

ASX Release – 17 October 2025

Insignia Financial Ltd - 2025 Annual Report

In accordance with the ASX Listing Rules, Insignia Financial Ltd attaches the 2025 Annual Report.

Authorised for release to the ASX by the Board of Insignia Financial Ltd.

-ENDS-

About Insignia Financial Ltd

With origins dating back to 1846, today the Insignia Financial Group is a leading Australian wealth manager. Insignia Financial Ltd 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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Insignia[®]
Financial

Annual Report 2025

Insignia Financial Ltd



Insignia Financial is a leading Australian wealth manager, with over 175 years of experience. We are an ASX 200 company, with \$330 billion in funds under management and administration.

The breadth and expertise of our competitive businesses enable us to offer a broad range of market leading financial solutions for individuals, advisers and employers.

We use our expertise in financial advice, superannuation, asset management and platform technology to deliver affordable and accessible solutions to advisers, their clients and superannuation members.



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In the spirit of Reconciliation, Insignia Financial acknowledges the Traditional Custodians of Country throughout Australia and their connections to land, sea and community. We pay our respect to their Elders past and present and extend that respect to all Aboriginal and Torres Strait Islander peoples today.

Our vision

Insignia Financial will be Australia's leading and most efficient wealth management company by 2030. The breadth and expertise of our competitive businesses deliver innovative, quality outcomes for customers, driving double digit earnings growth for shareholders. Our brands are trusted by customers, we are respected by industry stakeholders and celebrated by our talented people as a great place to work.

Our services

Wrap platforms

We have built a strong and contemporary technology platform, MLC Expand, and remain committed to investing in technology and our services to support the changing needs of advisers and their clients.

Superannuation

As one of the largest superannuation and retirement solution providers in Australia, we offer a range of workplace, advised and direct products to manage retirement assets.

Asset management

We offer access to a broad suite of investment capabilities across a range of multi-asset and single asset classes, designed to suit a wide range of investor needs and risk profiles. Our investment management is driven by a highly skilled team of investment professionals, operating out of Australia, the USA and the UK.

Financial advice

Our employed advice businesses, Bridges and Shadforth, provide holistic financial advice based on client needs.



2025 results at a glance



Financial results 2025

\$255m

Underlying net profit after tax

↗ Up 18% on prior year

\$16m

Statutory net profit after tax

↗ Up large% on net loss of prior year

Segment underlying net profit after tax¹

MASTER TRUST

\$184m

WRAP

\$83m

ASSET MANAGEMENT

\$81m

ADVICE

\$27m

\$1.41b

Net revenue

↗ Up 1% on prior year

\$330b

Funds under management and administration²

↗ Increased by \$19 billion (+6%) over the year

\$952m

Operating expenditure

↘ Down 6% on prior year

1. The Corporate segment delivered an underlying net loss after tax of \$121m. Together with the other segments this totals the underlying net profit after tax of \$255m, subject to rounding.

2. As at 30 June 2025

Chairman's letter

Dear Shareholders,

The 2025 financial year marked a pivotal chapter in Insignia Financial's journey. It was a year defined by transformation and the execution of key strategic milestones that have positioned us for accelerated and sustainable growth.

I am pleased to report Insignia Financial delivered significantly improved performance across the business, with underlying net profit after tax up 18% from last year to \$255 million and funds under management and administration (FUMA) up 6%, which is a substantial turnaround from last year.

The Board has the utmost confidence in the management team. The turnaround witnessed in the results this year was a testament to their ability to execute the strategy and to the efforts of our people.

It is this foundation that enabled the company to announce in July 2025 that it had entered into a Scheme Implementation Deed with Daintree Bidco Pty Limited, an entity established by CC Capital Partners, LLC and its affiliates (CC Capital), under which CC Capital has agreed to acquire all of the issued shares in Insignia Financial by way of a scheme of arrangement.

The proposal recognises the compelling long-term platform for growth that we have built and implies an equity value of approximately \$3.3 billion for Insignia Financial, with shareholders to receive cash consideration of \$4.80 per share. This represents a meaningful premium to the closing share price of \$3.06 on 11 December 2024 (the day prior to announcement of receipt of an indicative proposal from one

party) and provides shareholders with the opportunity to realise certain and immediate value.

The binding offer from CC Capital followed an extensive competitive process involving multiple parties, which generated a number of indicative, conditional and non-binding proposals prior to the final offer being secured. Having carefully considered the medium- to long-term value of the company, the significant premium offered and broader market conditions, the Insignia Financial Board unanimously recommends that shareholders vote in favour of the scheme in the absence of a superior proposal.

The proposed acquisition remains subject to various conditions, including regulatory and shareholder approval. A Scheme Booklet will be provided to shareholders for consideration ahead of the Scheme Meeting.

While the timing of the shareholder vote will depend on the receipt of regulatory approvals, Insignia Financial and CC Capital are working with the expectation that, subject to satisfaction of all conditions, the scheme will be implemented in the first half of calendar year 2026.

“It was a year defined by transformation and the execution of key strategic milestones that have positioned us for accelerated and sustainable growth.”



\$255m



Underlying net profit after tax.
Up 18% from last year.

Results and strategic progress

Last November, our executive team announced a vision to become Australia's leading and most efficient diversified wealth management company by 2030. The strategy to achieve this vision is built on technology and product innovation, cost optimisation and simplification. Together, these initiatives are designed to unlock the full value of our expanded capabilities for both customers and shareholders. The Board fully supports this vision and the strategic path outlined by our Chief Executive Officer (CEO), Scott Hartley, confident that Insignia Financial is uniquely positioned to lead the industry into 2030 and beyond.

As mentioned previously, Insignia Financial delivered significantly stronger earnings on the prior year, driven by higher average FUMA and the benefits of our optimisation program.

No FY25 final dividend has been declared, per the terms of the Scheme Implementation Deed with CC Capital.

Risk, compliance and governance

A key priority for the Board has been strengthening Insignia Financial's risk and governance foundations to ensure we remain a trusted and resilient organisation. Throughout the year, we continued to focus on our obligations outlined in the court enforceable undertaking (CEU) and on progressing our Rectification Action Plan. We also implemented our uplifted Risk Management Framework, enabled through stronger risk accountabilities, governance and an upgraded risk management system. The appointment of Danielle Press as Chair and Non-Executive Director of our registrable superannuation entity boards further enhances our governance, bringing extensive industry expertise and deep regulatory insight.

The Board is committed to ensuring we have the right governance and leadership in place to guide the company forwards. We regularly assess the composition of the Board against our strategic priorities to ensure we bring the appropriate skills, experience and perspectives to support management in delivering long-term value. In this context, and consistent with our policy and the ASX Corporate Governance Council's Principles and Recommendations, Mr John Selak will retire from the Board at the FY25 Annual General Meeting, having served with distinction for nine years. On behalf of the Board, I thank John for his significant contribution and commitment to Insignia Financial throughout a period of substantial change and transformation.

People and community

Through the Insignia Community Foundation, we deepened our focus and impact with charitable partners on initiatives that promote financial wellbeing and create positive employment pathways, reflecting our commitment to supporting Australians at every life stage and circumstance. In response to rising living costs, we continued to assist vulnerable communities with access to essentials such as food, clothing and educational materials. To that end, we supported the free food markets operated by OzHarvest Markets, and The Smith Family's Learning for Life scholarship program for high school students.

I am particularly proud of the role our people have played in this work. Their generosity of time, expertise and spirit has amplified the impact of the Insignia Community Foundation's grants across the country. This year also saw the launch of My Community, a new online platform that empowers our employees to direct their own social impact by volunteering and donating to causes that they are passionate about and that are aligned with our purpose.

I would like to take this opportunity to thank the Insignia Financial Board of Directors, and the boards of our responsible and registrable superannuation entities. On behalf of the Board, I extend our gratitude to all employees, advisers and customers for their unwavering support throughout the past year. Our disciplined execution of the new strategy under CEO Scott Hartley has strengthened Insignia Financial's position and attracted international acquisition interest. While the proposal from CC Capital offers immediate and certain value for our shareholders, it does not alter our long-term vision as a business. The Board and executive team remain firmly focused on executing our 2030 vision and strategy, and continuing to deliver the benefits of our scale and heritage to shareholders, members and the communities we serve.

Mr Allan Griffiths
Independent Non-Executive Director and Chairman

CEO's letter

Dear Shareholders,

As we reflect on FY25, I am proud of the progress Insignia Financial has made in laying the foundations for sustainable growth. This year marked a pivotal shift from integration and simplification to beginning the execution of our 2030 vision and strategy.

Announcing our 2030 vision

At our Investor Day in November 2024, we outlined our 2030 vision to become Australia's leading and most efficient diversified wealth management company. This ambition is underpinned by our belief in the power of financial advice, the strength of our brands, and the breadth of our capabilities across the wealth management value chain.

Our strategy to achieve this vision is clear: we need to unlock the potential of our four distinct businesses – Advice, Master Trust, Wrap and Asset Management – each led by a CEO with end-to-end accountability. This structure empowers our leaders to deliver compelling customer experiences, compete effectively, operate efficiently and manage risk with maturity.

During FY25 we completed a range of transformation and separation work that will lay the foundations for our 2030 vision. We established Rhombus Advisory, bedded down the MLC Wrap to Expand migration, and finalised separation from National Australia Bank Limited (NAB) – one of the largest wealth management separations in Australian financial services history. We were also able to start work on our 2030 vision and strategy, and build early momentum for future growth.

Relaunching MLC to Australians

As part of our 2030 vision and strategy, we relaunched MLC as our go-forward consumer brand. FY25 saw us test this with a national advertising campaign in April, highlighting MLC's commitment to helping Australians feel confident and in control of their finances, featuring the MLC Money View tool. Demonstrating the brand's responsiveness, this delivered improvements across key brand metrics and laid the foundation for a full-scale relaunch of the MLC brand in FY26.

Results

It is pleasing to report Insignia Financial delivered an underlying net profit after tax of \$255 million for the year ended 30 June 2025, representing an 18% improvement on the prior year, and a net profit after tax of \$16 million, which is a significant improvement from the net loss of the prior year. This profit was driven by a continued reduction in operating expenses as we see the benefits of our optimisation program.

The underlying business continues to gain traction, supported by rising revenues and an increase in average FUMA. Our closing FUMA of \$330 billion, up 6% from FY24, reflects strong market growth and improved flows performance across several business channels. Net revenue in our Wrap segment increased due to the impact of higher funds under administration (FUA), partially offset by lower margins following the MLC Wrap to Expand migration. In Master Trust, we saw net revenue increase – again due to higher average FUA – and underlying flows improve, reflecting the positive impacts of pricing reductions.

In Asset Management, we continued the expansion of MLC's separately managed accounts capability, with FUM growing to over \$3.3 billion in FY25, and strong flows into multi-asset retail managed funds, with \$1 billion in net inflows recognised in FY25. Our employed advice businesses, Shadforth and Bridges, saw growth driven by improved adviser efficiency and a focus on higher-value clients, which increased revenue per adviser.

Transforming our Master Trust business

This year, we announced plans to simplify and transform our Master Trust business through a partnership with SS&C Technologies (SS&C). As part of the agreement, in July 2025 we transitioned a range of administration and technology functions to SS&C, including nearly 1,300 people.

With SS&C being one of the world's largest fund administrators and a leading technology provider, our partnership will help us convert our size into meaningful scale benefits for our members through lower cost-to-serve, competitive fees and industry-leading service outcomes. This model and partnership is the first at this scale across the Australian financial services industry, and will deliver meaningful benefits for Insignia Financial's people, customers and shareholders. Over the next three years, we will work closely with SS&C to transform the Master Trust business.

Partnering with TAL and Challenger to launch innovative retirement solution

With more than 2.5 million Australians retiring over the next decade, we want to redefine what retirement means for Australians, and superannuation's role in it.

How Australians are thinking about, planning for, and entering retirement has changed. Until now, the superannuation industry has treated the accumulation and decumulation phases entirely separately, and we don't think that accurately reflects how most people view retirement.



With more than 2.5 million Australians retiring over the next decade, we want to redefine what retirement means for Australians, and superannuation's role in it."

MLC Retirement Boost™ is a key part of our holistic retirement strategy, designed to deliver better outcomes and greater confidence for our customers. With two phases – saving (which we launched in August 2025) and retirement (launching in 2026) – it has the potential to enhance access to age pension benefits and provides income for life.

To support this, MLC has formed unique partnerships with TAL and Challenger to establish a Centre of Excellence, featuring technical distribution specialists and tools like the Retirement Boost Optimiser to help clients visualise their full retirement income picture. This is just the first step in MLC's offering in this space, and I'm excited for what's to come over the next 12 to 18 months as we continue to enhance MLC Retirement Boost™.

Industry recognition

In FY25, our teams earned industry-wide recognition for their achievements. The MLC Asset Management team won the Multi-Asset – Diversified category at the Zenith Fund Awards for the second year in a row, and received top honours at the 2025 Money magazine Best of the Best Awards for four core multi-asset offerings. MLC Super Fund also received a Money magazine Best of the Best award for best growth super product. Our Shadforth advisers were more prevalent than any other financial planning firm in Barron's Top 150 Financial Advisors List, securing 25 of the coveted spots.

In our Wrap business, MLC Expand Essential was the top-rated platform for service in the 2025 Wealth Insights Service Report, rated number one for both sales support and administrative support.

Looking ahead

FY25 was a year focused on unlocking our strategic potential by improving operational efficiency and delivering growth. We achieved a number of critical strategic milestones during the year, and presented a vision for the company that will allow us to build on our strong foundations to deliver growth and create value. I'm excited by what 2026 will bring as we turn our full focus to our 2030 vision and strategy to be Australia's leading and most efficient diversified wealth management company.

Thank you to our team, our Board and our shareholders for your continued support. Together, we are building a stronger, more efficient Insignia Financial – one that delivers exceptional outcomes and value for both our customers and shareholders.

Mr Scott Hartley
Chief Executive Officer and Executive Director

Sustainability at Insignia Financial

At Insignia Financial, we understand the importance of sustainability and are committed to embedding responsible practices into everything we do.

Insignia Financial seeks to support sustainable, long-term value for our customers, people, and shareholders through the incorporation of environmental, social, and governance (ESG) factors into our decision-making processes across the organisation. FY25 saw us deliver meaningful progress against actions and initiatives across a wide range of our sustainability areas.

Our material ESG topics and targets

In 2023, we performed a formal materiality assessment in line with Global Reporting Initiative (GRI) requirements, which identified key ESG topics, informing our sustainability strategy and identification of targets against the topics. We combined these topics into 10 key focus areas with targets and goals. Our refined strategy focuses our efforts on increasing our impact across these areas.

The material topics and associated FY25 achievements are captured in the table below.

ESG topics and progress			
Environmental impact	<ul style="list-style-type: none"> Brought emissions calculations in-house, expanding Scope 3 emissions coverage to include key Greenhouse Gas Protocol categories and improving the transparency and completeness of our footprint. 	<ul style="list-style-type: none"> Completed a nature and biodiversity assessment, laying the groundwork for integrating nature-related impacts and dependencies into future disclosures. 	<ul style="list-style-type: none"> Delivered a Board-approved Climate Action Plan, including Science Based Targets Initiative (SBTi) aligned Scope 1 & 2 emissions reduction targets.
Climate risk	<ul style="list-style-type: none"> Prepared dry-run climate-related disclosures, aligning towards Australian Sustainability Reporting Standards (ASRS) S2, enhancing transparency and readiness for mandatory climate-related financial disclosures. 	<ul style="list-style-type: none"> Continued building climate risk assessment capability, including internal expertise, tools, and methodologies. 	<ul style="list-style-type: none"> Established climate risk governance foundations, with initial reporting processes scoped across Insignia Financial and its subsidiary entities.
Governance and transparency	<ul style="list-style-type: none"> Established a new Risk Management Framework, launched in May 2025, to strengthen the organisation's governance and compliance posture. 	<ul style="list-style-type: none"> Implemented the Financial Accountability Regime (FAR), including registration of Accountable Persons, updated governance documentation, and embedded breach reporting and accountability mapping processes. 	<ul style="list-style-type: none"> Aligned executive remuneration with long-term value creation, applying CPS 511 requirements including malus and clawback provisions, deferral arrangements, and independent oversight by the Group People & Remuneration Committee.
Responsible investment and stewardship	<ul style="list-style-type: none"> Enhanced oversight of investment managers' ESG credentials, improving assessment and monitoring processes. 	<ul style="list-style-type: none"> Initiated preparations for climate-related financial disclosures, including recruitment of a climate specialist and sourcing financed emissions data. 	<ul style="list-style-type: none"> Strengthened operational processes to identify climate risks within investment portfolios, supporting future integration into decision-making.
Data, cybersecurity and artificial intelligence (AI)	<ul style="list-style-type: none"> Cybersecurity Strengthened our cyber security posture by enhancing the capability of our people, processes and tools, including refreshing employee training content, expanding customer education initiatives, and launching dedicated cyber and scams awareness websites across our key brands. 	<ul style="list-style-type: none"> Data and Privacy Centralised the Privacy Office, recognising the strategic alignment between privacy, data governance, and cybersecurity. We remain committed to protecting the privacy of our customers, and ethically managing our critical information assets. 	<ul style="list-style-type: none"> Technology and AI Launched MLC Money View, a publicly available self-service tool that provides financial insights and retirement estimates, while advancing our AI governance framework to ensure responsible use of emerging technologies.

Our commitment to community and reconciliation

Community impact comes to life at Insignia Financial through our Reconciliation Action Plan, the Insignia Community Foundation, and our people's volunteering, fundraising, donating, and participation in appeals throughout the year. The Insignia Community Foundation has distributed more than \$18.7 million to Australian communities since its inception in 2002.

From May 2023 to May 2025, we successfully delivered our first Innovate Reconciliation Action Plan, completing 100%

of its 19 actions which included 90 commitments across Relationships, Respect, Opportunities, and Governance.

Environmental impact

We are conscious of the environmental impact of our operations as a business, as well as the potential impact of climate change across our value chain. We seek to better understand and assess the implications of climate change and its potential risks to our supply chains, investment portfolios and the communities we serve.

ESG topics and progress			
Sustainable procurement	<ul style="list-style-type: none"> Developed our Social Procurement Guide to embed social value into procurement decisions. 	<ul style="list-style-type: none"> Ensured all suppliers onboarded since February 2025 completed our updated modern slavery due diligence questionnaire, lifting the overall participation rate. 	<ul style="list-style-type: none"> Actively promoted Indigenous supplier engagement through Supply Nation membership and internal awareness initiatives.
Modern slavery	<ul style="list-style-type: none"> Simplified our modern slavery due diligence questionnaire, resulting in 100% completion by new suppliers and improved response quality. 	<ul style="list-style-type: none"> 99% of employees completed modern slavery awareness training, reinforcing a strong compliance culture. 	<ul style="list-style-type: none"> Issued our fifth annual Modern Slavery Statement (December 2024) highlighting continued progress in mitigating supply chain risks.
Community impact	<ul style="list-style-type: none"> Maintained greater than 40% employee participation in workplace volunteering and giving with charitable organisations. Introduced a new community platform, My Community, 	<ul style="list-style-type: none"> Completed 100% of the planned activities under our Reconciliation Action Plan across four key areas. 	<ul style="list-style-type: none"> Donated more than \$1.3 million through the Insignia Community Foundation and our Community Program.
Employee engagement and wellbeing	<ul style="list-style-type: none"> Streamlined six Enterprise Agreements into one, enabling fairer pay structures and inclusive benefits that strengthen diversity and equity across the organisation. 	<ul style="list-style-type: none"> In June 2025, 71% of employees reported feeling proud to work at Insignia Financial — a 15-point increase from the December 2024 survey. 	<ul style="list-style-type: none"> General Manager and Executive female representation increased to 46% from 45% year-on-year.
Financial wellbeing	<ul style="list-style-type: none"> Digital advice engagement surged to over 109,000 interactions, up 37% year-on-year. 	<ul style="list-style-type: none"> Launched a self-directed retirement income advice tool, empowering members to plan independently. 	<ul style="list-style-type: none"> Integrated advice services through the new Education and Advice team, improving customer experience across all brands.

For further detail relating to progress across our material ESG topics in FY25, please refer to the FY25 IFL Sustainability and Impact Report, which can be found on our corporate website: www.insigniafinancial.com.au/corporate-responsibility/sustainability/our-priorities

Our Directors

Information regarding Directors of the Company for the year ended 30 June 2025.



Mr Allan Griffiths

Independent Non-Executive Director
and Chairman

B.Bus, DipLI

Director since 14 July 2014

Chairman since 4 April 2019



Mr Scott Hartley

Chief Executive Officer and
Executive Director

B.Bus, Advanced Management
Program INSEAD

Director since 1 March 2024



Mr Andrew Bloore

Independent
Non-Executive Director

Director since 2 September 2019



Ms Jodie Hampshire

Independent
Non-Executive Director

B.Comm, CFA, GAICD

Director since 1 May 2024



Ms Gai McGrath

Independent
Non-Executive Director

LLM (Dist), BA LLB (Hons), FAICD

Director since 4 March 2024



Mr John Selak

Independent
Non-Executive Director

Dip Acc, FCA, FAICD

Director since 14 October 2016



Ms Michelle Somerville

Independent
Non-Executive Director

B.Bus (Accounting), Master Applied
Finance, FCA, FAICD

Director since 1 October 2019



Ms Elizabeth Flynn

Independent
Non-Executive Director

LLB, Grad Dip App Corp Gov,
FAICD, FFin, FGIA, FCG

Director 15 September 2015
– 21 November 2024

Financial report

for the year ended 30 June 2025

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Operating and financial review

About Insignia Financial Ltd

Insignia Financial Ltd (IFL or the Company) is listed on the Australian Securities Exchange. The Insignia Financial Ltd consolidated group includes the Company and its controlled entities (the Group or Insignia Financial).

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

Principal activities

The principal activities of the Group are:

- **Advice:** Insignia Financial's employed advice businesses, Bridges and Shadforth, provide comprehensive financial advice.
- **Master Trust:** As one of the largest superannuation and pension providers in Australia, Insignia Financial offers a number of award-winning solutions used by many of Australia's largest employers and independent advisers.
- **Wrap:** Insignia Financial has built a strong and contemporary technology platform and remains committed to investing in technology and services to support the changing needs of advisers and their clients.
- **Asset Management:** Insignia Financial offers access to a broad suite of investment capabilities across a range of multi-asset and single asset classes, designed to suit a wide range of investor needs and risk profiles.

Strategic review

2030 vision and strategy

In November 2024, Insignia Financial outlined its vision and strategy to become Australia's leading and most efficient diversified wealth management company by 2030 by using its breadth and expertise to deliver innovative customer outcomes.

Insignia Financial's FY26 to FY30 strategy is focused on building upon the strong foundations of its four business lines, Advice, Master Trust, Wrap and Asset Management, to leverage economies of scale and position for strategic and targeted growth, driving outcomes for its customers and shareholders. There are eight core beliefs which underpin this strategy:

- Trust is foundational;
- Customer obsession supports innovation;
- Artificial Intelligence (AI) is transformative;
- Scale is required to compete;
- Advice is valuable;
- Shareholder and customer objectives are aligned;
- Group collaboration creates value; and
- High performance culture is essential.

FY26-30 strategy and vision

Our 2030 vision:

Insignia Financial will be Australia's largest and most efficient wealth management company by 2030.

The breadth and expertise of our competitive businesses deliver innovative, quality outcomes for customers, driving double-digit earnings growth for shareholders.

Our brands are trusted by clients, we are respected by industry stakeholders and celebrated by our talented people as a great place to work.



Initiatives

Enablers

Aspiration

Advice

- Advice efficiency
- Grow advisers and the clients they serve

Wrap

- ClientFirst servicing
- Adviser efficiency
- Innovate superior customer outcomes

Master Trust

- Repricing
- Simplification
- Extend scalable advice
- Digital direct channel
- Innovate superior customer outcomes

Asset Management

- Extend multi-manager into new structures
- Accelerate unlisted capabilities

Continuous cost excellence

- AI-enabled organisation
- High performance culture

🔄 Double digit earnings growth 🔄 Q1 cost to serve 🔄 Q1 Customer NPS 🔄 Q1 Employee engagement

Operating model and executive team

During FY25, the Group's new operating model, which included new executive appointments, took effect. The operating model is centred around the four lines of business, Advice, Master Trust, Wrap and Asset Management, each led by an executive with end-to-end accountability and the capabilities to drive positive, sustainable growth and improve customer outcomes and experience.

The businesses are supported by specialist enablement and governance functions to ensure that each business is equipped with the necessary resources, expertise and strategic oversight to achieve their objectives and maintain robust operational standards.

The new operating model structure, which promotes clear accountability for delivering to customers and shareholders, is a key foundation of building a high performance culture.

NAB separation

In May 2025, Insignia Financial completed the separation of MLC Wealth (MLC) from National Australia Bank Limited (NAB). The separation was one of the largest in Australia's financial services history. Over 700,000 customer accounts, 55 systems and applications and more than 100 terabytes of data were migrated from NAB to Insignia Financial.

All systems which support the MLC business and its customers now operate entirely within the Insignia Financial environment. This is a significant milestone in Insignia Financial's ongoing simplification and integration efforts, enabling the organisation to progress the transformation of its Master Trust business.

Master Trust transformation

In February 2025, Insignia Financial entered into a Master Services Agreement with SS&C Administration Services (Australia) Pty Ltd (SS&C), a global technology and fund administration leader, to simplify and transform the Master Trust business leading to improved customer experience and cost efficiencies. In July 2025, Insignia Financial completed the transition of certain Master Trust technology and operations functions to SS&C. This included the transition of approximately 1,300 people within the administration, technology and digital teams that support the Master Trust business, along with associated processes and premises from Insignia Financial to SS&C. Insignia

Financial will continue to provide certain operations functions, including claims and complaints. The transition is Insignia Financial's first step in simplifying and transforming its Master Trust business. This model and partnership marks a critical milestone in delivering its 2030 strategy. It also marks the beginning of an industry-first partnership with SS&C to shape the future of superannuation together.

Wrap functionality and adviser experience

During FY25, Insignia Financial continued to uplift its proprietary Wrap platform, Expand, which is one of the most contemporary platform technologies in Australia, and grow the number of advisers engaging with the platform. Those uplifts included improved adviser and client online capability, managed accounts capability for partial transfers of separately managed accounts and enhanced reporting usability and content. Expand's managed account capability has now surpassed \$10 billion.

MLC brand revitalisation

During FY25, Insignia Financial commenced revitalising MLC as its consumer brand. In April 2025, a new national advertising campaign was launched, showcasing MLC's commitment to helping Australians feel confident and in control of their finances, highlighted by the Group's free-for-everyone MLC Money View tool. In June 2025, the iconic golden egg signage was installed at the top of Insignia Financial's Sydney CBD office.

Optimisation

During FY25, the cost optimisation program delivered \$60m net reduction in operating expenses in comparison with FY24, after accelerated reinvestment costs of \$12.2m.





Risk and governance

During FY25, Insignia Financial continued to strengthen its risk and governance policies and practices. Key activities completed during FY25 include uplifts to risk and conflicts management frameworks, three lines of risk accountability and regulatory engagement frameworks, as well as enterprise-wide training in relation to good risk behaviours. Those activities also align with Insignia Financial's continued commitment to undertake the activities required by the Rectification Action Plan and the Court Enforceable Undertaking as discussed in the Risk Management section of the Directors' Report.

Operating and financial review (cont'd)

Strategic outlook

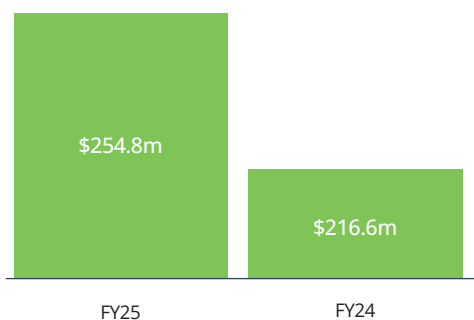
FY26 marks the first full year of Insignia Financial's FY26 to FY30 strategy outlined in November 2024. Building upon their strong foundations, the four business lines, Advice, Master Trust, Wrap and Asset Management, will focus on the key strategic focus areas set out below to deliver upon Insignia Financial's 2030 vision.

 Advice	 Master Trust	 Wrap	 Asset Management
<ul style="list-style-type: none"> • Building out the well-established financial advice businesses – Shadforth and Bridges – to address the significant unmet need for quality financial advice to the Australian community • Increasing efficiency and profitability by uplifting adviser productivity to enable advisers to spend more time with more clients 	<ul style="list-style-type: none"> • Simplifying Insignia Financial's value proposition by leveraging size into meaningful scale benefits for members and reducing cost to serve • Growing the Workplace offering by being the provider of choice for Australian employers • Building a digital direct-to-consumer acquisition channel harnessing and growing MLC's consumer brand awareness • Developing and delivering innovative products to drive improved outcomes for customers up to and throughout retirement 	<ul style="list-style-type: none"> • Building on MLC Expand's strengths and using technology (including AI and robotics) to innovate and differentiate in the market to drive superior customer outcomes • Strengthening and growing adviser relationships • Growing Insignia Financial's ClientFirst and AdviserFirst philosophy which centres on single point resolution servicing 	<ul style="list-style-type: none"> • Continuing to strengthen advice partnerships • Consistently delivering strong investment performance • Growing Private Equity and Alternatives into new channels • Expanding Managed Account offering to accelerate market penetration • Simplifying structures and reduce cost of manufacture

Financial highlights

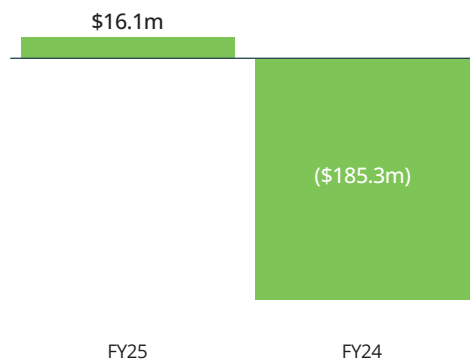
Underlying net profit after tax (UNPAT)

Market-driven revenue growth and the realisation of optimisation benefits



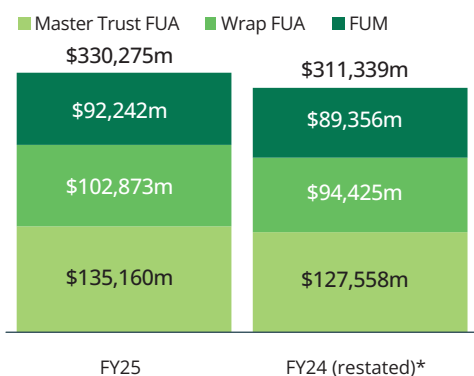
Net profit/(loss) after tax (NPAT)

FY24 impacted by remediation costs and legal settlement costs



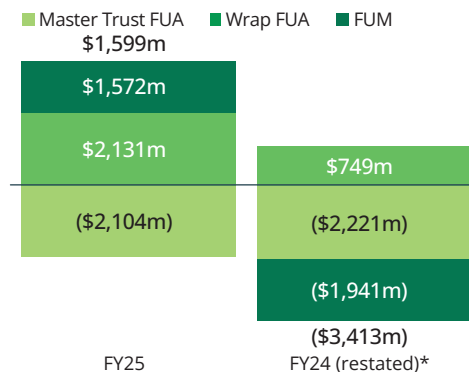
Closing funds under management and administration (FUMA)

Growth in FUMA driven by market performance and net inflows, partially offset by pension payments



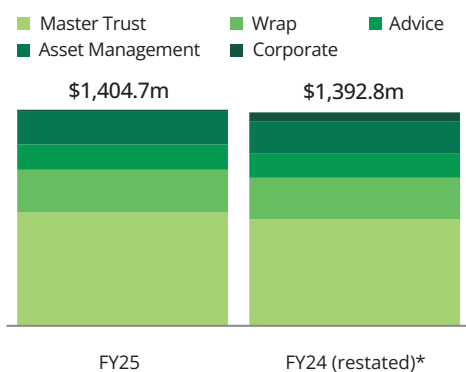
Net flows

Net inflows driven by strong Wrap performance and improved multi-asset business growth



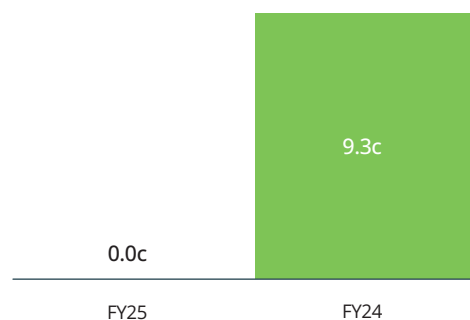
Net revenue by segment

Growth driven by higher average FUMA



Dividends (cents per share)

Final FY25 dividend paused under the scheme of implementation deed[^]



* Restated following re-organisation of operating segments

[^] Refer to *Events occurring after balance date* section of the *Directors' Report* for details.

Operating and financial review (cont'd)

Financial performance

Net profit/(loss) after tax

Net profit/(loss) after tax (NPAT) for the year ended 30 June 2025 was \$16.1m profit (30 June 2024: \$185.3m loss). The increase is mostly attributable to \$213.3m decrease in remediation costs, legal settlement and penalties, \$47.4m decrease in transformation and transition costs, and \$60.0m decrease in base and reinvestment operating expenses, partially offset by \$57.7m decrease in income tax benefit.

Underlying net profit after tax

Underlying net profit after tax (UNPAT) is a non-IFRS metric that is used by management to monitor the financial performance of the Group. In calculating UNPAT, the Group reverses the impact on profit of certain, predominantly non-recurring items, to enable a better understanding of its underlying operational result. It is the UNPAT result that will be analysed in detail in this section of the Directors' Report.

UNPAT for the year ended 30 June 2025 was \$254.8m (30 June 2024: \$216.6m), an increase of \$38.2m driven by revenue increases from higher average FUMA and the realisation of cost optimisation benefits.

Reconciliation of UNPAT to NPAT

The following table, which has not been audited, provides a reconciliation between the UNPAT and NPAT of the Group. Shareholders can review the detailed results presentation by visiting the Company website at www.insigniafinancial.com.au.

	2025	2024
	\$m	\$m
Profit/(loss) for the year	16.1	(185.3)
UNPAT adjustments		
Transformation and separation costs	198.0	257.7
Amortisation of acquired intangibles	70.3	76.1
Net loss/(gain) on financial instruments	47.6	(14.0)
Legal settlement expenses	41.3	-
Transition costs	12.3	-
Remediation (recoveries)/ costs	(11.5)	232.4
Penalties	-	10.7
Income tax attributable	(119.3)	(161.0)
UNPAT adjustments	238.7	401.9
UNPAT	254.8	216.6

Transformation and separation costs: Expenses associated with platform simplification, separation of the MLC businesses, MLC Wrap migration, initiatives supporting cost optimisation and the transition to the Advice Services partnership model in FY24. These expenses include project labour costs, redundancy and termination costs, information technology and other consultancy fees, and outsourced hosting services directly related to these activities.

Amortisation of acquired intangibles: Amortisation of acquired intangible assets over their useful lives. This excludes amortisation of internally developed software.

Net loss/(gain) on financial instruments: Includes (gains)/ losses from the revaluation of financial instruments. This includes a \$50.6m fair value loss on the embedded derivative associated with the subordinated loan notes.

Legal settlement expenses: Expenses recognised for legal settlements in relation to class actions.

Transition costs: Expenses directly associated with transitioning services to SS&C, including \$7.2m impairment of right-of-use assets.

Remediation costs/(recoveries): Expenses recognised in the Group's structured remediation provisions including customer compensation and associated costs. It includes any related indemnities and costs recovered via professional indemnity insurance.

Penalties: Penalties issued by the Australian Prudential Regulation Authority (APRA) for alleged breaches of the *Superannuation Industry (Supervision) Act 1993*.

Income tax attributable: Income tax on UNPAT adjusted items.

Funds under management and administration

As at	30 Jun 2025	30 Jun 2024 (restated)*
	\$m	\$m
Master Trust FUA	135,160	127,558
Wrap FUA	102,873	94,425
Asset Management FUM	92,242	89,356
FUMA	330,275	311,339

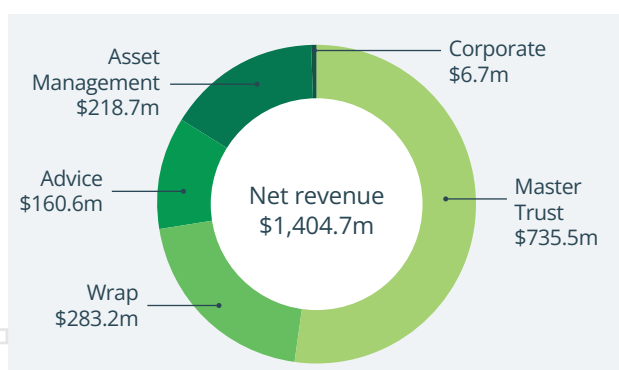
*Restated following re-organisation of operating segments.

The growth in FUMA was driven by \$21.2b favourable market performance and \$1.6b net inflows, partially offset by \$3.9b of pension payments.

Key financial results

	2025	2024	Movement favourable/ (unfavourable)	
	\$m	\$m	\$m	%
Net revenue	1,404.7	1,392.8	11.9	0.9
Base operating expenses	(939.3)	(1,011.5)	72.2	7.1
Reinvestment operating expenses	(12.2)	-	(12.2)	(100.0)
Net financing costs	(42.8)	(30.3)	(12.5)	(41.3)
Net non-cash items	(53.6)	(48.3)	(5.3)	(11.0)
Income tax expense	(102.0)	(86.1)	(15.9)	(18.5)
UNPAT	254.8	216.6	38.2	17.6
UNPAT adjustments:				
Transformation and separation costs	(198.0)	(257.7)	59.7	23.2
Amortisation of acquired intangibles	(70.3)	(76.1)	5.8	7.6
Net (loss)/gain on financial instruments	(47.6)	14.0	(61.6)	(large)
Transition costs	(12.3)	-	(12.3)	(100.0)
Remediation recovery/(costs)	11.5	(232.4)	243.9	large
Legal settlement expenses	(41.3)	-	(41.3)	(100.0)
Penalties	-	(10.7)	10.7	100.0
Income tax attributable	119.3	161.0	41.7	25.9
Profit/(loss) for the year	16.1	(185.3)	201.4	large

Net revenue



Net revenue in FY25 was \$1,404.7m, an increase of \$11.9m driven by higher average FUMA and growth in other revenue, offset by impact of divested businesses and \$3.9m decrease in share of profit of associates.

Operating expenses

Base and reinvestment operating expenses was \$951.5m in FY25, a decrease of \$60.0m driven by \$32.5m reduction in employee costs (excluding non-cash share-based payments expense), \$19.5m decrease in administrative expenses, \$6.0m decrease in information technology costs and \$2.1m decrease in other expenses.

Net financing costs

Net financing costs was \$42.8m in FY25, an increase of \$12.5m driven by \$6.4m higher finance costs due to increased borrowings and interest rates on the syndicated facility agreement (SFA) and \$6.1m lower interest income from a reduction of cash and fixed income investments held during the year.

Net non-cash items

Net non-cash items was \$53.6m in FY25, an increase of \$5.3m driven by \$3.9m higher share-based payments expense, \$2.5m higher depreciation expenses and \$0.8m higher impairment expenses, partially offset by \$1.9m lower non-acquisition related amortisation expenses.

Operating and financial review (cont'd)

Shareholder returns

	2025	2024	2023	2022	2021
Profit/(Loss) attributable to the shareholders of Insignia Financial Ltd (\$m)	16.1	(185.3)	51.4	36.8	(142.6)
Profit/(Loss) from continuing operations (\$m)	16.1	(185.3)	4.2	27.6	(152.8)
Basic EPS (cents per share)	2.4	(27.9)	7.9	5.7	(24.2)
Diluted EPS (cents per share)	2.4	(27.9)	7.9	5.7	(24.2)
Basic EPS (continuing operations) (cents per share)	2.4	(27.9)	0.7	4.3	(25.9)
UNPAT (\$m)	254.8	216.6	194.9	234.5	147.8
UNPAT from continuing operations (\$m)	254.8	216.6	190.7	224.0	136.1
UNPAT EPS (cents per share)	38.1	32.6	29.7	36.1	25.1
UNPAT EPS (continuing operations) (cents per share)	38.1	32.6	29.0	34.5	23.1
Dividends declared (\$m) ⁽¹⁾	-	62.0	130.7	153.8	149.3
Dividends per share (cents per share) ⁽¹⁾	-	9.3	19.8	23.6	23.0
Opening share price	\$2.29	\$2.82	\$2.69	\$4.27	\$4.92
Closing share price at 30 June	\$3.63	\$2.29	\$2.82	\$2.69	\$4.27
NPAT return on equity (statutory measure) ⁽²⁾	0.78%	(8.47%)	2.17%	1.50%	(5.74%)
UNPAT return on equity (non-statutory measure) ⁽²⁾	12.40%	9.90%	8.24%	9.52%	5.96%

(1) Dividends declared and dividends per share are those paid or declared from the relevant financial year's profits.

(2) Return on equity is calculated by dividing profit or loss and UNPAT attributable to the shareholders of Insignia Financial Ltd by average equity during the year.

Financial position

	30 Jun 2025	30 Jun 2024	Favourable/ (Unfavourable)
	\$m	\$m	%
Assets			
Cash and cash equivalents	476.3	421.7	12.9%
Receivables	356.0	269.3	32.2%
Other financial assets	185.4	204.5	(9.3%)
Other assets	132.5	125.0	6.0%
Assets classified as held for sale	10.6	26.7	(large)
Property and equipment	192.7	109.1	76.6%
Intangible assets	2,353.7	2,424.8	(2.9%)
Deferred tax assets	61.2	7.6	large
Total assets	3,768.4	3,588.7	5.0%
Liabilities			
Payables	301.6	171.9	(75.5%)
Other financial liabilities	7.7	12.2	36.9%
Provisions	289.0	427.5	32.4%
Liabilities associated with assets classified as held for sale	6.5	15.2	large
Lease liabilities	234.7	138.7	(69.2%)
Borrowings	863.3	778.8	(10.9%)
Total liabilities	1,702.8	1,544.3	(10.3%)
Net assets	2,065.6	2,044.4	1.0%
Number of ordinary shares (million)	670.7	670.7	0.0%
Net assets per ordinary share (\$ per share)	3.08	3.05	1.0%

Cash and cash equivalents increased by \$54.6m primarily due to higher net operating cash flows of \$90.4m in the ordinary course of business, partially offset by lease repayments of \$44.8m.

