

28 September 2020

ASX Market Announcements Office
ASX Limited
20 Bridge Street
Sydney NSW 2000

Submitted via ASX Online

Dear Sir, Madam

2020 Notice of Annual General Meeting and Proxy Form

Please find **attached** for release via the ASX Market Announcements Platform a copy of the 2020 Notice of Annual General Meeting and Proxy Form being sent to shareholders today for the RPMGlobal Holdings Limited (ASX:RUL) Annual General Meeting which is to be held by **virtual** means commencing at 10am (Brisbane time) on Friday 30 October 2020.

A printed copy of the 2020 Annual Report (previously released to the market on 24 August 2020, is being mailed today to all RUL shareholders who have elected to receive a printed copy.

By Order of the Board

Kind regards



James O'Neill
Group General Counsel and Company Secretary
RPMGlobal

companysecretary@rpmglobal.com
Level 14, 310 Ann St, Brisbane QLD Australia 4000
www.rpmglobal.com

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Notice of annual general meeting

RPMGlobal Holdings Limited ACN 010 672 321

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Notice of annual general meeting

RPMGlobal Holdings Limited ACN 010 672 321

Dear Shareholders

On behalf of the Board of RPMGlobal Holdings Limited ACN 010 672 321 (the **Company**), notice is given of the 2020 Annual General Meeting (**AGM**) to be held:

Date	Friday, 30 October 2020
Time	10:00am (Brisbane time)

The Company recognises and respects the importance of the AGM to shareholders. Due to the continuing developments in relation to the coronavirus COVID-19 and the continuing guidance and restrictions on travel and large gatherings, it is not feasible or advisable for shareholders to physically attend this year's AGM.

Accordingly, the Company has adopted measures this year to allow shareholders to participate in the AGM virtually. Specifically the AGM will be made accessible to shareholders via an online platform, hosted by Lumi, that will include the ability for shareholders to ask questions in relation to the business of the meeting and to vote in real time at the meeting. These processes are set out in this notice of meeting.

The Company encourages shareholders to participate in the AGM via the online platform. Whilst shareholders will be able to vote online during the meeting via the Lumi platform, shareholders are encouraged to lodge a proxy ahead of the meeting even if they are participating online. If you are unable to attend the virtual meeting please lodge your vote online at www.investorvote.com.au.

The Company also invites shareholders to submit questions in advance of the AGM. Questions may be submitted by email to companysecretary@rpmglobal.com or by submitting an online question when voting online at www.investorvote.com.au.

How to participate in the AGM online

Shareholders may participate in the AGM via the online platform from their computer, smartphone or tablet by entering the following URL into their browser www.web.lumiagm.com/381034639.

The online platform will allow shareholders to view the meeting presentation, vote and ask questions in real-time. Further information regarding the online platform (including how to participate, vote and ask questions during the meeting) is set out in the online meeting guide which is attached to this notice.

As a technology leading business, we look forward to engaging with our shareholders in this new way and I hope that you will participate in the virtual meeting.

Yours sincerely



Ross Walker
Interim Chairman

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 2020.

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 2020 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 Stephen Baldwin)

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

- 2 'That Mr Stephen Baldwin, who was appointed by the directors to fill a casual vacancy under rule 19.3(a) of the Company's constitution and who 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.

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 21 September 2020

By order of the Board



James O'Neill
Company Secretary

Notes

- (a) The AGM will be held virtually. Shareholders may view and participate in the AGM online and vote through the virtual meeting platform provided by the Company's share registry at www.web.lumiagm.com/381034639.

Voting Entitlement

- (b) 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 Wednesday, 28 October 2020 (being no more than 48 hours prior to the commencement of the meeting).

Methods of Voting

- (c) A shareholder who is entitled to attend and cast a vote at the virtual meeting is entitled to vote in one of two ways:
- (i) by accessing the virtual meeting platform provided by the Company's share registry at www.web.lumiagm.com/381034639 and voting themselves, by attorney, or in the case of corporate shareholders, by corporate representative;
 - (ii) by appointing a proxy to vote on their behalf online at www.investorvote.com.au or by scanning the QR code on the front of the notice and access form with your mobile device.
- (d) Whilst shareholders are able to vote in real time, shareholders are encouraged to lodge a proxy ahead of time.
- (e) 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.
- (f) 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.

Participation in the Meeting

- (g) The virtual online AGM will take place at 10.00am (Brisbane time) on Friday, 30 October 2020 via the online platform available at www.web.lumiagm.com/381034639. Shareholders, proxies and corporate representatives are invited to view and participate in the meeting online by entering that address in their web browser. Detailed instructions on how to log into the platform and vote and ask questions are set out in the Online Meeting Guide attached at the back of this Notice.
- (h) To log in to, to view and participate in (including to submit votes and questions in real time during) the meeting, shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN) and password (which is the postcode of your registered address in Australia, or for overseas residents it is your 3 character country code set out in the online meeting guide attached to this notice).
- (i) Proxyholders will need their unique username and password which may be obtained by contacting the Company's Share Registry on +61 3 9414 4024 during the online registration period which will open 1 hour before the start of the meeting.
- (j) The meeting ID for the AGM is **381-034-639**.
- (k) Voting will be open until the Chairman of the AGM closes the AGM.
- (l) All resolutions will be determined by a poll. The virtual meeting platform will facilitate online voting in real time at the meeting. The results of the voting on resolutions requiring a shareholder vote at the AGM will be announced to the ASX promptly after the meeting.

Corporate Shareholders

- (m) 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.

Technical Difficulties

- (n) Should any technical difficulties arise during the course of the AGM, the Chair has discretion as to whether and how the meeting should proceed having regard to the number of shareholders impacted and the extent to which participation is affected. Where the Chair considers it appropriate, the Chair may continue to hold the meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions received by the Company. For this reason, shareholders are encouraged to lodge a proxy by no later than 10.00am (Brisbane time) on Wednesday, 28 October 2020 (48 hours prior to the commencement of the meeting) even if they plan to attend online.

Other Questions

- (o) 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.

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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 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 of resolution 3 by or on behalf of:

Resolution 3 - Additional capacity to issue shares under ASX Listing Rule 7.1A

any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except benefit solely by reason of being a holder of ordinary securities in the Company), or any associates of those persons.

Note: As at the date of dispatch of this notice of meeting, the Company is not proposing to make an issue of equity securities under ASX Listing Rule 7.1A.2. On that basis, no security holders are currently excluded from voting on resolution 3.

However, the Company need not disregard a vote cast in favour of resolution 3 if it is cast by:

- (a) a person as proxy or attorney for a person who is entitled to vote on resolution 3, in accordance with the directions given to the proxy or attorney to vote on resolution 3 in that way; or
- (b) the person chairing the meeting as proxy or attorney for a person who is entitled to vote on resolution 3, in accordance with a direction given to the person chairing the meeting to vote on resolution 3 as they decide; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on resolution 3; and
 - (ii) the holder votes on resolution 3 in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting by proxy

If you wish to appoint a proxy, to be effective, proxy nominations must be received by the Company at its registered office or received by the share registry, no later than 10.00am (Brisbane time) on Wednesday, 28 October 2020 (48 hours prior to the commencement of the meeting):

Online

You can submit your proxy online at www.investorvote.com.au. Intermediary Online subscribers (Custodians) can lodge a proxy online by visiting www.intermediaryonline.com.

If you are planning to participate in the virtual AGM, we encourage you to submit a proxy and any questions ahead of the meeting via the methods set out above.

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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 *virtually* at 10.00am (Brisbane time) on Friday, 30 October 2020 via the online platform available at www.web.lumiagm.com/381034639 (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 Friday, 23 October 2020. 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 2019 financial year was unanimously passed by a show of hands at the Company's 2019 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.

- 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: 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 nominating a proxy given in www.investorvote.com.au to direct your proxy how to vote.

Resolution 2 - Re-election of director (Mr Stephen Baldwin)

- 12 Rule 19.3(b) of the Company's constitution states that a director appointed by the directors under rule 19.3(a) to fill a casual vacancy holds office until conclusion of the next annual general meeting following his or her appointment. ASX Listing Rule 14.4 also states that a director appointed to fill a casual vacancy, or as an addition to the board of directors, must not hold office (without re-election) past the next annual general meeting of the company in question.
- 13 Mr Baldwin was appointed by the directors effective 1 July 2020 to fill a vacancy created by the resignation of previous non-executive director of the Company, Allan Brackin, on 30 June 2020. In accordance with rule 19.3(b) of the Company's constitution, Mr Baldwin retires from office and, being eligible, offers himself for re-election.
- 14 Stephen is a professional company director and currently sits on the Board of five other companies. He has extensive Board experience across multiple industries, having been a director of approximately 30 companies over the past 25 years. Stephen started his career in the early 1980's as a chartered accountant with Price Waterhouse (now PwC), where he worked in three different countries over a decade. He then went into funds management, initially with Hambro-Grantham and subsequently with Colonial First State (where he rose to become that group's Head of Private Equity).
- 15 Stephen currently represents one of Australia's larger superannuation funds (UniSuper) as a director on the Boards of three of their private market investments, being Axicom (Australia's leading provider of independently owned wireless infrastructure) and two large New Zealand based forestry businesses (Taumata and Tiaki).
- 16 Stephen is also Deputy Chair of Australian publicly listed digital financial transactions technology company Wameja Ltd (ASX:WJA) and Chairman of Lignor Ltd (a technology provider for engineered wood products).
- 17 Stephen holds a Bachelor of Commerce (Honours) from the University of Cape Town and is a qualified chartered accountant.

Directors' recommendation

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

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Special business

Resolution 3 - Additional capacity to issue equity securities

- 19 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.
- 20 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. The Company is an eligible entity as at the date of this Notice.
- 21 This Resolution 3 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 equity securities 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. The number of additional equity securities which may be issued by the Company under ASX Listing Rule 7.1A is calculated in accordance with the formula set out in ASX Listing Rule 7.1A.2. The Company will comply with its disclosure obligations under ASX Listing Rules 2.7, 3.10.3 and 7.1A.4 as required.
- 22 Whilst the Company obtained shareholder approval at its 2019 annual general meeting for the purposes of ASX Listing Rule 7.1A, no equity securities have been issued by the Company under ASX Listing Rule 7.1A.2 in the twelve months preceding the date of the AGM.
- 23 For the purposes of ASX Listing Rule 7.3A the Company provides the following information:

<p>Statement of the period for which the approval will be valid (ASX Listing Rule 7.3A.1)</p>	<p>This approval under ASX Listing Rule 7.1A commences on the date of the AGM (30 October 2020) and expires 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 2021); the time and date of the Company's next annual general meeting; or the time and 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, <p>(Enhanced Placement Period).</p>
<p>Minimum price at which the equity securities may be issued under ASX Listing Rule 7.1A.2 (ASX Listing Rule 7.3A.2)</p>	<p>Each equity security issued under ASX Listing Rule 7.1A.2 must be in an existing quoted class of the Company's equity securities and issued for cash consideration which is not less than 75% of the volume weighted average price for securities in that class, calculated over the 15 trading days on which trades in that class where 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 by the Company and the recipient of the securities; or if the securities are not issued within 10 trading days of that date, the date on which the securities are issued.
<p>Purposes for which the funds raised by an issue of equity securities under ASX Listing Rule 7.1A.2 may be used (ASX Listing Rule 7.3A.3)</p>	<p>Securities issued under ASX Listing Rule 7.1A.2 can only be issued for cash consideration.</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.2 will be applied towards general working capital requirements, product development, or as consideration for strategic investments or acquisitions by the Company.</p>

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Risk of economic and voting dilution (ASX Listing Rule 7.3A.4)	<p>An issue of equity securities under ASX Listing Rule 7.1A.2 involves the risk of economic and voting dilution for existing ordinary security holders, including the risk that:</p> <ul style="list-style-type: none"> • the market price for equity securities in that class 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 those equity securities on the issue date. <p>A table describing the notional possible dilution, based upon various assumptions as stated, is set out below.</p>
Details of the Company's allocation policy for issues under ASX Listing Rule 7.1A.2 (ASX Listing Rule 7.3A.5)	<p>The Company does not currently know the nature of the capital raising which may be conducted in reliance on ASX Listing Rule 7.1A.2 (if any). No allocation policy has therefore been determined.</p> <p>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.</p> <p>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.</p>
Issues of equity securities under ASX Listing Rule 7.1A.2 in the 12 months preceding the date of the AGM (ASX Listing Rule 7.3A.6)	<p>As set out at paragraph 22 above, whilst the Company obtained shareholder approval at its 2019 annual general meeting for the purposes of ASX Listing Rule 7.1A, no equity securities have been issued by the Company under ASX Listing Rule 7.1A.2 in the twelve months preceding the date of the AGM.</p>

24 The table below shows two examples where variable "A" has increased, by 50% and 100%. Variable "A" has been calculated in accordance with the formula set out in ASX Listing Rule 7.1A.2 as at the date of this Notice (which in the Company's case, equates to the current issued share capital of the Company as at the date of this 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 an issue of securities under the Company's employee share scheme previously approved by security holders at the 2019 AGM or 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 ASX Listing Rule 7.1A.2		Dilution		
		\$0.558 50% decrease in issue price	\$1.115 issue price	\$2.230 100% increase in issue price
Current Variable A	10% Voting Dilution	22,844,850	22,844,850	22,844,850
228,448,507 shares	Funds raised	\$12,736,004	\$25,472,008	\$50,944,016
50% increase in current Variable A	10% Voting Dilution	34,136,276	34,267,276	34,267,276
342,672,760 shares	Funds raised	\$19,104,006	\$38,208,013	\$76,416,025
100% increase in current Variable A	10% Voting Dilution	45,515,035	45,689,701	45,689,701
456,897,014 shares	Funds raised	\$25,472,008	\$50,944,017	\$101,888,033

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- 26 The table has been prepared on the assumptions set out below:
- (a) The Company issues the maximum number of shares available under the ASX Listing Rule 7.1A approval.
 - (b) No options are exercised to convert into shares before the date of the issue of the shares available under ASX Listing Rule 7.1A.
 - (c) 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%.
 - (d) 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.
 - (e) 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.
 - (f) The issue of equity securities under ASX Listing Rule 7.1A consists only of ordinary shares in the Company.
 - (g) The issue price is \$1.115, being the closing price of the shares on ASX on 18 September 2020.

Directors' recommendation

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



RPMGLOBAL

ABN 17 010 672 321

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (Brisbane time) Wednesday, 28 October 2020.**

RPMGlobal Holdings Limited Annual General Meeting

This year, as part of the Australian Government's response to the Coronavirus crisis, temporary modifications have been made to the *Corporations Act 2001* under the *Corporations (Coronavirus Economic Response) Determination (No. 3) 2020*. These modifications allow notices of meeting, and other information regarding a meeting to be provided online where it can be viewed and downloaded. We are relying on technology to facilitate shareholder engagement and participation in the meeting. Details of where you can access the notice of meeting, lodge a proxy and participate in the meeting are contained in this letter.

Meeting date and location:

The Annual General Meeting of RPMGlobal Holdings Limited will be a virtual meeting, which will be conducted online on Friday, 30 October 2020 at 10:00am (Brisbane time).

Attending the meeting online:

If you choose to participate online on the day of the meeting you will be able to view a live webcast of the meeting, ask the Directors questions online and submit your vote in real time.

To participate online you will need to visit web.lumiagm.com/381034639 on your smartphone, tablet or computer.

You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge or Firefox. Please ensure your browser is compatible. For further instructions on how to participate online please view the online meeting user guide at: <https://www.rpmglobal.com/investor-centre>.

Items of Business:

Discussions and questions regarding the 30 June 2020 financial, directors and auditors reports

Resolution 1 - Directors' remuneration report

Resolution 2 - Re-election of director (Mr Stephen Baldwin)

Resolution 3 - Additional capacity to issue equity securities

Access the meeting documents and lodge your proxy online:

Online:

Access the meeting documents and lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com



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



RPMGLOBAL

ABN 17 010 672 321

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (Brisbane time) Wednesday 28 October 2020.**

Proxy Form

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.

Lodge your Proxy Form:

Online:

Use your computer or smartphone to appoint your proxy and vote at www.investorvote.com.au or scan your personalised QR code below using your smartphone.

Your secure access information is



Control Number: 999999

SRN/HIN: I999999999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

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

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



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

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.

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

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 online at web.lumiagm.com/381034639 on Friday, 30 October 2020 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 in step 2) 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.

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 Stephen Baldwin)	<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"/>
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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.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 <input type="text"/>	Securityholder 2 <input type="text"/>	Securityholder 3 <input type="text"/>	/ / Date
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	

Update your communication details *(Optional)*

Mobile Number <input type="text"/>	Email Address <input type="text"/>
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By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically



Computershare



Online meeting guide

Getting started

If you choose to participate online you will be able to view a live webcast of the meeting, ask the Directors questions online and submit your votes in real time. To participate online visit <https://web.lumiagm.com> on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge or Firefox. Please ensure your browser is compatible.

To log in, you must have the following information:

Meeting ID

Meeting ID as provided in the Notice of Meeting.

Australian residents

- > **Username** (SRN or HIN) and
- > **Password** (postcode of your registered address).

Overseas Residents

- > **Username** (SRN or HIN) and
- > **Password** (three-character country code) e.g. New Zealand - NZL; United Kingdom - GBR; United States of America - USA; Canada - CAN.

A full list of country codes is provided at the end of this guide.

Appointed Proxies

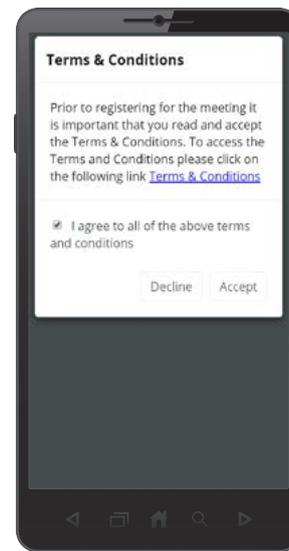
To receive your unique username and password, please contact Computershare Investor Services on +61 3 9415 4024 during the online registration period which will open 1 hour before the start of the meeting.

Participating at the meeting

- 1 To participate in the meeting you will be required to enter the unique 9-digit Meeting ID as provided in the Notice of Meeting.



- 2 To proceed into the meeting, you will need to read and accept the Terms & Conditions



Icon descriptions



Voting icon, used to vote. Only visible when the Chair opens the poll.



Home page icon, displays meeting information.



Questions icon, used to ask questions.



The broadcast bar allows you to view and listen to the proceedings.

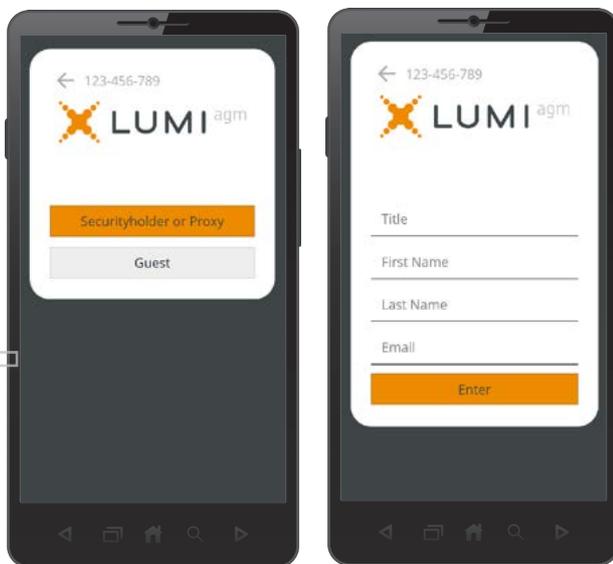
- 3 To register as a securityholder, select 'Securityholder or Proxy' and enter your SRN or HIN and Postcode or Country Code.**



- 4 To register as a proxyholder, select 'Securityholder or Proxy' and you will need your username and password as provided by Computershare. In the SRN or HIN field enter your username and in the Postcode or Country Code field enter your password.**



- 5 To register as a guest, select 'Guest' and enter your name and email address.**



- 6 Once logged in, you will see the home page, which displays the meeting title and name of the registered securityholder or nominated proxy.**

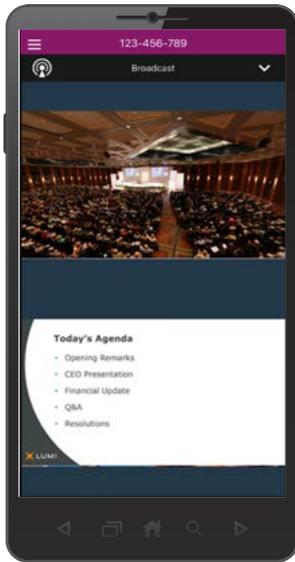


Icon descriptions

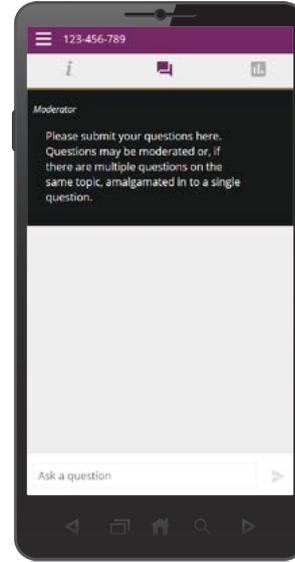
-  Voting icon, used to vote. Only visible when the Chair opens the poll.
-  Home page icon, displays meeting information.
-  Questions icon, used to ask questions.
-  The broadcast bar allows you to view and listen to the proceedings.

For personal use only

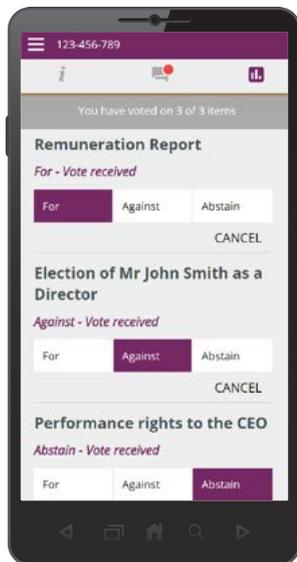
- 7 To view the webcast you must tap the broadcast arrow on your screen and press the play button. Toggle between the up and down arrow to switch between screens.



- 8 To ask a question tap on the question icon , type your question in the chat box at the bottom of the screen and select the send icon. Confirmation that your message has been received will appear.



- 9 When the Chair declares the poll open:
- > A voting icon  will appear on screen and the meeting resolutions will be displayed
 - > To vote, tap one of the voting options. Your response will be highlighted
 - > To change your vote, simply press a different option to override
- The number of items you have voted on or are yet to vote on, is displayed at the top of the screen. Votes may be changed up to the time the Chair closes the poll.



Icon descriptions

-  Voting icon, used to vote. Only visible when the Chair opens the poll.
-  Home page icon, displays meeting information.
-  Questions icon, used to ask questions.
-  The broadcast bar allows you to view and listen to the proceedings.

For Assistance
If you require assistance before or during the meeting please call +61 3 9415 4024

For personal use only

COUNTRY CODES

Select your country code from the list below and enter it into the 'Postcode or Country Code' field.

ABW ARUBA	DEU GERMANY	KHM CAMBODIA	PRK KOREA DEM PEOPLES REPUBLIC OF	TJK TAJIKISTAN
AFG AFGHANISTAN	DJI DJIBOUTI	KIR KIRIBATI	PRT PORTUGAL	TKL TOKELAU
AGO ANGOLA	DMA DOMINICA	KNA ST KITTS AND NEVIS	PRY PARAGUAY	TKM TURKMENISTAN
AIA ANGUILLA	DNK DENMARK	KOR KOREA REPUBLIC OF	PSE PALESTINIAN TERRITORY OCCUPIED	TLS EAST TIMOR
ALA ALAND ISLANDS	DOM DOMINICAN REPUBLIC	KWT KUWAIT	PYF FRENCH POLYNESIA	TMP EAST TIMOR
ALB ALBANIA	DZA ALGERIA	LAO LAO PDR	QAT QATARPL NEPAL	TON TONGA
AND ANDORRA	ECU ECUADOR	LBN LEBANON	NRU NAURU	TTO TRINIDAD & TOBAGO
ANT NETHERLANDS ANTILLES	EGY EGYPT	LBR LIBERIA	NZL NEW ZEALAND	TKM TURKMENISTAN
ARE UNITED ARAB EMIRATES	ERI ERITREA	LBY LIBYAN ARAB JAMAHIRIYA	OMN OMAN	TLS EAST TIMOR DEMOCRATIC REP OF
ARG ARGENTINA	ESH WESTERN SAHARA	LCA ST LUCIA	PAK PAKISTAN	TMP EAST TIMOR
ARM ARMENIA	ESP SPAIN	LIE LIECHTENSTEIN	PAN PANAMA	TON TONGA
ASM AMERICAN SAMOA	EST ESTONIA	LKA SRI LANKA	PCN PITCAIRN ISLANDS	TTO TRINIDAD & TOBAGO
ATA ANTARCTICA	ETH ETHIOPIA	LSO LESOTHO	PER PERU	TZA TANZANIA UNITED REPUBLIC OF
ATF FRENCH SOUTHERN TERRITORIES	FIN FINLAND	LTU LITHUANIA	PHL PHILIPPINES	UGA UGANDA
ATG ANTIGUA AND BARBUDA	FLK FALKLAND ISLANDS (MALVINAS)	LUX LUXEMBOURG	PLW PALAU	UKR UKRAINE
AUS AUSTRALIA	FRA FRANCE	LVA LATVIA	PNG PAPUA NEW GUINEA	UMI UNITED STATES MINOR OUTLYING
AUT AUSTRIA	FRO FAROE ISLANDS	MAC MACAO	POL POLAND	URY URUGUAY
AZE AZERBAIJAN	FSM MICRONESIA	MAF ST MARTIN	PRI PUERTO RICO	USA UNITED STATES OF AMERICA
BDI BURUNDI	GAB GABON	MAR MOROCCO	PRK KOREA DEM PEOPLES REPUBLIC OF	UZB UZBEKISTAN
BEL BELGIUM	GBR UNITED KINGDOM	MCO MONACO	PRT PORTUGAL	VAT HOLY SEE (VATICAN CITY STATE)
BEN BENIN	GEO GEORGIA	MDA MOLDOVA REPUBLIC OF	PRY PARAGUAY	VCT ST VINCENT & THE GRENADINES
BFA BURKINA FASO	GGY GUERNSEY	MDG MADAGASCAR	PSE PALESTINIAN TERRITORY OCCUPIED	VEN VENEZUELA
BGD BANGLADESH	GHA GHANA	MDV MALDIVES	PYF FRENCH POLYNESIA	VGB BRITISH VIRGIN ISLANDS
BGR BULGARIA	GIB GIBRALTAR	MEX MEXICO	QAT QATAR	VIR US VIRGIN ISLANDS
BHR BAHRAIN	GIN GUINEA	MHL MARSHALL ISLANDS	REU REUNION	VNM VIETNAM
BHS BAHAMAS	GLP GUADELOUPE	MKD MACEDONIA FORMER YUGOSLAV REP	ROU ROMANIA	VUT VANUATU
BIH BOSNIA & HERZEGOVINA	GMB GAMBIA	MLI MALI	RUS RUSSIAN FEDERATION	WLF WALLIS AND FUTUNA
BLM ST BARTHELEMY	GNB GUINEA-BISSAU	MLT MALTA	RWA RWANDA	WSM SAMOA
BLR BELARUS	GNQ EQUATORIAL GUINEA	MMR MYANMAR	SAU SAUDI ARABIA KINGDOM OF	YEM YEMEN
BLZ BELIZE	GRC GREECE	MNE MONTENEGRO	SCG SERBIA AND MONTENEGRO	YMD YEMEN DEMOCRATIC
BMU BERMUDA	GRD GRENADA	MNG MONGOLIA	SDN SUDAN	YUG YUGOSLAVIA SOCIALIST FED REP
BOL BOLIVIA	GRL GREENLAND	MNP NORTHERN MARIANA ISLANDS	SEN SENEGAL	ZAF SOUTH AFRICA
BRA BRAZIL	GTM GUATEMALA	MOZ MOZAMBIQUE	SGP SINGAPORE	ZAR ZAIRE
BRB BARBADOS	GUF FRENCH GUIANA	MRT MAURITANIA	SGS STH GEORGIA & STH SANDWICH ISL	ZMB ZAMBIA
BRN BRUNEI DARUSSALAM	GUM GUAM	MSR MONTSERRAT	SHN ST HELENA	ZWE ZIMBABWE
BTN BHUTAN	GUY GUYANA	MTQ MARTINIQUE	SJM SVALBARD & JAN MAYEN	
BUR BURMA	HKG HONG KONG	MUS MAURITIUS	SLB SOLOMON ISLANDS	
BVT BOUVET ISLAND	HMD HEARD AND MCDONALD ISLANDS	MWI MALAWI	SLE SIERRA LEONE	
BWA BOTSWANA	HND HONDURAS	MYS MALAYSIA	SLV EL SALVADOR	
BLR BELARUS	HRV CROATIA	MYT MAYOTTE	SMR SAN MARINO	
CAF CENTRAL AFRICAN REPUBLIC	HTI HAITI	NAM NAMIBIA	SOM SOMALIA	
CAN CANADA	HUN HUNGARY	NCL NEW CALEDONIA	SPM ST PIERRE AND MIQUELON	
CCK COCOS (KEELING) ISLANDS	IDN INDONESIA	NER NIGER	SRB SERBIA	
CHE SWITZERLAND	IMN ISLE OF MAN	NFK NORFOLK ISLAND	STP SAO TOME AND PRINCIPE	
CHL CHILE	IND INDIA	NGA NIGERIA	SUR SURINAME	
CHN CHINA	IOT BRITISH INDIAN OCEAN TERRITORY	NIC NICARAGUA	SVK SLOVAKIA	
CIV COTE D'IVOIRE	IRL IRELAND	NIU NIUE	SVN SLOVENIA	
CMR CAMEROON	IRN IRAN ISLAMIC REPUBLIC OF	NLD NETHERLANDS	SWE SWEDEN	
COD CONGO DEMOCRATIC REPUBLIC OF	IRQ IRAQ	NOR NORWAY	SWZ SWAZILAND	
COG CONGO PEOPLES REPUBLIC OF	ISL ICELAND	PL NEPAL	SYC SEYCHELLES	
COK COOK ISLANDS COL COLOMBIA	ISM BRITISH ISLES	NRU NAURU	SYR SYRIAN ARAB REPUBLIC	
COM COMOROS	ISR ISRAEL	NZL NEW ZEALAND	TCA TURKS AND CAICOS ISLANDS	
CPV CAPE VERDE	ITA ITALY	OMN OMAN	TCO CHAD	
CRI COSTA RICA	JAM JAMAICA	PAK PAKISTAN	TGO TOGO	
CUB CUBA	JEY JERSEY	PAN PANAMA	THA THAILAND	
CXR CHRISTMAS ISLAND	JOR JORDAN	PCN PITCAIRN ISLANDS		
CYM CAYMAN ISLANDS	JPN JAPAN	PER PERU		
CYP CYPRUS	KAZ KAZAKHSTAN	PHL PHILIPPINES		
CZE CZECH REPUBLIC	KEN KENYA	PLW PALAU		
	KGZ KYRGYZSTAN	PNG PAPUA NEW GUINEA		
		POL POLAND		
		PRI PUERTO RICO		