

ANSARADA GROUP LIMITED

ACN 602 586 407

NOTICE OF SCHEME MEETING

A Scheme Meeting of the shareholders of Ansarada Group Limited will be held on Friday, 14 June 2024 at 11:00am (AEST), or as soon as reasonably practicable after the conclusion or adjournment of the General Meeting (whichever time is later), and can be attended either in person at Level 2, 80 George Street, The Rocks NSW 2000 Australia or online at <https://web.lumiagm.com/387745037>

This Notice of Scheme Meeting should be read in its entirety. If you are in any doubt as to how to deal with this document, you should consult your financial, legal, accounting, taxation or other professional adviser immediately.

Should you wish to discuss any matter please do not hesitate to 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 (AEST) (excluding public holidays).

Ansarada Group Limited
ACN 602 586 407

NOTICE OF SCHEME MEETING

Notice is hereby given that, by an order of the Supreme Court of New South Wales (**Court**) made on 12 April 2024 pursuant to section 411(1) of the Corporations Act, a meeting of the holders of ordinary shares in Ansarada will be held on Friday, 14 June 2024 at 11:00am (AEST), or as soon as reasonably practicable after the conclusion or adjournment of the General Meeting (whichever time is later), and can be attended either in person at Level 2, 80 George Street, The Rocks NSW 2000 Australia or online at <https://web.lumiagm.com/387745037> (**Scheme Meeting**).

Chair

The Court has directed that Peter James, or failing him, David Pullini, act as Chair of the Scheme Meeting and has directed the Chair to report the results of the Scheme Meeting to the Court.

Venue

The Scheme Meeting will be held as a hybrid meeting which can be attended by Ansarada Shareholders and duly appointed proxies, attorneys and corporate representatives of Ansarada Shareholders in person or online. Details on how to attend are set out in the Explanatory Notes below.

Voting Entitlements

The Court has ordered that, for the purposes of the Scheme Meeting, the persons eligible to vote at the Scheme Meeting are those who are registered as Ansarada Shareholders as at 7.00pm (AEST) on Wednesday, 12 June 2024. Accordingly, registrable transmission applications or transfers registered after this time will be disregarded in determining entitlements to vote at the Scheme Meeting.

Purpose of Meeting

The purpose of the Scheme Meeting is to consider and, if thought fit, to agree to a scheme of arrangement (with or without modifications, alterations or conditions as required by the Court to which Ansarada and Datasite BidCo agree) proposed to be made between Ansarada and Ansarada Shareholders (the **Scheme**).

To enable you to make an informed voting decision, important information on the Scheme, a copy of the Scheme and a copy of the explanatory statement required by section 412 of the Corporations Act in relation to the Scheme are contained in the Explanatory Booklet (of which this Notice of Scheme Meeting forms part).

Additional information about the Scheme Meeting is set out in the Explanatory Notes that accompany and form part of this Notice of Scheme Meeting. Unless otherwise defined, capitalised terms used in this Notice of Scheme Meeting have the same meaning as set out in the Glossary of the Explanatory Booklet.

Agenda

Resolution 1 – Approval of the Scheme

To consider and if, thought fit, to pass, with or without amendment, the following resolution in accordance with section 411(4)(a)(ii) of the Corporations Act:

“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."

Dated 12 April 2024

By order of the Court and the Ansarada Board

EXPLANATORY NOTES

Introduction

These Explanatory Notes have been prepared for the information of Ansarada Shareholders in connection with the business to be conducted at the Scheme Meeting at 11:00am (AEST) on Friday, 14 June 2024 at Level 2, 80 George Street, The Rocks NSW 2000 Australia, and online at <https://web.lumiagm.com/387745037>.

These Explanatory Notes should be read in conjunction with the Notice of Scheme Meeting and the Explanatory Booklet (of which the Notice of Scheme Meeting forms part).

Any changes to the Scheme Meeting will be communicated to Ansarada Shareholders electronically via Ansarada's ASX platform.

A copy of the Scheme is set out in Annexure 3 of the Explanatory Booklet.

