

DIVERSA

GROUP

1 July 2014

ASX MARKET RELEASE

DIVERSA TO ACQUIRE TRUST COMPANY SUPERANNUATION TRUSTEE BUSINESS AND AN INTEREST IN TRANZACT FINANCIAL SERVICES PTY LTD

Diversa Limited (ASX:DVA) is pleased to announce that it has entered into two separate agreements to acquire:

- A 100% interest in The Trust Company (Superannuation) Limited for \$2.65 million; and
- A 30% interest in Tranzact Financial Services Limited for \$2.85 million with an option to acquire the remaining 70%.

Both acquisitions are consistent with the Group's growth plans and expected to be earnings accretive before synergies. The acquisitions will be funded by a combination of debt and equity.

Overview of The Trust Company (Superannuation) Limited Acquisition

Diversa has entered into an agreement with Perpetual Limited (ASX:PPT) to acquire The Trust Company (Superannuation) Limited (TTCSL), which operates a third party superannuation trustee business. This business was acquired by Perpetual in 2013 as part of a scheme of arrangement with The Trust Company Limited.

The TTCSL business to be acquired provides third party trustee services to 15 superannuation funds with approximately \$3.1 billion in assets and is expected to have 10 employees on completion of the transaction. Based on the current agreements in place with client funds, the business currently generates approximately \$2.3m of revenue on an annualised basis.

The consideration payable is \$2.65m in cash and the acquisition is expected to settle on or before 1 September 2014. Diversa will offer employment to certain existing employees and take on certain assets and employee liabilities as agreed, including a minimum of \$1.6m in net working capital including approximately \$1.1m in regulatory capital.

Diversa plans to integrate TTCSL with its existing superannuation trustee operation, CCSL Limited, which is of similar operational size, acting as trustee for 16 superannuation funds and having seven employees. Both businesses are located in Melbourne. On completion of the acquisition the combined business unit will provide trustee services to 31 funds with approximately \$4.2 billion under trusteeship.

The acquisition is consistent with Diversa's ongoing growth objective, including through acquisition when suitable opportunities arise. The transaction materially strengthens the Group's current trustee operation and provides a significant platform to continue to grow in this area.

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Overview of Tranzact Financial Services Pty Ltd Acquisition

Diversa has entered into an agreement with Gro-Aust Holdings Limited to acquire 30% of Tranzact Financial Services Pty Limited (TFS) with an option to acquire the remaining 70% subject to certain terms. TFS provides administration, promotion and investment management services to the Smartsave 'Members Choice' Superannuation Master Plan, a \$208m fund with approximately 11,000 members. The Fund has a number of investment options including a MySuper option.

The consideration payable for the 30% interest is \$2.85m in cash, and the agreement is conditional on Diversa raising sufficient capital to complete the acquisition. The agreement also includes a put and call option in relation to the remaining 70% of TFS, for a consideration of up to \$6.65m as follows:

- \$2.85m to exercise the option
- \$1.9m payable 12 months after the exercise of the option (\$0.25m in shares)
- \$1.9m payable 24 months after the exercise of the option (\$0.25m in shares)

The call option is at Diversa's discretion and is exercisable between 1 January 2015 and 30 June 2015. The put option is at the discretion of the vendor and is subject to TFS satisfying key revenue performance hurdles, and is exercisable between 1 July 2015 and 31 December 2015. In the event that Diversa does not exercise its call option by 30 June 2015, the vendor has the option to buy back the 30% interest for the initial consideration amount. Adjustment provisions apply for the deferred consideration payments after the option is exercised if the revenue earned by TFS decreases during the payment periods. The agreement also provides that a minimum return of \$0.7m per annum will be received by Diversa for its 30% interest during the time that it holds a minority interest in TFS.

TFS was part of the formerly ASX-listed Tranzact Financial Services Limited, which was the subject of a successful takeover offer by Gro-Aust Holdings Limited and delisted in February 2014. Following the acquisition of the initial 30% by Diversa, TFS will continue to operate under its existing board and management structure and operations team, in its existing location in Sydney.

The TFS business is highly complementary with Diversa's existing superannuation promotion, administration, and investment management business unit, which is also located in Sydney.

For further information please contact:

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About Diversa:

Diversa Ltd (ASX: DVA) is an ASX-listed superannuation, insurance 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.

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