

ASX Release – 13 April 2026

## Scheme of Arrangement: Chairman's address and presentation

**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 acquisition that was released to the ASX on 27 February 2026 ("**Scheme Booklet**"), a copy of which is available here: [events.miraql.com/IFL-scheme](https://events.miraql.com/IFL-scheme).

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

In accordance with ASX Listing Rule 3.13.3, attached to this announcement is the Chairman's address to the Insignia Financial Shareholders, along with accompanying presentation slides, for the Scheme meeting which will be held today, Monday 13 April 2026, at 10:00am (AEST) ("**Scheme Meeting**").

Insignia Financial shareholders or their appointed proxies may attend, participate and vote at the Scheme Meeting via an online platform at <https://meetings.lumiconnect.com/300-648-847-579> or in person at Mallesons, Level 27, 447 Collins Street, Melbourne.

The voting results from the Scheme Meeting will be announced to the ASX shortly after the conclusion of the Scheme Meeting.

This announcement was approved for release by Adrianna Bisogni, Group Company Secretary, 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](http://www.insigniafinancial.com.au)

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## Scheme Meeting – Chairman’s address

To be held at 10:00am (AEST) on Monday, 13 April 2026

### Welcome

Good morning, ladies and gentlemen, and thank you for joining us at this meeting of Insignia Financial Ltd. My name is Allan Griffiths, and I am the Chairman of your Board of Directors and the Chairman of this meeting. Before formally beginning the meeting, I would like to introduce you to my fellow directors who join me today: Scott Hartley, our CEO; Michelle Somerville; Andrew Bloore; Gai McGrath and Jodie Hampshire.

Also present today is our Chief Financial Officer, David Chalmers and our Group Company Secretary Adrianna Bisogni, and various other members of our Executive Team.

With the time now having just passed 10.00am, and having been advised by Ms. Bisogni, that a quorum is present, I declare this meeting open.

The purpose of this Scheme Meeting is for Insignia Financial Shareholders to vote on the proposed acquisition of all of the shares in Insignia Financial by CC Capital Partners, LLC and its affiliates (which I will hereafter simply refer to as “CC Capital”) by way of a scheme of arrangement.

Before we begin the formal part of the meeting, can I remind everyone that this is a Shareholders’ meeting and only holders of Insignia Financial Shares, their attorneys, proxies or authorised corporate representatives, are entitled to vote and speak.

Today’s meeting is a hybrid meeting. This means it is being held both in person and online via the Lumi platform. This platform allows shareholders, proxyholders and guests to attend the meeting virtually. All attendees can listen to a live webcast of the meeting. In addition, shareholders and proxyholders have the ability to ask questions and submit votes.

### Procedural Matters

I would now like to briefly summarise the procedural matters that will apply to this Scheme Meeting.

There will be opportunities for Shareholders to ask questions during the designated question time later in proceedings.

There are three ways in which questions may be asked today:

- 1 For those attending the meeting in person, please raise your hand when we open the floor to questions and the microphone will be passed to you. Once you have the microphone, please stand and state your name and, if you are an attorney, proxy or authorised corporate representatives, state the name of the Shareholder whom you represent before asking your question.
- 2 For those attending the meeting online, you may either submit:
  - (a) a written question; or
  - (b) an audio question,

both via the Lumi platform. Now for some further details on how to do this.

## Submitting written questions

Written questions can be submitted at any time via the Lumi platform. To ask a written question, select the messaging icon, type your question in the box towards the top of the page and press the send button.

## Submitting audio questions

To ask your question verbally, click the Request to speak button at the top right-hand corner of the broadcast window via the Lumi platform. You will be prompted to confirm your name and enter the topic of your question. Submit your details and select "join queue" to be connected.

Please note that while you can submit questions from now on, I will not address them until the relevant time in the meeting. Please also note that your questions may become amalgamated together if we receive multiple questions on one topic.

I note that while Shareholders and their representatives are entitled and encouraged to participate in this meeting by speaking and asking questions, the matters raised must be relevant to the items of business set out in the meeting agenda.

## Voting

As outlined in the Notice of Scheme Meeting, the Scheme Resolution to be voted on by Shareholders at today's Scheme Meeting will be decided by a poll. The proposed Scheme Resolution is set out in the Notice of Scheme Meeting contained in the Scheme Booklet.

Steve Hodkin of Boardroom, the Company's Share Registry, will be the returning officer for the purpose of the poll.

