

ASX Announcement

ASX: AND

28 August 2024

Scheme of Arrangement becomes legally effective

Ansarada Group Limited (ASX:AND) (**'Ansarada'** or **'Company'**) refers to the proposed acquisition by DS Answer Pty Ltd, 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'**) and the 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'**).

Ansarada confirms that it has lodged an office copy of orders made by the Supreme Court of New South Wales (**'Court'**) approving the Scheme with the Australian Securities and Investments Commission (**'ASIC'**) pursuant to section 411(10) of the *Corporations Act 2001* (Cth).

The Scheme is now Effective, and quotation of Ansarada Shares on the ASX will be suspended from the close of trading today. An office copy of the Court orders lodged with ASIC is attached to this announcement.

It is expected that implementation of the Scheme will occur on Friday, 6 September 2024 (**'Implementation Date'**). On the Implementation Date, Ansarada Shareholders, who have been recorded on Ansarada's share register as owning Ansarada Shares at 7:00pm (Sydney time) on Friday, 30 August 2024 (being the Record Date), will receive A\$2.50 cash consideration for each Ansarada Share held by them. The Carve-Out Transaction is also expected to complete on the Implementation Date (immediately prior to the implementation of the Scheme).

All dates and times are indicative only and are subject to change. Any changes will be announced through the ASX.

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 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

For personal use only



Issued: 27 August 2024 11:16 AM

JUDGMENT/ORDER

COURT DETAILS

Court	Supreme Court of NSW
Division	Equity
List	Corporations List
Registry	Supreme Court Sydney
Case number	2024/00114209

TITLE OF PROCEEDINGS

First Plaintiff	Ansarada Group Limited ACN 602586407
-----------------	-----------------------------------------

First

DATE OF JUDGMENT/ORDER

Date made or given	27 August 2024
Date entered	27 August 2024

TERMS OF JUDGMENT/ORDER

VERDICT, ORDER OR DIRECTION:

Hearing of Originating Process filed 26 March 2024. Second Court hearing.

- Black J grants leave to acquiring entity to appear under r 2.13 of Supreme Court (Corporations) Rules.

Affidavit evidence read. Exhibits marked.

Black J makes orders in accordance with the Order initialled by him and placed in the file.

THE COURT ORDERS THAT:

1 Pursuant to paragraph 411(4)(b) of the Corporations Act 2001 (Cth) (the Act), the scheme of arrangement between Ansarada Group Limited (Ansarada) and holders of fully paid ordinary shares in Ansarada, the terms of which are contained in Annexure 3 of Exhibit 1 tendered and marked in the proceeding (Scheme), be approved.

2 Pursuant to subsection 411(12) of the Act, Ansarada be exempt from compliance with subsection 411(11) of the Act in relation to the Scheme.

3 Ansarada lodge with the Australian Securities and Investments Commission a copy of the approved Scheme at the time of lodging a copy of these orders.

4 These orders be entered forthwith.

SEAL AND SIGNATURE

Signature Rebel Kenna
Capacity Principal Registrar
Date 27 August 2024

If this document was issued by means of the Electronic Case Management System (ECM), pursuant to Part 3 of the Uniform Civil Procedure Rules (UCPR), this document is taken to have been signed if the person's name is printed where his or her signature would otherwise appear.

PERSON PROVIDING DOCUMENT FOR SEALING UNDER UCPR 36.12

Name Ansarada Group Limited, Plaintiff 1
Legal representative Liam Prescott
Legal representative reference
Telephone 07 3246 4169

FURTHER DETAILS ABOUT Plaintiff(s)

First Plaintiff
Name Ansarada Group Limited
ACN 602586407
Address c/- DLA Piper Australia Level 22
1 Martin Place
SYDNEY NSW 2000
Telephone +61292868323
Fax
E-mail robert.sue@dlapiper.com
Client reference

Legal representative

Name Liam Prescott
Practicing certificate number 00031699
Address Waterfront Place Level 28
1 Eagle Street
BRISBANE CITY QLD 4000
DX address
Telephone 07 3246 4169
Fax
Email liam.prescott@dlapiper.com
Electronic service address liam.prescott@dlapiper.com

FURTHER DETAILS ABOUT (s)