

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	Thursday, 24 November 2016
Time	10:00am (Brisbane time)

Ordinary Business

Item 1 - 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 2016.

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 2016 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 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 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

Resolution 3 - Ratification and approval of previous allotment and issue of securities under ASX Listing Rule 7.1

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 and all other purposes, shareholders ratify and approve the previous issue of 9,166,666 ordinary shares (issued under ASX Listing Rule 7.1) to the outgoing shareholders of iSolutions International Pty Ltd and iSolutions Holdings Pty Ltd on 1 July 2016 (held in escrow for 12 months) at an agreed issue price of \$0.60 per share as detailed in the Explanatory Memorandum.'

Resolution 4 - Ratification and approval of previous allotment and issue of securities under a placement

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

- 4 'That, for the purposes of ASX Listing Rule 7.4 and all other purposes, shareholders ratify and approve the previous issue of 28,900,000 ordinary shares (16,403,667 ordinary shares issued under ASX Listing Rule 7.1 and 12,496,333 ordinary shares issued under ASX Listing Rule 7.1A) issued by the Company under a placement to institutional and sophisticated investors on 28 September 2016 at an issue price of \$0.45, as detailed in the Explanatory Memorandum.'

Resolution 5 - 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, as described in the Explanatory Memorandum, be approved for the purposes of the ASX Listing Rule 7.2, exception 9 and all other purposes.'

Resolution 6 - New Constitution

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

- 6 'That the new constitution tabled at the meeting is adopted as the constitution of the Company in substitution for its current constitution, with effect from the close of this Annual General Meeting.'

Resolution 7 - Additional capacity to issue equity securities

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

- 7 '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 7 October 2016

By order of the Board



James O'Neill
Company Secretary

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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 Tuesday, 22 November 2016 (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 7200 or companysecretary@rpmglobal.com during business hours.

Voting exclusion statement

Corporations Act

Resolution 1 (Directors' Remuneration Report) - 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 (Approval of Employee Incentive Scheme) - 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 under ASX Listing Rule 7.1	by any person who participated in the issue or any of their associates.
Resolution 4 - Approval of previous allotment and issue of securities under a placement	by any person who participated in the issue or any of their associates.
Resolution 5 - Approval of employee incentive scheme	by any director of the Company or any of their associates.
Resolution 7 - Approval of additional capacity to issue shares under ASX 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 ASX 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.

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 (Brisbane time) on Tuesday, 22 November 2016 (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

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 **10.00am** (Brisbane Time) on **Thursday, 24 November 2016**.

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) 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, 17 November 2016. Please send any written questions for BDO by mail to Company Secretary, RungePincockMinarco Limited, GPO Box 2774, Brisbane, Qld 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 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.
- 8 The remuneration report for the 2015 financial year was unanimously passed by a show of hands at the Company's previous AGM. Further, the Company did not receive any specific feedback at that AGM or during the year on its remuneration practices.

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- 9 The remuneration report is contained in the 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 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 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 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 current 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 Mr Ross Walker retires from office under rule 6.1(f) of the Company's constitution and stands for re-election.
- 15 Originally appointed to the Company's board in March 2007, and most recently re-elected by shareholders in the 2013 AGM, Ross is also a partner of Pitcher Partners (Chartered Accountants) in Brisbane, having joined them in 1985. Pitcher Partners (Brisbane) has more than 150 staff and 15 partners. Ross held previous roles at Arthur Andersen, having worked locally and in various offices throughout the United States of America.
- 16 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 Ross Walker abstaining) recommend you vote in favour of this resolution.

Special business

Resolutions 3 and 4 - Ratification and approval of previous allotment and issue of securities

