ClearView Wealth Limited

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Market Release

8 October 2021

ClearView 2021 Notice of Annual General Meeting

ClearView Wealth Limited (ASX: CVW, "ClearView"), in accordance with the ASX Listing Rules, attaches its 2021 Notice of Annual General Meeting (**AGM**), together with meeting documents and proxy form sample.

ClearView shareholders are advised that the meeting is being held virtually this year and all important information and guidance for shareholders joining this year's virtual AGM is included in the Notice of Meeting.

ENDS

For further information, please contact:

Investor inquiries

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Approval of Announcement

The Continuous Disclosure Committee and Board delegates of ClearView have authorised the release of these announcements to the market.

About ClearView

ClearView is an ASX-listed diversified financial services company which partners with financial advisers to help Australians protect and build their wealth, achieve their goals and secure a comfortable financial future. The group's three business segments: Life Insurance, Wealth Management and Financial Advice are focused on delivering quality products and services.

For more information visit **clearview.com.au**

ClearView Wealth Limited
ABN 83 106 248 248

ASX Code: CVW

clearview.com.au

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CVM_1174 10/21

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Notice of 2021 Annual General Meeting

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

Date: **Thursday, 11 November 2021**
Time: **10.00am (Sydney time)**

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Notice of Meeting

The 2021 Annual General Meeting (**AGM** or **Meeting**) of ClearView Wealth Limited (**ClearView**) will be held online as a virtual meeting on Thursday 11 November 2021. The Meeting will commence at 10.00am (AEDT), with online registration commencing at 9.30am (AEDT).

ClearView is committed to ensuring the safety of its shareholders and employees and, in light of the coronavirus pandemic and importance of maintaining social distancing measures, this year's AGM will be conducted as a virtual meeting. There will not be a meeting that Shareholders can physically attend in person this year.

Shareholders, and their proxies, corporate representatives and attorneys will be able to participate in the Meeting through the AGM online platform, including voting and asking questions online in real time (for those entitled to do so). The virtual AGM will provide equal opportunity for all shareholders in the Meeting, regardless of your location.

How to participate in the AGM

Register to attend the virtual AGM at

https://clearview-au.zoom.us/webinar/register/WN_aLG0sXEzSWWH06qlwpUbkA

You will need your name, address, email address and shareholder reference number.

Live Online Voting

Shareholders and their proxyholders, corporate representatives and attorneys will be able to vote at the meeting online by:

- visiting **web.lumiagm.com** on a smartphone, tablet or computer (using the latest version of Chrome, Safari, Edge and Firefox).
- using unique meeting ID: **302-310-973.**

Online voting registration will commence 30 minutes prior to the start of the meeting.

More information about how to attend the virtual Meeting is set out in the "Online meeting" section of this Notice on page 6 below. For full details on how to log on and vote online, please refer to the user guide **www.computershare.com.au/onlinevotingguide**.

If Shareholders are unable to attend the virtual Meeting, they are encouraged to appoint a proxy to attend and vote on their behalf, in accordance with the instructions contained in this Notice (see the "Proxies" section on page 6 below). If you direct your proxy how to vote, your votes will be cast at the Meeting in accordance with your directions (subject to the voting exclusions set out in this Notice).

Questions

Shareholders have the opportunity to submit their questions in advance of the Meeting. You are encouraged to direct questions to the Chairman or auditor by email at **ir@clearview.com.au** or via post (as described in this Notice of Meeting) so that they are received not later than 5.00pm (Sydney time) Thursday 4 November 2021. Please use the email subject "2021 AGM Question." Questions may also be asked during the meeting via the online platform.

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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, Directors' and Auditor's and Reports

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2021.

Note that no resolution is required for this item of business.

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, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the year ended 30 June 2021, 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

In accordance with the Corporations Act, 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/or any Closely Related Party of such a member of Key Management Personnel, in any capacity (including as a proxy); or
- by any person who is a member of Key Management Personnel as at the time the Resolution is voted on at the Meeting, or a Closely Related Party of such a member of Key Management Personnel, as a proxy,

unless the vote is cast as proxy for a person otherwise entitled to vote on Resolution 1:

- in accordance with the express direction of the appointor; or
- by the Chair where the proxy appointment does not specify the way the proxy is to vote on Resolution 1 and expressly authorises the Chair to exercise the proxy in respect of Resolution 1 even though the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. Resolutions 2 and 3 - Re-election of Directors

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

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

"That, Mr Michael Alscher, who retires as Director by rotation pursuant to Rule 6.4 of the Constitution and ASX Listing Rule 14.4 and, being eligible for re-election, be re-elected as a Director."

Resolution 3 - 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 ASX Listing Rule 14.4 and, being eligible for re-election, be re-elected 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 by the Company to each of the following persons in connection with any retention or vesting of Performance Rights issued to those people on the cessation of their employment with the Company or a related body corporate of the Company (as described in the Explanatory Statement accompanying the Notice of Meeting in respect of this Meeting), be approved for the purposes of sections 200B and 200E of the Corporations Act and for all other purposes:

- Simon Swanson;
- Judilyn Beaumont;
- Christopher Blaxland-Walker;
- Athol Chiert;
- Nadine Gooderick;
- Todd Kardash;

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- Gerard Kerr;
- Deborah Lowe;
- Justin McLaughlin; and
- Hicham Mourad

(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 a Participant or any of their Associates and, if cast, will be disregarded by the Company. However, the Company will not disregard a vote cast if:

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

Further, a vote must not be cast (and, if cast, will be disregarded by the Company) on Resolution 4 by a member of the Key Management Personnel as at the time the Resolution is voted on at the Meeting, or a Closely Related Party of such a member, as a proxy, unless the vote is cast as proxy for a person otherwise entitled to vote on Resolution 4:

- in accordance with the express direction of the appointor; or
- by the Chair where the proxy appointment does not specify the way the proxy is to vote on Resolution 4 and expressly authorises the Chair to exercise the proxy in respect of Resolution 4 even though the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

5. Resolution 5 - Approval for Granting of Performance Rights to a Director – Mr Swanson

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

"That approval is given for the purposes of ASX Listing Rule 10.14, and for all other purposes, for the grant and issue of 1,111,111 Performance Rights to the Managing Director, Mr Simon Swanson, in relation to FY22 long term variable remuneration (**LTVR**), under the ClearView Wealth Limited Rights Plan (the **CWLRP** or **Plan**) and on the terms and conditions described in the Explanatory Statement to the Notice of Meeting in respect of this Meeting."

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 5 by or on behalf of Mr Swanson or any Associate of Mr Swanson (regardless of the capacity in which the vote is cast). However, the Company will not disregard a vote cast on Resolution 5 if:

- it is cast by a person as a proxy or attorney for a person who is otherwise entitled to vote on Resolution 5 in accordance with the directions given to the proxy or attorney;
- it is cast by the Chair as a proxy or attorney for a person who is entitled to vote on Resolution 5 in accordance with a direction given to the Chair to vote as the Chair decides; or
- it is cast by a Shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:
  - the beneficiary provides written confirmation to the Shareholder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
  - the Shareholder votes on the Resolution in accordance with directions given by the beneficiary to the Shareholder to vote in that way.

