



ACN 141 276 959

# NOTICE OF ANNUAL GENERAL MEETING

23 Nov 2017 at 10.00am (AEDT)

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23 November 2017 at 10.00am (AEDT)

Notice is given that the Annual General Meeting (**Meeting**) of the members of Real Estate Investar Group Limited (**REV Group** or **Company**) will be held at the time and location, and to conduct the business, specified below:

**Date:** Thursday 23 November 2017

**Time:** 10.00am (Melbourne time)

**Location:** The offices of RSM Australia Partners, Level 21, 55 Collins Street, Melbourne VIC 3000

The Notes and Explanatory Statement which accompany, and form part of, this Notice of Meeting more fully describes the matters to be considered at the Annual General Meeting.

## ITEMS OF BUSINESS

### Ordinary Business

#### 1 Financial Statements and Reports

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2017.

**Note:** No resolution will be required to be passed on this matter.

#### 2 Resolution 1 - Remuneration Report

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

*"That the Remuneration Report forming part of the Directors' Report for the financial year ended 30 June 2017 be adopted."*

**Note:** The vote on this resolution is advisory only and does not bind the Company or its Directors.

#### 3 Resolution 2 - Re-election of Director (Mr Joseph Hanna)

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

*"That Mr Joseph Hanna, a Director retiring by rotation in accordance with the Company's Constitution and the ASX Listing Rules, and being eligible, offers himself for re-election, is re-elected as a Director of the Company."*

**Note:** Biographical details for Mr Hanna are set out in the attached Explanatory Statement.

#### 4 Resolution 3 – Ratification of previous issues of Shares

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

*"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Company ratifies and approves the allotment and issue of 12,674,191 fully paid ordinary shares (**Shares**) that have occurred in the 12 months prior to 23 November 2017, as detailed in the Explanatory Statement."*

## Special Business

### 5 Resolution 4 – Appointment of Auditor

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

*"That, subject to the consent of the Australian Securities & Investments Commission to the current auditor resigning, RSM Australia Partners being qualified to act as auditor of the Company and having consented to act, be appointed, pursuant to section 327B(1)(b) of the Corporations Act, as the Company's auditor effective from the date of the meeting and that the Directors be authorised to agree the remuneration."*

### 6 Resolution 5 - Approval of Additional 10% Placement Facility

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

*"That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, the shareholders approve the issue of Shares up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions contained in the Explanatory Statement."*

## VOTING RESTRICTIONS

RESOLUTION	PERSONS EXCLUDED FROM VOTING
<b>Resolution 1 – Adoption of the Remuneration Report</b>	<p>A vote cast on Resolution 1 (Remuneration Report) must not be cast (in any capacity, whether as proxy or shareholder) by or on behalf of the following:</p> <ul style="list-style-type: none"> <li>a) A member of the Key Management Personnel (being those persons described as Key Management Personnel in the Company's Remuneration Report and including all Directors) (<b>KMP</b>); or</li> <li>b) A Closely Related Party (as defined in the Corporations Act) of such a member.</li> </ul> <p>However, a person described above may cast, and the Company need not disregard, a vote on Resolution 1 if:</p> <ul style="list-style-type: none"> <li>• The person does so under a written proxy that specifies how the proxy is to vote on the resolution; or</li> <li>• The person is the Chair and has been appointed as proxy (expressly or by default) without being directed how to vote on the resolution and expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of the KMP; and in either case, the vote is not cast on behalf of a person described in (a) or (b) above.</li> </ul>
<b>Resolution 3 – Ratification of previous issues of Shares (ASX Listing Rule 7.4)</b>	<p>The Company will disregard any votes cast on Resolution 3 by any person who participated in the issue of Shares described in section 5 of the Explanatory Statement and any associates of such persons.</p> <p>However, the Company need not disregard a vote, if:</p> <ul style="list-style-type: none"> <li>• It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or</li> </ul>

