

# DIVERSA

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GROUP

16 October 2015

## ASX MARKET RELEASE

### **Small Shareholdings Sale Facility**

Diversa Limited (ASX:DVA) advises that it is proceeding with a sale of small shareholdings in accordance with ASX listing rule 15.13 and clause 3A of its constitution.

The small shareholdings sale facility provides the opportunity for shareholders holding less than \$500 worth of Diversa shares to sell their shareholding at no cost.

The correspondence sent to relevant shareholders is attached.

*For further information, please contact Angus Craig, Company Secretary on 07 3212 9250 or by email to [mail@diversa.com.au](mailto:mail@diversa.com.au)*

# DIVERSA

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GROUP

16 October 2015

Dear Shareholder

## **Opportunity to sell your small holding of Diversa Limited Shares**

*This letter contains important information about your Diversa Limited Shareholding and requires your immediate attention*

### **Small Holdings Sale Facility**

Diversa recognises that as a small shareholder, you may find it difficult or expensive to dispose of your shares in Diversa. As a result, I am writing to all shareholders with a holding of Diversa Limited (Diversa) shares valued at less than A\$500 (referred to as Small Holdings) and who have a registered address in Australia, to offer them an opportunity to sell their holdings through a small holdings share sale facility (the Small Holdings Sale Facility) in accordance with Rule 3A of Diversa's constitution and Listing Rule 15.13.

Our records indicate that you are the holder of less than A\$500 worth of Diversa shares as at 7:00pm (ADST time) on 14 October 2015 (i.e. 925 shares or less), therefore your holding has been included in the Small Holdings Sale Facility. If the market value of your shareholding remains less than A\$500 on 30 November 2015, as detailed below, your Diversa shares will, subject to the terms and conditions in this letter, be sold and the proceeds from the sale remitted to you, unless you notify us otherwise.

Ultimately, it is your choice and you may elect to maintain your shareholding.

***If you wish to sell your shares, you need take no action.***

***If you wish to retain your shares, please notify us of your intention, by following the share retention procedure set out below.***

### **Rationale for the Small Holdings Sale Facility**

Investors holding small numbers of shares may find it difficult or expensive to dispose of those shares through the normal means. Diversa is offering shareholders with Small Holdings a convenient and cost effective opportunity to sell their shares through the Small Holdings Sale Facility without incurring any brokerage fees, as outlined below.

By implementing the Small Holdings Sale Facility, Diversa will reduce administration and Share Registry costs such as producing and distributing shareholding statements, annual reports, notices of meeting and other communications. The cost of maintaining shareholder accounts can be disproportionately high when compared with the dollar value of small shareholdings.

**Diversa Limited**

Level 9, Waterfront Place, 1 Eagle Street, Brisbane, Queensland, Australia 4000

**T** (07) 3212 9250 **E** mail@diversa.com.au **W** www.diversa.com.au **ABN** 60 079 201 835

## **What do you have to do?**

If you wish to retain your Diversa shares, you must return the enclosed 'Retention Slip' and return it in the enclosed envelope so that it is received by Diversa's Share Registry by 5:00pm (ADST time) on 30 November 2015 (Closing Date), which is the end of the 6 week notice period mandated by Rule 3A of Diversa's constitution (Notice Period). If the market value of your Diversa shares increases during the Notice Period, due to an increase in the Diversa share price, so that your shares that were previously identified by Diversa as being a Small Holding are no longer worth less than A\$500 (i.e. their value becomes equal to or greater than A\$500) on the Closing Date, Diversa will not sell your shares. Alternatively, if you increase your holding of Diversa shares during the Notice Period such that it has a value of A\$500 or above, Diversa will not sell your shares. If you sell your Diversa shares prior to the end of the Notice Period, no further action will be taken. Retention Slips can be returned to the postal or hand delivery address for Diversa's Share Registry listed on the 'Share Retention' form.

If you wish to participate in the Small Holdings Sale Facility, you do not need to take any action.

## **Sale process under the Small Holdings Sale Facility**

If you do nothing (i.e. if you do not return the 'Retention Slip' and your Diversa shareholding remains valued at less than A\$500), your Diversa shares will be sold as soon as practicable following the Closing Date.

Shareholders will not pay any brokerage or handling fees related to the sale of shares under the Small Holdings Sale Facility. The price that will be paid to shareholders for each share sold through the Small Holdings Sale Facility will be the volume weighted average price received by a Market Participant of ASX to be determined (the Broker) for the sale of all shares sold through the Small Holdings Sale Facility. All participants who have their shares sold under the Small Holdings Sale Facility will receive the same sale price per share, despite the fact that the market price of Diversa shares is subject to change from time to time, and the proceeds remitted to a shareholder for the sale of their shares under the Small Holdings Sale Facility may be more or less than the actual price that is received by the Broker for those shares.

The proceeds of the sale will be remitted to you as soon as practicable and it is expected that you will receive the proceeds of sale within 8 weeks of the Closing Date. The proceeds of the share sale will be sent to you by cheque at the address last recorded in Diversa's register of members unless you have provided direct credit instructions to Diversa. If you wish to update your direct credit instructions or registered address, please contact the Diversa Limited Information Line on 1300 912 776 (within Australia) or +61 1300 912 776 (from outside Australia) between 8:30am and 5:30pm (ADST) Monday to Friday. Proceeds will be paid in Australia dollars.

If your shares are in a CHESS holding and remain in a CHESS holding on 30 November 2015, and your shares are to be sold under the Small Holdings Sale Facility, you should note that Diversa may, without further notice to you, sell the relevant shares while they remain in your CHESS holding, and may initiate a holding adjustment to move those shares to an issuer sponsored holding for the purposes of that sale.

You do not have to sell your Diversa shares if you do not wish to. However, your shares will be sold under the Small Holdings Sale Facility (if they remain a Small Holding at the end of the Notice Period), unless you lodge a Retention Slip by 30 November 2015. You cannot sell part of your shareholding under the Small Holdings Sale Facility. If you are in any doubt, or if you require further information in relation to the possible taxation implications of participating in the Small Holdings Sale Facility, please consult your legal, financial or taxation adviser.

### **Diversa Limited**

Level 9, Waterfront Place, 1 Eagle Street, Brisbane, Queensland, Australia 4000

T (07) 3212 9250 E [mail@diversa.com.au](mailto:mail@diversa.com.au) W [www.diversa.com.au](http://www.diversa.com.au) ABN 60 079 201 835

## Timetable

The timetable for the Small Holdings Sale Facility is as follows:

Record date to determine Small Holdings	14 October 2015
Notice Date	16 October 2015
Closing Date	30 November 2015
Sale proceeds remitted to shareholders	As soon as practicable and, expected to be within 8 weeks of the Closing Date.

Please note the above timetable may be amended at any time by Diversa. Diversa reserves the right, for any reason, to extend the Notice Period, or to terminate or suspend the Small Holdings Sale Facility. Extension of the Notice Period, or suspension or termination of the Small Holdings Sale Facility, will be notified by way of a market announcement on ASX. Information on the market price of Diversa shares is available from the ASX website ([www.asx.com.au](http://www.asx.com.au)) under the code "DVA".

## Appointment of a broker

Diversa has arranged for the Broker to act as an execution-only broker to effect the sales under the Small Holdings Sale Facility. As noted above, shareholders will not pay any brokerage or handling fees related to the sale of shares under the Small Holdings Sale Facility. These sales will take place following the end of the Notice Period. The Broker may sell the shares under the Small Holdings Sale Facility in one or more trades and on one or more trading days as determined by the Broker in its discretion.

The Small Holdings Sale Facility is being arranged by Diversa and not the Broker. In providing services to Diversa in connection with this facility, the Broker is not providing services on behalf of, for, or to any shareholder or accepting any duty or responsibility to any shareholder and the Broker gives no assurance as to the sale price that will be achieved for the sale of any shares under the Small Holdings Sale Facility.

## The Small Holdings Sale Facility is authorised by Diversa's constitution and ASX Listing Rules

Under ASX Listing Rule 15.13 and Rule 3A of Diversa's constitution, Diversa may notify shareholders who hold less than a marketable parcel of shares (that is, less than A\$500 worth of Diversa shares) that it intends to sell their shares. This Share Retention Form and Slip which accompanies this letter, satisfy the notice requirements under ASX Listing Rule 15.13 and Rule 3A of Diversa's Constitution.

## Other important information

Diversa, Share Registry nor the Broker makes any recommendation or gives any advice to you (including, regarding whether to retain your shares or permit them to be sold under the Small Holdings Sale Facility). Accordingly, you should ensure that the Small Holdings Sale Facility meets your own objectives, financial situation and needs. If you are in any doubt about whether to retain your shares or permit them to be sold, please consult your financial adviser.

If you have any questions regarding how the Small Holdings Sale Facility works, or you have a number of holdings that you wish to consolidate, please contact the Diversa Limited Information Line on 1300 912 776 (within Australia) or +61 1300 912 776 (from outside Australia) between 8:30am and 5:30pm (ADST) Monday to Friday.

Yours sincerely

Angus Craig  
Company Secretary

## Diversa Limited

Level 9, Waterfront Place, 1 Eagle Street, Brisbane, Queensland, Australia 4000  
T (07) 3212 9250 E [mail@diversa.com.au](mailto:mail@diversa.com.au) W [www.diversa.com.au](http://www.diversa.com.au) ABN 60 079 201 835

16 October 2015



**SRN/HIN:**

**Number of Shares held as at  
the Record Date, 7:00pm (ADST)  
on 14 October 2015:**

Dear Shareholder

## **IMPORTANT NOTICE – Sale of your Diversa Limited (“Diversa”) Shares.**

I am writing to advise you that Diversa is putting in place a Share Sale Facility for holders of Shares valued at less than \$500 as at 7:00pm (ADST) on 14 October 2015.

