

Market Release

6 October 2023

ClearView 2023 Notice of Annual General Meeting

ClearView Wealth Limited (ASX: CVW, “ClearView”), in accordance with the ASX Listing Rules, attaches its 2023 Notice of Annual General Meeting (AGM), together with meeting documents and proxy form sample.

ClearView shareholders are advised that the meeting is being held in a hybrid format this year and all important information and guidance for shareholders joining this year’s hybrid AGM is included in the Notice of Meeting.

ENDS

For more information, please contact:

Investor inquiries

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Approval of Announcement

The Continuous Disclosure Committee of ClearView has authorised the release of this announcement 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 two business segments: Life Insurance and Wealth Management are focused on delivering quality products and services.

For more information visit clearview.com.au



Notice of 2023 Annual General Meeting

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

- Date:** **Thursday, 9 November 2023**
- Time:** **10.00am (Sydney time)**
- Venue:** **The Meeting will be held as a hybrid meeting online and in person at:
ClearView Wealth Limited
Level 15, 20 Bond Street
Sydney, NSW 2000**

Notice of Meeting

The 2023 Annual General Meeting (**AGM or Meeting**) of ClearView Wealth Limited (**ClearView**) will be held in person and online as a hybrid meeting on Thursday, 9 November 2023. The Meeting will commence at 10.00am (Sydney time), with online registration commencing at 9.30am (Sydney time).

The Meeting will be held as a hybrid meeting. Shareholders and duly appointed proxies, attorneys and corporate representatives of Shareholders can attend, participate in and vote at the Meeting in person at ClearView Wealth Limited, Level 15, 20 Bond Street, Sydney NSW 2000 or through the AGM online platform (details of which are set out below). Shareholders (and duly appointed proxies, attorneys and corporate representatives of Shareholders) who participate in the Meeting through the AGM online platform will be able to listen to the Meeting and cast a vote and ask questions online in real time (for those entitled to do so).

Attending the meeting online

If you choose to participate online on the day of the Meeting, you will be able to view a live webcast of the Meeting, ask the Directors questions online and submit your vote in real time (for those entitled to do so).

To participate online you will need to visit **<https://meetnow.global/M9NYPYC>** on your smartphone, tablet or computer.

To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready. Proxyholders will need to contact Computershare prior to the meeting to obtain their login details.

To participate in the meeting online follow the instructions below.

- 1) Click on 'Join Meeting Now'.
- 2) Enter your SRN/HIN. Proxyholders will need to contact Computershare on +61 3 9415 4024 one hour prior to the meeting to obtain their login details.
- 3) Enter your postcode registered to your holding if you are an Australian securityholder. If you are an overseas securityholder select the country of your registered holding from the dropdown list.
- 4) Accept the Terms and Conditions and 'Click Continue'.

You can view the meeting live, ask questions verbally or via a live text facility and cast votes at the appropriate times while the meeting is in progress.

You will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible. For further instructions regarding online attendance at the Meeting (including how to participate, vote and ask questions online during the Meeting), please view the online meeting user guide at **www.computershare.com.au/virtualmeetingguide**.

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

If Shareholders are unable to attend the 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 pages 7-8 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 Chair or Auditor by email at **companysecretariat@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) on Thursday, 2 November 2023. Please use the email subject "2023 AGM Question." Questions may also be asked during the Meeting via the online platform.

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

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 2023.

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

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 2023, 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 Resolution 1 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.

Resolution 2: Re-election of Geoffrey Black as a Director

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

“That Mr. Geoffrey Murray Black, who retires as a Director by rotation pursuant to Rule 6.4(a) of the Constitution and ASX Listing Rule 14.4 and who has consented to stand for re-election (and being eligible for re-election), be re-elected as a Director.”

Resolution 3: Re-election of Jennifer Lyon as a Director

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

“That Ms. Jennifer Anne Lyon, who retires as a Director by rotation pursuant to Rule 6.4(a) of the Constitution and ASX Listing Rule 14.4 and who has consented to stand for re-election (and being eligible for re-election), be re-elected as a Director.”

Resolution 4: Election of Edward Fabrizio as a Director

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

“That Mr. Edward Fabrizio, who retires as a Director pursuant to Rule 6.2(c) of the Constitution and ASX Listing Rule 14.4 and who has consented to stand for election (and being eligible for election), be elected as a Director.”

Resolution 5: 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:

- Athol Chiert;
- Christopher Blaxland-Walker;
- Cloe Reece;
- Deborah Lowe;
- Gerard Kerr;
- Hicham Mourad;
- Joanne Faglioni;
- Judilyn Beaumont;
- Nadine Gooderick; and
- Nick Kulikov;

(each a “Participant” and together the “Participants”).