RESOLUTION	PERSONS EXCLUDED FROM VOTING
	<ul style="list-style-type: none"><li>It is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.</li></ul>
<b>Resolution 5 – Approval of proposed Additional 10% Placement Facility</b>	<p>The Company will disregard any votes cast on Resolution 5 by a person who may participate in the Additional 10% Placement Facility and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if Resolution 5 is passed and, in each case, their respective associates.</p> <p>However, the Company need not disregard a vote if:</p> <ul style="list-style-type: none"><li>It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or</li><li>It is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.</li></ul>

By order of the Board



**Lee Mitchell**  
**Company Secretary**

**Date:** 19 October 2017

## **NOTES REGARDING PROXIES AND VOTING**

### **Voting Entitlement**

All shareholders are entitled to attend the Meeting.

The Board has determined in accordance with regulation 7.11.37 of the Corporations Regulations that, for the purposes of voting at the Meeting, the shares held by each shareholder will be as they appear on the Company's share register at 7.00pm (AEDT) on **Tuesday, 21 November 2017**. This means that if you are not the registered holder of a share at that time you will not be entitled to vote in respect of that share.

### **Proxies**

A shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies, who need not be shareholders of the Company.

If you appoint a proxy who is also a shareholder or is also a proxy for another shareholder, your directions may not be effective on a show of hands. Your directions will be effective if a poll is taken on the relevant resolution.

Where more than one proxy is appointed, neither proxy may vote on a show of hands, however both proxies will be entitled to vote on a poll (subject to any voting exclusion). Each proxy should be appointed to represent a specified percentage or specified number of the shareholder's voting rights. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half the votes. Fractions of votes will be disregarded.

If you sign and return a proxy form and do not nominate a person to act as your proxy, the Chair will be appointed as your proxy by default.

### **Appointment of the Chair or other Key Management Personnel as your proxy**

Due to the voting exclusions referred to earlier in relation to Resolution 1 (Remuneration Report), if you intend to appoint Key Management Personnel or their Closely Related Parties, other than the Chair, as your proxy, you are encouraged to direct your proxy on how to vote on Resolution 1 (Remuneration Report) by marking either 'For', 'Against' or 'Abstain' opposite that resolution on the proxy form. If you do not direct such a proxy how to vote on Resolution 1 (Remuneration Report) they will not be able to vote an undirected proxy on that resolution and your vote will not be counted. This does not apply to the Chair, who is able to vote undirected proxies.

### **How the Chair will vote undirected proxies**

The Chair intends to vote any available undirected proxy in favour of all resolutions including Resolution 1 (Remuneration Report).

You should note that if you appoint the Chair as your proxy, or the Chair is appointed as your proxy by

default, and the proxy form does not specify whether to vote 'For', 'Against' or 'Abstain', this will be taken as a direction to the Chair to vote in accordance with his stated voting intention, which is to vote in favour of all resolutions including Resolution 1, even if the Chair has an interest in the outcome of the vote on those resolutions. Any votes cast by the Chair on Resolution 1 other than as proxy will be disregarded. Shareholders always have the ability to appoint the Chair as their proxy and direct him to cast the votes contrary to the Chair's stated voting intention or to abstain from voting on a Resolution.

If you appoint the Chair as your proxy but do not wish him to vote in favour of Resolution 1 (Remuneration Report), it is important for you to complete the voting directions in respect of Resolution 1 on the proxy form.

**Key Management Personnel and their Closely Related Parties cannot vote undirected proxies**

Any undirected proxy given to a Key Management Personnel or their Closely Related Parties, other than the Chair, will not be voted on Resolution 1 (Remuneration Report). To allow such a proxy to vote on that Resolution, shareholders must specify how the proxy should vote by ticking 'For', 'Against' or 'Abstain' opposite that Resolution on the proxy form.

A proxy appointment form is enclosed with this Notice of Meeting.

For the appointment of a proxy to be valid, the following documents must be received either at the Company's registered office or at the Company's share registry, Boardroom Pty Limited, **at least 48 hours prior to the Meeting** or any adjournment of the Meeting:

- a) The proxy appointment form; and
- b) If the proxy appointment form is signed by the appointor's attorney, the authority under which the appointment was signed or a certified copy of the authority.

