

10 October 2014

Dear Shareholder,

On behalf of the Board of Directors, I have pleasure in enclosing the Notice of Meeting for the Rubicor Group Limited 2014 Annual General Meeting to be held at the offices of Baker & McKenzie, Level 27, A.M.P. Centre, 50 Bridge Street, Sydney on Thursday 13 November 2014 commencing at 12:30pm (Sydney time).

At the Meeting, Kevin Levine and I will comment on the Company's performance during the year to 30 June 2014 prior to consideration of the business as detailed in the Notice of Meeting. A copy of each address will be posted on the Rubicor website.

If you are able to attend the Meeting, please bring the proxy form with you as the barcode on this form will enable shareholders to be easily registered. Registration will be available from 12:00pm.

If you are unable to attend the Meeting, I encourage you to vote either by using the attached proxy form or lodging your vote online at www.linkmarketservices.com.au.

A person intending to attend the Meeting and vote on shares held in the name of a company must bring an authority from the company, signed by the company in favour of the person attending.

Directors and management look forward to your attendance at the Meeting.

Yours sincerely,



John Pettigrew
Chairman

Rubicor Group Limited
ABN 74 110 913 365

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2014 Annual General Meeting (**AGM** or **Meeting**) of shareholders of Rubicor Group Limited (**Company**) will be held at the offices of Baker & McKenzie, Level 27, A.M.P. Centre, 50 Bridge Street, Sydney on Thursday 13 November 2014 commencing at 12:30pm (Sydney time) for the purpose of transacting the business set out in this Notice of Annual General Meeting (**Notice**).

The Explanatory Statement to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Statement and the Proxy Form form part of this Notice.

BUSINESS OF THE MEETING

1. Financial Statements and Reports

To receive and consider the Financial Report, the Directors' Report and the Independent Auditor's Report of the Company for the financial year ended 30 June 2014.

2. Remuneration Report

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

"That, the Company's Remuneration Report for the financial year ended 30 June 2014, as set out in the Directors' Report, be adopted."

Voting Exclusion Statement

A vote on Resolution 2 must not be cast (in any capacity) by or on behalf of:

- a. a member of the Key Management Personnel (**KMP**) whose remuneration is included in the 2014 Remuneration Report; and
- b. a closely related party (such as close family members and any controlled companies) (**Closely Related Party**) of such a KMP.

However, such a person may cast a vote on Resolution 2 as proxy for a person who is entitled to vote if:

- a. the proxy appointment is in writing and specifies how the proxy is to vote (for, against, abstain); or
- b. the vote is cast by the person chairing the Meeting and:
 - i. the appointment does not specify how the proxy is to vote; and
 - ii. the appointment expressly authorises the Chair of the Meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

3. Re-election of Mr John Pettigrew

To consider and, if thought fit, pass the following as an ordinary resolution of the Company:

“That Mr John Pettigrew, who retires in accordance with clause 20.1 of the Company’s Constitution, and having offered himself for re-election and being eligible, is re-elected as a Non-Executive Director of the Company.”

4. Approval of Share Issue under ASX Listing Rule 7.1

To consider and, if thought fit, pass the following as an ordinary resolution of the Company:

“That, for the purposes of ASX Listing Rule 7.1, and for all other purposes, shareholders approve a future issue of up to 16,594,202 fully paid ordinary shares in Rubicor Group Limited at an issue price that will be at least 80% of the volume weighted average market price of Rubicor Group Limited shares as traded on the ASX for the 5 days up to the date of issue to sophisticated and professional investors if such an issue is deemed by Directors to be in the best interests of shareholders and on the terms and conditions set out in the Explanatory Statement which forms part of the Notice of Meeting.”

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast on Resolution 4 by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares, if the resolution is passed, and any associates of those persons. At this point in time, there are no potential allottees to whom shares may be issued under this resolution.

However, the Company need not disregard a vote cast on Resolution 4 if:

- a. it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- b. it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

5. Approval of Additional Share Issue Capacity under ASX Listing Rule 7.1A

To consider and, if thought fit, pass the following as a special resolution of the Company:

“That, pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, shareholders approve the issue of equity securities up to 10% of the issued capital of the Company (at the time of issue) in addition to an issue of up to 15% of the issued capital of the Company if approved pursuant to Resolution 4, and calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement which forms part of the Notice of Meeting.”

Voting Exclusion Statement

In accordance with Listing Rule 14.11, the Company will disregard any votes cast on Resolution 5 by a person who may participate in the 10% placement facility and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of shares, if this resolution is passed, and any associates of those persons. At this point in time, there are no potential allottees to whom shares may be issued under this resolution.

However, the Company need not disregard a vote cast on Resolution 5 if:

- a. it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or

- b. it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.
- 6. Approval of Issue of Performance Options to Mr Kevin Levine, Chief Executive Officer and Managing Director**

To consider and if thought fit, pass the following as an ordinary resolution of the Company:

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the issue of up to 8,000,000 unlisted Options, each with an exercise price of 5 cents, which, subject to the achievement of Performance Conditions, may convert to ordinary shares in the capital of Rubicor Group Limited on a one-for-one basis to Mr Kevin Levine, Chief Executive Officer and Managing Director of the Company, on the terms set out in the Explanatory Statement which forms part of the Notice of Meeting.”

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast on Resolution 6 by Mr Kevin Levine and his associates.

However, the Company need not disregard a vote cast on Resolution 6 if:

- a. it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- b. it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote in accordance with a direction on the proxy form to vote as the proxy decides.

7. Approval of Issue of Performance Options to Mr Sharad Loomba, General Counsel and Company Secretary

To consider and, if thought fit, pass the following as an ordinary resolution of the Company:

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the issue of up to 2,000,000 unlisted Options, each with an exercise price of 5 cents, which, subject to the achievement of Performance Conditions, may convert to ordinary shares in the capital of Rubicor Group Limited on a one-for-one basis, to Mr Sharad Loomba, General Counsel and Company Secretary of the Company on the terms set out in the Explanatory Statement which forms part of the Notice of Meeting.”

