

ASX ANNOUNCEMENT: COU

9 December 2011

Implementation of schemes of arrangement



Count Financial Limited (**Count**) today announced that the schemes of arrangement (**Schemes**) under which:

- all the ordinary shares in Count would be acquired by a wholly owned subsidiary of the Commonwealth Bank of Australia (**Commonwealth Bank**) by scheme of arrangement (**Share Scheme**); and
- all of the outstanding options in Count would be cancelled for consideration in accordance with a scheme of arrangement (**Option Scheme**),

have been implemented. Accordingly, all of the ordinary shares in Count have today been transferred to Capital 121 Pty Ltd, a wholly owned subsidiary of Commonwealth Bank in accordance with the Share Scheme. All outstanding options over shares in Count have been cancelled in accordance with the Option Scheme.

Payment of Schemes Consideration

Commonwealth Bank has deposited the total cash amount payable by it as consideration under the Schemes into bank accounts nominated by Count to be held on trust by Count for the scheme participants. Count will today pay the relevant cash consideration to each Count securityholder entitled to receive it:

- (a) for the payment of Cash Consideration under the Share Scheme, by electronic funds transfer to the bank account (if any) which the Count Shareholder has nominated to receive dividend payments from Count (provided that that Count Shareholder has validly nominated such an account before 7.00pm (Sydney time) on 6 December 2011 (**Record Date**) and in accordance with the requirements of the Count Registry; or
- (b) otherwise, by cheque, by prepaid post to the Count securityholder's address on the Count Share Register (as at the Record Date).

Count Shareholders who have validly elected to receive the Scrip Consideration under the Share Scheme will soon receive a share certificate or holding statement sent to their address on the Count Share Register (as at the Record Date).

Resignation of directors

Noel Davis and Joycelyn Morton resigned from the Count Board with effect from the conclusion of the board meeting held today.

Further details in relation to the Schemes and their implementation are set out in the Scheme Booklet (copies of which are available via the Count website at www.count.com.au).

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