Receivables increased by \$86.7m driven by \$64.3m receivable from NAB and higher receivables from superannuation funds due to timing.

Other financial assets decreased \$19.1m due to a reduction in fixed income financial assets held as part of the operating risk financial requirement (ORFR) on behalf of superannuation funds, partially offset by market movements.

Other assets increased by \$7.5m driven by \$8.2m increase in prepayments, \$2.0m increase in associates and \$0.4m increase in current tax assets, partially offset by \$3.1m decrease in the value of the net defined benefit asset.

Assets and liabilities classified as held for sale have decreased by \$16.1m and \$8.7m respectively driven by the divestment of Rhombus Advisory Pty Ltd during the year, partially offset by the planned sale of Orchard St Investment Management LLP and IOOF Alliances Pty Ltd.

Property and equipment increased by \$83.6m which was driven by the recognition of \$114.1m right-of-use assets and the purchase of \$32.2m other property and equipment assets, offset by \$48.3m depreciation expenses, \$7.2m impairment expense and \$5.4m early lease incentive payments.

Net deferred taxes have increased \$53.6m consistent with the recognition of deferred tax assets from lease liabilities, legal settlements and carry forward tax offsets.

Intangible assets decreased by \$71.1m driven by amortisation expenses.

Payables increased by \$129.7m due to the recognition of legal settlement payable of \$114.3m and the timing of accounts payable and accruals.

Other financial liabilities decreased by \$4.5m driven by the fair value movements on derivatives.

Provisions decreased by \$138.5m driven by remediation payments of \$126.5m and a net \$17.0m decrease in employee entitlement provisions, partially offset by a net \$5.0m increase in other provisions.

Lease liabilities increased \$96.0m driven by \$128.5m additions, \$9.3m interest expenses and \$4.8m lease incentives received, partially offset by \$44.8m in lease payments and \$1.8m reclassified to liabilities associated with assets held for sale.

Borrowings have increased by \$84.5m due to the recognition of Additional Return Amount (ARA) of subordinated loan notes (SLNs) of \$53.5m, drawdown of \$158.0m and the accrual of \$57.1m in interest expenses, partially offset by repayments of \$184.3m.

Capital and liquidity management

Capital and liquidity positions are assessed on a monthly basis to ensure licence requirements and lending covenants are met at all times. As part of this process any capital or liquidity surplus/needs across the Group are identified and addressed. Existing balance sheet capacity is expected to remain sufficient for the coming years.

Capital management

The Group's capital management principles are to maximise returns to shareholders through enabling the execution of the Group's strategy while remaining compliant with the Group's risk appetite statement and regulatory financial requirements.

As part of its capital management strategy, the Group continually assesses whether it is optimising its use of capital and may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or adjust debt levels. The Group monitors capital through the Group's risk appetite framework, managing it as investment, working and regulatory capital.

The Group has maintained its focus on balance sheet strength by disciplined expense management, adding an additional tranche of \$100m to the syndicated facility agreement (SFA) and extending the maturity dates on two other tranches.

Liquidity management

The Group actively manages liquidity risk by maintaining an appropriate framework of liquidity sources to satisfy current and forecast liquidity needs and continual monitoring of consolidated forecast and actual cash flows. Surplus funds are generally only invested in instruments that are tradeable in highly liquid markets. In addition, a 3-year forecast of cash flows is prepared on a monthly basis to assist in ensuring there is sufficient liquidity within the Group.

On 3 March 2025, the Group received a holder redemption request from National Australia Bank (NAB) to redeem the entirety of the subordinated loan notes (SLNs) of \$200m. The Group chose to decline this early redemption request. The SLNs include an equity-linked component under which an ARA is payable if the volume weighted average price (VWAP) of IFL shares during the 30 trading days prior to the date of the request exceeds the Reference Price, which at the date of the request was \$3.55. Based on a VWAP of \$4.50, the ARA payable is \$53.5m. The interest rate on the SLNs has increased from 1% to 4% effective 2 April 2025. The SLNs and ARA are payable to NAB on 31 May 2026.

Operating and financial review (cont'd)

During the year, the SFA was amended to include a new \$100m tranche E facility and to extend the maturity dates of tranche A and tranche D by two years. As at 30 June 2025, the Group had \$401.4m available out of a total SFA facility limit of \$1,055m (2024: \$318.3m available out of a total SFA facility limit of \$955m). At 30 June 2025, the SFA had a debt duration profile of approximately 3.0 years (calculated on a facility limit basis) (30 June 2024: 3.2 years). The Group complied with all facility covenants throughout the year.

Dividends

No dividend has been declared for the year ended 30 June 2025 per the terms of the Scheme Implementation Deed (SID) with CC Capital for the acquisition of all of the issued shares of the Company by way of a scheme of arrangement (the Scheme). If the Scheme has not become effective by 22 July 2026, the Company is permitted to pay a special cash dividend, based on a 50% payout of the UNPAT for each calendar month that has elapsed from (and including) 22 July 2026 to (and including) the date of the Scheme meeting, conditional on the Scheme becoming effective and other conditions as set out in the SID (Special Dividend). If a Special Dividend is paid, it will not reduce the Scheme consideration. Any such special dividend will be considered by the Board closer to the time, but prior to implementation of the Scheme. Dividends will otherwise remain paused.

Environmental, social and governance

Our ambition to secure financial wellbeing for every Australian extends to environmental responsibility, social equity and community wellbeing. We seek to create sustainable, long-term value for our customers, people and shareholders through the incorporation of environmental, social and governance (ESG) factors into our decision-making processes across the organisation. Improving environmental and social outcomes underpins our organisational purpose of “*understand me, look after me, secure my future*” from our customer and stakeholders’ perspective.

Environmental sustainability

Over the past three reporting periods the Group has discussed climate risks in its *Sustainability Report*, which has evolved to align to the Taskforce for Climate-related Financial Disclosure (TCFD) framework to better understand the Group’s exposure to climate related risks.

The recent introduction of the Australian Sustainability Reporting Standards (ASRS) has made climate risk reporting mandatory for large and medium sized reporting entities in Australia. These standards are being phased in over the next three years, with Group 1 entities being required to comply for annual reporting periods beginning on or after 1 January 2025. Insignia Financial is required to comply with the Australian Accounting Standard Board’s (AASB’s) AASB S2 *Climate-related Disclosures* from 1 July 2025. To continue to build capability across our organisation in assessing organisational climate risks and opportunities, the Group is moving towards aligning our unaudited Climate Report to meet AASB S2 requirements ahead of mandatory reporting in FY26. A copy of the report is located at page 60.

The Group’s FY24 *Sustainability Report* (released in October 2024) outlines the Group’s approach to all ESG material topics, as well as our targets and activities to drive progress in relation to these topics. Progress against these targets and related activities will be included in the FY25 *Sustainability and Impact Report*, which will be released in October 2025.



Advice

Our employed advice businesses, Bridges and Shadforth, provide comprehensive financial advice.

Financial performance

\$m	FY25	FY24 restated*	Change
UNPAT	27.0	15.6	11.4
Net revenue	160.6	150.0	10.6
Operating expenses	114.0	120.0	(6.0)
NPAT (loss after tax)	13.1	(44.6)	57.7

* Restated following re-organisation of operating segments.

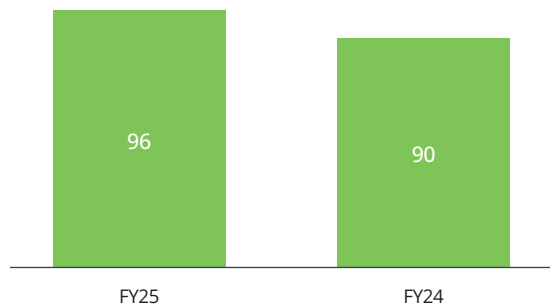
The increase in UNPAT in comparison with FY24 is driven by higher net revenue and lower operating expenses.

The increase in net revenue in comparison with FY24 is driven by strong new client growth and higher asset-based fee income, partially offset by lower insurance commissions.

The reduction in operating expenses in comparison with FY24 is due to the realisation of optimisation benefits from simplification post Rhombus Advisory separation, offset by increases in salaries and adviser incentives.

The increase in NPAT in comparison with FY24 is primarily driven by lower transformation and separation expenses as well as the improvement in UNPAT.

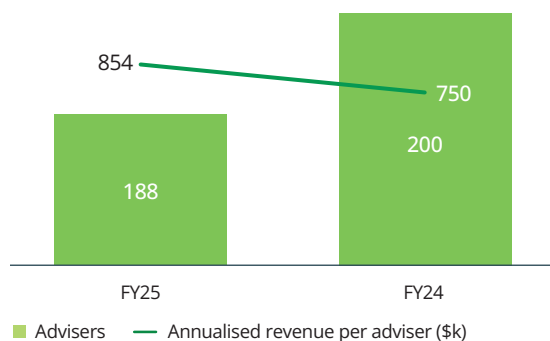
Clients per adviser



The growth in clients per adviser in comparison with FY24 is driven by:

- strong new client growth; and
- improved adviser efficiency.

Revenue per adviser¹



The growth in annualised revenue per adviser in comparison with FY24 is driven by:

- focus on higher value clients; and
- higher asset-based fee income reflecting favourable market performance.

¹ Shadforth and Bridges advisers only.

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Operating and financial review (cont'd)



Master Trust

As one of the largest superannuation and pension providers in Australia, we offer a number of award-winning solutions used by many of Australia's largest employers and independent advisers.

Financial performance

\$m	FY25	FY24 restated*	Change
UNPAT	184.4	153.4	31.0
Net revenue	735.5	693.5	42.0
Operating expenses	463.9	472.8	(8.9)
NPAT	87.8	20.2	67.6
Closing FUA (\$b)	135.2	127.6	7.6
Net flows (\$m)	(2,104)	(2,221)	117

* Restated following re-organisation of operating segments.

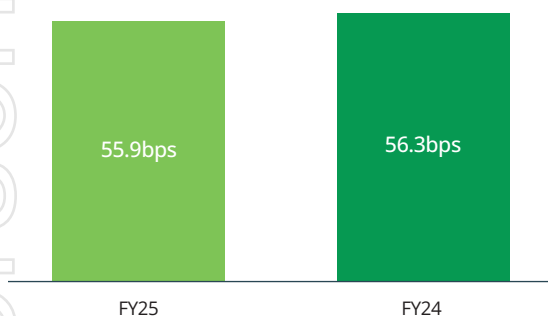
The increase in UNPAT in comparison with FY24 is driven by an improvement in both net revenue and operating expenses.

The increase in net revenue in comparison with FY24 is driven by positive market performance resulting in higher average FUA throughout the period, partially offset by margin decline.

The decrease in operating expenses in comparison with FY24 is largely due to the realisation of optimisation benefits, partially offset by software licences, brand and digital costs.

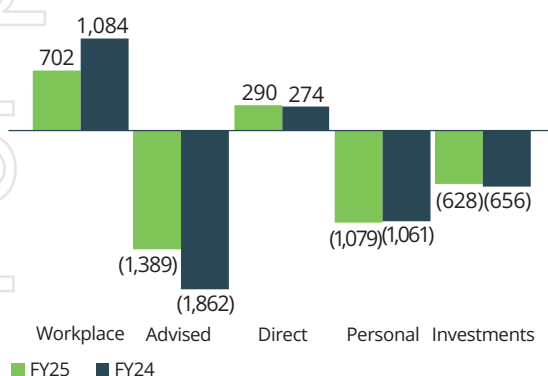
The increase in NPAT in comparison with FY24 is primarily driven by a reduction in remediation costs along with the uplift in UNPAT.

Net revenue margin



The decrease in net revenue margin in comparison with FY24 is driven by pricing impacts from initiatives and increase in investment costs due to portfolio asset allocation changes.

FUA net flows \$m



FY25 net flows improved on FY24 with a strong uplift in the Advised channel offsetting lower net flows in Workplace.

The Advised channel has seen improved net flows across all product suites year on year due to improvements in customer retention as a result of recent pricing changes.

The Workplace channel remains in a net inflow position. However, FY25 Workplace flows were impacted by approximately \$285 million of bulk transfers out from the loss of corporate plans in FY24. No further plan losses were experienced in FY25.

The Personal and Direct channels were flat relative to the prior year.



Wrap

We have built a strong and contemporary technology platform and remain committed to investing in technology and our services to support the changing needs of advisers and their clients.

Financial performance

\$m	FY25	FY24 restated*	Change
UNPAT	83.2	65.4	17.8
Net revenue	283.2	275.3	7.9
Operating expenses	154.1	174.3	(20.2)
NPAT (loss after tax)	55.8	(13.6)	69.4
Closing FUA (\$b)	102.9	94.4	8.5
Net flows (\$m)	2,131	749	1,382

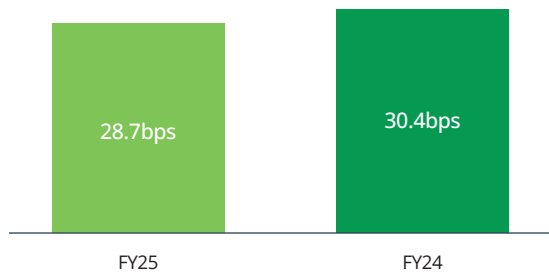
* Restated following re-organisation of operating segments.

The increase in UNPAT in comparison with FY24 is predominantly driven by growth in revenue as a result of higher average FUA over the period along with a decrease in operating expenses.

The increase in net revenue in comparison with FY24 is a result of FUA growth driven by market performance and positive net flows offsetting decline in margin.

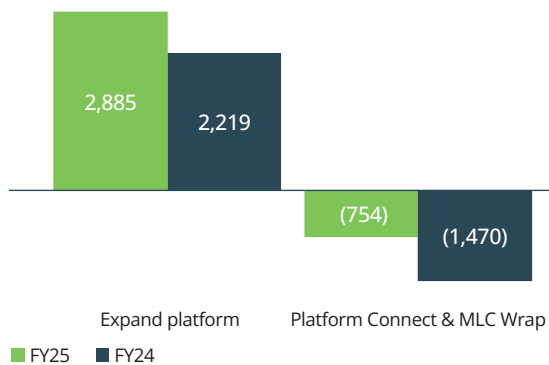
The decline in operating expenses in comparison with FY24 is largely driven by cost optimisation benefits post MLC Wrap migration to Expand, partially offset by cost inflation.

Net revenue margin



The decrease in net revenue margin in comparison with FY24 is driven by the full year impact of the MLC Wrap to Expand migration that occurred at the end of March 2024.

FUA net flows \$m



Net flows improved significantly in comparison with FY24 driven by strong performance in both the Platform Connect & MLC Wrap and the Expand channels.

The improved net flows in Platform Connect & MLC Wrap channel are mostly driven by client retention.

The growth on the Expand platform is driven by the improving momentum in the Expand Advised suite of products.

Operating and financial review (cont'd)



Asset Management

We offer access to a broad suite of investment capabilities across a range of multi-asset and single asset classes, designed to suit a wide range of investor needs and risk profiles.

Financial performance

\$m	FY25	FY24 restated*	Change
UNPAT	81.4	64.1	17.3
Net revenue	218.7	210.0	8.7
Operating expenses	100.5	118.6	(18.1)
NPAT	61.5	37.7	23.8
Closing FUM (\$b)	92.2	89.4	2.8
Net flows (\$m)	1,572	(1,941)	3,513

* Restated following re-organisation of operating segments.

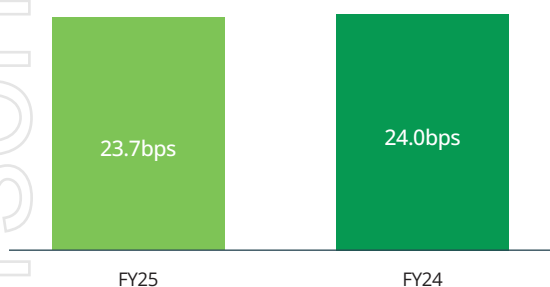
The increase in UNPAT in comparison with FY24 is driven by a combination of growth in net revenue and a decline in operating expenses.

Net revenue increased in comparison with FY24 primarily due to positive investment market performance, strong net inflows within Multi-asset and higher performance fees in the unlisted asset capabilities.

Operating expenses decreased primarily due to the realisation of optimisation benefits, both in the core Asset Management business as well as supporting enablement functions, partially offset by cost inflation.

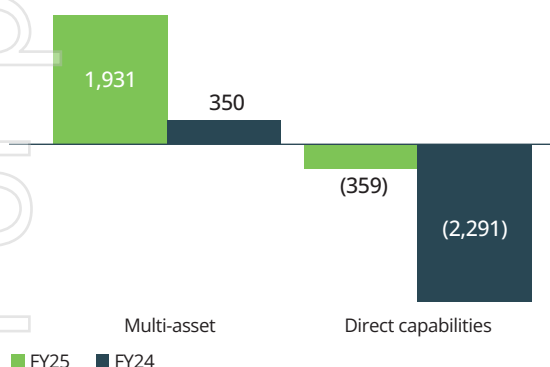
The increase in NPAT is driven primarily by the increase in UNPAT as well as lower transformation and separation expenses.

Net revenue margin



Net revenue margin reduced slightly by 0.3bps in comparison to FY24 primarily as a result of the final tranche of the multi-year private equity repricing initiative and the divestment of the high margin IOOF Ltd investment bond business in the prior year, partially offset by higher performance fees from the unlisted asset capabilities recognised in FY25.

FUM net flows \$m



Net flows improved substantially during FY25 due to strong growth in the Multi-asset capability from both MLC's contemporary managed accounts and traditional diversified funds. These flows were aided by improved direct capability flows following the funding of large new institutional mandates within the fixed income capability during the year. FY24 outflows were driven by institutional customer rebalancing in Direct capabilities.



Corporate

The Corporate segment comprises group functions required to support the Group and operating segments.

Activities performed by the segment are of a strategic, shareholder or governance nature and reflect centralised corporate expenses. The segment also includes the financial results from the Group's divestment program.

Financial performance

\$m	FY25	FY24 restated*	Change
UNPAT	(121.2)	(81.9)	(39.3)
Net revenue	6.7	64.0	(57.3)
Operating expenses	119.0	125.8	(6.8)
NPAT (loss after tax)	(202.1)	(185.0)	(17.1)

* Restated following re-organisation of operating segments.

Net revenue was lower than FY24 driven by:

- the separation of Rhombus on 1 July 2024;
- impacts of advice divestments in FY24;
- loss on the divestment of Rhombus in 1H25; and
- lower legacy Advice revenue (insurance related).

Operating expenses are lower than FY24 mostly driven by:

- the realisation of optimisation benefits;
- separation of Rhombus on 1 July 2024; and
- impacts of Advice divestments in FY24, partially offset by
- inflationary impacts on centralised costs; and
- early reinvestment in 2030 Strategy.

The unfavourable movement in NPAT (loss after tax) in comparison with FY24 is mainly driven by:

- an unrealised fair value loss on the embedded derivative associated with the SLNs, and
- lower UNPAT, partially offset by
- a reduction in remediation expense.

Operating and financial review (cont'd)

Risk management

The Board is responsible for establishing and overseeing the Group's Risk Management Framework (RMF) and has delegated authority for the oversight and monitoring of the RMF to the Group Risk and Compliance Committee and for the management of risk in accordance with the RMF to the Executive Leadership Team.

The RMF constitutes a clearly defined framework of proactive risk identification, assessment, response, monitoring and reporting across all of Insignia Financial's business operations in managing material risks. The key pillars of the RMF include:

- The Group Risk Management Strategy (RMS) which articulates the Group's strategy for managing risk to meet its strategic objectives and the key elements of the RMF that give effect to the strategy. It also includes a description of each material risk including key roles and responsibilities for managing the risk;
- The Group Risk Appetite Statement (RAS), which sets out the Board's expectations regarding the degree of risk that the Group is prepared to accept in pursuit of strategic and business objectives, giving consideration to the interests of customers, shareholders and other stakeholders;
- The Group Risk Management Policy (RMP) which sets out the methodology to identify, assess, respond, monitor and report on those risks that could impact the achievement of strategic objectives, impact core processes and/or result in non-compliance with obligations;
- A Three Lines of Accountability (3LoA) model to govern risk management and compliance activities across the Group. The 3LoA model represents the three lines of risk management that facilitate the effective operation of the RMF. The overarching principle is that the management of risk is primarily a business accountability; and
- The Risk Culture principles, which are essential for effective risk management outcomes that support the Group's financial and operational resilience.

In addition to adhering to the RMF, Registrable Superannuation Entity Licensees (RSEs) within the Group have additional regulatory and compliance requirements. In November 2022, APRA imposed the following additional licence conditions on the RSEs:

- Enhancement of the RSEs' governance in relation to member outcomes, oversight of service providers, risk, compliance and managing conflicts of interest;
- Appointment of an independent expert to examine the operational effectiveness of the RSEs' governance, accountability and risk management frameworks and practices; and
- Rectification of areas of concern with input from the independent expert.

Specifically, APRA required I.O.O.F Investment Management Limited (IIML) to comply with its legal obligation in relation to the transfer of member benefits, and OnePath Custodians Pty Limited (OPC) to appoint an independent expert to provide root cause analysis and assurance in relation to the breach of APRA's direction. Both IIML and OPC are RSEs within the Group.

A Rectification Action Plan (RAP) was developed and the Group has made significant progress in addressing rectification activities. The RAP has considered changes broader than the Independent Expert findings and is expected to be completed in December 2026.

In July 2024, APRA agreed to accept a court enforceable undertaking (CEU) from OPC pledging to rectify compliance deficiencies and compensate members. The CEU is publicly available and relates to the conduct for which APRA issued the infringement notice as well as the ongoing remediation of a breach relating to accrued default amounts.

OPC has acknowledged APRA's concerns in the CEU and has committed to:

- identify, rectify, and remediate all members adversely affected by the breaches with input from an independent expert;
- allocate additional resources to replenish the Operational Risk Financial Requirement to 100% of the target balance of 0.25% of funds under management; and
- hold \$40m² of its existing Operational Risk Financial Requirement assets as an overlay until OPC has satisfied the terms of the CEU.

The Group has established a dedicated program to deliver the commitments made under the CEU.

2 Included as cash – restricted as part of ORFR in Note 8 *Cash and cash equivalents* of the financial statements.

The Group manages a number of risks in conducting its operations and implementing its strategy.

Risk theme	Context	Key actions to manage the risk
Strategic change agenda	<p>We aim to support the financial wellbeing for every Australian. Through strategic transformation, we are simplifying our business operations and services to better meet the needs and outcomes of our customers.</p> <p>We actively manage existing and emerging risks arising from these changes, as well as in our regulatory and competitive landscape.</p>	<p>The Group adopts a business planning process for setting strategic and business initiatives investing in customer service, product design, stakeholder relationships, market research, participation in consultation processes and other continuous improvement initiatives.</p> <p>The Group adopts an enterprise delivery framework that sets consistent standards and expectations on how we manage risks in the delivery of key strategic initiatives.</p> <p>The Group Executive Risk Forum supports the oversight of identifying and assessing emerging risks to the Group and assessing the impacts of current and emerging environmental, social, business and regulatory risks and exposures to the extent they do or may have consequences for the Group.</p>
Environment, Social and Governance (ESG)	<p>We seek to create sustainable, long-term value for our customers, people, and shareholders through the incorporation of ESG factors into our decision-making processes across the organisation.</p> <p>We consider ESG as a driver of several material risk categories, including legal and regulatory risk, conduct risk, governance risk and investment risk.</p>	<p>The Group's FY24 <i>Sustainability Report</i> (released in October 2024) outlines our approach to ESG, as well as our targets and activities to drive progress in relation to these topics.</p> <p>In FY25, the Group has made strong progress towards building capability across the business to better understand, manage and report on climate-related risks. To continue to build capability across our organisation in assessing organisational climate risks and opportunities, the Group is moving towards aligning our <i>Climate Report</i> to comply with AASB S2 <i>Climate-related disclosures</i> ahead of mandatory reporting requirements in FY26.</p> <p>The impact of ESG as a driver of other risk categories is considered and managed through the actions specific to those risks.</p>
Governance	<p>We are continually uplifting governance processes to assist our Board and management to make decisions in the interests of the Group and the best interests of customers in accordance with but not limited to the below to achieve the highest of standards:</p> <ul style="list-style-type: none"> • ASX Corporate Governance Principles and Recommendations; • Registrable Superannuation Entities' obligations; • Responsible Entities' obligations; and • Discharging of fiduciary duties in good faith and in the best interests of customers. 	<p>The Group has a Rectification Action Plan (RAP) for the RSELs and is in the process of implementing the agreed actions. The RAP has considered changes broader than the Independent Expert findings. The Group is committed to working with the RSELs to satisfactorily address these changes in the timeframes set out in the RAP.</p> <p>Management Risk Forums support the oversight of risks and obligations within appetite, relevant emerging risks to the Group and reinforcement of desired organisational behaviours including accountability for risk management.</p> <p>The Group has in place the Conflicts Management Framework to identify, assess, mitigate, manage and monitor conflicts. The Member Office (MO) and Office of the Responsible Entity (ORE) act independently to the Risk Management function to set expected standards of governance and to oversee adherence to those standards by the Group with respect to advocating for member outcomes, members' best financial interests and investors' best interests.</p> <p>Remuneration and consequence management frameworks are in place to address legal and regulatory compliance requirements, promote fair remuneration outcomes and rewarding appropriate behaviours.</p>

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Operating and financial review (cont'd)

Risk theme	Context	Key actions to manage the risk
Financial stability	<p>Effective capital and debt management is imperative to meet the Group's ongoing funding requirements and to manage volatility in economic conditions.</p> <p>The capital requirements of the Group may be affected by earnings, asset growth, regulatory changes and strategic decisions – including acquisitions, divestments and changes in capital-intensive businesses.</p>	<p>The Group has a syndicated facility agreement providing diversity of funding and flexibility to manage working capital needs across the Group.</p> <p>The liquidity and capital requirements of the Group and its licensed entities are regularly reviewed and carefully monitored in accordance with risk appetite, banking covenants, licence requirements and regulatory capital requirements.</p> <p>Market risk is managed by holding diversified short- and long-term investment mixes and loans in accordance with the Group Capital Management policy. Where appropriate, derivatives are used to manage the exposures.</p> <p>Liquidity risk is managed by maintaining sufficient liquid assets and an ability to access a committed line of credit.</p>
Investment governance	<p>As a leading provider of asset management, advisory and fiduciary investment administrative services in Australia, our ability to effectively manage and advise on the investment risks impacts the level of funds under management or administration and in turn our revenue.</p> <p>If the investment governance framework is not effective to navigate the changing investment market, there is a risk that investment decisions are not in line with investment strategies and objectives, best interest of customers and regulatory requirements.</p>	<p>Investment governance is managed at the subsidiary company level. Each applicable entity will address the following:</p> <ul style="list-style-type: none"> Investment risk is managed in accordance with the strategies described in the Product Disclosure Statement (PDS). Multiple teams are responsible to implement Investment Governance Frameworks that meet the requirements of relevant obligations, investment objectives and strategies at both fund and investment option levels, liquidity management, stress testing, valuation and roles and responsibilities. The Head of Responsible Investment (RI) is responsible for considering contemporary RI issues as raised by external stakeholders, including regulators and customers. They make recommendations on how the organisation can further evolve and develop its approach to RI.
Customer outcomes	<p>We are committed to delivering sustainable and optimal customer outcomes. We continue to mitigate against instances where our frameworks, product design or practices may fail to prevent inappropriate, unethical or unlawful behaviour by an IFL entity or our employees.</p> <p>Areas of increased risk and focus include:</p> <ul style="list-style-type: none"> Fiduciary role of the superannuation business and implications of not meeting APRA performance tests or portability requirements; Provision of quality, appropriate and adequate financial advice in the best interests of clients; and Meeting customer expectations in the context of the complexity of the business model and volume of product offerings in a changing operating environment. 	<p>Mandatory training on Our Code of Conduct completed by employees annually which sets the expected standards of behaviour for everyone at Insignia Financial.</p> <p>The Member Office implements a member outcomes framework that influences and prioritises management decisions impacting member outcomes. The Office of the Responsible Entity advocates for investors' best interests. Advice risk is managed by having high professional, educational, compliance, assurance and training standards in place for the Group's advisers and authorised representatives. The Group also undertakes a rolling program of compliance reviews of advisers. The strategic change agenda is focused on simplifying the business, reducing complexity and improving sustainable outcomes for customers and shareholders.</p> <p>The complaints framework is in place to handle customer complaints in a timely, consistent, fair and reasonable manner and deliver the required outcomes for impacted customers, with specific guidelines for supporting vulnerable customers.</p>

Risk theme	Context	Key actions to manage the risk
<p>People and Culture</p>	<p>We continue to foster our unique culture. We aim to attract and retain the level of talent and skills required to effectively support business operations and our growth agenda. We are committed to fostering a culture of diversity, inclusion and safety, and creating a sense of belonging for all employees.</p> <p>The volume of regulatory change impacting the Financial Services Industry continues to present a demand for specialist skills and increases the risk of inadequate human resources or competency to conduct business, including failure to retain talent, employee fatigue, poor organisational design and excessive reliance on key persons.</p>	<p>The Group offers competitive employment conditions and benefits and promotes fair and equitable remuneration. This risk is also managed by:</p> <ul style="list-style-type: none"> • having established recruitment processes in place to ensure employees meet competency requirements; • monitoring employee performance; • monitoring employee turnover; and • providing employees with learning opportunities and wellbeing education and support programs. <p>The performance management process is designed to reinforce behaviours that are aligned to our principles and desired risk culture and conduct. This is achieved by aligning remuneration with performance outcomes (including risk and conduct gateway measures and consequence management).</p> <p>The Group has developed an Insignia Financial Diversity, Equity and Belonging (DEB) strategy, committee and network. The committee is made up of members of the Executive Team, leaders across the organisation and is supported by volunteer squads made up of our employees. The DEB committee has shaped and led the DEB strategy, priorities and initiatives.</p>
<p>Cyber resilience and information security</p>	<p>We are committed to protecting our operations and data and our customers and their data against cyber security threats. The cyber threat environment continues to rapidly change with increasing sophistication and high-profile breaches occurring globally and within Australia. We continue to uplift, simplify and separate our technology operating environment (including supporting information security and cyber security), to protect information held by the Group from internal or external compromise on systems causing business disruption, data and potential privacy breaches, customer dissatisfaction, regulatory breaches/fines and/or financial loss.</p>	<p>The Group's cyber security strategy defines our vision and strategic direction for cyber security to guide how we invest in our people, technology and processes to implement, operate and monitor cyber capability across the Group. The Group's information security management framework outlines the key elements of information security governance and management including controls to address key capability areas and the supporting policies, standards and procedures.</p> <p>Information management standards outline the requirements on how information is created, managed, shared, used and disposed in a timely manner.</p> <p>We annually test business continuity and disaster recovery of critical business applications for information technology systems and services.</p>
<p>Legal and compliance</p>	<p>The Group is required to comply with large volumes of complex legal and regulatory obligations applicable to its business activities. The increasing volume and complexity of regulatory change, at times within relatively short time frames, if not adequately implemented in a timely manner could give rise to non-compliance with regulations, financial penalties and adversely impact the Group's reputation.</p>	<p>The Compliance Obligations Framework includes a consistent set of principles and processes including assessment of applicability to business activities and assignment of accountable owners who periodically review the compliance of business processes and activities. The Group maintains policies and frameworks to address the legislative requirements and the required systems, processes, resources and employee training to ensure compliance, monitoring and reporting of any incidents or breaches.</p> <p>A Regulatory Change Model is in place to monitor and oversee all regulatory change activities.</p>

Operating and financial review (cont'd)

Risk theme	Context	Key actions to manage the risk
Operational risk environment	<p>We are one of Australia's largest wealth managers operating in a complex environment. This exposes the Group to operational risks relating to losses resulting from inadequate or failed internal processes, people and systems, or from external events. These include, but are not limited to technology, people, service provider, model and transaction processing risks. The financial statements contain certain provisions and contingent liabilities for these risks in accordance with applicable accounting standards.</p>	<p>Our risk and compliance management policies and procedures support a risk-based approach by the business in the identification, assessment, response and monitoring of identified risks, incidents and breaches in a timely manner. The 3LoA model provides defined risk responsibilities and places accountability for risk ownership with the business area where the risk arises. Critical operations are identified and managed with regard to disruption tolerances in order to support operational resilience. Business Continuity and Crisis Management Plans are in place to help the Group effectively respond and recover from unexpected events and emergencies.</p>
Financial crime, fraud and scam threats	<p>We are committed to protect the Group and our customers from financial crime, fraud, and scams.</p> <p>We continue to strengthen and enhance our controls and monitoring methods with a range of proactive, preventative and detective measures.</p>	<p>The Group has a suite of Financial Crime policies, tailored to our risk profile. These policies enable us to identify, mitigate and manage the risk that products and services could be misused to facilitate money laundering or terrorism financing. They help us assess and verify the identities of our clients/ members, third parties and their business activities, provide ongoing monitoring of suspicious activities, and detect unusual transactions.</p> <p>We have a dedicated Financial Crime team to develop, manage and undertake regular reviews of the Group's anti-money laundering and counter terrorism financing programs.</p> <p>A comprehensive Group Fraud Policy is in place which outlines roles, responsibilities and procedures for reporting suspicious activities. Mandatory employee training enhances awareness of fraud risks and promotes a culture of vigilance. Robust internal controls and segregation of duties are implemented to reduce opportunities for fraud.</p>

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Directors' report

For the year ended 30 June 2025

The Directors present their report together with the financial report of Insignia Financial Ltd and of the Group for the financial year ended 30 June 2025 and the auditor's report thereon. The *Operating and financial review* and the *Remuneration report* are parts of the Directors' report.

All Directors held office during and since the end of the financial year, unless otherwise specified.

Current Directors

Name, qualifications and independence status	Experience, special responsibilities, listed and other significant directorships
<p>Mr Allan Griffiths B.Bus, DipLI. Independent non-executive director and Chairman Director since 14 July 2014 Chairman since 4 April 2019</p>	<p>Mr Griffiths has more than 40 years' experience with a deep understanding of the financial services industry. Mr Griffiths has held a number of executive positions within the industry most notably as Chief Executive Officer Aviva Australia and later, Managing Director South Asia, Aviva Asia Pte Ltd based in Singapore. Prior to joining Aviva, Mr Griffiths held executive positions with Colonial Ltd and Norwich Union. Mr Griffiths was Chairman of Westpac General Insurance Limited and Westpac Lenders Mortgage Insurance Limited until 31 August 2021.</p> <p>Mr Griffiths is a member of the Group Audit, Group Risk & Compliance, Group Nominations and Group People & Remuneration Committees.</p> <p>Other listed company directorships in the last three years</p> <ul style="list-style-type: none">• Navalo Financial Services Group Limited (January 2023 to July 2023) <p>Significant non-listed directorships and appointments</p> <ul style="list-style-type: none">• Navalo Financial Services Group Limited, non-executive director• St Andrew's Insurance Group Australia, Chairman• Metrics Credit Partners, Chairman
<p>Mr Scott Hartley B.Bus, Advanced Management Programme INSEAD Chief Executive Officer and Executive Director since 1 March 2024</p>	<p>Mr Hartley has over two decades of experience in the wealth management sector and proven experience in turnarounds, transforming, and growing wealth management businesses.</p> <p>Mr Hartley most recently served as CEO of AMP Australia Wealth Management from January 2021 to December 2023, where he was tasked with rebuilding the company's culture, performance and reputation following the Financial Services Royal Commission.</p> <p>Prior to AMP, Mr Hartley served as the CEO of Sunsuper from January 2014 to September 2019. His leadership played a pivotal role in Sunsuper becoming Australia's fastest-growing, top ten superannuation fund. Before joining Sunsuper, Mr Hartley led MLC's corporate and institutional wealth businesses, including Plum Financial Services and JANA Investment Advisers.</p>
<p>Mr Andrew Bloore Independent non-executive director Director since 2 September 2019</p>	<p>Mr Bloore is an experienced non-executive director, entrepreneur and farmer. He has designed, built and sold a number of businesses, focused on the development of key disruptive technologies and distribution services in traditional markets, to create business efficiencies. Mr Bloore has been actively involved in investment funding, development and leadership roles in Smartsuper, SuperIQ and Class Super.</p> <p>Mr Bloore has worked on a range of Senate and Treasury Committees, and with the Australian Taxation Office Regulations Committee on regulation for the superannuation industry. In 2016, Mr Bloore sold his superannuation administration business to AMP, stepped down from the Senate and Treasury Committees and is now focused on contributing to organisations as a non-executive director.</p> <p>Mr Bloore is the Chair of the Group Nominations Committee and a member of the Group Audit, Group People & Remuneration and Group Risk & Compliance Committees.</p> <p>Directorships of other listed entities in the last three years</p> <ul style="list-style-type: none">• Steadfast Group Limited (November 2023 to present)• Simonds Group Limited (July 2021 to present)
<p>Ms Jodie Hampshire B.Comm, CFA, GAICD Independent non-executive director Director since 1 May 2024</p>	<p>Ms Hampshire is an experienced executive within the financial services industry with over 20 years of experience. From 2013 to 2023, Ms Hampshire held a series of executive positions, including Asia Pacific CEO, within global asset manager, Russell Investments.</p> <p>Prior to her time at Russell Investments, Ms Hampshire worked at Mercer in several senior roles. Ms Hampshire began her financial services career with a graduate cadetship at Commonwealth Bank of Australia. She is a CFA charter holder and a graduate of the AICD.</p> <p>Ms Hampshire is a member of the Group Audit, Group Nominations, Group People & Remuneration and Group Risk & Compliance Committees.</p> <p>Significant non-listed directorships and appointments</p> <ul style="list-style-type: none">• Australian Military Bank, Director

Directors' report (cont'd)

Name, qualifications and independence status	Experience, special responsibilities, listed and other significant directorships
<p>Ms Gai McGrath LLM (Dist), BA LLB (Hons) FAICD Independent non-executive director Director since 4 March 2024</p>	<p>Ms McGrath has more than 37 years of experience in the financial services and legal industries in Australia, New Zealand and the UK. In addition to having held a number of non-executive directorships across the listed, government and profit-for-member sectors, Ms McGrath is a former Chair of BT Funds Management and Humanitix.</p> <p>Ms McGrath has previously held a series of executive roles with the Westpac Group, centred around retail banking and wealth management. Ms McGrath was also a lawyer in private practice and, prior to her time at Westpac, worked at Perpetual Limited as General Counsel and Company Secretary.</p> <p>Ms McGrath is the Chair of the Group Risk & Compliance Committee and a member of the Group Audit, Group Nominations and Group People & Remuneration Committees.</p> <p>Directorships of other listed entities in the last three years</p> <ul style="list-style-type: none"> Steadfast Group Limited (June 2018 to present) Waypoint REIT Limited (August 2024 to present) Helia Group Limited (August 2016 to August 2024) <p>Significant non-listed directorships and appointments</p> <ul style="list-style-type: none"> HBF Health Limited, non-executive director
<p>Mr John Selak Dip Acc, FCA, FAICD Independent non-executive director Director since 14 October 2016</p>	<p>Mr Selak has over 40 years' experience in the financial and advisory services industry. From 2000 to 2016 he was a partner in the Corporate Finance Practice of Ernst & Young, providing valuation services to a broad range of local and international clients and also serving on their Global Corporate Finance Executive.</p> <p>From 2014 to 2017, Mr Selak was an advisory board member of Quest Apartment Hotels. From 2016 to 2020, Mr Selak was a non-executive Director of National Tiles and the Chairman of Corsair Capital until April 2021. Mr Selak was a non-executive Director of Top Shelf International Holding Ltd between 1 June 2024 and 15 August 2024. From November 2021 to December 2023, Mr Selak accepted a part-time role within the Office of the Special Manager for the Melbourne Casino Operator as Deputy Special Manager – Governance, Risk and Assurance.</p> <p>Mr Selak is Chair of the Group People & Remuneration Committee and a member of the Group Audit, Group Nominations and Group Risk & Compliance Committees.</p> <p>Directorships of other listed entities in the last three years</p> <ul style="list-style-type: none"> Dubber Corporation Limited (December 2024 to present) <p>Significant non-listed directorships and appointments</p> <ul style="list-style-type: none"> Turosi Food Solutions, non-executive director Insignia Community Foundation, non-executive director
<p>Ms Michelle Somerville B.Bus (Accounting), M-AppFin, FCA, FAICD Independent non-executive director Director since 1 October 2019</p>	<p>Ms Somerville is an experienced non-executive director, bringing deep and relevant finance, risk and governance experience to the Board, having worked in the financial services industry in both her executive and non-executive roles. Previously she was an audit partner with KPMG Australia for nearly 14 years, with a focus on the financial services industry in both Australia and overseas.</p> <p>Ms Somerville is the Chair of the Group Audit Committee and a member of the Group Nominations, Group People & Remuneration and Group Risk & Compliance Committees.</p> <p>Directorships of other listed entities in the last three years</p> <ul style="list-style-type: none"> Select Harvests Limited (December 2022 to present) The GPT Group (December 2015 to May 2023)

The Group Nominations Committee reviews the balance of skills, experience, independence, knowledge and diversity of Directors. This involves the creation of a board skills matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership.

Former director

Ms Elizabeth Flynn resigned as a non-executive director effective at the completion of the AGM on 21 November 2024.

Directors' meetings

The number of meetings held by the Board and of the Committees of the Board and the individual attendance at those meetings which they were eligible to attend during the year is summarised below.

	Board		Group Risk & Compliance Committee	Group Audit Committee	Group Nominations Committee	Group People & Remuneration Committee
	Scheduled	Unscheduled*				
A Griffiths	12/12	19/20	6/6	7/7	3/3	10/10
S Hartley	12/12	19/20	-	-	-	-
A Bloore	11/12	19/20	6/6	7/7	3/3	10/10
J Hampshire	12/12	19/20	6/6	7/7	3/3	10/10
G McGrath	11/12	18/20	6/6	7/7	3/3	10/10
J Selak	12/12	19/20	6/6	7/7	3/3	10/10
M Somerville	12/12	20/20	6/6	7/7	3/3	10/10
E Flynn**	6/6	3/4	4/4	3/4	2/2	7/7

* Unscheduled meetings primarily related to private equity interests throughout the year.

** Ceased 21 November 2024.

The Directors' meetings are those held for Insignia Financial Ltd. This does not include the meetings held and attended by Directors for the various subsidiary companies.

In addition to the meetings attended during the year, a number of matters were considered and addressed separately via circular resolution.

Company secretary

Ms Adrianna Bisogni LLB (Hons) BA GAICD

Ms Bisogni is a lawyer with over 25 years' experience in corporate law. Ms Bisogni was appointed to the role of Company Secretary in November 2019.

Mr Joseph Volpe LLB, GIA (Affiliated)

Mr Volpe has previously worked as a lawyer, both in private practice and within several financial services companies. He is a graduate of the Governance Institute of Australia and was appointed to the role of Company Secretary on 20 August 2024.

Mr Bill Linehan LLB, BCom, FGIA

Mr Linehan was appointed to the role of Company Secretary in May 2021 and resigned on 6 September 2024.

Indemnification and insurance

Rule 84 of the Insignia Financial Ltd constitution requires the Company to indemnify to the extent permitted by law, each Director and Secretary against liability incurred in, or arising out of the conduct of the business of the Company or the discharge of the duties of the Director or Secretary. The Directors and Secretary named in this Directors' Report have the benefit of this requirement, as do individuals who formerly held one of those positions.

In accordance with this requirement the Company has entered into Deeds of Access, Indemnity and Insurance (Deeds of Indemnity) with each Director and Secretary.

During the financial year, the Group paid insurance premiums to insure against amounts that the Group may be liable to pay the Directors and Secretary pursuant to Rule 84. The insurance policy also insures the Directors and Secretary of the Company and its controlled entities, and the general officers of each of the companies in the Group to the extent permitted by law. Details of the amount of the premium paid in respect of the insurance contract have not been disclosed as such disclosure is prohibited under the terms of the contract. The liabilities insured include legal costs that may be incurred in defending civil or criminal proceedings that may be brought against the officers in their capacity as officers of entities in the Group and any other payments arising from liabilities incurred by the officers in connection with such proceedings, other than where such liabilities arise out of conduct involving a wilful breach of duty by the officers or the improper use by the officers of their position or of information to gain advantage to themselves or someone else or to cause detriment to the Company.

No payment has been made to indemnify KPMG during or since the financial year ended 30 June 2025 against claims by third parties arising out of or relating to the audit or the audit engagement agreement.

Non-audit services

The Directors are satisfied that the provision of non-audit services during the year of \$284,470 by the auditor is compliant with the general standard of independence for auditors imposed by the *Corporations Act 2001*. Non-audit services are managed as follows:

- fees earned from non-audit work undertaken by KPMG are capped at 0.1 times the total audit fee;
- services have been reviewed and approved to ensure that they do not impact the integrity and objectivity of the auditor; and

Directors' report (cont'd)

- services do not undermine the general principles relating to auditor independence as set out in the *Code of Conduct APES 110 Code of Ethics for Professional Accountants* issued by the Accounting Professional & Ethical Standards Board, including reviewing or auditing the auditor's own work, acting in a management or decision-making capacity for the Group, acting as advocate for the Group or jointly sharing economic risks and rewards.

Further information regarding remuneration of auditors is included in Note 30 *Remuneration of auditor*.

Rounding of amounts

The Company is a company of the kind referred to in *ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191* and in accordance with that instrument, amounts in the financial report are rounded off to the nearest one hundred thousand dollars, unless otherwise stated.

Lead auditor's independence declaration

The lead auditor's independence declaration is included on page 59 of the annual financial report and forms part of the Directors' Report for the year ended 30 June 2025.

Environmental regulation

The Group is not subject to significant environmental regulation.

Proceedings on behalf of the Company

No person has applied to the Court under section 237 of the *Corporations Act 2001* for leave to bring proceedings on behalf of the Company, or to intervene in any proceedings to which the Company is a party, for the purpose of taking responsibility on behalf of the Company for all or part of those proceedings.

No proceedings have been brought or intervened in on behalf of the Company with leave of the Court under section 237 of the *Corporations Act 2001*.

Events occurring after balance date

Completion of SS&C transaction

On 1 July 2025, the Group completed the transition of its Master Trust administration and technology services to SS&C. This included the transition of approximately 1,300 people (including their statutory leave entitlements), as well as technology and certain premises from Insignia Financial to SS&C. Insignia Financial continues to provide certain servicing and administration functions, including claims and complaints.

Scheme Implementation Deed

On 22 July 2025, Insignia Financial announced that it had entered into a Scheme Implementation Deed (SID) under which CC Capital has agreed to acquire all of the issued shares in Insignia Financial pursuant to a scheme of arrangement (Scheme) for cash consideration of \$4.80 per share.

The Insignia Financial Board has unanimously recommended that shareholders vote in favour of the Scheme in the absence of a superior proposal, and subject to an independent expert concluding (and continuing to conclude) that the Scheme is in the best interests of Insignia Financial shareholders.

The Scheme is subject to various conditions, including approval by Insignia Financial shareholders and regulatory approvals from the Australian Prudential Regulatory Authority, the Foreign Investment Review Board and the Australian Competition and Consumer Commission.

Subject to Insignia Financial shareholders approving the Scheme and the other conditions being satisfied (or, if applicable, waived), Insignia Financial expects that the Scheme will be implemented in the 1st half of calendar year 2026.

Operating risk financial requirement surplus transfer

On 20 August 2025, the board of NULIS Nominees (Australia) Limited (NULIS) approved the transfer of surplus financial resources of \$52.9m from the ORFR held by NULIS in its corporate capacity to align the ORFR to 100% of its targeted amount in line with changes to APRA Prudential Standard *SPS 114 Operational Risk Financial Requirement* which became effective 1 July 2025. NULIS is a subsidiary member of the Group. This has the effect of transitioning \$52.9m of restricted financial assets to be available for use by the Group in its operations. The transfer is subject to engagement with APRA and is expected to consist of a mix of cash and other financial assets.

Authorisation

The Directors' Report is signed in accordance with a resolution of the Directors made pursuant to Section 298(2) of the *Corporations Act 2001*.



Mr Allan Griffiths
Chairman

Melbourne
21 August 2025

Remuneration report

Letter from the Group People & Remuneration Committee Chair

Dear shareholders,

On behalf of Insignia Financial, I am pleased to present our remuneration report for the financial year ended 2025. This report outlines our approach to remuneration for Non-Executive Directors (NEDs), Key Management Personnel (KMP), the principles guiding our remuneration decisions and the outcomes for the year.

Through the ongoing evolution of our remuneration approach, we aim to ensure that we are driving a high-performance culture that recognises our high achievers who consistently role model the appropriate behaviours. We have also ensured that our remuneration framework meets regulatory requirements and expectations of our stakeholders. This has been achieved by refining performance measures to align with business objectives through a mix of financial and non-financial metrics, enhancing Board and committee governance oversight, and continuing to engage proactively with investors and proxy advisers to understand expectations and respond to feedback.

Executive movements over the year

Following his appointment as IFL's CEO in March 2024, Scott Hartley announced a major overhaul of IFL's operating model in July 2024. The newly created structure established four end-to-end business lines, Advice, Master Trust, Wrap and Asset Management, supported by specialist enablement and governance functions. This structure was designed to improve accountability and clarity and simplify the way the business operates.

The implementation of the new structure also saw significant change to Insignia's Executive team, with a mix of existing executives and new external appointments. These changes reflect our ongoing commitment to attracting and retaining top talent to drive our strategic objectives. With this, we welcome the following new Executive KMP:

- Renee Howie as Chief Customer Officer (Advice);
- Dave Woodall CEO – Superannuation (Master Trust);
- Elizabeth McCarthy as CEO – MLC Expand (Wrap); and
- Jason Sommer as Chief Operating Officer (COO).

Changes to the variable reward structure for Executive KMP

With these executive changes and the introduction of a new operating model, a review of the executive remuneration framework was undertaken in 2024. A revised framework was introduced which is outlined in section 5. These changes were implemented in response to business changes to ensure a balance between regulatory requirements, sustainable business performance and alignment with shareholder interests. KPIs have also been cascaded throughout the organisation in line with IFL's FY26-FY30 strategy, reinforcing accountability and driving the delivery of key business goals.

Progress in 2025

During a year of significant change that took place across the organisation, the team have delivered strong outcomes for the business, our customers and shareholders.

The separation of MLC Wealth (MLC) from NAB was completed in the financial year, with the formal exit from the transitional services agreement in May 2025. This significant milestone was achieved through meticulous planning and execution, ensuring a smooth transition and continued operational excellence. This marks the end of the reliance on NAB as part of the purchase of MLC in 2021, and the second successful execution of a major exit of a superannuation business from a bank, the first being Insignia Financial's separation of the Pensions and Investments business from ANZ in 2022.

Another significant transformation milestone was the announcement in December 2024 of a partnership with SS&C Administration Services (Australia) Pty Ltd (SS&C) to provide administration and technology services for Insignia Financial's Master Trust business. The transition has been completed successfully on 1 July 2025. We will work closely together with SS&C to transform the multiple technology platforms and operating models for Master Trust to one, resulting in an improved customer experience and cost efficiencies.

Financial year 2025 has also been a significant one for our people, with the successful implementation of the IFL Enterprise Agreement, which is a key lever in unifying our culture by ensuring our people are covered by one consistent and competitive set of employment terms and conditions, a significant simplification from the six enterprise agreements that previously existed.

Remuneration report (cont'd)

Uplifting governance

Good governance is key to any successful organisation which includes pursuing ongoing compliance with regulatory and legislative requirements. Implementation of APRA Prudential Standard CPS 511 and the Financial Accountability Regime (FAR), which went live on 15 March 2025, are just two of a number of requirements that will contribute to ongoing regulator confidence in Insignia Financial.

The FAR reinforces our commitment to accountability and strengthens our governance framework. As part of FAR and aligned to the new operating model, clear accountabilities have been mapped to executives for key business responsibilities, with clear 'reasonable steps' underpinning each. Operational policies and procedures have also been introduced to ensure ongoing management and compliance with the regime.

In alignment with CPS 511, we have enhanced our remuneration disclosure practices to ensure greater transparency and good governance, including the uplift of consequence management policies and practices. These measures demonstrate our commitment to aligning executive remuneration with prudent risk management and long-term shareholder value.

On behalf of the Group People & Remuneration Committee (GPCR), I would like to thank you for your continued support as a fellow shareholder and encourage you to vote to adopt the report at our Annual General Meeting in November.



John Selak
Group People & Remuneration Committee Chair

21 August 2025

Contents

The Remuneration report for Insignia Financial Ltd outlines our remuneration objectives and principles and outcomes for KMP. This report has been prepared and audited as required by the *Corporations Act 2001* (Cth). It forms part of the Directors' Report.

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1. Remuneration objectives and principles

Insignia Financial believes remuneration plays an important role in supporting a strong high-performance culture and delivering business outcomes. The remuneration objectives and principles outlined below serve as the guardrails for the remuneration framework that applies to Insignia Financial and its controlled entities (the Group). It is designed to support the delivery of strategic objectives, meeting regulatory standards and shareholder expectations by rewarding collective and individual performance in addition to constructive behaviours that drive strong risk outcomes.

Remuneration objectives...			
 <p>Attraction and retention of the best talent</p>	 <p>Strategy-led and supporting Insignia Financial's purpose</p>	 <p>Promote a sound risk culture, meeting regulatory expectations</p>	 <p>Shareholder alignment</p>
<p>Attract, motivate, and retain key talent to drive the performance of Insignia Financial through individual and collective performance and demonstration of our cultural principles.</p>	<p>Support our approach to delivering quality customer outcomes as a sustainable competitive advantage.</p>	<p>Remuneration practices promote and enhance healthy risk culture.</p> <p>Ensure the Group meets regulatory expectations through the design of the framework.</p>	<p>Align outcomes with the shareholder experience through allocation of equity and delivery of shareholder returns.</p> <p>Facilitate an 'ownership mindset' and long-term focus among participants.</p>
...achieved by:			
<p>Being market competitive and reflecting our broader employee value proposition.</p>	<p>Creating a culture that underpins our principles – recognising what is achieved and the way in which it is achieved.</p>	<p>Supporting risk management framework and culture by encouraging appropriate risk behaviours, setting clear performance and risk accountabilities and enabling positive and negative consequences to variable remuneration.</p>	<p>Delivering on shareholder value through short-term performance that builds into long-term performance.</p>

Remuneration report (cont'd)

2. Remuneration governance

2.1 The Group People & Remuneration Committee

The GPRC is the governing body for developing, monitoring, and assessing the remuneration strategy, policies and practices across the Group and monitoring overall pay equity. The role of the GPRC is to review, challenge, assess and as appropriate, endorse the recommendations made by management for Board approval. It oversees the Insignia Financial remuneration framework and assists the Board to ensure that Insignia Financial's remuneration strategy and policy are appropriate and effective. The GPRC also has oversight to other People and Culture areas such as talent and succession, culture and engagement, and diversity and inclusion.

The GPRC is comprised solely of NEDs, all of whom are independent. The GPRC reviews and makes recommendations to the Board on the remuneration structure and policies applicable to the KMP and NEDs of the Group, as well as the wider Insignia Financial employee population.

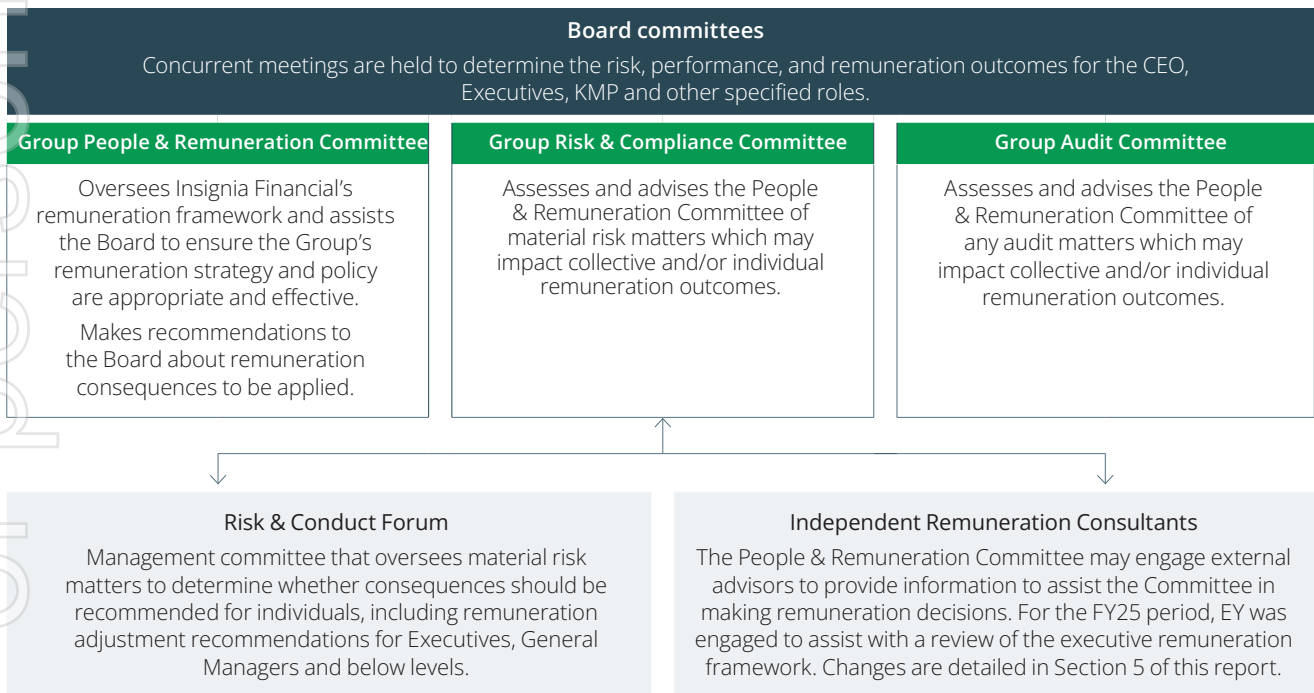
The Board considers that the members of the GPRC provide an appropriate mix of skills to ensure the Committee meets its obligations under its terms of reference, having regard to their qualifications, knowledge of the financial services industry and experience in business management.

2.2 GPRC Terms of Reference

The responsibilities of the GPRC are outlined in the GPRC Terms of Reference. The Terms of Reference are available on the Corporate Governance page of Insignia Financial's website at <https://www.insigniafinancial.com.au/corporate-responsibility/corporate-governance/statement-charters-and-policies>.

The GPRC met formally ten times during the 2025 financial year. This included joint meetings between the GPRC, the Group Audit Committee (GAC) and the Group Risk & Compliance Committee (GRCC) as outlined below.

2.3 Remuneration governance framework



2.4 Embedding Risk in our Performance and Reward framework

Insignia Financial is committed to maintaining a strong risk culture that supports sustainable performance and sound governance. The alignment of risk and remuneration is a core element of our remuneration framework and regulatory obligations, including APRA's CPS 511 requirements. Risk and conduct outcomes may result in both positive and negative remuneration adjustments, reinforcing accountability and encouraging desired behaviours. The table below outlines how risk culture is embedded in our organisation and how it directly influences remuneration outcomes through policy design, governance oversight, and performance management processes.

Element	Summary
Risk culture	Employees are empowered to manage risk as part of everyday work and are encouraged to ask questions, report concerns, challenge assumptions, and act on issues.
Cultural integration	Risk culture is reinforced through our cultural principles and embedded in business processes, including the performance framework.
Policy alignment	The Group Remuneration Policy incentivises responsible behaviour consistent with risk expectations and company values.
Governance and oversight	The Risk & Conduct Forum oversees material risk events and advises on consequences. Reports are presented to the Board and committees.
Performance review	Risk assessments are a formal part of CEO and Executive performance reviews, led by the joint meeting of the GPRC, GRCC and GAC with recommendations from the Risk & Conduct Forum.
Remuneration adjustments	The Board may apply positive or negative adjustments to variable remuneration based on risk and conduct outcomes. This includes the ability to reduce, defer, lapse, or cancel awards during or after the performance period.

Our consequence management framework provides objective guidance on the severity of risk or conduct events and consistent oversight of appropriate consequences. It provides the Board with a range of mechanisms to adjust remuneration outcomes upwards or downwards to reflect behavioural, risk or compliance outcomes. These mechanisms as described below apply to all employees with variable remuneration, including KMP.

In-year adjustments

- In-year adjustments are determined as part of assessing an individual's performance each year.
- The annual assessment includes: consideration of compliance with gateway requirements and with the principle (behavioural) expectations outlined in the Code of Conduct; adherence to company policies and risk expectations; mandatory learning and meeting hybrid expectations; and any outcomes from the consequence management process.

Forfeiture

- Where an individual's employment is terminated (or they resigned) due to a compliance or conduct concern, variable reward payments due to be paid and unvested equity are forfeited.

Malus events

- The malus provisions provide the ability to reduce or eliminate in full the retained performance rights offered for KMP, senior management and all employees.
- The GPRC may also reduce/eliminate in full retained performance rights where it is determined appropriate.

Clawback

- Clawback provisions provide the Board with the ability to recover in exceptional circumstances (in part or whole) variable remuneration that has already been paid or vested for up to two years from the point of payment or vesting, if it is determined appropriate.

In financial year 2025, the joint meetings between the GPRC, GRCC and GAC reviewed the material risk matters and their implications on performance and remuneration. Risk also plays a key role in performance and remuneration outcomes for our broader employee workforce, with financial year outcomes and reward being subject to meeting compliance and risk behaviour expectations. In 2025, more than 97% of the total workforce achieved the risk and compliance gateway. No variable reward was awarded to the <3% who failed to meet the gateway.

Remuneration report (cont'd)

3. Who is covered by this report

3.1 Group KMP

KMP are persons having authority and responsibility for planning, directing, and controlling the activities of an entity, directly or indirectly, including any Directors (Executive or otherwise) of an entity.

The table below outlines the Group's KMP for the year ended 30 June 2025.

Name	Role	Term as KMP
Non-Executive Directors		
A Griffiths	Independent Non-Executive Director & Chairman	Full year
A Bloore	Independent Non-Executive Director	Full year
J Hampshire	Independent Non-Executive Director	Full year
G McGrath	Independent Non-Executive Director	Full year
J Selak	Independent Non-Executive Director	Full year
M Somerville	Independent Non-Executive Director	Full year
E Flynn	Independent Non-Executive Director	Ceased 21 November 2024
Group CEO and Executive Director		
S Hartley	Group CEO and Executive Director	Full year
Other Executive KMP		
D Chalmers	Chief Financial Officer	Full year
R Howie	Chief Customer Officer	Appointed 1 November 2024
E McCarthy	CEO – MLC Expand	Appointed 29 July 2024
G Mulcahy	Chief Asset Management Officer	Full year
J Sommer	Chief Operating Officer	Appointed 27 July 2024
	Acting CEO – Superannuation	27 July 2024 to 31 October 2024
D Woodall	CEO – Superannuation	Appointed 1 November 2024
F Lombardo	Chief Operating Officer	Ceased 26 July 2024
M Oliver	Chief Distribution Officer	Ceased 26 July 2024
C Weldon	Chief Client Officer	Ceased 26 July 2024

3.2 Executive KMP appointments and exit arrangements

As prefaced in the 2024 Annual Report, several executive team changes have been implemented to align with IFL's new operating structure. The KMP for 2025 have also been reassessed to ensure that the remuneration report presents the individuals who have authority and responsibility for planning, directing, and controlling the entity's activities. Consequently, from 2025, the Chief Risk Officer will no longer be classified as a KMP.

The following table outlines the remuneration arrangements for Executives as a result of role changes in 2025.

Executive	Remuneration arrangement
R Howie	<ul style="list-style-type: none"> Ms Howie's remuneration comprised of annual total fixed remuneration (TFR) of \$640,000 with annual short-term variable reward (STVR) target opportunity of 50% of TFR and target long-term variable reward (LTVR) opportunity of 100% of TFR. To support the appointment of Ms Howie, the Board approved a one-off amount of \$350,000 as payment for incentives foregone, to be paid in instalments subject to continued service. This amount was provided to compensate for incentive entitlements forfeited on leaving Ms Howie's previous employer. The value and structure were determined by reference to the original terms of those entitlements, as follows: \$130,000 on 28 February 2025; \$120,000 on 30 April 2025; \$50,000 on 28 February 2026; and \$50,000 on 28 February 2027.
E McCarthy	<ul style="list-style-type: none"> Ms McCarthy's remuneration comprised of annual TFR of \$650,000 with STVR target opportunity of 50% of TFR and target LTVR opportunity of 125% of TFR.
J Sommer	<ul style="list-style-type: none"> Mr Sommer's remuneration comprised of annual TFR of \$670,000 with STVR target opportunity of 50% of TFR and target LTVR opportunity of 100% of TFR. For the period that Mr Sommer was the Acting CEO – Superannuation, Mr Sommer received an additional annualised TFR of \$300,000 for higher duties.
D Woodall	<ul style="list-style-type: none"> Mr Woodall's remuneration comprised of annual TFR of \$700,000 with STVR target opportunity of 50% of TFR and target LTVR opportunity of 125% of TFR. To support the appointment of Mr Woodall, the Board approved a one-off amount of \$290,775 as payment for incentives foregone, to be paid in instalments subject to continued service. This amount was provided to compensate for incentive entitlements forfeited on leaving Mr Woodall's previous employer. The value and structure were determined by reference to the original terms of those entitlements, as follows: \$63,000 on 31 May 2025; \$51,748 on 1 July 2025; \$97,621 on 1 July 2026; and \$78,406 on 1 July 2027.
F Lombardo	<ul style="list-style-type: none"> Mr Lombardo ceased KMP responsibilities as the Chief Operating Officer (COO) on 26 July 2024. Mr Lombardo remained employed as the Chief Technology Officer (CTO) until 7 February 2025. The CTO role is not considered a KMP role. Under the terms of IFL's variable reward plans, Mr Lombardo retained an apportioned number of his unvested LTVR awards, calculated based on time served over the relevant performance period. The awards remain subject to the relevant performance measures and restriction periods. Mr Lombardo received an FY25 STVR outcome for the above period served as COO and CTO. On cessation, Mr Lombardo received a payment in respect of statutory entitlements and in recognition of his contribution to the Group. Payments made in connection with Mr Lombardo's cessation complied with the termination benefits regime in the <i>Corporations Act 2001</i> (Cth).
M Oliver	<ul style="list-style-type: none"> Mr Oliver ceased KMP responsibilities on 26 July 2024. Mr Oliver remained employed from 27 July 2024 to 31 October 2024, including a period of gardening leave beginning 3 August 2024. Under the terms of IFL's variable reward plans, Mr Oliver retained an apportioned number of his unvested LTVR awards, calculated based on time served over the relevant performance period. The awards remain subject to the relevant performance measures and restriction periods. On cessation, Mr Oliver received a payment in respect of statutory entitlements and in recognition of his contribution to the Group. Payments made in connection with Mr Oliver's cessation complied with the termination benefits regime in the <i>Corporations Act 2001</i> (Cth).
C Weldon	<ul style="list-style-type: none"> Mr Weldon ceased KMP responsibilities on 26 July 2024. Mr Weldon remained employed from 27 July 2024 to 31 October 2024, including a period of gardening leave beginning 3 August 2024. Under the terms of IFL's variable reward plans, Mr Weldon retained an apportioned number of his unvested LTVR awards, calculated based on time served over the relevant performance period. The awards remain subject to the relevant performance measures and restriction periods. On cessation, Mr Weldon received a payment in respect of statutory entitlements and in recognition of his contribution to the Group. Payments made in connection with Mr Weldon's cessation complied with the termination benefits regime in the <i>Corporations Act 2001</i> (Cth).

Remuneration report (cont'd)

4. Snapshot of 2025 remuneration outcomes

This section provides a high level overview of 2025 remuneration outcomes for KMP, with further details provided in Section 6 and Section 7.

Group CEO

Gateway compliance	<ul style="list-style-type: none"> The Group CEO has met the behavioural and compliance gateway requirements.
Total fixed remuneration	<ul style="list-style-type: none"> Increase to TFR from \$1,275,000 in 2024 to \$1,381,238 in 2025 effective 26 September 2024.
Short-term variable reward	<ul style="list-style-type: none"> STVR outcome of 125% of target (100% of maximum opportunity).
Long-term variable reward	<ul style="list-style-type: none"> As the Group CEO commenced with IFL in 2024, there is no LTVR vesting in 2025 under the FY22 EEP. The Group CEO's 2025 LTVR has a target and maximum opportunity of 100% of TFR and is subject to a 3-year performance period, with 50% of vested performance rights restricted until 30 June 2029 and the remaining 50% restricted until 30 June 2030. 70% of the performance rights are subject to a relative total shareholder return (rTSR) hurdle, and the remaining 30% are subject to a reputational hurdle based on the MLC brand.

Other Executive KMP

Gateway compliance	<ul style="list-style-type: none"> All Executive KMP have met the behavioural and compliance gateway requirements.
Total fixed remuneration	<ul style="list-style-type: none"> The Board approved TFR increases between 1% to 2% for Executives effective 1 July 2024. The TFR of new Executives was determined with reference to the market remuneration quantum observed for equivalent roles in the Australian market.
Short-term variable reward	<ul style="list-style-type: none"> All Executive KMP met their business unit specific operating expenditure (OPEX) gateway requirement. STVR outcomes ranged between 91% and 138.6% of target (60.7% and 92.4% of maximum opportunity).
Long-term variable reward	<ul style="list-style-type: none"> The 40% rTSR component of the 2022 Executive Equity Plan reached the end of its four-year performance period on 30 June 2025, with a vesting outcome of 0%. The remaining 60% was assessed in 2022 on annual financial and non-financial performance for the first year of the performance period, with outcomes for KMP ranging between 98.8% and 109.3% of target (79% – 87.4% of maximum opportunity). Under the revised executive remuneration framework, LTVR is now issued with a 3-year performance period, with vested performance rights exercised pro-rata up to 6 years (depending on role) in line with regulatory requirements. Refer to section 5.5 for more detail.

Non-Executive Director (NED)

NED fees	<ul style="list-style-type: none"> No changes were made to fees payable for NEDs in 2025.
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5. 2025 Executive remuneration framework

5.1 2025 Executive remuneration framework

Effective 1 July 2024, a revised executive remuneration framework was implemented following a review initiated by the GPRC and supported by external remuneration consultants. The review was driven by significant business changes, including a new operating model and the implementation of FAR. As a result, two Executives (CEO – Superannuation and CEO – MLC Expand, hereafter referred to as Functional CEOs) were reclassified as CEOs under APRA's CPS 511. This reclassification triggers a requirement for 60% of their total variable remuneration be deferred for up to six years.

The review also considered insights from both formal and informal benchmarking against comparable financial services organisations. Results indicated that executive

remuneration was generally below the market median, largely due to lower variable remuneration levels. In response, the revised approach places greater emphasis on long-term incentives and aims to strengthen alignment between executive reward and shareholder outcomes, with a focus on share price performance.

The resulting framework maintains the core principles of the 2024 Executive Incentive Plan (EIP) while balancing regulatory compliance, short-term and long-term performance, sustainable value creation, and appropriate risk-adjusted outcomes. A key change is the introduction of the "LTVR Deferred" component, which varies in value based on STVR outcomes to satisfy regulatory requirements, as detailed in the following sections.

The revised arrangements apply to all Executive KMP, except the Group CEO, whose current remuneration structure remains largely unchanged due to timing with shareholder approval requirements. Alignment with the broader framework is being considered for 2026.

The executive variable remuneration framework, outlined in the following diagram, operates under the Board's governance and risk oversight processes. The Board retains full discretion to adjust past, present and future remuneration outcomes through a range of mechanisms where appropriate (refer to Sections 2 and 5.5).

	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6
STVR*	Paid in cash after the end of the performance year					
LTVR Fixed	Vested rights are exercised after the end of the three-year performance period					
LTVR Deferred	Number of allocated rights is adjusted based on the STVR outcome determined after the end of the initial performance year			Three-year restriction period for Functional CEOs		
				Two-year restriction period for other Executive KMP		

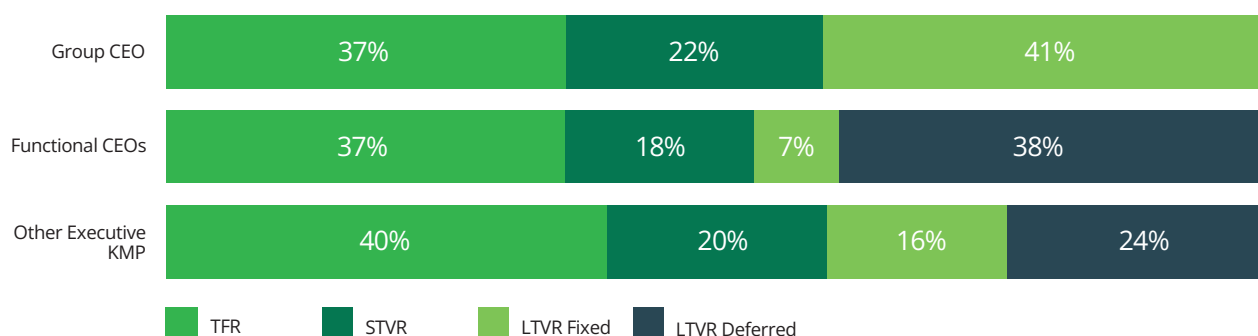
* 50% of STVR outcome is subject to a one-year deferral for the Group CEO.

5.2 Remuneration mix

The remuneration mix under the new framework has been designed to allow for the LTVR Deferred component to be adjusted based on the STVR outcome, such that LTVR Deferred always remains at 40% (60% for Functional CEO roles) of total variable remuneration for the year, in line with regulatory deferral requirements. Please refer to the worked example contained in Section 5.5 for an illustration of how this works. Details of the adjustment of the LTVR Deferred component through an additional grant or forfeiture of performance rights has been included under Section 9.1.

Additionally, Mr Woodall received a deferred one-off amount of \$290,775 in 2025 as payment for incentives foregone (as described in Section 3.2), which forms part of his total variable remuneration for 2025. To ensure regulatory deferral requirements are met, a portion of his STVR outcome will be granted as deferred restricted rights instead of a cash payment (refer to Section 6.2 for details). Restricted rights will vest equally on 30 June 2028, 30 June 2029 and 30 June 2030 subject to continued service and meeting of risk and conduct expectations, and details of these rights to be granted have been included in Section 9.1.

The graphic below sets out the potential remuneration mix showing the relative proportion of each component in the executive remuneration framework as a percentage of total target opportunity in any given year. Further details of each component are set out in the following sections.



Note that for 2025, the Group CEO has a separate remuneration structure which was approved by shareholders at the 2024 Annual General Meeting. This includes an allocation of performance rights under the LTVR structure of the 2024 Executive Incentive Plan (EIP), as summarised in Section 4.

Remuneration report (cont'd)

5.3 Total Fixed Remuneration

Feature	Approach
Purpose	TFR comprises base remuneration (i.e. cash salary) and superannuation. TFR is delivered in accordance with contractual terms and conditions of employment and is reviewed annually against relevant comparator group remuneration benchmarks to ensure market competitive remuneration for attracting and retaining talent.

5.4 Short-term variable reward

The table below outlines key features of the 2025 STVR award for the Group CEO and other Executive KMP. Refer to Section 9.3 for treatment of STVR on cessation of employment.

Feature	Approach									
Purpose	Varies annual remuneration outcomes in line with annual performance achievement, with material weighting to financial and nonfinancial outcomes across customer, leadership, strategy execution and shareholder measures, incorporating both risk scorecard and values assessments. Recognises both the “what” and the “how” of performance.									
Performance period	Annual in line with IFL’s financial year.									
Participants	Group CEO and Executive KMP									
Instrument	100% of the STVR award is delivered in cash.									
Opportunity ³	Target STVR: 50% of TFR Maximum STVR: 75% of TFR (150% of target STVR)									
Financial gateway	For 2025, the STVR was subject to an OPEX gateway specific to the Executive’s business unit. This measure must be met for the Executive to be eligible for any STVR outcome.									
Performance measures and weightings	Individual STVR outcomes are determined with reference to Group performance and individual performance through a balanced scorecard. The performance measures comprise a mix of financial and non-financial metrics linked to Group and business unit targets, aligned to the Group’s strategy with the weightings varied by role. STVR outcomes are subject to Board discretion. More information on the Group CEO’s STVR scorecard can be found in Section 6.2.									
	<table border="1"> <thead> <tr> <th></th> <th>Financial</th> <th>Non-financial</th> </tr> </thead> <tbody> <tr> <td>Group CEO</td> <td>28%</td> <td>72%</td> </tr> <tr> <td>Other Executive KMP</td> <td>24% – 49%</td> <td>51% – 76%</td> </tr> </tbody> </table>		Financial	Non-financial	Group CEO	28%	72%	Other Executive KMP	24% – 49%	51% – 76%
	Financial	Non-financial								
Group CEO	28%	72%								
Other Executive KMP	24% – 49%	51% – 76%								
Risk and Conduct and Principles	<p>Performance outcomes are subject to the following gateways and modifiers:</p> <ul style="list-style-type: none"> Compliance gateways: all Executives must meet core compliance expectations to be eligible for a STVR outcome, including adherence to the Code of Conduct and completion of mandatory training requirements. Principles: the Board has discretion to adjust the Group CEO and Executive STVR outcomes on the basis of an assessment of behaviours aligned with our Group principles, where appropriate. Risk and conduct: the Board has discretion, where appropriate, to adjust the Group CEO and Executive STVR outcomes based on individual risk performance and conduct, including where informed by recommendations from the Risk & Conduct Forum in relation to risk and conduct matters. The Risk and Conduct modifier also includes consideration of the senior risk matter outcomes that may warrant an adjustment to the Risk and Conduct assessment. 									
Calculation of Awards	<p>STVR awards for all Executives are calculated as follows:</p> $\text{TFR} \times \text{Target STVR opportunity \%} \times \text{Performance result \%} \times \text{Risk \& conduct modifier (if applicable)} = \text{Value of adjusted STVR award}$									
Deferral ⁴	The STVR award is assessed and awarded at the end of the 12-month performance period. To balance the additional deferral period introduced with the LTVR Deferred component from 2025 (see below), the STVR is no longer subject to further deferral.									

3 For the Group CEO, 2025 target STVR is 59.5% of TFR and maximum STVR is 74.38% of TFR (125% of target STVR).

4 The Group CEO is an exception to this. As detailed in the Explanatory Notes to the 2024 Notice of Annual General Meeting approved by shareholders, 50% of the STVR outcome is deferred until the end of the 2026 financial year.

5.5 Long-term variable reward

The table below outlines key features of the 2025 LTVR for Executive KMP (excluding the Group CEO).

In 2025, the Group CEO received an allocation of performance rights under the LTVR structure of the 2024 Executive Incentive Plan (EIP) as approved by shareholders at the 2024 Annual General Meeting, summarised in Section 4.

Refer to Section 9.3 for the treatment of LTVR on cessation of employment.

Features	LTVR Fixed	LTVR Deferred															
Purpose	Varies remuneration outcomes in line with longer term performance achievement, with a focus on relative shareholder returns to support sustainable shareholder value over time.																
Participants	Executive KMP (excluding the Group CEO)																
Instrument	Performance rights – each right entitles the participant to receive one IFL share (or cash equivalent at the Board's discretion), subject to vesting conditions.																
Opportunity	<p>This component is a fixed opportunity as a percentage of TFR:</p> <table border="1"> <thead> <tr> <th>Role</th> <th>Opportunity</th> </tr> </thead> <tbody> <tr> <td>Functional CEOs</td> <td>20% of TFR</td> </tr> <tr> <td>Other Executive KMP</td> <td>40% of TFR</td> </tr> </tbody> </table>	Role	Opportunity	Functional CEOs	20% of TFR	Other Executive KMP	40% of TFR	<p>LTVR Deferred is granted at target opportunity, subject to adjustment based on the STVR outcome as detailed below (down to zero or up to the maximum opportunity):</p> <table border="1"> <thead> <tr> <th>Role</th> <th>Target opportunity</th> <th>Maximum opportunity</th> </tr> </thead> <tbody> <tr> <td>Functional CEOs</td> <td>105% of TFR</td> <td>142.5% of TFR</td> </tr> <tr> <td>Other Executive KMP</td> <td>60% of TFR</td> <td>76.7% of TFR</td> </tr> </tbody> </table>	Role	Target opportunity	Maximum opportunity	Functional CEOs	105% of TFR	142.5% of TFR	Other Executive KMP	60% of TFR	76.7% of TFR
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Role	Target opportunity	Maximum opportunity															
Functional CEOs	105% of TFR	142.5% of TFR															
Other Executive KMP	60% of TFR	76.7% of TFR															
Performance period	Three years from 1 July 2024 to 30 June 2027.																
Performance measures/weightings	<ul style="list-style-type: none"> 70% subject to relative Total Shareholder Return (rTSR) performance 30% subject to Reputational performance. 																
Restricted period	<p>Not applicable. Any vested LTVR Fixed performance rights are exercised and converted to IFL shares following assessment of the performance hurdles at the end of the performance period.</p>	<p>LTVR Deferred performance rights that vest after assessment of performance hurdles are subject to a further restricted period as follows:</p> <p>Functional CEOs: 33.3% restricted until each of 30 June 2028, 30 June 2029, and 30 June 2030.</p> <p>Other Executives: 50% restricted until each of 30 June 2028 and 30 June 2029.</p> <p>After the restricted period, the vested performance rights are exercised and converted to IFL shares.</p>															
Face value allocation approach	<p>Number of LTVR Fixed performance rights:</p> $\text{TFR} \times \text{LTVR Fixed opportunity \%} + \text{Share price (face value allocation)}$	<p>Number of LTVR Deferred performance rights:</p> $\text{TFR} \times \text{LTVR Deferred opportunity \%} + \text{Share price (face value allocation)}$															
	<p>The share price used was the volume weighted average closing price of IFL's ordinary shares over the 20 trading days up to and including 30 June 2024 (\$2.21).</p>																

Remuneration report (cont'd)

Features	LTVR Fixed	LTVR Deferred																				
Adjustment based on STVR outcome	<p>Following assessment of STVR outcomes at the end of year 1, the LTVR Deferred portion is adjusted to ensure that LTVR Deferred is 40% (60% for Functional CEO roles) of total variable remuneration to align with regulatory deferral requirements:</p> <ul style="list-style-type: none"> Where the STVR outcome is below target, the relevant portion of LTVR Deferred performance rights lapses. Where the STVR outcome exceeds target, an additional relevant portion of LTVR Deferred performance rights is granted. <p>The following formula is used to calculate the final number of LTVR Deferred performance rights in accordance with the above.</p> $ \text{TFR} \times \left(\text{STVR actual outcome (as \% of TFR)} + \text{LTVR Fixed (as \% of TFR)} \right) \times \left(\begin{matrix} 40\%/60\% \\ \text{(or 60\%/40\% for CEOs)} \end{matrix} \right) + \text{Share price (as above)} = \text{Adjusted number of LTVR Deferred rights} $ <p>Worked example</p> <p>The following example shows how this works in practice. Please note these numbers are purely for illustrative purposes only.</p> <p>The example assumes a TFR of \$700,000 for a Functional CEO role. At the end of the year 1, the executive achieved an overall STVR outcome of 65% of TFR (above target). Using the above formula, the LTVR Deferred component is increased from 105% to 127.5% of TFR (below the maximum opportunity of 142.5% of TFR) to remain at 60% of total variable remuneration for the performance year. An additional number of performance rights is granted to the executive as a result.</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th></th> <th>Target opportunity</th> <th>Maximum opportunity</th> <th>Actual assessed outcome</th> </tr> </thead> <tbody> <tr> <td>STVR</td> <td>\$350,000 (50%)</td> <td>\$525,000 (75%)</td> <td>\$455,000 (65%)</td> </tr> <tr> <td>LTVR Fixed</td> <td>\$140,000 (20%)</td> <td>\$140,000 (20%)</td> <td>\$140,000 (20%)</td> </tr> <tr> <td>LTVR Deferred</td> <td>\$735,000 (105.0%)</td> <td>\$997,500 (142.5%)</td> <td>\$892,500 (127.5%)</td> </tr> <tr> <td>Total</td> <td>\$1,225,000 (175.0%)</td> <td>\$1,662,500 (237.5%)</td> <td>\$1,487,500 (212.5%)</td> </tr> </tbody> </table>			Target opportunity	Maximum opportunity	Actual assessed outcome	STVR	\$350,000 (50%)	\$525,000 (75%)	\$455,000 (65%)	LTVR Fixed	\$140,000 (20%)	\$140,000 (20%)	\$140,000 (20%)	LTVR Deferred	\$735,000 (105.0%)	\$997,500 (142.5%)	\$892,500 (127.5%)	Total	\$1,225,000 (175.0%)	\$1,662,500 (237.5%)	\$1,487,500 (212.5%)
	Target opportunity	Maximum opportunity	Actual assessed outcome																			
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Total	\$1,225,000 (175.0%)	\$1,662,500 (237.5%)	\$1,487,500 (212.5%)																			
Dividend equivalents	<p>LTVR Fixed performance rights are not eligible for a dividend equivalent payment.</p> <p>No dividends are paid throughout the performance period. A dividend equivalent payment is paid (in the form of IFL shares or cash at the Board's discretion) for any vested LTVR Deferred performance rights held during the restricted period (i.e. between vesting and exercise).</p>																					
Board discretion and adjustments	<p>The Board has absolute discretion to cancel, reduce, suspend, forfeit, or clawback some or all variable remuneration, subject to compliance with the law.</p> <p>Malus</p> <ul style="list-style-type: none"> The Board may adjust variable remuneration in cases of misconduct, risk management failings, regulatory breaches, or underperformance. Adjustments may be applied at an individual, business unit, or company-wide level. The Board may extend the deferral period of variable remuneration on the basis of a participant's failure to meet threshold measures of conduct or compliance with regulatory standards. <p>Clawback</p> <ul style="list-style-type: none"> The Board has discretion to claw back variable remuneration for at least two years from the date of payment or vesting. Applies to participants classified as Senior Managers, Executive Directors, or Highly-Paid Material Risk-Takers under CPS 511. If clawback is applied, participants may be required to repay amounts determined by the Board or forfeit some or all of their variable remuneration. 																					