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast on Resolution 7 by Mr Sharad Loomba and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of the Performance Options, if the resolution is passed, and any associates of those persons.

However, the Company need not disregard a vote cast on Resolution 7 if:

- a. it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- b. it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote in accordance with a direction on the proxy form to vote as the proxy decides.

8. Approval of Issue of Performance Options to Ms Sue Turk, Chief Operating Officer

To consider and, if thought fit, pass the following as an ordinary resolution of the Company:

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the issue of up to 5,000,000 unlisted Options, each with an exercise price of 5 cents, which, subject to the achievement of Performance Conditions, may convert to ordinary shares in the capital of Rubicor Group Limited on a one-for-one basis, to Ms Sue Turk, Chief Operating Officer of the Company on the terms set out in the Explanatory Statement which forms part of the Notice of Meeting.”

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast on Resolution 8 by Ms Sue Turk and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of the Performance Options, if the resolution is passed, and any associates of those persons.

However, the Company need not disregard a vote cast on Resolution 8 if:

- a. it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- b. it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote in accordance with a direction on the proxy form to vote as the proxy decides.

By order of the Board,



SHARAD LOOMBA
Company Secretary
10 October 2014

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY STATEMENT

The Company's shareholders should read the Explanatory Statement accompanying, and forming part of, this Notice for more details on the resolutions to be voted at the Meeting.

ENTITLEMENT TO ATTEND AND VOTE

In accordance with Reg 7.11.37 of the Corporations Regulations 2001 (Cth), the Board has determined that persons who are registered holders of shares of the Company as at 7:00pm (Sydney time) on Tuesday 11 November 2014 will be entitled to attend and vote at the Meeting as a shareholder. This means that if you are not the registered holder of a relevant share in the Company at that time, you will not be entitled to vote in respect of that share.

If more than one joint holder of shares is present at the Meeting (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

HOW TO EXERCISE YOUR RIGHT TO VOTE

You may vote in person, by proxy or by attorney. For example you may vote:

- by attending the Meeting and voting in person, or if you are a corporate shareholder, by having a corporate representative attend and vote for you; or
- by appointing a proxy to vote for you, by completing the proxy form provided with this Notice.

Voting By Proxy

If you are a shareholder entitled to attend and vote, you may appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act 2001 (Cth) (**Corporations Act**) to exercise its powers as proxy at the Meeting.

If you appoint a proxy and also attend the Meeting, the proxy's authority to speak and vote at the Meeting will be suspended while you are present at the Meeting.

A proxy need not be a shareholder of the Company.

A shareholder may appoint up to two proxies and specify the proportion or number of votes each proxy may exercise. If the shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise half of the shareholder's votes.

A proxy form is enclosed with this Notice. To be effective, the signed proxy form and the authority (if any) under which it is signed, or a certified copy of that authority, must be received by the Company's Share Registry no later than 12:30pm (Sydney time) on Tuesday 11 November 2014 (being no later than 48 hours before the time for holding the Meeting).

Proxies must be received before that time by one of the following methods:

- Online:** Log onto www.linkmarketservices.com.au and follow the instructions. You will need to put your Security Holder Reference Number (**SRN**) or Holder Identification Number (**HIN**), details and postcode.
- By post:** Rubicor Group Limited
C/ - Link Market Services Limited
Locked Bag A14
SYDNEY SOUTH NSW 1235
Australia
- By facsimile:** In Australia (02) 9287 0309
From outside Australia +61 2 9287 0309
- By delivery:** Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138

To be valid, a proxy form must be received by the Company in the manner stipulated above. The Company reserves the right to declare invalid any proxy not received in this manner.

Corporate Representatives

A body corporate which is a shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the Meeting. The appointment of the representative must comply with the requirements under section 250D of the Corporations Act. The representative should bring to the Meeting a properly executed letter or other document confirming its authority to act as the company's representative.

SHAREHOLDER QUESTIONS

If you wish a question to be put to the Chairman of the Meeting or Auditor and you are not able to attend the Meeting, please email your question to the Company Secretary at sharad.loomba@rubicor.com.au.

To allow time to collate questions and prepare answers, questions are to be received by the **Company Secretary by 5:00pm (Sydney time), Thursday 6 November 2014.**

Rubicor Group Limited
ABN 74 110 913 365

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of shareholders of the Company in relation to the business to be conducted at the Company's Meeting to be held on Thursday 13 November 2014.

The purpose of this Explanatory Statement is to provide shareholders with information that is reasonably required by shareholders to decide how to vote upon the resolutions. The Directors recommend that shareholders read this Explanatory Statement before determining whether or not to support the resolutions.

Resolutions 2 is an advisory non-binding resolution.

Resolutions 3, 4, 6, 7 and 8 are to be voted on as ordinary resolutions. An ordinary resolution requires a simple majority of votes cast in favour by shareholders entitled to vote on the resolution.

Resolution 5 is to be voted on as a special resolution. A special resolution requires at least 75% of the votes cast in favour by shareholders entitled to vote on the resolution.

BUSINESS OF THE MEETING

Item 1: Financial Statements and Reports

The Financial Report, Directors' Report and the Independent Auditor's Report of Rubicor Group Limited and its controlled entities for the financial year ended 30 June 2014 will be laid before the Meeting.

Together, the Financial Report, Directors' Report and the Independent Auditor's Report constitute the Company's 2014 Annual Report. Unless the Company's Share Registry has been notified otherwise, shareholders will not be sent a hard copy of the Annual Report. All shareholders can view the 2014 Annual Report on the Company's website (www.rubicor.com.au) under Investors/Annual Reports.

Following the consideration of the Reports, the Chairman will give shareholders a reasonable opportunity to ask questions about or comment on the management of the Company.

The Chairman will also give shareholders a reasonable opportunity to ask the Auditor questions relevant to:

- the conduct of the audit;
- the preparation and content of the Independent Auditor's Report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the Auditor in relation to the conduct of the audit.

