thedocyard Ltd
ACN 602 586 407

ansarada

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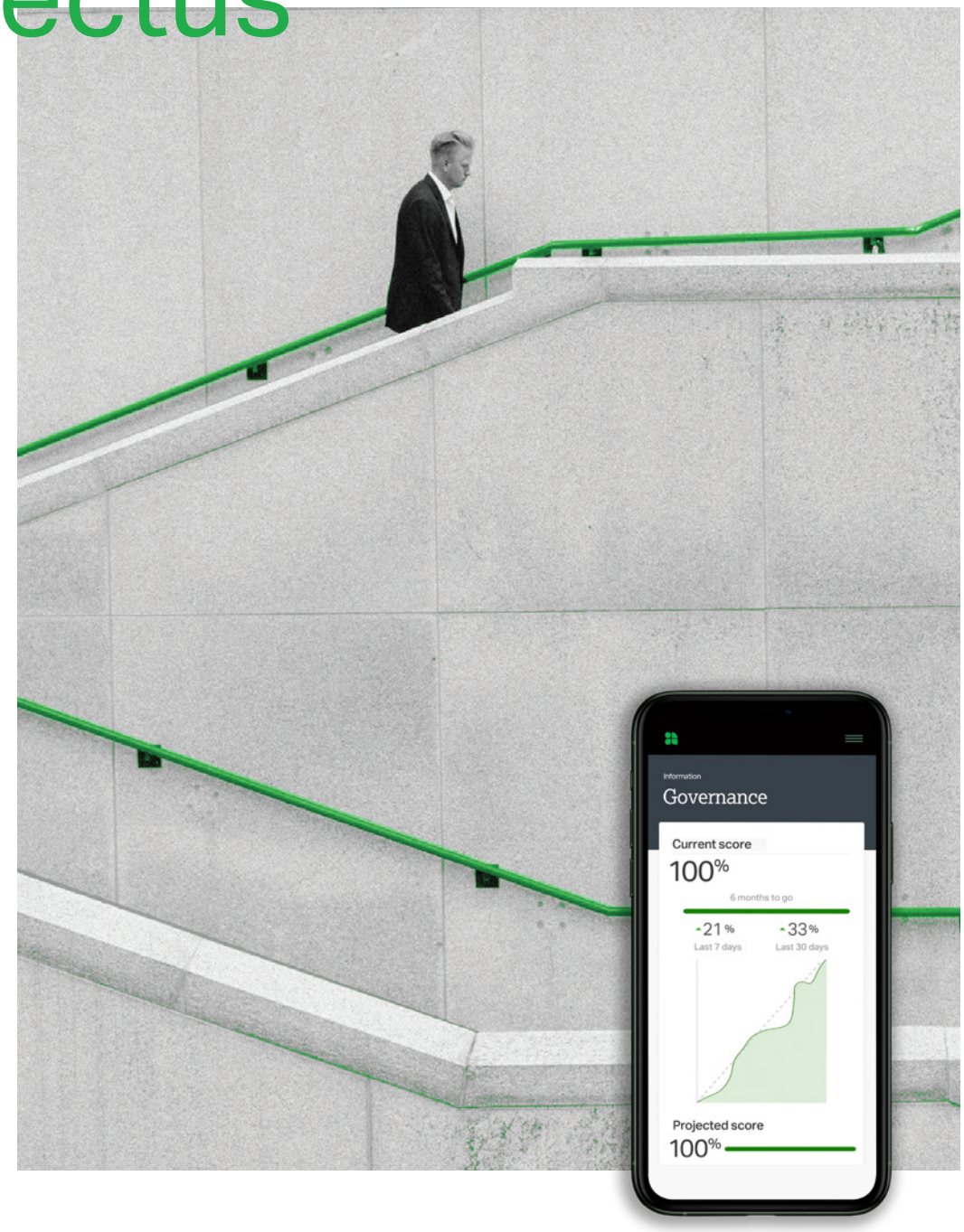
thedocyard Ltd
Prospectus

STRICTLY CONFIDENTIAL



Joint Lead Managers and Underwriters

MOELIS AUSTRALIA

morgans

Legal Adviser

HERBERT SMITH FREEHILLS

Important Notices

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The Offer

This Prospectus is issued by thedocyard Limited ACN 602 586 407 (the **Company**) for the purposes of Chapter 6D of the Corporations Act 2001 (Cth) (**Corporations Act**). The Offer contained in this Prospectus is an offer to acquire fully paid ordinary shares in the Company (**Shares**). The Offer also includes the Employee LTI Option Offer and the Non-Executive Director Option Offer. See Sections 7.7 and 7.8 for further information on the Offer.

Re-compliance prospectus

In addition to the purpose of raising funds under the Offer, this Prospectus is a re-compliance prospectus for the purposes of satisfying Chapters 1 and 2 of the ASX Listing Rules and to satisfy the ASX requirements for re-admission to the Official List following a change to the nature and scale of the Company's activities.

Lodgement and Listing

This Prospectus is dated 30 October 2020 (**Prospectus Date**) and was lodged with the Australian Securities and Investments Commission (**ASIC**) on that date.

The Company will apply to the Australian Securities Exchange (**ASX**) within seven days after the Prospectus Date, for quotation on ASX of the New Shares and Consideration Shares to be issued pursuant to this Prospectus. None of ASIC, ASX or any of their respective officers takes any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

Offer conditional

Completion of the Offer is conditional on:

- the passing of all Acquisition Resolutions that are being put to Shareholders at the General Meeting; and
- the Company receiving conditional approval from ASX that it will re-admit the Company to the Official List and terminate the suspension from Official Quotation of the Shares, subject to such terms and conditions (if any) as are prescribed by ASX or the ASX Listing Rules.

In the event the Shareholders do not approve the Acquisition Resolutions at the General Meeting or approval from ASX is not given within three months after application for quotation of the New Shares and Consideration Shares is made (or any longer period permitted by law), the Offers will not proceed and no New Shares or Consideration Shares will be issued pursuant to this Prospectus. If this occurs, Applicants will be reimbursed their Application Monies (without interest).

At a General Meeting of the Company to be held on ***24 November 2020***, Shareholders will be asked to approve the Acquisition Resolutions (refer to Section 9.2) including a 10:1 Consolidation of the Company's existing ordinary shares. All New Shares and Consideration Shares offered under this Prospectus are described and offered on a post-Consolidation basis.

Expiry Date

This Prospectus expires on the date which is 13 months after the Prospectus Date ("Expiry Date"). No Shares will be issued on the basis of this Prospectus after the Expiry Date.

Note to Applicants

The information contained in this Prospectus is not investment or financial product advice and has been prepared as general information only, without consideration for your particular investment objectives, financial situation or particular needs.

It is important that you read this Prospectus carefully and in full before deciding whether to invest in the Company.

In particular, you should consider the assumptions underlying the Pro forma Historical Financial Information (see Section 4) and the risk factors that could affect the business, financial condition and financial performance of the Company. You should carefully consider these risks in light of your investment objectives, financial situation and particular needs (including financial and taxation issues) and seek professional advice from your accountant, financial adviser, stockbroker, lawyer or other professional adviser before deciding whether to invest in Shares. Some of the key risk factors that should be considered by prospective investors are set out in Section 5 of the Prospectus. There may be risk factors in addition to these that should be considered in light of your personal circumstances.

Except as required by law, and only to the extent required, no person named in this Prospectus, nor any other person, warrants or guarantees the performance of the Company, the repayment of capital by the Company or any return on investment in Shares made pursuant to this Prospectus.

No person is authorised to give any information or to make any representation in connection with the Offer which is not contained in this Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company, the Directors, the Joint Lead Managers or any other person in connection with the Offer. You should rely only on information in this Prospectus.

Exposure Period

The Corporations Act prohibits the Company from processing Applications in the seven day period after the date of lodgement of the Prospectus ("Exposure Period"). The Exposure Period may be extended by ASIC by up to a further seven days. The purpose of the Exposure Period is to enable this Prospectus to be examined by market participants prior to the raising of funds. Applications received during the Exposure Period will not be processed until after the expiry of the Exposure Period. No preference will be conferred on Applications received during the Exposure Period.

Obtaining a copy of this Prospectus

During the Exposure Period, an electronic version of this Prospectus (without an Application Form) will be available at www.investorserve.com. au to persons who are Australian residents only. Application Forms will not be made available until after the Exposure Period has expired.

During the Offer Period, this Prospectus is available in electronic form at www.investorserve.com.au. The Offer constituted by this Prospectus in electronic form at www.investorserve.com.au is available only to persons within Australia. The Prospectus is not available to persons in other jurisdictions (including the United States) in which it may not be lawful to make such an invitation or offer. If you access the electronic version of this Prospectus, you should ensure that you download and read the Prospectus in its entirety.

You may, before the Offer Period expires, obtain a paper copy of this Prospectus (free of charge) by telephoning the Offer Information Line on 1300 737 760 (within Australia) from 8:30am to 5:30pm (Sydney Time), Monday to Friday. If you are eligible to participate in the Offer and are calling from outside Australia, you should call +61 2 9290 9600 from 8:30am to 5.30pm (Sydney Time), Monday to Friday.

Applications for Shares may only be made during the Offer Period on an Application Form attached to or accompanying this Prospectus.

The Corporations Act prohibits any person from passing the Application Form on to another person unless it is attached to a paper copy of the Prospectus or the complete and unaltered electronic version of this Prospectus.

Financial Information

Section 4 sets out in detail the Financial Information referred to in this Prospectus and the basis of preparation of that Financial Information.

All references to FY18, FY19 and FY20 appearing in this Prospectus are to the financial years ended or ending 30 June 2018, 30 June 2019 and 30 June 2020 respectively, unless otherwise indicated.

The Historical Financial Information is presented on both a statutory and pro forma basis (as described in Section 4) and has been prepared and presented in accordance with the recognition and measurement principles of Australian Accounting Standards (**AAS**) (including the Australian Accounting Interpretations) issued by the Australian Accounting Standards Board (**AASB**), which are consistent with International Financial Reporting Standards (**IFRS**) and interpretations issued by the International Accounting Standards Board (**IASB**).

Investors should note that certain financial data included in the Prospectus is not recognised under the Australian Accounting Standards; and is classified as 'non-IFRS financial information' under Regulatory Guide 230 'Disclosing non-IFRS financial information' published by ASIC. The Company and Ansarada believe that this non-IFRS financial information provides useful information to users in measuring the financial performance and condition of the Group. The non-IFRS financial measures do not have standardised meanings under the Australian Accounting Standards, and therefore may not be comparable with similarly titled measures presented by other entities, nor should these be interpreted as an alternative to other financial measures determined in accordance with the Australian Accounting Standards. Investors are cautioned not to place undue reliance on any non-IFRS financial information, ratios and metrics included in this Prospectus.

The Financial Information should be read in conjunction with, and qualified by reference to, the information contained in Sections 4 and 10.

All financial amounts contained in this Prospectus are expressed in Australian dollars, unless otherwise stated. Any discrepancies between totals and sums of components in tables, figures and components contained in this Prospectus are due to rounding.

Investigating Accountant's Report on Financial Information and financial services guide

The provider of the Investigating Accountant's Report on Financial Information is required to provide Australian retail clients with a financial services guide in relation to the review under the Corporations Act. The Investigating Accountant's Report and accompanying financial services guide are provided in Section 8.

Statements of past performance

This Prospectus includes information regarding the past performance of the Company. Investors should be aware that past performance should not be relied upon as being indicative of future performance.

Forward looking statements

This Prospectus contains forward looking statements, which may be identified by words such as "anticipates", "may", "should", "could", "likely", "believes", "estimates", "expects", "targets", "predicts", "projects", "forecasts", "intends", "guidance", "plan" and other similar words that involve risks and uncertainties.

These forward looking statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, at the date

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of the Prospectus, are expected to take place. The Company does not undertake to, and does not intend to, update or revise any forward looking statements, or publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, except where required by law.

Any forward looking statements are subject to various risks that could cause the Company's actual results to differ materially from the results expressed or anticipated in these statements. Forward looking statements should be read in conjunction with, and are qualified by reference to, the risk factors as set out in Section 5 and other information in this Prospectus. Such forward looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are outside the control of the Company, the Directors and the Company's management. The Company, the Directors, the Company's management and the Joint Lead Managers cannot and do not give any assurance that the results, performance or achievements expressed or implied by the forward looking statements contained in this Prospectus will actually occur and investors are cautioned not to place undue reliance on these forward looking statements.

Industry and market data

This Prospectus, including the Industry Overview in Section 2 and the Company overview in Section 3, contains statistics, data and other information (including forecasts and projections) relating to MarketsandMarkets and Mergermarket. The Company has obtained significant portions of this information from market research prepared by third parties.

Investors should note that market data and statistics are inherently predictive and subject to uncertainty and not necessarily reflective of actual market conditions. There is no assurance that any of the forecasts or projections in the surveys, reports and surveys of any third party that are referred to in this Prospectus will be achieved. The Company has not independently verified, and cannot give any assurances to the accuracy or completeness of, this market and industry data or the underlying assumptions used in generating this market and industry data.

Estimates involve risks and uncertainties and are subject to change based on various factors, including those discussed in the risk factors set out in Section 5.

Selling restrictions

This Prospectus does not constitute an offer or invitation to apply for Shares in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. No action has been taken to register or qualify the Shares or the Offer, or to otherwise permit a public offering of Shares, in any jurisdiction outside Australia. The distribution of this Prospectus outside Australia (including electronically) may be restricted by law and persons who come into possession of this Prospectus outside Australia should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

This Prospectus may not be distributed to, or relied upon by, persons in the United States. Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended (US Securities Act) or the securities laws of any state or other jurisdiction of the United States and may not be offered, sold, pledged or transferred directly or indirectly, in the United States unless the Shares have been registered under the US Securities Act or an exemption from the registration requirements of the US Securities Act and any other applicable US state securities laws is available. See Section 9.12 for more detail on selling restrictions that apply to the Offer in jurisdictions outside Australia.

No cooling-off rights

Cooling-off rights do not apply to an investment in Shares issued under this Prospectus. This means that, in most circumstances, you cannot withdraw your Application once it has been accepted.

Defined terms and abbreviations

Defined terms and abbreviations used in this Prospectus have the meanings defined in the Glossary or are defined in the context in which they appear.

Privacy

By completing an Application Form to apply for Shares, you are providing personal information to the Company through the Share Registry, which is contracted by the Company to manage Applications. The Company and the Share Registry on behalf of the Company, may collect, hold and use that personal information in order to process your Application, service your needs as a Shareholder, provide facilities and services that you request and carry out appropriate administration. Some of this personal information is collected as required or authorised by certain laws including the Income Tax Assessment Act 1997 (Cth) and the Corporations Act.

If you do not provide the information requested in the Application Form, the Company and the Share Registry may not be able to process or accept your Application.

Your personal information may also be used from time to time to inform you about other products and services offered by the Company, which it considers may be of interest to you.

Your personal information may also be provided to the Company's members, agents and service providers on the basis that they deal with such information in accordance with the Company's Privacy Policy and applicable laws. The members, agents and service providers of the Company may be located outside Australia, where your personal information may not receive the same level of protection as that afforded under Australian law. The types of agents and service providers that may be provided with your personal information and the circumstances in which your personal information may be shared are:

- the Share Registry for ongoing administration of the Shareholder register;
- printers and other companies for the purpose of preparation and distribution of statements and for handling mail;
- market research companies for the purpose of analysing the Shareholder base and for product development and planning; and
- legal and accounting firms, auditors, contractors, consultants and other advisers for the purpose of administering, and advising on, the Shares and for associated actions.

If an Applicant becomes a Shareholder, the Corporations Act requires the Company to include information about the Shareholder (including name, address and details of the Shares held) in its public Shareholder register.

The information contained in the Shareholder register must remain there even if that person ceases to be a Shareholder. Information contained in the Shareholder register is also used to facilitate dividend payments and corporate communications (including the Company's financial results, annual reports and other information that the Company may wish to communicate to its Shareholders) and compliance by the Company with legal and regulatory requirements. An Applicant has a right to gain access to the information that the Company and the Share Registry hold about that person, subject to certain exemptions under law. A fee may be charged for access. Access requests must be made in writing or by telephone call to the Company's registered office or the Share Registry's office, details of which are disclosed in the Corporate Directory on the inside back cover of this Prospectus. Applicants can obtain a copy of the Company's Privacy Policy by visiting the Company's website https://www.thedocyard.co/privacy.

You may request access to your personal information held by or on behalf of the Company and you may correct the personal information held by or on behalf of the Company about you. You may be required to pay a reasonable charge to the Share Registry in order to access your personal information. You can request access to your personal information by writing to or telephoning the Share Registry as follows:

Email: enquiries@boardroomlimited.com.au

Telephone: 1300 737 760 (within Australia)

Photographs and diagrams

Photographs and diagrams used in this Prospectus that do not have descriptions are for illustration only and should not be interpreted to mean that any person shown in them endorses this Prospectus or its contents or that the assets shown in them are owned by the Company. Diagrams and maps used in this Prospectus are illustrative only and may not be drawn to scale. Unless otherwise stated, all data contained in charts, graphs and tables is based on information available at the Prospectus Date.

Website

Any references to documents included on the Company's website at https://www.thedocyard.co/ are for convenience only, and none of the documents or other information available on the Company's website is incorporated into this Prospectus by reference.

Disclaimer

Except as required by law, and only to the extent so required, none of the Company, the Directors, the Company's management, the Joint Lead Managers or any other person warrants or guarantees the future performance of the Company, or any return on any investment made pursuant to this Prospectus.

The Joint Lead Managers have acted as joint lead managers to the Offer and have not authorised, permitted or caused the issue or lodgement, submission, dispatch or provision of this Prospectus and there is no statement in this Prospectus which is based on any statement made by either of them or by any of their respective affiliates, officers or employees. To the maximum extent permitted by law, the Joint Lead Managers and each of their respective affiliates, officers, employees and advisers expressly disclaim all liabilities in respect of, make no representations regarding, and take no responsibility for, any part of this Prospectus other than references to their respective names and make no representation or warranty as to the currency, accuracy, reliability or completeness of this Prospectus.

Questions

If you have any questions about how to apply for Shares, call your Broker or the Offer Information Line on 1300 737 760 between 8:30am and 5:30pm (Sydney Time), Monday to Friday. Instructions on how to apply for Shares are set out in Section 7 of this Prospectus and on the back of the Application Form.

If you have any questions about whether to invest in the Company, you should seek professional advice from your accountant, financial adviser, stockbroker, lawyer or other professional adviser before deciding whether to invest in Shares.

This document is important and should be read in its entirety.

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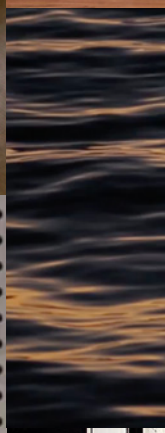

Architecture images by Brett Boardman Photography

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Chairman's Letter

Peter James

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Dear investor,

On behalf of the Directors and the directors of Ansarada, it is my pleasure to invite you to become a shareholder in the Company.

On 30 September 2020, thedocyard announced that it had entered into a Merger Implementation Deed and a Share Sale Deed with Ansarada to facilitate the proposed acquisition of 100% of Ansarada by the Company together with a related capital raising. Subject to Shareholder approval, the combined entity proposes to change its name to the Ansarada Group Limited and has reserved the ASX code AND.

At Completion, the Group will be a global provider of cloud-based SaaS information governance solutions. The Group's Platform will provide end- to-end document and process management to support critical decisions and events for organisations throughout their lifecycle. We believe that good information governance increases productivity, enables efficiencies and better decision making while also ensuring compliance and reducing risks. Importantly, we expect to be in a position to build upon Ansarada's significant brand value, established trust, relationships and intellectual property from 15 years of development, plus data across over 23,000 critical business events in more than 100 countries.

The Group's core products will include the market leading Virtual Data Rooms, a highly secure Board Portal, Ansarada's compliance and governance Pathways product, and thedocyard's workflow software. To date, the Group's products are being used by over 2,700 active customers including leading global corporates, governments, investment banks, private equity firms, accountants and lawyers. Our growth strategy seeks to leverage the expanded number of products across Ansarada's significant existing customer base, together with accessing new customers via distribution channels such as advisor relationships, and a fast growing e-commerce channel. The Group also expects to reach new customers through white labelling and partnerships.

Ansarada traditionally serviced the virtual data room (VDR) market, estimated by Marketsandmarkets to be US$1.4 billion in 2020, including VDR software, which enables the secure curation, distribution and collaboration of critical information for corporate transactions and outcomes. Internal development of new products together with thedocyard combination has substantially broadened the Company's addressable market. The Group will now compete in the Information Governance Software market, which we believe includes: Enterprise Governance Risk and Compliance (eGRC), which provides workflow, collaboration, security and analysis tools for organisations to apply across key GRC areas including policy, risk, incident, audit and compliance; and Transaction management. The eGRC software market is estimated by Marketsandmarkets to be US$20.5 billion in 2020, with the Group's directly addressable segments representing US$5.8 billion in 2020. This is an attractive, growing and much larger market and an exciting global opportunity for the business.

The Group will be led by an experience Board and Management team, with extensive experience in Technology and Public Company markets and at Completion will have over 140 full-time employees , headquartered in Sydney, Australia with offices in Chicago, London, Amsterdam, Johannesburg and Ho Chi Minh City.

The purpose of the Offer is to provide funding and financial flexibility to support our growth strategy, to provide funds required for Completion, to broaden our shareholder base, and to provide Ansarada with the benefits associated with being a listed entity. The Company is seeking to raise approximately $45 million through the issue of 30.4 million Shares at an Offer Price of A$1.48 per Share. Approximately 43.1 million Consideration Shares will be issued under the Offer to Ansarada Vendors in connection with the Acquisition of Ansarada. Upon completion of the Offer, participants in the Offer are expected to hold approximately 34% of the Shares. Approximately 20% of Shares will be held by Founders and Key Management of the Company and Ansarada. At Completion approximately 58% of Shares are expected to be subject to escrow restrictions applying for various terms as discussed in Section 7.10 of this Prospectus. This Prospectus contains detailed information about the Offer, the historical pro-forma financial results of the Group and the material risks associated with an investment in the Company. Before applying for Shares, any prospective investor should be satisfied that they have a sufficient understanding of the risks involved in making an investment in the Company. These are contained in Section 5 of this Prospectus and should be considered in detail.

I encourage you to read this Prospectus carefully and in its entirety before making any investment decision and consult with your independent professional adviser in connection with the Offer.

On behalf of the Directors and the directors of Ansarada, I look forward to welcoming you as a Shareholder

Peter James

Chairman of Ansarada and proposed Chairman of the Company

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thedocyard Prospectus

Key Offer Details

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Important Dates

Lodgement of Prospectus with ASIC	**30 October 2020**
Offer opens (Broker Firm Offer and Priority Offer)	**9 November 2020**
Offer closes (Broker Firm Offer and Priority Offer)	**30 November 2020**
Settlement of the Offer	**2 December 2020**
Issue and allotment of New Shares	**3 December 2020**
Expected dispatch of holding statements	**3 December 2020**
Completion of the Acquisition	**4 December 2020**
Expected commencement of trading on ASX on a normal settlement basis	**8 December 2020**

Note: This timetable is indicative only and may change. Unless otherwise indicated, all times are stated in AEST. The Company, in consultation with the Joint Lead Managers, reserve the right to vary any and all of the above dates and times without notice (including, subject to ASX Listing Rules and the Corporations Act, to close the Offer early, to extend the Closing Date, to accept late Applications or bids, either generally or in particular cases, or to cancel or withdraw the Offer before settlement, in each case without notifying any recipient of this Prospectus or any Applicants). If the Offer is cancelled or withdrawn before the allocation of Shares, then all Application Monies will be refunded in full (without interest) as soon as possible in accordance with the requirements of the Corporations Act. Investors are encouraged to submit their Applications as early as possible after the Offer opens.

Key Offer Statistics

Total number of New Shares to be issued under the Offer	**30.4 million**
Offer Price	**$1.48 per Share**
Gross proceeds from the Offer	**$45.0 million**
Total number of Shares to be held by existing shareholders at Completion[1]	**15.2 million**
Total number of Shares on issue at Completion	**88.7 million**
Indicative market capitalisation at Completion[2]	**$131.3 million**
Pro forma cash (as at 30 June 2020)[3]	**$21.7 million**
Enterprise value as at Completion[4]	**$109.6 million**
Enterprise value/pro forma FY20 revenue[5]	**3.2x**

Notes:

1. Excludes Shares acquired by existing Shareholders under the Offer.
2. Market capitalisation at the Offer Price is defined as Offer Price multiplied by the total number of Shares on issue at Completion.
3. Pro forma cash as at 30 June 2020 is calculated as the cash and cash equivalent as at 30 June 2020, plus the net cash proceeds raised under the Offer (after transaction costs) less cash proceeds to redeem the Convertible Notes and certain other cash adjustments associated with the Acquisition. See Section 4.5 for further details.
4. Enterprise value at the Offer Price is defined as market capitalisation at the Offer Price, less pro forma cash of $21.7 million.
5. Refer to Section 4 for further information regarding the pro forma historical financials.

How to invest

Applications for Shares can only be made by completing and lodging the Application Form attached to or accompanying this Prospectus.

Instructions on how to apply for Shares are set out in Section 7 of this Prospectus and on the back of the Application Form.

Questions

Please call the Offer Information Line on 1300 737 760 (within Australia) and + 61 2 9290 9600 (outside Australia) from 8.30am until 5.00pm (Sydney Time), Monday to Friday (excluding public holidays). If you are unclear in relation to any matter or are uncertain as to whether Shares are a suitable investment for you, you should seek professional guidance from your stockbroker, accountant, lawyer, financial adviser or other independent professional adviser before deciding whether to invest.

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thedocyard Prospectus Investment Overview

Investment Overview

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1.1 Introduction

Topic	Summary
Who is the Company?	The Company is an Australian technology company with the ambition to become the trusted technology partner to corporates, financial sponsors and their advisors. Its service offerings focus on digitising how their customers execute key events, transactions and board management. Currently the Company has two core offerings, a transaction management solution which combines the traditional virtual data room with project and workflow management tools, and a board management solution which facilitates the secure compilation and digital distribution of board and committee documents. The Company currently has 14 employees predominately located in Sydney, Australia. The Company was founded in 2016 by Stuart Clout, a former corporate lawyer with expertise in corporate transactions, in particular mergers & acquisitions and capital markets transactions both as a partner of a large law firm and in the capacity of a senior in house lawyer for a Fortune 100 company. **For further information, see Section 3.1.2**
Who is Ansarada?	Ansarada was founded in 2005 by Sam Riley (CEO), Rachel Riley, (Founding CFO), Andrew Slavin (Chief Architect) and Daphane Chang with the intention to provide corporate advisors, investors and businesses with a cloud based platform for governing information to support transactions and other critical business outcomes. Following the launch of its VDR product, Ansarada continued to invest to further refine its core product offering, including the introduction of AI analytics tools to enhance deal preparation and execution. Ansarada also introduced specific modules to create the Tender platform. Ansarada expanded internationally with offices in London, Chicago, Amsterdam, Ho Chi Minh City and Johannesburg. In 2018, Ansarada undertook a capital raising to undertake major product development and establish a platform business model to generate subscription revenue. This investment also included the development of the Pathways product as a single product to assist customers in managing and measuring the quality of their information to achieve a business outcome. **For further information, see Section 3.1.3**
Who is the Group?	Following Completion, the Group will comprise the Company and Ansarada and will be a global provider of cloud-based SaaS information governance solutions. The Group's platform will provide end-to-end information management, security controls and workflow solutions to support critical decisions, satisfy compliance and execute critical events for organisations throughout their lifecycle. The Group will provide SaaS solutions used for ongoing business management and outcomes such as virtual data rooms (VDR), Board management, asset lifecycle management, compliance management, tender lifecycle management and fund cycle management. **For further information, see Section 3.1**
What is the Acquisition?	The Acquisition involves acquisition of 100% of Ansarada by the Company. The consideration payable by the Company for 100% of the ordinary shares in Ansarada will comprise ordinary shares in the Company (Consideration Shares). Existing Ansarada Noteholders may receive a cash amount on redemption of their Convertible Notes (unless an individual Ansarada Noteholder has elected to receive Consideration Shares). The cash amount will be funded out of the proceeds of the Offer. The aggregate number of Shares to be issued to the Ansarada Vendors is 43.1 million Consideration Shares. It is proposed that the Company will change its name to "Ansarada Group Limited" following Completion and receipt of Shareholder approval. The Company also proposes changing its ASX ticker code to "AND" from Completion and the successful relisting of the Company. **For further information, see Section 3.2**

Investment Overview

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Topic	Summary
What are the conditions to the Acquisition?	The Acquisition is subject to and conditional upon the satisfaction or waiver of the following conditions: • The Company obtaining all necessary shareholder and regulatory approvals pursuant to the Corporations Act and the ASX Listing Rules; • The Company obtaining approval (subject only to conditions usual for such approval) from ASX for its Shares to be reinstated to quotation on ASX; • The Company meeting the requirements in Chapters 1 and 2 of the ASX Listing Rules as if the Company were applying for admission to the Official List; • Completion of the Offer at the price agreed between the Company and Ansarada; and • There being no material breach of the Merger Implementation Deed by either the Company or Ansarada. The Acquisition is also conditional on the Directors of the Company having not changed their recommendation in relation to the Acquisition. **See section 3.2.3 for conditions precedent to the Acquisition**

1.2 The Group

Topic	Summary
What industry will the Group operate in?	The Group will operate in the information governance market. The information governance market is divided into two key segments: • Enterprise Governance Risk and Compliance (eGRC), which provides workflow, collaboration, security and analysis tools for organisations to apply across key GRC areas including policy, risk, incident, audit and compliance; and • Transaction management solutions, including virtual data room (VDR) software, which enable the secure curation, distribution and collaboration of critical information for corporate transactions and outcomes. **For further information, see Sections 2.1**
What is information governance?	Information governance describes a set of processes that ensures the efficient and systematic management, protection and distribution of important and critical information throughout an organisation.[1] Information if governed effectively improves productivity and enables better decision making. Increasing regulatory and compliance requirements on organisations have led to greater demand by boards and management teams to effectively manage and have visibility over information at all levels of their organisation. The rising costs of penalties, both financial and reputational, which may be incurred as a result of breaching these responsibilities have continued to drive demand for holistic solutions that create transparency, accountability and accessibility to critical information. **For further information, see Section 2.2**
What are the key challenges experienced by the Group's clients?	Information is an ever-increasing asset to organisations, which is growing in volume and complexity. This increased volume and complexity of information, together with increasing regulation also presents risks to organisations. Security of information and the ability to effectively share, manage and distribute critical company data has become increasingly important to organisations facing complex compliance and regulatory environments. Highly secure information workflow and management solutions are critical to a number of high value information governance use cases such as asset management, government and private sector tenders, transaction due diligence, capital raisings, restructuring and insolvency. **For further information, see Section 2.1.1**
What geographies will it operate in?	The Group will have over 140 full-time employees and is headquartered in Sydney, Australia with offices in Chicago, London, Amsterdam, Johannesburg and Ho Chi Minh City. **For further information, see Section 3.6.4.2**

1. MarketsandMarkets, Enterprise Governance Risk and Compliance Market (2020).

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Who will be its key competitors?	Within the eGRC software segment, the key industry participants are mostly comprised of large scale, global, generalist software providers with a broad product and service offering, including IBM, SAP, Oracle and Microsoft. Board Portal Management Solution solution providers include a diverse range of small and large software vendors, including Diligent, BoardVantage, Directors Desk, PassageWays, BoardEffect, Brainloop, Thomson Reuters BoardLink, Computershare BoardWorks and BoardPad. Within the Transaction Management segment, the global market for VDR software is competitive, with examples of typical competitors in the space including Intralinks, Datasite, Firmex, Donnelly, Citrix, Brainloop and Drooms. **For further information on competitive landscape, see Section 2.2.2.5**

1.3 Key aspects of the business

Topic	Summary
What are the key features of the Group's information governance Platform?	The Platform is comprised of 4 main products that individually and collectively deliver 6 key features and benefits that organisations rely on for 6 main use cases. The Platform is industry-agnostic and highly scalable which the Company and Ansarada believe represents a key competitive advantage in the market. The Company's and Ansarada's products currently support 2,734 customers and approximately 460,000 active users across a diverse range of industries. The product offering incorporates a range of features and functionality that allow businesses to identify and manage risk, protect and control information, securely collaborate, objectively scorecard individuals and information against best practices, automate workflows, combined with integrations, notifications, reports and insights to enable decision making. **For further information, see Section 3.3**
Who will be the Group's customers?	The Company's and Ansarada's products are currently used by a diverse range of global customer segments including Companies (large corporates through to SMBs), Advisers (including investment banks, legal and accounting firms) Pubic Sector (including State Governments and Local Councils) and financial sponsors (including asset managers, private equity firms and venture capital firms). **For further information, see Section 3.5.1**
What will be the Group's key products?	The Group's key products will be: • VDR • Athena Board Portal • Pathways • Workflow Engine **For further information, see Section 3.4**
How will the Group generate revenue?	The Group will generate revenue through the provision of its software as a service (SaaS) solutions to customers under a SaaS subscription pricing model (either monthly, annual or multi-year agreements) or under Ansarada's legacy data-based model e.g. dollar per megabyte. **For further information, see Section 3.6.1**
What will be the Group's vision, mission and values?	The Company and Ansarada believe that a strong internal culture is core to providing a high-quality customer experience and experience for the team. The Group's vision will be to be the information governance platform that company boards, management teams and advisors rely on to be confident in decisions and managing critical outcomes. The Group's mission will be to help millions of organisations protect and realise their potential. The Group's values will be care, curiosity, courage and change. **For further information, see Section 3.1.5**

Investment Overview

Topic	Summary
What will be the Group's growth strategy?	The Group's growth strategy will be focused on continuing the current growth trajectory, particularly in its offshore regions and converting the current pipeline into sales. The Group will also continue to enhance its product and service capabilities by ongoing development of its technology platform to provide a wider range of solutions for its users and customers. Key growth strategies include: • Growing customer numbers; • Growing usage by Customers into additional use cases; • Entering strategic partnerships and white label distribution arrangements; • Growing the international business; and • Undertaking strategic acquisitions. **For further information, see Section 3.10**

1.4 Key financial information

Topic	Summary
What is the Company's and Ansarada's pro forma and statutory historical and financial performance?	A condensed version of Ansarada and the Company's combined Pro Forma and Statutory Historical and Pro Forma and Statutory Annual Income Statements are set out below. The pro forma and historical financial information and the statutory historical financial information included in this Prospectus have been prepared on the basis described in Section 4.2 of this Prospectus. A reconciliation of the Pro Forma Historical and Annual Income Statements to the combined Statutory Historical Annual Income Statements is provided in Section 4.3.

	Pro forma historical		
A$ millions	**FY18**	**FY19**	**FY20**
Platform	2.8	15.9	29.4
Legacy and Other	36.1	21.2	4.6
Total revenue	**38.9**	**37.1**	**34.0**
EBITDA	**2.6**	**(11.7)**	**(0.6)**
EBIT	**(4.0)**	**(19.8)**	**(9.7)**
Net profit/(loss) after tax	**(0.8)**	**(15.5)**	**(10.5)**

	Statutory historical		
A$ millions	**FY18**	**FY19**	**FY20**
Platform	2.8	15.9	29.3
Legacy and Other	36.1	21.2	4.6
Total revenue	**38.9**	**37.1**	**33.9**
EBITDA	**3.3**	**(11.7)**	**(3.9)**
EBIT	**(2.7)**	**(19.2)**	**(13.0)**
Net profit/(loss) after tax	**(1.5)**	**(27.6)**	**(30.2)**

For further information, see Section 4

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Topic	Summary
What is the impact of COVID-19 on the Company?	The Company and Ansarada responded quickly to the impacts and opportunities of COVID-19. COVID-19 represented an opportunity for the Group and its Platform solutions, specifically with respect to Corporate Governance as the need for companies to assess and ready themselves for various responses became critical. As a result, Ansarada responded quickly and launched various initiatives in order to support and provide solutions to the market. This included the launch of the COVID-19 financial survival and asset management (management and response templates) on its Pathways Platform. In addition, the Tenders business seized on opportunities as the Australian Government deployed capital into major infrastructure developments; providing deeper penetration on existing Government clients and new wins in the Tenders business. **For further information, see Section 3.9**
What is the Company's dividend policy?	Given the strong growth opportunity that has been identified for the Platform, the Company does not have any present plan to pay dividends. **For further information, see Section 4.12**

1.5 Business highlights and key strengths

Topic	Summary
Trusted brand among our customers and users driving strong Win Rates	Over their combined history, the Company and Ansarada have been trusted by customers and their advisors with their most critical information in some of their most critical business events. Amongst its adviser base Ansarada has achieved strong retention of its advisor relationships, with 83% retention of top 100 advisers over last 3 years. Demonstrating this trust, Ansarada has achieved historical win rates in FY20 of 69% in Australian and New Zealand and has averaged approximately 53% globally. **For further information, see Sections 3.6.4.2**
Differentiated technology offering	The Company's and Ansarada's solutions are built on a scalable modern technology stack and powered by modern software architecture that leverages a serverless, microservices and API driven approach. The Company and Ansarada use a combination of proprietary, internal developed software and technologies and licensed third-party software. Since inception the Company and Ansarada have made significant investments in technology to enhance both the features and functionality of the products, but also the usability of the products. As an example of this, Ansarada has invested into and established AI and Machine Learning infrastructure including the resources, processes, and tooling needed to develop, train, and operate machine learning models. This capability has been used to successfully turn Ansarada's vast quantities of data into useful products and analytics tools that provide more value to customers in managing risks, increasing productivity and using insights for better decision making. Examples of AI capabilities include tools to assess preparedness for the critical event, automation of document sorting and structuring, and an algorithm that benchmarks the level of engagement of parties to the behaviors and patterns of highly engaged parties from thousands of previous deals managed on the product. While a significant investment has been made, the Company and Ansarada remain focused on investing in their products as a key differentiator in the market. **For further information, see Section 3.7**

