

Market Release

17 May 2024

Crescent Sell-down

ClearView Wealth Limited (ASX: CVW) (**ClearView**) announces that it has been informed by Crescent Capital Partners Management Pty Limited (**Crescent Capital Partners**) that:

- a) certain funds¹ managed or advised by Crescent Capital Partners (together, the **Crescent Funds**) have agreed to sell in aggregate 73,114,246 fully paid ordinary shares in the capital of ClearView (**ClearView Shares**) to a range of sophisticated and institutional investors by way of a block trade at 59 cents per share (**Crescent Sell-down**);
- b) following settlement of the sale of the ClearView Shares the subject of the Crescent Sell-down (**the Sale Shares**), the Crescent Funds will hold in aggregate 225,174,975 ClearView Shares, representing approximately 34.59% of the ClearView Shares on issue;
- c) the Crescent Funds will file a substantial holding notice to reflect these changes following settlement of the Sale Shares, which is expected to occur on Monday, 20 May 2024;
- d) the Crescent Funds sold the Sale Shares without disclosure to investors under Part 6D.2 of the *Corporations Act 2001* (Cth) (**Corporations Act**); and
- e) ClearView has been advised by Crescent Capital Partners that, as part of the block trade the Crescent Funds have agreed to an escrow period until 20 November 2024 in respect of their remaining 225,174,975 ordinary shares in ClearView, unless otherwise waived by Morgans in writing and which is subject to a number of customary exceptions.

Crescent Capital Partners has advised ClearView that Crescent Capital Partners and the Crescent Funds do not consider that any of Crescent Capital Partners or the Crescent Funds control ClearView for the purposes of the Corporations Act. However, given the Crescent Funds' substantial aggregate holdings of ClearView Shares as at the date of this announcement, Crescent Capital Partners has requested that ClearView issues a 'cleansing notice', which would be required (if any of Crescent Capital Partners or the Crescent Funds controlled ClearView) by section 708A(5)(e) of the Corporations Act, as modified by ASIC Corporations (Sale Offers by Controllers) Instrument 2016/81, and releases to the ASX such a notice provided to ClearView by Crescent Capital Partners, in the event that (contrary to Crescent Capital Partners' and the Crescent Funds' views) any of Crescent Capital Partners or the Crescent Funds were determined to control ClearView.

On that basis, attached to this announcement are notices given by each of ClearView and Crescent Capital Partners (on behalf of Crescent Capital Partners and the Crescent Funds) under section 708A(5)(e) of the Corporations Act.

¹ CCP BidCo Pty Limited as trustee for CCP Bidco Trust, CCP BidCo Pty Limited as trustee for CCP Bidco Trust 2, CCP Trusco 1 Pty Limited as trustee for Crescent Capital Partners Specific Trust IVA, CCP Trusco 2 Pty Limited as trustee for Crescent Capital Partners Specific Trust IVB, CCP Trusco 3 Pty Limited as trustee for Crescent Capital Partners Specific Trust IVC, CCP Trusco 4 Pty Limited as trustee for Crescent Capital Partners Designated Trust IVA, CCP Trusco 5 Pty Limited as trustee for Crescent Capital Partners Designated Trust IVB, ROC Capital Pty Limited as trustee for ROC Private Investment Fund and ROC Capital Pty Limited as trustee for ROC CVW Co-investment Trust.

ENDS

For more information, please contact:

Investor inquiries

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Media inquiries

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Approval of Announcement

This announcement was authorised for release to the ASX by the board of directors of ClearView.

About ClearView

Established in 2010, ClearView is an ASX-listed life insurance business that partners with financial advisers to help Australians protect their wealth.

In FY23, ClearView paid \$127.35 million in claims to 1,032 claimants across all our products.

ClearView manages over \$350 million in inforce premiums and has relationships with over 1,000 Australian Financial Services Licensees, representing around 5,000 financial advisers.

For more information visit clearview.com.au

ClearView Wealth Limited
ABN 83 106 248 248

ASX Code: CVW

clearview.com.au

Market Release

17 May 2024

ClearView Wealth Limited (ASX: CVW)

Notice under section 708A(5)(e) of the Corporations Act 2001 (Cth)

Please find attached a copy of a Cleansing Notice given by ClearView Wealth Limited pursuant to section 708A(5)(e) of the Corporations Act, as modified by ASIC Corporations (Sale Offers by Controllers) Instrument 2016/81, in relation to the sale of 73,114,246 shares in CVW by Crescent Capital Partners Management Pty Limited to a range of sophisticated and institutional investors by way of a block trade.

ENDS

For more information, please contact:

Investor inquiries

Trevor Franz
Principal, Catapult Partners
M: 0406 882 736
E: trevorfranz@catapultpartners.com.au

Media inquiries

Emma Hawke
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Approval of Announcement

The Board of Directors of ClearView has authorised the release of this announcement to the market.

