



ASX Announcement

16 December 2015

NON-RENOUNCEABLE RIGHTS ISSUE – CONFIRMATION OF SHARE ISSUE

Rubicon Group Limited (ASX: RUB) (**Company**) is pleased to confirm that in accordance with its announcement on 10 December 2015, it has now issued a total of 38,300,098 fully paid ordinary shares (**Rights Issue Shares**) under a 1:1 non-renounceable rights issue offer to Eligible Shareholders at 4 cents per share raising \$1,532,003.92 (before costs).

Attached is an Appendix 3B with respect to the issue of the Rights Issue Shares.

The Company provides notice to the ASX that in accordance with section 708AA of the *Corporations Act 2001*(Cth), as modified by ASIC Class Order 08/35, it has issued the Rights Issue Shares without disclosure to investors under Part 6D.2 of the *Corporations Act 2001*(Cth).

The net funds raised will be applied to:

- Fund the recommendations from the strategic review;
- Repay legacy debts and other legacy financial commitments identified during the review;
- Invest in business systems to allow operating performance; and
- Provide additional working capital.

For further information, please visit www.rubicorgroup.com.au or contact:

David Hutchison
Chief Executive Officer
Rubicon Group Limited
Telephone: +61 2 8061 0000
www.rubicorgroup.com.au

About Rubicon Group Limited

Rubicon Group Limited (ASX Code: RUB) is one of Australasia's largest recruitment services companies providing services throughout Australia, New Zealand and South East Asia. Operating as a network of specialised recruitment brands, it offers search, selection, bulk recruitment, professional and support level contracting services and organisational development.

Established in 2005, Rubicon Group Limited specialises in the provision of permanent and contract recruitment across the public and private sectors including, Digital, Technology & Media Communications, Medical, Health & Science, Financial, Professional & Business Services, Legal, HR and Sales & Marketing, Industrial, Engineering, Resources, Trade & Hospitality, Business Support & Contact Centres.

More information is available at www.rubicorgroup.com.au.

For personal use only

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Rubicor Group Limited

ABN

74 110 913 365

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|---|
| 1 | +Class of +securities issued or to be issued | Fully paid ordinary shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <p>38,300,098 Ordinary Shares pursuant to a non-renounceable rights issue as detailed in the announcement dated 12 November 2015 ("Rights Issue").</p> <p>This total comprises 36,170,808 ordinary shares issued in respect of entitlements and 2,129,290 ordinary shares issued in respect of applications by eligible shareholders for any shortfall shares.</p> <p>This Appendix 3B updates the approximate number of ordinary shares to be issued under the Rights Issue as detailed in the Appendix 3B issued on 13 November 2015.</p> |

+ See chapter 19 for defined terms.

For personal use only

<p>3 Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)</p>	<p>Fully paid ordinary shares</p>
<p>4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>New Shares rank equally with all existing Shares on issue.</p>
<p>5 Issue price or consideration</p>	<p>4 cents per New Share.</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Funds raised by the issue will be applied toward the execution of recommendations from the strategic review specifically to assist the legacy creditor and commitment issues, investment in an integrated technology platform which will improve operating performance and reduce costs and to provide working capital.</p>
<p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>No.</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>N/A</p>

+ See chapter 19 for defined terms.

6c	Number of +securities issued without security holder approval under rule 7.1	N/A
6d	Number of +securities issued with security holder approval under rule 7.1A	N/A
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A
6f	Number of +securities issued under an exception in rule 7.2	N/A
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	ASX Listing Rule 7.1: 24,828,347 (see Annexure 1, Part 1, Step 4) ASX Listing Rule 7.1A: 16,552,231 (see Annexure 1, Part 2, Step 4)
7	+Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	16 December 2015

+ See chapter 19 for defined terms.

	Number	+Class
8	165,522,315	Fully paid Ordinary Shares

	Number	+Class
9	46	Series B Redeemable Preference Shares
	19,199	<i>Series Four Options:</i> Options for Ordinary Shares on a one-for-one basis with a nil exercise price and expiry date: 31/07/2016
	10,379	<i>Series Six Options:</i> Options for Ordinary Shares on a one-for-one basis with a nil exercise price and expiry date: 18/08/2016
	1,296	<i>Series Nine Options:</i> Options for Ordinary Shares on a one-for-one basis with a nil exercise price and expiry date: 01/09/2016
	15,570	<i>Series Ten Options:</i> Options for Ordinary Shares on a one-for-one basis with a nil exercise price and expiry dates: 02/01/2016 and 02/01/2017
	99,307	<i>Series Twelve Options:</i> Options for Ordinary Shares on a one-for-one basis with an exercise price of \$0.37 and expiry dates: 28/04/2016, 28/04/2017 and 28/04/2018

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Dividend policy remains unchanged
----	--	-----------------------------------

+ See chapter 19 for defined terms.

Part 2 - Pro rata issue

11	Is security holder approval required?	No
12	Is the issue renounceable or non-renounceable?	Non-renounceable
13	Ratio in which the ⁺ securities will be offered	1 New Ordinary Share for every 1 Ordinary Share held
14	⁺ Class of ⁺ securities to which the offer relates	Fully paid ordinary shares
15	⁺ Record date to determine entitlements	19 November 2015
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No
17	Policy for deciding entitlements in relation to fractions	Fractional entitlements will be rounded up to the nearest whole number
18	Names of countries in which the entity has security holders who will not be sent new offer documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	The Company will not make offers under the Entitlement Offer or the Additional Share Offer to shareholders with a registered address outside of Australia, New Zealand or Singapore.
19	Closing date for receipt of acceptances or renunciations	9 December 2015
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A

+ See chapter 19 for defined terms.

For personal use only

24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	No brokerage fees, handling fees or stamp duty is payable by shareholders in respect of their applications for New Shares under the Information Booklet. The amount payable on acceptance will not vary during the period of the Entitlement Offer and no further amount is payable upon allotment.
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	24 November 2015
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	Option holders notified on the ASX website and by letter on 16 November 2015.
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	+Issue date	16 December 2015

+ See chapter 19 for defined terms.

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of +securities
(tick one)

(a) +Securities described in Part 1

(b) All other +securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories

1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

38 Number of +securities for which +quotation is sought

39 +Class of +securities for which quotation is sought

+ See chapter 19 for defined terms.

For personal use only

40 Do the ⁺securities rank equally in all respects from the ⁺issue date with an existing ⁺class of quoted ⁺securities?

If the additional ⁺securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another ⁺security, clearly identify that other ⁺security)

42 Number and ⁺class of all ⁺securities quoted on ASX (including the ⁺securities in clause 38)

Number	⁺ Class

⁺ See chapter 19 for defined terms.

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

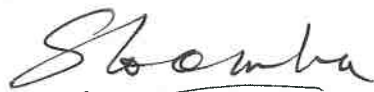
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:



Date:

16-12-15

Company Secretary

Print name:

Sharad Loomba

====

+ See chapter 19 for defined terms.

For personal use only

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	110,628,015
<p>Add the following:</p> <ul style="list-style-type: none"> • Number of fully paid +ordinary securities issued in that 12 month under an exception in rule 7.2 • Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid +ordinary securities that became fully paid in that 12 month period <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	<ul style="list-style-type: none"> • 36,170,808 Ordinary shares - issued on 16/12/2015 in respect of entitlements under the Rights Issue • 2,129,290 Ordinary shares - issued on 16/12/2015 in respect of applications by eligible shareholders for any shortfall shares under the Rights Issue • 16,594,202 Ordinary Shares - issued on 16/03/2015 and ratified by the entity’s shareholders at the entity’s Annual General Meeting held on Thursday, 12/11/2015 (in accordance with Listing Rule LR 7.4). • Nil

+ See chapter 19 for defined terms.

For personal use only

Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
“A”	165,522,315
Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	24,828,347
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	Nil
“C”	Nil
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	24,828,347
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	Nil
Total [“A” x 0.15] – “C”	24,828,347 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	165,522,315
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	16,552,231
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A Notes: <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	Nil
“E”	Nil

+ See chapter 19 for defined terms.

For personal use only

<p>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</p>	
<p>“A” x 0.10 <i>Note: number must be same as shown in Step 2</i></p>	<p>16,552,231</p>
<p>Subtract “E” <i>Note: number must be same as shown in Step 3</i></p>	<p>Nil</p>
<p>Total [“A” x 0.10] – “E”</p>	<p>16,552,231 <i>Note: this is the remaining placement capacity under rule 7.1A</i></p>

+ See chapter 19 for defined terms.