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ASX Announcement

14 December 2022

RMA Global Limited (RMY) is undertaking an Entitlement Offer to raise up to approximately \$5.5m to fund acceleration of growth in the US market

- RMY is undertaking a 1 for 6.1 pro-rata accelerated non-renounceable entitlement offer to raise up to approximately \$5.5 million (before costs) at \$0.07 per New Share.
- RMY has a validated business model, with group recurring revenue of \$15.2m in FY22 growing at 38% year on year (YoY).
- Significant market presence in the large US market with over 230,000 agents on the platform and over 500,000 US reviews, and US revenue of \$2m growing at 282% YoY in FY22.
- RMY has penetrated ~1% of the US market with a revenue opportunity of A\$310m assuming it achieves the same level of market penetration as the business has achieved in Australia
- Established Australia and New Zealand market growing at 26% YoY in FY22 with 33% of active agents in having a paid subscription to the RateMyAgent platform.
- Funds will be used to accelerate US monetisation and working capital to deliver positive cash flows.
- RMY Chairman David Williams has committed to subscribe for his full entitlement under the offer.
- Retail Entitlement Offer for eligible retail shareholders at the same Offer Price and offer ratio to open 21 December 2022 and close 16 January 2023.

RMA Global Limited (**ASX:RMY**) today announces a 1 for 6.1 pro-rata accelerated non-renounceable entitlement offer (**Entitlement Offer**) of new fully paid ordinary shares in RMY (**New Shares**) at an issue price of \$0.07 per New Share to raise up to approximately \$5.5 million (**Capital Raising**).

RMY CEO Michael Davey stated: "We have demonstrated strong traction in the US, with over 230,000 agents and 500,000 reviews on the platform, and US revenue growing strongly at 282% year on year in FY22. With the additional funds from this Capital Raising we aim to accelerate our revenue momentum with a view to delivering positive cashflows in the short to medium term."

Details of the Offer

Under the Entitlement Offer, eligible shareholders are invited to subscribe for 1 new share for every 6.1 shares they hold as at 7pm (Sydney time) on 16 December 2022 (**Record Date**). The New Shares offered under the Entitlement Offer will not be underwritten and be issued at a price of \$0.07 per New Share (**Offer Price**), which represents an approximate 49.6% discount to the 5-day VWAP as at the close of trading on 13 December 2022.

Up to approximately 78,583,547 New Shares in RMY are proposed to be issued under the Entitlement Offer, representing 16.4% of RMY's existing fully paid ordinary shares on issue.

The Entitlement Offer is non-renounceable and entitlements will not be tradeable on the ASX or be otherwise transferable. Shareholders who do not take up their full entitlement will not receive any payment in respect of entitlements they do not take up and their percentage equity interest in RMY will be diluted.

RMY Chairman David Williams has committed to subscribe for his entitlements under the offer¹.

Bell Potter is lead manager to the Entitlement Offer and MinterEllison is acting as legal adviser.

The Entitlement Offer will comprise of an accelerated institutional component (**Institutional Entitlement Offer**) and a retail component (**Retail Entitlement Offer**).

Institutional Entitlement Offer

Eligible institutional and sophisticated shareholders will be invited to participate in the Institutional Entitlement Offer which will take place today, 14 December 2022. Eligible institutional shareholders may opt to take up all, part or none of their entitlements.

Institutional entitlements that eligible institutional shareholders do not take up by the close of the Institutional Entitlement Offer, and institutional entitlements that would otherwise have been offered to ineligible institutional shareholders, will be offered for sale under a 'top-up' facility and to other institutional and sophisticated investors.

Retail Entitlement Offer

Retail shareholders who have a registered address in Australia or New Zealand on the Record Date will be invited to participate in the Entitlement Offer at the same Offer Price and offer ratio as under the Institutional Entitlement Offer. The Retail Entitlement Offer will open on 21 December 2022 and close at 5:00pm (Melbourne time) on 16 January 2023.

Eligible retail shareholders will be sent or have made available to them an offer booklet (**Retail Offer Booklet**) including a personalised entitlement and acceptance form on 21 December 2022. The Retail Offer Booklet will provide the details of how to participate in the Retail Entitlement Offer. A copy of the Retail Offer Booklet will also be lodged with the ASX on 21 December 2022. Eligible retail shareholders may opt to take up all, part or none of their entitlement.

In addition to each eligible retail shareholder's entitlement under the Retail Entitlement Offer, eligible retail shareholders will be offered the opportunity to apply for additional New Shares (up to 100% of their entitlement) under a 'top-up' facility (**Top-Up Facility**) if they take up all their entitlements. Eligible retail shareholders are not assured of being allocated any New Shares in excess of their entitlement under the Top-Up Facility. New Shares allocated under the Top-Up Facility will be allocated in accordance with the allocation policy outlined in the Retail Offer Booklet. RMY retains absolute discretion regarding allocation under the Top-Up Facility.

Use of funds

The proceeds from the Entitlement Offer will be used principally for the working capital needs of the business and to accelerate growth in the United States.

Investor Presentation

For further information, please refer to the Investor Presentation also lodged today with the ASX.

¹ Subject to ASIC approving the appointment of a nominee under s615 of the *Corporations Act 2001* (Cth) (**Act**) or him not otherwise contravening the Act.

Indicative Timeline

Event	Date
Trading Halt, announcement of Entitlement Offer	Before market Wednesday, 14 December 2022
Institutional bookbuild opens	Wednesday, 14 December 2022
Institutional bookbuild closes	Wednesday, 14 December 2022
Announcement of result of Institutional Entitlement Offer and recommence trading	Friday, 16 December 2022
Entitlement Offer record date	7:00pm (Sydney time) Friday, 16 December 2022
Despatch of Entitlement Offer booklet	Wednesday, 21 December 2022
Retail Entitlement Offer opens	Wednesday, 21 December 2022
Settlement of Institutional Entitlement Offer	Wednesday, 21 December 2022
Securities allotted under Institutional Entitlement Offer	Thursday, 22 December 2022
Retail Entitlement Offer closes	5:00pm (Melbourne), Monday, 16 January 2023
Announcement of results of Retail Entitlement Offer	Thursday, 19 January 2023
Settlement of Retail Entitlement Offer	Friday, 20 January 2023
Securities allotted under Retail Entitlement Offer	Monday, 23 January 2023
Normal trading of Retail Entitlement Offer shares	Tuesday, 24 January 2023

The above timetable is indicative only. The Company, in consultation with the Lead Manager reserves the right to vary the dates and times set out above subject to the Corporations Act and other applicable law.

Important Notices

Not for release or distribution in the United States

This announcement has been prepared for publication in Australia and may not be released to U.S. wire services or distributed in the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or any other jurisdiction. Any securities described in this announcement have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

This announcement has been authorised by the Board of Directors of RMA Global Limited. All dollar amounts in this announcement are in Australian dollars unless otherwise indicated.

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About RMA Global Limited

RMA is an online digital marketing business providing extensive data on for-sale and sold residential property, sale results for individual residential real estate agents and agencies, as well as reviews of agent performance from vendors and buyers of residential real estate. This data can be used by agents to build their profile to market themselves, or by vendors to compare agents and find an agent or agency to sell their property.

RMA currently operates in Australia, New Zealand and the USA