

4 February 2025

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Talaria Global Equity Fund (Managed Fund) ARSN 132 393 705 ("Fund") Code: TLRA

Notice of Meeting and Explanatory Memorandum

Australian Unity Funds Management Limited (AUFM), in its capacity as responsible entity for the Fund, hereby gives notice that a meeting of unitholders of the Fund will be held and is scheduled for 10:00am (AEDT) on Friday, 14 March 2025.

The Notice of Meeting and Explanatory Memorandum are enclosed.

Key events	Date and time (AEDT)
Notice of Meeting and Explanatory Memorandum issue date	4 February 2025
Voting entitlements (eligibility to vote and value of votes) to be determined as at	5:00 pm, 12 March 2025
Proxy voting forms cutoff	10:00 am, 12 March 2025
Unitholder meeting date	10:00 am, 14 March 2025
Anticipated implementation date of the change of responsible entity prior to	21 March 2025
Anticipated Product Disclosure Statement issue date prior to	21 March 2025

Authorised by:

Robert Meerbach Head of Product Australian Unity Funds Management Limited Responsible entity for the Talaria Global Equity Fund (Managed Fund)

About the Talaria Global Equity Fund (Managed Fund) (Code: TLRA)

The Talaria Global Equity Fund (Managed Fund) aims to deliver superior risk-adjusted investment outcomes over the medium to long term by gaining exposure to international equities through the purchase of shares either directly, or when exercised on an open option position. The Fund's investment strategy is focused on producing investment returns through a combination of capital appreciation and selling options to generate option premiums, which add to the Fund's return.

Units in the Fund are issued by Australian Unity Funds Management Limited ABN 60 071 497 115, AFS Licence No. 234454. The information provided in this announcement is general information only, it is current at the time of publication, and it does not take into account your objectives, financial situation or needs. In deciding whether to acquire, hold or dispose of the product you should obtain a copy of the Product Disclosure Statement and seek professional financial and taxation advice. For more information, please visit australianunity.com.au/wealth or call our Investor Services team on 1300 997 774. This information is intended for recipients in Australia only. Past performance is not a reliable indicator of future performance.

Australian Unity Funds Management Limited

ABN 60 071 497 115 271 Spring Street Melbourne VIC 3000 Australia

Melbourne VIC 3000 A Tel: 1300 997 774



Notice of Meeting and Explanatory Memorandum

Talaria Global Equity Fund (ARSN 132 393 705) (Fund)

IMPORTANT NOTICE: This is an important notice that requires your urgent attention. Please read the information in this Notice and Explanatory Memorandum carefully. If after reading this Notice of Meeting and Explanatory Memorandum you are in any doubt as to the course of action you wish to take, you should contact your financial adviser as soon as possible.

The information contained in this Notice of Meeting and Explanatory Memorandum does not constitute a personal recommendation by Australian Unity Funds Management Limited (**AUFM**), or any of its affiliates, in relation to any financial product or service. The Notice of Meeting and Explanatory Memorandum has been prepared without taking into account your particular investment objectives, financial situation, and particular needs. You should assess whether the information contained in this Notice of Meeting and Explanatory Memorandum is appropriate with respect to your own circumstances before making a decision in relation to the Resolution. If you are unsure, you should seek the help of a financial adviser or other appropriate adviser.

Equity Trustees Limited (ABN 46 004 031 298; AFSL 240975) (**EQT**) has provided its consent to AUFM, for its name to be included in this Notice of Meeting and Explanatory Memorandum, in the form and context in which it appears.

All reasonable care has been taken in relation to the preparation and collation of this Notice of Meeting and Explanatory Memorandum. To the extent permitted by law, no person, including, but not limited to AUFM, EQT or any of their affiliates, employees, or agents, accepts any responsibility for any loss or damage arising or resultant from the use or reliance on this Notice of Meeting and Explanatory Memorandum by any person.

Issue date:

4 February 2025

Issued by:

Australian Unity Funds Management Limited ABN 60 071 497 115, AFSL 234454 (AUFM) of 271 Spring Street, Melbourne VIC 3000 in its capacity as Responsible Entity of the Fund.

