

RPMGlobal Holdings Limited

ACN 010 672 321

Securities Trading Policy

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1. Summary – Securities Trading Policy

The purpose of this Policy is to ensure that the Directors and Employees (including members of their families) of RPMGlobal Holdings Limited and its related subsidiary and group companies (together '**RPM**' and the '**Company**'), do not inadvertently breach the insider trading provision of the Corporations Act 2001 when dealing in securities in the Company (including shares and options).

- **Insider Trading** – If you are in possession of price sensitive information relating to RPM (“inside information”), the provisions in the Corporations Act 2001, makes it illegal for you or your relative to:
 - apply for, buy, sell or deal in RPM’s securities;
 - advise, procure or encourage another person to buy, sell or deal in RPM’s securities; and
 - directly or indirectly pass on information to another person, if you know or ought reasonably to know that the person may use this information to buy, sell or deal in RPM’s securities.
- **Price Sensitive Information** – is information relating to RPM which is not generally available and if the information were known, would be likely to have a material effect on the price or value of RPM’s securities and may influence persons who commonly invest in securities in deciding whether or not to buy, sell or deal in RPM’s securities.
- **Other Companies** – if you obtain price sensitive information in relation to any company RPM is dealing with (a customer or a supplier), the same insider trading rules outlined above apply to buying and selling securities in that company.
- **RPM’s Trading Policy** – If you are in possession of price sensitive information relating to RPM, or if a trading window applies to you, you must not:
 - Deal in RPM’s securities;
 - Have another person deal in RPM’s securities on your behalf; and
 - Pass on the price sensitive information to anyone who is likely to do any of the above.
- **Trading Windows** – an Officer of the RPM (see definition further on in this Policy) may only trade between 24 hours and 45 days after the release of RPM’s half-yearly or annual results, or RPM’s Annual General meeting unless they have prior written permission of the Clearance Committee. Blackout periods may also apply.
- **Short Trading**– you are not allowed to buy and sell RPM securities within a 30 day period.

2. Purpose

2.1. Background

The Directors of RPMGlobal Holdings Limited and its related subsidiary and group companies (together '**RPM**' and the '**Company**') believe that it is appropriate for Directors and employees of RPM and all RPM subsidiaries to hold RPM shares as it aligns their interest with those of other shareholders. Directors and other shareholders are encouraged to be long term holders of the Company's shares. Care must be taken in the timing of any acquisition or disposal of securities of the Company.

2.2. Objective

- a) To ensure that the Directors and Employees do not inadvertently breach the insider trading provision of the Corporations Act 2001 when dealing in securities in the Company (including shares and options); and
- b) To assist in maintaining market confidence in the trading of the Company's securities.

2.3. Scope

This document summarises the law relating to insider trading and sets out the trading policy on buying and selling ordinary shares, preference shares, debentures, convertible notes, options and derivatives created over the Company's securities by third parties (such as warrants) ("securities").

2.4. Securities Covered

This policy is not limited to insider trading in the Company's securities. It includes insider trading in the securities of other companies, that is, where you have possession of price sensitive information in those companies.

2.5. Exclusions

This policy does not apply to any acquisition of securities as part of:

- a) A new issue where the issue is available pro rata to all holders of securities of the relevant class;
- b) A dividend reinvestment plan available to all shareholders; or
- c) An executive or employee share option plan.

The policy will apply to any subsequent disposals of securities acquired under any of the above.

2.6. Who does the trading policy apply to?

The Board of RPM has adopted this trading policy, which applies to all Directors, Officers, senior executives and employees of RPM and all RPM subsidiaries ("Staff"). It is important to remember that although this trading policy only applies to the persons specified above, the insider trading prohibitions apply to all persons (including members of your family).

2.7. Further advice

This policy is only a summary of the relevant provisions contained in the Corporations Act and should not be relied upon as legal advice. If you have any doubts or questions regarding insider trading prohibitions or this trading policy, you should contact the Group General Counsel on Ph (07) 3100 7324 Email companysecretary@rpmglobal.com.

It is your responsibility to decide if it is proper for you to buy or sell RPM Securities, and in doing so, you should take into consideration:

- a) The law relating to insider trading (summarised below);
- b) The position that you hold within the management structure of the RPM group; and
- c) This policy.

3. Insider Trading

3.1. Insider Trading Prohibition

If you are in possession of price sensitive information relating to RPM ("inside information"), the insider trading provisions of the Corporations Act make it illegal for you to:

- a) apply for, buy, sell or deal in RPM's securities;
- b) advise, procure or encourage another person to buy, sell or deal in RPM's securities; and
- c) directly or indirectly pass on information to another person, if you know or ought reasonably to know that the person may use this information to buy, sell or deal in RPM's securities.

It does not matter how or in what capacity you become aware of the inside information. It does not have to be obtained from RPM to constitute inside information.

You cannot avoid the law by arranging for a member of your family or a friend to buy, sell or deal in RPM's securities, nor may you give "tips" of RPM's information to others, including customers.

3.2. Price Sensitive Information

Price sensitive information is information relating to RPM which is not generally available and if the information were known, would be likely to:

- a) have a material effect on the price or value of RPM's securities; or
- b) influence persons who commonly invest in securities in deciding whether or not to buy, sell or deal in RPM's securities.

Examples of **price sensitive information** include:

- a) the financial performance of RPM against budget;
- b) changes in RPM's actual or anticipated financial condition or business performance;
- c) changes in the capital structure of RPM, including proposals to raise additional equity or borrowings;
- d) proposed changes in the nature of RPM's business;
- e) changes to RPM's Board of Directors or significant changes to the senior executive team;
- f) entry into or termination of important agreements;
- g) the intention of RPM to acquire or sell a business or important assets; or
- h) a proposed dividend or other distribution, or a change in dividend policy; or

- i) an unexpected liability.

Information will only be regarded as being **generally available** if:

- a) it consists of readily observable matter, which requires the information to be directly observable in a "public arena" such as a judgment in court, a sufficiently detailed news story in a capital city newspaper, a media release or other published statement of the company; or
- b) it has been brought to the attention of investors through an announcement to ASX, and a reasonable period has elapsed since the announcement.

Examples of possible readily observable matters are:

- a) a change in legislation which will affect RPM's operations; or
- b) a severe downturn in global or domestic economic activity.

3.3. Insider Trading Penalties

Breach of the insider trading laws may expose you and/or members of your family and/or other persons you pass price sensitive information to.

- a) criminal liability – penalties include heavy fines and imprisonment; and
- b) civil liability – you can be sued by another party or RPM for any loss suffered as a result of illegal trading activities.

Breach of the law or this trading policy, or both, will also be regarded by RPM as serious misconduct which may lead to disciplinary action or dismissal.

3.4. Dealing in securities of other companies

If you have information relating to any company which is not **generally available** (and if it were generally available, would be likely to have a significant effect on the price or value of securities) the same insider trading rules outlined above apply to buying and selling securities in that company. In the course of performing your duties as an **employee** of RPM, you may obtain inside information relating to another company in a variety of circumstances. Examples include, but are not limited to, the following:

- a) another company may provide inside information about itself to RPM in the course of a proposed transaction;
- b) another company with whom RPM is dealing may provide inside information about a third company; or
- c) information concerning RPM or actions which may be taken by RPM (ie. a planned transaction or strategic change) could reasonably have an effect on a third party company.

Apart from the application of the insider trading rules to dealing in securities in other companies, **employees** are also bound by a duty of confidentiality in relation to information obtained in the course of their duties in respect of third parties.

4. The Company's Trading Policy

4.1. What does this trading policy apply to?

This trading policy applies to all information relating to RPM's securities.

4.2. General prohibitions

As outlined above, if you possess inside information concerning RPM's securities, you must not:

- a) deal in RPM's securities or enter into an agreement to do so;
- b) procure another person to do anything specified in paragraph (a); or
- c) pass on that information to anyone who is likely to engage in the activities specified in paragraphs (a) or (b) above.

These general prohibitions are overriding obligations and apply at all times, despite all other terms of this trading policy.

4.3. Trading in RPM securities

For all **Officers** and their relatives and Employees of RPM and their relatives, the Board of RPM has adopted the policy set out in Schedule A.

Officers are:

- a) Directors including Chief Executive Officer (CEO);
- b) Chief Financial Officer;
- c) Company Secretary;
- d) Executive General Managers;
- e) those persons who report directly to the CEO (CEO minus 1 level) or Executive General Managers (EGM minus 1 level); and
- f) all members of the Finance Group who have access to the RPMGlobal Holdings Limited Group financial information and performance.

For the purposes of this policy, a **relative** is a spouse (or equivalent) or a dependant of the Staff member or Officer or a company or other entity controlled by the Staff member or Officer. For the avoidance of doubt, a relative does not include a spouse (or equivalent) or dependant who is not controlled by the Staff member or Officer but acts on their own initiative without reference to the Staff member or Officer. In such cases, the Staff member or Officer should advise these persons that a risk exists that a Court could find a relevant association or that even without such an association, innuendo could arise if buying, selling or dealing occurs in the Company's securities.

Where there are additional restrictions under any Share Plans in operation, those restrictions will continue to apply to securities acquired under those Share Plans, in accordance with the rules of the relevant Plan.

5. Prohibitions

5.1. Dealing in financial products issued over RPM securities by third parties

Directors, Officers and employees of RPM are not permitted to deal at any time in financial products designed to track, hedge or in any other way take a position associated with the future value of RPM's securities, including options, warrants, futures or other financial products issued over RPM securities by third parties such as banks and other financial institutions.

5.2. Limiting economic risk

Directors, Officers and employees of RPM are not permitted to enter into transactions in products associated with RPM's securities which operate to limit the economic risk of their security holding in RPM (eg hedging arrangements). This extends to any hedging arrangements or other such transactions in respect of rights under a Plan.

6. Confidential Information

You must treat all sensitive, non-public information ("confidential information") about RPM as confidential and belonging to RPM. You must not disclose confidential information to others (including family members, relatives, business or social acquaintances) except as authorised or legally required. You must avoid inadvertent or indirect disclosure of confidential information. Even within RPM, confidential information should be distributed to or discussed with others only on a need-to-know basis, and those people must be told that the information is confidential. Be careful that your conversations are not overheard in elevators, aeroplanes or other public places. Do not leave confidential information on conference tables, desks or otherwise unguarded.

7. Employment and Monitoring of Compliance

A copy of RPM's Securities Trading Policy will be distributed to all employees and Directors (present and future) and will also be available on RPM's website.

All new employees will be required to complete an "**Acknowledgment by Employee/Director**" (in the form of Schedule D) as part of their induction procedure. All new Directors will be required to provide this completed form to the Group General Counsel.

8. Where can I Obtain Further Information?

If you have any doubt or questions in respect of this trading policy, you should contact the Group General Counsel.

9. Review

The Board is responsible for reviewing this policy periodically to ensure that it remains up-to-date and in the best interests of the Company. This policy may be amended by resolution of the Board and was last reviewed and updated by the Board on 29 August 2018.

SCHEDULE A**TRADING POLICY**

Defined terms in this Schedule have the same meaning as those terms in the Company's Securities Trading Policy. The term "Officers" includes relatives of Officers. "Employees" means employees of the Company and its subsidiaries, other than Officers and includes relatives of Employees.

1. No trading when in possession of inside information

No person to whom this policy applies may deal in any security at any time if they have inside information.

2. Short trading

Officers and Employees must not buy and sell securities of RPM within a 30 day period under any circumstances.

3. Dealings within trading windows

The following are the designated trading windows of the Company unless otherwise approved by the Board:

Between 24 hours and 45 days after release of RPM's half-yearly or annual results to the ASX.
Between 24 hours and 45 days after RPM's Annual General Meeting.
During the period in which RPM has a prospectus or other disclosure document on issue under which people can subscribe for securities.

Officers may trade in these designated trading windows provided they have no inside information and the trading is not for short term or speculative gain.

Employees (who are not Officers) are not restricted to trading within the defined trading windows outlined above, provided they have no inside information and the trading is not for short term or speculative gain.

4. Dealings during blackout periods

Officers are prohibited from trading in securities, except in exceptional circumstances, in the period between the close of books and the release of half-year or full-year financial results and at other times when the Company is aware of, or has under consideration, a market sensitive matter ("Blackout Period").

Officers may only dispose of securities during a Blackout Period where they are not aware of inside information and they are in severe financial difficulty or there are other exceptional circumstances and they have the prior written permission of the Clearance Committee.

Employees (who are not Officers) are not prevented from dealing in securities during the blackout periods provided they have no inside information and the trading is not for short term or speculative gain.

5. Dealings during other periods

Officers may trade in securities at other times only if:

- a) They are personally satisfied that they are not in possession of inside information;

- b) They have received the prior written permission of the Clearance Committee.

6. Clearance Committee

- a) The Clearance Committee will comprise the members of the HR & Remuneration Committee and the Group General Counsel but may comprise other members as determined by the Board from time to time.
- b) The prior permission of the Clearance Committee must be sought by Officers for trading during the following periods as follows:
- i. Trading Outside of a Trading Window and outside of a Blackout Period - by submitting a "Share Trading Application" (included in Schedule B); and*
 - ii. Trading During a Blackout Period - by submitting a "Blackout Share Trading Application" (included in **Schedule C**)*
- c) The completed Schedule B or C must be emailed to the Clearance Committee via the Company Secretary at email address: companysecretary@rpmglobal.com.
- d) The granting of permission for a Schedule B Application will not be unreasonably withheld having regard to the interests of the applicant and the interest of the Company. The Clearance Committee must be satisfied that the transaction would not be:
- i. contrary to law;*
 - ii. for speculative gain;*
 - iii. to take advantage of inside information; or*
 - iv. seen by the public, press, other shareholders or ASX as unfair.*
- e) Approval to trade may be given, for example:
- i. in cases of hardship where it can be shown that securities are to be sold to realise cash in a time of need; or*
 - ii. where securities are transferred from one member of a family or trust to another when to delay the transaction to the next permitted period would be detrimental to the family's affairs.*

7. Blackout share trading application

In addition to the specified matters in clause 6 above, the Clearance Committee will only grant approval under exceptional circumstances during a Blackout Period, for example, the applicant is suffering severe financial difficulty or there are other exceptional circumstances.

8. Reporting and records

- a) The Clearance Committee may seek the views of the Board and/or external legal advisers before providing their decision in relation to a Schedule B or C application. The Clearance Committee will

endeavour to meet and reply to the applicant within 48 hours (excluding weekends and public holidays) of receiving a duly completed Schedule B or C Application.

- b) If approval is given to a Schedule B or C Application, the trade must be completed within 5 business days of the approval
- c) Directors must report any transactions at any time to the Group General Counsel within 24 hours of the transaction occurring.
- d) All transactions by other Officers outside the trading window must also be reported to the Group General Counsel within 24 hours of the transaction occurring.
- e) The Company Secretary must maintain a register of securities transactions for the purposes of this policy.
- f) A summary of trading undertaken by Officers (if any) in accordance with approved Schedule B or C Applications will be tabled at each Board meeting.
- g) The Group General Counsel will maintain a Register of Directors' Interests – details of any changes will be noted in Board Papers for the next Board Meeting.
- h) RPM and its Directors will comply with ASX Listing Rules 3.19A and 3.19B concerning notifiable interests of directors.

9. Retiring officers

In respect of Officers who retire from office or employment, it is recommended that they should only buy, sell or deal in RPM's securities after complying with the conditions outlined below:

- a) where the retiring officer is aware of profit results of RPM - only after 24 hours from the time those profit results have been released to ASX; and
- b) where the officer retires within a period of 45 days prior to the Annual General Meeting of the Company – only after 24 hours from the conclusion of the Annual General Meeting.

SCHEDULE B

SHARE TRADING APPLICATION

Trading outside of a Trading Window and Outside of a Blackout Period

To: Chairman of the Clearance Committee
(by email to companysecretary@rpmglobal.com)

From: _____

Relative or Company name: _____

Notification: I or my relatives / company * request permission to buy / sell / deal *
_____ (insert number and type of securities) in RPM

** Delete as appropriate*

I hereby declare that this dealing is not a result of access to, or receipt of price sensitive information as described in RPM's Securities Trading Policy and confirm that neither I, my relatives or any company I control are in possession of price sensitive information.

My Formal Job Title:

Person to Whom I Report

Signed: _____
(applicant)

Date: _____

Reason for trading outside the window

Approval: The Clearance Committee hereby permits / denies * permission to trade as specified above.

** Delete as appropriate*

Trading must be completed within 5 working days of the date below.

Signed: _____
(member of the Clearance Committee)

Date: _____

SCHEDULE C

BLACKOUT SHARE TRADING APPLICATION

To: Chairman of the Clearance Committee
(by email to companysecretary@rpmglobal.com)

From: _____

Relative or Company name: _____

Notification: I or my relatives / company * request permission to buy / sell / deal *
_____ (insert number and type of securities) in RPM

** Delete as appropriate*

I hereby declare that this dealing is not a result of access to, or receipt of price sensitive information as described in RPM's Securities Trading Policy and confirm that neither I, my relatives or any company I control are in possession of price sensitive information.

My Formal Job Title:

Person to Whom I Report

Signed: _____
(applicant)

Date: _____

Reason for trading outside the window

Approval: The Clearance Committee hereby permits / denies * permission to trade as specified above.

** Delete as appropriate*

Trading must be completed within 5 working days of the date below.

Signed: _____
(member of the Clearance Committee)

Date: _____

SCHEDULE D

ACKNOWLEDGEMENT BY EMPLOYEE / DIRECTOR

I have read and understood the document entitled Securities Trading Policy – RPMGlobal Holdings Limited (“**Trading Policy**”) and agree to be bound by and to comply with the Trading Policy as amended or replaced from time to time.

Signature:

Name:

Business Unit:.....

Dated:

Please return completed form to the Human Resources Department