



Notice of

**ANNUAL
GENERAL
MEETING**

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

Thursday 23 November 2017

10.00am

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

ITEMS OF BUSINESS

1

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 2017.

2

ADOPTION OF REMUNERATION REPORT

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

“To adopt the Remuneration Report for the financial year ended 30 June 2017 as set out in the Company’s 2017 Annual Report.”

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company. However, if 25% or more of the votes cast on this resolution are against this resolution, the spill meeting resolution below will be required to be put to shareholders for their consideration and vote.

VOTING EXCLUSION STATEMENT

The Company will disregard any votes cast on Item 2 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 Item 2 will not be disregarded if they are cast as proxy for a person entitled to vote on Item 2:

- (a) in accordance with a direction as to how to vote in the Proxy Form; or
- (b) by the Chairman of the meeting where the proxy appointment expressly authorises the Chairman to exercise an undirected proxy even if the resolution is connected directly or indirectly with the remuneration of a key management personnel.

3

LONG TERM INCENTIVE (LTI) FOR THE CHIEF EXECUTIVE OFFICER AND MANAGING DIRECTOR

Grant of Performance Rights to the CEO and Managing Director, Matthew Rowe

RESOLUTION 1

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

“That approval is given for all purposes, including ASX Listing Rule 10.14 and sections 200B and 200E of the Corporations Act 2001 (Cth), for:

- (1) *The grant of up to 175,000 Performance Rights (**Performance Rights**) under the CountPlus Employee Incentive Plan (**Plan**) to the Chief Executive Officer and Managing Director, Matthew Rowe, in accordance with the terms of the 2017 LTI Award as described in the Explanatory Statement accompanying this Notice of Meeting;*
- (2) *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 Statement accompanying this Notice of Meeting.”*

Voting Exclusion Statements

The Company will disregard any votes cast on Item 3 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 Item 3 will not be disregarded if they are cast as proxy for a person entitled to vote on Item 3:

- (c) in accordance with a direction as to how to vote in the Proxy Form; or
- (d) by the Chairman of the meeting where the proxy appointment expressly authorises the Chairman 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 of Item 3 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 Item 3 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 Chairman 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.

4

ELECTION OF DIRECTOR MR RAY KELLERMAN

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

*“That **Ray Kellerman** (who, having been appointed as a Director since the last Annual General Meeting, retires in accordance with the Company’s constitution and, being eligible, offers himself for election), be elected as a Director of the Company.”*

5 **ELECTION OF DIRECTOR MS KATE HILL**

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

“That **Kate Hill** (who, having been appointed as a Director since the last Annual General Meeting, retires in accordance with the Company’s constitution and, being eligible, offers herself for election), be elected as a Director of the Company.”

6 **SPILL MEETING (CONDITIONAL)**

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

- (1) a general meeting of the Company (the Spill Meeting) be held within 90 days of the passing of this resolution;
- (2) all of the Non-Executive Directors in office when the resolution to make the Directors’ Report for the financial year ended 30 June 2017 was passed and who remain in office at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and
- (3) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote at the Spill Meeting.”

VOTING EXCLUSION STATEMENT

The Company will disregard any votes cast on Item 6 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 Item 6 will not be disregarded if they are cast as proxy for a person entitled to vote on Item 6:

- (c) in accordance with a direction as to how to vote in the Proxy Form; or
- (d) by the Chairman of the meeting where the proxy appointment expressly authorises the Chairman to exercise an undirected proxy even if the resolution is connected directly or indirectly with the remuneration of a key management personnel.

By order of the Board

Angus Finney

Company Secretary

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 **Tuesday, 21 November 2017**.

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 Tuesday, 21 November 2017.

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:

- > proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (ie as directed); and
- > If the proxy has 2 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 (ie 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 (ie 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 Items 2, 3 and 6 and voting by Chairman

The key management personnel of the Company and their closely related parties will not be able to vote your proxy on Items 2, 3 or 6 unless you direct them how to vote by marking the voting boxes for that Item. 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 Items 2, 3 and 6.

