

2 February 2015

Fiducian shareholders vote in favour of restructure

Fiducian Portfolio Services Limited (**Fiducian**) is pleased to announce that the requisite majorities of Fiducian shareholders voted overwhelmingly in favour of the members' scheme of arrangement (**Scheme**) at the scheme meeting held in Sydney today.

Pursuant to the Scheme, Fiducian shareholders who are registered as holding Fiducian shares as at the Scheme record date (other than ineligible foreign shareholders) will exchange their Fiducian shares for new shares in Fiducian Group Limited (**NewCo**) on a one-for-one basis and Fiducian will become a wholly owned subsidiary of NewCo.

A copy of the poll report submitted by the returning officer as appointed by Fiducian is attached in Annexure A.

The scheme remains subject to the approval of the Federal Court of Australia (**Court**) at a court hearing currently scheduled for 5 February 2015.

Key dates

Key events and the indicative timing in relation to the approval and implementation of the Scheme are set out in the table below (terms defined below are those defined in Fiducian's scheme booklet dated 5 December 2014):

| | |
|---|------------------------------------|
| Second Court Date for approval of the Scheme | Thursday, 5 February 2015 |
| Effective Date | Friday, 6 February 2015 |
| Court orders approving the Scheme lodged with ASIC and announced to the ASX and the Scheme becomes binding | |
| Last day of trading in Fiducian Shares – Fiducian Shares suspended from trading on the ASX from close of trading on the ASX | |
| NewCo Shares commence trading on the ASX (on a deferred settlement basis) | Monday, 9 February 2015 |
| Scheme Record Date for determining entitlements to Scheme Consideration | 5.00pm on Friday, 13 February 2015 |
| Implementation Date | Friday, 20 February 2015 |
| Date of issuance of Scheme Consideration | |
| NewCo Shares commence trading on the ASX (on a normal settlement basis) | Monday, 23 February 2015 |
| Transfer Date | Sunday, 1 March 2015 |
| Implementation of the Restructure | |

All dates in the above timetable are indicative only and, among other things, are subject to the time at which conditions precedent to the Scheme are satisfied or waived (if applicable), and to all necessary approvals from the Court. Any changes to the above timetable will be announced through the ASX and notified on Fiducian's website at www.fiducian.com.au.

All references to times and dates in the above table are references to the time and date in AEDT unless otherwise stated.

Annexure A



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2/02/2015

The Chairman
Fiducian Portfolio Services Limited
Level 4, 1 York Street
SYDNEY NSW 2000

Poll Report

I, Peter Renda, the Returning Officer appointed by you for the purposes of supervising the voting procedures at the Scheme Meeting of the members of Fiducian Portfolio Services Limited held at Level 4, 1 York Street, Sydney NSW 2000 on Monday, 2 February 2015 at 10:00am, report as follows:

Scheme Resolution

To consider and, if thought fit, with or without amendment, to pass the following resolution in accordance with section 411(4)(a)(ii) of the Corporations Act:

That, pursuant to and in accordance with the provisions of section 411 of the Corporations Act 2001 (Cth), the scheme of arrangement proposed between Fiducian and the holders of its ordinary shares, as contained in and more particularly described in the scheme booklet of which the notice convening this meeting forms part, is agreed to, with or without alterations or conditions as approved by the Federal Court of Australia to which Fiducian and NewCo agree.

| | Number of Votes | % of Votes | Number of Holders | % of Holders |
|---------------------------------|-----------------|------------|-------------------|--------------|
| Votes cast 'FOR' the motion | 21,952,157 | 99.84% | 62 | 93.94% |
| Votes cast 'AGAINST' the motion | 35,637 | 0.16% | 4 | 6.06% |
| TOTAL VOTES CAST | 21,987,794 | 100.00% | 66 | 100.00% |
| Votes "Abstained" | 0 | | 0 | |

The resolution was carried by the required majorities.

Yours faithfully

Peter Renda
Returning Officer
Computershare Investor Services Pty Limited