For online attendees, polling will be conducted via the Lumi platform. If you are eligible to vote at this meeting, a new polling icon will appear. Selecting this icon will bring up the resolution and present you with voting options. To cast your vote simply select one of the options. There is no need to hit submit or the enter button as the vote is automatically recorded.

Once voting opens, in room attendees will be presented with today's resolution on their voting keypad.

Press 1 to vote FOR the item, 2 for AGAINST or 3 to ABSTAIN. If you require any assistance, any member of the Boardroom team or Insignia Financial executive can assist. Please raise your hand if you require assistance.

I now declare the poll OPEN. You may vote at any time from now until I close the poll. For online attendees, the resolution will soon appear, please submit your votes at any time. I will provide a warning before closing the poll.

I confirm that I hold a number of open proxies as Chairman of the meeting. As set out in the Notice of Scheme Meeting, I will vote all undirected proxies in favour of the Scheme Resolution.

After the meeting closes, your votes will be counted by our registry Boardroom, and the results will be announced on the ASX as soon as possible.

## Scheme overview

I would now like to say a few words about the proposed Scheme.

The Scheme that Shareholders are being asked to consider today is the outcome of a comprehensive process which commenced in December 2024 as a result of the receipt of an initial proposal from Bain Capital to acquire all of the shares in Insignia Financial by way of scheme of arrangement for \$4.00 cash per share. This initial proposal instigated competing unsolicited, non-binding indicative proposals from CC Capital, Bain Capital and Brookfield Capital Partners.

Between CC Capital, Bain Capital and Brookfield Capital Partners, eight non-binding indicative proposals were received in total, with the Scheme before Shareholders today representing the highest binding offer price received by the Board. The Scheme Consideration of \$4.80 cash per share represents a 20% premium to the initial proposal of \$4.00 per share and a 56.9% premium to Insignia Financial's closing share price on 11 December 2024, being the last undisturbed trading day before receipt of the initial proposal I referred to earlier.

Details of the Scheme are outlined in the Scheme Booklet dated 27 February 2026, which was made available to Shareholders in accordance with the orders of the Federal Court of Australia.

If the Scheme is approved and implemented, CC Capital will acquire all of the Insignia Financial Shares on issue, and Insignia Financial Shareholders will receive \$4.80 per share in cash for each Insignia Financial Share held on the Scheme Record Date.

Shareholders should also note that the current trading price of Insignia Financial Shares is affected by the proposed Scheme and that, as is pointed out in the Scheme Booklet, the share price may not necessarily trade at its current levels in the absence of the proposed Scheme.

### **Reasons why you might vote for or against the Scheme**

The Insignia Financial Board has identified various reasons why Insignia Financial Shareholders may want to vote in favour of the Scheme and various potential reasons why they may want to vote against the Scheme. These reasons are set out in detail in the Scheme Booklet. For more detail, you can refer to Section 2 in the Scheme Booklet.

The Insignia Financial Board has undertaken an extensive valuation and risk assessment of the Scheme, supported by its advisers. Your Directors consider that the reasons to vote in favour of the Scheme outweigh the potential reasons to vote against the Scheme.

In making our recommendation, the Insignia Financial Board carefully evaluated the Scheme Consideration against the company's medium-term and long-term growth prospects and market opportunities and has had regard to our overarching responsibility to act in the best interests of Insignia Financial Shareholders.

### **Insignia Financial Board recommendation**

The Insignia Financial Board unanimously recommends that Insignia Financial Shareholders vote in favour of the Scheme and continues to believe the Scheme is in Insignia Financial Shareholders' best interests.

The Insignia Financial Board confirms that as at the time of this meeting, no Superior Proposal has emerged and we are not aware of any Superior Proposal likely to emerge.

Each Insignia Financial Director is voting, or procuring the voting of, any Insignia Financial Shares held or controlled by them as at the time of this meeting in favour of the Scheme by voting in favour of the Scheme Resolution.

When considering the Insignia Financial Board's recommendation, Insignia Financial Shareholders should take into account the matters set out in the Scheme Booklet, including the interests of Insignia Financial Directors in the outcome of the Scheme in section 9 of the Scheme Booklet.

### **Independent Expert's conclusion**

The Insignia Financial Board commissioned Kroll Australia Pty Ltd as the Independent Expert to assess the merits of the Scheme.

