Notice of 2018 Annual General Meeting

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

Date: **Tuesday 20 November 2018**

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

Venue: **ClearView Wealth Limited**
Level 15, 20 Bond 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.

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 2018.

2. Resolution 1 - Adoption of Remuneration Report (non-binding resolution)

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

"That, the Remuneration Report for the year ended 30 June 2018, being part of the Directors' Report, be adopted."

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

Voting Exclusion Statement

A vote on Resolution 1 must not be cast, and the Company will disregard any votes cast on Resolution 1, by or on behalf of a member of the Key Management Personnel, whose remuneration details are included in the Remuneration Report and their Closely Related Parties, in any capacity (including as a proxy), unless the vote is cast as proxy for a person entitled to vote on Resolution 1:

- in accordance with the directions on the Proxy Form; or
- by the chair of the meeting where the proxy appointment expressly authorised the chair to exercise an undirected proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. Re-election of Directors

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

Resolution 2 - Re-election of Nathanial Thomson as a Director

"That, Mr Nathanial 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."

Resolution 3 – Election of Michael Alscher as a Director

"That, Mr Michael Alscher, who has been nominated by the Directors for election as Director and who is eligible for election as a Director, is elected pursuant to Rule 6.2(b)(ii) as a Director."

4. Resolution 4 - Approval of Termination Benefits

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

"That, the giving of a benefit to each of the following persons, in connection with any retention or vesting of the Performance Rights issued to those people on the cessation of their employment with the Company or a related body corporate of the Company, be approved for the purposes of sections 200B and 200E of the Corporations Act and for all other purposes:

- Simon Swanson;
- Athol Chiert;
- Christopher Blaxland-Walker;
- Deborah Lowe;
- Elizabeth Briggs;
- Gregory Martin;
- Justin McLaughlin;
- Louise Hulley; and
- Todd Kardash.

(each a 'Participant' and together the 'Participants')"

Voting Exclusion Statement

A vote on Resolution 4 must not be cast (in any capacity) by or on behalf of any Participant and any of their associates and, if cast, will be disregarded by the Company. However, a person is entitled to cast a vote if:

- it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the resolution; and
- it is not cast on behalf of a Participant or an associate of Participant.

Further, a vote must not be cast on Resolution 4 by a member of the Key Management Personnel or a Closely Related Party of such a member acting as proxy for a person entitled to vote, unless:

- the proxy appointment specifies the way the proxy is to vote on Resolution 4; or
- the person chairing the meeting is appointed as proxy, and the proxy expressly authorises the person chairing the meeting to exercise the undirected proxy even if the resolution is connected directly or indirectly with remuneration of Key Management Personnel.

5. Resolution 5 - 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, for the purposes of Listing Rule 7.2 (Exception 9) and for all other purposes."

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 5:

(a) In favour of the Resolution by any Director who is eligible to participate in any employee incentive scheme or any of their associates; or

(b) by a member of the Key Management Personnel, or a Closely Related Party of a member of the Key Management Personnel, as a proxy.

However, the Company need not disregard the vote if:

- it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- it 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, where the proxy appointment expressly authorises the chair of the meeting to exercise an undirected proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

6. Resolution 6: Selective Buy-Back of unvested ESP shares

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

> "That, the Proposed Buy-Back and the terms of the Buy-Back Agreement, as detailed in the Explanatory Statement, be approved for the purposes of section 257D of the Corporations Act and for all other purposes."

The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of any Shareholder who participates in the Proposed Buy-Back or their associates.

However, the Company need not disregard the vote if:

- it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions of the proxy form; or
- it 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.

By order of the Board:

Athol Chiert
Joint Company Secretary

Elizabeth Briggs
Joint Company Secretary

Notice of Meeting and Explanatory Statement

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

Determination of entitlement to attend and vote

In accordance with section 1074E(2)(g)(i) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations, the Company has determined that for the purposes of the meeting all Shares will be taken to be held by the registered holders at 7.00pm Sydney time on Sunday, 18 November 2018. Accordingly, Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

If a Share is held jointly, only one joint holder may vote. If more than one joint shareholder votes, only the vote of the first person named on the register counts.

Voting exclusion statements

If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaking the voting exclusions that apply under the Corporations Act.

