ClearView

Market release

27 July 2026

Proposed acquisition of ClearView by Zurich – Chairman's address and presentation to Scheme Meeting

ClearView Wealth Limited (ASX: CVW) ("**ClearView**") refers to:

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

- the meeting of ClearView Shareholders to consider and vote on the Scheme that will be held as a hybrid meeting at 10:00am (Sydney time) today at ClearView's office at Level 15, 20 Bond Street, Sydney NSW 2000 and online through the Online Scheme Meeting Platform, in accordance with the orders made by the Supreme Court of New South Wales on 22 June 2026 ("**Scheme Meeting**").[2]

In accordance with ASX Listing Rule 3.13.3, attached to this announcement are the following documents:

- a copy of the address to be delivered to the Scheme Meeting by the Chairman of the Scheme Meeting; and

- the accompanying presentation slides.

ClearView will announce the results of voting on the Scheme Resolution at the Scheme Meeting to the ASX after the conclusion of the Scheme Meeting.

ClearView Directors' recommendation

The ClearView Directors continue to unanimously recommend that ClearView Shareholders vote in favour of the Scheme at the Scheme Meeting, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of ClearView Shareholders. Each ClearView Director who holds or controls ClearView Shares at the time of this announcement intends to vote, or cause to be voted, all of the ClearView Shares that he or she holds or controls in favour of the Scheme at the Scheme Meeting, subject to those same qualifications.[3]

Further information

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

ENDS

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

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[1] Capitalised terms used, but not defined, in this announcement have the meanings given to them in the explanatory statement in respect of the Scheme prepared by ClearView dated 23 June 2026 ("**Scheme Booklet**"). A copy of the Scheme Booklet was released to the ASX by ClearView on 23 June 2026 (see ClearView's ASX announcement entitled "*Proposed acquisition of ClearView by Zurich – Scheme Booklet registered by ASIC*" on that date).
[2] See Section 3 of the Scheme Booklet for details on how to participate in, and vote at, the Scheme Meeting.
[3] See the Scheme Booklet for details of the interests of each ClearView Director in ClearView Shares and the Scheme. ClearView Shareholders should have regard to these interests when considering the ClearView Directors' unanimous recommendation in respect of the Scheme.

For further information, please contact:

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Annexure A: Chairman’s address to Scheme Meeting (and accompanying slides)

Chairman's Address to the Scheme Meeting

Welcome

Good morning, everyone. My name is Geoff Black and I am the Chairman of ClearView Wealth Limited.

Welcome and thank you for attending today's Scheme Meeting, at which ClearView Shareholders will vote on the proposed Scheme. If the Scheme is approved and implemented, all of the ordinary shares on issue in ClearView will be acquired by Zurich Financial Services Australia Limited (**Zurich**) by way of the Scheme.

Detailed information about the Scheme is set out in the Scheme Booklet dated 23 June 2026, which was sent to ClearView Shareholders before this Scheme Meeting. Any terms that I use in my address to this Scheme Meeting that are defined in the Scheme Booklet have the meanings given to them in the Scheme Booklet.

Today's Scheme Meeting will be held as a hybrid meeting, with attendees in person and online. The Online Scheme Meeting Platform enables ClearView Shareholders and duly appointed proxies, attorneys and corporate representatives of ClearView Shareholders who are attending this Scheme Meeting virtually to listen to the Scheme Meeting and cast a vote and ask questions online.

I will provide an explanation of the processes and procedures for asking questions and voting shortly.

Quorum

As it is now slightly past 10:00am in Sydney, being the scheduled commencement time for the Scheme Meeting, and the Company Secretary has informed me that a quorum is present, I declare the Scheme Meeting open.

Introduction – ClearView Board

I would like to introduce the other members of the ClearView Board who are present at the Scheme Meeting today either in person or virtually. They are:

- Nadine Gooderick, Managing Director and Chief Executive Officer;
- Michael Alscher, non-executive director;
- Jennifer Lyon, independent non-executive director;
- Linda Scott, independent non-executive director;
- Edward Fabrizio, independent non-executive director; and
- Nathanial Thomson, non-executive director.

Also in attendance today is our Chief Financial Officer, Mr Athol Chiert and Group Executive, General Counsel, Corporate and Chief Risk Officer and Company Secretary, Ms Judilyn Beaumont. Representatives of the ClearView Share Registry, Computershare, are also present to assist in the voting process for the Scheme Meeting.

Scheme Booklet and Notice of Scheme Meeting

The Notice of Scheme Meeting was included in the Scheme Booklet and was given in accordance with the orders made by the Supreme Court of New South Wales at the First Court Hearing on Monday, 22 June 2026. This Scheme Meeting has also been convened in accordance with those orders.

As the Scheme Booklet was released to the ASX on 23 June 2026 and subsequently sent to ClearView Shareholders, I will take the Notice of Scheme Meeting as read.

