



**THE RPM GROUP**

RPM Automotive Group Ltd  
6-18 Antonella Court,  
Dandenong South, VIC 3175  
**ABN: 34 002 527 906**

25 October 2022

Dear Shareholder

**Important information regarding the 2022 Annual General Meeting**

RPM Automotive Group Limited (ASX: RPM) (RPM or the Company) advises that its 2022 Annual General Meeting (AGM) will be held as follows:

**Time:** 11.00am (AEDT)

**Date:** Thursday 24 November 2022

The Notice of Meeting for the AGM can be accessed from the following link on the Company's website at [www.rpmgroup.net.au](http://www.rpmgroup.net.au) It is also available from the Company's announcements platform on the ASX at [www.asx.com.au](http://www.asx.com.au).

The Company will not be posting hard copies of the Notice of Meeting to shareholders who have not elected to receive the notice electronically. Notwithstanding this, if you would like to receive a hard copy of the Notice of Meeting, please contact the Company.

The Company's Annual report is also available at the Company's website [www.rpmgroup.net.au](http://www.rpmgroup.net.au).

**Proxy lodgement**

Shareholders who choose to lodge a proxy should follow instructions on their personalised proxy for (enclosed), to be submitted to the Company's share registry no later than 11.00am (AEDT) on Tuesday 22 November 2022 online or by post.

Yours Sincerely

Mr Grant Carman  
Chairman  
RPM Automotive Group Limited

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of RPM Automotive Group Limited (RPM or the Company) will be held on Thursday, 24 November 2022, commencing at 11.00am (AEDT) at 6-18 Antonella Court, Dandenong South, Victoria.

The enclosed Explanatory Statement accompanies and forms part of this Notice of Meeting.

### AGENDA

#### ORDINARY BUSINESS

##### Accounts and Reports

To receive and consider the annual financial report for the financial year ended 30 June 2022, together with the reports by directors and auditors thereon.

##### Resolution 1: Adoption of Remuneration Report

To consider and, if thought fit, to pass with or without amendment, the following resolution as a non-binding resolution:

That for the purpose of section 250R (2) of the Corporations Act and for all other purposes, the Remuneration Report set out in the Company's 2022 Annual Report for the financial year ended 30 June 2022 be adopted.

**Note:** The vote on this resolution is advisory only and does not bind the directors of the Company.

##### Voting Exclusion Statement:

Pursuant to section 250R (4) of the Corporations Act, the Company is required to disregard any votes cast on Resolution 1 (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member (together "prohibited persons").

However, the Company will not disregard a vote if:

- (c) the prohibited person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and
- (d) the vote is not cast on behalf of a prohibited person.

##### Resolution 2: Re-election of Director (Mr A Goodman)

To consider and, if thought fit, to pass with or without amendment, the following resolution as an ordinary resolution:

That Mr Alex Goodman, being a Director of the Company who retires by rotation in accordance with Clause 3.6 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a director of the Company.

The Chairman of the AGM intends to vote all available proxies in favour of Resolution 2.

##### Resolution 3: Election of Director (Mr G Nicholls)

To consider and, if thought fit, to pass with or without amendment, the following resolution as an ordinary resolution:

That Mr Guy Nicholls, being a Director of the Company who retires in accordance with Clause 3.3 of the Company's Constitution and, being eligible, offers himself for election, be elected as a director of the Company.

The Chairman of the AGM intends to vote all available proxies in favour of Resolution 3.

#### **Resolution 4: Ratification of prior issue of Shares**

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify and approve the issue of 6,689,337 shares for the purposes and on the terms and conditions set out in the Explanatory Memorandum.

The Chairman of the AGM intends to vote all available proxies in favour of Resolution 4.

##### **Voting Exclusion Statement**

The Company will disregard any votes cast in favour of this Resolution 4 by or on behalf of a person who participated in the issue being approved or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the resolution by:

- (a) a person or proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (ii) The holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

#### **Resolution 5: Ratification of prior issue of Shares**

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify and approve the issue of 8,442,754 shares for the purposes and on the terms and conditions set out in the Explanatory Memorandum.

The Chairman of the AGM intends to vote all available proxies in favour of Resolution 5.

##### **Voting Exclusion Statement**

The Company will disregard any votes cast in favour of this Resolution 5 by or on behalf of a person who participated in the issue being approved or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the resolution by:

- (a) a person or proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (ii) The holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

#### **Resolution 6: Ratification of prior issue of shares**

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders and approve the issue of 4,175,092 shares for the purposes and on the terms and conditions set out in the Explanatory Memorandum.

The Chairman of the AGM intends to vote all available proxies in favour of Resolution 6.

**Voting Exclusion Statement**

The Company will disregard any votes cast in favour of this Resolution 6 by or on behalf of a person who participated in the issue or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the resolution by:

- (a) a person or proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**Resolution 7: Ratification of prior issue of shares**

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify and approve the issue of 1,038,962 shares for the purposes and on the terms and conditions set out in the Explanatory Memorandum.

The Chairman of the AGM intends to vote all available proxies in favour of Resolution 7.

**Voting Exclusion Statement**

The Company will disregard any votes cast in favour of this Resolution 7 by or on behalf of a person who participated in the issue being approved or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the resolution by:

- (a) a person or proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**Resolution 8: Issue of shares to Mr G Carman in lieu of Directors Fees**

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

That in accordance with Listing Rule 7.1 and listing Rule 10.11 and for all other purposes, the Company be permitted and authorized to issue 200,000 shares at \$0.20 each to Mr G Carman a related party in lieu of cash Directors fees on the terms and conditions set out in the accompanying Explanatory Memorandum.

The Chairman of the AGM intends to vote all available proxies in favour of Resolution 8.

