



ClearView

Notice of 2013 Annual General Meeting

Notice is given that the Annual General Meeting of Shareholders of ClearView Wealth Limited will be held on **Wednesday, 6 November 2013** at **10.00 am Sydney time** at **the Heritage Room, Intercontinental Hotel, Level 1, 117 Macquarie Street, Sydney NSW 2000.**

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Defined Terms

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

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 2013.

2. Re-election of Directors

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

Resolution 1 – Re-election of Jennifer Weinstock as a Director

"That Jennifer Weinstock, a Director appointed to fill a casual vacancy pursuant to Rule 6.2(c) of the Constitution, and being eligible for re-election, be elected as a Director."

Resolution 2 – Re-election of Michael Alscher as a Director

"That Michael Alscher, a Director appointed to fill a casual vacancy pursuant to Rule 6.2(c) of the Constitution, and being eligible for re-election, be elected as a Director."

3. Resolution 3 – 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 2013, being part of the Directors' Report, be adopted."

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

Voting Exclusion Statement

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

- a) a member of 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;

- it is cast by the person chairing the meeting as a proxy (expressly or by default) for a person who is entitled to vote, without being directed how to vote; and
- the vote is not cast on behalf of a person described in (a) or (b) above.

4. Resolution 4 – Variation of Simon Swanson's existing Executive Share Plan loan terms

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

"That, for the purposes of the ASX Listing Rules and for all other purposes, the variation of the terms of the loan given by the Company in relation to the Shares previously issued to Mr Simon Swanson, Managing Director, under the Executive Share Plan, on the terms set out in the Explanatory Statement, is approved."

Voting Exclusion Statement

The Company will disregard any votes cast on this resolution:

- (a) by any Director who is eligible to participate in the ESP or an associate of a such Director; and
- (b) as proxy by a member of Key Management Personnel or a Closely Related Party of a member of Key Management Personnel.

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

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

5. Resolution 5 – Approval to increase aggregate fee pool for Non-Executive Directors

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

"That, for the purposes of ASX Listing Rule 10.17, Rule 6.3(c) of the Constitution and all other purposes, the total aggregate pool available for Directors' fees is increased by \$250,000 per annum, from \$750,000 to \$1,000,000 (including superannuation contributions made by the Company for the benefit of Non-Executive Directors)."

Voting Exclusion Statement

The Company will disregard any votes cast on this resolution:

- (a) by any Director or any associate of a Director; and
- (b) as proxy by any member of Key Management Personnel or a Closely Related Party of a member of Key Management Personnel.

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

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

6. Resolution 6 - Amend the ClearView Wealth Limited Constitution

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

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

- (a) deleting the words “, if and to the extent that they are authorised by the Company in general meeting to do so” in the opening paragraph of Rule 8.5(b); and
- (b) replacing Rule 8.5(c) with “The Directors may in their discretion amend, suspend, reinstate, terminate or replace any plan implemented under Rule 8.5(b).”

By order of the Board



Christopher Robson
Company Secretary

3 October 2013

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 4 November 2013. 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 3 (Adoption of Remuneration Report), Resolution 4 (Variation of Simon Swanson's existing Executive Share Plan loan terms) and Resolution 5 (Approval to increase aggregate fee pool for Non-Executive Directors) 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 3 (Adoption of Remuneration Report), Resolution 4 (Variation of Simon Swanson's existing Executive Share Plan loan terms) and Resolution 5 (Approval to increase aggregate fee pool for Non-Executive Directors). 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 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 4 November 2013.

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 reasonable 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 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 30 October 2013 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 5.00 pm Sydney time on 30 October 2013. 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 2013 Annual Report (which includes the Financial Report, the Directors' Report and the Auditor's Report, together called the "Reports") will be presented to the meeting. Shareholders can access a copy of the Annual Report on the Company's web site at: www.clearview.com.au. As permitted by the Corporations Act, a printed copy of the Company's 2013 Annual Report has been sent only to those Shareholders who have elected to receive a printed copy.

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

Resolution 1: Re-Election of Jennifer Weinstock 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 general meeting and is eligible for re-election at that meeting.

Jennifer Weinstock was appointed a Director on 1 July 2013.

Jenny is a Senior Vice President based in Macquarie Funds Group's Private Markets team, responsible for managing Australian private equity programs on behalf of institutional investors. Previously, Jenny spent two years as an Investment Analyst at Mercer Consulting in the UK where she completed her actuarial qualification and focussed on providing advice in asset liability modelling, investment strategy and manager selection to UK pension funds. Prior to this, Jenny worked for Watson Wyatt Worldwide in Madrid and Manchester. Jenny is a Director of Melbourne based software company, Space Time Research and serves on the advisory boards of six Australian private equity fund managers. Jenny received a Bachelor of Science majoring in mathematics with Honours from Imperial College London and is a Fellow of the UK Institute of Actuaries.

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 Michael Alscher as a Director

As noted above, each Director (except a Managing Director) appointed by the Board holds office until the first general meeting after his or her appointment, at which time the Director may offer themselves for re-election.

Michael Alscher was appointed a Director on 1 July 2013.

Michael is the Managing Partner and founder of Crescent Capital Partners. Prior to founding Crescent, Michael was a consultant at Bain International and the LEK Partnership where he spent considerable time working across banking and insurance clients. After leaving consulting, Michael was the Chief Operating Officer and a Director of Gowings Bros Ltd. Michael is currently the Non-Executive Chairman of Cover-More Travel Insurance and LifeHealthcare and National Dental Care; a Non-Executive Director of Breezeway Windows and Metro Glass. He is also Chairman of the Audit Committee for Cover-More Travel Insurance, LifeHealthcare and Metro Glass.

Recommendation

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

Resolution 3: 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 37 to 51 of the Company's 2013 Annual Report. As mentioned above, Shareholders can access a copy of the Annual Report on the Company's web site; 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 2013;
- information about performance hurdles applicable to the short term and long term incentive components of the remuneration of the Managing Director and Key Management Personnel; and

- details of the remuneration provided to the Non-Executive Directors and Key Management Personnel for the year ended 30 June 2013.

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 3 is advisory only and will not bind the Directors or the Company, however, the Board will take the outcome of the vote into consideration when reviewing remuneration practices and policies.

In accordance with the Corporations Act, a vote on Resolution 3 must not be cast (in any capacity) by or on behalf of the following persons:

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

However, a person described above may cast a vote on Resolution 3 if:

- the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and
- the vote is not cast on behalf of a person described in (a) or (b) above.

In addition, the Chair of the meeting may cast a vote as a proxy (expressly or by default) for a person who is entitled to vote, without being directed how to vote.

Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3.

Resolution 4: Variation of Existing Executive Share Plan Loan Terms

As noted above, the Executive Share Plan (ESP) was last approved at the 2012 Annual General Meeting.

At a general meeting of the Company held on 30 April 2010, Shareholders approved the issue of 10,000,000 Shares to Mr Simon Swanson. The Shares were issued on the terms of the Executive Share Plan and the loan associated with the Share issues had an interest rate equal to the Reserve Bank of Australia official cash rate plus 0.25% per annum (reset twice yearly).

Resolution 4 seeks Shareholder approval to vary the interest rate applicable to this loan so as to align with the interest rate which applies to equivalent loans made to other senior executives

of ClearView, namely 0% per annum. The variation would take effect from 1 July 2013 (assuming that the Resolution is passed). The Board considers that the application of interest to the loan would potentially significantly dilute the efficacy of the ESP as a retention tool, to the potential long term detriment of the Company. The Board determined that it would remove the interest on loans granted (effective from 14 February 2013) for all ESP participants and for loans granted in the future, other than Mr Swanson in respect of whom prior Shareholder approval is required.

Resolution 4 also seeks Shareholder approval to vary the repayment terms of Mr Swanson's existing loan. Currently, the loan has a repayment date which is, at the latest, fixed at the date which is 60 days after the 5th anniversary of the loan being made. The Company has recently implemented a change in relation to Employee Share Plan loans to executives (other than Mr Swanson) to allow the Board to extend this repayment date in the Board's discretion. The Board considers that the effectiveness of the ESP as a retention tool is enhanced if executives are not forced to repay the loan, for example by selling their shares, while they are still making a valuable contribution to the Company and its business. It is proposed to make the same change to Mr Swanson's loan terms, by allowing the Board to extend any repayment date (and to re-extend if necessary) in its discretion.

The approval is sought because these variations affect the terms of loan previously granted to Mr Swanson following Shareholder approval under ASX Listing Rule 10.14.

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 4.

Resolution 5: Increase in Aggregate Fee Pool for Non-Executive Directors

The current maximum aggregate amount available for Non-Executive Directors' fees is \$750,000 per annum.

The proposal to increase the maximum remuneration payable to Non-Executive Directors is in order to:

- ensure that the Company is able to recompense Non-Executive Directors for their increased workload both at Board and Committee level, including additional workload required to meet increased regulatory requirements applicable to the industries in which ClearView Group companies operate; and
- ensure that the Company can offer Non-Executive Directors a competitive level of remuneration having regard to the remuneration paid by the Company's peers.

For the above reasons, the Directors consider it appropriate that the aggregate amount available for the remuneration of Non-Executive Directors (including superannuation contributions made by the Company for the benefit of Non-Executive Directors and any salary sacrifice arrangements on a pre-tax basis) be increased by \$250,000 per annum, from \$750,000 to \$1,000,000. This figure is a maximum only, and will not necessarily all be paid out in any year.

In accordance with ASX Listing Rule 10.17 and Rule 6.3(c) of the Constitution, any proposed increase in the maximum aggregate amount available for the remuneration of Non-Executive Directors must be approved by ordinary resolution by the Company in general meeting, and Resolution 5 seeks approval for this purpose.

Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 5.

Resolution 6 - Amend the Clearview Wealth Limited Constitution

Resolution 6 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 6 will have the effect of allowing the Board to establish, amend, terminate or replace a dividend reinvestment plan or similar plan (DRP) rather than requiring Shareholder approval at a general meeting.

As the Constitution is currently drafted, the introduction of a new DRP would require a general meeting to be called at significant expense to the Company. The purpose of the amendment is to make the process of introducing or varying a DRP more efficient, and common corporate practice in Australia is to allow the Board of a listed company to make decisions regarding the terms of a DRP without the expense of a general meeting.

Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 6.

Defined Terms

In this Explanatory Statement, unless the context otherwise requires:

Annual General Meeting or **AGM** means the general meeting to be held at the Heritage Room, Intercontinental Hotel, Level 1, 117 Macquarie Street, Sydney NSW 2000 on Wednesday, 6 November 2013 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.

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

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

Company means ClearView Wealth Limited ACN 106 248 248.

Corporations Act means the Corporations Act 2001 (Cth).

Corporations Regulations means the Corporations Regulations 2001 (Cth).

Constitution means the constitution of the Company.

Director means a director of the Company.

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

Executive Share Plan or **ESP** means the executive share plan of the Company dated 5 December 2006 and most recently approved by Shareholders on 26 November 2012.

Financial Statements means the financial statements of the Company for the year ended 30 June 2013.

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 Wealth Limited
ABN 83 106 248 248

Lodge your vote:



Online:
www.investorvote.com.au



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

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

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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 - 2013 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 Monday, 4 November 2013.

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 →**

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

IND

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 the Heritage Room, Intercontinental Hotel, 117 Macquarie Street, Sydney NSW 2000 on Wednesday, 6 November 2013 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 Items 3, 4, and 5 (except where I/we have indicated a different voting intention below) even though Items 3, 4, and 5 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman. For Item 5, this express authority applies only if I/we have also marked the box in Step 2 below.

STEP 2

Important for Item 5: If the Chairman of the Meeting is your proxy and you have not directed him how to vote on Item 5 below, please mark the box in this section. If you do not mark this box and you have not otherwise directed your proxy how to vote on Item 5, the Chairman of the Meeting will not cast your votes on Item 5 and your votes will not be counted in computing the required majority if a poll is called on this Item. The Chairman of the Meeting intends to vote available proxies in favour of Item 5.

☐ I/We acknowledge that the Chairman of the Meeting may exercise my/our proxy even if he has an interest in the outcome of Item 5 and that votes cast by him, other than as a proxy holder, would be disregarded because of that interest.

STEP 3

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 Jennifer Weinstock as a Director	☐	☐	☐
2 Re-election of Michael Alscher as a Director	☐	☐	☐
3 Adoption of Remuneration Report	☐	☐	☐
4 Variation of Simon Swanson's existing Executive Share Plan loan terms	☐	☐	☐
5 Approval to increase aggregate fee pool for Non-Executive Directors	☐	☐	☐
6 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

/

/