

14 December 2022

The Manager  
Market Announcements Office  
ASX Limited  
Rialto Towers  
Level 4, 525 Collins Street  
MELBOURNE VIC 3000

Dear Sir/Madam

**Notice under section 708AA(2)(f) of the Corporations Act 2001 (Cth)**

This notice is given by RMA Global Limited ACN 169 102 523 (ASX: RMY) (**RMY**) under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Corporations Act**) as notionally modified by *ASIC Corporations (Non-Traditional Rights Issue) Instrument 2016/84* (**ASIC Instrument 2016/84**).

Where applicable, references in this notice are to sections of the Corporations Act as modified by ASIC Instrument 2016/84.

RMY announced earlier today a pro rata accelerated non-renounceable entitlement offer (**Entitlement Offer**) of 1 fully paid ordinary share in RMY (**New Shares**) for every 6.1 fully paid ordinary shares held in RMY (**Share**) as at 7.00pm (Sydney time) on Friday, 16 December 2022 at a price of A\$0.07 per New Share to existing shareholders of the Company registered in Australia and New Zealand and certain eligible institutional investors in certain permitted foreign jurisdictions.

The maximum number of New Shares that may be issued under the Entitlement Offer is approximately 78,583,547 New Shares to raise up to approximately A\$5.5 million.

In addition to being able to apply for New Shares under the Entitlement Offer, each eligible shareholder who takes up their full entitlement under the Entitlement Offer will be able to apply under a 'top up' facility for additional New Shares in RMY out of any New Shares for which subscriptions are not made under the Entitlement Offer, subject to a cap of 100% of the eligible shareholder's entitlements (**Additional Shares**).

Under section 708AA(2)(f) of the Corporations Act, RMY states that:

- (a) RMY will offer the New Shares for issue without disclosure to investors under Part 6D.2 of the Corporations Act;
- (b) this notice is being given under section 708AA(2)(f) of the Corporations Act;
- (c) as at the date of this notice, RMY has complied with:
  - (i) the provisions of Chapter 2M of the Corporations Act as they apply to RMY; and
  - (ii) section 674 of the Corporations Act;
- (d) as at the date of this notice, there is no excluded information of the type referred to in sections 708AA(8) and 708AA(9) of the Corporations Act; and
- (e) the potential effect that the Entitlement Offer will have on the control of RMY and the consequences of that effect are as follows:
  - (i) the current issued share capital of RMY consists of 479,359,637 Shares;

- (ii) non-executive director and chairman of the Company, David Williams, and his associated entities (**Williams Group**), hold a relevant interest in 151,608,517 Shares (approximately 31.6% of the Shares) prior to the Entitlement Offer;
- (iii) depending on the extent to which New Shares are issued under the Entitlement Offer, the voting power in the Company of the Williams Group could increase from approximately 31.6% up to 35.0% following completion of the institutional component of the Entitlement Offer, subject to approval by ASIC of the appointment of a nominee under section 615 of the Corporations Act. The Williams Group's voting power could then reduce to approximately 33.7% on completion of the retail component of the Entitlement Offer, assuming full take up of entitlements under that subsequent retail component of the Entitlement Offer as shown in the table below:

	Total Shares on issue (M)	Williams Group	
		Shares <sup>1</sup>	Voting power
Following completion of the institutional component of the Entitlement Offer			
Shortfall of 0%	539,000,859	176,462,372	32.7%
Shortfall of 25%	530,304,017	176,462,372	33.3%
Shortfall of 50%	521,607,175	176,462,372	33.8%
Shortfall of 75%	512,910,334	176,462,372	34.4%
Shortfall of 100%	504,213,492	176,462,372	35.0%
Following completion of the retail component of the Entitlement Offer and assuming a 100% shortfall in the institutional component of the Entitlement Offer and full take up of the retail component of the Entitlement Offer			
Shortfall under the retail component of 0%	523,155,818	176,462,372	33.7% <sup>2</sup>

- (iv) the potential effect of the issue of New Shares on the control of RMY and the consequences of that effect will depend on a number of factors, including investor demand and existing shareholdings; and

<sup>1</sup> Assumes William Groups' commitment to subscribe for its full entitlement of 24,853,855 New Shares under the institutional component of the Entitlement Offer.

<sup>2</sup> The voting power of the Williams Group will be reduced by the amount of take up under the retail component of the Entitlement Offer and the maximum dilution is shown here if there is a 100% take up under the retail component of the Entitlement Offer. Conversely, if no Shares are taken up under the retail component of the Entitlement Offer, the Williams Groups' voting power will remain at 35.0%.

- (v) it is not currently expected that any other shareholder of RMY will increase their relevant interest above 20% as a result of participating in the Capital Raising.

Yours sincerely,



Scott Farndell  
Company Secretary  
14 December 2022  
RMA Global Limited

***This notice was authorised by the board of RMA Global Limited.***