



THE RPM GROUP

RPM Automotive Group Ltd
6-18 Antonella Court,
Dandenong South, VIC 3175
ABN: 34 002 527 906

22 March 2023

Dear Shareholder

Important information regarding the General Meeting

RPM Automotive Group Limited (ASX: RPM) (RPM or the Company) advises that its General Meeting (GM) will be held as follows:

Time: 11.00am (AEST)

Date: Wednesday 26 April 2023

Place: 6-18 Antonella Court
Dandenong South, Victoria

The Notice of Meeting for the GM can be accessed from the following link on the Company's website at www.rpmgroup.net.au It is also available from the Company's announcements platform on the ASX at www.asx.com.au.

The Company will not be posting hard copies of the Notice of Meeting to shareholders who have not elected to receive the notice electronically. Notwithstanding this, if you would like to receive a hard copy of the Notice of Meeting, please contact the Company.

Proxy lodgement

Shareholders who choose to lodge a proxy should follow instructions on their personalised proxy form (enclosed), to be submitted to the Company's share registry no later than 11.00am (AEST) on Monday 24 April 2023 online or by post.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Wayne Kernaghan', written over a horizontal line.

Mr Wayne Kernaghan
Company Secretary
RPM Automotive Group Limited

NOTICE OF GENERAL MEETING

Notice is hereby given that the General Meeting of Shareholders of RPM Automotive Group Limited (RPM or the Company) will be held on Wednesday, 26 April 2023, commencing at 11.00am (AEST) at 6-18 Antonella Court, Dandenong South, Victoria.

The enclosed Explanatory Statement accompanies and forms part of this Notice of Meeting.

AGENDA

ORDINARY BUSINESS

1. Resolution 1: Ratification of prior issue of placement shares – Listing Rule 7.1

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

“That for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the issue of 11,212,115 shares for the purposes and on the terms and conditions set out in the Explanatory Memorandum.”

The Chairman of the GM intends to vote all available proxies in favour of Resolution 1.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution 1 by or on behalf of a person who participated in the issue being approved (namely participants in the Placement) or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the resolution by:

- (a) a person or 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 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.

2. Resolution 2: Approval to issue Placement Securities to Mr Clive Finkelstein

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 448,488 Placement Shares to Mr Clive Finkelstein (or his nominee) on the terms and conditions set out in the Explanatory Memorandum”.

The Chairman of the GM intends to vote all available proxies in favour of Resolution 2.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution 2 by or on behalf of Mr Finkelstein and any other person who will obtain a material benefit as a result of, the issue of the shares (except a benefit solely by reason of being a holder of ordinary securities in the company) or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the resolution by:

- (a) a person or 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 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.

3. Resolution 3: Approval to issue Placement Securities to Mr Lawrence Jaffe

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 448,488 Placement Shares to Mr Lawrence Jaffe (or his nominee) on the terms and conditions set out in the Explanatory Memorandum”.

The Chairman of the GM intends to vote all available proxies in favour of Resolution 3.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution 3 by or on behalf of Mr Jaffe and any other person who will obtain a material benefit as a result of, the issue of the shares (except a benefit solely by reason of being a holder of ordinary securities in the company) or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the resolution by:

- (a) a person or 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 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.

4. Resolution 4: Approval to issue Placement Securities to Mr Guy Nicholls

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 12,121 Placement Shares to Mr Guy Nicholls (or his nominee) on the terms and conditions set out in the Explanatory Memorandum”.

The Chairman of the GM intends to vote all available proxies in favour of Resolution 4.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution 4 by or on behalf of Mr Nicholls and any other person who will obtain a material benefit as a result of, the issue of the shares (except a benefit solely by reason of being a holder of ordinary securities in the company) or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the resolution by:

- (a) a person or 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 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.

Resolution 5: Ratification of prior issue of Shares

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

That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify and approve the issue of 2,885,783 shares for the purposes and on the terms and conditions set out in the Explanatory Memorandum.

The Chairman of the GM intends to vote all available proxies in favour of Resolution 5.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution 5 by or on behalf of a person who participated in the issue being approved or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the resolution by:

- (d) a person or 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
- (e) the Chair 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
- (f) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (iii) 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
 - (iv) The holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting at General Meeting

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders of the Company at 7.00pm (AEST) on 24 April 2023. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the general meeting.

Proxy and Voting Entitlement Instructions are included on the Proxy Form accompanying this Notice of Meeting.

