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gaap:RevolvingCreditFacilityMember2023-12-3100001046102rba:TermLoansMemberbrrba:TermLoanaFacilityLoan7.54MaturingInSeptember2026Member2023-03-1500001046102rba:TermLoansMemberbrrba:DelayedDrawTermLoanInCanadianDollarsAvailableUntilSeptember2026Member2023-03-2000001046102rba:TermLoansMemberbrrba:TermLoanaFacilityLoan7.54MaturingInSeptember2026Member2024-01-012024-06-3000001046102us-gaap:SecuredDebtMemberbrrba:SixPointSevenFivePercentSeniorSecuredNoteDueMarch2028Member2023-03-1500001046102rba:SevenPointSevenFivePercentSeniorUnsecuredNoteDueMarch2031Memberus-gaap:UnsecuredDebtMember2023-03-1500001046102rba:SecuritiesPurchaseAgreementMember2023-02-0100001046102rba:SecuritiesPurchaseAgreementMemberbrrba:SeriesASeniorPreferredSharesMember2023-02-012023-02-01000010461022024-01-192024-01-19000010461022024-05-082024-05-08000010461022023-03-062023-03-06000010461022023-01-132023-01-13000010461022023-05-092023-05-0900001046102us-gaap:SubsequentEventMember2024-07-012024-08-0600001046102us-gaap:SellingGeneralAndAdministrativeExpensesMember2024-04-012024-06-3000001046102us-gaap:SellingGeneralAndAdministrativeExpensesMember2023-04-012023-06-3000001046102us-gaap:SellingGeneralAndAdministrativeExpensesMember2024-01-012024-06-3000001046102us-gaap:SellingGeneralAndAdministrativeExpensesMember2023-01-012023-06-3000001046102us-gaap:AcquisitionRelatedCostsMember2024-04-012024-06-3000001046102us-gaap:AcquisitionRelatedCostsMember2024-01-012024-06-3000001046102us-gaap:AcquisitionRelatedCostsMember2023-01-012023-06-3000001046102us-gaap:EquitySecuritiesMemberus-gaap:PerformanceSharesMember2023-12-3100001046102us-gaap:EquitySecuritiesMemberbrrba:PerformanceShareUnitsWithMarketConditionsMember2023-12-3100001046102us-gaap:EquitySecuritiesMemberus-gaap:RestrictedStockUnitsRSUMember2023-12-3100001046102us-gaap:DebtSecuritiesMemberbrrba:DeferredShareUnitsMember2023-12-3100001046102us-gaap:EquitySecuritiesMemberus-gaap:PerformanceSharesMember2024-01-012024-06-3000001046102us-gaap:EquitySecuritiesMemberbrrba:PerformanceShareUnitsWithMarketConditionsMember2024-01-012024-06-3000001046102us-gaap:EquitySecuritiesMemberus-gaap:EquitySecuritiesMemberbrrba:DeferredShareUnitsMember2024-01-012024-06-3000001046102us-gaap:RestrictedStockUnitsRSUMember2024-01-012024-06-3000001046102srt:MinimumMember2024-06-3000001046102srt:MaximumMember2024-06-3000001046102rba:JamesKesslerMember2024-01-012024-06-3000001046102rba:JamesKesslerMember2024-04-012024-06-3000001046102rba:JamesKesslerMember2024-06-30Table of ContentsUNITED STATESSECURITIES AND EXCHANGE COMMISSIONWashington, D.C. 20549FORM 10-QxQUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934For the quarterly period ended June 30, 2024orRoTRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934For the transition period from _____ to _____ Commission file number: 001-13425RB Global, Inc.(Exact Name of Registrant as Specified in its Charter)Canada98-0626225(State or other jurisdiction of incorporation or organization)(I.R.S. Employer Identification No.)A A A A A A A A A A Two Westbrook Corporate Center, Suite 500,Westchester, Illinois, USA60154(Address of Principal Executive Offices)(Zip Code)(708) 492-7000(Registrant's Telephone Number, including Area Code)Securities registered pursuant to Section 12(b) of the Act:Title of each classTrading Symbol(s)Name of each exchange on which registeredCommon sharesRBA New York Stock ExchangeCommon Share Purchase RightsN/A New York Stock ExchangeIndicate by checkmark whether the registrant (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No oIndicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (A\$ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes x No oIndicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.Large accelerated filer x Accelerated filer o Non-accelerated filer o Smaller reporting company o Emerging growth company o If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. oIndicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act): Yes o No xIndicate the number of shares outstanding of each of the issuer's "classes of common stock, as of the latest practical date: 184,254,005 common shares, without par value, outstanding as of July 31, 2024.Table of ContentsRB GLOBAL, INC.FORM 10-QINDEXPART I " FINANCIAL INFORMATIONITEM 1:Condensed Consolidated Financial Statements:1Condensed Consolidated Income Statements1Condensed Consolidated Statements of Comprehensive Income2Condensed Consolidated Balance Sheets3Condensed Consolidated Statements of Changes in Temporary Equity and Stockholders' Equity4Condensed Consolidated Statements of Cash Flows6Notes to the Condensed Consolidated Financial Statements7ITEM 2:Management's Discussion and Analysis of Financial Condition and Results of Operations22ITEM 3:Quantitative and Qualitative Disclosures About Market Risk40ITEM 4:Controls and Procedures41PART II " OTHER INFORMATIONITEM 1:Legal Proceedings42ITEM 1A:Risk Factors42ITEM 2:Unregistered Sales of Equity Securities and Use of Proceeds42ITEM 3:Defaults Upon Senior Securities42ITEM 4:Mine Safety Disclosures42ITEM 5:Other Information42ITEM 6:Exhibits43SIGNATURES44Table of ContentsPART I " FINANCIAL INFORMATIONITEM 1: A A A A A A A A A A CONDENSED CONSOLIDATED FINANCIAL STATEMENTSCondensed Consolidated Income Statements (Expressed in millions of U.S. dollars, except share and per share data)(Unaudited)Three months endedJune 30, 2024202320242023Revenue:Service revenue\$859.1A \$806.1A \$1,708.2A \$1,149.6A Inventory sales revenue237.0A 300.4A 452.6A 469.3A Total revenue1,096.1A 1,106.5A 2,160.8A 1,618.9A Operating expenses:A A A A Costs of services348.8A 287.3A 701.8A 363.7A Cost of inventory sold222.7A 291.9A 419.3A 443.4A Selling, general and administrative208.6A 194.5A 406.7A 342.7A Acquisition-related and integration costs1.4A 46.3A 16.9A 172.5A Depreciation and amortization110.3A 109.6A 218.0A 145.8A Total operating expenses894.5A 929.6A 1,762.7A 1,468.1A Gain on disposition of property, plant and equipment0.3A 2.7A 2.7A 3.9A Operating income201.9A 179.6A 400.8A 154.7A Interest expense(59.9)(65.0)(123.8)(85.9)Interest income6.8A 5.0A 13.4A 11.3A Other income (loss), net(0.2)0.2A (1.0)2.6A Foreign exchange loss(1.0)(0.4)(1.9)(0.1)Income before income taxes147.6A 119.4A 287.5A 82.0A Income tax expense36.6A 32.6A 69.1A 23.4A Net income\$111.0A \$86.8A \$218.4A \$58.6A Net income attributable to:A A A A Controlling interests\$111.1A \$86.9A \$218.5A \$58.8A Redeemable non-controlling interests(0.1)(0.1)(0.1)(0.2)Net income\$111.0A \$86.8A \$218.4A \$58.6A Net income attributable to controlling interests\$111.1A 86.9A 218.5A 58.8A Cumulative dividends on Series A Senior Preferred Shares(6.7)(6.7)(13.4)(10.9)Allocated earnings to Series A Senior Preferred Shares(3.7)(2.8)(7.3)(3.7)Net income available to common stockholders\$100.7A \$77.4A \$197.8A \$44.2A Earnings per share available to common stockholders:A A A A Basic\$0.55A \$0.43A \$1.08A \$0.29A Diluted\$0.54A \$0.42A \$1.07A \$0.29A Weighted average number of shares outstanding:Basic183,887,145181,880,026183,473,233151,343,397Diluted184,912,584182,810,399184,746,818152,404,830See accompanying notes to the condensed consolidated financial statements.RB Global, Inc.1Table of ContentsCondensed Consolidated Statements of Comprehensive Income(Expressed in millions of U.S. dollars)(Unaudited)Three months endedJune 30, 2024December 31, 2023AssetsCash and cash equivalents\$599.5A \$576.2A Restricted cash146.1A 171.7A Trade and other receivables, net of allowance for credit losses of \$8.7 and \$6.4, respectively911.8A 731.5A Prepaid consigned vehicle charges57.2A 66.9A Inventory145.9A 166.5A Other current assets82.9A 91.2A Income taxes receivable22.2A 10.0A Total current assets1,965.6A 1,814.0A Property, plant and equipment, net1,230.9A 1,200.9A Operating lease right-of-use assets1,455.2A 1,475.5A Other non-current assets92.6A 85.6A Intangible assets, net2,791.5A 2,914.1A Goodwill4,526.4A 4,537.0A Deferred tax assets16.7A 10.3A Total assets\$12,078.9A \$12,037.4A Liabilities, Temporary Equity and Stockholders' EquityAuction proceeds payable\$651.0A \$502.5A Trade and other liabilities709.1A 685.8A Current operating lease liabilities115.2A 118.0A Income taxes payable8.7A 8.5A Short-term debt29.9A 13.7A Current portion of long-term debt3.4A 14.2A Total current liabilities1,518.2A 1,342.7A Long-term operating lease liabilities1,345.4A 1,354.3A Long-term debt7,822.6A 3,061.6A Other non-current liabilities87.6A 86.7A Deferred tax liabilities657.2A 682.7A Total liabilities6,531.0A 6,528.0A Temporary equity:Series A Senior Preferred Shares; shares authorized, issued and outstanding: 485,000,000 (December 31, 2023: 485,000,000)482.0A 482.0A Redeemable non-controlling interest8.3A 8.4A Stockholders' equity:A A Senior preferred and junior preferred stock, unlimited shares authorized; shares issued and outstanding, other than Series A Senior Preferred Shares: nil (December 31, 2023: nil)"A A A Common stock, no par value, unlimited shares authorized; shares issued and outstanding: 184,238,275 (December 31, 2023: 182,843,942)4,132.7A 4,054.2A Additional paid-in capital81.9A 88.0A Retained earnings1,020.2A 918.5A Accumulated other comprehensive loss(79.5)(44.0)Stockholders' equity\$5,155.3A 5,016.7A Non-controlling interests2.3A 2.3A Total stockholders' equity\$5,157.6A 5,019.0A Total liabilities, temporary equity and stockholders' equity\$12,078.9A \$12,037.4A See accompanying notes to the condensed consolidated financial statements.RB Global, Inc.3Table of ContentsCondensed Consolidated Statements of Changes in Temporary Equity and Stockholders' Equity(Expressed in millions of U.S. dollars, except where noted)(Unaudited)RedeemableNon-controllingInterestAttributable to common stockholdersNon-controllingInterestTotal stockholders' equitySenior A Senior Preferred SharesCommon stockAdditionalpaid-IncapitalRetainedearningsAccumulatedothercomprehensivelossNumber of sharesAmountNumber of sharesAmountThree months ended June 30, 2024Balance, March 31, 2024485,000,000\$482.0A \$8.4A 183,610,424\$4,094.5A \$73.1A \$967.7A \$(69.0)\$2.3A \$5,068.6A Net income" "A (0.1)" "A 111.1A " "A 111.1A Other comprehensive loss" "A " "A " "A " "A (10.5)" "A (10.5)" "A (0.1)" "A 111.1A (10.5)" "A 100.6A Stock option exercises" "A " "A 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ContentsRedeemableNon-controllingInterestAttributable to common stockholdersNon-controllingInterestTotal stockholders' equitySenior A Senior Preferred SharesCommon stockAdditionalpaid-IncapitalRetainedearningsAccumulatedothercomprehensivelossNumber of sharesAmountNumber of sharesAmountSix months ended June 30, 2024Balance, December 31, 2023485,000,000\$482.0A \$8.4A 182,843,942\$4,054.2A \$88.0A \$918.5A \$(44.0)\$2.3A \$5,019.0A Net income" "A (0.1)" "A " "A 218.5A " "A 218.5A Other comprehensive loss" "A " "A " "A " "A (35.5)" "A (35.5)" "A (0.1)" "A 218.5A (35.5)" "A 183.0A Stock option exercises" "A " "A 862,75849.1A (10.3)" "A " "A 38.8A Issuance of common stock related to vesting of share units" "A " "A 278,94513.1A (25.3)" "A " "A (12.2)Issuance of common stock related to ESPP" "A " "A 257,05116.3A (3.2)" "A " "A 13.1A Share-based continuing employment costs related to business combinations" "A " "A " "A (4.21)" "A (0.2)" "A " "A 17.9A " "A 17.9A " "A 58.8A " "A 58.8A Other 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accompanying notes to the condensed consolidated financial statements.RB Global,

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Condensed Consolidated Statements of Cash Flows (Expressed in millions of U.S. dollars) (Unaudited)

Six months ended June 30, 2024

Cash provided by (used in): Operating activities: Net income \$218.4A \$58.6A Adjustments for items not affecting cash: Depreciation and amortization 218.0A 145.8A Share-based payments expense 35.1A 25.0A Deferred income tax benefit (31.0) (18.2) Unrealized foreign exchange loss 0.4A 6.8A Gain on disposition of property, plant and equipment (2.7) (3.9) Allowance for expected credit losses 4.9A 6.7A Loss on redemption of Notes 3.3A Gain on remeasurement of investment upon acquisition 1.4A (1.4) Amortization of debt issuance costs 6.7A 4.6A Amortization of right-of-use assets 75.8A 37.9A Other, net 9.6A 0.7A Net changes in operating assets and liabilities (73.1) (209.3) Net cash provided by operating activities 462.1A 49.9A Investing activities: Acquisition of IAA, net of cash acquired 4.2A (2,755.2) Acquisition of VeriTread, net of cash acquired 2.4A (24.7) Property, plant and equipment additions (73.9) (92.2) Proceeds on disposition of property, plant and equipment 1.0A 31.1A Intangible asset additions (56.2) (44.9) Repayment of loans receivable 4.0A 1.6A Issuance of loans receivable (5.5) (7.7) Other (1.1) (0.5) Net cash used in investing activities (131.7) (2,892.5) Financing activities: Issuance of Series A Senior Preferred Shares and common stock, net of issuance costs 496.9A Dividends paid to common stockholders (98.9) (199.5) Dividends paid to Series A Senior Preferred shareholders (17.0) (13.4) Proceeds from exercise of options and share option plans 51.9A 4.0A Payment of withholding taxes on issuance of shares (11.2) (14.5) Net increase (decrease) in short-term debt 16.2A (11.5) Proceeds from long-term debt 3.175.0A Repayment of long-term debt (252.2) (602.2) Payment of debt issue costs 4.1A (41.6) Repayment of finance lease and equipment financing obligations (12.9) (9.0) Proceeds from equipment financing obligations 1.7A 6.7A Net cash (used in) provided by financing activities (322.4) 2,784.2A Effect of changes in foreign currency rates on cash, cash equivalents, and restricted cash (10.3) 5.8A Net decrease in cash, cash equivalents, and restricted cash (2.3) (52.6) Cash, cash equivalents, and restricted cash, beginning of period 747.9A 625.9A Cash, cash equivalents, and restricted cash, end of period 745.6A 573.3A See accompanying notes to the condensed consolidated financial statements.

RB Global, Inc.

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Notes to the Condensed Consolidated Financial Statements (Unaudited)

1. Description of Business and Basis of Preparation

Description of Business

RB Global, Inc. and its subsidiaries (collectively referred to as the "Company," "we," "our," or "us") are a leading, omnichannel marketplace that provides value-added insights, services and transaction solutions for buyers and sellers of commercial assets and vehicles worldwide. The Company has auction sites in 13 countries and a digital platform to serve customers in more than 170 countries across a variety of asset classes, including automotive, commercial transportation, construction, government surplus, lifting and material handling, energy, mining and agriculture. The Company's marketplace brands include Ritchie Bros., the world's largest auctioneer of commercial assets and vehicles offering online bidding, and IAA, a leading global digital marketplace connecting vehicle buyers and sellers. RB Global's portfolio of brands also includes Rouse Services, which provides a complete end-to-end asset management, data-driven intelligence and performance benchmarking system, SmartEquip, an innovative technology platform that supports customers' management of the equipment lifecycle and integrates parts procurement with both original equipment manufacturers and dealers, and VeriTread, an online marketplace for heavy haul transport.

RB Global, Inc. is a company incorporated in Canada under the Canada Business Corporations Act, whose shares are publicly traded on the New York Stock Exchange ("NYSE") and the Toronto Stock Exchange ("TSX"). Basis of Preparation

These unaudited condensed consolidated interim financial statements have been prepared in accordance with US GAAP. These unaudited condensed consolidated interim financial statements reflect all adjustments, consisting of normal recurring adjustments, which are necessary to present fairly, in all material respects, the Company's consolidated financial position, results of operations, cash flows, and changes in temporary equity and stockholders' equity for the interim periods presented. The preparation of financial statements in conformity with US GAAP requires management to make judgments, estimates, and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates. Unless otherwise indicated, all amounts in the following tables are in millions except share and per share amounts.

2. Recent Accounting Pronouncements

In December 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, which will require enhanced annual disclosures regarding rate reconciliations and expanded disclosures of income taxes paid information. The amendments are effective for the Company for fiscal year 2025, with early adoption permitted. In November 2023, the FASB issued ASU 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures, which will require enhanced disclosure of significant segment expenses that are regularly provided to the chief operating decision maker ("CODM"). The amendments are effective for the Company for fiscal year 2024 and for interim periods within fiscal year 2025, with early adoption permitted.

RB Global, Inc.

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2. Recent Accounting Pronouncements (continued)

The Company is currently evaluating the impact of the adoption of the above ASUs on its consolidated financial statements and related disclosures.

3. Business Combinations

(a) IAA Acquisition

On March 20, 2023, the Company completed its acquisition of IAA, Inc. ("IAA") for a total purchase price of approximately \$6.6 billion. The Company acquired IAA to create a leading omnichannel marketplace for vehicle buyers and sellers. IAA stockholders received \$12.80 per share in cash and 0.5252 shares of the Company for each share of IAA common stock they owned (the "Exchange Ratio"). As such, the Company paid \$1.7 billion in cash consideration and issued 70.3 million shares of its common stock. In addition, the Company repaid \$1.2 billion of IAA's net debt, which included all outstanding borrowings and unpaid fees under IAA's credit agreement and \$500.0 million principal amount of IAA senior notes, at a redemption price equal to 102.75% of the principal amount plus accrued and unpaid interest. IAA's outstanding equity awards were also cancelled and exchanged into equivalent outstanding equity awards relating to the Company's common stock, based on the equity award exchange ratio of 0.763139. The acquisition was accounted for in accordance with ASC 805, Business Combinations. The following table summarizes the final allocation of the purchase price to the fair value of assets acquired and liabilities assumed:

Purchase price (cash): \$1,714.2 million; fair value of common shares issued: \$3,712.9 million; repayment of net debt: \$1,157.1 million; reimbursement of costs: \$48.8 million; and fair value of exchanged equity awards: \$13.1 million.

\$6,646.1A Assets acquired: Cash and cash equivalents \$166.6A Trade and other receivables \$497.3A Inventory \$57.1A Other current assets \$28.0A Income taxes receivable \$0.6A Property, plant and equipment \$618.5A Operating lease right-of-use assets \$1,289.7A Other non-current assets \$34.8A Intangible assets \$2,712.1A Liabilities assumed: Auction proceeds payable \$60.7A Trade and other liabilities \$257.0A Current operating lease liability \$77.5A Income taxes payable \$3.5A Long-term operating lease liability \$1,192.7A Other non-current liabilities \$24.3A Deferred tax liabilities \$689.5A Fair value of identifiable net assets acquired \$3,099.5A Goodwill acquired on acquisition \$3,546.6A

RB Global, Inc.

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3. Business Combinations (Continued)

The following table summarizes the final fair values of the identifiable intangible assets acquired:

Asset Fair value at acquisition Weighted average amortization period Customer relationships \$2,293.5A 15 years Developed technology \$45.2A 4 years Trade names and trademarks \$166.6A 5 years Software under development \$6.8A 2 years Total \$2,712.1A

13.4 years Goodwill relates to synergies expected to be achieved from the operations of the combined company, the assembled workforce of IAA, and intangible assets that do not qualify for separate recognition. Expected synergies include both increased revenue opportunities and the cost savings from the planned integration of platform infrastructure, facilities, personnel, and systems. The transaction is considered a non-taxable business combination and the goodwill is not deductible for tax purposes.

(b) VeriTread Acquisition

On January 3, 2023, the Company acquired 8,889,766 units of VeriTread, for \$25.1 million cash consideration from its existing unitholders and acquired another 1,056,338 units through an investment of \$3.0 million cash. As a result, the Company increased its investment in VeriTread to 75% and obtained control of VeriTread pursuant to an amended operating agreement on January 18, 2023. Immediately prior to the acquisition, the Company owned 11% of VeriTread, with an acquisition date fair value of \$4.3 million based on the per unit purchase price, and therefore, upon remeasurement of its previously held interest, the Company recorded a gain of \$1.4 million in other income, net at acquisition. VeriTread is a transportation technology company that provides an online marketplace solution for open deck transport, connecting shippers and service providers. Concurrently, the Company entered into a put/call agreement with one of the minority unitholders of VeriTread for its remaining units, another 21% ownership interest. Pursuant to this agreement, the minority unitholder has rights, in certain circumstances, to put or sell its remaining units of VeriTread to the Company, subject to VeriTread achieving certain performance targets at a predetermined value or fair value, depending on the timing and targets achieved. The Company also has the right to call or purchase the remaining units of the minority unitholder upon achievement of certain integration milestones at fair value. The redeemable non-controlling interest is classified in temporary equity on the interim condensed consolidated balance sheet. On the acquisition date the Company determined that redemption of the redeemable non-controlling interest was probable. An additional non-controlling interest of 4% held in VeriTread is classified within equity as that interest does not contain put/call options. The acquisition was accounted for in accordance with ASC 805, Business Combinations. The following table summarizes the final allocation of the purchase price to the fair value of assets acquired and liabilities assumed:

Purchase price (cash): \$28.1 million; and fair value of previously held equity interest: \$4.3 million.

\$32.4A Fair value of identifiable net assets acquired \$17.9A Redeemable non-controlling interest (8.9) Non-controlling interest (1.8) Goodwill acquired on acquisition \$25.2A

The final fair value of identifiable net assets acquired consists of cash and cash equivalents of \$3.4 million, trade and other receivables and other current assets of \$0.9 million, trade and other liabilities of \$1.1 million, and identifiable intangible assets of \$14.7 million as summarized in the following table:

RB Global, Inc.

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3. Business Combinations (Continued)

Asset Fair value at acquisition Weighted average amortization period Customer relationships \$7.2A 5 years Software and technology assets \$7.1A 7 years Trade names and trademarks \$0.4A 2 years Total \$14.7A

5.9 years Goodwill relates to benefits expected from the acquisition of VeriTread's business, its assembled workforce and associated technical expertise, as well as anticipated synergies from applying VeriTread's transportation platform, network of transport carriers, equipment database and services to the Company's customer base. This acquisition is expected to accelerate the Company's marketplace strategy, which brings services, insights, and transaction solutions together to improve the overall customer experience. The transaction is considered a non-taxable business combination and the goodwill is not deductible for tax purposes.

