
RUBIK FINANCIAL LIMITED

ACN 071 707 232

NOTICE OF ANNUAL GENERAL MEETING

TIME: 3.00 pm (AEDT)

DATE: Thursday 27 November 2014

PLACE: Vaucluse Room
Level 21, 321 Kent Street,
Sydney, NSW, 2000

This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on (02) 9488-4000.

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TIME AND PLACE OF ANNUAL GENERAL MEETING AND HOW TO VOTE

VENUE

The Annual General Meeting of the Shareholders of the Company which this Notice of General Meeting relates to will be held at 3.00pm (AEDT) on Thursday 27 November 2014 at:

Vaucluse Room, Level 21, 321 Kent Street, Sydney, NSW, 2000

YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your shareholding and your vote is important. The Chairman will put Resolutions 1 to 2 to a poll at the meeting. Voting results on the resolutions that are put to the meeting (including the relevant proxy votes) will be announced to the Australian Securities Exchange (ASX) as soon as practicable after the meeting.

VOTING PROHIBITION STATEMENT

For all resolutions that are directly or indirectly related to the remuneration of a member of the Key Management Personnel of the Company (being resolution 2 of this Notice of Meeting), the Corporations Act restricts Key Management Personnel and their Closely Related Parties from voting in some circumstances.

A vote on Resolution 2 (Remuneration Report) must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Company's Remuneration Report or a Closely Related Party of such a member. However, the person (the **voter**) described above may cast a vote on Resolution 2 as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
- (b) the voter is the Chairman of the meeting, the appointment of the Chairman as proxy does not specify the way the proxy is to vote on Resolution 2 and expressly authorises the Chairman to exercise the proxy even if Resolution 2 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company (or, if the Company is part of a consolidated entity, for the entity).

VOTING IN PERSON

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the Appointment of Proxy Form enclosed with this Notice of Annual General Meeting as soon as possible and:

- (a) **mail only the Appointment of Proxy Form to Rubik Financial Limited, GPO Box 4808, Sydney, NSW, 2001; or**
- (b) fax only the Appointment of Proxy Form to the Company on facsimile number +61 2 9449 1116; or,
- (c) deliver in person only the Appointment of Proxy Form to Rubik Financial Limited, Level 21, 321 Kent Street, Sydney, NSW, 2000

so that it is received not later than 10.00am (AEDT) on Sunday, 23 November 2014.

Appointment of Proxy Forms received later than this time will be invalid.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of the Company will be held at Sydney at 3.00pm (AEDT) on Thursday 27 November 2014.

The Explanatory Statement (Part A) to this Notice of Annual General Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the proxy form are part of this Notice of Annual General Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company on Sunday 23 November 2014 at 10.00am (AEDT). Accordingly, Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

Terms and abbreviations used in this Notice of Annual General Meeting and Explanatory Statement are defined in the Glossary.

AGENDA

ORDINARY BUSINESS

ANNUAL REPORT

To receive and consider the Directors' Report and Financial Report for the year ended 30 June 2014 and the Auditor's Report on the Financial Report.

RESOLUTION 1 – RE-ELECTION OF MR. ANDREW MOFFAT AS A DIRECTOR

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

"That Mr Andrew Moffat who retires in accordance with clause 7.1(e)(1) of the Company's Constitution and being eligible, offers himself for re-election, be re-elected as a Director."

RESOLUTION 2 – REMUNERATION REPORT

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That the Remuneration Report of the Company for the financial year ended 30 June 2014 is adopted."

In accordance with section 250R of the Corporations Act 2001 (Cth) (Corporations Act), the vote on Resolution 2 will be advisory only. The Remuneration Report, which forms part of the Directors Report, is set out on pages 15 to 25 of the 2014 Annual Report, which has been posted on the Rubik website.

DATED: Monday 20th October 2014

BY ORDER OF THE BOARD



DARIUS COENEY
COMPANY SECRETARY

EXPLANATORY STATEMENT TO SHAREHOLDERS – PART A

This Explanatory Statement (Part A) has been prepared to assist Shareholders of the Company in understanding the Resolutions and business to be put to Shareholders for their consideration at the forthcoming 2014 Annual General Meeting of the Company as outlined in the attached Notice.

This Explanatory Statement contains information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Annual General Meeting.

ORDINARY BUSINESS

ANNUAL REPORT

The first item of the Notice deals with the presentation of the financial report and reports of the Directors and auditor of the Company for the year ended 30 June 2014. Shareholders should consider the documents and raise any matters of interest with the Directors when this item is being considered. A reasonable opportunity will be given to Shareholders as a whole at the Meeting to ask the Company's auditor, KPMG, questions relevant to the conduct of the audit, the preparation and content of the auditor's report, 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.

In accordance with section 317 of the Corporations Act, no shareholder vote is required in respect of this item.

RESOLUTION 1 – RE-ELECTION OF MR. ANDREW MOFFAT AS A DIRECTOR

It is a requirement under clause 7.1(e)(1) of the Company's Constitution that there be rotation of Directors. Accordingly, Mr Andrew Moffat retires from office. Being eligible, he has offered himself for re-election as a Director of the Company.

Andrew has in excess of 20 years of corporate and investment banking experience and is the sole principal of Cowoso Capital Pty Ltd. Andrew is the Chairman of Pacific Star Network Limited and Keybridge Capital Ltd. Andrew has a Bachelor of Business from Curtin University.

RESOLUTION 2 – REMUNERATION REPORT

Section 250R(2) of the Corporations Act requires the Company to propose a resolution that the Remuneration Report be adopted. Section 250R(3) provides that the vote on this resolution is advisory only and does not bind the Company or the Directors of the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company. In accordance with the Corporations Act, Shareholders as a whole will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report located on pages 15 to 25 of the Company's 2014 Annual Report.

The voting prohibition statement for this resolution is set out on page 1 of this Notice of Meeting.

The Directors unanimously recommend that shareholders vote in favour of adopting the Remuneration Report.

GLOSSARY

ASX means ASX Limited (ACN 008 624 691).

Board means the board of Directors of the Company as constituted from time to time.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth).

Company means Rubik Financial Limited (ACN 071 707 232).

Constitution means the Constitution of the Company.

Corporations Act means the Corporations Act 2001 (Cth).

Directors mean the directors of the Company.

AEDT means Australian Eastern Daylight Time, New South Wales.

Explanatory Statement means the explanatory statement accompanying the Notice.

General Meeting means the meeting convened by the Notice.

Key Management Personnel has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

Listing Rules mean the Listing Rules of ASX.

Notice means the notice of Annual General Meeting, which forms part of this Memorandum.

Resolutions mean the resolutions set out in the Notice, or any one of them, as the context requires.

Share or **Shares** means a fully paid ordinary share or shares in the capital of the Company.

Shareholder means a holder of a Share.

APPOINTMENT OF PROXY FORM

RUBIK FINANCIAL LIMITED
GPO BOX 4808
SYDNEY NSW 2001

ABN 51 071 707 232

I/We

being a Shareholder entitled to attend and vote at the Annual General Meeting, hereby appoint:

Name of proxy

or failing the person so named or, if no person is named, the Chairman of the Annual General Meeting or the Chairman's nominee, to vote in accordance with the following directions or, if no directions have been given, as the proxy sees fit at the Annual General Meeting to be held at 3.00pm (AEDT) on Thursday, 27 November 2014 at Level 21, 321 Kent Street, Sydney, NSW, 2000 and at any adjournment thereof. If no directions are given, the Chairman intends to vote all available proxies in favour of all resolutions.

Voting on Business of the Annual General Meeting

Ordinary Business

FOR **AGAINST** **ABSTAIN**

Resolution 1: Re-election of Mr Andrew Moffat as a Director

☐☐☐

Resolution 2: Adoption of Remuneration Report

☐☐☐

Important for Resolution 2 - if the Chairman of the Meeting is your proxy or is appointed as your proxy by default

If you do not mark the box below, and you have not otherwise directed the Chairman your proxy how to vote on Resolution 2, the Chairman will not cast votes as your proxy on Resolution 2, and your votes will not be counted in computing the required majority if a poll is called on Resolution 2.

☐ **Chairman authorised to exercise proxies on remuneration related resolutions (Resolution 2)**

Where I/We have appointed the Chairman as my/our proxy (or the Chairman becomes my/our proxy by default), I/We expressly authorise the Chairman to exercise my/our proxy in respect of Resolutions 2 even though Resolution 2 is connected directly or indirectly with the remuneration of a member of the key management personnel.

YOU MUST EITHER MARK THE BOXES DIRECTING YOUR PROXY HOW TO VOTE OR MARK THE BOX ABOVE INDICATING THAT YOU HAVE AUTHORISED THE CHAIR TO VOTE, OTHERWISE THIS APPOINTMENT OF PROXY FORM WILL BE DISREGARDED.

If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your Shares are not to be counted in computing the required majority on a poll.

Signed this

day of

2014

By: Individuals and joint holders

Companies (affix common seal if appropriate)

Signature

Director

Signature

Director/Company Secretary

Signature

Sole Director and Sole Company Secretary
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Instructions for Completing 'Appointment of Proxy' Form

1. A Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies to attend and vote on their behalf. Where more than one proxy is appointed, such proxy must be allocated a proportion of the Shareholder's voting rights. If the Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.
2. A duly appointed proxy need not be a Shareholder. In the case of joint holders, all must sign the Appointment of Proxy Form.
3. Corporate Shareholders should comply with the execution requirements set out on the Appointment of Proxy Form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
 - two directors of the company;
 - a director and a company secretary of the company; or
 - for a proprietary company that has a sole director who is also the sole company secretary – that director.

For the Company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

4. Completion of an Appointment of Proxy Form will not prevent individual Shareholders from attending the Annual General Meeting in person if they wish. Where a Shareholder completes and lodges a valid Appointment of Proxy form and attends the Annual General Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Annual General Meeting.
5. Where an Appointment of Proxy form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.
6. To vote by proxy, please complete and sign the Appointment of Proxy Form enclosed with this Notice as soon as possible and either:
 - (a) **mail only the Appointment of Proxy Form to Rubik Financial Limited,
GPO Box 4808, Sydney, NSW, 2001; or**
 - (b) fax only the Appointment of Proxy Form to the Company on facsimile number +61 2 9449 1116; or,
 - (c) deliver in person only the Appointment of Proxy Form to Rubik Financial Limited, Level 21, 321 Kent Street, Sydney, NSW,

so that it is received not later than 10.00am (AEDT) on Sunday, 23 November 2014.

Appointment of Proxy Forms received later than this time will be invalid.