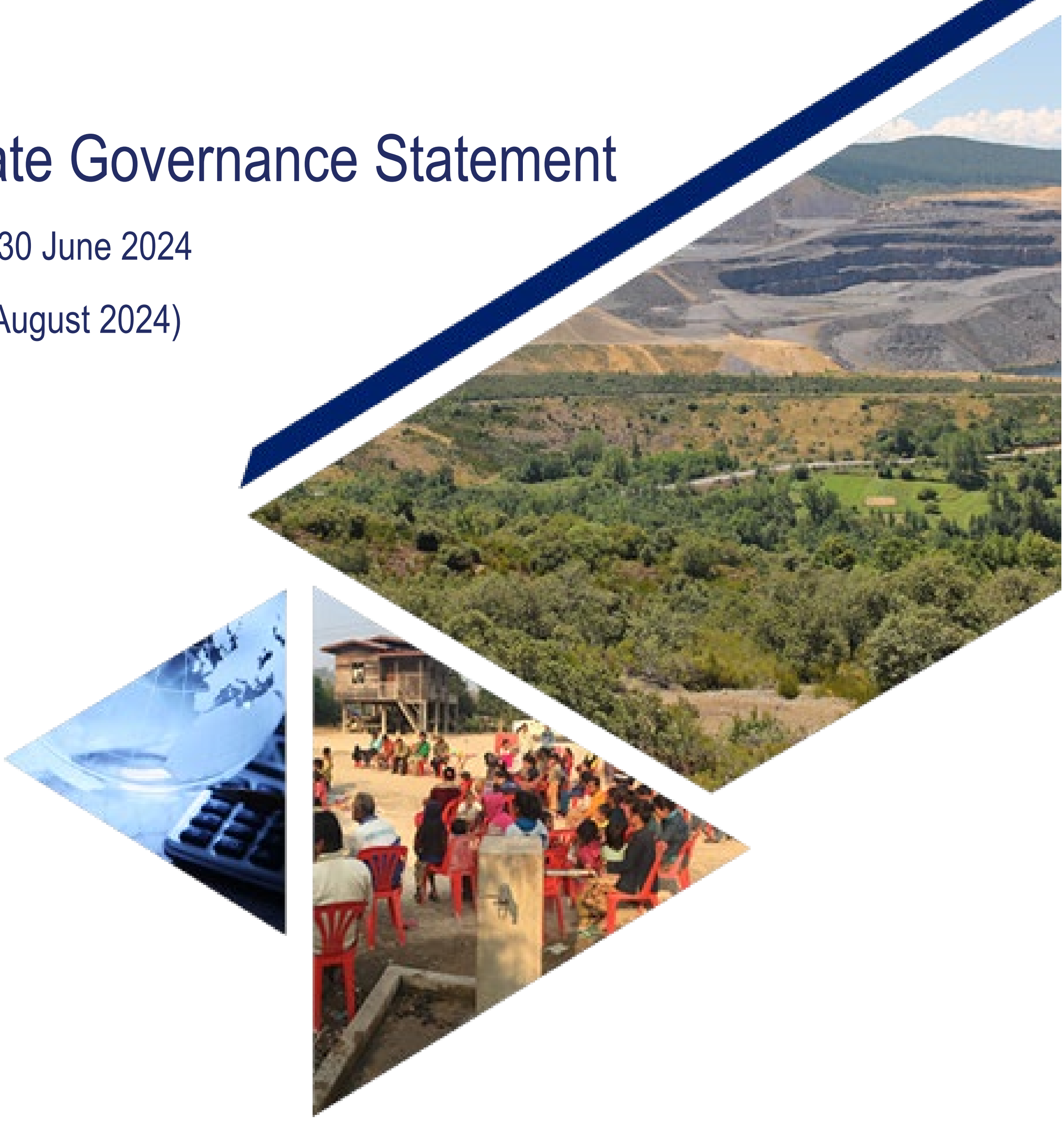
RPMGlobal Holdings Limited

ACN 010 672 321

Corporate Governance Statement

Year Ended 30 June 2024

(Current 23 August 2024)



Corporate Governance Statement

The Board and Management of RPMGlobal Holdings Limited (ASX:RUL) (the 'Company') consider that it is crucial to the Company's long term performance and sustainability and to protect and enhance the interests of the Company's shareholders and other stakeholders, that it adopts an appropriate corporate governance framework pursuant to which the Company and its related companies globally (the 'Group') will conduct its operations in Australia and internationally with integrity, accountability and in a transparent and open manner.

The Company regularly reviews its governance arrangements as well as developments in market practice, expectations, and regulation. This Corporate Governance Statement has been approved by the Board of RPMGlobal Holdings Limited and explains how the Group addresses the requirements of the Corporations Act 2001, the ASX Listing Rules 2001 and the 4th Edition of the ASX Principles and Recommendations (the 'ASX Principles and Recommendations') and is **current as at 23 August 2024**.

The Company's ASX Appendix 4G, is a checklist cross-referencing the ASX Principles and Recommendations to the relevant disclosures in this statement, the Company's 2024 Annual Report and other relevant governance documents and materials on the Company's website, which are provided in the Corporate Governance section of the Company's website at https://rpmglobal.com/company/investor-centre/. This Corporate Governance Statement together with the ASX Appendix 4G and the Company's 2024 Annual Report, were also lodged with the ASX on **26 August 2024**.

The Board of the Company strives to meet the highest standards of Corporate Governance and also recognises that it is also crucial that the Company's governance framework appropriately reflects the current size, operations and industry in which the Company operates.

The Company has complied with the majority of the recommendations of the ASX Principles and Recommendations. The Board believes the areas of non-conformance, which are explained in this Corporate Governance Statement below and the ASX Appendix 4G, do not materially impact on the Company's ability to achieve the highest standards of Corporate Governance, whilst at the same time ensuring the Company is able to achieve the expectations of its shareholders and other stakeholders.

PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

Recommendation 1.1: A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its Board and management; and (b) those matters reserved to the Board and those delegated to Management

Role of the Board

The Board is responsible for the governance of the Group. The role of the Board is to provide overall strategic guidance and effective oversight of Management. The Board derives its authority to act from the Constitution of the Company. The responsibilities of the Board are set out in the Board Charter which can be found on the Company's website here.

The Board Charter was first adopted by the Board on 11 April 2008 and is reviewed periodically to ensure it is operating effectively and in the best interests of the Company. The Board Charter was last reviewed, updated, and approved by the Board on 23 August 2024. As set out in more detail in the Board Charter, the key functions reserved to the Board are to:

a) demonstrate leadership including through overseeing the business and strategic direction of the Company in order to maximise performance and generate appropriate levels of shareholder return;

b) define RPM's purpose and setting its strategic objectives;

c) define, approve, instil and continually reinforce RPM's culture, statement of values and of acting lawfully and then to oversee that on an ongoing basis;

d) appoint, evaluate and remove the Chair, the Managing Director, any other Executive Director, the Company Secretary, and where appropriate, Senior Executives;

e) oversee management in its implementation on of RPM's strategic objectives, instilling RPM's values and performance generally;

f) approve and monitor annual budgets and approving and monitoring progress of major capital expenditure, capital management, acquisitions and divestments;

g) oversee the Company, including reviewing, ratifying and monitoring systems of internal controls, accountability and corporate reporting systems and controls, including external audit, risk management, codes of conduct and legal compliance;

h) approve and monitor financial and other reporting made to shareholders and the ASX under the continuous disclosure regime and ensure such disclosures are made in a timely and balanced manner where a reasonable person would expect that material information to have a material impact on the entity's securities;

i) ensure that the Company has an appropriate risk management framework in operation (for both financial and non-financial risks) and setting the risk appetite within which the Board expects Management to operate;

PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT (CONTINUED)

Recommendation 1.1: A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its Board and management; and (b) those matters reserved to the Board and those delegated to Management (Continued)

j) satisfy itself that an appropriate framework exists for relevant information to be reported by management to the Board;

k) wherever required, challenging management and holding it to account;

l) satisfy itself that the entity's remuneration polices are aligned with the entity's purpose, values, strategic objectives and risk appetite; and

m) monitor the effectiveness of the Company's governance practices.

