

15 May 2015

Dear Shareholders,

As previously advised to the ASX on 28 April 2015, a shareholder of Rubicor Group Limited (Company) has requisitioned an Extraordinary General Meeting (EGM) to remove me as Director and Chairman and Russel Pillemer as Director and to appoint two of its nominees to the Rubicor Board. The requisitioner, Cashel Capital Partners Fund 1 Pte Ltd (Cashel) based in Singapore, owns only 8.21% of the Company and is represented by Angus Mason affiliated with Cashel House Group based in Melbourne.

As explained in detail below, the Board believes:

1. the Company's current strategy is beginning to deliver results to Shareholders;
2. the Board currently comprises an appropriate mix of experienced professionals focussed on delivering that strategy and the proposed Cashel nominees do not add to the existing skill set of the Board; and
3. it is not in Shareholders' interest for the independence of your Board to be lost by appointing two Cashel nominee directors.

For these reasons the Board strongly recommends Shareholders VOTE AGAINST EACH RESOLUTION. As Chairman, I will be voting all undirected proxies AGAINST EACH RESOLUTION. Full details of the reasons for our recommendations are set out in this letter and Notice of EGM (Notice). Shareholders are encouraged to read all the materials carefully.

Importantly, as at the date of this letter, we have not yet conducted an extensive proxy campaign, however Shareholders (including the top 5 shareholders excluding Cashel) representing in excess of 47% have indicated their intention to support the current Board, and vote against this opportunistic board spill attempt by Cashel.

As explained in recent announcements, the Company is starting to see the result of its successful turnaround strategy, since the bank debt restructure in July 2013, bear fruit. This has been evidenced in both an increasing share price and increased profitability. Indeed, since the bank debt restructure the Rubicor share price has more than doubled and has increased over ten times from immediately prior to the bank debt restructure.

The Company under the stewardship of this Board has set out and executed on a successful strategy to improve the Company post the Global Financial Crisis (GFC) and the bank debt restructure in 2013. This has been achieved on plan and on budget with key highlights including:

- rationalisation of brands from 22 down to 15;
- significant cost reduction program whilst still delivering revenue growth;
- roll-out of the enterprise level common recruitment management platform targeted to achieve \$1 million in cost savings through rationalisation of the back office function as previously reported;
- sale of underperforming brands; and
- launch of new growth initiatives.

As previously reported these brand initiatives combined with the technology roll out should improve underlying EBITDA by approximately \$2.3 million on an annualised basis assuming current market conditions.

Cashel is suggesting that the skill and experience of myself and Russel Pillemer are not appropriate. This Board, like all Boards, comprises an experienced mix of professionals. This Board comprises directors with recruitment, training, finance and accounting skills and an independent Chairman. All of the Board members have a long history in the recruitment/training sector. The Board does not believe that the experience and credentials of the Cashel proposed nominees adds to the existing skill set of the Board.

Your Board of Directors has previously resisted moves by Cashel and its affiliates and associates to gain control of Rubicor without making an offer and this is in our view yet another attempt by Cashel to achieve this outcome. Importantly, we also do not believe it is in Shareholders' interest for the independence of your Board to be compromised by appointing two Cashel nominee directors especially given their shareholding.

Annexed to the Notice of EGM is a statement received pursuant to 249P of the Corporations Act from the requesting shareholder (249P Statement). The biographies and any recruitment industry experience of the Cashel nominee directors are set out in the 249P Statement.

The EGM will be held at 12.00pm, 24 June 2015. A Notice and Proxy Form is attached. Convening any shareholder's meeting, including this EGM, costs Rubicor money and requires significant time investment. It is important that as many shareholders as possible express their dissatisfaction at this attempt to destabilize your Company Board.

Thank you for your ongoing support of our Company and I look forward to being in a position to continue our focus on growing the Company and maximising shareholder value.

Yours sincerely,



John Pettigrew
Chairman

SHAREHOLDER QUESTIONS

If you have any questions about the contents of this Notice of Meeting please contact the Company Secretary at sharad.loomba@rubicor.com.au.

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 to be held on 24 June 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 Explanatory Statement and Notice of Meeting (Notice) are important documents and the Directors recommend that shareholders read these documents in full before making any decision in relation to the Resolutions.

