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4 February 2025

The Manager
ASX Market Announcements Office
Australian Securities Exchange

Dear Manager

**SEEK Limited – Results of Xref Limited shareholder vote on Scheme**

In accordance with the Listing Rules, attached is an announcement in relation to the outcome of the Xref Limited (ASX:XF1) shareholder vote on the scheme of arrangement for SEEK to acquire all of the shares in Xref and termination of the Scheme Implementation Deed for immediate release to the market.

Yours faithfully,



**Rachel Agnew**
Company Secretary

**Authorised for release by the Chairman of SEEK**

**For further information please contact:**

**Investors & Analysts**
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SEEK Limited

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SEEK Limited

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**ASX Announcement**
**4 February 2025**

# *Results of Xref shareholder vote on Scheme*

SEEK Limited (**SEEK**) today announces that Xref Limited (**Xref**) did not receive the required shareholder support for the scheme of arrangement (**Scheme**) under which SEEK International Investments Pty Ltd, a wholly owned subsidiary of SEEK, proposed to acquire all of the ordinary shares on issue in Xref.

Despite a unanimous recommendation from Xref's Board of Directors and the Independent Expert concluding that the Scheme is fair and reasonable, and in the best interests of Xref shareholders in the absence of a superior proposal, 67.60% of votes cast were cast in favour of the Scheme, falling short of the required threshold of 75%.

After detailed consideration, and having regard to the declaration of SEEK's offer as being best and final in the absence of a competing proposal, SEEK and Xref have agreed to terminate the scheme implementation deed with immediate effect.

SEEK has previously announced that its offer was its best and final offer. It considered the offer to be fair and reasonable, which was confirmed by the Independent Expert, and Xref's board unanimously recommended the Scheme. Accordingly SEEK will continue to explore other opportunities to grow placements, grow yield and improve operating leverage, which may include alternative approaches to achieving the benefits that the Scheme would have provided.

**Authorised for release by the Chairman of SEEK**

**For further information please contact:**

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**Forward-looking statements**
*This announcement contains certain "forward-looking statements". Forward looking words such as, "expect", "should", "could", "may", "predict", "plan", "will", "believe", "forecast", "estimate", "target" "continue", "anticipate", "guidance", "outlook", "aim" and other similar expressions are intended to identify forward-looking statements. Indications of, and guidance on, future earnings and financial position and performance are also forward-looking statements. Forward-looking statements, opinions and estimates provided in this announcement are based on assumptions and contingencies which are subject to change without notice, as are statements about market and industry trends, which are based on interpretations of current market conditions.*

*Forward-looking statements including projections, guidance on future earnings and estimates are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance. This announcement contains such statements that are subject to risk factors associated with the markets in which SEEK operates. SEEK believes the expectations reflected in these statements are reasonable, but they may be affected by a range of uncertainties and variables, many of which are beyond the control of SEEK, which could cause results, trends or circumstances to differ materially. Such forward-looking statements only speak as to the date of this announcement and SEEK assumes no obligation to update such information. No representation or warranty is or will be made by any legal or natural person in relation to the currency, accuracy, reliability or completeness of all or part of this document, or the accuracy, likelihood of achievement or reasonableness of any forecasts, prospects or returns contained in, or implied by, the information or any part of it. To the full extent permitted by law, SEEK disclaims any obligation or undertaking to release any updates or revisions to the information contained in this document to reflect any change in expectations or assumptions.*

*You are cautioned not to place undue reliance on any forward-looking statements regarding our belief, intent or expectations with respect to SEEK's businesses, market conditions and/or results of operations (particularly in light of the current economic uncertainties and volatility).*

**Not advice**
*Information in this announcement, including forecast financial information, should not be considered as investment, legal, tax or other advice. You should make your own assessment and seek independent professional advice in connection with any investment decision.*