

RTO LIMITED

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Notice is hereby given that the Annual Meeting of Shareholders of RTO Limited (the "Company") will be held at "Boardroom at Business Action", 1A George Street, Newmarket, Auckland, on Thursday, 5 September 2024 commencing at 10.00am.

BUSINESS OF THE MEETING

1. Re-election of Say Chan Law as Director – Ordinary Resolution

Say Chan Law retires in accordance with the provisions of the Constitution of the Company and offers himself for re-election as a director. Accordingly, the shareholders of the Company are requested to consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

"That Say Chan Law be re-elected as a director of the Company."

2. Remuneration of Auditors – Ordinary resolution

To authorise the Board to fix the remuneration of the Company's auditors for the forthcoming year.

NOTES

1. PROXIES

All shareholders of the Company entitled to attend and vote at the meeting are entitled to appoint a proxy to attend and vote for them instead. A proxy need not be a shareholder of the Company.

A proxy form is enclosed and to be effective must be lodged with the Company's Share Registrar, MUFG Corporate Markets (formerly Link Market Services Limited) by either mailing to MUFG Corporate Markets (formerly Link Market Services Limited) as per the instructions comprised in the Proxy Form, so as to be received by no later than 48 hours before the meeting is due to begin (i.e before 10.00am Tuesday, 3 September 2024).

If you wish to appoint a director as your proxy, the Chair of the Board Mr Sean Joyce is willing to act on your behalf.

If you return this Proxy Form without directing the proxy how to vote on any particular matter, the proxy will vote as he or she thinks fit.

2. VOTING RESTRICTIONS

There are no voting restrictions.

By Order of the Board of Directors



Sean Joyce
CHAIRMAN

EXPLANATORY NOTES

NZX Listing Rules (“Listing Rules”) and Companies Act 1993 (“Act”)

The Company is listed on the NZX Main Board and must comply with the Listing Rules and the Act. In addition, various provisions of the Listing Rules are included in the Constitution. The Act, the Constitution and the Listing Rules contain specific requirements which are relevant to the resolutions comprised in this Notice.

The implications of the Listing Rules, the Act and the Constitution, insofar as they relate to each resolution, are addressed in the Explanatory Notes to each resolution.

Nature of Resolutions

The resolutions which are to be considered at the Meeting are both ordinary resolutions. An ordinary resolution is a resolution passed by a simple majority of votes of shareholders of the Company, entitled to vote and voting.

RESOLUTION 1 - RE-ELECTION OF SAY CHAN LAW AS DIRECTOR – ORDINARY RESOLUTION

Say Chan Law is required to retire in accordance with the Company’s constitution. Being eligible, Mr Law offers himself for re-election at the Annual Meeting.

The Board considers that Mr Law is not an “independent director” of the Company (as that term is defined in the Listing Rules).

RESOLUTION 2 - REMUNERATION OF AUDITORS – ORDINARY RESOLUTION

William Buck Audit (NZ) Limited is automatically reappointed at the annual meeting as the auditor of the Company under section 207T of the Companies Act. This resolution authorises the Board to fix the fees and expenses of the auditor.