

rmaglobal

RMA Global Limited
ABN 69 169 102 523
ACN 169 102 523
120 Balmain Street, Cremorne VIC 3121
PO Box 4556, Richmond East VIC 3121

The Manager
Company Announcements Office
Australian Stock Exchange
Exchange Centre
20 Bridge Street
SYDNEY
NSW
2000

25 October 2019

ELECTRONIC LODGEMENT

Dear Sir or Madam

NOTICE OF ANNUAL GENERAL MEETING – 26 NOVEMBER 2018

Please find attached the notice of Annual General Meeting sent to shareholders on 25 October.

Yours sincerely



Scott Farndell
Company Secretary



Notice of Annual General Meeting

RMA Global Limited ACN 169 102 523

Date: 26 November 2019

Time: 10:00 am (Melbourne time)

Location: Deloitte Touche Tohmatsu, Level 10, 550 Bourke Street, Melbourne, Vic, 3000

Important notice

This Notice of Annual General Meeting and Explanatory Memorandum contains an explanation of, and information about, the proposals to be considered at the Annual General Meeting of the Company on 26 November 2019. It is given to the Shareholders to help them determine how to vote on the Resolutions.

Shareholders should read this Notice of Annual General Meeting and Explanatory Memorandum in full before deciding if and how to vote on the Resolutions. If you are in doubt about what to do in relation to the Resolutions, you should consult your financial or other professional adviser.

This Notice of Annual General Meeting and Explanatory Memorandum is dated 25 October 2019.

Should you wish to discuss any matters relating to this Notice please contact Scott Fardell on +61 (0)405 172 656.

Notice of Annual General Meeting

RMA Global Limited ACN 169 102 523

Notice is given that the Annual General Meeting of the members of RMA Global Limited (**Company**) will be held:

- on 26 November 2019
- at 10:00 am (Melbourne time)
- at Deloitte Touche Tohmatsu, Level 10, 550 Bourke Street, Melbourne, Victoria, 3000

Business

Financial Statements and Reports

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the Company for the financial year ended 30 June 2019.

Note: There is no requirement for the Shareholders to approve these reports.

Resolution 1 – Remuneration Report

To consider and, if thought fit, pass the following resolution:

“That the Remuneration Report of the Company for the financial year ended 30 June 2019 be adopted.”

Note:

- this Resolution is advisory only and does not bind the Company or its Directors; and
- the Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when considering the Company's future remuneration policies.

Voting Exclusion

Votes may not be cast, and the Company will disregard any votes cast, on Resolution 1:

- a) by or on behalf of any Key Management Personnel (**KMP**) member whose remuneration details are included in the Remuneration Report, or any of their closely related parties, regardless of the capacity in which the votes are cast; or
- b) by any person who is a KMP member as at the time Resolution 1 is voted on at the AGM, or any of their closely related parties, as a proxy, unless the votes are cast as a proxy for a person who is entitled to vote on Resolution 1:

- in accordance with a direction in the proxy appointment; or
- by the Chair of the AGM in accordance with an express authorisation in the proxy appointment to cast the votes even if Resolution 1 is connected directly or indirectly with the remuneration of a KMP member.

Defined terms used in these Voting Exclusions:

For the purposes of these voting exclusions:

- The **KMP** are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, either directly or indirectly. This includes all Directors (executive and non-executive).
- A ***closely related party*** of a KMP member means:
 - a spouse or child of the member; or
 - a child of the member's spouse; or
 - a dependant of the member or of the member's spouse; or
 - anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company; or
 - a company the member controls.

The Company will also apply these voting exclusions to persons appointed as attorney by a shareholder to attend and vote at the AGM under a power of attorney, as if they were appointed as a proxy.

Resolution 2 – Approval of Proposed Issue of Placement Shares to Mr David Williams, Non-Executive Director and Chairman

To consider and, if thought fit, pass the following resolution:

"That the Company hereby approves, for the purpose of ASX Listing Rule 10.11 and for all other purposes, the issue to Mr David Williams or his nominee(s) of 5,300,000 fully paid ordinary shares on the basis more fully described in the Explanatory Memorandum accompanying and forming part of the Notice of this Meeting."

Voting Exclusion

The entity will disregard any votes cast in favour of Resolution 2 by or on behalf of:

- Mr David Williams; or
- an Associate of Mr David Williams.

However, the entity need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or

- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 3 – Approval of Proposed Issue of Placement Shares to Mr Edward van Roosendaal, Director

To consider and, if thought fit, pass the following resolution:

"That the Company hereby approves, for the purpose of ASX Listing Rule 10.11 and for all other purposes, the issue to Mr Edward van Roosendaal of 1,000,000 fully paid ordinary shares on the basis more fully described in the Explanatory Memorandum accompanying and forming part of the Notice of this Meeting."

Voting Exclusion

The entity will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- (a) Mr Edward van Roosendaal; or
- (b) an Associate of Mr Edward van Roosendaal.

However, the entity need not disregard a vote if:

- (c) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (d) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 4 – Ratification of Placement

To consider and, if thought fit, pass the following resolution:

"That the Company hereby approves, for the purpose of ASX Listing Rule 7.4 and for all other purposes, the issue by the Company of 38,700,000 fully paid ordinary shares to sophisticated and professional investors on the basis more fully described in the Explanatory Memorandum accompanying and forming part of the Notice of this Meeting."

Voting Exclusion

The entity will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- (a) sophisticated and professional investors who have participated in the issue; or
- (b) an Associate of sophisticated and professional investors who have participated in the issue.

However, the entity need not disregard a vote if:

- (c) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (d) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 5 – Re-election of Director – Mr Philip Powell

To consider and, if thought fit, pass the following resolution:

“That Philip Powell, a non-executive Director of the Company who retires from the office of Director by rotation in accordance with clause 63 of the Constitution and ASX Listing Rule 14.4, being eligible and offering himself for re-election, is re-elected as a Director of the Company.”

Other Business

To consider any other business brought forward in accordance with the Constitution or the law.

Voting entitlement time

1. It has been determined (in accordance with section 1074E(2)(g)(i) of the Corporations Act and regulation 7.11.37 of the *Corporations Regulations 2001* (Cth)) that for the purposes of the Meeting, the Company's shares will be taken to be held by the persons who are the registered Shareholders of the Company at 7:00pm (Melbourne time) on 24 November 2019. Accordingly, those persons are entitled to attend and vote (if not excluded) at the Meeting.

Proxies

1. A member who is entitled to vote at the Meeting may appoint:
 - (a) one proxy if the member is only entitled to one vote; or
 - (b) one or two proxies if the member is entitled to more than one vote.
2. Where the member appoints two proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise half of the votes the member is entitled to, in which case any fraction of votes will be disregarded.
3. A proxy need not be a member of the Company.
4. If you require an additional proxy form, the Company will supply it on request.
5. The proxy form and the power of attorney or other authority (if any) under which it is signed (or a certified copy) must be received by the Company, at least 48 hours before the time for holding the Meeting (ie. by no later than 10:00 am (Melbourne time) on 24 November 2019), at:

- (a) online: www.investorvote.com.au
- (b) by mail: C/- Computershare Investor Services Pty Limited GPO Box 242 , Melbourne Victoria, 3001
- (c) by fax: on 1800 783 447 (within Australia) or (61 3) 9473 2555 (outside Australia) ; or
- (d) by hand: 452 Johnston St, Abbotsford, VIC 3067 (please do not use this address for mailing purposes).

For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

- 6. Proxies given by corporate shareholders must be executed in accordance with their constitutions, or under the hand of a duly authorised attorney.
- 7. If the appointment of a proxy specifies the way the proxy is to vote on a particular resolution:
 - (a) the proxy is not required to vote on a show of hands, but if the proxy does so, the proxy must vote as directed (subject to any applicable voting exclusions);
 - (b) if the proxy has two or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands;
 - (c) if the proxy is not the Chairman of the Annual General Meeting, the proxy need not vote on a poll but if the proxy does so, the proxy must vote as directed (subject to any applicable voting restrictions); and
 - (d) if the proxy is the Chairman of the Annual General Meeting, the proxy must vote on a poll and must vote as directed.
- 8. There are some circumstances where the Chairman of the Annual General Meeting will be taken to have been appointed as a Shareholder's proxy for the purposes of voting on a particular resolution even if the Shareholder has not expressly appointed the Chairman of the Annual General Meeting as their proxy. This will be the case where:
 - (a) the appointment of the proxy specifies the way the proxy is to vote on a particular resolution;
 - (b) the Chairman of the Annual General Meeting is not named as the proxy;
 - (c) a poll has been called on the resolution; and
 - (d) either of the following applies:
 - (i) the proxy is not recorded as attending the Annual General Meeting; or
 - (ii) the proxy attends the Annual General Meeting but does not vote on the resolution.
- 9. If a Shareholder appoints the Chairman of the Meeting as the Shareholder's proxy and does not specify how the Chairman is to vote on an item of business,

the Chairman will vote, as proxy for that Shareholder, in favour of the item on a poll.