The table below provides more detail on the LTVR performance measures.

Performance measure	Approach										
Relative TSR (70% of target) <ul style="list-style-type: none"> rTSR provides a robust and easily quantifiable performance measure with strong alignment to shareholder value. TSR measures share price movement, dividends paid and any return of capital over a specific period. rTSR compares the ranking of IFL's TSR over the performance period with the TSR of other companies in a peer group. 	<p>From 2025 onwards, both LTVR Fixed and LTVR Deferred performance rights are tested after three years. The LTVR Deferred component is subject to an additional restricted period as detailed above.</p> <table border="1"> <thead> <tr> <th>Peer group ranking</th> <th>Proportion of performance rights vesting</th> </tr> </thead> <tbody> <tr> <td>At the 75th percentile or higher</td> <td>100%</td> </tr> <tr> <td>Between the median and 75th percentile</td> <td>Pro rata vesting from 50% to 100%</td> </tr> <tr> <td>At the median</td> <td>50%</td> </tr> <tr> <td>Below the median</td> <td>0%</td> </tr> </tbody> </table> <p>Calculation of results</p> <p>Each company in the peer group will be given a percentile ranking based on the growth in its TSR over the three year performance period.</p> <p>TSR outcomes are calculated by an external provider. TSR is relative to a general ASX peer group. TSR is measured against companies that comprise the ASX200 by market capitalisation at the beginning of the performance period, excluding mining and resources companies. This cross-industry peer group has been chosen as it represents the typical portfolio of companies in which IFL's shareholders invest, and so provides relevant benchmarks for measuring IFL's TSR.</p>	Peer group ranking	Proportion of performance rights vesting	At the 75th percentile or higher	100%	Between the median and 75th percentile	Pro rata vesting from 50% to 100%	At the median	50%	Below the median	0%
	Peer group ranking	Proportion of performance rights vesting									
	At the 75th percentile or higher	100%									
	Between the median and 75th percentile	Pro rata vesting from 50% to 100%									
	At the median	50%									
Below the median	0%										
Reputational (30% of target) <p>The Board considers MLC reputation to be an appropriate non-financial measure as part of the organisational strategy.</p>	<p>The Reputational component represents the non-financial element of the LTVR. Given the change in brand strategy to focus on MLC as our primary consumer brand, the Reputational component of the LTVR reflects this change to adopt the tracking of the MLC brand. MLC reputation will be measured using data from RepTrak. The final Reputational Score will be calculated using the average of the quarterly scores of the last 12 months of the performance period, compared to baseline score at the commencement of the performance period of 68.4%.</p> <table border="1"> <thead> <tr> <th>Reputational Score</th> <th>Proportion of performance rights vesting</th> </tr> </thead> <tbody> <tr> <td>Reputational Score of 74%</td> <td>100%</td> </tr> <tr> <td>Reputational Score between 70% and 74%</td> <td>Pro rata vesting from 50% to 100%</td> </tr> <tr> <td>Reputational Score of 70%</td> <td>50%</td> </tr> <tr> <td>Reputational Score below 70%</td> <td>0%</td> </tr> </tbody> </table> <p>Updates to the Reputational hurdle are being considered for the 2026 LTVR, with a proposed shift to a relative measure that compares reputational scores against a suitable peer group.</p>	Reputational Score	Proportion of performance rights vesting	Reputational Score of 74%	100%	Reputational Score between 70% and 74%	Pro rata vesting from 50% to 100%	Reputational Score of 70%	50%	Reputational Score below 70%	0%
	Reputational Score	Proportion of performance rights vesting									
	Reputational Score of 74%	100%									
	Reputational Score between 70% and 74%	Pro rata vesting from 50% to 100%									
	Reputational Score of 70%	50%									
Reputational Score below 70%	0%										

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Remuneration report (cont'd)

6. 2025 Executive remuneration outcomes and alignment to performance

6.1 Group performance

One of IFL's guiding remuneration principles is to deliver on shareholder value through short-term performance that builds into long-term performance. In considering the Group's financial performance and impacts on shareholder wealth for determination of LTVR and STVR outcomes, the GPRC has regard to the following financial metrics in respect of the current financial year and the previous four financial years. The table below shows IFL's five-year performance across a range of metrics and corresponding variable reward outcomes.

	2025	2024	2023	2022	2021
Profitability measures					
Profit/(Loss) attributable to the shareholders of Insignia Financial Ltd (\$m)	16.1	(185.3)	51.4	36.8	(142.6)
Basic EPS (cents per share)	2.4	(27.9)	7.9	5.7	(24.2)
UNPAT (\$m) ⁽¹⁾	254.8	216.6	194.9	234.5	147.8
UNPAT EPS (cents per share)	38.1	32.6	29.7	36.1	25.1
Share information					
Share price at start of year	\$2.29	\$2.82	\$2.69	\$4.27	\$4.92
Share price at end of year	\$3.63	\$2.29	\$2.82	\$2.69	\$4.27
Change in share price	\$1.34	(\$0.53)	\$0.13	(\$1.58)	(\$0.65)
Dividends per share (cents per share)	-	9.3	19.8	23.6	23.0
Ratios					
Return on equity (statutory measure) ⁽²⁾	0.78%	(8.47%)	2.17%	1.50%	(5.74%)
Return on equity (non-statutory measure) ⁽²⁾	12.40%	9.90%	8.24%	9.52%	5.96%
Total shareholder return	58.52%	(15.50%)	12.19%	(31.50%)	(8.50%)
Remuneration outcomes					
Total STVR paid to KMP (\$000s) ⁽³⁾	3,336	2,263	342	426	434
Long-term incentive rTSR outcome (% vested) ⁽⁴⁾	0%	0%	n/a	0%	0%

(1) UNPAT is reconciled to profit/loss for the year in the *Operating and Financial Review* section of the *Directors' Report*.









(2) Return on equity is calculated by dividing profit/loss (statutory) and UNPAT (non-statutory) attributable to the shareholders of Insignia Financial Ltd by average equity attributable to the shareholders during the year.

(3) All executive KMP were eligible for STVR from 2024 onwards under the Executive Incentive Plan. Prior to 2024, only the Chief Asset Management Officer was eligible for STVR under the previous Executive Equity Plan. STVR does not include any commencement incentive.

(4) Relating to the long-term incentive grant where the performance period ends in the relevant financial year. There is no long-term incentive with a performance period that ended in 2023 due to previous changes to the executive remuneration framework that extended the performance period.

6.2 STVR performance outcomes

The Board-approved 2025 STVR scorecard places a significant weighting on enterprise shared goals to align Executive focus and effort, balancing financial and non-financial measures. The Group CEO's 2025 STVR scorecard is weighted 70% to enterprise shared goals and 30% to individual goals, while other Executive KMP have a 60/40 split. Enterprise shared goals comprise eight key measures critical to the Group strategy, shared by the Executive team. Individual goals reflect role-specific responsibilities and are weighted towards non-financial measures. The measures are designed to create both immediate and long-term value in line with our Group strategy and risk management framework. The table below summarises the 2025 STVR outcomes for the Group CEO. For 2025, all Executives met their business unit specific operating expenses gateway.

	Performance measure	Commentary	Weight (%)	Scorecard result	Weighted outcome (%)
Financial	Net funds flow	Net funds flow of \$1.6b exceeded target as it continues to benefit from solid momentum in the MLC Expand and Master Trust businesses.	7	 Exceeded	8.75
	Operating expenses	Base operating expenses of \$939.3m achieved target as a result of effective cost management.	7	 Achieved	7
	UNPAT	UNPAT of \$254.8m achieved target with performance driven by favourable average Funds Under Management and Administration (FUMA) reflecting market growth, and effective cost management.	14	 Achieved	14
Non-Financial	Rectification action plan	100% of RAP milestones achieved by the closure date, including completion of deliverables within APRA agreed timeframes.	10.5	 Achieved	10.5
	Master Trust simplification	Delivery of Master Trust technology and operations strategy and roadmap exceeded on time, budget and quality metrics.	7	 Exceeded	8.75
	Separation	Final separation of MLC fully occurred before 31 May, with all program targets achieved ahead of schedule and delivered under budget.	10.5	 Exceeded	13.13
	Customer metrics	NPS and MySuper performance results either exceeded or achieved the customer metric target across different business lines.	7	 Exceeded	8.05
	People engagement	Employee engagement increased from 52% to 65%, reflecting a notable uplift in engagement across the remaining core workforce post SS&C transition.	7	 Exceeded	7.7
Total enterprise shared goals outcome			70		77.88
Individual goals outcome			30		37.5
Overall outcome ⁽¹⁾			125% of target opportunity 100% of maximum opportunity		

(1) The overall outcome has been subject to a principles overlay multiplier of 110% to reflect the Group CEO's role modelling of behavioural principles.

Remuneration report (cont'd)

The following table provides the 2025 performance year STVR outcomes for Executive KMP for the period they were KMP. M Oliver and C Weldon were not eligible for a 2025 STVR outcome.

Name	STVR target \$	STVR maximum \$	STVR outcome ⁽¹⁾ \$	STVR actual as a % of STVR target %	STVR actual as a % of STVR maximum %
Current Executive KMP					
S Hartley	821,837	1,027,296	1,027,296	125.0	100.0
D Chalmers	440,313	660,470	598,166	135.9	90.6
R Howie ⁽²⁾	212,164	318,247	272,631	128.5	85.7
E McCarthy ⁽³⁾	300,068	450,103	374,636	124.9	83.2
G Mulcahy	417,457	626,186	463,377	111.0	74.0
J Sommer ⁽⁴⁾	311,137	466,705	431,236	138.6	92.4
D Woodall ⁽²⁾	232,055	348,082	283,339	122.1	81.4
Former Executive KMP					
F Lombardo ⁽⁵⁾	22,563	33,845	20,532	91.0	60.7

(1) STVR outcome will be paid in cash in September 2025, except for the following: (a) 50% of the Group CEO's outcome is subject to a 1 year deferral;

(b) \$135,619 of Mr Woodall's outcome will be deferred into restricted rights as described in Sections 5.2 and 9.1.

(2) Appointed as KMP 1 November 2024.

(3) Appointed as KMP 29 July 2024.

(4) Appointed as KMP 27 July 2024.

(5) Ceased KMP responsibilities 26 July 2024.

6.3 LTVR outcomes

The performance rights granted under the 2022 Executive Equity Plan (EEP) reached the end of the four-year performance period on 30 June 2025 in relation to the relative Total Shareholder Return component. The rTSR component comprises 40% of the performance hurdles and is subject to progressive vesting over a scale between 50% and 100% based on IFL's TSR percentile ranking (between 50th and 75th) among the ASX 200 comparator group over the performance period.

The remaining 60% of the hurdles were based on annual financial and non-financial performance which was assessed after the end of the first year of the performance period (1 July 2021 to 30 June 2022), and outcomes were disclosed in IFL's 2022 Remuneration Report.

The 2022 EEP also includes a risk modifier to ensure each participant has met risk and compliance expectations. This modifier enables downward adjustment of remuneration outcomes if these measures are not adequately achieved. As part of the assessment of the 2022 EEP, this modifier was not applied to reduce any outcomes.

The following table shows the outcome of the rTSR hurdle for the 2022 EEP.

Performance condition	Performance period	Performance outcome
Relative TSR	1 July 2021 – 30 June 2025	0% (based on 43.3% percentile ranking)

6.4 Remuneration received by Executive KMP

The remuneration outcomes table below provides a summary of the remuneration that was received by Executives in their KMP roles. This voluntary non-statutory disclosure differs from the statutory remuneration table in Section 8. In previous years, this table presented the value of equity and deferred incentive awards granted during the year. From 2025 onwards, this approach has been revised to better reflect actual remuneration outcomes. The table now discloses the value of incentives and equity awards that vested during the year, providing a clearer view of remuneration actually received by Executives in the reporting period. This change aligns with evolving market practice and enhances transparency by focusing on take-home pay and realised reward outcomes. Prior period comparative figures have been restated to align with current period presentation. For clarity, the significant difference in totals between the 2025 and 2024 STVR amounts is due to the number of new appointments to the executive team in 2025.

Name	TFR ⁽¹⁾		STVR ⁽²⁾		LTVR ⁽³⁾		One-off awards ⁽⁴⁾		Total value of remuneration	
	2025 \$	2024 \$	2025 \$	2024 \$	2025 \$	2024 \$	2025 \$	2024 \$	2025 \$	2024 \$
Group CEO and Executive Director										
S Hartley	1,402,422	426,171	1,027,296	193,449	-	-	-	-	2,429,718	619,620
Other current Executive KMP										
D Chalmers	904,912	862,182	598,166	297,713	322,747	164,603	-	-	1,825,825	1,324,498
R Howie ⁽⁵⁾	427,881	-	272,631	-	-	-	250,000	-	950,512	-
E McCarthy ⁽⁶⁾	606,215	-	374,636	-	-	-	-	-	980,851	-
G Mulcahy	810,929	791,277	463,377	282,398	191,410	-	-	-	1,465,716	1,073,675
J Sommer ⁽⁷⁾	705,014	-	431,236	-	-	-	-	-	1,136,250	-
D Woodall ⁽⁵⁾⁽⁸⁾	466,416	-	147,720	-	-	-	63,000	-	677,136	-
Former Executive KMP										
F Lombardo ⁽⁹⁾	61,154	791,131	20,532	178,736	230,864	113,028	915,802	-	1,228,352	1,082,895
M Oliver ⁽¹⁰⁾	59,758	721,162	-	162,422	178,727	68,586	762,760	-	1,001,245	952,170
C Weldon ⁽¹⁰⁾	47,571	382,192	-	129,511	131,998	48,010	678,629	-	858,198	559,713
Total	5,492,272	3,974,115	3,335,594	1,244,229	1,055,746	394,227	2,670,191	-	12,553,803	5,612,571

(1) TFR includes base salary, non-monetary benefits (excluding net annual leave and long service leave accrual) and superannuation.

(2) Includes realised STVR outcomes in relation to the current financial year and prior years.

(3) Represents the value of performance rights that vest in the relevant year, calculated using the share price at the end of the relevant vesting period.

(4) Relates to commencement incentives that vested during the year, and termination payments in respect of statutory entitlements and in recognition of contributions to the Group.

(5) Appointed as KMP 1 November 2024. Ms Howie and Mr Woodall received deferred cash commencement incentives to compensate for incentive entitlements forfeited on leaving their previous employers. Refer to Section 3.2 for details.

(6) Appointed as KMP 29 July 2024.

(7) Appointed as KMP 27 July 2024.

(8) STVR amount in this table reflects Mr Woodall's take-home pay. A portion of Mr Woodall's STVR outcome has been deferred as discussed in Section 6.2.

(9) Ceased KMP responsibilities 26 July 2024 and ceased employment 7 Feb 2025. STVR has been prorated for the KMP period.

(10) Ceased KMP responsibilities 26 July 2024.

Remuneration report (cont'd)

7. Non-Executive Director remuneration

In setting appropriate NED remuneration, the Board considers general industry practice, best principles of corporate governance, the responsibilities and risks attached to the NED role, the time commitment expected of NEDs on Group and Company matters and fees paid to NEDs of comparable companies.

In order to ensure NED independence and impartiality, fees are not linked to Company performance and NEDs are not eligible to participate in any of the Group's variable reward arrangements.

No changes were made to fees payable for NEDs in 2025.

NED Board, Committee and subsidiary fee structure

Elements	2025 fees per annum	\$	\$
NED Board, Committee and subsidiary board fee Structure	Group Board fee⁽¹⁾	Chair fee	Board member fee
	Insignia Financial Ltd board	390,000	165,000
	Committees fee	Chair fee	Committee fee
	Audit	31,050	15,550
	Risk & Compliance	31,050	15,550
	Remuneration	20,700	10,350
	Nominations	15,530	5,175
	Subsidiary Boards		
Subsidiary Board member fee (one or more)	-	36,230	
Post-employment benefits	Superannuation contributions are made at a rate of 11.5% (up to the government's prescribed maximum contributions limit) and are included in the NED fee.		

(1) The Chair of the Insignia Financial Ltd Board is not entitled to committee fees.

The current aggregate fee pool for NEDs of \$1.75 million was approved by shareholders at the 2021 Annual General Meeting. The annual total of NEDs' fees, including superannuation contributions, is within this agreed limit.

NED	Subsidiary Board appointments
A Bloore	No subsidiary Board appointments.
E Flynn	Ms Flynn was a director of Australian Wealth Management Limited, MLC Wealth Limited and IOOF Life Pty Ltd. Ms Flynn resigned from these boards 21 November 2024. Ms Flynn was also a director of IOOF Group Pty Ltd to 21 August 2024.
A Griffiths	Mr Griffiths is Chair of Australian Wealth Management Limited, OnePath Investment Holdings Pty Limited and MLC Wealth Limited, and was a director of IOOF Life Pty Ltd (to 2 July 2025) and IOOF Group Pty Ltd (to 21 August 2024).
J Hampshire	Ms Hampshire is Chair of MLC Asset Management Services Limited from 26 November 2024.
G McGrath	Ms McGrath is a director of Australian Wealth Management Limited, MLC Wealth Limited and OnePath Investment Holdings Pty Limited. Ms McGrath was appointed in these positions from 21 November 2024.
J Selak	Mr Selak is a director of OnePath Funds Management Limited, IOOF Investment Services Ltd, IOOF Group Pty Ltd (to 21 August 2024), MLC Investments Limited, Navigator Australia Limited and MLC Asset Management Services Limited.
M Somerville	Ms Somerville is a director of OnePath Investment Holdings Pty Limited, OnePath Funds Management Limited and IFL Internal Audit Pty Ltd.

2025 statutory remuneration – NEDs

		Short-term benefits ⁽¹⁾		Post-employment benefits	Total
		Director fees ⁽²⁾	Non-monetary benefits ⁽³⁾	Superannuation	
		\$	\$	\$	\$
A Griffiths	2025	361,451	18,619	30,049	410,119
	2024	362,445	7,090	27,448	396,983
A Bloore	2025	200,287	–	20,665	220,952
	2024	199,963	943	21,911	222,817
E Flynn ⁽⁴⁾	2025	97,171	783	11,118	109,072
	2024	264,531	–	727	265,258
J Hampshire	2025	209,886	–	24,162	234,048
	2024	31,515	–	3,485	35,000
G McGrath	2025	218,697	–	25,177	243,874
	2024	62,313	–	6,873	69,186
J Selak	2025	232,440	–	26,757	259,197
	2024	232,546	–	25,569	258,115
M Somerville	2025	237,077	–	27,311	264,388
	2024	237,257	–	25,607	262,864
Total	2025	1,557,009	19,402	165,239	1,741,650
	2024	1,390,570	8,033	111,620	1,510,223

(1) Short-term benefits include mandated superannuation guarantee contributions in line with the superannuation opt out rules.

(2) Director fees include Board and committee fees. Director fees are paid in cash.

(3) Non-monetary benefits include benefits funded by the Group and related fringe benefits tax, typically car parking.

(4) Ceased as NED 21 November 2024.

Equity holdings of NEDs

The number of IFL shares held (directly and nominally) by each NED or their related parties are set out below. No performance rights are granted to NEDs or their related parties.

Name	Opening balance	Changes during the year	Closing balance	Balance as at report sign-off date
Chairperson				
A Griffiths	100,000	100,000	200,000	200,000
NEDs				
A Bloore	37,230	21,231	58,461	58,461
E Flynn ⁽¹⁾	49,021	–	49,021	n/a
J Hampshire	–	40,000	40,000	40,000
G McGrath	–	17,500	17,500	17,500
J Selak	155,314	–	155,314	155,314
M Somerville	10,840	21,277	32,117	32,117

(1) Ceased as NED 21 November 2024. Closing balance represents final director's interest as at 21 November 2024.

Terms of appointment

All NEDs have letters of appointment detailing the terms under which they are engaged. The term of appointment for each is open-ended, subject to the provisions of the *Corporations Act 2001* and Insignia Financial's Constitution.

Under the Constitution, one-third of Directors must retire from office each year and may seek re-election by shareholders at the Annual General Meeting of Insignia Financial.

Remuneration report (cont'd)

8. Key Management Personnel remuneration – additional statutory disclosure

The following table sets out the remuneration received by KMP for the year ended 30 June 2025. The share-based payments shown below are not amounts actually received by KMP during the year, as in accordance with accounting standards, they include accounting values for unvested share awards.

		Short-term benefits ⁽¹⁾				Post employment	Long-term benefits ⁽²⁾		Termination benefits	Total	Component as a % of total remuneration	
		Salary	Bonus – cash ⁽³⁾		Non-monetary ⁽¹⁾	Superannuation	Share based payments ⁽²⁾	Other long-term benefits			A*	B*
		A*	A* ⁽⁴⁾	B*	A*	A*	B*	A*	A*	A*	B*	
		\$	\$	\$	\$	\$	\$	\$	\$	\$	%	%
Group CEO and Executive Director												
S Hartley	2025	1,332,271	-	1,027,296	(18,111)	30,049	826,540	22,932	-	3,220,977	42	58
	2024	412,739	-	193,449	-	13,432	-	-	-	619,620	69	31
Other current Executive KMP												
D Chalmers	2025	853,965	-	598,166	10,201	30,625	632,765	14,621	-	2,140,343	42	58
	2024	831,802	-	297,713	2,981	27,399	280,801	-	-	1,440,696	60	40
R Howie ⁽⁵⁾	2025	403,582	289,184	272,631	4,869	23,141	185,640	7,045	-	1,186,092	61	39
E McCarthy ⁽⁶⁾	2025	574,754	-	374,636	9,473	30,625	328,194	9,964	-	1,327,646	47	53
G Mulcahy ⁽⁷⁾	2025	807,919	-	463,377	(13,881)	-	522,417	13,862	-	1,793,694	45	55
	2024	787,621	-	282,398	3,657	-	132,470	-	-	1,206,146	66	34
J Sommer ⁽⁸⁾	2025	672,907	-	431,236	13,526	30,049	272,240	10,331	-	1,430,289	51	49
D Woodall ⁽⁵⁾	2025	443,274	172,892	147,720	21,939	23,141	253,806	7,706	-	1,070,478	62	38
Former Executive KMP												
F Lombardo ⁽⁹⁾	2025	58,611	-	20,532	(4,250)	2,302	37,737	7,204	915,802	1,037,938	94	6
	2024	760,702	-	178,736	2,981	27,448	173,518	-	-	1,143,385	69	31
M Oliver ⁽⁹⁾	2025	53,051	-	-	8,596	2,302	(10,064)	6,546	762,760	823,191	101	(1)
	2024	688,767	-	162,422	4,947	27,448	196,635	-	-	1,080,219	67	33
C Weldon ⁽⁹⁾	2025	43,851	-	-	4,911	2,302	(8,484)	5,458	678,629	726,667	101	(1)
	2024	363,333	-	129,511	896	17,963	23,437	-	-	535,140	71	29
Total	2025	5,244,185	462,076	3,335,594	37,273	174,536	3,040,791	105,669	2,357,191	14,757,315	57	43
	2024	3,844,964	-	1,244,229	15,462	113,690	806,861	-	-	6,025,206	66	34

* A: Non-performance based benefits. B: Performance based benefits.

(1) Non-monetary benefits include net annual leave accrual and benefits funded by the Group and related fringe benefits tax, typically car parking. When leave taken during the year exceeds the leave accrued, amount may be shown as negative.

(2) Share-based payments include accruals in relation to performance rights granted to Executive KMP. The value of the number of rights expected to vest has been apportioned over the period from grant date to vesting date, in accordance with the accounting standards. Any negative balance is due to the cancellation of performance rights upon termination of employment.

(3) Incentive amounts represent cash accruals. As payment of the variable component is at the discretion of the Board, the minimum value is nil and the maximum is the total amount paid.

(4) Amounts represent commencement incentives.

(5) Appointed as KMP 1 November 2024.

(6) Appointed as KMP 29 July 2024.

(7) No superannuation was paid in respect of G Mulcahy as they are a member of a defined benefit plan which is in a payment holiday.

(8) Appointed as KMP 27 July 2024.

(9) Ceased KMP responsibilities 26 July 2024.

9. Other information

9.1 Current year movement of shares granted as part of long-term variable reward

The table below sets out details of deferred shares and rights that were granted to KMP during 2025 or in prior years and that then vested, were exercised/sold or which lapsed/were forfeited during 2025. This table also includes the additional rights in relation to 2025 that will be granted to Executive KMP after the date of this report.

Name	Plan ⁽¹⁾	Grant date	Vesting date	Fair value per right at grant date	Opening balance at 1 July 2024	Granted	Exercised/ Vested	Forfeited/ Lapsed	Closing balance at 30 June 2025
Group CEO and Executive Director									
S Hartley ⁽²⁾	2025 LTVR	30 December 2024	30 June 2027	\$2.91	–	639,779	–	–	639,779
	2024 EIP	30 December 2024	30 June 2027	\$2.51	–	164,706	–	–	164,706
Other current Executive KMP									
D Chalmers	2025 LTVR ⁽⁷⁾		30 June 2027		–	47,555	–	–	47,555
	2025 LTVR	30 December 2024	30 June 2027	\$2.91	–	397,952	–	–	397,952
	2024 EIP	13 December 2023	30 June 2027	\$0.99	135,601	–	–	–	135,601
	2023 EEP	14 December 2022	30 June 2026	\$2.45	195,024	–	–	–	195,024
	2022 EEP	4 March 2022	30 June 2025	\$2.72	146,478	–	(88,911)	(57,567)	–
R Howie ⁽³⁾	2025 LTVR ⁽⁷⁾		30 June 2027		–	18,217	–	–	18,217
	2025 LTVR	30 December 2024	30 June 2027	\$2.91	–	191,752	–	–	191,752
E McCarthy ⁽⁴⁾	2025 LTVR ⁽⁷⁾		30 June 2027		–	50,545	–	–	50,545
	2025 LTVR	30 December 2024	30 June 2027	\$2.91	–	338,999	–	–	338,999
G Mulcahy	2025 LTVR ⁽⁷⁾		30 June 2027		–	13,834	–	–	13,834
	2025 LTVR	30 December 2024	30 June 2027	\$2.91	–	377,295	–	–	377,295
	2024 EIP	13 December 2023	30 June 2027	\$0.99	128,626	–	–	–	128,626
	2023 EEP	14 December 2022	30 June 2026	\$2.45	112,476	–	–	–	112,476
	2022 EEP	4 March 2022	30 June 2025	\$2.72	88,310	–	(52,730)	(35,580)	–
J Sommer ⁽⁵⁾	2025 LTVR ⁽⁷⁾		30 June 2027		–	36,715	–	–	36,715
	2025 LTVR	30 December 2024	30 June 2027	\$2.91	–	285,350	–	–	285,350
D Woodall ⁽³⁾	2025 LTVR ⁽⁷⁾		30 June 2027		–	78,648	–	–	78,648
	2025 LTVR	30 December 2024	30 June 2027	\$2.91	–	262,162	–	–	262,162
	2025 Restricted rights ⁽⁸⁾		Varies		–	38,427	–	–	38,427
F Lombardo ⁽⁶⁾	2025 LTVR	30 December 2024	30 June 2027	\$2.91	–	130,590	–	(130,590)	–
	2024 EIP	13 December 2023	30 June 2027	\$0.99	124,376	–	–	(74,319)	50,057
	2023 EEP	14 December 2022	30 June 2026	\$2.45	137,235	–	–	(47,718)	89,517
	2022 EEP	4 March 2022	30 June 2025	\$2.72	116,146	–	(63,599)	(52,547)	–
M Oliver ⁽⁶⁾	2024 EIP	13 December 2023	30 June 2027	\$0.99	113,024	–	–	(75,195)	37,829
	2023 EEP	14 December 2022	30 June 2026	\$2.45	153,149	–	–	(63,628)	89,521
	2022 EEP	4 March 2022	30 June 2025	\$2.72	95,021	–	(49,236)	(45,785)	–
C Weldon ⁽⁶⁾	2024 EIP	13 December 2023	30 June 2027	\$0.99	94,694	–	–	(62,999)	31,695
	2023 EEP	14 December 2022	30 June 2026	\$2.45	115,218	–	–	(47,869)	67,349
	2022 EEP	4 March 2022	30 June 2025	\$2.72	71,801	–	(36,363)	(35,438)	–

(1) Correlates to 'executive' plans in Note 29 *Share-based payments*.

(2) Approved at the Annual General Meeting dated 21 November 2024.

(3) Appointed as KMP 1 November 2024.

(4) Appointed as KMP 29 July 2024.

(5) Appointed as KMP 27 July 2024.

(6) Ceased KMP responsibilities 26 July 2024.

(7) Represent additional number of rights that will be granted to Executive KMP under the LTVR Deferred component as described in Section 5.2.

The "Grant date" and "Fair value per right at grant date" columns are blank as these details are unknown until the rights are granted.

(8) As noted in Section 5.2, a portion of Mr Woodall's STVR outcome will be deferred into restricted rights to satisfy regulatory deferral requirements.

The number of rights to be granted is calculated based on the 20-day VWAP on 30 June 2025, being \$3.53. 12,809 rights will vest on each of 30 June 2028, 30 June 2029 and 30 June 2030 subject to continued employment, adherence to risk and conduct standards, and malus provisions. The "Grant date" and "Fair value per right at grant date" columns are blank as these details are unknown until the rights are granted.

Remuneration report (cont'd)

9.2 Executive KMP equity holdings

The relevant interest of KMP and related parties in the shares issued by IFL is as follows.

Ordinary shares ⁽¹⁾		Opening balance ⁽²⁾	Received on vesting of performance rights during the year ⁽³⁾	Net other change	Closing balance ⁽²⁾
		No.	No.	No.	No.
Group CEO and Executive Director					
S Hartley ⁽⁴⁾	2025	-	-	53,018	53,018
Other current Executive KMP					
D Chalmers ⁽⁴⁾	2025	-	71,879	-	71,879
	2024	-	-	-	-
R Howie ⁽⁴⁾⁽⁵⁾	2025	-	-	9,995	9,995
E McCarthy ⁽⁶⁾	2025	-	-	-	-
G Mulcahy	2025	-	-	-	-
J Sommer ⁽⁷⁾	2025	-	-	-	-
D Woodall ⁽⁵⁾	2025	-	-	-	-
Former Executive KMP					
F Lombardo ⁽⁴⁾⁽⁸⁾	2025	144,576	49,357	-	193,933
	2024	144,576	-	-	144,576
M Oliver ⁽⁸⁾	2025	10,373	29,950	-	40,323
	2024	10,373	-	-	10,373
C Weldon ⁽⁴⁾⁽⁸⁾	2025	21,779	20,965	-	42,744
	2024	21,779	-	-	21,779

(1) Equity holding includes direct and indirect shareholdings. 2024 holdings has been restated to exclude performance rights that vested in relation to the 2024 financial year but were transferred to employees as shares in 2025.

(2) Opening balance as at 1 July 2024 or commencement date as KMP. Closing balance as at 30 June 2025 or cessation date as KMP.

(3) Performance rights that vest in 2025 refer to the 2022 EEP.

(4) Includes related parties holdings.

(5) Appointed as KMP 1 November 2024.

(6) Appointed as KMP 29 July 2024.

(7) Appointed as KMP 27 July 2024.

(8) Ceased KMP responsibilities 26 July 2024.

9.3 Executive employment arrangements

The table below provides the employment arrangements for Group CEO and other Executive KMP.

Contract term	Group CEO	Other Executive KMP
Contract type	Permanent	Permanent
Notice period	12 months	6 months
Severance	Provided for in a separate policy that reflects the terms of the Enterprise Agreement	
STVR treatment on termination	<p>In general, unless otherwise determined by the Board and subject to law:</p> <ul style="list-style-type: none"> In the case of resignation or termination for cause before the end of the performance period, Executives will not be eligible to be considered for an STVR award for that year. Where a KMP's exit is related to any other reason (i.e. retrenchment, retirement, ill health separation, mutual agreement or death), the KMP remains eligible (unless the Board determines otherwise) to be considered for an STVR award with regard to actual performance against performance measures (as determined by the Board in the ordinary course following the end of the performance period). This is subject to pro-rating for the period they were a KMP. 	

Contract term	Group CEO	Other Executive KMP
LTVR treatment on termination (up to 2024)	<p>In general, unless otherwise determined by the Board:</p> <ul style="list-style-type: none"> Upon resignation within 3 years of the grant date or termination for cause, all unvested performance rights granted under the 2024 EIP will lapse. Upon resignation to join a competitor within 12 months of resignation or termination for cause, all unvested performance rights granted under the 2022 and 2023 EEP will lapse. Where a KMP's exit is related to any other reason (i.e. retrenchment, retirement, ill health separation, mutual agreement, or death), any unvested LTVR awards will be subject to a cessation calculation with performance measured at the end of the performance period related to each award (and with the award otherwise remaining subject to all terms and conditions other than those relating to continuity of employment). For LTVR awards granted in the 2024 financial year, KMP who are dismissed during the restricted period will forfeit all performance rights subject to the restricted period (as determined by the Board in the ordinary course following the end of the performance period). Where a KMP ceases for any other reason during the restricted period, outstanding performance rights will continue to remain on foot for the original restricted period(s). 	
LTVR treatment on termination (granted from 2025 onwards)	<p>In general, unless otherwise determined by the Board:</p> <ul style="list-style-type: none"> Upon termination for any reason during the initial 12 months of the performance period, all unvested performance rights will lapse. During the remaining performance period, in the case of termination for cause, all unvested performance rights will lapse. In the case of resignation where the executive is going to a competitor and has less than 5 years of tenure with the group, or in other leaver situations where the executive has less than 3 years of tenure with the group, all unvested performance rights will lapse. In all other circumstances, a pro-rata portion of unvested performance rights will remain on foot based on the period served over the performance period, subject to testing. During the restricted period following the performance period (as detailed in section 5.5), in the case of termination for cause, all performance rights are immediately forfeited. In all other circumstances, all vested Performance Rights will continue to remain on foot for the original restricted period(s). 	
Change of control	<p>If a change of control occurs, the Board has discretion to determine the treatment of unvested performance rights.</p>	

9.4 Executive minimum shareholding requirements

The relevant amount of IFL equity required to be held by Executives under the IFL Security Holding Policy and the time to comply is as follows.

Category	% of total fixed remuneration	Timeframe	Securities included to meet requirements
Group CEO	100	Group CEO and other Executive KMP are expected to achieve the minimum-security holding (MSR) requirement within a four-year period from the later of 1 July 2023 or commencement in their role as an Executive or CEO.	<p>Insignia Financial Ltd shares: Ordinary shares registered in the Group CEO, Executive KMP or Other Executives name or a related party.</p> <p>Performance rights:</p> <ul style="list-style-type: none"> Includes vested performance rights and performance rights for which the performance conditions have been satisfied, but the formal notice of vesting has not yet been provided. Unvested performance rights still subject to testing are not included in the minimum security holding calculation.
Other Executive KMP	50		

Remuneration report (cont'd)

9.4 Executive minimum shareholding requirements (continued)

The following table shows the number of shares and performance rights held by Group CEO, other Executive KMP and/or their related parties. A related party is typically a family member of the Executive and/or is an entity in which the Executive has direct or indirect control.

Name	Type	Balance at 30 June 2025	Performance tested	Total shareholdings	Total value of shareholdings ⁽¹⁾	MSR as % of TFR ⁽²⁾	MSR due date	Progress against MSR ⁽²⁾
		No.	No.	No.	\$	%		%
Group CEO and Executive Director								
Scott Hartley ⁽⁴⁾	IFL shares	53,018	-	53,018	192,455	100	1 March 2028	14
Other current Executive KMP								
D Chalmers ⁽⁴⁾	IFL shares	71,879	-	269,377	977,839	50	1 July 2027	222
	Vesting performance rights (tested) ⁽³⁾	-	197,498					
R Howie ⁽⁴⁾⁽⁵⁾	IFL shares	-	-	9,995	36,282	50	1 November 2028	11
E McCarthy ⁽⁶⁾	IFL shares	-	-	-	-	50	29 July 2028	-
G Mulcahy	IFL shares	-	-	113,194	410,894	50	1 July 2027	98
	Vesting performance rights (tested) ⁽³⁾	-	113,194					
J Sommer ⁽⁷⁾	IFL shares	-	-	-	-	50	22 July 2028	-
D Woodall ⁽⁵⁾	IFL shares	-	-	-	-	50	1 November 2028	-

(1) The total value of shareholdings is calculated based on the higher of the price at date of vesting and the price as at 30 June 2025. The MSR applies to executive KMP only.

(2) The progress against MSR is calculated based on total fixed remuneration and share price as at 30 June 2025.

(3) Vesting performance rights (tested) relates to rights under the 2022 EEP and 2023 EEP that have been performance tested after the initial year of the relevant performance period, but are still subject to formal notice of vesting and exercise.

(4) Includes related party holdings.

(5) Appointed as KMP 1 November 2024.

(6) Appointed as KMP 29 July 2024.

(7) Appointed as KMP 27 July 2024.

9.5 Payments to persons before taking office

No Director or member of senior management appointed during the year received a payment prior to holding the position, as part of his or her consideration for agreeing to hold the position.

This report is signed in accordance with a resolution of the Directors made pursuant to Section 298(2) of the *Corporations Act 2001*.

The *Remuneration Report* is prepared, and audited, in accordance with the requirements of the *Corporations Act 2001*. It forms part of the Directors' Report.



John Selak
Group People & Remuneration Committee Chair

21 August 2025

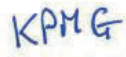


Lead Auditor's Independence Declaration under Section 307C of the Corporations Act 2001

To the Directors of Insignia Financial Ltd

I declare that, to the best of my knowledge and belief, in relation to the audit of Insignia Financial Ltd for the financial year ended 30 June 2025 there have been:

- i. no contraventions of the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the audit; and
- ii. no contraventions of any applicable code of professional conduct in relation to the audit.



KPMG

Dean Waters

Partner

Melbourne

21 August 2025

Climate report

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Introduction

Insignia Financial seeks to create sustainable, long-term value for our customers, people and shareholders through the incorporation of Environmental, Social, and Governance (ESG) factors into our decision-making processes across the organisation. Improving environmental and social outcomes underpins our organisational purpose of: *“understand me, look after me, secure my future”*, from both our customers’ and stakeholders’ perspectives.

The Group’s FY24 Sustainability Report (October 2024) outlined our approach to ESG, our material ESG topics, as well as our targets and activities to drive progress in relation to these topics. Over the past three reporting periods, the Group has included a climate risk report within our Sustainability Report which has evolved to align to the Taskforce for Climate-related Financial Disclosure (TCFD) framework to better understand our exposure to climate risks. The recent introduction of the Australian Sustainability Reporting Standard AASB S2 Climate-related Disclosure (AASB S2) has made climate-related reporting mandatory for large and medium sized reporting entities in Australia. These standards are being phased in over the next three years, with “Group 1” entities being required to report in FY26. Insignia Financial is included in “Group 1”, which requires the Group to include an AASB S2 aligned climate-related disclosure as part of its financial statements from FY26.

In FY25, the Group made progress towards building capability across the business to better understand, manage and report on climate-related risks. This work has been guided by our climate reporting project which is underpinned by multiple working groups, engaging with key stakeholders to deliver on the climate reporting project roadmap. The outcome of this work has seen the Group uplift governance procedures and risk management frameworks to support the assessment and management of climate-related risks and opportunities. Through the climate project working groups, engagement with Executive forums and Boards and Committees, there has been an uplift in organisational understanding of the impacts of climate change and the opportunities for the business to participate in the transition to a low-carbon economy.

To continue to build capability across our organisation in assessing organisational climate risks and opportunities, the Group is moving towards aligning our Climate Report to meet AASB S2 requirements ahead of mandatory reporting in FY26.

Corporate information

Headquartered in Australia, Insignia Financial is a leading diversified wealth management organisation, providing a broad range of financial services including superannuation, investment management, and financial advice. The Group manages and administers over A\$330 billion in customer funds. Our operations include a network of platforms, advice channels, and investment solutions, serving millions of Australians in their journey toward financial wellbeing. The subject matter of this report is the Group as a whole, rather than any specific Group entity. In this report we refer to our key corporate business areas; Advice, Wrap, Master Trust and Asset Management for the purpose of assessing the potential impacts of climate change in these businesses. Additional information can be found in the ‘About Insignia Financial Ltd’ section of the *Directors’ Report*.

Strategy

Strategy for managing climate-related risks and opportunities

In FY25 Insignia Financial announced our 2030 strategy and vision. Our vision for 2030 is to become *Australia’s leading and most efficient diversified wealth management company*. We recognise the impact of climate change on our ability to realise this vision. We also acknowledge the financial and economic risks posed by climate change and the importance on supporting the economic-wide transition to limit global warming in alignment with the Paris Climate Agreement.

The Group has considered the impact of climate-related risks and opportunities over the following three time-horizons: short-term (12 months after reporting, 2026), medium-term (5 years after reporting, 2030) and long-term (25 years after reporting, 2050). These timeframes are in alignment with our Group 2030 strategy, qualitative scenario analysis and our risk management process.

Our progress

Insignia Financial has exposure to both physical and transitional climate-related risks, with concentrated exposure to the global economy through our investments in listed and unlisted assets, debt and alternatives. The Group also recognises its own impact in contributing to climate change and has made strong progress in uplifting its emissions reporting capabilities. In 2025, the Group brought its operational Greenhouse Gas (GHG) calculations in-house to more efficiently measure our scope 1 and 2 emissions, as well as aligning operational scope 3 GHG emissions calculations with the GHG Protocol. In doing this the Group can monitor our most material emissions sources to develop an informed emissions reduction plan. Due to our business activities in providing advice, superannuation and investment services, the majority of our emissions are concentrated in our scope 3 financed emissions.

In FY25 we commenced calculating our financed emissions for selected portfolios and are currently in the process of improving the accuracy of these calculations to align with AASB S2 reporting requirements for FY27.

The Group is maturing its emissions reporting capability to inform and publish emissions reduction strategies, with the ambition of minimising our environmental impact, managing climate-related risks and taking advantage of opportunities to support the transition to a low-carbon economy.

Scenario analysis information

Data provided by the *Network for Greening the Financial System (Phase V)* (NGFS) informed our qualitative scenario analysis based on the following scenarios:

- NGFS "Current Policies": 3 °C of warming, where physical risks are assessed as high and transitional risks are assessed as low.
- NGFS "Net Zero 2050": 1.4°-1.7 °C where physical risks are assessed as low and transitional risks assessed as high.

NGFS scenarios are designed specifically for financial institutions, central banks and the broader financial sector. These scenarios assist the Group to identify a range of climate-related stressors.

NGFS Current Policies and Net Zero 2050 scenarios map out different futures, depending on how climate change, transition policies, technological developments and changes in consumer preferences evolve. The Group has selected the NGFS Current Policies and Net Zero 2050 scenarios to stress test physical and transitional climate-related risks over our selected time horizons.

Climate-related scenario analysis

The Group's climate scenario analysis has incorporated the NGFS Net Zero (1.4 ° – 1.7 °C) and Current Policies (3 °C) scenarios. These scenarios assisted the Group in understanding the potential transitional and physical risks and opportunities associated with climate change over short, medium and long-term time horizons.

The Group used both narrative and data driven climate stressors in the scenario analysis process to understand climate-related risks that have the potential to impact the Group's prospects and delivery of our 2030 strategy. Narrative driven stressors were informed by market scanning. Data driven stressors were assessed as both standalone and as macroeconomic drivers of existing narrative driven stressors.

The complete list of potential stressors considered are set out in the Risk Management Section of this report.

Financial impact

To understand the potential financial impact, the identified stressors were qualitatively assessed using macroeconomic factors from the selected NGFS scenarios to assess the effect of interest rates, equity prices, GDP and disposable income across short, medium and long-term time horizons. Macroeconomic impacts were applied to stressors and these were then assigned a risk rating depending on the potential magnitude of impact. These stressors were then assessed against key business revenue drivers to understand their potential financial impact on business areas and the Group. "Negative" stressors defined as having a negative financial impact on key revenue drivers were mapped across the three-time horizons. These then provided input into our Climate-related Materiality Assessment.

Climate report (cont'd)

Financial impacts in an NGFS Net Zero (1.4° – 1.7°C) outcome

Under an NGFS Net Zero scenario, the transitional impacts of climate change materialise in the short and medium term, with longer term impacts persisting in regions with a delayed response to climate action.

The following stressors have a potentially negative impact on the business as described below:

- Equity market variability relates to variations in Australian and global equity market performance and is impacted by regulatory changes and market dynamics. We assessed this stressor as potentially having a negative impact on FUMA market growth rate across Master Trust, Wrap, Advice and Asset Management business areas for all time horizons.
- Emerging climate-related regulations which includes climate-related reporting and climate-related fines and litigation (including greenwashing) transitional stressors were identified as potentially having negative impacts on the Group across all time horizons.
- Stakeholder advocacy and evolving customer expectations propose a negative impact to the Group across all time horizons, escalating over the long-term due to increased stakeholder and customer expectations to align with the transition to net zero economy.

Financial impacts in an NGFS Current Policies (3°C) outcome

Under an NGFS “Current Policies” scenario, the physical impacts of climate change are assessed using a 3°C warming scenario resulting in climate-related risks increasing in severity across a longer-term time horizon.

The following stressors have a potentially negative impact on the business.

- Equity market variability due to increasingly severe weather events was assessed as having a negative impact on FUMA market growth rate over a short – and medium-term time horizon across Master Trust, Wrap, Advice and Asset Management business areas, increasing in severity over the long term due to worsening business disruption and chronic weather events. Likewise, the macroeconomic impact of climate change poses a negative risk to variations in disposable income due to economic disruption across a long-term time horizon.
- Portfolio and corporate emissions targets pose a negative risk in the medium and long term for the Group as portfolio carbon intensities require more significant emissions reduction. Acute physical climate-related risks affecting operations also have the potential to negatively impact the Group over the medium term, intensifying over the long term due to changing frequency and intensity of extreme weather events disrupting our operations and those of our third-party partners.

Financial impact limitations

The climate-related financial impact assessment was undertaken using qualitative scenario analysis to assess inherent risks. This current assessment is limited to qualitative analysis and as such, our estimates have a high degree of uncertainty. This information will be used as a basis to further assess any quantitative impacts against key revenue drivers as we build on our data availability and technical expertise.

Climate-related materiality assessment

Prioritisation of climate-related risks

The output of the scenario analysis informed the Group's materiality assessment, where climate-related stressors were prioritised based on their potential to impact the Group's prospects and ability to meet our 2030 strategy.

To inform the climate materiality assessment, the NGFS scenario analysis outputs were reviewed and interpreted by Group ESG, Risk Management (Line 2), and Finance Partners across each business area. Through these collaborative working groups, the scenario analysis output was contextualised by applying Insignia Financial's business model and operating environment. The resulting climate-related stressors were assessed using the Group's existing Risk Management Framework (RMF) to determine the impact rating and likelihood assessment outcome.

Climate stressors rated as having a critical, high or medium risk (with a severe, major or moderate impact under our RMF) across short and medium time horizons were presented to the Group Risk & Compliance Committee (GRCC). The GRCC assessed the climate-related materiality output and prioritised climate stressors to be embedded within the Group's existing material risk categories. Existing material risks are included in the Group Risk Appetite Statement (RAS). Risks are managed through controls and other mitigants in accordance with the RMF.

The climate stressors presented to the GRCC for oversight and prioritisation are presented in Prioritised Risks. The table outlines climate stressors that have the potential to impact the Group's prospects over a short and medium-term time horizon. Remaining climate-related stressors are continually assessed and monitored in the Group's Emerging Risk Forum and via the Group's RMF.

The Group has embedded these risks within existing material risk categories across the business, with prioritisation of risks that are aligned with the impact materiality matrix in the Group Risk Management Policy (RMP). The Group aims to manage the financial, operational and reputational implications of climate change through the integration and ownership of these risks across the business. Through the process described in this section, the Group has identified the following risks as “material”, having the potential to reasonably affect the Group’s prospects over the short and medium term.

Prioritised risks

Climate risk	Climate-related fines and litigation (Transitional)	Emerging climate-related regulations (Transitional)	Equity market variability (Transitional)
Nature of risk	Increasing legal actions are being brought against companies for failing to mitigate or disclose climate-related risks, including making misleading or unsubstantiated claims (Greenwashing), potentially resulting in reputational damage, financial penalties, or mandated operational changes.	Mandatory and evolving climate-related reporting requirements including AASB S2.	Climate-related events and investor sentiment shifts can lead to volatility in equity valuations, particularly for carbon-intensive sectors.
Driver of Material Risk Category	Potential reputational & litigation due to greenwashing captured in Subsidiary Investment Risk appetite statements .	Existing climate reporting requirements captured through breach reporting and enforcement action measures under Legal & Regulatory Risk , and emerging requirements captured through Regulatory Change Measures under the same risk.	Climate driven equity market volatility captured through investment performance measures under Investment Risk , as well as capital and funding measures under Financial & Liquidity Risk .
Controls and Adaptation Efforts	<ul style="list-style-type: none"> • Horizon scanning of regulatory landscape to ensure compliance with anti-greenwashing and climate reporting regulation. • Engage with and educate Boards, Executives, asset managers and business units responsible for reporting to ensure transparency and compliance with anti-greenwashing regulation. • Ensure compliance with climate-related financial disclosure regulation within timeframe, maintaining regular communication with ASIC (through FSC). • Review external disclosures and Public Disclosure Statements 	<ul style="list-style-type: none"> • Introduce dedicated climate horizon scanning of regulatory landscape to ensure compliance with emerging climate-related regulation. • Ensure Government Regulation team engage with regulatory bodies such as ASIC on a regular basis. 	<ul style="list-style-type: none"> • Continue to use climate scenario analysis and short-term macroeconomic scenarios to identify areas of transition climate risks and opportunities within FUMA. • Ensure asset managers and members are educated on climate risks and opportunities.
Financial Impact and Time Horizon Impact	Major – Short term (12 months)	Moderate- Short-medium term (2-5 years)	Moderate- Short-medium term (2-5 years)

Climate report (cont'd)

Climate-related opportunities

The Group identified several opportunities through our climate-related materiality process. The resulting opportunities were informed based on market scanning and scenario analysis outputs assessing the macro-economic impact of climate change and resulting positive impacts on key revenue drivers, refer to Opportunities. While this year the Group has focused on managing material climate-related risks, we are working towards exploring identified opportunities in future reporting periods.

Opportunities

Stressor	Descriptor	Business Impacts	Anticipated time horizon
Demand for Climate-Linked Investment Products	Variations in investor demand for investment products linked to climate considerations	FUMA inflows	All time horizons
Evolving Customer Expectations	Shifts in customers' expectations regarding climate-related activities of financial institutions	FUMA inflows	All time horizons
Interest Rate Variations	Variations in Australian and global bond performance and business debt costs due to shifts in inflation, economic growth, and financial market stability	FUMA Market Growth	All time horizons

Our approach to decarbonisation

Committing to emissions reduction targets speaks to the Group's public acknowledgement of the impact of climate change on the economy and the flow on effects this will have on the wellbeing of our clients and other stakeholders.

As part of our commitment to reducing our emissions, we are committing to a target of net-zero scope 1 and 2 GHG emissions by 2050 from a FY24 baseline. In addition, we are committing to an interim of 63% absolute reduction in scope 1 and 2 GHG emissions by 2035, from a FY24 baseline. This target is in alignment with the requirements of Science Based Target initiative (SBTi)⁵. These targets were approved by the Insignia Financial Board in July 2025.

Climate transition plan

Insignia Financial is currently developing a Climate Transition Plan (CTP) which outlines our specific ambition, actions and accountabilities in supporting the Group's 2030 strategy. Our CTP comprises of the following three components:

- management of climate-related risks and opportunities;
- decarbonisation of operations; and
- supporting the economy wide transition to net zero.

The CTP has an ambition to support the Group in maintaining a resilient, profitable and socially responsible business in the face of the global transition towards Net Zero and the impacts of climate change. The CTP outlines actions and accountabilities across business areas, ensuring appropriate oversight and integration throughout the Group.

The CTP is currently in the developmental phase as we work towards integrating climate-related risks and opportunities throughout each of our business areas and extend our decarbonisation targets to include scope 3 emissions in future reporting periods.

5 SBTi is a global body with auditable requirements ensuring emissions reductions targets are standardised and in alignment with limiting global warming to 1.5°C above pre-industrial levels (Paris Agreement). SBTi alignment adds credibility to publicly stated emissions reduction targets, as it indicates to investors, regulators and broader stakeholders that IFL's near-term and long-term targets are in alignment with achieving the Paris Agreement goals. While the group has used the SBTi guidelines in setting our Scope 1 and 2 emissions reduction targets, we are not certified.

Governance

Our approach to governance

The Board and Board Committees have responsibility for monitoring and overseeing climate-related risks and opportunities across the Group.

Executive Team responsibilities are effectively managed through executive forums and committees. Additional delegation is extended to business and functional governance advisory groups and committees ensuring appropriate oversight and integration of climate-related risks and opportunities across the Group.



Climate report (cont'd)

Board and committee oversight

Board of Directors (Board)

The Board is ultimately responsible for setting and overseeing the Group's strategic direction. The Board plays an important role in overseeing climate-related risks and opportunities, considering these in relation to Insignia Financial's risk appetite and strategic direction. Group ESG presents climate-related risks and opportunities as well as progress updates towards Insignia Financial's climate-related strategy and targets twice yearly. The Board also approves the Sustainability Strategy which includes climate-related components. The current Sustainability Strategy was approved in 2024 and is scheduled for review in 2026.

Group Audit Committee (GAC)

The Board, in conjunction with the GAC, is responsible for financial reporting, audit and taxation. The GAC oversees the Climate Report, including the project timeline and contents of the Climate Report and is responsible for oversight of Insignia Financial's financial reporting process. The GAC reviews and provides feedback on the Climate Report at least twice yearly as part of the Annual Financial Reporting process.

Group Risk & Compliance Committee (GRCC)

The Board, in conjunction with the GRCC, is responsible for monitoring and receiving assurances that Insignia Financial has an appropriate and effective RMF in place to identify, assess, mitigate and monitor risks, including climate-related risks. The GRCC also monitors and receives assurances that appropriate and effective compliance policies, procedures and frameworks are in place to identify, monitor and manage relevant obligations. The GRCC oversees climate-related risks and opportunities twice yearly, ensuring material climate-related risks over the short, medium and long term are identified and addressed by management. The prioritisation of climate-related risks is captured in the Group's RMF and RAS.

Group People & Remuneration Committee (GPRC)

The Board, in conjunction with the GPRC, is responsible for approving the performance goals and measures for the CEO and other senior executives and providing input into the evaluation of performance against these objectives. The GAC and the GRCC also refer to the GPRC any matters that they may consider appropriate with respect to the performance of individuals or categories of individuals.

Group Nomination Committee (GNC)

The Board, in conjunction with the GNC, is responsible for assessing candidates for appointment, election, and re-election to the Board, reviewing Board, Committee, and individual director performance processes, and overseeing the induction program for new directors. The GNC also provides recommendations on succession planning including assessing whether the Board maintains the necessary skills and competencies, including ESG where relevant.

FY25 Board and Committee sustainability and climate-related engagement

2024

July '24

Group Audit Committee discussion on ASSB standards and proposed assurance framework, including update on climate risk capability & reporting project.

Executive Leadership Team approval of ESG strategy to FY26, including climate risk and reporting related targets.

August '24

Board approval of ESG strategy to FY26, including climate risk and reporting related targets.

Group Audit Committee discussion on material ESG topics, including climate related risks for FY24 Sustainability report as well as AUASB proposed assurance roadmap.

Group Risk and Compliance Committee ESG risk report discussion

RSEL Board presentation on the Group ESG strategy, as well as an update on climate risk reporting requirements.

Directors Lunch & Learn session (all IFL entity directors, as well as Executive Leadership invited) delivered on "Mandatory Sustainability Reporting".

September '24

Board approved IFL FY24 Sustainability Report

November '24

Group Risk and Compliance Committee discussion on proposed group climate risk materiality assessment process, do identify material climate risks across the business.

February '25

Group Audit Committee discussion on Group entity reporting requirements, including timeframes and workplan to meet ASRS requirements for Insignia Financial.

Group Risk and Compliance Committee bi-annual ESG report, including discussion on Group material climate risks identified in November climate risk materiality assessment.

RSEL Audit Committee discussion on ASRS climate reporting obligations and reporting timelines for Group registrable superannuation entities (RSE's).

RSEL Risk and Compliance Committee discussion on Group material climate risks identified in November climate risk materiality assessment.

Super Executive Risk Forum discussion of material climate risks identified and integration of relevant risks into master trust risk management framework.

December '24

Group Executive Risk Forum discuss and approve Group material climate risks for monitoring, following materiality process including scenario analysis.

May '25

Board progress report against sustainability targets approved as part of the IFL Sustainability Strategy, including climate risk.

Group Audit Committee discuss IFL FY25 Sustainability reporting plan, including update on progress towards publishing "dry-run" FY25 ASRS aligned climate report.

Responsible Entity Board discussion on ASRS climate reporting obligations and reporting timelines for Group registered investment schemes.

June '25

Group Audit Committee review and provide feedback on draft ASRS aligned FY25 climate report.

2025

Climate report (cont'd)

Executive team climate-related oversight

Chief Executive Officer (CEO)

The CEO is responsible for ensuring that climate-related matters are embedded into Insignia Financial's culture and long-term strategy to ensure climate resilience.

Chief Financial Officer (CFO)

The CFO is responsible for preparing public disclosures related to financial reporting including the Climate Report. The CFO is also responsible for overseeing climate-related risks and opportunities impacting financial performance, financial position and cash flows and ensuring climate-related matters are incorporated into the financial planning processes.

Chief Risk Officer (CRO)

The CRO is responsible for the review and challenge of the management of material risks having regard to the Risk Appetite Statement, Risk Management Strategy, the Risk Management Framework and Policies of Insignia Financial.

Board skills and competencies

Understanding of ESG is included in the Board skills matrix. The Board skills and competencies can be found in the *Corporate Governance Statement*.

Executive remuneration

Remuneration has been linked with ESG performance goals including climate-related performance goals in FY26. These goals have been included in the FY26 Group performance scorecard which is linked to Executive Short-term Incentive (STI) outcomes. The Board will monitor progress against goals. Further information can be found in our *Remuneration Report*.

Business and functional governance

Executive Leadership Team (ELT)

The Group Executive Leadership Team is responsible for executing corporate strategy and ensuring governance and risk frameworks as agreed to by Boards and Committees are implemented across the business.

Emerging Risk Forum

The Emerging Risk Forum's purpose is to identify and monitor emerging risks that may impede the Group's strategic and business objectives, including medium and long-term climate-related risks. The forum meets quarterly and reports findings to the GRCC through the CRO Report.

Working groups

The working groups are responsible for implementing the climate-related reporting project plan. Playing an important role in actioning initiatives across the business to meet AASB S2 reporting requirements which work to embed processes and controls throughout the business. There are currently 8 working groups, each with members from Group ESG, who set the strategic objective and monitor progress against working Group specific goals.

Group ESG

The Group ESG team is responsible for developing and implementing the sustainability and climate-related strategy across the Group. The Group ESG Team also ensures that ESG related risks are embedded and monitored across the business.

Risk management

Our approach to climate-related risks and opportunities

The Group's approach to identifying, prioritising, assessing and monitoring climate-related risks is guided by the Risk Management Strategy (RMS) which describes our strategy for managing all Group risks. The RMS gives effect to this strategy, outlining our approach to proactively identify, manage and continually monitor risk exposure across the Group's business operations. The RMS establishes the approach and requirements for managing risks within the parameters set by the Group's defined risk appetite. This framework is underpinned by a robust governance structure and a strong risk culture that is delivered through our Three Lines of Accountability model (3LoA). The RMS is reviewed annually to ensure it remains appropriate, effective and adequate for the Group's business operations and plans.

The Group views climate-related risks as a driver of existing material risk categories. In 2025 the Group undertook a materiality assessment to identify and assess climate-related risks and opportunities across the business. Through this process, we assessed the likelihood, magnitude and impact of climate-related risks on the Group's prospects and integrated the material climate-related risks within the existing material enterprise risks. The Group monitors and assesses climate-related risks based on significant events including emerging legislation and regulatory guidance.

Governance and oversight

The Board establishes the Group's RMF and delegates to the GRCC responsibility to oversee and monitor it. The CEO and Executives are responsible for the identification, assessment and management of climate-related risks for the Group, ensuring that the RMS covers all material risks.

Group ESG report to the GRCC twice yearly on material and emerging climate-related risks and opportunities and how these should be managed.

Emerging climate-related risks are assessed and monitored quarterly by the Emerging Risk Forum, which is chaired by the General Manager Operational Risk. These emerging risks are then reported to the GRCC through the CRO Report.

Our risk accountabilities

The Group applies a 3LoA model to govern risk management activities across the Group. The 3LoA represents the three levels of accountability that facilitate the effective operation of the RMS. The 3LoA defines the risk responsibilities and accountability of risk ownership across the Group. First line are the risk owners, accountable for the identification and management of inherent risks associated with the products, services, activities, processes and systems that they oversee. Second line maintains the RMS and assists the Board and Board committees by providing review and challenge as an independent risk management function. Third line provides independent assurance.

Assessment and evaluation

Risk and opportunity identification

Climate-related risks and opportunities were assessed through our climate materiality process described in the Strategy section of this report. The climate-related stressors and macro-economic drivers used to inform our materiality assessment are listed in Climate Stressors below.

Risk evaluation matrix

The Group prioritises climate-related risks by assessing climate-risk stressors severity against the likelihood or non-financial impact matrix outlined in the RMS. The assessment is undertaken on identified physical and transitional climate-related stressors. Stressors that present severe, major and moderate risk based on the matrix are assessed annually based on their likelihood to occur and their financial impact. These assessed climate-related risks are then considered as drivers of existing material risk categories where they are monitored with appropriate controls and mitigants in our internal risk management system.

Climate report (cont'd)

Climate stressors

A broad suite of climate stressors could impact Insignia Financial over different time horizons.

Climate scenario		
NARRATIVE DRIVEN	Acute physical risks affecting operations	Changing frequency and intensity of extreme weather events (cyclones, floods, fires) that disrupt operations for both the institution and third-party partners
	Acute physical risks leading to economic disruption	Successive extreme weather events that impact global systems (such as food supply chains), potentially leading to macroeconomic slowdowns
	Chronic physical risks affecting operations	Increasing magnitude of long-term climate changes (sea-level rise, higher average temperatures) that disrupt operations for both the institution and third-party partners
	Chronic physical risks causing economic disruption	Worsening long-term climate conditions leading to shifts in food production, population displacement, and geopolitical tensions, influencing global economic stability
	Climate-related fines and litigation	Potential for financial institutions to face climate-related litigation claims and regulatory fines, including due to greenwashing actions
	Evolving customer expectations	Shifts in customers' expectations regarding climate-related activities of financial institutions
	Stakeholder climate advocacy	Investors and activists raising concerns about the institution's climate-related activities
	Emerging climate-related regulations	Implementation of new government regulations in response to climate considerations that alter the business environment
	Portfolio and corporate emissions targets	Changes in the required rate of carbon intensity reduction for corporate operations and investment portfolios over time
	Demand for climate-linked investment products	Variations in investor demand for investment products linked to climate considerations
	Shifts in workforce requirements	Changes in local jobs markets, including job losses or opportunities, especially in regional areas due to economic shifts
	Population and demographic shifts	Changes in population dynamics affecting the customer base, pension access timing, and investor expectations
	Equity market variability	Variations in Australian and global equity performance impacted by regulatory changes and market dynamics
DATA DRIVEN (NGFS)	Changes in unemployment rates	Shifts in the Australian job market due to climate-related regulatory changes and market demand
	Variations in investment levels	Changes in the total investment into the economy from both private and public sources
	Variations in disposable income	Changes in customer savings and wealth affecting investment capabilities, savings needs, pension drawdowns, or asset management decisions
	Inflationary trends	Changes in inflation levels that affect investment portfolios, risk management strategies, interest rates, and operational costs
	Interest rate variation	Variations in Australian and global bond performance and business debt costs due to shifts in inflation, economic growth and financial stability
	Exchange rate variability	Changes in the Australian dollar's value relative to global currencies, impacting Australian investors' purchasing power
	Equity market variability	Variations in Australian and global equity performance impacted by regulatory changes and market dynamic
	GDP variation	Variations in Australian and global GDP influenced by the transition toward a low-carbon economy

Metric and targets

Our metrics and targets

We support global efforts to achieve net zero greenhouse gas emissions by 2050 and continue to evolve our approach to sustainability in line with emerging standards and stakeholder expectations. We are committed to achieving Net Zero for our operational scope 1 and 2 GHG emissions by 2050.

Due to our business activities in providing advice, superannuation and investment services, the majority of our emissions are concentrated in our downstream scope 3, or “financed emissions”. In FY25 we commenced calculating our financed emissions for selected investment portfolios and are currently in the process of improving the accuracy of these calculations to align with AASB S2 reporting requirements for FY27.

Greenhouse Gas Emissions (GHG)

	GHG Emissions (tonnes CO ₂ e)	
	2025	2024
Scope 1	–	–
Scope 2 (location based)	1,344*	1,909*
Scope 1 and 2	1,344*	1,909*

* Absolute GHG emissions subject to Limited Assurance.

Scope 1 emissions refer to the direct GHG emissions that occur from sources owned or controlled by the Group. The Group has determined that scope 1 emissions are immaterial.

Scope 2 GHG emissions refer to the indirect GHG emissions from the generation of electricity purchased by the Group. The Group has measured scope 2 emissions using the location-based method⁶, determining GHG emissions using state-based emissions factors for its operations. The Group does not currently publish market-based emissions and has not offset scope 2 GHG emissions with market-based offsets.

Emissions calculation methodology

Scope 1 and 2 GHG emissions have been calculated following the guidelines and methodologies contained in the Greenhouse Gas Protocol: A Corporate Accounting and Reporting Standard (2004) (GHG Protocol), utilising emissions factors from the Australian National Greenhouse Gas Account Factors.

Boundary setting

The Group has determined its GHG emissions boundary using an operational control approach. Insignia Financial includes 100% of GHG emissions from operations which it controls. It does not account for GHG emissions from operations in which it owns an interest in but has no control over. Our operational control includes all leases that are held in the name of IOOF Service Co Pty Ltd. All Australian office locations are included in scope for calculation of Group operational emissions.

⁶ A method to quantify scope 2 GHG emissions based on electricity consumption, reflecting the emissions intensity of electricity generation within the state or territory it operates.

Climate report (cont'd)

Scope 2			
Emissions category	<ul style="list-style-type: none"> Purchased electricity 	<ul style="list-style-type: none"> Purchased electricity 	<ul style="list-style-type: none"> Purchased electricity
Activity	<ul style="list-style-type: none"> Electricity consumption 	<ul style="list-style-type: none"> Electricity consumption 	<ul style="list-style-type: none"> Electricity consumption estimation
Data source	<ul style="list-style-type: none"> Emissions factors sourced from the NGER (Measurement) Determination 	<ul style="list-style-type: none"> Emissions factors sourced from the NGER (Measurement) Determination 	<ul style="list-style-type: none"> Emissions factors sourced from the NGER (Measurement) Determination
Emissions factor source	<ul style="list-style-type: none"> Australian national Greenhouse Gas Account Factors 	<ul style="list-style-type: none"> Australian national Greenhouse Gas Account Factors 	<ul style="list-style-type: none"> Australian national Greenhouse Gas Account Factors
Methodology, data quality and uncertainty	<ul style="list-style-type: none"> Location-based method High quality data Low uncertainty due to largely complete invoice sets 	<ul style="list-style-type: none"> For when invoice data is available for part of the reporting period. Location-based method High quality data Low uncertainty with estimation methodology closely aligning with historical usage 	<ul style="list-style-type: none"> For sites where utility invoices are inaccessible. Location-based method Robust calculation methodology Estimation of electricity consumption based on floor space and building type
Additional notes	<ul style="list-style-type: none"> Greenhouse Gas Protocol: A Corporate Accounting and Reporting Standard (2004) 	<ul style="list-style-type: none"> Greenhouse Gas Protocol: A Corporate Accounting and Reporting Standard (2004) 	<ul style="list-style-type: none"> Estimated electricity consumption per square foot of office – administrative or professional space – LBL Building Performance Database Greenhouse Gas Protocol: A Corporate Accounting and Reporting Standard (2004)

Our approach to carbon offsetting

The Group has previously purchased carbon offsets for our scope 1, 2 and 3 operational emissions which were certified by Climate Active. In FY25 Insignia Financial formally departed from the Climate Active program as we developed in house GHG emissions reporting capabilities, aligning with the GHG Protocol. As part of Climate Active, Insignia Financial retired carbon credits previously purchased through this program which have been used to offset our FY24 and FY25 scope 1 and 2 GHG emissions. This year, we retired the Verra Certified Bundled Solar Power Project by Solarise India Projects Pvt. Ltd. These credits come from a project that generates clean electricity through solar energy. The project is a bundled activity that includes the installation of a combined 120MW of solar in various states of India through special purpose vehicles.

In order to meet our Net Zero 2050 commitment, it is likely that the use of carbon offsetting will be required to reduce some GHG emissions. In assessing our use of carbon offsetting the Group will endeavour to prioritise absolute emissions reduction over the use of carbon offsets.

Our approach to target setting

Target	Reduction	Baseline
2035 – Near term	63% absolute emissions reduction for Group scope 1 and 2 GHG emissions	2024
2050 – Net Zero	Net-zero scope 1 and 2 GHG emissions for the Group	2024

The Group is committed to achieving Net Zero scope 1 and 2 emissions by 2050. To meet this objective, we have committed to achieving a 63% absolute emissions reduction for our scope 1 and 2 GHG emissions by 2035 from an FY24 baseline. Our near-term target has been informed by the SBTi near-term criteria which aims to limit global temperature increase to well below 2°C compared to pre-industrial temperatures. Our baseline year for our 2050 and 2035 targets are FY24 scope 1 and 2 emissions which encompasses the Group's combined scope 1 and 2 emissions using the location-based method in alignment with the GHG Protocol.



Independent Limited Assurance Report to the Directors of Insignia Financial Ltd

Conclusion

Based on the procedures we have performed and the evidence we have obtained, nothing has come to our attention that causes us to believe that the Information Subject to Assurance, has not been prepared by Insignia Financial Ltd in all material respects, in accordance with the Criteria for the year ended 30 June 2025.

Information Subject to Assurance

The Information Subject to Assurance comprised the following data as presented in the Annual Report 2025 and as included in the table below:

Limited Assurance Metrics	Reported Value	
	FY2024 (tCO ₂ -e)	FY2025 (tCO ₂ -e)
Total scope 1 and scope 2 (location based) Greenhouse gas (GHG) emissions	1,909	1,344

Criteria Used as the Basis of Reporting

We assessed the Information Subject to Assurance against the Criteria. The Information Subject to Assurance needs to be read and understood together with the Criteria, which is described in the GHG Emissions Calculation Methodology section of the Report.

Basis for Conclusion

We conducted our work in accordance with Australian Standard on Assurance Engagements ASAE 3000 *Assurance Engagements Other than Audits or Reviews of Historical Financial Information* (ASAE 3000).

We believe that the assurance evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion.

In accordance with ASAE 3000 we have:

- used our professional judgement to plan and perform the engagement to obtain limited assurance that we are not aware of any material misstatements in the Information Subject to Assurance, whether due to fraud or error;
- considered relevant internal controls when designing our assurance procedures, however we do not express a conclusion on their effectiveness; and
- ensured that the engagement team possess the appropriate knowledge, skills and professional competencies.

Summary of Procedures Performed

Our limited assurance conclusion is based on the evidence obtained from performing the following procedures:

- enquiries with relevant Insignia Financial Ltd personnel to understand the internal controls, governance structure and reporting process of the Information Subject to Assurance;
- reconciling Information Subject to Assurance to underlying data sources on a sample basis;
- testing the arithmetic accuracy of a sample of calculations of the Information Subject to Assurance;
- reviews of relevant documentation including calculation methodologies, policies and the basis of preparation;
- analytical procedures over the Information Subject to Assurance;

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- evaluating the appropriateness of the Criteria with respect to the Information Subject to Assurance; and
- reviewed the Insignia Financial Ltd FY25 Climate Report in its entirety to ensure it is consistent with our overall knowledge of assurance engagement.

Inherent Limitations

Inherent limitations exist in all assurance engagements due to the selective testing of the information being examined. It is therefore possible that fraud, error or material misstatement in the Information Subject to Assurance may occur and not be detected. Non-financial data may be subject to more inherent limitations than financial data, given both its nature and the methods used for determining, calculating, and estimating such data. The precision of different measurement techniques may also vary. The absence of a significant body of established practice on which to draw to evaluate and measure non-financial information allows for different, but acceptable, evaluation and measurement techniques that can affect comparability between entities and over time.

The procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than, a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed. Accordingly, we do not express a reasonable assurance conclusion.

Misstatements, including omissions, are considered material if, individually or in the aggregate, they could reasonably be expected to influence relevant decisions of the Directors of Insignia Financial Ltd.

Use of this Assurance Report

This report has been prepared solely for the Directors of Insignia Financial Ltd and management for the purpose for the purpose of providing an assurance conclusion on the Information Subject to Assurance. We disclaim any assumption of responsibility for any reliance by commissioning an independent report, to any person, other than the Directors of Insignia Financial Ltd, or for any other purpose than that for which it was prepared.

Management's Responsibility

Management are responsible for:

- determining appropriate reporting topics and selecting or establishing suitable criteria for measuring, evaluating and preparing the Information Subject to Assurance and the needs of the directors;
- ensuring that those criteria are relevant and appropriate to Insignia Financial Ltd and the intended users;
- establishing and maintaining systems, processes and internal controls that enable the preparation and presentation of the Information Subject to Assurance that is free from material misstatement, whether due to fraud or error.

Our Responsibility

Our responsibility is to perform a limited assurance engagement in relation to the Information Subject to Assurance for the years ended, and to issue an assurance report that includes our conclusion based on the procedures we have performed and evidence we have obtained.

Our Independence and Quality Management

We have complied with our independence and other relevant ethical requirements of the *Code of Ethics for Professional Accountants (including Independence Standards)* issued by the Accounting Professional and Ethical Standards Board, and complied with the applicable requirements of Auditing Standard on Quality Management 1 to design, implement and operate a system of quality management.

A handwritten signature in blue ink, appearing to read 'KPMG'.

KPMG
Sydney NSW
21 August 2025

Consolidated statement of comprehensive income

For the year ended 30 June 2025

		2025	2024
	Note	\$m	\$m
Revenue	3	1,581.4	1,941.5
Expenses	4	(1,511.7)	(2,152.5)
Impairment expenses		(8.0)	-
Share of profit of associates	25	6.8	10.7
Finance costs		(69.7)	(60.0)
Loss before tax		(1.2)	(260.3)
Income tax benefit	5	17.3	75.0
Profit/(loss) for the year		16.1	(185.3)
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Change in fair value of financial assets through other comprehensive income		-	(0.3)
Remeasurements of defined benefit asset		(3.6)	3.1
Income tax related		1.1	(0.8)
		(2.5)	2.0
Items that may be reclassified to profit or loss			
Exchange differences on translating foreign operations		1.1	(0.2)
Income tax related		(0.3)	0.1
		0.8	(0.1)
Other comprehensive income for the year, net of income tax		(1.7)	1.9
Total comprehensive income for the year		14.4	(183.4)
Profit/(loss) attributable to the shareholders of Insignia Financial Ltd		16.1	(185.3)
Total comprehensive income attributable to the shareholders of Insignia Financial Ltd		14.4	(183.4)
Earnings per share			
Basic earnings per share (cents)	7	2.4	(27.9)
Diluted earnings per share (cents)	7	2.4	(27.9)

Notes to the consolidated financial statements are included on pages 80 to 120.

Consolidated statement of financial position

As at 30 June 2025

		2025	2024
	Note	\$m	\$m
Assets			
Cash and cash equivalents	8	476.3	421.7
Receivables	9	356.0	269.3
Other financial assets	10	185.4	204.5
Current tax assets		1.1	0.7
Prepayments		48.7	40.5
Assets classified as held for sale	27	10.6	26.7
Property and equipment	11	192.7	109.1
Net defined benefit asset	28	21.2	24.3
Associates	25	61.5	59.5
Intangible assets	12	2,353.7	2,424.8
Deferred tax assets	5	61.2	7.6
Total assets		3,768.4	3,588.7
Liabilities			
Payables	13	301.6	171.9
Other financial liabilities	14	7.7	12.2
Provisions	16	289.0	427.5
Liabilities associated with assets classified as held for sale	27	6.5	15.2
Lease liabilities	15	234.7	138.7
Borrowings	18	863.3	778.8
Total liabilities		1,702.8	1,544.3
Net assets		2,065.6	2,044.4
Equity			
Share capital	19	3,052.3	3,054.0
Reserves		14.7	6.3
Accumulated losses		(1,001.4)	(1,015.4)
Total equity attributable to the shareholders of Insignia Financial Ltd		2,065.6	2,044.9
Non-controlling interest		-	(0.5)
Total equity		2,065.6	2,044.4

Notes to the consolidated financial statements are included on pages 80 to 120.

Consolidated statement of changes in equity

For the year ended 30 June 2024

For the year ended 30 June 2024	Ordinary shares	Treasury shares	Share-based payments reserve	Foreign currency translation reserve	Equity investment revaluation reserve	Business combination reserve	Accumulated losses	Total equity attributable to shareholders	Non-controlling interest	Total equity
	\$m	\$m	\$m	\$m	\$m	\$m	\$m	\$m	\$m	\$m
Balance at 1 July 2023	3,043.3	(7.2)	2.5	0.9	1.5	(0.3)	(710.4)	2,330.3	(0.5)	2,329.8
Total comprehensive income										
Loss for the year	-	-	-	-	-	-	(185.3)	(185.3)	-	(185.3)
Other comprehensive income, net of tax	-	-	-	(0.1)	(0.2)	-	2.2	1.9	-	1.9
Total comprehensive income	-	-	-	(0.1)	(0.2)	-	(183.1)	(183.4)	-	(183.4)
Transactions with owners recognised directly in equity										
Issue of shares under dividend reinvestment plan	19.6	-	-	-	-	-	-	19.6	-	19.6
Purchase of treasury shares	-	(2.3)	-	-	-	-	-	(2.3)	-	(2.3)
Dividends paid	-	-	-	-	-	-	(123.2)	(123.2)	-	(123.2)
Share-based payments expense	-	-	3.9	-	-	-	-	3.9	-	3.9
Share-based payments reserve transfer	0.6	-	(0.6)	-	-	-	-	-	-	-
Treasury shares transferred to recipients	(1.2)	1.2	-	-	-	-	-	-	-	-
Lapsed performance rights transfer	-	-	(0.3)	-	-	-	0.3	-	-	-
Equity investment revaluation reserve transfer	-	-	-	-	(1.3)	-	1.3	-	-	-
Business combination reserve transfer	-	-	-	-	-	0.3	(0.3)	-	-	-
Total transactions with owners	19.0	(1.1)	3.0	-	(1.3)	0.3	(121.9)	(102.0)	-	(102.0)
Balance at 30 June 2024	3,062.3	(8.3)	5.5	0.8	-	-	(1,015.4)	2,044.9	(0.5)	2,044.4

Notes to the consolidated financial statements are included on pages 80 to 120.

Consolidated statement of changes in equity (cont'd)

For the year ended 30 June 2025

For the year ended 30 June 2025	Ordinary shares	Treasury shares	Share- based payments reserve	Foreign currency trans- lation reserve	Accum- ulated losses	Total equity attribu- table to share- holders	Non- control- ling interest	Total equity
	\$m	\$m	\$m	\$m	\$m	\$m	\$m	\$m
Balance at 1 July 2024	3,062.3	(8.3)	5.5	0.8	(1,015.4)	2,044.9	(0.5)	2,044.4
Total comprehensive income								
Profit for the year	-	-	-	-	16.1	16.1	-	16.1
Other comprehensive income, net of tax	-	-	-	0.8	(2.5)	(1.7)	-	(1.7)
Total comprehensive income	-	-	-	0.8	13.6	14.4	-	14.4
Transactions with owners recognised directly in equity								
Purchase of treasury shares	-	(3.7)	-	-	-	(3.7)	-	(3.7)
Share-based payments expense net of tax	-	-	10.5	-	-	10.5	-	10.5
Share-based payments reserve transfer	2.0	-	(2.0)	-	-	-	-	-
Treasury shares transferred to recipients	(2.7)	2.7	-	-	-	-	-	-
Lapsed performance rights transfer	-	-	(0.9)	-	0.9	-	-	-
Disposal of non-controlling interests	-	-	-	-	(0.5)	(0.5)	0.5	-
Total transactions with owners	(0.7)	(1.0)	7.6	-	0.4	6.3	0.5	6.8
Balance at 30 June 2025	3,061.6	(9.3)	13.1	1.6	(1,001.4)	2,065.6	-	2,065.6

Notes to the consolidated financial statements are included on pages 80 to 120.

Consolidated statement of cash flows

For the year ended 30 June 2025

		2025	2024
	Note	\$m	\$m
Cash flows from operating activities			
Receipts from customers		1,588.7	1,871.0
Payments to suppliers and employees		(1,183.2)	(1,523.5)
Dividends from associates		9.5	9.8
Remediation costs		(126.5)	(193.4)
Transformation and separation costs		(194.0)	(253.5)
Transition costs		(5.1)	-
Insurance recoveries		6.7	-
Legal settlements received/(paid)		26.5	(5.6)
Income taxes refunded/(paid)		(32.2)	41.5
Net cash provided by operating activities from the statutory funds		-	0.4
Net cash (used in)/provided by operating activities	8	90.4	(53.3)
Cash flows from investing activities			
Dividends and distributions received		0.1	0.3
Interest received		26.9	33.0
Proceeds on divestment of subsidiaries		4.3	42.8
Net proceeds from divestment in associates		-	0.1
Net proceeds from financial instruments		21.3	89.9
Net payments for property and equipment		(8.0)	(1.2)
Net proceeds/(payments) for intangible assets		-	10.7
Early lease incentive received		5.4	3.2
Net cash provided by investing activities		50.0	178.8
Cash flows from financing activities			
Drawdown of borrowings		158.0	161.0
Repayment of borrowings (principal)		(135.0)	(161.0)
Interest and other costs of finance paid		(52.5)	(50.9)
Repayment of lease liabilities		(44.8)	(38.5)
Acquisition of treasury shares		(3.7)	(2.3)
Dividends paid to owners of the Company		-	(103.6)
Net cash used in financing activities		(78.0)	(195.3)
Net (decrease)/increase in cash and cash equivalents		62.4	(69.8)
Cash and cash equivalents at the beginning of year		421.7	505.6
Reclassified to assets held for sale during the year		(6.9)	(14.1)
Effects of exchange rate changes on cash and cash equivalents		(0.9)	-
Cash and cash equivalents at the end of year	8	476.3	421.7

Notes to the consolidated financial statements are included on pages 80 to 120.

Notes to the financial statements (cont'd)

For the year ended 30 June 2025

Section 1 – Basis of preparation

This section sets out the Group's accounting policies that relate to the financial statements as a whole. Where an accounting policy is specific to a single note, the policy is described in the note to which it relates. This section also shows new accounting standards, amendments and interpretations, and whether they are effective in 2025 or later years. The expected impact of these changes to the financial position and performance of the Group is explained in this section.

1 Basis of preparation

Reporting entity

Insignia Financial Ltd (the Company) is a public company listed on the Australian Securities Exchange (trading under the symbol 'IFL'), domiciled in Australia. The consolidated financial statements of the Company for the year ended 30 June 2025 comprise the Company and its controlled entities (collectively, the Group or the Insignia Financial Group).

The Insignia Financial Group is a for-profit entity. The principal activities of the Group during the year were:

- **Advice** – the Group's employed advice businesses, Bridges and Shadforth, provide comprehensive financial advice;
- **Master Trust** – As one of the largest superannuation and pension providers in Australia, the Group offers a number of award-winning solutions used by many of Australia's largest employers and independent advisers;
- **Wrap** – the Group has built a strong and contemporary technology platform and remains committed to investing in technology and services to support the changing needs of advisers and their clients;
- **Asset Management** – the Group offers access to a broad suite of investment capabilities across a range of multi-asset and single asset classes, designed to suit a wide range of investor needs and risk profiles.

The Company's registered office and its principal place of business are Level 1, 800 Bourke Street, Docklands Victoria 3008.

Basis of preparation

(a) Statement of compliance

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards adopted by the Australian Accounting Standards Board (AASB) and the *Corporations Act 2001*. The consolidated financial statements comply with International Financial Reporting Standards (IFRS) adopted by the International Accounting Standards Board.

The annual financial report was approved by the Board of Directors on 21 August 2025.

(b) Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis except for the following material items in the statement of financial position:

- financial instruments at fair value through profit or loss are measured at fair value;
- net defined benefit asset is measured as the fair value of plan assets less the present value of the defined benefit obligation; and
- assets classified as held for sale are measured at the lower of carrying amount and fair value less costs to sell.

The statement of financial position is presented in order of liquidity.

(c) Functional and presentation currency

These consolidated financial statements are presented in Australian dollars, which is the Company's functional currency.

(d) Rounding of amounts

The Company is a company of the kind referred to in *ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191* and in accordance with that instrument, amounts in the financial report are rounded off to the nearest one hundred thousand dollars, unless otherwise stated.

(e) Use of estimates and judgements

Management is required to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the year in which the estimates are revised and in any future years affected.

Information about critical judgements in applying accounting policies, assumptions and estimation uncertainties that may have a significant effect on the amounts recognised in the financial statements is included in the following notes:

- note 12 – Intangible assets;
- note 16 – Provisions;
- note 20 – Commitments and contingencies;
- note 22 – Fair value of financial assets and liabilities;
- note 28 – Defined benefit plan; and
- note 29 – Share-based payments.

(f) Other material accounting policies

Material accounting policies have been included in the relevant notes to which the policies relate. Other material accounting policies are listed below.

Certain comparative amounts have been reclassified to conform with the current year's presentation.

Basis of consolidation

The consolidated financial statements incorporate the assets and liabilities of all controlled subsidiaries of the Company as at 30 June 2025 and the results of all controlled subsidiaries for the year then ended.

Non-controlling interests

Non-controlling interests (NCI) are measured initially at their proportionate share of the acquiree's identifiable net assets at the acquisition date. Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial performance of subsidiaries are included in the consolidated results of the Group from the date on which control commences until the date on which control ceases.

Loss of control

When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related non-controlling interests and other components of equity. Any resulting gain or loss is recognised in profit or loss. Any interest retained in the former subsidiary is measured at fair value when control is lost.

Treasury shares

Treasury shares are held by the IOOF Equity Plans Trust, a subsidiary of the Group. IOOF Equity Plans Trust administers the Group's employee share schemes. Treasury shares are deducted from share capital.

Transactions eliminated on consolidation

Intra-group balances and transactions are eliminated in preparing the consolidated financial statements. This includes dividends paid to the IOOF Equity Plans Trust.

Foreign currency transactions

Transactions in foreign currencies are translated at the foreign exchange rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated to Australian dollars at the foreign exchange rate prevailing at that date. Foreign exchange differences arising on translation are recognised in profit or loss. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction.

Foreign operations

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on consolidation, are translated to Australian dollars at foreign exchange rates prevailing at the balance sheet date. The revenue and expenses of foreign operations are translated to Australian dollars at rates approximating the foreign exchange rates prevailing at the dates of the transactions. Foreign currency differences are recognised in the foreign currency translation reserve.

Notes to the financial statements (cont'd)

For the year ended 30 June 2025

1 Basis of preparation (continued)

Goods and services tax

Revenues, expenses and assets (excluding receivables) are recorded net of goods and services tax (GST). GST input tax credits are initially recorded as an asset and GST collected as a liability. These balances are offset as at the reporting date and recognised as either an amount receivable or payable to the Australian Taxation Office. The GST portion relating to financial supplies and non-deductible expenditure, for which an input tax credit cannot be claimed, is expensed or is recognised as part of the cost of acquisition of an asset.

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the Australian Taxation Office is included with other receivables or payables in the statement of financial position.

Cash flows are presented in the statement of cash flows on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to, the Australian Taxation Office are presented as operating cash flows.

(g) New accounting standards and amendments to accounting standards issued but not yet effective

A number of other new accounting standards and amendments to accounting standards have been issued but are not yet effective, have not been early adopted by the Group. These standards and amendments to accounting standards, when applied in future periods, are not expected to have a material impact on the financial position or performance of the Group other than discussed below:

AASB 18 *Presentation and Disclosure in Financial Statements*

AASB 18 *Presentation and Disclosure in Financial Statements* will be applicable to the Group for the 30 June 2028 financial year. The standard will replace AASB 101 *Presentation of Financial Statements*. The standard establishes key presentation and disclosure requirements including newly defined subtotals in the statement of profit or loss, the disclosure of management-defined performance measures and enhanced requirements for grouping information.

(h) Australian Sustainability Reporting Standards

AASB S1 *General Requirements for Disclosure of Sustainability-related Financial Information*

AASB S1 *General Requirements for Disclosure of Sustainability-related Financial Information* is a voluntary standard. The standard requires an entity to disclose information about all sustainability-related risks and opportunities that could reasonably be expected to affect the entity's prospects, financial position, financial performance and cash flows, access to finance or cost of capital over the short, medium or long term. The Group may elect to adopt the standard in the future.

AASB S2 *Climate-related Disclosures*

AASB S2 *Climate-related Disclosures* will be applicable to the Group for the 30 June 2026 financial year. The standard sets out disclosure requirements for climate-related risks and opportunities that could reasonably be expected to affect an entity's prospects, financial position, financial performance and cash flows, access to finance or cost of capital over the short, medium or long term.

Section 2 – Results for the year

This section focuses on the results and performance of the Group. On the following pages you will find disclosures explaining the Group's segment information, results for the year, taxation, dividends and earnings per share.

2 Operating segments

Basis of segmentation

During the year, the Group restructured its operating model and related performance reporting to the Chief Executive Officer. The Chief Executive Officer is the Group's chief operating decision maker for the purpose of segment reporting. The new operating model consists of five operating segments which are also the Group's reportable segments: Advice, Master Trust, Wrap, Asset Management and Corporate. Comparative information has been restated to conform with current period presentation.

Advice

The Advice segment includes the Group's employed advice businesses, Bridges and Shadforth. These businesses provide comprehensive financial advice.

Master Trust

As one of the largest superannuation and pension providers in Australia, the Master Trust segment offers a number of award-winning solutions used by many of Australia's largest employers and independent advisers.

Wrap

The Wrap segment offers a strong and contemporary technology platform and remains committed to investing in technology and services to support the changing needs of advisers and their clients.

Asset Management

The Asset Management segment offers access to a broad suite of investment capabilities across a range of multi-asset and single asset classes, designed to suit a wide range of investor needs and risk profiles.

Corporate

The Corporate segment comprises group functions required to support the Group and operating segments. Activities performed by the segment are of a strategic, shareholder or governance nature and reflect centralised corporate expenses. The segment also includes the financial results from the Group's divestment program.

Underlying net profit after tax

Segment performance is measured based on segment underlying net profit after tax (UNPAT) as discussed in the Operating and Financial Review section of the Directors' Report.

UNPAT adjustments are determined by management to be outside normal operating activities and are significant in their size. Management believes that UNPAT provides the most relevant information in evaluating the financial performance of each segment from normal operating activities.

Notes to the financial statements (cont'd)

For the year ended 30 June 2025

2 Operating segments (continued)

	Advice		Master Trust		Wrap		Asset Management		Corporate		Total	
	2025	2024 rest-ated*	2025	2024 rest-ated*	2025	2024 rest-ated*	2025	2024 rest-ated*	2025	2024 rest-ated*	2025	2024
	\$m	\$m	\$m	\$m	\$m	\$m	\$m	\$m	\$m	\$m	\$m	\$m
Management and service fees revenue	162.4	152.3	771.6	783.9	302.6	297.6	288.8	269.6	9.3	361.0	1,534.7	1,864.4
Other revenue	-	-	62.3	13.5	4.8	2.4	0.1	-	(0.3)	17.5	66.9	33.4
Share of profits of associates	(0.1)	0.2	-	-	-	-	6.8	10.5	0.1	-	6.8	10.7
Service fees and other direct costs	(1.7)	(2.5)	(98.4)	(103.9)	(24.2)	(24.7)	(77.0)	(70.1)	(2.4)	(314.5)	(203.7)	(515.7)
Net revenue	160.6	150.0	735.5	693.5	283.2	275.3	218.7	210.0	6.7	64.0	1,404.7	1,392.8
Base operating expenses	(114.0)	(120.0)	(463.9)	(472.8)	(154.1)	(174.3)	(100.5)	(118.6)	(106.8)	(125.8)	(939.3)	(1,011.5)
Reinvestment operating expenses	-	-	-	-	-	-	-	-	(12.2)	-	(12.2)	-
Share-based payments expense	(1.2)	(0.5)	(1.7)	(1.2)	(1.2)	(0.9)	(0.8)	(0.6)	(2.9)	(0.7)	(7.8)	(3.9)
Depreciation expenses	(6.9)	(7.0)	(19.5)	(16.5)	(8.3)	(6.5)	(3.3)	(3.7)	(6.3)	(8.1)	(44.3)	(41.8)
Amortisation expenses (other than acquisition related)	-	-	(0.4)	(2.2)	(0.2)	(0.1)	-	(0.1)	(0.1)	(0.2)	(0.7)	(2.6)
Impairment expenses	-	-	(0.1)	-	0.1	-	-	-	(0.8)	-	(0.8)	-
Finance income	0.5	0.5	18.2	20.6	1.4	1.0	0.2	0.9	6.6	10.0	26.9	33.0
Finance costs	(0.4)	(0.9)	(4.7)	(2.2)	(2.0)	(1.1)	(0.9)	(0.8)	(61.7)	(58.3)	(69.7)	(63.3)
Income tax (expense)/benefit	(11.6)	(6.5)	(79.0)	(65.8)	(35.7)	(28.0)	(32.0)	(23.0)	56.3	37.2	(102.0)	(86.1)
UNPAT	27.0	15.6	184.4	153.4	83.2	65.4	81.4	64.1	(121.2)	(81.9)	254.8	216.6
Transformation and separation costs	-	(1.9)	(89.8)	(108.7)	(31.1)	(60.7)	(18.1)	(29.1)	(59.0)	(57.3)	(198.0)	(257.7)
Amortisation of acquired intangibles	(18.0)	(21.6)	(24.4)	(17.3)	(17.9)	(27.5)	(9.8)	(8.5)	(0.2)	(1.2)	(70.3)	(76.1)
Net gain/(losses) on financial instruments	-	(0.1)	2.9	4.2	-	-	-	-	(50.5)	9.9	(47.6)	14.0
Transition costs	(0.4)	-	(3.9)	-	(1.7)	-	(0.5)	-	(5.8)	-	(12.3)	-
Remediation recovery/(expenses)	-	(59.9)	-	(49.2)	11.5	(24.7)	-	-	-	(98.6)	11.5	(232.4)
Legal settlement expenses	-	-	(41.3)	-	-	-	-	-	-	-	(41.3)	-
Penalties	-	-	-	(10.7)	-	-	-	-	-	-	-	(10.7)
Income tax on UNPAT adjustments	4.5	23.3	59.9	48.5	11.8	33.9	8.5	11.2	34.6	44.1	119.3	161.0
Profit/(loss) for the year	13.1	(44.6)	87.8	20.2	55.8	(13.6)	61.5	37.7	(202.1)	(185.0)	16.1	(185.3)

* During the year, the Group updated its operating model and changed the composition of its operating segments which resulted in a change in reportable segments. Comparative information has been restated to conform with current period presentation.

3 Revenue

	2025	2024
	\$m	\$m
Management and service fees revenue		
Management and administration fees	1,183.6	1,199.4
Financial planning revenue	171.7	482.1
Other management and service fees revenue	179.4	182.9
Management and service fees revenue	1,534.7	1,864.4
Finance income		
Interest income on financial assets measured at fair value	8.3	9.9
Interest income on financial assets measured at amortised cost	18.6	23.1
Finance income	26.9	33.0
Other income		
Net fair value (loss)/gain on financial instruments at fair value through profit or loss	(47.6)	10.7
Net gain on disposal of assets	-	12.8
Dividends and distributions income	0.1	0.3
Sundry income	67.3	20.3
Other income	19.8	44.1
Total revenue	1,581.4	1,941.5

Accounting policies

Revenue is measured based on the consideration specified in a contract with a customer. The Group recognises revenue when it transfers control over a good or service to a customer.

Management and service fees revenue

The Group provides management services to unit trusts and funds operated by the Group at normal commercial rates. Management and service fees earned from the unit trusts and funds are calculated based on an agreed percentage of the respective funds under management or administration as disclosed in the respective product disclosure statements and are recognised as performance obligations are satisfied over time.

Revenue from the provision of financial planning services together with revenue from the rendering of services are recognised as performance obligations are satisfied over time.

Finance income

Finance income includes interest income earned on fixed income investments measured at fair value and interest income recognised using the effective interest method on cash and cash equivalents.

Dividends and distribution income

Dividends and distribution income is recognised in profit or loss on the date that the Group's right to receive payment is established, which in the case of quoted securities is the ex-dividend date.

Sundry income

Sundry income includes conference income and various expense recoveries under service agreements.

Notes to the financial statements (cont'd)

For the year ended 30 June 2025

4 Expenses

Expenses by function

The table below provides a breakdown of expenses by function:

	2025	2024
	\$m	\$m
Service fees expense	127.4	448.1
Other direct costs	76.2	67.6
Service fees and other direct costs	203.6	515.7
Salaries and related employee expenses (excluding superannuation)	622.2	648.5
Employee defined contribution superannuation expense	54.2	60.4
Share-based payments expense	7.8	3.9
Salaries and related employee expenses	684.2	712.8
Information technology costs	148.6	154.6
Information technology costs	148.6	154.6
Transformation and separation costs	198.0	257.7
Transition costs	5.1	-
Transformation and transition costs	203.1	257.7
Amortisation of intangible assets	71.1	78.7
Depreciation expenses	44.3	41.8
Amortisation and depreciation expenses	115.4	120.5
Office support and administration	45.3	58.3
Professional fees	42.8	52.4
Occupancy related expenses	15.7	15.5
Marketing	14.0	11.7
Travel and entertainment	6.2	5.6
Administrative expenses	124.0	143.5
Remediation (recovery)/costs	(11.5)	232.4
Remediation costs	(11.5)	232.4
Legal settlement and penalties	41.3	10.7
Net loss on disposal of assets	0.5	-
Other	2.5	4.6
Other expenses	44.3	15.3
Total expenses	1,511.7	2,152.5

Other direct costs by nature

The table below provides a breakdown of other direct costs by nature:

	2025	2024
	\$m	\$m
Other direct costs by nature		
Custodian fees	22.3	26.9
Funds administration fees	13.3	11.7
Remediation costs	18.5	19.1
Other funds related costs	14.9	9.7
Salaries and related employee expenses	7.1	-
Other	0.1	0.2
Other direct costs	76.2	67.6

Transformation and transition costs by nature

The table below provides a breakdown of transformation and transition costs by nature:

	2025	2024
Transformation and transition costs by nature	\$m	\$m
Salaries and related employee expenses	104.0	133.6
Information technology costs	66.1	90.9
Professional fees	26.5	32.1
Occupancy related expenses	1.9	-
Depreciation expenses	4.0	4.2
Marketing	0.4	1.4
Travel and entertainment	0.3	0.2
Office support and administration	(0.1)	(4.7)
Transformation and transition costs	203.1	257.7

Expenses by nature

The table below provides a breakdown of expenses by nature:

	2025	2024
Expenses by nature	\$m	\$m
Salaries and related employee expenses (excluding superannuation)	733.3	782.1
Employee defined contribution superannuation expense	54.2	60.4
Share-based payments expense	7.8	3.9
Advice services expenses	-	311.8
Investment management and other services expense	127.4	136.3
Custodian fees	22.3	26.9
Funds administration fees	13.3	11.7
Other funds related costs	14.9	9.7
Legal settlement and penalties	41.3	10.7
Remediation costs	7.0	251.5
Amortisation of intangible assets	71.1	78.7
Depreciation expenses	48.3	46.0
Information technology costs	214.7	245.5
Professional fees	69.3	84.5
Office support and administration	45.3	53.6
Occupancy related expenses	17.6	15.5
Marketing	14.4	13.1
Travel and entertainment	6.5	5.8
Net loss on disposal of assets	0.5	-
Other	2.5	4.8
Total expenses	1,511.7	2,152.5

Accounting policies

Service fees and other direct costs

Service fees and other direct costs include amounts paid to advisers, dealer groups and other suppliers in the course of operating the products and services of the Group. Examples of direct costs include custodian fees, audit services and the printing and mailing of client statements and other communications. The expenses are recognised at the fair value of the consideration paid or payable for the goods or services received.

Salaries and related employee expenses

These expenses include salaries, wages, superannuation, bonuses, overtime, allowances, annual leave, long service leave and share-based payment expenses.

Notes to the financial statements (cont'd)

For the year ended 30 June 2025

4 Expenses (continued)

Salaries and related employee expenses (continued)

Short-term employee benefits

Short-term employee benefits are measured on an undiscounted basis and are expensed as the related service is provided.

Annual and long service leave benefits

The Group's net obligation in respect of long-term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and prior years plus related on-costs.

Liabilities for long-term benefits that are expected to be settled beyond 12 months are discounted using rates attaching to high quality corporate bonds which most closely match the terms of maturity of the related liabilities at balance date.

In determining the liability for employee entitlements, consideration is given to future increases in wage and salary rates, experience with employee departures and years of service.

Employee defined contribution superannuation expense

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution plans are recognised in profit or loss in the years during which services are rendered by employees.

Share-based payments expense

The grant date fair value of share-based payment plans is recognised in profit or loss over the vesting period with a corresponding increase in equity. The amount recognised is adjusted to reflect the number of shares for which the related service and non-market performance conditions are expected to be met, such that the amount ultimately recognised is based on the number of shares that meet the related service and non-market performance conditions at the vesting date. Refer to Note 29 *Share-based payments*.

Termination payments

Termination benefits or redundancy costs are recognised in profit or loss when the Group is demonstrably committed to a formal detailed plan without possibility of withdrawal, or providing termination benefits as a result of an offer made to encourage voluntary redundancy.

Information technology expenses

Information technology costs are expensed as they are incurred, with the exception of costs relating to licences and right of use, including Software as a Service (SaaS) arrangements.

SaaS arrangements are service contracts providing the Group with the right to access a cloud provider's application software over the contract period. The Group does not have control over the software nor can it restrict others' access to the benefits. Where configuration and customisation costs are not distinct from the underlying use of the SaaS application software, they are capitalised as a prepayment and expensed over the term of the SaaS contract. All other costs are expensed through the Statement of comprehensive income.

Transformation and separation costs

Transformation and separation costs include expenses associated with platform simplification, separation of the MLC and ANZ P&I businesses, MLC Wrap migration and the transition to the Advice Services partnership model. These expenses include external activities, project labour costs, redundancy and termination costs, information technology and other consultancy fees, and outsourced hosting services directly related to these activities.

Transition costs

Transition costs relate to expenses directly associated with transitioning certain Master Trust technology and operational functions to SS&C.

Amortisation of intangible assets

Amortisation is recognised in the profit or loss over the estimated useful lives of intangible assets unless such lives are judged to be indefinite. Refer to Note 12 *Intangibles assets*.

Professional fees

Professional fees include fees paid to professionals for legal, consulting, research, audit and other services.

Occupancy related expenses

Occupancy related expenses include rent on short-term leases and utilities on office buildings.

Remediation costs

Remediation costs include client compensation and related costs.

Legal settlement expenses

Legal settlement expenses include expenses incurred for class actions settlement.

5 Income taxes

Income tax benefit

	2025	2024
	\$m	\$m
Current tax		
Current year tax benefit	(0.1)	(29.4)
Adjustment for prior years	6.8	(8.6)
Current tax expense/(benefit)	6.7	(38.0)
Deferred tax		
Origination and reversal of temporary differences	(14.9)	(37.2)
Adjustments recognised in the current year in relation to the deferred tax of prior years	(5.0)	0.2
Recognition of tax losses and deferred tax balances	(4.1)	-
Deferred tax benefit	(24.0)	(37.0)
Income tax benefit	(17.3)	(75.0)

Reconciliation of effective tax rate

	2025		2024	
	%	\$m	%	\$m
Loss before tax		(1.2)		(260.3)
Income tax benefit using domestic tax rate	30.0	(0.4)	30.0	(78.1)
Tax effect of:				
Non assessable income from legal settlement		(13.5)		-
Non-deductible expenses		1.0		3.6
Impairment of investments		0.2		-
Non-assessable income from the share of profits of associates		(2.0)		(3.2)
Assessable associate dividends		0.9		1.3
Recognition of tax losses and deferred tax balances		(4.1)		-
Tax on disposal of subsidiaries		0.9		5.8
Foreign tax rate differential		(0.9)		(0.7)
Under/(over) provided in prior periods		1.5		(8.4)
Other		(0.9)		4.7
Income tax benefit	1,441.7	(17.3)	28.8	(75.0)

Notes to the financial statements (cont'd)

For the year ended 30 June 2025

5 Income taxes (continued)

Income tax recognised in other comprehensive income

	2025			2024		
	Gross	Tax	Net of tax	Gross	Tax	Net of tax
	\$m	\$m	\$m	\$m	\$m	\$m
Financial assets measured at fair value through OCI	-	-	-	(0.3)	0.1	(0.2)
Remeasurement of defined benefit asset	(3.6)	1.1	(2.5)	3.1	(0.9)	2.2
Exchange differences on translating foreign operations	1.1	(0.3)	0.8	(0.2)	0.1	(0.1)
Income tax recognised in other comprehensive income	(2.5)	0.8	(1.7)	2.6	(0.7)	1.9

Deferred tax assets and liabilities

	2025	2024
	\$m	\$m
Deferred tax assets from temporary differences		
Employee entitlements	57.0	62.0
Provisions and accruals	39.1	68.8
Carry forward capital and revenue losses	68.5	36.0
Lease liability	70.4	41.0
Unrealised losses	-	0.7
Legal settlement	19.3	-
Other	17.4	10.3
Deferred tax assets as at 30 June before set-off	271.7	218.8
Set-off of deferred taxes	(210.5)	(211.2)
Net deferred tax assets as at 30 June	61.2	7.6
Deferred tax liabilities from temporary differences		
Unrealised gains	6.4	7.4
Intangible assets	146.7	162.1
Property and equipment	52.8	35.5
Other	4.6	6.2
Deferred tax liabilities as at 30 June before set-off	210.5	211.2
Set-off of deferred taxes	(210.5)	(211.2)
Net deferred tax liabilities as at 30 June	-	-

Reconciliation of deferred tax movements

	2025	2024
	\$m	\$m
Net deferred tax assets/(liabilities) at the beginning of the year	7.6	(51.1)
Charged to profit and loss	24.0	37.2
Temporary differences directly attributable to equity	3.5	(0.7)
Reclassification of tax losses from current to deferred	26.1	22.2
Net deferred tax assets at the end of the year	61.2	7.6

Unrecognised deferred tax assets

	2025	2024
	\$m	\$m
Capital tax losses	5.3	-
Potential tax benefit at the Australian tax rate of 30%	1.6	-

Accounting policies

Income tax

Income tax comprises current and deferred tax. Current and deferred tax are recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

Current tax

Current tax is the expected tax payable or receivable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years. Current tax also includes any tax arising from dividends.

Current tax assets and liabilities are offset only if certain criteria are met.

Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for:

- taxable temporary differences arising on the initial recognition of goodwill;
- temporary differences on the initial recognition of assets or liabilities in a transaction that
 - is not a business combination;
 - affects neither accounting nor taxable profit or loss; and
 - does not give rise to equal taxable and deductible temporary differences; and
- temporary differences related to investments in subsidiaries and associates to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when deferred tax balances relate to the same taxation authority.

Tax consolidation

Insignia Financial Ltd and its wholly owned Australian resident entities are part of a tax-consolidated group under Australian taxation law. As a consequence, all members of the tax-consolidated group are taxed as a single entity.

Notes to the financial statements (cont'd)

For the year ended 30 June 2025

6 Dividends

Dividends

	Cents per share	Total \$m	Date of payment	Franking
2025				
No dividend declared or paid	-	-	-	-
2024				
Interim 2024 ordinary dividend	9.3	62.0	3 April 2024	Not franked
Final 2023 ordinary dividend	9.3	61.6	3 October 2023	Not franked

Dividend amounts shown are inclusive of any dividends paid on treasury shares. No dividend has been declared in relation to the current year earnings (2024: 9.3 cents per share).

On 22 July 2025, the Company entered into a Scheme Implementation Deed (SID) with Daintree Bidco Pty Limited, an entity established by CC Capital Partners, LLC and its affiliates for the acquisition of all of the issued shares of the Company by way of a scheme of arrangement (the Scheme). If the Scheme has not become effective by 22 July 2026, the Company is permitted to pay a special cash dividend, based on a 50% payout of the UNPAT for each calendar month that has elapsed from (and including) 22 July 2026 to (and including) the date of the Scheme meeting, conditional on the Scheme becoming effective and other conditions as set out in the SID (Special Dividend). If a Special Dividend is paid, it will not reduce the Scheme consideration. Any such Special Dividend will be considered by the Board closer to the time, but prior to implementation, of the Scheme. Any dividends will otherwise remain paused.

Dividend franking account

As at	30 June 2025	30 June 2024
	\$m	\$m
Amount of franking credits available to shareholders of Insignia Financial Ltd for subsequent financial years	1.3	-

The ability to utilise the franking credits is dependent upon there being sufficient available profits to declare dividends. Future franking credits will be generated when the Group reinstates PAYG instalments to the ATO.

7 Earnings per share

	2025	2024
	Cents per share	Cents per share
Basic earnings per share	2.4	(27.9)
Diluted earnings per share	2.4	(27.9)

Basic and diluted earnings per share

	2025	2024
	\$m	\$m
Profit/(Loss) attributable to the shareholders of Insignia Financial Ltd	16.1	(185.3)
Earnings used in the calculation of basic and diluted EPS	16.1	(185.3)
	2025	2024
	No. m	No. m
Weighted average number of ordinary shares		
Weighted average number of ordinary shares (basic)	668.0	664.5
Weighted average number of ordinary shares (diluted)	668.0	664.5

Accounting policies

The Group presents basic and diluted earnings per share for its ordinary shares. Basic earnings per share is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the year. Diluted earnings per share is determined by adjusting the basic earnings per share for the effects of all dilutive potential ordinary shares. At 30 June 2025, the Company does not have any dilutive potential ordinary shares (2024: nil).

At 30 June 2025, there were no options outstanding (2024: nil).

Section 3 – Assets and liabilities

This section shows the assets used to generate the Group's trading performance and the liabilities incurred as a result. Liabilities relating to the Group's financing activities are addressed in Section 4.

8 Cash and cash equivalents

	2025	2024
	\$m	\$m
Cash – corporate	263.4	308.7
Cash – restricted for legal settlement*	50.0	-
Cash – restricted as part of the ORFR**	162.9	113.0
Cash and cash equivalents	476.3	421.7

* Restricted for class action settlement. Refer to Note 20 *Commitments and contingencies* for details.

** Held as part of the ORFR on behalf of superannuation funds including \$40m under a court enforceable undertaking as discussed in the risk management section of the *Directors' Report*.

Cash includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash.

Restricted ORFR cash relates to cash held as part of the operating risk financial requirement (ORFR) on behalf of the superannuation funds. The ORFR is not available for distribution to the shareholders of the Company.

Net cash (used in)/provided by operating activities

	2025	2024
	\$m	\$m
Profit/(loss) after tax for the year	16.1	(185.3)
Adjustments for non-cash items		
Amortisation of intangible assets	71.1	78.7
Interest and other finance costs	69.7	60.0
Depreciation of property and equipment	48.3	41.8
Fair value loss/(gain) on financial instruments at fair value through profit and loss	47.6	(10.7)
Dividends received from associates	9.5	9.8
Impairment of other non-current assets	8.0	-
Share-based payments expense	7.8	3.9
Interest received and receivable	(26.9)	(33.0)
Share of profits of associates accounted for using the equity method	(6.8)	(10.7)
Dividends and distributions received and receivable	(0.1)	(0.3)
Net (gain)/loss on disposal of assets	0.5	(12.5)
Bad and doubtful debts	-	0.4
Changes in net operating assets and liabilities:		
(Increase)/decrease in receivables	(89.7)	18.8
(Increase)/decrease in current tax assets	(0.4)	33.1
(Increase)/decrease in other financial assets	-	17.5
(Increase)/decrease in prepayments	(8.1)	(4.2)
Increase/(decrease) in payables	133.0	(10.7)
Increase/(decrease) in provisions	(135.5)	62.6
Increase/(decrease) in other financial liabilities	-	(43.5)
(Increase)/decrease in deferred tax assets	(53.7)	(69.0)
Net cash used in operating activities	90.4	(53.3)

Notes to the financial statements (cont'd)

For the year ended 30 June 2025

9 Receivables

	2025	2024
	\$m	\$m
Trade receivables	279.9	247.3
Legal settlement receivable	64.3	-
Other receivables	19.5	30.0
Loss allowance	(7.7)	(8.0)
Total receivables	356.0	269.3
Current	355.2	267.5
Non-current	0.8	1.8
Total receivables	356.0	269.3

Trade receivables are amounts due from customers for services performed in the ordinary course of business. Other receivables include accrued income and other receivables arising from transactions outside the usual operating activities of the Group.

Legal settlement receivable is an indemnity receivable from NAB relating to a class action settlement as discussed in Note 20 *Commitments and contingencies*.

Receivables are initially measured at the transaction price. The Group holds the receivables with the objective of collecting the contractual cash flows and therefore measures these receivables subsequently at amortised cost using the effective interest method.

Expected credit losses

Movements in loss allowance	2025	2024
	\$m	\$m
Carrying value at 1 July	8.0	9.7
Recovery	(0.3)	(1.7)
Carrying value at 30 June	7.7	8.0

Ageing of trade receivables as at 30 June	2025	2024
	\$m	\$m
Neither past due nor impaired	193.2	229.2
31-60 days past due	71.9	1.4
61-90 days past due	2.6	3.3
91-120 days past due	12.2	13.4
Total trade receivables	279.9	247.3

The Group recognises loss allowances for expected credit losses on financial assets measured at amortised cost. Loss allowances are measured at an amount equal to lifetime expected credit losses for trade and other receivables as these receivables do not contain a significant financing component.

Expected credit losses are measured in a way that reflects:

- an unbiased and probability-weighted amount that is determined by evaluating a range of possible outcomes;
- the time value of money; and
- reasonable and supportable information that is available without undue cost or effort at the reporting date about past events, current conditions and forecasts of future economic conditions.

The maximum period considered when estimating expected credit losses is the maximum contractual period over which the Group is exposed to the credit risk.

When the Group has no reasonable expectations of recovering a receivable in its entirety or a portion thereof, the gross carrying amount of the receivable is reduced directly. Subsequent recoveries of amounts previously written off are credited against previously recognised impairment losses.

10 Other financial assets

Other financial assets include financial assets mandatorily measured at fair value through profit or loss and financial assets designated at fair value through profit or loss.

	2025	2024
	\$m	\$m
Financial assets mandatorily measured at fair value through profit or loss		
Fixed income*	176.9	198.1
Derivative assets**	0.1	0.6
Unlisted unit trusts	0.4	0.7
Other unlisted investments	5.5	2.7
Financial assets designated at fair value through profit or loss		
Deferred sales consideration	2.5	2.4
Total other financial assets	185.4	204.5
Current	42.9	64.8
Non-current	142.5	139.7
Total other financial assets	185.4	204.5

* Held as part of the ORFR on behalf of superannuation funds. The ORFR is not available for distribution to shareholders of the Company.

** Includes nil (2024:\$0.3m) derivative assets held as part of the ORFR.

Financial assets mandatorily measured at fair value through profit or loss

Financial assets mandatorily measured at fair value through profit or loss (FVTPL) include derivative assets (futures, interest rate swaps and foreign exchange forwards), investments in fixed income securities, investments in unlisted unit trusts and other unlisted investments.

A financial asset is classified as FVTPL if the associated cash flows are not solely payments of principal and interest. Upon initial recognition, attributable transaction costs are recognised in profit or loss when incurred. Subsequent fair value changes are recognised in profit or loss.

Financial assets designated at fair value through profit or loss

Financial assets designated at FVPTL are deferred sales consideration associated with businesses divested. The value of these receivables rises and falls depending on performance hurdles in relation to the businesses sold over the deferral period. Performance hurdles are specific to each agreement and may include revenue targets, gross margin targets, funds under management, funds under administration, funds under advice or customer retentions.

Offsetting assets and liabilities

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group has a legal right to offset the amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

11 Property and equipment

	2025	2024
	\$m	\$m
Cost	379.6	286.6
Accumulated depreciation	(186.9)	(177.5)
	192.7	109.1

Recognition and measurement

Property and equipment are measured at cost less any accumulated depreciation and any accumulated impairment losses. Cost includes expenditure that is directly attributable to the acquisition of the asset.

The gain or loss on divestment of an item of property and equipment is determined by comparing the proceeds from the divestment with the carrying amount of the property and equipment and is recognised in profit or loss.

Subsequent costs

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group.

Repairs and maintenance costs are recognised in profit or loss as incurred.

Depreciation

Depreciation is recognised in profit or loss on a straight-line basis over the estimated useful lives of each component of an item of property and equipment. Leased assets are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain the Group will obtain ownership by the end of the lease term.

Items of property and equipment are depreciated from the date they are installed and are ready for use or, in relation to internally constructed assets, from the date the asset is completed and ready for use.

The estimated useful lives are:

- office equipment and IT assets: 3–10 years; and
- leasehold improvements and right-of-use assets: 3–12 years.

Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

Notes to the financial statements (cont'd)

For the year ended 30 June 2025

11 Property and equipment (continued)

	Office equipment	Leasehold improvements	IT assets	Right-of-use assets	Total
	\$m	\$m	\$m	\$m	\$m
Balance at 1 July 2023	3.8	7.0	22.9	112.3	146.0
Additions	0.5	0.2	2.3	10.6	13.6
Early lease incentive received	-	-	-	(3.2)	(3.2)
Depreciation expense	(1.0)	(1.5)	(11.4)	(32.0)	(45.9)
Impairment	-	-	(0.4)	(1.0)	(1.4)
Balance at 30 June 2024	3.3	5.7	13.4	86.7	109.1
Additions	1.0	26.1	5.1	114.1	146.3
Reclassification to held for sale	-	-	-	(1.4)	(1.4)
Early lease incentive received	-	-	-	(5.4)	(5.4)
Depreciation expense	(0.9)	(3.0)	(9.9)	(34.5)	(48.3)
Disposals	(0.3)	(0.1)	-	-	(0.4)
Impairment	-	-	-	(7.2)	(7.2)
Balance at 30 June 2025	3.1	28.7	8.6	152.3	192.7

12 Intangible assets

	2025	2024
	\$m	\$m
Cost	3,248.9	3,251.1
Accumulated amortisation and impairment	(895.2)	(826.3)
	2,353.7	2,424.8

	Goodwill	Software and IT development	Customer relationships	Brand names	Adviser relationships	Total
	\$m	\$m	\$m	\$m	\$m	\$m
Carrying value at 1 July 2023	1,779.8	40.9	497.6	166.4	18.7	2,503.4
Additions	-	0.1	-	-	-	0.1
Amortisation expense	-	(15.8)	(59.6)	(0.4)	(2.9)	(78.7)
Carrying value at 30 June 2024	1,779.8	25.2	438.0	166.0	15.8	2,424.8
Amortisation expense	-	(6.2)	(59.5)	(2.6)	(2.8)	(71.1)
Carrying value at 30 June 2025	1,779.8	19.0	378.5	163.4	13.0	2,353.7

Accounting policies

Intangible assets are non-physical assets used by the Group to generate revenues and profits. These assets include goodwill from business combinations, brand names, software, customer and adviser relationships.

The cost of these assets is the amount that the Group has paid or, where there has been a business combination, the fair value of the specific intangible assets that could be sold separately or that arise from legal rights.

The value of intangible assets, with the exception of goodwill and brand names with indefinite useful lives, reduces over the period the Group expects to use the asset.

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the

specific asset to which it relates. All other expenditure, including expenditure on brands, is recognised in profit or loss as incurred.

Amortisation is charged to the profit or loss over the estimated useful lives of intangible assets unless such lives are judged to be indefinite. Indefinite life intangible assets are not amortised but are tested for impairment. Amortisation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

The estimated useful lives are:

- brand names with finite lives: 2-20 years;
- software and IT development: 3-5 years;
- other intangibles: 5-10 years; and
- customer relationships: 10-20 years.

Indefinite life intangible assets

Indefinite life intangible assets include goodwill and brand names with indefinite lives. During the year, the Group restructured its operating model and reallocated intangible assets into the following four cash-generating units (CGUs): Advice, Master Trust, Wrap and Asset Management. These CGUs are consistent with the Group's operating segments.

CGUs	Goodwill		Brand names with indefinite lives	
	2025	2024	2025	2024
	\$m	\$m	\$m	\$m
Advice	-	-	39.5	7.7
Master Trust	972.2	-	80.2	-
Wrap	477.5	-	6.6	-
Asset Management	330.1	330.1	22.7	30.1
Platforms	-	1,449.7	-	125.8
	1,779.8	1,779.8	149.0	163.6

Goodwill

Goodwill acquired in a business combination is initially measured at cost and subsequently measured at cost less accumulated impairment losses. Goodwill represents the future economic benefits that arise from assets that are not capable of being individually identified and separately recognised. Its cost is the amount the Group has paid in acquiring a business over and above the fair value of the individual assets and liabilities acquired.

Brand names with indefinite lives

	2025	2024
	\$m	\$m
MLC	98.0	98.0
Shadforth	51.0	51.0
Plum	-	14.6
	149.0	163.6

In designating brand names as having indefinite lives, consideration is given to the length of time the brand names have been in existence. It was determined that there is no foreseeable limit to the years over which the brand names are expected to generate net cash inflows for the Group.

During the year, the useful life of the Plum brand was revised from indefinite to finite following the announcement of the partnership with SS&C which will see the brand retired.

Impairment testing for cash-generating units

The carrying amount of CGUs is tested for impairment annually or when there is an indication of impairment. For the purposes of impairment testing, intangible assets are allocated to the Group's CGUs. These represent the lowest level within the Group at which the assets are monitored for internal management purposes. Each CGU is not higher than the Group's operating segments as reported in Note 2 *Operating segments*.

The Group uses a value in use approach in estimating the recoverable amount of each CGU. Determination of the recoverable amount of the CGUs requires the application of significant judgement when making assumptions about the future cash flows of each CGU, discount rates and terminal growth rate:

CGUs	Annualised average growth rate	Pre-tax discount rate	Terminal growth rate
30 June 2025			
Advice	14.5%	14.2%	2.5%
Master Trust	17.3%	14.2%	2.5%
Wrap	12.0%	14.3%	2.5%
Asset Management	14.3%	14.3%	2.5%
30 June 2024			
Advice	6.3%	14.4%	2.5%
Platforms	17.9%	15.8%	2.5%
Asset Management	9.2%	14.5%	2.5%

Estimated future cash flows are based on the five-year business plan. In developing cash flows over the forecasting period, the current economic conditions, the current and expected performance of each CGU and macroeconomic conditions were considered.

The impairment assessment results in headroom in the Master Trust, Wrap, Advice and Asset Management CGUs.

CGU impairment sensitivity analysis

There is no reasonably possible change to a key assumption that would cause the recoverable amount of any CGU to fall short of the carrying amount.

Notes to the financial statements (cont'd)

For the year ended 30 June 2025

13 Payables

	2025	2024
	\$m	\$m
Trade payable	79.1	81.2
Adviser fees payable	39.7	36.1
Legal settlement payable*	114.3	-
Employee benefits and other payables	68.5	54.6
Total payables	301.6	171.9
Current	282.3	171.8
Non-current	19.3	0.1
	301.6	171.9

* Legal settlement payable related to class actions as discussed in Note 20 *Commitments and contingencies*.

14 Other financial liabilities

	2025	2024
	\$m	\$m
Financial liabilities measured at fair value through profit or loss		
Derivative liabilities*	7.7	12.2
Total other financial liabilities	7.7	12.2
Current	0.3	0.5
Non-current	7.4	11.7
Total other financial liabilities	7.7	12.2

* Includes \$0.1m (2024:nil) derivative liabilities held as part of the ORFR.

Financial liabilities measured at FVTPL include:

- interest rate and foreign exchange rate derivative contracts; and
- issued investment protection derivatives.

Issued investment protection derivatives are term-based investment protection products issued by the Group. These products provide protection to investors over the investors' capital or a minimum level of income each year for a term of 10 or 20 years.

15 Leases

Amounts recognised in profit or loss

	2025	2024
	\$m	\$m
Interest expense on lease liabilities	9.3	5.8
Depreciation expenses	34.5	32.0
Rental expenses (included in occupancy related expenses)	0.9	0.9

Short-term leases

The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

Lease liabilities

	2025	2024
	\$m	\$m
Opening balance 1 July	138.7	161.8
Lease liabilities recognised	128.5	10.6
Lease liabilities derecognised	-	(1.0)
Payments made	(44.8)	(38.5)
Interest charged	9.3	5.8
Lease incentive received	4.8	-
Reclassified to held for sale	(1.8)	-
Closing balance 30 June	234.7	138.7
Current	31.4	29.7
Non-current	203.3	109.0
	234.7	138.7

The Group leases properties for office spaces and advice offices. At the lease commencement date, the Group recognises a right-of-use asset and a lease liability.

The right-of-use assets are initially measured at cost and subsequently measured at cost less accumulated depreciation and impairment losses. Cost includes the initial corresponding lease liabilities, lease payments made at or before the commencement day and any initial direct costs. Right-of-use assets are presented in Note 11 *Property and equipment*.

Lease liabilities are initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the Group's incremental borrowing rate. The incremental borrowing rate is determined with reference to the:

- length of the lease;
- lessee-specific credit risk; and
- secured borrowings adjustment.

Lease liabilities are measured at amortised cost using the effective interest method. It is remeasured:

- when there is a change in future lease payments arising from a change in an index or rate;
- if the Group changes its assessment of whether it will exercise a purchase, extension or termination option;
- if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee; or
- if there is a revised in-substance fixed lease payment.

When the lease liabilities are remeasured, a corresponding adjustment is made to the carrying amount of the related right-of-use asset or is recorded in profit or loss if the carrying amount of the right-to-use asset has been reduced to zero.

16 Provisions

	2025	2024
	\$m	\$m
Employee entitlements	190.6	207.6
Advice remediation	47.3	141.4
Structured product remediation	29.5	53.6
Other product remediation	10.4	18.7
Other provisions	11.2	6.2
Total provisions	289.0	427.5
Current	264.6	360.1
Non-current	24.4	67.4
	289.0	427.5

Accounting policies

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably and it is probable that an outflow of economic benefits will be required to settle the obligation.

Employee entitlements

Provision for employee benefits includes provisions for leave benefits, incentive plans and restructures.

A provision for restructuring is recognised when the Group has approved a detailed and formal restructuring plan and the restructuring has either commenced or been announced publicly. Future operating losses are not provided for.

A provision for an incentive plan is recognised when there is no realistic alternative but to settle the liability, and at least one of the following conditions is met:

- there are formal terms in the plan for determining the amount of the benefit;
- the amounts to be paid are determined before the time of completion of the financial report; or
- past practice gives clear evidence of the amount of the obligation.

Liabilities for incentives are expected to be settled within 12 months and are measured at the amounts expected to be paid when they are settled.

Advice remediation provision

The Group has historically had a significant number of self-employed and salaried financial advisers in its Advice

business, and it has been conducting a review of whether the provision of advice by advisers was in compliance with regulatory and internal policy requirements.

The review determines whether fee-paying clients under its licences were:

- provided with agreed services and/or advice;
- supported with documentation evidencing appropriate provision of service and/or advice; and
- received advice appropriate to their circumstances.

Where client compensation is probable and able to be reliably estimated, provisions are raised. Compensation costs include return of service fees, estimated client loss as a result of inappropriate advice, interest for time value of money and committed costs to resource the compensation program. The provision is reduced by client remediation payments and program costs paid.

Product remediation provision

Product remediation provision includes remediation events acquired as part of historic acquisitions. Product remediation provisions are reduced by client remediation payments and program costs paid.

Other provisions

Other provisions have been made for the present value of management's best estimates of legal settlements and other matters. The information usually required by AASB 137 *Provisions, Contingent Liabilities and Contingent Assets*, is not disclosed on the grounds that it can be expected to prejudice the outcome of certain litigation.

Estimation uncertainty

Determining the amount of a provision, which represents management's best estimate of the costs of settling the identified matters, requires the exercise of significant judgement. It will often be necessary to form a view on a number of different assumptions, including the number of impacted clients, the average refund per client, and associated remediation costs. Consequently, the appropriateness of the underlying assumptions is reviewed on a regular basis against actual experience and other relevant evidence, and adjustments are made to the provisions where appropriate.

	Employee entitlements	Advice remediation	Structured product remediation	Other product remediation	Other provisions	Total
	\$m	\$m	\$m	\$m	\$m	\$m
Balance at 1 July 2024	207.6	141.4	53.6	18.7	6.2	427.5
Charged to right-of-use assets*	-	-	-	-	3.5	3.5
Charged/(credited) to profit and loss	196.9	(10.9)	10.9	-	12.0	208.9
Amounts used during the period	(213.9)	(83.2)	(35.0)	(8.3)	(10.5)	(350.9)
Balance at 30 June 2025	190.6	47.3	29.5	10.4	11.2	289.0

* Other provisions charged to right-of-use assets relate to make good provisions raised for leases.

Notes to the financial statements (cont'd)

For the year ended 30 June 2025

Section 4 – Capital management and financing

This section outlines how the Group manages its capital structure and related financing costs, including its balance sheet liquidity and access to capital markets. When managing capital, the Group's objectives are to safeguard its ability to continue as a going concern, to provide returns to shareholders and benefits to other stakeholders, and to maintain an optimal structure to reduce the cost of capital.

17 Capital management

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, buy back its shares on market, issue new shares, sell assets, or otherwise adjust debt levels.

The Group monitors capital on the basis of investment capital, working capital and regulatory capital.

Investment capital

Investment capital is the Group's capital that is not required for regulatory and working capital requirements of the business. The investment capital is invested in:

- bank deposits and debt notes; and
- unit trusts operated by the Group as seed capital.

The investment capital is available to support the organic development of new businesses and products and to respond to investment and growth opportunities such as acquisitions, as they arise. Seed capital is primarily available to support the business in establishing new products.

Working capital

Working capital is the capital that is required to meet the day-to-day operations of the business.

Regulatory capital

Regulatory capital is the capital which the Group holds to meet minimum legislative and regulatory requirements in respect of its issued investment protection products and Australian financial services (AFS) licensed operations. During the year, the Group has complied with all externally imposed capital requirements.

A number of the Group's subsidiaries are subject to externally imposed regulatory capital requirements. The Board of each operational subsidiary manages its own capital required to support planned business growth and meet regulatory requirements. These include:

- capital requirements for the Australian Prudential Regulation Authority (APRA) regulated Registrable Superannuation Entities Licensees (RSEs):

	30 June 2025	30 June 2024
	\$m	\$m
Capital requirements on ORFR		
ORFR target	517.8	479.5
ORFR held by the RSEs	340.0	311.3
ORFR held by funds	195.6	176.5
Total ORFR held	535.6	487.8
ORFR margin	17.8	8.3

Effective 1 July 2025, the ORFR requirements have changed. Refer to Note 31 *Subsequent events* for actions taken by the Group.

- capital requirements for AFS licences; and
- capital requirements for risks relating to the issued investment protection products.

	30 June 2025	30 June 2024
	\$m	\$m
Capital requirements on issued investment protection products		
Regulatory capital requirement	7.4	7.8
Cash available to meet the capital requirement	19.5	24.1
Cash surplus	12.1	16.3

Regular monitoring of regulatory requirements ensures sufficient capital is available and appropriate planning is made to retain target surpluses to reduce the risk of breaching regulatory capital requirements.

Insignia Financial Ltd is primarily the provider of equity capital to its subsidiaries. Such investment is funded by Insignia Financial Ltd's own investment capital, through capital issues, profit retention and, in some instances, debt. Subsidiary capital generated in excess of planned requirements is returned to Insignia Financial Ltd, usually by way of dividends.

The syndicated facility agreements as detailed in Note 18 *Borrowings* are in place as a safeguard against a temporary need for funds and to provide a short-term funding facility that allows the business to take advantage of acquisition opportunities as they arise. The weighted average cost of capital is regularly monitored. Funding decisions take into consideration the cost of debt versus the cost of equity with emphasis on the outcome that is best for shareholder interests.

18 Borrowings

This note provides information about the contractual terms of the Group's interest-bearing liabilities, which are measured at amortised cost. Borrowing costs are recognised in profit or loss using the effective interest method.

	2025	2024
	\$m	\$m
Syndicated facility agreement (SFA)	608.8	584.7
Subordinated loan notes (SLNs)	254.5	194.1
Total borrowings	863.3	778.8
Current	254.5	-
Non-current	608.8	778.8
Total borrowings	863.3	778.8

	SFA	SLNs	Total
	\$m	\$m	\$m
Opening balance 1 July 2023	586.0	189.6	775.6
Drawdowns	161.0	-	161.0
Revaluation gain from changes in assumptions	-	(3.3)	(3.3)
Repayments (principal and interest)	(206.6)	(2.0)	(208.6)
Interest expense	44.3	9.8	54.1
Closing balance 30 June 2024	584.7	194.1	778.8
Drawdowns	158.0	-	158.0
Extinguishment of host contract	-	(200.0)	(200.0)
Recognition	-	253.5	253.5
Revaluation loss from changes in assumptions	-	0.2	0.2
Repayments (principal and interest)	(181.0)	(3.3)	(184.3)
Interest expense	47.1	10.0	57.1
Closing balance 30 June 2025	608.8	254.5	863.3

Notes to the financial statements (cont'd)

For the year ended 30 June 2025

18 Borrowings (continued)

Syndicated facility agreement

The syndicated facility agreement (SFA) is a multi-tranche facility with a group of lenders. During the year, the SFA agreement was amended to include a new \$100m tranche E facility and to extend the maturity dates of tranche A and tranche D by two years. As at 30 June 2025, the SFA includes the following tranches:

- a \$340m tranche A facility maturing 16 February 2029 (2024: \$340m maturing 16 February 2027). During the year, the Group made \$23.0m (2024: \$23.0m) drawdown under this tranche and made no principal repayment (2024: \$23.0m). As at 30 June 2025, this tranche was fully utilised (30 June 2024: \$23.0m available);
- a \$290m tranche B facility maturing 16 February 2028 (2024: \$290m maturing 16 February 2028). During the year, the Group made \$135.0m (2024: \$138.0m) drawdown under this tranche and repaid \$135.0m in principal (2024: \$138.0m). At 30 June 2025, \$290.0m of this tranche was available (30 June 2024: \$290.0m available);
- a \$270m tranche C facility maturing 16 February 2028 (2024: \$270m maturing 16 February 2028). During the year, the Group did not drawdown or make principal repayment under this tranche (2024: nil drawdown or principal repayment). As at 30 June 2025, this tranche was fully utilised (2024: fully utilised);
- a \$55m tranche D facility maturing 16 February 2029 (2024: \$55m maturing 16 February 2027). As at 30 June 2025, \$11.4m (2024: \$5.3m) of this tranche was available. Utilisation of this facility is in the form of guarantees included in Note 20 *Commitments and contingencies*; and
- a \$100m tranche E facility maturing 30 June 2028 (2024: nil). During the year, the Group did not drawdown under this tranche (2024: nil). As at 30 June 2025, \$100m of this tranche was available (2024: nil). Tranche E has been established primarily for the purpose of settling the SLN payment of \$253.5m with NAB in May 2026.

Subordinated loan notes

SLNs are unsecured subordinated debt obligations issued by the Group as part of the MLC acquisition in May 2021.

On 3 March 2025, the Group received a holder redemption request from National Australia Bank (NAB) to redeem the entirety of SLNs of \$200m. The Group chose to decline this early redemption request.

The SLNs include an equity-linked component under which an Additional Return Amount (ARA) is payable if the volume weighted average price (VWAP) of IFL shares during the 30 trading days prior to the date of the request exceeds the Reference Price, which at the date of the request was \$3.55. Based on a VWAP of \$4.50, the ARA payable was \$53.5m.

Prior to the receipt of the holder redemption notice, the ARA was presented as an embedded derivative separate from the host contract. Following the receipt to the holder redemption request, the embedded derivative has been derecognised, and the host contract and the ARA has been accounted as a single financial liability measured at amortised cost. Interest rate on the SLN increased from 1% to 4% effective 2 April 2025. The SLNs are payable to NAB on 31 May 2026.

Reconciliation of movements in liabilities to cash flows from financing activities

	Borrowings	
	2025	2024
	\$m	\$m
Opening balance 1 July	778.8	775.6
Changes from financing cash flows		
Repayment of borrowings (principal)	(135.0)	(161.0)
Interest paid	(49.3)	(47.6)
Drawdowns	158.0	161.0
Changes from financing cash flows	(26.3)	(47.6)
Other changes		
Revaluation loss/(gain) from changes in assumptions	0.2	(3.3)
Extinguishment of SLN host contract	(200.0)	-
Recognition of SLN	253.5	-
Interest accrued	57.1	54.1
Closing balance 30 June	863.3	778.8

19 Share capital

	2025	2024
	\$m	\$m
670,726,143 fully paid ordinary shares (2024: 670,726,143)	3,061.6	3,062.3
3,169,828 treasury shares (2024: 2,798,292)	(9.3)	(8.3)
	3,052.3	3,054.0

Ordinary shares

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All shares rank equally with regard to the Company's residual assets. The Company does not have authorised capital or par value in respect of its issued shares.

	2025		2024	
	No. m	\$m	No. m	\$m
Ordinary shares				
On issue at 1 July	670.7	3,062.3	662.6	3,043.3
Issue of shares pursuant to dividend reinvestment plan	-	-	8.1	19.6
Transfer from employee equity-settled benefits reserve on exercise of performance rights	-	2.0	-	0.6
Treasury shares transferred to recipients during the year	-	(2.7)	-	(1.2)
Ordinary shares on issue at 30 June	670.7	3,061.6	670.7	3,062.3
Treasury shares				
On issue at 1 July	(2.8)	(8.3)	(2.0)	(7.2)
Purchase of treasury shares	(1.1)	(3.7)	(1.0)	(2.3)
Treasury shares transferred to recipients during the year	0.7	2.7	0.2	1.2
Treasury shares on issue at 30 June	(3.2)	(9.3)	(2.8)	(8.3)
	667.5	3,052.3	667.9	3,054.0

20 Commitments and contingencies

Commitments

	2025	2024
	\$m	\$m
Guarantees and commitments		
Rental bond guarantees	37.6	44.8
AFSL guarantee	6.0	6.0
Capital commitment	0.4	2.6
Other guarantees	0.1	0.1
	44.1	53.5

Contingent assets

Contingent assets of the Group exist in relation to insurance recoveries and/or possible claims that at the date of signing these accounts, have not yet been resolved. It is not practicable to estimate the financial effects of the contingent assets. Receivables are recognised in respect of identified claims only when recovery is considered virtually certain.

Contingent liabilities

Contingent liabilities of the Group exist in relation to claims and/or possible claims that, at the date of signing these accounts, have not been resolved. The likely loss to the Group in respect of each identified claim has been assessed on a claim-by-claim basis and specific provision has been made where appropriate.

Treasury shares

Shares in the Company which are purchased on-market by the IOOF Equity Plans Trust are classified as treasury shares and are deducted from share capital. The IOOF Equity Plans Trust is controlled by the Group and is therefore consolidated. Dividends received on treasury shares are eliminated on consolidation.

Class actions

During the year, the Group reached agreements with the plaintiffs to settle two separate class actions:

- On 3 October 2024, OnePath Custodians Pty Limited (OPC), together with Zurich Australia Limited and ANZ Banking Group Limited, agreed with the plaintiffs to settle the class action commenced by Slater and Gordon in December 2020 for a total of \$50m, of which OPC will contribute \$22m. The settlement is subject to Federal Court approval and is made without any admission or liability or wrongdoing by OPC or any of the other respondents. The class action was filed on behalf of certain members of the former OnePath Master Fund and Retirement Portfolio Service. It relates to historical issues regarding interest rates paid on members' investments in certain cash investment options in the period prior to January 2020 and the payment of grandfathered commissions to financial advisers in the period prior to April 2019. The Group has recognised a legal settlement expense of \$22m in the profit or loss and \$50m restricted cash and corresponding payable on the balance sheet; and

Notes to the financial statements (cont'd)

For the year ended 30 June 2025

20 Commitments and contingencies (continued)

Class actions (continued)

- On 6 December 2024, NULIS and MLC Nominees Pty Ltd (MLCN) agreed with the plaintiffs to settle the "MySuper" class action commenced by Maurice Blackburn in January 2020 for a total of \$64.3m. The Federal Court approved the settlement on 12 May 2025 without any admission or liability or wrongdoing by the respondents. It relates to a historical issue regarding the timing of transfers in 2016 and 2017 of "accrued default amounts" to a MySuper product. While NULIS and MLCN were acquired from National Australia Bank Ltd (NAB) on 31 May 2021, NAB remains liable for the costs associated with the class action, including the agreed settlement amount (less any tax benefit obtained by the Group). The Group has recognised a \$19.3m legal settlement expense with an offsetting income tax benefit in the profit or loss, a \$64.3m payable in Note 13 *Payables* and an offsetting receivable in Note 9 *Receivables* in relation to the settlement.

During the year, the Federal Court of Australia ruled in favour of NULIS in the matter of Brady v NULIS, a class action being run by Williams Roberts Lawyers and funded by Omni Bridgeway. The plaintiff has appealed the decision. The potential outcomes and total costs associated with this matter remains uncertain. Any potential liabilities, if any, will be indemnified by NAB under the *Share Sale and Purchase Agreement* dated 31 August 2020.

Other legal matters

The Group continues to defend an action by the Finance Sector Union against NAB and MLC Wealth Limited (MLCW) in the Federal Court alleging the defendants had breached provisions of the Fair Work Act 2009 (Cth) in respect of four "group 3" and "group 4" employees (three NAB employees and one MLCW employee). The potential outcomes and total costs associated with this matter remains uncertain.

MLC Wealth completion accounts

An independent expert was jointly appointed during the prior reporting period by the Group and NAB to finalise the MLC Wealth completion accounts process. MLC Wealth was acquired from NAB on 31 May 2021. During the period, the independent expert finalised their determination of the final net asset price adjustment between the parties for the MLC Wealth acquisition which was binding on both parties.

The final consideration for the MLC Wealth acquisition is \$1.44bn less net asset price adjustment of \$5.7m from NAB which resulted in a \$0.5m gain recognised in the profit or loss. This completes the completion account process.

Warranties on business sold

Standard warranties apply to businesses divested by the Group. No specific provisions have been made in relation to these warranties.

Liabilities associated with the SS&C transaction

On 1 July 2025, the Group completed the transition of its Master Trust administration and technology services to SS&C Administration Services (Australia) Pty Ltd (SS&C). This included the transition of approximately 1,300 people from Insignia Financial to SS&C.

Under the transfer deed, the Group must pay SS&C the statutory redundancy costs of the transferred employees within the first 3 years of the transaction completion (should they be made redundant). This is subject to terms and conditions and is not capable of being quantified at the date of this report.

Other remediation matters

There are a number of remediation matters under investigation. The potential outcomes and total costs associated with these matters remain uncertain.

Section 5 – Financial risk management

The Group's activities expose it to a variety of financial and non-financial risks. Financial risks include:

- market risks (including interest rate risk, currency risk and other price risk);
- credit risk; and
- liquidity risk.

The nature of the financial risk exposures arising from financial instruments, the objectives, policies and processes for managing these risks and the methods used to measure them are detailed in this section.

Exposures to material non-financial risks are discussed in detail in the *Operating and financial review* section of the *Directors' Report*.

21 Financial risk management

Risk management framework

Risk is defined as the potential for an event to lead to a negative outcome, loss or harm, impeding our strategic or business objectives. The Group's risk management process involves the identification of material risks, assessment of impact and likelihood, implementation of mitigants to manage risks, and continuous monitoring and improvement of the procedures in place.

The Group's objective is to satisfactorily manage its risks in line with the Group's Risk Management Policy set by the Board. The Group's Risk Management Framework outlines how the Group manages risk through the Risk Management Strategy, Risk Appetite Statement, Risk Management Policy, supported by three lines of accountability and a strong risk culture. The Group maintains a framework to ensure regulatory compliance obligations are managed. The Group's exposure to all material risks is monitored and regularly reported to the Group Risk and Compliance Committee and the Board.

Market risk

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The financial instruments held that are impacted by interest rate risk consist of interest-bearing financial assets measured mandatorily at fair value through profit or loss.

Sensitivity analysis interest rate risk

For interest-bearing financial assets measured at fair value through profit or loss, a +/- 100 basis points (2024: 100 basis points) change in the interest rate at the reporting date would have decreased/increased post tax profit by \$2.0m (2024: \$1.7m), with all other variables held constant. Equity would have been lower/higher by the same amount.

Currency risk

The Group's exposure to foreign exchange risk in relation to the financial instruments of its foreign activities is immaterial.

Other price risk

Price risk is the risk that the fair value or future earnings of a financial instrument will fluctuate because of changes in market prices (other than those from interest rate risk or currency risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer or by factors affecting all similar financial instruments traded in the market.

The Group's exposure to other price risk is immaterial.

Credit risk

Credit risk refers to the risk that a counterparty will fail to meet its contractual obligations resulting in financial loss to the Group. Credit risk arises for the Group from cash, receivables and financial assets measured at FVTPL.

The Group mitigates its credit risk by ensuring cash deposits are held with high credit quality financial institutions and other highly liquid investments are held with trusts operated by the Group.

Receivables consist of management fees receivable, service fees receivable and other amounts receivable. These counterparties generally do not have an independent credit rating, and the Group assesses the debtor's credit quality considering its financial position, past experience with the debtor and other available credit risk information. In relation to management fees receivable, credit risk is minimised as the Group is contractually entitled to deduct such fees from investors' account balances in accordance with the Product Disclosure Statements. Other receivables are regularly monitored by management.

The maximum exposure to credit risk at the reporting date is the carrying value of the financial assets. The Group does not hold any significant collateral as security over its receivables and loans.

Notes to the financial statements (cont'd)

For the year ended 30 June 2025

21 Financial risk management (continued)

Credit risk (continued)

The Group measures concentration of credit risk using Standard & Poor's credit ratings or equivalents:

	AAA	AA+ to AA-	A+ to A-	BBB+ to BBB-	Not rated	Total
30 June 2025	\$m	\$m	\$m	\$m	\$m	\$m
Cash and cash equivalents	-	470.6	5.7	-	-	476.3
Receivables	-	-	-	-	356.0	356.0
Other financial assets						
Fixed income	7.3	71.6	70.9	27.1	-	176.9
Derivatives assets	-	0.1	-	-	-	0.1
Unlisted unit trusts	-	-	-	-	0.4	0.4
Other unlisted investment	-	-	-	-	5.5	5.5
Deferred sales consideration	-	-	-	-	2.5	2.5
Total financial assets	7.3	542.3	76.6	27.1	364.4	1,017.7
30 June 2024	\$m	\$m	\$m	\$m	\$m	\$m
Cash and cash equivalents	-	414.5	7.2	-	-	421.7
Receivables	-	-	-	-	269.3	269.3
Other financial assets						
Fixed income	14.5	51.9	101.7	30.0	-	198.1
Derivatives assets	0.3	0.3	-	-	-	0.6
Unlisted unit trusts	-	-	-	-	0.7	0.7
Other unlisted investment	-	-	-	-	2.7	2.7
Deferred sales consideration	-	-	-	-	2.4	2.4
Total financial assets	14.8	466.7	108.9	30.0	275.1	895.5

Liquidity risk

Liquidity risk relates to the Group having insufficient liquid assets to cover current liabilities and unforeseen expenses. The Group maintains a prudent approach to managing liquidity risk exposure by maintaining sufficient liquid assets and an ability to access a committed line of credit. It is managed by continuously monitoring actual and forecast cash flows and by matching the maturity profiles of financial assets and liabilities. Surplus funds are invested in highly liquid, low risk financial assets.

The liquidity requirements for licensed entities in the Group are regularly reviewed and carefully monitored in accordance with those licence requirements. The Group continuously monitors actual and forecast financial results to determine compliance with banking covenants

In addition, the Group had access to the following bank borrowing facilities at 30 June 2025:

- \$1,000.0m of cash advance and term loan facilities of which \$610m was used (2024: \$313.0m used). The terms of these facilities are described in Note 18 *Borrowings*; and
- \$55.0m (2024: \$55.0m) contingent liability facility of which \$43.6m was used (30 June 2024: \$49.7m).

Maturities of financial liabilities

The following table analyses the Group's financial liabilities into relevant maturity groupings based on the remaining years at the balance date to the contractual maturity date. The amounts disclosed therein are the contractual undiscounted cash flows excluding interests.

	Contractual cash flows			
	Less than 1 year	1-5 years	5+ year	Total
30 June 2025	\$m	\$m	\$m	\$m
Payables	282.3	19.3	-	301.6
Derivative liabilities	0.3	2.6	4.8	7.7
Leasing liabilities	44.3	133.2	128.3	305.8
Borrowings	254.5	608.8	-	863.3
Total cashflows for financial liabilities	581.4	763.9	133.1	1,478.4
30 June 2024	\$m	\$m	\$m	\$m
Payables	171.8	0.1	-	171.9
Derivative liabilities	0.5	3.5	8.2	12.2
Leasing liabilities	34.4	83.5	38.4	156.3
Borrowings	-	787.0	-	787.0
Total cashflows for financial liabilities	206.7	874.1	46.6	1,127.4

22 Fair value of financial assets and liabilities

The fair value of financial assets and liabilities traded in active markets is based on quoted market prices at the reporting date. The quoted market price used for financial assets is the closing price. Where no quoted prices in an active market exist, the Group uses valuation techniques to estimate the fair value of financial assets and liabilities.

For investments in fixed income and derivatives where no quoted prices in an active market exist, valuation techniques using observable market inputs for financial assets with similar credit risk, maturity and yield characteristics are used.

The fair value of other unlisted investments is determined by referencing to the financial information of the underlying investments.

Fair value hierarchy

The fair value hierarchy includes the following three levels based on inputs to valuation techniques used to measure fair value:

- Level 1: quoted closing prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. prices) or indirectly (i.e. derived from prices). Fair values are derived from published market indices and include adjustments to take account of the credit risk of the Group entity and counterparty; and
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair values of financial assets and liabilities are equal to the carrying amounts shown in the statement of financial position.

Notes to the financial statements (cont'd)

For the year ended 30 June 2025

22 Fair value of financial assets and liabilities (continued)

The table below analyses financial instruments carried at fair value, by valuation method.

	Level 1	Level 2	Level 3	Total
30 June 2025	\$m	\$m	\$m	\$m
Financial assets measured at fair value				
Fixed income	-	176.9	-	176.9
Derivative assets	-	0.1	-	0.1
Unlisted unit trusts	-	0.4	-	0.4
Other unlisted investment	-	0.2	5.3	5.5
Deferred sales consideration	-	-	2.5	2.5
Financial assets measured at fair value	-	177.6	7.8	185.4
Financial liabilities measured at fair value				
Derivative liabilities	(0.3)	(6.3)	(1.1)	(7.7)
Financial liabilities measured at fair value	(0.3)	(6.3)	(1.1)	(7.7)
30 June 2024	\$m	\$m	\$m	\$m
Financial assets measured at fair value				
Fixed income	-	198.1	-	198.1
Derivative assets	0.3	0.3	-	0.6
Unlisted unit trusts	-	0.7	-	0.7
Other unlisted investment	-	0.2	2.5	2.7
Deferred sales consideration	-	-	2.4	2.4
Financial assets measured at fair value	0.3	199.3	4.9	204.5
Financial liabilities measured at fair value				
Derivative liabilities	-	(11.7)	(0.5)	(12.2)
Financial liabilities measured at fair value	-	(11.7)	(0.5)	(12.2)

Transfers between levels

There were no transfers between levels of the fair value hierarchy during the year ended 30 June 2025 (2024: nil).

Level 3 financial assets and liabilities

Reconciliation of movements in Level 3 financial assets and liabilities	Deferred sales consideration assets		Other unlisted investments		Issued investment protection derivatives liabilities	
	2025	2024	2025	2024	2025	2024
	\$m	\$m	\$m	\$m	\$m	\$m
Opening balance as at 1 July	2.4	-	2.5	-	0.5	(1.5)
Recognised from businesses sold	2.1	2.4	-	-	-	-
Purchases	-	-	2.8	2.5	-	-
Fair value movement	0.4	-	-	-	0.6	2.0
Settlement	(2.4)	-	-	-	-	-
Closing balance as at 30 June	2.5	2.4	5.3	2.5	1.1	0.5

Level 3 financial liabilities consist of the following:

- Deferred sales consideration assets relate to businesses sold by the Group. It is valued at the best estimate of amounts receivable under relevant contracts. The amount of deferred consideration receivable is linked to the funds under management or trail commissions of the sold businesses at a future date which is an unobservable input.
- Other unlisted investments relate to the Group's investments in two unlisted entities in the UK. The fair value of these investments is determined by referencing to the financial information of the underlying entities.
- Issued investment protection derivatives are term-based investment protection products issued by the Group. These products provide protection to investors' capital or a minimum level of income each year for a term of 10 or 20 years. These derivatives are measured using market standard valuation models and assumptions. Significant unobservable inputs include the underlying investments' growth rate and the risk-free interest rate assumptions.

A 1% increase in the underlying investments' growth rate assumption would result in a decrease in fair value by \$27,431 (2024: \$21,088), holding all other variables constant. A 1% decrease in the underlying investments' growth rate assumption would result in an increase in fair value by \$45,186 (2024: \$36,053), holding all other variables constant.

A 1% increase in the risk-free interest rate assumption would result in a decrease in fair value by \$0.7m (2024: \$0.4m), holding all other variables constant. A 1% decrease in the risk-free interest rate assumption would result in an increase in fair value by \$2.2m (2024: \$1.3m), holding all other variables constant.

Notes to the financial statements (cont'd)

For the year ended 30 June 2025

Section 6 – Group structure

23 Parent entity financials

The parent entity of the Group is Insignia Financial Ltd.

	2025	2024
	\$m	\$m
Result of the parent entity		
Loss/(Profit) for the year	(103.5)	90.5
Total comprehensive income	(103.5)	90.5
Financial position of parent entity		
Current assets	9.0	13.9
Total assets	3,151.8	3,147.6
Current liabilities	265.2	16.4
Total liabilities	1,025.3	925.5
Net assets	2,126.5	2,222.1
Equity of the parent entity		
Share capital	3,061.6	3,062.3
Share-based payments reserve	17.4	9.7
Common control reserve	(965.4)	(965.4)
Retained earnings	12.9	115.5
Total equity	2,126.5	2,222.1

Parent entity contingent liabilities

Contingent liabilities of Insignia Financial Ltd exist in relation to claims and/or possible claims which, at the date of signing these accounts, have not been resolved.

An assessment of the likely loss to the Company and its controlled entities has been made in respect of the identified claims on a claim-by-claim basis, and specific provision has been made where appropriate. Insignia Financial Ltd does not consider that the outcome of any other current proceedings, either individually or in aggregate, is likely to materially affect its operations or financial position. Refer to Note 20 *Commitments and contingencies* for further information.

	2025	2024
	\$m	\$m
Guarantees and commitments		
Rental bond guarantees	-	1.4
AFSL guarantee	6.0	6.0
Other guarantee	0.1	0.1

24 Subsidiaries

The following is a list of all subsidiaries in the Group.

		2025	2024
Subsidiary name	Place incorporated	% of ownership	
Parent entity			
Insignia Financial Ltd	Australia	100%	100%
Subsidiaries			
ACN 128 895 947 Pty Ltd	Australia	-	100%
Actuate Alliance Services Pty Ltd	Australia	100%	100%
Antares Capital Partners Ltd	Australia	100%	100%
Australian Wealth Management Limited	Australia	100%	100%
Austselect Pty Ltd	Australia	-	100%
Bridges Financial Services Group Pty Limited	Australia	100%	100%
Bridges Financial Services Pty Limited	Australia	100%	100%
Consultum Financial Advisers Pty Ltd	Australia	-	100%
Deakin Financial Services Pty Ltd	Australia	-	100%
DKN Financial Group Pty Ltd	Australia	-	100%
DKN Management Pty Ltd	Australia	-	100%
DKN Stakeholders Pty Ltd	Australia	-	100%
Financial Acuity Limited	Australia	100%	100%
Financial Investment Network Group Pty Limited	Australia	-	100%
Financial Partnership Pty Ltd	Australia	-	100%
Financial Planning Hotline Pty Limited	Australia	100%	100%
Financial Services Partners Holdings Pty Limited	Australia	-	100%
Financial Services Partners Management Pty Limited	Australia	-	100%
Financial Services Partners Pty Limited	Australia	100%	100%
FSP Group Pty Limited	Australia	-	100%
Greencrest Administration Pty Ltd	Australia	100%	100%
IFL Internal Audit Pty Ltd	Australia	100%	100%
Integrated Networks Pty Limited	Australia	-	100%
I.O.O.F. Investment Management Limited	Australia	100%	100%
IOOF Alliances Pty Limited	Australia	100%	100%
IOOF Equity Plans Trust	Australia	100%	100%
IOOF Finance Choice Pty Ltd	Australia	-	100%
IOOF Group Pty Ltd	Australia	-	100%
IOOF Holdings Pty Limited	Australia	-	100%

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		2025	2024
Subsidiary name	Place incorporated	% of ownership	
IOOF Insurance Brokers Pty Ltd	Australia	100%	100%
IOOF Investment Services Ltd	Australia	100%	100%
IOOF Life Pty Ltd	Australia	100%	100%
IOOF New Zealand Limited	New Zealand	100%	100%
IOOF Service Co Pty Ltd	Australia	100%	100%
JK Rye Pty Limited	Australia	-	100%
KE Sunshine Coast Pty Limited	Australia	-	100%
Kiewa Street Planners Pty Limited	Australia	-	100%
Lachlan Wealth Management Pty Ltd	Australia	-	100%
Lifetime Financial Advisers Pty Ltd	Australia	-	100%
Lifetime Mortgage Solutions Pty Ltd	Australia	-	100%
Lonsdale Financial Group Limited	Australia	100%	100%
Managed Portfolio Services Limited	Australia	100%	100%
MLC Asset Management (UK) Limited	UK	100%	100%
MLC Asset Management (UK) Real Estate Limited	UK	100%	100%
MLC Asset Management Holdings Limited	Australia	100%	100%
MLC Asset Management Pty Limited	Australia	100%	100%
MLC Asset Management Services Limited	Australia	100%	100%
MLC Asset Management US LLC	US	100%	100%
MLC Investments Limited	Australia	100%	100%
MLC Lifetime Company Limited	Australia	100%	100%
MLC Nominees Pty Ltd	Australia	100%	100%
MLC Properties Pty. Limited	Australia	-	100%
MLC Wealth Holdings Limited	Australia	100%	100%
MLC Wealth Limited	Australia	100%	100%
My Adviser Pty Ltd	Australia	-	100%
Navigator Australia Limited	Australia	100%	100%
NULIS Nominees (Australia) Limited	Australia	100%	100%
NWMH Sub Ltd	Australia	-	100%
Oasis Asset Management Limited	Australia	100%	100%
Oasis Fund Management Limited	Australia	100%	100%
OnePath Administration Pty Limited	Australia	100%	100%
OnePath Custodians Pty Limited	Australia	100%	100%

		2025	2024
Subsidiary name	Place incorporated	% of ownership	
OnePath Funds Management Limited	Australia	100%	100%
OnePath Investment Holdings Pty Limited	Australia	100%	100%
Orchard St Investment Management LLP	UK	100%	100%
Orchard Street Investment Advisors Limited	UK	100%	100%
PFS Nominees Pty Ltd	Australia	100%	100%
Plan B Administration Pty Ltd	Australia	-	100%
Plan B Group Holdings Pty Limited	Australia	100%	100%
Rhombus Advisory Investment Solutions Pty Ltd	Australia	-	100%
Rhombus Advisory Pty Ltd*	Australia	37%	100%
RI Advice Group Pty Ltd	Australia	-	100%
Select Managed Funds Pty Ltd	Australia	100%	100%
Sentinel Adviser Services Pty Ltd	Australia	-	100%
SFG Australia Limited	Australia	100%	100%
SFG Spencers Pty Ltd	Australia	-	100%
Shadforth Business Advisory Services Pty Ltd	Australia	-	100%
Shadforth Financial Group Holdings Pty Ltd	Australia	100%	100%
Shadforth Financial Group Limited	Australia	100%	100%
Shadforth Lending Services Pty Ltd	Australia	-	100%
Shadforth Property Advisory Services Pty Ltd	Australia	-	100%
SMF Wealth Management Pty Ltd	Australia	-	100%
Snowball Capital Pty Ltd	Australia	-	100%
Wealth Central Pty Ltd	Australia	100%	100%
Western Pacific Financial Group Pty Ltd	Australia	-	100%

* Rhombus Advisory Pty Ltd became an associate when the Group divested 63% of its ownership on 1 July 2024.

Notes to the financial statements (cont'd)

For the year ended 30 June 2025

24 Subsidiaries (continued)

Unconsolidated structured entities

The Group has interests in various structured entities that are not consolidated. An "interest" in an unconsolidated structured entity is any form of contractual or non-contractual involvement that exposes the Group to variability of returns from the performance of that entity. Such interests include holdings of seed capital for the purpose of supporting the establishment of new products.

The Group has investments in managed investment funds through its asset management subsidiaries. Control of these managed investment funds may exist since the Group has power over the activities of the fund. However, these funds have not been consolidated because the Group is not exposed to significant variability in returns from the funds.

The Group earns management fees from the management of these investment funds which are commensurate with the services provided and are reported in management and service fees revenue in Note 3 *Revenue*. Management fees are generally based on the value of the assets under management. Therefore, the fees earned are impacted by the composition of the assets under management and fluctuations in financial markets.

25 Associates

Associates are those entities over which the Group has significant influence, but not control, over the financial and operating policies.

Intermede Investment Partners Limited (Intermede) is an institutional global equity fund manager focused on global equity strategy.

Fairview Equity Partners Pty Ltd (Fairview) is a boutique Australian fund manager exclusively focused on investing in Australian small companies' equities.

Rhombus Advisory Pty Ltd (Rhombus) is an Australian based advice services company. Rhombus was 100% owned by the Group until 1 July 2024 when the Group divested 63% of its ownership.

None of the Group's equity-accounted investees are publicly listed entities and consequently do not have published price quotations.

Details of the Group's material associates are included in the table below.

Associate	Year-end	Country of incorporation	Ownership interest		Carrying value		Share of profit	
			2025	2024	2025	2024	2025	2024
			%	%	\$m	\$m	\$m	\$m
Intermede Investment Partners Limited	31-Dec	UK	40.0	40.0	54.0	55.0	5.5	7.8
Fairview Equity Partners Pty Ltd	30-Sep	Australia	40.0	40.0	2.5	4.0	1.3	2.7
Rhombus Advisory Pty Ltd	30-Jun	Australia	37.0	-	5.0	-	0.1	-
Other associates					-	0.5	(0.1)	0.2
					61.5	59.5	6.8	10.7

The following table summarises the financial information of the Group's material associates. The accounting policies of the associates are consistent with those of the Group.

	Rhombus	Intermede		Fairview	
	2025	2025	2024	2025	2024
	\$m	\$m	\$m	\$m	\$m
Beneficial ownership interest	37%	40%	40%	40%	40%
Current assets	24.7	17.1	21.0	3.3	6.1
Non-current assets	4.4	0.3	0.4	0.3	0.5
Current liabilities	(14.3)	(5.5)	(6.5)	(0.6)	(1.1)
Non-current liabilities	(3.3)	-	-	-	-
Net assets (100%)	11.5	11.9	14.9	3.0	5.5
Insignia Financial Group's share of net assets	4.3	4.8	6.0	1.2	2.2
Intangibles on investment	0.7	49.2	49.0	1.3	1.8
Carrying value of interest in associates	5.0	54.0	55.0	2.5	4.0
Revenue (100%)	279.5	37.5	41.2	6.8	3.5
Profit and total comprehensive income (100%)	0.2	13.7	19.5	3.3	6.7
Profit and total comprehensive income (% interest)	0.1	5.5	7.8	1.3	2.7
Total profit and total comprehensive income	0.1	5.5	7.8	1.3	2.7
Dividends received by the Group	-	6.5	7.6	2.9	1.6

Dividends received from associates

During the year, the Group has received dividends of \$9.5m (2024: \$9.8m) from its associates.

Accounting policies

Interests in associates are accounted for using the equity method. They are initially recognised at cost, which includes any transaction costs. Subsequent to initial recognition, the consolidated financial statements include the Group's share of the profit or loss and other comprehensive income of the associates, until the date on which significant influence ceases. An impairment loss in respect of an associate is measured by comparing the recoverable amount of the investment with its carrying amount. Recoverable amount is the higher of fair value less costs of disposal and value in use.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. An impairment loss is recognised in profit or loss and is reversed if there has been a favourable change in the estimates used to determine the recoverable amount.

Notes to the financial statements (cont'd)

For the year ended 30 June 2025

26 Related party transactions

Ultimate parent entity

Insignia Financial Ltd is the ultimate parent entity in the Group.

Investment in related entities

The Group holds \$415,146 (2024: \$573,655) investments in managed investment schemes that meet the definition of related parties.

Transactions with key management personnel

Key management personnel compensation

	2025	2024
	\$	\$
Short-term employee benefits	10,655,539	9,717,201
Post-employment benefits	339,775	280,578
Other long-term benefits	105,669	-
Termination benefits	2,357,191	3,053,172
Share-based payments	3,040,791	1,221,644
Total KMP remuneration	16,498,965	14,272,595
Executives	14,757,315	12,762,372
Non-executive Directors	1,741,650	1,510,223
Total KMP remuneration	16,498,965	14,272,595

Loans to key management personnel

There are no loans between the Group and key management personnel (KMP).

Other transactions with key management personnel of the Group

KMP and their related parties held investments in superannuation funds managed by the Group. There were no other transactions with KMP of the Group.

27 Assets and liabilities held for sale

Orchard St Investment Management LLP

On 27 June 2025, the Group entered into a sales and purchase agreement to sell all of the Group's interests in Orchard Street Investment Management LLP (OSIM) to local management. Completion of the transaction is subject to regulatory approval in the UK and is expected to be achieved in October 2025. The Group has recognised an impairment loss of \$0.8m upon held for sale classification.

