

# DIVERSA

---

GROUP

Notice is given that the Annual General Meeting of Diversa Limited ABN 60 079 201 835 (Company) will be held on Tuesday, 17 November 2015 at 11.00am (AEST) at McCullough Robertson Lawyers, Level 11, 66 Eagle Street, Brisbane, Queensland, 4000.

The business to be considered at the Meeting is set out below.

## ORDINARY BUSINESS

### 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 2015 together with the related Directors' Report, Directors' Declaration and Auditor's Report.

### Resolution 1 - Remuneration Report

To consider and, if thought fit, pass the following resolution:

'That the Remuneration Report for the year ended 30 June 2015 is approved for the purposes of the Corporations Act.'

Note: This resolution will be determined under section 250R(3) of the Corporations Act; the vote on this resolution is advisory only and does not bind the directors or the Company. Key management personnel whose remuneration details are contained in the Remuneration Report (and their closely related parties) are restricted from voting on this resolution under section 250R(4) of the Corporations Act.

### Resolution 2 - Re-election of Mr Garry Crole as Director

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

'That Mr Garry Crole 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.'

Note: Information about Mr Garry Crole appears in the Explanatory Memorandum accompanying this Notice of Meeting.

## SPECIAL BUSINESS

### Resolution 3 - Ratification and approval of previous issue of Shares under the Placement

To consider and, if in favour, to pass the following as an ordinary resolution:

'That for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the issue of 4,600,000 shares at an issue price of \$0.44 per share, issued by the Company under a placement to professional and sophisticated investors as detailed in the Explanatory Memorandum.'

By Order of the Board

Angus Craig  
Company Secretary  
14 October 2015

# NOTICE OF ANNUAL GENERAL MEETING 2015

---

## Other Information

An Explanatory Memorandum accompanies and forms part of this Notice of Meeting. Certain terms used in the Notice of Meeting are defined in the Glossary contained in that Explanatory Memorandum. All Shareholders should read the Explanatory Memorandum carefully and in its entirety. Shareholders who are in doubt regarding any part of the business of the Meeting should consult their professional adviser.

## Notes

Subject to the Corporations Act, including sections 250R and 250BD, a member who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy. The proxy need not be a member of the Company. A member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If you wish to appoint a proxy and are entitled to do so, then complete and return the **attached** proxy form.

To be effective, the instrument appointing a proxy (and the original power of attorney, if any, under which it is signed or a certified copy) must be received no later than 11.00am (AEST) on 15 November 2015 (48 hours before the time of the meeting). Documents may be lodged electronically, in person, by mail or by fax as follows:

- Online:** [www.investorcentre.linkmarketservices.com.au](http://www.investorcentre.linkmarketservices.com.au)  
Login to the Link website using the details as shown on the proxy form. Select 'Voting' and follow the prompts to lodge your vote. To use the online voting facility, Security holders will need their "Holder Identifier" (Security holder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the proxy form).
- In person:** Registered Office      Diversa Limited  
Level 9  
Waterfront Place  
1 Eagle Street  
BRISBANE QLD 4000  
AUSTRALIA
- Share Registry      Link Market Services Limited  
Level 15  
324 Queen Street  
BRISBANE QLD 4000  
AUSTRALIA
- By mail:** Share Registry      Link Market Services Limited  
Locked Bag A 14  
SYDNEY SOUTH NSW 1235
- By fax:** +61 2 9287 0309

*Any proxy form received after this deadline including at the meeting will be treated as invalid.*

If you appoint a proxy, you may still attend the meeting. However, your proxy's rights to speak and vote at the meeting are suspended while you are present and, therefore, you will be asked to revoke your proxy upon registering your presence at the meeting. A corporation may elect to appoint a representative in accordance with the Corporations Act, in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company prior to the meeting.

The Company has determined in accordance with Regulation 7.11.37 of the Corporations Regulations that for the purpose of voting at the meeting or adjourned meeting, Shares will be taken to be held by those persons recorded in the Company's register of members as at 7.00pm (ADST) on 15 November 2015.

If you have any queries on how to cast your votes then call the Company's share registry on (02) 8280 7454 during business hours.

## NOTICE OF ANNUAL GENERAL MEETING 2015

---

### Voting Exclusion Statement

Under the Corporations Act and Listing Rule 14.11, the Company will disregard any votes cast on:

|                     |   |
|---------------------|---|
| <b>Resolution 1</b> | by or on behalf of a member of key management personnel whose details are in the Remuneration Report or a closely related party of such a member unless:<br>(a) the person does so as a proxy appointed in writing that specifies how the proxy is to vote on the resolution; or<br>(b) the person is the chair of the meeting and the appointment of the chair as proxy does not specify the way the proxy is to vote but expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of key management personnel,<br>and in either case the vote is not cast on behalf of a member of key management personnel or a closely related party of such a member. |
| <b>Resolution 3</b> | by a person who participated in the issue and an associate of that person (or those persons).   |

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a member who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the Chairman as proxy for a member who is entitled to vote, in accordance with a direction on the proxy form, to vote as the proxy decides and the member who is entitled to vote has indicated on the proxy form that the Chairman may vote as a proxy in relation to each resolution to which the voting exclusion relates.

