

30 September 2020

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

Dear Sir/Madam,

Annual General Meeting 2020 – Notice of Meeting

RXP Services Limited (ASX:RXP) will be holding its 2020 Annual General Meeting at 11.00am (AEDT) on 2 November 2020.

Attached are copies of the following documents in relation to the Meeting:

- Notice of Annual General Meeting 2020;
- Explanatory Memorandum; and
- Proxy form

For further information, please contact David Royale, Company Secretary on (03) 8630 5800 or info@rxpservices.com.

Your faithfully



David Royale
Company Secretary

This announcement has been approved by order of the Board

RXP Services Limited

ACN 30 146 959 917

Notice of Annual General Meeting 2020

Including Explanatory Notes and Proxy Form

Date: Monday, 2 November 2020

Time: 11.00am (AEDT)

Location: The Meeting will be held virtually via <http://web.lumiagm.com/309254646>

Due to the on-going COVID-19 pandemic, social distancing requirements, and in the interests of the health and safety of our shareholders, directors and staff, the meeting will be held virtually.

Shareholders will be able to attend and vote at the meeting electronically through the online platform at <https://web.lumiagm.com/309254646>.

Notice of Annual General Meeting

Notice is hereby given that the 2020 Annual General Meeting of the Shareholders of RXP Services Limited (“**RXP**” or the “**Company**”) will be held at 11.00am (Melbourne time) on Monday, 2 November 2020 via a virtual meeting using an online platform.

In accordance with the government’s guidance and restrictions on travel and public gatherings, the Annual General Meeting (“**AGM**”) will be held as a virtual meeting by electronic means via an online platform at <https://web.lumiagm.com/309254646>.

Shareholders may be present online and vote through the online webcasting platform provided by the Company’s share registry at <https://web.lumiagm.com/309254646> on their smartphones, tablet or computer. Further information regarding online attendance at the AGM (including how to vote and ask questions virtually during the AGM) is set out in the Company’s Online Meeting Guide, which is attached to this Notice of Annual General Meeting.

Ordinary Business

Item 1. Financial Reports

To receive and consider the financial report of the Company and the reports of the Directors and the Auditors for the year ended 30 June 2020

Resolutions

Item 2. Remuneration Report

Resolution 1

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

“That, the Remuneration Report forming part of the Directors Report for the year ended 30 June 2020 is adopted.” (refer to the Explanatory Statement annexed for further details)

Please note that the vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion

Under the Corporations Act, the following may not vote, and the Company will disregard any votes cast by or on behalf of the following persons, on the proposed resolution in Item 2:

- Any of the Company’s Key Management Personnel (KMP) whose remuneration details are included in the Remunerations Report; or
- Any of that KMP’s Closely Related Parties, whether as shareholders or proxyholder.

However, the Company will not disregard the vote as a result of these exclusions if it is cast:

- as a proxy for a person who is entitled to vote in accordance with a direction of the proxy form; or
- by the Chairman of the AGM as proxy for a person who is entitled to vote, and the Chairman has received express authority to vote undirected proxies as the Chairman decides.

Item 3. Re-election of Director – Ms Sandra Hook

Resolution 2

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

“That, Ms Sandra Hook, who retires by rotation as a Director pursuant to the Company’s Constitution, be re-elected as a Director of the Company.” (refer to the Explanatory Statement annexed for further details)

Item 4. Approval of DSTI Plan

Resolution 3

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

“That, for the purposes of Listing Rule 7.2, Exception 13 and for all other purposes, the Company approves the issue of Securities under the Company’s DSTI Plan, as an exception to Listing Rule 7.1.” (refer to the Explanatory Statement annexed for further details)

Voting Exclusion

Under the Corporations Act and Listing Rule 14.11, the following may not vote, and the Company will disregard any votes cast by or on behalf of the following persons, on the proposed resolution in Item 4:

- Any of the executives of the Company that are eligible under the DSTI Plan (‘employee incentive scheme’), as defined under Listing rule 7.2, Exception 13; or
- Any of the executives’ Closely Related Parties, whether as shareholders or proxyholder.
- A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided that:
 - 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
 - The holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

However, the Company will not disregard the vote as a result of these exclusions if it is cast:

- as a proxy for a person who is entitled to vote in accordance with a direction of the proxy form; or
- by the Chairman of the AGM as proxy for a person who is entitled to vote, and the Chairman has received express authority to vote undirected proxies as the Chairman decides.

Item 5. Approval of grant of Performance Rights under the FY21 DSTI Plan to Mr Ross Fielding

Resolution 4

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

“That, subject to Resolution 4 being approved, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the Company to grant to the Managing Director and Chief Executive Officer of the Company, Mr Ross Fielding, Deferred Performance Rights in accordance with the rules of the Company’s short term incentive and deferred short term incentive plan (in respect of the financial year ending 30 June 2021 and subject to achieving specific KPIs), and to provide Mr Fielding any or all of the benefits (including on the cessation of employment) upon the terms and conditions summarised in the Explanatory Statement..”

Voting Exclusion

Under the Corporations Act and Listing Rule 14.11, the Company will disregard any votes cast in favour of the proposed resolutions in Item 4 and 5 by or on behalf of:

- Mr Fielding; or
- Any of his Associates (given the same meaning as in the ASX Listing Rules).

However, the Company will not disregard the vote if it is cast:

- As proxy or attorney for a person entitled to vote on the resolution in accordance with a direction given to the proxy or attorney to vote on the resolution in that way;
- By the Chairman of AGM, as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or
- A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided that:
 - 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
 - The holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

In addition, a vote must not be cast, and the Company will disregard any votes cast, on the resolutions in Item 4 and 5, any member of the Company’s Key Management Personnel (KMP) or any Closely Related Party of a KMP who is appointed as a proxy for a person who is entitled to vote, where the appointment does not specify how the proxy is to vote on items 4 and 5.

Closely Related Party is defined in the Corporations Act and includes a spouse, dependent and certain other close family members, as well as any companies controlled by a member of the KMP.

However, this exclusion will not apply where the vote is cast by the Chairman of the AGM as proxy for a person who is entitled to vote, and the proxy appointment expressly authorises the Chairman to vote undirected proxies on the proposed resolutions in Item 4 and 5 as the Chairman decides.

The Chairman of the AGM intends to vote undirected proxies (where the Chairman has been appropriately authorised) in favour of the proposed resolutions. If you do not wish the Chairman of the AGM to vote in favour of the proposed resolutions as your proxy, it is important that you complete the voting directions in respect of those items of the proxy form.

DATED 30 September 2020
BY ORDER OF THE BOARD



David Royale
Company Secretary

Notes

1. Holding a Virtual Meeting

As part of the Australian Government's response to COVID-19, the Federal Treasurer has issued a Determination that permits to hold fully virtual annual general meetings and allows notices of meeting and other information regarding a meeting to be provided online where it can be viewed and downloaded.

The Meeting will be webcast live via the Lumi online platform. You will be able to listen to the proceedings, view the presentations, ask questions of the Board and vote in real time. You will be able to attend the Meeting using your computer, mobile phone or other mobile device.

RXP's Notice of Meeting is available at www.rxp.services.com/investor. Shareholders will also find on this site instructions for how to join the Meeting online, view the webcast, submit questions and vote in real time during the Meeting.

If you are not able to attend the Meeting online at the scheduled time, you can participate in the Meeting by appointing a proxy to attend the Meeting and vote on your behalf in accordance with the directions found in section 6 of the Notes to the Notice of Meeting.

2. Entitlement to Vote

For the purposes of determining a person's entitlement to vote at the Meeting, the person will be recognised as a member and a holder of shares if that person is registered as a holder of those shares at 7.00pm (AEDT) on Saturday 31st October 2020.

3. Registration

Shareholders can participate in the AGM and watch the webcast online using their computer, mobile phone or other mobile device via the following website: <http://web.lumi.agm/309254646>.

Once you have accessed the above website, shareholders will need the following information to register and participate in the Meeting in real time:

- a) Your username, which is your Securityholder Reference Number ("SRN") or Holder Identification Number ("HIN") which can be found on your holding statement, dividend statement or proxy form; and
- b) Your password, which is the postcode registered to your holding if you are an Australian shareholder. Overseas shareholders should refer to the Online Meeting Guide (link below) for their password details.

Further information regarding participation in the AGM online, including browser requirements, is detailed in the AGM Online Meeting Guide available on RXP's website at www.rxp.services.com/investor.

Registrations for the AGM will open at 10.00am (AEDT) on the morning of the Meeting.

4. Participation in the AGM online

Shareholders participating via the Lumi online platform will be able to:

- a) Listen to the presentation and responses to questions;
- b) View Meeting slides
- c) Submit questions at the appropriate time while the Meeting is in progress; and

- d) Vote during the Meeting (until closure of voting as announced by the Chairman).

It may not be possible to respond to all questions raised during the Meeting and shareholders are therefore encouraged to lodge questions prior to the AGM via www.investorvote.com.au.

Instructions on how shareholders may ask questions during the Meeting are available at www.rxp services.com/investor.

5. How to submit your vote and questions in advance of the Meeting

If you are planning to attend the Meeting online, you are encouraged to cast proxy votes and lodge questions prior to the Meeting at www.investorvote.com.au. To use this facility, shareholders receiving electronic communications will click on the proxy link received by email and enter their postcode or country code registered to their holding whilst shareholders receiving communications by mail will enter their six-digit Control Number, SRN or HIN and postcode which can be found on their proxy form.

You may also submit questions prior to the Meeting via email addressed to info@rxp.com.au. Questions must be lodged online or emailed by no later than Thursday 29th October 2020.

6. Appointing Proxies

If you are a shareholder entitled to vote, you may appoint someone to vote on your behalf as your proxy.

Any shareholder entitled to vote at the AGM may appoint up to two proxies to vote in place of that shareholder and specify the number of votes that each may exercise. If a percentage is not specified, each proxy will be apportioned 50% of the shareholders voting rights. A shareholder can appoint an individual or a body corporate as proxy. A proxy need not be a shareholder of the Company.

Shareholders are encouraged to notify an appointed proxy of their appointment to enable them to participate in the Meeting online and to exercise your voting instructions. Appointed proxies will need to contact Computershare Investor Services on +61 3 9415 4024 to obtain a username and password to vote online. Further details are available in the AGM Online Meeting Guide available at www.rxp services.com/investor.

If you do not specify a proxy in your completed proxy form or if the person you appoint as proxy does not participate in the Meeting, the Chairman will act in place of the nominated proxy and vote in accordance with any instructions.

If you appoint the Chairman as your proxy and have not directed the Chairman how to vote on a resolution, the Chairman will vote in favour of the resolutions.

7. Lodging your proxy form

Proxies should be lodged online at www.investorvote.com.au by no later than 11.00am (AEDT) on Saturday 31st October 2020.

