Address Level 11, 45 Clarence Street Sydney NSW 2000
Postal GPO Box 1453, Sydney NSW 2001
T (02) 8218 8778
E info@count.au
www count.au
ABN 11 126 990 832

For personal use only

ASX Release

31 March 2026

Count Limited to acquire Oracle Group and undertake equity raising

Count Limited (**ASX:CUP**) (**Count** or the **Company**) today announces it has entered into a binding agreement to acquire 100% of the businesses operated by Oracle Advisory Group Pty Ltd, Oracle Accounting (Australia) Pty Ltd and Oracle Investment Management Pty Ltd (**Oracle Group**) (the **Acquisition**). The Acquisition is consistent with Count's strategy to build Australia's leading integrated wealth and accounting platform, and accelerates the Company's ambition to grow its employed financial adviser network and expand its participation in the advice market.

Highlights

- Acquisition of a leading, scaled provider of financial advice, accounting and investment management services with a network of 14 offices across NSW, VIC and QLD which generated $26.4 million revenue and $8.6 million EBITA in FY25 and is forecast to generate approximately $10.0 million EBITA in FY26
- Increases Count's Wealth segment contribution to approximately 59% of 1H FY26 pro forma EBITA (from c.46%), accelerating Count's stated objective of financial planning revenues representing 50% of Equity Partnership revenues
- Acquisition is expected to be low double-digit EPS accretive pre-synergies on a FY26 pro forma basis[1]
- Attractive valuation of 7.2x FY26F EBITA, with meaningful synergy and earnings upside through the integration of Count's investment solutions (including CARE) and Services across Oracle Group's adviser network
- Run-rate pre-tax cost synergies of approximately $1.0 million targeted to be achieved within 24 months following completion (excluding one-off transaction and integration costs)
- The Acquisition will be partially funded via a fully underwritten Institutional placement to raise approximately $35.9 million (**Placement**) and a non-underwritten share purchase

[1] FY26 pro forma accretion has been calculated based on broker consensus forecast FY26 NPATA attributable to Count shareholders, and a pro forma share count comprising shares on issue of 170.8 million as at 30 March 2026, plus 34.2 million shares issued under the Placement and 3.9 million shares issued as scrip consideration. Oracle Group NPATA has been derived from Management's estimated normalised EBITA, adjusted for one-off and other non-recurring items, and taxed at a 30% corporate tax rate to derive NPATA

Address Level 11, 45 Clarence Street Sydney NSW 2000
Postal GPO Box 1453, Sydney NSW 2001
T (02) 8218 8778
E info@count.au
www count.au
ABN 11 126 990 832

For personal use only

plan (**SPP**) to eligible shareholders to raise up to $5.0 million (together, the **Equity Raising**)

In addition to the Placement, certain Directors of Count have committed to subscribe for an aggregate of c.$0.3 million of new shares on the same terms as the Placement, subject to shareholder approval.

Count Chief Executive Officer, Hugh Humphrey, said: *"The acquisition of Oracle Group is highly aligned with Count's strategy, which is anchored on several key pillars: expanding our participation in the advice value chain and growing financial planning revenues to over 50% of Equity Partnership revenues within five years; broadening the opportunity for clients to benefit from our CARE investment philosophy and Count's investment solutions; and improving the take-up of our outsourcing solutions, IT managed services and education and specialist advisory offerings.*

"The acquisition will significantly enhance Count's east coast presence and, importantly, materially grow our exposure to highly attractive Wealth segment revenues.

"We are excited to welcome the Oracle Group team into the Count network and look forward to realising the benefits of our combined scale and service offering."

About Oracle Group

Established in 1986 and headquartered in Newcastle (NSW), Oracle Group is a leading provider of financial advice and investment services to clients throughout the east coast of Australia. Oracle Group operates through three specialist businesses:

- **Oracle Advisory Group:** Provides independent and holistic financial planning and wealth accumulation strategies to individuals, families and businesses (retail and wholesale), with services including investment advice, retirement planning, superannuation, insurance advice, estate planning and lending advice;
- **Oracle Accounting:** Full-service accounting offering to individuals and businesses, with services including personal and business taxation, bookkeeping, business services, BAS / IAS preparation, and SMSF accounting and audit coordination; and
- **Oracle Investment Management:** Provides actively managed investment solutions including discretionary portfolio management across equities, property and fixed income.

Address Level 11, 45 Clarence Street Sydney NSW 2000
Postal GPO Box 1453, Sydney NSW 2001
T (02) 8218 8778
E info@count.au
www count.au
ABN 11 126 990 832

For personal use only

Oracle Group employs 22 financial advisers across 14 locations along the east coast of Australia. Oracle Group has approximately $0.8 billion of funds under management (**FUM**)[2] and $1.8 billion of funds under advice (**FUA**).[3]

Strategic rationale

The acquisition of Oracle Group will provide a number of strategic benefits to Count including the following:

- **Adviser growth**: Increases Count's employed financial adviser headcount from 76 to 98, supporting the Company's objective to provide more advice to Australians;
- **Wealth EBITA mix**: Increases the Wealth segment's contribution to approximately 59% of 1H FY26 pro forma EBITA (from c.46%), achieving Count's 50% target and accelerating the group's growth in participation in the advice market;
- **Investment solutions growth**: Provides an expanded FUA base to broaden the opportunity for clients to benefit from Count's CARE investment philosophy and investment solutions;[4]
- **FUM and FUA scale**: Adds approximately $0.8 billion in FUM and $1.8 billion in FUA, taking Count's network to approximately $6.2 billion in FUM and approximately $42.0 billion in FUA;
- **Expanded east coast presence**: Introduces 14 new office locations along the east coast, enhancing Count's client-facing distribution capability; and
- **M&A platform**: Strengthens Count's platform for future financial planning acquisitions.

Additional value creation opportunities include enhanced opportunities to introduce CARE to clients, integration of Oracle Group's accounting offices with Count's Equity Partnership network, broader uptake of Count Services, and incremental revenue contributions from external partners in education, technology and other services.

Acquisition details and consideration

Count has entered into a binding agreement to acquire 100% of the businesses of the Oracle Group. Completion of the Acquisition is subject to the satisfaction of various conditions precedent including receipt of ACCC approval (or notification waiver) and other conditions. Further information about the Acquisition and the conditions to completion is

[2] As at 28 February 2026
[3] As at 31 August 2025
[4] Oracle's Executive Series suite of risk-profiled managed account / managed portfolio offerings. The Executive Series and Count CARE represent similar managed account solutions

Address Level 11, 45 Clarence Street Sydney NSW 2000
Postal GPO Box 1453, Sydney NSW 2001
T (02) 8218 8778
E info@count.au
www count.au
ABN 11 126 990 832

For personal use only

contained in the investor presentation being released to the ASX at the same time as this announcement.

The upfront acquisition enterprise value is approximately $72.2 million,[5] comprised of:

- Upfront consideration of c.$53.9 million (subject to customary completion adjustments), payable on completion, comprising $49.8 million of cash (**Cash Consideration**) and $4.1 million in Count shares to be issued to certain existing Oracle Group shareholders at the Equity Raising offer price (**Scrip Consideration**) (together, **Upfront Consideration**); and
- Deferred cash consideration of up to $18.3 million in aggregate, payable in Years 1 and 2 following completion subject to the achievement of agreed performance milestones (**Deferred Consideration**).

Potential Earn-out cash payments of up to $10.0 million in aggregate are also payable in Years 1 and 2 following completion subject to the achievement of agreed performance milestones (**Earn-out Consideration**).

The Scrip Consideration to be issued to certain existing Oracle Group shareholders will be subject to escrow arrangements for 12 months.

Certain existing Oracle Group shareholders have agreed to a 36-month non-compete post-completion.

Count proposes to fund the Acquisition and related transaction expenses through a combination of:

- **Equity Raising**: A fully underwritten institutional Placement of approximately $35.9 million raised from new and existing institutional investors and a non-underwritten share purchase plan to eligible shareholders to raise up to $5.0 million;
- **Scrip Consideration:** Approximately $4.1 million of scrip consideration issued to certain existing Oracle Group shareholders; and
- **Debt facility**: A proposed new debt funding facility to be in place at completion to support the Acquisition. Any Deferred Consideration and Earn-out Consideration is expected to be funded through future operating cash flows and debt drawdowns.

Following the Acquisition and Equity Raising, Count's balance sheet will remain strong, with post-transaction pro forma net debt / EBITA of c.1.0x.[6]

[5] The enterprise value is subject to customary completion adjustments in relation to net debt and net working capital
[6] Calculated based on Count standalone net debt at 31 December 2025 ($22.5m) and broker consensus forecast FY26 EBITA ($31.4m), adjusted for new transaction related debt (before the impact of any completion adjustments) and Oracle Group management-estimated EBITA

Address Level 11, 45 Clarence Street Sydney NSW 2000
Postal GPO Box 1453, Sydney NSW 2001
T (02) 8218 8778
E info@count.au
www count.au
ABN 11 126 990 832

For personal use only

Equity raising details

Placement

Count intends to conduct a fully underwritten institutional placement to raise approximately $35.9 million (before costs) through the issue of approximately 34.2 million new fully paid ordinary shares (**New Shares**) to institutional and sophisticated investors (**Placement**).

New Shares will be issued at an offer price of $1.05 per New Share (**Offer Price**), representing:

- a 7.5% discount to the last closing price of Count shares of $1.135 on 30 March 2026, being the last day Count shares traded prior to the Placement; and
- an 8.7% discount to the 5-day volume weighted average price (**VWAP**) of Count shares of $1.15 as at 30 March 2026.

In addition to the Placement, certain Directors of Count have committed to subscribe for an aggregate of c.$0.3m of new shares on the same terms as the Placement. The issue of shares to directors is subject to shareholder approval, which will be sought at a general meeting of the Company's shareholders to be held in due course.

Settlement of the New Shares under the Placement is expected to occur on Wednesday, 8 April 2026, with New Shares expected to be issued on Thursday, 9 April 2026 and commence trading on a normal settlement basis on the same day. The New Shares will rank equally with existing Count shares. The issue of the New Shares is within the Company's existing placement capacity under ASX Listing Rule 7.1 and ASX Listing Rule 7.1A and, accordingly, shareholder approval is not required.

Count shares will be in trading halt until completion of the Placement.

Share Purchase Plan

Following the completion of the Placement, Count will offer eligible shareholders the opportunity to participate in a non-underwritten share purchase plan (**SPP**).

Under the SPP, eligible Count shareholders, being shareholders with a registered address in Australia or New Zealand on Count's register as at 7.00pm (Sydney time) on Monday, 30 March 2026 (**Eligible Shareholders**), will have the opportunity to apply for up to $30,000 of New Shares free of any brokerage, commission and transaction costs at the same Offer Price as the Placement.

Address Level 11, 45 Clarence Street Sydney NSW 2000
Postal GPO Box 1453, Sydney NSW 2001
T (02) 8218 8778
E info@count.au
www count.au
ABN 11 126 990 832

For personal use only

New Shares issued under the SPP will rank equally with existing Count shares from the date of issue. The SPP is not subject to shareholder approval. Directors of Count who are Eligible Shareholders may participate in the SPP up to a maximum of $30,000 without requiring shareholder approval.

Any proceeds raised under the SPP will be used to further strengthen Count's balance sheet.

Full details of the SPP will be set out in the SPP booklet, which is expected to be released to the ASX and dispatched to eligible shareholders on or around Monday, 13 April 2026.

Advisers

E&P Capital Pty Ltd (**E&P**) is acting as financial adviser to Count in relation to the Acquisition. E&P and Canaccord Genuity (Australia) Limited (**Canaccord**) are acting as underwriters and joint lead managers to the Placement (**Joint Lead Managers**). Baker McKenzie is acting as legal adviser to Count in relation to the Acquisition and Equity Raising.