Further, a vote must not be cast (and, if cast, will be disregarded by the Company) on Resolution 5 by a member of the Key Management Personnel as at the time the Resolution is voted on at the Meeting, or a Closely Related Party of such a member, as a proxy, unless the vote is cast as proxy for a person otherwise entitled to vote on Resolution 5:

- in accordance with the express direction of the appointor; or
- by the Chair where the proxy appointment does not specify the way the proxy is to vote on Resolution 5 and expressly authorises the Chair to exercise the proxy in respect of Resolution 5 even though the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

6. Resolution 6 - Approval for Granting of Restricted Rights to a Director – Mr Swanson

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

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"That approval is given for the purposes of ASX Listing Rule 10.14, and for all other purposes, for the grant and issue of 191,890 Restricted Rights to the Managing Director, Mr Simon Swanson, in relation to deferred FY21 short term variable remuneration (**STVR**), under the ClearView Wealth Limited Rights Plan (the **CWLRP** or **Plan**) and on the terms and conditions described in the Explanatory Statement to the Notice of Meeting in respect of this Meeting."

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 6 by or on behalf of Mr Swanson or any Associate of Mr Swanson (regardless of the capacity in which the vote is cast). However, the Company will not disregard a vote cast on Resolution 6 if:

- it is cast by a person as a proxy or attorney for a person who is otherwise entitled to vote on Resolution 6 in accordance with the directions given to the proxy or attorney;
- it is cast by the Chair as a proxy or attorney for a person who is entitled to vote on Resolution 6 in accordance with a direction given to the Chair to vote as the Chair decides; or
- it is cast by a Shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:
  - the beneficiary provides written confirmation to the Shareholder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
  - the Shareholder votes on the Resolution in accordance with directions given by the beneficiary to the Shareholder to vote in that way.

Further, a vote must not be cast (and, if cast, will be disregarded by the Company) on Resolution 6 by a member of the Key Management Personnel as at the time the Resolution is voted on at the Meeting, or a Closely Related Party of such a member, as a proxy, unless the vote is cast as proxy for a person otherwise entitled to vote on Resolution 6:

- in accordance with the express direction of the appointor; or
- by the Chair where the proxy appointment does not specify the way the proxy is to vote on Resolution 6 and expressly authorises the Chair to exercise the proxy in respect of Resolution 6 even though the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

7. Resolution 7 - Selective Buy-Back of ESP Shares from Contractor Participants

To consider and, if thought fit, 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 accompanying the Notice of Meeting in respect of this Meeting, be approved for the purposes of section 257D(1) of the Corporations Act and for all other purposes."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of any Shareholder whose Shares are proposed to be bought back under the Proposed Buy-Back or their Associates (regardless of the capacity in which the vote is cast).

By order of the Board

Judilyn Beaumont
Company Secretary

8 October 2021

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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 Tuesday, 9 November 2021. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting. A person's entitlement to vote on a Resolution is subject to the applicable voting exclusions set out above.

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

The Corporations Act and the ASX Listing Rules require that certain persons must not vote, and the Company must disregard any votes cast by or on behalf of certain persons, in respect of certain Resolutions that will be considered by Shareholders at the Meeting. The persons that are excluded from voting on each Resolution (if any) are described above. 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.

Online meeting

As described above, in light of the coronavirus pandemic and the importance of maintaining social distancing measures, this year's AGM will be conducted as a virtual meeting. Shareholders will not be able to attend the meeting at a physical venue. Shareholders and their duly appointed proxies, corporate representatives and attorneys will be able to attend and participate in the Meeting by:

- joining the online Meeting in real time via the online platform accessible at **https://clearview-au.zoom.us/webinar/register/WN_aLG0sXEzSWWH06qlwpUbkA**
- asking questions of the Board and the external auditor (for those entitled to do so):
  - before the Meeting by lodging questions via email at **ir@clearview.com.au** or via post (as described below);
  - during the Meeting in real time via the online platform; and
- voting on the resolutions to be considered at the Meeting either by appointing a proxy before the Meeting (online or using the enclosed proxy form) or by voting in real time during the Meeting via the online platform by:
  - visiting **web.lumiagm.com** on a smartphone, tablet or computer (using the latest version of Chrome, Safari, Edge and Firefox).
  - using unique Meeting ID: **302-310-973**.

Further details of how to join the online Meeting, how to ask questions and how to vote are set in the online meeting guide found here: **www.computershare.com.au/onlinevotingguide**.

Registration of attendance at the Meeting will occur through the online platform and will commence at 9.30am. If you intend to use the online platform, we recommend that you test to see that it works on your device.

If Shareholders are unable to attend the Meeting via the online platform, they are encouraged to appoint a proxy to attend and vote on their behalf in accordance with the instructions contained in this Notice of Meeting. Appointing a proxy will not preclude a Shareholder from attending and voting at the Meeting via the online platform should they elect to do so.

Resolution by Poll

In accordance with the *Treasury Laws Amendment (2021 Measures No. 1) Act 2021* (Cth) each resolution considered at the Meeting will be conducted by a poll, rather than on a show of hands.

Proxies

If you are a Shareholder entitled to attend and vote at the Meeting, you have the right to appoint up to two proxies. If you are entitled to cast two or more votes

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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 (fractions will be disregarded). A proxy need not be a Shareholder of the Company and can be an individual or body corporate.

A proxy may decide whether to vote on an item of business, except where the proxy is required by law or the Constitution to vote, or abstain from voting, in his or her capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may only vote on the item as directed. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit.

If a Shareholder lodges a proxy form or appoints a proxy online but fails to nominate a proxy, the Shareholder will be taken to have appointed the Chair of the Meeting as the Shareholder's proxy by default.

The appointment of one or more duly appointed proxies will not preclude a Shareholder from attending the Meeting and voting personally. If the member votes on a resolution, the proxy must not vote as the member's proxy on that resolution.

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 such evidence is not received before the Meeting, then the body corporate (through its representative) will not be permitted to act as proxy. Please contact Computershare to obtain the relevant corporate representative appointment documentation. You will require the shareholding details of the body corporate, including the SRN or HIN and registered address for the shareholding in order to obtain the corporate representative documentation

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

A proxy form signed under a power of attorney or other authority (if any) must be accompanied by the signed power of attorney, or a certified copy of the power of attorney.

If you sign and return a proxy form or appoint a proxy online 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 (Approval for Granting of Performance Rights to Mr Swanson) and Resolution 6 (Approval for Granting of Restricted Rights to Mr Swanson), by marking either "For", "Against" or "Abstain" on the proxy form (or, if the proxy is appointed online, by directing the proxy how to vote on the relevant resolution in accordance with the instructions on the website) for the relevant Resolution. 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 the Chair has been expressly authorised by the proxy appointment to do so.

How the Chair will vote undirected proxies

The Chair intends to vote any undirected proxies in favour of all Resolutions

The Chair intends to vote all available (including undirected) proxies in favour of all Resolutions (subject to the applicable voting exclusions described above), including Resolution 1 (Adoption of Remuneration Report), Resolution 4 (Approval of termination benefits), Resolution 5 (Approval for Granting of Performance Rights to Mr Swanson) and Resolution 6 (Approval for Granting of Restricted Rights to Mr Swanson). 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

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connected directly or indirectly with the remuneration of a member of the Key Management Personnel. In exceptional circumstances, the Chair may change their voting intention in which case an ASX announcement will be made by the Company.

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 (subject to the applicable voting exclusions described above) or to abstain from voting on a Resolution. Simply mark your voting directions on the proxy form before you return it or, if the proxy is appointed online, direct the proxy how to vote on the relevant resolution in accordance with the instructions on the website.

Where to lodge a proxy

You may lodge a proxy (including by lodging a proxy vote online) by following the instructions set out on the proxy form accompanying this Notice of Meeting.

For a proxy appointment to be effective, the proxy (and, if applicable, any power of attorney or other authority under which it is signed) 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, not later than 10.00 am Sydney time on Tuesday 9 November 2021.

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

Given changes to Australia Post's services which may see mail take longer to arrive as a result of the COVID-19 pandemic, the Company suggests that you allow additional time if you decide to send your completed proxy form by post.

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at **www.investorcentre.com.au** and select "Printable Forms".

Admission to Meeting

The online Meeting will take place at 10:00am (Sydney time) on Thursday, 11 November 2021. Shareholders may join the online Meeting via the online platform accessible at **https://clearview-au.zoom.us/webinar/register/WN_aLG0sXEzSWWH06qlwpUbkA**

You will need your name, address, email address and shareholder reference number to register to attend the virtual AGM. Shareholders will be able to access the online meeting platform from 9.30am (Sydney time).

If you intend to use the online platform to submit a vote during the Annual General Meeting, we suggest that you check that the online platform works on your device well in advance of the Meeting.

Further details on how to join the online Meeting, how to ask questions and how to vote are set in the online meeting guide found here: **www.computershare.com.au/onlinevotingguide**.

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:

- the Company; or
- Deloitte Touche Tohmatsu relevant to the conduct of the audit and content of the Auditor's Report,

can also be submitted in advance of the Meeting and must be received no later than 5.00pm (Sydney time) on Thursday, 4 November 2021 at Computershare (at

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the address or fax number for lodgement of proxies). Alternatively, the questions may be sent to the Company Secretary, ClearView Wealth Limited, Level 15, 20 Bond Street, Sydney NSW 2000 or **ir@clearview.com.au** and received no later than 5.00pm (Sydney time) on Thursday 4 November 2021. A list of questions to the auditor will be available at the Meeting.

Technical difficulties

Technical difficulties may arise during the course of the Meeting. This may include local technical difficulties experienced by Shareholders, such as poor internet connection. The Chair of the Meeting has discretion as to whether and how the Meeting should proceed if a technical difficulty arises. In exercising this discretion, the Chair of the Meeting will have regard to the number of Shareholders impacted and the extent to which participation in the business of the Meeting is affected. Where the Chair of the Meeting considers it appropriate, he or she may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions.

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Explanatory statement to the notice of Annual General Meeting

Financial, Directors' and Auditor's Reports

The Company's 2021 Annual Report (which includes the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2021, together called the "Reports") will be presented to the Meeting (as required by the Corporations Act). Shareholders can access a copy of the Annual Report (which contains the Reports) 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 2021 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. Shareholders will also be given an opportunity to ask the Company's external auditor, Deloitte Touche Tohmatsu, questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company for the preparation of the Financial Report and the independence of the auditor.

There is no formal resolution to be voted on in relation to this item of business.

RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

Directors of ASX-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 52 to 74 of the Company's 2021 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 2021.
- 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 2021; and
- details of the Long-Term Incentive plans 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 future remuneration practices and policies.

Shareholders should also note that, if 25% or more of the votes cast on Resolution 1 are against that Resolution, 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 Meeting, if at next year's annual general meeting, 25% or more of the votes cast on the resolution to adopt the remuneration report for the relevant financial year are against that resolution, then a separate resolution (a "spill 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) who were in office at the date of issue of the relevant second consecutive remuneration report must stand for re-election.

Recommendation

Noting that each Director has a personal interest in his/ her own remuneration from the Company, the Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

RESOLUTION 2: RE-ELECTION OF MICHAEL ALSCHER AS A DIRECTOR

Pursuant to Rule 6.4(a) of the Constitution and ASX Listing Rule 14.4, a Director must retire from office

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(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.

Mr Michael Alscher, Non-Executive Director of the Company, was last elected as a Director on 20 November 2018 at the Company's 2018 annual general meeting. Being eligible, Mr Alscher offers himself for re-election as a Director at the Meeting.

ClearView notes that a Director retiring under Rule 6.4(a) of the Constitution satisfies the requirements under ASX Listing Rule 14.5 and Rule 6.4(b) of ClearView's constitution.

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 the LEK Partnership where he spent considerable time working across banking and insurance clients. After leaving consulting, Michael was the Chief Operating Officer and a Director of Gowings Bros Limited. Michael is the current Chairman of Cardno Limited, Australian Clinical Labs Limited, National Media Services Group Limited, Crumpler 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 currently serves as a member of the Nomination and Remuneration Committee.

As a result of his affiliation with Crescent Capital Partners, which holds voting power of approximately 59.69% in the Company, Mr Alscher is not considered to be an independent Director.

Recommendation

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

RESOLUTION 3: RE-ELECTION OF NATHANIAL THOMSON AS A DIRECTOR

Pursuant to Rule 6.4(a) of the Constitution and ASX Listing Rule 14.4, 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.

Mr Nathanial Thomson, Non-Executive Director of the Company, was last elected as a Director on 20 November 2018 at the Company's 2018 annual general meeting. Being eligible, Mr Thomson offers himself for re-election as a Director at the Meeting.

Nathanial is a partner of Crescent Capital Partners Management Pty Limited. Nathanial has significant consulting experience for financial institutions including 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, Australian Clinical Labs Limited, National Dental Care Pty Limited and National Home Doctor Service Pty Limited.

Nathanial currently serves as a member of the Nomination and Remuneration Committee.

As a result of his affiliation with Crescent Capital Partners, which holds voting power of 59.69% in the Company, Mr Thomson is not considered to be an independent Director.

Recommendation

The Directors (other than Nathanial Thomson, who is standing for re-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 potential Termination Benefit to each of the following persons in relation to the Performance Rights proposed to be granted to those persons by the Company after the AGM:

- Simon Swanson;
- Judilyn Beaumont;
- Christopher Blaxland-Walker;
- Athol Chiert;
- Nadine Gooderick;
- Todd Kardash;
- Gerard Kerr;
- Deborah Lowe;
- Justin McLaughlin; and
- Hicham Mourad

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

Details of the Termination Benefit

From 2017, the Board has adopted an LTI structure delivered via a grant of Performance Rights to achieve

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the key objectives. The LTI structure was approved by the Board, on recommendation of the Remuneration Committee, on 21 June 2017 and awards under the LTI structure were made in FY18, FY19, FY20 and FY21. Changes were made to senior management team remuneration structures for FY21 to include, among other changes, longer vesting arrangements and deferral for new issues under a revised LTVR plan. In August 2020, the Board approved the granting of awards under this arrangement. Details of the LTVR rules that apply for FY22, are outlined in the Annual Report (see pages 61 to 65 of the Annual Report). Each year, the Nomination and Remuneration Committee decides specific terms that are applicable to each year's award where relevant.

At the 2017, 2018, 2019 and 2020 ClearView AGMs, Shareholders approved a termination benefit being paid to SMT LTIP/LTVR Participants for the number of Performance Rights allocated to them. No termination benefit was paid in FY18, FY19, FY20 or FY21.

The Board has approved the issue and grant of Performance Rights to the following Participants for FY22:

Participant	FY22 issue
Simon Swanson	1,111,111
Judilyn Beaumont	277,777
Christopher Blaxland-Walker	277,777
Athol Chiert	347,222
Nadine Gooderick	277,777
Todd Kardash	277,777
Gerard Kerr	416,666
Deborah Lowe	277,777
Hicham Mourad	277,777
Justin McLaughlin	277,777

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 30 June 2025. 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 has a set LTI dollar value determined as part of their remuneration package. This dollar value is converted into a set number of Performance Rights at the grant date based on an agreed value per share (72 cents per share which is measured against target total shareholder return (**TTSR**) of a market capitalisation of $483.75m as at 30 June 2025). 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 or a related body corporate ("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 automatic or accelerated vesting of Performance Rights in connection with a participant in the Company's LTI structures ceasing to be employed by the Company (or a related body corporate of the Company).

The LTVR 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 purposes of section 200E of the Corporations Act 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, in accordance with the terms and conditions of the applicable plan rules.

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Details of discretionary vesting and provisions relating to cessation of employment

Under the LTVR 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 ASX Listing Rules and any other applicable laws and regulations).

Performance Rights are forfeited by participants in certain circumstances specified by the LTVR 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 LTVR rules 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 the date of the Notice of Meeting, 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 LTVR rules.

The value of any Termination Benefit of the kind described above given in connection with a Participant ceasing to be employed by the ClearView Group cannot presently be ascertained as it will depend on a number of factors. Matters, events and circumstances that will, or are likely to, affect the value are:

- the number of Performance Rights held by the relevant Participant at the time of cessation of their employment;
- whether, and the extent to which, the vesting conditions attaching to those Performance Rights are waived or (if not waived) met;
- the circumstances in which the Participant ceases employment with the ClearView Group;
- any relevant terms in that Participant's employment agreement;
- the Participant's length of service with the ClearView Group and the portion of any relevant performance or vesting periods that have expired at the time they cease employment with the ClearView Group;
- the market price of Shares traded on the ASX at the time of cessation of the Participant's employment with the ClearView Group;
- any other factors that the Board determines to be relevant when exercising a discretion (such as its assessment of the individual's performance up to the time of cessation of the Participant's employment with the ClearView Group); and
- any changes in laws, regulations or market practice between the date of this Notice of Meeting and the time that the Participant ceases employment with the ClearView Group.

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.

A voting exclusion statement applies to this Resolution, as set out in the Notice.

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 intends to vote any undirected proxies in favour of Resolution 4.

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RESOLUTION 5: APPROVAL FOR GRANTING OF PERFORMANCE RIGHTS TO A DIRECTOR – MR SIMON SWANSON, MANAGING DIRECTOR

ASX Listing Rule 10.14 requires the Company to obtain approval from Shareholders for the issue of securities to a director (and certain other persons) under an employee incentive scheme (subject to certain exceptions set out in ASX Listing Rule 10.16). The Company is seeking Shareholder approval for the proposed grant and issue of 1,111,111 FY22 Performance Rights to Mr Simon Swanson (**Managing Director**), as set out below.

The ClearView Wealth Limited Rights Plan (**CWLRP** or **Plan**) has been designed to facilitate the Company moving towards best practice remuneration structures for executives. The CWLRP was approved by Shareholders on 12 November 2020. Performance Rights are issued to participants under the Plan and subject to the LTVR rules determined by the Board.

A key component of effective remuneration for executives is long term variable remuneration (**LTVR**) to drive shared performance objectives, link remuneration to Company performance and align their interests with sustainable value creation for Shareholders.

In accordance with ASX Listing Rule 10.15, the features of the proposed FY22 invitation to apply for Performance Rights to the Managing Director are summarised below:

Aspect	Details
Instrument	If this resolution is approved, Mr Swanson will be invited to apply for 1,111,111 Performance Rights. These Performance Rights may vest when performance-based vesting conditions are satisfied. The Performance Rights are indeterminate rights issued under the Plan, which are an entitlement to the value of a Share (less any exercise price) which may be settled either in cash and/or in Shares (at the Board's discretion). Generally, it is expected that vested Performance Rights will be settled in Shares (including Restricted Shares). The type of equity security proposed to be granted has been selected because the Board believes that it creates a strong link between performance and reward.
Price of Performance Rights	No cash consideration is payable by Mr Swanson for the Performance Rights as they are part of this total remuneration package.
Terms and Conditions	The Board has the discretion to set the terms and conditions on which it will offer Performance Rights under the Plan, including the terms of invitations to participate in the Plan. The terms and conditions of the Plan include those aspects legally required as well as terms addressing exceptional circumstances, such as a de-listing, a major return of capital to shareholders, as well as the treatment of Performance Rights and Restricted Shares on termination of employment. The Plan contains customary and usual terms having regard to Australian law for dealing with winding up, administration, variation, suspension and termination of the Plan.
Variation of Terms and Conditions	To the extent permitted by the ASX Listing Rules, the Board retains the discretion to vary or amend the terms and conditions of the Plan.
Term	Rights that are the subject of Resolution 5 have a term of 5 (five) years from the grant date and if not exercised within the term the Performance Rights will lapse.

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Aspect	Details
Number of Rights	It is proposed that Mr Swanson will be invited to apply for 1,111,111 Performance Rights with a Target Total Shareholder Return (**TTSR**) vesting condition. Each Performance Right is a right to receive one Share for no consideration, contingent on the vesting conditions being met. The awards for FY22 will be indeterminate rights and have the ability to be cash settled. Each participant has a set LTVR dollar value determined as part of their remuneration package. Mr Swanson's target LTVR has been set at $800,000. This dollar value is converted into a set number of Performance Rights at the grant date based on an agreed value per share. For the FY22 allocation to Mr Swanson, 72 cents per share has been determined to be used, which is calculated based upon the TTSR of market capitalisation of $483.75m of the Company on 30 June 2025. When added to the other remuneration elements, it has been considered that the FY22 grant of Performance Rights will produce a total remuneration package that is market competitive and appropriate given the Company's circumstances, based on market benchmarking and the current Company executive remuneration policy. The target level of vesting is 100%.
Measurement Period	The measurement period is the period over which vesting conditions are assessed. For FY22 Performance Rights, the measurement period will be four years from 1 July 2021 to 30 June 2025.
Vesting Conditions	Vesting conditions are conditions that are used to determine the extent, if any, of vesting of the Performance Rights. The TTSR vesting condition will be based upon a market capitalisation of the Company of $483.75m on 30 June 2025. The target level of vesting is 100%. The proposed grant is also subject to a continued service/employment condition, commensurate with the nature of the LTVR grants. The FY22 Performance Rights are subject to a performance period that ends on 30 June 2025. Mr Swanson must remain employed by the ClearView Group as at the vesting date (30 June 2025), in addition to meeting the performance-based vesting conditions. In addition to the vesting conditions, an annual review will be conducted following the year ended 30 June 2025 to 5 business days after the 30 June 2028 audited results are released to assess if any breaches or instances of misconduct have been identified. If the exercise conditions are not met, all or part of the Award may be forfeited, having taken into consideration the period, magnitude and impact of the event, breach, or misconduct being considered.
Exercise Restrictions	None apply to the FY22 Performance Rights.
Cost of Rights and Exercise Price	No amount is payable by Mr Swanson for the Performance Rights as the value forms a significant portion of the variable remuneration in his total package for FY22. The exercise price is nil, being standard market practice for Performance Rights.

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Aspect	Details
Exercise of Vested Rights	Subject to the satisfaction of the relevant performance conditions (described above), Performance Rights may be exercised after the vesting date but not later than the end of the term of the rights. Upon exercise of vested Performance Rights the exercised rights value will be calculated as follows and will be either be paid in cash, converted into Shares based on the then Share price, or a combination of cash and Shares, as determined by the Board: **Exercised Rights Value = Number of Rights Exercised x (Share Price at Exercise – Exercise Price)** The exercise price for FY22 Performance Rights is nil. Generally, it is expected that the exercised rights value will be settled in Shares. Such Shares will often be Restricted Shares as they will be subject to disposal restrictions if the exercise occurs during a period in which trading in Shares is prohibited by law or under the Company's securities trading policy, or because of restrictions specified in an invitation for Performance Rights.
Disposal Restrictions	Performance Rights may not be sold, transferred, mortgaged, charged or otherwise dealt with or encumbered, except by force of law. Shares acquired from the exercise of vested Performance Rights will be subject to disposal restrictions due to: a) the Company's securities trading policy, and b) the insider trading provisions of the Corporations Act. Shares resulting from the exercising of Performance Rights that may not be traded due to the foregoing will be Restricted Shares while they are so restricted. The Company will ensure that such restrictions are enforced due to the presence of CHESS holding locks or alternatively via holding of the Restricted Shares in an appropriate employee share trust.
Termination of Employment	If termination of employment occurs within the first year of the measurement period, Performance Rights will be forfeited in the proportion that the remainder of the first year of the measurement period bears to a full year, commensurate with the annual nature of Performance Rights grants. Remaining Performance Rights will then continue to be held for testing for vesting at the end of the measurement period. Any Performance Rights that do not vest following the assessment of the vesting conditions will be forfeited. If Performance Rights are exercised after the termination of employment and the Share price is lower at the date of exercise than on the date of termination, then the exercised rights value will be settled in cash unless otherwise determined by the Board, in order to address potential tax problems. It should be noted that the Plan contains clauses that address fraud, misconduct, inappropriate benefits and clawback which will result in the forfeiture of unvested rights.
Change of Control or Delisting	In the event the Board determines that the Company will be subject to a de-listing, the vesting conditions specified in an Invitation for Performance Rights will cease to apply and: • unvested Performance Rights will vest in accordance with the following formula: **Number of Performance Rights to Vest = Unvested Performance Rights X % of First year of Measurement Period Elapsed X (Share Price at the Effective Date - Share Price at Measurement Period Commencement) / Share Price at Measurement Period Commencement** • remaining Performance Rights may vest or lapse as determined by the Board; and • exercise restrictions and specified disposal restrictions will cease to apply on the date determined by the Board.

Aspect	Details
Major Return of Capital or Demerger	In the event that the Board forms the view that a major part of the Company's assets or operations will imminently cease to be owned by the Company or a subsidiary of the Company due to an intention to sell or separately list those assets or operations, or in the event of a major return of capital to Shareholders, the Board has discretion to vest, lapse or adjust the terms of Performance Rights such that participants are neither advantaged nor disadvantaged by the corporate action.
Board Discretion, Preventing Inappropriate Benefits, Fraud and Misconduct	The Board has discretion to adjust the number of Performance Rights that ultimately vest if it forms the view that the unadjusted outcome is not appropriate to the circumstances that prevailed over the measurement period and/or to the contribution of a participant to outcomes over the measurement period. The Board has sole discretion to determine that some or all unexercised Performance Rights held by a participant lapse on a specified date, if allowing the Performance Rights to be retained would, in the opinion of the Board, result in an inappropriate benefit to the participant. Such circumstances include joining a competitor or actions that harm the Company's stakeholders. In the case of fraud or misconduct, Mr Swanson will forfeit all unvested Performance Rights.
Voting and Dividend Entitlements	Performance Rights do not carry voting or dividend entitlements. Shares issued when Performance Rights are exercised carry all rights and entitlements of Shares, including voting and dividend entitlements.
Bonus Issues, Rights Issues, Voting and Dividend Entitlements	The number of Performance Rights held by the participant will be proportionately adjusted to reflect bonus issues. Performance Rights holders will not participate in Shareholder rights issues but may, subject to the ASX Listing Rules, be offered options on similar terms to the rights issue. Performance Rights do not carry voting or dividend entitlements. Shares (including Restricted Shares) issued when Performance Rights are exercised carry all entitlements of Shares, including voting and dividend entitlements.
Quotation	Performance Rights will not be quoted on the ASX. The Company will apply for official quotation of any Shares issued under the Plan, in accordance with the ASX Listing Rules.
Issue or Acquisition of Shares	Shares allocated to a participant when Performance Rights are exercised under the Plan may be issued by the Company or acquired on or off market by a trustee whose purpose is to facilitate the operation of the Plan.
Cost and Administration	The Company will pay all costs of issuing and acquiring Shares for the purposes of satisfying exercised Performance Rights, as well as any brokerage on acquisitions of Shares for this purpose and all costs of administering the Plan.
Hedging	The Company prohibits the hedging of Performance Rights or Shares subject to disposal restrictions by Mr Swanson.

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Mr Swanson is the only person both subject to ASX Listing Rule 10.14 and entitled to participate in the CWLRP as at the date of this Notice of Meeting. No grants have been made to Mr Swanson under the Plan as at the date of this Notice of Meeting. No loans have been or will be made to Mr Swanson in relation to the grant or exercise of the Performance Rights proposed to be issued to Mr Swanson.

For completeness, we note that, as has been previously disclosed and approved by Shareholders, Mr Swanson was granted and issued 2,097,500 Performance Rights (of which nil have vested to date), under the Company's previous rights plan for nil consideration.

Subject to Shareholder approval, the Performance Rights the subject of this Resolution must be granted to Mr Swanson by 10 November 2024, being within 3 years of the date of the Annual General Meeting at which approval is obtained, and will in practice be granted within 30 days of the Meeting.

Mr Swanson's total remuneration package is set out in the Remuneration Report (which forms part of the Directors' Report) on pages 52 to 74 of the Company's 2021 Annual Report and may be summarised as follows based on the policy at the date of this Notice:

- fixed remuneration of $715,000
- a short-term variable remuneration at target of $345,716 and up to $484,002 at maximum, which will be delivered half in cash and half in Restricted Rights; and
- a long-term variable remuneration at target of $800,000.

Mr Swanson's total remuneration package at target is therefore $1,860,716, with a policy maximum of $1,999,002.

This Resolution is not seeking approval for the total remuneration of Mr Swanson. Rather, it relates to the issue of Performance Rights to Mr Swanson under the Plan, which is one component of Mr Swanson's total remuneration.

Details of any securities issued under the Plan will be published in the Company's Annual Report for the year ended 30 June 2022 (being the annual report relating to the period in which the securities are to be issued), along with a statement that approval for the issue was obtained under Listing Rule 10.14..

Any persons covered by Listing Rule 10.14 and not named in this Notice of Meeting may not participate in the Plan until Shareholder approval is obtained under Listing Rule 10.14.

If Shareholder approval is obtained in respect of Resolution 5, any issue of Performance Rights to Mr Swanson on the terms set out in this Notice of Meeting will not be counted towards the Company's capacity to issue equity securities under ASX Listing Rule 7.1 pursuant to ASX Listing Rule 7.2, Exception 14.

If Shareholder approval is not obtained, the Company will not be able to proceed with the issue of Performance Rights and the Board will consider alternative approaches to rewarding Mr Swanson, which may include purchasing shares on-market or paying him a cash equivalent, each subject to the same performance conditions as the Performance Rights would have been subject to, as described above).

A voting exclusion statement applies to this Resolution, as set out in the Notice.

Recommendation

The Directors (excluding Mr Swanson, who abstains from making a recommendation due to his interest in the Resolution) unanimously recommend that Shareholders vote in favour of Resolution 5. As noted in the Notice, the Chair intends to vote any undirected proxies in favour of Resolution 5.

RESOLUTION 6: APPROVAL FOR GRANTING OF RESTRICTED RIGHTS TO A DIRECTOR – MR SIMON SWANSON, MANAGING DIRECTOR

ASX Listing Rule 10.14 requires the Company to obtain approval from Shareholders for the issue of securities to a director (and certain other persons) under an employee incentive scheme (subject to certain exceptions set out in ASX Listing Rule 10.16). The Company is seeking Shareholder approval for the proposed grant and issue of 191,890 FY21 Restricted Rights to Mr Simon Swanson (Managing Director), as set out below.

The ClearView Wealth Limited Rights Plan (**CWLRP** or **Plan**) has been designed to facilitate the Company moving towards best practice remuneration structures for executives. The CWLRP was approved by Shareholders on 12 November 2020. Restricted Rights are issued to participants under the Plan and subject to the STVR rules determined by the Board.

A key component of effective remuneration for executives is short term variable remuneration (**STVR**)

to drive shared performance objectives, link remuneration to Company performance and align their interests with sustainable value creation for Shareholders.

In accordance with ASX Listing Rule 10.15, the features of the proposed FY21 invitation to apply for Restricted Rights to the Managing Director are summarised below:

Aspect	Details
Instrument	If this resolution is approved, Mr Swanson will be invited to apply for 191,890 Restricted Rights. These Restricted Rights may vest when vesting conditions are satisfied. The Restricted Rights are indeterminate rights issued under the Plan, which are an entitlement to the value of a Share (less any exercise price) which may be settled either in cash and/or in Shares (at the Board's discretion). Generally, it is expected that vested Restricted Rights will be settled in Shares (including Restricted Shares). The type of equity security proposed to be granted has been selected because the Board believes that it creates a strong link between performance and reward.
Price of Restricted Rights	No cash consideration is payable by Mr Swanson for the Restricted Rights as they are part of his total remuneration package.
Terms and Conditions	The Board has the discretion to set the terms and conditions on which it will offer Restricted Rights under the Plan, including the terms of invitations to participate in the Plan. The terms and conditions of the Plan include those aspects legally required as well as terms addressing exceptional circumstances, such as a de-listing, a major return of capital to shareholders, as well as the treatment of Restricted Rights and Restricted Shares on termination of employment. The Plan contains customary and usual terms having regard to Australian law for dealing with winding up, administration, variation, suspension and termination of the Plan.
Variation of Terms and Conditions	To the extent permitted by the ASX Listing Rules, the Board retains the discretion to vary or amend the terms and conditions of the Plan.
Term	Restricted Rights that are the subject of Resolution 6 have a term of 5 (five) years from the grant date and if not exercised within the term they will lapse.
Number of Restricted Rights	It is proposed that Mr Swanson will be invited to apply for 191,890 Restricted Rights. Each Restricted Right is a right to receive one Share for no consideration, contingent on the vesting conditions being met. The STVR awards for FY21 will be indeterminate rights and have the ability to be cash settled. Each participant has a set STVR dollar value determined to be deferred as part of their annual performance review and short-term award. Mr Swanson's STVR has been set at $95,676 reflecting 40% of his short-term award. This dollar value is converted into a set number of Restricted Rights at the grant date based on an agreed value per share. For the FY21 allocation to Mr Swanson, the value is 49.86 cents which was calculated using a 90-day VWAP leading up to 30 June 2021. When added to the other remuneration elements, it has been considered that the FY21 grant of Restricted Rights will comprise a total remuneration package that is market competitive and appropriate given the Company's circumstances, based on market benchmarking and the current Company executive remuneration policy. The target level of vesting is 100%.

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Aspect	Details
Measurement Period	The measurement period is the period over which vesting conditions are assessed. For FY21 Restricted Rights, the measurement period will be three years from 1 July 2021 to 30 June 2024.
Vesting Conditions	The FY21 Restricted Rights are subject to a performance period that ends on 30 June 2024. The three-year, performance period allows sufficient time to assess if any breaches or instances of misconduct have been identified. All or part of the award may be forfeited, having taken into consideration the period, magnitude and impact of the event, breach, or misconduct being considered.
Exercise Restrictions	None apply to the FY21 Restricted Rights.
Exercise Price	The exercise price is nil, being standard market practice for Restricted Rights.
Exercise of Vested Rights	Restricted Rights may be exercised after the vesting date but not later than the end of the term of the rights. Upon exercise of vested Restricted Rights, the exercised rights value will be settled in either cash, Shares or a combination of cash and Shares, as determined by the Board: The exercise price for FY21 Restricted Rights is nil. Generally, it is expected that the exercised rights value will be settled in Shares. Such Shares will often be Restricted Shares as they will be subject to disposal restrictions if the exercise occurs during a period in which trading in Shares is prohibited by law or under the Company's securities trading policy, or because of restrictions specified in an invitation for Restricted Rights.
Disposal Restrictions	Restricted Rights may not be sold, transferred, mortgaged, charged or otherwise dealt with or encumbered, except by force of law. Shares acquired from the exercise of vested Restricted Rights will be subject to disposal restrictions due to: a) the Company's securities trading policy, and b) the insider trading provisions of the Corporations Act. Shares resulting from the exercising of Restricted Rights that may not be traded due to the foregoing will be Restricted Shares while they are so restricted. The Company will ensure that such restrictions are enforced due to the presence of CHESS holding locks or alternatively via holding of the Restricted Shares in an appropriate employee share trust.
Termination of Employment	Generally, termination of employment will have no impact on Restricted Rights (subject to malus clauses, which includes forfeiture in the case of joining a competitor). The treatment of Restricted Rights upon a termination of employment will be determined by the Board in its discretion.
Delisting	In the event the Board determines that the Company will be subject to a de-listing, any unvested Restricted Rights may be subject to an accelerated Vesting Date in the Board's sole discretion.
Major Return of Capital or Demerger	In the event that the Board forms the view that a major part of the Company's assets or operations will imminently cease to be owned by the Group due to an intention to sell or separately list those assets or operations, or in the event of a major return of capital to Shareholders, Restricted Rights may be subject to an accelerated Vesting Date and will cease to be subject to Exercise Restrictions prior to the return of capital or demerger, on the date determined by the Board.

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Aspect	Details
Board Discretion, Preventing Inappropriate Benefits, **Fraud and Misconduct**	The Board has sole discretion to determine that some or all unvested Restricted Rights held by a Participant lapse on a specified date if allowing the Rights to be exercised would, in the opinion of the Board, result in an inappropriate benefit to the Participant. This is intended to give effect to the Company's approach to Malus/Clawback. In the event that the Board forms the opinion that a Participant has committed an act of fraud, defalcation or gross misconduct in relation to the Company then the Participant will forfeit all unvested entitlements under the Plan, including all unvested Restricted Rights.
Voting and Dividend Entitlements	Restricted Rights do not carry voting or dividend entitlements. Shares issued when Restricted Rights are exercised carry all rights and entitlements of Shares, including voting and dividend entitlements.
Bonus Issues, Rights Issues, Voting and Dividend Entitlements	The number of Restricted Rights held by the participant will be proportionately adjusted to reflect bonus issues. Restricted Rights holders will not participate in Shareholder rights issues but may, subject to the ASX Listing Rules, be offered options on similar terms to the rights issue. Restricted Rights do not carry voting or dividend entitlements. Shares (including Restricted Shares) issued when Restricted Rights are exercised carry all entitlements of Shares, including voting and dividend entitlements.
Quotation	Restricted Rights will not be quoted on the ASX. The Company will apply for official quotation of any Shares issued under the Plan, in accordance with the ASX Listing Rules.
Issue or Acquisition of Shares	Shares allocated to a participant when Restricted Rights are exercised under the Plan may be issued by the Company or acquired on or off market by a trustee whose purpose is to facilitate the operation of the Plan.
Cost and Administration	The Company will pay all costs of issuing and acquiring Shares for the purposes of satisfying exercised Restricted Rights, as well as any brokerage on acquisitions of Shares for this purpose and all costs of administering the Plan.
Hedging	The Company prohibits the hedging of Restricted Rights or Shares subject to disposal restrictions by Mr Swanson.

Mr Swanson is the only person both subject to ASX Listing Rule 10.14 and entitled to participate in the CWLRP as at the date of this Notice of Meeting. No grants have been made to Mr Swanson under the Plan as at the date of this Notice of Meeting. No loans have been or will be made to Mr Swanson in relation to the grant or exercise of the Restricted Rights proposed to be issued to Mr Swanson.

For completeness, we note that, no grants of Restricted Rights have been under the STVR rules.

Subject to Shareholder approval, the Restricted Rights the subject of this Resolution must be granted to Mr Swanson by 10 November 2024, being within 3 years of the date of the Annual General Meeting at which approval is obtained, and will in practice be granted within 30 days of the Meeting.

Mr Swanson's total remuneration package is set out in the Remuneration Report (which forms part of the Directors' Report) on pages 52 to 74 of the Company's 2021 Annual Report and may be summarised as follows based on the policy at the date of this Notice:

- fixed remuneration of $715,000
- a short-term variable remuneration at target of $345,716 and up to $484,002 at maximum, which will be delivered half in cash and half in Restricted Rights; and
- a long-term variable remuneration at target of $800,000.

Mr Swanson's total remuneration package at target is therefore $1,860,716, with a policy maximum of $1,999,002.

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This Resolution is not seeking approval for the total remuneration of Mr Swanson. Rather, it relates to the issue of Restricted Rights to Mr Swanson under the Plan, which is one component of Mr Swanson's total remuneration.

Details of any securities issued under the Plan will be published in the Company's Annual Report for the year ended 30 June 2022 (being the annual report relating to the period in which the securities are to be issued), along with a statement that approval for the issue was obtained under Listing Rule 10.14.

Any persons covered by Listing Rule 10.14 and not named in this Notice of Meeting may not participate in the Plan until Shareholder approval is obtained under Listing Rule 10.14.

If Shareholder approval is obtained in respect of Resolution 6, any issue of Restricted Rights to Mr Swanson on the terms set out in this Notice of Meeting will not be counted towards the Company's capacity to issue equity securities under ASX Listing Rule 7.1 pursuant to ASX Listing Rule 7.2, Exception 14.

If Shareholder approval is not obtained, the Company will not be able to proceed with the issue of Restricted Rights and the Board will consider alternative approaches to rewarding Mr Swanson, which may include paying him a cash equivalent, subject to the same conditions as the Restricted Rights would have been subject to, as described above).

A voting exclusion statement applies to this Resolution, as set out in the Notice.

Recommendation

The Directors (excluding Mr Swanson, who abstains from making a recommendation due to his interest in the Resolution) unanimously recommend that Shareholders vote in favour of Resolution 6. As noted in the Notice, the Chair intends to vote any undirected proxies in favour of Resolution 6.

RESOLUTION 7: SELECTIVE BUY-BACK OF ESP SHARES FROM CONTRACTOR PARTICPANTS

In accordance with the ESP, the Company is proposing to conduct a selective buy back from certain Contractor Participants (as defined below) 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**).

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 8 August 2012 to 27 April 2016. 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. Each Eligible Contractor was also provided with financial assistance in accordance with the ESP Rules and individual loan terms to acquire the ESP Shares (**Financial Assistance**). Under the ESP Rules, the Company is entitled to buy back the ESP Shares to discharge the relevant Eligible Contractor's obligation to repay the Financial Assistance to the Company. The Board is proposing to exercise the right to buy back the ESP Shares to satisfy the relevant Eligible Contractor's outstanding 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 or their Associates) pursuant to section 257D of the Corporations Act to carry out the buy back as a selective buy back (**Proposed Buy Back**). As the ESP Shares are held by contractors (and not employees of the ClearView Group), 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). As described below, the total number of ESP Shares that will be bought back under the Proposed Buy Back 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 an Eligible Contractor's ESP Shares will be the lower of the aggregate price paid by the relevant Eligible Contractor to acquire those ESP Shares and the total amount owing by the Eligible Contractor in relation to the Financial Assistance (including accrued interest). The buy-back will be implemented on 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 will have forfeited the ESP Shares by way of non-repayment of the financial assistance or not satisfied the vesting conditions (or are incapable of satisfying the vesting conditions) under the terms of the individual invitation to participate in the ESP (Invitation). The ESP provides that ESP Shares can be bought back and

cancelled, and the 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 ESP Shares be bought back and cancelled by the Company.

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 give effect to the buy back of the ESP Shares. The material terms of the Buy-Back Agreement are stated below.

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 only certain Shareholders' Shares are proposed to be bought back under it.

Pursuant to section 257D(2) of the Corporations Act, the Company must include with the Notice of Meeting 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 669,253,110 Shares on issue at the date of this Notice.
- The number of ESP Shares to be bought back is up to 17,290,505, which represents approximately 2.58% of the total Shares on issue at the date of this Notice.
- The offer price is the lower of the aggregate price paid by the relevant Eligible Contractor to acquire the individual parcel of ESP Shares and the total amount owing by the Eligible Contractor in relation to the Financial Assistance (including accrued interest).
- The reasons for the Proposed Buy Back are set out above.
- No Director (or any Associate of a Director) is eligible to participate in the Proposed Buy Back.
- As there will be no net cash outflow from the Company and no cash proceeds will be paid to Eligible Contractors as part of the Proposed Buy Back (see below), the Buy Back will not have a material effect on the financial position of the Company and, accordingly, the Directors believe that the Proposed Buy-Back will not materially prejudice the Company's ability to pay its creditors.
- The Company does not require any funds to effect the Proposed Buy Back because the consideration payable to Eligible Contractors for the acquisition of their ESP Shares under the Proposed Buy Back will be applied directly to repay the balance of the outstanding Financial Assistance owed to the Company by the Eligible Contractors. Accordingly, as part of the Proposed Buy Back, there will be no net cash outflow from the Company and no cash proceeds will be paid to Eligible Contractors.
- The key advantage of carrying out the Proposed Buy Back is that it gives effect to the terms on which the Company issued the ESP Shares, which was approved by Shareholders by way of the approval of the ESP Rules in 2018. In addition, the cancellation of ESP Shares that are bought back under the Proposed Buy Back will cause all Shareholders (excluding the Eligible Contractors whose ESP Shares are bought back) to own proportionately more of the Company's issued capital (and this outcome will be achieved notwithstanding that there is no net cash outflow from the Company as part of the Proposed Buy Back).
- The Company does not consider that there are any disadvantages (other than to Eligible Contractors whose ESP Shares are bought back under the

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Proposed Buy Back) associated with buying back the ESP Shares.

- In making their decision on how to vote on this Resolution, Shareholders should be aware that any Shares bought back by the Company under the Proposed Buy Back would result in a reduction in the number of Shares on issue. As at the date of this Notice, the Company had 669,253,110 Shares on issue. Given the number of Shares that will be bought back under the Proposed Buy Back represent approximately 2.58% of the total Shares on issue at the date of this Notice, it is not expected that the Proposed Buy Back will result in a material change in the control or liquidity of the Company's Shares.
- The ESP 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 or have not met an obligation to repay the Financial Assistance. These Eligible Contractors will be identified immediately prior to the Notice being sent to Shareholders.
- Shares were trading at $0.68 on 1 October 2021 being the trading day immediately prior to the date on which this Notice was finalised for printing.

Other than as set out in this Notice, and any other information previously disclosed to Shareholders, there is no other information that the Directors consider is material to a Shareholder's decision on how to vote on the Resolution.

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 (other than in their capacity as a Shareholder).

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Glossary - Defined Terms

In this Explanatory Statement, unless the context otherwise requires:

Annual General Meeting or **AGM** or **Meeting** means the annual general meeting of ClearView to be held virtually on Thursday, 11 November 2021 at 10.00am (Sydney time).

Annual Report means the annual report of the Company prepared for the year ended 30 June 2021.

Associate has the meaning given to it in the ASX Listing Rules or the Corporations Act, as the context requires.

ASX means ASX Limited (ACN 008 624 691) or the securities market which it operates, as the context requires.

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.

Buy Back Agreement means the buy back agreement to give effect to the Proposed Buy-Back.

Chair means the person elected as the chairperson of the Annual General Meeting.

ClearView or **the Company** 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 dependent 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. Corporations Act means the *Corporations Act 2001* (Cth).

Corporations Regulations means the Corporations Regulations 2001 (Cth).

Constitution means the constitution of the Company.

CWLRP means the ClearView Wealth Limited Rights Plan approved by Shareholders on 12 November 2020.

Director means the directors of the Company and Director means any one of them.

Directors' Report means the report of the Directors for the year ended 30 June 2021, as set out in the Annual Report.

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

ESP Rules means the executive share plan rules.

ESP Shares means Shares issued under the ESP.

Executive Share Plan, ClearView 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, 11 November 2015 and 20 November 2018.

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 2021.

Financial Report means the financial report of the Company for the year ended 30 June 2021.

FY22 means the financial year ended 30 June 2022.

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 Remuneration Report and includes all Directors.

Listing Rule or **ASX 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, Judilyn Beaumont, Christopher Blaxland-Walker, Athol Chiert, Nadine Gooderick, Todd Kardash, Gerard Kerr, Deborah Lowe, Hicham Mourad, and Justin McLaughlin, and Participant means any one of them.

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

Proposed Buy Back means the proposed selective buy-back of ESP Shares under Resolution 7.

Remuneration Report means the remuneration report of the Company for the year ended 30 June 2021, which is contained in the Company's Annual Report for the year ended 30 June 2021.

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

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

Restricted Shares means Shares subject to a disposal restriction.

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 at least one Share.

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, 2018, 2019 and 2020 annual reports.

LTVR means long term variable remuneration.

Termination Benefit has the meaning given to that term in the explanatory notes to Resolution 4.

VWAP means the volume weighted average price

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ClearView

CVM_1170 09/21

ClearView Wealth Limited
ABN 83 106 248 248

Need assistance?

Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

Online:
www.investorcentre.com/contact

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

ClearView Wealth Limited Annual General Meeting

The ClearView Wealth Limited Annual General Meeting will be held on Thursday, 11 November 2021 at 10:00am (AEDT). You are encouraged to participate in the meeting using the following options:

MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:

Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your proxy appointment to be effective it must be received by 10:00am (AEDT) on Tuesday, 9 November 2021.

ATTENDING THE MEETING VIRTUALLY

To view the live webcast and ask questions on the day of the meeting you will need to visit https://clearview-au.zoom.us/webinar/register/WN_aLG0sXEzSWWH06qlwpUbkA

To vote online during the meeting you will need to visit **web.lumiagm.com/302310973**
For instructions refer to the online user guide www.computershare.com.au/onlinevotingguide

ClearView

ClearView Wealth Limited
ABN 83 106 248 248

Need assistance?

Phone:
1300 855 080 (within Australia)
+61 3 9415 4000 (outside Australia)

Online:
www.investorcentre.com/contact

CVW

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

YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AEDT) on Tuesday, 9 November 2021.**

Proxy Form

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.

PARTICIPATING IN THE MEETING

Corporate Representative
If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form: XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 999999
SRN/HIN: I9999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia

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

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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 N D

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 as a virtual meeting on Thursday, 11 November 2021 at 10:00am (AEDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 1, 4, 5 and 6 (except where I/we have indicated a different voting intention in step 2) even though Items 1, 4, 5 and 6 are 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 Items 1, 4, 5 and 6 by marking the appropriate box in step 2.

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
Item 1	Adoption of Remuneration Report (non-binding resolution)	☐	☐	☐
Item 2	Re-election of Michael Alscher as a Director	☐	☐	☐
Item 3	Re-election of Nathanial Thomson as a Director	☐	☐	☐
Item 4	Approval of termination benefits	☐	☐	☐
Item 5	Approval for Granting of Performance Rights to a Director – Mr Swanson	☐	☐	☐
Item 6	Approval for Granting of Restricted Rights to a Director – Mr Swanson	☐	☐	☐
Item 7	Selective Buy-Back of ESP Shares from Contractor Participants	☐	☐	☐

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.

Step 3 Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1	Securityholder 2	Securityholder 3	
			/ /
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

Update your communication details *(Optional)*

Mobile Number _____

Email Address _____

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

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