

CUP

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



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Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

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Proxy Form

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Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



 **For your vote to be effective it must be received by 10.00am on Tuesday 8 November 2016**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** →

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Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Countplus Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Countplus Limited to be held at Grant Thornton Australia, Level 17, 383 Kent Street, Sydney NSW 2000 on Thursday, 10 November 2016 at 10:00am and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 2 and 3 (except where I/we have indicated a different voting intention below) even though Item 2 and 3 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 2 and 3 by marking the appropriate box in step 2 below.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
2 Adoption of Remuneration Report.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Long Term Incentive (LTI) for the Chief Executive Officer and Managing Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To elect Alison Ledger as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 To elect Matthew Rowe as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 To re-elect Graeme Fowler as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Renewal of Proportional Takeover Provisions in Constitution.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /

CUP

999999A

Computershare +



ABN: 11 126 990 832

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (**Meeting or Annual General Meeting**) of the shareholders of Countplus Limited will be held on Thursday 10 November 2016 at 10.00am, at:

Grant Thornton Australia
Level 17, 383 Kent Street
Sydney NSW 2000

Ordinary Business:

1. Financial Statements and Reports

To receive and consider the annual financial report of the Company and its controlled entities and the reports of the Directors and of the auditors for the year ended 30 June 2016.

2. Adoption of Remuneration Report

To consider and, if thought fit, to pass the following resolution, as an ordinary resolution:

“To adopt the Remuneration Report for the financial year ended 30 June 2016 as set out in the Company’s 2016 Annual Report.”

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement

The Company will disregard any votes cast on Item 2 by or on behalf of any of the following persons:

- (a) a member of the key management personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a closely related party of such a person, in any capacity (including as proxy).

However, votes on Item 2 will not be disregarded if they are cast as proxy for a person entitled to vote on Item 2:

- (a) in accordance with a direction as to how to vote in the Proxy Form; or
- (b) by the Chairman of the meeting where the proxy appointment expressly authorises the Chairman to exercise an undirected proxy even if the resolution is connected directly or indirectly with the remuneration of a key management personnel.

3. Long Term Incentive (LTI) for the Chief Executive Officer and Managing Director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 10.14 and sections 200B and 200E of the *Corporations Act 2001* (Cth) and for all other purposes, approval be given for the grant to the Chief Executive Officer and Managing Director of the Company, Phillip Aris, loan funded shares with a value of \$250,000 under the terms of the Countplus Key Staff Loan Funded Share Plan, as more particularly described in the Explanatory Notes accompanying this Notice of Meeting.”

Voting Exclusion Statement

The Company will disregard any votes cast on Item 3 by or on behalf of any of the following persons:

- (a) any director of the Company who is entitled to participate in the Countplus Key Staff Loan Funded Share Plan and any of their associates; or
- (b) a member of the key management personnel, details of whose remuneration are included in the Remuneration Report, or a closely related party of such a person, as a proxy.

However, votes on Item 3 will not be disregarded if they are cast as proxy for a person entitled to vote on Item 3:

- (a) in accordance with a direction as to how to vote in the Proxy Form; or
- (b) by the Chairman of the meeting, in accordance with a direction on the Proxy Form to vote as the proxy decides and where the proxy appointment expressly authorises the Chairman to exercise an undirected proxy even if the resolution is connected directly or indirectly with the remuneration of a key management personnel.

4. Election of Director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That **Alison Ledger** (who, having been appointed by the Board as a Director since the last Annual General Meeting, retires in accordance with the Company’s Constitution and, being eligible, offers herself for election), be elected as a Director of the Company.”

5. Election of Director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That **Matthew Rowe** (who, having been appointed by the Board as a Director since the last Annual General Meeting, retires in accordance with the Company’s Constitution and, being eligible, offers himself for election), be elected as a Director of the Company.”

6. Re-election of Director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That **Graeme Fowler** (who retires by rotation in accordance with the Constitution of the Company and, being eligible, offers himself for re-election), be re-elected as a Director of the Company.”

