



Rubicon Group Ltd
ACN 110 913 365

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23 April 2009

Company Announcements Office
ASX Limited
Exchange Centre
Level 5
20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam

RE: CHANGES TO SHARE CAPITAL

Please find attached Appendix 3B reflecting the following recent changes:

- securities granted and lapsed in relation to the Rubicon Group Limited Employee Option Plan; and
- following the conversion of vested Series C Convertible Shares on issue into Ordinary Shares, a reconciliation of all Series C Convertible Shares has also taken place.

Yours faithfully

A handwritten signature in black ink that reads "S. Loomba".

SHARAD LOOMBA

Company Secretary
Rubicon Group Limited

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Rule 2.7, 3.10.3, 3.10.4, 3.10.5

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 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

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 | <ol style="list-style-type: none">1. Fully paid ordinary shares2. Not applicable (exercise and lapse of options which had been granted under the Rubicor Group Limited Employee Option Plan) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <ol style="list-style-type: none">1. 35,4372. Not applicable |
| 3 | Principal terms of the +securities (eg, 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) | <ol style="list-style-type: none">1. Fully paid ordinary shares issued upon conversion of Series C Convertible Shares2. Not applicable |

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<p>4 Do the +securities rank equally in all respects from the date of allotment 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 	<ol style="list-style-type: none"> 1. Yes 2. Not applicable 					
<p>5 Issue price or consideration</p>	<ol style="list-style-type: none"> 1. Shares issued upon conversion of 94,651 vested Series C Convertible Shares for nil consideration pursuant to the terms of the subscription agreements 2. Not applicable 					
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<ol style="list-style-type: none"> 1. Shares issued upon conversion of vested 94,651 Series C Convertible Shares 2. Not applicable 					
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<ol style="list-style-type: none"> 1. 23 April 2009 2. Not applicable 					
<p>8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th>Number</th> </tr> </thead> <tbody> <tr> <td>110,628,015</td> </tr> </tbody> </table>	Number	110,628,015	<table border="1"> <thead> <tr> <th>+Class</th> </tr> </thead> <tbody> <tr> <td>Fully paid ordinary shares</td> </tr> </tbody> </table>	+Class	Fully paid ordinary shares
Number						
110,628,015						
+Class						
Fully paid ordinary shares						

9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)

Number	+Class
278	Series B Redeemable Preference Shares
148,403	<i>Series One:</i> Options for ordinary shares on a one-for-one basis with a nil exercise price and expiry dates 03/06/2012, 03/06/2013, 03/06/2014 and 03/06/2015.
236,703	<i>Series Two:</i> Options for ordinary shares on a one-for-one basis with a nil exercise price and expiry dates 01/02/2013, 01/02/2014, 01/02/2015 and 01/02/2016.
233,099	<i>Series Three:</i> Options for ordinary shares on a one-for-one basis with a nil exercise price and expiry dates 28/05/2013, 28/05/2014, 28/05/2015 and 28/05/2016.
610,385	<i>Series Four:</i> Options for ordinary shares on a one-for-one basis with a nil exercise price and expiry dates 31/07/2013, 31/07/2014, 31/07/2015 and 31/07/2016.

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259,527	<i>Series Five:</i> Options for ordinary shares on a one-for-one basis with a nil exercise price and expiry dates 15/08/2013, 15/08/2014, 15/08/2015 and 15/05/2016.
142,734	<i>Series Six:</i> Options for ordinary shares on a one-for-one basis with a nil exercise price and expiry dates 18/08/2013, 18/08/2014, 18/08/2015 and 18/08/2016.
99,137	<i>Series Seven:</i> Options for ordinary shares on a one-for-one basis with a nil exercise price and expiry dates 24/08/2013, 24/08/2014, 24/08/2015 and 24/08/2016.
171,281	<i>Series Eight:</i> Options for ordinary shares on a one-for-one basis with a nil exercise price and expiry dates 31/08/2013, 31/08/2014, 31/08/2015 and 31/06/2016.
179,067	<i>Series Nine:</i> Options for ordinary shares on a one-for-one basis with a nil exercise price and expiry dates 01/09/2013, 01/09/2014, 01/09/2015 and 01/09/2016.

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45,416	<p><i>Series Ten:</i> Options for ordinary shares on a one-for-one basis with a nil exercise price and expiry dates 02/01/2014, 02/01/2015, 02/01/2016 and 02/01/2017.</p>
46,713	<p><i>Series Eleven:</i> Options for ordinary shares on a one-for-one basis with a nil exercise price and expiry dates 31/08/2014, 31/08/2015, 31/08/2016 and 31/08/2017.</p>
797,415	<p><i>Series Twelve:</i> Options for ordinary shares on a one-for-one basis with an exercise price of \$0.37 and expiry dates 28/04/2015, 28/04/2016, 28/04/2017 and 28/04/2018.</p>
170,000	<p><i>Series Thirteen:</i> Options for ordinary shares on a one-for-one basis with an exercise price of \$0.26 and expiry dates 27/05/2015, 27/05/2016, 27/05/2017 and 27/05/2018.</p>

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

Identical to current policy.

Part 2 - Bonus issue or pro rata issue

- 11 Is security holder approval required?
- 12 Is the issue renounceable or non-renounceable?
- 13 Ratio in which the +securities will be offered
- 14 +Class of +securities to which the offer relates
- 15 +Record date to determine entitlements
- 16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?
- 17 Policy for deciding entitlements in relation to fractions
- 18 Names of countries in which the entity has +security holders who will not be sent new issue documents
Note: Security holders must be told how their entitlements are to be dealt with.
Cross reference: rule 7.7.
- 19 Closing date for receipt of acceptances or renunciations
- 20 Names of any underwriters
- 21 Amount of any underwriting fee or commission
- 22 Names of any brokers to the issue
- 23 Fee or commission payable to the broker to the issue

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- 24 Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of *security holders
- 25 If the issue is contingent on *security holders' approval, the date of the meeting
- 26 Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled
- 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
- 28 Date rights trading will begin (if applicable)
- 29 Date rights trading will end (if applicable)
- 30 How do *security holders sell their entitlements *in full* through a broker?
- 31 How do *security holders sell *part* of their entitlements through a broker and accept for the balance?
- 32 How do *security holders dispose of their entitlements (except by sale through a broker)?
- 33 *Despatch date

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

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Entities that have ticked box 34(b)

38 Number of securities for which +quotation is sought

N/A

39 Class of +securities for which quotation is sought

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40 Do the +securities rank equally in all respects from the date of allotment 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

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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)

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

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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 not available now, 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:
(Director/Company Secretary)

Date: 23 April 2009

Print name: SHARAD LOOMBA