

2020

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of the shareholders of CountPlus Limited (Company) will be held on:

Monday 16 November 2020

At 10:00am

PLACE: Lumi online platform at

<https://web.lumiagm.com/375078452>

Meeting ID 375 078 452

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Items of business

Business

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 2020.

Resolutions

Re-Election of Director

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

1. "That Alison Ledger (who, retires by rotation in accordance with the Company's constitution and, being eligible, offers herself for re-election), be re-elected as a Director of the Company."

Election of Director

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

2. "That Carolyn Colley (who having been appointed 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."

Adoption of Remuneration Report

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

3. "To adopt the Remuneration Report for the financial year ended 30 June 2020 as set out in the Company's 2020 Annual Report."

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

Grant of Performance Rights to the Managing Director and CEO (Mr Matthew Rowe) and Pro-Rata Vesting

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

- 4A "That the grant of up to 470,000 Performance Rights ('Performance Rights') under the CountPlus Employee Incentive Plan ('Plan') to the Managing Director and CEO, Matthew Rowe, in accordance with the terms of the 2020 LTI Award as described in the Explanatory Notes accompanying this Notice of Meeting is approved under and for the purposes of ASX Listing Rule 10.14 and all other purposes."
- 4B "That for the purpose of the Corporations Act 2001 and all other purposes, the pro-rata vesting of the Performance Rights under the Plan in the event of cessation of Mr Rowe's employment as described in the Explanatory Notes accompanying this Notice of Meeting be approved."

Information for shareholders

Virtual Meeting

In accordance with government guidance and restrictions on travel and public gatherings at the time of issuing this Notice of Meeting, the Meeting will be held in virtual format only, through the Lumi online platform. Shareholders can use one of the following methods to attend the Meeting:

- ▶ From their computer, by entering the URL in their browser: <https://web.lumiagm.com/375078452>
- ▶ From their mobile device by either:
 - › entering the URL in their browser; <https://web.lumiagm.com/375078452> ; or
 - › by using the Lumi AGM app, which is available by downloading the app from the Apple App Store or Google Play Store.

The Lumi online platform will allow shareholders to be present virtually, and to listen to the Meeting and to vote and ask questions online in real time. Visitors will be able to listen to the Meeting via the Lumi online platform but will not have access to vote or ask questions.

Shareholders and proxyholders will be able to vote at the Meeting online by visiting <https://web.lumiagm.com/> on a smartphone, tablet or computer (using the latest version of Chrome, Safari, Internet Explorer 11, Edge or Firefox). To log in, shareholders will need their holder identifier (SRN, HIN or employee identification), postcode and meeting ID: 375 078 452.

Further information on how to do this is set out in this Notice of Meeting and the Lumi Online Meeting Guide available on the Company's website, which has also been lodged with the ASX.

The online platform will provide a reasonable opportunity for shareholders to participate, and the Meeting will operate on the basis that such participation will constitute shareholders being present at the Meeting for all purposes.

Voting on all resolutions will occur by way of poll, and the online platform will enable shareholders to lodge a vote in real time.

The Explanatory Notes provide additional information on matters to be considered at the Meeting. The Explanatory Notes and the Proxy Form form part of this Notice of Meeting.

Asking questions at the Meeting

Shareholders' questions through the Lumi online platform are welcome at the Meeting. Shareholders are encouraged to submit questions before the Meeting via email to AGM2020@countplus.com.au. Submitting questions in advance will not stop any shareholder from asking questions at the Meeting through an online mechanism should they wish to do so, but will facilitate a considered reply.

Questions should be received by no later than 10.00am (Sydney time) on 13 November 2020. Please note that individual responses will not be sent.

During the Meeting you can ask questions at the appropriate time. You can also submit questions when you vote online during the Meeting.

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Voting Entitlements

For the purpose of the Meeting, securities will be taken to be held by the persons who are registered as the holders of those securities at 7.00pm (Sydney time) on Saturday, 14 November 2020.

Voting Methods

How to vote prior to the Meeting

Shareholders may lodge a direct vote or appoint a proxy online at www.investorvote.com.au or by submitting a voting form to the share registry. Please note that your votes need to be received by no later than 10.00am (Sydney time) on 14 November 2020. To log in, you will need your holder identifier (SRN, HIN or employee identification) and postcode.

How to be present virtually and vote at the Meeting

Due to COVID-19 restrictions, physical attendance at the Meeting will not be possible. However, you will have the opportunity to be present virtually via a live webcast and will be able to vote electronically via an online platform (including lodging a vote in real time and asking questions online). Shareholders and proxyholders will be able to vote at the Meeting online by visiting <https://web.lumiagm.com/> on a smartphone, tablet or computer (using the latest version of Chrome, Safari, Internet Explorer 11, Edge or Firefox). To log in, shareholders will need their holder identifier (SRN, HIN or employee identification), postcode and meeting ID: 375 078 452.

Voting will be available between the commencement of the Meeting (10.00am (Sydney time) on 16 November 2020) and the closure of voting as announced by the Chair during the Meeting. Online voting registration will commence one hour prior to the start of the Meeting. For details on how to log on and vote online, please refer to the Lumi Online Meeting Guide.

The Lumi Online Meeting Guide is available on the Company's website and has been lodged with the ASX.

Proxy voting and proxy holder participation

The Company encourages all shareholders to submit a proxy vote ahead of the Meeting.

A proxy form is enclosed together with a reply paid envelope. For shareholders on the Australian sub-register proxy votes can also be lodged online at www.investorvote.com.au

Further information on lodging a proxy vote ahead of the Meeting is set out on page 4.

Shareholders who submit a proxy vote can either participate in the Meeting themselves or appoint a proxy to participate for them. To participate in the Meeting proxyholders will need to contact the Company's share registry: Computershare Investor Services, Australia on +61 3 9415 4024 during the online registration period which will open one hour before the start of the Meeting.

Technical Difficulties

As this Meeting is a virtual meeting technical issues may arise. In that event, the Company will have regard to the impact of the technical issue on shareholders and the Chairman of the Meeting may, in exercising his powers as the Chairman, issue any instructions for resolving the issue and will adjourn the Meeting if it is appropriate to do so.

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:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- (b) if the proxy has two or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- (c) 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 (i.e. as directed); and
- (d) 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 (i.e. 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.

Proxies

A shareholder entitled to attend and vote, is entitled to appoint one proxy if the shareholder is entitled to cast one vote, or two proxies if the shareholder is entitled to cast two or more votes to attend and vote instead of that shareholder. 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 shareholder of the Company.

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 lodged not less than 48 hours before the commencement of the Meeting, by 10.00am (Sydney time) on Saturday, 14 November 2020.

Proxy voting on Resolutions 3, 4A and 4B voting by Chair

Those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) (Key Management Personnel) and their closely related parties will not be able to vote your proxy on Resolutions 3, 4A and 4B unless you direct them how to vote by marking the voting boxes for that Resolution. 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 Resolutions 3, 4A and 4B.

If you intend to appoint the Chair 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 Chair of the Meeting (where he is appointed your proxy or becomes your proxy by default) to cast your vote on Resolutions 3, 4A and 4B even though those Resolutions are connected with the remuneration of the Key Management Personnel or the Board.

The Chair 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:

By Mail Registered Office

Share Registry

Computershare Investors 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

By order of the Board



Narelle Wooden
Company Secretary

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Explanatory notes on resolutions

Resolution 1

Re-Election of Ms Alison Ledger

Shareholder approval is sought for the re-election of Ms Alison Ledger who, retires by rotation in accordance with the Company's constitution and, being eligible, offers herself for re-election as a Director of the Company.

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

Alison Ledger is an independent Non-Executive Director of CountPlus Limited, Chair of the Remuneration and Nominations Committee and member of the Audit and Risk Committee.

Alison has more than 30 years of experience in the financial services industry. She has held senior operational and strategic roles in banking, funds management and insurance with Chase Investment Bank, Bankers Trust and Insurance Australia Group (IAG). As a Partner with McKinsey & Company, Alison advised leading global and Australian banks on strategy and organisational change.

Alison's more recent Executive experience has been in digital transformation and customer experience (CX). As Executive General Manager of Product, Pricing and eBusiness, Alison ran IAG's digital business and CX for the consumer brands including NRMA, SGIO and SGIC.