To use this facility, shareholders receiving electronic communications will click on the proxy link received by email and enter their postcode or country code registered to their holding whilst shareholders receiving communications by mail will enter their six-digit Control Number, SRN or HIN and postcode which can be found on their proxy form. Alternatively scan the QR code on your enclosed proxy form with your mobile device.

Alternatively, you can lodge your completed and signed proxy form (together with any power of attorney or other authority under which the appointment was signed, or a certified copy of the authority, letter of representation, or power of attorney) by 11.00am (AEDT) on Saturday 31st October 2020. They can be sent to, GPO Box 242, Melbourne, VIC 3001 or by fax: within Australia 1800 783 447 or outside Australia +61 3 9473 2555. You can also cast your proxy vote online at www.investorvote.com.au.

Custodians Voting – For intermediary Online subscribers only (custodians) please visit: www.intermediaryonline.com to submit your voting intentions.

8. Key Management Personnel as Proxy

Key Management Personnel, which includes each of the Directors of the Company and other people identified as such in the Remuneration Report contained in the 2020 Annual Report and their closely related parties (such as family members), will not be able to vote your proxy on Items 2, 4 and 5, unless you direct them how to vote. Accordingly, if you appoint a KMP as your proxy, please specify on the proxy form how you want them to vote.

If you appoint the Chairman of the Meeting as your proxy, or the Chairman becomes your proxy by default, but you do not direct the Chairman how to vote on Items 2, 4 and 5, the Chairman will vote in favour of Items 2, 4 and 5.

9. Questions and Comments

Shareholders will be given a reasonable opportunity at the Meeting to ask questions about and make comments on the management, business and operations of the Company.

Similarly, shareholders will be given a reasonable opportunity at the Meeting to ask questions of the Company's auditor, Pitcher Partners, which are relevant to the audit, accounting policies adopted by the Company in relation to the preparation of the financial statements and the auditor's independence in conducting the audit.

Explanatory Memorandum

This statement accompanies and forms part of the Notice of Meeting for the 2020 AGM. The purpose of this statement is to inform shareholders about the business of the Meeting and each of the resolutions proposed in the Notice of Meeting.

Item 1: Adoption of Financial Report

This item of business calls for shareholders to formally receive the Financial Report for the year ended 30 June 2020, the Directors' Report and the Auditor's Report.

These reports are contained in the Annual Report provided with the Notice of Meeting or are available at www.rxp.services.com/investor.

While shareholders are not required to vote on the Financial Report, the Directors' Report or the Auditor's report, shareholders will be given a reasonable opportunity at the Meeting to ask questions and make comments on the business, operations and management of the Company.

Item 2: Adoption of Remuneration Report

The Board of the Company is submitting its Remuneration Report to shareholders for consideration and adoption by way of a non-binding resolution.

The Remuneration Report forms part of the Directors' Report contained on pages 12-17 of the Company's 2020 Annual Report.

The Remuneration Report:

- Explains the Board's policies in relation to the nature and level of remuneration paid to Directors and specified executives with the RXP Group; and
- Sets out the remuneration details for each Director and each specified executive in the RXP Group.

Recommendation

Shareholders are asked to vote in favour of the adoption of the Remuneration Report.

Item 3: Re-election of Director

Clause 13.6 of the Company's Constitution requires one-third of the Directors (except for a Managing Director) to retire from office by rotation.

Clause 13.7 of the Company's Constitution allows retiring directors to be re-elected.

Pursuant to Clause 13.6 of the Company's Constitution, Ms Sandra Hook seeks re-election to the RXP Board.

Recommendation

Shareholders are asked to vote in favour of the re-election of Ms Sandra Hook as a Director of the Company.

Item 4: Approval of DSTI Plan

The remuneration policy of the Company is designed to link executives' remuneration to the achievement of RXP's major strategic objectives and ultimately to the creation of shareholder value, whilst also being market competitive. The Board considers the remuneration policy to be appropriate and effective in its ability to attract and retain the best executives to run and manage the Company.

As part of its incentive arrangements for executives, the Company proposes to implement the Deferred Short Term Incentive Plan (DSTI), pursuant to which the Board will be able to issue rights to Shares (to be granted in the form of Performance Rights) to executives of the Company or a Related Body Corporate of the Company as determined by the Board from time to time.

Resolution 3 seeks shareholder approval of the DSTI Plan in the interests of good corporate governance and for the purposes of Listing Rule 7.2 - Exception 13.

If shareholder approval for resolution 3 is obtained, all securities issued by the Company under the DSTI Plan for a period of three (3) years from the date of the approval will be excluded from the 15% limit on the issued capital of the Company which may be issued in any 12 month period without requiring shareholder approval in advance imposed by Listing Rule 7.1.

If approved, the DSTI Plan will govern all offers, acceptances and issues of securities and rights made under the DSTI Plan following the Meeting.

This is the first time the Company is seeking shareholder approval of the DSTI Plan.

To date in relation to the year ended 30 June 2020, there are in total, 453,806 performance rights to be issued as specified in the Remuneration Report in the 2020 Annual Report.

Details of the FY21 STI / DSTI Plan

Total Target Remuneration (TTR) packages are in place for executives that comprise of fixed remuneration, short term incentives (STI) and deferred short term incentives (DSTI). The STI and DSTI components are subject to achieving targeted KPIs with the DSTI component also being subject to a continued employment prerequisite condition. KPI's are identified and targets set for each financial year.

Eligible Employees:

The STI / DSTI Plan ("employee incentive scheme") is open to executive employees as identified by the Board.

