ARC FUNDS LIMITED
ACN 091 351 530
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:00 am (AEDT)

DATE: Monday, 30 November 2026

PLACE: via Virtual Meeting at https://www.registrydirect.com.au/arc-agm-2026

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

The Meeting is being held by way of a virtual meeting (electronically). Shareholders are urged to attend and vote at the Meeting electronically using online meeting technology or vote by lodging the Proxy Form attached to this Notice.

This Notice 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.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7.00 pm (AEST) on Saturday, 28 November 2026.

BOARD RECOMMENDATION

The Directors unanimously recommend that you vote in favour of all resolutions. And the Chair intends to vote all undirected proxies in favour of all resolution.

BUSINESS OF THE MEETING

AGENDA

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2026 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2026."

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

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MICHAEL WALKER

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of clause 17.7 of the Constitution, Listing Rule 14.4 and for all other purposes, Michael Walker, a director, retires, and being eligible, is re-elected as a Director."

3. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – PETER HASROUNI

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of clause 17.7 of the Constitution, Listing Rule 14.4 and for all other purposes, Peter Hasrouni, a director, retires, and being eligible, is re-elected as a director."

4. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF CAPITAL PLACEMENT FACILITY SHARES

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 issue of 10,250,000 Shares issued under the Capital Placement Facility to Securities Vault the on the terms and conditions set out in the Explanatory Statement."

5. RESOLUTION 5 – APPROVAL TO ISSUE SHARES – ACQUISITION OF 75% OF THE FUND MANAGER OF FINEXIA DIVERSIFIED PRIVATE CREDIT FUND

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, approval is given for the Company to issue 637,500 Shares, at deemed issue price of $0.10 per share, as consideration for the acquisition of 75% of the Fund Manager of Finexia Diversified Private Credit Fund, on the terms and conditions set out in the Explanatory Statement."

6. RESOLUTION 6 – APPROVAL OF ISSUE OF SHARES TO MICHAEL WALKER

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, approval is given for the Company to issue 1,000,000 Shares under the Incentive Plan to Michael Walker or Nominee*, on the terms and conditions set out in the Explanatory Statement."*

7. RESOLUTION 7 – APPROVAL OF 10% PLACEMENT FACILITY

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **Special Resolution**:

> *"That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the Company having additional capacity to issue Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) (10% Share Placement Capacity) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement.*

Dated: 2 November 2026

Hasaka Martin

Company Secretary

By Order of the Board

Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution set out below by or on behalf of the following persons:

Resolution 4 – Ratification of Prior Issue of Capital Placement Facility Shares	Securities Vault or an associate of that person or those persons.
Resolution 5 – Approval to Issue Shares – Acquisition of 75% of the Fund Manager of Finexia Diversified Private Credit Fund	The vendors of the Fund Manager of Finexia Diversified Credit Fund or an associate of that person or those persons.
Resolution 6 – Approval of Issue of Shares to Michael Walker	A person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan in question
Resolution 7 - Approval of 10% Placement Facility	Any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of Shares); or any associate of such person.

However, this does not apply to a vote cast in favour of the Resolution by:

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

(b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibitions

In accordance with sections 250BD of Corporations Act, voting prohibitions apply to the following persons:

Resolution 1 – Adoption of Remuneration Report	A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons: (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or (b) a Closely Related Party of such a member. However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either: (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or (b) the voter is the Chair and the appointment of the Chair as proxy: (i) does not specify the way the proxy is to vote on this Resolution; and expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
Resolutions 6 - Approval of Issue of Shares to Michael Walker	A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. However, the above prohibition does not apply if: (c) the proxy is the Chair; and (d) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Voting by proxy

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:

- each Shareholder has a right to appoint a proxy;
- the proxy need not 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 the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- 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 Chair, who must vote the proxies as directed.

Online Voting Procedures during the Meeting

If you choose to participate in the Meeting online you can log in to the Meeting by entering: https://www.registrydirect.com.au/arc-agm-2026

If you have been nominated as a third-party proxy, please contact the Company's share registry on hello@registrydirect.com.au.

Attending the Meeting online enables Shareholders to view the Meeting live and to also ask questions and cast direct votes at the appropriate times whilst the Meeting is in progress.

Technical difficulties may arise during the course of the Meeting. The Chair of the Meeting has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising this discretion, the Chair will have regard to the number of Shareholders impacted and the extent to which participation in the business of the Meeting is affected.

Where the Chair of the Meeting considers it appropriate, the Chair may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, Shareholders are encouraged to submit a directed proxy in advance of the Meeting in accordance with the instructions above, so that votes can still be counted even if you plan to attend the Meeting online.

EXPLANATORY STATEMENT

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

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2026 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on the Company website at https://www.arcfunds.com.au/investors/ .

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act 2001 (Cth) (the **Act**) requires that at a listed company's annual general meeting, a resolution that the remuneration report to be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report were less than 25%. Accordingly, the Spill Resolution is not relevant for this Meeting.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MICHAEL WALKER

3.1 General

Listing Rule 14.4 and clause 17.7 of the Constitution provide that, a director appointed by directors to fill a casual vacancy, must not hold office (without election) past the next annual general meeting.

On 13 March 2026, Michael Walker was appointed as an independent non-executive Director of the Company and subsequently Chair of the Board on 25 March 2026. Mr Walker having been appointed by the directors, retires in accordance with Listing Rule 14.4 and clause 17.7 of the Constitution, and offers himself for election.

3.2 Qualifications, experience and other material directorships

Michael is an entrepreneur and financial services professional with over 20 years' experience across wealth management, investment management, corporate advisory, and regulatory compliance. He has held senior leadership and board roles within financial services businesses, with a focus on capital markets, governance, compliance, and business growth. Mr Walker has founded and led financial services businesses providing wealth management, financial planning, and investment management services. He acts as a Responsible Manager under an Australian Financial Services Licence and has extensive experience in structuring transactions, managing regulated businesses, and overseeing compliance frameworks and governance processes.

3.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Michael Walker will be re-elected as an independent Director.

If this Resolution is not passed, Mr. Walker will not continue in their role as Chair and an independent Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company.

3.4 Directors Recommendation

The Directors (excluding Mr Walker) are of the view that Mr Walker has the skills, knowledge, experience and capabilities required by the Board.

The Directors (other than Mr Walker) recommend that Shareholders vote in favour of this Resolution.

4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – PETER HASROUNI

4.1 General

Listing Rule 14.4 and clause 17.7 of the Constitution provide that, a director appointed by directors to fill a casual vacancy, must not hold office (without election) past the next annual general meeting.

On 13 March 2026, Peter Hasrouni was appointed as an independent non-executive Director of the Company. Mr Hasrouni having been appointed by the directors, retires in accordance with Listing Rule 14.4 and clause 17.7 of the Constitution, and offers himself for election.

4.2 Qualifications, experience and other material directorships

Peter is an experienced professional with over 25 years' experience in executive level positions. Peter is an accomplished advisor and executive with a rich background in strategy, mergers and acquisitions (M&A), investment, and operations. With extensive experience in both senior corporate and consulting roles, Peter excels at developing innovative strategies, structuring complex transactions, and driving significant business transformation. His value-centric approach and ability to navigate intricate challenges consistently deliver exceptional results. Before joining the ARC Board, Peter held key leadership positions at several prominent organizations, including KBR, Ventia, Deloitte, EY, and UGL. His global executive experience in these roles has provided him with a wealth of expertise in strategy, M&A, deal-making, and business transformation.

4.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Peter Hasrouni will be re-elected as an independent Director.

If this Resolution is not passed, Mr. Hasrouni will not continue as an independent Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company.