Alison is currently a Non-Executive Director of Latitude Financial Services where she Chairs the Technology Committee, the HR Committee and is a Member of the Audit Committee. Alison is also a Non-Executive Director of Audinate Group Ltd (ASX:AD8) where she Chairs the Remuneration and Nominations Committee and Hallmark General and Life Insurance where she Chairs the Risk and Compliance Committee and is a Member of the Audit Committee and the Remuneration Committee.

Alison graduated from Boston College with a Bachelor of Arts (Economics) and from Harvard Business School with a Master of Business Administration (MBA). Alison is also a Graduate Member of the Australian Institute of Company Directors (GAICD).

Alison was appointed a Director of CountPlus Limited in October 2016.

Directors' Recommendation

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

Resolution 2

Election of Ms Carolyn Colley

Shareholder approval is sought for the election of Ms Carolyn Colley who, having being 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, being eligible, offers herself for election as a Director of the Company.

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

Carolyn Colley is an independent Non-Executive Director of CountPlus Limited and chair of the Technology and Innovation Committee.

Carolyn has more than 30 years leadership experience spanning financial services, product development and innovation. Carolyn was most recently a co-founder and Chief Operating Officer of Faethm Pty Ltd, a global Software-as-a-Service augmented analytics platform which enables companies, governments and educators to understand the impact of emerging technologies on the Future of Work. She has worked with the Banking and Insurance Group of KPMG and BT Financial Group. Carolyn was the Chief Operating Officer of Asgard Wealth Solutions, and later of St. George's Wealth Management business. Post the integration of St. George with Westpac in 2009, Carolyn moved to Macquarie Bank where she was Head of Strategy for Macquarie Advisor Services and then Head of Personal Banking. Carolyn was also the CEO of Decimal Software Ltd.

Carolyn is an Independent Non-Executive Director of the subsidiary settlement and clearing boards of the Australian Securities Exchange (ASX:ASX), an Independent Non-Executive Director, Member of the Audit and Risk Committees and Chair of the Board Claims Review Committee of OnePath Custodians and Oasis Fund Management, IOOF's Superannuation businesses and an Independent Non-Executive Director and a Member of the Information Technology and Human Resources Committees of ASX listed salary packaging and leasing business Smartgroup (ASX:SIQ). She is also a Director and Deputy Chair of Liverpool Neighbourhood Connections, a community based not for profit organisation.

Carolyn holds a Bachelor of Economics (Accounting) from Macquarie University and is a graduate of both Stanford Graduate School of Management and Harvard Business School. She is a Graduate Member of the Australian Institute of Company Directors, a Fellow of the Institute of Chartered Accounts, Australia and has a graduate diploma from the Securities Institute of Australia.

Directors' Recommendation

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

Resolution 3

Adoption of 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 28 to 37 of the 2020 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 Resolution 3 are against adoption of the Remuneration Report at two consecutive Annual General Meetings (each, an AGM) (each such vote commonly referred to as the 'first strike' and 'second strike' respectively), the Company will be required to put to shareholders at the second of those AGMs a resolution proposing the calling of an Extraordinary General Meeting to be held within 90 days of the second AGM. At this Extraordinary General Meeting, all of the Company's Directors in office at the time of the Directors' resolution to make the Directors' Report containing that second Remuneration Report (other than the Managing Director) will cease to hold office but may stand for re-election. At the Company's 2019 AGM, 98.97% of votes were cast in favour of the adoption of the Remuneration Report in the Company's 2019 Annual Report.

Please see the Remuneration Report section of the Company's 2020 Annual Report for further detail.

Resolutions 4A and 4B

Grant of Performance Rights to the Managing Director and CEO (Mr Matthew Rowe) and Pro-Rata Vesting

Shareholder approval is sought for the grant of up to 470,000 Performance Rights ('Performance Rights') to the Managing Director and CEO, Matthew Rowe, under the CountPlus Employee Incentive Plan ('Plan') established in November 2017 and approved by the Board ('2020 LTI Award'), and for the pro-rata vesting of the Performance Rights in certain circumstances and in the event that Mr Rowe ceases employment with the Company.

Why shareholder approval is being sought

ASX Listing Rule 10.14 states that a listed company must not permit a Director to acquire securities under an employee incentive scheme without shareholder approval given by ordinary resolution. Mr Rowe is a Director and so covered by ASX Listing Rule 10.14.1. The purpose of Resolution 4A is to obtain shareholder approval for the proposed grant of the Performance Rights to Mr Rowe under the 2020 LTI Award.

If shareholders approve Resolution 4A up to 470,000 Performance Rights will be granted to Mr Rowe under the 2020 LTI Award. If Resolution 4A is not approved, the Performance Rights will not be granted and the Board will consider other ways to reward and incentivise Mr Rowe.

In addition, the Company seeks shareholder approval pursuant to section 200E of the Corporations Act for the pro-rata vesting of the Performance Rights in limited circumstances and in the event that Mr Rowe ceases to be employed by the Company, as specified in the terms of the 2020 LTI Award. These circumstances include retirement, redundancy, death or permanent incapacity.

Under section 200B of the Corporations Act, the Company may only give a person a benefit in connection with their ceasing to hold a managerial or executive office in the Company if it is approved by shareholders under section 200E of the Corporations Act or an exemption applies.

Directors' Recommendation

The Board unanimously recommends that shareholders vote in favour of the 2020 Remuneration Report.

The term 'benefit' may include the pro-rata vesting of the Performance Rights in the limited circumstances outlined above where Mr Rowe ceases to be employed by the Company. This pro-rata vesting of the Performance Rights, in these circumstances, may amount to the giving of a termination benefit requiring shareholder approval, and as such, approval is sought for this purpose.

Based on the 2019 LTI Award approved at the Annual General Meeting in November 2019, the Managing Director and CEO has been granted 358,943 Performance Rights (at no cost). In total, Mr Rowe has been granted 633,818 Performance Rights with a total fair value, at grant date, of \$539,000.

Mr Matthew Rowe is the only director entitled to participate in the Plan.

There is no loan for the Performance Rights granted, given that no consideration is payable for the grant of the Performance Rights or upon exercise should they vest.

Maximum number of Performance Rights to be issued to Mr Rowe

If shareholder approval is granted, the maximum number of Performance Rights that may be granted to Mr Rowe is set at 470,000 (LTI Award).

Current total Remuneration Package

Mr Rowe's current annual remuneration package is as follows:

Base salary	\$478,306
Superannuation	\$21,694
Maximum STI	\$250,000

Mr Rowe's Executive Service Agreement provides that (subject to shareholder approval) he will be awarded an annual long-term incentive calculated based on 75% of his fixed annual remuneration (FAR). His FAR is \$500,000, therefore the LTI Award value is \$375,000. The number of Performance Rights is determined by dividing the LTI Award value (\$375,000) by the 30-day Volume Weighted Average Price (VWAP) of Company shares at the grant date. The 30-day VWAP will be independently calculated. Since the number of rights to be offered to Matthew Rowe for the 2020 LTI Award is unknown at the date of this Notice, a limit of no more than 470,000 will be issued.

Price of Performance Rights

The Performance Rights will be granted at no cost to Mr Rowe. Once the Vesting Conditions (described below) are met (or waived), the Performance Rights will vest and can be exercised for nil exercise price.

On exercise, Mr Rowe will be entitled to receive one fully paid ordinary share for each Performance Right.

Importantly, no value will be received by Mr Rowe if the Performance Rights lapse prior to the vesting dates.

The 'fair value' of the Performance Rights for accounting purposes will be determined at their grant date and the value expensed over the relevant service period after taking account of any market and non-market vesting conditions, in accordance with Australian equivalent of the International Financial Reporting Standards (AIFRS-2).

Grant Date

It is intended that, if this Resolution is approved by shareholders, the Performance Rights will be granted immediately after this Meeting, and in any case no later than 12 months after the date of this Meeting.

Vesting Date

The vesting date for the Performance Rights will be 18 November 2024 (Vesting Date), subject to meeting the Vesting Conditions (described below). Any unvested Performance Rights will expire on 20 December 2024 if they have not lapsed or been forfeited earlier.

Vesting Conditions

The number of Performance Rights which will vest is dependent on and subject to the 2020 LTI Award Service and Performance Conditions (together Vesting Conditions) set out below.

