



15 September 2023

The Manager  
Market Announcements Office  
ASX Limited

**Annual General Meeting of ARC Funds Limited  
to be held on 18 October 2023 at 10:00am AEST (Brisbane time)**

In accordance with Listing Rule 3.17, I attach a copy of the following documents:

1. A Letter to Shareholders regarding arrangements for the 2023 Annual General Meeting as dispatched to Shareholders in lieu of the Notice of Meeting;
2. Notice of Meeting; and
3. Sample proxy form.

By order of the Board of Directors.

A handwritten signature in black ink, appearing to read "James Jackson", written over a light grey circular stamp.

James Jackson  
**Chairman**

**For Further Details contact:**  
**Harley Grosser**  
**Managing Director**  
**Email: [harley@arcfunds.com.au](mailto:harley@arcfunds.com.au)**  
**Tel: 0418 860 639**



15 September 2023

**Annual General Meeting of ARC Funds Limited  
to be held on Wednesday, 18 October 2023 at 10.00am AEST (Brisbane time)**

Dear Shareholder

The ARC Funds Limited Annual General Meeting (“AGM”) will be held at 10:00am AEST (Brisbane time) on Wednesday, 18 October 2023 at the offices of **Holding Redlich, Level 1, 300 Queen Street, Brisbane QLD 4000**.

The AGM will be held as a physical meeting, whereby shareholders can attend in person. Registration opens from 9:30am AEST on the day of the meeting. Shareholders who are not able to attend the meeting in person are directed to lodge their votes by proxy as soon as possible. Shareholders who are not able to attend the meeting but who wish to ask questions of the Company can do so by submitting their questions via email to [m.licciardo@acclime.com](mailto:m.licciardo@acclime.com) by no later than 10:00am AEST on Monday, 16 October 2023.

Shareholders are strongly recommended to submit their votes by proxy to ensure that their votes are counted. Instructions on how to submit votes by proxy are contained within the “Voting by proxy” section on page 5 of the Notice.

To view the **Notice of Annual General Meeting**, please use the following link:

[www.arcfunds.com.au/investors/](http://www.arcfunds.com.au/investors/)

To view the **2023 Annual Report**, please use the following link:

[www.arcfunds.com.au/investors/](http://www.arcfunds.com.au/investors/)

**VOTING IS NOW OPEN.** To vote online in relation to the following account, please follow the instructions below:

- **STEP 1:** Visit <https://www.votingonline.com.au/arcagm2023>
- **STEP 2:** Enter your Postcode (if within Australia) OR Country of Residence (if outside Australia)
- **STEP 3:** Enter your Voting Access Code (VAC) – as contained in the attached proxy form
- **STEP 4:** Follow the prompts to vote on each resolution

**Important Note:** For your voting instructions to be valid and counted towards this meeting please ensure that your online lodgement is received no later than **10:00am AEST/11:00am AEDT on Monday, 16 October 2023**. Voting instructions received after this time will not be valid for the scheduled meeting. If you have any queries regarding your shareholding or the upcoming ARC Funds Limited AGM, please contact Boardroom Pty Limited on 1300 737 760 (within Australia) or +61 2 9290 9600 (International).

Mark Licciardo  
Company Secretary  
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 7, 330 Collins Street, Melbourne VIC 3000

phone: +61 3 8689 9997

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**ARC FUNDS LIMITED**

**ACN 001 746 710**

**NOTICE OF ANNUAL GENERAL MEETING**

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**TIME:** 10:00 AM AEST (Brisbane time)  
**DATE:** Wednesday, 18 October 2023  
**PLACE:** at the offices of Holding Redlich, Level 1, 300 Queen Street, Brisbane QLD  
4000

***This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.***

***Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 (0) 3 8689 9997***

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## BUSINESS OF THE MEETING

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### 1. Chairman's address

Report on results and activities during the financial year ended 30 June 2023.

### 2. Financial statements and reports

To receive and consider the Company's audited financial statements and reports for the year ended 30 June 2023.

