

5 February 2015

Federal Court of Australia approves Fiducian restructure

Fiducian Portfolio Services Limited (**Fiducian**) is pleased to announce that the Federal Court of Australia (**Court**) has today made orders approving the scheme of arrangement between Fiducian and its shareholders (**Scheme**), which is described in Fiducian's scheme booklet dated 5 December 2014 (**Scheme Booklet**).

It is expected that a copy of the Court's order will be lodged with the Australian Securities and Investments Commission tomorrow, 6 February 2015, at which time the Scheme will become legally effective.

The Court's approval follows Fiducian shareholders agreeing to the Scheme at the scheme meeting held on Monday 2 February 2015.

In summary, pursuant to the Scheme and Restructure (as defined in the Scheme Booklet):

- 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 (**FID**), which will be listed on the ASX, on a one-for-one basis and Fiducian will become a wholly owned subsidiary of FID;
- all the property and liabilities of Fiducian comprising or pertaining exclusively to its funds management and investment services business (other than any contract of employment), will be transferred to, and vested in, Fiducian Investment Management Services Limited, a wholly owned subsidiary of FID;
- all other property and liabilities of Fiducian, other than those relating to its funds management and investment services business, its superannuation trustee services and its shareholdings in certain subsidiaries will be transferred to, and vested in, Fiducian Services Pty Limited, a wholly owned subsidiary of FID; and
- shares in certain subsidiaries (as set out in more detail in the Scheme Booklet) will be transferred from Fiducian to FID, so that each of Fiducian and the relevant subsidiaries will be a direct wholly owned subsidiary of FID.

The anticipated key dates in connection with implementation of the Scheme and Restructure are set out in Fiducian's announcement released to the ASX on 2 February 2015.