

Thursday, 6 March 2014

The Manager
Company Announcements Office
Australian Securities Exchange
Exchange Centre
20 Bridge Street
Sydney NSW 2000

Entitlement Offer – notice to ineligible shareholders

Reference is made to the accelerated, non-renounceable entitlement offer announced by ClearView Wealth Limited (ASX: CVW) (“**ClearView**”) on 26 February 2014 (“**Entitlement Offer**”).

In accordance with listing rule 3.17, attached is a copy of a letter which is today being sent to those shareholders in ClearView who are not eligible to participate in the retail component of the Entitlement Offer, which opens today.

Your sincerely,



Chris Robson
Company Secretary
ClearView Wealth Limited



6 March 2014

[•]
Attention: [•]
Email address: [•]
Phone contact: [•]

Dear Shareholder

ClearView 1 for 12 accelerated non-renounceable entitlement offer to raise approximately A\$25 million (Entitlement Offer) – Notice to ineligible shareholders

On Wednesday, 26 February 2014 ClearView Wealth Limited ABN (83 106 248 248) (“ClearView”) announced a capital raising to raise approximately A\$25 million by way of a pro rata offer of new ordinary shares (“**New Shares**”) to eligible shareholders at the offer price of A\$0.65 per New Share (“**Offer Price**”) and the offer ratio of 1 New Share for every 12 ordinary shares in ClearView (“**Shares**”) held at 7.00pm (AEDT) on Monday, 3 March 2014 (“**Record Date**”).

The Entitlement Offer comprises an accelerated offer of New Shares to eligible institutional shareholders (“**Institutional Entitlement Offer**”) and an offer of New Shares to eligible retail shareholders on the same terms (“**Retail Entitlement Offer**”).

The Institutional Entitlement Offer was completed on Wednesday, 26 February 2014.

The purpose of this letter is to inform you that, under the terms of the Entitlement Offer, you are not entitled to participate in the Retail Entitlement Offer. As such, you will not be offered any New Shares under the Retail Entitlement Offer. This letter is not an offer to issue New Shares to you, nor an invitation for you to apply for New Shares. You are not required to do anything in response to this letter.

Eligibility criteria

ClearView has determined that, pursuant to section 9A of the Corporations Act 2001 (Cth) (“**Corporations Act**”) and rule 7.7.1(a) of the official rules of ASX Limited (“**ASX Listing Rules**”), it would be unreasonable to extend the Retail Entitlement Offer to shareholders to shareholders in countries (“**Foreign Jurisdictions**”) outside Australia and New Zealand having regard to the number of shareholders in the Foreign Jurisdictions, the number and value of New Shares that shareholders in the Foreign Jurisdictions would otherwise have been offered and the potential cost of complying with the legal requirements and requirements of regulatory authorities in the Foreign Jurisdictions.

According to ClearView’s register of members as at the Record Date, you have a registered address in a Foreign Jurisdiction. Accordingly, in compliance with rule 7.7.1(b) of the ASX Listing Rules and section 9A(3) of the Corporations Act, ClearView wishes to inform you that you will not be eligible to subscribe for New Shares under the Retail Entitlement Offer.

You are not required to do anything in response to this letter.

If you have any questions in relation to any of the above matters, please contact the ClearView Offer Information Line on 1300 298 042 (from within Australia) or +61 3 9415 4110 (from outside Australia) at any time between 8:30am and 5:30pm (AEDT) on Monday to Friday on or before 21 March 2014 or go to the ClearView website (www.clearview.com.au). If you have any further questions, you should contact your stockbroker, accountant or other professional adviser.

Yours sincerely



Chris Robson
Company Secretary
ClearView Wealth Limited

This notice does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or for the account or benefit of any person in the United States. No action has been or will be taken to register, qualify or otherwise permit a public offering of the New Shares in any jurisdiction outside Australia and New Zealand. In particular, neither the entitlements under the Entitlement Offer (**Entitlements**) nor the New Shares have been, nor will they be, registered under the U.S. Securities Act of 1933, as amended (**Securities Act**) or the securities laws of any state or other jurisdiction of the United States. Accordingly, the Entitlements may not be taken up or sold by, and the Entitlements and the New Shares may not be offered or sold to, persons in the United States or persons who are acting for the account or benefit of persons in the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act or such other applicable securities laws.

The provision of this document is not, and should not be considered as, financial product advice. The information in this document is general information only and does not take into account your individual objectives, taxation position, financial situation or needs. Before acting on the information, you should consider the appropriateness of the information having regard to your personal circumstances. If you have any questions about how the Entitlement Offer affects you, you should contact your accountant, tax advisor, stockbroker or other professional advisor.

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www.clearview.com.au

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