The Chairman will also give the Auditor a reasonable opportunity to answer written questions submitted by shareholders that are relevant to the content of the Independent Auditor's Report or the conduct of the audit. A list of written questions, if any, submitted by shareholders will be

made available at the start of the Meeting and any written answer tabled by the Auditor at the Meeting will be made available as soon as practicable after the Meeting.

Item 2: Remuneration Report

Section 250R(2) of the Corporations Act requires the shareholders to vote on an advisory resolution that the Remuneration Report be adopted.

The Remuneration Report:

- explains Rubicor's remuneration policy and the correlation between the remuneration of employees and Rubicor's performance;
- reports the remuneration arrangements for Directors, Key Management Personnel and other Executives; and
- makes clear that the basis for remunerating Non-Executive Directors is distinct from the basis for remunerating Executives, including Executive Directors.

The Report is available from page 14 in the Company's 2014 Annual Report which is available on the Company's website (www.rubicor.com.au) under Investors/Annual Reports.

If there is a vote of 25% or more against the Remuneration Report at the 2014 AGM, and another vote of 25% or more at the 2015 AGM, then a resolution will be put at the 2015 AGM to put the Board (other than the Managing Director) up for re-election (**Spill Resolution**). If the Spill Resolution passes, then the Company must hold a Spill Meeting within 90 days at which all Directors (other than the Managing Director) who were Directors at the time the Remuneration Report that received the second strike will retire and may re-submit themselves for re-election.

A voting exclusion statement is set out under Resolution 2 in the Notice of Meeting.

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to this Resolution.

Item 3: Re-election of Mr John Pettigrew

The ASX Listing Rules require that the Company hold an election of Directors at least once per year. The Company's Constitution requires that a Director, excluding the Managing Director, must retire each year. The retiring Director is then eligible to offer himself or herself for re-election by shareholders.

Mr John Pettigrew joined the Company in March 2007 as a Non-Executive Director and was appointed Chairman of the Board on 1 April 2010. He is the Chairman of the Nomination and Corporate Governance Committee and Remuneration and Human Resources Committee and a member of the Audit and Risk Management Committee.

John was re-elected as Director at the 2011 Annual General Meeting. Pursuant to clause 20.1 of the Company's Constitution, John will retire by rotation at the Meeting – but will remain acting as a Director during the Meeting, and being eligible, offers himself for re-election as a Director at the Meeting.

John has extensive experience in senior finance and commercial roles in a number of corporations and industry sectors. Joining Stockland Property Group in 1977 as Chief Financial Officer and becoming Finance Director in 1982, John established compliance, audit and risk management committees and led teams to accomplish several successful takeovers.

He had significant roles in structuring and managing listed property trusts, developing the first Australian stapled security and establishing domestic and international unsecured note programs for Stockland and prior to Stockland he held senior roles in engineering, automotive and hospitality sectors.

John is currently also an executive director of Astro Japan Property Group Limited.

The Directors, with Mr John Pettigrew abstaining, unanimously recommend that shareholders vote in favour of this Resolution.

Item 4: Approval of Share Issue under ASX Listing Rule 7.1

The Company is seeking shareholder approval for the potential future issue of up to 16,594,202 fully paid ordinary shares in the Company at an issue price that will be at least 80% of the volume weighted average market price of Rubicor Group Limited shares as traded on the ASX for the 5 days up to the date of issue to sophisticated and professional investors.

Under ASX Listing Rule 7.1, a company must obtain shareholder approval to issue more than 15% of its equity securities in any 12 month-period. The Company can issue up to 16,594,202 fully paid ordinary shares under its current capacity under ASX Listing Rule 7.1 (based on the Company's current issued capital of 110,628,202 shares). Nevertheless, the Company is requesting that shareholders approve the issue of shares on the terms described in this Explanatory Statement which forms part of the Notice of Meeting for the purpose of ASX Listing Rule 7.1, so that the Company will have the flexibility to issue further securities of up to 15% of the issued capital of the Company under ASX Listing Rule 7.1 if the need or opportunity arises and such an issue is considered by Directors to be in the best interests of shareholders.

Information required by ASX Listing Rule 7.3

For the purposes of ASX Listing Rule 7.3, the following information is provided:

- The maximum number of fully paid ordinary shares that can be issued is 16,594,202 (**Shares**).
- The Shares would need to be issued no later than three months after the date of the Meeting i.e. no later than 13 February 2015.
- The Shares would be issued at an issue price that would be at least 80% of the volume weighted average market price of Rubicor Group Limited shares as traded on the ASX for the 5 days up to the date of issue.
- The Shares would be issued to sophisticated and professional investors identified by the Company to take up the Shares. Investors may include current institutional shareholders as well as new investors. It is anticipated that no Directors or other related parties would participate in any such Share issue.
- The Shares would be fully paid ordinary shares in the capital of the Company and would rank equally with all existing shares from the date of issue.
- It is expected that the funds raised by any such Share issue will be used towards general working capital and continued development of the Company's current assets and may also be employed for an acquisition of new assets or investments (including any associated expenses).
- A Voting Exclusion Statement is set out under Resolution 4 in the Notice of Meeting.
- The issue of these Shares would not be part of a public offer.

The Directors unanimously recommend shareholders vote in favour of this Resolution.

Item 5: Approval of Additional Share Issue Capacity under ASX Listing Rule 7.1A

ASX Listing Rule 7.1A enables small to mid-cap listed companies to seek shareholder approval by special resolution to issue equity securities equivalent to an additional 10% of the number of ordinary securities on issue by way of placements over a 12 month period (**10% Placement Facility**). This is in addition to the existing 15% placement capacity permitted by ASX Listing Rule 7.1.

A company is eligible to seek shareholder approval for this additional placement capacity if it satisfies both of the following criteria at the date of the AGM:

- a. it has a market capitalisation of \$300 million or less; and
- b. it is not included in the S&P/ASX 300 Index.

