

# Announcement

## Scheme Meeting - Chairman Address and Presentation

19 December 2025

RPMGlobal Holdings Limited (ASX: RUL) [RPM® or the Company] refers to the proposed acquisition of 100% of the shares on issue in the Company by Revolution HoldCo Pty Ltd (**Caterpillar BidCo**), a direct wholly owned subsidiary of Caterpillar Inc (**Caterpillar**), by way of a scheme of arrangement (**Scheme**) as announced to the ASX on 13 October 2025.

### Presentation materials

In accordance with ASX Listing Rule 3.13.3, attached to this announcement are the following documents to be presented at the Scheme Meeting commencing today at **10.00am (Brisbane time)**:

- Chairman address; and
- Scheme Meeting presentation slides.

RPM Shareholders (other than Excluded Shareholders) may attend, participate in and vote in the Scheme Meeting either in person at the offices of Baker McKenzie, Level 32, 71 Eagle Street, Brisbane, QLD 4000, or through an online platform at <https://meetnow.global/MV6KJA4>.

The voting results of the Meetings will be announced on the ASX shortly after the conclusion of the Scheme Meeting.

### Further information

If you have any questions regarding the Scheme, you should refer to your Scheme Booklet or contact RPM on 1300 119 153 (within Australia) or +61 3 9415 4050 (outside Australia) between 8:30am and 5:30pm (Brisbane time) Monday to Friday (excluding public holidays).

Unless otherwise indicated, capitalised terms used in this announcement have the meaning given to them in the Scheme Booklet.

This announcement has been approved by the RPM Board and released by:

James O'Neill  
Company Secretary  
+61 7 3100 7200  
[companysecretary@rpmglobal.com](mailto:companysecretary@rpmglobal.com)

### About RPM

RPMGlobal Holdings Limited (ASX: RUL) [RPM®] was listed on the Australian Securities Exchange on 27 May 2008 and is a global leader in the provision and development of mining software solutions to the mining industry.

RPM has been advancing the global mining industry through the provision of innovative software solutions and deep domain expertise for almost 50 years. The company's innovative technology solutions support mining clients to extract more value at every stage of the mining lifecycle. In partnership with the industry, RPM has delivered safer, cleaner and more efficient operations in over 125 countries.

*RPMGlobal Holdings Limited ABN 17 010 672 321 (ASX : RUL)  
Head Office: Level 14, 310 Ann Street, Brisbane, Queensland, Australia 4000*

# Scheme Meeting - Chairman Address

RPMGlobal Holdings Limited ACN 010 672 321

The RPMGlobal Holdings Limited (**RPM**) Scheme Meeting (**Scheme Meeting**) to be held as a hybrid meeting, both in person at the offices of Baker McKenzie, Level 32, 71 Eagle Street, Brisbane, Queensland and virtually online at <https://meetnow.global/MV6KJA4> on **19 December 2025 at 10.00 am** (Brisbane time) (**Scheme Meeting**):

<b>Location</b>	Baker McKenzie, Level 32, 71 Eagle Street, Brisbane Online Platform - <a href="https://meetnow.global/MV6KJA4">https://meetnow.global/MV6KJA4</a>
<b>Date</b>	Friday, 19 December 2025
<b>Time</b>	10:00 am (Brisbane time)

Good morning, ladies and gentlemen.

As the time is 10 am, on behalf of the RPM Board, I am pleased to welcome everyone here in person today and joining us online to the Scheme Meeting of RPMGlobal Holdings Limited (**RPM**).

My name is Steve Baldwin, and I am Chair of the Board of RPM. As we have a quorum, I now declare the meeting open.

This Scheme Meeting has been convened by an order of the Federal Court of Australia made on 17 November 2025, pursuant to section 411(1) of the Corporations Act.

The Sole Item of Business for today's meeting is consideration of the proposed acquisition of RPM by Caterpillar Bid Co (an entity ultimately owned by Caterpillar) by way of a scheme of arrangement at \$5.00 per RPM Share.

Today's meeting is being held as a hybrid meeting, both in person at the offices of Baker McKenzie here in Brisbane and also online via the Computershare platform.

Before we get started with formal proceedings, I will go through a few administrative items and introductions, including details for how participants, both online and in person, can vote and ask questions in real-time.

The sole item of business is to consider and, if thought fit, to agree to a scheme of arrangement (with or without amendment, or any alterations or conditions required by the Court to which RPM and Caterpillar agree) proposed to be made between RPM and RPM Shareholders (**Scheme**).

A copy of the Scheme and a copy of the explanatory statement required by section 412 of the Corporations Act in relation to the Scheme are contained in the Scheme Booklet, distributed to Shareholders attached with the Notice of Scheme Meeting on 17 November 2025.

Shareholders are being asked to consider and, if thought fit, pass the following resolution, which is set out in the Notice of Meeting:

*'That, pursuant to and in accordance with the provisions of section 411 of the Corporations Act, the scheme of arrangement proposed between RPMGlobal Holdings Limited and the holders of its ordinary shares (other than an Excluded Shareholder), as contained in and more particularly described in the Scheme Booklet of which the notice convening this Scheme Meeting forms part, is agreed to, with or without amendment, or any alterations or conditions as approved by the Federal Court of Australia to which RPMGlobal Holdings Limited and Caterpillar Inc. agree.'*

Proxies that have been submitted before the meeting are being shown in the presentation today. All open proxies given to the Chairman will be voted by me as Chair in favour of the scheme.

Your Directors recommend you vote in favour of this Resolution.

As there has been no Superior Proposal, and the Independent Expert has continued to conclude that the Scheme is in the best interests of RPM Shareholders, all RPM Directors unanimously recommend that you vote in favour of the Scheme, and all available Proxies will be voted in favour of this Resolution.

Subject to those same qualifications, each RPM Director intends to vote all RPM Shares which they own or control in favour of the Scheme. Further information regarding the RPM Directors' recommendation, including the interests of RPM Directors, is set out in sections 1.3 and 9.1 of the Scheme Booklet.

For the sake of absolute clarity, I confirm that:

- RPM has not received a Superior Proposal;
- The Independent Expert has continued to conclude that the Scheme is in the best interests of RPM Shareholders.

The RPM Directors consider that the Scheme provides an opportunity for RPM Shareholders to realise the immediate and certain value for their RPM Shares at an attractive price. The reasons why Shareholders may vote for or against the resolution are set out in detail in the Scheme Booklet.

However, as mentioned, the RPM Directors consider that the advantages to RPM Shareholders of the Scheme proceeding outweigh the disadvantages, having regard to the significant premium and certainty of value and cash proceeds contrasted against the future risks and uncertainties associated with the RPM business if the Scheme does not proceed.

For the proposed Scheme to be binding in accordance with section 411(4)(a) of the Corporations Act, the Scheme Resolution must be passed by:

- unless the Court orders otherwise, a majority in number (more than 50%) of RPM Shareholders (other than an Excluded Shareholder) present and voting (either in person or online, or by proxy, attorney or, in the case of corporate RPM Shareholders, body corporate representative) at the Scheme Meeting; and
- at least 75% of the votes cast on the Scheme Resolution at the Scheme Meeting by RPM Shareholders (other than an Excluded Shareholder) present and voting (either in person or online, or by proxy, attorney or, in the case of corporate RPM Shareholders, body corporate representative).

As can be evidenced by the proxies received prior to today's meeting, there is overwhelming support from Shareholders.

I note that following the Shareholder vote, in accordance with section 411(4)(b) of the Corporations Act, to become Effective, the Court must approve the Scheme, and all other conditions precedent must be satisfied (or waived, if capable of waiver).

The conditions precedent include regulatory approvals by the Foreign Investment Review Board (**FIRB**) and the Australian Competition and Consumer Commission (**ACCC**). Further information about the conditions precedent to the Scheme becoming effective are set out in the Scheme booklet.

I wanted to take the opportunity today to provide an update on the status of those regulatory approvals.

FIRB have requested an extension through to 15 January 2026 to review and approve the application. The monetary value of the transaction requires approval from the Treasurer under the current FIRB monetary threshold rules, and FIRB's request for additional time reflects the expected time to obtain that approval, with the Christmas closure period.

With respect to the ACCC, as announced to the ASX yesterday afternoon (18 December 2025), the ACCC has provided clearance through its written determination, stating that it will not oppose the transaction.

Accordingly, if the Scheme Resolution is passed by the requisite majorities at today's shareholder meeting, completion will remain subject to FIRB approval being obtained (as well as approval by the Court). The Company will make an announcement to the ASX platform to update Shareholders further in respect of the FIRB approval once that approval progresses.

If the Scheme Resolution is passed by the requisite majorities, and the other conditions to the Scheme (other than approval by the Court) are satisfied or waived (where capable of waiver) by the time required under the Scheme, RPM will apply to the Court for the necessary orders to give effect to the Scheme.

In order for the Scheme to become Effective, it must be approved by the Court, and an office copy of the orders of the Court approving the Scheme must be lodged with ASIC.

The timetable for those events is set out in the Scheme Booklet, and if all proceeds as planned, the implementation Date for the Scheme is expected to be 18 February 2026.

The Board would be happy to take any comments or questions you may have in relation to the Scheme, and following those questions, I will move for the Scheme Resolution to be put to Shareholders to vote.

The final confirmation of the results of all votes from today's meeting, together with the proxies already received, will be released to the Stock Exchange later today (after being audited by RPM's share register representatives at Computershare).

I want to take this opportunity to thank our Shareholders for their support of the Company and for their ongoing support of the Board and management team over the years.



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# RPMGLOBAL

ADVANCING MINING

## RPMGlobal Scheme Meeting

10.00am (Brisbane Australia), Friday 19 December 2025



# Welcome and Meeting Agenda

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1	Voting and Question Process	
2	Chairman's Welcome	Stephen Baldwin
4	Formal Business Formal Agenda Item – Scheme Resolution	Stephen Baldwin
5	Proxy Voting Results (Voting Resolutions)	
6	Questions and Meeting Close	

# Online attendees – meeting guide

Shareholders may participate in the Scheme Meeting via the online platform from their computer, smartphone or tablet by entering <https://meetnow.global/MV6KJA4> into their browser. The online platform allows RPM shareholders to view the meeting presentation, vote and ask questions in real-time.

Further information regarding the online platform (including how to participate, vote and ask questions during the meeting) is set out below and in the following two slides, and is also attached to the Notice of Meeting.

## PARTICIPATING AT THE MEETING

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

Search for meeting

Filter

Please enter Company or Meeting Name. Enter 3 or more characters. e.g. Computershare

### To register as a shareholder

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

Shareholder

Invitation

Guest

If you are a shareholder or an appointed corporate representative, please enter the required details below.

SRN/HIN

eg. X1234567890

Country

Australia

Post Code

eg. 0123

SIGN IN

### or To register as a proxyholder

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

Shareholder

Invitation

Guest

If you are a received an email invitation for this meeting, please enter your invite code below.

Invite Code

Enter your invite code. e.g. G-ABCDEFGH or ABCD

SIGN IN

### or To register as a guest

Select 'Guest' and enter your details.

Shareholder

Invitation

Guest

If you would like to attend the meeting as a Guest please provide your details below.

First Name \*

Last Name \*

Email

Company Name

SIGN IN



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

Broadcast

Vote

Q & A

Documents

MR JOHN CITIZEN

500 Votes

Clip

Slides

Play button

Volume icon

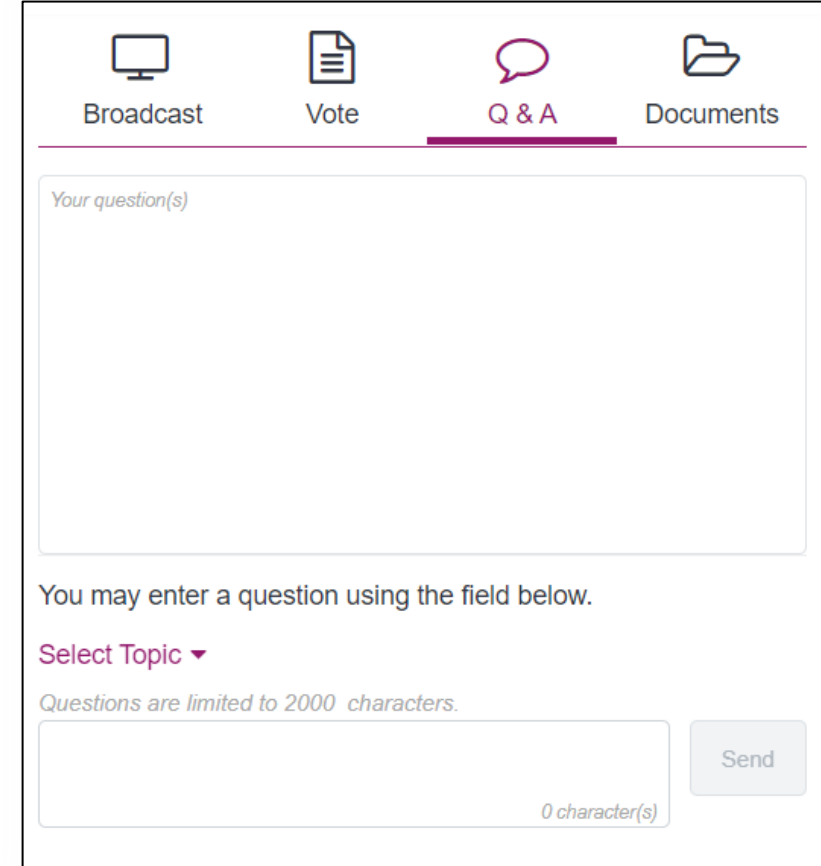
Progress bar

# Online attendees – how to ask a question

To ask a written question select the Q & A icon:

1. Select the topic your question relates to from the drop-down list
2. Type your question in the text box and press the send button

To ask a verbal question follow the instructions below the broadcast window.