All of the Resolutions to be voted on are ordinary resolutions. An ordinary resolution requires a simple majority of votes cast in favour by shareholders entitled to vote on the resolution. The Notice outlining the resolutions and voting notes can be found from page 10 onwards.

Why has the Meeting been called?

This Meeting has been convened following receipt of a requisition from Cashel Capital Partners Fund 1 Pte Ltd, to remove two directors, Mr John Pettigrew and Mr Russel Pillemer and replace them with its nominees, Mr Angus Mason and Mr David Hutchison. As such, the Meeting is **not** at the option of the current Board. Indeed, Shareholders (including the top 5 shareholders excluding Cashel) representing in excess of 47% have already indicated their intention to support the current Board, and vote against this opportunistic board spill attempt by Cashel.

Each Resolution set out in the Notice of Meeting has been proposed by Cashel Capital Partners Fund 1 Pte Ltd, NOT by your directors.

In addition, the statement in Annexure A has been distributed to Shareholders of Rubicor as required by section 249P(6) of the Corporations Act 2001 (Cth) at the request of Cashel Capital Partners Fund 1 Pte Ltd.

The statements and information in Annexure A have not been verified by the Company.

Who pays for this meeting?

The cost of calling and convening the Meeting as requested by Cashel Capital Partners Fund 1 Pte Ltd, is to be met by Rubicor.

The cost of calling and convening the Meeting, taking into consideration all imposts (including but not limited to fees for professional advice, printing, mailing, share registry and venue hire) are expected to be **in excess of \$25,000. In addition, the calling and convening of this Meeting has consumed a significant portion of Management's time.**

About the requisitioning Shareholder ***Cashel Capital Partners Fund 1 Pte Ltd***

As disclosed to the ASX on 28 April 2015 and 1 May 2015, Cashel Capital Partners Fund 1 Pte Ltd, is a member who holds only 8.21% of the Company. Mr Angus Mason, the authorised officer of Cashel Capital Partners Fund 1 Pte Ltd, is affiliated with Cashel House Group based in Melbourne. Cashel Corporate Finance Pty Ltd, an affiliate of Cashel Capital Partners Fund 1 Pty Ltd was previously retained by the Company to provide capital raising, acquisition and general corporate advice.

The basis on which your current Board was appointed

Mr John Pettigrew and Mr Russel Pillemer were elected by Shareholders in general meeting, and have been subsequently re-elected by Shareholders in general meeting, in accordance with the Rubicor Constitution and the ASX Listing Rules. In the case of Mr Pettigrew, this re-election was only 6 months ago. Pursuant to the Company's Constitution and the ASX Listing Rules, Mr Pillemer is scheduled to seek re-election at the 2015 Annual General Meeting (AGM), Shareholders are being asked to vote on the same matter twice and at a cost to the Company.

While the results of the 2014 and 2012 AGMs were released to ASX, the proxies received prior to each AGM are summarised below for the benefit of all Shareholders. Both resolutions were passed by the respective AGM on a show of hands. **For each re-election, you, the Shareholders, voted in favour and in support of the current Board.**

Resolution 1: Re-election of Mr John Pettigrew as a Director in November 2014

	Number of Votes	% of all Votes
Proxy votes for the Resolution	36,652,977	77.26%
Proxy votes against the Resolution	10,431,236	21.99%
Proxy votes abstaining from the Resolution	354,209	0.75%
Total proxy votes received	<u>47,438,422</u>	<u>100%</u>

Resolution 2: Re-election of Mr Russel Pillemer as a Director in November 2012

	Number of Votes	% of all Votes
Proxy votes for the Resolution	36,983,525	92.96%
Proxy votes against the Resolution	1,901,389	4.78%
Proxy votes abstaining from the Resolution	18,181	0.05%
Proxy votes exercised at the Discretion of the Proxy	881,023	2.21%
Total proxy votes received	<u>39,784,118</u>	<u>100%</u>

STATEMENT BY YOUR CURRENT BOARD

Shareholders are encouraged to read the Chairman's letter in detail and the Notice of EGM (Notice) carefully. **As explained in further detail below the Board believes the current strategy is beginning to deliver results for the Company's shareholders, the two proposed Cashel nominees do not have the requisite background or experience to add to the current strategy and that the independence of the Board should not be lost and as such the Board strongly recommends Shareholders VOTE AGAINST EACH RESOLUTION.**

Rubicor Today

Rubicor, like many of its peers, was severely impacted by the Global Financial Crisis and was left with a capital structure that significantly impaired the Board's ability to strategically respond to weak labour market conditions and ongoing structural change within the recruitment industry. From a very difficult position, the current Board and management team successfully restructured the Company's debt in July 2013, resulting in debt forgiveness of \$89 million and the removal of a burden that had constrained the Company's operations for a number of years.

Since this debt restructure, the Board has implemented and executed on a clear and consistent strategy of reducing operating and corporate costs, rationalising the operating brands and leveraging the existing platform to generate sustainable organic growth which has seen the share price grow by more than ten times since the month prior to the announcement of the restructure and more than double since the date the restructure was announced. At the time of the debt restructure the Company was undercapitalised, however the Board and management undertook to execute on the turnaround strategy with the limited available funding, in order to preserve shareholder dilution. Only recently, after achieving the abovementioned increase in market capitalisation did the Board secure a private placement, with additional strategic benefits.

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Current Strategy

Over the past two years, Rubicon has undertaken comprehensive operational and financial restructuring measures to position it for long-term growth and sustainability. The benefits of developing a highly scalable and robust operational platform are becoming apparent through recent improved performance and an outlook for future growth.

1. Brand Consolidation and Reorganisation

Since January 2013, Rubicon has reduced the number of brands by one third, from 22 down to 15 and the number of brand Managing Directors from 22 to 12. This has been achieved through the consolidation of brands as well as the creation of roles which allow common management of aligned brands. The added extra responsibility of these roles has allowed Rubicon to attract and secure better calibre and more experienced managers.

Rubicon's unique differentiator is a streamlined, specialist 'House of Brands' structure totally focused on the customer to position the Group to maximise market share, value and margins. Through this strategy, Rubicon's brands specialise in, and are aligned to focus on industry sectors and verticals, and in this way offer a highly differentiated client value proposition. Combined with the benefits of the common recruitment management platform, Rubicon is able to deliver a streamlined, cost-effective and efficient operating structure to support the multi-brand strategy.

2. Back Office Rationalisation

Rubicon's technology transformation project is well underway, having commenced the roll out of the back office component of the upgrade, most recently disclosed to the market in the Q3 market update announcement made on 23 April, 2015. The roll out of the enterprise level, common recruitment management platform, will improve revenue opportunities across the Group as well as deliver annual cost savings in excess of \$1.0 million through the rationalisation of the back office function. The technology upgrade, as previously reported, will position the Company to continue to differentiate itself through its multi brand strategy alongside an underlying cost structure equivalent to that of running a single brand structure.

3. Cost Reduction

Changes in the operational platform have had a significant and positive direct impact to Group operating costs, which reduced by \$3.0 million or 14% when comparing H1 FY15 with H1 FY13. Over the same period, employee costs reduced by 7%, while other operating costs (rent and corporate) reduced by 26%. Rubicon's head office headcount has also reduced from 14 to 7, with remaining staff taking on additional responsibilities (including Kevin Levine maintaining CFO duties while taking on the CEO role).

Other operating costs as a percentage of Gross Margin have fallen from 48% in H1 FY13 to 44% in H1 FY15, providing a scalable platform for operational growth, as evidenced by sequential Gross Margin and underlying EBITDA growth over the last three half-year periods. The expected cost savings from back office rationalisation and recent sale of loss making brands will also positively contribute to EBITDA going forward.

4. Providing the Platform for Growth

The Group's commitment to developing a highly scalable and robust operational platform has enhanced stability and overall performance. This structure and stable consistent growth, places Rubicon in a position to increase shareholder value and capitalise on potential growth opportunities in the market.

- » **Asia Expansion:** Xpand commenced trading in Hong Kong in March, 2015. Xpand's presence in Hong Kong further cements Rubicon's focus on continued Asian expansion and in geographies experiencing significant growth.

