



The confidence to look ahead

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■ **Postal** GPO Box 1453, Sydney NSW 2001

■ **T** (02) 8218 8778  
■ **E** [info@count.au](mailto:info@count.au)

■ **www** [count.au](http://count.au)  
■ **ABN** 11 126 990 832

## COUNT LIMITED – ASX ANNOUNCEMENT

27 March 2024

### NOTICE OF GENERAL MEETING

Count Limited (ASX:CUP) will be holding an Extraordinary General Meeting (EGM) at 9:30am (Sydney time) on Monday 29 April 2024.

The EGM will be conducted as a virtual only meeting with shareholders able to participate online via the online platform: <https://events.teams.microsoft.com/event/dbdbbc75-f58b-4cb8-b79b-130d8448a40a@1419a063-993b-4f05-9f5d-2dccaada5473>

The following documents are attached:

1. Notice of General Meeting
2. Sample Voting/Proxy Form
3. Online Meeting Guide

The Notice of Meeting and Online Meeting Guide include detailed information about how shareholders can participate in the EGM, including how to view proceedings, vote and ask questions.

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

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#### **For further information please contact:**

**Doug Richardson**

Company Secretary

**T** 02 8218 8778

**E** [doug.richardson@count.au](mailto:doug.richardson@count.au)



**COUNT LIMITED**

**ACN 126 990 832**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

Notice is hereby given that an Extraordinary General Meeting of Shareholders of Count Limited ACN 126 990 832 (**Company**) will be held on Monday, 29 April 2024 at 9:30am (Sydney time) (**Meeting**). The Meeting will be held virtually and there will not be a physical location where Shareholders can attend the Meeting in person.

This Notice of Meeting and the accompanying Explanatory Statement should be read in its entirety. The Proxy Form and Explanatory Statement form part of this Notice of Meeting.

Capitalised terms have the same meaning given to those terms in the Explanatory Statement. If Shareholders are in doubt as to how they should vote, they should seek advice from their stock broker, investment advisor, accountant, solicitor or other professional adviser prior to voting.

## Items of business

### Resolution: Financial Assistance

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

*“That, for the purposes of section 260B(2) of the Corporations Act 2001 (Cth) and for all other purposes, approval is given for each entity listed in Schedule 1 to the Disclosure Statement (defined below) (each a **Subsidiary Entity** and together, the **Subsidiary Entities**) to give the financial assistance as described in the disclosure statement set out in Annexure A (**Disclosure Statement**) accompanying and forming part of this Notice (the Disclosure Statement being made in accordance with section 260B(4) of the Corporations Act) and each Subsidiary Entity may enter into and give effect to the documents required to implement the financial assistance as described in the Disclosure Statement.”*

**Note:** In accordance with the Corporations Act, the Resolution must be passed as a special resolution. A special resolution must be passed by at least 75% of the votes cast by Shareholders who are entitled to vote on the Resolution.

## Information for Shareholders

### General Meeting

This Notice applies to the 2024 Extraordinary General Meeting of the Company that will be held on Monday, 29 April 2024 at 9:30am (Sydney time).

The Explanatory Statement provides additional information on matters to be considered at the Meeting. The Explanatory Statement and the Proxy Form are considered part of this Notice. Capitalised terms used in this Notice and the Explanatory Statement have the same meaning given to those terms in the Explanatory Statement.

### Virtual Meeting

The Meeting of the Company will be held in virtual format only, through a live Microsoft Teams webcast. There will not be a physical location where Shareholders can attend the Meeting in person.

Shareholders and proxyholders will be able to view the live webcast and ask questions on the day of the meeting by visiting the webcast at

<https://events.teams.microsoft.com/event/dbdbbc75-f58b-4cb8-b79b-130d8448a40a@1419a063-993b-4f05-9f5d-2dccaada5473>.

### **How do I vote in the Meeting online?**

Securityholders must use the Computershare Meeting Platform to vote in the meeting.

To vote in the meeting, you can log in by entering the following URL <https://meetnow.global/MCOMH5M> on your computer, tablet or smartphone. Online registration will open 30 minutes before the meeting.

To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready. Proxyholders will need to contact the call centre before the meeting to obtain their login details.

To vote in the meeting online follow the instructions below.

1. Click on 'Join Meeting Now'.
2. Enter your SRN/HIN. Proxyholders will need to contact Computershare on +61 3 9415 4024 one hour prior to the meetings to obtain their login details.
3. Enter your postcode registered to your holding if you are an Australian securityholder. If you are an overseas securityholder select the country of your registered holding from the drop down list.
4. Accept the Terms and Conditions and 'Click Continue'.

You can cast votes at the appropriate times while the meeting is in progress.

Further information on how to do this is set out in this Notice and the Computershare Online Meeting Guide available on the Company's website, which has also been lodged with the ASX. The Meeting Guide can also be viewed via [www.computershare.com.au/onlinevotingguide](http://www.computershare.com.au/onlinevotingguide)

The online platform will provide a reasonable opportunity for Shareholders to participate, and the Meeting will operate on the basis that such participation will constitute Shareholders being present at the Meeting for all purposes.

The Explanatory Statement provides additional information on matters to be considered at the Meeting.

### **Asking questions at the Meeting**

Shareholders are:

- encouraged to submit questions before the Meeting via email to [EGM2024@count.au](mailto:EGM2024@count.au); and
- welcome to submit questions during the Meeting when the Chair provides opportunity to do so via the Chat feature in Microsoft Teams.

Submitting questions in advance will not stop any shareholder from asking questions at the Meeting should they wish to do so, however, submitting questions in advance will facilitate a considered reply.

Questions submitted before the Meeting should be received by no later than 9:30am (Sydney time) on Friday, 26 April 2024. Please note that individual responses to questions will not be sent.

During the Meeting, you will be able to ask questions at the appropriate time.

### **All resolutions by poll**

The Chair intends to call a poll on the Resolution proposed at the Meeting. The Resolution considered at the Meeting will therefore be conducted by poll. Every shareholder who is present or by proxy, representative or attorney will have one vote for each share held by that shareholder.

The results of the voting on the Resolution will be announced to the ASX promptly after the Meeting.

### **Eligibility**

For the purpose of the Meeting, shares will be taken to be held by the persons who are registered as the holders of those shares at 7:00pm (Sydney time) on Saturday, 27 April 2024. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the General Meeting.

### **How to vote**

Shareholders may vote at the Meeting either by:

- voting in person at the Extraordinary General Meeting via the online platform; or
- appointing a proxy to attend the Extraordinary General Meeting on their behalf.

### **Voting prior to the Meeting**

Prior to the Meeting, Shareholders may cast a direct vote or appoint a proxy online at [www.investorvote.com.au](http://www.investorvote.com.au) or by submitting a voting form to the Share Registry.

Please note that your votes need to be received by no later than 9:30am (Sydney time) on Saturday, 27 April 2024. To log in, you will need your holder identifier (SRN or HIN) and postcode.

If you cast a direct vote prior to the Meeting, you may still participate in the Meeting. If you participate in the Meeting, the Chair has determined that your direct vote will not be cancelled unless you cast a live vote during the Meeting.

### **Appointing a proxy to attend on their behalf, using the proxy form**

A shareholder entitled to attend and vote, is entitled to appoint one proxy if the shareholder is entitled to cast one vote, or two proxies if the Shareholder is entitled to cast two or more votes to attend and vote instead of that Shareholder. 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.

An instrument appointing a proxy must be signed by the Shareholder appointing the proxy or by the shareholder's attorney duly authorised in writing or, if the shareholder is a corporation, in accordance with the Corporations Act and the Constitution. A proxy need not be a shareholder of the Company.

Where more than one joint shareholder votes, the vote of the shareholder whose name appears first in the register of shareholders shall be accepted to the exclusion of the others.

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 9:30am (Sydney time) on Saturday, 27 April 2024.

If you sign and return a proxy form and do not nominate a person to act as your proxy, the Chair will be appointed as your proxy by default.

### **Proxy voting and proxy holder participation**

The Company encourages all shareholders to submit a proxy vote ahead of the Meeting.

A proxy form is enclosed (together with a reply paid envelope in relation to those Shareholders who have received a hard copy this Notice). For shareholders on the

Australian sub-register, proxy votes can also be lodged online at [www.investorvote.com.au](http://www.investorvote.com.au).

Shareholders who submit a proxy vote can either participate in the Meeting themselves or appoint a proxy to participate for them. To participate in the Meeting, proxyholders will need to contact the Share Registry, Computershare Investor Services, Australia during the registration period which will open one hour before the start of the Meeting.

#### 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:

- a) 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
- b) 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
- c) 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
- d) 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 the Resolution and voting by the Chair**

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 the Resolution.

The Chair intends to vote any undirected proxies held by him in favour of the Resolution.

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

<b>By Mail Registered Office:</b>	Computershare Investors Services Pty Limited GPO Box 242 Melbourne VIC 3001
<b>By Fax:</b>	1800 783 447 (within Australia) or + 61 3 9473 2555 (outside Australia)
<b>Electronically:</b>	<a href="http://www.investorvote.com.au">www.investorvote.com.au</a>

**Corporate representatives**

A body corporate which is a shareholder or which has been appointed as a proxy may appoint an individual to act as its representative at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. Evidence of the appointment, including any authority under which it is signed, must be provided to the Share Registry prior to the Meeting, unless it has previously been provided to and been accepted by the Share Registry.

If such evidence is not received prior to the commencement of the Meeting, then the individual will not be permitted to act as the shareholder's representative or representative of the shareholder's proxy.

**Attorney**

A Shareholder entitled to attend and vote at the Meeting may appoint an attorney to act on their behalf at the Meeting. The attorney does not need to be a Shareholder. An attorney so appointed will need to bring evidence of their appointment to the Meeting, unless it has previously been provided to the Company.

**Technical difficulties**



As this Meeting is a virtual meeting, technical issues may arise. In that event, the Company will have regard to the impact of the technical issue on Shareholders and the Chair of the Meeting may, in exercising his powers as the Chair, issue any instructions for resolving the issue and will adjourn the Meeting if it is appropriate to do so.

By order of the Board

**Doug Richardson**

Company Secretary

## **Annexure A – Explanatory Statement**

This Explanatory Statement accompanies the Notice of Meeting.

This Explanatory Statement has been prepared in connection with the proposed Resolution set out in the Notice of Meeting which must be passed to enable the giving of financial assistance (within the meaning of section 260A of the Corporations Act) by those entities listed in Schedule 1 (each, a **Subsidiary** of the Company and together, the **Subsidiary Entities**), under section 260B(2) of the Corporations Act.

This Explanatory Statement has been prepared to assist shareholders in determining how to vote on the Resolution and is intended to be read in conjunction with, and forms part of, the Notice of Meeting.

### **1. Background**

On 1 March 2024, the Company acquired Diverger Limited (**Acquisition**).

Following implementation of the Acquisition, the Subsidiary Entities formed part of the Count Group (Note: in the case of Count Financial Limited and Affinia Financial Advisers Limited, these entities became part of the Count Group pursuant to previous acquisition transactions).

### **2. Funding for the Acquisition**

The Acquisition was financed in part by Westpac Banking Corporation extending debt facilities to a total principal amount of A\$50.9 million.

The borrowings were made under bank debt loan facilities provided to the Company (**Acquisition Facilities**). The Acquisition Facilities for the Company are detailed in the Business Finance Agreement entered into on 21 January 2022, and varied on 21 February 2024. The Variations to the Business Finance Agreement include an obligation to accede the Subsidiary Entities to the Business Finance Agreement (in the capacity as a guarantor and obligor), and an obligation for each Subsidiary Entity to provide a Debt and Interest Guarantee and Indemnity supported by a General Security Agreement (collectively referred to as the **Acquisition Security**) in favour of Westpac Banking Corporation (as the **Lender**).

As is customary for financing arrangements of this nature, it is a requirement of the terms of the relevant finance documentation for the Acquisition Facilities, that, the Subsidiary Entities become a party to the finance documents (in the capacity as a guarantor and obligor) for the Count Group as guarantors and agree to be bound by, and perform relevant obligations under, those documents, including in connection with the relevant Acquisition Facilities provided to the Company.

### **3. Financial Assistance**

As a consequence of the Acquisition Security and other funding arrangements outlined above (and any other documents which may be entered into for the purposes of replacing, varying and/or refinancing all or any part of such funding arrangements), the Subsidiary Entities may be taken to financially assist in the acquisition of their own shares or shares in their holding company for the purposes of section 260A of the Corporations Act (**Financial Assistance**).

Although Count Financial Limited (ACN 001 974 625) and Affinia Financial Advisers Limited (ACN 085 335 397) were acquired by the Company through prior acquisition transactions prior to the date of the Acquisition Facilities, and the accession of these two entities to the Business Finance Agreement as guarantor/obligor is not likely to constitute financial assistance in the context of the Acquisition, approval is also being sought if and to the extent that their accession could be considered financial assistance.

Under section 260A(1) of the Corporations Act, a company may financially assist a person to acquire shares (or units of shares) in the company or a holding company of the company only if:

- a) giving the assistance does not materially prejudice:
  - (i) the interests of the company or its Shareholders; or
  - (ii) the company's ability to pay its creditors;

- b) the assistance is approved by Shareholders under section 260B of the Corporations Act; or
- c) the assistance is exempted under section 260C of the Corporations Act.

In accordance with section 260B(1) of the Corporations Act, each Subsidiary Entity has sought or will seek approval for the Financial Assistance from its shareholders by:

- a) a special resolution passed at a general meeting of the company, with no votes being cast in favour of the resolution by the person acquiring the shares (or units of shares) or by their associates; or
- b) a resolution agreed to, at a general meeting, by all ordinary shareholders.

Immediately after the Acquisition, each Subsidiary Entity became a subsidiary of a domestic corporation that is listed in Australia (**Listed Australian Holding Company**).

Accordingly, the Financial Assistance must also be approved by a special resolution passed under section 260B(2) of the Corporations Act at a general meeting of the Company (being the Listed Australian Holding Company of each Subsidiary Entity).

#### **4. Effect of the Financial Assistance**

The substantial effect of the Financial Assistance on the Subsidiary Entities, is that they will provide, in favour of the Lender, security over certain of their assets pursuant to the Acquisition Security. The Company and Subsidiary Entities will also assume joint and several liability with each other entity party to the Acquisition Security.

#### **5. Reasons for giving the Financial Assistance**

The requirement that certain Subsidiary Entities become a party to the relevant finance documents and provide guarantees and indemnities is considered customary and consistent with market practice for financings such as the Acquisition Facilities.

The Subsidiary Entities will derive a number of advantages by being a member of the Count Group and providing the Financial Assistance. These include:

- the Subsidiary Entities will have access to funding made available to the Count Group, including for general corporate purposes, including for working capital purposes;

- the Subsidiary Entities will have access to administrative, support and management services and expertise and business synergies with the Count Group; and
- if the Subsidiary Entities do not provide guarantees and indemnities as described above:
  - it would be difficult for the Subsidiary Entities to access funding on a standalone basis or to refinance in future; and
  - the terms of any funding made available to the Subsidiary Entities, (including future refinancings) would be more restrictive and expensive.

It is also a requirement under relevant Acquisition Facilities that the Resolution is obtained and that the Company notify relevant financiers that this has occurred.

The disadvantages of the Subsidiary Entities entering into the Financial Assistance include the following:

- a) each Subsidiary Entity will provide in favour of the Lender, security over certain of their assets pursuant to the General Security Agreement to secure the obligations under the Acquisition Facilities; and
- b) each Subsidiary Entity will assume joint and several liability with each other obligor under the Acquisition Security in respect of the obligations under the Acquisition Facilities.

The directors of the Company are of the view that the advantages above outweigh the disadvantages outlines in this Explanatory Statement.

If the Resolution is not passed, the conditions above will not be met and this may cause an “Event of Default” to arise under the relevant finance documents, which will negatively affect the Company’s position under the Acquisition Facilities by giving the Lender various enforcement rights and otherwise restricting the Company’s ability to maintain its financing arrangements.

## **6. Board recommendation**

The Directors of the Company have formed the view, based on information available at this time, that the Subsidiary Entities providing the Financial Assistance is in the best interests of the Company and its Shareholders and for its corporate benefit.

The Directors of the Company are also of the view that the giving of the Financial Assistance referred to in this Disclosure Statement is not materially prejudicial to:

- the Company (or any other member of the Count Group, including the Subsidiary Entities and their respective Shareholders);
- the interests of the Company's Shareholders; or
- the ability of the Company (or any other member of the Count Group) to pay its creditors.

Notwithstanding the above, the Directors are seeking the approval of the Company's Shareholders because it is a requirement under relevant Acquisition Facilities that the Resolution be obtained.

The Board unanimously recommends that Shareholders vote in favour of the Resolution. The Chairman of the Company intends to vote all available proxies in favour of the Resolution.

## **7. Prior Notice to the Australian Securities and Investments Commission**

As required by section 260B(5) of the Corporations Act, copies of the Notice (including this Explanatory Statement) as sent to Shareholders were lodged with ASIC prior to their dispatch to Shareholders.

## **8. Disclosure**

The Notice (including this Explanatory Statement) contains all the information known to the Company that is material to the decision on how to vote on the Resolution (other than information that the Company has previously disclosed to Shareholders).

## **9. Voting Exclusion Statement**

The Company will not disregard any votes cast on the Resolution.

## **10. Glossary**

These terms have the following meanings in this Explanatory Statement:

**"ASX"** means ASX Limited (ACN 008 624 691) or the Australian Securities Exchange, as the context requires;

**"Board"** means the Directors acting as the Board of Directors of the Company;

**"Chair"** means the person appointed to chair the Meeting of the Company convened by the Notice;

**"Company"** means Count Limited (ACN 126 990 832);

**"Constitution"** means the constitution of the Company as at the date of the Meeting;

**"Corporations Act"** means the *Corporations Act 2001* (Cth);

**"Count Group"** means the Company and each of subsidiaries immediately prior to the Acquisition;

**"Director"** means a Director of the Company;

**"Explanatory Statement"** means the explanatory statement which forms part of this Notice;

**"Meeting"** means the 2024 Extraordinary General Meeting of the Company;

**"Notice"** means this Notice of Meeting including the Explanatory Statement;

**"Proxy Form"** means the Proxy Form attached to the Notice;

**"Resolution"** means the resolution referred to in the Notice;

**"Shareholder"** means a holder of shares in the Company as recorded on the Company's register of members; and

**"Share Registry"** means Computershare Investor Services Pty Ltd (ACN 078 279 277).

**Schedule 1 – Subsidiary Entities**

<b>Name</b>	<b>ACN</b>
<u>Count Financial Limited</u>	<u>001 974 625</u>
<u>Affinia Financial Advisers Limited</u>	<u>085 335 397</u>
<u>Diverger Limited</u>	<u>111 695 357</u>
<u>AFSL Compliance Pty Ltd</u>	<u>141 512 709</u>
<u>Diverger Distribution Services Pty Ltd</u>	<u>167 184 072</u>
<u>Diverger Financial Services Pty Ltd</u>	<u>125 553 086</u>
<u>Diverger Services Pty Ltd</u>	<u>609 528 494</u>
<u>Diverger Wealth Holdings Pty Ltd</u>	<u>167 184 081</u>
<u>Diverger Wealth Protection Pty Ltd</u>	<u>134 582 497</u>
<u>DivergerX Pty Ltd</u>	<u>141 341 424</u>
<u>DWA Managed Accounts Pty Ltd</u>	<u>104 065 250</u>
<u>GPS IP Group Holdings Ltd</u>	<u>165 401 098</u>
<u>GPS IP Pty Ltd</u>	<u>152 170 324</u>
<u>GPS Wealth Limited</u>	<u>005 482 726</u>
<u>GPS Wealth Services Pty Ltd</u>	<u>127 576 694</u>
<u>Knowledge Shop Pty Ltd</u>	<u>107 532 945</u>
<u>Merit Referral Services Pty Ltd</u>	<u>150 398 931</u>
<u>Merit Wealth Pty Ltd</u>	<u>125 557 002</u>
<u>Paragem Pty Ltd</u>	<u>108 571 875</u>
<u>Priority Networking Pty Ltd</u>	<u>160 178 549</u>
<u>Tax Bytes Pty Ltd</u>	<u>623 364 205</u>
<u>Taxbanter Pty Ltd</u>	<u>127 929 720</u>
<u>The SMSF Expert Pty Ltd</u>	<u>155 686 356</u>





**Count Limited**  
ABN 11 126 990 832

## Need assistance?

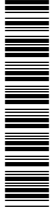


**Phone:**  
+ 61 3 9415 4024 (within Australia)  
+61 3 9938 4383 (outside Australia)



**Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)

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



## Count Limited Extraordinary General Meeting

The Count Limited Extraordinary General Meeting will be held on Monday, 29 April 2024 at 9:30am (Sydney time). You are encouraged to participate in the meeting using the following options:



### MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit [www.investorvote.com.au](http://www.investorvote.com.au) and use the below information:



**Control Number: 999999**  
**SRN/HIN: I9999999999**  
**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

For your proxy appointment to be effective it must be received by 9:30am (Sydney time) on Saturday, 27 April 2024.



### ATTENDING THE MEETING VIRTUALLY

To view the live webcast and ask questions on the day of the meeting you will need to visit <https://events.teams.microsoft.com/event/dbdbbc75-f58b-4cb8-b79b-130d8448a40a@1419a063-993b-4f05-9f5d-2dccaada5473>

To vote online during the meeting you will need to visit <https://meetnow.global/MCQMH5M>  
For instructions refer to the online user guide [www.computershare.com.au/onlinevotingguide](http://www.computershare.com.au/onlinevotingguide)

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.




Count Limited  
ABN 11 126 990 832

CUP

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

## Need assistance?

 **Phone:**  
+61 3 9415 4027 (within Australia)  
+61 3 9938 4383 (outside Australia)

 **Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9:30am (Sydney time)** on **Saturday, 27 April 2024**.

# 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.

## PARTICIPATING IN THE MEETING

### Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com/au](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form:

XX

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



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

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://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.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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 Count 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 Extraordinary General Meeting of Count Limited to be held as a virtual meeting on Monday, 29 April 2024 at 9:30am (Sydney time) and at any adjournment or postponement of that meeting.

## Step 2 Item of Business

**PLEASE NOTE:** If you mark the **Abstain** box for the 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
Resolution 1 Financial Assistance	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

<input type="text"/>	<input type="text"/>	<input type="text"/>	/ /
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

### Update your communication details (Optional)

<input type="text"/>	<input type="text"/>
Mobile Number	Email Address

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



# ONLINE VOTING GUIDE

## GETTING STARTED

To submit your vote online you will need to visit the link provided in the notice of meeting on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

## TO LOG IN, YOU MUST HAVE THE FOLLOWING INFORMATION:

### Australian Residents

SRN or HIN and postcode of your registered address.

### Overseas Residents

SRN or HIN and country of your registered address.

### Appointed Proxies

Please contact Computershare Investor Services on +61 3 9415 4024 to request your unique email invitation link prior to the meeting day.

## PARTICIPATING AT THE MEETING

To participate in voting during the online meeting, visit the link provided in the notice of meeting.

### To register as a shareholder

Select 'Shareholder', enter your SRN or HIN and select your country. If Australia, also enter your post code.

or

### To register as a proxyholder

To access the meeting click on the link in the invitation e-mail sent to you. Or select 'Invitation' and enter your invite code provided in the e-mail.

The screenshot shows a login form with three tabs: 'Shareholder', 'Invitation', and 'Guest'. The 'Shareholder' tab is selected. The form contains the following fields: 'SRN/HIN' with a placeholder 'eg. X1234567890', 'Country' with a dropdown menu showing 'Australia', and 'Post Code' with a placeholder 'eg. 0123'. A purple 'SIGN IN' button is at the bottom.

The screenshot shows a login form with three tabs: 'Shareholder', 'Invitation', and 'Guest'. The 'Invitation' tab is selected. The form contains the following field: 'Invite Code' with a placeholder 'Enter your invite code. e.g. G-ABCDEFG or ABCD'. A purple 'SIGN IN' button is at the bottom.



### Vote

When the Chair declares the poll open, select the 'Vote' icon and the voting options will appear on your screen.

To vote, select your voting direction. A tick will appear to confirm receipt of your vote.

To change your vote, select 'Click here to change your vote' and press a different option to override.

The screenshot shows the voting interface with four icons: 'Broadcast', 'Vote' (highlighted with a red circle), 'Q & A', and 'Documents'. Below the icons is a section titled 'Items of Business'. The first item is '2A Re-elect Mr John Brown as a Director' with three buttons: 'FOR', 'AGAINST', and 'ABSTAIN'. The second item is '2B Re-elect Mr Peter Nolan as a Director' with three buttons: 'FOR', 'AGAINST', and 'ABSTAIN'.

## FOR ASSISTANCE

If you require assistance before or during the meeting please call +61 3 9415 4024.