



Rubik Financial Limited
Script for Annual General Meeting to be held on
Wednesday, 25 November 2015

Craig Coleman – Chairman

Ladies and gentlemen welcome to the 2015 Annual General Meeting of Rubik Financial Limited (Rubik). My name is Craig Coleman and I am the Chairman of the Board of Directors of Rubik.

The Company's Constitution states that the Chairman of the Board is to act as Chairman of a general meeting of the Company. I will therefore, be acting as the Chairman of this meeting.

It is now after 2.30pm, the time appointed for the meeting and I would like to call the meeting to order.

Introductions

I would like to introduce you to the other members of the Board and Senior Management who are joining me today:

- Andrew Moffat, Non-executive director;
- John Wilson, Non-executive director;
- Iain Dunstan, Chief Executive Officer; and
- Darius Coveney, Chief Financial Officer and Company Secretary.

Auditors

I would further like to introduce Rubik's auditors, KPMG, represented here by John Wigglesworth, the Partner responsible for the audit, and whom I have pleasure in welcoming today. John will be available to answer questions.

Order of business

I'd like to outline the order of business for today.

Before we get to the formal business of the meeting, I have asked Iain Dunstan and Darius Coveney to provide a short presentation regarding the Rubik business.

Once that is complete, and you have had a chance to ask questions regarding the business operations, I will then open the formal meeting and we will go through the resolutions, and you will be asked to vote on each resolution in turn. There will be an opportunity to ask questions regarding each resolution as we work through them.

To ensure the smooth running of this meeting, I would ask that when you are invited to speak on any matters being considered, that you raise your registration card and wait for the microphone. Please state your name and confine your questions to the matter at hand. Please also hold up your coloured card when you ask a question.

Only those persons holding a BLUE card are entitled to vote at this meeting. Persons holding either a BLUE or GREEN card are entitled to speak at this meeting. To ensure the smooth running of the meeting, visitors holding a WHITE card are not entitled to vote, nor are they entitled to speak.

If there is any shareholder here who is eligible to vote or speak and who does not have a blue or green coloured card would you please raise your hand now. It is important that your attendance is recorded.

Should you wish to ask a question, please raise your voting card, and then state your name and your question. Please confine questions to the matter at hand.

[Pause for audience response]

I would now like to invite Iain Dunstan to provide you with an update of the Rubik business.

Iain Dunstan – CEO

Introduction

Thank you Craig.

Good afternoon all. I am pleased to report to you on Rubik's operations for the past financial year, and what the Company is focusing on to better position for future growth.

Over the past 11 months, I've had the opportunity to meet with existing clients and engage with new ones. I'm enthusiastic about how our software solutions are improving overall efficiency and profitability for the financial services community.

Positioning well for success

As I look back at the last year, I acknowledge that it has been one of material change for Rubik, and I look forward to cementing company, product and people strategies to better focus the organisation and provide greater value for shareholders.

I believe we have already taken a number of positive steps forward to position ourselves for success. We have moved from a product to a client focus, integrated acquisitions undertaken - including consolidating our corporate structure and data centre infrastructure, and established an off-shore development and testing capability in the Philippines to further support our clients and operations.

Furthermore, we have retained strong long-term client relationships with key players, having signed 45 new client contracts and renewing contracts for six wealth clients, all with a minimum two year term. Emphasis is on a greater customer focused approach with customer led development, and on improving client consultation and engagement.

Just last month, we were selected by Vow Financial as its new technology partner. Vow is introducing the pilot of a disruptive digital relationship manager platform developed by Rubik that will break the traditional model of how finance brokers interact with customers and broaden the brokers' service offering. Being selected by Vow as its new technology partner is evidence of the success of Rubik's focused digital strategy and is evidence of Rubik's significant R&D investment in this area.

Financial highlights

Briefly, Rubik's financial highlights include revenue for FY2015 of \$38.8 million, an increase of \$8.3 million, or 27 per cent more than FY2014, with recurring revenues up by 31 per cent; this included revenue from recent acquisitions. Segment profits for FY2015 were \$8.2 million, and remained stable year on year. Operating cash flow decreased to negative \$0.6 million, and net loss after tax was \$14.5 million. Our CFO will cover this off in further detail.

Strategic initiatives

Of the significant events occurring since last year, there are five particular key strategic initiatives that I would like to outline for you.

1. Acquisitions

Leading up to FY2015, nine acquisitions were undertaken by Rubik. These included the FY2014 acquisitions of AMEE, Stargate and Infinitive. Functional integration of these acquisitions commenced during FY2015 with consolidation of corporate structure and data centre infrastructure occurring – integration will continue and is expected to finalise in the current financial year. Rubik continues with its current strategy to review suitable acquisition targets as they arise.

2. Software development

As a result of the acquisitions, Rubik significantly increased its level of software development investment to integrate the acquired products into the Rubik product set. Redevelopment of the Coin Connect user interface was completed, allowing end customers access to additional information, as well as facilitating online access. Redevelopment of the Coin Insurance Advice Module was also completed, including an extensive list of new features, and the number of data feeds available in Coin software were also increased. Integration of the Stargate mortgage system continues, with integration into our Rubik gateway completed in the first quarter of FY2016.

3. Data centre consolidation

As part of the integration, data centre infrastructure consolidation took place. The key drivers of this initiative were to keep data in Australia, increase operational efficiency, establish a standardised support model, standardise application deployment, simplify infrastructure services, and allow Rubik to benefit from economies of scale.

4. Corporate structure consolidation

Additional corporate structure consolidation has also occurred, including moving employees and intellectual property into a single entity, the creation of one standard invoice for all clients across all product sets and standardisation of employee contracts.

5. Off-shore development and testing capabilities

Both the Infinitive and AMEE acquisitions provided Rubik with access to off-shore resources in the Philippines and Thailand. Rubik's operating model has been expanded with additional resources sourced from the Philippines, and the existing off-shore centres consolidated. All client facing architecture, technical design, technical lead and analysis functions remain on-shore to service our clients.

The changes that have taken place over the past year, and the initiatives we have commenced are ongoing, and have continued on into the second half of this calendar year. Benefits that Rubik expects to realise by the second half of FY2016 include increased operational and cost efficiencies, a greater ability to scale, a deeper client engagement and a leadership team well focused on Company growth.

People

Rubik now employs more than 150 staff. It is the dedication and hard work of our staff around the world, that produce the class leading products and client service that underpin what we do.

Over the past 12 months, our people focus has been on strengthening the team. We have hired a number of key individuals to continue to meet the growth and development objectives of the business.

Outlook

I am positive about the future outlook for Rubik. As a result of our investment in restructuring the Company we are moving forward with a single focused entity on a solid footing, a product suite that has native underlying functionality that our competitors don't have, a strong and experienced leadership team – and a clear focus of where we want to go and how to get there.

Rubik is proud to be one of the 'software engines' at the core of some of the largest financial organisations in the Asia Pacific region. We have strong, long-term relationships with key clients and intend to place a greater focus on partnering with our client base, rather than just being their software vendor.

We are investing in our people as well, and in October 2015 we were able to offer our staff the opportunity to be part of an Employee Share Plan, providing closer alignment between employees and shareholders.

Additional focus for the current year is on the development of an expanded professional services capability to create additional revenue streams and better service client needs. We will also expand our capabilities in Asia and the Middle East to allow us to capitalise from the growing new business pipelines in these regions.

Rubik will continue to further consolidate and integrate acquisitions to benefit from synergies. We look forward to the cross-sell opportunities that they will create, as well as increased access to alternate distribution channels.

In terms of the financial outlook for FY2016, given the significant management time being spent on consolidation activities, we foresee a modest growth in revenues. Further, as previously forecast, we expect to see a continued improvement in our margins as the financial effects of our investments start to take place in the second half. The combined effect of these two outcomes should see solid resultant growth in our EBITDA of about 20 per cent from last financial year.

As most of the benefits from the data centre consolidation and off-shore development centre will not begin to deliver until the second half of the year, we expect the first half/second half EBITDA split being around one third/two thirds.

The future growth of Rubik looks bright - our software, our clients and our people remain at our core. On behalf of the executive team, I would like to thank our shareholders for their support, and our clients and employees for their contribution to our continuing innovation. It has been a pleasure to serve as your CEO over the past 11 months and I look forward to working for you over the next financial year.

I will now hand over to Darius.

Darius Coveney – CFO

Thank you Iain.

Good afternoon shareholders and thank you for the opportunity to report to you on Rubik's financial results for FY2015.

Revenue

Overall revenue for FY2015 was \$38.8 million, an \$8.3 million, or 27 per cent increase from FY2014. Recurring revenues contributed 81 per cent this financial year compared to 79 per cent last financial year, with the corresponding non-recurring revenues at 19 per cent for this financial year, compared to 21 per cent last financial year. This slight increase in recurring revenues was due to stable recurring revenue streams from the acquisitions.