4. Segment Information

The Company has one operating and reportable segment which reflects the manner in which the CODM, the Company's Chief Executive Officer, reviews and assesses the performance of the business and allocates resources. The CODM does not evaluate the performance of the Company or allocate resources at any level below the consolidated level or based on the Company's assets and liabilities. The following table summarizes revenue by geographic area based on the location of the underlying auction activity or rendering of services:

Three months ended June 30, Six months ended June 30, 2024

2023 United States \$767.5A \$754.3A 1,558.7A 1,114.4A Canada 193.3A 188.3A 335.7A 256.6A Europe 76.5A 91.8A 163.6A 142.5A Australia 34.2A 46.2A 61.8A 65.3A Other 24.6A 25.9A 41.0A 40.1A Total revenue \$1,096.1A \$1,106.5A \$2,160.8A \$1,618.9A

5. Revenue

The following table summarizes the Company's revenue from the rendering of services and the sale of inventory:

Three months ended June 30, Six months ended June 30, 2024

2023 Commissions \$236.3A \$233.3A \$463.7A \$363.8A Buyer fees \$485.2A 465.1A 987.9A 604.6A Marketplace services revenue \$137.6A 107.7A 256.6A 181.2A Total service revenue \$859.1A 806.1A 1,708.2A 1,149.6A Inventory sales revenue \$237.0A 300.4A 452.6A 469.3A Total revenue \$1,096.1A \$1,106.5A \$2,160.8A \$1,618.9A

Commissions are earned from consignors on the sale of consigned assets from live and online auctions, through online marketplaces, and through private brokerage services. Buyer fees are fees earned from the purchasers of consigned assets and inventory. Marketplace services revenue includes fees earned from services provided to customers such as refurbishment, parts procurement, data, RB Global, Inc.

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5. Revenue (continued)

transportation and logistics, inspection, appraisal, listings, financing, and title and liens processing, as well as other auction-related fees. During the three and six months ended June 30, 2024, approximately 21% and 22%, respectively, of consolidated revenues were associated with vehicles supplied by the Company's three largest provider customers.

6. Operating Expenses

Acquisition-Related and Integration Costs

Acquisition-related and integration costs consist of operating expenses incurred in connection with business combinations, such as due diligence, advisory, legal, integration, severance, acceleration of share-based payments expense, and share-based continuing employment costs. Integration costs primarily include expenses incurred with third-parties to support integration activities to achieve cost synergies and integration goals relating to recent acquisitions. The following table summarizes acquisition-related and integration costs by significant acquisition and nature:

Three months ended June

This matter with the CRA could take numerous years to be ultimately resolved.8. Earnings Per Share Available to Common StockholdersBasic earnings per share ("EPS") available to common stockholders has been calculated by dividing the net income available to common stockholders by the weighted average number of common shares outstanding during the period. Diluted EPS available to common stockholders was calculated by dividing the net income available to common stockholders by the weighted average number of shares of common stock outstanding, if the potentially dilutive securities had been issued. Potentially dilutive securities include unvested performance based restricted share units ("PSUs"), unvested restricted share units ("RSUs"), outstanding stock options and stock committed under the Employee Stock Purchase Plan ("ESPP"). The dilutive effect of potentially dilutive securities is reflected in diluted EPS by application of the treasury stock method. Under the treasury stock method, an increase in the fair market value of the Company's common stock can result in a greater dilutive effect from potentially dilutive securities. Three months ended June 30, Six months ended June 30, 2024 2023 2024 2023 Net income available to common stockholders \$100.7A \$77.4A \$197.8A \$44.2A Denominator: Basic weighted average shares outstanding 183,887,145 181,860,026 183,473,233 151,343,397 Weighted average effect of dilutive securities: Share units 434,999,460, 400,630, 431,545, 905,5 Stock options and ESPPs 590, 440,489, 97,364, 154,515, 528 Diluted weighted average shares outstanding 184,912,584 182,810,399 184,746,818 152,404,830 A Earnings per share available to common stockholders: Basic \$0.55A \$0.43A \$1.08A \$0.29A Diluted \$0.54A \$0.42A \$1.07A \$0.29A RB Global, Inc. 12 Table of Contents 9. Supplemental Cash Flow Information Net Changes in Operating Assets and Liabilities Six months ended June 30, 2024 2023 Trade and other receivables (192.1) \$(204.7) Prepaid assigned vehicle charges 9.5A (47.1) Inventory 9.9A (19.1) Advances against auction contracts 12.6A (4.6) Prepaid expenses and deposits (6.0) 0.1A Income taxes receivable (12.4) (39.4) Auction proceeds payable 154.8A 118.2A Trade and other liabilities 20.0A 79.6A Income taxes payable 0.1A (40.9) Operating lease obligations (60.7) (43.8) Other (8.8) (7.6) Net changes in operating assets and liabilities (73.1) \$(209.3) Other Supplemental Cash Flow Information Six months ended June 30, 2024 2023 Interest paid, net of interest capitalized \$120.4A \$61.7A Interest received 13.4A 11.3A Net income taxes paid 113.1A 122.5A Non-cash purchase of property, plant and equipment under finance leases 15.7A 7.9A Non-cash operating right of use assets obtained in exchange for new lease obligations 66.3A 52.2A 10. Fair Value Measurement The following table summarizes the fair values and carrying amounts of the Company's financial instruments that are required to be recorded or disclosed at fair value on a recurring basis: June 30, 2024 December 31, 2023 Category Carrying amount Fair value Carrying amount Fair value Loans receivable Level 2 39.5A \$39.5A \$37.7A \$37.6A Derivative financial assets Level 2 0.1A 0.1A 0.4A 0.4A Contingent consideration liability Level 3 5.4A 5.4A 5.2A 5.2A Long-term debt Secured Notes Level 1 544.0A 559.3A 543.2A 565.1A Unsecured Notes Level 1 790.2A 837.0A 789.5A 848.0A Term loans Level 21,492.7A 1,503.2A 1,743.1A 1,758.1A The fair value of the loans receivable with a maturity date greater than one year are determined by estimating discounted cash flows using market rates. The fair value of the derivative financial assets, which consist of forward currency contracts, are determined using observable inputs, including foreign currency spot exchange rates and forward pricing curves, and considers the credit risk of the Company and its counterparties. The fair value of the contingent consideration liability, which relates to IAA's acquisition of Marisat, Inc. in 2021, is determined using certain unobservable inputs, including the likelihood of the achievement of volume targets. The fair values of the Secured Notes and Unsecured Notes are determined by reference to a quoted market price traded in an over-the-counter broker market. The carrying values of the term loans, before deduction of deferred debt issuance costs, approximate their fair values as the interest rates on the loans are short-term in nature. RB Global, Inc. 13 11. Derivative Financial Instruments The Company enters into forward currency contracts from time to time to manage its exposure to foreign currency exchange rate fluctuations recognized by its subsidiaries on certain monetary loan receivables and significant intercompany balances. The unrealized gain (loss) on forward currency contracts recognized within foreign exchange loss is as follows: Three months ended June 30, Six months ended June 30, 2024 2023 2024 2023 Unrealized gain (loss) on forward currency contracts \$æ" 0.3A \$(0.3) \$(0.1) The total gross notional amount of forward currency contracts as of June 30, 2024 is \$43.5 million (December 31, 2023: \$33.9 million). 12. Trade and Other Receivables June 30, 2024 December 31, 2023 Advanced charges receivables \$310.7A \$374.7A Trade accounts receivables \$62.6A 315.8A Consumption taxes receivable 20.0A 21.1A Loans receivable 22.3A 21.8A Other receivables 4.9A 4.5A Trade and other receivables, gross \$20.5A 737.9A Less: allowance for credit losses (8.7) (6.4) Trade and other receivables, net \$911.8A \$731.5A The Company generally has possession of assets or asset titles collateralizing a significant portion of trade receivables. The following table presents the activity in the allowance for expected credit losses for the six months ended June 30, 2024: Balance at December 31, 2023 \$6.4A Current period provision 4.9A Write-offs charged against the allowance (2.6) Balance at June 30, 2024 \$8.7A Loans Receivable The Company participates in certain financing lending arrangements that are fully collateralized and secured by certain equipment. These financing lending arrangements have a term of one to four years. In the event of default under these agreements, the Company will take possession of the equipment as collateral to recover its loans receivable balance. The allowance for credit losses is not significant. June 30, 2024 December 31, 2023 Loans receivable Current portion - Trade and other receivables \$22.3A \$21.8A Non-current portion - Other non-current assets 17.2A 15.9A Total loans receivables \$39.5A \$37.7A RB Global, Inc. 14 Table of Contents 13. Trade and Other Liabilities June 30, 2024 December 31, 2023 Accrued liabilities \$238.3A \$294.5A Trade payables 154.5A 138.9A Book overdrafts 179.0A 129.1A Deferred revenues 33.5A 17.5A Taxes payable 62.1A 63.7A Current portion of finance leases and equipment financing obligations 24.2A 24.4A Share unit liabilities 9.5A 7.6A Other payables 8.0A 10.1A Trade and other liabilities \$709.1A \$685.8A Book overdrafts represent outstanding checks and other outstanding disbursements in excess of funds on deposit. Taxes payable includes value added tax and sales tax. The Company has also estimated and accrued an immaterial liability, recognized within selling, general and administrative expenses and accrued liabilities, for digital services tax for the period from January 1, 2022 to June 30, 2024 arising from Canada's Digital Services Tax Act, enacted on June 28, 2024. The estimate is based on the Company's assessment as to which revenue sources are considered in-scope of the new tax. The Company may determine that additional revenue sources are in-scope as it completes its assessment but does not believe that any additional liability would be material to the consolidated financial statements. RB Global, Inc. 15 Table of Contents 14. Debt Weighted Average Interest Rate % 1 June 30, 2024 December 31, 2023 Short-term debt \$29.9A \$13.7A Long-term debt: Term loans (maturing September 2026): Term Loan A Facility loan denominated in Canadian dollars, secured ("CAD TLA Facility") 7.63A % 78.2A 83.1A Term Loan A Facility loan denominated in US dollars, secured ("USD TLA Facility") 7.78A % 1,425.0A 1,675.0A Less: unamortized debt issuance costs (10.5) (15.0) Senior secured and unsecured notes: 6.75% Senior secured notes due in March 2028 (the "Secured Notes") 550.0A 550.0A Less: unamortized debt issuance costs (6.0) (6.8) 7.75% Senior unsecured notes due in March 2031 (the "Unsecured Notes") 800.0A 800.0A Less: unamortized debt issuance costs (9.8) (10.5) Total long-term debt \$2,826.9A 3,075.8A Total debt \$2,856.8A \$3,089.5A Long-term debt: Current portion \$4.3A \$14.2A Non-current portion \$2,822.6A 3,061.6A Total long-term debt \$2,826.9A \$3,075.8A 1 The weighted average interest rate reflects the rate at the end of the period for the debt outstanding. At June 30, 2024, the Company had unused committed revolving credit facilities aggregating \$706.8 million that are available until September 2026, subject to certain covenant restrictions, and a \$5.0 million unused uncommitted revolving credit facility with no maturity date. The Company was in compliance with all financial and other covenants applicable to the credit facilities at June 30, 2024. Short-term Debt Short-term debt is comprised of drawings in various currencies on the Company's committed revolving credit facilities and has a weighted average interest rate of 7.1% at June 30, 2024 (December 31, 2023: 5.4%). Long-term Debt A Term Loans During 2016, the Company entered into a credit agreement with a syndicate of lenders (as amended and restated, supplemented or otherwise modified from time to time, the "Credit Agreement"). The Credit Agreement is comprised of multicurrency revolving facilities (the "Revolving Facilities") and the Term Loan A facility (the "CAD TLA Facility"). The TLA Facility is comprised of a facility denominated in U.S. dollars (the "USD TLA Facility") and a facility denominated in Canadian dollars (the "CAD TLA Facility"). The Credit Agreement matures on September 21, 2026. On March 20, 2023, with the closing of the acquisition of IAA, the USD TLA Facility was funded for \$1.8 billion and the existing delayed-draw term facility of CAD \$115.9 million was refinanced and converted to the CAD TLA Facility. The TLA Facility loans RB Global, Inc. 16 Table of Contents 14. Debt (continued) are subject to quarterly installments of 1.25% of principal, with the balance payable at maturity. During the six months ended June 30, 2024, the Company repaid \$250.0 million of principal on the USD TLA Facility. As of June 30, 2024, there are no mandatory principal repayments remaining on the USD TLA Facility until maturity of the debt. B Senior Secured and Unsecured Notes On March 15, 2023, the Company completed the offering of (i) \$550.0 million aggregate principal amount of 6.750% senior secured notes due March 15, 2028 (the "Secured Notes") and (ii) \$800.0 million aggregate principal amount of 7.750% senior unsecured notes due March 15, 2031 (the "Unsecured Notes"), and together with the Secured Notes, the "Notes"). The gross proceeds of the Notes were used, along with the TLA Facility, to fund the acquisition of IAA. Interest on the Notes is payable in cash semi-annually in arrears on March 15 and September 15 of each year, and began on September 15, 2023. The Secured Notes are jointly and severally guaranteed on a senior secured basis and the Unsecured Notes are jointly and severally guaranteed on a senior unsecured basis by certain of the Company's subsidiaries. 15. Temporary Equity, Equity and Dividends Series A Senior Preferred Shares The Series A Senior Preferred Shares are convertible into common stock and were issued at an initial conversion price of \$73.00 per share, which is subject to customary anti-dilution adjustment provisions. The conversion price is \$71.58 per share as of June 30, 2024. The Series A Senior Preferred Shares carry an initial 5.5% cumulative dividend, which is payable quarterly, in cash or in shares at the Company's option, and are entitled to participate on an as-converted basis in the Company's regular quarterly common share dividends, subject to a \$0.27 per share per quarter floor. Upon consummation of one or more specified change of control transactions, the holders will have the right to require the Company to repurchase the Series A Senior Preferred Shares in cash provided, however, that each holder, at its option, may elect instead to convert its Series A Senior Preferred Shares into the applicable change of control consideration. In addition, the Company has the right to redeem the Series A Senior Preferred Shares in the event of a change of control transaction where the successor entity is not traded on certain eligible markets. The possible future redemption of the Series A Senior Preferred Shares as a result of a change in control has been assessed as not probable at June 30, 2024. Holders of the Series A Senior Preferred Shares are entitled to vote together with the common shares on an as-converted basis on all matters permitted by applicable law, subject to certain exceptions to enable compliance with applicable antitrust law. Redeemable Non-controlling Interest Redeemable non-controlling interest relates to a put/call agreement with one of the minority unitholders of VeriTread under which the holder can put its remaining 21% interest in VeriTread to the Company if certain performance targets are met. At June 30, 2024 the Company assessed that redemption of the redeemable non-controlling interest remains probable and that there has been no material change to the estimated redemption value. RB Global, Inc. 17 Table of Contents 15. Temporary Equity, Equity and Dividends (continued) Common Stock Dividends Declared and Paid The following table summarizes the details of common stock dividends declared and paid during the six months ended June 30, 2024 and 2023: Declaration date Dividend per share Record date Total dividends Payment date Six months ended June 30, 2024: Fourth quarter 2023 January 19, 2024 \$0.27A February 9, 2024 \$49.3A March 1, 2024 First quarter 2024 May 8, 2024 \$0.27A May 29, 2024 \$49.6A June 20, 2024 Six months ended June 30, 2023: Special Dividend March 6, 2023 \$1.08A March 17, 20

