



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting
of the shareholders of CountPlus Limited (Company) will be held on:

Tuesday 19 November 2019

at 10:00am

**Grant Thornton Australia
Level 17, 383 Kent Street
Sydney NSW 2000**

NOTICE OF ANNUAL GENERAL MEETING



ITEMS OF BUSINESS

Business

Financial Statements and Reports

To receive and consider the annual financial report of the Company and its controlled entities and the reports of the Directors and of the auditors for the year ended 30 June 2019.

Resolutions

Re-Election of Directors

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

1. "That Kate Hill (who, retires by rotation in accordance with the Company's constitution and, being eligible, offers herself for re-election), be re-elected as a Director of the Company."
2. "That Ray Kellerman (who, retires by rotation in accordance with the Company's constitution and, being eligible, offers himself for re-election), be re-elected as a Director of the Company."

Adoption of Remuneration Report

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

3. "To adopt the Remuneration Report for the financial year ended 30 June 2019 as set out in the Company's 2019 Annual Report."

Note: The vote on this resolution is advisory only and does not bind the Directors of the Company.

Adjustment of Remuneration and grant of Performance Rights to the Managing Director and CEO (Mr Matthew Rowe) and Pro-Rata Vesting

To consider and, if thought fit, to pass the following resolutions, as ordinary resolutions:

- 4A. "That the remuneration set by the Board of the Company for the Managing Director and CEO at its meeting on 23 August 2019 be approved."
- 4B. "That for the purpose of ASX Listing Rule 10.14 and all other purposes, the grant of up to 470,000 Performance Rights ('Performance Rights') under the CountPlus Employee Incentive Plan ('Plan') to the Managing Director and CEO, Matthew Rowe, in accordance with the terms of the 2019 LTI Award as described in the Explanatory Notes accompanying this Notice of Meeting be approved".
- 4C. "That for the purpose of the Corporations Act 2001 and all other purposes, the pro-rata vesting of the Performance Rights under the Plan in the event of cessation of Mr Rowe's employment as described in the Explanatory Notes accompanying this Notice of Meeting be approved."

Non-Executive Directors' Remuneration

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

5. "That \$700,000 be fixed as the maximum total amount of remuneration to be paid to Non-Executive Directors of the Company for their services as Non-Executive Directors in any year (excluding reasonable travel, accommodation and other expenses, retirement benefits, and payments under an indemnity) for the purposes of Clause 10.7 of the Constitution of the Company, Listing Rule 10.17 and for all other purposes."

INFORMATION FOR SHAREHOLDERS

Voting Entitlements

For the purpose of the Meeting, securities will be taken to be held by the persons who are registered as the holders of those securities at 7.00pm (Sydney time) on Sunday, 17 November 2019.

Proxies

A member entitled to attend and vote, is entitled to appoint one proxy if the member is entitled to cast one vote, or two proxies if the member is entitled to cast two or more votes to attend and vote instead of that member. If two proxies are appointed, you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 on the Proxy Form.

A proxy need not be a member of the Company.

A proxy form and the power of attorney or authority (if any) under which it is signed or a copy of that power of attorney or authority certified as a true copy, must be lodged not less than 48 hours before the commencement of the Meeting, by 10.00am (Sydney time) on Sunday, 17 November 2019.

Proxy vote if appointment specifies way to vote

Section 250BB of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- ▶ the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- ▶ if the proxy has two or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- ▶ if the proxy is the Chair of the Meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- ▶ if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-Chair proxy to Chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- (b) the appointed proxy is not the Chair of the Meeting; and
- (c) at the Meeting, a poll is duly demanded on the resolution; and
- (d) either of the following applies:
 - (i) if a record of attendance is made for the Meeting – the proxy is not recorded as attending;
 - (ii) the proxy does not vote on the resolution;

the Chair of the Meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution of the Meeting.

Proxy voting on Resolutions 3, 4A, 4B, 4C and 5, and voting by Chair

The Key Management Personnel of the Company and their closely related parties will not be able to vote your proxy on Resolutions 3, 4A, 4B, 4C and 5 unless you direct them how to vote by marking the voting boxes for that Resolution. If you intend to appoint a Key Management Personnel (or their closely related party) as your proxy, please ensure that you direct them how to vote on Resolutions 3, 4A, 4B, 4C and 5.

