

Count Financial Limited

Option Holder Scheme Meeting

25 November 2011

Barry Lambert
Chairman



Count Directors



Alden Halse
Non-Executive
Director



Andrew Geddes
Non-Executive
Director
Remuneration
Committee Chair



Noel Davis
Non-Executive
Director
Risk & Compliance
Chair
CCF Chair



Joycelyn Morton
Non-Executive
Director
Board Audit
Committee Chair



Andrew Gale
Chief Executive
Officer /
Managing Director

Option Scheme Resolution

‘That pursuant to and in accordance with the provisions of section 411 of the Corporations Act, the arrangement proposed between Count Financial Limited and the holders of Scheme Options, designated the ‘Option Scheme’, as contained in and more particularly described in the Scheme Booklet accompanying the notice convening this meeting, is agreed to (with or without any modifications or conditions required by the Court to which Count Financial Limited and Commonwealth Bank of Australia agree) and, subject to approval of the Option Scheme by the Court, the board of directors of Count Financial Limited is authorised to implement the Option Scheme with any such modifications or conditions.’

Option Scheme Resolution

Proxy Results

	FOR	AGAINST	TOTAL FOR/ AGAINST	% FOR	ABSTAIN	OPEN (NOT CHAIRMAN)	TOTAL PROXY VOTES
VOTES	6,071,154	233,110	6,304,264	96.3%	0	0	6,304,264
NO. OF VOTERS	362	21	383	94.5%	0	0	383

QUESTIONS

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