Segment profits

Segment profits for FY2015 (being the underlying operating EBITDA result of the Company before reinvestment of profits into new or existing businesses) remained stable at \$8.2 million. After deducting expensed R&D, underlying EBITDA declined marginally from \$5.0 million in FY2014 to \$4.9 million in FY2015.

Segment reporting

In FY2015 company operations were reported as three operating segments or SBUs. These were (i) Wealth, (ii) Banking and (iii) Mortgages, (which was created with the acquisitions of Stargate and Infinitive in June 2014.)

Supporting these three SBU's was the Corporate and Shared Services team, which included the provision of hosting infrastructure and corporate support to the SBU's, as well as the provision of help desk support to Rubik clients. Corporate and Shared Services costs are reported separately from each segment, as the group does not charge SBU's for the use of these central services.

Rubik derived revenue from all its SBU's. Wealth contributed 54 per cent to overall revenue, Banking contributed 27 per cent and Mortgages contributed 19 per cent to overall revenue.

Revenue for the Banking SBU increased by \$0.6 million, or seven per cent to \$10.5 million in FY2015. Segment profit contribution increased by seven per cent to \$2.5 million over the period as a consequence of an increased focus on CWX and international opportunities, as well as the allocation of a number of smaller products purchased as part of the Infinitive acquisition (e.g. Drive OnLine) to the Banking segment.

Revenue for the Wealth SBU increased by \$0.9 million, or five per cent, to \$21.0 million in FY2015. Segment profit contribution increased by two per cent to \$9.3 million for the year. Contributing to organic revenue growth were renewals signed with the major financial institutions that constitute the core Coin client base. As Iain mentioned, each of these contracts were renewed for a minimum two year term.

Revenue for the Mortgages SBU was \$7.2 million in FY2015, reflecting the first full year of ownership of that segment by Rubik, and segment profit contributed \$2.6 million. As noted at the half year, the increase in Shared Services and Other Unallocated Expenses was driven by an increase in the Company's Network Operations, Help Desk and Shared Services teams, all of which provide services to the expanded Company. This, along with the Company's investment in its senior management team, has contributed to the growth in Shared Services and Other Expenses to \$6.2 million in FY2015, compared to \$3.7 million in FY2014.

Change in segment reporting structure from 1 July 2015

In order to realise the efficiencies of the various restructuring and integration efforts currently underway across the business, from July 2015, Rubik is no longer organised along departmental lines, but instead reports to the Board along functional lines related to common services, broadly being Sales and Product, Operations (including the development and client consulting functions) and Shared Services.

These teams sell and support all Rubik products and therefore for FY2016 the Company will report as only one operating segment, rather than the current three SBU structure. Rubik will continue to report revenues by product group, but will no longer allocate sales, delivery and other costs across segments.

Net loss after tax

The reported net loss after tax for FY2015 was \$14.5 million, compared to a net profit after tax in FY2014 of \$6.4 million. This was mainly due to the impairment of the banking division, increased amortisation costs following the mortgages acquisitions in June 2014, and costs incurred during the year related to the restructuring of the business.

In FY2015, an impairment loss of \$8.5 million was recognised for the banking division. By recognising this impairment, Rubik is taking a conservative view of the future benefits available. \$7.5 million of this impairment is Goodwill and Software amounts written off that relate to prior investments in Swiftcall and the historical Temenos T24 deal.

\$3.3 million of restructuring costs were incurred in FY2015. \$1.8 million of this was related to redundancy costs, and \$1.2 million was related to the creation of Rubik's off-shore development and testing capabilities. Of these amounts \$1.0 million related to a provision for restructuring costs expected to be paid out in FY2016. The total cost of the current restructuring program are expected to be approximately \$5.0 million.

These costs are necessary in order for Rubik to realise integration synergies from the various acquisitions undertaken over the course of the last seven years, and to allow the Company to move to a more efficient functional operating structure. The restructure has continued into the first half of FY2016, with the benefits expected to be realised from the second half of FY2016. Once completed, we expect total annual benefits to be in the order of \$2.5 million per annum.

Operating cash flow

Operating cash flows went from a positive \$5.3 million in FY2014 to a negative operating cash flow of \$0.6 million in FY2015. This was mainly due to \$2.3 million in restructuring expenses for FY2015, a \$0.6 million increase in integration and other expenses, a \$0.2 million increase in R&D expensed and a \$2.3 million increase in working capital requirements during the year.

Rubik repaid \$2.3 million in borrowings and undertook an unmarketable parcel share buy-back, under which 1,356,491 shares were acquired and subsequently cancelled. The buy-back was completed in February 2015 to reduce the Company's ongoing listing and compliance costs.

During FY2015, Rubik also used operating profits and the proceeds of the sale of its investment in Finzsoft Ltd to fund restructuring and integration costs incurred during the year, as well as early settlement of the Provisio and Infinitive earn-out obligations.

Research and development costs

We have continued to invest in our Research and Development (R&D) program to produce market leading products and services, and progress our offerings. FY2015 R&D spend of \$5.1 million was largely stable compared to the FY2014 R&D spend of \$4.8 million, and in keeping with market guidance of around 15 per cent of revenue. Of this amount, \$3.3 million was expensed and \$1.8 million was capitalised to the Balance Sheet.

Thank you, I will now hand back over to our Chairman, Craig Coleman.

Craig Coleman – Chairman

Thank you Iain and Darius.

I would now like to turn to the formalities of our 2015 Annual General Meeting.

Quorum

I confirm there is a quorum present in accordance with the Company's Constitution and declare the meeting open.

Registration

There are five resolutions set out in the Notice of Meeting to be put to the meeting today. The resolutions are required to give effect to the proposals described in the Notes and Explanatory Statement accompanying the Notice of Meeting.

As a reminder, to ensure the smooth running of this meeting, I would ask that when you are invited to speak on any matters being considered, that you raise your card and wait for the microphone. Please state your name and confine your questions to the matter at hand.

Only those persons holding a BLUE card are entitled to vote at this meeting. Persons holding either a BLUE or GREEN card are entitled to speak at this meeting. To ensure the smooth running of the meeting, visitors holding a WHITE card are not entitled to vote, nor are they entitled to speak.

[Pause for audience response]

Notice of Meeting

The Notice for this Meeting was mailed to all shareholders of Rubik on Friday, 23 October 2015. For reference throughout the meeting, a copy of the Notice of Meeting was placed on your chairs.

I move that the Notice of Meeting be taken as read. Those in favour please raise their BLUE voting cards.

[Pause to count cards]

Those against please raise their BLUE voting cards.

[Pause to count cards]

I declare the motion carried. Thank you.

Presentation of Financial Statements and Reports

A copy of the Annual Report [*hold up to view*] has been made available to all shareholders via the Company's website and mailed to those shareholders who requested it. The Annual Report contains the Financial report, the Directors' report and the Auditor's report in respect of Rubik for the financial year ended 30 June 2015.

The accounts and reports are before the meeting and the floor is open for questions and discussion regarding Rubik's financial statements and reports.

Questions can be asked of the directors, members of executive management who are present, or the auditor. John Wigglesworth is available to answer questions on the conduct of the audit, the preparation and content of the Auditor's report, the accounting policies adopted in relation to the preparation of the financial statements and the independence of the auditor.

Please direct your questions through me as Chairman. Where appropriate, I will call on specific directors, executive management or the auditor to respond to your questions or comments.

[Questions and discussion from floor]

Are there any [further] questions?

As there are no [further] questions, I call to a close the discussion on the accounts, reports and management of Rubik.

Outline of resolutions

As stated earlier, there are five resolutions being voted on today. Other than Resolution 2, which is in relation to the Remuneration report, all the resolutions are ordinary resolutions and in order to be carried, at least 50 per cent of the votes cast by shareholders entitled to vote on the resolutions must be in favour.

Under Rule 40 of the Company's Constitution, a poll may be demanded on any of the resolutions.

I intend to conduct the vote on all resolutions by way of a show of hands, unless a poll is demanded. If a resolution is not passed by way of a show of hands I will conduct a poll. The result of a poll will not be known until after the meeting is closed. An announcement of the outcome of each resolution will be made to the ASX when the result is known.

Shareholders, representatives, proxies or attorneys appointed by shareholders, who are entitled to vote, each have one vote only on a show of hands, except if more than one proxy has been appointed by a shareholder. In which case, the proxies may not vote on a show of hands, and may only vote on a poll.

On a show of hands, if a proxyholder holds multiple proxies which specify different ways to vote on the resolution, the proxyholder must not vote on the resolution. A shareholder who is also a proxyholder, may still vote on the resolution as a member, even if holding a conflicting proxy.