BY ORDER OF THE BOARD

W J Kernaghan
Company Secretary
22 March 2023

EXPLANATORY STATEMENT

1. INTRODUCTION

This Explanatory Statement has been prepared for the information of Shareholders of RPM Automotive Group Limited (“the Company”) in connection with the business to be conducted at the general meeting of Shareholders to be held at 6-18 Antonella Court, Dandenong South, Victoria on Wednesday, 26 April 2023 at 11.00am (AEST).

This Explanatory Statement forms part of and should be read in conjunction with the accompanying Notice of Meeting.

2. Resolution 1: Ratification of prior issue of the tranche 1 placement shares – Listing Rule 7.1

On 5 December 2022 the Company announced the placement of 12,121,212 shares at \$0.165 each raising approximately \$2.0m (before expenses) to sophisticated and professional investors to fund acquisition consideration, integration costs associated with acquisitions and working capital. The placement will be completed in two tranches.

On 12 and 21 December 2022 the Company issued a total of 11,212,115 fully paid ordinary shares under the placement. This issuance of shares was made in compliance with ASX Listing Rules 7.1 at the time the issuance occurred. The balance of 909,097 fully paid ordinary shares are being issued to Directors subject to shareholder approval being resolutions 2 to 4 inclusive in this notice of meeting.

The directors are restricted by Listing Rule 7.1 from issuing new securities in the Company, which would dilute existing shareholdings, to a maximum capacity of 15% of the expanded issued capital in any 12 month period. There are exceptions which allow the directors to issue new securities above that limit which include pro rata rights issues and issues with shareholder approval.

ASX Listing Rule 7.4 allows the Company to seek the approval of shareholders of the Company to an issue of securities after the issue has been made without approval under Listing Rule 7.1, provided the issue did not breach Listing Rule 7.1 and the holders of ordinary shares in the Company subsequently approve the issue.

As the issue was not in breach of Listing Rule 7.1 and was not previously approved by the shareholders of the Company, the directors are now seeking shareholders’ approval and ratification for the issue of the Shares.

If resolution 1 is passed, the Company will be able to utilise Listing Rule 7.1 for future issues of up to 15% of the expanded issued capital in the next 12 month period without having to convene a shareholders meeting to seek shareholders’ approval of any such issues. The directors believe it is desirable to have the flexibility afforded to the Company to issue securities up to the capacity 15% allowable under Listing Rule 7.1 and accordingly recommend that shareholders vote in favour of the resolution.

If resolution 1 is not passed, the company will not be allowed to utilise the exemption under Listing Rule 7.4 for the issue of these securities under Listing Rule 7.1.

The Shares issued pursuant to the placement rank equally in all respects with all existing Shares previously issued by the Company.

Technical Information required under Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 1:

Rule 7.5.1: Names of person who participated:

Sophisticated and professional investors as identified by Canaccord Genuity (Australia) Limited and Mount Capital Partners Pty Ltd

Rule 7.5.2: Number of securities to be issued:

9,090,904 fully paid ordinary shares under Listing Rule 7.1 on 12 December 2022

2,121,211 fully paid ordinary shares under Listing Rule 7.1 on 20 December 2022.

Rule 7.5.3: If the securities are not fully paid securities, a summary of the material terms of the securities:

Not applicable

Rule 7.5.4: Date or dates on when securities will be issued:

9,090,904 fully paid shares have been issued on 12 December 2022

2,121,211 fully paid shares have been issued on 20 December 2022

Rule 7.5.5: Price securities will be issued.:

A total of 11,212,115 fully paid shares have been issued at \$0.165 each.

Rule 7.5.6: Purpose of the issue:

The purpose of the issue of the Placement Securities is to fund acquisition consideration, integration costs associated with acquisitions and working capital.

Rule 7.5.7: If securities were or will be issued under an agreement, a summary of any other material terms of the agreement:

Not applicable.

Rule 7.5.7: A voting exclusion statement:

A Voting Exclusion Statement is included in the Notice.

Recommendation

Accordingly, the Board unanimously recommend that Shareholders approve Resolution 1.

3.Resolution 2: Approval to issue Placement Securities to Clive Finkelstein

Background:

As announced on 9 and 20 December 2022 the company issued 11,212,115 shares at \$0.165 each to raise \$1,850,000. The shares were issued to sophisticated investors and 909,097 shares are to be issued to Directors subject to shareholder approval on the same term and conditions. Resolution 2 seeks Shareholder approval for the issue 448,488 shares to Mr Finkelstein.

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 sections 210 to 216 of the Corporations Act.

The Director Participation will result in the issue of Shares which constitutes giving a financial benefit to the Participating Directors, who are related parties of the Company by virtue of being Directors.

The Directors (other than Mr Finkelstein who has a material personal interest in Resolution 2) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect to the issue of the Placement Shares to Mr Finkelstein because the Placement Shares will be issued to Mr Finkelstein on the same terms as Placement Shares issued to non-related party participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

Listing Rule 10.11

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

10.11.1 a related party;

10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;

10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which give them a right or expectation to do so;

10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or

10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by shareholders.

unless it obtains the approval of its shareholders.

The Director Participation falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolution 2 seeks Shareholder approval for the Director Participation under and for the purposes of Listing Rule 10.11

Technical information required by Listing Rule 14.1A

If Resolution 2 is passed, the Company will be able to proceed with the issue of the Placement Shares under the Director Participation within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and will raise additional funds which will be used in the manner as other funds raised under the Placement. As approval pursuant to Listing Rule 7.1 is not required for the issue of the Shares in respect of the Director Participation (because approval is being obtained under Listing Rule 10.11 and falls within Listing Rule 7.1 exception 14), the issue of the Shares will not use up any of the Company's 15% annual placement capacity.

If resolution 2 is not passed, the Company will not be able to proceed with the issue of the Placement Securities to the Participating Director.

Technical information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 2:

Rule 10.13.1: Name of person:

The Placement Shares will be issued to the Participating Director, which falls within the category set out in Listing Rule 10.11.1 as Mr Finkelstein is a Director of the Company and are therefore a related party.

Rule 10.13.2: Nature of relationship:

Mr Finkelstein is a Director of the Company and are therefore a related party under Listing Rule 10.11.1.

Rule 10.13.3: Number of securities to be issued:

The maximum number of Placement Securities to be issued to Mr Finkelstein is 448,488 placement shares.

The Placement Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

Rule 10.13.4: If the securities are not fully paid securities, a summary of the material terms of the securities:

Not applicable

Rule 10.13.5: Date by which the securities are to be issued:

The Placement Shares to be issued to Mr Finkelstein will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).

Rule 10.13.6: Issue price of the securities and a statement of terms of issue:

The issue price of the Placement Shares to be issued to the Participating Director will be \$0.165 per share, being the same issue price as Shares issued to other participants in the Placement.

Rule 10.13.7: Intended use of the funds:

The purpose of the issue of the Placement Securities under the Director Participation is to raise capital, which the Company intends to be used to fund acquisition consideration, integration costs associated with acquisition and working capital.

Rule 10.13.8: Intended to remunerate Directors:

The Placement Securities issued under the Director Participation are not intended to remunerate or incentivise the Director.

Rule 10.13.9: Summary of material terms:
Not applicable

Rule 10.13.10: A voting exclusion statement:

A Voting Exclusion Statement is included in Resolution 2 in the Notice of General Meeting.

Accordingly, the Board (with Mr Finkelstein abstaining) unanimously recommend that Shareholders approve Resolution 2.

4.Resolution 3: Approval to issue Placement Securities to Lawrence Jaffe

Background:

As announced on 9 and 20 December 2022 the company issued 11,212,115 shares at \$0.165 each to raise \$1,850,000. The shares were issued to sophisticated investors and 909,097 shares are to be issued to Directors subject to shareholder approval on the same term and conditions. Resolution 3 seeks Shareholder approval for the issue 448,488 shares to Mr Jaffe.

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 sections 210 to 216 of the Corporations Act.

The Director Participation will result in the issue of Shares which constitutes giving a financial benefit to the Participating Directors, who are related parties of the Company by virtue of being Directors.

The Directors (other than Mr Jaffe who has a material personal interest in Resolution 3) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect to the issue of the Placement Shares to Mr Jaffe because the Placement Shares will be issued to Mr Jaffe on the same terms as Placement Shares issued to non-related party participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

Listing Rule 10.11

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

10.11.1 a related party;

10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;

10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which give them a right or expectation to do so;

10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or

10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by shareholders.

unless it obtains the approval of its shareholders.

The Director Participation falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolution 3 seeks Shareholder approval for the Director Participation under and for the purposes of Listing Rule 10.11

Technical information required by Listing Rule 14.1A

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Placement Shares under the Director Participation within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and will raise additional funds which will be used in the manner as other funds raised under the Placement. As approval pursuant to Listing Rule 7.1 is not required for the issue of the Shares in respect of the Director Participation (because approval is being obtained under Listing Rule 10.11 and falls within Listing Rule 7.1 exception 14), the issue of the Shares will not use up any of the Company's 15% annual placement capacity.

If resolution 3 is not passed, the Company will not be able to proceed with the issue of the Placement Shares to the Participating Director.

