ClearView

Market release

24 July 2026

Proposed acquisition of ClearView by Zurich – Determination to pay Special Dividend

ClearView Wealth Limited (ASX: CVW) ("**ClearView**") refers to the proposed acquisition of all of the ClearView Shares by Zurich Financial Services Australia Limited ("**Zurich**") by way of a members' scheme of arrangement (the "**Scheme**") pursuant to a scheme implementation deed between ClearView and Zurich, which ClearView announced to the ASX on 24 February 2026.[1]

Special Dividend

As explained in the Scheme Booklet:

- under the Scheme Implementation Deed, ClearView is permitted to pay Permitted Dividends of up to $0.05 (in aggregate) per ClearView Share before the Scheme is implemented, each of which may be fully franked; and
- as at the date of the Scheme Booklet, the ClearView Board intended to determine to pay a fully franked Permitted Dividend, in the form of a Special Dividend, of $0.05 per ClearView Share, subject to the Scheme becoming Effective.[2]

ClearView is pleased to announce that the ClearView Board has determined to pay a fully franked Special Dividend of $0.05 per ClearView Share, conditional on the Scheme becoming Effective.

Subject to the Scheme becoming Effective, ClearView Shareholders registered on the ClearView Share Register as at the Special Dividend Record Date (which is currently expected to be 7:00pm (Sydney time) on Wednesday, 5 August 2026) will be paid the Special Dividend (in respect of the ClearView Shares they hold as at that time) on the Special Dividend Payment Date (which is currently expected to be Wednesday, 12 August 2026).

As described in the Scheme Booklet, if the Scheme becomes Effective and the Special Dividend is paid by ClearView:

- in accordance with the Scheme Implementation Deed, the Scheme Consideration will be reduced from $0.65 per ClearView Share to $0.60 per ClearView Share; and
- certain ClearView Shareholders may be able to realise the benefits of up to $0.0214 of franking credits per ClearView Share attached to the Special Dividend, such that the aggregate of the Scheme Consideration, the Special Dividend and the value of these franking credits may be up to approximately $0.67 per ClearView Share for these ClearView Shareholders.

Class Ruling

The potential impact of receiving a franked Special Dividend (including any potential entitlement to a tax offset in respect of any franking credits attached to that Special Dividend and, therefore, whether any franking credits attached to that Special Dividend will be of benefit to each ClearView Shareholder) will depend on the individual circumstances of each ClearView Shareholder, so ClearView Shareholders should seek independent professional taxation advice regarding these matters (including when assessing the benefit of any franking credits attached to the Special Dividend as part of their assessment of the Scheme).[3]

As explained in detail in Sections 6.3(f) and 10 of the Scheme Booklet, ClearView has applied to the ATO for the Class Ruling to confirm the Australian income tax treatment for certain ClearView Shareholders of the Scheme and the Special Dividend,

[1] Capitalised terms used, but not defined, in this announcement have the meanings given to them in the explanatory statement in respect of the Scheme prepared by ClearView dated 23 June 2026 ("**Scheme Booklet**"). A copy of the Scheme Booklet was released to the ASX by ClearView on 23 June 2026 (see ClearView's ASX announcement entitled "*Proposed acquisition of ClearView by Zurich – Scheme Booklet registered by ASIC*" on that date).
[2] And subject to the availability of franking credits, and the determination and payment of the Special Dividend complying with the other applicable requirements under the Scheme Implementation Deed, at the relevant time, as described in detail in Section 6.3 of the Scheme Booklet.
[3] Section 10 of the Scheme Booklet sets out a summary of the Australian taxation consequences of the Scheme and the payment of the Special Dividend for ClearView Shareholders, but this summary is general in nature and ClearView Shareholders should seek independent professional taxation advice regarding the tax implications of the Scheme and the payment of the Special Dividend.

including the application of relevant Australian franking credit integrity rules in relation to the Special Dividend.

As disclosed in the Scheme Booklet, the Class Ruling is expected to be issued by the ATO after the implementation of the Scheme. However, based on ClearView's engagement with the ATO in relation to its application for the Class Ruling to date, ClearView has no reason to expect that the Class Ruling will not be consistent with the positions taken in the Class Ruling application and the summary of the Australian income tax consequences of the implementation of the Scheme and the payment of the Special Dividend in Section 10 of the Scheme Booklet. When published by the ATO, the final Class Ruling will be available on the ATO's website (www.ato.gov.au). Section 10.2 of the Scheme Booklet contains further information about the Class Ruling.

Scheme Meeting and ClearView Directors' recommendation

The Scheme Meeting, at which ClearView Shareholders will vote on the Scheme, will be held as a hybrid meeting at 10:00am (Sydney time) on Monday, 27 July 2026. Proxy appointments in respect of the Scheme Meeting can be made by completing the Scheme Meeting Proxy Form and lodging it in one of the ways described in Section 3 of the Scheme Booklet (including by appointing a proxy online at www.investorvote.com.au[4]) by 10:00am (Sydney time) on Saturday, 25 July 2026.

The ClearView Directors continue to unanimously recommend that ClearView Shareholders vote in favour of the Scheme at the Scheme Meeting, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of ClearView Shareholders. Each ClearView Director who holds or controls ClearView Shares at the time of this announcement intends to vote, or cause to be voted, all of the ClearView Shares that he or she holds or controls in favour of the Scheme at the Scheme Meeting, subject to those same qualifications.[5]

The Scheme Booklet, which was despatched to ClearView Shareholders on Friday, 26 June 2026, contains detailed information about the Scheme, including information about how to attend and vote at, and instructions for how to appoint a proxy in respect of, the Scheme Meeting. ClearView Shareholders should read the Scheme Booklet carefully and in its entirety before making a decision as to whether or not to vote in favour of the Scheme at the Scheme Meeting.

Major shareholder support

ClearView's largest shareholder group, Crescent Capital Partners,[6] which holds, or otherwise has the power to control the exercise of the voting rights attached to, 53.0% of the ClearView Shares on issue as at the date of this announcement,[7] has informed the ClearView Board in writing that it continues to intend to vote, or cause to be voted, all of those ClearView Shares in favour of the Scheme, provided that the ClearView Board continues to unanimously recommend that ClearView Shareholders vote in favour of the Scheme and the Independent Expert continues to conclude that the Scheme is in the best interests of ClearView Shareholders, and subject to there being no superior proposal (and this statement was made on the assumption that the Scheme will be implemented on or before 24 February 2027).[8] Each Crescent Capital Partners Shareholder and CCPM has consented to the inclusion of this statement (to the extent that the statement applies or relates to it) in this announcement.

Further information

ClearView Shareholders can obtain further information in relation to the Scheme Booklet, the Scheme and/or the Scheme Meeting by calling the ClearView Shareholder Information Line on 1300 948 609 (within Australia) or +61 2 9000 7012 (outside Australia), Monday to Friday between 8:00am and 5:00pm (Sydney time) (excluding days which are national public holidays in Australia).

ENDS

This announcement was authorised for release to the ASX by the ClearView Board.

[4] You will need your SRN or HIN and 'Control Number' for your shareholding (which are included on your Scheme Meeting Proxy Form), and the lodgement of your Scheme Meeting Proxy Form will need to be authenticated in the manner set out on that website.
[5] See the Scheme Booklet for details of the interests of each ClearView Director in ClearView Shares and the Scheme. ClearView Shareholders should have regard to these interests when considering the ClearView Directors' unanimous recommendation in respect of the Scheme.
[6] As defined in the Scheme Booklet (and comprises the Crescent Capital Partners Shareholders and CCPM (each as defined in the Scheme Booklet)).
[7] Inclusive of ROC's ClearView Shares and Sony Life's ClearView Shares (each as defined in the Scheme Booklet).
[8] The Scheme Booklet contains more information on the (including the number of) ClearView Shares that Crescent Capital Partners holds, or otherwise has the power to control the exercise of the voting rights attached to, and the intentions of Crescent Capital Partners in relation to the voting of those ClearView Shares on the Scheme.

For further information, please contact:

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