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Count Limited Notice of Annual General Meeting

Notice is hereby given that the 2026 Annual General Meeting of the Shareholders of Count Limited ACN 126 990 832 will be held on the following date at the following time and place:

Monday, 9 November 2026 at 9:30am (Sydney time)

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

Financial Report, Directors' Report and Auditor's Report

To receive and consider the Company's Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2026.

Note: No resolution is required for this item of business.

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Resolutions

Re-Election of Alison Ledger as a Company 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 ASX Listing Rule 14.4 and Rule 10.2 of the Constitution and, being eligible, offers herself for re-election), be re-elected as a Director of the Company."

Note: Information about the candidate, including qualifications, experience and skills appear in the Explanatory Statement.

Re-Election of Carolyn Colley as a Company Director

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

2. "That Carolyn Colley (who, retires by rotation in accordance with ASX Listing Rule 14.4 and Rule 10.2 of the Constitution and, being eligible, offers herself for re-election), be re-elected as a Director of the Company."

Note: Information about the candidate, including qualifications, experience and skills appear in the Explanatory Statement.

Re-Election of Tim Martin as a Company Director

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

3. "That Tim Martin (who, retires by rotation in accordance with ASX Listing Rule 14.4 and Rule 10.2 of the Constitution and, being eligible, offers himself for re-election), be re-elected as a Director of the Company."

Note: Information about the candidate, including qualifications, experience and skills appear in the Explanatory Statement.

Election of Katrina Glendinning as a Company Director

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

4. "That Katrina Glendinning be elected as a Director of the Company in accordance with Rule 10.1 of the Constitution and for all other purposes."

Note: Information about the candidate, including qualifications, experience and skills appear in the Explanatory Statement.

Adoption of Remuneration Report

To consider and, if thought fit, to pass the following resolution as a non-binding ***ordinary resolution***:

5. "That for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, the Company adopts the Remuneration Report as set out in the Company's Annual Report for the financial year ended 30 June 2026."

Note: Under section 250R(3) of the Corporations Act, this Resolution is advisory only and does not bind the Directors or the Company. Votes must not be cast on this Resolution by Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or their Closely Related Parties. Please refer to the voting exclusion statement for Resolution 5.

Grant of Performance Rights to the Managing Director and CEO (Mr Hugh Humphrey)

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

6. "That the grant of Performance Rights under the Employee Incentive Plan to the Managing Director and CEO, Hugh Humphrey, in accordance with the terms of the 2026 LTI Award as described in the Explanatory Statement accompanying this Notice of Meeting is approved under and for the purposes of ASX Listing Rule 10.14 and for all other purposes."

Information for Shareholders

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General Meeting

This Notice of Meeting applies to the 2026 Annual General Meeting of the Company that will be held on Monday, 9 November 2026 at 9:30am (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 AGM2026@count.au; and
- 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 9:30am (Sydney time) on Sunday, 8 November 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 Saturday, 7 November 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 9:30am (Sydney time) on Saturday, 7 November 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 9:30am (Sydney time) on Saturday, 7 November 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.

Proxy voting on Resolutions 5 and 6 – and voting by Chair

Key Management Personnel and their Closely Related Parties will not be able to vote your proxy on Resolutions 5 and 6 unless you direct them how to vote by marking the voting boxes for those Resolutions. 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 5 and 6.

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 5 and 6 even though Resolutions 5 and 6 are connected with the remuneration of the Key Management Personnel or the Board.

The Chair 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:

By Mail Registered Office
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

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
7 October 2026

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.

Financial Report, Directors' Report and Auditor's Report

This item of business calls for Shareholders to formally receive the Financial Report for the year ended 30 June 2026 (which includes all the financial statements and notes), Directors' Report and the Auditor's Report, as a requirement under the Corporations Act. The Financial Report, Directors' Report and Auditor's Report are set out in the Company's Annual Report. Shareholders who elected to receive a printed copy of the Annual Report should have received the Annual Report and this Notice of Meeting. The Annual Report is available from the Company website, www.count.au.

