



Countplus Limited
ABN 11 126 990 832

— 000001 000 CUP
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

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: 999999

SRN/HIN: I9999999999 PIN: 99999

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 Monday, 24 November 2014

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 →**

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 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 Computershare, Level 4, 60 Carrington Street, Sydney NSW 2000 on Wednesday, 26 November 2014 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 Item 2 (except where I/we have indicated a different voting intention below) even though Item 2 is 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 Item 2 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	To adopt the Remuneration Report for the financial year ended 30 June 2014.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	To re-elect Mr Graeme Hilton George Fowler as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	To re-elect Mr Philip Stephen Rix as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Appointment of Grant Thornton as the new Company Auditor with the Board authorised to fix the remuneration of the Company Auditor	<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. 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 / /

CUP

999999A

Computershare +



ABN: 11 126 990 832

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of the shareholders of Countplus Limited will be held on Wednesday 26 November 2014 at 10.00am, at:

Computershare
Level 4, 60 Carrington Street
Sydney NSW 2000

Ordinary 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 2014.

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 2014 as set out in the Company's 2014 Annual Report."

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company.

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 member, 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. Re-election of Director

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

"That **Graeme Hilton George Fowler** (who retires by rotation in accordance with the Constitution of the Company and, being eligible, offers himself for re-election), be re-elected as a Director of the Company."

4. Re-election of Director

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

"That **Philip Stephen Rix** (who retires by rotation in accordance with the Constitution of the Company and, being eligible, offers himself for re-election), be re-elected as a Director of the Company."

5. Appointment of Auditor

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

'That:

- (a) subject to the Australian Securities and Investments Commission (**ASIC**) consenting to the resignation of Ernst & Young as auditor of the Company, for the purpose of section 327B of the *Corporations Act 2001* (Cth) and for all other purposes, Grant Thornton, having been nominated by a shareholder and consenting in writing to act in the capacity of auditor, be appointed as the auditor of the Company with effect from the later of the close of this meeting and the day on which ASIC gives its consent; and
- (b) the Board be authorised to, from time to time, fix the remuneration of Grant Thornton as auditor of the Company.'

Other Business

To transact any other business that may properly be brought forward, in accordance with the Company's Constitution and the *Corporations Act 2001* (Cth).

By order of the Board



Arlette Jubian

Company Secretary

VOTING ENTITLEMENTS

*For the purpose of the Corporations Act 2001 (Cth), the Company has determined that all securities of the company that are quoted securities at **10.00am (Sydney time) on Monday, 24 November 2014** will be taken, for the purpose of the meeting, to be held by the persons who held them at the time.*

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.

The Board has determined that a person's entitlement to vote at the meeting will be the entitlement of that person set out in the Register of Shareholders as at 48 hours before the appointed time for holding the meeting.

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 deposited not less than 48 hours before the commencement of the meeting, at 10.00am on Monday 24 November 2014 or adjourned meeting at which the person named in the instrument proposes to vote.

Proxy vote if appointment specifies way to vote

Section 250BB provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- The 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 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 Item 2 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 Item 2 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 Item 2.

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 Item 2 even though that Item is 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.

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

In Person Registered Office * – Level 19, Gold Fields House, 1 Alfred Street, Sydney NSW 2000
or
Share Registry – Computershare Investors Services Pty Limited,
Level 4, 60 Carrington Street, Sydney NSW 2000

* At the date of the Notice of Meeting, the registered office of the Company is Level 19, Gold Fields House, 1 Alfred Street, Sydney NSW 2000. There is a proposal for the Company to relocate its registered office between the date of the Notice of Meeting and date and time by which Proxy Forms are required to be received by the Company. Any change to the registered office of the Company will be announced on the Australian Securities Exchange Companies Announcements Platform and the address of the Company's new registered office will also be available on its website (www.countplus.com.au).

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

Introduction

These Explanatory Notes are intended to provide shareholders in the Company with information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting.

Shareholders are not required to vote on the financial report and Directors' and auditor's statements included in the Annual Report that are laid before the meeting.

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 2014 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 29 of the 2014 Countplus Annual Report.

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

Item 3 - Re-election of Director

*Shareholder approval is sought for the re-election of **Mr Graeme Hilton George Fowler** who retires by rotation at this Annual General Meeting. Graeme Hilton George Fowler's profile can be found on page 14 of the 2014 Countplus Annual Report.*

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

Item 4 - Re-election of Director

*Shareholder approval is sought for the re-election of **Mr Philip Stephen Rix** who retires by rotation at this Annual General Meeting. Philip Stephen Rix's profile can be found on page 14 of the 2014 Countplus Annual Report.*

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

Item 5 – Appointment of Auditor

Ernst & Young has been the Company's auditor since its listing in 2010. The Board was of the view that it was in the interest of good corporate governance to undertake a competitive tender process for audit services. Following this tender process, the Board selected Grant Thornton as the proposed new auditor of the Company.

Ernst & Young has advised the Company that it has applied to ASIC for consent to resign effective from the later of the conclusion of this meeting and the day on which ASIC gives its consent. The Company expects that ASIC will give its consent prior to the

meeting. However, if ASIC does not give its consent to the resignation, Ernst & Young will continue to hold office as the Company's auditor.


The Corporations Act requires the Company to obtain the approval of shareholders to the appointment of Grant Thornton as the new auditor of the Company.

In accordance with section 328B of the Corporations Act, Mr Graeme Fowler, as a member of the Company has nominated Grant Thornton for appointment as auditor of the Company. A copy of the nomination is attached to the Notice of Meeting. Grant Thornton has consented to the appointment and, as at the date of the Notice of Meeting, not withdrawn its consent.

Subject to the consent of ASIC being received and the approval of shareholders being obtained, the appointment of Grant Thornton as the new auditor of the Company will be effective from the later of the conclusion of this meeting and the day on which ASIC gives its consent to Ernst & Young's resignation.

If passed, this resolution also authorises the Board to fix the remuneration from time to time of Grant Thornton as the Company's auditor.

The Board unanimously recommends that shareholders vote in favour of the appointment of Grant Thornton as auditor of the Company.



The Company Secretary
Countplus Limited
Lvl 19, 1 Alfred Street
Sydney NSW 2000

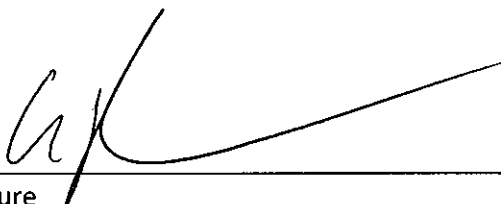
29 September 2014

NOMINATION OF AUDITOR

In accordance with the provisions of s328(1) of the Corporations Act 2001, I, Graeme Hilton George Fowler being a member of Countplus Limited hereby nominate Grant Thornton of Level 17, 383 Kent Street Sydney NSW 2000 for appointment as auditor of the Company at the Annual General Meeting to be held on 26 November 2014 at Computershare, Level 4, 60 Carrington Street, Sydney NSW 2000.

Please distribute copies of this notice of nomination as required by s328(3) of the Corporations Act 2001.

Yours sincerely



Signature

Graeme Hilton George Fowler
4 Dunara Gardens
Point Piper NSW 2027



Countplus Limited

ABN 11 126 990 832

All correspondence to:
Computershare Investor Services Pty Limited
GPO Box 2975 Melbourne
Victoria 3001 Australia
Enquiries (within Australia) 1300 850 505
(outside Australia) 61 3 9415 4000
Facsimile 61 3 9473 2500
www.computershare.com

└ 000002 000 CUPRM
MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Countplus Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

Countplus Limited