4.4 Directors Recommendation

The Directors (excluding Mr Hasrouni) are of the view that Mr Hasrouni has the skills, knowledge, experience and capabilities required by the Board.

The Directors (other than Mr Hasrouni) recommend that Shareholders vote in favour of this Resolution.

1. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF CAPITAL PLACEMENT FACILITY SHARES

1.1 General

On 3 August 2026, the Company announced that it had entered into a Capital Placement Facility Agreement ("**Facility"**) with Securities Vault Pty Ltd ("**Securities Vault**"), providing the Company with access to up to $5 million standby equity capital over an initial 12-month period.

Under the terms of the facility, the Company issued 10,250,000 Shares to Securities Vault for nil cash consideration for the Facility ("**Capital Placement Facility Shares"**). The 10,250,000 Shares were issued out of the 15 % capacity under Listing Rule 7.1

This Resolution therefore seeks Shareholder ratification of the Capital Placement Facility Shares for the purposes of Listing Rule 7.4.

1.2 Listing Rule 7.1

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

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the date of the issue.

1.3 Listing Rule 7.4

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

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 such issues under Listing Rule 7.1 Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

1.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the issue will be excluded from the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company.

If this Resolution is not passed, the issue will be included in the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval.

1.5 Technical information required by Listing Rule 7.5

Required Information	Details
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	Securities Vault Pty Ltd
Number and class of Securities issued	10,250,000 Capital Placement Facility Shares were issued.
Terms of Securities	The Capital Placement Facility Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities were issued	3 August 2026
Price or other consideration the Company received for the Securities	The Company issued 10,250,000 Shares to Securities Vault for nil cash consideration at a deemed issue price of $0.10 per Share. Capital Placement Facility Shares were issued in part consideration for the Capital Placement Facility.
Purpose of the issue, including the intended use of any funds raised by the issue	The Capital Placement Facility will be used to support the Company's capital management strategy, strategic investments, acquisitions, working capital requirements and other general corporate purposes. As of 21 October 2026, the Company has drawn down $ 250,000 from the Capital Placement Facility via the sale of 3,125,000 Shares.
Summary of material terms of agreement to issue	A summary of the material terms Capital Placement Facility was announced to the ASX on 3 August 2026 and is provided in Annexure A .
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

1.6 Directors Recommendation

The Directors recommend that Shareholders vote in favour of this Resolution.

2. RESOLUTION 5 – APPROVAL TO ISSUE SHARES - ACQUISITION OF 75% OF THE FUND MANAGER OF FINEXIA DIVERSIFIED PRIVATE CREDIT FUND

2.1 General

The Company has entered into a binding agreement with Cashpick Pty Limited ATF In Ginti We Trust (**InGinti**), whereby the Company will acquire 75% of the issued shares in the Fund Manager of Finexia Diversified Private Credit Fund.

The acquisition of 75% of the Fund Manager entity is structured as follows:

- InGinti exercises a Call Option over the Fund Manager from Finexia Financial Group Limited, acquiring 100% of the Fund Manager and Fund assets.
- Once the Call Option is exercised, InGinti may exercise its Put Option requiring the Company to acquire a 75% controlling stake, on the terms set out in this Term Sheet.

The consideration payable is $ $63,750, to be satisfied entirely through the issue of 637,500 Shares in the Company to InGinti at a deemed issue price of $0.10 per Share.

This Resolution therefore seeks Shareholder approval for the purposes of Listing Rule 7.1, for the issue of 637,500 shares in the Company at a deemed issue price of $0.10 per Share to InGinti in consideration for the purchase of 75% of the issued shares in the Fund Manager of Finexia Diversified Private Credit Fund

2.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 1.2 above.

The proposed issue falls within Exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

2.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue 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 this Resolution is not passed, the Company will not be able to proceed with the issue shares for acquisition of the Finexia at this stage.

2.4 Technical information required by Listing Rule 7.3

Required Information	Details
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Cashpick Pty Limited ATF In Ginti We Trust (ABN: 79 369 140 567) ("**InGinti**")
Number of Securities and class to be issued	637,500 Shares will be issued.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Shares within one month of the Meeting. In any event, the Company will not issue any Shares later than three months after the date of the Meeting.
Price or other consideration the Company will receive for the Securities	The Shares are issued nil cash consideration, at a deemed price of $0.10 per Share.
Purpose of the issue	The shares are proposed to be issued in consideration for the acquisition of 75% of the issued shares in the Fund Manager of Finexia Diversified Private Credit Fund
Summary of material terms of agreement to issue	The material terms of the transition are provided in Section 2.1
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

2.5 Directors Recommendation

The Directors recommend that Shareholders vote in favour of this Resolution.

3. RESOLUTION 6 – APPROVAL OF ISSUE OF SHARES TO MICHAEL WALKER

3.1 General

The Company proposes to pay a proportion the Director fees payable to the Chair of the Board as equity, thereby conserving cash. It is proposed to issue 1,000,000 Shares for nil cash consideration, with a deemed issue price of 6 cents per share under the incentive plan. The issue of the Shares are subject to shareholder approval.

Listing Rule 10.14 provides that a listed company must not issue equity securities to a Director of the Company, or a person meeting the description in Listing Rule 10.14.3, under an employee incentive scheme unless the issue has been approved by Shareholders.

Once Shareholder approval is obtained pursuant to Listing Rule 10.14, the Company is entitled to rely on Listing Rule 10.12, exception 8 as an exception to any requirement that

may otherwise apply requiring Shareholder approval under Listing Rule 10.11. Similarly, Shareholder approval will not be required under Listing Rule 7.1, as Listing Rule 7.2 exception 14 applies.

3.2 Information required by Listing Rule 14.1A

If these Resolutions are approved, the Company will be able to proceed with the issue of the Shares to Michael Walker

If these Resolutions are not approved, the Company will not be able to proceed with the issue and the Company may be required to pay the equivalent value in cash.

3.3 Information required under Listing Rule 10.15

REQUIRED INFORMATION	Resolution 4
Name of the person to whom Securities will be issued	Michael Walker (or his nominee)
Category of person under Listing Rule 10.14	Michael Walker falls within the category set out in Listing Rule 10.14.1 by virtue of being a Director of the Company. Any nominee(s) of Mr. Walker who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.14.2.
Number of Securities and class to be issued	1,000,000 Shares will be issued.
Remuneration package	Michael Walker's total remuneration package for Non-Executive Chair is $36,000 per annum plus $60,000 payable in equity (the issue of Shares to be considered by this resolution).
Securities previously issued to the recipient/(s) under the Plan	No equity securities have previously been issued to Michael Walker (or his nominee) for nil cash consideration under the Plan.
Terms of Securities	The Shares are on the same terms as the fully paid ordinary shares on issue, and under the Incentive Plan rules which are set out in Annexure B to this Notice.
Consideration of type of Security to be issued	Nil cash consideration is paid for the Shares. The securities are issued as part of the directors' fees.
Valuation	The Company values the Shares at $60,000, based on an issue price of $0.06 per Share.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Shares within 10 Business Days of the Meeting. In any event, the Company will not issue any Securities later than three years after the date of the Meeting.
Issue price of Securities	The Shares will be issued at a nil issue price.
Material terms of the Plan	A summary of the material terms and conditions of the Plan is set out in Annexure B.
Material terms of any loan	No loan is being made in connection with the acquisition of the Securities.
Additional Information	Details of any Securities issued under the Plan will be published in the annual report of the Company 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 Plan after this Resolution is approved and who were not named in this Notice will not participate until approval is obtained under Listing Rule 10.14.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.
Voting prohibition statement.	A voting prohibition statement applies to this Resolution.

