

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2018 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) on Tuesday, 13 November 2018, 11am (Brisbane time) at the offices of Rubicor Group Limited, Level 17, 444 Queen Street, Brisbane QLD 4000.

The Explanatory Notes to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Notes 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 2018.

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 2018, 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 2018 Remuneration Report; or
- b. a closely related party of such a KMP.

However, a person described above may cast a vote on Item 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. The Chairman intends to vote undirected proxies (where the Chairman has been appropriately authorised) in favour of Item 2.

3. Re-Election of Director – Mr Angus Mason

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

"That Angus Mason, 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."

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, 11 November 2018 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, 11 November 2018 (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:

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.

Online:
(preferred) 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. 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

For all enquiries: Computershare Investor Services Pty Ltd, Within Australia 1300 850 505
Outside Australia +61 3 9415 4000

Corporate Representatives

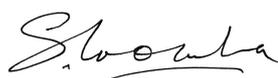
A body corporate which is a shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the Meeting. The appointment of the representative must comply with the requirements under section 250D of the Corporations Act. The representative should 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 8 November 2018.

By order of the Board,

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

SHARAD LOOMBA

Chief Operating Officer & Executive Director

12 October 2018

EXPLANATORY NOTES

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 2018 will be laid before the Meeting.

Together, the Financial Report, Directors' Report and the Independent Auditor's Report constitute the Company's 2018 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 2018 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 answer any written questions from the auditor and 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. 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. Item 2 is an advisory non-binding resolution.

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 and Key Management Personnel; 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 contained in the Company's 2018 Annual Report, at page 7, 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: Re-Election of Director – Mr Angus Mason

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. 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.

Angus Mason was appointed a Director on 20 August 2015. In accordance with clause 20.3 of the Constitution, Angus retires from office at the 2018 AGM and is eligible for election as a Director of the Company. Angus is also a director of Cashel House, the largest shareholder of Rubicor. He has extensive experience in financing and operations in the labour hire and recruitment sectors, having been a director and shareholder of Weststaff (Australia) Pty Ltd and Weststaff NZ Ltd.

Angus is the founder and CEO of Cashel House, a multi-family office, operating in Australia and Singapore providing financial advice, credit and debt assistance, insurance arrangement, investment and superannuation management and other wealth protection and advice solutions for clients with modest means through to the affluent.

The Directors, with Mr Angus Mason abstaining, unanimously recommend that shareholders vote in favour of this Resolution.



Rubicor Group Limited
ABN 74 110 913 365

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

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



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: 9999999

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, 11 November 2018

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 17, 444 Queen Street, Brisbane Queensland 4000 on Tuesday, 13 November 2018 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 Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 Re-Election of Director – Mr Angus Mason | <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 +