ClearView Wealth Limited
ABN 83 106 248 248

ASX Code: CVW

clearview.com.au

17 May 2024

The Manager
Market Announcements Office
ASX Limited
20 Bridge Street
Sydney NSW 2000

Notice under subsection 708A(5)(e) of the Corporations Act

ClearView Wealth Limited (ACN 106 248 248) (ASX:CVW) (**ClearView**) refers to its announcement to the ASX entitled 'Crescent Sell-down' to which this notice is attached. Capitalised terms used, but not otherwise defined, in this notice have the meanings given to them in that announcement.

ClearView advises that:

- (a) the Crescent Funds sold the Sale Shares without disclosure to investors under Part 6D.2 of the Corporations Act;
- (b) this notice is provided under section 708A(5)(e) of the Corporations Act, as modified by ASIC Corporations (Sale Offers by Controllers) Instrument 2016/81 (in the event that it is determined that any of Crescent Capital Partners or the Crescent Funds control ClearView for the purposes of the Corporations Act as at the date of this notice);
- (c) as at the date of this notice, ClearView has complied with:
 - (i) the provisions of Chapter 2M of the Corporations Act as they apply to ClearView; and
 - (ii) sections 674 and 674A of the Corporations Act; and
- (d) as at the date of this notice, there is no information that is "excluded information" within the meaning of subsections 708A(7) and 708A(8) of the Corporations Act that is required to be set out in this notice under subsection 708A(6)(e) of the Corporations Act.

Signed for and on behalf of ClearView Wealth Limited



Judilyn Beaumont
General Counsel & Company Secretary

17 May 2024

The Manager
Market Announcements Office
ASX Limited
Level 6, 20 Bridge Street
Sydney NSW 2000

Dear Sir/Madam,

ClearView Wealth Limited (ASX:CVW) – Sale of shares by Crescent Funds

We refer to the announcement to the market by ClearView Wealth Limited (ASX:CVW) (**ClearView**) to which this notice is attached in relation to the sale by certain entities¹ managed or advised by Crescent Capital Partners Management Pty Limited (**Crescent Capital Partners**) (together, the **Crescent Funds**) of in aggregate 73,114,246 fully paid ordinary shares (**Sale Shares**) in ClearView at 59 cents per share. Settlement of sale of the Sale Shares is expected to occur on Monday, 20 May 2024 by way of settlement of special crossings conducted in accordance with the ASX Settlement Operating Rules and ASX Operating Rules. As part of the block trade the Crescent Funds have agreed to an escrow period until 20 November 2024 in respect of their remaining 225,174,975 ordinary shares in ClearView unless otherwise waived by Morgans in writing and which is subject to a number of customary exceptions.

Crescent Capital Partners and each Crescent Fund does not consider that it controls ClearView for the purposes of the Corporations Act. However, given their substantial aggregate holdings in ClearView, Crescent Capital Partners has elected to provide the market with the disclosures which would be required by section 708A(5)(e) of the Corporations Act, as modified by ASIC Corporations (Sale Offers by Controllers) Instrument 2016/81, in the event that (contrary to their views) any of Crescent Capital Partners or the Crescent Funds were determined to control ClearView. On that basis, Crescent Capital Partners (on behalf of itself and the Crescent Funds) advises that:

- (a) the Crescent Funds have sold the Sale Shares without disclosure to investors under Part 6D.2 of the Corporations Act;
- (b) this notice is provided under section 708A(5)(e)(ii) of the Corporations Act, as modified by ASIC Corporations (Sale Offers by Controllers) Instrument 2016/81 (in the event that it is determined that any of Crescent Capital Partners or the Crescent Funds control ClearView for the purposes of the Corporations Act as at the date of this notice);
- (c) so far as we are aware, as at the date of this notice, ClearView has complied with:
 - (i) the provisions of Chapter 2M of the Corporations Act as they apply to ClearView; and
 - (ii) sections 674 and 674A of the Corporations Act; and
- (d) as at the date of this notice, we are not aware of any “excluded information” of the type referred to in subsections 708A(7) and 708A(8) of the Corporations Act.

Yours faithfully,



Eugen Lamotte

Secretary – Crescent Capital Partners

¹ CCP BidCo Pty Limited as trustee for CCP Bidco Trust, CCP BidCo Pty Limited as trustee for CCP Bidco Trust 2, CCP Trusco 1 Pty Limited as trustee for Crescent Capital Partners Specific Trust IVA, CCP Trusco 2 Pty Limited as trustee for Crescent Capital Partners Specific Trust IVB, CCP Trusco 3 Pty Limited as trustee for Crescent Capital Partners Specific Trust IVC, CCP Trusco 4 Pty Limited as trustee for Crescent Capital Partners Designated Trust IVA, CCP Trusco 5 Pty Limited as trustee for Crescent Capital Partners Designated Trust IVB and ROC Capital Pty Limited as trustee for ROC CVW Co-investment Trust.