



Rubicon

Capital Raising Presentation
12 November 2015



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Board and Management Strategic Review

- Strategic Review now finalised and Stage 1 is in process
- Review has highlighted the need for funds to complete Stage 1
- Board is comfortable with operational performance of business going forward
- Funding will address the operational issues
- Stage 2 Review which is yet to be completed may warrant a further injection of capital



Purpose of Capital Raising

The Board are proposing a Capital Raising to deal with the following issues:

- Legacy ATO, creditor and commitment issues within the business which was identified during the review
- To provide further working capital to:
 - Further re-structure the business
 - Enable business system and workflow optimization
 - Position the business for growth



Stage 2 of the Review

Due to the significant work load and sheer number of opportunities to restructure the business for profitability and growth, the restructuring will be delivered in a staged approach. The Stage 2 Review will include:

- A review of the channels to market
- Optimising the service delivery of the business
- Ensuring that the borrowing facilities in place are best of breed to support the business
- Finalisation of the IT platform from which the business will be supported



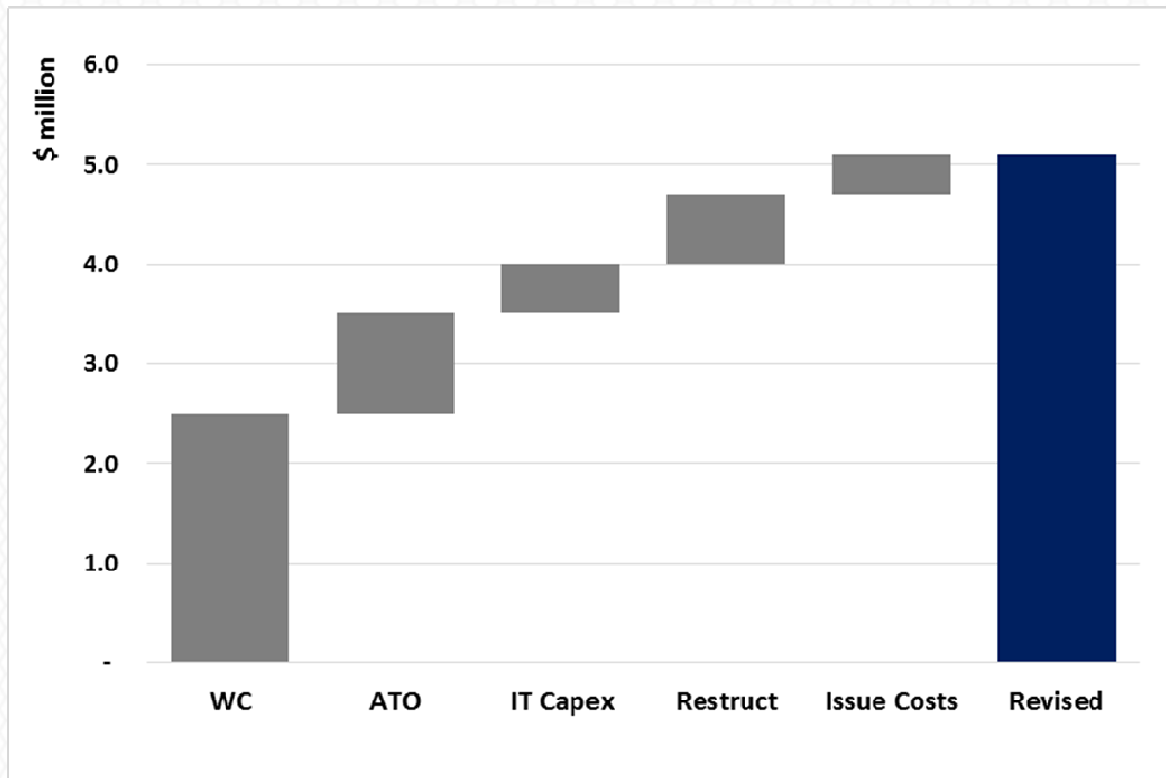
Use of Funds

	Amount
Working Capital Replenishment	\$2.7m
ATO debt repayment	\$1.0m
IT Capex	\$0.5m
Restructuring Costs	\$0.7m
Transaction Costs	\$0.2m
	\$5.1m



Use of Funds (continued)

The additional funding requirements leading to this amount are demonstrated below:





Outlook

- Business conditions continue to improve.
- Proposed capital raising improves underlying operational cash flow.
- A drive to achieve performance in line with industry benchmarks.
- Cost reduction programmes will take effect Q4,16.
- Market positioning work to optimise brand position.
- Flow on targeting rationalisation and synergies between brands.
- First half will reflect further accounting one offs.



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Appendix 1 – The Offer

- A Non-Renounceable Rights Issue.
- 1 Shares for every 1 share held at an offer price of 4 cents.
- Gross funds raised will be ~AUD5.1m.
- Offer opens 25 November, 2015.
- Offer closes 9 December, 2015.
- For further details please refer to the Rights Issue Information Booklet.
- Capacity for the board to place any shortfall to better place the company to raise all funds required.
- Allows all shareholders the opportunity to participate in the restructure of their company.
- The directors and senior management will participate in the shortfall placement.



Appendix 2 – Rubicor Brands and Operations



Appendix 3 – Detailed Funding Requirements

Category	Amount	Description
Working Capital Replenishment	\$2.7m	<ul style="list-style-type: none"> • Due to slow debtor collection, additional working capital funding is needed, as it is unavailable under the terms of the Debtor facility • Strategic review of billing warranted more rigour • A change in billing and collection processes warrants a short term funding of operating cashflow • Ongoing commitments for discontinued operations (unutilised leases etc)
ATO	\$1.0m	<ul style="list-style-type: none"> • Group has \$6.0m under repayment arrangements with ATO (CRL, GEL & Xpand) • At time of initial forecast, a further \$2.2m of deferred repayments were being negotiated with ATO • This has been reduced to \$1.2m • Required \$1.0m payment from Operating Cashflow to the ATO to repay tax excluded from the repayment arrangement

Appendix 3 – Detailed Funding Requirements (continued)

Category	Amount	Description
IT Capex	\$0.5m	<ul style="list-style-type: none"> The Board strongly support the completion of the Management Information and Accounting System Accordingly, funds have been allowed for completion and integration of complete system
Restructuring	\$0.7m	<ul style="list-style-type: none"> Significant restructuring and redundancies have been made since the time of the initial forecast which have resulted in higher payouts of employee entitlements
Transaction Costs	\$0.2m	<ul style="list-style-type: none"> Rights Issue and Corporate Costs