



MARKET RELEASE

SYDNEY, 9 October 2020

CLEARVIEW 2020 NOTICE OF ANNUAL GENERAL MEETING

ClearView Wealth Limited (ASX: CVW, “ClearView”), in accordance with the ASX Listing Rules, attaches its 2020 Notice of Annual General Meeting (AGM), together with meeting documents and proxy form sample.

ClearView shareholders are advised that the meeting is being held virtually this year and all important information and guidance for shareholders joining this year’s virtual AGM is included in the Notice of Meeting.

ENDS

For further information, please contact:

Investor inquiries

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Approval of Announcement

The Continuous Disclosure Committee and Board delegates of ClearView have authorised the release of these announcements to the market.

About ClearView

ClearView is an ASX-listed diversified financial services company which partners with financial advisers to help Australians protect and build their wealth, achieve their goals and secure a comfortable financial future. The group’s three business segments: Life Insurance, Wealth Management and Financial Advice are focused on delivering quality products and services.

For more information visit www.clearview.com.au

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Level 15, 20 Bond Street, Sydney NSW 2000
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www.clearview.com.au

ClearView Wealth Limited
ACN 106 248 248
ASX Code CVW



Notice of 2020 Annual General Meeting

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

Date: Thursday 12 November 2020

Time: 10.00am (Sydney time)

Notice of Meeting

The 2020 Annual General Meeting (AGM or Meeting) of ClearView Wealth Limited (ClearView) will be held on Thursday 12 November 2020. The Meeting will commence at 10.00am (AEDT) with registration commencing at 9.30am (AEDT).

ClearView is committed to ensuring the safety of its shareholders and employees and in light of the coronavirus pandemic and the importance of maintaining social distancing measures, this year's AGM will be conducted as a virtual meeting.

Shareholders will be able to participate in the Meeting, including voting and asking questions online. The virtual AGM will provide equal opportunity for all shareholders in the Meeting, regardless of your location.

How to participate in the AGM

Register to attend the virtual AGM at http://bit.ly/ClearView_Wealth_Limited_AGM.

You will need your name, address, email address and shareholder reference number.

Live Online Voting

Shareholders and proxyholders will be able to vote at the meeting online by:

- visiting web.lumiagm.com on a smartphone, tablet or computer (using the latest version of Chrome, Safari, Internet Explorer 11, Edge and Firefox);
- using unique meeting ID 378-981-932

Online voting registration will commence 30 minutes prior to the start of the meeting.

For full details on how to log on and vote online, please refer to the user guide www.computershare.com.au/onlinevotingguide

Questions:

You are encouraged to direct questions to the Chair or auditor by email at ir@clearview.com.au so that they are received not later than 5.00pm Thursday 5 November 2020. Please use the email subject "2020 AGM Question." Questions may also be asked during the meeting via the online platform.

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 2020.

2. Resolution 1 - 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 2020, being part of the Directors' Report, be adopted."

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

Voting Exclusion Statement

A vote on Resolution 1 must not be cast, and the Company will disregard any votes cast on Resolution 1, by or on behalf of a member of the Key Management Personnel, whose remuneration details are included in the Remuneration Report and their Closely Related Parties, in any capacity (including as a proxy), unless the vote is cast as proxy for a person entitled to vote on Resolution 1:

- in accordance with the directions on the Proxy Form; or
- by the Chair where the proxy appointment expressly authorised the Chair to exercise an undirected proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. Re-election of Directors

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

Resolution 2 - Re-election of Geoff Black as a Director

"That, Mr Geoff Black, who retires as Director by rotation pursuant to Rule 6.2(c) of the Constitution and, being eligible for re-election, be elected as a Director."

Resolution 3 - Re-election of Gary Burg as a Director

"That, Mr Gary Burg, 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."

Resolution 4 - Re-election of Jennifer Lyon as a Director

"That, Ms Jennifer Lyon, who retires as Director by rotation pursuant to Rule 6.2(c) of the Constitution and, being eligible for re-election, be elected as a Director."

Resolution 5 - Re-election of Susan Young as a Director

"That, Ms Susan Young 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."

4. Resolution 6 - Approval of Termination Benefits

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

"That, the giving of a benefit to each of the following persons, in connection with any retention or vesting of the Performance Rights issued to those people on the cessation of their employment with the Company or a related body corporate of the Company, be approved for the purposes of sections 200B and 200E of the Corporations Act and for all other purposes:

- Simon Swanson;
- Judilyn Beaumont;
- Christopher Blaxland-Walker;
- Athol Chiert;
- Orla Cowan
- Todd Kardash;
- Deborah Lowe;
- Justin McLaughlin; and
- Hicham Mourad

(each a "Participant" and together the "Participants")."

Voting Exclusion Statement

A vote on Resolution 6 must not be cast (in any capacity) by or on behalf of any Participant and any of their associates and, if cast, will be disregarded by the Company. However, the Company need not disregard a vote cast if:

- it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the resolution; and
- it is not cast on behalf of a Participant or an associate of a Participant.

Further, a vote must not be cast on Resolution 6 by a member of the Key Management Personnel or a Closely Related Party of such a member acting as proxy for a person entitled to vote, unless:

- the proxy appointment specifies the way the proxy is to vote on Resolution 6; or
- it is cast by the Chair as a proxy for a person who is entitled to vote on Resolution 6, and the proxy appointment expressly

authorises the Chair to exercise the proxy even though the item is connected directly or indirectly with remuneration of Key Management Personnel.

5. Resolution 7 - Approval for Granting of Rights to a Director – Simon Swanson;

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

“That approval is given for the purposes of ASX Listing Rule 10.14, and all other purposes, for the issue of 1,199,632 Performance Rights to the Managing Director, Mr Simon Swanson, in relation to FY21 long term variable remuneration (LTVR), under the ClearView Wealth Limited Rights Plan (the CWLRP or Plan) on the terms and conditions described in the Explanatory Notes to this Notice of Meeting.”

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 7 by Mr Swanson or any associate of Mr Swanson. However, the Company need not disregard a vote cast if:

- it is cast by a person as a proxy for a person who is entitled to vote on Resolution 7, in accordance with the directions on the proxy form;
- it is cast by the Chair as a proxy for a person who is entitled to vote on Resolution 7, in accordance with a direction on the proxy form to vote as the proxy decides; or
- it is cast by a Shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the Shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the Shareholder votes on the resolution in accordance with directions given by the beneficiary to the Shareholder to vote in that way.

Further, a vote must not be cast on Resolution 7 by a member of the Key Management Personnel or a Closely Related Party of such a member acting as proxy for a person entitled to vote, unless:

- the proxy appointment specifies the way the proxy is to vote on Resolution 7; or
- the proxy is the Chair and the appointment expressly authorises the Chair to exercise the proxy even though the item is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

6. Resolution 8 - Approval of the CWL Rights Plan;

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

“That, for the purposes of Listing Rule 7.2 Exception 13 and for all other purposes, the ClearView Wealth Limited Rights Plan, the details of which are set out in the Explanatory Statement (including the maximum number of Rights (as defined in the Plan) that may be issued under the Plan) be approved.”

Voting Exclusion Statement

The Company will disregard any votes cast in respect of Resolution 8 by any person who is eligible to participate in the Plan (being any person who meets the definition of ‘Eligible Persons’ in the Plan) and any associate of that person (each person being a Restricted Voter). However, the Company need not disregard a vote cast by a Restricted Voter if:

- it is cast as a proxy for a person who is entitled to vote on Resolution 8, in accordance with the directions on the proxy form;
- it is cast by the Chair as a proxy for a person who is entitled to vote on Resolution 8, in accordance with a direction on the proxy form to vote as the proxy decides; or
- it is cast by a Shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the Shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the Shareholder votes on the resolution in accordance with directions given by the beneficiary to the Shareholder to vote in that way.

Further, a vote must not be cast on Resolution 8 by a member of the Key Management Personnel or a Closely Related Party of such a member acting as proxy for a person entitled to vote, unless:

- the proxy appointment specifies the way the proxy is to vote on Resolution 8; or
- the proxy is the Chair and the appointment expressly authorises the Chair to exercise the proxy even though the item is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

For completeness, it is noted that the non-executive directors of the Company are not eligible to participate in the Plan.

7. Resolution 9 - Selective Buy-Back of unvested ESP shares

To consider and, if thought appropriate, pass the following Resolution as a special resolution:

“That the Proposed Buy-Back and the terms of the Buy-Back Agreement, as detailed in the Explanatory Statement, be approved for the purposes of section 257D of the Corporations Act and for all other purposes.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 9 by or on behalf of any Shareholder who participates in the Proposed Buy-Back or their associates. However, the Company need not disregard such a vote if:

- it is cast by a person as proxy for a person who is entitled to vote on Resolution 9 in accordance with the directions of the proxy form and/or;
- it is cast by the Chair as a proxy for a person who is entitled to vote on Resolution 9, in accordance with a direction on the proxy form to vote as the proxy decides.

By order of the Board

Judilyn Beaumont
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 7pm Sydney time on Tuesday 10 November 2020. Accordingly, Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

If a Share is held jointly, only one joint holder may vote. If more than one joint shareholder votes, only the vote of the first person named on the register counts.

Voting exclusion statements

If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaking the voting exclusions that apply under the Corporations Act.

Online meeting

Shareholders will not be able to attend the meeting at a physical venue. Shareholders will be able to participate in the meeting by:

- joining the online meeting in real time via the online platform accessible at http://bit.ly/ClearView_Wealth_Limited_AGM
- asking questions of the Board and the external auditor:
 - before the meeting by lodging questions via email at ir@clearview.com.au at or via post, as described below; and/or (GPO Box 4232, Sydney NSW 2001)
 - during the meeting in real time via the online platform; and
- voting on the resolutions to be considered at the meeting either by lodging the enclosed proxy form before the meeting or by voting in real time during the meeting via the online platform, details here:
 - web.lumiagm.com on a smartphone, tablet or computer (using the latest version of Chrome, Safari, Internet Explorer 11, Edge and Firefox;
 - using unique meeting ID 378-981-932

Further details of how to join the online meeting, how to ask questions and how to vote are set in the online meeting guide found here. www.computershare.com.au/onlinevotingguide

Resolution by Poll

In accordance with clause 5.7(b)(i) of the Company's constitution and subsection 5(1)(c) of the *Corporations (Coronavirus Economic Response) Determination (No.1) 2020 (Cth)*, the Chair intends to call a poll on each resolution proposed at the meeting.

Each resolution considered at the meeting will therefore be conducted by a poll, rather than on a show of hands.

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 and can be an individual or body corporate.

If a Shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at the meeting, in accordance with section 250D of the Corporations Act; and
- provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.

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.

If such evidence is not received before the meeting, then the body corporate (through its representative) will not be permitted to act as proxy.

If you sign and return a proxy form and do not nominate a person to act as your proxy, the chair of the meeting 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 of the meeting, as your proxy, you should direct your proxy how to vote on Resolution 1 (Adoption of Remuneration Report), Resolution 6 (Approval of termination benefits), Resolution 7 (Approval for Granting of Rights to Simon Swanson), Resolution 8 (Approval of the CWL Rights Plan) and

Resolution 9 (Proposed Buy Back) 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 of the meeting, who is able to vote undirected proxies regardless of whether a resolution is connected directly or indirectly with the remuneration of Key Management Personnel if it has been expressly authorised to do so.

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 1 (Adoption of Remuneration Report), Resolution 3 (Approval of termination benefits), Resolution 6 (Approval of termination benefits), Resolution 7 (Approval for Granting of Rights to Simon Swanson), Resolution 8 (Approval of the CWL Rights Plan) and Resolution 9 (Proposed Buy Back). 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. In exceptional circumstances, the Chair may change the voting intention in the which case an ASX announcement will be made.

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 website 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 Tuesday 10 November 2020.

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001 Australia
www.investorvote.com.au
Fax (within Australia): 1800 783 447
Fax (outside Australia): +61 3 9473 2555

Admission to meeting

The online meeting will take place at 10:00am Sydney time on Thursday, 12 November 2020. Shareholders may join the online meeting via the online platform accessible at http://bit.ly/ClearView_Wealth_Limited_AGM. Shareholders will be able to access the online meeting platform from 9.30am.

If you intend to use the online platform to submit a vote during the Annual General Meeting, we suggest that you check that the online platform works on your device well in advance 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 Thursday, 5 November 2020 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 or ir@clearview.com.au and received no later than 5.00 pm Sydney time on Thursday 5 November 2020. 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 2020 Annual Report (which includes the Financial Statements, 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 website at: www.clearview.com.au under the About ClearView/Financial Reports tab. As permitted by the Corporations Act, a printed copy of the Company's 2020 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: 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 50 to 70 of the Company's 2020 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 2020;
- 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;
- details of the remuneration provided to the Non-executive Directors and Key Management Personnel for the year ended 30 June 2020; and

- details of the Long Term Incentive Plans for members of the senior management team.

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 1 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.

Shareholders should also note that, if 25% or more of the votes cast are against Resolution 1, the first part of the Board spill provisions contained in the Corporations Act ("two strikes rule") will be triggered. While this would not impact on the current year's meeting, if at next year's Annual General Meeting, more than 25% of the votes cast are against that year's remuneration report, then a resolution must be put to Shareholders to vote on whether to hold another meeting within 90 days of the Annual General Meeting at which all of the Directors (other than the Managing Director) must stand for re-election.

Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

RESOLUTION 2: RE-ELECTION OF GEOFF BLACK AS A DIRECTOR

Pursuant to Rule 6.2(c) of the Constitution, the Directors may appoint any person to be a Director. Any Director, except a Managing Director, appointed under Rule 6.2(c) holds office only until the end of the next following annual general meeting and is then eligible for re-election at that meeting.

Geoff has over 30 years' experience in life insurance and wealth management and is currently a director of Platypus Asset Management and was Head of Business Development at RGA Australia from 2015 until April 2019. Prior to joining RGA Australia, he held senior executive positions at TAL Australia and was formerly Managing Director of PrefSure Life and Lumley Life Limited. Geoff holds a Bachelor of Commerce from the University of Canterbury, Graduate Diplomas in Management and Financial Planning and is a Certified Practising Accountant.

Geoff was appointed to the Board on 25 November 2019 and appointed as Chair of the Board on 1 July 2020. Geoff is also a member of the Board Audit Committee, Board Risk and Compliance Committee and the Nomination and Remuneration Committee.

Recommendation

The Directors (other than Geoff Black who is standing for re-election) unanimously recommend that Shareholders vote in favour of Resolution 2.

RESOLUTION 3: RE-ELECTION OF GARY BURG 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.

Gary has significant experience in building life insurance businesses in South Africa and in Australia. Gary is Chair of UCW Limited, an ASX listed company and is also a director of Alinta Energy Limited and Global Capital Holdings (Australia) Pty Limited, a company which manages principal investments on behalf of various investors. He is a former director of, and investor in, South African listed Capital Alliance Holdings Limited (which owned Capital Alliance Life Limited and Capital Alliance Bank Limited). Gary is also a former director and investor in a number of Australian based financial services businesses, including Prefsure Life Limited and Insurance Line Holdings Pty Limited.

Gary was appointed to the Board on 22 October 2012, and currently serves as a member of the Board Audit Committee, the Board Risk and Compliance Committee and the Nomination and Remuneration Committee.

Recommendation

The Directors (other than Gary Burg who is standing for re-election) unanimously recommend that Shareholders vote in favour of Resolution 3.

RESOLUTION 4: RE-ELECTION OF JENNIFER LYON AS A DIRECTOR

Pursuant to Rule 6.2(c) of the Constitution, the Directors may appoint any person to be a Director. Any Director, except a Managing Director, appointed under Rule 6.2(c) holds office only until the end of the next following Annual General Meeting and is then eligible for re-election at that meeting.

Jennifer is an experienced actuary, small business owner and Director, and until recently served as a Director of recruitment firm SKL Executive. Jennifer has also formerly held a number of senior and Director positions including non-executive Director and President of the Actuaries Institute of Australia, Managing Director of Qed Actuarial, a specialist actuarial recruitment firm, a Director of Hall & Lyon which managed the distribution of actuarial education material, and worked at AMP and Towers Perrin in superannuation and financial services.

Jennifer has also served on the Board of ClearView's Superannuation Trustee Board, ClearView Life Nominees Pty Ltd since 1 July 2014 (until her appointment, acted as Chair). Jennifer was appointed to the Board 1 July 2020 and is a member and Chair of the Board Risk and Compliance Committee, and a member of the Board Audit Committee, and the Nomination and Remuneration Committee.

Recommendation

The Directors (other than Jennifer Lyon who is standing for re-election) unanimously recommend that Shareholders vote in favour of Resolution 4.

RESOLUTION 5: RE-ELECTION OF SUSAN YOUNG 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.

Susan has over 30 years' experience in senior executive roles internationally, with 15 years of experience in investment banking, followed by senior management roles in the corporate and professional services sector. She retired as a Partner of Spencer Stuart, and previously held operational management roles as both a divisional CFO and Joint Venture CEO/President for a Lend Lease Group company. Susan is Governor of WWF Australia and previously served on the board of the Westmead Institute for Medical Research.

Susan was appointed to the Board on 14 December 2016 and is a member and Chair of the Board Audit Committee and Nomination and Remuneration Committee, and a member and former Chair of the Board Risk and Compliance Committee. She also serves as a Non-Executive Director on a number of ClearView subsidiary Boards including on its superannuation trustee board, and held the position as its Chair from July 2014 until December 2016.

Recommendation

The Directors (other than Susan Young who is standing for re-election) unanimously recommend that Shareholders vote in favour of Resolution 5.

RESOLUTION 6: APPROVAL OF TERMINATION BENEFITS

The Company is seeking shareholder approval at the AGM for the payment of a termination benefit to each of the following persons in relation to the Performance Rights granted to those persons by the Company prior to the AGM:

- Simon Swanson;
- Judilyn Beaumont;
- Christopher Blaxland-Walker;
- Athol Chiert;
- Todd Kardash;
- Orla Cowan;
- Deborah Lowe;
- Justin McLaughlin; and
- Hicham Mourad

(each a “Participant” and together the “Participants”).”

Details of the Termination Benefit

From 2017, the Board has adopted an LTI structure delivered via a grant of Performance Rights to achieve the key objectives. The LTI structure was approved by the Board, on recommendation of the Remuneration Committee, on 21 June 2017 and awards under the LTIP structure were made in FY18, FY19 and FY20.

At the 2017, 2018 and 2019 ClearView AGMs, Shareholders approved a termination benefit being paid to SMT LTIP Participants for the number of Performance Rights allocated to them. No termination benefit was paid in FY18, FY19 or FY20 in relation to the SMT LTIP.

The Board has approved the issue of and Performance Rights have been granted to the below SMT LTIP Participants for FY21:

Participant	FY21 issue
Simon Swanson	1,199,632
Judilyn Beaumont	149,954
Christopher Blaxland-Walker	299,908
Athol Chiert	374,885
Orla Cowan	149,954
Todd Kardash	299,908
Deborah Lowe	262,420
Hicham Mourad	149,954
Justin McLaughlin	262,420

Each vested Performance Right entitles its holder to one ordinary share in the issued capital of ClearView. Performance Rights vest if the Company meets certain performance thresholds and if the relevant participant remains employed by the ClearView Group on 30 June 2024. If the performance thresholds are not met, or the participant ceases to be employed before the end of the vesting period, the unvested Performance Rights lapse or are forfeited (subject to limited exceptions).

Each participant has a set LTI dollar value determined as part of their remuneration package. This dollar value is converted into a set number of Performance Rights at grant date based

on an agreed value per share (67 cents per share which is calculated based on a \$450 million market capitalisation of the Company). The actual value of the Performance Rights held by the Participants will be determined by the market value of Shares traded on the ASX at the time of exercise of the relevant Performance Rights, and is accordingly subject to change.

Why is approval being sought?

Under section 200B of the Corporations Act, a company may only give a person a “benefit” in connection with their ceasing to hold a managerial or executive office in the company (“Termination Benefit”) if it is approved by Shareholders under section 200E of the Corporations Act (or an exemption applies). The term “benefit” may include the vesting of Performance Rights in connection with a participant in the SMT LTIP ceasing to be employed by the Company (or a related body corporate of the Company).

The SMT LTIP rules give the Board discretion to:

- waive the vesting conditions that apply to a participant’s Performance Rights, including in circumstances where the participant ceases to be an employee of ClearView Group; and
- to waive the requirement that a participant’s unvested Performance Rights be forfeited if they cease to be an employee of ClearView Group.

While the Board has not determined whether it will exercise the discretions described above in circumstances where a Participant ceases to be employed by the ClearView Group, the Board acknowledges that it may seek to exercise those discretions in favour of the Participants and that exercise may constitute a Termination Benefit. As such, the Company seeks Shareholder approval for the retention and vesting of the Performance Rights held by the Participants, as set out below, in connection with the cessation of their employment with the ClearView Group.

Details of discretionary vesting and provisions relating to cessation of employment

Under the SMT LTIP rules, the Board has discretion to waive any vesting conditions and/or exercise conditions that apply to a participant’s Performance Rights by giving notice to that participant in writing (subject to compliance with the Corporations Act, the Listing Rules and any other applicable laws and regulations).

Performance Rights are forfeited by participants in certain circumstances specified by the SMT LTIP rules, including if a participant ceases to be employed by the ClearView Group. If a participant ceases to be an employee due to death or permanent incapacitation, their unvested Performance Rights remain unvested but continue to be held by the participant subject to any applicable vesting conditions. If the participant ceases to

be employed in any other circumstances, they retain all vested Performance Rights but forfeit any unvested Performance Rights they hold, subject to the Board's discretion to allow the participant to retain unvested Performance Rights.

Taken together, the provisions of the SMT LTIP give the Board discretion to permit a participant to keep their unvested Performance Rights on cessation of employment, and to have those Performance Rights vest notwithstanding any outstanding performance or exercise hurdles. At present, the Board has not determined whether it will waive the vesting conditions and/or exercise conditions relating to the Participants' Performance Rights or whether the Participants will be permitted to retain their unvested Performance Rights on cessation of employment with the ClearView Group. However, the Board may desire to exercise its discretion in favour of a Participant on cessation of their employment having regard to the circumstances of such cessation. Shareholder approval is sought under section 200E of the Corporations Act in order to give the Board flexibility to determine that a Termination Benefit should be given to the Participants in accordance with the Board's discretion under the SMT LTIP rules.

Other matters

Certain Participants are currently employed by ClearView Administration Services Pty Limited. In addition to being put to the Shareholders at the AGM, this Resolution will be put to the sole member of ClearView Administration Services Pty Limited for approval in respect of those Participants. For the purpose of section 200E of the Corporations Act, the giving of the Termination Benefit to employees of ClearView Administration

Services Pty Limited is only effective if approved at a general meeting of each of ClearView and ClearView Administration Services Pty Limited.

Recommendation

The Directors (other than Mr Swanson, who abstains from making a recommendation due to his interest in the Resolution) unanimously recommend that Shareholders vote in favour of Resolution 6. The Chair intends to vote any undirected proxies in favour of Resolution 6.

RESOLUTION 7: APPROVAL FOR THE GRANTING OF RIGHTS TO A DIRECTOR – MR SIMON SWANSON, MANAGING DIRECTOR

ASX Listing Rule 10.14 requires the Company to obtain approval from Shareholders for the issue of securities to a director under an employee incentive scheme. The Company is seeking Shareholder approval for the proposed grant of FY21 Performance Rights to Mr Simon Swanson (Managing Director), as set out below.

The ClearView Wealth Limited Rights Plan (**CWLRP** or **Plan**) has been designed to facilitate the Company moving towards best practice remuneration structures for executives. A key component of effective remuneration for executives is long term variable remuneration to drive shared performance objectives, link remuneration to Company performance and align their interests with sustainable value creation for Shareholders.

The features of the proposed FY21 invitation to apply for Performance Rights to the Managing Director are summarised below:

Aspect	Details
Instrument	<p>If this resolution is approved, Mr Swanson will be invited to apply for Performance Rights. These Performance Rights may vest when performance-based vesting conditions are satisfied. The Performance Rights are indeterminate rights which are an entitlement to the value of a Share (less any exercise price) which may be settled either in cash and/or in Shares (at the Board's discretion). Generally, it is expected that vested Performance Rights will be settled in Shares (including Restricted Shares).</p> <p>The type of equity proposed to be granted has been selected because it creates a strong link between performance and reward.</p>
Price of Performance Rights	No cash consideration is payable by Mr Swanson for the Performance Rights as they are part of his total remuneration package.
Terms and Conditions	<p>The Board has the discretion to set the terms and conditions on which it will offer Performance Rights under the Plan, including the terms of Invitations.</p> <p>The terms and conditions of the Plan include those aspects legally required as well as terms addressing exceptional circumstances, such as a de-listing, a major return of capital to shareholders, as well as the treatment of Performance Rights and Restricted Shares on termination of employment.</p> <p>The Plan contains customary and usual terms having regard to Australian law for dealing with winding up, administration, variation, suspension and termination of the Plan.</p>

Aspect	Details
Variation of Terms and Conditions	To the extent permitted by the Listing Rules, the Board retains the discretion to vary or amend the terms and conditions of the Plan.
Term	Rights that are the subject of Resolution 7 have a term of 15 years from the grant date and if not exercised within the term the rights will lapse.
Number of Rights	<p>It is proposed that Mr Swanson will be invited to apply for 1,199,632 Performance Rights with an Absolute Total Shareholder Return (ATSR) vesting condition. The Performance Rights carry a right to receive one share for no consideration, contingent on the vesting conditions being met. The awards for FY21 will be indeterminate rights and have the ability to be cash settled.</p> <p>Each participant has a set LTVR dollar value determined as part of their remuneration package. Mr Swanson target LTVR has been set at \$800,000.</p> <p>This dollar value is converted into a set number of Performance Rights at grant date based on an agreed value per share. For the FY21 allocation to Mr Swanson, 67 cents per share has been determined to be used which is calculated based on a \$450 million market capitalisation of the Company (and consistent with the remuneration review that was completed).</p> <p>When added to the other remuneration elements, it has been considered that the FY21 grant of Performance Rights will produce a total remuneration package that is market competitive and appropriate given the Company's circumstances, based on market benchmarking and the current Company executive remuneration policy.</p> <p>The target level of vesting is 100%.</p>
Measurement Period	<p>The measurement period is the period over which vesting conditions are assessed.</p> <p>For FY21 ATSR Performance Rights, the measurement period will be four years from 1 July 2020 to 30 June 2024.</p>
Vesting Conditions	<p>Vesting conditions are conditions that are used to determine the extent, if any, of vesting of the Performance Rights.</p> <p>The vesting condition will be based on the Total Shareholder Return (TSR) of the Company over the measurement period (equivalent to the change in Share price, plus dividends declared assumed to be reinvested).</p> <p>The specifics of the vesting conditions include:</p> <ul style="list-style-type: none"> • 100% of the Performance Rights will be measured against the Total Shareholder Return (TSR) target for the year ended 30 June 2024. The TSR target will be based on a 25% compound return and measured immediately after the financial year 30 June 2024. <p>The proposed grant is also subject to a continued service/employment condition, commensurate with the nature of the LTVR grants. The FY21 Performance Rights are subject to a performance period that ends on 30 June 2024. Mr Swanson must remain employed by the ClearView Group as at the vesting date (30 June 2024), in addition to meeting performance based vesting conditions.</p> <p>In addition to the vesting conditions, an annual review will be conducted following the year ended 30 June 2024 to 5 business days after the 30 June 2027 audited results are released to assess if any breaches or instances of misconduct have been identified. If the exercise conditions are not met, all or part of the Award may be forfeited, having taken into consideration the period, magnitude and impact of the event, breach, or misconduct being considered.</p> <p>If there is a change of control event then the unvested Performance Rights will remain on foot and continue to be tested against the Total Shareholder Return performance hurdle and a continuing employment service condition as noted above</p>
Exercise Restrictions	None apply to the FY21 Performance Rights.

Aspect	Details
Cost of Rights and Exercise Price	<p>No amount is payable by Mr Swanson for the Performance Rights as the value forms a significant portion of the variable remuneration in his total package for FY21.</p> <p>The exercise price is nil, being standard market practice for Performance Rights.</p>
Exercise of Vested Rights	<p>Performance Rights may be exercised after the vesting date but not later than the end of the term of the rights.</p> <p>Upon exercise of vested Performance Rights the exercised rights value will be calculated as follows and will be either paid in cash, converted into Shares based on the then Share price, or a combination of cash and Shares, as determined by the Board:</p> <p>Exercised Rights Value = Number of Rights Exercised x (Share Price at Exercise – Exercise Price)</p> <p>The exercise price for FY21 Performance Rights is nil.</p> <p>Generally, it is expected that the exercised rights value will be settled in Shares. Such Shares will often be Restricted Shares as they will be subject to disposal restrictions if the exercise occurs during a period in which trading in Shares is prohibited by law or under the Company’s securities trading policy, or because of restrictions specified in an invitation for Performance Rights.</p>
Disposal Restrictions	<p>Performance Rights may not be sold, transferred, mortgaged, charged or otherwise dealt with or encumbered, except by force of law.</p> <p>Shares acquired from the exercise of vested Performance Rights will be subject to disposal restrictions due to:</p> <ol style="list-style-type: none"> the Company’s securities trading policy, and the insider trading provisions of the Corporations Act. <p>Shares resulting from the exercising of Performance Rights that may not be traded due to the foregoing will be Restricted Shares while they are so restricted. The Company will ensure that such restrictions are enforced due to the presence of CHESS holding locks or alternatively via holding of the Restricted Shares in an appropriate employee share trust.</p>
Termination of Employment	<p>If termination of employment occurs within the first year of the measurement period, Performance Rights will be forfeited in the proportion that the remainder of the first year of the measurement period bears to a full year, commensurate with the annual nature of Performance Rights grants. Remaining Performance Rights will then continue to be held for vesting at the end of the measurement period. Any Performance Rights that do not vest following the assessment of the vesting conditions will be forfeited.</p> <p>If PRs are exercised after the termination of employment and the Share price is lower at the date of exercise than on the date of termination, then the exercised rights value will be settled in cash unless otherwise determined by the Board.</p> <p>It should be noted that the Plan contains clauses that address fraud, misconduct, inappropriate benefits and clawback which will result in the forfeiture of unvested rights.</p>
Change of Control or Delisting	<p>In the event the Board determines that the Company will be subject to a de-listing, the vesting conditions specified in an Invitation for Performance Rights will cease to apply and:</p> <ul style="list-style-type: none"> unvested Performance Rights will vest in accordance with the following formula: $\text{Number of Performance Rights to Vest} = \text{Unvested Performance Rights Period} \times \text{\% of First year of Measurement Elapsed} \times \frac{\text{(Share Price at the Effective Date - Share Price at Measurement Period Commencement)}}{\text{Share Price at Measurement Period Commencement}}$ <ul style="list-style-type: none"> remaining Performance Rights may vest or lapse as determined by the Board; and exercise restrictions and specified disposal restrictions will cease to apply on the date determined by the Board.

Aspect	Details
Major Return of Capital or Demerger	In the event that the Board forms the view that a major part of the Company's assets or operations will imminently cease to be owned by the Company or a subsidiary of the Company due to an intention to sell or separately list those assets or operations, or in the event of a major return of capital to Shareholders, the Board has discretion to vest, lapse or adjust the terms of Performance Rights such that participants are neither advantaged nor disadvantaged by the corporate action.
Board Discretion, Preventing Inappropriate Benefits, Fraud and Misconduct	<p>The Board has discretion to adjust the number of PRs that ultimately vest if it forms the view that the unadjusted outcome is not appropriate to the circumstances that prevailed over the measurement period and/or to the contribution of a participant to outcomes over the measurement period.</p> <p>The Board has sole discretion to determine that some or all unexercised Performance Rights held by a participant lapse on a specified date, if allowing the Performance Rights to be retained would, in the opinion of the Board, result in an inappropriate benefit to the participant. Such circumstances include joining a competitor or actions that harm the Company's stakeholders.</p> <p>In the case of fraud or misconduct, the participant will forfeit all unvested Performance Rights.</p>
Bonus Issues, Rights Issues, Voting and Dividend Entitlements	<p>The number of Performance Rights held by the participant will be proportionately adjusted to reflect bonus issues. Performance Rights holders will not participate in Shareholder rights issues but may, subject to the ASX Listing Rules, be offered options on similar terms to the rights issue.</p> <p>Performance Rights do not carry voting or dividend entitlements. Shares (including Restricted Shares) issued when Performance Rights are exercised carry all entitlements of Shares, including voting and dividend entitlements.</p>
Quotation	Performance Rights will not be quoted on the ASX. The Company will apply for official quotation of any Shares issued under the Plan, in accordance with the ASX Listing Rules.
Issue or Acquisition of Shares	Shares allocated to a participant when Performance Rights are exercised under the Plan may be issued by the Company or acquired on or off market by a trustee whose purpose is to facilitate the operation of the Plan.
Cost and Administration	The Company will pay all costs of issuing and acquiring Shares for the purposes of satisfying exercised Performance Rights, as well as any brokerage on acquisitions of Shares for this purpose and all costs of administering the Plan.
Hedging	The Company prohibits the hedging of Performance Rights or Shares subject to disposal restrictions by Mr Swanson.

Mr Swanson is the only person both subject to ASX Listing Rule 10.14 and entitled to participate in the CWLRP as at the date of this Notice of Meeting. No grants have been made to Mr Swanson under the Plan as at the date of this Notice of Meeting. No loans have been made to Mr Swanson in relation to the Plan.

For completeness, we note that, as has been previously disclosed and approved, Mr Swanson was granted 2,759,624 Performance Rights of which 791,246 have vested to date, under the Company's previous rights plan for nil consideration.

Subject to Shareholder approval, the Performance Rights must be granted within 3 years of the date of the Annual General Meeting at which approval is obtained, and will in practice be granted within 30 days of the meeting.

Mr Swanson's total remuneration package is set out in the Company's Annual Report for FY20, and may be summarised as follows based on the policy at the time of writing:

- fixed remuneration of \$715,000
- a short term variable remuneration at target of \$346,653 and up to \$485,314 at maximum, which will be delivered half in cash and half in deferred equity; and
- a long term variable remuneration at target of \$800,000

Mr Swanson's total remuneration package at target is therefore \$1,861,653, with a policy maximum of \$2,000,314.

Details of any securities issued under the scheme will be published in the Company's Annual Report for the year ended 30 June 2021 (being the annual report relating to the period in which the securities are to be issued).

Any persons covered by Listing Rule 10.14 and not named in this Notice of Meeting may not participate in the Plan until approval is obtained for them under Listing Rule 10.14.

If Shareholder approval is obtained in respect of Resolution 7, any issue of Performance Rights to Mr Swanson on the terms set out in this Notice of Meeting will not be counted towards the Company's capacity to issue equity securities under ASX Listing Rule 7.1 pursuant to ASX Listing Rule 7.2, Exception 14.

If Shareholder approval is not obtained, Mr Swanson's Performance Rights may be settled via on-market purchase of shares, or cash payment.

Recommendation

The Directors (excluding Mr Swanson, who abstains from making a recommendation due to his interest in the Resolution) unanimously recommend that Shareholders vote in favour of Resolution 7. The Chair intends to vote any undirected proxies in favour of Resolution 7.

RESOLUTION 8 – APPROVAL OF THE CLEARVIEW WEALTH LIMITED RIGHTS PLAN

Resolution 8 seeks Shareholder approval for the Company's Rights Plan in order to preserve the 15% limit on new issues that may be made during any 12 month period, without shareholder approval. If passed the approval will exclude any Rights (as defined in the Plan rules) that are issued from the calculation of the utilisation of the 15% limit during the 3 years following the approval.

Executive remuneration in the Company is determined by the Board based on the recommendations of its non-executive members, taking consideration of relevant market practices and the circumstances of the Company, on an annual basis. It is the view of the non-executive members of the Board that it is in the interests of shareholders for selected executives, directors and other employees (the Participants) to receive part of their remuneration in the form of equity interests.

The Plan is designed to form a significant component of variable remuneration for executives by facilitating long term variable remunerations (LTVR), the deferral of short term variable remunerations (STVR) into equity, as well as potentially fixed remuneration or retention incentives from time to time. It is the

view of the Board that the holding of such equity interests creates alignment between Shareholder interests and the interests of Participants. If approved, grants under the Plan will facilitate the Company providing appropriate, competitive and performance-linked remuneration to the employees of the Company.

Non-executive directors are not eligible to participate in the Plan and this is intended to support their independence in providing governance oversight for this component of remuneration.

ASX Listing Rule 7.2, Exception 13(b) requires Shareholders to be informed of the number of securities issued under any relevant employee incentive scheme since the date of the last approval. The Company's previous executive share plan was last approved by Shareholders at the 2018 AGM held on 20 November 2018 and there have been no grants since that time. This is the first time that approval has been sought for the Plan for the purpose of Listing Rule 7.2, Exception 13 (or its predecessor exception). As at the date of this Notice of Meeting, no Rights have been granted under the Plan.

ASX Listing Rule 7.2, Exception 13 also requires Shareholders to be informed of the maximum number of equity securities proposed to be issued under the Plan following Shareholder approval.

The maximum number of Rights proposed to be issued under the Plan within the 3 year period from the date of the passing of Resolution 8 is 101,218,958 Rights, representing 15% of the total share capital of the Company as at the date of this Notice of Meeting. This maximum is not intended to be a prediction of the actual number of Rights to be issued under the Plan but is specified as a ceiling for the purposes of Listing Rule 7.2, Exception 13(b).

In the event that the Company proposes to issue in excess of 101,218,958 Rights under the Plan, or proposes to issue Rights on terms that are materially different to those described in this Notice of Meeting, those future securities must be counted towards the Company's capacity to issue equity securities under ASX Listing Rule 7.1 at the time of issue.

In the absence of Shareholder approval, future issues of securities under the Plan may still be made, but must be counted towards the Company's capacity to issue equity securities under ASX Listing Rule 7.1 at the time of issue.

A summary of the main features of the Plan is set out in the table below:

Aspect	Details
Instrument	<p>The Plan uses indeterminate Rights which are an entitlement to the value of a Share (less any Exercise Price) which may be settled in cash or in Shares, at the Board's discretion. Generally, it is expected that vested Rights will be settled in Shares (including Restricted Shares).</p> <p>The Plan allows for three classes of Rights which may be appropriate forms of remuneration under various circumstances, being;</p> <ul style="list-style-type: none"> a) Performance Rights which vest when performance conditions have been satisfied and will generally be used for the purpose of granting long term variable remunerations to executives; b) Service Rights which vest after completion of a period of service and which will generally be used as a retention incentive below the executive level if and when appropriate; and c) Restricted Rights which are vested at grant but which may have exercise restrictions and/or specified disposal restrictions that extend to the Shares that result from the exercise of Rights, and will generally be used to defer earned remuneration from time to time (e.g. to defer STVR). <p>When an exercise price greater than nil is specified in an invitation the Rights are Share Appreciation Rights (SARs) that only produce value when the Share price exceeds the exercise price at the time of exercise (i.e. equivalent to an option). They may be Performance SARs, Service SARs or Restricted SARs under the foregoing classes of Rights.</p>
Terms and Conditions	<p>The Board has the discretion to set the terms and conditions on which it will offer Rights under the Plan, including the terms of Invitations.</p> <p>Performance Rights and Service Rights (including when they are SARs) are subject to vesting conditions. In the case of Performance Rights (including SARs) the vesting conditions are intended to be challenging and linked to indicators of sustainable value creation.</p> <p>The terms and conditions of the Plan include those aspects legally required as well as terms addressing exceptional circumstances, such as a de-listing, a major return of capital to shareholders, as well as the treatment of Rights and Restricted Shares on termination of employment.</p> <p>The Plan contains customary and usual terms having regard to Australian law for dealing with winding up, administration, variation, suspension and termination of the Plan.</p>
Variation of Terms and Conditions	<p>To the extent permitted by the ASX Listing Rules, the Board retains the discretion to vary or amend the terms and conditions of the Plan.</p>
Eligibility	<p>Eligible persons selected by the Board will be invited to participate in the Plan. Eligible persons includes: full time and part-time employees, directors and contractors.</p>
Term	<p>Each invitation to participate in the Plan (Invitation) will specify the term of Rights, as determined by the Board, and if not exercised within the term the Rights will lapse. The maximum term allowable is 15 years under the Plan rules, which is based on the maximum tax deferral period in Australia. However, because the Rights exercise automatically the life of the instrument will be the period between the grant date and the date of automatic exercise (see below).</p>
Number of Rights	<p>The number of Rights specified in an Invitation will be at the discretion of the Board. It is intended that the number of Rights to be granted will be determined annually with regard to the Participant's fixed remuneration, relevant market practices and the relevant policies of the Company regarding remuneration, such that total remuneration is appropriate in both quantum and structure.</p> <p>The maximum number of Rights that may be issued under the Plan, ignoring Rights that lapse, during the 3 years covered by the approval being sought is 5% of issued shares.</p>
Measurement Period	<p>The measurement period is the period over which vesting conditions are assessed and may be determined by the Board as part of each Invitation but will generally be three years for Performance Rights (including for Performance SARs).</p>

Aspect	Details
Vesting Conditions	<p>Vesting conditions are conditions that are used to determine the extent, if any, of vesting of Performance Rights and Service Rights (including when they are SARs). Vesting Conditions are to be determined by the Board as part of each Invitation.</p> <p>Performance Rights (including Performance SARs) will vest based on selected measures of Company performance and service with the Company. They are intended to create alignment with indicators of shareholder value creation over the measurement period.</p> <p>Service Rights will vest based on periods of service with the Company only and will generally relate to annual remuneration cycles when granted as part of fixed remuneration.</p> <p>Restricted Rights do not have vesting conditions.</p>
Gates	<p>The Board may attach gates to tranches of Performance Rights. A gate is a condition that must be met or exceeded before the vesting conditions attached to a tranche may be assessed for the purposes of vesting.</p>
Cost of Rights and Exercise Price	<p>No amount is payable by Participants for Rights unless otherwise determined by the Board.</p> <p>No exercise price is payable by a Participant to exercise Rights under the Plan rules. However, as part of the terms of an Invitation the Board may determine that a notional exercise price applies, which will be deducted from the value of a Share in determining the exercised Rights value (i.e. creating a cashless exercise option or SAR which functions identically to an option, but is less dilutive than traditional options from a shareholder perspective).</p> <p>The value of the Rights forms part of the annual total remuneration appropriate to each Participant.</p>
Exercise of Vested Rights	<p>Rights may be exercised after the latter to occur of the Vesting Date, and the elapsing of Exercise Restrictions but not later than the end of the Term of the Rights. Invitations may provide for Rights to be exercised automatically on the latter to occur of the vesting date, and the elapsing of exercise restrictions.</p> <p>Upon exercise of vested Rights the Exercised Rights Value (defined below) will be calculated as follows and will be either be paid in cash, converted into Shares based on the then Share price, or a combination of cash and Shares, as determined by the Board:</p> <p>Exercised Rights Value = Number of Rights Exercised x (Share Price at Exercise – Exercise Price)</p> <p>Generally, it is expected that the Exercised Rights Value will be settled in Shares. Such Shares will often be Restricted Shares as they will be subject to disposal restrictions if the exercise occurs during a period in which trading in Shares is prohibited under the Company’s securities trading policy.</p>
Exercise Restrictions	<p>An Invitation may specify a period of exercise restrictions during which vested Rights may not be exercised.</p> <p>For restricted Rights which are fully vested at grant, exercise restrictions apply for at least 90 days following grant.</p>
Disposal Restrictions	<p>Rights may not be sold, transferred, mortgaged, charged or otherwise dealt with or encumbered, except by force of law.</p> <p>Shares acquired from the exercise of vested Rights will be subject to disposal restrictions due to:</p> <ol style="list-style-type: none"> The Company’s securities trading policy, and The insider trading provisions of the Corporations Act. <p>Shares resulting from the exercising of Rights that may not be traded due to the foregoing or because of specified disposal restrictions included in an Invitation will be Restricted Shares while they are so restricted. The Company will ensure that such restrictions are enforced due to the presence of CHESS holding locks or alternatively via holding of the Restricted Shares in an appropriate employee share trust.</p>
Disposal and Exercise Restriction Release at Taxing Point	<p>In the event that a taxing point arises during employment with the Company in relation to restricted Rights or Restricted Shares and the exercise restrictions or specified disposal restrictions have not elapsed then they will cease to apply to 50% of the taxable Rights and Shares. This ensures that unreasonable tax outcomes are avoided.</p>

Aspect	Details
Termination of Employment	<p>If termination of employment occurs within the first year of the measurement period, Performance Rights (including Performance SARs) will be forfeited in the proportion that the remainder of the first year of the measurement period bears to a full year, commensurate with the annual nature of Performance Rights grants. Remaining Performance Rights will then continue to be held for testing for vesting at the end of the measurement period. Any Performance Rights that do not vest following the assessment of the vesting conditions will be forfeited.</p> <p>Service Rights (including Service SARs) will be dealt with as specified in the relevant Invitation as appropriate to the circumstances of the granting of Service Rights and applicable measurement periods.</p> <p>If Rights are exercised after the termination of employment and the Share price is lower at the date of exercise than on the date of termination, then the Exercised Rights Value will be settled in cash unless otherwise determined by the Board, in order to address potential tax problems.</p> <p>It should be noted that the Plan contains clauses that address fraud, misconduct, inappropriate benefits and clawback which will result in the forfeiture of unvested rights.</p>
Change of Control or Delisting	<p>In the event the Board determines that the Company will be subject to a de-listing, the vesting conditions specified in an Invitation for Performance Rights will cease to apply and:</p> <ul style="list-style-type: none"> unvested Performance Rights will vest in accordance with the following formula: $\text{Number of Performance Rights to Vest} = \text{Unvested Performance Rights Period} \times \text{\% of First year of Measurement Elapsed} \times \frac{(\text{Share Price at the Effective Date} - \text{Share Price at Measurement Period Commencement})}{\text{Share Price at Measurement Period Commencement}}$ <ul style="list-style-type: none"> remaining Performance Rights may vest or lapse as determined by the Board; Service Rights will vest to the extent determined to be appropriate by the Board under the circumstances applicable to each grant of Service Rights; and exercise restrictions and specified disposal restrictions will cease to apply on the date determined by the Board.
Major Return of Capital or Demerger	<p>In the event that the Board forms the view that a major part of the Company's assets or operations will imminently cease to be owned by the Company or a subsidiary of the Company due to an intention to sell or separately list those assets or operations, or in the event of a major return of capital to Shareholders, the Board has discretion to vest, lapse or adjust the terms of Rights such that Participants are neither advantaged nor disadvantaged by the corporate action.</p> <p>Restricted Rights will cease to be subject to exercise restrictions prior to the return of capital or demerger, on the date determined by the Board.</p>
Board Discretion and Preventing Inappropriate Benefits	<p>The Board has discretion to adjust the number of Rights that ultimately vest if it forms the view that the unadjusted outcome is not appropriate to the circumstances that prevailed over the measurement period and/or to the contribution of a Participant to outcomes over the measurement period.</p> <p>The Board has sole discretion to determine that some or all unexercised Rights held by a Participant lapse on a specified date, if allowing the Rights to be retained would, in the opinion of the Board, result in an inappropriate benefit to the Participant. Such circumstances include joining a competitor or actions that harm the Company's stakeholders.</p> <p>In the case of fraud or misconduct, Participant will forfeit all unvested Rights.</p>
Bonus Issues, Rights Issues, Voting and Dividend Entitlements	<p>The number of Rights held by Participants will be proportionately adjusted to reflect bonus issues. Right holders will not participate in Shareholder rights issues but may, subject to the ASX Listing Rules, be offered options on similar terms to the rights issue.</p> <p>Rights do not carry voting or dividend entitlements. Shares (including Restricted Shares) issued when Rights are exercised carry all entitlements of Shares, including voting and dividend entitlements.</p>
Quotation	<p>Rights will not be quoted on the ASX. The Company will apply for official quotation of any Shares issued under the Plan, in accordance with the ASX Listing Rules.</p>

Aspect	Details
Issue or Acquisition of Shares	Shares allocated to a Participant when Rights are exercised under the Plan may be issued by the Company or acquired on or off market by a trustee whose purpose is to facilitate the operation of the plan.
Cost and Administration	The Company will pay all costs of issuing and acquiring Shares for the purposes of satisfying exercised Rights, as well as any brokerage on acquisitions of Shares for this purpose and all costs of administering the Plan.
Hedging	The Company prohibits the hedging of Rights or Shares subject to disposal restrictions by specified Participants.

Recommendation

The non-executive Directors unanimously recommend that Shareholders vote in favour of Resolution 8. The Chair intends to vote any undirected proxies in favour of Resolution 8.

Given their potential interest in Resolution 8, executive Directors make no recommendation to Shareholders with respect to Resolution 8.

RESOLUTION 9: SELECTIVE BUY-BACK OF UNVESTED ESP SHARES

In accordance with the ESP, the Company is proposing to conduct a selective buy back from certain Contractor Participants (as defined below) who were issued Shares under the ESP subject to certain vesting conditions or performance conditions which have not been satisfied within the time specified in the Invitation or have become incapable of being satisfied (**Eligible Contractors**).

The Company extended the ESP to financial advisers in November 2011. The financial advisers are “Contractor Participants” for the purposes of the ESP. The Eligible Contractors were issued with Shares under the ESP from 8 August 2012 to 27 April 2016. These Shares were issued subject to vesting conditions or performance conditions set out in the Invitation that have not been satisfied within the time specified in the Invitation or have become incapable of being satisfied (**Unvested Shares**). Each Eligible Contractor was also provided with financial assistance in accordance with the ESP Rules and individual loan terms to acquire the Unvested Shares. Under the ESP Rules the Company is entitled to buy back the Unvested Shares in relation to the financial assistance. The Board is proposing to exercise the right to buy back the Unvested Shares to satisfy the financial assistance in accordance with the ESP Rules.

The Company is seeking approval from Shareholders as a special resolution (with no votes being cast in favour by the Eligible Contractors) pursuant to section 257D of the Corporations Act to carry out the buy back as a selective buy back (**Proposed Buy Back**). As the Unvested Shares are held by Contractors, the Company is proposing to buy back the shares in accordance with section 257D of the Corporations Act (rather than under the employee share scheme buy back regime). The number

of Unvested Shares will be no more than 10% of the smallest number of Shares, at any time during the last 12 months, of votes attaching to the voting shares, of the Company.

In accordance with the ESP Rules, the price of the transfer for all of the Eligible Contractor’s shares will be the lower of the original price and the total amount owing in relation to the financial assistance (including accrued interest). The buy-back will be under the terms of the Buy Back Agreement which are summarised below.

Reasons for carrying out the Proposed Buy Back

The Unvested Shares are held by Eligible Contractors who have forfeited the shares, not satisfied the vesting conditions (or are incapable of satisfying the vesting conditions) under the terms of the individual Invitation. The ESP provides that Unvested Shares can be bought back and cancelled, and the Board has determined that this is the most appropriate mechanism to use. The Company considers that it is in the interests of the Company and all Shareholders that the Unvested Shares be bought back and cancelled by the Company. The Buy Back Agreement the Company will use pursuant to the ESP rules will effect the buy back of the Unvested Shares on these terms.

Key terms of Buy Back Agreement

The Buy Back Agreement will be consistent with the terms of the ESP, which the Company will use to effect the buy back of the Unvested Shares.

Selective buy back requirements of the Corporations Act

Section 257A of the Corporations Act provides that a company may buy back its own shares if:

- the buy back does not materially prejudice the Company’s ability to pay its creditors; and
- the Company follows the procedures set out in Division 2 of Chapter 2J.1 of the Corporations Act.

The procedures required differ for each type of buy back. As set out above, the Proposed Buy Back is classified as a selective buy back because it is only being made to certain Shareholders.

Pursuant to section 257D(2) of the Corporations Act, the

Company must include with the Notice of Meeting a statement setting out all information known to the Company that is material to the decision on how to vote on the Resolution. However, the Company does not have to disclose information if it would be unreasonable to require the Company to do so because the Company had previously disclosed the information to Shareholders.

Section 257H(3) of the Corporations Act provides that immediately after the registration of the transfer to a company of shares bought back, the shares are cancelled.

Details of the Proposed Buy Back

ASIC Regulatory Guide 110 sets out what ASIC expects a company to provide when disclosing such information to shareholders with a notice of meeting. This information is set out below:

- The Company currently has 674,793,050 Shares on issue at the date of this Notice.
- The number of Unvested Shares to be bought back is 2,435,940 which represents approximately 0.36% of the total Shares on issue at the date of this Notice.
- The terms of the Buy Back Agreement are set out above.
- The offer price is the lower of the original acquisition price for the individual parcel of Unvested Shares or the amount owing by the Eligible Contractor under its loan
- The reasons for the Proposed Buy Back is as set out above, and to give effect to the ESP, specifically, to buy back and cancel the Shares if the vesting conditions or the performance conditions are not met.
- No Director is eligible to participate in the Proposed Buy Back.
- The Buy Back will not have a material effect on the financial position of the Company.
- The Company does not require funds to effect the Proposed Buy Back because the consideration will be the satisfaction of loans owed to the Company by the Eligible Contractors.
- The key advantage of carrying out the Proposed Buy Back is that it gives intention to the terms on which the Company issued the Unvested Shares which was approved by Shareholders by way of the approval of the ESP Rules in 2018.
- The Company does not consider that there are any disadvantages associated with buying back the Unvested Shares.

- The Proposed Buy Back is not expected to have an effect on the control of the Company.
- The Unvested Shares are held by certain Contractor Participants who have been issued Shares and not met the vesting conditions for all of the Shares under the Invitation. These Eligible Contractors will be identified immediately prior to the Notice being sent to Shareholders.
- The Shares were trading at \$0.32 on 6 October 2020 being the trading day immediately prior to the date on which this Notice was finalised.

Recommendation

For the reasons set out in this Explanatory Statement, the Directors unanimously recommend that the Shareholders vote in favour of the Proposed Buy Back.

No Director may participate in the Proposed Buy Back, and no Director will receive any payment or benefit of any kind as a consequence of the Proposed Buy Back.

Glossary - Defined Terms

In this Explanatory Statement, unless the context otherwise requires:

Annual General Meeting or AGM means the general meeting to be held at as a virtual meeting on Thursday 12 November 2020 at 10.00am.

Annual Report means the annual report of the Company prepared for the year ended 30 June 2020.

ASX means ASX Limited (ACN 008 624 691) or the securities market which it operates, as the case may be.

ASX Listing Rules means the listing rules of the ASX.

Auditor means Deloitte Touche Tohmatsu.

Auditor's Report means the report prepared by the Auditor in relation to the Financial Statements.

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

Chair means the person elected as the chairperson of the Annual General Meeting.

ClearView means ClearView Wealth Limited ACN 106 248 248.

ClearView Group means ClearView and its related bodies corporate (as that term is defined in the Corporations Act) together.

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;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of the member's spouse;
- (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;
- (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.

Directors' Report means the report of the Directors for the year ended 30 June 2020.

Eligible Employee has the meaning given to that term in the ESP Rules.

ESP Rules means the executive share plan rules a summary of which is included in this Notice.

Executive Share Plan or ESP means the executive share plan of the

Company dated 5 December 2006 approved by Shareholders on 29 January 2007, 7 October 2009, 26 November 2012, 11 November 2015 and most recently approved by Shareholders on 20 November 2018.

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 2020.

Invitation has the meaning given to that term in the ESP Rules.

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.

Managing Director means Simon Swanson.

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

Offer has the meaning given to that term in the ESP Rules.

Participants means each of Simon Swanson, Judilyn Beaumont, Athol Chiert, Christopher Blaxland-Walker, Oral Cowan, Deborah Lowe, Hicham Mourad, Justin McLaughlin and Todd Kardash and Participant means any one of them.

Performance Rights means a performance right granted to a participant in the CWLRP and on the terms set out in the CWLRP rules and the individual participant's invitation letter.

Proposed Buy Back means the selective buy-back of unvested ESP Shares.

Remuneration Report means the remuneration report of the year ended 30 June 2020.

Resolutions means a resolution set out in the Notice and Resolution means any one of them.

Reports means the Financial Statements, Directors' Reports and Auditor's Report.

Restricted Shares means Shares subject to a disposal restriction

Senior Management Team or SMT means the senior management team of the ClearView Group from time to time.

Share means a fully paid ordinary share in the Company.

Shareholder means a holder of Shares.

SMT LTI means senior management team long term incentive.

SMT LTIP means the SMT LTI plan approved by the Board on 21 June 2017 and described in the Company's 2017, 2018, 2019 and 2020 annual reports.

Termination Benefit means a benefit given in connection with a person's retirement from an office or position.

VWAP means the volume weighted average price.





ClearView Wealth Limited
ABN 83 106 248 248

Need assistance?



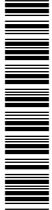
Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact

CVW

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



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by 10:00am (Sydney time) Tuesday, 10 November 2020.

ClearView Wealth Limited Annual General Meeting

This year, as part of the Australian Government's response to the Coronavirus crisis, temporary modifications have been made to the *Corporations Act 2001* under the *Corporations (Coronavirus Economic Response) Determination (No.3) 2020*.

These modifications allow notices of meeting, and other information regarding a meeting to be provided online where it can be viewed and downloaded. We are relying on technology to facilitate shareholder engagement and participation in the meeting. Details of where you can access the notice of meeting, lodge a proxy and participate in the meeting are contained in this letter.

Meeting date and location:

The Annual General Meeting of ClearView Wealth Limited will be a virtual meeting, which will be conducted online on Thursday, 12 November 2020 at 10:00 am (Sydney time).

Attending the meeting online:

If you choose to participate online on the day of the meeting you will be able to view a live webcast of the meeting, ask the Directors questions online and submit your vote in real time.

Webcast and Questions

To view the live webcast and ask questions online you will need to visit http://bit.ly/ClearView_Wealth_Limited_AGM

Voting

To vote online during the meeting you will need to visit web.lumiagm.com/378981932 on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge or Firefox. Please ensure your browser is compatible. For further instructions on how to participate online please view the online meeting user guide at www.computershare.com.au/onlinevotingguide

Access the meeting documents and lodge your proxy online:

Online:

Access the meeting documents and lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com



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



ClearView Wealth Limited
ABN 83 106 248 248

CVW

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Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by 10:00am (Sydney time) Tuesday, 10 November 2020.

Proxy Form

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.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



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

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

XX

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

the Chair of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chair 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 Chair 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 virtually on Thursday 12 November 2020 at 10:00am (Sydney time) and at any adjournment or postponement of that meeting.

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Items 1, 6 and 7 (except where I/we have indicated a different voting intention in step 2) even though Items 1, 6 and 7 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

Important Note: If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Items 1, 6 and 7 by marking the appropriate box in step 2.

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	Adoption of Remuneration Report (non-binding resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Geoff Black as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Gary Burg as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Re-election of Jennifer Lyon as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Re-election of Susan Young as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of Termination Benefits	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval for Granting of Rights to a Director – Simon Swanson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Approval of the CWL Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Selective Buy-Back of unvested ESP shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

CVW

2 6 7 3 6 9 A



Computershare





ClearView Wealth Limited
ABN 83 106 248 248

All general correspondence to:
Computershare Investor Services Pty Limited
GPO Box 2975 Melbourne
Victoria 3001 Australia
Enquiries (within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000
Facsimile +61 3 9473 2500
www.investorcentre.com/contact
www.computershare.com.au

CVWRM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in ClearView Wealth Limited (ASX: CVW). Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the Financial Report, Directors' Report and Auditor's Report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following:

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all securityholders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

ClearView Wealth Limited

