



Monday, 30 May 2016

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 renounceable entitlement offer announced by ClearView Wealth Limited (ASX: CVW) (**ClearView**) on 30 May 2016 (**Entitlement Offer**).

In accordance with ASX 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 institutional component of the Entitlement Offer, which opens today.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'Athol Chiert', with a stylized flourish extending to the right.

Athol Chiert
Chief Financial Officer and Company Secretary

T +61 2 8095 1300 F +61 2 9233 1960

Level 15, 20 Bond Street, Sydney NSW 2000
GPO Box 4232 Sydney NSW 2001

www.clearview.com.au

ClearView Wealth Limited
ACN 106 248 248
ASX Code CVW



30 May 2016

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

Dear Shareholder,

ClearView 1 for 10.2 accelerated renounceable entitlement offer to raise approximately A\$50 million (Entitlement Offer) – Notice to ineligible shareholders

On Monday, 30 May 2016, ClearView Wealth Limited ABN (83 106 248 248) (**ClearView**) announced a capital raising to raise approximately A\$50 million by way of a pro rata offer of new ordinary shares (**New Shares**) to eligible shareholders at the offer price of A\$0.85 per New Share (**Offer Price**) and the offer ratio of 1 New Share for every 10.2 ordinary shares in ClearView (**Shares**) held at 7.00pm (AEST) on Wednesday, 1 June 2016 (**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**).

It is intended that the Institutional Entitlement Offer will be completed on Tuesday, 31 May 2016.

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 Institutional Entitlement Offer. As such, you will not be offered any New Shares under the Institutional 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 Institutional Entitlement Offer to shareholders in the United States of America having regard to the number of shareholders in the United States of America, the number and value of New Shares that shareholders in the United States of America would otherwise have been offered and the potential cost of complying with the legal requirements and requirements of regulatory authorities in the United States of America.

According to ClearView's register of members, you have a registered address in United States of America. 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 Institutional 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 616 143 (from within Australia) or +61 3 9415 4100 (from outside Australia) at any time between 8:30am and 5:30pm (AEST) on Monday to Friday on or before Wednesday, 15 June 2016 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,



Athol Chiert
Chief Financial Officer and Company Secretary

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.