

Rubicor Group Limited
ABN 74 110 913 365

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2017 Annual General Meeting (AGM or Meeting) of the shareholders of Rubicor Group Limited (Company) will be held for the purpose of transacting the business set out in this Notice of Annual General Meeting (Notice):

Date: Tuesday, 31 October 2017

Time: 11am (Brisbane time)

Venue: Rubicor Group Limited

Level 3, 370 Queen Street

Brisbane Queensland 3000

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 2017.

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 2017, as set out in the Directors' Report, be adopted."

Voting Exclusion Statement

A vote on Item 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 2017 Remuneration Report; or
- b. a closely related party of such a KMP.

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. Re-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 retires in accordance with clause 20.3 of the Company’s Constitution and being eligible for election, is elected as a Director of the Company.”

By order of the Board,

A handwritten signature in black ink, appearing to read "S. Loomba".

SHARAD LOOMBA

Chief Operating Officer & Executive Director

29 September 2017

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 6:00pm (Brisbane time) on Sunday, 29 October 2017 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 11am (Brisbane time) on Sunday 29 October 2017 (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.investorvote.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.

(preferred)

For Intermediary Online subscribers only (custodians), log onto www.intermediaryonline.com and follow the instructions.

By post: Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

By facsimile: Within Australia 1800 783 447
Outside Australia +61 3 9473 2555

By delivery: Computershare Investor Services Pty Ltd
Level 4, 60 Carrington Street
Sydney NSW 2000

To be valid, a proxy form must be received by the Company in the manner stipulated above no later than 48 hours before the meeting. The Company reserves the right to declare invalid any proxy not received in this manner.

For all enquiries:

Telephone: Computershare Investor Services Pty Limited
Within Australia 1300 850 505
Outside Australia +61 3 9415 4000

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 send an email to info@rubicor.com.au.

To allow time to collate questions and prepare answers, questions must be received by 4:00pm (Brisbane time), Thursday 26 October 2017.

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 Tuesday 31 October 2017 at 11am (Brisbane time), Rubicor Group Limited, Level 3, 370 Queen Street Brisbane Queensland 3000.

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.

Item 2 is an advisory non-binding resolution.

Item 3 is to be voted on as an ordinary resolution. 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 2017 will be laid before the Meeting.

Together, the Financial Report, Directors' Report and the Independent Auditor's Report constitute the Company's 2017 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 2017 Annual Report on the Company's website (www.rubicor.com.au) under "Investors" then scroll down to "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 2017 Annual Report which is available on the Company's website (www.rubicor.com.au) under "Investors" then scroll down to "Annual Reports".

A voting exclusion statement is set out under Item 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 Sharad Loomba

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.

In accordance with clause 20.3 of the Constitution, Sharad retires from office at the 2017 AGM and is eligible for election as a Director of the Company.

Sharad Loomba is a corporate lawyer with over 20 years' experience. He graduated with a BCom LLB from UNSW in 1992, and has been admitted as a solicitor in NSW since 1992. Sharad is Chief Operating Officer & Executive Director, General Counsel and Company Secretary of Rubicor Group Limited, and is also Director and Company Secretary of each of its subsidiaries throughout Australia, New Zealand and South East Asia. He has served on Rubicor Group Limited's Executive Committee for over ten years.

Sharad was appointed Chief Operating Officer effective 1 July 2017. As Chief Operating Officer, Sharad oversees Rubicor Group Limited's operations, as well as administrative services such as HR, IT, insurance, media and communications, property leasing and risk and compliance.

Sharad advises the Chairman and CEO 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 legal practice, both locally and internationally before joining the Rubicor Group. Moreover, 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.

Rubicor Group Limited

ABN 74 110 913 365

Lodge your vote:

 **Online:**
www.investorvote.com.au

 **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

RUB
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form

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Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999 PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



 **For your vote to be effective it must be received by 11am (Brisbane time) on Sunday, 29 October 2017**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please send by email to info@rubicor.com.au.

**GO ONLINE TO VOTE,
or turn over to complete the form** →

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



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I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Rubicor Group Limited hereby appoint

the Chairman of the Meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Rubicor Group Limited to be held at Rubicor Group Limited, Level 3, 370 Queen Street, Brisbane Queensland 3000 on Tuesday, 31 October 2017 at 11am (Brisbane time) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 2 (except where I/we have indicated a different voting intention below) even though Item 2 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 2 by marking the appropriate box in step 2 below.

STEP 2 Items of Business

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

	For	Against	Abstain
2 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Mr Sharad Loomba as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

____/____/____

RUB

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Computershare +