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# Continuous Disclosure Policy

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

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## 1. Introduction

### 1.1 Commitment to disclosure and communication

Countplus Limited (**CountPlus**) is committed to fair and effective communication with its shareholders and has a continuous disclosure regime and sound communication practices in place. It has established procedures to ensure compliance with all relevant disclosure laws, ASX Listing Rules and ASX Corporate Governance Principles and Recommendations enabling shareholders to stay properly and fully informed at all times. Timely and equal access to material information which may affect security values or influence investment decisions is made available to all stakeholders.

### 1.2 Application of this policy

The Continuous Disclosure Policy ('Policy') applies to all directors on the board of CountPlus (**Board**), as well as officers, employees and consultants of CountPlus.

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## 2. Continuous Disclosure Obligations

### 2.1 Disclosure obligations

CountPlus is listed on the ASX and must comply with the continuous disclosure obligations in the ASX Listing Rules. These obligations have the force of law under the *Corporations Act 2001* (Cth) ('**Corporations Act**').

### 2.2 Immediate notification of information which may have a material effect on price or value

CountPlus must immediately (meaning, "promptly and without delay") disclose to the market any information concerning CountPlus that a reasonable person would expect to have a material effect on the price or value of CountPlus' securities. Disclosure is made by making an announcement to the ASX.

Information will be taken to have a material effect on the price or value of CountPlus' securities if it would be likely to influence investors in deciding whether to buy, hold or sell CountPlus' securities if the information became public. This type of information is referred to as "price sensitive" information.

Materiality is assessed using measures appropriate to CountPlus and having regard to the examples given by the ASX in ASX Listing Rule 3.1. Accordingly, the types of information that may need disclosure include:

- (a) a transaction that will lead to a significant change in the nature or scale of CountPlus' activities;
- (b) a material acquisition or disposal;
- (c) the granting or withdrawal of a material licence;
- (d) the entry into, variation or termination of a material contract;
- (e) becoming a plaintiff or defendant in a material law suit;
- (f) a change in the revenue or profit or loss forecasts that is materially different from market expectations;
- (g) the appointment of a liquidator, administrator or receiver;
- (h) a change in tax or accounting policy;
- (i) a decision of a regulatory authority in relation to CountPlus' business;
- (j) a relationship with a new or existing significant customer;

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- (k) a formation or termination of a joint venture or strategic alliance; or
- (l) giving or receiving a notice of intention to make a takeover.

There are many other types of information that could give rise to a disclosure obligation.

In addition, if any material information disclosed to the market becomes incorrect, CountPlus must release an announcement correcting or updating that information.

### 2.3 Exceptions to disclosure of information

Disclosure of price sensitive information is not required while the following paragraphs (a), (b) and (c) are satisfied:

- (a) a reasonable person would not expect the information to be disclosed; and
- (b) the information is confidential and the ASX has not formed the view that the information has ceased to be confidential; and
- (c) one or more of the following applies:
  - (i) it would be a breach of a law to disclose the information;
  - (ii) the information concerns an incomplete proposal or negotiation;
  - (iii) the information comprises matters of supposition or is insufficiently definite to warrant disclosure;
  - (iv) the information is generated for the internal management purposes of CountPlus; or
  - (v) the information is a trade secret.

CountPlus must disclose the information to the ASX as soon as one of paragraphs (a), (b) or (c) is no longer satisfied.

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## 3 Disclosure Responsibilities

### 3.1 Role of the CEO and Chairman

It is the responsibility of both the CEO and the Chairman to:

- (a) ensure that communications with the financial markets are made in a timely fashion;
- (b) ensure that material is factual as well as objectively and clearly written; and
- (c) approve all announcements to the ASX and Media which appear on the Countplus website.

### 3.2 Role of the Company Secretary

The Company Secretary is accountable to the CEO and Board, through the Chair, for:

- (a) compliance with the disclosure requirements of the ASX Listing Rules;
- (b) all communications with the ASX;
- (c) ensuring that team leaders and the team are aware of the requirement to provide information of a material nature to the Company Secretary.

### 3.3 Other employees

This policy is provided to all officers and relevant employees on appointment. They must read this policy so as to gain an appreciation of what type of information may potentially be price sensitive and

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when to immediately refer any matter or event which may need to be disclosed to the company secretary.

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### **4 Disclosure matters generally**

#### **4.1 Inform the ASX first**

CountPlus will not release any information publicly that is required to be disclosed through the ASX until CountPlus has received formal confirmation of its release to the market by the ASX.

Information must not be given to the media before it is given to the ASX, even on an embargo basis.

#### **4.2 Speculation and rumours**

Generally, CountPlus will not respond to market speculation or rumours unless a response is required by law or the ASX for the purposes of section 4.3 of this policy.

#### **4.3 False market**

If the ASX considers that there is, or is likely to be, a false market in CountPlus' securities and asks CountPlus to give it information to correct or prevent a false market, CountPlus must give the ASX the information needed to correct or prevent the false market.

#### **4.4 Trading halts**

If necessary, the Board may consider requesting a trading halt from the ASX to ensure orderly trading in CountPlus' securities and to manage disclosure issues.

#### **4.5 Breaches**

Failure to comply with the disclosure obligations in this policy may lead to a breach of the Corporations Act or the ASX Listing Rules and to personal penalties for directors and officers. Breaches of this policy may lead to disciplinary action being taken.

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### **5 Market communication**

#### **5.1 Communication of information**

CountPlus has internal procedures including its statutory calendar to ensure timely, proper and full disclosure of all:

- (a) Half and full year profit announcements; and
- (b) Any other media and ASX announcements.

The procedures must be adhered to by directors, senior management, employees and external consultants to ensure that any information that is material is disclosed to the market in the correct manner.

CountPlus will post on its website relevant announcements made to the market and related information after they have been released to the ASX following receipt of confirmation from the ASX.

Material price sensitive information will be posted as soon as reasonably practicable after its release to the ASX.

Information may also be provided from time to time to the media on behalf of CountPlus but not before disclosure to the ASX (if required), even on an embargo basis.

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### 5.2 Analysts and institutional investors

CountPlus may conduct briefings for analysts and institutional investors from time to time to discuss matters concerning CountPlus. Only approved representatives of CountPlus are authorised to speak with analysts and institutional investors.

CountPlus' policy at these briefings is that:

- (a) CountPlus will not comment on price sensitive issues not already disclosed to the market; and
- (b) any questions raised in relation to price sensitive issues not already disclosed to the market will not be answered or will be taken on notice.

If a question is taken on notice and the answer would involve the release of price sensitive information, the information must be released through the ASX before responding.

At or after briefings, a director must consider the matters discussed at the briefings to ascertain whether any price sensitive information was inadvertently disclosed. If so, section 5.3 applies.

### 5.3 Inadvertent disclosure or mistaken non-disclosure

If price sensitive information is inadvertently disclosed or a director or employee becomes aware of information which should be disclosed, a director or the Company Secretary must immediately be contacted so that appropriate action can be taken including, if required, announcing the information through the ASX and then posting it on the CountPlus website.

### 5.4 Media relations and public statements

Media relations and communications are the responsibility of the company secretary. On major matters, the CEO is generally the spokesperson, and on financial matters, the CFO or the CEO may generally speak.

Other officers or senior employees may be authorised by the Board or the CEO to speak to the media on particular issues or matters.

Any inquiry that refers to market share, financials or any matter which the recipient considers may be price sensitive must be referred to the Company Secretary.

No information is to be given to the media on matters which are of general public interest or which may be price sensitive without the approval of the CEO.

The guidelines outlined above are subject to any directions given by the Board, either generally or in a particular instance.

### 5.5 Representatives present

At least two representatives of CountPlus must be present at any briefing with analysts, institutional investors or media. Should a one-on-one briefing take place and information that may be price sensitive is raised, the Company Secretary must be immediately advised to enable appropriate action, if required, to be taken.

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## 6 Shareholder communication

### 6.1 Announcements to shareholders

CountPlus produces half yearly and yearly financial reports and an annual report in accordance with the Corporations Act, the ASX Listing Rules and applicable accounting standards. It seeks to give balanced and understandable information about CountPlus and its proposals in its reports to shareholders.

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### 6.2 Website

CountPlus' website contains information about CountPlus including shareholder communications, announcements made to the market and related information.

Relevant press releases, CountPlus financial announcements and financial data and CountPlus charters and policies will also be available on CountPlus' website. Recordings of half and full year financial report results presentations and of the Chair and CEO's address to the AGM are also available.

The website also provides information for shareholders to direct inquiries to CountPlus.

### 6.3 Use of electronic communication and other technology

Shareholders may elect to receive information electronically as it is posted on the CountPlus website. CountPlus will communicate by post with shareholders who have not elected to receive information electronically.

CountPlus may consider the use of other reliable technologies as they become widely available.

### 6.4 General meetings

General meetings are used to communicate with shareholders and allow an opportunity for informed shareholder participation. Shareholders are encouraged to attend or, if unable to attend, to vote on the motions proposed by appointing a proxy or using any other means included in the notice of meeting. CountPlus conducts its general meetings in accordance with its constitution, the Corporations Act and the ASX Listing Rules.

### 6.5 Notices of meetings

CountPlus seeks to ensure that the form, content and delivery of notices of general meetings will comply with the CountPlus constitution, the Corporations Act and ASX Listing Rules. Notices of meeting and accompanying explanatory notes aim to clearly, concisely and accurately set out the nature of the business to be considered at the meeting. CountPlus will place notices of general meetings and accompanying explanatory material on the CountPlus website.

### 6.6 Auditor to attend AGM

The external auditor will attend the annual general meeting and be available to answer questions about the conduct of the audit and the preparation and content of the auditor's report.

### 6.7 Shareholder privacy

CountPlus recognises that privacy is important and will not disclose registered shareholder details unless required by law. Shareholder details will only be used in accordance with applicable privacy laws.

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## 7 Reports to the Board

7.1 Directors are informed immediately of all ASX announcements and media reports.

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## 8 Review of this policy

8.1 The Board will review this policy annually. This policy may be amended by resolution of the Board.

## Document control

<b>Document number:</b>	02
<b>Effective from:</b>	August 2018
<b>Date approved:</b>	
<b>Approved by:</b>	The CountPlus Board
<b>Last review date(s):</b>	December 2010