

**Form 605**

Corporations Act 2001

Section 671B

**Notice of ceasing to be a substantial holder****To Company Name/Scheme** Countplus Limited**ACN/ARSN** ACN 126 990 832**1. Details of substantial holder (1)****Name** Countplus Limited**ACN/ARSN (if applicable)** ACN 126 990 832The holder ceased to be a substantial holder on 23/12/2013 as per notice Form 604 lodged on same dayThe previous notice was given to the company on 23/12/2013The previous notice was dated 23/12/2013**2. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
See section 3 of Annexure A - released to market with Form 604 on 23/12/2013					

**3. Changes in association**

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

**4. Addresses**

The addresses of persons named in this form are as follows:

Name	Address
Countplus Limited	Level 12, 111 Elizabeth Street Sydney NSW 2000

**Signature**

print name **Arlette Jubian** capacity **Company Secretary**

sign here

*Arlette Jubian*

date

4 / 3 / 2015

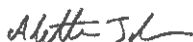
**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (5) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

This is **Annexure A** of 5 pages (including this page) referred to in Form 604  
 Notice of change of interests of substantial holder for Countplus Limited

Signed:



Arlette Jubian, Company Secretary

Dated: 23 December 2013

**3. Changes in relevant interests**

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
15/01/2013	Countplus Limited	Shares issued pursuant to the terms of the Employee Loan Funded Share Plan, terms of which were released on the ASX company announcements platform on 15/01/2013, and refer to Annexure C.	Pursuant to the Employee Loan Funded Share Plan.	486,889 ordinary shares	486,889
31/01/2013	Countplus Limited	Release of the disposal restrictions over certain shares issued under the Countplus Limited Employee Loyalty Plan, a copy of which was released on the ASX company announcements platform on 21/12/2010, and in accordance with the terms of the Plan.	Pursuant to the Employee Loyalty Plan.	3,509 ordinary shares	-3,509
20/02/2013	Countplus Limited	Release of the disposal restrictions over certain shares issued under the Countplus Limited Employee Loyalty Plan, a copy of which was released on the ASX company announcements platform on 21/12/2010, and in accordance with the terms of the Plan.	Pursuant to the Employee Loyalty Plan.	580 ordinary shares	-580
21/03/2013	Countplus Limited	Release of the disposal restrictions over certain shares issued under the Countplus Limited Employee Loyalty Plan, a copy of which was released on the ASX company announcements platform on 21/12/2010, and in accordance with the terms of the Plan.	Pursuant to the Employee Loyalty Plan.	10,017 ordinary shares	-10,017
01/04/2013	Countplus Limited	Partial release of the disposal restrictions over voluntary Escrow Deed entered into between Countplus Limited and Matthew Verdun Woolnough as trustee for the MV Woolnough Investment Trust, a copy of which was released to the ASX and in accordance with the terms of the Plan.	Pursuant to the voluntary Escrow Deed referred to in the previous column.	125,226 ordinary shares	-125,226
15/04/2013	Countplus Limited	Pursuant to the disposal restrictions set out in the Countplus Limited Employee Loyalty Plan, a copy of which was released on the ASX company announcements platform on 21/12/2010.	Pursuant to the Employee Loyalty Plan.	177,775 ordinary shares	+177,775

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
24/04/2013	Countplus Limited	Release of the disposal restrictions over certain shares issued under the Countplus Limited Employee Loyalty Plan, a copy of which was released on the ASX company announcements platform on 21/12/2010, and in accordance with the terms of the Plan.	Pursuant to the Employee Loyalty Plan.	3,509 ordinary shares	-3,509
14/05/2013	Countplus Limited	Release of the disposal restrictions over certain shares issued under the Countplus Limited Employee Loyalty Plan, a copy of which was released on the ASX company announcements platform on 21/12/2010, and in accordance with the terms of the Plan.	Pursuant to the Employee Loyalty Plan.	584 ordinary shares	-584
17/6/2013	Countplus Limited	Release of the disposal restrictions over certain shares issued under the Countplus Limited Employee Loyalty Plan, a copy of which was released on the ASX company announcements platform on 21/12/2010, and in accordance with the terms of the Plan.	Pursuant to the Employee Loyalty Plan.	2,701 ordinary shares	-2,701
9/07/2013	Countplus Limited	Release of the disposal restrictions over certain shares issued under the Countplus Limited Employee Loyalty Plan, a copy of which was released on the ASX company announcements platform on 21/12/2010, and in accordance with the terms of the Plan.	Pursuant to the Employee Loyalty Plan.	7,796 ordinary shares	-7,796
26/08/2013	Countplus Limited	Release of the disposal restrictions over certain shares issued under the Countplus Limited Employee Loyalty Plan, a copy of which was released on the ASX company announcements platform on 21/12/2010, and in accordance with the terms of the Plan.	Pursuant to the Employee Loyalty Plan.	10,304 ordinary shares	-10,304
23/09/2013	Countplus Limited	Release of the disposal restrictions over certain shares issued under the Countplus Limited Employee Loyalty Plan, a copy of which was released on the ASX company announcements platform on 21/12/2010, and in accordance with the terms of the Plan.	Pursuant to the Employee Loyalty Plan.	2,477 ordinary shares	-2,477
2/10/2013	Countplus Limited	Release of the disposal restrictions over certain shares issued under the Countplus Limited Employee Loyalty Plan, a copy of which was released on the ASX company announcements platform on 21/12/2010, and in accordance with the terms of the Plan.	Pursuant to the Employee Loyalty Plan.	2,567 ordinary shares	-2,567

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
21/10/2013	Countplus Limited	Release of certain escrowed securities from escrow pursuant to requirements under the Additional Share Entitlement Terms, between Countplus Limited and certain shareholders of Countplus Limited, a copy of which was released on the ASX company announcements platform on 20/10/2011, and refer to Annexure B.	Pursuant to the Additional Share Entitlement Terms.	1,391,009 ordinary shares	-1,391,009
21/10/2013	Countplus Limited	Release of the disposal restrictions over certain shares issued under the Countplus Limited Employee Loyalty Plan, a copy of which was released on the ASX company announcements platform on 21/12/2010, and in accordance with the terms of the Plan.	Pursuant to the Employee Loyalty Plan.	1,251 ordinary shares	-1,251
31/10/2013	Countplus Limited	Pursuant to a voluntary Escrow Deed entered into between Countplus Limited and Pacific East Coast Pty Ltd, a copy of which, a copy of which has already been released on the ASX company announcements platform, and refer to Annexure B.	Pursuant to the voluntary Escrow Deeds referred to in the previous column.	213,930 ordinary shares	+213,930
5/11/2013	Countplus Limited	Release of the disposal restrictions over certain shares issued under the Countplus Limited Employee Loyalty Plan, a copy of which was released on the ASX company announcements platform on 21/12/2010, and in accordance with the terms of the Plan.	Pursuant to the Employee Loyalty Plan.	1,309 ordinary shares	-1,309
14/11/2013	Countplus Limited	Release of the disposal restrictions over certain shares issued under the Countplus Limited Employee Loyalty Plan, a copy of which was released on the ASX company announcements platform on 21/12/2010, and in accordance with the terms of the Plan.	Pursuant to the Employee Loyalty Plan.	1,022 ordinary shares	-1,022
19/11/2013	Countplus Limited	Release of the disposal restrictions over certain shares issued under the Countplus Limited Employee Loyalty Plan, a copy of which was released on the ASX company announcements platform on 21/12/2010, and in accordance with the terms of the Plan.	Pursuant to the Employee Loyalty Plan.	584 ordinary shares	-584
16/12/2013	Countplus Limited	Release of certain escrowed securities from escrow pursuant to requirements under the Additional Share Entitlement Terms, between Countplus Limited and certain shareholders of Countplus Limited, a copy of which was released on the ASX company announcements platform on 15/12/2011, and refer to Annexure C.	Pursuant to the Additional Share Entitlement Terms	66,061 ordinary shares	-66,061

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
23/12/2013	Countplus Limited	<p>Release of certain escrowed securities from escrow pursuant to the terms of the voluntary Escrow Deeds entered into between Countplus Limited and certain shareholders of Countplus Limited.</p> <p>The voluntary Escrow Deeds referred to above comprise of the voluntary Escrow Deeds entered into with certain shareholders of Countplus Limited, a copy of which has been released on the ASX company announcements platform, and listed in Annexure C.</p>	Pursuant to the voluntary Escrow Deeds referred to in the previous column.	28,074,608 ordinary shares	- 28,074,608
23/12/2013	Countplus Limited	Release of certain escrowed securities from escrow pursuant to requirements under the Additional Share Entitlement Terms, between Countplus Limited and certain shareholders of Countplus Limited, a copy of which was released on the ASX company announcements platform on 15/12/2011, and refer to Annexure C.	Pursuant to the Additional Share Entitlement Terms	11,872 ordinary shares	-11,872