Diversa is offering this facility to assist holders of unmarketable parcels of Shares to sell them without brokerage costs and to reduce the expense to the company of maintaining almost 530 Shareholders with unmarketable parcels.

***Unless you advise Diversa that you want to retain your Shares as set out below, your Shares will be sold and you will be sent the sale proceeds.***

The Share Sale Facility is being established in accordance with Diversa’s constitution and the ASX Listing Rules.

**If you want to sell your Shares under the facility – you need take no action.**

Your Shares will be sold on your behalf after 30 November 2015. You will not need to appoint a broker nor pay the brokerage and handling costs associated with the sale of Shares under the facility. Any tax consequences from the sale of your Shares will be your responsibility.

**If you wish to retain your Shareholding in Diversa you must detach this retention slip and return it to Diversa’s Registry, so that it is received no later than 5:00pm (ADST) on 30 November 2015.**

If you require further information, please contact the Diversa Limited Information Line on 1300 912 776 (within Australia) or +61 1300 912 776 (from outside Australia) between 8:30am and 5:30pm (ADST) Monday to Friday.

**If you are in any doubt, or if you require information regarding possible taxation implications from participating in the facility, please consult your legal, financial or taxation adviser.**

Yours sincerely

Company Secretary

## **RETENTION SLIP**

**If you wish to retain your Shareholding in Diversa you must detach this retention slip and return it to Diversa’s Registry, so that it is received no later than 5:00pm (ADST) on 30 November 2015.**

The slip can be returned using any of the methods set out on the reverse of this slip.

**SRN/HIN:**



**DO NOT SELL MY SHARES**

## MORE INFORMATION ON THE FACILITY

### 1. When will my Shares be sold?

It is intended that any Shares sold under the facility will be sold as soon as practicable after 30 November 2015.

### 2. What is an unmarketable parcel of Shares?

A parcel of Shares valued at less than \$500.

### 3. What price will I receive for Shares sold under the facility?

The price that you receive for your Shares under the facility will be the volume weighted average price of all Diversa Shares sold in the ordinary course of trading on the Australian Securities Exchange on the day (or over the days) of sale. This price will depend on a number of factors, including market conditions at the time, and you will not have control over the time at which your Shares are sold. The price you receive may be different from the price appearing in the newspaper or quoted by ASX on any day, and may not be the best price on the day that your Shares are sold.

### 4. What is the price of Diversa Shares?

The last sale price of Diversa Shares on 14 October 2015 was A\$0.54. The Share price changes frequently and more recent prices are available in newspapers and from the ASX website ([www.asx.com.au](http://www.asx.com.au)) under the ASX code "DVA".

### 5. When will the proceeds from the sale of Shares be sent to me?

Payment will be sent to you within 10 business days after the last sale under the facility. Payment will be made in Australian dollars by direct credit to your nominated account or by cheque if you do not have a direct credit authority recorded on the Share register. Link Market Services Limited will notify you, by way of a transaction confirmation statement, of the number of your Shares sold and the price and total sale proceeds you have received. The transaction confirmation statement (and cheque if applicable) will be sent by post, at your risk, to your address as shown on the register.

### 6. If I buy more Shares, will I retain my holding?

Yes, we will treat any movement in your Shareholding as an indication that you do not want your Shares to be sold under the facility. For a purchase to be an effective notification that you wish to retain your Shares, any additional Shares must be registered by 5:00pm (ADST) on 30 November 2015 under the same name and address and with the same holder number (SRN or HIN) as set out in this letter.

### 7. Where can I get further information?

If you require further information, please contact the Diversa Limited Information Line on 1300 912 776 (within Australia) or +61 1300 912 776 (from outside Australia) between 8:30am and 5:30pm (ADST) Monday to Friday.

### 8. Important notes

Diversa reserves the right to change any of the dates referred to in this letter by notice to the ASX.

This letter does not constitute advice nor a recommendation to buy, sell or hold Shares nor that the facility is the best way to sell Diversa Shares.

If you are in any doubt about what to do, you should consult your legal, financial or taxation adviser.

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## RETENTION SLIP

#### Mailing Address

Diversa Limited  
C/- Link Market Services Limited  
Locked Bag A14  
SYDNEY SOUTH NSW 1235

or

#### Hand Delivery

Diversa Limited  
C/- Link Market Services Limited  
1A Homebush Bay Drive  
RHODES NSW 2138 **(Do not use this address for mailing purposes)**

This form must be received by Diversa's Registry no later than 5:00pm (ADST) on 30 November 2015, or your Shares will be sold.