

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme ClearView Wealth Limited (**CVW**)

ACN/ARSN 106 248 248

1. Details of substantial holder (1)

Name CCP BidCo Pty Limited (ACN 159 362 428) (**CCP BidCo**), Crescent Capital Partners Management Pty Limited (ACN 108 571 820) (**CCP Management**) and Crescent Capital Partners Holdings Pty Ltd (ACN 124 231 483) (**CCP Holdings**);
CCP Trusco 1 Pty Limited as trustee for Crescent Capital Partners Specific Trust IVA, CCP Trusco 2 Pty Limited as trustee for Crescent Capital Partners Specific Trust IVB, CCP Trusco 3 Pty Limited as trustee for Crescent Capital Partners Specific Trust IVC, CCP Trusco 4 Pty Limited as trustee for Crescent Capital Partners Designated Trust IVA and CCP Trusco 5 Pty Limited as trustee for Crescent Capital Partners Designated Trust IVB (collectively, the **CCP Funds**);

ACN/ARSN (if applicable) See above

There was a change in the interests of the substantial holder on 10 October 2014

The previous notice was given to the company on 27 March 2014

The previous notice was dated 27 March 2014

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a

relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary Shares	302,514,010	56.0% (based on 540,265,588 Ordinary Shares on issue)	310,076,859	53.6% (based on 578,453,260 Ordinary Shares on issue)

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
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10 October 2014	CCP BidCo, CCP Management, CCP Holdings	Various shares issued since 27 March 2014 pursuant to ClearView's Executive Share Plan, Dividend Reinvestment Plan and off-market takeover bid for all of the ordinary shares in Matrix Holdings Limited, diluting the voting power of the shares held by CCP BidCo.	N/A	310,076,859 Ordinary Shares	310,076,859
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4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
CCP BidCo	CCP BidCo	CCP BidCo	Holder of the securities (section 608(1)(a))	310,076,859 Ordinary Shares	310,076,859
CCP Management	CCP BidCo	CCP BidCo	Sole member and therefore controller of CCP BidCo (section 608(3)(b))	310,076,859 Ordinary Shares	310,076,859
CCP Holdings	CCP BidCo	CCP BidCo	Sole member and therefore controller of CCP Management (section 608(3)(b))	310,076,859 Ordinary Shares	310,076,859
CCP Trusco 1 Pty Ltd as trustee for Crescent Capital Partners Specific Trust IVA	CCP Trusco 1 Pty Ltd	N/A	Holder of the securities (section 608(1)(a))	26,544,734 Ordinary Shares	26,544,734

CCP Trusco 2 Pty Ltd as trustee for Crescent Capital Partners Specific Trust IVB	CCP Trusco 2 Pty Ltd	N/A	Holder of the securities (section 608(1)(a))	12,640,349 Ordinary Shares	12,640,349
CCP Trusco 3 Pty Ltd as trustee for Crescent Capital Partners Specific Trust IVC	CCP Trusco 3 Pty Ltd	N/A	Holder of the securities (section 608(1)(a))	15,168,418 Ordinary Shares	15,168,418
CCP Trusco 4 Pty Ltd as trustee for Crescent Capital Partners Designated Trust IVA	CCP Trusco 4 Pty Ltd	N/A	Holder of the securities (section 608(1)(a))	40,651,363 Ordinary Shares	40,651,363
CCP Trusco 5 Pty Ltd as trustee for Crescent Capital Partners Designated Trust IVB	CCP Trusco 5 Pty Ltd	N/A	Holder of the securities (section 608(1)(a))	28,815,699 Ordinary Shares	28,815,699

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
CCP BidCo, CCP Management, CCP Holdings and each CCP Fund	Level 29, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000

Signature

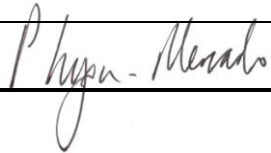
print name

Peter Lyon-Mercado

capacity

Company secretary

sign here



Date: 13 October 2014

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

GUIDE

This guide does not form part of the prescribed form and is included by ASIC to assist you in completing and lodging form 604.

Signature

This form must be signed by either a director or a secretary of the substantial holder.

Lodging period

Nil

Lodging Fee

Nil

Other forms to be completed

Nil

Additional information

- (a) If additional space is required to complete a question, the information may be included on a separate piece of paper annexed to the form.
- (b) This notice must be given to a listed company, or the responsible entity for a listed managed investment scheme. A copy of this notice must also be given to each relevant securities exchange.
- (c) The person must give a copy of this notice:
 - (i) within 2 business days after they become aware of the information; or
 - (ii) by 9.30 am on the next trading day of the relevant securities exchange after they become aware of the information if:
 - (A) a takeover bid is made for voting shares in the company or voting interests in the scheme; and
 - (B) the person becomes aware of the information during the bid period.

Annexures

- To make any annexure conform to the regulations, you must
- 1 use A4 size paper of white or light pastel colour with a margin of at least 10mm on all sides
 - 2 show the corporation name and A.C.N or ARBN
 - 3 number the pages consecutively
 - 4 print or type in BLOCK letters in dark blue or black ink so that the document is clearly legible when photocopied
 - 5 identify the annexure with a mark such as A, B, C, etc
 - 6 endorse the annexure with the words:
This is annexure (mark) of (number) pages referred to in form (form number and title)
 - 7 sign and date the annexure.