



ASX RELEASE – ASX:RFL

Rubik shareholders vote in favour of Scheme

Sydney, Australia, Wednesday 26 April 2017: Rubik Financial Limited (**Rubik**) is pleased to announce that the requisite majorities of Rubik shareholders today voted in favour of the scheme of arrangement between Rubik and its shareholders (**Scheme**), which is described in Rubik's scheme booklet dated 24 March 2017, under which Temenos Group AG (via its indirectly wholly-owned subsidiary Temenos Solutions Australia Pty Ltd (ACN 617 568 957)) will acquire all the issued ordinary shares in Rubik.

Voting Results

Rubik advises that the resolution to approve the Scheme (**Scheme Resolution**), as set out in the Notice of Scheme Meeting dated 24 March 2017, was passed by the requisite majorities of shareholders, with:

- ☐ 87.10% of Rubik shareholders present and voting (either in person or by proxy) in favour of the resolution; and
- ☐ 97.72% of votes cast in favour of the resolution.

The Scheme Resolution was decided by way of a poll. A full copy of the poll report submitted by the returning officer as appointed by Rubik is attached in Annexure A.

The results of the poll were as follows:

	For	Against	Abstain*	Total For or Against
Votes	299,439,319	6,992,740	6,248,000	306,432,059
Holders	270	40	-	310
Percentage of votes	97.72%	2.28%	-	-
Percentage of holders	87.10%	12.90%	-	-

* Note that votes relating to a shareholder who abstains from voting are not counted in determining the requisite majorities.

Rubik Financial Limited ABN 51 071 707 232
85 Castlereagh Street, Sydney, NSW, 2000

The proxies received were as follows:

	For	Against	Abstain*	Total For or Against
Votes	277,773,150	1,055,034	6,248,000	278,828,184
Holders	266	39	-	305
Percentage of votes	99.62%	0.38%	-	-
Percentage of holders	87.21%	12.79%	-	-

* Note that votes relating to a shareholder who abstains from voting are not counted in determining the requisite majorities.

Timetable

The Scheme remains subject to the approval of the Federal Court of Australia (**Court**) at a court hearing currently scheduled for 10:15am on Friday, 5 May 2017. Rubik will make a further announcement after the Court has considered Rubik's application. Should the Court approve the Scheme, Rubik will lodge the Court's orders with the ASIC, after which the Scheme will become effective.

The key dates for implementation of the Scheme are set out below.

Monday, 8 May 2017	Effective Date – this is the date on which the Scheme comes into effect and is binding on Scheme Shareholders, the Court order is lodged with ASIC and announced on Rubik's website.
Close of trading on Monday, 8 May 2017	Suspension of trading in Rubik Shares on the ASX. Scheme Shareholders must not dispose of, or purport or agree to dispose of, any Scheme Shares or any interest in them after the Effective Date. If the Scheme proceeds, close of trading on the Effective Date will be the last time that Scheme Shares can be disposed of.
7.00pm (Sydney time) on Monday, 15 May 2017	Scheme Record Date – all Rubik Shareholders who hold Rubik Shares on the Scheme Record Date will be entitled to receive the Scheme Consideration.

Monday, 22 May 2017 (the 5th Business Day after the Scheme Record Date)	<p>Implementation Date – all Scheme Shareholders will be sent the Scheme Consideration to which they are entitled on this date.</p> <p>Rubik will be removed from the official list of ASX.</p>
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All times and dates in the above timetable are references to the time and date in Sydney, New South Wales, Australia and all such times and dates are subject to change. Rubik may vary any or all of these dates and times and will provide reasonable notice of any such variation. Any changes will be announced by Rubik to ASX.

-Ends-

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Annexure A – Poll Report



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The Chairman
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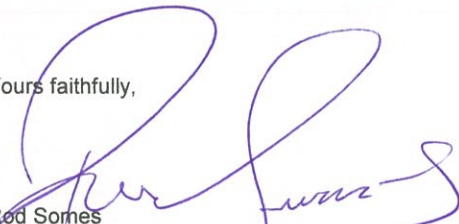
Wednesday, 26 April 2017

Dear Sir,

As scrutineer appointed for the purpose of the Poll taken at the Scheme Meeting of the Members of the Company held on 26 April 2017, I HEREBY CERTIFY that the result of the Poll is correctly set out as follows:-

	For				Against				
	Cards		Votes		Cards		Votes		
Voting in Person	4	80.00%	21,666,169	78.49%	1	20.00%	5,937,706	21.51%	27,603,875
Voting by Proxy	266	87.21%	277,773,150	99.62%	39	12.79%	1,055,034	0.38%	278,828,184
TOTAL	270	87.10%	299,439,319	97.72%	40	12.90%	6,992,740	2.28%	306,432,059

Yours faithfully,



Rod Somes
Computershare Investor Services Pty Limited