

Via ASX Online**ASX ANNOUNCEMENT – Tuesday, 23 January 2024**

ASX Market Announcements Office

ASX Limited

Results of Diverger Scheme Meeting

Diverger Limited (ASX: DVR) (**Diverger** or the **Company**) is pleased to announce that at the Scheme Meeting held earlier today, Diverger Shareholders voted in favour of the scheme of arrangement between Diverger and its shareholders under which it is proposed that Count Limited (**Count**) will acquire 100% of the issued shares in Diverger (**Scheme**), as referred to in the Explanatory Booklet released by the Company to ASX on 14 December 2023 (**Explanatory Booklet**).

Defined terms in this announcement have the meanings given to them in the Explanatory Booklet.

Voting results for the Scheme Meeting

For the purpose of ASX listing Rule 3.13.2 and sections 251AA(1) and (2) of the *Corporations Act 2001* (Cth):

- the Scheme Resolution was passed by the requisite majorities of Diverger shareholders, with:
 - 82.8% of Diverger Shareholders present and voting (either in person or by proxy, attorney or corporate representative) in favour of the resolution; and
 - 99.97% of votes cast in favour of the resolution by Diverger Shareholders present and voting (either in person or by proxy, attorney or corporate representative) at the Scheme Meeting.

The poll report for the Scheme Meeting submitted by the Returning Officer appointed by Diverger is attached to this announcement.

Second Court Hearing

The Federal Court of Australia will hear an application by Diverger for approval of the Scheme at 10.15am (Sydney time) on Thursday, 15 February 2024 (**Second Court Hearing**) at the Law Courts Building, 184 Phillip Street, Queens Square, Sydney NSW 2000.

Remaining Dates (subject to Court approval of the Scheme)

| Time (Sydney) and date | Event |
|---------------------------------------|---|
| 10.15am on Thursday, 15 February 2024 | Second Court Hearing to obtain orders approving the Scheme |
| Friday, 16 February 2024 | Lodgement by Diverger with ASIC of the office copy of the Court orders approving the Scheme |
| 4.00pm on Friday, 16 February 2024 | Suspension of trading in Diverger shares on ASX |
| Monday, 19 February 2024 | Commencement of trading of Court Consideration Shares on ASX on a conditional and deferred settlement basis |
| 7.00pm on Tuesday, 20 February 2024 | Time and date for determining entitlements to the Permitted Dividend |
| 7.00pm on Friday, 23 February 2024 | Time and date for determining entitlements to Scheme Consideration |
| Friday, 1 March 2024 | Implementation Date Payment date of Permitted Dividend |
| Monday, 4 March 2024 | Commencement of trading of Court Consideration Shares on ASX on a normal settlement basis |

- 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



DIVERGER LIMITED

**RESULT OF SCHEME MEETING
(ASX REPORT)**

SCHEME MEETING
Tuesday, 23 January, 2024

As required by section 251AA(2) of the Corporations Act 2001 (Commonwealth) the following statistics are provided in respect of each resolution on the agenda.

| Resolution Voted on at the meeting | | | Proxy Votes (as at proxy close) | | | | Total votes cast in the poll (where applicable) | | | |
|------------------------------------|-----------------------------------|------------------|---------------------------------|----------------|---------------------------------------|----------------|---|------------------------------|-------------------|---------------|
| No | Short Description | Strike Y/N/NA | <i>For</i> | <i>Against</i> | <i>Discretionary (open votes)</i> | <i>Abstain</i> | <i>For</i> | <i>Against</i> | <i>Abstain **</i> | <i>Result</i> |
| 1 | APPROVAL OF THE SCHEME RESOLUTION | NA | 12,648,619 49.37% | 8,931 0.03% | 12,964,271 50.60% | 0 | 25,646,626 99.97% 82 Holders | 8,931 0.03% 17 Holders | 0 0 Holders | Carried |

** - Note that votes relating to a person who abstains on an item are not counted in determining whether or not the required majority of votes were cast for or against that item