

6 November 2014

Company Announcements Office
Australian Stock Exchange
Exchange Centre
20 Bridge Street
Sydney, NSW 2000

Electronic Lodgement

Offer by Rubik Financial Limited (RFL) to buy-back unmarketable parcels of shares

Rubik Financial Limited (ASX: RFL) is pleased to announce the details of a buy-back for holders of unmarketable parcels of shares (**Eligible Shareholders**) in the Company (**Buy-Back**).

Under the Listing Rules of the Australian Securities Exchange, any shareholding valued at less than \$500 is considered to be an "unmarketable parcel" of shares. The Buy-Back will allow Eligible Shareholders who hold unmarketable parcels of shares in Rubik to sell their shares back to the Company at the Buy-Back price of \$0.279 per share.

Based on the Buy-Back price and the share register of Rubik as at 7pm (AEDT) on 4th November 2014 (**Record Time**):

1. an unmarketable parcel of shares is any shareholding of 1,792 or less;
2. 1,921 out of 4,275 shareholders hold an unmarketable parcel; and
3. the aggregate value of the RFL ordinary shares held by all holders of unmarketable parcels is \$411,736.80

RFL shareholders who own 1,793 or more shares will not be eligible to participate in this Buy-Back.

Rubik values all its shareholders and is offering this Buy-Back to assist Eligible Shareholders to sell and realise their shares without incurring brokerage and other expenses. Rubik will pay for all costs related with this Buy-Back (excluding tax consequences from the sale, which remain the responsibility of the shareholder) and expects to reduce administrative costs associated with maintaining a large number of very small holdings.

The attached letter will be sent to the Eligible Shareholders. Those who wish to retain their shares must complete and sign the Share Retention Form and forward it to the address on the form, to be received no later than 5pm (AEDT) on 24 December 2014 (**Closing Time**).

For and on behalf of the Board



Darius Coveney
Company Secretary



Rubik Financial Ltd ABN 51 071 707 232

Level 21, 321 Kent Street

Sydney NSW 2000

T: +61 2 9488 4000 **F:** +61 2 9449 1116

www.rubik.com.au

6 November 2014

Dear Shareholder

Offer by Rubik Financial Limited (RFL) to buy-back unmarketable parcels of shares

As announced on 6 November 2014, Rubik Financial Limited (“**RFL**” or “the **Company**”) intends to complete a minimum holding share buy-back for holders of unmarketable parcels of shares in RFL (**Eligible Shareholder**) as at 7pm (AEDT) on 4 November 2014 (**Record Time**).

The directors of RFL recognise that holders of RFL shares with a value of \$500 or less may encounter difficulties selling their shares on the ASX. In order to allow these shareholders to sell their shares without incurring brokerage and other expenses, and to reduce the administrative and registry costs for RFL that are associated with unmarketable parcels, the directors have resolved to undertake a buy-back of unmarketable parcels of RFL shares under the terms set out in this letter and the procedures in Division 2 Part 2J.1 of the *Corporations Act 2001* (Cth) and the Company’s constitution (**Buy-Back**).

Shares purchased by the Company under the Buy-Back will be cancelled.

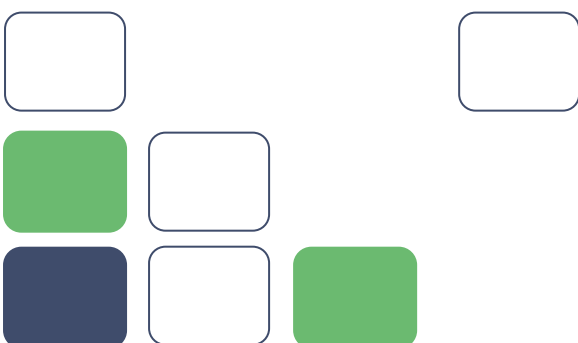
Under the Listing Rules of the Australian Securities Exchange, any shareholding valued at less than \$500 is considered to be an “unmarketable parcel” of shares. Based on the buy-back price of \$0.279 per share, being the Volume Weighted Average Price for the 10 day trading period from 22 October 2014 to 4 November 2014 (**Buy-Back Price**), an unmarketable parcel is 1,792 shares or less. Our share registry shows that the number of shares held by you or an entity that is associated with you is an unmarketable parcel, which makes you one of the Eligible Shareholders.

On the basis of the Buy-Back Price and the register of members of the Company as at the Record Time:

1. 1,921 out of 4,275 RFL shareholders hold an unmarketable parcel; and
2. the aggregate value of the RFL ordinary shares held by all holders of unmarketable parcels is \$411,736.80.

The Buy-Back will proceed as follows:

1. The closing time by which Eligible Shareholders who wish to retain their holding must notify the Company of their intention, using the enclosed Share Retention Form is 5pm on 24 December 2014 (**Closing Time**), being at least 6 weeks from the date of this Offer;
2. Upon the expiry of the Closing Time, the directors will resolve to buy-back all the RFL shares of Eligible Shareholders who do not wish to retain their shareholding, have not completed and have not returned the enclosed Share Retention Form by the Closing Time (**Accepting Shareholders**);
3. The sale proceeds will be remitted by cheque to the Accepting Shareholders as soon as possible; and
4. RFL shares purchased by the Company under this Buy-Back will be cancelled.



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Your options:

1. If you would like RFL to purchase your unmarketable parcel of shares at \$0.279 per share, you do **not** need to do anything.
2. If you do **not** want your shares to be purchased by the Company under the Buy-Back, you must:
 - a. complete the enclosed Share Retention Form and return it to the address set out on the Share Retention Form by the Closing Time (i.e. no later than 5pm (AEDT) on 24 December 2014); or
 - b. top up your holding to a marketable parcel by either merging multiple holdings or acquiring additional RFL shares on market such that your registered holding at the Closing Time is greater than 1,792 shares.

You are advised to allow reasonable time for the Share Retention Form to be received by the Company. If you hold shares in multiple holdings, some of which are unmarketable parcels, then the Company will purchase those unmarketable parcels unless a Share Retention Form is received for each holding.

It is important to note that the market price of RFL shares will change from time to time. The Buy-Back Price under the Buy-Back may be more or less than the actual market price at the time of the sale and may not be the best price obtainable on the day on which your RFL shares are bought back. The Company will not buy-back your shares if you wish to retain your shareholding and you complete and return the enclosed Share Retention Form as set out above.

RFL makes no recommendation as to whether you should participate in the Buy-Back. You should seek independent professional advice when deciding whether to retain your shares and if you have any questions on how the sale may affect you.

While the Company will pay for all costs associated with this sale, any taxation consequences arising from the sale of unmarketable parcel under this Buy-Back will be your responsibility. Please consult your legal, financial or taxation advisor if you require information regarding possible taxation implications of the sale of unmarketable parcels under the Buy-Back.

If you require further information in respect of the Buy-back, please contact the Company on +61 2 9488 4000.

For and on behalf of the Board

A handwritten signature in black ink, appearing to read "Darius Coveney".

Darius Coveney
Company Secretary

**Return your Form to the Company's
share registry:**

✉ **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 52
Melbourne Victoria 3001
Australia

For all enquiries:

☎ **Phone:**
Company: +61 2 9488 4000

000001 000 RFL

Share Retention Form

 **If you wish to retain your securities, your form must be received by Wednesday, 24 December 2014**

This is an important document that requires your immediate attention. It can only be used in relation to the securityholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

Step 1: Securityholder Details

Use this form if you wish to retain your securities in Rubik Financial Limited. If you have recently bought or sold securities your holding may differ from that shown. If you have already sold all your securities in Rubik Financial Limited, do not complete or return this form. If you have more than one holding on Rubik Financial Limited's register and you do not sell your securities under the Unmarketable Parcel Sale Facility, you should consider consolidating them. For further advice on how to do this, contact Computershare Investor Services Pty Limited ("CIS") on the number above.

Please check the details provided and update your address via www.investorcentre.com if any of the details are incorrect. If you have a CHESS sponsored holding, please contact your Controlling Participant to notify a change of address.

Step 2: Signing Instructions

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 must sign.

Power of Attorney: Where signing as Power of Attorney (POA), you must attach an original certified copy of the POA to this form.

Companies: Where the holding is in the name of a Company, this form must be signed in accordance with the Corporations Act, either as:

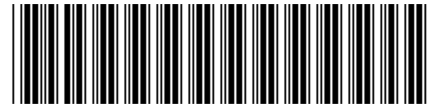
- a Sole Director and Sole Company Secretary **OR** a Sole Director (if no Company Secretary exists), **OR**
- two Directors, **OR**
- a Director and Secretary.

Overseas Companies: Where the holding is in the name of an Overseas company (companies incorporated outside Australia) the form must be signed as above, or documentation must be provided showing that the company can sign in an alternate manner.

Deceased Estate: All executors must sign and a certified copy of the Death Certificate and Will must accompany this form.

Entering contact details is not compulsory, but will assist us if we need to contact you.

Turn over to complete the form →



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Share Retention Form

For your security keep your SRN/
HIN confidential.

STEP 1 Securityholder Details



For Issuer Sponsored Holdings Only Change of Address

If incorrect, mark this box and make the correction in the space to the left.

Securities held as at Tuesday, 4 November 2014:

STEP 2 Signature of Securityholder(s) *This section must be completed.*

By signing and returning this form, I/we confirm that I/we understand that my/our securities will NOT be sold under the Unmarketable Parcel Sale Facility

Individual or Securityholder 1

Sole Director and Sole Company Secretary/
Sole Director (cross out titles as applicable)

Securityholder 2

Director

Securityholder 3

Director/Company Secretary
(cross out titles as applicable)

Contact
Name

Contact
Daytime
Telephone

Date / /

Email
Address

Privacy Notice

The personal information you provide on this form is collected by Computershare Investor Services Pty Limited (CIS), as registrar for the securities issuers (the issuer), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at <http://www.computershare.com/au>.