



ARCADIA WORLDWIDE LIMITED

ARBN 600 964 752

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY MEMORANDUM

PROXY FORM

Date of Meeting

5 August 2015

Time of Meeting

11:00 am (PDT)

Place of Meeting

860 North Highland Avenue
Los Angeles, California USA 90038

NOTICE OF ANNUAL GENERAL MEETING

**ARCADIA WORLDWIDE LIMITED
ARBN 900 964 752**

Notice is hereby given than an ANNUAL General Meeting of the shareholders of Arcadia Worldwide Limited (the “**Company**”) will be held at 11:00 am (PDT) on 5 August 2015 at 860 North Highland Avenue, Los Angeles, California USA 90038.

Resolution 1: ADOPTION OF THE 2014 ANNUAL FINANCIAL ACCOUNTS

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

Resolution 2: RE-ELECTION OF DR. JEFFREY VALLANDINHAM

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

Resolution 3: RE-ELECTION OF EDOARDO CIULLI

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

Resolution 3: RE-ELECTION OF JOEL LOCKER

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

DATED 13 JULY 2015

**BY ORDER OF THE BOARD
ARCADIA WORLDWIDE LIMITED**

**JOEL LOCKER
COMPANY SECRETARY**

EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of the Notice convening an ANNUAL General Meeting of shareholders of Arcadia Worldwide Limited to be held on 5 August 2015. This Explanatory Memorandum is to assist shareholders in understanding the background to and the legal and other implications of the Notice and the reasons for the resolutions proposed. Both documents should be read in their entirety and in conjunction with each other.

Other than the information set out in this Explanatory Memorandum, the Directors believe that there is no other information that could reasonably be required by shareholders to consider Resolutions 1 through 4 (inclusive).

- 1. Resolution 1: ADOPTION OF THE 2014 ANNUAL FINANCIAL ACCOUNTS**
- 2. Resolution 2: RE-ELECTION OF DR. JEFFREY VALLANDINGHAM**

Dr. Jeff Vallandingham education began at Marshall University, where he received his Bachelor of Arts in Exercise Physiology/Sports Medicine in 1985. He then earned his DC (Doctor of Chiropractic) at the Life Chiropractic College in 1989, and his QME (Qualified Medical Evaluator) for the state of California in 1999. His started his career in 1990 as an Associate Doctor at New Life Chiropractic, and then began his own practice, Vallandingham Chiropractic, in 1994, also becoming owner and clinic director of El Camino Medical Center in 1995. Here he supervised doctors, physical therapists, radiologists, and clinic staff, attended to patients, and provided supervision over medical-legal reports and issues. Between 2004 and 2008, Dr. Vallandingham, was also a co-owner or owner and clinic director for several other practices, including New Life Medical Center, Beach Cities Surgery Center, and El Camino Injury and Rehab. Currently, Dr. Vallandingham is the President and Program Director for Arcadia Adult Health Care LLC, where he is in charge of administering and managing a multidisciplinary team of chiropractors, medical doctors, nurses, medical assistants, massage therapists, acupuncturists, physical therapists and supporting staff members.

- 3. Resolution 3: RE-ELECTION OF EDOARDO CIULLI**

Mr. Ciulli has vast international and domestic experience in the areas of operations and marketing. Upon graduating with a Master's Degree at the University of Architecture and Civil Engineering in Italy, he received a B.S. Degree in Manufacturing Engineer at UCSD. He became the co-owner of C & R Industrial Electric where he was instrumental in strategic planning and operational initiatives. Under his guidance, the 32 year-old company expanded territories and build branch facilities for several Fortune 500 companies and other established European businesses. With a life-long passion for staying in top shape, which includes earning the 1998 title of European Bodybuilding Champion, Mr. Ciulli used his operational experience and his nutritional knowledge in the growth and expansion of several well respected companies in the health supplement industry. Mr. Ciulli was director and partner at BodHD and California NutriSciences, voted number one weight loss product of 2009.

4. **Resolution 4: RE-ELECTION OF JOEL LOCKER**

Joel earned his B.A. from the A.B. Freeman School of Business at Tulane University in 1997 with a Concentration in Finance. After a short stint with the St. Louis Rams, Joel began his career on Wall Street in 1998 at Fidelity working on the trading desk. He was promoted to Senior Trader in 2000 and specialized in Risk Arbitrage for Fidelity. After specializing in Risk Arbitrage, Joel began trading Relative Value strategies and discovered incredible success with the public homebuilders. Joel officially began his Homebuilder Analyst career in 2004 by covering 16 public homebuilders. Joel earned his Chartered Financial Analyst designation in 2006 to add merit to his growing success as an analyst with his negative outlook on housing prior to the downturn. Joel posted 24% annualized returns trading the homebuilders discretionary for an Institutional Fund from 2005 to 2012. Joel is ranked the #1 Homebuilder Analyst out of 20 in 2014 according to Bloomberg. He has worked for FBN Securities as their Senior Housing Analyst since 2006.

5. **GLOSSARY**

In this Explanatory Memorandum and Notice of ANNUAL General Meeting the following expressions have the following meaning unless stated otherwise or unless the context otherwise requires:

PDT means Pacific Daylight Time as observed in Los Angeles, California USA;

Board means the board of directors of the Company;

Constitution means the existing constitution of the Company;

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

Director mean a director of the Company;

Meeting means the meeting of shareholders convened by the Notice; and

Notice means the notice of meeting to which this Explanatory Memorandum is attached.