The documents must be received by the Company at the address set out below by no later than 10.00am (AEDT) on 21 November 2017. Proxy forms received after that time will not be valid for the scheduled Meeting.

**Online:** [www.votingonline.com.au/revagm2017](http://www.votingonline.com.au/revagm2017)  
**By facsimile:** +61 2 9290 9655  
**By mail:** Boardroom Pty Limited, GPO Box 3993, SYDNEY NSW 2001  
**By delivery:** Boardroom Pty Limited,  
Grosvenor Place, Level 12, 225 George Street,  
SYDNEY, NSW, 2000

Further directions for the proper completion of proxy forms are printed on the proxy form

**Voting by Attorney**

A shareholder entitled to attend and vote at the Annual General Meeting may appoint an attorney to vote at the Annual General Meeting. An original or certified copy of the power of attorney must be received at an address given above at least 48 hours before the commencement of the Annual



General Meeting.

### **Corporate Representatives**

To vote at the Annual General Meeting, a corporation which is a shareholder, or which has been appointed as a proxy by a shareholder, may appoint a person to act as its representative. The appointment of a representative must comply with section 250D of the Corporations Act. Evidence of the appointment must be brought to the Annual General Meeting together with any authority under which it is signed. A pro forma 'Certificate of Appointment of Corporate Representative' may be obtained from the Company's Share Registry, Boardroom Pty Ltd.

### **Voting Entitlements**

Pursuant to Regulation 7.11.37 of the Corporations Regulations, the Directors of the Company have determined that the shareholding of each shareholder for the purposes of ascertaining the voting entitlements for the Annual General Meeting will be as it appears in the Share Register at 7.00pm (AEDT) on 21 November 2017.

### **Voting Procedure Generally**

Each shareholder present in person or by proxy, attorney or corporate representative has one vote on a show of hands and one vote for each fully paid share held on a poll (subject to any voting exclusion referred to earlier).

### **Jointly Held Shares**

If shares are jointly held, only one of the shareholders can vote. If more than one joint shareholder votes, only the vote of the shareholder whose name appears first on the register of shareholders will be counted.

## **EXPLANATORY STATEMENT**

### **1 Important Notices**

The purpose of this Explanatory Statement (which accompanies, and forms part of, the Notice of Meeting), is to provide shareholders with an explanation of the business of the Meeting and to assist shareholders in deciding how they may wish to vote on the Resolutions set out in the Notice of Meeting.

All resolutions other than Resolution 5 are ordinary resolutions. Ordinary resolutions require a simple majority of votes cast by shareholders entitled to vote on the resolution. Resolution 5 is a special resolution and requires approval of 75% of the votes cast by shareholders present and eligible to vote (in person, by proxy, by attorney or corporate representative).

**This Explanatory Statement is an important document and should be read carefully by all shareholders before making a decision on the following.**

### **2 Item 1: Financial Statements and Reports**

The Corporations Act requires the Company to formally lay its annual financial report and the reports of the directors and auditor for the financial year ended 30 June 2017 before the Annual General Meeting.

No resolution is required for this item, but shareholders will be given the opportunity to ask questions and to make comments on the reports and the management and performance of the Company.

The Company's auditor will also be present at the Meeting and shareholders will be given the opportunity to ask the auditor questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company and the independence of the auditor.

The Annual Report can also be viewed, printed and downloaded from the Company's website <http://www.rei-group.com.au>.

Shareholders eligible to vote at the Meeting may also submit written questions to the auditor in accordance with the Corporations Act by no later than the fifth business day before the date of the Meeting. Each of these written questions, if any, will be answered by the auditor at the Meeting, provided the question is relevant to:

- the conduct of the audit of the Financial Report; or
- the content of the Independent Auditor's Report.

A list of the written questions to be answered by the auditor at the Meeting, if any, will be prepared by the auditor and made available at the start of the Meeting.

### **3 Resolution 1: Adoption of Remuneration Report**

The Remuneration Report for the financial year ended 30 June 2017 appears on pages 9 to 16 (inclusive) of the Company's 2017 Annual Report.

The Remuneration Report sets out the policy for the remuneration of the Directors and Key Management Personnel of the Company and the consolidated entity.

The Corporations Act requires that a resolution be put to the vote that the Remuneration Report be adopted. The Corporations Act expressly provides that the vote is advisory only and does not bind the Directors or the Company. Notwithstanding the 'advisory' status of the vote on the Remuneration Report, the Directors will take the outcome of the vote into account when considering and setting the Company's remuneration policy.

Shareholders attending the Annual General Meeting will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

The Directors recommend that shareholders vote in favour of Resolution 1.

### **4 Resolution 2: Re-election of Director (Mr Joseph Hanna)**

Under the Company's constitution, one third of the Directors (ignoring the Managing Director for this purpose) are required to retire by rotation and submit themselves for re-election.

Mr Hanna will retire by rotation and being eligible, is submitting himself for re-election at the Meeting.

Mr Hanna has been a non-executive director of the Company since 15 October 2015. He has extensive experience in online classifieds and search, and is a founder of behavioural classifieds recommendation engine Predictive Match. He is also co-founder and current CEO of xLabs Pty Ltd, a Melbourne based technology start up. He is also a non-executive director of Mitula Group Limited.

Mr Hanna holds a Bachelor of Business with a major in Computing from the University of Victoria.

The Directors (other than Mr Hanna because of his interest) recommend that shareholders vote in favour of Resolution 2.

## **5 Resolution 3 – Ratification of previous issues of Shares**

### **6.2 General**

On 20 September 2017, the Company announced the issue of 12,674,191 Shares at an issue price of \$0.04 each under a private placement to Salta Capital and associated entities.

The Company is seeking to approve and ratify the prior issue of the 12,674,191 Shares as detailed above pursuant to Resolution 3, which if approved, will refresh the ability of the Company to issue further equity securities, up to the Listing Rule 7.1 15% limit, in the next 12-month period without prior shareholder approval.

### **6.3 ASX Listing Rule Requirements**

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12-month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the Company's issued capital at the commencement of that 12-month period.

Listing Rule 7.4 sets out an exception to Listing Rule 7.1. It provides that where a company in general meeting subsequently approves the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1.

The Company is seeking shareholder approval to the issues of securities described at section 6.1 above and 6.3 below. The issue and allotment of Shares referred to in Resolution 3 did not exceed the Listing Rule 7.1 15% limit however the Board believes that it is in the best interests of the Company to maintain the ability to issue up to its full placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior shareholder approval so that the Company retains financial flexibility and can take advantage of commercial opportunities that may arise.

Shareholder approval is sought so as to "refresh" the Company's 15% Equity Security placement limit pursuant to ASX Listing Rule 7.1.

### **6.4 Approval being sought**

Accordingly, by this Resolution the Company seeks to obtain shareholder approval for the purposes of Listing Rule 7.4 for the 12,674,191 Shares already issued.

Each recipient of Shares for the purposes of this Resolution is a sophisticated or professional investor and is not a related party of the Company.

For the purposes of Listing Rule 7.5 the Company provides the following information in respect of the securities, the subject of this Resolution 3:

<b>Total number of Securities issued</b>	12,674,191 Shares
<b>Issue price of the securities</b>	The Shares were issued as part of a private placement to sophisticated and professional investors at a price of \$0.04 each raising \$506,968 in total.
<b>Terms of issue</b>	The Shares referred to above are fully paid ordinary securities ranking equally with all other issued shares in the capital of the Company.
<b>Allottees</b>	The Shares were issued to sophisticated and professional investors associated with Salta Capital.
<b>Intended use of funds</b>	<p>The funds raised are to be used to accelerate the growth of the Company's transaction-focussed business. This is expected to include:</p> <ul style="list-style-type: none"> <li>• Marketing (new member generation, sales events, satellite sales offices);</li> <li>• Personnel (fund retainers needed to expand commission-based sales team);</li> <li>• Platform development (profiling capabilities, mobile apps); and</li> <li>• General working capital to strengthen the Company's balance sheet.</li> </ul>

The Directors of the Company believe that Resolution 3 is in the best interests of the Company and unanimously recommend that shareholders vote in favour of this Resolution.

**The Chairman of the meeting intends to vote all available undirected proxies in favour of Resolution 3.**

A voting exclusion statement has been included in the Notice of Meeting.

## 7 Resolution 4 – Appointment of Auditor

### 7.1 Background

BDO Audit Pty Ltd (**BDO**) has been the auditor of the Company for the last 5 years. The Board has generally been satisfied with the services of BDO as Company auditor and thanks BDO for services provided as auditor of the Company. However, given the period of time that BDO has acted as the Company's auditor and the size of the Company, the Audit Committee has

reviewed the role of auditor and considers that in accordance with good governance practice, it is appropriate that the Company's auditor changes.

## 7.2 Resignation of current auditor

The Company's current auditor, BDO Audit Pty Ltd (**BDO**), has given notice to the Board of its intention to resign as auditor of the Company.

Section 329(5) of the Corporations Act provides that an auditor of a company may, by giving written notice to the company, resign as auditor of the company if:

- a) The auditor has, by notice in writing given to ASIC, applied for consent to the resignation and stated the reasons for the application and, at or about the same time as the notice was given to ASIC, notified the company in writing of the application to ASIC; and
- b) The consent of ASIC is to be received prior to the date of the AGM.

BDO has applied to ASIC under subsection 329(5) of the Corporations Act for consent to resign as auditor of the Company with effect from the end of the Meeting. If ASIC notifies BDO that ASIC consents to BDO's resignation, BDO will give its notice of resignation to the Company with effect from the end of the Meeting.

## 7.3 Appointment of new auditor

Section 327B of the Corporations Act provides that a public company must appoint an auditor of the company to fill any vacancy in the office of auditor at each annual general meeting. Accordingly, upon BDO's resignation, it will be necessary for the Company to appoint a new auditor.

However, section 328B of the Corporations Act provides that a company may only appoint a firm as auditor of the company at its annual general meeting if a member of the company gives the company written notice of the nomination of the firm for appointment as auditor:

- a) before the meeting was convened; or
- b) not less than 21 days before the meeting.

A copy of that nomination must be sent to BDO, the proposed new auditor and to each person entitled to receive notice of general meetings of the Company not less than 7 days before the meeting or at the time notice of the meeting is given.

The Company has received a notice from Lloyd Mitchell Legal Pty Ltd, being a Shareholder, nominating RSM Australia Partners as the new auditor of the Company. In accordance with

section 328B of the Corporations Act, a copy of the notice of nomination of RSM Australia Partners received by the Company from Lloyd Mitchell Legal Pty Ltd is attached as Appendix A.

RSM Australia Partners has consented in writing to act as auditor of the Company. RSM Australia Partners does not provide any services to the Company and the Company confirms that it is unaware of any matter or circumstances that would give rise to a 'conflict of interest situation', as defined in section 324CD of Corporations Act, in relation to the Company.

The Audit Committee has also noted that RSM Australia Partners is a registered company auditor and is a well-established firm with the necessary expertise and has the resources to meet the Company's requirements. Consequently, subject to the Company receiving all necessary approvals from ASIC and shareholder approval at the Annual General Meeting, RSM Australia Partners has been nominated and selected to become the new auditor of the Company.

The Corporations Act requires that shareholders approve the appointment of the new auditor.

#### 7.4 Board recommendation:

Subject to ASIC consenting to BDO's resignation as the Company's auditor, the Directors unanimously recommend that Shareholders vote in favour of this resolution to appoint RSM Australia Partners as the Company's auditor. If ASIC does not consent to BDO's resignation as the Company's auditor, BDO will continue as the Company's auditor and Resolution 4 will not be put to the Meeting.

