

Corporate governance statement

30 June 2016

The Board is responsible for the corporate governance of the Company and consolidated entity ("Rubik"), and must ensure that Rubik is managed appropriately. Rubik's directors are committed to maintaining accountability and to ensuring that control systems appropriate for the risks involved are implemented across the Rubik group. This enables Rubik to create value for its shareholders and optimise its long-term performance.

The table below summarises Rubik's compliance with the third edition of the Corporate Governance Principles and Recommendations published by the ASX Corporate Governance Council ("the principles"). Rubik's corporate governance practices were in place for the financial year ended 30 June 2016 and to the date of signing the Directors' report (available in the latest Annual Report). For further information on Rubik's corporate governance practices and policies please refer to Rubik's website at www.rubik.com.au ("Website").

Principles	Compliance	Comply
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Principle 1 – Lay solid foundations for management and oversight

1.1 Disclose the respective roles and responsibilities of the Board and management and the matters reserved for the Board and those delegated to management

The Board has formalised its role and its relationship with management in a Board Charter. The chief role of the Board is to advance the business of the Company and protect the interests of shareholders. Its responsibilities include the overall strategic direction of the consolidated entity, establishing goals for management and monitoring the attainment of those goals within its risk appetite. A copy of the Board Charter is available on Rubik's Website.

On appointment of a director, Rubik issues a letter of appointment setting out the terms and conditions of appointment to the Board.

The Board has delegated responsibility for the implementation of its strategic objectives and day-to-day operation and administration of Rubik to the senior executive team, led by the Chief Executive Officer. The senior executive team are responsible for reporting to the Board and providing them with relevant information to perform their objectives. The Board has also adopted a Delegation of Authority Policy that sets the limits of authority for management and staff.

Complies

1.2 (a) Undertake checks before appointing or proposing a director, and
(b) Provide security holders with all relevant information prior to voting on whether or not to elect or re-elect a director

There is a formal and transparent procedure for the appointment of new directors to the Board.

The Board is responsible for establishing criteria for Board membership and identifying and nominating directors. Board membership is reviewed annually to ensure the Board has an appropriate mix of qualifications, skills and experience. External advisors may be used to assist in this process. Directors confirm each year that they are not disqualified from acting. Candidates are appointed by the Board and must stand for election at the next general meeting of shareholders.

Details of the Board and Committee membership as at 30 June 2016 are set out below:

	Full Board	Audit, Risk and Compliance	Remuneration
C Coleman*	Chair	-	Chair
A Moffat	Member	Chair	Member
J Wilson	Member	Member	Member

**Not independent*

Craig Coleman is not considered to be independent by virtue of his role as an executive director of Rubik's largest shareholder. However the Board believes that, as Mr Coleman represents a major shareholder, his interests are aligned with shareholders and his role as chair is appropriate given the size and history of Rubik.

Each director is required to provide all information relevant to the assessment of any interest that could conflict with those of Rubik.

Each director must act in the interests of Rubik as a whole and at no time allow any of his or her own interests to come before those of the shareholders generally. If a conflict does arise, the director must declare that interest and consider whether to simply refrain from participating in the matter, be absent from the meeting or resign from the Board.

A Share Trading Policy has been adopted and binds all directors, officers and employees of Rubik not to deal in Rubik shares while in possession of 'inside information'.

Certain individuals – directors, senior executives and employees with a staff function – may not deal in Rubik shares and options for the period from balance date until one day after Rubik's Preliminary Final full-year and half-year results have been released to the market. In addition, in order to trade outside this 'black-out period', these individuals must seek approval from the Chair or their delegate prior to any dealing.

A copy of the Share Trading Policy is posted on Rubik's Website.

Directors must promptly advise Rubik of any dealing in Rubik shares to allow Rubik to make the necessary disclosures to the ASX.

