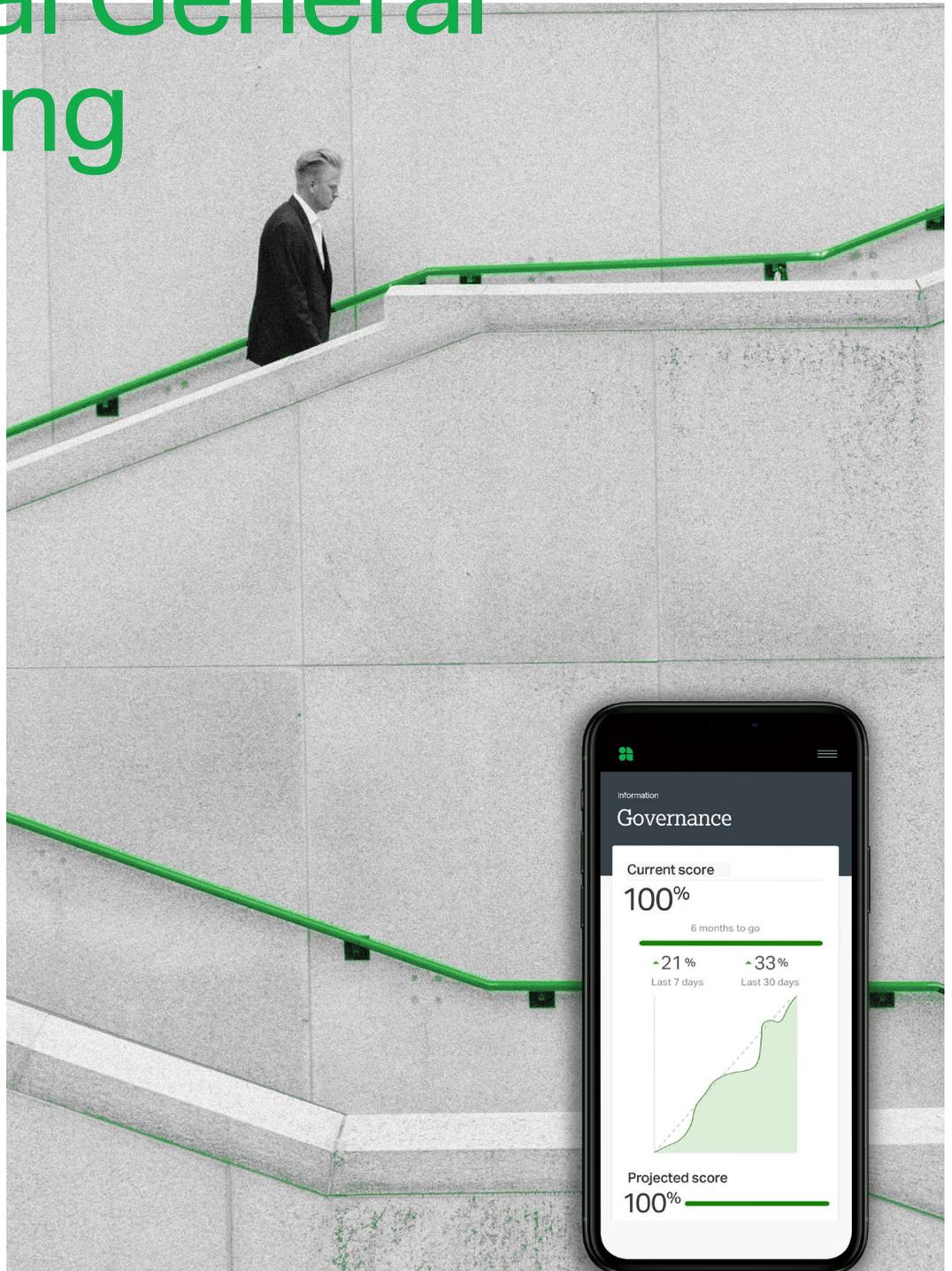


Notice of Annual General Meeting



Notice Of Annual General Meeting

**Annual General Meeting of the
Company to be held on
Friday 29 January 2020
at 11.00am (AEDT)**

To facilitate a meeting that is safe, inclusive and cost effective, the Meeting will be held virtually only and will not be held physically. This measure is being adopted to ensure compliance with the Australian Government's restrictions on public gatherings and the safety of Shareholders due to the COVID-19 pandemic.

