



RPM Automotive Group Ltd  
1-7 Ausco Place  
Dandenong South, Vic 3175  
ABN: 34 002 527 906

# RPM Automotive Limited (ASX:RPM) ACN 002 527 906

## Notice of Meeting and Explanatory Statement

**Date:** Friday, 7 June 2024

**Time:** 10:30am (Melbourne time)

**Place:** Held in person at the offices of Thomson Geer – Level 23, 525 Collins Street, Melbourne, Victoria 3000

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. YOU SHOULD READ THE DOCUMENT IN ITS ENTIRETY BEFORE YOU DECIDE WHETHER OR NOT TO VOTE IN FAVOUR OF THE RESOLUTIONS. IF YOU ARE IN DOUBT AS TO WHAT YOU SHOULD DO, YOU SHOULD CONSULT YOUR LEGAL, FINANCIAL OR OTHER PROFESSIONAL ADVISER.**

If, after reading this document, you have any questions, please contact RPM for more information or alternatively seek independent professional advice on any aspects of which you are not certain.

## Table of contents and key dates

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### Key dates

Announcement of Placement	Thursday, 18 April 2024
Lodgement of Prospectus with ASIC and ASX	Thursday, 18 April 2024
Issue date of the Placement Shares Tranche 1	Wednesday, 24 April 2024
Allotment and Official Quotation of the Placement Shares Tranche 1	Wednesday, 24 April 2024
Date of this Notice of Meeting	Wednesday, 8 May 2024
Last date and time for receipt of Proxy Form by RPM	10:30am (Melbourne time) on Wednesday, 5 June 2024
Time and date for determining eligibility to vote at the Meeting	7:00pm (Melbourne time) on Wednesday, 5 June 2024
Time and date of the Meeting	10:30am (Melbourne time) on Friday, 7 June 2024
Issue date of the Placement Securities Tranche 2	Thursday, 13 June 2024
Dispatch of new holding statements	Thursday, 13 June 2024
Expected date of Official Quotation of the Placement Securities Tranche 2	Friday, 14 June 2024
New Options Expiry Date	5:00pm (Melbourne time) on Sunday, 31 August 2025

The above dates are indicative only and are subject to change. Any changes to the above timetable will be announced through the ASX company announcements platform.

# Notice of meeting

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Notice is given that a general meeting of Shareholders will be held in person at the offices of Thomson Geer located at Level 23, 525 Collins Street, Melbourne, Victoria 3000 at 10:30am (Melbourne time) on Friday, 7 June 2024.

The business to be considered at the Meeting is set out below. Information on the resolutions to which the business relates is contained in the explanatory statement.

This Notice of Meeting should be read in conjunction with the explanatory statement. This Notice of Meeting and explanatory statement is not investment advice. You should seek your own financial and professional advice before making any decision on how to vote at the Meeting.

Terms used in this Notice of Meeting will, unless the context otherwise requires, have the same meaning given to them in the Glossary at the end of this document.

## 1 Business

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### **Resolution 1 – Ratification of the issue of Shares under the Placement Tranche 1**

To consider and, if thought fit, to pass the following as an ordinary resolution:

*"THAT, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the issue by the Company under the Placement Tranche 1 completed on 24 April 2024 of 48,510,143 Shares at an issue price of \$0.072 per Share to sophisticated and professional investors, on such terms as more particularly described in the explanatory memorandum which accompanies and forms part of this Notice of Meeting."*

### **Resolution 2 – Approval of the issue of Securities under the Placement Tranche 2**

To consider and, if thought fit, to pass the following as an ordinary resolution:

*"THAT, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders approve and agree to the issue of 6,886,912 Shares at an issue price of \$0.072 per Share and 55,397,055 New Options to acquire new fully paid ordinary shares (each such New Option having an exercise price of \$0.10 and an expiry date of 31 August 2025) to sophisticated and professional investors, on such terms as more particularly described in the explanatory memorandum which accompanies and forms part of this Notice of Meeting."*

### **Resolution 3 – Approval of the issue of New Options to Bell Potter Securities Limited**

To consider and, if thought fit, to pass the following as an ordinary resolution:

*"THAT, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders approve and agree to the issue of 2,523,053 New Options to acquire new fully paid ordinary shares (each such New Option having an exercise price of \$0.10 and an expiry date of 31 August 2025) to Bell Potter Securities Limited (**Bell Potter**), on such terms as more particularly described in the explanatory memorandum which accompanies and forms part of this Notice of Meeting."*

### **Resolution 4 – Approval of the issue of New Options to Collins St Asset Management Pty Ltd as trustee for Collins St Value Fund**

To consider and, if thought fit, to pass the following as an ordinary resolution:

*"THAT, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders approve and agree to the issue of 38,133,690 New Options to acquire new fully paid ordinary shares (each such New Option having an exercise price of \$0.10 and an expiry date of 31 August 2025) to Collins St Asset Management Pty Ltd as trustee for Collins St Value Fund (**Lender**), on such terms as more particularly described in the explanatory memorandum which accompanies and forms part of this Notice of Meeting."*

### **Resolution 5 – Approval of the issue of Securities to associates of Director, Lawrence Jaffe**

To consider and, if thought fit, to pass the following as an ordinary resolution:

*"THAT, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve and agree to the issue of 158,333 Shares at an issue price of \$0.072 per Share and 158,333 New Options to acquire new fully paid ordinary shares (each such New Option having an exercise price of \$0.10 and an expiry date of 31 August 2025) to associates of Director, Lawrence Jaffe, on such terms as more particularly described in the explanatory memorandum which accompanies and forms part of this Notice of Meeting."*

### **Resolution 6 – Approval of the issue of Securities to associates of Director, Clive Finkelstein**

To consider and, if thought fit, to pass the following as an ordinary resolution:

*"THAT, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve and agree to the issue of 158,333 Shares at an issue price of \$0.072 per Share and 158,333 New Options to acquire new fully paid ordinary shares (each such New Option having an exercise price of \$0.10 and an expiry date of 31 August 2025) to associates of Director, Clive Finkelstein, on such terms as more particularly described in the explanatory memorandum which accompanies and forms part of this Notice of Meeting."*

## **2 Voting exclusion statements**

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### **Resolution 1 – Ratification of the issue of Shares under the Placement Tranche 1**

RPM will disregard any votes cast in favour of Resolution 1 by or on behalf of any person who has participated in the issue of the Placement Shares Tranche 1 under the Placement Tranche 1 or any associate of that person.

