

# Market Release

8 October 2024

## ClearView 2024 Notice of Annual General Meeting

ClearView Wealth Limited (ASX: CVW, “ClearView”), in accordance with the ASX Listing Rules, attaches its 2024 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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Principal, Catapult Partners

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### Approval of Announcement

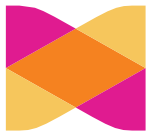
The Continuous Disclosure Committee of ClearView has authorised the release of this announcement to the market.

### 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](https://clearview.com.au)

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**ClearView**

## **Notice of 2024 Annual General Meeting**

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

**Date: Thursday, 7 November 2024**

**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 2024 Annual General Meeting of ClearView Wealth Limited (**ClearView**) will be held in person and online as a hybrid meeting on Thursday, 7 November 2024. 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/M4DVWGV> on your smartphone, tablet or computer.

To make the registration process more efficient, 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.

- Click on 'Join Meeting Now'.
- 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.
- 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.
- 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 version 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](http://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](mailto:companysecretariat@clearview.com.au) or via post (as described in this Notice of Meeting) so that they are received by no later than 5.00pm (Sydney time) on Thursday, 31<sup>st</sup> October 2024. Please use the email subject "2024 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 Report, Directors' Report and Auditor's Report

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2024.

*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 2024, 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 as the Chair sees fit even though the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

### Resolution 2: Election of Michael Alscher as a Director

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

*"That Mr. Michael Alscher, 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 3: Re-election of Nathaniel Thomson as a Director

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

*"That Mr. Nathaniel Thomson, 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: Approval for the grant and issue of Performance Rights to a Director – Ms. Nadine Gooderick

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

*"That approval is given under and for the purposes of ASX Listing Rule 10.14, and for all other purposes, for the grant and issue of 991,525 Performance Rights to the Managing Director, Ms. Nadine Gooderick, in respect of Ms Gooderick's FY25 long term variable remuneration (LTVR), under the CWLRP and on the terms and conditions described in the Explanatory Statement to the Notice of Meeting."*

#### Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 4 by or on behalf of Ms. Gooderick or any Associate of Ms. Gooderick (regardless of the capacity in which the vote is cast). However, the Company will not disregard a vote cast on Resolution 4 if:

- it is cast by a person as a proxy or attorney for a person who is otherwise entitled to vote on Resolution 4 in accordance with the directions given to the proxy or attorney to vote on Resolution 4 in that way;

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- it is cast by the Chair as a proxy or attorney for a person who is entitled to vote on Resolution 4 in accordance with a direction given to the Chair to vote on Resolution 4 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 Resolution 4; and
  - the Shareholder votes on Resolution 4 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 4 by a member of the Key Management Personnel as at the time the Resolution is voted on at the Meeting, or a Closely Related Party of such a member, as a proxy, unless the vote is cast as proxy for a person otherwise entitled to vote on Resolution 4:

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

### Resolution 5: Approval for the grant and issue of Restricted Rights to a Director – Ms Nadine Gooderick

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

*“That approval is given under and for the purposes of ASX Listing Rule 10.14, and for all other purposes, for the grant and issue of 225,147 Restricted Rights to the Managing Director, Ms. Nadine Gooderick, in respect of Ms Gooderick’s FY24 deferred short term variable remuneration (STVR), under the CWLRP and on the terms and conditions described in the Explanatory Statement to the Notice of Meeting.”*

#### Voting Exclusion Statement

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

- it is cast by a person as a proxy or attorney for a person who is otherwise entitled to vote on Resolution 5 in accordance with the directions given to the proxy or attorney to vote on Resolution 5 in that way;
- it is cast by the Chair as a proxy or attorney for a person who is entitled to vote on Resolution 5 in accordance with a direction given to the Chair to vote on Resolution 5 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 Resolution 5; and
  - the Shareholder votes on Resolution 5 in accordance with directions given by the beneficiary to the Shareholder to vote in that way.

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

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

### Resolution 6: 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 as a result of or in connection with any retention or vesting of Performance Rights issued to the relevant person on or in connection with 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;*
- *Hicham Mourad;*
- *Joanne Faglioni;*
- *Judilyn Beaumont;*
- *Tanya Dawson;*
- *Nadine Gooderick; and*
- *Nick Kulikov;*

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

### Voting Exclusion Statement

A vote on Resolution 6 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 is to vote on Resolution 6; 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 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 as the Chair sees fit even though the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

By order of the Board

**Judilyn Beaumont**

Company Secretary

Dated: 23 September 2024

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## Notice of Meeting and Explanatory Statement

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

### Determination of entitlement to attend and vote

In accordance with section 1074E(2)(g)(i) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations, the Company has determined that for the purposes of the meeting, all Shares will be taken to be held by the registered holders at 7.00pm (Sydney time) on Tuesday, 5 November 2024. Only those Shareholders entered on the Company's register of members at that time will be entitled to attend and vote at the Meeting (whether themselves or by their duly appointed proxy, attorney or corporate representative).

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.

#### Hybrid 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/M4DVWGV> 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](mailto: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](http://www.computershare.com.au/virtualmeetingguide).

Registration of attendance at the Meeting will commence at 9.30am (Sydney time) on Thursday, 7 November 2024. 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 section 250JA of the Corporations Act, 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 (subject to the voting exclusions set out in this Notice). If a proxy is directed how to vote on an item of business, the proxy may only vote on the item as directed. If the proxy is directed to abstain from voting on a Resolution, the proxy will be directed not to vote on a poll and the relevant Shareholder's Shares will not be counted in calculating the required majority on the poll for the relevant Resolution.

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.

If you want to appoint one proxy, you can use the form provided with this Notice of Meeting or appoint a proxy online, in each case, by following the instructions below. 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. Any directed proxy votes in respect of a Resolution that are not voted on that Resolution by the Shareholder's appointed proxy will also automatically default to the Chair (who is required to vote those proxy votes on the relevant Resolution as directed by the applicable Shareholder).

If you have appointed a proxy in respect of a Resolution, but you nonetheless attend the Meeting (whether in person or via the online meeting platform) the authority of your proxy to vote on your behalf at the Meeting will be automatically suspended.