### 3. Adoption of remuneration report

#### **Resolution 1**

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

***"That the Company adopt the remuneration report for the year ended 30 June 2023 in accordance with Section 250R(2) of the Corporations Act."***

**Note:** The vote on this Resolution is advisory only and does not bind the Directors or the Company.

#### **Voting Exclusion Statement:**

In accordance with section 250BD and 250R of the Corporations Act, the Company will disregard any votes cast on this Resolution 1 by or on behalf of:

- a member of the Company's Key Management Personnel whose remuneration details are disclosed in the remuneration report, or by or on behalf of any of their Closely Related Parties, regardless of the capacity in which the votes are cast; or
- by any person who is a Key Management Personnel as at the time the Resolution is voted on at the Annual General Meeting, or any of their Closely Related Parties,

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 of the Meeting as a proxy for a person entitled to vote and 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.

The Chairman will vote all undirected proxies in favour of this Resolution 1.

**4. Re-election of Director – Mr Wayne Massey**

**Resolution 2**

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

*“That Mr Wayne Massey, who retires in accordance with clause 17.5 of the Constitution and ASX Listing Rule 14.4 and, being eligible, be re-elected as a Director of the Company”.*

**5. Approval of ASX Listing Rule 7.1A 10% Placement Facility**

**Resolution 3**

To consider and if thought fit, pass the following resolution as a special Resolution:

*“That for the purposes of Listing Rule 7.1A, the Directors are authorised to issue up to 10% of the Company's share capital calculated in accordance with Listing Rule 7.1A and otherwise on the terms and conditions set out in the Explanatory Memorandum.”*

**Voting Exclusion Statement:**

At the time of dispatching this notice of Annual General Meeting, the Company is not proposing to make an issue of equity securities under Listing Rule 7.1A. Therefore, in accordance with Listing Rule 7.3A.7, no voting exclusion statement applies to this Resolution and no Shareholders will be excluded from voting.

The Chairman will vote all undirected proxies in favour of this resolution.

**6. Other business**

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

**7. 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: 15 September 2023

By order of the Board



**James Jackson**  
**Chairman**

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**IMPORTANT INFORMATION**

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**Time and place of meeting**

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Notice is given that an Annual General Meeting of the Members of ARC FUNDS LIMITED ACN 001 746 710 (**ARC** or the **Company**) will be held on 18 October 2023 at **10.00am AEST (Brisbane time)** at the offices of Holding Redlich, located at **Level 1, 300 Queen Street, Brisbane QLD 4000**].

**Your vote is important**

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

**Voting eligibility**

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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 for the purposes of the Meeting all Shares will be taken to be held by the persons who, according to records of the Company's Share registrar, held them as registered Shareholders at 7:00pm AEDT, 16 October 2023.

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

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## **Voting in person**

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To vote in person, attend the Meeting at the time and date set out above and in the manner set out as follows.

## **Voting by proxy**

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To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

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

- any Shareholder entitled to attend and vote at this 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 (i.e. as directed);
- 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 (that is, as directed); and
- if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (that is, 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 the Company's members;
- the appointed proxy is not the chair of the meeting;
- 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**

Proxies must be:

- lodged at the Company's Share registry, Boardroom Pty Limited; or
- faxed to the fax number specified below

**not later than 10.00am AEST (Brisbane time) / 11.00am AEDT (Sydney and Melbourne time) on 16 October 2023.**

**Address (postal deliveries):** c/-Boardroom Pty Limited, GPO Box 3993, Sydney NSW, 2001 Australia

**Fax number for lodgement:** +61 2 9290 9655

**By electronic lodgement:** <https://www.votingonline.com.au/arcagm2023>

In accordance with instructions provided on the proxy form you will need your postcode or country of residence (if your registered address is outside of Australia) as well as your Voting Access Code (**VAC**) to lodge your proxy vote online.

