

Reliance Worldwide Corporation Limited
ACN 610 855 877

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (**General Meeting**) of Reliance Worldwide Corporation Limited (ACN 610 855 877) (**Company**) will be held as follows:

Date: Thursday 31 October 2019

Time: 10.00am (Melbourne time)

Venue: Chartered Accountants Australia + New Zealand, Level 18, Bourke Place, 600 Bourke Street, Melbourne Victoria 3000

This Notice of General Meeting is accompanied by a Proxy Form and Explanatory Memorandum which contains an explanation of, and information regarding, the proposed resolutions. The Proxy Form and Explanatory Memorandum form part of this Notice of General Meeting.

Items of Business

Item 1: Financial Report

To receive and consider the Financial Report of the Company and the reports from the Directors and the auditor for the financial year ended 30 June 2019.

Please note that no resolution or vote is required for this Item of business.

Item 2: Re-election of Ross Dobinson as a Director

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

"That Ross Dobinson, who retires in accordance with the terms of the Company's Constitution, be re-elected as a Director of the Company."

Item 3: Remuneration Report

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

"That the Remuneration Report, which forms part of the Directors' Report for the year ended 30 June 2019, be adopted."

Please note that:

- the vote on this resolution is advisory only and does not bind the Directors or the Company; and
- a voting exclusion statement applies in respect of this resolution (see Item 3 of the Explanatory Memorandum).

Please refer to the Explanatory Memorandum for further information on these resolutions.

Important notes

(a) Attendance and voting eligibility

For the purposes of determining voting entitlements at the General Meeting, shares will be taken to be held by the persons who are registered as holding shares as at 7.00pm (Melbourne time) on 29 October 2019. Accordingly, share transfers registered after that time will be disregarded in determining shareholders' entitlements to attend and vote at the General Meeting.

(b) Proxy instructions

A shareholder entitled to attend and vote at the General Meeting is entitled to appoint an individual or body corporate to act as their proxy to attend and vote on the shareholder's behalf. Shareholders entitled to cast two or more votes may appoint up to two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specific number or proportion of the shareholder's votes. If the appointment does not specify the proportion or number of votes that each proxy may exercise, each proxy may exercise half of the shareholder's votes. A proxy may, but need not, be a shareholder.

Shareholders who plan to attend the General Meeting are asked to arrive at the venue at least 15 minutes prior to the time designated for the General Meeting so that their shareholding may be checked against the Company's share register and attendance recorded. A shareholder that is a body corporate or corporation, or which has been appointed as a proxy, is entitled to appoint any individual to act as its representative at the General Meeting. The appointment of the representative must comply with the requirements under s250D of the *Corporations Act 2001* (Cth) (**Corporations Act**). The representative should bring to the General Meeting a properly executed letter or other document confirming its authority to act as the shareholder's corporate representative.

Completed Proxy Forms (and a certified copy of the power of attorney or other instruments or authorities, if any, under which each Proxy Form is signed) must be received by the Share Registry at an address given below by 10.00am (Melbourne time) on 29 October 2019, being no later than 48 hours before the commencement of the General Meeting. Any Proxy Form received after that time will not be valid for the scheduled General Meeting.

Proxies may be lodged:

(A) by mail (using the enclosed reply paid envelope) to:

Computershare Investor Services Pty Ltd
GPO Box 242
Melbourne, VIC 3001 Australia

(B) by fax to:

Within Australia: 1800 783 447
Outside Australia: +61 3 9473 2555

(C) in person at:

Computershare Investor Services Pty Ltd
Yarra Falls
452 Johnston Street
Abbotsford, Victoria 3067 Australia

(D) electronically online at:

<http://www.investorvote.com.au>
<http://www.intermediaryonline.com> (for intermediary online users only)

The Proxy Form:

- must be in writing signed by the appointer or by his/her attorney, or if the appointer is a body corporate, either under seal or signed by a duly authorised officer or attorney;
- may specify the manner in which the proxy is to vote in respect of a resolution and, where it so provides, the proxy is not entitled to vote on the resolution except as specified on the Proxy Form;
- shall be deemed to confer authority to demand or join in demanding a poll; and
- shall be in such form as the Directors determine and which complies with s250A of the Corporations Act and the ASX Listing Rules.

