

ASX ANNOUNCEMENT

THEDOCYARD AND ANSARADA SIGN MERGER IMPLEMENTATION DEED AND SHARE SALE DEED

- *thedocyard Limited and Ansarada have signed a Merger Implementation Deed and a Share Sale Deed to facilitate the formation of a leading global SaaS company in transaction management and information governance technology*
- *As part of the transaction thedocyard Limited proposes to change its name to Ansarada Group Limited, reflecting the strong market position and brand equity of Ansarada, subject to shareholder approval and completion of the transaction*
- *On completion of the transaction and the proposed capital raising thedocyard Limited is expected to have a market capitalisation of approximately A\$125 million*

30 September 2020: thedocyard Limited (ASX: TDY) (**TDY**) and Ansarada NewCo Pty Ltd (**Ansarada**) are pleased to announce they have entered into a Merger Implementation Deed and a Share Sale Deed to facilitate the proposed acquisition of 100% of Ansarada by TDY and related capital raising (the **Transaction**).

STRATEGIC RATIONALE

Following Completion the combined TDY and Ansarada business (the **Group**) will be a global provider of cloud-based SaaS information governance solutions comprising virtual data room, Board portal, governance and compliance pathways and workflow management products.

The Group aims to become the platform that executives, Boards and business owners rely on to support risk management, enable more informed decision making and increase efficiency and productivity to ensure they are ready to act with confidence in every critical decision.

The Group will:

- Have access to a customer base of over 2,700 of active customers and over 450,000 unique users comprising some of the world's leading companies, investment banks and advisory firms;
- seek to leverage this customer base by offering them access to the Group's expanded set of enterprise SaaS solutions (including workflow management and Board portal)

- be in a position to leverage Ansarada's significant brand value, established trust, relationships and intellectual property from 15 years of development, and data across over 23,000 critical business events in more than 100 countries;
- operate a robust scalable platform that is positioned for future growth both domestically and internationally, with close to 50% of Ansarada's revenues already generated outside of Australia and New Zealand.

TRANSACTION

Subject to completion of the Transaction, the consideration payable by TDY for 100% of the ordinary shares in Ansarada will comprise TDY ordinary shares (**Scrip Consideration**). Existing Ansarada Convertible Note holders may receive a cash amount on redemption of their Convertible Notes (unless an individual Convertible Note holder elects to receive Scrip Consideration) (**Cash Payment**). The Cash Payment will be funded out of the proceeds of the capital raising to be undertaken by TDY, as described further below.

SHARE CONSOLIDATION

As part of the Transaction, TDY will undertake a share consolidation on a 10 for 1 basis. The share consolidation requires TDY shareholder approval and is proposed to be implemented prior to completion of the Transaction.

PROPOSED CAPITAL RAISING

To support the Transaction and provide growth capital for the combined entity, TDY intends to undertake a capital raising under a Prospectus (**Capital Raising**). TDY expects to raise approximately \$45 million, with approximately \$20 million of the Capital Raising to be applied as growth and working capital of the Group and for the payment of transactions costs in relation to the Transaction. The final size of the Capital Raising will be advised in the Prospectus and the TDY notice of meeting (**NOM**).

The market capitalisation of TDY on completion of the Capital Raising is expected to be approximately \$125 million on an undiluted basis (excluding TDYAD and TDYAE options issued in connection with the LockBox acquisition). The Transaction implies an enterprise value of approximately \$105 million and an Enterprise Value to Revenue multiple of approximately 3.1x Unaudited FY2020 Revenue for the combined entity.

Full details of the Capital Raising will be provided in a Prospectus. Existing TDY shareholders will be given the opportunity to participate in the Capital Raising.

CHANGE OF NAME AND ASX CODE

As part of the Transaction, TDY proposes to change its name to Ansarada Group Limited, subject to TDY shareholder approval by special resolution. Ansarada will be the 'go to market' brand of the combined entity reflecting the significant equity of the brand that has been established over the last 15 years.

TDY has reserved the ASX code "AND" to be adopted pending shareholder approval and completion of the Transaction.