Before voting on the Scheme Resolution closes, I will provide you with:

- an explanation of how ClearView Shareholders and duly appointed proxies, attorneys and corporate representatives of ClearView Shareholders can ask questions, and the voting process and procedures, at this Scheme Meeting;
- an overview of the proposed Scheme and the purpose of this Scheme Meeting;
- a summary of the key reasons for the ClearView Directors' unanimous recommendation in respect of the Scheme, and a summary of the Independent Expert's conclusion in respect of the Scheme;
- a summary of the status of the conditions precedent to the Scheme becoming Effective and the indicative timetable for the implementation of the Scheme; and
- a summary of the valid proxy votes received before this Scheme Meeting.

Asking questions at this Scheme Meeting

The Notice of Scheme Meeting and the Scheme Meeting Online Guide (both of which are attached to the Scheme Booklet) provided ClearView Shareholders with information on how to participate in, and ask questions and vote at, this Scheme Meeting.

ClearView Shareholders and duly appointed proxies, attorneys and corporate representatives of ClearView Shareholders attending in person and online can ask questions about the Scheme and the Scheme Resolution during the Scheme Meeting.

If you are attending the Scheme Meeting online, questions can be submitted through the Online Scheme Meeting Platform at any time from now. To ask a question in writing, click on the 'Q & A' icon on the webpage, select the topic your question relates to from the drop-down list, type your question in the text box and press the send icon. To ask a question verbally via the Online Scheme Meeting Platform, please follow the instructions under the Scheme Meeting broadcast window on the webpage. If you have any technical issues asking a question verbally via the Online Scheme Meeting Platform, please return to the Online Scheme Meeting Platform and ask your question in writing through the Q&A function.

ClearView Shareholders attending in person will also have a reasonable opportunity to ask questions at this Scheme Meeting.

Questions will be moderated to avoid repetition and, if questions are particularly lengthy, we may need to summarise them in the interests of time.

Depending on the question asked, I will either answer it myself or ask another member of the ClearView Board to respond, as appropriate. I may take a question on notice, if necessary.

If you are attending the Scheme Meeting online and would like to ask a question, I encourage you to submit your question as soon as you can.

I will open this Scheme Meeting to questions before voting on the Scheme Resolution closes. Questions submitted through the Online Scheme Meeting Platform will also be addressed at that time.

Voting procedures

I would now like to briefly summarise the voting procedures that will apply to this Scheme Meeting.

The only item of business at this Scheme Meeting is the Scheme Resolution, which is set out in full in the Notice of Scheme Meeting. Voting on the Scheme Resolution will be conducted by way of a poll.

For the purpose of determining the eligibility and entitlement to vote at this Scheme Meeting, ClearView Shares will be taken to be held by the persons who were registered ClearView Shareholders as at 10:00am (Sydney time) on Saturday, 25 July 2026. Those ClearView Shareholders and duly appointed proxies, attorneys and corporate representatives of those ClearView Shareholders are entitled to vote on the Scheme Resolution.

If you are attending this Scheme Meeting in person and are eligible to vote at this Scheme Meeting, you may vote on the Scheme Resolution by either:

- using the blue paper polling card made available to you at this Scheme Meeting; or
- using your own mobile device to scan the QR code on the front of your blue paper polling card to log into the Online Scheme Meeting Platform and vote electronically.

ClearView Shareholders, and duly appointed proxies of ClearView Shareholders who have undirected or open proxy directions, who are voting by way of a paper polling card will need to mark a box beside the Scheme Resolution on their blue paper polling card to indicate how they wish to cast the applicable votes – for, against, or abstain.

If you are a duly appointed proxy of an eligible ClearView Shareholder and are voting by way of a paper polling card and only have directed votes (as shown on the summary of votes attached to your polling card), you do not need to do anything other than place your blue polling card in a ballot box.

When you have completed your polling card, please place it in a ballot box at the allotted time to ensure the applicable votes are counted.

If there is any person present who believes that they are entitled to vote on the Scheme Resolution but does not have a blue polling card, please raise your hand and a member of the Computershare team will assist you.

If you are voting online and eligible to vote at this Scheme Meeting, the 'Vote' icon will appear once I declare the poll on the Scheme Resolution open. Once you click the 'Vote' icon, the Scheme Resolution will appear and present you with the applicable voting options. Please select how you wish to vote from those options to cast your vote on the Scheme Resolution. A tick will appear to confirm receipt of your vote. There is no need to press a 'submit' or 'send' button, as the vote is automatically recorded. You will be able to change your vote until I declare the poll on the Scheme Resolution closed. To change your vote, select 'Click here to change your vote' and press a different option to override your previous voting selection.

Glen Rogers from the ClearView Share Registry, Computershare, will act as returning officer for the purposes of conducting and determining the results of the poll on the Scheme Resolution.

So that ClearView Shareholders and duly appointed proxies, attorneys and corporate representatives of ClearView Shareholders have ample time to cast their votes on the Scheme Resolution, I now declare the poll on the Scheme Resolution open, so you can vote at any time from now until I close the poll – I will provide a warning before I do so.

Purpose of this Scheme Meeting and overview of the Scheme

The purpose of this Scheme Meeting is for ClearView Shareholders to consider and vote on the Scheme.

