



To be renamed "Decimal Software Limited"
Proposed ASX Code: DSX

INFORMATION MEMORANDUM

This is a re-compliance information memorandum for the purposes of satisfying Chapters 1 and 2 of the Listing Rules and to satisfy ASX requirements for re-admission to the Official List following a change to the nature and scale of the Company's activities.

No securities will be issued or sold under this Information Memorandum

CORPORATE DIRECTORY

Directors

Ian Middlemas – Non-Executive Chairman
Rob Kirtlan – Non-Executive Director
Mark Pearce – Non-Executive Director
Lindsay Reed – Non-Executive Director

Proposed Directors

Jan Kolbusz – Proposed Executive Director
Michael Sertorio – Proposed Executive Chairman

Company Secretary

Stef Weber

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Stock Exchange Listing

Australian Securities Exchange
ASX Code: AVA
Proposed ASX Code: DSX

Share Registry

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Level 2, Reserve Bank Building
45 St Georges Terrace
Perth WA 6000
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IMPORTANT NOTICES AND STATEMENTS

Change in nature and scale of activities and re-compliance with Chapters 1 and 2 of the Listing Rules

As announced to ASX on 20 January 2014, Aviva Corporation Limited (**Company** or **Aviva**) has agreed, subject to Shareholder approval and the satisfaction of certain other conditions, to acquire the entire issued share capital of Decimal Group Pty Ltd (**Decimal**). Refer to Section 1.6 for information on Decimal and Section 3 for further details of the terms and conditions on which this acquisition is to be completed.

The Company's proposed acquisition of Decimal will involve a significant change in the nature and scale of the Company's activities, which requires the approval of Shareholders under Chapter 11 of the Listing Rules. The requisite Shareholder approval will be sought at a general meeting of the Company to be held on or about 14 March 2014 (**General Meeting**). Certain other Shareholder approvals related to the acquisition of Decimal will also be sought at the General Meeting, including but not limited to approval for the change of the Company's name from "Aviva Corporation Limited" to "Decimal Software Limited".

The Company must comply with ASX requirements to re-list on ASX, which includes re-complying with Chapters 1 and 2 of the Listing Rules. This Information Memorandum is being issued to assist the Company to meet these requirements. Refer to Section 3.4 for further details.

The Company's Shares will be suspended from trading on ASX from the date of the General Meeting and will not be reinstated until ASX approves the Company's re-compliance with the admission requirements of Chapters 1 and 2 of the Listing Rules.

There is a risk that the Company may not be able to meet the requirements of ASX for re-quotation on ASX. Should this occur, the Shares will not be able to be traded on the ASX until such time as those requirements can be met, if at all.

Important notice

This Information Memorandum is dated 11 March 2014. Neither ASX nor its officers take any responsibility for the contents of this Information Memorandum.

No issue or sale

This Information Memorandum is being issued for the purposes of compliance with Listing Rule 1.1, Condition 3 and is not a disclosure document for the purposes of Part 6D of the Corporations Act. Consequently, no Securities will be issued or sold pursuant to this Information Memorandum.

Forward-looking statements

This Information Memorandum contains forward-looking statements which are identified by words such as "believes", "estimates", "expects", "intends", "may", "will", "would", "could", or "should" and other similar words that involve risks and uncertainties.

These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Information Memorandum, are expected to take place.

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are

beyond the control of the Company, the Directors and management of the Company. Key risk factors are detailed in Section 8. These and other factors could cause actual results to differ materially from those expressed in any forward-looking statements.

The Company cannot and does not give assurances that the results, performance or achievements expressed or implied in the forward-looking statements contained in this Information Memorandum will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.

Diagrams

Diagrams used in this Information Memorandum are illustrative only and are not drawn to scale. Unless otherwise stated, all data contained in charts, graphs and tables is based on information available at the date of this Information Memorandum.

Reduction of Capital and Consolidation

Unless stated otherwise, all references to Securities of the Company as set out in this Information Memorandum are on the basis that the Reduction of Capital and Consolidation (for which Shareholder approval will be sought at the General Meeting) has occurred.

Glossary

Defined terms and abbreviations used in this Information Memorandum are explained in the Glossary in Section 12.

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INDICATIVE TIMETABLE

Event	Date ¹
Final date for lodging proxy form for General Meeting	10.00 am (WST) on 12 March 2014
Snapshot date for eligibility to vote at General Meeting	4:00 pm (WST) on 12 March 2014
Suspension of Shares from trading on ASX at the opening of trading ²	14 March 2014
General Meeting to approve the change to nature and scale of activities and other matters	10:00 am (WST) on 14 March 2014
ASX informed of Shareholder approvals	14 March 2014
Trading of Shares on an "ex Reduction of Capital" basis ²	18 March 2014
Reduction of Capital record date	4:00 pm (WST) on 24 March 2014
Trading of Shares on an "ex Consolidation" basis ²	27 March 2014
Reduction of Capital of \$0.06 per Share (pre-Consolidation) issue date	31 March 2014
Consolidation record date	2 April 2014
Consolidation issue date	9 April 2014
Company to send notice to Shareholders of change of holdings as a result of Reduction of Capital and Consolidation	9 April 2014
Completion of Acquisition	16 April 2014
Anticipated date the suspension of trading of Shares on ASX is lifted and Shares trade under the name "Decimal Software Limited" (ASX:DSX)	16 April 2014

Notes:

1. These dates are indicative only and may change.
2. In accordance with ASX requirements, Shares will be suspended from trading on ASX from the date of the General Meeting until such time that the Company re-complies with Chapters 1 and 2 of the Listing Rules. Accordingly, there will not be any deferred settlement trading on either an "ex Reduction of Capital" basis nor an "ex Consolidation" basis.

INVESTMENT OVERVIEW

The Company announced to ASX on 20 January 2014, that the Company had agreed, subject to Shareholder approval and the satisfaction of certain other conditions, to acquire the entire issued share capital of Decimal, in return for the issue of 112,500,000 Shares (on a post-Reduction of Capital and post-Consolidation basis).

- On completion of the Acquisition, the Company will own the entire issued share capital of Decimal, which holds a 100% interest in the Australian patented intellectual property associated with the Decimal business. Decimal is a proprietary IT company that was formed in 2006 and provides a single instance cloud platform specifically developed for the complex and highly regulated financial services industry that brings together financial advisers, clients, financial products, marketers and compliance to all operate in real-time.
- Decimal's product has undergone over 7 years of development commensurate with supporting an industry responding to regulatory change, contestable consumer markets and internet access ubiquity. Decimal is increasingly being deployed in live implementation with customers in a diverse and growing range of deployments. Decimal's platform has also been constructed so as to be capable of being rolled-out in multiple jurisdictions, including the US and the UK.
- Decimal's cloud platform has been developed so as to enable independent financial advisers, Dealer Groups, financial institutions and superannuation funds to more efficiently service existing clients and to seek to open up new markets to penetrate the approximately 60% of Australian workers whom the financial advisory industry is currently unable to economically advise due to factors including the constraints of existing technology utilised in providing advisory services.
- Decimal has been designed and built from the ground-up as an end-to-end mobile enabled platform for the financial services industry. Decimal has been designed to function as simply as possible whilst incorporating all the necessary financial planning steps and investment options required to provide online financial advice.
- At the core of Decimal's solution is an advanced financial modelling technology engine that generates personalised financial strategy and product plans instantly. The Decimal platform has been designed to generate financial plans based on varied levels of information entered by the user. This capability, and how gaps in information provided by the user are dealt with, has been patented as an alternative financial advice process.
- The financial services industry is undergoing a period of significant transformation and disruption. Beyond a host of regulatory changes, emerging technologies are changing the way advisers engage with customers. At the same time, systems based on a single real-time data core and delivered via cloud have the potential to dramatically reduce the cost and complexity of doing business.
- Applying these cloud-based technologies in the context of the financial services industry has the potential to allow financial advisers to scale their businesses with greater ease than server-based solutions and enable a wider spectrum of clients to be serviced more efficiently and effectively.
- The Company has undertaken a detailed due diligence programme on Decimal and its business and the Board believes that the Acquisition represents an excellent opportunity to acquire a business in the early stages of its development with proven technology and a product with considerable potential to transform the financial advisory market.

INVESTMENT RISKS

There are a number of risks associated with investing in the share market generally and in the Company specifically. The business, assets and operations of the Company are subject to certain risk factors that have the potential to influence the operating and financial performance of the Company in the future. These risks can impact on the value of an investment in the Company.

An investment in the Company is speculative in nature and investors should be aware that they may lose some or all of their investment. Investors should read this Information Memorandum in its entirety and, in particular, consider the risk factors detailed in Section 8, which include (but are not limited to):

Risk	Summary	Reference
Re-quotation of Shares on ASX	The Company may not be able to meet the requirements of the ASX for re-quotation of its Shares.	Section 8.1(a)
Limited operating history	Decimal has a limited operating history and the potential of its business model is unproven.	Section 8.2(b)
New market entrants	The emergence of new market entrants or technological developments could reduce Decimal's margins and revenue.	Section 8.2(c)
Retention of key employees	The departure of certain key employees could hamper Decimal's ability to achieve its strategic growth objectives and financial performance goals.	Section 8.2(h)
Protection of intellectual property	There is no guarantee that Decimal's intellectual property will not be challenged by third parties or that its unauthorised use or copying by others will be prevented.	Section 8.2(n)
Government policies and legislation	The nature of future legislative changes in the financial services industry is uncertain and could impact Decimal's products as well as increase compliance and development costs.	Section 8.2(o)
Reliance on third party IT service provision	Significant or extended disruption of Decimal's cloud platform caused by supplied equipment, software or service failure may negatively impact the Company.	Section 8.2(j)
Reliance on core IT systems	Decimal is dependent upon its IT and communication systems. These systems may be adversely affected by a number of internal and external factors.	Section 8.2(k)
Shortage of funding	There is no certainty regarding the ability of the Company to raise sufficient funds to meet the needs of the Company in the future.	Section 8.2(m)

1. Overview of the Company

1.1 Background

The Company is an Australian public company which has been listed on the ASX (ASX code: AVA) since 21 April 1994.

The Company has previously conducted the business of mineral exploration and project development in Australia and overseas, including in Kenya and Botswana. During the course of the financial year ended 30 June 2013, the Company sold its projects in Kenya and Australia. On 9 July 2013, Shareholders approved the sale of the Mmamantswe Coal Project in Botswana. Following the completion of the sale of the Mmamantswe Coal Project on 12 July 2013, the Company did not have any active projects.

Since disposing of the Mmamantswe Coal Project, the Company has continued to assess new opportunities in the resources sector and in other market sectors.

1.2 Background to change to nature and scale of activities – Acquisition of Decimal

On 20 January 2014, the Company announced to ASX that it had entered into the Share Purchase Agreement to acquire the entire issued share capital of Decimal (**Acquisition**).

The Acquisition will result in a significant change to the nature and scale of the Company's activities. Please refer to Sections 3.1 to 3.3 for further details regarding the proposed Acquisition.

On completion of the Acquisition pursuant to the Share Purchase Agreement (**Completion**), the nature of the Company's business will change to become a technology-focussed provider of cloud-based solutions, predominately to the financial services sector. Subject to satisfaction of certain conditions precedent to Completion (refer to Section 3.3), the Company will wholly own Decimal and the Australian patented intellectual property associated with the Decimal business, which brings together financial advisers, clients, financial products, marketers, compliance and administration to all operate together in real-time.

Refer to Section 1.6 for more information on Decimal and its business and products.

1.3 Purpose of Information Memorandum

The purpose of this Information Memorandum is to assist the Company to meet the requirements of ASX for re-admission to the Official List following a change to the nature and scale of the Company's activities, including the satisfaction of Chapters 1 and 2 of the Listing Rules.

1.4 Shareholder approval

ASX has required the Company to obtain the approval of Shareholders of the Acquisition in accordance with Listing Rule 11.1. The Company is also required to seek Shareholder approval for various other matters in respect to the Acquisition, including the changing of the Company's name to "Decimal Software Limited" following Completion. The Company has called the General Meeting to be held on 14 March 2014 at 10.00am at the BGC Centre, 28 The Esplanade, Perth, Western Australia, in

order for Shareholders to consider the Acquisition and associated approvals. Refer to the notice of meeting prepared by the Company in respect of the General Meeting and announced on the ASX platform on 11 February 2014 for further details (**Notice of Meeting**).

1.5 Reduction of Capital and Consolidation

Prior, and as conditions precedent, to Completion, and subject to Shareholder approval at the General Meeting, the Company will conduct:

- (a) a reduction of capital by way of a pro rata distribution to Shareholders of \$0.06 per Share (on a pre-Consolidation basis) (**Reduction of Capital**); and
- (b) a consolidation of capital with each of the Company's securities to be consolidated on a 3:1 basis (on a post-Reduction of Capital basis) (**Consolidation**).

For further details on the Reduction of Capital and the Consolidation refer to Sections 6 and 7 of the Notice of Meeting.

1.6 Overview of Decimal

Decimal is a proprietary IT company that was formed in 2006 and provides a single instance cloud platform specifically developed for the complex and highly regulated financial services industry that brings together financial advisers, clients, financial products, marketers and compliance to all operate in real-time.

Decimal's product has undergone over 7 years of development commensurate with supporting an industry responding to regulatory change, contestable consumer markets and internet access ubiquity. Decimal is increasingly being deployed in live implementation with customers in a diverse and growing range of deployments.

Decimal's cloud platform has been developed so as to enable IFAs, Dealer Groups, financial institutions and superannuation funds to more efficiently service existing clients and to seek to attract a new class of clients who do not currently receive financial advice.

Decimal's platform has also been constructed so as to be capable of being rolled-out in multiple jurisdictions, including the US and the UK.

Cloud overview and application to financial services

Many industries have adapted to leverage the full extent of new internet-based technologies. Recruitment agencies use Seek.com.au, car dealers use Carsales.com.au and real estate agents use Realestate.com.au, with participants in each industry offered the potential to benefit from increased efficiencies and access to large scale markets. Service industries such as accounting are starting to realise the disruptive nature of an industry cloud platform such as Xero.

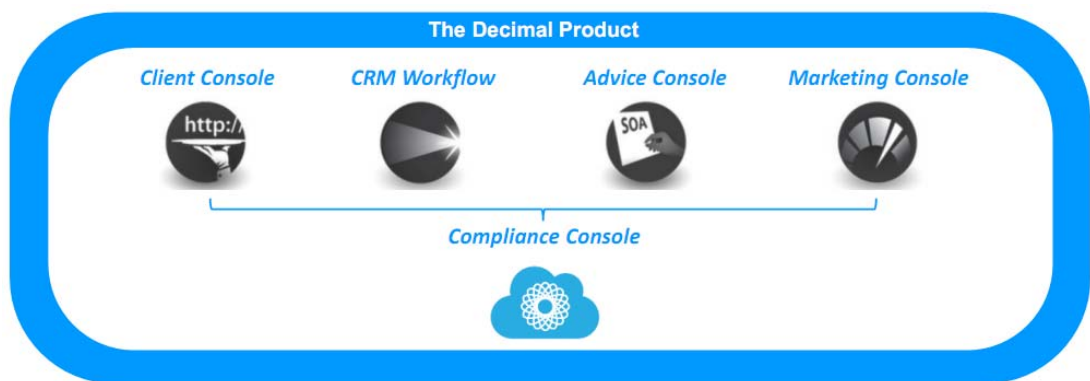
The financial services industry is undergoing a period of significant transformation and disruption. Beyond a host of regulatory changes, emerging technologies are changing the way advisers engage with customers. At the same time, systems based on a single real-time data core and delivered via cloud have the potential to dramatically reduce the cost and complexity of doing business.

Applying these cloud-based technologies in the context of the financial services industry has the potential to allow financial advisers to scale their businesses with greater ease than server-based solutions and enable a wider spectrum of clients to be serviced more efficiently and effectively.

Overview of the 'Decimal Solution'

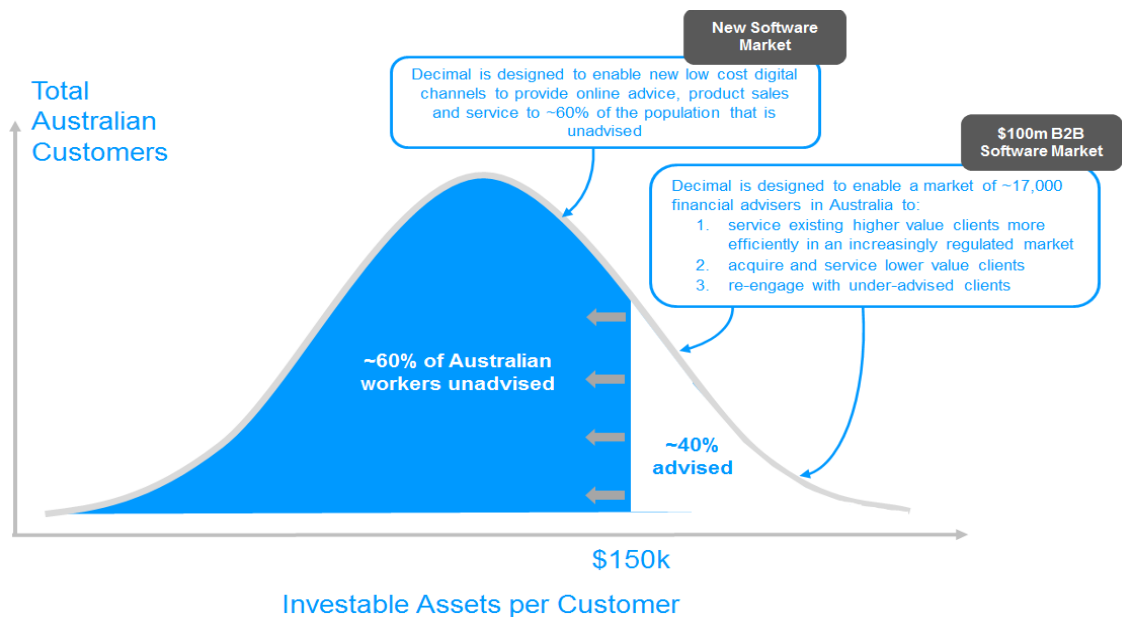
Decimal has been designed and built from the ground-up as an end-to-end mobile enabled platform for the financial services industry. Decimal has been designed to function as simply as possible whilst incorporating all the necessary financial planning steps and investment options required to provide online financial advice.

Figure 1: Summary of the Decimal Product



Decimal has the potential to both displace existing adviser software currently used to service higher value clients and also open up new markets for financial advisers and institutions to penetrate the approximately 60% of Australian workers who are currently unadvised. Decimal's platform has also been constructed so as to be capable of application in multiple jurisdictions, including the US and the UK.

Figure 2: Untapped market for unadvised Australian workers (diagram for illustrative purposes only)



Decimal's intellectual property

At the core of Decimal's solution is an advanced financial modelling technology engine that generates personalised financial strategy and product plans instantly. The Decimal platform has been designed to generate financial plans based on varied levels of information entered by the user. This capability, and how gaps in information provided by the user are dealt with, has been patented as an alternative financial advice process.

Decimal has sought and received protection for its intellectual property in Australia and Singapore, and patent applications have also been lodged in other selected overseas jurisdictions. Refer to Section 4 for more information about Decimal's title to its valuable intellectual property.

Decimal's sales strategy

Decimal's sales strategy is a Software-as-a-Service (**SaaS**) sales approach whereby Decimal is seeking to license its technology to various segments of the end market. Decimal has identified 8 segments of the financial services market in which there is potential for Decimal's products to be utilised, being:

- (a) IFAs and Dealer Groups servicing full advice clients;
- (b) IFAs and Dealer Groups servicing limited advice clients;
- (c) small teams of employed advisers (within superannuation and corporate funds and regional banks);
- (d) large teams of employed advisers (such as large banks);
- (e) small enterprises seeking to offer online advice and sales (<500,000 customers);
- (f) medium enterprises seeking to offer online advice and sales (<1 million customers);
- (g) large enterprises seeking to offer online advice and sales (>1 million customers); and
- (h) other (e.g. stockbrokers).

Decimal has already undertaken a "soft launch", engaging with specific segments of the market, but without widespread marketing. Decimal's product has been received favourably by existing customers due to a combination of its ease of use, streamlined functionality, efficiency benefits and scalability.

Following Completion, it is intended that resources will be allocated to strengthen Decimal's executive and sales team in Sydney, undertake aggressive marketing campaigns and pursue overseas markets.

Decimal intends to utilise a digital customer acquisition model based on presenting prospective customers with invitations and opportunities to participate in a quick and easy "click, trial, buy" and configuration of Decimal online, with no requirement for software to be downloaded and technology experts to install and configure separate instances of the software and database. Access to Decimal will be online and instant.

