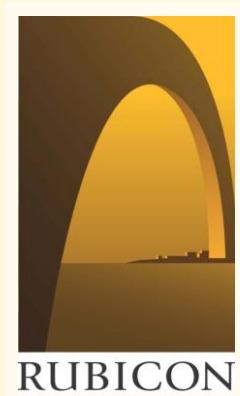


Annual Shareholders' Meeting - 2016



Notes to ASM presentations

FORWARD-LOOKING STATEMENTS

There are statements included in this presentation that are "forward looking statements". As these forward-looking statements are predictive in nature, they are subject to a number of risks and uncertainties relating to Rubicon, and our Tenon and ArborGen investments, which are beyond our control. As a result of the foregoing, actual results and conditions may differ materially from those expressed or implied by such statements.

Tenon's risks and uncertainties include - that its operations and results are significantly influenced by the level of activity in the various sectors of the economies in which it competes, particularly in North America and Europe. Fluctuations in industrial output, commercial and residential construction activity, capital availability, housing turnover and pricing, levels of repair and remodelling and additions to existing homes, new housing starts, relative exchange rates, interest rates, and profitability of customers, can each have a substantial impact on Tenon's results of operations and financial condition. Other Tenon risks include competitor product development and demand, pricing and customer concentration risk, customer adoption rates for wood-modified clear products, and the outcome of the Tenon Clearwood Strategic Review which is unknown and uncertain. Grant Samuel prepared a valuation report for Tenon shareholders in relation to the Blue Wolf North American transaction, which referenced a value for Clearwood. However that valuation was only indicative, in as much as the purpose of the report was not to value Clearwood but rather to value the North American business being sold to Blue Wolf. Should the Strategic Review of Clearwood result in a sales proposal, Grant Samuel will be asked to prepare a more detailed valuation assessment and report specifically in respect of the Clearwood business. Accordingly, the Clearwood valuation included in the Blue Wolf offer assessment should be seen as being subject to further analysis and change by Grant Samuel, subject to a number of uncertainties and risks beyond the control of Tenon, and it is also pre-transaction / wind-up costs. The actual value outcome will be determined by the Strategic Review process, which may differ materially from the indicative Grant Samuel valuation. Tenon discloses its results separately on the NZX, and those releases may contain additional information on its performance, risks and opportunities than are presented in Rubicon's reporting of Tenon's activities. Accordingly, Rubicon shareholders should also refer to Tenon's separate NZX announcements.

ArborGen's risks and uncertainties include (in addition to the macro condition risks noted above) - the global markets and geographies in which it operates, intellectual property protection, regulatory approvals, competitor performance, public and customer acceptance of genetically engineered products, customer adoption of advanced seedling products, the success of ArborGen's research and development activities, weather conditions and biological matters. Rubicon is the majority shareholder in Tenon, and effectively controls the operational / financial performance and strategic direction of Tenon as a result. In contrast, Rubicon is only a minority equity investor in ArborGen, and accordingly it does not control the operational / financial performance and strategy of ArborGen, and it is therefore dependent upon another of ArborGen's partners voting in a like-minded manner in order for Rubicon to achieve its desired ArborGen outcomes.

As a result of the foregoing, actual results and conclusions may differ materially from those expressed or implied by such statements.

All references in this document to \$ or "dollars" are references to United States dollars unless otherwise stated.

Non-GAAP Measures

* We used EBITDA when discussing financial performance. EBITDA (i.e. Earnings before interest, taxation, depreciation and amortisation) is a non-GAAP financial measure that is not recognised within IFRS. As it is not uniformly defined or utilised this measure may not be comparable with similarly titled measures used by other companies. Non-GAAP financial measures should not be viewed in isolation or considered as a substitute for measures reported in accordance with IFRS. Management believes that EBITDA provides useful information, as it is used internally to evaluate performance, and it is also a measure that equity analysts focus on for comparable company performance purposes, as the measure removes distortions caused by differences in asset ages, depreciation policies, and debt:equity structures.

Annual Shareholders' Meeting - 2016

Stephen Kasnet

Chairman

Annual Shareholders' Meeting - 2016

▪ Introduction of Board members

- George Karaplis
- Hugh Fletcher
- Luke Moriarty
- David Knott
- Bill Hasler

Agenda

- CEO's Review
 - Chairman's Comments
 - Shareholder Questions
 - Resolutions
 - Refreshments
- All resolutions decided by 'poll'
 - 320+ million shares voted
 - \approx 80% of total shares outstanding
 - \approx 88% voted in favour of all resolutions
 - Very high investor turn-out
 - Shows strong support for the Company

Annual Shareholders' Meeting - 2016

Luke Moriarty
CEO

Tenon 2016 review



Tenon – Strategic Review

- To find appropriate risk-adjusted path to close value gap
- Separated into two distinct Review processes -
 - Tenon's USA business
 - NZ Clearwood operations
- Sale of the USA business for US\$110m cash completed ✓
- Tenon has repaid all debt ✓
- Returning US\$70m capital to its shareholders ✓
- Rubicon will receive US\$42m as its 60% share ✓
- After all debt repayment, will leave Rubicon US\$15m in cash ✓

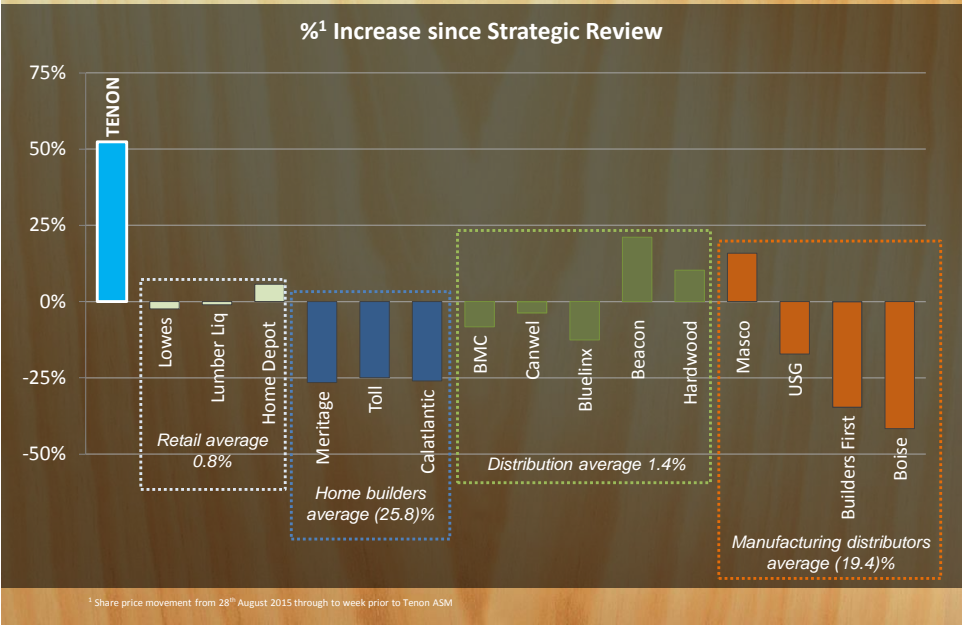
Tenon – Strategic Review ... continued

- Yet to conclude 2nd Review - Clearwood operations review
- Announcement some time Dec/Jan
- Outcome is unknown at this stage
- Clearwood is a 'great' business –
 - FY 2016 US\$11.5m EBITDA
 - All major capex completed (kiln if 4th shift added) - US\$7m capital upgrade completed
 - The leading clear-wood position in the European & US markets
 - 5-year 'take or pay' contract with new owners of Tenon USA
 - Strong growth positioning
- Keeping an open mind as to the final outcome

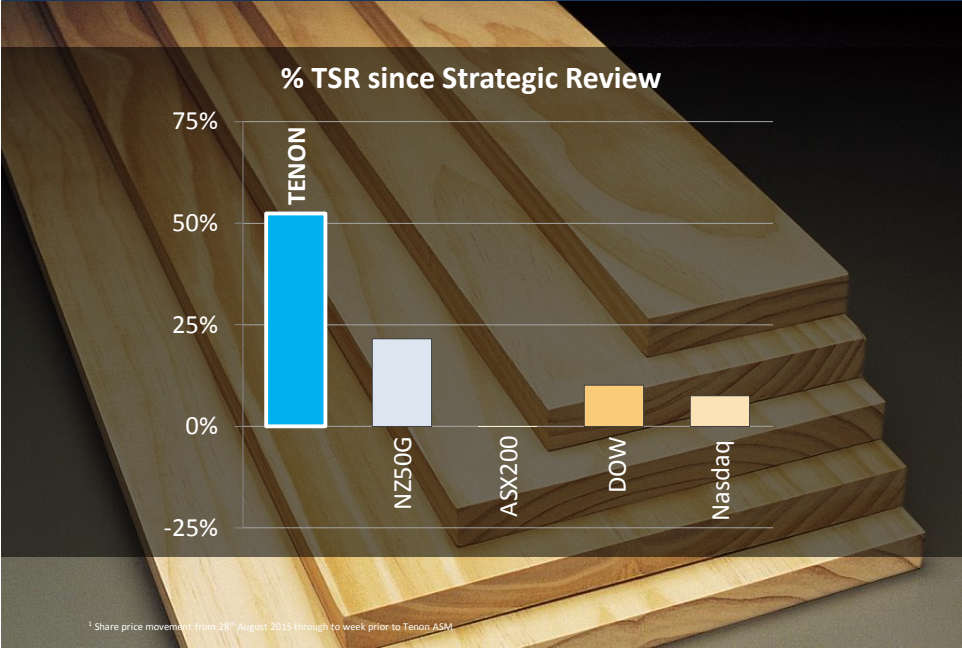
Tenon – 'big picture' review

- Share price low of 49-50¢ during the housing crisis and GFC
- We chose not to sell but to 'fix' the company
- This was a monumental task
 - Changed management
 - Cut costs
 - Refined and expanded product offerings
 - Introduced new systems
 - Expanded margins
 - Invested and grew the company
- Tenon became the leading specialty millwork provider in the US
- We set about fixing the share price
 - Introduced share buy-back
 - Commenced dividend payments
 - Initiated the Strategic Review
- 50 cents per share ⇒ \$2.50+ per share today

Tenon – comparable TSR performance



Tenon – comparable TSR performance



ArborGen 2016 review



ArborGen – partnership dynamics

- Unlike Tenon – we do not unilaterally ‘control’ ArborGen
 - ArborGen is a three-way partnership
 - Decision-making reflects majority / consensus views
 - Partners’ ownership rationales have changed over time
 - One partner exited their entire US forest landholding
 - The other merged in a large public market transaction
 - Now in direct competition with their fellow partner
 - ArborGen is a lesser focus for them -
 - One has US\$13 billion market capitalisation
 - The other, US\$21 billion market capitalisation
- ⇒ Interesting and changing dynamic ... which we do not control

ArborGen – milestones review

Legal

Balance sheet

Product development

Operational

Future funding

- Employee dispute concluded
- US Court
 - Dismissed the litigation
 - Vacated in its entirety its prior order
- Confidential settlement reached
- ... at immaterial cost to Rubicon

ArborGen – milestones review ... continued

Legal

Balance sheet

Product development

Operational

Future funding

- 'Tidy-ups'
 - Surplus land sales completed
 - Patents assessment
- New Ag-South US\$13m, 20-year bank facility
- NBSC existing US\$15m working capital loan
- Westpac NZ\$4.5m facility
- ⇒ US\$30m+ facilities available

ArborGen – milestones review ... continued

Legal ✓

Balance sheet ✓

▶ Product development

Operational

Future funding

- Field trial approval from CTNBio in Brazil
- Eucalyptus herbicide tolerant GE product
 - Weed killing without killing seedling a major plus
- GE products pursued only where
 - Performance outcome is certain
 - Product performance can be proven early
 - Market demand is evident
 - Cannot be developed using traditional methods
- Herbicide tolerance meets these hurdles

ArborGen – milestones review ... continued

Legal ✓

Balance sheet ✓

Product development ✓

▶ Operational

Future funding

- Total volume ↑5% to 324 million seedlings
- High-point was Brazil
 - 6m → 25m eucalyptus y-o-y
 - Nil → 5m pine y-o-y
 - So from 'nil' 2-3 years ago to 30m seedlings
 - Brazil now a core geography for ArborGen
- Advanced genetics sales %
 - US up to 25% of loblolly pine sales (22% PY)
 - Australasia ≈ 85% of total sales
- Gross margin \$ from commercial sales ↑25% ... to US\$12m
- EBITDA pre R&D ≈ US\$6 million this year
- EBITDA through break-even this year

ArborGen – milestones review ... continued

Legal ✓

Balance sheet ✓

Product development ✓

Operational ✓

▶ Future funding

- EBITDA positive reduces need for Partner \$
- Future Partner funding to be 'growth-based'
 - Working capital, as volume expands
 - 'Triggering' growth options
- Absent any acquisitions
 - Next year, circa \$2-3 million per partner

ArborGen – higher value advanced genetics

- Longer than we would have liked to build its earnings profile
- That said, no argument ArborGen has –
 - Built the leading technology and commercialisation platform ✓
 - It is now producing over 325 million seedlings pa globally ✓
 - Past EBITDA losses (which peaked at US\$(18) million) are behind it ✓
 - ... break-even this year
 - ... moving on to profit from here on
- Convinced of fundamental story and underlying value proposition ✓
- Will be in a position to apply capital to ArborGen opportunities ✓