While Shareholders are not required to vote on the Financial Report, Directors' Report and Auditor's Report, there will be reasonable opportunity at the Meeting to raise questions on the reports and the management of the Company. The Company's auditor for the year ended 30 June 2026, KPMG, will be in attendance at the Meeting and can answer questions on the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

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Resolution 1

Re-election of Ms Alison Ledger as a Company Director

Background

Shareholder approval is sought for the re-election of Ms Alison Ledger who retires by rotation in accordance with Listing Rule 14.4 and Rule 10.2 of the Constitution and, being eligible, offers herself for re-election as a Director. Ms Ledger was re-elected as a Director at the Company's 2023 Annual General Meeting and so, pursuant to Listing Rule 14.4 and Rule 10.2 of the Constitution, retires from office at the 2026 Annual General Meeting and seeks re-election as a Director.

Details of the qualifications and experience of Ms Ledger are as follows:

- Ms Ledger was appointed as an Independent Non-Executive Director of the Company in October 2016. She is Chair of the Count Remuneration and Nominations Committee and a member of the Count Audit and Risk Committee.
- Ms Ledger 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 & Company, Alison advised leading global and Australian banks on strategy, performance improvement and organisational change. Alison's Executive experience has been in digital transformation, strategy, pricing, product innovation 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.
- Ms Ledger is an experienced company director and is Chair and Non-Executive Director of Audinate Group Limited (ASX: AD8), and Non-Executive Director of Latitude Group Holdings Limited (ASX: LFS) and Auto & General Insurance Company Limited.
- Ms Ledger holds a Bachelor of Arts (Hons) in Economics from Boston College and an MBA from Harvard Business School. She is also a graduate of the Australian Institute of Company Directors.

The Board considers Ms Ledger to be independent and free from any business or other relationship that could materially interfere with the independent exercise of her judgement.

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.

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Resolution 2

Re-election of Ms Carolyn Colley as a Company Director

Background

Shareholder approval is sought for the re-election of Ms Carolyn Colley who retires by rotation in accordance with Listing Rule 14.4 and Rule 10.2 of the Constitution and, being eligible, offers herself for re-election as a Director. Ms Colley was re-elected as a Director at the Company's 2023 Annual General Meeting and so, pursuant to Listing Rule 14.4 and Rule 10.2 of the Constitution, retires from office at the 2026 Annual General Meeting and seeks re-election as a Director.

Details of the qualifications and experience of Ms Colley are as follows:

- Ms Colley was appointed as an Independent Non-Executive Director of the Company in October 2020. She is Chair of the Count Technology and Innovation Committee and a member of the Count Audit and Risk Committee.
- Ms Colley has more than 30 years of leadership experience spanning financial services, product development and innovation. Carolyn also co-founded Faethm, a global SaaS analytics platform addressing the future of work. She was the Chief Operating Officer of Asgard Wealth Solutions and St.George Bank's Wealth Management business and was the Head of Strategy for Macquarie Adviser Services and the Head of Personal Banking at Macquarie Bank. Carolyn was also the CEO of formerly listed software business, Decimal Software Limited.
- Ms Colley is an Independent Non-Executive Director of the subsidiary Clearing and Settlement boards of the Australian Securities Exchange (ASX:ASX) and a member of the ASX Technology Committee. Carolyn is also Chair and an Independent Non-Executive Director at Rabobank Australia Limited.
- Ms Colley is also an Independent Non-Executive Director, Chair of the Information Technology Committee and member of the Remuneration and Nominations Committee and Audit and Risk Committee of ASX listed salary packaging and leasing business Smartgroup (ASX:SIQ). Carolyn is also Chair and Treasurer of Liverpool Neighbourhood Connections, a community based not-for-profit organisation.

The Board considers Ms Colley to be independent and free from any business or other relationship that could materially interfere with the independent exercise of her judgement.

Directors' recommendation

The Board (with Ms Colley absent and not voting) unanimously recommends that Shareholders vote in favour of the re-election of Ms Colley.

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Resolution 3

Re-election of Mr Tim Martin as a Company Director

Background

Shareholder approval is sought for the re-election of Mr Tim Martin who retires by rotation in accordance with Listing Rule 14.4 and Rule 10.2 of the Constitution and, being eligible, offers himself for re-election as a Director. Mr Martin was elected as a Director at the Company's 2023 Annual General Meeting and so, pursuant to Listing Rule 14.4 and Rule 10.2 of the Constitution, retires from office at the 2026 Annual General Meeting and seeks re-election as a Director.

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

- Mr Martin was appointed as an Independent Non-Executive Director of the Company in June 2023. He is Chair of the Count Acquisition Committee and a member of the Count Remuneration and Nominations Committee and a member of the Count Technology and Innovation Committee.
- Mr Martin began his career with global strategy consulting firm Bain & Company, spending over a decade working with clients in the UK and Australia. His experience with Bain spanned multiple sectors including healthcare, telecommunications, utilities and financial services for both large public companies and private equity owned businesses.
- Mr Martin has spent the last 20 years in direct investing including over a decade as a Partner at Crescent Capital Partners, one of Australasia's leading private equity investment firms.
- During his career, Tim has served as a Chair and Non-Executive Director of multiple private equity portfolio companies. He also served two terms as a Director of the Australian Investment Council, the industry body representing private capital in Australia. Tim is currently an independent Non-Executive member of the Investment Committee at the Australian Business Growth Fund. Tim holds a first-class honours degree from Oxford University and an MBA from Harvard Business School.

The Board considers Mr Martin to be independent and free from any business or other relationship that could materially interfere with the independent exercise of his judgement.

Directors' recommendation

The Board (with Mr Martin absent and not voting) unanimously recommends that Shareholders vote in favour of the re-election of Mr Martin.

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Resolution 4

Election of Ms Katrina Glendinning as a Company Director

Background

As contemplated in the Company's ASX announcement dated 2 October 2026, Shareholder approval is sought for the election of Ms Katrina Glendinning as a Director in accordance with Rule 10.1 of the Constitution and for all other purposes. Rule 10.1(c) of the Constitution relevantly provides that the Company may, at a meeting of Shareholders at which a Director retires or otherwise vacates office, by resolution fill the vacated office by electing a person to that office.

Details of the qualifications and experience of Ms Glendinning are as follows:

- Ms Glendinning brings more than 35 years of financial services experience, most notably through her 22-year career with Pengana Capital Group. Joining as the firm's first employee, she played an important role in its development from an emerging funds management business through to an ASX-listed company, initially establishing its licencing, compliance and risk frameworks and then assuming broader responsibilities as COO and CFO. She remained CFO following Pengana's 2017 reverse acquisition of ASX listed Hunter Hall.
- A Fellow of Chartered Accountants Australia and New Zealand, Ms Glendinning's experience extends across funds and wealth management, superannuation, listed investment vehicles, finance, governance, risk, compliance, technology and corporate development.
- Earlier, Ms Glendinning spent nine years with BT Financial Group, including as Executive Vice President and COO of BT Portfolio Services. Her experience included the establishment of BT Wrap and SuperWrap and responsibility for retail retirement products and employer superannuation funds. She commenced her career in audit with Price Waterhouse.
- Ms Glendinning currently serves as an Independent Non-Executive Director and Chair of the Audit and Risk Committee of ASX-listed L1 Global Long Short Fund (ASX:GLS). Her broader portfolio includes PieLAB Council Capital Fund and Surfing Australia. She previously served as an Independent Non-Executive Director of previously ASX-listed Freedom Insurance Group from 2016 to 2018. Her combination of listed-company CFO and NED experience, financial and risk expertise, and long-standing exposure to the wealth ecosystem is particularly relevant to Count as it continues to grow and integrate its broader wealth proposition.
- Ms Glendinning holds a Bachelor of Economics from the University of Sydney, is a Graduate of the Australian Institute of Company Directors, has a Graduate Diploma in Applied Finance and Investment from the Financial Services Institute of Australasia, and has completed the Business Sustainability Management Programme at the University of Cambridge Institute for Sustainability Leadership.

