



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: Thursday 29 October 2020
Time: 10.00am (Melbourne time)
Venue: To be held as a virtual meeting via the URL: <https://web.lumiagm.com/379943038>. Please see below for further details.

Online attendance and participation: In response to Government restrictions and the potential health risks arising from the COVID-19 pandemic, this year the Company's General Meeting will be held online. The health and safety of our shareholders, employees and the broader community are extremely important to the Company's Board and management. There will not be a physical meeting but shareholders are invited to participate in this year's General Meeting online via the live webcast or the online platform, which has facilities to ask questions and vote on resolutions. Details are set out below in this Notice of Meeting and in the online meeting guide. The online meeting guide will be lodged with the ASX and posted on the Company's website at www.rwc.com/investors/annual-general-meeting.

Even if you plan to attend the General Meeting online, we encourage you to submit a directed proxy vote as early as possible so that your vote will be counted if for any reason you cannot attend (for example, if there is an issue with your internet on the day of the AGM). Shareholders can lodge their proxy online or complete and return a hard-copy proxy form by **10:00am (Melbourne time) on Tuesday 27 October 2020**. Details of how to lodge Proxy forms are outlined in the Important notes section below.

Shareholders can also ask questions before the meeting using the online form at www.rwc.com/investors/annual-general-meeting and submitting them by no later than 10.00am (Melbourne time) on **Tuesday 27 October 2020**.

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.

Online participation in the General Meeting

Shareholders may participate in the General Meeting and watch the webcast online using one of the following methods:

Online platform

- (1) **Computer:** enter the following URL in your browser: <https://web.lumiagm.com/379943038>;
- (2) **Mobile device - browser:** enter the following URL: <https://web.lumiagm.com/379943038>.

Shareholders using either of these Lumi online platforms will be able to view the General Meeting, hear presentations from the Chairman and Group Chief Executive Officer, view presentation slides, ask questions and vote in real time during the meeting (from commencement of the meeting until the Chairman announces that voting has closed).



You will need the latest versions of one of Chrome, Safari, Internet Explorer 11, Edge or Firefox. Please ensure your browser is compatible. To log onto the platform and participate in the General Meeting, you will need to provide your details to be verified as a shareholder or proxyholder. The details include your SRN/HIN if you are a shareholder or your username/password if you are a proxyholder.

Further details are set out at section (f) in the Important Notes section below.

Watching the webcast only

Shareholders and visitors will also be able to watch the webcast by registering as a guest via the Lumi online platform at <https://web.lumiagm.com/379943038>.

Please note that you will not be able to ask questions or vote in real time if you attend as a guest.

Updates on the General Meeting

Shareholders are encouraged to check the ASX announcements platform (ASX Code: RWC) and the Company's website for any updates in connection with the 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 2020. Please note that no resolution or vote is required for this Item of business.

Item 2: Election or re-election of directors

Item 2.1: Election of Christine Bartlett as a Director

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

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

Item 2.2: Election of Ian Rowden as a Director

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

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

Item 2.3: Re-election of Russell Chenu as a Director

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

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

Item 2.4: Re-election of Stuart Crosby as a Director

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

“That Stuart Crosby, 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 2020, 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).

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 7.00pm (Sydney time) on Tuesday 27 October 2020. Accordingly, share transfers registered after that time will be disregarded in determining shareholders' entitlements to attend and vote at the General Meeting.

If more than one joint holder of shares is present at the General Meeting (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

(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 must do this before the meeting.

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.

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**). Please advise your representative of their appointment and ensure that satisfactory evidence of their appointment is provided prior to the General Meeting so that they can participate in the online meeting and exercise your voting instructions. The appointed representative must contact Computershare Investor Services, the Company's share registrar, to obtain a username and password to vote online.

Completed Proxy Forms must be received by the Share Registry by **10.00am (Melbourne time) on Tuesday 27 October 2020**, 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 by doing one of the following:

Online:

<http://www.investorvote.com.au>

or

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

Fax:

1800 783 447 within Australia or

+61 3 9473 2555 outside Australia



Posting it to:

Computershare Investor Services Pty Limited

GPO Box 242

Melbourne VIC 3001

Australia

The Proxy Form:

- 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; 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.

Appointed proxies will need to contact Computershare to obtain a username and password to vote online. Further details are in the online meeting guide which will be available on the Company's website at www.rwc.com/investors/annual-general-meeting.

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.

Please note that for proxy appointments exercisable by the Chairman that do not contain a direction on how to vote, the Chairman intends to vote all available proxies in favour of each of the items 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 Item 3 then by submitting the Proxy Form you will be expressly authorising the Chairman of the meeting to exercise your proxy as he or she sees fit even though Item 3 is connected with the remuneration of the Company's 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 should direct him/her how to vote on Item 3 as such persons are not permitted to vote undirected proxies on these resolutions and any undirected proxies will not be counted in calculating the required majority.

(c) 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.



(d) Poll

Each resolution to be considered will be voted on by conducting a poll.

