

ASX Release – 20 March 2026

Scheme of Arrangement: Receipt of APRA approval

Insignia Financial Ltd (ASX: IFL) (“Insignia Financial”) refers to:

- the proposed acquisition of Insignia Financial by Daintree BidCo Pty Ltd (ACN 686 668 619) (“**Daintree Bidco**”), an entity established by CC Capital Partners LLC and its affiliates, by way of a scheme of arrangement, as announced on 22 July 2025 (“**Scheme**”); and
- the accompanying scheme booklet in respect of the Proposed Transaction that was released to the ASX on 27 February 2026, a copy of which is available here (“**Scheme Booklet**”).

(Capitalised but undefined terms in this announcement have the meaning given to them in the Scheme Booklet.)

APRA approval

Insignia Financial has been advised by Daintree Bidco that the Australian Prudential Regulation Authority (“**APRA**”) has given it approval to hold a controlling stake in the Insignia Trustees.¹

As announced on 22 July 2025, APRA approval was a required regulatory approval for the Scheme. The obtaining of APRA approval means that the condition precedent in clause 3.1(d) of the Scheme Implementation Deed is now satisfied.

The Scheme remains subject to a number of conditions including the approval of the Foreign Investment Review Board, approval of Insignia Financial shareholders at the Scheme Meeting and Court approval at the Second Court Hearing.

Scheme Meeting

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

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

The Scheme Booklet contains the Independent Expert’s Report (“**IER**”) prepared by Kroll Australia Pty Ltd (“**Independent Expert**”). The IER concludes that the Scheme is fair and reasonable and in the best interests of Insignia Financial shareholders, in the absence of a superior proposal. The Independent Expert’s conclusion should be read in the context of the full IER and the Scheme Booklet.

¹ The Insignia Trustees comprise I.O.O.F. Investment Management Limited, NULIS Nominees (Australia) Limited, Oasis Fund Management Limited and OnePath Custodians Pty Limited (collectively, Insignia Trustees)

The Scheme Meeting will be held on Monday, 13 April 2026 at 10:00am (Melbourne time). Insignia Financial shareholders are encouraged to vote:

- prior to the Scheme Meeting by completing the Proxy Form accompanying the Scheme Booklet or made available to you at <https://www.votingonline.com.au/iflsm2026> - proxy appointments must be received by Insignia Financial's share registry by 10:00am (Melbourne time) on Saturday 11 April 2026;
- by attending the Scheme Meeting online via the Lumi Online Meeting Platform (at <https://meetings.lumiconnect.com/300-648-847-579>); or
- by attending the Scheme Meeting in person at King & Wood Mallesons, Level 27, 447 Collins Street, Melbourne.

This announcement was approved for release by Allan Griffiths, Chairman, Insignia Financial Ltd.

-ENDS-

About Insignia Financial Ltd

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

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

Investor enquiries:

Andrew Ehlich
General Manager Capital Markets
Insignia Financial
M: +61 407 223 044
E: andrew.ehlich@insigniafinancial.com.au

Media enquiries:

Francine McMullen
General Manager, Corporate Affairs
Insignia Financial
M: +61 476 806 940
E: francine.mcmullen@insigniafinancial.com.au