



22 July 2022

ASX ANNOUNCEMENT

Notice received under sections 203D(2) and 249F of the Corporations Act

The Board of Ten Sixty Four Limited (ASX: X64; the "Company") advises in accordance with ASX Listing Rule 3.17A that it has received the attached notice ("Notice") pursuant to sections 203D(2) and 249F of the *Corporations Act 2001* (Cth) ("Corporations Act") from Vitrinite Holdings Pty Ltd ACN 614 033 180 ("Vitrinite") and Arbiter Partners Capital Management LLC (together, the "Requisitioners") of their intention to call and arrange to hold a general meeting of the Company under section 249F of the Corporations Act for the purpose of moving resolutions for:

- the removal of Mr Jeffrey William McGlinn and Mr Andrew Charles Hunt as directors of the Company;
- the removal of any other person who is appointed as a director of the Company between the date of the Notice and the date of the general meeting, as a director of the Company; and
- the appointment of three directors nominated by the Requisitioners.

The Notice does not specify the date on which the Requisitioners intend to arrange to hold the requisitioned meeting.

The Company notes that the Company's former managing director, Mr Paul Ryan Welker, is a director of Vitrinite (one of the Requisitioners) and a beneficiary of the PRW Family Trust which controls approximately 18.75% of the issued capital and voting rights in Vitrinite.¹

The Board awaits details of the basis on which the Requisitioners seek to remove two directors of the Company, including the Chairman, Mr Jeffrey William McGlinn, who has provided significant leadership to the Company since his appointment as Chairman in March 2021.

The Company is considering the validity of the Notice and will keep shareholders updated on any material developments.

Board recommends that shareholders **TAKE NO ACTION** in relation to any proposed meeting. The Board will provide a response and voting recommendation in relation to any meeting materials which are circulated to shareholders.

This announcement has been authorised for release by the Board of Ten Sixty Four Limited.

¹ Based on Paul Ryan Welker's Appendix 3Z announced to the ASX on 1 July 2022.

TEN SIXTY FOUR®

TEN SIXTY FOUR LIMITED
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ASX: X64

**THE GOLD
STANDARD**



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ABOUT TEN SIXTY FOUR

Ten Sixty Four is an unhedged, high-grade gold producer which operates the Co-O Gold Mine in the Philippines and is exploring Queensland's Drummond Basin. Ten Sixty Four has no long term debt and is targeting new growth opportunities in Australasia.

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**THE GOLD
STANDARD**

20 July 2022

Intention to call a general meeting and move resolutions to remove directors

Sections 203D and 249F of the *Corporations Act 2001* (Cth)

To: Ten Sixty Four Limited ACN 099 377 849 (**Company**)

Vitrinite Holdings Pty Ltd ACN 614 033 180 and Arbiter Partners Capital Management LLC (**Requisitioning Shareholders**) are each a registered shareholder who holds at least 5% of the votes that may be cast at a general meeting of shareholders of the Company.

In accordance with section 203D(2) of the Corporations Act 2001 (Cth) (**Corporations Act**), the Requisitioning Shareholders give notice of their intention to move resolutions 4 and 5, as stated below.

Further, the Requisitioning Shareholders propose to call and arrange to hold a general meeting of the shareholder of the Company under section 249F of the Corporations Act (**Meeting**) for the purpose of considering and, if thought fit, passing each of the following resolutions at the Meeting as an ordinary resolution:

1. "That Ms Debra Anne Bakker be appointed as a director of Ten Sixty Four Limited ACN 099 377 849 with immediate effect."
2. "That Mr Edward (Ned) Arnold Collery be appointed as a director of Ten Sixty Four Limited ACN 099 377 849 with immediate effect."
3. "That Mr Lazaros Nikeas be appointed as a director of Ten Sixty Four Limited ACN 099 377 849 with immediate effect."
4. "That Mr Jeffery William McGlenn be removed as a director of Ten Sixty Four Limited ACN 099 377 849 with immediate effect."
5. "That Mr Andrew Charles Hunt be removed as a director of Ten Sixty Four Limited ACN 099 377 849 with immediate effect."
6. "Any person appointed as a director of Ten Sixty Four Limited ACN 099 377 849 between 20 July, 2022 and the end of this general meeting (other than Ms Debra Anne Bakker, Mr Edward (Ned) Arnold Collery and Mr Lazaros Nikeas) be removed as a director of Ten Sixty Four Limited ACN 099 377 849 with immediate effect."

The current shareholdings of the Requisitioning Shareholders are set out in schedule 1 to this notice.

Executed as a deed by **Vitrinite Holdings Pty Ltd**
ACN 614 033 180 acting by the following persons
or, if the seal is affixed, witnessed by the following
persons in accordance with s127 of the
Corporations Act 2001:



.....
Signature of director

Nicholas Williams

.....
Name of director (print)



.....
Signature of director/company secretary

Paul Ryan Welker

.....
Name of director/company secretary (print)

Signed, sealed and delivered by Arbiter Partners
Capital Management LLC by its duly authorised
signatory in the presence of:



Ross Levin

.....
Signature of witness

Ross Levin

.....
Name of witness (print)

Paul J. Isaac

.....
Signature of authorised signatory

Paul J. Isaac

.....
Name of authorised signatory (print)

Schedule 1 Shareholdings of requisitioning shareholders

Name	Number of shares	Voting power (%)¹
Vitrinite Holdings Pty Ltd ACN 614 033 180	16,149,025	7.08
Arbiter Partners Capital Management LLC	28,066,943	12.31
Total	44,215,968	19.39

¹ Based on 227,956,301 ordinary shares issued in the capital of the Company.