



Announcement Summary

Entity name

COUNT LIMITED

Announcement Type

New announcement

Date of this announcement

12/2/2024

The Proposed issue is:

A placement or other type of issue

Total number of +securities proposed to be issued for a placement or other type of issue

ASX +security code	+Security description	Maximum Number of +securities to be issued
CUP	ORDINARY FULLY PAID	57,268,344

Proposed +issue date

1/3/2024

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

COUNT LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

1.2 Registered Number Type

ACN

Registration Number

126990832

1.3 ASX issuer code

CUP

1.4 The announcement is

New announcement

1.5 Date of this announcement

12/2/2024

1.6 The Proposed issue is:

A placement or other type of issue



Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?

Yes

7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	23/1/2024	Actual	Yes

Comments

New CUP shares the subject of this Appendix 3B are being issued under a scheme of arrangement between Count Limited and Diverger shareholders under which Count will acquire all of the fully paid shares in Diverger (Scheme). The scheme consideration includes New CUP shares. No Count shareholder approval is required in connection with the proposed issue of the New CUP Shares. The Diverger Shareholders approved the Scheme on 23 January 2024.

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
Court approval	15/2/2024	Estimated	No

Comments

On 15 February 2024, the Federal Court of Australia will consider whether to make orders approving the Scheme in accordance with section 411(4)(b) of the Corporations Act 2001 (Cth).

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
Lodgement of court order with +ASIC	16/2/2024	Estimated	No

Comments

Lodgement of Court orders in accordance with section 411(10) of the Corporations Act 2001 (Cth) is expected to occur on 16 February 2024.

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
Other (please specify in comment section)	16/2/2024	Estimated	No

Comments

Various other conditions precedent to the Scheme, which will be satisfied or waived by the time of lodgement of the Court orders in accordance with section 411(1) of the Corporations Act 2001 (Cth), which is expected to occur on 16 February 2024.

Part 7B - Issue details



Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?
Existing class

Will the proposed issue of this +security include an offer of attaching +securities?
No

Details of +securities proposed to be issued

ASX +security code and description

CUP : ORDINARY FULLY PAID

Number of +securities proposed to be issued

57,268,344

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

No

Please describe the consideration being provided for the +securities

Refer to ASX announcement on 17 November 2023. Default Consideration to Diverger Limited (ASX:DVR) shareholders is \$0.40 in cash per DVR ordinary share reduced to the extent of any Permitted Dividend, and 1.44 newly issued CUP ordinary shares per DVR share held.

Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

1.420000

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

Yes

Part 7C - Timetable

7C.1 Proposed +issue date

1/3/2024

Part 7D - Listing Rule requirements

7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?
No

7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?
No

7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?



No

7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?

No

7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?

No

7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?

No

Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue?

No

7E.2 Is the proposed issue to be underwritten?

No

7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

Please refer to section 8.3(h) of the Explanatory Booklet.

Part 7F - Further Information

7F.01 The purpose(s) for which the entity is issuing the securities

Issuing the CUP ordinary shares as per the Scheme of Arrangement for the acquisition of Diverger Limited.

7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?

No

7F.2 Any other information the entity wishes to provide about the proposed issue

Please refer to the Explanatory Booklet dated 14 December 2023.

7F.3 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:

An applicable ASIC instrument or class order