

ClearView

Notice of 2011 Annual General Meeting

Notice is given that the Annual General Meeting of Shareholders of ClearView Wealth Limited will be held on Thursday 27 October 2011 at 10.00am Sydney time at **the Swissôtel, 68 Market Street, Sydney, NSW 2000.**

Defined Terms

Unless the context otherwise requires, capitalised terms used in this Notice of Meeting will have the meaning given to those terms in the Glossary set out in the Explanatory Notes attached to this Notice of Meeting.

Business:

1. Financial Statements

To receive and consider the Financial Statements, the Directors' Report and the Auditor's Report for the year ended 30 June 2011.

2. Directors

To consider and, if thought fit, pass with or without modification the following resolutions as ordinary resolutions:

Resolution 1 – Re-election of Ray Kellerman as a Director

“That Ray Kellerman, who retires as Director by rotation pursuant to Rule 6.4 of the Constitution, and being eligible for re-election, be elected as a Director.”

Resolution 2 – Re-election of Anthony Eisen as a Director

“That Anthony Eisen, who retires as Director by rotation pursuant to Rule 6.4 of the Constitution, and being eligible for re-election, be elected as a Director.”

Resolution 3 – Re-election of Anne Keating as a Director

“That Anne Keating, a Director appointed to fill a casual vacancy pursuant to Rule 6.2(c) of the Constitution, and being eligible for re-election, be elected as a Director.”

Resolution 4 – Re-election of Susan Thomas as a Director

“That Susan Thomas, a Director appointed to fill a casual vacancy pursuant to Rule 6.2(c) of the Constitution, and being eligible for re-election, be elected as a Director.”

3. Resolution 5 – Adoption of Remuneration Report (non-binding resolution)

To consider and, if thought fit, pass with or without modification the following resolution as an ordinary resolution:

“That the Remuneration Report for the year ended 30 June 2011, being part of the Directors’ Report, be adopted by Shareholders.”

Note that the vote on this item is advisory only and does not bind the Directors of the Company.

Voting Exclusion Statement

A vote on Resolution 5 must not be cast (in any capacity) by or on behalf of the following persons:

- a) a member of the Key Management Personnel (refer to Glossary), details of whose remuneration are included in the Remuneration Report; or
- b) a Closely Related Party of such a member (refer to Glossary).

However, a person described above may cast a vote on Resolution 5 if:

- the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and
- the vote is not cast on behalf of a person described in subparagraphs (a) and (b) above.

By order of the Board



Chris Robson
Company Secretary

20 September 2011

Notice of Meeting and Explanatory Notes

The details of the resolutions contained in the Explanatory Notes accompanying this Notice of Meeting should be read together with and form part of this Notice of Meeting.

Determination of entitlement to attend and vote

In accordance with section 1074E(2)(g)(i) of the Corporations Act and regulation 7.11.37 of the Corporate Regulations, the Company has determined that for the purposes of the meeting all Shares in the capital of the Company will be taken to be held by the persons who held them as registered holders at 7.00pm Sydney Time on Tuesday 25 October 2011. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Proxies

If you are a Shareholder entitled to attend and vote, you are entitled to appoint one or two proxies. Where two proxies are appointed, you may specify the number or proportion of votes that each may exercise, failing which each may exercise half of the votes. A proxy need not be a Shareholder of the Company.

If you want to appoint one proxy, you can use the form provided. If you want to appoint two proxies, please follow the instructions on the proxy form.

The Company's constitution provides that on a show of hands, every person present and qualified to vote shall have one vote.

If you appoint a proxy who is also a Shareholder or is also a proxy for another Shareholder, your directions may not be effective on a show of hands. Your directions will be effective if a poll is required and your proxy votes.

Proxy voting by Key Management Personnel

The Key Management Personnel of the Company (which includes each of the Directors) and their Closely Related Parties will not be able to vote a Shareholder's proxy on item 5 unless the Shareholder tells them how to vote. If a Shareholder intends to appoint a member of the Key Management Personnel (such as one of the Directors) as their proxy, they should direct that proxy how to vote on item 5. If a Shareholder intends to appoint the Chairman of the Meeting as their proxy, they can direct him or her how to vote by either marking the voting box on the proxy form for item 5 or by marking the second Chairman's box on the proxy form.

The Chairman of the Meeting intends to vote all available proxies in favour of all items of business.

