

## 2024 Annual General Meeting

**Melbourne, Australia, 28 October 2024:** RMA Global Limited (ASX:RMY) (RMY or the Company) advises that the Annual General Meeting is to be held at the Company's offices at Level 1, 112-114 Balmain Street, Cremorne on Wednesday, 27 November 2024 at 10.00am (AEDT).

The notice of meeting and proxy form (a copy of which follows) were dispatched to Shareholders today in accordance with their communication preference.

Authorised by the Company Secretary, Prateek Munjal. Email: [coysec@ratemyagent.com](mailto:coysec@ratemyagent.com)



## Notice of Annual General Meeting

RMA Global Limited ACN 169 102 523

**Date:** Wednesday 27 November 2024

**Time:** 10:00 am (AEDT)

**Location:** RMA Global offices (Level 1, 112-114 Balmain Street, Cremorne, 3121) and virtually

### 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 27 November 2024. 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.

The Directors encourage Shareholders to participate in the Meeting via either attendance (in person or by proxy) at the physical venue or through the online platform. While Shareholders will be able to vote online during the Meeting, Shareholders are encouraged to lodge a proxy ahead of the Meeting, even if they are participating online. If you are unable to attend, please lodge your vote online at <https://investor.automic.com.au/#/loginsah>

We invite Shareholders to submit questions in advance of the Meeting. Questions may also be submitted online at [https://us02web.zoom.us/webinar/register/WN\\_QVUqFyJfRJO2XggB5XvLIQ](https://us02web.zoom.us/webinar/register/WN_QVUqFyJfRJO2XggB5XvLIQ) or in advance of the Annual General Meeting by emailing them to Prateek Munjal (Company Secretary) at [coysec@ratemyagent.com](mailto:coysec@ratemyagent.com).

This Notice of Annual General Meeting and Explanatory Memorandum is dated 28 October 2024.

Should you wish to discuss any matters relating to this Notice please contact Prateek Munjal (Company Secretary) on +61 (0) 416 816 758.

For personal use only

# Notice of Annual General Meeting

RMA Global Limited ACN 169 102 523

Notice is given that the Annual General Meeting (**AGM**) of the members of RMA Global Limited (the **Company**) will be held on Wednesday, 27 November 2024 at 10:00 am (AEDT).

## Asking questions

A discussion will be held on all items to be considered at the AGM.

Shareholders attending the AGM will have a reasonable opportunity to ask questions during the AGM, including an opportunity to ask questions of the Company's external auditor.

To ensure that as many Shareholders as reasonably practicable have the opportunity to speak, Shareholders are requested to observe the following:

- (a) all Shareholder questions should be stated clearly and should be relevant to the business of the AGM, including matters arising from the Annual Report, Directors' Report (including the Remuneration Report) and Auditor's Report, and general questions about the performance, business or management of the Company;
- (b) if a Shareholder has more than one question on an item, all questions should be asked at the same time; and
- (c) Shareholders should not ask questions at the AGM regarding personal matters or those that are commercial in confidence.

Shareholders may register questions in advance of the AGM and are invited to do so.

The Company will attempt to address the more frequently asked questions in the Chairman and Chief Executive Officer's presentations at the Annual General Meeting. Shareholders are invited to submit questions in advance of the Meeting. Questions may also be submitted online at [https://us02web.zoom.us/webinar/register/WN\\_QVUqFyJfRJO2XggB5XvLIQ](https://us02web.zoom.us/webinar/register/WN_QVUqFyJfRJO2XggB5XvLIQ) or in advance of the Annual General Meeting by emailing them to Prateek Munjal (Company Secretary) at [coysec@ratemyagent.com](mailto:coysec@ratemyagent.com) by 5:00 pm (AEDT) on Wednesday, 20 November 2024.

## 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 2024.

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

# Resolutions

## Resolution 1: Remuneration Report

To consider and, if thought fit, pass the following non-binding Resolution as an ordinary resolution:

1. *“That, for the purposes of section 250R(2) of the Corporations Act, the Remuneration Report of the Company, as contained in the Director’s Report for the financial year ended 30 June 2024, 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 in relation to Resolution 1

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 Annual General Meeting, 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:

- (c) in accordance with a direction in the proxy appointment; or
- (d) by the Chairman of the Annual General Meeting 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.

## Resolution 2: Re-election of Director

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

2. *“That, Mr. Max Oshman, a non-executive Director 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.”*

## Resolution 3: Re-election of Director

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

3. *“That, Mr. Charlie Oshman, a non-executive Director 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.”*

#### **Resolution 4: Re-election of Director**

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

4. *“That, Mr. David Williams, a non-executive Director 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.”*

#### **Resolution 5: Election of new Director**

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

5. *“That, pursuant to and in accordance with ASX Listing Rule 14.4, and clauses 61 and 62 of the Constitution and for all other purposes, Mr. Shane Greenan, Director, who was appointed on 19 December 2023, retires and being eligible, is elected as a Director.”*

#### **Resolution 6: Approval of Rights Plan**

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

6. *“That, for the purposes of ASX Listing Rule 7.2 (Exception 13) and for all other purposes, Shareholders approve the issue and grant of rights and options by the Board in its discretion in accordance with the Rights Plan (a summary of which is set out in the Explanatory Memorandum) as an exception to ASX Listing Rule 7.1.”*

#### **Voting Exclusion in relation to Resolution 6**

Votes may not be cast, and the Company will disregard any votes cast, in favour of Resolution 6 by or on behalf of:

- (a) a person who is eligible to participate in the Rights Plan; or
- (b) an Associate of that person (or those persons).

However, this does not apply to a vote cast in favour of Resolution 6 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- (b) the Chairman of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the resolution; and
  - (ii) the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote that way.

In addition, a vote must not be cast on Resolution 6 by a member of the KMP of the Company, or a closely related party of a KMP, acting as a proxy for a person entitled to vote, if their appointment does not specify the way the proxy is to vote on the resolution. This restriction on voting undirected proxies does not apply to the Chairman of the AGM acting as a proxy for a person entitled to vote on the resolution because the proxy appointment expressly authorises the Chairman of the AGM to exercise undirected proxies even though the resolution the resolution is connected directly or indirectly with the remuneration of a member of the KMP of the Company.

## **Resolutions 7 to 12: Director participation in the Rights Plan**

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

7. *"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of 4,517,065 Rights to Mr. David Williams or his nominee(s) under and in accordance with the Rights Plan and as more fully described in the Explanatory Memorandum."*
8. *"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of 3,011,370 Rights to Mr. Ashley Farrugia or his nominee(s) under and in accordance with the Rights Plan and as more fully described in the Explanatory Memorandum."*
9. *"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of 3,011,370 Rights to Mr. Shane Greenan or his nominee(s) under and in accordance with the Rights Plan and as more fully described in the Explanatory Memorandum."*
10. *"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of 1,806,822 Rights to Mr. Charlie Oshman or his nominee(s) under and in accordance with the Rights Plan and as more fully described in the Explanatory Memorandum."*
11. *"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of 1,806,822 Rights to Mr. Max Oshman or his nominee(s) under and in accordance with the Rights Plan and as more fully described in the Explanatory Memorandum."*
12. *"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of 1,806,822 Rights to Mr. Ed van Roosendaal or his nominee(s) under and in accordance with the Rights Plan and as more fully described in the Explanatory Memorandum."*

## **Voting Exclusion in relation to Resolutions 7 to 12**

The Company will disregard any votes cast in favour of Resolutions 7 to 12 by or on behalf of:

- (a) a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Rights Plan or an Associate of that person (or those persons); and
- (b) a person who is a KMP at the time the resolution is voted on at the AGM (or any respective closely related party).

However, this does not apply to a vote cast in favour of Resolutions 7 to 12 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- (b) the Chairman of the meeting as proxy or attorney for a person who is entitled to vote

on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or

- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the resolution; and
  - (ii) the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote that way.

In addition, a vote must not be cast on any of Resolutions 7 to 12 by a member of the KMP of the Company, or a closely related party of a KMP, acting as a proxy for a person entitled to vote, if their appointment does not specify the way the proxy is to vote on the resolution. This restriction on voting does not apply to the Chairman of the AGM acting as a proxy for a person entitled to vote on Resolutions 7 to 12 because the proxy appointment expressly authorises the Chairman of the AGM to exercise undirected proxies even though the resolutions are connected directly or indirectly with the remuneration of a member of the KMP of the Company.

### **Resolution 13: Approval of 10% placement capacity**

To consider and, if thought fit, to pass the following resolution as a special resolution:

*13. "That, pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum."*

### **Voting Exclusion in relation to Resolution 13**

The Company will disregard any votes cast in favour of Resolution 13 by or on behalf of:

- (a) any person who is expected to participate in, or who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of Shares); or
- (b) an Associate of that person (or those persons).

However, this does not apply to a vote cast in favour of Resolution 13 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- (b) the Chairman of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the resolution; and
  - (ii) the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote that way.

