



**NOTICE OF
ANNUAL GENERAL MEETING
AND EXPLANATORY STATEMENT**

The Annual General Meeting of
R3D Global Limited
ACN 111 398 040

to be held at:
Level 2, 131 Macquarie Street,
Sydney, NSW 2000
1.00 pm on Thursday 29 November 2018

R3D Global Limited
ACN 111 398 040
NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of members of R3D Global Limited (the **Company**) will be held at Level 2, 131 Macquarie Street, Sydney, NSW, Australia at 1.00 pm Sydney Time on Thursday 29 November 2018.

Ordinary Business

1. Financial Statements and Reports

To receive the Company's financial statements and the reports of the Directors and the Auditor for the financial year ended 30 June 2018.

2. Resolution 1: Non-binding resolution to adopt the Remuneration Report

To consider, and if thought fit, pass the following resolution as a **non-binding resolution**:

"That the Directors' Remuneration Report for the year ended 30 June 2018 be and is hereby adopted for the purposes of the Corporations Act 2001 (Cth)".

NOTE: this Remuneration Report commences on page 8 of the 2018 Annual Report in accordance with Section 250R(3) of the *Corporations Act 2001 (Cth)*.

Voting Exclusion Statement

The company will disregard any votes cast on Resolution 1 (in any capacity, whether as proxy or as shareholder) by any of the following:

- a) Key Management Personnel; and
- b) Closely Related Parties of Key Management Personnel.

However, the Company need not disregard a vote if it is:

- a) Cast by a person as proxy appointed in accordance with the directions on the proxy form that specify how the proxy is to vote on Resolution 1; and the vote is not cast on behalf of a person described in subparagraphs (a) and (b) above; or
- b) Cast by the chair of the Meeting as proxy appointed in accordance with the directions of the proxy form for a person who is entitled to vote, and such appointment on the proxy form expressly authorises the chair to exercise the proxy even if the resolution is connected directly with the remuneration report; and the vote is not cast on behalf of a person described in subparagraphs (a) and (b) above.

3. Resolutions 2 – 3: Election of Directors

a) Resolution 2: Ordinary resolution to elect Muljadi Irawan as a Director

To consider, and if thought fit, pass the following resolution as an **ordinary resolution**.

"That Muljadi Irawan, retiring in accordance with Article 9.2 of the Company's Constitution, be elected as a director of the Company".

Note: The qualifications and experience of Mr Irawan is provided in the 2018 Annual Report tabled at this Annual General Meeting.

b) Resolution 3: Ordinary resolution to elect Michael Thirnbeck as a Director

To consider, and if thought fit, pass the following resolution as an **ordinary resolution**.

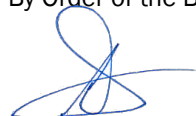
"That Michael Thirnbeck, retiring in accordance with Article 6.1 of the Company's Constitution, be elected as a director of the Company".

Note: The qualifications and experience of Mr Thirnbeck is provided in the 2018 Annual Report tabled at this Annual General Meeting.

Other Business

To transact any other business which may be legally brought before an Annual General Meeting, in accordance with the Company's Constitution and the Corporations Act 2001 (Cth).

By Order of the Board



Henry Kinstlinger
Company Secretary
23 October 2018

This Notice of Meeting is accompanied by an Explanatory Statement that explains the purpose of the Meeting and the resolutions to be considered at the Meeting.

R3D Global Limited
ACN 111 398 040
EXPLANATORY STATEMENT

This Explanatory Statement is intended to provide shareholders of R3D Global Limited (**the Company** or **R3D**) with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting of the Company.

The Directors recommend that shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

If you have any queries regarding the matters set out in this Explanatory Statement or the preceding Notice please contact the Company or your professional advisor.

1. Financial Statements and Reports

The *Corporations Act 2001* (Cth) requires the Financial Report, Directors' Report and Auditor's Report for the past financial year to be tabled before the Annual General Meeting, and the Company's Constitution provides for such reports to be received and considered at that meeting. Neither the *Corporations Act 2001*(Cth) nor the Company's Constitution requires a vote of shareholders at the Annual General Meeting on such Reports. The Annual General Meeting provides a forum for shareholders to ask questions and make comments on the Company's reports and accounts and on the business and operations of the Company for the year ended 30 June 2018.

In addition, shareholders may, at the meeting, ask questions of the auditor in relation to the following matters;

- the conduct of the audit;
- the content of the auditor's report;
- the accounting policies adopted by the Company for the preparation of the financial statements; and
- the auditor's independence in relation to the above items.

Shareholders may view the Company's Annual Financial Report on the Company's website www.r3d.com.au.

2. Resolution 1 – Adoption of Directors' Remuneration Report

In accordance with Section 250R(2) of the *Corporations Act 2001* (Cth), a resolution that the Remuneration Report be adopted must be put to a vote at the Company's Annual General Meeting. The vote on this resolution is advisory only and does not bind the directors or the Company. The Remuneration Report is set out in the Company's year 2018 Annual Report and is also available from the Company's website www.r3d.com.au.

The Remuneration Report:

- describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance;
- sets out the remuneration arrangements in place for each director and for certain members of the senior management team; and
- explains the difference between the bases for remunerating non-executive directors and senior executives, including Chief Executive Officer.

If the Company's Remuneration Report resolution receives 'NO' votes of 25% or more of the votes cast at the meeting, the Company's subsequent remuneration report will include a report on actions taken by the Board in the Company's next annual report.

The Board will take the outcome of the vote, even if it received a less than 25% 'NO' vote into consideration when reviewing the Company's remuneration policy. A 'NO' vote of 25% or more **was not** received at the Company's 2017 Annual General Meeting.

3. Resolutions 2 - 3 – Election of Directors

Election of Mr Muljadi Irawan

Article 9.2 of the Company's constitution requires a director to stand for election at the first annual general meeting of the Company following their appointment.

Mr Irawan was appointed on 9 July 2018, and accordingly being eligible, seeks re-election at this annual general meeting.

Mr Irawan's qualifications and experience is set out in the 2018 Annual Report.

Election of Mr Michael Thirnbeck

Article 6.1 of the Company's Constitution requires one third of the directors to stand for election at every annual general meeting except the Managing Director and directors already required to stand for election by way of Article 9.2 of the Company's Constitution.

Mr Thirnbeck, being eligible, has nominated himself to stand for election at this annual general meeting in accordance with Article 9 of the Company's Constitution.

Mr Thirnbeck's qualifications and experience is set out in the 2018 Annual Report.

R3D GLOBAL LIMITED

ACN 111 398 040

GENERAL MEETING OF SHAREHOLDERS PROXY FORM

Please complete, sign and return this document to:

To: The Company Secretary
R3D Global Limited
C/- MMR Corporate Services
Level 2, Hudson House
131 Macquarie Street
SYDNEY NSW 2000

Email executed form to: henry@r3d.com.au
fax executed form to: +61 2 9251 7500
By 7.00 pm (Sydney Time) 27 November 2018

I / We
being a member of R3D Global Limited (the **Company**) appoint the following as my proxy:

Name of proxy:

Address of proxy:

Or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my / our proxy to act generally at the Meeting on my / our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of the Company on 29 November 2018 and at any adjournment of or postponement of that Meeting. The Chairman intends to vote all undirected proxies that he receives in favour of each resolution to be brought before the meeting, except where the Chairman is expressly forbidden to do so under the Corporations Act 2001.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Please mark to indicate your directions

PLEASE NOTE: If you mark the Abstain box for an item, you are directing your proxy not to vote on your behalf on a show of hands or poll and your votes will not be counted in computing the required majority.

RESOLUTIONS

Resolution 1 – Non-binding resolution to adopt Remuneration Report

FOR **AGAINST** **ABSTAIN**

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Resolution 2 – Ordinary resolution to elect Mr Muljadi Irawan

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Resolution 3 – Ordinary resolution to elect Mr Michael Thirnbeck

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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The Chairman of the meeting intends to vote all available proxies in favour of each item of business.

SIGNATURE OF MEMBER(S)

Individual or Member 1

Member 2

Member 3

Sole Director/Company Secretary

Director

Director/Company Secretary

Date: _____

Contact Name: _____ Contact Phone (daytime): _____

Notes on Proxies

1. Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box, your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.
2. A member entitled to attend and vote at this meeting is entitled to appoint not more than two proxies to attend and vote in his stead pursuant to the Constitution.
3. If a member appoints one proxy only, that proxy shall be entitled to vote on a show of hands, but if a member appoints two proxies neither shall be entitled to vote on a show of hands. Where more than one proxy is appointed, each proxy must be appointed to represent a specific portion of the member's voting rights. Otherwise each proxy may exercise half of your votes.
4. A proxy need not be a security holder of the Company.
5. Signing instructions: Individual: Where the holding is in one name, the security holder must sign. Joint Holding: Where the holding is in more than one name, all of the security holders should sign. Power of Attorney: If you have not already lodged the Power of Attorney with the registry or the Company, please attach a certified photocopy of the Power of Attorney to this form when you return it. Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the Company (pursuant to Section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held and delete titles as applicable.
6. For your vote to be effective, the completed proxy form must be received by 7.00 pm (Sydney Time) on 27 November 2018.

Please advise of any change of address by noting your new address below:

My email address is:

My new postal address is:

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