

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

21 October 2022

Dear Sir or Madam

**RE: RMA GLOBAL LTD - NOTICE OF 2022 ANNUAL GENERAL MEETING
AND VOTING FORM**

Please find attached copies of:

- Notice of RMA Global's 2022 Annual General Meeting; and
- A sample of the shareholder proxy voting form.

Yours sincerely

A handwritten signature in red ink, appearing to be "Scott Farndell", written over a horizontal line.

Scott Farndell
Company Secretary



Notice of Annual General Meeting

RMA Global Limited ACN 169 102 523

Date: Wednesday 23 November 2022

Time: 10:00 am (AEDT)

Location: RMA Global offices (Level 1, 112-114 Balmain Street, Cremorne, 3121) and virtually

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 23 November 2022. 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.

The Directors encourage Shareholders to participate in the Meeting via either attendance or the online platform. While Shareholders will be able to vote online during the Meeting, Shareholders are encouraged to lodge a proxy ahead of the Meeting, even if they are participating online. If you are unable to attend, please lodge your vote online at www.investorvote.com.au

We invite Shareholders to submit questions in advance of the Meeting. Questions may also be submitted online at <https://meetnow.global/M6VHNGU> or in advance of the Annual General Meeting by emailing them to Scott Farndell (Company Secretary) at scott.farndell@ratemyagent.com.

This Notice of Annual General Meeting and Explanatory Memorandum is dated 21 October 2022.

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

Notice of Annual General Meeting

RMA Global Limited ACN 169 102 523

Notice is given that the Annual General Meeting of the members of RMA Global Limited (the **Company**) will be held on 23 November 2022 at 10:00 am (AEDT).

The Company will attempt to address the more frequently asked questions in the Chairman and Chief Executive Officer's presentations at the Annual General Meeting. Written questions must be received by the Company by 10:00 am on Wednesday, 23 November 2022.

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 2022.

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

Resolutions

Resolution 1: Remuneration Report

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

1. *"That, for the purposes of section 250R(2) of the Corporations Act, the Remuneration Report of the Company, as contained in the Director's Report for the financial year ended 30 June 2022, be adopted."*

Note:

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

Voting Exclusion

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

- (a) by or on behalf of any key management personnel (**KMP**) member whose remuneration details are included in the Remuneration Report, or any of their closely related parties, regardless of the capacity in which the votes are cast; or
- (b) by any person who is a KMP member as at the time Resolution 1 is voted on at the Annual General Meeting, or any of their closely related parties, as a proxy, unless the votes are cast as a proxy for a person who is entitled to vote on Resolution 1:
 - (i) in accordance with a direction in the proxy appointment; or
 - (ii) by the Chairman of the Annual General Meeting in accordance with an express authorisation in the proxy appointment to cast the votes even if Resolution 1 is connected directly or indirectly with the remuneration of a KMP member.

Defined terms used in these Voting Exclusions:
For the purposes of these voting exclusions:

- (a) The **KMP** are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, either directly or indirectly. This includes all Directors (executive and non-executive).
- (b) A **closely related party** of a KMP member means:
 - (i) a spouse or child of the member; or
 - (ii) a child of the member's spouse; or
 - (iii) a dependant of the member or of the member's spouse; or
 - (iv) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company; or
 - (v) a company the member controls.

The Company will also apply these voting exclusions to persons appointed as attorney by a Shareholder to attend and vote at the Annual General Meeting under a power of attorney, as if they were appointed as a proxy.

Resolution 2: Re-election of Director

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

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

Other Business

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

Voting entitlement time

- 1. It has been determined (in accordance with section 1074E(2)(g) of the Corporations Act and regulation 7.11.37 of the *Corporations Regulations 2001* (Cth)) that for the purposes of the Meeting, the Shares will be taken to be held by the persons who are the registered Shareholders at 7:00pm (AEDT) on 21 November 2022. Accordingly, those persons are entitled to attend and vote (if not excluded) at the Meeting.

Proxies

- 1. A member who is entitled to vote at the Meeting may appoint:
 - (a) one proxy if the member is only entitled to one vote; or
 - (b) one or two proxies if the member is entitled to more than one vote.
- 2. Where the member appoints two proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a

proportion or number, each proxy may exercise half of the votes the member is entitled to, in which case any fraction of votes will be disregarded.

