
Countplus Limited

Share Trading Policy

Last Updated February 2015

1. Introduction

In accordance with the provisions of the *Corporations Act* and the Australian Stock Exchange Listing Rules, Countplus Limited (Countplus) has adopted the following share trading policy to ensure that all employees and associated individuals understand the law in relation to insider trading and the restrictions imposed on trading when in possession of inside information.

This policy applies to:

- Non executive directors
- Employees (part-time and full-time), contractors and consultants
- Countplus shares, options and securities of other entities.

2. What is insider trading?

Trading in shares of publicly listed corporations by those with information that is not generally available and on which the trading is based. It also covers the procurement of others to trade based on this information.

Breach of the Insider Trading Provisions involves exposure to serious criminal and civil proceedings.

3. Countplus Policy

All staff and Directors are prohibited from trading in shares if they are in possession of price sensitive information, in compliance with the Corporations Act (2001).

Generally, during the below share trading window, a director or employee would not be in possession of inside information and therefore trading is allowed:

- In the period between 24 hours and 30 working days after the release of Countplus half yearly results announcement to the ASX.
- In the period between 24 hours and 30 working days after the release of Countplus annual results announcements to the ASX.
- In the period between 24 hours and 30 working days after the Countplus Annual General Meeting (AGM).
- At such other times as Board permits.

Directors and senior executives need to clear any intention to trade in shares outside of the above trading window with the Chairman prior to any trade.

Trading of securities by the Chairman should be notified to the Chairman of the Audit Committee prior to any trade.

Other staff, not in receipt of price sensitive data, may trade at any time. This is unless they have been notified by the Company Secretary that they are deemed to be in possession of price sensitive information and therefore will need to clear any intention to trade in shares outside of the above trading window with the Chairman prior to any trade.

Directors need to notify the Company Secretary of any completed trades in Countplus shares within five business days.

This policy covers those who are exposed to or have the potential to be exposed to unpublished, price-sensitive information about the securities of other entities.

This policy prohibits the entering into of any scheme that seeks to protect the value of shares or options allocated under an incentive scheme prior to them becoming fully vested. A breach of this prohibition will be deemed to be a breach of the conditions of grant and would result in the forfeiture of the relevant shares or options.