

Ansarada Group Limited  
ACN 602 586 407  
ASX: AND

## Pre-Quotation Disclosure

The following information is required to be provided to ASX Limited (**ASX**) for release to the market in connection with the re-admission to the official list and official quotation of the fully paid ordinary shares in Ansarada Group Limited (formerly, thedocyard Limited) (the **Company**).

Unless otherwise defined, capitalised terms used in this notice have the meaning given to them in the Company's prospectus dated 30 October 2020 (**Prospectus**).

### 1. **Completion of the acquisition of Ansarada**

The Company confirms the satisfaction of the conditions precedent to, and the completion of, the acquisition of 100% of the issued capital of Ansarada NewCo Pty Ltd and the issue of 43,052,229 ordinary fully paid shares pursuant to the Merger Implementation Deed and Share Sale Deed the terms of which are discussed in the Prospectus.

### 2. **Compliance with recommendations of Corporate Governance Council**

The Company intends to follow all of the recommendations set by the ASX Corporate Governance Council (**ASX Recommendations**) from the date of its re-admission to the Official List of ASX, with the exception of:

- ASX Recommendation 2.4 which provides that the Board should be comprised of a majority of independent Directors;
- ASX Recommendation 4.1 which provides that the Board should have an audit committee that has at least three members; and
- ASX Recommendation 7.1 which provides that the Board should have a risk committee that has at least three members.

The Board will be comprised of four Directors, of whom two Directors are considered independent Non-Executive Directors (Peter James and David Pullini). Initially, Peter James and David Pullini will be the only members of the Audit and Risk Committee. The Company intends to appoint a third independent non-executive director in the short term, once a suitable candidate has been identified. The Board considers that its proposed composition, and the proposed composition of the Audit and Risk Committee, is appropriate in light of the Company's operations and size. All the Directors believe that they will be able to, individually and collectively, analyse the issues before them objectively and in the best interests of shareholders and in accordance with their duties as Directors.

### 3. **Confirmation of issue of unquoted options**

The Company confirms the issue of 8,758,281 unquoted options expiring on 4 December 2024 with an exercise price of \$2.15 per option.

#### 4. Escrowed shares

As described in Section 7.10 of the Prospectus, at the time the Company was admitted to the Official List of ASX in February 2020, ASX determined that certain Shares issued to Existing Shareholders, including entities associated with Stuart Clout, would be classified as “restricted securities” for the purposes of Chapter 9 of the ASX Listing Rules. As at the date of the Company’s re-admission to the Official List of ASX, 7,485,346 Shares and 120,000 performance shares are classified as “restricted securities” and subject to ASX mandatory escrow until 14 February 2022.<sup>1</sup>

In addition, certain shareholders identified in the Prospectus (being the **Escrowed Shareholders**) have entered into a voluntary escrow arrangements in relation to Shares they or entities they control hold at Completion (**Escrowed Shares**).

Under each voluntary escrow deed, the relevant Escrowed Shareholder is prevented from dealing in their Escrowed Shares for the applicable escrow period. The restriction on “dealing” is broadly defined and includes, among other things, to dispose of, or agree or offer to dispose of, the Escrowed Shares or any legal, beneficial or economic interest in the Escrowed Shares or to create or agree or offer to create any securities interest in the Escrowed Shares.

As at the date of the Company’s re-admission to the Official List of ASX, Escrowed Shares held by Escrowed Shareholders will be subject to the following voluntary escrow arrangements:

- 705,330 Shares will be subject to escrow until 8 January 2021;
- 7,772,392 Shares will be subject to escrow until 4:15pm on the 10<sup>th</sup> day after the release of the Company’s financial results for the half year ending 31 December 2020;
- 180,600 Shares will be subject to escrow until 8 July 2021;
- 21,288,792 Shares will be subject to escrow until 4:15pm on the 10<sup>th</sup> day after the release of the Company’s audited financial results for the year ending 30 June 2021;
- 3,497,761 Shares will be subject to escrow until 4:15pm on the 10<sup>th</sup> day after the release of the Company’s financial results for the half year ending 31 December 2021; and
- 13,114,712 Shares will be subject to escrow until 4:15pm on the 10<sup>th</sup> day after the release of the Company’s audited financial results for the year ending 30 June 2022.<sup>1</sup>

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<sup>1</sup> As described in section 7.10 of the Prospectus, entities associated with Stuart Clout have entered into a voluntary escrow deed in respect of 75% of the Escrowed Shares held by them, which will extend the escrow period in respect of those Shares from the end of the ASX mandatory escrow period until 4:15pm on the 10th day after the release of the Company’s audited financial results for the year ending 30 June 2022.

## 5. Capital structure following Completion

The Company's capital structure following Completion is as follows:

Description	Number of securities
Ordinary shares	88,700,825
Performance shares <sup>2</sup>	120,000
Options exercisable for \$1.67 on or after 4 July 2021 and on or before 4 July 2023	1,500,004
Options exercisable at \$2.00 on or before 4 September 2023	300,767
Options exercisable at \$2.15 on or before 4 December 2024	8,758,281
Legacy employee share ownership plan options	59,960

<sup>2</sup> As described in section 6.3.4.4 of the Prospectus, the Company intends to seek shareholder approval the buy-back and/or cancellation of the 120,000 performance shares issued to Stuart Clout following Completion for nominal consideration.