



**ASX Release – ASX:RFL  
Proposed Capital Raising  
and Appendix 3B**

For Immediate Release: 17 March 2016

**Proposed Capital Raising**

Rubik Financial Ltd (**Rubik** or the **Company**) today informs the market that the Board of Directors has resolved to undertake a proposed capital raising by way of a non-renounceable 1:7 rights issue at a price of \$0.10 per share, subject to the satisfaction of various conditions precedent. Such a raising would see the Company issue up to approximately 52.9m new shares, raising approximately \$5m (net of costs).

Rubik's Directors, CEO, CFO and the Company's two largest shareholders have each confirmed that they currently intend to take up their full entitlements under the proposed rights issue (such that they maintain, in aggregate, 42% of the Company's ordinary shares on issue, prior to any additional share purchase via an underwriting or shortfall allocation).

In addition to taking up his entitlements, Iain Dunstan, Rubik's CEO, has indicated that he currently intends to apply for up to 2 million shares in a shortfall application.

**Use of Funds**

The purpose of the proposed rights issue is to provide capital for the following:

- Up to \$3m to accelerate the Company's key banking and wealth innovation pipeline, including investment in:
  - our joint development project with Temenos to create a best in class digital banking experience for the Australian market and expanded market opportunities for Rubik; and
  - development of enhanced Provisio product functionality to maintain our position as the leading provider of scaled/robo advice in the Australian market and grow recurring wealth revenues.
- Up to \$2m to repay outstanding short term debt.
- Any balance will be used to meet the costs of this capital raising and fund the general working capital requirements of the business.

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If the conditions precedent to the proposed rights issue are satisfied and the rights issue proceeds, final details of the use of funds (which may differ to the above) will be disclosed in the offer materials dispatched to shareholders.

## **Underwriting**

The Company is currently in discussions with Viburnum Funds Pty Ltd (**Viburnum Funds**) (the Company's largest shareholder (19.01%)) regarding the possibility of Viburnum Funds underwriting the rights issue, however there is no guarantee that the parties will agree or enter into any underwriting arrangements on acceptable terms or at all. Viburnum Funds has also advised the Company that it is currently in discussions with various potential sub-underwriters.

If the conditions precedent to the proposed rights issue, including the Company agreeing and entering into suitable underwriting arrangements and obtaining all necessary regulatory approvals, are not satisfied within a reasonable period and the proposed rights issue does not proceed, the Company may pursue alternative funding arrangements to those outlined above.

Final details of the proposed rights issue, including any indicative timetable and offer materials, will be provided if and when available. In the meantime, we attach an Appendix 3B setting out the impact should the proposed rights issue go ahead as currently planned.

Andrew Moffat  
Director  
Rubik Financial Ltd

Darius Coveney  
Company Secretary  
Rubik Financial Ltd

-Ends-

## **About Rubik**

Rubik Financial Limited (ASX:RFL) is the largest Australian financial services software house by client numbers, servicing 110 out of 171 Australian Authorised Deposit taking Institutions (ADIs), including all 4 major Australian banks. Rubik's software includes financial planning software, mortgage software, core banking systems and other banking solutions. Rubik is ISO9001 and ISO27001 certified.

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Rubik Financial Limited (Rubik)

ABN

51 071 707 232

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |   |                                     |
|---|---|-------------------------------------|
| 1 | +Class of +securities issued or to be issued  | Fully paid ordinary shares (Shares) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | 52,948,384                          |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Fully paid ordinary shares          |

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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<p>4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>Yes – Shares will rank pari passu with existing ordinary shares</p>
<p>5 Issue price or consideration</p>	<p>\$0.10 per Share</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>As described in the accompanying ASX release, namely:</p> <ul style="list-style-type: none"> <li>- Up to \$3m to accelerate the Company's key banking and wealth innovation pipeline, including investment in: <ul style="list-style-type: none"> <li>- our joint development project with Temenos to create a best in class digital banking experience for the Australian market and expanded market opportunities for Rubik; and</li> <li>- development of enhanced Provisio product functionality to maintain our position as the leading provider of scaled/robo advice in the Australian market and grow recurring wealth revenues.</li> </ul> </li> <li>- Up to \$2m to repay outstanding short term debt.</li> <li>- Any balance will be used to meet the costs of this capital raising and fund the general working capital requirements of the business.</li> </ul>

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+ See chapter 19 for defined terms.

6a	Is the entity an <sup>+</sup> eligible entity that has obtained security holder approval under rule 7.1A?  If Yes, complete sections 6b – 6h <i>in relation to the <sup>+</sup>securities the subject of this Appendix 3B</i> , and comply with section 6i	No
6b	The date the security holder resolution under rule 7.1A was passed	N/A
6c	Number of <sup>+</sup> securities issued without security holder approval under rule 7.1	N/A
6d	Number of <sup>+</sup> securities issued with security holder approval under rule 7.1A	N/A
6e	Number of <sup>+</sup> securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A
6f	Number of <sup>+</sup> securities issued under an exception in rule 7.2	N/A
6g	If <sup>+</sup> securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the <sup>+</sup> issue date and both values. Include the source of the VWAP calculation.	N/A
6h	If <sup>+</sup> securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	N/A

<sup>+</sup> See chapter 19 for defined terms.

## Appendix 3B

### New issue announcement

7	<p><b>+Issue dates</b></p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	To be advised
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8	Number and +class of all +securities quoted on ASX ( <i>including</i> the +securities in section 2 if applicable)	Number	+Class
		Should the rights issue go ahead as contemplated in the accompanying release, and assuming the options set out at question 9 below are not exercised prior to the record date for the rights issue, there would be 423,587,074 quoted Shares on issue after completion of the rights issue.	Fully paid ordinary shares

9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	Number	+Class
		1,000,000	Unlisted options exercisable at 17.4 cents each with expiry date of 12 April 2016  (Assumes options are not exercised prior to record date for the rights issue)

10	<p><b>Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)</b></p>	Same as existing fully paid ordinary shares
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## Part 2 - Pro rata issue

11	<p><b>Is security holder approval required?</b></p>	No
12	<p><b>Is the issue renounceable or non-renounceable?</b></p>	Non-renounceable

+ See chapter 19 for defined terms.

13	Ratio in which the <sup>+</sup> securities will be offered	1:7
14	<sup>+</sup> Class of <sup>+</sup> securities to which the offer relates	Fully Paid Ordinary shares
15	<sup>+</sup> Record date to determine entitlements	To be advised
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No
17	Policy for deciding entitlements in relation to fractions	Rounded up
18	Names of countries in which the entity has security holders who will not be sent new offer documents  <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	All countries other than Australia and New Zealand and any other jurisdictions into which it is decided to make offers
19	Closing date for receipt of acceptances or renunciations	To be advised
20	Names of any underwriters	To be advised
21	Amount of any underwriting fee or commission	To be advised
22	Names of any brokers to the issue	None
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A

<sup>+</sup> See chapter 19 for defined terms.

## Appendix 3B

### New issue announcement

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26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	To be advised
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	<sup>+</sup> Issue date	To be advised

## Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

34 Type of <sup>+</sup>securities  
(tick one)

(a) ☐ <sup>+</sup>Securities described in Part 1

(b) ☐ All other <sup>+</sup>securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

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<sup>+</sup> See chapter 19 for defined terms.



**Entities that have ticked box 34(a)**

**Additional securities forming a new class of securities**

*Tick to indicate you are providing the information or documents*

- 35 ☐ If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36 ☐ If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over
- 37 ☐ A copy of any trust deed for the additional +securities

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+ See chapter 19 for defined terms.

**Entities that have ticked box 34(b)**


38	Number of +securities for which +quotation is sought	N/A	
39	+Class of +securities for which quotation is sought	N/A	
40	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"><li>the date from which they do</li><li>the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li><li>the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li></ul>	N/A	
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>	N/A	
42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	Number	+Class
		N/A	N/A

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+ See chapter 19 for defined terms.

### Quotation agreement

- 1      +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2      We warrant the following to ASX.
- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those +securities should not be granted +quotation.
  - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.
- Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
  - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3      We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4      We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: .....  ..... Date: 17 March 2016  
(~~Director~~/Company secretary)

Print name:      Darius Coveney .....

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+ See chapter 19 for defined terms.

## Appendix 3B – Annexure 1

### Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

#### Part 1

Rule 7.1 – Issues exceeding 15% of capital	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>Insert</b> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	
<b>Add</b> the following: <ul style="list-style-type: none"><li>• Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2</li><li>• Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval</li><li>• Number of partly paid +ordinary securities that became fully paid in that 12 month period</li></ul> <b>Note:</b> <ul style="list-style-type: none"><li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li><li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li><li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li></ul>	
<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period	
<b>“A”</b>	

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+ See chapter 19 for defined terms.

<b>Step 2: Calculate 15% of “A”</b>	
<b>“B”</b>	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply “A” by 0.15</b>	
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	
<b>“C”</b>	
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
<p><b>“A” x 0.15</b></p> <p><i>Note: number must be same as shown in Step 2</i></p>	
<p><b>Subtract “C”</b></p> <p><i>Note: number must be same as shown in Step 3</i></p>	
<b>Total [“A” x 0.15] – “C”</b>	<i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

## Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>“A”</b>  <i>Note: number must be same as shown in Step 1 of Part 1</i>	
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	0.10  <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A  <b>Notes:</b> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities – not just ordinary securities</i></li> <li>• <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	
<b>“E”</b>	

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+ See chapter 19 for defined terms.

<b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b>	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	
<b>Subtract “E”</b> <i>Note: number must be same as shown in Step 3</i>	
<b>Total</b> [“A” x 0.10] – “E”	<i>Note: this is the remaining placement capacity under rule 7.1A</i>

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+ See chapter 19 for defined terms.