Cloud platform leaders in other industries have successfully utilised similar "click, trial and buy" approaches.

In contrast to traditional financial planning software that requires a level of vendor support and installation, Decimal has been developed to maximise the customer's ability to self-trial and self-configure. This means that product awareness building activity will be directed to a call-to-action based on self-initiating demonstrations, online trials and online purchasing direct from Decimal's website.

Decimal's revenue model

Decimal's offerings and revenue model is divided into:

- (a) IFAs and Dealer Groups; and
- (b) enterprises such as banks, superannuation funds and credit unions.

As an industry wide SaaS platform, pricing is linked to the level of capability and configurability that is elected by the customer. With Decimal's cloud-based platform, software upgrades are automatic, rendering costly software version upgrades a thing of the past.

IFAs and Dealer Groups

Decimal's SaaS offering to the approximately 17,000 financial advisers and 160 Dealer Groups in Australia is based on a monthly cost per financial adviser or support staff, starting from \$100 per month. IFAs and Dealer Groups will be able to select the capability and configurability they require, ranging from Decimal's cloud mobile enabled CRM Workflow up to the complete end-to-end and configurable advice, engagement, servicing and compliance solution.

Enterprises

Via Decimal's SaaS offering, enterprises in Australia will receive access to Decimal's complete end-to-end, fully customisable, mobile enabled industry platform as a white-label offering which can incorporate multiple enterprise brands under one institutional brand. Enterprises will also be able to design their own online consumer journey and experience for Decimal's client interface (i.e. Client Console) and immediately bring to bear Decimal's end-to-end platform, including real-time client triage and qualification through to multi-channel adviser support. SaaS revenue from enterprises is derived on a per product and advice basis.

Market overview – Australian wealth management industry

As at September 2013, the Australian wealth management industry was responsible for over \$2.2 trillion in funds under management (**FUM**). As at December 2012, Australia's FUM were the third largest globally (behind the US and Luxembourg). Since the introduction of Australia's mandatory retirement income system in 1992, FUM have grown significantly, more than doubling since 2005. Much of this growth is underpinned by the government-mandated superannuation contribution scheme, which will increase progressively from 9% to 12% of salary by 2022.

Going forward, FUM are expected to continue to grow strongly, driven by a number of favourable factors and trends, including:

- government support of industry, to ensure Australians are able to fund their retirement;
- an increase in the mandated superannuation contribution to 12% of salary;
- the move toward the introduction of scaled (or limited) advice; and
- population growth.

Whilst the Australian wealth management industry is large and well established, it is estimated that only 40% of the working population in Australia obtain financial advice when making significant investment decisions, particularly in relation to superannuation. Advisers and financial institutions are therefore seeking means to access this large untapped market – and online solutions are likely to be a significant element of this strategic imperative.

A recent study of the Australian digital landscape identified finance as one of the industries that is most likely to be disrupted by technological change. Customers expect to deal with most matters online, with information available 24/7 and on any device – digital and mobile access to solutions and information is increasingly the expected norm.

Technology will therefore be a key driver of change in the wealth management industry. This has already occurred for relatively simple financial product categories where very limited advice (or no advice) is appropriate, such as share trading, home loans and insurance. Often, online solutions are made available by financial product vendors to sell their own solutions to clients.

Market participants

The key participants in the financial services industry providing wealth management advice to be targeted by Decimal are:

- IFAs and Dealer Groups;
- banks and other financial institutions; and
- superannuation funds.

The financial planning and advisory industry generated \$4.4 billion of revenue in Australia in FY2013. Revenues are projected to grow by approximately 4% per annum between FY2014 and FY2019, in line with expected growth in funds invested, especially superannuation.

IFAs and Dealer Groups

The most common method for providing financial advisory services in Australia is through one of approximately 160 Dealer Groups. There are approximately 17,000 financial advisers in Australia working for 3,222 advisory groups operating across over 7,000 practices. The number of financial advisers is expected to exceed 20,500 by FY2019. Pre-retirees seeking advice for wealth creation and investment opportunities generally comprise a large portion of an IFA's client base.

Banks and other financial institutions

This segment of the market includes the major banks as well as all other financial institutions, including credit unions and insurance companies. The largest 5 institutions have a market share of approximately 48% of the financial advisory market.

Most banks and financial institutions have responded to escalating client needs for financial advice by acquiring wealth management businesses in the form of administration platform providers, and by acquiring financial planning Dealer Groups. They have tended to focus on providing their clients either “full” financial planning or “no advice” product sales.

To service the “mass” market for financial advice, the traditional planner model is cost prohibitive for these institutions. In addition, with the growth in demand for limited or scaled advice, the need for a human interface and complex systems to provide such advice is reduced. The new strategy is based around delivering scaled online advice for the emerging mass market given the increasing consumer preference and low cost.

Banks and financial planners do not currently possess end to end personal financial advice and compliance technology capabilities, and retail banking is fast becoming predominantly online, as a result traditional and online retailers are increasingly viewed by banks as potential competitors. In Australia, non-traditional financial services are entering the market, for example Virgin Money, Qantas' travel wallet (which is linked to its Frequent Flyer card) and Coles, which has recently applied for a banking license.

Superannuation funds

According to the Australia Prudential Regulation Authority (**APRA**), there were 317 super funds in Australia, excluding Self-Managed Super Funds (**SMSF**), at 30 September 2013. Including SMSFs and pooled superannuation trusts, there are over 520,000 superannuation entities in Australia, holding approximately \$1.75 trillion in assets. Many Australians are members of more than one fund.

APRA divides Australia's superannuation funds into five main segments: corporate, industry, public sector, retail and small funds:

- Corporate funds are funds operated for the benefit of employees of a particular company or corporate group.
- Industry funds are funds formed to provide access to superannuation for employees working in the same industry, although an increasing number of industry funds are now open to the public.
- Public sector funds are funds that provide benefits for government employees, or are schemes established by a Commonwealth, State or Territory law.
- Retail funds offer superannuation products on a commercial basis and their trustees are typically a part of a larger financial conglomerate.
- Small funds are those with less than 5 members. Almost all small funds are SMSFs, although some are small APRA funds.

In recent years the number of non-SMSF funds has dramatically fallen, so that the non-SMSF funds sector is now dominated by fewer, but larger, super funds. This has been a consistent trend since 2004, as growth in large funds (both in terms of number of funds and members) has come at the expense of small funds.

Business-to-business market

The value of the "business-to-business" market (being the provision of financial planning software for use by businesses) in Australia is estimated to exceed \$100 million per year in revenue. This estimate is based on the reported share of advisers using each of the main software packages on the market, and the reported revenues for the publicly listed vendors. These packages are a combination of traditional PC, server installed software solutions and non-cloud web based software, and are thus sold on a traditional model of software licences requiring regular software maintenance and upgrades.

Additionally, a number of Dealer Groups have developed their own in-house software solutions for wealth management advice. These developments can be expensive, complex and face ongoing risks in managing legislative and business change.

Business-to-business-to-consumer market

The above business-to-business market estimate excludes a potentially large new market – the provision of scaled or limited advice either by IFAs, Dealer Groups or financial institutions via online channels to a large portion of the 60% of the working population in Australia who are currently unadvised. Decimal's cloud platform, which performs all of the functions associated with financial advice provision in real time, may have an advantage over traditional financial planning software in this potential new market.

As is happening in other industries disrupted by innovative technology solutions (e.g. Xero, Seek, Carsales and Freelancer), Decimal provides a potentially revolutionary platform for IFAs, Dealer Groups, financial institutions and superannuation funds to penetrate this large, relatively untapped new market.

In addition, Decimal's software has been constructed so as to be capable of supporting multiple jurisdictions from a single common instance, including the US and the UK. The principal material reconfiguration required would be to update the Decimal software "business rules engine" for applicable regulations and tax law in each new jurisdiction.

Australian regulatory framework

The financial advisory industry is heavily regulated by a number of bodies including the Australian Securities and Investments Commission (**ASIC**), APRA and the Australian Tax Office. In addition, it is currently undergoing a major overhaul as part of the implementation of the Future of Financial Advice legislative reforms (**FoFA**), which came into effect on 1 July 2013. Historically, the financial advisory industry has been remunerated based on commissions for assets under advice. This has meant that there has not been an imperative for efficient business practice, as the industry has been able to grow on the back of an increasing number of superannuants and self-funded pre-retirees and a growing economy.

The introduction of FoFA aims at improving confidence in the industry, largely through removing conflicts of interest. The principal components of the legislation relate to the introduction of a fee for service, and the consequent banning of volume based commissions, and the introduction of a fiduciary duty for advisers. This requires fees charged to be explicitly disclosed to clients, placing pressure on advisers to reduce fees and adding to the necessity to source new clients, or re-engage with existing underserved and un-served clients. While a growing number of Australians will require financial advice, their expectations of what they should pay for that advice is

very different to what it is estimated to cost to prepare compliant advice utilising the industry's current advisory platforms.

1.7 Management

Michael Sertorio (currently Executive Chairman and Chief Executive Officer of Decimal) and Jan Kolbusz (currently Executive Director for Strategy and Innovation for Decimal's wholly-owned subsidiary, Decimal Technology and Systems Pty Ltd (**Decimal Technology**)) are key employees and managers of Decimal's business. A summary of the key terms of Mr Sertorio and Mr Kolbusz's current employment agreements with the Decimal Group are detailed in Section 7.3.

Subject to Completion and Shareholder approval at the General Meeting:

- (a) Michael Sertorio and Jan Kolbusz will join the Board of the Company as Directors; and
- (b) existing Directors Ian Middlemas, Lindsay Reed and Mark Pearce will resign. Robert Kirtlan will remain as a non-executive Director.

Details in relation to the qualifications and experience of each of the Directors and Proposed Directors are provided in Section 2.

1.8 Pro Forma Historical Statement of Financial Position

A reviewed pro forma historical statement of financial position of the Company, following completion of the Reduction of Capital, Consolidation and Acquisition is set out in Section 6.

1.9 Pro forma capital structure

The pro forma capital structure of the Company following the Consolidation, Acquisition and other matters is set out below:

	Shares	Options
Current capital structure	191,993,287 ¹	11,500,000 ¹
Consolidation (1 for 3)	(127,995,525) ²	(7,666,667) ²
Capital structure post Consolidation	63,997,762	3,833,333
Consideration Shares	112,500,000	-
Adviser and Facilitator Shares and Success Fee Options	3,000,000 ³	3,000,000 ³
Total on Completion	179,497,762⁴	6,833,333⁵

Notes:

- On a pre-Reduction of Capital and pre-Consolidation basis. All 11,500,000 Options are unlisted.
- The number of Shares and Options on issue will be reduced on a 1 for 3 basis as a result of the Consolidation. The exercise price of the Options will be reduced by \$0.06 as a result of the Reduction of Capital but will then increase by a multiple of 3 due to the Consolidation.

Details of the unlisted Options currently on issue and that which will be on issue following the Reduction of Capital, the Consolidation and Completion are set out in the table below.

3. The Adviser and the Facilitator for both parties will receive, on a post-Reduction of Capital and post-Consolidation basis, a total of 3,000,000 Shares and 3,000,000 unlisted Success Fee Options if the Acquisition successfully completes. The Success Fee Options will have an exercise price of \$0.345 and are exercisable on or before 15 July 2017. Refer to Section 9 of the Notice of Meeting for further details.
4. Assumes that no further Shares are issued prior to Completion.
5. Assumes that no Options are exercised prior to Completion.

The pro forma details of the unlisted Options that will be on issue following the Reduction of Capital, the Consolidation, the Acquisition and other matters is set out below:

Expiry date	Current Options on issue	Current exercise price	Options on issue post-Reduction of Capital, Consolidation and Completion	Exercise price post-Reduction of Capital, Consolidation and Completion
1 July 2014	250,000	\$0.25	83,334 ¹	\$0.57 ²
1 July 2014	250,000	\$0.35	83,334 ¹	\$0.87 ²
15 July 2017	10,000,000	\$0.175	3,333,334 ¹	\$0.345 ²
30 June 2015	500,000	\$0.20	166,667 ¹	\$0.42 ²
30 June 2015	500,000	\$0.30	166,667 ¹	\$0.72 ²
15 July 2017	-	-	3,000,000 ³	\$0.345 ³

Notes:

1. Pursuant to Listing Rule 7.22.1, on the Consolidation the number of Options will be consolidated in the same ratio as the Shares (being 3:1).
2. Pursuant to Listing Rule 7.22.3, as a result of the Reduction of Capital, the exercise price for each Option will be reduced by \$0.06. Pursuant to Listing Rule 7.22.1, on the Consolidation the exercise price of Options (on a post-Reduction of Capital basis) will then be amended in inverse proportion to the Consolidation ratio.
3. The Success Fee Options will be issued on Completion on a post-Reduction of Capital and post-Consolidation basis.

Refer to Section 10 for a summary of the rights attaching to Securities.

1.10 Risks

If the Acquisition is Completed, the Company will be changing the nature and scale of its activities, which is subject to various risk factors. Based on the information available, a non-exhaustive list of risk factors facing the Company after Completion is set out in Section 8.

1.11 Strategy of the Company going forward

Following Completion, the Company intends to begin an aggressive marketing campaign to officially launch the Decimal product to IFAs and financial institutions in Australia. The Company will employ the SaaS sales approach, used by other industry cloud leaders such as Salesforce and Xero, whereby the Company will seek to licence

Decimal's technology to various segments of the financial services market in Australia and abroad.

For further details of the Company's strategies following Completion, refer to Section 1.6.

1.12 Plans for the Company if the Acquisition is not completed

If the Company does not complete the Acquisition, the Company will continue to undertake due diligence on new opportunities for growth. Other than searching for new opportunities, the Company does not have any other activities. As a result, if the Company is not able to quickly identify and make an announcement of its intention to acquire a suitable new business or project, ASX may elect to exercise its discretion under the Listing Rules to suspend the quotation of Shares on ASX. This suspension would continue until the Company makes an announcement acceptable to ASX about its future activities whereby a suitable new business or project is identified.

2. Board and management

2.1 Directors

The names and details of the Directors of the Company at the date of this Information Memorandum are:

Mr Ian Middlemas	Non-Executive Chairman
Mr Lindsay Reed	Non-Executive Director
Mr Mark Pearce	Non-Executive Director
Mr Rob Kirtlan	Non-Executive Director

On Completion, Mr Middlemas, Mr Pearce and Mr Reed will retire as Directors. Mr Kirtlan will continue as a Director.

A biographical summary of each Director is set out below:

Mr Ian Middlemas – Non-Executive Chairman (To retire on Completion)

Mr Middlemas is a Chartered Accountant, a member of the Financial Services Institute of Australia and holds a Bachelor of Commerce degree. He worked for a large international Chartered Accounting firm before joining the Normandy Mining Group where he was a senior group executive for approximately 10 years. He has had extensive corporate and management experience and is currently a director with a number of publicly listed companies in the resource sector.

Mr Middlemas was appointed a Director of the Company on 16 July 2013. During the three year period to the end of the financial year ended 30 June 2013, Mr Middlemas has held directorships in Papillon Resources Limited (May 2011 – present), Equatorial Resources Limited (November 2009 – present), Berkeley Resources Limited (April 2012 – present), Pacific Ore Limited (April 2010 – present), Prairie Downs Metals Limited (August 2011 – present), Wildhorse Energy Limited (January 2010 – present), WCP Resources Limited (September 2009 – present), Sovereign Metals Limited (July 2006 – present), Sierra Mining Limited (January 2006 – present), Odyssey Energy Limited (September 2005 – present), Global Petroleum Limited (April 2007 – December

2011), Coalspur Mines Limited (March 2007 – October 2011), Mantra Resources Limited (September 2005 – June 2011), Aguia Resources Limited (September 2008 – August 2010) and Pacific Energy Limited (June 2006 – August 2010).

Mr Lindsay Reed – Non-Executive Director (To retire on Completion)

Mr Reed has more than 20 years' experience in the resources sector as a mining engineer, resources analyst and business development executive. He worked for RGC Limited for eight years in a range of operational and management roles, before joining Perth stockbroker Porter Western Ltd for four years as a resources analyst. Mr Reed joined Murchison United Limited as a corporate development manager and was instrumental in the acquisition of the Renison Bell tin mine for RGC Limited.

Mr Reed was appointed a Director of the Company on 1 June 2002. During the past three years Mr Reed has not served as a director of any other listed company.

Mr Mark Pearce – Non-Executive Director (To retire on Completion)

Mr Pearce is a Chartered Accountant and is currently a director of several listed companies in the resource sector. He has had considerable experience in the formation and development of listed companies and has worked for several large international chartered accounting firms. Mr Pearce is also a Fellow of the Institute of Chartered Secretaries and a Fellow of the Financial Services Institute of Australia.

Mr Pearce was appointed a Director of the Company on 16 July 2013. During the three year period to the end of the financial year ended 30 June 2013, Mr Pearce has held directorships in Prairie Downs Metals Limited (August 2011 – present), Equatorial Resources Limited (November 2009 – present), WCP Resources Limited (September 2009 – present), Sovereign Metals Limited (July 2006 – present), Odyssey Energy Limited (September 2005 – present), Pacific Ore Limited (April 2010 – present), Coalspur Mines Limited (March 2007 – October 2011) and Aguia Resources Limited (September 2008 – October 2010).

Mr Robert Kirtlan – Non-Executive Director

Mr Kirtlan had a background in accounting and finance prior to working for a major investment bank in Sydney and New York focusing on global mining. He has been involved in the mining industry for approximately 20 years, arranging equity and debt financing for junior and major mining companies. More recently, he has taken active roles in the financing, management and development of exploration opportunities across a broad spectrum of commodities in various countries. He was a founding shareholder and director of ASX listed Cooper Energy Limited (2001 – 2006) and was a founding shareholder, director and acting CEO of NGM Resources Limited, which was taken over by Paladin Energy Limited in 2010.

During the three year period to the end of the financial year ended 30 June 2013, Mr Kirtlan has held directorships in RMG Limited (April 2011 – present), Credo Resources Limited (November 2011 – present), Homeland Uranium Inc (February 2012 – present) and NGM Resources Limited (November 2003 – December 2010). Subsequent to the end of the previous financial year, Mr Kirtlan was also appointed as a director of East Africa Resources Ltd (November 2013 – present).

2.2 Proposed Directors (to be appointed on Completion)

On Completion (and subject to Shareholder approval of their appointment as Directors at the General Meeting), Mr Jan Kolbusz and Mr Michael Sertorio will join the Board as

Executive Directors of the Company, along with up to two other individuals nominated by Decimal (**Proposed Directors**), and it is proposed that from Completion Mr Michael Sertorio will be appointed as the Executive Chairman of the Board.

A biographical summary of Mr Kolbusz and Mr Sertorio is set out below.

Mr Jan Kolbusz – Proposed Executive Director (to be appointed on Completion)

Mr Kolbusz is the founder and current executive director of Decimal. Mr Kolbusz was formerly the Director, Technology and Operations of Asgard. Over a 9-year period Mr Kolbusz spanned the era of Asgard pioneering portfolio administration platforms, then drove further innovation and profitability after the successful acquisition by St George Bank. Mr Kolbusz was also a Director of Consulting at Ernst & Young. Prior to his time at Ernst & Young, Mr Kolbusz worked for US based Baxter Healthcare, including managing the US to Australia conversions and implementations of integrated hospital systems. Mr Kolbusz began his career working across a variety of technical and management roles on large-scale IBM platforms. Mr Kolbusz is a Fellow of the Institute of Company Directors and has a double major in Mathematics and Computer Science from the University of Western Australia and a Masters in Information Systems from Curtin University.

During the past three years, Mr Kolbusz has not served as a director of any listed company.

Mr Michael Sertorio – Proposed Executive Chairman (to be appointed on Completion)

Mr Sertorio has more than 25 years experience in senior management and board positions spanning financial services, manufacturing, construction, professional services, health care and wholesale trade in Australia and Asia with organisations including MLC, Chase Manhattan Bank Australia, Global Construction Services and Standard Chartered Bank Australia and Indonesia (where he served on the bank's Management Committee). Since 2001, Mr Sertorio has been involved with a number of companies as a shareholder and director, driving strategy and corporate development including with respect to corporate transactions. Mr Sertorio was an early investor in Decimal and was appointed to Decimal's board in 2010, on which he has been Chairman since July 2012 and Executive Chairman since 13 January 2014. Mr Sertorio is a Fellow of the Australian Institute of Company Directors and holds a Bachelor of Arts degree.

During the three year period to the end of the financial year ended 30 June 2013, Mr Sertorio has held a directorship in Global Construction Services Limited (July 2011 – October 2013).

