

**rmaglobal**

**RMA Global Limited**

**ABN 69 169 102 523**

**ACN 169 102 523**

**120 Balmain Street, Cremorne VIC 3121**

**PO Box 4556, Richmond East VIC 3121**

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

18 October 2021

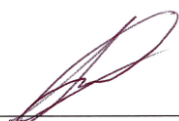
Dear Sir or Madam

**RE: RMA GLOBAL LTD - NOTICE OF 2021 ANNUAL GENERAL MEETING AND VOTING FORM**

Please find attached copies of:

- Notice of RMA Global's 2021 Annual General Meeting; and
- A sample of the shareholder proxy voting form.

Yours sincerely



\_\_\_\_\_  
Scott Farndell  
Company Secretary



## Notice of Annual General Meeting

RMA Global Limited ACN 169 102 523

**Date: Friday 19 November 2021**

**Time: 10:00 am (Melbourne time)**

**Location: The meeting will be held virtually through <https://web.lumiagm.com> with meeting ID 377 048 482**

### 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 19 November 2021. It is given to the Shareholders to help them determine how to vote on the Resolutions.

In light of potential restrictions on public gatherings arising from the COVID-19 pandemic that may be in place at the date of the Annual General Meeting, the Annual General Meeting will be held virtually through <https://web.lumiagm.com> with meeting ID 377 048 482. Shareholders are encouraged to attend, vote and ask questions online using their computer or mobile device by following the instructions outlined in or accompanying this Notice of Annual General Meeting.

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

This Notice of Annual General Meeting and Explanatory Memorandum is dated 18 October 2021.

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

# Notice of Annual General Meeting

## RMA Global Limited ACN 169 102 523

Notice is given that the Annual General Meeting of the members of RMA Global Limited (**Company**) will be held on 19 November 2021 at 10:00 am (Melbourne time).

Given potential restrictions on public gatherings and travel arising from the COVID-19 pandemic that may be in place, the Annual General Meeting will be held as a virtual meeting by electronic means through an online platform at <https://web.lumiagm.com> with meeting ID 377 048 482.

Shareholders are invited to submit questions in advance of the Annual General Meeting by emailing them to Scott Farndell (Company Secretary) [scott.farndell@ratemyagent.com](mailto:scott.farndell@ratemyagent.com).

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. Written questions must be received by the Company by 10:00 am on Wednesday, 17 November 2021.

## 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 2021.

*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 for the financial year ended 30 June 2021 be adopted."*

Note:

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

### Voting Exclusion

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

- (a) by or on behalf of any key management personnel (**KMP**) member whose remuneration details are included in the Remuneration Report, or any of their closely related parties, regardless of the capacity in which the votes are cast; or
- (b) by any person who is a KMP member as at the time Resolution 1 is voted on at the 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:
  - (i) in accordance with a direction in the proxy appointment; or
  - (ii) 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.

Defined terms used in these Voting Exclusions:

For the purposes of these voting exclusions:

- (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 dependant 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.

### **Resolutions 2 & 3: Election of new Directors**

To consider, and if thought fit, to pass with or without amendment, as ordinary resolutions the following:

2. *"That, pursuant to and in accordance with Listing Rule 14.4 and clauses 61 and 62 of the Constitution and for all other purposes, Mr. Max Oshman, Director, who was appointed on 23 August 2021, retires and being eligible, is elected as a Director."*
3. *"That, pursuant to and in accordance with Listing Rule 14.4 and clauses 61 and 62 of the Constitution and for all other purposes, Mr. Charlie Oshman, Director, who was appointed on 23 August 2021, retires and being eligible, is elected as a Director."*

Information regarding Mr. Max Oshman and Mr. Charlie Oshman can be found in the accompanying Explanatory Notes.

The Board has conducted appropriate background and experience checks. The Board has concluded that Mr. Max Oshman and Mr. Charlie Oshman are independent.

