

**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](https://xref.com)

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

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

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