Corporate Representatives

10. A body corporate that is a Shareholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed, unless it has previously been given to the Company.

Dated: 25 October 2019

By order of the Board



Scott Farndell
Company Secretary

RMA Global Limited – Annual General Meeting

Explanatory Memorandum

1. Introduction

This Explanatory Memorandum forms part of this Notice of Meeting and has been prepared to provide Shareholders with sufficient information to consider the Resolutions contained in the accompanying Notice of Annual General Meeting of the Company. The Annual General Meeting of the Company will be held on 26 November 2019 commencing at 10:00am (Melbourne time) at the offices of Deloitte Touche Tohmatsu, Level 10, 550 Bourke Street, Melbourne, 3000.

The Board recommends that Shareholders read this Explanatory Memorandum carefully and in its entirety before making any decision in relation to the Resolutions.

Capitalised terms not defined in this Notice of Meeting have the meaning given in the Glossary in Section 4 of the Explanatory Memorandum.

2. Financial statements and report

The Corporations Act requires:

- the reports of the directors and auditors; and
- the annual financial report, including the financial statements of the Company,

for the financial year ended 30 June 2019, to be laid before the Annual General Meeting. Neither the Corporations Act nor the Constitution require a vote of Shareholders on the reports or statements. However, Shareholders as a whole will be given a reasonable opportunity to raise questions or comments on the management of the Company.

Also, a reasonable opportunity will be given to Shareholders as a whole at the Meeting to ask the Company's auditor questions relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

Shareholders can access a copy of the annual report on the Company's website at <https://www.rma-global.com/>.

3. Resolutions

Resolution 1: Remuneration Report

Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is in the 2019 Annual Report of the Company and is also available on the Company's website at <https://www.rma-global.com/>.

The Remuneration Report:

- (a) describes the policies behind and structure of the remuneration arrangements of the Company and the link between the remuneration of employees and the Company's performance;
- (b) sets out the remuneration arrangements in place for each Director and for specified senior executives of the Company; and
- (c) explains the differences between the bases for remunerating non-executive Directors and executives, including any executive Directors.

The Corporations Act requires the agenda for an Annual General Meeting to include a resolution that the Remuneration Report be adopted. Should 25% or more of the votes cast on this Resolution (in person or by proxy) be against approval of the Remuneration Report, then at the 2020 Annual General Meeting the resolution to approve next year's Remuneration Report must be approved by more than 75% of the votes cast to avoid a resolution being put to the 2020 Annual General Meeting to consider a spill of the Board.

A reasonable opportunity for discussion of, and comment on, the Remuneration Report will be provided at the Annual General Meeting.

The Board recommends that Shareholders **vote in favour** of Resolution 1 to adopt the Remuneration Report.

Resolutions 2 and 3 – Approval of Proposed Issue of Placement Shares to Mr David Williams, Non-Executive Director and Chairman and Mr Edward van Roosendaal, Director

(a) Explanation

On 20 September 2019, the Company announced a placement of 45,000,000 new Shares in the Company (**New Shares**) to a limited number of professional and sophisticated investors to raise a total of approximately \$9 million at an issue price of \$0.20 per New Share (**Placement**). The issue price under the Placement represented a 15.3% discount to the volume-weighted average price of the Company's Shares traded on ASX over the 5 trading days up to, and including, 18 September 2019.

The New Shares did not exceed 15% of the Company's issued capital and therefore did not require Shareholder approval under ASX Listing Rule 7.1. Completion of the Placement will enable the Company to accelerate its penetration of the US, Australian and other real estate markets as part of its strategy of becoming an essential service provider to real estate agents and participants in the residential property sector.

The New Shares rank equally in all respects with the existing Shares in the Company.

The first stage of the Placement involved the issue of 38,700,000 New Shares in the Company to sophisticated and/or institutional investors. Settlement of these New Shares took place on 27 September 2019 and commenced trading on ASX on 30 September 2019.

The issue of the remainder of the New Shares (being 6,300,000 New Shares) is, subject to the receipt of Shareholder approval, proposed to be issued to related parties of the Company (**Related Party New Shares**).

Under ASX Listing Rule 10.11, a listed company must obtain the approval of its shareholders before it can issue securities to a related party.

The proposed issue of securities to Mr David Williams (being 5,300,000 Related Party New Shares) and Mr Edward van Roosendaal (being 1,000,000 Related Party New Shares) requires Shareholder approval under ASX Listing Rule 10.11 because, as Directors, each of Mr David Williams and Mr Edward van Roosendaal is a related party of the Company.

