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**ASX Release**

20 July 2026

## Count to complete Oracle Group Acquisition on adjusted consideration with increased cost synergies expected

Following the 31 March 2026 announcement regarding the acquisition of 100% of the Oracle Group (the **Acquisition**), Count Limited (ASX:CUP) (**Count** or the **Company**) is pleased to confirm that it today expects to complete the Acquisition. The final Acquisition consideration and earn-out amounts have been adjusted to reflect the actual Oracle Group FY2026 normalised EBITA.

In addition, Count is pleased to report that it has identified further expected cost synergies over and above the estimate provided at the time of announcing the Acquisition.

### Final Acquisition consideration and earn out

The final Acquisition consideration amounts have been updated to reflect Oracle's FY2026 Actual normalised EBITA (incorporating adjustments) of $9.1 million at the same multiple of 7.2x. This represents a year-on-year earnings increase of +5% over the FY2025 normalised EBITA of $8.6 million. The upfront Acquisition enterprise value is approximately $65.6 million subject to customary completion adjustments in relation to net debt and net working capital.

Key variances to the February 2026 Oracle Group forecast of approximately $10.0 million include accounting work in progress write-offs, higher than expected 2H FY2026 Accounting employee turnover, unavoidable business disruption associated with Acquisition completion activities and global investment market volatility.

The final revised terms are as follows;

- upfront consideration of approximately $49.0 million (subject to customary completion adjustments) payable on completion, comprising approximately $45.6 million in cash (subject to customary completion adjustments) and approximately $3.4 million in new Count shares to be issued to certain existing Oracle Group shareholders on or around 28 August 2026, being shortly after the announcement of Count's FY2026 financial results. These new Count shares will be issued at the same price per share as the Acquisition equity raising offer price;

- deferred cash consideration of up to $16.6 million in aggregate, payable following the first and second anniversaries following completion subject to the achievement of agreed performance milestones; and

- earn-out cash consideration of up to $12.6 million in aggregate which may be payable following the first and second anniversaries following completion subject to the achievement of agreed performance milestones during the first and second years following completion.

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Together, this represents a reduction in upfront consideration of approximately $4.8 million and a reduction in total potential aggregate consideration of approximately $3.9 million, with a greater proportion of aggregate consideration being subject to earn-out milestones.

**Additional expected cost synergies identified by Count**

As part of its detailed integration planning, Count has identified further expected cost synergies and is pleased to increase the expected annualised pre-tax synergy run rate to $1.25 million, up from the initial $1.0 million estimate, which are expected to be realised within the next 24 months.

The Earnings Per Share (EPS) and balance sheet impacts of the Acquisition remain in line with those stated in the ASX release dated 31 March 2026.

**Funding considerations**

Count will fund the Acquisition through cash raised from the equity raising announced on 31 March 2026 and existing Westpac debt facilities which will be refinanced post completion by the enhanced CBA debt acquisition facility announced on 13 July 2026.

Consistent with its strategy, Count continues to pursue a number of potentially attractive acquisition opportunities. The balance sheet strength provided by the recent equity raising and the CBA acquisition facility positions Count well to explore compelling opportunities of this nature.

**Compelling Acquisition**

Count Chief Executive Officer, Hugh Humphrey, said:

“Oracle Group is a strategic asset that accelerates Count's strategy to building Australia's leading integrated wealth accounting platform.”

“With the ACCC notification waiver received, increased synergies identified, an enhanced debt funding facility in place and integration well progressed, we are energised about realising our growth ambitions.”

“We are delighted to announce ‘Count Wealth’ as the fresh, new retail brand to replace Oracle Group. This compelling, client-centered proposition leverages 46 years of trusted Count history and provides a consistent national platform to reach more clients and accelerate growth.”

“Key employees of Oracle Group including Financial Advisers and Accountants have been secured and welcomed into Count Wealth. We have already appointed new leadership for the accounting and wealth businesses and we are excited to realise the benefits of our combined scale and service offering and shared obsession for delivering great client outcomes.”

**Authorisation**

This announcement has been authorised for release to the ASX by the Board of Directors of Count Limited.

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**Important Information – Forward Looking Statements**

This announcement contains forward-looking statements in relation to expected EPS accretion and anticipated cost synergies arising from the Acquisition. These statements are identified by words such as "expect", "anticipate", "target" and similar expressions. Forward-looking statements are based on assumptions and contingencies which are subject to change without notice and involve known and unknown risks and uncertainties beyond the control of Count. They are provided as a general guide only and should not be relied on as an indication or guarantee of future performance. Actual results may differ materially from those expressed or implied in such statements. Except as required by law or regulation, Count assumes no obligation to update these forward-looking statements. No representation or warranty, express or implied, is made as to the accuracy, likelihood of achievement or reasonableness of any forward-looking statement contained in this announcement.