changes to the estimated fair value of certain share-based payment awards. Any changes to the estimated payment amount to Ms. Fandozzi as a result of the settlement of the matter could be material. The Company is subject to legal and other claims that arise in the ordinary course of its business. Management does not believe that the results of these claims will have a material effect on the Company's consolidated balance sheet or consolidated income statement. Guarantee Contracts In the normal course of business, the Company will in certain situations guarantee to a consignor a minimum level of proceeds in connection with the sale at auction of that consignor's equipment. At June 30, 2024, there were \$43.1 million of assets guaranteed under contract, of which 91% is expected to be sold prior to September 30, 2024, with the remainder to be sold by December 31, 2025 (at December 31, 2023: \$67.5 million, of which 70% was expected to be sold prior to the end of March 31, 2024, with the remainder expected to be sold by December 31, 2024). The outstanding guarantee amounts are undiscounted and before estimated proceeds from sale at auction. RB Global, Inc. 21 Table of Contents ITEM 2-A A A MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS Cautionary Note Regarding Forward-Looking Statements Forward-looking statements may appear throughout this Quarterly Report on Form 10-Q, including the following section Management's Discussion and Analysis of Financial Condition and Results of Operations. Forward-looking statements are typically identified by such words as "expect," "anticipate," "believe," "could," "confident," "continue," "estimate," "expect," "intend," "may," "remain," "ongoing," "plan," "potential," "predict," "will," "should," "would," "could," "likely," "generally," "forecast," "long-term," or the negative of these terms, and similar expressions intended to identify forward-looking statements. Forward-looking statements are based on current expectations and assumptions that are subject to risks and uncertainties that may cause actual results to differ materially, and may include, among others, statements relating to: our future strategy, objectives, targets, projections and performance; potential growth and market opportunities; potential future mergers and acquisitions; our ability to integrate acquisitions; the impact of our new initiatives, services, investments, and acquisitions on us and our customers; our future capital expenditures and returns on those expenditures; and financing available to us from our credit facilities or other sources, our ability to refinance borrowings, and the sufficiency of our working capital to meet our financial needs. While we have not described all potential risks related to our business and owning our common shares, the important factors discussed in Part I, Item 1A: Risk Factors of our Annual Report on Form 10-K for the year ended December 31, 2023, which are available on our website at <https://investor.rbglobal.com>, on EDGAR at www.sec.gov, or on SEDAR at www.sedar.com, are among those that we consider may affect our performance materially or could cause our actual financial and operational results to differ significantly from our expectations. Except as required by applicable securities law and regulations of relevant securities exchanges, we do not intend to update publicly any forward-looking statements, even if our expectations have been affected by new information, future events or other developments. We prepare our consolidated financial statements in accordance with United States generally accepted accounting principles ("US GAAP"). Except for Gross Transaction Value ("GTV"), which is a measure of operational performance and not a measure of financial performance, liquidity, or revenue, the amounts discussed below are based on our consolidated financial statements. Unless otherwise indicated, all amounts in the following tables are in millions, except share and per share amounts. In the accompanying analysis of financial information, we sometimes use information derived from consolidated financial data but not presented in our financial statements prepared in accordance with U.S. GAAP. Certain of these data are considered non-GAAP financial measures under the SEC rules. The definitions of and reasons we use these non-GAAP financial measures and the reconciliations to their most directly comparable U.S. GAAP financial measures are included either with the first use thereof or in the Non-GAAP Measures section within this document (refer to pages 34-40). 1 GTV represents total proceeds from all items sold on our auctions and online marketplaces, third-party online marketplaces, private brokerage services and other disposition channels. RB Global, Inc. 22 Table of Contents Overview RB Global, Inc. and its subsidiaries (collectively referred to as "RB Global," the "Company," "we," or "ours") (NYSE & TSX: RBA) is a leading global marketplace that connects sellers and buyers of commercial assets and vehicles. Through our omnichannel platform we facilitate transactions for customers primarily in our automotive and commercial construction and transportation sectors. We also serve customers in the agriculture, energy, and natural resources sectors, as well as government entities. Our customers primarily include automotive insurance companies, as well as end users, dealers, fleet owners, and original equipment manufacturers ("OEMs") of commercial assets and vehicles. We also provide our customers value-added marketplace services, technology solutions for vehicle merchandising, platforms for lifecycle management of assets, and a market data intelligence platform to help customers make more informed business decisions. We have a global presence, primarily with operations in the United States, Canada and across Europe, and employ more than 7,700 full-time employees worldwide. Macroeconomic Conditions and Trends Gross transaction value and operating costs are impacted by various macroeconomic conditions and trends. The combination of unit volume growth and trends in average selling prices impact total gross transaction value. In our commercial construction and transportation sector, the need for transaction solutions following the surge experienced post-pandemic has normalized, impacting unit volume growth for large fleet owners. In addition, we have seen a normalization of supply chains, which continues to put pressure on asset prices within the sector. The higher interest rate environment, as well as higher cost of new assets, is driving some customers to delay replacing their existing assets which is contributing to lower need to transact equipment. In our automotive sector, the total number of accidents and the number of accidents deemed a total loss influence unit volume growth in the industry. The current inflation spread between automotive repair and used vehicles is providing a productive environment for a higher number of vehicles deemed a total loss as a percent of total accidents, which is driving industry salvage unit volume growth. Used automotive prices are declining following the surge in prices observed during the pandemic. We also see an increase in competitive pressures across all geographies and sectors, continue to experience inflationary pressures on our business through elevated operating costs, and are exposed to interest rate volatility on our variable rate long-term debt totaling approximately \$1.5 billion. Service Offerings We offer our customers multiple distinct, complementary, multi-channel brand solutions that address the range of their buying and selling needs for commercial assets, vehicles and other types of assets. Our global customer base has a variety of transaction options, breadth of services, and the widest selection of used assets available to them. For a complete listing of channels and brand solutions available, please refer to our Annual Report on Form 10-K for the year ended December 31, 2023, which is available on our website at <https://investor.rbglobal.com>, on EDGAR at www.sec.gov, or on SEDAR at www.sedar.com. Contract Options We offer consignors several contract options to meet their individual needs and sale objectives on our onsite and online marketplaces for selling used equipment or vehicles, which include: Straight commission contracts, where the consignor receives the gross proceeds from the sale less a pre-negotiated commission rate; Fixed commission contracts, where the consignor receives the gross proceeds from the sale less a pre-negotiated fixed commission fee; Guarantee commission contracts, where the consignor receives a guaranteed minimum amount plus an additional amount if proceeds exceed a specified level; and Inventory contracts, where we purchase, take custody, and hold used equipment and other assets before they are resold in the ordinary course of business. We collectively refer to guarantee and inventory contracts as underwritten or "at-risk" contracts. RB Global, Inc. 23 Table of Contents Value-added Services We also provide a wide array of value-added services to make the process of selling and buying equipment and vehicles convenient for our customers, including refurbishment services such as repair, paint and make-ready services, and parts services to connect equipment owners with parts manufacturers, inspection and appraisals, financial services through Ritchie Bros. Financial Services and loan payoff services through IAA, end-to-end transportation and logistics services, as well as other services such as insights, data intelligence, performance benchmarking solutions, and title and liens processing. We offer equipment listing services under the Ritchie List brand in North America and Mascus brand in Europe to make private selling more efficient and safer for customers, including a secure transaction management service, complete with invoicing. We also provide an innovative technology platform that supports customers' vehicle merchandising, manages the asset life cycle and integrates procurement with both OEM and dealers. Revenue Mix Fluctuations Our revenue is comprised of service revenue and inventory sales revenue. Service revenue includes: (1) commissions where a pre-negotiated commission or fixed fee is earned from our consignors or sellers, (2) buyer fees earned at our auctions, online marketplaces and private brokerage services, and (3) marketplace services fees earned from various services provided to buyers and sellers, which include ancillary, parts procurement, data, towing, logistics, inspection, appraisal, online listing, financing and title and liens processing services, as well as auction-related services such as documentation and title search services. Inventory sales revenue relates to revenue earned through our inventory contracts and is recognized at the GTV of the assets sold, with the related cost recognized in cost of inventory sold. Our revenue each period can fluctuate significantly based on the mix of sales arrangements, which is driven by customer preferences. Completed straight commission, fixed commission or guarantee commission contracts result in the commission being recognized as service revenue based on a percentage of gross transaction value or based on a fixed value, while completed inventory contracts result in the full GTV of the assets sold being recorded as inventory sales revenue. As a result, a change in the revenue mix between service revenue and revenue from inventory sales can have a significant impact on our revenue growth percentages. Performance Overview and Consolidated Results Net income available to common stockholders for the second quarter of 2024 increased 30% to \$100.7 million, compared to \$77.4 million for the second quarter of 2023. Diluted earnings per share ("EPS") available to common stockholders increased 29% to \$0.54 earnings per share in the second quarter of 2024, as compared to \$0.42 per share in the second quarter of 2023. Diluted adjusted EPS available to common stockholders increased 15% to \$0.94 per share in the second quarter of 2024 compared to \$0.82 per share in the second quarter of 2023. For the second quarter of 2024 as compared to the second quarter of 2023: Total GTV decreased 1% to \$4.1 billion—Total revenue decreased 1% to \$1.1 billion—Service revenue increased 7% to \$859.1 million—Inventory sales revenue decreased 21% to \$237.0 million—Net income increased 28% to \$111.0 million—Adjusted earnings before interest, taxes, depreciation and amortization ("adjusted EBITDA") increased 11% to \$342.0 million—Increased quarterly cash dividend by 7% to \$0.29 per share to common stockholders RB Global, Inc. 24 Table of Contents Results of Operations The following table summarizes key components of our results of operations for the periods indicated. The financial results include IAA from its acquisition on March 20, 2023. Three months ended June 30, Six months ended June 30, % Change (in U.S. dollars in millions, except percentages) 2024 2023 2024 over 2023 2024 2023 2024 over 2023 Service revenue \$859.1A \$806.1A 7A % \$1,708.2A \$1,149.6A 49A % Inventory sales revenue 237.0A 300.4A (21)% 452.6A 469.3A (4)% Total revenue 1,096.1A 1,106.5A (1)% 2,160.8A 1,618.9A 33A % Costs of services 348.8A 287.3A 21A % 701.8A 363.7A 93A % Cost of inventory sold 222.7A 291.9A (24)% 419.3A 443.4A (5)% Selling, general and administrative 208.6A 194.5A 7A % 406.7A 342.7A 19A % Acquisition-related and integration costs 4.1A 46.3A (91)% 16.9A 172.5A (90)% Depreciation and amortization 110.3A 109.6A 1A % 218.0A 145.8A 50A % Total operating expenses 894.5A 929.6A (4)% 1,762.7A 1,468.1A 20A % Gain on disposition of property, plant and equipment 0.3A 2.7A (89)% 2.7A 3.9A (31)% Operating income 201.9A 179.6A 12A % 400.8A 154.7A 159A % Net income 111.0A 86.8A 28A % 218.4A 58.6A 273A % Net income available to common stockholders 100.7A 77.4A 30A % 197.8A 44.2A 348A % Effective tax rate 24.8A % 27.4A % (260)bps 24.0A % 28.5A % (450)bps Total GTV \$4,104.1A \$4,144.0A (1)% \$8,181.5A \$6,043.2A 35A % Service GTV \$3,867.1A \$3,843.6A 1A % 7,728.9A \$5,733.9A 39A % Inventory GTV 237.0A 300.4A (21)% 452.6A 469.3A (4)% Inventory return 14.3A \$8.5A 68A % 33.3A \$25.9A 29A % Inventory rate 6.0A % 62.8A % 320bps 7.4A % 5.5A % 190bps Total GTV Total GTV decreased 1% to \$4.1 billion in the second quarter of 2024, and increased 35% to \$8.2 billion in the first six months of 2024 primarily due to the inclusion of GTV from the acquisition of IAA. The following table summarizes our total GTV by geography for the periods indicated: Three months ended June 30, Six months ended June 30, % Change (in U.S. dollars in millions, except percentages) 2024 2023 2024 over 2023 2024 2023 2024 over 2023 United States \$2,931.3A \$2,911.5A 1A % \$6,193.1A \$4,312.4A 44A % Canada 843.6A 890.2A (5)% 1,397.1A 1,182.1A 18A % International 329.2A 342.3A (4)% 591.3A 548.7A 8A % Total GTV \$4,104.1A \$4,144.0A (1)% \$8,181.5A \$6,043.2A 35A % RB Global, Inc. 25 Table of Contents In the second quarter of 2024, total GTV decreased slightly year-over-year due to lower volumes in our automotive and other sectors, primarily offset by strength in our commercial construction and transportation sector. We saw lower lot volumes in our automotive sector, primarily driven by the previously announced shift in assignment volumes from a customer, partially offset by growth in our existing customer base. In addition, average selling prices in our automotive sector were flat year-over-year, which outpaced the industry. The strength in our commercial construction and transportation sector was driven by an increase in the volume of total lots sold, driven in part by our strategic accounts, partially offset by a lower average price per lot sold from asset mix and lower price realization. In Canada, we saw lower GTV from softer year-over-year performances as a result of a shift in contract mix from a lower number of agricultural auction events, and an unfavorable foreign exchange impact. Partially offsetting these decreases, we saw higher volumes in the United States, primarily from strong execution by our strategic accounts and higher imports. For the first six months of 2024, total GTV increased year-over-year, mainly due to the inclusion of IAA in the first quarter of 2024 for the full quarter compared to the 11-day stub period in the first quarter of 2023. In addition, the increase in total GTV was driven by higher volumes in our commercial construction and transportation sector, mainly in the United States, as discussed above. We also saw stronger year-over-year performances in Canada driven by a higher volume of imports, and in International due to a large-scale auction event held in Europe in the first quarter of 2024. These increases were partially offset by lower volumes in our automotive sector mainly in the United States due to the reasons discussed above, and from a milder winter in the first quarter of 2023. Total Revenue Total revenue decreased 1% to \$1.1 billion in the second quarter of 2024 due to a 21% decrease in inventory sales revenue, partially offset by a 7% increase in total service revenue. Total revenue increased 33% to \$2.2 billion in the first six months of 2024 due to a 49% increase in service revenue, offset by a 4% decrease in inventory sales revenue. Service Revenue Service revenue is comprised of commissions earned on service GTV, buyer fees earned on total GTV, as well as revenues earned from our marketplace services. Commissions include revenue earned from consignors or sellers from the sale of assets from straight, fixed or guarantee commission contracts. Buyer fees include buyer fees earned from purchasers on the sale of inventory or consigned equipment. Marketplace services revenue includes fees earned from value-added services provided to customers such as refurbishment, parts procurement, data, transportation and logistics, inspection, appraisals, online listing, financing, title and liens processing, as well as other auction-related fees. The following table summarizes key components of total service revenue for the periods indicated: Three months ended June 30, Six months ended June 30, % Change (in U.S. dollars in millions, except percentages) 2024 2023 2024 over 2023 2024 2023 2024 over 2023 Commissions \$236.3A \$233.3A 1A % \$463.7A \$363.8A 27A % Buyer fees 485.2A 465.1A 4A % 987.9A 604.6A 63A % Marketplace services revenue 137.6A 107.7A 28A % 256.6A 181.2A 42A % Total service revenue \$859.1A \$806.1A 7A % \$1,708.2A \$1,149.6A 49A % In the second quarter of 2024, total service revenue increased 7%, with marketplace services revenue increasing 28%, buyer fees increasing 4%, and commissions revenue increasing 1%. Marketplace services revenue increased 28% in the second quarter of 2024, primarily driven by higher fees earned from transportation services provided to a large consignor contract in the United States in our commercial construction and transportation sector, as well as from higher document fees from an increase in volume of titled assets sold. Buyer fees increased 4%, while total GTV decreased 1%, primarily from changes in our buyer fee structures implemented in early 2024 across all sectors, as well as from a higher proportion of low value lots sold in our commercial construction and transportation sector. Commissions revenue increased 1%, which is in line with the increase in service GTV of 1%. RB Global, Inc. 26 Table of Contents In first six months of 2024, total service revenue increased 49%, with buyer fees increasing 63%, marketplace services revenue increasing 42%, and commissions increasing 27%. Buyer fees increased 63%, higher than the 35% increase in total GTV, primarily driven by the inclusion of IAA in the first quarter of 2024 for the full quarter compared to the 11-day stub period in the first quarter of 2023. We also saw higher buyer fees in our automotive and commercial construction and transportation sectors for the same reasons as discussed above. Marketplace services revenue increased 42%, driven by an increase in fees from the inclusion of IAA in the first quarter of 2024 for the full quarter compared to the 11-day stub period in the first quarter of 2023. In addition, we saw higher marketplace services revenue in our commercial construction and transportation sector, as discussed above. Commissions revenue increased 27%, less than the 39% increase in service GTV, primarily due to the inclusion of IAA in the first quarter of 2024 for the full quarter compared to the 11-day stub period in the first quarter of 2023 as IAA earns lower commission rates on service GTV through its fixed fee commission contracts with its consignors. Inventory Sales Revenue In the second quarter of 2024, inventory sales revenue decreased 21%, primarily in our

