☐	6 Ratify prior issue of 3,584,262 Shares Board's recommendation: For Chair's voting intention: For	☐	☐	☐
3 Approve proposed issue of 4,589,132 Options to Placement participants Board's recommendation: For Chair's voting intention: For	☐	☐	☐	7 Approve proposed issue of Performance Rights to Mr Michael Walker Board's recommendation: For Chair's voting intention: For	☐	☐	☐
4 Approve proposed issue of Shares to Mr Michael Walker Board's recommendation: For Chair's voting intention: For	☐	☐	☐	8 Approve proposed issue of Performance Rights to Mr Peter Hasrouni Board's recommendation: For Chair's voting intention: For	☐	☐	☐

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

Contact name

Mobile number

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Date

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