

12 May 2020

### SMALL SHAREHOLDING SALE FACILITY ESTABLISHED

RPM Automotive Group Limited ("RPM") announces it has established a sale facility for holders of unmarketable parcels for shareholders with holdings valued at less than A\$500 ("Sale Facility").

The Sale Facility enables eligible shareholders to sell RPM shares without incurring any brokerage or handling costs. This initiative will substantially reduce administration costs incurred by RPM.

The Sale facility is open to shareholders on the RPM register who hold less than A\$500 worth of shares. Unless eligible shareholders opt-out of participation in the Sale facility, these shareholders will have their sold and the proceeds remitted to them free from brokerage and handling fees.

As at 5.00pm (Melbourne time) 11 May 2020 (Record Date) there are 2,127 shareholders who would be eligible to participate in the Sale Facility. The eligible shareholders hold 512,850 ordinary shares in RPM.

A summary of the key dates in respect of the Sale Facility is as follows:

Event	Date
Record Date to establish holders of unmarketable parcels	7pm (Melbourne time) 11 May 2020
Sale Facility announcement to ASX	12 May 2020
Letter to shareholders with an unmarketable parcel	14 May 2020
Sale Facility Closing Date	5pm (Melbourne time) 26 June 2020

The attached letter is being sent to eligible shareholders detailing the key dates for the Sale facility and instructions for shareholders who wish to retain their shareholdings.

If you have any questions, please call your broker, accountant or professional adviser. If you require information on how to complete the Share Retention Form, please contact the Company Secretary.

Authorised for lodgement by Wayne Kernaghan, Company Secretary.

RPM Automotive Group Limited

W J Kernaghan  
Company Secretary



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12 May 2020

### THIS LETTER REQUIRES YOUR IMMEDIATE ATTENTION

#### IF YOU TAKE NO ACTION, YOUR RPM AUTOMOTIVE GROUP LIMITED SHAREHOLDING MAY BE SOLD

Dear Shareholder

#### Unmarketable Parcel Share Sale Facility

I am writing to offer you the opportunity to participate in a sale facility (**Unmarketable Parcel Sale Facility**), which is available to all eligible shareholders who hold less than a marketable parcel of shares in RPM Automotive Group Limited (ACN 002 527 906) (**RPM**). This is defined as being fully paid ordinary shares in RPM (**Shares**) valued at a total of less than A\$500 (**Unmarketable Parcel**) and whose registered address is in Australia as at 7.00pm (Melbourne time) on 11 May 2020 (**Record Date**).

RPM recognises that small shareholders may find it difficult or expensive to dispose of the Shares through the normal means.

The proposed Unmarketable Parcel Sale Facility provides small shareholders with an easy and cost-effective way to sell all of their Shares. In addition this will assist RPM to reduce ongoing costs associated with administering shareholdings.

Based on the closing price of RPM's Shares as traded on the Australian Securities Exchange (**ASX**) on the Record Date of A\$0.13, an Unmarketable Parcel is any holding of less than 3,847 Shares.

Our records indicate that as at the Record Date you held an Unmarketable Parcel. Accordingly, RPM offers you the opportunity to sell your Shares through the Unmarketable Parcel Sale Facility without paying for any brokerage or handling costs associated with the sale.

#### What do I need to do?

- 1. If you want to sell your Shares under the Unmarketable Parcel Sale Facility, you do not need to take any action.**

If you do not take any action, RPM intends to sell your Shares during the period of 29 June 2020 to 10 July 2020. The proceeds of the sale of your Shares will be paid to you as soon as practicable after the sale of all shares subject to the facility, in Australian Dollars using the payment method recorded by RPM's share registry, Computershare Registry Investor Services Pty Limited (**Share Registry**) for your shareholding.

You do not need to appoint a broker or pay any brokerage or handling costs associated with the sale of your Shares under the Unmarketable Parcel Sale Facility. However, any tax consequences as a result of the sale of your Shares will be your responsibility.



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If you are in doubt, or if you require further information regarding possible tax implications from participating in the Unmarketable Parcel Sale facility, please consult your legal, financial and/or taxation adviser.

2. **If you DO NOT want to sell your Shares through the Unmarketable Parcel Sale Facility, you need to complete the details on the enclosed Share Retention Form and return your form so that it is received by the Share Registry by 5.00pm (Melbourne time) on 26 June 2020 (Closing Date).**

Share Retention Forms can be returned to the Share Registry's address listed on the Share Retention Form.

Alternatively you may:

- (a) increase your shareholding by acquiring additional Shares under the same name and address with the same holder number (HIN or SRN) as your unmarketable parcel so that your shareholding increases to a minimum of 3,847 Shares. You must make your own arrangements to effect this; or
- (b) consolidate your holdings. If you have more than one holding of Shares in the same name but held under multiple HINs or SRNs, and together those holdings amount to a minimum of 3,847 Shares, you can contact our Share Registry to have those holdings consolidated. Contact details are set out on the enclosed Share Retention Form.

Any such transactions must be completed in time so that they are reflected on the Register by the Closing Date, being 5.00pm (Melbourne time) on 26 June 2020.

### Important Information

It is important that you read and understand the Unmarketable Parcel Sale Facility Terms and Conditions enclosed with this letter.

If you participate in the Unmarketable Parcel Sale Facility, you cannot specify the price at which your Shares will be sold and you will not have control over the time at which your Shares are sold, but your Shares will be sold by 10 July 2020.

The price that you will receive for each of your Shares sold through Unmarketable Parcel Sale Facility (**Sale Price**) will be the average price of all Shares sold through the Unmarketable Parcel Sale Facility.

RPM does not make any recommendation as to whether you should participate in the Unmarketable Parcel Sale Facility and is not giving, and is not obliged to give, any advice to you.

If you have any questions concerning the contents of this letter please contact the undersigned on 0407 233 153.

Yours sincerely

W. J. Kernaghan  
*Company Secretary*



## UNMARKETABLE PARCEL SALE FACILITY TERMS AND CONDITIONS

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RPM Automotive Group Limited (ACN 002 527 906) (**RPM**) is offering an unmarketable parcel sale facility (**Unmarketable Parcel Sale Facility**) in accordance with Clause 31 of RPM's Constitution and the Australian Securities Exchange (**ASX**) Listing Rule 15.13.

These terms and conditions, together with the enclosed letter from the Company Secretary (**Notice**) and the Share Retention Form satisfy the notice requirements detailed in RPM's constitution.

### 1. What is the Unmarketable Parcel Sale Facility?

The Unmarketable Parcel Sale Facility is available to eligible shareholders who, at 7.00pm (Melbourne time) on 11 May 2020 (**Record Date**), were registered as holders of fully paid RPM shares (**Shares**) valued at a total of less than A\$500 (**Unmarketable Parcel**) and whose registered address is in Australia.

The Unmarketable Parcel Sale Facility provides you with an easy and cost-effective way to dispose of all of your Shares. RPM will pay the brokerage and handling costs in relation to the sale of Shares under the Unmarketable Parcel Sale Facility.

If you want to sell your Shares under the Unmarketable Parcel Sale Facility, you do not need to take any further action. You should however check that your details, as recorded by RPM's share registry Computershare Investor Services Pty Limited (**Share Registry**), are correct.

If you are a holder of an Unmarketable Parcel and you do not want to sell your Shares, you must complete and return the Share Retention Form so that it is received by 5.00pm (Melbourne time) on 26 June 2020 (**Closing Date**).

### 2. Timetable

Record Date:	7.00pm (Melbourne time) 11 May 2020
Announcement:	12 May 2020
Notice sent to shareholders:	14 May 2020
Opening Date:	14 May 2020
Closing date for receipt of Share Retention Forms:	26 June 2020
Sale of Shares on-market:	29 June 2020 to 10 July 2020

### 3. What is an Unmarketable Parcel?

The ASX Listing Rules provide that a marketable parcel is a parcel of shares with a value of at least A\$500 (determined by reference to the closing price of those shares on the ASX) at the relevant Record Date (**Marketable Parcel**).

### 4. Why is RPM offering the Unmarketable Parcel Sale Facility?

RPM recognises that small shareholders may find it difficult or expensive to dispose of their Shares through the normal means. In addition, while RPM values all of its shareholders, the administrative costs (including share register and shareholder communication expenses) of maintaining many small shareholder accounts is disproportionately high when compared with the dollar value of Unmarketable Parcels.

Accordingly, the Unmarketable Parcel Sale Facility provides small shareholders with an easy and cost-effective way to sell all of their Shares while assisting RPM to reduce ongoing costs associated with administering shareholdings.

**5. Who can participate in the Unmarketable Parcel Sale Facility?**

Any eligible shareholder who is the registered holder of an Unmarketable Parcel and whose registered address is in Australia as at 7.00pm (Melbourne time) on the Record Date is eligible to participate in the Unmarketable Parcel Sale Facility.

**6. What do I need to do to participate in the Unmarketable Parcel Sale Facility?**

If you want to sell your Shares under the Unmarketable Parcel Sale Facility you do not need to take any further action.

Neither these terms and conditions nor any correspondence with RPM, its agents or employees constitutes advice or a recommendation to sell or retain your Shares, nor that the Unmarketable Parcel Sale Facility is the best way to sell your Shares.

You should seek independent advice (including tax advice) specific to your circumstances when determining whether to participate in the Unmarketable Parcel Sale Facility.

**7. What do I have to do to retain my Unmarketable Parcel?**

If you want to retain your Unmarketable Parcel you must notify RPM in writing by completing the details on the enclosed Share Retention Form and returning your Form to the Share Registry in accordance with the instructions in the Share Retention Form by 5.00pm (Melbourne time) on the Closing Date.

Alternatively you may:

- (a) increase your shareholding by acquiring additional Shares under the same name and address with the same holder number (HIN or SRN) as your unmarketable parcel so that your shareholding increases to a minimum of 3,847 Shares. You must make your own arrangements to effect this; or
- (b) consolidate your holdings. If you have more than one holding of Shares in the same name but held under multiple HINs or SRNs, and together those holdings amount to a minimum of 3,847 Shares, you can contact our Share Registry to have those holdings consolidated. Contact details are set out on the enclosed Share Retention Form.

Any such transactions must be completed in time so that they are reflected on the Register by the Closing Date, being 5.00pm (Melbourne time) on 26 June 2020.

**8. What happens if I do not return my Share Retention Form to the Share Registry by 5.00pm (Melbourne time) on the Closing Date?**

In accordance with its constitution and the ASX Listing Rules, RPM is entitled to sell your Shares under the Unmarketable Parcel Sale Facility.

**9. Can I withdraw my Share Retention Form?**

No, you cannot withdraw your Share Retention Form once it has been returned to the Share Registry.

**10. What costs will I incur?**

RPM is responsible for the costs of the sale of your Shares under the Unmarketable Parcel Sale Facility. This includes any stamp duty, brokerage and Share Registry fees (but expressly excludes any tax on income or capital gains).

Tax may be payable by you on any gains you make on the sale of the Shares. This will depend on your personal taxation circumstances.

If you are in doubt or if you require further information regarding possible tax implications from participating in the Unmarketable Parcel Sale Facility, please consult your legal, financial and/or taxation adviser.

**11. Can I sell some but not all of my Unmarketable Parcel through the Unmarketable Parcel Sale Facility?**

No. You cannot sell part of your Unmarketable Parcel under the Unmarketable Parcel Sale Facility.

**12. Why did I receive two letters inviting me to sell my Shares though the Unmarketable Parcel sale Facility?**

You may have two separate holdings of Shares. If that is the case, the Unmarketable Parcel Sale Facility will apply to each holding separately.

To provide instructions in relation to more than one holding you need to separately return a completed Share Retention Form for each of those holdings.

**13. How can I consolidate my separate holdings and what will happen to my consolidated holding?**

If the sum of your separate shareholdings equates to more than an Unmarketable Parcel and the Shares are held in the same name, you may create a Marketable Parcel by merging your holdings. To consolidate your holdings you need to complete a 'Request to Consolidate Holdings' form and return it to the Share Registry.

You can obtain this form from the Share Registry's website [www.computershare.com.au/investor](http://www.computershare.com.au/investor) or by contacting the Share Registry.

If your separate holdings are consolidated by no later than 5.00pm (Melbourne time) on the Closing Date and your consolidated shareholding equates to more than an Unmarketable Parcel, the holding will not be sold under the Unmarketable Parcel Sale Facility.

**14. What happens if I buy more Shares or merge my holdings so that I have a Marketable Parcel?**

If your holding increases between the Record Date and the Closing Date (either as a result of buying more shares or by merging your separate holdings) so that you have a Marketable Parcel (i.e. more than an Unmarketable Parcel) on the Closing Date, your Shares which are the subject of the Notice will not be sold under the Unmarketable Parcel Sale Facility.

**15. What happens if the Share price increases so that I have a Marketable Parcel?**

If the Share price increases between the Record Date and the Closing Date so that the value of your Unmarketable Parcel increases to more than a Marketable Parcel on the Closing Date, your Shares which are the subject of the Notice will still be sold under the Unmarketable Parcel Sale Facility, unless you return your completed Share Retention Form to the Share Registry in accordance with the instructions in the Share Retention Form, by 5.00pm (Melbourne time) on the Closing Date.

**16. What if I hold my Shares in a CHESS sponsored holding?**

You can still participate in the Unmarketable Parcel Sale Facility if you hold Shares in a CHESS sponsored holding. Shares remaining in a CHESS sponsored holding as at the Closing Date will be moved to an issuer sponsored holding and sold under the Unmarketable Parcel Sale Facility.

**17. When and how will my Shares be sold?**

The sale of Shares under the Unmarketable Parcel Sale Facility is expected to occur as soon as practicable after the Closing Date. A licensed broker, will act as execution-only broker on behalf of shareholders to effect any sales under the Unmarketable Parcel Sale Facility.

RPM is irrevocably authorised by each participating shareholder in the Unmarketable Parcel Sale Facility to do all things to facilitate the sale of the Shares under the Unmarketable Parcel Sale Facility without further notice, including to engage any third party (including brokers) and execute all necessary documents (including to effect any holding adjustment, securities transformation, securities transfer or other transmission, in relation to an eligible shareholder's Unmarketable Parcel, such as converting a CHESS holding to an Issuer Sponsored holding).

**18. What price will I receive?**

If you participate in the Unmarketable Parcel Sale Facility you cannot specify the price at which you're Shares will be sold and you will not have control over the time at which your Shares are sold, but your shares will be sold by 10 July 2020.

The price that you will receive for each of your Shares sold through the Unmarketable Parcel Sale Facility (**Sale Price**) will be the average price of all Shares sold through the Unmarketable Parcel Sale Facility. The Sale Price will be calculated by RPM or a third party appointed by RPM and may not be challenged in the absence of manifest error.

The market price of Shares is subject to change. The Sale Price may be more or less than the actual market price at the time of sale and may not be the best price obtainable on the day on which your shares are sold or over the period in which RPM may sell your Shares. Neither RPM nor its Broker, or their respective agents and employees will provide any assurance as to what the price of the Shares on the ASX will be or what price you will receive for your Shares under the Unmarketable Parcel Sale Facility.

Information on the price of Shares can be obtained through the ASX website ([www.asx.com.au](http://www.asx.com.au)) by looking up RPM's code: "RPM".

The Share Registry will send you a payment advice notifying you of the number of your Shares sold through the Unmarketable Parcel Sale Facility, the Sale Price and the total sale proceeds you have received. You will not receive any interest on the sale proceeds.

**19. How and when will I receive the proceeds from the sale of my Shares?**

Sale proceeds will be paid to you in Australian Dollars in accordance with your existing payment instructions with the Share Registry, as soon as practicable after the sale of all shares subject to the facility.

**20. What happens to the Unmarketable Parcel Sale Facility if there is a takeover bid for RPM?**

The Unmarketable Parcel Sale Facility will become unavailable following an announcement of a takeover bid for RPM. In the event that any shares are sold under the Unmarketable Parcel Sale Facility prior to a takeover bid being made, sale proceeds will be remitted to those shareholders whose Shares have been sold. The Sale Price that those shareholders will receive for each of the Shares sold through the Unmarketable Parcel Sale Facility will be the average price of all Shares sold through the Unmarketable Parcel Sale Facility prior to the takeover bid being made.

The Unmarketable Parcel Sale Facility may be recommenced after the close of the offers made under any takeover bid at the absolute discretion of RPM.

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**21. Suspension, termination, re-scheduling of, or change to, the Unmarketable Parcel Sale Facility**

RPM reserves the right to:

- (a) suspend or terminate the Unmarketable Parcel Sale Facility at any time, without notice to you, for any reason;
- (b) change the terms and conditions of the Unmarketable Parcel Sale Facility at any time by giving notice to the ASX and on the RPM website at [www.rpmgroup.net.au](http://www.rpmgroup.net.au) but no such change will apply to the completed sale of shares through the Unmarketable Parcel Sale Facility; and
- (c) change any of the dates referred to in this letter by notice to the ASX.

Each shareholder is bound by any such suspension, termination or change whether or not they receive notice of the suspension, termination or change.

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RPM Automotive Group Limited  
ABN 34 002 527 906

## Return your Form to the Company's share registry:

✉ **By Mail:**  
Computershare Investor Services Pty Limited  
GPO Box 52  
Melbourne Victoria 3001  
Australia

## For all enquiries:

☎ **Phone:**  
Company Secretary on 0407 233 153

RPM  
MR SAM SAMPLE  
UNIT 123  
SAMPLE STREET  
SAMPLETOWN NSW 2001

# Share Retention Form

**If you wish to retain your shares, your form must be received by 5.00pm (Melbourne time) on 26 June 2020**

This is an important document that requires your immediate attention. It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

## Step 1: Shareholding Details

Use this form if you wish to retain your shares in RPM Automotive Group Limited. If you have recently bought or sold shares your shareholding may differ from that shown. If you have already sold all your shares in RPM Automotive Group Limited, do not complete or return this form. If you have more than one shareholding on RPM Automotive Group Limited's register and you do not wish to sell your shares under the Small Shareholding Sale Facility, you should consider consolidating them. For further advice on how to do this, contact Computershare Investor Services Pty Limited (CIS) on 1300 850 505 or +61 3 9415 4000.

Please check the details provided and update your address via [www.investorcentre.com](http://www.investorcentre.com) if any of the details are incorrect.

If you have a CHESS sponsored shareholding, please contact your Controlling Participant to notify a change of address.

## Step 2: Signing Instructions

**Individual:** Where the shareholding is in one name, the shareholder must sign.

**Joint Shareholding:** Where the shareholding is in more than one name, all of the shareholders must sign.

**Power of Attorney:** Where signing as Power of Attorney (POA), you must attach an original certified copy of the POA to this form.

**Companies:** Where the shareholding is in the name of a Company, this form must be signed in accordance with the Corporations Act, either as:

- a Sole Director and Sole Company Secretary **OR** a Sole Director (if no Company Secretary exists), **OR**
- two Directors, **OR**
- a Director and Secretary.

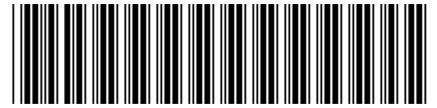
**Overseas Companies:** Where the shareholding is in the name of an Overseas company (companies incorporated outside Australia) the form must be signed as above, or documentation must be provided showing that the company can sign in an alternate manner.

**Deceased Estate:** Where the shareholding is in the name of a deceased estate, all executors must sign; and a certified copy or original, of the required documentation must accompany this form. Details of the documentation required can be found by searching "deceased estates" on our website [www.computershare.com](http://www.computershare.com) or by calling Computershare Investor Services Pty Limited on 1300 850 505 or +61 3 9415 4000. If the shareholding is in more than one name the surviving shareholder may sign the form and return it together with a certified copy of the death certificate of the other joint shareholder.

## Step 3: Contact Details

Entering contact details is not compulsory, but will assist us if we need to contact you.

**Turn over to complete the form** →



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# Share Retention Form

For your security keep your SRN/  
HIN confidential.

## STEP 1 Shareholding Details

MR SAM SAMPLE  
UNIT 123  
SAMPLE STREET  
SAMPLETOWN NSW 2001



**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Shareholders sponsored by a broker (reference number commences with 'X') should advise their broker of any changes.

Shares held as at 7.00pm (Melbourne time) 11 May 2020:

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## STEP 2 Signature of Shareholder(s) *This section must be completed.*

By signing and returning this form, in accordance with the requirements set out in 'Step 2: Signing Instructions' overleaf, I/we confirm that I/we understand that my/our **SHARES WILL NOT BE SOLD** under the Small Shareholding Sale Facility.

Individual or Shareholder 1

Sole Director and Sole Company Secretary/  
Sole Director (cross out titles as applicable)

Shareholder 2

Director

Shareholder 3

Director/Company Secretary  
(cross out titles as applicable)

## STEP 3 Contact Details

Contact Name \_\_\_\_\_ Contact Daytime Telephone \_\_\_\_\_ Date / /

Email Address \_\_\_\_\_

### Privacy Notice

The personal information you provide on this form is collected by Computershare Investor Services Pty Limited (CIS), as registrar for the securities issuers (the issuer), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing [privacy@computershare.com.au](mailto:privacy@computershare.com.au). We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at [privacy@computershare.com.au](mailto:privacy@computershare.com.au) or see our Privacy Policy at <http://www.computershare.com/au>.