The directors of the Company and their closely related parties will not be able to vote on your proxy on Resolution 5.

If you intend to appoint the Chair of the Meeting as your proxy, you can direct him to vote by marking the relevant boxes on the Proxy Form. If you sign and return your Proxy Form and do not provide any voting directions, you will be deemed to have expressly authorised the Chair of the Meeting (where he is appointed your proxy or becomes your proxy by default) to cast your vote on Resolutions 3, 4A, 4B, 4C and 5 even though those Resolutions are connected with the remuneration of the Key Management Personnel or the Board.

The Chair of the Meeting intends to vote any undirected proxies held by him in favour of all items of business.

The Proxy Form may be lodged using the reply-paid envelope or:

In Person	Share Registry Computershare Investor Services Pty Limited Level 3, 60 Carrington Street, Sydney NSW 2000
By Mail Registered Office	Share Registry Computershare Investor Services Pty Limited GPO Box 242, Melbourne VIC 3001
By Fax	1800 783 447 (<i>within Australia</i>) + 61 3 9473 2555 (<i>outside Australia</i>)
Electronically	www.investorvote.com.au

By order of the Board



Narelle Wooden
Company Secretary

EXPLANATORY NOTES ON RESOLUTIONS

Resolution 1

Re-Election of Ms Kate Hill

Shareholder approval is sought for the re-election of Ms Kate Hill who, retires by rotation in accordance with the Company's constitution and, being eligible, offers herself for re-election as a Director of the Company.

Details of the qualifications and experience of Ms Hill are as follows:

Kate Hill is an independent Non-Executive Director of CountPlus Limited, chair of the Audit and Risk Committee and member of the Acquisitions Committee. She is also an Independent Non-Executive Director of Elmo Software Limited (ASX:ELO) where she serves as Chair of the Audit and Risk Committee, and is a member of the Remuneration and Nominations Committee. She is Chair of Seeing Machines Limited (AIM: SEE) and also Chair of the Audit and Risk Committee. She is the Company Secretary of Kazia Therapeutics Limited (ASX:KZA, Nasdaq: KZIA).

Kate has over 20 years' experience as an audit partner with Deloitte Touche Tohmatsu, working with ASX listed and privately-owned clients. She has worked extensively in regulated environments including assisting with Initial Public Offerings, capital raising and general compliance, as well as operating in an audit environment. She held a variety of leadership and executive roles in Deloitte and served for a period on the Board of Partners of the Australian firm.

Kate holds a Bachelor of Science (Hons) from Bristol University, is a member of the Institute of Chartered Accountants in Australia and New Zealand, and a graduate of the Australian Institute of Company Directors. Prior to submitting herself for re-election, Ms Hill has acknowledged to the Company that she will have sufficient time to fulfil her responsibilities as a Director.

Directors' Recommendation

The Board (with Ms Hill absent and not voting) unanimously recommends that shareholders vote in favour of the re-election of Ms Hill.

Resolution 2

Re-Election of Mr Ray Kellerman

Shareholder approval is sought for the re-election of Mr Ray Kellerman who, retires by rotation in accordance with the Company's constitution and, being eligible, offers himself for re-election as a Director of the Company.

Details of the qualifications and experience of Mr Kellerman are as follows:

Ray has over 30 years of experience in the financial services industry including in the funds management, financial advisory, life insurance and corporate and structured finance industries. Previous appointments include Independent Chairman of ClearView Wealth, an ASX listed life insurance and financial services company, and Independent Chairman of Credit Suisse Asset Management Australia. Prior to this he was with Perpetual Trustees Australia for 10 years before establishing his own financial services and compliance advisory business in 2001.

Ray is an owner and Executive Director of Quentin Ayers, an implemented asset advisor specialising in alternative private market investments. He holds qualifications in law, economics, investment securities and management.

Ray currently acts as a director for Goodman Funds Management Australia, Foundation Life New Zealand and Ryder Capital. He is also active in a number of governance related roles for some major fund managers operating in Australia.

Ray was appointed a Director of CountPlus in January 2017 and Chairman in April 2017. Prior to submitting himself for election, Mr Kellerman has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

Directors' Recommendation

The Board (with Mr Kellerman absent and not voting) unanimously recommends that shareholders vote in favour of the re-election of Mr Kellerman.