Annual Shareholders' Meeting - 2016

Stephen Kasnet

Chairman

Rubicon capital allocation

- Following the receipt of Tenon's capital return we will pay off all Rubicon's bank debt and subordinated debt notes
- US\$15m cash will be applied to meet ArborGen needs / opportunities as they arise
- Any surplus capital in the future will be returned to shareholders



Rubicon share price



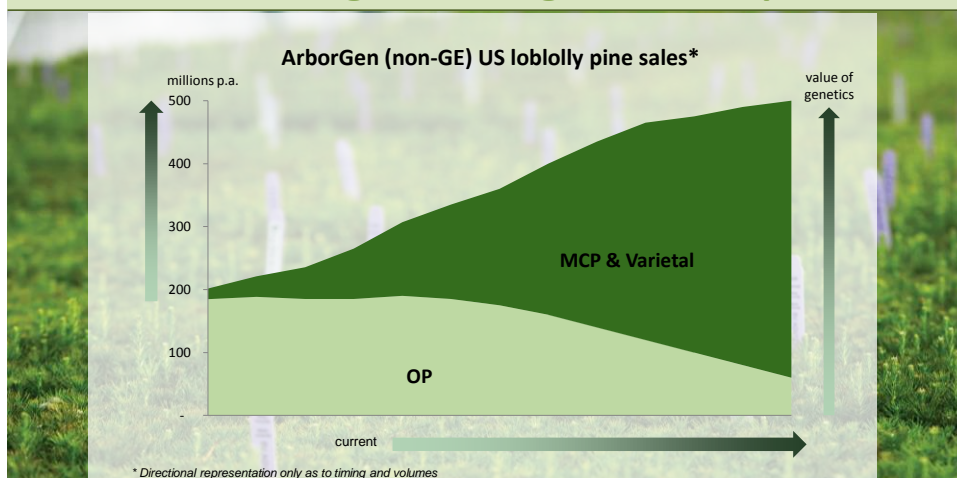
Rubicon – ArborGen component of share price

- ArborGen component of RBC share price has declined, despite -
 - Lifting current sales volume to 324 million seedlings per annum
 - Brazil being established as a new Core geography
 - Advanced genetics sales increasing to 25% of total US Loblolly pine
 - Expanded bank facilities to US\$30 million
 - Increased gross margin from commercial sales to US\$12 million
 - Current year forecast EBITDA of US\$6 million (re R&D)
 - No further permanent capital infusion from partners forecast
- Does decline make sense?

Rubicon – share price and accountability

- Shareholder ‘liquidity’ has played a big role
 - Not specific to RBC performance – internal shareholder fund liquidity needs
 - But has the effect of ‘capping’ RBC share price
- We can’t set the RBC share price – outside our control
 - NZ dollar is another key factor
 - RBC investments (Tenon & ArborGen) are each USD functional currency
 - NZD:USD has moved from 65 cents → 72 cents
 - Translates into lower NZD share price for constant USD value
- But we should be held to account for what we can control –
 - Underlying business performance of Tenon
 - Oversight of our investment in ArborGen
 - Report to you every 6 months in detail on these
 - Greatest focus over past year has been on Tenon
 - Proving out value in Strategic Review process
 - Now moving our attention to our ArborGen investment
 - ... which, unlike Tenon, we do not unilaterally control

ArborGen – US higher value genetics adoption



Four things happening here -

1. Total market size growing – US housing recovery ≈ 50%
2. ArborGen to take a greater share of that market
3. Increased adoption of higher value genetics
4. Price points increasing – new product launches

ArborGen – thinking about value ...

- In NZ, 85% advanced genetics adoption took circa 10 years
 - Looking forward, if you assume -
 - ArborGen's US sales reach 85% sales level
 - Gross margins of circa 50%+ on a 60:40 MCP : varietal product split
 - US market sales of circa 425-450 million seedlings
 - Improved-product launches (and pricing) commensurate with 10-year \$60 million product development spend
 - Apply appropriate EBITDA multiple and discount back to today
- ⇒ Well in excess of US\$60m implied in RBC share price today
- This analysis ignores the value of -
 - Brazil
 - Future biotech-GE products
 - New growth geographies – e.g. China and Europe
 - New end-uses - bioenergy

Resolutions

Resolution 1

To re-elect William Hasler as a Director

Resolution 2

To re-elect George Karaplis as a Director

Resolution 3

To authorise the Directors to fix the fees and expenses of KPMG as the Company's Auditor for the ensuing year