

Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme Class Limited

ACN/ARSN 116 802 058

1. Details of substantial holder (1)

Name Countplus Limited and its subsidiaries listed in Annexure A (Subsidiaries)
ACN/ARSN (if applicable) 126 990 832

The holder became a substantial holder on 16/12/2015

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Fully paid ordinary shares	6,339,540	6,339,540	5.43%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Refer to Annexure B	Refer to Annexure B	Refer to Annexure B

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Refer to Annexure C	Refer to Annexure C	Refer to Annexure C	Refer to Annexure C

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Refer to Annexure D	Refer to Annexure D	Refer to Annexure D	Refer to Annexure D	Refer to Annexure D

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

7. Addresses

The addresses of persons named in this form are as follows:

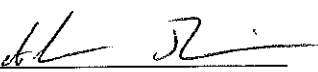
Name	Address
Countplus Limited	Level 17, 1 Margaret Street, Sydney NSW 2000
Each of the Subsidiaries	Refer to Annexure A

Signature

print name	Arlette Jubian	capacity	Company Secretary
sign here		date	18/12/2015

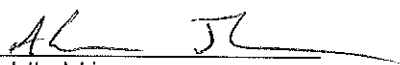
DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown."
- (9) Details of the consideration must include any and all benefits, moneys and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.


Arlette Jubian
Company Secretary of Countplus Limited

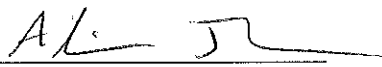
1. Details of Subsidiaries

Subsidiary name	ACN	Address
360 Financial Advantage Pty Ltd	144 047 665	35 Princess Street, Macksville NSW 2447
Cooma Accounting and Financial Services Pty Ltd	155 085 322	37 Bombala Street, Cooma NSW 2630
Bentleys (WA) Pty Ltd	128 948 201	Level 1, 12 Kings Park Road, West Perth WA 6005
Change Accountants & Advisors Pty Ltd	150 669 042	Level 13, 40 Creek Street, Brisbane QLD 4000
Cooper Reeves Pty. Ltd.	133 173 618	Level 1, 172 Evans Road, Salisbury QLD 4107
Crosby Dalwood Pty. Ltd.	132 317 876	89 King William Street, Kent Town SA 5067
Kidmans Partners Pty Ltd	143 987 222	Suite 5, 255 Whitehorse Road, Balwyn VIC 3103
The MBA Partnership Pty Ltd	128 381 831	50 Marine Parade, Southport QLD 4215
Countplus One Pty Ltd	137 175 403	Suite 103, Level 1, 165 Walker Street, North Sydney NSW 2060
Mogg Osborne Pty. Ltd.	131 399 516	40-44 High Street, Cobram VIC 3644
Robson Partners Pty Ltd	136 858 190	Suite 14, Level 1, 207 Albany Street (North), Gosford NSW 2250


 Arlette Jubian
 Company Secretary of Countplus Limited


3. Details of relevant interests

Holder of relevant interest	Nature of relevant interest	Class and number of securities
360 Financial Advantage Pty Ltd	Registered holder	62,000 fully paid ordinary shares
Cooma Accounting and Financial Services Pty Ltd	Registered holder	37,000 fully paid ordinary shares
Bentleys (WA) Pty Ltd	Registered holder	34,000 fully paid ordinary shares
Change Accountants & Advisors Pty Ltd	Registered holder	12,000 fully paid ordinary shares
Cooper Reeves Pty. Ltd.	Registered holder	32,000 fully paid ordinary shares
Crosby Dalwood Pty. Ltd.	Registered holder	26,000 fully paid ordinary shares
Kidmans Partners Pty Ltd	Registered holder	63,000 fully paid ordinary shares
The MBA Partnership Pty Ltd	Registered holder	71,000 fully paid ordinary shares
Countplus One Pty Ltd	Registered holder	61,000 fully paid ordinary shares
Mogg Osborne Pty. Ltd.	Registered holder	29,000 fully paid ordinary shares
Robson Partners Pty Ltd	Registered holder	30,000 fully paid ordinary shares
Countplus Limited	Registered holder	5,882,540 fully paid ordinary shares
Countplus Limited	Relevant interest in the shares held by the Subsidiaries listed above by operation of s608(3) of the <i>Corporations Act 2001</i> (Cth)	457,000 fully paid ordinary shares


 Arlette Jubian
 Company Secretary of Countplus Limited

4. Details of present registered holders

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Class and number of securities
360 Financial Advantage Pty Ltd	360 Financial Advantage Pty Ltd	360 Financial Advantage Pty Ltd	62,000 fully paid ordinary shares
Cooma Accounting and Financial Services Pty Ltd	Cooma Accounting and Financial Services Pty Ltd	Cooma Accounting and Financial Services Pty Ltd	37,000 fully paid ordinary shares
Bentleys (WA) Pty Ltd	Bentleys (WA) Pty Ltd	Bentleys (WA) Pty Ltd	34,000 fully paid ordinary shares
Change Accountants & Advisors Pty Ltd	Change Accountants & Advisors Pty Ltd	Change Accountants & Advisors Pty Ltd	12,000 fully paid ordinary shares
Cooper Reeves Pty. Ltd.	Cooper Reeves Pty. Ltd.	Cooper Reeves Pty. Ltd.	32,000 fully paid ordinary shares
Crosby Dalwood Pty. Ltd.	Crosby Dalwood Pty. Ltd.	Crosby Dalwood Pty. Ltd.	26,000 fully paid ordinary shares
Kidmans Partners Pty Ltd	Kidmans Partners Pty Ltd	Kidmans Partners Pty Ltd	63,000 fully paid ordinary shares
The MBA Partnership Pty Ltd	The MBA Partnership Pty Ltd	The MBA Partnership Pty Ltd	71,000 fully paid ordinary shares
Countplus One Pty Ltd	Countplus One Pty Ltd	Countplus One Pty Ltd	61,000 fully paid ordinary shares
Mogg Osborne Pty. Ltd.	Mogg Osborne Pty. Ltd.	Mogg Osborne Pty. Ltd.	29,000 fully paid ordinary shares
Robson Partners Pty Ltd	Robson Partners Pty Ltd	Robson Partners Pty Ltd	30,000 fully paid ordinary shares
Countplus Limited	Countplus Limited	Countplus Limited	5,882,540 fully paid ordinary shares
Countplus Limited (relevant interest in the shares held by the Subsidiaries listed above by operation of s608(3) of the Corporations Act 2001 (Cth))	360 Financial Advantage Pty Ltd	360 Financial Advantage Pty Ltd	62,000 fully paid ordinary shares
	Cooma Accounting and Financial Services Pty Ltd	Cooma Accounting and Financial Services Pty Ltd	37,000 fully paid ordinary shares
	Bentleys (WA) Pty Ltd	Bentleys (WA) Pty Ltd	34,000 fully paid ordinary shares
	Change Accountants & Advisors Pty Ltd	Change Accountants & Advisors Pty Ltd	12,000 fully paid ordinary shares
	Cooper Reeves Pty. Ltd.	Cooper Reeves Pty. Ltd.	32,000 fully paid ordinary shares
	Crosby Dalwood Pty. Ltd.	Crosby Dalwood Pty. Ltd.	26,000 fully paid ordinary shares
	Kidmans Partners Pty Ltd	Kidmans Partners Pty Ltd	63,000 fully paid ordinary shares
	The MBA Partnership Pty Ltd	The MBA Partnership Pty Ltd	71,000 fully paid ordinary shares
	Countplus One Pty Ltd	Countplus One Pty Ltd	61,000 fully paid ordinary shares
	Mogg Osborne Pty. Ltd.	Mogg Osborne Pty. Ltd.	29,000 fully paid ordinary shares
Robson Partners Pty Ltd	Robson Partners Pty Ltd	30,000 fully paid ordinary shares	


 Arlette Jubian
 Company Secretary of Countplus Limited

5. Consideration

Holder of relevant interest	Date of acquisition	Consideration	Class and number of securities
360 Financial Advantage Pty Ltd	14/12/2015	\$1.00 in cash per share	62,000 fully paid ordinary shares
Cooma Accounting and Financial Services Pty Ltd	14/12/2015	\$1.00 in cash per share	37,000 fully paid ordinary shares
Bentleys (WA) Pty Ltd	14/12/2015	\$1.00 in cash per share	34,000 fully paid ordinary shares
Change Accountants & Advisors Pty Ltd	14/12/2015	\$1.00 in cash per share	12,000 fully paid ordinary shares
Cooper Reeves Pty. Ltd.	14/12/2015	\$1.00 in cash per share	32,000 fully paid ordinary shares
Crosby Dalwood Pty. Ltd.	14/12/2015	\$1.00 in cash per share	26,000 fully paid ordinary shares
Kidmans Partners Pty Ltd	14/12/2015	\$1.00 in cash per share	63,000 fully paid ordinary shares
The MBA Partnership Pty Ltd	14/12/2015	\$1.00 in cash per share	71,000 fully paid ordinary shares
Countplus One Pty Ltd	14/12/2015	\$1.00 in cash per share	61,000 fully paid ordinary shares
Mogg Osborne Pty. Ltd.	14/12/2015	\$1.00 in cash per share	29,000 fully paid ordinary shares
Robson Partners Pty Ltd	14/12/2015	\$1.00 in cash per share	30,000 fully paid ordinary shares
Countplus Limited	14/12/2015	\$1.00 in cash per share	952,000 fully paid ordinary shares*

*457,000 of these shares are held by the Subsidiaries listed above. The remaining shares held by Countplus Limited as registered holder (5,387,540 fully paid ordinary shares) were acquired more than 4 months prior to 16/12/2015.