Notice of Meeting

Retirement and replacement of the Responsible Entity for the Fund

AUFM, in its capacity as Responsible Entity for the Fund, hereby gives notice that a meeting of Unitholders of the Fund will be held for purposes of considering and, if thought appropriate, passing the following extraordinary resolution in relation to the Fund:

'Australian Unity Funds Management Limited ABN 60 071 497 115, AFSL 234454 ('AUFM') retire as the Responsible Entity of the Talaria Global Equity Fund ('Fund') and Equity Trustees Limited ABN 46 004 031 298, AFSL 240975 ('EQT') be appointed as Responsible Entity in its place with effect from the date the Australian Securities and Investments Commission ('ASIC') changes the record of registration of the Responsible Entity of the Fund, subject to the passing of the resolution that AUFM retire as Responsible Entity of the Fund and EQT be appointed as Responsible Entity of the Fund.' ('Resolution')

By order of the Board of AUFM, the meeting will be held as follows:

In person: Held at Australian Unity's head office at 271 Spring Street, Melbourne VIC 3000

Online: Held via an online platform which can be accessed at:

https://uso2web.zoom.us/webinar/register/WN_P1ggKq8bS9-xVzHhDN9Sbg#/registration.

Date: 14 March 2025 **Time:** 10:00 am

Key events	Date and time (AEDT)
Voting entitlements (eligibility to vote and value of votes) to be determined as at:	5:00 pm, 12 March 2025
Proxy voting forms cutoff:	10:00 am, 12 March 2025
Anticipated implementation of the Resolution:	If the change of Responsible Entity is approved by Unitholders of the Fund, AUFM will lodge a 'Notice of Change of Responsible Entity' with ASIC within two business days after the meeting. Under the Corporations Act 2001 (Cth) ('Corporations Act'), the change of Responsible Entity of the Fund will take effect when ASIC changes the record of registration of the Fund to show the appointment of EQT, which is anticipated to be prior to 21 March 2025.

Important information

This is a Notice of Meeting and Explanatory Memorandum for the Fund. AUFM's records indicate that you are a registered Unitholder of the Fund. Under section 252F of the Corporations Act, AUFM is required to give Unitholders of a registered scheme, at least 21 days' notice of a meeting of Unitholders. This document is that notice.

The purpose of the meeting is for the Unitholders of the Fund to vote on the Resolution (as set out above) in relation to the Fund. The Resolution relates to the proposed retirement of AUFM as Responsible Entity of the Fund, and proposed appointment of EQT as the new Responsible Entity of the Fund. EQT has provided its consent in writing to AUFM to become the Fund's Responsible Entity.

By order of the Board

Melinda Honig

Melinda Honig

Company Secretary

What do you need to do?

Step 1 - read this document

Read this Notice of Meeting together with the information in the attached Explanatory Memorandum and decide how you will vote on the Resolution. The Explanatory Memorandum includes important information about voting, the advantages and disadvantages of the Resolution, and what would happen if it is not passed.

Step 2 - vote on the Resolution

You can either vote using the accompanying Proxy Form or attend the meeting in person. You may vote in favour, against, or abstain from voting on the Resolution.

You may split your vote by nominating in the Proxy Form the percentage or number of units that you vote in favour, against, or abstain from voting on the Resolution. You must ensure the sum of the percentage or number of units total to 100% or number of units held.

Proxy Forms must be received no later than 10:00 am on 12 March 2025 (i.e., at least 48 hours before the meeting). Please refer to the enclosed Proxy Form for further instructions on completing and sending the form.

Enquiries

If you have any questions about the Notice of Meeting, or the meeting of Unitholders, please contact Australian Unity Client Services on:

Email: australianunitywealth@unitregistry.com.au

Phone: 1300 997 774 or +61 3 9616 8687 (if calling from overseas)

Explanatory Memorandum

Retirement and replacement of the Responsible Entity for the Fund

The meeting of the Fund Unitholders has been called for the purpose of considering and, if deemed appropriate, passing the Resolution in relation to the Fund to effect a change of Responsible Entity from AUFM to EQT.

1. AUFM's reasons for wanting to retire

AUFM is currently the Responsible Entity (or trustee) of a number of registered and unregistered managed investment schemes.