As at the date of this Notice of Meeting, the Company has no specific plans to issue Equity Securities under the 10% Placement Capacity and therefore it is not known who (if any) may participate in a potential (if any) issue of equity securities under the 10% Placement Capacity.

#### **Resolution 14: Approval of issue of Initial Consideration Shares**

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

14. *"That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of:*
- (a) Shares to Mr. Joseph E. Duenat; and*
  - (b) Shares to Mr. Christopher J. Curtis,*
- as part consideration for the Acquisition on the terms and conditions as more fully described in the Explanatory Memorandum."*

#### **Voting Exclusion in relation to Resolution 14**

The Company will disregard any votes cast in favour of Resolution 14 by or on behalf of:

- (a) Mr. Joseph E. Duenat, Mr. Christopher J. Curtis or any person who will obtain a material benefit as a result of, the proposed issue of Shares (except a benefit solely by reason of being a holder of Share); or
- (b) an Associate of that person (or those persons).

However, this does not apply to a vote cast in favour of Resolution 14 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- (b) the Chairman of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the resolution; and
  - (ii) the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote that way.

#### **Resolution 15: Ratification of issue of Shares**

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

15. *"That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of Shares by the Company to certain institutional and sophisticated investors under the Placement on the terms and conditions as more fully described in the Explanatory Memorandum."*

#### **Voting Exclusion in relation to Resolution 15**

The Company will disregard any votes cast in favour of Resolution 15 by or on behalf of:

- (a) a person who participated in the issue which is the subject of Resolution 15; or
- (b) an Associate of that person (or those persons).



However, this does not apply to a vote cast in favour of Resolution 15 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- (b) the Chairman of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the resolution; and
  - (ii) the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote that way.

#### **Resolution 16: Approval of issue of Shares to David Williams**

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*16. "That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 5,208,333 Shares to Mr. David Williams on the terms and conditions more fully described in the Explanatory Memorandum."*

#### **Voting Exclusion in relation to Resolution 16**

The Company will disregard any votes cast in favour of Resolution 16 by or on behalf of:

- (a) David Williams or any other person who will obtain a material benefit as a result of, the proposed issue of Shares (except a benefit solely by reason of being a holder of Share); or
- (b) an Associate of that person (or those persons).

However, this does not apply to a vote cast in favour of Resolution 16 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- (b) the Chairman of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the resolution; and
  - (ii) the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote that way.

### **Resolution 17: Approval of issue of Shares to Ashley Farrugia**

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*17. "That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 416,667 Shares to Mr. Ashley Farrugia on the terms and conditions more fully described in the Explanatory Memorandum."*

#### **Voting Exclusion in relation to Resolution 17**

The Company will disregard any votes cast in favour of Resolution 17 by or on behalf of:

- (a) Ashley Farrugia or any other person who will obtain a material benefit as a result of, the proposed issue of Shares (except a benefit solely by reason of being a holder of Share); or
- (b) an Associate of that person (or those persons).

However, this does not apply to a vote cast in favour of Resolution 17 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- (b) the Chairman of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the resolution; and
  - (ii) the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote that way.

### **Resolution 18: Approval of issue of Shares to Shane Greenan**

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*18. "That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 312,500 Shares to Mr. Shane Greenan on the terms and conditions more fully described in the Explanatory Memorandum."*

#### **Voting Exclusion in relation to Resolution 18**

The Company will disregard any votes cast in favour of Resolution 18 by or on behalf of:

- (a) Shane Greenan or any other person who will obtain a material benefit as a result of, the proposed issue of Shares (except a benefit solely by reason of being a holder of Share); or
- (b) an Associate of that person (or those persons).

However, this does not apply to a vote cast in favour of Resolution 18 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- (b) the Chairman of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the resolution; and
  - (ii) the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote that way.

### **Resolution 19: Approval of issue of Shares to Max Oshman**

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*19. "That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 1,041,667 Shares to Mr. Max Oshman on the terms and conditions more fully described in the Explanatory Memorandum."*

### **Voting Exclusion in relation to Resolution 19**

The Company will disregard any votes cast in favour of Resolution 19 by or on behalf of:

- (a) Max Oshman or any other person who will obtain a material benefit as a result of, the proposed issue of Shares (except a benefit solely by reason of being a holder of Share); or
- (b) an Associate of that person (or those persons).

However, this does not apply to a vote cast in favour of Resolution 19 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- (b) the Chairman of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the resolution; and
  - (ii) the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote that way.

## **Defined terms used in these Voting Exclusions**

For the purposes of the voting exclusions applicable to resolutions 1, 6 and 7 to 12:

- (a) 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).
- (b) A **closely related party** of a KMP member means:
  - (i) a spouse or child of the member; or
  - (ii) a child of the member's spouse; or
  - (iii) a dependent of the member or of the member's spouse; or
  - (iv) 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
  - (v) 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 Annual General Meeting under a power of attorney, as if they were appointed as a proxy.

## **Other Business**

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

## **Voting entitlement time**

It has been determined (in accordance with section 1074E(2)(g) of the Corporations Act and regulation 7.11.37 of the *Corporations Regulations 2001* (Cth)) that for the purposes of the Meeting, the Shares will be taken to be held by the persons who are the registered Shareholders at 7:00 pm (AEDT) on 25 November 2024. 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 (i.e. by no later than 10:00 am (AEDT) on 25 November 2024), at:

<b>Online</b>	<p>Lodge the Proxy Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> by following the instructions:</p> <ol style="list-style-type: none"> <li>1. Login to the Automic website using the holding details as shown on the Proxy Form.</li> <li>2. Click on 'View Meetings' – 'Vote'.</li> </ol> <p>To use the online lodgment facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.</p> <p>For further information on the online proxy lodgment process please see the <b>Online Proxy Lodgement Guide</b> at <a href="https://www.automicgroup.com.au/virtual-agms/">https://www.automicgroup.com.au/virtual-agms/</a></p>
<b>By post</b>	Automic, GPO Box 5193, Sydney NSW 2001
<b>By hand</b>	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

6. Any Proxy Voting instructions received after 10:00 am (AEDT) on 25 November 2024 will not be valid for the scheduled Meeting. Proxies given by corporate Shareholders must be executed in accordance with their constitutions, or under the hand of a duly authorized 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.

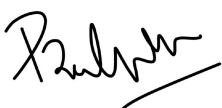
## Corporate Representatives

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 send the evidence of his or her appointment, including any authority under which it is signed, to the Company registry prior to the Meeting unless it has previously been given to the Company.

## Voting on-line during the meeting

1. Shareholders who wish to vote virtually on the day of the AGM will need to login to the online meeting platform powered by Automic.
2. Login with the username and password or click "**register**" to create a new account. Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting. An account can be created via the following link [investor.automic.com.au](https://investor.automic.com.au) and then clicking on "**register**" and following the prompts.
3. Shareholders will need their Securityholder Reference Number or Holder Identification Number, which is printed at the top of the Voting Form/Proxy Form, to create an account with Automic.
4. On-line voting will be open between the commencement of the Annual General at 10:00 am (AEDT) on Wednesday, 27 November 2024 and the time at which the Chairman announces the closure of voting.
5. For further information on the live voting process please see the **Registration and Voting Guide** at <https://www.automicgroup.com.au/virtual-agms/>

**Dated:** 28 October 2024 By order of the Board



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Prateek Munjal  
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 information to consider the Resolutions contained in this Notice of Annual General Meeting. The Annual General Meeting of the Company will be held on 27 November 2024 commencing at 10:00 am (AEDT) at the RMA Global head offices at Level 1, 112-114 Balmain Street, Cremorne VIC 3121 and online at [https://us02web.zoom.us/webinar/register/WN\\_QVUgFyJfRJO2XggB5XvLIQ](https://us02web.zoom.us/webinar/register/WN_QVUgFyJfRJO2XggB5XvLIQ)

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 this Explanatory Memorandum.

### 2. Financial statements and report

The Corporations Act requires:

- (a) the reports of the directors and auditors; and
- (b) the annual financial report, including the financial statements of the Company,

for the financial year ended 30 June 2024, 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 financial statements and reports contained in the Company's 2024 Annual Report and on the performance of the Company generally.

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 in the Company's 2024 Annual Report and the independence of the auditor in relation to the conduct of the audit.

Shareholders can access a copy of the 2024 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 2024 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 non-binding resolution that the Remuneration Report be adopted. Should 25% or more of the votes cast on this Resolution (in person, by proxy, attorney or by representative) be against approval of the Remuneration Report, then at the 2025 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 2025 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 vote on Resolution 1 is advisory only and will not bind the Directors or the Company. The Board will take the outcome of the vote into consideration when reviewing remuneration practices and policies of the Company.

#### **Board recommendation**

Noting that each Director has a personal interest in their own remuneration from the Company (as described in the Remuneration Report), and that each Director (or any closely related party of a Director) is excluded from voting their Shares on Resolution 1, the Board recommends that Shareholders **vote in favour** of Resolution 1 to adopt the Remuneration Report.

#### **Resolution 2, 3 & 4: Re-election of Directors**

Clause 63 of 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 is required to submit for re-election, the ASX Listing Rules still 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 and 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 the above clause of the Constitution and ASX Listing Rules, Mr. Max Oshman, Mr. Charlie Oshman and Mr. David Williams retire and being eligible, offers themselves for re-election. Their biographic details are set out below.



### **Profile of Mr. Max Oshman**

Max was appointed a Non-executive Director on 23 August 2021.

Max is currently the Chief Executive Officer at TheLab in New York where he has been since 2008. TheLab is a subsidiary of Wellcom Group Pty Ltd, until 2019 an Australian listed company. Max brings significant digital marketing, digital analytics and UX experience. Max is an accomplished design executive with more than 20 years of experience in the US market and internationally.

Max has a Bachelor of Science degree in Information Systems and Marketing from Stern Business School in New York City.

### **Profile of Mr. Charlie Oshman**

Charlie was appointed a Non-executive Director on 23 August 2021.

Charlie founded Reonomy, a successful real estate start-up in the US. Reonomy is a smart data and analytics platform that provides detailed information to enable better investment decisions in the Commercial Real Estate (**CRE**), CRE debt, and CRE backed securities industries. He also started and sold another real estate analytics company in 2020 focused on agency mortgage-backed securities. Charlie is an expert in real estate data and analytics.

Charlie brings real estate data expertise, analytics, tech, and SaaS experience to RMA.

### **Profile of Mr. David Williams**

David was appointed a Non-executive Director and Chairman on 27 November 2016.

David is an experienced director and corporate advisor with a track record in business development, mergers, acquisitions, and capital raising. He has almost 40 years of experience advising ASX listed companies. David is currently the Chairman of PolyNovo Ltd (ASX:PNV), the Chairman of InoviQ Ltd (ASX: IIQ), and is the Managing Director of corporate advisory firm Kidder Williams Ltd.

David holds an Honours and Master's degree and is a Fellow of the Australian Institute of Company Directors.

### **Board recommendations**

The Board (excluding Mr. Max Oshman, who abstains from making a recommendation) recommends supporting the re-election of Mr. Max Oshman and recommends that Shareholders **vote in favour** of Resolution 2.

The Board (excluding Mr. Charlie Oshman, who abstains from making a recommendation) recommends supporting the re-election of Mr. Charlie Oshman and recommends that Shareholders **vote in favour** of Resolution 3.

The Board (excluding Mr. David Williams, who abstains from making a recommendation) recommends supporting the re-election of Mr. David Williams and recommends that Shareholders **vote in favour** of Resolution 4.

### **Resolution 5: Election of new Director**

In accordance with ASX Listing Rule 14.4, a director appointed as an addition to the Board must not hold office (without election) past the next annual general meeting of the entity.

Clause 62.1 of the Constitution provides that only the Directors may appoint any person as a Director to fill a casual vacancy or as an addition to the existing Directors. Further, clause 62.2 of the Constitution provides that unless the Director is the Managing Director and the ASX Listing Rules do not require that Director to be subject to retirement as set out in clause 62 of the Constitution, a Director appointed under clause 62.1 will hold office until the end of the next annual general meeting of the Company, at which the Director may be re-elected.

In accordance with the Constitution and ASX Listing Rules, Mr. Shane Greenan, being eligible, offers himself for election. Mr. Shane Greenan's biographic details are set out below.

### ***Profile of Mr. Shane Greenan***

Shane was appointed a Non-executive Director on 19 December 2023.

Shane is a seasoned executive with over 20 years of experience as a CFO spanning M&A, Capital Raisings, Operations, Financial and General Management in software and services companies. He has held executive and non-executive directorships at publicly listed and private equity backed companies.

Previous roles include CFO of ActivePipe (a successful Melbourne founded PropTech); CFO of Catapult Group International Limited; CFO of Keycorp Limited; and Investment Executive at Enterprise Equity (a Venture Capital firm specialising in early stage and expanding businesses).

Shane is a qualified Chartered Accountant, a Fellow of Chartered Accountants Ireland and holds a Senior Executive MBA from the Melbourne Business School.

### ***Board recommendation***

The Board (excluding Mr. Shane Greenan, who abstains from making a recommendation) recommends supporting the election of Mr. Shane Greenan and recommends that Shareholders **vote in favour** of Resolution 5.

### ***Resolution 6: Approval of Rights Plan***

#### ***6.1 Explanation***

The Board has reviewed the current equity based incentive plans in place and has formed the view that a new equity incentive plan is appropriate to foster strong alignment between the interests of employees and shareholders in the creation of long term sustainable shareholder value. In designing the Rights Plan, the Board has considered the following:

- **Incentivising Performance:** Aligning the interests of key employees with Shareholders by rewarding the creation of shareholder value.
- **Attracting and Retaining Talent:** A competitive options / rights scheme is essential to attract and retain high-calibre talent in a competitive market.
- **Company Growth:** The Board believes that linking rewards to the long-term performance of the Company will drive sustainable growth and innovation.

#### ***6.2 The need for shareholder approval***

ASX Listing Rule 7.2 (Exception 13) provides that any Equity Securities issued under an employee incentive scheme that has been approved by shareholders within the last three years are not counted when calculating the maximum number of Equity Securities that a company may issue without shareholder approval under the 15% cap in ASX Listing Rule 7.1.

The Rights Plan is a new employee incentive scheme that has not previously been approved by Shareholders. As a result, the Rights Plan is being put to Shareholders for approval at this AGM for the purposes of ASX Listing Rule 7.2 (Exception 13).

### 6.3 Summary of the terms of the Rights Plan

<p><b>Maximum number of shares that may be issued</b></p>	<p>The Board shall not invite an eligible person to participate if the total number of Shares issued or allotted pursuant to the following would exceed 15% of the number of Shares on issue from time to time:</p> <ul style="list-style-type: none"> <li>• the number of Shares which are subject of the proposed application to acquire Rights;</li> <li>• the total number of Shares which are the subject of any outstanding application to acquire Rights;</li> <li>• the total number of Shares issued or allotted pursuant to the Rights Plan within the three years preceding the proposed application; and</li> <li>• the total number of Shares issued, or rights or options outstanding under any other Company employee share plan granted, within three years preceding the proposed application; and</li> </ul> <p>excluding the total number of Shares granted pursuant to the Rights Plan, rights or options granted or any other Company employee share plan, that have been subsequently forfeited or that were issued more than 3 years before the invitation.</p>
<p><b>Ranking of shares issued under the Rights Plan</b></p>	<p>Shares issued on the exercise of the Rights will rank equally in all respects with other Shares from the date of allotment and issue.</p>
<p><b>Participation in new issues of shares</b></p>	<p>A Right holder cannot, in their capacity as a holder of Rights, participate in new issues of securities to existing Shareholders without exercising the Rights and becoming a Shareholder by the relevant record date.</p>
<p><b>Vesting conditions, expiry dates, exercise price and share acquisition price</b></p>	<p>Rights are issued to eligible participants with each Right entitling the holder to be allotted or transferred one Share in the Company on exercise.</p> <p>The Conditions (i.e. 'Vesting Conditions', 'Forfeiture Conditions'), if any, Term (if applicable), acquisition price (if any) and exercise price (if any) are determined by the Board in its discretion.</p> <p>The Rights granted to participants may be subject to:</p> <ul style="list-style-type: none"> <li>• 'Vesting Conditions', being any conditions that must be satisfied before a Right vests, as determined by the Board and may include conditions relating to any or all of: <ul style="list-style-type: none"> <li>○ continuing employment;</li> <li>○ performance of the participant;</li> <li>○ performance of the Company; or</li> <li>○ the occurrence of specific events; and</li> </ul> </li> <li>• 'Forfeiture Conditions', being any conditions that could or may result in a participant forfeiting any Rights or an interest in a Right. Unless determined otherwise by the Board, while Rights are held by a participant, they are subject to forfeiture if any of the following forfeiture conditions are satisfied: <ul style="list-style-type: none"> <li>○ if the participant ceases employment, but</li> </ul> </li> </ul>

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	<p>only to the extent the forfeiture conditions referred to below under the heading 'Treatment of Rights on cessation of employment' apply; or</p> <ul style="list-style-type: none"> <li>○ if, in the opinion of the Board, any of the 'Vesting Conditions' have not been or cannot be satisfied for any reason, all of the participant's rights subject to such 'Vesting Conditions' will be forfeited.</li> </ul> <p>The Board may waive any or all forfeiture conditions.</p>
<p><b>Treatment of options on cessation of employment</b></p>	<p><i>Cessation of employment as a Leaver</i></p> <p>If a participant in the Rights Plan ceases employment as a 'Leaver', unvested Rights will normally be forfeited, unless and except to the extent the invitation to the Participant otherwise provided, subject to the Board's discretion to permit some or all of those unvested Rights to vest based on its assessment of the circumstances in which the participant has ceased employment.</p> <p>A 'Leaver' is a participant who ceases employment and who is not a 'Good Leaver' or a 'Bad Leaver'. A 'Leaver' will include, but is not limited to, a participant who ceases employment due to resignation (with agreement of the Board), retirement (other than with the agreement of the Board) or redundancy (where the Board so determines).</p> <p><i>Cessation of employment as a Good Leaver</i></p> <p>If a participant of the Rights Plan ceases employment as a 'Good Leaver', then subject to the Board's discretion to determine otherwise, unless and except to the extent the invitation to the participant provided otherwise, Rights will vest in accordance with the applicable vesting period that has elapsed as at the date on which employment ceases having regard to the extent to which any performance conditions have been achieved (as determined by the Board).</p> <p>The balance of any unvested Rights that do not vest will be forfeited, unless and except to the extent that invitation to the participant otherwise provided.</p> <p>A 'Good Leaver' is a participant who ceases employment for reasons of retirement (with agreement of the Board), ill-health, total and permanent disablement, redundancy (where the Board so determines) or death, or the sale by the relevant Group Company of the business in which the participant is employed such that it is no longer a member of the Group.</p> <p><i>Cessation of employment as a Bad Leaver</i></p> <p>If a participant in the Rights Plan ceases employment or office, and the Board determines that the participant is a 'Bad Leaver', all rights, entitlements and interests in any Rights held by the participant will be forfeited.</p> <p>A 'Bad Leaver' is a participant who ceases employment or office with any Group Company in any of the following circumstances:</p> <ul style="list-style-type: none"> <li>• the Participant's employment is terminated, or the Participant is dismissed from office, due to: <ul style="list-style-type: none"> <li>○ serious and wilful misconduct;</li> <li>○ material breach of the terms of any contract of employment or office entered into by the Group Company with the participant;</li> </ul> </li> </ul>

	<ul style="list-style-type: none"> <li>○ gross negligence;</li> <li>○ or following a performance improvement plan in respect of the participant; or</li> <li>○ other conduct justifying termination of employment or office without notice either under the participant's contract of employment of the participant's office, or at common law;</li> </ul> <ul style="list-style-type: none"> <li>● the participant is under a performance improvement plan at the time of their cessation of employment or office;</li> <li>● the participant ceases employment or office by reason of redundancy unless otherwise determined by the Board;</li> <li>● the participant ceases his or her employment or office for any reason and commences employment or office, or otherwise acts, in breach of any post-termination restrictions contained in his or her contract of employment or office entered into by the relevant member of the Group and the participant;</li> <li>● the participant is ineligible to hold his or her office for the purposes of Part 2D.6 of the Corporations Act;</li> <li>● the participant has commenced or threatened to commence legal proceedings against a Group Company and the Board determines that this paragraph applies to the participant; or</li> <li>● the Board determines that the participant who ceases employment or office with any Group Company is a 'Bad Leaver'.</li> </ul>
<p><b>Change of control</b></p>	<p>If in the opinion of the Board the Company is likely to become subject to a 'Change of Control', the Board may at its absolute discretion make a determination that some or all of a participant's unvested Rights vest and allow the participant to:</p> <ul style="list-style-type: none"> <li>● exercise the vested Rights in order to be able to dispose of the underlying Shares; or</li> <li>● request the Company to buy-back the rights for market value.</li> </ul> <p>In the event of a 'Change of Control' where the Board has not exercise the discretion referred to above in respect of all of a participant's unvested Rights, all unvested Rights vest and:</p> <ul style="list-style-type: none"> <li>● if the Board so determines, each such participant may exercise the vested Rights in order to be able to dispose of the underlying Shares; or</li> <li>● the Company will buy-back the Rights for market value.</li> </ul> <p>For these purposes, 'Change of Control' means:</p> <ul style="list-style-type: none"> <li>● the merger or consolidation of the Company into another company;</li> <li>● the acquisition of voting power of more than 50% in the Company by any party; or</li> <li>● any similar event which the Board determines in its discretion.</li> </ul>

<p><b>Cash settlement</b></p>	<p>The Board has the discretion to cause the Company to cash settle Rights. The cash settlement amount in respect of the Rights will be determined by reference to the market value of the Rights at the relevant time or an amount agreed with the holder of the Rights.</p>
<p><b>Lapse of Rights</b></p>	<p>Rights will lapse and be incapable of exercise on the earliest to occur of the following:</p> <ul style="list-style-type: none"> <li>• the date the Term (being the period specified by the Board in the invitation during which a participant may exercise a Right) ends (if applicable);</li> <li>• the date Rights are forfeited;</li> <li>• the date the Company commences to be wound up; and</li> <li>• the date otherwise determined by the Board as provided in the invitation in respect of the Rights.</li> </ul> <p>In the event the Rights lapse, the acquisition price of the Rights (if any) paid by the participant as consideration for the grant of Rights will be refunded in full to the participant.</p> <p>A participant will have no rights, benefits or entitlement attaching to Rights, including the right to any proceeds, from any Rights which lapse and releases and holds the Company harmless in respect of any claim thereof.</p>
<p><b>Amendments and administration</b></p>	<p>The Board may add to, repeal, amend, alter or vary any or all of the provisions of the Rights Plan rules in writing in any respect, including the rights or obligations of the participant, provided that no addition, repeal, amendment, alteration or variation of the terms and conditions will:</p> <ul style="list-style-type: none"> <li>• without the participant's consent in writing, materially reduce the participant's accrued benefits or entitlements as they existed before the date of the amendment;</li> <li>• without the participant's consent in writing, impose additional obligations on the participant in respect of his or her Rights; or</li> <li>• repeal, amend, alter or vary this rule,</li> </ul> <p>unless the addition, repeal, amendment, alteration or variation is introduced primarily:</p> <ul style="list-style-type: none"> <li>• for the purpose of complying with or conforming to present or future laws or regulating the maintenance or operation of the Rights Plan, including any relevant tax legislation;</li> <li>• to correct any manifest error or mistake; or</li> <li>• to enable the Rights Plan or the Company to comply with the Corporations Act, the ASX Listing Rules or its Constitution.</li> </ul> <p>The Rights Plan is administered by the Board. Further, the Board may delegate some or all of its powers and functions under the Rights Plan to a person or to a committee of two or more persons.</p>

	The Board may decide to terminate or suspend the operation of the Rights Plan either for a fixed period or indefinitely, and may also decide to end any period of suspension. If the Rights Plan terminates, is suspended or is discontinued for any reason, the accrued rights of the participants will not be prejudiced.
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#### **6.4 Effect if the resolution is passed or not passed**

If the resolution is passed, the Company will be able to issue options and rights under the Rights Plan without the issue reducing the number or Equity Securities that may be issued within the 15% limit prescribed by ASX Listing Rule 7.1.

The Company has the ability to issue a maximum of 15% of issued share capital (98,269,519 Rights/Shares) under the Rights Plan in the next three years and in accordance with the Listing Rule 7.2 (Exception 13) approval (if obtained). At present it is proposing to issue 15,960,261 Rights under the Rights Plan after Shareholder approval is received for Resolutions 7 to 12 shortly after the AGM.

If the resolution is not passed, any issues of options or rights under the Rights Plan will reduce the number of Equity Securities that the Company may issue within the 15% limit prescribed by ASX Listing Rule 7.1.

#### **6.5 Recommendation**

Noting the voting exclusion that applies to Resolution 6, the Board recommends that Shareholders **vote in favour** of Resolution 6.

### **Resolutions 7 to 12: Director participation in Rights Plan**

#### **7.1 The need for shareholder approval**

ASX Listing Rule 10.14 provides that an entity must only allow directors or their associates to acquire securities under an employee incentive scheme with the approval of shareholders and provided the notice of meeting complies with the requirements set out in ASX Listing Rule 10.15. Under ASX Listing Rule 7.2 (Exception 14), issues of securities that receive shareholder approval under ASX Listing Rule 10.14 do require approval under ASX Listing Rule 7.1. The Rights Plan is an employee incentive scheme for the purposes of the ASX Listing Rules.

The Board proposes to issue Rights to David Williams, Edward van Rosendaal, Charlie Oshman, Max Oshman, Ashley Farrugia and Shane Greenan under the Rights Plan, and therefore seeks Shareholder approval under ASX Listing Rule 10.14.

#### **7.2 Terms on which Rights will be granted to Directors**

<b>The name and category which the person falls within in ASX Listing Rule 10.14.1 – 10.14.3 and why</b>	David Williams, Edward van Rosendaal, Charlie Oshman, Max Oshman, Ashley Farrugia and Shane Greenan fall within the category in Listing Rule 10.14.1 as they are Directors of the Company.
<b>The number and class of securities proposed to be issued to the person</b>	15,960,261 Rights in total will be issued to the Directors, comprised of: <ul style="list-style-type: none"> <li>• 4,517,055 Rights to be issued to David Williams;</li> <li>• 3,011,370 Rights to be issued to Ashley Farrugia;</li> <li>• 3,011,370 Rights to be issued to Shane Greenan;</li> <li>• 1,806,822 Rights to be issued to Charlie Oshman;</li> <li>• 1,806,822 Rights to be issued to Max Oshman; and</li> </ul>

<p><b>If the person is a director, the details (including the amount) of the director's current total remuneration package</b></p>	<ul style="list-style-type: none"> <li>• 1,806,822 Rights to be issued to Ed van Roosendaal.</li> </ul> <p>David Williams' current total remuneration package consists of:</p> <ul style="list-style-type: none"> <li>• \$100,000 per annum cash remuneration (including superannuation); and</li> <li>• incentive payment consisting of the issue of 4,517,055 Rights, amounting to a total grant value of approximately A\$133,479 as at the date the Board approved the grant.</li> </ul> <p>Ashley Farrugia's current total remuneration package consists of:</p> <ul style="list-style-type: none"> <li>• \$60,000 per annum cash remuneration (including superannuation); and</li> <li>• incentive payment consisting of the issue of 3,011,370 Rights, amounting to a total grant value of approximately A\$88,986 as at the date the Board approved the grant.</li> </ul> <p>Shane Greenan's current total remuneration package consists of:</p> <ul style="list-style-type: none"> <li>• \$60,000 per annum cash remuneration (including superannuation); and</li> <li>• incentive payment consisting of the issue of 3,011,370 Rights, amounting to a total grant value of approximately A\$88,986 as at the date the Board approved the grant.</li> </ul> <p>Charlie Oshman's current total remuneration package consists of:</p> <ul style="list-style-type: none"> <li>• \$60,000 per annum cash remuneration (excluding superannuation); and</li> <li>• incentive payment consisting of the issue of 1,806,822 Rights, amounting to a total grant value of approximately A\$53,392 as at the date the Board approved the grant.</li> </ul> <p>Max Oshman's current total remuneration package consists of:</p> <ul style="list-style-type: none"> <li>• \$60,000 per annum cash remuneration (excluding superannuation); and</li> <li>• incentive payment consisting of the issue of 1,806,822 Rights, amounting to a total grant value of approximately A\$53,392 as at the date the Board approved the grant.</li> </ul> <p>Ed van Roosendaal's current total remuneration package consists of:</p> <ul style="list-style-type: none"> <li>• \$60,000 per annum cash remuneration (including superannuation); and</li> <li>• incentive payment consisting of the issue of 1,806,822 Rights, amounting to a total grant value of approximately A\$53,392 as at the date the Board approved the grant.</li> </ul>
<p><b>The number of securities that have previously been issued to the person under the scheme and the average acquisition price (if any) paid by the person for those securities</b></p>	<p>Nil.</p>



<p><b>If the securities are not fully paid ordinary shares, a summary of the material terms of the securities, an explanation of why that type of security is being used and the value attributed to that security and its basis</b></p>	<p>The material terms of the Rights are set out in the table on pages 20 to 24.</p> <p>Rights have been selected to remunerate and incentivise Directors to create shareholder value via a sustained increase in the value of the Shares.</p> <p>The value the Company attributes to each Right is \$0.02955 cents, being an amount calculated by an independent financial adviser using the binomial option pricing model.</p>
<p><b>The date or dates on or by which the Company will issue the securities to the person under the scheme which must not be later than 3 years after the date of this meeting</b></p>	<p>If the Resolution is passed by Shareholders, the Rights will be issued on 27 November 2024 or otherwise no later than 45 days after the date of the Meeting.</p>
<p><b>The price at which the Company will issue the securities to the person under the scheme</b></p>	<p>There will be no issue price for the Rights to be issued.</p> <p>The exercise price for each Right will be a minimum of \$0.116 cents (or, if the volume-weighted average price (<b>VWAP</b>) of the Shares over the 10 trading days prior to the date of grant is higher than 11.6 cents, the exercise price shall be set higher than the 10 day VWAP ).</p>
<p><b>A summary of the material terms of the scheme</b></p>	<p>A summary of the Rights Plan is set out in the table on pages 20 to 24.</p>
<p><b>No loans</b></p>	<p>No loans are proposed in connection with the proposed issue of the Rights.</p>
<p><b>Additional disclosures</b></p>	<p>If the Resolution 7 is not passed, the Company will not be able to proceed with the issue of the Rights noted above to David Williams and the Company will consider alternative means of providing remuneration incentives to David Williams.</p> <p>If Resolution 7 is passed, the Company will be able to proceed with the issue of the Rights to David Williams as planned. The issue will also fall within an exception to the 15% placement limit in ASX Listing Rule 7.1 so that the issue of the Rights will not affect the Company's subsequent placement capacity for the purposes of that ASX Listing Rule.</p> <p>If the Resolution 8 is not passed, the Company will not be able to proceed with the issue of the Rights noted above to Ashley Farrugia and the Company will consider alternative means of providing remuneration incentives to Ashley Farrugia.</p> <p>If Resolution 8 is passed, the Company will be able to proceed with the issue of the Rights to Ashley Farrugia as planned. The issue will also fall within an exception to the 15% placement limit in ASX Listing Rule 7.1 so that the issue of the Rights will not affect the Company's subsequent placement capacity for the purposes of that ASX Listing Rule.</p> <p>If the Resolution 9 is not passed, the Company will not be able to proceed with the issue of the Rights noted above to Shane Greenan and the Company will consider alternative means of providing remuneration incentives to Shane Greenan.</p> <p>If Resolution 9 is passed, the Company will be able to proceed with the issue of the Rights to Shane Greenan as planned. The issue will also fall within an exception to the 15% placement limit in ASX Listing Rule 7.1 so that the issue of the Rights will not</p>

affect the Company's subsequent placement capacity for the purposes of that ASX Listing Rule.

If the Resolution 10 is not passed, the Company will not be able to proceed with the issue of the Rights noted above to Charlie Oshman and the Company will consider alternative means of providing remuneration incentives to Charlie Oshman.

If Resolution 10 is passed, the Company will be able to proceed with the issue of the Rights to Charlie Oshman as planned. The issue will also fall within an exception to the 15% placement limit in ASX Listing Rule 7.1 so that the issue of the Rights will not affect the Company's subsequent placement capacity for the purposes of that ASX Listing Rule.

If the Resolution 11 is not passed, the Company will not be able to proceed with the issue of the Rights noted above to Max Oshman and the Company will consider alternative means of providing remuneration incentives to Max Oshman.

If Resolution 11 is passed, the Company will be able to proceed with the issue of the Rights to Max Oshman as planned. The issue will also fall within an exception to the 15% placement limit in ASX Listing Rule 7.1 so that the issue of the Rights will not affect the Company's subsequent placement capacity for the purposes of that ASX Listing Rule.

If the Resolution 12 is not passed, the Company will not be able to proceed with the issue of the Rights noted above to Ed van Roosendaal and the Company will consider alternative means of providing remuneration incentives to Ed van Roosendaal.

If Resolution 12 is passed, the Company will be able to proceed with the issue of the Rights to Ed van Roosendaal as planned. The issue will also fall within an exception to the 15% placement limit in ASX Listing Rule 7.1 so that the issue of the Rights will not affect the Company's subsequent placement capacity for the purposes of that ASX Listing Rule.

Details of any securities issued under the Rights Plan will be published by the Company in its annual report relating to the relevant period in which they are issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.

Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Rights Plan after this resolution is approved by Shareholders and who are not named in this Notice of AGM will not participate until Shareholder approval is obtained under ASX Listing Rule 10.14.

### **7.3 Board recommendations**

The Board (with David Williams abstaining) recommend that Shareholders vote in favour of Resolution 7.

The Board (with Ashley Farrugia abstaining) recommend that Shareholders vote in favour of Resolution 8.

The Board (with Shane Greenan abstaining) recommend that Shareholders vote in favour of Resolution 9.

The Board (with Charlie Oshman abstaining) recommend that Shareholders vote in favour of Resolution 10.

The Board (with Max Oshman abstaining) recommend that Shareholders vote in favour of Resolution 11.

The Board (with Ed van Roosendaal abstaining) recommend that Shareholders vote in favour of Resolution 12.

### **Resolution 13: Approval of 10% Placement Capacity**

#### **13.1 General**

ASX Listing Rule 7.1A enables an Eligible Entity (defined below) to seek shareholder approval at its annual general meeting to allow it to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period after the annual general meeting (**10% Placement Capacity**). The 10% Placement Capacity is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1.

An Eligible Entity for the purposes of ASX Listing Rule 7.1A is an entity that is (a) not included in the S&P/ASX 300 Index; and (b) has a market capitalisation of \$300 million or less. The Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a market capitalisation of less than \$300 million.

The Company is seeking Shareholder approval to have the ability to issue Equity Securities under the 10% Placement Capacity. The number of Equity Securities to be issued under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as described below).

Resolution 13 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

#### **13.2 ASX Listing Rule 7.1A**

##### **(a) Shareholder approval**

The ability to issue Equity Securities under the 10% Placement Capacity is subject to shareholder approval by way of a special resolution at an annual general meeting only.

##### **(b) Equity Securities**

Any Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing quoted class of Equity Securities of the company.

The Company, as at the date of the Notice, has on issue one quoted class of Equity Securities, Shares (ASX:RMY).

##### **(c) Formula for calculating 10% Placement Capacity**

ASX Listing Rule 7.1A.2 provides that Eligible Entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

**A** is the number of shares on issue at the commencement of the "relevant period" (which, for the Company, is the 12-month period immediately preceding the date of the issue or agreement):

*plus* the number of fully paid shares issued in the relevant period under an exception in ASX Listing Rule 7.2, other than exception 9, 16 or 17;

*plus* the number of fully paid shares issued in the relevant period on the conversion of convertible securities within ASX Listing Rule 7.2 exception 9 where:

- (i) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
- (ii) the issue of, or agreement to issue, the convertible securities was approved, or taken under the ASX Listing Rules to have been approved, under ASX Listing Rule 7.1 or 7.4;

*plus* the number of fully paid shares issued in the relevant period under an agreement to issue securities within ASX Listing Rule 7.2 exception 16 where:

- (i) the agreement was entered into before the commencement of the relevant period; or
- (ii) the agreement or issue was approved, or taken under the ASX Listing Rules to have been approved, under ASX Listing Rule 7.1 or 7.4;

*plus* the number of fully paid shares issued in the relevant period with approval of holders of shares under ASX Listing Rule 7.1 or 7.4;

*plus* the number of partly paid shares that became fully paid in the relevant period;

*less* the number of fully paid shares cancelled in the relevant period.

Note that A has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity;

**D** is 10%; and

**E** is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by shareholders under ASX Listing Rule 7.1 or 7.4.

(d) ASX Listing Rule 7.1 and ASX Listing Rule 7.1A

The ability of an entity to issue Equity Securities under ASX Listing Rule 7.1A is in addition to the entity's 15% placement capacity under ASX Listing Rule 7.1.

The actual number of Equity Securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 as set out above.

(e) Minimum Issue Price

The issue price of Equity Securities issued under ASX Listing Rule 7.1A must be not less than 75% of the VWAP on ASX of Shares calculated over the 15 Trading Days immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Capacity under ASX Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the Company's annual general meeting at which the approval is obtained (ie this Meeting);

- (ii) the time and date of the Company's next annual general meeting (ie the Company's 2025 annual general meeting); and
- (iii) the date of shareholder approval of a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

**(10% Placement Period).**

### **13.3 Effect of Resolution**

The effect of Resolution 13 will be to allow the Directors to issue the Equity Securities under ASX Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under ASX Listing Rule 7.1 or otherwise obtaining shareholder approval.

### **13.4 Specific information required by ASX Listing Rule 7.3A**

In accordance with ASX Listing Rule 7.3A, information is provided as follows:

- (a) If Resolution 13 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Capacity, the existing Shareholders' voting power in the Company will be diluted as shown in the below table.

There is a risk that:

- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date, which may have an effect on the amount of funds raised by the issue of the Equity Securities.

- (b) The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable 'A' calculated in accordance with the formula in ASX Listing Rule 7.1A(2) as at the date of the Notice.

- (c) The table also shows:

- (i) two examples where variable 'A' has increased, by 50% and 100%. Variable 'A' is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in ASX Listing Rule 7.1 A.2		Dilution		
		\$0.029 50% decrease in Issue Price	\$0.058 Issue Price	\$0.116 100% increase in Issue Price
Current Variable A 557,942,632 Shares	10% Voting Dilution	55,794,263 Shares	55,794,263 Shares	55,794,263 Shares
	Funds raised	\$1,618,034	\$3,236,067	\$6,472,135
50% increase in current Variable A 836,913,948 Shares	10% Voting Dilution	83,691,395 Shares	83,691,395 Shares	83,691,395 Shares
	Funds raised	\$2,427,050	\$4,854,101	\$9,708,202
100% increase in current Variable A 1,115,885,264 Shares	10% Voting Dilution	111,588,526 Shares	111,588,526 Shares	111,588,526 Shares
	Funds raised	\$3,236,067	\$6,472,135	\$12,944,269

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Capacity;
  - (ii) No options or other convertible securities are exercised into Shares before the date of the issue of the Equity Securities;
  - (iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%;
  - (iv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting;
  - (v) The table shows only the effect of issues of Equity Securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1;
  - (vi) The issue of Equity Securities under the 10% Placement Capacity consists only of Shares; and
  - (vii) The issue price is \$0.058, being the closing price of the Shares on ASX on 23 October 2024.
- (d) The Company will only issue the Equity Securities during the 10% Placement Period. The approval under Resolution 13 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities or ASX Listing Rule 11.2 (disposal of main undertaking).
- (e) The Company may seek to issue Equity Securities to use the funds raised towards the ongoing development of the Company's proprietary software technology, general working capital to facilitate the operations of the Company's existing business, as well as the expansion of the Company's operations both domestically and internationally through the acquisition of assets, businesses or investments.

- (f) The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.
- (g) The Company's allocation policy for the 10% Placement Capacity is dependent on the prevailing market conditions at the time of any proposed issue under it. The identity of the subscribers of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
  - (ii) the effect of the issue of the Equity Securities on the control of the Company;
  - (iii) the financial situation and solvency of the Company; and
  - (iv) advice from corporate, financial and broking advisers (if applicable).
- (h) In the 12 months preceding the date of the Meeting, the Company did not issue any securities under ASX Listing Rule 7.1A.2.
- (i) At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. Therefore there is no voting exclusion in the Notice.

### **13.5 Board recommendation**

The Board believes that Resolution 13 is in the best interests of the Company and unanimously recommends that Shareholders **vote in favour** of this Resolution 13.

The Chairman intends to exercise all available proxies in favour of Resolution 13.

### **Resolution 14: Approval of issue of Initial Consideration Shares**

#### **14.1 Background**

On Tuesday, 22 October 2024, the Company announced to the ASX that RateMyAgent, Inc. (**Buyer**), a Delaware corporation and subsidiary of the Company, had entered into a binding agreement (**Agreement**) to acquire Steps Marketing, Inc. (trading as Curated Social) from Mr. Joseph E. Duenat and Mr. Christopher J. Curtis (**Acquisition**). A summary of the Agreement is set out further below. Relevantly, under the Agreement, the Buyer agrees to procure the issue of US\$1 million worth of Shares to Mr. Joseph E. Duenat and Mr. Christopher J. Curtis in part consideration for the Acquisition (**Initial Consideration Shares**). The balance of the initial consideration for the Acquisition is US\$1.5 million. There is also a potential earn-out which is discussed in the summary of the Agreement set out further below.

Broadly, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The proposed issue of the Initial Consideration Shares does not fall within any of the exceptions set out in ASX Listing Rule 7.2. While the proposed issue of the Initial Consideration Shares does not exceed the 15% limit in ASX Listing Rule 7.1 and can therefore be made without breaching that rule, the Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval under ASX Listing Rule 7.1. To do this, the Company is seeking Shareholders' approval for the issue of the Initial Consideration Shares under ASX Listing Rule 7.1 so that it does not use up any of the 15% limit on issuing Equity Securities without Shareholder approval under ASX Listing Rule 7.1.

To this end, Resolution 14 seeks Shareholder approval to the issue of the Initial Consideration

Shares under and for the purposes of ASX Listing Rule 7.1.

### 14.2 Information required by the ASX Listing Rules

For the purposes of ASX Listing Rule 7.3, the following information is provided:

<p><b>The name of the persons to whom the entity will issue the securities or the basis on which those persons were or will be identified and selected</b></p>	<p>The Initial Consideration Shares will be issued to Mr. Joseph E. Duenat and Mr. Christopher J. Curtis.</p>
<p><b>The number and class of securities the Company will issue</b></p>	<p>US\$1,000,000 worth of Shares in total, comprised of:</p> <ul style="list-style-type: none"> <li>• US\$500,000 worth of Shares to Mr. Joseph E. Duenat; and</li> <li>• US\$500,000 worth of Shares to Mr. Christopher J. Curtis.</li> </ul> <p>The number of Shares to be issued to each of Mr. Joseph E. Duenat and Mr. Christopher J. Curtis will be calculated in accordance with the following formula:</p> <p style="text-align: center;"><i>US\$1,000,000 x US to AU foreign exchange rate x 50% / closing share price of the Shares on the ASX on the last business day preceding the closing date</i></p>
<p><b>The date or dates on which the entity will issue the securities, which must not be no later than 3 months after the date of the meeting</b></p>	<p>The Company will issue the Initial Consideration Shares on or before the date which is three months after the date of the AGM.</p>
<p><b>The price or other consideration the entity will receive for the issue</b></p>	<p>The Initial Consideration Shares will be issued as part of the consideration for the Acquisition under the Agreement.</p>
<p><b>The purpose of the issue, including proposed use of funds raised by the issue</b></p>	<p>The purpose of the issue of the Initial Consideration Shares is to satisfy the Buyer's (a subsidiary of the Company) obligations under the Agreement.</p>
<p><b>If the securities are issued under an agreement, a summary of any other material terms of the agreement</b></p>	<p>The Initial Consideration Shares are being issued to Mr. Joseph E. Duenat and Mr. Christopher J. Curtis under the Agreement. A summary of the material terms of the Agreement are set out below.</p>
<p><b>Additional disclosures</b></p>	<p>If Resolution 14 is passed, the Company will be able to proceed with the issue of the Initial Consideration Shares without using up any of the Company's 15% limit on issuing Equity Securities without Shareholder approval under ASX Listing Rule 7.1.</p> <p>If Resolution 14 is not passed, the issue of the Initial Consideration Shares can still proceed but it will reduce, to that extent, the Company's capacity to issue Equity Securities without Shareholder approval under ASX Listing Rule 7.1 for 12 months following the issue of the Initial Consideration Shares.</p>



### 14.3 Terms of Agreement

The material terms and conditions of the Agreement are summarised below:

<b>Acquisition</b>	The Buyer agrees to acquire, and Mr. Joseph E. Duenat and Mr. Christopher J. Curtis (together, the <b>Vendors</b> ) agree to sell, 100% of the outstanding capital stock of Steps Marketing, Inc. (a California corporation) ( <b>Target</b> ) ( <b>Sale Shares</b> ) free from liens and for the consideration referred to below.
<b>Consideration</b>	<p><b>Initial Consideration</b></p> <p>The Buyer agrees to pay the Vendors the following initial consideration for the Sale Shares:</p> <p>(a) US\$1,500,000 in cash consideration, reduced by certain debts and expenses (<b>Initial Cash Consideration</b>) and subject to a working capital adjustment; and</p> <p>(b) the issue of Shares in the Company with an aggregate value of US\$1,000,000 (<b>Initial Consideration Shares</b>).</p> <p><b>Deferred Consideration</b></p> <p>Further, if certain earn-out parameters are achieved by the end of the earn-out period (18 months after closing), the Company will pay to the Vendors an aggregate amount up to US\$1,500,000 multiplied by an 'earnout multiple' (<b>Earnout Payment</b>).</p> <p>Any Earnout Payment shall be paid:</p> <ul style="list-style-type: none"><li>• 50% in cash; and</li><li>• 50% by issuance of Shares (<b>Deferred Consideration Shares</b>). The Deferred Consideration Shares will be valued at the closing share price of the Shares on the ASX on the last business day of the earnout period.</li></ul> <p>The total value of the Earnout Payment shall be capped at US\$1,500,000.</p>
<b>Conditions</b>	Closing of the Acquisition is subject to the satisfaction of certain conditions precedent summarised below:

- there being no legal prohibition or law preventing, prohibiting invalidating or making illegal the transactions contemplated by the Agreement;
- the representations and warranties of the Buyer and the Vendors being true and accurate at and as of the closing date;
- the parties having performed and complied with, in all material respects, all covenants and agreements required to be performed or complied with at or prior to closing;
- each party having delivered the closing deliverables it is required to deliver;
- there being no material adverse effect since 31 December 2023; and
- the Company having completed a private placement of Shares in an amount at least equal to the Initial Cash Consideration.

<b>Other Provisions</b>	The Agreement otherwise contains provisions considered standard for an agreement of its nature (including representations and warranties and confidentiality provisions).
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#### **14.4 Board recommendation**

The Board believes that Resolution 14 is in the best interests of the Company and unanimously recommends that Shareholders **vote in favour** of this Resolution 14.

#### **Resolution 15: Ratification of issue of Ratification Shares**

##### **15.1 Ratification Shares**

On Tuesday, 22 October 2024, the Company announced to the ASX that it had launched a capital raising comprising of:

- (a) a placement to institutional and sophisticated investors (including certain Directors) in Australia, New Zealand and certain other foreign jurisdictions without disclosure (**Placement**) to raise approximately A\$3 million at A\$0.048 per Share to fund the Acquisition. The Placement to certain Directors is subject to Shareholder approval at the AGM; and
- (b) a share purchase plan, under which the existing Shareholders, registered in Australia or New Zealand as at 7:00 pm on the record date (being Monday, 21 October 2024), will each be offered an opportunity to subscribe for up to A\$2 million worth of Shares at \$0.048 per Share with the capacity for oversubscriptions at the Company's absolute discretion and subject to any scale back at the absolute discretion of the Company (**SPP**),

(the Placement and the SPP are collectively referred to as the **Offer**).

The Company will issue 62,500,000 Shares under the Placement, with 55,520,833 of these Shares being issued to institutional and sophisticated investors that are not Directors on or around Monday, 28 October 2024 (**Ratification Shares**), using the Company's placement capacity under ASX Listing Rule 7.1.

The Company is seeking Shareholder approval for the Ratification Shares for the purposes of ASX Listing Rule 7.4 and for all other purposes and as described further below.

##### **15.2 ASX Listing Rules**

Generally, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The issue of the Ratification Shares does not fit within any of the exceptions to ASX Listing Rule 7.1 and was not previously approved by Shareholders under ASX Listing Rule 7.1.

ASX Listing Rule 7.4 provides that where a company in general meeting approves a previous issue of Equity Securities made under ASX Listing Rules 7.1 (and provided that the previous issue did not breach ASX Listing Rules 7.1), those Equity Securities will be treated as having been made with shareholder approval for the purpose of ASX Listing Rule 7.1. Accordingly, Shareholder approval under ASX Listing Rule 7.4 will refresh the Company's ability in the future to issue up to 15% of its share capital without obtaining prior Shareholder approval to the extent of the number of Equity Securities being approved.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities in the future without the requirement to obtain prior Shareholder approval for such issues under

ASX Listing Rule 7.1. To this end, Resolution 15 seeks Shareholder approval for the issue of the Ratification Shares under and for the purposes of ASX Listing Rule 7.4.

If Resolution 15 is passed, the issue of the Ratification Shares will be excluded in calculating the Company's 15% limit under ASX Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 months following the date of issue of the Ratification Shares.

If Resolution 15 is not passed, the issue of the Ratification Shares will be included in calculating the Company's 15% limit under ASX Listing Rules 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12 months following the date of issue of the Ratification Shares.

### **15.3 Information required by the ASX Listing Rules**

For the purposes of ASX Listing Rule 7.5, the following information is provided:

<b>The name of the persons to whom the entity issued or agreed to issue the securities or the basis on which those person were identified or selected</b>	Certain institutional and sophisticated investors who participated in the Placement.
<b>The number and class of securities the Company will issue</b>	55,520,833 Shares.
<b>The date or dates on which the securities were or will be issued. If the securities have not yet been issued, the date of issue must be no later than 3 months after the date of the meeting.</b>	Monday, 28 October 2024
<b>The price or other consideration the entity will receive for the issue</b>	A\$0.048 per Share, representing a: <ul style="list-style-type: none"> <li>• 20.0% discount on the last close price on 17 October 2024 of \$0.060;</li> <li>• 16.3% discount to 5 trading day VWAP of \$0.057; and</li> <li>• 19.0% discount to 15 trading day VWAP of \$0.059.</li> </ul>
<b>The purpose of the issue, including proposed use of funds raised by the issue</b>	<ul style="list-style-type: none"> <li>• Funding the Acquisition.</li> <li>• Costs associated with the Placement and SPP.</li> <li>• Working Capital.</li> </ul>

### **15.4 Board recommendation**

The Board believes that Resolution 15 is in the best interests of the Company and unanimously recommends that Shareholders **vote in favour** of this Resolution 15.

### **Resolutions 16 to 19: Approval of issue of Shares to Directors**

#### **16.1 Director Placement Shares**

As announced on Tuesday, 22 October 2024, David Williams, Ashley Farrugia, Shane Greenan and Max Oshman (or their associated entities) committed to apply for a total of 6,979,167 Shares in the Placement in the proportions set out in the table below, subject to Shareholder approval

**(Director Placement Shares) (Related Party Recipients).**

<b>Director</b>	<b>Director Placement Shares</b>
David Williams	5,208,333
Ashley Farrugia	416,667
Shane Greenan	312,500
Max Oshman	1,041,667

**16.2 Chapter 2E of the Corporations Act**

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in section 210 to 216 of the Corporations Act.

The issue of the Director Placement Shares to the Related Party Participants constitutes giving a financial benefit and each Related Party Participant is a related party of the Company by virtue of being a Director.

Section 210 of the Corporations Act provides that shareholder approval under section 208 is not required if the financial benefit to be provided to the related party is on terms that would be reasonable in the circumstances if the company and the related party were dealing at arm's length or are less favourable than those terms.

The Directors consider that Shareholder approval under Chapter 2E of the Corporations Act is not required in respect of the issue of the Director Placement Shares because these securities are to be issued to those parties at the same price and on the same terms and conditions as to all other subscribers under the Placement.

**16.3 ASX Listing Rules requirements**

ASX Listing Rule 10.11 provides that unless one of the exceptions in ASX Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to:

- (a) a related party (ASX Listing Rule 10.11.1);
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (30%+) in the company (ASX Listing Rule 10.11.2);
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (10%+) in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so (ASX Listing Rule 10.11.3);
- (d) an associate of a person referred to in ASX Listing Rules 10.11.1 to 10.11.3 (ASX Listing Rule 10.11.4); or

- (e) a person whose relation with the company or a person referred to in ASX Listing Rule 10.11.1 or 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (ASX Listing Rule 10.11.5),

unless it obtains the approval of its shareholders.

The Related Party Participants are related parties of the Company (and therefore within the category in ASX Listing Rule 10.11.1) by virtue of being Directors. As the issue of the Director Placement Shares involves the issue of securities to a related party of the Company, Shareholder approval under ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Board that the exceptions in ASX Listing Rule 10.12 do not apply in the current circumstances.

Resolutions 16 to 19 seek the required Shareholder approval for the issue of the Director Placement Shares under and for the purposes of ASX Listing Rule 10.11.

If Resolutions 16 to 19 are passed, the Company will be able to proceed with the issue of the Director Placement Shares to the Related Party Participants within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and the Related Party Participants will be able to participate in the Placement. As it is an exception from ASX Listing Rule 7.1 under ASX Listing Rule 7.2 Exception 14 if shareholder approval for an issue of Equity Securities is obtained under ASX Listing Rule 10.11, the issue of the Director Placement Shares will not use up any of the Company's placement capacity under that rule.

If Resolutions 16 to 19 are not passed, the Related Party Participants will not be able to participate in the Placement.

#### **16.4 Information required by the ASX Listing Rules**

For the purposes of ASX Listing Rule 10.13, the following information is provided:

<b>The name and category which the person falls within in ASX Listing Rule 10.11.1 – 10.11.5 and why</b>	The Related Party Participants, fall within the category in ASX Listing Rule 10.11.1 as each is a Director, who participated in the Placement.]
<b>The number and class of securities the Company will issue</b>	5,208,333 Shares to David Williams (or his associated entity). 416,667 Shares to Ashley Farrugia (or his associated entity). 312,500 Shares to Shane Greenan (or his associated entity). 1,041,667 Shares to Max Oshman (or his associated entity).
<b>The date or dates on which the entity will issue the securities, which must not be more than 1 month after the date of the meeting</b>	The Company will issue the Shares on or before the date which is one month after the date of the AGM.
<b>The price or other consideration the entity will receive for the issue</b>	A\$0.048 per Share, representing a: <ul style="list-style-type: none"> <li>• 20.0% discount on the last close price on 17 October 2024 of \$0.060;</li> <li>• 16.3% discount to 5 trading day VWAP of \$0.057; and</li> <li>• 19.0% discount to 15 trading day VWAP of \$0.059.</li> </ul>
<b>The purpose of the issue, including proposed use of funds raised by the issue</b>	<ul style="list-style-type: none"> <li>• Funding the Acquisition.</li> <li>• Costs associated with the Placement and SPP.</li> <li>• Working Capital.</li> </ul>

If Resolutions 16 to 19 are approved by Shareholders, then in accordance with Exception 14 in ASX Listing Rule 7.2, an issue of securities made with approval of the holders of an entity's ordinary securities under ASX Listing Rule 10.11 operates as an exception to ASX Listing Rule 7.1.

### **16.5 Board recommendation**

The Board (with David Williams abstaining, being a Director who participated in the Placement, subject to receiving Shareholder approval, has a material personal interest in Resolution) recommends that Shareholders vote in favour of Resolution 16.

The Board (with Ashley Farrugia abstaining, being a Director who participated in the Placement, subject to receiving Shareholder approval, has a material personal interest in Resolution) recommends that Shareholders vote in favour of Resolution 17.

The Board (with Shane Greenan abstaining, being a Director who participated in the Placement, subject to receiving Shareholder approval, has a material personal interest in Resolution) recommends that Shareholders vote in favour of Resolution 18.

The Board (with Max Oshman abstaining, being a Director who participated in the Placement, subject to receiving Shareholder approval, has a material personal interest in Resolution) recommends that Shareholders vote in favour of Resolution 19.

For personal use only

## 4. Glossary

<b>Acquisition</b>	has the meaning given to it in paragraph 9.1 of Section 3.
<b>Agreement</b>	has the meaning given to it in paragraph 9.1 of Section 3.
<b>Associate</b>	has the meaning given for the purposes of the ASX Listing Rules.
<b>ASX</b>	means ASX Limited or its financial market, the Australian Securities Exchange, as the context requires.
<b>ASX Listing Rules</b>	means the listing rules of ASX.
<b>Automic</b>	means Automic, the Company's share registrar.
<b>Board</b>	means the board of directors of the Company.
<b>Company or RMY</b>	means RMA Global Limited ACN 169 102 523.
<b>Constitution</b>	means the constitution of the Company.
<b>Corporations Act</b>	means the Corporations Act 2001 (Cth).
<b>Director</b>	means a director of the Company.
<b>Equity Security</b>	has the meaning given for the purposes of the ASX Listing Rules.
<b>Explanatory Memorandum</b>	means this explanatory memorandum that forms part of the Notice of Meeting.
<b>Meeting or Annual General Meeting or AGM</b>	means the annual general meeting of Shareholders convened by the Notice of Meeting.
<b>Notice of Meeting or Annual General Meeting</b>	means this notice of annual general meeting, including the Explanatory Memorandum.
<b>Placement</b>	has the meaning given to it in paragraph 10.1 of Section 3.
<b>Remuneration Report</b>	means the remuneration report set out in the Company's 2024 Annual Report.
<b>Resolution</b>	means a resolution set out in the Notice.
<b>Rights</b>	means a right to acquire a Share. For the avoidance of doubt, a Right includes an option.
<b>Rights Plan</b>	The Company's Options / Rights Plan constituted by the rules of the plan.
<b>Share</b>	means a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	means a registered holder of one or more Shares.

Your proxy voting instruction must be received by **10.00am (AEDT) on Monday, 25 November 2024**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

### STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

### SIGNING INSTRUCTIONS

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

**Joint holding:** Where the holding is in more than one name, all Shareholders 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 Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

### Lodging your Proxy Voting Form:

#### Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.**



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

#### WEBSITE:

<https://automicgroup.com.au>

#### PHONE:

1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)



## STEP 1 - How to vote

### APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of RMA Global Limited, to be held at **10.00am (AEDT) on Wednesday, 27 November 2024 virtually and physically at Level 1, 112-114 Balmain Street, Cremorne, VIC, 3121** hereby:

**Appoint the Chair of the Meeting (Chair)** OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

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**The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.**

Unless indicated otherwise by ticking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

### AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 6, 7, 8, 9, 10, 11, and 12, (except where I/we have indicated a different voting intention below) even though Resolutions 1, 6, 7, 8, 9, 10, 11, and 12 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

### VIRTUAL PARTICIPATION AT THE MEETING:

The Company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic, where shareholders will be able to watch, listen, and vote online.

To access the virtual meeting:

1. Open your internet browser and go to **investor.automic.com.au**
2. Login with your username and password or click "**register**" if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**

Further information on how to do this is set out in the Notice of Meeting. The Explanatory Memorandum that accompanies and forms part of the Notice of Meeting describe the various matters to be considered.

## STEP 2 - Your voting direction

Resolutions	For	Against	Abstain	Resolutions	For	Against	Abstain
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11 Director Participation in the Rights Plan - 1,806,822 Rights to Max Oshman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director - Max Oshman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12 Director Participation in the Rights Plan - 1,806,822 Rights to Ed van Roosendaal	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Director - Charlie Oshman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13 Approval of 10% placement capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Re-election of Director - David Williams	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14 Approval of issue of Initial Consideration Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Election of new Director - Shane Greenan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15 Ratification of Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval of Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16 Approval of issue of Shares to David Williams	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Director Participation in the Rights Plan - 4,517,065 Rights to David Williams	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17 Approval of issue of Shares to Ashley Farrugia	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Director Participation in the Rights Plan - 3,011,370 Rights to Ashtey Farrugia	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18 Approval of issue of Shares to Shane Greenan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 Director Participation in the Rights Plan - 3,011,370 Rights to Shane Greenan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	19 Approval of issue of Shares to Max Oshman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 Director Participation in the Rights Plan - 1,806,822 Rights to Charlie Oshman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

*Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.*

## STEP 3 - Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary
Contact Name:		
Email Address:		
Contact Daytime Telephone	Date (DD/MM/YY)	

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).**