- 19 The purpose of these resolutions is for shareholders to approve and ratify, under ASX Listing Rule 7.4, the issue of securities which were issued under ASX Listing Rule 7.1 and ASX Listing Rule 7.1A during the 12 months before the date of the annual general meeting.
- 20 The securities that are the subject of this resolution are a total of 38,066,666 ordinary shares comprising:
- (a) 9,166,666 ordinary shares issued by the Company to the outgoing shareholders of iSolutions International Pty Ltd and iSolutions Holdings Pty Ltd (together "**iSolutions**") on 1 July 2016 (and held in escrow for 12 months). These shares were issued at an agreed price of \$0.60 per share, pursuant to the terms of a share purchase agreement entered into between the Company and the outgoing shareholders of iSolutions for RPM to acquire 100% of the shares in the iSolutions companies. The ordinary shares were issued by the Company utilising part of its 15% placement capacity under ASX Listing Rule 7.1. This issue can be ratified by shareholders under ASX Listing Rule 7.4; and
 - (b) 28,900,000 ordinary shares issued by the Company under a placement to institutional and sophisticated investors on 28 September 2016 at an issue price of \$0.45. The ordinary shares were issued by the Company utilising part of its 15% placement capacity under ASX Listing Rule 7.1 to issue 16,403,667 ordinary shares and a further 12,496,333 ordinary shares issued under ASX Listing Rule 7.1A ("**Placement**"). Funds raised from the Placement, totalling \$13,005,000 before costs, provide the capacity for the Company to continue to invest in its software products and development including through further potential strategic acquisitions and to provide capacity for general working capital requirements.
- 21 ASX Listing Rule 7.1 provides that (subject to certain exceptions, none of which are relevant to the Placement and the iSolutions securities issues) 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.
- 22 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.
- 23 In addition, ASX Listing Rule 7.1A permits eligible entities which have obtained shareholder approval by special resolution at the previous AGM to issue an additional 10% of the entity's ordinary securities, based on a formula set out in ASX Listing Rule 7.1A.2. The ability to issue securities under ASX Listing Rule 7.1A is in addition to the entity's ability to issue securities under ASX Listing Rule 7.1. For those securities that are issued under ASX Listing Rule 7.1A, a maximum discount and additional disclosure requirements apply.
- 24 Issues of securities made under an entity's capacity under ASX Listing Rule 7.1A can be ratified under ASX Listing Rule 7.4. This has the effect of 'refreshing' the entity's 10% capacity under ASX Listing Rule 7.1A to the extent that previous issues are ratified, thereby enabling the entity to issue further securities up to that limit.

Resolution 3 - Ratification and approval of previous allotment and issue of securities under ASX Listing Rule 7.1

- 25 Resolution 3 proposes the ratification and approval of the allotment and issue of securities under ASX Listing Rule 7.1 for the purpose of satisfying the requirements of ASX Listing Rule 7.4.
- 26 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 under LR 7.1	Issue price per security	Terms of securities issued	Persons to whom securities were issued	Use of funds raised by the issue
1 July 2016	9,166,666 fully paid ordinary shares	\$0.60	Shares rank equally with the existing shares on issue	Outgoing shareholders of iSolutions	Formed part of consideration for RPM to acquire 100% of the shares in the iSolutions companies

Directors' recommendation

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

Resolution 4 - Ratification and approval of previous allotment and issue of securities under a placement

- 28 Resolution 4 proposes the ratification and approval of the allotment and issue of securities under a placement for the purpose of satisfying the requirements of ASX Listing Rule 7.4. The securities were issued under the Company's existing capacity under ASX Listing Rule 7.1 and ASX Listing Rule 7.1A, as set out in the table in paragraph 29 below.
- 29 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 under LR 7.1	Number of securities issued under LR 7.1A	Issue price per security	Terms of securities issued	Persons to whom securities were issued	Use of funds raised by the issue
28 September 2016	16,403,667 fully paid ordinary shares	12,496,333 fully paid ordinary shares	\$0.45	Shares rank equally with the existing shares on issue	Institutional and sophisticated investors	Provide capacity for potential acquisitions to support the development of RPM's planning suite of software products (including its Underground Metals solution) along with general working capital requirements and ongoing investment in RPM's software product development.

Directors' recommendation

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

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Resolution 5 - Approval of employee incentive schemes

- 31 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.
- 32 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.
- 33 The Company's existing Share Option Plan was summarised and approved by shareholders at the Company's 2013 AGM.
- 34 A summary of the current status of Options granted under this plan (since 2013) to the date of the notice (7 October 2016) is as follows:

OPTIONS GRANT	Exercise Price	Originally Granted	Lapsed / Forfeited	Vested and un-exercised	Yet to Vest	Current on Issue
29 Nov 2013 Grant (Vesting in 3 tranches (30 Nov 14, 30 Nov 15 & 30 Nov 16) Expires 29 Nov 2018)	\$0.68	1,743,000	(150,000)	1,061,992	531,008	1,593,000
19 Feb 2014 Grant (Vesting in 3 tranches (19 Feb 15, 19 Feb 16 & 19 Feb 17) Expires 19 Feb 2019)	\$0.67	350,000	(283,334)	66,666	-	66,666
31 Mar 2014 Grant (Vesting in 3 tranches (31 Mar 15, 31 Mar 16 & 31 Mar 17) Expires 31 Mar 2019)	\$0.73	250,000	-	166,666	83,334	250,000
31 Oct 2014 Grant (Vesting in 3 tranches (31 Oct 15, 31 Oct 16 & 31 Oct 17) Expires 31 Oct 2019)	\$0.61	100,000	-	33,332	66,668	100,000
3 Mar 2015 Grant (Vesting in 3 tranches (3 Mar 16, 3 Mar 17 & 3 Mar 18) Expires 3 Mar 2020)	\$0.59	5,077,000	(311,667)	1,593,977	3,171,356	4,765,333
15 July 2015 Grant (Vesting in 3 tranches (15 Jul 16, 15 Jul 17 & 15 Jul 18) Expires 17 Jul 2020)	\$0.57	250,000	-	83,333	166,667	250,000
8 Sept 2015 Grant (Vesting in 3 tranches (8 Sept 16, 8 Sept 17 & 8 Sept 18) Expires 8 Sept 2020)	\$0.56	4,510,000	(250,000)	-	4,260,000	4,260,000
31 Oct 2015 Grant (Vesting in 3 tranches (31 Oct 16, 31 Oct 17 & 31 Oct 18) Expires 31 Oct 2020)	\$0.54	50,000	-	-	50,000	50,000
3 Mar 2016 Grant (Vesting in 3 tranches (3 Mar 17, 3 Mar 18 & 3 Mar 19) Expires 3 Mar 2021)	\$0.39	300,000	-	-	300,000	300,000
29 Aug 2016 Grant (Vesting in 3 tranches (29 Aug 17, 29 Aug 18 & 29 Aug 19) Expires 29 Aug 2021)	\$0.49	725,000	-	-	725,000	725,000
TOTAL		13,355,000	(995,001)	3,005,966	9,354,033	12,359,999

- 35 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.
- 36 This resolution proposes that shareholders consider and approve 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.
- 37 The following information is included for compliance with Listing Rule 7.2, exception 9.

Overview of RUL Plan

- 38 All new option grants determined by the Board following approval will be issued under the terms of the existing RUL Plan approved by shareholders at the 2013 AGM (unamended) and further summarised for completeness again below.
- 39 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.
- 40 No issues of securities to directors can be made under the RUL Plan without separate shareholder approval under the Listing Rules.
- 41 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. 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 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.
 - (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

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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

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

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.

Resolution 6 - Adoption of new constitution

- 43 The constitution of the Company has not been amended since prior to the Company listing in 2008.
- 44 There have been a number of developments in law including the Corporations Act and ASX Listing Rules, applicable regulatory requirements and developments in general corporate practices for ASX listed companies since 2008, and accordingly your directors consider it appropriate to revise and update the constitution. For efficiency your directors consider it more appropriate to adopt a new constitution (**New Constitution**) rather than approving numerous amendments to the existing constitution (**Existing Constitution**).
- 45 If approved, the New Constitution will replace the Existing Constitution in its entirety, and will be effective from the close of the annual general meeting.
- 46 Copies of the Existing Constitution and New Constitution are available to view in the corporate governance section of the Company's website (<http://www.rpmglobal.com/about-us/investor-centre/corporate-governance/>) or copies can be made available upon request by contacting the Company's Company Secretary on companysecretary@rpmglobal.com.
- 47 Most of the proposed changes are administrative or relatively minor in nature. The material differences between the Existing Constitution and New Constitution, as relevant to the shareholders' decision whether to approve the New Constitution, are outlined in the table in item 50 below.

