

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** or **RPM**), notice is given of the 2022 Annual General Meeting (**AGM**) to be held:

Date	Thursday, 27 October 2022
Time	10.00am (Brisbane time)

The Company recognises and respects the importance of the AGM to shareholders. 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 Computershare, 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 (**Notice**).

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 Computershare 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 <https://meetnow.global/MM66MQM> into their browser.

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 virtually and I hope that you will participate in the virtual meeting.

Yours sincerely



Stephen Baldwin
Chairman

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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 2022.

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 2022 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 Ross Walker)

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(b) of the Company's constitution and ASX Listing Rule 14.4, 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 as an exception to ASX Listing Rule 7.1 for the purposes of ASX Listing Rule 7.2, exception 13 and all other purposes.'

Dated 19 September 2022

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 <https://meetnow.global/MM66MQM>.

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 Tuesday, 25 October 2022 (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 <https://meetnow.global/MM66MQM> and voting themselves, by attorney, or in the case of corporate shareholders, by corporate representative; or
 - (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 Thursday, 27 October 2022 via the online platform available at <https://meetnow.global/MM66MQM>. 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, and 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).
- (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) Voting will be open until the Chair of the AGM closes the AGM.
- (k) 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 ASX promptly after the meeting.

Corporate Shareholders

- (l) 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

- (m) 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 Tuesday, 25 October 2022 (48 hours prior to the commencement of the meeting) even if they plan to attend online.

Other Questions

- (n) 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

Resolution 1 - Directors' remuneration report

For the purposes of the Corporations Act, the Company will disregard votes cast on resolution 1 (in any capacity) by or on behalf of a member of the KMP, details of whose remuneration are included in the directors' remuneration report, or a closely related party of such a member. However, members of the KMP details of whose remuneration are included in the directors' remuneration report 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 Chair of the annual general meeting and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on resolution 1; and
 - (ii) expressly authorises the Chair 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 on resolution 1 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

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of resolution 3 by or on behalf of any person who is eligible to participate in the employee incentive scheme the subject of resolution 3 or any associate of any such person.

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 directions given to the proxy or attorney to vote on resolution 3 in that way; or
- (b) the Chair of 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 Chair to vote on resolution 3 as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided that:
 - (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.

In addition, a vote must not be cast on resolution 3 by the KMP or their closely related parties, or by those persons as proxy where the appointment as proxy does not specify the way the proxy is to vote on resolution 3 (i.e. for, against, abstain). However, in accordance with section 250BD(2) of the Corporations Act, the Company need not disregard votes cast in favour of resolution 3 if the votes are cast by the Chair of the meeting and the appointment of the Chair as proxy expressly authorises the Chair to exercise the proxy even if resolution 3 is connected directly or indirectly with the remuneration of a member of the KMP.

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 Tuesday, 25 October 2022 (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 to be held **virtually** at **10.00am** (Brisbane time) on **Thursday, 27 October 2022** via the online platform available at <https://meetnow.global/MM66MQM> (**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.

Ordinary business

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 Chair 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 Thursday, 20 October 2022. Please send any written questions for BDO by mail to the 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 at the second annual general meeting. 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.

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8 The remuneration report for the 2021 financial year was passed by poll at the Company's 2021 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 Chair 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 Chair as your proxy, and you do not provide voting directions, the Chair 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 Chair 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, or otherwise your vote will not be counted. Follow the instructions on nominating a proxy given at www.investorvote.com.au to direct your proxy how to vote.

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

12 Rule 19.4(b) of the Company's constitution provides that 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 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 election or re-election (as the case may be) or three years, whichever is longer.

14 Mr. Walker, who was last re-elected by shareholders on 15 October 2019, hereby retires from office under rule 19.4(b) of the Company's constitution and ASX Listing Rule 14.4 and, being eligible, stands for re-election.

15 Originally appointed to the Company's Board in March 2007, and most recently elected by shareholders at the Company's 2019 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.

16 In addition, Ross has experience in corporate finance, auditing, valuations and capital raisings.

17 Ross holds a Bachelor of Commerce from the University of Queensland and is a member of the Institute of Chartered Accountants.

Directors' recommendation

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

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Special business

Resolution 3 - Approval of employee incentive scheme

- 19 ASX Listing Rule 7.1 provides that (subject to certain exceptions) prior approval of shareholders is required for an issue of equity securities if the equity securities will, when aggregated with the equity securities issued by the Company during the previous 12 months, exceed 15% of the number of securities on issue at the commencement of that 12 month period (**15% Rule**).
- 20 Under ASX Listing Rule 7.2 (Exception 13), shareholders may approve issues of equity securities under an employee incentive scheme as an exception to the 15% Rule. This means that equity securities issued under such an employee incentive scheme are not considered for the purposes of calculating the capacity of the Company to issue equity securities under ASX Listing Rule 7.1. This approval continues for three years, at which time it must be renewed, or it will expire. It is only available if and to the extent that the number of equity securities issued by the Company under the employee incentive scheme does not exceed the maximum number of equity securities set out at paragraph 23 below, and will cease to be available if there is a material change to the terms of the employee incentive scheme from those summarised in this Notice.
- 21 Resolution 3 seeks shareholder approval of the Company's share option plan (**RUL Plan**) for the purposes of ASX Listing Rule 7.2 (Exception 13). The RUL Plan was last approved by shareholders at the Company's 2019 AGM.
- 22 A summary of the options granted under the RUL Plan (since it was last approved by the Company's shareholders on 15 October 2019) to the date of this Notice (19 September 2022) is as follows:

OPTIONS GRANT	Exercise Price	Originally Granted	Lapsed / Forfeited / Expired	Exercised	Vested and un-exercised	Yet to Vest	Current on Issue
14 Sept 2020 Grant (Vesting in 3 tranches (14 Sept 21, 14 Sept 22 & 14 Sept 23) Expires 14 Sept 2025)	\$1.15	200,000	(33,334)	(49,999)	66,665	50,002	116,667
12 Nov 2020 Grant (Vesting 12 Nov 2023) Expires 12 Nov 2025)	\$0.00 (ZEPO)	1,389,605	(132,352)	-	-	1,257,253	1,257,253
23 Mar 2021 Grant (Vesting 23 Mar 2024) Expires 23 Mar 2026)	\$0.00 (ZEPO)	1,350,572	(117,048)	-	-	1,233,524	1,233,524
3 Sept 2021 Grant (Vesting 3 Sept 2024) Expires 3 Sept 2026)	\$0.00 (ZEPO)	1,252,101	(37,320)	-	-	1,214,781	1,214,781
25 Feb 2022 Grant (Vesting 25 Feb 2025) Expires 25 Feb 2027)	\$0.00 (ZEPO)	814,436	(54,661)	-	-	759,775	759,775
TOTAL		5,006,714	(374,715)	(49,999)	66,665	4,515,335	4,582,000

- 23 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. Subject to the passing of resolution 3, the maximum number of equity securities which may be issued by the Company under the RUL Plan in the following three year period is up to 10% of the then current shares on issue of RPM (23,001,672 options).
- 24 For the purposes of ASX Listing Rule 14.1A, the Company advises that if resolution 3 is passed, the Company can issue equity securities under the RUL Plan without such issues counting towards the 15% Rule. If resolution 3 is not passed, issues of equity securities under the RUL Plan may be made, but must fall within and be permitted by the 15% Rule at the time of issue (unless another exception under ASX Listing Rule 7.2 applies).

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Overview of RUL Plan

- 25 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 RUL Plan, and the Company's current structured long-term incentive grant structure detailed in the Company's announcement to the market on 12 November 2020 and further summarised for completeness again below.
- 26 No issues of securities to directors can be made under the RUL Plan without separate shareholder approval under ASX Listing Rule 10.14.
- 27 A summary of the RUL Plan rules is as follows:
- (a) **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.
 - (b) **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.
 - (c) **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 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.
 - (d) **Exercise Price** - The rules of the RUL Plan allow the Board to set the exercise price per option in the offer document.
For all options granted from 12 November 2020, all options granted have been zero-exercise price options (ZEPOs).
 - (e) **Vesting Criteria and Dates** - Consistent with the current RUL 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.
For all options granted from 12 November 2020, as a reflection of the value of the zero-exercise price option, the Board has applied a market-based hurdle whereby 50% of the options will vest three years from the grant date if RPM's share price is at least 2.5% higher than the percentage change in the S&P ASX 300 Accumulated index (AXKOA) over the same period and the remaining 50% will vest if the percentage change is at least 7.5% higher than the percentage change in the AXKOA over the same period. Options will expire five years after the grant date, or earlier if the vesting criteria are not achieved or a service condition is not maintained over the period.
 - (f) **Lapse and Expiry of Options** - Subject to the accelerated expiry terms set out in the RUL 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 RUL 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).

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- (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

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

Note: The Chair 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, or 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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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://meetnow.global/au> on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

TO LOG IN, YOU MUST HAVE THE FOLLOWING INFORMATION:

Australian Residents

SRN or HIN and postcode of your registered address.

Overseas Residents

SRN or HIN and country of your registered address.

Appointed Proxies

Please contact Computershare Investor Services on +61 3 9415 4024 to request your unique email invitation link prior to the meeting day.

PARTICIPATING AT THE MEETING

To participate in the online meeting, visit <https://meetnow.global/au>. Then enter the company name in the 'Filter' field. Select and click on the displayed meeting.

To register as a shareholder

Select 'Shareholder', enter your SRN or HIN and select your country. If Australia, also enter your post code.

or To register as a proxyholder

To access the meeting click on the link in the invitation e-mail sent to you. Or select 'Invitation' and enter your invite code provided in the e-mail.

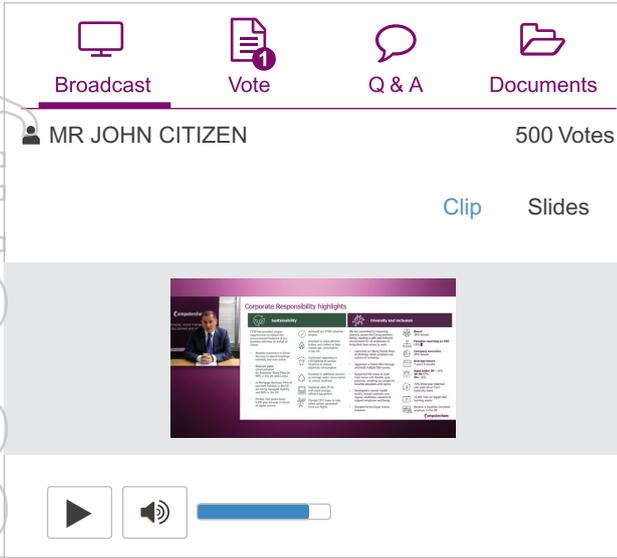
or To register as a guest

Select 'Guest' and enter your details.



Broadcast

The webcast will appear automatically once the meeting has started. If the webcast does not start automatically press the play button and ensure the audio on your computer or device is turned on.

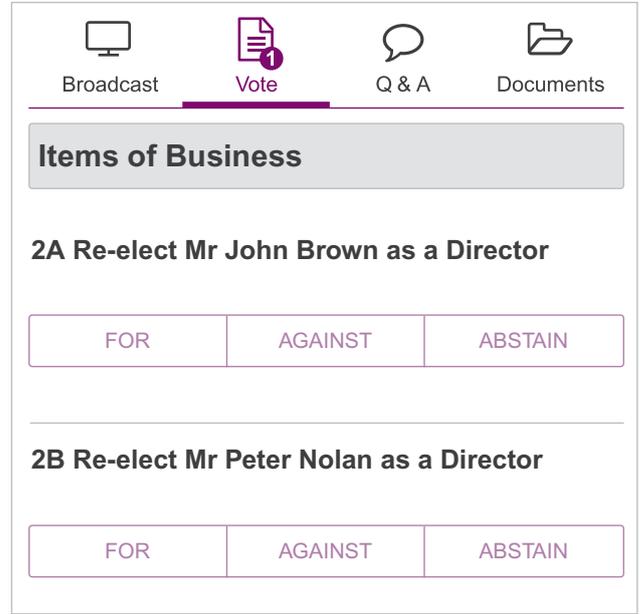


Vote

When the Chair declares the poll open, select the 'Vote' icon and the voting options will appear on your screen.

To vote, select your voting direction. A tick will appear to confirm receipt of your vote.

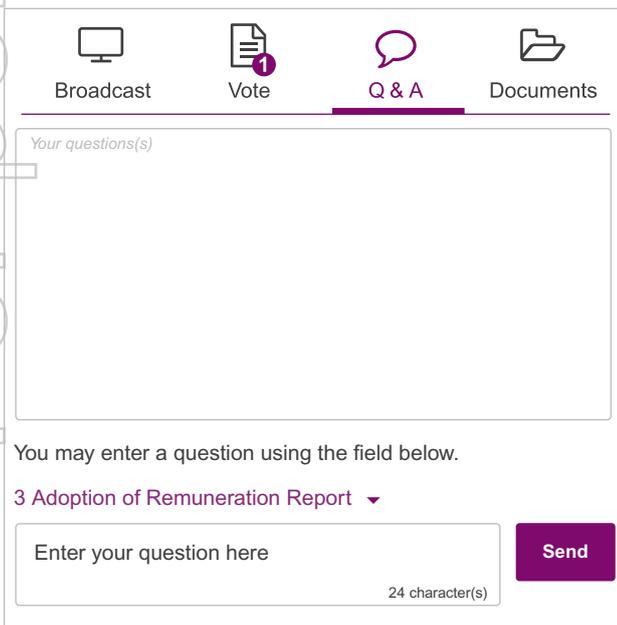
To change your vote, select 'Click here to change your vote' and press a different option to override.



Q & A

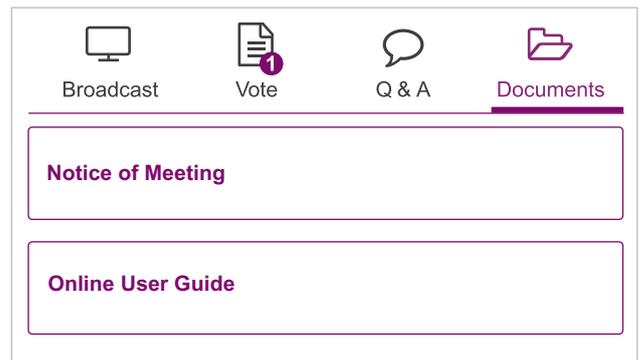
To ask a question select the 'Q & A' icon, select the topic your question relates to. Type your question into the chat box at the bottom of the screen and press 'Send'.

To ask a verbal question, follow the instructions on the virtual meeting platform.



Documents

To view meeting documents select the 'Documents' icon and choose the document you wish to view.



FOR ASSISTANCE

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

Need assistance?



Phone:

1300 552 270 (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) on Tuesday, 25 October 2022.**

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.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

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

PIN: 99999

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.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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 as a virtual meeting at <https://meetnow.global/MM66MQM> on Thursday, 27 October 2022 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 Resolutions 1 and 3 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 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 Resolutions 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

Resolution 1 Directors' remuneration report

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

Resolution 3 Approval of employee incentive scheme

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

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Computershare

