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ASX Release – 5 February 2025

Indicative Non-Binding Proposal received from Brookfield

Insignia Financial Ltd (ASX: IFL) has received a confidential, non-binding and indicative proposal from Brookfield Capital Partners (UK) Limited ("**Brookfield**") to acquire all of the shares in Insignia Financial by way of a scheme of arrangement (the "**Indicative Proposal**") at a price of A$4.60 cash per share (adjusted for any dividends paid or payable after the date of the Indicative Proposal) or the potential alternative to acquire scrip in Brookfield's unlisted bid vehicle (subject to certain floors and caps and corresponding scale back mechanisms).

The Indicative Proposal represents a cash price per share the same as that proposed by CC Capital Partners LLC in its revised non-binding indicative proposal received on 17 January 2025 and Bain Capital in its second revised non-binding indicative proposal received on 22 January 2025.

The Indicative Proposal is expressed to be subject to a number of conditions including satisfactory completion of due diligence, execution of a binding scheme implementation agreement on customary terms, unanimous recommendation to vote in favour of the transaction from the Insignia Financial Board of Directors and commitment from all directors to vote in favour of the transaction (subject to customary carve-outs) and approval of Brookfield's investment committee of final transaction terms.

In addition, any transaction would, if entered into by Insignia Financial, be subject to approval of the Foreign Investment Review Board and the Australian Prudential Regulation Authority.

In order to determine if Brookfield is able to formulate an improved proposal from that reflected in the Indicative Proposal, Insignia Financial will offer to provide to Brookfield a limited period of access to certain non-public information on a non-exclusive basis. The provision of this information will be subject to certain conditions, including the signing of an appropriate confidentiality and standstill agreement by Brookfield.

The provision of limited due diligence does not guarantee that the Indicative Proposal will result in a binding offer or one that is capable of being recommended by the Board of Insignia Financial.

IFL shareholders do not need to take any action. Insignia Financial will continue to keep the market informed in accordance with its continuous disclosure obligations.

Insignia Financial has engaged Citigroup and Gresham Advisory Partners as its financial advisers and King & Wood Mallesons as its legal adviser.

This announcement was approved for release by the Market Disclosure Committee of Insignia Financial Ltd.

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About Insignia Financial Ltd

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

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

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