Requisite majority

In order for the Scheme to become Effective, the Scheme Resolution set out in the Notice of Scheme Meeting must be passed at the Scheme Meeting by:

- unless the Court orders otherwise, a majority of the number (i.e. more than 50%) of Ansarada Shareholders present and voting (whether in person or by proxy, attorney or, in the case of corporate shareholders, a corporate representative) at the Scheme Meeting; and
- at least 75% of the votes cast on the Scheme Resolution (whether in person or by proxy, attorney or, in the case of corporate shareholders, a corporate representative).

The Court has the discretion under section 411(4)(a)(ii)(A) of the Corporations Act to approve the Scheme if it is approved by at least 75% of the votes cast on the resolution but not by a majority in number of Ansarada Shareholders (other than excluded shareholders) present and voting at the Scheme Meeting.

Voting at the Scheme Meeting will be by poll rather than by a show of hands.

Participating in the Scheme Meeting

1 Participating in person

Registration will open 60 minutes prior to the start of the Scheme Meeting (both in-person and virtually), so that the shareholding of persons attending can be checked against the Ansarada Register or any power of attorney or form of appointment of corporate representative verified, and their attendance noted.

2 Participating virtually

Ansarada Shareholders and their proxies, attorneys or corporate representatives will be able to participate in and vote at the Scheme Meeting via the online platform from their computer or mobile device by entering the URL in their browser: <https://web.lumiagm.com/387745037>.

The online platform will allow eligible Ansarada Shareholders and their proxies, attorneys or corporate representatives to listen to the Scheme Meeting live, ask questions and cast a vote in real time at appropriate times during the Scheme Meeting.

Ansarada Shareholders will need their Voting Access Code (VAC), located on the Proxy Form, to participate in the Scheme Meeting virtually.

Attorneys and corporate representatives

Attorneys and corporate representatives will need the Voting Access Code (VAC) of the Ansarada Shareholder they are representing.

Proxies

Proxies will need the Voting Access Code (VAC) as shown on their Proxy Form.

Further information regarding participating in the Scheme Meeting electronically, including browser requirements, is detailed in the Online Voting Guide which accompanies the Explanatory Notes in the Notice of General Meeting, and which is also available on the website at <https://boardroomlimited.com.au/agm/andgmscheme24>.

Registration will open 1 hour (60 minutes) prior to the Scheme Meeting. We recommend logging on to the online platform at least 15 minutes prior to the scheduled start time for the Scheme Meeting.

3 Updates to the current arrangements

Ansarada may be required to make changes to the arrangements for the Scheme Meeting. If there are any updates Ansarada will ensure that Ansarada Shareholders are given as much notice as possible. Please monitor Ansarada's website and ASX announcements, where updates will be provided if it becomes necessary or appropriate to make alternative arrangements for the holding or conduct of the Scheme Meeting.

4 Technical assistance

If you require technical assistance on the day of the Scheme Meeting please call 1300 068 177 (within Australia) or +61 2 8023 5416 (outside Australia).

5 How to ask questions?

Ansarada Shareholders will have a reasonable opportunity to ask questions during the Scheme Meeting (whether in person or through the online meeting platform).

Ansarada Shareholders who prefer to register questions in advance are invited to do so by emailing their questions to enquiries@boardroomlimited.com.au prior to 10:00am (AEST) on Wednesday, 12 June 2024.

Ansarada Shareholders are requested to restrict themselves to two questions or comments initially, and further questions will be considered if time permits. Questions and comments may be moderated to avoid repetition and to make them more concise.

The Chair of the Scheme Meeting will endeavour to address as many of the more frequently raised relevant questions as possible during the course of the Scheme Meeting. However, there may not be sufficient time available during the Scheme Meeting to address all of the questions raised.

Court approval

In accordance with section 411(4)(b) of the Corporations Act, the Scheme (with or without alteration or conditions) is subject to approval of the Court. If the Scheme Resolution is approved by the Requisite Majorities described above, and the other conditions precedent to the Scheme (other than approval by the Court) are satisfied, or waived (if applicable), by the time required under the Scheme, Ansarada intends to apply to the Court for the necessary orders to give effect to the Scheme.

In order for the Scheme to become Effective, it must be approved by the Court and an office copy of the orders of the Court approving the Scheme must be lodged with ASIC.

