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Count Limited
Notice of Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting of Shareholders of Count Limited ACN 126 990 832 (**Company**) will be held at the following time and place:

Thursday, 27 August 2026
At 10:30am (Sydney time) (Meeting)

Baker McKenzie
Tower One – International Towers Sydney
Level 46, 100 Barangaroo Avenue
Sydney NSW 2000

This Notice and the accompanying Explanatory Statement should be read in its entirety. Capitalised 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 stockbroker, investment advisor, accountant, solicitor or other professional adviser prior to voting.

Items of business

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Resolutions

Resolution 1
Financial Assistance

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

1. "That, for the purposes of section 260B(2) of the Corporations Act 2001 and for all other purposes, approval is given for each entity listed in the Schedule to the Disclosure Statement (defined below) (which are subsidiaries of the Company, and are each a Target Entity and together, the Target Entities) to give the financial assistance as described in the disclosure statement set out in Annexure A (Disclosure Statement) accompanying and forming part of this Notice (the Disclosure Statement being made in accordance with section 260B(4) of the Corporations Act) and each Target Entity may enter into and give effect to the documents required to implement the financial assistance as described in the Disclosure Statement."

Note: In accordance with the Corporations Act, the Resolution 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.

Resolution 2
Ratification of Placement Shares

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

2. "That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior allotment and issue of 34,154,798 Shares at an issue price of $1.05 per Share, raising gross proceeds of approximately $35.9 million, to institutional and sophisticated investors as part of the Company's fully underwritten institutional placement to fund the acquisition of 100% of the businesses operated by Oracle Advisory Group Pty Ltd, Oracle Accounting (Australia) Pty Ltd, and Oracle Investment Management Pty Ltd (together, the Oracle Group) as announced to ASX on 31 March 2026, on the terms and conditions set out in this Notice of Meeting."

Note: Votes must not be cast on this Resolution by any person who received Shares in the placement (and their associates) and must be excluded from voting on the ratification resolution. Please refer to the voting exclusion statement for Resolution 2.

Resolutions 3a and 3b
Approval of the Issue of Shares to Ray Kellerman and Hugh Humphrey

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

3a. "That, pursuant to and in accordance with Listing Rule 10.11, and for all other purposes, Shareholders approve the allotment and issue of up to 200,000 Shares at an issue price of $1.05 per Share to Ray Kellerman (or his nominee), being a Director of the Company, as part of the Company's capital raising announced to ASX on 31 March 2026, on the terms and conditions set out in this Notice of Meeting."

3b. "That, pursuant to and in accordance with Listing Rule 10.11, and for all other purposes, Shareholders approve the allotment and issue of up to 100,000 Shares at an issue price of $1.05 per Share to Hugh Humphrey (or his nominee), being a Director of the Company, as part of the Company's capital raising announced to ASX on 31 March 2026, on the terms and conditions set out in this Notice of Meeting."

Note: Please refer to the voting exclusion statement for Resolutions 3a and 3b.

Information for Shareholders

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General Meeting

This Notice of Meeting applies to the Extraordinary General Meeting of the Company that will be held on Thursday, 27 August 2026 at 10:30am (Sydney time) at Baker McKenzie, Tower One – International Towers Sydney, Level 46, 100 Barangaroo Avenue, 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. Capitalised 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 EGM2026@count.au. Shareholders who attend the Meeting are also welcome to submit questions during the Meeting when the Chair provides the opportunity to do so.

Submitting questions in advance will not prevent 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 10:30am (Sydney time) on Wednesday, 26 August 2026. Please note that individual responses to questions will not be sent.

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, 25 August 2026.

Shareholders may vote either by:

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

Voting prior to the Meeting via the online platform

Shareholders may 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 10:30am (Sydney time) on Tuesday, 25 August 2026. 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, being 10:30am (Sydney time) on Tuesday, 25 August 2026.

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.

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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 question that the resolution be passed; and

d) either of the following apply:

   i) if a record of attendance is made for the Meeting – the proxy is not recorded as attending; or

   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.

The Chair intends to vote any undirected proxies 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)
+ 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

Doug Richardson
Company Secretary
21 July 2026

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Annexure A
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 Resolutions 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
Financial Assistance

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1.1 Background

This information has been prepared in connection with the proposed Resolution 1 set out in the Notice of Meeting which must be passed to enable the giving of financial assistance (within the meaning of section 260A of the Corporations Act) by those entities listed in the Schedule (each, a **Target Entity** and together, the **Target Entities**), under section 260B(2) of the Corporations Act.

1.2 Acquisition

On 20 July 2026, the Company announced to the ASX, that it had completed the acquisition of 100% of the businesses operated by Oracle Advisory Group Pty Ltd, Oracle Accounting (Australia) Pty Ltd, and Oracle Investment Management Pty Ltd (together, the Oracle Group) (**Acquisition**).

The Acquisition was affected by the Company (through its wholly owned subsidiaries) acquiring 100% of the share capital in each Target Entity (which, at the time of the Acquisition, had acquired all of the assets of the Oracle Group).

1.3 Funding for the Acquisition

The Acquisition was financed in part by existing debt facilities provided to the Company by Westpac Banking Corporation (**Existing Westpac Facilities**), which will be refinanced following completion of the Acquisition by bank debt loan facilities provided to the Company by Commonwealth Bank of Australia (**CBA**) as announced to the ASX on 13 July 2026 (**Acquisition Facilities**). The Acquisition Facilities are documented in a Facility Agreement between, among others, the Company as borrower and CBA as lender (**Acquisition Facilities Agreement**). Security and guarantees in respect of amounts owing in connection with the Acquisition Facilities Agreement are being held on behalf of CBA by CBA Corporate Services (NSW) Pty Limited (**Security Trustee**).

As is customary for financing arrangements of this nature, the Acquisition Facilities Agreement includes an obligation to accede each Target Entity to the Acquisition Facilities Agreement following completion of the Acquisition, and an obligation for each Target Entity to grant a general security agreement (the **General Security Agreement**) and guarantee and indemnity (the **Guarantee**) (collectively known as **Acquisition Security**) in favour of the Security Trustee. The Acquisition Facilities Agreement and the Acquisition Security are collectively referred to as the **Finance Documents**.

1.4 Financial Assistance

As a consequence of the Acquisition Security and other funding arrangements outlined above (and any other documents which may be entered into for the purposes of replacing, varying and/or refinancing all or any part of such funding arrangements), the Target Entities may be taken to financially assist in the acquisition of their own shares or shares in their holding company for the purposes of section 260A of the Corporations Act (Financial Assistance).

Under section 260A(1) of the Corporations Act, a company may financially assist a person to acquire shares (or units of shares) in the company or a holding company of the company only if:

a) giving the assistance does not materially prejudice:
   i) the interests of the company or its shareholders; or
   ii) the company's ability to pay its creditors;
b) the assistance is approved by shareholders under section 260B of the Corporations Act; or
c) the assistance is exempted under section 260C of the Corporations Act.

In accordance with section 260B(1) of the Corporations Act, each Target Entity has sought or will seek approval for the Financial Assistance from its shareholders by:

a) a special resolution passed at a general meeting of the company, with no votes being cast in favour of the resolution by the person acquiring the shares (or units of shares) or by their associates; or
b) a resolution agreed to, at a general meeting, by all ordinary shareholders.

On completion of the Acquisition, each Target Entity became a subsidiary of a domestic corporation that is listed in Australia (**Listed Australian Holding Company**), and will continue to be a subsidiary of the Listed Australian Holding Company at the time of giving the proposed Financial Assistance. The Company is the Listed Australian Holding Company.

Accordingly, the Financial Assistance must also be approved by a special resolution passed under section 260B(2) of the Corporations Act at a general meeting of the Company.

1.5 Effect of the Financial Assistance

The substantial effect of the Financial Assistance on the Target Entities will be, that they provide, in favour of the Security Trustee, security over certain of their assets pursuant to the Acquisition Security. The Company and Target Entities will also assume joint and several liability with each other entity party to the Acquisition Security.

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1.6 Reasons for giving the Financial Assistance

The requirement that the Target Entities become a party to the relevant finance documents and provide guarantees and indemnities is considered customary and consistent with market practice for financings such as the Acquisition Facilities.

The Target Entities derive a number of advantages by being a member of the Count Group and providing the Financial Assistance. These include:

- the Target Entities have access to funding made available to the Count Group, including for general corporate purposes, including for working capital purposes;
- the Target Entities have access to administrative, support and management services and expertise and business synergies with the Count Group; and
- if the Target Entities do not provide guarantees and indemnities as described above:
  - it would be difficult for the Target Entities to access funding on a standalone basis or to refinance in future; and
  - the terms of any funding made available to the Target Entities, (including future refinancings) would be more restrictive and expensive.

It is also a requirement under relevant Acquisition Facilities that the Resolution is obtained and that the Company notify relevant financiers that this has occurred.

The disadvantages of the Target Entities entering into the Financial Assistance will include the following:

- each Target Entity provides in favour of the Security Trustee, security over certain of their assets pursuant to the General Security Agreement to secure the obligations under the Acquisition Facilities; and
- each Target Entity assumes joint and several liability with each other obligor under the Acquisition Security in respect of the obligations under the Acquisition Facilities.

The Directors of the Company are of the view that the advantages above outweigh the disadvantages outlines in this Explanatory Statement.

If the Resolution is not passed, the conditions above will not be met and this may cause an "Event of Default" to arise under the relevant finance documents, which will negatively affect the Company's position under the Acquisition Facilities by giving the Security Trustee various enforcement rights and otherwise restricting the Company's ability to maintain its financing arrangements.

1.7 Board recommendation

The Directors of the Company have formed the view, based on information available at this time, that the Target Entities providing the Financial Assistance is in the best interests of the Company and its Shareholders and for its corporate benefit.

The Directors of the Company are also of the view that the giving of the Financial Assistance referred to in this Disclosure Statement is not materially prejudicial to:

- the Company (or any other member of the Count Group, including the Target Entities and their respective Shareholders);
- the interests of the Company's Shareholders; or
- the ability of the Company (or any other member of the Count Group) to pay its creditors.

Notwithstanding the above, the Directors are seeking the approval of the Company's Shareholders because it is a requirement under relevant Acquisition Facilities that the Resolution be obtained.

The Board unanimously recommends that Shareholders vote in favour of Resolution 1. The Chairman of the Company intends to vote all available proxies in favour of the Resolution.

1.8 Prior Notice to the Australian Securities and Investments Commission

As required by section 260B(5) of the Corporations Act, copies of the Notice (including this Explanatory Statement) as sent to Shareholders were lodged with ASIC prior to their dispatch to Shareholders.

1.9 Disclosure

The Notice (including this Explanatory Statement) contains all the information known to the Company that is material to the decision on how to vote on the Resolution (other than information that the Company has previously disclosed to Shareholders).

1.10 Voting Exclusion Statement

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

Resolution 2
Ratification of Placement Shares

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2.1 Background

On 9 April 2026, the Company issued 34,154,798 new Shares to eligible institutional and sophisticated investors at an issue price of $1.05 per Share, the details of which were announced to the ASX on 31 March 2026 (**Placement**).

Resolution 2 seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of Shares pursuant to the Placement.

The Placement was undertaken utilising the Company's available placement capacity under Listing Rule 7.1 and Listing Rule 7.1A. The Placement comprised 17,070,288 Shares issued pursuant to the Company's Listing Rule 7.1 capacity and 17,084,510 Shares issued pursuant to the Company's Listing Rule 7.1A capacity.

2.2 Listing Rules 7.1 and 7.1A

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Under Listing Rule 7.1A, a company can seek approval from its shareholders, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 10 November 2025.

The Placement does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit pursuant to Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the date of the issue.

2.3 Listing Rule 7.4

Under Listing Rule 7.4, an issue of securities made without prior shareholder approval may be ratified by shareholders, which has the effect of restoring the Company's placement capacity under Listing Rule 7.1 and Listing Rule 7.1A.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1 and Listing Rule 7.1A. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the Placement.

2.4 Technical information required by Listing Rule 14.1A

Accordingly, if Resolution 2 is passed, the Shares issued under the Placement will be excluded in calculating the Company's 15% annual placement capacity under Listing Rule 7.1, and the additional 10% capacity under Listing Rule 7.1A.

If Resolution 2 is not passed, the Shares will continue to be counted towards the Company's placement capacity, reducing the Company's ability to issue equity securities without Shareholder approval.

2.5 Technical information required by Listing Rule 7.5

Required Information	Details
Number and class of securities issued	34,154,798 fully paid ordinary shares ranking equally with existing shares.
Price at which securities were issued	$1.05 per Share.
Names of persons to whom securities were issued or the basis on which those persons were identified/selected	The Shares were issued to institutional and sophisticated investors identified through a bookbuild process by the Company and/or joint lead managers E&P Capital Pty Ltd and Canaccord Genuity (Australia) Limited, none of which are related parties or associates.
Intended use of funds raised	The Shares were issues to fund the acquisition of the businesses operated by the Oracle Group, the details of which are contained in the Company's ASX announcements on 31 March 2026.
Date of Issue	9 April 2026.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution 2.

2.6 Directors' recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 2.

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Resolutions 3a and 3b
Approval of the issue of Shares to Ray Kellerman and Hugh Humphrey

3.1 Background

Resolutions 3a and 3b seek Shareholder approval for the purposes of Listing Rule 10.11 for the Company to issue 200,000 Shares to Ray Kellerman and 100,000 Shares to Hugh Humphrey (or their nominees) on the same terms as the Placement (**Proposed Director Issues**).

3.2 Listing Rule 10.11

ASX Listing Rule 10.11 provides, that unless one of the exceptions in Listing Rule 10.12 applies, the Company must not issue or agree to issue securities to any of the following persons unless it obtains shareholder approval:

a) a related party of the Company;

b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the Company;

c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the Board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;

d) an associate of a person referred to above; or

e) a person whose relationship with the Company or a person referred to above is such that, in ASX's opinion, the issue or agreement should be approved by shareholders.

Ray Kellerman and Hugh Humphrey are Directors of the Company and therefore, both are a related party for the purposes of Listing Rule 10.11.

Accordingly, Shareholder approval is sought under Listing Rule 10.11 for the Proposed Director Issues.

3.3 Technical information required by Listing Rule 14.1A

If Resolutions 3a and 3b are passed, the Company will be able to proceed with the Proposed Director Issues within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and will raise additional funds which will be used consistently with the proposed use of funds raised under the Placement. As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's placement capacity.

If the Resolutions are not passed, the Company will not be able to proceed with the Proposed Director Issues and the further $315,000 will not be raised.

3.4 Technical information required by Listing Rule 10.13

Required Information	Details
Names of persons to whom securities will be issued	Ray Kellerman and Hugh Humphrey (or their nominees).
Categorisation under Listing Rule 10.11	Ray Kellerman and Hugh Humphrey fall within the category set out in Listing Rule 10.11.1 as they are each a related party of the Company by virtue of being Directors.
Number of securities and class to be issued	200,000 fully paid ordinary shares to Ray Kellerman and 100,000 fully paid ordinary shares to Hugh Humphrey.
Date of proposed issue	The Company expects to issue the Shares on or about 28 August 2026. In any event, the Company will not issue any Shares later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price at which securities are proposed to be issued	$1.05 per Share.
Intended use of funds	Consistent with the Placement, proceeds from the Proposed Director Issues will be used to fund the acquisition of businesses operated by the Oracle Group, the details of which are contained in the Company's ASX announcements on 31 March 2026.
Voting exclusion statement	A voting exclusion statement applies to Resolutions 3a and 3b.

3.5 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and

b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The Proposed Director Issues constitutes giving a financial benefit and Ray Kellerman and Hugh Humphrey are each a related party of the Company by virtue of being Directors.

The Board (excluding Ray Kellerman and Hugh Humphrey) considers that the Proposed Director Issues fall within the exception in section 210 of the Corporations Act as the Shares will be issued to Ray Kellerman and Hugh Humphrey (or their nominee(s)) on the same terms as the Shares issued to non-related party participants under the Placement and as such the giving of the financial benefit is on arm's length terms. Accordingly, Shareholder approval is not required under Chapter 2E of the Corporations Act.

3.6 Directors' recommendation

The Board (other than Mr Kellerman and Humphrey) recommends that Shareholders vote in favour of Resolutions 3a and 3b.

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Voting Exclusion Statement

Resolution 2: The Company will disregard any votes cast on Resolution 2 by or on behalf of any person who received Shares in the Placement (and their associates).

Resolutions 3a and 3b: The Company will disregard any votes cast in favour of Resolutions 3a and 3b by or on behalf of any of the following:

a) in relation to Resolution 3a – Mr Ray Kellerman and any other person who will obtain a material benefit as a result of the issue of the Shares (except a benefit solely by reason of being a Shareholder); and

b) in relation to Resolution 3b – Mr Hugh Humphrey and any other person who will obtain a material benefit as a result of the issue of the Shares (except a benefit solely by reason of being a Shareholder),

or an associate of any of those persons.

However, the above voting exclusions do not apply to a vote cast in favour of the Resolutions by:

a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way;

b) the Chair as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or

c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

   i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting and is not an associate of a person excluded from voting, on the resolution; and

   ii) the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

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Glossary

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

"Acquisition"	means the Company's acquisition of 100% of the businesses operated by Oracle Advisory Group Pty Ltd, Oracle Accounting (Australia) Pty Ltd, and Oracle Investment Management Pty Ltd (together, the Oracle Group);
"Acquisition Facilities"	means the bank debt loan facilities provided to the Company by CBA for the purposes of refinancing the Existing Westpac Facilities and financing part of the Acquisition;
"Acquisition Facilities Agreement"	means the Facility Agreement between, among others, the Company as borrower and CBA as lender for the purposes of documenting the Acquisition Facilities;
"Acquisition Security"	has the meaning given in section 1.3;
"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;
"CBA"	means Commonwealth Bank of Australia;
"Chair"	means the person appointed to chair the Meeting of the Company convened by the Notice;
"Company"	means Count 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;
"Existing Westpac Facilities"	means the existing debt facilities provided to the Company by Westpac Banking Corporation utilised to partly fund the Acquisition;
"Finance Documents"	means together, the Acquisition Facilities Agreement and the Acquisition Security;
"Guarantee"	has the meaning given in section 1.3;
"General Security Agreement"	has the meaning given in section 1.3;
"Listed Australian Holding Company"	has the meaning given in section 1.5;
"Listing Rules"	means the Listing Rules of the ASX;
"Meeting"	means the Extraordinary General Meeting convened by the Notice;
"Notice"	means this Notice of Meeting including the Explanatory Statement;
"Oracle Group"	means together, Oracle Advisory Group Pty Ltd, Oracle Accounting (Australia) Pty Ltd, and Oracle Investment Management Pty Ltd;
"Placement"	means the 34,154,798 new Shares issued to eligible institutional and sophisticated investors on 9 April 2026 at an issue price of $1.05 per Share, the details of which were announced to the ASX on 31 March 2026;
"Proposed Director Issues"	means the proposed issue of 200,000 Shares to Ray Kellerman and 100,000 Shares to Hugh Humphrey (or their nominees) on the same terms as the Placement;
"Proxy Form"	means the Proxy Form attached to the Notice;
"Resolution"	means a resolution referred to in the Notice;
"Security Trustee"	has the meaning given in section 1.3;
"Shareholder"	means a holder of Shares as recorded on the Company's register of members;
"Share Registry"	means Computershare Investor Services Pty Ltd (ACN 078 279 277);
"Shares"	means fully paid ordinary shares in the capital of the Company; and
"Target Entities"	means those entities listed in the Schedule.
"Target Entities"	means those entities listed in the Schedule.

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

Schedule – Target Entities

Name	ACN
Tamarama Accounting Pty Ltd	696 552 922
Tamarama Advisory Pty Limited	696 563 596
Tamarama Investment Management Pty Ltd	696 539 625

Name	ACN
Count Tax Agent (Australia) Pty Ltd	697 186 137
Count Tax Agent (Northern Rivers) Pty Ltd	697 204 970
Count Tax Agent (Taree) Pty Ltd	697 193 712
Count Tax Agent (Erina) Pty Ltd	697 188 739

Count

Count Limited
ABN 11 126 990 832

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 **10:30am (Sydney time) on Tuesday, 25 August 2026.**

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: 188883
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.

For personal use only

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 X to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Count 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 Count Limited to be held at Baker McKenzie, Tower One - International Towers Sydney, Level 46, 100 Barangaroo Avenue, Sydney, NSW 2000 on Thursday, 27 August 2026 at 10:30am (Sydney time) and at any adjournment or postponement of that meeting.

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
Resolution 1	Financial Assistance			
Resolution 2	Ratification of Placement Shares			
Resolution 3a	Approval of the Issue of Shares to Ray Kellerman			
Resolution 3b	Approval of the Issue of Shares to Hugh Humphrey			

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)*

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

Mobile Number **Email Address**

CUP

computershare

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