Investment Overview

Topic	Summary
Purpose led and founder driven business	The Group's vision is to be the information governance platform that company boards, management teams and advisors rely on to be confident in decisions and managing critical outcomes. The Company and Ansarada believe that a strong internal culture is core to providing a high-quality customer experience and experience for the team. Our values shape all decisions and both the Company and Ansarada have, and plan to continue to invest significantly in the development of their employees. The culture of the Group will be defined by a belief in being vision and purpose led. The Company and Ansarada are proud of the cultures they have built within their respective organisations. Ansarada is pleased to have been publicly recognised on multiple occasions as a 'Top 50 Great Place to Work' in Australia which is an annual award that measures and benchmarks employee engagement based on this framework. Ansarada ranks above or on par with peers across the information technology industry as described in the Section below. **For further information, see Section 3.1.5**
Diversified and scaled operations across industries and geographies	The Company's and Ansarada's products currently support over 2,700 Customers and over 460,000 active users. The Customer base is diverse in terms of both industries, with almost every industry sector covered, and geography, with over 40% of the Group's FY20 revenue generated outside of Australia. The user base covers every level of an organization from the board and senior management, through to administrative staff. Over its combined history, over 23,000 critical events have been managed through the Company and Ansarada's products since inception, providing the Group with significant amounts of data to assist in future product development and go-to-market initiatives. **For further information, see Section 3.5**
Platform based business with omni-channel distribution capability	Following Completion, the Group will combine its product offering to offer its customers a single information governance Platform addressing multiple use cases across the information governance lifecycle. The Platform is comprised of 4 main products that individually and collectively deliver that Customers rely on for 6 main use cases. The Platform is industry-agnostic and highly scalable which the Company and Ansarada believe represents a key competitive advantage in the market. The Platform has been built in order to allow omni-channel distribution including direct sales, referral through advisers, e-commerce distribution, white labelling, and partnerships. The Company and Ansarada believe that this omni-channel strategy is a key competitive advantage in the market. **For further information, see Section 3.6.4**

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Topic	Summary
Large and growing addressable market	Information governance describes a set of processes that ensures the systematic management, protection and distribution of important and critical data throughout an organisation. Information can become a highly strategic asset to a company if it can optimise and control its use. However, this same information can also become a liability if the management and control of information is poorly governed and inefficient. The Company and Ansarada operate in two segments of the information governance market that are large and growing: • eGRC, which provides workflow, collaboration, security and analysis tools for organisations to apply across key Governance Risk and Compliance (GRC) areas including policy, risk, incident, audit and compliance. MarketsandMarkets estimates the global eGRC market size to be US$32.3 billion in 2020, which is expected to grow at a Compound Annual Growth Rate (CAGR) of 13.5% to US$60.9 billion in 2025. Within the global eGRC market, MarketsandMarkets estimates that approximately US$20 billion is spent on software solutions addressing a range of eGRC requirements and functions. The Company and Ansarada estimate the Platform will address approximately US$5.8 billion of the eGRC market. • VDR software, which enable the secure curation, distribution and collaboration of critical information for corporate transactions and outcomes. According to Marketsandmarkets, the global VDR market size is projected to grow significantly from US$1.4 billion at approximately 14.4% per annum through to 2025. **For further information, see Section 2.2**

1.6 Key risks

Topic	Summary
Failures or disruptions in the Groups technology or platform, including cyber-security breaches	The Company and Ansarada depend on the constant real-time performance, reliability and availability of its technology system and access to its partners networks. There is a risk that these systems may fail to perform as expected or be adversely impacted by a number of factors, some of which may be outside the control of the Group, including damaged or faulty equipment, misuse by employees or contractors, disruption, failure, service outages, data corruption or breaches which could occur as a result of computer viruses, malware, hacking or cyber-attacks, or other disruptions including natural disasters, power surges or outages, terrorist attacks or other similar events. **For further information, see Section 5.1.1**
Supplier Risks	The Company and Ansarada rely on the ongoing provision of services from third party software and infrastructure providers, including, for example, Microsoft Azure and AWS to ensure continuity of service provision. The supply agreements are not based on long terms contracts and vary from case to case, with many terminable at will or on short notice. Some of these contracts also expire within the next 12 months. There is a risk that the Group's relationships with its suppliers deteriorate or these suppliers are unwilling or unable to renew contractual agreements, or that they are unwilling to continue dealing with the Group on the same terms. **For further information, see Section 5.1.2**
COVID-19 Related risks	The ongoing COVID-19 pandemic has had a significant impact on the global economy and the ability of individuals, businesses, and governments to operate. Across the globe, travel, trade, business, working arrangements and consumption have been materially impacted by the pandemic. There continues to be considerable uncertainty as to the duration of and further impact of COVID-19 including in relation to government, regulatory or health authority actions, work stoppages, lockdowns, quarantines and supply restrictions. **For further information, see Section 5.1.11**

Investment Overview

Topic	Summary
Competition and new technologies	The industry in which the Company and Ansarada are involved is subject to increasing global competition. The Group will have no influence or control over the activities or actions of its competitors, whose activities or actions may positively or negatively affect the operating and financial performance of the Company. Existing competitors, as well as new competitors entering the industry, may engage in aggressive marketing campaigns, introduce price discounting, offer more cost effective products, develop and introduce superior technology offerings, adapt more quickly to technological developments, evolving industry trends or customer requirements or consolidate with other entities to deliver enhanced scale benefits. **For further information, see Section 5.1.3**
Failure to execute its growth strategies	The Group plans to achieve its strategic objectives by executing its strategies, including its expansion plans discussed in Section 3.11. There is no guarantee that all or any of the Group's growth strategies will be successfully implemented, deliver the expected returns or ultimately be profitable. There is also a risk that the growth strategies may be subjected to unexpected delays, additional implementation costs and may require more of management's time than expected **For further information, see Section 5.1.4**
Compliance with laws, regulations and industry compliance standards	The Group must comply with a range of laws, regulations and industry standards in the jurisdictions in which it operates, including in relation to privacy, data protection, and unsolicited communications. Failure by the Group to comply with laws, regulations and industry compliance standards may result in litigation, regulatory enquiry or investigation, fines and penalties, or significant reputational damage, which could have an adverse effect on the Group's business. **For further information, see Section 5.1.5**
Regulatory Risk	The Group may decide to provide additional products and services to its customers or expand into new markets in the future. If these products and services are regulated the Group may be subject to additional legal and industry compliance requirements which may be difficult or expensive to comply with and, if not complied with, may have an adverse impact on the Group's business or reputation, which could in turn adversely impact the Company's revenue or financial performance. **For further information, see Section 5.1.6**
Reputation and customer experience	Building and maintaining the strength of the Company's and Ansarada's existing reputation is important to retaining and growing its customer base, maintaining its relationships with partners and other key service providers that assist in successfully implementing the Group's business strategy. There is a risk that the reputation of the Group could be affected by the actions of third parties, such as third party service providers. There is also a risk that unforeseen issues or events may adversely impact the Group's reputation. **For further information, see Section 5.1.7**
Intellectual Property	The Group will depend on its ability to commercially exploit its technology and intellectual property. The Group will also rely on laws relating to trade secrets, copyright and trade marks to assist in protecting its proprietary rights. However, there is a risk that unauthorised use or copying of the Group's software, data, specialised technology or platforms may occur. The Group may be required to incur significant expenses in monitoring and protecting its intellectual property rights. **For further information, see Section 5.1.8**

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Topic	Summary
Customer service risk	The Company's and Ansarada's business model is based on recurring revenue arising from the provision of service. In the future, the Group may be unable to retain existing customers (including its key customers) or their current level of usage over the timeframes or with the pricing and revenues it currently expects. **For further information, see Section 5.1.9**
Future funding requirements	Although the Directors and the proposed Directors believe that, on completion of the Offer, the Group will have sufficient working capital to carry out its business objectives, there can be no assurance that such objectives can be met without further financing or, if further financing is necessary, that financing can be obtained on favourable terms or at all. Further if additional funds are raised by issuing equity securities, this may result in dilution for some or all of the Shareholders. **For further information, see Section 5.1.10**
Reliance on key and skilled personnel	The Company and Ansarada relies on their ability to retain senior management and experienced personnel. The loss of the services of senior management personnel without suitable replacements or the inability to attract and retain qualified personnel could adversely affect the Company's financial performance. **For further information, see Section 5.1.13**
Acquisitions and expansion may not be successful	Following completion of the Offer, the Company will acquire 100% of Ansarada. As part of its growth strategy, the Group may also investigate and undertake further expansion, acquisition and other growth initiatives from time to time. The risks the Group may face with its past and future expansion, acquisition and other growth initiatives. **For further information, see Sections 5.1.15**

1.7 Board and management

Topic	Summary
Who are the Directors of the Company?	***The Current Board of Directors are:*** • Steven Coffey - Chairman, Non-executive Director • Stuart Clout - Chief Executive Officer, Executive Director • Neale Java –Chief Financial Officer & Chief Operating Officer, Executive Director ***The Directors of the Group will be:*** • Peter James - Chairman, Independent Non-executive Director • Sam Riley - Chief Executive Officer, Executive Director • Stuart Clout - Chief Revenue Officer, Executive Director • David Pullini - Independent Non-executive Director **For further information, see Section 6.1**
Who are the senior management team of the Company?	***The senior management team includes:*** • Sam Riley - Co-Founder and Chief Executive Officer • Stuart Clout - Co-Founder and Chief Revenue Officer • James Drake - Chief Financial Officer **For further information, see Section 6.2.1**

Investment Overview

1.8 Significant interests of key people and related party transactions

Topic | **Summary**

Who are the existing shareholders and what will be their interest in the Company at Completion?

Shareholder	Shares at Prospectus Date	% of Shares held prior to Completion	Shares issued	Shares held immediately post-Completion	% of Shares held post-Completion
Stuart Clout	3,495,237	22.9%	-	3,495,237	3.9%
Other TDY Shareholders	11,747,887	77.1%	-	11,747,887	13.2%
Samuel Riley	-	-	4,964,249	4,964,249	5.6%
Other Founders & Senior Management	-	-	9,026,796	9,026,796	10.2%
Other Ansarada Shareholders	-	-	29,061,184	29,061,184	32.8%
Investors in the Offer	-	-	30,405,406	30,405,406	34.3%
Total	**15,243,124**	**100.0%**	**73,457,635**	**88,700,759**	**100.0%**

For further information, see Section 7.1.4

What significant benefits and interests are payable to Directors and other persons connected with the Company or the Offer?

Directors and senior management are entitled to remuneration and fees on commercial terms as disclosed in Section 6.3.2. On Completion, the Directors will hold interests as follows:

Director	Shares held at Completion	Options held on Completion[2]
Peter James[1]	-	946,040
Samuel Riley	4,964,249	1,330,900
Stuart Clout[3]	3,495,237	1,035,144
David Pullini[1]	-	946,040
Steven Coffey	8,750	-
Neale Java	-	7,500
Total	**8,468,236**	**4,265,624**

Notes:

1. Does not includes Shares which the Non-Executive Directors may subscribe for under the Offer at the Offer Price.
2. Refers to Options to be granted under the Company's LTI Option Offer (refer to Section 6.3.2.6 for further detail), except for Neale Java who holds options under the Company's legacy employee equity plan.
3. Does not include the 1,200,000 Performance Shares currently held by Mr Clout. The Company intends to seek the buy-back and/or cancellation of the 1,200,000 Performance Shares (which will be 120,000 following Consolidation) following Completion for nominal consideration. The Company intends to seek any relevant Shareholder approvals required for the buy-back and /or cancellation at the Company's next annual general meeting.

For further information, see Section 6.3.2

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Topic	Summary
Will any Shares be subject to restrictions on disposal following Completion?	Yes. All of the Shares referred to below will be escrowed under voluntary escrow deeds until the Group releases its results for the financial periods detailed below. Certain mandatory escrow requirements which exist in relation to the Company's initial public offering will continue to remain on foot post Completion.

Shareholder	8 January 2021[1]	10 days following the release of the FY21 half year results	8 July 2021[2]	10 days following the release of the FY21 full year results	14 February 2022[3]	10 days following the release of the FY22 half year results	10 days following the release of the FY22 full year results
Management and founders	-	-	-	-	873,809	3,497,761	13,114,712
Ansarada Shareholders	-	7,783,437	-	-	-	-	-
Ansarada Noteholders	-	-	-	21,277,744	-	-	-
Other TDY Shareholders	705,330	-	180,600	-	3,990,102	-	-
Total	**705,330**	**7,783,437**	**180,600**	**21,277,744**	**4,863,911**	**3,497,761**	**13,114,712**

Notes:

1. Being the date which is six months following the issue of shares pursuant to the Company's acquisition of Lockbox.
2. Being the date which is 12 months following the issue of shares pursuant to the Company's acquisition of Lockbox.
3. Being the date which is 24 months following the Company's initial public offer.

For further information, see Section 7.10

1.9 Proposed use of funds and key terms and conditions of the Offer

Topic	Summary
Who is the issuer of this Prospectus	thedocyard Limited ACN 602 586 407 (the "Company") **For further information, see Section 3.1.2**
What is the Offer	The Offer contained in this Prospectus is an invitation to apply for 30.4 million Shares that be New Shares issued by the Company each at an Offer Price of $1.48 per Share. The Offer is expected to raise approximately $45 million. The Shares being offered to New Shareholders under the Offer will represent approximately 34% of the Shares on issue at Completion of the Offer. The free float will be approximately 42% of the Shares on issue on Completion of the Offer. **For further information, see Section 7**

Investment Overview

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Topic	Summary
What are the conditions to the Offer	Completion of the Offer is conditional on: • the passing of all Acquisition Resolutions that are being put to Shareholders at the General Meeting; and • the Company receiving conditional approval from ASX that it will re-admit the Company to the Official List and terminate the suspension from Official Quotation of the Shares, subject to such terms and conditions (if any) as are prescribed by ASX or the ASX Listing Rules. In the event the above conditions are not satisfied, the Offers will not proceed and no New Shares or Consideration Shares will be issued pursuant to this Prospectus. If this occurs, Applicants will be reimbursed their Application Monies (without interest). **See Section 7.13 for conditions to the Offer**
What is the purpose of the Offer	The proceeds of the Offer will be applied to: • redeem Convertible Notes from Ansarada Noteholders who have not elected to receive Consideration Shares; • growth and working capital for the Group; • exercise the option to acquire 100% of the share capital in Pyramid Vietnam SPV under the PYCO MSA; and • pay transaction costs associated with the Offer and the Acquisition. **For further information see Section 7.1.2**
What is the proposed use of funds raised under the Offer?	Funds raised from the issue and transfer of Shares under the Offer (totaling approximately $45 million) will be applied as follows:

Sources	$ million	%	Uses	$ million	%
Cash proceeds from issue of New Shares	45.0	100%	Redemption of Ansarada Convertible Notes[1]	21.0	47%
			Product Design and Development[2]	3.5	8%
			Sales and Marketing	4.0	9%
			Integration costs	0.5	1%
			Transaction costs[3]	5.7	13%
			Additional working capital	10.3	23%
Total	**45.0**	**100%**	**Total**	**45.0**	**100%**

Notes:
1. An additional $4.0 million of existing cash held by Ansarada will be used to fund the redemption of Ansarada Convertible Notes.
2. Includes costs associated with the exercise of Ansarada's option to acquire 100% of the share capital in Pyramid Vietnam SPV under the PYCO MSA (refer to Section 9.7.3).
3. Transaction costs include approximately $5.7 million in costs relating to the Offer, with the remaining $3.0 million related to transaction costs associated with the merger which will be paid out of the Company and Ansarada's existing cash balances.

For further information, see Section 7.1.3

Will the Shares be quoted on the ASX?	The Company will apply within 7 days of the Prospectus Date to the ASX for re-admission to the Official List and quotation of New Shares on the ASX. If ASX does not approval the application within three months after such application is made (or any longer period permitted by law), the Offer will be withdrawn and all application monies received will be refunded (without interest) as soon as practicable in accordance with the requirements of the Corporations Act. **For further information, see Section 7.15**

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Topic	Summary
How is the Offer structured?	The Offer comprises: • the Broker Firm Offer, which is open to Australian retail clients of Brokers who have received a firm allocation from their Broker; • the TDY Shareholder Offer, which is open to eligible Shareholders as at 7.00pm on 30 October 2020, who have received an invitation to participate in the TDY Shareholder Offer from the Company and who have a registered address in Australia; • the Priority Offer, which is open to investors who have received an invitation to participate in the Offer from the Company and who have a registered address in Australia; • The Employee LTI Option Offer, which is open to employees who have received a personalised invitation to participate in the Employee LTI Option Offer from the Company; • The Non-Executive Director Option Offer, which to the proposed Non-Executive Directors who have received a personalised invitation to participate in the Non-Executive Director Option Offer from the Company; and • the Institutional Offer, which consisted of an invitation to bid for Shares made to Institutional Investors in Australia and certain other eligible jurisdictions. No general public offer of New Shares will be made under the Offer. **For further information, see Section 7.1.1**
Is the Offer underwritten?	Yes. The Offer (excluding the Employee LTI Option Offer and the Non-Executive Director Option Offer) is fully underwritten by the Joint Lead Managers. **For further information, see Section 9.6**
What is the allocation policy?	The allocation of Shares between the Broker Firm Offer, the TDY Shareholder Offer, the Priority Offer and the Institutional Offer was determined by agreement between the Joint Lead Managers and the Company, having regard to the allocation policy outlined in Sections 7.3.4, 7.4.4, 7.5.4, 7.6.2, 7.7.4 and 7.8.4 For Broker Firm Offer Applicants, the relevant Broker will decide how they allocate Shares among their retail clients. With respect to the Priority Offer and the TDY Shareholder Offer, the Company will determine the allocation in consultation with the Joint Lead Managers, provided that those allocations (in aggregate) do not exceed $1,000,000 and $500,000 (respectively). If the TDY Shareholder Offer is over-subscribed, Applications under the TDY Shareholder Offer will be scaled back on a pro-rata basis. The allocation of Shares among applicants in the Institutional Offer was determined by agreement between the Joint Lead Managers and the Company. With respect to the Employee LTI Option Offer and the Non-Executive Director Option Offer, allocations are at the absolute discretion of the Company. The Joint Lead Managers and the Company have absolute discretion regarding the allocation of Shares to Applicants under the Offer and may reject an Application, or allocate a lesser number of Shares than applied for. The Joint Lead Managers and the Company also reserve the right to aggregate any Applications that they believe may be multiple Applications from the same person. **For further information, see Section 7**
Is there any brokerage, commission or stamp duty payable by Applicants?	No brokerage, commission or stamp duty is payable by Applicants on acquisitions of Shares under the Offer. **For further information, see Section 7.2**

