

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Reliance Worldwide Corporation Limited (**Reliance**)

ABN

46 610 855 877

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|---|
| 1 | +Class of +securities issued or to be issued | Fully paid ordinary shares (Shares) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <p>228,179,633 new Shares will be issued on Tuesday, 5 June 2018 pursuant to the institutional component (Institutional Entitlement Offer) of the pro-rata accelerated non-renounceable entitlement offer announced by Reliance on 24 May 2018 (Entitlement Offer).</p> <p>Up to approximately 36,971,833 new Shares may be issued on Friday, 22 June 2018 pursuant to the retail component of the Entitlement Offer (Retail Entitlement Offer), subject to the extent to which eligible retail shareholders subscribe for new Shares under the Retail Entitlement Offer, the determination of Reliance and holding reconciliation and rounding.</p> |

3	Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)	The new Shares issued under the Entitlement Offer will be on the same terms as existing Shares on issue.
4	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities? If the additional +securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	The new Shares issued under the Entitlement Offer will be on the same terms as existing Shares on issue and will rank equally in all respects with those existing Shares from the issue date.
5	Issue price or consideration	\$4.15 per new Share
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	As described in the ASX Announcement and Investor Presentation lodged with the ASX on 24 May 2018, the proceeds received from the issue of the new Shares under the Entitlement Offer will be used to partially fund the acquisition of John Guest Holdings Limited.
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	Not applicable

+ See chapter 19 for defined terms.

6b	The date the security holder resolution under rule 7.1A was passed	Not applicable
6c	Number of +securities issued without security holder approval under rule 7.1	Not applicable
6d	Number of +securities issued with security holder approval under rule 7.1A	Not applicable
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Not applicable
6f	Number of +securities issued under an exception in rule 7.2	Not applicable
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	Not applicable
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	Not applicable
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Not applicable
7	+Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	The issue date for the Institutional Entitlement Offer is 5 June 2018. The proposed issue date for the Retail Entitlement Offer is 22 June 2018.

8	Number and class of all securities quoted on ASX (including the securities in section 2 if applicable)	Number	Class
		After completion of the Institutional Entitlement Offer, there will be 753,179,633 Shares on issue. After completion of the Retail Entitlement Offer, there will be up to approximately 790,151,466 Shares on issue (based on the 753,179,633 Shares on issue and the approximate number of Shares to be issued under the Retail Entitlement Offer as described in item 2 of this Appendix 3B).	Shares
9	Number and class of all securities not quoted on ASX (including the securities in section 2 if applicable)	Number	Class
		5,307,190	Options
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Shares issued under the Entitlement Offer will have the same dividend rights as existing Shares	

Part 2 - Pro rata issue

11	Is security holder approval required?	No
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+ See chapter 19 for defined terms.

12	Is the issue renounceable or non-renounceable?	Non-renounceable
13	Ratio in which the securities will be offered	1 new Share for every 1.98 Shares held at the Record Date for the Entitlement Offer
14	Class of securities to which the offer relates	Shares
15	Record date to determine entitlements	7.00pm (Melbourne time), Monday, 28 May 2018
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No
17	Policy for deciding entitlements in relation to fractions	Any fractions arising in the calculation of the entitlements will be rounded up to the nearest whole number of new Shares
18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	For the Institutional Entitlement Offer, all countries other than Australia, New Zealand, Hong Kong, Ireland, Singapore, Canada (Ontario only), Norway, Switzerland, United Kingdom and United States or any other jurisdiction agreed between Reliance and the Underwriters (As defined below). For the Retail Entitlement Offer, all countries other than Australia and New Zealand.
19	Closing date for receipt of acceptances or renunciations	For the Institutional Entitlement Offer, 25 May 2018. For the Retail Entitlement Offer, 5.00pm (Melbourne time) on 14 June 2018.
20	Names of any underwriters	J.P. Morgan Australia Limited (ABN 52 002 888 001) (JP Morgan) and Macquarie Capital (Australia) Limited (ABN 79 123 199 548) (Macquarie , together with JP Morgan, the Underwriters), in respect of the Institutional Entitlement Offer only. The Retail Entitlement Offer is not underwritten.

21	Amount of any underwriting fee or commission	An underwriting fee of 1.5575% of the proceeds received under the Institutional Entitlement Offer and a management fee of 0.1750% of the proceeds received under the Institutional Entitlement Offer (in each case, less the amount of the proceeds received from an entity associated with Reliance's Chairman, Mr Jonathan Munz, which has pre-committed to take up its full pro-rata entitlement under the Entitlement Offer).
22	Names of any brokers to the issue	Not applicable
23	Fee or commission payable to the broker to the issue	Not applicable
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Not applicable
25	If the issue is contingent on security holders' approval, the date of the meeting	Not applicable
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	No prospectus or other disclosure document is being prepared in connection with the Entitlement Offer. A Retail Entitlement Offer Booklet and the Entitlement and Acceptance Form were sent to eligible retail shareholders in connection with the Retail Entitlement Offer on or around 31 May 2018.
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	Not applicable
28	Date rights trading will begin (if applicable)	Not applicable
29	Date rights trading will end (if applicable)	Not applicable

+ See chapter 19 for defined terms.

30	How do security holders sell their entitlements <i>in full</i> through a broker?	Not applicable
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not applicable
32	How do security holders dispose of their entitlements (except by sale through a broker)?	Not applicable
33	· Issue date	The issue date for the Institutional Entitlement Offer is 5 June 2018. The proposed issue date for the Retail Entitlement Offer is 22 June 2018.

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of · securities
(tick one)

(a) ☒ · Securities described in Part 1

(b) ☐ All other · securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 ☐ If the +securities are +equity securities, the names of the 20 largest holders of the additional · securities, and the number and percentage of additional · securities held by those holders

36 ☐ If the +securities are +equity securities, a distribution schedule of the additional · securities setting out the number of holders in the categories

1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000

100,001 and over

- 37 ☐ A copy of any trust deed for the additional securities

Entities that have ticked box 34(b)

38	Number of securities for which quotation is sought	Not applicable	
39	Class of securities for which quotation is sought	Not applicable	
40	Do the securities rank equally in all respects from the issue date with an existing class of quoted securities? If the additional securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	Not applicable	
41	Reason for request for quotation now Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another security, clearly identify that other security)	Not applicable	
42	Number and class of all securities quoted on ASX (including the securities in clause 38)	Number	Class
		N/A	N/A

+ See chapter 19 for defined terms.

Quotation agreement

1 ·Quotation of our additional ·securities is in ASX's absolute discretion. ASX may quote the ·securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the ·securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before ·quotation of the ·securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:



.....Date: 4 June 2018
Company secretary

Print name: David Neufeld

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+ See chapter 19 for defined terms.