Technical information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 3:

Rule 10.13.1: Name of person:

The Placement Shares will be issued to the Participating Director, which falls within the category set out in Listing Rule 10.11.1 as Mr Jaffe is a Director of the Company and are therefore a related party.

Rule 10.13.2: Nature of relationship:

Mr Jaffe is a Director of the Company and are therefore a related party under Listing Rule 10.11.1.

Rule 10.13.3: Number of securities to be issued:

The maximum number of Placement Securities to be issued to Mr Jaffe is 448,488 placement shares.

The Placement Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

Rule 10.13.4: If the securities are not fully paid securities, a summary of the material terms of the securities:

Not applicable

Rule 10.13.5: Date by which the securities are to be issued:

The Placement Shares to be issued to Mr Jaffe will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).

Rule 10.13.6: Issue price of the securities and a statement of terms of issue:

The issue price of the Placement Shares to be issued to the Participating Director will be \$0.165 per share, being the same issue price as Shares issued to other participants in the Placement.

Rule 10.13.7: Intended use of the funds:

The purpose of the issue of the Placement Securities under the Director Participation is to raise capital, which the Company intends to be used to fund acquisition consideration, integration costs associated with acquisition and working capital.

Rule 10.13.8: Intended to remunerate Directors:

The Placement Securities issued under the Director Participation are not intended to remunerate or incentivise the Director.

Rule 10.13.9: Summary of material terms:

Not applicable

Rule 10.13.10: A voting exclusion statement:

A Voting Exclusion Statement is included in Resolution 3 in the Notice of General Meeting.

Accordingly, the Board (with Mr Jaffe abstaining) unanimously recommend that Shareholders approve Resolution 3.

5.Resolution 4: Approval to issue Placement Securities to Guy Nicholls

Background:

As announced on 9 and 20 December 2022 the company issued 11,212,115 shares at \$0.165 each to raise \$1,850,000. The shares were issued to sophisticated investors and 909,097 shares are to be issued to Directors subject to shareholder approval on the same term and conditions. Resolution 4 seeks Shareholder approval for the issue 12,121 shares to Mr Nicholls.

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 sections 210 to 216 of the Corporations Act.

The Director Participation will result in the issue of Shares which constitutes giving a financial benefit to the Participating Directors, who are related parties of the Company by virtue of being Directors.

The Directors (other than Mr Nicholls who has a material personal interest in Resolution 4) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect to the issue of the Placement Shares to Mr Nicholls because the Placement Shares will be issued to Mr Nicholls on the same terms as Placement Shares issued to non-related party participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

Listing Rule 10.11

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

10.11.1 a related party;

10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;

10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which give them a right or expectation to do so;

10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or

10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by shareholders.

unless it obtains the approval of its shareholders.

The Director Participation falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolution 4 seeks Shareholder approval for the Director Participation under and for the purposes of Listing Rule 10.11

Technical information required by Listing Rule 14.1A

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Placement Securities under the Director Participation within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and will raise additional funds which will be used in the manner as other funds raised under the Placement. As approval pursuant to Listing Rule 7.1 is not required for the issue of the Shares in respect of the Director Participation (because approval is being obtained under Listing Rule 10.11 and falls within Listing Rule 7.1 exception 14), the issue of the Shares will not use up any of the Company's 15% annual placement capacity.

If resolution 4 is not passed, the Company will not be able to proceed with the issue of the Placement Shares to the Participating Director.

Technical information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 4:

Rule 10.13.1: Name of person:

The Placement Shares will be issued to the Participating Director, which falls within the category set out in Listing Rule 10.11.1 as Mr Nicholls is a Director of the Company and are therefore a related party.

Rule 10.13.2: Nature of relationship:

Mr Nicholls is a Director of the Company and are therefore a related party under Listing Rule 10.11.1.

Rule 10.13.3: Number of securities to be issued:

The maximum number of Placement Securities to be issued to Mr Nicholls is 12,121 placement shares.

The Placement Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

Rule 10.13.4: If the securities are not fully paid securities, a summary of the material terms of the securities:

Not applicable

Rule 10.13.5: Date by which the securities are to be issued:

The Placement Shares to be issued to Mr Nicholls will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).

Rule 10.13.6: Issue price of the securities and a statement of terms of issue:

The issue price of the Placement Shares to be issued to the Participating Director will be \$0.165 per share, being the same issue price as Shares issued to other participants in the Placement.

Rule 10.13.7: Intended use of the funds:

The purpose of the issue of the Placement Securities under the Director Participation is to raise capital, which the Company intends to be used to fund acquisition consideration, integration costs associated with acquisition and working capital.

Rule 10.13.8: Intended to remunerate Directors:

The Placement Securities issued under the Director Participation are not intended to remunerate or incentivise the Director.

Rule 10.13.9: Summary of material terms:

Not applicable

Rule 10.13.10: A voting exclusion statement:

A Voting Exclusion Statement is included in Resolution 4 in the Notice of General Meeting.

Accordingly, the Board (with Mr Nicholls abstaining) unanimously recommend that Shareholders approve Resolution 4.

6.Resolution 5: Ratification of prior issue of placement shares

Background

On 7 February 2023 the Company issued 2,885,783 fully paid ordinary shares for the deferred settlement of the acquisition of the Safety Dave business. The issuance of shares was made in compliance with ASX Listing Rule 7.1 at the time that issuance occurred.

The directors are restricted by Listing Rule 7.1 from issuing new securities in the Company, which would dilute existing shareholdings, to a maximum of 15% of the expanded issued capital in any 12 month period. There are exceptions which allow the directors to issue new securities above that limit which include pro rata rights issues and issues with shareholder approval.

ASX Listing Rule 7.4 allows the Company to seek the approval of shareholders of the Company to an issue of securities after the issue has been made without approval under Listing Rule 7.1, provided the issue did not breach Listing Rule 7.1 and the holders of ordinary shares in the Company subsequently approve the issue.

As the issues were not in breach of Listing Rule 7.1 and were not previously approved by the shareholders of the Company, the directors are now seeking shareholders' approval and ratification for the issue of the Shares.

If resolution 5 is passed, the Company will be able to utilise Listing Rule 7.1 for future issues of up to 15% of the expanded issued capital in the next 12 month period without having to convene a shareholders meeting to seek shareholders' approval of any such issues. The directors believe it is desirable to have the flexibility afforded to the Company to issue securities up to the maximum 15% allowable under Listing Rule 7.1.

If resolution 5 is not passed, the company will not be allowed to utilise the exemption under Listing Rule 7.4 for the issue of these securities under Listing Rule 7.1.

Technical Information required under Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 4:

Rule 7.5.1: The persons to whom the 2,885,783 new Shares were issued was as follows:

Safety Dave Pty Ltd

Rule 7.5.2: Number of securities to be issued:

2,885,783 fully paid ordinary Shares.

Rule 7.5.3: If the securities are not fully paid securities, a summary of the material terms of the securities:

Not applicable

Rule 7.5.4: Date or dates on when securities will be issued:

2,885,783 fully paid shares have been issued on 7 February 2023.

Rule 7.5.5: Price of securities:

2,885,783 fully paid Shares have been issued at \$0.2995.

Rule 7.5.6: Purpose of the issue:

to acquire the Safety Dave business as per ASX announcement dated 20 December 2021

Rule 7.5.7: If securities were or will be issued under an agreement, a summary of any other material terms of the agreement:

Not applicable.

Rule 7.5.8: A voting exclusion statement:

A voting exclusion statement is included in the Notice.

Accordingly, the Board unanimously recommend that Shareholders approve Resolution 5.

Glossary

Term	Definition
ASX	ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).
Company	RPM Automotive Group Limited.
Listing Rules	The listing rules of ASX
Shares	Fully paid ordinary shares in the Company.
Shareholders	Mean shareholders of the Company.




RPM Automotive Group Limited
ABN 34 002 527 906



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RPM

Mr Sample
Address 1
Address 2

Need assistance?

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

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



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (AEST) on Monday, 24 April 2023.**

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 and select "Printable Forms".

Lodge your Proxy Form:

Online:

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

Your secure access information is



Control Number: 182236

SRN/HIN: XXXXXXXX

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

By Mail:

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

By Fax:

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



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

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

Mr Sample
Address 1
Address 2

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.



X xxxxxxxxxxxx

IND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of RPM Automotive Group 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 General Meeting of RPM Automotive Group Limited to be held at 6-18 Antonella Court, Dandenong South, VIC 3175 on Wednesday, 26 April 2023 at 11:00am (AEST) and at any adjournment or postponement of that meeting.

Step 2 Items of Business

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

		For	Against	Abstain
Resolution 1	Ratification of prior issue of placement shares – Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval to issue Placement Shares to Mr Clive Finkelstein	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval to issue Placement Shares to Mr Lawrence Jaffe	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval to issue Placement Shares to Mr Guy Nicholls	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratification of prior issue of Shares	<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 Securityholder 2 Securityholder 3 / /
Sole Director & Sole Company Secretary Director 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