Voting Exclusion Statement

A vote on Resolution 5 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 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.

Resolution 6: Approval of the ClearView Wealth Limited Rights Plan

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

“That, for the purposes of Listing Rule 7.2 (Exception 13) and for all other purposes, the ClearView Wealth Limited Rights Plan, the terms and conditions of which are set out in the Explanatory Statement be approved and the issue of securities pursuant to the ClearView Wealth Limited Rights Plan as an exception to ASX Listing Rule 7.1 be approved (including the maximum number of rights proposed to be issued under the ClearView Rights Plan within the 3-year period from the date of the passing of this Resolution as described in the Explanatory Statement).”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of any person who is eligible to participate in the Plan (being any person who meets the definition of ‘Eligible Persons’ in the Plan) and their Associates (each person being a Restricted Voter). However, the Company will not disregard a vote cast in favour of Resolution 6 by a Restricted Voter if:

- it is cast by a person as a proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way;
- 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 on Resolution 6 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.

For completeness, it is noted that the non-executive Directors of the Company are not eligible to participate in the Plan.

Resolution 7: Appointment of Ernst & Young as Auditor

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

“That, for the purposes of section 327B of the Corporations Act and for all other purposes, approval is given for the appointment of Ernst & Young, having been nominated by a Shareholder and given its consent in writing to act as auditor of the Company, as auditor of the Company with effect from the conclusion of this AGM, and the Board be authorised to agree Ernst & Young’s remuneration in connection with the appointment.”

By order of the Board

Judilyn Beaumont

Company Secretary

Dated: 25 September 2023

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, 7 November 2023. 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 holder 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

This year's AGM will be conducted as a hybrid meeting. Shareholders will be able to attend the Meeting in person or online through the AGM online platform (details of which are set out in this Notice).

If you are a Shareholder entitled to vote at the Meeting, you may vote at the Meeting in any of the following ways:

- by attending the Meeting in person at ClearView Wealth Limited, Level 15, 20 Bond Street, Sydney NSW 2000;
- by attending the Meeting through the online platform accessible at <https://meetnow.global/M9NYPYC>; or
- by appointing a proxy, attorney or, if you are a body corporate, a duly appointed corporate

representative to attend and vote at the Meeting on your behalf (whether in person or through the AGM online platform).

Shareholders and their duly appointed proxies, corporate representatives and attorneys will also be able to ask questions of the Board and the Auditor (for those entitled to do so):

- before the Meeting by lodging questions via email at companysecretariat@clearview.com.au or via post or fax (using the same details in the section of this Notice entitled 'Where to lodge a proxy'); and
- during the Meeting in person and in real time via the AGM online platform.

For further instructions regarding online attendance at the Meeting (including how to participate, vote and ask questions online during the Meeting), please view the online meeting user guide at www.computershare.com.au/virtualmeetingguide

Registration of attendance at the Meeting will commence at 9.30am (Sydney time) on Thursday, 9 November 2023. 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 in person or via the online platform, they are encouraged to appoint a proxy to attend (either in person or through the AGM online platform) and vote on their behalf in accordance with the instructions contained in this Notice of Meeting. 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.

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 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 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 5 (Approval of Termination Benefits) and Resolution 6 (Approval of the ClearView Rights Plan) 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

Chair intends to vote any available (including 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 5 (Approval of Termination Benefits) and Resolution 6 (Approval of the ClearView Rights Plan). You should note that if you appoint the Chair as your proxy, or the Chair is appointed as your proxy by default, you will be taken to authorise the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. In exceptional circumstances, the Chair 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 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), in each case, not later than 10.00am (Sydney time) on Tuesday, 7 November 2023:

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, the Company suggests that you allow additional time if you decide to send your completed proxy form by post.

A body corporate that is a Shareholder, or that has been appointed as a proxy, must appoint an individual to act as its representative at the Meeting. If you are a body corporate, you can appoint a corporate representative to attend and vote at the Meeting on your behalf.

The appointment must comply with sections 250D and 253B of the Corporations Act. To vote by corporate representative, a corporate representative must provide written evidence of their appointment by obtaining and completing an 'Appointment of Corporate Representative' form from Computershare or online at www.investorcentre.com.au (select "Printable Forms").

Corporate representative forms must be submitted by no later than 10.00am (Sydney time) on Tuesday, 7 November 2023. A corporate representative form may be submitted in the same manner as a completed proxy form, as described above, except that an appointment of corporate representative form cannot be lodged online. If a certificate is completed by an individual or corporation under power of attorney or other authority, the power of attorney or other authority, or a certified copy of the power of attorney or other authority, must accompany the completed certificate unless the power of attorney or other authority has previously been received by Computershare. A validly appointed corporate representative wishing to attend and vote at the Meeting will require the name and SRN/HIN of the body corporate that appointed it in order to access the AGM online platform.

