

Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme Reliance Worldwide Corporation Limited

ACN/ARSN 610 855 877

1. Details of substantial holder (1)

Name Reliance Worldwide Corporation Limited

ACN/ARSN (if applicable) 610 855 877

The holder became a substantial holder on 31 August 2017

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

| Class of securities (4) | Number of securities | Person's votes (5) | Voting power (6) |
|----------------------------|----------------------|--------------------|------------------|
| Fully paid ordinary shares | 53,940,000 | 53,940,000 | 10.3% |

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

| Holder of relevant interest | Nature of relevant interest (7) | Class and number of securities |
|--|---|---------------------------------------|
| Reliance Worldwide Corporation Limited | Restriction on disposal of shares under: <ul style="list-style-type: none">• voluntary escrow arrangements in respect of the shares held by Jayburn Pty Ltd as set out in the deed dated 31 August 2017, and attached as Annexure A; and• voluntary escrow arrangements in respect of the shares held by Heath Graham Sharp and Terence Scott as disclosed in the prospectus of Reliance Worldwide Corporation Limited dated 18 April 2016 and the Notice of initial substantial holder given to Reliance Worldwide Corporation Limited dated 4 May 2016, which gives Reliance a technical "relevant interest" in its own shares under section 608(1)(c) of the Corporations Act 2001. Reliance has no right to acquire these shares or to control the voting rights attaching to these shares | 53,940,000 fully paid ordinary shares |

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

| Holder of relevant interest | Registered holder of securities | Person entitled to be registered as holder (8) | Class and number of securities |
|--|---|---|---------------------------------------|
| Reliance Worldwide Corporation Limited | Jayburn Pty Ltd, Heath Graham Sharp and Terence Scott | Jayburn Pty Ltd, Heath Graham Sharp and Terence Scott | 53,940,000 fully paid ordinary shares |

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

| Holder of relevant interest | Date of acquisition | Consideration (9) | | Class and number of securities |
|-----------------------------|---------------------|-------------------|----------|--------------------------------|
| | | Cash | Non-cash | |

| | | | |
|--|----------------|--|------------|
| Reliance Worldwide Corporation Limited | 3 May 2016 | Non-cash pursuant to voluntary escrow deeds between Reliance Worldwide Corporation Limited and each of Heath Graham Sharp and Terence Scott as disclosed in the prospectus of Reliance Worldwide Corporation Limited dated 18 April 2016 and the Notice of initial substantial holder given to Reliance Worldwide Corporation Limited dated 4 May 2016 | 1,440,000 |
| Reliance Worldwide Corporation Limited | 31 August 2017 | Non-cash pursuant to the deed dated 31 August 2017, and attached as Annexure A | 52,500,000 |

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

| Name and ACN/ARSN (if applicable) | Nature of association |
|-----------------------------------|-----------------------|
| N/A | N/A |

7. Addresses

The addresses of persons named in this form are as follows:

| Name | Address |
|--|--|
| Reliance Worldwide Corporation Limited | Level 54, 525 Collins Street, Melbourne VIC 3000 |
| Jayburn Pty Ltd | Level 54, 525 Collins Street, Melbourne VIC 3000 |
| Heath Graham Sharp | C/o Level 54, 525 Collins Street, Melbourne VIC 3000 |
| Terence Scott | C/o Level 54, 525 Collins Street, Melbourne VIC 3000 |

Signature

print name David Neufeld

capacity Company secretary

sign here



date

1 September 2017

ANNEXURE "A"

This is Annexure "A" of 2 pages referred to in the Form 603 (Notice of Initial Substantial Holder), signed by me and dated 1 September 2017.

A handwritten signature in blue ink, appearing to read 'D. Neufeld', is written above a dotted line.

.....
Signed: David Neufeld



The Directors
Reliance Worldwide Corporation Limited
Level 54, 525 Collins Street
Melbourne, Victoria 3000

31 August 2017

by email

Dear Directors

Escrow of Reliance Worldwide Corporation Limited shares

1 Background

We refer to the block trade agreement between Macquarie Securities (Australia) Limited (ABN 58 002 832 126) (**Lead Manager**), GSA International Pty Ltd (ABN 89 056 509 874) (**GSA International**) and Jayburn Pty Ltd (ABN 96 007 104 663) (**Jayburn**) dated 30 August 2017, as amended and restated by a deed between those parties dated 31 August 2017 (**Block Trade Agreement**).

Under the terms of the Block Trade Agreement, the Vendors engaged the Lead Manager to dispose of 105,000,000 existing fully paid ordinary shares in Reliance Worldwide Corporation Limited (ABN 46 610 855 877) (the **Issuer**) in accordance with the terms of the Block Trade Agreement.

On settlement of the disposal effected under the Block Trade Agreement, GSA International will no longer hold shares in the Issuer.

2 Representation and acknowledgement

- (a) Jayburn represents and warrants that it will not from the date of this letter until 28 February 2018 (the "**Escrow Period**"), Deal in all or any of the fully paid ordinary shares held by it in the Issuer ("**Remaining Securities**") after the sale of the Sale Shares pursuant to the Block Trade Agreement (representing approximately 10% of the Issuer's shares on issue), excluding:
- (i) in order to satisfy demand from eligible shareholders under an Issuer initiated dividend reinvestment plan (if any);
 - (ii) a repurchase (whether by buy-back, reduction of capital or other means) of Remaining Securities by the Issuer;
 - (iii) any acceptance by Jayburn of a takeover offer for the Issuer in accordance with Chapter 6 of the Corporations Act or transfer pursuant to a scheme of arrangement under Part 5.1 of the Corporations Act;
 - (iv) a sale, transfer or disposal to an Affiliate of Jayburn (including to facilitate a voluntary liquidation, administration or deregistration of Jayburn) that is subject to a representation and warranty on substantially the same terms as this clause 2(a) in respect of the Remaining Securities sold, transferred or disposed. For the avoidance of any doubt, any such agreement by the Affiliate will be in respect of the Escrow Period.

- (b) For the purposes of clause 2(a), "Deal", in respect of the "Remaining Securities", means:
- (i) sell, assign, transfer or otherwise dispose of;
 - (ii) agree or offer to sell, assign, transfer or otherwise dispose of;
 - (iii) enter into any option which, if exercised (whether such exercise is subject to conditions or otherwise) enables or requires Jayburn to sell, assign, transfer or otherwise dispose of; or
 - (iv) decrease or agree to decrease an economic interest in,
- the Remaining Securities.

3 General

- (a) Capitalised terms used but not defined in this letter have the meaning given to them in the Block Trade Agreement.
- (b) This letter will be governed by, and construed in accordance with, the laws of Victoria.
- (c) On signature by Jayburn, this letter is enforceable by the Issuer as a deed poll.

Yours sincerely


RELIANCE WORLDWIDE CORPORATION LIMITED

Signed sealed and delivered by
Jayburn Pty Ltd
by

sign here ► 

Company Secretary/Director

print name DALE HUDSON

sign here ► 

Director

print name JONATHAN MUNZ