The proxy form has been enclosed with this Notice. Please read all instructions carefully before completing the proxy form.

### **Voting intentions**

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

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

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

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In accordance with the Corporations Act, a reasonable opportunity will be given to Shareholders as a whole to ask questions or to make comments on the management of the Company at the Meeting. Relevant written questions must be submitted no later than 10.00am AEST (Brisbane time) / 11.00am AEDT (Melbourne time) on 16 October 2023 via [m.licciardo@acclime.com](mailto:m.licciardo@acclime.com).

A list of those questions will be made available to Shareholders attending the Meeting. A representative who has been designated by management of 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 Shareholders as soon as practicable after the Meeting.

**DEFINITIONS**

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

**RESPONSIBILITY**

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This Notice of Meeting and Explanatory Memorandum has been prepared by the Company under the direction and oversight of its Directors.

**MATERIAL INFORMATION**

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There is no information known to the Company that is material to the decision by a Shareholder on how to vote on the resolutions other than as disclosed in this Notice of Meeting and the Explanatory Memorandum, and information that the Company has previously disclosed to Shareholders.

**PURPOSE OF THIS DOCUMENT**

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The main purpose of this Notice of Meeting is to set out all information which the Company considers relevant to a Shareholder’s decision on how to vote on the Resolutions.

**ASX**

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A final copy of this Notice of Meeting and Explanatory Memorandum has been lodged with ASX. ASX nor any of their respective officers takes any responsibility for the contents of this Notice of Meeting.

**EXPLANATORY MEMORANDUM**

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**(This Explanatory Memorandum forms part of the Notice of Meeting)**

This Explanatory Memorandum provides further information for members in respect of the Resolutions to be considered at the Annual General Meeting of ARC FUNDS LIMITED (**ARC** or the **Company**) to be held at held at 10.00am AEST (Brisbane time) at the offices of Holding Redlich, **Level 1, 300 Queen Street, Brisbane QLD 4000.**

This Explanatory Memorandum has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

This Explanatory Memorandum should be read in conjunction with, and forms part of the accompanying Notice of Meeting. The purpose of this Explanatory Memorandum is to provide such information as is prescribed or otherwise material to Shareholders in deciding whether or not to pass the Resolutions set out in the Notice.

**Chairman’s Address**

Report on results and activities during the financial year ended 30 June 2023.

**Financial statements and reports**

Under s317 of the Corporations Act, ARC is required to lay its annual financial report, directors’ report and remuneration report before its Shareholders at its Annual General Meeting. The

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annual financial report is submitted for Shareholders' consideration and discussion at the Annual General Meeting as required. Meeting attendees are invited to direct questions to the Chairman in respect of any aspect of the report they wish to discuss. There is no requirement for Shareholders to approve the reports.

Representatives of ARC's auditor, Bentleys Brisbane (Audit) Pty Ltd, will be present for discussion purposes on matters of relevance to the audit.

Shareholders can access a copy of the annual report from: <https://www.arcfunds.com.au/investors/>

**Resolution 1 – Adoption of remuneration report**

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Resolution 1 provides Shareholders the opportunity to vote on ARC's remuneration report. The remuneration report is contained in the Directors' report. Under s250R(2) of the Corporations Act, ARC must put the adoption of its remuneration report to a vote at its annual general meeting.

This vote is advisory only and does not bind the Directors or ARC.

The Board will consider the outcome of the vote and comments made by Shareholders on the remuneration report at this Meeting when reviewing ARC's remuneration policies. If 25% or more of the votes that are cast are voted against the adoption of the remuneration report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution (a *spill resolution*) that another meeting be held within 90 days at which all of ARC's Directors other than the Executive Chairman must be offered up for election.

**The voting exclusion below Resolution 1 above applies to this Resolution.**

**Board recommendation and undirected proxies.** The Board recommends that Shareholders vote in **FAVOUR** of Resolution 1. The Chairman of the Meeting intends to vote undirected proxies in **FAVOUR** of Resolution 1. If you wish to vote "against" or "abstain" you should mark the relevant box in the attached proxy form.