If a proxy is not directed how to vote on a resolution, the proxy may vote, or abstain from voting, as they think fit. Should any resolution, other than the resolutions specified in this Notice of General Meeting, be proposed at the General Meeting, a proxy may vote on that resolution as they think fit.

(c) Proxy Form

A Proxy Form accompanies this Notice of General Meeting. The Proxy Form is an integral part of this Notice of General Meeting and both documents should be read together.

The Proxy Form must be signed by the shareholder or his/her attorney or representative duly authorised in writing. In the case of shares jointly held by two or more persons, if more than one joint holder tenders a vote by proxy in respect of the relevant shares, the vote of the holder named first in the register who tenders a vote by proxy must be accepted to the exclusion of the votes of the other joint holders.

Shareholders who return their Proxy Forms with a direction on how to vote but do not nominate the identity of their proxy will be taken to have appointed the Chairman of the meeting as their proxy to vote on their behalf.

If a Proxy Form is returned but the nominated proxy does not attend the General Meeting, or fails to vote in accordance with the shareholder's instruction, the Chairman will act in place of the nominated proxy and vote in accordance with any instructions.

Proxy appointments in favour of the Chairman that do not contain a direction on how to vote are intended to be used, where possible, to support Items 2 and 3 proposed in this Notice of General Meeting.

Remuneration related resolution

If you appoint the Chairman of the meeting as your proxy, or the Chairman of the meeting is appointed as your proxy by default, and you do not mark a voting box for Item 3 then by submitting the Proxy Form you will be expressly authorising the Chairman of the meeting to exercise your proxy even though the relevant Item is connected with the remuneration of the Key Management Personnel.

If you appoint another member of the Company's Key Management Personnel (or a closely related party or associate of such a person) as your proxy, you must direct him/her how to vote on Item 3 as such persons are not permitted to vote undirected proxies on these resolutions and your votes will not be counted in calculating the required majority.

(d) Voting by attorney

A shareholder entitled to attend and vote may appoint an attorney to act on his or her behalf at the General Meeting. An attorney may not vote at the General Meeting unless the instrument appointing the attorney, and any authority under which the instrument is signed or a certified copy of the authority, are received by the Company in the same manner, and by the same time, as outlined above for Proxy Forms.

(e) **Poll**

On a poll, each shareholder eligible to vote and present either in person, by proxy, attorney or corporate representative has one vote for every fully paid ordinary share they hold.

Each shareholder who is the holder of partly paid shares is entitled to a fraction of a vote for each partly paid share held (equivalent to the proportion of the amount paid for that partly paid share, ignoring any amounts paid in advance of a call).

(f) **Written questions to the auditor**

Shareholders entitled to vote at the General Meeting may also submit written questions to the auditor which relate to the:

- content of the auditors' report to be considered at the General Meeting; and
- conduct of the audit of the Financial Report to be considered at the General Meeting.

Any shareholder who wants to submit a written question to the auditor on these matters must submit that question in writing to the Company Secretary, Reliance Worldwide Corporation Limited, 27-28 Chapman Place, Eagle Farm QLD 4009 by no later than 24 October 2019. The Company will then pass the questions to the auditor for consideration.

A list of the questions that the auditor considers relevant to the matters outlined above will be made available by the Company to shareholders at the General Meeting, however the auditor is not obliged to provide written answers.

Dated: 26 September 2019

By order of the Board.



David Neufeld
Company Secretary

Reliance Worldwide Corporation Limited
ACN 610 855 877

Explanatory Memorandum

This Explanatory Memorandum has been prepared to provide shareholders with sufficient information to assess the merits of the resolutions contained in the accompanying Notice of General Meeting of the Company in respect of the General Meeting to be held at 10.00am (Melbourne time) on Thursday 31 October 2019 at Chartered Accountants Australia + New Zealand, Level 18, Bourke Place, 600 Bourke Street, Melbourne Victoria 3000.

The Directors recommend that shareholders read this Explanatory Memorandum carefully before making any decision in relation to the resolutions.

Item 1 – Financial Report

The Corporations Act requires the Company's Financial Report, including the Directors' Report and the report from the auditor, in respect of the financial year ended 30 June 2019 to be laid before the General Meeting. The 2019 Annual Report is available on the Company's website at <https://www.rwc.com/investors/financial-reports-and-presentations>.

There is no requirement for a formal resolution to be considered on this matter.