Complies

Principles	Compliance	Comply
1.3 Written agreements with all directors and senior staff	<p>The terms and conditions of appointment and retirement of non-executive directors are set out in a letter of appointment that includes:</p> <ul style="list-style-type: none"> • Term of appointment; • The determination of remuneration; • The expectation of the Board in relation to attendance at and preparation for Board meetings; and • Procedures for dealing with conflicts of interest. <p>Details of director-related entity transactions with Rubik are set out in the related party transactions note in the attached consolidated financial statements. There are no director related-party transactions in place in relation to Rubik and its directors at present.</p> <p>All of the senior executive team are listed on the corporate Website and the terms of employment for key management personnel are summarised in the Directors' report – remuneration report (available in the latest Annual Report). All senior executives have service agreements including the above where applicable and:</p> <ul style="list-style-type: none"> • Description of their position; • The person or body to whom they report; • The circumstances in which their service can be terminated; and • Any entitlements on termination. 	Complies
1.4 Company Secretary accountable directly to the Board	The Company Secretary reports directly to the Board and advises the Board in relation to various matters. Each director can communicate directly with the Company Secretary and vice versa.	Complies
1.5 (a) Have a diversity policy which includes requirements for the Board or a relevant committee of the Board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and progress in achieving them.	<p>The Equal Employment Opportunities Policy forms part of the Rubik Employee Handbook which clearly states Rubik's commitment to a consistent and non-discriminatory approach to selection and recruitment, and promotion and advancement based on merit. The Board is committed to providing a diverse work environment in which everyone is treated fairly and with respect.</p> <p>The Board has determined that given Rubik's size and structure, it is not appropriate or possible to mandate a fixed number of women at any given level within the organisation, so no measurable objectives are included.</p>	<p>Partially complies</p> <p>(No formal gender diversity objectives due to size)</p>
(b) Disclose the Gender Diversity Policy, or a summary of it	See above	Does not comply

Principles	Compliance	Comply												
(c) Disclose annually the measurable objectives set by the Board and the proportion of men and women employees in the whole organisation, in senior executive positions and on the Board	<table> <tr> <th></th><th>Total number of females*</th><th>% female*</th></tr> <tr> <td>Board</td><td>-</td><td>-</td></tr> <tr> <td>Senior executives **</td><td>2</td><td>16%</td></tr> <tr> <td>Organisation</td><td>45</td><td>30%</td></tr> </table> <p>* As at 30 June 2016, excludes contract staff</p> <p>** Senior executive is defined as General Manager or above</p>		Total number of females*	% female*	Board	-	-	Senior executives **	2	16%	Organisation	45	30%	Complies
	Total number of females*	% female*												
Board	-	-												
Senior executives **	2	16%												
Organisation	45	30%												
1.6 (a) Have and disclose a process for periodically evaluating performance of the Board, its committees and individual directors, and (b) Disclose whether a performance evaluation was undertaken during the period	<p>The Board encourages its directors and senior executives to ensure they understand Rubik's financial position, strategies, operations and policies and their own individual rights, duties and responsibilities.</p> <p>Details of the current directors, their qualifications, skills and experience and their attendance at Board and committee meetings during FY2016 are detailed in the Directors' report (available in the latest Annual Report). The Board periodically evaluates their performance and have done so in FY2016.</p>	Complies												
1.7 (a) Have and disclose a process for periodically evaluating performance of senior executives and (b) Disclose whether a performance evaluation was undertaken during the period	<p>A performance evaluation process for senior executives and other staff operates to assess progress against agreed tasks and responsibilities.</p> <p>Rubik operates a continuous review and coaching process for all staff, including senior executives, and this was in place during FY2016.</p>	Complies												

Principle 2 – Structure the Board to add value

2.1 (a) Have a Nominations Committee of at least three members (a majority of which should be independent directors) and chaired by an independent director, or (b) If no Nominations Committee, disclose that along with the process employed to address Board composition and succession issues

Due to the current size of both Rubik and the Board, a Nominations Committee is not considered necessary at this point in time.

There is however, a formal and transparent procedure for the appointment of new directors to the Board. The Board is responsible for establishing criteria for Board membership and identifying and nominating directors. Board membership is reviewed annually to ensure the Board has an appropriate mix of qualifications, skills and experience. The Board also considers whether candidates will have sufficient time to meet Rubik's expectations of them and the workload associated with the proper discharge of the role.

External advisors may be used to assist in this process.

Retirement and election of directors

Each appointment is for three years, although interim appointments by the Board are subject to re-election at the general meeting following such appointment. Retiring directors are eligible for re-election, but their nomination by the Board is subject to the considerations of Board composition noted above.

All directors were re-elected at the 2007 Annual General Meeting (AGM).. Craig Coleman stood for re-election at the 2013 AGM and was re-elected by ordinary resolution. At the 2014 AGM Andrew Moffat retired by rotation in accordance with Board policy. He was re-elected to the Board by ordinary resolution at that meeting. At the 2015 AGM, John Wilson retired by rotation in accordance with Board policy. He was re-elected to the Board by ordinary resolution at that meeting.