## EXPLANATORY MEMORANDUM

---

This Explanatory Memorandum forms part of the Notice of Annual General Meeting and has been prepared to assist Shareholders in considering the resolutions set out in the Notice of Meeting. It is an important document and should be read carefully in its entirety by all Shareholders in conjunction with the Notice of Meeting. Each Director has approved this Explanatory Memorandum and the dispatch of this document to Shareholders.

### Item 1 - Accounts and Reports

The Corporations Act requires that the report of the Directors, the report of the Auditor and the financial reports be presented to the Annual General Meeting. In addition, the Company's Constitution provides for such reports and statements to be received and considered at the meeting. Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Company's Constitution requires a vote of Shareholders at the Annual General Meeting on such reports or statements. However, Shareholders will be given ample opportunity to raise questions with respect to these reports and statements at the meeting.

In addition to asking questions at the meeting, Shareholders may address written questions to the Chairman about the management of the Company, or to the Company's Auditor about:

- (a) the content of the Auditor's Report to be considered at the meeting; or
- (b) the conduct of the audit of the annual financial report to be considered at the meeting.

Any written questions should be submitted to the Company Secretary by no later than 5.00pm (Brisbane time) on 10 November 2015 at:

GPO Box 836  
BRISBANE QLD 4001  
Email: [mail@diversa.com.au](mailto:mail@diversa.com.au)

Please note that the Annual Report is sent only to Shareholders who have requested that a copy be sent to them, otherwise it is available on request from the Company or its share registry or may be viewed and downloaded at [www.diversa.com.au](http://www.diversa.com.au).

### Resolution 1 - Remuneration Report

This item provides an opportunity for Shareholders to ask questions and comment on the Remuneration Report included in the Annual Report 2015.

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the vote. Shareholders will be given ample opportunity to raise questions with respect to these reports and statements at the meeting. The vote on the proposed resolution is advisory only and will not bind the Directors or the Company.

The Remuneration Report sets out the remuneration policy for Diversa and its controlled entities and:

- (a) reports and explains the remuneration arrangements in place for executive directors, senior management and non executive directors;
- (b) explains Board policies in relation to the nature and value of remuneration paid to non-executive directors, executives and senior managers; and
- (c) discusses the relationship between the Board policies and Diversa performance.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the AGM.

### Directors' Recommendation

The Directors abstain, in the interests of good corporate governance, from making a recommendation in relation to this resolution.

**Note:** If you appoint a director or member of the key management personnel as your proxy for this resolution you must direct your proxy how to vote, otherwise your vote will not be counted. Follow the instructions on the proxy form to direct your proxy how to vote.

### Resolution 2 - Re-election of Mr Garry Crole as Director

Rule 16.1 of the Company's Constitution provides for the retirement of one third of the directors from office at each annual general meeting.

In accordance with the Constitution, Mr Garry Crole retires as director and offers himself for re-election as a new director at this Annual General Meeting.

Mr Crole is an experienced financial services professional who has held numerous senior executive positions with leading Australian companies such as Colonial Mutual Life. After working for Colonial Mutual Life as an executive in the early to late 1980s, Mr Crole founded the distribution network of Money Planners. He then became the CEO of the ASX-listed Deakin Financial Services Limited, a role he held through to 2001. Over the past 10 years, Mr Crole has been the joint Managing Director of InterPrac Limited, an unlisted public company specialising in providing the accounting industry access to financial services product and distribution capability.

Mr Crole was appointed as a director on 11 June 2013 and elected at the Company's annual general meeting held on 28 November 2013.

#### Directors' Recommendation

The Directors (with Mr Crole abstaining) unanimously recommend that Shareholders vote in favour of resolution 2.

### Resolution 3 - Ratification and Approval of Previous Issue of Shares under the Placement

On 16 June 2015 the Company announced a \$4.4 million underwritten equity raising, by way of placement and 1 for 10 non-renounceable entitlement offer. The placement comprised the issue of 4,600,000 Shares at an issue price of \$0.44 per Share to professional and sophisticated investors to raise a total of \$2.02 million (before costs) (**Placement**). The Shares were issued by the Company utilising its 15% placement capacity under Listing Rule 7.1. The issue can be ratified under Listing Rule 7.4.

The Placement funds were used to fund the completion of the acquisition of Tranzact Financial Services Pty Ltd (TFS) and to contribute to general working capital of the Company.

Listing Rule 7.1 provides that (subject to certain exceptions, none of which are relevant to the Placement) prior approval of shareholders is required for an issue of securities if the securities will, when aggregated with the securities issued by the entity during the previous 12 months, exceed 15% of the number of securities at the commencement of that 12 month period.

Listing Rule 7.4 provides that where an entity ratifies an issue of securities, the issue will be treated as having been made with approval for the purposes of Listing Rule 7.1, thereby replenishing that entity's 15% capacity and enabling it to issue further securities up to that limit. Resolution 3 seeks Shareholder approval for the ratification of the issue of the 4,600,000 Shares under the Placement in accordance with Listing Rule 7.4.

For the purposes of Listing Rule 7.5 the Company provides the following information:

|  |  |
|--|--|
| <b>Total number of securities issued</b> | 4,600,000 Shares   |
| <b>Issue price of the securities</b>     | \$0.44 per Share   |
| <b>Terms of issue</b>                    | The Shares rank equally with the existing Shares on issue  |
| <b>Allottees</b>                         | The allottees of the Shares are sophisticated and professional investors that are not related to the Company                           |
| <b>Intended use of funds</b>             | The funds raised from the issue of the Shares were used for the acquisition of TFS and to contribute to working capital of the Company |

#### Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in favour of resolution 3.

## EXPLANATORY MEMORANDUM

---

### Voting exclusion

The Company will disregard any votes cast on resolution 3 by:

- each sophisticated and professional investor to whom Shares were issued as contemplated by this resolution; and
- any associate of those persons.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

### GLOSSARY

**Annual Report** means the Company's annual report for the financial year ended 30 June 2015;

**ASX** means ASX Limited ABN 98 008 624 691;

**Board** means the Board of directors of the Company;

**Company or Diversa** means Diversa Limited ACN 079 201 635;

**Constitution** means the constitution of the Company from time to time;

**Corporations Act** means the *Corporations Act 2001* (Cth);

**Corporations Regulations** means the *Corporations Regulations 2001* (Cth);

**Directors** means the directors of Diversa;

**Explanatory Memorandum** means the explanatory memorandum attached to the Notice of Meeting;

**Listing Rule** means a listing rule of ASX;

**Meeting** means the annual general meeting of the Company the subject of this Notice of Annual General Meeting and **Annual General Meeting** or **AGM** has a corresponding meaning;

**Notice of Meeting** means the Notice of Annual General Meeting and attached Explanatory Memorandum;

**Placement** means the capital raising undertaken by the Company for the issue of 4,600,000 Shares to institutional and professional investors as announced on 16 June 2015;

**Remuneration Report** means the remuneration report contained in the Company's Annual Report;

**Shareholder** means a person who holds Shares;

**Share** means a fully paid ordinary share in the Company; and

**TFS** means Tranzact Financial Services Pty Limited ACN 089 997 731

## LODGE YOUR VOTE



### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)



### BY MAIL

Diversa Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia



### BY FAX

+61 2 9287 0309



### BY HAND

Link Market Services Limited  
1A Homebush Bay Drive, Rhodes NSW 2138; or  
Level 12, 680 George Street, Sydney NSW 2000



### ALL ENQUIRIES TO

Telephone: 1300 554 474 Overseas: +61 1300 554 474



X99999999999

## PROXY FORM

I/We being a member(s) of Diversa Limited and entitled to attend and vote hereby appoint:

### APPOINT A PROXY

☐ the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11:00am on Tuesday, 17 November 2015 at McCullough Robertson Lawyers, Level 11, 66 Eagle Street, Brisbane, Queensland, 4000** (the Meeting) and at any postponement or adjournment of the Meeting.

**Important for Resolution 1:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**

### VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

#### Resolutions

For Against Abstain\*

1 Remuneration Report

|                          |                          |                          |
|--------------------------|--------------------------|--------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|--------------------------|--------------------------|--------------------------|

2 Re-election of Mr Garry Crole as Director

|                          |                          |                          |
|--------------------------|--------------------------|--------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|--------------------------|--------------------------|--------------------------|

#### SPECIAL BUSINESS

3 Ratification and approval of previous issue of Shares under the Placement

|                          |                          |                          |
|--------------------------|--------------------------|--------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|--------------------------|--------------------------|--------------------------|



\* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)




Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am on Sunday, 15 November 2015**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



#### BY MAIL

Diversa Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
1A Homebush Bay Drive  
Rhodes NSW 2138  
  
or  
  
Level 12  
680 George Street  
Sydney NSW 2000

Registered office of Diversa Limited  
Level 9  
Waterfront Place  
1 Eagle Street  
Brisbane QLD 4000

\* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**