## Proxy voting by Key Management Personnel

Due to the voting exclusions and requirements referred to in the Notice of Meeting, if you intend to appoint any Director or Key Management Personnel or their Closely Related Parties, other than the Chair of the Meeting, as your proxy, you should direct your proxy how to vote on Resolution 1 (Adoption of Remuneration Report), Resolution 4 (Approval for granting of Performance Rights to a Director – Ms. Nadine Gooderick), Resolution 5 (Approval for granting of Restricted Rights to a Director – Ms. Nadine Gooderick) and Resolution 6 (Approval of Termination Benefits) 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

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vote the Shares the subject of your proxy appointment and those votes will not be counted. This does not apply to the Chair of the Meeting, who is able to vote undirected proxies as the Chair sees fit 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 4 (Approval for granting of Performance Rights to a Director – Ms. Nadine Gooderick), Resolution 5 (Approval for granting of Restricted Rights to a Director – Ms Nadine Gooderick) and Resolution 6 (Approval of Termination Benefits). 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 have expressly authorised the Chair to exercise the proxy in respect of each applicable resolution as the Chair sees fit even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. In particular, Shareholders should note that, if a Shareholder appoints the Chair as its proxy, or if the Chair is appointed as that Shareholder's proxy by default, in relation to Resolutions 1, 4, 5 or 6 and the Shareholder does not mark the "for", "against" or "abstain" box opposite the relevant item 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), by signing the proxy form (or, if the proxy is appointed online, by completing the proxy appointment in accordance with the instructions on the website), the Shareholder will be deemed to have authorised the Chair to vote the Shares the subject of the Shareholder's proxy appointment in favour of the relevant Resolution, and the Chair may vote those Shares in this way, even though those Resolutions are connected directly with the remuneration of members of 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 (or abstention) directions on the proxy form before you return it or, if the proxy is appointed online, direct the proxy how to vote on (or abstain from voting 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, 5 November 2024:

[Computershare Investor Services Pty Limited GPO Box 242

Melbourne VIC 3001 Australia

[www.investorvote.com.au](http://www.investorvote.com.au)

Fax (within Australia): 1800 783 447

Fax (outside Australia): +61 3 9473 2555]

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 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 <https://www-au.computershare.com/Investor/-Help/PrintableForms>, unless it has previously been provided to the Company and remains in effect.

Corporate representative forms must be submitted before the Meeting. 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, 7 November 2024. Shareholders may attend the Meeting in person or via the online platform accessible at <https://meetnow.global/M4DVWGV>.

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 increase the efficiency of the admission process. 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/virtualmeetingguide](http://www.computershare.com.au/virtualmeetingguide). 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 Reports, 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 Thursday, 31 October 2024 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](mailto:companysecretariat@clearview.com.au) and received no later than Thursday, 31 October 2024. 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 2024 Annual Report (which includes the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2024, together called the "**Reports**") will be laid before the Meeting (as required by the Corporations Act). The Corporations Act does not require a formal resolution of Shareholders in relation to these Reports. Shareholders can access a copy of the Annual Report (which contains the Reports) on the Company's website at [clearview.com.au](https://clearview.com.au) under the About ClearView/Shareholders/Financial Reports tab.

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. 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:

- a discussion of the Board's policy in relation to the nature and amount of remuneration of the Directors, Managing Director and other Key Management Personnel of the Company;
- a 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 2024;
- information about performance hurdles applicable to the short term and long-term incentive components of the remuneration of the Managing Director and other Key Management Personnel (including the information required by the Corporations Act);
- details of the remuneration provided to the Non-executive Directors and other Key Management Personnel for the year ended 30 June 2024 (including the information required by the Corporations Act); 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 will be put to Shareholders in accordance with section 250R(2) of the Corporations Act. In accordance with section 250R(3) 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 eligible 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).

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## RESOLUTION 2: ELECTION OF MICHAEL ALSCHER 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 Michael Alscher was re-appointed as a Non-Executive Director by the Board on 24 May 2024, following a period as Alternate Director for Ms Eloise Watson between 8 April 2024 and 24 May 2024. Michael also served as a Non-Executive Director of the Company from 22 October 2012 to 8 April 2024, and again from 24 May 2024 to the date of the Notice, and currently serves as a member of the Nomination and Remuneration Committee. Being eligible, Mr. Alscher offers himself for election as a Director at the Meeting.

Michael is the Managing Partner and founder of Crescent Capital Partners Management Pty Limited. Prior to founding Crescent Capital Partners, Michael was a consultant at Bain International and the LEK Partnership where he spent considerable time working across banking and insurance clients. After leaving consulting, Michael was the Chief Operating Officer and a Director of Gowings Bros Limited.

Michael is the current Chairman of Australian Clinical Labs Limited, Green Leaves Early Learning Centres Pty Ltd and Bremick Pty Ltd.

### Recommendation

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

## RESOLUTION 3: RE-ELECTION OF NATHANIEL THOMSON AS A DIRECTOR

Pursuant to Rule 6.4(a) of the Constitution and ASX Listing Rule 14.4, a Director (other than the Managing 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. Nathaniel Thomson, Non-Executive Director of the Company, was last re-elected as a Director on 11 November 2021 at the Company's 2021 annual general meeting. Being eligible, Mr. Thomson offers himself for re-election as a Director at the Meeting.

ClearView notes that a Director retiring under Rule 6.4(a) of the Constitution satisfies the requirements of Rule 6.4(b) of the Constitution (which requires at least one Director to retire from office at each annual general meeting) and the proposed re-election of Mr. Thomson at the Meeting will satisfy the requirements of ASX Listing Rule 14.5 (which requires an ASX-listed company to hold an election of directors at each annual general meeting).

Nathaniel is a partner of Crescent Capital Partners Management Pty Limited. Nathaniel has significant consulting experience for financial institutions at McKinsey & Co. He is the former deputy Chairman of Cover-More Group Limited prior to its listing on the ASX, a former Director of Metro Performance Glass Limited, prior to its listing on the ASX, and is currently Chairman of Cardno Limited and a Director of Australian Clinical Labs Limited, National Dental Care Limited, National Home Doctor Service Pty Limited, 24-7Healthcare Pty Ltd and Chair of Clover Insurance Pty Limited.

Nathaniel was appointed to the Board on 22 October 2012 and currently serves as a member of the Nomination and Remuneration Committee.

### Recommendation

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

## **RESOLUTION 4: APPROVAL FOR THE GRANT AND ISSUE OF PERFORMANCE RIGHTS TO A DIRECTOR – MS NADINE GOODERICK**

### ***Why is Shareholder approval being sought?***

Resolution 4 will be put to Shareholders at the Meeting for the purpose of seeking Shareholder approval for the Company to grant and issue 991,525 Performance Rights to Managing Director and Chief Executive Officer, Ms Nadine Gooderick, under the Plan (and subject to the terms and conditions of the Plan Rules) and on the terms and conditions summarised below.

ASX Listing Rule 10.14 requires the Company to obtain Shareholder approval for the issue of securities to a Director (and certain other persons) under an employee incentive scheme (subject to certain exceptions set out in ASX Listing Rule 10.16). Ms Gooderick is a Director and, therefore, the Company is seeking Shareholder approval for the proposed grant and issue of the Performance Rights to Ms Gooderick. Approval of Resolution 4 for the purpose of ASX Listing Rule 10.14 will also result in any Performance Rights the subject of Resolution 4 issued to Ms Gooderick being excepted from the restriction in ASX Listing Rule 7.1. ASX 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 its shareholders (subject to certain exceptions). If Resolution 4 is passed by Shareholders at the Meeting, the issue of Performance Rights the subject of Resolution 4 (and any new Shares issued to Ms Gooderick on exercise of those Performance Rights in the future) will be excluded from the calculation of the Company's 'placement capacity' in any rolling 12-month period under ASX Listing Rule 7.1 (and will therefore not reduce the 15% new security issue capacity available to the Company in such a 12-month period under that ASX Listing Rule referred to above).

### ***Background to the Plan and the use of Performance Rights for LTVR grants***

The proposed grant of the Performance Rights the subject of Resolution 4 relates to the LTVR component of Ms Gooderick's total remuneration package for FY25. As at the date of this Notice of Meeting, Ms Gooderick's total remuneration package for FY25 is summarised as follows:

- total fixed remuneration: \$675,350;
- short-term variable remuneration (STVR): \$337,675 at target which, subject to achievement, in accordance with the Company's remuneration policy, will be delivered 60% in cash and 40% in the form of Restricted Rights (subject to Shareholder approval for the purpose of ASX Listing Rule 10.14, if required); and
- LTVR: \$585,000 (which, subject to Shareholders approving Resolution 4 at the Meeting, will be delivered in the form of the Performance Rights the subject of Resolution 4).

The ClearView Wealth Limited Rights Plan, which was last approved by Shareholders for the purpose of ASX Listing Rule 7.2 (Exception 13) at the Company's annual general meeting on 9 November 2023, (CWLRP or Plan) was designed to facilitate the Company providing a component of its executives' total remuneration in the form of equity-based long term variable remuneration (LTVR). The Board believes that a key component of the effective remuneration for the Company's executives is LTVR, which drives shared performance objectives, links the Company's executives' remuneration to the Company's performance and aligns the Company's executives' interests with sustainable value creation for Shareholders.

The type of equity security proposed to be granted to Ms Gooderick, being Performance Rights, was chosen by the Board as the Board believes that: (a) Performance Rights create a strong link between the performance of the Company and Ms Gooderick's reward and (b) performance rights are incentive securities that are commonly used by ASX-listed companies and create long-term alignment between the interests of the holder and the company's shareholders, but do not provide the holder with the full benefits of ownership of the underlying shares (such as dividend and voting rights) unless and until the performance rights vest and convert into shares. The Board believes that, when added to the other elements of Ms Gooderick's remuneration for FY25, the Performance Rights will produce a total remuneration package that is market competitive and appropriate given the Company's circumstances, based on market benchmarking and the Company's current executive remuneration policy.

If Shareholders do not approve Resolution 4 at the Meeting, the Company currently intends to issue to Ms Gooderick the same number of Performance Rights on the same terms and conditions as those summarised in this Explanatory Statement in respect of Resolution 4, except that any Shares allocated or otherwise provided to Ms Gooderick (or

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to an employee share scheme trustee to be held for the benefit of Ms Gooderick) upon the exercise of those Performance Rights will be required to be purchased on-market on the ASX (such that the exception to ASX Listing Rule 10.14 in ASX Listing Rule 10.16(b) (which is explained below) applies to those Performance Rights). However, the Company reserves the right to not make such a grant in those circumstances and instead consider alternative arrangements to appropriately remunerate and incentivise Ms Gooderick at the time.

**Material terms of the Performance Rights and the Plan**

In accordance with ASX Listing Rule 10.15, the material terms of the Performance Rights the subject of Resolution 4 are summarised in the following table:

Term	Details
Instrument and number of Performance Rights	<p>If Resolution 4 is approved by Shareholders at the Meeting, Ms Gooderick will be granted and issued 991,525 Performance Rights. The basis on which this number of Performance Rights was calculated is summarised below. Subject to the Plan Rules, these Performance Rights will vest when the vesting conditions attached to the Performance Rights (which are summarised below) are satisfied (or, if applicable, waived by the Board in accordance with the Plan). The Performance Rights will (if Resolution 4 is approved by Shareholders at the Meeting) be issued under (and subject to the terms and conditions of) the Plan.</p> <p>Each Performance Right is a Right that entitles Ms Gooderick (as the holder) to receive (for no consideration) the “Exercised Rights Value” (defined below), calculated on a per-Performance Right basis, subject to the satisfaction or, if applicable, waiver of the vesting conditions attached to the Performance Right and the Performance Right being exercised before the end of the term of the Performance Rights (as described below).</p> <p>In accordance with the Plan Rules, the per-Performance Right “Exercised Rights Value” for each validly exercised Performance Right may (at the discretion of the Board) be provided to Ms Gooderick in the form of Shares (being, in practice, one Share for each exercised Performance Right, as explained below) or a cash payment. Accordingly, the maximum number of Shares that may be acquired by Ms Gooderick on the exercise of the Performance Rights the subject of Resolution 4 is 991,525 Shares.</p>
Price / consideration payable for Performance Rights	No cash consideration is payable by Ms Gooderick for the issue of the Performance Rights the subject of Resolution 4 as they are part of Ms Gooderick’s total remuneration package (details of which are set out above).
Terms and Conditions	The Performance Rights will be issued to Ms Gooderick under and subject to the terms and conditions of the Plan. Under the Plan, the Board has the discretion to set the terms and conditions on which it will offer or issue Performance Rights, including the terms of an invitation to participate in the Plan. The material terms and conditions of the Plan Rules are summarised below.
Term	The Performance Rights the subject of Resolution 4 have a term of 15 years from their date of issue and if, they are not exercised before the end of that term, they will automatically lapse.
Number and value of Performance Rights	<p>If Resolution 4 is approved by Shareholders at the Meeting, Ms Gooderick will be granted and issued 991,525 Performance Rights.</p> <p>Each person that received a LTVR award for FY25 has a set LTVR dollar value determined as part of their remuneration package. The dollar value of Ms Gooderick’s FY25 LTVR award is \$585,000.</p> <p>The number of Performance Rights that will be issued to Ms Gooderick (if Shareholders approve Resolution 4 at the Meeting) was determined by dividing the dollar value of Ms Gooderick’s FY25 LTVR award (being \$585,000) by \$0.59, being the fixed price determined by the Board for the purposes of Shareholder participation in the Dividend</p>

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	<p>Reinvestment Plan in respect of the final FY24 dividend paid on 20 September 2024 (<b>Performance Right Face Value</b>). Using that methodology, the value of each Performance Right is \$0.59 (being the Performance Right Face Value), with the 991,525 Performance Rights having a total value of \$585,0000. The actual value (if any) of the Performance Rights will depend on whether the vesting conditions described below are satisfied (or, if applicable, waived), whether the Performance Rights are ultimately exercised, and the Share price at the time of exercise.</p>
Measurement Period	<p>The measurement period is the period over which the vesting conditions attached to the Performance Rights the subject of Resolution 4 (which are summarised below) will be assessed and tested. The measurement period for the Performance Rights the subject of Resolution 4 will be the four year period from 1 July 2024 to 30 June 2028.</p>
Vesting Conditions	<p>Vesting conditions are conditions that are used to determine the extent, if any, of the vesting of the Performance Rights.</p> <p>The Performance Rights will have one performance-based vesting condition attached to them, which will be based on the total shareholder return (<b>TSR</b>) in respect of the Company over the measurement period. The TSR of the Company over the measurement period will be calculated as:</p> <p>(a) the difference in the Share price between the commencement of the measurement period (being \$0.59 per Share) and the end of the measurement period (which will be calculated as the volume weighted average price (<b>VWAP</b>) of Shares for the 90-day period ending on the last day of the measurement period); plus</p> <p>(b) the value of any dividends declared or determined during the measurement period (assuming that all of those dividends and distributions are paid in cash), and annualised and expressed as a compound annual growth rate (<b>CAGR</b>).</p> <p>If the TSR of the Company (expressed as a CAGR) over the measurement period is 10% or more, the performance-based vesting condition attached to the Performance Rights will be satisfied. If this vesting condition is satisfied (or is waived by the Board in accordance with the Plan Rules), the Board will provide a vesting notice to Ms Gooderick, which will specify a date on which the Performance Rights vested (or will vest) (<b>Vesting Date</b>).</p> <p>The Performance Rights the subject of Resolution 4 will also be subject to a “continued service” vesting condition. Unless the Board determines otherwise (in its discretion), Ms Gooderick must remain employed by the ClearView Group as at the Vesting Date, otherwise the Performance Rights will lapse (even if the performance-based vesting condition described above has been satisfied or waived).</p>
Exercise Restrictions	<p>No exercise restrictions (other than the vesting conditions summarised above) will apply to the Performance Rights the subject of Resolution 4.</p>
Cost of Performance Rights and Exercise Price	<p>No cash amount will be payable by Ms Gooderick for the issue of the Performance Rights the subject of Resolution 4 as the value of those Performance Rights constitutes the LTVR component of her total remuneration package for FY25.</p> <p>The exercise price for the Performance Rights is nil.</p>
Exercise of Performance Rights	<p>Subject to the satisfaction (or, if applicable, waiver) of the vesting conditions described above, the Performance Rights the subject of Resolution 4 may be exercised by Ms Gooderick between the Vesting Date and the end of the term of the Performance Rights (as described above). The Performance Rights will automatically lapse (and may not be exercised) if the vesting conditions described above are not satisfied (unless the Board determines otherwise in accordance with the Plan Rules).</p> <p>Upon the valid exercise of the Performance Rights, Ms Gooderick will be entitled to receive the “Exercised Rights Value” (on a per-Performance Right basis) for each exercised Performance Right. The Exercised Rights Value of those Performance Rights will be</p>

calculated in accordance with the following formula:

**Exercised Rights Value = number of Performance Rights exercised x (Share price at exercise (calculated as the VWAP of Shares for the 10-trading days prior to the day on which the Performance Rights were exercised) - exercise price of the Performance Rights)**

If the Company (at the discretion of the Board) elects to provide the Exercised Rights Value to Ms Gooderick in the form of Shares, the application of the formula above will result in Ms Gooderick receiving one Share for each exercised Performance Right (as the Performance Rights do not have an exercise price). In accordance with the Plan Rules, any Shares into which exercised Performance Rights convert may, at the Board's discretion, be new Shares that are issued to Ms Gooderick or existing Shares (including Shares acquired on market by or on behalf of the Company or an employee share scheme trustee in relation to the Plan) that are transferred to (or to an employee share scheme trustee to be held for the benefit of) Ms Gooderick, or a combination of both. Alternatively, in accordance with the Plan Rules, the Board may determine that the exercised Performance Rights are settled by the Company making a cash payment to Ms Gooderick of an amount equal to the Exercised Rights Value of those Performance Rights (less any applicable tax and other withholding required by law).

In accordance with the Plan Rules, the Board may also determine that exercised Performance Rights are settled in a combination of Shares (whether new or existing Shares, or both) and a cash payment of an amount equal to the Exercised Rights Value (calculated on a per-Performance Right basis) (less any applicable tax and other withholding required by law).

Disposal Restrictions	<p>In accordance with the Plan Rules, the Performance Rights may not be disposed of or transferred or otherwise dealt with (including encumbered or made subject to any interest in favour of any other person) and will lapse immediately on any such purported disposal, transfer or dealing, unless the transfer is effected by operation of law on death or legal incapacity to Ms Gooderick's legal personal representative.</p> <p>Any Shares issued or transferred to Ms Gooderick (or to an employee share scheme trustee to be held for the benefit of Ms Gooderick) in satisfaction of exercised Performance Rights will be "Restricted Shares" (as defined in the Plan Rules), which are Shares that are subject to disposal restrictions imposed by the Company. The disposal restrictions that will apply to those Shares will, in summary, restrict those Shares from being sold or otherwise disposed of unless and until that sale or disposal would not result in a breach of the Company's securities trading policy or the insider trading provisions of the Corporations Act. Otherwise, Ms Gooderick will be free to deal with any such Shares.</p>
Termination of Employment	<p>The Plan Rules specify what will happen to the Performance Rights if Ms Gooderick's employment with the ClearView Group is terminated (see the summary of those provisions below).</p>
Voting and Dividend Entitlements	<p>The Performance Rights will not have any voting or dividend rights or entitlements. Shares issued to satisfy exercised Performance Rights will have all of the rights and entitlements of Shares currently on issue, including voting and dividend rights and entitlements, subject to the disposal restrictions described above.</p>

The Performance Rights the subject of Resolution 4 will be granted under, and subject to, the terms and conditions of the Plan Rules (except to the extent that the terms of Ms Gooderick's Invitation in respect of those Performance Rights, the material terms of which are summarised in the table above, are inconsistent with the Plan Rules, in which case the terms of Ms Gooderick's Invitation prevail to the extent of the inconsistency). The material terms of the Plan Rules are summarised in the following table:



Term	Details
<b>Instrument</b>	<p>The Plan uses indeterminate Rights which, unless otherwise determined by the Board and specified in the relevant Plan participant's (<b>Participant</b>) Invitation, 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 (<b>Rights</b>). 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"> <li>(a) Performance Rights, which vest when performance conditions have been satisfied and will generally be used for the purpose of granting long term variable remuneration to executives;</li> <li>(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</li> <li>(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 (for example, to defer STVR).</li> </ul> <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 (that is, equivalent to an option). They may be Performance SARs, Service SARs or Restricted SARs under the foregoing classes of Rights.</p>
<b>Terms and Conditions</b>	<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>
<b>Variation of Terms and Conditions</b>	<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>
<b>Eligibility</b>	<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>
<b>Term</b>	<p>Each invitation to participate in the Plan (<b>Invitation</b>) 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>
<b>Number of Rights</b>	<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.</p>
<b>Measurement Period</b>	<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 four years for Performance Rights (including for Performance SARs).</p>

<b>Vesting Conditions</b>	<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>
<b>Gates</b>	<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>
<b>Cost of Rights and Exercise Price</b>	<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” (defined below) (that is, 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>
<b>Exercise Vested Rights of</b>	<p>Rights may be exercised after the later 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 later 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, or a combination of cash and Shares, as determined by the Board:</p> $\text{Exercised Rights Value} = \text{Number of Rights Exercised} \times (\text{Share Price at Exercise} - \text{Exercise Price})$ <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>
<b>Exercise Restrictions</b>	<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>
<b>Disposal Restrictions</b>	<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> <ol style="list-style-type: none"> <li>the Company’s securities trading policy, and</li> <li>the insider trading provisions of the Corporations Act.</li> </ol> <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 CHESS holding locks or alternatively via holding of the Restricted Shares in an appropriate employee share trust.</p>

<b>Disposal and Exercise Restriction Release at Taxing Point</b>	<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>
<b>Termination of Employment</b>	<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).</p> <p>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>
<b>Change of Control or Delisting</b>	<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"> <li>• unvested Performance Rights in each tranche will vest in accordance with the following formula:</li> </ul> $  \begin{array}{rcccl}  \text{Number of Performance Rights in Tranche to Vest} & = & \text{Unvested Performance Rights in Tranche} & \times & \text{\% of First Year of Measurement Period Elapsed} & \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"> <li>• remaining Performance Rights may vest or lapse as determined by the Board;</li> <li>• 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</li> <li>• exercise restrictions and specified disposal restrictions will cease to apply on the date determined by the Board.</li> </ul>
<b>Major Return of Capital or Demerger</b>	<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>

<b>Board Discretion and Preventing Inappropriate Benefits</b>	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.
<b>Bonus Issues, Rights Issues, Voting and Dividend Entitlements</b>	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.
<b>Quotation</b>	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.
<b>Issue or Acquisition of Shares</b>	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.
<b>Cost and Administration</b>	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.
<b>Hedging</b>	The Company prohibits the hedging of Rights or Shares subject to disposal restrictions by specified Participants.
<b>Board's general powers and discretion under the Plan</b>	<p>The Board amend or repeal all or any of the provisions of the Plan Rules at any time, provided that any such amendment does not, without the consent of the relevant Participant, reduce the rights of the Participant in respect of an application to apply for Rights that forms part of the Participant's Invitation that had commenced before the date of the amendment or repeal, other than an amendment introduced primarily for the purpose of complying with a law, to correct any manifest error or mistake, or to address possible adverse tax implications for the Company or the Participant.</p> <p>Under the Plan Rules, the Board retains discretion to increase or decrease, including to nil, the extent of vesting in relation to each tranche of Performance Rights if it forms the view that it is appropriate to do so given the circumstances that prevailed during the applicable measurement period. In exercising this discretion, the Board must take into account, amongst other factors it considers relevant, Company performance from the perspective of Shareholders over the relevant measurement period.</p>

#### **Additional information required to be provided by the ASX Listing Rules**

In accordance with the ASX Listing Rules, the following additional information is provided to Shareholders in connection with Resolution 4:

- (a) As at the date of this Notice of Meeting, Ms Gooderick is the only Director (or other person referred to in ASX Listing Rule 10.14) entitled to participate in the Plan.
- (b) As at the date of this Notice of Meeting, no current Directors, other than Ms Gooderick, have been issued any equity securities (including Performance Rights) under the Plan.
- (c) Details of any securities issued under the Plan will be published in the annual report of the Company relating to the period in which the securities were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.
- (d) Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after Resolution 4 is approved and who are not named in this Notice of Meeting will not participate until approval is obtained under that rule.

- (e) As at the date of this Notice of Meeting, Ms Gooderick has previously been granted 1,617,519 Performance Rights and 157,301 Restricted Rights under the Plan. Shareholder approval for the issue of those Performance Rights and Restricted Rights was not required for the purpose of ASX Listing Rule 10.14 as the issues of those Performance Rights and Restricted Rights were either made prior to Ms Gooderick being appointed as a Director, or under the exception to the restriction in ASX Listing Rule 10.14 in ASX Listing Rule 10.16(b) (which requires any Shares acquired by Ms Gooderick on exercise of those Performance Rights and Restricted Rights to be purchased on-market). No acquisition price was paid by Ms Gooderick for those Performance Rights or Restricted Rights.
- (f) No loan will be made by the Company (or another ClearView Group member) to Ms Gooderick in relation to the grant or issue of the Performance Rights the subject of Resolution 4.
- (g) If Shareholders approve Resolution 4 at the Meeting, the Performance Rights will be issued to Ms Gooderick as soon as practicable (and, in any event, within one month) after the date of the Meeting.

#### **Directors' 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 4.

The Chair intends to vote all available (including undirected) proxies in favour of Resolution 4 (subject to the applicable voting exclusions described in the Notice).

### **RESOLUTION 5: APPROVAL FOR THE GRANT AND ISSUE OF RESTRICTED RIGHTS TO A DIRECTOR – MS NADINE GOODERICK**

#### **Why is Shareholder approval being sought?**

Resolution 5 will be put to Shareholders at the Meeting for the purpose of seeking Shareholder approval for the Company to grant and issue 225,147 Restricted Rights to the Company's Managing Director, Ms Nadine Gooderick, under the Plan (and subject to the terms and conditions of the Plan Rules) and on the terms and conditions summarised below.

ASX Listing Rule 10.14 requires the Company to obtain Shareholder approval for the issue of securities to a Director (and certain other persons) under an employee incentive scheme (subject to certain exceptions set out in ASX Listing Rule 10.16). Ms Gooderick is a Director and, therefore, the Company is seeking Shareholder approval for the proposed grant and issue of the Restricted Rights referred to above to Ms Gooderick. Approval of Resolution 5 for the purpose of ASX Listing Rule 10.14 will also result in any Restricted Rights the subject of Resolution 5 issued to Ms Gooderick being excepted from the restriction in ASX Listing Rule 7.1. ASX 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 its shareholders (subject to certain exceptions). If Resolution 5 is passed by Shareholders at the Meeting, the issue of Restricted Rights the subject of Resolution 5 (and any new Shares issued to Ms Gooderick on exercise of those Restricted Rights in the future) will be excluded from the calculation of the Company's 'placement capacity' in any rolling 12-month period under ASX Listing Rule 7.1 (and will therefore not reduce the 15% new security issue capacity available to the Company in such a 12-month period under that ASX Listing Rule referred to above).

#### **Background to the Plan and the use of Restricted Rights for STVR grants**

The proposed grant of the Restricted Rights the subject of Resolution 5 relates to the STVR component of Ms Gooderick's total remuneration package for FY24. A total STVR award of \$325,000 was made to Ms Gooderick in respect of FY24, of which \$195,000 (60%) has been paid in cash, and the balance of \$130,000 (40%) is proposed to be provided in the form of the Restricted Rights the subject of this Resolution 5 (on the basis that 100% of Ms Gooderick's FY24 STVR award was earned). Details of Ms Gooderick's total remuneration for FY24 (including details of the calculation of Ms Gooderick's FY24 STVR award) are set out in the Remuneration Report. Ms Gooderick's total remuneration package for FY25 is summarised in the Explanatory Statement for Resolution 4 above.

The Board views the outcomes of performance-based remuneration for FY24 as appropriately aligned to stakeholder interests, given the strong group and individual performance against annual objectives and progress towards strategic objectives made by the executive team [(as described in the Annual Report)].

The Board believes that a key component of the effective remuneration for the Company's executives is the deferred component of the STVR, which, through the issue of Restricted Rights, drives shared performance objectives, links the Company's executives' remuneration to the Company's performance and aligns the Company's executives' interests with sustainable value creation for Shareholders.

The type of equity security proposed to be granted to Ms Gooderick, being Restricted Rights, was chosen by the Board as the Board believes that: (a) Restricted Rights create a link between the performance of the Company and Ms Gooderick's reward and (b) share rights are commonly used by ASX-listed companies and create alignment between the interests of the holder and the company's shareholders, but do not provide the holder with the full benefits of ownership of the underlying shares (such as dividend and voting rights) unless and until those share rights convert into shares.

If Shareholders do not approve Resolution 5 at the Meeting, the Company currently intends to issue to Ms Gooderick the same number of Restricted Rights on the same terms and conditions as those summarised in this Explanatory Statement in respect of Resolution 5, except that any Shares allocated or otherwise provided to Ms Gooderick (or to an employee share scheme trustee to be held for the benefit of Ms Gooderick) upon the exercise of those Restricted Rights will be required to be purchased on-market on the ASX (such that the exception to ASX Listing Rule 10.14 in ASX Listing Rule 10.16(b) (which is explained below) applies to those Restricted Rights). However, the Company reserves the right to not make such a grant in those circumstances and instead consider alternative arrangements to appropriately remunerate and incentivise Ms Gooderick at the time.

#### **Material terms of the Restricted Rights and the Plan**

In accordance with ASX Listing Rule 10.15, the material terms of the Restricted Rights the subject of Resolution 5 are summarised in the following table:

Term	Details
Instrument and number of Restricted Rights	<p>If Resolution 5 is approved by Shareholders at the Meeting, Ms Gooderick will be granted and issued 225,147 Restricted Rights. The basis on which this number of Restricted Rights was calculated is summarised below. The Restricted Rights will (if Resolution 5 is approved by Shareholders at the Meeting) be issued under (and subject to the terms and conditions of) the Plan.</p> <p>Each Restricted Right is a Right that entitles Ms Gooderick (as the holder) to receive (for no consideration) the "Exercised Rights Value" (defined below), calculated on a per-Restricted Right basis, subject to the Restricted Right being exercised after the exercise restriction but before the end of the term of the Restricted Rights (as described below). In accordance with the Plan Rules, the per-Restricted Right "Exercised Rights Value" for each validly exercised Restricted Right may (at the discretion of the Board) be provided to Ms Gooderick in the form of Shares (being, in practice, one Share for each exercised Restricted Right, as explained below) or a cash payment. Accordingly, the maximum number of Shares that may be acquired by Ms Gooderick on the exercise of the Restricted Rights the subject of Resolution 5 is 225,147 Shares.</p>
Price / consideration payable for Restricted Rights	No cash consideration is payable by Ms Gooderick for the issue of the Restricted Rights the subject of Resolution 5 as they are part of Ms Gooderick's total remuneration package (details of which are set out above).
Terms and Conditions	The Restricted Rights will be issued to Ms Gooderick under and subject to the terms and conditions of the Plan. The material terms and conditions of the Plan Rules are summarised in the explanatory notes to Resolution 4 above.
Term	The Restricted Rights the subject of Resolution 5 have a term of 5 years from their date of issue and if, they are not exercised before the end of that term, they will automatically lapse.

Number and value of Restricted Rights	<p>If Resolution 5 is approved by Shareholders at the Meeting, Ms Gooderick will be granted and issued 225,147 Restricted Rights.</p> <p>The STVR plan is designed to reward executives for achievement against annual performance objectives set by the Board at the beginning of the performance period. The payment of an STVR award (whether in cash or in the form of Restricted Rights) is dependent on performance against a range of outcome metrics. The performance metrics, and the outcomes of the assessment against those metrics, for FY24 STVR awards (including Ms Gooderick's FY24 STVR award) are outlined in the Remuneration Report.</p> <p>Each person that received a STVR award for FY24 has a set target opportunity for that award, which was a percentage of their fixed remuneration for FY24 determined as part of their remuneration package. The target opportunity percentage of Ms Gooderick's FY24 STVR award was 50% or \$325,000. 40% of Ms Gooderick's FY24 STVR award (being \$130,000) has been determined to be the 'deferred' component of Ms Gooderick's FY24 STVR award and will (if Shareholders approve Resolution 5 at the Meeting) be provided to Ms Gooderick in the form of the Restricted Rights.</p> <p>The number of Restricted Rights that will be issued to Ms Gooderick (if Shareholders approve Resolution 5 at the Meeting) was determined by [dividing the dollar value of the deferred component of Ms Gooderick's FY24 STVR award (\$130,000) by the VWAP of Shares traded on ASX for the 90 trading day period ending on 30 June 2024, which was \$0.5774. Using that methodology, the 225,147 Restricted Rights have per-Restricted Right value of \$0.59 and a total value of \$130,000.] The actual value (if any) of the Restricted Rights will depend on whether the Restricted Rights are ultimately exercised and the Share price at the time of exercise.</p>
Vesting Conditions	In accordance with the Plan Rules, there are no vesting conditions attached to the Restricted Rights, however, the exercise restriction described below applies to the Restricted Rights.
Exercise Restriction	In accordance with the Plan Rules, the Restricted Rights the subject of Resolution 5 will be subject to an exercise restriction under which Ms Gooderick may not exercise those Restricted Rights before 30 June 2027.
Cost of Restricted Rights and Exercise Price	<p>No cash amount will be payable by Ms Gooderick for the issue of the Restricted Rights as the value of those Restricted Rights constitutes 40% of the STVR component of her total remuneration package for FY24.</p> <p>The exercise price for the Restricted Rights is nil.</p>
Exercise of Restricted Rights	<p>Subject to the exercise restriction described above, the Restricted Rights the subject of Resolution 5 may be exercised by Ms Gooderick before the end of the term of the Restricted Rights (as described above).</p> <p>Upon the valid exercise of the Restricted Rights, Ms Gooderick will be entitled to receive the "Exercised Rights Value" (on a per-Restricted Right basis) for each exercised Restricted Right. The Exercised Rights Value of those Restricted Rights will be calculated in accordance with the following formula:</p> <p><b>Exercised Rights Value = number of Restricted Rights exercised x (Share price at exercise (calculated as the VWAP of Shares for the 10-trading days prior to the day on which the Restricted Rights were exercised) - exercise price of the Restricted Rights)</b></p> <p>If the Company (at the discretion of the Board) elects to provide the Exercised Rights Value to Ms Gooderick in the form of Shares, the application of the formula above will result in Ms Gooderick receiving one Share for each exercised Restricted Right (as the Restricted Rights do not have an exercise price).</p> <p>In accordance with the Plan Rules, any Shares into which exercised Restricted Rights convert may, at the Board's discretion, be new Shares that are issued to Ms Gooderick or</p>

existing Shares (including Shares acquired on market by or on behalf of the Company or an employee share scheme trustee in relation to the Plan) that are transferred to (or to an employee share scheme trustee to be held for the benefit of) Ms Gooderick, or a combination of both. Alternatively, in accordance with the Plan Rules, the Board may determine that the exercised Restricted Rights are settled by the Company making a cash payment to Ms Gooderick of an amount equal to the Exercised Rights Value of those Restricted Rights (less any applicable tax and other withholding required by law). In accordance with the Plan Rules, the Board may also determine that exercised Restricted Rights are settled in a combination of Shares (whether new or existing Shares, or both) and a cash payment of an amount equal to the Exercised Rights Value (calculated on a per-Restricted Right basis) (less any applicable tax and other withholding required by law).

Disposal Restrictions	<p>In accordance with the Plan Rules, the Restricted Rights may not be disposed of or transferred or otherwise dealt with (including encumbered or made subject to any interest in favour of any other person) and will lapse immediately on any such purported disposal, transfer or dealing, unless the transfer is effected by operation of law on death or legal incapacity to Ms Gooderick's legal personal representative.</p> <p>Any Shares issued or transferred to Ms Gooderick (or to an employee share scheme trustee to be held for the benefit of Ms Gooderick) in satisfaction of exercised Restricted Rights will be "Restricted Shares" (as defined in the Plan Rules), which are Shares that are subject to disposal restrictions imposed by the Company. The disposal restrictions that will apply to those Shares will, in summary, restrict those Shares from being sold or otherwise disposed of unless and until that sale or disposal would not result in a breach of the Company's securities trading policy or the insider trading provisions of the Corporations Act. Otherwise, Ms Gooderick will be free to deal with any such Shares.</p>
Termination of Employment	The Plan Rules specify what will happen to the Restricted Rights if Ms Gooderick's employment with the ClearView Group is terminated (see the summary of those provisions in the explanatory notes to Resolution 4 above).
Voting and Dividend Entitlements	The Restricted Rights will not have any voting or dividend rights or entitlements. Shares issued to satisfy exercised Restricted Rights will have all of the rights and entitlements of Shares currently on issue, including voting and dividend rights and entitlements, subject to the disposal restrictions described above.

The Restricted Rights the subject of Resolution 5 will be granted under, and subject to, the terms and conditions of the Plan Rules (except to the extent that the terms of Ms Gooderick's Invitation in respect of those Restricted Rights, the material terms of which are summarised in the table above, are inconsistent with the Plan Rules, in which case the terms of Ms Gooderick's Invitation prevail to the extent of the inconsistency). The material terms of the Plan Rules are summarised in the explanatory notes to Resolution 4 above.

**Additional information required to be provided by the ASX Listing Rules**

In accordance with the ASX Listing Rules, the following additional information is provided to Shareholders in connection with Resolution 5:

- (a) As noted in the explanatory notes to Resolution 4 above:
- (i) as at the date of this Notice of Meeting, Ms Gooderick is the only Director (or other person referred to in ASX Listing Rule 10.14) entitled to participate in the Plan;
  - (ii) as at the date of this Notice of Meeting, no current Directors, other than Ms Gooderick, have been issued any equity securities (including Restricted Rights) under the Plan;
  - (iii) details of any securities issued under the Plan will be published in the annual report of the Company relating to the period in which the securities were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14; and
  - (iv) any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after Resolution 5 is approved and who are not named in this Notice of Meeting will not participate until approval is obtained under that rule.



- (b) Details of the number and type of securities (as defined in the ASX Listing Rules) that have previously been issued to Ms Gooderick under the Plan (and the acquisition price paid by Ms Gooderick for those securities) as at the date of this Notice of Meeting are set out in the explanatory notes to Resolution 4 above.
- (c) No loan will be made by the Company (or another ClearView Group member) to Ms Gooderick in relation to the grant or issue of the Restricted Rights the subject of Resolution 5.
- (d) If Shareholders approve Resolution 5 at the Meeting, the Restricted Rights will be issued to Ms Gooderick as soon as practicable (and, in any event, within one month) after the date of the Meeting.

#### **Directors' 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 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 to them (or, in the case of Ms Gooderick, which will be granted if Resolution 4 is approved at the Meeting) under the Plan in respect of their FY25 LTVR award:

- Nadine Gooderick;
- Athol Chiert;
- Judilyn Beaumont;
- Christopher Blaxland-Walker;
- Nick Kulikov;
- Joanne Faglioni;
- Michael New;
- Ashutosh Bhalero; and
- Tanya Dawson.

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

#### **Details of the termination benefit**

From 2017, the Board has adopted a long-term incentive structure (being the LTVR component of eligible participants' remuneration) 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 and grants of Performance Rights have been made each year. Those Performance Rights were issued under the CWLRP (and subject to the Plan Rules), the material terms of which are summarised in the Explanatory Statement for Resolution 4 above. 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, 2021 and 2023 ClearView AGMs, Shareholders approved a termination benefit being paid to "Participants" (as that term is defined in the respective notice of meeting convening the relevant annual general meeting) under the applicable long-term incentive plan in place for the number of Performance Rights allocated to each "Participant", 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 a 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 FY25:

Participant	FY25 Issue
Nadine Gooderick*	991,525
Athol Chiert	423,729
Judilyn Beaumont	338,983
Christopher Blaxland-Walker	338,983
Nick Kulikov	338,983
Joanne Faglioni	338,983
Michael New	338,983
Ashutosh Bhalerao	<b>338,983</b>
Tanya Dawson	338,983

\* Subject to the approval of the grant and issue of the relevant Performance Rights to Ms Gooderick by Shareholders at the AGM (see the Explanatory Statement in respect of Resolution 4 above).

Each vested Performance Right entitles its holder to the per-Performance Right “Exercised Rights Value”, which may be provided in the form of Shares or a cash payment (or a combination of both), as explained in the Explanatory Statement to Resolution 4 above. The Performance Rights vest if the Company meets certain performance hurdles and if the relevant Participant remains employed by the ClearView Group on 30 June 2028. If the performance hurdles 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). The only performance-based vesting condition or performance hurdle attached to the Performance Rights is that described in the “Vesting Conditions” section of the first table in the “Material terms of the Performance Rights” section of the in the Explanatory Statement to Resolution 4 above.

Each Participant has a set LTVR dollar value determined as part of their remuneration package for FY25. This dollar value was converted into the number of Performance Rights for each Participant set out in the table above by dividing each Participant’s LTVR dollar value by a specified value per Share, being \$0.59 (which was the fixed price determined by the Board for the purposes of Shareholder participation in the Dividend Reinvestment Plan in respect of the final FY24 dividend paid on 20 September 2024).

The actual value (if any) of the Performance Rights held by the Participants will depend on whether the applicable vesting conditions are satisfied (or, if applicable, waived), whether the Performance Rights are ultimately exercised, and the Share price at the time of exercise of the relevant Performance Rights.

#### 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 retirement from an office, or position of employment, if they hold (or held in the previous 3 years) 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 ceasing to be employed by the Company (or a related body corporate of the Company).

The Plan 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 (and the benefit that the Participant receives as a result of that exercise) may constitute a Termination Benefit (the giving of which is not otherwise exempt under the Corporations Act at the applicable time).

As such, the Company seeks Shareholder approval for the purposes of sections 200B and 200E of the Corporations Act for the giving of the benefit to each Participant in the form of the retention of the unvested Performance Rights held by the Participant or the vesting of the Performance Rights held by the Participant (as a result of the exercise of the Board's discretion under the Plan Rules), 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 Plan Rules.

#### **Details of discretionary vesting and provisions relating to cessation of employment**

Under the Plan 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 Plan 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 Plan 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 sections 200B and 200E of the Corporations Act in order to give the Board flexibility to determine that a Termination Benefit should be given to the Participant (by allowing the relevant Participant to retain their unvested Performance Rights or by causing the Participant's Performance Rights to vest) by exercising the Board's discretion under the Plan Rules.

The Company will calculate 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 as the value of either the unvested Performance Rights retained by the Participant or the vested Performance Rights held by the Participant (as applicable) at the relevant time. The value of any such Termination Benefit cannot presently be ascertained as it will depend on a number of factors (not all of which are within the Company's control). Matters, events and circumstances that will, or are likely to, affect the calculation of that 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 sections 200B and 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 6.

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).

## Glossary – Defined Terms

In this Explanatory Statement, unless the context otherwise requires:

**Annual General Meeting, AGM, Meeting or meeting** means the annual general meeting of ClearView, which is scheduled to be held on Thursday, 7 November 2024 at 10.00am (Sydney time).

**Annual Report** means the annual report of the Company prepared for the year ended 30 June 2024.

**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.

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

**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** has the meaning given to it in the explanatory notes to Resolution 4.

**Directors** means the directors of the Company as at the date of this Notice of Meeting and **Director** means any one of them.

**Directors' Report** means the report of the Directors for the year ended 30 June 2024, 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 2024.

**Financial Statements** means the financial statements of the Company for the year ended 30 June 2024.

**FY24** means the financial year ended 30 June 2024.

**FY25** means the financial year ending 30 June 2025.

**Key Management Personnel** has the meaning given to that term in the Corporations Act and, in summary, 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.

**LTVR** means long term variable remuneration.

**Managing Director** means Ms. Nadine Gooderick, the Company's Managing Director and Chief Executive Officer.

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**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 Plan Rules and the individual participant's invitation letter.

**Plan Rules** means the rules that established and govern the Plan (as amended from time to time).

**Remuneration Report** means the remuneration report of the Company for the year ended 30 June 2024, which is contained in the Annual Report.

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

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

**Restricted Rights** means Rights which are not subject to performance or service vesting conditions and are fully vested at the time of being granted (unless another grant date is specified in the relevant Invitation) and which may be subject to a disposal restriction imposed by the Company.

**Share** means a fully paid ordinary share in the Company.

**Shareholder** means a registered 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 Statement entitled 'Resolution 6: Approval of Termination Benefits'.





**ClearView Wealth Limited**  
 ABN 83 106 248 248

CVW

MR SAM SAMPLE  
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## Need assistance?

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

 **Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (Sydney time) on Tuesday, 5 November 2024.**

# 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](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://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](http://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.



For personal use only

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, 7 November 2024 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, 4, 5 and 6 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 4, 5 and 6 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 4, 5 and 6 by marking the appropriate box in step 2.

## Step 2 Items of Business

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

		For	Against	Abstain
Resolution 1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Michael Alscher as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-Election of Nathaniel Thomson as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval for grant and issue of Performance Rights to Director - Ms Nadine Gooderick	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval for grant and issue of Restricted Rights to Director - Ms Nadine Gooderick	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of Termination Benefits	<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

For personal use only