IOOF Alliances Pty Ltd

IOOF Alliances Pty Ltd provides support services to self-licensed financial advice practices. The Group completed the sale of IOOF Alliances Pty Ltd on 11 August 2025 to an external buyer.

Other assets held for sale

Other assets held for sale relates to a commercial property. The sale was completed on 11 August 2025.

	2025
	\$m
Cash	6.9
Receivables	2.6
Property and equipment	1.9
Impairment of investment	(0.8)
Assets held for sale	10.6
Payables	3.8
Provisions	0.9
Lease liabilities	1.8
Liabilities associated with assets held for sale	6.5

Section 7 – Other disclosures

28 Defined benefit plan

The Group contributes to a post-employment defined benefit plan, the Insignia Financial Super Plan (the plan). The plan entitles certain employees to receive retirement benefits based on a fixed percentage of each employee's annual remuneration and the years of service. The plan is closed to new defined benefit members.

The plan is a sub-plan of the MLC Super Fund. The Trustee of the MLC Super Fund, NULIS Nominees (Australia) Limited, is a subsidiary of the Group. The trustee of the MLC Super Fund is required by law to act in the best interests of the plan participants and is responsible for setting certain policies of the fund.

The defined benefit plan exposes the Group to actuarial risks, such as investment risk, salary growth risk, liquidity risk, sequencing risk and legislative risk.

Funding

The plan is fully funded by MLC Wealth Limited (a subsidiary of the Company). In Australia, superannuation is regulated by APRA. APRA's Prudential Standard SPS 160 *Defined Benefit Matters* requires the plan's vested benefit index (plan's assets divided by vested benefits) to be no less than 100%.

The Trustee of the plan is required to ensure that a formal actuarial investigation is completed at least every 3 years, using the projected unit credit method, and updated annually for material movements in the plan position. The most recent formal actuarial investigation was completed for 30 June 2023.

Based on the strong financial position of the Plan and the actuary's recommendation, the Group does not expect to pay contributions to its defined benefit plan in 2025.

	30 June 2025	30 June 2024
	\$m	\$m
Present value of defined benefit obligation	(16.3)	(20.2)
Fair value of plan assets	37.5	44.5
Net surplus arising from defined benefit obligation	21.2	24.3

Amounts recognised in profit or loss in respect of these defined benefit plans are as follows:

	2025	2024
	\$m	\$m
Current service cost	(0.8)	(0.9)
Interest cost	1.1	0.9
Release to fund accumulation members	3.9	-
Contribution tax expense	0.1	-
Recognised in profit or loss	4.3	-

Amounts recognised in other comprehensive income are as follows:

	2025	2024
	\$m	\$m
Actuarial gains	0.7	2.7
Release to fund accumulation members	(3.9)	-
Movement in contribution tax	(0.4)	0.4
Recognised in other comprehensive income	(3.6)	3.1

Plan assets

Plan assets are invested into a managed investment portfolio without a quoted market price in an active market:

	30 June 2025	30 June 2024
	\$m	\$m
Cash and cash equivalents	0.7	1.8
Equity instruments	23.6	27.1
Debt instruments	8.2	9.4
Real estate investment funds	1.9	2.2
Other	3.1	4.0
Total plan assets	37.5	44.5

Movements in the fair value of the plan assets in the year were as follows:

	2025	2024
	\$m	\$m
Opening plan assets	44.5	43.9
Actuarial gains	1.4	2.1
Interest on plan assets	2.1	1.9
Benefits paid	(6.4)	(3.7)
Plan expenses	(0.1)	(0.1)
Funding for accumulation members	(3.9)	-
Movement in contribution tax	(0.1)	0.4
Closing plan assets	37.5	44.5

Notes to the financial statements (cont'd)

For the year ended 30 June 2025

28 Defined benefit plan (continued)

Defined benefit obligation

Movements in the present value of the defined benefit obligation in the year were as follows:

	2025	2024
	\$m	\$m
Opening defined benefit obligation	(20.2)	(22.6)
Current service cost	(0.8)	(0.9)
Interest cost	(1.0)	(1.0)
Actuarial gains	(0.7)	0.6
Benefits paid	6.4	3.7
Closing defined benefit obligation	(16.3)	(20.2)

At 30 June 2025, the weighted-average duration of the defined benefit obligation was 5 years (2024: 5 years). Based on the current assumptions, benefit payments of approximately \$2.6m (30 June 2024: \$4.0m) are expected in 2026 followed by further benefits of approximately \$9.4m (30 June 2024: \$13.0m) over the next 4 years. The principal assumptions used for the purposes of the actuarial valuations were as follows:

	30 June 2025	30 June 2024
Discount rate	4.53%	5.23%
Expected rate of salary increase	3.0%	3.0%
Expected future lifetime at the age of 60		
Male	22.6 years	22.6 years
Female	26.0 years	26.0 years

Reasonable possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

	30 June 2025		30 June 2024	
	Increase \$m	Decrease \$m	Increase \$m	Decrease \$m
Discount rate (1% movement)	(0.6)	0.6	(0.7)	0.7
Compensation rate (1% movement)	0.6	(0.6)	0.7	(0.7)
Mortality rate (10% movement)	0.2	(0.2)	0.2	(0.2)

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

29 Share-based payments

Share-based payment plans

The Group's share-based payment plans are equity-settled plans that grants performance rights to executives and certain employees of the Group subject to vesting conditions.

On vesting of performance rights, the ordinary shares are either:

- transferred to the executive or employee; or
- held in trust as deferred shares until the deferral period ends.

Vesting conditions can be a combination of:

- relative Total Shareholder Return (rTSR), which measures Group's share price performance compared to other companies in a peer group;
- employment over the period (Service);
- satisfying compliance conditions (Compliance);
- achieving financial targets (Financial);
- meeting specified metrics (Non-financial); or
- the Group's reputation score (Reputational)

The unvested performance rights carry no rights to dividends or voting rights. No amounts are paid or payable by the recipient on receipt of the performance rights or on vesting.

The Group purchases shares on-market to satisfy share-based payments obligations. Purchased shares are held in the IOOF Equity Plans Trust (the Trust) and presented as treasury shares. Dividends received by the Trust are eliminated on consolidation.

Share-based payment expenses

Share-based payment expenses are included in Note 4 Expenses.

Key terms of the performance rights plans

The Group has the following performance rights plans during the year:

	Opening balance at 1 July 2023	Granted	Forfeited or lapsed	Vested	Balance at 30 June 2024	Granted	Forfeited or lapsed	Vested	Closing balance at 30 June 2025
	Number of performance rights								
2021-01 other employees	69,517	-	-	(69,517)	-	-	-	-	-
2021-02 other employees	261,971	-	(126,463)	(135,508)	-	-	-	-	-
2021-03 executives	840,536	45,976	-	-	886,512	-	(387,398)	(499,114)	-
2022-01 other employees	62,770	-	-	-	62,770	-	(2,704)	(60,066)	-
2022-02 other employees	255,379	11,704	-	-	267,083	-	(144,074)	(123,009)	-
2022-03 executives	1,228,561	-	-	-	1,228,561	-	(96,283)	-	1,132,278
2023-01 other employees	1,003,626	31,824	-	-	1,035,450	-	(67,241)	-	968,209
2023-02 executives	2,098,735	34,907	(509,519)	-	1,624,123	-	(159,215)	-	1,464,908
2023-03 other employees	94,697	-	-	-	94,697	-	-	-	94,697
2024-01 other employees	-	144,112	-	-	144,112	-	(535)	-	143,577
2024-02 other employees	-	875,675	-	-	875,675	-	(24,551)	-	851,124
2024-03 executives	-	889,710	-	-	889,710	-	(212,513)	-	677,197
2024-04 executives	-	-	-	-	-	164,706	-	-	164,706
2025-01 other employees	-	-	-	-	-	276,651	-	-	276,651
2025-02 other employees	-	-	-	-	-	1,056,277	-	-	1,056,277
2025-03 executives	-	-	-	-	-	2,466,605	(130,590)	-	2,336,015
2025-04 executives	-	-	-	-	-	639,779	-	-	639,779
2025-05 other employees	-	-	-	-	-	275,295	-	-	275,295
2025-06 other employees	-	-	-	-	-	1,279,734	-	-	1,279,734
2025-07 other employees	-	-	-	-	-	2,304,682	-	-	2,304,682
2025-08 executives	-	-	-	-	-	176,318	-	-	176,318
Total	5,915,792	2,033,908	(635,982)	(205,025)	7,108,693	8,640,047	(1,225,104)	(682,189)	13,841,447

Notes to the financial statements (cont'd)

For the year ended 30 June 2025

29 Share-based payments (continued)

Key terms of the performance rights plans (continued)

The vesting conditions of the plans are:

	Vesting period start date	Vesting period end date	Deferral period end date	Vesting conditions
2021-03 executives	1 July 2020	30 June 2024	n/a	40% rTSR, 10% Financial, 50% Non-financial
2022-01 other employees	1 July 2021	30 June 2024	n/a	100% Service and Compliance
2022-02 other employees	1 July 2021	30 June 2024	n/a	50% rTSR, 50% Service
2022-03 executives	1 July 2021	30 June 2025	n/a	40% rTSR, 10% Financial, 50% Non-financial
2023-01 other employees	1 July 2022	30 June 2025	n/a	50% rTSR, 50% Service
2023-02 executives	1 July 2022	30 June 2026	n/a	40% rTSR, 10% Financial, 50% Non-financial
2023-03 other employees	1 July 2022	30 June 2025	n/a	100% Service and Compliance
2024-01 other employees	1 July 2023	30 June 2026	n/a	100% Service and Compliance
2024-02 other employees	1 July 2023	30 June 2026	n/a	50% rTSR, 50% Service
2024-03 executives	1 July 2023	30 June 2027	30 June 2028	70% rTSR, 30% Reputational
2024-04 executives	1 July 2023	30 June 2027	n/a	70% rTSR, 30% Reputational
2025-01 other employees	1 July 2024	30 June 2027	n/a	100% Service and Compliance
2025-02 other employees	1 July 2024	30 June 2027	n/a	50% rTSR, 50% Service
2025-03 executives	1 July 2024	30 June 2027	n/a	70% rTSR, 30% Reputational
2025-04 executives	1 July 2024	30 June 2027	n/a	70% rTSR, 30% Reputational
2025-05 other employees	1 July 2024	30 June 2029	n/a	100% Service and Compliance
2025-06 other employees	1 July 2024	30 June 2027	n/a	70% rTSR, 30% Reputational
2025-07 other employees	1 July 2024	30 June 2028 to 30 June 2039	n/a	100% Service and Compliance. Accelerated vesting upon retirement.
2025-08 executives	1 July 2024	30 June 2027	n/a	70% rTSR, 30% Reputational

Measurement of fair values

The fair value of the share-based payment plans is determined using either the Black-Scholes option pricing model (for plans with non-market based vesting conditions) or the Monte-Carlo simulation model (for plans with market-based vesting conditions). Expected volatility is estimated by considering historic average share price volatility. Other inputs used in determining the fair value of share-based plans are:

	Fair value	Grant date	Expected volatility	Expected life (years)	Dividend yield	Risk-free rate
2025						
2025-01 other employees	\$2.69	14 November 2024	36%	3	5.92%	4.22%
2025-02 other employees	\$2.53	29 October 2024	36%	3	5.92%	3.96%
2025-03 executives	\$2.91	30 December 2024	38%	3	5.18%	3.92%
2025-04 executives	\$2.91	30 December 2024	38%	3	5.18%	3.92%
2025-05 other employees	\$2.84	30 December 2024	37%	5	2.59%	3.92%
2025-06 other employees	\$3.67	27 February 2025		3		
2025-07 other employees*	\$2.27 to \$4.20	28 February 2025	36% to 44%	3 to 14	4.30% to 4.44%	3.96% to 4.44%
2025-08 executives	\$4.09	7 March 2025		3		
2024						
2024-01 other employees	\$1.67	1 December 2023	33%	3	8.86%	4.07%
2024-02 other employees	\$1.13	1 December 2023	33%	3	8.86%	4.07%
2024-03 executives	\$0.99	13 December 2023	36%	4	8.61%	3.92%
2024-04 executives	\$2.51	30 December 2024	38%	3	5.18%	3.92%

* Include assumptions for retirement based on participant's age. Accelerated vesting upon retirement.

Notes to the financial statements (cont'd)

For the year ended 30 June 2025

30 Remuneration of auditor

	2025	2024
	\$	\$
Audit services		
Financial reports – Group	2,989,792	3,230,601
Financial reports – managed funds and superannuation funds	3,300,607	3,330,009
Total audit services	6,290,399	6,560,610
Assurance services		
Regulatory assurance services	1,692,460	1,741,726
Other assurance services	408,219	299,813
Total assurance services	2,100,679	2,041,539
Other services		
Cyber security advisory	91,046	91,769
Taxation services	39,586	81,865
Information technology advisory	99,275	-
Custody transition services	28,188	-
Remuneration advisory	26,375	-
Total other services	284,470	173,634
Total auditor's remuneration	8,675,548	8,775,783

The auditor of the Company is KPMG Australia. All amounts payable to the auditor of the Company were paid by a Group company.

31 Subsequent events

Completion of SS&C transaction

On 1 July 2025, the Group completed the transition of its Master Trust administration and technology services to SS&C Administration Services (Australia) Pty Ltd (SS&C). This included the transition of approximately 1,300 people (including their statutory leave entitlements), as well as technology and certain premises from Insignia Financial to SS&C. Insignia Financial continues to provide certain servicing and administration functions, including claims and complaints.

Scheme Implementation Deed

On 22 July 2025, Insignia Financial announced that it had entered into a Scheme Implementation Deed (SID) under which CC Capital has agreed to acquire all of the issued shares in Insignia Financial pursuant to a scheme of arrangement (Scheme) for cash consideration of \$4.80 per share.

The Insignia Financial Board has unanimously recommended that shareholders vote in favour of the Scheme in the absence of a superior proposal, and subject to an independent expert concluding (and continuing to conclude) that the Scheme is in the best interests of Insignia Financial shareholders.

The Scheme is subject to various conditions, including approval by Insignia Financial shareholders and regulatory approvals from APRA, the Foreign Investment Review Board and the Australian Competition and Consumer Commission.

Subject to Insignia Financial shareholders approving the Scheme and the other conditions being satisfied (or, if applicable, waived), Insignia Financial expects that the Scheme will be implemented in the first half of calendar year 2026.

Operating risk financial requirement surplus transfer

On 20 August 2025, the board of NULIS approved the transfer of surplus financial resources of \$52.9m from the ORFR held by NULIS in its corporate capacity to align the ORFR to 100% of its targeted amount in line with changes to APRA Prudential Standard *SPS 114 Operational Risk Financial Requirement* which became effective 1 July 2025. This has the effect of transitioning \$52.9m of restricted financial assets to be available for use by the Group in its operations. The transfer is subject to engagement with APRA and is expected to consist of a mix of cash and other financial assets.

Other matters

The Directors are not aware of any other matter or circumstance not otherwise dealt with in this report, or the accompanying financial statements and notes thereto, that has arisen since 30 June 2025 that has significantly affected, or may significantly affect:

- the Group's operations in future financial years; or
- the results of those operations in future financial years; or
- the Group's state of affairs in future financial years.

Consolidated entity disclosure statement

For the year ended 30 June 2025

As required by the *Corporations Act 2001* (Cth), set out below is a list of entities that are consolidated in this set of consolidated financial statements of the Insignia Financial Group as at 30 June 2025:

Entity name	Entity type	Place incorporated	Tax residency	Tax jurisdiction	% of ownership
Parent entity					
Insignia Financial Ltd	Body corporate	Australia	Australia	Australia	100%
Subsidiaries					
Actuate Alliance Services Pty Ltd	Body corporate	Australia	Australia	Australia	100%
Antares Capital Partners Ltd	Body corporate	Australia	Australia	Australia	100%
Australian Wealth Management Limited	Body corporate	Australia	Australia	Australia	100%
Bridges Financial Services Group Pty Limited	Body corporate	Australia	Australia	Australia	100%
Bridges Financial Services Pty Limited	Body corporate	Australia	Australia	Australia	100%
Financial Acuity Limited	Body corporate	Australia	Australia	Australia	100%
Financial Planning Hotline Pty Limited	Body corporate	Australia	Australia	Australia	100%
Financial Services Partners Pty Limited	Body corporate	Australia	Australia	Australia	100%
Greencrest Administration Pty Ltd	Body corporate	Australia	Australia	Australia	100%
IFL Internal Audit Pty Ltd	Body corporate	Australia	Australia	Australia	100%
I.O.O.F. Investment Management Limited	Body corporate	Australia	Australia	Australia	100%
IOOF Alliances Pty Limited	Body corporate	Australia	Australia	Australia	100%
IOOF Equity Plans Trust	Trust	Australia	Australia	Australia	100%
IOOF Insurance Brokers Pty Ltd	Body corporate	Australia	Australia	Australia	100%
IOOF Investment Services Ltd	Body corporate	Australia	Australia	Australia	100%
IOOF Life Pty Ltd	Body corporate	Australia	Australia	Australia	100%
IOOF New Zealand Limited	Body corporate	New Zealand	New Zealand	New Zealand	100%
IOOF Service Co Pty Ltd	Body corporate	Australia	Australia	Australia	100%
Lonsdale Financial Group Pty Ltd	Body corporate	Australia	Australia	Australia	100%
Managed Portfolio Services Limited	Body corporate	Australia	Australia	Australia	100%
MLC Asset Management Holdings Limited	Body corporate	Australia	Australia	Australia	100%
MLC Asset Management Pty Limited	Body corporate	Australia	Australia	Australia	100%
MLC Asset Management Services Limited	Body corporate	Australia	Australia	Australia	100%
MLC Asset Management (UK) Limited	Body corporate	UK	UK	UK	100%
MLC Asset Management (UK) Real Estate Limited*	Body corporate*	UK	UK	UK	100%
MLC Asset Management US LLC	Body corporate	US	US	US	100%
MLC Investments Limited	Body corporate	Australia	Australia	Australia	100%
MLC Lifetime Company Limited	Body corporate	Australia	Australia	Australia	100%
MLC Nominees Pty Ltd	Body corporate	Australia	Australia	Australia	100%
MLC Wealth Holdings Limited	Body corporate	Australia	Australia	Australia	100%
MLC Wealth Limited	Body corporate	Australia	Australia	Australia	100%
Navigator Australia Limited	Body corporate	Australia	Australia	Australia	100%
NULIS Nominees (Australia) Limited	Body corporate	Australia	Australia	Australia	100%
Oasis Asset Management Limited	Body corporate	Australia	Australia	Australia	100%
Oasis Fund Management Limited	Body corporate	Australia	Australia	Australia	100%
OnePath Administration Pty Limited	Body corporate	Australia	Australia	Australia	100%
OnePath Custodians Pty Limited	Body corporate	Australia	Australia	Australia	100%
OnePath Funds Management Limited	Body corporate	Australia	Australia	Australia	100%
OnePath Investment Holdings Pty Limited	Body corporate	Australia	Australia	Australia	100%

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Consolidated entity disclosure statement (cont'd)

For the year ended 30 June 2025

Entity name	Entity type	Place incorporated	Tax residency	Tax jurisdiction	% of ownership
Orchard St Investment Management LLP*	Partnership*	UK	UK	UK	100%
Orchard Street Investment Advisors Limited	Body corporate	UK	UK	UK	100%
PFS Nominees Pty Ltd	Body corporate	Australia	Australia	Australia	100%
Plan B Group Holdings Pty Limited	Body corporate	Australia	Australia	Australia	100%
Select Managed Funds Pty Ltd	Body corporate	Australia	Australia	Australia	100%
SFG Australia Limited	Body corporate	Australia	Australia	Australia	100%
Shadforth Financial Group Holdings Pty Ltd	Body corporate	Australia	Australia	Australia	100%
Shadforth Financial Group Limited	Body corporate	Australia	Australia	Australia	100%
Wealth Central Pty Ltd	Body corporate	Australia	Australia	Australia	100%

* MLC Asset Management (UK) Real Estate Limited is the main partner in the limited liability partnership Orchard St Investment Management LLP. The partnership was established under the *Limited Liability Partnerships Act 2000* in the UK. As a partner, MLC Asset Management (UK) Real Estate Limited has the obligation to pay its share of any tax relating to its involvement in the partnership.

Key assumptions and judgements

The following key assumptions and judgements were applied:

Determination of tax residency

Section 295 (3A) of the *Corporations Act 2001* (Cth) requires that the tax residency of each entity that is included in the Consolidated Entity Disclosure Statement (CEDS) be disclosed. In the context of an entity that is an Australian resident, 'Australian resident' has the meaning provided in the *Income Tax Assessment Act 1997* (Cth).

In determining tax residency, the Group applied the following interpretations:

Australian tax residency

The Group applied current legislation and judicial precedent, including having regard to the Commissioner of Taxation's public guidance in Taxation Ruling TR 2018/5.

Foreign tax residency

The Group applied current legislation and where available judicial precedent in the determination of foreign tax residency.

Partnerships and trusts

The IOOF Equity Plans Trust and Orchard St Investment Management LLP are subsidiaries of the Group.

Australian tax law does not contain specific residency tests for partnerships or trusts. Generally, such entities are taxed on a flow-through basis so there is no need for a general residence test. Some provisions treat trusts as residents for certain purposes, but this does not mean the trust itself is an entity that is subject to tax.

For disclosure in the CEDS, the Group treated:

- IOOF Equity Plans Trust as an Australian tax resident; and
- Orchard St Investment Management LLP as a UK tax resident.

Directors' declaration

For the year ended 30 June 2025

- 1 In the opinion of the Directors of the Company:
 - a the consolidated financial statements and notes set out on pages 75 to 120 are in accordance with the *Corporations Act 2001* including:
 - i giving a true and fair view of the Group's financial position as at 30 June 2025 and its performance for the financial year ended on that date; and
 - ii complying with Australian Accounting Standards and the *Corporations Regulations 2001*; and
 - b there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable;
 - c the consolidated entity disclosure statement at pages 121 to 122 is true and correct; and
- 2 The Directors have been given the declarations required by Section 295A of the *Corporations Act 2001* from the Chief Executive Officer and Chief Financial Officer for the financial year ended 30 June 2025.
- 3 The Directors draw attention to note 1 to the consolidated financial statements, which includes a statement of compliance with International Financial Reporting Standards.

Signed in accordance with a resolution of the Directors:



Mr Allan Griffiths
Chairman

Melbourne
21 August 2025



Independent Auditor's Report

To the shareholders of Insignia Financial Ltd

Report on the audit of the Financial Report

Opinion

We have audited the **Financial Report** of Insignia Financial Ltd (the Company).

In our opinion, the accompanying Financial Report of the Company gives a true and fair view, including of the **Group's** financial position as at 30 June 2025 and of its financial performance for the year then ended, in accordance with the *Corporations Act 2001*, in compliance with *Australian Accounting Standards* and the *Corporations Regulations 2001*.

The **Financial Report** comprises:

- Consolidated statement of financial position as at 30 June 2025
- Consolidated statement of comprehensive income, Consolidated statement of changes in equity, and Consolidated statement of cash flows for the year then ended
- Consolidated entity disclosure statement and accompanying basis of preparation as at 30 June 2025
- Notes, including material accounting policies
- Directors' Declaration.

The **Group** consists of the Company and the entities it controlled at the year-end or from time to time during the financial year.

Basis for opinion

We conducted our audit in accordance with *Australian Auditing Standards*. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the Financial Report* section of our report.

We are independent of the Group in accordance with the *Corporations Act 2001* and the ethical requirements of the *Accounting Professional and Ethical Standards Board's APES 110 Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the Financial Report in Australia. We have fulfilled our other ethical responsibilities in accordance with these requirements.

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Key Audit Matters

The **Key Audit Matters** we identified are:

- Valuation of Goodwill and Indefinite Life Intangible Assets
- Provisions for Client Remediation and Related Costs
- Information Technology related controls

Key Audit Matters are those matters that, in our professional judgement, were of most significance in our audit of the Financial Report of the current period.

These matters were addressed in the context of our audit of the Financial Report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Valuation of Goodwill and Indefinite Life Intangible Assets - \$1,779.8 million and \$149.0 million

Refer to Note 12 to the Financial Report

The key audit matter	How the matter was addressed in our audit
<p>A Key Audit Matter for us was the Group’s annual testing of goodwill and indefinite life intangible assets for impairment, given the size of the balance (collectively 51% of total assets) and judgement involved by the Group, and effort for us, in gathering persuasive audit evidence thereon. We focused on the significant forward-looking assumptions the Group applied in their value in use models, including:</p> <ul style="list-style-type: none"> • Forecast operating cash flows, growth rates and terminal growth rates – the Group operates in a period of broader market volatility, which is anticipated to continue in the near term impacting the performance of funds under management or administration from which key revenue of the Group is derived. These conditions increase the possibility of goodwill and indefinite life intangible assets being impaired, plus the risk of inaccurate forecasts or a wider range of possible outcomes for us to consider. • Discount rates – these are complicated in nature and dependent on the conditions and environment the specific Cash Generating Unit (CGU) is subject to, from time to time, and the model’s approach to incorporating risks into the cash flows or 	<p>Our procedures included:</p> <ul style="list-style-type: none"> • Working with our valuation specialists, we considered the appropriateness of the value in use method applied by the Group to perform the test of goodwill and indefinite life intangible assets for impairment against the requirements of the accounting standards. • We assessed the integrity of the value in use models used, including the accuracy of the underlying calculation formulas. • We compared forecast cash flows contained in the value in use models to Board approved forecasts. • We assessed the accuracy of previous Group forecasts to inform our evaluation of forecasts incorporated in the models. • We used our knowledge of the Group, its past performance, business and customers, and our industry experience to challenge the Group’s forecast cash flows and growth assumptions, including market volatility and its potential impacts. We compared key events to the Board approved plan and strategy. We compared forecast growth rates and terminal growth rates to published studies of industry trends and expectations and evaluated differences for the Group’s operations.



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<p>discount rates.</p> <p>The Group uses complex models to perform their annual testing of goodwill and indefinite life intangible assets for impairment. The models are largely manually developed, use adjusted historical performance, and a range of internal and external sources as inputs to the assumptions. Complex modelling, particularly those containing judgmental allocations of corporate assets and costs to CGUs, using forward-looking assumptions tend to be prone to greater risk for potential bias, error and inconsistent application. These conditions necessitate additional scrutiny by us, in particular to address the objectivity of sources used for assumptions, and their consistent application.</p> <p>In addition to the above, the implied market capitalisation of the Group using the latest binding offer from CC Capital Partners, LLC exceeded the carrying amount of the net assets of the Group at year end. This reduced the risk of goodwill and indefinite life intangible assets being impaired.</p> <p>We involved valuation specialists to supplement our senior audit team members in assessing this Key Audit Matter.</p>	<ul style="list-style-type: none"> • We assessed the Group’s underlying methodology and documentation for the allocation of corporate costs and corporate assets to the forecast cash flows contained in the value in use models, for consistency with our understanding of the business and the criteria in the accounting standards. We assessed the Group’s allocation of corporate assets and costs to CGUs for reasonableness and consistency based on the requirements of the accounting standards. • Working with our valuation specialists, we independently developed a discount rate range considered comparable using publicly available market data for comparable entities, adjusted by risk factors specific to the Group’s CGUs and the industry they operate in. • We considered the sensitivity of the models by varying key assumptions, such as forecast growth rates, terminal growth rates and discount rates, within a reasonably possible range. We did this to identify those CGUs at higher risk of impairment and to focus our further procedures. • We compared the implied market capitalisation to the Group’s carrying amount of net assets, using the latest binding offer from CC Capital Partners, LLC to calculate an implied share price. • We assessed the disclosures in the Financial Report using our understanding obtained from our testing and against the requirements of the accounting standards.
Provisions for Client Remediation and Related Costs - \$87.2 million	
<p>Refer to Note 16 Provisions to the Financial Report</p>	
<p>The key audit matter</p>	<p>The key audit matter</p>
<p>Provisions for client remediation and related costs is a Key Audit Matter due to the judgments and effort required by us in assessing the Group’s determination of:</p> <ul style="list-style-type: none"> • The existence of a present legal or constructive obligation as a basis for recognition of a provision against the criteria in the accounting standards. 	<p>Our procedures included:</p> <ul style="list-style-type: none"> • We obtained an understanding of the Group’s process for identifying and assessing the potential impact and extent of remediation activities and associated impacts to the Group’s Financial Report.

<ul style="list-style-type: none"> • Reliable estimates of amounts which may be paid arising from the present obligation, including estimates of the number of impacted clients and expected average detriment (remediation) payments and related costs. The precision of the Group’s estimate of remediation provision and related costs and our audit effort thereon varied depending on the status of remediation program assessment by the Group. • The potential for legal proceedings and regulatory scrutiny leading to a wider range of estimation outcomes for us to consider. <p>The Group uses a complex model to estimate the amount which may be paid in future periods. The model is manually developed and uses a range of sources as inputs to the assumptions. Complex modelling, using forward-looking assumptions, tends to be prone to greater risk for potential bias, error and inconsistent application. These conditions necessitate additional scrutiny by us, to address the objectivity of sources used for assumptions, and their consistent application.</p>	<ul style="list-style-type: none"> • We enquired with the Group regarding their ongoing assessment into the remediation activities. • We read the minutes and other relevant documentation of the Company’s Board of Directors, Board Committees, various management committees, and attended the Company’s Audit Committee and Risk and Compliance Committee meetings to assess the Group’s governance processes over remediation provisions, to identify any further remediation instances, and to inform our further procedures. • We inspected correspondence with regulatory bodies and reports from the expert consultant engaged by the Group and compared these to the Group’s assessment of remediation provisions. • We assessed the scope, objectivity and competency of the expert consultant engaged by the Group. • For remediation program assessments by the Group that were closer to completion at the year-end: <ul style="list-style-type: none"> • We assessed the integrity of the provisioning model used, including the accuracy of the underlying calculation formulas. • We tested the controls surrounding the detriment calculation, provisioning, and remediation payments made to date to assess the risks associated with the end-to-end process—from initial calculation to final payment. • We evaluated whether excess provisions were appropriately accounted for in programs deemed complete, in accordance with relevant accounting standards. • For remediation programs where assessments remained in progress by the Group at the year-end: <ul style="list-style-type: none"> • We assessed the integrity of the model used, including the accuracy of the inputs and formulas applied in the calculation. • We challenged the Group’s basis for recognising a provision and the associated program costs against the requirements of
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	<p>the accounting standards. We did this by understanding the provisioning methodologies, challenging underlying assumptions such as expected average detriment payments, related program costs, and the number of impacted clients by comparing them to the Group’s past experience, using our industry knowledge, and our understanding of the entity based on procedures performed.</p> <ul style="list-style-type: none"> • We assessed the appropriateness of the Group’s conclusions against the requirements of the accounting standards where estimates were unable to be reliably made for a provision to be recognised. • We assessed the disclosures in the Financial Report using our understanding obtained and results of our testing and against the requirements of the accounting standards.
Information Technology related controls	
The key audit matter	How the matter was addressed in our audit
<p>Information Technology (IT) related controls are a Key Audit Matter as the Group’s key financial accounting and reporting processes are highly dependent on certain IT systems, controls and integrity in their operation to record the Group’s financial transactions.</p> <p>The Group’s businesses use a number of IT systems to process and record a high volume of financial transactions. There is a risk that potential gaps in the Group’s IT controls relating to change management, segregation of duties or user access management (in relation to key financial accounting and reporting systems) may undermine the integrity in recording financial information by the Group. Our audit approach could significantly differ depending on the effective operation of the Group’s IT controls.</p> <p>We involved IT specialists to supplement our senior audit team members in assessing this Key Audit Matter.</p>	<p>Working with our IT specialists, our procedures included:</p> <ul style="list-style-type: none"> • We obtained an understanding of the Group’s IT environment and risk assessment processes, including cybersecurity matters, for how the Group uses IT as part of financial reporting. We evaluated the risks of material misstatement to the Group’s current year financial statements resulting from, among other things, unauthorised access to financial reporting systems, including IT applications, databases and operating systems. We tested key systems, automated controls and control environments underlying the relevant financial preparation processes. • Our procedures included testing key IT controls (in relation to key financial accounting and reporting systems) with respect to: <ul style="list-style-type: none"> • Change management: we inspected the Group’s change management policies and for a sample of system changes during the year, checked the consistency of the system changes to the Group’s policy.

	<ul style="list-style-type: none"> • Segregation of duties: we sample tested key IT controls designed to enforce segregation of duties. • User access management: we assessed the Group’s evaluation of user access rights, including privileged access to key financial reporting IT applications and infrastructure. We also tested controls related to the Group’s monitoring of access rights. • We tested mitigating controls where we noted design or operating effectiveness matters relating to IT system or application controls relevant to our audit. We also raised these matters with the Group.
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Other Information

Other Information is financial and non-financial information in Insignia Financial Ltd’s annual report which is provided in addition to the Financial Report and the Auditor’s Report. The Directors are responsible for the Other Information.

The Other Information we obtained prior to the date of this Auditor’s Report was the Directors’ Report, Operating and Financial Review, and the Remuneration Report. The Our Services, Our Diversified Business Model, Chairman’s Commentary, CEO Commentary, 2025 Results at A Glance, Environmental, Social & Governance Report, IOOF Foundation, Shareholder Information and the Sustainability Report are expected to be made available to us after the date of the Auditor’s Report.

Our opinion on the Financial Report does not cover the Other Information and, accordingly, we do not and will not express an audit opinion or any form of assurance conclusion thereon, with the exception of the Remuneration Report and our related assurance opinion.

In connection with our audit of the Financial Report, our responsibility is to read the Other Information. In doing so, we consider whether the Other Information is materially inconsistent with the Financial Report or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We are required to report if we conclude that there is a material misstatement of this Other Information, and based on the work we have performed on the Other Information that we obtained prior to the date of this Auditor’s Report we have nothing to report.



Responsibilities of the Directors for the Financial Report

The Directors are responsible for:

- preparing the Financial Report in accordance with the *Corporations Act 2001*, including giving a true and fair view of the financial position and performance of the Group, and in compliance with *Australian Accounting Standards* and the *Corporations Regulations 2001*
- implementing necessary internal control to enable the preparation of a Financial Report in accordance with the *Corporations Act 2001*, including giving a true and fair view of the financial position and performance of the Group, and that is free from material misstatement, whether due to fraud or error
- assessing the Group and Company's ability to continue as a going concern and whether the use of the going concern basis of accounting is appropriate. This includes disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless they either intend to liquidate the Group and Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the Financial Report

Our objective is:

- to obtain reasonable assurance about whether the Financial Report as a whole is free from material misstatement, whether due to fraud or error; and
- to issue an Auditor's Report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with *Australian Auditing Standards* will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error. They are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the Financial Report.

A further description of our responsibilities for the audit of the Financial Report is located at the *Auditing and Assurance Standards Board* website at:
https://www.auasb.gov.au/media/bwvjcgre/ar1_2024.pdf



This description forms part of our Auditor's Report.

Report on the Remuneration Report

Opinion

In our opinion, the Remuneration Report of Insignia Financial Ltd for the year ended 30 June 2025, complies with *Section 300A* of the *Corporations Act 2001*.

Directors' responsibilities

The Directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with *Section 300A* of the *Corporations Act 2001*.

Our responsibilities

We have audited the Remuneration Report included in pages 37 to 58 of the Directors' report for the year ended 30 June 2025.

Our responsibility is to express an opinion as to whether the Remuneration Report complies in all material respects with *Section 300A* of the *Corporations Act 2001*, based on our audit conducted in accordance with *Australian Auditing Standards*.

KPMG

Dean Waters

Partner

Melbourne

21 August 2025

Shareholder information

Share capital

Insignia Financial has on issue 670,726,143 fully paid ordinary shares held by 44,023 holders as at 21 August 2025.

Voting rights

Insignia Financial's fully paid ordinary shares carry voting rights of one vote per share.

Twenty largest shareholders as at 21 August 2025

The following table sets out the top 20 registered holders of shares.

Rank	Holder name	Balance as at 21 August 2025	% of issued capital
1	CITICORP NOMINEES PTY LIMITED	177,303,204	26.435%
2	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	162,346,115	24.205%
3	J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	92,196,878	13.746%
4	MR BRUCE WILLIAM NEILL	26,464,295	3.946%
5	BNP PARIBAS NOMS PTY LTD	9,064,692	1.351%
6	BNP PARIBAS NOMINEES PTY LTD <AGENCY LENDING A/C>	6,090,324	0.908%
7	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	5,700,346	0.850%
8	BNP PARIBAS NOMINEES PTY LTD <AGENCY LENDING COLLATERAL>	5,000,000	0.745%
9	NEWECONOMY COM AU NOMINEES PTY LIMITED	4,065,266	0.606%
10	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED – A/C 2	4,000,476	0.596%
11	AIGLE ROYAL SUPERANNUATION PTY LTD <A POLI SUPER FUND A/C>	4,000,000	0.596%
12	CERTANE CT PTY LTD <IOOF EPT UNALLOC A/C>	3,169,828	0.473%
13	THANECORP AUSTRALIA PTY LTD <CFK RETIREMENT FUND A/C>	2,826,854	0.421%
14	MR CON ZEMPILAS	2,465,593	0.368%
15	IOOF INVESTMENT SERVICES LIMITED <IPS SUPERFUND A/C>	2,385,494	0.356%
16	SAM GANNON PTY LTD <THE J B GANNON FAMILY A/C>	2,265,506	0.338%
17	RAVENS COURT PROPRIETARY LIMITED	2,028,172	0.302%
18	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED <NT-COMNWLTH SUPER CORP A/C>	2,005,304	0.299%
19	MRS SALLY KELAHER	1,928,518	0.288%
20	MR IAN GREGORY GRIFFITHS	1,540,419	0.230%
	Total Securities of Top 20 Holdings	516,847,284	77.058%
	Total of Securities	670,726,143	

Shareholder information (cont'd)

Distribution of members and their holdings

The following table summarises the distribution of our listed shares as at 21 August 2025.

Range	No. of holders	No. of units	% issued capital
1-1,000	26,801	9,587,680	1.43%
1,001-5,000	12,085	28,459,990	4.24%
5,001-10,000	2,768	20,411,191	3.04%
10,001-100,000	2,211	53,190,300	7.93%
100,001-9,999,999,999	158	559,076,982	83.36%
Totals	44,023	670,726,143	100.00

There were 3,320 shareholders holding less than a marketable parcel of shares based on a market price of \$4.50 at the close of trading on 21 August 2025 and there were 3.06 per cent of shareholders (0.014% of fully paid ordinary shares) with registered addresses outside Australia.

Substantial shareholdings

Substantial shareholders as at 21 August 2025 are shown below, with the date of their last notice lodged in accordance with section 671B of the Corporations Act:

Holder name	Date of last notice	No. of ord shares	% of issued share capital as at date of last notice
Tanarra Capital Australia Pty Ltd	7/04/2025	105,680,787	15.76%
Australian Retirement Trust	17/06/2025	76,748,803	11.44%
Host Plus Pty Limited ATF the Hostplus Pooled Superannuation Trust	10/10/2023	60,244,483	9.09%
State Street Corporation	18/08/2025	49,561,088	7.39%
Vanguard Group	25/02/2025	40,364,507	6.02%
Mitsubishi UFJ Financial Group, Inc.1	14/04/2025	38,380,943	5.72%
First Sentier Investors Holdings Pty Limited2	11/04/2025	38,380,943	5.72%
UBS Group AG	19/08/2025	35,653,494	5.32%

1. Mitsubishi UFJ Financial Group, Inc. has a relevant interest under section 608(3) of the Corporations Act 2001 (Cth) as it has 100% voting power in First Sentier Investors Holdings Pty Limited.
2. First Sentier Investors Holdings Pty Limited has a relevant interest under paragraph 608(1)(b) and/or 608(1)(c) of the Corporations Act 2001 (Cth), being a relevant interest arising from having the power to control the exercise of the right to vote attached to securities and/or to control the exercise of the power to dispose of securities in its capacity as investment manager, as provided for under its investment mandates.

Share register and other enquiries

If you have any questions in relation to your shareholding, share transfers or dividends, please contact our share registry:

Boardroom Pty Limited

ABN: 14 003 209 836

Level 7, 333 Collins Street
Melbourne VIC 3000

and

Level 8, 210 George Street
Sydney NSW 2000

Post: GPO Box 3993. Sydney NSW 2001.

Phone: 1300 552 203 (Australia only)

Phone: +61 2 8016 2893 (International)

Fax: +61 2 9290 9655

Website: www.boardroomlimited.com.au

Please include your shareholder reference number (SRN) or holder identification number (HIN) in all correspondence to the share registry.

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Corporate directory

Directors

Mr Allan Griffiths

B.Bus, DipLi

Chairman

Mr Scott Hartley

B.Bus, Advanced Management Program INSEAD

CEO and Executive Director

Mr Andrew Bloore

Ms Jodie Hampshire

B.Comm, CFA, GAICD

Ms Gai McGrath

LLM (Dist), BA LLB (Hons), FAICD

Mr John Selak

Dip Acc, FCA, FAICD

Ms Michelle Somerville

B.Bus (Accounting), Master Applied Finance, FCA, FAICD

Company Secretary

Ms Adrianna Bisogni

B.A LL.B (Hons) GAICD

Mr Joseph Volpe

B.A LLB, GIA (Affiliated)

Notice of Annual General Meeting

This year's Annual General Meeting will be conducted on Thursday, 20 November 2025 at 9:30am (AEDT) in 'The Residence' room at the Grand Hyatt, 123 Collins Street Melbourne, Victoria 3000.

Further information and guidance on how shareholders may participate in this year's AGM will be available with the Notice of Meeting and on Insignia Financial's website: www.insigniafinancial.com.au/annual-general-meeting

A formal notice of meeting is available on our website and information on how to access this has been sent to those shareholders who have not elected to receive the notice of meeting electronically.

Principal registered office in Australia

Level 1
800 Bourke Street
Docklands VIC 3008
(03) 8614 4400

Share registry

Boardroom Pty Limited
Level 8, 210 George Street
Sydney NSW 2000

Auditor

KPMG
Tower Two, Collins Square, 727 Collins Street
Docklands VIC 3008

Securities exchange listing

Insignia Financial Ltd shares are listed on the Australian Securities Exchange (ASX: IFL)

Corporate Governance Statement

Our Corporate Governance Statement is available on our website: www.insigniafinancial.com.au/corporate-responsibility/corporate-governance/statement-charters-and-policies

Website address

www.insigniafinancial.com.au

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