Proxies

If you are a Shareholder entitled to attend and vote, you have the right to appoint up to two proxies. If you are entitled to cast two or more votes and two proxies are appointed, you may specify the number or proportion of votes that each may exercise, failing which each may exercise half of the votes. A proxy need not be a Shareholder of the Company and can be an individual or body corporate.

If a Shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at the meeting, in accordance with section 250D of the Corporations Act; and
- provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.

If 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.

If such evidence is not received before the meeting, then the body corporate (through its representative) will not be permitted to act as proxy.

The 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 of the meeting will be appointed as your proxy by default.

Proxy voting by Key Management Personnel

Due to the voting exclusions and requirements referred to in the Notice of Meeting, if you intend to appoint any Director or Key Management Personnel or their Closely Related Parties, other than the chair of the meeting, as your proxy, you should direct your proxy how to vote on Resolution 1 (Adoption of Remuneration Report), Resolution 4 (Approval of termination benefits), Resolution 5 (Refresher of ESP) and Resolution 6 (Proposed Buy Back) 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 of the meeting, who is able to vote undirected proxies regardless of whether a resolution is connected directly or indirectly with the remuneration of Key Management Personnel if has been expressly authorised to do so.

How the Chair will vote undirected proxies

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

The Chair of the meeting intends to vote all undirected proxies in favour of all Resolutions including Resolution 1 (Adoption of Remuneration Report), Resolution 4 (Approval of termination benefits), Resolution 5 (Refresher of ESP) and Resolution 6 (Proposed Buy Back). You should note that if you appoint the Chair as your proxy, or the Chair is appointed as your proxy by default, you will be taken to authorise the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. In exceptional circumstances, the chair of the meeting may change the voting intention in the which case an ASX announcement will be made.

If you wish, you can appoint the person chairing the meeting as your proxy and direct that person 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 15, 20 Bond Street, Sydney, NSW 2000, Australia, fax number +61 2 9233 1960, not later than 10.00am Sydney time on Sunday 18 November 2018.

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia
www.investorvote.com.au
Fax (within Australia): 1800 783 447
Fax (outside Australia): +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, 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 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 5.00pm Sydney time on Tuesday, 13 November 2018 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 15, 20 Bond Street, Sydney NSW 2000 and received no later than 5.00pm Sydney time on Thursday, 15 November 2018. 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 2018 Annual Report (which includes the Financial Statements, 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 website at: **www.clearview.com.au** under the About ClearView/Financial Reports tab. As permitted by the Corporations Act, a printed copy of the Company's 2018 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: 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 57 to 74 of the Company's 2018 Annual Report. As mentioned above, Shareholders can access a copy of the Annual Report on the Company's website. Printed copies of the Annual Report have been sent to those Shareholders who elected to receive a copy in this form and the Annual Report will be presented to the Annual General Meeting.

The Remuneration Report includes:

- discussion of the Board's policy in relation to the nature and level of remuneration of the Directors, Managing Director and Key Management Personnel of the Company;
- discussion of the relationship between the Board's remuneration policy and the Company's performance over the five financial years up to and including the year ended 30 June 2018;
- information about performance hurdles applicable to the short term and long term incentive components of the remuneration of the Managing Director and Key Management Personnel;
- details of the remuneration provided to the Non-executive Directors and Key Management Personnel for the year ended 30 June 2018; and
- details of the Long Term Incentive Plan for members of the senior management team.

There will be a reasonable opportunity for Shareholders at the meeting to comment on, and ask questions about, the Remuneration Report.

The Resolution to adopt the Remuneration Report has been put to Shareholders in accordance with Section 250R(2) of the Corporations Act. The vote on Resolution 1 is advisory only and will not bind the Directors or the Company; however, the Board will take the outcome of the vote into consideration when reviewing remuneration practices and policies.

Shareholders should also note that, if 25% or more of the votes cast are against Resolution 1, the first part of the Board spill provisions contained in the Corporations Act ("two strikes rule") will be triggered. While this would not impact on the current year's meeting, if at next year's annual general meeting, more than 25% of the votes cast are against that year's remuneration report, then a resolution must be put to Shareholders to vote on whether to hold another meeting within 90 days of the annual general meeting at which all of the Directors (other than the Managing Director) must stand for re-election.

Recommendation

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

Nathanial is a partner of Crescent Capital Partners Management Pty Limited. Nathanial 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 former director of Metro Performance Glass Limited, prior to its listing on the ASX, and is currently a director of Cardno Limited, National Dental Care Pty Limited, Australian Clinical Labs and National Home Doctor Service Pty Limited.