The Company currently satisfies both the above criteria, and it is anticipated that it will also satisfy both these criteria at the date of the AGM.

Accordingly, Resolution 5 seeks approval of ordinary shareholders by special resolution for issue of such number of equity securities as calculated under the formula in ASX Listing Rule 7.1A.2 at an issue price as permitted by ASX Listing Rule 7.1A.3 to such persons as the Board may determine, on the terms as described in this Explanatory Statement, which forms part of the Notice of Meeting.

At the date of this Notice, the Company has on issue 110,628,015 shares. If Resolution 5 is approved, the Company will have the capacity to issue:

- a. 16,594,202 equity securities under ASX Listing Rule 7.1; and
- b. 11,602,801 equity securities under ASX Listing Rule 7.1A.

The actual number of equity securities that the Company will be able to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the equity securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

The effect of Resolution 5 will be to allow the Directors to issue equity securities under ASX Listing Rule 7.1A during the 10% placement period, without using the Company's 15% placement capacity under ASX Listing Rule 7.1.

No share issues are contemplated at this time.

Information required by ASX Listing Rule 7.3A

For the purposes of ASX Listing Rule 7.3A, the following information, including risks for shareholders is provided:

- The minimum price at which the equity securities could be issued pursuant to Resolution 5 will be no less than 75% of the volume weighted average market price for ordinary shares calculated over the 15 trading days on which trades are recorded immediately before:
 - a. the date on which the price at which the shares are to be issued is agreed; or
 - b. if the shares are not issued within five trading days of the date in paragraph a., the date on which the shares are issued.
- If Resolution 5 is approved by shareholders and the Company issues equity securities under the 10% Placement Facility, the existing ordinary shareholders face the risk of economic and voting dilution as a result of the issue of equity securities which are the subject of this resolution, to the extent that such equity securities are issued, including:

- a. the market price of equity securities may be lower on the issue date than on the date on which this approval is being sought; and
- b. the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the issue date, or the equity securities may be issued as part consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the equity securities.

- The following table gives examples of the potential dilution of existing ordinary shareholders on the basis of the current market price of shares and the current number of ordinary securities for variable “A” calculated in accordance with the formula in ASX Listing Rule 7.1A.2 as at the date of the Notice.

The table also shows:

- a. two examples where variable “A” has increased, by 50% and 100%. Variable “A” is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future shareholders’ meeting; and
- b. two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

No. of Shares on Issue ¹	Dilution			
	Issue price (per Share)	\$0.025 50% decrease in Issue Price	\$0.05 Issue Price	\$0.10 100% increase in Issue Price
110,628,015 (Current)	Shares issued	11,062,801	11,062,801	11,062,801
	Funds raised	\$276,570	\$553,140	\$1,106,280
165,942,022 (50% increase)	Shares issued	16,594,202	16,594,202	16,594,202
	Funds raised	\$414,855	\$829,710	\$1,659,420
221,256,030 (100% increase)	Shares issued	22,125,603	22,125,603	22,125,603
	Funds raised	\$553,140	\$1,106,280	\$2,212,560

- The table has been prepared on the following assumptions:
 - The Company issues the maximum number of shares available under the 10% Placement Facility in ASX Listing Rule 7.1A;
 - No redeemable preference shares are redeemed and no unlisted Options in ordinary shares are exercised before the date of issue of ordinary shares under ASX Listing Rule 7.1A.

¹ Variable “A” in ASX Listing Rule 7.1A.2

- The table does not show an example of dilution that may be caused to a particular shareholder by reason of placements under the 10% Placement Facility, based on that shareholder's holding at the date of the Meeting;
 - The table only shows the effect of issues of equity securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1;
 - The issue of equity securities under the 10% Placement Facility consists only of shares; and
 - The issue price is \$0.05, being the closing price of the shares on ASX on Wednesday 1 October 2014.
- If any of the shares being approved by this resolution are issued, they will be issued during the placement period, that is, within the 12 months of the date of the AGM (i.e. by 13 November 2015) and the approval being sought under this resolution will cease to be valid if ordinary shareholders approve a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking) prior to 13 November 2015.
 - The Company may seek to issue the equity securities for the following purposes:
 - a. cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of new assets or investments (including expenses associated with such acquisition), continued development of the Company's current assets and/or general working capital; or
 - b. non-cash consideration for the acquisition of new assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3.
 - The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.5A upon issue of any equity securities.
 - The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue under the 10% Placement Facility. The identity of the allottees of any equity securities that may be issued (subject to shareholder approval of Resolution 5) have not been determined at the date of this Notice, but may include existing shareholders and/or parties who are not currently shareholders and are not related parties or associates of the Company. Any potential allottees will be determined on a case by case basis, having regard to factors including, but not limited to the following:
 - a. the methods of raising funds available to the Company (including but not limited to, rights issue or other issues in which existing security holders can participate), while balancing interest from potential allottees with the interests of existing shareholders;
 - b. the effect of the issue of equity securities on the control of the Company and balancing the interests of existing shareholders (allocation will be subject to takeover thresholds);
 - c. the financial situation and solvency of the Company and its need for working capital at any given time; and
 - d. advice from corporate, financial and broking advisors (if applicable).
 - A Voting Exclusion Statement is set out under Resolution 5 in the Notice of Meeting. Potential allottees under the 10% Placement Facility (should it be approved) have not been identified as at the date of this Notice, but may include existing shareholders and/or parties who are not currently shareholders and are not related parties or associates of the Company.

Resolution 5 is a special resolution. For a special resolution to be passed, it requires at least 75% of the votes cast in favour by shareholders entitled to vote on the resolution.

The Directors unanimously recommend shareholders vote in favour of this Resolution.

Item 6: Approval of Issue of Performance Options to Mr Kevin Levine, Chief Executive Officer and Managing Director

Background about the issue of Performance Options

At the Company's 2013 AGM, shareholders approved the Employee Share Option Plan (**ESOP**) under ASX Listing Rule 7.2 (Exception 9(b)) that permits the Company to issue Options under the ESOP in the three years following the 2013 AGM that will not reduce the Company's capacity to issue further securities under ASX Listing Rule 7.1.