3.4 Directors Recommendation

The Directors (excluding Micheal Walker) recommend that Shareholders vote in favour of this Resolution.

4. RESOLUTION 9 – APPROVAL OF 10% PLACEMENT FACILITY

4.1 General

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its Shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

However, under ASX Listing Rule 7.1A, an eligible entity can seek approval from its Shareholders, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% (10% Share Placement Capacity) bringing the total combined potential placement capacity to 25%.

An 'eligible entity' for the purpose of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of $300 million or less. At the date of this Notice, the Company is an eligible entity and anticipates it will remain an eligible entity at the date of the Meeting.

Resolution 9 seeks Shareholder approval, by way of special resolution, for the Company to have the additional 10% Share Placement Capacity provided for in ASX Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

Resolution 9 is a special resolution which requires approval of at least 75% of the votes cast by Shareholders entitled to vote be in favour of the Resolution.

4.2 Information required by Listing Rule 14.1A

If Resolution 9 is passed, the Company will be able to access the 10% Share Placement Capacity allowing it to issue Equity Securities up to the combined 25% limit in ASX Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 9 is not passed, the Company will not be able to access the additional 10% Share Placement Capacity provided for in ASX Listing Rule 7.1A and will remain subject to its 15% limit under ASX Listing Rule 7.1.

4.3 Additional Information required by ASX Listing Rule 7.3A

In accordance with ASX Listing Rule 7.3A, the following information is provided:

Minimum price

The price at which the Equity Securities may be issued under the 10% Share Placement Capacity must not be less than 75% of the volume weighted average price of an existing quoted class of the Company's Equity Securities, calculated over 15 trading days on which trades in that class were recorded immediately before:

- the date on which the price at which the Equity Securities are to be issued is agreed; or
- if the Equity Securities are not issued within 10 trading days of the date in paragraph (i), the date on which the Equity Securities are issued.

Potential risk of economic and voting dilution

If Resolution 9 is approved and Equity Securities are issued under the 10% Share Placement Capacity, the existing Shareholders' economic and voting power in the Company will be diluted.

There is a risk that:

- the market price for the Equity Securities in that class may be significantly lower on the issue date than on the date of the approval under ASX Listing Rule 7.1A; 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 issue date

which may have an effect on the amount of funds raised by the issue of Equity Securities.

The table below is a hypothetical example of the potential dilution of existing Shareholders where the full 10% Share Placement Capacity is utilised, on the basis of three different assumed issue prices and values for variable "A" in the formula in ASX Listing Rule 7.1A.2.

		Dilution when compared with the current issued share capital	Hypothetical issue price of shares issued under the 10% Share Placement Capacity		
			50% decrease in Issue Price $0.0175 per share	Issue Price $0.035 per share	100% increase in Issue Price $0.07 per share
Issued share capital	Current issued share capital 90,004,707	10% dilution	9,000,471 Shares	9,000,471 Shares	9,000,471 Shares
		Funds raised	$ 157,508	$315,016	$630,032
	50% increase in issued share capital 135,007,061	10% dilution	13,500,706 Shares	13,500,706 Shares	13,500,706 Shares
		Funds raised	$ 236,262	$473,524	$945,049
	100% increase in issued share capital 180,009,414	10% dilution	18,000,941 Shares	18,000,941 Shares	18,000,941 Shares
		Funds raised	$ 315,106	$630,032	$1,260,095

Note: the table above has been prepared on the following assumptions:

- The Issue Price of $0.035 per Share is based on the closing price of shares on 19 October 2026;
- The current issued share capital of 90,004,707 Shares is the number of Shares on issue on 19 October 2026 and has been calculated in accordance with the formula in ASX Listing Rule 7.1A(2);
- The Company issues the maximum number of Equity Securities available under the 10% Share Placement Capacity;
- No Options or Rights are exercised prior to the date of issue of any Equity Securities;
- The table shows only the effect of issues of Equity Securities under the 10% Share Placement Capacity, not under the Company's 15% placement capacity under ASX Listing Rule 7.1; and
- The table does not show an example of dilution that may occur to a particular Shareholder due to any placements under the 10% Share Placement Capacity.

