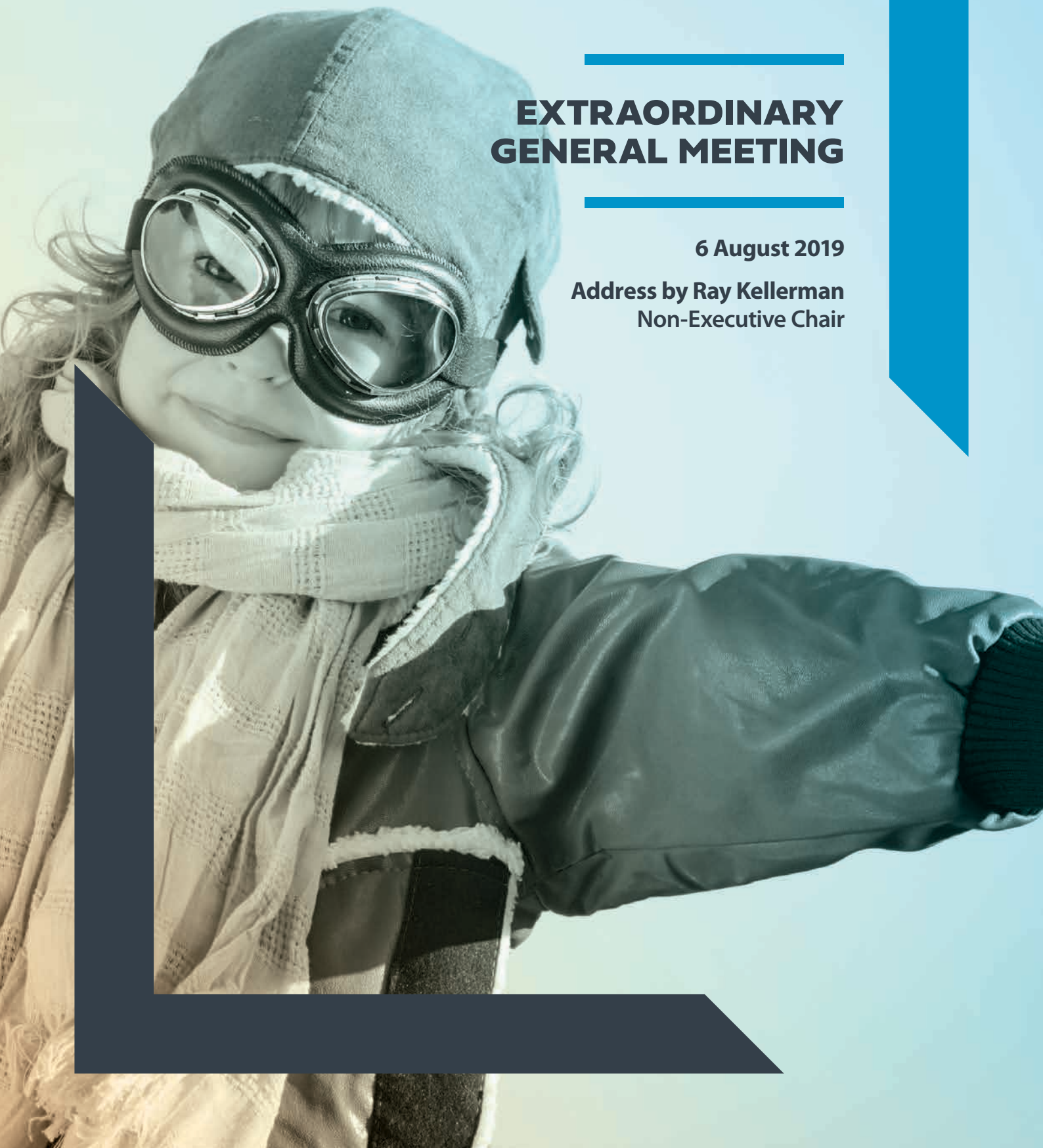




EXTRAORDINARY GENERAL MEETING

6 August 2019

**Address by Ray Kellerman
Non-Executive Chair**





WELCOME

Good morning ladies and gentlemen. It is my pleasure to welcome you to the Extraordinary General Meeting of CountPlus Limited.

I wish to start by acknowledging the traditional owners of the land on which we meet – the Gadigal peoples of the Eora Nation as the traditional custodians of this place we now call Sydney. I pay my respects to their elders past and present.

I note that (under clause 9.7 of the CountPlus Constitution) I will be chairing the meeting in my capacity as Chair of the Board of Directors. The appointed time for the meeting has been reached and there is a quorum of five members present and so I am pleased to declare the meeting open.

