Notice of 2012 Annual General Meeting

Notice is given that the Annual General Meeting of Shareholders of ClearView Wealth Limited will be held on **Monday 26 November 2012** at **10.00 am Sydney time** at **Bridge Room, Intercontinental Hotel, Level 1, 117 Macquarie Street, Sydney NSW 2000.**

ClearView Wealth Limited · ABN 83 106 248 248
Address Level 12, 20 Bond Street, Sydney NSW 2000
www.clearview.com.au

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.

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 2012.

2. Re-election of Directors

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

Resolution 1 – Re-election of David Brown as a Director

"That David Brown, who was appointed a Director on 22 October 2012, pursuant to Rule 6.2(c) of the Constitution and being eligible for re-election, is elected as a Director."

Resolution 2 – Re-election of Gary Burg as a Director

"That Gary Burg, who was appointed a Director on 22 October 2012, pursuant to Rule 6.2(c) of the Constitution and being eligible for re-election, is elected as a Director."

Resolution 3 – Re-election of Bruce Edwards as a Director

"That Bruce Edwards, who was appointed a Director on 22 October 2012, pursuant to Rule 6.2(c) of the Constitution and being eligible for re-election, is elected as a Director."

Resolution 4 – Re-election of Les Fallick as a Director

"That Les Fallick, who was appointed a Director on 22 October 2012, pursuant to Rule 6.2(c) of the Constitution and being eligible for re-election, is elected as a Director."

Resolution 5 – Re-election of Nathanial Thomson as a Director

"That Nathanial Thomson, who was appointed a Director on 22 October 2012, pursuant to Rule 6.2(c) of the Constitution and being eligible for re-election, is elected as a Director."

Resolution 6 – Re-election of Dr Gary Weiss as a Director

"That Dr Gary Weiss, who was appointed a Director on 22 October 2012, pursuant to Rule 6.2(c) of the Constitution and being eligible for re-election, is elected as a Director."

3. Resolution 7 – 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 2012, being part of the Directors' Report, is adopted."

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

Voting Exclusion Statement

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

(a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or

(b) a Closely Related Party of such a member.

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

- the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; or
- the person is the Chair and has been appointed as a proxy (expressly or by default) without being directed how to vote on the resolution; and
- in either case, the vote is not cast on behalf of a person described in (a) or (b) above.

4. Resolution 8 - Refresh approval of the ClearView Executive Share Plan

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

"That the ClearView Executive Share Plan is approved, and the issue of securities under the ClearView Executive Share Plan is approved as an exception to Listing Rule 7.1 and for all other purposes."

Voting Exclusion Statement

The Company will disregard any votes cast on this Resolution by:

(a) any Director who is eligible to participate in the ESP; and

(b) an associate of a such Director,

unless the vote is cast by:

- a person as proxy for a person entitled to vote in accordance with the directions of the proxy form; or

- the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

5. Resolution 9 - Amend the ClearView Wealth Limited Constitution

To consider and, if thought fit, pass with or without modification the following resolution as a special resolution:

"That the Constitution of ClearView Wealth Limited is amended by:

(a) replacing the words "all the Directors" with "a majority of the Directors" in Rule 6.14(a);

(b) in Rule 6.14(a) replacing the words, "last signed by a Director", with "signed by a majority of the Directors"; and

(c) replacing the words "all the Directors" with "a majority of the Directors" in Rule 6.14(b)(ii)."

By order of the Board

Christopher Robson
Company Secretary

23 October 2012

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 7.00 pm Sydney time on 24 November 2012. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Proxies

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

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

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

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

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

Proxy voting by Key Management Personnel

Due to the voting exclusions and requirements referred to in the Notice of Meeting, if you intend to appoint any Director or Key Management Personnel or their Closely Related Parties, other than the Chair, as your proxy, you should direct your proxy how to vote on Resolution 7 (Adoption of Remuneration Report) and Resolution 8 (Refresh approval of the ClearView Executive Share Plan) by marking either "For", "Against" or "Abstain" on the proxy form for the relevant item of business. If you do not direct such a proxy how to vote on those Resolutions they will not be able to vote an undirected proxy and your vote will not be counted. This does not apply to the Chair, who is able to vote undirected proxies.

How the Chair will vote undirected proxies

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

The Chair intends to vote all undirected proxies in favour of all resolutions including Resolution 7 (Adoption of Remuneration Report) and Resolution 8 (Refresh approval of the ClearView Executive Share Plan). You should note that if you appoint the Chair as your proxy, or the Chair is appointed your proxy by default, you will be taken to authorise the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

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

Where to lodge a proxy

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

To be effective the proxy must be received by Computershare Investor Services Pty Limited (**Computershare**) in accordance with the instructions on the proxy form at the postal or web site address or fax number below or by the Company at its registered office, Level 12, 20 Bond Street, Sydney, NSW 2000, Australia, not later than 10.00 am Sydney time on 24 November 2012.

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

Admission to meeting

If you will be attending the Annual General Meeting and you will not appoint a proxy, please bring your proxy form (if you still have one) to the meeting to help speed admission. Your proxy

form contains identification details that can be scanned upon entry. If you do not bring your proxy form with you, you will still be able to attend and vote at the Annual General Meeting, but representatives from Computershare will need to verify your identity. You will be able to register from 9.00 am on the day of the meeting.

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

Questions and comments by Shareholders at the meeting

In accordance with the Corporations Act and the Company's best practice, a resonable opportunity will be given to Shareholders at the meeting to ask questions about, or to make comments on, the management of the Company.

Similarly, a reasonable opportunity will also be given to Shareholders at the meeting to ask Deliotte 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 Deliotte 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 19 November 2012 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 12, 20 Bond Street, Sydney NSW 2000 and received no later than 5.00pm Sydney time on 19 November 2012. A list of questions to the auditor will be available at the meeting.

ClearView

Explanatory Statement to the Notice of Annual General Meeting

Financial Statements

The Company's 2012 Annual Report (which includes the Financial Report, the Directors' Report and the Auditor's Report) will be presented to the meeting. Shareholders can access a copy of the annual report on the Company's web site at: www.clearview.com.au. As permitted by the Corporations Act, a printed copy of the 2012 Annual Report has been sent only to those Shareholders who have elected to receive a printed copy.

Resolution 1: Re-Election of David Brown as a Director

Under 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.

David Brown was appointed a Director on 22 October 2012.

David has significant experience in investment management and asset allocations of superannuation funds.

He is the former Head of Private Markets for Victorian Funds Management Corporation and former Senior Funds Manager for Queensland Investment Corporation.

David is a member of the Audit, Risk and Compliance Committee.

Recommendation

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

Resolution 2: Re-Election of Gary Burg as a Director

Under 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.

Gary Burg was appointed a Director on 22 October 2012.

Gary has significant experience in building life insurance businesses in South Africa and in Australia. He is a director of ASX listed 3Q Holdings Limited and a former director of the 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.

Recommendation

The Directors (other than the Director standing for re-election) unanimously recommend that Shareholders vote in favour of Resolution 2.

Resolution 3: Re-Election of Bruce Edwards as a Director

Under 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.

Bruce Edwards was appointed a Director on 22 October 2012.

Bruce is a qualified actuary with 25 years in actuarial consulting, including five years as Managing Director of KPMG Actuaries. In recent years, he has held directorships with a number of life and general insurance companies, life insurance distribution companies and superannuation fund trustees as well as lecturing in actuarial science at Macquarie University.

He is a director of Munich Re in Australia (life and general reinsurance business and a direct general insurance company), Total Risk Management Pty Limited (trustee for over $10 billion of superannuation funds managed by Russell Investments), and A.L.I. Group Pty Limited (which distributes life insurance products through mortgage brokers).

Bruce is the Chairman of the Audit, Risk and Compliance Committee and the Nomination and Remuneration Committee.

Recommendation

The Directors (other than the Director standing for re-election) unanimously recommend that Shareholders vote in favour of Resolution 3.

Resolution 4: Re-Election of Les Fallick as a Director

Under 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.

Les Fallick was appointed a Director on 22 October 2012.

Les has significant experience as a trustee and adviser to medium and large superannuation funds on asset allocation and strategy.

He is the founder and non-executive chairman of Principle Advisory Services. Previously he was a director at Gresham Partners and director of Legal and General and has held various funds management roles at AMP.

Les is a member of the Audit, Risk and Compliance Committee and the Nomination and Remuneration Committee.

Recommendation

The Directors (other than the Director standing for re-election) unanimously recommend that Shareholders vote in favour of Resolution 4.

Resolution 5: Re-Election of Nathanial Thomson as a Director

Under 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.

Nathanial Thomson was appointed a Director on 22 October 2012.

Nathanial is a partner of Crescent Capital Partners Management Pty Ltd. Nathanial has significant consulting experience for financial institutions at McKinsey & Co and is currently the deputy Chairman of Cover-More Travel Insurance, a leading broker of travel insurance in Australia and a non-executive director of Metro Glass.

Nathanial is a member of the Audit, Risk and Compliance Committee and the Nomination and Remuneration Committee.

Recommendation

The Directors (other than the Director standing for re-election) unanimously recommend that Shareholders vote in favour of Resolution 5.

Resolution 6: Re-Election of Dr Gary Weiss as a Director

Under 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.

Dr Gary Weiss was appointed a Director on 22 October 2012.

Gary has extensive international business experience and has been involved in numerous cross-border mergers and acquisitions. This includes an established track record in life insurance and wealth management businesses.

He is Chairman of Secure Parking Pty Limited, Executive Director of Ariadne Australia Limited, and a director of Premier Investments Limited, Ridley Corporation Limited, Mercantile Investment Company Limited, Pro-Pac Packaging Limited, Tag Pacific Limited, Victor Chang Cardiac Research Institute and The Centre for Independent Studies.

Gary's previous directorships include Guinness Peat Group plc, Westfield Group, Coats plc (Chairman), Tower Australia Limited, Australian Wealth Management Limited, Tyndall Australia Limited (Deputy Chairman), Joe White Maltings Limited (Chairman), CIC Limited, Whitlam Turnbull & Co Limited and Industrial Equity Limited.

Gary is a member of the Audit, Risk and Compliance Committee and the Nomination and Remuneration Committee.

Recommendation

The Directors (other than the Director standing for re-election) unanimously recommend that Shareholders vote in favour of Resolution 6.

Resolution 7: Adoption of Remuneration Report

Content 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) and were included in the 2012 Annual Report.

The Remuneration Report includes:

- details of the remuneration provided to the non-executive Directors and Key Management Personnel for the year ended 30 June 2012;
- discussion of the Board's policy in relation to the nature and level of remuneration of the Directors, Managing Director and Key Management Personnel, including in relation to performance hurdles; and
- discussion of the relationship between the Board's remuneration policy and the Company's financial performance.

ClearView

Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 7.

Resolution 8: Refresh Approval of the ClearView Executive Share Plan

Listing Rule 7.1 prevents a listed company from issuing, or agreeing to issue, more than 15% of its issued capital in any rolling 12 month period without the prior approval of shareholders. However, Listing Rule 7.1 does not apply to an issue under an employee incentive scheme if, within 3 years before the date of the issue, shareholders have approved the issue of securities under the scheme as an exception to Listing Rule 7.1.

Resolution 8 seeks to exempt the issue of Shares under the ESP from the operation of Listing Rule 7.1 for a period of 3 years from the date that the Resolution is approved. If the Resolution is approved by Shareholders, Shares issued under the ESP during the next 3 years will not be counted in determining the 15% limit under Listing Rule 7.1. This would assist the Company by providing additional fund-raising flexibility.

The ESP was originally approved by Shareholders on 29 January 2007 and again approved on 7 October 2009. In November 2011, the ESP was extended to allow financial advisers carrying on business as authorised representatives of ClearView Financial Advice Pty Limited (as contractor participants) to participate in the plan and to make Non-executive Directors ineligible to participate.

As at 12 October 2012, 24,450,000 Shares were held by employee participants under the ESP and 11,725,000 Shares were held by contractor participants. All of the Shares held by employee participants vested on the recent change of control of the Company. A total of 31,175,000 Shares were issued under the ESP since the date of the most recent approval by Shareholders on 7 October 2009.

The following is a summary of the terms of the ESP. There have been no amendments to the terms of the ESP since it was last approved by Shareholders. The full terms of the ESP are available on the Company's website: www.clearview.com.au

ClearView Executive Share Plan (ESP)

Objectives

The objective of the ESP is to assist in the recruitment of highly skilled individuals and successful financial advisers and to reward, retain and motivate eligible employees (which, as defined in the ClearView ESP Rules, may include employee participants and contractor participants) (**Eligible Employees**) of the Company and its associated bodies corporate.

Through participation in an ownership type arrangement, experienced and successful advisers are offered a direct equity interest in ClearView through participation in the ESP.

Consideration

Each Share is issued at a price to be determined by the Board prior to making an Offer and this price is set out in the invitation (Invitation) to Eligible Employees to participate in the ESP. This price may be the market price of a share (as defined in the ClearView ESP Rules) on the date of the Invitation.

Eligibility

Shares may not be offered under the ESP to an Eligible Employee if that Eligible Employee would hold, after the issue of the Shares, an interest in more than 5% of the issued Shares or be able to control the right to vote more than 5% of the votes that might be cast at a general meeting of ClearView.

Further, no Invitation can be made to an Eligible Employee if the total number of Shares on issue under the ESP exceeds 10% of the total number of issued Shares of the Company, at the time the Invitation is made

As previously announced to the market, the Board's policy is to allocate this 10% limit between employee participants (6%) and contractor participants (4%). These proposed allocations have not changed.

However, the Board reserves the right to amend the terms of the ESP (including potentially increasing this limit) in the future, subject to compliance with any applicable laws and the Listing Rules.

Financial Assistance

The Company may provide financial assistance to an Eligible Employee for the purposes of subscribing for Shares under the ESP. The financial assistance will be a limited recourse loan equal to the purchase value of the Shares, repayable within 60 days after the 5th anniversary of the grant of the financial assistance. The financial assistance will become immediately repayable in the event of certain "disqualifying circumstances" including failure to meet performance or vesting conditions, cessation of the employee participant's employment in circumstances defined in the ClearView ESP Rules or termination of the contractor participant's contract with a Group Company for the provision of services. For employee participants, the financial assistance is secured over the Shares and rights attached to the Shares.

The interest rate payable on the financial assistance is the interest rate specified in the Invitation (if any). If no interest rate is specified in the Invitation, the interest rate will be the Reserve Bank of Australia cash rate plus a margin of 25 bps per annum, calculated annually. Interest is capitalised and treated as part of

the limited recourse principal loan, except that after tax dividends on Shares issued under the ESP will be applicable towards reduction of the loan.

Rights

Shares issued under the ESP will rank equally with all other issued Shares even if subject to a holding lock.

Quotation

The Company will apply to the ASX for official quotation of Shares issued under the ESP.

Restrictions

The Shares granted under the ESP to participants will be subject to a holding lock restricting the holder from dealing with the shares. This holding lock will cease to have effect if:

(a) the Board accepts a disposal request (as defined in the ClearView ESP Rules) (**Disposal Request**);

(b) 5 years have passed from the acquisition date; or

(c) if the participant:

  (i) is an employee participant, their employment with the Group ceases, or

  (ii) is a contractor participant, their contractor agreement is terminated; or

(d) the ESP is terminated, or

(e) the holding lock period otherwise ceases,

provided that the financial assistance and any interest that has accrued has been repaid.

The holding lock is imposed through the share registry. Participants will not be able to sell their shares on ASX or have an off-market transfer registered (and are also otherwise prohibited from dealing in the shares) while the holding lock is in place.

Administration of the ESP

The ESP is to be administered by the Board. The Board may make rules and regulations for its operation that are consistent with the rules of the ESP. The Company will pay all costs and expenses of operating the ESP. Employees will be liable for any brokerage and tax payable associated with their participation in the ESP.

Amendment of the ESP

Subject to the Listing Rules, the Board may at any time amend any provision of the rules of the ESP.

Termination of the ESP

The Board may resolve at any time to terminate, suspend or reinstate the operation of the ESP.

Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 8.

Resolution 9 - Amend The ClearView Wealth Limited Constitution

Resolution 9 seeks Shareholder approval to amend the Constitution as set out in the text of the resolution in the Notice of Meeting. This Resolution is a special resolution, meaning that it requires at least 75% of the votes cast on the resolution to be in favour if the resolution is to pass.

The amendments proposed by Resolution 9 will have the effect of allowing a resolution circulated amongst the Board or Board Committee to be passed by a majority of the board or committee (as the case may be) rather than requiring a unanimous decision.

The purpose of the amendment is to enable efficient use of written circular resolutions by the Board, potentially saving time and costs to the Company. As an example, as the Constitution is currently drafted, if a Director is eligible to vote but does not vote because they consider it inappropriate that they vote on a resolution, the circular resolution cannot be passed because a unanimous vote cannot be achieved. A Board meeting may properly decide its business on a majority of votes, and the Board should be able to deal with written resolutions in the same manner.

Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 9.

Defined Terms

In this Explanatory Statement, unless the context otherwise requires:

Annual General Meeting or **AGM** means the general meeting to be held at Bridge Room, Intercontinental Hotel, Level 1, 117 Macquarie Street, Sydney NSW 2000 on 26 November 2012 at 10.00 am.

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

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

Board Committee means a committee of the Board.

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

(a) a spouse or child of the member; or

(b) a child of the member's spouse; or

(c) a dependant of the member or of the member's spouse; or

(d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or

(e) a company the member controls; or

(f) a person prescribed by the Corporations Regulations 2001 (Cth).

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.

Dollar or **$** means Australian dollars, the lawful currency of the Commonwealth of Australia.

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

Executive Share Plan or **ESP** means the executive share plan of the Company dated 5 December 2006 and approved by the Shareholders on 29 January 2007 and 7 October 2009.

Financial Statements means the financial statements of the Company for the year ended 30 June 2012.

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

Listing Rule means a listing rule of the ASX.

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

Share means a fully paid ordinary share in the Company.

Shareholder means a holder of Shares.

ClearView

ClearView

ClearView Wealth Limited
ABN 83106248248

Lodge your vote:

Online:
www.investorvote.com.au

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

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

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

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

000001 000 CVW
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form - 2012 Annual General Meeting ("Meeting")

Vote online, 24 hours a day, 7 days a week:

www.investorvote.com.au

☑ **Cast your proxy vote**

☑ **Review and update your securityholding**

Your secure access information is:
Control Number: 999999

SRN/HIN: I9999999999 **PIN: 99999**

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

For your vote to be effective it must be received by 10.00am (Sydney time) on Saturday, 24 November 2012.

How to Vote on Items of Business

All your securities will be voted in accordance with your directions or, if you appoint the Chairman (either expressly or by default) in accordance with the Chairman's voting intentions.

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 as they choose. 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%, otherwise your vote will be invalid on that item.

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

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.
Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.
Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.
Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

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

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

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

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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 in the Bridge Room, Intercontinental Hotel, Level 1, 117 Macquarie Street, Sydney NSW 2000 on Monday, 26 November 2012 at 10.00am (Sydney time) 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 Item 7 (except where I/we have indicated a different voting intention below) even though Item 7 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 Item 7 by marking the appropriate box in step 2 below.

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
1	Re-election of David Brown as a Director	☐	☐	☐
2	Re-election of Gary Burg as a Director	☐	☐	☐
3	Re-election of Bruce Edwards as a Director	☐	☐	☐
4	Re-election of Les Fallick as a Director	☐	☐	☐
5	Re-election of Nathanial Thomson as a Director	☐	☐	☐
6	Re-election of Dr Gary Weiss as a Director	☐	☐	☐
7	Adoption of Remuneration Report	☐	☐	☐
8	Refresh approval of the ClearView Executive Share Plan	☐	☐	☐
9	Amend the ClearView Wealth Limited Constitution	☐	☐	☐

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

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

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	**Director**	**Director/Company Secretary**

Contact Name _____ **Contact Daytime Telephone** _____ **Date** ___ / ___ / ___