Approval Period

An approval under ASX Listing Rule 7.1A commences on the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following:

the date which is 12 months after the date of the annual general meeting at which the approval is obtained;

- the time and date of the Company's next annual general meeting; and
- the time and date on which Shareholders approve a transaction under ASX Listing Rules 11.1.2 (significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking).

Purpose of potential issue

Any Equity Securities issued under the 10% Share Placement Capacity must be for cash consideration only. The Company presently intends to use any funds raised from such issues for working capital purposes.

The Company will comply with its disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.3 upon any issue of Equity Securities.

Allocation policy under the 10% Share Placement Capacity

The Company's allocation policy will depend on the prevailing market conditions at the time of any proposed issue under the 10% Share Placement Capacity.

Potential allottees of Equity Securities under the 10% Share Placement Capacity will be determined on a case-by-case basis having regard to factors which may include:

the methods of raising funds which are available to the Company, including the time and market exposure associated with the various methods of raising capital applicable at the time of the raising;

- the effect of any such issue on the control of the Company;
- the financial situation of the Company; and
- advice from corporate, financial and broking advisers.

At the date of this Notice, no specific intention to issue Equity Securities under the 10% Share Placement Capacity have been determined. If and when the determination is made to proceed with an issue of Equity Securities, the allottees may include existing and new Shareholders who are not related parties or associates of a related party of the Company.

Prior issues and Shareholder approval

The Company agreed to issue 6,000,000 Shares at 10 cents per Share on 1 June 2026 under ASX Listing Rule 7.1A in the previous 12 months, of which 5,300,000 Shares were issued on 15 June 2026. The Company last obtained Shareholder approval under ASX Listing Rule 7.1A at the Annual General Meeting held on 20 November 2025.

Voting Exclusion statement

A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholders or an identifiable class of security holders to participate in an issue of Equity Securities. Accordingly, no existing Shareholders' votes will be excluded under the voting exclusion statement in the Notice.

4.4 Directors Recommendation

The Directors recommend that Shareholders vote in favour of this Resolution.

GLOSSARY

$ means Australian dollars.

ASIC means the Australian Securities & Investments Commission.

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

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Company means ARC Funds Limited (ACN 001 746 710).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

AEST means Eastern Standard Time as observed in Sydney, New South Wales.

Listing Rules means the Listing Rules of ASX.

Material Person means a related party of the Company, member of the Key Management Personnel, substantial holder of the Company, adviser of the Company or associate of any of these parties.

Meeting means the meeting convened by the Notice.

Notice means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Plan means the Company's Incentive Plan.

Proxy Form means the proxy form accompanying the Notice.

Related Party has the same meaning as given by the Listing Rules

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Section means a section of the Explanatory Statement.

Security means a Share, Option, Incentive Right or Converting Note (as applicable).

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

ANNEXURE A – THE MATERIAL TERMS OF THE CAPITAL PLACEMENT FACILITY

Item	Detail
Facility Amount	Up to $5,000,000
Initial Term	12 months (extendable by mutual agreement)
Initial Shares Issued into Facility	10.000,000 ordinary shares
Initial Cash Received	Nil
Future Funding	At ARC's discretion via drawdown notices
Minimum Sale Price	Determined by ARC for each drawdown
Sale Method	Best endeavors sale by Securities Vault in accordance with ARC's drawdown instructions
Success Fee	6% of gross sale proceeds
Establishment Fee	$25,000 plus GST
Remaining shares issued to Securities Vault and not subsequently draw down	ARC has the ability to buy back the shares and cancel them.
Issue of additional Shares under the facility	The issue of any additional Shares under the facility is at ARC discretion.

ANNEXURE B – 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. The Incentive Plan, which will be administered in accordance with the Incentive Plan Rules, provides a rule-based framework under which the Company may offer and issue Securities to officers, executives, employees, consultants of, and other persons connected with, the Company for the purposes noted below.
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.
Purpose	The Company has adopted the Incentive Plan in order to assist the Company: • with the recruitment, retention, motivation and reward of officers, executives and employees (and others) of the Company; and • more closely align the interests of officers, executives and employees (and others) of the Company with the interests of Shareholders.
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.
Administration	The Incentive Plan will be administered by the Board in accordance with the Incentive Plan Rules. For the avoidance of doubt, the Board may make further provisions to ensure the efficient operation of the Incentive Plan. The Board may delegate decision making authority to a committee of the Board.

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.
Permitted Nominee	As permitted by the relatively new ESS provisions in the Corporations Act, an Eligible Participant may (subject to the Board's discretion), nominate another person (a ***Permitted Nominee***) to acquire and hold the Securities the subject of an Invitation on their behalf. A Permitted Nominee may include: • a spouse, parent, child or sibling of the Eligible Participant; • a company controlled by the Eligible Participant or by a spouse, parent child or sibling of the Eligible Participant; • a corporate trustee of a self-managed superannuation fund, where the Eligible Participant is a director of the trustee; and • any other "related person" (as defined in section 1100(L) of the Corporations Act) of the Eligible Participant.

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 (***Loan Shares***).
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 Income Tax Assessment Act 1997 (Cth) applies.

ARC Funds Limited
ABN 52 001 746 710

IMPORTANT:
To be valid, this proxy form must be received by **10:00 a.m. AEDT on Saturday, 28 November 2026**.

27 October 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 Annual General Meeting of ARC Funds Limited (ABN 52 001 746 710) (the Company) to be held at 10:00 a.m. AEDT on Monday, 30 November 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.

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

HIN/SRN: <SRN/HIN>

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 Annual General Meeting of ARC Funds Limited to be held at 10:00 a.m. AEDT on Monday, 30 November 2026 and at any adjournment or postponement of the meeting.

Important for Resolutions 1 and 6: If the Chair of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention on this Proxy Form, you expressly authorise the Chair of the Meeting to exercise the proxy in respect of Resolutions 1 and 6, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's key management personnel.

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

Step 2 Direct how your votes are to be cast

Resolution	For	Against	Abstain
1 Adoption Of Remuneration Report **Board recommendation:** For **Chair's voting intention:** For **Note:** The vote on this Resolution is advisory only and does not bind the Directors or the Company.	☐	☐	☐
2 Re-Election Of Director – Michael Walker **Board recommendation:** For **Chair's voting intention:** For	☐	☐	☐
3 Re-Election Of Director – Peter Hasrouni **Board recommendation:** For **Chair's voting intention:** For	☐	☐	☐
4 Ratification Of Prior Issue Of Capital Placement Facility Shares **Board recommendation:** For **Chair's voting intention:** For	☐	☐	☐
5 Approval To Issue Shares – Acquisition Of 75% Of The Fund Manager Of Finexia Diversified Private Credit Fund **Board recommendation:** For **Chair's voting intention:** For	☐	☐	☐
6 Approval Of Issue Of Shares To Michael Walker **Board recommendation:** For **Chair's voting intention:** For	☐	☐	☐
7 Approval Of 10% Placement Facility **Board recommendation:** For **Chair's voting intention:** For	☐	☐	☐

Step 3 Sign this form

Shareholder 1 (individual)	Joint Shareholder 2 (individual)	Joint Shareholder 3 (individual)	
			/ /
Sole Director & Sole Company Secretary	Director/Company Secretary (Delete one)	Director	Date
	( )		
Contact name	Mobile number	Email address. *By providing an email address you agree to receive future communications electronically.*	