

Notice of extraordinary general meeting (EGM)

RungePincockMinarco Limited ACN 010 672 321

For personal use only

Notice of extraordinary general meeting (EGM)

RungePincockMinarco Limited ACN 010 672 321

Notice is given that an extraordinary general meeting (**EGM**) of RungePincockMinarco Limited ACN 010 672 321 (**Company**) will be held at:

Location	BDO, Level 10, 12 Creek Street, Brisbane QLD 4000
Date	Monday, 27 March 2017
Time	10:00 am (Brisbane time)

Special business


Resolution 1 – Change of Company name to RPMGlobal Holdings Limited

To consider, and if in favour, to pass the following resolution as a **special** resolution pursuant to section 157(1) *Corporations Act 2001* (Cth):

- 1 'That, the Company change its name from "RungePincockMinarco Limited" to "RPMGlobal Holdings Limited", with effect from the date on which the Australian Securities & Investments Commission records the change of name in its records.'

Dated 22 February 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) 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.
- (e) 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 +617 3100 7200 or companysecretary@rpmglobal.com during business hours.

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 Saturday, 25 March 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 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.

Explanatory Memorandum

RungePincockMinarco Limited ACN 010 672 321 (**RPM** or **Company**)

This Explanatory Memorandum accompanies the Notice of extraordinary general meeting (**EGM**) of the Company (**Notice**) to be held at **10.00 am** (Brisbane Time) on **Monday, 27 March 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.

Special business

Resolution 1 - Change of Company name to RPMGlobal Holdings Limited

- 1 The Company is proposing to change its name to "RPMGlobal Holdings Limited".
- 2 Since the Company introduced "RungePincockMinarco" to the market on 3 December 2012, the Company has been commonly referred to as "RPM" and "RPMGlobal".
- 3 The Directors consider RPMGlobal Holdings better reflects the Company's current and future business activities and strategy and encompassing the RPM Software, RPM Advisory and GeoGAS businesses.
- 4 The name 'RPMGlobal Holdings Limited' has been reserved and is available for the Company to adopt. If this resolution is approved the change of name will take effect when ASIC alters the details of the Company on its records.
- 5 Section 157 of the Corporations Act 2001 provides that to effect a name change the Company needs to obtain shareholder approval as a special resolution. A special resolution requires 75% of eligible shareholders to vote in favour of the resolution.

Directors' recommendation


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

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Runge Pincock Minarco

ABN 17 010 672 321

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

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

Proxy Form

XX



Vote and view the notice of meeting 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 10:00 am (Brisbane time) Saturday, 25 March 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 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

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of RungePincocKMinarco 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 Extraordinary General Meeting of **RungePincocKMinarco Limited to be held at BDO, Level 10, 12 Creek Street, Brisbane, QLD 4000 on Monday, 27 March 2017 at 10:00 am (Brisbane time)** and at any adjournment or postponement of that Meeting.

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.

Special Business

1 Change of Company name to RPMGlobal Holdings Limited

For	Against	Abstain
<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 / / _____

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Computershare