7. Renewal of Proportional Takeover Provisions in Constitution

To consider and, if thought fit, to pass the following resolution as a special resolution:

“That, pursuant to section 648G of the *Corporations Act 2001* (Cth), the proportional takeover approval provisions in clause 22 of the Constitution of the Company are renewed for a period of three years from the date of this meeting.”

Other Business

To transact any other business that may properly be brought forward, in accordance with the Company's Constitution and the Corporations Act 2001 (Cth).

By order of the Board



Arlette Jubian

Company Secretary

VOTING ENTITLEMENTS

For the purpose of the Corporations Act 2001 (Cth) (**Corporations Act**), the Company has determined that all securities of the Company that are quoted securities at **10.00am (Sydney time) on Tuesday, 8 November 2016** will be taken, for the purpose of the meeting, to be held by the persons who held them at the time.

PROXIES

A member entitled to attend and vote, is entitled to appoint one proxy if the member is entitled to cast one vote, or two proxies if the member is entitled to cast two or more votes to attend and vote instead of that member. If two proxies are appointed, you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 on the Proxy Form. A proxy need not be a member of the Company.

The Board has determined that a person's entitlement to vote at the meeting will be the entitlement of that person set out in the Register of Shareholders as at 48 hours before the appointed time for holding the meeting.

A proxy form and the power of attorney or authority (if any) under which it is signed or a copy of that power of attorney or authority certified as a true copy, must be deposited not less than 48 hours before the commencement of the meeting, at 10.00am on Tuesday, 8 November 2016, or adjourned meeting at which the person named in the instrument proposes to vote.

Proxy vote if appointment specifies way to vote

Section 250BB of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- The proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (ie as directed); and
- If the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- If the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (ie as directed); and
- If the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (ie as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and

- (b) the appointed proxy is not the Chair of the meeting; and
- (c) at the meeting, a poll is duly demanded on the resolution; and
- (d) either of the following applies:
 - (i) if a record of attendance is made for the meeting - the proxy is not recorded as attending;
 - (ii) the proxy does not vote on the resolution;

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution of the meeting.

Proxy voting on Item 2 or Item 3 and voting by Chairman

The key management personnel of the Company and their closely related parties will not be able to vote your proxy on Item 2 or Item 3 unless you direct them how to vote by marking the voting boxes for that Item. If you intend to appoint a key management personnel (or their closely related party) as your proxy, please ensure that you direct them how to vote on Item 2 and Item 3.

If you intend to appoint the Chairman of the meeting as your proxy, you can direct him to vote by marking the relevant boxes on the Proxy Form. If you sign and return your Proxy Form and do not provide any voting directions, you will be deemed to have expressly authorised the Chairman of the meeting (where he is appointed your proxy or becomes your proxy by default) to cast your vote on Item 2 and Item 3 even though those Items are connected with the remuneration of the key management personnel. The Chairman of the meeting intends to vote any undirected proxies held by him in favour of all items of business.

The Proxy Form may be lodged using the reply paid envelope or:

In Person Registered Office – Level 17, BDO, 1 Margaret Street, Sydney NSW 2000
or
Share Registry – Computershare Investor Services Pty Limited,
Level 4, 60 Carrington Street, Sydney NSW 2000

By Mail Registered Office – GPO Box 1453, Sydney NSW 2001
or
Share Registry – Computershare Investor Services Pty Limited,
GPO Box 242, MELBOURNE VIC 3001

By Fax 1800 783 447 (within Australia)
+ 61 3 9473 2555 (outside Australia)

Electronically: www.investorvote.com.au

Explanatory Notes on Resolutions

Introduction

These Explanatory Notes are intended to provide shareholders in the Company with information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting.

Shareholders are not required to vote on the financial report and Directors' and auditor's statements included in the Annual Report that are laid before the Meeting.

Item 1 – Financial Statements and Reports

The Corporations Act 2001 (Cth) (Corporations Act) requires the Company to lay its Financial Report and the reports of the Directors and auditor for the last financial year before the Annual General Meeting.

No resolution is required for this item, but shareholders will be given the opportunity to ask questions and to make comments on the reports and the management and performance of the Company.

The Company's auditor will be present at the Meeting and shareholders will be given the opportunity to ask the auditor questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company and the independence of the auditor.

The 2016 Annual Report is available on the Company's website at www.countplus.com.au

Item 2 – Remuneration Report

Directors of listed public companies are required to provide detailed disclosure of Director and senior executive remuneration in the Directors' Report. These disclosures are set out in the Remuneration Report on pages 23 to 27 of the 2016 Countplus Annual Report.

The Corporations Act requires a listed company to put the Remuneration Report for each financial year to a resolution of members at their Annual General Meeting. Under section 250R(3) of the Corporations Act, the vote is advisory only and does not bind the Directors or the Company. However, if at least 25% of the votes cast on Item 2 are against adoption of the Remuneration Report at this Meeting, and then again at the 2017 Annual General Meeting, the Company will be required to put to shareholders at the 2017 Annual General Meeting a resolution proposing the calling of an extraordinary general meeting to consider a spill of the Board (**spill resolution**).

If more than 50% of the votes cast are in favour of the spill resolution, the Company must convene the extraordinary general meeting (**spill meeting**) within 90 days of the 2017 Annual General Meeting. All of the Directors who were in office when the 2017 Directors' Report was approved, other than the Managing Director, will cease to hold office immediately before the end of the spill meeting but may stand for re-election at the spill meeting. Following the spill meeting those persons whose election or re-election as Directors is approved will be the Directors of the Company.

The Board unanimously recommends that shareholders vote in favour of the Remuneration Report.

Item 3 - Long Term Incentive (LTI) for the Chief Executive Officer and Managing Director

As set out in the Remuneration Report, the remuneration of Mr Phillip Aris, the Chief Executive Officer and Managing Director, comprises a fixed component of \$509,500 per annum (which is inclusive of superannuation) and a long term incentive payment component.

The Countplus Key Staff Loan Funded Share Plan (**LFS Plan**) was established to assist in the attraction, motivation and retention of certain senior employees and aims to focus the efforts of participants on delivering long-term shareholder value. The Board has determined to grant loan funded shares with a value of \$250,000 (**Loan Funded Shares**) to Mr Aris for the 2016 financial year under the long term incentive payment component of his remuneration.

Under ASX Listing Rule 10.14, shareholder approval is required for the issue of securities to a director under an employee incentive scheme. Shareholder approval is therefore being sought for the grant of the Loan Funded Shares to Mr Aris. If shareholder approval is given under ASX Listing Rule 10.14 to the grant of the Loan Funded Shares, then (pursuant to ASX Listing Rules 7.2, exception 14 and Listing Rule 10.12, exception 4, respectively) approval under ASX Listing Rule 7.1 or Listing Rule 10.11 is not required for the grant.

If shareholder approval is obtained, the number of Loan Funded Shares to be granted to Mr Aris will be determined by dividing \$250,000 by the volume weighted average price of the Company's shares over the 30-day period immediately prior to the date of this Annual General Meeting (rounded to the nearest whole number). The Loan Funded Shares will be held by Pacific Custodians Pty Limited (ACN 009 682 866) (**Trustee**) as trustee on Mr Aris' behalf. The Company will also extend an interest-free loan (**Loan**) to Mr Aris to acquire the Loan Funded Shares.

Vesting conditions

The Loan Funded Shares will be subject to the following vesting conditions:

- **Time-based service condition:** Mr Aris must remain in continuous employment with the Company for a minimum period of 3 years from 1 July 2015 and up to and including the date on which the performance hurdles referred to below are met.

- **Three-year rolling performance hurdle:** The vesting of the Loan Funded Shares is also dependent on either of the following performance hurdles being met:
 - 12.5% per annum diluted compounded earnings growth per share averaged over three consecutive financial years commencing from 1 July 2016. This means that the growth in the compounded diluted earnings per share from FY2016 to FY2017, FY2017 to FY2018, FY2018 to FY2019 is taken as a percentage for each year and is then averaged over the 3 year period. If the average compound growth is 12.5% or higher then this vesting condition is met; or

 - a 50% increase in the Company's share price over three consecutive financial years commencing from 1 July 2016, with a decrease of no more than 20% in the last financial year. For this purpose, the Company's share price will be the volume weighted average price of the Company's shares over the 30-day period immediately prior to 1 July of the relevant year.

If the vesting conditions are not met, then unless otherwise determined by the Board in its sole and absolute discretion, the Loan Funded Shares will lapse, any interest in those Loan Funded Shares will be forfeited for an amount equal to the value of the portion of the outstanding Loan balance which relates to the forfeited Loan Funded Shares, and such amount will be used for the repayment of the Loan.

Rights attaching to Loan Funded Shares

The Loan Funded Shares will rank *pari passu* in all respects with fully paid ordinary shares in the Company, and Mr Aris may direct the Trustee as to how to exercise the voting rights attaching to the Loan Funded Shares. However, the Trustee will apply any dividends paid on the Loan Funded Shares (on an after-tax basis) and any capital returns in respect of the Loan Funded Shares, towards repayment of the Loan.

The Loan Funded Shares, or any beneficial or legal interest in the Loan Funded Shares, may not be withdrawn from the trust, assigned, transferred, sold or otherwise disposed of by Mr Aris (**disposal restrictions**), until the vesting conditions attaching to the Loan Funded Shares have been satisfied or waived by the Board, and the Loan has been repaid in full or appropriate arrangements for repayment of the Loan have been approved by the Board.

Treatment of Loan Funded Shares if Mr Aris leaves the Company

Cessation of employment before 1 July 2018

If Mr Aris' employment with the Company ceases before 1 July 2018 (whether he is a Good Leaver or a Bad Leaver), then the Loan Funded Shares will be automatically forfeited in consideration for the Loan balance in relation to those shares.

Cessation of employment on or after 1 July 2018

Good Leaver

If Mr Aris' employment with the Company ceases on or after 1 July 2018 but prior to the time-based service condition referred to above having been met, and Mr Aris is a "Good Leaver" (defined below), then the following will apply:

Vested Loan Funded Shares:

- Subject to the Board's discretion to extend the repayment date of the Loan for a further specified period, the Loan balance in relation to any vested Loan Funded Shares is repayable within six months after the cessation of the employment or on the expiry of any disposal restriction imposed by the Board after his employment ceases. As referred to below, the Board has the discretion, in certain circumstances, to extend the disposal restrictions (and therefore, the Loan repayment date) for up to 12 months after the cessation of his employment.
- Until the Loan balance is repaid in full or appropriate arrangements for repayment have been approved by the Board, these vested Loan Funded Shares will continue to be subject to the disposal restrictions. Once the Loan balance in relation to the vested Loan Funded Shares is repaid (or appropriate arrangements for repayment of the Loan have been approved by the Board), they will cease to be subject to the disposal restrictions and Mr Aris will be able to request that those shares be transferred to him from the Trustee.

Unvested Loan Funded Shares:

- Any unvested Loan Funded Shares will continue to be held by the Trustee on Mr Aris' behalf after cessation of the employment and continue to be subject to the performance hurdles referred to above.

If Mr Aris is a Good Leaver in circumstances other than death or total and permanent disablement, the Board, in its sole and absolute discretion, may determine that any Loan Funded Shares held by the Trustee on Mr Aris' behalf at that time will continue to be subject to the disposal restrictions for a maximum of 12 months after his employment ceases.

Mr Aris will be a "Good Leaver" if his employment ceases in any circumstances other than where he is a "Bad Leaver" (which is described below).

Bad Leaver

If Mr Aris' employment with the Company ceases on or after 1 July 2018 but prior to the time-based service condition referred to above having been met, and Mr Aris is a "Bad Leaver" (defined below), then (unless the Board determines otherwise in its sole and absolute discretion) the following will apply:

Vested Loan Funded Shares:

- Subject to the Board's discretion to extend the repayment date of the Loan for a further specified period, the Loan balance in relation to any vested Loan Funded Shares will be repayable on the date that his employment ceases. If Mr Aris does not repay the Loan balance in full or make arrangements for the repayment of the Loan which are approved by the Board, then those unvested Loan Funded Shares will be forfeited in consideration for the Loan balance in relation to those shares.
- If Mr Aris repays the Loan balance in relation to the vested Loan Funded Shares (or makes arrangements approved by the Board for the repayment of the Loan), then those vested Loan Funded Shares will cease to be subject to the disposal restrictions and Mr Aris will be able to request that those shares be transferred to him from the Trustee.

Unvested Loan Funded Shares:

- *Any unvested Loan Funded Shares will be automatically forfeited in consideration for the Loan balance in relation to those shares.*

Mr Aris will be a “Bad Leaver” if his employment ceases in circumstances where he has committed serious misconduct, fraud, wilful disobedience or any conduct justifying termination of his employment without notice.

Change of control

If there is a Change of Control Event (which includes the merger of the Company into another company, the acquisition of 50% or more of the issued ordinary shares in the Company by a party (or parties which are associated entities), or any similar event which the Board determines is a change of control event), the Board will allow the accelerated vesting of all then unvested Loan Funded Shares.

Loan terms

The terms and conditions of the Loan will be contained in a Loan Agreement between Mr Aris and the Company.

The key terms and conditions of the Loan will be as follows:

- *Subject to the Board’s discretion to permit the Loan to continue for a further specified period, the Loan must be repaid by the earliest of the following:*
 - *expiry of the Loan term, which is 5 years from the date on which the Loan Funded Shares are acquired;*
 - *if Mr Aris is a Good Leaver, six months after his employment ceases (or, where applicable, on the expiry of any disposal restriction imposed by the Board after his employment ceases);*
 - *if Mr Aris is a Bad Leaver, the date his employment ceases;*
 - *the date the Loan Funded Shares are forfeited;*
 - *the date the Board determines that any vesting conditions attached to the Loan Funded Shares have not or cannot be satisfied and the Loan Funded Shares are forfeited;*
 - *the date the Board determines that a Change of Control Event will occur, or is likely to occur; or*
 - *a date other than above, that Mr Aris and the Company agree to in writing.*
- *The Loan is interest free and limited recourse. Limited recourse means that the repayment amount will be the lesser of the outstanding Loan balance and the market value of the Loan Funded Shares that were acquired using the Loan. If the value of the Loan Funded Shares is less than the outstanding Loan balance, the value of the Loan Funded Shares will be treated as the full repayment obligation under the Loan.*
- *Mr Aris may repay the Loan, or make payments on account of repayment of the Loan, before the end of the Loan term. To the extent that the Loan Funded Shares have vested (or the vesting conditions have been waived by the Board), the Loan relating to those Loan Funded Shares must be repaid in full (or appropriate arrangements for repayment of the Loan have been approved by the Board) before the Loan Funded Shares can be disposed of.*
- *If dividends are paid by the Company on the Loan Funded Shares, the Company will apply the after tax value of the dividends to the repayment of the Loan.*
- *When the Loan is due for repayment and Mr Aris has not repaid the amount of the Loan in full by the required date, unless otherwise determined by the Board in its sole and absolute discretion, the Company may instruct the Trustee to sell the Loan Funded Shares or require Mr Aris to agree to a buy-back of the Loan Funded Shares. The proceeds from any such sale or buy-back of the Loan Funded Shares will be applied to repay the outstanding Loan balance and any excess funds after costs and expenses will be paid to Mr Aris (except where he is a Bad Leaver).*

Disclosure for the purposes of Listing Rule 10.15

The following information is provided for the purposes of ASX Listing Rule 10.15:

- The Company has been granted a waiver by ASX from Listing Rule 10.15.2 to the extent that it need not state in this Notice the maximum number of Loan Funded Shares that may be issued to Mr Aris, on the condition that the Notice states the method by which the number of Loan Funded Shares to be issued is calculated. The maximum number of Loan Funded Shares that may be acquired by Mr Aris pursuant to this approval is determined by dividing \$250,000 by the volume weighted average price of the Company's shares over the 30-day period immediately prior to the date of this Meeting (rounded to the nearest whole number).