On a poll, each shareholder whether voting in person, by proxy, representative or attorney, is entitled to one vote for every share held by that member. A shareholder is not required to cast all their votes and may cast their votes in different ways.

If you have already submitted a proxy it is unnecessary for you to vote again.

If there are no objections, it is not my intention to read each resolution; however, I will show the resolutions on the screen.

A copy of the resolutions can also be viewed in the Notice of Meeting which was placed on your chairs.

Prior to each resolution being voted on, there will be an opportunity to ask questions regarding that resolution.

Ordinary business – Consideration of financial statements

[If shareholders do not object to not reading the item.]

Consideration of Financial Statements has been outlined in the Notice of Meeting and is as shown on the screen.

[Pause for item slide]

[If objection to have item read, read item below.]

‘To consider the financial statements and the reports of the directors and auditors for the year ended 30 June 2015.’

Neither the Corporations Act 2001 nor the Company’s Constitution requires that shareholders vote on such reports. However, you may raise any further questions or comments relating to the statements or reports now.

[Pause for questions if any]

Since there are no [further] questions, I will continue.

Resolution 1 – Re-election of Mr. John Wilson as a director

[If shareholders do not object to not reading the resolutions.]

I move the motion being Resolution 1 as shown on the screen.

[Pause for resolution slide]

[If objection to have resolution read, read resolution below.]

“That Mr. John Wilson 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.”

Are there any questions or comments?

[Pause for questions if any]

Please refer to the screen for details on how proxies have voted on this resolution.

[Pause for proxy slide]

Other than Mr Wilson himself, there are no shareholders excluded from voting on this resolution.

I would like to inform shareholders that in accordance with the Proxy Form, it is my intention to vote any undirected proxies appointing the Chairman as proxy, in favour of Resolution 1.

I will now put the motion. Those in favour please raise their BLUE voting cards.

[Pause to count cards]

Those against please raise their BLUE voting cards.

[Pause to count cards]

I declare the motion carried and congratulate John on his re-election.

[OR]

The motion has not been carried. In accordance with my rights under the constitution, I will require the resolution to be put to a poll.

[If a poll is to be called go to last page.]

Resolution 2 – Remuneration report

[If shareholders do not object to not reading the resolutions.]

I move the motion being Resolution 2 as shown on the screen.

Please note that the Corporations Act provides that the vote on this resolution is advisory only and does not bind the Company or its Directors. Notwithstanding this, the Company respects a process that affords shareholders an opportunity to express their views on how the Company remunerates its Directors, the policy adopted by the Board, and how the Company remunerates and incentivises its Management, and will have due regard to the views expressed.

I also note that, if 25 per cent or more of votes cast are voted against the adoption of the Remuneration report at this meeting then the Company will receive its first strike.

Then if at the next AGM the Company receives a second strike, Shareholders will be required to vote on a spill resolution whereby all of the Company's Directors (other than the Managing Director) must go up for re-election.

[Pause for resolution slide]

[If objection to have resolution read, read resolution below.]

"That the Remuneration report of the Company for the financial year ended 30 June 2015 is adopted."

Are there any questions or comments?

[Pause for questions if any]

Please refer to the screen for details on how proxies have voted on this resolution.

[Pause for proxy slide]

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) 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.

I would like to inform shareholders that in accordance with the Proxy Form, it is my intention to vote any undirected proxies appointing the Chairman as proxy, in favour of Resolution 2.

I will now put the motion. Those in favour please raise their BLUE voting cards.

[Pause to count cards]

Those against please raise their BLUE voting cards.

[Pause to count cards]

I declare the motion carried.

[OR]

The motion has not been carried. In accordance with my rights under the constitution, I will require the resolution to be put to a poll.

[If a poll is to be called go to last page.]

Resolution 3 – Ratification of prior issue of Incentive Shares 1 May 2015

[If shareholders do not object to not reading the resolutions.]

I move the motion being Resolution 3 as shown on the screen.

[Pause for resolution slide]

[If objection to have resolution read, read resolution below.]

“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 7,350,000 Incentive Shares at an issue price of \$0.14 each on 1 May 2015 to members of the Company’s senior management team on the terms and conditions set out in the Explanatory Statement.”

Are there any questions or comments?

[Pause for questions if any]

Please refer to the screen for details on how proxies have voted on this resolution.

[Pause for proxy slide]

The Company will disregard any votes cast on Resolution 3 by any person who participated in the issue the subject of Resolution 3 and any person who is an Associate of those persons. 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.

