

ClearView

Notice of 2016 Annual General Meeting

Notice is given of the Annual General Meeting of Shareholders of ClearView Wealth Limited ACN 106 248 248

Date: Wednesday, 9 November 2016

Time: 10.00am (Sydney time)

**Venue: ClearView Wealth Limited
Level 15, 20 Bond Street
Sydney NSW 2000**

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Defined Terms

Unless the context otherwise requires, capitalised terms used in this Notice of Meeting will have the meaning given to those terms in the Glossary set out in the Explanatory Statement attached to this Notice of Meeting.

Items of Business

1. Financial Statements

To receive and consider the Financial Statements, the Directors' Report and the Auditor's Report for the year ended 30 June 2016.

2. Resolution 1 - Re-election of Michael Alscher as a Director

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That, Mr Michael Alscher, who retires as Director by rotation pursuant to Rule 6.4 of the Constitution and, being eligible for re-election, be elected as a Director."

3. Resolution 2 - Adoption of Remuneration Report (non-binding resolution)

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That the Remuneration Report for the year ended 30 June 2016, being part of the Directors' Report, be adopted."

Note that the vote on this item is advisory only and does not bind the Directors of the Company.

Voting Exclusion Statement

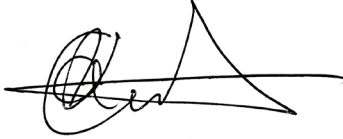
A vote on this resolution must not be cast (in any capacity) by or on behalf of the following persons:

- a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- b) a Closely Related Party of such a member.

However, a person described above may cast a vote on this resolution if:

- the person does so as proxy for a person who is entitled to vote on the resolution, in accordance with the directions on the proxy form; or
- the vote is cast by the person chairing the meeting as proxy for a person who is entitled to vote on the resolution, and the person chairing the meeting has received express authority to vote undirected proxies as they see fit.

By order of the Board



Athol Chiert

Company Secretary

Notice of Meeting and Explanatory Statement

The details of the resolutions contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with and form part of this Notice of Meeting.

Determination of entitlement to attend and vote

In accordance with section 1074E(2)(g)(i) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations, the Company has determined that for the purposes of the meeting all Shares will be taken to be held by the registered holders at 7 pm Sydney time on 7 November 2016. Accordingly, Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Proxies

If you are a Shareholder entitled to attend and vote, you have the right to appoint up to two proxies. If you are entitled to cast two or more votes and two proxies are appointed, you may specify the number or proportion of votes that each may exercise, failing which each may exercise half of the votes. A proxy need not be a Shareholder of the Company.

If you want to appoint one proxy, you can use the form provided. If you want to appoint two proxies, please follow the instructions on the proxy form.

The Company's constitution provides that on a show of hands, every person present and entitled to vote has one vote.

If you appoint a proxy who is also a Shareholder or is also a proxy for another Shareholder, your directions may not be effective on a show of hands. Your directions will be effective if a poll is taken on the relevant Resolution.

If you sign and return a proxy form and do not nominate a person to act as your proxy, the Chair will be appointed as your proxy by default.

Proxy voting by Key Management Personnel

Due to the voting exclusions and requirements referred to in the Notice of Meeting, if you intend to appoint any Director or Key Management Personnel or their Closely Related Parties, other than the Chair, as your proxy, you should direct your proxy how to vote on Resolution 2 (Adoption of Remuneration Report) by marking either "For", "Against" or "Abstain" on the proxy form for the relevant item of business. If you do not direct such a proxy how to vote on those Resolutions they will not be able to vote an undirected proxy and your vote will not be counted. This does not apply to the Chair, who is able to vote undirected proxies.

How the Chair will vote undirected proxies

The Chair intends to vote any undirected proxy in favour of all resolutions.

The Chair intends to vote all undirected proxies in favour of all resolutions including Resolution 2 (Adoption of Remuneration Report). You should note that if you appoint the Chair as your proxy, or the Chair is appointed your proxy by default, you will be taken to authorise the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

If you wish, you can appoint the Chair as your proxy and direct the Chair to cast your votes contrary to the above stated voting intention or to abstain from voting on a Resolution. Simply mark your voting directions on the proxy form before you return it.

Where to lodge a proxy

You may lodge a proxy by following the instructions set out on the proxy form accompanying this Notice of Meeting.

To be effective the proxy must be received by Computershare Investor Services Pty Limited (**Computershare**) in accordance with the instructions on the proxy form at the postal or web site address or fax number below or by the Company at its registered office, Level 15, 20 Bond Street, Sydney, NSW 2000, Australia, fax number +61 2 9233 1960, not later than 10.00 am Sydney time on 7 November 2016.

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia
www.investorvote.com.au
Fax: +61 3 9473 2555

Admission to meeting

If you will be attending the Annual General Meeting and you do not appoint a proxy, please bring your proxy form (if you still have one) to the meeting to help speed admission. Your proxy form contains identification details that can be scanned upon entry. If you do not bring your proxy form with you, you will still be able to attend and vote at the Annual General Meeting, but representatives from Computershare will need to verify your identity. You will be able to register from 9.00 am on the day of the meeting.

If you do not plan to attend the Annual General Meeting, you are encouraged to complete and return a proxy form or lodge a proxy online.

Questions and comments by Shareholders at the meeting

In accordance with the *Corporations Act* and the Company's best practice, a reasonable opportunity will be given to Shareholders at the meeting to ask questions about, or to make comments on, the management of the Company, the Financial Statements, Remuneration Report and any of the items of business.

Similarly, a reasonable opportunity will also be given to Shareholders at the meeting to ask Deloitte Touche Tohmatsu, the Company's auditors, questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the Financial Statements, and the independence of the auditor in relation to the conduct of the audit.

Written questions for Deloitte Touche Tohmatsu relevant to the conduct of the audit and content of the Auditor's Report must be received no later than 5.00 pm Sydney time on 2 November 2016 at Computershare (at the address or fax number for lodgement of the proxies). Alternatively, the questions may be sent to the Company Secretary, ClearView Wealth Limited, Level 15, 20 Bond Street, Sydney NSW 2000 and received no later than 5.00 pm Sydney time on 2 November 2016. A list of questions to the auditor will be available at the meeting.

Explanatory Statement to the Notice of Annual General Meeting

Financial Statements

The Company's 2016 Annual Report (which includes the Financial Report, the Directors' Report and the Auditor's Report, together called the **Reports**) will be presented to the meeting. Shareholders can access a copy of the Annual Report on the Company's web site at: www.clearview.com.au under the Shareholders tab. As permitted by the *Corporations Act*, a printed copy of the Company's 2016 Annual Report has been sent only to those Shareholders who have elected to receive a printed copy.

During this item, Shareholders will be given a reasonable opportunity to ask questions about, and make comments on, the Reports and the Company's management, businesses, operations, financial performance and prospects. There is no formal resolution to be voted on in relation to this item of business.

RESOLUTION 1: RE-ELECTION OF MICHAEL ALSCHER AS A DIRECTOR

Pursuant to Rule 6.4 of the Constitution, a Director must retire from office (and is eligible to seek re-election) by no later than the third annual general meeting following his or her appointment or election or 3 years, whichever is longer. The provisions of Rule 6.4 do not apply to the Managing Director.

Mr Michael Alscher was appointed Alternate Director to Mr Nathaniel Thomson on 22 October 2012. His appointment was revoked and he was appointed as a Non-Executive Director on 1 July 2013. Mr Alscher was last re-elected at the Company's AGM held on 6 November 2013.

Mr Michael Alscher is the Managing Partner and founder of Crescent Capital Partners. Prior to founding Crescent Capital, Mr Alscher was a consultant at Bain International and the LEK Partnership where he spent considerable time working across banking and insurance clients. After leaving consulting, Mr Alscher was the Chief Operating Officer and a Director of Gowings Bros Limited. Mr Alscher is the current Chairman of Cardno Limited, Director of Australian Clinical Laboratories Pty Limited and National Dental Care Pty Limited. He is also a former Chairman and Director of Cover-More Group Limited and a former Director of LifeHealthCare Group Limited and Metro Performance Glass Limited.

Recommendation

The Directors (other than the Director standing for re-election) unanimously recommend that Shareholders vote in favour of Resolution 1.

RESOLUTION 2: ADOPTION OF REMUNERATION REPORT

Directors of listed companies, such as the Company, are required to provide detailed disclosures of director and senior executive remuneration in their Directors' Reports. These disclosures are set out in the Remuneration Report (which forms part of the Directors' Report) on pages 64 to 65 of the Company's 2016 Annual Report. As mentioned above, Shareholders can access a copy of the Annual Report on the Company's website. Printed copies of the Annual Report have been sent to those Shareholders who elected to receive a copy in this form and the Annual Report will be presented to the Annual General Meeting.

The Remuneration Report includes:

- discussion of the Board's policy in relation to the nature and level of remuneration of the Directors, Managing Director and Key Management Personnel of the Company;
- discussion of the relationship between the Board's remuneration policy and the Company's performance over the five financial years up to and including the year ended 30 June 2016;
- information about performance hurdles applicable to the short term and long term incentive components of the remuneration of the Managing Director and Key Management Personnel; and
- details of the remuneration provided to the non executive Directors and Key Management Personnel for the year ended 30 June 2016.

There will be a reasonable opportunity for Shareholders at the meeting to comment on, and ask questions about, the Remuneration Report.

The resolution to adopt the Remuneration Report has been put to Shareholders in accordance with Section 250R(2) of the *Corporations Act*. The vote on Resolution 2 is advisory only and will not bind the Directors or the Company; however, the Board will take the outcome of the vote into consideration when reviewing remuneration practices and policies.

In accordance with the *Corporations Act*, a vote on Resolution 2 must not be cast (in any capacity) by or on behalf of the following persons:

- (a) a member of the Key Management Personnel (refer to Glossary), details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member (refer to Glossary).

However, a person described above may cast a vote on Resolution 2 if:

- the person does so as proxy for a person who is entitled to vote on the resolution, in accordance with the directions on the proxy form; or
- the vote is cast by the person chairing the meeting as proxy for a person who is entitled to vote on the resolution, and the person chairing the meeting has received express authority to vote undirected proxies as they see fit.

Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 2.

Defined Terms

In this Explanatory Statement, unless the context otherwise requires:

Annual General Meeting or AGM means the general meeting to be held at ClearView Wealth Limited, Level 15, 20 Bond Street, Sydney NSW 2000 on Wednesday, 9 November 2016 at 10.00am.

ASX means ASX Limited or the securities market which it operates, as the case may be.

Board or **Board of Directors** means the board of Directors of the Company.

Closely Related Party means, as defined in the Corporations Act, a closely related party of a member of the Key Management Personnel being:

- (a) a spouse or child of the member; or
- (b) a child of the member's spouse; or
- (c) a dependant of the member or of the member's spouse; or
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations.

Company means ClearView Wealth Limited ACN 106 248 248.

Corporations Act means the *Corporations Act 2001* (Cth).

Corporations Regulations means the Corporations Regulations 2001 (Cth).

Constitution means the constitution of the Company.

Director means a director of the Company.

Explanatory Statement means this explanatory statement, which accompanies the Notice of Meeting.

Financial Statements means the financial statements of the Company for the year ended 30 June 2016.

Key Management Personnel are those people described as Key Management Personnel in the Company's Remuneration Report and includes all directors.

Listing Rule means a listing rule of the ASX.

Notice of Meeting or Notice means the notice of meeting for the Annual General Meeting which accompanies this Explanatory Statement.

Share means a fully paid ordinary share in the Company.

Shareholder means a holder of Shares.

VWAP means the Volume Weighted Average Price.

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ClearView Wealth Limited
ABN 83 106 248 248

Lodge your vote:

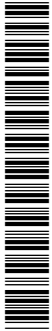
Online:
www.investorvote.com.au

By Mail:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000



CVW
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form - 2016 Annual General Meeting ("Meeting")

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Vote and view the Annual Report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999 PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

For your vote to be effective it must be received by 10:00am (Sydney Time) Monday, 7 November 2016

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for ClearView, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form →**

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of ClearView Wealth Limited hereby appoint

the Chairman of the Meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of ClearView Wealth Limited to be held at the office of ClearView Wealth Limited, Level 15, 20 Bond Street, Sydney NSW 2000, Wednesday, 9 November 2016 at 10.00am (Sydney time) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions.

The Chair intends to vote all undirected proxies in favour of all resolutions including Resolution 2 (Adoption of Remuneration Report). You should note that if you appoint the Chair as your proxy, or the Chair is appointed as your proxy by default, you will be taken to authorise the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chairman.

If you wish, you can appoint the Chair as your proxy and direct the Chair to cast your votes contrary to the above stated voting intention or to abstain from voting on a Resolution. Simply mark your voting directions on the proxy form before you return it.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Resolution 1. Re-election of Mr Michael Alscher as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2. Adoption of Remuneration Report (non-binding resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /

CVW

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Computershare