AUFM believes it would be in the best interests of the Fund's Unitholders for EQT to become the Responsible Entity of the Fund.

The retirement of AUFM aligns with Australian Unity Group's long-term strategy of simplifying its funds management business in line with core focus areas. RE services have been provided to the Fund's Investment Manager, Talaria Asset Management Pty Ltd ('Talaria'), to support the growth of the Fund following the exit of AUFM's shareholding from the Talaria business in 2016.

AUFM wishes to retire as the Responsible Entity of the Fund and EQT be appointed as the new Responsible Entity so the Fund can continue to be managed with minimal disruption to, and in the best interest of, Unitholders.

2. Impact of the Resolution

2.1. Overview of the replacement Responsible Entity, EQT

Equity Trustees is a leading independent, specialist provider of responsible entity and trustee services in Australia with an ever-growing number of globally diverse fund managers with complex funds.

EQT has more than \$120b of funds under supervision; services more than 160 leading local and international banks, financiers, investment managers and super funds through over 500 funds.

EQT's proposition includes high quality service, experience combined with finance and legal industry expertise, and maximum value for money using an independent outsourced model built by one of Australia's oldest and most trusted specialist trustee companies.

As one of Australia's leading independent Responsible Entity and trustee, EQT provide a 'one-stop-shop' for all facets of funds governance wherever a fund is domiciled.

EQT provide strategic guidance on structures and locations and can transition the fund efficiently and effectively through a robust service model, which harnesses legal and compliance resources. EQT also leverage existing corporate relationships to create operational efficiencies and work proactively with investment managers and external service providers to ensure a smooth set-up and on-going operation of the funds. For more information visit www.eqt.com.au.

2.2 Process to replace the Responsible Entity, AUFM

EQT has consented in writing to its appointment as Responsible Entity of the Fund, subject to Unitholder approval of the Resolution in relation to the Fund.

The Resolution is an extraordinary resolution. EQT will only be appointed as Responsible Entity of the Fund if the Resolution, as modified by the ASIC instrument, is passed (see section 3 below).

The Resolution, if passed at the Unitholder meeting, will be binding on all Unitholders of the Fund.

2.3. Reasons for the appointment of EQT

AUFM believes that the change of Responsible Entity to EQT is in the best interests of Unitholders for the following reasons:

Continuity of investment management

- The Talaria team currently responsible for the investment management of the Fund will remain in place, so that the Fund will have continuity of investment expertise and experience.
- The current investment strategy and objective of the Fund will not change, and it will continue to be managed in line with its current strategy and objective.

Management fee neutrality

• Talaria and EQT have each confirmed to AUFM that they have no present intention to make any changes to management fees in respect of the Fund.

Commensurately robust governance

- EQT holds the appropriate Australian Financial Services Licence authorisations to be able to act as responsible entity of the Fund.
- EQT has appropriate governance, risk, and compliance frameworks in place in order to safely assume trusteeship of the Fund.
- The current members of the EQT Board are below:
 - Michael J. O'Brien (Managing Director)
 - Johanna Platt (CFO)
 - Andrew Godfrey (Executive General Manager, Corporate and Superannuation Trustee Services)
 - Mary O'Connor (Head of Corporate Development)
 - o David Warren (General Manager, Clients and Strategic Planning)

Transition management

- AUFM and EQT have entered into a Deed of Retirement and Appointment ('DoRA') in relation to the Fund, which is conditional on:
 - Obtaining Victorian Supreme Court consent for valuable benefits to be paid under the Transaction. The Court's assent is expected to be received prior to the date of the meeting; and
 - The Unitholders of the Fund resolving by extraordinary resolution to change the responsible entity of the Fund from AUFM to EQT and ASIC updating its register with the change of responsible entity of the Fund.
- The Fund will continue to be supported by existing outsourced service providers under Talaria and EQT's operating models:
 - o Fund Administration and Custody BNP Paribas; and
 - o Unit Registry: SS&C Technologies.

Strategic positioning

• Australian Unity's strategic direction and associated operating model is no longer aligned with the future growth of the Fund.

• EQT's operating model is well aligned with Talaria's future growth strategy for the Fund, particularly regarding dual access products quoted on Cboe.

