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ASX AND MEDIA ANNOUNCEMENT

20 January 2014

ACQUISITION OF DECIMAL – FIRST MOVER INDUSTRY-WIDE FINANCIAL SERVICES CLOUD PLATFORM

"Transforming the Financial Services Industry"

Overview of Decimal:

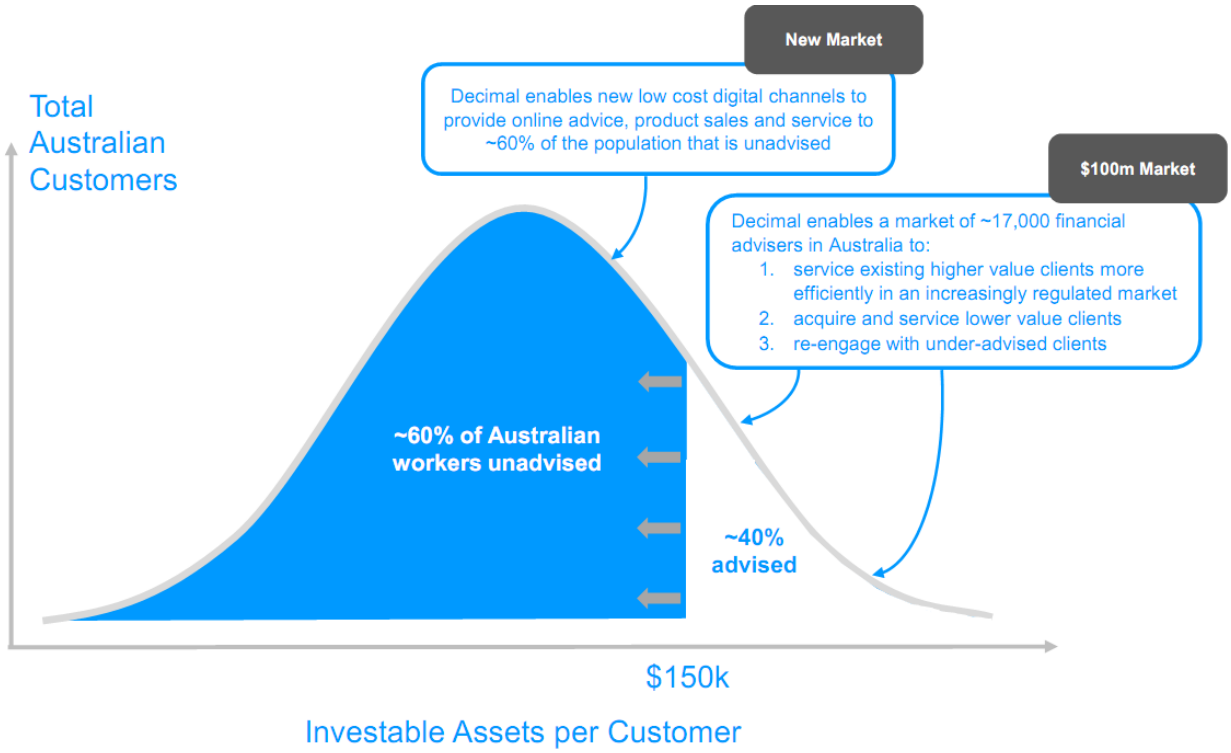
- ***Decimal is a first mover industry-wide financial advice, sales and service cloud platform***
- ***Decimal has the capability to transform personal financial services by providing end to end digital solutions to financial advisors, institutions and consumers using the scalability and affordability of cloud***
- ***Building on 6 years of development, Decimal will have cash reserves in excess of $13 million following completion of the transaction to strengthen its executive and sales team, undertake an aggressive marketing campaign and pursue overseas markets***
- ***For the ~17,000 financial advisors in Australia, Decimal delivers a new real-time capability in compliance management, digital client engagement and servicing to dramatically lower costs and drive client acquisition***
- ***For financial institutions, Decimal is the first enterprise platform providing unlimited scalability and user experience configurability***
- ***Decimal's patented technology enables consumer driven financial advice via online, mobile, phone or face to face channels***
- ***By integrating new digital channels in client engagement with a lower cost base, Decimal's platform allows users to reach ~60% of the Australian working population that is unadvised***
- ***Transformational technology developed by a proven team of industry specialists and software engineers led by Mr Jan Kolbusz, former Director of Technology and Operations of Asgard***
- ***Decimal's potential is to emulate the success of other new cloud-based entrants disrupting their respective industries (e.g. Xero, SEEK, Carsales and Freelancer)***

Aviva Corporation Ltd ("**Aviva**" or the "**Company**") is pleased to advise that it has entered into a conditional agreement to acquire 100% of the shares in Decimal Group Pty Ltd ("**Decimal**"), which holds a 100% interest in the Australian patented intellectual property associated with the Decimal business ("**Acquisition**").

Decimal is a 100% cloud platform specifically developed for the complex and highly regulated financial services industry that brings together financial advisors, clients, financial products, marketers, compliance and administration to all operate in real-time.

As has happened in other industries disrupted by innovative cloud-based technology solutions (e.g. Xero, SEEK, Carsales and Freelancer) Decimal also provides an industry cloud platform for independent financial advisors ("**IFAs**"), dealer groups, financial institutions, stockbrokers and super funds to penetrate a large, relatively untapped, new market of investors who require financial products but do not currently receive advice. Decimal was also constructed so that it can be seamlessly rolled-out across multiple jurisdictions, including the US and UK.

Figure 1: Decimal Reaches to the Unadvised (for illustrative purposes only)



The commercial terms of the Acquisition, which are subject to approval by Aviva shareholders, include the following:

- Return of capital of $0.06 per share to Aviva Shareholders at the Record Date which will be prior to the Acquisition ("**Return of Capital**");
- Share consolidation of Aviva shares on a 1 for 3 basis ("**Share Consolidation**"); and
- Issue of 112,500,000 Aviva shares (post Share Consolidation) to the shareholders of Decimal ("**Consideration Shares**").

AVIVA
CORPORATION LTD

Following completion of the Share Consolidation and issue of Consideration Shares, a total of 178,497,762 Aviva shares will be on issue. Completion of the Acquisition and issue of the Consideration Shares is expected to occur on 9 April 2014.

In addition, following completion of the Acquisition, Aviva will:

- Appoint Mr Michael Sertorio and Jan Kolbusz to the board of Aviva. Mr Sertorio will be appointed as Executive Chairman and Mr Kolbusz will be appointed as Executive Director; and

- As a result of the Company's change in industry focus, the current Directors of Aviva will either all resign on the transaction end date 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. The current Aviva Directors' position will be clearer following preliminary meetings with the ASX.

