

ASX Announcement

ASX: AND

9 May 2024

Transaction Update

Ansarada Group Limited (ASX:AND) ('**Ansarada**' or '**Company**') refers to the:

- proposed acquisition by DS Answer Pty Ltd ('**Datasite**')¹, an entity owned by funds managed by CapVest, of 100% of the shares on issue in Ansarada by way of a scheme of arrangement ('**Scheme**');
- proposed sale of Ansarada's ESG, GRC and Board products to an entity owned and controlled by Mr Samuel Riley (Ansarada's Chief Executive Officer and Executive Director) (the '**Carve-Out Transaction**'); and
- explanatory statement and notices of meeting in relation to the Scheme and Carve-Out Transaction ('**Explanatory Booklet**') released to the ASX on 12 April 2024.

As disclosed in the Explanatory Booklet, the Australian Competition and Consumer Commission (**ACCC**) announced that it had commenced a public review of the Scheme and had issued a market inquiries letter inviting submissions from interested parties.

The ACCC has advised Datasite and Ansarada that it has suspended the timeline of its review of the Scheme pending receipt by the ACCC of further information (and has updated its public register to that effect). The ACCC will announce a revised proposed decision date in due course.

Ansarada is continuing to work with Datasite to progress the ACCC process and all other regulatory approvals required for implementation of the Scheme and the Carve-Out Transaction. Ansarada is also working with Datasite to agree on an updated indicative timetable for the Scheme and the Carve-Out Transaction. Ansarada intends to approach the New South Wales Supreme Court for orders in connection with any adjournment of the Scheme Meeting and the Second Court Date, and will notify Ansarada Shareholders of the revised indicative timetable as soon as it has been confirmed.

Ansarada's Independent Directors, Mr Peter James, Ms Nancy Hobhouse, Mr David Pullini and Mr Stuart Clout, continue to unanimously recommend that Ansarada shareholders:²

- vote in favour of the Scheme, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of the Ansarada Shareholders; and
- vote in favour of the Carve-Out Transaction, subject to the Independent Expert continuing to conclude that the Carve-Out Transaction is not fair but reasonable to Ansarada Shareholders and that the Transaction overall is in the best interests of Ansarada Shareholders.

Subject to the same qualifications, each Ansarada Independent Director intends to vote in favour of the Scheme and the Carve-Out Transaction, for all Ansarada Shares held or controlled by them.

Samuel Riley will abstain from making a recommendation on the Scheme and the Carve-Out Transaction given his material personal interest in the Carve-Out Transaction and the commercially integrated nature of the Scheme and the Carve-Out Transaction. He will also be excluded from voting on the Scheme and the Carve-Out Transaction at the Meetings.

Further information

If you require further information or have questions in relation to the Scheme, the Carve-Out Transaction or the Explanatory Booklet, please visit the website at <https://boardroomlimited.com.au/agm/andgmscheme24> or contact the

¹ Datasite has entered into the Scheme Implementation Deed via DS Answer Pty Ltd, an entity that is wholly controlled by Datasite.

² You should note when considering this recommendation the interests of each Ansarada Independent Director in securities in Ansarada, including Ansarada Options, as set out in Sections 10.18 and 12.1 of the Explanatory Booklet.



Ansarada Shareholder Information Line on 1300 068 177 (within Australia) or +61 2 8023 5416 (outside Australia), Monday to Friday between 9:00am and 5:00pm (Sydney time) (excluding public holidays).

Unless otherwise indicated, capitalised terms have the meaning given to them in the Explanatory Booklet dated 12 April 2024.

This announcement was authorised for release by the Board of Ansarada Group Limited.

-ENDS-

Investor Enquiries

James Drake
Ansarada
investors@ansarada.com
+61 (0)491 218 941

Michael Brown
Pegasus Advisory
mbrown@pegasusadvisory.com.au
+61 (0)400 24 80 80

About Ansarada (ASX:AND)

Ansarada is a SaaS (Software-as-a-Service) Platform with products used by the world's top companies, advisors and governments to govern their most critical information and processes in Deals and Transaction Management, Board Management, Governance, Risk and Compliance and Infrastructure procurement. Ansarada enables organisations across the globe to be run more efficiently, with reduced risk and an increased ability to make fast confident decisions.

Ansarada is purpose-driven with a mission to help organisations be confident in every critical decision throughout their lifecycle so they can fully realise their potential.

For more information, please visit www.ansarada.com/investor-relations