



**Rubik Financial Limited**  
**ABN 51 071 707 232**

## **Notice of Annual General Meeting**

**Time** 3.00 pm (AEDT)  
**Date** Tuesday 29 November 2016  
**Place** Rubik Financial Limited  
Level 10, 85 Castlereagh 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 +61 2 9488 4000.**

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## TIME AND PLACE OF ANNUAL GENERAL MEETING AND HOW TO VOTE

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### VENUE

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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 Tuesday 29 November 2016 at the offices of Rubik Financial Limited, Level 10, 85 Castlereagh Street, Sydney, NSW, 2000

### YOUR VOTE IS IMPORTANT

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The business of the Annual General Meeting affects your shareholding and your vote is important. The Chairman will put Resolutions 1 to 3 to a vote 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 IN PERSON

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

### VOTING BY PROXY

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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 Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria 3001; or
- (b) fax only the Appointment of Proxy Form on facsimile number: 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia); or
- (c) deliver in person only the Appointment of Proxy Form to Rubik Financial Limited, Level 10, 85 Castlereagh Street, Sydney, NSW, 2000

so that it is received not later than 3.00pm (AEDT) on Sunday, 27 November 2016.

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

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## NOTICE OF ANNUAL GENERAL MEETING

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Notice is given that the Annual General Meeting of Shareholders of the Company will be held at Sydney at 3.00 pm (AEDT) on Tuesday 29 November 2016.

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 sent with this Notice, 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, 27 November 2016 at 7:00pm (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.

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## AGENDA

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### ORDINARY BUSINESS

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#### ANNUAL REPORT

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To receive and consider the Directors' report and Financial report for the year ended 30 June 2016 and the Auditor's report on the Financial report.

#### RESOLUTION 1 – RE-ELECTION OF MR. CRAIG COLEMAN AS A DIRECTOR

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

*"That Mr. Craig Coleman who retires in accordance with clause 7.1 of the Company's Constitution, and being eligible offers himself for re-election, be re-elected as a Director."*

#### RESOLUTION 2 – RE-ELECTION OF MR. PETER CLARE AS A DIRECTOR

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

*"That Mr. Peter Clare who retires in accordance with clause 7.1 of the Company's Constitution, and being eligible offers himself for re-election, be re-elected as a Director."*

#### RESOLUTION 3 – REMUNERATION REPORT

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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 2016 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 33 to 43 of the 2016 Annual Report, which has been posted on the Rubik website.

**Voting exclusion statement:** A vote on Resolution 2 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 Company need not disregard a vote if the vote is cast by:

- (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

DATED: 28 October 2016

BY ORDER OF THE BOARD



**DARIUS COVENEY**  
**COMPANY SECRETARY**

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## **EXPLANATORY STATEMENT TO SHAREHOLDERS**

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This Explanatory Statement 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 2016 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.

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## **ORDINARY BUSINESS**

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### **ANNUAL REPORT**

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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 2016. 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. CRAIG COLEMAN AS A DIRECTOR**

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It is a requirement under clause 7.1 of the Company's Constitution that there be rotation of Directors. Accordingly, Mr. Craig Coleman retires from office. Being eligible, he has offered himself for re-election as a director of the Company.

Craig is Executive Chairman of Viburnum Funds Pty Ltd, a boutique fund manager. He is a former Managing Director of Home Building Society Limited and prior to this held a number of senior executive positions and directorships with ANZ Banking Group Ltd including Managing Director Banking Products, Managing Director Wealth Management and Non-Executive Director of E\*Trade Australia Limited. Craig has a Bachelor of Commerce from University of Western Australia.

*The Directors (with Mr. Coleman abstaining) unanimously recommend that shareholders vote in favour of Mr. Coleman's re-election as a director of the Company.*

### **RESOLUTION 2 – RE-ELECTION OF MR. PETER CLARE AS A DIRECTOR**

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It is a requirement under clause 7.1 of the Company's Constitution that a director appointed by the Board retires at the next Annual General Meeting of the Company. Mr. Peter Clare was appointed as a director of the Company by the Board on 1 July 2016. Accordingly, Mr. Peter Clare retires from office. Being eligible, he has offered himself for re-election as a director of the Company.

Peter has been in the banking industry for more than 20 years, most recently as the Chief Executive Officer of Westpac New Zealand Limited. He is also a member of several fintech-related boards and brings broad industry experience, both national and international.

Peter has a MBA from Macquarie University and holds a Bachelor of Commerce in Accounting, Finance and Systems from the University of New South Wales.

*The Directors (with Mr. Clare abstaining) unanimously recommend that shareholders vote in favour of Mr Clare's re-election as a director of the Company.*

### **RESOLUTION 3 – REMUNERATION REPORT**

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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 33 to 43 of the Company's 2016 Annual Report.

The voting prohibition statement for this Resolution is set out below the specific resolution in this Notice of Meeting.

*Noting that each Director has a personal interest in their own remuneration from the Company, as described in the Remuneration report, the Directors unanimously recommend that shareholders vote in favour of adopting the Remuneration report.*

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## GLOSSARY

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**AEDT** means **Australian Eastern Daylight Time**, New South Wales.

**Associate** has the meaning given in sections 12 and 16 of the Corporations Act. Section 12 is to be applied as if paragraph 12(1)(a) included a reference to the Listing Rules and on the basis that the Company is the designated body for the purposes of that section. A related party of a director or officer of the Company or of a Child Entity of the Company is to be taken to be an associate of the director or officer unless the contrary is established.

**ASX** means ASX Limited (ACN 008 624 691).

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

**Child Entity** means an entity controlled by the Company (within the meaning of section 50AA of the Corporations Act) or a subsidiary of the Company.

**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 (ABN 51 071 707 232).

**Constitution** means the Constitution of the Company.

**Corporations Act** means the Corporations Act 2001 (Cth).

**Directors** mean the directors of the Company.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**General Meeting** means the meeting convened by the Notice.

**Group** means the Company and its subsidiaries.

**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.

**Trading Day** means a day determined by ASX to be a trading day in accordance with the Listing Rules.

**Lodge your vote:**



**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](http://www.intermediaryonline.com)

**For all enquiries call:**

(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

**Proxy Form**

**XX**

**For your vote to be effective it must be received by 3.00pm (AEDT) Sunday, 27 November 2016**

**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**

**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](http://www.investorcentre.com) under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**Turn over to complete the form →**



View the annual report 24 hours a day, 7 days a week:

**[www.rubik.com.au](http://www.rubik.com.au)**

To view and update your securityholding:

**[www.investorcentre.com](http://www.investorcentre.com)**

**Your secure access information is:**



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.



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**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.

## 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 Rubik Financial Limited hereby appoint

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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 Rubik Financial Limited to be held at Rubik Financial Limited, Level 10, 85 Castlereagh Street, Sydney, New South Wales on Tuesday, 29 November 2016 at 3.00pm (AEDT) and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolution:** 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 Resolution 3 (except where I/we have indicated a different voting intention below) even though Resolution 3 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 Resolution 3 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
Resolution 1	Re-election of Mr. Craig Coleman as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr. Peter Clare as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Remuneration Report	<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    /    /