
Acquisition Committee Charter

CountPlus Limited (ACN 126 990 832)
As adopted by the Board

1. Purpose

- 1.1 The purpose of the Acquisition Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Countplus Limited (the "**Company**") is to review and approve certain investment, acquisition and divestiture transactions proposed by the Company's management, and in accordance with the Acquisitions and Divestment Policy.
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2. Membership and Term

- 2.1 The Acquisitions Committee shall comprise at least 3 members of both non-executive and executive directors – a majority of whom must be non-executive directors.
- 2.2 Appointment to the Committee will be for a minimum 1 year or as determined by the Board.
- 2.3 The duties and responsibilities of a member of the Committee shall be in addition to those duties set out for a Director of the Board.
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3. Chair of Committee

- 3.1 The Chair of the Committee will be a non-Executive Director. Should the Chair be absent from a meeting, the members of the Committee present at the meeting shall choose one of the other members of the Committee to Chair that particular meeting.
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4. Interim Committee Member

- 4.1 Any member of the Committee may abstain from voting on any investment, acquisition or divestiture transaction in which he or she has, or may have, a conflict of interest.
- 4.2 In the event that a Committee member absents themselves from the meeting and/or abstains from voting due to a conflict of interest, the Board or the Committee members who are not so conflicted, may appoint an interim member of the Committee for purposes of considering and/or approving any investment, acquisition or divestiture transaction and such interim Committee member is to serve only for such purpose.
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5. Removal of Committee Members

- 5.1 The entire Committee or any individual Committee member may be removed with or without cause by the affirmative vote of a majority of the Board.
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6. Attendance of Meetings

- 6.1 Other Company executives and advisers, as the Chairperson thinks fit, may be invited to attend Committee meetings.

7. Committee Meetings

- 7.1 The Committee shall meet as required to review and approve certain investment, acquisition and divestiture transactions proposed by the Company's management.
- 7.2 A quorum shall be two members (one of whom must be an executive director) or any greater number determined by the Committee from time to time.
- 7.3 The Committee may call such additional meetings as the Chairperson of the Committee decides are necessary for the Committee to fulfil its duties.
- 7.4 Minutes shall be kept of each meeting of the Committee.
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8. Authority

- 8.1 The Committee will have and may exercise the power and authority to review, authorise and approve investments, acquisitions and divestitures by the Company.
- 8.2 In carrying out its authority, the Committee:
- (a) shall have all such other rights and powers as may lawfully be delegated by the Board; and
 - (b) may exercise such rights and powers, and perform such activities, consistent with this Charter, as the Committee or the Board deems necessary or appropriate.
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9. Secretary

- 9.1 The Company Secretary shall act as Secretary of the Committee and shall attend meetings of the Committee, as required.

Document control

Document number:	01
Effective from:	November 2016
Date approved:	November 2016
Approved by:	The Board
Last review date(s):	November 2016