If you intend to appoint the Chairman 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 Chairman of the Meeting (where he is appointed your proxy or becomes your proxy by default) to cast your vote on Items 2, 3 and 6 even though those Items are connected with the remuneration of the key management personnel.

The Chairman of the meeting intends to vote any undirected proxies held by him in favour of all items of business other than Item 6; and the Chairman intends to vote any undirected proxies held by him against Item 6.

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

In Person *Registered Office* – Level 17, 1 Margaret Street, Sydney NSW 2000
or
Share Registry – Computershare Investors Services Pty Limited,
Level 4, 60 Carrington Street, Sydney NSW 2000

By Mail *Registered Office* – GPO Box 1453, Sydney NSW 2001
or
Share Registry – Computershare Investor Services Pty Limited,
GPO Box 242, MELBOURNE VIC 3001

By Fax 1800 783 447 (within Australia)
+ 61 3 9473 2555 (outside Australia)

Electronically www.investorvote.com.au

EXPLANATORY NOTES ON RESOLUTIONS

Item 1

Financial Statements and Reports

The Corporations Act 2001 (Cth) (Corporations Act) requires the Company to lay its Financial Report and the reports of the Directors and auditor for the last financial year before the Annual General Meeting.

No resolution is required for this item, but shareholders will be given the opportunity to ask questions and to make comments on the reports and the management and performance of the Company.

The Company's auditor will be present at the Meeting and shareholders will be given the opportunity to ask the auditor questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company and the independence of the auditor.

The 2017 Annual Report is available on the Company's website at www.countplus.com.au

Item 2

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 25 to 30 of the 2017 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 Item 2 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.

Last year, the Company received a 'first strike' as more than 25% of the votes cast on the resolution to adopt the 2016 Remuneration Report were cast against it (with 65% of the votes cast in favour of the adoption of the 2016 Remuneration Report). It is noted that only 2.07% of all shares voted against the 2016 Remuneration Report. Therefore, if the Company receives a 'second strike' at this Meeting, it will be required to put Item 6 to the Meeting to determine whether all the Company's Non-Executive Directors (who were in office at the time the 2017 Remuneration Report was considered) will need to stand for re-election at an extraordinary general meeting to be held within 90 days of this Meeting.

The Company did not receive any specific feedback at the AGM regarding its remuneration practices.

During the year a significant Board and executive reorganisation has occurred including departure of the former CEO. The Board has sought to address the remuneration report issues by lowering the new CEO/Managing Director's base salary and putting appropriate hurdles in place for short term ("STI") and long term incentives ("LTI") as noted at Item 3 below. Remuneration consultants Aon Hewitt have provided advice on structuring of this remuneration as noted in the Remuneration Report section of the 2017 CountPlus Annual Report.

The hurdles in the CEO/Managing Director's LTI relating to the CountPlus Group's financial performance for FY18 and the achievement of individual Key Performance Indicators (KPI's) seek to align interests to the benefit of the Company and shareholders. The Board is confident that shareholders will accept this refocused remuneration structure and a "second strike" will not be received. Please see the Remuneration Report section of the 2017 CountPlus Annual Report for further detail.

The Board unanimously recommends that shareholders vote in favour of the 2017 Remuneration Report.

Item 3

Long term incentive (LTI) for the Chief Executive Officer and Managing Director

Item 3 seeks shareholder approval for the grant of up to 175,000 Performance Rights (Performance Rights) to the CEO and Managing Director, Matthew Rowe, under the CountPlus Employee Incentive Plan (2017 LTI Award).

Shareholder approval is also being sought 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 Item 3 is to obtain shareholder approval for the proposed grant of the Performance Rights to Mr Rowe under the 2017 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 2017 LTI Award and the rules of the Plan ('Plan Rules'). These circumstances include retirement, redundancy, death or permanent incapacity.

Under sections 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.

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 175,000 (LTI Award).

Mr Rowe commenced employment as the new CEO and Managing Director on 24 February 2017. Mr Rowe's Executive Service Agreement provides that subject to shareholder approval he will be awarded an annual long term incentive calculated based on 20% of his fixed annual remuneration (FAR). Currently, his FAR equates to \$410,000, therefore the LTI Award value is \$82,000. The number of Performance Rights is determined by dividing the LTI Award value (\$82,000) by the 30 day Volume Weighted Average Market Price (VWAMP) of CUP securities at the grant date. The 30 day VWAMP will be independently calculated. Therefore, the number of rights to be offered to Matthew Rowe for the 2017 LTI Award is unknown at the date of this Notice, therefore a limit of no more than 175,000 will be issued.