The ESOP was designed to provide specific recognition to employees whose ongoing commitment contributes to the long term success of the Company. The award of options to acquire ordinary shares in the capital of the Company gives eligible employees the opportunity to become shareholders in the Company and acknowledges and rewards those employees' contributions to the Company.

The current number of options on issue under the ESOP is 1,891,697. Pursuant to the terms and conditions of the ESOP, the maximum number of options on issue cannot exceed 5% of the Company's issued capital (which is currently 5,531,400 options); therefore 3,639,703 options are currently available for issue (**Available Options**). The Company intends to have the flexibility to utilise the Available Options from time-to-time on employees below the Senior Executive Management level.

For FY2015, the Company proposes to issue Performance Options (**Performance Options**) to the Chief Executive Officer/Managing Director, General Counsel/Company Secretary and the Chief Operating Officer (**Senior Executives**).

The Human Resources and Remuneration Committee recommends that the issue of Performance Options to Senior Executives will help retain and motivate these Senior Executives' long term interest in delivering and achieving results for the Company. The Committee recognises that under the stewardship of the Senior Executives, the Company is now well placed to execute its business strategy, expand its activities and deliver on shareholders' expectations. The Committee believes that the best measure of this performance is the reward for shareholders in an improvement in the value of their investment so that the market price of the Company's shares will be the benchmark.

In addition, in order for the Company to maintain its flexibility to utilise the Available Options with respect to employees other than the three Senior Executives, the Company is seeking shareholder approval to issue Performance Options to Senior Executives.

Mr Kevin Levine

Mr Kevin Levine joined the Company in July 2005 as Chief Financial Officer. He was appointed Chief Executive Officer (**CEO**) in January 2013 and subsequently appointed Managing Director in July 2014. Mr Levine has provided strong leadership since his appointment as CEO and oversaw the successful debt restructure for the Company which finalised in July 2013. The Human Resources and Remuneration Committee believes that his contribution to the organisation and extensive experience with the business and industry are essential for the future growth and success of the Company.

It is proposed that Mr Kevin Levine, Chief Executive Officer and Managing Director be issued up to 8,000,000 unlisted Options to form part of his FY2015 remuneration (**Performance Options "A"**).

Mr Kevin Levine currently holds approximately 1% of the Company's issued capital. The proposed issue of Performance Options in aggregate with his current shareholding in the Company will potentially reach 5% of the Company's issued capital. The Human Resources and Remuneration Committee believes that this stakeholding will further align Mr Levine's interests with shareholders and provide incentive as CEO to deliver success for the Company.

Terms of the Performance Options

The Performance Options will vest in tranches (each at one-third of the total Performance Options awarded to Mr Kevin Levine) subject to the achievement of the following performance conditions, and will convert into fully paid ordinary shares in the capital of the Company on a one-for-one basis at an exercise price of 5 cents per Option with an expiry date of 7 years from the date of the issue of Options:

- Tranche 1 (one-third of total awarded Performance Options vest): At any time between 1 July 2015 and 30 June 2016, provided the Company's share price is not less than 10 cents per fully paid ordinary share;
- Tranche 2 (one-third of total awarded Performance Options vest): At any time between 1 July 2016 and 30 June 2017, provided the Company's share price is not less than 15 cents per fully paid ordinary share; and
- Tranche 3 (one-third of total awarded Performance Options vest): At any time between 1 July 2017 and 30 June 2018, provided the Company's share price is not less than 20 cents per fully paid ordinary share,

(collectively, the **Performance Conditions**).

Any unvested Options will lapse if the Performance Conditions are not achieved or the option holder ceases employment with the Company.

Any vested Options will expire if they are not exercised within 7 years of its date of issue or 3 months from the option holder's date of termination following employment terminated other than for cause (e.g. retrenchment, redundancy, restructure of position or otherwise).

The Company will seek quotation from the ASX of any shares issued as a result of the exercise of these Performance Options.

The Rubcor Share Trading Policy permits, as an exception to the trading restrictions under the Policy, the exercise (but not the sale of securities following exercise) of an option under an employee incentive scheme, or where the final date for the exercise of the option falls during a Closed Period and where the employee could not reasonably have been able to exercise at a time when free to do so.

The complete terms attaching to Performance Options "A" are set out in Annexure A of this Notice.

Information specific to Item 6

Mr Kevin Levine, being a Director of the Company, is deemed to be a related party of the Company by virtue of section 228(2)(a) of the Corporations Act. ASX Listing Rule 10.11 generally prohibits the Company from issuing securities to a related party without shareholder approval. Similarly, Chapter 2E of the Corporations Act generally prohibits the Company from giving a financial benefit to a related party without shareholder approval. Accordingly, Resolution 6 is seeking approval of shareholders for the issue of Performance Options "A" as this is a related party transaction.

Given the terms of the Performance Conditions which if achieved, are expected to add considerable value to the Company, the Human Resources and Remuneration Committee of

the Company believes that the award of the Performance Options constitutes reasonable remuneration for the purposes of section 211 of the Corporations Act.

Corporations Act Requirements

Section 260A of the Corporations Act provides that a company may financially assist a person to acquire shares (or units in shares) in the company or a holding company of the company if:

- giving the financial assistance does not materially prejudice the interests of the company or its shareholder or the company's ability to pay creditors;
- the assistance is approved by shareholders under section 260B; or
- the assistance is exempted under section 260C.

Section 260C(4) of the Corporations Act, provides that financial assistance is exempted from section 260A if it is given under an employee share scheme that has been approved by a resolution passed at a general meeting of the company adopting the employee share scheme.