2.3 Management team following Completion

On Completion (and subject to Shareholder approval of their appointment as Directors at the General Meeting), Mr Jan Kolbusz and Mr Michael Sertorio will join the Board as executive Directors of the Company. Existing Director Mr Robert Kirtlan will continue as a non-executive Director, and the Company's Chief Financial Officer and Company Secretary, Mr Stef Weber, will continue in those roles with the Company until at least 30 April 2014.

As the Company's operations change in size, nature and scope, the size and composition of the Company's management team will be reviewed and the Board will

seek to appoint persons who, in the opinion of the Board, will provide specialist expertise required by the Company.

Summaries of the current employment agreements of Mr Sertorio and Mr Kolbusz with the Decimal Group are set out in Section 7.3.

2.4 Corporate governance

The primary responsibility of the Board is to represent and advance Shareholders' interests and to protect the interests of stakeholders. To fulfil this role the Board is responsible for the overall corporate governance of the Company including its strategic direction, establishing goals for management, and monitoring the achievement of these goals.

The Board recognises the need for the Company to operate with the highest standards of behaviour and accountability.

Subject to the exceptions detailed below, the Company seeks to follow the best practice recommendations for listed companies as outlined in ASX Corporate Governance Council's Principles of Good Corporate Governance and Best Practice Recommendations (**Recommendations**) where appropriate for its size and the complexity of its operations.

Following Completion, the Company's corporate governance policies and structures will be reviewed by the Board and amended as appropriate.

The Company will provide an explanation of any departures from the Recommendations in its future annual reports. The below table provides a summary of the Recommendations from which the Company will depart from the time of re-admission, together with an explanation for that departure.

Recommendation	Notification of departure	Explanation for departure
Recommendation 2.1 – A majority of the board should be independent directors.	A majority of the Board are not independent Directors.	Following Completion only 1 of the 3 Directors will be considered to be independent, being Mr Rob Kirtlan (Independent Non-Executive Director – appointed 1 June 2002). The Board believes that the individuals on the Board will be able to make, and do make, quality and independent judgements in the best interests of the Company on all relevant issues. Directors having a conflict of interest in relation to a particular item of business must absent themselves from the Board meeting before commencement of discussion on the topic. The Company intends to appoint more independent Directors in the 12 months following Completion.
Recommendation 2.2 – The chair should be an	The Chairman is not an independent	The Board believes that the proposed Board structure is best suited to enable the Company to deliver Shareholder value

independent director.	Director.	and manage the operations for a company of the Company's size. The Company will continue to evaluate its internal structures to ensure that it is in the best position to deliver value to Shareholders.
Recommendation 2.3 – The roles of chair and chief executive officer (CEO) should not be exercised by the same individual.	The role of Chairman and CEO is exercised by the same person.	The Board believes that the proposed Board structure is best suited to enable the Company to deliver Shareholder value and manage the operations for a company of the Company's size. Following Completion, the Company will commence a process to strengthen its executive team and focus on the growth and development of the business.
Recommendation 2.4 – The board should establish a nomination committee.	A separate nomination committee has not been established.	The Board considers that the Company is not currently of a size to justify the formation of a nomination committee. The Board as a whole undertakes the process of reviewing the skill base and experience of existing Directors to enable identification of attributes required in new Directors.
Recommendations 4.1, 4.2 and 4.3 – The board should establish an audit committee and have a formal audit committee charter.	A separate audit committee has not been formed and there is not an audit committee operating charter.	The Board considers that the Company is not currently of a size and nor are its financial affairs of such complexity so as to justify the formation of an audit committee. The Board as a whole undertakes the selection and proper application of accounting policies, the identification and management of risk and the review of the operations of the internal control systems.
Recommendations 8.1 and 8.2 – The board should establish a remuneration committee.	A separate remuneration committee has not been formed.	The Board considers that the Company is not currently of a size nor are its financial affairs of such complexity to justify the formation of a remuneration committee. The Board as a whole is responsible for the remuneration arrangements for directors and executives of the Company.

As the Company's activities change in size, scope and/or nature, the Company's corporate governance principles will be reviewed by the Board and amended as appropriate.

Copies of the Company's corporate governance policies are available on the Company's website at www.avivacorp.com.au.

3. Details of the Acquisition and re-compliance

3.1 Acquisition terms – Consideration

The consideration payable by the Company under the Share Purchase Agreement is the issue to the Vendors of 112,500,000 Shares in the Company (on a post-Reduction of Capital and post-Consolidation basis) (**Consideration Shares**).

The Consideration Shares will be issued to the Vendors as detailed in Schedule 2 of the Notice of Meeting. Following Completion, the Vendors will together hold approximately 63% of Shares on issue.

The Consideration Shares may, in whole or part, be subject to a period of escrow determined by ASX in accordance with the Listing Rules (refer to Section 3.9 for further information).

Refer to Section 7.1 for further details of the terms and conditions of the Share Purchase Agreement.

3.2 Loan Facility

Pursuant to the Acquisition terms agreed between the Company and Decimal, the Company has provided Decimal with an unsecured loan facility for an amount of \$2.5 million, which Decimal drew down on 31 January 2014 (**Loan Facility**). The Loan Facility is repayable by 30 June 2014 and will incur interest from 31 March 2014 at a rate of 9% per annum.

3.3 Acquisition terms – Conditions

The obligation of the Company and the Vendors to complete the sale and purchase of Decimal is subject to and conditional upon the satisfaction of the following conditions precedent on or before 30 June 2014 (or such later date as may be agreed in writing between the Company and the Vendors):

- (a) the Company obtaining all necessary regulatory and Shareholder approvals pursuant to the Listing Rules, Corporations Act or any other law to allow the Company to lawfully complete the Reduction of Capital, the Consolidation and the Acquisition and satisfying all other requirements of ASX for the reinstatement to official quotation of the Shares on ASX;
 - (b) the Company receiving written confirmation from ASX that it will reinstate the Shares to official quotation on ASX on conditions satisfactory to the Company;
 - (c) the Company completing the Reduction of Capital; and
 - (d) the Company completing the Consolidation,
- (together the **Conditions**).

3.4 Re-compliance with the Listing Rules

The Company's proposed change to the nature and scale of its activities pursuant to the Acquisition necessitates the Company re-complying with Chapters 1 and 2 of the Listing Rules and requires the Company to lodge an information memorandum with

ASX. This Information Memorandum has been prepared for the purpose of satisfying that requirement.

In accordance with Chapter 11 of the Listing Rules, trading of Shares will be suspended on the date Shareholder approval for the change to the nature and scale of the Company's activities will be sought at the General Meeting, being on or about 14 March 2014, and will remain suspended until the Company has re-complied with Chapters 1 and 2 of the Listing Rules.

As detailed in the Company's ASX announcement of 20 January 2014 and the Notice of Meeting, the Company is proposing to undertake the Reduction of Capital and the Consolidation.

The purpose of the Reduction of Capital is to comply with the terms of the Share Purchase Agreement and to ensure that following Completion the Company has the adequate and appropriate level of cash reserves to fund the Company's planned post-Acquisition activities (refer to Section 3.5 for further details).

The purpose of the Consolidation is to comply with the terms of the Share Purchase Agreement, to implement a more appropriate capital structure for the Company going forward and to assist the Company to re-comply with Chapters 1 and 2 of the Listing Rules.

It is proposed that the Reduction of Capital and the Consolidation will be undertaken during the period of suspension (subject to receipt of the requisite Shareholder approvals at the General Meeting). Refer to the indicative timetable on page 7 of this Information Memorandum for further details.

Following the Reduction of Capital and the Consolidation, the Company will issue the Consideration Shares to the Vendors and the Shares and Success Fee Options to the Adviser and Facilitator (refer to Sections 8 and 9 of the Notice of Meeting for further details) and seek to have its Shares re-quoted on ASX. The Company expects re-quotation to occur on or about 16 April 2014.

If the Company does not receive conditional approval from ASX for re-admission to the Official List then it will not proceed with the Acquisition. Should this occur, then the change in the nature and scale of the Company's activities, the Reduction of Capital, the Consolidation, the Acquisition and the change of name of the Company will not occur, and trading of the Shares on ASX may remain suspended.

3.5 Funding allocation and business objectives

As at 31 December 2013, Decimal had cash reserves of approximately \$2.4 million while the Company had cash reserves of approximately \$23.2 million. It is anticipated that the combined cash reserves of the Company and Decimal on completion of the Acquisition, and following the Reduction of Capital, will be approximately \$13.6 million (the difference between this amount and the cash and cash equivalents amount of approximately \$14.2 million in the Pro Forma Historical Statement of Financial Position in Section 6.4 reflects the normal operating expenditure of Decimal and the Company in the period between 31 December 2013 and Completion).

Subject to and conditional upon Completion, the Company will utilise the funds to:

- strengthen Decimal's executive sales and other support teams;

- undertake an aggressive marketing campaign in Australia to license its technology to the various segments of the end market, utilising a digital customer acquisition model (refer Section 1.6 for more details regarding Decimal's sales strategy); and
- pursue overseas markets.

The Board believes that, upon Completion, the Company will have sufficient working capital to achieve the Company's objectives as detailed above.

The following table shows the expected use of funds over a two year period:

	\$'0,000
Total funds available on Completion¹	1,357
Staff and consultants expenditure:	
- Technical and implementation	507
- Sales, marketing and business development	465
- Corporate, finance and administration	214
Technical including technical compliance costs ²	43
Other sales and marketing expenses ³	86
Occupancy expenses ⁴	44
Corporate expenses ⁵	88
Transaction costs ⁶	40
R&D refunds	(160)
Interest received	(57)
Working capital	87
Total funds applied	1,357

Notes:

1. Represents the combined cash of the Company and Decimal on 31 December 2013 less expenditure until Completion, but before transaction costs.
2. Technical costs include costs for system software licenses, cloud facilities and software compliance.
3. Other marketing and sales expenses include conferences, partnerships and other activities to increase sales.
4. Includes rentals in Perth and Sydney partially offset by an incentive payment.
5. Includes public company expenses, associated compliance costs and corporate office expenses.
6. Transaction costs include costs for professional advice and due diligence.

Note that the above expenditures will be subject to modification on an ongoing basis depending on the results obtained from the Company's marketing and sales activities in respect to Decimal's products. Due to market conditions, the development of new opportunities and/or any number of other factors (including the risk factors outlined in Section 8), actual expenditure levels may differ significantly to the above estimates.

3.6 Forecasts

Following Completion, the Company will be a technology-focussed provider of cloud-based solutions, predominately to the financial services sector. Due to the speculative nature of the technology sector generally and Decimal's limited operating history, there are significant uncertainties associated with forecasting future revenues (if any) from the Company's proposed activities.

The Directors believe that given these inherent uncertainties, it is not possible to include a reliable revenue forecast in this Information Memorandum.

Section 3.5 includes information in relation to the Company's intended future activities.

3.7 Information Memorandum content requirements

In accordance with Listing Rule 1.4.1, the persons who have signed this Information Memorandum believe that this Information Memorandum contains all the information which would have been required under section 710 of the Corporations Act if the Information Memorandum were a prospectus.

ASX takes no responsibility for the contents of this Information Memorandum. The fact that ASX may readmit the Shares to quotation is not to be taken in any way as an indication of the merits of the Company or the Shares.

3.8 Dividend policy

The extent, timing and payment of any dividends in the future will be determined by the Directors based on a number of factors, including future earnings and the financial performance and position of the Company.

At the date of issue of this Information Memorandum, the Company does not intend to declare or pay any dividends in the immediately foreseeable future.

3.9 Restricted Securities

Subject to the re-quotation of the Shares on ASX, all or part of the Consideration Shares issued to the Vendors and the Shares and Success Fee Options issued to the Adviser and Facilitator (refer to Sections 4.4 and 9 of the Notice of Meeting for details) may be classified by ASX as restricted securities and will be required to be held in escrow for up to 24 months from the date of re-quotation. During the period in which these Securities are prohibited from being transferred, trading in Shares may be less liquid which may impact on the ability of a Shareholder to dispose of their Shares in a timely manner.

3.10 Enquiries

This Information Memorandum should be read in its entirety. Enquiries relating to this Information Memorandum, or requests for additional copies of this Information Memorandum, should be directed to the Company Secretary, Stef Weber on +61 8 9322 6322.

4. Report on Intellectual Property of Decimal Pty Ltd



Contact: Joe Seisdedos
Principal/Associate: Joe Seisdedos

27 February 2014

Aviva Corporation Limited
Level 9
BGC Centre
28 The Esplanade
PERTH WA 6000

Attention: The Directors

Dear Sirs

Report on Intellectual Property of Decimal Pty Ltd
Our ref: 251961:JPS:nmt

EXECUTIVE SUMMARY

We are advised that this report has been prepared for the purpose of assisting Aviva (Aviva Corporation Limited) in completing its due diligence enquiries in respect to the Decimal Group of Companies including Decimal Technologies and Systems Pty Ltd, Decimal Pty Ltd, Decimal Services Pty Ltd and Simpla Pty Ltd (referred to collectively as 'Decimal'), a group of companies that Aviva is currently in the process of acquiring through a share sales agreement (a draft copy of which has been sighted), and any subsequent disclosure required for a Notice of Meeting and information memorandum.

We have been asked by Aviva Corporation Limited ('Aviva') to provide a report on the intellectual property position for the group of patents and patent applications that are currently claimed to be owned by Decimal. The patent applications are directed to an automated software 'tool' (application) that is capable of devising an investment strategy or plan based on basic information input by a user. This group of patents and patent applications are referred to herein as the 'Decimal Patent Family'.

There is one family (i.e. a group of patents that are directed to the same invention) that make-up the Decimal Patent Family.

The Decimal Patent Family has four 'active' members:

1. Australian Granted Patent AU2008251036;
2. US Patent Application 12/600,027 (a pending US Patent Application);
3. Canadian Patent Application 2,687,109; and
4. Singapore Granted Patent No. 156896.

A UK Application (GB0920725.9) and a Malaysian Application were also identified but it appears both applications have been abandoned.

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All applications claim earliest priority from Australian Provisional Patent Application 2007902549 filed on 14 May 2007. A PCT application was filed on 15 May 2008 (PCT/AU2008/000677) and National Phase was subsequently entered on 16 June 2009. All applications have, according to public records, been filed in accordance with applicable laws and procedures.

The Decimal Patent Family of patents are broadly directed to a system and method that allows a user to input data via a user interface, utilises the input data to retrieve statistical and reference data relevant to the user from a database to generate a user profile, generates an investment strategy for the user based on the user profile and displays the investment strategy.

All patent applications in the Decimal Patent Family were filed in the name of a single inventor, Mr Jan Kolbusz. We have sighted an assignment agreement which assigns all rights in the Decimal Patent Family from Jan Kolbusz to Decimal. The assignment, combined with an earlier agreement between Jan Kolbusz and Decimal that acknowledges that all equitable rights in the Decimal Patent Family are owned by Decimal (also sighted), satisfies us that all rights to the invention and Decimal Patent Family have been clearly assigned.

The type of invention described in the specification is generally referred to as a "*business method*" invention. Business method inventions are now considered by most attorneys, patent offices and Courts to sit in a 'grey area' of patentability. While there are no exact rules regarding what types of business methods are patentable, it is generally accepted that a claimed business method must have some type of technical character and must provide some type of technical (not simply commercial) advantage.

Therefore, while the Australian Decimal Patent has gone to grant, in our opinion there is a risk that the Decimal Patent Family may be open to attack on the grounds that the invention defined in the patent is not a 'patentable invention' (or as is sometimes referred to in Australian law, not a 'manner of manufacture'). It is difficult to quantify this risk because the law with regard to business method inventions has been in a state of flux over the last 5-6 years, with arguably conflicting decisions from the Australian Courts.

With regard to the novelty and inventiveness of the claimed invention, we note one document was identified during the International Phase of the PCT as being relevant to the novelty and inventiveness of the invention in the Australian Decimal Patent. The document disclosed a software application which provided an investment strategy based on an analysis of a client's financial status. The broad inventive concept of the Decimal Patent Family, in contrast, is directed to the generation of a user profile based on a set of statistical averages. This is a different method of generating an investment strategy and therefore the invention claimed in the Australian Decimal Patent was found to be novel and inventive.

The invention claimed in the Australian Decimal Patent, therefore, does not cover any type of software product that creates an investment strategy, but rather, a software product that utilises statistical averages to generate a user profile, which in turn is used to generate an investment strategy.

The claims of the pending US application have been narrowed further to limit the broadest claim to include the additional functionality of modifying the statistical and reference data, and subsequently using the modified data to generate an updated user profile. This further narrows the claimed invention to an iterative process where a third party would only infringe if they make, use, sell or otherwise deal with a software application that follows all of the process steps listed above. As such, the scope of protection potentially afforded in the US (assuming the US patent proceeds to grant in its current state) will be potentially narrower than the scope of protection afforded in Australia.

The Singaporean Patent and Canadian Patent Application have claims of substantively similar scope to the Australian Decimal Patent. However, it is likely that the claims of the Canadian patent application will be narrowed during examination.

We searched for additional patents filed by the inventor (Jan Kolbusz) and the applicant (Decimal) that might be related to the technology sought to be commercialised by Decimal. Our search did not locate any additional patents related to the subject matter of an automated tool for the development of investment strategies.

This report does not provide a 'freedom to operate' opinion and does not comment on whether Aviva or Decimal could commercialise the automated tool that is the invention claimed in the Decimal Patent Family without infringing valid intellectual property rights of others.

Furthermore, while we have reviewed and commented on the validity of the claims of the patents discussed in this report with respect to the prior art uncovered by Examiners during the course of examination of the Decimal Patent Family, this is not a guarantee that the claims are novel, inventive, sufficiently supported by the specification, or valid in any respect in any of the jurisdictions in which they are granted or being prosecuted. While rare, it is possible that more relevant prior art may be located through more exhaustive searches. A granted patent is not a guarantee of validity. However, given the fact that the Examiner has failed to find any substantively relevant prior art, we can state that the risk of the patents being invalidated on the basis of as yet undiscovered prior art is reasonably low and it is likely that the patents would stand up to challenge.

INSTRUCTIONS AND ACTIONS

In accordance with your instructions, we have taken the following actions:

- (a) established the status of the patents/applications identified as the Decimal Patent Family;
- (b) undertaken limited investigations into the chain of title and inventorship for the patents in the Decimal Patent Family;
- (c) established the scope of the disclosures in the patents and patent applications of the Decimal Patent Family and whether these disclosures provide sufficient exemplification and instruction to support the claims covering the specific commercial application of interest to Decimal;
- (d) established the scope of the claims of the US and Australian patents (and ascertained whether the claims vary significantly) of the Decimal Patent Family;
- (e) carried out a search in key jurisdictions for all patents and/or patent applications filed by the inventors of the patents and patent applications in the Decimal Patent Family, namely Jan Kolbusz.

Patent Status

A table summarising the status of the patents and patent applications in the Decimal Patent Family is enclosed as Appendix A.

Entitlement

In order to investigate the entitlement of Decimal to the invention described and defined in the Decimal Patent Family, the following information needs to be clarified:

- (a) the inventors at the time of filing of the applications and whether the employer of the inventors has any rights to the inventions; and
- (b) how Decimal acquired rights in the invention (and the applications) from the inventors.

We conducted an interview with the only named inventor on the patents in the Decimal Patent Family, Jan Kolbusz, and asked him to describe how he conceived the invention, in what circumstances he conceived the invention, and whether there was any disclosure of the invention to third parties prior to filing the patent applications.

The interview with Jan Kolbusz was recorded (with his consent) and a transcript is available. For the purpose of this report, a very short summary of the outcome of the interview is presented below:

- (a) Jan Kolbusz stated that he is the sole inventor of the invention described and defined in the Decimal Patent Family specifications;
- (b) Jan further stated that the invention was conceived before Decimal was established as an entity;
- (c) Jan further stated that (apart from his arrangement with Decimal) he has not assigned, licenced or promised any interest in the invention and/or the patents that comprise the Decimal Patent Family to any third party; and
- (d) Jan further stated that he sought patent protection prior to disclosing the invention to any third parties.

Of course, an interview does not constitute proof that there are no further inventors that might have contributed to the invention or that there are no third parties that may have rights to the invention. Nor does it prove that no other third party has an interest in the Decimal Patent Family. However, we have no information which would lead us to believe that Jan Kolbusz has deliberately omitted relevant information from his answers to our questions in the interview and we have no evidence to indicate that other inventors may be involved in the creation of the invention or that any rights were promised to any third parties.

