

DIVERSA

GROUP

20 September 2016

ASX MARKET RELEASE

SHAREHOLDERS VOTE IN FAVOUR OF SCHEME RESOLUTION

Diversa Limited (ASX:DVA)(Diversa) is pleased to announce that its shareholders today voted in favour of the proposal by OneVue Holdings Limited (ASX:OVH) to acquire all of the shares in Diversa through a scheme of arrangement (Scheme).

Voting was conducted by a poll with over 99% of votes cast in favour of the resolution. Full details of the voting results are outlined in Appendix 1.

Diversa will now seek orders from the Federal Court of Australia (Court) for approval of the Scheme at a hearing that has been set for Monday, 26 September 2016. The Scheme remains subject to approval by the Court at this hearing.

Key dates for implementation of the Scheme are set out below:

Key Dates	
Final Court date for approval of Scheme	Monday 26 September 2016
Effective Date: - Court order lodged with the Australian Securities and Investments Commission and announced to ASX - Last day of trading in Diversa shares on ASX (with shares suspended from close of trading)	Tuesday 27 September 2016
Election Date - last date and time to lodge election forms in respect of the Scheme Consideration	Thursday 29 September 2016 (5.00pm)
Record date for determining entitlements to scheme consideration	Thursday 29 September 2016 (7.00pm)
Implementation date (for payment of the Scheme Consideration)	Thursday 6 October 2016

All dates are indicative only and are subject to change as agreed between OneVue and Diversa and announced to ASX.

For further information, contact Angus Craig, Company Secretary, 07 3212 9250 or mail@diversa.com.au.

About Diversa:

Diversa Ltd (ASX: DVA) is an ASX-listed superannuation and investment company. Diversa provides superannuation trustee, administration, promotion and investment services to wholesale clients such as super fund trustees and super fund promoters, including financial advisers and corporates; and also uses those services to provide superannuation and insurance products directly to its retail clients.

APPENDIX 1

Shareholders considered the following resolution:

‘That under section 411 Corporations Act, the scheme of arrangement proposed to be entered into between Diversa Limited and holders of its fully paid ordinary shares (Scheme) is approved and the board of directors of Diversa is authorised to agree to those modifications or conditions which are thought appropriate by the Federal Court of Australia (Court) and, subject to approval of the Scheme by the Court, to implement the Scheme with any of those modifications or conditions’.

Voting on the resolution was conducted by a poll, and the results are summarised in the table below:

	Votes For	Votes Against	Total Votes	Abstain*
Votes	27,721,024	238,713	27,959,737	1,603
% of Votes	99%	1%		
Holders	234	5	239	2
% of Holders	98%	2%		

Proxy votes were received from 240 shareholders, and the total number of proxy votes exercisable by all proxies validly appointed, are set out below:

	For	Open	Against	Total Valid Available Votes	Abstain*
Votes	26,743,400	972,313	238,713	27,954,426	1,603
% of Votes	96%	3%	1%		
Holders	205	28	5	238	2
% of Holders	86%	12%	2%		

**Note that the votes relating to a shareholder who abstains from voting are not counted in determining the requisite majorities.*