2.4. Disadvantages of the Resolution

AUFM has identified no material disadvantage in relation to the retirement of AUFM as Responsible Entity and subsequent appointment of EQT.

There is a risk of minor disruption in management and administration upon the change of responsible entity, as there is with any transition process, but using the same investment management team, custodian, administrator, and registrar will help reduce this risk.

3. Voting on the Resolution, and the effect of ASIC Relief

Under section 601FL of the Corporations Act, if the responsible entity of a registered scheme wants to retire, it must call a unitholders' meeting to explain its reason for wanting to retire and to enable the unitholders to vote on a resolution to choose a company to be the new responsible entity. The resolution must be an extraordinary resolution if the scheme is not listed. An extraordinary resolution is passed if at least 50% of all units on issue that are eligible to be voted are voted in favour. This is different to a special resolution which is based on the eligible votes that are actually cast (not all units on issue).

Under section 253E of the Corporations Act, the responsible entity of a registered scheme and its associates are not entitled to vote their interest on a resolution at a meeting of the scheme's unitholders if they have an interest in the resolution or matter other than as a unitholder.

The relief takes the form of a discrete, meeting–specific modification of the definition of 'extraordinary resolution' so that it refers to the approval of 50% of 'eligible persons' – these in turn being defined as unitholders *excluding* 'abstaining members', in turn being defined as IDPS operators who have a policy of abstaining from voting or do not intend to vote on the Resolution. Accordingly, AUFM has obtained relief from ASIC Instrument 25–0040. The relief was granted by ASIC on 29 January 2025.

This Notice of Meeting and Explanatory Memorandum issued under section 252J(c) of the Act informs all members of the effect of this instrument and explains the extraordinary resolution required for AUFM to retire as responsible entity of the scheme and be replaced by EQT.

ASIC Instrument 25-0040 in which this relief is provided has been published in the Federal Government Gazette and a copy is available from AUFM on request.

4. Voting on the Resolution and conduct of the meeting

4.1. Is it necessary to attend the meeting in person in order to vote?

No. If you are not able to attend the meeting in person or do not wish to do so, you may appoint a person (including the Chair) as your proxy to vote on your behalf by completing and returning the Proxy Form.

4.2. Proxy

A Unitholder who is entitled to attend and cast a vote at a meeting of the Fund has a right to appoint a proxy and may appoint one or two persons as the Unitholder's proxy to attend and vote for the Unitholder at the meeting. A member may only appoint two persons as the Unitholder's proxies where they are entitled to cast at least two votes.

Where two persons are appointed as a Unitholder's proxies, the appointment may specify the proportion or number of votes each proxy is appointed to exercise. If the appointment does not specify the proportion or number of the Unitholder's votes each proxy may exercise, each proxy may exercise half of the eligible votes.

A proxy does not need to be a Unitholder of the Fund.

Unitholders appointing a proxy must complete and sign the Proxy Form attached to this Notice of Meeting and Explanatory Memorandum. For an appointment of a proxy to be effective for the meeting, the Proxy Form must be received/deposited at Automic (details below or at the registered office of AUFM detailed on page 1) at least 48 hours before the meeting.

By mail: Automic, GPO Box 5193, Sydney NSW 2001

In person: Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

Unitholders appointing a proxy must also send/deposit the original or certified copy of any Power of Attorney or Authority under which the proxy was signed (if applicable).

4.3. Attendance at the meeting

If you wish to cast your vote during the meeting, you or, if you are a body corporate, your corporate representative, may attend the meeting in person or online. Physical attendance at the meeting is not required, and you may attend virtually through an online platform by accessing: https://uso2web.zoom.us/webinar/register/WN P1ggKq8bS9-xVzHhDN9Sbg#/registration.

4.4. Corporate representatives

To vote at the meeting (other than by proxy), a body corporate that is a Unitholder must appoint a person to act as its representative. The appointment must set out what the representative is appointed to do and may set out restrictions on the representative's powers. If the appointment is to be by reference to a position held, the appointment must identify the position. The representative must bring to the meeting evidence of their appointment, including authority under which it is signed.

4.5. Before the meeting

Attending the meeting in person

Unitholders or their corporate representatives attending the meeting in person are requested to:

- 1. Advise of their intended attendance by contacting AUFM on 1300 997 774 or by email at australianunitywealth@unitregistry.com.au
- 2. Arrive at the meeting approximately 30 minutes prior to the time of commencement of the meeting in order to:
 - Have their unitholding confirmed against the register of Unitholders; and
 - Have any Power of Attorney or appointment as a corporate representative verified at the time of registration.

Attending the meeting virtually

Unitholders or their corporate representatives who wish to participate in the meeting online may do so by entering the following URL into an internet browser on your computer, laptop, smartphone, tablet or other smart device: https://uso2web.zoom.us/webinar/register/WN_PlggKq8bS9-xVzHhDN9Sbg#/registration.

You can log in to the meeting by:

• Clicking on the zoom link shown above and entering your details and passcode when the meeting commences, which you will receive via a confirmation email.

If you have been nominated as a corporate representative or third-party proxy, please contact Automic on talaria@automicgroup.com.au.

Attending the meeting online enables unitholders to view the meeting live, ask questions and cast direct votes at the appropriate times whilst the meeting is in progress.

It is recommended that a proxy vote is lodged in advance of the meeting. If you wish to vote online during the poll, please contact talaria@automicgroup.com.au.

4.6. Chair

AUFM will appoint its representative to Chair the meeting before the commencement of the meeting.

The Chair will be responsible for the general conduct of the meeting and for the procedures adopted by it. The Chair may adopt any procedures which in their opinion are necessary or desirable for the proper and orderly recording of votes at the meeting. The decision of the Chair on any matter relating to the conduct of the meeting is final.

4.7. Quorum

- 1. Quorum
 - Under the Fund Constitution, a quorum consists of at least five Unitholders or 60% of the Unitholders, whichever is the lower, present in person or by proxy, unless, at any time, there is only one Unitholder, in which case that one Unitholder constitutes a quorum.
- 2. No quorum
 - If a quorum is not present within 30 minutes after the scheduled time for the meeting, the meeting will be adjourned to another time and place that AUFM decides.

4.8. Voting

The Resolution in relation to the Fund must be decided by a poll, as it is an extraordinary resolution. On a poll, each member of the Fund who is eligible to vote has one vote for each dollar of the value of the total interests they have in the Fund. The value of the interest is the amount that would be paid on a withdrawal of that interest on the business day immediately prior to the date of the meeting.

4.9. Extraordinary resolution in relation to proposed retirement of current Responsible Entity and appointment of new Responsible Entity

The Resolution is an extraordinary resolution and in accordance with Sections 9 and 601FL of the Corporations Act will be passed if at least 50% of the total votes that may be cast by members entitled to vote on the Resolution (including those who are not present in person or by proxy at the meeting) are cast in favour of the Resolution, including in the manner permitted under the ASIC instrument (see section 3).

4.10. Jointly held units

If an interest in the Fund is held jointly and more than one member votes in respect of that interest, only the vote of the member whose name appears first in the register of members counts.

4.11. Meeting

The meeting for the Fund will be carried out in the following manner:

- (a) If a quorum for the meeting is present, the meeting will be declared open. The Chair of the meeting will outline the purpose of the meeting, what will occur if the Resolution is passed and what will occur if the Resolution is not passed.
- (b) Under the Fund Constitution, a quorum consists of at least five Unitholders or 60% of the Unitholders, whichever is the lower, present in person or by proxy, unless, at any time, there is only one Unitholder, in which case that one Unitholder constitutes a quorum.
- (c) If a quorum for the meeting is not present within 30 minutes after the scheduled start time, then AUFM will adjourn the meeting to another time and place.

- (d) The Chair will inform those members present as to the number of proxy votes received for, against, and abstaining from voting in relation to the Resolution.
- (e) The Resolution will be put to the meeting for the Unitholders present at the meeting, to cast their votes.
- (f) The meeting will then be adjourned, and the votes tallied. The final outcome of the Resolution for the Fund, when available, will then be announced during the meeting and the meeting closed. The final outcome of the Resolution will also be published on the Talaria website at www.talariacapital.com.au.