The Company's Remuneration Committee has concluded that the remuneration package for Mr Rowe (including the proposed Performance Rights) is reasonable and appropriate having regard to the circumstances of the Company and Mr Rowe's duties and responsibilities. For full details of Mr Rowe's remuneration entitlements were set out in ASX release on 29 May 2017.

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 exercisable 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 AIFRS-2.

Grant Date

It is intended that, if this Item 3 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 24 November 2020 (Vesting Date), subject to meeting the Vesting Conditions (described below). Any unvested Performance Rights will lapse on 24 December 2020 if not lapsed or forfeited earlier.

Vesting Conditions

The number of Performance Rights which will vest is dependent on and subject to the 2017 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 3 years from the grant date of the Performance Rights.

Performance Condition

Internal Measure: Diluted EPS (Earnings per Share) Target (50%)

In addition to the Service Condition described above, up to 50% (or no more than 87,500) 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 three consecutive financial years commencing on 1 July 2017 (**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 EPS for the purpose of compounding has been deemed to be 3.37 cents per share. A deemed base year EPS has been determined by the Board because the actual Diluted EPS for FY2017 was negative and incapable of being used for the purposes of compounding.

The deemed Base year EPS has been determined by normalising the FY2017 net profit after tax (NPAT). The following major adjustments to FY2017 NPAT included:

- > Gain on deferred consideration (-\$1.1M)
- > Gain on disposal of subsidiary (-\$0.8M)
- > Impairment expense (+\$5M)
- > Fair value loss on investments (+\$0.3M)
- > Loss on disposal of investments (+\$1.1M)

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.

Internal Measure: Return on Equity (ROE) Target (50%)

In addition, up to 50% (no more than 87,500) of the Performance Rights (**ROE Tranche**) will be subject to a Group return on equity (**ROE**) of between 12.0% and 15% p.a. averaged over the three consecutive financial years, commencing 1 July 2017 (**Average ROE**), as illustrated in the Table below.

| Average ROE | % of Performance Rights in ROE Tranche that will vest |
|-------------|---|
| <12.0% | 0% |
| ≥12.0% | 20%* |
| 15% or more | 100% |

* Proportional straight-line vesting of 20% to 100% for Average ROE over three years of between 12.0% 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 three years ended 30 June 2020 by average shareholders' funds over the same period.

Any Performance Rights which fail to meet the relevant Vesting Conditions before the Vesting Date will lapse on 24 December 2020. 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:

$$\frac{(\text{Date of Grant} - \text{Date of termination})(\text{in days})}{(\text{Date of Grant} - \text{Intended Vesting Date})(\text{in days})} \times \text{No. of Performance Rights held on cessation}$$

Other Information

- > *As at the date of this Notice there have been no grants or issues of securities made under the Plan, as it is a newly established incentive plan. However, there are 2,839,113 shares issued and held under the Company's Loan Funded Share Plan to 105 employees, including shares that were issued to the previous CEO of the Company, Mr Phil Aris, and which were approved by shareholders at the 2015 and 2016 Annual General Meetings. Loans outstanding under the Loan Funded Share Plan total \$3,287,235.87. Mr Rowe has not been issued any shares or been made any grants under the Loan Funded Share Plan.*
- > *It is intended that only senior executives and Executive Directors be eligible to participate in the Plan. As at the date of this Notice, Mr Rowe is the only Executive Director of the Company.*
- > *No loan will be provided by the Company in relation to the grant or exercise of the Performance Rights.*
- > *The Performance Rights granted under the Plan will not be quoted.*
- > *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 2017 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.*

Director's 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 Item 3.

Item 4

Election of Director – Mr Raymond Kellerman

Shareholder approval is sought for the election of Mr Ray Kellerman who, having been appointed by the Board as a Director since the last Annual General Meeting, retires at this Annual General Meeting in accordance with the Company's constitution and offers himself for election.

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

Mr Kellerman was appointed Non-Executive Chairman and a Director of the Company in April 2017. He has almost 30 years' experience in the financial services industry, including leading roles with several funds management, financial advisory and insurance companies. He holds qualifications in law, economics, investment securities and management.

Mr Kellerman currently acts as a director for Goodman Funds Management Australia, Foundation Life New Zealand and Ryder Capital. He is a Director and owner of Quentin Ayers, an advisory firm specialising in private equity and alternative investments.

He acts in governance and management roles for several Australian fund managers. Previous roles have included acting as Independent Chairman of ASX-listed financial services company ClearView and Independent Chairman of Credit Suisse Asset Management Australia.

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.

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

Item 5

Election of Director – Ms Kate Hill

Shareholder approval is sought for the election of Ms Kate Hill who, having been appointed by the Board as a Director since the last Annual General Meeting, retires at this Annual General Meeting in accordance with the Company's constitution and offers herself for election.

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

Ms Hill is a recently appointed Director of the Company and former audit Partner with Deloitte Australia. Ms Hill joined the CountPlus Board in June 2017.

Ms Hill was the first female partner admitted to the Deloitte Australia Board of Partners (2000-2002) and the first female member of the Deloitte senior leadership team.

She has worked for many years advising listed companies and private businesses on growth. Ms Hill currently serves as director of the Westmead Medical Research Foundation and is a member of its Finance and Risk Committee. In addition, she serves as company secretary for Novogen Limited.

She holds a Bachelor of Science (Hons), is a member of the Institute of Chartered Accountants and is a graduate of the Australian Institute of Company Directors.

Prior to submitting herself for election, Ms Hill has acknowledged to the Company that she will have sufficient time to fulfil her responsibilities as a Director.

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

Item 6

Spill Resolution (Conditional)

This Item is a “conditional” resolution. If it is put to the Meeting and passed, it will only become effective if at least 25% of the votes cast on the Resolution to adopt the Remuneration Report (Item 2) are cast against that resolution (i.e. if the Company receives a ‘second strike’). If less than 25% of the votes cast are against adopting the Remuneration Report, then there will be no second strike and Item 6, even if passed, will not be effective.

*Item 6 will be considered as an ordinary resolution. If this resolution is passed and becomes effective, then it will be necessary for the Board to convene a further general meeting (**Spill Meeting**) of the Company within 90 days of this Meeting in order to consider the composition of the Board.*

If a Spill Meeting is held, each Director (other than the Managing Director and CEO) who:

- > held office at the date when the resolution to make the Directors’ Report for the financial year ended 30 June 2017 was passed; and*
- > continues in office at the date of the Spill Meeting,*

will automatically vacate office immediately before the end of the Spill Meeting unless they are willing to stand for re-election and are re-elected at that Spill Meeting.

Accordingly, even if Mr Ray Kellerman and Ms Kate Hill are elected by Shareholders at this Meeting, they will still need to be re-elected at the Spill Meeting to remain in office after the Spill Meeting.

The other Director who will cease to hold office if she is not re-elected at the Spill Meeting is Ms Alison Ledger.

*The Board unanimously recommends that shareholders vote **against** the spill resolution.*

Lodge your vote:

 **Online:**
www.investorvote.com.au

 **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form



Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 189866

SRN/HIN:

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

 **For your vote to be effective it must be received by 10.00am (AEDT) on Tuesday, 21 November 2017**

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

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

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** →

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.

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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 Thursday, 23 November 2017 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 2, 3 and 6 (except where I/we have indicated a different voting intention below) even though Items 2, 3 and 6 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 2, 3 and 6 by marking the appropriate box in step 2 below.

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 |
|--|--------------------------|--------------------------|--------------------------|
| 2 Adoption of Remuneration Report. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 Long Term Incentive (LTI) for the Chief Executive Officer and Managing Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4 To elect Ray Kellerman as a Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5 To elect Kate Hill as a Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6 Spill Meeting (Conditional) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business with the exception of Item 6 where the Chairman of the Meeting intends to vote against. 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.

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date / / _____