Investment Overview

Topic	Summary
What are the tax implications of investing in the Shares?	The tax consequences of any investment in the Shares will depend upon an investor's particular circumstances. Applicants should obtain their own tax advice prior to deciding whether to invest. Refer to Section 9.11 for general tax considerations. **For further information, see Section 7.2 and 9.11**
What is the minimum and maximum application size under the Offer?	The minimum Application size for investors in the Broker Firm Offer, Institutional Offer, the TDY Shareholder Offer and the Priority Offer is $2,000 worth of Shares. There is no maximum value of Shares that may be applied for under the Offer. **For further information, see Section 7.2**
When will I receive confirmation that my Application has been successful?	It is expected that initial holding statements will be dispatched by standard post on or about 3 December 2020. Refunds (without interest) to applicants who make an Application and receive an allocation of Shares, the value of which is smaller than the amount of the application monies, will be made as soon as practicable after Completion of the Offer. **For further information, see Section 7.2**
How can I apply for Shares?	**Broker Firm Offer:** If you have received an allocation of Shares from your Broker and wish to apply for those Shares under the Broker Firm Offer, you should contact your Broker for information about how to submit your Broker Firm Offer Application Form and for payment instructions. **Priority Offer:** The Priority Offer is open to investors who have received an invitation to participate in the Offer from the Company and who have a registered address in Australia. The Priority Offer may also be extended to Australian resident employees of Ansarada invited by the Company. If you have been invited by the Company to participate in the Priority Offer, you will be treated as an Applicant under the Priority Offer in respect of those Shares that are allocated to you. **TDY Share Offer:** The TDY Shareholder Offer is open to existing eligible TDY investors who have received an invitation to participate in the Offer from the Company and who have a registered address in Australia. If you have been invited by the Company to participate in the TDY Shareholder Offer, you will be treated as an Applicant under the Priority Offer in respect of those Shares that are allocated to you. **Employee LTI Option Offer:** The Employee LTI Option Offer is open to certain employees of the Company and Ansarada who have received a personalised invitation to participate in the Employee LTI Option Offer from the Company. If you have been invited by the Company to participate in the Employee LTI Option Offer, you will be treated as an applicant under the Employee LTI Option Offer in respect of those LTI Options that are allocated to you. **Non-Executive Director Option Offer:** The Non-Executive Director Option Offer is open to the proposed Non-Executive Directors who have received a personalised invitation to participate in the Non-Executive Director Option Offer from the Company. If you have been invited by the Company to participate in the Non-Executive Director Option Offer, you will be treated as an applicant under the Non-Executive Director Option Offer in respect of those Options that are allocated to you. To the extent permitted by law, an Application under the Offer is irrevocable. **For further information, see Sections 7.3.2, 7.4.2, 7.5.2, 7.7.2 and 7.8.2**

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Investment Overview

Topic	Summary
Can the Offer be withdrawn?	The Company reserves the right not to proceed with the Offer at any time before the issue of Shares to successful Applicants. If the Offer does not proceed, application monies will be refunded to Applicants. No interest will be paid on any application monies refunded as a result of the withdrawal of the Offer. **For further information, see Section 7.14**
When can I sell my Shares on ASX?	It is expected that the dispatch of the holding statements will occur on 3 December 2020 and trading of the Shares on ASX will commence on or about 8 December 2020 (on a normal settlement basis). It is the responsibility of each Applicant to confirm their holding before trading in Shares. Applicants who sell Shares before they receive an initial holding statement do so at their own risk. **For further information, see Sections 7.2**
Where can I find more information about this Prospectus or the Offer?	Please call the Offer Information Line on 1300 737 760 between 8:30am and 5:30pm (Sydney Time), Monday to Friday. Instructions on how to apply for Shares are set out in Section 7 of this Prospectus and on the back of the Application Form. If you are unclear about any matter or are uncertain as to whether Ansarada is a suitable investment for you, you should seek professional guidance from your solicitor, stockbroker, accountant or other independent and qualified professional adviser before deciding whether to invest.

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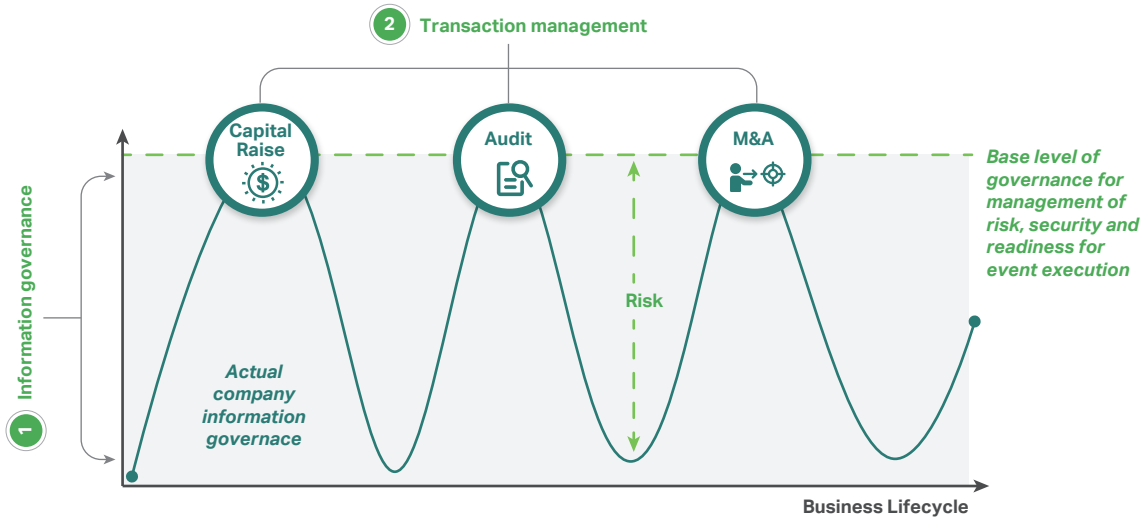
2.1 Introduction to Information governance

2.1.1 The information governance problem

Information is growing in volume and complexity. This increased volume and complexity of information, together with increasing regulation simultaneously presents risks and opportunity to organisations. Poor Information governance increases risks and inefficiencies within an organisation. When information is governed well it produces increases in productivity, greater visibility, more control and enables faster and better decisions across the organisation.

The Company and Ansarada have for 4 and 15 years, respectively, helped organisations govern information in some of their most critical moments. It has been observed that organisations often have the most visibility, control and confidence in their critical information immediately prior to and during a critical event, such as a capital raise, audit or M&A activity. It has further been observed that often though the quality of information and management of that information degrades over time between these events which increases risks and inefficiencies (refer to Figure 1 below).

Figure 1: Indicative information lifecycle



The increasing rates of compliance within an evolving and dynamic regulatory environment has increased both the risks and the consequences for companies unable to comply. Lack of visibility over information between these critical events and the inability to securely store, share and collaborate on data creates heightened and unnecessary risks for organisations, which may ultimately lead to financial or reputational consequences.

2.1.2 How does the Group address this problem?

Following Completion, the Group will be a global provider of information governance solutions that enables corporates, their boards and advisors to execute on critical events, satisfy compliance and deliver outcomes with confidence and efficiency. With Ansarada's launch of its Pathways solution in 2019, and the Company's acquisition of the Athena Board Portal product in 2020 it is expected that the Group will be able to deliver organisations a simple and unified experience within one Platform. The Company and Ansarada expect that the Platform will assist in managing information end to end throughout its lifecycle, in order to assist in creating efficiency and increasing control over critical information compared to fragmented and siloed approaches to information governance through using separate competitor products.

2.2 Information governance market overview

Information governance describes a set of processes that ensures the systematic management, protection and distribution of important and critical data throughout an organisation.[1] Information can become a highly strategic asset to a company if it can optimise and control its use. However, this same information can also become a liability if the management and control of information is poorly governed and inefficient. Increasing regulatory and compliance requirements on organisations have led to greater demand by boards and management teams to effectively manage and have visibility over information at all levels of their organisation. The rising costs of penalties, both financial and reputational, which may be incurred as a result of breaching these responsibilities have continued to drive demand for holistic solutions that create transparency, accountability and accessibility to critical information. The role of the board includes

1. MarketsandMarkets, Enterprise Governance Risk and Compliance Market (2020).

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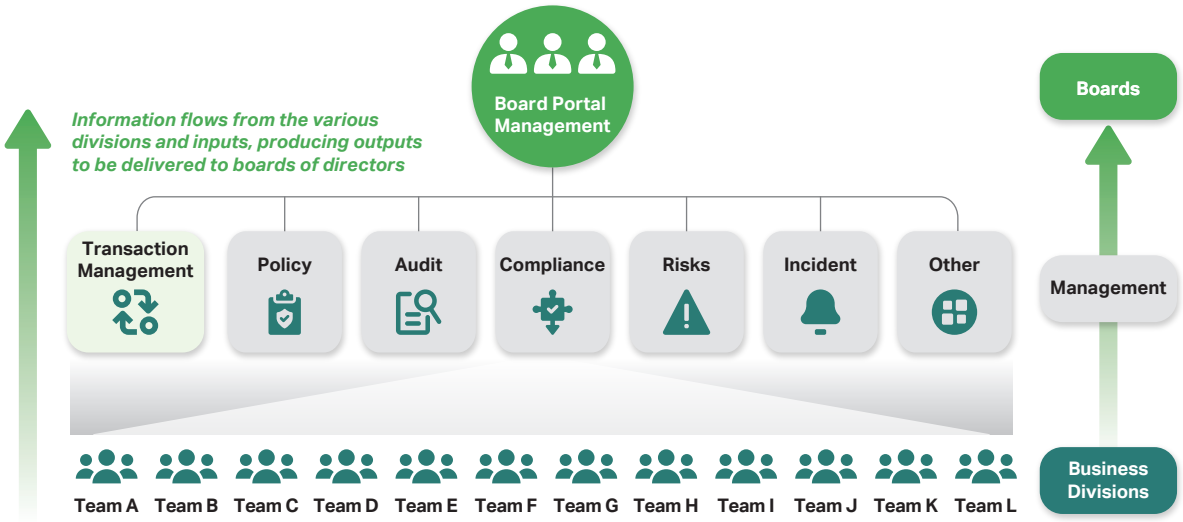
governing, directing and monitoring an organisation's affairs across both compliance and performance and accountability across these two areas, which increasingly requires tools which provide sufficient visibility across all levels of their organisation.[2]

This has underpinned strong growth in demand for software solutions across two key areas:

- Enterprise Governance Risk and Compliance (**eGRC**), which provides workflow, collaboration, security and analysis tools for organisations to apply across key Governance Risk and Compliance (GRC) areas including policy, risk, incident, audit and compliance; and
- Transaction management solutions, including virtual data room (**VDR**) software, which enable the secure curation, distribution and collaboration of critical information for corporate transactions and outcomes.

Figure 2: The information governance ecosystem - Illustrative



2.2.1 eGRC overview

MarketsandMarkets defines eGRC as an umbrella term that encompasses an organisations approach to activities ranging from corporate governance, risk management and compliance.[3] Software solutions are increasingly integral to the way organisations manage their GRC programs, which typically comprise:

- **Governance**: practices that include the way boards, management and decision makers focus on accountability and visibility throughout an organisation;
- **Risk**: risk management involves processes undertaken by an organisation to safeguard against various internal and external threats including for example cybersecurity and intellectual property protection; and
- **Compliance**: refers to the need to comply with various standards and regulations, both internal and external.

GRC protocols are designed to monitor and report on a number of business segments within an organisation, with the insights used to inform overall decision-making and governance. SaaS solutions specifically play a significant role in guiding an organisation towards integrated GRC capabilities, enhancing the effectiveness of internal and external risk management.

MarketsandMarkets estimates the global eGRC market size to be US$32.3 billion in 2020, which is expected to grow at a Compound Annual Growth Rate (**CAGR**) of 13.5% to US$60.9 billion in 2025[4]

2. Australian Institute of Company Directors, Role of the Board.
3. MarketsandMarkets, Enterprise Governance Risk and Compliance Market (2020).
4. MarketsandMarkets, Enterprise Governance Risk and Compliance Market (2020).

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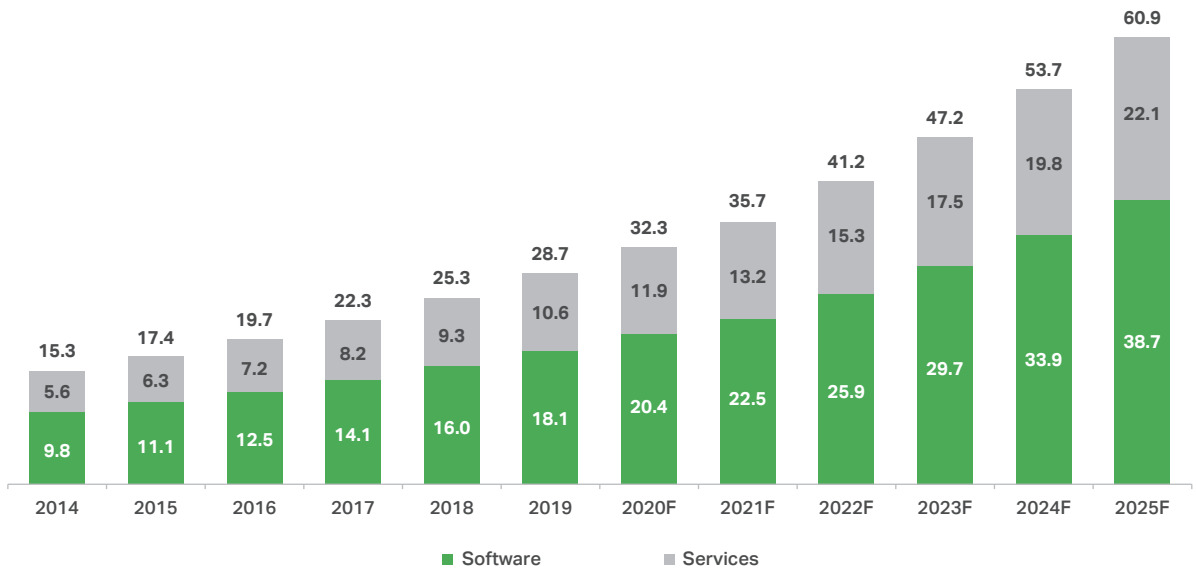
Figure 3: Global eGRC software and services market size ($b)[5]



2.2.1.1 Software within the eGRC market

The global market for eGRC solutions is comprised of a combination of both software and services, where services comprise training, consulting, implementation and outsourced services. Software continues to be the highest growth segment as customers continue to adopt cloud-based solutions to support their GRC initiatives. The software market accounts for 63% of the total eGRC market and is expected to grow at a CAGR of approximately 14% in the five years to 2025.[6] eGRC software is typically sold on subscription-based, multi-year contracts to enterprise and SME customers.

Figure 4: eGRC market by segment (2020E)[7]

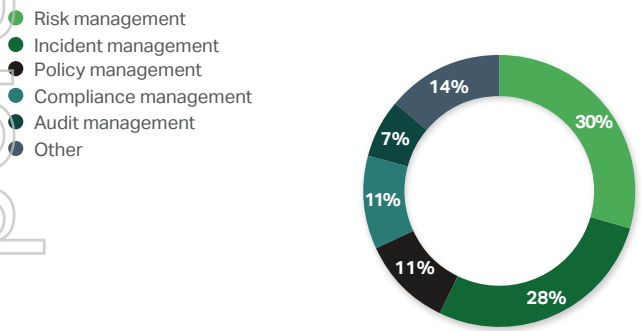
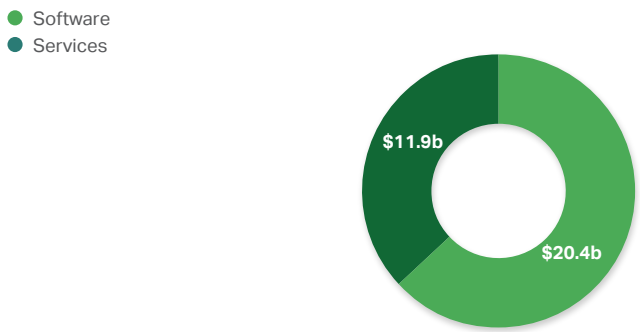


Figure 5: eGRC market by deployment mode (2020E)[8]



While there is an increasing trend towards adopting cloud-based software solutions in preference of services, the Company and Ansarada have identified their current addressable market to be within the software segment of the global eGRC market. The software segment of the market is comprised of the various sub-segments described in Section 2.2.1.2 below.

2.2.1.2 eGRC software segments

Within the global eGRC market, MarketsandMarkets estimates that approximately US$20 billion is spent on software solutions addressing a range of eGRC requirements and functions. The Company and Ansarada believe that their existing solutions enable them to address a range of GRC needs, however most specifically within policy, audit and compliance with the Board portal sitting across a number of these underlying segments. The Company and Ansarada believe that following Completion their existing platform will have the workflow, collaboration, security and reporting functionality to meet a range of organisational needs within these segments, and therefore estimates its addressable market within eGRC to be US$5.8 billion.

5. MarketsandMarkets, Enterprise Governance Risk and Compliance Market (2020).
6. MarketsandMarkets, Enterprise Governance Risk and Compliance Market (2020).
7. MarketsandMarkets, Enterprise Governance Risk and Compliance Market (2020).
8. MarketsandMarkets, Enterprise Governance Risk and Compliance Market (2020).

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The Company and Ansarada have observed that many organisations rely on separate third-party software providers, which often results in information siloes and inefficiencies across these critical segments. The ability to deliver a holistic, end-to-end solution across multiple segments has therefore become a significant competitive advantage for software vendors operating in this market.

Table 1: Overview of key eGRC software segments[9]

Segment	Description	Market size (US$bn)	CAGR (2020 – 2025)
Policy	Solutions providing a centralised platform to perform various tasks related to policy management, including monitoring internal standards, document management, guidelines and best practices. Enable organisations to have a consistent approach to delegating responsibility and designing process for internal policy management.	$2.2bn	7.0%
Audit	Designed to assist organisations manage a number of internal and external audit-related activities, processes and data within a unified system. Audit management software is deployed to enhance effectiveness and simplify the process of managing work papers, scheduling due dates and reporting to internal and external parties.	$1.4bn	9.5%
Compliance	Software to assist organisations understand and comply with regulations, policies and applicable corporate obligations. Compliance management solutions are designed with capabilities to enable automated workflows, collaboration and real-time reporting.	$2.2bn	7.9%
Risk	Risk management software is designed to provide organisations with the tools to better understand risk exposure and to manage it cost-effectively.	$6.2bn	24.0%
Incident	Incident management software solutions are designed to capture, track and manage incidents across an organisation, which broadly include an unexpected event which may cause damage to operations or reputation.	$5.7bn	4.8%
Other	Comprises financial control management, issue management, business continuity management and other issue or risk management software.	$2.8bn	12.5%

Note: highlighted segments indicate the Company's and Ansarada's addressable market through existing solutions.

2.2.1.3 Benefits of eGRC software

Within the range of use cases referred in Section 2.2.2.1, 3.5.3 and Table 1, eGRC software provides organisations with a range of benefits, enabling them to:

- **Single source of critical information**: Allows users to securely store, present and collaborate on information within a centralised platform, ensuring consistent access to critical data across an organisation.
- **Automation**: Enables organisations to achieve continuous risk and controls monitoring, as opposed to point-in-time spot checks. Capabilities typically include advanced risk analytics and modeling, automated controls tied to business rules engines, advanced content and process management capabilities and embedded eGRC control points.
- **Integration**: Can provide a holistic view of risk, through integration of systems that control different functions across an entire organisation, enabling synchronised management and reporting across the enterprise.
- **Reporting**: Centralised eGRC systems enable management teams and divisions to more effectively collate and report on critical business data in a standardised format, allowing boards and executive teams to have greater end-to-end visibility across an organisation.

9. MarketsandMarkets, Enterprise Governance Risk and Compliance Market (2020).

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2.2.2 Transaction Lifecycle Management

Security of information and the ability to efficiently, manage and collaborate and track usage of critical company information has become increasingly important to organisations in preparation for and execution of transactions (for example capital raising or M&A transactions). Highly secure information workflow and management solutions are critical to a number of high value information governance use cases such as asset management, government and private sector tenders, transaction due diligence, capital raisings, restructuring and insolvency.

VDR software is a critical tool within the transaction management lifecycle and sits at the intersection of these critical use cases, enabling organisations to curate important information, and collaborate with internal stakeholders, advisors and third parties on a secure, cloud-based platform. VDRs also enable organisations to gain valuable insights from their information and processes, using data to both minimise risk and help identify opportunities.

VDR is a storage area, typically cloud-based, used by organisations to collaborate on, manage, control and track critical information disclosure and usage. Typically, this information relates to corporate transactions or critical events which may involve a number of parties including consultants, banks, accountants, lawyers and investors. VDRs deliver value to users by helping to facilitate sharing and distribution to each of these parties in a secure, collaborative platform with all activities tracked and reported on for managing risks and enabling decision making during and after the transaction. Many of the modern VDR software providers are cloud-based, providing organisations with scalable and cost-effective capabilities as they expand use throughout an organisation for general usage or across multiple transactions.

Figure 6: Indicative example of VDR collaboration

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2.2.2.1 Use cases and benefits of VDR solutions

Use Case	Description
Transaction preparation	Information readiness in both quantity and quality is essential to achieve any critical business outcome, such as a successful audit, compliance with regulation or execution of transaction. Ensures all the information and people required to deliver the outcome are supported with task management, collaboration and workflow tools to do that efficiently and with confidence
Transaction execution	Due diligence preparation and execution and other related activities across a range of transaction types, including M&A, capital raisings, joint ventures, divestitures, restructuring, tenders and others.
Information workflow and reporting	Ensuring information is visible and accessible in platform for key stakeholders in the format and timing they require to support their role decisions and actions within a business.

Within the range of use cases referred to above, VDRs provide organisations with a range of benefits, enabling them to:

- **Securely store, track and present critical information**: Helps to mitigate the risks of security breaches and other associated compliance risks through access control functionality, document security and encryption.
- **Remotely access centralised data**: Ability to provide users with remote access to secure, curated information in real time and across a range of devices.
- **Manage third party access to sensitive internal information**: Functionality to manage access by internal and external parties, which may include a combination of Board, management, advisors, investors, stakeholders and transaction counterparties. Granular access controls enable the delivery of information to select parties, streamlining the ability to share sensitive information access within a controlled, dynamic environment.
- **Drive deal and organisational productivity and efficiency**: Deal analytics, collaboration tools bulk upload/download and other user experience features help reduce the time distraction on management and organisations focusing on achieving a critical outcome or event. New features including AI and machine learning continue to enhance transaction productivity and are enhancing an organisations ability to extract valuable information from their data.

2.2.2.2 Size of the VDR market

The provision of VDR software is a global industry, with the largest markets being across North America, Europe and APAC. The key thematic in the sector has been increasing rates of adoption by both small and large organisations of deal and other enterprise technology solutions to manage critical information and outcomes.

The global VDR market size is projected to grow significantly from US$1.4 billion in 2020 to US$2.7 billion by 2025, representing a CAGR of 14.4% during the forecast period[10].

10. MarketsandMarkets, "Virtual Data Room Market" (2020).

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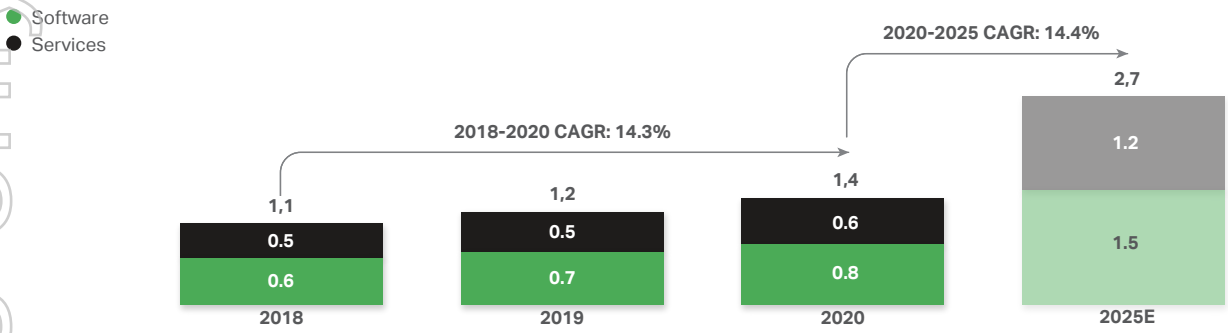
Figure 7: Global VDR market size (US$b)[11]



2.2.2.3 Enterprise File Sync & Sharing (EFSS) market

Enterprise File Sync & Sharing (**EFSS**) refers to the software services market that enables organisations to synchronise and share documents, photos, videos and files with employees, external customers and partners. The difference in functionality between typical VDR and EFSS solutions are detailed in Table 2 below:

Table 2: Comparison of key VDR and EFSS features

	VDR	EFSS
Key markets /use cases	• Data rooms providing secure platforms for the management execution of company transactions • Typically provide tools specifically relating to transaction workflow and requirements	• Services that enable the storage and remote access of key corporate information, typically used and accessed within an orgnaisation • May provide less document security and access control relative to VDR solutions
Examples of key providers	• Ansarada, Intralinks, Datasite, Firmex	• Dropbox, Box, Google, Microsoft
Cloud-based and mobile compatible	✓	✓
Transaction analytics and automation	✓	—
Redaction tools	✓	—
End-to-end dashboards, reports and audit trails	✓	—
Secure document sharing	✓	✓
Advanced document security and access controls	✓	—

While distinct from conventional cloud storage solutions such as EFSS, the Company and Ansarada have observed that their solutions are being used by customers for more conventional use cases including as general document repository and information storage.

The North American market is the largest for VDRs, expected to account for 31.4% of total VDR revenue in 2020. The APAC region is expected to grow at the highest rate at an estimated CAGR of 16.4% between 2020 and 2025, underpinned by strong growth in the Asian markets in large part due to increasing focus on compliance and information security in this region[12].

11. MarketsandMarkets, "Virtual Data Room Market" (2020).
12. MarketsandMarkets, "Virtual Data Room Market" (2020).

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Figure 8: Global VDR market by region (US$m)[13,14]

- **North America**
  Market size: US$438m
  CAGR: 12.8%[2]
- **Latin America**
  Market size: US$58m
  CAGR: 15.6%[2]
- **Europe**
  Market size: US$407m
  CAGR: 13.8%[2]
- **MEA**
  Market size: US$107m
  CAGR: 15.0%[2]
- **APAC**
  Market size: US$386m
  CAGR: 16.4%[2]

The largest segment of customers in the VDR market is comprised of enterprises, defined as organisations with more than 1,000 employees. Small and Medium Enterprises (**SMEs**), defined as organisations with less than 1,000 employees, continue to be a high growth segment due to growing adoption of technology solutions to support governance and manage risk when executing complex transactions. The SME segment is expected to grow to US$1.3 billion by 2025, representing a CAGR of 15.1%[15].

Figure 9: VDR market by segment (2020E)[16]

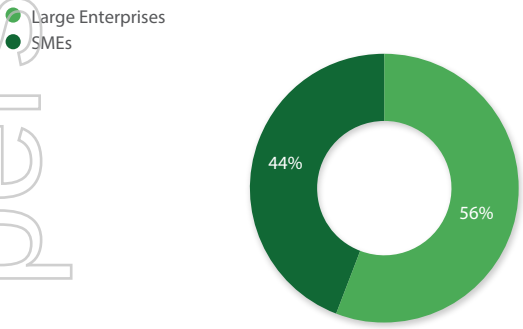
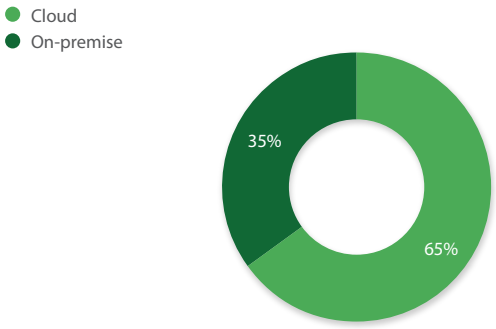


Figure 10: VDR market by deployment mode (2020E)[17]



VDR solutions may comprise either legacy on-premise deployments or cloud-based software. During 2020, the cloud-based segment accounted for 65% of total VDR software revenue. The preference for cloud-based solutions reflect a requirement by organisations to be able to remotely access secure information, with flexible architecture ensuring that rolling product upgrades can be regularly delivered and accessed by end users.

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13. MarketsandMarkets, "Virtual Data Room Market" (2020).
14. CAGR calculated between 2020 and 2025.
15. MarketsandMarkets, "Virtual Data Room Market" (2020).
16. MarketsandMarkets, "Virtual Data Room Market" (2020).
17. MarketsandMarkets, "Virtual Data Room Market" (2020).

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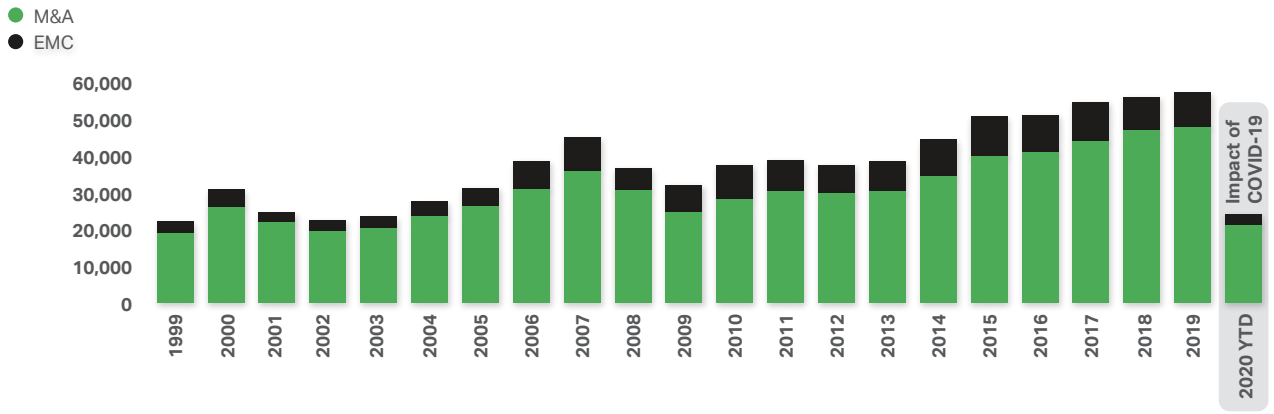
2.2.2.4 Impact of COVID-19 on the VDR market

The global COVID-19 pandemic has impacted VDR software providers due to the resultant reduction in overall deal volumes. The number of M&A and ECM transactions for the first half of 2020 declined and was 52.7% lower on the corresponding period in 2019 (refer to Figure 11 below), with the largest falls being in the North America and Europe regions.[18] As a result, overall VDR use has reduced over the short term, but is expected to return to historical levels as transaction volumes return to pre-COVID-19 levels.

Figure 11: Global ECM & M&A deal volume (by no. of transactions)[19]



2.2.2.5 Competitive dynamics

The Company and Ansarada have observed that competitors offering VDR software typically compete on a number of factors, including:

- **Product functionality and features**: ability to deliver a broad range of features and functionality in a single, integrated end-to-end platform to support multiple customer use cases;
- **Usability, design and experience**: overall user experience, ease of use and accessibility (including mobile and portable device access);
- **Security and track record**: given the highly critical and sensitive nature of information involved in corporate transactions, strong security capabilities, certifications (including ISO27001, see Section 2.2.6 below) and a demonstrated track record are valued attributes; and
- **Cost certainty and value**: pricing competitiveness and pricing models which enable customers to accurately estimate the overall cost of the software.

2.2.3 Key demand drivers for information governance solutions

The Group has observed a number of factors in the information governance industry which are driving growth as well as a demand for more complex, secure and feature-rich solutions, which are outlined in Table 3 below.

18. Mergermarket, Global & Regional M&A Report 1H20.
19. Mergermarket, Global & Regional M&A Report 1H20.

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Table 3: Information governance drivers of growth

Increase in stringent compliance mandates	• Increasingly complex regulatory environment, including those relating to information and data governance, by governments and regulatory bodies • Financial and reputational consequences associated with a failure to meet the various compliance requirements and regulations • Secure storage, use and distribution of critical business data is increasingly necessary for organisations to have visibility and control over business practices to keep pace with an evolving regulatory landscape
Cybersecurity and growing rates of data breaches	• Increasing trend of cyberattacks and data-security breaches • Documents shared with external parties are particularly vulnerable and expose organisations to risk • Increased demand to safeguard information within secure collaboration platforms that can manage the distribution and storage of critical data
Growing volumes of data generated by businesses	• Transactions require secure access to large volumes of digital information, where conventional EFSS platforms have historically been insufficient. • Information governance software tools have therefore become a critical tool to safely and effectively managing transactions, underpinned by strong growth in the volumes of digital data.
Requirement for organisations to have end-to-end visibility of their information	• Consistent visibility over information across an entire organisation enables boards and management to identify and mitigate against certain business risks • Organisations are increasingly seeking software tools that can enable them to have an interactive dashboard view across an organisation, which includes ability to score card various internal benchmarks
Siloed systems, information and teams creating heightened risk	• The Group has observed that organisations often use multiple and disparate systems across various teams. This has meant that boards and management have limited visibility of information across an organisation • End-to-end software solutions help to reduce these risks by creating a single platform for information collaboration and management, reducing overall risk and uncertainty
Greater focus on board governance and transparency	• Heightened scrutiny over boards to have higher standards of governance. • Transparency of approaches to governance including audit trails and accountability is becoming critical.
Transaction volumes	• Growing deal volumes across mergers and acquisitions, capital raisings and other transaction types driving growth in demand for VDR solutions. • Deal volume growth in APAC and MEA are key underlying growth drivers. • Transaction volumes across ECM and M&A have grown at a CAGR of 4.8% in the 20 years to 2019.

2.2.4 Barriers to entry into the information governance market

There are a number of barriers to entry for providers looking to enter the global information governance software market.

- **Technology investments**: substantial investment required to build a platform with the functionality, user experience and technology capabilities demanded by customers;
- **Reputation and certifications**: given the critical nature of transaction data, the Group has observed that customers prefer to use VDR software providers who have a track record with reputable customers as well as relevant security and compliance certifications (e.g. ISO27001); and
- **Network effect and client relationships**: VDR software providers typically rely on the extent of their network and relationships with key channel partners, including legal, financial, accounting, tax, audit and other advisors. These relationships are critical in gaining traction in the transactional space and can require a significant investment of both time and capital.

The Company and Ansarada believes that these barriers further strengthen its competitive positioning, with its 15 year operating history providing a strong advantage in the delivery of solutions to a range of customer types in the global information governance space.

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2.2.5 Key information governance industry participants

2.2.5.1 eGRC participants (including Board Portals)

Within the eGRC software segment, the key industry participants are mostly comprised of large scale, global, generalist software providers with a broad product and service offering. These companies will typically offer certain eGRC solutions in conjunction with other technology services or products. Examples of such providers include:

- IBM;
- SAP;
- Oracle; and
- Microsoft

Board Portal Management Solution (**BPMS**) solution providers include a diverse range of small and large software vendors, including the following:

- Diligent;
- BoardVantage;
- Directors Desk;
- PassageWays;
- BoardEffect;
- Brainloop;
- Thomson Reuters BoardLink;
- Computershare BoardWorks; and
- BoardPad.

While a number of these solutions have consistent features and functionality, the Company and Ansarada have observed that competitors may differentiate through an ability to provide additional information governance products, enhancing the effectiveness and security of the overall software ecosystem.

2.2.5.2 Transaction Management

The Company and Ansarada believes it has a uniquely differentiated solution with a broad set of capabilities and features that provide it with a significant competitive advantage in the delivery of VDR solutions. The global market for VDR software is competitive, with examples of typical competitors in the space including:

- Intralinks;
- Datasite;
- Firmex;
- Donnelly;
- Citrix;
- Brainloop; and
- Drooms

Within the VDR segment, the Group notes that it has not experienced material competition from conventional EFSS providers, as customers who use VDR software are typically demanding security, collaboration, access control and transaction management-specific capabilities which may not be available from EFSS solutions (refer to Table 2 above).

2.2.6 Regulatory environment

As a software vendor the Group is not subject to specific, material software law or regulation, although it must operate within the general legal framework common to companies and software vendors. These include, for example, laws governing intellectual property, data protection, privacy and proper business practices. Each jurisdiction or region differs in the level of regulation over data privacy, which influences the value delivered through secure information governance solutions to customers in those regions.

The relevant regulations and compliance standards that apply to information governance software providers include:

- General Prudential Protection Regulation (EU) 2016/679 in Europe (**GDPR**);
- Privacy and Data Protection Act 2014 (Australia); and
- The International Organisation for Standardisation 27001 (**ISO27001**).

Security and technology capabilities are therefore highly valued by enterprise customers. For its software to be both competitive and attractive to customers, the Group has developed extensive security and technology capabilities, including protocols to comply with GDPR and having received ISO27001 accreditation for 10 consecutive years.

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3.1 Overview of the Group

3.1.1 Introduction

Following Completion the Group will be a global provider of cloud-based SaaS information governance solutions. The Group's platform will provide end-to-end document and process management to support critical decisions and events for organisations throughout their lifecycle. The Group will provide SaaS solutions to manage risk, monitor information sharing and track workflows for business events and outcomes such as Board meetings, raising capital, mergers and acquisitions, post-acquisition integration, audits, asset portfolio management, tenders, governance, risk and compliance.

The Group will have over 140 full-time employees and is headquartered in Sydney, Australia with offices in Chicago, London, Amsterdam, Johannesburg and Ho Chi Minh City. The Company's and Ansarada's solutions are currently used by over 2,700 active customers[1] and 460,000 users[2] including leading global corporates, governments, investment banks, private equity firms, accountants.

3.1.2 thedocyard Limited history

The Company was founded in 2016 by Stuart Clout, a former corporate lawyer with expertise in corporate transactions, in particular mergers & acquisitions and capital markets transactions both as a partner of a large law firm and in the capacity of a senior in house lawyer for a Fortune 100 company.

The Company is an Australian technology company with the ambition to become the trusted technology partner to corporates, financial sponsors and their advisors. Its service offerings focus on digitising how their customers execute key events, with a focus on transaction and board management. Currently the Company has two core offerings, a transaction management solution which combines the traditional virtual data room with project and workflow management tools, and a board management solution which facilitates the secure compilation and digital distribution of board and committee documents. The Company currently has 14 employees predominately located in Sydney, Australia.

The Company listed on the ASX on 14 February 2020, raising $4.2 million through an initial public offering of Shares. On 6 July 2020 the Company announced the acquisition of LockBox Technologies Pty Ltd, which was the owner and developer of Athena Board, a secure document creation and sharing platform for company boards. The Athena Boards' SaaS solution provided the Company with an entry into the Board Portal Management Software market.

3.1.3 Ansarada NewCo Pty Ltd history

Ansarada was founded in 2005 by Sam Riley (CEO), Rachel Riley, (Founding CFO), Andrew Slavin (Chief Architect) and Daphane Chang with the intention to provide businesses with a digital platform for sharing and accessing secure documents to support critical transactions.

Following the launch of its VDR product, Ansarada continued to invest to further refine its core product offering, including the introduction of AI analytics tools to enhance deal preparation and execution. Ansarada also introduced specific modules to create the Tender platform. Ansarada expanded internationally with offices in London, Chicago, Amsterdam, Ho Chi Minh City and Johannesburg.

Ansarada identified an opportunity to help companies more easily achieve and maintain a high standard of information governance and began assisting customers with more than just execution of critical transactions. To rapidly establish a broader platform to capitalize on this opportunity, in 2018, Ansarada undertook a capital raising of $23.8 million via the issue of Convertible Notes, the proceeds from this capital raising delivered major product developments, established a platform business model and transformed the revenue and billing model from transactional data based pricing to subscription based pricing and also facilitated Ansarada's continued international expansion. A central element of the investment in this broader platform is Ansarada's Pathways product, together with an investment in specialized sales, marketing and customer success capabilities to support the product. Pathways provides companies with a single platform to manage and measure the quality of an organizations information to achieve a specific outcome (for example a compliance review, or financial audit). Pathways helps accelerate preparedness to achieve outcomes by ensuring companies have all the required information in one place, with appropriate governance protocols and process controls in place. Ansarada partners with industry leading advisors to develop industry and transaction specific pathways and underlying content which can be purchased by customers as required to support their business needs.

In October 2018, Ansarada transitioned to subscription-based pricing, providing more predictable and scalable cash flows and the ability to increase the value generated per customer (see Section 3.6.2 for further detail). Building on this strategy, Ansarada launched its e-commerce channel in January 2020, allowing Ansarada to further scale a self-service offering and expand its digital customer acquisition capability to win larger volumes of business more efficiently than via a direct sales channel alone.

1. Active customers includes any subscription/contract with an active room or pathway. Customers may have more than one room or pathway solution open at any given time. As at 30 September 2020.
2. As at September 2020. Refers to unique data room user profiles (unique profiles excludes those deleted or disabled).

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As the capabilities of the Ansarada platform have developed since inception, Ansarada has also managed to grow its customer base significantly from founding in August 2005, to 2,734 as at 30 September 2020, across a diverse range of industries, company sizes and geographies.

3.1.4 Our Team

Headquartered in Sydney, Australia, following Completion, The Group will have over 140 full-time employees with offices in Sydney, Chicago, London, Amsterdam, Johannesburg and Ho Chi Minh City (as at 1 October 2020). While the majority of employees will be located in the APAC region as per **Figure 13** below, global growth remains a key strategic focus in the medium term and it is expected that a portion of the proceeds from the Offer will be used to expand the sales and marketing function in select growth regions.

Figure 12: Employees by function (as at 1 October 2020)

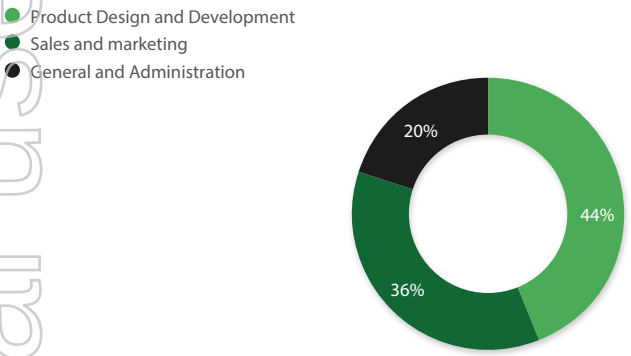
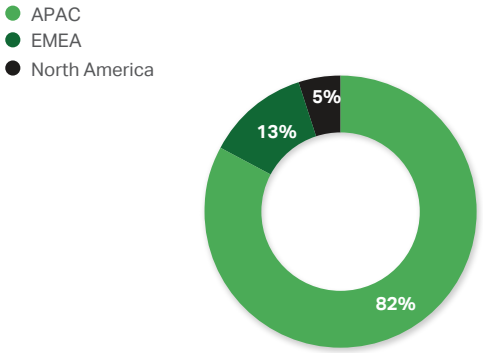


Figure 13: Employees by geography (as at 1 October 2020)



3.1.5 Group Vision, Mission & Values

The Company and Ansarada believe that a strong internal culture is core to providing a high-quality customer experience and experience for the team. Our values shape all decisions and both the Company and Ansarada have, and plan to continue to invest significantly in the development of their employees. The culture of the Group will be defined by a belief in being vision and purpose led. Collectively, this belief will be at the core of the Group's mission to solve the challenges that help companies, their stakeholders and advisors realise and protect their potential.

Our Vision

To be the information governance platform that company boards, management teams and advisors rely on to be confident in decisions and managing critical outcomes.

Our Mission

Help millions of organisations protect and realise their potential.

Our Values

- **Care:** Love the customer and nurture every bit of potential.
- **Curiosity:** Ask another question, you can never know too much.
- **Courage:** Listen to that small voice, challenge convention and take the lead.
- **Change:** Influence positive change and help others on their journey too.

In addition to a belief in being vision and purpose led, the Group's culture will be governed by a framework that is based on trust with leaders, managers and individual team members through a focus on credibility respect, fairness, camaraderie and pride. The Company and Ansarada are proud of the cultures they have built within their respective organisations. Ansarada is pleased to have been publicly recognised on multiple occasions as a 'Top 50 Great Place to Work' in Australia which is an annual award that measures and benchmarks employee engagement based on this framework. Ansarada has ranked in the Top 50 Best Places to Work, consecutively since 2013. Ansarada ranks above or on par with peers across the information technology industry, as per Figure 14 below.

Figure 14: Ansarada Employee Engagement Scores – Recognised as Top 50 Great Place to Work, 2020 Survey

3.2 Overview of the Acquisition

3.2.1 Acquisition Overview

On 30 September 2020, the Company announced that it and Ansarada had entered into a Merger Implementation Deed and a Sale Deed to facilitate the proposed acquisition of 100% of Ansarada by the Company and a related capital raising.

The Merger Implementation Deed and Sale Deed replaced the binding terms sheet executed by the Company and Ansarada on 18 August 2020.

The Acquisition is proposed to be affected by the Company acquiring all the issued capital of Ansarada from the existing equity holders of Ansarada. The consideration payable by the Company for 100% of the ordinary shares in Ansarada will comprise ordinary shares in the Company (**Consideration Shares**). Existing Ansarada Noteholders may receive a cash amount on redemption of their Convertible Notes (unless an individual Ansarada Noteholder has elected to receive Consideration Shares). The cash amount will be funded out of the proceeds of the Offer. The aggregate number of Shares to be issued to the Ansarada Vendors is 43.1 million Consideration Shares.

Upon completion of the Acquisition, the Ansarada Vendors are anticipated to collectively hold approximately 49% of the issued voting shares of the Company.

3.2.2 Name change and board change

It is proposed that the Company will change its name to "Ansarada Group Limited" following Completion and receipt of Shareholder approval. The Company also proposes changing its ASX ticker code to "AND" from Completion and the successful relisting of the Company.

Additionally, following Completion and subject to receipt of Shareholder approval, the Company will appoint Mr Peter James, Mr David Pullini and Mr Sam Riley as Directors of the Company. Mr James, Mr Pullini and Mr Riley are current Directors of Ansarada. Biographies for Mr James, Mr Pullini and Mr Riley are set out in Section 6.1.

3.2.3 Conditions Precedent

The Acquisition is subject to and conditional upon the satisfaction or waiver of the following conditions:

- The Company obtaining all necessary shareholder and regulatory approvals pursuant to the Corporations Act and the ASX Listing Rules;
- The Company obtaining approval (subject only to conditions usual for such approval) from ASX for its Shares to be reinstated to quotation on ASX;
- The Company meeting the requirements in Chapters 1 and 2 of the ASX Listing Rules as if the Company were applying for admission to the Official List;
- Completion of the Offer at the price agreed between the Company and Ansarada; and
- There being no material breach of the Merger Implementation Deed by either the Company or Ansarada.

The Acquisition is also conditional on the Directors of the Company having not changed their recommendation in relation to the Acquisition. See Section 9.7 for further information.

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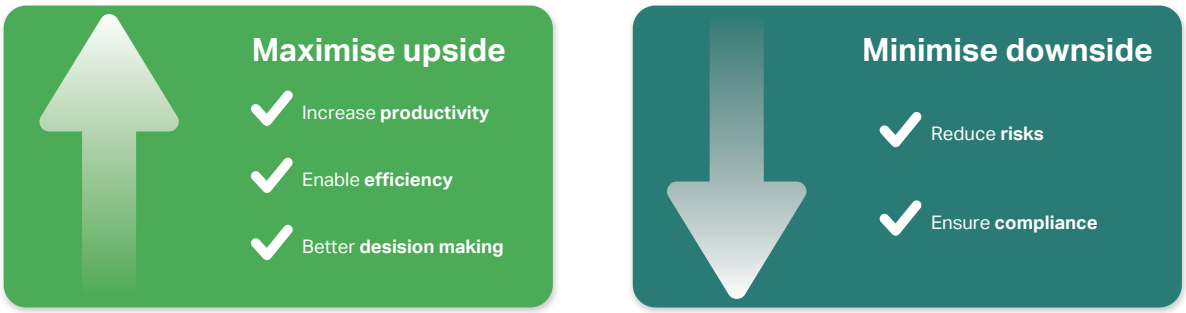
3.3 The Platform

3.3.1 Overview

Information is growing in volume and complexity. This increased volume and complexity of information, together with increasing regulation, simultaneously presents risks and opportunity to organisations. Poor information governance increases risks and inefficiencies within an organisation. However, when information is governed well it produces increases in productivity, greater visibility, more control and enables faster and better decisions across the organisation.

Information governance risk to organisations are increasing due to, amongst other things, increasing regulatory and compliance requirements as well as cybersecurity risks. Information governance represents the overall strategy that organisations use to maximise the value of information throughout its lifecycle whilst also balancing the risks. The benefits companies get from improving the governance of their information grows over time in line with the growth in the size and complexity of the information that is managed.

Figure 15: Benefits of Information Governance



The Company's and Ansarada's cloud-based SaaS products have respective strengths in managing critical information across various use cases across a diverse range of organisations (boards, management, and teams) together with advisors and other stakeholders.

Following Completion, the Group will combine its product offering to offer its customers a single information governance platform (**Platform**) addressing multiple use cases across the information governance lifecycle (see Figure 16 below). The product offering incorporates a range of features and functionality that allow businesses to identify and manage risk, protect and control information, securely collaborate, objectively scorecard individuals and information against best practices, automate workflows, combined with integrations, notifications, reports and insights to enable decision making.

As per Figure 16 below, the Platform is comprised of 4 main products that individually and collectively deliver 6 key features and benefits that organisations rely on for 6 main use cases. The Platform is industry-agnostic and highly scalable which the Company and Ansarada believe represents a key competitive advantage in the market. The Company's and Ansarada's products currently support over 2,700 customers and over 460,000 active users across a diverse range of industries.

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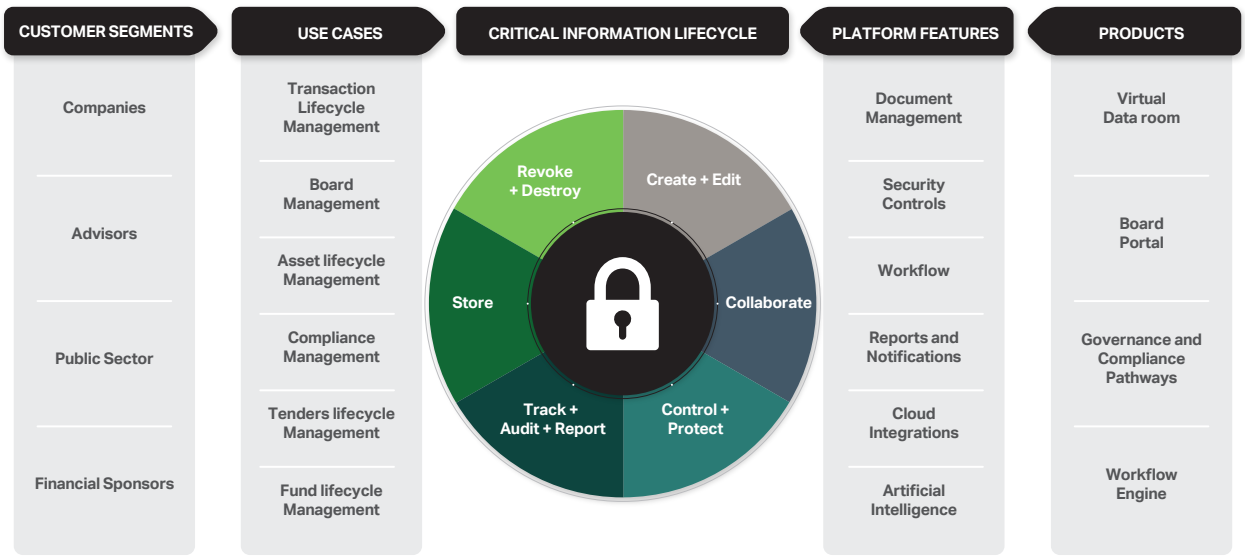
Figure 16: The Group's Information Governance Platform

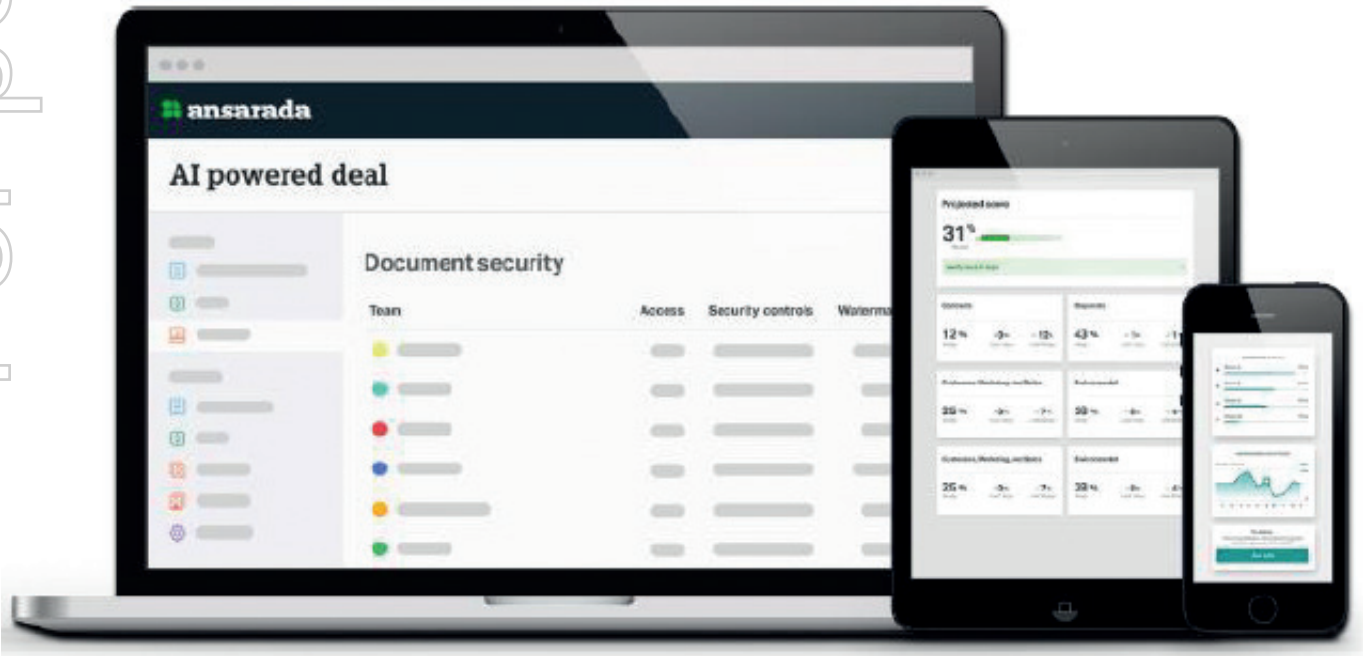


3.4 Products and Features

3.4.1 Virtual Data Room (VDR)

The VDR is a valuable tool for controlling and protecting information during the due diligence phase of a transaction, while providing detailed audit trails and reporting over a shared platform for multiple stakeholders.

Ansarada's VDR product has been developed over 15 years and has accumulated significant volumes of data across more than 23,000 critical events covering user activity, documentation requirements, behavior (e.g. behavior of advisors, bidders, and vendors) and transaction outcomes. Ansarada has made significant investments to structure this data and apply machine learning and AI capabilities to provide users with AI-enabled features such as preparedness for the critical event, automation of document sorting and structuring, and an algorithm that benchmarks the level of engagement of parties to the behaviors and patterns of highly engaged parties from thousands of previous deals managed on the Platform.