Shareholders will be given a reasonable opportunity to ask questions about these reports and to ask questions about or make comments on the management of the Company.

The Company's auditor will attend the General Meeting and be available to answer questions about the:

- conduct of the audit;
- preparation and content of the auditor's report;
- accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- independence of the auditor in relation to the conduct of the audit.

Item 2 – Election or re-election of Directors

The ASX Listing Rules require that at least one Director be elected/re-elected at each Annual General Meeting. A Director who retires from office or whose office is vacated under the Company's Constitution will be eligible for re-election to the Board at the meeting at which that Director retires from office.

Re-election of Ross Dobinson as a Director

Mr. Dobinson was appointed as a Director on 11 April 2016. Mr. Dobinson retires in accordance with rule 8.1(d) of the Company's Constitution and, being eligible, offers himself for re-election. Mr. Dobinson is considered by the Board to be an independent Director. Mr. Dobinson serves as member of the Audit and Risk Committee and the Nomination and Remuneration Committee.

Mr. Dobinson has a background in venture capital and investment banking and is currently the Managing Director of TSL Group Ltd. He is a founder, former CEO and current Non-Executive Chairman of ASX listed Acrux Limited. Mr. Dobinson was previously a director of ASX listed companies Starpharma Holdings Limited and Roc Oil Company Limited, a former Chairman of ASX listed Palla Pharma Limited (formerly TPI Enterprises Limited) and a former Director of Racing Victoria Limited. Mr. Dobinson holds a Bachelor of Business (Accounting) from the Queensland University of Technology.

Each Director of the Company, with Mr. Dobinson abstaining, having considered the performance as a Director of Mr. Dobinson and his skills, experience and knowledge, recommends that shareholders vote in favour of the resolution to re-elect Mr. Dobinson as a Director of the Company.

Item 3 – Remuneration Report

Shareholders are asked to consider and vote to adopt the Remuneration Report of the Company for the financial year ended 30 June 2019. The Remuneration Report forms part of the Directors' Report. The Remuneration Report:

- details and discusses the Company's policies for the remuneration of defined Key Management Personnel; and
- sets out the remuneration arrangements in place for defined Key Management Personnel during the reporting period.

Shareholders will have an opportunity to comment on or ask questions about the Remuneration Report at the General Meeting.

The vote on this Item is advisory only in accordance with the requirements of the Corporations Act. The outcome of the vote will not bind the Company or the Directors. However, the Directors will take into account the discussion on this Item of business and the outcome of the vote when considering future remuneration arrangements of Directors and senior executives.

Each Director recommends that shareholders vote in favour of the resolution to adopt the Remuneration Report.

Voting exclusion statement

The Company will disregard any votes cast on Item 3:

- by or on behalf of a person who is a member of the Key Management Personnel named in the Remuneration Report for the year ended 30 June 2019 and their closely related parties (regardless of the capacity in which the vote is cast); and
- as proxy by a person who is a member of the Key Management Personnel on the date of the General Meeting and their closely related parties.

However, votes will not be disregarded if they are cast as proxy for a person entitled to vote:

- in accordance with the directions on the Proxy Form; or
- by the person chairing the meeting, in accordance with an express authorisation in the Proxy Form to exercise the proxy even though Item 3 is connected with the remuneration of the Key Management Personnel.



Reliance Worldwide Corporation Limited
ABN 46 610 855 877

Need assistance?



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



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by 10.00am (Melbourne time) Tuesday 29 October 2019.

Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

ATTENDING THE MEETING

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

Corporate Representative

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

Lodge your Proxy Form:

Online:

Use your computer or smartphone to appoint your proxy and vote at www.investorvote.com.au or scan your personalised QR code below using your smartphone.

Your secure access information is



Control Number: 182779
SRN/HIN:

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

By Mail:

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

By Fax:

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



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

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

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Reliance Worldwide Corporation 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 Reliance Worldwide Corporation Limited to be held at Chartered Accountants Australia + New Zealand, Level 18, Bourke Place, 600 Bourke Street, Melbourne Victoria 3000 on Thursday, 31 October 2019 at 10.00am (Melbourne time) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 3 (except where I/we have indicated a different voting intention in step 2) even though Item 3 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 Item 3 by marking the appropriate box in step 2.

Step 2 Items of Business

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

	For	Against	Abstain
Item 2 Re-election of Ross Dobinson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Remuneration Report	<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