

Notice of annual general meeting

RPMGlobal Holdings Limited ACN 010 672 321

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Notice of annual general meeting

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

Location	Level 2, 295 Ann Street, Brisbane, Queensland, Australia 4000
Date	Tuesday, 15 October 2019
Time	10:00am (Brisbane time)

Ordinary Business

Financial statements and reports

To receive and consider the Company's financial reports and the reports of the directors and the auditor for the financial year ended 30 June 2019.

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 2019 be adopted.'

Note: This resolution will be decided as if it were an ordinary resolution, but under section 250R(3) of the Corporations Act, the vote on this resolution is advisory only and does not bind the directors or the Company.

Note: Key Management Personnel (as that term is defined in the Corporations Act) (**KMP**) whose remuneration details are contained in the remuneration report (and their closely related parties) are restricted from voting on this resolution under section 250R(4) of the Corporations Act.

Resolution 2 - Re-election of director

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

- 2 'That Mr Ross Walker, who retires by rotation under rule 19.4(a) of the Company's constitution, and being eligible, be re-elected as a director of the Company.'

Note: Information about the candidate appears in the Explanatory Memorandum.

Special business

Resolution 3 - Approval of employee incentive scheme

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

- 3 'That the issue of securities in the Company under the RPMGlobal Holdings Limited share option plan, as described in the Explanatory Memorandum, be approved for the purposes of ASX Listing Rule 7.2, exception 9 and all other purposes.'

Resolution 4 - Additional capacity to issue equity securities

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

- 4 '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 10 September 2019

By order of the Board



James O'Neill
Company Secretary

Notes

- (a) A shareholder who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- (b) The proxy need not be a shareholder of the Company. A shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- (c) If you wish to appoint a proxy and are entitled to do so, then complete and return the attached proxy form.
- (d) KMP or their closely related parties (as defined in the Corporations Act) appointed as a proxy must not vote on a resolution connected directly or indirectly with the remuneration of KMP if the proxy is undirected unless:
 - (i) the proxy is the person chairing the meeting; and
 - (ii) the proxy appointment expressly authorises the person chairing the meeting to vote undirected proxies on that resolution.
- (e) A corporation may elect to appoint a representative in accordance with the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.
- (f) The Company has determined under regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that for the purpose of voting at the meeting or adjourned meeting, securities are taken to be held by those persons recorded in the Company's register of shareholders as at 6.00pm (Brisbane time) on Sunday, 13 October 2019 (being no more than 48 hours prior to the commencement of the meeting).
- (g) If you have any queries on how to cast your votes then please call or email James O'Neill, Company Secretary of the Company on +61 7 3100 7200 or companysecretary@rpmglobal.com during business hours.

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.

Resolution 3 - Approval of Employee Incentive Scheme

The Company will disregard votes cast by Key Management Personnel or their closely related parties or by those persons as proxy where the appointment does not specify the way the proxy is to vote on the resolutions (i.e. for, against, abstain). However, in accordance with section 250BD(2) of the Corporations Act, the Company need not disregard a vote on the resolution if the votes are cast by Chairman of the AGM and the appointment of the Chairman as proxy expressly authorises the Chairman to exercise the proxy even if the resolutions are connected directly or indirectly with the remuneration of a member of the KMP.

ASX Listing Rules

Pursuant to the requirements of ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of the resolution by or on behalf of:

- | | |
|--|---|
| Resolution 3 - Approval of employee incentive scheme | any director of the Company or any of their associates. |
| Resolution 4 - Approval of additional capacity to issue shares under ASX Listing Rule 7.1A | a 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: Under ASX Listing Rule 14.11.1 and the notes under that rule about ASX Listing Rule 7.1A, as at the date of this notice of meeting it is not known who may participate in the proposed issue (if any). On that basis, no security holders are currently excluded. |

However, the Company need not disregard a vote if it is cast by:

- (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy voting form; or
- (b) the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Voting by proxy

If you wish to appoint a proxy, to be effective, proxy forms must be received by the Company at its registered office or received by the share registry, no later than 10.00am (Brisbane time) on Sunday, 13 October 2019 (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.

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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 at **10.00am** (Brisbane time) on **Tuesday, 15 October 2019** at Level 2, 295 Ann Street, Brisbane, Queensland, 4000, Australia (**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 Tuesday, 8 October 2019. 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 2018 financial year was unanimously passed by a show of hands at the Company's 2018 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: As detailed on the proxy form, if you appoint the Chairman as your proxy, and you do not provide voting directions, the Chairman is entitled to cast your vote in accordance with his stated intentions, even though the resolution is connected directly or indirectly with the remuneration of a member of the KMP. The Chairman intends to vote all available proxies in favour of this resolution.

If you appoint another director or member of the KMP as your proxy for this resolution, you MUST direct your proxy how to vote, otherwise your vote will not be counted. Follow the instructions on the proxy form to direct your proxy how to vote.

Resolution 2 - Re-election of director (Mr Ross Walker)

- 12 Rule 19.4(a) of the Company's current constitution requires that, at every annual general meeting, the Company must hold an election of directors. No director who is not a managing director may hold office without re-election beyond the third annual general meeting at which that director was last elected or re-elected.
- 13 The director to retire under rule 19.4(a) is the director who has been in office the longest since last being elected or re-elected. Under rule 19.4(d), as between directors who were elected on the same day, the directors to retire (in default of agreement between them) determined by a ballot. The length of time a director has been in office is calculated from the director's last election or appointment.
- 14 ASX Listing Rule 14.4 also restricts a director (other than a company's managing director) from holding office (without re-election) past the third annual general meeting following the director's last appointment or re-election (as the case may be) or three years, whichever is longer. ASX Listing Rule 14.5 further requires that an election of directors be held at each annual general meeting.
- 15 Mr. Walker, who was last re-elected by shareholders on 24 November 2016, hereby retires from office under rule 19.4(a) of the Company's constitution and, being eligible, stands for re-election.
- 16 Originally appointed to the Company's board in March 2007, and most recently elected by shareholders in the 2016 annual general meeting, Ross is also a non-executive director of Wagners Holding Company Ltd (ASX: WGN) and was previously a partner of Pitcher Partners (Chartered Accountants) in Brisbane, having joined them in 1995. Ross has held previous roles at Arthur Andersen, having worked locally and in various offices throughout the United States of America.
- 17 In addition, Ross has experience in corporate finance, auditing, valuations and capital raisings.
- 18 Ross holds a Bachelor of Commerce from the University of Queensland and is a member of the Institute of Chartered Accountants

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Directors' recommendation

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

Special business

Resolution 3 - Approval of employee incentive schemes

- 20 ASX Listing Rule 7.1 prohibits the Company issuing equity securities which, in aggregate, exceed 15% of the fully paid ordinary share capital of the Company in any 12 month period.
- 21 ASX Listing Rule 7.2 exception 9 provides that ASX Listing Rule 7.1 does not apply to the issue of securities by the Company under an employee incentive scheme if the scheme was established before the entity listed and a summary of the terms were included in the prospectus, or if the scheme has been approved by shareholders within three years from the date of issue of the relevant securities (provided the notice of meeting contains certain mandatory disclosures). In particular, the notice of meeting is required to include a summary of the terms of the scheme, the number of securities issued under the scheme since the date of the last approval, and the applicable voting exclusion statement.
- 22 The Company's existing Share Option Plan was summarised and approved by shareholders at the Company's 2016 AGM.
- 23 A summary of the current status of Options granted under this plan (since it was last approved by the Company's shareholders on 24 November 2016) to the date of this notice (10 September 2019) is as follows:

OPTIONS GRANT	Exercise Price	Originally Granted	Lapsed / Forfeited / Expired	Exercised	Vested and un-exercised	Yet to Vest	Current on Issue
29 Nov 2016 Grant (Vesting in 3 tranches (29 Nov 17, 29 Nov 18 & 29 Nov 19) Expires 29 Nov 2021	\$0.54	1,200,000	(433,334)	(266,666)	333,330	166,670	500,000
9 Feb 2017 Grant (Vesting in 3 tranches (9 Feb 18, 9 Feb 19 & 9 Feb 20) Expires 9 Feb 2022	\$0.59	3,000,000	(670,000)	-	1,619,978	776,688	2,330,000
8 Jun 2017 Grant (Vesting in 3 tranches (8 Jun 18, 8 Jun 19 & 8 Jun 20) Expires 8 Jun 2022	\$0.57	340,000	(50,000)	-	193,330	96,670	290,000
19 Sep 2017 Grant (Vesting in 3 tranches (19 Sep 18, 19 Sep 19 & 19 Sep 20) Expires 19 Sep 2022	\$0.67	575,000	(575,000)	-	-	-	-
31 Oct 2017 Grant (Vesting in 3 tranches (31 Oct 18, 31 Oct 19 & 31 Oct 20) Expires 31 Oct 2022	\$0.77	3,570,000	(915,001)	-	951,658	1,703,341	2,555,000
15 Mar 2018 Grant (Vesting in 3 tranches (15 Mar 19, 15 Mar 20 & 15 Mar 21) Expires 15 Mar 2023	\$0.67	620,000	(200,000)	-	140,003	279,997	420,000
13 Sep 2018 Grant (Vesting in 3 tranches (13 Sep 19, 13 Sep 20 & 13 Sep 21) Expires 13 Sep 2023	\$0.61	3,855,166	(450,000)	-	-	3,405,166	3,405,166
14 Dec 2018 Grant (Vesting in 3 tranches (14 Dec 19, 14 Dec 20	\$0.58	943,000	(50,000)	-	-	893,000	893,000

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OPTIONS GRANT	Exercise Price	Originally Granted	Lapsed / Forfeited / Expired	Exercised	Vested and un-exercised	Yet to Vest	Current on Issue
& 14 Dec 21) Expires 14 Dec 2023							
15 Mar 2019 Grant (Vesting in 3 tranches (15 Mar 20, 15 Mar 21 & 15 Mar 22) Expires 15 Mar 2024	\$0.58	1,380,000	(100,000)	-		1,280,000	1,280,000
7 Jun 2019 Grant (Vesting in 3 tranches (7 Jun 20, 7 Jun 21 & 7 Jun 22) Expires 7 Jun 2024	\$0.60	300,000	-	-		300,000	300,000
TOTAL		15,783,166	(3,543,334)	(266,666)	3,071,634	8,901,532	11,973,166

- 24 The Board considers a long term incentive plan to be a key part of the Company's remuneration strategy and to assist in the alignment of shareholder, director and employee interests.
- 25 This resolution proposes that shareholders consider and approve the terms of the RPMGlobal Holdings Limited Share Option Plan (RUL Plan) in accordance with ASX Listing Rule 7.2, exception 9, which will enable securities issued under the RUL Plan in the course of the next three years to be excluded from the Company's 15% placement capacity for the purpose of ASX Listing Rule 7.1.
- 26 The following information is included for compliance with ASX Listing Rule 7.2, exception 9.

Overview of RUL Plan

- 27 All new option grants determined by the Board (assuming this resolution of is passed by the Company's shareholders) will be issued under the terms of the existing RUL Plan approved by shareholders at the 2016 AGM (unamended) and further summarised for completeness again below.
- 28 No issues of securities to directors can be made under the RUL Plan without separate shareholder approval under the ASX Listing Rules.
- 29 A summary of the RUL Plan rules is as follows:
- Eligibility / Participation** - Any employee, director, officer, or executive (or their approved 'permitted nominee') of the Company or any related body corporate of the Company, who is determined by the Board to be eligible to participate in the RUL Plan, may participate. A permitted nominee includes a company controlled by the employee, a trust in which the employee has, or may have entitlements or such other entity as approved by the Board.
 - Grant of Options** - All options are to be offered to eligible employees for no consideration. The offer must be in writing and specify amongst other things, the number of options for which the eligible employee may apply, the period within which the options may be exercised, any conditions to be satisfied before exercise, the option expiry date and the exercise price of the options, as determined by the Board. The Board can impose any restrictions on the exercise of options as it considers fit.
 - Vesting Criteria and Dates** - consistent with the current plan terms (and as summarised in the Company's IPO prospectus) the rules of the RUL Plan enable the Board to determine the applicable vesting criteria and to set a timetable for vesting of options in the Offer Document, including vesting in tranches over a defined period. The Board has the discretion on whether or not to set performance hurdles for vesting or to link vesting solely to a defined service period in order to drive key staff retention and reward longevity of service.
 - Exercise** - An option may be exercised subject to the employee continuing to be employed at the relevant vesting dates, by the participant giving a signed notice to

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the Company and paying the exercise price in full. The Company will apply for official quotation of any shares issued on exercise of any options.

- (e) **Exercise Price** - the rules of the plan allow the Board to set the exercise price per Option in the Offer Document.
- (f) **Lapse and Expiry of Options** - Subject to the accelerated expiry terms set out in the plan (detailed below), options will expire five years after the date of grant subject to the option holder remaining employed by the Company. Unexercised options will automatically lapse upon expiry. Unless determined otherwise by the Board, in the event of stated events detailed in the plan, including termination of employment or resignation, redundancy, death or disablement or in the event of a change of control of an employee's permitted nominee, unvested options shall lapse and the expiry date of any vested options will be adjusted in accordance with the accelerated timetables set out in the RUL Plan rules (subject to the Board's discretion to extend the term of exercise in restricted cases).
- (g) **Rights of Participants** - Once shares are allotted upon exercise of the options the participant will hold the shares free of restrictions. The shares will rank equally for dividends declared on or after the date of issue but will carry no right to receive any dividend before the date of issue. Should the Company undergo a reorganisation or reconstruction of capital or any other such change, the terms of the options (including number or exercise price or both) will be correspondingly changed to the extent necessary to comply with the ASX Listing Rules. With this exception, the terms for the exercise of each Option remains unchanged. In the event of a change of control of the Company, all options will vest immediately and may be exercised by the employee (regardless of whether the vesting conditions have been satisfied). A holder of options is not entitled to participate in dividends, a new or bonus issue of shares or other securities made by the Company to Shareholders merely because he or she holds options.
- (h) **Assignment** - the Options are not transferable, assignable or able to be encumbered, without Board consent and the options will immediately lapse upon any assignment, transfer or encumbrance, with the exception of certain dealings in the event of death of the option holder.
- (i) **Administration** - The RUL Plan will be administered by the Board which has an absolute discretion to determine appropriate procedures for its administration and resolve questions of fact or interpretation and formulate terms and conditions (subject to the ASX Listing Rules) in addition to those set out in the RUL Plan.
- (j) **Termination and Amendment** - The RUL Plan may be terminated or suspended at any time by the Board. Subject to the ASX Listing Rules, the RUL Plan may be amended or modified at any time by the Board, except where the amendment reduces the rights of the holders of options. No addition, amendment or variation to the RUL Plan may be made if it would reduce the rights of any eligible participant (subject to the eligible participant giving his or her prior written consent to the addition, amendment or variation), unless the amendment was introduced primarily for the purpose of complying with applicable legislation, for the purpose of complying with the Corporations Act, the ASX Listing Rules or any other application law, requirement or policy, or for the purpose of correcting any manifest error or mistake. Subject to the above, the Board may waive or vary the application of the RUL Plan rules in relation to any eligible employee at any time.

Directors' recommendation

- 30 The directors abstain, in the interests of corporate governance, from making a recommendation in relation to this resolution.

Note: The Chairman intends to vote all available proxies in favour of this resolution.

If you appoint another director or member of the key management personnel as your proxy for this resolution, you MUST direct your proxy how to vote, otherwise your vote will not be counted. Follow the instructions on the proxy form to direct your proxy how to vote.

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Resolution 4 - Additional capacity to issue equity securities

- 31 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.
- 32 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.
- 33 The Company is an eligible entity as at the date of this Notice and must remain compliant with the requirements of ASX Listing Rule 7.1A to be able to utilise the additional capacity to issue shares under ASX Listing Rule 7.1A.
- 34 This Resolution 4 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 shares 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.
- 35 Whilst the Company obtained shareholder approval at its 2018 annual general meeting to issue securities under ASX Listing Rule 7.1A, no securities have been issued by the Company under ASX Listing Rule 7.1A in the twelve months immediately preceding the date of the AGM.
- 36 For the purposes of ASX Listing Rule 7.3A the Company provides the following information:

<p>Minimum price at which the equity securities may be issued (ASX Listing Rule 7.3A.1)</p>	<p>The issue price of each share must not be discounted by more than 25% (issue price must be no less than 75%) of the volume weighted average price for the shares calculated over the 15 trading days on which trades in that class were 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; or if the securities are not issued within five trading days of that date, the date on which the securities are issued.
<p>Risk of economic and voting dilution (ASX Listing Rule 7.3A.2)</p>	<p>An issue of shares under ASX Listing Rule 7.1A involves the risk of economic and voting dilution for existing ordinary security holders. The risks include:</p> <ul style="list-style-type: none"> the market price for shares may be significantly lower on the issue date than on the date of the approval under ASX Listing Rule 7.1A; and the equity securities may be issued at a price that is at a discount to the market price for the shares on the issue date. <p>A table describing the notional possible dilution, based upon various assumptions as stated, is set out below.</p>
<p>Date by which the Company may issue the securities (ASX Listing Rule 7.3A.3)</p>	<p>The period commencing on the date of the AGM (15 October 2019) and expiring 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 (15 October 2020); and the date of the approval by holders of the Company's ordinary securities of a transaction under ASX Listing Rule 11.1.2 or 11.2, (Enhanced Placement Period).

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Purposes for which the equity securities may be issued, including whether the Company may issue them for non-cash consideration (ASX Listing Rule 7.3A.4)

It is the 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 will be applied towards general working capital requirements, product development, or as consideration for strategic investments or acquisitions by the Company.

The Company reserves the right to issue shares for non-cash consideration. 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. If the issue is made in connection with the acquisition of assets, the allottees may be the sellers of those assets.

Details of the Company's allocation policy for issues under the approval (ASX Listing Rule 7.3A.5)

The Company does not currently know the nature of the capital raising which may be conducted in reliance on ASX Listing Rule 7.1A (if any). No allocation policy has therefore been determined.

Consistent with prior capital raisings, the Company will consider the most timely and cost effective sources of capital to achieve its commercial objectives, as well as prioritising issues to parties which may assist in strengthening the Company's share register or market standing and in turn, potentially its objective of delivering an increase in share price.

Issues of equity securities in the 12 months preceding the date of the AGM (ASX Listing Rule 7.3A.6)

As set out in the below table, a total number of 2,914,666 equity securities have been issued in the 12 months preceding the date of the AGM, representing approximately 1.24% of the total number of issued equity securities on issue as at 15 October 2019.*

Number of RPM equity securities issued in the 12 months preceding the date of the AGM (15 October 2019) *	The number of issued equity securities as a percentage of equity securities on issue as at 15 October 2019 *
291,666 Ordinary shares *	0.12%
2,623,000 Options	1.11%

Date of issue	Number of RPM equity securities issued *	Class of equity securities issued	Names of persons to whom RPM issued equity securities or basis on which those persons were determined	Issue price & discount (if any) on closing market price on date of issue	Total cash consideration	Total non-cash consideration
14/12/2018	943,000	Options	Eligible Holders under the RPM ESOP	N/A – options issued for nil consideration	N/A	N/A
25/01/2019	166,666	Ordinary Shares	Exercise of options issued to option holder under the RPM ESOP	\$0.54 per share (a 1.9% discount to the closing price (\$0.55) of shares on 24/01/2019)	\$89,999.64 (before costs)	N/A
15/02/2019	100,000	Ordinary Shares	Exercise of options issued to option holder under the RPM ESOP	\$0.54 per share (a 9.3% discount to the closing price (\$0.59) of shares on 14/02/2019)	\$54,000 (before costs)	N/A
12/03/2019	25,000	Ordinary Shares	Exercise of options issued to option holder under the RPM ESOP	\$0.56 per share (a 3.6% discount to the closing price (\$0.58) of shares on 11/03/2019)	\$14,000 (before costs)	N/A
15/03/2019	1,380,000	Options	Eligible Holders under the RPM ESOP	N/A – options issued for nil consideration	N/A	N/A
07/06/2019	300,000	Options	Eligible Holders under the RPM ESOP	N/A – options issued for nil consideration	N/A	N/A

* The Number of equity securities issued as at the date of this Notice (10 September 2019) is complete as at the date of this Notice (10 September 2019) and does not detail any equity securities that may be issued or cancelled by the Company between the date of this Notice (10 September 2019) and the AGM on 15 October 2019, including any equity securities issued or cancelled as a result of any issue, lapsing, vesting or exercise of

vested options by holders. As at the date of this Notice there are 10,072,634 options which are capable of being exercised at an exercise price of between \$0.49 per option and \$0.77 per option. Any issue or cancellation of securities after the date of this Notice will be disclosed by the Company to ASX in the ordinary course, however are not detailed in the above table.

- 37 The table shows two examples where variable “A” has increased, by 50% and 100%. Variable “A” is based on the number of ordinary securities the Company has on issue as at the date of the Notice. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require shareholder approval (for example, a pro rata entitlement issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future shareholders’ meeting.
- 38 The table also shows two examples where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price of the Company’s shares.

Variable “A” in Listing Rule 7.1A.2		Dilution		
		\$0.39 50% decrease in issue price	\$0.77 issue price	\$1.54 100% increase in issue price
Current Variable A* 216,369,197 shares	10% Voting Dilution	21,636,920 shares	21,636,920 shares	21,636,920 shares
	Funds raised	\$8,330,214	\$16,660,428	\$33,320,857
50% increase in current Variable A* 324,553,796 shares	10% Voting Dilution	32,455,380 shares	32,455,380 shares	32,455,380 shares
	Funds raised	\$12,495,321	\$24,990,643	\$49,981,285
100% increase in current Variable A* 432,738,394 shares	10% Voting Dilution	43,273,840 shares	43,273,840 shares	43,273,840 shares
	Funds raised	\$16,660,428	\$33,320,857	\$66,641,714

* Current Variable A refers to the Company’s issued ordinary share capital immediately after the AGM, assuming no further issues or cancellation of ordinary securities from the date of this Notice (10 September 2019) to the date of the AGM (15 October 2019). As detailed above, the number of equity securities issued as at the date of this Notice (10 September 2019) is complete as at the date of this Notice (10 September 2019) and as such does not detail any equity securities issued or cancelled between the date of this Notice (10 September 2019) and the AGM on 15 October 2019, including any securities issued or cancelled as a result of any issue, lapsing, vesting or exercise of vested options by holders. As at the date of this Notice there are 10,072,634 options which are capable of being exercised at an exercise price of between \$0.49 per option and \$0.77 per option. Any issue or cancellation of ordinary securities will be disclosed by the Company to ASX in the ordinary course however are not detailed in the above table.

- 39 The table has been prepared on the assumptions set out below:
- The Company issues the shares for cash under the ASX Listing Rule 7.1A approval.
 - The Company issues the maximum number of shares available under the ASX Listing Rule 7.1A approval (being 10% of the number of the Company’s shares on issue or agreed to be issued in the 12 months before the issue date).
 - No options are exercised to convert into shares before the date of the issue of the shares available under ASX Listing Rule 7.1A.
 - 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%.
 - 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.
 - 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.
 - The issue of shares under ASX Listing Rule 7.1A consists only of ordinary shares in the Company.

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- (h) Other than as indicated above in the table, the Company does not issue any additional equity securities during the period from the date commencing on the date of the AGM and expiring on the first of the date which is 12 months after the date of the AGM and the date of the approval by holders of the Company's ordinary securities of a transaction under ASX Listing Rule 11.1.2 or 11.2.
- (i) The issue price is \$0.77, being the closing price of the shares on ASX on 9 September 2019.

Directors' recommendation

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

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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

RUL

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



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (Brisbane time) Sunday 13 October 2019.**

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.

ATTENDING THE MEETING

If you are attending in person, please bring this form with you to assist registration.

Corporate Representative

If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

XX

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: I9999999999

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.

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

XX

I/We being a member/s of RPMGLOBAL Holdings Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of RPMGLOBAL Holdings Limited to be held at **Level 2, 295 Ann Street, Brisbane, Queensland, Australia 4000 on Tuesday, 15 October 2019 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 **Items 1 and 3** (except where I/we have indicated a different voting intention in step 2) even though **Items 1 and 3** are 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 **Items 1 and 3** 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

- 1 Directors' remuneration report
- 2 Re-election of director - Mr Ross Walker

For Against Abstain

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special Business

- 3 Approval of employee incentive scheme
- 4 Additional capacity to issue equity securities

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

RUL

2 5 1 8 6 4 A



Computershare