Nathanial was appointed to the Board on 22 October 2012 and currently serves as a member of the Nomination and Remuneration Committee. Nathanial was last re-elected at the Company's AGM held on 11 November 2015. Nathanial has

previously served as a member of the Audit, Risk and Compliance Committee up until 30 June 2014.

Recommendation

The Directors (other than Nathanial Thomson who is standing for re-election) unanimously recommend that Shareholders vote in favour of Resolution 2.

RESOLUTION 3: ELECTION OF MICHAEL ALSCHER AS A DIRECTOR

Pursuant to Rule 6.2(b)(ii) of the Constitution, the Directors may nominate a person to be elected as a Director at the general meeting. The Directors have nominated Michael Alscher to stand for election as Director at the meeting to replace Mr Satoshi Wakuya as Non-executive Director of the Company (whose resignation as Non-executive Director will be effective immediately prior to the AGM).

Michael is the Managing Partner and founder of Crescent Capital Partners Management Pty Limited. Prior to founding Crescent Capital Partners, Michael was a consultant at Bain International and 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 Limited. Michael is the current Chairman of Cardno Limited, Australian Clinical Laboratories Pty Limited, National Media Services Group Pty Limited and National Dental Care Pty Limited. He is also a former Chairman and Director of Cover-More Group Limited and LifeHealthCare Group Limited and a former Director of Metro Performance Glass Limited.

Michael was appointed Alternate Director to Nathanial Thomson on 22 October 2012. His appointment as Alternate was revoked and he was appointed as a Director on 1 July 2013 until 1 March 2018, at which time he was re-appointed as Alternate Director to Nathanial Thomson. Michael's appointment as Alternate Director to Nathanial Thomson will be revoked upon his proposed appointment as Non-executive Director on 20 November 2018.

Recommendation

The Directors (other than Michael Alscher who is standing for election) unanimously recommend that Shareholders vote in favour of Resolution 3.

RESOLUTION 4: APPROVAL OF TERMINATION BENEFITS

The Company is seeking shareholder approval at the AGM for the payment of a termination benefit to each of the following persons in relation to the Performance Rights granted to those persons by the Company prior to the AGM:

- Simon Swanson;
- Athol Chiert;
- Christopher Blaxland-Walker;
- Deborah Lowe;
- Elizabeth Briggs;
- Gregory Martin;
- Justin McLaughlin;
- Louise Hulley; and
- Todd Kardash.

(each a "Participant" and together the "Participants").

Details of the Termination Benefit

After undertaking a remuneration review and engaging an external consultant in 2017, taking into account current market practice the Board felt that an LTI structure delivered via a grant of Performance Rights would be the most appropriate structure to achieve the key objectives. The LTI structure was approved by the Board, on recommendation of the Remuneration Committee, on 21 June 2017 and the first awards under the new LTI were made in FY18.

At the 2017 ClearView AGM, Shareholders approved a termination benefit being paid to the below SMT LTIP Participants for the number of Performance Rights outlined:

Participant	Number of Performance Rights
Simon Swanson	1,142,857
Athol Chiert	357,143
Christopher Blaxland-Walker	285,714
Deborah Lowe	114,286
Gregory Martin	428,571
Justin McLaughlin	250,000
Sarah Cummings	71,429
Todd Kardash	285,714

Since that time, the composition of the SMT has changed with the removal of Ms Sarah Cummings and addition of Ms Elizabeth Briggs and Ms Louise Hulley. Ms Cummings's Performance Rights were forfeited and no termination benefit was paid to Ms Cummings on the Performance Rights.

The Board approved the issue of Performance Rights to Ms Elizabeth Briggs and Ms Louise Hulley upon their appointment to the SMT on 4 April 2018 and approved the issue of additional Performance Rights to all current SMT members on 31 July 2018.

The number of performance rights granted as compensation to each current participant, as per the Board approvals and in accordance with the LTIP is as follows:

Participant	FY 2018 issue	FY 2019 issue
Simon Swanson	1,142,857	718,899
Athol Chiert	357,143	224,656
Christopher Blaxland-Walker	285,714	179,725
Deborah Lowe	114,286	71,890
Gregory Martin	428,571	269,587
Justin McLaughlin	250,000	157,259
Todd Kardash	285,714	179,725
Elizabeth Briggs	44,643	129,897
Louise Hulley	44,643	129,897

Each vested Performance Right entitles its holder to one ordinary share in the issued capital of ClearView. Performance Rights vest if the Company meets certain performance thresholds and if the relevant participant remains employed by the ClearView Group on the earlier of 30 June 2019 or two years from the date of grant. If the performance thresholds are not met, or the participant ceases to be employed before the end of the vesting period, the unvested Performance Rights lapse or are forfeited (subject to limited exceptions).

Each Participant was granted an SMT LTI with a specific dollar value determined by the Participant's remuneration package. This dollar value is converted into the set the number of Performance Rights set out above based on an agreed VWAP share price, being the share price at the date of approval (being $1.40 for FY18 issue and $1.15 for FY19 issue) and a notional value applied to the award, based on typical performance or valuation discounts derived from remuneration consultants research. The actual value of the Performance Rights held by the Participants will be determined by the market value of Shares traded on the ASX at the time of exercise of the relevant Performance Rights, and is accordingly subject to change.

Why is approval being sought?

Under section 200B of the Corporations Act, a company may only give a person a "benefit" in connection with their ceasing to hold a managerial or executive office in the company ("Termination Benefit") if it is approved by Shareholders under section 200E of the Corporations Act (or an exemption applies). The term "benefit" may include the vesting of Performance Rights in connection with a participant in the SMT LTIP ceasing to be employed by the Company (or a related body corporate of the Company).

The SMT LTIP rules give the Board discretion to:

- waive the vesting conditions that apply to a participant's Performance Rights, including in circumstances where the participant ceases to be an employee of ClearView Group; and
- to waive the requirement that a participant's unvested Performance Rights be forfeited if they cease to be an employee of ClearView Group.

While the Board has not determined whether it will exercise the discretions described above in circumstances where a Participant ceases to be employed by the ClearView Group, the Board acknowledges that it may seek to exercise those discretions in favour of the Participants and that exercise may constitute a Termination Benefit. As such, the Company seeks Shareholder approval for the retention and vesting of the Performance Rights held by the Participants, as set out below, in connection with the cessation of their employment with the ClearView Group.

Details of discretionary vesting and provisions relating to cessation of employment

Under the SMT LTIP rules, the Board has discretion to waive any vesting conditions and/or exercise conditions that apply to a participant's Performance Rights by giving notice to that participant in writing (subject to compliance with the Corporations Act, the Listing Rules and any other applicable laws and regulations).

Performance Rights are forfeited by participants in certain circumstances specified by the SMT LTIP rules, including if a participant ceases to be employed by the ClearView Group. If a participant ceases to be an employee due to death or permanent incapacitation, their unvested Performance Rights remain unvested but continue to be held by the participant subject to any applicable vesting conditions. If the participant ceases to be employed in any other circumstances, they retain all vested Performance Rights but forfeit any unvested Performance Rights they hold, subject to the Board's discretion to allow the participant to retain unvested Performance Rights.

Taken together, the provisions of the SMT LTIP give the Board discretion to permit a participant to keep their unvested Performance Rights on cessation of employment, and to have those Performance Rights vest notwithstanding any outstanding performance or exercise hurdles. At present, the Board has not determined whether it will waive the vesting conditions and/or exercise conditions relating to the Participants' Performance Rights or whether the Participants will be permitted to retain their unvested Performance Rights on cessation of employment with the ClearView Group. However, the Board may desire to exercise its discretion in favour of a Participant on cessation of their

employment having regard to the circumstances of such cessation. Shareholder approval is sought under section 200E of the Corporations Act in order to give the Board flexibility to determine that a Termination Benefit should be given to the Participants in accordance with the Board's discretion under the SMT LTIP rule.

Other matters

Certain Participants are currently employed by ClearView Administration Services Pty Limited. In addition to being put to the Shareholders at the AGM, this Resolution will be put to the sole member of ClearView Administration Services Pty Limited for approval in respect of those Participants. For the purpose of section 200E of the Corporations Act, the giving of the Termination Benefit to employees of ClearView Administration Services Pty Limited is only effective if approved at a general meeting of each of ClearView and ClearView Administration Services Pty Limited.

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. The Chair of the meeting intends to vote any undirected proxies in favour of Resolution 4.

RESOLUTION 5: 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, for the purposes of Listing Rule 7.2 (Exception 9). Resolution 5 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, 26 November 2012, and again on 11 November 2015. 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 2018, ClearView has a total of 47,354,970 ESP Shares on issue. There has been a total of 4,293,806 ESP Shares issued since the date of the most recent approval by the Shareholders on 11 November 2015. The following is a summary of the terms of the ESP and a copy of the ESP Rules can be provided upon request to the Company.

ClearView Executive Share Plan

Objectives

ClearView in its current form was created by the acquisition and successful integration of the life insurance, wealth management and financial advice businesses acquired from MBF Holdings Pty Limited (Bupa Australia) on 9 June 2010 (the Acquisition).

Key attributes of the Acquisition were as follows:

- Potential to use the platform acquired to create a new non-bank owned life insurance and wealth management company that could bring innovation to the market and challenge the incumbents;
- No material legacy issues, enabling speed to market; and
- No material exposure to group life, pre global financial crisis income protection or capital guaranteed products.

ClearView was required to undertake a significant transformation to:

- Build out a new management team with a track record in growing life insurance, wealth management and financial advice businesses;
- Develop and launch advice based products providing access to new market segments;
- Utilise the strong cash flow generated by the in-force portfolios at the time of the Acquisition to fund the initial growth phase in the Advice Life market and stem the outflows in the acquired Wealth Management in-force portfolios;
- Expand into the independent financial advice market, with products having the quality to be included on the Approved Product Lists of third party dealer groups; and
- Raise sufficient capital to fund the next phase of growth for the business.

That transformation has been achieved over the last seven years with the development of systems, launch of LifeSolutions (full suite of life insurance advice products), WealthSolutions (ClearView Wrap platform) and WealthFoundations (wealth mid-market product), the recruitment of employees, experienced self employed financial advisers and distribution partners.

The Company has previously used its ESP as a long term incentive for key employees and contractor participants. It is an ownership-based compensation scheme for the Senior Management Team (SMT), key management and revenue generators of the ClearView Group to assist in the recruitment, rewarding, retention and motivation of employees. This scheme was designed to recognise leaders and reward those decisions and actions which have a direct and positive impact on the results that ClearView delivers for Shareholders, at the time and in the future.

The ESP was established to assist in the recruitment of the SMT and employees with deep life insurance and wealth management experience, to execute on 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 was set up in the context of the "start-up phase" and the nature of the ClearView business at the time when the scope and the timing of any future success of the business was still unknown and uncertain. 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

In accordance with the provisions of the ESP, as approved by Shareholders at the 2015 Annual General Meeting, the ownership-based compensation scheme allows participation in the ESP 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 under the ESP rules therefore include both Employee Participants and Contractor Participants of the Company and its related body corporates.

Non-executive Directors are ineligible to participate in the ESP in accordance with the ESP Rules.

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 of conditions of the ESP. The invitation must specify:

(a) the name and address of the Eligible Employee to whom the offer is made;

(b) the date of the offer;

(c) the applicable holding lock period;

(d) the maximum number of shares or the maximum dollar value of shares that can be acquired by the Eligible Employee under the ESP pursuant to the invitation;

(e) the per share acquisition price;

(f) the number of free shares, if any, offered to the Eligible Employee;

(g) the time period, if any, in which to accept the invitation;

(h) the performance conditions and/or vesting conditions, if any;

(i) any Financial Assistance offered;

(j) the proposed acquisition date; and

(k) anything else that the Board considers relevant.

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 ("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. Taking into account the liquidity, volatility, and the average trading activities of Shares, the Board determined in February 2013 that it is appropriate and reasonable for ClearView to adopt the Volume Weighted Average Price ("VWAP") over a 3 month period to determine the market value of Shares for the purposes of ESP issues. This has been implemented for all ESP Share issues since that date. Prior to this, no ESP Shares were issued at a price below 50 cents per Share, being the price at which the original capital raising was completed in June 2010.

Method of Acquisition and Quotation of Shares

Shares may be allocated to a participant for the purposes of the ESP:

(a) by way of allotment and issue of shares by the Company to the participant; or

(b) by reallocating shares held by existing participants who have requested a disposal under Rule 10 of the ESP Rules or whose shares are being disposed in accordance with ESP Rule 11.6 to repay Financial Assistance; or

(c) by reallocating shares held in respect of participants who have ceased employment with the Group or whose contractor agreement has been terminated; or

(d) if the shares are listed on the ASX or another stock exchange by making an on market purchase of the shares in the ordinary course of trading on the ASX or the other stock exchange.

If shares are issued under the ESP, they will, from the date of allotment, rank equally with all other issued shares in all respects including with respect to voting rights and entitlements to participate in dividends, future rights and bonus issues. These rights apply even if the shares are subject to the holding lock.

If the shares are listed on the ASX or another stock exchange the Company will make application to the ASX or the other stock exchange for official quotation of shares issued under the Plan in accordance with applicable law.

If any share is allocated in error to an individual who is not entitled to those shares under the ESP Rules, then that individual will have no right or interest in the share and will be required to execute any documents or do anything else required by the Board to correct the error.

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 in accordance with the terms of the accompanying Invitation or as follows:

- for Share issues prior to 14 February 2013 - within 60 days (or a longer period determined by the Board in its discretion) after the 5th anniversary of the grant of the financial assistance (unless it is required to be repaid at an earlier date owing to the operation of the ESP Rules);
- for Shares issued after 14 February 2013 – immediately in the following circumstances:
    i) if the Employee Participant ceases to be employed by the Group or the termination of the Contractor Participant's agreement with the Group (or 60 days after the cessation or termination in "qualifying circumstances");
    ii) the performance conditions or vesting conditions specified in the Invitation are not met within the period specified in the Invitation;
    iii) if the participant becomes bankrupt;
    iv) in the event of certain "disqualifying circumstances" including resignation by the participant before the performance conditions or vesting conditions are satisfied, redundancy of the employee or termination of the employee's employment for serious misconduct of the participant or other circumstances which would justify summary dismissal of the participant.

If the financial assistance becomes repayable in qualifying circumstances the Participant may dispose of the Shares and the proceeds will be used to repay the amount owing under the loan. If there is excess from the process the participant is entitled to the excess.

If the financial assistance becomes repayable in other circumstances the Company may sell the participants' Shares on the ASX, transfer them back to the Company by way of buy back and cancel the Shares or transfer the Shares to a person nominated by the Company to satisfy the amount outstanding under the loan.

For Employee Participants, the financial assistance is secured over the Shares and rights attached to the Shares.

The Board has approved a delegated authority to Mr Swanson, Mr Chiert and Mr Thomson to approve granting an extension to the loan term of all ESP participants who remain employees at the expiration of their loan term for a period until a Change of Control of the Company (as defined in the ESP Rules).

Restrictions

The Shares granted under the ESP to participants are subject to a holding lock restricting the holder from dealing with the Shares, unless otherwise provided under the Invitation. 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 (as defined in the ESP Rules); or

If the Participant:

    i) is an Employee Participant, their employment with the ClearView Group ceases, or
    ii) 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 Share 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 Listing Rules. Participants will not be able to sell their ESP 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.

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 Rules 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 one 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 ESP 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.
- "Change of Control" is defined as Crescent Capital Partners and its associates 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.

As specified in the invitation letter to Employee Participants:

(c) After 1 July 2015:

- For ESP Shares issued to employee participants after 1 July 2015, unless stated otherwise in the participants Invitation Offer, all performance and vesting conditions in relation to these Shares, are not deemed to have been met upon a "Change of Control."

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 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 5.

RESOLUTION 6: SELECTIVE BUY-BACK OF UNVESTED ESP SHARES

In accordance with the ESP, the Company is proposing to conduct a selective buy back from certain Contractor Participants who were issued Shares under the ESP subject to certain vesting conditions or performance conditions which have not been satisfied within the time specified in the Invitation or have become incapable of being satisfied ("Eligible Contractors").

As set out above, the Company extended the ESP to financial advisers in November 2011. The financial advisers are "Contractor Participants" for the purposes of the ESP. The Eligible Contractors were issued with Shares under the ESP from 9 July 2014 to 14 June 2017. These Shares were issued subject to vesting conditions or performance conditions set out in the Invitation that have not been satisfied within the time specified in the Invitation or have become incapable of being satisfied ("Unvested Shares"). Each Eligible Contractor was also provided with financial assistance in accordance with the ESP Rules and individual loan terms to acquire the Unvested Shares. Under the ESP Rules the Company is entitled to buy back the Unvested Shares in relation to the financial assistance. The Board is proposing to exercise the right to buy back the Unvested Shares to satisfy the financial assistance in accordance with the ESP Rules.

The Company is seeking approval from Shareholders as a special resolution (with no votes being cast in favour by the Eligible Contractors) pursuant to section 257D of the Corporations Act to carry out the buy back as a selective buy back. As the Unvested Shares are held by Contractors, the Company is proposing to buy back the shares in accordance with section 257D of the Corporations Act (rather than under the employee share scheme buy back regime). The number of Unvested Shares will be no more than 10% of the smallest number of Shares, at any time during the last 12 months, of votes attaching to the voting shares, of the Company.

In accordance with the ESP Rules, the price of the transfer for all of the Eligible Contractor's shares will be the lower of the original price and the total amount owing in relation to the financial assistance (including accrued interest). The buy-back will be under the terms of the Buy Back Agreement which are summarised below.

Reasons for carrying out the Proposed Buy Back

The Unvested Shares are held by Eligible Contractors who have not satisfied the vesting conditions (or are incapable of satisfying the vesting conditions) under the terms of the individual Invitation. The ESP provides that Unvested Shares can be bought back and cancelled and Board has determined that this is the most appropriate mechanism to use. The Company considers that it is in the interests of the Company and all Shareholders that the Unvested Shares be bought back and cancelled by the Company.

The Buy Back Agreement the Company will use pursuant to the ESP rules will effect the buy back of the Unvested Shares on these terms.

Key terms of Buy Back Agreement

The Buy Back Agreement will be consistent with the terms of the ESP, which the Company will use to effect the buy back of the Unvested Shares.

Selective buy back requirements of the Corporations Act

Section 257A of the Corporations Act provides that a company may buy back its own shares if:

- the buy back does not materially prejudice the Company's ability to pay its creditors; and
- the Company follows the procedures set out in Division 2 of Chapter 2J.1 of the Corporations Act.

The procedures required differ for each type of buy back. As set out above, the Proposed Buy Back is classified as a selective buy back because it is only being made to certain Shareholders.

Pursuant to section 257D(2) of the Corporations Act, the Company must include with the Notice a statement setting out all information known to the Company that is material to the decision on how to vote on the Resolution. However, the Company does not have to disclose information if it would be unreasonable to require the Company to do so because the Company had previously disclosed the information to Shareholders.

Section 257H(3) of the Corporations Act provides that immediately after the registration of the transfer to a company of shares bought back, the shares are cancelled.

Details of the Proposed Buy Back

ASIC Regulatory Guide 110 sets out what ASIC expects a company to provide when disclosing such information to shareholders with a notice of meeting. This information is set out below:

- The Company currently has 678,855,751 Shares on issue at the date of this Notice.
- The number of Unvested Shares to be bought back is 1,781,632 which represents approximately 0.26% of the total Shares on issue at the date of this Notice.
- The terms of the Buy Back Agreement are set out above.
- The offer price is the lower of the original acquisition price for the individual parcel of Unvested Shares or the amount owing by the Eligible Contractor under its loan with the Company.
- The reasons for the Proposed Buy Back is as set out above, and to give effect to the ESP, specifically, to buy back and cancel the Shares if the vesting conditions or the performance conditions are not met.

- No director is eligible to participate in the Proposed Buy Back.
- The Buy Back will not have a material effect on the financial position of the Company.
- The Company does not require funds to effect the Proposed Buy Back because the consideration will be the satisfaction of loans owed to the Company by the Eligible Contractors.
- The key advantage of carrying out the Proposed Buy Back is that it gives intention to the terms on which the Company issued the Unvested Shares which was approved by Shareholders by way of the approval of the ESP Rules in 2015.
- The Company does not consider that there are any disadvantages associated with buying back the Unvested Shares.
- The Proposed Buy Back is not expected to have an effect on the control of the Company.
- The Unvested Shares are held by certain Contractor Participants who have been issued Shares and not met the vesting conditions for all of the Shares under the Invitation. These Eligible Contractors will be identified immediately prior to the Notice being sent to Shareholders.
- The Shares were trading at $0.90 on 12 October 2018 being the trading day immediately prior to the date on which this Notice was finalised for printing.

Recommendation

For the reasons set out in this Explanatory Statement, the Directors unanimously recommend that the Shareholders vote in favour of the Proposed Buy Back.

No Director may participate in the Proposed Buy Back, and no Director will receive any payment or benefit of any kind as a consequence of the Proposed Buy Back.

ClearView

Glossary - Defined Terms

In this Explanatory Statement, unless the context otherwise requires:

Annual General Meeting or AGM means the general meeting to be held at ClearView Wealth Limited, Level 15, 20 Bond Street, Sydney NSW 2000 on Tuesday 20 November 2018 at 10.00am.

Annual Report means the annual report of the Company prepared for the year ended 30 June 2018.

ASX means ASX Limited (ACN 008 624 691) or the securities market which it operates, as the case may be.

Auditor means Deloitte Touche Tohmatsu.

Auditor's Report means the report prepared by the Auditor in relation to the Financial Statements.

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

ClearView means ClearView Wealth Limited ACN 106 248 248.

ClearView Group means ClearView and its related bodies corporate (as that term is defined in the Corporations Act)together.

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

(a) a spouse or child of the member;

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

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

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

(e) a company the member controls; or

(f) a person prescribed by the Corporations Regulations.

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.

Directors' Report means the report of the Directors for the year ended 30 June 2018.

Eligible Employee has the meaning given to that term in the ESP Rules.

ESP Rules means the executive share plan rules ,a summary of which is included in this Notice.

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, 26 November 2012 and most recently approved by Shareholders on 11 November 2015.

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 2018.

Invitation has the meaning given to that term in the ESP Rules.

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.

Managing Director means Simon Swanson.

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

Offer has the meaning given to that term in the ESP Rules.

Participants means each of Simon Swanson, Athol Chiert, Christopher Blaxland-Walker, Deborah Lowe, Elizabeth Briggs, Gregory Martin, Justin McLaughlin, Louise Hulley and Todd Kardash and Participant means any one of them.

Proposed Buy Back means the selective buy-back of unvested ESP Shares.

Performance Rights means a performance right granted to a participant in the SMT LTIP and on the terms set out in the SMT LTIP rules and the individual participant's invitation letter.

Remuneration Report means the remuneration report of the year ended 30 June 2018.

Resolutions means a resolution set out in the Notice and Resolution means any one of them.

Reports means the Financial Statements, Directors' Reports and Auditor's Report.

Senior Management Team or SMT means the senior management team of the ClearView Group from time to time.

Share means a fully paid ordinary share in the Company.

Shareholder means a holder of Shares.

SMT LTI means senior management team long term incentive.

SMT LTIP means the SMT LTI plan approved by the Board on 21 June 2017 and described in the Company's 2017 and 2018 annual reports.

Termination Benefit means a benefit given in connection with a person's retirement from an office or position.

VWAP means the volume weighted average price.

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ClearView Wealth Limited
ABN 83 106 248 248

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

Lodge your vote:

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Computershare Investor Services Pty Limited
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Alternatively you can fax your form to
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(outside Australia) +61 3 9473 2555

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(outside Australia) +61 3 9415 4000

Proxy Form - 2018 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) Sunday, 18 November 2018

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 ➔

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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 Chair of the Meeting** **OR** _____

PLEASE NOTE: Leave this box blank if you have selected the Chair 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 Chair 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 office of ClearView Wealth Limited, Level 15, 20 Bond Street, Sydney NSW 2000 on Tuesday, 20 November 2018 at 10.00am (Sydney time) and at any adjournment or postponement of that Meeting.

Chair authorised to exercise undirected proxies on remuneration related resolutions.

The Chair intends to vote all undirected proxies in favour of all resolutions including Resolutions 1, 4, 5 and 6. You should note that if you appoint the Chair as your proxy, or the Chair is appointed as your proxy by default, you will be taken to authorise the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

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.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	☐	☐	☐
Resolution 2	Re-election of Nathanial Thomson as a Director	☐	☐	☐
Resolution 3	Election of Michael Alscher as a Director	☐	☐	☐
Resolution 4	Approval of Termination Benefits	☐	☐	☐
Resolution 5	Refresh approval of the ClearView Executive Share Plan (ESP)	☐	☐	☐
Resolution 6	Selective Buy-Back of unvested ESP shares	☐	☐	☐

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chair 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	**Securityholder 2**	**Securityholder 3**
Sole Director and Sole Company Secretary	**Director**	**Director/Company Secretary**

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