Therefore, it is reasonable to proceed on the assumption that Jan Kolbusz is the sole inventor and that he was entitled to file and be granted a patent for the invention disclosed in the Decimal Patent Family. It follows that Jan Kolbusz is entitled to assign all interests in the patents to Decimal.

Therefore, as there is a clear assignment of rights from Jan Kolbusz to Decimal, Decimal, on the evidence available, has full ownership and rights to the Patents in the Decimal Patent Family.

Scope of Disclosure of Specification and Scope of Claims

We reviewed the disclosure provided in the specifications to establish the scope of the disclosures in the patents and patent applications of the Decimal Patent Family and whether, under Australian law, these disclosures provide sufficient exemplification and instruction to support the claims covering the specific commercial application of the technology in a 'real world' software application. We wished to establish if there is sufficient information in the specifications to allow a reader to develop a software application that has the same functionality and feature set as the broad invention defined in the claims of the patent. If the specification does not provide sufficient information, it may not provide adequate patent protection for Decimal's commercial activities.

Comparing this disclosure to the claimed invention, we advise that there is support in the specification for a method and a system for creating investment strategies. The system allows a user to input data via a user interface, utilises the data to retrieve statistical and reference data relevant to the user from a database to generate a user profile, generates an investment strategy for the user based on the user profile and displays the investment strategy.

The type of invention described in the specification is generally referred to as a "*business method*" invention. While the invention is implemented by a computing system, the essential character of the invention is one of the abstract calculation of certain values, the values being useful in the context of making decisions of a financial nature, but which are not inherently technical (e.g. related to the control of a machine). Business method inventions are now considered by most attorneys, patent offices and Courts to sit in a 'grey area' of patentability. While there are no exact rules regarding what types of business methods are patentable, it is generally accepted that business method must have some sort of technical character and must provide some sort of technical (not simply commercial) advantage.

In more detail, the US *Bilski* case (a US Supreme Court case—while not binding in Australia, is nonetheless persuasive), found that a patent directed to a method of hedging risks in commodities trading via a fixed bill system was not patentable. The Court established that for an invention to be patentable, it must be either directed to something physical (e.g. a machine) or it must be directed to a process that acts on something physical (i.e. a process that transforms one physical thing to another). This is now commonly referred to as the "*machine or transformation*" test. The Court found that, under US law, the method claim in *Bilski* did not claim something that "*transformed an article to a different state or thing*". That is, they stated that legal obligations (such as a contract or an option) "*cannot meet the test because they are not physical objects or substances*".

On a positive note, the Court also went on to state that they were not going to adopt a test that barred business methods per se or software from patentability. Indeed, the US Decimal Patent does not appear to have received a Patentable Subject Matter objection during examination—this in itself does not mean the US Decimal Patent cannot be attacked post-grant on the grounds that it does not define a patentable invention. However, the fact that the Examiner has not seen fit to raise this objection suggests that there is a solid argument in favour of stating that the invention defined is patent eligible.

Turning to the Australian Decimal Patent, while the Australian Decimal Patent has gone to grant, it appears to have gone to grant at a time before the Australian Patent Office began to take a more restrictive view of business method patents. The method claims in particular are quite broad.

Therefore, there is a risk that the Decimal Patent Family may be open to attack on the grounds that the invention defined in the patent is not a 'patentable invention' (or as is sometimes referred to in Australian law, not a 'manner of manufacture'). It is difficult to quantify this risk because the law with regard to business method inventions has been in a state of flux over the last 5-6 years, with arguably conflicting decisions from the Australian Courts. You should be aware of this risk when attempting to determine the value of the Decimal Patent Family. The Australian Patent Office has taken a similar view to the US Courts, and the Australian Courts have taken a very scattered view, with some business method applications being found to not be patentable, while others (more recently the *RPL Central* Federal Court case) have been found to be patentable.

In our opinion, having closely followed the progress of business method patents in Australia, the US and a number of other large jurisdictions, the Decimal Patent Family has a good prospect of standing up to a 'patentable subject matter' attack. The Decimal Patent Family is directed to the use of statistical information to calculate a complex series of values that cannot be calculated by hand (or if it can, such a calculation would take weeks). As such, we have strong arguments to suggest that the Decimal Patent Family is directed to a system and method that transforms 'real world' data and is not merely related to a business transaction *per se*. However, it must be stressed that as the law is currently in a state of flux, the ultimate enforceability of the Decimal Patent Family may vary significantly depending on any new case law that emerges in the ensuing years. We recommend that you factor this uncertainty into the value of the transaction you seek to undertake.

With regard to the content of the Australian Decimal Patent, it is our opinion that the claims are fairly based on the detailed description (which means that there is enough description in the specification to enable the claims across the breadth of the invention—in simple terms, the claims are unlikely to be held to be invalid based on a lack of description in the specification).

With regard to the novelty and inventiveness of the claimed invention, we note that the Authorised Officer who provided an Opinion on the Australian Decimal Patent during the International Phase of the PCT uncovered one document which he believed was relevant to the novelty and inventiveness of the invention in the Australian Decimal Patent. This document was an earlier PCT application, publication number WO2001/043037.

The earlier PCT application disclosed a software application which provided an investment strategy based on an analysis of a client's financial status. The broad inventive concept of the Decimal Patent Family, in contrast, is directed to the generation of a user profile based on a set of statistical averages. This is a different method of generating an investment strategy and therefore the invention claimed in the Australian Decimal Patent was found to be novel and inventive.

The invention claimed in the Australian Decimal Patent, therefore, does not cover any type of software product that creates an investment strategy, but rather, a software product that utilises statistical averages to generate a user profile, which in turn is used to generate an investment strategy. The underlined section in the previous sentence is, in our view, the crux of the inventive concept. Any competing software product that does not incorporate this feature would most likely not infringe the Australian Decimal Patent.

The claims of the pending US application have been narrowed further to limit the broadest claim to include the additional functionality of modifying the statistical and reference data, and using the modified data to subsequently generate an updated user profile. This further narrows the invention to an iterative process where a third party would only infringe if they make, use, sell or otherwise deal with a software application that follows all of the process steps listed above. As such, the scope of protection afforded in the US (assuming the US patent proceeds to grant) will be potentially narrower than the scope of protection afforded in Australia.

The Singaporean patent and Canadian patent application have claims of substantively similar scope to the Australian Decimal Patent. However, it is likely that the claims of the Canadian patent application will be narrowed during examination.

Please note, the present report is not a 'freedom to operate' opinion and does not establish or comment on whether Decimal could commercialise the automated tool defined in the specification without infringing valid intellectual property rights of others.

Furthermore, we have only reviewed the validity of the claims of the patents discussed in this report to determine if the claims are novel, inventive, sufficiently supported by the specification to the extent of the prior art located during the International Search carried out on the PCT application.

Search for Other Patents and/or Patent Applications by Inventors

We carried out a search to determine the patent filing history of the inventor, Jan Kolbusz and on all entities in the Decimal Group of Companies ('Decimal'). We failed to locate any further patent applications or patents filed in the name of Jan Kolbusz or Decimal.

It should be noted that our search results are entirely dependent upon the accuracy with which any databases used to conduct the search are established and maintained. Further, please note that our search results are limited to patent applications that have been published, i.e. are open to public inspection. This normally occurs 18 months after the original priority application has been filed with the relevant Patent Office. It is therefore possible that relevant applications have been filed but not yet published, in which case such applications would not have been located by our search.

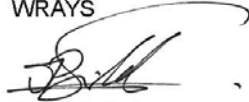
Limitations of Report

We advise that the accuracy of our comments regarding the current status of the patents and patent applications in the Decimal Patent Family is entirely dependent upon the accuracy with which electronic patent office databases are established and maintained. Furthermore, patents and patent applications can be challenged by third parties on a variety of grounds, such as the validity and/or patentability of the claims, and this may result in amendment of the scope of the claims or invalidation of the patent or application. We have not reviewed or commented on the validity of the claims of the patents discussed in this report, except where prior art has already been located by a patent office or other competent authorities (such as the International Searching Authority).

As discussed above, the present report is not a 'freedom to operate' opinion and does not establish or comment on whether Decimal or Aviva could commercialise the automated tool without infringing the valid intellectual property rights of others.

Thank you for the opportunity to present this report to Aviva Corporation Limited. Please do not hesitate to contact us if you have any questions or require further information.

Yours sincerely
WRAYS

A handwritten signature in black ink, appearing to read 'Joe Seisdedos', with a large, sweeping flourish extending to the right.

Joe Seisdedos
Principal

APPENDIX A

AUTOMATED TOOL FOR INVESTMENT TECHNOLOGIES			
Application Number	Publication Number	Country	Status
2007902549	-	Australia (AU) (Provisional)	Converted to PCT
PCT/AU2008/000677	WO/2008/138065	World (PCT)	National Phase Entered
2008251036	-	Australia (AU)	Granted
2,687,109		Canada (CA)	Pending
PI 20094813	-	Malaysia (MY)	Uncertain (Appears to have Lapsed)
200907485-7	156896	Singapore (SG)	Granted
GB0920725.9	GB2462552	United Kingdom (GB)	Lapsed
12/600,027	2011-0191260	United States (US)	Pending

5. Independent Limited Assurance Report



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The Board of Directors
Aviva Corporation Limited
Level 9, BGC Centre
28 The Esplanade
PERTH WA 6000

11 March 2014

Dear Directors

Independent Limited Assurance Report on Aviva Corporation Limited's Historical and Pro Forma Historical Financial Information and Decimal Group Pty Limited's Historical Financial Information

1. Introduction

We have been engaged by Aviva Corporation Limited ('Aviva') to report on the historical financial information and pro forma historical financial information of Aviva and historical financial information of Decimal Group Pty Ltd for inclusion in the Information Memorandum ("Information Memorandum") to be dated on or about 11 March 2014, and to be issued by Aviva, in respect of the proposed acquisition of the entire issued share capital of Decimal Group Pty Ltd ("Decimal") by Aviva.

Expressions and terms defined in the Information Memorandum have the same meaning in this report.

2. Scope

Historical Financial Information

You have requested Ernst & Young to review the following historical financial information of Aviva (the responsible party) and Decimal included in the Information Memorandum:

- ▶ the historical statements of financial position as at 31 December 2013.

(Hereafter the 'Historical Financial Information'.)

The Historical Financial Information has been prepared in accordance with the stated basis of preparation, being the recognition and measurement principles (but not all of the presentation and disclosure requirements) prescribed by Australian Accounting Standards issued by the Australian Accounting Standards Board ("AASB"). The Historical Financial Information of Aviva has been extracted from the financial report of Aviva for the half-year ended 31 December 2013 which was reviewed by Ernst & Young and on which an unmodified limited assurance conclusion was issued. The Historical Financial Information of Decimal has been extracted from the consolidated balance sheet and notes of Decimal as at 31 December 2013, which was reviewed by BDO and on which an unmodified limited assurance conclusion was issued.

The Historical Financial Information is presented in the Information Memorandum in an abbreviated form, insofar as it does not include all of the presentation and disclosures required by Australian Accounting Standards and other mandatory professional reporting requirements applicable to general purpose financial reports prepared in accordance with the *Corporations Act 2001*.

Pro Forma Historical Financial Information

You have requested Ernst & Young to review the following pro forma historical financial information of Aviva included in the Information Memorandum:

- ▶ the pro forma historical consolidated statement of financial position as at 31 December 2013.

(Hereafter the 'Pro Forma Historical Financial Information')

(Collectively, the 'Financial Information').

The Pro Forma Historical Financial Information has been derived from the Historical Financial Information, after adjusting for the effects of pro forma adjustments described in Section 6.6 of the Information Memorandum. The stated basis of preparation is in a manner consistent with the recognition and measurement principles contained in Australian Accounting Standards issued by the AASB and Decimals' adopted accounting policies applied to the Historical Financial Information and the events or transactions to which the pro forma adjustments relate, as described in Section 6.6 of the Information Memorandum, as if those events or transactions had occurred as at 31 December 2013. Due to its nature, the Pro Forma Historical Financial Information does not represent Aviva's actual or prospective financial position.

3. Directors' Responsibility

The directors of Aviva are responsible for the preparation and presentation of the Historical Financial Information and Pro Forma Historical Financial Information, including the selection and determination of pro forma adjustments made to the Historical Financial Information and included in the Pro Forma Historical Financial Information. This includes responsibility for such internal controls as the directors determine are necessary to enable the preparation of Historical Financial Information and Pro Forma Historical Financial Information that are free from material misstatement, whether due to fraud or error.

4. Our Responsibility

Our responsibility is to express limited assurance conclusions on the Historical Financial Information and Pro Forma Historical Financial Information based on the procedures performed and the evidence we have obtained. We have conducted our engagement in accordance with the Standard on Assurance Engagements ASAE 3450 *Assurance Engagements Involving Corporate Fundraisings and/or Prospective Financial Information*.

A limited assurance engagement consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other limited assurance procedures. It is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain reasonable assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Our engagement did not involve updating or re-issuing any previously issued audit or limited assurance report on any financial information used as a source of the Financial Information.

5. Conclusions

Historical Financial Information

Based on our limited assurance engagement, which is not an audit, nothing has come to our attention that causes us to believe that the Historical Financial Information, as described in Section 6.2 of the Information Memorandum and comprising:

- ▶ the historical statement of financial position of Aviva as at 31 December 2013; and
- ▶ the historical statement of financial position of Decima as at 31 December 2013

is not presented fairly, in all material respects, in accordance with the stated basis of preparation, as described in Section 6.5 of the Information Memorandum.

Pro Forma Historical Financial Information

Based on our limited assurance engagement, which is not an audit, nothing has come to our attention that causes us to believe that the Pro Forma Historical Financial Information, as described in Section 6.3 of the Information Memorandum and comprising:

- ▶ the pro forma historical consolidated statement of financial position of Aviva as at 31 December 2013

is not presented fairly, in all material respects, in accordance with the stated basis of preparation as described in Section 6.5 of the Information Memorandum.

6. Restriction on Use

Without modifying our conclusions, we draw attention to Section 6.1 of the Information Memorandum, which describes the purpose of the Financial Information, being for inclusion in the Information Memorandum. As a result, the Financial Information may not be suitable for use for another purpose.

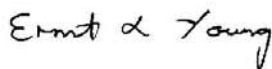
7. Consent

Ernst & Young has consented to the inclusion of this assurance report in the Information Memorandum in the form and context in which it is included.

8. Independence or Disclosure of Interest

Ernst & Young does not have any interests in the outcome of the proposed acquisition of the entire issued share capital of Decima by Aviva other than in the preparation of this report for which normal professional fees will be received.

Yours faithfully



Ernst & Young

6. Financial information

6.1 Introduction

This Section sets out the Historical Financial Information of the Company and Decimal and the Pro Forma Historical Financial Information of the Company (collectively, the **Financial Information**). The basis of preparation of the Financial Information is set out in Section 6.5. The Financial Information was prepared by management and was adopted by the Directors. The Directors are responsible for the inclusion of all Financial Information in the Information Memorandum. The purpose of the inclusion of the Financial Information is to illustrate the effects of the Acquisition. Ernst & Young has prepared an Independent Limited Assurance Report in respect of the Historical Financial Information and the Pro Forma Historical Financial Information. A copy of this report, within which an explanation of the scope and limitations of Ernst & Young's work is included, is set out in Section 5.

6.2 Historical Financial Information

The Historical Financial Information for the Company and Decimal set out in this Section 6 comprises the historical statements of financial position of the Company and Decimal as at 31 December 2013 (**Historical Financial Information**).

The historical statement of financial position of the Company as at 31 December 2013 has been extracted from the financial report of the Company for the half-year ended 31 December 2013, which has been reviewed by Ernst & Young and on which an unmodified limited assurance conclusion was issued.

The historical statement of financial position of Decimal as at 31 December 2013 has been extracted from the consolidated balance sheet and notes of Decimal as at 31 December 2013, which has been reviewed by BDO and on which an unmodified limited assurance conclusion was issued.

6.3 Pro Forma Historical Financial Information

The Pro Forma Historical Financial Information for the Company, which consolidates the Company and Decimal (together, the **Group**), set out in this Section 6 comprises the pro forma historical consolidated statement of financial position of the Company as at 31 December 2013 (**Pro Forma Historical Statement of Financial Position** or **Pro Forma Historical Financial Information**).

6.4 Pro Forma Historical Statement of Financial Position

AVIVA CORPORATION LIMITED HISTORICAL AND PRO FORMA HISTORICAL STATEMENTS OF FINANCIAL POSITION AS AT 31 DECEMBER 2013

	Notes (Section 6.6)	Historical Decimal Group Pty Ltd 31-Dec-2013	Historical Aviva Corporation. Limited 31-Dec-2013	Pro-forma Adjustments	Pro-forma Historical 31-Dec-2013
		\$	\$	\$	\$
ASSETS					
Current Assets					
Cash and cash equivalents	1.	2,446,650	23,214,564	(11,434,597)	14,226,617
Trade and other receivables		44,575	192,679	-	237,254
Other financial assets		-	125,001	(125,001)	-
Prepayments		-	20,492	-	20,492
Total Current Assets		2,491,225	23,552,736	(11,559,597)	14,484,363
Non-Current Assets					
Property, plant and equipment		45,504	10,968	-	56,472
Intangible Assets		139,789	-	-	139,789
Total Non-Current Assets		185,294	10,968	-	196,262
TOTAL ASSETS		2,676,519	23,563,704	(11,559,597)	14,680,625
LIABILITIES					
Current Liabilities					
Trade and other payables		324,713	190,697	-	515,410
Financial Liabilities		18,016	-	-	18,016
Provisions		232,793	14,310	-	247,103
Income in Advance		550,000	-	-	550,000
Total Current Liabilities		1,125,522	205,008	-	1,330,529
Non-Current Liabilities		21,095	-	-	21,095
TOTAL LIABILITIES		1,146,617	205,008	-	1,351,624
NET ASSETS		1,529,902	23,358,696	(11,559,597)	13,329,001
EQUITY					
Issued capital	2.	8,579,339	47,851,296	(30,766,867)	25,663,768
Reserves	3.	-	1,226,698	(971,698)	255,000
Accumulated losses	4.	(7,049,437)	(25,719,298)	20,178,968	(12,589,767)
TOTAL EQUITY		1,529,902	23,358,696	(11,559,597)	13,329,001

6.5 Basis of preparation and summary of significant accounting policies

In substance, the Acquisition involves Decimal shareholders gaining control of the Company. As the Company does not meet the definition of a "business" under the Australian Accounting Standards, the ongoing consolidated financial statements of the Company will represent the continuation of Decimal. Accordingly, the Acquisition has been accounted for as a share based payment by which Decimal acquires the net assets and listing status of the Company.

The Historical Financial Information set out in this Information Memorandum has been prepared in accordance with the recognition and measurement principles (but not all of the presentation and disclosure requirements) prescribed by the Australian Accounting Standards.

The Pro Forma Historical Financial Information has been prepared in a manner consistent with the recognition and measurement principles contained in the Australian Accounting Standards and Decimals' adopted accounting policies applied to the Historical Financial Information and the events or transactions to which the pro forma adjustments relate, as described in Section 6.6, as if those events or transactions had occurred as at 31 December 2013.

The Financial Information is presented in an abbreviated form and it does not include all of the presentation and disclosures required in an annual general purpose financial report prepared in accordance with the Australian Accounting Standards and the Corporations Act.

The Financial Information has been prepared on a going concern basis. In arriving at this position, the Directors have had regard to the fact that the Group has sufficient cash and other assets to fund administrative and other committed expenditure for a period of not less than 12 months from the date of this Information Memorandum.

The significant accounting policies which have been adopted in the preparation of the Financial Information are:

(a) Functional and presentation currency

The Financial Information is presented in Australian dollars, which is the Company's and Decimal's functional and presentation currency.

(b) Historical Cost Convention

The Financial Information has been prepared on a historical cost basis.

(c) Cash and cash equivalents

Cash and cash equivalents in the statement of financial position comprise cash at bank and short-term deposits with an original maturity of three months or less that are readily convertible to known amounts of cash and that are subject to an insignificant risk of changes in values.

(d) Trade and other receivables

Trade receivables are generally paid on 30 day settlement terms and are recognised and carried at original invoice amount less an allowance for impairment. Trade receivables are non-interest bearing. Collectability of trade

receivables is reviewed on an ongoing basis. Individual debts that are known to be uncollectable are written off when identified.

(e) **Issued capital**

Shares are classified as equity. Incremental costs directly attributable to the issue of new Shares or Options are shown in equity as a deduction, net of tax, from the proceeds.