Key dates for the Placement and SPP

Event	Date (2026)
Record date for SPP	7:00pm (AEDT) on Monday, 30 March
Trading halt and announcement of the Acquisition and Equity Raising	Tuesday, 31 March
Placement bookbuild	Tuesday, 31 March
Announcement of completion of Placement and trading halt lifted – trading resumes on the ASX	Wednesday, 1 April
Settlement of New Shares issued under the Placement	Wednesday, 8 April
Issue and commencement of trading of New Shares under the Placement	Thursday, 9 April
SPP offer opens and SPP booklet is dispatched	Monday, 13 April
SPP offer closing date	Friday, 1 May
Issue of New Shares under the SPP	Thursday, 7 May
Commencement of trading of New Shares issued under the SPP	Friday, 8 May

The above timetable is indicative only and subject to change. The commencement of trading and quotation of New Shares issued under the Placement and SPP is subject to confirmation from ASX. Subject to the requirements of the Corporations Act, the ASX Listing Rules and other applicable rules, Count reserves the right to amend this timetable at any time, including extending the period for the SPP or accepting late applications, either generally or in particular cases, without notice. All times above are to Sydney time.

Address Level 11, 45 Clarence Street Sydney NSW 2000
Postal GPO Box 1453, Sydney NSW 2001
T (02) 8218 8778
E info@count.au
www count.au
ABN 11 126 990 832

For personal use only

Investor and analyst briefing

Count will be holding a briefing for investors and analysts on Tuesday, 31 March 2026 at 11:30am Australian Eastern Daylight Time. Participants can register for the briefing at the following link: Investor and Analyst Briefing, Count Limited : 31 March 2026

Authorisation

This announcement has been authorised for release to the ASX by the Count Board of Directors.

Address Level 11, 45 Clarence Street Sydney NSW 2000
Postal GPO Box 1453, Sydney NSW 2001
T (02) 8218 8778
E info@count.au
www count.au
ABN 11 126 990 832

For personal use only

Important Information

Forward-Looking Statements

This announcement contains certain "forward-looking statements", including but not limited to projections and guidance on future financial performance, potential synergies and estimates, the outcome and effects of the offer and the use of proceeds, and the future performance of Count post-acquisition. The words "expect", "anticipate", "estimate", "intend", "believe", "guidance", "should", "could", "may", "will", "predict", "plan", "target" and other similar expressions are intended to identify forward-looking statements. Forward-looking statements, opinions and estimates provided in this announcement are based on assumptions and contingencies which are subject to change without notice and involve known and unknown risks and uncertainties and other factors which are beyond the control of Count, its directors and management. Forward-looking statements are provided as a general guide only and should not be relied on as an indication or guarantee of future performance. Actual results, performance or achievements may differ materially from those expressed or implied in such statements and any projections and assumptions on which these statements are based. These statements may assume the success of Count's business strategies. The success of any of those strategies will be realised in the period for which the forward-looking statement may have been prepared or otherwise. Readers are cautioned not to place undue credence on forward-looking statements and, except as required by law or regulation, none of Count, its representatives or advisers assumes any obligation to update these forward-looking statements. No representation or warranty, express or implied, is made as to the accuracy, likelihood of achievement or reasonableness of any forecasts, prospects, returns or statements in relation to future matters contained in this announcement. The forward-looking statements are based on information available to Count as at the date of this announcement. None of Count or any of its subsidiaries, representatives, advisers, or affiliates (or any of their respective officers, employees or agents) makes any representation, assurance, or guarantee as to the accuracy or likelihood of fulfilment of any forward-looking statement or any outcomes expressed or implied in any forward-looking statements.

Not for release or distribution in the United States

This announcement has been prepared for publication in Australia and may not be released to U.S. wire services or distributed in the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or any other jurisdiction. Any securities described in this announcement have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration of the US Securities Act and applicable US state securities law