#### **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 of the Company who retires from the office of Director by rotation in accordance with clause 63 of the Constitution and ASX Listing Rule 14.4, being eligible and offering himself for re-election, is re-elected as a Director."*

#### **Resolutions 5-10: Grant of Options to Directors**

To consider, and if thought fit, to pass with or without amendment, as ordinary resolutions the following:

5. *"That the Company approves, for the purpose of ASX Listing Rule 10.11 and for all other purposes, the issue of 1,000,000 Options to Mr. David Williams or his nominee(s) and as more fully described in the Explanatory Memorandum."*
6. *"That the Company approves, for the purpose of ASX Listing Rule 10.11 and for all other purposes, the issue of 1,000,000 Options to Mr. Philip Powell or his nominee(s) and as more fully described in the Explanatory Memorandum."*
7. *"That the Company approves, for the purpose of ASX Listing Rule 10.11 and for all other purposes, the issue of 1,000,000 Options to Mrs. Sigal Pilli or her nominee(s) and as more fully described in the Explanatory Memorandum."*
8. *"That the Company approves, for the purpose of ASX Listing Rule 10.11 and for all other purposes, the issue of 1,000,000 Options to Mr. Max Oshman or his nominee(s) and as more fully described in the Explanatory Memorandum."*
9. *"That the Company approves, for the purpose of ASX Listing Rule 10.11 and for all other purposes, the issue of 1,000,000 Options to Mr. Charlie Oshman or his nominee(s) and as more fully described in the Explanatory Memorandum."*
10. *"That the Company approves, for the purpose of ASX Listing Rule 10.11 and for all other purposes, the issue of 1,000,000 Options to Mr. Ed van Roosendaal or his nominee(s) and as more fully described in the Explanatory Memorandum."*

#### **Voting Exclusion**

Votes may not be cast, and the Company will disregard any votes cast in favour of:

- (a) Resolution 5 by or on behalf of:
  - (i) Mr. David Williams; or
  - (ii) an Associate of Mr. David Williams.

- For personal use only
- (b) Resolution 6 by or on behalf of:
    - (i) Mr. Philip Powell; or
    - (ii) an Associate of Mr. Philip Powell.
  - (c) Resolution 7 by or on behalf of:
    - (i) Mrs. Sigal Pilli; or
    - (ii) an Associate of Mrs. Sigal Pilli.
  - (d) Resolution 8 by or on behalf of:
    - (i) Mr. Max Oshman; or
    - (ii) an Associate of Mr. Max Oshman.
  - (e) Resolution 9 by or on behalf of:
    - (i) Mr. Charlie Oshman; or
    - (ii) an Associate of Mr. Charlie Oshman.
  - (f) Resolution 10 by or on behalf of:
    - (i) Mr. Ed van Roosendaal; or
    - (ii) an Associate of Mr. Ed van Roosendaal.

However, this does not apply to a vote cast in favour of Resolutions 5 to 10 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; or
- (b) the chair 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 chair to vote on the Resolution as the chair 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 directions given by the beneficiary to the holder to vote in that way.

Additionally, a person who is appointed as proxy in relation to Resolutions 5 – 10 and who is a KMP member or any of their closely related parties must not vote as proxy unless:

- (a) the appointment specifies the way the proxy is to vote on Resolutions 5 – 10; or
- (b) the person is Chairman of the Annual General Meeting; and
- (c) the appointment expressly authorises the Chairman of the Annual General Meeting to exercise the proxy even if the Resolutions are connected directly or indirectly with the remuneration of a KMP member.

## Other Business

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

## Voting entitlement time

1. It has been determined (in accordance with section 1074E(2)(g) 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 7:00pm (Melbourne time) on 17 November 2021. Accordingly, those persons are entitled to attend and vote (if not excluded) at the Meeting.

## Proxies

1. A member who is entitled to vote at the Meeting may appoint:
  - (a) one proxy if the member is only entitled to one vote; or
  - (b) one or two proxies if the member is entitled to more than one vote.
2. Where the member appoints two proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise half of the votes the member is entitled to, in which case any fraction of votes will be disregarded.
3. A proxy need not be a member of the Company.
4. If you require an additional proxy form, the Company will supply it on request.
5. The proxy form and the power of attorney or other authority (if any) under which it is signed (or a certified copy) must be received by the Company, at least 48 hours before the time for holding the Meeting (ie. by no later than 10:00 am (Melbourne time) on 17 November 2021), at:
  - (a) online: [www.investorvote.com.au](http://www.investorvote.com.au)
  - (b) by mail: C/- Computershare Investor Services Pty Limited GPO Box 242, Melbourne Victoria, 3001; or
  - (c) by fax: on 1800 783 447 (within Australia) or (61 3) 9473 2555 (outside Australia).