(f) **Revenue recognition**

Revenue is recognised and measured at the fair value of the consideration received or receivable to the extent it is probable that the economic benefits will flow to the entity and the revenue can be reliably measured. The following specific criteria must also be met before revenue is recognised:

(i) Interest revenue

Revenue is recognised as interest accrued using the effective interest method. This is a method of calculating the amortised cost of a financial asset and allocating the interest revenue over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

(ii) Rendering of services

Where the work performed can be reliably measured, the right to receive compensation for the services provided is established and the stage of completion can be reliably measured. Stage of completion is measured by reference to the labour hours performed to date as a percentage of total estimated labour hours.

(g) **Income tax and other taxes**

Current tax assets and liabilities for the current and prior periods are measured as the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute this amount are those that are enacted or substantively enacted by the statement of financial position date.

Deferred income tax is provided on all temporary differences at the statement of financial position date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax liabilities are recognised for all taxable temporary differences except:

- when the deferred income tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; or
- when the taxable temporary difference is associated with investments in subsidiaries, and the timing of the reversal of the temporary

difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets are recognised for all deductible temporary differences, carry-forward of unused tax assets and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry-forward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; or
- when the deductible temporary difference is associated with investments in subsidiaries, in which case a deferred tax asset is only recognised to the extent that it is probable that the temporary difference will reverse in the foreseeable future and taxable profit will be available against which the temporary difference can be utilised.

The carrying amount of deferred income tax assets is reviewed at each statement of financial position date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Unrecognised deferred income tax assets are reassessed at each statement of financial position date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the statement of financial position date.

Deferred tax assets and deferred tax liabilities are offset only if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and liabilities relate to the same taxable entity and the same taxation authority.

(h) **Other taxes**

Revenues, expenses and assets are recognised net of the amount of GST except:

- when the GST incurred on a purchase of goods and services is not recoverable from the taxation authority, in which case the GST is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and
- receivables and payables, which are stated with the amount of GST included.

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the statement of financial position.

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the taxation authority.

(i) Share-based payments

For equity-settled share-based payment employee share and option schemes, the fair value of the equity to which employees become entitled is measured at grant date and recognised as an expense over the vesting period, with a corresponding increase to an equity account. The fair value of Shares is ascertained as the market bid price. The fair value of Options is ascertained using a Black-Scholes pricing model, which incorporates all market vesting conditions. The number of Shares and Options expected to vest is reviewed and adjusted at each reporting date such that the amount recognised for services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest.

Share-based payment transactions also include transactions where goods and services are received as consideration for equity instruments in the entity. In situations where equity instruments are issued and some or all of the goods and services received rendered as consideration cannot be specifically identified, the unidentified goods and services received (or to be received) are measured as the difference between the fair value of the share-based payment transaction and the fair value of any identified goods and services received at the grant date. This is then capitalised or expensed as appropriate.

(j) Income in advance

Income that is received in advance for services expected to be provided after reporting date has been deferred and will be brought to account and recognised in the accounting period in which the respective services are provided.

(k) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangible assets, excluding capitalised development costs, are not capitalised and expenditure is reflected in profit and loss in the period in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite lives are amortised over their useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting

estimates. The amortisation expense on intangible assets with finite lives is recognised in the income statement as the expense category that is consistent with the function of the intangible assets.

(l) Investments and other financial assets

Investments and financial assets in the scope of AASB 139 Financial Instruments: Recognition and Measurement are categorised as either financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments, or available for sale financial assets. The classification depends on the purpose for which the investments were acquired. Designation is re-evaluated at each financial year end, but there are restrictions on reclassifying to other categories.

(m) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payment that are not quoted in an active market. Such assets are carried at amortised cost using the effective interest method. Gains and losses are recognised in the statement of comprehensive income when the loans and receivables are derecognised or impaired.

(n) Provisions

Provisions are recognised when there is a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

When it is expected that some or all of a provision is to be reimbursed, for example under an insurance contract, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the statement of comprehensive income net of any reimbursement.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the reporting date using a discounted cash flow methodology. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects the time value of money and the risks specific to the liability. The increase in the provision resulting from the passage of time is recognised in finance costs.

6.6 Actual and proposed transactions to arrive at the Pro Forma Historical Statement of Financial Position (pro forma adjustments)

The Pro Forma Historical Financial Information gives effect to the pro forma adjustments set out in this Section 6.6 as if they had occurred on the date being presented, being 31 December 2013. Unless specifically described, the Pro Forma Historical Financial Information does not include adjustments for the Company's business occurring after 31 December 2013 that do not relate to the Acquisition or the capital structure of the Company. The pro forma adjustments are as follows:

- (a) 3,000,000 Shares were issued by the Company on exercise of 3,000,000 existing Options at an exercise price of \$0.12 per Option raising \$360,000;
- (b) the Company's convertible note investment in Coppermoly Ltd matured, with payment of \$125,001 received on 3 February 2014;
- (c) a reduction of capital of \$0.06 per Share to Shareholders (191,993,287 Shares) at the determined record date of 24 March 2014 (which is prior to Completion) totalling \$11,519,597;
- (d) a consolidation of the issued capital of the Company on a 1 for 3 basis prior to Completion;
- (e) as consideration for 100% of the shares in Decimal, the Company will issue 112,500,000 Consideration Shares (on a post-Consolidation basis) to the shareholders of Decimal. As a result of the share exchange the former shareholders of Decimal will acquire control of the Company. As stated in Section 6.5, the Acquisition will be accounted for as an asset acquisition via a share based payment. The excess of the estimated fair value of the equity instruments that Decimal is deemed to have issued to acquire the Company (the **Deemed Consideration**), plus the transaction costs (together, the **Consideration**) over the estimated fair value of the Company's net assets will be recorded as a charge to the accumulated losses. This charge effectively represents the cost of acquiring the listing status of the Company. For the purpose of the pro forma adjustment, the estimated fair value of the equity instruments deemed to be issued by Decimal amounts to \$16,319,429, based on the notionally adjusted Share price of the Company and the number of Shares on issue post-Consolidation but prior to the issue of the Consideration Shares. See table below:

Deemed Consideration	\$	\$
Notional Share price post Return of Capital, comprised of:		0.085
- Quoted price per Share on 31 December 2013	0.145	
- Less Return of Capital per Share	(0.06)	
Notional Share price post Consolidation		0.255
Deemed Consideration (63,997,762 Shares post-Consolidation)		16,319,429

For the purposes of the Pro Forma Historical Financial Information it is assumed that the Company's Options on issue as at 31 December 2013 would not result in a material adjustment to the Deemed Consideration.

On the assumption that the net assets of the Company are recorded at their fair value, and the Acquisition occurred on 31 December 2013, the Consideration would be allocated as follows:

Allocation of Consideration	\$	\$
Deemed Consideration		16,319,429
Plus Transaction costs charged to accumulated losses		400,000
<u>Consideration</u>		<u>16,719,429</u>
Fair value of net assets acquired, comprised of:		12,199,099
- Fair value of net assets of the Company at 31 December 2013	23,358,696	
- Less Reduction of Capital	(11,519,597)	
- Plus cash received from Options exercised	360,000	
Plus Cost of listing status acquired by Decimal charged to accumulated losses		4,520,330
<u>Consideration</u>		<u>16,719,429</u>

- (f) the issue of 3,000,000 Shares, post-Consolidation, to the Adviser and Facilitator of both parties on successful completion of the Acquisition, assuming a fair value of \$765,000 based on a notionally adjusted Share price of \$0.255; and
- (g) the issue of 3,000,000 unlisted Success Fee Options on a post-Consolidation basis at an exercise price of \$0.345 and exercisable on or before 15 July 2017 to the Adviser and Facilitator of both parties on successful completion of the Acquisition, valued at \$255,000 based on a Black-Scholes method of valuation.

\$

NOTE 1 - CASH AND CASH EQUIVALENTS

Aviva historical balance as at 31 December 2013	23,214,564
Decimal historical balance as at 31 December 2013	2,446,650
<u>Pro forma adjustments</u>	
Issue of Shares on exercise of Options	360,000
Cash inflow on maturity of Coppermoly convertible notes	125,001
Reduction of Capital (\$0.06 per share)	(11,519,597)
Payment of transaction costs	(400,000)
Closing balance	14,226,617

NOTE 2 – ISSUED CAPITAL

<u>Ordinary shares</u>	No. of shares	\$
Aviva historical balance as at 31 December 2013	188,993,287	47,851,296
Decimal historical balance as at 31 December 2013	-	8,579,339
<u>Pro-forma adjustments</u>		
Issue of Shares on exercise of Options	3,000,000	360,000
Reduction of Capital (\$0.06 per share)	-	(11,519,597)
Consolidation of capital – 1 for 3 basis	(127,995,525)	-
Consideration Shares / Deemed Consideration	112,500,000	16,319,429
Success Shares issued to Adviser and Facilitator	3,000,000	765,000
Elimination of Aviva pre-Completion issued capital ¹	-	(36,691,699)
Total	179,497,762	25,663,768

<u>Unlisted Options</u>	No. of options
Aviva historical balance as at 31 December 2013	14,500,000
<u>Pro-forma adjustments</u>	
Exercise of Options post 31 December 2013	(3,000,000)
Consolidation – 1 for 3 basis	(7,666,667)
Success Fee Options to Adviser and Facilitator	3,000,000
Total	6,833,333

Notes:

1. Calculated as the issued share capital of \$47,851,296, plus the value of Shares issued on exercise of Options of \$360,000, less Return of Capital of \$11,519,597.

NOTE 3 – RESERVES

	\$
Aviva historical balance as at 31 December 2013	1,226,698
<u>Pro forma adjustments</u>	
Elimination of Aviva pre-Completion reserves	(1,226,698)
Fair value of Success Fee Options issued to Adviser and Facilitator	255,000
Closing balance	255,000

NOTE 4 – ACCUMULATED LOSSES

	\$
Aviva historical balance as at 31 December 2013	(25,719,298)
Decimal historical balance as at 31 December 2013	(7,049,437)
<u>Pro-forma adjustments</u>	
Cost of listing status acquired by Decimal charged to accumulated losses	(4,520,330)
Success Shares issued to Advisor and Facilitator	(765,000)
Success Fee Options issued to Advisor and Facilitator	(255,000)
Elimination of pre-Completion accumulated losses of Aviva	25,719,298
Closing balance	(12,589,767)

NOTE 5 – COMMITMENTS AND CONTINGENCIES

	\$
Operating lease commitments	
Aviva – not later than 12 months	51,348
Decimal – not later than 12 months	28,428
More than 12 months	-
Total commitments	79,776

The Directors are not aware of any other contingencies or commitments.

NOTE 6 – RELATED PARTY TRANSACTIONS

Please refer to Section 9.9 for details of related party transactions.

NOTE 7 – SUBSEQUENT EVENTS

Except for certain transactions included in the pro forma adjustments disclosed in this Section 6.6, the Directors are not aware of any other subsequent events.

7. Material contracts

The Directors are of the opinion that certain agreements are, or will on Completion be, significant to the Company.

The Directors consider that the contracts described below are those which a Shareholder would reasonably regard as material and the details provided are those which they and their professional advisers would reasonably require to make an informed assessment of the Shares.

7.1 Share Purchase Agreement

On 18 January 2014, the Company, Decimal and each of the Vendors entered into the Share Purchase Agreement under which the Company conditionally agreed to acquire the entire issued share capital of Decimal.

The key terms of the Share Purchase Agreement are set out below:

- (a) **Completion:** Completion is to occur on satisfaction or waiver by the Company of the conditions precedent detailed below.
- (b) **Conditions precedent:** The obligation of the Company and the Vendors to complete the Share Purchase Agreement is subject to and conditional upon:
- (i) the Company obtaining all necessary regulatory and Shareholder approvals pursuant to the Listing Rules, Corporations Act or any other law to allow the Company to lawfully complete the Reduction of Capital, the Consolidation and the Acquisition and satisfying all other requirements of ASX for the reinstatement to official quotation of the Shares on ASX;
 - (ii) the Company receiving written confirmation from ASX that it will reinstate the Shares to official quotation on ASX on conditions satisfactory to the Company;
 - (iii) the Company completing the Reduction of Capital; and
 - (iv) the Company completing the Consolidation.

The conditions are required to be satisfied or waived on or before 30 June 2014. Should this not occur, then the Shares may remain suspended from trading on ASX.

- (c) **Consideration:** The Company must issue 112,500,000 Shares (on a post-Consolidation and post-Reduction of Capital basis) to the Vendors (in aggregate) on the Settlement Date.
- (d) **Board and management:** At Completion, the Company will, subject to prior compliance with all related regulatory requirements, appoint Mr Michael Sertorio and Mr Jan Ryszard Kolbusz to the Board, and the current Directors will either all resign or, alternatively, one current Director will remain. In the case where all current Directors resign, Aviva will have the option to appoint one new Director to the Board.
- (e) **Warranties:** In addition to customary warranties for an agreement of this nature, the Share Purchase Agreement contains additional representations and warranties from the Vendors in favour of the Company. These include, but are not limited to, representations and warranties in respect to the Decimal Shares and the due execution of the Share Purchase Agreement.
- (f) **Termination:** The Company or the Vendors may terminate the Share Purchase Agreement if:
- (i) the conditions precedent are not satisfied or waived by 30 June 2014 (or such later date as may be agreed in writing between the Company and the Vendors);
 - (ii) a warranty given by the other party has been breached, is untrue or misleading, or the other party has committed a breach of the Share Purchase Agreement that is material to the sale of Decimal's business, and the breach continues to exist for 15 business days from the date a breach notice is given; or

- (iii) the other party commits a material breach of any obligation of the Share Purchase Agreement and the breach continues to exist for 20 business days from the date a breach notice is given.

7.2 Decimal Online Consoles Services Agreement - Mercer

Decimal Technology, Mercer (Australia) Pty Ltd ABN 32 005 315 917 and Mercer Financial Advice (Australia) Pty Ltd ABN 76 153 168 293 (together, **Mercer**) are parties to an SaaS agreement dated 21 December 2011 (**Mercer Agreement**). The Mercer Agreement contains terms standard for an SaaS agreement.

7.3 Key employee agreements

(a) Jan Kolbusz

Mr Kolbusz is employed by Decimal Technology as Executive Director for Strategy and Innovation.

The key terms of Mr Kolbusz's employment agreement are:

- (i) **Remuneration:** The total fixed remuneration (excluding statutory minimum superannuation payments) for Mr Kolbusz is \$300,000. Mr Kolbusz's salary is subject to annual review.
- (ii) **Intellectual property:** Decimal Technology owns all intellectual property created by Mr Kolbusz in the course of his employment, and Mr Kolbusz is obliged to assign to Decimal Technology any such intellectual or industrial property rights.
- (iii) **Term:** Mr Kolbusz's employment agreement has no fixed term. Either Mr Kolbusz or Decimal Technology may terminate Mr Kolbusz's employment by giving 4 weeks written notice or, in Decimal Technology's case, payment of total remuneration in lieu of notice.
- (iv) **Post termination:** Upon termination of Mr Kolbusz's contract of employment he will:
 - (A) be subject to a restraint of trade for a maximum of 12 months. The enforceability of this restraint clause is subject to all usual legal requirements; and
 - (B) at the request of the board of Decimal Technology, resign without claim for compensation from any office (including that of director) which he holds in Decimal Technology or any Subsidiary of Decimal Technology.

(b) Michael Sertorio

Mr Sertorio is employed by Decimal as Executive Chairman and Chief Executive Officer.

- (i) **Remuneration:** The total fixed remuneration (excluding statutory minimum superannuation payments) for Mr Sertorio is \$300,000. Mr Sertorio's salary is subject to annual review.

- (ii) **Intellectual property:** Decimal owns all intellectual property created by Mr Sertorio in the course of his employment, and Mr Sertorio is obliged to assign to Decimal any such intellectual or industrial property rights.
- (iii) **Term:** Mr Sertorio's contract of employment has no fixed term. Either Mr Sertorio or Decimal may terminate Mr Sertorio's employment by giving 4 weeks written notice or, in Decimal's case, payment of total remuneration in lieu of notice.
- (iv) **Post termination:** Upon termination of Mr Sertorio's contract of employment, he will:
 - (A) be subject to a restraint of trade for a maximum of 12 months. The enforceability of this restraint clause is subject to all usual legal requirements; and
 - (B) at the request of the board of Decimal, resign without claim for compensation from any office (including that of director) which he holds in Decimal or any Subsidiary of Decimal.

Subject to Shareholder approval of their appointments as Directors at the General Meeting, the employment terms of Mr Kolbusz and Mr Sertorio will be transferred to the Company pursuant to new employment agreements.

8. Risk factors

The proposed future activities of the Company are subject to a number of risks and other factors which may impact the financial performance of the Company and the value of Shares. Some of these risks can be mitigated by the use of safeguards and appropriate controls. However, many of the risks are outside the control of the Company and cannot be mitigated.

Investors should be aware that the performance of the Company may be affected and the value of Shares may rise or fall over any given period. The Company cannot guarantee its future earnings and cannot provide a guaranteed level of return to investors.

The below list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by Shareholders following Completion.

8.1 Risks relating to the change in nature and scale of activities

(a) Re-quotation of Shares on ASX

The Acquisition constitutes a significant change in the nature and scale of the Company's activities, which means that the Company must re-comply with Chapters 1 and 2 of the Listing Rules as if it were seeking admission to the Official List. There is a risk that the Company may not be able to meet the requirements of the ASX for re-quotation of its Shares on the ASX. Should this occur, the Shares will not be able to be traded on the ASX until such time as those requirements can be met, if at all.

8.2 Risks relating to the Acquisition and Decimal

(a) The Acquisition may not complete or may be delayed

The Acquisition is subject to certain conditions precedent (refer to Section 7.1(b)), which include the Company receiving certain approvals from Shareholders (at the General Meeting) and ASX. Any delay in obtaining these approvals may delay Completion. Pursuant to the Share Purchase Agreement, if these approvals are not obtained on or before 30 June 2014 (or such later date as may be agreed in writing between the Company and the Vendors), then the Acquisition may not complete at all.

(b) Decimal has a limited operating history

Decimal has a limited operating history and the potential of its business model is unproven. No assurances can be given that Decimal will achieve commercial viability through the successful implementation of its business plans. Targeted customers may not be prepared to incur the costs for their business (and if required, material changes to existing internal processes) implicit in the adoption of a new technology such as Decimal's cloud-based platform or to abandon their investments in existing technologies. Accordingly, there is no guarantee that Decimal's marketing and pricing strategies will be successful to achieve a sizeable take up rate of its products from financial institutions, dealers and/or IFAs.

In addition, there is the risk that Decimal's cloud-based platform may not function as intended, including with respect to its stated scalability and ability to cope with increasing numbers of users or client numbers. This may lead to Decimal's reputation suffering amongst customers as well as potential claims for redress.

(c) New market entrants providing cloud-based solutions to the financial services industry

A number of global IT companies have recently entered the Australian cloud services market in order to service business' cloud services needs. As yet, the Company is not aware of another company offering comparable products as Decimal's to the financial services industry, and the provision of a cloud platform as offered by Decimal requires considerable skill and process. However, notwithstanding these barriers to entry, the emergence of new competitors in the market, or any technological developments providing an alternative to Decimal's product offerings, could impact the market share Decimal is able to acquire and cause downward price pressure on cloud platforms in the financial services industry, thus reducing Decimal's margins and revenue. Existing providers of server-based platforms to the financial services industry may also respond aggressively to Decimal's market entry to retain or regain market share, which could also impact Decimal's margins and revenue.

(d) Failure to deal with growth

Decimal's business has the potential to grow rapidly. If that occurs and Decimal fails to properly manage that growth, then that failure could harm its business. Any failure to meet customer demand properly could adversely affect the Decimal business, including demand for Decimal's products/services, revenue collection, customer satisfaction and public perception.

(e) Risks associated with overseas expansion

Decimal's cloud platform has been constructed so as to be capable of being utilised in, and marketed to, multiple overseas jurisdictions, including the UK and the US. Should Decimal seek to expand into overseas markets, it may require a physical presence in those countries and an associated increase in overheads and development and marketing costs. There is the risk that any overseas expansion will be unsuccessful, or that even if there is demand for Decimal's products in that market, that the costs of

doing business in that market, including the costs of establishing a new base in-country, overseas regulatory compliance and the potential duplication of running costs for the business, are such that Decimal's profitability and available working capital will be adversely impacted.

(f) Business model to initially focus on growing market share

As with other cloud platform developers (e.g. Xero and Salesforce), Decimal's business model is initially focused on maximising sales and market share, rather than profitability. This is likely to require expenditure on marketing and business development and significant expenditure on personnel (refer to Section 3.5 for further details). Only once Decimal has incurred such additional expenditure will it be in a position to seek to achieve its targeted revenue growth and market penetration objectives. Accordingly, Decimal may not achieve significant profitability in the short term or may suffer losses and, to the extent such circumstances continue, may suffer a shortage of working capital.

