

ASX ANNOUNCEMENT: CUP
Wednesday, 25 November 2015

Countplus Limited
ANNUAL GENERAL MEETING
CHAIRMAN'S ADDRESS



Good morning Ladies and Gentlemen and welcome to Countplus' 5th Annual General Meeting as a listed company. I am Barry Lambert, as Chairman of Countplus Limited I have much pleasure in declaring open the meeting.

We have a quorum and you have received the Notice of this Meeting containing the agenda, the resolutions as well as the 2015 Annual Report containing the Remuneration Reports and Directors' Details.

First let me introduce and welcome our new CEO and Directors who will be available to speak with you after the meeting:

Chief Executive Officer/ Managing Director

- Phil Aris

Executive Director

- Philip Rix (Principal of CUP subsidiary Bentleys WA)

Non-Executive Directors

- Graeme Fowler – Deputy Chairman

Our Company Secretary, Auditors & Lawyers are also in attendance

Company Secretary

- Arlette Jubian

Grant Thornton

- Conor Farley
- Stephen Thomas

Addisons Lawyers

- Jeff Mansfield
- Li Jean Chew

The Countplus Head Office Team and some **Countplus Principals** are also in attendance.

In particular I would like to recognise our new Chief Financial Officer – John Collier who joined us recently from BDO.

Today, as your Chairman, I will make some brief introductory comments and then conduct the formal part of the meeting, which will then be followed up by a financial and operational update from the CEO Phil Aris.

After his presentation Phil and I will answer any remaining questions. The meeting will then close and tea and coffee will be available.

2015 Results

First let me remind you of our high level results as shown on the screen. A full financial report is contained in the Annual Report which you have received. The CEO will discuss the results in more detail.

In the last 12 months we have changed management and started to implement our revamped business model. Every good business needs to continually reinvent itself and Countplus is no exception.

On a continuing business basis, ie excluding any abnormals, our full year 2016 profit before tax budgets are in line with last year. However, it is too early to be more specific as to likely outcomes in 8 months' time.

Direct Equity Plan

As previously advised we have agreed to allow existing and new Principals to buy back up to 40% of their businesses. Three “buy backs” took place in early July and more are expected at the end of the current financial year.

Dividend

November dividend was recently paid and we have today declared our 2nd quarterly dividend of 2c payable on 15th February 2016. Quarterly dividends are expected to be maintained.

Our investment in Class Limited is currently undergoing an IPO and we remain confident that this will be successful. The IPO closes as the end of next week.

I will now move to the formal part of the meeting, the Resolutions:

Resolution 1 - 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 2015

The Annual Financial Report does not need to be formally adopted by the meeting. Our audited results have been fully recorded in our 2015 Annual Report.

Our CEO will answer any detailed questions at the end of his presentation.

Resolution 2 – Adoption of Remuneration Report

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

“To adopt the Remuneration Report for the financial year ended 30 June 2015 as set out in the Company’s 2015 Annual Report.”

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

Are there any questions or discussion in relation to this Resolution?

For the record, I advise that the final count of proxies was:

Vote type	Voted
For	9,928,754
Against	1,973,817
Open Usable	1,593,389

I will now put the motion to the Vote.

Resolution 3 – Long Term Incentive (LTI) for the Chief Executive Officer and Managing Director

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

“That, for the purposes of ASX Listing Rule 10.14 and sections 200B and 200E of the Corporations Act 2001 (Cth) and for all other purposes, approval be given for the grant to the Chief Executive Officer and Managing Director of the Company, Phillip Aris, loan funded shares with a value of \$354,166 under the terms of the Countplus Key Staff Loan Funded Share Plan, as more particularly described in the Explanatory Notes accompanying the Notice of Meeting.”
Are there any questions or discussion in relation to this resolution?

For the record, I advise that the final count of proxies was:

Vote type	Voted
For	8,260,548
Against	3,745,857
Open Usable	1,596,389

I will now put the motion to the Vote.

Resolution 4 - Re-election of Mr Barry Lambert as a Director

We will come back to this resolution after I vacate the Chair.

Before handing over to CEO Phil Aris to give us an operational update and answer any questions you may have, I would like to thank you for being shareholders of Countplus. Please welcome our CEO and Managing Director Mr Phillip Aris.

Barry Lambert
Chairman
Countplus Limited