I would like to introduce and welcome our CEO and Directors who will be available to speak with you after the meeting

Chief Executive Officer and Managing Director

Matthew Rowe

Non-Executive Directors

Alison Ledger	Chair of the Remuneration and Nomination Committee
Andrew McGill	Chair of the Acquisition Committee
Kate Hill	Chair of the Audit and Risk Committee

Company Secretary

Laurent Toussaint	(Laurent is also our Chief Financial Officer)
Narelle Wooden	(Narelle is also our General Counsel)

Also present is the Company's legal adviser, David Zwi, from Thomson Geer Lawyers. David will be available to answer any legal questions.

Matthew and I will be available to answer any questions. After the opportunity for questions I will conduct the more formal part of the meeting including the resolution. The meeting will then close and tea and coffee will be available at the rear of this room.

QUORUM

A quorum is present; all shareholders and proxies present have signed the attendance book, proxies have been inspected and all those validly lodged have been accepted.

Proxies have been received representing 36,208,748 shares or 31.70 per cent of the issued capital of 114,222,559 shares.

NOTICE OF MEETING

The Extraordinary General Meeting Notice of Meeting was mailed to all registered members on 5 July 2019 and this notice contains the agenda of items to be considered at today's meeting. The Agenda items will be formally considered after I have addressed the meeting.

CHAIRMAN'S ADDRESS

Again, thank you for taking the time to join us today.

As announced on 13 June 2019, this General Meeting of Shareholders is being convened to consider and vote on the proposed acquisition of Count Financial.

CountPlus will be acquiring 85% of the issued share capital of Count Financial Limited and the Count Member Firm Special Purpose Vehicle the remaining 15%.

Given the progress we have made to strengthen the Company's balance sheet and our desire to shift the focus to grow business earnings, the acquisition is a unique opportunity to achieve scalable growth whilst also maintaining consistency with our stated vision to become Australia's leading network of professional accounting and advice firms, aligned through shared values, mutual success and our sense of community.

Following consultation with the ASX, the ASX determined that Listing Rule 10.1 applies to the Acquisition.

As required under Listing Rule 10.10.2, the Company has engaged an Independent Expert to determine whether the Acquisition is fair and reasonable to the non-CBA Shareholders.

The Independent Expert has determined that the Acquisition is fair and reasonable to the non-associated Shareholders and a copy of the Independent Expert's Report is attached to the Notice of Meeting.

The Board unanimously considers the Acquisition to be in the Company's best interests and for the benefit of its non-associated Shareholders, and unanimously recommends that Shareholders vote in favour of the Resolution.

As Chairperson, I intend to vote all undirected proxies in favour of the Resolution.

Are there any questions or comments on the Notice of Meeting?

RESOLUTION

The meeting now needs to consider the resolution seeking the approval of the proposed acquisition of Count Financial Limited by the Company and the Member Firm Special Purpose Vehicle.

In accordance with the notice requirements of Listing Rule 10.1, the Company will disregard any votes cast in favour of the Resolution by:

- (a) Count, CBA and Capital 121 Pty Limited ACN 003 148 187, (the CBA Seller); and
- (b) any Associates of these parties.

Resolution – Approval of Acquisition

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

“That for the purposes of Listing Rule 10.1, and for all other purposes, Shareholder approval is given to the Company and the Count Member Firm Special Purpose Vehicle to complete the Acquisition on the terms set out in the Explanatory Notes accompanying the notice convening this General Meeting.”

The Acquisition is the acquisition of all of the shares in Count Financial Limited from Capital 121 Pty Limited a subsidiary of Commonwealth Bank of Australia.

Would someone care to move the following motion?

Mover

Seconder

Any discussion?

For the record, I advise that the final count of proxies taking into account the Voting Exclusion Statement was:

Vote Type	Voted
For	36,009,679
Against	77,076
Open Usable	121,993

I now put the motion.

All those in favour please raise your hand.

All those against please raise your hand.

I declare the resolution carried/lost.

OTHER BUSINESS

Is there any other business that can lawfully be brought forward?

DESTRUCTION OF VOTING FORMS AND PROXIES

I move that at the expiration of 30 days following the signing of minutes of today's meeting that the proxy forms received be destroyed.

Would someone care to second this motion?

Mover

Seconder

Any discussion needed?

I now put the motion.

All those in favour please raise your hand.

I declare the resolution carried/lost.

CLOSURE

I thank members for their attendance.

As that concludes the business of the meeting, I declare the meeting closed.

I would remind members that refreshments are now available in the foyer.



Ray Kellerman