Complies by disclosing that there is no formal Nominations Committee

2.2 Have and disclose a skills and diversity matrix

Each director brings an appropriate range of skills and background to the Board. The skills, experience and expertise of the directors are set out in more detail in 'Information on directors' in the Directors' report (as set out in the latest Annual Report). The Board considers that the current mix of skills and experience of members of the Board and its senior management is sufficient to meet Rubik's requirements. Rubik does not have a formal skills matrix.

Partially complies
(No formal skills matrix is disclosed)

Principles	Compliance	Comply												
2.3 Rubik should list the names of independent directors any interests and their length of service	<table> <tr> <th></th><th>Full Board</th><th>Length of service</th></tr> <tr> <td>C Coleman</td><td>Chair</td><td>8 years</td></tr> <tr> <td>A Moffat</td><td>Member</td><td>8 years</td></tr> <tr> <td>J Wilson</td><td>Member</td><td>4 years</td></tr> </table> <p>Both Craig Coleman and Andrew Moffat became non-executive directors on 1 July 2008. John Wilson was appointed as a director on 21 August 2012 and is both non-executive and independent. Mr Moffat is an independent director.</p> <p>Craig Coleman is not considered to be independent by virtue of his role as an executive director of Rubik's largest shareholder. However the Board believes that, as Mr Coleman represents a major shareholder, his interests are aligned with shareholders and his role as chair is appropriate given the size and history of Rubik.</p> <p>The individual members of the Board's interests are set out in the Directors' report in the Annual Report.</p>		Full Board	Length of service	C Coleman	Chair	8 years	A Moffat	Member	8 years	J Wilson	Member	4 years	Complies
	Full Board	Length of service												
C Coleman	Chair	8 years												
A Moffat	Member	8 years												
J Wilson	Member	4 years												
2.4 A majority of the Board should be independent	The Board is in favour of the principle that a majority of the Board should be independent. It believes that each director should bring an independent judgment to bear in making decisions. The majority of the Board are independent.	Complies												
2.5 The chair of the Board should be independent and should not be the same person as the CEO	<p>Craig Coleman is the Chairman and Iain Dunstan is the Chief Executive Officer.</p> <p>As set out above, Mr Coleman is not considered independent. However, the Board believes that, as Mr Coleman represents a major shareholder, his interests are aligned with shareholders and his role as chair is appropriate given the size and history of Rubik.</p>	<p>Partially complies</p> <p>(Chair is not independent due to his alignment to Rubik's largest shareholder)</p>												

Principles	Compliance	Comply
2.6 Have a program for inducting new directors and provide appropriate training	<p>The induction program for new directors includes site visits and meetings with management, and is designed to enable new appointees to participate fully in Board decision-making as soon as possible. All current directors have been with Rubik for some time.</p> <p>Each director has the right of access to all relevant Rubik information and to Rubik executives and, subject to prior consultation with the chairperson, may seek independent professional advice from a suitably qualified adviser at Rubik's expense. The director must consult with an advisor suitably qualified in the relevant field, and obtain the chairperson's approval of the fee payable for the advice before proceeding with the consultation. A copy of the advice received by the director is made available to all other members of the Board.</p> <p>In addition, by virtue of their memberships of various professional bodies each director undertakes a level of continuous professional development relevant to their role.</p>	Complies

Principle 3 – Act ethically and responsibly

3.1 Establish a Code of Conduct and disclose the Code or a summary of the Code	<p>The Board has established a Code of Conduct. The purpose of the Code of Conduct is to assist everyone involved in Rubik's business to maintain the highest level of service to its clients and to maintain honesty and integrity in all its dealings, including its dealings with key stakeholders and the broader community.</p> <p>The overriding principle is that all business affairs of Rubik must be conducted legally, ethically, safely and with strict observance of the highest standards of propriety and business ethics.</p> <p>Individuals who are in doubt about the application of the Code, or who have reasonable grounds for believing a breach has occurred, or might occur, are encouraged to consult their supervisor, or in the case of the CEO or a director, the Board.</p> <p>Directors must keep the Board advised, on an ongoing basis, of any interest that could potentially conflict with those of Rubik. The Board has developed procedures to assist directors to disclose potential conflicts of interest.</p> <p>Where the Board believes that a significant conflict exists for a director on a Board matter, the director concerned does not receive the relevant Board papers and is not present at the meeting whilst the item is considered.</p> <p>Any conflict of interest or potential conflict of interest should be reported to the individual's supervisor or manager, and in the case of directors or the CEO, to the Board. The matter will then be investigated by an appointed investigator.</p> <p>A copy of the Code of Conduct is posted on Rubik's Website.</p>	Complies
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Principle 4 – Safeguard integrity in financial reporting

4.1 Establish an Audit Committee

The Board has established an Audit, Risk and Compliance Committee (“ARCC”) with its own Charter, which is chaired by Andrew Moffat (an independent director who is not the chair of the Board).

The ARCC consists of two members, both of whom are independent directors, however it does not meet the formal recommendation of the governance principal to have at least three members. The Board believes that this is appropriate for a company of Rubik’s size, and will revisit the composition of the committee should additional directors be appointed at a later date. A summary of the Committee’s Charter setting out its responsibilities is posted on the Website.

The Committee monitors the internal control policies and procedures designed to safeguard Rubik’s assets and to ensure the integrity of the financial reporting.

During the year the Committee met to review the half year and full year results and to review, among other things, insurance, compliance and risks affecting Rubik. The Directors’ report (available in the latest Annual Report) sets out the details of the number of meetings held and attended by each member of the ARCC.

Among its specific responsibilities, the ARCC reviews and advises the Board on the appointment and remuneration of external auditors and the adequacy of existing external audit arrangements including the scope and quality of audits. The Committee must ensure the independence of the external auditor. In discharging this responsibility, the Committee assesses any non-audit services being performed by the auditors to ensure that these non-audit services are not such as might impair the impartial judgement of the auditor and that circumstances do not arise of actual or perceived loss of objectivity or independence.

Directors who are not members of the Committee may attend Committee meetings. Rubik’s auditors, members of the senior executive team and other third parties are invited to attend Committee meetings at the Committee’s discretion. The Committee may meet with the auditors without management being present. The Committee also has access to management to seek explanations and additional information as required. The external auditor is also provided with the opportunity, at their request, to meet with the Board of Directors without management being present.

During the year, Rubik used other service providers for transactional support services and accounting support. To ensure the independence of the auditor, the auditor is required to make an independence declaration each half year and ensures that the signing partner on the audit does not perform this role for more than five full-year audits.

The Board, on the recommendation of the Committee, is satisfied that Rubik’s auditor is independent.

Partially
complies
(Committee
consists of
two
members)

Principles	Compliance	Comply
<p>4.2 Receive from the CEO and CFO a declaration in accordance with section 295A of the Corporations Act, and that their opinion has been formed on the basis of a sound system of risk management and internal control that is operating effectively.</p> <p>This should be provided for each financial period reported.</p>	<p>Each half-year, the CEO and the CFO provide written assurance to the Board in line with section 295A of the Corporations Act, including a statement that all internal reporting systems established by the Board are complied with and that the reports accurately and fairly represent the financial condition and results of Rubik.</p> <p>The CEO and the CFO have declared in writing to the Board that Rubik's financial reports are founded on a sound system of risk management and internal compliance and control which implements the policies adopted by the Board.</p>	Complies
<p>4.3 Attendance of auditors at AGM</p>	<p>The signing audit partner from Rubik's auditors attends the AGM and is available to answer any questions arising about the audit and the preparation and content of the Auditor's report (available in the latest Annual Report).</p>	Complies

Principle 5 – Make timely and balanced disclosure

<p>5.1 Establish written policies designed to ensure compliance with ASX Listing Rules continuous disclosure requirements and to ensure accountability at a senior executive level for that compliance and disclose those policies or a summary of those policies</p>	<p>Rubik is committed to providing timely, balanced and accessible information to its shareholders, the relevant regulators, other key stakeholders, and the investing community generally, and to open and transparent communication with its shareholders and stakeholders facilitated through its consistent disclosure practice.</p> <p>Rubik has adopted a Continuous Disclosure Policy to ensure compliance with its disclosure obligations under the Corporations Act 2001(Cth) and ASX Listing Rules.</p> <p>The policy outlines the authorisation process for disclosure of information to the market. Depending on the nature of the release, authority to approve the release is required from the Board, Chairman of the Board, or CEO. The Company Secretary coordinates disclosure to the ASX once a decision has been made that disclosure is required.</p> <p>Rubik's continuous disclosure communications with the media must be conducted by the CEO, CFO or a person authorised by them, and only to the extent of that authorisation. A communications policy is also clearly set out in Rubik's Delegation of Authority Policy.</p> <p>The Continuous Disclosure Policy is located on Rubik's Website.</p>	Complies
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Principle 6 – Respect the rights of security holders

6.1 Provide information about itself and its governance to its investors via its website	<p>Rubik has adopted several means of promoting effective communication with shareholders. These include placing on the Website relevant information, including ASX announcements, annual and half-year reports, copies of notices of meetings, analyst briefings and presentations given by the Chair or the CEO.</p>	Complies
<p>6.2 Design and implement an investor relations program to facilitate effective two way communication with investors</p> <p>6.3 Disclose the policies and processes in place to facilitate participation at meetings of security holders</p>	<p>Rubik has established policies regarding the timely provision of information to its shareholders and other stakeholders, including posting information to the Website. It has processes to ensure that the accounts and financial information it provides represent a true and fair view of the financial performance and position of Rubik.</p> <p>Rubik endeavours to keep its shareholders fully informed of matters likely to be of interest to them. It does this through:</p> <ul style="list-style-type: none"> • Reports to the ASX and the press; • Half-year / full-year results announcements; • Annual Reports; and • Monitoring information provided by analysts. <p>All of the above are available on the Website, other than analyst reports.</p> <p>Rubik provides a forum at the AGM for all security holders to ask questions of directors, senior management or the auditor. In addition, shareholders are able to email or post questions or comments to the Company Secretary ahead of the AGM, which are then read out and answered at the AGM.</p>	Complies
6.4 Give security holders the option to receive communications electronically	<p>Shareholders are encouraged to contact Rubik to provide their email addresses to enable them to receive reports and announcements without delay. Rubik welcomes questions from shareholders at any time and these will be answered within the confines of information that is not market sensitive or is already in the public domain.</p> <p>Currently, annual and half-year reports are distributed electronically to those shareholders who have specifically requested to receive these documents, and these documents are placed on the Website. For those shareholders who have so elected, emails are used to update shareholders on key announcements.</p> <p>Shareholders not already receiving information electronically can elect to do so through the share registry by contacting Computershare.</p>	Complies

Principle 7 – Recognise and manage risk

7.1 and 7.2 Establish a committee to oversee risk

The Board seeks to establish a sound system of risk oversight and management, and internal control, by adopting a formal Risk Management Policy under which the ARCC has the primary role. The Committee oversees a process of identifying and dealing with risks in Rubik's business, working with management to ensure compliance with statutory requirements and to establish the adequacy of the risk management programs and systems in place, including Rubik's insurance program. The Risk Management Policy is reviewed at least annually and a review has taken place in FY2016.

See 1.2 and 4.1 for details of ARCC and its membership.

The Board is responsible for the overall internal control framework, but recognises that no cost effective internal control system will preclude all errors and irregularities. The Board regularly monitors the operational and financial performance of Rubik against budget and other key performance measures. The Board also reviews and receives advice on areas of operational and financial risks. Appropriate risk management strategies are developed to mitigate all identified risks of the business.

Partially
complies
(Committee
consists of
two
members)

7.3 Disclose if an internal audit function to assess the effectiveness of risk framework is in place, and if not how internal control processes are managed and improved

Due to its size Rubik does not have an established internal audit function. The ARCC reviews with the CEO and the CFO the internal control systems and any system weaknesses identified by the auditors.

Complies by
disclosing
that there is
no internal
audit
function, but
managed
via ARCC

7.4 The Board should disclose whether it has any material exposure to economic, environmental or social sustainability risks

The Board does not believe that it has any material exposure to such risks.

Complies

Principle 8 – Remunerate fairly and responsibly

8.1 Establish a Remuneration Committee, or disclose if no Remuneration Committee and how remuneration for directors and senior executives is managed

Rubik has established a Remuneration Committee with its own charter, designed to fairly review and actively encourage enhanced Board and management effectiveness. A summary of the Committee's Charter setting out its responsibilities is posted on the Website.

Given the size of Rubik, and as the Committee comprises all current directors, remuneration issues will often be discussed at the full Board. Where this is not the case, the Committee is also responsible for reporting to the Board on the review and monitoring of the remuneration framework for each of the categories of non-executive director, executive director and senior executive and the policies to be applied, including for base pay, incentives, equity based awards, superannuation and other retirement rights and the terms of employment contracts. It also reviews the performance of the CEO and senior management.

Membership of this Committee is noted in the table in the Directors' report (available in the latest Annual Report). The CEO and other senior executives may be invited to the meetings. The Board notes that the Remuneration Committee is chaired by Craig Coleman, who is not an independent director. However, the Board believes that his position as a non-executive director of Rubik's largest shareholder assists in aligning the Remuneration Policy with the interests of shareholders.

The Remuneration Committee is responsible for ensuring that, where not considered by the full Board, the recruitment and remuneration policies and practices of Rubik support Rubik's aim of attracting, retaining and motivating directors, executives and other employees who create value for shareholders, while being fair, effective and legal. The Committee may consult with remuneration advisers to assist in its role.

Partially complies
(Chair is not independent due to his role with Rubik's largest shareholder)

8.2 Separately disclose policies and practices regarding the remuneration of non-executive directors from that of executive directors and senior executives

Details of the directors' and key senior executives' remuneration are set out in the remuneration report (available in the latest Annual Report), along with a discussion on Rubik's remuneration framework. No senior executive is involved directly in deciding their own remuneration.

Complies

8.3 Have and disclose a policy on employee's limiting risk if they participate in equity-based remuneration schemes

Participants in any equity based remuneration scheme are prohibited from dealing with their shares or options in a way that has the effect of limiting the economic risks of vested entitlements under any of Rubik's long-term incentive plans.

Complies

Appendix 4G

Key to Disclosures Corporate Governance Council Principles and Recommendations

Name of entity:

Rubik Financial Limited

ABN / ARBN:

51 071 707 232

Financial year ended:

30 June 2016

Our corporate governance statement² for the above period above can be found at:³

- ☐ These pages of our annual report:
- ☒ This URL on our website: <https://www.rubik.com.au/company/investors/corporate-governance/>

The Corporate Governance Statement is accurate and up to date as at 31 August 2016 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.

Date: 31 August 2016



Darius Coveney

Company Secretary

¹ Under Listing Rule 4.7.3, an entity must lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of rule 4.10.3.

² "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

³ Mark whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where the entity's corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should disclose: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement	
1.2	A listed entity should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement	
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement	
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement	

⁴ If you have followed all of the Council's recommendations in full for the whole of the period above, you can, if you wish, delete this column from the form and re-format it.

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
1.5	<p>A listed entity should:</p> <p>(a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;</p> <p>(b) disclose that policy or a summary of it; and</p> <p>(c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them and either:</p> <p>(1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or</p> <p>(2) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p>	<p>... and the information referred to in paragraphs (c)(1):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
PRINCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p>If the entity complies with paragraph (b):</p> <p>... the fact that we do not have a nomination committee and the processes we employ to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.		<input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p>... the names of the directors considered by the board to be independent directors:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and, where applicable, the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and the length of service of each director:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
2.4	A majority of the board of a listed entity should be independent directors.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement	
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.		<input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
2.6	A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement	
PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should: (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it.	... our code of conduct or a summary of it: <input checked="" type="checkbox"/> at https://www.rubik.com.au/company/investors/1260-2/	

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p>If the entity complies with paragraph (a):</p> <p>... the fact that we have an audit committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at https://www.rubik.com.au/company/investors/1288-2/</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in the 2016 Annual Report at https://www.rubik.com.au/company/investors/</p>	<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
4.2	<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	
4.3	<p>A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.</p>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it.	... our continuous disclosure compliance policy or a summary of it: <input checked="" type="checkbox"/> at https://www.rubik.com.au/company/investors/disclosure-and-communications-policy/	
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	... information about us and our governance on our website: <input checked="" type="checkbox"/> in the 2016 Annual Report at https://www.rubik.com.au/company/investors/	
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement	
6.3	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	... our policies and processes for facilitating and encouraging participation at meetings of security holders: <input checked="" type="checkbox"/> in our Corporate Governance Statement	
6.4	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement	

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p>If the entity complies with paragraph (a):</p> <p>... the fact that we have a committee or committees to oversee risk that comply with paragraphs (1) and (2):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at https://www.rubik.com.au/company/investors/1288-2/</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in the 2016 Annual Report at https://www.rubik.com.au/company/investors/</p>	<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p>... the fact that board or a committee of the board reviews the entity's risk management framework at least annually to satisfy itself that it continues to be sound:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and that such a review has taken place in the reporting period covered by this Appendix 4G:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p>	<p>If the entity complies with paragraph (b):</p> <p>... the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
7.4	A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.	... whether we have any material exposure to economic, environmental and social sustainability risks and, if we do, how we manage or intend to manage those risks: <input checked="" type="checkbox"/> in our Corporate Governance Statement	

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a remuneration committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at https://www.rubik.com.au/company/investors/corporate-governance/</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in the 2016 Annual Report at https://www.rubik.com.au/company/investors/</p>	<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	<p>... separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p>... our policy on this issue or a summary of it:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	