**Resolution 2 – Re-election of Mr Wayne Massey as a Director**

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The ASX Listing Rules and the Constitution of the Company require each Director to be re-elected every three years and also that an election of Directors be held each year.

Mr Wayne Massey was originally appointed a Director of the Company on 5 June 2015. Under Clause 17.5 of ARC's Constitution, Wayne Massey, retires by rotation. Mr Massey being eligible, offers himself for re-election by shareholders as a Director of the Company.

Resolution 2 therefore provides for the re-election of Wayne Massey as a Director of ARC in accordance with ARC's Constitution

Mr Wayne Massey has occupied a number of senior finance executive positions in the sugar industry since 1998, including a period as Chief Financial Officer of MSF Sugar Ltd from 2008 to 2012 (ASX listed until 2012). During this period the sugar industry experienced a period of deregulation, which was followed by a period of industry consolidation. Mr Massey has experience in mergers and acquisitions, debt management and development of futures and currency capability. He has also held Director positions of unlisted Australian parent and subsidiary companies in the sugar industry in recent years and has been a Director of SMART, an Industry Superannuation Fund.

Mr Massey is not a director of any other listed entities currently or in the last three years.

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

### **Resolution 3 – Approval of 10% Placement Facility**

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#### **Placement capacity**

Listing Rule 7.1A provides that an eligible entity may seek shareholder approval by special resolution at its annual general meeting to issue equity securities equivalent to an additional 10% of the number of ordinary securities on issue over a period of 12 months after the annual general meeting (**10% Placement**). This is in addition to the existing 15% placement capacity permitted by Listing Rule 7.1.

If Shareholders approve Resolution 3, the number of equity securities the Company may issue under the 10% Placement will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (as set out below).

#### **Eligibility Criteria**

An eligible entity is one that, as at the date of the relevant Annual General Meeting:

- is not included in the S&P/ASX 300 Index: and
- has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of less than \$300,000,000.

Any equity securities issued must be in the same class as an existing class of quoted equity securities. The Company currently has one class of quoted equity securities on issue, being Shares (ASX Code: ARC).

#### **Calculation for 10% Placement**

The number of equity securities that the Company may issue under the approval sought by Resolution 3 will be calculated in accordance with the following formula as set out in Listing Rule 7.1A.2:

## **(A x D)- E**

Where:

A is the number of Shares on issue at the commencement of the relevant period:

(1) plus the number of Shares issued in the relevant period under an exception in ASX Listing Rule 7.2 other than exception 9, 16 or 17;

(2) plus the number of Shares issued in the relevant period on the conversion of convertible securities within ASX Listing Rule 7.2 exception 9 where:

(a) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or

(b) the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under ASX Listing Rule 7.1 or 7.4;

(3) plus the number of Shares issued in the relevant period under an agreement to issue securities within ASX Listing Rule 7.2 exception 16 where:

(a) the agreement was entered into before the commencement of the relevant period; or

(b) the agreement or issue was approved, or taken under these rules to have been approved, under ASX Listing Rule 7.1 or rule 7.4,

(4) plus the number of any other Shares issued in the relevant period with approval under ASX Listing Rule 7.1 or 7.4;

(5) plus the number of partly paid Shares that became fully paid in the relevant period; and

(6) less the number of Shares cancelled in the relevant period.

**D** is 10%.

**E** is the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of Shares under ASX Listing Rule 7.4.

### **Minimum Issue Price**

In accordance with Listing Rule 7.1A.3, equity securities issued by the Company under a 10% Placement can only be issued at a price that is not less than 75% of the VWAP of the equity securities calculated over the 15 trading days on which trades in that class were recorded immediately before:

(a) the date on which the price at which the equity securities are to be issued is agreed by the Company and the recipient of the securities; or

(b) if the equity securities are not issued within 10 trading days of the date in paragraph (a) above, the date on which the equity securities are issued.

### Dilution to Existing Shareholdings

If Resolution 3 is approved by Shareholders and the Company issues Shares under the 10% Placement, Shareholders should be aware there is a risk of economic and voting dilution that may result from an issue of equity securities under the 10% Placement, including the risk that:

- the market price for equity securities in that class may be significantly lower on the issue date than on the date of the Meeting where approval is being sought; and
- the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the date of issue.

Any issue of equity securities under the 10% Placement will dilute the interests of Shareholders who do not receive any equity securities under the issue, unless the only equity securities issued under the 10% Placement are options and these options are not exercised.

If Resolution 3 is approved by Shareholders and the Company issues the maximum number of equity securities available under the 10% Placement, the economic and voting dilution of existing Shares would be as shown in the table below, assuming that any options issued under the 10% Placement are exercised.

The table below shows the potential dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the current market price of the Shares and the current number of Shares on issue as at the date of this Notice of Meeting.

The table also shows the voting dilution impact where the number of Shares on issue (variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement <sup>1</sup>

| Variable "A" ASX Listing Rule 7.1A.2   |                                       | Potential Dilution and Funds Raised      |                                      |   |
|--|---------------------------------------|--|--------------------------------------|---|
|  |                                       | \$0.12<br>50% decrease in<br>issue price | \$0.24<br>issue price <sup>(b)</sup> | \$0.48<br>100% increase in<br>issue price |
| "A" is the number of<br>Shares on issue, <sup>(a)</sup> being<br>30,076,352 Shares | 10% voting<br>dilution <sup>(c)</sup> | 3,007,635                                | 3,007,635                            | 3,007,635                                 |
|  | Funds raised                          | \$360,916                                | \$721,832                            | \$1,443,665                               |
| "A" is a 50% increase in<br>Shares on issue, being<br>45,114,528 Shares            | 10% voting<br>dilution <sup>(c)</sup> | 4,511,452                                | 4,511,452                            | 4,511,452                                 |
|  | Funds raised                          | \$541,374                                | \$1,082,748                          | \$2,165,497                               |
| "A" is a 100% increase in<br>Shares on issue, being<br>60,152,704 Shares           | 10% voting<br>dilution <sup>(c)</sup> | 6,015,270                                | 6,015,270                            | 6,015,270                                 |
|  | Funds raised                          | \$721,832                                | \$1,443,665                          | \$2,887,330                               |

\*Funds raised price has been rounded to the nearest whole number

<sup>1</sup> The table has been prepared on the following assumptions:

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- a) The Company issues the maximum number of Shares available under Listing Rule 7.1A;
  - b) The table shows only the effect of Shares issues under Listing Rule 7.1A and does not factor in the Company's ability to issue up to 15% of its issued capital under Listing Rule 7.1;
  - c) The issue price is \$0.24, being the closing price of the Shares on the ASX on 31 August 2023.

The table shows:

- two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of Shares the Company has on issue, adjusted for Listing Rule 7.1A.2 requirements. The number of Shares on issue may increase as a result of issues of Shares that do not require approval (for example, a pro rata entitlements issue) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

### **Placement Period**

If Shareholder approval is granted for Resolution 3, then that approval will expire on the earlier of:

- 18 October 2024 being 12 months from the date of the Meeting;
- the time and date of the Company's next annual general meeting; or
- the date Shareholder approval is granted to a transaction under Listing Rule 11.1.2 (proposed change to nature and scale of activities) or Listing Rule 11.2 (change involving main undertaking).

The approval under Listing Rule 7.1A will cease to be valid in the event that Shareholders subsequently approve a transaction under Listing Rule 11.1.2 or 11.2.

### **Purpose of Issue under 10% Placement**

Equity securities issued under the 10% Placement Capacity can only be made for cash consideration. The purpose of any issue would be set out for Shareholders at the time of such an issue. In general terms, the Company can issue equity securities under the 10% Placement Capacity as cash consideration in which case the Company intends to use funds raised for, either or both of, working capital purposes or to fund growth opportunities.

### **Allocation Policy**

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue under the 10% Placement. The identity of the allottees under the 10% Placement will be determined on a case by case basis having regard to the following factors:

- the purpose of the issue;

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- alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
  - the effect of the issue of the equity securities on the control of the Company;
  - the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
  - prevailing market conditions; and
  - advice from corporate, financial and broking advisers (if applicable).

#### **Previous Approval under Listing Rule 7.1A**

The Company obtained shareholder approval under Listing Rule 7.1A at the 2022 AGM held on 19 October 2022, however no Shares were issued pursuant to Listing Rule 7.1A during the period of approval.

**Board recommendation and undirected proxies.** The Board recommends that shareholders vote in **FAVOUR** of resolution 3. The Chairman of the meeting intends to vote undirected proxies in **FAVOUR** of resolution 3.

#### **Further Information**

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Shareholders with any queries in relation to the Annual General Meeting may contact the Company Secretary, Mark Licciardo, on (03) 8689 9997 or [m.licciardo@acclime.com](mailto:m.licciardo@acclime.com).

## GLOSSARY

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In this Notice of meeting:

\$ means Australian dollars.

**ARC** or the **Company** means ARC FUNDS LIMITED (ABN 52 001 746 710).

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

**Associates** 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 known as the Australian Securities Exchange that is operated by ASX limited, as the context requires.

**AEDT** means Australian Eastern Daylight Time.

**AEST** means Australian Eastern Standard Time as observed in Brisbane, Queensland.

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

**Chairman** means the chairperson 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 dependent of the member or 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; or
- (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 the Notice of Meeting.

**Key Management Personnel** or **KMP** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity,

directly or indirectly, including any Director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

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

**Meeting** means the Annual General Meeting of the Company the subject of this Notice of Meeting scheduled to occur on 18 October 2023.

**Notice** or **Notice of Meeting** means this notice of meeting including the Explanatory Memorandum and the Proxy Form.

**Proxy Form** means the proxy form accompanying the Notice.

**Resolution** means a resolution set out in this Notice.

**Share** means a fully paid ordinary securities in ARC.

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

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#### All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)
- ☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00am (Brisbane time) on Monday, 16 October 2023.**

### 🖥 TO VOTE ONLINE

**STEP 1: VISIT** <https://www.votingonline.com.au/arcagm2023>

**STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**

**STEP 3: Enter your Voting Access Code (VAC):**

### 📱 BY SMARTPHONE



Scan QR Code using smartphone  
QR Reader App

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

#### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

#### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### STEP 3 SIGN THE FORM

The form **must** be signed as follows:

**Individual:** This form is to be signed by the securityholder.

**Joint Holding:** where the holding is in more than one name, all the securityholders should sign.

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:00am (Brisbane time) on Monday, 16 October 2023.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 💻 **Online** <https://www.votingonline.com.au/arcagm2023>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited  
Level 8, 210 George Street  
Sydney NSW 2000 Australia

#### Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

**Your Address**

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

**Please note, you cannot change ownership of your securities using this form.**

**PROXY FORM**

**STEP 1 APPOINT A PROXY**

I/We being a member/s of **ARC Funds Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting** (mark box)

**OR** if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at the office of **Holding Redlich, Level 1, 300 Queen Street, Brisbane, QLD 4000 on Wednesday, 18 October, 2023 at 10:00am (Brisbane time)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

**STEP 2 VOTING DIRECTIONS**

\* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

|              |  | For                      | Against                  | Abstain*                 |
|--------------|--|--------------------------|--------------------------|--------------------------|
| Resolution 1 | Adoption of the Remuneration Report                      | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 | Re-election of Director – Mr Wayne Massey                | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 | Approval of ASX Listing Rule 7.1A 10% Placement Facility | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

**STEP 3 SIGNATURE OF SECURITYHOLDERS**

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2023