



Notice of 2015 Annual General Meeting

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

Date: Wednesday, 11 November 2015

Time: 10.00am (Sydney time)

**Venue: Radisson Blu Hotel Sydney (Press Room)
27 O'Connell Street, Sydney NSW 2000**

This page has been left intentionally blank.

Defined Terms

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

Items of Business

1. Financial Statements

To receive and consider the Financial Statements, the Directors' Report and the Auditor's Report for the year ended 30 June 2015.

2. Re-election of Directors

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

Resolution 1 – Re-election of Dr Gary Weiss as a Director

"That Dr Gary Weiss, who retires as Director by rotation pursuant to Rule 6.4 of the Constitution and, being eligible for re-election, be elected as a Director."

Resolution 2 – Re-election of Nathaniel Thomson as a Director

"That Nathaniel Thomson, who retires as Director by rotation pursuant to Rule 6.4 of the Constitution and, being eligible for re-election, be elected as a Director."

3. Remuneration Report

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 2015, 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 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 proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- the vote is cast by 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.

4. Executive Share Plan

Resolution 4 – Refresh approval of the ClearView Executive Share Plan (ESP)

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 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 or any other Company employee incentive scheme (noting that there are currently no other Company employee incentive schemes); and
- (b) any of 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 on 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.

By order of the Board



Christopher Robson
Company Secretary

Notice of Meeting and Explanatory Statement

The details of the resolutions contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with and form part of this Notice of Meeting.

Determination of entitlement to attend and vote

In accordance with section 1074E(2)(g)(i) of the *Corporations Act* and regulation 7.11.37 of the *Corporations Regulations*, the Company has determined that for the purposes of the meeting all Shares will be taken to be held by the registered holders at 7pm Sydney time on 9 November 2015. 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 have the right to appoint up to 2 proxies. If you are entitled to cast 2 or more votes and 2 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 1 proxy, you can use the form provided. If you want to appoint 2 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 1 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) 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). 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 website address or fax number below or by the Company at its registered office, Level 12, 20 Bond Street, Sydney, NSW 2000, Australia, fax number +61 2 9233 1960, not later than 10.00am Sydney time on 9 November 2015.

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 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 9.00am 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, 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 auditor, 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 5.00pm Sydney time on 4 November 2015 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 4 November 2015. 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 2015 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 under the Shareholders tab. As permitted by the *Corporations Act*, a printed copy of the Company's 2015 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 DR GARY WEISS AS A DIRECTOR

Pursuant to Rule 6.4 of the Constitution, a Director must retire from office (and is eligible to seek re-election) by no later than the 3rd annual general meeting following his or her appointment or election or 3 years, whichever is longer. The provisions of Rule 6.4 do not apply to the Managing Director.

Dr Gary Weiss was appointed a Director on 22 October 2012 and appointed Chairman on 1 July 2013. Dr Weiss was last re-elected at the Company's AGM held on 26 November 2012.

Dr Weiss 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 Ridley Corporation Limited, Executive Director of Ariadne Australia Limited, a Director of The Straits Trading Company Limited, Premier Investments Limited, Pro-Pac Packaging Limited, Tag Pacific Limited and Thorney Opportunities Limited, and an Alternate Director of Mercantile Investment Company Limited. Dr Weiss' 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.

Dr Weiss is a member of the Audit Committee, 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 1.

RESOLUTION 2: RE-ELECTION OF NATHANIAL THOMSON AS A DIRECTOR

Pursuant to Rule 6.4 of the Constitution, a Director must retire from office (and is eligible to seek re-election) by no later than the 3rd annual general meeting following his or her appointment or election or 3 years, whichever is longer. The provisions of Rule 6.4 do not apply to the Managing Director.

Mr Nathaniel Thomson was appointed a Director on 22 October 2012. He was re-elected at the Company's AGM held on 26 November 2012.

Mr Thomson is a Partner of Crescent Capital Partners Management Pty Limited. Nathaniel has significant consulting experience for financial institutions at McKinsey & Co. He is the former deputy Chairman of Cover-More Group Limited prior to its listing on the ASX, a leading broker of travel insurance in Australia and former director of Metro Performance Glass Limited prior to its listing on the ASX.

Mr Thomson is a member of 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 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 **42** to **57** of the Company's 2015 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 5 financial years up to and including the year ended 30 June 2015;
- 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 2015.

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

Recommendation

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

RESOLUTION 4: REFRESH APPROVAL OF THE CLEARVIEW EXECUTIVE SHARE PLAN (ESP)

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 4 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.

The ESP was originally approved by Shareholders on 29 January 2007, 7 October 2009, and again on 26 November 2012.

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.

In February 2013, the Board removed the previously stated cap on the issue of Shares under the ESP. While there is no longer a set limit on the number of Shares that may be issued under the ESP, the Board or Board authorised delegates approve the issue of new ESP Shares and monitor the overall quantum of ESP Shares on issue, relative to the interests of existing Shareholders and the overall objectives of the business.

As at 5 October 2015, ClearView has a total of 61,158,120 ESP Shares on issue of which 32,854,246 Shares are held by contractor participants. A total of 27,303,134 have been issued under the ESP since the date of the most recent approval by the Shareholders on 26 November 2012.

The following is a summary of the terms of the ESP. The ESP Rules are available on the Company's website: www.clearview.com.au under the Shareholders tab.

ClearView Executive Share Plan

Objectives

The ESP was established to assist in the recruitment of the Senior Management Team and employees with deep life insurance and wealth management experience, to execute a core strategy and thereby to show ClearView's recognition of the employees'

contribution, by providing an opportunity to share in the future growth and profitability of ClearView. The ESP aligns the interests of participants more closely with the interests of shareholders including the extension of the ESP to financial advisers in November 2011.

Summary of the terms of the ESP

Eligible Employees

The ESP approved by shareholders at the 2012 Annual General Meeting, allows participation in the Plan of:

- *Employee Participants* - These participants are key managers, members of the Senior Management Team and the Managing Director; and
- *Contractor Participants* - These participants are financial advisers.

Eligible Employees include both Employee Participants and Contractor Participants of the Company and its related bodies corporate. Non-executive Directors are ineligible to participate in the ESP.

Offer and Consideration

Under the ESP, the Board may invite Eligible Employees to participate in an offer (**Offer**) of fully paid ordinary shares in ClearView, subject to the terms and conditions of the ESP. Each ClearView 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 to Eligible Employees. This price may be the market price of a Share (as defined in the ESP Rules) on the date of the invitation. The Board determined in February 2013 that it is appropriate and reasonable for ClearView to adopt the Volume Weighted Average Price (**VWAP**) over a 90-day period to determine the market value of the ClearView Shares for the purposes of ESP issues. This has been implemented for all ESP Share issues since that date. It is the Board's current intention to continue using the VWAP method to determine the market value of the ClearView Shares for these purposes, however this may differ in the future as the Board determines in its discretion under the ESP Rules.

Restrictions on Offer

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 of ClearView or be able to control the voting rights of more than 5% of the votes that might be cast at a general meeting of ClearView.

As at the date of this Notice of Meeting, the Board has not set a limit on the number of Shares that may be issued under the ESP. The Board or Board authorised delegates approve the issue of

new ESP Shares and monitors the overall quantum of ESP Shares on issue, relative to the interests of existing Shareholders and the overall objectives of the business.

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 and is repayable within 2 months (or a period determined by the Board at its discretion) immediately following the 6th 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 ESP 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.

Rights

Shares issued under the ESP will rank equally with all other issued Shares even if the Shares are 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 are subject to a holding lock restricting the holder from dealing with the Shares. Where all performance conditions and/or vesting conditions (if any) attaching to the Shares issued prior to 14 February 2013 have been satisfied (or waived) a holding lock will cease to have effect if:

- the Board accepts a Disposal Request (as defined in the ESP Rules); or
- 5 years have passed from the Acquisition Date; or

If the Participant:

- is an Employee Participant, their employment with the Group ceases, or
- is a Contractor Participant, their contractor agreement is terminated; or
- the ESP is terminated, or
- the holding lock period otherwise ceases; provided that the Financial Assistance and any interest that has been accrued have been repaid. For Shares issues from

14 February 2013 the holding lock ceases on vesting or forfeiture of Shares. The holding lock is imposed through the share registry and in accordance with the ASX Listing Rules. Participants will not be able to sell their Shares on the 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. If the participant is a Contractor Participant, following the removal of the holding lock over the Shares of the participant, the participant may not sell, or otherwise deal with, any such Shares without the prior written consent of the Company, which consent the Company may give or withhold in its absolute discretion and which consent may be given subject to conditions.

Eligible Employees are entitled under the ESP to make a Disposal Request provided the performance and vesting conditions have been met (or waived). The holding lock applicable to their ESP Shares will cease to have effect upon the Board (in its absolute discretion) accepting the Disposal Request. ClearView may dispose of these ESP Shares on behalf of the participant in 1 or more of the following ways (at the discretion of the Board):

- reallocate the Shares to give effect to acquisitions by other Eligible Employees under the ESP;
- sell to the Company in accordance with buy-back provisions of the *Corporations Act*; or
- offer or sell to buyers on the ASX.

The amount payable by these Eligible Employees to ClearView following such a disposal is the amount outstanding in relation to the financial assistance, including accrued interest.

The Eligible Employees may retain any surplus proceeds.

Change of Control

Under the ESP Rules, all performance and vesting conditions in relation to Shares held by an Eligible Employee who is an Employee Participant are deemed to have been satisfied in the following Change of Control situations unless stated otherwise in the participant's invitation offer. A Change of Control occurs as defined under the ESP Rules when:

(a) Until 14 February 2013:

- A person who did not Control the Company at the date of issue of the Plan Shares gains Control of the Company (but only if the person is not itself Controlled by another person who Controlled the Company at the date of issue); or
- Other circumstances occur which the Board determines in its absolute discretion are analogous to a Control transaction and justify removal of Performance Conditions and/or Vesting Conditions,

"Control" is defined as where a person and its related bodies corporate holds more than 50% of the Shares in ClearView.

(b) After 14 February 2013:

- 12 months pass after a Change of Control; or
- Other circumstances occur which the Board determines in its absolute discretion are analogous to a Control transaction and justify removal of Performance Conditions and/or Vesting Conditions.

"Control" is defined as Crescent Capital Partners and its Associated Entities no longer holding 20% of the voting rights of the Company.

The above provisions concerning change of control apply only to Employee Participants and not Contractor Participants under the ESP.

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 the Shareholders vote in favour of Resolution 4.

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 Radisson Blu Hotel Sydney (Press Room), 27 O'Connell Street, Sydney NSW 2000 on Wednesday, 11 November 2015 at 10.00am.

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 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*.

Company means ClearView Wealth Limited ACN 106 248 248.

Constitution means the constitution of the Company.

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

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

Director means a director of the Company.

ESP Rules means the executive share plan rules available on the Company's website: www.clearview.com.au under the Shareholders tab.

Executive Share Plan or **ESP** means the executive share plan of the Company dated 5 December 2006 approved by Shareholders on 29 January 2007, 7 October 2009 and most recently approved by Shareholders on 26 November 2012.

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 2015.

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.

VWAP means the Volume Weighted Average Price.

This page has been left intentionally blank.





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

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 - 2015 Annual General Meeting ("Meeting")

XX



Vote and view the Annual Report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

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) Monday, 9 November 2015

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.

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 help tab, "Printable 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

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 the Radisson Blu Hotel Sydney (Press Room), 27 O'Connell Street, Sydney NSW 2000, Wednesday, 11 November 2015 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 3 (except where I/we have indicated a different voting intention below) even though Item 3 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 3 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
Resolution 1. Re-election of Dr Gary Weiss as a Director	☐	☐	☐
Resolution 2. Re-election of Nathaniel Thomson as a Director	☐	☐	☐
Resolution 3. Adoption of Remuneration Report (non-binding resolution)	☐	☐	☐
Resolution 4. Refresh approval of the ClearView Executive Share Plan	☐	☐	☐

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.

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /