

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme ClearView Wealth Limited (CVW)

ACN/ARSN 106 248 248

1. Details of substantial holder (1)

Name CCP BidCo Pty Limited (ACN 159 362 428) (**CCP BidCo**); Crescent Capital Partners Management Pty Limited (ACN 108 571 820) (**CCP Management**); Crescent Capital Partners Holdings Pty Ltd (ACN 124 231 483) (**CCP Holdings**); CCP Trusco 1 Pty Limited as trustee for Crescent Capital Partners Specific Trust IVA, CCP Trusco 2 Pty Limited as trustee for Crescent Capital Partners Specific Trust IVB, CCP Trusco 3 Pty Limited as trustee for Crescent Capital Partners Specific Trust IVC, CCP Trusco 4 Pty Limited as trustee for Crescent Capital Partners Designated Trust IVA and CCP Trusco 5 Pty Limited as trustee for Crescent Capital Partners Designated Trust IVB (collectively, the **CCP Funds**).

ACN/ARSN (if applicable) See above

There was a change in the interests of the substantial holder on 13 November 2020

The previous notice was given to the company on 12 June 2019

The previous notice was dated 12 June 2019

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary shares	394,493,860	58.26% (based on 677,074,118 ordinary shares on issue as at the date of the previous Form 604)	399,543,860	59.42% (based on 672,357,110 ordinary shares on issue as at the date of this Form 604)

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change	Class and number of securities affected	Person's votes affected
13 June 2019	Perpetual Corporate Trust Limited ACF ROC Capital Pty Limited ATF ROC Private Investment Fund	Perpetual Corporate Trust Limited ACF ROC Capital Pty Limited ATF ROC Private Investment Fund acquired 2,500,000 ordinary shares off market	\$1,875,000	2,500,000 ordinary shares	2,500,000

17 June 2019	Perpetual Corporate Trust Limited ACF ROC Capital Pty Limited ATF ROC Private Investment Fund	Perpetual Corporate Trust Limited ACF ROC Capital Pty Limited ATF ROC Private Investment Fund acquired 5,000,000 ordinary shares off market from CCP BidCo that acquired the shares on market	\$3,500,000	5,000,000 ordinary shares	5,000,000
18-19 March 2020	CCP BidCo, CCP Management, CCP Holdings	CCP BidCo acquired 50,000 ordinary shares on market	\$13,000	50,000 ordinary shares	50,000

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
CCP BidCo	CCP BidCo	CCP BidCo	Holder of the securities (section 608(1)(a))	91,089,420 ordinary shares	91,089,420
CCP BidCo	Sony Life Insurance Co. Ltd.	Sony Life Insurance Co. Ltd.	Has the power to dispose of the securities (section 608(1)(c))	101,254,639 ordinary shares	101,254,639
CCP Management	CCP BidCo; Sony Life Insurance Co. Ltd.	CCP BidCo; Sony Life Insurance Co. Ltd.	Sole member and therefore controller of CCP BidCo (section 608(3)(b))	192,344,059 ordinary shares	192,344,059
CCP Management	Perpetual Corporate Trust Limited ACF ROC Capital Pty Limited ATF ROC CVW Co-investment Trust; CCP Funds	Perpetual Corporate Trust Limited ACF ROC Capital Pty Limited ATF ROC CVW Co-investment Trust; CCP Funds	Has the power to exercise the rights to vote attached to the securities (section 608(1)(b))	199,699,801 ordinary shares	199,699,801
CCP Management	Perpetual Corporate Trust Limited ACF ROC Capital Pty Limited ATF ROC Private Investment Fund	Perpetual Corporate Trust Limited ACF ROC Capital Pty Limited ATF ROC Private Investment Fund	CCP Management is an associate of ROC Capital Pty Limited within the definition of section 12(2)(c) of the Corporations Act	7,500,000 ordinary shares	7,500,000

CCP Holdings	CCP BidCo; Sony Life Insurance Co. Ltd.; Perpetual Corporate Trust Limited ACF ROC Capital Pty Limited ATF ROC CVW Co-investment Trust; CCP Funds	CCP BidCo; Sony Life Insurance Co. Ltd.; Perpetual Corporate Trust Limited ACF ROC Capital Pty Limited ATF ROC CVW Co-investment Trust; CCP Funds	Sole member and therefore controller of CCP Management (section 608(3)(b))	399,543,860 ordinary shares	399,543,860
CCP Trusco 1 Pty Ltd as trustee for Crescent Capital Partners Specific Trust IVA	CCP Trusco 1 Pty Ltd	N/A	Holder of the securities (section 608(1)(a))	28,458,809 ordinary shares	28,458,809
CCP Trusco 2 Pty Ltd as trustee for Crescent Capital Partners Specific Trust IVB	CCP Trusco 2 Pty Ltd	N/A	Holder of the securities (section 608(1)(a))	13,551,813 ordinary shares	13,551,813
CCP Trusco 3 Pty Ltd as trustee for Crescent Capital Partners Specific Trust IVC	CCP Trusco 3 Pty Ltd	N/A	Holder of the securities (section 608(1)(a))	16,262,175 ordinary shares	16,262,175
CCP Trusco 4 Pty Ltd as trustee for Crescent Capital Partners Designated Trust IVA	CCP Trusco 4 Pty Ltd	N/A	Holder of the securities (section 608(1)(a))	43,582,632 ordinary shares	43,582,632
CCP Trusco 5 Pty Ltd as trustee for Crescent Capital Partners Designated Trust IVB	CCP Trusco 5 Pty Ltd	N/A	Holder of the securities (section 608(1)(a))	30,893,528 ordinary shares	30,893,528

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Perpetual Corporate Trust Limited ACF ROC Capital Pty Limited ATF ROC Private Investment Fund	ROC Capital Pty Ltd Limited is an associate of CCP Management within the definition of section 12(2)(c) of the Corporations Act.

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
CCP BidCo, CCP Management, CCP Holdings and each CCP Fund	Level 29, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000

Signature

print name

Michael Garcia

capacity Secretary – CCP Funds

sign here

Michael Garcia

date 16 November 2020

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.