(g) Customer concentration risk

Over-reliance upon key customers may, in the event of termination or non-renewal of such arrangements, create revenue volatility. Decimal is conscious of customer concentration risk and the need to diversify its customer base. However, large contract wins could skew the concentration of revenues, increasing the risk that non-renewal will have a larger impact on future earnings.

(h) Attraction and retention of key employees

Decimal's ability to effectively execute its growth strategy depends upon the performance and expertise of key employees, including those with valuable technological skills and specialist knowledge of Decimal's underlying product market. The departure of certain key employees, including Mr Jan Kolbusz or Mr Michael Sertorio, and any delay in their replacement, could hamper Decimal's ability to achieve its strategic growth objectives and financial performance goals. In addition, Decimal is still in the process of making key appointments to finalise its executive team and will also need to establish a technical sales support team. There is no guarantee that Decimal will be able to attract and retain appropriately qualified personnel in these areas.

(i) Availability of IT staff in the market

Decimal is reliant upon employees with specialist IT skills in order to develop and maintain its products. Any shortage of availability of these skills in the IT employment market could impair the development of the Company's products and business and the rate of such development. Such shortage could also cause wage inflation, which may impact on Decimal's profitability.

(j) Reliance on third party IT service provision

Decimal utilises equipment, software and services provided by third parties to deliver its financial services cloud platform. Significant or extended disruption of Decimal's cloud platform caused by supplied equipment, software or service failure may reduce Decimal's ability to generate revenue, impact consumer service levels and damage the Decimal brand. This could adversely affect Decimal's ability to generate new business and cause it to suffer financial loss. Any mitigation of this loss via redress from third party suppliers may not be immediately available, if at all.

(k) Reliance on core information technology and other systems

The availability of Decimal's cloud platform is dependent upon the performance, reliability and availability of its IT and communication systems. This includes its core technologies such as computer servers and back-end processing systems. These systems may be adversely affected by a number of factors including major events such as acts of terrorism or war, a breakdown in utilities such as electricity and fibre optic cabling and even pandemics. Events of that nature may cause one or more of those core technologies to become unavailable. There are also internal and external factors that may adversely affect those systems and technologies such as natural disasters, misuse by employees or contractors or other technical issues. Decimal's disaster recovery plans may not adequately address every potential event and its insurance policies may not cover loss or damage that Decimal suffers as a result of a system failure.

Any damage to, or failure of, Decimal's key systems can result in disruptions in Decimal's ability to operate its cloud platform. Such disruptions have the potential to reduce Decimal's ability to generate revenue, impact consumer service levels and damage the Decimal brand. This could adversely affect Decimal's ability to generate new business and cause it to suffer financial loss.

(l) Security breaches

A malicious attack on Decimal's systems, processes or people from external or internal sources could put the integrity and privacy of customers' data and the business systems used to run Decimal at risk. The impact of loss or leakage of customer or business data could include costs for rebates, potential service disruption, litigation and brand damage resulting in reduced or falling revenues. Decimal follows best practice in relation to security policies, procedures, automated and manual protections, encryption systems and staff screening to minimise this risk.

(m) Shortage of funding

The Company will hold approximately \$13 million in cash following Completion, which will be used to accelerate the Company's business, marketing and growth plans. However, if the Company incurs unexpected costs or is unable to generate sufficient operating income further funding may be required. Any additional funding through share issues is dependent upon market conditions at the time. Debt financing may not be available to support the scope and extent of proposed developments and, even if available, it may impose restrictions on operating activities or anticipated expansion of the Company's operations.

(n) Protection of intellectual property

Decimal has developed specialised technology and matching algorithms for its business. In particular, Decimal has developed an advanced financial modelling technology engine which instantly generates personalised financial strategy and product plans. Decimal has sought and received protection of its intellectual property, including by way of trade marks, and patents which have been granted in Australia and Singapore (refer to Section 4 for a report on Decimal's title to its intellectual property). Decimal has also applied for patents in respect of its technology in the United States and Canada.

The laws relating to intellectual property assist to protect Decimal's proprietary rights. However, patent registration, although an indicator of valid intellectual property ownership, is not indefeasible as any errors in the registration process can lead to

registration being challenged or revoked. Accordingly, Decimal cannot be certain that the validity, ownership or authorised use of intellectual property relevant to Decimal's business will not be successfully challenged by third parties. In addition, there can be no guarantee that unauthorised use or copying of Decimal's software, data, specialised technology or algorithms will be prevented.

(o) Government policies and legislation

The financial services industry is highly regulated, and also subject to significant legislative change. The nature of future legislative changes in the financial services industry is uncertain and could impact Decimal's products as well as increase compliance and development costs. Tight coupling to the compliance requirements of the Australian financial services industry by Decimal might limit Decimal's available market opportunities overseas.

Decimal's businesses and performance are also affected generally by the fiscal or other policies (including taxation) that are adopted by the Australian government. Any change in regulation or policy may adversely affect the performance or financial position of Decimal, either on a short-term or long-term basis. Decimal may also be adversely affected by the pace or extent of such change.

(p) Vendors may sell their Consideration Shares

Some Vendors may elect to sell those Consideration Shares which are not subject to escrow restrictions by ASX immediately following Completion. If one or more Vendors elect to sell a sufficiently large number of Shares following Completion, then this may negatively impact the price of Shares and decrease the realisable value of existing Shareholders' investment in the Company.

(q) Research & Development Tax Incentive

Decimal's development of its cloud-based technologies has previously enabled it to apply for the R&D Tax Incentive. Decimal's continued development of its technology should mean that it will have further eligible expenditure in the 2014 and 2015 and future financial years (refer to Section 3.5 for more information).

There can be no assurance that Decimal's activities and the related expenditure will continue to satisfy the eligibility and other criteria required to successfully qualify for the R&D Tax Incentive in the future. Also, there can be no assurance that the tax legislation on which the R&D Tax Incentive is based will not change in the future resulting in Decimal not being able to claim the R&D Tax Incentive.

8.3 General risks

(a) Price of Shares

The price at which Shares are quoted on ASX may increase or decrease due to a number of factors. These factors may cause the Shares to trade at prices below the price the Shares traded at prior to the Acquisition. There is no assurance that the price of the Shares will increase following Completion and the Company's re-quotation on ASX, even if the Company's revenues and/or earnings increase.

Some of the factors which may affect the price of the Shares include fluctuations in the domestic and international market for listed stocks, general economic conditions, including interest rates, inflation rates, exchange rates, commodity and oil prices, changes to government fiscal, monetary or regulatory policies, legislation or regulation,

inclusion in or removal from market indices, the nature of the markets in which Decimal operates and general operational and business risks.

(b) Decimal is exposed to general economic conditions in Australia

Decimal's business is affected by general economic conditions in Australia and broader financial services market sentiment. A deterioration in economic conditions could lead to reductions in business spending and other potential revenues which could be expected to have a corresponding adverse impact on Decimal's operating and financial performance.

(c) Contractual claims under sale agreements

The Company has entered into a number of sale agreements with respect to the disposal of its previous projects. A number of these agreements contain warranties, representations and indemnities. To the extent that the limitation period for bringing claims against the Company under these agreements has not expired, there remains the possibility for such claims to be brought against the Company.

(d) Risk of Shareholder dilution

In the future, the Company may elect to issue shares to engage in fundraisings and also to fund, or raise proceeds, for acquisitions the Company may decide to make. While the Company will be subject to the constraints of the Listing Rules regarding the percentage of its capital it is able to issue within a 12 month period (other than where exceptions apply), Shareholders may be diluted as a result of such issues of shares and fundraisings.

(e) Insurance

The Company does, and following the Acquisition will continue to, wherever practicable and economically advisable utilise insurance to mitigate business risks. Such insurance may not always be available or incidents affecting the Company may fall outside the scope of the insurances' cover. In addition, there remains the risk that an insurer defaults in the payment of a legitimate claim by the Company.

(f) Litigation

Litigation brought by third parties including but not limited to customers, partners, suppliers, business partners or employees could negatively impact the Company's business, particularly in the case where the impact of such litigation is greater than or outside the scope of the Company's insurance.

(g) Force majeure events

Events may occur within or outside Australia that could impact upon the global and Australian economies, the operations of Decimal and the price of the Shares. Such events include but are not limited to acts of terrorism, an outbreak of international hostilities, fires, floods, earthquakes, labour strikes, civil wars, natural disasters, outbreaks of disease or other natural or man-made events or occurrences that can have an adverse effect on the demand for Decimal's services and its ability to conduct business. The Company will have only a limited ability to insure against some of these risks.

9. Additional information

9.1 Continuous disclosure

The Company is subject to regular reporting and disclosure obligations under the Corporations Act and the Listing Rules. Copies of documents lodged with the ASIC in relation to the Company may be obtained from, or inspected at, an ASIC office. Copies of announcements made by the Company to ASX may be obtained from www.asx.com.au.

The Company has adopted a continuous disclosure policy so as to comply with its continuous disclosure obligations. Those obligations include being required to notify ASX immediately of any information concerning the Company of which it is, or becomes, aware and which a reasonable person would expect to have a material effect on the price or value of Securities. Exceptions apply for certain information which is not required to be disclosed.

Documents that are required to be lodged by the Company include:

- (a) quarterly activities and cashflow reports, to be provided to ASX within a specified time after the end of each quarter;
- (b) half yearly reports and preliminary financial statements, to be provided to ASX within a specified time after the end of each half and full accounting period respectively; and
- (c) financial statements, to be lodged with ASX within a specified time after the end of each accounting period.

9.2 Taxation implications

The acquisition and disposal of Shares will have tax consequences, which will differ depending on the individual financial affairs of each investor. The Company's practice is to urge all prospective investors in the Company to take independent financial advice about the taxation and any other consequences of investing in the Company.

To the maximum extent permitted by law, the Company, its officers and each of their respective advisers accept no liability or responsibility with respect to the taxation consequences of investing in the Company.

9.3 Litigation

Legal proceedings may arise from time to time in the course of the Company's business. As at the date of this Information Memorandum, the Company is not involved in any legal proceedings nor, so far as the Directors are aware, are any legal proceedings pending or threatened against the Company, the outcome of which will have a material adverse effect on the business or financial position of the Company.

9.4 Directors' interests

Other than as disclosed in this Information Memorandum:

- (a) no Director, nor any Proposed Director, nor any entity in which a Director or a Proposed Director is a member or partner, has at the date of this Information Memorandum, or has within the two years prior to the date of this Information

Memorandum, any interest in the promotion of the Company or in any property acquired or proposed to be acquired by the Company; and

- (b) no amounts (whether cash, securities or otherwise) have been paid or agreed to be paid by any person to any Director or Proposed Director, or to any entity in which a Director or a Proposed Director is a member or partner, either to induce him to become or to qualify him as, a Director, or otherwise for services rendered by him or by the entity in connection with the promotion and formation of the Company.

9.5 Directors' holdings

The Directors are not required to hold any Securities in the Company under the Constitution.

Based on information known to the Company at the date of this Information Memorandum, the Directors and Proposed Directors have or will have the following relevant interests in the Securities of the Company as at the date of this Information Memorandum and on Completion:

Director / Proposed Director	Current Shares ¹	Current Options ²	Shares on Completion ³	Options on Completion ⁴
Ian Middlemas	5,000,000	5,000,000	1,666,667	1,666,667
Lindsay Reed	6,200,000	-	2,066,667	-
Rob Kirtlan	3,481,600	-	1,160,334	-
Mark Pearce	2,000,000	1,000,000	666,667	333,334
Jan Kolbusz	-	-	11,871,032 ⁵	-
Michael Sertorio	-	-	31,937,190 ⁶	-

Notes:

- Number of Shares on a pre-Consolidation basis.
- Number of Options on a pre-Consolidation basis.
- Number of Shares on a post-Consolidation basis.
- Number of Options on a post-Consolidation basis. Options with an exercise price of \$0.345 (on a post-Reduction of Capital and post-Consolidation basis), exercisable on or before 15 July 2017.
- Shares being issued to Swivelthree Pty Ltd ACN 124 070 195 ATF Kolbusz Investment Trust and Jan Ryszard Kolbusz & Joanne Elizabeth Kolbusz ATF Kolbusz Superannuation Fund, trusts of which Mr Jan Kolbusz is a member of the class of potential beneficiaries, as Vendors pursuant to the Share Purchase Agreement. The Board has determined that the provision of these Shares to Swivelthree Pty Ltd ACN 124 070 195 ATF Kolbusz Investment Trust and Jan Ryszard Kolbusz & Joanne Elizabeth Kolbusz ATF Kolbusz Superannuation Fund as consideration for the Acquisition is being provided on arm's length terms.
- Shares being issued to Piperlake Pty Ltd ACN 081 397 159 ATF Sertorio Family Trust, a trust of which Mr Michael Sertorio is a member of the class of potential beneficiaries, as a Vendor pursuant to the Share Purchase Agreement. The Board has determined that the provision of these Shares to Piperlake Pty Ltd ACN 081 397 159 ATF Sertorio Family Trust as consideration for the Acquisition is being provided on arm's length terms.

9.6 Remuneration of Directors

The Constitution provides that the Company may remunerate its non-executive Directors a maximum total amount of director's fees, as determined by the Company in

general meeting, or until so determined, as the Director's resolve. The last determination approved by Shareholders was prior to June 2002 and provided that non-executive Directors may collectively be paid the aggregate maximum of \$200,000 per annum.

A Director may be paid fees or other amounts as the Directors determine, where a Director performs duties or provides services other than acting as a Director. A Director may also be reimbursed for out of pocket expenses incurred as a result of their directorship or any special duties.

As at the date of this Information Memorandum, and following re-admission, Directors and Proposed Directors receive or will be entitled to receive (on an accruals basis) the following remuneration per annum:

Director / Proposed Director	Current Director remuneration ¹	Director remuneration post-re-admission
Ian Middlemas	\$36,000	-
Lindsay Reed	\$24,000	-
Robert Kirtlan	\$24,000	\$24,000 ¹
Mark Pearce	\$24,000	-
Michael Sertorio	-	\$300,000 ²
Jan Kolbusz	-	\$300,000 ²
Total	\$108,000	\$624,000

Notes:

1. Inclusive of superannuation (where applicable).
2. Exclusive of superannuation.

9.7 Top 20 Shareholders

Based on information known on 10 March 2014, the Company's top 20 Shareholders are:

Shareholder	Shares ¹	Percentage ²
Sentient Executive GP IV Limited	25,351,462	13.20%
Marford Group Pty Ltd	10,259,369	5.34%
Citicorp Nominees Pty Ltd	6,567,110	3.42%
Jadekey Nominees Pty Ltd	6,000,000	3.13%
Arredo Pty Ltd	5,000,000	2.60%
Ram Shanker Kangatharan	4,320,000	2.25%
Homeland Energy Corp	4,000,000	2.08%
Robert Edward Kirtlan	2,791,600	1.45%
Alphagen Capital Pty Ltd	2,500,000	1.30%
Cantori Pty Ltd <Cantori P/L Super Fund A/C	2,300,000	1.20%
CW Johnston Pty Ltd <CW Johnston Super Fund A/C>	2,000,000	1.04%

Noroneke Master Fund Ltd	2,000,000	1.04%
Mark and Natasha Pearce <NMLP Family A/C>	2,000,000	1.04%
T&N Argyrides Investments Pty Ltd <Super Fund A/C>	2,000,000	1.04%
Brispot Nominees Pty Ltd <House Head Nominee No 1 A/C>	1,980,000	1.03%
Hotlake Pty Ltd <Halcyon S/F A/C>	1,500,000	0.78%
UBS Wealth Management Australia Nominees Pty Ltd	1,450,000	0.76%
Aziz Hussain	1,445,000	0.75%
DRFT Management Pty Ltd <Denby Roberts Invest A/C>	1,400,000	0.73%
Brevmar Pty Ltd < Glen Invst S/F A/C>	1,320,000	0.69%
Total	86,184,541	44.87%

Notes:

1. On a pre-Consolidation basis.
2. Percentage of total Shares held.

Based on information known on 10 March 2014, on Completion the Company's top 20 Shareholders will be:

Shareholder	Shares on Completion ¹	Percentage on Completion ²
Piperlake Pty Ltd ACN 081 397 159 ATF Sertorio Family Trust	31,937,190	17.79%
Magaurite Pty Ltd ACN 056 570 408 ATF The Peter Nelson Superannuation Fund	16,052,541	8.94%
Blackswan Equities Ltd ACN 129 623 383	15,499,996	8.64%
Primary Securities Ltd ACN 089 812 635	12,577,570	7.01%
Intag Pty Ltd ACN 056 327 292 ATF The Begley Family Trust	11,812,524	6.58%
Swivelthree Pty Ltd ACN 124 070 195 ATF Kolbusz Investment Trust	10,452,433	5.82%
Sentient Executive GP IV Limited	8,450,487	4.71%
Coast Equity Pty Ltd ACN 105 322 594 ATF The Coast Investment Trust	6,319,175	3.52%
Marford Group Pty Ltd	3,419,790	1.91%
Correze Pty Ltd	3,000,000	1.67%
Helmet Nominees Pty Ltd ACN 093 559 007 ATF The Tim Weir Family Trust	2,780,100	1.55%
Megatop Pty Ltd ACN 079 053 197 ATF Morris Super Fund No2	2,780,100	1.55%
Citicorp Nominees Pty Ltd	2,189,037	1.22%
Jadekey Nominees Pty Ltd	2,000,000	1.11%

Arredo Pty Ltd	1,666,667	0.93%
Peter EE Hiokyin & Penelope Sarah Annash ATF The Yin Nash Superannuation Fund	1,581,335	0.88%
Ram Shanker Kangatharan	1,440,000	0.80%
Jan Ryszard Kolbusz & Joanne Elizabeth Kolbusz atf Kolbusz Superannuation Fund	1,418,599	0.79%
Homeland Energy Corp	1,333,333	0.74%
Gimblett Australia Pty Ltd atf Gimblett Family Trust	1,264,548	0.70%
Total	137,975,425	76.86%

Notes:

1. On a post-Consolidation basis.
2. Percentage of total Shares held.

9.8 Interests of experts

Except for the fees and amounts to be paid or agreed to be paid and the interests disclosed in this Information Memorandum:

- (a) no expert named in this Information Memorandum as making a statement that is included in this Information Memorandum or as making a statement on which a statement made in this Information Memorandum is based, or an entity in which such an expert is a member or partner, has any interest in the promotion of the Company or in any property acquired or proposed to be acquired by the Company; and
- (b) no amounts (whether cash, securities or otherwise) have been paid or agreed to be paid by any person to any such expert, or to any entity in which such an expert is a member or partner, for services rendered by him or her or by the entity in connection with the promotion or formation of the Company.

9.9 Related party transactions

At the date of this Information Memorandum, no material transactions with related parties exist that the Directors are aware of, other than those disclosed in this Information Memorandum.

Since August 2013, Apollo Group Pty Ltd (**Apollo**) has provided the Company pursuant to a services agreement serviced office facilities and administration and accounting support in consideration for a monthly fee of \$10,000. Mr Mark Pearce, a Director, is a director and beneficial shareholder of Apollo. The Company's services agreement with Apollo will be terminated effective on or about Completion.

9.10 Supplementary information memorandum

The Company will issue a supplementary information memorandum if it becomes aware of any of the following between the date of this Information Memorandum and the date the Shares are reinstated to quotation on ASX:

- (a) a material statement in this Information Memorandum is misleading or deceptive;

- (b) there is a material omission from this Information Memorandum;
- (c) there has been a significant change affecting a matter included in this Information Memorandum; or
- (d) a significant new matter has arisen and it would have been required to be included in this Information Memorandum if it had arisen before the date of this Information Memorandum.

9.11 No requirement for capital

The Company has not raised any capital in the three months before the date of this Information Memorandum. The Company will not need to raise any capital in the three months after the date of this Information Memorandum.

Notwithstanding that the Company has no requirement to raise further capital in the three months after the date of this Information Memorandum, to comply with its obligations under the Share Purchase Agreement the Company intends to issue a prospectus under section 712 or section 713 of the Corporations Act in respect to the offer of a nominal number of Shares, in order to enable the Consideration Shares which are not subject to escrow (refer to Section 3.9) to be capable of being offered for sale without disclosure in accordance with section 707(3) of the Corporations Act.

The Board believes that, upon Completion, the Company will have sufficient working capital to achieve the Company's objectives as detailed in Section 3.5 above.

9.12 Consents

Each of the parties referred to in this Section:

- (a) has not made any statement in this Information Memorandum or any statement on which a statement in this Information Memorandum is based, other than specified below;
- (b) to the maximum extent permitted by law, expressly disclaims all liability in respect of, makes no representation regarding, and takes no responsibility for, any part of this Information Memorandum, other than the references to its name and the statement(s) and/or report(s) (if any) specified below and included in this Information Memorandum with the consent of that party; and
- (c) has given and has not, before the date of lodgement of this Information Memorandum with ASX, withdrawn its written consent:
 - (i) to be named in this Information Memorandum in the form and context which it is named; and
 - (ii) to the inclusion in this Information Memorandum of the statement(s) and/or report(s) (if any) by that person in the form and context in which they appear in this Information Memorandum.

Name	Role	Statement/Report
Wrays	Intellectual property expert	Report on Intellectual Property of Decimal Pty Ltd
Ernst & Young	Investigating accountant	Independent Limited Assurance Report

Name	Role	Statement/Report
Hardy Bowen Lawyers	Australian lawyers	Nil
Computershare Investor Services Pty Ltd	Share registry	Nil

Each of the Directors and Proposed Directors has given their written consent to being named in the Information Memorandum in the context in which they are named and have not withdrawn their consent prior to lodgement of this Information Memorandum with ASX.

9.13 Documents available for inspection

The following documents are available for inspection during normal business hours at the registered office of the Company:

- (a) this Information Memorandum;
- (b) the Constitution; and
- (c) the consents referred to in Section 9.12.

10. Rights attaching to Securities

10.1 Rights and restrictions attaching to Shares

A summary of the rights attaching to Shares is detailed below. This summary is qualified by the full terms of the Constitution (a full copy of the Constitution is available from the Company on request free of charge) and does not purport to be exhaustive or to constitute a definitive statement of the rights and liabilities of Shareholders. These rights and liabilities can involve complex questions of law arising from an interaction of the Constitution with statutory and common law requirements. For a Shareholder to obtain a definitive assessment of the rights and liabilities which attach to Shares in any specific circumstances, the Shareholder should seek legal advice.

1. Shares

The issue of Shares by the Company is under the control of the Directors, subject to the Corporations Act, Listing Rules and any rights attached to any class of shares.

2. Voting

Resolutions of shareholders will be decided by a show of hands unless a poll is demanded. On a show of hands each eligible voter present has one vote. On a poll each eligible shareholder has one vote for each fully paid share held and a fraction of a vote for each partly paid share determined by the amount paid up on that share.

3. Dividends

Subject to any rights attaching to Shares which may in the future be issued with special or preferred rights, the Directors may fix the amount, the time for payment and method of payment of a dividend. Subject to any special rights attaching to the Shares, dividends will be paid in proportion to the Shares held by the shareholders irrespective of the amounts paid or credited as paid on the Shares.

4. Winding up

Subject to any rights attaching to Shares which may be in the future issued with special or preferred rights, if the Company is wound up, shareholders will participate in any surplus assets of the Company in proportion to the amount paid up on the Shares held by them.

5. Transfer of Shares

The Company may participate in any clearing and settlement facility provided under the Corporations Act, the Listing Rules and the ASX Settlement & Transfer Corporation Pty Ltd (**ASTC**) Operating Rules. Transfers through ASTC are affected electronically in ASTC's Clearing House Electronic Sub register System (**CHESS**). For the purposes of the Company's participation in the CHESS, the Company may issue holding statements in lieu of share certificates. The Company will not charge any fee for registering a transfer of shares. The Directors may refuse to register a transfer of shares in the circumstances permitted or required under the Corporations Act and Listing Rules.

6. Further Increases in Capital

Subject to any rights and restrictions attached to a class of Shares, the Company may allot and issue unissued Shares and grant options over unissued Shares, on any terms, at any time and for any consideration, as the Directors resolve.

7. Variation of Rights

Subject to the terms of issue of Shares in a particular class, the Company may vary or cancel rights attached to Shares in that class or convert Shares from one class to another, by a special resolution of the Company and by either a special resolution passed at a meeting of the Members holding shares in that class or by the written consent of Members who are entitled to at least 75% of the votes that may be cast in respect of Shares in that class.

8. General Meetings

Subject to any rights or restrictions at the time being attached to any Shares or class of Shares of the Company each shareholder is entitled to receive notice of, attend and vote at general meetings of the Company and to receive all notices, financial statements and other documents required to be sent to shareholders under the Constitution or the Corporations Act.

10.2 Rights attaching to Success Fee Options

1. Entitlement

Each Option (Option) entitles the holder (**Holder**) to subscribe for one ordinary share (**Share**) in Aviva Corporation Limited (**Company**) upon exercise.

2. Exercise Price and Expiry Date

- (a) The exercise price of each Option is \$0.345 (on a post-Reduction of Capital and post-Consolidation basis) (**Exercise Price**).
- (b) The expiry date of each Option is 15 July 2017 (**Expiry Date**).

3. Vesting

No vesting conditions apply to the Options.

4. Exercise Period

Each Option is exercisable at any time after the date of issue of the Option and before 5:00 pm (Perth, Western Australia time) on the Expiry Date (**Exercise Period**).

5. Notice of Exercise

The Options may be exercised during the Exercise Period by notice in writing (**Notice of Exercise**) to the Company and payment of the Exercise Price for each Option being exercised. Any notice of exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt.

6. Shares issued on exercise

Shares issued on exercise of the Options rank equally with the then Shares of the Company.

7. Quotation of Shares on exercise

Application will be made by the Company to ASX for official quotation of the Shares issued upon the exercise of the Options.

8. Timing of issue of Shares and quotation of Shares on exercise

Within 10 Business Days after the later of the following:

- (a) receipt of a Notice of Exercise given in accordance with these terms and conditions and payment of the Exercise Price for each Option being exercised; and
- (b) the earlier to occur of:
 - (i) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information; or
 - (ii) the Holder elects that the Shares to be issued pursuant to the exercise of the Options will be subject to a holding lock for a period of 12 months,

the Company will:

- (a) allot and issue the Shares pursuant to the exercise of the Options;
- (b) in the circumstances where clause 8(b)(i) applies, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act or lodge a prospectus with ASIC that qualifies the Shares issued upon exercise of the Options for resale under section 708A(11) of the Corporations Act;
- (c) in the circumstances where clause 8(b)(ii) applies, apply a holding lock in accordance with clause 9 in respect of the Shares issued upon exercise of the Options; and

- (d) apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

9. Holding lock

- (a) The Holder may make an election pursuant to clause 8(b)(ii) at any time following delivery of a Notice of Exercise and payment of the Exercise Price for each Option being exercised.
- (b) If the Holder makes an election pursuant to clause 8(b)(ii), then:
 - (i) the Company will apply a holding lock on the Shares to be issued;
 - (ii) the Company shall release the holding lock on the Shares on the earlier to occur of:
 - (A) the date that is 12 months from the date of issue of the Shares; or
 - (B) the date the Company issues a disclosure document that qualifies the Shares for trading in accordance with section 708A(11); or
 - (C) the date a transfer of the Shares occurs pursuant to clause 9(b)(iii); and
 - (iii) the Shares shall be transferable by the Holder and the holding lock will be lifted provided that the transfer of the Shares complies with section 707(3) of the Corporations Act and the transferee of the Shares agrees to the holding lock applying to the Shares following their transfer for the balance of the period in clause 9(b)(ii).

10. Participation in new issues

- (a) There are no participation rights or entitlements inherent in the Options and Holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options.
- (b) However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least ten business days after the issue is announced. This will give the holders of Options the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

11. Adjustment for bonus issues of Shares

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment):

- (a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Holder would have received if the Holder had exercised the Option before the record date for the bonus issue; and
- (b) no change will be made to the Exercise Price.

12. Adjustment for rights issue

If the Company makes an issue of Shares pro rata to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) the Exercise Price of an Option will be reduced according to the following formula:

$$\text{New exercise price} = O - \frac{E[P-(S+D)]}{N+1}$$

O = the old Exercise Price of the Option.

E = the number of underlying Shares into which one Option is exercisable.

P = average market price per Share weighted by reference to volume of the underlying Shares during the 5 trading days ending on the day before the ex rights date or ex entitlements date.

S = the subscription price of a Share under the pro rata issue.

D = the dividend due but not yet paid on the existing underlying Shares (except those to be issued under the pro rata issue).

N = the number of Shares with rights or entitlements that must be held to receive a right to one new share.

13. Adjustments for reorganisation

If there is any reconstruction of the issued share capital of the Company, the rights of the Holders may be varied to comply with the ASX Listing Rules which apply to the reconstruction at the time of the reconstruction.

14. Quotation of Options

No application for quotation of the Options will be made by the Company.

15. Options transferable

Options are transferable provided that the transfer complies with section 707(3) of the Corporations Act.

10.3 Rights attaching to \$0.25 Options (\$0.57 post-Completion)

Pursuant to the requirements of Listing Rules 7.22.1 and 7.22.3, the exercise price of each \$0.25 Option will be adjusted to \$0.57 to account for the effects of the Reduction of Capital and the Consolidation. For more information, refer to the table in Section 1.9.

1. Entitlement

Each Option (Option) entitles the holder (**Holder**) to subscribe for and be allotted one fully paid ordinary share (**Share**) in Aviva Corporation Limited (**Company**) upon exercise. Options shall only be exercisable in multiples of 100.

2. Exercise Price and Expiry Date

- (a) The exercise price of each Option is \$0.25 (on a pre-Reduction of Capital and pre-Consolidation basis) (**Exercise Price**).
- (b) The expiry date of each Option is 1 July 2014 (**Expiry Date**).

3. Exercise Period

Each Option is exercisable at any time after the date of option vesting, namely 1 July 2011 to a date up to and including the Expiry Date and if the Option is not exercised on or prior to the Expiry Date of the Exercise Period, the Option shall lapse and any consideration payable shall be forfeited.

4. Notice of Exercise

The Options may be exercised wholly or in part by giving notice in writing to the board at any time during the Exercise Period. On receipt by the Company of the Notice of Exercise and payment of the relevant Exercise Price, the Company must, within 14 days, issue to the Option Holder the number of Shares in respect of which the Option is exercised and dispatch the relevant share certificate or other appropriate acknowledgement as soon as reasonably practicable thereafter.

5. Shares issued on exercise

Shares issued on exercise of any Options will rank equally in all respects with the existing issued ordinary fully paid shares in the Company and will be subject to the provisions of the Constitution of the Company.

6. Quotation of Shares on exercise

Within 10 business days of the exercise of the Option the Company shall apply for the shares to be admitted for quotation on the Official List of Australian Stock Exchange Limited.

7. Participation in new issues

An Option does not confer rights to participate in new issues of securities of the Company, unless the Option Holder has first exercised the Option.

8. Adjustment for bonus issues of Shares

If there is a bonus issue to the holders of the underlying securities, on the exercise of any options, the number of shares received will include the number of bonus shares that would have been issued if the options had been exercised prior to the record date for bonus issues. The Exercise Price will not change.

9. Adjustment for rights issue

Adjustments to the number of shares over which Options exist and/or the Exercise Price will be made to take account of changes to the capital structure of the Company by way of pro rata bonus and cash issues as follows:

Where a pro-rata issue is made (except a bonus issue) to the holders of underlying securities, the Exercise Price of an option may be reduced according to the following formula:

$$O' = O - \frac{E[P-(S+D)]}{S+D}$$

$$N + 1$$

where:

- O' = the new exercise price of the option.
- O = the old exercise price of the option.
- E = the number of underlying securities into which one option is Exercisable.
- P = the average market Price per security (weighted by reference to volume) of the underlying securities during the 5 trading days ending on the day before the ex rights date or ex entitlements date.
- S = the Subscription price for a security under the pro rata issue.
- D = the Dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro rata issue).
- N = the Number of securities with rights or entitlements that must be held to receive a right to one new security.

10. Adjustments for reorganisation

In the event of any reorganisation (including consolidation, sub-division, reduction or return) of the issued capital of the Company, the number of options or the Exercise Price or both shall be reorganised (as appropriate) in the following manner:

- (a) in the event of a consolidation of the share capital of the Company, the number of options will be consolidated in the same ratio as the ordinary share capital of the Company and the Exercise Price will be amended in inverse proportion to that ratio;
- (b) in the event of a subdivision of the share capital of the Company, the number of options will be subdivided in the same ratio as the ordinary share capital of the Company and the Exercise Price will be amended in inverse proportion to that ratio;
- (c) in the event of a return of the share capital of the Company, the number of options will remain the same and the Exercise Price will be reduced by the same amount as the amount returned in relation to each ordinary share;
- (d) in the event of a reduction of the share capital of the Company by a cancellation of paid up capital that is lost or not represented by available assets where no securities are cancelled the number of options and the Exercise Price of each option will remain unaltered;
- (e) in the event of a pro rata cancellation of shares in the Company, the number of options will be reduced in the same ratio as the ordinary share capital of the Company and the Exercise Price of each option will be amended in inverse proportion to that ratio; and

in the event of any other reorganisation of the issued capital of the Company, the number of options or the Exercise Price or both will be reorganised (as appropriate) in a manner which will not result in any benefits being conferred on Option Holders which are not conferred on shareholders.

11. Quotation of Options

No application for quotation of the Options will be made by the Company.

12. Options transferable

The Options are not transferable except with the prior written consent of the Company. If the Company consents to the transfer of the Options, the Company may impose any conditions, including a condition that the transferee agree to be bound by the above terms and conditions, that it in its sole discretion determines to be appropriate.

13. Notices

Notices may be given by the Company to the Option Holder in the manner prescribed by the Constitution of the Company for the giving of notices to the Shareholders of the Company and the relevant provisions of the Constitution of the Company will apply with all necessary modification to notices to be given to the Option Holder.

14. Meetings

The Option Holder will be sent all reports and accounts required to be laid before Shareholders in general meeting and all notices of general meeting of Shareholders, but will not have any right to attend or vote at these meetings.

15. Takeovers

If during the currency of any Options and prior to their exercise a takeover offer or a takeover announcement (within the meaning of the *Corporations Act 2001, as amended*) is made to holders of shares then within 10 Business Days after the Company becomes aware of the offer, the Company must forward a notice notifying the Option Holder of the offer and from the date of such notification the Option Holder has 60 days within which to exercise the Options notwithstanding any other terms and conditions applicable to the Options of arrangement. If the Options are not exercised within 60 days after the notification of the offer, the Options may be exercised at any other time according to their terms of issue. If an offer for the shares is made to shareholders of the Company pursuant to a scheme of arrangement which has been approved in accordance with the *Corporations Act 2001, as amended*, the Option Holder will be entitled to exercise Options held by them within the period notified by the Company.

10.4 Rights attaching to \$0.35 Options (\$0.87 post-Completion)

Pursuant to the requirements of Listing Rules 7.22.1 and 7.22.3, the exercise price of each \$0.35 Option will be adjusted to \$0.87 to account for the effects of the Reduction of Capital and the Consolidation. For more information, refer to the table in Section 1.9.

1. Entitlement

Each Option (Option) entitles the holder (**Holder**) to subscribe for and be allotted one fully paid ordinary share (**Share**) in Aviva Corporation Limited (**Company**) upon exercise. Options shall only be exercisable in multiples of 100.

2. Exercise Price and Expiry Date

- (a) The exercise price of each Option is \$0.35 (on a pre-Reduction of Capital and pre-Consolidation basis) (**Exercise Price**).
- (b) The expiry date of each Option is 1 July 2014 (**Expiry Date**).

3. Exercise Period

Each Option is exercisable at any time after the date of option vesting, namely 1 July 2012 to a date up to and including the Expiry Date and if the Option is not exercised on or prior to the Expiry Date of the Exercise Period, the Option shall lapse and any consideration payable shall be forfeited.

4. Notice of Exercise

The Options may be exercised wholly or in part by giving notice in writing to the board at any time during the Exercise Period. On receipt by the Company of the Notice of Exercise and payment of the relevant Exercise Price, the Company must, within 14 days, issue to the Option Holder the number of Shares in respect of which the Option is exercised and dispatch the relevant share certificate or other appropriate acknowledgement as soon as reasonably practicable thereafter.

5. Shares issued on exercise

Shares issued on exercise of any Options will rank equally in all respects with the existing issued ordinary fully paid shares in the Company and will be subject to the provisions of the Constitution of the Company.

6. Quotation of Shares on exercise

Within 10 business days of the exercise of the Option the Company shall apply for the shares to be admitted for quotation on the Official List of Australian Stock Exchange Limited.

7. Participation in new issues

An Option does not confer rights to participate in new issues of securities of the Company, unless the Option Holder has first exercised the Option.

8. Adjustment for bonus issues of Shares

If there is a bonus issue to the holders of the underlying securities, on the exercise of any options, the number of shares received will include the number of bonus shares that would have been issued if the options had been exercised prior to the record date for bonus issues. The Exercise Price will not change.

9. Adjustment for rights issue

Adjustments to the number of shares over which Options exist and/or the Exercise Price will be made to take account of changes to the capital structure of the Company by way of pro rata bonus and cash issues as follows:

Where a pro-rata issue is made (except a bonus issue) to the holders of underlying securities, the Exercise Price of an option may be reduced according to the following formula:

$$O' = O - \frac{E[P-(S+D)]}{N + 1}$$

where:

O' = the new exercise price of the option.

O = the old exercise price of the option.

E = the number of underlying securities into which one option is Exercisable.

- P = the average market Price per security (weighted by reference to volume) of the underlying securities during the 5 trading days ending on the day before the ex rights date or ex entitlements date.
- S = the Subscription price for a security under the pro rata issue.
- D = the Dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro rata issue).
- N = the Number of securities with rights or entitlements that must be held to receive a right to one new security.

10. Adjustments for reorganisation

In the event of any reorganisation (including consolidation, sub-division, reduction or return) of the issued capital of the Company, the number of options or the Exercise Price or both shall be reorganised (as appropriate) in the following manner:

- (a) in the event of a consolidation of the share capital of the Company, the number of options will be consolidated in the same ratio as the ordinary share capital of the Company and the Exercise Price will be amended in inverse proportion to that ratio;
- (b) in the event of a subdivision of the share capital of the Company, the number of options will be subdivided in the same ratio as the ordinary share capital of the Company and the Exercise Price will be amended in inverse proportion to that ratio;
- (c) in the event of a return of the share capital of the Company, the number of options will remain the same and the Exercise Price will be reduced by the same amount as the amount returned in relation to each ordinary share;
- (d) in the event of a reduction of the share capital of the Company by a cancellation of paid up capital that is lost or not represented by available assets where no securities are cancelled the number of options and the Exercise Price of each option will remain unaltered;
- (e) in the event of a pro rata cancellation of shares in the Company, the number of options will be reduced in the same ratio as the ordinary share capital of the Company and the Exercise Price of each option will be amended in inverse proportion to that ratio; and

in the event of any other reorganisation of the issued capital of the Company, the number of options or the Exercise Price or both will be reorganised (as appropriate) in a manner which will not result in any benefits being conferred on Option Holders which are not conferred on shareholders.

11. Quotation of Options

No application for quotation of the Options will be made by the Company.

12. Options transferable

The Options are not transferable except with the prior written consent of the Company. If the Company consents to the transfer of the Options, the Company may impose any conditions, including a condition that the transferee agree to be bound by the above terms and conditions, that it in its sole discretion determines to be appropriate.

13. Notices

Notices may be given by the Company to the Option Holder in the manner prescribed by the Constitution of the Company for the giving of notices to the Shareholders of the Company and the relevant provisions of the Constitution of the Company will apply with all necessary modification to notices to be given to the Option Holder.

14. Meetings

The Option Holder will be sent all reports and accounts required to be laid before Shareholders in general meeting and all notices of general meeting of Shareholders, but will not have any right to attend or vote at these meetings.

15. Takeovers

If during the currency of any Options and prior to their exercise a takeover offer or a takeover announcement (within the meaning of the *Corporations Act 2001, as amended*) is made to holders of shares then within 10 Business Days after the Company becomes aware of the offer, the Company must forward a notice notifying the Option Holder of the offer and from the date of such notification the Option Holder has 60 days within which to exercise the Options notwithstanding any other terms and conditions applicable to the Options of arrangement. If the Options are not exercised within 60 days after the notification of the offer, the Options may be exercised at any other time according to their terms of issue. If an offer for the shares is made to shareholders of the Company pursuant to a scheme of arrangement which has been approved in accordance with the *Corporations Act 2001, as amended*, the Option Holder will be entitled to exercise Options held by them within the period notified by the Company.

10.5 Rights attaching to \$0.20 Options (\$0.42 post-Completion)

Pursuant to the requirements of Listing Rules 7.22.1 and 7.22.3, the exercise price of each \$0.20 Option will be adjusted to \$0.42 to account for the effects of the Reduction of Capital and the Consolidation. For more information, refer to the table in Section 1.9.