KEY TERMS OF THE TRANSACTION

Consideration

The Transaction values Ansarada at an Enterprise Value of \$84 million (on a debt free and cash free basis). The consideration payable by TDY for 100% of Ansarada's shares consists of Scrip Consideration, and existing Ansarada Convertible Note holders will receive a Cash Payment (unless an individual Convertible Note holder elects to receive Scrip Consideration). As noted above and below, the terms of the Transaction remain subject to certain conditions as set out below.

Conditions Precedent

The Transaction is subject to certain conditions precedent, including:

- Ansarada providing audited accounts materially consistent with the Ansarada financial information previously provided to TDY;
- TDY obtaining all necessary shareholder and regulatory approvals pursuant to the Corporations Act 2001 (Cth) (Corporations Act), and the ASX Listing Rules, and Ansarada obtaining all necessary shareholder approvals;
- TDY obtaining approval (subject only to conditions usual for such approval) from ASX for its ordinary shares to be reinstated to quotation on the ASX;
- TDY meeting the requirements in Chapters 1 and 2 of the ASX Listing Rules as if the Group were applying for admission to the Official List of the ASX;
- completion of the proposed Capital Raising (including entry into an Underwriting Agreement with the Joint Lead Managers);
- Ansarada securityholders signing the Share Sale Deed;
- certain key managers and employees of TDY and Ansarada executing escrow agreements in respect of shares in TDY; and

- there being no material breach of the Merger Implementation Deed by either TDY or Ansarada.

The Transaction is also conditional on TDY directors having not changed their recommendation of the Transaction. Each member of the TDY board currently intends to vote in favour of the Transaction (subject to any relevant voting restrictions), subject to no superior proposal emerging for TDY.

RECOMPLIANCE WITH CHAPTERS 1 AND 2 OF ASX LISTING RULES

The Transaction will result in a change in the Company's scale of its activities and will require shareholder approval under Chapter 11 of the ASX Listing Rules as well as requiring the Company to re-comply with Chapters 1 and 2 of the ASX Listing Rules and obtain conditional approval from ASX to have its securities re-admitted to trading.

TDY proposes to send the NOM seeking the relevant approvals to undertake this process and that NOM will contain detailed information relating to the Transaction.

TIMETABLE

The parties will work in good faith to the below timetable, subject to satisfaction of conditions referred to above, with a view to completing a transaction by early December 2020.

Item / Milestone	Indicative Timing
Despatch of TDY Notice of Meeting	23 October 2020
Lodgement of Prospectus with ASIC	30 October 2020
Offer Opening Date	9 November 2020
Shareholder Meeting to Approve the Transaction	24 November 2020
Offer Closing Date	30 November 2020
Share Purchase Agreement Completion	4 December 2020
Re-quotation of Shares on the ASX	8 December 2020

Note: timetable indicative and subject to change.

ADDITIONAL INFORMATION

TDY will keep its shareholders informed as per its ongoing continuous disclosure obligations.



Morgans Corporate Limited and Herbert Smith Freehills are advising TDY.

Moelis Australia Advisory Pty Ltd (Moelis Australia) and Jones Day are advising Ansarada.

Morgans Corporate Limited and Moelis Australia have been appointed as Joint Lead Managers to the Capital Raising.

Ends

Approved for release by the Board of TDY and the Board of Ansarada.

Contact:

Thedocyard
Neale Java
Chief Financial + Operating Officer
neale.java@thedocyard.co

Ansarada
James Drake
Chief Financial Officer
james.drake@ansarada.com

ABOUT THEDOCYARD

thedocyard Limited (ASX:TDY) is a cloud-based, SaaS deal space built specifically for managing the entire lifecycle of any corporate or commercial transaction.

Athena Board is a secure portal optimising corporate and not for profit board management.

For more information visit: www.thedocyard.co || www.athenaboard.com.au

ABOUT ANSARADA

Ansarada NewCo Pty Ltd is a global provider of cloud-based, SaaS platform for secure end-to-end document and process management supporting transactions and other critical outcomes for businesses.

For more information visit: www.ansarada.com

For personal use only