The Board delegates specific responsibilities to various Board Committees. For the 2024 Financial Year, the Board utilised the following Committees:

- an Audit and Risk Committee (***ARC***), currently chaired by independent Director Ross Walker, which amongst other things is responsible for overseeing the external and internal auditing functions of the Company's activities;
- a Human Resources and Remuneration Committee (***HRRC***), chaired by independent Director Paul Scurrah. The HRRC is responsible for making recommendations to the Board on remuneration packages for executives, senior managers, Non-Executive Directors and overseeing the Human Resources policies of the Company;
- The duties of the Nominations Committee are currently being carried out by the entire Board and as such separate meetings for the Nominations Committee did not occur during the 2024 Financial Year; and
- In January 2023, the Board resolved to form an ESG & Sustainability (***ESG&S***) Committee to assist RPM to discharge its obligations and responsibilities with regards to ESG and sustainability matters and overseeing and implementing future disclosures that the company will need to make regarding ESG and Sustainability related matters. The ESG&S is chaired by independent Director Angeleen Jenkins.

The Charter of each of the above listed Committees can be found on the Company's website here. The Charters of each of the above listed Committees were first adopted by the Board on 11 April 2008 and were last reviewed, updated, and approved by the Board on 23 August 2024. Timetables for Board and Committee meetings are agreed by the Board annually in advance.

PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT (CONTINUED)

Recommendation 1.1: A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its Board and management; and (b) those matters reserved to the Board and those delegated to Management (Continued)

Effective 1 July 2024, the Board Membership of Committees is as follows:

Director	Board Role	ARC	HRRC	ESG&S
Stephen Baldwin	Non-Executive Chair	Committee Member	-	-
Richard Mathews	Managing Director	-	-	Committee Member
Angeleen Jenkins	Non-Executive Director	-	Committee Member	Committee Chair
Paul Scurrah	Non-Executive Director	-	Committee Chair	-
Ross Walker	Non-Executive Director	Committee Chair	-	-

Delegations to the CEO and the Executive Management Team

The Board may delegate any of the powers and authorities exercisable by the Board to one director by virtue of the Company's Constitution. The Board has delegated certain powers and authorities to the CEO as Managing Director, and in turn to designated management personnel of the Company, to implement the strategic direction set by the Board and to manage the Group's day-to-day operations. This delegation is detailed in the Company's Delegation of Execution, Financial & Negotiation Authority Policy. The Policy:

- defines the delegations of authority for the negotiation, approval and execution of sales and other agreements on behalf of the Company;
- defines the delegations of authority for entering into of financial obligations and authorisation of expenditure on behalf of the Company; and
- provides guidelines on the circumstances and requirements on delegates when exercising those delegations including for sub-delegation.

This Policy is reviewed by the Board on a periodic basis to ensure appropriate levels of control and management of risk are retained by the Board and was last reviewed and updated on 23 August 2024.

Recommendation 1.2: A listed entity should (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a company director

Appropriate checks are undertaken by the Company's Human Resources department before new appointments are made, including through the use of telephone screening, in person interviews, employment history and character reference checks and criminal history checks for financial related positions.

PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT (CONTINUED)

Recommendation 1.2: A listed entity should (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a company director (Continued)

In terms of material information in the Company's possession regarding the skills, competency and professional experience of the Board:

Director	Status	Professional Experience	Original Appoint-ment date
S Baldwin	Company Chair (from 1 March 2021) Independent Director Non-executive Director Member of ARC	Stephen is a professional company director and currently sits on the Board of two companies (Taumata and Tiaki). Stephen started his career as a chartered accountant with Price Waterhouse (now PwC), working in three different countries over a decade. He then went into funds management, initially with Hambro-Grantham and subsequently with Colonial First State where he rose to become that group's Head of Private Equity. For the past decade, Stephen has represented one of Australia's larger superannuation funds (UniSuper) as a director on the Boards of their private market investments.. Qualifications: Bachelor of Commerce (Honours), ACA. Other listed company directorships in last three years: Wameja Ltd (ASX:WJA)	July 2020
R Mathews	Managing Director, Chief Executive Officer (CEO) Member of ESG&S	Richard was previously the Non-executive Chair and Chief Executive Officer of eServGlobal Limited. He has more than 20 years' of management experience in telecommunications, software and investment. He is a founding partner of MHB Holdings Pty Ltd. Richard was formerly CEO of Mincom, Australia's largest enterprise software company. Richard has also held the role of Senior Vice President, International at J D Edwards and Director of TransLink Transport Authority. Richard is a Director on the Telstra Health Pty Ltd Board, was Non-executive Chair and Director of eServGlobal Ltd between 2009 - 2014 and previously sat on the Board of METS Ignited. Qualifications: Bachelor of Commerce, Bachelor of Science and ACA. Other listed company directorships in last three years: None.	February 2012 (August 2012 in Executive capacity)
A Jenkins	Independent Director Non-executive Director Chair of ESG&S Member of HRRC (effective 1 July 2021)	Angeleen worked extensively in high risk commercial engineering, building & construction contracting throughout her executive career, including almost 25 years in the multi-national construction sector as a Director and Executive of a major construction group that delivered infrastructure projects to heavy industry clients (mining & metals and oil & gas sectors) throughout Australia, Asia, NZ/Pacific, and the Middle East. Angeleen has held company directorships since 2007 in building, engineering, manufacturing, construction, forestry, technology and utilities sectors for private, public and government entities. Angeleen is presently employed as the Chairperson / Director of Central Highlands Water, Director of Tiaki Plantations Company and Taumata Plantations Limited, and a former Executive Director of McConnell Dowell (a major multi-national construction group). Qualifications: Bachelor of Arts in Psychology and Fellow of the Australian Institute of Company Directors and the Governance Institute of Australia. Other listed company directorships in last three years: None.	July 2021

PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT (CONTINUED)

Recommendation 1.3: A listed entity should have written agreements with each director and senior executive setting out the terms of their appointment

Director	Status	Professional Experience	Original Appoint-ment date
P Scurrah	Independent Director Non-executive Director Chair of HRRC (from 19 March 2021)	Paul joined the Board in December 2020. He has been involved in the transportation, logistics, travel and aviation industries for over 25 years at both executive and non- executive levels. Paul is currently the Managing Director & CEO of Pacific National and is the former Non-Executive Director and Chair at Whizz Technologies . Qualifications: Finance for Senior Executives Harvard Business School Other listed company directorships in last three years: None (in the last three years)	January 2021
R Walker	Independent Director Non-executive Director Chair of ARC	Ross joined Pitcher Partners Brisbane in 1985, Managing Partner in 1995 – 2008 and again from 2014 – to-date. Predominantly involved in corporate finance, auditing, valuations, capital raisings and mergers and acquisitions for the past 20 years. Qualifications: Bachelor of Commerce and FCA. Other listed company directorships in last three years: Wagners Holding Company Limited (ASX:WGN) since its IPO in December 2017 and Sovereign Cloud Holdings Limited (ASX:SOV) since December 2017.	March 2007

The Company ensures it provides shareholders with material information in its possession relevant to a decision by the shareholders to re-elect a Director. This information is provided to shareholders annually as part of the agenda and materials for the Company's Annual General Meeting.

The Directors are engaged under, and the Company's Senior Executives are employed under, service agreements which set out the terms on which the individuals are appointed including details of their respective duties, responsibilities, rights and remuneration entitlements. These written agreements, amongst other terms, clearly set out the requirement to comply with RPM's corporate policies, including those set out in this Corporate Governance Statement, and continuing obligations to protect confidentiality.

Recommendation 1.4: The Company Secretary is accountable to the Board through the Chair on all matters to do with the proper functioning of the Board

The Company Secretary reports to the Board through the Chair and all Directors have access to the Company Secretary as required. The Company Secretary's role in respect of matters relating to the proper functioning of the Board includes monitoring and advising the Board and its Committees on governance matters, providing a point of reference and coordination for dealings between the Board and management, monitoring whether Board policy and procedures are being followed, and co-ordination, timely completion and dispatch of Board agenda and briefing materials. Each Director communicates directly with the Company Secretary (and vice versa). The decision to appoint or remove the Company Secretary is made and approved by the Board.

PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT (CONTINUED)

Recommendation 1.5: The Company (a) has and discloses a policy concerning diversity; (b) has set measurable objectives for achieving gender diversity in the composition of the Board, senior executives and workforce generally and (c) disclose and report against those objectives

In May 2012, the Board adopted a Diversity Policy to describe how the Company is committed to a diverse workforce that recognises and embraces the value that different people can bring to an organisation. The Company promotes a diverse workplace by aiming to ensure that all employees and applicants for employment are fairly considered according to their skills, qualifications and abilities irrespective of their gender, age, ethnicity, cultural background, marital status, sexual orientation and/or religious beliefs.

The Diversity Policy can be found on the Company's website here.

The Diversity Policy is reviewed periodically by the Board to ensure it remains up-to-date and was last reviewed by the Board on 23 August 2024.

The Policy sets out the roles and responsibilities of the Board, the Human Resources and Remuneration Committee (HRRC), and the Company's employees in relation to workplace diversity. The initiatives which have been adopted by the Company to assist with improving gender diversity are also set out within the Policy.

In accordance with the requirements of the Australian Workplace Gender Equality Act 2012 (Act), the Company lodges annual public reports with the Workplace Gender Equality Agency (WGEA) for the Company's Australian operations. The latest report lodged by the Company for the 1 April 2023 to 31 March 2024 is available to view on RPM's website.

The Company remains committed to achieving a measurable target for diversity and to improving the proportion of women employed across the Group. Accordingly, the Board resolved on 28 August 2017 to set a measurable objective of 25% of total Female employees across the Group by 30 June 2020. During the WGEA reporting period ending 31 March 2020, the company achieved this goal.

On 26 August 2022, the Board resolved to set a goal for reaching at least 30% female diversity across RPM's global business by 30 June 2024. Further, as RPM's market capitalisation grows, the Board has set a separate measurable objective of achieving not less than 30% of its directors of each gender. For the whole Group as at the date of this report, females currently make up 28% of RPM's global workforce. On that basis, the Board has reset the target date for reaching at least 30% female diversity across RPM's global business to 30 June 2025.

Moreover, the Company undertakes to assess an individual's credentials on their merit, with complete objectivity and without bias so that the Company may attract, appoint and retain the best people to work within the company where all persons have equal opportunity.

PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT (CONTINUED)

Recommendation 1.5: The Company (a) has and discloses a policy concerning diversity; (b) has set measurable objectives for achieving gender diversity in the composition of the Board, senior executives and workforce generally and (c) disclose and report against those objectives

The following table details the proportion of female employees across the Group (**effective 1 July 2024**):

Detail	No.	%
Female Directors on the Board / Chief Executive	1 (of 5)	20%
Female Key Management Personnel (KMP)	0 (of 2)	-
Female Other Executives (excl. KMP) at a CEO-1 level within the Company	1 (of 8)	12.5%
Total Female Employees	115 (of 408)	28%

In addition to diversity, the Company has a strong appetite for ensuring its personnel wherever they may be across the world are engaged and remunerated equitably and legally. In July 2019, the Board has adopted and implemented a 'Modern Anti-Slavery Policy' that reflects the Company's commitment to maintain and eliminate the risk of Modern Slavery acts from occurring within the organisation.

The Policy also outlines the Company's compliance with the *Modern Slavery Act 2018* (Cth) and *Modern Slavery Act 2018* (NSW) (the "Acts"). The Acts prohibit any and all conduct that constitutes Modern Slavery, such as but not limited to human trafficking, slavery, servitude, forced labour, debt bondage and forced marriage. The Company acknowledges and understands that serious penalties may be incurred, and reputational damage may be a consequence if it encourages or engages in conduct constituting acts of Modern Slavery.

The Modern Anti-Slavery Policy was first adopted by the Board on 9 July 2019, and was last reviewed by the Board on 23 August 2024 and can be found on the Company's website here.

The Company, its related subsidiaries and group companies, are required to adhere to the Acts and in doing so, prepares and makes public a Modern Slavery Statement within six (6) months of the end of each Australian Financial Year. Each Modern Slavery Statement describes:

- the risks of modern slavery practices in the operations and supply chains of the Company;
- the actions taken by the Company to assess and address these risks, including due diligence and remediation processes;
- the methods adopted by the Company to assess the effectiveness of these actions;
- the process of consultation with the Company's subsidiaries in relation to this Policy; and
- any other information that may be relevant.

PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT (CONTINUED)

Recommendation 1.5: The Company (a) has and discloses a policy concerning diversity; (b) has set measurable objectives for achieving gender diversity in the composition of the Board, senior executives and workforce generally and (c) disclose and report against those objectives (Continued)

The Board will review the Policy annually and if necessary, will amend it by way of resolution to ensure the Company remains transparent to the public about their current business practices.

A copy of the Company's Statement for the Financial Year ending 30 June 2023 (the latest period required to be lodged at the time of this statement) was filed by RPM on 7 December 2023 and can be found on the Australian Border Force's website here.

Recommendation 1.6: a listed entity should (a) have and disclose a process for periodically evaluating the performance of the Company's Board, its committees and individual directors; and (b) disclose for each reporting period whether a performance evaluation has occurred

It is the responsibility of the Board and its Committees to review their performance (group and individual) annually to ensure that they are operating effectively and in the best interests of the Company.

The Company does not currently have a formal process for evaluating the performance of the Board, its committees or individual directors. In place of a formal review process, the Board conducts an introspective annual discussion of its performance on a collective basis to identify general aspects of its performance that could be improved upon, and such analysis includes the roles played by each Board member. Such reviews therefore encapsulate collective discussion around the performance of individual Board members, their roles on specific projects during the Financial Year, and where relevant, how their role could be modified or suggestions for individual development or performance improvement for the future.

An internal review of each Director of the Board and the Company Secretary in accordance with the above process was completed for the 2024 Financial Year.

Recommendation 1.7: a listed entity should (a) have and disclose a process for periodically evaluating the performance of its Senior Executives at least once every reporting period; and (b) disclose for each reporting period whether a performance evaluation has occurred

Finalisation of performance reviews for the Company's Executives for the 2024 Financial Year have been completed and reported to the HR and Remuneration Committee (HRRC) of the Board.

Status of the performance reviews are reported to the HR and Remuneration Committee (HRRC). Both qualitative and quantitative measures are utilised consistent with KPOs set by the CEO in consultation with the key executives.