If the Scheme is approved by the Requisite Majorities of ClearView Shareholders today and is subsequently implemented, ClearView Shareholders will receive consideration under the Scheme of $0.65 in cash for each ClearView Share held on the record date in respect of the Scheme, less the aggregate cash amount per ClearView Share of any Permitted Dividend(s) paid before the Scheme is implemented. As explained in the Scheme Booklet, under the Scheme Implementation Deed, ClearView is permitted to pay Permitted Dividends of up to $0.05 (in aggregate) per ClearView Share before the Scheme is implemented, each of which may be fully franked. As ClearView announced to the ASX on Friday, 24 July 2026, the ClearView Board has determined to pay a fully franked Permitted Dividend, in the form of the Special Dividend, of $0.05 per ClearView Share, conditional on the Scheme becoming Effective. As described in the Scheme Booklet, if the Scheme becomes Effective and the Special Dividend is paid by ClearView:

- in accordance with the Scheme Implementation Deed, the Scheme Consideration will be reduced from $0.65 per ClearView Share to $0.60 per ClearView Share; and
- certain ClearView Shareholders may be able to realise the benefits of up to $0.0214 of franking credits per ClearView Share attached to the Special Dividend, such that the aggregate of the Scheme Consideration, the Special Dividend and the value of these franking credits may be up to approximately $0.67 per ClearView Share for these ClearView Shareholders. However, whether (and the extent to which) a ClearView Shareholder will be able to realise the benefit of any such franking credits will depend on that ClearView Shareholder's individual circumstances.

Detailed information about the Scheme is set out in the Scheme Booklet.

Reasons for the ClearView Directors' unanimous recommendation in respect of the Scheme

As set out in the Scheme Booklet, the ClearView Directors unanimously recommend that ClearView Shareholders vote in favour of the Scheme Resolution at the Scheme Meeting, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of ClearView Shareholders. Subject to the same qualifications, each ClearView Director who holds or controls ClearView Shares intends to vote, or cause to be voted, all ClearView Shares that he or she holds or controls in favour of the Scheme Resolution at the Scheme Meeting. As at the date of this Scheme Meeting, no Superior Proposal has been received by the ClearView Board.

The Scheme Booklet sets out in detail the reasons for the ClearView Directors' unanimous recommendation and reasons to vote in favour of the Scheme, as well as reasons why ClearView Shareholders may wish to vote against the Scheme. These reasons are briefly summarised on the screen.

In making their unanimous recommendation in respect of the Scheme, the ClearView Directors carefully considered the advantages and disadvantages of the Scheme and of ClearView remaining as a standalone, ASX-listed company, including the risks and opportunities relating to the implementation of ClearView's strategic plan. While the ClearView Board continues to believe in ClearView's strategic plan and the ClearView management team's ability to implement that plan if the Scheme does not proceed, the ClearView Directors' view is that the Scheme Consideration of $0.65 per ClearView Share provides ClearView Shareholders with attractive certainty of value and cash liquidity for their ClearView Shares and that the reasons for ClearView Shareholders to vote in favour of the Scheme outweigh the reasons for ClearView Shareholders to vote against the Scheme.

Independent Expert's conclusion

The ClearView Board appointed Grant Thornton as the Independent Expert to assess the merits of the Scheme. The Independent Expert concluded that the Scheme is fair and reasonable and in the best interests of ClearView Shareholders, in the absence of a superior alternative proposal emerging.

As outlined in the Independent Expert's Report, the Independent Expert has determined that the fair market value of ClearView Shares on a control basis is in the range of $0.625 to $0.764 per ClearView Share, and the Scheme Consideration of $0.65 per ClearView Share is within this valuation range.

A copy of the Independent Expert's Report is attached to the Scheme Booklet.

Status of conditions precedent to the Scheme becoming effective

At the time of this Scheme Meeting, implementation of the Scheme remains subject to the satisfaction (or, if applicable, waiver) of the following conditions precedent:

- the approval of the Scheme by the Requisite Majorities of ClearView Shareholders, which is why we are holding the Scheme Meeting today;
- the approval of the Scheme by the Supreme Court of New South Wales, which will be sought following this Scheme Meeting if ClearView Shareholders approve the Scheme by the Requisite Majorities; and
- other customary conditions precedent, which are described in detail in the Scheme Booklet.

As at the time of this Scheme Meeting, the ClearView Directors are not aware of any circumstances which would cause any of the outstanding conditions precedent to not be satisfied.