How to vote

Ansarada Shareholders entitled to vote at the Scheme Meeting can vote:

- by attending the Scheme Meeting in person at Level 2, 80 George Street, The Rocks NSW 2000 Australia or online via the online platform (details of which are set out above); or
- by appointing a proxy using the Proxy Form, attorney or corporate representative to attend the Scheme Meeting in person or virtually and vote on their behalf.

Ansarada Shareholders should contact 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 (AEST) (excluding public holidays) with any queries regarding the number of Ansarada Shares held, how to vote at the Scheme Meeting or how to vote by proxy.

1 Voting in person

To vote in person, attend the Scheme Meeting on the date and at the place set out above. The Scheme Meeting will commence at 11:00am (AEST).

As noted above registration will open 60 minutes prior to the start of the Scheme Meeting.

2 Voting by proxy

An Ansarada Shareholder entitled to attend and vote at the Scheme Meeting can vote by proxy. Instructions on how to complete and lodge the Proxy Form are included on the form and further details about how to appoint a proxy and where to find a Proxy Form are set out below.

An Ansarada Shareholder who is entitled to attend and cast two or more votes at the Scheme Meeting is entitled to appoint not more than two proxies to attend and vote on their behalf. Each proxy will have the right to vote on the resolution to be put to the Scheme Meeting and also to speak at the Scheme Meeting. The appointment of a proxy may specify the proportion or the number of votes the proxy may exercise on the Ansarada Shareholder's behalf. Where more than one proxy is appointed, and if the appointment does not specify the proportion or number of Ansarada Shareholder votes each proxy may exercise, each proxy may exercise half of the votes. A proxy need not be an Ansarada Shareholder.

If a proxy is not directed how to vote on any item of business, the proxy may vote or abstain from voting, as the proxy thinks fit. If a proxy is instructed to abstain from voting on an item of business, that person is directed not to vote on the shareholder's behalf on the poll, and the Ansarada Shares the subject of the proxy appointment will not be counted in computing the required majority.

Ansarada Shareholders who appoint a proxy but do not nominate the identity of their proxy will be taken to have appointed the Chair of the Scheme Meeting as their proxy to vote on their behalf. If a Proxy Form is lodged and the Proxy Form specifies the way the proxy is to vote on the Scheme Resolution but the nominated proxy is either not recorded as attending the Scheme Meeting or does not vote on the Scheme Resolution, the Chair of the Scheme Meeting will act in place of the nominated proxy and vote in accordance with the directions.

Proxy appointments in favour of, or which default, to the Chair of the Scheme Meeting which do not contain a direction as to how to vote will be voted in favour of the Scheme Resolution in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interest of Ansarada Shareholders. An ASX announcement will be released if the Chair changes their voting intention.

If you appoint a proxy, you may still attend the Scheme Meeting. Please note that if you appoint a proxy and attend the Scheme Meeting, your proxy's authority to vote will not be suspended while you are present. However, you may still vote on the Scheme Resolution. If you do so and your proxy also votes, your vote will be counted and your proxy's will not.

3 Appointing a proxy

Ansarada Shareholders who are unable to attend the Scheme Meeting are strongly encouraged to appoint a proxy to attend the Scheme Meeting and vote on their behalf or submit their votes by proxy instead.

Online

Ansarada Shareholders who have elected to receive communications electronically will receive a Notice of Scheme Meeting email providing them the opportunity to vote and/or appoint a proxy online.

Proxy voting can be lodged online at <https://www.votingonline.com.au/andscheme24> by following the below instructions:

Login to Boardroom Pty Limited's website using the Voting Access Code (VAC) as shown on the Proxy Form. Click on 'Meetings'. To use the online lodgement facility, Ansarada Shareholders who have not elected to receive notices of meetings electronically will need their Voting Access Code (VAC) as shown on the front of the Proxy Form. Ansarada Shareholders who have received a personalised link will need their postcodes or, in the case of overseas Shareholders, their country code.

You will be taken to have signed a Proxy Form and appointed a proxy if you submit your proxy online in accordance with the instructions on the website. Please read the instructions for online proxy submissions carefully before you lodge your proxy.

The online proxy appointment must be received by the Share Registry by no later than 10:00am (AEST) on Wednesday, 12 June 2024 (being 48 hours before the General Meeting) to be effective. Proxy Forms received later than this time will be invalid.

Hard copy

Ansarada Shareholders who have not elected to receive communications electronically will receive a letter which includes a hard copy of the Proxy Form and a reply-paid envelope.

Ansarada Shareholders may appoint a proxy by completing and returning the Proxy Form to the Share Registry by either posting it in the reply-paid envelope provided (only for use in Australia) or by sending, delivering, faxing or lodging it online as follows:

In Person:

Boardroom Pty Limited
Level 8, 210 George Street
Sydney NSW 2000 Australia

By mail:

Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2000 Australia

By email:

proxy@boardroomlimited.com.au

By facsimile:

+61 2 9290 9655

Lodge online: <https://www.votingonline.com.au/andscheme24>

See Online instructions above.

Mobile device:

Scan the QR code on your Proxy Form and follow the prompts. You will need your Voting Access Code (VAC) as shown on your Proxy Form.

The signed Proxy Form (and an original or certified copy of any power of attorney under which it has been signed, unless already provided) must be received by the Share Registry by no later than 10:00am (AEST) on Wednesday, 12 June 2024 (being 48 hours before the General Meeting) to be effective. Proxy Forms received later than this time will be invalid.

For further information on proxy voting, please refer to the Proxy Form.

4 Appointing a corporate representative

An Ansarada Shareholder or proxy, which is a body corporate, may appoint an individual to act as its representative to vote at the Scheme Meeting. The appointment must comply with section 250D of the Corporations Act. If a representative of an Ansarada Shareholder or proxy, which is a body corporate is to participate in and vote at the Scheme Meeting the appropriate 'Appointment of Corporate Representative' form will need to be received by the Share Registry along with an original or certified copy of any power of attorney under which it is signed prior to the Scheme Meeting. An 'Appointment of Corporate Representative' form may be obtained from Boardroom Pty Limited or online at <https://boardroomlimited.com.au/investor-forms/> under <https://boardroomlimited.com.au/wordpress/wp-content/uploads/2021/05/Appointment-of-Corporate-Representative.pdf>.

If a representative of an Ansarada Shareholder or proxy which is a body corporate is to attend the Scheme Meeting, the appropriate "Appointment of Corporate Representative" form will need to be produced prior to admission along with an original or certified copy of any power of attorney under which it is signed.

Unless otherwise specified in the appointment, a representative acting in accordance with his or her authority, until it is revoked by the body corporate Ansarada Shareholder, is entitled to exercise the same powers on behalf of that body corporate as that body corporate could exercise at a meeting or in voting on a resolution.

5 Appointing an attorney

Ansarada Shareholders who wish to vote by attorney at the Scheme Meeting should, if they have not already presented an appropriate power of attorney to Ansarada, deliver to the Share Registry a certified copy of the original power of attorney no later than 10:00am (AEST) on Wednesday, 12 June 2024 (being 48 hours before the commencement of the General Meeting).

Joint holders

In the case of Ansarada Shares held by joint holders, only one of the joint holders is entitled to vote at the Scheme Meeting. If more than one Ansarada Shareholder votes in respect of jointly held Ansarada Shares, the vote of the senior who tenders a vote must be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority is determined by the order in which the names stand in the Share Register.

Technical difficulties at the Scheme Meeting

Technical difficulties may arise during the course of the Scheme Meeting. The Chair of the Scheme Meeting has discretion as to whether and how the Scheme Meeting should proceed in the event that a technical difficulty arises. In exercising this discretion, the Chair of the Scheme Meeting will have regard to the number of Ansarada Shareholders impacted and the extent to which participation in the business of the Scheme Meeting is affected.

Where the Chair of the Scheme Meeting considers it appropriate, the Chair of the Scheme Meeting may continue to hold the Scheme Meeting and conduct business, including conducting a poll and voting in accordance with valid proxy instructions.

Advertisement

Where the Notice of Scheme Meeting is advertised unaccompanied by the Explanatory Booklet, a copy of the Explanatory Booklet can be obtained by anyone from ASX's website (www.asx.com.au) or from Ansarada website (<https://www.ansarada.com.au/>) or by contacting the Share Registry.

Further information for Ansarada Shareholders

If you have any questions, 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 (AEST) (excluding public holidays).