

ASX Announcement

ASX: AND

21 August 2024

Results of Scheme and General Meetings

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 is pleased to announce that:

- at the General Meeting held earlier today, the resolution to approve the Carve-Out Transaction (the '**Carve-Out Resolution**'), as set out in the Notice of General Meeting included in the Explanatory Booklet, was passed by the Requisite Majority of Ansarada Shareholders; and
- at the Scheme Meeting held earlier today pursuant to the orders made on 15 July 2024 by the Supreme Court of New South Wales ('**Court**'), the resolution to approve the Scheme (the '**Scheme Resolution**'), as set out in the Notice of Scheme Meeting included in the Explanatory Booklet, was passed by the Requisite Majority of Ansarada Shareholders.

Voting results for the Scheme Meeting and General Meeting

In accordance with ASX Listing Rule 3.13.2 and section 251AA(2) of the *Corporations Act 2001* (Cth), the outcome of the Carve-Out Resolution, the Scheme Resolution and a summary of the proxies received in respect of the resolutions considered for each of the Meetings are attached.

In summary:

- The Carve-Out Resolution was passed by the Requisite Majority of Ansarada Shareholders with:
 - 99.98% of votes cast by Ansarada Shareholders in favour of the Carve-Out Resolution; and
 - 96.70% of Ansarada Shareholders present and voting at the General Meeting (either in person or by proxy) in favour of the Carve-Out Resolution.
- The Scheme Resolution was passed by the Requisite Majority of Ansarada Shareholders with:
 - 99.98% of votes cast by Ansarada Shareholders in favour of the Scheme Resolution; and
 - 96.70% of Ansarada Shareholders present and voting at the Scheme Meeting (either in person or by proxy) in favour of the Scheme Resolution.

Next Steps

The Scheme remains subject to the approval of the Court at a hearing that has been scheduled at 9.15am (Sydney time) on Tuesday, 27 August 2024 ('**Second Court Hearing**') and certain other conditions precedent which are described in the Explanatory Booklet. If the outstanding conditions precedent are satisfied or waived (if applicable) prior to the Second Court Hearing, and the Court approves the Scheme, Ansarada proposes to lodge the orders of the Court with the Australian Securities and Investments Commission (which is expected to occur on Wednesday, 28 August 2024), at which time the Scheme will become Effective.



Following this, it is expected that Ansarada Shares will be suspended from trading on the ASX from close of trading on Wednesday, 28 August 2024, and the Scheme will be implemented on Friday, 6 September 2024 (**'Implementation Date'**). 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-

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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

**Ansarada Group Limited
General Meeting
Wednesday, 21 August 2024
Results of 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.

Resolution details		Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll (where applicable)			Resolution Result	If s250U applies
Resolution	Resolution Type	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried	
1. That, subject to and interdependent with the Scheme becoming Effective, for the purposes of ASX Listing Rule 10.1 and Chapter 2E of the Corporations Act and for all other purposes, approval is given for the Carve-Out Transaction described in the Explanatory Booklet and the transactions and arrangements under the Carve-Out Transaction Documents to give effect to the Carve-Out Transaction.	Ordinary	65,193,985 99.90%	14,789 0.02%	50,068 0.08%	5,145	65,295,595 99.98% 205 96.70%	14,789 0.02% 5 2.36%	5,145 2 0.94%	Carried	NA

* Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.

**Ansarada Group Limited
Scheme Meeting
Wednesday, 21 August 2024
Results of 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.

Resolution details		Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll (where applicable)			Resolution Result	If s250U applies
Resolution	Resolution Type	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried	
2. That, subject to and conditional on the Carve-Out Resolution being approved by the Requisite Majority of Ansarada Shareholders, pursuant to and in accordance with section 411 of the Corporations Act: (a) the Scheme (the terms of which are contained in and more particularly described in the Explanatory Booklet of which this Notice of Scheme Meeting forms part), is approved (with or without alterations or conditions as approved by the Court to which Ansarada and Datasite BidCo agree) ; and (b) the directors of Ansarada are authorised, subject to the terms of the Scheme Implementation Deed, to (i) agree to such modifications, alterations or conditions as are thought fit by the Court, and (ii) subject to approval of the Scheme by the Court, implement the Scheme with any such modifications, alterations or conditions.	Special	65,068,281 99.84%	13,789 0.02%	91,319 0.14%	100,145	65,211,142 99.98% 205 96.70%	13,789 0.02% 4 1.89%	100,145 3 1.42%	Carried	NA

* Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.