

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

ClearView Wealth Limited

ABN

83 106 248 248

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

1 +Class of +securities issued or to
be issued

Ordinary Shares

Appendix 3B
New issue announcement

2 Number of +securities issued or to be issued (if known) or maximum number which may be issued

Approximately 39,191,969 fully paid ordinary shares (**New Shares**) pursuant to an accelerated, non-renounceable entitlement offer (the **Entitlement Offer**) described in the announcement and investor presentation lodged with ASX on 26 February 2014 (the **ASX Materials**).

The exact number of New Shares to be issued pursuant to the Entitlement Offer, including the exact breakdown of New Shares to be issued pursuant to the institutional component of the Entitlement Offer (the Institutional Entitlement Offer) and the retail component of the Entitlement Offer (the Retail Entitlement Offer), is not known at the date of this Appendix 3B as it remains subject to the reconciliation of shareholder entitlements and the effects of rounding.

3 Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)

The New Shares will have the same terms as existing fully paid ordinary shares.

+ See chapter 19 for defined terms.

<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>Yes, the New Shares will rank equally with existing fully paid ordinary shares from the date of allotment.</p>
<p>5 Issue price or consideration</p>	<p>\$0.65 per share.</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>The proceeds from the Entitlement Offer will be used to fund ClearView's strong growth in in-force premiums and to make a number of potential small investments and other activities to accelerate the growth of the business.</p>
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>6 March 2014 for the New Shares to be issued under the Institutional Entitlement Offer.</p> <p>27 March 2014 for the New Shares to be issued under the Retail Entitlement Offer.</p>

Number	+Class
--------	--------

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)	After completion of the Entitlement Offer there will be up to approximately 540,264,831 fully paid ordinary shares on issue (based on the 470,303,632 fully paid ordinary shares on issue as at the date of this Appendix 3B and the approximately 39,191,969 New Shares expected to be issued under the Entitlement Offer, subject to the reconciliation of shareholder entitlements and the effects of rounding). This number also includes the 30,769,230 shares (Placement Shares) to be issued on 6 March 2014 under the placement described in the Company's ASX announcement dated 26 February 2014. An Appendix 3B for the Placement Shares is expected to be lodged on 6 March 2014.	Ordinary shares
---	--	-----------------

+ See chapter 19 for defined terms.

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	Not applicable
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Shares rank equally in all respects with existing fully paid Ordinary Shares of ClearView Wealth Limited. The dividend policy remains the same.

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	No, shareholder approval is not required for the Entitlement Offer.
12	Is the issue renounceable or non-renounceable?	Non-renounceable
13	Ratio in which the +securities will be offered	The entitlement ratio for existing shareholders is 1 New Share for every 12 existing fully paid ordinary shares held at the record date for the Entitlement offer (see item 15).
14	+Class of +securities to which the offer relates	Fully paid ordinary shares
15	+Record date to determine entitlements	7:00pm (AEDT) Monday 3 March 2014
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No
17	Policy for deciding entitlements in relation to fractions	Where fractions arise in the calculation of shareholders' entitlements under the Entitlement Offer they will be rounded down to the next whole number of New Shares.

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

- | | | |
|----|---|---|
| 18 | Names of countries in which the entity has +security holders who will not be sent new issue documents | United States of America |
| | Note: Security holders must be told how their entitlements are to be dealt with. | |
| | Cross reference: rule 7.7. | |
| 19 | Closing date for receipt of acceptances or renunciations | 26 February 2014 for the Institutional Entitlement Offer. |

+ See chapter 19 for defined terms.

20	Names of any underwriters	<p>Underwriter:</p> <ul style="list-style-type: none"> • CBA Equities Limited (ABN 76 003 485 952) (the Underwriter). <p>Sub-underwriters:</p> <ul style="list-style-type: none"> • CCP BidCo Pty Limited (ACN 159 362 428) as trustee for CCP Bidco Trust (CCP BidCo). • Manyata Holdings Pty Limited (ACN 138 150 115) (Manyata)
21	Amount of any underwriting fee or commission	<p>To the Underwriter: \$100,000</p> <p>The Company will not be required to pay any fee to CCP BidCo or Manyata in connection with these sub-underwriting arrangements.</p>
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of *security holders	N/A
25	If the issue is contingent on *security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	No prospectus is being prepared in connection with the Entitlement Offer. A retail offer document and personalised entitlement and acceptance form will be sent to eligible retail shareholders on Thursday 6 March 2014.
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	Not applicable

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

- 28 Date rights trading will begin (if applicable)
- 29 Date rights trading will end (if applicable)
- 30 How do +security holders sell their entitlements *in full* through a broker?
- 31 How do +security holders sell *part* of their entitlements through a broker and accept for the balance?

+ See chapter 19 for defined terms.

- 32 How do +security holders dispose of their entitlements (except by sale through a broker)? Not applicable
- 33 +Despatch date 6 March 2014 for the New Shares to be issued under the Institutional Entitlement Offer.

27 March 2014 for the New Shares to be issued under the Retail Entitlement Offer.

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of securities
(tick one)
- (a) Securities described in Part 1
- (b) All other securities
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over
- 37 A copy of any trust deed for the additional +securities

+ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38	Number of securities for which +quotation is sought	N/A	
39	Class of +securities for which quotation is sought	N/A	
40	<p>Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	N/A	
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another security, clearly identify that other security)</p>	N/A	
42	Number and +class of all +securities quoted on ASX (including the securities in clause 38)	Number	+Class
		N/A	N/A

+ See chapter 19 for defined terms.

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.

 - There is no reason why those +securities should not be granted +quotation.

 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.

 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:



Date: 26 February 2014

(Company Secretary)

Print name: Chris Robson

+ See chapter 19 for defined terms.