For Intermediary Online subscribers only (custodians) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions.

6. Proxies given by corporate shareholders must be executed in accordance with their constitutions, or under the hand of a duly authorised attorney.
7. If the appointment of a proxy specifies the way the proxy is to vote on a particular Resolution:
  - (a) the proxy is not required to vote on a show of hands, but if the proxy does so, the proxy must vote as directed (subject to any applicable voting exclusions);
  - (b) if the proxy has two or more appointments that specify different ways to vote on the Resolution, the proxy must not vote on a show of hands;

- (c) if the proxy is not the Chairman of the Annual General Meeting, the proxy need not vote on a poll but if the proxy does so, the proxy must vote as directed (subject to any applicable voting restrictions); and
- (d) if the proxy is the Chairman of the Annual General Meeting, the proxy must vote on a poll and must vote as directed.
8. There are some circumstances where the Chairman of the Annual General Meeting will be taken to have been appointed as a Shareholder's proxy for the purposes of voting on a particular Resolution even if the Shareholder has not expressly appointed the Chairman of the Annual General Meeting as their proxy. This will be the case where:
- (a) the appointment of the proxy specifies the way the proxy is to vote on a particular Resolution;
- (b) the Chairman of the Annual General Meeting is not named as the proxy;
- (c) a poll has been called on the Resolution; and
- (d) either of the following applies:
- (i) the proxy is not recorded as attending the Annual General Meeting; or
- (ii) the proxy attends the Annual General Meeting but does not vote on the Resolution.
9. If a Shareholder appoints the Chairman of the Meeting as the Shareholder's proxy and does not specify how the Chairman is to vote on an item of business, the Chairman will vote, as proxy for that Shareholder, in favour of the item on a poll.

## Corporate Representatives

1. 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

1. Shareholders may vote by using the on-line platform. We recommend logging in to the on-line platform at least 15 minutes prior to the scheduled start time for the Annual General Meeting by entering <https://web.lumiagm.com> with meeting ID 377 048 482 into a web browser on your computer or on-line device.
2. Shareholders will need their Securityholder Reference Number or Holder Identification Number, which is printed at the top of the Voting Form/Proxy Form.
3. For proxyholders to receive their unique username and password, please contact Computershare Investor Services on +61 3 9415 4024 during the online registration period which will open 1 hour before the start of the meeting.
4. On-line voting will be open between the commencement of the Annual General at 10 am (Melbourne time) on Friday, 19 November 2021 and the time at which the Chairman announces the closure of voting.



5. More information about on-line participation in the Annual General Meeting is available in the 'Online Platform Guide' which accompanies this Notice of Meeting.

**Dated:** 18 October 2021

By order of the Board



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Scott Farndell  
Company Secretary

# RMA Global Limited – Annual General Meeting

## Explanatory Memorandum

### 1. Introduction

This Explanatory Memorandum forms part of this Notice of Meeting and has been prepared to provide Shareholders with information to consider the Resolutions contained in this Notice of Annual General Meeting. The Annual General Meeting of the Company will be held on 19 November 2021 commencing at 10:00am (Melbourne time) as a virtual meeting by electronic means through <https://web.lumiagm.com> with meeting ID 377 048 482.

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 2021, 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 2021 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 2021 Annual Report and the independence of the auditor in relation to the conduct of the audit.

Shareholders can access a copy of the 2021 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 2021 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 2022 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 2022 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**

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

#### **Resolutions 2 and 3: Election of Directors**

In accordance with 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 of the Constitution allows the Directors to appoint a person as an addition to the Board at any time, providing that the total number of Directors does not at any time exceed the maximum number specified by the Constitution. Any Director so appointed holds office until the next annual general meeting of the Company (if they have not already retired at an earlier general meeting) and is eligible for election at that annual general meeting.

#### **Profile of Max Oshman**

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 recently 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 in Science in Information Systems and Marketing from Stern Business School of New York City.