Information required by ASX Listing Rule 10.13

For the purposes of ASX Listing Rule 10.13, the following information is provided to allow shareholders to assess the proposed issue of Performance Options "A":

- The Performance Options "A" are proposed to be issued to Mr Kevin Levine.
- The maximum number of Performance Options "A" to be issued to Mr Kevin Levine is 8,000,000. Performance Options "A" are unlisted Options over ordinary shares in the Company which may be converted on a one-for-one basis upon achievement of Performance Conditions described above; therefore Mr Kevin Levine may receive up to 8,000,000 shares upon the exercise of these Options.
- The Performance Options "A" will be issued no later than one month after the date of the Meeting i.e. no later than 13 December 2014 (or such later date as permitted by ASX waiver or modification of the ASX Listing Rules) and it is anticipated that the Performance Options "A" will be issued on the day after the Meeting.
- Mr Kevin Levine is the Chief Executive Officer and Managing Director of the Company.
- The Performance Options "A" will be issued at no cost to Mr Kevin Levine. The Performance Options "A" will not be quoted on ASX and are subject to the Performance Conditions set out above which must be achieved before they are exercisable. They will have an exercise price of 5 cents each, will convert on a one-for-one basis, will expire 7 years from the date of the issue of Options or 3 months from Mr Kevin Levine's date of termination following employment terminated other than for cause (e.g. retrenchment, redundancy, restructure of position or otherwise); and the Company will seek quotation from the ASX of any shares issued as a result of the exercise of these Performance Options. Such shares will be ordinary fully paid shares in the capital of the Company and will be issued on the same terms and conditions as the Company's existing shares.
- A Voting Exclusion Statement is set out under the Resolution in the Notice of Meeting.
- It is expected that funds raised upon exercise of the Options will be used towards an acquisition of new assets or investments (including expenses associated with such acquisition), continued development of the Company's current assets and/or general working capital.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Performance Options “A” as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of the above Performance Options “A” to Mr Kevin Levine will not be included in the 15% calculation for the purposes of ASX Listing Rule 7.1

The Human Resources and Remuneration Committee, unanimously recommends that shareholders vote in favour of this Resolution.

Item 7: Approval of Issue of Performance Options to Mr Sharad Loomba, General Counsel and Company Secretary

and

Item 8: Approval of Issue of Performance Options to Ms Sue Turk, Chief Operating Officer

For FY2015, the Company proposes to issue Performance Options to the Company’s General Counsel/Company Secretary and Chief Operating Officer. In order for the Company to maintain its flexibility to utilise the Available Options on Employees, the Company is seeking shareholder approval to issue Performance Options to these Senior Executives.

Further information about the Performance Options, including the Human Resources and Remuneration Committee’s reasoning to issue the securities to the Senior Executives is set out in the Explanatory Statement contained in Item 6 (above).

In respect of Item 7 specifically

Mr Sharad Loomba joined the Company in May 2007 as General Counsel and Company Secretary. He has extensive knowledge and experience of the affairs of the Company having been with the Company since its listing on the Australian Securities Exchange. Mr Loomba is a Director of each of the Rubicon Group subsidiaries throughout Australia, New Zealand, South East Asia and the UK. He advises the Chief Executive Officer and the Board in connection with legal and corporate governance matters and is responsible for the legal and company secretarial functions across the Rubicon Group.

It is proposed that Mr Sharad Loomba, General Counsel and Company Secretary be issued up to 2,000,000 unlisted Options to form part of his FY2015 remuneration (**Performance Options “B”**).

In respect of Item 8 specifically

Ms Sue Turk joined the Company in 2008 as General Manager, Operations and in February 2013 was appointed as Chief Operating Officer. Ms Turk’s experience and expertise has been invaluable to the Company as she has proactively provided leadership, guidance and support to each of the organisation’s individual businesses to collectively achieve industry best practice standards and continuous improvements in productivity.

It is proposed that Ms Sue Turk, Chief Operating Officer be issued up to 5,000,000 unlisted Options to form part of her FY2015 remuneration (**Performance Options “C”**).

Terms of the Performance Options

In respect of Item 7 specifically

The Performance Options will vest in tranches (each at one-third of the total Performance Options awarded to Mr Sharad Loomba) subject to the achievement of the following performance conditions, and will convert into fully paid ordinary shares in the capital of the Company on a one-for-one basis at an exercise price of 5 cents per Option with an expiry date of 7 years from the date of the issue of Options:

- Tranche 1 (one-third of total awarded Performance Options vest): At any time between 1 July 2015 and 30 June 2016, provided the Company's share price is not less than 10 cents per fully paid ordinary share;
- Tranche 2 (one-third of total awarded Performance Options vest): At any time between 1 July 2016 and 30 June 2017, provided the Company's share price is not less than 15 cents per fully paid ordinary share; and
- Tranche 3 (one-third of total awarded Performance Options vest): At any time between 1 July 2017 and 30 June 2018, provided the Company's share price is not less than 20 cents per fully paid ordinary share,

(collectively, the **Performance Conditions**).

In respect of Item 8 specifically

The Performance Options will vest in tranches (each at one-third of the total Performance Options awarded to Ms Sue Turk) subject to the achievement of the following performance conditions, and will convert into fully paid ordinary shares in the capital of the Company on a one-for-one basis at an exercise price of 5 cents per Option with an expiry date of 7 years from the date of the issue of Options:

- Tranche 1 (one-third of total awarded Performance Options vest): At any time between 1 July 2015 and 30 June 2016, provided the Company's share price is not less than 10 cents per fully paid ordinary share;
- Tranche 2 (one-third of total awarded Performance Options vest): At any time between 1 July 2016 and 30 June 2017, provided the Company's share price is not less than 15 cents per fully paid ordinary share; and
- Tranche 3 (one-third of total awarded Performance Options vest): At any time between 1 July 2017 and 30 June 2018, provided the Company's share price is not less than 20 cents per fully paid ordinary share,

(collectively, the **Performance Conditions**).

Any unvested Options will lapse if the Performance Conditions are not achieved or the option holder ceases employment with the Company.

Any vested Options will expire if they are not exercised within 7 years of its date of issue or 3 months from the option holder's date of termination following employment terminated other than for cause (e.g. retrenchment, redundancy, restructure of position or otherwise).

The Company will seek quotation from the ASX of any shares issued as a result of the exercise of these Performance Options.

The Rubicon Share Trading Policy permits, as an exception to the trading restrictions under the Policy, the exercise (but not the sale of securities following exercise) of an option under an employee incentive scheme, or where the final date for the exercise of the option falls during a

Closed Period and where the employee could not reasonably have been able to exercise at a time when free to do so.

The complete terms attaching to Performance Options “B” and Performance Options “C” are set out in Annexure A of this Notice.

Under ASX Listing Rule 7.1, a company must obtain shareholder approval to issue more than 15% of its equity securities in any 12-month period. The Company may be able to issue the Performance Options “B” to Mr Sharad Loomba and Performance Options “C” to Ms Sue Turk under its post October 2014 capacity under ASX Listing Rule 7.1. Nevertheless, the Company is requesting that shareholders approve the issue of Performance Options “B” and Performance Options “C” on the terms described in this Explanatory Statement which forms part of the Notice of Meeting for the purpose of ASX Listing Rule 7.1 so that the Company will have the flexibility to issue further securities under ASX Listing Rule 7.1 if the need or opportunity arises.

Corporations Act Requirements

Section 260A of the Corporations Act provides that a company may financially assist a person to acquire shares (or units in shares) in the company or a holding company of the company if:

- giving the financial assistance does not materially prejudice the interests of the company or its shareholder or the company’s ability to pay creditors;
- the assistance is approved by shareholders under section 260B; or
- the assistance is exempted under section 260C.

Section 260C(4) of the Corporations Act, provides that financial assistance is exempted from section 260A if it is given under an employee share scheme that has been approved by a resolution passed at a general meeting of the company adopting the employee share scheme.

Information required by ASX Listing Rule 7.3

For the purposes of ASX Listing Rule 7.3, the following information is provided to allow shareholders to assess the proposed issues of Performance Options “B” and Performance Options “C”:

- The maximum number of Performance Options “B” that may be issued to Mr Sharad Loomba is 2,000,000. Performance Options “B” will be unlisted Options over ordinary shares in the Company which may be converted on a one-for-one basis upon achievement of Performance Conditions described above; therefore Mr Sharad Loomba may receive up to 2,000,000 fully paid ordinary shares upon the exercise of these Options.
- The maximum number of Performance Options “C” that may be issued to Ms Sue Turk is 5,000,000. Performance Options “C” will be unlisted Options over ordinary shares in the Company which may be converted on a one-for-one basis upon achievement of Performance Conditions described above; therefore Ms Sue Turk may receive up to 5,000,000 fully paid ordinary shares upon the exercise of these Options.
- The Performance Options “B” and Performance Options “C” will be issued no later than three months after the date of the Meeting i.e. not later than 13 February 2015 and it is anticipated that the Performance Options “B” and Performance Options “C” will be issued on the day after the Meeting and in any event no later than after three months of shareholder approval being obtained.
- The Performance Options “B” will be issued at no cost to Mr Sharad Loomba. The Performance Options “C” will be issued at no cost to Ms Sue Turk. Each Option will vest

on the achievement of Performance Conditions described above, will have an exercise price of 5 cents, will convert on a one-for-one basis and will expire 7 years from the date of the issue of Options.

- The Performance Options “B” will be issued to Mr Sharad Loomba, General Counsel and Company Secretary of the Company and the Performance Options “C” will be issued to Ms Sue Turk, Chief Operating Officer of the Company.
- The Performance Options “B” and Performance Options “C” will not be quoted on ASX and are subject to the Performance Conditions set out above which must be achieved before they are exercisable. They will have an exercise price of 5 cents each, will convert on a one-for-one basis, will expire 7 years from the date of the issue of Options or 3 months from Mr Sharad Loomba or Ms Sue Turk’s date of termination following employment terminated other than for cause (e.g. retrenchment, redundancy, restructure of position or otherwise); and the Company will seek quotation from the ASX of any shares issued as a result of the exercise of these Performance Options. Such shares will be ordinary fully paid shares in the capital of the Company and will be issued on the same terms and conditions as the Company’s existing shares.
- It is expected that funds raised upon exercise of the Options will be used towards an acquisition of new assets or investments (including expenses associated with such acquisition), continued development of the Company’s current assets and/or general working capital.
- The Performance Options “B” and Performance Options “C” will be allotted on the day after the Meeting.
- A Voting Exclusion Statement is set out under Resolutions 7 and 8 in the Notice of Meeting.
- The issue of these Options is not part of a public offer.

The Human Resources and Remuneration Committee, unanimously recommends that shareholders vote in favour of Resolutions 7 and 8.

Annexure A – Terms of Performance Options

1. Each Performance Option entitles the holder to one share in the capital of the Company.
2. The exercise price of the Performance Options “A” is 5 cents per Option.
3. The exercise price of the Performance Options “B” and Performance Options “C” is 5 cents per Option.
4. The Performance Options “A” will vest in tranches subject to the achievement of the following performance conditions, and will convert into fully paid ordinary shares in the capital of the Company on a one-for-one basis at an exercise price of 5 cents per Option with an expiry date of 7 years from the date of the issue of Options:
 - Tranche 1 (one-third of total awarded Performance Options vest): At any time between 1 July 2015 and 30 June 2016, provided the Company’s share price is not less than 10 cents per fully paid ordinary share;
 - Tranche 2 (one-third of total awarded Performance Options vest): At any time between 1 July 2016 and 30 June 2017, provided the Company’s share price is not less than 15 cents per fully paid ordinary share; and
 - Tranche 3 (one-third of total awarded Performance Options vest): At any time between 1 July 2017 and 30 June 2018, provided the Company’s share price is not less than 20 cents per fully paid ordinary share,

(collectively, the **Performance Conditions**).

The Performance Options “B” and Performance Options “C” will vest in tranches subject to the achievement of the following performance conditions, and will convert into fully paid ordinary shares in the capital of the Company on a one-for-one basis at an exercise price of 5 cents per Option with an expiry date of 7 years from the date of the issue of Options:

- Tranche 1 (one-third of total awarded Performance Options vest): At any time between 1 July 2015 and 30 June 2016, provided the Company’s share price is not less than 10 cents per fully paid ordinary share;
- Tranche 2 (one-third of total awarded Performance Options vest): At any time between 1 July 2016 and 30 June 2017, provided the Company’s share price is not less than 15 cents per fully paid ordinary share; and
- Tranche 3 (one-third of total awarded Performance Options vest): At any time between 1 July 2017 and 30 June 2018, provided the Company’s share price is not less than 20 cents per fully paid ordinary share,

(collectively, the **Performance Conditions**).

5. Shares issued upon the exercise of Performance Options will be fully paid ordinary shares in the capital of the Company and will be issued on the same terms and conditions as the Company’s existing shares. The Company will not seek quotation of the Performance Options but will seek quotation from the ASX of any shares issued as a result of the exercise of these Performance Options.
6. Any unvested Options will lapse if the Performance Conditions are not achieved or the option holder ceases employment with the Company.
7. Any vested Options will expire if they are not exercised within 7 years of its date of issue or 3 months from the option holder’s date of termination following employment terminated other than for cause (e.g. retrenchment, redundancy, restructure of position or otherwise).

8. The Company will provide to each option holder a notice that is to be completed when exercising the Options (**Exercise Notice**). Options may be exercised by the option holder in whole or in part by completing the Exercise Notice and forwarding the same to the Secretary of the Company to be received prior to the expiry date. The Exercise Notice must state the number of Options exercised and the consequent number of shares to be allotted. The Exercise Notice by an option holder must be accompanied by payment in full for the relevant number of shares being subscribed, being an amount of the exercise price per Option. The Company will process all relevant documents and issue the shares to the allottee as soon as practicable after receipt of the Exercise Notice.
9. All shares issued upon the exercise of the Options will rank equally in all respects with the Company's then issued shares.
10. There are no participating rights or entitlements inherent in the Options and the option holders will not be entitled to participate in new issues or pro-rata issues of capital to shareholders during the term of the Options. The Company will ensure, for the purposes of determining entitlements to any issue, that the option holder will be notified of a proposed issue after the issue is announced. This will give option holders the opportunity to exercise their Options prior to the record date for determining entitlements to participate in such issues.
11. The option holder has no rights to a change in the exercise price of the Option or a change to the number of underlying securities over which the Option can be exercised.
12. If prior to the exercise of an Option the Company makes a bonus issue (**Bonus Issue**) to shareholders, and the Option is not exercised prior to the record date in respect of the Bonus Issue, the Option will, when exercised, entitle the option holder to one ordinary share plus the number of bonus shares which would have been issued to the holder if the Options had been exercised prior to the record date (**Bonus Shares**). The Bonus Shares must be paid up by the Company out of profits or reserves (as the case may be) in the same manner as was applied in the Bonus Issue, and upon issue will rank equally in all respects with the other shares on issue as at the date of issue of the Bonus Shares.
13. If there is a change of control in the ownership of the Company (e.g. more than 50% of issued shares are acquired by an investor or its associates or another comparable corporate event occurs or the composition of the Company's Board as at 1 August 2014 changes such that a majority of the directors are nominees of an investor or its associates) and the option holder's employment is terminated other than for cause (e.g. retrenchment, redundancy, restructure of position or otherwise), then the option holder's entitlement will be deemed to have been achieved in full and the option holder will be eligible to exercise all outstanding options immediately and in any event within 3 months of his/her termination date.
14. If prior to the exercise of an Option, the Company undergoes a reorganisation of capital (other than by way of a bonus issue or issue for cash) the terms of the Options of the option holder will be changed to the extent necessary to comply with the ASX Listing Rules.



Rubicor

CONNECTED PEOPLE

Rubicor Group Limited

ABN 74 110 913 365

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



By mail:
Rubicor Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



By fax: +61 2 9287 0309



All enquiries to: Telephone: +61 1800 817 266

SHAREHOLDER PROXY FORM

I/We being a member(s) of Rubicor Group Limited and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to vote on my/our behalf (including in accordance with the directions set out below or, if no directions have been given, to vote as the proxy sees fit, to the extent permitted by the law) at the Annual General Meeting of the Company to be held at **12:30pm (Sydney time) on Thursday 13 November 2014 at the offices of Baker & McKenzie, Level 27, A.M.P. Centre, 50 Bridge Street, Sydney (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Items 2, 6, 7 and 8: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Items 2, 6, 7 and 8 even though the Items are connected directly or indirectly with the remuneration of a member of the Key Management Personnel of Rubicor Group Limited.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an

STEP 2

VOTING DIRECTIONS

	For	Against	Abstain*		For	Against	Abstain*
Item 2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 6 Approval of Issue of Performance Options to Mr Kevin Levine	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Re-election of Mr John Pettigrew	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 7 Approval of Issue of Performance Options to Mr Sharad Loomba	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Approval of Share Issue under ASX Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 8 Approval of Issue of Performance Options to Ms Sue Turk	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 Approval of Additional Share Issue Capacity under ASX Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

i * If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3

SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

RUB PRX401R



HOW TO COMPLETE THIS PROXY FORM

Your Name and Address

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you leave this section blank, or your named proxy does not attend the Meeting, the Chairman of the Meeting will be your proxy and vote on your behalf.

Votes on Items of Business - Proxy Appointment

You may direct your proxy how to vote by placing a mark with an X in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

Corporate Representatives

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry.

Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **12:30pm (Sydney time) on Tuesday 11 November 2014**, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



by mail:

Rubicor Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



by mobile device:

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



by fax:

+61 2 9287 0309

To scan the code you will need a QR code reader application which can be down-loaded for free on your mobile device.



by hand:

delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138.

If you would like to attend and vote at the Annual General Meeting, please bring this form with you.
This will assist in registering your attendance.