

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

01 November 2018


ELECTRONIC LODGEMENT

Dear Sir or Madam

NOTICE OF ANNUAL GENERAL MEETING – 19 NOVEMBER 2018

Please find attached the notice of annual general meeting sent to shareholders on 19 October.

Yours sincerely



Scott Farndell
Company Secretary

Notice of annual general meeting

RMA Global Limited ACN 169 102 523

Date: 19 November 2018

Time: 10:00 am (Melbourne time)

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

Important notice

This Notice of Annual General Meeting and Explanatory Memorandum contains an explanation of, and information about, the proposals to be considered at the annual general meeting of the Company on 19 November 2018. It is given to the Shareholders to help them determine how to vote on the Resolutions.

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

This Notice of Annual General Meeting and Explanatory Memorandum is dated 19 October 2018.

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 2018
- at 10:00 am (Melbourne time)
- at Deloitte Touche Tohmatsu, 550 Bourke Street, Melbourne, Vic, 3000

Business

Financial Statements and Reports

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the Company for the financial year ended 30 June 2018.

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

Resolution 1 – Remuneration Report

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

“That the Remuneration Report of the Company for the financial year ended 30 June 2018 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.*

Resolution 2 – Re-election of Director – Mr David Williams

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

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

Resolution 3 – Appointment of Auditor

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

“That pursuant to section 327B of the Corporations Act and for all other purposes, Deloitte Touche Tohmatsu is appointed as the Company’s auditor, having been nominated for appointment, and consenting to act as auditor.”

Other Business

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

Voting exclusions

1. The Company will disregard any votes cast on Resolution 1 by:
 - (a) a member of the Company's key management personnel details of whose remuneration are included in the Remuneration Report (**KMP**) or a closely related party of a KMP; and
 - (b) a person appointed as proxy if:
 - (i) the person is a member of the key management personnel or a closely related party of such a member; and
 - (ii) the appointment does not specify the way the proxy is to vote on the resolution.

However, a vote may be cast by such a person if:

- (a) the vote is cast by that person as a proxy in accordance with a direction by the Shareholder as to how that person is to vote on the Resolution; and
 - (b) the Shareholder who directed that person how to vote is entitled to vote on the Resolution (eg. the Shareholder is not a KMP or a closely related party of a KMP),
- or
- (c) the voter is the Chairman of the Meeting and the appointment of the Chairman as proxy (by a Shareholder who is entitled to vote on the Resolution) does not specify the way the proxy is to vote on the Resolution; or
 - (d) the appointment expressly authorises the Chairman to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

The Chairman intends to vote undirected proxies (where he has been appropriately authorised) in favour of Resolution 1.

Voting entitlement time

2. It has been determined (in accordance with section 1074E(2)(g)(i) of the Corporations Act and regulation 7.11.37 of the *Corporations Regulations 2001* (Cth)) that for the purposes of the Meeting, the Company's shares will be taken to be held by the persons who are the registered Shareholders of the Company at 7pm (Melbourne time) on 17 November 2018. Accordingly, those persons are entitled to attend and vote (if not excluded) at the Meeting.

Proxies

3. 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.
4. 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, in which case any fraction of votes will be disregarded.
5. A proxy need not be a member of the Company.
6. If you require an additional proxy form, the Company will supply it on request.
7. 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 2018), at:
 - (a) online: www.investorvote.com.au
 - (b) by mail: C/- Computershare Investor Services Pty Limited GPO Box 242 , Melbourne Victoria, 3001
 - (c) by fax: on 1800 783 447 (within Australia) or (61 3) 9473 2555 (outside Australia) ; or
 - (d) by hand: 452 Johnston St, Abbotsford, VIC 3067 (please do not use this address for mailing purposes).

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

8. Proxies given by corporate shareholders must be executed in accordance with their constitutions, or under the hand of a duly authorised attorney.
9. 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.

10. There are now 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.

11. 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

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

Dated: 19 October 2018

By order of the Board



Scott Farndell
Company Secretary

RMA Global Limited – Annual General Meeting

Explanatory Memorandum

1. Introduction

This Explanatory Memorandum forms part of this Notice of Meeting and has been prepared to provide Shareholders with sufficient information to consider the Resolutions contained in the accompanying Notice of Annual General Meeting of the Company. The Annual General Meeting of the Company will be held on 19 November 2018 commencing at 10am (Melbourne time) at the offices of Deloitte & Touche Tohmatsu, 550 Bourke Street, Melbourne, 3000.