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- 48 There are a number of other differences between the Existing and New Constitutions that are not summarised or referred to in this Explanatory Memorandum, as they do not materially alter the effect of the Existing Constitution for shareholders. These include changes:
- to update provisions to reflect the current position under the Corporations Act, ASX Listing Rules and other applicable rules;
 - of a drafting, procedural or administrative nature;
 - to remove outdated and redundant provisions; and
 - to update names and definitions to reflect current terminology;
- 49 In addition, where appropriate the New Constitution removes duplication of existing requirements with the Corporations Act and ASX Listing Rules, which would otherwise require amendments if there are future legislative or regulatory changes.
- 50 The structure of the New Constitution is not materially different from the Existing Constitution; however a summary of the principal substantive differences is set out in the table below. Shareholders should note that the summary is not exhaustive and does not identify all of the differences. Unless otherwise indicated, references to clause numbers below are references to the clauses of the New Constitution:

Subject	Summary of Amendment	Old rule	New rule
Preference Shares	The provision limiting the total number of preference shares to not exceed the total number of Ordinary Shares has been removed.	2.2(b)	No similar provision
Share Certificates	The provisions in the Existing Constitution relating to share certificates have been removed.	2.2, 2.9(e)	No similar provision
Company Lien on Shares	Both the Existing and the New Constitution permit the Company to have a Lien (subject to the Law) for unpaid calls and instalments on shares, however the New Constitution has been widened to provide the Company with the right of a Lien for money payable under an Employee Share Scheme and reasonable interest and expenses relating to a default in payment.	3.6(a)	7.1
Use of proceeds following a disposal of shares	The Existing Constitution contains a rule governing the use of any proceeds of sale in the event of forfeiture (specifically, the order in which things should be paid). The rule in the New Constitution is less restrictive; stating that any proceeds of a sale of a share by the Company which have not been claimed or otherwise disposed of according to law may be invested by the directors or otherwise applied to the benefit of the Company. The New Constitution also contains provision making it clear the Company is not required to pay interest on money payable to a former holder and that the rules do not apply to a minimum holder (unmarketable parcels) buyback under new rule 13.	3.8(e)	9
Interest and Expenses	Under the Existing Constitution, where interest is payable by a member, the rate of interest (if not fixed by the directors) is capped at 15% per annum. This is amended in the New Constitution by reference to an amount 2% above the Supreme Court rate and to allow the directors to waive payment of interests or costs.	3.9	10
Share plans	Allowance is made in the New Constitution for directors to implement, vary, suspend and terminate share plans on terms that they think appropriate, including (but not limited to): <ol style="list-style-type: none"> a re-investment plan under which a dividend or other cash payment is retained by the Company and applied in payment for shares or treated as having been paid and simultaneously repaid; or any other plan under which members or security holders 	No similar provision	11

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Subject	Summary of Amendment	Old rule	New rule
	<p>may elect that dividends or other cash payments be satisfied by the issue of shares or other securities, or are otherwise forgone in consideration of another form of distribution.</p> <p>No allowance for this is made in the Existing Constitution.</p>		
Fee for Transferring Shares	The Existing Constitution does not permit the Company to charge a fee for registering a transfer of shares. The New Constitution permits the Company to charge a fee subject to the ASX Listing Rules.	4.1(c)	12.2(e)
Right to refuse share registration	<p>The Existing Constitution contains a rule to the effect that where the shares or other securities are quoted by ASX, the directors may use their discretion to refuse to register any transfer in any circumstance permitted by the Listing Rules. By contrast, the New Constitution provides a more specific set of circumstances in which a Director may impose a holding lock or otherwise prevent a transfer, that is where:</p> <ul style="list-style-type: none"> (a) the transfer is not in registrable form; (b) the Company has a lien on any shares transferred; (c) registration of the transfer may breach a law; (d) the transfer is paper-based and registration of the transfer creates a new holding which, at the time the transfer is lodged, is less than a marketable parcel; (e) the transfer is not permitted under the terms of an employee share plan; or (f) the Company is permitted or required to do so under the Listing Rules or, except for a Proper ASTC Transfer, under the terms of issue of the shares. 	4.2	12.3
Directors power to suspend transfers	Both the Existing and New Constitutions allow the directors to suspend a transfer of shares, however the maximum 30 day period in the Existing Constitution has been removed and instead the requirements of the Settlement Operating Rules are referenced.	4.3	12.4
Unmarketable parcels	<p>This permits the Company to sell (including to itself as a buy-back) a share that is part of an unmarketable parcel, that is, a parcel of shares with a market value of less than \$500. The Existing Constitution does not contain a like provision. The purpose of the new provisions is to facilitate the management of the Company's share register and give shareholders with unmarketable parcels the ability to dispose of their shares efficiently. Under the new rules:</p> <ul style="list-style-type: none"> (a) once in every 12 month period, the directors may give written notice to a holder of an unmarketable parcel stating that the Company intends to sell the parcel; (b) the Company must not sell an unmarketable parcel if, after receiving notice of the Company's intention to sell the shares, the holder gives notice that it wishes to retain its holding; (c) when notifying the holder of the small shareholding in writing of its intention to sell that shareholding, the Company must ensure the holder is given not less than six weeks from the date of the Company's notice, in which to inform the Company that they wish to 'opt out'; (d) the Company or the purchaser must pay the costs of the sale but otherwise the directors may decide the manner, time and terms of the sale; (e) the Company must hold the proceeds of any sale on trust for the previous holder; and (f) the Company's power to sell lapses following the 	No similar provision	13

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Subject	Summary of Amendment	Old rule	New rule
	announcement of a takeover, though the procedure may be started again after the close of the offers made under the takeover.		
Transmission Events	The New Constitution expands on the transmission events (other than death of a holder) to include bankruptcy, mental incapacity and insolvency provided the transferee provides the directors with information reasonably necessary to establish entitlement to be registered.	No similar provision	14.3
General Meetings	<p>The provisions in the Existing and New Constitutions with respect to General Meetings are generally consistent aside from the following changes under the new rules:</p> <ul style="list-style-type: none"> (a) the New Constitution expands on persons entitled to receive the notice of meeting to expressly include a person entitled to a share because of a transmission event under rule 14.3 if the directors are satisfied of that right; (b) the express requirement to provide 28 days' notice of a general meeting has been removed and instead the timing requirements are referenced to the Corporations Act (28 days for a public company); (c) the New Constitution removes a provision in the Existing Constitution (5.2(e)(ii)) that a member can waive an irregularity or failure to give notice if before or after the meeting the person waives notice or notifies the Company that it agrees to the resolution; (d) the New Constitution allows the chairman to delegate responsibilities and to expressly permit a person requested by the chairman to speak whether a member or not (16.5(b) and (c)); (e) the New Constitution widens the provisions around the ability for the Company to hold a general meeting across multiple rooms, through the use of technology and circumstances that allow a meeting to be adjourned and continued where technical difficulties occur (16.6); (f) the New Constitution allows the chairman to vacate the chair in favour of an acting chairman (16.9). 	5.2, 5.3	16.3, 16.4, 16.5, 16.6, 16.9
Poll demand at general meetings	Under the Existing Constitution, a demand for a poll may be withdrawn. The same applies under the New Constitution; however the chairman's consent is required to do so.	5.7(h)	16.13(e)
Voting Rights	Under the New Constitution the chairman is able to decide any difficulty or dispute which arises as to the number of votes which may be cast by or on behalf of any member and the decision of the chairman is final.	No similar provision	16.14(i)
Class meetings	The rules in relation to general meetings in the New Constitution apply (only with necessary changes) to separate class meetings as if they were general meetings.	No similar provision	16.16
Form of Proxies	Under the New Constitution a proxy is valid if it is under the Corporations Act or in any form approved by the directors and is deemed to be received at an electronic address and is taken to have been signed if it includes a personal identification code allocated by the Company to the member or has been authorised in another manner under the Corporations Act or the directors.	No similar provision	17.1(a), (b)
Multiple Proxies	Under the Existing Constitution where a member appoints two proxies or attorneys to vote at the same meeting, the appointment is of no effect unless appointed to represent a specified proportion of the members voting rights and on a show of hands the first person named can vote.	5.9(f)	17.2

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Subject	Summary of Amendment	Old rule	New rule
	In the New Constitution this position is amended, such that if two or more proxies or attorneys are appointed, if the appointment does not specify a number of votes, each proxy or attorney may exercise half of the member's votes and on a show of hands neither proxy or attorney may vote.		
Proxies generally	Under the New Constitution: (a) the Company is able to clarify contents of a proxy with a member and is entitled to amend a proxy to reflect any clarification instruction provided by that member (17.1(i)); (b) if a proxy is not signed, the Company is able to return it to a member and request it to be signed and returned (17.1(j),(k)); (c) unless notice is received 48 hours before a meeting - a proxy is still valid even if a transmission event occurs, a member revokes authority or a clarifying instruction is provided under 17.1(i) (17.3).	No similar provision	17.1(i), (j), (k)
Direct voting	Provision is made in the New Constitution for directors to decide that direct voting is applicable, meaning that if the directors so decide, shareholders may exercise their voting rights without the need to attend meetings. It is an additional option to shareholders appointing proxies or other representatives (over whom shareholders may have no control). It improves the exercise of voting rights in that it removes the intermediary between the shareholder and the Company, thus shareholders need not transfer some of their rights to another party.	No similar provision	16.3(f) and 18
Number of directors	The maximum number of directors is eight under the Existing Constitution, though this is increased to twelve under the New Constitution, unless resolved otherwise.	6.1(a)	19.1(a)
Retirement of directors	The provisions around compulsory retirement of directors between the Existing and New Constitutions are consistent, other than the following: (a) the provision in the Existing Constitution requiring one-third of remaining directors being required to resign each year (as well as any directors who have been in office for 3 years) has been replaced by a provision requiring at least one director to retire annually based on the director longest in office as well as any directors who have been in office for 3 years) (19.4(a), (b)); (b) where multiple Managing Directors (MD) have been appointed, retirement under the New Constitution is by nomination of the directors (rather than by the MD appointed first in time in the Existing Constitution) (19.4(c)); (c) a new provision has been added around changes to the directors after the date of the notice but before the meeting closes (19.4(e)); (d) existing provisions 6.1(k) and (l) around the Company resolving to remove a director from office under s203D of the Corporations Act and electing an interim replacement have been removed; (e) the 35 day minimum notice for a member to notify the Company of a proposed director appointment has been amended to refer to the notice required by law (19.4(h), (i)); (f) a provision has been added into the New Constitution to make it clear that a partner, employer or employee of an auditor of the Company cannot be appointed or elected as a Director (19.3(j)).	6.1	19.4
Vacation of	The circumstances in which the office of a director immediately	6.2	19.5

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Subject	Summary of Amendment	Old rule	New rule
office by directors	<p>becomes vacant are consistent between the Existing and New Constitutions provided that the following additional provisions will trigger an immediate vacation:</p> <p>(a) a director is absent from meetings of the directors during a period of three consecutive calendar months without leave of absence from the directors where the directors have not, within 14 days of having been served by the Company Secretary with a notice giving particulars of the absence, resolved that leave of absence be granted;</p> <p>(b) a director is removed from office under the Corporations Act;</p> <p>(c) a director is prohibited from being a director by reason of the operation of the Corporations Act; or</p> <p>(d) a director is convicted on indictment of an offence and the directors do not within one month after that conviction resolve to confirm the director's appointment or election (as the case may be) to the office of director.</p>		
Directors Remuneration	<p>The provisions dealing with directors' remuneration are consistent between the Existing and New Constitutions with exception of the following:</p> <p>(a) directors' remuneration includes superannuation but excludes insurance premiums paid for a director;</p> <p>(b) directors' remuneration will not include a share or percentage of profits or operating revenue.</p>	6.3	19.6
Directors Interests	<p>The provisions dealing with directors' interests and disclosures have been updated in the New Constitution to comply with the current requirements of the law.</p>	6.5	19.8
Seals	<p>The Existing Constitution contains a rule in relation to the requirement for the Company to maintain a seal register, duplicate seal and register of documents signed under s127 of the Corporations Act. No like provision appears in the New Constitution.</p>	8	30
Dividends	<p>The New Constitution provides directors with the ability to rescind to pay a dividend if prior to the payment date the financial position of the Company no longer justifies payment and removes the provision of the Existing Constitution that specifies that a dividend does not require confirmation at general meeting.</p>	9.1(a) – (c)	25.1(b)
Unclaimed Dividend	<p>Under the New Constitution, if a cheque for an amount payable is not presented for payment within 11 months from issue, or an amount is otherwise held in an account of the Company for 11 months, the Company may use the amount for its own purposes and may stop payment on the cheque. No such provision appears in the Existing Constitution. Again, this is intended to ease the Company's administrative burden. The directors can also invest unclaimed dividends at any time.</p>	No similar provision	26
Dividends - method of payment	<p>In the New Constitution, provision is made for the fact that different methods of payment may apply to different members or groups of members. In relation to payment methods, the New Constitution also specifies that any cheque sent to a member is sent at their risk, and further that:</p> <p>(a) if a payment is made by electronic means but no account is nominated by the member or the transfer is otherwise rejected, the Company may credit the amount to an account of the Company until the member nominates an account, to be used for the Company's own purposes in the meantime;</p> <p>(b) if a member does not have a registered address or the member is not known at their registered address, the Company may credit the amount to an account of the Company until the member claims it, to be used for the</p>	No similar provision	26

Subject	Summary of Amendment	Old rule	New rule
	<p>Company's own purposes in the meantime; and</p> <p>(c) that any such amount, under either paragraph (a) or paragraph (b) above, is to be treated as having been paid (i.e. the Company is not a trustee of the money and no interest accrues on the money).</p> <p>No such provisions appear in the Existing Constitution. These amendments are intended to make it simpler, in terms of administration, for the Company to make payments and give notices to members.</p>		
Minutes	The directors are bound by minuting requirements under the Existing Constitution, requiring them to keep records of attendees at meetings, all proceedings and resolutions, and appointment of officers and disclosures of interests. No similar provision appears in the New Constitution.	11	No similar provision
Indemnity	Both the Existing and New Constitution contain provisions relating to indemnity of Company Officers and insurance. The New Constitution indemnity applies on a full indemnity basis to the extent permitted by law against all losses, liabilities, costs, charges and expenses incurred by an Officer and is enforceable without the Officer having to first incur any expense or make any payment.	12.2, 12.3	24.3, 24.4
Notices	Under the New Constitution, the Company may (amongst other methods) give a notice to a member by notifying the member by electronic means to the electronic address the member gives the Company for notices that a document is available and how the member may access the document. Further, any notice sent by electronic means where the member has not given the Company an electronic address, is taken to be given to the member if the notice is exhibited on the Company's website for 48 hours (and served at the commencement of that period), unless and until the member informs the Company of their address. This is not permitted under the Existing Constitution. This amendment is also intended to simplify the Company's processes in relation to the provision of notices to members.	13	31

Directors' recommendation

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

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Resolution 7 - Additional capacity to issue equity securities

- 52 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.
- 53 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.
- 54 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 ASX Listing Rule.
- 55 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.
- 56 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 (LR 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 (LR 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 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 (LR 7.3A.3)</p>	<p>The period commencing on the date of the annual general meeting (24 November 2016) 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 (24 November 2017); 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.
<p>Purposes for which the equity securities may be issued, including whether the Company may issue them for non-cash consideration (LR 7.3A.4)</p>	<p>It is the board's current intention 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.</p>

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

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 ASX Listing Rule 7.1A (LR 7.3A.6)

Number of RPM Securities issued in twelve months preceding the date of the AGM (24 November 2016) *	The number of issued Securities as a percentage of Equity Securities on issue as at 24 November 2016 *
38,066,666 ordinary shares *	18.25%
1,025,000 options	0.49%

Date of issue	Number of RPM Securities issued *	Class of Equity Securities Issued	Names of persons to whom RPM issued 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
03/03/2016	300,000	Options	Eligible holders under RPM Share Option Plan	N/A - options issued for nil consideration	N/A	N/A
01/07/2016	9,166,666	Ordinary shares (held in escrow)	Outgoing shareholders of iSolutions	\$0.60 (a 146% premium on the closing price (\$0.41) of shares on 01/07/2016)	N/A	N/A
29/08/2016	725,000	Options	Key new managers that commenced employment as a result of the Company's acquisition of iSolutions (Eligible holders under RPM Share Option Plan)	N/A - options issued for nil consideration	N/A	N/A
28/09/2016	28,900,000	Ordinary Shares	Placement to institutional and sophisticated investors under LR 7.1 and LR 7.1A	\$0.45 (an 8% discount to the closing price (\$0.49) of shares on 23/09/2016 being the day before announcement of the Placement)	13,005,000	N/A

* the Number of RPM Securities issued as at the date of this Notice of 208,535,558 is complete as at the date of this Notice (7 October 2016) and does not detail any equity securities that may be issued or cancelled by the Company between the date of this Notice (7 October 2016) and the AGM on 24 November 2016, including any securities issued or cancelled in the following circumstances:

- (i) under the Share Purchase Plan currently being offered by the Company (as announced on 28 September 2016) under which eligible shareholders are able to subscribe to up to A\$15,000 of the Company's shares at the same price at which they were issued under the institutional placement (A\$0.45) - the Company intends to cap the total raising under the SPP to approximately \$1.5 million (3.33 million shares); or
- (ii) any shares cancelled as a result of any on-market buy-back; or
- (iii) any issue, lapsing, vesting or exercise of vested options by holders. As, at the date of this Notice there are 3,005,966 options which are capable of being exercised at an exercise price of between \$0.57 per option and \$0.73 per option.

Any issue or cancellation of securities will be disclosed by the Company to the ASX in the ordinary course however are not detailed in the above table.

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- 57 As at the date of this Notice, the Company is yet to commit any of the funds raised under the Placement towards any strategic acquisition or investment beyond funding general working capital. The funds are intended to be used by the Company for further acquisitions and investment in the Company's software products and for working capital purposes.
- 58 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.
- 59 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.
- 60 The table also shows two examples where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price of the Company's shares.

Variable "A" in ASX Listing Rule 7.1A.2		Dilution		
		\$0.26 50% decrease in issue price	\$0.52 issue price	\$1.03 100% increase in issue price
Current Variable A* 208,535,558 shares	10% Voting Dilution	20,853,556 shares	20,853,556 shares	20,853,556 shares
	Funds raised	\$5,369,791	\$10,739,581	\$21,479,163
50% increase in current Variable A* 312,803,337 shares	10% Voting Dilution	31,280,334 shares	31,280,334 shares	31,280,334 shares
	Funds raised	\$8,054,686	\$16,109,372	\$32,218,744
100% increase in current Variable A* 417,071,116 shares	10% Voting Dilution	41,707,112 shares	41,707,112 shares	41,707,112 shares
	Funds raised	\$10,739,581	\$21,479,163	\$42,958,325

* Current Variable A refers to current maximum issued capital after the annual general meeting, assuming no further issues or cancellation of shares from the date of this Notice (7 October 2016) to the date of the AGM (24 November 2016). As detailed above - the Number of RPM Securities issued as at the date of this Notice of 208,535,558 is complete as at the date of this Notice (7 October 2016) and as such does not detail any equity securities issued or cancelled between the date of this Notice (7 October 2016) and the AGM on 24 November 2016, including any securities issued or cancelled in the following circumstances:

- (i) under the Share Purchase Plan currently being offered by the Company (as announced on 28 September 2016) under which eligible shareholders are able to subscribe to up to A\$15,000 of the Company's shares at the same price at which they were issued under the institutional placement (A\$0.45) - the Company intends to cap the total raising under the SPP to approximately \$1.5 million (3.33 million shares); or
- (ii) any shares cancelled as a result of any on-market buy-back; or
- (iii) any issue, lapsing, vesting or exercise of vested options by holders. As at the date of this Notice there are 3,005,966 options which are capable of being exercised at an exercise price of between \$0.57 per option and \$0.73 per option.

Any issue or cancellation of securities will be disclosed by the Company to the ASX in the ordinary course however are not detailed in the above table.

- 61 The table has been prepared on the assumptions set out below.
- (a) The Company issues the shares for cash under the ASX Listing Rule 7.1A approval.
 - (b) 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).
 - (c) No options are exercised to convert into shares before the date of the issue of the shares available under ASX Listing Rule 7.1A.

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- (d) 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%.
- (e) 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.
- (f) 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.
- (g) The issue of shares under ASX Listing Rule 7.1A consists only of ordinary shares in the Company.
- (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 annual general meeting 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 \$0.52, being the closing price of the shares on ASX on 6 October 2016.

Directors' recommendation

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


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Runge Pincock Minarco

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
(outside Australia) +61 3 9473 2555

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

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: I999999999

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) Tuesday, 22 November 2016.**

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

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 help tab, "Printable 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 at the Katana Room, Christie Conference Centre, Level 2, 320 Adelaide Street, Brisbane, Queensland, Australia on Thursday, 24 November 2016 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 & 5** (except where I/we have indicated a different voting intention below) even though **Items 1 & 5** 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 & 5** by marking the appropriate box in step 2 below.

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

Special Business

	For	Against	Abstain
3 Ratification and approval of previous allotment and issue of securities under ASX Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Ratification and approval of previous allotment and issue of securities under a placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval of employee incentive scheme	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval of New Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Additional capacity to issue equity securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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.

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 / /