The Independent Expert has concluded that the Scheme is in the best interests of Insignia Financial Shareholders, in the absence of a Superior Proposal. Kroll has assessed the value of Insignia Financial on a controlling interest basis in the range of \$4.49 to \$5.08 per Insignia

Financial Share. The Scheme Consideration of \$4.80 falls within Kroll's assessed value range for an Insignia Financial Share.

The reasons why the Independent Expert reached these conclusions are set out in the Independent Expert's Report, a copy of which is included in Annexure A of the Scheme Booklet.

### **Status of conditions precedent**

Implementation of the Scheme remains subject to the following conditions precedent:

- approval of the Scheme by Insignia Financial Shareholders at this meeting;
- approval of the Scheme by the Federal Court of Australia at the Second Court Hearing; and
- no material adverse change to Insignia Financial or prescribed event.

As at the time of today's meeting, the Insignia Financial Board is not aware of any circumstances which would cause any of the outstanding conditions not to be satisfied or waived. If the outstanding conditions precedent (including Shareholder and Court approval) are not satisfied, the Scheme will not proceed and Insignia Financial will continue as a standalone entity listed on the ASX.

All regulatory approvals that are conditions precedent have now been satisfied.

### **Timetable if the Scheme is approved by the Requisite Majority of Insignia Financial Shareholders**

If the Scheme is approved by Insignia Financial Shareholders today, the key events and the expected timing in relation to the approval and implementation of the Scheme are set out in the timetable on this slide.

The Second Court Hearing to approve the Scheme is scheduled for 16 April 2026. If the Scheme is approved by the Court, lodgement of the Court orders with ASIC and suspension from trading on the ASX of Insignia Financial Shares are expected to occur on 17 April 2026.

The Scheme is then expected to be implemented on 28 April 2026, and it is on this date that the Scheme Consideration will be provided to Insignia Financial Shareholders in respect of shares held on the Record Date for the Scheme, which is expected to be 5.00pm on 21 April 2026 (Melbourne time).

These dates are subject to the satisfaction of the outstanding conditions precedent. Any changes to these dates or times will be announced to the ASX.

### **Scheme Resolution**

I will now move to the formal business of this Scheme Meeting.

The sole item of business is the Scheme Resolution, which is set out in the Notice of Scheme Meeting included in the Scheme Booklet.

Insignia Financial Shareholders are asked to consider and, if thought fit, pass the Scheme Resolution, which is shown on the screen. The Scheme Resolution is:

*That, pursuant to and in accordance with the provisions of section 411 of the Corporations Act 2001 (Cth):*

- (a) the arrangement proposed between Insignia Financial Ltd and the holders of its ordinary shares, as contained in and more particularly described in the Scheme Booklet accompanying the notice convening this meeting, is agreed to; and*
- (b) the directors of Insignia Financial Ltd are authorised to agree to any alterations or conditions as are thought fit by the Court and, subject to approval of the Scheme by*

*the Court, the board of directors of Insignia Financial Ltd is authorised to implement the Scheme with any of those modifications or conditions.*

For the proposed Scheme to be binding the Scheme Resolution must, in addition to the satisfaction or waiver (in the case of certain conditions precedent that are capable of being waived) of all other conditions precedent, be approved by the requisite majorities of:

- at least 75% of the total number of votes cast on the Scheme Resolution to approve the Scheme by Insignia Financial Shareholders who are present and voting either in person or by proxy, attorney, or in the case of corporate Shareholders, by corporate representative at the Scheme Meeting; and
- more than 50% in number, unless the Court orders otherwise, of eligible Insignia Financial Shareholders present and voting at the Scheme Meeting.

### **Valid proxies received on the Scheme Resolution**

I refer you to the screen which shows the summary of proxies received.

The valid proxy votes received in respect of the Scheme Resolution are now displayed on screen.

The Insignia Financial Shareholders who submitted valid proxies abstaining from voting on the Scheme Resolution will not be counted when determining whether the Scheme Resolution has been approved by the Requisite Majority of Insignia Financial Shareholders.

### **Questions**

I would now like to turn to shareholder questions in relation to the proposed scheme. I will address questions received from Insignia Financial Shareholders and their attorneys, proxies and authorised corporate representatives regarding the Scheme or the Scheme Resolution. I will endeavour to answer your questions, however, I may refer a question to another representative or take a question on notice if necessary.

For those attending the meeting in person, if you wish to ask a question, please raise your hand and the microphone will be passed to you. Once you have the microphone, please stand and state your name and, if you are an attorney, proxy or authorised corporate representative, state the name of the Shareholder whom you represent before asking your question.

### **Voting**

As there are no further questions, I now ask Insignia Financial Shareholders to cast their vote in relation to the Scheme Resolution if they have not already done so, as voting will be closing shortly.

For those attending the meeting in person, would you please indicate by raising your hand if you require more time to complete your voting?

Thank you. I understand all polling has now been finalised and the poll is now closed.

### **Thank you**

Finally, I would like to take this opportunity to thank all our Shareholders for their support of Insignia Financial over the past 23 years.

Can I also please take this opportunity to thank your Board of Directors, Scott Hartley, Andrew Bloore, Jodie Hampshire, Gai McGrath and Michelle Somerville, and all of those who have served on the Board before them for their contributions to the company.

The results of this meeting will be released through the ASX as soon as available and will also be displayed on the Insignia Financial website.

This now concludes the official business of this meeting. I now declare the Scheme Meeting CLOSED for all purposes.

*Please note that terms not defined in this document have the meaning given in the Scheme Booklet dated 27 February 2026.*

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Financial

# Scheme meeting

Melbourne, 13 April 2026

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# Procedural matters

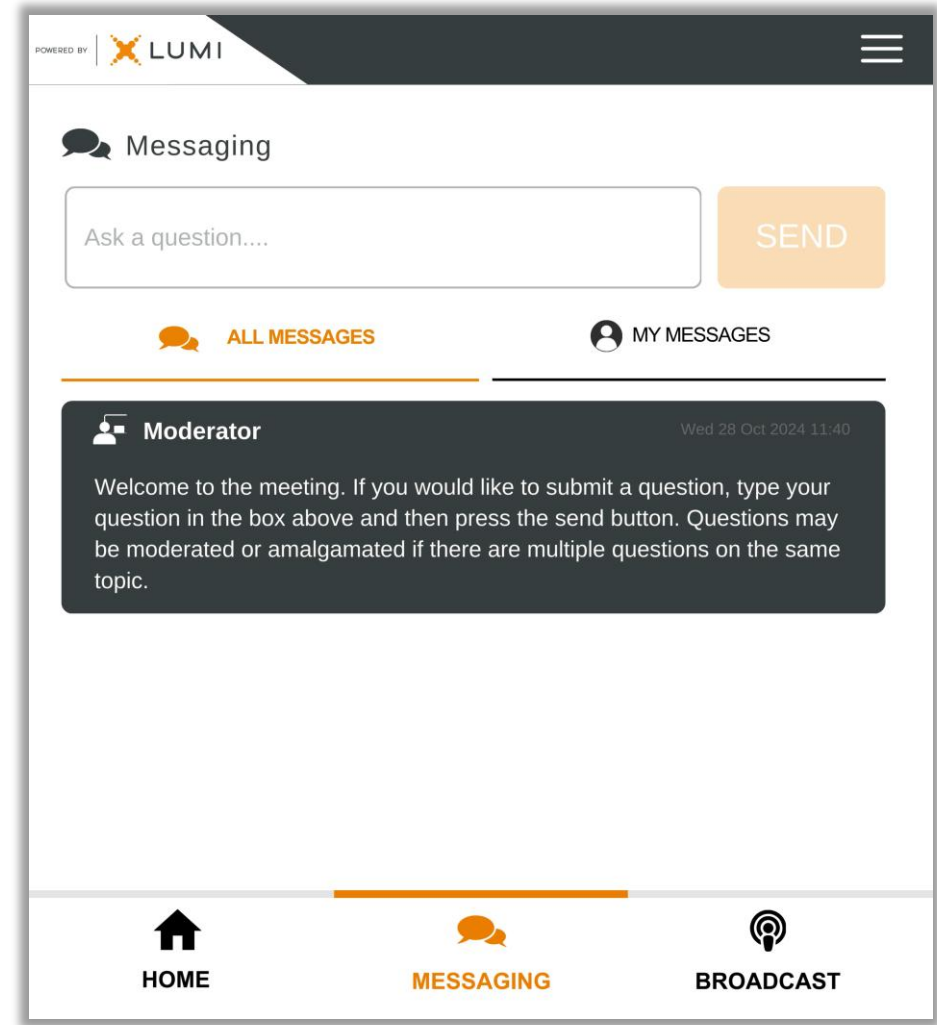
# Online Text Questions

Select the messaging icon

Type your question in the box

Press the send button

Select 'My Messages' to view your submitted messages along with any written responses



