

**Form 604**  
Corporations Act 2001  
Section 671B

**Notice of change of interests of substantial holder**

To Company Name/Scheme ClearView Wealth Limited (CVW)

ACN/ARSN 106 248 248

**1. Details of substantial holder (1)**

Name CCP BidCo Pty Limited (ACN 159 362 428) (CCP BidCo), Crescent Capital Partners Management Pty Limited (ACN 108 571 820) (CCP Management) and Crescent Capital Partners Holdings Pty Ltd (ACN 124 231 483) (CCP Holdings);  
CCP Trusco 1 Pty Limited as trustee for Crescent Capital Partners Specific Trust IVA, CCP Trusco 2 Pty Limited as trustee for Crescent Capital Partners Specific Trust IVB, CCP Trusco 3 Pty Limited as trustee for Crescent Capital Partners Specific Trust IVC, CCP Trusco 4 Pty Limited as trustee for Crescent Capital Partners Designated Trust IVA and CCP Trusco 5 Pty Limited as trustee for Crescent Capital Partners Designated Trust IVB (collectively, the CCP Funds);  
Ariadne Australia Limited (ACN 010 474 067) (Ariadne);  
Gary Zalman Burg;  
Laurence Michael Nestadt;  
Investec Wentworth Private Equity Limited (ACN 098 207 740) (IWPE);  
Investec Bank (Australia) Limited (ACN 071 292 594) (IBA); and  
IWPE Nominees Pty Limited (ACN 098 527 318) (as nominee for Investec Securities Ltd) (IWPE Nominees).

ACN/ARSN (if applicable) See above

There was a change in the interests of the

substantial holder on Between 2 October 2012 and 3 October 2012

The previous notice was given to the company on 2 October 2012

The previous notice was dated 2 October 2012

**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary Shares	334,413,703	75.07% (based on 445,487,192 Ordinary Shares on Issue)	347,905,608	78.10%

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
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Between 2 October 2012 and 3 October 2012	CCP BidCo, CCP Management and CCP Holdings	Acquisition of relevant interests in Ordinary Shares in CVW as a result of acceptances of takeover offers dated 6 August 2012 contained in CCP BidCo Pty Limited's replacement Bidder's Statement, dated 30 July 2012 (Offer)	\$0.55 per ordinary share, subject to the terms and conditions of the Offer	13,491,905 Ordinary Shares	13,491,905
Between 2 October 2012 and 3 October 2012	CCP Trusco 1 Pty Ltd as trustee for Crescent Capital Partners Specific Trust IVA	Acquisition of relevant interests in Ordinary Shares in CVW as a result of acceptances of the Offer pursuant to an Equity Commitment Letter dated 11 July 2012	\$0.55 per ordinary share, subject to the terms and conditions of the Offer	0 Ordinary Shares	0
Between 2 October 2012 and 3 October 2012	CCP Trusco 2 Pty Ltd as trustee for Crescent Capital Partners Specific Trust IVB	Acquisition of relevant interests in Ordinary Shares in CVW as a result of acceptances of the Offer pursuant to an Equity Commitment Letter dated 11 July 2012	\$0.55 per ordinary share, subject to the terms and conditions of the Offer	0 Ordinary Shares	0
Between 2 October 2012 and 3 October 2012	CCP Trusco 3 Pty Ltd as trustee for Crescent Capital Partners Specific Trust IVC	Acquisition of relevant interests in Ordinary Shares in CVW as a result of acceptances of the Offer pursuant to an Equity Commitment Letter dated 11 July 2012	\$0.55 per ordinary share, subject to the terms and conditions of the Offer	0 Ordinary Shares	0
Between 2 October 2012 and 3 October 2012	CCP Trusco 4 Pty Ltd as trustee for Crescent Capital Partners Designated Trust IVA	Acquisition of relevant interests in Ordinary Shares in CVW as a result of acceptances of the Offer pursuant to an Equity Commitment Letter dated 11 July 2012	\$0.55 per ordinary share, subject to the terms and conditions of the Offer	0 Ordinary Shares	0
Between 2 October 2012 and 3 October 2012	CCP Trusco 5 Pty Ltd as trustee for Crescent Capital Partners Designated Trust IVB	Acquisition of relevant interests in Ordinary Shares in CVW as a result of acceptances of the Offer pursuant to an Equity Commitment Letter dated 11 July 2012	\$0.55 per ordinary share, subject to the terms and conditions of the Offer	0 Ordinary Shares	0
Between 2 October 2012 and 3 October 2012	Ariadno	Acquisition of relevant interests in Ordinary Shares in CVW as a result of acceptances of the Offer pursuant to the Put and Call Option Deed dated 11 July 2012	\$0.55 per ordinary share, subject to the terms and conditions of the Offer	0 Ordinary Shares	0

Between 2 October 2012 and 3 October 2012	Gary Zalman Burg	Acquisition of relevant interests in Ordinary Shares in CVW as a result of acceptances of the Offer pursuant to the Put and Call Option Deed dated 11 July 2012	\$0.55 per ordinary share, subject to the terms and conditions of the Offer	0 Ordinary Shares	0
Between 2 October 2012 and 3 October 2012	Lauronco Michael Nestadt	Acquisition of relevant interests in Ordinary Shares in CVW as a result of acceptances of the Offer pursuant to the Put and Call Option Deed dated 11 July 2012	\$0.55 per ordinary share, subject to the terms and conditions of the Offer	0 Ordinary Shares	0
Between 2 October 2012 and 3 October 2012	IWPE Nominees	Acquisition of relevant interests in Ordinary Shares in CVW as a result of acceptances of the Offer pursuant to the Put and Call Option Deed dated 11 July 2012	\$0.55 per ordinary share, subject to the terms and conditions of the Offer	0 Ordinary Shares	0

#### 4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
CCP BidCo, CCP Management and CCP Holdings	Various offerees who have accepted an Offer	CCP BidCo Pty Limited	<p>Relevant interest under section 608(1) and/or section 608(8) of the Corporations Act 2001 pursuant to acceptances of the Offer (<b>Acceptances</b>). The shares which are the subject of the Acceptance have not yet been transferred into the name of CCP BidCo.</p> <p>The power of CCP BidCo to vote or dispose of the shares that are the subject of Acceptances is qualified as the Offer has not been declared unconditional and CCP BidCo is not presently registered as the holder of the shares.</p>	347,905,608 Ordinary Shares	347,905,608
CCP BidCo, CCP Management and CCP Holdings	Portfolio Services Pty Limited (ACN 010 565 670 (a related body corporate of Ariadne))	N/A	Power to control disposal of shares (section 608(1)(c)) under a Put and Call Option Deed between CCP BidCo and Ariadne dated 11 July 2012, set out in Attachment A.	12,983,125 Ordinary Shares	12,983,125

CCP BidCo, CCP Management and CCP Holdings	Gary Zalman Burg	N/A	Power to control disposal of shares (section 608(1)(c)) under a Put and Call Option Deed between CCP BidCo and Mr Gary Zalman Burg dated 11 July 2012	1,120,000 Ordinary Shares	1,120,000
CCP BidCo, CCP Management and CCP Holdings	Laurence Michael Nestadt	N/A	Power to control disposal of shares (section 608(1)(c)) under a Put and Call Option Deed between CCP BidCo and Mr Laurence Michael Nestadt dated 11 July 2012	430,000 Ordinary Shares	430,000
CCP BidCo, CCP Management and CCP Holdings	IBA	N/A	Power to control disposal of shares (section 608(1)(c)) under a Standstill Agreement between CCP BidCo and Investec Bank (Australia) Limited (ACN 071 292 594) dated 11 July 2012 (IBA Standstill)	5,000,000 Ordinary Shares	5,000,000
Ariadne	Portfolio Services Pty Limited (ACN 010 565 670) (a related body corporate of Ariadne)	N/A	Beneficial owner  Pursuant to section 608(8), under a Put and Call Option Deed between CCP BidCo and Ariadne dated 11 July 2012	12,983,125 Ordinary Shares  6,560,795 Ordinary Shares	19,543,920
Gary Zalman Burg	Gary Zalman Burg	N/A	Registered holder of shares (section 608(1)(a))  Pursuant to section 608(8), under a Put and Call Option Deed between CCP BidCo and Mr Gary Zalman Burg dated 11 July 2012	1,120,000 Ordinary Shares  11,363,636 Ordinary Shares	12,483,636
Laurence Michael Nestadt	Laurence Michael Nestadt	N/A	Registered holder of shares (section 608(1)(a))  Pursuant to section 608(8), under a Put and Call Option Deed between CCP BidCo and Mr Laurence Michael Nestadt dated 11 July 2012	430,000 Ordinary Shares  11,363,636 Ordinary Shares	11,793,636
IWPE Nominees	IWPE Nominees	N/A	Pursuant to section 608(8), under a the Put and Call Option Deed dated 11 July 2012	2,390,833 Ordinary Shares	2,390,833

IBA	IBA	N/A	Registered holder of shares (section 608(1)(a))	5,000,000 Ordinary Shares (which are subject to the IBA Standstill)	5,000,000
CCP Trusco 1 Pty Ltd as trustee for Crescent Capital Partners Specific Trust IVA	CCP Trusco 1 Pty Ltd as trustee for Crescent Capital Partners Specific Trust IVA	N/A	Pursuant to section 608(8), under an Equity Commitment Letter dated 11 July 2012	28,643,343 Ordinary Shares	28,643,343
CCP Trusco 2 Pty Ltd as trustee for Crescent Capital Partners Specific Trust IVB	CCP Trusco 2 Pty Ltd as trustee for Crescent Capital Partners Specific Trust IVB	N/A	Pursuant to section 608(8), under an Equity Commitment Letter dated 11 July 2012	13,639,687 Ordinary Shares	13,639,687
CCP Trusco 3 Pty Ltd as trustee for Crescent Capital Partners Specific Trust IVC	CCP Trusco 3 Pty Ltd as trustee for Crescent Capital Partners Specific Trust IVC	N/A	Pursuant to section 608(8), under an Equity Commitment Letter dated 11 July 2012	16,367,624 Ordinary Shares	16,367,624
CCP Trusco 4 Pty Ltd as trustee for Crescent Capital Partners Designated Trust IVA	CCP Trusco 4 Pty Ltd as trustee for Crescent Capital Partners Designated Trust IVA	N/A	Pursuant to section 608(8), under an Equity Commitment Letter dated 11 July 2012	43,865,233 Ordinary Shares	43,865,233
CCP Trusco 5 Pty Ltd as trustee for Crescent Capital Partners Designated Trust IVB	CCP Trusco 5 Pty Ltd as trustee for Crescent Capital Partners Designated Trust IVB	N/A	Pursuant to section 608(8), under an Equity Commitment Letter dated 11 July 2012	31,093,849 Ordinary Shares	31,093,849

#### 5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Not applicable	Not applicable

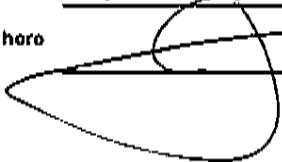
#### 6. Addressees

The addressees of persons named in this form are as follows:

Name	Address
CCP BidCo, CCP Management, CCP Holdings and each CCP Fund	Level 29, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
Ariadne Australia Limited	Level 20, 39 Martin Place, Sydney NSW Australia, 2000

Laurence Michael Nostadt	c/o Level 14, Tower 2, 101 Grafton Street, Bondi Junction, NSW 2022
Gary Zalman Burg	21 Court Road, Double Bay, NSW 2028
IWPE Nominees, IBA and IWPE	Level 23, Chifley Tower, 2 Chifley Square, Sydney NSW 2000

## Signature

print name	CHRISTOPHER MORSE	capacity	Authorised legal representative
sign here		date	4 October 2012

### DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

**GUIDE**

**This guide does not form part of the prescribed form and is included by ASIC to assist you in completing and lodging form 604.**

**Signature**

This form must be signed by either a director or a secretary of the substantial holder.

**Lodging period**

Nil

**Lodging Fee**

Nil

**Other forms to be completed**

Nil

**Additional information**

- (a) If additional space is required to complete a question, the information may be included on a separate piece of paper annexed to the form.
- (b) This notice must be given to a listed company, or the responsible entity for a listed managed investment scheme. A copy of this notice must also be given to each relevant securities exchange.
- (c) The person must give a copy of this notice:
- (i) within 2 business days after they become aware of the information; or
  - (ii) by 9.30 am on the next trading day of the relevant securities exchange after they become aware of the information if:
    - (A) a takeover bid is made for voting shares in the company or voting interests in the scheme; and
    - (B) the person becomes aware of the information during the bid period.

**Annexures**

To make any annexure conform to the regulations, you must

- 1 use A4 size paper of white or light pastel colour with a margin of at least 10mm on all sides
- 2 show the corporation name and A.C.N or ARBN
- 3 number the pages consecutively
- 4 print or type in BLOCK letters in dark blue or black ink so that the document is clearly legible when photocopied
- 5 identify the annexure with a mark such as A, B, C, etc
- 6 endorse the annexure with the words:  
*This is annexure (mark) of (number) pages referred to in form (form number and title)*
- 7 sign and date the annexure.