- » **Technology Partnership:** Rubicor's placement to Carthona Capital in March 2015 both accelerated the completion of Rubicor's integrated technology platform, and introduced a strategic shareholder with a view to assisting Rubicor to address the structural challenges facing the recruitment industry by increasing its exposure to and involvement in technology solutions that enhance and add value to the recruitment process.
- » **New Sectors:** Ensure Health is a joint venture formed in July 2014 to capitalize on the huge health market in Australia. Ensure Health recorded a maiden profit in September 2014, and has continued to deliver encouraging results month on month.
- » **Bolt-on M&A Opportunities:** Rubicor is evaluating synergistic bolt-on opportunities which will be able to leverage off the new shared services technology platform and existing client and candidate bases.
- » **Contracts:** All major contracts up for renewal in FY15 have re-signed or extended.

Matters Raised by Cashel

Cashel have raised in their statement a number of questions in respect of the management of the Company to which the Board would like to respond to in turn.

1. **Market Capitalisation:** Rubicor's market capitalisation was significantly impacted by the GFC dropping by more than 95% from July 2007 through to the end of 2008. For the period since 2009, Rubicor has had to respond to the challenging aftermath of the GFC. It has been a long period through which the business has been consolidated, realigned and repositioned while managing a crippling debt burden and facing constant recruitment sector structural challenges, fragile business confidence and soft trading conditions that have seen many of its peers fall away. The Company's 2013 refinancing, has enabled the Company to recover, and position Rubicor, with its scalable multi brand platform, as one Australasia's largest recruitment services companies and to start to deliver benefits to shareholders in the form of improving trends.
2. **Experience in the Labour Hire Industry:** Rubicor is much more than a labour hire company. Rubicor is a specialised recruitment company operating across a broad range of industries and markets with labour hire representing only 40% of the Group's revenues. Mr John Pettigrew and Mr Russel Pillemer have extensive experience in the recruitment industry having served on the Board since 2007 and 2004 respectively and are deeply knowledgeable about the Company's operations. They are also intimately familiar with the macro-economic challenges and structural changes within the recruitment industry that have made trading conditions so challenging since the GFC.

Remuneration: The Remuneration and Human Resources Committee periodically reviews the roles undertaken by, and fees paid to, Directors and Senior Management and believe that the remuneration paid at Rubicor is comparable with the Company's peers. The total remuneration paid in FY14 for Rubicor's non-executive directors and Chief Executive Officer and Chief Financial Officer of circa \$750k compares favourably to the average paid by Rubicor's ASX listed peers, Clarius (CND) and Ambition (AMB), of circa \$1,087k or circa \$771k excluding any termination payments.

Additionally to minimise operating costs, Rubicor operates with Kevin Levine holding down the roles of both Chief Executive Officer and Chief Financial Officer, necessitating more detailed involvement by the Non-Executive Directors in support and oversight, so as to ensure the Company continues to maintain appropriate governance standards. The Company Secretary also performs the role as General Counsel, is a director of Rubicor's controlled entities and as a senior member of the small management team, bears additional day-to-day responsibilities.

Cashel Nominees

The Board does not believe that the two Cashel nominees, Mr Angus Mason and Mr David Hutchison have the relevant background and experience in the recruitment industry to best guide the Company in its response to structural challenges in the recruitment sector and continuing soft trading conditions. Mr Mason's experience in the Labour Hire industry outlined in the Cashel Statement was limited to Weststaff (Australia) Pty Ltd and Weststaff NZ Ltd which were part of the Bluestone Global Limited group which fell

into administration and liquidation during 2014. Beyond this experience, Mr Mason's experience in performance turnaround and funding of distressed businesses is of lesser relevance post the Company's successful debt restructure in 2013.

Likewise Mr Hutchinson's experience is largely in corporate finance and training, particularly in the mining and oil and gas sectors. Rubicor delivers permanent, contract and temporary recruitment services and human capital solutions to employers and candidates, across a diverse range of industry sectors, candidate types and geographies and it is the Board's view that this will add little to the existing Rubicor skill set.

