

Reliance Worldwide Corporation Limited
ACN 610 855 877

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (**General Meeting**) of Reliance Worldwide Corporation Limited (ACN 610 855 877) (**Company**) will be held as follows:

Date: Tuesday 30 October 2018

Time: 11.00am (Melbourne time)

Venue: Level 2, RACV Club, 501 Bourke Street, Melbourne Victoria 3000

This Notice of General Meeting is accompanied by a Proxy Form and Explanatory Memorandum which contains an explanation of, and information regarding, the proposed resolutions. The Proxy Form and Explanatory Memorandum form part of this Notice of General Meeting.

Items of Business

Item 1: Financial Report

To receive and consider the Financial Report of the Company and the reports from the Directors and the auditor for the financial year ended 30 June 2018.

Please note that no resolution or vote is required for this Item of business.

Item 2.1: Election of Sharon McCrohan as a Director

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

“That Sharon McCrohan, who was appointed in accordance with the terms of the Company’s Constitution, be elected as a Director of the Company.”

Item 2.2: Re-election of Jonathan Munz as a Director

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

“That Jonathan Munz, who retires in accordance with the terms of the Company’s Constitution, be re-elected as a Director of the Company.”

Item 3: Remuneration Report

To consider and, if thought fit, pass the following resolution as a non-binding, ordinary resolution:

“That the Remuneration Report, which forms part of the Directors’ Report for the year ended 30 June 2018, be adopted.”

Please note that:

- the vote on this resolution is advisory only and does not bind the Directors or the Company; and
- a voting exclusion statement applies in respect of this resolution (see Item 3 of the Explanatory Memorandum).

Item 4: Conditional spill resolution

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

“That, subject to and conditional on at least 25% of the votes cast on Item 3 being cast against the Remuneration Report for the year ended 30 June 2018:

- an extraordinary general meeting of the Company (**Spill Meeting**) be held within 90 days of the passing of this resolution;*
- all Non-executive Directors in office when the resolution to approve the Directors’ Report for the year ended 30 June 2018 was passed and who remain in office at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and*
- resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to a vote at the Spill Meeting.”*

A voting exclusion statement applies in respect of this resolution (see Item 4 of the Explanatory Memorandum).

Item 5: Award of long term incentive grant to Heath Sharp, Managing Director and Chief Executive Officer

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

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, shareholders approve and authorise the grant by the Company to Mr. Heath Sharp of rights to receive fully paid ordinary shares in the Company as his long-term incentive grant for the year ended 30 June 2019 on the terms and conditions described in the Explanatory Memorandum.”

A voting exclusion statement applies in respect of this resolution (see Item 5 of the Explanatory Memorandum).

Item 6: Renewal of proportional takeover approval provisions

To consider and, if thought fit, pass the following resolution as a special resolution:

“That rule 6 of the Company’s Constitution setting out the existing proportional takeover provisions be renewed for a period of three years commencing on the day the resolution is passed.”

Item 7: Remuneration of Non-executive Directors

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

“That, for the purposes of ASX Listing Rule 10.17, rule 8.3(a) of the Company’s Constitution and for all other purposes, the maximum aggregate remuneration which may be paid by the Company to Non-executive Directors in any year for their services as Directors of the Company be increased from \$1,000,000 to \$1,500,000 per annum.”

Please note that a voting exclusion statement applies in respect of this resolution (see Item 7 of the Explanatory Memorandum).

Please refer to the Explanatory Memorandum for further information on these resolutions.

Important notes

(a) Attendance and voting eligibility

For the purposes of determining voting entitlements at the General Meeting, shares will be taken to be held by the persons who are registered as holding shares as at 11.00am (Melbourne time) on 28 October 2018. Accordingly, share transfers registered after that time will be disregarded in determining shareholders' entitlements to attend and vote at the General Meeting.

(b) Proxy instructions

A shareholder entitled to attend and vote at the General Meeting is entitled to appoint an individual or body corporate to act as their proxy to attend and vote on the shareholder's behalf. Shareholders entitled to cast two or more votes may appoint up to two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specific number or proportion of the shareholder's votes. If the appointment does not specify the proportion or number of votes that each proxy may exercise, each proxy may exercise half of the shareholder's votes. A proxy may, but need not, be a shareholder.

Shareholders who plan to attend the General Meeting are asked to arrive at the venue at least 15 minutes prior to the time designated for the General Meeting so that their shareholding may be checked against the Company's share register and attendance recorded. A shareholder that is a body corporate or corporation, or which has been appointed as a proxy, is entitled to appoint any individual to act as its representative at the General Meeting. The appointment of the representative must comply with the requirements under s250D of the *Corporations Act 2001* (Cth) (**Corporations Act**). The representative should bring to the General Meeting a properly executed letter or other document confirming its authority to act as the shareholder's corporate representative.

Completed Proxy Forms (and a certified copy of the power of attorney or other instruments or authorities, if any, under which each Proxy Form is signed) must be received by the Share Registry at an address given below by 11.00am (Melbourne time) on 28 October 2018, being no later than 48 hours before the commencement of the General Meeting. Any Proxy Form received after that time will not be valid for the scheduled General Meeting.

Proxies may be lodged:

(A) by mail (using the enclosed reply paid envelope) to:

Computershare Investor Services Pty Ltd
GPO Box 242
Melbourne, VIC 3001 Australia

(B) by fax to:

Within Australia: 1800 783 447
Outside Australia: +61 3 9473 2555

(C) in person at:

Computershare Investor Services Pty Ltd
Yarra Falls
452 Johnston Street
Abbotsford, Victoria 3067 Australia

(D) electronically online at:

<http://www.investorvote.com.au>
<http://www.intermediaryonline.com> (for intermediary online users only)

The Proxy Form:

- must be in writing signed by the appointer or by his/her attorney, or if the appointer is a body corporate, either under seal or signed by a duly authorised officer or attorney;
- may specify the manner in which the proxy is to vote in respect of a resolution and, where it so provides, the proxy is not entitled to vote on the resolution except as specified on the Proxy Form;
- shall be deemed to confer authority to demand or join in demanding a poll; and
- shall be in such form as the Directors determine and which complies with s250A of the Corporations Act and the ASX Listing Rules.

If a proxy is not directed how to vote on a resolution, the proxy may vote, or abstain from voting, as they think fit. Should any resolution, other than the resolutions specified in this Notice of General Meeting, be proposed at the General Meeting, a proxy may vote on that resolution as they think fit.

(c) Proxy Form

A Proxy Form accompanies this Notice of General Meeting. The Proxy Form is an integral part of this Notice of General Meeting and both documents should be read together.

The Proxy Form must be signed by the shareholder or his/her attorney or representative duly authorised in writing. In the case of shares jointly held by two or more persons, if more than one joint holder tenders a vote by proxy in respect of the relevant shares, the vote of the holder named first in the register who tenders a vote by proxy must be accepted to the exclusion of the votes of the other joint holders.

Shareholders who return their Proxy Forms with a direction on how to vote but do not nominate the identity of their proxy will be taken to have appointed the Chairman of the meeting as their proxy to vote on their behalf.

If a Proxy Form is returned but the nominated proxy does not attend the General Meeting, or fails to vote in accordance with the shareholder's instruction, the Chairman will act in place of the nominated proxy and vote in accordance with any instructions.

Proxy appointments in favour of the Chairman that do not contain a direction on how to vote are intended to be used, where possible, to support Items 2 and 3 and Items 5-7 and oppose Item 4 proposed in this Notice of General Meeting.

Remuneration related resolution

If you appoint the Chairman of the meeting as your proxy, or the Chairman of the meeting is appointed as your proxy by default, and you do not mark a voting box for Items 3, 4, 5 and 7, then by submitting the Proxy Form you will be expressly authorising the Chairman of the meeting to exercise your proxy even though the relevant Item is connected with the remuneration of the Key Management Personnel.

If you appoint another member of the Company's Key Management Personnel (or a closely related party or associate of such a person) as your proxy, you must direct him/her how to vote on Items 3, 4, 5 and 7 as such persons are not permitted to vote undirected proxies on these resolutions and your votes will not be counted in calculating the required majority.

