

4 October 2016

Company Announcements
Australian Stock Exchange, Sydney

RUL: DISPATCH OF SHARE PURCHASE PLAN (SPP) DOCUMENTS

RungePincockMinarco Limited [ASX:RUL] hereby advises that the **enclosed** letter, SPP terms and a personalised Application Form relating to the Share Purchase Plan announced on 28 September 2016 will be dispatched to eligible shareholders overnight.

For further information please contact:

James O'Neill
Company Secretary
+61 7 3100 7200
companysecretary@rpmglobal.com

4 October 2016

SHARE PURCHASE PLAN

Dear Shareholder

On behalf of the Board of RungePincockMinarco Limited (ASX: RUL) (**Company**), it gives me great pleasure to offer you the opportunity to increase your investment in the Company by purchasing additional shares in the Company (**Shares**) up to A\$15,000 under this share purchase plan (**SPP**).

The Company recently announced a successful placement of 28,900,000 Shares to institutional and sophisticated investors at an issue price of A\$0.45 per Share to raise A\$13,005,000 before costs. The SPP gives eligible shareholders the ability to acquire Shares at the same price at which they were issued under the placement, which was approximately an eight percent discount to the closing price on 23 September 2016 (the last trading day before the Company announced the placement). The Board intends to cap the total raising under the SPP to approximately \$1.5 million (a maximum of 3,333,333 shares to be issued under the SPP).

The proceeds raised from the placement and from this SPP will be utilised to provide the Company with capacity to continue to expand our business through further investments in our planning suite of software products, including being able to fund potential strategic acquisition opportunities to accelerate the delivery of these solutions for our clients.

The SPP closes at 5.00pm (Brisbane time) on **31 October 2016** however the Company reserves the right to close the SPP early.

If you intend to participate, your application must be received by then.

This letter and the accompanying material sets out the terms and conditions of the SPP. Information about the Company is available at <http://www.rpmglobal.com>, which should be considered in light of the Company's continuous disclosure to the ASX.

On behalf of the Board, I look forward to your continued support.

Sincerely



Richard Mathews
CEO and Managing Director
RungePincockMinarco Limited

If you have any questions in relation to the SPP, please call the Computershare Inquiry Number on 1300 552 270 (within Australia) or +61 3 9415 4000 (outside Australia) between 8:00am to 5:00pm (Brisbane time) Monday to Friday.

TERMS AND CONDITIONS

OFFER DETAILS

Issue Price	\$0.45 (45 cents) per Share
Application Amounts	Minimum of \$2,000 (4,444 Shares) up to a maximum of \$15,000 (33,333 Shares)
Record Date	7.00pm (Sydney time) 27 September 2016
Open Date	5 October 2016
Closing Date	5.00pm (Brisbane time) 31 October 2016
Allotment Date	4 November 2016
Holding Statement Despatch Date	8 November 2016
Quotation Date	10 November 2016

HOW DO I ACCEPT?

To participate, you should either:

- return your Application Slip, together with a cheque; or
- pay the Application Amount via BPAY, so that payment is received by **5:00pm (Brisbane time) on 31 October 2016**.

BPAY instructions are set out on the Application Form. If you use BPAY, you do not need to return your Application Slip. Please make sure you use the specific Biller Code and unique Reference Number on your personalised Application Form.

Your own financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration when making payment.

If paying by cheque, use the reply paid envelope or deliver it to the address set out on the Application Slip. Applications received after the Closing Date will not be accepted.

Funds received for the applications by cheque or BPAY will be regarded as applications for the maximum number of Shares that those funds will pay for in full.

Applications cannot be withdrawn.

The Company's market price may vary at any time during the offer period and the Company's Shares may trade at a price that is lower than the issue price.

Accordingly, you accept the risk that the market price of the Company's Shares may fall below the Issue Price between the date of this offer and the Allotment Date, in which case you may have

been able to buy the Shares at a lower price than the Issue Price.

By making an application, you represent to the Company the matters set out under the heading 'Your Representations' in these terms and conditions and in the Application Form.

HOW MANY SHARES?

Eligible Shareholders will receive the number of Shares equal to the Application Amount (subject to any scale-back) divided by the Issue Price. Fractions will be rounded down, and the difference (being any amount less than the Issue Price may be retained by the Company, excluding any scale back).

ELIGIBILITY TO PARTICIPATE

Participation in the SPP is optional and open to the Company's shareholders who, at 7:00pm (Sydney time) on 27 September 2016 (**Record Date**), were shareholders with a registered address in Australia or New Zealand (**Eligible Shareholders**).

Multiple holdings

If you are the only registered holder of the Company's Shares, but you receive more than one offer under the SPP (for example, due to multiple registered holdings), you may only apply in aggregate for a maximum of \$15,000 worth of Shares.

Joint holders

If you are a joint holder of the Company's Shares, that joint holding is considered to be a single registered holding for the purpose of the SPP, and you are entitled to participate in the SPP in respect of that single holding only. If you are a joint holder and you receive more than one offer under the SPP, you may only apply in aggregate for a maximum of \$15,000 worth of Shares.

Trustee or nominee

If you are expressly noted on the Company's share register as a trustee or nominee for a named beneficiary, you may only apply for one maximum parcel of Shares for each named beneficiary. If the Company's share registry does not record a named beneficiary in respect of your trustee or nominee holding, the rules for multiple single holdings apply.

Custodians

If you are a custodian within the definition of "custodian" in ASIC Class Order [CO 09/425] (as varied) and hold the Company's Shares on behalf of one or more persons (each a **Participating Beneficiary**), or on behalf of another custodian of the Company's Shares, you may apply for up to a maximum of \$15,000 worth of Shares for each Participating Beneficiary, subject to providing the Company a 'custodian certificate' in addition to the

Application Slip, which certifies certain matters required by ASIC Class Order 09/425.

Please contact the Share Registry to obtain the form of the Custodian Certificate.

Directors

Directors of the Company who are Eligible Shareholders may participate in the SPP.

OTHER INFORMATION

The Offer is non renounceable, which means that you cannot transfer your right to purchase Shares under the SPP to anyone else. Shares issued under the SPP will rank equally in all respects with existing fully paid Shares.

SCALE-BACK

The Company may scale-back applications under the SPP to the extent and in the manner that it sees fit. Factors that the Company may take into account in determining any scale-back include, compliance with regulatory requirements, the amount applied for by each shareholder under the SPP, the number of Shares held at the Record Date and whether the shareholder remains on the register at the close of the SPP offer period. Scale-back decisions are made by the board and are final.

In any scale-back, the difference between the value of the Shares allotted and the Application Amount paid to the Company (only where the amount is \$1 or greater) will be refunded by cheque and mailed to you as soon as practicable following the Despatch Date. Any scale-back will be announced on the Allotment Date. No interest will be paid on any Application Amount received or refunded.

ASX QUOTATION

Following the issue and allotment of Shares under the SPP, the Company will apply to ASX for quotation of the Shares on the Official List and send an Allotment Notice to the Eligible Shareholder's Registered Address.

NO COSTS

Eligible Shareholders may subscribe without incurring brokerage costs, commission or other transaction costs.

THE COMPANY'S RIGHTS

The Company may reject any application for Shares under the SPP, which it believes does not comply

with these terms and conditions, including where it appears that you are not an Eligible Shareholder, if a cheque is returned unpaid, the Application Form has not been properly completed, or where there are grounds for believing that the applicant is not acting in good faith, including where holdings have been adjusted for the purpose of multiple applications under the SPP. The Company may modify, suspend or cancel the SPP at any time. If the Company does this it will notify the ASX. If the SPP is cancelled all application money will be refunded to shareholders without interest.

The Company may settle, in any manner it deems fit, any anomalies or disputes in connection with the SPP and such decision shall be conclusive and binding on all applicants. The Company reserves the right to waive strict compliance with these terms and conditions.

YOUR REPRESENTATIONS

By completing and returning the Application Form or by making a BPAY payment:

- you certify to the Company that you are an Eligible Shareholder;
- you authorise the Company (and its officers and agents) to correct any error in, or omission from, your Application Slip and to complete an incomplete Application Slip;
- you accept the risks associated with any refund that may be sent to your address or to your nominated bank account as shown on the Company's share register;
- you acknowledge that the Company may at any time determine that your Application Slip is valid, even if the Application Slip is invalid;
- you irrevocably and unconditionally agree to these terms and conditions; and
- you acknowledge that the Company is not liable for any exercise of its discretions referred to in these terms and conditions.

OTHER IMPORTANT INFORMATION

This document is not an offer of securities in any place outside Australia or New Zealand and does not take into account your individual investment objectives, financial situation or particular needs. You may want to obtain independent financial and taxation advice before making an investment decision.

Runge Pincock Minarco

ABN 17 010 672 321

For all enquiries:

Phone:



(within Australia) 1300 552 270
(outside Australia) 61 3 9415 4000

Web:



www.investorcentre.com

RUL

MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

Make your payment:



See overleaf for details of the Offer and how to make your payment

Share Purchase Plan Application Form

 **Your payment must be received by 5:00pm (Brisbane time) Monday 31 October 2016**

This is an important document that requires your immediate attention. It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

By making payment you agree to be bound by the Constitution of RungePincockMinarco Limited and that the submission of this payment constitutes an irrevocable offer by you to subscribe for RungePincockMinarco Limited shares on the terms of the Share Purchase Plan (SPP).

If you are a custodian, trustee or nominee within the definition of "custodian" in ASIC Class Order [CO 09/425] and you hold shares on behalf of one or more persons (each a Participating Beneficiary), or on behalf of another custodian of RungePincockMinarco Limited shares, and you are applying for shares on behalf of multiple Participating Beneficiaries, you must complete and submit an additional schedule that contains additional certifications and details that must be provided before your Application will be received. The schedule can be obtained by contacting Computershare on 1300 552 270 (within Australia) or +61 3 9415 4000 (outside Australia). Applications received by custodians that are not accompanied by the schedule will be rejected.

In addition, by completing and returning the slip below or by making a BPAY payment, in addition to the representations set out in the 'Your Representations' section of the SPP you certify that you have not applied for, or instructed a custodian to acquire on your behalf, shares with an aggregate application price in excess of A\$15,000 under the SPP (and any similar arrangement in the 12 months before your application), excluding shares applied for but not issued and even though you may have received more than one offer under the SPP or received offers in more than one capacity under the SPP.

RungePincockMinarco Limited may make determinations in any manner it thinks fit, in relation to any difficulties which may arise in connection with the SPP whether generally or in relation to any participant or application.

Any determinations by RungePincockMinarco Limited will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates. RungePincockMinarco Limited reserves the right to waive strict compliance with any provision of the terms and conditions of the SPP, to amend or vary those terms and conditions or to suspend or terminate the SPP at any time. Any such amendment, suspension or termination will be binding on all Eligible Shareholders even where RungePincockMinarco Limited does not notify you of that event.

Step 1: Registration Name & Offer Details

Details of your shareholding and the Offer are shown overleaf.

Please check the details provided and update your address via www.investorcentre.com if any of the details are incorrect.

If you have a CHESS sponsored holding, please contact your controlling participant to notify a change of address.

Step 2: Make Your Payment

Applications must be for a minimum of \$2,000 and up to a maximum of \$15,000. Note that your application may be subject to scale-back in accordance with the terms and conditions of the SPP.

Choose one of the payment methods shown below.

BPAY®: See overleaf. Do not return the application slip with BPAY payment.

By Mail: Complete the reverse side of this application slip and detach and return with your payment. Make your cheque payable in Australian dollars to "**RungePincockMinarco Limited**" and cross "**Not Negotiable**". The cheque must be drawn from an Australian bank. Cash is not accepted.

Payment will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as dishonoured cheques may not be represented and may result in your Application being rejected. Paperclip (do not staple) your cheque to the application slip. Receipts will not be forwarded. Funds cannot be debited directly from your account.

Entering your contact details is not compulsory, but will assist us if we need to contact you.

RungePincockMinarco Limited Share Purchase Plan Application Form
Payment must be received by 5:00pm (Brisbane time) Monday 31 October 2016

© Registered to BPAY Pty Limited ABN 69 079 137 518


Turn over for details of the Offer →

Share Purchase Plan Application Form

X 9999999991

IND

STEP 1 Registration Name & Offer Details

 For your security keep your SRN/
HIN confidential.

Registration Name: MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000


Entitlement No: 12345678

Offer Details: Record date: **Tuesday 27 September 2016**

Minimum value available to purchase: **\$2,000**

Maximum value available to purchase: **\$15,000**

STEP 2 Make Your Payment

 Biller Code: 99999
Ref No: 1234 5678 9123 4567 89

Pay by Mail:

 Make your cheque payable to "RungePincocKMinarco Limited" and cross "Not Negotiable".

Return your cheque with the below application slip to:
Computershare Investor Services Pty Limited
GPO Box 505 Melbourne VIC 3001 Australia

Contact your financial institution to make your payment from your cheque or savings account.

Lodgement of Application

If you are applying for Shares and your payment is being made by BPAY, you do not need to return the application slip below. Your payment must be received by no later than 5:00pm (Brisbane time) Monday 31 October 2016. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. Neither Computershare Investor Services Pty Limited (CIS) nor RungePincocKMinarco Limited accepts any responsibility for loss incurred through incorrectly completed BPAY payments. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received by this time.

If you are paying by cheque the application slip below must be received by CIS by no later than 5:00pm (Brisbane time) Monday 31 October 2016. You should allow sufficient time for this to occur. A reply paid envelope is enclosed for shareholders in Australia. Other Eligible Shareholders will need to affix the appropriate postage. Return the application slip below with cheque attached. Neither CIS nor RungePincocKMinarco Limited accepts any responsibility if you lodge the application slip below at any other address or by any other means.

Privacy Notice

The personal information you provide on this form is collected by Computershare Investor Services Pty Limited (CIS), as registrar for the securities issuer (the issuer), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at <http://www.computershare.com/au>.

Detach here

Purchase Details for RungePincocKMinarco Limited

Applications must be for a minimum of \$2,000 and up to a maximum value of \$15,000

A\$



Entitlement No: 12345678

Payment must be received by 5:00pm (Brisbane time) Monday 31 October 2016

MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

Contact Details

Contact Name _____ Daytime Telephone _____

Cheque Details

Drawer	Cheque Number	BSB Number	Account Number	Amount of Cheque
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	A\$ <input type="text"/>

123456789123456789+000000001-3051+14