

**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).

ACN/ARSN (if applicable) See above

There was a change in the interests of the substantial holder on 23 October 2012

The previous notice was given to the company on 8 October 2012

The previous notice was dated 8 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	354,937,134	79.67% (based on 445,487,192 Ordinary Shares on issue)	292,951,614	65.76%

**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 or 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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23 October 2012	CCP BidCo, CCP Management, CCP Holdings	<p>Ceasing to hold the power to control disposal of shares (section 608(1)(c)) under the Put-Call Option Deed between CCP BidCo and Ariadne Australia Limited (ACN 010 474 067) dated 11 July 2012; the Put-Call Option Deed between CCP BidCo and Mr Gary Zaiman Burg dated 11 July 2012; the Put-Call Option Deed between CCP BidCo and Mr Laurence Michael Nestadt dated 11 July 2012; the Standstill Agreement between CCP BidCo and Investec Wentworth Private Equity Limited (ACN 098 207 740) dated 11 July 2012; and the Standstill Agreement between CCP BidCo and Investec Bank (Australia) Limited (ACN 071 292 594) dated 11 July 2012.</p>	N/A	- 61,985,520 Ordinary Shares	- 61,985,520
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#### 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 (B)	Nature of relevant interest (6)	Class and number of securities	Person's votes
CCP BidCo	CCP BidCo	CCP BidCo	Holder of the securities (section 608(1)(a))	292,951,614 Ordinary Shares	292,951,614
CCP Management	CCP BidCo	CCP BidCo	Sole member and therefore controller of CCP BidCo (section 608(3)(b))	292,951,614 Ordinary Shares	292,951,614
CCP Holdings	CCP BidCo	CCP BidCo	Sole member and therefore controller of CCP Management (section 608(3)(b))	292,951,614 Ordinary Shares	292,951,614
CCP Trusco 1 Pty Ltd as trustee for Crescent Capital Partners Specific Trust IVA	CCP BidCo	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 BidCo	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 BidCo	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 BidCo	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 BidCo	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 holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Ariadne Australia Limited (ACN 010 474 067)	Ceased to be associates of CCP BidCo, CCP Management and CCP Holdings
Gary Zalman Burg	Ceased to be associates of CCP BidCo, CCP Management and CCP Holdings
Laurence Michael Nestadt	Ceased to be associates of CCP BidCo, CCP Management and CCP Holdings
Investec Wentworth Private Equity Limited (ACN 098 207 740)	Ceased to be associates of CCP BidCo, CCP Management and CCP Holdings
Investec Bank (Australia) Limited (ACN 071 292 594)	Ceased to be associates of CCP BidCo, CCP Management and CCP Holdings

#### 6. Addresses

The addresses 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 Nestadt	c/o Level 14, Tower 2, 101 Grafton Street, Bondi Junction, NSW 2022
Gary Zalman Burg	21 Court Road, Double Bay, NSW 2028

IBA and IWPE

Level 23, Chifley Tower, 2 Chifley Square, Sydney NSW 2000

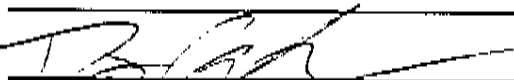
**Signature**

print name Tim Gordon

capacity

Authorised  
legal  
representative

sign here



date

25 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 contract, scheme or arrangement; and
  - (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.