

Notice of annual general meeting

RungePincockMinarco Limited ACN 010 672 321

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

Location	Katana Room, Christie Conference Centre, Level 2, 320 Adelaide Street Brisbane, Queensland, Australia
Date	Tuesday, 29 October 2013
Time	10:00 am (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 2013.

Directors' remuneration report

To consider, and if in favour, to pass the following resolution under section 250R(2) *Corporations Act 2001* (Cth) (**Corporations Act**):

- 1 'That the remuneration report of the directors for the financial year ended 30 June 2013 be adopted.'

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

Note: Key management personnel 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) *Corporations Act*.

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 6.1(f) 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

Ratification and approval of previous allotment and issue of securities

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

- 3 'That, for the purposes of ASX Listing Rule 7.4, shareholders ratify and approve the previous issue of 15,776,000 fully paid ordinary shares and 2,228,334 options as detailed in the Explanatory Memorandum.'

Additional capacity to issue equity securities

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

- 4 'That the Company be provided an additional 10% capacity to issue equity securities under Listing Rule 7.1A on the terms set out in the Explanatory Memorandum.'

Approval of employee incentive scheme

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

- 5 'That the issue of securities in the Company under the RungePincockMinarco Limited share option plan be approved for the purposes of the ASX Listing Rule 7.2, exception 9.'

Dated 9 September 2013

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) Key management personnel (**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 Corporations Regulations 2001 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 10.00am (Brisbane time) on Sunday, 27 October 2013 (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 +617 3100 7300 or companysecretary@rpmglobal.com during business hours.

Voting exclusion statement

Corporations Act

Resolution 1 - The Company will disregard votes cast by a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or a closely related party of such a member, in contravention of section 250R or 250BD of the Corporations Act. Restrictions also apply to votes cast as proxy unless exceptions apply.

Resolution 5 – The Company will disregard votes cast by Key Management Personnel or their closely related parties in contravention of section 250BD of the Corporations Act. Restrictions also apply to votes cast as proxy unless exceptions apply.

ASX Listing Rules

Pursuant to the requirements of ASX Listing Rule 14.11, the Company will disregard any votes cast:

Resolution 3 – Approval of previous allotment and issue of securities	by any person who participated in the issue or any of their associates.
Resolution 4 - Approval of additional capacity to issue shares under Listing Rule 7.1A	by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, or an associate of that person. Note: under Listing Rule 14.11.1 and the notes under that rule about 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.
Resolution 5 - Approval of employee incentive scheme	by any director of the Company or any of their associates.

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, under the directions on the proxy voting form; or
- (b) the person chairing the meeting as proxy for a person who is entitled to vote, under 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 on Sunday 27 October 2013 (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 quoting the 6 digit control number found on the front of your proxy form. Intermediary Online subscribers (Custodians) can lodge a proxy online by visiting www.intermediaryonline.com.

Explanatory Memorandum

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

This Explanatory Memorandum accompanies the notice of annual general meeting (AGM) of the Company (**Notice**) to be held at 10.00 am (Brisbane Time) on Tuesday 29 October 2013.

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.

Item 1 – 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 annual general meeting.
- 2 Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Company's constitution requires a vote of shareholders at the annual general meeting 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; or
 - (b) the conduct of its audit of the annual financial report to be considered at the meeting.

Note: Under section 250PA(1) 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 22 October 2013. Please send any written questions for BDO care of the Company (to on-provide to BDO) by mail to Company Secretary, RungePincockMinarco Limited, GPO Box 2774, Brisbane, QLD 4000 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 key management personnel 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.

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- 8 More than 95% of votes cast at the Company's previous AGM were in favour of the remuneration report for that year. Further, the Company did not receive any specific feedback at that AGM or during the year on its remuneration practices.
- 9 The remuneration report is contained in the annual report, which is available on the Company's website at <http://www.rpmglobal.com.au>. It:
- (a) explains the board's policies in relation to the nature and level of remuneration paid to directors and other key management personnel 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 key management personnel; 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.
- 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 key management personnel. 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.

Resolution 2 – Re-election of director

- 12 Rule 6.1(f) of the Company's constitution requires that, at every annual general meeting, one-third of the directors (excluding the managing director) and any other director who, if he does not retire, will at the conclusion of the meeting have been in office for 3 or more years, and for 3 or more annual general meetings since he or she was last elected to office, must retire from office and stand for re-election.
- 13 The directors to retire under rule 6.1(f) are those who have been in office the longest since being appointed. As between directors who were elected on the same day, the directors to retire are (in default of agreement between them) determined by ballot.
- 14 Under rule 6.1(f) of the Company's constitution, Mr Ross Walker will retire from office and stand for re-election.
- 15 Mr Ross Walker retires from office under rule 6.1(f) of the Company's constitution and stands for re-election.
- 16 Appointed to the Company's board in March 2007, Ross is also a partner of Pitcher Partners (Chartered Accountants) in Brisbane, having joined them in 1985. Pitcher Partners (Brisbane) has more than 120 staff and 14 partners. Ross held previous roles at Arthur Andersen, having worked locally and in various offices throughout the United States of America.
- 17 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.

Directors' recommendation

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

Special business

Resolution 3 – Ratification and approval of previous allotment and issue of securities

- 20 The purpose of resolution 3 is for shareholders to approve and ratify, under ASX Listing Rule 7.4, those security issues which occurred during the 12 months before the date of the annual general meeting and which count toward the Company's 15% limit under ASX Listing Rule 7.1. The securities that are the subject of this resolution are 15,776,000 fully paid ordinary shares issued by the Company under a placement to institutional and sophisticated investors on 5 April 2013 and 2,228,334 options granted to employees under the Company's share option plan.
- 21 Funds raised from the placement, totalling \$8.676 million, were used to accelerate the Company's enterprise software strategy.
- 22 The 2,228,334 options granted by the Company under its share option plan, were granted to employees, are subject to exercise conditions and have an expiry of 31 August 2016.
- 23 ASX Listing Rule 7.1 provides that (subject to certain exceptions, none of which is relevant here) prior approval of shareholders is required for an issue of securities if the securities will, when aggregated with the securities issued by the entity during the previous 12 months, exceed 15% of the number of the securities at the commencement of that 12 month period. The allotment and issue of securities detailed in resolution 3 did not exceed the 15% threshold. However, ASX Listing Rule 7.4 provides that where an entity ratifies an issue of securities, the issue will be treated as having been made with approval for the purpose of ASX Listing Rule 7.1, thereby replenishing that entity's 15% capacity and enabling it to issue further securities up to that limit.
- 24 Resolution 3 proposes the ratification and approval of the allotment and issue of securities for the purpose of satisfying the requirements of ASX Listing Rule 7.4.
- 25 The information required to be given to shareholders to satisfy ASX Listing Rule 7.4 is specified in ASX Listing Rule 7.5. In compliance with the information requirements of ASX Listing Rule 7.5, shareholders are advised of the following particulars in relation to the allotment and issue:

Date of issue	Number of securities	Issue price per security	Terms of securities issued	Persons to whom securities were issued	Use of funds raised by the issue
5 April 2013	15,776,000 fully paid ordinary shares	\$0.55	Shares rank equally with the existing shares on issue	Institutional and sophisticated investors	Funding to accelerate Company's enterprise software strategy.
3 May 2013	688,600 options	Nil	Exercise price \$0.55; subject to exercise conditions and expiry on 31 August 2016	Employees	Not applicable
26 August 2013	1,539,734 options	Nil	Exercise price \$0.55; subject to exercise conditions and expiry on 31 August 2016	Employees	Not applicable

Directors' recommendation

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

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Resolution 4 – Additional capacity to issue equity securities

- 27 ASX Listing Rule 7.1 allows the Company to issue a maximum of 15% of its issued capital in any 12 month period without requiring shareholder approval.
- 28 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 share capital in 12 months on a non pro rata basis.
- 29 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 that Listing Rule.
- 30 The ability for the Company to issue shares under ASX Listing Rule 7.1A is subject to shareholder approval by way of special resolution at an annual general meeting.
- 31 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</p>	<p>The issue price of each share 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</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 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</p>	<p>The period commencing on the date of the annual general meeting (29 October 2013) 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 Annual General Meeting (29 October 2014); and the date of the approval by holders of the Company's ordinary securities of a transaction under ASX Listing Rules 11.1.2 or 11.2.

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Purposes for which the equity securities may be issued, including whether the Company may issue them for non-cash consideration	It is the Board's current intention that any funds raised under an issue of securities pursuant to 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.
Details of the Company's allocation policy for issues under approval	The Company does not currently know the nature of the capital raising which may be conducted under 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.
Previous approvals under Listing Rule 7.1A	No approval under ASX Listing Rule 7.1A has previously been sought.

- 32 The table below shows the dilution of existing shareholders on the basis of the current market price of shares and the current number of ordinary securities for variable "A" calculated under the formula in ASX Listing Rule 7.1A(2) as at the date of the Notice.
- 33 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 entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future shareholders' meeting.
- 34 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.

Variable "A" in Listing Rule 7.1A.2		Dilution		
		\$0.25 50% decrease in issue price	\$0.50 issue price	\$1.00 100% increase in issue price
Current Variable A* 141,345,216 shares	10% Voting Dilution	14,134,521 shares	14,134,521 shares	14,134,521 shares
	Funds raised	\$3,533,630	\$7,067,260	\$14,134,521
50% increase in current Variable A* 212,017,824 shares	10% Voting Dilution	21,201,782 shares	21,201,782 shares	21,201,782 shares
	Funds raised	\$5,300,445	\$10,600,891	\$21,201,782
100% increase in current Variable A* 282,690,432 shares	10% Voting Dilution	28,269,043 shares	28,269,043 shares	28,269,043 shares
	Funds raised	\$7,067,260	\$14,134,521	\$28,269,043

* Current Variable A refers to current maximum potential after the annual general meeting, assuming no further issues of shares.

- 35 The table has been prepared on the assumptions set out below.

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- (a) The Company issues the maximum number of shares available under 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 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 shows only the effect of issues of equity securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- (e) The issue of shares under Listing Rule 7.1A consists only of ordinary shares in the Company.
- (f) The issue price is \$0.50, being the closing price of the shares on ASX on 3 September 2013.

Directors' recommendation

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

Resolution 5 – Approval of employee incentive schemes

- 37 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.
- 38 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.
- 39 The Company's existing share option plan has been in operation in May 2008 (and a summary included in the Company's IPO prospectus). A summary of the current status of Options granted under this plan to the date of the notice is as follows:

Total Options Granted under Plan since inception	14,123,142
Total Options Either Forfeited or Expired	-9,686,672
Total Options Exercised	-15,734
Total Options on Issue comprising:	4,420,736
<i>Total Options Vested and Unexercised *</i>	346,402
<i>Total Options Unvested</i>	4,074,334

- * Of the 346,402 options vested and unexercised, 93,062 options are not able to be exercised by option holders until after 31 August 2014 (subject to the exercise criteria under the plan including service being maintained). These options relate to a grant made by the Company in 2010.

- 40 As foreshadowed at the 2012 AGM, 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.

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41 This resolution proposes that shareholders consider and approve the amendment of the terms of the RungePincockMinarco Limited Share Option Plan (**RUL Plan**) in accordance with 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% limit for the purpose of Listing Rule 7.1.

42 The following information is included for compliance with Listing Rule 7.2, exception 9.

Overview of RUL Plan

43 All new option grants determined by the Board following approval will be issued under the terms of the amended RUL Plan detailed below and no further options will be issued under the existing plan rules. The terms of the amended RUL Plan will only apply to new options granted by the Company. Options issued under the existing option plan will not be affected by the amended RUL Plan and will continue in accordance with the terms and conditions applicable to the relevant options upon issue.

44 It is the current intention of the Board that the total number of options which may be issued under the RUL Plan, including to holders not governed by ASIC Class Order 03/184) will not exceed 10% of the total number of issued shares in that class of shares as at the time of making the offer of options under the RUL Plan.

45 No issues of securities to Directors can be made under the RUL Plan without separate shareholder approval under the Listing Rules.

46 A summary of the proposed amended terms 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. 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) **Vesting Criteria and Dates** – consistent with the current plan terms (and as summarised in the Company's IPO prospectus) the rules of the 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.
- (d) **Exercise** – The options may be exercised, in part or full, 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.
- (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 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 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. 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, unless required by the Corporations Act or the Listing Rules, to correct any manifest error or mistake or for which the option holder consents. The Board may waive or vary the application of the RUL Plan rules in relation to any eligible employee at any time.

Directors' recommendation

- 47 The directors abstain, in the interests of corporate governance, from making a recommendation in relation to this resolution 5.

Note: If you appoint the Chairman as your proxy, and you do not provide voting directions, you must mark the second tick box in step 1 to authorise the Chairman 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 key management personnel. If you do not mark the second tick box and you have not otherwise provided voting directions, the Chairman will not cast your votes on this resolution and your votes will not be counted. 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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ABN 17 010 672 321



Lodge your vote:

  **Online:**
www.investorvote.com.au

 **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
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Proxy Form



Vote and view the annual report online

Go to www.investorvote.com.au or scan the QR Code with your mobile device.
Follow the instructions on the secure website to vote.




Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999

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

 **For your vote to be effective it must be received by 10.00am (Brisbane time) Sunday 27 October 2013**

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 as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

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

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** →

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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

IND

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 RungePincocKMinarco Limited hereby appoint

the Chairman of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of RungePincocKMinarco Limited to be held in the Katana Room, Christie Conference Centre, Level 2, 320 Adelaide Street, Brisbane, Queensland, Australia on Tuesday, 29 October 2013 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 5 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 5 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: For Resolution 5, this express authority is also subject to you marking the box in the section below. 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 Resolution 5 by marking the appropriate box in step 2 below.

Important for Resolution 5: If the Chairman of the Meeting is your proxy and you have not directed the Chairman how to vote on Resolution 5 below, please mark the box in this section. If you do not mark this box and you have not otherwise directed your proxy how to vote on Resolution 5, the Chairman of the Meeting will not cast your votes on Resolution 5 and your votes will not be counted in computing the required majority if a poll is called on this Resolution. The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 5 of business.

I/We acknowledge that the Chairman of the Meeting may exercise my/our proxy even if the Chairman has an interest in the outcome of Resolution 5 and that votes cast by the Chairman, other than as proxy holder, would be disregarded because of that interest.

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 Ross Walker as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special Business

3 Ratification and approval of previous allotment and issue of securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Additional capacity to issue equity securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval of employee incentive scheme	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /