

# Appendix 4D

## Half Year Report

### 1. Company details

Name of entity

Countplus Limited

ABN or equivalent company reference

11 126 990 832

Half year ended ('current period')

31 December 2015

Half year ended ('previous period')

31 December 2014

### 2. Results for announcement to the market

\$A'000's

2.1	Revenues from ordinary activities	Down	2.01%	to	62,028
2.2	Profit (loss) from ordinary activities after tax	Up	2.48%	to	6,232
2.3	Net profit (loss) for the period attributable to members	Down	0.98%	to	5,992
2.4	<b>Dividends</b>		<b>Current Period</b>		<b>Previous Period</b>
	Final Dividend (fully franked at 30% tax rate) paid		2.0¢ 14-Aug-15		3.0¢ 15-Aug-14
	Interim Dividend (fully franked at 30% tax rate) paid		2.0¢ 16-Nov-15		2.0¢ 17-Nov-14
	Interim Dividend (fully franked at 30% tax rate) payable/paid		2.0¢ 15-Feb-16		2.0¢ 16-Feb-15
	Interim Dividend proposed (fully franked at 30% tax rate)		2.0¢ 16-May-16		2.0¢ 15-May-15
2.5	Record date for determining entitlements to the proposed interim dividend.		27 April 2016		
2.6	<b>Brief explanation of any of the figures in 2.1 to 2.4 above necessary to enable the figures to be understood:</b>				
	Please refer to the 'Operating and Financial Review' section of the Directors' report in the half-year 2016 accounts.				

The audited operating revenue and earnings before interest, tax, depreciation and amortisation for the consolidated entity for the six months to 31 December 2015 and for the corresponding prior period ending 31 December 2014 are as follows:

	31.12.2015	31.12.2014
	\$'000	\$'000
Operating revenue for the period	62,028	63,302
EBITDA for the period	13,166	11,289
Net profit attributable to the members of Countplus Limited	5,992	6,051

### 3. NTA backing

	Current Period*	Previous Period	
		30 June 2015	31 Dec 2014
Net tangible asset backing per security (cent per share)	12.19¢	4.83¢	6.85¢

\*The increase in NTA backing is principally due to the fair value gain on investment in shares of Class Limited.

### 4. Control gained over entities/loss of control over entities

#### Acquisition of businesses and controlled entities

The consolidated entity acquired the following businesses and entities (100% unless stated otherwise): HWC Accountants Pty Ltd (HWC) and Australian Superannuation & Compliance (ASC)

Particulars	HWC \$'000	ASC \$'000
Date of acquisition of entity / business assets of entity	October 2015	September 2015
<b>Consideration:</b>		
Cash paid	1,541	498
Deferred equity consideration	450	0
<b>Total consideration</b>	<b>1,991</b>	<b>498</b>
<b>Fair value of net assets of controlled entities acquired:</b>		
Acquired Client Relationships	758	455
Provisions	0	-47
Deferred tax liabilities	-227	-137
Goodwill on acquisition	1,460	227
<b>Total fair value</b>	<b>1,991</b>	<b>498</b>

#### Results contributed by acquired entities since acquisition date and profit for the corresponding prior period:

The contributions made since acquisition by HWC was \$137k.

The contributions made since acquisition by ASC was \$36k.

## 5. Dividends

	Current period		Previous period	
	Date dividend paid/payable	\$'000	Date dividend paid	\$'000
Final Dividend	14 August 2015	2,274	15 August 2014	3,340
Interim Dividend	16 November 2015	2,275	17 November 2014	2,227
<b>Total Dividend Paid</b>		<b>4,549</b>		<b>5,567</b>
Dividend provided for and recognised as a liability	15 February 2016	2,282	16 February 2015	2,232
Dividends proposed and not recognised as a liability	16 May 2016	2,283	15 May 2015	2,232

## 6. Dividend reinvestment plans

The company does not operate a dividend reinvestment plan.

## 7. Details of associates and joint venture entities

In August 2015, Countplus subsidiary ADVICE389 acquired a 40% share in NSW based firm, Hunter Financial Planning Pty Ltd. Consideration for the purchase was \$2.75m paid in cash on settlement.

In October 2015, Countplus associate Hood Sweeney Pty Limited did a share buy-back from one of its principal / directors. As a result of this buy-back share of Countplus Limited increased from 25.85% to 32.36% without making any additional investments.

In November 2015, Countplus subsidiary Change Accountants sold its 30% share in MyAccounts for a total consideration of \$325,000.

## 8. Foreign entities

Not applicable.

## 9. Events after balance sheet date

On 15 January 2016, Countplus subsidiary, The MBA Partnership Pty Ltd acquired 51% of the assets of NSW based firm, Cummings West via its newly established subsidiary, The MBA Partnership (NSW) Pty Ltd. Consideration for the purchase was \$377,400, satisfied through a cash consideration on settlement.

On 9 February 2016, Class Limited declared a one cent unfranked dividend for the second quarter for 2015/16 payable on 7 March 2016. The Group owns 6,339,540 shares of Class Limited at the date of declaration of this dividend.

On 24 February 2016, Countplus Limited declared an interim dividend for 2015/16 of 2 cents per share payable on 16 May 2016 (record date: 27 April 2016).

No other matters or circumstances have arisen since the end of the financial half-year which significantly affected or could significantly affect.

- (a) the Group's operations in future financial years, or ,
- (b) the results of those operations in future financial years, or
- (c) the Group's state of affairs in future financial years.

## 10. If the accounts are subject to audit dispute or qualification, details are described below:

Additional disclosures can be found in the notes to the 2016 Half – Year Financial Statements.

This report is based on the consolidated 2016 Half-Year Financial Statements which have been reviewed by Grant Thornton with the Independent Auditor's Review Report included in the 2016 Half-Year Financial Statements.