



SCHEDULE A

OPT OUT AND CLAIM REGISTRATION NOTICE

FEDERAL COURT OF AUSTRALIA

INSIGNIA FINANCIAL CLASS ACTION

JOHN MCFARLANE AS TRUSTEE FOR S MCFARLANE SUPERANNUATION

FUND

-v-

INSIGNIA FINANCIAL LIMITED

NSD206/2020

Securities Class Action against Insignia Financial Limited (formerly IOOF Holdings Limited)

This notice contains important information concerning: (a) your right to opt out of this class action, including a deadline for you to exercise this right should you wish to do so; and (b) for those group members who do not wish to opt out of the class action, the process for registering your claim for compensation (you are not obliged to register, however, it is requested that you register to assist with mediation of the class action). This notice sets out three options for you to take in relation to the class action:

- 1. Register your claim for compensation. In order to assist the Applicant to participate in a mediation of the class action effectively, registration is requested by 30 January 2023.**
- 2. Complete an 'opt out' form on or before 30 January 2023. By doing this you will lose any right to any compensation available in this class action, but you will not be prevented from starting your own proceeding to try and get compensation yourself (subject to applicable time limits which, as discussed below, may expire shortly or, in some cases, almost immediately on lodgment of an opt out notice).**
- 3. Do nothing. You will not lose any rights by choosing this option, however, declining to register at this time may adversely impact the Applicant's ability to negotiate a settlement of this proceeding on behalf of the class at a mediation to commence in April 2023. If you do not register now and the class action is successful (by way of judgment or settlement), you will need to complete this registration process at a later date in order to claim compensation.**

If you are considering option 2 please read the very important information concerning potential time limits in relation to this option provided in this notice.



1. Why is this notice important?

This class action has been commenced against Insignia Financial Limited ACN 100 103 722 (formerly IOOF Holdings Limited) (**Insignia**) in the Federal Court of Australia by John McFarlane as trustee for the S McFarlane Superannuation Fund (**Applicant**), as a representative party on behalf of the Applicant and all persons who:

- (a) between 1 March 2014 to 7 July 2015 either acquired an interest in ordinary shares in Insignia (ASX:IFL), or acquired long exposure to ordinary shares in Insignia by entering into equity swap confirmations in respect of such shares;
- (b) are alleged to have suffered loss and damage as a result of the conduct of Insignia (as alleged in the Amended Statement of Claim); and
- (c) have not settled their claims with Insignia.

Such persons are defined as **group members**.

The Federal Court has ordered that this notice be published for the information of persons who might be group members and thus may be affected by the action. **If you are a group member you should read this notice carefully. Any questions you have concerning the matters contained in this notice should not be directed to the Court.** If there is anything in it that you do not understand, you should seek legal advice.

This notice is part of a court-ordered process to assist the parties to attempt to resolve this proceeding by settlement. In order to do that, the parties need to know how many group members are likely to participate in any settlement of the proceeding, and the potential value of their claims.

Group members wishing to participate in any potential settlement of the proceeding are encouraged to register their claims by **4.00 pm on 30 January 2023 (Registration Date)**. Until you register, it will not be possible to quantify your individual claim for compensation and assist the Applicant's ability to negotiate a settlement of the matter on behalf of the class. If a settlement cannot be reached, the matter will proceed to trial,



which will involve a risk that the proceeding will not be successful and delay the resolution of group member claims.

If you do not register by the Registration Date **you will not** lose the right:

- (i) to compensation in any settlement that may be reached; or
- (ii) to claim damages in the event that the matter proceeds to trial and the applicant is successful;

as in either of those circumstances there will be a further registration process.

2. What is a class action?

A class action is an action that is brought by one person (**Applicant**) on his or her own behalf and on behalf of a group of people (here, group members) against another person (**Respondent**) where the Applicant and the group members have similar claims against the Respondent.

Group members in a class action **are not** individually responsible for the legal costs associated with bringing the class action. In a class action, only the Applicant is responsible for the costs.

