

**ASX ANNOUNCEMENT** 4th February 2025

## Scheme Meeting Results

Xref Limited (ASX: XF1) (**Xref**) refers to the Scheme Meeting held at 4pm on 3 February 2025 in respect of the scheme of arrangement under which SEEK Limited's (ACN 080 075 314) (**SEEK**) nominee and wholly owned subsidiary, SEEK International Investments Pty Ltd (ACN 121 858 231), proposed to acquire 100% of Xref's shares (**Scheme**).

### Voting Results of Scheme Meeting

The Scheme was approved by the requisite number of Xref Shareholders but was not approved by at least 75% of the votes cast by Xref Shareholders present and voting at the meeting.

As a result, the Scheme was not approved by the requisite majorities.

The voting results of the Scheme Meeting are attached to this announcement as **Annexure A**.

In summary:

- **(majority in number approved the Scheme)** 78.82% of Xref Shareholders present and voting at the meeting (in person, virtually or by proxy, attorney or corporate representative) voted in favour of the Scheme Resolution; and
- **(75% threshold not satisfied)** 67.60% of the votes cast by Xref Shareholders present and voting at the meeting (in person, virtually or by proxy, attorney or corporate representative) were in favour of the Scheme Resolution.

As noted in Xref's announcement released at 9:17am on 3 February 2025, a proxy other than the Chair held 19,400,987 discretionary proxies. That proxy voted 9,532,964 shares against the Scheme Resolution and abstained from voting in respect of 9,868,023 shares, being the balance of those proxies.

### Termination of SID

Following the results of the Scheme Meeting, Xref and SEEK have agreed to terminate with immediate effect the Scheme Implementation Deed dated 14 November 2024 and accordingly the Scheme will not proceed.

### Next Steps

Xref will continue to execute its growth strategy as an independent business and will release a business update in the coming days.

**This announcement was authorised for release by the Xref Limited Board of Directors.**

To learn more or ask questions, please visit

**Website:** [xref.com](http://xref.com)

**Investor Centre and Presentation:** [xf1.com](http://xf1.com)

**Twitter:** [@xf1](https://twitter.com/xf1)

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## Annexure A – Voting Results of Scheme Meeting

The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth) and ASX Listing Rule 3.13.2.

Resolution	Decided by Show of Hands (S) or Poll (P)	Total Number of Proxy Votes exercisable by proxies validly appointed	Proxy Votes				Poll Results			Results
			FOR	AGAINST	ABSTAIN	PROXY'S DISCRETION	FOR	AGAINST	ABSTAIN	OUTCOME
1 Approval of the Scheme	P	144,317,637	90,415,439 62.65%	34,466,501 23.88%	0	19,435,697 13.47%	91,819,502 67.60%	44,001,738 32.40%	9,868,023	Not Carried
							Number of Shareholders			
							67 78.82%	19 22.35%	1	

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