Admission to the Meeting

The Meeting will take place at 10.00am (Sydney time) on Thursday, 9 November 2023. Shareholders may attend the Meeting in person or via the online platform accessible at <https://meetnow.global/M9NYPYC>.

If you will be attending the Meeting in person and you do not appoint a proxy, please bring your proxy form (if you still have one) to the Meeting to help speed admission. Your proxy form contains identification details that can be scanned upon entry. If you do not bring your proxy form with you, you will still be able to attend and vote at the Annual General Meeting, but

representatives from Computershare will need to verify your identity. You will be able to register from 9.30am (Sydney time) on the day of the meeting.

If you would like to attend the Meeting online, you will need your name, address, email address and shareholder reference number to register. Shareholders will be able to access the online meeting platform from 9.30am (Sydney time) on the day of the Meeting.

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.

For further instructions regarding online attendance at the Meeting (including how to participate, vote and ask questions online during the Meeting), please view the online meeting user guide at 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

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, the Remuneration Report and any of the items of business.

Similarly, a reasonable opportunity will also be given to Shareholders at the Meeting to ask Ernst & Young, the Company's Auditor, questions relevant to the conduct of the audit, the preparation and content of the Auditor's report, the accounting policies adopted by the Company in relation to the preparation of the Financial Statements, and the independence of the auditor in relation to the conduct of the audit.

Written questions for:

- the Company; or
- Ernst & Young 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, 2 November 2023 at Computershare (at the address or fax number specified in the section of this Notice entitled 'Where to lodge a proxy'). Alternatively, the questions may be sent to the Company Secretary, ClearView Wealth Limited, Level 15, 20 Bond Street, Sydney NSW 2000 or companysecretariat@clearview.com.au and received no later than 5.00pm (Sydney time) on Thursday, 2 November 2023. 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.

Explanatory statement to the notice of Annual General Meeting

Financial Report, Directors' Report and Auditor's Reports

The Company's 2023 Annual Report (which includes the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2023, together called the "**Reports**") will be presented to the Meeting (as required by the Corporations Act). The Corporations Act does not require a formal resolution of Shareholders on these Reports. Shareholders can access a copy of the Annual Report (which contains the Reports) on the Company's website at clearview.com.au under the About ClearView/Shareholders/Financial Reports tab. As permitted by the Corporations Act, a printed copy of the Company's 2023 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, Ernst & Young, 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 in relation to the conduct of the audit.

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

RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

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 2023;
- 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 2023; and
- details of the Short-Term and Long-Term Incentive plans for members of the executive leadership 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.

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

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.

The Chair intends to vote all available (including undirected) proxies in favour of Resolution 1 (subject to the applicable voting exclusions described in the Notice).

RESOLUTION 2: RE-ELECTION OF GEOFFREY BLACK 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. Geoff Black, Non-Executive Chairman of the Company, was last re-elected as a Director on 12 November 2020 at the Company's 2020 annual general meeting. Being eligible, Mr. Black offers himself for re-election as a Director.

ClearView notes that a Director retiring under Rule 6.4(a) of the Constitution satisfies the requirements of Rule 6.4(b) of the Constitution and the proposed re-election satisfies the requirements of ASX Listing Rule 14.5.

Geoff has over 30 years' experience in life insurance and wealth management and is currently a director of Platypus Asset Management and was Head of Business Development at RGA Australia from 2015 until April 2019. Prior to joining the Board, he held senior executive positions at RGA Australia, TAL Australia and was formerly Managing Director of PrefSure Life and Lumley Life Limited. Geoff holds a Bachelor of Commerce from the University of Canterbury, Graduate Diplomas in Management and Financial Planning and is a Certified Practising Accountant.

Geoff was appointed to the Board on 25 November 2019 and appointed as Chair of the Board on 1 July 2020. Geoff is also a member of the Board Audit Committee, Board Risk and Compliance Committee and the Nomination and Remuneration Committee.

Recommendation

The Directors (with Mr. Black abstaining) unanimously recommend that Shareholders vote in favour of Resolution 2.

RESOLUTION 3: RE-ELECTION OF JENNIFER LYON 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.

Ms. Jennifer Lyon, Non-Executive Director of the Company, was last re-elected as a Director on 12 November 2020 at the Company's 2020 annual general

meeting. Being eligible, Ms. Lyon offers herself for re-election as a Director at the Meeting.

