
Acquisition Committee Charter

As adopted by the Board of Count
Limited (ACN 126 990 832)

1. Purpose

- 1.1 The purpose of the Acquisition Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Count Limited (the "**Company**") is to review and recommend to the Board that it approve certain investment, acquisition and divestiture transactions proposed by the Company's Management.

2. Membership and Term

- 2.1 The Acquisitions Committee shall comprise at least three (3) members of non-executive and or executive directors – a majority of whom must be non-executive directors.
- 2.2 Appointment to the Committee will be for a minimum 1 year or as determined by the Board.
- 2.3 The duties and responsibilities of a member of the Committee shall be in addition to those duties set out for a Director of the Board.

3. Chair of Committee

- 3.1 The Chair of the Committee will be a non-executive Director. Should the Chair be absent from a meeting, the members of the Committee present at the meeting shall choose one of the other non-executive members of the Committee to Chair that particular meeting.

4. Interim Committee Member

- 4.1 Any member of the Committee may abstain from voting on any investment, acquisition or divestiture transaction in which he or she has, or may have, a conflict of interest.
- 4.2 In the event that a Committee member absents themselves from the meeting and/or abstains from voting due to a conflict of interest, or is absent for another reason, the Board or the Committee members who are not so conflicted, may appoint an interim member of the Committee for purposes of considering and/or approving any investment, acquisition or divestiture transaction and such interim Committee member is to serve only for such purpose.

5. Removal of Committee Members

- 5.1 The entire Committee or any individual Committee member may be removed with or without cause by the affirmative vote of a majority of the Board.

6. Meeting Attendance

- 6.1 Other Company executives and advisers, as the Chair thinks fit, may be invited to attend Committee meetings.

7. Committee Meetings and Charter Review

- 7.1 The Committee shall meet as required to review and approve certain investment, acquisition and divestiture transactions proposed by the Company's Management, with a minimum of three meetings per year.
- 7.2 A quorum shall be two (2) members or any greater number determined by the Committee from time to time.
- 7.3 The Committee may call such additional meetings as the Chair of the Committee decides are necessary for the Committee to fulfil its duties.
- 7.4 Minutes shall be kept of each meeting of the Committee.
- 7.5 The Committee Charter shall be reviewed by the Board every two years in accordance with the Board Charter.

8. Authority

- 8.1 The Committee will have and may exercise the power and authority to review, recommend and approve investments, acquisitions and divestitures by the Company.
- 8.2 In carrying out its authority, the Committee:
- (a) shall have all such other rights and powers as may lawfully be delegated by the Board; and
 - (b) may exercise such rights and powers, and perform such activities, consistent with this Charter, as the Committee or the Board deems necessary or appropriate.

9. Secretary

- 9.1 The Company Secretary shall act as Secretary of the Committee and shall attend meetings of the Committee, as required.

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