

# ASX Announcement: COU

17 November 2011

**ACCC will not oppose acquisition by Commonwealth Bank**



Count Financial Limited (**Count**) today announced that the Australian Competition and Consumer Commission (**ACCC**) has advised that it would not oppose the proposed acquisition of Count by Commonwealth Bank of Australia (**Commonwealth Bank**) by way of schemes of arrangement (**Schemes**).

The Schemes remain subject to a number of other conditions, including Count securityholder's approval and Court approval of the Scheme, and no material adverse change (as defined) occurring. Full details of the conditions precedent to the Schemes are set out in the Scheme Booklet dated 23 October 2011.

## **Scheme Meetings**

The Share Scheme requires the approval of Count shareholders and will be considered at a meeting of Count shareholders to be held at 10.00am (Sydney time) (**Share Scheme Meeting**), and the Option Scheme requires the approval of Count optionholders and will be considered at a meeting of Count optionholders to be held at the later of 10.30am (Sydney time) and the conclusion of the Share Scheme Meeting (**Option Scheme Meeting**), both on Friday, 25 November 2011 at the offices of Count Financial Limited, Gold Fields House, Level 19, 1 Alfred Street, Sydney, NSW.

Count securityholders do not need to attend the Scheme Meetings in person to vote, as their vote can be made by proxy by completing the relevant proxy form enclosed with the Scheme Booklet or by logging on to Count's online proxy website at [www.count.com.au](http://www.count.com.au) and selecting 'Count Scheme of Arrangement' and following the directions. If Count securityholders wish to vote by proxy, their personalised proxy form must be received by the Count registry (whether in person, by internet, by mail or by fax) before 10.00am (Sydney time) (for the Share Scheme Meeting) and 11.00am (Sydney time) (for the Option Scheme Meeting) on Wednesday, 23 November 2011.

**Count directors unanimously recommend that Count securityholders vote in favour of the Schemes, in the absence of a superior proposal.**

The directors have carefully considered the potential advantages and disadvantages of the Schemes and believe that the Schemes are in the best interests of Count shareholders and Count optionholders, in the absence of a superior proposal. The Independent Expert has also concluded that the Schemes are, in the absence of a superior offer, fair and reasonable and in the best interests of Count shareholders and Count optionholders. Each of the directors intends to vote their Count securities in favour of the Schemes, in the absence of a superior proposal.

## **Scheme Booklet and any other questions**

The Scheme Booklet contains important information about the resolutions to be considered at the meetings, and Count securityholders should read the Scheme Booklet carefully and in its entirety. If, after reading the Scheme Booklet, a Count securityholder has any questions about their Count securities or any other matter in the Scheme Booklet, they should contact the Count information line on 1800 503 908 (within Australia) or +61 2 8256 3374 (outside Australia) Monday to Friday between 9.00am and 5.00pm (Sydney, Australia time).

### **For media interviews or inquiries please contact:**

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