The Board considers Ms Glendinning to be independent and free from any business or other relationship that could materially interfere with the independent exercise of her judgement.

Directors' recommendation

The Board unanimously recommends that Shareholders vote in favour of the election of Ms Glendinning.

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Resolution 5

Adoption of Remuneration Report

Background

Section 300A of the Corporations Act requires disclosure, in a dedicated part of the Directors' Report under the heading of 'Remuneration Report' of the remuneration paid to Key Management Personnel (including non-executive and executive directors) of a listed company.

A copy of the Remuneration Report of the Company for the financial year ended 30 June 2026 is set out on pages 26 to 40 of the Company's 2026 Annual Report.

The Corporations Act also requires a listed company to put its remuneration report for each financial year to a resolution of members at its AGM. 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 5 are against adoption of the Company's Remuneration Report at two consecutive AGMs (such votes 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 approve the Directors' Report containing that second Remuneration Report (other than the Managing Director) will cease to hold office but may stand for re-election.

At the Company's 2025 AGM, 98.86% of votes were cast in favour of the adoption of the Remuneration Report in the Company's 2025 Annual Report.

Please see the Remuneration Report section of the Company's 2026 Annual Report for further detail.

Directors' recommendation

Noting that each Director has a personal interest in his or her own remuneration from the Company as described in the Remuneration Report, the Board unanimously recommends that Shareholders vote in favour of the 2026 Remuneration Report.

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Resolution 6

Grant of Performance Rights to the Managing Director and CEO (Mr Hugh Humphrey)

Background

Shareholder approval is sought for the grant of Performance Rights to the Managing Director and CEO, Mr Hugh Humphrey, under the LTI Award.

Mr Humphrey as Managing Director and CEO has previously been granted 1,938,802 Performance Rights as disclosed on page 39 in the Remuneration Report section of the Company's 2026 Annual Report. Those Performance Rights were acquired for nil consideration.

Grant of Performance Rights

Key terms

The key terms of Mr Humphrey's remuneration package, and the Performance Rights, are as follows:

a) Current total Remuneration Package

Mr Humphrey's current total fixed annual remuneration (FAR) is $721,284 and he has a maximum short-term incentive (STI) of $649,156.

Mr Humphrey's Executive Service Agreement provides that (subject to Shareholder approval) he will be awarded an annual long-term incentive calculated based on 80% of his FAR, therefore the LTI Award value is $577,027. The formula to calculate the number of Performance Rights is determined by dividing the LTI Award value ($577,027) by the ten-business day Volume Weighted Average Price (**VWAP**) of Shares. The ten-business day period was 27 August 2026 to 9 September 2026 inclusive, reflecting the period post the release of the FY2026 financial results to the ASX. The ten-day **VWAP** was independently calculated by Count's share registry. For calculation purposes, the number of Performance Rights determined can be shown in the table below.

LTI Award Value	=	$577,027 (80% of $721,284)
Ten Day **VWAP** at grant date	=	$1.5091 per share
Number of Performance Rights to be granted	=	382,365 ($577,027 divided by $1.5091)

Price of Performance Rights

The Performance Rights will be granted at no cost to Mr Humphrey. 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 Humphrey will be entitled to receive one Share for each Performance Right.

Importantly, no value will be received by Mr Humphrey 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 Australian equivalent of the International Financial Reporting Standards (AIFRS-2).

b) Grant Date

It is intended that, if Resolution 6 is approved by Shareholders, the Performance Rights will be granted promptly after this Meeting and, in any case, no later than 12 months after the date of this Meeting.

c) Vesting Date

The vesting date for the Performance Rights will be 13 September 2029 (**Vesting Date**), subject to meeting the **Vesting Conditions** (described below). Any unvested Performance Rights will expire on 13 October 2029 if they have not lapsed or been forfeited earlier.

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d) Vesting Conditions

The number of Performance Rights which will vest is dependent on and subject to the 2026 LTI Award Service and Performance Conditions (together, the **Vesting Conditions**) set out below.

