



Summary of the Conflicts Management Policy

ClearView Life Nominees Pty Limited

ABN 37 003 682 175

AFSL No. 227683

RSE Licence No: L0000802

As Trustee of the ClearView Retirement Plan

ABN 45 828 721 007

July 2014

Summary of CLN's Conflicts Management Policy

1. Overview

This document sets out a summary of the Conflicts Management Framework and Conflicts Management and Related Party Transaction Policy of ClearView Life Nominee Pty Limited as Trustee of the ClearView Retirement Plan. The Policy sets out how ClearView identifies and manages actual, potential and perceived conflicts and forms part ClearView's CMF.

2. Purpose

The Policy and the CMF applies to CLN's Board of Directors and all staff.

3. Definitions

In this document:

Board means the CLN Board of Directors.

ClearView Group means ClearView Wealth Limited and all of its subsidiaries.

CLN, ClearView, RSE Licensee or Trustee means ClearView Life Nominee Pty Limited as Trustee of the ClearView Retirement Plan.

CMF means the Conflicts Management Framework adopted by CLN.

Conflict means a conflict between:

- the duties owed by CLN, or one of its Responsible Persons, to CRP members and the duties owed by them to any other person;
- the interests of CRP members and the duties owed by CLN, or a Responsible Person to another person;
- an interest of CLN or one of its associates, Responsible Persons or employees and CLN's duties to CRP members; and
- an interest of CLN or one of its associates, Responsible Persons or employees and the interests of CRP members.

The definition of COI includes actual, apparent and potential conflicts of interests and the test of whether an issue presents a COI is whether a reasonable person would perceive it to do so.

Policy means Conflicts Management and Related Party Transaction Policy which applies to the ClearView Group.

Relevant Duty means to any duty owed by the CLN as trustee of the CRP, or a Responsible Person of CLN, to CLN members or to any other person that might reasonably be considered to have the potential to have a significant impact on the capacity of CLN, a Responsible Person to act in the best interests of CLN members.

Relevant Interest of CLN, an associate of the CLN or a Responsible Person means any interest, whether pecuniary or non-pecuniary, directly or indirectly held by CLN, an associate of CLN or a Responsible Person that the RSE licensee has determined to be relevant, that might reasonably be considered to have the potential to have a significant impact on the capacity of CLN, a Responsible Person or associate to act in the best interests of CLN members.

Responsible Person means:

- a director of CLN;
- a secretary of CLN;
- a Senior Manager of CLN ;
- an appointed auditor of CLN;

- an appointed actuary of CLN; and
- a person who performs activities for a connected entity of CLN where those activities could materially affect the whole, or a substantial part, of CLN's business operations, or its financial standing, either directly or indirectly.

4. Conflicts Management Framework – summary

- 4.1 The CMF ensures the maintenance of the effective management of the conflicts of interest connected to each relevant duty and each relevant interest of CLN, responsible persons, employees, associates and third party service providers, in a manner that ensures priority of interest is provided to members of the CRP. There may also be conflicts of interest between members, or classes of members of the CRP. The CMF provides for the management and avoidance of such conflicts.
- 4.2 In the CMF, references to the “management” of conflicts include the complete range of management options, including avoidance of any particular conflict of interest and/or duty.
- 4.3 As part of the CMF, CLN has developed policies and procedures to ensure compliance with its obligations under the SIS Act, including:
- a) giving priority to the duties to and interest of the beneficiaries over the duties owed to and the interests of other persons;
 - b) ensuring that the duties to the beneficiaries are met despite conflicts of interest; and
 - c) ensuring that the interest of beneficiaries are not adversely affected by any conflict.
- 4.4 The primary components of the CMF are:
- a) the Conflicts Management and Related Party Transaction Policy for the ClearView group of companies;
 - b) the Directors' Interests Register;
 - c) the Conflicts of Interest Registers for ClearView entities, Responsible Persons, employees, contractors, associates and third party entities;
 - d) procedures for keeping up to date the Conflicts Management Register for CLN and its Responsible Persons;
 - e) procedures for keeping up to date the Relevant Duties and Interests Register for CLN and its Responsible Persons;
 - f) all Board policies;
 - g) the review process to ensure that the CMF remains effective.

5. Conflicts Management Policy - summary

- 5.1 The objectives of the Policy are to:
- a) provide a framework for the identification, assessment, avoidance (where appropriate) and management of Conflicts;
 - b) provide a framework for directors and management in negotiating and entering transactions between ClearView Wealth Limited or its subsidiaries and related parties;
 - c) outline how ClearView Group records Conflicts and reports on them to its Boards;
 - d) manage related party transactions; and
 - e) provide a mechanism for monitoring the effectiveness and appropriateness of ClearView Group's conflict management arrangements.
- 5.2 The Policy outlines the procedure for identification and management of Conflicts. If a Conflict is identified, the Policy outlines how to assess the conflict, how to report it and how to record and disclose it.

- 5.3 ClearView Group recognises the risk that actual, apparent and potential Conflicts, can affect a financial services organisation's ability to provide its products and services efficiently, honestly and fairly. Accordingly, ClearView Group has formulated and implemented comprehensive procedures to identify and manage Conflicts.

6. Identification of Conflicts

- 6.1 ClearView Group employees are required to identify actual, apparent and potential Conflicts on an ongoing basis. Identifying and managing Conflicts is an integral part of the process for assessing new areas of business, changes in the structure of ClearView Group business units, changes in procedures and other significant changes in circumstances.
- 6.2 ClearView identifies Conflicts through the following:
- a) the Conflicts Officer and/or compliance provide induction and ongoing training to employees and Directors on what a Conflict is and how in their job or the business generally a Conflict could arise;
 - b) if an employee becomes aware of an actual, apparent or potential Conflict, they are required to immediately notify it by a ClearView Conflicts Report Form
 - c) to ensure that all Conflicts have been identified and reported all members of the ClearView Group senior management and their direct reports complete a Conflicts Declaration Form annually;
 - d) the Conflicts Officer undertakes an annual assessment of all Responsible Persons in accordance with the Fit and Proper Policy, which includes a declaration of Conflicts; and
 - e) on a quarterly basis, all business unit managers are required to attest to the fact that any Conflicts emanating from their business unit have been identified and reported to the Conflicts Officer.
- 6.3 In relation to Board-level reporting:
- a) All Directors are required to declare to the Conflicts Officer all interests upon their appointment to the CLN Board.
 - b) The CLN Board has decided to include declarations of directors' interests as a standing item on its meeting agendas, and Directors' interests are recorded by the Conflicts Officer.
 - c) Each Director is required to notify the Conflicts Officer of all interests and duties arising after their initial appointment to the Board at or before the next Board meeting. The Conflicts Officer is required to notify the Chairman of the relevant Board of all interests declared by Directors on that Board.

7. Updates to the Summary

The most current version of this document can be obtained from our website at <http://www.clearview.com.au>.