

15 December 2014

The Manager
ASX Market Announcements
ASX Limited

Scheme Meeting Address

Attached is a copy of the Chairman's address to the meeting of shareholders of Crowe Horwath Australasia Ltd (ASX:CRH) ("**Crowe Horwath**" or "**the Company**") being held at 10.00 am today at the RACV City Club, Level 2, 501 Bourke Street, Melbourne, Victoria.

The purpose of this meeting is to consider and vote on the Scheme of Arrangement under which Findex Australia Pty Ltd proposes to acquire 100% of the ordinary shares in the Company ("**Scheme**").

Bruce Paterson
Company Secretary

15 December 2014

SCHEME MEETING ADDRESS

Good morning Ladies and Gentlemen and welcome to Crowe Horwath Australasia's Scheme Meeting. My name is Richard Grellman and I am the Chairman of Crowe Horwath. I will be chairing the Scheme Meeting today.

I have been advised that a quorum is present and therefore declare the meeting open.

I would like to introduce a number of other Non-Executive Directors of the Company being Deputy Chairman Peter Warne, Ray Smith, Nancy Milne and Trevor Loewensohn. We also have our Managing Director, Chris Price and Company Secretary, Bruce Paterson with us. Apologies have been received from Non-Executive Director Peeyush Gupta who is unable to attend today.

Also present are:

- Brad Taylor, from our external auditor, Grant Thornton who will be acting as scrutineer at the meeting;
- Gonzalo Valencia, from Computershare who will be acting as returning officer; and
- Adam Brooks from our legal advisers, Thomson Geer.

The purpose of this meeting is for shareholders to consider and vote on the proposed Scheme of Arrangement under which Findex Australia Pty Ltd will acquire all the shares in Crowe Horwath at the price of 50 cents per share, less the amount of any special dividend. I will speak to the special dividend later in the meeting.

1. Overview of the Transaction

I will now recap some key aspects of the proposed Scheme.

On 6 October 2014, Crowe Horwath announced it had entered into a Scheme Implementation Agreement with Findex. Subject to the satisfaction or waiver of a number of conditions, it is proposed that Findex will acquire 100 per cent of the ordinary shares in Crowe Horwath.

On 11 November 2014, the Scheme Booklet was released. All shareholders on the register on the dispatch date were sent a copy which contains details of the Scheme being considered at this meeting. The Scheme Booklet also includes an independent expert's report prepared by Grant Samuel. The proposed Scheme has been outlined in detail in the Scheme Booklet.

Your Directors consider the key reasons to vote in favour of the Scheme are as follows:

- 50 cents per share represents a significant premium for your shares. In particular, it represents a premium of 29.9% to the closing price of

Crowe Horwath shares on 3 October 2014, being the business day prior to the date of the Scheme announcement.

- The Scheme Consideration provides certainty of cash and the opportunity to realise value for your Crowe Horwath Shares that may not otherwise be possible.
- If the Scheme becomes effective, shareholders may also be entitled to taxation benefits as a result of the franking credits attached to a special dividend.
- The independent expert has concluded that the Scheme is fair and reasonable and therefore in the best interests of shareholders. Furthermore, the Independent Expert has valued Crowe Horwath in the range of \$118.5–\$148.5 million, which corresponds to a value of 43–54 cents per share.
- Since the announcement that Findex and Crowe Horwath had entered into the scheme implementation agreement, no superior proposal has emerged.
- If the Scheme is not implemented the Crowe Horwath share price will likely fall.
- If the Scheme does not proceed and no superior proposal emerges, shareholders will continue to be subject to the specific risks associated with Crowe Horwath's business and other general risks.
- No brokerage or stamp duty is payable on transfer of your Crowe Horwath shares under the Scheme.
- Your Directors consider that the Scheme is in the best interests of shareholders and unanimously recommend that you vote in favour of the Scheme. Those Directors who hold Crowe Horwath shares have voted or will vote all these shares in favour of the Scheme.

Section 5 of the Scheme Booklet also outlined a number of reasons why you might wish to vote against the Scheme.

In addition to shareholder approval, and subsequent approval by the Court on 18 December 2014, the Scheme remains subject to a number of conditions precedent, such as no material adverse changes occurring, which will continue to be assessed up until 8:00am on that date.

As far as Crowe Horwath is aware, no circumstances have occurred to date which will cause any of the conditions precedent not to be satisfied or to become incapable of satisfaction.

2. Scheme Consideration and Special Dividend

Subject to the Scheme becoming effective, shareholders on the applicable record date will receive Scheme consideration of 50 cents per share less the amount of any special dividend on 6 January 2015 based on the current timetable.

A Crowe Horwath board meeting is scheduled for later today. If the Scheme resolution is passed at this meeting of shareholders, the directors intend to determine to pay a fully franked special dividend of 5.7 cents per Crowe Horwath share, with payment being subject to the Scheme becoming effective. The special dividend will have a record date of 22 December 2014 and is expected to be paid on 29 December 2014.

Accordingly, the Scheme consideration will be 44.3 cents per share. However, shareholders that hold their shares on both the dividend record date of 22 December 2014 and the Scheme record date of 30 December 2014 will be entitled to receive an aggregate amount of 50 cents per share, comprising the special dividend of 5.7 cents per share and the Scheme consideration of 44.3 cents per share.

Depending on your taxation position, shareholders who receive the special dividend may obtain taxation benefits as a result of the franking credits attached to the special dividend. Crowe Horwath has sought a class ruling from the Australian Taxation Office to confirm the taxation outcomes described in the Scheme Booklet. Crowe Horwath has no reason to believe that those outcomes will not be confirmed, but an ATO view on these matters can only be relied upon if and when the Class Ruling is issued. If and when the class ruling is issued, it will be published on www.ato.gov.au. It is currently expected that a class ruling will be issued in late January 2015.

In order for the previously disclosed timetable for the special dividend to apply, Crowe Horwath intends to request that a trading halt apply to Crowe Horwath shares from close of trading on 17 December 2014. It is not expected that there will be any further ability to trade Crowe Horwath shares once the trading halt has been applied as the shares will be suspended as soon as the trading halt is lifted.

3. Voting and Requisite Majorities

We will shortly move on to the business of the meeting and the voting process. By way of overview, I note that a poll will be taken for the resolution to be considered at this meeting.

The resolution must be approved by the requisite majorities of shareholders being:

- a majority in the number of shareholders present and voting; and
- at least 75% of the total number of votes cast.

4. Timetable

Should the Scheme resolution be passed today, assuming all subsequent conditions are satisfied:

- Crowe Horwath will apply to have its shares placed in trading halt from close of trading on Wednesday, 17 December 2014;
- Crowe Horwath will apply to have its shares suspended from trading from the close of trading on Thursday, 18 December 2014;
- the second Court hearing to approve the Scheme will take place at 10.00am on 18 December 2014, and the Scheme will become effective on lodgement of the Court Order with ASIC intended to occur on Thursday, 18 December;
- the dividend record date will be Monday, 22 December 2014;
- the dividend payment date will be on Monday, 29 December 2014;
- the Scheme record date will be on Tuesday, 30 December 2014; and
- the Scheme will be implemented and consideration dispatched to shareholders on Tuesday, 6 January 2015.

R J Grellman AM
Chairman