In addition, if, in the Board's opinion, Mr Humphrey 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.

i) Service Condition

The Service Condition is that Mr Humphrey must remain employed with the Company for a continuous period of three years from 1 July 2026 to 30 June 2029.

ii) Performance Conditions

In addition to the Service Condition described above, there are two performance hurdles – underlying earnings per share growth (**EPS**) and underlying return on equity (**ROE**).

Each performance hurdle has a 50% weighting. The performance hurdles were chosen because the Company believes they:

- align with the Company's strategy and the interests of Shareholders;
- best reflect the key financial performance metrics of the Company; and
- strike an appropriate balance between growth and long-term profitability.

The Company's Remuneration and Nominations Committee reviews the long-term equity-linked performance incentives for the CEO and senior management, annually.

The vesting schedule, as depicted in the tables below, will take effect for grants of Performance Rights made under the Employee Incentive Plan, including the proposed 2026 LTI Award to be made to Mr Humphrey if Resolution 6 is approved. This vesting schedule, will not impact or amend the terms of the Performance Rights previously made (including those approved by Shareholders).

1. Underlying Diluted EPS Growth Hurdle (50% weighting)

Up to 50% of the Performance Rights (Underlying Diluted **EPS** Tranche) will vest if the Company's underlying earnings per share (**EPS**) achieves a growth rate of between 10% and 12.5% per annum averaged over three consecutive financial years commencing on 1 July 2026 (Underlying Diluted **EPS** Growth).

The deemed base year **EPS** of 7.58 cents per Share has been determined by the reported FY2026 underlying net profit after tax (NPAT), and is disclosed on page 12 of the 2026 Annual Report.

	Underlying Diluted EPS Growth	**% of Performance Rights Vesting***
Threshold	10%	50%
Target	12.5%	100%

* Straight-line vesting between threshold and target

The Board has the discretion to adjust for material one-off impacts to the performance metrics to ensure the intent and integrity of the hurdles are preserved.

2. Average underlying ROE Hurdle (50% weighting)

Up to 50% of the Performance Rights (**ROE** Tranche) will be subject to a Company underlying **ROE** of between 7% and 11% per annum averaged over three consecutive financial years, commencing on 1 July 2026 (Average underlying **ROE**).

	Average underlying ROE	**% of Performance Rights Vesting***
Threshold	7%	50%
Target	11%	100%

* Straight-line vesting between threshold and target

The Board has the discretion to adjust for material one-off impacts to the performance metrics to ensure the intent and integrity of the hurdles are preserved.

Other Conditions

Change of control: If a change of control occurs, the Board will determine, in its sole and absolute discretion, the manner in which all unvested and vested Awards will be dealt with.

Cessation of employment: If Mr Humphrey ceases employment before the **Vesting Conditions** are satisfied, the Performance Rights will automatically lapse (unless the Board determines otherwise).

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ASX Listing Rule 10.14

ASX Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire Equity Securities under an employee incentive scheme:

- a director of the company (ASX Listing Rule 10.14.1);
- an associate of a director of the company (ASX Listing Rule 10.14.2); or
- a person whose relationship with the company or a person referred to in ASX Listing Rule 10.14.1 or ASX Listing Rule 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its Shareholders,

unless it obtains the approval of its Shareholders.

The proposed grant of Performance Rights to Mr Humphrey falls under the ASX Listing Rule 10.14.1 as Mr Humphrey is a Director. The purpose of Resolution 6 is to obtain Shareholder approval for the proposed grant of the Performance Rights to Mr Humphrey under the 2026 LTI Award and to the extent those Performance Rights vest and are exercised, the issue of the underlying Shares in the Company, under and for the purposes of ASX Listing Rule 10.14.

If Shareholders approve Resolution 6, Performance Rights will be granted to Mr Humphrey under the 2026 LTI Award and on the basis set out above. If Resolution 6 is not approved, the Performance Rights will not be granted, and the Board will consider other ways to reward and incentivise Mr Humphrey.

Mr Humphrey is the only Director entitled to participate in the Employee Incentive 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.

