THE RPM GROUP

RPM Automotive Group Ltd
1-7 Ausco Place
Dandenong South, Vic 3175
ABN: 34 002 527 906

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20 October 2023

Dear Shareholder

Important information regarding the 2023 Annual General Meeting

RPM Automotive Group Limited (ASX: RPM) (RPM or the Company) advises that its 2023 Annual General Meeting (AGM) will be held as follows:

Time: 11.00am (AEDT)

Date: Wednesday 22 November 2023

The Notice of Meeting for the AGM can be accessed from the following link on the Company's website at www.rpmgroup.net.au It is also available from the Company's announcements platform on the ASX at www.asx.com.au.

The Company will not be posting hard copies of the Notice of Meeting to shareholders who have not elected to receive the notice electronically. Notwithstanding this, if you would like to receive a hard copy of the Notice of Meeting, please contact the Company.

The Company's Annual report is also available at the Company's website www.rpmgroup.net.au.

Proxy lodgement

Shareholders who choose to lodge a proxy should follow instructions on their personalised proxy for (enclosed), to be submitted to the Company's share registry no later than 11.00am (AEDT) on Monday 20 November 2023 online or by post.

Yours Sincerely

Mr Wayne Kernaghan
Company Secretary
RPM Automotive Group Limited

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of RPM Automotive Group Limited (RPM or the Company) will be held on Wednesday, 22 November 2023, commencing at 11.00am (AEDT) at 1-7 Ausco Place, Dandenong South, Victoria.

The enclosed Explanatory Statement accompanies and forms part of this Notice of Meeting.

AGENDA

ORDINARY BUSINESS

Accounts and Reports

To receive and consider the annual financial report for the financial year ended 30 June 2023, together with the reports by directors and auditors thereon.

Resolution 1: Adoption of Remuneration Report

To consider and, if thought fit, to pass with or without amendment, the following resolution as a non-binding resolution:

That for the purpose of section 250R (2) of the Corporations Act and for all other purposes, the Remuneration Report set out in the Company's 2023 Annual Report for the financial year ended 30 June 2023 be adopted.

Note: The vote on this resolution is advisory only and does not bind the directors of the Company.

Voting Exclusion Statement:

Pursuant to section 250R (4) of the Corporations Act, the Company is required to disregard any votes cast on Resolution 1 (in any capacity) by or on behalf of any of the following persons:

(a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or

(b) a Closely Related Party of such a member (together "prohibited persons").

However, the Company will not disregard a vote if:

(c) the prohibited person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and

(d) the vote is not cast on behalf of a prohibited person.

Resolution 2: Re-election of Director (Mr L Jaffe)

To consider and, if thought fit, to pass with or without amendment, the following resolution as an ordinary resolution:

That Mr Lawrence Jaffe, being a Director of the Company who retires by rotation in accordance with Clause 3.6 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a director of the Company.

The Chairman of the AGM intends to vote all available proxies in favour of Resolution 2.

Resolution 3: Ratification of prior issue of Shares

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify and approve the issue of 976,627 shares for the purposes and on the terms and conditions set out in the Explanatory Memorandum.

The Chairman of the AGM intends to vote all available proxies in favour of Resolution 3.

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Voting Exclusion Statement
The Company will disregard any votes cast in favour of this Resolution 3 by or on behalf of a person who participated in the issue being approved or an associate of that person or those persons.
However, this does not apply to a vote cast in favour of the resolution by:

(a) a person or proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
(b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the Chair decides; or
(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    (i) The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
    (ii) The holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 4: Ratification of prior issue of Shares

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify and approve the issue of 8,013,365 shares for the purposes and on the terms and conditions set out in the Explanatory Memorandum.

The Chairman of the AGM intends to vote all available proxies in favour of Resolution 4.

Voting Exclusion Statement
The Company will disregard any votes cast in favour of this Resolution 4 by or on behalf of a person who participated in the issue being approved or an associate of that person or those persons.
However, this does not apply to a vote cast in favour of the resolution by:

(a) a person or proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
(b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the Chair decides; or
(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    (i) The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
    (ii) The holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 5: Ratification of prior issue of shares

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders and approve the issue of 2,051,070 shares for the purposes and on the terms and conditions set out in the Explanatory Memorandum.

The Chairman of the AGM intends to vote all available proxies in favour of Resolution 5.