3. A proxy need not be a member of the Company.
4. If you require an additional proxy form, the Company will supply it on request.
5. The proxy form and the power of attorney or other authority (if any) under which it is signed (or a certified copy) must be received by the Company, at least 48 hours before the time for holding the Meeting (i.e. by no later than 10:00 am (AEDT) on 21 November 2022), at:
 - (a) online: www.investorvote.com.au
 - (b) by mail: C/- Computershare Investor Services Pty Limited GPO Box 242, Melbourne Victoria, 3001; or
 - (c) by fax: on 1800 783 447 (within Australia) or (61 3) 9473 2555 (outside Australia).

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

6. Proxies given by corporate shareholders must be executed in accordance with their constitutions, or under the hand of a duly authorised attorney.
7. If the appointment of a proxy specifies the way the proxy is to vote on a particular Resolution:
 - (a) the proxy is not required to vote on a show of hands, but if the proxy does so, the proxy must vote as directed (subject to any applicable voting exclusions);
 - (b) if the proxy has two or more appointments that specify different ways to vote on the Resolution, the proxy must not vote on a show of hands;
 - (c) if the proxy is not the Chairman of the Annual General Meeting, the proxy need not vote on a poll but if the proxy does so, the proxy must vote as directed (subject to any applicable voting restrictions); and
 - (d) if the proxy is the Chairman of the Annual General Meeting, the proxy must vote on a poll and must vote as directed.
8. There are some circumstances where the Chairman of the Annual General Meeting will be taken to have been appointed as a Shareholder's proxy for the purposes of voting on a particular Resolution even if the Shareholder has not expressly appointed the Chairman of the Annual General Meeting as their proxy. This will be the case where:
 - (a) the appointment of the proxy specifies the way the proxy is to vote on a particular Resolution;
 - (b) the Chairman of the Annual General Meeting is not named as the proxy;
 - (c) a poll has been called on the Resolution; and
 - (d) either of the following applies:
 - (i) the proxy is not recorded as attending the Annual General Meeting; or
 - (ii) the proxy attends the Annual General Meeting but does not vote on the Resolution.
9. If a Shareholder appoints the Chairman of the Meeting as the Shareholder's proxy and does not specify how the Chairman is to vote on an item of business, the Chairman will vote, as proxy for that Shareholder, in favour of the item on a poll.

Corporate Representatives


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

Voting on-line

1. Shareholders may vote by using the on-line platform. We recommend logging in to the on-line platform at least 15 minutes prior to the scheduled start time for the Annual General Meeting at <https://meetnow.global/M6VHNGU>.
2. Shareholders will need their Securityholder Reference Number or Holder Identification Number, which is printed at the top of the Voting Form/Proxy Form.
3. For proxyholders to receive their unique username and password, please contact Computershare Investor Services on +61 3 9415 4024 during the online registration period which will open 1 hour before the start of the meeting.
4. On-line voting will be open between the commencement of the Annual General at 10 am (AEDT) on Wednesday, 23 November 2022 and the time at which the Chairman announces the closure of voting.
5. More information about on-line participation in the Annual General Meeting is available in the 'Online Platform Guide' which accompanies this Notice of Meeting.

Dated: 21 October 2022

By order of the Board



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Scott Farndell
Company Secretary

RMA Global Limited – Annual General Meeting

Explanatory Memorandum

1. Introduction

This Explanatory Memorandum forms part of this Notice of Meeting and has been prepared to provide Shareholders with information to consider the Resolutions contained in this Notice of Annual General Meeting. The Annual General Meeting of the Company will be held on 23 November 2022 commencing at 10:00am (AEDT) at the RMA Global head offices at 112-114 Balmain Street, Cremorne, 3121 and online at <https://meetnow.global/M6VHNGU>.

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

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

2. Financial statements and report

The Corporations Act requires:

- (a) the reports of the directors and auditors; and
- (b) the annual financial report, including the financial statements of the Company,

for the financial year ended 30 June 2022, to be laid before the Annual General Meeting. Neither the Corporations Act nor the Constitution require a vote of Shareholders on the reports or statements. However, Shareholders as a whole will be given a reasonable opportunity to raise questions or comments on the financial statements and reports contained in the Company's 2022 Annual Report and on the performance of the Company generally.

Also, a reasonable opportunity will be given to Shareholders as a whole at the Meeting to ask the Company's auditor questions relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements in the Company's 2022 Annual Report and the independence of the auditor in relation to the conduct of the audit.

Shareholders can access a copy of the 2022 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 2022 Annual Report of the Company and is also available on the Company's website at <https://www.rma-global.com/>.

The Remuneration Report:

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

The Corporations Act requires the agenda for an Annual General Meeting to include a non-binding resolution that the Remuneration Report be adopted. Should 25% or more of the votes cast on this Resolution (in person, by proxy, attorney or by representative) be against approval of the Remuneration Report, then at the 2023 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 2023 Annual General Meeting to consider a spill of the Board.

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

The vote on Resolution 1 is advisory only and will not bind the Directors or the Company. The Board will take the outcome of the vote into consideration when reviewing remuneration practices and policies of the Company.

Board recommendation

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

Resolution 2: Re-election of Directors

Clause 63 of the Constitution provides that no Director, who is not the managing director, may hold office for a continuous period in excess of three years or until the third annual general meeting following the Director's appointment or election, whichever is the longer, without submitting for re-election. If no such Director is required to submit for re-election, the ASX Listing Rules still require an election of Directors to be held. The Director to retire will be the Director who has been longest in office since their last election and as between persons who became Directors on the same day, the one to retire will (unless they otherwise agree among themselves) be determined by lot.

In accordance with the above clause of the Constitution and Listing Rules, Mr. Philip Powell retires and being eligible, offers himself for re-election. His biographic details are set out below.

Profile of Philip Powell

Philip has almost 30 years of experience in investment banking specialising in capital raisings, IPOs, mergers and acquisitions and other successful corporate finance assignments across a diverse range of sectors. He spent 10 years in senior financial roles at OAMPS Ltd, a former ASX-listed financial services group and 10 years in audit with Arthur Andersen & Co. in Melbourne, Sydney and Los Angeles. Philip has been involved in numerous IPO engagements,

valuations and venture capital related raisings. Philip is currently a Non-executive Director of INOVIQ Limited (ASX: IIQ).

Philip is a qualified Chartered Accountant and a Member of the Australian Institute of Company Directors.

Philip is the Chairman of RMA's Audit and Risk Committee

Board recommendation

The Board (excluding Mr Philip Powell, who abstains from making a recommendation) recommends supporting the re-election of Philip Powell and recommends that Shareholders **vote in favour** of Resolution 2.

4. Glossary

Associate	has the meaning given for the purposes of the ASX Listing Rules.
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 or RMY	means RMA Global Limited ACN 169 102 523.
Computershare	means Computershare Investors Services Pty Ltd, the Company's share registrar.
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 that forms part of the Notice of Meeting.
Meeting or Annual General Meeting	means the annual general meeting of Shareholders convened by the Notice of Meeting.
Notice or Notice of Meeting or Notice of Annual General Meeting	means this notice of annual general meeting, including the Explanatory Memorandum.
Option	means an option over an unissued Share and having the terms set out in Table 1 of the Explanatory Memorandum.
Remuneration Report	means the remuneration report set out in the Company's 2022 Annual Report.
Resolution	means a resolution set out in the Notice.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a registered holder of one or more Shares.

Need assistance?



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



Online:
www.investorcentre.com/contact

RMY

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

RMA Global Limited Annual General Meeting

The RMA Global Limited Annual General Meeting will be held on Wednesday, 23 November 2022 at 10:00am (AEDT). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

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



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

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

For your proxy appointment to be effective it must be received by 10:00am (AEDT) on Monday, 21 November 2022.



ATTENDING THE MEETING VIRTUALLY

To watch the webcast, ask questions and vote on the day of the meeting, please visit:
<https://meetnow.global/M6VHNGU>

For instructions refer to the online user guide www.computershare.com.au/virtualmeetingguide



ATTENDING THE MEETING IN PERSON

The meeting will be held at:
RMA Global offices, Level 1, 112-114 Balmain Street, Cremorne, Melbourne, VIC 3121

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.

RMY

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030**Need assistance?****Phone:**1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)**Online:**www.investorcentre.com/contact**YOUR VOTE IS IMPORTANT**

For your proxy appointment to be effective it must be received by **10:00am (AEDT) on Monday, 21 November 2022.**

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:**XX****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: 999999****SRN/HIN: I999999999****PIN: 99999**

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

☐

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



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

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

☐

the Chairman
of the Meeting

OR

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of RMA Global Limited to be held at RMA Global Offices, Level 1, 112-114 Balmain Street, Cremorne, Melbourne, VIC 3121 and as a virtual meeting on Wednesday, 23 November 2022 at 10:00am (AEDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention in step 2) 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.

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. Philip Powell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

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

RM Y

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Computershare



**rmaglobal****RMA Global Limited**

ABN 69 169 102 523

RMYRM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030

Dear Securityholder,

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

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

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

You are requested to include the following;

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

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

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

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

Yours sincerely

RMA Global Limited