Resolution 3

Adoption of Remuneration Report

Directors of listed public companies are required to provide detailed disclosure of Director and senior executive remuneration in the Directors' Report. These disclosures are set out in the Remuneration Report on pages 28 to 33 of the 2019 CountPlus Annual Report.

The Corporations Act requires a listed company to put the Remuneration Report for each financial year to a resolution of members at their Annual General Meeting. Under section 250R(3) of the Corporations Act, the vote is advisory only and does not bind the Directors or the Company. However, if at least 25% of the votes cast on Resolution 3 are against adoption of the Remuneration Report at two consecutive Annual General Meetings (each, an AGM) (each such vote commonly referred to as the 'first strike' and 'second strike' respectively), the Company will be required to put to shareholders at the second of those AGMs a resolution proposing the calling of an Extraordinary General Meeting to be held within 90 days of the second AGM. At this Extraordinary General Meeting, all of the Company's Directors in office at the time of the Directors' resolution to make the Directors' Report containing that second Remuneration Report (other than the Managing Director) will cease to hold office but may stand for re-election.

Please see the Remuneration Report section of the 2019 CountPlus Annual Report for further detail.

Directors' Recommendation

The Board unanimously recommends that shareholders vote in favour of the 2019 Remuneration Report.

Resolution 4A

Approval of remuneration package for Managing Director and CEO (Mr Matthew Rowe)

The Board of the Company has determined at its meeting on 23 August 2019 that the remuneration of the Chief Executive Officer of the Company, Mr Matthew Rowe be amended as follows:

- (a) Fixed annual remuneration (base salary and superannuation) (FAR) of \$500,000. Mr Rowe's current FAR is \$448,950;
- (b) A short term incentive target of 50% of FAR of which two thirds (2/3) is payable at the end of the year earned and the remaining portion deferred for 12 months. Mr Rowe's current short term incentive target is 100% of base salary. Given that the two year turnaround strategy is now complete, the relative weighting of Mr Rowe's variable incentives will now shift to long term performance delivery. Performance is evaluated by the Board against a balanced scorecard of KPIs of which 50% are financial KPIs and 50% are non-financial KPIs; and
- (c) A long term incentive target of 75% of FAR. Mr Rowe's current long term incentive target is 20% of base salary. As explained above, the variable incentive relative weighting will now shift to long term performance delivery.

Please refer to Resolutions 4(b) and 4(c) for further detail on the vesting, service and performance conditions of the long term incentive Performance Rights.

Directors' Recommendation

The Board (with Mr Rowe absent and not voting) considers the proposed remuneration of Mr Rowe to be appropriate in all circumstances and unanimously recommends that shareholders vote in favour of the approval of the remuneration package for Mr Rowe and Resolution 4A.

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 4A by or on behalf of any of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a closely related party of such a person, in any capacity (including as proxy).

However, votes on Resolution 4A will not be disregarded if they are cast as proxy for a person entitled to vote on Resolutions 4A:

- (c) in accordance with a direction as to how to vote in the Proxy Form; or
- (d) by the Chair of the Meeting where the proxy appointment expressly authorises the Chair to exercise an undirected proxy even if the resolution is connected directly or indirectly with the remuneration of a Key Management Personnel.

Resolutions 4B and 4C

Grant of Performance Rights to the Managing Director and CEO (Mr Matthew Rowe) and Pro-Rata Vesting

Shareholder approval is sought for the grant of up to 470,000 Performance Rights ('Performance Rights') to the Managing Director and CEO, Matthew Rowe, under the CountPlus Employee Incentive Plan ('Plan') established in November 2017 and approved by the Board ('2019 LTI Award'), and for the pro-rata vesting of the Performance Rights in certain circumstances and in the event that Mr Rowe ceases employment with the Company.

Why Shareholder approval is being sought

ASX Listing Rule 10.14 states that a listed company must not permit a Director to acquire securities under an employee incentive scheme without Shareholder approval given by ordinary resolution. The purpose of Resolution 4B is to obtain Shareholder approval for the proposed grant of the Performance Rights to Mr Rowe under the 2019 LTI Award.

In addition, the Company seeks Shareholder approval pursuant to section 200E of the Corporations Act for the pro-rata vesting of the Performance Rights in limited circumstances and in the event that Mr Rowe ceases to be employed by the Company, as specified in the terms of the 2019 LTI Award. These circumstances include retirement, redundancy, death or permanent incapacity.

Under section 200B of the Corporations Act, the Company may only give a person a benefit in connection with their ceasing to hold a managerial or executive office in the Company if it is approved by Shareholders under section 200E of the Corporations Act or an exemption applies. The term 'benefit' may include the pro-rata vesting of the Performance Rights in the limited circumstances outlined above where Mr Rowe ceases to be employed by the Company. This pro-rata vesting of the Performance Rights, in these circumstances, may amount to the giving of a termination benefit requiring Shareholder approval, and as such, approval is sought for this purpose.

Based on the 2018 LTI Award approved at the Annual General Meeting in November 2018, the Managing Director and CEO has been granted 140,182 Performance Rights.

Mr Matthew Rowe is the only director entitled to participate in the Plan.

There is no loan for the Performance Rights granted, given that no consideration is payable for the grant of the Performance Rights or upon exercise should they vest.

Maximum number of Performance Rights to be issued to Mr Rowe

If Shareholder approval is granted, the maximum number of Performance Rights that may be granted to Mr Rowe is set at 470,000 (LTI Award).

Mr Rowe's Executive Service Agreement provides that (subject to Shareholder approval) he will be awarded an annual long-term incentive calculated based on 75% of his fixed annual remuneration (FAR). Subject to Shareholder approval, his FAR will equate to \$500,000, therefore the LTI Award value is \$375,000. The number of Performance Rights is determined by dividing the LTI Award value (\$375,000) by the 30-day Volume Weighted Average Price (VWAP) of Company shares at the grant date. The 30-day VWAP will be independently calculated. Since the number of rights to be offered to Matthew Rowe for the 2019 LTI Award is unknown at the date of this Notice, a limit of no more than 470,000 will be issued.

Price of Performance Rights

The Performance Rights will be granted at no cost to Mr Rowe. Once the Vesting Conditions (described below) are met (or waived), the Performance Rights will vest and can be exercised for nil exercise price.

On exercise, Mr Rowe will be entitled to receive one fully paid ordinary share for each Performance Right.

Importantly, no value will be received by Mr Rowe if the Performance Rights lapse prior to the vesting dates.

The 'fair value' of the Performance Rights for accounting purposes will be determined at their grant date and the value expensed over the relevant service period after taking account of any market and non-market vesting conditions, in accordance with Australian equivalent of the International Financial Reporting Standards (AIFRS-2).

Grant Date

It is intended that, if this Resolution is approved by shareholders, the Performance Rights will be granted immediately after this Meeting, and in any case no later than 12 months after the date of this Meeting.

Vesting Date

The vesting date for the Performance Rights will be 19 November 2023 (Vesting Date), subject to meeting the Vesting Conditions (described below). Any unvested Performance Rights will expire on 20 December 2023 if they have not lapsed or been forfeited earlier.

Vesting Conditions

The number of Performance Rights which will vest is dependent on and subject to the 2019 LTI Award Service and Performance Conditions (together Vesting Conditions) set out below.

In addition, if, in the Board's opinion, Mr Rowe has acted fraudulently or dishonestly or is in breach of his material obligations to the Company, the Board may determine that any or all of his Performance Rights which have not yet vested, lapse.

Service Condition

The Service Condition is that Mr Rowe must remain employed with the Company for a continuous period of four years from the grant date of the Performance Rights.

Performance Conditions

In addition to the Service Condition described above, there are two performance hurdles – earnings per share growth and return on equity. Up to 50% of the Performance Rights are earned in respect of each hurdle.

Diluted EPS (Earnings per Share) Tranche (50%)

Up to 50% of the Performance Rights (Diluted EPS Tranche) will vest if the Company's earnings per share (EPS) achieves a diluted compound earnings growth rate of between 10% and 12.5% per annum averaged over four consecutive financial years commencing on 1 July 2019 (Diluted EPS Growth) as illustrated in the table below.

Diluted EPS Growth	% of Performance Rights in Diluted EPS Tranche that will vest
< 10%	0%
≥ 10%	20%*
12.5% or more	100%

* Proportional straight-line vesting of 20% to 100% for Diluted EPS Growth of 10% to 12.5%.

Base year diluted EPS for the purpose of compounding has been deemed to be 3.33 cents per share.