Voting Exclusion Statement
The Company will disregard any votes cast in favour of this Resolution 5 by or on behalf of a person who participated in the issue or an associate of that person or those persons.
However, this does not apply to a vote cast in favour of the resolution by:

(a) a person or proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
(b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the Chair decides; or
(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
    (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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Resolution 6: Issue of shares to Mr G Carman in lieu of Directors Fees

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

That in accordance with Listing Rule 7.1 and listing Rule 10.11 and for all other purposes, the Company be permitted and authorized to issue 400,000 shares at $0.10 each to Mr G Carman a related party in lieu of cash Directors fees on the terms and conditions set out in the accompanying Explanatory Memorandum.

The Chairman of the AGM intends to vote all available proxies in favour of Resolution 6.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution 6 by or on behalf of Mr Carman and any other person who will obtain a material benefit as a result of the issue of the shares or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the resolution by:

(a) a person or proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 7: Issue of shares to Mr A Goodman in lieu of Directors Fees

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

That in accordance with Listing Rule 7.1 and listing Rule 10.11 and for all other purposes, the Company be permitted and authorized to issue 166,666 shares at $0.10 each to Mr A Goodman a related party in lieu of cash Directors fees on the terms and conditions set out in the accompanying Explanatory Memorandum.

The Chairman of the AGM intends to vote all available proxies in favour of Resolution 7.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution 7 by or on behalf of Mr Goodman and any other person who will obtain a material benefit as a result of the issue of the shares or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the resolution by:

(a) a person or proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 8: Issue of shares to Mr G Nicholls in lieu of Directors Fees

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

That in accordance with Listing Rule 7.1 and listing Rule 10.11 and for all other purposes, the Company be permitted and authorized to issue 66,666 shares at $0.10 each to Mr G Nicholls a related party in lieu of cash Directors fees on the terms and conditions set out in the accompanying Explanatory Memorandum.

The Chairman of the AGM intends to vote all available proxies in favour of Resolution 8

Voting Exclusion Statement
The Company will disregard any votes cast in favour of this Resolution 8 by or on behalf of Mr Nicholls and any other person who will obtain a material benefit as a result of the issue of the shares or an associate of that person or those persons.
However, this does not apply to a vote cast in favour of the resolution by:

(a) a person or proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
(b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the Chair decides; or
(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
    (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 9: Additional 10% placement capacity

To consider and, if thought fit, to pass with or without amendment, the following resolution as a **special resolution**:

That, for the purpose of Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 for the purpose and on the terms set out in the Explanatory Statement accompanying this Notice of Annual General Meeting.

The Chairman of the AGM intends to vote all available proxies in favour of Resolution 9.

Voting Exclusion:

The Company will disregard any votes cast in favour of the Resolution by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity) or an associate of those persons. However, this does not apply to a vote cast in favour of the Resolution by:

(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Important note: The proposed allottees of any Equity Securities under the Additional 10% Placement facility are not yet known or identified. In these circumstances (and in accordance with the note set out in ASX Listing Rule 14.11.1 relating to ASX Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of any Equity Securities issued under the Additional 10% Placement Facility), Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted, and there is no reason to exclude their votes.

Voting at General Meeting

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders of the Company at 7.00pm (AEDT) on 20 November 2023. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the general meeting.

Proxy and Voting Entitlement Instructions are included on the Proxy Form accompanying this Notice of Meeting.

BY ORDER OF THE BOARD

W J Kernaghan
Company Secretary
17 October 2023

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EXPLANATORY STATEMENT

1. INTRODUCTION

This Explanatory Statement has been prepared for the information of Shareholders of RPM Automotive Group Limited ("the Company") in connection with the business to be conducted at the annual general meeting of Shareholders to be held at 1-7 Ausco Place, Dandenong South, Victoria on Wednesday, 22 November 2023 at 11.00am (AEDT).

This Explanatory Statement forms part of and should be read in conjunction with the accompanying Notice of Meeting.

2. 2023 ANNUAL REPORT

In accordance with the requirements of the Company's Constitution and the Corporations Act, the 2023 Annual Report will be tabled at the annual general meeting. Shareholders will have the opportunity of discussing the Annual Report and making comments and raising queries in relation to the Report. There is no requirement for a formal resolution on this item.

Representatives from the Company's auditors, Nexia Melbourne Audit Pty Ltd, will be present to take shareholders' questions and comments about the conduct of the audit and the preparation and content of the audit report.

3. ADOPTION OF REMUNERATION REPORT – Resolution 1

3.1 General

Pursuant to section 250R (2) of the Corporations Act, the Company is required to put the Remuneration Report to the vote of Shareholders. The Directors' Report for the year ended 30 June 2023 contains the Remuneration Report which sets out the remuneration policy for the Company and reports on the remuneration arrangements in place for the Directors and Key Management Personnel.

Resolution 1 is advisory only and does not bind the Directors of the Company. Of itself, a failure of Shareholders to pass Resolution 1 will not require the Directors to alter any of the arrangements in the Remuneration Report.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

3.2 Voting consequences

If at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report in two consecutive annual general meetings, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of directors of the Company (Spill Resolution) at the second annual general meeting.

If more than 50% of shareholders vote in favour of the Spill Resolution, the company must convene the extraordinary general meeting (Spill Meeting) within 90 days of the second annual general meeting.

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

4. Re-election of a Director –Resolution 2

Resolution 2 relates to the re-election of Mr Jaffe as a Director.

In accordance with the requirements of clause 3.6 of the Company's Constitution and the Corporations Act, one-third of the directors of the Company retire from office at this annual general meeting of the Company. Mr Lawrence Jaffe retires by rotation and, being eligible, offers himself for re-election.

Laurence is a co-founder and promoter of the RPM Group. Lawrence has a strong financial background having worked on many mergers and acquisitions. He has over 20 years' experience in the automotive sector and was the CEO of RPM Australasia until 2015 when the group sold off one of its subsidiaries.

5. Resolution 3: Ratification of prior issue of placement shares

Resolution 3 relates to the ratification of a prior issue of shares

On 3 July 2023 the Company issued 976,627 fully paid ordinary shares for the earn-out in respect to the acquisition of the Safety Dave business. The issuance of shares was made in compliance with ASX Listing Rule 7.1 at the time that issuance occurred.

The directors are restricted by Listing Rule 7.1 from issuing new securities in the Company, which would dilute existing shareholdings, to a maximum of 15% of the expanded issued capital in any 12 month period. There are

exceptions which allow the directors to issue new securities above that limit which include pro rata rights issues and issues with shareholder approval.

ASX Listing Rule 7.4 allows the Company to seek the approval of shareholders of the Company to an issue of securities after the issue has been made without approval under Listing Rule 7.1, provided the issue did not breach Listing Rule 7.1 and the holders of ordinary shares in the Company subsequently approve the issue.

As the issues were not in breach of Listing Rule 7.1 and were not previously approved by the shareholders of the Company, the directors are now seeking shareholders' approval and ratification for the issue of the Shares.

If resolution 3 is passed, the Company will be able to utilise Listing Rule 7.1 for future issues of up to 15% of the expanded issued capital in the next 12 month period without having to convene a shareholders meeting to seek shareholders' approval of any such issues. The directors believe it is desirable to have the flexibility afforded to the Company to issue securities up to the maximum 15% allowable under Listing Rule 7.1.

If resolution 3 is not passed, the company will not be allowed to utilise the exemption under Listing Rule 7.4 for the issue of these securities under Listing Rule 7.1.

Technical Information required under Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 3:

Rule 7.5.1: The persons to whom the 976,627 new Shares were issued was as follows:

Safety Dave Pty Ltd

Rule 7.5.2: Number of securities to be issued:

976,627 fully paid ordinary Shares

Rule 7.5.3: If the securities are not fully paid securities, a summary of the material terms of the securities:

Not applicable

Rule 7.5.4: Date or dates on when securities will be issued:

976,627 fully paid shares have been issued on 3 July 2023.

Rule 7.5.5: Price of securities:

976,627 fully paid Shares have been issued at $0.2995.

Rule 7.5.6: Purpose of the issue:

Earn out shares in connection with the acquisition of the Safety Dave business as per ASX announcement dated 20 December 2021

Rule 7.5.7: If securities were or will be issued under an agreement, a summary of any other material terms of the agreement:

Not applicable.

Rule 7.5.8: A voting exclusion statement:

A voting exclusion statement is included in the Notice.

Accordingly, the Board unanimously recommend that Shareholders approve Resolution 3.

6.Resolution 4: Ratification of prior issue of shares

Resolution 4 relates to the ratification of a prior issue of shares

On 6 September 2023 the Company issued 8,013,365 fully paid ordinary shares for the acquisition of Chapel Corner Tyres. This issuance of shares was made in compliance with ASX Listing Rule 7.1 at the time the issuance occurred.

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The directors are restricted by Listing Rule 7.1 from issuing new securities in the Company, which would dilute existing shareholdings, to a maximum of 15% of the expanded issued capital in any 12 month period. There are exceptions which allow the directors to issue new securities above that limit which include pro rata rights issues and issues with shareholder approval.

ASX Listing Rule 7.4 allows the Company to seek the approval of shareholders of the Company to an issue of securities after the issue has been made without approval under Listing Rule 7.1, provided the issue did not breach Listing Rule 7.1 and the holders of ordinary shares in the Company subsequently approve the issue.

As the issue was not in breach of Listing Rule 7.1 and was not previously approved by the shareholders of the Company, the directors are now seeking shareholders' approval and ratification for the issue of the Shares.

If resolution 4 is passed, the Company will be able to utilise Listing Rule 7.1 for future issues of up to 15% of the expanded issued capital in the next 12 month period without having to convene a shareholders meeting to seek shareholders' approval of any such issues. The directors believe it is desirable to have the flexibility afforded to the Company to issue securities up to the maximum 15% allowable under Listing Rule 7.1.

If resolution 4 is not passed, the company will not be allowed to utilise the exemption under Listing Rule 7.4 for the issue of these securities under Listing Rule 7.1.

Technical Information required under Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 4:

Rule 7.5.1: The persons to whom the 8,013,365 new Shares were issued as follows:

Samuel & Margot Nash 2,003,342 shares

Judith Rebecca Nash 2,003,341 shares

Phillip Mourice Nash 2,003,341 shares

Mackie & Boochie Pty Ltd <ATF S&N Nash Family Trust> 2,003,341 shares

Rule 7.5.2: Number of securities to be issued:

8,013,365 fully paid ordinary Shares

Rule 7.5.3: If the securities are not fully paid securities, a summary of the material terms of the securities:

Not applicable

Rule 7.5.4: Date or dates on when securities will be issued:

8,013,365 fully paid Shares have been issued on 6 September 2023.

Rule 7.5.5: Price of securities:

8,013,365 fully paid Shares have been issued at $0.102953.

Rule 7.5.6: Purpose of the issue:

to acquire Chapel Corner Tyres as per ASX announcement dated 3 July 2023

Rule 7.5.7: If securities were or will be issued under an agreement, a summary of any other material terms of the agreement:

Not applicable.

Rule 7.5.8: A voting exclusion statement:

A voting exclusion statement is included in the Notice.

Accordingly, the Board unanimously recommend that Shareholders approve Resolution 4.

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7.Resolution 5: Ratification of prior issue of shares

Resolution 5 relates to the ratification of a prior issue of shares

On 6 September 2023 the Company issued 2,051,070 fully paid ordinary shares in respect to the acquisition of ACT Total Tyres. This issuance of shares was made in compliance with ASX Listing Rule 7.1 at the time the issuance occurred.

The directors are restricted by Listing Rule 7.1 from issuing new securities in the Company, which would dilute existing shareholdings, to a maximum of 15% of the expanded issued capital in any 12 month period. There are exceptions which allow the directors to issue new securities above that limit which include pro rata rights issues and issues with shareholder approval.

ASX Listing Rule 7.4 allows the Company to seek the approval of shareholders of the Company to an issue of securities after the issue has been made without approval under Listing Rule 7.1, provided the issue did not breach Listing Rule 7.1 and the holders of ordinary shares in the Company subsequently approve the issue.

As the issue was not in breach of Listing Rule 7.1 and was not previously approved by the shareholders of the Company, the directors are now seeking shareholders' approval and ratification for the issue of the Shares.

If resolution 5 is passed, the Company will be able to utilise Listing Rule 7.1 for future issues of up to 15% of the expanded issued capital in the next 12 month period without having to convene a shareholders meeting to seek shareholders' approval of any such issues. The directors believe it is desirable to have the flexibility afforded to the Company to issue securities up to the maximum 15% allowable under Listing Rule 7.1.

If resolution 5 is not passed, the company will not be allowed to utilise the exemption under Listing Rule 7.4 for the issue of these securities under Listing Rule 7.1.

Technical Information required under Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 5:

Rule 7.5.1:

The persons to whom the 2,051,070 new Shares were issued as follows:

Tania Bailey (100%)

Rule 7.5.2: Number of securities to be issued:

2,051,070 fully paid ordinary Shares

Rule 7.5.3: If the securities are not fully paid securities, a summary of the material terms of the securities:

Not applicable

Rule 7.5.4: Date or dates on when securities will be issued:

2,051,070 fully paid Shares have been issued on 6 September 2023.

Rule 7.5.5: Price of securities:

2,051,070 fully paid Shares have been issued at $0.1233.

Rule 7.5.6: Purpose of the issue:

to acquire ACT Total Tyres as per ASX announcement dated 5 April 2022

Rule 7.5.7: If securities were or will be issued under an agreement, a summary of any other material terms of the agreement:

Not applicable.

Rule 7.5.8: A voting exclusion statement:

A voting exclusion statement is included in the Notice.

Recommendation

The Directors recommend that Shareholders **vote in favour** of Resolution 5.

8. Resolution 6: Issue of shares to Mr G Carman in lieu of cash payment of Directors Fees

This resolution seeks approval under Listing Rule 7.1 and Listing Rule 10.11 for the issue of 400,000 ordinary fully paid shares in the Company at $0.10 in lieu of a cash payment of $40,000 for Director fees to Mr G Carman. Mr

Carman yearly Director Fees are $40,000 pa. If shareholders do not approve the issue of these shares, then Mr G Carman will be paid $40,000 as a cash payment. If this resolution is approved, then these shares will be issued within one month after the date of this meeting.

Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

a related party;

10.11.1 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;

10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which give them a right or expectation to do so;

10.11.3 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or

10.11.4 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by Shareholders. Unless it obtains the approval of its Shareholders.

The issue of shares falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolution 6 seeks the required Shareholder approval for the issue of the Shares under and for the purposes of Listing Rule 10.11.

Information required by Listing Rule 14.1A

If Resolution 6 is passed, the Company will be able to proceed with the issue of the Shares to Mr Carman within one month after the date of the AGM (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Shares (because approval is being obtained under Listing Rule 10.11), the issue of the Shares will not use up any of the Company's 15% annual placement capacity.

If resolution 6 is not passed, the Company will not be able to proceed with the issue of the Shares and will make a cash payment of $40,000 to Mr Carman.

Technical information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 6:

Rule 10.13.1: Name of person:

Mr Grant Carman

Rule 10.13.2: Nature of relationship:

Mr Grant Carman is a Director of the Company and is a related party under Listing Rule 10.11.1.

Rule 10.13.3: Number of securities to be issued:

400,000 fully paid ordinary shares.

Rule 10.13.4: If the securities are not fully paid securities, a summary of the material terms of the securities:

Not applicable

Rule 10.13.5: Date by which the securities are to be issued:

If Shareholders approve Resolution 6, the issue and allotment of the Shares to Mr Carman, will occur on a date which is no later than one month after the date of this AGM.

Rule 10.13.6: Issue price of the securities and a statement of terms of issue:

The issue price of the shares to be issued to the director will be $0.10 per share being in lieu of the cash payment of director fees in the amount of $40,000.

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Rule 10.13.7: Intended use of the funds:

The purpose of the issue of the shares in lieu of the payment of Director fees is to conserve the cash of the Company.

Rule 10.13.8: Intended to remunerate Directors:

The shares issued to the Director is in lieu of the cash payment of Director fees are not intended to incentivise the Director. Mr Carman yearly Director's fees are $40,000 pa.

Rule 10.13.9: If securities are issued under an agreement, a summary of any other material terms of the agreement:

Not applicable

Rule 10.13.10: A voting exclusion statement:

A Voting Exclusion Statement is included in the Notice of Annual General Meeting.

Accordingly, the Board (with Mr Carman abstaining) unanimously recommend that Shareholders approve Resolution 8.

9. Resolution 7: Issue of shares to Mr A Goodman in lieu of the cash payment of Directors Fees

This resolution seeks approval under Listing Rule 7.1 and Listing Rule 10.11 for the issue of 166,666 shares in the Company at $0.10 in lieu of a cash payment of $16,666 for Director fees to Mr A Goodman. Mr A Goodman yearly Director fees are $40,000pa. If shareholders do not approve the issue of these shares, then Mr A Goodman will be paid $16,666 as a cash payment. If this resolution is approved, then these shares will be issued within one month after the date of this meeting.

Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

a related party;

10.11.1 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;

10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which give them a right or expectation to do so;

10.11.3 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or

10.11.4 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by Shareholders. Unless it obtains the approval of its Shareholders.

The issue of shares falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolution 7 seeks the required Shareholder approval for the issue of the Shares under and for the purposes of Listing Rule 10.11.

Information required by Listing Rule 14.1A

If Resolution 7 is passed, the Company will be able to proceed with the issue of the Shares to Mr Goodman within one month after the date of the AGM (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Shares (because approval is being obtained under Listing Rule 10.11), the issue of the Shares will not use up any of the Company's 15% annual placement capacity.

If resolution 7 is not passed, the Company will not be able to proceed with the issue of the Shares and will make a cash payment of $16,666 to Mr Goodman.

Technical information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 7:

Rule 10.13.1: Name of person:

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Mr Alex Goodman

Rule 10.13.2: Nature of relationship:

Mr Alex Goodman is a Director of the Company and is a related party under Listing Rule 10.11.1.

Rule 10.13.3: Number of securities to be issued:

166,666 fully paid ordinary shares.

Rule 10.13.4: If the securities are not fully paid securities, a summary of the material terms of the securities:

Not applicable

Rule 10.13.5: Date by which the securities are to be issued:

If Shareholders approve Resolution 7, the issue and allotment of the Shares to Mr Goodman, will occur on a date which is no later than one month after the date of this AGM.

Rule 10.13.6: Issue price of the securities and a statement of terms of issue:

The issue price of the shares to be issued to the director will be $0.10 per share being in lieu of the cash payment of director fees in the amount of $16,666.

Rule 10.13.7: Intended use of the funds:

The purpose of the issue of the shares in lieu of the payment of Director fees is to conserve the cash of the Company.

Rule 10.13.8: Intended to remunerate Directors:

The shares issued to the Director is in lieu of the cash payment of Director fees are not intended to incentivise the Director. Mr Goodman yearly Director's fees are $40,000 pa.

Rule 10.13.9: If securities are issued under an agreement, a summary of any other material terms of the agreement:

Not applicable
Rule 10.13.10: A voting exclusion statement:

A Voting Exclusion Statement is included in the Notice of Annual General Meeting.

Accordingly, the Board (with Mr A Goodman abstaining) unanimously recommend that Shareholders approve Resolution 7.

10. Resolution 8: Issue of shares to Mr G Nicholls in lieu of the cash payment of Directors Fees

This resolution seeks approval under Listing Rule 7.1 and Listing Rule 10.11 for the issue of 66,666 shares in the Company at $0.10 in lieu of a cash payment of $6,666 for Non-Executive Director fees to Mr G Nicholls for the period 1 July to 31 August 2023. Mr G Nicholls yearly Non-Executive Director fees were $40,000pa until his appointment as an Executive Director in September 2023.. If shareholders do not approve the issue of these shares, then Mr G Nicholls will be paid $6,666 as a cash payment. If this resolution is approved, then these shares will be issued within one month after the date of this meeting.

Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

a related party;

10.11.1 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;

10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which give them a right or expectation to do so;

10.11.3 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or

10.11.4 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by Shareholders. Unless it obtains the approval of its Shareholders.

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The issue of shares falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolution 8 seeks the required Shareholder approval for the issue of the Shares under and for the purposes of Listing Rule 10.11.

Information required by Listing Rule 14.1A

If Resolution 8 is passed, the Company will be able to proceed with the issue of the Shares to Mr Nicholls within one month after the date of the AGM (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Shares (because approval is being obtained under Listing Rule 10.11), the issue of the Shares will not use up any of the Company's 15% annual placement capacity.

If resolution 8 is not passed, the Company will not be able to proceed with the issue of the Shares and will make a cash payment of $6,666 to Mr Nicholls.

Technical information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 8:

Rule 10.13.1: Name of person:

Mr Guy Nicholls

Rule 10.13.2: Nature of relationship:

Mr Guy Nicholls is a Director of the Company and is a related party under Listing Rule 10.11.1.

Rule 10.13.3: Number of securities to be issued:

66,666 fully paid ordinary shares.

Rule 10.13.4: If the securities are not fully paid securities, a summary of the material terms of the securities:

Not applicable

Rule 10.13.5: Date by which the securities are to be issued:

If Shareholders approve Resolution 8, the issue and allotment of the Shares to Mr Nicholls, will occur on a date which is no later than one month after the date of this AGM.

Rule 10.13.6: Issue price of the securities and a statement of terms of issue:

The issue price of the shares to be issued to the director will be $0.10 per share being in lieu of the cash payment of director fees in the amount of $6,666 for the period of 1 July to 31 August 2023.

Rule 10.13.7: Intended use of the funds:

The purpose of the issue of the shares in lieu of the payment of Director fees is to conserve the cash of the Company.

Rule 10.13.8: Intended to remunerate Directors:

The shares issued to the Director is in lieu of the cash payment of Director fees are not intended to incentivise the Director. Mr Nicholls yearly Non-Executive Director's fees were $40,000 pa until his appointment of an Executive Director from 1 September 2023.

Rule 10.13.9: If securities are issued under an agreement, a summary of any other material terms of the agreement:

Not applicable

Rule 10.13.10: A voting exclusion statement:

A Voting Exclusion Statement is included in the Notice of Annual General Meeting.

Accordingly, the Board (with Mr G Nicholls abstaining) unanimously recommend that Shareholders approve Resolution 8.

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11. Resolution 9: Approval by special resolution of additional 10% equity securities issue facility

Background

In addition to the 15% equity securities issue capacity permitted without Shareholder approval under Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under Listing Rule 7.1A may issue or agree to issue during the specified period, a number of equity securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period, calculated in accordance with the formula in Listing Rule 7.1A.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of $300 million or less (excluding restricted securities and securities quoted on a deferred settlement basis). The Company is an eligible entity.

Any equity securities issued under the 10% placement facility must be in the same class as an existing class of equity securities of the issuing company. The Company has one class of quoted equity securities on issue, being ordinary shares.

Resolution 9 seeks Shareholder approval by way of a special resolution to issue equity securities under the Additional 10% Placement Facility available under Listing Rule 7.1A. The maximum number of quoted equity securities that may be issued under the additional 10% placement facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2.

If Resolution 9 is passed, the Company will be able to issue equity securities up to a combined 25% limit as provided in Listing Rules 7.1 and 7.1A without further Shareholder approval.

If Resolution 9 is not passed, the Company will not have the additional 10% capacity to issue Equity Securities without Shareholder approval available under Listing Rule 7.1A and will remain subject to the 15% limit on issuing (or agreeing to issue) Equity Securities without Shareholder approval permitted under Listing Rule 7.1.

Resolution 9 is a special resolution and therefore requires approval by 75% of the votes cast by Shareholders present and eligible to vote at the AGM (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

Regulatory Requirements

The following information is provided to Shareholders as required by Listing Rule 7.3A:

a. Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be a cash consideration per Equity Security of not less than 75% of the volume weighted average price of Equity Securities in the same class calculated over the 15 trading days on which trades in that class were recorded immediately before:

i. The date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or

ii. If the Equity Securities are not issued within 10 trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

b. Dilution

As at the date of this Notice of AGM, the Company has 195,448,061 Shares on issue. If Shareholders approve Resolution 9, the Company will have the capacity to issue approximately 19,544,806 Equity Securities under the Additional 10% Placement Facility in accordance with Listing Rule 7.1A.

If Resolution 9 is approved by Shareholders and the Company issues Equity Securities under the Additional 10% Placement Facility, existing Shareholders voting power in the Company will be diluted as shown in the table below to the extent Shareholders do not receive any Shares under such issues. There is a risk that:

i. the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than the date of the AGM; and

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ii. the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date, which may have an effect on the amount of funds raised by the issue of the Equity Securities

The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice of AGM.

The table below also shows:

i. two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rate entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and

ii. two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

Variable "A" in Listing Rule 7.1A.2		Dilution		
		$0.0415 50% decrease in Issue Price	$0.083 Issue Price	$0.1245 50% increase in Issue Price
Current Variable A 195,448,061 Shares	Shares issued	19,544,806 New Shares	19,544,806 New Shares	19,544,806 New Shares
	Funds raised	$811,109	$1,622,218	$2,433,328
50% increase in current Variable A 293,172,092 Shares	Shares issued	29,317,209 New Shares	29,317,209 New Shares	29,317,209 New Shares
	Funds raised	$1,216,664	$2,433,328	$3,649,992
100% increase in current Variable A 390,896,122 Shares	Shares issued	39,089,612 New Shares	39,089,612 New Shares	39,089,612 New Shares
	Funds raised	$1,622,218	$3,244,437	$4,866,656

The table has been prepared on the following assumptions:

1. The Company issues the maximum number of Equity Securities available under the Additional 10% Placement Facility.
2. No Options are exercised before the date of the issue of the Equity Securities.
3. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
4. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the Additional 10% Placement Facility, based on that Shareholder's holding at the date of the AGM.
5. The table shows only the effect of issued of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
6. The issue of Equity Securities under the 10% placement Facility consists only of Shares. If the issue of Equity Securities includes Listed Options, it is assumed that those Listed Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
7. The issue price is $0.083, being the closing price of the Shares on ASX on 6 October 2023.

c. Issue Period

If Shareholders approve Resolution 9, the Company will have a mandate to issue Equity Securities under the Additional 10% Placement Facility under Listing Rule 7.1A from the date of the AGM until the earlier of the following to occur:

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i. The date that is 12 months after the date of the AGM;

ii. The time and date of the Company's next AGM; and

iii. The date of the approval by Shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature of scale of activities) or 11.2 (disposal of main undertaking).

(the Additional 10% Placement Period).

The Company will only issue and allot Equity Securities under the Additional 10% Placement Facility during the Additional 10% Placement Period.

d. Purpose of Issues
The Company may only issue the Equity Securities for a cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of new assets or investments (including payment of expenses associated with such acquisition), continued exploration and feasibility study expenditure on the Company's current assets and/or general working capital.
The Company will provide further information at the time of issue of any Equity Securities under the Additional 10% Placement Facility in compliance with its disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A.

e. Allocation Policy
The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the Additional 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to relevant factors including but not limited to the following:

i. the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues of Equity Securities in which existing Equity Security holders can participate;

ii. the effect of the issue of the Equity Securities on the control of the Company;

iii. the financial position and solvency of the Company; and

iv. advice from corporate, financial, and broking advisers (if appropriate).

No issue will be made to any related party

f. Previous issues
The Company has previously obtained Shareholder approval under Listing Rule 7.1A on 24 November 2022 and has not issued any Equity Securities pursuant to Listing Rule 7.1A in the 12 months preceding the date of the AGM.

g. Voting exclusion statement
A voting exclusion statement for Resolution 9 is included in the Notice of AGM preceding this Explanatory Statement.

At the date of the Notice of AGM, the Company has not approached any existing Equity Security holder nor any identifiable class of existing Equity Security holders to participate in the issue of the Equity Securities. Accordingly, the proposed allottees of any Equity Securities under the Additional 10% Placement Facility are not yet known or identified.

In these circumstances (and in accordance with the note set out in ASX Listing Rule 14.11.1 relating to ASX Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of any Equity Securities issued under the Additional 10% Placement Facility), Shareholders must consider the proposal on the basis that they may or may not get a benefit, that it is possible that their holding will be diluted, and there is no reason to exclude their votes.

No existing Shareholder's votes will therefore be excluded under the voting exclusion statement in the Notice of AGM.

Directors' Recommendation

The Directors believes that the Additional 10% Placement Facility is beneficial for the Company as it will give the Company the capacity to issue further Equity Securities representing up to 10% of the issued capital of the Company (at the time of this issue) during the next 12 months. Accordingly, the Directors recommend that Shareholders approve Resolution 9.

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Glossary

Term	Definition
ASX	ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).
Company	RPM Automotive Group Limited.
Listing Rules	The listing rules of ASX
Shares	Fully paid ordinary shares in the Company.
Shareholders	Mean shareholders of the Company.

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RPM Automotive Group Limited
ABN 34 002 527 906

Need assistance?

Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

Online:
www.investorcentre.com/contact

RPM
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

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RPM Automotive Group Limited Annual General Meeting

The RPM Automotive Group Limited Annual General Meeting will be held on Wednesday, 22 November 2023 at 11:00am (AEDT). You are encouraged to participate in the meeting using the following options:

MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:

Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your proxy appointment to be effective it must be received by 11:00am (AEDT) on Monday, 20 November 2023.

ATTENDING THE MEETING IN PERSON

The meeting will be held at:
1-7 Ausco Place, Dandenong South, Victoria

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

RPM Automotive Group Limited
ABN 34 002 527 906

Need assistance?

Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

Online:
www.investorcentre.com/contact

RPM

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (AEDT) on Monday, 20 November 2023.**

Proxy Form

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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.

PARTICIPATING IN THE MEETING

Corporate Representative
If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form: XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 999999
SRN/HIN: I9999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia

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

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐ **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.

I 9999999999 I N D

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of RPM Automotive Group 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 RPM Automotive Group Limited to be held at 1-7 Ausco Place, Dandenong South, Victoria on Wednesday, 22 November 2023 at 11:00am (AEDT) 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 Resolutions 1, 6, 7 & 8 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 6, 7 & 8 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

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 Resolutions 1, 6, 7 & 8 by marking the appropriate box in step 2.

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
Resolution 1	Adoption of Remuneration Report	☐	☐	☐
Resolution 2	Re-election of Director (Mr L Jaffe)	☐	☐	☐
Resolution 3	Ratification of prior issue of Shares	☐	☐	☐
Resolution 4	Ratification of prior issue of Shares	☐	☐	☐
Resolution 5	Ratification of prior issue of Shares	☐	☐	☐
Resolution 6	Issue of shares to Mr G Carman in lieu of Directors Fees	☐	☐	☐
Resolution 7	Issue of shares to Mr A Goodman in lieu of Directors Fees	☐	☐	☐
Resolution 8	Issue of shares to Mr G Nicholls in lieu of Directors Fees	☐	☐	☐
Resolution 9	Additional 10% placement capacity	☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. 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.

Step 3 Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1	Securityholder 2	Securityholder 3	
			/ /
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

Update your communication details *(Optional)*

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

Mobile Number	Email Address

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