

**Via ASX Online****ASX ANNOUNCEMENT – Wednesday, 13 December 2023**

ASX Market Announcements Office

ASX Limited

**Diverger shareholders to vote on transaction with Count**

Diverger Limited (**Diverger** or the **Company**) (ASX: DVR) refers to its announcements on 22 September 2023 and 17 November 2023 regarding the scheme implementation agreement (**SIA**) with Count Limited (**Count**) under which it is proposed that Count will acquire 100% of the issued shares in Diverger by way of a scheme of arrangement between Diverger and its shareholders (**Scheme**).

Under the terms of the Scheme, Diverger Shareholders participating in the Scheme and who do not make an Election would receive a default implied consideration of \$1.42<sup>1</sup> per Diverger Share, comprising \$0.40 cash per Diverger Share (less the amount of any Permitted Dividend) (**Cash Consideration**) and 1.44 Count Shares for each Diverger Share held (**Scrip Consideration**), with flexibility for Diverger Shareholders to elect to receive maximum cash or maximum shares, subject to a scale-back if cap limits are exceeded.

**Court had made orders convening the Scheme Meeting**

Earlier today, the Federal Court of Australia made orders:

- directing Diverger to convene a meeting of Diverger Shareholders to consider and vote on the Scheme (**Scheme Meeting**); and
- approving the distribution to Diverger Shareholders of an explanatory statement providing information about the Scheme, including the notice convening the Scheme Meeting (**Explanatory Booklet**).

The Scheme Meeting will be held at 10.00am (Sydney time) on Tuesday, 23 January 2024 as a hybrid meeting conducted in two parts simultaneously with the physical venue of the meeting at MinterEllison, Level 40 Governor Macquarie Tower, 1 Farrer Place, Sydney and on the online platform at <https://meetings.linkgroup.com/DVRSM24>.

---

<sup>1</sup> Scrip component of implied consideration is calculated as 1.44 multiplied by the closing price of Count shares on ASX of \$0.71 on 6 December 2023, being the last practicable date prior to the finalisation of the Explanatory Booklet and therefore is subject to share price movements.

### **Explanatory Booklet to be dispatched shortly**

Information relating to the Scheme including the notice convening the Scheme Meeting, information on how to participate in the Scheme Meeting, the Proxy Form, Election Form, as well as an independent expert's report, will be included in the Explanatory Booklet expected to be sent to Diverger Shareholders on or before Thursday, 21 December 2023, following registration of the Explanatory Booklet by the Australian Securities and Investments Commission (**ASIC**).

A further announcement attaching the Explanatory Booklet will be made by Diverger following registration of the Explanatory Booklet by ASIC.

**- ENDS -**

**This announcement has been authorised for release by the Board of Diverger Limited.**

For all enquiries, please contact Diverger at 1300 655 695 and [info@diverger.com.au](mailto:info@diverger.com.au)