

ASX Release – 25 February 2026

Court approves convening of Scheme Meeting and distribution of Scheme Booklet

Insignia Financial Ltd (ASX: IFL) (“**Insignia Financial**”) refers to the proposed acquisition of Insignia Financial by Daintree BidCo Pty Ltd (ACN 686 668 619), an entity established by CC Capital Partners LLC and its affiliates, by way of a scheme of arrangement (“**Scheme**”), as announced on 22 July 2025.

Court orders

Insignia Financial is pleased to announce that the Federal Court of Australia (“**Court**”) has today made the following orders in relation to the Scheme:

- that Insignia Financial convene and hold a meeting of Insignia Financial shareholders to consider and vote on the Scheme (“**Scheme Meeting**”); and
- approving the distribution to Insignia Financial shareholders of the Scheme Booklet.

Scheme Booklet

The Scheme Booklet will be released to the ASX following registration with the Australian Securities and Investments Commission.

The Scheme Booklet is expected to be despatched by 4 March 2026. Insignia Financial shareholders who have previously elected to receive meeting materials by post will receive hard copies of the Scheme Booklet along with personalised proxy forms for the Scheme Meeting. All other Insignia Financial shareholders will either receive an email to their nominated email address containing links to access the Scheme Booklet and lodge a proxy vote via the online voting platform or, if they have not nominated an email address or they have elected to receive hard copy communications and electronic notices of meeting, will be sent materials by post directing them how to access the Scheme Booklet electronically, along with personalised proxy forms.

Insignia Financial shareholders should read the Scheme Booklet in its entirety before making their decision on whether or not to vote in favour of the Scheme.

Independent Expert’s Report

The Scheme Booklet contains the Independent Expert’s Report (“**IER**”) prepared by Kroll Australia Pty Ltd (“**Independent Expert**”).

The IER concludes that the Scheme is fair and reasonable and in the best interests of Insignia Financial shareholders, in the absence of a superior proposal. The Independent Expert has assessed the value of an Insignia Financial Share on a controlling interest basis to be in the range of \$4.49 to \$5.08 per Insignia Financial Share. The Scheme Consideration of \$4.80 falls within this range.

The Independent Expert’s conclusion should be read in the context of the full IER and the Scheme Booklet.

Insignia Financial Board's recommendation

The Insignia Financial Board unanimously recommends that its shareholders vote in favour of the Scheme in the absence of a superior proposal and subject to the Independent Expert continuing to conclude that the Scheme is fair and reasonable and in the best interests of Insignia Financial shareholders.

Subject to those same qualifications, each of the Insignia Financial directors intends to vote all the Insignia Financial Shares held or controlled by them in favour of the Scheme.

Details of the Scheme Meeting

The Scheme Meeting will be held on Monday, 13 April 2026. Insignia Financial shareholders are encouraged to vote by attending the Scheme Meeting in person at King & Wood Mallesons, Level 27, 447 Collins Street, Melbourne or online via an online meeting platform (further details of which will be provided in the Scheme Booklet). If you are unable to attend the meeting, you are encouraged to appoint a proxy by completing the Proxy Form accompanying the Scheme Booklet or which will be made available to you electronically. Proxy appointments must be received by Insignia Financial's share registry by 10:00am (Melbourne time) on Saturday 11 April 2026.

Key dates

The indicative timetable for implementation of the Scheme is set out below:

Indicative Timetable	Date
Despatch of scheme booklet to shareholders	By 4 March 2026
Scheme Meeting	13 April 2026
Second Court Date	16 April 2026
Effective Date	17 April 2026
Record Date	21 April 2026
Implementation Date	28 April 2026

Further information will be provided to Insignia Financial shareholders in the Scheme Booklet.

This announcement was approved for release by the Board of Insignia Financial Ltd.

-ENDS-

About Insignia Financial Ltd

With origins dating back to 1846, today Insignia Financial is a leading Australian wealth manager. Insignia Financial provides financial advice, superannuation, wrap platforms and asset management services to members, financial advisers and corporate employers.

Further information about Insignia Financial can be found at www.insigniafinancial.com.au

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