Summary

In the Board's view, this is an opportunistic attempt by Cashel and its associates to secure control of Rubicor, without offering to pay a premium, at a time when the results of our efforts to restructure the Company post the bank debt restructure are starting to bear fruit, as illustrated in our recent announcements to the market. As explained in detail the Board believes:

1. the Company's current strategy is beginning to deliver results to Shareholders;
2. the Board currently comprises an appropriate mix of experienced professionals focussed on delivering that strategy and the proposed Cashel nominees do not add to the existing skill set of the Board; and
3. it is not in Shareholders' interest for the independence of your Board to be lost by appointing two Cashel nominee directors.

For these reasons the Board strongly recommends Shareholders VOTE AGAINST EACH RESOLUTION.

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RECOMMENDATIONS OF YOUR BOARD

The Board urges you to read in their entirety each of the Chairman's Letter, Notice of Meeting and Explanatory Statement as they explain in detail our reasons to VOTE AGAINST EACH RESOLUTION.

If you are unable to attend the Meeting the Board encourages you to participate by appointing a proxy who can vote on your behalf at the Meeting.

Your Board recommends:

YOU VOTE AGAINST Resolutions 1 to 2, being the removal of Mr Pettigrew and Mr Pillemer.

Your Board unanimously recommends:

YOU VOTE AGAINST Resolutions 3 and 4, being resolutions proposing the appointment of Mr Mason and Mr Hutchison.

If you wish to vote as recommended by your current Board, you would simply VOTE AGAINST all 4 Resolutions being put to the EGM.

The Chairman of the Meeting will vote all undirected proxies AGAINST all Resolutions.

Resolution 1: Removal of Mr John Pettigrew

The proposed removal of Mr John Pettigrew has been made pursuant to section 249D of the *Corporations Act 2001* (Cth).

Biographical details:

Mr John Pettigrew joined the Company in March 2007 as a Non-Executive Director and was appointed Chairman of the Board on 1 April 2010. He is the Chairman of the Nomination and Corporate Governance Committee and Remuneration and Human Resources Committee and a member of the Audit and Risk Management Committee.

John was re-elected as Director at the 2014 Annual General Meeting.

John has extensive experience in senior finance and commercial roles in a number of corporations and industry sectors. Joining Stockland Property Group in 1977 as Chief Financial Officer and becoming Finance Director in 1982, John established compliance, audit and risk management committees and led teams to accomplish several successful takeovers. He also established and developed Stocklands hotel group to a national chain.

He had significant roles in structuring and managing listed property trusts, developing the first Australian stapled security and establishing domestic and international unsecured note programs for Stockland and prior to Stockland he held senior roles in engineering, automotive and hospitality sectors.

He is a Fellow of the Australian Society of Certified Practising Accountants, Governance Institute of Australia, Chartered Institute of Secretaries, Australian Institute of Management and Australian Institute of Company Directors.

The Board of Directors recommend that Shareholders VOTE AGAINST this Resolution (with Mr Pettigrew abstaining in the recommendation).

Resolution 2: Removal of Mr Russel Pillemer

The proposed removal of Mr Russel Pillemer has been made pursuant to section 249D of the *Corporations Act 2001* (Cth).

Biographical details:

Russel brings to the Board extensive commercial and financial markets experience.

Russel was one of the initial founders and sponsors of Rubicon. He 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.

Russel is the CEO and a Director of Pengana Capital Limited. He has over 23 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.

The Board of Directors recommend that Shareholders VOTE AGAINST this Resolution (with Mr Pillemer abstaining in the recommendation).

Resolution 3: Appointment of Mr Angus Mason

The proposed appointment of Mr Angus Mason has been made pursuant to section 249D of the *Corporations Act 2001* (Cth). Further explanation is detailed in the section 249P statement contained in Annexure A.

The Board of Directors unanimously recommend that Shareholders VOTE AGAINST this Resolution.

Resolution 4: Appointment of Mr David Hutchison

The proposed appointment of Mr David Hutchison has been made pursuant to section 249D of the *Corporations Act 2001* (Cth). Further explanation is detailed in the section 249P statement contained in Annexure A.

The Board of Directors unanimously recommend that Shareholders VOTE AGAINST this Resolution.

Rubicor Group Limited
ABN 74 110 913 365

NOTICE OF GENERAL MEETING

Notice is given that an Extraordinary General Meeting (**Meeting**) of the shareholders of Rubicor Group Limited (**Rubicor** or the **Company**) will be held at:

Location: The offices of Baker & McKenzie
Level 27, AMP Centre
50 Bridge Street, Sydney

Date: 24 June 2015

Time: 12.00pm (AEST)

The Explanatory Statement to this Notice of General Meeting (**Notice**) provides additional information on the matters to be considered at the Meeting. The Explanatory Statement and the Proxy Form form part of this Notice.

The EGM has been requested pursuant to section 249D of the Corporations Act 2001 (Cth) by Mr Angus Mason, representing Cashel Capital Partners Fund 1 Pte Ltd, being a member of the Company with at least 5% of the votes that may be cast at a general meeting of Rubicor.

BUSINESS OF THE MEETING

RESOLUTIONS

1. Removal of Mr John Pettigrew as a Director

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

“That Mr John Pettigrew be and is hereby removed as a director of the Company.”

(Note: this Resolution has been proposed by Mr Angus Mason, representing Cashel Capital Partners Fund 1 Pte Ltd in accordance with section 249D of the *Corporations Act 2001* (Cth)).

2. Removal of Mr Russel Pillemer as a Director

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

“That Mr Russel Pillemer be and is hereby removed as a director of the Company.”

(Note: this Resolution has been proposed by Mr Angus Mason, representing Cashel Capital Partners Fund 1 Pte Ltd in accordance with section 249D of the *Corporations Act 2001* (Cth)).

3. Appointment of Mr Angus Mason as a Director

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

“That Mr Angus Mason be and is hereby appointed as a director of the Company.”

(Note: this Resolution has been proposed by Mr Angus Mason, representing Cashel Capital Partners Fund 1 Pte Ltd, in accordance with section 249D of the *Corporations Act 2001* (Cth)).

4. Appointment of Mr David Hutchison as a Director

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

“That Mr David Hutchison be and is hereby appointed as a director of the Company.”

(Note: this Resolution has been proposed by Mr Angus Mason, representing Cashel Capital Partners Fund 1 Pte Ltd in accordance with section 249D of the *Corporations Act 2001* (Cth)).

By order of the Board,



SHARAD LOOMBA
Company Secretary
15 May 2015

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NOTES

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 shares of the Company as at 7:00pm (AEST) on 22 June 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 midday (AEST) on 22 June 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 (**SRN**) or Holder Identification Number (**HIN**), 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

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 have any questions about the contents of this Notice of Meeting please contact the Company Secretary at sharad.loomba@rubicor.com.au.



ANNEXURE A

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From: Cashel Capital Partners Fund 1 Pte Ltd
80 Raffles Place, #26-01
UOB Plaza 1
Singapore 048624, Singapore

To: The Directors
Rubicor Group Limited
Level 11
Gold Fields House,
1 Alfred Street
Sydney, NSW, 2000

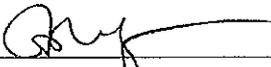
Date 24 April 2015

Dear Directors,

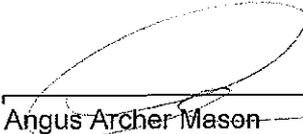
REQUEST FOR DIRECTORS TO DISTRIBUTE STATEMENT PURSUANT TO SECTION 249P OF THE CORPORATIONS ACT 2001 (CTH)

Cashel Capital Partners Fund 1 Pte Ltd being the holder of 10,450,000 ordinary shares in the capital of Rubicor Group Limited (**Company**), which number of shares represents at least 5% of the votes that may be cast a general meeting of the Company, requests under section 249P of the Corporations Act 2001 (Cth) (**Act**) that the Company give to all members of the Company a copy of the statement annexed to this request and marked "A" in accordance with section 249P of the Act.

SIGNED by Cashel Capital Partners Fund 1 Pte Ltd by its duly authorised officer in the presence of:



Signature of witness



Angus Archer Mason

CHRIS O'MEARA

Name (print)

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**THIS IS THE EXPLANATORY STATEMENT MARKED "A" REFERRED TO IN THE
REQUEST TO DISTRIBUTE EXPLANATORY STATEMENT PURSUANT TO SECTION
249P OF THE CORPORATIONS ACT 2001 (CTH) DATED 24 APRIL 2015**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared by Cashel Capital Partners Fund 1 Pte Ltd (Cashel) being a shareholder of Rubicor Group Limited (Company) with at least 5% of the votes that may be cast at a general meeting of the Company.

Background

Cashel has since September 2013 been a shareholder in the Company and it has been a substantial shareholder since 31 December 2013. Cashel has concerns with the management of the Company by its current board of directors. In particular:

1. under the current management which includes Mr Pettigrew and Mr. Pillemer, the Company's market capitalisation and shareholder value has declined from in excess of \$103 million in or about July 2007 to a current market capitalisation of approximately \$6.5 million;
2. neither of Mr Pettigrew and Mr. Pillemer have any operational experience in the labour hire industry;
3. the current non- executive directors have not reduced their remuneration to levels that reflect the size of the Company's business. In particular, the Company's accounts for the year ended 30 June 2014 disclose that a total of \$622,722 in total benefits was paid to the Company's non-executive directors and company secretary. It is our view that this is high when compared to other companies of a comparable size and market capitalisation. Shareholder discontent with the Company's remuneration report was disclosed in the significant vote against the Company's remuneration report at its annual general meeting on 13 November 2014; and
4. It is Cashel's opinion that a change in the Board may facilitate a fresh approach and new opportunities for the Company.

Proposed Board Restructure

We have requested that the directors of the Company call and arrange to hold a general meeting of the Company under section 249D of the Corporations Act 2001 (Cth) (Act). The purpose of the meeting is for the members of the Company to consider resolutions regarding:

1. the removal of Mr John Pettigrew as a director of the Company;
2. the removal of Mr Russel Pillemer as a director of the Company;
3. the appointment of Mr Angus Mason as a director of the Company; and
4. the appointment of Mr David Hutchison as a director of the Company.

Reasons in support

We believe that it is necessary for the Company to appoint directors with significant experience in the labour hire industry and a track record of building businesses with a growth profile. It is our view that Messrs Mason and Hutchison have this experience.

Biographical details of Messrs Mason and Hutchison are set out below:

Mr Angus Mason, is director of Cashel, the third largest shareholder of RUB. He has extensive experience in the financing and operations of labour hire and recruitment firms, having been a director and shareholder of Weststaff (Australia) Pty Ltd and Weststaff NZ Ltd.

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Aside from his role as CEO of Cashel House Group Pty Ltd (a multi-faceted finance firm), Angus's experience lay in performance turnaround and funding of distressed businesses.

Mr David Hutchison is an ACA with an MBA from London Business School and Harvard. He spent 3 years with Arthur Andersen and 7 years as a strategy and corporate finance consultant with McKinsey & Co. David was the Group Head of Strategy with Standard Chartered Bank and an MD within Deutsche Bank's Investment Banking Division.

In 2007, David joined the board of the largest privately owned training company in Australia. During his 2 year directorship, David was heavily involved in group strategy and planning and also stood in as an interim CEO whilst the company was going through a transitional period. He resigned his role in 2009 to take up a directorship with Site Group International Limited (ASX:SIT). David led Site through an ASX listing and held executive responsibilities related to strategy and operational transformation. He held interim CEO & CFO positions during his time at Site and led the company through several acquisitions and the associated integrations into the business. David left Site Group in 2011 to start OnServices Group Pty Ltd. OnServices is a global training and recruitment company. In 3 years OnServices has grown to have operations in 18 countries and revenues of in excess of \$140M. At the end of 2014 David sold his shareholding in OnServices.

In addition to the above, David has significant experience within the Australian and global recruitment industry having worked on strategic and corporate finance assignments with companies including; Manpower, Kelly Services, Adecco and Fircroft.

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Rubicor

CONNECTED PEOPLE

Rubicor Group Limited

ABN 74 110 913 365

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

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 General Meeting of the Company to be held at **12 noon on Wednesday, 24 June 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.

The Chairman of the Meeting intends to vote undirected proxies AGAINST 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*
1 Removal of Mr John Pettigrew as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Removal of Mr Russel Pillemer as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Appointment of Mr Angus Mason as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Appointment of Mr David Hutchison as a Director	<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).

RUB PRX501A



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STEP 1

STEP 2

STEP 3

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.

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 noon on Monday, 22 June 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

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

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

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**