Indicative timetable for implementation of the Scheme

If the Scheme is approved by the Requisite Majorities of ClearView Shareholders at today's Scheme Meeting, the expected next key dates under the current indicative timetable for implementation of the Scheme are:

(a) ClearView will apply to the Court for orders approving the Scheme at the Second Court Hearing, which is currently scheduled for Thursday, 30 July 2026. If the Court makes those orders:

    (i) ClearView proposes to lodge an office copy of the orders of the Court with ASIC on Friday, 31 July 2026, at which time the Scheme will become Effective; and
    (ii) ClearView will apply for the Official Quotation of (and trading in) ClearView Shares on the ASX to be suspended from close of trading on Friday, 31 July 2026;

(b) if the Scheme becomes Effective, the ClearView Shareholders on the ClearView Share Register on the Special Dividend Record Date (which is currently expected to be 7:00pm (Sydney time) on Wednesday, 5 August 2026) will be paid the Special Dividend of $0.05 per ClearView Share (in respect of the ClearView Shares they hold as at that time) on the Special Dividend Payment Date (which is currently expected to be Wednesday, 12 August 2026);

(c) the record date in respect of the Scheme is expected to be 7:00pm (Sydney time) on Thursday, 13 August 2026. All ClearView Shareholders will be entitled to receive $0.60 in cash for each ClearView Share held on the Scheme Record Date, which is the

Scheme Consideration of $0.65 per ClearView Share, less the aggregate cash amount per ClearView Share of the Special Dividend; and

(d) the Scheme is expected to be implemented on Thursday, 20 August 2026, which is when the Scheme Consideration is expected to be paid to ClearView Shareholders who held ClearView Shares on the Scheme Record Date.

Each ClearView Shareholder that holds ClearView Shares on both the Special Dividend Record Date and the Scheme Record Date will receive total cash payments (comprising the Scheme Consideration and the Special Dividend) of $0.65 for each ClearView Share held on both the Special Dividend Record Date and the Scheme Record Date.

I note that these dates are indicative only and are subject to change, including as a result of the Court approval process. Any changes to these dates or times will be announced to the ASX.

Scheme Resolution

We will now move to the formal business of this Scheme Meeting. As I noted earlier, the only item of business at this Scheme Meeting is the Scheme Resolution.

The Scheme Resolution, as set out in the Notice of Scheme Meeting, is the following resolution in accordance with section 411 of the Corporations Act:

> *"That pursuant to, and in accordance with, section 411 of the Corporations Act, the Scheme, the terms of which are contained in and more particularly described in the Scheme Booklet (of which this Notice of Scheme Meeting forms part) is approved (with or without modifications, amendments and/or conditions as approved by the Court and agreed to by ClearView and Zurich in writing)."*

In accordance with the Corporations Act, the Scheme Resolution must be approved by:

- a majority in number (being more than 50%) of ClearView Shareholders present and voting (either in person, online, by proxy or attorney or, in the case of a corporate holder, by duly appointed corporate representative) at this Scheme Meeting; and
- at least 75% of the votes cast by ClearView Shareholders on the Scheme Resolution.

As described in the Scheme Booklet and the Notice of Scheme Meeting, voting on the Scheme Resolution will be conducted by way of a poll.

As stated in the Scheme Booklet, in my capacity as Chairman of this Scheme Meeting, I intend to vote all undirected and other available proxies in favour of the Scheme Resolution.

Valid proxies received in respect of the Scheme Resolution

The valid proxy votes received in respect of the Scheme Resolution are now displayed on screen and are as follows:

- 476,059,222 votes in favour of the Scheme Resolution from 239 ClearView Shareholders;
- 7,213,222 undirected votes on the Scheme Resolution from 13 ClearView Shareholders, which may be voted at the proxyholder's discretion. I have been appointed as the proxyholder of all of these undirected votes on the Scheme Resolution (from all 13 of those ClearView Shareholders) in my capacity as Chairman of the Scheme Meeting - as disclosed in the Scheme Booklet, I will vote these in favour of the Scheme Resolution; and
- 3,202,028 votes against the Scheme Resolution from 22 ClearView Shareholders.

Two ClearView Shareholders (representing 22,400 votes) who submitted valid proxies abstained from voting on the Scheme Resolution and are accordingly not counted when determining whether the Scheme Resolution has been approved by the Requisite Majorities of ClearView Shareholders.

Questions

I would like to take this opportunity to answer questions from ClearView Shareholders and duly appointed proxies, attorneys and corporate representatives of ClearView Shareholders regarding the Scheme or the Scheme Resolution.

Voting on Scheme Resolution

I now ask ClearView Shareholders and duly appointed proxies, attorneys and corporate representatives of ClearView Shareholders to cast their vote on the Scheme Resolution if they have not already done so, as voting will be closing shortly. For those in the room, please place your blue paper polling card in the ballot box coming around now.

I will give ClearView Shareholders a few more moments to vote on the Scheme Resolution, before formally closing the poll.

I now declare the poll on the Scheme Resolution closed.

ClearView will announce the results of the poll on the Scheme Resolution to the ASX through the Market Announcements Platform after the Scheme Meeting closes. A copy of that announcement will also be made available on ClearView's website.

Closure of Scheme Meeting

That concludes the formal proceedings and official business of the Scheme Meeting and I now declare the Scheme Meeting closed. Thank you for your attendance today.

END.

ClearView

Scheme Meeting

Scheme of arrangement for the proposed acquisition by Zurich of all ClearView Shares

Date: Monday, 27 July 2026 at 10:00am (Sydney time)

Location: Level 15, 20 Bond Street, Sydney NSW 2000 and online through the Online Scheme Meeting Platform

Introduction – ClearView Board

Geoff Black
Independent
Non-Executive
Chair

Michael Alscher
Non-Executive
Director

Edward Fabrizio
Independent
Non-Executive
Director

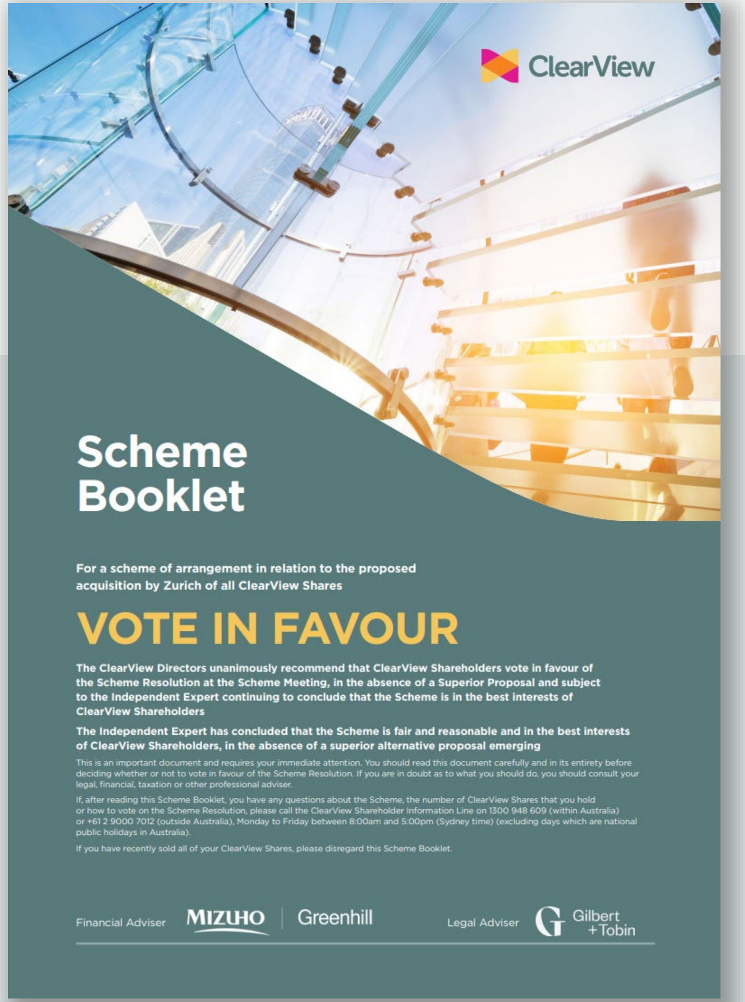
Nadine Gooderick
Managing
Director

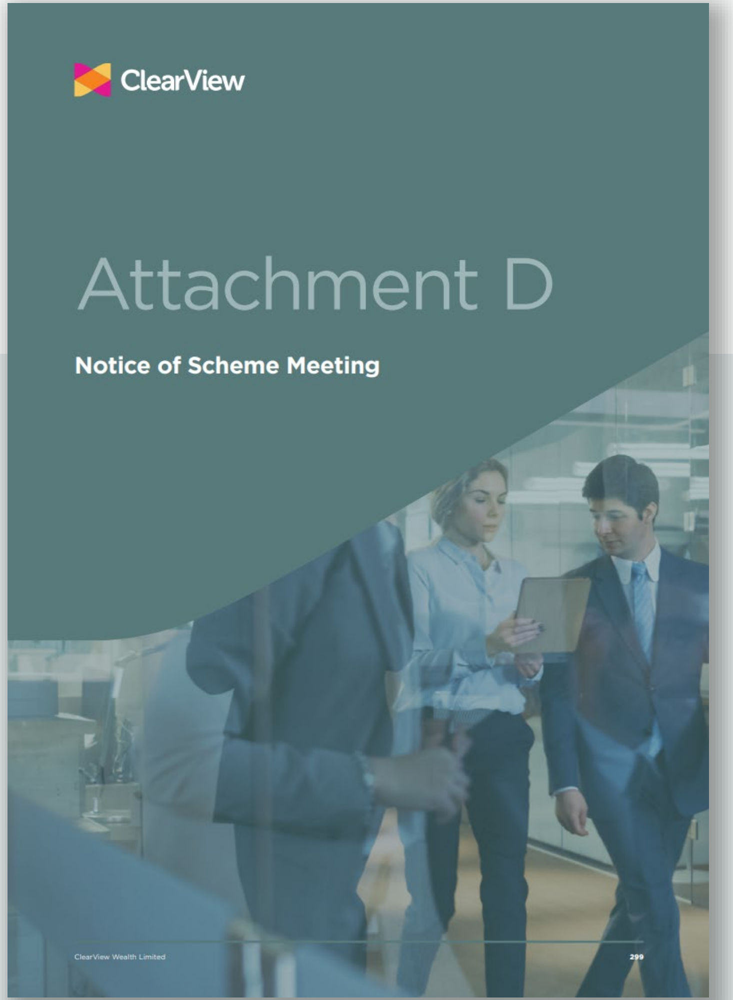
Jennifer Lyon
Independent
Non-Executive
Director

Nathanial Thomson
Non-Executive
Director

Linda Scott
Independent
Non-Executive
Director

Scheme Booklet and Notice of Scheme Meeting

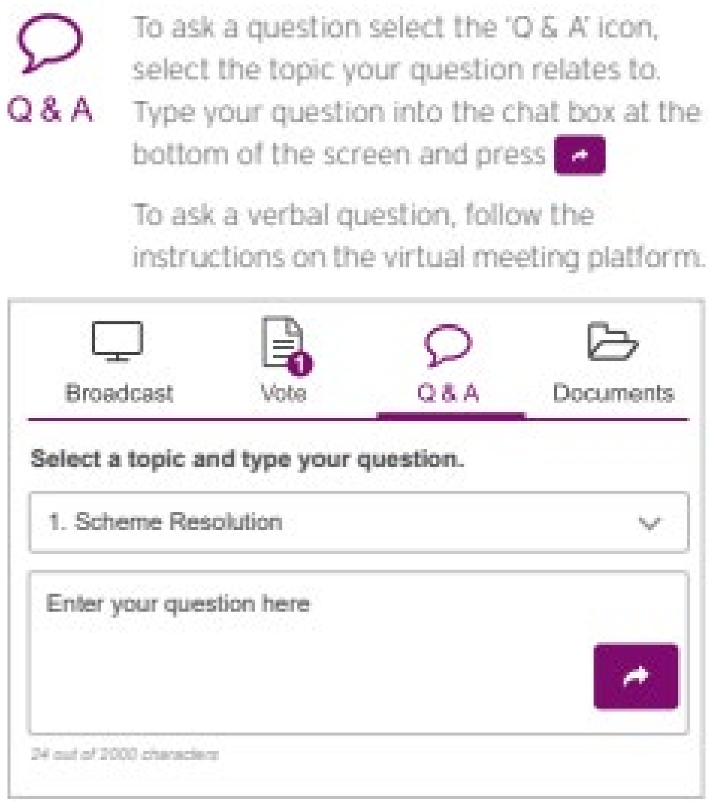




Procedural matters – questions and voting

Asking questions at this Scheme Meeting

- If you are attending the Scheme Meeting online, questions can be submitted through the Online Scheme Meeting Platform at any time from now.
- To ask a question in writing, click on the ‘Q & A’ icon on the webpage, select the topic your question relates to from the drop-down list, type your question in the text box and press the send icon.
- To ask a question verbally via the Online Scheme Meeting Platform, please follow the instructions under the Scheme Meeting broadcast window on the webpage.
- ClearView Shareholders will have a reasonable opportunity to ask questions at this Scheme Meeting.



Voting procedures

If you are attending and are eligible to vote at this Scheme Meeting, you may vote on the Scheme Resolution as follows:

Attending online through the Online Scheme Meeting Platform

- The 'Vote' icon will appear once I declare the poll on the Scheme Resolution open
- Once you click the 'Vote' icon, the Scheme Resolution will appear and present you with the applicable voting options. **Please select how you wish to vote from those options to cast your vote on the Scheme Resolution**. A tick will appear to confirm receipt of your vote. There is no need to press a 'submit' or 'send' button, as the vote is automatically recorded.
- You will be able to change your vote until I declare the poll on the Scheme Resolution closed. To change your vote, select 'Click here to change your vote' and press a different option to override your previous voting selection.

Attending in person (voting by paper polling card or mobile device)

You can vote using a **blue paper polling card**, as follows:

- **If you are a ClearView Shareholder**, you will need to mark a box beside the Scheme Resolution on your blue paper polling card to indicate how you wish to cast the applicable votes – for, against, or abstain
- **If you are a proxyholder** and:
    - **have undirected or open proxy directions**, you will need to mark a box beside the Scheme Resolution on your blue paper polling card to indicate how you wish to cast the applicable votes – for, against, or abstain;

    or

    - **only have directed votes**, you do not need to do anything other than place your blue polling card in a ballot box
- **When you have completed your polling card, please place it in a ballot box at the allotted time to ensure the applicable votes are counted**

Alternatively, you can use your own mobile device to scan the QR code on the front of your blue paper polling card to log into the Online Scheme Meeting Platform and vote electronically

Purpose of this Scheme Meeting and overview of the Scheme

- On 24 February 2026, ClearView announced to the ASX that it had entered into the Scheme Implementation Deed, under which Zurich agreed to acquire all of the ClearView Shares for the Scheme Consideration by way of the Scheme, subject to the satisfaction (or, if applicable, waiver) of the conditions precedent to the Scheme becoming Effective in the Scheme Implementation Deed, including ClearView Shareholder approval at this Scheme Meeting.

- The purpose of this Scheme Meeting is for ClearView Shareholders to consider and vote on the Scheme.

- If the Scheme is approved by the Requisite Majorities of ClearView Shareholders today and is subsequently implemented, ClearView Shareholders will receive consideration under the Scheme of $0.65 in cash for each ClearView Share held on the record date in respect of the Scheme, less the aggregate cash amount per ClearView Share of any Permitted Dividend(s) paid before the Scheme is implemented.

- As ClearView announced to the ASX on Friday, 24 July 2026, the ClearView Board has determined to pay a fully franked Permitted Dividend, in the form of the Special Dividend, of $0.05 per ClearView Share, conditional on the Scheme becoming Effective. As described in the Scheme Booklet, if the Scheme becomes Effective and the Special Dividend is paid by ClearView:

    - in accordance with the Scheme Implementation Deed, the Scheme Consideration will be reduced from $0.65 per ClearView Share to $0.60 per ClearView Share; and

    - certain ClearView Shareholders may be able to realise the benefits of up to $0.0214 of franking credits per ClearView Share attached to the Special Dividend, such that the aggregate of the Scheme Consideration, the Special Dividend and the value of these franking credits may be up to approximately $0.67 per ClearView Share for these ClearView Shareholders. However, whether (and the extent to which) a ClearView Shareholder will be able to realise the benefit of any such franking credits will depend on that ClearView Shareholder's individual circumstances.

ClearView Directors’ recommendation in respect of the Scheme

- The ClearView Directors unanimously recommend that ClearView Shareholders vote in favour of the Scheme Resolution at the Scheme Meeting, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of ClearView Shareholders.[1]

- Subject to the same qualifications, each ClearView Director who holds or controls ClearView Shares intends to vote, or cause to be voted, all ClearView Shares that he or she holds or controls in favour of the Scheme Resolution at the Scheme Meeting.

[1] See the Scheme Booklet for details of the interests of each ClearView Director in ClearView Shares and the Scheme. ClearView Shareholders should have regard to these interests when considering the ClearView Directors’ unanimous recommendation in respect of the Scheme.

Reasons to vote for or against the Scheme

Reasons to vote in favour of the Scheme
✓ The all-cash Scheme Consideration of $0.65 per ClearView Share represents an attractive premium and value compared to recent undisturbed trading prices of ClearView Shares on the ASX
✓ Certain ClearView Shareholders may be able to realise the benefits from up to $0.0214 of franking credits per ClearView Share attached to the Special Dividend determined to be paid by the ClearView Board (conditional on the Scheme becoming Effective) [1], such that the aggregate of the Scheme Consideration, the Special Dividend and the value of these franking credits may be up to approximately $0.67 per ClearView Share for these ClearView Shareholders
✓ The Scheme provides ClearView Shareholders with attractive certainty of value and cash liquidity for their ClearView Shares, and allows ClearView Shareholders to realise their investment in ClearView by selling all of their ClearView Shares
✓ As described in the Scheme Booklet, the Scheme has support from ClearView's largest shareholder group, Crescent Capital Partners
✓ The Independent Expert has concluded that the Scheme is fair and reasonable and in the best interests of ClearView Shareholders, in the absence of a superior alternative proposal emerging
✓ Implementation of the Scheme would mean that ClearView Shareholders would no longer be exposed to the risks and uncertainties relating to ClearView's business and an investment in ClearView Shares
✓ No Superior Proposal has emerged as at the date of this Scheme Meeting
✓ If the Scheme does not proceed and no comparable proposal to the Scheme or Superior Proposal emerges, the ClearView Share price may fall to a price that is below the Scheme Consideration and be subject to market volatility, at least in the near-term
✓ No brokerage or stamp duty will be payable by Scheme Shareholders on the transfer of their ClearView Shares to Zurich under the Scheme

Possible reasons why ClearView Shareholders may vote against the Scheme
✗ They may disagree with the ClearView Directors' unanimous recommendation and believe that the Scheme is not in their best interests
✗ They may disagree with the Independent Expert's conclusion in respect of the Scheme
✗ They may wish to maintain a direct investment in ClearView as a standalone, ASX-listed company
✗ They may believe that there is the potential for a Superior Proposal to be made in the future
✗ The tax consequences of the Scheme may not suit their individual circumstances

Further detail on the reasons to vote for or against the Scheme, along with other considerations relevant to a ClearView Shareholder's vote, are set out in the Scheme Booklet.

[1] See ClearView's ASX announcement entitled "*Proposed acquisition of ClearView by Zurich – determination to pay Special Dividend*" on 24 July 2026 for further information.

Independent Expert’s conclusion in respect of the Scheme

- The Independent Expert, Grant Thornton, has concluded that the Scheme is **fair and reasonable** and **in the best interests of ClearView Shareholders**, in the absence of a superior alternative proposal emerging.
- As outlined in the Independent Expert’s Report, the Independent Expert has determined that the fair market value of ClearView Shares on a control basis is in the range of $0.625 to $0.764 per ClearView Share.
- The Scheme Consideration of $0.65 per ClearView Share is within this valuation range.

Status of conditions precedent to the Scheme becoming Effective

At the time of this Scheme Meeting, implementation of the Scheme remains subject to the satisfaction (or, if applicable, waiver) of the following conditions precedent:

- The approval of the Scheme by the Requisite Majorities of ClearView Shareholders – the Scheme Resolution will be voted on by ClearView Shareholders at this Scheme Meeting.
- The approval of the Scheme by the Supreme Court of New South Wales – the Second Court Hearing is currently scheduled for 9:15am (Sydney time) on Thursday, 30 July 2026.
- Other customary conditions precedent, which are described in detail in Section 6.4 of the Scheme Booklet.

Further detail on these conditions precedent is set out in Section 6.4 of the Scheme Booklet.

Indicative timetable for implementation of the Scheme

Event	Key date
If the Scheme is approved by the Requisite Majorities of ClearView Shareholders at the Scheme Meeting	
Second Court Hearing Date on which Court approval of the Scheme will be sought	9:15am (Sydney time) on Thursday, 30 July 2026
Effective Date Date on which the Court order approving the Scheme is lodged with ASIC and the Scheme becomes Effective and binding on ClearView Shareholders. ClearView Shares will be suspended from trading at the close of trading on the ASX on the Effective Date. If the Scheme proceeds, this will be the last day that ClearView Shares will trade on the ASX.	Friday, 31 July 2026
If the Scheme is approved by the Court at the Second Court Hearing and becomes Effective	
Special Dividend Record Date Time and date for determining entitlements to the Special Dividend	7:00pm (Sydney time) on Wednesday, 5 August 2026
Special Dividend Payment Date If the Scheme becomes Effective, the ClearView Shareholders on the ClearView Share Register on the Special Dividend Record Date will be paid the Special Dividend of $0.05 per ClearView Share (in respect of the ClearView Shares they hold as at that time)	Wednesday, 12 August 2026
Scheme Record Date Time and date for determining entitlements to the Scheme Consideration.	7:00pm (Sydney time) on Thursday, 13 August 2026
Scheme Implementation Date Date on which all Scheme Shareholders will be paid the Scheme Consideration to which they are entitled and the Scheme Shares will be transferred to Zurich.	Thursday, 20 August 2026

Note: Dates and times are indicative and subject to change, including as a result of the Court approval process. Any changes will be announced by ClearView to the ASX.

Scheme Resolution

To consider and, if thought fit, to pass the following resolution in accordance with section 411(4)(a)(ii) of the Corporations Act:

"That pursuant to, and in accordance with, section 411 of the Corporations Act, the Scheme, the terms of which are contained in and more particularly described in the Scheme Booklet (of which this Notice of Scheme Meeting forms part) is approved (with or without modifications, amendments and/or conditions as approved by the Court and agreed to by ClearView and Zurich in writing)."

Valid proxies received in respect of the Scheme Resolution

Proxy vote direction	Number of proxy votes cast	% of proxy votes cast	Number of ClearView Shareholders voting by proxy	% of ClearView Shareholders voting by proxy
For	476,059,222	97.86%	239	87.23%
Open[1]	7,213,222	1.48%	13	4.74%
Against	3,202,028	0.66%	22	8.03%
TOTAL[2]	486,474,472	**100%**	274	**100%**
Abstain[3]	22,400	N/A	2	N/A
Requisite Majorities for Scheme Resolution to be passed[4]	**At least 75%**		**More than 50%**	

[1] To be voted at the proxy's discretion. The Chairman of the Scheme Meeting was (or, if applicable, was taken to be) appointed as the relevant ClearView Shareholder's proxy in respect of 7,213,222 proxy votes (representing the proxy votes of all 13 ClearView Shareholders who lodged "open" proxy directions). As stated in the Scheme Booklet, the Notice of Scheme Meeting and Scheme Meeting Proxy Form, the Chairman of the Scheme Meeting will vote these undirected proxies votes in favour of the Scheme Resolution. [2] Total valid proxy votes as at the proxy lodgement deadline (being 10:00am (Sydney time) on Saturday, 25 July 2026, as stated in the Scheme Booklet, the Notice of Scheme Meeting and the Scheme Meeting Proxy Form). [3] These proxy votes will not be counted in determining whether the Scheme Resolution has been approved by the Requisite Majorities. [4] This table shows the applicable numbers and percentages of (i) ClearView Shareholders that validly appointed proxies in respect of the Scheme Meeting before the deadline for the lodgement of those proxy appointments (as noted above) and (ii) the votes that apply to those valid proxy appointments. Not all ClearView Shareholders have appointed proxies in respect of the Scheme Meeting, and each ClearView Shareholder on the ClearView Share Register as at 10:00am (Sydney time) on Saturday, 25 July 2026 is entitled to attend and vote at the Scheme Meeting (in person or online through the Online Scheme Meeting Platform), whether or not they have validly appointed a proxy in respect of the Scheme Meeting. Certain validation procedures in respect of proxy appointments and voting at the Scheme Meeting will also be undertaken following the close of the poll on the Scheme Resolution at the Scheme Meeting. Accordingly, the result of the Scheme Meeting will not be known until after the Scheme Meeting.

ClearView

Questions

ClearView

Voting on the Scheme Resolution – submit your vote

Poll on the Scheme Resolution closed

ClearView

Thank you

Closure of Scheme Meeting