Other information

- Shares issued pursuant to the exercise of vested Performance Rights will rank equally with Shares then on issue in the Company.
- The Performance Rights are not transferable.
- Mr Humphrey will be prohibited from mortgaging or granting any security interest over his interests in the Performance Rights, or entering into any hedging arrangements in respect of the Performance Rights.
- Performance rights are used to align the remuneration of Mr Humphrey with Shareholder value, whilst retaining his services.
- If Shareholder approval is obtained, details of the Performance Rights granted to Mr Humphrey under the 2026 LTI Award will be provided in the Remuneration Reports for each relevant subsequent year along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.
- Any additional person covered by ASX Listing Rule 10.14 who becomes entitled to participate under the LTI scheme after Resolution 6 is approved and who was not named in the Notice of Meeting will not participate until approval is obtained under that rule.
- 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 Humphrey, approval for such grant is not required under ASX Listing Rule 7.1. Similarly, the Company is entitled to rely on ASX Listing Rule 10.12 (Exception 8) as an exception to any requirement that may otherwise apply requiring Shareholder approval under ASX Listing Rule 10.11.
- A summary of the key terms of the Employee Incentive Plan as required by ASX Listing Rule 10.15.9 is set out in Annexure A.

Directors' recommendation

The Board (with Mr Humphrey absent and not voting) considers the grant of Performance Rights to Mr Humphrey to be appropriate in all circumstances and unanimously recommends that Shareholders vote in favour of the grant of the Performance Rights to Mr Humphrey and Resolution 6.

Voting Exclusion Statement

In accordance with sections 250BD and 250R of the Corporations Act, the Company will disregard any votes cast on Resolution 5 and Resolution 6 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 for the year ended 30 June 2026; or

b) a Closely Related Party of such a person, in any capacity (including as proxy),

provided that votes on the resolution will not be disregarded if they are cast as proxy for a person entitled to vote on the resolution:

c) in accordance with a written direction as to how to vote in the Proxy Form; or

d) by the Chair of the Meeting where the proxy does not specify the way the proxy is to vote and 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 member of the Key Management Personnel.

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of the following Resolutions by or on behalf of any of the following:

a) in relation to Resolution 6 – a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 (including Mr Humphrey) who is eligible to participate in the employee incentive scheme in question;

or an associate of any of those persons, provided that this does not apply to a vote cast by:

b) 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;

c) 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

d) 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:

"Annual Report"	means the Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2026;
"AGM"	means Annual General Meeting;
"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;
"Chair"	means the person appointed to chair the Meeting of the Company convened by the Notice;
"Closely Related Party"	has the same meaning given in section 9 of the Corporations Act;
"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;
"Employee Incentive Plan"	means the Company employee incentive plan approved by the Board and approved by shareholders at the 2025 Annual General Meeting;
"Equity Securities"	means a Share, a right to a Share or Option, a convertible security, and any security that ASX decides to classify as an Equity Security;
"Explanatory Statement"	means the explanatory statement which forms part of this Notice;
"FAR"	means fixed annual remuneration;
"Key Management Personnel"	means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise);
"Listing Rules"	means the Listing Rules of the ASX;
"LTI Award"	means long-term incentive award issued under the Employee Incentive Plan;
"Meeting"	means the 2026 Annual General Meeting of the Company;
"Notice"	means this Notice of Meeting including the Explanatory Statement;
"Option"	means an option to acquire a Share;
"Performance Rights"	means performance rights issued under the LTI Award;
"Proxy Form"	means the Proxy Form attached to the Notice;
"Remuneration Report"	means the remuneration report which forms part of the Directors' Report of the Company for the financial year ended 30 June 2026 and which is set out in the 2026 Annual Report;
"Resolution"	means a resolution referred to in the Notice;
"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); and
"Shares"	means fully paid ordinary shares in the capital of the Company;
"STI"	means short-term incentive;
"Vesting Conditions"	means the vesting conditions attaching to Performance Rights, as determined by the Board and specified in the relevant offer; and
"VWAP"	means volume weighted average price of Shares.

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

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Annexure A

Summary of Employee Incentive Plan

The key terms of the Employee Incentive Plan are summarised below:

1. **Eligibility**
   Eligible Participants include any person who is a full-time or permanent part-time employee or officer, or executive director, or contractor of the Company or any related body corporate of the Company, or such other persons as determined by the Board.
2. **Offer**
   The Board may, from time to time, in its absolute discretion, make a written offer to a Participant to apply for Performance Rights, upon the terms set out in the Employee Incentive Plan and upon such additional terms and conditions as the Board determines.
3. **Consideration**
   Performance Rights issued under the Employee Incentive Plan will be issued for nil cash consideration unless otherwise required in the Offer.
4. **Expiry Date**
   The expiry date of any Performance Rights will be determined by the Board.
5. **Vesting Conditions**
   Performance Rights issued under the Employee Incentive Plan may be made subject to vesting conditions as determined by the Board in its discretion and as specified in the Offer (**Vesting Conditions**). **Vesting Conditions** may be waived at the absolute discretion of the Board. If the **Vesting Conditions** specified in the Offer are not wholly satisfied or waived, the Participant's rights in relation to the Performance Rights will lapse except to the extent otherwise provided by the Offer or unless the Board determines otherwise, and the Participant will be treated as having never held any right of interest in the lapsed Performance Rights.
6. **Restrictions on disposal**
   Securities issued under the Employee Incentive Plan and any resulting Shares, may be subject to restrictions on sale or disposal, as determined by the Board.
7. **Forfeiture**
   Securities issued under the Employee Incentive Plan may be forfeited if the Board determines that the Participant has committed an act of fraud, has become disqualified from managing corporations under Part 2D.6 of the Corporations Act or has acted in a manner that the Board considers to be serious misconduct.
8. **Change of Control**
   On the occurrence of a Change of Control (as defined in the rules of the Employee Incentive Plan), the Board will determine, in its sole and absolute discretion, the manner in which vested and unvested securities issued under the Employee Incentive Plan shall be dealt with.
9. **Cessation of employment**
   All unvested securities issued under the Employee Incentive Plan automatically lapse on cessation of employment unless the cessation is a Qualifying Cessation (as defined in the rules of the Employee Incentive Plan) or the Board determines otherwise depending on the circumstances.
10. **Quotation**
    If Shares of the same class as those issued under the Employee Incentive Plan are quoted on the ASX, the Company will, subject to the Listing Rules, apply to the ASX for those Shares to be quoted on ASX. The Company will not apply for quotation of any Performance Rights on the ASX.
11. **Administration**
    The Employee Incentive Plan will be administered by the Board, or a committee of the Board and the Board may determine procedures for the administration of the Employee Incentive Plan as it considers appropriate.
12. **Other terms**
    The Employee Incentive Plan otherwise contains terms and conditions considered standard for employee incentive plan rules of this nature.

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Count Group

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 **9:30am (Sydney time) on Saturday, 7 November 2026.**

Proxy Form

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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:189123

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.

☐ **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 ☒ 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 Chair 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 Chair 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 Count Limited to be held at Baker McKenzie, Tower One - International Towers Sydney, Level 46, 100 Barangaroo Avenue, Sydney, NSW 2000 on Monday, 9 November 2026 at 9:30am (Sydney time) and at any adjournment or postponement of that meeting.

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 5 and 6 (except where I/we have indicated a different voting intention in step 2) even though Resolution 5 and 6 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

Important Note: If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Resolution 5 and 6 by marking the appropriate box in step 2.

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	Re-Election of Alison Ledger as a Company Director	☐	☐	☐
Resolution 2	Re-Election of Carolyn Colley as a Company Director	☐	☐	☐
Resolution 3	Re-Election of Tim Martin as a Company Director	☐	☐	☐
Resolution 4	Election of Katrina Glendinning as a Company Director	☐	☐	☐
Resolution 5	Adoption of Remuneration Report	☐	☐	☐
Resolution 6	Grant of Performance Rights to the Managing Director and CEO (Mr Hugh Humphrey)	☐	☐	☐

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chair 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

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