The deemed Base year diluted EPS has been determined by normalising the FY2019 net profit after tax (NPAT). The following major adjustments to FY2019 NPAT included:

- ▶ One-off M&A transaction costs (+1.752M)
- ▶ Impairment of intangible assets (+1.060M)
- ▶ One-off litigation costs (+0.1M)
- ▶ Net gain on sale of product (–0.9M)
- ▶ Pro-forma tax due to one-off adjustments (+0.1M)

***Please Note:** The Board has the discretion to adjust for material one-off impacts to EPS to ensure the intent and integrity of this hurdle is preserved.*

Return on Equity (ROE) Tranche (50%)

Up to 50% of the Performance Rights (ROE Tranche) will be subject to a Company return on equity (ROE) of between 9% and 15% p.a. averaged over the four consecutive financial years, commencing on 1 July 2019 (Average ROE), as illustrated in the table below.

Average ROE	% of Performance Rights in ROE Tranche that will vest
< 9%	0%
≥ 9%	10%*
15% or more	100%

* Proportional straight-line vesting of 10% to 100% for Average ROE over four years of between 9% and 15%.

ROE is net profit after tax as a percentage of average shareholders' funds calculated under the Australian equivalent of the International Financial Reporting Standards.

Average ROE will be calculated by dividing the cumulative net profit after tax for the four years ended 30 June 2023 by average shareholders' funds over the same period.

Any Performance Rights which fail to meet the relevant Vesting Conditions before the Vesting Date will expire on 20 December 2023. There will be no re-testing.

Other Conditions

Change of control: On a takeover or change in control of the Company any unvested Performance Rights may vest on a pro-rata basis based on the most current financial reports available at the time the change of control occurs (unless otherwise determined by the Board). The pro-rata period will be calculated from the Performance Rights grant date to the change of control date. If Mr Rowe remains employed with the Company after a change of control has occurred, and assuming the Company remains listed, any unvested Performance Rights will remain available for vesting at their original Vesting Dates.

Cessation of employment: If Mr Rowe ceases employment before the Vesting Conditions are satisfied, the Performance Rights will automatically lapse (unless the Board determines otherwise).

In the case of cessation of employment because of retirement, redundancy, death or permanent incapacity, the Board may approve a pro-rata vesting of the Performance Rights. The number of Performance Rights that may vest on cessation of Mr Rowe's employment in these circumstances will be calculated as follows:

$\frac{(\text{Date of Grant to Date of termination}) \text{ (in days)}}{(\text{Date of Grant to Intended Vesting Date}) \text{ (in days)}}$	X	No. of Performance Rights held on cessation
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Other Information

- ▶ Shares issued pursuant to the exercise of vested Performance Rights will rank equally with fully paid ordinary shares then on issue in the Company.
- ▶ The Performance Rights are not transferable.
- ▶ Mr Rowe will be prohibited from mortgaging or granting any security over his interests in the Performance Rights, or entering into any hedging arrangements in respect of the Performance Rights.
- ▶ If Shareholder approval is obtained, details of the Performance Rights granted to Mr Rowe under the 2019 LTI Award will be provided in the Remuneration Reports for each relevant subsequent year.
- ▶ For the purposes of exception 14 of ASX Listing Rule 7.2, it is noted that if approval is given by shareholders under ASX Listing Rule 10.14 for the grant of the Performance Rights to Mr Rowe, approval for such grant is not required under ASX Listing Rule 7.1.
- ▶ For the purposes of section 200E of the Corporations Act, the value of the any termination benefits that may be given to Mr Rowe by reason of pro-rata vesting of the Performance Rights (if his employment ceases in certain circumstances) as described above cannot be determined in advance. This is because, in addition to the circumstances referred to above, the value of such benefits at the date of cessation of employment may also depend on:
 - ▶ the market price of Company's shares at the time the employment ceases;
 - ▶ the performance against the performance conditions at the time the employment ceases;
 - ▶ the part of the service period has elapsed at the time the employment ceases; and
 - ▶ the number of Performance Rights that lapse on cessation of employment.

Directors' Recommendation

The Board (with Mr Rowe absent and not voting) considers the grant of Performance Rights to Mr Rowe to be appropriate in all circumstances and unanimously recommends that shareholders vote in favour of the grant of the Performance Rights to Mr Rowe and Resolutions 4B and 4C.

Voting Exclusion Statement

The Company will disregard any votes cast on Resolutions 4B and 4C by or on behalf of any of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a closely related party of such a person, in any capacity (including as proxy).

However, votes on Resolutions 4B and 4C will not be disregarded if they are cast as proxy for a person entitled to vote on Resolutions 4B and 4C:

- (c) in accordance with a direction as to how to vote in the Proxy Form; or
- (d) by the Chair of the Meeting where the proxy appointment expressly authorises the Chair to exercise an undirected proxy even if the resolution is connected directly or indirectly with the remuneration of a Key Management Personnel.

In addition, in accordance with the ASX Listing Rules, the Company will disregard any votes cast on Resolution 4B by any director of the Company entitled to participate in the Plan and any associate of those persons. However, the Company will not disregard a vote cast on Resolution 4B if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chair of the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Resolution 5

Non-Executive Directors Remuneration

Clause 10.7 of the Constitution of the Company provides that:

“Subject to clause 10.7(g), the Company may pay or provide to the Non-Executive Directors fees in an amount or value determined by the Board which does not in any financial year exceed in aggregate the amount last determined by the Company in general meeting (or until so determined, \$500,000). This clause does not apply to any payments made pursuant to clauses 10.7(f), 10.7(h), 10.7(j), 10.7(k) and 11.2.”

The aggregate remuneration currently authorised to be paid to all Non-Executive Directors is \$500,000 as at the date of this Notice of Meeting. In the context of the Company having recently acquired Count Financial Limited ACN 001 974 625, it is anticipated that an additional Non-Executive Director may be appointed to further complement the skills of the current board. In order to facilitate future changes to Non-Executive Director remuneration given market movements and changes in the size of the Company, an increase in the aggregate remuneration payable to all of the Company's Non-Executive Directors is sought to \$700,000, being an increase of \$200,000.

No securities have been issued to a Non-Executive Director under Listing Rule 10.1 or 10.14 with the approval of the Shareholders of the Company or at any time within the preceding three years.

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 5 by or on behalf of any of the following persons:

- (a) a Director of the Company (regardless of the capacity in which the vote is cast); or
- (b) a closely related party of such a person (regardless of the capacity in which the vote is cast); or
- (c) as a proxy by a member of the KMP of the Company or a closely related party of such person.

However, votes on Resolution 5 will not be disregarded if they are cast as proxy for a person entitled to vote on Resolution 5:

- (d) in accordance with a direction as to how to vote in the Proxy Form; or
- (e) by the Chair of the Meeting where the proxy appointment expressly authorises the Chair to exercise an undirected proxy even if the resolution is connected directly or indirectly with the remuneration of a Non-Executive Director.

CUP
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by 10:00am (AEDT) Sunday 17 November 2019.

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

ATTENDING THE MEETING

If you are attending in person, please bring this form with you to assist registration.

Corporate Representative

If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

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Online:

Use your computer or smartphone to appoint your proxy and vote at www.investorvote.com.au or scan your personalised QR code below using your smartphone.

Your secure access information is



Control Number: 999999
SRN/HIN: I999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/we being a member/s of Countplus Limited hereby appoint



the Chairman
of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Countplus Limited to be held at Grant Thornton Australia, Level 17, 383 Kent Street, Sydney NSW 2000 on Tuesday, 19 November 2019 at 10:00am and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 3, 4A, 4B, 4C and 5 (except where I/we have indicated a different voting intention in step 2) even though Items 3, 4A, 4B, 4C and 5 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 3, 4A, 4B, 4C and 5 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
1	Re-Election of Director - Ms Kate Hill	☐	☐	☐
2	Re-Election of Director - Mr Ray Kellerman	☐	☐	☐
3	Adoption of Remuneration Report	☐	☐	☐
4A	Approval of remuneration package for Managing Director and CEO (Mr Matthew Rowe)	☐	☐	☐
4B	Grant of Performance Rights to the Managing Director and CEO (Mr Matthew Rowe) - Performance Rights	☐	☐	☐
4C	Grant of Performance Rights to the Managing Director and CEO (Mr. Matthew Rowe) - pro-rata vesting of the Performance Rights	☐	☐	☐
5	Increase in Maximum Annual Remuneration of Non-Executive Directors	☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

CUP

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Computershare