### **Resolution 2 – Approval of the issue of Securities under the Placement Tranche 2**

RPM will disregard any votes cast in favour of Resolution 2 by or on behalf of any person who has participated in the issue of the Shares and New Options the subject of Resolution 2 (being the intended recipients of the Placement Securities Tranche 2 under the Placement Tranche 2 and the recipients of the Placement Shares Tranche 1 under the Placement Tranche 1) or any associate of that person.

### **Resolution 3 – Approval of the issue of New Options to Bell Potter**

RPM will disregard any votes cast in favour of Resolution 3 by or on behalf of Bell Potter or any associate of Bell Potter.

### **Resolution 4 – Approval of the issue of New Options to the Lender**

RPM will disregard any votes cast in favour of Resolution 4 by or on behalf of the Lender or any associate of the Lender.

### **Resolution 5 – Approval of the issue of Securities to associates of Director, Lawrence Jaffe**

RPM will disregard any votes cast in favour of Resolution 5 by or on behalf of Lawrence Jaffe or any associate of Lawrence Jaffe.

### **Resolution 6 – Approval of the issue of Securities to associates of Director, Clive Finkelstein**

RPM will disregard any votes cast in favour of Resolution 6 by or on behalf of Clive Finkelstein or any associate of Clive Finkelstein.

### **All Resolutions**

With respect to each of the voting exclusions above, RPM need not disregard a vote cast in favour of a 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 Chairman as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote as the Chairman decides; or
- (c) a Shareholder 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 Shareholder 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 Shareholder votes on the Resolution in accordance with directions given by the beneficiary to the Shareholder to vote in that way.

### **3 Majorities required for the Resolutions to be passed**

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Each Resolution will be passed if more than 50% of the votes cast on that Resolution (either in person, by proxy, by attorney or by corporate representative) are in favour of that Resolution.

### **4 Entitlement to vote**

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RPM has determined, in accordance with section 1074E(2)(g)(i) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations, that the Shareholders entitled to attend and vote at the Meeting shall be those persons who are recorded on the register of members at 7:00pm (Melbourne time) on Wednesday, 5 June 2024. Accordingly, those persons are entitled to attend and vote (if not excluded) at the Meeting.

### **5 All Resolutions by Poll**

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The Chairman intends to call a poll on each of the Resolutions proposed at the Meeting. Consequently, each Resolution considered at the Meeting will be conducted by poll, rather than a show of hands.

### **6 Proxies**

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In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- (a) each Shareholder entitled to vote at the Meeting has a right to appoint a proxy;
- (b) the proxy need not be a Shareholder;
- (c) a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportional number is specified, each proxy may exercise half of the Shareholder's votes; and
- (d) a Shareholder may specify the way in which the proxy is to vote on the Resolutions or may allow the proxy to vote at its discretion. If the way in which a proxy is to vote on a Resolution is specified by a Shareholder, the proxy may not vote on that Resolution except as specified by the Shareholder.

## 7 Voting of proxies

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Sections 250BB and 250BC of the Corporations Act apply to voting by proxy. Shareholders and their proxies should be aware of the requirements under the Corporations Act, as they will apply to this meeting.

A member who is entitled to vote at the Meeting may appoint:

- (a) one proxy if the member is only entitled to one vote; or
- (b) one or two proxies if the member is entitled to more than one vote.

Where the member appoints two proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise half of the votes, in which case any fraction of votes will be disregarded.

A proxy need not be a member of RPM.

If you require an additional proxy form, RPM will supply it on request.

The proxy form and the power of attorney or other authority (if any) under which it is signed (or a certified copy) must be received by RPM, at least 48 hours before the time for holding the Meeting (i.e. by no later than 10:30am (Melbourne time) on Wednesday, 5 June 2024, at:

- (a) online: [www.investorvote.com.au](http://www.investorvote.com.au);
- (b) by fax: 1800 783 447 (Within Australia) or +61 3 9473 2555 (Overseas); or
- (c) by mail: Computershare Investor Services Pty Ltd, GPO Box 242, Melbourne VIC 3000.

Proxies given by corporate shareholders must be executed in accordance with their constitutions, or under the hand of a duly authorised attorney.

A proxy may decide whether to vote on any motion, except where the proxy is required by law or RPM's constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with that direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit.

If a Shareholder appoints the Chairman of the Meeting as the Shareholder's proxy and does not specify how the Chairman is to vote on an item of business, the Chairman will vote, as proxy for that Shareholder, in favour of the item on a poll.

## 8 Voting by corporate representatives

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Corporate Shareholders or proxies wishing to vote by corporate representative should obtain an appointment of corporate representative form from the Share Registry and complete and sign the form in accordance with the corporate Shareholder's constitution or by a duly authorised attorney.

The corporate representative form and the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof) must be received by before the start or resumption of the meeting at which the representative is to vote, by post in the reply paid envelope provided.

## 9 How the Chairman will vote undirected proxies

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If you return your Proxy Form but do not nominate a proxy, the Chairman will be your proxy and will vote on your behalf as you direct on the Proxy Form. If your nominated representative does not attend the meeting then your proxy will revert to the Chairman and he will vote on your behalf as you direct on the Proxy Form.

If a proxy is not directed how to vote on an item of business or Resolution, the proxy (including, if applicable, the Chairman) may vote, or abstain from voting, as they think fit.

If you appoint the Chairman as your proxy (or if the Chairman is appointed by default) and do not direct the Chairman how to vote on a particular Resolution, the Chairman will vote your proxy in favour of that item of business, even if the Chairman has an interest in the outcome of that particular Resolution and votes cast by the Chairman, other than as proxy holder, would be disregarded because of that interest.

**By order of the Board**

Mr Wayne Kernaghan  
Company Secretary

8 May 2024

# 1 Explanatory memorandum

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## 1.1 Introduction

This Explanatory Memorandum forms part of this Notice of Meeting and has been prepared to provide Shareholders of the Company with sufficient information to consider the Resolutions contained in the accompanying Notice of Meeting of the Company. The General Meeting of the Company will be held in person at the offices of Thomson Geer located at Level 23, 525 Collins Street, Melbourne, Victoria 3000 at 10:30am (Melbourne time) on Friday, 7 June 2024.

The Board recommends that Shareholders read this Explanatory Memorandum carefully and in its entirety before making any decision in relation to the Resolutions.

## 1.2 Further information about the Resolutions

### (a) Resolution 1 – Ratification of the issue of Shares under the Placement Tranche 1

#### ***Explanation***

Resolution 1 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the placement of 48,510,143 Shares that were issued on 24 April 2024 to numerous sophisticated and professional investors who participated in the Placement. The Placement was managed by Bell Potter as the sole lead manager and bookrunner. The Placement Shares Tranche 1 were issued to these investors under the Company's capacity to issue securities pursuant to ASX Listing Rule 7.1 and ASX Listing Rule 7.1A.

ASX Listing Rule 7.1 provides that an ASX listed company must not, without the prior approval of shareholders or otherwise pursuant to limited exceptions, issue or agree to issue securities if the number of securities issued, when aggregated with the number of securities issued by the company during the previous 12 months, exceeds 15% of the number of securities on issue at the commencement of that 12 month period.

Under ASX Listing Rule 7.1A, eligible ASX listed companies have the opportunity to extend their placement capacity to 25% in a 12 month period, with shareholder approval. RPM obtained such approval at its Annual General Meeting held on Wednesday, 22 November 2023.

ASX Listing Rule 7.4 allows the shareholders of a listed company to ratify an issue of equity securities after it has been made or agreed to be made provided that the issue of securities did not breach the company's placement capacity under ASX Listing Rule 7.1. Upon such ratification, the issue is taken to have been approved under ASX Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval.

If the Shareholders ratify the issue of the Placement Shares Tranche 1 that occurred on 24 April 2024 as part of the Placement Tranche 1, those securities will be deemed to have been issued with Shareholder approval.

If Resolution 1 is not passed, the issue of the Placement Shares Tranche 1 will continue to be included in calculating the Company's placement capacity under ASX Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue date.

#### ***Reasons***

While the Placement Shares Tranche 1 were issued under RPM's placement capacity under ASX Listing Rules 7.1 and 7.1A, the Directors consider it prudent to keep available as much of RPM's placement capacity under the ASX Listing Rules as possible from time to time. It is for this reason that Shareholder approval for the purposes of ASX Listing Rule 7.4 is sought.

The effect of the ratification of the issue of the Placement Shares Tranche 1 under the Placement Tranche 1 is that RPM's placement capacity under the ASX Listing Rules will



be reinstated, enabling it to issue further securities, subject to the ASX Listing Rules, in the next 12 months without Shareholder approval.

***Specific information required by ASX Listing Rule 7.5***

In compliance with ASX Listing Rule 7.5, the Company provides the following information:

Number of securities issued: 48,510,143 Shares were issued under the Placement Tranche 1 on the following basis:

- 28,902,004 Shares issued pursuant to ASX Listing Rule 7.1; and
- 19,608,139 Shares issued pursuant to ASX Listing Rule 7.1A.

Fixed issue price per Share: The Placement Shares Tranche 1 were issued at a price of \$0.072 per Share.

Recipients of issue: Numerous sophisticated and professional investors who participated in the Placement. The Placement was managed by Bell Potter as the sole lead manager and bookrunner.

Terms of securities: The Placement Shares Tranche 1 are fully paid ordinary shares. The Placement Shares Tranche 1 issued rank equally with other existing fully paid ordinary shares in the Company.

Use of funds raised: The funds raised by the Placement Tranche 1 and the Placement Tranche 2 will be applied towards funding of stage 1 and stage 2 of the Company's Tyre Recycling Program, to reduce debt, and provide balance sheet flexibility. Specifically, of the \$4 million to be raised across the Placement Tranche 1 and the Placement Tranche 2, the Company intends to allocate:

- approximately \$1.2 million towards stages 1 and 2 of the Company's Tyre Recycling Program;
- approximately \$2.0 million towards repayment of the Convertible Note Debt; and
- approximately \$0.8 million towards costs associated with the capital raising, general working capital needs and corporate development.

Voting: A voting exclusion statement is included in the Notice of Meeting.

**Board Recommendation**

Your Directors unanimously recommend that eligible Shareholders vote in favour of Resolution 1.

**(b) Resolution 2 – Approval of the issue of Securities under the Placement Tranche 2**

Resolution 2 seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the placement of 6,886,912 Shares and 55,397,055 New Options to be issued on or about 13 June 2024 to sophisticated and professional investors pursuant to ASX Listing Rule 7.1.

ASX Listing Rule 7.1 provides that an ASX listed company must not, without the prior approval of shareholders or otherwise pursuant to limited exceptions, issue or agree to issue securities if the number of securities issued, when aggregated with the number of securities issued by the company during the previous 12 months, exceeds 15% of the number of securities on issue at the commencement of that 12 month period.

If Resolution 2 is passed, RPM will be able to proceed with the issue of the Placement Securities Tranche 2 without using any of RPM's placement capacity. In addition, the issue of the Placement Securities Tranche 2 will be excluded from the calculation of the number of equity securities that RPM can issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolution 2 is not passed, the issue of the Placement Securities Tranche 2 will only proceed to the extent that RPM has the available placement capacity to issue equity securities without Shareholder approval under ASX Listing Rule 7.1. If RPM does not have the available placement capacity to issue equity securities without Shareholder approval under ASX Listing Rule 7.1, the issue of the Placement Securities Tranche 2 will not be able to proceed in full. In particular, the Placement Options may not be able to be issued to Placement Participants. In this event, RPM would need to consider alternative mechanisms to compensate Placement Participants for missing out on the Placement Options that, subject to Shareholder approval, had been promised to them. This may involve the issue of additional Securities to Placement Participants in a manner that complies with the ASX Listing Rules.

### **Reasons**

Approval under ASX Listing Rule 7.1 is being sought as the number of Placement Securities Tranche 2 exceeds RPM's existing placement capacity.

The issue of the Placement Securities Tranche 2 without Shareholder approval would be in breach of ASX Listing Rule 7.1.

### **Specific information required by ASX Listing Rule 7.3**

In compliance with ASX Listing Rule 7.3, the Company provides the following information:

Number of Securities to be issued: 6,886,912 Shares and 55,397,055 New Options will be issued in connection with the Placement Tranche 2 to sophisticated and professional investors (who are not also Directors).

Fixed issue price per Share: The Shares in connection with the Placement Securities Tranche 2 will be issued at a price of \$0.072 per Share.

Fixed issue price per Option: The New Options in connection with the Placement Securities Tranche 2 will be issued for nil consideration.

Exercise Price per Option: The New Options will have an exercise price of \$0.10 per Option.

Recipients of issue: Numerous sophisticated and professional investors who participated in the Placement. The Placement was managed by Bell Potter as the sole lead manager and bookrunner.

#### Terms of securities:

- (i) The Shares in connection with the Placement Securities Tranche 2 are fully paid ordinary shares and will rank equally with other existing fully paid ordinary shares in the Company; and
- (ii) The New Options in connection with the Placement Securities Tranche 2 will be issued to each Placement Participant on the basis of one (1) free attaching Option for every one (1) Share to be issued to them under the Placement. Such New Options will be granted on the terms and conditions set out below and contained in Schedule 1.

Expiry date of New Options: The New Options will expire on 31 August 2025.

Date of issue: It is anticipated that, subject to Shareholder approval, the Placement Securities Tranche 2 will be issued on or about 13 June 2024, and in any event the Placement Securities Tranche 2 must be issued by no later than 3 months after the date of the Meeting in accordance with ASX Listing Rule 7.3.4.

Use of funds raised: The funds raised by the Placement Tranche 2 will be applied towards funding of stage 1 and stage 2 of the Company's Tyre Recycling Program, to reduce debt, and provide balance sheet flexibility. Specifically, of the \$4.0 million to be raised under the Placement Tranche 1 and the Placement Tranche 2, the Company intends to allocate:

- approximately \$1.2 million towards stages 1 and 2 of the Company's Tyre Recycling Program;
- approximately \$2.0 million towards repayment of the Convertible Note Debt; and
- approximately \$0.8 million towards costs associated with the capital raising, general working capital needs and corporate development.

### **Board Recommendation**

Your Directors unanimously recommend that eligible Shareholders vote in favour of Resolution 2.

### (c) **Resolution 3 – Approval of the issue of New Options to Bell Potter**

Resolution 3 seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of 2,523,053 New Options to be issued on or about 13 June 2024 to Bell Potter pursuant to ASX Listing Rule 7.1.

ASX Listing Rule 7.1 provides that an ASX listed company must not, without the prior approval of shareholders or otherwise pursuant to limited exceptions, issue or agree to issue securities if the number of securities issued, when aggregated with the number of securities issued by the company during the previous 12 months, exceeds 15% of the number of securities on issue at the commencement of that 12 month period.

If Resolution 3 is passed, RPM will be able to proceed with the issue of the relevant New Options to Bell Potter without using any of RPM's placement capacity. In addition, the issue of the relevant New Options to Bell Potter (or its nominee) will be excluded from the calculation of the number of equity securities that RPM can issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolution 3 is not passed, the issue of the relevant New Options to Bell Potter (or its nominee) will only proceed to the extent that RPM has the available placement capacity to issue equity securities without Shareholder approval under ASX Listing Rule 7.1. If RPM does not have the available placement capacity to issue equity securities without Shareholder approval under ASX Listing Rule 7.1, the issue of the relevant New Options to Bell Potter (or its nominee) will not be able to proceed. If Resolution 3 is not passed, RPM may need to find alternative ways to compensate Bell Potter for their role as sole lead manager and bookrunner to the Placement, which may involve the payment of additional cash to Bell Potter.

### **Reasons**

Approval under ASX Listing Rule 7.1 is being sought as the number of New Options to be issued to Bell Potter exceeds RPM's existing placement capacity.

The issue of the relevant New Options to Bell Potter (or its nominee) without Shareholder approval would be in breach of ASX Listing Rule 7.1.

### **Specific information required by ASX Listing Rule 7.3**

In compliance with ASX Listing Rule 7.3, the Company provides the following information:

Number of New Options to be issued: 2,523,053 New Options will be issued to Bell Potter (or its nominee).

Fixed issue price per Option: The New Options will be issued for nil consideration.

Exercise Price per Option: The New Options will have an exercise price of \$0.10 per Option.

Terms of securities: Each Option entitles Bell Potter to acquire one (1) Share in RPM upon exercise of one (1) Option (such New Options being granted on the terms and conditions set out below and contained in Schedule 1).

Expiry date of New Options: The New Options will expire on 31 August 2025.

Date of issue: It is anticipated that, subject to Shareholder approval, the New Options will be issued to Bell Potter on or about 13 June 2024, and in any event must be issued by no later than 3 months after the date of the Meeting in accordance with ASX Listing Rule 7.3.4.

Use of funds raised: No funds will be raised by the issue of the New Options, as they are being issued for nil consideration.

***Board Recommendation***

Your Directors unanimously recommend that eligible Shareholders vote in favour of Resolution 3.

(d) **Resolution 4 – Approval of the issue of New Options to the Lender**

Resolution 4 seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the placement of 38,133,690 New Options to be issued on or about 13 June 2024 to the Lender pursuant to ASX Listing Rule 7.1.

ASX Listing Rule 7.1 provides that an ASX listed company must not, without the prior approval of shareholders or otherwise pursuant to limited exceptions, issue or agree to issue securities if the number of securities issued, when aggregated with the number of securities issued by the company during the previous 12 months, exceeds 15% of the number of securities on issue at the commencement of that 12 month period.

If Resolution 4 is passed, RPM will be able to proceed with the issue of the relevant New Options to the Lender without using any of RPM's placement capacity. In addition, the issue of the relevant New Options to the Lender will be excluded from the calculation of the number of equity securities that RPM can issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolution 4 is not passed, the issue of the relevant New Options to the Lender will not proceed.

In this event, RPM must, under its loan agreement to the Lender, pay \$1 million to the Lender in lieu of the grant of the Lender Options.

***Reasons***

Approval under ASX Listing Rule 7.1 is being sought as the number of New Options to be issued to the Lender exceeds RPM's existing placement capacity.

The issue of the relevant New Options to the Lender (or its nominee) without Shareholder approval would be in breach of ASX Listing Rule 7.1.

***Specific information required by ASX Listing Rule 7.3***

In compliance with ASX Listing Rule 7.3, the Company provides the following information:

Number of New Options to be issued: 38,133,690 New Options will be issued to the Lender.

Fixed issue price per Option: The New Options will be issued for nil consideration.

Exercise price per Option: The New Options will have an exercise price of \$0.10 per Option.

Terms of securities: Each Option entitles the Lender to acquire one (1) Share in RPM upon exercise of one (1) Option (such New Options being granted on the terms and conditions set out below and contained in Schedule 1).

Expiry date of New Options: The New Options will expire on 31 August 2025.

Date of issue: It is anticipated that, subject to Shareholder approval, the New Options will be issued to the Lender (or its nominee) on or about 13 June 2024, and in any event must be issued by no later than 3 months after the date of the Meeting in accordance with ASX Listing Rule 7.3.4.

Use of funds raised: No funds will be raised by the issue of the New Options, as they are being issued for nil consideration.

***Board Recommendation***

Your Directors unanimously recommend that eligible Shareholders vote in favour of Resolution 3.

(e) **Resolution 5 – Approval of the issue of Securities to associates of Director, Lawrence Jaffe**

Resolution 5 seeks Shareholder approval pursuant to ASX Listing Rule 10.11 for the issue of 158,333 Shares and 158,333 New Options to be issued on or about 13 June 2024 to associates of Lawrence Jaffe, a Director of RPM, pursuant to ASX Listing Rule 10.11.

ASX Listing Rule 10.11 provides that an ASX listed company must not, without the prior approval of shareholders or otherwise pursuant to limited exceptions, issue or agree to issue securities to a related party of the company or to an associate of a related party of the company. A director is a related party of the company and so the issue of Securities cannot be made by RPM to associates of Lawrence Jaffe without the approval of Shareholders pursuant to ASX Listing Rule 10.11.

If Resolution 5 is passed, RPM will be able to proceed with the issue of the relevant Securities to associates of Lawrence Jaffe and pursuant to ASX Listing Rule 7.2 (exception 14), the issue of the relevant Securities will be excluded from the calculation of the number of equity securities that RPM can issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolution 5 is not passed, RPM will not be able to proceed with the issue of the relevant Shares to associates of Lawrence Jaffe, and RPM will not be able to raise funds from issuing these Shares to associates of Lawrence Jaffe.

***Reasons***

Approval under ASX Listing Rule 10.11 is being sought as Lawrence Jaffe is a Director of RPM.

The issue of the Securities to associates of Lawrence Jaffe without Shareholder approval would be in breach of ASX Listing Rule 10.11.

***Specific information required by ASX Listing Rule 10.13***

In compliance with ASX Listing Rule 10.13, the Company provides the following information:

Number of Securities to be issued: 158,333 Shares and 158,333 New Options will be issued to associates of Lawrence Jaffe.

Fixed issue price per Share: The Shares to be issued to associates of Lawrence Jaffe will be issued at a price of \$0.072 per Share.

Fixed issue price per Option: The New Options to be issued to associates of Lawrence Jaffe will be issued for nil consideration.

Exercise price per Option: The New Options will have an exercise price of \$0.10 per Option.

Recipients of issue: Associates of Lawrence Jaffe, a Director of RPM.

Terms of securities:

- (i) The Shares will be fully paid ordinary shares and will rank equally with other existing fully paid ordinary shares in the Company; and

- (ii) The New Options will entitle the holder to be issued one (1) Share for each Option exercised on payment of the Exercise Price. Such New Options will be granted on the terms and conditions set out below and contained in Schedule 1.

Expiry date of New Options: The New Options will expire on 31 August 2025.

Date of issue: It is anticipated that, subject to Shareholder approval, the Shares and New Options will be issued on or about 13 June 2024, and in any event the Shares and New Options must be issued by no later than 1 month after the date of the Meeting in accordance with ASX Listing Rule 10.13.5.

Use of funds raised: The funds raised by the issue of Shares and on the exercise of the New Options the subject of Resolution 5 will be used for working capital purposes.

### ***Board Recommendation***

Your Directors (other than Lawrence Jaffe, who abstains from making a recommendation) unanimously recommend that eligible Shareholders vote in favour of Resolution 5.

(f) **Resolution 6 – Approval of the issue of Securities to associates of Director, Clive Finkelstein**

Resolution 6 seeks Shareholder approval pursuant to ASX Listing Rule 10.11 for the issue of 158,333 Shares and 158,333 New Options to be issued on or about 13 June 2024 to associates of Clive Finkelstein, a Director of RPM, pursuant to ASX Listing Rule 10.11.

ASX Listing Rule 10.11 provides that an ASX listed company must not, without the prior approval of shareholders or otherwise pursuant to limited exceptions, issue or agree to issue securities to a related party of the company or to an associate of a related party of the company. A director is a related party of the company and so the issue of Securities cannot be made by RPM to associates of Clive Finkelstein without the approval of Shareholders pursuant to ASX Listing Rule 10.11.

If Resolution 6 is passed, RPM will be able to proceed with the issue of the relevant Securities to associates of Clive Finkelstein and pursuant to ASX Listing Rule 7.2 (exception 14), the issue of the relevant Securities will be excluded from the calculation of the number of equity securities that RPM can issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolution 6 is not passed, RPM will not be able to proceed with the issue of the relevant Shares to associates of Clive Finkelstein, and RPM will not be able to raise funds from issuing these Shares to associates of Clive Finkelstein.

### ***Reasons***

Approval under ASX Listing Rule 10.11 is being sought as Clive Finkelstein is a Director of RPM.

The issue of the Securities to associates of Clive Finkelstein without Shareholder approval would be in breach of ASX Listing Rule 10.11.

### ***Specific information required by ASX Listing Rule 10.13***

In compliance with ASX Listing Rule 10.13, the Company provides the following information:

Number of Securities to be issued: 158,333 Shares and 158,333 New Options will be issued to associates of Clive Finkelstein.

Fixed issue price per Share: The Shares to be issued to associates of Clive Finkelstein will be issued at a price of \$0.072 per Share.

Fixed issue price per Option: The New Options to be issued to associates of Clive Finkelstein will be issued for nil consideration.

Exercise price per Option: The New Options will have an exercise price of \$0.10 per Option.

Recipients of issue: Associates of Clive Finkelstein, a Director of RPM.

Terms of securities:

- (i) The Shares will be fully paid ordinary shares and will rank equally with other existing fully paid ordinary shares in the Company; and
- (ii) The New Options will entitle the holder to be issued one (1) Share for each Option exercised on payment of the Exercise Price. Such New Options will be granted on the terms and conditions set out below and contained in Schedule 1.

Expiry date of New Options: The New Options will expire on 31 August 2025.

Date of issue: It is anticipated that, subject to Shareholder approval, the Shares and New Options will be issued on or about 13 June 2024, and in any event the Shares and New Options must be issued by no later than 1 month after the date of the Meeting in accordance with ASX Listing Rule 10.13.5.

Use of funds raised: The funds raised by the issue of Shares and on the exercise of the New Options the subject of Resolution 6 will be used for working capital purposes.

***Board Recommendation***

Your Directors (other than Clive Finkelstein, who abstains from making a recommendation) unanimously recommend that eligible Shareholders vote in favour of Resolution 6.

**1.3 Documents available**

You can access the Meeting materials online at the Company's website ([www.rpmgroup.net.au](http://www.rpmgroup.net.au)).

A complete copy of the Meeting materials has been posted to the ASX Market announcements page (ASX code: RPM).

## 2 What to do now and how to vote

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### 2.1 What to do now

#### (a) Carefully read this document

Shareholders are being asked to consider, and if thought fit approve, the Resolutions set out in this Notice of Meeting.

This document provides Shareholders with the information to assist them in deciding how to vote on the Resolutions to be considered at the Meeting. This information is important.

You should read this document carefully, and in its entirety, before making a decision as to how to vote at the Meeting.

#### (b) Seek further information if required

If you have any queries about any matter contained in this document, please contact RPM for more information or alternatively seek independent professional advice on any aspects of which you are not certain.

### 2.2 How to vote

#### (a) Vote in person

To vote at the Meeting please attend the Meeting in person at the offices of Thomson Geer located at Level 23, 525 Collins Street, Melbourne, Victoria 3000 at 10:30am (Melbourne time) on Friday, 7 June 2024.

#### (b) Vote virtually

There will be no ability to attend the Meeting virtually as the Meeting is being convened in person.

#### (c) Vote by proxy

If you are not able to attend the Meeting, please complete and sign the Proxy Form enclosed with the Notice of Meeting as soon as possible.

To complete the Proxy Form, record your vote on the Proxy Form in relation to each Resolution to be considered at the Meeting as follows:

- if you wish to approve the Resolution, place a cross (X) in the space provided under the word 'FOR' in respect of that Resolution;
- if you do not wish to approve the Resolution, place a cross (X) in the space provided under the word 'AGAINST' in respect of that Resolution; and
- if you do not wish to vote in respect of the Resolution, place a cross (X) in the space provided under the word 'ABSTAIN' in respect of that Resolution.

The proxy form and the power of attorney or other authority (if any) under which it is signed (or a certified copy) must be received by RPM, at least 48 hours before the time for holding the Meeting (i.e. by no later than 10:30am (Melbourne time) on Wednesday, 5 June 2024, at:

- online: [www.investorvote.com.au](http://www.investorvote.com.au);
- by fax: 1800 783 447 (Within Australia) or +61 3 9473 2555 (Overseas); or
- by mail: Computershare Investor Services Pty Ltd, GPO Box 242, Melbourne VIC 3000.



Proxies given by corporate shareholders must be executed in accordance with their constitutions, or under the hand of a duly authorised attorney.

A proxy may decide whether to vote on any motion, except where the proxy is required by law or RPM's constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with that direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit.

If a Shareholder appoints the chairperson of the Meeting as the Shareholder's proxy and does not specify how the chairperson is to vote on an item of business, the chairperson will vote, as proxy for that Shareholder, in favour of the item on a poll.

(d) **Vote by corporate representatives**

Corporate Shareholders or proxies wishing to vote by corporate representative should obtain an appointment of corporate representative form from the Share Registry and complete and sign the form in accordance with the corporate Shareholder's constitution or by a duly authorised attorney.

The corporate representative form and the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof) must be received by RPM before the start or resumption of the Meeting at which the representative is to vote, in person or by post in the reply paid envelope provided.

(e) **Vote through broker or nominees**

If you hold your Shares through a broker or nominee holder, you should contact them as soon as possible to instruct them to vote on your behalf.

(f) **Voting procedure on a poll**

Every question arising at this Meeting will be decided on a poll. Upon a poll, every person entitled to vote who is present at the virtual meeting or by proxy will have one vote for each voting share held by that person

(g) **Scrutineer**

RPM's registrar, Computershare Investor Services Pty Ltd, will act as scrutineer for the polls required at the Meeting.

# Glossary

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Unless the context otherwise requires, the singular includes the plural and vice versa, and the following terms will have the following meaning:

**Advisor Options** means the New Options to be issued to Bell Potter.

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires.

**ASX Listing Rules** means the official listing rules of ASX.

**Bell Potter** means Bell Potter Securities Limited (ACN 006 390 772, AFSL 243480).

**Board** means the board of directors of RPM at the date of this Notice of Meeting.

**Chairman** means Lawrence Jaffe, the chairman of RPM.

**Constitution** means the constitution of the Company.

**Convertible Note Agreement** means the convertible note agreement between the Company and the Lender dated 18 August 2021, which was later varied on 20 October 2021 and 29 April 2022.

**Convertible Note Debt** means the outstanding balance under the Convertible Note Agreement (prior to its cancellation in accordance with the terms of the Loan Agreement), being \$5,813,369.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Corporations Regulations** means the Corporations Regulations 2001 (Cth).

**Directors** means the directors of RPM at the date of this Notice of Meeting (excluding alternate directors).

**Explanatory Memorandum** means the explanatory notes to the Resolutions that forms part of the Notice of Meeting.

**Expiry Date** means 5.00pm (Melbourne time) on 31 August 2025.

**Lender** means Collins St Asset Management Pty Ltd ACN 601 897 974 ATF as trustee for St Value Fund ABN 16 601 897 974.

**Lender Options** means the New Options to be issued to the Lender.

**Loan Agreement** means the loan agreement between the Company and the Lender dated 7 December 2021.

**Meeting** means the general meeting of the members of RPM to which this Notice of Meeting and explanatory statement relates, which has been convened to be held in person at the offices of Thomson Geer located at Level 23, 525 Collins Street, Melbourne, Victoria 3000 at 10:30am (Melbourne time) on Friday, 7 June 2024.

**New Options** means the Options that are proposed to be issued on or around 13 June 2024, under Resolutions 2, 3, 4, 5 and 6, as described in the Notice of Meeting.

**Notice of Meeting** means this notice of general meeting and explanatory statement.

**Official Quotation** means quotation of Securities on the official list of ASX.

**Option** means an option to acquire a new fully paid ordinary share in the capital of RPM.

**Placement** means the Placement Tranche 1 and the Placement Tranche 2.

**Placement Options** means the New Options to be issued for nil consideration under the Placement, on the basis of one free New Option for every one Placement Share subscribed for by a Placement Participant.

**Placement Participants** means a person who participates in the Placement.

**Placement Shares Tranche 1** means 48,510,143 Shares issued at an issue price of \$0.072 per Share.

**Placement Securities Tranche 2** means 6,886,912 new Shares to be issued at an issue price of \$0.072 per Share and 55,397,055 New Options to be issued for nil consideration.

**Placement Tranche 1** means the issue of the Placement Shares Tranche 1 to sophisticated and professional investors on 24 April 2024.

**Placement Tranche 2** means the issue of the Placement Securities Tranche 2 to sophisticated and professional investors which, subject to Shareholder approval, is anticipated to complete on or about 13 June 2024.

**Prospectus** means the prospectus dated 18 April 2024 as modified or varied by any supplementary prospectus made by the Company and lodged with the ASIC from time to time and any electronic copy of the Prospectus and supplementary prospectus.

**Proxy Form** means the proxy form that accompanies the Notice of Meeting.

**Resolutions** means the resolutions that are set out and explained in the Notice of Meeting.

**RPM or Company** means RPM Automotive Limited ACN 002 527 906.

**Securities** means any securities including Shares or Options issued or granted by the Company.

**Share** means a fully paid ordinary share in the capital of RPM.

**Share Registry** means Computershare Investor Services Pty Ltd.

**Shareholder** means a holder of one or more Shares.

# Schedule 1 – Terms of New Options

The rights and liabilities attaching to the New Options are summarised as follows:

## Entitlement

Each New Option will entitle the holder to apply for one (1) Share (being a fully paid ordinary share in the Company ranking equally with all existing fully paid ordinary shares in the Company).

## Expiry Date

Each New Option is exercisable at any time after the date on which the Option is issued, until 5.00pm (Melbourne time) on 31 August 2025 (**Expiry Date**).

New Options not exercised before the Expiry Date will automatically lapse on the Expiry Date.

## Exercise Price

The exercise price for each New Option is \$0.10 (**Exercise Price**).

## Exercise period

The New Options are exercisable at any time prior to the Expiry Date (**Exercise Period**). Any number of New Options may be exercised by the holder.

## Notice of Exercise

The New Options may be exercised during the Exercise Period by notice in writing to the Company in a manner acceptable to the Company (**Exercise Notice**) together with a cheque, BPAY® or electronic funds transfer for the full payment of the Exercise Price to the Share Registry on or prior to the Expiry Date.

## Exercise Date

An Exercise Notice is only effective on and from the later of the date of receipt of the Exercise Notice and the date of receipt of the payment of the Exercise Price for each New Option being exercised in cleared funds (**Exercise Date**).

## Timing of issue of Shares on exercise

Within 5 Business Days after the Exercise Date:

- (a) the Company will issue the number of Shares required under these terms and conditions in respect of the number of New Options specified in the Notice of Exercise and for which cleared funds have been received by the Company; and
- (b) if the Company is admitted to the official list of ASX at the time, apply for Official Quotation of Shares issued pursuant to the exercise of the new Options.

## Shares issued on exercise

Upon the valid exercise of the New Options and payment of the Exercise Price, the Company will issue fully paid ordinary shares ranking pari passu with the existing Shares on issue.

## Quotation and transferability

It is intended that application will be made to ASX for Official Quotation of the Placement Options and Advisor Options. The Placement Options and Advisor Options will be transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

The Lender Options will not be transferrable and may not be exercised by any other person other than the Lender. The Lender Options will not be traded on ASX.

**Participation in new issues**

Holders of the New Options do not have any right to participate in new issues of securities in the Company made to Shareholders generally. The Company will, where and only to the extent required pursuant to the ASX Listing Rules, provide holders of the New Options with notice prior to the relevant record date (to determine entitlements to any new issue of Securities made to Shareholders generally) to exercise the New Options, in accordance with the requirements of the ASX Listing Rules.

**Reconstruction**

In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company:

- (a) the number of New Options, the exercise price of the New Options, or both will be reconstructed (as appropriate) in a manner consistent with the ASX Listing Rules with the intention that such reconstruction will not result in any benefits being conferred on the holders of the New Options which are not conferred on Shareholders; and
- (b) subject to the provisions with respect to rounding of entitlements as sanctioned by a meeting of Shareholders approving a reconstruction of capital, in all other respects the terms for the exercise of the New Options will remain unchanged.

**Pro rata issues**

If there is a pro rata issue (except a bonus issue), then at the time of the pro rata issue (except a bonus issue), the exercise price of a New Option may be reduced according to the formula set out in ASX Listing Rule 6.22.2. Otherwise, the exercise price of the New Option shall remain unchanged.

**Bonus issues**

If there is a bonus issue to Shareholders, the number of Shares over which the New Option is exercisable may be increased by the number of Shares which the holder would have received if the New Option had been exercised before the record date for the bonus issue.

**Change of Option terms**

The terms of the New Options shall only be changed if holders of ordinary shares in the Company (whose votes in favour are not to be disregarded under the ASX Listing Rules) approve of such a change. However, the terms of the New Options shall not be changed to reduce the Exercise Price, increase the number of New Options or change any period for exercise of the New Options.

**Register**

The Company maintains a register of holders of options (which include the New Options) in accordance with section 168(1)(b) of the Corporations Act.



RPM Automotive Group Limited  
ABN 34 002 527 906

## Need assistance?



**Phone:**

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

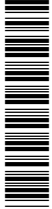


**Online:**

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

RPM

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



# RPM Automotive Group Limited Extraordinary General Meeting

The RPM Automotive Group Limited Extraordinary General Meeting will be held on Friday, 7 June 2024 at 10:30am (Melbourne time). You are encouraged to participate in the meeting using the following options:



## MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit [www.investorvote.com.au](http://www.investorvote.com.au) and use the below information:



**Control Number: 999999**

**SRN/HIN: I9999999999**

**PIN: 99999**

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

For your proxy appointment to be effective it must be received by 10:30am (Melbourne time) on Wednesday, 5 June 2024.



## ATTENDING THE MEETING IN PERSON

The meeting will be held at:

The Offices of Thomson Geer, Level 23, 525 Collins Street Melbourne VIC 3000

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.



RPM Automotive Group Limited  
ABN 34 002 527 906



RPM

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE 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 **10:30am (Melbourne time) on Wednesday, 5 June 2024.**

# 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**

**SRN/HIN: I9999999999**

**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.

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

**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.



I 9999999999

I ND

# 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 Extraordinary General Meeting of RPM Automotive Group Limited to be held at the Offices of Thomson Geer, Level 23, 525 Collins Street Melbourne VIC 3000 on Friday, 7 June 2024 at 10:30am (Melbourne time) and at any adjournment or postponement of that meeting.

## 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
Resolution 1	Ratification of the issue of Shares under the Placement Tranche 1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval of the issue of Securities under the Placement Tranche 2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of the issue of New Options to Bell Potter Securities Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of the issue of New Options to Collins St Asset Management Pty Ltd as trustee for Collins St Value Fund	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of the issue of Securities to associates of Director, Lawrence Jaffe	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of the issue of Securities to associates of Director, Clive Finkelstein	<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