Set out below is an example of how the number of Loan Funded Shares that will be issued to Mr Aris will be calculated, assuming a volume weighted average price of the Company's shares of \$0.860:

$$\begin{aligned} \text{Number of Loan Funded Shares} &= \$250,000 \div \$0.860 \\ &= \$290,698 \end{aligned}$$

- The price for each Loan Funded Share to be granted is the volume weighted average price of the Company's shares over the 30-day period immediately prior to the date of this Meeting.
- Since the date of the last shareholder approval under ASX Listing Rule 10.14 (being 25 November 2015), 371,165 loan funded shares were issued to Mr Aris under the LFS Plan.
- All Directors are eligible under the terms of the LFS Plan to participate in the LFS Plan, although there is no intention to make any grants to Non-Executive Directors. The names of the current Directors are Mr Barry Lambert, Mr Graeme Fowler, Mr Phillip Aris, Ms Alison Ledger and Mr Matthew Rowe. Mr Philip Rix is a current Director but will retire immediately after this Meeting.
- A voting exclusion statement applies to this Item, as set out in the Notice of Annual General Meeting.
- The terms of the Loan that will be made to Mr Aris in relation to the acquisition of the Loan Funded Shares are described above.
- If shareholder approval is obtained, the Loan Funded Shares will be issued to the Trustee to hold for Mr Aris within a week of this Meeting (that is, they will be issued no later than 12 months after the date of this Meeting).

Approval of potential termination benefits

Under section 200B of the Corporations Act, the Company may only give a person a benefit in connection with the person's retirement from an office, or position of employment, in the Company or a related body corporate unless shareholder approval for the giving of the benefit is obtained or an exemption applies.

For the purposes of section 200B, the term "benefit" has a wide meaning and may include benefits resulting from the Board exercising certain discretions under the rules of the LFS Plan or under the terms of the grant of the Loan Funded Shares to Mr Aris. For instance, where Mr Aris' employment has ceased before his Loan Funded Shares have vested, the Board has the discretion (under the rules of the LFS Plan) to waive some or all of the vesting conditions in respect of those Loan Funded Shares. In addition, the Board also has the discretion to extend the repayment date of Mr Aris' Loan beyond the cessation of his employment. The exercise of such discretions may constitute a "benefit" for the purposes of section 200B of the Corporations Act.

The Company is therefore seeking shareholder approval for the exercise of the Board's discretions as referred to above.

The value of this termination benefit cannot be ascertained at this time. This is because various matters will or are likely to affect that value. In particular, the value of the benefit will depend on factors such as:

- the number of unvested Loan Funded Shares that Mr Aris holds at the time his employment ceases;
- the number of Loan Funded Shares in respect of which the Board exercises its discretion to vest;
- the amount of the Loan in respect of which the Board exercises its discretion to extend the repayment date; and

- the Company's share price at the time of vesting or at the time of the Loan repayment date.

The Board (with Mr Aris absent and not voting) unanimously recommends that shareholders vote in favour of Item 3.

Item 4 - Election of Director – Ms Alison Ledger

Shareholder approval is sought for the election of Ms Alison Ledger who, having been appointed by the Board as a Director since the last Annual General Meeting, retires at this Annual General Meeting in accordance with the Company's Constitution and offers herself for election.

