

**Form 604**  
Corporations Act 2001  
Section 671B

## Notice of change of interests of substantial holder

To Company Name/Scheme Reliance Worldwide Corporation Limited (Reliance)

ACN/ARSN 610 855 877

### 1. Details of substantial holder (1)

Name Reliance Worldwide Corporation Limited  
ACN/ARSN (if applicable) 610 855 877

There was a change in the interests of the substantial holder on 11/10/2017  
The previous notice was given to the company on 01/09/2017  
The previous notice was dated 01/09/2017

### 2. Previous and present 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 when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully paid ordinary shares	53,940,000	10.3%	53,940,000	10.3%

### 3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
11/10/2017	Reliance	Change in registered holder of shares which are subject to voluntary escrow arrangements - see Annexure A.	N/A	52,500,000 fully paid ordinary shares	52,500,000

### 4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Reliance	GSA Custodians Pty Ltd ACN 617 957 936 as trustee for the GSA Global Unit Trust (GSA Custodians), Heath Graham Sharp and Terence Scott	GSA Custodians, Heath Graham Sharp and Terence Scott	Restriction on disposal of shares under: <ul style="list-style-type: none"> <li>voluntary escrow arrangements in respect of the shares held by GSA Custodians as set out in the deed poll dated 11 October 2017 and attached as Annexure A; and</li> <li>voluntary escrow arrangements in respect of the shares held by Heath Graham Sharp and Terence Scott as disclosed in the prospectus of Reliance dated 18 April 2016,</li> </ul> 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	10.3%

### 5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in

relation to voting interests in the company or scheme are as follows:

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

#### 6. Addresses

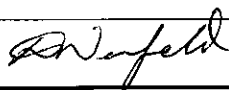
The addresses of persons named in this form are as follows:

Name	Address
Reliance Worldwide Corporation Limited	Level 54, 525 Collins Street, Melbourne VIC 3000
GSA Custodians	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

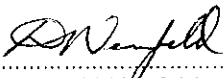
sign here



date 11/10/2017

## ANNEXURE "A"

This is Annexure "A" of 2 pages referred to in the Form 604 (Notice of change of interests of substantial holder), signed by me and dated 11 October 2017.

  
.....  
Signed: David Neufeld

# GSA CUSTODIANS PTY. LTD.

ACN 617 957 936

11 October, 2017

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

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 no longer holds any shares in the Issuer. Jayburn retained an interest in 52,500,000 shares representing 10% of the Issuer's shares on issue, referred to as the "Remaining Securities" in the document executed by Jayburn as a deed poll on 31 August 2017 (**Escrow Deed**).

On 11 October, 2017, pursuant to an internal reorganisation of GSA Group Pty Ltd and its controlled entities, Jayburn agreed to transfer ownership in the Remaining Securities to an Affiliate, being GSA Custodians Pty Ltd ATF GSA Global Unit Trust (**GSA Custodians**). As a consequence of this transfer of ownership and pursuant to clause 2(a)(iv) of the Escrow Deed, GSA Custodians has agreed to enter into this deed poll, which is on substantially the same terms as the Escrow Deed.

### **2 Representation and acknowledgement**

- (a) GSA Custodians 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**) following the transfer to it by Jayburn, 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;

---

Level 54, Rialto, 525 Collins Street, Melbourne 3000, Victoria, Australia

Telephone: (03) 9614 5711 Fax: (03) 9629 6338

International Telephone: (61+3) 9614 5711 International Fax: (61+3) 9629 6338

- (iii) any acceptance by GSA Custodians 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; or
  - (iv) a sale, transfer or disposal to an Affiliate of GSA Custodians 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 GSA Custodians, this letter is enforceable by the Issuer as a deed poll.

Signed sealed and delivered by  
**GSA Custodians Pty Ltd ATF**  
**GSA Global Unit Trust**

By

sign here ►

Director

print name **PHILIP MUNZ**

sign here ►

Company Secretary

print name **DALE HUDSON**