I would like to inform shareholders that in accordance with the Proxy Form, it is my intention to vote any undirected proxies appointing the Chairman as proxy, in favour of Resolution 3.

I will now put the motion. Those in favour please raise their BLUE voting cards.

[Pause to count cards]

Those against please raise their BLUE voting cards.

[Pause to count cards]

I declare the motion carried.

[OR]

The motion has not been carried. In accordance with my rights under the constitution, I will require the resolution to be put to a poll.

[If a poll is to be called go to last page.]

Resolution 4 – Ratification of prior issue of Gift Plan Shares 19 October 2015

[If shareholders do not object to not reading the resolutions.]

I move the motion being Resolution 4 as shown on the screen.

[Pause for resolution slide]

[If objection to have resolution read, read resolution below.]

“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 228,000 Gift Plan Shares at a deemed issue price of \$0.16 each on 19 October 2015 to employees of the Company on the terms and conditions set out in the Explanatory Statement.”

Are there any questions or comments?

[Pause for questions if any]

Please refer to the screen for details on how proxies have voted on this resolution.

[Pause for proxy slide]

The Company will disregard any votes cast on Resolution 4 by any person who participated in the issue the subject of Resolution 4 and any person who is an Associate of those persons. 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.

I would like to inform shareholders that in accordance with the Proxy Form, it is my intention to vote any undirected proxies appointing the Chairman as proxy, in favour of Resolution 4.

I will now put the motion. Those in favour please raise their BLUE voting cards.

[Pause to count cards]

Those against please raise their BLUE voting cards.

[Pause to count cards]

I declare the motion carried.

[OR]

The motion has not been carried. In accordance with my rights under the constitution, I will require the resolution to be put to a poll.

[If a poll is to be called go to last page.]

Resolution 5 – Ratification of prior issue of Plan Shares 19 October 2015

[If shareholders do not object to not reading the resolutions.]

I move the motion being Resolution 5 as shown on the screen.

[Pause for resolution slide]

[If objection to have resolution read, read resolution below.]

“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 3,130,000 Plan Shares at a deemed issue price of \$0.16 each on 19 October 2015 to members of the Company’s management team or their permitted nominees on the terms and conditions set out in the Explanatory Statement.”

Are there any questions or comments?

[Pause for questions if any]

Please refer to the screen for details on how proxies have voted on this resolution.

[Pause for proxy slide]

The Company will disregard any votes cast on Resolution 5 by any person who participated in the issue the subject of Resolution 5 and any person who is an Associate of those persons.

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.

I would like to inform shareholders that in accordance with the Proxy Form, it is my intention to vote any undirected proxies appointing the Chairman as proxy, in favour of Resolution 5.

I will now put the motion. Those in favour please raise their BLUE voting cards.

[Pause to count cards]

Those against please raise their BLUE voting cards.

[Pause to count cards]

I declare the motion carried.

[OR]

The motion has not been carried. In accordance with my rights under the constitution, I will require the resolution to be put to a poll.

[If a poll is to be called go to last page.]

On behalf of the Board, I would like to thank our shareholders for their support, our clients for trusting us with their business and our people for their contribution and motivation towards our goal of building an Australian based fintech company we can be proud of.

Ladies and gentlemen, that concludes the 2015 Annual General Meeting for Rubik.

Thank you for attending.

Calling of the Poll

I appoint Justine Laughton from Computershare Investor Services to act as Returning Officer and John Wigglesworth of KPMG to act as Scrutineer.

If you are entitled to vote at this meeting you would have received a BLUE card when registering. This card already records the number of shares which you are entitled to vote.

If you are a proxyholder you should have a card and a summary of votes for each shareholder that you are representing as their proxy. If a proxy holder has been directed to vote in a particular manner, by completing the voting card the proxy holder will be deemed to have voted in accordance with those directions.

Only those persons holding a BLUE card are entitled to vote at this meeting.

Please record your vote by placing a mark in the appropriate “for” or “against” box on each card that you are holding.

The sum of the votes cast for and against the resolution must not exceed your voting entitlement.

If you have any queries with regard to the poll, please raise your hand and a member from Computershare Investor Services will assist you.

[Pause to allow security holders to vote.]

I will now ask the Returning Officer to arrange for the collection of the voting cards.

[Pause while the voting cards are collected.]

Please raise your hand if your voting card has not been collected or if you require more time.

I now declare the poll closed. The results of the poll will not be known until after the meeting has closed. An announcement will be made to ASX when the result is known.