

ASX Announcement

20 February 2015

Implementation of scheme of arrangement

Fiducian Portfolio Services Limited (**Fiducian**) (ASX: FPS) and Fiducian Group Limited (**FID**) (ASX: FID) are pleased to announce the implementation of the scheme of arrangement between Fiducian and its shareholders (**Scheme**).

Implementation follows agreement by the requisite majorities of Fiducian shareholders to the Scheme at the scheme meeting, held on Monday, 2 February 2015, and approval of the Scheme by the Federal Court of Australia on Thursday, 5 February 2015.

All Fiducian shareholders who were registered as holding Fiducian shares as at the Scheme record date (other than certain ineligible foreign shareholders) exchanged their Fiducian shares for shares in FID, on a one-for-one basis. A total of 30,883,397 FID shares were issued as consideration for the transfer of all Fiducian shares to FID.

Fiducian is now a wholly-owned subsidiary of FID.

It is expected that FID shares will commence trading on a normal settlement basis on Monday, 23 February 2015.

Pursuant to the Restructure (as defined in the Scheme Booklet), it is also anticipated that on 1 March 2015:

- 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.