commercial construction and transportation sector, as well as within our automotive sector, driven by pricing pressures. The decrease in our commercial construction and transportation sector was driven by a non-repeat of a large inventory package in the utilities sector in the United States in the prior year, and a lower mix of inventory contracts. We also saw a decrease in inventory sales revenue in our automotive sector due to a lower number of purchased vehicles sold. For the first six months of 2024, inventory sales revenue decreased 4%, primarily driven by a lower mix of inventory contracts in our commercial construction and transportation and automotive sectors, for the same reasons as discussed above, primarily offset by the inclusion of IAA in the first quarter of 2024 for the full quarter compared to the 11-day stub period in the prior year. Costs of Services In the second quarter of 2024, costs of services increased 21% to \$348.8 million, primarily driven by higher prepaid consigned vehicle charges for vehicles sold in the current period due to a fair value adjustment made to the prepaid consigned vehicle charges on the opening balance sheet of IAA at acquisition in the prior year. We also incurred higher costs of services in connection with a large consignor contract in the transportation sector in the United States, which included higher costs to provide transportation services and higher payments to a third party as part of a profit-sharing arrangement. In addition, we saw an increase in employee compensation expenses primarily driven by higher employee benefit costs due to changes in our benefit plans and increased activity in inspections in our commercial construction and transportation sector. For the first six months of 2024, costs of services increased 93% to \$701.8 million, primarily due to the inclusion of IAA in the first quarter of 2024 for the full quarter compared to the 11-day stub period in the prior year, as well as higher prepaid consigned vehicle charges for vehicles sold as discussed above. Cost of services also increased in our commercial construction and transportation sector due to the same reasons as discussed above. Cost of Inventory Sold In the second quarter of 2024, cost of inventory sold decreased 24% to \$222.7 million, primarily in line with a 21% decrease in inventory sales revenue. Cost of inventory sold decreased at a higher rate than the decrease in inventory sales revenue primarily due to better performance, mainly across all sectors in North America. For the first six months of 2024, cost of inventory sold decreased 5% to \$419.3 million, primarily in line with the decrease in inventory sales revenue of 4%. Selling, General and Administrative In the second quarter of 2024, selling, general and administrative expenses increased 7% to \$208.6 million, as a result of an accrual for a new digital services tax in Canada on certain in-scope revenues earned for the period from January 1, 2022 to June 30, 2024, higher employee compensation expense, primarily from higher share-based payments expense due to timing of grants and higher long-term performance-based incentive compensation, and higher technology and cloud costs as we continue to strategically modernize our operations and technology platforms through use of cloud environments. These increases were partially offset by lower short-term incentive-based compensation expense and other general and administrative costs due to strategic cost reduction initiatives. For the first six months of 2024, selling, general and administrative expenses increased 19% to \$406.7 million, mainly due to the inclusion of IAA in the first quarter of 2024 for the full quarter compared to the 11-day stub period in the prior year. We also saw RB Global, Inc. 27 Table of Contents higher employee compensation expense driven by higher share-based payments due to timing, higher long-term performance-based incentive compensation and an increase in the fair value of grants, higher employee benefit costs due to changes implemented in our plans, and an increase in wages and salaries primarily from investments in our sales coverage teams and business operations to grow our market share. In addition, our costs increased due to a new digital services tax accrual in Canada, higher technology and cloud costs, for the same reasons as discussed above, as well as higher legal and professional expenses for certain strategic initiatives. These increases were partially offset by lower travel, advertising and promotional expenses, lower short-term incentive-based compensation expense, and lower other general and administrative costs due to strategic cost reduction initiatives. Acquisition-related and Integration Costs In the second quarter of 2024, acquisition-related and integration costs decreased 91% to \$4.1 million primarily due to lower costs in connection with the acquisition of IAA on March 20, 2023. In the prior year, we recognized a net \$16.3 million expense as settlement for the termination of a non-compete agreement bound by IAA prior to the acquisition. We also saw lower integration and severance costs as integration and restructuring activities are being completed. For the first six months of 2024, acquisition-related and integration costs decreased 90% to \$16.9 million, primarily given the significant financing, legal, investment banking, advisory, and consulting costs incurred in the prior year to complete the acquisition of IAA on March 20, 2023, as well as for the same reasons as discussed above. Operating Income For the second quarter of 2024, operating income increased 12% to \$201.9 million, mainly driven by a decrease in acquisition-related and integration costs, partially offset by an increase in selling, general and administrative expenses, as discussed above. For the first six months of 2024, operating income increased 159% to \$400.8 million, primarily driven by the inclusion of IAA operating income in the first quarter of 2024 for the full quarter compared to the 11-day stub period in the prior year, and the significant decrease in acquisition-related and integration costs, as discussed above. In addition, we saw higher flow-through of service revenue in the commercial construction and transportation sector, partially offset by higher depreciation and amortization driven by the acquisition of IAA and higher selling, general and administrative expenses, as discussed above. Income Tax Expense and Effective Tax Rate At the end of each interim period, we estimate the effective tax rate expected to be applicable for the full fiscal year. The estimate reflects, among other items, management's best estimate of operating results. It does not include the estimated impact of foreign exchange rates or unusual and/or infrequent items, which may cause significant variations in the customary relationship between income tax expense and income before income taxes. For the second quarter of 2024, income tax expense increased by 12% to \$36.6 million and our effective tax rate decreased 260 bps to 24.8%, as compared to the second quarter of 2023. For the first six months of 2024, income tax expense increased 195% to \$69.1 million, primarily due to the increase in net income before tax, and our effective tax rate decreased 450 bps to 24.0% as compared to the first six months of 2023. The decrease in the effective tax rate for the second quarter of 2024 was primarily due to a decrease in non-deductible expenses. The decrease in the effective tax rate for the first six months of 2024 compared to the first six months of 2023 was primarily due to a decrease in non-deductible expenses. Partially offsetting this decrease was a lower tax deduction for PSU and RSU share unit expenses that exceeded the related compensation expense and a lower proportionate benefit related to Foreign-Derived Intangible Income. Net Income Attributable to Controlling Interests In the second quarter of 2024, net income attributable to controlling interests increased 28% to \$111.1 million, primarily driven by an increase in operating income and lower interest expense in the current quarter due to lower long-term debt levels driven by repayments of principal. These increases were partially offset by higher income tax expense as discussed above. For the first six months of 2024, net income attributable to controlling interests increased 272% to \$218.5 million, primarily driven by an increase in operating income, offset by an increase in income tax expense, as discussed above, and higher interest expense due to an increase in long-term debt from funding the IAA acquisition on March 20, 2023. Diluted EPS Diluted EPS available to common stockholders increased 29% to \$0.54 per share for the second quarter of 2024, compared to \$0.42 per share for the second quarter of 2023. The increase is primarily due to the increase in net income attributable to controlling interests as discussed above. RB Global, Inc. 28 Table of Contents U.S. Dollar Exchange Rate Comparison We conduct global operations in various currencies, with our presentation currency being the U.S. dollar. The following table presents the variance in select foreign exchange rates over the comparative reporting periods: % Change Value of one local currency to U.S. dollar 2024 2023 2024 over 2023 Period-end exchange rate - June 30, Canadian dollar 0.73090, 7550(3) % Euro 1.07161, 0909(2) % British pound sterling 1.26471, 2674 % Australian dollar 0.66830, 6658 % Average exchange rate - Three months ended June 30, Canadian dollar 0.73090, 7445(2) % Euro 1.07671, 0898(1) % British pound sterling 1.26181, 2514 % Australian dollar 0.65900, 6683(1) % Average exchange rate - Six months ended June 30, Canadian dollar 0.73640, 7421(1) % Euro 1.08141, 0815 % British pound sterling 1.26501, 2330 % Australian dollar 0.65840, 6762(3) % In the second quarter of 2024, foreign exchange had an unfavorable impact on total revenue and an favorable impact on expenses when compared to the prior year quarter. These impacts were primarily due to the fluctuations in the Canadian dollar relative to the U.S. dollar. Non-GAAP Measures As part of management's non-GAAP measures, we may eliminate the financial impact of certain items that we do not consider to be part of our normal operating results. Adjusted net income available to common stockholders increased 16% to \$174.1 million in the second quarter of 2024. Diluted adjusted EPS available to common stockholders increased 15% to \$0.94 per share in the second quarter of 2024. Adjusted EBITDA increased 11% to \$342.0 million in the second quarter of 2024. Refer to the non-GAAP measures section below on pages 34-40 for further information. Key Operating Metrics We