



ARCADIA WORLDWIDE LIMITED

ARBN 600 964 752

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY MEMORANDUM

PROXY FORM

Date of Meeting

15 April 2017

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 15 April 2017 at 860 North Highland Avenue, Los Angeles, California USA 90038.

Resolution 1: ADOPTION OF THE 2016 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 15 March 2017

**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 15 April 2017. 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 2016 ANNUAL FINANCIAL ACCOUNTS

2. Resolution 2: RE-ELECTION OF DR. JEFFREY VALLANDINGHAM

Dr. Jeff Vallandingham education began at Marshall University, where he received 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. He 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.



All Correspondence to:

 **By Mail** Arcadia Worldwide Limited
860 North Highland Avenue
Los Angeles, California
USA 90038

 **By Fax:** (323) 466-2340

 **In Person** Arcadia Worldwide Limited
860 North Highland Avenue
Los Angeles, California
USA 90038

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00 am (PDT) on 15 April 2017**

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 security holder 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:

- (a) 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.
- (b) 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 security holder.

Joint Holding: where the holding is in more than one name, all the security holders 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 **11:00 am (PDT) on 15 April 2017**. 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:

 **By Fax** +1 323 466 2340

 **By Mail** Arcadia Worldwide Limited
860 North Highland Avenue
Los Angeles, CA USA 90038

 **In Person** 860 North Highland Avenue
Los Angeles, CA USA 90038

Attending the Meeting

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

Arcadia Worldwide Limited

ARBN 900 964 752

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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 **Arcadia Worldwide Limited** (Company) and entitled to attend and vote hereby appoint:

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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 shareholder) 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 **860 North Highland Avenue Los Angeles, California USA 90038 at 11:00 am (PDT) on 29 June 2016** 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.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

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 2016 Annual Financial Accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Dr. Jeffery Vallandingham	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Edoardo Ciulli	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Re-election of Joel Locker	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SHAREHOLDERS

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 / / 2016