Max was appointed to the Company's Board on 23 August 2021.

***Board recommendation***

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

***Profile of Charlie Oshman***

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

Charlie was appointed to the Company's Board on 23 August 2021.

***Board recommendation***

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

***Resolution 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 Listing Rules, Mr. David Williams retires and being eligible, offers himself for re-election. His biographic details are set out below.

***Profile of David Williams***

David Williams is an experienced Director and corporate advisor with a track record in business development and strategy, specialising in mergers and acquisitions and capital raisings. He has more than 36 years' experience working with and advising ASX-listed companies. David is currently the Chairman of PolyNovo Ltd (ASX: PNV), a Director of Medical Developments International Ltd (ASX: MVP) and is Managing Director of corporate advisory firm Kidder Williams Ltd.

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

David was appointed to the Company's Board on 27 November 2014.

### **Board recommendation**

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

### **Resolutions 5-10: Grant of Options to Directors**

#### **(a) Explanation**

In 2020 the Board implemented an executive remuneration plan granting options to the CEO, Mr. Michael Davey and certain executives and senior managers in order to support the Company's focus on long term growth and to align the interest of executives and Shareholders. No Directors were included as part of this plan.

The Board reviewed the non-executive Directors' fees, which are considered low when compared with the remuneration of Directors at comparable companies. To offer a market-related fee and align the interest of Directors to the long term interests of Shareholders, the Board is proposing to issue a one-off grant of 1,000,000 Options to each non-executive Director on the terms and conditions set out in Table 1 below. The terms and conditions relating to the Options are in line with the options granted to Mr. Michael Davey.

The Board is also proposing to issue a one-off grant of 1,000,000 options to Mr. Ed van Roosendaal in his capacity as an employee to align the interest of executives and Shareholders. The terms and conditions for these Options are set out in in Table 1 and are in line with the Options granted to non-executive Directors and the options granted to Mr. Michael Davey.

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

#### **(b) Required Information**

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

<b>Name of the person</b>	David Williams is a related party of the Company by virtue of the fact that he is a Director.	Philip Powell is a related party of the Company by virtue of the fact that he is a Director.	Sigal Pili is a related party of the Company by virtue of the fact that she is a Director.	Max Oshman is a related party of the Company by virtue of the fact that he is a Director.	Charlie Oshman is a related party of the Company by virtue of the fact that he is a Director.	Ed van Roosendaal is a related party of the Company by virtue of the fact that he is a Director.
<b>Number of securities to be issued</b>	1,000,000 Options convertible to Shares at a ratio of 1:1 (to be issued to David Williams and/or his nominee(s)).	1,000,000 Options convertible to Shares at a ratio of 1:1 (to be issued to Philip Powell and/or his nominee(s)).	1,000,000 Options convertible to Shares at a ratio of 1:1 (to be issued to Sigal Pili and/or her nominee(s)).	1,000,000 Options convertible to Shares at a ratio of 1:1 (to be issued to Max Oshman and/or his nominee(s)).	1,000,000 Options convertible to Shares at a ratio of 1:1 (to be issued to Charlie Oshman and/or his nominee(s)).	1,000,000 Options convertible to Shares at a ratio of 1:1 (to be issued to Ed van Roosendaal and/or his nominee(s)).

<b>Date by which the securities will be issued</b>	19 November 2021 or otherwise no later than 30 days after the date of the Meeting.	19 November 2021 or otherwise no later than 30 days after the date of the Meeting.	19 November 2021 or otherwise no later than 30 days after the date of the Meeting.	19 November 2021 or otherwise no later than 30 days after the date of the Meeting.	19 November 2021 or otherwise no later than 30 days after the date of the Meeting.	19 November 2021 or otherwise no later than 30 days after the date of the Meeting.
<b>Terms of securities</b>	Terms of the Options are outlined in Table 1 below.	Terms of the Options are outlined in Table 1 below.	Terms of the Options are outlined in Table 1 below.	Terms of the Options are outlined in Table 1 below.	Terms of the Options are outlined in Table 1 below.	Terms of the Options are outlined in Table 1 below.
<b>Issue price of the securities</b>	The Options will be issued at a price of \$Nil per Option. Shares issued on exercise of the Options will be issued for a consideration of \$0.01 each.	The Options will be issued at a price of \$Nil per Option. Shares issued on exercise of the Options will be issued for a consideration of \$0.01 each.	The Options will be issued at a price of \$Nil per Option. Shares issued on exercise of the Options will be issued for a consideration of \$0.01 each.	The Options will be issued at a price of \$Nil per Option. Shares issued on exercise of the Options will be issued for a consideration of \$0.01 each.	The Options will be issued at a price of \$Nil per Option. Shares issued on exercise of the Options will be issued for a consideration of \$0.01 each.	The Options will be issued at a price of \$Nil per Option. Shares issued on exercise of the Options will be issued for a consideration of \$0.01 each.
<b>Purpose of issue and use of funds</b>	To remunerate and incentivise Directors. Proceeds from the exercise of the Options will be used for working capital.	To remunerate and incentivise Directors. Proceeds from the exercise of the Options will be used for working capital.	To remunerate and incentivise Directors. Proceeds from the exercise of the Options will be used for working capital.	To remunerate and incentivise Directors. Proceeds from the exercise of the Options will be used for working capital.	To remunerate and incentivise Directors. Proceeds from the exercise of the Options will be used for working capital.	To remunerate and incentivise Directors. Proceeds from the exercise of the Options will be used for working capital.

**Table 1: Proposed Director Option**

Tranche	Number of Options	Share price Hurdle (\$)	Strike price per option	Earliest date for exercising	Expiry date
1	222,222	\$ 0.55	\$0.01	Immediately following Shareholder approval	31 Dec 2025
2	222,222	\$ 0.75	\$0.01	31 Dec 2021	31 Dec 2025
3	222,222	\$ 1.00	\$0.01	30 Jun 2022	31 Dec 2025
4	222,222	\$ 1.25	\$0.01	31 Dec 2022	31 Dec 2025
5	111,112	\$ 2.00	\$0.01	30 Jun 2023	31 Dec 2025
	<b>1,000,000</b>				

Vesting conditions and hurdles:

- Options convert to Shares at a ratio of 1:1.
- Shares to trade at/above hurdle price for 50 trading days within the exercise dates before an Option can be exercised.

- 3 Once exercised, 60% of the Shares issued will be held in escrow for 12 months.
- 4 On resignation or termination, all unexercised Options will be forfeited.
- 5 In the event of a takeover bid or scheme of arrangement where at any time the bidder is entitled to more than 50% of the Shares, all Options that are 'in the money' at the offer price are immediately exercisable and the Shares issued will be free from escrow.

(c) Remuneration packages of the Directors

The total remuneration packages of Directors, excluding the proposed Options and including superannuation (where required) are:

- |      |                          |           |
|------|--------------------------|-----------|
| i.   | Chairman:                | \$100,000 |
| ii.  | Non-executive Directors: | \$60,000  |
| iii. | Executive Director:      | \$256,164 |

(d) Voting

Some Shareholders and proxies may not be allowed to vote in favour of Resolutions 5 - 10. Please refer to the voting exclusion statement in the Notice of Meeting.

(e) Board recommendation

- i. Other than Mr. David Williams (who abstains from making a recommendation), the Directors unanimously recommend that eligible Shareholders vote in favour of Resolution 5 set out in the Notice of Meeting.
- ii. Other than Mr. Philip Powell (who abstains from making a recommendation), the Directors unanimously recommend that eligible Shareholders vote in favour of Resolution 6 set out in the Notice of Meeting.
- iii. Other than Mrs. Sigal Pilli (who abstains from making a recommendation), the Directors unanimously recommend that eligible Shareholders vote in favour of Resolution 7 set out in the Notice of Meeting.
- iv. Other than Mr. Max Oshman (who abstains from making a recommendation), the Directors unanimously recommend that eligible Shareholders vote in favour of Resolution 8 set out in the Notice of Meeting.
- v. Other than Mr. Charlie Oshman (who abstains from making a recommendation), the Directors unanimously recommend that eligible Shareholders vote in favour of Resolution 9 set out in the Notice of Meeting.
- vi. Other than Mr. Ed van Roosendaal (who abstains from making a recommendation), the Directors unanimously recommend that eligible Shareholders vote in favour of Resolution 10 set out in the Notice of Meeting.

