

Notice of annual general meeting

RPMGlobal Holdings Limited ACN 010 672 321

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Notice of annual general meeting

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Notice is given that the annual general meeting of RPMGlobal Holdings Limited ACN 010 672 321 (**Company**) will be held at:

Location	Level 2, 295 Ann Street, Brisbane, Queensland, 4000, Australia
Date	Tuesday, 30 October 2018
Time	10:00am (Brisbane time)

Ordinary Business

Financial statements and reports

To receive and consider the Company's financial reports and the reports of the directors and the auditor for the financial year ended 30 June 2018.

Resolution 1 - Directors' remuneration report

To consider, and if in favour, to pass the following resolution under section 250R(2) of the *Corporations Act 2001* (Cth) (**Corporations Act**):

- 1 'That the remuneration report of the directors for the financial year ended 30 June 2018 be adopted.'

Note: This resolution will be decided as if it were an ordinary resolution, but under section 250R(3) of the Corporations Act, the vote on this resolution is advisory only and does not bind the directors or the Company.

Note: Key Management Personnel (as that term is defined in the Corporations Act) (**KMP**) whose remuneration details are contained in the remuneration report (and their closely related parties) are restricted from voting on this resolution under section 250R(4) of the Corporations Act.

Resolution 2 - Re-election of director (Mr Stewart Butel)

To consider, and if in favour, to pass the following resolution as an ordinary resolution:

- 2 'That Mr Stewart Butel, who was appointed by the directors to fill a vacancy retires under rule 19.3(b) of the Company's constitution, and being eligible, be re-elected as a director of the Company.'

Note: Information about the candidate appears in the Explanatory Memorandum.

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Special business

Resolution 3 - Ratification and approval of previous allotment and issue of securities under ASX Listing Rule 7.1

To consider, and if in favour, to pass the following resolution as an **ordinary** resolution:

- 3 'That, for the purposes of ASX Listing Rule 7.4 and all other purposes, shareholders ratify and approve the previous issue of 3,000,000 ordinary shares (issued by the Company under ASX Listing Rule 7.1) to the outgoing shareholders of the MinVu group of companies on 31 January 2018 at an agreed issue price of \$0.78 per share, as detailed in the Explanatory Memorandum.'

Resolution 4 - Additional capacity to issue equity securities

To consider and, if in favour, to pass the following resolution as a **special** resolution:

- 4 'That, for the purposes of ASX Listing Rule 7.1A and all other purposes, shareholders approve the issue of equity securities up to 10% of the issued capital of the Company calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2, on the terms set out in the Explanatory Memorandum.'

Dated 24 September 2018

By order of the Board



James O'Neill
Company Secretary

Notes

- (a) A shareholder who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- (b) The proxy need not be a shareholder of the Company. A shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- (c) If you wish to appoint a proxy and are entitled to do so, then complete and return the attached proxy form.
- (d) KMP or their closely related parties (as defined in the Corporations Act) appointed as a proxy must not vote on a resolution connected directly or indirectly with the remuneration of KMP if the proxy is undirected unless:
 - (i) the proxy is the person chairing the meeting; and
 - (ii) the proxy appointment expressly authorises the person chairing the meeting to vote undirected proxies on that resolution.
- (e) A corporation may elect to appoint a representative in accordance with the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.
- (f) The Company has determined under regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that for the purpose of voting at the meeting or adjourned meeting, securities are taken to be held by those persons recorded in the Company's register of shareholders as at 6.00pm (Brisbane time) on Sunday, 28 October 2018.
- (g) If you have any queries on how to cast your votes then please call or email James O'Neill, Company Secretary of the Company on +61 7 3100 7200 or companysecretary@rpmglobal.com during business hours.

Voting exclusion statement**Corporations Act****Resolution 1 - Directors' remuneration report**

For the purposes of the Corporations Act, the Company will disregard votes cast by or on behalf of a member of the KMP or a closely related party of a member of the KMP. However, KMP and their closely related parties may cast a vote on resolution 1 as a proxy if the vote is not cast on their behalf and either:

- (a) the proxy appointment is in writing and specifies the way the proxy is to vote (e.g. for, against, abstain) on resolution 1; or
- (b) the vote is cast by the chairman of the annual general meeting and the appointment of the chairman as proxy:
 - (i) does not specify the way the proxy is to vote on resolution 1; and
 - (ii) expressly authorises the chairman to exercise the proxy even if resolution 1 is connected directly or indirectly with the remuneration of a member of the KMP.