Pursuant to ASX Listing Rule 7.2 (Exception 14), if an issue is made with the approval of holders of ordinary securities under ASX Listing Rule 10.11, then approval is not required under ASX Listing Rule 7.1.

(b) Required Information

ASX Listing Rule 10.13 sets out a number of matters which must be included in a notice of meeting for a proposed approval under ASX Listing Rule 10.11. The following information is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

Name of the person	David Williams is a related party of the Company by virtue of the fact that he is a Director.	Edward van Roosendaal is a related party of the Company by virtue of the fact that he is a Director.
Number of securities to be issued	5,300,000 Related Party New Shares for an aggregate subscription amount of \$1,060,000 (to be issued to David Williams and/or his nominee(s)).	1,000,000 Related Party New Shares for an aggregate subscription amount of \$200,000 (to be issued to Edward van Roosendaal and/or his nominee(s)).
Date by which the securities will be issued	26 November 2019 and otherwise, no later than 30 days after the date of the Meeting.	26 November 2019 and otherwise, no later than 30 days after the date of the Meeting.

Terms of securities	<p>The Related Party New Shares will be fully paid ordinary shares.</p> <p>The Related Party New Shares will rank equally with the existing Shares on issue.</p>	<p>The Related Party New Shares will be fully paid ordinary shares.</p> <p>The Related Party New Shares will rank equally with the existing Shares on issue.</p>
Issue price of the securities	<p>The Related Party New Shares will be issued at a price of \$0.20 per Related Party New Shares.</p>	<p>The Related Party New Shares will be issued at a price of \$0.20 per Related Party New Shares.</p>
Intended use of funds	<p>The proceeds will be used to enable the Company to accelerate its penetration of the US, Australian and other real estate markets as part of its strategy of becoming an essential service provider to real estate agents and participants in the residential property sector.</p>	<p>The proceeds will be used to enable the Company to accelerate its penetration of the US, Australian and other real estate markets as part of its strategy of becoming an essential service provider to real estate agents and participants in the residential property sector.</p>

(c) Voting

Some shareholders and proxies may not be allowed to vote in favour of these Resolutions. Please refer to the voting exclusion statement in the Notice of Meeting.

(d) Board recommendation

Other than Mr David Williams (who abstains from making a recommendation), the directors unanimously recommend that eligible shareholders **vote in favour** of Resolution 2 set out in the accompanying Notice of Meeting.

Other than Mr Edward van Roosendaal (who abstains from making a recommendation), the directors unanimously recommend that eligible shareholders **vote in favour** of Resolution 3 set out in the accompanying Notice of Meeting.

If Shareholders cannot attend the Meeting, they are urged to complete the proxy form and return it (see proxy form for details) as soon as possible and, in any event by 10:00am (Melbourne time) on 24 November 2019.

Resolution 4: Ratification of Placement

(a) Explanation

The Company seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the placement of 38,700,000 New Shares that were issued to sophisticated and professional investors under the first stage of the Placement on 30 September 2019, within the Company's capacity to issue securities pursuant to ASX Listing Rule 7.1.

ASX Listing Rule 7.1 provides that a company must not, during a 12 month period, issue or agree to issue in excess of 15% of the number of securities on issue at the commencement of that 12 month period without Shareholder approval.

ASX Listing Rule 7.4 allows for the ratification of previous issues of securities which are not made with Shareholder approval (or under another exception to ASX Listing Rule 7.1) provided that the issue of securities did not breach the Company's placement capacity under ASX Listing Rule 7.1. If Shareholders ratify the issue of securities at general meeting, those securities will be treated as having been made with approval for the purpose of ASX Listing Rule 7.1. If the Company's Shareholders ratify the issue of New Shares that occurred on 30 September 2019, these securities will be deemed to have been issued with Shareholder approval.

(b) Reasons

The effect of the ratification of the issue of 38,700,000 New Shares under the Placement is that the Company's placement capacity under the ASX Listing Rules will be reinstated. This will enable the Company to issue a greater number of securities (should it decide to do so), subject to the ASX Listing Rules, in the next 12 months without Shareholder approval.

(c) Required information

ASX Listing Rule 7.5 sets out a number of matters which must be included in a notice of meeting for a proposed approval under ASX Listing Rule 7.4. The following information is provided to Shareholders for the purposes of ASX Listing Rule 7.5:

Number of securities issued	38,700,000 New Shares for an aggregate subscription amount of \$7,740,000.
Fixed issue price per security	The New Shares were issued at a price of \$0.20 per New Share.
Recipients of issue	Sophisticated and professional investors.