On a poll, each shareholder eligible to vote and in attendance 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).

On a poll, if:

- a shareholder has appointed a proxy (other than the Chairman of the General Meeting) and the appointment of the proxy specifies the way the proxy is to vote on the resolution; and
- that shareholder's proxy is either not recorded as attending the General Meeting or does not vote on the resolution,

the Chairman of the General Meeting will, before voting on the resolution closes, be taken to have been appointed as the proxy for the shareholder for the purposes of voting on that resolution and must vote in accordance with the written direction of that shareholder.

(e) Submitting questions

Shareholders entitled to vote at the General Meeting will be given a reasonable opportunity to ask questions in connection with the management of the Company. Shareholders are also encouraged to submit written questions prior to the meeting. The Chairman will endeavour to address as many of the more frequently raised relevant questions as possible. However, there may not be sufficient time available at the General Meeting to address all of the questions raised. Please note that individual responses will not be sent to any shareholder.

Written questions may also be submitted to the auditor, KPMG, 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.

Written questions can be submitted ahead of the meeting by completing the online form at www.investorvote.com.au.

Any shareholder who wants to submit a question ahead of the meeting must do so by no later than 10.00am (Melbourne time) Tuesday 27 October 2020.

The Company will provide questions to the auditor to KPMG 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.

(f) Online participation in the General Meeting

Shareholders may participate in the General Meeting and watch the webcast online using one of the following

- (1) **Computer:** enter the following URL in your browser: <https://web.lumiagm.com/379943038>;
- (2) **Mobile device - browser:** enter the following URL: <https://web.lumiagm.com/379943038>

Registration to join the meeting will commence from 9.00am (Melbourne time) on Thursday 29 October 2020 (1 hour prior to the start of the meeting).

You will need the latest versions of one of Chrome, Safari, Internet Explorer 11, Edge or Firefox. Please ensure your browser is compatible.



Shareholders will need the following information to join the General Meeting:

- (1) Meeting ID: 379943038
- (2) Username: the shareholder's SRN or HIN
- (3) Password: For Australian shareholders, this is the postcode registered to the shareholding. Overseas holders should refer to the meeting guide for password details.

Further information is contained in the meeting guide which is available on RWC's website at www.rwc.com/investors/annual-general-meeting.

If technical difficulties arise during the General Meeting, the Chairman has discretion on how the meeting should proceed, including if it should be adjourned or postponed. In exercising his discretion, the Chairman will have regard to the number of shareholders impacted and the extent to which participation in the business of the meeting is affected. Where appropriate, the Chairman may decide to proceed with the meeting, including conducting the poll on items of business and voting in accordance with valid proxy instructions received.

Dated: 24 September 2020

By order of the Board.

A handwritten signature in blue ink, appearing to read 'D Neufeld', written over a light blue horizontal line.

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 10.00am (Melbourne time) on Thursday 29 October 2020.

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 2020 to be laid before the General Meeting. The 2020 Annual Report is available on the Company's website at <https://www.rwc.com/investors/financial-reports-and-presentations>.

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 Christine Bartlett as a Director

Christine Bartlett was appointed by the Board as an additional Director on 6 November 2019. Appropriate background checks were undertaken prior to Ms. Bartlett's appointment. In accordance with rule 8.1 (c) of the Company's Constitution, Ms. Bartlett's appointment as a Director will cease at the conclusion of the General Meeting. Ms. Bartlett, being eligible, offers herself for election. The Board considers Ms. Bartlett to be an independent Director. Ms. Bartlett is Chair of the Nomination and Remuneration Committee.

Ms. Bartlett is an experienced CEO and senior executive with extensive line management experience gained through roles with IBM, Jones Lang LaSalle and National Australia Bank Limited. Her executive career has included Australian, regional and global responsibilities based in Australia, the USA and Japan. She is currently a Non-Executive Director of Mirvac Group, Sigma Healthcare Limited, TAL and icare; and was previously a director of GBST Holdings Limited, PropertyLook, National Nominees Ltd, the Australian Custodial Services Association and The Smith Family. She is a member of the UNSW Australian School of Business Advisory Council, Chief Executive Women and the Australian Institute of Company Directors. Ms. Bartlett holds a Bachelor of Science from the University of Sydney and has completed senior executive management programs at INSEAD.

The Board believes that Ms. Bartlett's substantial expertise and experience enhances the Board's ability to oversee the Company's performance and governance, particularly in relation to financial discipline, identifying risk, complex project management, execution of strategy, fostering innovation and taking advantage of new



emerging technologies. Ms Bartlett's commercial perspective, technical and organisational expertise is particularly valuable in her role as Chair of the Nomination and Remuneration Committee. Accordingly, each Director of the Company, with Ms. Bartlett abstaining, recommends that shareholders vote in favour of the resolution to elect Ms. Bartlett as a Director of the Company.

Item 2.2 – Election of Ian Rowden as a Director

Ian Rowden was appointed by the Board as an additional Director on 6 July 2020. Appropriate background checks were undertaken prior to Mr. Rowden's appointment. In accordance with rule 8.1 (c) of the Company's Constitution, Mr. Rowden's appointment as a Director will cease at the conclusion of the General Meeting. Mr. Rowden, being eligible, offers himself for election. The Board considers Mr. Rowden to be an independent Director. Ms. Rowden is a member of the Audit and Risk Committee.

Mr. Rowden's experience was gained in high profile global roles focused on commercial, marketing and operational activities with an emphasis on developing and executing strategic plans for business growth. Mr. Rowden worked for over 20 years with The Coca-Cola Company, including senior leadership roles based in Hong Kong and Atlanta, Georgia. This included roles as Worldwide Director of Consumer Communication, Region President for the China Division and Director of Marketing for South East Asia. He has also held roles as chief marketing officer for The Callaway Golf Company and Wendy's International and was a Partner at The Virgin Group. Mr. Rowden was Chairman and CEO, Asia Pacific of Saatchi and Saatchi from 2008 to 2011. Mr. Rowden is currently a non-executive director of Eneco Group Limited (ASX: EGG) and was formerly a director of QMS Media Limited (ASX listed until February 2020) and Virgin Galactic (NYSE: SPCE). He is a partner and investment advisory board member of Innovate Partners, a US based venture capital company. He is also non-executive Chairman of Brightguard LLC., a director of The Miami Ad School, a non-profit organisation, and a senior advisor to Bowery Capital and DuluxGroup. Mr. Rowden is based in the USA.

The Board believes that Mr. Rowden's deep and diverse international business experience enhances the Board's ability to oversee the Company's performance and governance, particularly in relation to commercial, marketing and operational activities and in developing and executing strategic plans for business growth. Accordingly, each Director of the Company, with Mr. Rowden abstaining, recommends that shareholders vote in favour of the resolution to elect Mr. Rowden as a Director of the Company.

2.3 – Re-election of Russell Chenu as a Director

Mr. Chenu was appointed as a Director on 11 April 2016 and was last re-elected to the Board on 30 October 2017. Mr. Chenu retires in accordance with rule 8.1(d) of the Company's Constitution and, being eligible, offers himself for re-election. Mr. Chenu is considered by the Board to be an independent Director. Mr. Chenu is Chair of the Audit and Risk Committee.

Mr. Chenu is an experienced corporate and finance professional who held senior finance and management positions with a number of ASX listed companies. His last executive role was Chief Financial Officer of James Hardie Industries plc from 2004 to 2013. He is currently a Director of James Hardie Industries plc, CIMIC Group Limited and Metro Performance Glass Limited. Mr. Chenu holds a Bachelor of Commerce from University of Melbourne and an MBA from Macquarie Graduate School of Management, Australia.

The Board believes that Mr. Chenu's substantial expertise, industry knowledge and experience enhance the Board's ability to oversee the Company's performance and governance, particularly in relation to financial discipline, risk management and monitoring and reviewing management's execution of strategy. Mr. Chenu's financial, technical and operational expertise is particularly valuable in his role as Chair of the Audit and Risk Committee. Accordingly, each Director of the Company, with Mr. Chenu abstaining, recommends that shareholders vote in favour of the resolution to re-elect Mr. Chenu as a Director of the Company.

2.4 – Re-election of Stuart Cosby as a Director

Mr. Crosby was appointed as a Director on 11 April 2016 and was last re-elected to the Board on 30 October 2017. Mr. Crosby retires in accordance with rule 8.1(d) of the Company's Constitution and, being eligible, offers himself for re-election. Mr. Crosby is considered by the Board to be an independent Director. Mr. Crosby is



Chairman of the Board and a member of the Nomination and Remuneration Committee (and past Chair of that Committee).

Mr. Crosby was appointed Chairman on 4 March 2019. Mr. Crosby was the Chief Executive Officer and President of Computershare Limited for nearly eight years until June 2014. Mr. Crosby previously held a number of senior executive positions across the Computershare business. Prior to joining Computershare, Mr. Crosby worked for the Australian National Companies and Securities Commission, the Hong Kong Securities and Futures Commission and at ASX Limited. Mr. Crosby is Chair of AMES Australia.

The Board believes that Mr. Crosby's substantial expertise and experience enhances the Board's ability to oversee the Company's performance and governance, particularly in relation to stakeholder engagement, corporate governance, financial discipline, risk management and monitoring and reviewing management's execution of strategy. Mr. Crosby's expertise is particularly valuable in his role as Chair of the Company. Accordingly, each Director of the Company, with Mr. Crosby abstaining, recommends that shareholders vote in favour of the resolution to re-elect Mr. Crosby 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 2020. 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; and
- sets out the remuneration arrangements in place for defined Key Management Personnel during the reporting period.

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 account of 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 2020 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,

unless the vote is cast as proxy for a person entitled to vote on Item 3:

- 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.