



ClearView Wealth Limited

ABN 83 106 248 248

Board Charter

5 December 2017

Document Control & Version History

Policy	ClearView Wealth Limited Board Charter
Document Owner	Legal and Company Secretariat

Record of Amendments, Authorisations & Issues

Version	Revision Date	Drafted by	Nature of Amendment	Approval Required
1.0	27 July 2016	Legal and Company Secretariat	Minor amendments	BRCC
1.1	5 December 2017	Legal and Company Secretariat	Minor amendments	BRCC

1. Introduction

- 1.1 ClearView Wealth Limited (**Company**) is a listed public company.
- 1.2 This Board Charter sets out the principles for the operation of the board of directors (**Board**) of the Company and describes the functions of the Board. The Company and its subsidiaries are collectively referred to as the **ClearView Group**.
- 1.3 The Board is accountable to shareholders for the performance of the Clearview Group or Group. The Board must at all times act honestly, fairly and diligently in all respects in accordance with the law applicable to the Company and must act in the best interests of the shareholders of the Company.
- 1.4 The Board is responsible for the corporate governance of the Company. The purpose of this Board Charter is to:
 - (a) promote high standards of corporate governance;
 - (b) clarify the role and responsibilities of the Board; and
 - (c) enable the Board to provide strategic guidance for the Group and effective management oversight.
- 1.5 This Board Charter and the charters adopted by the Board for the Committees established by the Board have been prepared and adopted to reflect the requirements of the Australian Securities Exchange (**ASX**) Listing Rules and ASX Corporate Governance Council's corporate governance principles and recommendations 3rd edition (**ASX Corporate Governance Principles and Recommendations**) as well as APRA Prudential Standards to the extent appropriate to the circumstances of the Company.
- 1.6 This Board Charter will apply subject to applicable legal and regulatory requirements.
- 1.7 To the extent that the Company, as a Non Operating Holding Company registered under the Life Insurance Act 1995 and other ClearView Group companies operate in a regulated environment, and are required by law to have regard to the interests of stakeholders other than the Company's shareholders, then this Board Charter will be read subject to those requirements and subject to the board charters and similar terms of reference (if any) of such companies.

2. Structure of the Board

Size and composition

- 2.1 The Board, in consultation with, and recommendation from the Nomination and Remuneration Committee, determines the size and composition of the Board subject to regulatory requirements and the terms of the Company's Constitution.
- 2.2 The Board must have a minimum of 5 directors at all times.
- 2.3 The Board must have a majority of independent directors.
- 2.4 A majority of directors must ordinarily reside in Australia.
- 2.5 It is intended that the Board should comprise a mix of executive and non-executive directors and comprise directors with a broad range of appropriate skills, expertise and experience.

Criteria for an "independent" director

- 2.6 An independent director is a non-executive director who is independent of management and free of any business or other association that could materially interfere with, or could reasonably be perceived to materially interfere with, the exercise of their unfettered and independent judgment. Circumstances in which a director will not be considered independent include if the director:
- a) is employed, or has previously been employed in an executive capacity by the Company or another entity within the ClearView Group, and there has not been a period of at least three years between ceasing such employment and serving on the Board;
 - b) is, or has within the last three years been, a partner, director or senior employee of a provider of material professional services to the entity or another entity within the ClearView Group;
 - c) is, or has been within the last three years, in a material business relationship (e.g. as a supplier or a customer) with the Company or another entity within the ClearView Group, or an officer of, or otherwise associated with, someone in such a relationship;
 - d) is a substantial shareholder (as defined in the *Corporations Act*) of the Company or an officer of, or otherwise associated directly with, a substantial shareholder of the Company;
 - e) has a material contractual relationship with the Company or another entity within the ClearView Group other than as a director;
 - f) has close family ties with any person who falls within any of the categories described above; or
 - g) has been a director of the Company for such a period that his or her independence may have been compromised.
- 2.7 Family ties and cross-directorships may be relevant in considering interests and relationships which may compromise independence and should be disclosed by directors to the Board.
- 2.8 The Board will regularly assess whether a non-executive director is 'independent' in accordance with the above criteria.

3. Responsibilities of the Board

- 3.1 The Board has overall responsibility for the management of the affairs of the Group, including (without limitation) undertaking the actions set out in this section:

Strategic and financial performance

- 3.2 The Board is responsible for:
- a) determining the Company's dividend policy, the amount and timing of all dividends and the operation of the Company's dividend re-investment plan (if any);
 - b) determining strategic objectives and approving the annual operating plans, financial targets and capital expenditure plans of the ClearView Group;
 - c) evaluating, approving and monitoring major capital expenditure, capital management and all major acquisitions, divestitures and other corporate transactions, including the issue of securities of the Company;

- d) with the advice and assistance of the Investment Committee, reviewing the Group's investment performance;
- e) with the advice and assistance of the Board Audit Committee, approving all accounting policies, financial reports and material reporting and external communications by the ClearView Group; and
- f) approving all changes to corporate structure, including tax and financial, which are of strategic importance to the ClearView Group.

Executive management

3.3 The Board is responsible for:

- a) appointing, monitoring and managing the performance of executive and non-executive directors and other senior executives of the ClearView Group;
- b) ensuring that collectively, the Board and senior management have the full range of skills needed for the effective and prudent operation of the Company;
- c) managing succession planning for the executive directors and such other key management positions which may be identified from time to time;
- d) appointing and removing the Managing Director; and
- e) appointing and removing the Chief Financial Officer and the Company Secretary (who is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board).

Audit

3.4 The Board is responsible for:

- a) upon the recommendation of the Board Audit Committee, appointing the external auditor and determining its remuneration and terms of appointment;
- b) ensuring that the external auditor, Chief Actuary and Risk Officer can raise matters directly with the Board;
- c) ensuring that effective audit, financial risk management and regulatory compliance programmes are in place to protect the Group's assets and shareholder value and manage its material financial, tax and accounting risks;
- d) approving and, with the assistance and advice of the Board Audit Committee, monitoring the Group's audit including (but not limited to) systems of risk management and internal compliance and control and, monitoring compliance with the Group's risk and audit policies and protocols and code of conduct;
- e) monitoring the Group's operations in relation to, and compliance with, relevant regulatory and legal requirements;
- f) ensuring appropriate resources (including in relation to the internal audit function) are available to perform audit and risk management functions; and
- g) approving systems for financial, occupational health and safety and other reporting and monitoring the operation of those systems.

Risk management

3.5 The Board is responsible for:

- a) ensuring that effective risk management and regulatory compliance programmes are in place to protect the Group's assets and shareholder value and manage its material business risks;
- b) approving and, with the assistance and advice of the Board Risk and Compliance Committee, monitoring the Group's risk management framework and compliance framework, including (but not limited to) systems of risk management and internal compliance and control and, monitoring compliance with the Group's risk management policies and protocols and code of conduct;
- c) monitoring the Group's operations in relation to, and compliance with, relevant regulatory and legal requirements; and
- d) ensuring appropriate resources are available to perform compliance and risk management functions.

Strategic planning

- 3.6 The Board will be actively and regularly involved in strategic planning, including the establishment of goals for management of the Group and monitoring the achievement of those goals.
- 3.7 The Board will, on an ongoing basis, review how the strategic environment is changing, what key business risks and opportunities are appearing, how they are being managed and what, if any, modifications in strategic direction should be adopted.

Corporate governance

- 3.8 At least once per year the Board will, with the assistance and advice of the Board Audit Committee, Board Risk and Compliance Committee and Nomination and Remuneration Committee, review the performance and effectiveness of the Company's corporate governance policies and procedures and, if appropriate, amend those policies and procedures as necessary.
- 3.9 The Board will review and approve all disclosures related to any departures from the ASX Corporate Governance Principles and Recommendations.
- 3.10 The Board will review and approve the public disclosure of any of the Company's policies and procedures.
- 3.11 The Board will supervise the public disclosure of all matters that the law and ASX Listing Rules require to be publicly disclosed, consistent with the Continuous Disclosure Policy approved by the Board.

Delegations

- 3.12 The directors may delegate authority to perform certain functions to individual directors, Committees of the Board or executives. Any such delegation must be in compliance with the law and the Company's Constitution.
- 3.13 The Board will approve the appointment of directors to committees established by the Board and oversee the conduct of such committees.

3.14 The Board will approve and monitor delegations of authority.

Human resources and remuneration

3.15 The Board must:

- a) actively oversee the design and operation of the Group's remuneration system; and
- b) monitor and review the remuneration system to ensure that it operates as intended.

3.16 With the advice and assistance of the Nomination and Remuneration Committee, and to the extent necessary, the Board Audit Committee and the Board Risk and Compliance Committee, the Board is responsible for:

- a) approving the Group's Remuneration Policy and all other material human resources policies, including a Fit and Proper Policy.
- b) reviewing and approving the remuneration and incentive arrangements of:
 - i. the Chair, executive directors and non-executive directors of the Company, including the Managing Director;
 - ii. direct reports of the Managing Director (excluding any administrative direct reports); and
 - iii. other persons whose activities may, in the Nomination and Remuneration Committee's opinion, affect the financial soundness of the Company.
 - iv. reviewing and approving remuneration and incentive arrangements and any material variations of categories of persons that are covered by the Group's Remuneration Policy.

Performance evaluation and Renewal

3.17 At least once per year the Board will, with the advice and assistance of the Nomination and Remuneration Committee, review and evaluate the performance of the Board, each Board Committee and each individual director against the relevant charters, corporate governance policies, and agreed goals and objectives.

3.18 Following each review and evaluation, the Board will consider how to improve its performance.

3.19 The Board will agree and set the goals and objectives for the Board and its Committees each year and, if necessary, amend the relevant charters and policies.

3.20 In having regard to its composition, the Board will give consideration to whether directors have served on the Board for a period which could, or could reasonably be perceived to, materially interfere with their ability to act in the best interests of the Company.

4. Directors

Responsibilities

4.1 Each director is bound by the Company's charters and all Group policies and codes of conduct, including:

- a) the Code of Conduct;
- b) the Securities Trading Policy; and

- c) the Continuous Disclosure and Market Communications Policy.

4.2 The directors of the Company must:

- a) understand and comply with duties and obligations imposed on the Company and directors by law;
- b) conduct their duties at the highest level of honesty and integrity;
- c) observe both the rule and spirit of the law and comply with any relevant ethical and technical standards;
- d) maintain the confidentiality of all information acquired in the course of conducting their role and not make improper use of, or disclose to third parties, any confidential information unless that disclosure has been authorised by the Board, or is required by law or by the ASX Listing Rules;
- e) observe the principles of independence, accuracy and integrity in dealings with the Board, Board Committees, internal and external auditors and senior executives within the Group;
- f) in the case of non-executive directors, disclose to the Board all information that may be relevant for the Board to assess the director's independence;
- g) disclose to the Board any actual or perceived conflicts of interest, whether of a direct or indirect nature, of which the director becomes aware and which the director reasonably believes may compromise the reputation or performance of the Company or the Group; and
- h) set a standard of honesty, fairness, integrity, diligence and competency in respect of the position of director.

4.3 The directors must be available to meet with APRA on request.

Remuneration

4.4 The level of remuneration for each non-executive director will be set by the Nomination and Remuneration Committee, within the limits approved by the Company.

4.5 In accordance with clause 3.16(b)(i), the level and nature of remuneration for the Chair, executive directors and non-executive directors will be set by the Board after receiving and considering the recommendation of the Nomination and Remuneration Committee.

Retirement of directors

4.6 The continued tenure of each individual director is subject to re-election from time to time, in accordance with the Company's Constitution.

5. Role of the Chair

Objective

5.1 The Company recognises that it is important that the Chair has a defined role in the organisation and operates in accordance with clear functional lines.

Appointment

5.2 The Chair of the Board:

- a) is appointed by the directors;
- b) must not be the Managing Director; and
- c) must be an independent non-executive director.

5.3 Where the position of Managing Director is unexpectedly vacated, the Chair may serve as an interim Managing Director. After a period of 90 days, approval must be sought from APRA to allow this arrangement to continue.

5.4 The Chair will be selected on the basis of relevant experience, skill, judgement and leadership abilities to contribute to the effective direction of the Company.

5.5 A Deputy Chair may be appointed and such appointment shall be by the directors.

Specific duties of the Chair

5.6 The Chair will:

- a) chair Board meetings;
- b) establish the agenda for Board meetings, in consultation with the executive directors and the Company Secretary;
- c) chair meetings of shareholders, including the Annual General Meeting of the Company;
- d) be the primary spokesperson for the Company at any General Meeting;
- e) represent the views of the Board to shareholders, the general public, governmental authorities, regulators and other stakeholders; and
- f) develop and maintain key strategic relationships.

6. Board Committees and Management Committees

6.1 The Board has established the following Committees to assist it in carrying out its responsibilities and to consider certain matters in detail:

- a) the Board Audit Committee;
- b) the Board Risk and Compliance Committee; and
- c) the Nomination and Remuneration Committee.

6.2 The charter or terms of reference of each Committee sets out matters relevant to the composition, responsibilities and administration of the Committee and must be approved by the Board.

6.3 The Board has approved the establishment of Committees of management to assist it and other Group companies in carrying out responsibilities to consider certain matters in detail including:

- a) Investment Committee;

- b) Product Due Diligence Committee;
- c) Risk Management Committee; and
- d) Unit Pricing Committee.

7. Managing Director

- 7.1 The Board delegates to the Managing Director, subject to any specific restrictions in the Company's Constitution or in delegation or authority limits applying from time to time, all of its powers necessary for managing the day-to-day business affairs and operations of the Group.
- 7.2 All Board authority conferred on management is delegated through the Managing Director who is solely accountable to the Board for management performance so that the authority and accountability of management is considered to be the authority and accountability of the Managing Director, so far as the Board is concerned.
- 7.3 The Managing Director is authorised to make any lawful decision and take any action within the limitations of his or her delegated authority, directed at achieving the strategic objectives of the Group as set by the Board.

8. Confidential information and external communication

- 8.1 The Board has established the following principles to apply in respect of information of the Group:
 - a) generally, the Chair will speak for the Group. Individual Board members are expected not to communicate on behalf of the Board or the Group without prior consultation with the Chair;
 - b) all disclosures of information to a shareholder which is not disclosed to the market must be approved under the Company's Continuous Disclosure and Market Communications Policy and must comply with the ASX Listing Rules; and
 - c) all directors are required to keep all information provided to them in their capacity as a director confidential.
- 8.2 Clause 8.1 does not prevent individual Board members or senior executives from:
 - a) disclosing information to APRA;
 - b) discussing issues with APRA of relevance to the management and prudential supervision of the Company; or
 - c) providing documents under their control to APRA, that may be relevant in the context of the management or prudential supervision of the Company.

9. Conflicts of interest

- 9.1 Directors are expected to be sensitive to conflicts of interest or duty that may arise and be mindful of their fiduciary obligations.
- 9.2 If a director considers that he or she might be in a position where there is a reasonable possibility of conflict between their personal or business interests, the interests of any associated person, or their duties to any other company and the interests of the Company or their duties to the Company or the Group, the Board requires that the director:

- a) fully and frankly informs the Board about the circumstances giving rise to the conflict; and
 - b) unless otherwise agreed by the Board, abstains from voting on any motion relating to the matter and absents themselves from all Board deliberations relating to the matter, including receipt of board papers bearing on the matter.
- 9.3 If a director believes that they may have a conflict of interest or duty in relation to a particular matter, the director should immediately consult with the Chair (or, in the case of the Chair, the Chair should immediately consult with the other non-executive directors).

10. Related party transactions

- 10.1 The Board has delegated to the Board Audit Committee responsibility for reviewing and monitoring related party transactions and investments involving the Group and its directors.

11. Meetings

Overview

- 11.1 The Board will meet not less than 6 times formally per annum and as frequently as may otherwise be required to deal with urgent matters.
- 11.2 A meeting of the Board will usually be convened by the Chair, although under the Company's Constitution a meeting may be called by any director.
- 11.3 All directors are expected to diligently prepare for, attend and participate in all Board meetings. At a minimum, a quorum of directors under the Company's Constitution is 2. Meetings of the Board may be held or participated in by conference call or similar means. Resolutions of the Board may be passed by circular resolution or in writing in accordance with the Company's Constitution.
- 11.4 A majority of directors present and eligible to vote at all Board meetings must be non-executive directors.
- 11.5 The Chair in conjunction with the Company Secretary should ensure the availability and, if necessary, the attendance at the relevant Board meeting, of any member of the Group's executive management responsible for a matter included as an agenda item at the relevant meeting.

Agenda

- 11.6 An agenda will be prepared for each Board and Board Committee meeting. The agenda will be prepared by the Company Secretary under the supervision of the Chair.
- 11.7 The following items will be standing items on the agenda unless otherwise determined by the Chair:
- a) approval of minutes of previous meeting;
 - b) minutes of the Board Audit Committee;
 - c) minutes of the Board Risk and Compliance Committee;
 - d) minutes of the Nomination and Remuneration Committee; and

- e) report of the Company Secretary on compliance with the Continuous Disclosure and Market Communications Policy.

12. Access to information and reliance

- 12.1 Directors have access to any information they consider necessary to fulfil their responsibilities and to exercise independent judgment when making decisions.
- 12.2 Directors have access to:
 - a) management to seek explanations and information from management; and
 - b) auditors, both internal and external, to seek explanations and information from them without management being present.
- 12.3 To the extent permitted by law, a director may rely on information, or professional or expert advice, given or prepared by:
 - a) a staff member of the Group whom the director believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
 - b) a professional adviser or expert in relation to matters that the director believes on reasonable grounds to be within the person's professional or expert competence;
 - c) another director or officer of the Group in relation to matters within such director's or officer's authority; or
 - d) a Committee of directors on which the member did not serve in relation to matters within the Committee's authority.
- 12.4 Subject to the Corporations Act, a director can rely on such information or advice if the reliance is made in good faith and after making an independent assessment of the information or advice.

13. Independent advice

- 13.1 A director of the Company is entitled to seek independent professional advice (including, but not limited to, legal, accounting and financial advice) at the Company's expense on any matter connected with the discharge of their responsibilities, in accordance with the procedures and subject to the conditions set out below:
 - a) a director must seek the prior approval of the Chair, which is not to be unreasonably withheld;
 - b) in seeking the prior approval of the Chair, the director must provide the Chair with details of:
 - i. the nature of the independent professional advice;
 - ii. the likely cost of seeking the independent professional advice; and
 - iii. details of the independent adviser they proposes to instruct;
 - c) the Chair may set a reasonable limit on the amount that the Company will contribute towards the cost of obtaining such advice;

- d) all documentation containing or seeking independent professional advice must clearly state that the advice is sought both in relation to the Company and the director in their personal capacity. However, the right to advice does not extend to advice concerning matters of a personal or private nature, including for example, matters relating to the director's contract of employment with the Company (in the case of an executive director) or any dispute between the director and the Company; and
- e) the Chair may determine that any advice received by an individual director will be circulated to the remainder of the Board.

13.2 All directors are entitled to the benefit of the Company's standard Deed of Access, Indemnity and Insurance which provides ongoing access to Board papers and, at the Company's expense, Directors and Officers insurance for 7 years after the director leaves the Board.

14. Continuous disclosure

14.1 The Board has adopted a policy relating to the continuous disclosure obligations of the Company under the ASX Listing Rules. The Company Secretary will oversee the implementation of that policy and will report to the Board on compliance with that policy at each regular meeting of the Board.

15. Review of Board Charter

- 15.1 The Board will review this document and the charters of the Committees at least annually to ensure that they remain consistent with the Board's objectives and responsibilities and relevant standards of corporate governance.
- 15.2 This charter was last approved 5 December 2017.

16. Publication of Board Charter

16.1 This Board Charter will be made available on the Company's website.