Jennifer is an experienced actuary, small business owner and Director. She was a founding owner of recruitment firm SKL Executive and served as a Director until December 2020. Jennifer has also formerly held a number of senior and Director positions including non-executive Director and President of the Actuaries Institute of Australia, Managing Director of QED Actuarial, a specialist actuarial recruitment firm, a Director of Hall & Lyon which managed the distribution of actuarial education material, and worked at AMP and Towers Perrin in superannuation and financial services.

Jennifer has also served on ClearView's superannuation trustee board, ClearView Life Nominees Pty Ltd since 1 July 2014 and acted as its Chairperson from December 2016 to July 2020. Jennifer was appointed to the Board on 1 July 2020 and is a member and Chair of both the Board Risk and Compliance Committee and the Nomination and Remuneration Committee, and a member of the Board Audit Committee.

Recommendation

The Directors (with Ms. Lyon abstaining) unanimously recommend that Shareholders vote in favour of Resolution 3.

RESOLUTION 4: ELECTION OF EDWARD FABRIZIO AS A DIRECTOR

Pursuant to Rule 6.2(c) of the Constitution, the Directors may appoint any person to be an additional Director. Any Director, except a Managing Director, appointed under Rule 6.2(c) of the Constitution must retire from office in accordance with that rule and ASX Listing Rule 14.4 at the next annual general meeting following their appointment, but is eligible for election at that meeting.

Mr. Edward Fabrizio was appointed by the Directors as a Non-Executive Director of the Company on 28 June 2023, and being eligible, Mr. Fabrizio offers himself for election as a Director at the Meeting.

Edward is an experienced life insurance actuary with over 30 years' experience and has been operating his own actuarial consulting business since 2016. Prior to joining the ClearView Board, he was the Managing Director of General Reinsurance Life Australia, a Non-Executive Director and Council Member of the Institute of Actuaries of Australia, Director in KPMG's Actuarial practice as well as the Appointed Actuary for various life insurance and reinsurance companies.

Edward was appointed to the Board on 28 June 2023, and is Chair of the Board Audit Committee and a member of both the Board Risk and Compliance Committee and Nomination and Remuneration Committee.

Recommendation

The Directors (with Mr. Fabrizio abstaining) unanimously recommend that Shareholders vote in favour of Resolution 4.

RESOLUTION 5: 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 previously granted under the LTVR plan for FY23 and FY24:

- Athol Chiert;
- Christopher Blaxland-Walker;
- Cloe Reece;
- Deborah Lowe;
- Gerard Kerr;
- Hicham Mourad;
- Joanne Faglioni;
- Judilyn Beaumont;
- Nadine Gooderick; and
- Nick Kulikov.

(each a “Participant” and together the “Participants”).”

Details of the termination benefit

From 2017, the Board has adopted a long-term incentive structure delivered via grants of Performance Rights tested against performance hurdles and key objectives. The structure was approved by the Board, on recommendation of the Remuneration Committee, on 21 June 2017 and subsequently awards have been made each year. Details of the LTVR rules are outlined in the Remuneration Report (see pages 50 to 75 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, 2020 and 2021 ClearView AGMs, Shareholders approved a termination benefit being paid to Participants (as that term is defined in the respective notice of meeting convening the the relevant annual general meeting) under the applicable long-term incentive plan in place for the number of Performance Rights allocated to them, however, as at the date of this Notice, no termination benefit has been paid since Shareholder approval was granted.

Shareholder approval was not sought at the 2022 annual general meeting due to delay in the annual grant process because of the strategic review process (which concluded on 2 November 2022). The Board has approved the issue and grant of LTVR Performance Rights to the following Participants for FY23 and FY24:

Participant	FY23 Issue	FY24 Issue
Athol Chiert	320,512	297,619
Christopher Blaxland-Walker	256,410	238,095
Cloe Reece	256,410	238,095
Deborah Lowe	256,410	-
Gerard Kerr	384,615	-
Hicham Mourad	256,410	238,095
Joanne Faglioni	-	238,095
Judilyn Beaumont	256,410	238,095
Nadine Gooderick	256,410	1,083,332
Nick Kulikov	-	238,095

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 2026 and 30 June 2027 respectively. 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 LTVR 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:

FY23 Grant

Based upon a total shareholder return (TSR) target of \$0.78 per share. The TSR vesting is based upon the Company's performance against two equally weighted vesting conditions on 30 June 2026, being share price range of \$0.72 - \$0.78; and Embedded Value range of \$625m - \$675m.

FY24 Grant

Based upon a TSR target of \$0.84 per share. The TSR vesting is based upon the Company's performance against two equally weighted vesting conditions on 30 June 2027, being share price range of \$0.78 - \$0.84; and Embedded Value range of \$620m - \$680m.

As announced to the market on 1 May 2023, Ms Gooderick's total LTVR grant includes a Stretch LTVR component. The Stretch LTVR vesting is based upon the Company's performance against two equally weighted vesting conditions on 30 June 2027, being share price of \$1.00; and Embedded Value of \$690m.

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.

The FY24 grant of LTVR Performance Rights to Nadine Gooderick (as a Director of the Company) were made without Shareholder approval under exception 10.16(b) of the ASX Listing Rules.

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 LTVR 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 the ClearView Group; and
- to waive the requirement that a participant's unvested Performance Rights be forfeited if they cease to be an employee of the 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.

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 in circumstances such as death, total or permanent disability, genuine redundancy or other circumstances determined by the Board in its discretion (Qualifying Cessation) then unvested Performance Rights may 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.

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 Ms. Gooderick, who abstains from making a recommendation due to her interest in the Resolution) unanimously recommend that Shareholders vote in favour of Resolution 5. The Chair intends to vote all available (including undirected) proxies in favour of Resolution 5 (subject to the applicable voting exclusions described in the Notice).

RESOLUTION 6: APPROVAL OF THE CLEARVIEW WEALTH LIMITED RIGHTS PLAN

Listing Rule 7.1 prohibits an ASX-listed company from issuing, or agreeing to issue, more than 15% of its issued capital in any rolling 12-month period without the approval of Shareholders (subject to certain exceptions). However, Listing Rule 7.1 does not apply to an issue under an employee incentive scheme if, within 3 years before the date of the issue, Shareholders have approved the issue of securities under the scheme as an exception to Listing Rule 7.1 for the purposes of Listing Rule 7.2 (Exception 13). Resolution 6 seeks to exempt the issue of Shares under the Company's Rights Plan (**CWLRP or the Plan**) from the operation of Listing Rule 7.1 for a period of 3 years from the date that the Resolution is passed. If the Resolution is passed by Shareholders, Shares issued under the Plan during the next 3 years will not be counted in determining the 15% limit under Listing Rule 7.1 described above.

The Plan was last approved by Shareholders (for the purposes of ASX Listing Rule 7.2 (Exception 13)) on 12 November 2020.

Executive remuneration in the Company is determined by the Board based on the recommendations of

its non-executive members, taking consideration of relevant market practices and the circumstances of the Company, on an annual basis. It is the view of the non-executive members of the Board that it is in the interests of Shareholders for selected executives, directors and other employees (the **Plan Participants**) to receive part of their remuneration in the form of equity interests.

The Plan is designed to form a significant component of variable remuneration for executives by facilitating long term variable remunerations (**LTVR**), the deferral of short-term variable remunerations (**STVR**) into equity, as well as potentially fixed remuneration or retention incentives from time to time. It is the view of the Board that the holding of such equity interests creates alignment between Shareholder interests and the interests of Plan Participants. If approved, grants under the Plan will facilitate the Company providing appropriate, competitive and performance-linked remuneration to the employees of the Company.

Non-Executive Directors are not eligible to participate in the Plan and this is intended to support their independence in providing governance oversight for this component of remuneration.

ASX Listing Rule 7.2, Exception 13(b) requires this Notice to include the number of securities issued under the scheme since the date of the last approval for the purposes of this Listing Rule. The Plan was last approved by Shareholders (for the purposes of ASX Listing Rule 7.2 (Exception 13)) on 12 November 2020. As at the date of this Notice, the following securities have been issued since that date:

Rights	Number of Rights Granted	Number of Rights on Issue
STVR Restricted Rights	2,507,058	2,507,058
LTVR Performance Rights	13,412,945	9,214,337

ASX Listing Rule 7.2(b), Exception 13 also requires Shareholders to be informed of the maximum number of equity securities proposed to be issued under the Plan following Shareholder approval. The maximum number of Rights proposed to be issued under the Plan within the 3-year period from the date of the passing of Resolution 6 is 33,051,932 Rights, representing 5% of the total ordinary shares of the Company on issue as at the date of this Notice of Meeting. This maximum is not intended to be a prediction of the actual number of Rights to be issued under the Plan but is specified as a ceiling for the purposes of Listing Rule 7.2, Exception 13(b).

In the event that the Company proposes to issue in excess of 33,051,932 Rights under the Plan or proposes to issue Rights on terms that are materially different to those described in this Notice of Meeting, those future securities must be counted towards the Company's capacity to issue equity securities under ASX Listing Rule 7.1 at the time of issue. In the absence of Shareholder approval, future issues of securities under the Plan may still be made but must be counted towards the Company's capacity to issue equity securities under ASX Listing Rule 7.1 at the time of issue.

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

A summary of the terms of the Plan is set out in the table below, as required by Listing Rule 7.2(b) (Exception 13):

Aspect	Details
Instrument	<p>The Plan uses indeterminate Rights which are an entitlement to the value of a Share (less any Exercise Price) which may be settled in cash or in Shares, at the Board's discretion. Generally, it is expected that vested Rights will be settled in Shares (including Restricted Shares).</p> <p>The Plan allows for three classes of Rights which may be appropriate forms of remuneration under various circumstances, being;</p> <ul style="list-style-type: none"> a) Performance Rights which vest when performance conditions have been satisfied and will generally be used for the purpose of granting long term variable remunerations to executives; b) Service Rights which vest after completion of a period of service and which will generally be used as a retention incentive below the executive level if and when appropriate; and c) Restricted Rights which may have exercise restrictions and/or specified disposal restrictions that extend to the Shares that result from the exercise of Rights, and will generally be used to defer earned remuneration from time to time (e.g. to defer STVR). <p>When an exercise price greater than nil is specified in an invitation, the Rights are Share Appreciation Rights (SARs) that only produce value when the Share price exceeds the exercise price at the time of exercise (i.e. equivalent to an option). They may be Performance SARs, Service SARs or Restricted SARs under the foregoing classes of Rights.</p>
Terms and Conditions	<p>The Board has the discretion to set the terms and conditions on which it will offer Rights under the Plan, including the terms of Invitations. Performance Rights and Service Rights (including when they are SARs) are subject to vesting conditions. In the case of Performance Rights (including SARs), the vesting conditions are intended to be challenging and linked to indicators of sustainable value creation. 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 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.</p>
Variation of Terms and Conditions	<p>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.</p>
Eligibility	<p>Eligible Participants selected by the Board will be invited to participate in the Plan and includes full time and part-time employees, directors and contractors.</p>
Term	<p>Each invitation to participate in the Plan (Invitation) will specify the term of Rights, as determined by the Board, and if not exercised within the term the Rights will lapse. The maximum term allowable is 15 years under the Plan rules, which is based on the maximum tax deferral period in Australia.</p>
Number of Rights	<p>The number of Rights specified in an Invitation will be at the discretion of the Board. It is intended that the number of Rights to be granted will be determined annually with regard to the Participant's fixed remuneration, relevant market practices and the relevant policies of the Company regarding remuneration, such that total remuneration is appropriate in both quantum and structure. The maximum number of Rights that may be issued under the Plan, ignoring Rights that lapse, during the 3 years covered by the approval being sought is 5% of issued shares.</p>
Measurement Period	<p>The measurement period is the period over which vesting conditions are assessed and may be determined by the Board as part of each Invitation but will generally be three years for Performance Rights (including for Performance SARs).</p>

Aspect	Details
Vesting Conditions	<p>Vesting conditions are conditions that are used to determine the extent, if any, of vesting of Performance Rights and Service Rights (including when they are SARs). Vesting Conditions are to be determined by the Board as part of each Invitation.</p> <p>Performance Rights (including Performance SARs) will vest based on selected measures of Company performance and service with the Company. They are intended to create alignment with indicators of shareholder value creation over the measurement period. Service Rights will vest based on periods of service with the Company only and will generally relate to annual remuneration cycles when granted as part of fixed remuneration. Restricted Rights do not have vesting conditions but may have exercise restrictions and/or specified disposal restrictions that extend to the Shares that result from the exercise of Rights.</p>
Gates	<p>The Board may attach gates to tranches of Performance Rights. A gate is a condition that must be met or exceeded before the vesting conditions attached to a tranche may be assessed for the purposes of vesting.</p>
Cost of Rights and Exercise Price	<p>No amount is payable by Participants for Rights unless otherwise determined by the Board. No exercise price is payable by a Participant to exercise Rights under the Plan rules. However, as part of the terms of an Invitation the Board may determine that a notional exercise price applies, which will be deducted from the value of a Share in determining the exercised Rights value (i.e. creating a cashless exercise option or SAR which functions identically to an option, but is less dilutive than traditional options from a shareholder perspective). The value of the Rights forms part of the annual total remuneration appropriate to each Participant.</p>
Exercise of Vested Rights	<p>Rights may be exercised after the latter to occur of the Vesting Date, and the elapsing of Exercise Restrictions but not later than the end of the Term of the Rights. Invitations may provide for Rights to be exercised automatically on the latter to occur of the vesting date, and the elapsing of exercise restrictions.</p> <p>Upon exercise of vested Rights the Exercised Rights Value (defined below) 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:</p> <p style="text-align: center;">Exercised Rights Value = Number of Rights Exercised x (Share Price at Exercise – Exercise Price)</p> <p>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 under the Company’s securities trading policy.</p>
Exercise Restrictions	<p>An Invitation may specify a period of exercise restrictions during which vested Rights may not be exercised. For restricted Rights which are fully vested at grant, exercise restrictions apply for at least 90 days following grant.</p>
Disposal Restrictions	<p>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 Rights will be subject to disposal restrictions due to:</p> <ul style="list-style-type: none"> a) the Company’s securities trading policy, and b) the insider trading provisions of the Corporations Act. <p>Shares resulting from the exercising of Rights that may not be traded due to the foregoing or because of specified disposal restrictions included in an Invitation will be Restricted Shares while they are so restricted. The Company will ensure that such restrictions are enforced due to the presence of CHES holding locks or alternatively via holding of the Restricted Shares in an appropriate employee share trust.</p>

Aspect	Details
Disposal and Exercise Restriction Release at Taxing Point	<p>In the event that a taxing point arises during employment with the Company in relation to Restricted Rights or Restricted Shares and the exercise restrictions or specified disposal restrictions have not elapsed then they will cease to apply to 50% of the taxable Rights and Shares. This ensures that unreasonable tax outcomes are avoided.</p>
Termination of Employment	<p>If an employee ceases to be employed by the Group all unvested Performance Rights will lapse except in circumstances such as death, total or permanent disability, genuine redundancy or other circumstances determined by the Board in its discretion (Qualifying Cessation). Performance Rights that do not lapse at the termination of employment will continue to be held by Participants with a view to 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.</p> <p>Service Rights (including Service SARs) will be dealt with as specified in the relevant Invitation as appropriate to the circumstances of the granting of Service Rights and applicable measurement periods.</p> <p>The treatment of Restricted Rights upon a termination of employment will be determined by the Board in its discretion.</p> <p>If 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.</p> <p>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.</p>
Change of Control or Delisting	<p>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:</p> <ul style="list-style-type: none"> • unvested Performance Rights in each tranche will vest in accordance with the following formula: $ \begin{array}{rcccl} \text{Number of} & & & & \\ \text{Performance} & & & & \\ \text{Rights in} & = & \text{Unvested} & & \text{\% of First} \\ \text{Tranche to} & & \text{Performance} & \times & \text{Year of} \\ \text{Vest} & & \text{Rights in} & & \text{Measurement} \\ & & \text{Tranche} & & \text{Period} \\ & & & & \text{Elapsed x} \\ & & & & \text{\%} \times \frac{\text{(Share Price at the Effective Date - Share Price at Measurement Period Commencement)}}{\text{Share Price at Measurement Period Commencement}} \end{array} $ <ul style="list-style-type: none"> • remaining Performance Rights may vest or lapse as determined by the Board; • Service and Restricted Rights will vest to the extent determined to be appropriate by the Board under the circumstances applicable to each grant of Rights; and • exercise restrictions and specified disposal restrictions will cease to apply on the date determined by the Board.
Major Return of Capital or Demerger	<p>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 Rights such that Participants are neither advantaged nor disadvantaged by the corporate action. Restricted Rights will cease to be subject to exercise restrictions prior to the return of capital or demerger, on the date determined by the Board.</p>

Aspect	Details
Board Discretion and Preventing Inappropriate Benefits	The Board has discretion to adjust the number of 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 Rights held by a Participant lapse on a specified date, if allowing the 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, the Participant will forfeit all unvested Rights.
Bonus Issues, Rights Issues, Voting and Dividend Entitlements	The number of Rights held by Participants will be proportionately adjusted to reflect bonus issues. Right 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. Rights do not carry voting or dividend entitlements. Shares (including Restricted Shares) issued when Rights are exercised carry all entitlements of Shares, including voting and dividend entitlements.
Quotation	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 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 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 Rights or Shares subject to disposal restrictions by specified Participants.
Hedging	The Company prohibits the hedging of Rights or Shares subject to disposal restrictions by specified Participants.

Recommendation

The Directors (excluding Ms. Gooderick, who abstains from making a recommendation due to her interest in the Resolution) unanimously recommend that Shareholders vote in favour of Resolution 6. As noted in the Notice, the Chair intends to vote all available (including undirected) proxies in favour of Resolution 6 (subject to the applicable voting exclusions described in the Notice).

RESOLUTION 7: APPOINTMENT OF ERNST & YOUNG AS AUDITOR

As announced to the ASX on 12 January 2023, the Board appointed Ernst & Young as the new auditor of the Company to fill the casual vacancy following the resignation of the previous auditor of the Company, Deloitte Touche Tohmatsu. In accordance with section 327C(2) of the Corporations Act, the appointment of Ernst & Young continues only until this AGM.

Section 327B of the Corporations Act requires the Company to confirm the appointment of Ernst & Young as auditor by obtaining Shareholder approval by ordinary resolution.

The Board supports the appointment of Ernst & Young as the Company's auditor. In accordance with section 328B(1) of the Corporations Act, a member of the Company has given the Company written notice of the nomination of Ernst & Young for appointment as auditor. A copy of the written notice of nomination is attached to this Notice as Annexure A. Ernst & Young has consented in writing to the appointment as the Company's auditor and, as at the date of this Notice, has not withdrawn its consent in accordance with section 328A of the Corporations Act.

Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 7. The Chair intends to vote all available (including undirected) proxies in favour of Resolution 7.

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 on Thursday, 9 November 2023 at 10.00am (Sydney time).

Annual Report means the annual report of the Company prepared for the year ended 30 June 2023.

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 Ernst & Young.

Auditor's Report means the report prepared by the Auditor in relation to the Financial Statements, as set out in the Annual Report.

Board means the board of Directors of the Company.

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 for the purposes of that definition.

Computershare means Computershare Investor Services Pty Limited (ACN 078 279 277).

Constitution means the constitution of the Company.

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

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

CWLRP or **Plan** or **Rights Plan** means the ClearView Wealth Limited Rights Plan last approved by Shareholders on 12 November 2020 and which is being proposed to Shareholders for approval by way of Resolution 6 at this Meeting.

Directors 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 2023, as set out in the Annual Report.

Explanatory Statement means this explanatory statement, which accompanies the Notice of Meeting.

Financial Report means the financial report of the Company for the year ended 30 June 2023.

Financial Statements means the financial statements of the Company for the year ended 30 June 2023.

FY23 means the financial year ended 30 June 2023.

FY24 means the financial year ending 30 June 2024.

Key Management Personnel means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) who are identified in the Remuneration Report.

Listing Rule or **ASX Listing Rule** means a listing rule of the ASX.

LTVR means long term variable remuneration.

Managing Director means Ms. Nadine Gooderick.

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

Performance Right 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.

Remuneration Report means the remuneration report of the Company for the year ended 30 June 2023, which is contained in the Annual Report.

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.

Share means a fully paid ordinary share in the Company.

Shareholder means a holder of at least one Share.

STVR means short term variable remuneration.

Termination Benefit has the meaning given to that term in the section of the Explanatory Memorandum entitled 'Resolution 5: Approval of Termination Benefits'.

Appendix A

The Directors
ClearView Wealth Limited
Level 15
20 Bond Street
SYDNEY
NSW 2000

Nomination of Auditor Ernst & Young

For the purposes of Section 328(1) of the Corporations Act, I, Deborah Lowe, being a member of ClearView Wealth Limited (“Company”) hereby nominate Ernst & Young, of 200 George Street, Sydney, NSW 2000 for appointment as Auditor of the Company at the Annual General Meeting of the Company convened for 10.00 am on 9 November 2023 (or any adjournment thereof).

Signed for and on behalf of:



.....
Deborah Gay Lowe

Dated: 18 September 2023



ClearView Wealth Limited
ABN 83 106 248 248

Need assistance?



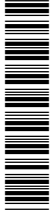
Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact

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 10:00am (Sydney time) on Thursday, 9 November 2023. 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 (Sydney time) on Tuesday, 7 November 2023.



ATTENDING THE MEETING VIRTUALLY

To watch the webcast, ask questions and vote on the day of the meeting, please visit:
<https://meetnow.global/M9NYPYC>

For instructions refer to the online user guide www.computershare.com.au/virtualmeetingguide



ATTENDING THE MEETING IN PERSON

The meeting will be held at:
Level 15, 20 Bond Street, Sydney, NSW 2000

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.



ClearView Wealth Limited
ABN 83 106 248 248

CVW

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

Need assistance?



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



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AEDT) on Tuesday, 7 November 2023.**

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.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/we being a member/s of ClearView Wealth Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of ClearView Wealth Limited to be held at Level 15, 20 Bond Street, Sydney, NSW 2000 and as a virtual meeting on Thursday, 9 November 2023 at 10:00am (Sydney time) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 5 and 6 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 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 Resolutions 1, 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
Resolution 1	Adoption of Remuneration Report (non-binding resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Geoffrey Black as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Jennifer Lyon as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Election of Edward Fabrizio as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of Termination Benefits	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of the ClearView Wealth Limited Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Appointment of Ernst & Young as Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