1. Entitlement

Each Option (Option) entitles the holder (**Holder**) to subscribe for and be allotted one fully paid ordinary share (**Share**) in Aviva Corporation Limited (**Company**) upon exercise. Options shall only be exercisable in multiples of 100.

2. Exercise Price and Expiry Date

- (a) The exercise price of each Option is \$0.20 (on a pre-Reduction of Capital and pre-Consolidation basis) (**Exercise Price**).
- (b) The expiry date of each Option is 30 June 2015 (**Expiry Date**).

3. Exercise Period

Each Option is exercisable at any time after the date of option vesting, namely 1 January 2013 to a date up to and including the Expiry Date and if the Option is not exercised on or prior to the Expiry Date of the Exercise Period, the Option shall lapse and any consideration payable shall be forfeited.

4. Notice of Exercise

The Options may be exercised wholly or in part by giving notice in writing to the board at any time during the Exercise Period. On receipt by the Company of the Notice of Exercise and payment of the relevant Exercise Price, the Company must, within 14 days, issue to the Option Holder the number of Shares in respect of which the Option is exercised and dispatch the relevant share certificate or other appropriate acknowledgement as soon as reasonably practicable thereafter.

5. Shares issued on exercise

Shares issued on exercise of any Options will rank equally in all respects with the existing issued ordinary fully paid shares in the Company and will be subject to the provisions of the Constitution of the Company.

6. Quotation of Shares on exercise

Within 10 business days of the exercise of the Option the Company shall apply for the shares to be admitted for quotation on the Official List of Australian Stock Exchange Limited.

7. Participation in new issues

An Option does not confer rights to participate in new issues of securities of the Company, unless the Option Holder has first exercised the Option.

8. Adjustment for bonus issues of Shares

If there is a bonus issue to the holders of the underlying securities, on the exercise of any options, the number of shares received will include the number of bonus shares that would have been issued if the options had been exercised prior to the record date for bonus issues. The Exercise Price will not change.

9. Adjustment for rights issue

Adjustments to the number of shares over which Options exist and/or the Exercise Price will be made to take account of changes to the capital structure of the Company by way of pro rata bonus and cash issues as follows:

Where a pro-rata issue is made (except a bonus issue) to the holders of underlying securities, the Exercise Price of an option may be reduced according to the following formula:

$$O' = O - \frac{E[P-(S+D)]}{N + 1}$$

where:

O' = the new exercise price of the option.

O = the old exercise price of the option.

E = the number of underlying securities into which one option is Exercisable.

P = the average market Price per security (weighted by reference to volume) of the underlying securities during the 5 trading days ending on the day before the ex rights date or ex entitlements date.

S = the Subscription price for a security under the pro rata issue.

D = the Dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro rata issue).

N = the Number of securities with rights or entitlements that must be held to receive a right to one new security.

10. Adjustments for reorganisation

In the event of any reorganisation (including consolidation, sub-division, reduction or return) of the issued capital of the Company, the number of options or the Exercise Price or both shall be reorganised (as appropriate) in the following manner:

- (a) in the event of a consolidation of the share capital of the Company, the number of options will be consolidated in the same ratio as the ordinary share capital of the Company and the Exercise Price will be amended in inverse proportion to that ratio;
- (b) in the event of a subdivision of the share capital of the Company, the number of options will be subdivided in the same ratio as the ordinary share capital of the Company and the Exercise Price will be amended in inverse proportion to that ratio;
- (c) in the event of a return of the share capital of the Company, the number of options will remain the same and the Exercise Price will be reduced by the same amount as the amount returned in relation to each ordinary share;
- (d) in the event of a reduction of the share capital of the Company by a cancellation of paid up capital that is lost or not represented by available assets where no securities are cancelled the number of options and the Exercise Price of each option will remain unaltered;
- (e) in the event of a pro rata cancellation of shares in the Company, the number of options will be reduced in the same ratio as the ordinary share capital of the Company and the Exercise Price of each option will be amended in inverse proportion to that ratio; and

in the event of any other reorganisation of the issued capital of the Company, the number of options or the Exercise Price or both will be reorganised (as appropriate) in a manner which will not result in any benefits being conferred on Option Holders which are not conferred on shareholders.

11. Quotation of Options

No application for quotation of the Options will be made by the Company.

12. Options transferable

The Options are not transferable except with the prior written consent of the Company. If the Company consents to the transfer of the Options, the Company may impose any conditions, including a condition that the transferee agree to be bound by the above terms and conditions, that it in its sole discretion determines to be appropriate.

13. Notices

Notices may be given by the Company to the Option Holder in the manner prescribed by the Constitution of the Company for the giving of notices to the Shareholders of the Company and the relevant provisions of the Constitution of the Company will apply with all necessary modification to notices to be given to the Option Holder.

14. Meetings

The Option Holder will be sent all reports and accounts required to be laid before Shareholders in general meeting and all notices of general meeting of Shareholders, but will not have any right to attend or vote at these meetings.

15. Takeovers

If during the currency of any Options and prior to their exercise a takeover offer or a takeover announcement (within the meaning of the *Corporations Act 2001, as amended*) is made to holders of shares then within 10 Business Days after the Company becomes aware of the offer, the Company must forward a notice notifying the Option Holder of the offer and from the date of such notification the Option Holder has 60 days within which to exercise the Options notwithstanding any other terms and conditions applicable to the Options of arrangement. If the Options are not exercised within 60 days after the notification of the offer, the Options may be exercised at any other time according to their terms of issue. If an offer for the shares is made to shareholders of the Company pursuant to a scheme of arrangement which has been approved in accordance with the *Corporations Act 2001, as amended*, the Option Holder will be entitled to exercise Options held by them within the period notified by the Company.

10.6 Rights attaching to \$0.30 Options (\$0.72 post-Completion)

Pursuant to the requirements of Listing Rules 7.22.1 and 7.22.3, the exercise price of each \$0.30 Option will be adjusted to \$0.72 to account for the effects of the Reduction of Capital and the Consolidation. For more information, refer to the table in Section 1.9.

1. Entitlement

Each Option (Option) entitles the holder (**Holder**) to subscribe for and be allotted one fully paid ordinary share (**Share**) in Aviva Corporation Limited (**Company**) upon exercise. Options shall only be exercisable in multiples of 100.

2. Exercise Price and Expiry Date

- (a) The exercise price of each Option is \$0.30 (on a pre-Reduction of Capital and pre-Consolidation basis) (**Exercise Price**).
- (b) The expiry date of each Option is 30 June 2015 (**Expiry Date**).

3. Exercise Period

Each Option is exercisable at any time after the date of option vesting, namely 1 January 2013 to a date up to and including the Expiry Date and if the Option is not exercised on or prior to the Expiry Date of the Exercise Period, the Option shall lapse and any consideration payable shall be forfeited.

4. Notice of Exercise

The Options may be exercised wholly or in part by giving notice in writing to the board at any time during the Exercise Period. On receipt by the Company of the Notice of Exercise and payment of the relevant Exercise Price, the Company must, within 14 days, issue to the Option Holder the number of Shares in respect of which the Option is exercised and dispatch the relevant share certificate or other appropriate acknowledgement as soon as reasonably practicable thereafter.

5. Shares issued on exercise

Shares issued on exercise of any Options will rank equally in all respects with the existing issued ordinary fully paid shares in the Company and will be subject to the provisions of the Constitution of the Company.

6. Quotation of Shares on exercise

Within 10 business days of the exercise of the Option the Company shall apply for the shares to be admitted for quotation on the Official List of Australian Stock Exchange Limited.

7. Participation in new issues

An Option does not confer rights to participate in new issues of securities of the Company, unless the Option Holder has first exercised the Option.

8. Adjustment for bonus issues of Shares

If there is a bonus issue to the holders of the underlying securities, on the exercise of any options, the number of shares received will include the number of bonus shares that would have been issued if the options had been exercised prior to the record date for bonus issues. The Exercise Price will not change.

9. Adjustment for rights issue

Adjustments to the number of shares over which Options exist and/or the Exercise Price will be made to take account of changes to the capital structure of the Company by way of pro rata bonus and cash issues as follows:

Where a pro-rata issue is made (except a bonus issue) to the holders of underlying securities, the Exercise Price of an option may be reduced according to the following formula:

$$O' = O - \frac{E[P-(S+D)]}{N + 1}$$

where:

O' = the new exercise price of the option.

O = the old exercise price of the option.

E = the number of underlying securities into which one option is Exercisable.

P = the average market Price per security (weighted by reference to volume) of the underlying securities during the 5 trading days ending on the day before the ex rights date or ex entitlements date.

S = the Subscription price for a security under the pro rata issue.

D = the Dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro rata issue).

N = the Number of securities with rights or entitlements that must be held to receive a right to one new security.

10. Adjustments for reorganisation

In the event of any reorganisation (including consolidation, sub-division, reduction or return) of the issued capital of the Company, the number of options or the Exercise Price or both shall be reorganised (as appropriate) in the following manner:

- (a) in the event of a consolidation of the share capital of the Company, the number of options will be consolidated in the same ratio as the ordinary share capital of the Company and the Exercise Price will be amended in inverse proportion to that ratio;
- (b) in the event of a subdivision of the share capital of the Company, the number of options will be subdivided in the same ratio as the ordinary share capital of the Company and the Exercise Price will be amended in inverse proportion to that ratio;
- (c) in the event of a return of the share capital of the Company, the number of options will remain the same and the Exercise Price will be reduced by the same amount as the amount returned in relation to each ordinary share;
- (d) in the event of a reduction of the share capital of the Company by a cancellation of paid up capital that is lost or not represented by available assets where no securities are cancelled the number of options and the Exercise Price of each option will remain unaltered;
- (e) in the event of a pro rata cancellation of shares in the Company, the number of options will be reduced in the same ratio as the ordinary share capital of the Company and the Exercise Price of each option will be amended in inverse proportion to that ratio; and

in the event of any other reorganisation of the issued capital of the Company, the number of options or the Exercise Price or both will be reorganised (as appropriate) in a manner which will not result in any benefits being conferred on Option Holders which are not conferred on shareholders.

11. Quotation of Options

No application for quotation of the Options will be made by the Company.

12. Options transferable

The Options are not transferable except with the prior written consent of the Company. If the Company consents to the transfer of the Options, the Company may impose any conditions, including a condition that the transferee agree to be bound by the above terms and conditions, that it in its sole discretion determines to be appropriate.

13. Notices

Notices may be given by the Company to the Option Holder in the manner prescribed by the Constitution of the Company for the giving of notices to the Shareholders of the Company and the relevant provisions of the Constitution of the Company will apply with all necessary modification to notices to be given to the Option Holder.

14. Meetings

The Option Holder will be sent all reports and accounts required to be laid before Shareholders in general meeting and all notices of general meeting of Shareholders, but will not have any right to attend or vote at these meetings.

15. Takeovers

If during the currency of any Options and prior to their exercise a takeover offer or a takeover announcement (within the meaning of the *Corporations Act 2001, as amended*) is made to holders of shares then within 10 Business Days after the Company becomes aware of the offer, the Company must forward a notice notifying the Option Holder of the offer and from the date of such notification the Option Holder has 60 days within which to exercise the Options notwithstanding any other terms and conditions applicable to the Options of arrangement. If the Options are not exercised within 60 days after the notification of the offer, the Options may be exercised at any other time according to their terms of issue. If an offer for the shares is made to shareholders of the Company pursuant to a scheme of arrangement which has been approved in accordance with the *Corporations Act 2001, as amended*, the Option Holder will be entitled to exercise Options held by them within the period notified by the Company.

10.7 Rights attaching to \$0.175 Options (\$0.345 post-Completion)

Pursuant to the requirements of Listing Rules 7.22.1 and 7.22.3, the exercise price of each \$0.175 Option will be adjusted to \$0.345 to account for the effects of the Reduction of Capital and the Consolidation. For more information, refer to the table in Section 1.9.

1. Entitlement

Each Option (Option) entitles the holder (**Holder**) to subscribe for and be allotted one fully paid ordinary share (**Share**) in Aviva Corporation Limited (**Company**) upon exercise.

2. Exercise Price and Expiry Date

- (a) The exercise price of each Option is \$0.175 (on a pre-Reduction of Capital and pre-Consolidation basis) (**Exercise Price**).
- (b) The expiry date of each Option is 15 June 2017 (**Expiry Date**).

3. Vesting

No vesting conditions apply to the Options.

4. Exercise Period

Each Option is exercisable at any time after the date of issue of the Option and before 5:00pm (Perth, Western Australia time) on the Expiry Date (**Exercise Period**).

5. Notice of Exercise

The Options may be exercised wholly or in part by giving notice in writing (**Notice of Exercise**) to the Company and payment of the Exercise Price for each Option being exercised. Any notice of exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt.

6. Shares issued on exercise

Shares issued on exercise of the Options rank equally with the then Shares of the Company.

7. Quotation of Shares on exercise

Application will be made by the Company to ASX for official quotation of the Shares issued upon the exercise of the Options.

8. Timing of issue of Shares and quotation of Shares on exercise

Within 10 Business Days after the later of the following:

- (a) receipt of a Notice of Exercise given in accordance with these terms and conditions and payment of the Exercise Price for each Option being exercised; and
- (b) the earlier to occur of:
 - (i) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information; or
 - (ii) the Holder elects that the Shares to be issued pursuant to the exercise of the Options will be subject to a holding lock for a period of 12 months,

the Company will:

- (a) allot and issue the Shares pursuant to the exercise of the Options;
- (b) in the circumstances where clause 8(b)(i) applies, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act or lodge a prospectus with ASIC that qualifies the Shares issued upon exercise of the Options for resale under section 708A(11) of the Corporations Act;
- (c) in the circumstances where clause 8(b)(ii) applies, apply a holding lock in accordance with clause 9 in respect of the Shares issued upon exercise of the Options; and
- (d) apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

9. Holding lock

- (a) The Holder may make an election pursuant to clause 8(b)(ii) at any time following delivery of a Notice of Exercise and payment of the Exercise Price for each Option being exercised.
- (b) If the Holder makes an election pursuant to clause 8(b)(ii), then:
 - (i) the Company will apply a holding lock on the Shares to be issued;
 - (ii) the Company shall release the holding lock on the Shares on the earlier to occur of:
 - (A) the date that is 12 months from the date of issue of the Shares; or
 - (B) the date the Company issues a disclosure document that qualifies the Shares for trading in accordance with section 708A(11); or

(C) the date a transfer of the Shares occurs pursuant to clause 9(b)(iii); and

(iii) the Shares shall be transferable by the Holder and the holding lock will be lifted provided that the transfer of the Shares complies with section 707(3) of the Corporations Act and the transferee of the Shares agrees to the holding lock applying to the Shares following their transfer for the balance of the period in clause 9(b)(ii).

10. Participation in new issues

- (a) There are no participation rights or entitlements inherent in the Options and Holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options.
- (b) However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least ten business days after the issue is announced. This will give the holders of Options the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

11. Adjustment for bonus issues of Shares

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment):

- (a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Holder would have received if the Holder had exercised the Option before the record date for the bonus issue; and
- (b) no change will be made to the Exercise Price.

12. Adjustment for rights issue

If the Company makes an issue of Shares pro rata to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) the Exercise Price of an Option will be reduced according to the following formula:

$$\text{New exercise price} = O - \frac{E[P-(S+D)]}{N+1}$$

Where:

- O = the old Exercise Price of the Option.
- E = the number of underlying Shares into which one Option is exercisable.
- P = average market price per Share weighted by reference to volume of the underlying Shares during the 5 trading days ending on the day before the ex rights date or ex entitlements date.
- S = the subscription price of a Share under the pro rata issue.
- D = the dividend due but not yet paid on the existing underlying Shares (except those to be issued under the pro rata issue).
- N = the number of Shares with rights or entitlements that must be held to receive a right to one new share.

13. Adjustments for reorganisation

If there is any reconstruction of the issued share capital of the Company, the rights of the Holders may be varied to comply the ASX Listing Rules which apply to the reconstruction at the time of the reconstruction.

14. Quotation of Options

No application for quotation of the Options will be made by the Company.

15. Options transferable

Options are transferable provided that the transfer complies with section 707(3) of the Corporations Act.

11. Authorisation

Signed by, or (with written authorisation) on behalf of, each Director and Proposed Director on 11 March 2014:

A handwritten signature in black ink, appearing to be 'Stef Weber', written in a cursive style.

Stef Weber
Company Secretary

12. Glossary

These definitions are provided to assist persons in understanding some of the expressions used in this Information Memorandum.

\$ or \$A means Australian dollars.

\$0.175 Option means an Option issued on the terms and conditions in Section 10.7.

\$0.20 Option means an Option issued on the terms and conditions in Section 10.5.

\$0.25 Option means an Option issued on the terms and conditions in Section 10.3.

\$0.30 Option means an Option issued on the terms and conditions in Section 10.6.

\$0.35 Option means an Option issued on the terms and conditions in Section 10.4.

Acquisition has the meaning given in Section 1.2.

Adviser means Blackswan Equities Ltd ACN 129 623 383.

APRA means the Australia Prudential Regulation Authority.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the Australian Securities Exchange operated by ASX, as the context requires.

Australian Accounting Standards means the accounting standards issued by the Australian Accounting Standards Board.

Aviva means Aviva Corporation Limited ACN 009 235 956.

Board means the board of Directors.

Business Day means a day on which banks are open for business in Perth, Western Australia, other than a Saturday, Sunday or public holiday.

Company means Aviva Corporation Limited ACN 009 235 956.

Completion has the meaning given in Section 1.2.

Completion Date means the date upon which Completion occurs.

Conditions has the meaning given in Section 3.3.

Consideration has the meaning given in Section 6.6(e).

Consideration Shares has the meaning given in Section 3.1.

Consolidation has the meaning given in Section 1.5.

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Dealer Groups refers to groups of independent financial advisers who are affiliated to an institutional licence holder and operate under the authority of such licence, generally utilising the middle and back office services of the institution.

Decimal means Decimal Group Pty Ltd ACN 136 358 444.

Decimal Group means Decimal and its Subsidiaries.

Decimal PL means Decimal Pty Ltd ACN 135 979 743.

Decimal Share means a fully paid ordinary share in the capital of Decimal.

Decimal Technology means Decimal Technology and Systems Pty Ltd ACN 118 370 291.

Deemed Consideration has the meaning given in Section 6.6(e).

Director means a director of the Company.

Facilitator means Correze Pty Ltd ACN 167 851 274.

Financial Information has the meaning given in Section 6.1.

FoFA means the Future of Financial Advice legislative reforms.

FUM means funds under management.

General Meeting has the meaning given in the Important Notices and Statements on page 3.

Group means the Company and, following Completion, shall include Decimal.

GST means Goods and Services Tax.

Historical Financial Information has the meaning given in Section 6.2.

IFAs means independent financial advisers.

IT means information technology.

Listing Rules means the listing rules of ASX.

Loan Facility has the meaning given in Section 3.2.

Notice of Meeting has the meaning given in Section 1.4.

Official List means the official list of ASX.

Option means the option to acquire a Share.

Pro Forma Historical Financial Information has the meaning given in Section 6.3.

Pro Forma Historical Statement of Financial Position has the meaning given in Section 6.3.

Proposed Director has the meaning given in Section 2.2.

Recommendations means the ASX Corporate Governance Council's Principles of Good Corporate Governance and Best Practice Recommendations.

Reduction of Capital has the meaning given in Section 1.5.

SaaS means Software-as-a-Service.

Schedule means a schedule to this Information Memorandum.

Section means a section contained in this Information Memorandum.

Settlement Date means the date which is 5 Business Days after the satisfaction (or waiver) of the Conditions or such other date as is agreed between the parties to the Share Purchase Agreement.

Securities means a Share or Option issued or granted (as the case may be) by the Company.

Share means a fully paid ordinary share in the capital of the Company.

Share Purchase Agreement means the share purchase deed between the Company, Decimal and the Vendors dated 18 January 2014 in respect of the Acquisition.

Shareholder means a shareholder of the Company.

SMSF means self-managed super fund.

Subsidiary has the meaning given in section 9 of the Corporations Act and refers to any corporation of that kind whenever it becomes a subsidiary.

Success Fee Option means an Option issued on the terms and conditions in Section 10.2.

UK means the United Kingdom.

US means the United States of America.

Vendors means the various separate shareholders of Decimal as detailed in Schedule 2 of the Notice of Meeting.

WST means Western Standard Time, being the time in Perth, Western Australia.

In this Information Memorandum words importing the singular include the plural and vice versa.