

ASX Announcement

14 August 2020

ISSUE OF REMUNERATION PERFORMANCE RIGHTS

Rent.com.au Limited (ASX: RNT) ("**RENT**" or "**the Company**"), confirms the issue of 2,916,668 Remuneration Performance Rights following shareholder approval at its General Meeting earlier today.

Recipient	Number	Expiry
Garry Garside	916,667	30 November 2020
John Wood	666,667	30 November 2020
Sam McDonagh	666,667	30 November 2020
Phil Warren	666,667	30 November 2020
	2,916,668	

Appendix 3Y's (*Change of Director's Interests*) for each of the affected directors are attached.

Further details of the Remuneration Performance Rights are contained in the Notice of Meeting lodged with the ASX on 7th July 2020 and Schedule 1 outlines the Terms and Conditions of the Remuneration Performance Rights.

For and on behalf of the Board of Rent.com.au Limited

[lodged electronically without signature]

Jan Ferreira

Joint Company Secretary

Schedule 1 - Terms and Conditions of Remuneration Performance Rights

The Remuneration Performance Rights are granted in accordance with, and subject to the Rent.com.au Employee Securities Incentive Plan (**Plan**). Unless otherwise stated, terms defined in these terms and conditions have the meaning given to those terms in the Plan.

1. Conversion and Expiry of Remuneration Performance Rights

The Remuneration Performance Rights will be granted with the Vesting Condition and Milestone Date as follows:

Vesting Condition	Milestone Date
Remaining as a director until 30 November 2020	30/11/2020

- (a) **(Vesting)** Each Remuneration Performance Right will vest when the applicable Vesting Condition has been satisfied or waived.
- (b) **(Issue of Shares)** The Remuneration Performance Rights will each convert into a Share for no consideration on vesting.
- (c) **(Lapsing)** If a Vesting Condition of a Remuneration Performance Right is not achieved or waived by the applicable Milestone Date, then the Remuneration Performance Right will lapse.
- (d) **(Determination of achievement of Vesting Condition)** The achievement of a Vesting Condition outlined above will be determined by the Board from time to time.
- (e) **(Leaving the Company Group)** If a holder of Remuneration Performance Rights ceases to be an employee of the Company Group by reason of resignation or termination for cause, any unvested Remuneration Performance Rights will lapse or be forfeited (as the case may be) unless the Board determines otherwise. However, all Remuneration Performance Rights will vest and convert into Shares in the following circumstances:
 - (i) death or total and permanent disablement;
 - (ii) redundancy;
 - (iii) retirement; or
 - (iv) termination by agreement.

2. Other rights attaching to Remuneration Performance Rights

- (a) **(Plan)** The Remuneration Performance Rights are granted in accordance with, and subject to the Rent.com.au Employee Securities Incentive Plan and unless otherwise stated, terms defined in these terms and conditions have the meaning given to those terms in the Plan.
- (b) **(No voting rights)** A Remuneration Performance Right does not entitle a holder to vote on any resolutions proposed at a general meeting of the Company's Shareholders.
- (c) **(No dividend rights)** A Remuneration Performance Right does not entitle a holder to any dividends.

- (d) **(Rights on winding up)** A Remuneration Performance Right does not entitle the holder to participate in the surplus profits or assets of the Company upon winding up of the Company.
- (e) **(Not transferable)** A Remuneration Performance Right is not transferable.
- (f) **(Reorganisation of capital)** If there is a reorganisation (including, without limitation, consolidation, sub-division, reduction or return) of the issued capital of the Company, the rights of a holder will be varied (as appropriate) in accordance with the Listing Rules which apply to reorganisation of capital at the time of the reorganisation.
- (g) **(Shares issued on conversion)** Shares issued on conversion of the Remuneration Performance Rights rank equally with the then Shares of the Company.
- (h) **(Quotation of shares on conversion)** An application will be made by the Company to ASX for official quotation of the Shares issued upon the conversion of each Remuneration Performance Right within the time period required by the Listing Rules.
- (i) **(Participation in entitlements and bonus issues)** A Remuneration Performance Right does not entitle a holder to participate in new issues of capital offered to holders of Shares, such as bonus issues and entitlement issues.
- (j) **(Change of Control Event)** If a Change of Control Event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Remuneration Performance Rights will be dealt with, including, without limitation, in a manner that allows the holder to participate in and/or benefit from any transaction arising from or in connection with the Change of Control Event provided that, the maximum number of Remuneration Performance Rights (that have not yet been converted) that the Board may determine will vest and be converted into Shares is that number of Remuneration Performance Rights, which combined with all other Performance Rights on issue is equal to 10% of the Shares on issue immediately following vesting, which as far as practicable will be allocated between holders on a pro-rata basis on the basis of their holdings of Performance Rights on the date of determination of vesting. For these purposes, Change of Control Event means:
 - (i) a change in Control (as defined in section 50AA of the Corporations Act 2001 (Cth)) of the Company;
 - (ii) the announcement by the Company that Shareholders have at a Court convened meeting of shareholders voted in favour, by the necessary majority, of a proposed scheme of arrangement under which all Shares are to be either cancelled, or transferred to a third party, and the Court, by order, approves the proposed scheme of arrangement;
 - (iii) where a person becomes the legal or the beneficial owner of, or has a Relevant Interest in, more than fifty per cent (50%) of Issued Capital;
 - (iv) where a person becomes entitled to acquire, hold or has an equitable interest in more than fifty per cent (50%) of Issued Capital; and
 - (v) where a Takeover Bid is made to acquire more than fifty per cent (50%) of Issued Capital (or such lesser number of Shares that when combined with the Shares that the bidder (together with its Associates) already owns will

amount to more than 50% of Issued Capital) and the Takeover Bid becomes unconditional and the bidder (together with its Associates) has a Relevant Interest in more than 50% of Issued Capital,

but, for the avoidance of doubt, does not include any internal reorganisation of the structure, business and/or assets of the Group.

- (k) **(Quotation of Remuneration Performance Rights)** No application for quotation of the Remuneration Performance Rights will be made by the Company.
- (l) **(Deferred Taxation)** Subdivision 83A-C of the Income Tax Assessment Act 1997 (Cth) applies to the Remuneration Performance Rights.
- (m) **(No other rights)** A Remuneration Performance Right does not give a holder any other rights other than those expressly provided by these terms and the Plan and those provided at law where such rights at law cannot be excluded by these term.

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity:	Rent.com.au Limited
ABN	25 062 063 692

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Garry Garside
Date of last notice	29 July 2020

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	A. Direct. B. Indirect. C. Indirect.
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	A. Direct. B. The Cyclis Group Pty Ltd atf The Garside Family Trust – Director and Beneficiary C. Garry Desmond Garside & Frances Sambrailo Garside <The Prime Super Fund A/C> – Beneficiary
Date of change	14 August 2020
No. of securities held prior to change	A. 111,413 Fully Paid Ordinary Shares B. 565,219 Fully Paid Ordinary Shares C. 6,323,865 Fully Paid Ordinary Shares

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

Class	<p>A. Unlisted performance rights</p> <p>B. n/a</p> <p>C. n/a</p>
Number acquired	<p>A. 916,667 Performance Rights</p> <p>B. Nil</p> <p>C. Nil</p>
Number disposed	<p>A. Nil</p> <p>B. Nil</p> <p>C. Nil</p>
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	<p>A. \$27,500 in foregone directors' fees</p> <p>B. Nil</p> <p>C. Nil</p>
No. of securities held after change	<p>A.</p> <p>i. 111,413 Fully Paid Ordinary Shares</p> <p>ii. 916,667 Performance Rights</p> <p>B. 565,219 Fully Paid Ordinary Shares</p> <p>C. 6,323,865 Fully Paid Ordinary Shares</p>
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Issue of Performance Rights

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
Interest acquired	
Interest disposed	
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
Interest after change	

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

⁺ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity:	Rent.com.au Limited
ABN	25 062 063 692

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	John Wood
Date of last notice	29 July 2020

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	A. Direct. B. Indirect. C. Indirect. D. Indirect.
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	A. Direct B. Reefbay Holdings Pty Ltd atf The John & Georgina Wood Family Trust - Director and beneficiary C. Reefbay Holdings Pty Ltd – Director D. Rent Investment Pty Ltd atf Rent Investment Unit Trust - Director and beneficiary
Date of change	14 August 2020

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

No. of securities held prior to change	A. 1,089,391 Fully Paid Ordinary Shares B. 6,073,250 Fully Paid Ordinary Shares C. 8,067,055 Fully Paid Ordinary shares D. 2 Fully Paid Ordinary Shares
Class	A. unlisted performance rights B. n/a C. n/a D. n/a
Number acquired	A. 666,667 performance rights B. Nil C. Nil D. Nil
Number disposed	A. Nil B. Nil C. Nil D. Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	A. \$20,000 in foregone directors' fees B. Nil C. Nil D. Nil
No. of securities held after change	A. i. 1,089,391 Fully Paid Ordinary Shares ii. 666,667 Performance Rights B. 6,073,250 Fully Paid Ordinary Shares C. 8,067,055 Fully Paid Ordinary shares
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Issue of remuneration performance rights

+ See chapter 19 for defined terms.

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
Interest acquired	
Interest disposed	
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
Interest after change	

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

⁺ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity:	Rent.com.au Limited
ABN	25 062 063 692

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Phil Warren
Date of last notice	29 July 2020

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect.
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Philuchna Pty Ltd – Director and beneficiary
Date of change	14 August 2020
No. of securities held prior to change	479,539 Ordinary shares,
Class	Unlisted performance rights
Number acquired	666,667
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$20,000 in foregone directors' fees

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

No. of securities held after change	479,539 Ordinary shares 666,667 Performance Rights
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Issue of remuneration performance rights

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of “notifiable interest of a director” should be disclosed in this part.

Detail of contract	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

⁺ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity:	Rent.com.au Limited
ABN	25 062 063 692

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Sam McDonagh
Date of last notice	29 July 2020

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	n/a
Date of change	14 August 2020
No. of securities held prior to change	818,239 Fully paid ordinary shares
Class	Unlisted performance rights
Number acquired	666,667 performance rights
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$20,000 in foregone directors' fees

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

No. of securities held after change	i. 818,239 Fully paid ordinary shares ii. 666,667 performance rights
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Issue of remuneration performance rights

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

⁺ See chapter 19 for defined terms.