4.12. Supreme Court Consent

The Fund is a trust established under the laws of Victoria. Under section 180 of the Crimes Act 1958 (Vic), it is an offence for a trustee to receive any valuable consideration as an inducement or reward for appointing another trustee in its place, unless the assent of the beneficiaries of the trust or of the Supreme Court is obtained. Under the DoRA, indemnities are given in favour of AUFM by EQT, which likely amount to 'valuable consideration' for the purposes of s 180.

The Supreme Court of Victoria Court's assent to the 'valuable consideration' offered to and obtained by AUFM in connection with the DoRA is expected to be received prior to the date of the meeting. Outcome will be published on our website.

5. Consequences

5.1. Consequences if the Resolution is passed

If the Resolution is passed in relation to the Fund, EQT will become the Responsible Entity of the Fund.

The retirement of AUFM and the appointment of EQT will take effect upon AUFM lodging a Notice of Change of Responsible Entity with ASIC in relation to the Fund (which must be completed within two business days of the meeting) and ASIC updating its records to name EQT as the Responsible Entity of the Fund.

As a consequence of EQT becoming the Responsible Entity of the Fund, EQT is authorised and required by law to operate the Fund and perform the functions set out in the Constitution of the Fund and the Corporations Act.

5.2. Consequences if the Resolution is not passed

If the Resolution is not passed, AUFM will remain as responsible entity for the Fund and Talaria will remain as investment manager of the Fund.

6. Other important information

If you require additional information, contact us on the details below.

Details	Australian Unity Funds Management Limited
Address	271 Spring Street, Melbourne VIC 3000
Email	australianunitywealth@unitregistry.com.au
Phone	1300 997 774 or +61 3 9616 8687 (if calling from overseas).

6.1. No investment advice or representations

Unitholders should rely only on the information in this Notice of Meeting and Explanatory Memorandum. Any other information may not be relied upon as being authorised by AUFM. Except as required by law and then only to the extent so required, neither AUFM nor any associate of AUFM warrants the future performance of the Fund.

This Notice of Meeting and Explanatory Memorandum should not be taken to be financial product advice, or an offer, invitation, or recommendation to invest. This document is not investment advice. Unitholders should seek their own professional advice on the matters addressed. In particular, this Notice of Meeting and Explanatory Memorandum does not take into account the investment objectives, financial situation, or particular needs of any person. You should consider the appropriateness of any investment, taking into account your investment objectives, financial situation, and particular needs before making any investment decision.

6.2. References to us

In this document, the description, "we", "us", or "our" refers to AUFM. AUFM is a wholly owned subsidiary of Australian Unity Limited (AUL) (ABN 23 087 648 888). AUL, together with its subsidiaries including AUFM, form the group of companies referred to as the 'Australian Unity Group'.

6.3. Continuous disclosure

In accordance with ASIC Regulatory Guide 198, we will meet our continuous disclosure requirements by way of website disclosure. All disclosure required under the continuous disclosure obligations is available on our website. You can obtain a free paper copy of such disclosure documents by calling us on 1300 997 774 or +61 3 9616 8687 (if calling from overseas).

6.4. Privacy

AUFM, its affiliates and service providers acting on behalf of the Fund may collect personal information in the process of implementing the meeting of Unitholders. Such information may include the name, contact details and holdings of Unitholders. The primary purpose of the collection of personal information is to assist AUFM to implement the meeting. Personal information of the type described above may be disclosed to AUFM, print and mail service providers of AUFM and other service providers acting on behalf of the Fund. Unitholders have certain rights to access personal information that has been collected.

We may collect and manage your personal information in accordance with the law and the Australian Unity Privacy Policy, which can be accessed from our website – australianunity.com.au/privacy-policy. If you have any concerns or questions about the privacy of your personal information, please contact our Privacy Officer:

Email: investments@australianunity.com.au

Address: GPO Box 4360, Melbourne VIC 3001

If you are not satisfied with how your concern was addressed, you may contact the Privacy Commissioner at:

Address: Office of the Australian Information Commissioner, GPO Box 5218, Sydney NSW 2001

Online: www.oaic.gov.au/privacy/privacy-complaints

Unitholders should contact AUFM in the first instance if they wish to access their personal information.