

DIVERSA

GROUP

25 November 2014

ASX MARKET RELEASE

Annual General Meeting

In accordance with ASX listing rule 3.13.2 and Section 251AA of the Corporations Act, Diversa Limited (the 'Company') advises of the outcome of the resolutions put to shareholders at the Annual General Meeting convened today, Tuesday 25 November 2014.

The business considered at the AGM was as follows:

Item 1 - Accounts and Reports

To receive and consider the Annual Report and the financial statements of the Company and its controlled entities for the financial year ended 30 June 2014 together with the related Directors' Report, Directors' Declaration and Auditor's Report.

Resolution 1 - Remuneration Report

'That the Remuneration Report for the year ended 30 June 2014 is approved for the purposes of the Corporations Act.'

Resolution 2 - Re-election of Mr Stuart Korchinski as Director

This resolution was withdrawn.

Resolution 3 - Re-election of Mr Matthew Morgan as Director

'That Mr Matthew Morgan who, in accordance with Listing Rule 14.4 and rule 16.1 of the Company's Constitution retires by rotation and being eligible, offers himself for re-election, be re-elected as a Director.'

Resolution 4 - Ratification and approval of previous issue of Shares under the Placement

'That for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the issue of 112,519,020 shares at an issue price of \$0.027 per share (67,157,412 issued under Listing Rule 7.1 and (45,361,608 under Listing Rule 7.1A)), issued by the Company under a placement to professional and sophisticated investors as detailed in the Explanatory Memorandum.'

Resolution 5 (special resolution) - Approval of additional capacity to Issue Shares under Listing Rule 7.1A

'For the purposes of ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the Company having the additional capacity to issue equity securities under Listing Rule 7.1A, on the terms and conditions set out in the Explanatory Memorandum.'

Resolution 6 - Approval of Share Consolidation

'That pursuant to section 254H(1) of the Corporations Act and for all other purposes, the issued capital of the Company be consolidated through the conversion of every 15 Shares held by a Shareholder into one Share with any resulting fractions of a Share rounded to the next whole number of Shares, with consolidation to take effect in accordance with the timetable set out in the Explanatory Memorandum.'

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Resolution 7 - Approval of Performance Rights Plan

'That the issue of securities in the Company under the Performance Rights Plan, a summary of which is set out in the Explanatory Memorandum, be approved for the purposes of Listing Rule 7.2 exception 9.'

Resolution 2 was withdrawn. All resolutions considered were passed on a show of hands.

Proxy votes were received from 155 shareholders. In respect of each resolution, the total number of proxy votes exercisable by all proxies validly appointed and the total number of proxy votes in respect of which the appointments specified that:

1. The proxy was to vote for the resolution;
2. The proxy was able to vote at the proxy's discretion;
3. The proxy was to vote against the resolution; and
4. The proxy was to abstain on the resolution or were excluded from voting

are set out below:

	For	Open	Against	Abstain
Resolution 1	313,307,214	300,192	9,640,952	2,427,026
Resolution 2	withdrawn			
Resolution 3	432,195,146	11,121,895	13,940,595	194,483
Resolution 4	364,917,156	9,002,435	66,054	200,030
Resolution 5	446,120,064	298,872	11,032,636	547
Resolution 6	431,517,943	344,494	23,453,798	0
Resolution 7	302,584,823	344,248	20,415,700	194,729

For further information please contact:

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