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LAWYERS

26 September 2012

By fax | 8 pages

ASX Market Announcements
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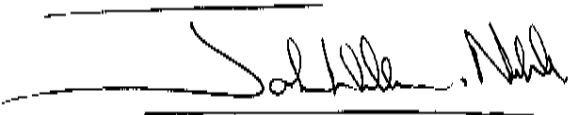
Takeover offer by CCP BidCo Pty Limited for ClearView Wealth Limited

We act for CCP BidCo Pty Limited (ACN 159 362 428) (**CCP BidCo**) in its off-market takeover bid to acquire all of the ordinary shares in ClearView Wealth Limited (ACN 106 248 248) (**ClearView**).

On behalf of our client, we enclose the following:

- (a) a Third Supplementary Bidder's Statement dated 26 September 2012 in accordance with section 647(3)(b) of the Corporations Act 2001 (Cth) (**Act**); and
- (b) a notice under section 630(4) of the Act.

Yours faithfully
Gilbert + Tobin



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This is an important document and requires your immediate attention.

If you are in any doubt about how to deal with this document, you should contact your legal, financial, tax or other professional adviser immediately.

Third Supplementary Bidder's Statement

ACCEPT

In relation to the Offer by CCP BidCo Pty Limited (ACN 159 362 428)

to acquire all of your shares in

ClearView Wealth Limited (ACN 106 248 248) for the amount of \$0.55 cash per share.

To accept this Offer you must complete and sign the Acceptance Form provided with the Replacement Bidder's Statement previously sent to you, and return it to the address set out on the form before the Offer closes.

The Offer closes at 7.00pm (Sydney time) on Friday, 5 October 2012, unless extended.

CCP BidCo Offer Information Line:
1800 134 068 (within Australia) or +61 2 8280 7732 (international)

Third Supplementary Bidder's Statement

Introduction

This document is a supplementary bidder's statement under section 643 of the Corporations Act 2001 (Cth). It is the third supplementary bidder's statement (**Third Supplementary Bidder's Statement**) issued by CCP BidCo Pty Limited (ACN 159 362 428) (**CCP BidCo**) to the Bidder's Statement dated 12 July 2012 lodged with ASIC and ASX on 12 July 2012 (**Original Bidder's Statement**) in relation to its off-market takeover bid for all of the ordinary shares in ClearView Wealth Limited (ACN 106 248 248) (**ClearView**).

This Third Supplementary Bidder's Statement supplements, and should be read together with, the replacement bidder's statement dated 30 July 2012 (**Replacement Bidder's Statement**) which replaced the Original Bidder's Statement, and the second supplementary bidder's statement dated 30 August 2012 (**Second Supplementary Bidder's Statement**). This document will prevail in the event of any inconsistency with the Original Bidder's Statement, the Replacement Bidder's Statement or the Second Supplementary Bidder's Statement. Unless the context requires otherwise, terms defined in the Original Bidder's Statement have the same meaning where used in this document.

A copy of this document was lodged with ASIC on and is dated 26 September 2012. Neither ASIC nor any of its officers takes any responsibility for the contents of this document.

Key Dates

Announcement Date	12 July 2012
Date of Original Bidder's Statement	12 July 2012
Date of Replacement Bidder's Statement / First Supplementary Bidder's Statement	30 July 2012
Date of Offer	6 August 2012
Date of Second Supplementary Bidder's Statement	30 August 2012
Date of this Third Supplementary Bidder's Statement	26 September 2012
Offer closes (unless extended again)	7.00pm (Sydney time), 5 October 2012

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Section 1

Changes to proposed ClearView Board and regulatory approval

CCP BidCo has now received the required approvals described in Section 9.7(d)(ii) of the Replacement Bidder's Statement, on the basis of the proposed ClearView Board (including the subsequent transition of board members) described below. As a consequence of these approvals, the defeating conditions of the Offer contained in Section 9.7(d)(ii) and (iii) of the Replacement Bidder's Statement have been fulfilled and accordingly the Offer is now free from all conditions.

Attached to this Third Supplementary Bidder's Statement is the formal notice required by section 630(4) of the Corporations Act that gives notice of the satisfaction of these conditions.

Under sections 6.2 and 6.3 of the Replacement Bidder's Statement, CCP BidCo stated that were the Offer to become unconditional then, subject to compliance with APRA Regulations regarding board composition and the limitations to its ability to implement its intentions set out in section 6 of the Replacement Bidder's Statement, CCP BidCo would seek to exercise its right as a shareholder to replace the current non-executive members of the ClearView Board with the individuals described in section 6.2 of the Replacement Bidder's Statement.

As a consequence of discussions with APRA and ClearView in relation to the approvals described above, CCP BidCo now intends, under such circumstances, to exercise its right as a shareholder to implement an amended proposed ClearView Board for the transitional period after completion of the Offer (being the period until 30 June 2013) such that Michael Alscher and Michael Lukin would no longer be immediately appointed as directors and Ray Kellerman and Susan Thomas, being current independent non-executive directors, would remain on the ClearView Board with Ray Kellerman serving as chairman.

It is intended that on or about 30 June 2013, Michael Alscher and Michael Lukin would transition onto the ClearView Board, with Ray Kellerman and Susan Thomas departing, and at such time Dr Gary Weiss would become chairman.

Section 2

How to ACCEPT the Offer

To accept this Offer you must complete and sign the Acceptance Form provided with the Replacement Bidder's Statement previously sent to you, and return it to the address set out on the form before the Offer closes.

If you accept the Offer, you may do so in respect of some or all of Your ClearView Shares. Acceptances must be received before the end of the Offer Period.

Full details on how to accept the Offer are set out in section 9.3 of the Replacement Bidder's Statement. If you have any further questions on how to accept the Offer, please call the CCP BidCo Offer Information Line on 1800 134 068 (within Australia) or +61 2 8280 7732 (international) between 9.00am and 5.00pm (Sydney time) on Business Days. Please note that calls to the above numbers will be recorded.

Section 3

Approval of Third Supplementary Bidder's Statement

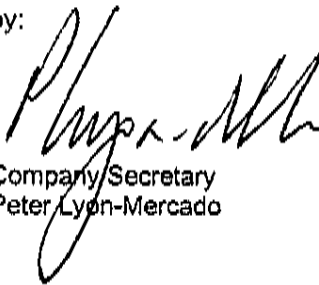
This Third Supplementary Bidder's Statement has been approved by a unanimous resolution passed by the directors of CCP BidCo Pty Ltd.

26 September 2012.

Signed for and on behalf of

CCP BidCo Pty Ltd

by:



Company Secretary
Peter Lyon-Mercado

Attachment A

Notice freeing Offer from certain defeating conditions

CCP BIDCO PTY LTD (ACN 159 362 428)

NOTICE UNDER SUBSECTION 630(4) OF THE CORPORATIONS ACT

NOTICE THAT DEFEATING CONDITION HAS BEEN FULFILLED


To: ClearView Wealth Limited (ACN 106 248 248) (**ClearView**)

And: ASX Limited (ACN 008 624 691)

CCP BidCo Pty Ltd (ACN 159 362 428) (CCP Bidco) hereby gives notice under sub-section 630(4) of the Corporations Act 2001 (Cth) in relation to the offers dated 6 August 2012 made under its off-market takeover bid for all of the ordinary shares in ClearView (the **Offers**) pursuant to its replacement bidder's statement dated 30 July 2012 (**Bidder's Statement**) that the conditions contained in section 9.7(d)(ii) and (iii) of its Bidder's Statement have been fulfilled so that the Offers are free of those conditions.

Dated: 26 September 2012

Signed for and on behalf of by CCP BidCo Pty Ltd.



Mr Peter Lyon-Mercado
Company Secretary