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

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

2. Financial statements and report

The Corporations Act requires:

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

for the financial year ended 30 June 2018, to be laid before the Annual General Meeting. Neither the Corporations Act nor the Constitution require a vote of Shareholders on the reports or statements. However, Shareholders as a whole will be given a reasonable opportunity to raise questions or comments on the management of the Company.

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

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

3. Resolutions

Resolution 1: Remuneration Report

Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is in the 2018 Annual Report of the Company and is also available on the Company's website at <https://www.rma-global.com/>.

The Remuneration Report:

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

The Corporations Act requires the agenda for an Annual General Meeting to include a resolution that the Remuneration Report be adopted. Should 25% or more of the votes cast on this Resolution (in person or by proxy) to approve the Remuneration Report be against approval of that report, then at the 2019 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 2019 Annual General Meeting to consider a spill of the Board.

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

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

Resolution 2: Re-election of Director – Mr David Williams

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

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

Profile of David Williams

Mr Williams is an experienced director and corporate advisor with a proven track record in business development and strategy, as well as in corporate initiatives specialising in mergers and acquisitions and capital raisings. He has more than 30 years' experience working with and advising ASX-listed companies. Mr Williams is currently the Chairman of Medical Developments International Ltd. (ASX:MVP), PolyNovo Ltd (ASX:PNV) and is Managing Director of corporate advisory firm Kidder Williams Ltd.

Mr Williams holds an Honours and Master's degree in Economics from La Trobe University and is a Fellow of the Australian Institute of Company Directors.

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

Board recommendation

The Board (excluding 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 2.

Resolution 3: Appointment of Auditor

On 2 October 2017, the Board appointed Deloitte Touche Tohmatsu as auditor of the Company.

Following the above appointment, and in accordance with section 327A(2) of the Corporations Act, Deloitte Touche Tohmatsu holds office as auditor of the Company until this Meeting. In accordance with section 327B(1)(a) of the Corporations Act, the Company now seeks Shareholder approval for the ongoing appointment of Deloitte Touche Tohmatsu as auditor of the Company and its controlled entities.

In accordance with section 328B of the Corporations Act, a written notice nominating Deloitte Touche Tohmatsu as the Company's auditor has been given to the Company by David Williams, a substantial Shareholder of the Company. A copy of this notice is included with this Notice of Meeting.

Deloitte Touche Tohmatsu has provided to the Company, and has not withdrawn, its written consent to act as the Company's auditor in accordance with section 328A(1) of the Corporations Act.

The Board unanimously recommends that Shareholders **vote in favour** of Resolution 3.

4. Glossary

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

19 October 2018



Mr Scott Farndell
Company Secretary
RMA Global Limited
Level 1, 118-120 Balmain Street
RICHMOND VIC 3121

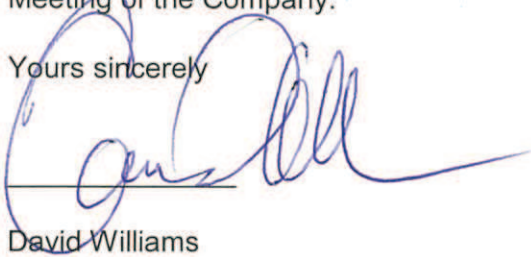
Dear Scott

NOTICE OF NOMINATION OF AUDITOR

I am a shareholder of RMA Global Limited ACN 169 102 523 (the **Company**), holding 109,572,713 ordinary fully paid shares in the Company.

I hereby give the Company notice under section 328B(1) of the *Corporations Act 2001* (Cth) of my nomination of Deloitte Touche Tohmatsu of 550 Bourke Street, Melbourne, Victoria 3000, for appointment as auditor of the Company at the first Annual General Meeting of the Company.

Yours sincerely

A handwritten signature in blue ink, appearing to read 'David Williams', is written over a horizontal line.

David Williams

Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

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

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

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

Proxy Form



Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 182236

SRN/HIN:

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

For your vote to be effective it must be received by 10:00am (Melbourne time) on Saturday 17 November 2018

How to Vote on Items of Business

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

Appointment of Proxy

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

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

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

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

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

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

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

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

Attending the Meeting

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

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form →**

☐

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


Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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

☐ the Chairman
of the Meeting **OR**


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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of RMA Global Limited to be held at Deloitte Touche Tohmatsu, 550 Bourke Street, Melbourne, VIC 3000 at 10:00am (Melbourne time) on Monday 19 November 2018 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 Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is 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 Resolution 1 by marking the appropriate box in step 2 below.

STEP 2 Items of Business

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

		For	Against	Abstain
Resolution 1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director – Mr David Williams	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Appointment of Auditor	<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.

SIGN

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /