

# DIVERSA

---

GROUP

30 July 2014

ASX MARKET RELEASE

## LETTERS TO SECURITY HOLDERS RE ENTITLEMENT OFFER

Further to the announcement by Diversa Limited (**Diversa**) (ASX: DVA) regarding its capital raising to raise to approximately \$4.41 million through an underwritten 2 for 7 pro-rata non-renounceable entitlement offer (**Entitlement Offer**) of fully paid ordinary shares, the following letters (attached) are being mailed today:

- (a) Letter to all shareholders advising of the offer;
- (b) Letter to ineligible shareholders; and
- (c) Letter to option holders.

Angus Craig  
Company Secretary  
Diversa Limited

**Diversa Limited** ABN 60 079 201 835

Level 9, 1 Eagle Street, Brisbane QLD 4000

T 07 3212 9250 F 07 3221 1101 E [mail@diversa.com.au](mailto:mail@diversa.com.au) W [www.diversa.com.au](http://www.diversa.com.au)

# DIVERSA

---

GROUP

30 July 2014

Dear Shareholder

## DIVERSA ENTITLEMENT OFFER - NOTICE TO SHAREHOLDERS

On 30 July 2014, Diversa Limited ACN 079 201 835 (**Diversa**) (ASX:DVA) announced that it will undertake an underwritten 2 for 7 pro rata non-renounceable entitlement offer of fully paid ordinary shares in Diversa at an issue price of \$0.027 (**New Shares**) to raise approximately \$4.41 million (**Entitlement Offer**).

The purpose of the Entitlement Offer is to raise funds to use towards the acquisition of The Trust Company (Superannuation) Limited and the 30% of the shares in Tranzact Financial Services Pty Limited, as announced on 1 July 2014.

### Terms of offer

Under the Entitlement Offer, eligible shareholders will be able to subscribe for 2 new ordinary shares in the Company for every 7 existing shares (**Diversa Shares**) held at 7.00pm (AEST) on 6 August 2014 (**Record Date**) at an offer price of \$0.027 (**Entitlements**).

On 8 August 2014 all Eligible Shareholders will be sent an information booklet and personalised entitlement and acceptance form which contain important information about the Entitlement Offer. The information booklet and notice given in accordance with Section 708AA(2)(f) *Corporations Act 2001* (Cth) (**Corporations Act**) have been lodged with ASX and are available to view on the ASX website at [www.asx.com.au](http://www.asx.com.au).

Eligible Shareholders may also apply for additional Diversa shares in excess of their Entitlement at the same price as under the Entitlement Offer (**Top-Up Facility**). Additional New Shares will only be available under the Top-Up Facility where there is a shortfall between applications for New Shares received from Eligible Shareholders and the number of New Shares proposed to be issued under the Entitlement Offer. Acceptances under the Entitlement Offer **will close at 5.00pm (AEST) on 19 August 2014**.

Diversa will offer the New Shares for issue without disclosure to investors under Section 708AA(2)(f) *Corporations Act 2001* (Cth) (**Corporations Act**) as notionally modified by ASIC Class Order 08/35 (CO 08/35).

Fractional Entitlements will be rounded up to the nearest whole number of New Shares and holdings on different registers or sub-registers will not be aggregated to calculate entitlements.

The Entitlement Offer is fully underwritten by Canaccord Genuity (Australia) Limited (**Underwriter**). The Underwriter will receive an underwriting fee of 6% (plus GST) of the gross proceeds of the Entitlement Offer.

## Proposed timetable

Diversa expects the Entitlement Offer to be conducted according to the following timetable:

Activity	Date
Announcement of the Entitlement Offer	30 July 2014
Ex date	1 August 2014
Record Date for Entitlement Offer 7.00pm (AEDST)	6 August 2014
Information booklet and entitlement and acceptance form despatched to Eligible Shareholders	8 August 2014
Entitlement Offer opens	8 August 2014
Entitlement Offer closes 5.00pm (AEDST)	19 August 2014
Company notifies ASX of under subscriptions	21 August 2014
Settlement of New Shares under the Entitlement Offer (including shares issued under the Top Up Facility)	26 August 2014
Allotment of New Shares issued under the Entitlement Offer (including shares issued under the Top Up Facility)	26 August 2014
Despatch of holding statements for New Shares issued under the Entitlement Offer (including shares issued under the Top Up Facility)	27 August 2014
Normal ASX trading for New Shares issued under the Entitlement Offer commences (including shares issued under the Top Up Facility)	27 August 2014

*This Timetable is indicative only and subject to change. The Directors may vary these dates subject to the Listing Rules. An extension of the closing date will delay the anticipated date for issue of the New Shares. The Directors also reserve the right not to proceed with the whole or part of the Entitlement Offer any time prior to allotment and issue of the New Shares. In that event, the relevant application monies (without interest) will be returned in full to applicants.*

## Capital structure

Subject to rounding of fractional Entitlements, the capital structure of Diversa following the issue of New Shares is expected to be as follows:

Shares on issue as at 30 July 2014	571,374,916
New Shares to be issued under the Entitlement Offer	163,249,976
Shares on issue after the Entitlement Offer	734,624,892

The New Shares will be fully paid and rank equally with existing Diversa shares.

## Eligibility of shareholders to participate in the Entitlement Offer

The Entitlement Offer is only available to Eligible Shareholders. A person is eligible to participate in the Entitlement Offer as an **Eligible Shareholder** where the person is a registered holder of Diversa Shares as at 7.00pm (AEST) on the Record Date who:

- (a) has a registered address in Australia or New Zealand or is a Shareholder that Diversa has otherwise determined is eligible to participate;
- (b) subject to a determination by Diversa as outlined in (a), is not in the United States and is not a nominee or custodian acting for the account or benefit of a person in the United States; and
- (c) is eligible under all applicable securities laws to receive an offer under the Entitlement Offer.

## Ineligible Shareholders

If you are not an Eligible Shareholder you cannot participate in the Entitlement Offer. Diversa will notify those shareholders who are not Eligible Shareholders.

## Further information

If you have any queries, please call +61 7 3212 9250 between 9.00am and 5.00pm (Brisbane time) Monday to Friday during the offer period or, alternatively, consult your professional adviser.

On behalf of the Directors, I thank you to your continued support of Diversa.

Yours sincerely

Stuart Korchinski  
Chairman  
Diversa Limited

## Important information

This letter does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States. No action has been or will be taken to register, qualify or otherwise permit a public offering of the New Shares in any jurisdiction outside Australia or New Zealand. In particular, the New Shares have been, and will not be, registered under the U.S. Securities Act of 1933 (the "Securities Act") or the securities laws of any state or other jurisdiction of the United States. Accordingly, the Entitlements in the Retail Offer may only be taken up by, and the New Shares in the Retail Entitlement Offer may only be offered or sold to, directly or indirectly, certain persons outside the United States in "offshore transactions" (as defined in Rule 902(h) of Regulation S under the Securities Act) in reliance on Regulation S under the Securities Act.

# DIVERSA

---

GROUP

30 July 2014

Dear Shareholder

## DIVERSA UNDERWRITTEN ENTITLEMENT OFFER - NOTICE TO INELIGIBLE SHAREHOLDERS

On 30 July 2014, Diversa Limited ACN 079 201 835 (**Diversa**) (ASX:DVA) announced that it will undertake an underwritten 2 for 7 pro rata non-renounceable entitlement offer of fully paid ordinary shares in Diversa at an issue price of \$0.027 (**New Shares**) to raise approximately \$4.41 million (**Entitlement Offer**).

The purpose of the Entitlement Offer is to raise funds to use towards the acquisition of The Trust Company (Superannuation) Limited and the 30% of the shares in Tranzact Financial Services Pty Limited, as announced on 1 July 2014.

### Terms of offer

Under the Entitlement Offer, eligible shareholders will be able to subscribe for 2 new ordinary shares in the Company for every 7 existing shares (**Diversa Shares**) held at 7.00pm (AEST) on 6 August 2014 (**Record Date**) at an offer price of \$0.027 (**Entitlements**).

The Entitlement Offer is fully underwritten by Canaccord Genuity (Australia) Limited (**Underwriter**).

Eligible Shareholders may also apply for additional Diversa shares in excess of their Entitlement at the same price as under the Entitlement Offer (**Top-Up Facility**). Additional New Shares will only be available under the Top-Up Facility where there is a shortfall between applications for New Shares received from Eligible Shareholders and the number of New Shares proposed to be issued under the Entitlement Offer.

Diversa will offer the New Shares for issue without disclosure to investors under section 708AA(2)(f) *Corporations Act 2001* (Cth) (**Corporations Act**) as notionally modified by ASIC Class Order 08/35 (CO 08/35). On 30 July 2014 Diversa lodged an Information Booklet for the Entitlement Offer with ASX, a copy of which will be sent to each Eligible Shareholder on or about 8 August 2014.

### Eligibility of shareholders to participate in the Entitlement Offer

The Entitlement Offer is only available to Eligible Shareholders. This letter is to inform you that Diversa has determined that you are not an Eligible Shareholder and you are therefore ineligible to apply for the New Shares.

You are not required to do anything in response to this letter.

A person is eligible to participate in the Entitlement Offer as an **Eligible Shareholder** where the person is a registered holder of Diversa Shares as at 7.00pm (AEST) on the Record Date who:

- (a) has a registered address in Australia or New Zealand or is a Shareholder that Diversa has otherwise determined is eligible to participate;
- (b) subject to a determination by Diversa as outlined in (a), is not in the United States and is not a nominee or custodian acting for the account or benefit of a person in the United States; and
- (c) is eligible under all applicable securities laws to receive an offer under the Entitlement Offer.

As you do not satisfy the criteria for eligibility, Diversa is unfortunately unable to extend the Entitlement Offer to you.

#### **Further information**

If you have any queries, please call +61 7 3212 9250 between 9.00am and 5.00pm (Brisbane time) Monday to Friday during the offer period or, alternatively, consult your professional adviser.

On behalf of the Directors, I thank you to your continued support of Diversa.

Yours sincerely

Angus Craig  
Company Secretary  
Diversa Limited

#### **Important information**

This letter does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States. No action has been or will be taken to register, qualify or otherwise permit a public offering of the New Shares in any jurisdiction outside Australia or New Zealand. In particular, the New Shares have been, and will not be, registered under the U.S. Securities Act of 1933 (the "Securities Act") or the securities laws of any state or other jurisdiction of the United States. Accordingly, the Entitlements in the Retail Offer may only be taken up by, and the New Shares in the Retail Entitlement Offer may only be offered or sold to, directly or indirectly, certain persons outside the United States in "offshore transactions" (as defined in Rule 902(h) of Regulation S under the Securities Act) in reliance on Regulation S under the Securities Act.

# DIVERSA

---

GROUP

30 July 2014

Dear Option Holder

## DIVERSA ENTITLEMENT OFFER - NOTICE TO OPTION HOLDERS

Diversa Limited ACN 079 201 835 (**Diversa**) (ASX:DVA) today announced that it will undertake an underwritten 2 for 7 pro rata non-renounceable entitlement offer of fully paid ordinary shares in Diversa at an issue price of \$0.027 (**New Shares**) to raise approximately \$4.41 million (**Entitlement Offer**).

The purpose of the Entitlement Offer is to raise funds to use towards the acquisition of The Trust Company (Superannuation) Limited and the 30% of the shares in Tranzact Financial Services Pty Limited, as announced on 1 July 2014.

### Terms of offer

Under the Entitlement Offer, eligible shareholders will be able to subscribe for 2 new ordinary shares in the Company for every 7 existing shares (**Diversa Shares**) held at 7.00pm (AEST) on 6 August 2014 (**Record Date**) at an offer price of \$0.027 (**Entitlements**).

The Entitlement Offer is fully underwritten by Canaccord Genuity (Australia) Limited (**Underwriter**).

Eligible Shareholders may also apply for additional Diversa shares in excess of their Entitlement at the same price as under the Entitlement Offer (**Top-Up Facility**). Additional New Shares will only be available under the Top-Up Facility where there is a shortfall between applications for New Shares received from Eligible Shareholders and the number of New Shares proposed to be issued under the Entitlement Offer.

Diversa will offer the New Shares for issue without disclosure to investors under section 708AA(2)(f) Corporations Act 2001 (Cth) (Corporations Act) as notionally modified by ASIC Class Order 08/35 (CO 08/35). Today, Diversa lodged an Information Booklet for the Entitlement Offer with ASX, a copy of which will be sent to each Eligible Shareholder on or about 8 August 2014.

### Your options do not entitle you to participate in the Entitlement Offer.

The purpose of this letter is to give you notice prior to the Record Date that you may exercise your options should you wish to participate in the Entitlement Offer. Accordingly, if you wish for some or all of the shares underlying your options to be counted as part of your Entitlement under the Entitlement Offer, you will need to exercise that portion of your vested and exercisable options for which you wish to participate and pay the current exercise price for them so that those shares are issued to you before the Record Date.

If you choose to participate in the Entitlement Offer by exercising some or all of your options prior to the Record Date, you will be sent an Information Booklet and personalised Entitlement and Acceptance Form containing important information about the Entitlement Offer.

In that case, you should be aware that the exercise price of options which you do not exercise may be reduced as contemplated by the ASX Listing Rules to reflect the impact of the Entitlement Offer. Diversa will advise you of the reduced option exercise price (if applicable) following the close of the Entitlement Offer.

Before deciding whether to exercise all or any of your options, you should consider the terms of the Entitlement Offer carefully and consult with your professional adviser if necessary.

Should you have any queries in relation to this matter, please do not hesitate to contact me.

Yours sincerely

Angus Craig  
Company Secretary  
Diversa Limited

### **Important information**

This letter does not constitute an offer to sell or the solicitation of an offer to buy, any securities in the United States. No action has been or will be taken to register, qualify or otherwise permit a public offering of the New Shares in any jurisdiction outside Australia or New Zealand. In particular, the New Shares under the Entitlement Offer have not been, and will not be, registered under the US Securities Act of 1933 (US Securities Act) or the securities laws of any state or other jurisdiction of the United States. The Entitlements may not be taken up by persons in the United States or by persons (including nominees or custodians) who are acting for the account or benefit of a person in the United States and the new shares may not be offered, sold or resold, directly or indirectly, in the United States or to, or for the account or benefit of, a person in the United States, except in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act and any applicable securities laws of any state or other jurisdiction of the United States.