<p>Terms of securities</p>	<p>The New Shares are fully paid ordinary shares.</p> <p>The New Shares rank equally with the existing Shares on issue.</p>
<p>Intended use of funds</p>	<p>The proceeds will be used to enable the Company to accelerate its penetration of the US, Australian and other real estate markets as part of its strategy of becoming an essential service provider to real estate agents and participants in the residential property sector. Expenses associated with the Placement will be paid out of the proceeds of the Placement.</p>

(d) Voting

Some voters may not be allowed to vote in favour of these Resolutions. Please refer to the voting exclusion statement in the Notice of Meeting.

(e) Board recommendation

The directors unanimously recommend that eligible shareholders **vote in favour** of Resolution 4 set out in the accompanying Notice of Meeting.

If Shareholders cannot attend the Meeting, they are urged to complete the proxy form and return it (see proxy form for details) as soon as possible and, in any event by 10:00am (Melbourne time) on 24 November 2019.

Resolution 5: Re-election of Director – Mr Philip Powell

The Constitution provides that no Director, who is not the managing director, may hold office for a continuous period in excess of three years or until the third annual general meeting following the Director's appointment or election, whichever is the longer, without submitting for re-election. If no such Director would be required to submit for re-election, but the ASX Listing Rules require an election of Directors to be held, the Director to retire will be the Director who has been longest in office since their last election, but, as between persons who became Directors on the same day, the one to retire will (unless they otherwise agree among themselves) be determined by lot.

In accordance with this clause, Mr Philip Powell retires and being eligible, offers himself for re-election. His biographic details are set out below.

Profile of Philip Powell

Philip has over 20 years' experience in investment banking specialising in capital raisings, IPOs, mergers and acquisitions and other successful corporate finance assignments across a diverse range of sectors. He spent 10 years in senior financial roles at OAMPS Ltd, a former ASX-listed financial services group and 10 years in audit with Arthur Andersen & Co. in Melbourne, Sydney and Los Angeles. Philip has been involved in numerous IPO engagements, valuations and venture capital related raisings.

Philip is currently a non-executive Director of Medical Developments International Ltd (ASX:MVP), BARD 1 Lifesciences Ltd (ASX:BD1) and PolyNovo Ltd (ASX:PNV). Philip is a qualified Chartered Accountant, a Fellow of FINSIA and a member of the Australian Institute of Company Directors. He is also the Chairman of RMA's Audit and Risk Committee.


Board recommendation


The Board (excluding Philip Powell, who abstains from making a recommendation) recommends supporting the re-election of Philip Powell and recommends that Shareholders **vote in favour** of Resolution 5.

4. Glossary

Associate	has the meaning given for the purposes of the ASX Listing Rules.
ASX	means ASX Limited or its financial market, the Australian Securities Exchange, as the context requires.
ASX Listing Rules	means the listing rules of ASX (as amended).
Board	means the board of directors of the Company.
Company	means RMA Global Limited ACN 169 102 523.
Constitution	means the constitution of the Company.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Director	means a director of the Company.
Explanatory Memorandum	means this explanatory memorandum that forms part of the Notice of Meeting.
Meeting or Annual General Meeting	means the annual general meeting of Shareholders called by the Notice of Meeting.
Notice or Notice of Meeting or Notice of Annual General Meeting	means this notice of annual general meeting and explanatory memorandum.
Remuneration Report	means the remuneration report set out in the Company's 2018 Annual Report.
Resolution	means a resolution set out in the Notice.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a holder of one or more Shares.

Need assistance?

 **Phone:**
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

 **Online:**
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00 am (Melbourne time) Sunday 24 November 2019.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

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 your proxy may vote or abstain as they choose (to the extent permitted by law). 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 percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast 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 percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this 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 this 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. Delete titles as applicable.

ATTENDING THE MEETING

If you are attending in person, please bring this form with you to assist registration.

Corporate Representative

If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 182984

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of RMA Global Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of RMA Global Limited to be held at the offices of Deloitte Touche Tohmatsu, 550 Bourke Street, Melbourne VIC 3000 on Tuesday, 26 November 2019 at 10:00 am (Melbourne time) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 2 & 3 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 2 & 3 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 2 & 3 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval of Proposed Issue of Placement Shares to Mr David Williams, Non-Executive Director and Chairman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of Proposed Issue of Placement Shares to Mr Edward van Roosendaal, Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Re-election of Director - Mr Philip Powell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically