

Rubicor Group Limited
ABN 74 110 913 365

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2015 Annual General Meeting (**AGM** or **Meeting**) of the 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 12 November 2015 commencing at 12:00pm (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 2015.

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 2015, 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, the following persons:

- a. a member of the Key Management Personnel (**KMP**) whose remuneration details are included in the 2015 Remuneration Report; or
- b. a closely related party of such a KMP (including close family members and companies the KMP controls).

However, a person described above may cast a vote on Resolution 2 as a proxy if the vote is not cast on behalf of a person described above and either:

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

"Key management personnel" and "closely related party" have the same meaning as set out in the Corporations Act.

3. Election of Director – Mr Angus Mason

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

“That Angus Mason, who was appointed as a Director of the Company on 20 August 2015 and who retires in accordance with clause 19.5 of the Company’s Constitution and being eligible for election, is elected as a Director of the Company.”

4. Election of Director – Mr Sharad Loomba

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

“That Sharad Loomba, who was appointed as a Director of the Company on 20 August 2015 and who retires in accordance with clause 19.5 of the Company’s Constitution and being eligible for election, is elected as a Director of the Company.”

5. Ratification of Shares Issued – Carthona Placement

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

“That, for the purposes of ASX Listing Rule 7.4, and for all other purposes, shareholders ratify the issue of 16,594,202 fully paid ordinary shares at an issue price of \$0.047 per share on 16 March 2015 to Carthona Capital FS Pty Ltd, on the terms as described in the Explanatory Statement which forms part of this Notice of Meeting.”

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 5 by Carthona Capital FS Pty Ltd and any of its associates.

However, the Company need not disregard a vote 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 the direction on the proxy form to vote as the proxy decides.

By order of the Board,



SHARAD LOOMBA
Company Secretary
7 October 2015

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 the shares of the Company as at 7:00pm (Sydney time) on Tuesday 10 November 2015 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 12:00pm (Sydney time) on Tuesday 10 November 2015 (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 (**SRM**) 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
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
- or
- Link Market Services Limited
Level 12, 680 George Street
Sydney NSW 2000

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 to submit a question in writing to the Chairman or the Auditor, please complete the Questions Form that accompanies this Notice of Meeting. If you are submitting your proxy online, you can submit your questions online.

To allow time to collate questions and prepare answers, the Questions Form and/or questions submitted online must be received by the **Company Secretary by 5:00pm (Sydney time), Thursday 5 November 2015.**

Rubicor Group Limited
ABN 74 110 913 365

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the shareholders of the Company in relation to the business to be conducted at the Company's Meeting to be held on Thursday 12 November 2015.

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.

Resolution 2 is an advisory non-binding resolution.

Resolutions 3, 4 and 5 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.

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 2015 will be laid before the Meeting.

Together, the Financial Report, Directors' Report and the Independent Auditor's Report constitute the Company's 2015 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 2015 Annual Report on the Company's website (www.rubicor.com.au) under "Investors" then "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 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 of the Company and the independence of the Auditor in relation to 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 6 in the Company's 2015 Annual Report which is available on the Company's website (www.rubicor.com.au) under "Investors" then "Annual Reports".

If there is a vote of 25% or more against the Remuneration Report at the 2015 AGM, and another vote of 25% or more at the 2016 AGM, then a resolution will be put at the 2016 AGM to put the Board (other than the Executive Chairman) 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 Executive Chairman) 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: Election of Director – Mr Angus Mason

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.

The Board appointed Angus Mason as a Non-Executive Director of the Company pursuant to clause 19.4 of the Company's Constitution on 20 August 2015.

In accordance with clause 19.5 of the Constitution, Angus retires from office at the 2015 AGM and is eligible for election as a Director of the Company.

Angus is a director of Cashel, the third largest shareholder of the Company. He has extensive experience in the financing and operations in the labour hire and recruitment sectors, having been a director and shareholder of Weststaff (Australia) Pty Ltd and Weststaff NZ Ltd. Aside from his role as CEO of Cashel House Group Pty Ltd (a multi-faceted finance firm), Angus' experience lays in performance turnaround and funding of distressed businesses.

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

Item 4: Election of Director – Mr Sharad Loomba

The Board appointed Sharad Loomba as an Executive Director of the Company pursuant to clause 19.4 of the Company's Constitution on 20 August 2015.

In accordance with clause 19.5 of the Constitution, Sharad retires from office at the 2015 AGM and is eligible for election as a Director of the Company.

Sharad is General Counsel and Company Secretary of Rubicor, and is a Director of each of its subsidiaries throughout Australia, NZ and South East Asia. He has served on the Executive Committee for over eight years, and has been materially involved in all strategic decisions taken by the group.

Sharad advises the CEO and Board in connection with legal and corporate governance matters, and is responsible for legal and secretarial services across the group. He brings considerable experience and judgment to corporate decision making, having had a diversity of experience in private practice and in-house, both locally and internationally.

In addition, Sharad has a comprehensive understanding of the governance obligations of a modern Australian/New Zealand director. He is a Fellow of the Australian Institute of Company Directors.

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

Item 5: Ratification of Shares Issued – Carthona Placement

On 16 March 2015, Rubicor Group Limited issued 16,594,202 fully paid ordinary shares to Carthona Capital FS Pty Ltd (**Carthona**). Carthona is a leading technology investment and advisory company and has assisted the Company to enhance and grow its involvement in technology solutions to enhance and add value to the recruitment process.

Under ASX Listing Rule 7.1, a company must obtain shareholder approval if it wants to issue more than 15% of its equity securities. ASX Listing Rule 7.4.2 provides that shareholders may approve an issue of securities after the fact so that the securities issued are regarded as having been made with approval for the purpose of Listing Rule 7.1.

Accordingly, Resolution 5 is seeking ratification for 16,594,202 fully paid ordinary shares which were issued on 16 March 2015 without shareholder approval. The issue of these shares constituted the 15% limit permitted by ASX Listing Rule 7.1. The Company is now requesting shareholders ratify the issue of the shares the subject of Resolution 5 for the purpose of ASX Listing Rule 7.4 so that the Company will have the flexibility to issue further securities under ASX Listing Rule 7.1 if the need or opportunity arises.

Information required by ASX Listing Rule 7.5

For the purposes of ASX Listing Rule 7.5, the following information is provided:

- a total of 16,594,202 fully paid ordinary shares were issued.
- The shares were issued at \$0.047 per share.
- The shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing shares.



- The shares were issued to Carthona Capital FS Pty Ltd.
- The funds raised from the issue of the shares have been used to accelerate completion of the Company's integrated technology platform aimed at reducing costs and for general working capital purposes.
- A Voting Exclusion Statement is set out under Resolution 5 in the Notice of Meeting.

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



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

BY HAND
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000

ALL ENQUIRIES TO
Telephone: +61 1800 817 266 (free call within Australia)

PROXY FORM

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

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 act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **12:00pm on Thursday, 12 November 2015 at the offices of Baker & McKenzie, Level 27, AMP Centre, 50 Bridge Street, Sydney** (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Resolution 2: 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 Resolution 2, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

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

VOTING DIRECTIONS

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

Resolutions

	For	Against	Abstain*
2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Director – Mr Angus Mason	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Election of Director – Mr Sharad Loomba	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Ratification of Shares Issued – Carthona Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* 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.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

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).



HOW TO COMPLETE THIS SHAREHOLDER 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 PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

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.

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 or online at www.linkmarketservices.com.au.

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 **12:00pm on Tuesday, 10 November 2015**, 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 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



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



BY MAIL

Rubicon 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

or

Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

**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.**



Rubicor
CONNECTED PEOPLE


Rubicor Group Limited
ABN 74 110 913 365


LODGE YOUR QUESTIONS

 **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

 **BY HAND**
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**
Telephone: +61 1800 817 266 (free call within Australia)

QUESTIONS FORM

SHAREHOLDERS – RUBICOR 2015 ANNUAL GENERAL MEETING (AGM)

We invite you to submit questions relating to Rubicor that may be relevant to the AGM, whether or not you are able to attend the AGM, including:

- matters arising from the Financial Report or the Remuneration Report;
- resolutions being put to the Meeting; or
- general questions concerning the performance of Rubicor.

You may also submit written questions to the Auditor if the questions are relevant to the content of the Independent Auditor's Report or the conduct of the audit of the Financial Report, to be considered at the AGM.

During the course of the AGM, the Chairman of the Meeting will endeavour to address as many of the frequently asked questions as possible. However, there may not be sufficient time available at the Meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

Questions must be received by Rubicor's Share Registry, Link Market Services, by **Thursday, 5 November 2015**.

1. Question is for the Chairman or Auditor

2. Question is for the Chairman or Auditor

3. Question is for the Chairman or Auditor

QUESTIONS