**Voting Exclusion Statement**

The Company will disregard any votes cast in favour of this Resolution 8 by or on behalf of Mr Carman and any other person who will obtain a material benefit as a result of the issue of the shares or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the resolution by:

- (a) a person or proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**Resolution 9: Issue of shares to Mr A Goodman in lieu of Directors Fees**

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

That in accordance with Listing Rule 7.1 and listing Rule 10.11 and for all other purposes, the Company be permitted and authorized to issue 200,000 shares at \$0.20 each to Mr A Goodman a related party in lieu of cash Directors fees on the terms and conditions set out in the accompanying Explanatory Memorandum.

The Chairman of the AGM intends to vote all available proxies in favour of Resolution 9.

**Voting Exclusion Statement**

The Company will disregard any votes cast in favour of this Resolution 9 by or on behalf of Mr Goodman and any other person who will obtain a material benefit as a result of the issue of the shares or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the resolution by:

- (a) a person or proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**Resolution 10: Issue of shares to Mr G Nicholls in lieu of Directors Fees**

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

That in accordance with Listing Rule 7.1 and listing Rule 10.11 and for all other purposes, the Company be permitted and authorized to issue 173,655 shares at \$0.20 each to Mr G Nicholls a related party in lieu of cash Directors fees on the terms and conditions set out in the accompanying Explanatory Memorandum.

The Chairman of the AGM intends to vote all available proxies in favour of Resolution 10

**Voting Exclusion Statement**

The Company will disregard any votes cast in favour of this Resolution 10 by or on behalf of Mr Nicholls and any other person who will obtain a material benefit as a result of the issue of the shares or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the resolution by:

- (a) a person or proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**Resolution 11: Adoption of a new constitution**

To consider and, if thought fit, to pass with or without amendment, the following resolution as a **special resolution**:

That for, the purposes of section 136(2) of the Corporations Act, and for all other purposes, Shareholders approve the replacement of the Company's existing Constitution and adoption of a new Constitution in its place as signed by the Chairman on the terms set out in the Explanatory Statement.

The Chairman of the AGM intends to vote all available proxies in favour of Resolution 11

## **Resolution 12: Additional 10% placement capacity**

To consider and, if thought fit, to pass with or without amendment, the following resolution as a **special resolution**:

That, for the purpose of Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 for the purpose and on the terms set out in the Explanatory Statement accompanying this Notice of Annual General Meeting.

The Chairman of the AGM intends to vote all available proxies in favour of Resolution 12.

### **Voting Exclusion:**

The Company will disregard any votes cast in favour of the Resolution by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity) or an associate of those persons. However, this does not apply to a vote cast in favour of the Resolution by:

(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**Important note:** The proposed allottees of any Equity Securities under the Additional 10% Placement facility are not yet known or identified. In these circumstances (and in accordance with the note set out in ASX Listing Rule 14.11.1 relating to ASX Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of any Equity Securities issued under the Additional 10% Placement Facility), Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted, and there is no reason to exclude their votes.

### **Voting at General Meeting**

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders of the Company at 7.00pm (AEDT) on 22 November 2022. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the general meeting.

Proxy and Voting Entitlement Instructions are included on the Proxy Form accompanying this Notice of Meeting.

BY ORDER OF THE BOARD

W J Kemaghan  
Company Secretary  
21 October 2022

## **EXPLANATORY STATEMENT**

### **1. INTRODUCTION**

This Explanatory Statement has been prepared for the information of Shareholders of RPM Automotive Group Limited ("the Company") in connection with the business to be conducted at the annual general meeting of Shareholders to be held at 6-18 Antonella Court, Dandenong South, Victoria on Thursday, 24 November 2022 at 11.00am (AEDT).

This Explanatory Statement forms part of and should be read in conjunction with the accompanying Notice of Meeting.

### **2. 2022 ANNUAL REPORT**

In accordance with the requirements of the Company's Constitution and the Corporations Act, the 2022 Annual Report will be tabled at the annual general meeting. Shareholders will have the opportunity of discussing the Annual Report and making comments and raising queries in relation to the Report. There is no requirement for a formal resolution on this item.

Representatives from the Company's auditors, Nexia Melbourne Audit Pty Ltd, will be present to take shareholders' questions and comments about the conduct of the audit and the preparation and content of the audit report.

### **3. ADOPTION OF REMUNERATION REPORT – Resolution 1**

#### **3.1 General**

Pursuant to section 250R (2) of the Corporations Act, the Company is required to put the Remuneration Report to the vote of Shareholders. The Directors' Report for the year ended 30 June 2022 contains the Remuneration Report which sets out the remuneration policy for the Company and reports on the remuneration arrangements in place for the Directors and Key Management Personnel.

Resolution 1 is advisory only and does not bind the Directors of the Company. Of itself, a failure of Shareholders to pass Resolution 1 will not require the Directors to alter any of the arrangements in the Remuneration Report.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

#### **3.2 Voting consequences**

If at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report in two consecutive annual general meetings, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of directors of the Company (Spill Resolution) at the second annual general meeting.

If more than 50% of shareholders vote in favour of the Spill Resolution, the company must convene the extraordinary general meeting (Spill Meeting) within 90 days of the second annual general meeting.

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

### **4. Re-election of a Director –Resolution 2**

Resolution 2 relates to the re-election of Mr Goodman as a Director.

In accordance with the requirements of clause 3.6 of the Company's Constitution and the Corporations Act, one-third of the directors of the Company retire from office at this annual general meeting of the Company. Mr Alex Goodman retires by rotation and, being eligible, offers himself for re-election.

Alex has a strong background in Private Equity, business expansion of Private Companies and Executive Management in Global Companies such as IBM, Lotus (Boston) and Amdahl (Silicon Valley). Alex worked in Jagen P/L, the Family Office of the Liberman Family and sat as a Director, on a number of boards which included activities such as Investment Management and Mergers and Acquisitions. He also constructed Acquisitions with key investors, including some of Australia's leading Investor families.

After working in IBM with the Australian financial sector, Alex took on roles in Australian Start-ups bringing many to successful exits, or organic growth.

Alex holds a BSc with Double Major in Applied Mathematics & Computer Science.

## **5. Election of a Director –Resolution 3**

Resolution 3 relates to the election of Mr Nicholls as a Director.

In accordance with the requirements of clause 3.3 of the Company's Constitution and the Corporations Act, Mr Nicholls retires from office at this annual general meeting of the Company. Mr Nicholls retires and, being eligible, offers himself for election.

Guy has over 30 years' experience in Senior Executive roles in the automotive sector across strategy design and execution, manufacturing, and supply chain, as well as mergers and acquisitions. Guy was the CEO of Ryco Group, a business unit of ASX200-listed company GUD Holdings (ASX:GUD), where he was employed for 11 years. Under Guy's leadership, Ryco Group acquired businesses which were less reliant on internal combustion engines and provided a greater share of wallet with existing and new customers.

Guy has also held several executive roles at NYSE-listed Genuine Parts Company, known locally as Repco and Napa Autoparts, as Group General Manager of Brand & Product Optimisation and as General Manager of Store Operations for Repco Auto Parts. More recently, Guy was the Interim General Manager Commercial for 4WD and Caravan industry leader REDARC Electronics.

Guy was a member of the Australian Automotive Aftermarket Association Board, which played a pivotal role in the recent introduction of legislation known as the Motor Vehicle Information Scheme (MVIS), aimed at helping consumers have a choice when repairing vehicles.

Guy has a Graduate Diploma of Business and Administration from RMIT and is a member of the Australian Institute of Company Directors.

## **6. Resolution 4: Ratification of prior issue of placement shares**

Resolution 4 relates to the ratification of a prior issue of shares

On 1 February 2022 the Company issued 6,689,337 fully paid ordinary shares for the acquisition of the Safety Dave business. The issuance of shares was made in compliance with ASX Listing Rule 7.1 at the time that issuance occurred.

The directors are restricted by Listing Rule 7.1 from issuing new securities in the Company, which would dilute existing shareholdings, to a maximum of 15% of the expanded issued capital in any 12 month period. There are exceptions which allow the directors to issue new securities above that limit which include pro rata rights issues and issues with shareholder approval.

ASX Listing Rule 7.4 allows the Company to seek the approval of shareholders of the Company to an issue of securities after the issue has been made without approval under Listing Rule 7.1, provided the issue did not breach Listing Rule 7.1 and the holders of ordinary shares in the Company subsequently approve the issue.

As the issues were not in breach of Listing Rule 7.1 and were not previously approved by the shareholders of the Company, the directors are now seeking shareholders' approval and ratification for the issue of the Shares.

If resolution 4 is passed, the Company will be able to utilise Listing Rule 7.1 for future issues of up to 15% of the expanded issued capital in the next 12 month period without having to convene a shareholders meeting to seek shareholders' approval of any such issues. The directors believe it is desirable to have the flexibility afforded to the Company to issue securities up to the maximum 15% allowable under Listing Rule 7.1.

If resolution 4 is not passed, the company will not be allowed to utilise the exemption under Listing Rule 7.4 for the issue of these securities under Listing Rule 7.1.

### **Technical Information required under Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 4:

*Rule 7.5.1: The persons to whom the 6,689,337 new Shares were issued was as follows:*

*Safety Dave Pty Ltd*

*Rule 7.5.2: Number of securities to be issued:*

6,689,337 fully paid ordinary Shares

*Rule 7.5.3: If the securities are not fully paid securities, a summary of the material terms of the securities:*

*Not applicable*

*Rule 7.5.4: Date or dates on when securities will be issued:*

6,689,337 fully paid shares have been issued on 1 February 2022.

*Rule 7.5.5: Price of securities:*

6,689,337 fully paid Shares have been issued at \$0.2995.

*Rule 7.5.6: Purpose of the issue:*

to acquire the Safety Dave business as per ASX announcement dated 20 December 2021

*Rule 7.5.7: If securities were or will be issued under an agreement, a summary of any other material terms of the agreement:*

Not applicable.

*Rule 7.5.8: A voting exclusion statement:*

A voting exclusion statement is included in the Notice.

Accordingly, the Board unanimously recommend that Shareholders approve Resolution 4.

## **7. Resolution 5: Ratification of prior issue of shares**

Resolution 5 relates to the ratification of a prior issue of shares

On 6 May 2022 the Company issued 8,442,754 fully paid ordinary shares for the acquisition of Victoria Wide Tyre Service. This issuance of shares was made in compliance with ASX Listing Rule 7.1 at the time the issuance occurred.

The directors are restricted by Listing Rule 7.1 from issuing new securities in the Company, which would dilute existing shareholdings, to a maximum of 15% of the expanded issued capital in any 12 month period. There are exceptions which allow the directors to issue new securities above that limit which include pro rata rights issues and issues with shareholder approval.

ASX Listing Rule 7.4 allows the Company to seek the approval of shareholders of the Company to an issue of securities after the issue has been made without approval under Listing Rule 7.1, provided the issue did not breach Listing Rule 7.1 and the holders of ordinary shares in the Company subsequently approve the issue.

As the issue was not in breach of Listing Rule 7.1 and was not previously approved by the shareholders of the Company, the directors are now seeking shareholders' approval and ratification for the issue of the Shares.

If resolution 5 is passed, the Company will be able to utilise Listing Rule 7.1 for future issues of up to 15% of the expanded issued capital in the next 12 month period without having to convene a shareholders meeting to seek shareholders' approval of any such issues. The directors believe it is desirable to have the flexibility afforded to the Company to issue securities up to the maximum 15% allowable under Listing Rule 7.1.

If resolution 5 is not passed, the company will not be allowed to utilise the exemption under Listing Rule 7.4 for the issue of these securities under Listing Rule 7.1.

### **Technical Information required under Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 5:

*Rule 7.5.1: The persons to whom the 8,442,754 new Shares were issued as follows:*

*Dukakis Investments Pty Ltd (50%)*

*De Sensi Investments Pty Ltd (50%)*

*Rule 7.5.2: Number of securities to be issued:*

8,442,754 fully paid ordinary Shares

*Rule 7.5.3: If the securities are not fully paid securities, a summary of the material terms of the securities:*

Not applicable

*Rule 7.5.4: Date or dates on when securities will be issued:*

8,442,754 fully paid Shares have been issued on 6 May 2022.

*Rule 7.5.5: Price of securities:*

8,442,754 fully paid Shares have been issued at \$0.283083.

*Rule 7.5.6: Purpose of the issue:*

to acquire Victoria Wide Tyre Service as per ASX announcement dated 5 April 2022

*Rule 7.5.7: If securities were or will be issued under an agreement, a summary of any other material terms of the agreement:*

Not applicable.

*Rule 7.5.8: A voting exclusion statement:*

A voting exclusion statement is included in the Notice.

Accordingly, the Board unanimously recommend that Shareholders approve Resolution 5.

## **8.Resolution 6: Ratification of prior issue of shares**

Resolution 6 relates to the ratification of a prior issue of shares

On 8 July 2022 the Company issued 4,175,092 fully paid ordinary shares in respect to the acquisition of AFT Automotive Group. This issuance of shares was made in compliance with ASX Listing Rule 7.1 at the time the issuance occurred.

The directors are restricted by Listing Rule 7.1 from issuing new securities in the Company, which would dilute existing shareholdings, to a maximum of 15% of the expanded issued capital in any 12 month period. There are exceptions which allow the directors to issue new securities above that limit which include pro rata rights issues and issues with shareholder approval.

ASX Listing Rule 7.4 allows the Company to seek the approval of shareholders of the Company to an issue of securities after the issue has been made without approval under Listing Rule 7.1, provided the issue did not breach Listing Rule 7.1 and the holders of ordinary shares in the Company subsequently approve the issue.

As the issue was not in breach of Listing Rule 7.1 and was not previously approved by the shareholders of the Company, the directors are now seeking shareholders' approval and ratification for the issue of the Shares.

If resolution 6 is passed, the Company will be able to utilise Listing Rule 7.1 for future issues of up to 15% of the expanded issued capital in the next 12 month period without having to convene a shareholders meeting to seek shareholders' approval of any such issues. The directors believe it is desirable to have the flexibility afforded to the Company to issue securities up to the maximum 15% allowable under Listing Rule 7.1.

If resolution 6 is not passed, the company will not be allowed to utilise the exemption under Listing Rule 7.4 for the issue of these securities under Listing Rule 7.1.

### **Technical Information required under Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 6:

*Rule 7.5.1:*

*The persons to whom the 4,175,092 new Shares were issued as follows:*

D C & A Curtis Pty Ltd (50%)

*C I & M Curtis Pty Ltd. (50%)*

*Rule 7.5.2: Number of securities to be issued:*

4,175,092 fully paid ordinary Shares

*Rule 7.5.3: If the securities are not fully paid securities, a summary of the material terms of the securities:*

*Not applicable*

*Rule 7.5.4: Date or dates on when securities will be issued:*

4,175,092 fully paid Shares have been issued on 8 July 2022.

*Rule 7.5.5: Price of securities:*

4,175,092 fully paid Shares have been issued at \$0.2863.

*Rule 7.5.6: Purpose of the issue:*

to acquire AFT Automotive Group as per ASX announcement dated 11 July 2022

*Rule 7.5.7: If securities were or will be issued under an agreement, a summary of any other material terms of the agreement:*

Not applicable.

*Rule 7.5.8: A voting exclusion statement:*

A voting exclusion statement is included in the Notice.

### **Recommendation**

The Directors recommend that Shareholders **vote in favour** of Resolution 6.

### **9.Resolution 7: Ratification of prior issue of shares**

Resolution 7 relates to the ratification of a prior issue of shares

On 5 October 2022 the Company issued 1,038,962 fully paid ordinary shares in respect to the purchase of Direct Wholesale Tyres Pty Ltd This issuance of shares was made in compliance with ASX Listing Rule 7.1 at the time the issuances occurred.

The directors are restricted by Listing Rule 7.1 from issuing new securities in the Company, which would dilute existing shareholdings, to a maximum of 15% of the expanded issued capital in any 12 month period. There are exceptions which allow the directors to issue new securities above that limit which include pro rata rights issues and issues with shareholder approval.

ASX Listing Rule 7.4 allows the Company to seek the approval of shareholders of the Company to an issue of securities after the issue has been made without approval under Listing Rule 7.1, provided the issue did not breach Listing Rule 7.1 and the holders of ordinary shares in the Company subsequently approve the issue.

As the issue was not in breach of Listing Rule 7.1 and was not previously approved by the shareholders of the Company, the directors are now seeking shareholders' approval and ratification for the issue of the Shares.

If resolution 7 is passed, the Company will be able to utilise Listing Rule 7.1 for future issues of up to 15% of the expanded issued capital in the next 12 month period without having to convene a shareholders meeting to seek shareholders' approval of any such issues. The directors believe it is desirable to have the flexibility afforded to the Company to issue securities up to the maximum 15% allowable under Listing Rule 7.1.

If resolution 7 is not passed, the company will not be allowed to utilise the exemption under Listing Rule 7.4 for the issue of these securities under Listing Rule 7.1.

### **Technical Information required under Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 7:

*Rule 7.5.1:*

*The persons to whom the 1,038,962 new Shares were issued as follows:*

*S Cripps, H Cotter, G Cotter, Zosar Pty Ltd, Kimile Pty Ltd and Tasol Pty Ltd*

*Rule 7.5.2: Number of securities to be issued:*

1,038,962 fully paid ordinary Shares

*Rule 7.5.3: If the securities are not fully paid securities, a summary of the material terms of the securities:*  
Not applicable

*Rule 7.5.4: Date or dates on when securities will be issued:*  
1,038,962 fully paid Shares have been issued on 5 October 2022.

*Rule 7.5.5: Price of securities:*  
1,038,962 fully paid Shares have been issued at \$0.2618.

*Rule 7.5.6: Purpose of the issue:*  
The final consideration for the acquisition of Direct Wholesale Tyres as per ASX announcement dated 18 October 2022. The acquisition was announced on 6 September 2021 with settlement in October 2021.

*Rule 7.5.7: If securities were or will be issued under an agreement, a summary of any other material terms of the agreement:*  
Not applicable.

*Rule 7.5.8: A voting exclusion statement:*  
A voting exclusion statement is included in the Notice.

### **Recommendation**

The Directors recommend that Shareholders **vote in favour** of Resolution 7.

### **10. Resolution 8: Issue of shares to Mr G Carman in lieu of cash payment of Directors Fees**

This resolution seeks approval under Listing Rule 7.1 and Listing Rule 10.11 for the issue of 200,000 ordinary fully paid shares in the Company at \$0.20 in lieu of a cash payment of \$40,000 for Director fees to Mr G Carman. Mr Carman yearly Director Fees are \$40,000 pa. If shareholders do not approve the issue of these shares, then Mr G Carman will be paid \$40,000 as a cash payment. If this resolution is approved, then these shares will be issued within one month after the date of this meeting.

#### **Listing Rule 10.11**

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

a related party;

10.11.1 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;

10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which give them a right or expectation to do so;

10.11.3 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or

10.11.4 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by Shareholders. Unless it obtains the approval of its Shareholders.

The issue of shares falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolution 8 seeks the required Shareholder approval for the issue of the Shares under and for the purposes of Listing Rule 10.11.

#### **Information required by Listing Rule 14.1A**

If Resolution 8 is passed, the Company will be able to proceed with the issue of the Shares to Mr Carman within one month after the date of the AGM (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Shares (because approval is being obtained under Listing Rule 10.11), the issue of the Shares will not use up any of the Company's 15% annual placement capacity.

If resolution 8 is not passed, the Company will not be able to proceed with the issue of the Shares and will make a cash payment of \$40,000 to Mr Carman.

#### **Technical information required by Listing Rule 10.13**

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 8:

*Rule 10.13.1: Name of person:*

Mr Grant Carman

*Rule 10.13.2: Nature of relationship:*

Mr Grant Carman is a Director of the Company and is a related party under Listing Rule 10.11.1.

*Rule 10.13.3: Number of securities to be issued:*

200,000 fully paid ordinary shares.

*Rule 10.13.4: If the securities are not fully paid securities, a summary of the material terms of the securities:*

Not applicable

*Rule 10.13.5: Date by which the securities are to be issued:*

If Shareholders approve Resolution 6, the issue and allotment of the Shares to Mr Kernaghan, will occur on a date which is no later than one month after the date of this AGM.

*Rule 10.13.6: Issue price of the securities and a statement of terms of issue:*

The issue price of the shares to be issued to the director will be \$0.20 per share being in lieu of the cash payment of director fees in the amount of \$40,000.

*Rule 10.13.7: Intended use of the funds:*

The purpose of the issue of the shares in lieu of the payment of Director fees is to conserve the cash of the Company.

*Rule 10.13.8: Intended to remunerate Directors:*

The shares issued to the Director is in lieu of the cash payment of Director fees are not intended to incentivise the Director. Mr Carman yearly Director's fees are \$40,000 pa.

*Rule 10.13.9: If securities are issued under an agreement, a summary of any other material terms of the agreement:*

Not applicable

*Rule 10.13.10: A voting exclusion statement:*

A Voting Exclusion Statement is included in the Notice of Annual General Meeting.

Accordingly, the Board (with Mr Carman abstaining) unanimously recommend that Shareholders approve Resolution 8.

## **11. Resolution 9: Issue of shares to Mr A Goodman in lieu of the cash payment of Directors Fees**

This resolution seeks approval under Listing Rule 7.1 and Listing Rule 10.11 for the issue of 200,000 shares in the Company at \$0.20 in lieu of a cash payment of \$40,000 for Director fees to Mr A Goodman. Mr A Goodman yearly Director fees are \$40,000pa. If shareholders do not approve the issue of these shares, then Mr A Goodman will be paid \$40,000 as a cash payment. If this resolution is approved, then these shares will be issued within one month after the date of this meeting.

### **Listing Rule 10.11**

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

a related party;

- 10.11.1 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which give them a right or expectation to do so;
- 10.11.3 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.4 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to

10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by Shareholders. Unless it obtains the approval of its Shareholders.

The issue of shares falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolution 9 seeks the required Shareholder approval for the issue of the Shares under and for the purposes of Listing Rule 10.11.

#### **Information required by Listing Rule 14.1A**

If Resolution 9 is passed, the Company will be able to proceed with the issue of the Shares to Mr Goodman within one month after the date of the AGM (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Shares (because approval is being obtained under Listing Rule 10.11), the issue of the Shares will not use up any of the Company's 15% annual placement capacity.

If resolution 9 is not passed, the Company will not be able to proceed with the issue of the Shares and will make a cash payment of \$40,000 to Mr Goodman.

#### **Technical information required by Listing Rule 10.13**

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 9:

*Rule 10.13.1: Name of person:*

Mr Alex Goodman

*Rule 10.13.2: Nature of relationship:*

Mr Alex Goodman is a Director of the Company and is a related party under Listing Rule 10.11.1.

*Rule 10.13.3: Number of securities to be issued:*

200,000 fully paid ordinary shares.

*Rule 10.13.4: If the securities are not fully paid securities, a summary of the material terms of the securities:*

Not applicable

*Rule 10.13.5: Date by which the securities are to be issued:*

If Shareholders approve Resolution 9, the issue and allotment of the Shares to Mr Goodman, will occur on a date which is no later than one month after the date of this AGM.

*Rule 10.13.6: Issue price of the securities and a statement of terms of issue:*

The issue price of the shares to be issued to the director will be \$0.20 per share being in lieu of the cash payment of director fees in the amount of \$40,000.

*Rule 10.13.7: Intended use of the funds:*

The purpose of the issue of the shares in lieu of the payment of Director fees is to conserve the cash of the Company.

*Rule 10.13.8: Intended to remunerate Directors:*

The shares issued to the Director is in lieu of the cash payment of Director fees are not intended to incentivise the Director. Mr Goodman yearly Director's fees are \$40,000 pa.

*Rule 10.13.9: If securities are issued under an agreement, a summary of any other material terms of the agreement:*

Not applicable

*Rule 10.13.10: A voting exclusion statement:*

A Voting Exclusion Statement is included in the Notice of Annual General Meeting.

Accordingly, the Board (with Mr A Goodman abstaining) unanimously recommend that Shareholders approve Resolution 9.

## **12. Resolution 10: Issue of shares to Mr G Nicholls in lieu of the cash payment of Directors Fees**

This resolution seeks approval under Listing Rule 7.1 and Listing Rule 10.11 for the issue of 173,655 shares in the Company at \$0.20 in lieu of a cash payment of \$34,731 for Director fees to Mr G Nicholls. Mr G Nicholls yearly Director fees are \$40,000pa. If shareholders do not approve the issue of these shares, then Mr G Nicholls will be paid \$34,731 as a cash payment. If this resolution is approved, then these shares will be issued within one month after the date of this meeting.

### **Listing Rule 10.11**

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

a related party;

10.11.1 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;

10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which give them a right or expectation to do so;

10.11.3 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or

10.11.4 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by Shareholders. Unless it obtains the approval of its Shareholders.

The issue of shares falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolution 10 seeks the required Shareholder approval for the issue of the Shares under and for the purposes of Listing Rule 10.11.

### **Information required by Listing Rule 14.1A**

If Resolution 10 is passed, the Company will be able to proceed with the issue of the Shares to Mr Nicholls within one month after the date of the AGM (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Shares (because approval is being obtained under Listing Rule 10.11), the issue of the Shares will not use up any of the Company's 15% annual placement capacity.

If resolution 10 is not passed, the Company will not be able to proceed with the issue of the Shares and will make a cash payment of \$34,731 to Mr Nicholls.

### **Technical information required by Listing Rule 10.13**

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 10:

*Rule 10.13.1: Name of person:*

Mr Guy Nicholls

*Rule 10.13.2: Nature of relationship:*

Mr Guy Nicholls is a Director of the Company and is a related party under Listing Rule 10.11.1.

*Rule 10.13.3: Number of securities to be issued:*

173,655 fully paid ordinary shares.

*Rule 10.13.4: If the securities are not fully paid securities, a summary of the material terms of the securities:*

Not applicable

*Rule 10.13.5: Date by which the securities are to be issued:*

If Shareholders approve Resolution 10, the issue and allotment of the Shares to Mr Nicholls, will occur on a date which is no later than one month after the date of this AGM.

*Rule 10.13.6: Issue price of the securities and a statement of terms of issue:*

The issue price of the shares to be issued to the director will be \$0.20 per share being in lieu of the cash payment of director fees in the amount of \$34,731.

*Rule 10.13.7: Intended use of the funds:*

The purpose of the issue of the shares in lieu of the payment of Director fees is to conserve the cash of the Company.

*Rule 10.13.8: Intended to remunerate Directors:*

The shares issued to the Director in lieu of the cash payment of Director fees are not intended to incentivise the Director. Mr Nicholls yearly Director's fees are \$40,000 pa.

*Rule 10.13.9: If securities are issued under an agreement, a summary of any other material terms of the agreement:*

Not applicable

*Rule 10.13.10: A voting exclusion statement:*

A Voting Exclusion Statement is included in the Notice of Annual General Meeting.

Accordingly, the Board (with Mr G Nicholls abstaining) unanimously recommend that Shareholders approve Resolution 10.

### **13. Resolution 11: Adoption of a new constitution**

#### **1. Introduction**

A company may modify or repeal its constitution or a provision of its constitution by special resolution of shareholders

Resolution 11 is a special resolution which will enable the Company to repeal its existing Constitution and adopt a new constitution (Proposed Constitution) which is the type required for a listed public company limited by shares updated to ensure it reflects the current provisions of the Corporations Act and Listing Rules.

The Constitution will incorporate amendments to the Corporations Act and Listing Rules since the current Constitution was adopted prior to the Company listing on ASX in 2019.

The Directors believe that it is preferable in the circumstances to replace the existing Constitution with the Proposed Constitution rather than to amend a multitude of specific provisions.

The Proposed Constitution is broadly consistent with the provisions of the existing Constitution.

The Directors believe these amendments are not material nor will they have any significant impact on shareholders. It is not practicable to list all of the changes to the Constitution in detail in this Explanatory Statement, however, a summary of the proposed material changes is set out below.

A copy of the Proposed Constitution is available for review by shareholders on the Company's website- [www.rpmgroup.net.au](http://www.rpmgroup.net.au) and at the office of the Company. A copy of the proposed Constitution can also be sent to Shareholders upon request to the Company Secretary (0407 233 153). Shareholders are invited to contact the Company if they have any queries or concerns.

#### **2. Summary of material changes**

##### **(a) Issue of Shares (Clause 5)**

The constitution provides that there be only one class of ordinary shares on issue (ASX Listing Rules).

##### **(b) Preference Shareholders**

Dividends payable to preference Shareholders are to be determined in accordance with ASX Listing Rules.

##### **(c) Shareholder Statements (Clause 12)**

All Shareholders are entitled to be issued with a Holding Statement or Share Certificate (but only one such certificate for joint holders) and dealing with certificates is to be as prescribed by the ASX Listing Rules.

(d) Transfer and Transmission of Shares (Clause 17 and 18)

The Company may participate in computerised or electronic share transfer systems and if so, the regime applicable thereto shall be as prescribed by ASX Listing Rules and upon the death of a Shareholder his/her shares may be registered in the name of the applicable beneficiary or transferred by such beneficiary.

(e) Register of Members (Clause 19)

The Share Register may be closed for such periods as the Directors shall determine and the Directors shall notify ASX of any record date for shareholdings for the purposes of compliance with the Listing Rules.

(f) Poll (Clause 27.5)

All resolutions to be determined by a general meeting which require ASX approval shall be so determined by a poll.

(g) Buy back of securities (Clause 74)

The Company may, so far as is permitted by law, buy securities in itself and give financial assistance to another entity for that purpose.

(h) Minimum Holdings (Clauses 75 and 78)

The Directors may determine, in appropriate circumstances, to require all Shareholders holding less than a marketable parcel of shares to sell such shares and the Directors shall be the agent of such Shareholders for such purpose and subject to such Shareholders having the right to remain as Shareholders in the Company.

Shareholders holding less than a marketable parcel of shares, shall not be entitled to receive Annual Reports, accounts and notices in respect of such holding if they have advised the Company that they wish that to be the case.

(i) Overseas Shareholders (Clause 81)

The rights and interests of overseas Shareholders shall be as determined by the Directors on an equitable basis and in accordance with ASX Listing Rules.

(j) Restricted Securities (Clause 83)

The Company shall enforce any escrow requirements of ASX in relation to relevant securities pursuant to the Listing Rules and shall comply therewith.

(k) Supply of documents to ASX (clause 85)

The Company shall comply with all relevant ASX Listing Rules requiring supply of documents to ASX.

(l) Compliance with ASX Listing Rules (Clause 87)

The Company shall comply with ASX Listing Rules in all respects including where the Constitution does not contain the necessary provisions to do so and where the Constitution and Listing Rules are in conflict.

The Board unanimously recommend that Shareholders approve Resolution 11.

## **14. Resolution 12: Approval by special resolution of additional 10% equity securities issue facility**

### **Background**

In addition to the 15% equity securities issue capacity permitted without Shareholder approval under Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under Listing Rule 7.1A may issue or agree to issue during the specified period, a number of equity securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period, calculated in accordance with the formula in Listing Rule 7.1A.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less (excluding restricted securities and securities quoted on a deferred settlement basis). The Company is an eligible entity.

Any equity securities issued under the 10% placement facility must be in the same class as an existing class of equity securities of the issuing company. The Company has one class of quoted equity securities on issue, being ordinary shares.

Resolution 12 seeks Shareholder approval by way of a special resolution to issue equity securities under the Additional 10% Placement Facility available under Listing Rule 7.1A. The maximum number of quoted equity securities that may be issued under the additional 10% placement facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2.

If Resolution 12 is passed, the Company will be able to issue equity securities up to a combined 25% limit as provided in Listing Rules 7.1 and 7.1A without further Shareholder approval.

If Resolution 12 is not passed, the Company will not have the additional 10% capacity to issue Equity Securities without Shareholder approval available under Listing Rule 7.1A and will remain subject to the 15% limit on issuing (or agreeing to issue) Equity Securities without Shareholder approval permitted under Listing Rule 7.1.

Resolution 12 is a special resolution and therefore requires approval by 75% of the votes cast by Shareholders present and eligible to vote at the AGM (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

### **Regulatory Requirements**

The following information is provided to Shareholders as required by Listing Rule 7.3A:

a. Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be a cash consideration per Equity Security of not less than 75% of the volume weighted average price of Equity Securities in the same class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- i. The date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or
- ii. If the Equity Securities are not issued within 10 trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

b. Dilution

As at the date of this Notice of AGM, the Company has 162,795,699 Shares on issue. If Shareholders approve Resolution 12, the Company will have the capacity to issue approximately 16,279,569 Equity Securities under the Additional 10% Placement Facility in accordance with Listing Rule 7.1A.

If Resolution 12 is approved by Shareholders and the Company issues Equity Securities under the Additional 10% Placement Facility, existing Shareholders voting power in the Company will be diluted as shown in the table below to the extent Shareholders do not receive any Shares under such issues. There is a risk that:

- i. the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than the date of the AGM; and
- ii. the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date, which may have an effect on the amount of funds raised by the issue of the Equity Securities

The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice of AGM.

The table below also shows:

- i. two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rate entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- ii. two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

Variable "A" in Listing Rule 7.1A.2		Dilution		
		\$0.10 50% decrease in Issue Price	\$0.20 Issue Price	\$0.30 50% increase in Issue Price
Current Variable A 162,795,699 Shares	Shares issued	16,279,569 New Shares	16,279,569 New Shares	16,279,569 New Shares
	Funds raised	\$1,627,957	\$3,255,914	\$4,883,871
50% increase in current Variable A 244,193,548 Shares	Shares issued	24,419,354 New Shares	24,419,354 New Shares	24,419,354 New Shares
	Funds raised	\$2,441,935	\$4,883,871	\$7,325,806
100% increase in current Variable A 325,591,398 Shares	Shares issued	32,559,139 New Shares	32,559,139 New Shares	32,559,139 New Shares
	Funds raised	\$3,255,914	\$6,511,828	\$9,767,742

The table has been prepared on the following assumptions:

1. The Company issues the maximum number of Equity Securities available under the Additional 10% Placement Facility.
2. No Options are exercised before the date of the issue of the Equity Securities.
3. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
4. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the Additional 10% Placement Facility, based on that Shareholder's holding at the date of the AGM.
5. The table shows only the effect of issued of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
6. The issue of Equity Securities under the 10% placement Facility consists only of Shares. If the issue of Equity Securities includes Listed Options, it is assumed that those Listed Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
7. The issue price is \$0.20, being the closing price of the Shares on ASX on 7 October 2022.

c. Issue Period

If Shareholders approve Resolution 12, the Company will have a mandate to issue Equity Securities under the Additional 10% Placement Facility under Listing Rule 7.1A from the date of the AGM until the earlier of the following to occur:

- i. The date that is 12 months after the date of the AGM;
- ii. The time and date of the Company's next AGM; and
- iii. The date of the approval by Shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature of scale of activities) or 11.2 (disposal of main undertaking).

(the Additional 10% Placement Period).

The Company will only issue and allot Equity Securities under the Additional 10% Placement Facility during the Additional 10% Placement Period.

d. Purpose of Issues

The Company may only issue the Equity Securities for a cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of new assets or investments (including payment of expenses associated with such acquisition), continued exploration and feasibility study expenditure on the Company's current assets and/or general working capital.

The Company will provide further information at the time of issue of any Equity Securities under the Additional 10% Placement Facility in compliance with its disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A.

**e. Allocation Policy**

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the Additional 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to relevant factors including but not limited to the following:

- i. the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues of Equity Securities in which existing Equity Security holders can participate;
- ii. the effect of the issue of the Equity Securities on the control of the Company;
- iii. the financial position and solvency of the Company; and
- iv. advice from corporate, financial, and broking advisers (if appropriate).

No issue will be made to any related party

**f. Previous issues**

The Company has previously obtained Shareholder approval under Listing Rule 7.1A on 30 November 2021 and has not issued any Equity Securities pursuant to Listing Rule 7.1A in the 12 months preceding the date of the AGM.

**g. Voting exclusion statement**

A voting exclusion statement for Resolution 12 is included in the Notice of AGM preceding this Explanatory Statement.

At the date of the Notice of AGM, the Company has not approached any existing Equity Security holder nor any identifiable class of existing Equity Security holders to participate in the issue of the Equity Securities. Accordingly, the proposed allottees of any Equity Securities under the Additional 10% Placement Facility are not yet known or identified.

In these circumstances (and in accordance with the note set out in ASX Listing Rule 14.11.1 relating to ASX Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of any Equity Securities issued under the Additional 10% Placement Facility), Shareholders must consider the proposal on the basis that they may or may not get a benefit, that it is possible that their holding will be diluted, and there is no reason to exclude their votes.

No existing Shareholder's votes will therefore be excluded under the voting exclusion statement in the Notice of AGM.

**Directors' Recommendation**

The Directors believes that the Additional 10% Placement Facility is beneficial for the Company as it will give the Company the capacity to issue further Equity Securities representing up to 10% of the issued capital of the Company (at the time of this issue) during the next 12 months. Accordingly, the Directors recommend that Shareholders approve Resolution 12.

**Glossary**

<b>Term</b>	<b>Definition</b>
ASX	ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).
Company	RPM Automotive Group Limited.
Listing Rules	The listing rules of ASX
Shares	Fully paid ordinary shares in the Company.
Shareholders	Mean shareholders of the Company.

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RPM Automotive Group Limited  
ABN 34 002 527 906

RPMRM

MR RETURN SAMPLE  
123 SAMPLE STREET  
SAMPLE SUBURB  
SAMPLETOWN VIC 3030

## Need assistance?



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



Online:  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (AEDT) on Wednesday, 16 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](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form:

XX

### Online:

Lodge your vote online at [www.investorvote.com.au](http://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

PIN: 99999

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://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.

**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.



IND

# 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 RPM Automotive Group 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 RPM Automotive Group Limited to be held at 6-18 Antonella Court, Dandenong South, VIC 3175 on Friday, 18 November 2022 at 11:00am (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 Resolutions 1, 8, 9 and 10 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 8, 9 and 10 are 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 Resolutions 1, 8, 9 and 10 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		For	Against	Abstain	
1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10	Issue of shares to Mr G Nicholls in lieu of Directors Fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Re-election of Director (Mr A Goodman)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11	Adoption of a new constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Election of Director (Mr G Nicholls)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12	Additional 10% placement capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Ratification of prior issue of 6,689,337 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
5	Ratification of prior issue of 8,442,754 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
6	Ratification of prior issue of 4,175,092 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
7	Ratification of prior issue of 1,038,962 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
8	Issue of shares to Mr G Carman in lieu of Directors Fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
9	Issue of shares to Mr A Goodman in lieu of Directors Fees	<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  Securityholder 2  Securityholder 3  / /

Sole Director & Sole Company Secretary Director 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