If you are a member of the KMP or a closely related relative of a member of KMP (or acting on behalf of such a person) and purport to cast a vote that will be disregarded by the Company, you may be liable for an offence for breach of voting restrictions that apply to you under the Corporations Act.

ASX Listing Rules

Pursuant to the requirements of ASX Listing Rule 14.11, the Company will disregard any votes cast in favour:

Resolution 3 - Approval of previous allotment and issue of securities under ASX Listing Rule 7.1

by any person who participated in, or who obtained a benefit as a result of, the issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or any associates of those persons.

Resolution 4 - Approval of additional capacity to issue shares under ASX Listing Rule 7.1A

by a person who may 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 Company), or any associates of those persons.

Note: Under ASX Listing Rule 14.11.1 and the notes under that rule about ASX Listing Rule 7.1A, as at the date of this notice of meeting it is not known who may participate in the proposed issue (if any). On that basis, no security holders are currently excluded from voting in favour of this resolution.

However, the Company need not disregard a vote if it is cast by:

- (a) a person as proxy for a person who is entitled to vote, under the directions on the proxy voting form; or
- (b) the person chairing the meeting as proxy for a person who is entitled to vote, under a direction on the proxy form to vote as the proxy decides.

Voting by proxy

If you wish to appoint a proxy, to be effective, proxy forms must be received by the Company at its registered office or received by the share registry, no later than 10.00am (Brisbane time) on Sunday, 28 October 2018:

By Post

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

By Fax

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

Online

Alternatively, you can submit your proxy online at www.investorvote.com.au and quote the 6 digit control number found on the front of your proxy form. Intermediary Online subscribers (Custodians) can lodge a proxy online by visiting www.intermediaryonline.com.

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Explanatory Memorandum

RPMGlobal Holdings Limited ACN 010 672 321 (RPM or Company)

This Explanatory Memorandum accompanies the notice of annual general meeting of the Company (**Notice**) to be held at **10.00am** (Brisbane time) on **Tuesday, 30 October 2018** at Level 2, 295 Ann Street, Brisbane, Queensland, 4000, Australia (**AGM**).

The Explanatory Memorandum has been prepared to assist shareholders in determining how to vote on the resolutions set out in the Notice and is intended to be read in conjunction with the Notice.

Financial statements and reports

- 1 The *Corporations Act 2001* (Cth) (**Corporations Act**) requires that the report of the directors, the auditor's report and the financial report be laid before the AGM.
- 2 Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Company's current constitution requires a vote of shareholders at the AGM on the financial statements and reports.
- 3 Shareholders will be given reasonable opportunity at the meeting to raise questions and make comments on these reports.
- 4 In addition to asking questions at the meeting, shareholders may address written questions to the Chairman about the management of the Company or to the Company's auditor, BDO Audit Pty Ltd (**BDO**), if the question is relevant to:
 - (a) the content of the auditor's report to be considered at the AGM; or
 - (b) the conduct of its audit of the annual financial report to be considered at the AGM.

Note: Under section 250PA(1) of the Corporations Act a shareholder must submit the question to the Company no later than the fifth business day before the day on which the AGM is held.

- 5 Written questions for the auditor must be delivered by 5.00pm (Brisbane time) on Tuesday, 23 October 2018. Please send any written questions for BDO by mail to Company Secretary, RPMGlobal Holdings Limited, GPO Box 2774, Brisbane, Queensland, 4001 or by email to companysecretary@rpmglobal.com.

Resolution 1 - Directors' remuneration report

- 6 The Corporations Act requires that the section of the directors' report dealing with the remuneration of directors and other KMP be put to the vote of shareholders for adoption.
- 7 The resolution of shareholders is advisory only and **not binding** on the Company. However, if more than 25% of the votes cast on this resolution are against the adoption of the remuneration report, the remuneration report for the following year must either address any comments received from shareholders or explain why no action has been taken in response to those comments. If, at the following annual general meeting, the remuneration report is again voted against by 25% or more of votes cast, a 'spill resolution' will be put to shareholders. If at least 50% of the votes cast are in favour of the 'spill resolution' a special meeting of the Company will be held within 90 days at which the directors in office at the time of the second annual general meeting must resign and stand for re-election.
- 8 The remuneration report for the 2017 financial year was unanimously passed by a show of hands at the Company's 2017 annual general meeting. Further, the Company did not receive any specific feedback at that annual general meeting or during the year on its remuneration practices.

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- 9 The remuneration report is contained in the Company's annual report, which is available on the Company's website at <http://www.rpmglobal.com>. It:
- (a) explains the Board's policies in relation to the nature and level of remuneration paid to directors and other KMP within the RPM group;
 - (b) discusses the link between the Board's policies and RPM's performance;
 - (c) sets out the remuneration details for each director and for each other member of RPM's KMP; and
 - (d) makes clear that the basis for remunerating non-executive directors is distinct from the basis for remunerating executives, including executive directors.
- 10 The Chairman will give shareholders a reasonable opportunity to ask questions about, or to make comments on, the remuneration report at the AGM.
- 11 The directors recommend you vote in favour of this resolution.

Note: As detailed on the proxy form, if you appoint the Chairman as your proxy, and you do not provide voting directions, the Chairman is entitled to cast your vote in accordance with his stated intentions, even though the resolution is connected directly or indirectly with the remuneration of a member of the KMP. The Chairman intends to vote all available proxies in favour of this resolution.

If you appoint another director or member of the KMP as your proxy for this resolution, you MUST direct your proxy how to vote, otherwise your vote will not be counted. Follow the instructions on the proxy form to direct your proxy how to vote.

Resolution 2 - Re-election of director (Mr Stewart Butel)

- 12 Rule 19.3(b) of the Company's constitution requires that a director appointed by the directors under rule 19.3(a) to fill a vacancy, holds office until conclusion of the next annual general meeting following his or her appointment.
- 13 Mr Butel was appointed by the Directors on 1 September 2018 to fill a vacancy following the retirement of Dr Ian Runge on 30 June 2018. In accordance with rule 19.3(b) of the Company's constitution, Mr Butel retires from office and, being eligible, offers himself for re-election.
- 14 Stewart is currently a non-executive director of Gladstone Ports Corporation Limited and Chairman of Stanmore Coal Limited and has over 40 years' experience in the Australian resources industry and was formerly managing director of Wesfarmers Resources and its associated boards where he retired in August 2016 following a 16 year tenure with the group having joined Wesfarmers Limited in June 2000.
- 15 In addition, Stewart has a strong association with the mining industry having sat on, or chaired, a number of industry boards. These include President of Queensland Resources Council (QRC), Chairman of the Australian Coal Association, and its low emissions technology fund ACALET. Stewart was also Chairman of the Minerals Council Coal Forum, and a Director with the Minerals Council of Australia and the Western Australian Chamber of Mines and Energy.
- 16 Stewart has held a past board position with the ASX listed Duet Group until its sale and de-listing in May 2017.
- 17 Stewart holds a Bachelor of Science from the University of Newcastle, a Graduate Diploma in Business Studies from the University of New England and is a graduate of AICD and the Advanced Management Programme at Harvard Business School.

Directors' recommendation

- 18 The directors (with Mr Butel abstaining) recommend you vote in favour of this resolution.

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Special business

Resolution 3 - Ratification and approval of previous allotment and issue of securities under ASX Listing Rule 7.1

- 19 Resolution 4 seeks approval from shareholders under ASX Listing Rule 7.4 to approve and ratify the issue of 3,000,000 ordinary shares which were issued by the Company on 31 January 2018.
- 20 The 3,000,000 ordinary shares were issued by the Company to the outgoing shareholders (and their respective nominees) of the MinVu group of companies. These shares were issued at an agreed price of \$0.78 per share, pursuant to the terms of a share purchase agreement entered into between the Company and the outgoing shareholders of the MinVu group for RPM to acquire a 100% interest in the MinVu group of companies.
- 21 ASX Listing Rule 7.1 provides that, subject to certain exceptions, prior approval of shareholders is required for an issue of equity securities if the securities will, when aggregated with the securities issued by the Company during the previous 12 months, exceed 15% of the number of the securities at the commencement of that 12 month period. The 3,000,000 ordinary shares the subject of this resolution are equity securities for the purposes of the ASX Listing Rules, and were issued under the Company's Listing Rule 7.1 placement capacity.
- 22 ASX Listing Rule 7.4 provides that where the Company ratifies an issue of equity securities, the issue is treated as having been made with shareholder approval for the purpose of ASX Listing Rule 7.1, thereby replenishing the Company's 15% capacity and enabling it to issue further equity securities up to that limit.
- 23 The information required to be given to shareholders to satisfy ASX Listing Rule 7.4 is specified in ASX Listing Rule 7.5. In compliance with the information requirements of ASX Listing Rule 7.5, shareholders are advised of the following particulars in relation to the allotment and issue:

Date of issue	Number of securities under LR 7.1	Issue price per security	Terms of securities issued	Persons to whom securities were issued	Use of funds raised by the issue
31 January 2018	3,000,000 fully paid ordinary shares	\$0.78	Shares rank equally with the existing ordinary shares on issue in the Company	Outgoing shareholders of the MinVu group of companies (and their respective nominees)	Formed part of consideration for RPM to acquire a 100% interest in the MinVu group of companies

Directors' recommendation

- 24 The directors recommend you vote in favour of this resolution.

Resolution 4 - Additional capacity to issue equity securities

- 25 ASX Listing Rule 7.1 allows the Company to issue a maximum of 15% of its issued capital in any 12 month period without obtaining shareholder approval.
- 26 Under ASX Listing Rule 7.1A, eligible entities, being companies that are outside the S&P/ASX 300 index and have a market capitalisation of \$300 million or less, can issue a further 10% (on top of the 15% permitted by ASX Listing Rule 7.1) of their share capital in any 12 month period on a non pro rata basis.
- 27 The Company is an eligible entity as at the date of this Notice and must remain compliant with the requirements of ASX Listing Rule 7.1A to be able to utilise the additional capacity to issue shares under ASX Listing Rule 7.1A.

- 28 Resolution 4 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). If approved, the effect of this resolution will be to allow the Company to issue shares under ASX Listing Rule 7.1A during the Enhanced Placement Period (defined in the table below) in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1.
- 29 Whilst the Company obtained shareholder approval at its 2017 annual general meeting to issue securities under ASX Listing Rule 7.1A, no securities have been issued by the Company under ASX Listing Rule 7.1A in the twelve months immediately preceding the date of the AGM.
- 30 For the purposes of ASX Listing Rule 7.3A the Company provides the following information:

<p>Minimum price at which the equity securities may be issued (ASX Listing Rule 7.3A.1)</p>	<p>The issue price of each share must not be discounted by more than 25% (issue price must be no less than 75%) of the volume weighted average price for the shares calculated over the 15 trading days on which trades in that class were recorded immediately before:</p> <ul style="list-style-type: none"> the date on which the price, at which the securities are to be issued, is agreed; or if the securities are not issued within five trading days of that date, the date on which the securities are issued.
<p>Risk of economic and voting dilution (ASX Listing Rule 7.3A.2)</p>	<p>An issue of shares under ASX Listing Rule 7.1A involves the risk of economic and voting dilution for existing ordinary security holders. The risks include:</p> <ul style="list-style-type: none"> the market price for shares may be significantly lower on the issue date than on the date of the approval under ASX Listing Rule 7.1A; and the equity securities may be issued at a price that is at a discount to the market price for the shares on the issue date. <p>A table describing the notional possible dilution, based upon various assumptions as stated, is set out below.</p>
<p>Date by which the Company may issue the securities (ASX Listing Rule 7.3A.3)</p>	<p>The period commencing on the date of the AGM (30 October 2018) and expiring on the first to occur of the following:</p> <ul style="list-style-type: none"> the date which is 12 months after the date of the AGM (30 October 2019); and the date of the approval by holders of the Company's ordinary securities of a transaction under ASX Listing Rules 11.1.2 or 11.2, <p>(Enhanced Placement Period).</p>
<p>Purposes for which the equity securities may be issued, including whether the Company may issue them for non-cash consideration (ASX Listing Rule 7.3A.4)</p>	<p>It is the current intention of the board of directors of the Company that any funds raised under an issue of securities pursuant to ASX Listing Rule 7.1A will be applied towards general working capital requirements, product development, or as consideration for strategic investments or acquisitions by the Company.</p> <p>The Company reserves the right to issue shares for non-cash consideration. Allottees may include existing shareholders or new investors, but will not include persons who are related parties or associates of related parties of the Company. If the issue is made in connection with the acquisition of assets, the allottees may be the sellers of those assets.</p>

Details of the Company's allocation policy for issues under approval (ASX Listing Rule 7.3A.5)

The Company does not currently know the nature of the capital raising which may be conducted in reliance on ASX Listing Rule 7.1A (if any). No allocation policy has therefore been determined.

Consistent with prior capital raisings, the Company will consider the most timely and cost effective sources of capital to achieve its commercial objectives, as well as prioritising issues to parties which may assist in strengthening the Company's share register or market standing and in turn, potentially its objective of delivering an increase in share price.

Previous approvals under ASX Listing Rule 7.1A (ASX Listing Rule 7.3A.6)

Number of RPM securities issued in twelve months preceding the date of the AGM (30 October 2018) *	The number of issued securities as a percentage of equity securities on issue as at 30 October 2018 *
3,261,832 ordinary shares *	1.51%
4,475,166 options	2.07%

Date of issue	Number of RPM securities issued *	Class of equity securities issued	Names of persons to whom RPM issued securities or basis on which those persons were determined	Issue price & discount (if any) on closing market price on date of issue	Total cash consideration	Total non-cash consideration
31/10/2017	3,570,000	Options	Eligible holders under the RPM Employee Share Option Plan (ESOP)	N/A – options issued for nil consideration	N/A	N/A
31/10/2017	16,666	Ordinary shares	Exercise of options issued to option holder under the RPM ESOP	\$0.56 (a 28% discount to the closing price of shares (\$0.775) on 30/10/2017)	\$9,332.96 (before costs)	N/A
31/10/2017	100,000	Ordinary shares	Exercise of options issued to option holder under the RPM ESOP	\$0.39 (a 50% discount to the closing price (\$0.775) of shares on 30/10/2017)	\$39,000.00 (before costs)	N/A
31/01/2018	3,000,000	Ordinary shares	Outgoing shareholders and their nominees of MinVu group of companies	\$0.78 (a 1.3% premium on the closing price (\$0.75) of shares on 30/01/2018)	N/A	N/A
15/03/2018	620,000	Options	Eligible holders under the RPM ESOP	N/A – options issued for nil consideration	N/A	N/A
29/03/2018	33,500	Ordinary shares	Exercise of options issued to option holder under the RPM ESOP	\$0.59 (a 10% discount to the closing price (\$0.65) of shares on 27/03/2018)	\$19,765.00 (before costs)	N/A
06/07/2018	66,666	Ordinary shares	Exercise of options issued to option holder under the RPM ESOP	\$0.49 (a 18% discount to the closing price (\$0.595) of shares on 05/07/2018)	\$32,666.34 (before costs)	N/A
27/08/2018	20,000	Ordinary shares	Exercise of options issued to option holder under the RPM ESOP	\$0.56 (a 7% discount to the closing price (\$0.60) of shares on 24/08/2018)	\$11,200.00 (before costs)	N/A
04/09/2018	25,000	Ordinary shares	Exercise of options issued to option holder under the RPM ESOP	\$0.59 (a 9% discount to the closing price (\$0.67) of shares on 03/09/2018)	\$14,750.00 (before costs)	N/A

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13/09/2018	3,855,166	Options	Eligible holders under the RPM ESOP	N/A – options issued for nil consideration	N/A	N/A
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* The Number of RPM securities issued as at the date of this Notice (216,036,697) is complete as at the date of this Notice (24 September 2018) and does not detail any equity securities that may be issued or cancelled by the Company between the date of this Notice (24 September 2018) and the AGM on 30 October 2018, including any securities issued or cancelled as a result of any issue, lapsing, vesting or exercise of vested options by holders. As at the date of this Notice there are 10,056,481 options which are capable of being exercised at an exercise price of between \$0.49 per option and \$0.73 per option.

Any issue or cancellation of securities will be disclosed by the Company to ASX in the ordinary course, however are not detailed in the above table.

- 31 The table shows 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 as at the date of the Notice. 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 entitlement issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future shareholders’ meeting.
- 32 The table also shows two examples where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price of the Company’s shares.

Variable “A” in Listing Rule 7.1A.2		Dilution		
		\$0.34 50% decrease in issue price	\$0.67 issue price	\$1.34 100% increase in issue price
Current Variable A* 216,036,697 shares	10% Voting Dilution	21,603,670 shares	21,603,670 shares	21,603,670 shares
	Funds raised	\$7,237,229	\$14,474,459	\$28,948,918
50% increase in current Variable A* 324,055,046 shares	10% Voting Dilution	32,405,505 shares	32,405,505 shares	32,405,505 shares
	Funds raised	\$10,855,844	\$21,711,688	\$43,423,377
100% increase in current Variable A* 432,073,394 shares	10% Voting Dilution	43,207,340 shares	43,207,340 shares	43,207,340 shares
	Funds raised	\$14,474,459	\$28,948,918	\$57,897,836

* Current Variable A refers to current maximum issued capital after the AGM, assuming no further issues or cancellation of shares from the date of this Notice (24 September 2018) to the date of the AGM (30 October 2018). As detailed above, the number of RPM securities issued as at the date of this Notice (216,036,697) is complete as at the date of this Notice (24 September 2018) and as such does not detail any equity securities issued or cancelled between the date of this Notice (24 September 2018) and the AGM on 30 October 2018, including any securities issued or cancelled as a result of any issue, lapsing, vesting or exercise of vested options by holders. As at the date of this Notice there are 10,056,481 options which are capable of being exercised at an exercise price of between \$0.49 per option and \$0.73 per option. Any issue or cancellation of securities will be disclosed by the Company to ASX in the ordinary course however are not detailed in the above table.

- 33 The table has been prepared on the assumptions set out below.
- The Company issues the shares for cash under the ASX Listing Rule 7.1A approval.
 - The Company issues the maximum number of shares available under the ASX Listing Rule 7.1A approval (being 10% of the number of the Company’s shares on issue or agreed to be issued in the 12 months before the issue date).
 - No options are exercised to convert into shares before the date of the issue of the shares available under ASX Listing Rule 7.1A.
 - 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%.
 - The table above demonstrates dilution of shareholders in the Company - it does not show an example of dilution that may be caused to any particular shareholder by reason of share issues under ASX Listing Rule 7.1A, based on that shareholder’s holding at the date of the Notice.

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- (f) The table shows only the effect of issues of equity securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1.
- (g) The issue of shares under ASX Listing Rule 7.1A consists only of ordinary shares in the Company.
- (h) Other than as indicated above in the table, the Company does not issue any additional equity securities during the period from the date commencing on the date of the AGM and expiring on the first of the date which is 12 months after the date of the AGM and the date of the approval by holders of the Company's ordinary securities of a transaction under ASX Listing Rule 11.1.2 or ASX Listing Rule 11.2.
- (i) The issue price is \$0.67, being the closing price of the shares on ASX on 21 September 2018.


Directors' recommendation

- 34 The directors recommend that you vote in favour of this resolution.

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Lodge your vote:

  **Online:**
www.investorvote.com.au

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

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

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

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

RUL

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

Proxy Form

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Vote and view the annual report online

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



Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I999999999

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

 **For your vote to be effective it must be received by 10:00am (Brisbane time) Sunday 28 October 2018**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

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

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

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

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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.



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I ND

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 Rpmglobal Holdings 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 RPMGlobal Holdings Limited to be held at **Level 2, 295 Ann Street, Brisbane, Queensland, Australia 4000 on Tuesday, 30 October 2018 at 10:00am (Brisbane time)** and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on **Item 1** (except where I/we have indicated a different voting intention below) even though **Item 1** is 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 **Item 1** by marking the appropriate box in step 2 below.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

Ordinary Business

	For	Against	Abstain
1 Directors' remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of director - Mr Stewart Butel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special Business

3 Ratification and approval of previous allotment and issue of securities under ASX Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Additional capacity to issue equity securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Before completing your vote and returning by post, please consider using the preferred electronic voting option outlined on the front page of this form.

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.

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

/ /

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