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ASX Announcement
4 May 2021

Zhaopin Completion, Dividend and Guidance Upgrade

Key Highlights

Zhaopin completion

- SEEK announces that all conditions precedent to completion of the Zhaopin transaction have been satisfied and it will reduce its holding in Zhaopin from 61.1% (undiluted) to 23.5%[1] (fully diluted)
- cA$500m of the total anticipated gross proceeds (cA$697m[2]) were received in April 2021

SEEK to pay a dividend and operating comfortably within its previous covenant limits

- SEEK to pay a dividend of 20 cents per share
- SEEK now operating well within its pre-existing Borrower Group[3] covenant limits including payment of the dividend

Unaudited asset valuation estimates

- SEEK provides an update on asset values for Zhaopin, Early Stage Ventures (ESVs) and Online Education Services (OES)

Upgrade to FY21 Outlook

- Upgrade to SEEK's FY21 guidance (provided at H1 21 results[4]) driven by better March 2021 YTD results and outlook for remainder of the year
- FY21 upgrade primarily driven by SEEK ANZ and SEEK Asia

Zhaopin Completion

All conditions precedent to completion of the Zhaopin transaction have been satisfied. As a result, SEEK Limited (SEEK) will reduce its ownership interest in Zhaopin from 61.1% (undiluted) to 23.5% (fully diluted) ("the Transaction").

Key financial implications:

- SEEK expects to receive gross proceeds of cA$697m from the Transaction (net proceeds expected to be A$560m, post-tax and transaction costs[2])
  - In April 2021 SEEK received cA$500m of the gross proceeds (cA$440m net proceeds)
  - Majority of the remaining proceeds are expected to be received prior to 30 June 2021[5]
  - Net proceeds will be applied against SEEK's senior syndicated debt facilities
- SEEK will deconsolidate Zhaopin from its Group financial statements from 1 May 2021 and subsequently equity account for Zhaopin
- SEEK will record an accounting post-tax profit in the range of cA$600m as a non-recurring "significant item" in its FY21 financial statements

[1] Reduction in SEEK's ownership interest occurs as follows: (a) reduction from 61.1% (undiluted) to 55% (fully diluted) due to the conversion of pre-existing employee options; and (b) reduction from 55% to 23.5% (fully diluted) through the sale of c31.5% of SEEK's ownership interest to the Consortium of investors led by Primavera Capital Group and including Zhaopin management.
[2] SEEK's gross proceeds are expected to be cA$697m. SEEK is expected to receive net proceeds of approximately A$560m, having regard to transaction costs, tax and FX. Amounts disclosed are based on current FX of USD:AUD 0.77.
[3] Borrower Group includes SEEK Limited and all subsidiaries in which its ownership is at least 90%.
[4] Date of H1 21 results being 23 February 2021
[5] Certain members of the Consortium will settle part of the Transaction in RMB, the timing of the receipt of which will depend on customary administrative processes with the State Administration for Foreign Exchange in the People's Republic of China.

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Dividends & Capital Management

In light of the receipt of funds from the Transaction, the SEEK Board has determined to pay a dividend of 20 cents with a record date of 11 May 2021 and payment date of 24 May 2021.

Post receipt of funds from the Transaction and including payment of the dividend, SEEK is operating well within its original pre-existing Borrower Group covenant limits. SEEK has ended its temporary arrangement which allowed an increase in key covenant limits through to 30 June 2021.

Unaudited asset value estimates

SEEK provides the following updates on asset values for Zhaopin, ESVs and OES. The estimates are unaudited and may differ to the valuations to be disclosed at SEEK's FY21 full year results.

- **Zhaopin**: Based on the transaction value, SEEK's 23.5% (fully diluted) ownership of Zhaopin is valued at cA$515m[6]
- **ESVs**:
  - Unaudited "fair value"[7] of cA$739m at 31 March 2021 based on latest transaction rounds, FX rates, etc
  - Previous unaudited "fair value" of A$652m at 31 December 2020 and A$562m at 30 June 2020
- **OES**: Unaudited "fair value" of cA$420m for SEEK's 80% interest (100% share of EV is cA$525m) in OES as at 31 March 2021, based on a valuation exercise conducted for the Board

Guidance Upgrade

1. Upgrade to reflect improved operating conditions

Results for the 9 months to 31 March 2021 and outlook for the remainder of the year are ahead of SEEK's expectations when its FY21 Guidance was set in February 2021, with revenue outperformance being driven primarily by SEEK ANZ (primarily SMEs) and SEEK Asia.

Guidance provided in February 2021 assumed consolidation of Zhaopin at 61.1% ownership interest for H2 21. Assuming consolidation of Zhaopin at 61.1% ownership interest for all of H2 21, and reflecting the improved operating conditions, SEEK's FY21 outlook would have become:

FY21 Outlook (excl. significant items):
- Revenue to be in the order of A$1,740m (previously A$1,700m)
- EBITDA to be in the order of A$510m (previously A$460m)
- SEEK Investments ESV losses to be in the order of A$50m (SEEK share of NPAT losses), (previously A$55m)
- Reported NPAT to be in the order of A$150m (previously A$100m)

2. Revised Guidance to reflect improved operating conditions & deconsolidation of Zhaopin

Given completion of the Zhaopin Transaction, SEEK will deconsolidate Zhaopin from 1 May 2021 and equity account for its minority ownership interest for the remainder of FY21.

Reflecting, (1) improved operating conditions; and (2) the deconsolidation of Zhaopin from 1 May 2021, SEEK's revised FY21 Guidance is:

Revised FY21 Guidance (excl. significant items):
- Revenue to be in the order of A$1,590m
- EBITDA to be in the order of A$480m
- SEEK Investments ESV losses to be in the order of A$50m (SEEK share of NPAT losses)
- Reported NPAT to be in the order of A$140m

Note: Forecasting remains challenging given volatility caused by COVID-19, changes in hiring sentiment and FX.

[6] As disclosed in SEEK's ASX Announcement on 23 February 2021, Zhaopin's 100% equity valuation was A$2.2bn. SEEK's 23.5% (fully diluted) ownership of Zhaopin is valued at cA$515m

[7] Based on the same ESV portfolio and valuation methodology applied in the 31 December 2020 valuation. This includes SEEK's holding in Coursera at the IPO price. Coursera listed on 1 April 2021 Australian time and as such the value does not reflect the current trading price

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In discussing today's announcement, Andrew Bassat Founder and CEO of SEEK commented,

"Completion of the Zhaopin transaction and receipt of funds is an important milestone. A portion of the Zhaopin proceeds will be returned to shareholders as a dividend, which reflects our confidence in SEEK's outlook and ongoing cash generation. Post the dividend, SEEK will still have significant balance sheet flexibility for ongoing re-investment and future dividends."

"We are pleased to upgrade our FY21 guidance. Our willingness to invest through the cycle has meant our key businesses, in particular SEEK ANZ and SEEK Asia are now capitalising on improving macro conditions. Of note, SEEK ANZ continues to benefit from record high levels of SME hiring activity and increasing usage of our depth products. We look forward to providing another update at SEEK's full year results in August."

Authorised for release by SEEK's Board of Directors.

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This announcement contains certain "forward-looking statements". Forward looking words such as, "expect", "should", "could", "may", "predict", "plan", "will", "believe", "forecast", "estimate", "target" and other similar expressions are intended to identify forward-looking statements within the meaning of securities laws of applicable jurisdictions. 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. Such forward-looking statements, opinions and estimates are not guarantees of future performance.

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. It is believed that the expectations reflected in these statements are reasonable, but they may be affected by a range of variables which could cause actual results or trends 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 accuracy 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. Nothing contained in this document constitutes investment, legal, tax or other advice. You should make your own assessment and take independent professional advice in relation to the information and any action taken on the basis of the information.

Appendices - ASX Release

SEEK's results are reported under International Financial Reporting Standards (IFRS). This document also makes reference to the non-IFRS measure "EBITDA". This measure is used internally by management to assess the performance of our business, our associates and Joint Ventures, make decisions on the allocation of our resources and assess operational management.

EBITDA

"EBITDA" is earnings before interest, tax, depreciation and amortisation and excluding share of net profits of associates and jointly controlled entities accounted for using the equity method, dividend income and amortisation of share-based payments and other long-term incentive schemes.

Review of information

Non-IFRS financial information is calculated based on underlying IFRS financial information extracted from SEEK's financial statements. Non-IFRS measures have not been subject to audit or review.