(d) **Voting by attorney**

A shareholder entitled to attend and vote may appoint an attorney to act on his or her behalf at the General Meeting. An attorney may not vote at the General Meeting unless the instrument appointing the attorney, and any authority under which the instrument is signed or a certified copy of the authority, are received by the Company in the same manner, and by the same time, as outlined above for Proxy Forms.

(e) **Poll**

On a poll, each shareholder eligible to vote and present either in person, by proxy, attorney or corporate representative has one vote for every fully paid ordinary share they hold.

Each shareholder who is the holder of partly paid shares is entitled to a fraction of a vote for each partly paid share held (equivalent to the proportion of the amount paid for that partly paid share, ignoring any amounts paid in advance of a call).

(f) **Written questions to the auditor**

Shareholders entitled to vote at the General Meeting may also submit written questions to the auditor which relate to the:

- content of the auditors' report to be considered at the General Meeting; and
- conduct of the audit of the Financial Report to be considered at the General Meeting.

Any shareholder who wants to submit a written question to the auditor on these matters must submit that question in writing to the Company Secretary, Reliance Worldwide Corporation Limited, Level 54, 525 Collins Street, Melbourne VIC 3000 by no later than 23 October 2018. The Company will then pass the questions to the auditor for consideration.

A list of the questions that the auditor considers relevant to the matters outlined above will be made available by the Company to shareholders at the General Meeting, however the auditor is not obliged to provide written answers.

Dated: 27 September 2018

By order of the Board.



David Neufeld
Company Secretary

Reliance Worldwide Corporation Limited
ACN 610 855 877

Explanatory Memorandum

This Explanatory Memorandum has been prepared to provide shareholders with sufficient information to assess the merits of the resolutions contained in the accompanying Notice of General Meeting of the Company in respect of the General Meeting to be held at 11.00am (Melbourne time) on Tuesday 30 October 2018 at Level 2, RACV Club, 501 Bourke Street, Melbourne Victoria 3000.

The Directors recommend that shareholders read this Explanatory Memorandum carefully before making any decision in relation to the resolutions.

Item 1 – Financial Report

The Corporations Act requires the Company's Financial Report, including the Directors' Report and the report from the auditor, in respect of the financial year ended 30 June 2018 to be laid before the General Meeting. The 2018 Annual Report is available on the Company's website at <http://www.rwc.com/annual-reports/>.

There is no requirement for a formal resolution to be considered on this matter.

Shareholders will be given a reasonable opportunity to ask questions about these reports and to ask questions about or make comments on the management of the Company.

The Company's auditor will attend the General Meeting and be available to answer questions about the:

- conduct of the audit;
- preparation and content of the auditor's report;
- accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- independence of the auditor in relation to the conduct of the audit.

Item 2 – Election or re-election of Directors

The ASX Listing Rules require that at least one Director be elected/re-elected at each Annual General Meeting. A Director who retires from office or whose office is vacated under the Company's Constitution will be eligible for re-election to the Board at the meeting at which that Director retires from office.

Item 2.1 – Election of Sharon McCrohan as a Director

Sharon McCrohan was appointed by the Board as an additional Director on 27 February 2018. In accordance with rule 8.1 (c) of the Company's Constitution, Ms. McCrohan's appointment as a Director will cease at the conclusion of the General Meeting. Ms. McCrohan, being eligible, offers herself for election. The Board considers Ms. McCrohan to be an independent Director. Ms. McCrohan is a member of the Audit and Risk Committee and the Nomination and Remuneration Committee.

Ms. McCrohan is an experienced media and strategic communications consultant with a career spanning almost 30 years. Ms. McCrohan has been an advisor to Federal and State government leaders and cabinets, private sector boards, sporting bodies, statutory authorities, charities and government agencies. Ms. McCrohan has extensive experience in media and communications, policy development, government and stakeholder relations and executive team leadership. Ms. McCrohan is a Non-executive Director of Racing Victoria Limited and the Ovarian Cancer Research Foundation Board.

Each Director of the Company, with Ms. McCrohan abstaining, having considered the performance as a Director of Ms. McCrohan and her skills, experience and knowledge, recommends that shareholders vote in favour of the resolution to elect Ms. McCrohan as a Director of the Company.

Item 2.2 – Re-election of Jonathan Munz as a Director

Mr. Munz was appointed as a Director on 19 February 2016 and is the Company's Chairman. Mr. Munz retires in accordance with rule 8.1(d) of the Company's Constitution and, being eligible, offers himself for re-election. Mr. Munz is not considered by the Board to be an independent Director as entities associated with the Munz family are substantial holders of the Company's issued ordinary shares. However, the Board considers that Mr. Munz is the most appropriate person to lead the Board as Chairman because of his extensive and unparalleled knowledge of the Company and its markets, growth prospects and management structure developed from a 30 year involvement with the group's business. Mr. Munz serves as member of the Audit and Risk Committee and the Nomination and Remuneration Committee.

Mr. Munz has strongly supported the management team and its vision to grow the business from a small Australian company to a substantial international business. This includes strategic initiatives, such as the highly successful entry into the USA market in the early 2000s as well as the ongoing success of its SharkBite brand and products. Mr. Munz's strong commercial and legal background has also enabled him to play a leading role in the various acquisitions that have been completed by the group over the years. He holds law and economics degrees from Monash University.

Each Director of the Company, with Mr. Munz abstaining, having considered the performance as a Director of Mr. Munz and his skills, experience and knowledge, recommends that shareholders vote in favour of the resolution to re-elect Mr. Munz as a Director of the Company.

Item 3 – Remuneration Report

Shareholders are asked to consider and vote to adopt the Remuneration Report of the Company for the financial year ended 30 June 2018. The Remuneration Report forms part of the Directors' Report. The Remuneration Report:

- details and discusses the Company's policies for the remuneration of defined Key Management Personnel;
- sets out the remuneration arrangements in place for defined Key Management Personnel during the reporting period; and
- this year, sets out the actions taken by the Company in response to the "first strike" received at the 2017 Annual General Meeting.

Shareholders will have an opportunity to comment on or ask questions about the Remuneration Report at the General Meeting.

The vote on this Item is advisory only in accordance with the requirements of the Corporations Act. The outcome of the vote will not bind the Company or the Directors. However, the Directors will take into account the discussion on this Item of business and the outcome of the vote when considering future remuneration arrangements of Directors and senior executives.

Each Director recommends that shareholders vote in favour of the resolution to adopt the Remuneration Report.

Voting exclusion statement

The Company will disregard any votes cast on Item 3:

- by or on behalf of a person who is a member of the Key Management Personnel named in the Remuneration Report for the year ended 30 June 2018 and their closely related parties (regardless of the capacity in which the vote is cast); and
- as proxy by a person who is a member of the Key Management Personnel on the date of the General Meeting and their closely related parties.

However, votes will not be disregarded if they are cast as proxy for a person entitled to vote:

- in accordance with the directions on the Proxy Form; or
- by the person chairing the meeting, in accordance with an express authorisation in the Proxy Form to exercise the proxy even though Item 3 is connected with the remuneration of the Key Management Personnel.

Item 4 – Conditional spill resolution

Item 4 will only be put to the meeting for consideration if at least 25% of the votes cast on Item 3 – Remuneration Report, are cast against adoption of the Remuneration Report for the year ended 30 June 2018. If less than 25% of votes are cast against adoption of the Remuneration Report, there will be no “second strike” and the Item will not be put to the General Meeting.

If Item 4 is required to be put to the General Meeting for consideration, it will be considered as an ordinary resolution. If Item 4 is put to the General Meeting and passed, a special meeting of shareholders, known as a Spill Meeting, will be required to be held within 90 days of the General Meeting. The Spill Meeting will consider the composition of the Company’s Board. The following Non-executive Directors will cease to hold office at the end of the Spill Meeting unless they are re-elected at the Spill Meeting:

- Jonathan Munz
- Ross Dobinson
- Russell Chenu
- Sharon McCrohan
- Stuart Crosby

Even if Sharon McCrohan and Jonathan Munz are elected/re-elected as Directors at the General Meeting, they will need to be re-elected at the Spill Meeting to remain in office.

Shareholders will have an opportunity to comment on or ask questions about the spill resolution if it is put to the meeting.

Each Director recommends that shareholders vote against this Item 4 if it is put to the General Meeting.

Voting exclusion statement

The Company will disregard any votes cast on Item 4:

- by or on behalf of a person who is a member of the Key Management Personnel named in the Remuneration Report for the year ended 30 June 2018 and their closely related parties (regardless of the capacity in which the vote is cast); and
- as proxy by a person who is a member of the Key Management Personnel on the date of the General Meeting and their closely related parties.

However, votes will not be disregarded if they are cast as proxy for a person entitled to vote:

- in accordance with the directions on the Proxy Form; or
- by the person chairing the meeting, in accordance with an express authorisation in the Proxy Form to exercise the proxy even though Item 4 is connected with the remuneration of the Key Management Personnel.

Item 5 – Granting of performance rights over shares to Mr. Heath Sharp, Managing Director and Chief Executive Officer

Pursuant to ASX Listing Rule 10.14, the Company is seeking shareholder approval for the grant of performance rights to Mr. Heath Sharp, Managing Director and Chief Executive Officer (**CEO**), as part of his long-term incentive award for the year ended 30 June 2019 (**LTI offer**) as well as for the issue of any shares on vesting of the performance rights.

Subject to shareholder approval, the performance rights will be granted under the Company’s Equity Incentive Plan within 12 months of the General Meeting.

Following completion of the acquisition of John Guest Holdings Limited in June 2018, the Nomination and Remuneration Committee refreshed an external remuneration benchmarking exercise undertaken earlier in FY18. On the basis of this exercise, the Nomination and Remuneration Committee reviewed the overall remuneration structure for the CEO and recommended to the Board that for FY19:

- fixed remuneration (which had remained the same since listing) be increased from US\$1,150,000 to US\$1,300,000 plus benefits;
- the STI On Target Entitlement increase from 50% to 60% and the Maximum entitlement be set at 120%; and
- an LTI grant be made for FY19 as set out below.

After these adjustments, Mr. Sharp's total remuneration arrangements for FY19 will remain well below the mean and median of the benchmark peer group and there will have been a significant increase in the proportion that is performance related.

The Board approved the recommendation with the LTI offer being subject to shareholder approval.

Key terms of the FY19 LTI offer

The LTI offer is designed to align the interests of the Managing Director and Chief Executive Officer with the interests of shareholders by providing him with the opportunity to receive an equity interest in the Company through the granting of performance rights.

It is proposed that Mr. Sharp be granted 987,800 performance rights, which have been determined by dividing US\$4,000,000 (A\$5.4 million) by \$5.483, being the volume weighted average price of the Company's shares traded on the ASX over the 5 trading days following the announcement of the FY18 full year financial results (and then rounded down to the nearest whole number). The number of performance rights which will be eligible to vest will be determined at the end of a two year performance period on the Performance Period Measurement Date by reference to the performance conditions set out below. Following the Performance Period Measurement Date and the determination of the number of performance rights that are eligible to vest, the performance rights will remain subject to a trading restriction for a further three year period and will vest on the 5th anniversary of the grant date (**Vesting Date**), provided that Mr. Sharp remains employed at this date.

Any performance rights which do not vest will automatically lapse.

As the LTI performance rights will form part of Mr. Sharp's remuneration, they will be granted at no cost and there will be no amount payable on vesting. The Company may issue new shares or acquire shares on market to satisfy awards under the LTI offer. Each performance right entitles Mr. Sharp to one ordinary share in the Company on vesting. Prior to vesting, performance rights do not entitle Mr. Sharp to any dividends or voting rights.

Details of Performance Conditions

Objective	The Company announced the acquisition of the issued shares of John Guest Holdings Limited in May 2018. The acquisition completed in June 2018. To ensure alignment, and to reward Mr. Sharp in relation to the integration of the John Guest business, the performance conditions set out below have been approved by the Board to determine the number of performance rights which are eligible to vest.
Performance Period	30 June 2020
Measurement Date	

Performance conditions 50% of the performance rights granted under the LTI offer are subject to financial performance conditions. The remaining 50% of performance rights are subject to non-financial performance conditions. Each are described below.

Financial conditions

Financial performance conditions are based on achieving financial targets in the base case model for the John Guest acquisition (which was independently reviewed as part of the due diligence process). These performance conditions and the Maximum Opportunity attributable to each condition are:

Financial performance condition	Maximum Opportunity
FY2019 EBITDA of the John Guest group (excluding synergies)	12.5%
FY2020 EBITDA of the John Guest group (excluding synergies)	12.5%
Run rate synergies achieved by the end of FY2020	25.0%

The Board considers the disclosure of the amounts of each of these targets to be commercially sensitive information and that disclosure of these amounts would not be in the Company's and shareholders' best interests.

The following scale applies:

FY2019 John Guest EBITDA and FY2020 John Guest EBITDA (both excluding synergies) % achieved	% of performance rights eligible to vest
0 to 95% of target	Nil
Between 95% and 100% of target	Straight line pro-rating from Nil to Maximum Opportunity
100% or greater of target	Maximum Opportunity

Run rate synergies achieved by the end of FY2020 % achieved	% of performance rights eligible to vest
0 to 90% of target	Nil
Between 90% and 100% of target	Straight line pro-rating from Nil to Maximum Opportunity
100% or greater of target	Maximum Opportunity

Non-financial performance conditions

The relevant portion of the LTI offer subject to non-financial criteria will be assessed by the Board by reference to the following:

- Cultural integration
- European market penetration
- Integrated business strength
- Cost of integration, both financial and organisational

Each of the criteria will be weighted equally.

Clawback

Defined criteria are in place to prevent inappropriate benefits being paid. In such circumstances, the Board may determine that allocated shares may be forfeited and/or require the Senior Executive to pay as a debt any part of the net proceeds of a sale of awarded shares, cash payment or dividends provided in respect of an LTI offer.

Other key terms of the LTI offer

Cessation of employment

Unless the Board determines otherwise, if Mr. Sharp ceases employment with the group prior to the Vesting Date then a pro rata portion of the unvested performance rights may remain on foot and vest in the ordinary course. The remainder of the performance rights will lapse.

Change of control

In summary, in the event of a takeover bid or other transaction, event or state of affairs that in the Board's opinion is likely to result in a change in control of the Company or should otherwise be treated as a change of control event in accordance with rule 9 of the Company's Equity Incentive Plan Rules, the Board has a discretion to determine how the performance rights should be treated for the purpose of vesting.

Restrictions on dealing

Mr. Sharp must not sell, transfer, encumber, hedge or otherwise deal with performance rights.

Mr. Sharp will be free to deal with the shares allocated on vesting of the performance rights, subject to the requirements of the Company's Policy for Dealing in Securities.

Additional information

- This is the first time the Company has sought approval to grant equity to a Director under the LTI offer.
- Mr. Sharp was granted 4,000,000 options at the time of the IPO in 2016. Details of the terms of this grant are contained in the Remuneration Report.
- Mr. Sharp is the only Director entitled to participate in, and receive performance rights under, the LTI offer.
- No loan will be made by the Company in relation to the acquisition of performance rights or allocation to Mr. Sharp of any shares on vesting of those rights.
- If approval is given under ASX Listing Rule 10.14, approval will not be required under ASX Listing Rule 7.1.

Each Director, with Mr. Sharp abstaining, recommends that shareholders vote in favour of Item 5.

Voting exclusion statement

The Company will disregard any votes on Item 5:

- cast in favour of the resolution by or on behalf of Mr. Heath Sharp and his associates (regardless of the capacity in which the vote is cast); and
- cast as proxy by a person who is a member of the Key Management Personnel on the date of the General Meeting and their closely related parties.

However, votes will not be disregarded if they are cast as proxy for a person entitled to vote:

- in accordance with the directions on the Proxy Form; or
- by the person chairing the meeting, in accordance with an express authorisation in the Proxy Form to exercise the proxy even though Item 5 is connected with the remuneration of the Key Management Personnel.

Item 6 – Renewal of proportional takeover approval provisions

Rule 6 of the Company's Constitution contains provisions dealing with proportional takeover bids for shares in the Company. The provisions are designed to assist shareholders to receive proper value for their shares if a proportional takeover bid is made for the Company.

Under the Corporations Act and clause 6.4 of the Company's Constitution, these provisions must be renewed every 3 years or they will cease to have effect. The current provisions will automatically cease to have effect after 11 April 2019 unless renewed by the proposed special resolution. These provisions must be renewed at this General Meeting in order to apply to proportional takeover bids made after 11 April 2019. If approved by shareholders, the proportional takeover provisions will be in exactly the same terms and will have effect for 3 years.

The Corporations Act requires that the following information be provided to shareholders when they are considering the inclusion of proportional takeover provisions in a constitution.

Effect of the proportional takeover provisions

A proportional takeover bid is one where an offer is made to each shareholder for a proportion of that shareholder's shares.

The current provisions in the Company's Constitution state that, in the event of a proportional takeover bid being made, the Directors must hold a meeting of the shareholders entitled to vote for the purpose of considering and, if thought fit, passing a resolution to approve the proportional takeover bid. A resolution approving the bid must be voted on by the 14th day before the last day of the bid period, during which the offers under the proportional takeover bid remain open, or a later day allowed by the Australian Securities and Investments Commission. The resolution will be passed if more than 50% of votes are cast in favour of the approval. The bidder and its associates are not allowed to vote on the resolution.

The Directors will breach the Corporations Act if they fail to ensure the resolution is voted on. If no resolution is voted on by the deadline, the bid is taken to have been approved.

The proportional takeover provisions do not apply to full takeover bids.

Reasons for proposing the resolution

If the proportional takeover approval provision is not in the Constitution, a proportional takeover bid may enable control of the Company to pass without shareholders having the opportunity to sell all of their shares to the bidder. Shareholders may therefore be exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium for their shares.

The proportional takeover provisions decrease this risk because they allow shareholders to decide whether a proportional takeover bid is acceptable and should be permitted to proceed.

No knowledge of any acquisition proposals

As at the date of this Notice of General Meeting, no Director is aware of a proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

Review of Proportional Takeover Provisions

While proportional takeover provisions have been in effect under the Company's Constitution, no takeover bids for the Company have been made, either proportional or otherwise. Accordingly, there are no actual examples against which to assess the advantages or disadvantages of the existing proportional takeover provisions (that is, rule 6 of the existing Constitution) for the Directors and shareholders of the Company. The Directors are not aware of any potential takeover bid that was discouraged by rule 6.

Potential advantages and disadvantages

The Directors of the Company consider that the proposed renewal of the proportional takeover provisions has no potential advantages or disadvantages for Directors because they remain free to make a recommendation on whether a proportional takeover bid should be accepted.

The potential advantages of the proportional takeover provisions for shareholders of the Company are:

- shareholders have the right to decide by majority vote whether a proportional takeover bid should proceed;
- the provisions may assist shareholders to avoid being locked in as a minority;
- the bargaining power of shareholders is increased and this may assist in ensuring that any proportional bid is adequately priced; and
- knowing the view of the majority of shareholders assists each individual shareholder in assessing the likely outcome of the proportional takeover bid and whether to approve or reject that offer.

Some potential disadvantages for shareholders of the Company are:

- the provisions are a hurdle to, and may discourage the making of proportional takeover bids in respect of the Company;
- shareholders may lose an opportunity of selling some of their shares at a premium; and
- the chance of a proportional takeover bid being successful may be reduced.

The Board considers that the potential advantages for shareholders of the proportional takeover approval provisions outweigh the potential disadvantages. In particular, shareholders as a whole are able to decide whether or not a proportional takeover bid is successful.

Each Director recommends that shareholders vote in favour of Item 6.

Item 7 – Remuneration of Non-executive Directors

In accordance with rule 8.3(a) of the Company's Constitution and ASX Listing Rule 10.17, the Company is seeking approval from shareholders to increase the maximum aggregate amount available for Non-executive Directors' remuneration from \$1,000,000 to \$1,500,000 per year, an increase of \$500,000 per year.

The current maximum aggregate amount of \$1,000,000 was approved by shareholders in 2016 prior to the Company's admission to the Official List of the ASX. The remuneration provided to each Non-executive Director for the year ended 30 June 2018 is detailed in the Remuneration Report. In respect of the financial year ended 30 June 2018, the total aggregate amount of remuneration paid to Non-executive Directors was \$400,923 (noting that Sharon McCrohan was a director for part of the year only and Jonathan Munz waived his fee entitlement).

Fees payable to Non-Executive Directors were reviewed by the Nomination and Remuneration Committee in June 2018. The review took into account that the size and scale of the Company's business has increased substantially since the IPO in 2016. This has resulted in an increased time commitment from Non-executive Directors, particularly Committee chairs. The Committee has approved the following fees to apply from 1 July 2018:

Base fee - \$130,000

Chair of Audit and Risk Committee - additional \$50,000 (Total fee - \$180,000)

Chair of Nomination and Remuneration Committee – additional \$25,000 (Total fee - \$155,000)

Based on current Board and Committee membership, the aggregate of Non-executive Directors' fees are not expected to exceed \$595,000 in FY2019 (assuming no fees are paid to the Chairman). No securities have been issued to a Non-executive Director under ASX Listing Rule 10.11 or 10.14 with the approval of shareholders at any time within the last 3 years. Accordingly, it is not the Company's intention to use the whole of the new maximum aggregate immediately.

The Board is seeking shareholder approval to increase the maximum aggregate amount for Non-executive Directors' fees for the following reasons:

- the substantial increase in the size and scale of the group's business since the IPO in 2016. This has resulted in an increased time commitment from Non-executive Directors, particularly Committee chairs;
- Mr. Jonathan Munz waived his entitlement to any Non-executive Director or Committee fees for the initial three years following the Company's listing on the ASX on 29 April 2016. The Nomination and Remuneration Committee is reviewing the appropriate fee that should be paid to the Chairman of the Company. Payment of these fees is intended to commence from 1 July 2019;
- the Company appointed an additional Director, Ms Sharon McCrohan, on 27 February 2018;
- to continue to attract and retain individuals of the highest calibre to oversee the strategic and operational challenges of the Company;
- to allow for additional Non-executive Directors being appointed to the Board and provide for appropriate transition periods as part of an active Board renewal and succession planning process; and
- to allow for future adjustments in line with market conditions.

Shareholders should note that the proposed increase in the maximum aggregate amount does not relate to salaries paid to the Managing Director and Chief Executive Officer, Mr. Heath Sharp, in his capacity as an executive of the Company. He does not receive remuneration in the form of Directors' fees in addition to his salary as disclosed in the Remuneration Report.

As they have a personal interest in the subject of this resolution, the Directors have abstained from making a recommendation to shareholders in relation to this resolution.

Voting exclusion statement

The Company will disregard any votes on Item 7:

- cast in favour of the resolution by or on behalf of a Director of the Company and their associates (regardless of the capacity in which the vote is cast); and
- cast as proxy by a person who is a member of the Key Management Personnel on the date of the General Meeting and their closely related parties.

However, votes will not be disregarded if they are cast as proxy for a person entitled to vote:

- in accordance with the directions on the Proxy Form; or
- by the person chairing the meeting, in accordance with an express authorisation in the Proxy Form to exercise the proxy even though Item 7 is connected with the remuneration of the Key Management Personnel.



Reliance Worldwide Corporation Limited
ABN 46 610 855 877

Lodge your vote:



Online:
www.investorvote.com.au



By Mail:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form



Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 131695

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



For your vote to be effective it must be received by 11.00am (Melbourne time) on Sunday, 28 October 2018

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.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form →**

☐

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.

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of **Reliance Worldwide Corporation 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 Annual General Meeting of Reliance Worldwide Corporation Limited to be held at Level 2, RACV Club, 501 Bourke Street, Melbourne Victoria 3000 on Tuesday, 30 October 2018 at 11.00am (Melbourne time) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 3, 4, 5 and 7 (except where I/we have indicated a different voting intention below) even though Items 3, 4, 5 and 7 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

The Chairman of the Meeting intends to vote undirected proxies in favour of each Item of business with the exception of Item 4 where the Chairman of the Meeting intends to vote against.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 3, 4, 5 and 7 by marking the appropriate box in step 2 below.

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
Item 2.1	Election of Sharon McCrohan as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2.2	Re-election of Jonathan Munz as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Approval of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Conditional spill resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5	Award of long term incentive grant to Heath Sharp, Managing Director and Chief Executive Officer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6	Renewal of proportional takeover approval provisions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 7	Remuneration of Non-executive Directors	<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 with the exception of Item 4, where the Chairman of the Meeting intends to vote against. 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.

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /