

# Market Release

6 October 2022

## ClearView 2022 Notice of Annual General Meeting

ClearView Wealth Limited (ASX: CVW, “ClearView”), in accordance with the ASX Listing Rules, attaches its 2022 Notice of Annual General Meeting (AGM), together with meeting documents and proxy form sample.

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

ENDS

For more information, please contact:

### Investor inquiries

Trevor Franz  
Catapult Partners  
**E:** [trevorfranz@catapultpartners.com.au](mailto:trevorfranz@catapultpartners.com.au)

### Media inquiries

Leng Ohlsson  
Head of Corporate Affairs  
**M:** 0409 509 516  
**E:** [leng.ohlsson@clearview.com.au](mailto:leng.ohlsson@clearview.com.au)

### Approval of Announcement

The Continuous Disclosure Committee of ClearView has authorised the release of this announcement 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 two business segments: Life Insurance and Wealth Management are focused on delivering quality products and services.

For more information visit [clearview.com.au](https://clearview.com.au)



## Notice of 2022 Annual General Meeting

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

**Date: Thursday, 10 November 2022**

**Time: 10.00am (Sydney time)**

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

# Notice of Meeting

The 2022 Annual General Meeting (**AGM or Meeting**) of ClearView Wealth Limited (ClearView) will be held in person and online as a hybrid meeting on Thursday 10 November 2022. The Meeting will commence at 10.00am (AEDT), with online 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 importance of maintaining social distancing measures, this year's AGM will be conducted as a hybrid meeting.

Shareholders, and their proxies, corporate representatives and attorneys will be able to participate in the Meeting in person and through the AGM online platform, including voting and asking questions online in real time (for those entitled to do so). The hybrid AGM will provide equal opportunity for all shareholders in the Meeting, regardless of your location.

## 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.

To participate online you will need to visit <https://meetnow.global/MF9RUWC> on your smartphone, tablet or computer.

To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready. Proxyholders will need to contact Computershare prior to the meeting to obtain their login details.

To participate in the meeting online follow the instructions below.

1. Click on 'Join Meeting Now'.
2. Enter your SRN/HIN. Proxyholders will need to contact Computershare on +61 3 9415 4024 one hour prior to the meeting to obtain their login details.
3. Enter your postcode registered to your holding if you are an Australian securityholder. If you are an overseas securityholder select the country of your registered holding from the dropdown list.
4. Accept the Terms and Conditions and 'Click Continue'.

You can view the meeting live, ask questions verbally or via a live text facility and cast votes at the appropriate times while the meeting is in progress

You will need the latest versions of Chrome, Safari, 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/virtualmeetingguide](http://www.computershare.com.au/virtualmeetingguide).

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

If Shareholders are unable to attend the Meeting, they are encouraged to appoint a proxy to attend and vote on their behalf, in accordance with the instructions contained in this Notice (see the "Proxies" section on page 6 below). If you direct your proxy how to vote, your votes will be cast at the Meeting in accordance with your directions (subject to the voting exclusions set out in this Notice).

## Questions

Shareholders have the opportunity to submit their questions in advance of the Meeting. You are encouraged to direct questions to the Chairman or auditor by email at [ir@clearview.com.au](mailto:ir@clearview.com.au) or via post (as described in this Notice of Meeting) so that they are received not later than 5.00pm (Sydney time) Thursday 3 November 2022. Please use the email subject "2022 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, Directors' and Auditor's and Reports

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2022.

Note that no resolution is required for this item of business.

### 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, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the year ended 30 June 2022, 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

In accordance with the Corporations Act, 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/or any Closely Related Party of such a member of Key Management Personnel, in any capacity (including as a proxy); or
- by any person who is a member of Key Management Personnel as at the time the Resolution is voted on at the Meeting, or a Closely Related Party of such a member of Key Management Personnel, as a proxy,

unless the vote is cast as proxy for a person otherwise entitled to vote on Resolution 1:

- in accordance with the express direction of the appointor; or
- by the Chair where the proxy appointment does not specify the way the proxy is to vote on Resolution 1 and expressly authorises the Chair to exercise the proxy in respect of Resolution 1 even though the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

### 3. Resolutions 2 and 3 - Re-election of Directors

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

#### Resolution 2 - 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 ASX Listing Rule 14.4 and, being eligible for re-election, be re-elected as a Director."

#### Resolution 3 - 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 ASX Listing Rule 14.4 and, being eligible for re-election, be re-elected as a Director."

### 4. Resolution 4 - Amendments to Constitution

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

"That, in accordance with section 136(2) of the Corporations Act, the amendments to the Company's Constitution as described in the Explanatory Statement accompanying this Notice of Meeting (and which are set out in full in the copy of the amended Constitution accessible to Shareholders on ClearView's website before the Meeting, as described in the Explanatory Statement accompanying this Notice of Meeting) be approved with effect from the close of the Meeting."

A copy of the amended Constitution is available from ClearView's website at [clearview.com.au/AGM](http://clearview.com.au/AGM).

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 7.00pm (Sydney time) on Tuesday 8 November 2022. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting. A person's entitlement to vote on a Resolution is subject to the applicable voting exclusions set out above.

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

The Corporations Act and the ASX Listing Rules require that certain persons must not vote, and the Company must disregard any votes cast by or on behalf of certain persons, in respect of certain Resolutions that will be considered by Shareholders at the Meeting. The persons that are excluded from voting on each Resolution (if any) are described above. 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

In light of the ongoing coronavirus pandemic and the importance of maintaining social distancing measures, this year's AGM will be conducted as a hybrid meeting. Shareholders will be able to attend in person and online. Shareholders and their duly appointed proxies, corporate representatives and attorneys will be able to attend and participate in the Meeting by:

- joining the meeting in person;
- joining the online Meeting in real time via the online platform accessible at <https://meetnow.global/MF9RUWC>
- asking questions of the Board and the external auditor (for those entitled to do so):
  - before the Meeting by lodging questions via email at [ir@clearview.com.au](mailto:ir@clearview.com.au) or via post (as described below);
  - during the Meeting in person and in real time via the online platform; and
  - voting on the resolutions to be considered at the Meeting either by appointing a proxy before the Meeting (online or using the enclosed proxy form) or by voting in person or in real time during the Meeting via the online platform.

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/onlinemeetingguide](http://www.computershare.com.au/onlinemeetingguide).

Registration of attendance at the Meeting will commence at 9.30am. If you intend to use the online platform, we recommend that you test to see that it works on your device.

If Shareholders are unable to attend the Meeting in person or via the online platform, they are encouraged to appoint a proxy to attend and vote on their behalf in accordance with the instructions contained in this Notice of Meeting. Appointing a proxy will not preclude a Shareholder from attending and voting at the Meeting via the online platform should they elect to do so.

### Resolution by Poll

In accordance with the *Treasury Laws Amendment (2021 Measures No. 1) Act 2021* (Cth) each resolution considered at the Meeting will be conducted by a poll, rather than on a show of hands.

## Proxies

If you are a Shareholder entitled to attend and vote at the Meeting, 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 (fractions will be disregarded). A proxy need not be a Shareholder of the Company and can be an individual or body corporate.

A proxy may decide whether to vote on an item of business, except where the proxy is required by law or the Constitution to vote, or abstain from voting, in his or her capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may only vote on the item as directed. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit.

If a Shareholder lodges a proxy form or appoints a proxy online but fails to nominate a proxy, the Shareholder will be taken to have appointed the Chair of the Meeting as the Shareholder's proxy by default.

The appointment of one or more duly appointed proxies will not preclude a Shareholder from attending the Meeting and voting personally. If the member votes on a resolution, the proxy must not vote as the member's proxy on that resolution.

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 such evidence is not received before the Meeting, then the body corporate (through its representative) will not be permitted to act as proxy. Please contact Computershare to obtain the relevant corporate representative appointment documentation. You will require the shareholding details of the body corporate, including the SRN or HIN and registered address for the shareholding to obtain the corporate representative documentation.

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

A proxy form signed under a power of attorney or other authority (if any) must be accompanied by the signed power of attorney, or a certified copy of the power of attorney.

If you sign and return a proxy form or appoint a proxy online 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) by marking either "For", "Against" or "Abstain" on the proxy form (or, if the proxy is appointed online, by directing the proxy how to vote on the relevant resolution in accordance with the instructions on the website) for the relevant Resolution. 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 the Chair has been expressly authorised by the proxy appointment to do so.

### How the Chair will vote undirected proxies

#### The Chair intends to vote any undirected proxies in favour of all Resolutions

The Chair intends to vote all available (including undirected) proxies in favour of all Resolutions (subject to the applicable voting exclusions described above), including Resolution 1 (Adoption of Remuneration Report). You should note that if you appoint the Chair as your proxy, or the Chair is appointed as your proxy by default, you will be taken to authorise the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. In exceptional circumstances, the Chair may change their voting intention in which case an ASX announcement will be made by the Company.

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 (subject to the applicable voting exclusions described above) or to abstain from voting on a Resolution. Simply mark your voting directions on the proxy form before you return it or, if the proxy is appointed online, direct the proxy how to vote on the relevant resolution in accordance with the instructions on the website.

## Where to lodge a proxy

You may lodge a proxy (including by lodging a proxy vote online) by following the instructions set out on the proxy form accompanying this Notice of Meeting.

For a proxy appointment to be effective, the proxy (and, if applicable, any power of attorney or other authority under which it is signed) 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, not later than 10.00 am Sydney time on Tuesday 8 November 2022.

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

[www.investorvote.com.au](http://www.investorvote.com.au)

Fax (within Australia): 1800 783 447

Fax (outside Australia): +61 3 9473 2555

Given changes to Australia Post's services which may see mail take longer to arrive as a result of the ongoing pandemic, the Company suggests that you allow additional time if you decide to send your completed proxy form by post.

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.au](http://www.investorcentre.com.au) and select "Printable Forms".

## Admission to the Meeting

The Meeting will take place at 10:00am (Sydney time) on Thursday, 10 November 2022. Shareholders may join the Meeting in person or via the online platform accessible at <https://meetnow.global/MF9RUWC>.

If you will be attending the Meetings in person and you do not appoint a proxy, please bring your proxy form (if you still have one) to the Meeting to help speed admission. Your proxy form contains identification details that can be scanned upon entry. If you do not bring your proxy form with you, you will still be able to attend and vote at the Annual General Meeting, but representatives from Computershare will need to verify your identity. You will be able to register from 9.30am on the day of the meeting.

If you would like to attend the online Meeting, you will need your name, address, email address and shareholder reference number to register. Shareholders will be able to access the online meeting platform from 9.30am (Sydney time).

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.

Further details on 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](http://www.computershare.com.au/onlinevotingguide).

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:

- the Company; or
- Deloitte Touche Tohmatsu relevant to the conduct of the audit and content of the Auditor's Report, can also be submitted in advance of the Meeting and must be received no later than 5.00pm (Sydney time) on Thursday, 3 November 2022 at Computershare (at the address or fax number for lodgement of 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](mailto:ir@clearview.com.au) and received no later than 5.00pm (Sydney time) on Thursday 3 November 2022. A list of questions to the auditor will be available at the Meeting.

## Technical difficulties

Technical difficulties may arise during the course of the Meeting. This may include local technical difficulties experienced by Shareholders, such as poor internet connection. The Chair of the Meeting has discretion as to whether and how the Meeting should proceed if a technical difficulty arises. In exercising this discretion, the Chair of the Meeting will have regard to the number of Shareholders impacted and the extent to which participation in the business of the Meeting is affected. Where the Chair of the Meeting considers it appropriate, he or she may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions.

## Explanatory statement to the notice of Annual General Meeting

### Financial, Directors' and Auditor's Reports

The Company's 2022 Annual Report (which includes the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2022, together called the "Reports") will be presented to the Meeting (as required by the Corporations Act). Shareholders can access a copy of the Annual Report (which contains the Reports) on the Company's website at: [clearview.com.au](http://clearview.com.au) under the About ClearView/Financial Reports tab. As permitted by the Corporations Act, a printed copy of the Company's 2022 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. Shareholders will also be given an opportunity to ask the Company's external auditor, Deloitte Touche Tohmatsu, questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company for the preparation of the Financial Report and the independence of the auditor.

There is no formal resolution to be voted on in relation to this item of business.

### RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

Directors of ASX-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 56 to 76 of the Company's 2022 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 2022.
- 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 2022; and
- details of the Short-Term and Long-Term Incentive plans for members of the executive leadership 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 future remuneration practices and policies.

Shareholders should also note that, if 25% or more of the votes cast on Resolution 1 are against that Resolution, 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 Meeting, if at next year’s annual general meeting, 25% or more of the votes cast on the resolution to adopt the remuneration report for the relevant financial year are against that resolution, then a separate resolution (a “spill 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) who were in office at the date of issue of the relevant second consecutive remuneration report must stand for re-election.

### **Recommendation**

Noting that each Director has a personal interest in his/her own remuneration from the Company, the Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

### **RESOLUTION 2: RE-ELECTION OF GARY BURG AS A DIRECTOR**

Pursuant to Rule 6.4(a) of the Constitution and ASX Listing Rule 14.4, 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.

Mr Gary Burg, Non-Executive Director of the Company, was last re-elected as a Director on 12 November 2020 at the Company’s 2020 annual general meeting. Being eligible, Mr Burg offers himself for re-election as a Director at the Meeting.

ClearView notes that a Director retiring under Rule 6.4(a) of the Constitution satisfies the requirements under ASX Listing Rule 14.5 and Rule 6.4(b) of ClearView’s constitution.

Gary has significant experience in building life insurance businesses in South Africa and in Australia. Gary is Chairman of Edu Holdings Limited, an ASX listed company, Global Capital Holdings (Australia) Pty Limited, a company which manages principal investments on behalf of various investors.

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 2.

## RESOLUTION 3: RE-ELECTION OF SUSAN YOUNG AS A DIRECTOR

Pursuant to Rule 6.4(a) of the Constitution and ASX Listing Rule 14.4, 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.

MS Susan Young, Non-Executive Director of the Company, was last re-elected as a Director on 12 November 2020 at the Company's 2020 annual general meeting. Being eligible, Ms Young offers herself for re-election as a Director at the Meeting.

Susan has over 35 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 a Governor and former Non-Executive Director of WWF Australia and previously served on the board of the Westmead Institute for Medical Research and various Lend Lease Group companies.

Susan was appointed to the Board on 14 December 2016 and is a member and Chair of the Board Audit Committee, and a member and former Chair of both the Board Risk and Compliance Committee and the Nomination and Remuneration Committee.

She also served as a Non-Executive Director on ClearView's superannuation trustee board, ClearView Life Nominees Pty Ltd until 24 March 2022, and held the position as its Chairperson 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 3.

## RESOLUTION 4: AMENDMENTS TO CONSTITUTION

### Background

ClearView has recently undertaken a review of the Constitution (which was last amended by Shareholders at ClearView's annual general meeting on 10 November 2017) and proposes some modifications to reflect certain changes to corporate governance practices, the Corporations Act and the ASX Listing Rules, to accommodate hybrid and virtual meetings, and which update certain legacy provisions and outdated terminology.

Under section 136 of the Corporations Act, amendments to the Constitution may only be made by a special resolution of Shareholders.

### Overview of key proposed amendments to the Constitution

A summary of the key amendments that are proposed to be made to the Constitution is set out in the table below.

A copy of the Constitution that shows all proposed amendments is available from the ClearView website at [clearview.com.au/AGM](http://clearview.com.au/AGM).

Unless a contrary intention appears, capitalised terms used in the table below have the meaning given to them in the Constitution or the Notice of Meeting (as the context requires).

Rule	Summary of proposed amendment(s)
<b>Definitions</b> (Rule 1.2)	The proposed amendments to the Definitions section update and/or replace certain outdated terminology, add new definitions to reflect current law and amend the definition of "present in person" to make it clear that a member who attends a general meeting using technology or who has lodged a valid direct vote (each in accordance with the provisions of the amended Constitution) is present at a meeting.

Rule	Summary of proposed amendment(s)
<b>Registration of transfers</b> (Rule 4.2)	<p>It is proposed that the Constitution be amended to set out certain circumstances where the Company may ask ASX Settlement to apply a Holding Lock to prevent a Proper ASTC Transfer or may decline to register an instrument of transfer, including (but not limited to) in the circumstances permitted under the Listing Rules or the ASX Settlement Operating Rules (as applicable), where the registration of the transfer may breach an applicable law or where the Company is required to do so under the Listing Rules.</p>
<b>Virtual meeting technology</b> (Rule 5.1(f) and Part 5 generally)	<p>To facilitate the holding of meetings through virtual meeting technology and to provide clarity around the use of technology for the purpose of a general meeting, it is proposed that a new rule be inserted into the Constitution to expressly empower the Company to hold a general meeting of Shareholders at one or more physical venues using virtual meeting technology (ie, a “hybrid” meeting), or using only virtual meeting technology, in each case that gives Shareholders as a whole a reasonable opportunity to participate in the relevant meeting.</p> <p>A number of consequential amendments are proposed to Part 5 of the Constitution to facilitate the holding of general meetings using virtual meeting technology and the procedure for such meetings.</p> <p>ClearView has taken steps since the beginning of the global COVID-19 pandemic to ensure that all Shareholders can participate in general meetings virtually (online), while maintaining their health and safety. While Federal and State requirements and guidelines in respect of COVID-19 have been relaxed, ClearView wishes to retain the ability to hold hybrid and virtual Shareholder meetings in the future as a health measure and/or for administrative convenience.</p>
<b>General meetings</b> (Part 5)	<p>A number of amendments are proposed to Part 5 of the Constitution relating to general meetings of the Company, including (but not limited to) the following amendments:</p> <ul style="list-style-type: none"> <li>• convening of general meetings: amendments to clarify how meetings can be called and the manner in which they are conducted, including the insertion of additional provisions regarding postponements, cancellations, changes to the venue of a general meeting, changes to the technology to be used in respect of a general meeting, the inability to access a meeting using virtual meeting technology, and technical difficulties (see Rule 5.1);</li> <li>• notice requirements: amendments to ensure that the requirements for giving a notice of meeting (and the contents of a notice of meeting) are aligned with applicable law and the other applicable rules of the Constitution (see Rule 5.2);</li> <li>• admission and conduct: as an update to governance procedures, the chairperson of a general meeting is proposed to be given greater flexibility with respect to the conduct of general meetings and the procedures to be adopted in relation to or at the meeting, including admission requirements, time limits on discussions and, subject to the Corporations Act, the proposing (or amendment) of resolutions at the meeting (see Rules 5.3 and 5.7);</li> <li>• chairperson: amendments to clarify the circumstances in which an acting chairperson can preside (and eligibility to be acting chairperson) and certain ancillary matters in relation to an acting chairperson (see Rule 5.5);</li> <li>• adjournments: insertion of additional provisions relating to adjournments and suspensions (see Rule 5.6);</li> <li>• voting: amendments to reflect the requirements of the Corporations Act in relation to voting at a general meeting – in particular, the requirement for certain matters to be decided on a poll (rather than a show of hands) (see Rule 5.8); and</li> <li>• direct voting: a new rule is proposed to be inserted to facilitate direct voting by Shareholders in advance of a general meeting and which outlines the applicable procedure for this manner of voting (see Rule 5.9).</li> </ul>

Rule	Summary of proposed amendment(s)
<b>Proxies</b> (Rule 5.11)	An amendment is proposed to clarify the manner in which a proxy vote may be submitted (to reflect current practice, under which the majority of Shareholders lodge proxy votes online).
<b>Proceedings of Directors</b> (Rule 6.7)	The proposed amendments facilitate, subject to the Corporations Act, the use of technology for Directors' meetings. The notice requirements for Directors' meetings are also proposed to be updated to reflect current law and practice.
<b>Powers to determine or declare dividends</b> (Rule 8.1)	The Constitution is proposed to be amended to make it clear that, in addition to declaring a dividend, the Directors may determine that a dividend is payable (subject to the Corporations Act, the Constitution and the rights of persons entitled to shares with special rights to dividends) and, to the extent permitted by law, the Directors may rescind or alter any such determination before payment of the dividend is made.
<b>Capital reductions and ancillary powers</b> (Rules 8.8 and 8.9)	The proposed amendments make it clear that the Company may: (a) reduce its share capital (subject to applicable law); or (b) reduce its share capital in other ways, including by way of an in specie distribution of the assets of the Company, if certain conditions set out in the Constitution are satisfied.  The proposed amendments to the Constitution also give the Directors certain powers and discretions in the context of in specie distributions. Provisions are also proposed to deem that each Shareholder is taken to have appointed the Company (and any officer of the Company nominated by the Directors) as its agent or attorney to do anything necessary or desirable to give effect to the applicable in specie distribution, including (without limitation) agreeing to become a member, holder of shares, holder of debentures or holder of securities of the Company or another body corporate or trust (and be bound by its constitution) on behalf of that Shareholder. This amendment to the Constitution is consistent with similar amendments implemented by other ASX-listed entities.
<b>Notice</b> (Rule 9.1)	A number of amendments are proposed to expand the circumstances in which the Company may give notice to a Shareholder (including to facilitate notice by electronic means) to reflect applicable law. Provisions are also proposed to be included to clarify when a notice to Shareholders is deemed to be given.
<b>Restricted Securities</b> (Rule 12.1)	The proposed amendments reflect the requirements of the ASX Listing Rules.
<b>Consequential and other amendments</b> (various)	A number of additional minor changes are proposed to be made to the Constitution, including various consequential amendments in order to give effect to the changes summarised above and updates to terminology, so that the Constitution reflects current law and practice.

## Recommendation

For the reasons set out in this Explanatory Statement, the Directors unanimously recommend that Shareholders vote in favour of Resolution 4.

## Glossary - Defined Terms

In this Explanatory Statement, unless the context otherwise requires:

**Annual General Meeting or AGM or Meeting** means the annual general meeting of ClearView to be held on Thursday, 10 November 2020 at 10.00am (Sydney time).

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

**Associate** has the meaning given to it in the ASX Listing Rules or the Corporations Act, as the context requires.

**ASX** means ASX Limited (ACN 008 624 691) or the securities market which it operates, as the context requires.

**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 or the Company** 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 dependent 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.

**Constitution** means the constitution of the Company.

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

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

**CWLRP** means the ClearView Wealth Limited Rights Plan approved by Shareholders on 12 November 2020.

**Director** means the directors of the Company and Director means any one of them.

**Directors' Report** means the report of the Directors for the year ended 30 June 2022, as set out in the Annual Report.

**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.

**Financial Report** means the financial report of the Company for the year ended 30 June 2022.

**Key Management Personnel** are those people described as Key Management Personnel in the Remuneration Report and includes all Directors.

**Listing Rule or ASX 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.

**Remuneration Report** means the remuneration report of the Company for the year ended 30 June 2022, which is contained in the Company's Annual Report for the year ended 30 June 2022.

**Resolutions** means the resolutions 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.

**Share** means a fully paid ordinary share in the Company.

**Shareholder** means a holder of at least one Share.

**STVR** means short term variable remuneration.

**LTVR** means long term variable remuneration.

**VWAP** means the volume weighted average price.



**ClearView Wealth Limited**  
ABN 83 106 248 248

## Need assistance?



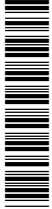
**Phone:**  
1300 855 080 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)

CVW

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



## ClearView Wealth Limited Annual General Meeting

The ClearView Wealth Limited Annual General Meeting will be held on Thursday, 10 November 2022 at 10:00am (AEDT). You are encouraged to participate in the meeting using the following options:



### MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit [www.investorvote.com.au](http://www.investorvote.com.au) and use the below information:



**Control Number: 999999**  
**SRN/HIN: I9999999999**  
**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

For your proxy appointment to be effective it must be received by 10:00am (AEDT) on Tuesday, 8 November 2022.



### ATTENDING THE MEETING VIRTUALLY

To view the live webcast and ask questions on the day of the meeting you will need to visit **insert link to webcast**

To vote online during the meeting you will need to visit <https://meetnow.global/MF9RUWC>  
For instructions refer to the online user guide [www.computershare.com.au/onlinevotingguide](http://www.computershare.com.au/onlinevotingguide)



### ATTENDING THE MEETING IN PERSON

The meeting will be held at:  
Level 15, 20 Bond Street, Sydney, NSW 2000

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.



**ClearView Wealth Limited**  
ABN 83 106 248 248



CVW

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SAMPLE ESTATE  
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## Need assistance?



**Phone:**  
1300 855 080 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AEDT) on Tuesday, 8 November 2022.**

# 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/au](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://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](http://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.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.



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 Chairman of the Meeting OR

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of ClearView Wealth Limited to be held at Level 15, 20 Bond Street, Sydney, NSW 2000 and as a virtual meeting on Thursday, 10 November 2022 at 10:00am (AEDT) and at any adjournment or postponement of that meeting.

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

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 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 Gary Burg as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Susan Young as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Amendments to Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

### 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

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