*The Company strongly encourages Shareholders to vote prior to the Meeting, even if they intend to participate in the Meeting online. Proxy forms for the meeting can be found attached to this notice and should be completed and lodged with the Company before **11am (AEDT) on Wednesday 27 January 2021.***

*Shareholders can also submit any questions in advance of the Meeting by emailing the questions to cosec@emersonoperations.com.au by no later than **5.00pm (AEDT) on Friday 22 January 2021.***

The business of the Meeting affects your shareholding and your vote is important. This Notice of Meeting and the accompanying Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their stockbroker, investment advisor, accountant, solicitor or other professional adviser prior to voting.

Letter to Shareholders

29 December 2020

Dear Shareholders,

ANNUAL GENERAL MEETING 2020

The Annual General Meeting (**AGM** or **Meeting**) of Ansarada Group Limited (ASX: AND) will be held at **11.00am (AEDT) on Friday 29 January 2021**. Due to COVID-19 restrictions on public gatherings, the Meeting will be held virtually and there will not be a physical meeting where shareholders can attend.

In accordance with subsection 5(1)(f) of the Corporations (Coronavirus Economic Response) Determination (No. 3) 2020 made by the Commonwealth Treasurer on 21 September 2020, the Company will not be dispatching physical copies of the AGM Notice. Instead the AGM Notice of Meeting and accompanying explanatory statements (**Meeting Materials**) are being made available to shareholders electronically. This means that:

- you can access the Meeting Materials and Online User Guide (voting) online at the Company's website <https://www.ansarada.com/investor-relations>
- if the share registry does not have your email address on file, a proxy form and reply-paid envelope will be mailed to your nominated address.

Shareholders can listen and participate in the audio Meeting using the online platform at <http://web.lumiagm.com> or via the Lumi AGM app through a computer or mobile device. The ID number of the Meeting is: **383204008**. More details relating to this are contained in the Meeting Materials and Online User Guide.

Shareholders should note that items 1 and 2 – Financial Statements and Remuneration Report relate to thedocyard Limited prior to the Merger and do not relate to the merged Company.

Your participation at the Meeting via the online platform will be both welcome and appreciated by your Directors. Participating in the Meeting online enables all Shareholders to listen to the meeting live, ask text-based questions and cast votes in the real time poll at the appropriate times during the Meeting. Shareholders should refer to the Notice of Meeting and Online User Guide for more information.

If you are unable to participate at the meeting, a proxy voting form is enclosed for your use. Online proxies and proxy voting forms must be received **no later than 11.00am (AEDT) on Wednesday 27 January 2021**.

Voting on all resolutions will be available during the Meeting and the results of all resolutions will be published to the ASX shortly after the close of Meeting.

Shareholders can submit any questions in advance of the Meeting by emailing the questions to cosec@emersonoperations.com.au no later than 5.00pm (AEDT) on Friday 22 January 2020.

I look forward to your participation in the Meeting.

Yours sincerely,



Peter James
Chair



Notice of Annual General Meeting

Notice of Class Meeting of Preference Shareholders

Notice is given that the Annual General Meeting (**AGM** or **Annual General Meeting**) and Class Meeting of Performance Shareholders (**Class Meeting**) of Ansarada Group Limited ACN 602 586 407 (Company) will be held concurrently at 11:00am (AEST) on Friday 29 January 2021 (**Meetings**).

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Meetings. The Explanatory Statement and the Proxy Form form part of this Notice of Meeting.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

Agenda

Part A – Consideration of financial statements and reports

“To receive and to consider the Annual Financial Report of the Company for the financial year ended 30 June 2020 together with the declaration of the Directors, the Directors’ Report, the Remuneration Report and the Auditor’s Report for that financial year.”

Note: this item of ordinary business for the AGM is for discussion only and is not a resolution.

Pursuant to the Corporations Act 2001 (Cth) (**Corporations Act**), Shareholders will be given reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

All Shareholders can view the Annual Financial Report which contains the Financial Report for the year ended 30 June 2020 on the Company’s website at <https://www.ansarada.com/investor-relations>.

Part B – Items for approval

Remuneration Report

Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution at the Annual General Meeting:

“That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company’s Annual Financial Report for the financial year ended 30 June 2020.”

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement: In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company’s key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report (**KMP**), or any of that person’s Closely Related Parties (such as close family members and any controlled companies of those persons) (collectively referred to as **Restricted Voters**). However, the Company need not disregard a vote if:

- a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and
- b) it is not cast on behalf of a Restricted Voter.

If you appoint the person chairing the Meeting (**Chair**) and you are not a Restricted Voter, by submitting the Proxy Form you authorise the person chairing the Meeting to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 1. If you do not want your vote exercised in favour of Resolution 1, you should direct the person chairing the Meeting to vote “against”, or to abstain from voting on, this Resolution.



Election of Directors

Resolution 2 – Election of Director – Stuart Clout

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution at the Annual General Meeting:

“That, pursuant to and in accordance with ASX Listing Rule 14.5, the Constitution and for all other purposes, Mr Stuart Clout, a Director of the Company, retires by rotation, and, being eligible, is elected as a Director.”

Change of auditor

Resolution 3 – Change of auditor

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution at the General Meeting:

“That KPMG, having consented in writing and been duly nominated in accordance with Section 328B(1) of the Corporations Act 2001, be appointed as auditor of the Company (provided that the Australian Securities and Investments Commission has provided its consent for the current auditor, HBL Mann Judd Assurance (NSW) Pty Ltd to resign as auditor of the Company as at the date of the Meeting, and subject only to receipt of that consent).”

Cancellation of Performance Shares held by Stuart Clout

Resolution 4 – Cancellation of Performance Shares held by Stuart Clout as a selective reduction of capital

To consider and, if thought fit, to pass with or without amendment, as a special resolution both of the General Meeting and of the Class Meeting of Performance Shareholders, the following:

“That, for the purposes of Part 2J.1 of the Corporations Act and for all other purposes, and with effect from the date this resolution is passed, the 120,000 Performance Shares held by Stuart Clout (being all Performance Shares on issue in the Company), be cancelled for nil consideration as a selective reduction of capital.”

BY ORDER OF THE BOARD



Ms Marika White
Company Secretary

Information on voting

Shareholders should read the Notice of Meeting and this Explanatory Statement carefully before deciding how to vote on the Resolutions.

ASX takes no responsibility for the contents of the Notice of Meeting or this Explanatory Statement.

Eligibility to vote

In accordance with the regulation 7.11.37 of the Corporations Regulations 2001(Cth), ASX Settlement Operating Rule 5.6.1 and the Constitution, a person's entitlement to vote at the Meeting will be determined by reference to the number of Shares registered in the name of that person (reflected in the register of members) as at 7.00pm (AEDT) on Wednesday 27 January 2021.

Proxies

A Proxy Form is enclosed with the Notice of Meeting. This is to be used by Shareholders if they wish to appoint a representative (a "proxy") to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions detailed in the Proxy Form. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- a proxy need not be a Shareholder;
- a Shareholder may appoint a body corporate or an individual as its proxy;
- a body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body corporate may exercise as the Shareholder's proxy; and
- Shareholders entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

Completed Proxy Forms must be received by the Company no later than 11.00am (AEDT) on Wednesday 27 January 2021 being at least 48 hours before the Meeting.

The Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

If you have been nominated as a third-party proxy, or for any enquiries relating to virtual participation, please contact the Company's Share Registry on 1300 737 760 (within Australia) and +61 9290 9600 (outside Australia).

Proxy Forms

To be effective, the Proxy Form must be completed, signed and lodged (together with the relevant original power of attorney or a certified copy if the proxy is signed by an attorney) with the Company's Share Registry no later than 11.00am (AEDT) on Wednesday 27 January 2021 (**Proxy Deadline**) at the address below or submitted electronically:

Boardroom Pty Limited
GPO Box 3993, Sydney NSW 2001
Level 12, 225 George Street, Sydney NSW 2000
Fax: +61 9290 9655

Lodge electronically by going online at: <https://www.votingonline.com.au/ansaradaagm2021>

If you require an additional Proxy Form, contact the Company's Share Registry on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia), who will supply it on request.

Shareholders are encouraged to submit their voting forms online. If you wish to post a Proxy Form, please be aware of current postal timeframes, including the possibility of delays due to COVID-19 regulations and reduced frequency of deliveries.



Participating and Voting Online During the Meeting

Due to COVID-19 restrictions on public gatherings and the temporary modifications to the Corporations Act under the *Corporations (Coronavirus Economic Response) Determination (No. 3) 2020 (Cth)* the Meeting will be held virtually and there will not be a physical meeting where Shareholders can attend. Shareholders can listen and participate in the Meeting via the online platform by using:

- **Computer by entering the following URL in your browser:** <https://web.lumiagm.com>
- **Mobile device - by entering the following URL in your browser:** <https://web.lumiagm.com> or by using the Lumi AGM app.

The meeting ID for the Meeting is: **383204008**

The **username** is your Voter Access Code (which can be located on the front of your Proxy Form or on your Notice of Meeting email).

Your **password** is your postcode registered on your holding if you are an Australian shareholder. Overseas shareholders should refer to the Online Voting User Guide.

If you have been nominated as a third-party proxy, or for any enquiries relating to virtual participation, please contact the Company's Share Registry on 1300 737 760 (within Australia) and +61 9290 9600 (outside Australia).

Shareholders will be able to log in to the online platform from 10.00am (AEDT) on the date of the Meeting.

Participating in the Meeting online enables shareholders to listen to the Meeting live, ask text-based questions and cast votes in the real time poll at the appropriate times during the Meeting.

Further information on how to participate virtually is set out in this Notice of Meeting and in the Online Voting User Guide available online at <https://www.ansarada.com/investor-relations>.

Shareholders are also strongly encouraged to lodge their Proxy Forms before the Proxy Deadline even if they are participating in the Meeting online. If you do not intend, or are unable to participate in, the Meeting online, please lodge your Proxy Forms before the Proxy Deadline.

Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the Meetings.

This Explanatory Statement should be read in conjunction with and forms part of the Notice of Meeting. The purpose of this Explanatory Statement is to provide information to Shareholders in deciding whether or not to pass the Resolutions.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

A Proxy Form is located at the end of this Explanatory Statement.

Ordinary business

Financial statements and reports

In accordance with the Constitution and the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2020 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

Shareholders may view the Company's Annual Financial Report on its website at <https://www.ansarada.com/investor-relations>.

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

The Company's auditor will be present at the Meeting. During the discussion of this item, the auditor will be available to answer questions on the:

- conduct of the audit;
- preparation and content of the Auditor's Report;
- accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- independence of the auditor in relation to the conduct of the audit.



Resolutions

Remuneration Report

Resolution 1 – Adoption of Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report for the financial year ending 30 June 2020 as disclosed in the Company's Annual Financial Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's Annual Financial Report and is also available on the Company's website at <https://www.ansarada.com/investor-relations>.

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report at the Meeting (subject of this Notice of Meeting), and then again at the 2021 Annual General Meeting (**2021 AGM**), the Company will be required to put to the vote a resolution (**Spill Resolution**) at the 2021 AGM to approve the calling of a further meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of the 2021 AGM. All the Directors who were in office when the 2020 Directors' Report was approved, other than the Managing Director, will (if desired) need to stand for re-election at the Spill Meeting.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to KMPs (including Directors) and sets out remuneration details, service agreements and the details of any share-based compensation.

Important: The Remuneration Report relates to thedocyard Limited prior to the Merger and does not relate to the merged Company. Information regarding the remuneration arrangements to the merged group was provided at the EGM held on 24 November 2020.

Voting exclusion

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters must not vote on this Resolution and must not cast a vote as proxy, unless the appointment gives a direction on how to vote, or the proxy is given to the Chair and you submit the Proxy Form, authorising the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP and that in doing so you will be taken to have directed the Chair to vote in accordance with the Chair's stated intention to vote in favour of Resolution 1. Shareholders are urged to carefully read the Proxy Form and to provide a direction to the proxy on how to vote on this Resolution.

Directors' recommendation

The Board of Directors recommend that Shareholders vote in favour of this Resolution.

Election of Director

Resolution 2 – Election of Director – Stuart Clout

General

ASX Listing Rule 14.5 provides that an election of Directors must be held at each Annual General Meeting (**AGM**).

Clause 9.2(b) of the Constitution states that if no Director would otherwise be required to retire pursuant to clause 9.2(a) of the Constitution, but the ASX Listing Rules require that an election of Directors be held at an annual general meeting, the Director to retire at that meeting is any Director who wishes to retire and offer himself or herself for re-election, otherwise it is:

- the Director who has held office as a director the longest period of time since his or her last election or appointment to that office; or
- if two or more Directors have held office for the same period of time, the Director determined by lot, unless those Directors agree otherwise.

Stuart Clout has served as Managing Director since 29 October 2014 and was previously exempt from retirement by rotation. As a result of the Merger, Stuart is now Chief Revenue Officer and an Executive Director, and accordingly seeks election.



Qualifications and other material directorships

Stuart founded thedocyard Limited and acted as CEO and Managing Director until the Merger.

Prior to founding thedocyard Limited, Stuart practiced as a corporate lawyer both in a large law firm partnership with Colin Biggers & Paisley in Sydney and in-house with the Tesco Group (Tesco), a fortune 100 company in London. Stuart has over 15 years' experience as a corporate transactional lawyer and is an admitted solicitor in both NSW and England and Wales. In private practice Stuart acted for a variety of large private and listed corporate clients, primarily on M&A and transactional matters. His focus at Tesco was on both corporate and commercial transactions. This deep experience both on advisor and client side is what led to the insights from which thedocyard Limited was born. The Board considers that this experience is valuable to the Company's growth and integration following the Merger.

Directors' recommendation

The Board (with Mr Clout abstaining) recommends that Shareholders vote in favour of this Resolution.

Change of auditor

Resolution 3 – Change of auditor

General

HLB Mann Judd Assurance (NSW) Pty Ltd (HLB), the Company's auditor since October 2019, has advised the Company that it has applied to the Australian Securities and Investments Commission (**ASIC**) for consent to resign as auditor of the Company with effect from the close of the Annual General Meeting or the commencement of the appointment of the new auditor (whichever occurs later). The consent of ASIC is required under the Corporations Act for HLB to resign as auditor. If ASIC does not grant its consent to the resignation, HLB will continue to hold office as the Company's auditor.

The Corporations Act requires the Company to obtain the approval of Shareholders for the appointment of KPMG as auditor of the Company.

In accordance with section 328B of the Corporations Act, John Finneran and Maria Finneran, joint shareholders of the Company, have nominated KPMG for appointment as auditor of the Company. A copy of the nomination is reproduced in Annexure A. KPMG has consented to the appointment and, as at the date of the Notice, has not withdrawn its consent. KPMG is the auditor of Ansarada NewCo and its operating companies, and the Board is satisfied that KPMG has the requisite skill and experience to be the auditor of the Company.

Directors' recommendation

The Board recommends that Shareholders vote in favour of this Resolution.

Cancellation of Performance Shares held by Stuart Clout

Resolution 4 – Cancellation of Performance Shares held by Stuart Clout as a selective reduction of capital

Background

On or about 13 November 2019, the board of thedocyard Limited resolved to approve the issue of 1,200,000 Performance Shares to Stuart Clout for the purpose of incentivising senior management.

In connection with the Merger, the 1,200,000 Performance Shares held by Stuart Clout were consolidated to 120,000 Performance Shares. These are currently the only Performance Shares on issue in the Company.

No capital was contributed upon issuance of the Performance Shares and there will be no impact on the capital of the Company, the Company's creditors or other Shareholders as a result of the Performance Shares being cancelled for nil consideration.

As a result of the Merger, the vesting criteria for the Performance Shares will not be met. As such, Stuart Clout has entered into a cancellation deed with the Company under which he has acknowledged that his Performance Shares have not vested and will not vest, and will be cancelled for nil consideration, subject to approval of the Resolution being passed at the Meeting.



Reasons for the selective reduction of capital

As foreshadowed in the notice of meeting for the Company's extraordinary general meeting held prior to the Merger, the Performance Shares have not accrued any rights and will not accrue any rights and therefore, are of negligible/no value and there will be no impact on the Company as a result of their cancellation.

The performance criteria under the terms of the Performance Shares were set based on the performance of thedocyard Limited over a number of years, but in light of changes resulting from the Merger, there is no likelihood that the Performance Shares will vest. As such, the Company proposes to cancel the Performance Shares now for administrative convenience and as foreshadowed at the EGM.

The proposed cancellation simply accelerates the cancellation process that would otherwise occur under the terms of the unvested Performance Shares at the 2023 AGM.

No capital to be returned

The Company proposes to cancel the Performance Shares on issue for nil consideration (i.e. it does not propose to reduce its issued share capital by any monetary amount).

Requirements for the selective reduction of capital

(a) Selective reduction

The proposed return of capital constitutes a selective reduction of the Company's share capital for the purposes of the Corporations Act as it relates to shares other than ordinary shares.

(b) Statutory requirements

Under section 256B of the Corporations Act, a company can reduce its share capital for nil consideration if the reduction satisfies two key requirements. Each applicable requirement is set out below, together with a description of how that requirement is met in relation to the proposed selective reduction of capital.

Requirement	How the requirement is satisfied
The reduction must be fair and reasonable to the Company's shareholders as a whole.	<p>The selective capital reduction will result in the cancellation of 120,000 Performance Shares. The cancelled shares represent 100% of the issued Performance Shares.</p> <p>The selective capital reduction will have no effect on the Shareholders as a whole, as the Performance Shares were not expected to accrue any rights (in light of the Merger).</p>
The reduction must be approved by Shareholders under section 256C of the Corporations Act.	<p>Section 256C of the Corporations Act has the effect that the selective capital reduction must be approved by the passing of special resolutions at:</p> <ul style="list-style-type: none">• a general meeting of Shareholders; and• a class meeting of the holders of Performance Shares, <p>(i.e. the Resolution set out in this Notice of Meeting must be passed at each of the Meetings).</p>



Effect of the selective reduction of capital on the Company

(a) Effect on capital structure

The capital reduction will result in the cancellation of 120,000 Performance Shares. After the capital reduction is effected, the Company will have no Performance Shares on issue.

(b) Impact on financial position of the Company

The selective reduction of capital will have no impact on the cash reserves or otherwise affect the financial position of the Company.

Voting exclusion

As there is no consideration for the capital reduction, no Shareholders are excluded from voting on the resolution at the AGM.

Directors' recommendation

The Board recommends that Shareholders vote in favour of this Resolution.



Glossary

Term	Meaning
AEDT	Australian Eastern Standard Daylight Time.
Annual Financial Report	the 2020 Annual Report of thedocyard Limited to Shareholders for the period ended June 2020 as lodged by the Company with ASX.
Annual General Meeting (AGM)	the annual general meeting of the Company held on Friday 29 January 2021.
Ansarada Newco	Ansarada NewCo Pty Ltd (ACN 619 911 223).
ASIC	Australian Securities and Investments Commission.
ASX	ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney NSW 2000.
ASX Listing Rules	the listing rules of ASX, as amended, modified or waived from time to time.
Auditor's Report	the auditor's report as included in the Annual Financial Report.
Board	the board of directors of the Company.
Boardroom	the Company's share registry.
Chair	the person chairing the Meeting.
Class Meeting	the class meeting of Performance Shareholders.
Closely Related Parties	(a) a spouse or child of the member; (b) a child of the member's spouse; (c) a dependent of the member or of the member's spouse; (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company; (e) a company the member controls; or (f) a person prescribed by the Corporation Regulations 2001 (Cth).
Company	Ansarada Group Limited (ACN 602 586 407).
Company Secretary	the company secretary of the Company.
Constitution	the constitution of the Company.
Corporations Act	Corporations Act 2001 (Cth).
COVID-19	the virus formally known as severe acute respiratory syndrome coronavirus 2.
Director	each of the directors of the Company.
Directors' Report	the report of Directors as included in the Annual Financial Report.
EGM	the Extraordinary General Meeting of the Company held on 24 November 2020.



Expiry Date	the date which is 13 months after the prospectus date.
Explanatory Statement	this explanatory statement.
Group	the Company and its subsidiaries following completion of the Merger, and where the context requires, the business conducted by those companies.
HLB	HLB Mann Judd Assurance (NSW) Pty Ltd.
KMP	key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.
Meeting	has the meaning given in the introductory paragraph of the Notice of Meeting.
Merger	the merger between thedocyard Limited and Ansarada effected by thedocyard Limited acquiring 100% of the shares in Ansarada pursuant to the Share Sale Deed.
Notice of Meeting	the notice convening the Meeting and includes the agenda, Explanatory Statement and the Proxy Form.
Ordinary Resolution	a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the Meeting.
Performance Shares	performance shares in the capital of the company.
Performance Shareholders	registered holders of Performance Shares.
Proxy Deadline	11.00am (AEDT), Wednesday 27 January 2021
Proxy Form	the proxy form attached to or which accompanies the Notice of Meeting.
Remuneration Report	the remuneration report as set out in the Annual Financial Report.
Resolutions	the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.
Restricted Voter	a member of the Company's KMP and any Closely Related Parties of those members.
Schedule	a schedule to this Explanatory Statement.
Share	a fully paid ordinary share in the capital of the Company.
Shareholder	registered holders of Shares or Performance Shares.
Share Registry	Boardroom Pty Ltd (ABN 14 003 209 836).
Share Sale Deed	the sale deed entered into between thedocyard Limited and, Ansarada NewCo and acceding securityholders on 30 September 2020 in connection with the Merger.
Special Resolution	a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the Meeting.
Spill Meeting	the meeting that will be convened within 90 days of the 2021 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2021 AGM.
Spill Resolution	the resolution required to be put to Shareholders at the 2021 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2021 AGM.



Annexure A – Notice of Nomination of Auditor

15th December, 2020

The Secretary
Ansarada Group Limited
c/- Emerson Operations
Australia Square
Suite 4201
Level 42, 264 – 278 George St.
SYDNEY NSW 2000

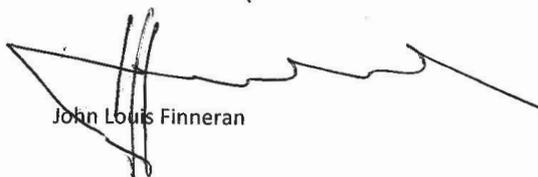
Dear Ms White,

For the purposes of Section 328B(1) of the *Corporations Act 2001 (Cth)*, we, Maria Teresa Finneran and John Louis Finneran, being members of Ansarada Group Limited CAN 602 586 407 (Company), hereby nominate KPMG to be appointed as auditor of the Company at the Annual General Meeting to be held on 28 January, 2021 at 11am AEST.

Yours sincerely,



Maria Teresa Finneran



John Louis Finneran

All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am (AEDT) on Wednesday 27 January 2021.**

🖥 TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/ansaradaagm2021>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

📱 BY SMARTPHONE

Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM**STEP 1 APPOINTMENT OF PROXY**

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:00am (AEDT) on Wednesday 27 January 2021.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged as follows:

- 🖥 **Online** <https://www.votingonline.com.au/ansaradaagm2021>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

No attendance will be permitted at the meeting. Refer to the Notice of Meeting for further information on participating in the virtual meeting.

Your Address
This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.
Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Ansarada Group Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting** (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held virtually at <https://web.lumiagm.com/383204008> on **Friday, 29 January 2021 at 11:00am (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Refer to the Notice of Meeting for further details on how to participate in the virtual meeting.

The Chair authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair as my/our proxy or the Chair Holder of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair to exercise my/our proxy in respect of Resolution 1, even though each of this Resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business. If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS
* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	To Adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Director – Stuart Clout	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Change of auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Cancellation of Performance Shares held by Stuart Clout as a selective reduction of capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS
This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<input style="width: 100%; height: 30px;" type="text"/>	<input style="width: 100%; height: 30px;" type="text"/>	<input style="width: 100%; height: 30px;" type="text"/>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date / / 2021