Details of the qualifications and experience of Ms Ledger are as follows:

Alison has extensive experience in strategy, digital transformation and product/service innovation. She began her career as a banker and has extensive experience working in the US, UK/Europe and Australia. She has held senior executive positions in banking, insurance, funds management and brokerage and has owned and operated small, start-up businesses. As a McKinsey Partner, Alison advised some of the world's leading banks on strategy, operational effectiveness and change management.

More recently, Alison has driven organisational transformation in businesses impacted by technological and digital disruption. She has proven expertise in understanding customer/client needs and then delivering product and service innovation to create amazing experiences.

Previous directorships include pSivida Limited (ASX and NASDAQ) and IAG Life Pty Limited.

She has a Bachelor of Arts in Economics (Honours) degree from Boston College and an MBA from Harvard University.

Prior to submitting herself for election, Ms Ledger has acknowledged to the Company that she will have sufficient time to fulfil her responsibilities as a Director.

The Board (with Ms Ledger absent and not voting) unanimously recommends that shareholders vote in favour of the election of Ms Ledger.

Item 5 - Election of Director – Mr Matthew Rowe

Shareholder approval is sought for the election of Mr Matthew Rowe who, having been appointed by the Board as a Director since the last Annual General Meeting, retires at this Annual General Meeting in accordance with the Company's Constitution and offers himself for election.

Details of the qualifications and experience of Mr Rowe are as follows:

Matthew has extensive experience in the financial service sector at Managing Director and Board level. Matthew has a track record in leading a high performing professional services organisation, strong corporate and regulatory experience, as well as being recognised as a successful change agent within financial services. Former Managing Director of Hood Sweeney, one of the largest Accounting firms in Australia. Matthew was one of the longest serving FPA Chairman in the history of the Financial Planning Association of Australia and represented Australia on the Global Standards Body. Matthew is currently the Executive Chair of MyAccounts, a cloud based bookkeeping company, and Chair of the Future2 Foundation.

Matthew held a number of Board appointments including the Financial Planning Association of Australia, serving four years as Chair, Australian representative to the Financial Planning Standards Board and as a Member of Expert Advisory Group Finance Learning Standards with the Australian Business Deans Council.

Mr Rowe completed the General Management Program at Harvard Business School, is a GAICD, FCPA and CFP (Life), he holds a Bachelor of Economics, an Advanced Diploma in Financial Planning, Post Graduate Diploma in Accounting and has completed the Australian Institute of Company Directors Program.

Prior to submitting himself for election, Mr Rowe has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

The Board (with Mr Rowe absent and not voting) unanimously recommends that shareholders vote in favour of the election of Mr Rowe.

Item 6 - Re-election of Director – Mr Graeme Fowler

Shareholder approval is sought for the re-election of Mr Graeme Fowler who retires by rotation at this Annual General Meeting and offers himself for re-election. Mr Fowler's profile can be found on page 16 of the 2016 Countplus Annual Report.

Prior to submitting himself for re-election, Mr Fowler acknowledged to the Company that he would have sufficient time to fulfil his responsibilities as a Director.

The Board (with Mr Fowler absent and not voting) unanimously recommends that shareholders vote in favour of the re-election of Mr Fowler.

Retirement of Mr Philip Rix as Director

Mr Philip Rix has advised the Board that he intends to retire from the Board immediately following the Meeting and will not stand for re-election at this Meeting.

Item 5 – Renewal of Proportional Takeover Provisions

The Corporations Act permits a company to include in its constitution, proportional takeover provisions prohibiting the registration of a transfer of securities resulting under a proportional takeover bid unless and until a resolution to approve the bid is passed in accordance with the provisions. A proportional takeover bid is an off-market bid under which an offer is made for only a proportion of each holder's holding of securities.

The current form of the Company's Constitution (**Constitution**) contains proportional takeover provisions in clause 22 (**Provisions**). The Provisions prohibit the registration of a transfer of shares under a proportional takeover bid unless and until a resolution to approve the bid is passed by the holders of the shares of the class to which the shares being bid for belong (**Bid Class Shares**).

Under the Corporations Act, the Provisions must be renewed every 3 years or they will cease to have effect. The Provisions were last renewed on 12 November 2013 and therefore will cease to have effect on 12 November 2016 unless renewed by a special resolution of shareholders. It is therefore proposed to renew the Provisions for a further 3 years until 9 November 2019.

A copy of the Constitution is available for inspection at the Company's registered office.

Effect of Provisions

If the Provisions are renewed and a proportional takeover bid is made for shares in the Company, the Provisions require the Directors to call a meeting of shareholders who hold Bid Class Shares to vote on a resolution to approve the proportional takeover bid. The resolution will be passed if more than 50% of the votes cast on the resolution are in favour of the resolution. The bidder, and any associate of the bidder, will be excluded from voting.

If the resolution to approve the proportional takeover bid is not voted on as at the end of the day before the 14th day before the last day of the bid period under the takeover bid, the resolution will be taken to have been passed.

If a resolution to approve the proportional takeover bid is voted on and rejected, all unaccepted offers under the takeover bid are taken to be withdrawn and each binding takeover contract for the takeover bid must be rescinded by the bidder.

The Provisions do not apply to full takeover bids (that is, a takeover bid for all of the securities in the class of securities that the takeover bid relates to). If this Item 5 is passed, and therefore the Provisions are renewed, the Provisions will only apply until 9 November 2019 (being three years from the date of the meeting), unless again renewed by shareholders (or unless the Constitution is amended before then to delete the Provisions).

Reasons for Provisions

The Directors consider that shareholders should have the opportunity to vote on any proportional takeover bid for the Company. A proportional takeover bid may enable control of the Company to pass without shareholders having an opportunity to sell all of their

shares to the bidder. Shareholders, therefore, may be exposed to the risk of being left as a minority shareholder in the Company and of the bidder being able to acquire control of the Company without payment of an adequate premium for all of their shares.

The Provisions lessen these risks as they allow holders of the Bid Class Shares to decide whether a proportional takeover bid is acceptable and should be allowed to proceed.

No awareness of any proposal to acquire or to increase the extent of a substantial interest in the Company

As at the date of this notice, no Director is aware of any proposal by any person to acquire, or increase the extent of, a substantial interest in the Company.

Potential advantages and disadvantages of the Provisions

The Directors consider that the Provisions have not had (and will not have) any potential advantages or potential disadvantages for the Directors, as the Board is free to make whatever recommendations it considers appropriate on any proportional takeover bid that may be made.

The potential advantages of the Provisions for shareholders include:

- shareholders have a say, by majority, in determining whether a proportional takeover bid should be allowed to proceed, which may assist in ensuring that any proportional takeover bid is attractive to a majority of shareholders;
- the Board is able to formally ascertain the views of shareholders in respect of a proportional takeover bid;
- it may help shareholders to avoid being locked in as a minority and may prevent a bidder acquiring control of the Company without payment of an adequate premium for control;
- it increases shareholders' bargaining power and may assist in ensuring any proportional takeover is adequately priced and is attractive to the majority of shareholders; and
- knowing the view of the majority of shareholders may help each individual shareholder to form an opinion on whether to accept or reject an offer under the bid.

The potential disadvantages of the Provisions for shareholders include:

- the Provisions may reduce the likelihood of a proportional takeover bid being successful and may therefore discourage the making of a proportional takeover bid; and
- the Provisions may also reduce the opportunities which shareholders have to sell their shares in the Company.

Review of advantages and disadvantages of the Provisions

Since the provisions came into effect in November 2010, no takeover bids for the Company (either proportional or full) have been made or announced. Therefore, there is no example against which the advantages or disadvantages of the Provisions may be assessed.

However, the Board is not aware of any potential bid that was discouraged by the Provisions.

The Directors consider that, having regard to the potential advantages and disadvantages of the Provisions as referred to above, it is in the interests of shareholders to have the right to vote on a proportional takeover bid and therefore recommend that shareholders vote in favour of Item 5.