PRINCIPLE 2: STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE

Recommendation 2.1: The Board should (a) have a Nominations Committee, is chaired by an independent director and (b) disclose the charter, members of the committee, number of times the Committee met; or (b) if does not have a nomination committee the processes deployed to address succession and ensure the Board has an appropriate balance of skills, knowledge, experience, independence and diversity necessary to discharge its duties and responsibilities effectively

The Board is committed to ensuring that its members have a broad range of skills, experience and expertise necessary to maximise performance and ensure appropriate levels of shareholder return. The Board (currently exercising the roles and responsibilities of the Nominations Committee):

- oversees the composition of the Board and competencies of Board members;
- provides recommendations of appointment and evaluation of the Managing Director;
- ensures that appropriate procedures exist to assess the performance levels of the Chair, Non-executive Directors, Executive Directors; and
- develops succession plans for the Board and overseeing development by management of succession planning for Senior Executives.

The Nominations Committee Charter can be found on the Company's website here. The Charter requires that a majority of members of the Nominations Committee must, as far as possible, be independent Non-executive Directors. The Chair of the Nominations Committee is an independent Director (Stephen Baldwin).

The roles and responsibilities of the Nominations Committee are carried out by the entire Board which consists of a majority of independent Directors.

Recommendation 2.2: The Board should have and disclose a board skills matrix setting out the mix of skills and diversity that the Company has or is seeking to achieve

The skills, experience and length of appointment relevant to each Director are set out in Recommendation 1.2 above. During the 2024 Financial Year the Board reviewed its Board skills matrix detailing the mix of skills and diversity that the Board aims to achieve in its membership. The current Board members represent individuals that have extensive industry experience as well as professionals that bring to the Board their specific skills in order for the Company to achieve its strategic, operational and compliance objectives.

PRINCIPLE 2: STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE (CONTINUED)

Recommendation 2.2: The Board should have and disclose a board skills matrix setting out the mix of skills and diversity that the Company has or is seeking to achieve (Continued)

Each Director's suitability is determined primarily on the basis of their ability to deliver outcomes in accordance with the Company's short and longer term objectives to deliver value to shareholders. A summary of the skills and diversity that the Board as set out in the Board Skills Matrix are as follows:

RPMGlobal Board Skills Matrix
Industry Knowledge
Mining
Technology
Consulting
International Business
Geographical Knowledge and/or Experience
Australia
ASIA
Americas
Africa
Europe
Russia/CIS/Middle East
Specific Technical Knowledge and/or Experience
Information Technology, Software and Intellectual Property
Financial Literacy
Investor Relations
Capital Management
Overseeing internal/external audit
Legal
Risk Management including overseeing risk management framework
Marketing
External Stakeholder Management
People and Culture
Strategy Development and Implementation
Economic, environmental and social sustainability risks
New / Disruptive Technologies
Experience with setting and managing executive remuneration frameworks
Industry Experience - Prior Roles
Prior Experience working within Technology Company
Prior Experience with Consulting/Advisory/Engineering Company
Prior Experience with Mining Services / Mining Supply Related Company
Prior Experience with Mining Company
Prior Experience on Boards or Committees of Industry / Governmental / Regulatory / Council Bodies / Panels
Prior Experience as MD of a listed software and/or services company
Prior Experience Chairing ASX Listed Company
Prior Experience Chairing Audit and Risk Committee
Professional Qualifications
Bachelor Level (Business, Other Complementary Bachelor Degrees (Engineering, IT, Law etc.)
MBA
Other (including Post Graduate GIA/AICD etc).
Soft Skills / Behavioural
Leadership
Setting and implementing Strategic Objectives of a Company
Setting and implementing Business Transformation and Change

PRINCIPLE 2: STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE (CONTINUED)

Recommendation 2.3: The Board should disclose (a) the names of the directors considered to be independent Directors; (b) if a Director has an interest, position or relationship that are relevant to assessing independence of that Director an explanation as to why that does not compromise independence

Details of each Director on the Board and factors relevant to their independence have been assessed by the Board as follows:

Director	Independence Assessment	Factors Relevant to Independence	Length of Service
S Baldwin	Independent Director	The Board has assessed Mr Baldwin as being an independent Director. The Board has assessed that Mr Baldwin's current shareholding in the Company (which does not constitute a substantial holding within the meaning of the Corporations Act) does not impact on Mr Baldwin's independence.	4 Years (originally appointed 1 July 2020)
R Mathews	Managing Director (Not Independent)	As the Company's current Chief Executive Officer, Mr Mathews is **not** able to be an independent Director.	12 Years (originally appointed in February 2012 (August 2012 in Executive capacity)
A Jenkins	Independent Director	The Board has assessed Ms Jenkins as being an independent Director. The Board has assessed that Ms Jenkin's current shareholding in the Company (which does not constitute a substantial holding within the meaning of the Corporations Act) does not impact on Ms Jenkins' independence.	3 Years (originally appointed in July 2021)
P Scurrah	Independent Director	The Board has assessed Mr Scurrah as being an independent Director. The Board has assessed that Mr Scurrah's current shareholding in the Company (which does not constitute a substantial holding within the meaning of the Corporations Act) does not impact on Mr Scurrah's independence.	3.5 Years (originally appointed in January 2021).
R Walker	Independent Director	The Board has assessed Mr Walker as being an independent Director. The Board has assessed that Mr Walker's current shareholding in the Company (which does not constitute a substantial holding within the meaning of the Corporations Act) does not impact on Mr Walker's independence. The Board has further considered the tenure of the service of Mr Walker and is of the view that Mr Walker's independence from management and substantial holders has not been compromised by his longstanding tenure as a Director of the Company.	17 Years (originally appointed March 2007)

PRINCIPLE 2: STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE (CONTINUED)

Recommendation 2.4: A majority of the Board should be independent Directors

The names of the Directors of the Company in office at the date of this report which the Company considers to be independent are set out in Recommendation 2.3 above.

When determining the independent status of a Director, the Board has considered the factors detailed in Box 2.3 of the ASX Principles and Recommendations and as detailed in Recommendation 2.3 above, the Board has determined, on an individual by individual basis, each of the current Directors designated as independent Directors in Recommendation 2.3 above (Stephen Baldwin, Angeleen Jenkins, Paul Scurrah and Ross Walker) satisfy all of the above criteria. The Non-executive Directors understand the benefits of conferring regularly with and without management present, and do so. The Board is also committed to ensuring that all Directors, whether independent or not, bring an independent judgment to bear on Board decisions. To facilitate this, the Board has agreed on a procedure for Directors to have access, in appropriate circumstances, to independent professional advice at the Company's expense.

Recommendation 2.5: the chair of the Board of a listed entity should be an independent Director and, in particular, should not be the same person as the CEO of the Company

It is a requirement of the Company's Board Charter that the Chair should be an independent Director. The Board is satisfied that the Company's Chair, Stephen Baldwin, is, and will continue to be, an independent Director. The Chair and the CEO roles are performed by different persons.

Recommendation 2.6: The Company should have an induction program for new Directors and provide opportunities for professional development to maintain the skills and knowledge needed to perform their role as directors effectively.

The Company's Human Resources and legal department completed an induction program for any new Director.

The Board continually assesses the need for continued professional development of each independent Director as and when necessary to support the Board and Company's operations.

Each Director is ultimately responsible for ensuring they maintain and update their own skills necessary to effectively discharge the duties of their role. The Board fully supports a strong commitment to ethical and responsible decision making.

PRINCIPLE 3: INSTIL A CULTURE OF ACTING LAWFULLY ETHICALLY AND RESPONSIBLY

Recommendation 3.1: A listed entity should articulate and disclose its values

RPM's Core Values set out a number of overarching principles of ethical behaviour and, among other things, requires Directors, executives and employees to:

a) act with high standards of honesty, integrity, fairness, equity and personal integrity;

b) comply fully with the content and spirit of all laws, legislation and regulations which govern the Company's operations, its business environment and its employment practices;

c) not directly or indirectly offer, pay, solicit or accept bribes, secret commissions or other similar payments or benefits in the course of conducting business;

d) not divulge any information about the Company without appropriate authorisation;

e) not participate in insider trading by using knowledge not generally available to the market to gain unfair advantage in the buying or selling of the Company's securities;

f) not knowingly participate in any fraudulent, corrupt, illegal or unethical activity;

g) not enter into any arrangement or participate in any activity that would conflict with the interests of the Company or prejudice the performance of professional duties;

h) not take advantage of their position or the opportunities arising therefrom for personal gain; and

i) report any possible improprieties in financial reporting, internal control or other matters covered by the Code.

These values are set out in RPM's Code of Conduct which is provided to all Directors, Officers and employees of the Company (see Recommendation 3.2 below for further information).

Recommendation 3.2: A listed entity should (a) have and disclose a Code of Conduct for its directors, senior executives, and employees and (b) ensure that the Board is informed of any material breaches of that code

The Company has established a Code of Conduct Policy setting out the standards of ethics and conduct to which all Directors, Executives and employees within the Group must adhere whilst conducting their duties. The Code of Conduct Policy can be found on the Company's website here. First adopted by the Board on 11 April 2008, it is reviewed periodically to ensure it remains up-to-date and in the best interest of the Company. The Code was reviewed and updated by the Board on 23 August 2024. The Company's Code of Conduct is underpinned by RPM's values as summarised in Recommendation 3.1 above.

The Managing Director in conjunction with the EGM Human Resources ensures that all employees are made aware of all procedures and policies on induction and on an ongoing basis to ensure any necessary reporting steps are undertaken.

PRINCIPLE 3: INSTIL A CULTURE OF ACTING LAWFULLY ETHICALLY AND RESPONSIBLY (CONTINUED)

Recommendation 3.2: A listed entity should (a) have and disclose a Code of Conduct for its directors, senior executives, and employees and (b) ensure that the Board is informed of any material breaches of that code (Continued)

The Company is committed to ensuring that employees may raise concerns regarding illegal conduct or unethical behaviour and will support employees who report violations in good faith. RPM will not act to the detriment of any employee as a consequence of them raising any breach of law, concerns about possible improprieties in financial reporting, internal control or other matters including any violation of the Code. All reports received will be thoroughly investigated and any necessary action taken.

The Company has a standalone Supplier Code of Conduct applicable specifically to suppliers who provide services and goods to RPM. The Policy was first adopted by the Board on 9 July 2019 and was last reviewed by the Board on 23 August 2024. A copy of the policy can be found here.

Recommendation 3.3: A listed entity should (a) have and disclose a Whistleblower policy and (b) ensure that the Board is informed of any material breaches of that policy

The Company has a standalone Whistleblower Policy which can be found on the Company's website here. The Whistleblower Policy aims to:

a) outline the protections available to Whistleblowers;

b) outline the method and procedure for reporting serious wrongdoing or unethical conduct;

c) outline the information about how the Company will support Whistleblowers and protect them from detriment; and

d) describe how the Company will investigate any reports of serious wrongdoing or unethical conduct.

The Policy aligns with the Company's Core Values detailed in the Code of Conduct in order to ensure that any person who is to report or raise concerns regarding serious wrongdoing or unethical conduct will be treated fairly and without any detriment. The Company recognises that whistleblowing can be a stressful and difficult thing to do and so it strives to have the appropriate mechanisms in place to support and protect those whistleblowing.

The Policy was first adopted by the Board on 9 July 2019 and was last reviewed by the Board on 23 August 2024.

PRINCIPLE 3: INSTIL A CULTURE OF ACTING LAWFULLY ETHICALLY AND RESPONSIBLY (CONTINUED)

Recommendation 3.4: A listed entity should (a) have and disclose an anti-bribery and corruption policy and (b) ensure that the Board is informed of any material breaches of that policy (Continued)

The Company recognises the serious civil and criminal penalties that may be incurred and the reputational damage that may be inflicted on the Company if it engages in fraudulent, corrupt or collusive activities, which is why it has a standalone Anti-Bribery and Corruption Policy which can be found on the Company's website here, and:

a) sets out the responsibilities of the Company and its Personnel when encountering or observing conduct involving Bribery or Corruption;

b) provides information and guidance on how to recognise and deal with conduct involving Bribery or Corruption; and

c) provides a framework for reporting any actual or suspected conduct of Bribery or Corruption.

The Company's new starters undertake training on this Policy as part of their induction process, and all existing Personnel receive updates on this Policy via the Company's intranet. In this training, all Personnel are encouraged to report any actual or suspected breaches of this Anti-Bribery and Corruption Policy in accordance with the Company's current Whistleblower Policy. The Policy was first adopted by the Board on 9 July 2019 and was last reviewed by the Board on 23 August 2024.

PRINCIPLE 4: SAFEGUARD INTEGRITY OF CORPORATE REPORTS

Recommendation 4.1: The Board of the listed entity should (a) have an audit committee (i) of at least three members all of whom are non-executive and a majority independent and (ii) is chaired by an independent Director (who is not chair of the Board); and disclose the charter, the relevant qualifications and experience of each member of the committee and the number of times the committee met during the reporting period

The Board has an Audit and Risk Committee (***ARC***). The primary purpose of the ARC is to assist the Board to discharge its responsibilities with regard to:

- monitoring and reviewing the effectiveness of the control environment in the Group in the areas of operational and balance sheet risk, legal/regulatory compliance and financial reporting; and
- providing an independent and objective review of financial and other information prepared by management, in particular that to be provided to members and/or filed with regulators.

PRINCIPLE 4: SAFEGUARD INTEGRITY OF CORPORATE REPORTS (CONTINUED)

Recommendation 4.1: The Board of the listed entity should (a) have an audit committee (i) of at least three members all of whom are non-executive and a majority independent and (ii) is chaired by an independent Director (who is not chair of the Board); and disclose the charter, the relevant qualifications and experience of each member of the committee and the number of times the committee met during the reporting period (Continued)

Further, the ARC leads the review of the performance of the external auditors and sets the procedures for both the selection and appointment of external auditors and the rotation of external audit engagement partners.

The ARC consists of two independent Non-executive Directors, with Mr Ross Walker as Chair:

Director	Qualifications	Status (as at 1 July 2024)
R Walker	Bachelor of Commerce and FCA	Independent Director, Non-executive Director Chair of Audit and Risk Committee
S Baldwin	Bachelor of Commerce (Honours) and ACA	Independent Director, Non-executive Director Member of Audit & Risk Committee

The Board acknowledges that it is not currently compliant with the recommendation that the audit committee should have at least three members. The Board considers for a company and Board of RPM's size, an audit committee consisting of two non-executive directors, in particular with the qualifications and experience of the two directors appointed, is of an appropriate size and experience to adequately perform the duties of the Board to safeguard the integrity of corporate reports and risk management.

The ARC retains the unrestricted right of access to executive management including the Chief Financial Officer and Group General Counsel and Company Secretary as required. Each Director has an appropriate knowledge of the Company's affairs and has the financial and business expertise to enable the ARC to discharge its mandate effectively. The members of the ARC have direct access to employees, external auditors and financial and legal advisers with and without management present (as required). The ARC's formal Charter, which complies with the ASX Principles and Recommendations, can be found on the Company's website here. The ARC Charter was adopted by the Board on 11 April 2008 and is reviewed periodically to ensure it is operating effectively and in the best interests of the Company. The Charter was last reviewed and updated by the Board on 23 August 2024. The ARC meets as often as required. Attendance at ARC meetings during the 2024 Financial Year was as follows:

	Audit and Risk Committee (ARC)	
	Attended	Held
S Baldwin	3	3
R Walker	3	3

PRINCIPLE 4: SAFEGUARD INTEGRITY OF CORPORATE REPORTS (CONTINUED)

Recommendation 4.2: a Board of a listed entity should, before it approves the entity's financial statements, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively

The Company Secretary is the secretary of the ARC and was present at all meetings during the Financial Year. The ARC keeps minutes of its meetings and includes those minutes with the materials for the next full Board Meeting.

The Board has received declarations from the Managing Director and the CFO pursuant to s295A of the Corporations Act which state that the financial statements are founded on sound risk management and internal controls and that the system is operating effectively in all material respects in relation to financial reporting risks.

Recommendation 4.3: A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor

The Board ensures that its external auditors attend the Company's Annual General Meeting, and that appropriate time is allowed for questions from security holders to be made to the auditors at that meeting.

The Company does not publish on its website the procedures for the selection and appointment of external auditors, and for the rotation of external audit engagement partners. The Company has had no need to formalise these procedures at this stage, although it recognises the potential benefits to developing such procedures should the size and/or operations of the Group require that to occur.

PRINCIPLE 5: MAKE TIMELY AND BALANCED DISCLOSURE

Recommendation 5.1: A listed entity should and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1

The Board supports continuous disclosure consistent with the ASX Principles and Recommendations. The Company's Board approved a Continuous Disclosure Policy and Market Disclosure Guidelines which are designed to ensure that:

- shareholders have equal and timely access to material information concerning the Company; and
- Company announcements are clear, concise, factual and balanced.

A copy of the Continuous Disclosure Policy and Market Disclosure Guidelines can be found on the Company's website here.

PRINCIPLE 5: MAKE TIMELY AND BALANCED DISCLOSURE

Recommendation 5.1: A listed entity should and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1

The Continuous Disclosure Policy and Market Disclosure Guidelines were adopted by the Board on 30 October 2008 and are reviewed periodically to ensure they remain up-to-date and in the best interests of the Company and Shareholders. The Policy was last reviewed and updated by the Board on 23 August 2024.

The Board has overall responsibility for ensuring compliance with the Continuous Disclosure Policy and Market Disclosure Guidelines. The Board has established a Disclosure Committee, currently consisting of the Chair, the Managing Director and the Company Secretary, to assist the Board in ensuring compliance with the Continuous Disclosure Policy and Market Disclosure Guidelines.

The Disclosure Committee in turn appoints reporting officers, and those officers are required to:

- immediately disclose any material information which may need to be disclosed; and
- ensure awareness of and compliance with the Continuous Disclosure Policy and Market Disclosure Guidelines.

Recommendation 5.2: A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made

With the exception of administrative share capital related announcements, the Company Secretary ensures that the Board is provided with all market announcements by email promptly after they are made.

Recommendation 5.3: A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation

RPM releases a copy of the investor presentations contemporaneously with releasing its half year and full year results. Copies of these are also available on the investor section of RPM's website.

PRINCIPLE 6: RESPECT THE RIGHTS OF SECURITY HOLDERS

Recommendation 6.1: The Company provides information about itself and its governance to investors via its website

The Company operates a dedicated section of its website to investor relations https://www.rpmglobal.com/investor-centre.

Within the investor section of the Company's website, users can navigate to view:

- the Company's Corporate Governance materials including this statement, the Board and Committee Charters and governance policies;
- current and historical (up to three years) ASX announcements for the Company;

PRINCIPLE 6: RESPECT THE RIGHTS OF SECURITY HOLDERS (CONTINUED)

Recommendation 6.1: The Company provides information about itself and its governance to investors via its website

- current and historical annual reports, financial results announcement and presentations and Annual General Meeting materials;
- the names and biographical details for the Company's Board - https://www.rpmglobal.com/about/our-people; and
- the names, photographs and biographical details for the Company's Senior Executives - https://www.rpmglobal.com/about/our-people

Recommendation 6.2: a listed entity should have an investor relations program that facilitates effective two-way communications with investors

Shareholder communication is conducted in accordance with the Company's Continuous Disclosure Policy (here) and the Company's Shareholder Communications Policy (here).

The Company's Shareholder Communication Policy was adopted by the Board on 30 October 2008 and is reviewed periodically to ensure it remains up-to-date and in the best interests of the Company and Shareholders. The Policy was last reviewed on 24 August 2024.

Recommendation 6.3: a listed entity should disclose how it facilitates and encourages participation at meetings of security holders

Shareholders are encouraged to attend and actively participate at General Meetings. The Company's Directors and the Chairmen of all Committees plus senior management will be present at each Annual General Meeting to answer shareholder questions.

The Company's auditor is also present at each Annual General Meeting to answer any shareholder questions. Shareholders that are unable to attend meetings are able to exercise their right to ask questions about the Company by submitting those to the Company ahead of time and are able to appoint a proxy to vote on their behalf.

During FY2024, the Company held its FY2023 Annual General Meeting by virtual means with all shareholders afforded the opportunity to view the meeting presentation, vote and ask questions virtually via the Computershare platform in real time.

Recommendation 6.4: a listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands

The Board understands and appreciates the intent of this governance requirement and that it is the responsibility of the Chair of the annual meeting of security holders to ensure the voted result on resolutions reflects the true will of the security holders attending and voting at the meeting whether they attend in person, electronically or through proxy. All resolutions for the Company's 2023 Annual General Meeting were held and carried via a Poll.

PRINCIPLE 6: RESPECT THE RIGHTS OF SECURITY HOLDERS (CONTINUED)

Recommendation 6.5: a listed entity should give security holders the option to receive Electronic communication from, and send communications to, the entity and its security register electronically

Shareholders are able to interact with the Company electronically through the Company Secretary (email to companysecretary@rpmglobal.com) and are able to elect to receive shareholder communications electronically from the Company's share registry managed by Computershare.

PRINCIPLE 7: RECOGNISE AND MANAGE RISK

Recommendation 7.1: the Board of the listed entity should (a) have a committee to oversee risk (i) of at least three members a majority independent and (ii) is chaired by an independent Director; and disclose the charter, the relevant qualifications and experience of each member of the committee and the number of times the committee met during the reporting period

The Board understands the importance of maintaining a sound and practical system of risk oversight and management and internal control. Ultimate responsibility for risk management rests with the Board, however the Audit and Risk Committee (***ARC***) is tasked with responsibility to ensure all areas of risk relevant to the Company are managed appropriately. The ARC's formal Charter, which complies with the ASX Principles and Recommendations, can be found on the Company's website here.

Details around the members, chair, qualifications and meetings held by the ARC are disclosed under Recommendation 4.1.

The Board acknowledges that it is not currently compliant with the recommendation that the risk committee should have at least three members. The Board considers for a company and Board of RPM's size, a risk committee consisting of two non-executive directors, in particular with the qualifications and experience of the two directors appointed, is of an appropriate size and experience to adequately perform the duties of the Board to safeguard the integrity of risk management.

The specific responsibilities of the ARC relevant to management of risk as set out in the Charter include reviewing and reporting to the Board that:

- the Company's ongoing risk management program effectively identifies all areas of potential risk;
- adequate policies and procedures have been designed and implemented to manage identified risks;
- a regular program of audits is undertaken to test the adequacy of and compliance with prescribed policies; and
- proper remedial action is undertaken to redress areas of weakness.

PRINCIPLE 7: RECOGNISE AND MANAGE RISK (CONTINUED)

Recommendation 7.2: the Board should (a) review the Company's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the Board; and disclose in relation to each reporting period whether such a review has taken place

The Group faces a wide variety of risks due to the nature of its operations and the regions in which it operates including commercial risks, legal risks, compliance risks, health and safety risks (including relating to COVID-19) and financial risks. RPM maintains an Enterprise Risk Management (***ERM***) Policy which is designed to protect its people, clients and assets including intellectual property and thereby enhancing the value delivered to shareholders.

Recommendation 7.2: the Board should (a) review the Company's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the Board; and disclose in relation to each reporting period whether such a review has taken place (Continued)

The RPM ERM policy assists to identify, mitigate and manage risks on an enterprise wide basis with the Board reviewing and updating key strategic risks impacting the company annually.

During FY2024 the Board reviewed and updated the key strategic risks managed pursuant to the ERM.

For the FY2024-25 year, the key risks assessed by the RPM Board that are faced by RPMGlobal Holdings Limited, and their associated controls have been established to manage those risks are set out in the following table:

Risk	Nature of Risk	Controls established
Cyber, Privacy Breach and Data Loss	That the group's technology products or infrastructure are compromised to such an extent that the group can no longer operate. That a cyber actor gains control over the group's systems or accesses customer or RPM confidential information and attempts to either extort monies or wrongfully disclose that confidential information or conduct an act of individual identity theft. For privacy, the risk of private/personal information loss and/or a Privacy Act penalty or enforcement action.	The group has an ISO27001:2022 accredited and externally audited Information Security Management System (ISMS) to mitigate and reduce the negative impact of information security and technology risks. The group installs and maintains up to date security products and services for physical office security, network protection and detection, hardware security and software security as well as completes regular staff awareness training. The group conducts monitoring, vulnerability and penetration testing and undertakes regular audits on all relevant systems and ensures procedures are in place to undertake peer reviews of software developed and associated security scanning.

PRINCIPLE 7: RECOGNISE AND MANAGE RISK (CONTINUED)

Recommendation 7.2: the Board should (a) review the Company's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the Board; and disclose in relation to each reporting period whether such a review has taken place (Continued)

Risk	Nature of Risk	Controls established
Exposure to Climate Change, ESG	As a global business with active operations supplying software and advisory services to the mining industry across the world, the group's operations are subject to wider economic, environmental (including climate change), governmental and social sustainability requirements that have the potential to impact on RPM's long term financial and operational sustainability.	Exposure to Coal, Climate Change and ESG requirements remains a key strategic risk currently being actively addressed by the RPM Board. RPM has increased its ESG credentials via acquisitions and organic expansion of its ESG division and software solutions. RPM is progressing its own understanding of its exposure to climate change and ESG risks through the work being undertaken by the Board ESG & Sustainability sub-committee first established during FY2023.
Advisory Report Errors	The consulting services work completed by RPM's Advisory business is often relied upon by RPM's clients in transactions of high value and/or in circumstances where if a loss arises the group could suffer a loss in business reputation and/or financial loss.	RPM deploys a capability management system which includes project management and public reporting review and oversight which continue to be the backbone of the group's advisory quality assurance process. The group ensures it retains in-house specialists that can project manage and peer review the work completed in-house and by our sub consultant network to ensure RPM's work is delivered to the required professional standards.
Markets and Growth	The risk of missing strategic opportunities to grow either organically or inorganically, through deployment of resources or capital.	Management takes an active role in M&A including broad competitor, partner and market based assessments which have successfully enabled the group to expand its offerings both in the software and advisory businesses.
Legal & Regulatory Issues	The group's operations are subject to a variety of industry, country, legal and regulatory conditions. Risk of non-compliance with legal obligations under applicable laws or contract, or the lack of enforceability of contractually agreed terms, as well as any other litigation, in each case with a revenue or contingent liability impact and/or material impact on the group.	The group has strong legal, compliance and risk management reviews, frameworks and procedures managed and overseen by the groups internal legal department to ensure conformity by the group with relevant legal and regulatory requirements. The group upholds high business conduct standards. Both new hires and existing employees are obligated to participate in compliance and legal on-boarding and training initiatives. RPM's legal and compliance team conducts international sanction reviews on any new customer, supplier or counterparty in jurisdictions where sanctions issues may arise.

PRINCIPLE 7: RECOGNISE AND MANAGE RISK (CONTINUED)

Recommendation 7.2: the Board should (a) review the Company's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the Board; and disclose in relation to each reporting period whether such a review has taken place (Continued)

Risk	Nature of Risk	Controls established
People (incl succession planning)	Ensuring a safe working environment for all staff, those in RPM's offices around the world and those that travel and attend remote client mine sites is critical to ensure no harm comes to the group's personnel. A shortage in labour, inability to attract the right qualified personnel or an increase in remuneration costs could be detrimental to the group's ability to successfully deliver against its strategic objectives.	The group proactively encourages a safe working environment, including for remote work through the use of international accredited safe travel systems and process, and supports and encourages diversity and inclusion and challenges the status quo while developing employee competency and growth. The group has in place a multi-pronged strategy to ensure the group's culture is engaging, challenging and a place where employees derive personal satisfaction from their work and where the group is viewed as an employer of choice. The group is focused on diverse methods of talent attraction and retention using a varied set of retention methods including professional development, challenging work, opportunities for career progression, market competitive remuneration linked to the company's strategic focus, and investment in continuing learning and development opportunities.
IP infringement	The risk of competitors, customers or a third party copying RPM's Intellectual Property including in countries around the world with less protective intellectual property rules.	RPM ensures it does not provide access to source code, and only enters into contracts in jurisdictions and on terms and conditions where potential legal disputes can be fairly heard and where RPM's rights and interests can be adequately protected.
Large Project Delivery	Delivering large 'business critical' software implementations and complex advisory projects to the satisfaction of customers with the required level of quality.	The group focuses on quality and customer success in all stages of its engagement through project delivery. RPM deploys standardised product management, ISO9001 certified development processes and project management oversight to ensure RPM's work is delivered on time and to the required professional standards.

In addition to the above, the Group has a number of policies adopted by the Board that directly or indirectly serve to reduce and/or manage risk. These include, but are not limited to:

- Delegations of Authority policy;
- Workplace Health and Safety policies;
- Code of Conduct policies;
- Travel risk management (including health and safety, security and destination related risks) policies;
- Securities Trading Policy (found on the Company's website here).

PRINCIPLE 7: RECOGNISE AND MANAGE RISK (CONTINUED)

Recommendation 7.2: the Board should (a) review the Company's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the Board; and disclose in relation to each reporting period whether such a review has taken place (Continued)

At a management level, risk is managed by the Company's Group General Counsel in conjunction with the Chief Executive Officer. The Board maintains oversight on risk with operational, financial and legal reports provided to the Board at each meeting to highlight and address areas of risk and concern. At this time the Board remains of the view that those processes, which are actively managed by the Company's Group General Counsel in conjunction with the Chief Executive Officer and supplemented by regular reporting to the Board at each meeting, are suitable and appropriate to manage risk for the Company in its current size and operations.

Recommendation 7.3: a listed entity should disclose (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes

The Company does not currently have a dedicated internal audit function. The Directors have assessed a need to establish an internal audit function and are of the view that sufficient internal control mechanisms currently exist in the Company without the necessity for a dedicated internal audit function.

The responsibility for management of risk and internal controls on a day-to-day basis sits with the Company's Chief Financial Officer and Group General Counsel with regular reporting and oversight by the Chief Executive Officer, the ARC, the Board and the Company's external auditors. Necessary action is taken to protect the integrity of the Company including by way of design and implementation of internal controls, and to ensure operational efficiencies, mitigation of risks, and safeguard of Company assets.

The Board will continue to assess the appropriateness of these internal functions to meet the Company's internal control and risk management obligations and should the Company's operations require it, will at the appropriate time, consider forming a dedicated internal audit function.

Recommendation 7.4: a listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks

As a global business with active operations in thirteen (13) countries supplying software and advisory services to the mining industry, the Board recognises the importance of being aware of how the operations of the business impact on a range of stakeholders including shareholders, employees, customers, suppliers, creditors, consumers, governments and the local communities in which the Company operates, and the mechanisms needed to ensure sustainable longevity in the Company's operations.

As a supplier to the mining industry, the Board understands that the Company's operations are subject to wider economic, environmental (including climate change), governmental and social sustainability requirements that are outside of the direct control of the Company, or its Board and management.

PRINCIPLE 7: RECOGNISE AND MANAGE RISK (CONTINUED)

Recommendation 7.4: a listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks (continued)

Exposure to Coal, Climate Change and ESG requirements remains a key strategic risk currently being actively addressed by the RPM Board.

In January 2023, the Board resolved to form an ESG & Sustainability (ESG&S) Committee to assist RPM to discharge its obligations and responsibilities with regards to ESG and sustainability matters and overseeing and implementing future disclosures that the company will need to make regarding ESG and Sustainability related matters.

The ESG&S consists of two Directors, with Ms Angeleen Jenkins as Chair:

Director	Qualifications	Status (as at 1 July 2024)
A Jenkins	Bachelor of Arts in Psychology and is a Fellow of the Australian Institute of Company Directors, a Fellow of the Governance Institute of Australia and a Member of the Institute of Directions New Zealand.	Independent Director, Non-executive Director Chair of ESG & Sustainability Committee
R Mathews	Bachelor of Commerce, Bachelor of Science and ACA.	Managing Director, Chief Executive Officer (CEO) Member of ESG & Sustainability Committee

The ESG&S Charter which can be found on the Company's website here was adopted by the Board on 24 February 2023 and was last reviewed and updated by the Board on 23 August 2024 (as part of the annual review of all corporate governance policies to ensure it is operating effectively and in the best interests of the Company). The ESG&S meets as often as required. Attendance at ESG&S meetings during the 2024 Financial Year was as follows:

	ESG & Sustainability Committee (ESG&S C)	
	Attended	**Held**
A Jenkins	2	2
R Mathews	2	2

PRINCIPLE 7: RECOGNISE AND MANAGE RISK (CONTINUED)

Recommendation 7.4: a listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks (continued)

In late FY2023, the ESG&S Committee resolved to appoint an external consultant to assist RPM complete an ESG materiality assessment that identifies RPM’s most material sustainability-related issues and impacts both positive and negative. The appointed external counsel is now deploying best practice methodology set out by the Global Reporting Initiative (GRI) and the International Sustainability Standards Board (ISSB) to assist RPM's materiality assessment. The results of this work will provide the ESG&S Committee a clear understanding of what sustainability issues are most relevant and important for RPM, which will focus RPM's future ESG strategy development and sustainability reporting.

The RPM Board remains committed to mitigating ESG & Sustainability risks by actively monitoring the resources industry, and where necessary adapting the operations of the business to meet the changing requirements of the industry and the economic, environmental and social environment in which it operates and in doing so endeavours to create and preserve value for the Company’s stakeholders in the short, medium and long term.

PRINCIPLE 8: REMUNERATE FAIRLY AND RESPONSIBLY

Recommendation 8.1: the Board of a listed entity should (a) have a remuneration committee (i) of at least three members a majority independent and (ii) is chaired by an independent Director; and disclose the charter, the relevant qualifications and experience of each member of the committee and the number of times the committee met during the reporting period

The Board recognises that remuneration is a key focus for investors and that the Company needs to ensure a balance between attracting high quality personnel and the remuneration and incentives payable by the Company to those personnel and to align remuneration with Company performance. The Company has established a Human Resources and Remuneration Committee (***HRRC***) to assist the Board in:

- setting remuneration, recruitment, retention, development and termination policies for the CEO and Senior Executives; and
- establishing a remuneration framework for all employees in the Group.

The Board acknowledges that it is not currently compliant with the recommendation that the remuneration committee should have at least three members. The Board considers for a company and Board of RPM’s size, a remuneration committee consisting of two non-executive directors, in particular with the qualifications and experience of the two directors appointed, is of an appropriate size and experience to adequately perform the duties of the Board to remunerate fairly and responsibly.

PRINCIPLE 8: REMUNERATE FAIRLY AND RESPONSIBLY (CONTINUED)

Recommendation 8.1: the Board of a listed entity should (a) have a remuneration committee (i) of at least three members a majority independent and (ii) is chaired by an independent Director; and disclose the charter, the relevant qualifications and experience of each member of the committee and the number of times the committee met during the reporting period (continued)

As at 1 July 2024, the HRRC consists of the following two Independent Non-executive Directors, with Mr Paul Scurrah as Chair:

Director	Qualifications	Status (as at 1 July 2024)
P Scurrah	Finance for Senior Executives Harvard Business School	Independent Director, Non-executive Director Chair of HR & Rem Committee
A Jenkins	Bachelor of Arts in Psychology	Independent Director, Non-executive Director Member of HR & Rem Committee

A copy of the HRRC Charter can be found on the Company's website here. The HRRC Charter was adopted by the Board on 30 October 2008 and was last reviewed on 23 August 2024.

The HRRC meet as often as required. Attendance at HRRC meetings during the 2024 Financial Year was as follows:

	HR and Remuneration Committee (HRRC)	
	Attended	Held
P Scurrah	3	3
A Jenkins	3	3

The Company Secretary is the secretary of the HRRC and was present at all meetings during the Financial Year. The HRRC maintains minutes of its meetings and includes them with materials for the next full Board Meeting.

PRINCIPLE 8: REMUNERATE FAIRLY AND RESPONSIBLY (CONTINUED)

Recommendation 8.2: a listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives

The Company clearly distinguishes the structure of Non-executive Director remuneration from that of Executive Directors and Senior Executives.

Non-executive Directors are paid a set fee as agreed by the Board annually, and do not receive performance-based fees or retirement benefits. The remuneration of Non-executive Directors is not more than the aggregate fixed sum determined by the Company's shareholders in a general meeting.

The remuneration structure for Executive Directors and Senior Executives is balanced between fixed salary and short and long term incentive schemes that are designed to align as closely as possible with the Company's short term and long-term objectives.

The Remuneration Report provides a detailed disclosure of Non-executive Directors, Executive Directors and Senior Executives in accordance with reporting obligations.

There is not any scheme for retirement benefits, other than superannuation, for Non-executive Directors.

Recommendation 8.3: a listed entity which has an equity-based remuneration scheme should (a) have a policy on whether participants are permitted to enter into transactions which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.

The Company currently operates a Long-Term Incentive Employee Share Option scheme which was last approved by shareholders at the Company's Annual General Meeting in October 2022.

The Company operates a Securities Trading Policy (copy here) and a Margin Loan Policy (copy here) which are applicable to Senior Executives and employees who are also shareholders in the Company.

As detailed in the Company's Security Trading Policy, Directors, Officers and employees of the Company are not permitted to enter into transactions in products associated with the Company's securities which operate to limit the economic risk of their security holding in the Company (e.g. hedging arrangements). This extends to any hedging arrangements or other such transactions in respect of rights under any equity-based remuneration plan or scheme.