The Acquisition of Decimal constitutes a change to the nature and scale of Aviva's activities. The Company will therefore need to re-comply with Chapters 1 and 2 of the ASX Listing Rules.

As part of satisfying its requirements to re-comply, the Acquisition must be approved by Aviva shareholders ("**Shareholders**") at a general meeting ("**Meeting**"). Shareholders will receive a notice of meeting setting out various resolutions relating to the proposed Acquisition ("**Notice of Meeting**"). A detailed explanatory statement will accompany the Notice of Meeting and will be distributed to all Shareholders prior to the Meeting.

The Board of Aviva is delighted with the proposed Acquisition and has stated: *"Decimal has the potential to change the financial services industry with its fully integrated, cloud based advisory platform. We look forward to the Decimal team rolling out their aggressive client acquisition strategy over the next 12 months in Australia".*

For more information, please contact us:

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decimal

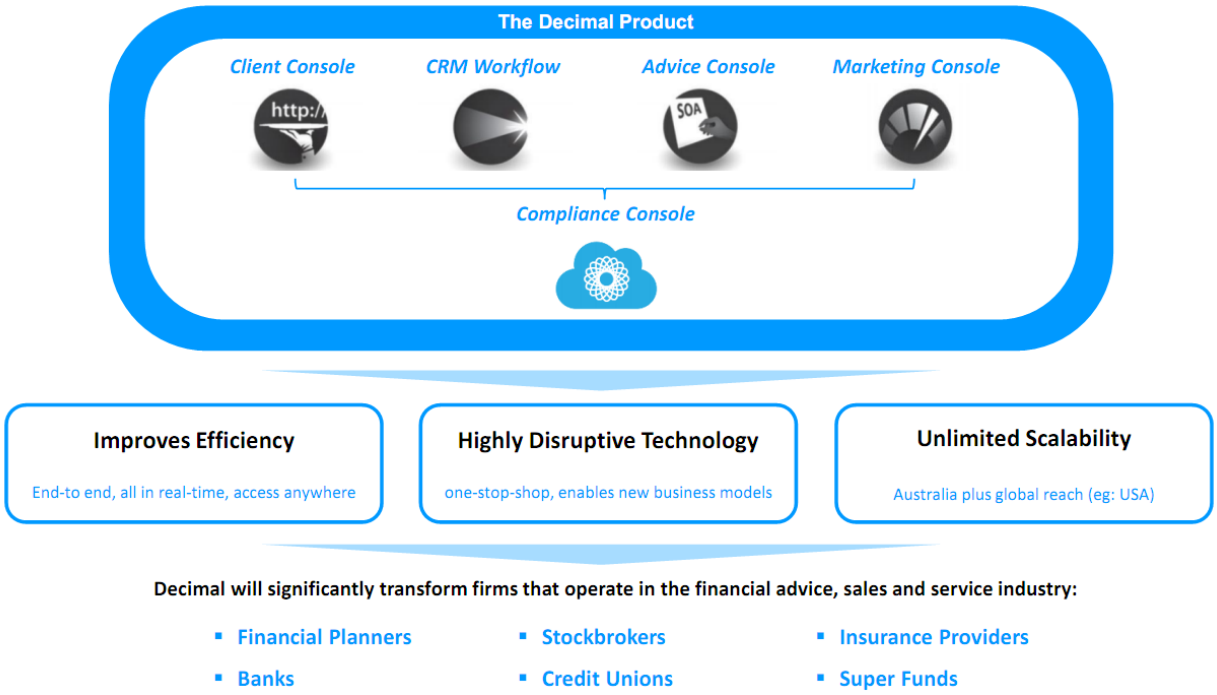
THE DECIMAL SOLUTION

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 advisors engage with customers. At the same time, systems based on a single real-time data core and delivered via cloud, dramatically reduce the cost and complexity of doing business.

Many industries have adapted to leverage the full extent of these new technologies – recruitment agencies use Seek.com.au, car dealers use Carsales.com.au and real estate agents use Realestate.com.au, with each benefiting from the increased efficiencies and access to large scale markets. Services industries such as accounting are only now starting to realise the disruptive nature of an industry cloud platform such as Xero. Applying these cloud-based technologies in the context of the financial services industry, will allow financial advisors to easily scale their business as new online opportunities emerge and service a wider spectrum of clients from low to high net worth individuals more efficiently and effectively.

Decimal has designed and built from the ground-up, the first complete end-to-end mobile enabled cloud platform for the financial services industry. The Decimal user interface appears very simple, but internally takes into account all the requisite complexity associated with offering full scale financial advice to scaled or limited advice (i.e. advice pertaining to a specific product or solution set without taking into account the client's complete financial situation), in the context of an increasingly regulated environment. At its core, is a sophisticated engine that incorporates seamlessly all the planning steps and investment options to providing online financial advice and enter into new untapped markets for ~60% of the Australian working population that is unadvised.

Figure 2: Summary of the Decimal Solution



Highly Disruptive Technology

If a new technology is not highly disruptive to an industry, it is not a "game-changer". Decimal's cloud platform will transform the financial services industry, enabling efficiency and quality of service provided by financial advisors to significantly increase, along with major improvements in compliance and scalability. Provided below is an overview of how Decimal will transform the financial planning industry (for example):

Figure 3: Comparison of the Financial Planning Industry and Decimal

	Financial Planning Industry	Decimal
Operating platform	Server hosted (with some cloud based modules)	100% Cloud
SoA[1] assembly	6 hours or more	Real-time
SoA client delivery	2 – 3 weeks	Real-time
Client interface	Static client reports emailed out	Real-time
Monitoring adviser strategies and implementation from audit trail	Manual with time delays	Real-time
Update for ASIC, ATO, FoFA regulations or firm policy change	Decentralised manual configuration	Automatically integrated
Client acquisition	Personal referrals / traditional ads	Mass personalised digital marketing
Advice delivery	Phone or Face-to-face	Seamless choice between digital , phone and face-to-face
Total profitable clients per adviser	<120	+300
Scalability	Capped at capacity of back-office	unlimited
Minimum Investable Assets per Customer[2] ($)	~$150,000	No minimum

Notes: (1) SoA refers to a Statement of Advice, a lengthy document which is required to be prepared when providing financial advice to clients
(2) Typically, financial planners will only service clients with investable assets of $150,000 or more to remain profitable

Decimal is a Proven Platform

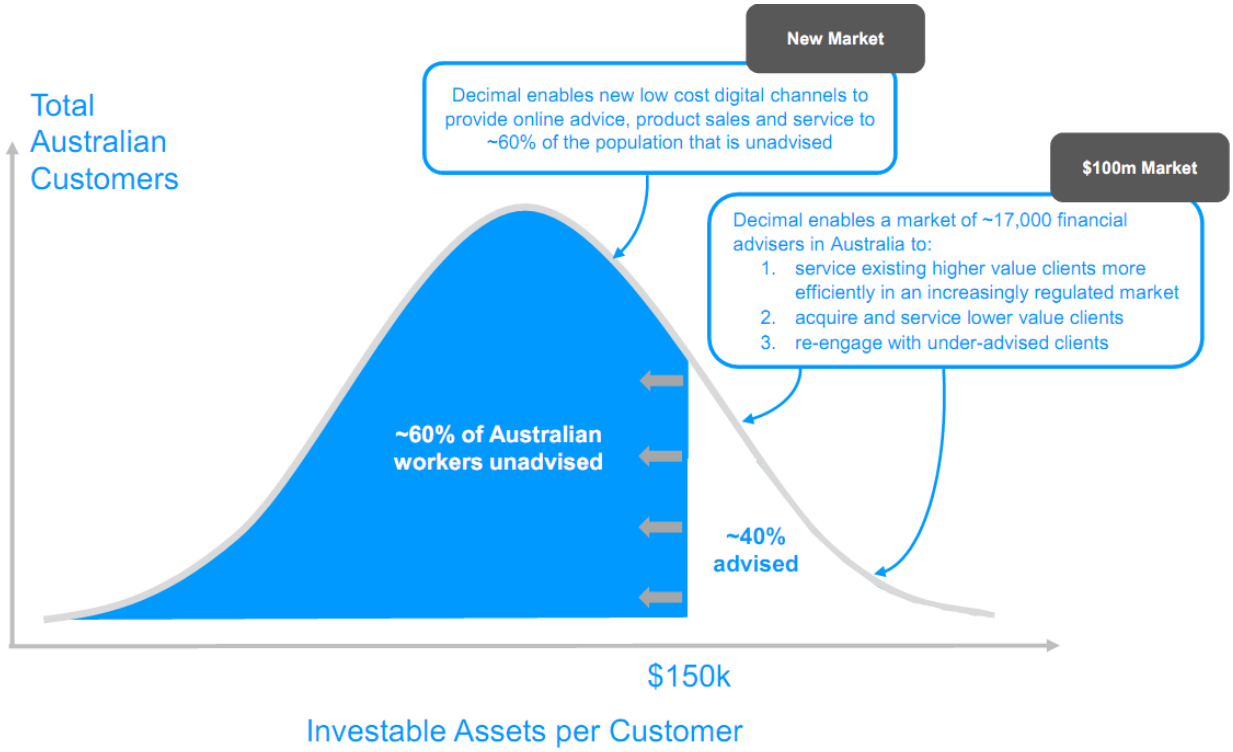
Decimal has undergone 6 years of development commensurate with supporting an industry responding to increased regulatory change, contestable consumer markets and technology ubiquity. Decimal is a proven platform based on a variety of customer initiatives leveraging Decimal's innovations as well as a diverse and growing range of deployments.

Figure 4: Decimal's Customers and Networks

Decimal Reaches to the Unadvised

Decimal can both displace existing advisor software currently used to service existing higher value clients and also open up new markets for financial advisors and institutions to penetrate the ~60% of Australian workers that are unadvised. Decimal has also been constructed to be applied in multiple jurisdictions, including the US and UK.

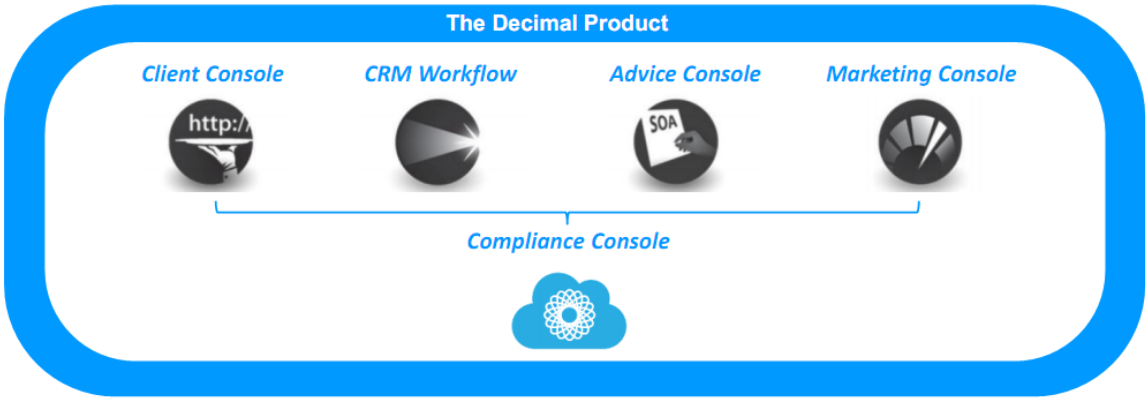
Figure 5: Decimal Reaches to the Unadvised (for illustrative purposes only)



The Decimal Product

There are five components of the Decimal solution that are used to complete the end-to-end industry cloud platform:

Figure 6: Components of the Decimal Platform



1. Client Console

The Client Console generates leads by sending prospective clients a link to a pre-populated personalised plan via a personalised URL ("**pURL**") that the client can modify and interact with in private and in their own time, without feeling any pressure about questions around their goals or targets. All activity on the Client Console can be monitored by a marketing manager via the live pURL reporting screen, available through their Decimal Marketing Console.

Once a client is "on-boarded", the client can actively review and monitor their financial position by accessing their pURL which refreshes the client's existing personalised link with the current balances of their superannuation and investments.

IFAs and smaller enterprises are able to utilise Decimal's "white-label" Client Console offering and fully configure their online engagement and advice solution. Larger enterprises can also engage their own resources to fully design the user journey and experience within Decimal's end to end platform.

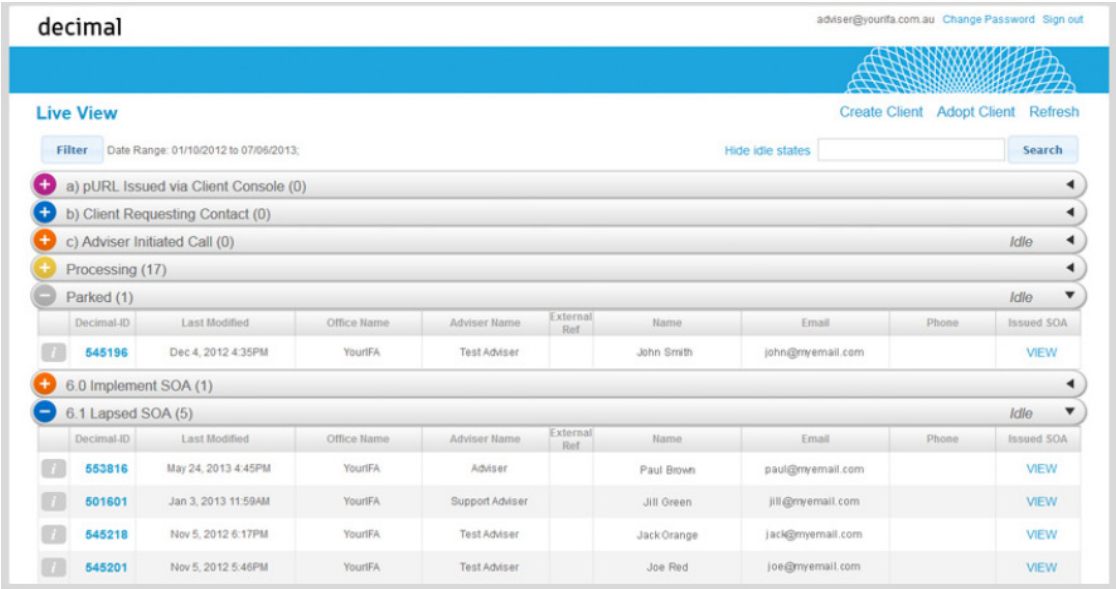
Figure 7: Decimal's white-label Client Console Interface for smaller enterprises

2. CRM Workflow

This system allows the advisor to monitor their prospects and clients in real time, and respond immediately with on-the-spot advice, a full review, or a no advice product sell, if and when appropriate. Decimal's CRM is optimised for advice specific workflows and compliance tracking and suitable as a stand-alone solution or as a feeder and receiver to an existing enterprise CRM system.

Decimal CRM Workflow provides a real-time and transparent view of business development through to client reviews and the ability to manage clients, as well as advisor practices and their relationships with client referral sources. In addition, advisors can attach relevant documents, email correspondence and digital voice notes to improve audit trails and compliance.

Figure 8: Decimal's CRM Workflow Interface

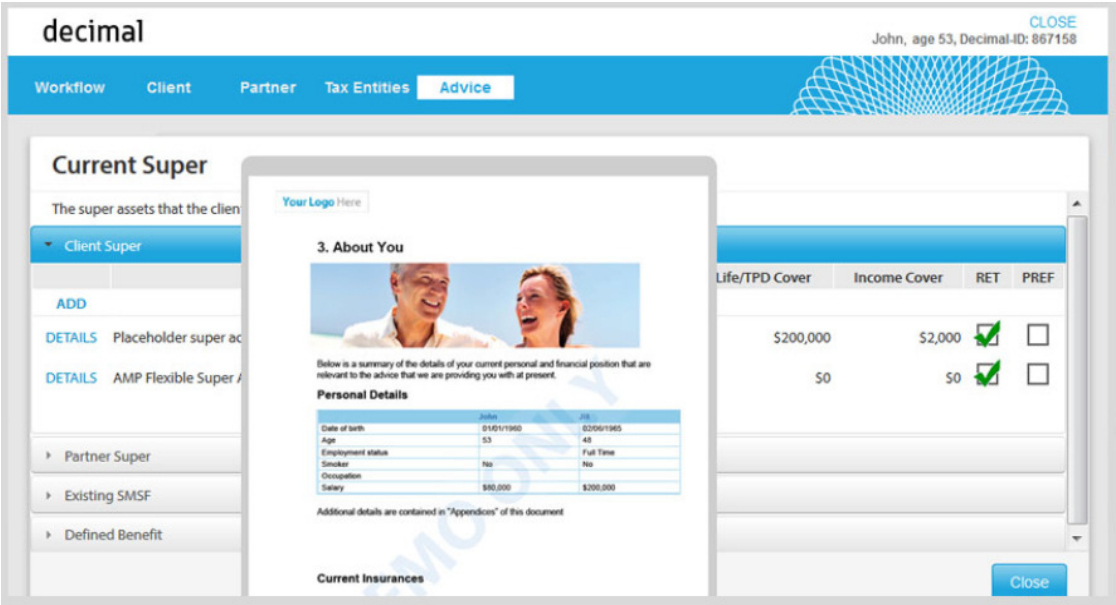


3. *Advice Console*

This Advice Console is designed to enable the affordable provision of simple through to complex advice to clients. It can automatically generate a range of financial advice options that can be explored online with the client either face-to-face, over the phone, or online. A summarised, documented and compliant Statement of Advice ("**SoA**") accompanies each option, ready for immediate signoff by the client. Currently, the assembly of a compliant SoA can typically take upwards of 6 hours for para-planners to complete and around 2 to 4 weeks before a signed SoA is received by an advisor from the client. Using Decimal, this process can be eliminated as the SoA is generated immediately following the input of relevant data, creating a significant saving in time and cost for the advisor.

This console can be tailored to offer either limited or scaled advice, or full advice, depending on each Decimal user's specific needs.

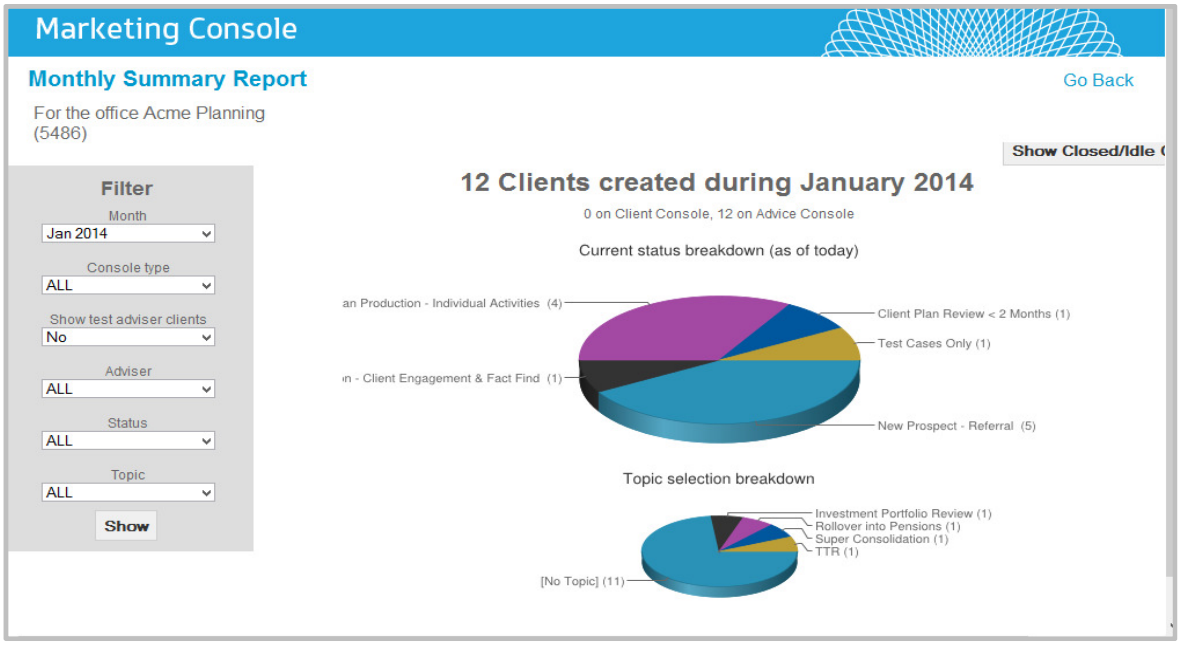
Figure 9: Decimal's Advice Console



4. Marketing Console

The Marketing Console works in real-time conjunction with Decimal's Client Console. It allows monitoring of all activity on the Client Console via a real-time live pURL reporting screen. It includes a single-screen marketing campaign system that shows campaign managers, advisors and call centre personnel which prospective clients are engaging with their pURL's and who is responding to the "call-to-action", all in real-time.

Figure 10: Decimal's Marketing Console



5. Compliance Console

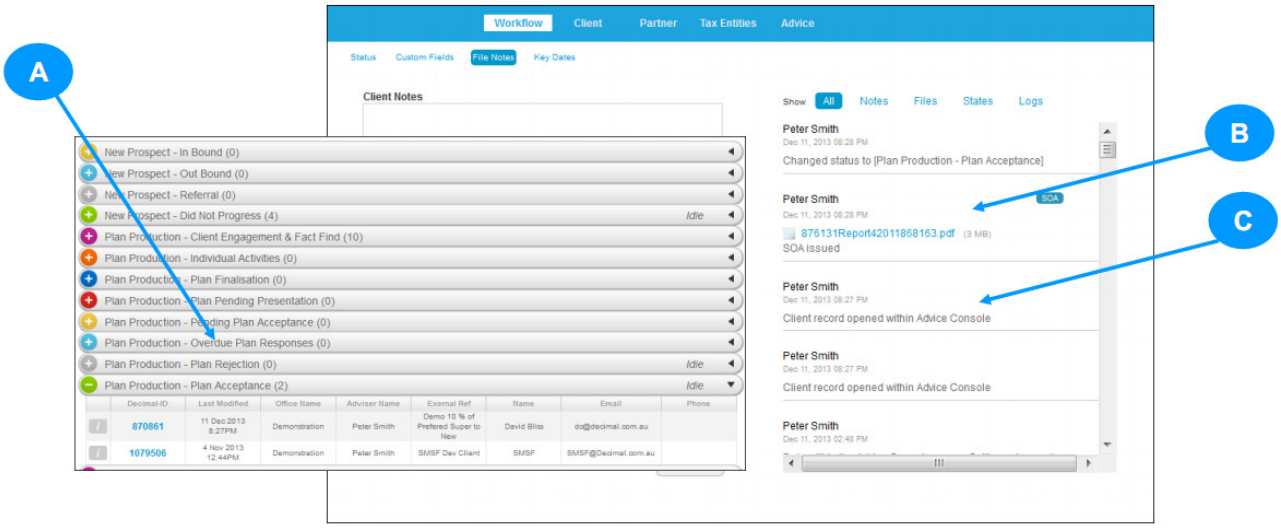
This console offers a breakthrough capability where compliance officers, AFSL license holders, dealer group principals can monitor in real-time all client and advisor activity, including all recommendations. In addition, it provides a single online control point for all configurations of advice assumptions and client or member documents, providing a fully secure audit trail.

Authorised dealer group or technology support personnel can setup, maintain and monitor advisor access and compliance, advice topics, product information and economic and risk assumptions through this console. This helps ensure that the SoA and reports being issued are compliant with licensee and legislative requirements.

As Decimal is a fully integrated cloud platform, changes to any regulation or tax law relevant to the financial services industry can be automatically integrated throughout the cloud platform, providing an updated framework for IFAs, dealer groups and financial institutions to operate under.

It is also important to note that all the rules supporting the Decimal platform have been independently tested and audited by external consultants, and are continuously reviewed by an in-house actuary.

Figure 11: Decimal's Compliance Functionality: (A) Real-time view of all advisor activity throughout the dealer group; (B) Real-time view of all generated SoAs; (C) Real-time auto log of all activity against each client



Decimal's Intellectual Property and Patent

The core of Decimal's revolutionary solution is an advanced financial modelling technology engine that generates personalised financial strategy and product plans instantly. Consumers provide their minimal data and the system intuitively fills in the gaps and then performs millions of calculations, presenting them with financial blueprints in seconds. The inner core can perform over 50 million financial calculations, relating to hundreds of financial strategies, all in seconds. The outer core contains thousands of business rules that ensure only what is important is displayed or asked for.

Decimal has sought and received protection of its intellectual property in Australia and Singapore. The patent application has also been lodged in other selected overseas jurisdictions.

CUSTOMER ACQUISITION MODEL

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 eight (8) distinct segments, being:

1. IFAs and Dealer Groups servicing full advice clients;
2. IFAs and Dealer Groups servicing limited advice clients;
3. Small teams of employed advisors (within super and corporate funds and regional banks);
4. Large teams of employed advisors (large banks);
5. Small enterprises offering online advice and sales (< 500k customers);
6. Medium enterprises offering online advice and sales (< 1m customers);
7. Large enterprises offering online advice and sales (>1m customers); and
8. Other (e.g. stockbrokers).

Decimal has already undertaken a "soft launch" engaging with specific segments of the market. As part of its product development phase, Decimal has pitched its offering in a far less intrusive manner, offering to use Decimal as a platform to advise and also to acquire, and then host, new clients. This approach has been received favourably by potential customers given Decimal's ability to market and campaign for new clients cost effectively, and also engage and convert prospective clients once identified in a timely and cost-effective manner. Because of its ease of use, streamlined functionality, efficiency benefits and unlimited scalability, advisors will then transfer their existing clients across to Decimal.

Following completion of the Acquisition, resources will be allocated to strengthen Decimal's executive and sales team in Sydney, undertake aggressive marketing campaigns and pursue overseas markets.

Mass Personalised Digital Marketing

Decimal will utilise existing successful digital customer acquisition models used by other industry cloud platform leaders (e.g. Salesforce and Xero). Within months, Australia's financial advisors will be presented with invitations and opportunities to a quick and easy click, trial, buy and configuration of Decimal online. No requirement for software to be downloaded and technology experts to install and configure. Access to Decimal is online and instant.

In contrast to traditional financial planning software that requires a level of vendor support and installation, Decimal has been developed to enable self-trialling and self-configuration. This means that all awareness building activity is directed to a call-to-action based on self-initiating demonstrations, online trials and online purchasing direct from decimal.com.au.

Pricing

Decimal is "ready-for-market", and ready for official online launch in Australia. Decimal's offerings and revenue model is divided into IFAs and dealer groups, and enterprises such as banks, super funds, stockbrokers and credit unions. As an industry wide SaaS platform, the pricing relates to the level of capability and configurability that is switched on, rather than how much software that is traditionally delivered and installed. In Decimal, software upgrades happen automatically meaning costly software version upgrades are a thing of the past.

1. IFAs and Dealer Groups

Decimal's SaaS offering to the ~17,000 financial advisors and 160 dealer groups in Australia is based on a monthly cost per financial advisor or support staff, and starting from $100 per month. IFAs and dealer groups can opt for Decimal's cloud mobile enabled CRM Workflow up to the complete end-to-end, configurable, advice, engagement, servicing and compliance solution.

2. Enterprises

Decimal's SaaS offering to the various enterprises in Australia will get access to Decimal's complete end-to-end, fully customisable, mobile enabled industry platform as a white-label offering that can incorporate multiple enterprise brands under one institutional brand. Enterprises are also able to design their own online consumer journey and experience for Decimal's client interface (i.e. Client Console) and immediately bringing to bear Decimals end to end platform including real-time

client triage and qualification through to multi-channel advisor support. SaaS revenue 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**"). At December 2012, Australia's FUM were the third largest FUM globally behind the USA and Luxembourg. Since the introduction of Australia's mandatory retirement income system in 1992, FUM have grown significantly, with FUM more than doubling since 2005, notwithstanding the various economic crises in this period. 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 is mandated superannuation contribution to 12% of salary;
- 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. Advisors 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 the expected norm.

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

Market Participants

The key participants in providing advice to the wealth management industry are:

- IFAs and Dealer Groups;
- Banks and other financial institutions; and
- Superannuation Funds.

The financial planning and advisory industry generated some $4.4 billion of revenue in Australia in FY2013. Revenues are projected to grow by some 4% pa 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 160 dealer groups. There are around 17,000 financial advisors in Australia working for 3,222 advisory groups operating across over 7,161 practices. The number of financial advisors is expected to exceed 20,500 by FY2019.

A large portion of the IFA client base tends to be pre-retirees, who are seeking advice for wealth creation and investment opportunities. Typically, small independent IFA's have just under 400 clients, though the revenue they generate is quite concentrated, with the top 50-100 clients accounting for approximately 80% of all revenue generation. As a result of this, a significant number of customers are under-serviced or not serviced at all.

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 are product-driven and 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 advice with this being the largest project growth area, primarily online and supporting phone advice. Online advice is the emerging channel for the mass market given the increasing consumer preference and low cost.

Because banks and financial planners do not possess the end to end technology capabilities today, and retail banking is fast becoming exclusively online, traditional and online retailers are viewed by banks as new competitors. In Australia, non-traditional financial services are entering the market, for example Virgin Money, Qantas' travel wallet linked to the frequent flyer card and Coles have recently applied for a banking license.

Financial Services Software Market in Australia

The Australian financial planning software market is dominated by two providers: xPlan, owned by ASX-listed IRESS, and COIN, owned by ASX listed Rubik. Together, these two providers account for an estimated 64-76% of total planners. In addition, individual financial planning groups may use more than one primary product for their advisors.

Business to Business Market Size

The value of this market is estimated to exceed $100 million per year in revenue. This estimate is based on the reported share of advisors 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, thus sold on a traditional model of software licences and 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 with ongoing risks to manage legislative and business the changes.

Business to Consumer Market Size

The above Business to Business market estimate excludes a 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. This is a new market that is not served well by the traditional financial planning software vendors, who have complex solutions for large groups of advisors to provide only full scaled advice to their clients.

As has happened in other industries disrupted by innovative technology solutions (e.g. Xero, Seek, Carsales and Freelancer) Decimal provides a revolutionary platform for IFAs, dealer groups, financial institutions and super funds to penetrate this large, relatively untapped, new market.

In addition, Decimal was constructed so that it can be seamlessly rolled-out across multiple jurisdictions, including the US and the UK. The only material reconfiguration to Decimal would be to update the Decimal platform for new regulations and tax law.

Australian Regulatory Framework

The financial advisory industry is heavily regulated by a number of bodies including ASIC, APRA and the ATO. The financial advisory industry is undergoing a major shake-up as part of the implementation of the Future of Financial Advice (FoFA) legislative reforms, which came into effect on 1 July 2013. Historically, this 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, 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 most critical components of the legislation relate to the introduction of fee for service and the consequent banning of volume based commissions, and the introduction of a fiduciary duty for advisors. This has made fees charged explicit to clients, placing pressure on advisors to reduce fees, coupled with the need to find new clients, or re-engage with existing underserviced and un-serviced clients. While clients will have a growing need for financial advice, their expectations of what they should pay for advice is very different to what it is estimated to cost to prepare compliant advice.

BOARD CHANGES

Following completion of the Acquisition of Decimal, Aviva will appoint Mr Michael Sertorio as Executive Chairman and Mr Jan Kolbusz as Executive Director of Aviva. A brief description of Messrs Sertorio and Kolbusz's qualifications and experience are set out below:

Michael Sertorio: Mr Sertorio has more than 25 years of experience in senior management and board positions spanning financial services, manufacturing, construction, professional services, health care and wholesale trade in Australia and Asia, with organizations 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 corporate transactions. He was an early investor in Decimal and was appointed to the Board in 2008 and 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.

Jan Kolbusz: Mr Kolbusz is the founder and Managing 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 (**EY**). Prior to EY, working for US based Baxter Healthcare; Mr Kolbusz managed 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.

The details of the remuneration of Messrs Sertorio and Kolbusz are included in Appendix B.

Resignations

Current Directors of Aviva will either all resign on the date of completion of the Acquisition 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.

COMMERCIAL TERMS OF THE ACQUISITION

Aviva has entered into a conditional agreement to acquire Decimal which holds a 100% interest in the Australian patented intellectual property associated with the Decimal business.

Following completion of the Acquisition, Aviva will acquire 100% of the shares in Decimal. The commercial terms of the Acquisition, which are subject to approval by Aviva shareholders, include the following:

- Return of Capital[1] of $0.06 per share to Aviva Shareholders at the Record Date which will be prior to the Acquisition;
- Share Consolidation of Aviva shares on a 1 for 3 basis;

(1) The Return of Capital might be assessable as a dividend for Aviva Shareholders. Aviva is in the process of trying to obtain clarification on this matter.

- Issue of 112,500,000 Consideration Shares to the shareholders of Decimal; and
- Aviva will provide an unsecured loan facility to Decimal (if requested) for an amount of A$2.5 million, which may be drawn down from the 31st of January 2014. The loan is repayable by 30 June 2014 and incurs interest from 31 March 2014 at a rate of 9%.

The Acquisition is subject to the following conditions precedent ("**Conditions Precedent**"):

- Aviva obtaining all necessary regulatory and shareholder approvals pursuant to the ASX Listing Rules, Corporations Act 2001 (Cth) or any other law to allow Aviva to lawfully complete the Acquisition of Decimal and satisfying all other requirements of ASX for the reinstatement to official quotation of Aviva's shares on the ASX;
- Aviva receiving written confirmation from ASX that it will reinstate Aviva's shares to official quotation on ASX on conditions satisfactory to the purchaser;
- Aviva completing the Return of Capital; and
- Aviva completing the Share Consolidation.

A Notice of Meeting will be sent to Aviva shareholders shortly which will include information on Decimal and the relevant risks associated with the Acquisition and ongoing operation of Decimal's business.

PRO FORMA CAPITAL STRUCTURE ON COMPLETION OF THE ACQUISITION

	Shares	Options
Current capital structure	188,993,287	14,500,000
Share Consolidation (1 for 3)	(125,995,525)	(9,666,667)
Capital structure post Share Consolidation	62,997,762	4,833,333
Consideration Shares	112,500,000	-
Advisor and Facilitator Fees	3,000,000	3,000,000
Total on completion of Acquisition	**178,497,762**	**7,833,333**

Notes:

1. All 14,500,000 options are unlisted. The options will reduce on a 1 for 3 basis as a result of the Share Consolidation. Exercise price will reduce by 6 cents as a result of the Return of Capital but will then increase by a multiple of 3 due to the Share Consolidation.
2. Detail of the unlisted options currently on issue are as follows:
   a. 10,000,000 options are exercisable at $0.175 on or before 15 July 2017;
   b. 3,000,000 options are exercisable at $0.12 on or before 18 March 2014,
   c. 500,000 options are exercisable at $0.20 on or before 30 June 2015;
   d. 500,000 options are exercisable at $0.30 on or before 30 June 2015;
   e. 250,000 options are exercisable at $0.25 on or before 1 July 2014; and
   f. 250,000 options are exercisable at $0.35 on or before 1 July 2014.
3. Advisors and facilitators for both parties will receive a total of 3,000,000 shares and incentive options if the transaction successfully completes. The incentive options will have an exercise price of $0.345 and are exercisable on or before 15 July 2017.
4. Assumes no further securities are issued prior to completion of the Acquisition.
5. Assumes that no options are exercised before the completion of the Acquisition.

Blackswan Equities acted as Corporate Advisor & Lead Manager to Decimal in relation to the acquisition of Decimal by Aviva.

CHANGE OF NAME

Aviva will change its name on completion of the Acquisition. Details of the name change will be provided in the Notice of Meeting, which will require approval from Shareholders.

PRO-FORMA BALANCE SHEET

A pro-forma balance sheet showing the effect of the Acquisition, Share Consolidation and issue of the Consideration Shares is set out in Appendix A.

CHANGE TO NATURE AND SCALE OF ACTIVITIES – CHAPTER 11 OF THE ASX LISTING RULES

The Acquisition of Decimal constitutes a change to the nature and scale of Aviva's activities. The Company will therefore need to re-comply with Chapters 1 and 2 of the ASX Listing Rules. As part of satisfying its requirements to re-comply, the Acquisition must be approved by Aviva shareholders at the Meeting. Shareholders will receive a Notice of Meeting setting out various resolutions relating to the Acquisition. A detailed explanatory statement will accompany the Notice of Meeting and will be distributed to all Shareholders prior to the Meeting.

ASX may impose some further conditions and requirements, in addition to the Notice of Meeting, for Aviva to meet in order for Aviva to comply with Chapters 1 and 2 of the ASX Listing Rules.

DUE DILIGENCE AND RISK FACTORS

The Company has undertaken a due diligence process (including, legal, technical, commercial, patent, and other risks) with respect to the Acquisition of Decimal, however it should be noted that the usual risks associated with start-up technology companies will remain at completion of the Acquisition.

A number of additional risk factors specific to Decimal have also been identified, including, but not limited to:

(a) Decimal is subject to the normal risks associated with any start-up company. 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.

(b) Decimal is reliant on a number of key executives and personnel, specifically Mr Jan Kolbusz. The loss of one or more of its key executives and personnel could have an adverse impact on Decimal and the ability to capture market share and commercial development could be slower than anticipated. In addition Decimal is still in the process of making key appointments to finalise their executive team and need to establish their technical sales support team.

(c) The Australian wealth management industry is responsible for more than $2.2 trillion in FUM and provides a significant opportunity for Decimal's products. However there are no assurances that Decimal's marketing and pricing strategy will be successful to achieve a sizeable take up rate from Financial Institutions, Dealers and IFAs.

(d) The financial services industry is subject to significant legislative change. These changes require advisors to find more cost efficient solutions which provides an opportunity for

Decimal. However the nature of future legislative changes in the Financial Services Industry is uncertain and could impact Decimal's product and product development. Tight coupling to the compliance requirements of the Australian financial services industry might also impact the available market opportunities offshore.

(e) New entrants or technological developments might provide an alternative to the products to which Decimal will be offering. Competitors might also respond quite aggressively with competing cloud based solutions or alternative strategies to retain or regain market share.

Shareholders and investors should also be aware that the agreement to acquire Decimal is conditional in nature (refer earlier section outlining Conditions Precedent). Accordingly there is a risk that the transaction contemplated by this announcement may not be completed before 30 June 2014 (transaction end date).

Shareholders should note that some of the additional risks may be mitigated by the use of appropriate safeguards and systems, whilst others are outside the control of the Company and cannot be mitigated. Should any of the risks eventuate, then it may have a material adverse impact on the financial performance and the future value of Aviva's securities. The Notice of Meeting that will be sent to Shareholders will include further information on the relevant risks associated with the Acquisition and ongoing operation of Aviva and Decimal.

INDICATIVE TIMETABLE

An indicative timetable for completion of the Acquisition, Return of Capital and the Share Consolidation is set out below:

Event	Date
Notice of Meeting sent to shareholders	11 February 2014
Aviva shareholder meeting	14 March 2014
Suspension of Aviva's securities from trading on ASX opening of trading	14 March 2014
ASX informed of outcome of shareholder meeting	14 March 2014
Ex Date for Capital Return	18 March 1014
Record Date for Capital Return	24 March 2014
Day 0 for Consolidation	25 March 2014
Ex Date for Consolidation	27 March 2014
Return of Capital of $0.06 cents per share	31 March 2014
Record date for Consolidation of Aviva Shares and Options	2 April 2014
Consolidation completes	9 April 2014
Completion of Acquisition and the issue of the Consideration shares	9 April 2014
Anticipated date the suspension of trading is lifted and Aviva securities commence trading again on the ASX	16 April 2014

AVIVA CORPORATION LTD

APPENDIX A

PRO-FORMA BALANCE SHEET

	Decimal Pty Ltd 31-Dec-2013 (Unaudited)	Aviva Corp. Limited 31-Dec-2013 (Unaudited)	*Transaction Adjustments*	Pro-forma Consolidated 31-Dec-2013 (Unaudited)
ASSETS				
Current Assets				
Cash and cash equivalents	2,438,917	23,214,564	(11,739,597)[1]	13,913,384
Trade and other receivables	9,218	192,679	-	201,897
Financial Assets at Fair Value through Profit or loss	-	125,000	-	125,000
Prepayments	-	20,492	-	20,492
Total Current Assets	**2,448,135**	**23,552,735**	**(11,739,597)**	**14,260,773**
Non-Current Assets				
Property, plant and equipment	45,504	10,968	-	56,472
Intangible Assets	142,904	-	-	142,904
Other non-current Assets	119	-	-	119
Total Non-Current Assets	**188,528**	**10,968**	**-**	**199,495**
TOTAL ASSETS	**2,636,662**	**23,563,703**	**(11,739,597)**	**14,460,268**
LIABILITIES				
Current Liabilities				
Trade and other payables	225,020	190,697	-	415,717
Provisions	139,870	14,310	-	154,181
Unearned Revenue	550,000	-	-	550,000
Total Current Liabilities	**914,890**	**205,007**	**-**	**1,119,898**
TOTAL LIABILITIES	**914,890**	**205,007**	**-**	**1,119,898**
NET ASSETS	**1,721,773**	**23,358,696**	**(11,739,597)**	**13,340,872**
EQUITY				
Equity attributable to owners of the Company				
Issued capital	8,579,339	47,851,296	(31,786,867)[2]	24,643,768
Reserves	-	1,226,698	(1,226,698)[3]	-
Accumulated losses	(6,857,566)	(25,719,298)	21,273,968[4]	(11,302,897)
TOTAL EQUITY	**1,721,773**	**23,358,696**	**(11,739,597)**	**13,340,872**

Notes:

1. The reduction in cash is due to the 'Return of Capital' of $0.06 per share to Aviva Shareholders (188,993,287 shares) totaling $11,339,597 and payments of transaction costs of $400,000 associated with the transaction.
2. The decrease in issued capital is the result of the return of capital payment of $11,339,597. Followed by, the elimination of the Issued capital of AVA at the pro-forma date of $36,511,699 (post return of capital) in accordance with AASB 3. The fair value of the shares issued to Decimal is based on the closing price of Aviva at the date of the pro-forma accounts. For the purpose of the pro-forma accounts a share of $0.255 (closing price 31 December 2013: $0.145 less Return of Capital of $0.06 and adjusted for the 3 for 1 Share Consolidation) was used, resulting in a market value of $16,064,429.
3. The elimination of the share based payment reserve is accordance with AASB 3.
4. The movement in accumulated losses is the result of the elimination of Aviva's accumulated losses ($25,719,298) in accordance with AASB 3. This was offset by the listing expense recorded as a result of the transaction of $4,045,330 (fair value of issued capital less the identifiable net assets of Aviva acquired) and $400,000 of transaction costs associated with the transaction.

APPENDIX B

EMPLOYMENT CONTRACTS WITH KEY EXECUTIVES

Michael Sertorio

Mr Sertorio became Chairman of Decimal in July 2012 and was appointed as Executive Chairman on 13 January 2014. Under the terms of his contract as Executive Chairman Mr Sertorio receives a fixed remuneration of $300,000 from 13 January 2014 plus the Superannuation Guarantee Charge. Mr Sertorio's employment is based on normal industry standards. Mr Sertorio's employment can be terminated by either party by giving 4 weeks written notice and he will be subject to a restraint of trade for a maximum of 12 months.

Jan Kolbusz

Mr Kolbusz is employed under a rolling contract. The employment contract commenced on 1 June 2006 when Mr Kolbusz was appointed as Managing Director and Chief Executive Officer of Decimal. This contract was amended effective 13 January 2014 when Mr Kolbusz took up the position as Executive Director Strategy and Innovation of Decimal. Under the terms of the contract Mr Kolbusz receives a fixed remuneration of $300,000 plus the Superannuation Guarantee Charge. Mr Kolbusz employment is based on normal industry standards. Mr Kolbusz's employment can be terminated by either giving party 4 weeks written notice and he will be subject to a restraint of trade for a maximum of 12 months.