#### 4. Glossary

<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 (as amended).
<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>Computershare</b>	means Computershare Investors Services Pty Ltd, the Company's share registrar.
<b>Constitution</b>	means the constitution of the Company.
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth).
<b>Director</b>	means a director of the Company.
<b>Explanatory Memorandum</b>	means this explanatory memorandum that forms part of the Notice of Meeting.
<b>Meeting or Annual General Meeting</b>	means the annual general meeting of Shareholders convened by the Notice of Meeting.
<b>Notice or Notice of Meeting or Notice of Annual General Meeting</b>	means this notice of annual general meeting, including the Explanatory Memorandum.
<b>Option</b>	means an option over an unissued Share and having the terms set out in Table 1 of the Explanatory Memorandum.
<b>Remuneration Report</b>	means the remuneration report set out in the Company's 2021 Annual Report.
<b>Resolution</b>	means a resolution set out in the Notice.
<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.



**Need assistance?****Phone:**1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)**Online:**[www.investorcentre.com/contact](http://www.investorcentre.com/contact)

RMY

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## RMA Global Limited Annual General Meeting

The RMA Global Limited Annual General Meeting will be held on Friday, 19 November 2021 at 10:00 am (Melbourne time). You are encouraged to participate in the meeting using the following options:



### MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit [www.investorvote.com.au](http://www.investorvote.com.au) and use the below information:

**Control Number: 999999****SRN/HIN: I9999999999****PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

For your proxy appointment to be effective it must be received by 10:00 am (Melbourne time) on Wednesday, 17 November 2021.



### ATTENDING THE MEETING VIRTUALLY

To watch the webcast, ask questions and vote on the day of the meeting, please visit:  
[web.lumiagm.com/377048482](http://web.lumiagm.com/377048482)

For instructions refer to the online user guide [www.computershare.com.au/virtualmeetingguide](http://www.computershare.com.au/virtualmeetingguide)

RMV

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Need assistance?



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



**Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00 am (Melbourne time) on Wednesday, 17 November 2021.**

# Proxy Form

## How to Vote on Items of Business

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

### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

## SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

## PARTICIPATING IN THE MEETING

### Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com/au](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**  
**SRN/HIN: I9999999999**  
**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

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

### By Fax:

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



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

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

☐

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



I 9999999999

I ND

## Proxy Form

Please mark ☒ to indicate your directions

### Step 1

### Appoint a Proxy to Vote on Your Behalf

XX

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

☐

the Chairman  
of the Meeting

OR

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of RMA Global Limited to be held as a virtual meeting on Friday, 19 November 2021 at 10:00am (AEDT) and at any adjournment or postponement of that meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 1, 5, 6, 7, 8, 9 and 10 (except where I/we have indicated a different voting intention in step 2) even though Items 1, 5, 6, 7, 8, 9 and 10 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 1, 5, 6, 7, 8, 9 and 10 by marking the appropriate box in step 2.

### Step 2

### Items of Business

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

		For	Against	Abstain			For	Against	Abstain
1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10	Grant of Options to Mr. Ed van Roosendaal	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Election of Director Mr. Max Oshman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
3	Election of Director Mr. Charlie Oshman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
4	Re-election of Director Mr. David Williams	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
5	Grant of Options to Mr. David Williams	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
6	Grant of Options to Mr. Philip Powell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
7	Grant of Options to Mrs. Sigal Pilli	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
8	Grant of Options to Mr. Max Oshman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
9	Grant of Options to Mr. Charlie Oshman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					

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

### Step 3

### Signature of Securityholder(s)

*This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

**Update your communication details** (Optional)

Mobile Number

Email Address

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

RM Y

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Computershare





# rmaglobal

**RMA Global Limited**

ABN 69 169 102 523

RMYRM

MR RETURN SAMPLE  
123 SAMPLE STREET  
SAMPLE SUBURB  
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in RMA Global Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited  
GPO Box 2975  
Melbourne Victoria 3001  
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

**RMA Global Limited**