Performance Rights may not be offered to a Director or his or her Associates except where approval is given by the Shareholders in general meeting in accordance with the requirements of the Listing Rules.

Purpose of the DSTI Plan:

The purpose of the DSTI Plan is to be effective in its ability to attract and retain the best executives to run and manage the Company and designed to reward the CEO and executives for meeting or exceeding their financial and personal objectives (Key Performance Indicators or KPIs"), meeting leadership objectives and achieving strategic outcomes, which in turn drives shareholder value.

Board Discretion:

The Board has discretion under the DSTI Plan, including (without limitation) as to:

- Identifying persons eligible to meet the definition of executives, to participate in the DSTI Plan;
- The timing of the admission to participate in the DSTI Plan;
- The terms of issue of Performance Rights
- The periods during which Performance Rights may be exercised or vest;

DSTI Entitlement

The executive is only entitled to receive Performance Rights if they achieved their targeted KPIs and the Board determines entitlement to STI remuneration.

Of the STI remuneration determined, 50% will be allocated to DSTI Performance Rights.

The calculation of the DSTI Performance Rights is determined by 50% of the STI, divided by the 3-month weighted average share price (period 1 April to 30 June).

Vesting period and conditions:

For the FY21 Performance Rights, the vesting condition is continuous employment with RXP Services Limited until the Vesting Date.

- Grant Date – 30 September 2021
- Vesting Date – 1 October 2022
- Exercise Price – Performance Rights have a nil Exercise Price.

Performance Rights not to be quoted:

Performance Rights granted under the DSTI Plan will not be quoted on ASX. However, application will be made to ASX for official quotation of Shares issued, upon the vesting of the Performance Rights.

Shares issued on vesting of the Performance Rights:

Each Performance Right that vests, will entitle its holder to be issued with one Share in the Company.

Shares issued pursuant to the exercise of the Performance Rights will in all respects rank equally and carry the same rights and entitlements as other Shares on issue in the Company.

Holders of Performance Rights will not be entitled to notice of, or to vote or attend at meetings of the Company or receive dividends until Shares are allotted on the vesting of the Performance Rights.

Lapse of Performance Rights:

Any Performance Rights that do not vest on the Vesting Date will automatically lapse unless the Board decides otherwise.

Termination of Employment:

In the event employment is terminated during the vesting period, all unvested awards will vest and be fully allocated.

Change in Control & Termination of Employment:

If a change in control occurs, all unvested awards will vest and be fully allocated.

Amending the DSTI Plan:

Subject to any applicable Listing Rules or laws, the DSTI Plan may be suspended, terminated or amended at any time by resolution by the Board.

Maximum number of Performance Rights to be issued

The maximum number of Performance Rights that can be issued in the period of next three (3) years from the date of the approval is 6,600,000.

The total of 6,600,000 is comprised of 2,200,000 for each of the next three (3) years.

FY20 STI / DSTI Plan

As reported in the FY20 Remuneration Report in Item 2, two executives achieved their KPI's as set by the Board, and qualified for Performance Rights relating to the FY20 period.

These Performance Rights will be granted on 30 September 2020, with a vesting date of 1 October 2021.

The total amount of Performance Rights to be granted on 30 September 2020 is 453,806.

The Managing Director, Mr Ross Fielding, received zero Performance Rights.

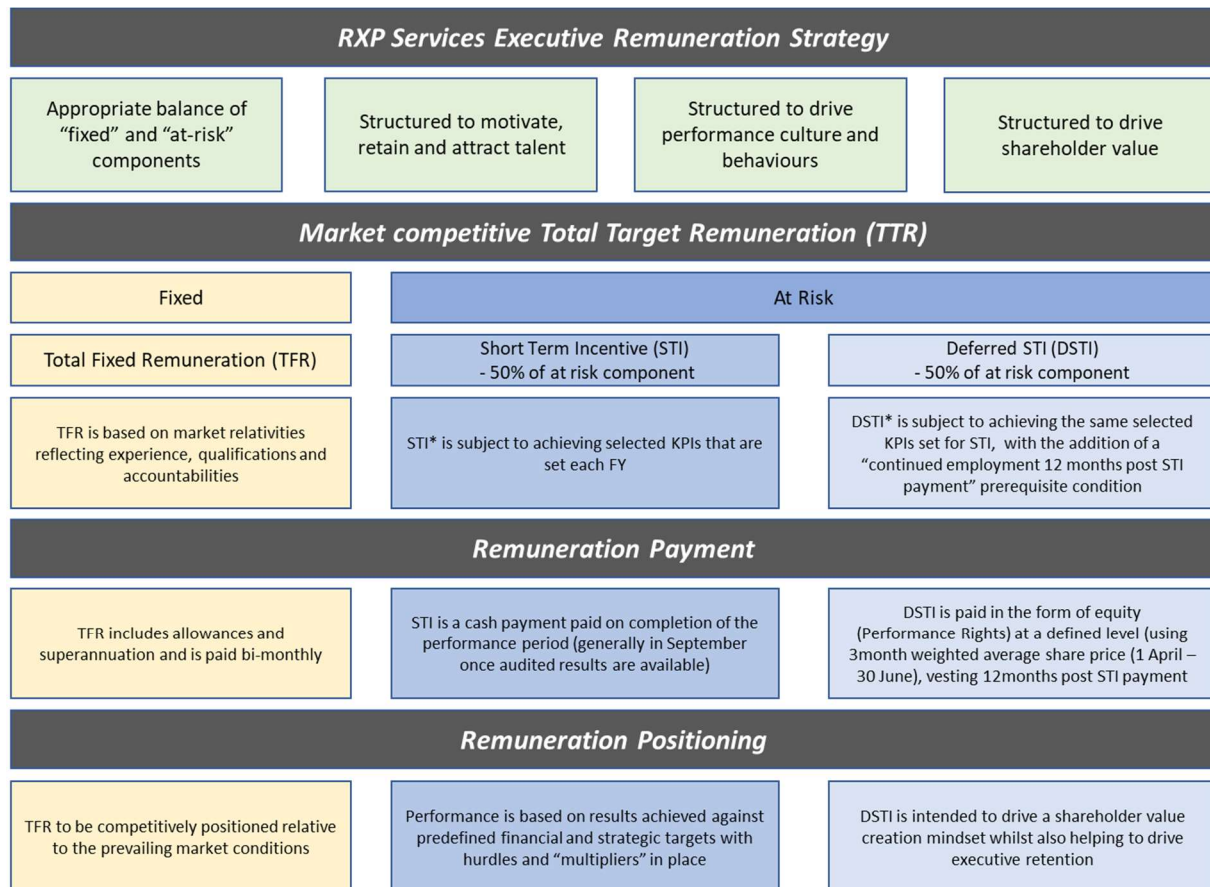
No Performance Rights have been issued in previous years.

Performance Linked Remuneration for Managing Director/CEO and Executives

Performance linked remuneration (includes both STI – cash based payment and DSTI – share based payment) is designed to reward the CEO and executives for meeting or exceeding their financial and personal objectives (Key Performance Indicators or KPIs”), which in turn drives shareholder value.

The Board has set the KPIs for the CEO and has, in conjunction with the CEO, developed KPIs for key executives. The KPIs generally include measures relating to the Group, the relevant business unit and the individual. They include financial measures (Revenue and EBITDA compared with budgeted amounts) along with people, client, strategic, risk and growth measures. These vary with position and do include measures such as meeting leadership objectives and achieving strategic outcomes.

Refer the below table for a summary of the Executive Remuneration Strategy & TTR breakdown, and the 2020 Annual Report for more details.



*Note:: Should the Board consider that a change of control in the Company has occurred, both STI and LTI will automatically become payable and/or vest

Details of any securities issued under the scheme will be published in the annual report of the entity relating to the period in which they were issued, along with a statement that approval for the issue was obtained under listing rule 10.14.

Any additional persons covered by listing rule 10.14 who become entitled to participate in an issue of securities under the scheme after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.

Recommendation

Shareholders are asked to vote in favour of the approval of the DSTI Plan of the Company.

Item 5: Approval of grant of Performance Rights under the FY21 STI/DSTI Plan to Mr Ross Fielding

Background

The Company seeks shareholder approval for the grant to the Managing Director and Chief Executive Officer of the Company, Mr Ross Fielding, Deferred Performance Rights in accordance with the rules of the Company's short term incentive plan and deferred short term incentive plan (in respect of the financial year ending 30 June 2021 and subject to achieving specific KPIs), and to provide Mr Fielding any or all of the benefits under the Company's FY21 STI/DSTI Plan.

The proposed grant of Performance Rights forms part of the remuneration package for Mr Fielding and is intended to be an appropriate and reasonable incentive and retention tool, linked to the achievement of RXP's major strategic objectives and ultimately to the creation of shareholder value.

Regulatory requirements

Listing Rules

Listing Rule 10.14 generally provides that the approval of shareholders is required before a director of a company can acquire securities issued under an employee incentive scheme. Accordingly, in order for a Director to acquire a beneficial interest in the Performance Rights and any Shares which may be issued on the vesting of Performance Rights, the Company must first obtain Shareholder approval pursuant to Listing Rule 10.14.

Listing Rule 10.15 sets out a number of matters which must be included in a notice of meeting requesting shareholder approval under Listing Rule 10.14. In accordance with Listing Rule 10.15, the information below is provided to Shareholders in relations to Resolution 4.

Corporations Act

The grant of the Performance Rights will confer a financial benefit on Mr Fielding. However, Shareholder approval is not being sought for the purposes of the related party benefit provisions of the Corporations Act (particularly section 208 of the Corporations Act) on the basis that the benefit is considered to constitute reasonable remuneration and, therefore, the exception in section 211 of the Corporations Act applies. Section 211 provides that shareholder approval is not required for the purposes of section 208 in circumstances where the benefit constitutes remuneration which would be reasonable given the company's and the related party's circumstances.

Having considered the Company's circumstances and Mr Fielding's position as Managing Director, the Board (other than Mr Fielding) considers that the financial benefit conferred by the grant of the Performance Rights to Mr Fielding is reasonable and therefore, the exception in section 211 applies.

Terms of Performance Rights offered to Mr Ross Fielding

The terms of the Performance Rights proposed to be granted to Mr Fielding, including the conditions on which the Performance Rights may vest, are set out below with further details

Amount of DSTI:	The maximum amount of DSTI at risk is \$287,044 subject to KPI's
Number of Awards:	The number of Performance Rights proposed to be granted is based on the Board approved DSTI amount divided by the 3 month weighted average share price (1 April to 30 June 2021), capped at maximum of 818,000 Performance Rights.
Qualification criteria:	Achievement of specific STI KPIs set at the beginning of the financial year and subject to a prerequisite condition of continued employment at 1 October 2022
Performance assessment:	CEO performance will be accessed by the Board at the end of the performance period against specific KPIs
Date of Issue:	30 September 2021
Vesting Period:	1 October 2022
Consideration:	The Performance Rights will be granted for nil cash consideration
Conversion:	Subject to vesting conditions, each Performance Right will convert into one Share, regardless of market value
Additional Information:	<p>Performance Rights are forfeited where performance measures are not met.</p> <p>Performance Rights are subject to forfeiture during the vesting period if the Mr Fielding leaves RXP, except in certain circumstances (such as retirement, redundancy, death or change of control).</p>

Recommendation

Shareholders are asked to vote in favour of the approval of grant of Performance Rights under the FY21 STI/DSTI Plan to Mr Ross Fielding.

Online meeting guide

Getting started

If you choose to participate online you will be able to view a live webcast of the meeting, ask the Directors questions online and submit your votes in real time. To participate online visit <https://web.lumiagm.com> on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge or Firefox. Please ensure your browser is compatible.

To log in, you must have the following information:

Meeting ID

Meeting ID as provided in the Notice of Meeting.

Australian residents

- > **Username** (SRN or HIN) and
- > **Password** (postcode of your registered address).

Overseas Residents

- > **Username** (SRN or HIN) and
- > **Password** (three-character country code) e.g. New Zealand - NZL; United Kingdom - GBR; United States of America - USA; Canada - CAN.

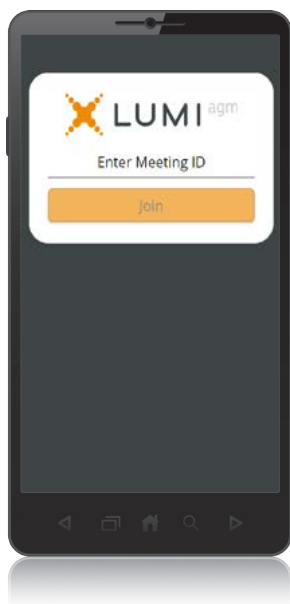
A full list of country codes is provided at the end of this guide.

Appointed Proxies

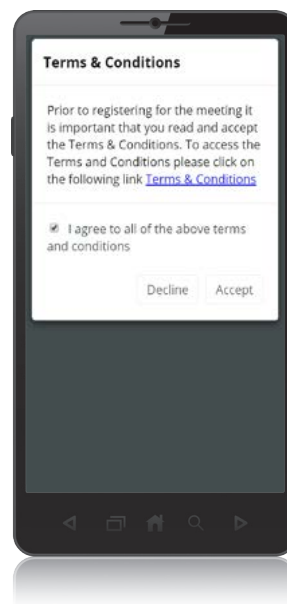
To receive your unique username and password, please contact Computershare Investor Services on +61 3 9415 4024 during the online registration period which will open 1 hour before the start of the meeting.

Participating at the meeting

- 1 To participate in the meeting you will be required to enter the unique 9-digit Meeting ID as provided in the Notice of Meeting.



- 2 To proceed into the meeting, you will need to read and accept the Terms & Conditions



Icon descriptions



Voting icon, used to vote. Only visible when the Chair opens the poll.



Home page icon, displays meeting information.



Questions icon, used to ask questions.



The broadcast bar allows you to view and listen to the proceedings.

- 3 To register as a securityholder**, select 'Securityholder or Proxy' and enter your SRN or HIN and Postcode or Country Code.



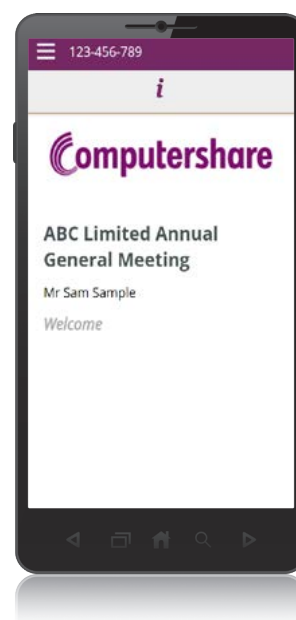
- 4 To register as a proxyholder**, select 'Securityholder or Proxy' and you will need your username and password as provided by Computershare. In the 'SRN or HIN' field enter your username and in the 'Postcode or Country Code' field enter your password.



- 5 To register as a guest**, select 'Guest' and enter your name and email address.



- 6** Once logged in, you will see the home page, which displays the meeting title and name of the registered securityholder or nominated proxy.



Icon descriptions



Voting icon, used to vote. Only visible when the Chair opens the poll.



Home page icon, displays meeting information.

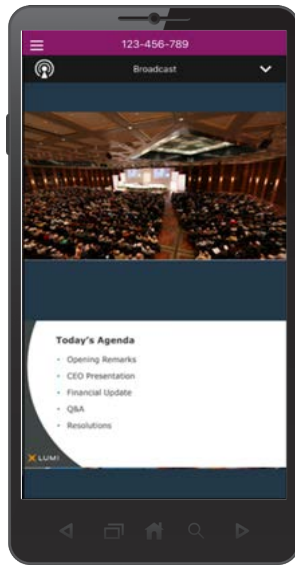



Questions icon, used to ask questions.

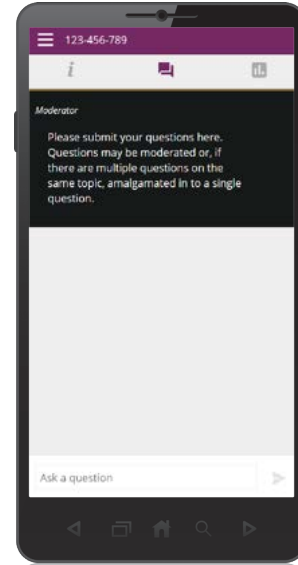



The broadcast bar allows you to view and listen to the proceedings.

- 7 To view the webcast you must tap the broadcast arrow on your screen and press the play button. Toggle between the up and down arrow to switch between screens.

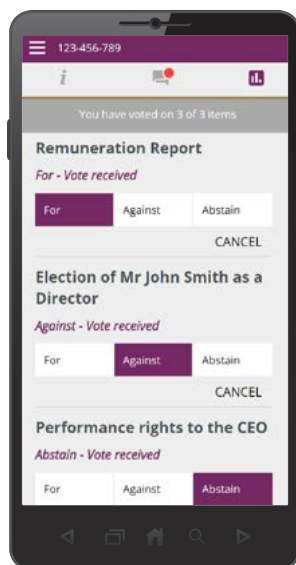


- 8 To ask a question tap on the question icon , type your question in the chat box at the bottom of the screen and select the send icon. Confirmation that your message has been received will appear.



- 9 When the Chair declares the poll open:
- > A voting icon  will appear on screen and the meeting resolutions will be displayed
 - > To vote, tap one of the voting options. Your response will be highlighted
 - > To change your vote, simply press a different option to override


The number of items you have voted on or are yet to vote on, is displayed at the top of the screen. Votes may be changed up to the time the Chair closes the poll.



Icon descriptions

 Voting icon, used to vote. Only visible when the Chair opens the poll.

 Home page icon, displays meeting information.

 Questions icon, used to ask questions.

 The broadcast bar allows you to view and listen to the proceedings.

For Assistance

If you require assistance before or during the meeting please call +61 3 9415 4024

COUNTRY CODES

Select your country code from the list below and enter it into the 'Postcode or Country Code' field.

ABW ARUBA	DEU GERMANY	KHM CAMBODIA	PRK KOREA DEM PEOPLES	TJK TAJIKISTAN
AFG AFGHANISTAN	DJI DJIBOUTI	KIR KIRIBATI	REPUBLIC OF	TKL TOKELAU
AGO ANGOLA	DMA DOMINICA	KNA ST KITTS AND NEVIS	PRT PORTUGAL	TKM TURKMENISTAN
AIA ANGUILLA	DNK DENMARK	KOR KOREA REPUBLIC OF	PRY PARAGUAY	TLS EAST TIMOR
ALA ALAND ISLANDS	DOM DOMINICAN REPUBLIC	KWT KUWAIT	PSE PALESTINIAN TERRITORY	DEMOCRATIC REP OF
ALB ALBANIA	DZA ALGERIA	LAO LAO PDR	OCCUPIED	TMP EAST TIMOR
AND ANDORRA	ECU ECUADOR	LBN LEBANON	PYF FRENCH POLYNESIA	TON TONGA
ANT NETHERLANDS ANTILLES	EGY EGYPT	LBR LIBERIA	QAT QATARPL NEPAL	TTO TRINIDAD & TOBAGO
ARE UNITED ARAB EMIRATES	ERI ERITREA	LBY LIBYAN ARAB	NRU NAURU	TKM TURKMENISTAN
ARG ARGENTINA	ESH WESTERN SAHARA	JAMAHIRIYA	NZL NEW ZEALAND	TLS EAST TIMOR
ARM ARMENIA	ESP SPAIN	LCA ST LUCIA	OMN OMAN	DEMOCRATIC REP OF
ASM AMERICAN SAMOA	EST ESTONIA	LIE LIECHTENSTEIN	PAK PAKISTAN	TMP EAST TIMOR
ATA ANTARCTICA	ETH ETHIOPIA	LKA SRI LANKA	PAN PANAMA	TON TONGA
ATF FRENCH SOUTHERN	FIN FINLAND	LSO LESOTHO	PCN PITCAIRN ISLANDS	TTO TRINIDAD & TOBAGO
TERRITORIES	FJI FIJI	LTU LITHUANIA	PER PERU	TZA TANZANIA UNITED
ATG ANTIGUA AND BARBUDA	FLK FALKLAND ISLANDS	LUX LUXEMBOURG	PHL PHILIPPINES	REPUBLIC OF
AUS AUSTRALIA	(MALVINAS)	LVA LATVIA	PLW PALAU	UGA UGANDA
AUT AUSTRIA	FRA FRANCE	MAC MACAO	PNG PAPUA NEW GUINEA	UKR UKRAINE
AZE AZERBAIJAN	FRO FAROE ISLANDS	MAF ST MARTIN	POL POLAND	UMI UNITED STATES MINOR
BDI BURUNDI	FSM MICRONESIA	MAR MOROCCO	PRI PUERTO RICO	OUTLYING
BEL BELGIUM	GAB GABON	MCO MONACO	PRK KOREA DEM PEOPLES	URY URUGUAY
BEN BENIN	GBR UNITED KINGDOM	MDA MOLDOVA REPUBLIC OF	REPUBLIC OF	USA UNITED STATES OF
BFA BURKINA FASO	GEO GEORGIA	MDG MADAGASCAR	PRT PORTUGAL	AMERICA
BGD BANGLADESH	GGY GUERNSEY	MDV MALDIVES	PRY PARAGUAY	UZB UZBEKISTAN
BGR BULGARIA	GHA GHANA	MEX MEXICO	PSE PALESTINIAN TERRITORY	VAT HOLY SEE (VATICAN CITY
BHR BAHRAIN	GIB GIBRALTAR	MHL MARSHALL ISLANDS	OCCUPIED	STATE)
BHS BAHAMAS	GIN GUINEA	MKD MACEDONIA FORMER	PYF FRENCH POLYNESIA	VCT ST VINCENT & THE
BIH BOSNIA & HERZEGOVINA	GLP GUADELOUPE	YUGOSLAV REP	QAT QATAR	GRENADINES
BLM ST BARTHELEMY	GMB GAMBIA	MLI MALI	REU REUNION	VEN VENEZUELA
BLR BELARUS	GNB GUINEA-BISSAU	MLT MALTA	ROU ROMANIA	VGB BRITISH VIRGIN ISLANDS
BLZ BELIZE	GNQ EQUATORIAL GUINEA	MMR MYANMAR	RUS RUSSIAN FEDERATION	VIR US VIRGIN ISLANDS
BMU BERMUDA	GRC GREECE	MNE MONTENEGRO	RWA RWANDA	VNM VIETNAM
BOL BOLIVIA	GRD GRENADA	MNG MONGOLIA	SAU SAUDI ARABIA KINGDOM	VUT VANUATU
BRA BRAZIL	GRL GREENLAND	MNP NORTHERN MARIANA	OF	WLF WALLIS AND FUTUNA
BRB BARBADOS	GTM GUATEMALA	ISLANDS	SCG SERBIA AND	WSM SAMOA
BRN BRUNEI DARUSSALAM	GUF FRENCH GUIANA	MOZ MOZAMBIQUE	MONTENEGRO	YEM YEMEN
BTN BHUTAN	GUM GUAM	MRT MAURITANIA	SDN SUDAN	YMD YEMEN
BUR BURMA	GUY GUYANA	MSR MONTSEERRAT	SEN SENEGAL	DEMOCRATIC
BVT BOUVET ISLAND	HKG HONG KONG	MTQ MARTINIQUE	SGP SINGAPORE	YUG YUGOSLAVIA SOCIALIST
BWA BOTSWANA	HMD HEARD AND MCDONALD	MUS MAURITIUS	SGS STH GEORGIA & STH	FED REP
BLR BELARUS	ISLANDS	MWI MALAWI	SANDWICH ISL	ZAF SOUTH AFRICA
CAF CENTRAL AFRICAN	HND HONDURAS	MYS MALAYSIA	SHN ST HELENA	ZAR ZAIRE
REPUBLIC	HRV CROATIA	MYT MAYOTTE	SJM SVALBARD & JAN MAYEN	ZMB ZAMBIA
CAN CANADA	HTI HAITI	NAM NAMIBIA	SLB SOLOMON ISLANDS	ZWE ZIMBABWE
CCK COCOS (KEELING)	HUN HUNGARY	NCL NEW CALEDONIA	SLE SIERRA LEONE	
ISLANDS	IDN INDONESIA	NER NIGER	SLV EL SALVADOR	
CHE SWITZERLAND	IMN ISLE OF MAN	NFK NORFOLK ISLAND	SMR SAN MARINO	
CHL CHILE	IND INDIA	NGA NIGERIA	SOM SOMALIA	
CHN CHINA	IOT BRITISH INDIAN OCEAN	NIC NICARAGUA	SPM ST PIERRE AND	
CIV COTE D'IVOIRE	TERRITORY	NIU NIUE	MIQUELON	
CMR CAMEROON	IRL IRELAND	NLD NETHERLANDS	SRB SERBIA	
COD CONGO DEMOCRATIC	IRN IRAN ISLAMIC	NOR NORWAY	STP SAO TOME AND	
REPUBLIC OF	REPUBLIC OF	PL NEPAL	PRINCIPE	
COG CONGO PEOPLES	IRQ IRAQ	NRU NAURU	SUR SURINAME	
REPUBLIC OF	ISL ICELAND	NZL NEW ZEALAND	SVK SLOVAKIA	
COK COOK ISLANDS COL	ISM BRITISH ISLES	OMN OMAN	SVN SLOVENIA	
COLOMBIA	ISR ISRAEL	PAK PAKISTAN	SWE SWEDEN	
COM COMOROS	ITA ITALY	PAN PANAMA	SWZ SWAZILAND	
CPV CAPE VERDE	JAM JAMAICA	PCN PITCAIRN ISLANDS	SYC SEYCHELLES	
CRI COSTA RICA	JEY JERSEY	PER PERU	SYR SYRIAN ARAB REPUBLIC	
CUB CUBA	JOR JORDAN	PHL PHILIPPINES	TCA TURKS AND CAICOS	
CXR CHRISTMAS ISLAND	JPN JAPAN	PLW PALAU	ISLANDS	
CYM CAYMAN ISLANDS	KAZ KAZAKHSTAN	PNG PAPUA NEW GUINEA	TCO CHAD	
CYP CYPRUS	KEN KENYA	POL POLAND	TGO TOGO	
CZE CZECH REPUBLIC	KGZ KYRGYZSTAN	PRI PUERTO RICO	THA THAILAND	

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 (AEDT) Saturday, 31 October 2020**.

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 under the help tab, "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: 134435

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 RXP Services 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 RXP Services Limited to be held virtually on Monday, 2 November 2020 at 11.00am (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 2, 4 and 5 (except where I/we have indicated a different voting intention in step 2) even though Items 2, 4 and 5 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 2, 4 and 5 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	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Re-election of Director – Ms Sandra Hook	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Approval of DSTI Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5	Approval of grant of Performance Rights under the FY21 DSTI Plan to Mr Ross Fielding	<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

