

25 November 2010

The Manager  
Company Announcements  
ASX Limited  
20 Bridge Street  
SYDNEY NSW 2000

Dear Sir

**RE: RESULTS OF RESOLUTIONS – ANNUAL GENERAL MEETING**

As required by ASX Listing Rule 3.13.2, we advise that the following Resolutions were passed by shareholders on a show of hands at the Rubicon Group Limited Annual General Meeting held on Thursday, 25 November 2010.

Information about proxies is provided for the purposes of section 251AA of the Corporations Act 2001 (Cth).

**1. Advisory Resolution 2 – Adoption of Remuneration Report**

To adopt the Company's 2010 Remuneration Report.

Proxy Votes for the Resolution	21,080,075
Proxy Votes Against the Resolution	4,090,904
Proxy Votes Abstaining	40,200
Proxy Votes Exercised at the Discretion of the Proxy	979,800

**2. Special Resolution 3 – Amendments to Constitution**

To:

- a. delete and replace clause 29.3 of the Constitution of the Company; and
- b. amend clause 29.4 of the Constitution of the Company.

Proxy Votes for the Resolution	24,880,039
Proxy Votes Against the Resolution	297,440
Proxy Votes Abstaining	33,700
Proxy Votes Exercised at the Discretion of the Proxy	979,800

**3. Special Resolution 4 – Reinstatement of proportional takeover provision in Constitution**

To delete and replace clause 13 of the Constitution of the Company.

Proxy Votes for the Resolution	24,266,646
Proxy Votes Against the Resolution	884,533
Proxy Votes Abstaining	60,000
Proxy Votes Exercised at the Discretion of the Proxy	979,800

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**4. Ordinary Resolution 5 – Re-election of Robert Aitken**

To re-elect Robert Aitken as a Director of the Company.

Proxy Votes for the Resolution	23,086,667
Proxy Votes Against the Resolution	1,726,512
Proxy Votes Abstaining	-
Proxy Votes Exercised at the Discretion of the Proxy	1,377,800

**5. Ordinary Resolution 6 – Re-election of Russel Pillemer**

To re-elect Russel Pillemer as a Director of the Company.

Proxy Votes for the Resolution	22,491,884
Proxy Votes Against the Resolution	2,321,295
Proxy Votes Abstaining	-
Proxy Votes Exercised at the Discretion of the Proxy	1,377,800

**6. Ordinary Resolution 7 – Approval of the Employee Share Option Plan**

To approve the Employee Share Option Plan.

Proxy Votes for the Resolution	8,380,743
Proxy Votes Against the Resolution	3,855,985
Proxy Votes Abstaining	21,200
Proxy Votes Exercised at the Discretion of the Proxy	200,300

Yours sincerely


**SHARAD LOOMBA**

Company Secretary  
Rubicor Group Limited

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