

Announcement

Notice of unmarketable parcel share buy-back

31 May 2017

RPMGlobal Holdings Limited (ASX: RUL) [RPM] has today announced the details for a buy-back for holders of less than marketable parcels of shares in RPM (**Buy-Back**).

Under the ASX Listing Rules, any shareholding valued at less than \$500 is considered to be a 'less than marketable parcel' of shares (unmarketable parcel of shares). The Buy-Back will allow shareholders who hold less than marketable parcels of shares in RPM (**Eligible Shareholders**) to sell their shares back to RPM at the Buy-Back price of \$0.58 per share being, the volume weighted average price for the five day trading period preceding the Record Date (the five day trading period concluding 7pm Monday 29 May 2017) (the **Buy-Back Price**). Shares purchased by RPM under the Buy-Back will be cancelled in accordance with the *Corporations Act 2001* (Cth).

Based on the Buy-Back Price per share and RPM's register of members as at 7.00pm (Sydney time) on Monday 29 May 2017 (**Record Date**):

- (a) a less than marketable parcel of shares is any shareholding of 862 shares or less;
- (b) currently there are 131 registered shareholders (14% of the total number of RPM registered shareholders on RPM's register) that hold less than marketable parcels totalling 16,909 shares (0.008% of RPM shares on issue); and
- (c) the aggregate value of RPM shares held by all holders of less than marketable parcels based on the Buy-Back Price is \$9,807.22.

RPM shareholders who own 863 shares or more will not be eligible to participate in the Buy-Back.

RPM values all its shareholders and is offering this Buy-Back to assist Eligible Shareholders to sell and realise their shares without incurring brokerage and other expenses. RPM will pay for all costs related to the Buy-Back (excluding tax consequences from the sale which remains the responsibility of Eligible Shareholders) and expects to reduce administrative costs associated with maintaining a large number of very small holdings.

RPM is sending the **attached** letter with a personalised Share Retention Form to Eligible Shareholders. Those who wish to retain their shares must complete and sign the Share Retention Form and forward it to RPM's share registry, Computershare Investor Services, at GPO Box 52, Melbourne, Victoria, 3001 by 5.00pm (Brisbane time) on Wednesday, 12 July 2017 (the **Closing Time**).

For further information please contact:

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

About RungePincockMinarco:

RPMGlobal Holdings Limited (ASX: RUL) [RPM] is a global leader in the provision and development of mining software solutions, advisory services and professional development. With history stretching back to 1968, RPM's experienced global team are the largest publicly traded independent group of technical experts in the world.

Listed on the Australian Securities Exchange on 27 May 2008, RPM is a global leader in the provision of software solutions, advisory consulting and professional development solutions to the mining industry. We have global expertise achieved through our work in over 118 countries and our approach to the business of mining is strongly grounded in economic principles.

31 May 2017

Dear Shareholder

Offer by RPM to buy-back less than marketable parcels of shares

As announced on 31 May 2017, RPMGlobal Holdings Limited (**RPM**) intends to complete a minimum holding share buy-back for holders of less than marketable parcels of shares as at 7.00pm (Sydney time) on Monday 29 May 2017 (**Record Date**).

The directors of RPM recognise that holders of shares with a value of \$500 or less may encounter difficulties selling their shares on the ASX. In order to allow these shareholders to sell their shares without incurring brokerage and other expenses, and to reduce the administrative and registry costs for RPM that are associated with less than marketable parcels, the directors have resolved to undertake a buy-back of less than marketable parcels of shares under the terms set out in this letter of offer, the ASX Listing Rules and the procedure in RPM's constitution (**Buy-Back**).

Shares purchased by RPM under the Buy-Back will be cancelled in accordance with the *Corporations Act 2001* (Cth).

Under the ASX Listing Rules, any shareholding valued at less than \$500 is considered to be a 'less than marketable parcel' of shares (unmarketable parcel of shares). The Buy-Back will allow shareholders who hold less than marketable parcels of shares in RPM (**Eligible Shareholders**) to sell their shares back to RPM at the Buy-Back price of \$0.58 per share being, the volume weighted average price for the five day trading period preceding the Record Date (the five day trading period concluding 7pm Monday 29 May 2017) (the **Buy-Back Price**). Shares purchased by RPM under the Buy-Back will be cancelled in accordance with the *Corporations Act 2001* (Cth).

On the basis of the Buy-Back Price and RPM's register of members as 7.00pm (Sydney time) on Monday 29 May 2017 (**Record Date**):

- (a) a less than marketable parcel of shares is any shareholding of 862 shares or less;
- (b) currently there are 131 registered shareholders (14% of the total number of RPM registered shareholders on RPM's register) that hold less than marketable parcels totalling 16,909 shares (0.008% of RPM shares on issue); and
- (c) the aggregate value of RPM shares held by all holders of less than marketable parcels based on the Buy-Back Price is \$9,807.22.