The screenshot shows a web interface for an online meeting. At the top, there are four icons: a monitor for 'Broadcast', a document for 'Vote', a speech bubble for 'Q & A' (which is highlighted with a red underline), and a folder for 'Documents'. Below these icons is a large text area labeled 'Your question(s)' with a placeholder text. Underneath this is a smaller section titled 'You may enter a question using the field below.' which includes a 'Select Topic' dropdown menu, a character limit note 'Questions are limited to 2000 characters.', a text input field showing '0 character(s)', and a 'Send' button.

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# In-Person attendees – how to ask a question

When asking a question, we would respectfully request that you please:

1. Stand if you are able, or alternatively, raise your hand.
2. Begin by stating your name and whether you are attending as a shareholder or proxy.
3. Keep your question clear and concise, focusing on the Scheme resolution.

Once you have asked your question, one of the RPM team will respond.

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**Stephen Baldwin**  
**Chairman Welcome**



# In-Person attendees – how to vote

1. As voting at this meeting will be conducted by way of a poll each member present in person or by proxy has one vote for every share held;
2. Eligible shareholders and proxy holders cards have been issued with a blue voting card. If you have not received a voting card please see a member of the Computershare team now.
3. On your voting card, you will see the resolution listed. Please mark your choice clearly by ticking either For, Against, or Abstain. Please ensure you print your name where indicated on the voting card.
4. A member of the Computershare team will circulate a ballot box at the relevant time in the meeting.
5. The Returning Officer will tabulate the votes once the poll has closed. The results will be announced to the ASX as soon as practical after the conclusion of the meeting.

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# Online attendees – how to vote

- When the poll is open, select the vote icon at the top of the screen
- To vote, select either For, Against or Abstain
- You will see a vote confirmation
- To change or cancel your vote “click here to change your vote” at any time until the poll is closed

The screenshot displays a web interface for an online meeting. At the top, there is a navigation bar with four icons: a monitor for 'Broadcast', a document with a red '1' for 'Vote' (which is the active tab), a speech bubble for 'Q & A', and a folder for 'Documents'. Below this bar, a grey header box contains the text 'Items of Business'. Underneath, the section '1 Scheme Meeting' is visible. Three buttons labeled 'FOR', 'AGAINST', and 'ABSTAIN' are arranged horizontally. At the bottom of the interface, a green checkmark icon is shown above the text 'We have received your vote For'. Below this text is a link that says 'Click here to change your vote.'.

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# Scheme Resolution

Shareholders are being asked to consider and, if thought fit, pass the following resolution which is set out in the Notice of Meeting:

*'That, pursuant to and in accordance with the provisions of section 411 of the Corporations Act, the scheme of arrangement proposed between RPMGlobal Holdings Limited and the holders of its ordinary shares (other than an Excluded Shareholder), as contained in and more particularly described in the Scheme Booklet of which the notice convening this Scheme Meeting forms part, is agreed to, with or without amendment, or any alterations or conditions as approved by the Federal Court of Australia to which RPMGlobal Holdings Limited and Caterpillar Inc. agree.'*

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# Agenda Item:

## Resolution 1: Scheme Resolution (Proxies Received prior to Meeting)

Vote Totals	
Securities on Issue	221,508,058
Valid Securities Voted - (For, Against, Open Usable, Open Conditional)	125,290,059
Valid Securities Voted (%)	56.56
Total Securityholders Cast	854

Resolution	Vote Type	Voted	%	% of all securities
Scheme Resolution	For	123,973,088	98.95	55.97
	Against	154,363	0.12	0.07
	Open-Usable	1,162,608	0.93	0.52
	<i>Board</i>	997,895	0.80	0.45
	<i>Non-Board</i>	164,713	0.13	0.07
	Open-Cond	0	0.00	0.00
	Open Unusable	0	N/A	0.00
	Abstain	34,508	N/A	0.02
	Excluded	0	N/A	0.00

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# Finalising voting and close

Further  
business,  
questions, and  
meeting close





Thank You





*The material in this presentation is current at the date of preparation, 19 December 2025. Events (including changes to any of the data and information that RPM used in preparing this presentation) may have occurred since that date which may impact on the information contained in this presentation and make them unreliable. RPM is under no duty to update this presentation though it reserves the right to do so.*

*To view a copy of the Scheme Booklet and Notice of Meeting please visit <http://rpmglobal.com/company/investor-centre/> or <https://www.asx.com.au/asx/v2/statistics/displayAnnouncement.do?display=pdf&idsId=03027341>. RPM recommends all parties read the Scheme Booklet in its entirety before deciding how to vote on the Scheme and to consult their own legal, financial taxation or other professional adviser if in any doubt.*

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