

# Notice of annual general meeting

RPMGlobal Holdings Limited ACN 010 672 321

For personal use only

# Notice of annual general meeting

RPMGlobal Holdings Limited ACN 010 672 321

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

|                 |   |
|-----------------|---|
| <b>Location</b> | McCullough Robertson Lawyers, Level 11, 66 Eagle Street, Brisbane, Queensland, 4000 |
| <b>Date</b>     | Wednesday, 25 October 2017  |
| <b>Time</b>     | 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 2017.

### 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 2017 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

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

- 2 'That Mr Allan Brackin, who retires by rotation under rule 19.4(a) 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.

## Special business

### Resolution 3 - Additional capacity to issue equity securities

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

- 3 'That, for the purposes of ASX Listing Rule 7.1A and all other purposes, the Company be provided with an additional 10% placement capacity to issue equity securities under ASX Listing Rule 7.1A on the terms set out in the Explanatory Memorandum.'

Dated 19 September 2017

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 Monday, 23 October 2017.
- (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](mailto:companysecretary@rpmglobal.com) during business hours.

#### Voting exclusion statement

##### Corporations Act

Resolution 1 (Directors' Remuneration Report) - The Company will disregard votes cast by a member of the KMP details of whose remuneration are included in the Remuneration Report, or a closely related party of such a member, in contravention of section 250R or 250BD of the Corporations Act. Restrictions also apply to votes cast as proxy unless exceptions apply.

##### ASX Listing Rules

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

Resolution 3 - Approval of additional capacity to issue shares under ASX Listing Rule 7.1A

by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, or an associate of that person.

Note: under ASX Listing Rule 14.11.1 and the notes under that rule about 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.

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

For personal use only

- (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 Monday, 23 October 2017 (48 hours prior to the commencement of the meeting):

### 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](http://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](http://www.intermediaryonline.com).

For personal use only

# Explanatory Memorandum

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

This Explanatory Memorandum accompanies the notice of annual general meeting (**AGM**) of the Company (**Notice**) to be held at **10.00am** (Brisbane time) on **Wednesday, 25 October 2017**.

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 Wednesday, 18 October 2017. 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](mailto: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 AGM, 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 AGM must resign and stand for re-election.
- 8 The remuneration report for the 2016 financial year was unanimously passed by a show of hands at the Company's 2016 AGM. Further, the Company did not receive any specific feedback at that AGM or during the year on its remuneration practices.
- 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

12 Rule 19.4(a) of the Company's current constitution requires that, at every AGM, the Company must hold an election of directors. No director who is not a managing director may hold office without re-election beyond the third AGM following the meeting at which that director was last elected or re-elected.

13 The director to retire under rule 19.4(a) is the director who has been in office the longest since last being elected or re-elected. Under rule 19.4(d), as between directors who were elected on the same day, the directors to retire are (in default of agreement between them) determined by ballot. The length of time a director has been in office is calculated from the director's last election or appointment.

14 Mr Allan Brackin, who was last appointed by shareholders on 24 October 2014, hereby retires from office under rule 19.4(a) of the Company's constitution and, being eligible, stands for re-election.

15 Appointed to the Company's Board as Chairman on 30 November 2011 and subsequently re-elected by shareholders to the Board on 24 October 2014, Mr Brackin has been involved in the technology industry for more than 30 years at both executive and non-executive levels. Allan is Chairman and Director of ASX listed GBST Holdings Limited and is the Chairman of Opticomm Pty Ltd, and acts in an advisory capacity to several IT companies. Allan was formerly Chairman of Emagine Pty Ltd and Director and Chief Executive Officer of Volante Group Limited, and prior to this, co-founder of Applied Micro Systems, Netbridge Systems Integration, Prion Technology Distribution, Quadriga Consulting Group and Affinity Recruitment. These businesses were all part of the then AAG Holdings of which he was Managing Director. Mr Brackin is also the Chairman of the Human Resources and Remuneration Committee for RPM.

16 Mr Brackin holds a Bachelor of Applied Science from the Queensland University of Technology and has completed the OPM (Owner/President Management) Program at Harvard Business School.

## Directors' recommendation

17 The directors (with Mr Brackin abstaining) recommend you vote in favour of this resolution.

For personal use only

Special business

**Resolution 3 - Additional capacity to issue equity securities**

- 18 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.
- 19 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.
- 20 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.
- 21 The ability for the Company to issue shares under ASX Listing Rule 7.1A is subject to shareholder approval by way of special resolution at an AGM.
- 22 Whilst the Company obtained shareholder approval at its 2016 AGM 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.
- 23 For the purposes of ASX Listing Rule 7.3A the Company provides the following information:

|   |   |
|---|---|
| <b>Minimum price at which the equity securities may be issued (ASX Listing Rule 7.3A.1)</b> | <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 where recorded immediately before:</p> <ul style="list-style-type: none"> <li>• the date on which the price, at which the securities are to be issued, is agreed; or</li> <li>• if the securities are not issued within five trading days of that date, the date on which the securities are issued.</li> </ul>   |
| <b>Risk of economic and voting dilution (ASX Listing Rule 7.3A.2)</b>                       | <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"> <li>• 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</li> <li>• 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.</li> </ul> <p>A table describing the notional possible dilution, based upon various assumptions as stated, is set out below.</p> |
| <b>Date by which the Company may issue the securities (ASX Listing Rule 7.3A.3)</b>         | <p>The period commencing on the date of the AGM (25 October 2017) and expiring on the first to occur of the following:</p> <ul style="list-style-type: none"> <li>• the date which is 12 months after the date of the AGM (25 October 2018); and</li> <li>• 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.</li> </ul>  |

For personal use only



For personal use only

**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)**

It is the Board's current intention 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.

The Company reserves the right to issue shares for non-cash consideration.

**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 (25 October 2017) * | The number of issued securities as a percentage of equity securities on issue as at 25 October 2017 * |
|--|---|
| 4,254,118 ordinary shares *  | 2.00%   |
| 4,775,000 options  | 2.24%   |

| 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 |
|---------------|-----------------------------------|-----------------------------------|--|---|----------------------------|------------------------------|
| 31/10/2016    | 3,827,454                         | Ordinary shares                   | Issue of shares to applicants under the Share Purchase Plan (SPP)                              | \$0.45 (a 8.89% discount to the closing price of shares on 27/09/2016 being the day before announcement of the SPP) | \$1,722,377 (before costs) | N/A                          |
| 29/11/2016    | 1,200,000                         | Options                           | Eligible holders under the RPM Employee Share Option Plan (ESOP)                               | N/A – options issued for nil consideration  | N/A                        | N/A                          |
| 09/02/2017    | 3,000,000                         | Options                           | Eligible holders under the RPM ESOP  | N/A – options issued for nil consideration  | N/A                        | N/A                          |
| 24/03/2017    | 5,000                             | Ordinary shares                   | Exercise of options issued to option holder under the RPM ESOP                                 | \$0.56 (a 8.93% discount to the closing price of shares on 23/03/2017)  | \$2,800.00                 | N/A                          |
| 09/08/2017    | 66,666                            | Ordinary shares                   | Exercise of options issued to option holder under the RPM ESOP                                 | \$0.56 (a 14.29% discount to the closing price of shares on 07/08/2017)   | \$37,332.96                | N/A                          |
| 22/08/2017    | 116,666                           | Ordinary shares                   | Exercise of options issued to option holder under the RPM ESOP                                 | \$0.59 (a 22.03% discount to the closing price of shares on 21/08/2017)   | \$68,832.94                | N/A                          |
| 04/09/2017    | 133,332                           | Ordinary shares                   | Exercise of options issued to option holder under the RPM ESOP                                 | \$0.59 (a 22.03% discount to the closing price of shares on 01/09/2017)   | \$78,665.88                | N/A                          |



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

| 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 |
|---------------|-----------------------------------|-----------------------------------|--|--|--------------------------|------------------------------|
| 04/09/2017    | 25,000                            | Ordinary shares                   | Exercise of options issued to option holder under the RPM ESOP                                 | \$0.56 (a 28.57% discount to the closing price of shares on 01/09/2017)  | \$14,000.00              | N/A                          |
| 13/09/2017    | 10,000                            | Ordinary shares                   | Exercise of options issued to option holder under the RPM ESOP                                 | \$0.59 (a 16.95% discount to the closing price of shares on 12/09/2017)  | \$5,900.00               | N/A                          |
| 13/09/2017    | 45,000                            | Ordinary shares                   | Exercise of options issued to option holder under the RPM ESOP                                 | \$0.56 (a 23.21% discount to the closing price of shares on 12/09/2017)  | \$25,200.00              | N/A                          |
| 14/09/2017    | 25,000                            | Ordinary shares                   | Exercise of options issued to option holder under the RPM ESOP                                 | \$0.56 (a 25.00% discount to the closing price of shares on 13/09/2017)  | \$14,000.00              | N/A                          |
| 19/09/2017    | 575,000                           | Options                           | Eligible holders under the RPM ESOP  | N/A – options issued for nil consideration                               | N/A                      | N/A                          |

\* The Number of RPM securities issued as at the date of this Notice (212,774,865) is complete as at the date of this Notice (19 September 2017) and does not detail any equity securities that may be issued or cancelled by the Company between the date of this Notice (19 September 2017) and the AGM on 25 October 2017, 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 6,464,246 options which are capable of being exercised at an exercise price of between \$0.39 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.

- 24 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.
- 25 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                                 |                       |   |
|---|---------------------|--|-----------------------|---|
|   |                     | \$0.35<br>50% decrease in<br>issue price | \$0.70<br>issue price | \$1.40<br>100% increase in<br>issue price |
| Current Variable A*<br>212,774,865 shares                     | 10% Voting Dilution | 21,277,487 shares                        | 21,277,487 shares     | 21,277,487 shares                         |
|   | Funds raised        | \$7,447,120                              | \$14,894,241          | \$29,788,482                              |
| 50% increase in current<br>Variable A*<br>319,162,298 shares  | 10% Voting Dilution | 31,916,230 shares                        | 31,916,230 shares     | 31,916,230 shares                         |
|   | Funds raised        | \$11,170,681                             | \$22,341,361          | \$44,682,722                              |
| 100% increase in current<br>Variable A*<br>425,549,730 shares | 10% Voting Dilution | 42,554,973 shares                        | 42,554,973 shares     | 42,554,973 shares                         |
|   | Funds raised        | \$14,894,241                             | \$29,788,481          | \$59,576,962                              |

\* 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 (19 September 2017) to the date of the AGM (25 October 2017). As detailed above, the number of RPM securities issued as at the date of this Notice (212,774,865) is complete as at the date of this Notice (19 September 2017) and as such does not detail any equity securities issued or cancelled between the date of this Notice (19 September 2017) and the AGM on 25

October 2017, 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 6,464,246 options which are capable of being exercised at an exercise price of between \$0.39 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.


- 26 The table has been prepared on the assumptions set out below.
- (a) The Company issues the shares for cash under the ASX Listing Rule 7.1A approval.
  - (b) 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).
  - (c) No options are exercised to convert into shares before the date of the issue of the shares available under ASX Listing Rule 7.1A.
  - (d) 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%.
  - (e) 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.
  - (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 11.2.
  - (i) The issue price is \$0.70, being the closing price of the shares on ASX on 13 September 2017.

#### Directors' recommendation

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

## Lodge your vote:

 **Online:**  
[www.investorvote.com.au](http://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](http://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

XX



### Vote and view the annual report online

- Go to [www.investorvote.com.au](http://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) Monday, 23 October 2017**

### 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](http://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** →

This Document is printed on Greenhouse Friendly™ ENVI Laser Carbon Neutral Paper

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

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

IND

## 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 **McCullough Robertson Lawyers, Level 11, 66 Eagle Street, Brisbane, Queensland, 4000 on Wednesday, 25 October 2017 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 Allan Brackin | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

#### Special Business

|  |                          |                          |                          |
|--|--------------------------|--------------------------|--------------------------|
| 3 Additional capacity to issue equity securities | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|--|--------------------------|--------------------------|--------------------------|

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 / / \_\_\_\_\_

RUL

1 2 3 4 5 6 A

Computershare +