regularly review a number of metrics, including the following key operating metrics, to evaluate our business, measure our performance, identify trends affecting our business, and make operating decisions. We believe these key operating metrics are useful to investors because management uses these metrics to assess the growth of our business and the effectiveness of our operational strategies. We define our key operating metrics as follows: Gross transaction value: Represents total proceeds from all items sold on our auctions and online marketplaces, third-party online marketplaces, private brokerage services and other disposition channels. GTV is not a measure of financial performance, liquidity, or revenue, and is not presented in the Company's consolidated financial statements. RB Global, Inc. 29 Table of Contents Total service revenue take rate: Total service revenue divided by total GTV. Inventory return: Inventory sales revenue less cost of inventory sold. Inventory rate: Inventory return divided by inventory sales revenue. Total lots sold: A single asset to be sold or a group of assets bundled for sale as one unit. Low value assets are sometimes bundled into a single lot, collectively referred to as "small value lots". Historically, we presented GTV from the sale of parts in our vehicle dismantling business within our automotive sector and excluded the number of parts sold from our total lots sold metric. Commencing in the second quarter of 2024, management has begun to review the number of parts sold in our vehicle dismantling business within our other sector and as part of our total lots sold metric. GTV by Sector The following table illustrates the breakdown of total GTV by sector for the second quarter of 2024 compared to the same period in 2023. Our automotive sector includes all consumer automotive vehicles. Our commercial construction and transportation sector includes heavy equipment such as excavators, dozers, lift and material handling, vocational and commercial trucks and trailers. The other sector primarily includes assets and equipment in the agricultural, forestry and energy industries, government surplus assets, smaller consumer recreational transportation items and parts sold in our vehicle dismantling business. All sectors include salvage and non-salvage transactions. Scrapped items disposed of in our disposition channels are excluded from GTV and our total lots sold metric. Three months ended June 30, Six months ended June 30, % Change % Change (in U.S. dollars in millions, except percentages) 2024 2023 2024 over 2023 Automotive \$2,007.7A \$2,101.9A (4)% \$4,112.7A \$2,433.6A 69A % Commercial construction and transportation 1,613.3A 1,481.3A 9A % 3,174.5A 2,671.3A 19A % Other 483.1A 560.8A (14)% 894.3A 938.3A (5)% \$4,104.1A \$4,144.0A (1)% \$8,181.5A \$6,043.2A 35A % In the second quarter of 2024, total GTV compared to the second quarter of 2023 decreased by 4% in our automotive sector, primarily due to a shift in assignment volumes from a customer in the United States. GTV increased by 9% in our commercial construction and transportation sector, mainly in the United States, primarily driven by an increase in lot volumes predominantly from our strategic accounts and imports, partially offset by lower average selling prices and an unfavorable asset mix. GTV decreased 14% in our other sector primarily from decreased sales of marine, aircraft and rail assets. For the first six months of 2024, total GTV compared to the first six months of 2023 increased by 69% in our automotive sector due to the inclusion of IAA in the first quarter of 2024 for the full quarter compared to the 11-day stub period in the first quarter of 2023, and increased 19% in our commercial construction and transportation sector, primarily for the same reasons as discussed above, partially offset by a 5% decrease in our other sector. RB Global, Inc. 30 Table of Contents Total Lots Sold by Sector The following table illustrates the breakdown of total lots sold by sector for the second quarter of 2024, compared to the same period in 2023. Three months ended June 30, Six months ended June 30, % Change % Change (in '000's of lots sold, except percentages) 2024 2023 2024 over 2023 Automotive 547.7A 573.4A (4)% 1,132.3A 660.9A 71A % Commercial construction and transportation 18.2A 84.4A 40A % 227.0A 141.0A 61A % Other 173.6A 172.8A % 319.2A 278.0A 15A % 839.5A 830.6A 1A % 1,678.5A 1,079.9A 55A % In the second quarter of 2024, the total lots sold compared to the second quarter of 2023 decreased by 4% in our automotive sector mainly in the United States due to a shift in assignment volumes from a customer. Total lots sold increased by 40% in our commercial construction and transportation sector, mainly driven by a higher proportion of low value lots in the United States. For the first six months of 2024, the total lots sold compared to the first six months of 2023 increased by 71% in our automotive sector and increased 15% in the other sector mainly due to the inclusion of IAA in the first quarter of 2024 for the full quarter compared to the 11-day stub period in the prior year. Total lots sold increased by 61% in our commercial construction and transportation sector mainly for the same reason as discussed above. Debt We have a credit agreement, which is comprised of multicurrency revolving facilities and the Term Loan A facility (the "TLA Facility"). The TLA Facility is comprised of a facility denominated in US dollars (the "USD TLA Facility"), and a facility denominated in Canadian dollars (the "CAD TLA Facility"). The Credit Agreement matures on September 21, 2026. The TLA Facility loans are subject to quarterly installments of 1.25% of principal, with the balance payable at maturity. During the six months ended June 30, 2024, the Company repaid \$250.0 million of principal on the USD TLA Facility. As of June 30, 2024, there are no mandatory principal repayments remaining on the USD TLA Facility until maturity of the debt. We continue to seek opportunities to prepay our debt. At June 30, 2024, the Company also had \$550.0 million aggregate principal amount of 6.750% senior secured notes due March 15, 2028 (the "Secured Notes"), and (ii) \$800.0 million aggregate principal amount of 7.750% senior unsecured notes due March 15, 2031 (the "Unsecured Notes") (collectively, the "Notes"). These Notes were used, along with the USD TLA Facility, to fund the acquisition of IAA, and accrue interest to be paid in cash semi-annually in arrears. The Secured Notes are jointly and severally guaranteed on a senior secured basis and the Unsecured Notes are jointly and severally guaranteed on a senior unsecured basis by certain of the Company's subsidiaries. RB Global, Inc. 31 Table of Contents The below were our committed and uncommitted revolving credit facilities at June 30, 2024 and December 31, 2023: (in U.S. dollars in millions) June 30, 2024 December 31, 2023 Committed Multicurrency revolving credit facilities \$750.0A \$750.0A Uncommitted Foreign demand revolving credit facilities 5.0A 5.0A Total revolving credit facilities \$755.0A \$755.0A Unused Multicurrency revolving credit facilities \$706.8A \$724.7A Foreign demand revolving credit facility 5.0A 5.0A Total revolving credit facilities unused \$711.8A \$729.7A A A Debt Covenants We were in compliance with all financial and other covenants applicable to our credit facilities at June 30, 2024. Our ability to borrow under the Credit Agreement is subject to compliance with financial covenants of a consolidated leverage ratio and a consolidated interest coverage ratio. In the event of sustained deterioration of global markets and economies, we expect the covenants pertaining to our leverage ratio would be the most restrictive to our ability to access funding under our Credit Agreement. We continue to evaluate courses of action to maintain current levels of liquidity and compliance with our debt covenants. For more information on our debt, see "Item 1 Financial Statements: Note 14 Debt" in our consolidated financial statements. Liquidity and Capital Resources Our short-term cash requirements include (i) payment of quarterly dividends to common shareholders on an as-declared basis, and payment of participating dividends and preferential dividends to preferred equity holders, (ii) settlement of contracts with consignors and other suppliers, (iii) personnel expenditures, with a majority of short-term incentive compensation paid annually in the first quarter following each fiscal year, (iv) income tax payments, primarily paid in quarterly installments, (v) payments on short-term and long-term debt, (vi) payment of amounts committed under certain service agreements to build our modern IT architecture, (vii) payments on our operating and finance lease obligations, (viii) other capital expenditures and working capital needs, and (ix) advances. In the current interest rate environment, the Company intends to continue to evaluate and pursue the most financially beneficial arrangements to fund future capital expenditures, which may include lease agreements or cash purchases. We believe that our existing working capital and availability under our credit facilities are sufficient to satisfy our present operating requirements and contractual obligations. Our long-term cash requirements include scheduled principal repayments of long-term debt on the TLA Facility of \$1.5 billion and the Notes of \$1.4 billion, repayment of any drawn funds under our revolving credit facilities, as well as scheduled repayments of operating and finance lease obligations relating to the Company's commercial leases for various auctions sites, branches and offices, operating leases for computer equipment, software, motor vehicles and small office equipment, and finance lease arrangements for certain vehicles, computers, yard equipment, fixtures, and office furniture. For more information on our debt and leases, see "Item 1 Financial Statements: Note 14 Debt" and "Item 1 Financial Statements: Note 17 Leases," respectively, in our consolidated financial statements, as well as our audited consolidated financial statements for the year ended December 31, 2023. Cash provided by operating activities can fluctuate significantly from period to period. We assess our liquidity based on our ability to generate cash and secure credit to fund operating, investing, and financing activities. Our liquidity is primarily affected by fluctuations in cash provided by operating activities, significant acquisitions of businesses, payment of dividends, our net capital spending, and repayments of debt. We are also committed under various letters of credit and provide certain guarantees in the normal course of

We believe our principal sources of liquidity, which include cash flow from operations and our unused capacity under our revolving credit facilities of \$711.8 million, are sufficient to fund our current and planned operating activities. 1 We calculate net capital spending as property, plant and equipment additions plus intangible asset additions less proceeds on disposition of property, plant and equipment.RB Global, Inc.32Table of ContentsBook overdrafts represent outstanding checks and other pending disbursements, which are in excess of cash account balances with a right of offset. The excess of such amounts is included within trade and other liabilities in our consolidated balance sheet.If we were to consider further acquisitions to deliver on our strategic growth drivers, we may seek financing through equity markets or additional debt markets. The issuance of additional equity securities may result in dilution to our shareholders. Issuance of preferred equity securities could provide for rights, preferences or privileges senior to those of our common stock. Further, this additional capital may not be available on reasonable terms, or at all.Cash FlowsSix months ended June 30,Change(in U.S. dollars in millions)202420232024 over 2023Cash provided by (used in):Operating activities\$462.1A \$49.9A \$412.2A Investing activities(131.7)(2,892.5)2,760.8A Financing activities(322.4)2,784.2A (3,106.6)Effect of changes in foreign currency rates(10.3)5.8A (16.1)Net decrease in cash, cash equivalents, and restricted cash\$(2.3)\$(52.6)\$50.3A Net cash provided by operating activities was \$462.1 million in the first six months of 2024, as compared to net cash provided by operating activities of \$49.9 million in the first six months of 2023. Net cash provided by operating activities increased \$412.2A million mainly due to net cash generated by higher net income from the inclusion of IAA income from operations for a full quarter in the first quarter of 2024 compared to the 11-day stub period in the prior year. We also saw lower acquisition-related and integration costs and lower cash outflow from the net change in operating assets and liabilities of \$136.2A million, partially offset by higher interest expense. The lower cash outflow from operating assets and liabilities was primarily due to lower tax payments due to the non-repeat of taxes paid in 2023 for the taxable gain portion on the sale of the Bolton property, and lower tax prepayments compared to the prior year. We also saw lower cash outflows driven by prepaid consigned vehicle charges with the inclusion of IAA and timing of inventory purchases. In addition, we saw lower cash outflows in the current year from a decrease in volumes in our automotive sector, timing of collection of advances and payments from customers, receipt of reimbursable leasehold improvements from lessors, and from the timing of sales tax remittances in Canada. The above decreases in cash outflows were partially offset by lower book overdrafts, higher incentive-based employee compensation payments from the inclusion of IAA, higher interest payments on our debt, higher operating lease payments, and the timing, size and number of auctions.Net cash used in investing activities was \$131.7A million in the first six months of 2024, as compared to net cash used in investing activities of \$2.9 billion in the first six months of 2023. The decrease is primarily due to cash used in the prior period to fund the acquisitions of IAA and VeriTread. Net cash used in financing activities was \$322.4A million in the first six months of 2024, as compared to net cash provided by financing activities of \$2.8A billion in the first six months of 2023. The change is primarily driven by higher cash inflows in the prior period, as we raised \$3.1 billion in debt to fund the acquisition of IAA through the TLA Facility and the Notes, net of debt issuance costs, and received \$496.9 million in net proceeds from the issuance of the Series A Senior Preferred Shares and common stock. We also repaid \$600.0 million of long-term debt in the first half of 2023, for the redemption of our 2016 Notes and repayment of \$100.0 million of debt on our USD TLA Facility, as compared to \$250.0 million repayment on our USD TLA Facility in the current period. We also saw \$100.6 million in lower dividends paid to common stockholders in the current period primarily due to the payment of a one-time special dividend in connection with the IAA acquisition in the prior year. In addition, we received higher proceeds from the exercise of stock options in the current year, driven by a higher share price.Dividend Information We declared a dividend of \$0.27 per common share for each of the quarters ended March 31, 2024, December 31, 2023, September 30, 2023, and June 30, 2023. We have declared, but not yet paid, a dividend of \$0.29 per common share for the quarter ended JuneA 30, 2024. All dividends that we pay are â€œeligible dividendsâ€ for Canadian income tax purposes unless indicated otherwise. Debt over Net IncomeDebt at the end of the second quarter of 2024 represented 7.8 times net income at and for the trailing twelve months ended JuneA 30, 2024, compared to 21.4 times net income at and for the trailing twelve months ended JuneA 30, 2023. The decrease in this debt/net income multiplier was primarily due to higher net income from the inclusion of IAA's net income compared to the stub period in the RB Global, Inc.33Table of Contentsprior year, as well as slightly lower levels of debt driven by repayments of principal on our TLA Facility. The adjusted net debt/adjusted EBITDA was 1.8 times at and for the trailing twelve months ended JuneA 30, 2024, compared to 4.1 times at and for the trailing twelve months ended JuneA 30, 2023. The decrease in this debt/net income multiplier was due to the same reasons as discussed above.Critical Accounting Policies, Judgments, Estimates and Assumptions In preparing our consolidated financial statements in conformity with US GAAP, we must make decisions that impact the reported amounts and related disclosures. Such decisions include the selection of the appropriate accounting principles to be applied and the assumptions on which to base accounting estimates. In reaching such decisions, we apply judgments based on our understanding and analysis of the relevant circumstances and historical experience. At JuneA 30, 2024, there were no material changes in our critical accounting policies, and there were no material changes in judgments, estimates and assumptions from those disclosed in our Annual Report on Form 10-K for the year ended DecemberA 31, 2023.Non-GAAP Measures We reference various non-GAAP measures throughout this Quarterly Report on Form 10-Q. These measures do not have a standardized meaning and are, therefore, unlikely to be comparable to similar measures presented by other companies. The presentation of this financial information, which is not prepared under any comprehensive set of accounting rules or principles, is not intended to be considered in isolation of, or as a substitute for, the financial information prepared and presented in accordance with US GAAP.In the third quarter of 2023, we updated our calculation of non-GAAP measures and no longer adjust for the purchase accounting adjustments relating to long-lived assets from the application of acquisition accounting in the IAA acquisition. This change was applied retrospectively to the second quarter of 2023. Adjusted Net Income Available to Common Stockholders and Diluted Adjusted EPS Available to Common Stockholders ReconciliationWe believe that adjusted net income available to common stockholders provides useful information about the growth or decline of our net income available to common stockholders for the relevant financial period and eliminates the financial impact of adjusting items we do not consider to be part of our normal operating results. Diluted adjusted EPS available to common stockholders eliminates the financial impact of adjusting items from net income available to common stockholders that we do not consider to be part of our normal operating results. Please refer to page 40 for a summary of adjusting items.Adjusted net income available to common stockholders is calculated as net income available to common stockholders, excluding the effects of adjusting items that we do not consider to be part of our normal operating results, such as share-based payments expense, acquisition-related and integration costs, amortization of acquired intangible assets, executive transition costs and certain other items. Net income available to common stockholders is calculated as net income attributable to controlling interests, less cumulative dividends on Series A Senior Preferred Shares and allocated earnings to participating securities. Diluted adjusted EPS available to common stockholders is calculated by dividing adjusted net income available to common stockholders by the weighted average number of dilutive shares outstanding, except that it is computed based upon the lower of the two-class method or the if-converted method, which includes the effects of the assumed conversion of the Series A Senior Preferred Shares and the effect of shares issuable under the Companyâ€™s stock-based incentive plans, if such effect is dilutive.RB Global, Inc.34Table of ContentsThe following table reconciles adjusted net income available to common stockholders and diluted adjusted EPS available to common stockholders to net income available to common stockholders and diluted EPS available to common stockholders, which are the most directly comparable GAAP measures in our consolidated financial statements:Three months ended June 30, Six months ended June 30, % Change% Change(in U.S. dollars in millions, except share, per share data, and percentages)202420232024 over 2023202420232024 over 2023Net income available to common stockholders\$100.7A \$77.4A 30A %\$197.8A \$44.2A 348A %Share-based payments expense18.1A 12.3A 47A %31.4A 19.0A 65A %Acquisition-related and integration costs4.1A 46.3A (91)%16.1A 172.5A (90)%Amortization of acquired intangible assets69.0A 76.0A (9)%138.6A 92.7A 50A %Loss (gain) on disposition of property, plant and equipment and related costs4.0A (1.5)NM(1.4)(1.5)(7)%Prepaid consigned vehicles charges(1.3)(39.7)(97)%(3.4)(52.1)(93)%Loss on redemption of the 2016 and 2021 Notes and certain related interest expenseâ€”A â€”A â€”A %â€”A 3.3A NMOther legal, advisory, restructuring and non-income tax expenses7.7A 0.5A 1440A %10.0A 0.7A 1329A %Executive transition costs2.0A â€”A NM7.3A â€”A NMRe measurements in connection with business combinationsâ€”A â€”A â€”A %â€”A (2.9)NMRelated tax effects of the above(24.0)(18.8)28A % (48.8)(52.5)(7)%Related allocation of the above to participating securities(2.6)(2.9)(10)%(5.2)(4.6)13A %Adjusted net income available to common stockholders\$174.1A \$149.6A 16A %\$339.6A \$218.8A 55A %Weighted average number of dilutive shares outstanding184,912,584182,810,3991A %184,746,818152,404,83021A %Diluted earnings per share available to common stockholders\$0.54A \$0.42A 29A %\$1.07A \$0.29A 269A %Diluted adjusted earnings per share available to common stockholders\$0.94A \$0.82A 15A %\$1.84A \$1.44A 28A %NM = Not meaningfulRB Global, Inc.35Table of ContentsAdjusted EBITDAWe believe adjusted EBITDA provides useful information about the growth or decline of our net income when compared between different financial periods. We use adjusted EBITDA as a key performance measure because we believe it facilitates operating performance comparisons from period to period and it provides management with the ability to monitor its controllable incremental revenues and costs.Adjusted EBITDA is calculated by adding back depreciation and amortization, interest expense, income tax expense, and subtracting interest income from net income, as well as adding back the adjusting items as described on page 40.The following table reconciles adjusted EBITDA to net income, which is the most directly comparable GAAP measure in, or calculated from, our consolidated financial statements:Three months ended June 30, Six months ended June 30, % Change% Change2024 over 2024 over (in U.S. dollars in millions, except percentages)202420232024 over 20232024 over 2023Net income\$111.0A \$86.8A 28A %\$218.4A \$58.6A 273A %Add: depreciation and amortization110.3A 109.6A 1A %\$218.0A 145.8A 50A %Add: interest expense59.9A 65.0A (8)%123.8A 85.9A 44A %Less: interest income(6.8)(5.0)36A % (13.4)(11.3)19A %Add: income tax expense36.6A 32.6A 12A %66.9A 123.4A 195A %EBITDA\$311.0A 289.0A 8A %615.9A 302.4A 104A %Share-based payments expense18.1A 12.3A 47A %31.4A 19.0A 65A %Acquisition-related and integration costs4.1A 46.3A (91)%16.9A 172.5A (90)%Loss (gain) on disposition of property, plant and equipment and related costs0.4A (1.5)NM(1.4)(1.5)(7)%Re measurements in connection with business combinationsâ€”A â€”A â€”A %â€”A (1.4)NMPrepaid consigned vehicles charges(1.3)(39.7)(97)%(3.4)(52.1)(93)%Other legal, advisory, restructuring and non-income tax expenses7.7A 0.5A 1440A %10.0A 0.7A 1329A %Executive transition costs2.0A â€”A NM3.7A â€”A NMAdjusted EBITDA\$342.0A \$306.9A 11A %\$673.1A \$439.6A 53A %NM = Not meaningfulRB Global, Inc.36Table of ContentsAdjusted Net Debt and Adjusted Net Debt/Adjusted EBITDA ReconciliationWe believe that comparing adjusted net debt/adjusted EBITDA on a trailing twelve-month basis for different financial periods provides useful information about the performance of our operations as an indicator of the amount of time it would take us to settle both our short and long-term debt. We do not consider this to be a measure of our liquidity, which is our ability to settle only short-term obligations, but rather a measure of how well we fund liquidity. Measures of liquidity are noted under â€œLiquidity and Capital Resourcesâ€. Adjusted net debt is calculated by subtracting cash and cash equivalents from short and long-term debt and long-term debt in escrow. Adjusted net debt/adjusted EBITDA is calculated by dividing adjusted net debt by adjusted EBITDA.The following table reconciles adjusted net debt to debt, adjusted EBITDA to net income, and adjusted net debt/adjusted EBITDA to debt/net income, respectively, which are the most directly comparable GAAP measures in, or calculated from, our consolidated financial statements.At and for the twelve months ended June 30, % Change(in U.S. dollars in millions, except percentages)202420232024 over 2023Short-term debt\$29.9A \$17.2A 74A %Long-term debt2,826.9A 3,123.4A (9)%Debt2,856.8A 3,140.6A (9)%Less: cash and cash equivalents(599.5)(432.9)38A %Adjusted net debt2,257.3A 2,707.7A (17)%Net income\$365.8A \$146.8A 149A %Add: depreciation and amortization424.4A 194.4A 118A %Add: interest expense251.7A 104.6A 141A %Less: interest income(24.1)(16.9)43A %Add: income tax expense12.1A 51.7A 136A %EBITDA1,39.9A 480.6A 137A %Share-based payments expense57.9A 37.0

the quarter.â€¢\$2.2 million of other advisory, legal and restructuring costs, which primarily includes a \$1.9 million loss on the settlement of an unusual legal claim recorded in other income, \$0.3 million of terminated and ongoing transaction costs and \$0.1 million of costs incurred with the Canada Revenue Agencyâ€™s (â€œCRAâ€) investigation.â€¢\$1.7 million of estimated executive transition costs associated with the departures of certain executives on August 1, 2023, which includes severance, estimated settlement amounts and related costs. The adjusting items recognized in our prior quarters are discussed in "Part I, Item 7: Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations" of our Annual Report on Form 10-K for the year ended December 31, 2023.

RB Global, Inc.

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ITEM 3: A. A. A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There have been no material changes to our market risk during the three and six months ended June 30, 2024 from those disclosed in Item 7A in our Annual Report on Form 10-K for the year ended December 31, 2023, which is available on our website at <https://investor.rbglobal.com>, on EDGAR at www.sec.gov, or on SEDAR at www.sedar.com.

ITEM 4: A. A. A. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

Management of the Company, including the Chief Executive Officer (â€œCEOâ€) and the Chief Financial Officer ("CFO"), have evaluated the effectiveness of the Companyâ€™s disclosure controls and procedures as of June 30, 2024. The term â€œdisclosure controls and proceduresâ€ means controls and other procedures established by the Company that are designed to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SECâ€™s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the Companyâ€™s management, including its CEO and CFO, as appropriate, to allow timely decisions regarding required disclosure. Based upon their evaluation of the Companyâ€™s disclosure controls and procedures, the CEO and the CFO concluded that, as of June 30, 2024, the disclosure controls are effective to provide reasonable assurance that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is accumulated and communicated to management, including the CEO and the CFO, as appropriate, to allow timely decisions regarding required disclosure and are effective to provide reasonable assurance that such information is recorded, processed, summarized and reported within the time periods specified by the SECâ€™s rules and forms. The Company, including its CEO and CFO, does not expect that its internal controls and procedures will prevent or detect all error and all fraud. A control system, no matter how well conceived or operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met.

Changes in Internal Control over Financial Reporting

On March 20, 2023, the Company completed the acquisition of IAA. Except as it relates to the continued integration of IAA, there were no changes in the Companyâ€™s internal control over financial reporting that occurred during the three and six months ended June 30, 2024 that have materially affected, or are reasonably likely to materially affect, the Companyâ€™s internal control over financial reporting.

RB Global, Inc.

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PART II

OTHER INFORMATION

ITEM 1: A. A. A. LEGAL PROCEEDINGS

We have no material legal proceedings pending, other than ordinary routine litigation incidental to the business, and we do not know of any material proceedings contemplated by governmental authorities.

ITEM 1A: A. A. A. RISK FACTORS

Our business is subject to a number of risks and uncertainties, and our past performance is no guarantee of our performance in future periods. In addition to the other information set forth in this Quarterly Report on Form 10-Q, you should carefully consider the risks and uncertainties discussed in â€œPart I, Item 1A: Risk Factorsâ€ of our Annual Report on Form 10-K for the year ended December 31, 2023, which are available on our website at <https://investor.rbglobal.com>, on EDGAR at www.sec.gov, or on SEDAR at www.sedarplus.com. As of the date of this filing, there have been no material changes to such risk factors. Our business could also be affected by additional risks not currently known to us or that we currently deem to be immaterial. If any of the risks occur, our business, financial and results of operations could materially suffer. As a result, the trading price of our common shares could decline, and you may lose all or part of your investment.

ITEM 2: A. A. A. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

ITEM 3: A. A. A. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4: A. A. A. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5: A. A. A. OTHER INFORMATION

On June 5, 2024, James Kessler, the Chief Executive Officer of the Company, adopted a trading arrangement for the sale of securities of the Companyâ€™s common stock (a â€œRule 10b5-1 Trading Planâ€) that is intended to satisfy the affirmative defense conditions of Securities Exchange Act Rule 10b5-1(c). Mr. Kesslerâ€™s Rule 10b5-1 Trading Plan, which will terminate on May 30, 2025, provides for the exercise of stock options to purchase up to 53,649 shares of our common stock and the concurrent sale of all shares of common stock acquired upon such exercise at a specified limit price and on pre-specified dates during the term of the Rule 10b5-1 Trading Plan.

RB Global, Inc.

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ITEM 6: A. A. A. EXHIBITS

The exhibits listed in below are filed as part of this Quarterly Report on Form 10-Q and incorporated herein by reference.

Exhibit Number

Document

31.1 Certification of Chief Executive Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended

31.2 Certification of Chief Financial Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended

32.1 Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

32.2 Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

101 Interactive Data Files Pursuant to Rule 405 of Regulation S-T, for the Companyâ€™s Quarterly Report on Form 10-Q for the quarter ended June 30, 2024, formatted in Inline XBRL: (i) Condensed Consolidated Income Statements; (ii) Condensed Consolidated Balance Sheets; (iii) Condensed Consolidated Statements of Changes in Equity; (iv) Condensed Consolidated Statements of Cash Flows; and (v) Notes to the Condensed Consolidated Financial Statements

104 Cover page from the Companyâ€™s Quarterly Report on Form 10-Q for the quarter ended June 30, 2024, formatted in Inline XBRL and contained in Exhibit 101

RB Global, Inc.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

RB GLOBAL, INC.

Dated: August 6, 2024

By: /s/ Jim Kessler

Jim Kessler Chief Executive Officer

Dated: August 6, 2024

By: /s/ Eric J. Guerin

Eric J. Guerin Chief Financial Officer

Document

EXHIBIT

31.1 CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO RULE 13a-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934

I, Jim Kessler, certify that:

1. I have reviewed this quarterly report on Form 10-Q of RB Global, Inc.

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 6, 2024

/s/ Jim Kessler

Jim Kessler Chief Executive Officer

Document

EXHIBIT

31.2 CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO RULE 13a-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934

I, Eric J. Guerin, certify that:

1. I have reviewed this quarterly report on Form 10-Q of RB Global, Inc.

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 6, 2024

/s/ Eric J. Guerin

Eric J. Guerin Chief Financial Officer

Document

EXHIBIT

32.1 CERTIFICATION PURSUANT TO 18 U.S.C. Â§1350 AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of RB Global, Inc. (the "Company") on Form 10-Q for the period ended June 30, 2024, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Jim Kessler, Chief Executive Officer, certify, pursuant to 18 U.S.C. Â§1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 6, 2024

/s/ Jim Kessler

Jim Kessler Chief Executive Officer

Document

EXHIBIT

32.2 CERTIFICATION PURSUANT TO 18 U.S.C. Â§1350 AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of RB Global, Inc. (the "Company") on Form 10-Q for the period ended June 30, 2024, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Eric J. Guerin, Chief Financial Officer, certify, pursuant to 18 U.S.C. Â§1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 6, 2024

/s/ Eric J. Guerin

Eric J. Guerin Chief Financial Officer