Where to lodge a proxy

You may lodge a proxy online at the web site address (below) of our share registry, Computershare Investor Services Pty Limited (Computershare), by following the instructions set out on the web site. Shareholders who elected to receive their notice of meeting and proxy electronically will have received an email with a link to the Computershare site.

To be effective the proxy form or electronic proxy appointment must be received by Computershare at the postal or web site address or facsimile number below or by the Company at its registered office, Level 4, 50 Bridge Street Sydney, NSW 2000, Australia, not later than 10.00am Sydney time on Tuesday, 25 October 2011.

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia
Facsimile: +61 3 9473 2555

You can arrange to receive Shareholder information electronically, or obtain a replacement proxy form or a special proxy form to appoint a second proxy, by contacting Computershare on 1300 850 505 (within Australia) or + 61 3 9415 4000 (outside Australia) or go to www.computershare.com.au (Investor Centre). You can lodge a proxy online at www.investorvote.com.au

Admission to meeting

Shareholders who will be attending the Annual General Meeting and not appointing a proxy, are asked to bring their proxy form (if you still have one) to the meeting to help speed admission.

If you do not plan to attend the Annual General Meeting, you are encouraged to complete and return a proxy form or lodge a proxy online, for your holding(s) of the Shares.

Questions and comments by Shareholders at the meeting

In accordance with the Corporations Act and the Company's past practice, a reasonable opportunity will be given to Shareholders at the meeting to ask questions about, or make comments on, the management of the Company.

Similarly, a reasonable opportunity will also be given to Shareholders at the meeting to ask Deloitte Touche Tohmatsu, the Company's auditor, questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the Financial Statements, and the independence of the auditor in relation to the conduct of the audit.

Written questions for Deloitte Touche Tohmatsu relevant to the conduct of the audit and the content of the Auditor's Report must be received no later than 5.00pm Sydney time on Thursday, 20 October 2011 at Computershare (at the address or fax number for lodgement of proxies). Alternatively, the questions may be sent to The Company Secretary, ClearView Wealth Limited, Level 4, 50 Bridge Street Sydney, NSW 2000. A list of questions to the auditor will be available at the meeting.

EXPLANATORY NOTES TO NOTICE OF ANNUAL GENERAL MEETING

FINANCIAL STATEMENTS

The Company's 2011 Annual Report (which includes the Financial Report, the Directors' Report and the Auditor's Report, together called the "Reports") will be presented to the meeting. Shareholders can access a copy of the Annual Report on the Company's web site at www.clearview.com.au. As permitted by the Corporations Act, a printed copy of the Company's 2011 Annual Report has been sent only to those Shareholders who have elected to receive a printed copy.

During this item, Shareholders will be given a reasonable opportunity to ask questions about, and make comments on, the Reports and the Company's management, businesses, operations, financial performance and prospects. There is no formal resolution to be voted on in relation to this item of business.

RESOLUTION 1: RE-ELECTION OF RAY KELLERMAN AS A DIRECTOR

Pursuant to Rule 6.4 of the Constitution, a Director must retire from office (and is eligible to seek re-election) by no later than the third annual general meeting following his or her appointment or election or 3 years, whichever is longer. The provisions of Rule 6.4 do not apply to the Managing Director.

Ray was appointed a Director on 5 April 2007 and Chairman on 4 November 2008. He was last re-elected at the Company's 2008 AGM.

Ray has a legal background and was head of compliance services at the Corporate Trust division of Perpetual Trustees Australia where he spent 10 years before establishing his own compliance consulting and advisory business in 2001. Ray currently acts as a director and audit, risk and compliance committee member for a number of major fund managers and financial institutions including Goodman Funds Management Australia, Certitude Global Investments, Macquarie Bank, Deutsche Asset Management, Aberdeen Asset Management and Alliance Bernstein Investment Management Australia. He is an owner and director of Quentin Ayers Pty Limited, an independent asset consultant firm in the alternative assets sector. Ray is considered independent by the Board.

Ray is the Chairman of the Nomination and Remuneration Committee and a member of the Audit, Risk and Compliance Committee.

Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

RESOLUTION 2: RE-ELECTION OF ANTHONY EISEN AS A DIRECTOR

As noted above, other than the Managing Director, a Director must retire from office (and is eligible to seek re-election) by no later than the third annual general meeting following his or her appointment or election or 3 years, whichever is longer.

Anthony was appointed a Director on 12 November 2007. He was last re-elected at the Company's 2008 AGM.

Anthony has 17 years' experience in finance and investment. He is currently an executive of Guinness Peat Group PLC (GPG). As GPG is a substantial Shareholder of ClearView shares, Anthony is not considered independent by the Board.

Prior to joining GPG, Anthony was an investment banker in Australia and the United States. Anthony commenced his professional career as an accountant and is a member of the Institute of Chartered Accountants in Australia. Anthony currently represents the interests of GPG on the boards of Capral Limited, eServGlobal Limited, Tower Limited and Turners & Growers Limited. Anthony was previously a director of Tower Australia Group Limited.

Anthony is a member of the Audit, Risk and Compliance Committee.

Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 2.

RESOLUTION 3: RE-ELECTION OF ANNE KEATING AS A DIRECTOR

Pursuant to Rule 6.2(a) of the Constitution, the Directors may appoint any person to be a Director. Any Director, except a Managing Director, appointed under Rule 6.2(a) holds office only until the end of the next following general meeting and is eligible for re-election at that meeting.

Anne Keating was appointed a Director on 29 November 2010.

Anne has 18 years' experience as a director including seven on the NRMA Insurance Board along with significant marketing and governance experience. She is currently a director of Ardent Leisure Management, GI Dynamics Inc, Goodman Group, the Garvan Institute of Medical Research, and Reva Medical Inc. Anne is also a member of the Advisory Council of Royal Bank of Scotland Australia, a Governor of Cerebral Palsy Foundation and a Trustee of Centennial Park and Moore Park Trust.

Her former directorships were at Insurance Australia Group (formerly NRMA Insurance), NRMA, WorkCover Authority of NSW, STW Communications Group, Spencer Street Station Redevelopment Holdings, Radio 2CH, Easy FM China and Victor Chang Cardiac Research Institute. From 1993 to 2001, Anne was the General Manager of Australia for United Airlines. Anne is considered independent by the Board.

Anne is a member of the Nomination and Remuneration Committee.

Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3.

RESOLUTION 4: RE-ELECTION OF SUSAN THOMAS AS A DIRECTOR

As noted above, each Director (except a Managing Director) appointed by the Board holds office until the first general meeting after his or her appointment, at which time the Director may offer themselves for re-election.

Susan Thomas was appointed a Director on 29 November 2010.

Susan has expertise in technology and law in the financial services industry. She is currently a director of Landgate and Grant Thornton Australia Limited and a former director of IWL Limited. Susan founded and was the Managing Director at FlexiPlan Australia, an investment administration platform sold to MLC and now operating under the MLC/NAB banner as MasterKey Custom. Susan is considered independent by the Board.

Susan is a member of the Nomination and Remuneration Committee and a member of the Audit, Risk and Compliance Committee.

Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4.

RESOLUTION 5: ADOPTION OF REMUNERATION REPORT

Directors of listed companies, such as the Company, are required to provide detailed disclosures of director and senior executive remuneration in their Directors' Reports. These disclosures are set out in the Remuneration Report (which forms part of the Directors' Report) on pages 10 to 26 of the Company's 2011 Annual Report. As mentioned above, Shareholders can access a copy of the Annual Report on the Company's web site. Printed copies of the Annual Report have been sent to those Shareholders who elected to receive a paper copy. The Annual Report will be presented to the Annual General Meeting.

The Remuneration Report includes:

- discussion of the Board's policy in relation to the nature and level of remuneration of the Directors, Managing Director and Key Management Personnel of the Company;
- discussion of the relationship between the Board's remuneration policy and the Company's performance over the five financial years up to and including the year ended 30 June 2011;
- information about performance hurdles applicable to the short term and long term incentive components of the remuneration of the Managing Director and Key Management Personnel; and
- details of the remuneration provided to the non executive Directors and Key Management Personnel for the year ended 30 June 2011.

There will be a reasonable opportunity for Shareholders at the meeting to comment on, and ask questions about, the Remuneration Report.

The resolution to adopt the Remuneration Report has been put to Shareholders in accordance with Section 250R(2) of the Corporations Act. The vote on Resolution 5 is advisory only and will not bind the Directors or the Company; however, the Board will take the outcome of the vote into consideration when reviewing remuneration practices and policies.

As a result of amendments to the Corporations Act introduced on 1 July 2011, a vote on Resolution 5 must not be cast (in any capacity) by or on behalf of the following persons:

- a) a member of the Key Management Personnel (refer to Glossary), details of whose remuneration are included in the Remuneration Report; or
- b) a Closely Related Party of such a member (refer to Glossary).

However, a person described above may cast a vote on Resolution 5 if:

- the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and
- the vote is not cast on behalf of a person described in subparagraphs (a) and (b) above.

Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 5.

Glossary

In the Notice of Meeting and these Explanatory Notes, unless the context otherwise requires:

“AGM” means an annual general meeting.

“Annual General Meeting” means the general meeting to be held at Swissôtel, 68 Market Street, Sydney NSW 2000 on Thursday 27 October 2011 at 10.00am.

“Board” or **“Board of Directors”** means the board of Directors of the Company.

“Closely Related Party” means closely related party of a member of the Key Management Personnel for an entity means:

- a) a spouse or child of the member; or
- b) a child of the member’s spouse; or
- c) a dependant of the member or of the member’s spouse; or
- d) anyone else who is one of the member’s family and may be expected to influence the member, or be influenced by the member, in the member’s dealings with the entity; or
- e) a company the member controls; or
- f) a person prescribed by the *Corporations Regulations 2001* (Cth).

“Company” means ClearView Wealth Limited ACN 106 248 248.

“Constitution” means the constitution of the Company.

“Corporations Act” means the *Corporations Act 2001* (Cth).

“Director” means a director of the Company.

“Explanatory Notes” means these explanatory notes, which accompany the Notice of Meeting.

“Financial Statements” means the financial statements of the Company.

“Key Management Personnel” has the same meaning as in the accounting standards and, in broad terms, includes those persons with the authority and responsibility for planning, directing and controlling the activities of the Company (whether directly or indirectly), and includes any director of the Company.

“Notice of Meeting” or **“Notice”** means the notice of meeting for the Annual General Meeting which accompanies the Explanatory Notice and any notice of any adjournment of the meeting.

“Share” means a fully paid ordinary share in the Company.


“Shareholder” means a shareholder of or holder of ordinary securities in, the Company.





ClearView Wealth Limited
ABN 83106248248

Lodge your vote:

 **Online:**
www.investorvote.com.au

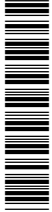
 **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

000001 000 CVW
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Proxy Form



Vote online or view the annual report, 24 hours a day, 7 days a week:

www.investorvote.com.au

- Cast your proxy vote**
- Access the annual report**
- Review and update your securityholding**

Your secure access information is:

Control Number: 999999

SRN/HIN: 1999999999

PIN: 99999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

 **For your vote to be effective it must be received by 10.00am (Sydney Time) on Tuesday 25 October 2011**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** ➔

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

IND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf XX

I/We being a member/s of ClearView Wealth Limited hereby appoint

the Chairman of the meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of ClearView Wealth Limited to be held at the Swissôtel, 68 Market Street, Sydney, NSW 2000 on Thursday 27 October 2011 at 10.00am (AEDT) and at any adjournment of that meeting.

Important for Item 5 - If the Chairman of the Meeting is your proxy or is appointed as your proxy by default

By marking this box, you are directing the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Item 5 as set out below and in the Notice of Meeting. If you do not mark this box, and you have not directed your proxy how to vote on Item 5, the Chairman of the Meeting will not cast your votes on Item 5 and your votes will not be counted in computing the required majority if a poll is called on this item. If you appoint the Chairman of the Meeting as your proxy you can direct the Chairman how to vote by either marking the boxes in Step 2 below (for example if you wish to vote against or abstain from voting) or by marking this box (in which case the Chairman of the Meeting will vote in favour of Item 5).

The Chairman of the Meeting intends to vote all available proxies in favour of Item 5 of business.

I/We direct the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Item 5 (except where I/we have indicated a different voting intention below) and acknowledge that the Chairman of the Meeting may exercise my proxy even though Item 5 is connected directly or indirectly with the remuneration of a member of key management personnel.

STEP 2 Items of Business **PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

ORDINARY BUSINESS

	For	Against	Abstain
Item 1 Re-election of Ray Kellerman as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2 Re-election of Anthony Eisen as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Re-election of Anne Keating as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Re-election of Susan Thomas as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date / / _____