



COUNTPLUS LIMITED
ACN 126 990 832

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of Shareholders of CountPlus Limited ACN 126 990 832 (**Company**) will be held at the offices of CountPlus Limited, Level 8, 1 Chifley Square, Sydney NSW 2000 on 4 May 2023 at 12:30pm (Sydney time) (**Meeting**).

This Notice and the accompanying Explanatory Statement should be read in its entirety. The Proxy Form and Explanatory Notes form part of this Notice of Meeting.

Defined terms have the meaning given to those terms in the Explanatory Statement. If Shareholders are in doubt as to how they should vote, they should seek advice from their stock broker, investment advisor, accountant, solicitor or other professional adviser prior to voting.

Items of business

Resolution 1: Approval of Company Name Change

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

1. *“That, for the purposes of sections 157(1) and 136(2) of the Corporations Act 2001 (Cth) and for all other purposes, the Company’s name be changed from CountPlus Limited to Count Limited, effective from the date that the Australian Securities and Investments Commission updates its register to reflect the new name, and the Constitution of the Company be amended to reflect the change of the name of the Company by replacing all references to “CountPlus Limited” in the Constitution with “Count Limited”.”*

Note: In accordance with the Corporations Act, Resolution 1 must be passed as a special resolution. A special resolution must be passed by at least 75% of the votes cast by Shareholders who are entitled to vote on the resolution.

Information for Shareholders

General Meeting

This Notice of Meeting applies to the 2023 Extraordinary General Meeting of the Company that will be held on Thursday 4 May 2023 at 12:30pm (Sydney time) at the offices of CountPlus Limited, Level 8, 1 Chifley Square, Sydney NSW 2000.

The Explanatory Statement provides additional information on matters to be considered at the Meeting. The Explanatory Statement and the Proxy Form are considered part of this Notice of Meeting. Defined terms used in this Notice of Meeting and the Explanatory Statement have the meaning given to those terms in the Explanatory Statement.

Asking questions at the Meeting

Shareholders are:

- encouraged to submit questions before the Meeting via email to EGM2023@countplus.com.au; and
- welcome to submit questions during the Meeting when the Chair provides opportunity to do so.

Submitting questions in advance will not stop any Shareholder from asking questions at the Meeting should they wish to do so, however, submitting questions in advance will facilitate a considered reply.

Questions submitted before the Meeting should be received by no later than 10:00am (Sydney time) on Wednesday, 3 May 2023. Please note that individual responses to questions will not be sent.

During the Meeting, you will be able to ask questions at the appropriate time.

All resolutions by poll

The Chair intends to call a poll on each of the Resolutions proposed at the Meeting. Each Resolution considered at the Meeting will therefore be conducted by poll, rather than a show of hands. Every Shareholder who is present in person or by proxy, representative or attorney will have one vote for each share held by that Shareholder.

How to vote

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 Tuesday, 2 May 2023.

Shareholders may vote either by:

- voting in person at the Extraordinary General Meeting; or
- appointing a proxy to attend the Extraordinary General Meeting on their behalf.

Voting prior to the meeting via the online platform

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 12:30pm (Sydney time) on Tuesday, 2 May 2023. To log in, you will need your holder identifier (SRN, HIN or employee identification) and postcode.

Appointing a proxy to attend on their behalf, using the proxy form

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.

An instrument appointing a proxy must be signed by the Shareholder appointing the proxy or by the Shareholder's attorney duly authorised in writing or, if the Shareholder is a corporation, in accordance with the Corporations Act and the Constitution. A proxy need not be a Shareholder of the Company.

Where more than one joint Shareholder votes, the vote of the Shareholder whose name appears first in the register of Shareholders shall be accepted to the exclusion of the others.

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 12:30pm (Sydney time) on Tuesday, 2 May 2023.

If you sign and return a proxy form and do not nominate a person to act as your proxy, the Chair will be appointed as your proxy by default.

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

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 Share Registry, Computershare Investor Services, Australia during the registration period which will open one hour before the start of the Meeting.

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.

Proxy voting on Resolution 1 – and voting by Chair

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 Resolution 1.

The Chair 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:	Computershare Investors Services Pty Limited, GPO Box 242, Melbourne VIC 3001
By Fax:	1800 783 447 (within Australia) or + 61 3 9473 2555 (outside Australia)
Electronically:	www.investorvote.com.au

Corporate representatives

A body corporate which is a Shareholder or which has been appointed as a proxy may appoint an individual to act as its representative at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. Evidence of the appointment, including any authority under which it is signed, must be provided to the Share Registry prior to the Meeting, unless it has previously been provided to and been accepted by the Share Registry.

If such evidence is not received prior to the commencement of the Meeting, then the individual will not be permitted to act as the Shareholder's representative or representative of the Shareholder's proxy.

By order of the Board

Douglas Richardson
Company Secretary

Explanatory Statement

This Explanatory Statement accompanies the Notice of Meeting.

The Explanatory Statement has been prepared to assist Shareholders in determining how to vote on the Resolution set out in the Notice of Meeting and is intended to be read in conjunction with, and forms part of, the Notice of Meeting.

Resolution 1: Approval of Company Name Change

Background

The Company proposes to change its name from CountPlus Limited to Count Limited to align and capture the operations and value the Company is creating now and in the future.

The Company believes the proposed name change Count Limited better reflects the nature of its operations as a whole and will facilitate improved understanding by the market of the Company's strategy. The name change, brand transformation and value proposition is to deliver on the ambition of a single strong, clear brand that differentiates the Company and resonates with employees, investors, business partners and clients.

Section 157 of the Corporations Act requires Shareholders to approve the change of name of the Company by passing a special resolution. The change of name will be effective from the date that the Australian Securities and Investments Commission updates its register to reflect the new name.

Count Limited will continue to trade under the ASX ticker code "CUP".

Approval is also being sought to amend the Constitution to replace all references to "CountPlus Limited" with "Count Limited".

Directors' recommendation

The Board unanimously recommends that Shareholders vote in favour Resolution 1.

Voting Exclusion Statement

The Company will not disregard any votes cast on Resolution 1.

Glossary

These terms have the following meanings in this Notice of Meeting:

"ASX" means ASX Limited (ACN 008 624 691) or the Australian Securities Exchange, as the context requires;

"Board" means the Directors acting as the Board of Directors of the Company or a committee appointed by such board of Directors;

"Chair" means the person appointed to chair the Meeting of the Company convened by the Notice;

"Company" means CountPlus Limited (ACN 126 990 832);

"Constitution" means the constitution of the Company as at the date of the Meeting;

"Corporations Act" means the *Corporations Act 2001* (Cth);

"Director" means a Director of the Company;

"Explanatory Statement" means the explanatory statement which forms part of this Notice;

"Meeting" means the 2023 Extraordinary General Meeting of the Company;

"Notice" means this Notice of Meeting including the Explanatory Statement;

"Proxy Form" means the Proxy Form attached to the Notice;


"Resolution" means a resolution referred to in the Notice;


"Shareholder" means a holder of shares in the Company as recorded on the Company's register of members; and

"Share Registry" means Computershare Investor Services Pty Ltd (ACN 078 279 277).

In this notice, words importing the singular include the plural and vice versa.

Need assistance?

 **Phone:**
1300 035 243 (within Australia)
+61 3 9938 4383 (outside Australia)

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



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **12:30pm (AEST) on Tuesday, 2 May 2023.**

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/au and select "Printable Forms".

Lodge your Proxy Form:

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: 182494

SRN/HIN:

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.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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.

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

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 Extraordinary General Meeting of CountPlus Limited to be held at the offices of CountPlus Limited, Level 8, 1 Chifley Square, Sydney, NSW 2000 on Thursday, 4 May 2023 at 12:30pm (AEST) and at any adjournment or postponement of that meeting.

Step 2 Item 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 Approval of Company Name Change	<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 Securityholder 2 Securityholder 3 / /
Sole Director & Sole Company Secretary Director 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