Group members are bound by any judgment or settlement entered into in the class action unless they have opted out of the proceeding. This means that:

- (a) if the class action is successful, group members may be eligible for a share of any settlement monies or Court-awarded damages;
- (b) if the class action is unsuccessful, group members are bound by that result; and
- (c) regardless of the outcome of the class action, group members will not be able to pursue their claims against the Respondent in separate legal proceedings unless they have opted out.



3. What is Opt Out?

The Applicant in a class action does not need to seek the consent of group members to commence a class action on their behalf or to identify a specific group member. However, group members can cease to be group members by opting out of the class action. An explanation of how group members are able to opt out is found below in the section headed “What group members must do”.

4. What is this class action?

This class action against Insignia is brought by the Applicant on behalf of himself and group members.

The Applicant alleges that Insignia engaged in misleading or deceptive conduct and breached its continuous disclosure obligation to keep the Australian Securities Exchange (**ASX**) informed of all information that a reasonable person would expect, if it were generally available, to have a material effect on the price or value of Insignia shares. In particular, it is alleged that between 1 March 2014 to 7 July 2015, Insignia knew or ought to have known of alleged issues within the company (including its subsidiaries) and of alleged issues affecting its business model that would negatively impact its market value yet failed to disclose such information to the market.

Insignia denies these allegations and is defending the class action.

5. Are you a group member?

As noted above, you are a group member if, during the period from 1 March 2014 to 7 July 2015, you either acquired an interest in ordinary shares in Insignia, or acquired long exposure to ordinary shares in Insignia by entering into equity swap confirmations in respect of such shares, and in addition you are alleged to have suffered loss and damage as a result of Insignia’s conduct (as alleged in the Amended Statement of Claim) and have not settled your claims with Insignia.

If you are unsure whether or not you are a group member, you should contact Shine Lawyers on +61 2 8754 7237 or email insigniaclassaction@shine.com.au or seek your own legal advice without delay.



6. Will you be liable for legal costs?

You will **not become liable for any legal costs** simply by remaining as a group member for the determination of the common questions.

The Insignia Class Action is funded by LLS Fund Services Pty Ltd (**LLS**). This means that LLS has agreed to pay all the legal and other costs associated with the action, including any adverse costs orders. In exchange for funding the litigation and for assuming the financial risks associated with doing so, the Applicant has entered into a funding agreement with LLS (**Funding Agreement**), under which the Applicant has agreed to pay LLS a commission out of the money he receives from any order, judgment or settlement in the proceeding.

If the class action is unsuccessful, group members will have no liability for legal costs.

If, however, the class action is successful and you ultimately receive compensation, then you may be liable for the following costs, which will only be payable by way of a deduction from your compensation amount, and not otherwise:

- (a) a commission to LLS; and/or
- (b) a share of the costs which are incurred by the Applicant in running the class action, but which are not able to be recovered from Insignia (as may be approved and ordered by the Court).

Under no circumstances will class members be required to pay more in legal costs and commission than they receive in compensation.

It is possible that, if the matter proceeds to an initial trial of the common issues, further work may need to be done thereafter in relation to issues that are specific to your claim (**Individual Legal Work**). You can engage the Applicant's lawyers, or other lawyers to do that work for you. Please note that you would be required to pay the costs of any such Individual Legal Work. However, in securities class actions, Individual Legal Work on behalf of group members is typically not required.



7. Funding of this Class Action?

The terms of the Funding Agreement include:

- (a) LLS will pay the costs incurred in conducting the class action; and
- (b) LLS will pay any adverse costs orders that are made in the class action against the Applicant.

In the event that the class action is settled or determined by the Court in favour of the Applicant, LLS is entitled to receive, as a first priority out of the share of the settlement or judgment amount of the **group members who have entered into a funding agreement directly with LLS:**

- (a) reimbursement of the amounts paid by LLS under the Funding Agreement (which includes legal costs, disbursements and any adverse costs insurance premium); and
- (b) a commission.

In the event the class action is resolved by way of settlement, the Applicant may seek orders from the Court which would have the effect of applying the funding arrangements described above to all group members, by way of a Court-approved settlement distribution scheme, even if they have not entered into a Funding Agreement with LLS. This is also known as a “common fund order”. If the Court makes such an order, all group members who have not opted out of the action will in effect be bound by the orders as to settlement distribution, and will ultimately be bound to contribute out of any amount to which they become entitled to receive by way of settlement or judgment of their claims. This amount will be payable to LLS (including legal costs, disbursements and commission) as if they had agreed to the funding arrangements with LLS (subject to approval of the Court).

A copy of the Funding Agreement may be inspected upon request by contacting Shine Lawyers at insigniaclassaction@shine.com.au or on +61 2 8754 7237.

It is possible that the Court may vary aspects of the Funding Agreement or make other orders in respect of funding arrangements.



Group members will not be required to pay any amounts to LLS (or to Shine Lawyers) unless and until there is a successful outcome in the class action, whereupon any amounts payable will be (subject to approval of the Court) deducted from the amount to which each group member is otherwise entitled (but under no circumstances will they exceed that amount). No group member will be out-of-pocket simply by remaining as a group member.

8. What will happen if you choose to remain a group member?

Unless you opt out, you will be bound by the outcome of the class action. If the class action is successful, and if you have registered in accordance with “Option 1” below, you will be entitled to share in the benefit of any order, judgment or settlement in favour of the Applicant and group members. If the action is unsuccessful or is not as successful as you might have wished, you will not be able to bring proceedings or take action against Insignia in respect of the matters the subject of the class action.

9. Why is this notice being published?

The Federal Court has ordered that this notice be published for the information of persons who might be group members and thus may be affected by the Insignia class action. The parties to the class action have agreed to mediate before an agreed mediator. The mediation will be held prior to the commencement of the trial listed from 5 June 2023, and following the closure of Opting Out (Option 2, below).

10. What group members must do

If you are a group member in the Insignia class action you have the following options:

Option 1 – Register your claim for compensation

If you wish to register your claim for any loss you may have suffered as a result of Insignia’s conduct, as alleged, you are requested (unless you have already registered prior to receiving this notice) to:

1. complete:
 - a. and send the **enclosed “Group Member Registration Form”** at Annexure A to this Notice either via email to Shine Lawyers at



insigniaclassaction@shine.com.au or by contacting us at +61 2 8754 7237;

OR

- b. the Group Member Registration Form online via the Shine Lawyers website at <https://www.shine.com.au/service/class-actions/Insignia-class-action>; and
2. provide the information and documents requested as set out in the Group Member Registration Form.

As set out below, you will find copies of the court papers which detail the claims made in the Insignia class action at <https://www.shine.com.au/service/class-actions/insignia-financial-class-action>.

If you register, and a “common fund order” is made as referred to above, the funding arrangements reflected in the Funding Agreement (subject to approval of the Court) will apply to you and you will ultimately be bound to contribute, out of any amount to which you become entitled to receive by way of settlement or judgment of your claims, an amount payable to LLS (including legal costs, disbursements and commission). A copy of the Funding Agreement may be inspected upon request. The terms of the Funding Agreement will be considered by the Court (and, in some circumstances, can be varied) in the event the class action is resolved by way of settlement.

Option 2 – Opt out and cease to be a group member

If you do not wish to remain a group member in the Insignia class action, you must opt out of the proceeding by completing the **enclosed "Opt Out Notice"** at Annexure B by 30 January 2023. If you opt out of the Insignia class action, you:

1. will not be affected by any orders made in the Insignia class action;
2. will not be permitted to participate in the distribution of any settlement outcome or damages assessment; and
3. will be able to commence separate proceedings on your own behalf if you so wish subject to any time limits that may restrict you from doing so as described below.



The *Corporations Act 2001* and the *Federal Court of Australia Act 1976 (Cth)* contain provisions affecting the time period in which claims can be brought against Insignia. The effect of these provisions is that, if you opt out of the Insignia class action, you are likely to lose your right to seek compensation yourself. Depending on your personal circumstances and the dates on which you acquired and/or disposed of an interest in Insignia securities, this could happen:

- the day that you opt out;
- the day immediately following the day you opt out; or
- up to approximately 16 months from the day you opt out.

If you would like further details of your options if you opt out of the Insignia class action please contact Shine Lawyers at insigniaclassaction@shine.com.au or on +61 2 8754 7237, or obtain your own independent legal advice.

Opt out notices must be submitted directly to the New South Wales District Registry of the Federal Court of Australia before **4:00pm AEST on 30 January 2023**. Opt out notices received after this time will not be accepted, and you will remain as a group member in the Insignia class action.

Option 3 – Not respond to this notice

If you do nothing, you will remain a group member in the Insignia class action and you will be bound by any settlement, but **it will not be possible for the Applicant's representatives to quantify your claim for compensation until you register. If you choose not to register by the Registration Date you will need to do so at a later time if the Applicant is successful (or if the matter settles) in order to receive compensation.** You are, however, encouraged to register now as this will assist the Applicant's representatives to estimate the value of all group member claims which may assist it to reach a settlement on behalf of the class (subject to the approval of the Court). Whether or not you register now, if the matter settles, you will be bound by the terms of the settlement unless you opt out and any cause of action you might otherwise have had against Insignia in respect of the matters the subject of the class action may no longer be available to you.



If you do nothing in response to this notice, there will likely be a further opportunity for you to register your interest in receiving compensation.

11. Where can you obtain copies of relevant documents?

You may access copies of the Court papers which detail the relevant documents filed in connection with the Insignia class action, by:

1. viewing them at the Shine Lawyers website, which is accessible at <https://www.shine.com.au/service/class-actions/insignia-financial-class-action>;
2. inspecting them by appointment between 9.00am and 5.00pm AEDT at the Sydney office of Shine Lawyers; or
3. visiting a District Registry of the Federal Court in Melbourne, Sydney, Canberra, Brisbane, Perth, Adelaide, Hobart or Darwin.

A copy of the Funding Agreement may be inspected upon request by contacting Shine Lawyers at insigniaaction@shine.com.au or on +61 2 8754 7237.

12. Questions?

Please consider the above matters carefully. If you are unclear about whether you are a group member, or if you have any other questions regarding the Insignia class action, you should contact Shine Lawyers by sending an email to insigniaaction@shine.com.au. Alternatively, you can seek independent legal advice from other solicitors. You should not delay in making your decision.

If you wish to register (Option 1), but do not have access to the internet or are otherwise unable to register in accordance with Option 1, please call +61 28754 7237 between the hours of 9:00am to 5:00pm AEST.

At the time of your call, please ensure you have all available information relevant to your trading in Insignia securities.



ANNEXURE A

OPTION 1

GROUP MEMBER REGISTRATION FORM

To register as a group member in the Insignia class action, please complete the Group Member Registration Form below and return the completed form via email to Shine Lawyers at insigniaclassaction@shine.com.au or by post to Shine Lawyers PO Box 589, Darlinghurst NSW 1300.

Alternatively, the Group Member Registration Form may be completed electronically and is available at <https://www.shine.com.au/service/class-actions/Insignia-class-action>.

Note: If you have previously signed a costs agreement with Shine Lawyers and provided details of your claim, you do not have to do anything in relation to this notice. Shine Lawyers will contact you directly if you are required to provide any further information.

Contact details:

Contact (full name):

ABN, ACN or ARSN of contact (if applicable):

Owner of Insignia shares (full name or names):

(if different from above, as in the case of shares held by a Self-Managed Super fund, Company or Trust)

Capacity of ownership:

(trustee, Responsible Entity of a registered managed investment scheme, investment manager, agent or custodian)

ABN, ACN or ARSN of owner of Insignia shares (if applicable):



HIN/SRN (if available):

Email address:

Telephone number:

Postal Address:

Details of shareholding:

Details of all acquisitions and disposals of Insignia shares between 1 March 2014 and 7 July 2015 (inclusive) (details can also be submitted electronically using an Excel template available at <https://insigniaclassaction.shine.com.au/Registration>)

Date	Type of transaction (e.g. purchase, sale)	Number of shares	Price per share (AUD/\$)	Nature of transaction (e.g. bought on market, or otherwise specify)	Brokerage (AUD/\$)	Shares held at close of trading
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Shares held at close of trading (if any) on 1 March 2014 and 7 July 2015:

1 March 2014

7 July 2015



**IMPORTANT:
SUPPORTING DOCUMENTS OR STATUTORY DECLARATION REQUIRED**

You must provide documentary evidence in support of the information you are providing with this form, including:

- (a) holding statements and/or contract notes if available; and
- (b) trade information in Excel format, if claiming on behalf of multiple funds.

If you are unable to provide sworn documentary evidence, you should contact Shine Lawyers or your own lawyers to obtain legal advice in that regard.

Date:

Signed by, or on behalf
of and with authority of,
the Group Member

(print name)

(as specified above)



Commonwealth of Australia
STATUTORY DECLARATION
Statutory Declarations Act 1959

1 *Insert the name, address and occupation of person making the declaration*

I,¹

make the following declaration under the *Statutory Declarations Act 1959*:

2 *Set out matter declared to in numbered paragraphs*

2

I understand that a person who intentionally makes a false statement in a statutory declaration is guilty of an offence under section 11 of the *Statutory Declarations Act 1959*, and I believe that the statements in this declaration are true in every particular.

3 *Signature of person making the declaration*

3

4 *[Optional: email address and/or telephone number of person making the declaration]*

4

5 *Place*

Declared at ⁵

on ⁶

of ⁷

6 *Day*

7 *Month and year*

Before me,

8 *Signature of person before whom the declaration is made (see over)*

8

9 *Full name, qualification and address of person before whom the declaration is made (in printed letters)*

9

10

10 *[Optional:*



email address
and/or
telephone
number of
person before
whom the
declaration is
made

Note 1 A person who intentionally makes a false statement in a statutory declaration is guilty of an offence, the punishment for which is imprisonment for a term of 4 years — see section 11 of the *Statutory Declarations Act 1959*.

Note 2 Chapter 2 of the *Criminal Code* applies to all offences against the *Statutory Declarations Act 1959* — see section 5A of the *Statutory Declarations Act 1959*.



A statutory declaration under the *Statutory Declarations Act 1959* may be made before—

(1) a person who is currently licensed or registered under a law to practise in one of the following occupations:

Architect	Chiropractor	Dentist
Financial adviser	Financial Planner	Legal practitioner
Medical practitioner the <i>Migration Act 1958</i>	Midwife	Migration agent registered under Division 3 of Part 3 of <i>the Migration Act 1958</i>
Nurse	Occupational therapist	Optometrist
Patent attorney	Pharmacist	Physiotherapist
Psychologist	Trade marks attorney	Veterinary surgeon

(2) a person who is enrolled on the roll of the Supreme Court of a State or Territory, or the High Court of Australia, as a legal practitioner (however described); or

(3) a person who is in the following list:

Accountant who is:

- a) a fellow of the National Tax Accountants' Association; or
- b) a member of any of the following:
 - i. Chartered Accountants Australia and New Zealand;
 - ii. the Association of Taxation and Management Accountants;
 - iii. CPA Australia;
 - iv. the Institute of Public Accountants

Agent of the Australian Postal Corporation who is in charge of an office supplying postal services to the public

APS employee engaged on an ongoing basis with 5 or more years of continuous service who is not specified in another item in this list

Australian Consular Officer or Australian Diplomatic Officer (within the meaning of the *Consular Fees Act 1955*)

Bailiff

Bank officer with 5 or more continuous years of service

Building society officer with 5 or more years of continuous service

Chief executive officer of a Commonwealth court

Clerk of a court

Commissioner for Affidavits

Commissioner for Declarations

Credit union officer with 5 or more years of continuous service

Employee of a Commonwealth authority engaged on a permanent basis with 5 or more years of continuous service who is not specified in another

item in this list

Employee of the Australian Trade and Investment Commission who is:

- (a) in a country or place outside Australia; and
- (b) authorised under paragraph 3 (d) of the *Consular Fees Act 1955*; and
- (c) exercising the employee's function at that place

Employee of the Commonwealth who is:

- (a) at a place outside Australia; and
- (b) authorised under paragraph 3 (c) of the *Consular Fees Act 1955*; and
- (c) exercising the employee's function at that place

Engineer who is:

- a) a member of Engineers Australia, other than at the grade of student; or
- b) a Registered Professional Engineer of Professionals Australia; or
- c) registered as an engineer under a law of the Commonwealth, a State or Territory; or
- d) registered on the National Engineering Register by Engineers Australia

Finance company officer with 5 or more years of continuous service

Holder of a statutory office not specified in another item in this list

Judge

Justice of the Peace

Magistrate

Marriage celebrant registered under Subdivision C of Division 1 of Part IV of the *Marriage Act 1961*

Master of a court

Member of the Australian Defence Force who is:

- a) an officer
- b) a non-commissioned officer within the meaning of the *Defence Force Discipline Act 1982* with 5 or more years of continuous service
- c) a warrant officer within the meaning of that Act

Member of the Australasian Institute of Mining and Metallurgy

Member of the Governance Institute of Australia Ltd

Member of:

- a) the Parliament of the Commonwealth
- b) the Parliament of a State
- c) a Territory legislature



d) a local government authority

Minister of religion registered under Subdivision A of Division 1 of Part IV of the *Marriage Act 1961*

Notary public, including a notary public (however described) exercising functions at a place outside

a) the Commonwealth

b) the external Territories of the Commonwealth

Permanent employee of the Australian Postal Corporation with 5 or more years of continuous service who is employed in an office providing postal services to the public

Permanent employee of

a) a State or Territory or a State or Territory authority

b) a local government authority

with 5 or more years of continuous service, other than such an employee who is specified in another item of this list

Person before whom a statutory declaration may be made under the law of the State or Territory in which the declaration is made

Police officer

Registrar, or Deputy Registrar, of a court

Senior executive employee of a Commonwealth authority

Senior executive employee of a State or Territory

SES employee of the Commonwealth

Sheriff

Sheriff's officer

Teacher employed on a permanent full-time or part-time basis at a school or tertiary education institution



ANNEXURE B
OPTION 2

Form 21
Rule 9.34

OPT OUT NOTICE

No: NSD206/2020

Federal Court of Australia
District Registry: New South Wales
Division: General

**JOHN MCFARLANE AS TRUSTEE FOR S MCFARLANE
SUPERANNUATION FUND**
Applicant

INSIGNIA FINANCIAL LTD
Respondent

To: The Registrar
Federal Court of Australia
New South Wales District Registry
Level 17, Law Courts Building, Queens Square, Sydney NSW 2000

.....(print name), a group member in this representative proceeding, gives notice under section 33J of the *Federal Court of Australia Act 1976* (Cth), that [he, she or it] (circle as applicable) is opting out of the representative proceeding.

Date:

Signed by (print name)
.....

Group member/Lawyer for the Group member
(please complete the next page)



Group member details

Contact Name:

Legal Entity of Group Member:

Telephone:

Email:

Address:

.....

ACN/ABN (if a company or trustee):

HIN/SRN:

If the shares were acquired on behalf of another person/entity, name of that person/entity:

.....

If you are signing as the solicitor or representative of the group member:

Name:

Capacity in which you are signing:

Telephone:

Email:

Address:

.....

.....