In addition, if, in the Board's opinion, Mr Rowe has acted fraudulently or dishonestly or is in breach of his material obligations to the Company, the Board may determine that any or all of his Performance Rights which have not yet vested, lapse.

Service Condition

The Service Condition is that Mr Rowe must remain employed with the Company for a continuous period of four years from the grant date of the Performance Rights.

Performance Conditions

In addition to the Service Condition described above, there are two performance hurdles – earnings per share growth and return on equity. Up to 50% of the Performance Rights are earned in respect of each hurdle.

Diluted EPS (Earnings per Share) Tranche (50%)

Up to 50% of the Performance Rights (Diluted EPS Tranche) will vest if the Company's earnings per share (EPS) achieves a growth rate of between 10% and 12.5% per annum averaged over four consecutive financial years commencing on 1 July 2020 (Diluted EPS Growth) as illustrated in the table below.

Diluted EPS Growth	% of Performance Rights in Diluted EPS Tranche that will vest
< 10%	0%
≥ 10%	20%*
12.5% or more	100%

* Proportional straight-line vesting of 20% to 100% for Diluted EPS Growth of 10% to 12.5%.

Base year diluted EPS has been deemed to be 5.37 cents per share.

The deemed Base year diluted EPS has been determined by normalising the FY2020 net profit after tax (NPAT). The following major adjustments to FY2020 NPAT included:

- ▶ Gain on bargain purchase (-10.952M)
- ▶ One-off M&A related costs (+0.127M)
- ▶ AASB9 & AASB15 one-off adjustments to insurance trail commissions (-0.689M)
- ▶ Transition costs – Count Financial (+2.092M)
- ▶ Pro-forma tax adjustments (-0.342M)

Please Note: The Board has the discretion to adjust for material one-off impacts to EPS to ensure the intent and integrity of this hurdle is preserved.

Return on Equity (ROE) Tranche (50%)

Up to 50% of the Performance Rights (ROE Tranche) will be subject to a Company return on equity (ROE) of between 9% and 15% p.a. averaged over four consecutive financial years, commencing on 1 July 2020 (Average ROE), as illustrated in the table below.

Average ROE	% of Performance Rights in ROE Tranche that will vest
< 9%	0%
≥ 9%	10%*
15% or more	100%

* Proportional straight-line vesting of 10% to 100% for Average ROE over four years of between 9% and 15%.

ROE is net profit after tax as a percentage of average shareholders' funds calculated under the Australian equivalent of the International Financial Reporting Standards.

Average ROE will be calculated by dividing the average net profit after tax for the four years ended 30 June 2024 by average shareholders' funds over the same period.

Any Performance Rights which fail to meet the relevant Vesting Conditions before the Vesting Date will expire on 20 December 2024. There will be no re-testing.

Other Conditions

Change of control: On a takeover or change in control of the Company, any unvested Performance Rights may vest on a pro-rata basis based on the most current financial reports available at the time the change of control occurs (unless otherwise determined by the Board). The pro-rata period will be calculated from the Performance Rights grant date to the change of control date. If Mr Rowe remains employed with the Company after a change of control has occurred, and assuming the Company remains listed, any unvested Performance Rights will remain available for vesting at their original Vesting Dates.

Cessation of employment: If Mr Rowe ceases employment before the Vesting Conditions are satisfied, the Performance Rights will automatically lapse (unless the Board determines otherwise).

In the case of cessation of employment because of retirement, redundancy, death or permanent incapacity, the Board may approve a pro-rata vesting of the Performance Rights. The number of Performance Rights that may vest on cessation of Mr Rowe's employment in these circumstances will be calculated as follows:

(Date of Grant to Date of termination) (in days)	X No. of Performance Rights held on cessation
(Date of Grant to Intended Vesting Date) (in days)	

Other information

- ▶ Shares issued pursuant to the exercise of vested Performance Rights will rank equally with fully paid ordinary shares then on issue in the Company.
- ▶ The Performance Rights are not transferable.
- ▶ Mr Rowe will be prohibited from mortgaging or granting any security over his interests in the Performance Rights, or entering into any hedging arrangements in respect of the Performance Rights.
- ▶ Performance rights are used to align the remuneration of Mr Rowe with shareholder value, whilst retaining his services.
- ▶ If shareholder approval is obtained, details of the Performance Rights granted to Mr Rowe under the 2020 LTI Award will be provided in the Remuneration Reports for each relevant subsequent year along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.

- ▶ Any additional person covered by ASX Listing Rule 10.14 who becomes entitled to participate under the LTI scheme after Resolution 4A is approved and who was not named in the Notice of Meeting will not participate until approval is obtained under that rule.
- ▶ For the purposes of exception 14 of ASX Listing Rule 7.2, it is noted that if approval is given by shareholders under ASX Listing Rule 10.14 for the grant of the Performance Rights to Mr Rowe, approval for such grant is not required under ASX Listing Rule 7.1.
- ▶ For the purposes of section 200E of the Corporations Act, the value of any termination benefits that may be given to Mr Rowe by reason of pro-rata vesting of the Performance Rights (if his employment ceases in certain circumstances) as described above cannot be determined in advance. This is because, in addition to the circumstances referred to above, the value of such benefits at the date of cessation of employment may also depend on:
 - ▶ the market price of Company's shares at the time the employment ceases;
 - ▶ the performance against the performance conditions at the time the employment ceases;
 - ▶ the part of the service period has elapsed at the time the employment ceases; and
 - ▶ the number of Performance Rights that lapse on cessation of employment.

Directors' Recommendation

The Board (with Mr Rowe absent and not voting) considers the grant of Performance Rights to Mr Rowe to be appropriate in all circumstances and unanimously recommends that shareholders vote in favour of the grant of the Performance Rights to Mr Rowe and Resolutions 4A and 4B.

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 3 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 for the year ended 30 June 2020; or
- (b) a closely related party of such a person, in any capacity (including as proxy).

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

- (a) in accordance with a written direction as to how to vote in the Proxy Form; or
- (b) by the Chair of the Meeting where the proxy does not specify the way the proxy is to vote and the proxy appointment expressly authorises the Chair to exercise an undirected proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

In accordance with the ASX Listing Rules, the Company will disregard any votes cast on Resolution 4A:

- (a) in favour of the resolution by or on behalf of Mr Rowe or any of his associates, regardless of the capacity in which the vote is cast; or
- (b) as a proxy by a person who is a member of the Key Management Personnel at the date of the meeting or their closely related parties.

However, this does not apply to a vote cast in favour of Resolution 4A by:

- (a) a person as proxy or attorney for a person who is entitled to vote on Resolution 4A, in accordance with the directions given to the proxy or attorney to vote on Resolution 4A in that way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote on Resolution 4A, in accordance with a direction given to the Chair to vote on Resolution 4A as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting and is not an associate of a person excluded from voting, on Resolution 4A; and
 - (ii) the holder votes on Resolution 4A in accordance with the directions given by the beneficiary to the holder to vote in that way.

In addition, in accordance with the Corporations Act, Mr Rowe and any of his associates must not cast a vote on Resolution 4B unless:

- (a) the person votes as a proxy appointed by writing that specifies how the proxy is to vote on the resolution; and
- (b) the vote is not cast by Mr Rowe or an associate of Mr Rowe.

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2020


**Notice of Annual
General Meeting**

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

Need assistance?

 **Phone:**
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

 **Online:**
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AEDT) Saturday, 14 November 2020.**

Proxy Form

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.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999
SRN/HIN: I999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

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

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



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

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

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

XX

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 virtually on Monday, 16 November 2020 at 10:00am (AEDT) 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 Items 3, 4A and 4B (except where I/we have indicated a different voting intention in step 2) even though Items 3, 4A and 4B are 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 Items 3, 4A and 4B by marking the appropriate box in step 2.

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
1	Re-Election of Director - Alison Ledger	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Election of Director - Carolyn Colley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4A	Grant of up to 470,000 Performance Rights ('Performance Rights') under the CountPlus Employee Incentive Plan ('Plan') to the Managing Director and CEO, Matthew Rowe, in accordance with the terms of the 2020 LTI Award	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4B	Pro-rata vesting of the Performance Rights under the Plan in the event of cessation of Mr Rowe's employment	<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.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

CUP

2 6 5 8 8 0 A



Computershare