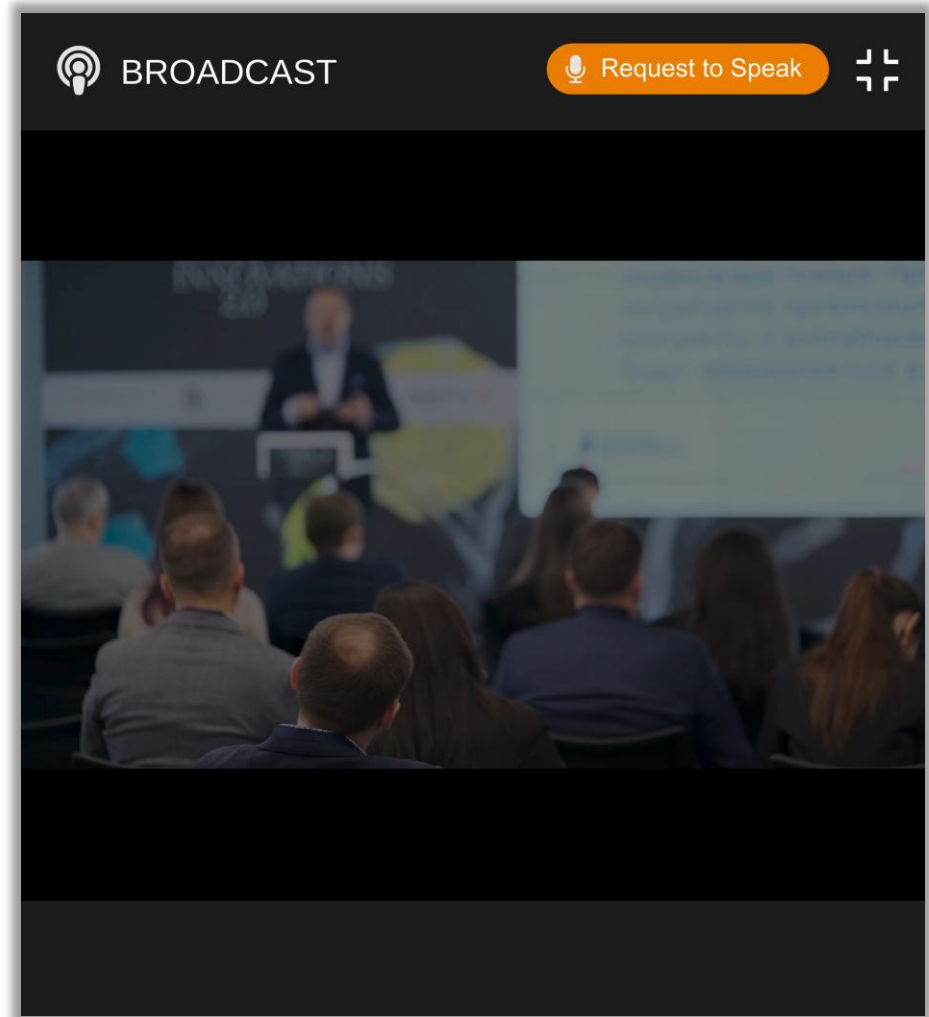
# Online Audio Questions

Click 'Request to Speak'

Enter the topic of your question

Click 'Submit Request'

Click 'Join Queue' and follow the audio prompts



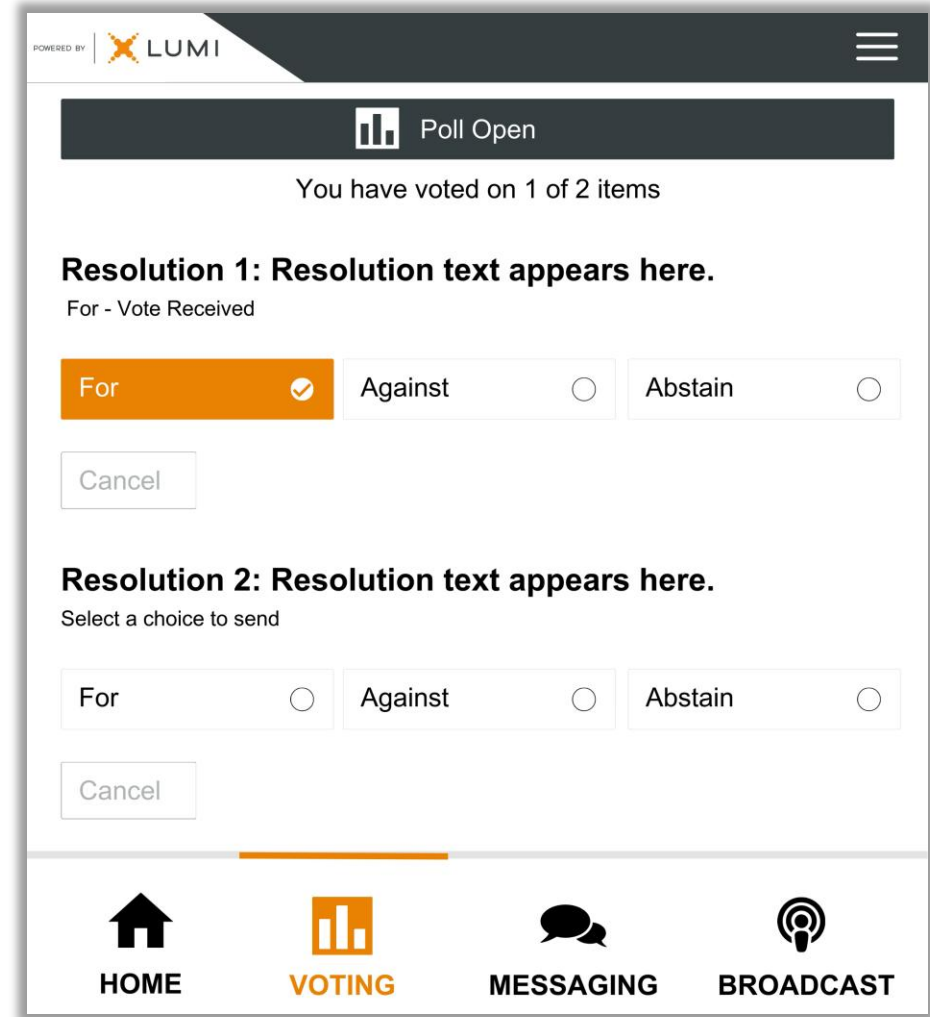
# Online Voting

Select the voting icon

Select your voting preference for the resolution

Your selected option will change colour

You can change your vote until the poll is closed



# In Room Voting

Press 1 to vote FOR, 2 to vote AGAINST or 3 to ABSTAIN.

To change your vote, press the X button and enter your new choice



# Scheme overview

- On 22 July 2025, Insignia Financial and CC Capital announced that they had entered into a Scheme Implementation Deed under which CC Capital agreed to acquire or procure the acquisition of 100% of the issued shares in Insignia Financial by way of a scheme of arrangement (Scheme).
- If the Scheme is implemented, Insignia Financial Shareholders will receive \$4.80 per share in cash for each Insignia Financial Share held (Scheme Consideration).
- The Scheme Consideration implies an equity value of approximately \$3.3 billion.
- The Scheme Consideration represents a premium of:
  - 56.9% to Insignia Financial's closing share price of \$3.06 on 11 December 2024, being the Last Undisturbed Trading Day;
  - 49.8% to the 30-day volume weighted average price of \$3.20 per Insignia Financial Share up to and including the Last Undisturbed Trading Day;
  - 69.9% to the 90-day volume weighted average price of \$2.82 per Insignia Financial Share up to and including the Last Undisturbed Trading Day; and
  - 82.0% to the 180-day volume weighted average price of \$2.64 per Insignia Financial Share up to and including the Last Undisturbed Trading Day.

# Insignia Financial Board recommendation

- The Insignia Financial Board unanimously recommends that Insignia Financial 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 in the best interests of Insignia Financial Shareholders.
- Subject to these same qualifications, all Insignia Financial Directors (who in aggregate currently hold or control 401,096 Insignia Financial Shares) intend to vote all the Insignia Financial Shares they hold or control in favour of the Scheme.
- In reaching their recommendation, the Insignia Financial Directors have carefully evaluated the Scheme Consideration against the company's medium-term and long-term growth prospects and market opportunities.