***The Chairman of the meeting intends to vote all available undirected proxies in favour of Resolution 4.***

### 8 Resolution 5 - Approval of proposed Additional 10% Placement Facility

#### 8.1 General

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period following the annual general meeting (**Additional 10% Placement Facility**). The Additional 10% Placement Facility is in addition to the Company's existing 15% placement capacity available under Listing Rule 7.1 and which the Company proposes to "refresh" at this AGM pursuant to Resolution 3.

An eligible entity is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company confirms that it is an eligible entity for the purposes of Listing Rule 7.1A.

The Company seeks shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the Additional 10% Placement Facility.

The exact number of Equity Securities to be issued under the Additional 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 8.2(c) below).

The Company may use the Additional 10% Placement Facility for the following purposes:

- a) Non-cash consideration for the acquisition of new assets, businesses or investments, in which event the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A(3); or
- b) Cash consideration to be used to accelerate the growth of REV Group's transaction-focussed business. This is expected to include:
  - (i) marketing (new member generation, sales events, satellite sales offices);
  - (ii) personnel (fund retainers needed to expand commission-based sales team);
  - (iii) platform development (profiling capabilities, mobile apps); and
  - (iv) general working capital to strengthen the Company's balance sheet.

## 8.2 Description of Listing Rule 7.1A

### (a) Shareholder approval

The ability to issue Equity Securities under the Additional 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.

### (b) Equity Securities

Any Equity Securities issued under the Additional 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice, has on issue only one class of quoted Equity Securities being Shares.

### (c) Formula for calculating Additional 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12-month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$



Where:

- A** is the number of Shares on issue 12 months before the date of issue or agreement:
- i. plus the number of fully paid Shares issued in the 12 months under an exception in Listing Rule 7.2;
  - ii. plus the number of partly paid Shares that became fully paid in the 12 months;
  - iii. plus the number of fully paid Shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
  - iv. less the number of fully paid Shares cancelled in the 12 months.
- D** is 10%
- E** is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are *not* issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

**(d) Listing Rule 7.1 and Listing Rule 7.1A**

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

The Company has on issue 97,168,795 Shares and therefore has a capacity to issue:

- (i) 14,575,319 Equity Securities under Listing Rule 7.1 (on the assumption that Resolution 3 is passed); and
- (ii) Subject to obtaining shareholder approval to this Resolution 5, 9,716,879 Shares under Listing Rule 7.1A.

The actual number of Shares that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Shares in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 8.2(c) above).

**(e) Minimum Issue Price**

The issue price of Shares under Listing Rule 7.1A must be not less than 75% of the VWAP of Shares in the same class calculated over the 15 Trading Days immediately before:

- (i) the date on which the price at which the Shares are to be issued is agreed; or
- (ii) if the Shares are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Shares are issued.

**(f) Additional Placement Period**

Shareholder approval of the Additional 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) The date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) The date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking), or such longer period if allowed by ASX (**Additional Placement Period**).

### **8.3 Effect of approving Resolution 5**

The effect of Resolution 5 will be to allow the Directors to issue the Shares under Listing Rule 7.1A during the Additional Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 5 is a special resolution and therefore requires approval of 75% of the votes cast by shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative).

### **8.4 Specific information required by Listing Rule 7.3A**

In accordance with Listing Rule 7.3A, information is provided in relation to the approval of the Additional 10% Placement Facility as follows:

- a) The Shares will be issued at an issue price of not less than 75% of the VWAP for the Company's Shares over the 15 Trading Days immediately before:
  - (i) the date on which the price at which the Shares are to be issued is agreed; or

- (ii) if the Shares are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Shares are issued.
- b) If Resolution 5 is approved and the Company issues Shares under the Additional 10% Placement Facility, existing shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:
  - (i) the market price for the Shares may be significantly lower on the date of the issue of the Shares than on the date of the AGM; and
  - (ii) the Shares may be issued at a price that is at a discount to the market price for the Company's Shares on the issue date or the Shares are issued as part of consideration for the acquisition of a new asset or in satisfaction of a liability or obligation, Which may in each case have an effect on the amount of funds raised by the issue of the Shares.

The below table shows the dilution of existing shareholders on the basis of the closing market price of Shares as at 11 October 2017 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.

The table also shows:

- (c) 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 rata entitlements issue, share purchase plan 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
- (d) Two examples 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		
		\$0.02 50% decrease in issue price	\$0.04 Issue Price	\$0.06 50% increase in current issue price
<b>Current Variable A</b> 97,168,795 Shares	<b>10% Voting Dilution</b>	9,716,879 Shares	9,716,879 Shares	9,716,879 Shares
	<b>Funds Raised</b>	\$194,338	\$388,675	\$583,012
<b>50% increase in</b>	<b>10% Voting Dilution</b>	14,575,319 Shares	14,575,319 Shares	14,575,319 Shares

Variable "A" in Listing Rule 7.1A.2		Dilution		
		\$0.02 50% decrease in issue price	\$0.04 Issue Price	\$0.06 50% increase in current issue price
<b>Variable A</b> 145,753,192 Shares	<b>Funds Raised</b>	\$291,506	\$583,012	\$874,519
<b>100% increase in Variable A</b> 194,337,590 Shares	<b>10% Voting Dilution</b>	19,433,759 Shares	19,433,759 Shares	19,433,759 Shares
	<b>Funds Raised</b>	\$388,675	\$777,350	\$1,166,025

***In formulating the information contained in the above table, the following assumptions have been made:***

- i. The Company issues the maximum number of Shares available under the Additional 10% Placement Facility;
  - ii. No options are exercised into Shares before the date of the issue of the Shares;
  - iii. The table does not show an example of dilution that will be caused to a particular shareholder by reason of placements under the 10% Placement Facility, based on that shareholder's holding at the date of the AGM;
  - iv. The voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue and thus is 10% in each example;
  - v. The table shows only the effect of issues of Shares under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1 or under any of the exceptions to Listing Rule 7.1 and assumes Resolution 5 and 6 are approved;
  - vi. no account has been taken of the issue of shares under the Company's Rights Issue announced on 20 September 2017.
  - vii. The issue price is \$0.040, being the closing price of the Shares on ASX on 11 October 2017.
- (e) The Company will only issue and allot the Shares during the Additional Placement Period. The approval under Resolution 5 for the issue of the Shares will cease to be valid in the event that shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).
- (f) The Company may seek to issue the Shares for the following purposes:
- (i) Non-cash consideration for the acquisition of new assets, businesses or investments or in satisfaction of obligations, in which event the Company will

provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A(3) or

- (ii) Cash consideration. In such circumstances, the Company may use the funds raised towards any of the purposes in paragraph (f)(i) above or otherwise towards the acceleration of the growth of the Company's transaction-focussed business. This is expected to include:
    - Marketing (new member generation, sales events, satellite sales offices);
    - Personnel (fund retainers needed to expand commission-based sales team);
    - Platform development (profiling capabilities, mobile apps); and
    - General working capital to strengthen the Company's balance sheet.
  - (g) The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.
  - (h) 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 the 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 issue or other issue in which existing security holders can participate;
    - (ii) The effect of the issue of the Equity Securities on the control of the Company;
    - (iii) The financial situation and solvency of the Company; and
    - (iv) Advice from corporate, financial and broking advisers (if applicable).
- The allottees under the Additional 10% Placement Facility have not been determined as at the date of this Notice but may include existing shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.
- (i) The total number of Equity Securities issued in the 12 months preceding the date of the AGM and the percentage that they represent of the total number of Equity Securities on issue at the commencement of that 12-month period is 12,674,191 representing 15% of the total number of Equity Securities then on issue.
  - (j) Details of all issues of Equity Securities during the 12 months preceding the date of the meeting were as follows:

<b>Date of Issue</b>	20 September 2017
<b>Number Issued</b>	12,674,191 Shares
<b>Class/Type of Equity Security</b>	Fully paid ordinary shares
<b>Summary of Terms</b>	All Shares referred to above are fully paid ordinary securities ranking equally with all other issued shares in the capital of the Company
<b>Name of persons who received securities or basis on which those persons were determined</b>	Invia Custodian Pty Ltd <SDS Capital No 3 Unit A/C> Andrew McQueen Pty Ltd, Lachlan Wilson
<b>Issue price or Consideration</b>	\$0.04 per Share
<b>Purpose of the issue</b>	<p>The funds raised are to be used to accelerate the growth of REV Group's transaction-focussed business. This is expected to include:</p> <ul style="list-style-type: none"> <li>• Marketing (new member generation, sales events, satellite sales offices);</li> <li>• Personnel (fund retainers needed to expand commission-based sales team);</li> <li>• Platform development (profiling capabilities, mobile apps); and</li> <li>• General working capital to strengthen the Company's balance sheet.</li> </ul>
<b>Discount to the market price</b>	9.1%

## 8.5 Board recommendation:

The Directors of the Company believe that Resolution 5 is in the best interests of the Company and unanimously recommend that shareholders vote in favour of this Resolution 5.

***The Chairman of the meeting intends to vote all available undirected proxies in favour of Resolution 5.***

*A voting exclusion statement applies to Resolution 5, which is set out in the Notice. At the date of the Notice, the Company has not approached any existing shareholder or an identifiable class of existing security holders to participate in the issue of Equity Securities. No existing shareholders' votes will therefore be excluded under the voting exclusion in the Notice.*

## **APPENDIX A**

12 October 2017

The Directors  
Real Estate Investar Group Limited  
Level 6, 330 Collins Street  
MELBOURNE VIC 3000

Dear Sirs,

### **Nomination of RSM Australia Partners as Company Auditor**

Lloyd Mitchell Legal Pty Ltd of C/- Level 6, 330 Collins Street, Melbourne, VIC 3000 being a member of Real Estate Investar Group Limited (**Company**), hereby give you written notice, pursuant to section 328B(1) of the Corporations Act 2001, of the nomination of RSM Australia Partners of Level 21, 55 Collins Street Melbourne VIC 3000, as auditor of the Company and its controlled entities at the next Annual General Meeting.

I consent to the distribution of a copy of this notice in accordance with section 328B(3) of the Corporations Act 2001 (Cth).

Yours faithfully



L Mitchell  
Director  
**Lloyd Mitchell Legal Pty Ltd**



ACN 141 276 959

REI-GROUP.COM.AU



#### All Correspondence to:

✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)

☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00am (AEDT) on Tuesday 21 November 2017.**

### 🖥 TO VOTE ONLINE

- STEP 1: VISIT** [www.votingonline.com.au/revagm2017](http://www.votingonline.com.au/revagm2017)
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

### 📱 BY SMARTPHONE



Scan QR Code using smartphone  
QR Reader App

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

##### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

(a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.

(b) return both forms together in the same envelope.

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

##### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### STEP 3 SIGN THE FORM

The form **must** be signed as follows:

**Individual:** This form is to be signed by the securityholder.

**Joint Holding:** where the holding is in more than one name, all the securityholders should sign.

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:00am (AEDT) on Tuesday 21 November 2017.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

💻 **Online** [www.votingonline.com.au/revagm2017](http://www.votingonline.com.au/revagm2017)

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited  
Level 12, 225 George Street,  
Sydney NSW 2000 Australia

#### Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐

**Your Address**

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

**PROXY FORM**

**STEP 1 APPOINT A PROXY**

I/We being a member/s of **Real Estate Investar Group Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting (mark box)**

**OR** if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **the offices of RSM Australia Partners, Level 21, 55 Collins Street, Melbourne, VIC, 3000 on Thursday 23 November 2017 at 10:00am (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

**STEP 2 VOTING DIRECTIONS**

\* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	To Adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	To re-elect Mr Joseph Hanna as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of previous issues of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of Additional 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**STEP 3 SIGNATURE OF SECURITYHOLDERS**

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2017