It is important to note that the market price of RPM shares will change from time to time. The Buy-Back Price under the Buy-Back may be less than the actual market price at the time of the sale and may not be the best price obtainable on the day on which your RPM shares are bought back. RPM will not buy-back your shares if you wish to retain your shareholding.

Your options

- 1 If you would like RPM to purchase your less than marketable parcel of shares at \$0.58 per share, you do not need to do anything.
- 2 If you do not want your shares to be purchased by RPM under the Buy-Back, you must:

- For personal use only
- (a) complete the enclosed Share Retention Form and return it to RPM's share registry, Computershare Investor Services, at GPO Box 52, Melbourne VIC 3001 by no later than 5.00pm (Brisbane time) on Wednesday, 12 July 2017 (**Closing Time**); or
 - (b) top up your holding to a marketable parcel by either merging multiple holdings or acquiring additional RPM shares on market such that your registered holding at the Closing Time is 863 shares or greater.

You are advised to allow reasonable time for the Share Retention Form to be received by RPM. If you hold shares in multiple holdings, some of which are less than marketable parcels, then RPM will purchase those less than marketable parcels unless a Share Retention Form is received for each holding.

If your shareholding is purchased, the sale proceeds will be forwarded to you by RPM as soon as practicable after the Closing Time.

Australian residents who have provided Computershare with their bank account details will be paid their sales proceeds in Australian dollars by direct credit. Non-resident shareholders who do not have an account with an Australian Financial Institution or Australian shareholders who do not have bank account details recorded against their shareholding account with Computershare will be paid in Australian dollars by cheque.

RPM makes no recommendation as to whether you should participate in the Buy-Back. You should seek independent professional advice when deciding whether to retain your shares and if you have any questions on how the sale may affect you.

While RPM will pay for all costs associated with this sale, any taxation consequences arising from the sale of a less than marketable parcel under this Buy-Back will be your responsibility. Please consult your legal, financial or taxation advisor if you require information regarding possible taxation implications of the sale of less than marketable parcels under the Buy-Back.

If you require further information in respect of the Buy-Back, please contact RPM's share registry, Computershare Investor Services, on 1300 552 270 (+61 3 9415 4000) between the hours of 9.00am and 5.00pm (Brisbane time) Monday to Friday.

Yours faithfully



James O'Neill
Company Secretary
RPMGlobal Holdings Limited

What is less than marketable parcel of shares?

Under the ASX Listing Rules, any shareholding valued at less than \$500 is considered to be a 'less than marketable parcel' of shares.

As at the close of trade on the Record Date, a less than marketable parcel of shares is any shareholding of 862 RPM shares or fewer, based on the Buy-Back price of \$0.58 per share being the volume weighted average price for the five day trading period preceding the Record Date (the five day trading period concluding 7pm Monday 29 May 2017).

This represents 16,909 shares, held by 131 affected registered shareholders.

Why is RPM focusing on small shareholdings?

While RPM welcomes the support of all shareholders, those who hold a small number of shares often find it costly and difficult to dispose of their shares, and may not have access to a broker. There are also administrative costs, which apply regardless of the size of the shareholding. As such, this cost is often disproportionately high when compared with the value of small holdings.

What price will I receive for my shares?

The price that you receive for your shares under the Buy-Back is \$0.58 per share, being the volume weighted average price (VWAP) in the five trading days prior to the Buy-Back Record Date.

What is the price of RPM's shares?

The last sale price of RPM's shares on the Record Date was \$0.585.

When will I receive the proceeds of the Buy-Back?

If your shareholding is purchased, the sale proceeds will be forwarded to you by RPM as soon as practicable after the Closing Time. Payment will be made in Australian dollars (AUD).

If I buy more shares, will I retain my holding?

Yes, we will treat any top up of your registered holding to a marketable parcel of 863 shares or greater as an indication that you do not want your shares to be sold under the Buy-Back.

For a purchase to be an effective notification that you wish to retain your shares, any additional shares must be registered by 5.00pm (Brisbane time) on Wednesday 12 July 2017 under the same Securityholder Reference Number (SRN) or Holder Identification Number (HIN).

What do I need to do to retain my shares?

You have two options if you wish to keep your shares.

- (a) Sign and return your personalised Share Retention Form to:
Computershare Investor Services Pty Limited
GPO Box 52
Melbourne VIC 3001

Please ensure your completed form is received by 5.00pm (Brisbane time) on Wednesday 12 July 2017. If your completed form is received by that time, your shares will not be sold. Written instructions should be mailed to be same address if you wish to withdraw your form after you have lodged it.
- (b) Increase the number of RPM shares you hold, to a marketable parcel, by merging multiple holdings or acquiring additional RPM shares on market such that your registered holding at the Closing Time is 863 shares or greater.

What happens if I do not submit a Share Retention Form?

If your shareholding remains less than a marketable parcel of shares being 862 shares or fewer on or after 5.00pm (Brisbane time) on Wednesday 12 July 2017, all shares held under the SRN or HIN will be bought-back and cancelled by RPM.

Where can I get further information?

If you have any questions concerning your shareholding or how the Buy-Back will work, please contact our share registry, Computershare, by telephone on 1300 552 270 (from within Australia) or on +61 3 9415 4000 (from outside Australia) between the hours of 9.00am and 5.00pm (Brisbane time) Monday to Friday.

Important notes

RPM reserves the right to change any of the dates referred to in this letter by notice to the ASX.

This letter and accompanying fact sheet do not constitute advice and are not intended as a recommendation to buy, sell or hold shares, or as a recommendation that the Buy-Back is the best way to sell your shares.

The sale of shares can have tax consequences. If you are in any doubt about what to do, you should consult your independent legal, financial or taxation adviser.



By Mail:

Computershare Investor Services Pty Limited
GPO Box 52
Melbourne Victoria 3001
Australia

For all enquiries:

Phone:



(within Australia) 1 300 552 270
(outside Australia) +61 (03) 9415 4000

RUL

MR SAM SAMPLE
UNIT 123
SAMPLE STREET
SAMPLETOWN NSW 2001

Share Retention Form



If you wish to retain your shares, your form must be received by 5:00pm (Brisbane time) Wednesday 12 July 2017

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.

Step 1: Shareholding Details

Use this form if you wish to retain your shares in RPMGlobal Holdings Limited. If you have recently bought or sold shares your shareholding may differ from that shown. If you have already sold all your shares in RPMGlobal Holdings Limited, do not complete or return this form. If you have more than one shareholding on RPMGlobal Holdings Limited's register and you do not wish to sell your shares under the Small Shareholding Sale Facility, you should consider consolidating them. For further advice on how to do this, contact Computershare Investor Services Pty Limited (CIS) on the number above.

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 shareholding, please contact your Controlling Participant to notify a change of address.

Step 2: Signing Instructions

Individual: Where the shareholding is in one name, the shareholder must sign.

Joint Shareholding: Where the shareholding is in more than one name, all of the shareholders must sign.

Power of Attorney: Where signing as Power of Attorney (POA), you must attach an original certified copy of the POA to this form.

Companies: Where the shareholding is in the name of a Company, this form must be signed in accordance with the Corporations Act, either as:

- a Sole Director and Sole Company Secretary **OR** a Sole Director (if no Company Secretary exists), **OR**
- two Directors, **OR**
- a Director and Secretary.

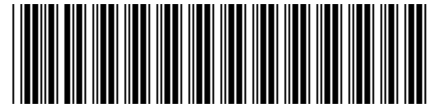
Overseas Companies: Where the shareholding is in the name of an Overseas company (companies incorporated outside Australia) the form must be signed as above, or documentation must be provided showing that the company can sign in an alternate manner.

Deceased Estate: Where the shareholding is in the name of a deceased estate, all executors must sign; and a certified copy or original, of the required documentation must accompany this form. Details of the documentation required can be found by searching "deceased estates" on our website www.computershare.com or by calling Computershare Investor Services Pty Limited on 1300 850 505 or +61 3 9415 4000. If the shareholding is in more than one name the surviving shareholder may sign the form and return it together with a certified copy of the death certificate of the other joint shareholder.

Step 3: Contact Details

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

Turn over to complete the form ➔




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I ND

Share Retention Form

STEP 1**Shareholding Details**

 For your security keep your SRN/
HIN confidential.

MR SAM SAMPLE
UNIT 123
SAMPLE STREET
SAMPLETOWN NSW 2001



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

Shares held as at Monday 29 May 2017:

2000

STEP 2**Signature of Shareholder(s)**

This section must be completed.

By signing and returning this form, in accordance with the requirements set out in 'Step 2: Signing Instructions' overleaf, I/we confirm that I/we understand that my/our **SHARES WILL NOT BE SOLD** under the Small Shareholding Sale Facility.

Individual or Shareholder 1

Sole Director and Sole Company Secretary/
Sole Director (cross out titles as applicable)

Shareholder 2

Director

Shareholder 3

Director/Company Secretary
(cross out titles as applicable)

STEP 3**Contact Details**

Contact
Name

Contact
Daytime
Telephone

Date / /

Email
Address

Privacy Notice

The personal information you provide on this form is collected by Computershare Investor Services Pty Limited (CIS), as registrar for the securities issuers (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>.