**Note:** When considering the Insignia Financial Board's recommendation and the Independent Expert's opinion, Insignia Financial Shareholders should take into account the matters set out in the Scheme Booklet, including the reasons to vote for and against the Scheme (as set out in section 2 of the Scheme Booklet) and the interests of Insignia Financial Directors in the outcome of the Scheme (as set out in section 9 of the Scheme Booklet).

# Independent Expert's conclusion

- The Independent Expert, Kroll Australia Pty Ltd, has concluded that the Scheme is in the best interests of Insignia Financial Shareholders, in the absence of a Superior Proposal.
- The Independent Expert has assessed the value of an Insignia Financial Share on a controlling interest basis to be in the range of \$4.49 to \$5.08.
- The Scheme Consideration of \$4.80 falls within Kroll's assessed value range for an Insignia Financial Share.

**Note:** When considering the Insignia Financial Board's recommendation and the Independent Expert's opinion, Insignia Financial Shareholders should take into account the matters set out in the Scheme Booklet, including the reasons to vote for and against the Scheme (as set out in section 2 of the Scheme Booklet) and the interests of Insignia Financial Directors in the outcome of the Scheme (as set out in section 9 of the Scheme Booklet).

# Status of conditions precedent

Implementation of the Scheme remains subject to satisfaction of certain conditions precedent, between the date of the Scheme Implementation Deed and 8.00am on the Second Court Hearing on 16 April including:

- approval of the Scheme by Insignia Financial Shareholders at this meeting;
- approval of the Scheme by the Federal Court of Australia at the Second Court Hearing; and
- no material adverse change to, or prescribed event in respect of, Insignia Financial.

All regulatory approvals that are conditions precedent have now been satisfied.

**Note:** These details are discussed in section 4.5 of the Scheme Booklet.

# Timetable if the Scheme is approved by the Requisite Majority of Insignia Financial Shareholders

Date	Event
10:00am on Thursday, 16 April 2026	<b>Second Court Date</b> Second Court Hearing for approval of the Scheme
Friday, 17 April 2026	<b>Effective Date and last day of trading of Insignia Financial Shares</b> Court order is lodged with ASIC. Scheme takes effect and is binding on Insignia Financial Shareholders Last day of trading in Insignia Financial Shares
Close of trading on Friday, 17 April 2026	Suspension of Insignia Financial Shares from trading on ASX
5:00pm on Tuesday, 21 April 2026	<b>Record Date</b> Record Date for determining entitlement to receive Scheme Consideration
Tuesday, 28 April 2026	<b>Implementation Date</b> Date on which Daintree BidCo (an entity established by CC Capital) becomes holder of 100% of Insignia Financial Shares Payment of the Scheme Consideration

# Scheme Resolution

To consider and, if thought fit, to pass the following resolution in accordance with section 411(4)(a)(ii) of the Corporations Act 2001 (Cth):

“That, pursuant to and in accordance with the provisions of section 411 of the Corporations Act:

- a) the arrangement proposed between Insignia Financial Ltd and the holders of its ordinary shares, as contained in and more particularly described in the Scheme Booklet accompanying the notice convening this meeting, is agreed to; and
- b) the directors of Insignia Financial Ltd are authorised to agree to any alterations or conditions as are thought fit by the Court and, subject to approval of the Scheme by the Court, the board of directors of Insignia Financial Ltd is authorised to implement the Scheme with any of those modifications or conditions.”

**Note:** Votes by a person who abstains on an item are not counted in calculating the required majority on a poll.

# Valid proxies received on the Scheme Resolution

Proxy vote direction	Number of Proxy Votes Cast	% of Proxy Votes Cast <sup>3</sup>	Number of Insignia Financial Shareholders voting by proxy	% of Insignia Financial Shareholders voting by proxy <sup>3</sup>
For	398,504,671	96.41	1,984	67.42
Against	5,571,521	1.35	295	10.02
Open <sup>1</sup>	9,249,191	2.24	664	22.56
<b>Total</b>	<b>413,325,383</b>	<b>100.00</b>	<b>2943</b>	<b>100.00</b>
Abstain <sup>2</sup>	313,444		59	
Requisite Majority for Scheme Resolution to be passed	At least 75%		More than 50%	

- Note:**
1. Open proxies in favour of the Chairman will be voted in favour of the resolution.
  2. Votes relating to an Insignia Financial Shareholder who abstains from voting are not counted in determining the requisite majorities.
  3. These figures have been rounded to two decimal places. As a result, the stated totals may not add up to one hundred percent.

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# Questions

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Thank you

