

ASX ANNOUNCEMENT: COU

24 October 2011

Count releases Scheme Booklet



Count Financial Limited (**Count**)'s Scheme Booklet in relation to the schemes of arrangement (**Schemes**) under which Count would be acquired by Commonwealth Bank of Australia (**Commonwealth Bank**) has now been mailed to eligible Count securityholders.

As announced on 30 August 2011, the Board of Count unanimously recommended, in the absence of a superior proposal, that Count securityholders vote in favour of the Schemes, under which:

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

(together, the **Schemes**), subject to the approval of the relevant Count securityholders. As announced on 19 October 2011, Count obtained the approval of the Supreme Court of New South Wales to convene the meetings of eligible Count shareholders and Count optionholders (**Scheme Meetings**), and to distribute the Scheme Booklet (which includes the notices convening the Scheme Meetings and an Independent Expert's Report) to them, in relation to the Schemes. The Scheme Booklet has been registered with the Australian Securities and Investments Commission.

The Scheme Booklet sets out information relating to the Schemes and the reasons for the Count directors' unanimous recommendation that Count securityholders vote in favour of the Schemes, in the absence of a superior proposal.

The Scheme Booklet contains an Independent Expert's Report prepared by KPMG Corporate Finance (Aust) Pty Ltd.

The Independent Expert has 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.

The Independent Expert has determined that the market value of a Count share is between A\$1.24 to A\$1.38 on a fully diluted, control basis. The Share Scheme Consideration of A\$1.40 cash or A\$1.40 worth of new Commonwealth Bank shares per Count share is above the value range determined by the Independent Expert.

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. Each of the directors intends to vote their Count securities in favour of the Schemes, in the absence of a superior proposal.

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 (**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 and the conclusion of the Share Scheme Meeting (**Option Scheme Meeting**), on Friday, 25 November 2011 at the offices of Count, 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 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 (for the Share Scheme Meeting) and 11.00am (for the Option Scheme Meeting) on Wednesday, 23 November 2011.

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.

Key Dates

Key events and the indicative timing in relation to the approval and implementation of the Schemes are set out in the table below:

Scheme Booklet dispatched to all Count securityholders	Sunday, 23 October 2011
Last time and date for proxy forms for the Scheme Meetings to be received by the Count Registry (whether in person, by internet, by mail or by fax)	10.00am (for the Share Scheme Meeting) and 11.00am (for the Option Scheme Meeting) on Wednesday, 23 November 2011
Time and date for determining eligibility to vote at the Scheme Meetings	7.00pm on Wednesday, 23 November 2011
Scheme Meetings to be held at the offices of Count, Gold Fields House, Level 19, 1 Alfred Street, Sydney, NSW	10.00am (for the Share Scheme Meeting) and the later of 10.30am and the conclusion of the Share Scheme Meeting (for the Option Scheme Meeting) on Friday, 25 November 2011
Second Court Hearing to obtain orders approving the Schemes	2.15pm on Monday, 28 November 2011
Expected time and date for determining entitlements to Schemes Consideration (Record Date)	7.00pm on Tuesday, 6 December 2011
Expected transfer of Count Shares to Capital 121 and payment and issue of Schemes Consideration and cancellation of Scheme Options (Implementation Date)	Friday, 9 December 2011

If, after reading the Scheme Booklet, a Count shareholder 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).

Please visit Count's website www.count.com.au regularly between now and the Scheme Meetings for future announcements relating to the proposal.

For media interviews or inquiries please contact:

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