

22 October 2012

Dear Shareholder,

On behalf of the Board of Directors, I have pleasure in enclosing the Notice of Meeting for the Rubicor Group Ltd 2012 Annual General Meeting to be held at the offices of Baker & McKenzie, Level 27, A.M.P. Centre, 50 Bridge Street, Sydney on Tuesday, 27 November 2012 commencing at 2:30pm (Sydney time).

At the Meeting, Ms Jane Beaumont and I will comment on the Company's performance during the year to 30 June 2012 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 bar coding on this form will enable shareholders to be easily registered. Registration will be available from 2:00pm.

If you are unable to attend the Meeting, I encourage you to vote either by using the attached proxy form or lodging your vote on line at [www.linkmarketservices.com.au](http://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 2012 Annual General Meeting (**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 Tuesday, 27 November 2012 commencing at 2:30pm (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 2012.

#### **2. Remuneration Report**

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

*"That, the Company's Remuneration Report for the financial year ended 30 June 2012, as set out in the Directors' Report, be adopted."*

#### **3. Re-election of Russel Pillemer**

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

*"That Russel Pillemer, 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."*

By order of the Board,



**SHARAD LOOMBA**  
Company Secretary  
**22 October 2012**

## NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

### EXPLANATORY STATEMENT

The Company's shareholders (**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, the Board has determined that persons who are registered holders of shares of the Company as at 7.00pm (Sydney time) on Sunday, 25 November 2012 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.

### 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 (**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 2.30pm (Sydney time) on Sunday, 25 November 2012 (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](http://www.linkmarketservices.com.au) and follow the instructions. You will need to put your Security Holder Reference Number (**SRN**) or Holder Identification Number (**HIM**), details and postcode.

**By post:** Rubicor Group Limited  
C/ - Link Market Services Limited  
Locked Bag A14  
SYDNEY SOUTH NSW 1235

**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](mailto: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), Tuesday, 20 November 2012.**

**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.

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.

### **BUSINESS OF THE MEETING**

#### **Item 1: Financial Statements and Reports**

The Financial Report, Directors' Report and the Independent Auditor's Report for the financial year ended 30 June 2012 will be laid before the Meeting.

Together, the Financial Report, Directors' Report and the Independent Auditor's Report constitute the Company's 2012 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 2012 Annual Report on the Company's website ([www.rubicor.com.au](http://www.rubicor.com.au)) under Investor Information/Annual Report.

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 Rubicon's remuneration policy and the correlation between the remuneration of employees and Rubicon'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 16 in the Company's 2012 Annual Report which is available on the Company's website ([www.rubicon.com.au](http://www.rubicon.com.au)) under "Investors" then "Annual Reports".

### *Voting Exclusion:*

The Company will disregard any votes cast on Resolution 2 in contravention of section 250R or 250BD of the Corporations Act:

- by or on behalf of a member of the Key Management Personnel whose remuneration is included in the Remuneration Report;
- by or on behalf of a closely related party (such as close family members and any controlled companies) of a member of Key Management Personnel whose remuneration is included in the Remuneration Report; or
- as a proxy of any of the above.

However, the Company need not disregard a vote cast on Resolution 2 if it is cast:

- as a proxy for a person who is entitled to vote, in accordance with the directions (For, Against or Abstain) on the proxy appointment and in accordance with the exception under section 250BD of the Corporations Act; or
- by the Chairman of the Meeting as an undirected proxy where the Chairman has been expressly authorised to exercise the proxy even if the resolution is directly or indirectly connected with the remuneration of a member of the Key Management Personnel.

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

## **Item 3: Re-election of Russel Pillemer**

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 CEO, must retire each year. The retiring Director is then eligible to offer themselves for re-election by shareholders.

Russel was re-elected as Director at the 2010 Annual General Meeting. Pursuant to clause 20.1 of the Company's Constitution, Russel 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. Russel brings to the Board extensive commercial and



financial markets experience at a time when this is particularly relevant as the Company navigates its debt position, difficult trading conditions and industry wide structural challenges.

Russel is a non-executive Director of the Company, a member of the Remuneration and Human Resources Committee and Nomination and Corporate Governance Committee, and is the Chair of the Audit and Risk Management Committee. He was one of the initial founders and sponsors of Rubicor.

Russel is the CEO and a Director of Pengana Capital Limited. He has over 20 years' experience in the investment banking and funds management industries. In 1994 he joined Goldman Sachs & Co, where he had responsibility for leading the financial institutions effort in Australia.

In 1999 he relocated to New York, working in the Financial Institutions Group for Goldman Sachs & Co, specialising in mergers and acquisitions, capital raisings and the provision of general strategic advice to financial services companies. Previously, Russel worked in the Corporate Finance Group of Ernst & Young. He is a member of the Institute of Chartered Accountants in Australia.

Russel's skills and experience enhance considerably the overall effectiveness of the Board.

*The Directors, with Russel Pillemer abstaining, unanimously recommend that Shareholders vote in favour of this Resolution.*



**Rubicor**  
CONNECTED PEOPLE

**Rubicor Group Limited**  
ABN 74 110 913 365

LODGE YOUR VOTE



**ONLINE** >

[www.linkmarketservices.com.au](http://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: 1800 817 266    Overseas: +61 2 8280 7491



**X99999999999**

## SHAREHOLDER VOTING 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 (excluding the registered shareholder) you are appointing as your proxy. I/we appoint the Chairman of the Meeting as an alternate proxy to the person named.

If no person/body corporate is named, the Chairman of the Meeting, is appointed as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 2:30pm on Tuesday, 27 November 2012, at the offices of Baker & McKenzie, Level 27, AMP Centre, 50 Bridge Street, Sydney and at any adjournment or postponement of the meeting. I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

The Chairman of the Meeting intends to vote undirected proxies in favour of all items 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

**Resolution 2**  
Remuneration Report

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Resolution 3**  
Re-election of Russel Pillemer

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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**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 PRX201R**





## 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 appoint someone other than the Chairman of the Meeting as your proxy, you will also be appointing the Chairman of the Meeting as your alternate proxy to act as your proxy in the event the named proxy does not attend the meeting.

### Votes on Items of Business - Proxy Appointment

You may direct your proxy how to vote by placing a mark 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. The appointment of the Chairman of the Meeting as your alternate proxy also applies to the appointment of the second proxy.

To appoint a second proxy you must:

- (a) 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.
- (b) 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 **2:30pm on Sunday, 25 November 2012**, 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](http://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 fax:**

+61 2 9287 0309



**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.**