

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

Monday 19 November 2018

2.00pm

Grant Thornton Australia

Level 17, 383 Kent Street
Sydney NSW 2000



CountPlus
Quality Partnerships, Leading Advice

**Notice of
Annual General Meeting**





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 2018.

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 Andrew McGill (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 himself 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 2018 as set out in the Company's 2018 Annual Report."

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

Grant of Performance Rights to the Managing Director and CEO (Mr Matthew Rowe)

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

- 4A. "That for the purpose of ASX Listing Rule 10.14 and all other purposes, the **grant of up to 150,000 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 2018 LTI Award as described in the Explanatory Notes accompanying this Notice of Meeting be approved".
- 4B. "That for the purpose of the Corporations Act 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

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 2.00pm (Sydney time) on Saturday, 17 November 2018.

Proxies

A member entitled to attend and vote, is entitled to appoint one proxy if the member is entitled to cast one vote, or two proxies if the member is entitled to cast two or more votes to attend and vote instead of that member. 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 member 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 2.00pm (Sydney time) on Saturday, 17 November 2018.

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:

- ▶ 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
- ▶ if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- ▶ 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
- ▶ 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 Resolutions 3, 4A and 4B and voting by Chair

The key management personnel of the Company 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. 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:

In Person	Registered Office Level 17, 1 Margaret Street, Sydney NSW 2000 or Share Registry Computershare Investors Services Pty Limited Level 4, 60 Carrington Street, Sydney NSW 2000
By Mail Registered Office	GPO Box 1453, Sydney NSW 2001 or Share Registry Computershare Investor 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



Laurent Toussaint
Company Secretary



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 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, Bankers Trust and IAG. As a Partner with McKinsey and Company Alison advised some of the leading global and Australian banks on strategy and organisational change. She has extensive international experience in the US, UK/Europe as well as Australia. Alison's more recent 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 director of Latitude Financial Services and Audinate Group Ltd. Alison was appointed a Director of CountPlus in October 2016.

Prior to submitting herself for re-election, Ms Ledger has acknowledged to the Company that she will have sufficient time to fulfil her responsibilities as a Director.

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 Mr Andrew McGill

Shareholder approval is sought for the election of Mr Andrew McGill who, having been 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 offers himself for election.

Details of the qualifications and experience of Mr McGill are as follows:

Andrew has more than 26 years' financial markets experience, including investment and management experience within the alternative asset sector and the funds management industry generally. He was previously Managing Director and CEO of ASX-listed Pacific Current Group Limited and in this capacity also served on the board of a number of affiliated companies. Prior to joining Pacific Current Group, he was a founding partner of Crescent Capital Partners, an independent mid-market private equity firm where he worked from 2000 to 2010. Earlier in his career, Andrew held executive roles within Macquarie Bank's Corporate Finance and Direct Investment teams. He was also a consultant with The LEK Partnership, an international firm of business strategy consultants. Andrew is currently Chair of PM Capital Global Opportunities Fund Limited and Non-Executive Director of PM Capital Asian Opportunities Fund Limited. He also serves as a member of the Council of Kambala Girls School. Andrew holds a Bachelor of Commerce and a Bachelor of Laws from the University of New South Wales and a Graduate Diploma in Applied Finance (FinSIA). He is also a Fellow of the Financial Services Institute of Australasia.

Prior to submitting himself for election, Mr McGill has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

Directors' Recommendation

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

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 32 of the 2018 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.

The hurdles in the CEO/Managing Director's Long Term Incentive (LTI) relating to the Company's financial performance for FY18 and the achievement of individual Key Performance Indicators (KPI's) seek to align interests to the benefit of the Company and shareholders. Please see the Remuneration Report section of the 2018 CountPlus Annual Report for further detail.

Directors' Recommendation

The Board unanimously recommends that shareholders vote in favour of the 2018 Remuneration Report.

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 150,000 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 ('2018 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. The purpose of Resolution 4A is to obtain shareholder approval for the proposed grant of the Performance Rights to Mr Rowe under the 2018 LTI Award.

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 2018 LTI Award and the rules of the Plan ('Plan Rules'). These circumstances include retirement, redundancy, death or permanent incapacity.

Under sections 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. 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 2017 LTI award approved at the Annual General Meeting of November 2017, the Managing Director and CEO has been granted 134,693 Performance Rights.

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 150,000 (LTI Award).

Mr Rowe's Executive Service Agreement provides that subject to shareholder approval he will be awarded an annual long term incentive calculated based on 20% of his fixed annual remuneration (FAR). Currently, his FAR equates to \$410,000, therefore the LTI Award value is \$82,000. The number of Performance Rights is determined by dividing the LTI Award value (\$82,000) by the 30 day Volume Weighted Average Market Price (VWAMP) of the Company shares at the grant date. The 30 day VWAMP will be independently calculated. Since the number of rights to be offered to Matthew Rowe for the 2018 LTI Award is unknown at the date of this Notice, a limit of no more than 150,000 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 the 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 19 November 2022 (Vesting Date), subject to meeting the Vesting Conditions (described below). Any vested Performance Rights will expire on 20 December 2022. Any unvested Performance Rights will expire on 20 December 2022 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 2018 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 Condition

Internal Measure: Diluted EPS (Earnings per Share) Target (50%).

In addition to the Service Condition described above, up to 50% (or no more than 75,000) of the Performance Rights (Diluted EPS Tranche) will vest if the compound growth rate of the Company's diluted earnings per share (EPS) is between 10% and 12.5% per annum averaged over four consecutive financial years commencing on 1 July 2018 (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 for the purpose of compounding has been deemed to be 2.48 cents per share.

The deemed Base year diluted EPS has been determined by normalising the FY2018 net profit after tax (NPAT). The following major adjustments to FY2018 NPAT included:

- ▶ Impairment of intangible assets (+4.7M)
- ▶ Gain on disposal of investments, business units and subsidiaries (-2.3M)
- ▶ Gain on deferred consideration adjustment (-0.3M)
- ▶ Termination and redundancy costs on restructure (+0.9M)
- ▶ Results from exited firms (-0.4M)
- ▶ Loss from discontinued operations (+1.5M)
- ▶ Additional pro forma tax due to major adjustments (-1.2M)

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.

Internal Measure: Return on Equity (ROE) Target (50%)

In addition, up to 50% (no more than 75,000) 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 the four consecutive financial years, commencing 1 July 2018 (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 reported 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 cumulative net profit after tax for the four years ended 30 June 2022 by average shareholders' funds over the same period.

Any Performance Rights which fail to meet the relevant Vesting Conditions before the Vesting Date will lapse on 20 December 2022. 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:

$$\frac{(\text{Date of Grant to Date of termination})(\text{in days})}{(\text{Date of Grant to Intended Vesting Date})(\text{in days})} \times \text{No. of Performance Rights held on cessation}$$

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.
- ▶ If shareholder approval is obtained, details of the Performance Rights granted to Mr Rowe under the 2018 LTI Award will be provided in the Remuneration Reports for each relevant subsequent year.
- ▶ 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 the 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 Resolutions 4A and 4B 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; or
- (b) a closely related party of such a person, in any capacity (including as proxy).

However, votes on Resolutions 4A and 4B will not be disregarded if they are cast as proxy for a person entitled to vote on Resolutions 4A and 4B:

- (c) in accordance with a direction as to how to vote in the Proxy Form; or
- (d) by the Chair of the meeting where 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 key management personnel.

In addition, in accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of Resolution 4A by any director of the Company entitled to participate in the Plan or any associate of those persons. However, the Company will not disregard a vote cast on Resolution 4A if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chair of the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.


CUP

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



Lodge your vote:

 **Online:**
www.investorvote.com.au

 **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

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Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999 PIN: 99999

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

 **For your vote to be effective it must be received by 2.00pm on Saturday, 17 November 2018**

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.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form →**

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.



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I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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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 at Grant Thornton Australia, Level 17, 383 Kent Street, Sydney NSW 2000 on Monday, 19 November 2018 at 2:00pm 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 below) 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 below.

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 - Ms Alison Ledger	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Election of Director - Mr Andrew McGill	<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 Performance Rights to the Managing Director and CEO (Mr Matthew Rowe)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4B	Pro-rata vesting of Performance Rights to the Managing Director and CEO (Mr Matthew Rowe)	<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 with the exception of Item 6 where the Chairman of the Meeting intends to vote against. 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.

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date ____ / ____ / ____

CUP

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Computershare +