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The key features of the VDR include:

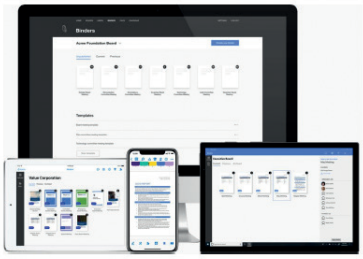
Feature	Description
Workflow automation and management	• Workflow management solutions to standardise and digitise repeatable processes (e.g. checklists, timetables, information request lists)
Security controls	• Comprehensive infrastructure, application and organisational security controls and processes • ISO 27001 accredited and audited since 2009 • Digital rights management controls and dynamic watermarking protection over documents in their native PDF and Microsoft Office formats
Document management	• Multi jurisdictional document storage, redaction, search, tagging, indexing, uploading, exporting and syncing with cloud storage providers
Q&A Facility	• User rich Q&A experience with multiple access, security collaboration and reporting functions
Reports and notifications	• Large suite of reports and audit trails capturing actions and events • Dashboard displays, automated notifications and email based reporting • AI based analytics on user engagement
Cloud Integrations	• Synchronisations with EFSS programs including Google Drive, Dropbox, OneDrive, Box and others
Artificial Intelligence	• Smart sorting of documents • Bidder engagement scores to help clients identify and target the most likely deal prospects • Smart redaction of transaction documents launched in September 2020

3.4.2 Athena Board

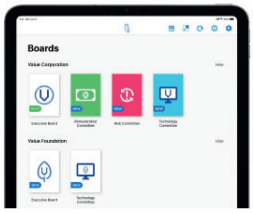
Athena Board is a secure SaaS online board management solution which facilitates simple and secure board meeting preparation and execution, and is built on end-to-end encrypted file transfer and storage architecture. Company secretaries and administrators can upload documents into a secure environment, set policies, scheduling and audit usage.

Board members can review board papers (for current and past meetings), annotate and print documents, sign resolutions and cast votes via the Athena Board native applications for Apple IOS and Windows.

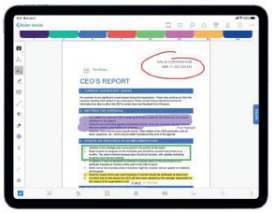
Athena Board platform



Athena Board multiple account view



Athena Board annotation/editing



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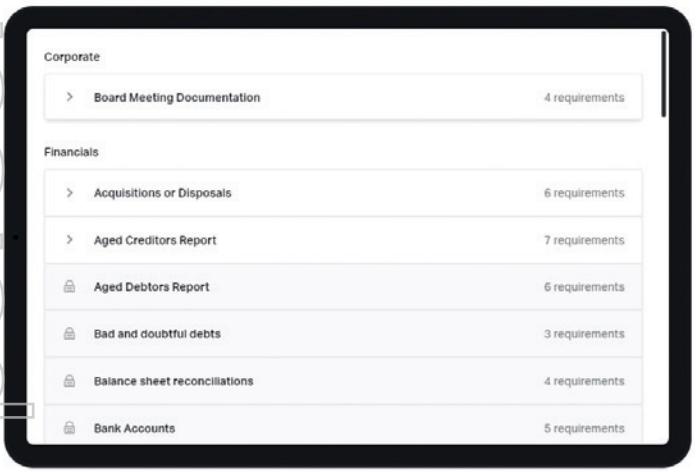
Key features of the Athena Board platform include:

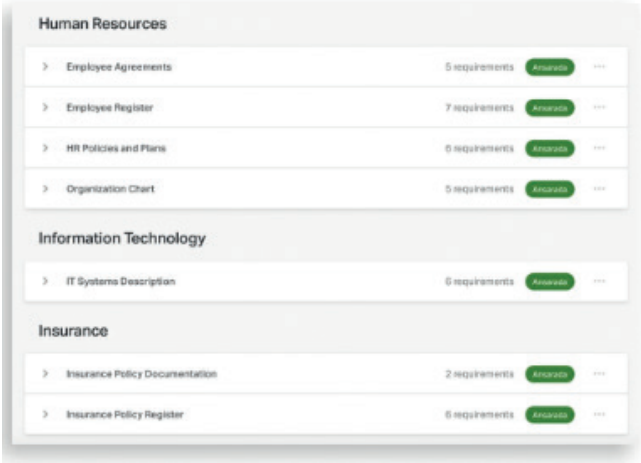
Feature	Description
All digital meetings	• All digital and easy to use meeting solution covering entire process from scheduling to digital signing
Access everywhere	• Device agnostic with optimized user interface
Multiple accounts	• With one Athena Board account you can be invited to multiple company board meetings
Document editing	• Ability to annotate on documents, take notes and compare
Digital resolutions	• Increase productivity by signing meeting memos and resolutions electronically and securely
Secure collaboration	• Share the meeting agenda and materials securely with end to end encryption file transfer and secure file storage

3.4.3 Pathways

Pathways is a Governance and Compliance platform that assists companies throughout their lifecycle through a range of events where the accuracy and security of information is critical. These events can include deals, conducted through the Transaction Lifecycle Management Product (such as capital raisings, tenders, mergers and acquisitions) or regular events such as board meetings (with information sharing facilitated through Athena Board), financial audits, compliance audits or other events.

Pathways allows users to establish repeatable, digitised checklists, scorecards and reporting to assess how prepared their business is for an upcoming event.





The key features of the Pathways platform include:

Feature	Description
Ad-hoc live platform "Always on" critical information governance	• Due dates, suggested Pathways, alerts and notifications • Efficient re-use of material information across events
Workflow automation and management	• Commenting, target dates, due dates, tasks and timelines • Accountability benefits from assigning scorecards, review and verification workflow • Recurring due dates, suggest pathways, regulatory alerts • Re-use templates of key workstreams

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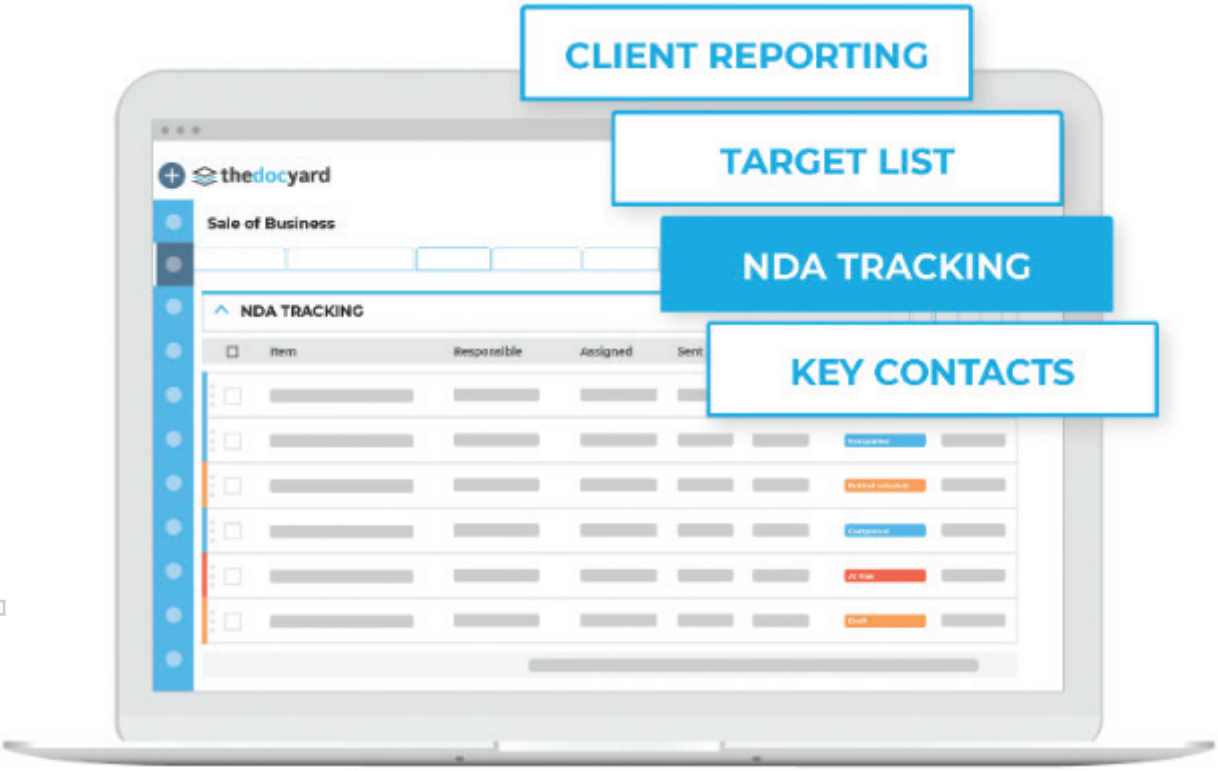
Feature	Description
Advisor	• Custom dashboard, custom content, digitised checklist and workflow • Prospecting and business development tools
Custom content	• Pathways templates provided by both Ansarada and experts • Question topics
Progress	• Automated benchmarking and tracking of timing and quality of information • Visibility for senior stakeholders

3.4.4 Workflow Engine

The Company's Workflow Engine incorporates workflow management, project management and collaboration solutions that allows users to standardise and digitise repeatable processes (e.g. checklists, timetables and information request lists), complete transactions in an efficient and auditable manner, while allowing all parties to work collaboratively to complete transactions on the same platform.

The Workflow Engine will be integrated into other products as a feature to assist customers in managing a range of use cases.



3.5 Customers, Users and Use Cases

3.5.1 Customers

Customers refers to the companies, entities or organisations that enter into the agreement to acquire the Company's or Ansarada's products. A customer will typically open one agreement at the time that it acquires the product, although some larger organisations and government departments may open multiple agreements for different projects or different parts of their organisation.

The Company's and Ansarada's products are currently used by a diverse range of global customer segments including companies (large corporates through to SMBs), Advisers (including investment banks, legal and accounting firms), the public sector (including state governments and local councils) and financial sponsors (including asset managers, private equity firms and venture capital firms). Each of the Company and Ansarada have had high rates of repeat use from customers, with revenue from the top 30 customers (by revenue) increasing from $3.6 million in FY19 to $5.5 million in FY20.

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Examples of the Company's and Ansarada's customers across its customer segments include:

Companies	Rhipe, VMware, Virgin, BPAY, CBRE, Westpac, Stockland, BHP, Commonwealth Bank of Australia, Qantas
Advisors	Citi, Deloitte, PWC, Credit Suisse, EY, Goldman Sachs, UBS, Macquarie, Allen & Overy
Public sector	State Government — NSW, VIC, QLD, New Zealand Govt, Etihad Rail, ofgem
Financial Sponsors	KKR, Quadrant PE, Anchorage Capital Partners, Pacific Equity Partners, Bain Capital

Figure 17: Customer Numbers

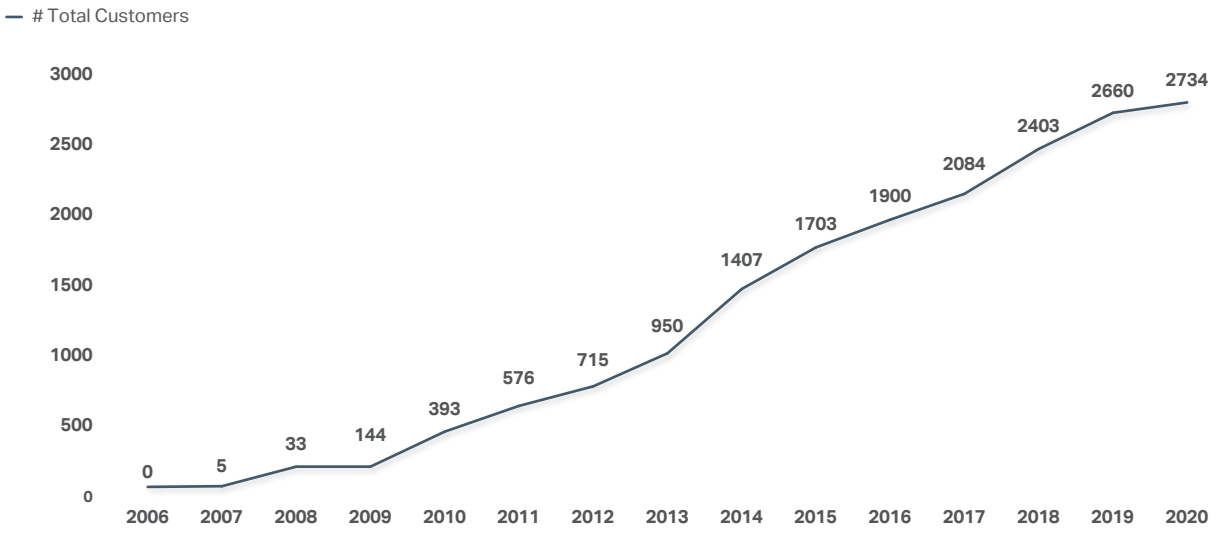
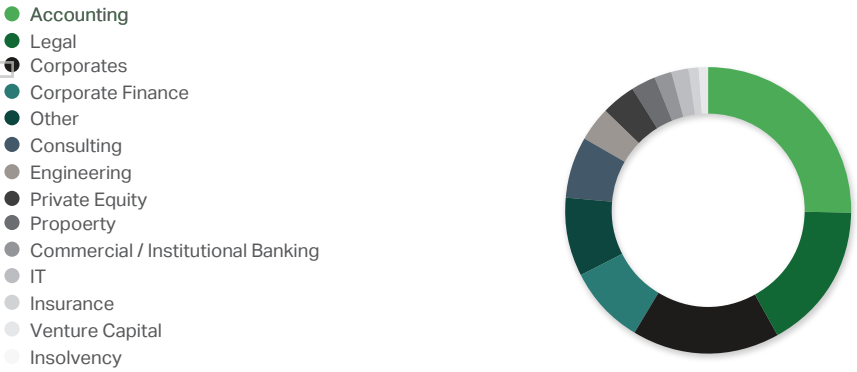


Figure 18: Diverse Customer Profile by Industry[3]



3. As at September 2020, represents Ansarada standalone. Other refers to customers who did not specify a role type/title.

Company Overview

Figure 19: FY20 Revenue by Geography[4]

3.5.2 Users

Users refers to the personnel from the customer and its contractors, representatives and advisers who access and utilize the Company's and Ansarada's products once it has been acquired by the customer. The Company's and Ansarada's products are utilised by users across all levels of an organisation, from board members to junior team members, meaning that the Company's and Ansarada's solutions are relevant to a broad user base and the Company's and Ansarada's brand is recognised at each level of an organisation.

Figure 20: Users by Title (Corporates)[5]

Figure 21: Users by Title (Advisors)[6]

3.5.3 Use Cases

The Company and Ansarada have developed their products and features to assist in managing critical information throughout its lifecycle in a range of use cases.

Critical information within an organisation has a lifecycle from its creation, editing and collaboration, security and protection, auditing and reporting, storage and in certain circumstance being revoked or destroyed.

4. Refers to the combined pro forma Ansarada Group for FY20.
5. As at 30 September 2020, represents Ansarada standalone.
6. As at 30 September 2020, represents Ansarada standalone.

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The Company's and Ansarada's customers will be able to use the Platform for a range of use cases, which include:

Use Case	Description	Proof points
VDR	• Transaction planning and preparation • Workflow management • Virtual data room and Q&A • Document collaboration • Critical task management • Audit trails, dashboards and reports	• 83% retention of top 100 advisers over last 3 years[7]
Board Management	• Board meeting preparation • Set policies and audit usage • Review board papers, annotate and print documents • Sign resolutions and cast votes	• White label agreement executed with leading Registry business • 95% customer retention since launch
Asset Lifecycle Management	• Managing the entire lifecycle of an asset • Acquisition, compliance management, additions, reporting and disposal	• A$1,284 average revenue per account per month[8]
Compliance Management	• Establishing compliance process and frameworks • Monitoring the progress of compliance processes and completion of activities • Managing the documentation required • Workflow management and automation • Security and protection of information inside and outside an organisation	• US$2.2b global market[9]
Tender Lifecycle Management	• Managing, tracking and executing complex and large scale tenders • Customers across government, infrastructure, technology and resource sectors	• 38% CAGR between FY18 to FY20 in Tender business • Typically running for greater than 12 months
Fund Lifecycle Management	• Fund raising, sharing of information and ongoing reporting • Consolidating asset information into a centralised place • Providing a wholistic view of fund assets and establishing readiness and information governance of critical information	• A$1,595 revenue per account per month[10]

The Group's pro-forma revenue in FY20 was primarily driven by transaction use cases (e.g. merger and acquisitions, capital raisings and restructurings) reflecting Ansarada's heritage and track record in providing Virtual Data Rooms, as well as the Company's more recent product initiatives around workflow management and the Athena Board.

3.6 Key aspects of the business

3.6.1 Overview of revenue categories

The Group will generate revenue through the provision of its software as a service (SaaS) Platform to customers under a subscription model (either monthly, annual or multi-year agreements) or under Ansarada's legacy data-based model e.g. dollar per megabyte (Ansarada's data-based pricing model is referred to in this prospectus as "Legacy").

Historically, Ansarada provided its VDR product via a data-based pricing, where the majority of fees were paid upfront. In October 2018 Ansarada transitioned its pricing model to a Platform subscription model, calculated on a per user basis and billed either on monthly or on an annual basis. This transition reflected a broader trend in the industry and capitalised on evolving customer preferences that each of the Ansarada and the Company had observed.

7. Three year retention rate of top 100 advisors (by number of wins in last 12 months) with constitutive wins year-over-year for last 3 years.
8. Average Revenue per Account for annual contracts where account role is Asset Management. Average over all new contracts since October 2018 (last 2 years).
9. MarketsandMarkets, "Enterprise Governance Risk and Compliance Market" (2020). Estimate represents forecast for Compliance software market in 2020.
10. Average Revenue per Account for annual contracts where account role is Private Equity/Venture Capital. Average over top 50 contracts since October 2018 (last 2 years)

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Other than the Group's Tenders solution, following Completion, the majority of the Group's revenue is expected to be derived under its subscription pricing model.

An overview the Group's revenue streams are set out in Table 4 below.

Table 4: Revenue by type

Revenue Model	Product
Subscription	• VDR • Athena Board • Workflow Engine
Data-based	• VDR • Tenders

3.6.2 Transition to the SaaS subscription pricing model

Whilst the Company has always delivered its products via a SaaS model, Ansarada has made significant investments to strategically transition its business to a subscription pricing model. While the transition of Ansarada's pricing model impacted the revenue profile of the Ansarada over the short-term (as a result of the decline of large upfront usage fees), the Company and Ansarada believe subscription pricing will generate greater lifetime revenue per customer than an equivalent data-based contract. This is because the subscription model is expected to provides added flexibility to customers for upgrades and prolonged usage on the Group's core solutions, allowing the Group to better service multiple customer needs. In particular, the Company and Ansarada believe that the subscription based pricing model provides a number of benefits over its data-based pricing model, including:

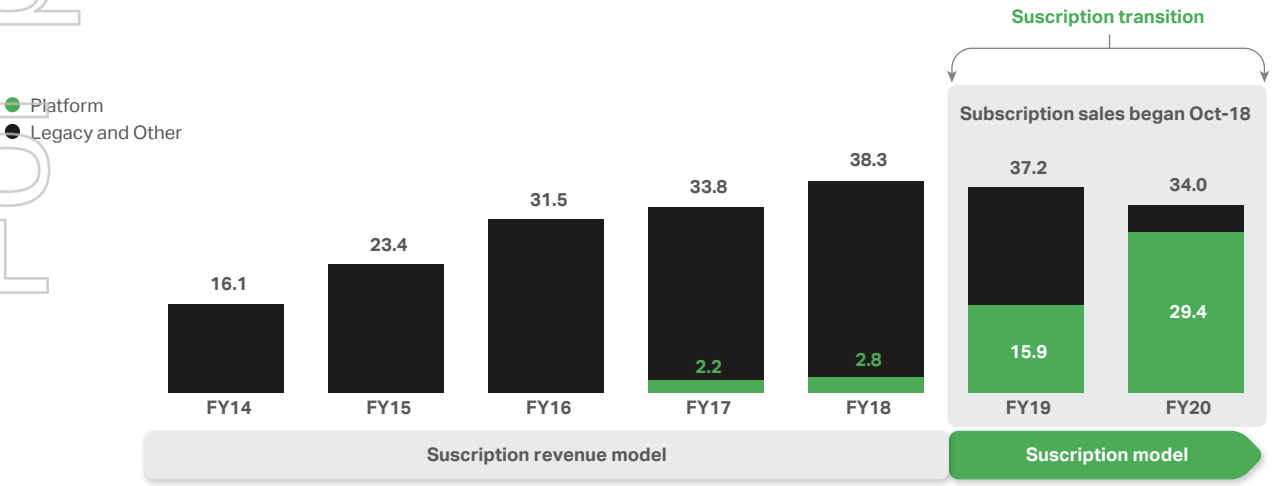
- Potential to generate greater customer revenues, particularly for contracts which last beyond the initial term (typically 1 year) and for those customers now able to purchase multiple products under the one platform; and
- Smoother revenue recognition profile, providing a higher quality revenue base and greater visibility with the growth of subscription revenue as a portion of total revenue.

The Company and Ansarada also believe that subscription pricing benefits customers through increased pricing transparency and certainty.

As customers made the shift from paying upfront for the use of the platform to a model where they pay over time, reported revenue lowers in the short term compared to the historical data-based revenue model. As this change was made in Q2 FY19, the impact on revenue and the cost base have largely occurred in FY19 and FY20.

This is demonstrated by the Figure 22 below which shows the transition from data-based revenues to subscription revenues.

Figure 22: Revenue composition over time



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3.6.3 Case studies: growth in subscription revenue

As mentioned in Section 3.6.2, a key strategic focus for the Group will be transitioning its customers from a Legacy data-based pricing model to a platform subscription pricing model, with the exception of Tenders, by encouraging customers to:

- sign longer term, annual or multi-year agreements to use the Transaction Lifecycle Management Product, including integrated workflow solutions, for all their transactions;
- use Pathways as a solution across the entire information lifecycle of a customer to prepare for critical events such as audits, board meetings, and transactions.
- Utilize other subscription based products available such as Athena Board

Some of the Company's and Ansarada's customers have successfully expanded usage and made the transition to Pathways for a variety of use cases as referred to in Figure 23 below. In the case studies below, the Company and Ansarada now generate greater annual subscription revenue, compared to than in the previous financial year and retains far greater revenue visibility given the contracts are annual subscriptions in nature.

Figure 23: Customer case studies

Case Study 1: Leading Global Technology Company

	Leading Global Technology Company	
	From	**To**
Use Case	Targeted acquisitions (VDR)	Targeted acquisitions (Pathways)
Revenue Model	Multiple agreements (per transaction) Charged based on data	**Annual Subscription (in second year renewal)**
Contract Size	$297k	**$410k**

Case Study 2: Real-estate investment manager

	Real-estate Asset Manager	
	From	**To**
Use Case	Deal Executing	Deal executions (VDR) Revaluations (VDR) Tresury (debt facility)/equity raise (VDR/pathways)
Revenue Model	Multiple agreements (per transaction) Charged based on data	**Annual Subscription (in second year renewal)**
Contract Size	$65k	**$188k**

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Case Study 3: Big 4 Accounting Firm

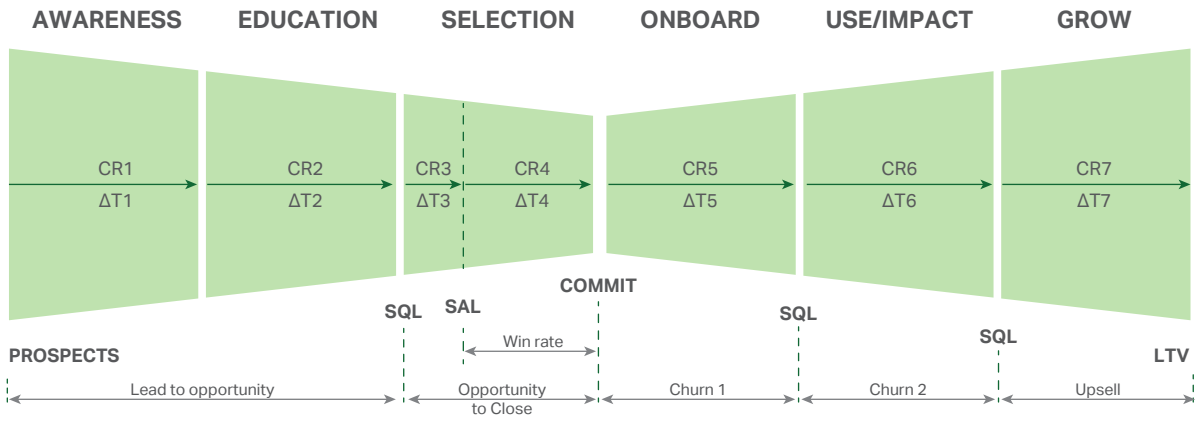
	Big 4 Accounting Firm	
	From	To
Use Case	Deal-by-deal	Firm wide enterprise use
Revenue Model	Multiple agreements (per transaction)	**Annual Subscription**
Contract Size	Nil.	**$250k**

Case Study 4: ASX Listed Technology Company

	ASX Listed Technology Company	
	From	To
Use Case	Deal Execution	Firm wide enterprise use of TDY on all buy side mandates
Revenue Model	Multiple agreements (per transaction)	**Annual Subscription**
Contract Size	Nil.	**$50k**

3.6.4 Marketing, Sales and Customer Success methodology and process

Figure 24: The Ansarada customer journey: Sales, marketing and customer success methodology and process.



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The Group will aim to support growth through its sales function by using data to build a predictable omnichannel sales and marketing organisation based on executing a SaaS 'bowtie' funnel methodology outlined in Figure 24 above. The Company and Ansarada have adopted this methodology and process, which is data-driven and highly scalable. This approach to sales and marketing execution is intended to drive effective investments into optimising lead volumes, conversions and velocity at each stage of the funnel.

Key processes of the Group's sales function will include:

- Developing powerful case studies of our diverse customers through sharing their stories and the positive impact and outcomes they have achieved in authentic and highly engaging content;
- An awareness and educational content based strategy targeted at specific use cases and customer types to enable nurturing of customers through each stage of the buying journey;
- Automated targeting, tracking and reporting of marketing, sales and customer success activity against each stage of the customer journey in reports and notifications;
- Predictive modelling using volume, velocity and conversion targets and management of them through objectives and key results (**OKR's**);
- Account based marketing with health mapping on marketing campaign and product engagement metrics;
- Design and execution of activities ensuring we diagnose a prospect or customer situation, information governance pains and potential impact prior to recommending and delivering a solution;
- Growing and expanding customers by delivering initial value and then continuing to work with them to diagnose additional information governance pains and where the Group can provide a solution; and
- Investments into continued building of brand to increase share of voice to support increased conversion rates of all other marketing activity.

3.6.4.1 Customer acquisition channels

The Group will seek to generate sales leads via a number of customer acquisition channels that combine effectively for targeted lead generation conversion into customers and expansion of usage, including:

Omni-Channel Distribution Strategy

1	**Direct Sales**	• Increasingly winning corporate / enterprise customers directly, by passing the traditional advisor referral channels • The direct customer acquisition channel will remain a key focus for the Group going forward
2	**Advisors**	• Historically the largest customer acquisition channel, the Company and Ansarada have and continue to build a strong brand and significant trust with leading advisors around the world • The Group will be well positioned to continue to capitalise on opportunities from Advisors
3	**E-Commerce**	• Complete no-touch channel that enables new and existing customers to sign up for Ansarada Platform solutions online, without contact with a Group rep • Strong early traction amongst new customers, with 453 customers signing up (activating free trial) through the digital channel during the first three months of FY21
4	**White Label**	• Group has pursued a white label distribution strategy for the Athena Board product • Active discussions in relation to other white label partnerships, including through intermediaries such Accounting firms
5	**Partnerships**	• Established partnership program for the Pathways solution • Partner may develop their own Pathway to assist potential customers in preparing for a range of critical business events

Company Overview

3.6.4.2 Historical Win Rate

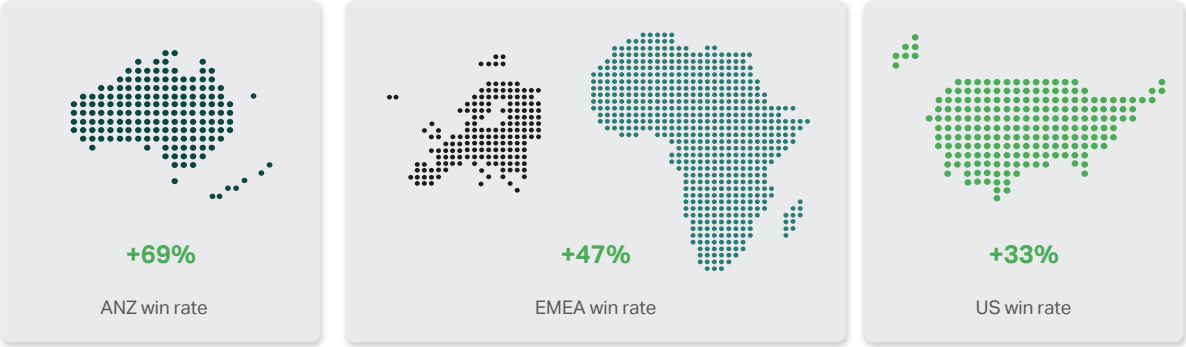
Ansarada's historical win rate (where Ansarada has won a customer after being asked to submit a proposal) has averaged approximately 53%[11] globally, which the Company and Ansarada believe is a reflection of its strong market position and the quality of its products and solutions.

On a geographical basis, Ansarada enjoys a strong market position in Australia and New Zealand, with a 69% win rate[12]. For Europe, Middle East and Africa, Ansarada reflects a combined win rate average of 47%[13]. Ansarada has an emerging presence in the North American market with an office based in Chicago and customers throughout the Americas, where the Group has a 33% win rate[14]. Ansarada has experienced growth in quality marketing leads and stable win rates with conversion of Sales Accepted Leads (**SALs**) at 53% globally[15].

Importantly, approximately 23% of the Group's top 30 customers are subscribed across geographies outside of APAC[16].

While Ansarada enjoys a win rate of 53% globally in a competitive market, with two large incumbent competitors, Ansarada is currently underrepresented at the initial tender stage of the process and post Completion will focus on the earlier stage of the sales cycle (awareness and education) to drive leads.

Figure 25: FY20 Win Rate by Geography



3.7 Technology infrastructure and platform

The Company's and Ansarada's solutions are built on a scalable modern technology stack and powered by modern software architecture that leverages a serverless, microservices and Application Programming Interface (**API**) driven approach. The Company and Ansarada use a combination of proprietary, internal developed software and technologies and licensed third-party software.

Since 2014, Ansarada has capitalised over $50 million in technology development costs to enable it to successfully grow through expanding market share, entering new markets, broadening its product offer whilst continuously innovating and enhancing its product features.

The Company and Ansarada have adopted an "all in the cloud" strategy with their products hosted on Amazon Web Services (**AWS**) and Microsoft Azure (**Azure**). All data processing infrastructure as at prospectus date is hosted in Australia AWS region or the Azure region with data storage regions available for customers to use in Australia, Germany, Ireland, Norway, Singapore, South Africa, Switzerland, United Arab Emirates, United Kingdom and United States.

Ansarada has invested into and established Artificial Intelligence (**AI**) and machine learning infrastructure including the resources, processes, and tooling needed to develop, train, and operate machine learning models. This capability has been used to successfully turn Ansarada's vast quantities of data into useful products and analytics tools that provide more value to customers in managing risks, increasing productivity and using insights for better decision making. This is an ongoing objective as the use of AI and machine learning to improve information governance is rapidly growing.

The Company's and Ansarada's solutions also leverage external SaaS products that help improve the customer experience and enable rapid product development. These products include but are not limited to Cloudflare, Auth0, Segment, and Chargebee. The terms and conditions used by these cloud providers (and other IT suppliers) are the standard terms and conditions utilised by these suppliers.

11. Refers to the combined pro forma Ansarada Group for FY20. Sales Accepted Leads (when asked to submit a proposal) converted to wins.
12. Refers to the combined pro forma Ansarada Group for FY20. Australia and New Zealand Sales Accepted Leads (when asked to submit a proposal) converted to wins.
13. Refers to the combined pro forma Ansarada Group for FY20. EMEA region Sales Accepted Leads (when asked to submit a proposal) converted to wins.
14. Refers to the combined pro forma Ansarada Group for FY20. American region Sales Accepted Leads (when asked to submit a proposal) converted to wins.
15. Refers to the combined pro forma Ansarada Group for FY20. Sales Accepted Leads (when asked to submit a proposal) converted to wins.
16. FY20 billed revenue top 30 customers by sales opportunity account location.

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Given the stature of the suppliers with which the Company and Ansarada is contracting, the terms are generally favourable to the IT supplier, with the supplier seeking to limit its liability generally and reserving the right to amend its charges.

All internal software development is supported by a quality assistance team. This team ensures coding issues are reduced through cultural processes of risk assessment and deep automated regression testing. Bug scores are measured consistently and assessed against targets to ensure quality.

The Company's and Ansarada's customers highly value the ability to access information with minimal interference and interruption. The Group will continue to invest significantly in its platform architecture to ensure it has been engineered for redundancy and resiliency. The Group will target 99.7% availability of all vital functionality and 99.7% basic uptime.

3.7.1 Confidentiality and data protection

The Company and Ansarada have invested with the aim to create the best-in-class compliance frameworks and IT security and cyber capabilities to both protect customers data and provide assurance and evidence of that protection. Due to the sensitive nature of data that is hosted on the Company's and Ansarada's solutions, credibility and reputation with respect to data security and privacy across the industry remains a significant barrier to entry.

Ansarada is GDPR compliant and has maintained accreditation since 2009 to the industry-recognised standard ISO 27001. To attain accreditation, Ansarada is periodically audited by Lloyds Register Quality Assurance (LRQA) against 114 individual security policies, procedures and techniques. The ISO 27001 controls also define robust Disaster Recovery Standards and Business Continuity Processes. The ISO 27001 accreditation scope statement covers a significant portion of the business, reflecting Ansarada's deep commitment to providing security and privacy to customers.

Ansarada's Information Security Management System ("ISMS") and overall approach to Security and Risk management follows the Plan-Do-Check-Act ("PDCA") cycle; this ensures ongoing monitoring, review and updating of systems, process, controls and policies to ensure a continual robust ISMS environment is maintained. The PDCA cycle follows the following 4 principles as illustrated in Figure 26 below:

- **Plan:** Establish ISMS policy, objectives, processes, and procedures relative to risk management. Fine-tune information security to provide results mirroring objectives of the organization.
- **Do:** Implement the ISMS policy, processes, procedures, and controls.
- **Check:** Monitor, review, and assess the ISMS.
- **Act:** Initiate any relevant update and or improvements to the ISMS based on the results of an internal audit.

Figure 26: PDCA cycle

3.8 Intellectual Property

The proprietary source code of the Company's and Ansarada's solutions, as well as the technologies and operational processes involved in delivering these solutions will be the primary intellectual property assets of the Group. Various procedures have been designed and put in place to protect the intellectual property of the Company and Ansarada, including:

- **Trademarks and legal counsel:** the Group employs both internal and external legal counsel to register its name and logo as registered trademarks and continuously monitor potential breaches by third parties;
- **Copyright:** the Company and Ansarada assert copyright on all software and related assets created by its employees; and
- **Contractual terms and conditions of employments:** employment is provided on standard form contracts, either on the basis of full-time or part-time. Employments contracts differ across jurisdictions according to particular legal requirements (for example notice of superannuation/pension requirements) however they typically cover acceptable use policy and non-disclosure.

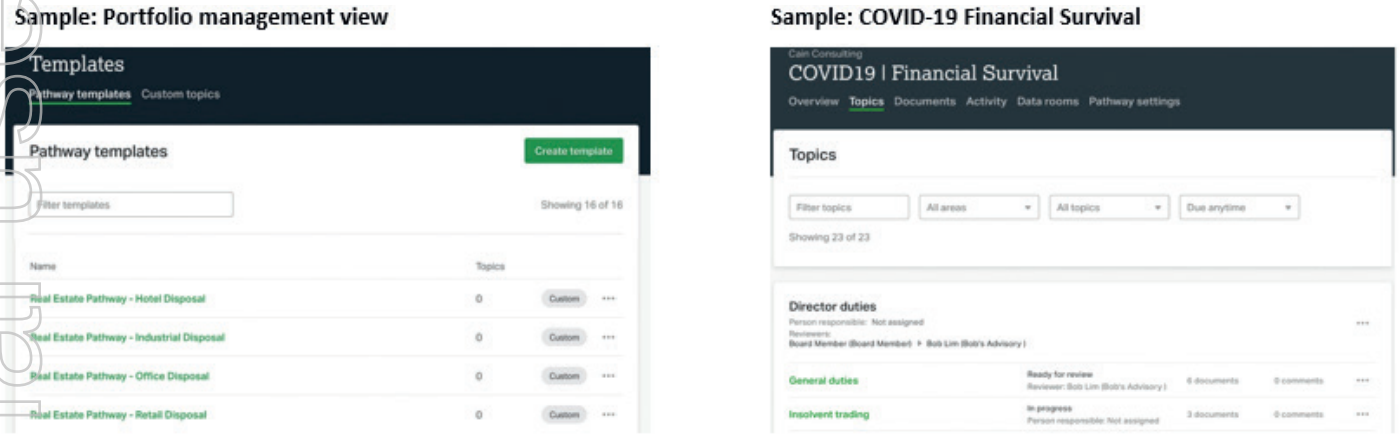
Company Overview

3.9 COVID-19

The Company and Ansarada responded quickly to the impacts and opportunities of COVID-19.

COVID-19 represented an opportunity for Ansarada, and its products, specifically with respect to Corporate Governance as the need for companies to assess and ready themselves for various events became critical. As a result, Ansarada responded quickly and launched various initiatives in order to support and provide solutions to the market. This included the launch of the COVID-19 financial survival and asset management (management and response templates) on its Pathways Platform (see Figure 27 below). In addition, the Tenders business seized on opportunities as the Australian Government deployed capital into major infrastructure developments; providing deeper penetration on existing Government clients and new wins in the Tenders business.

Figure 27: Pathways Platform



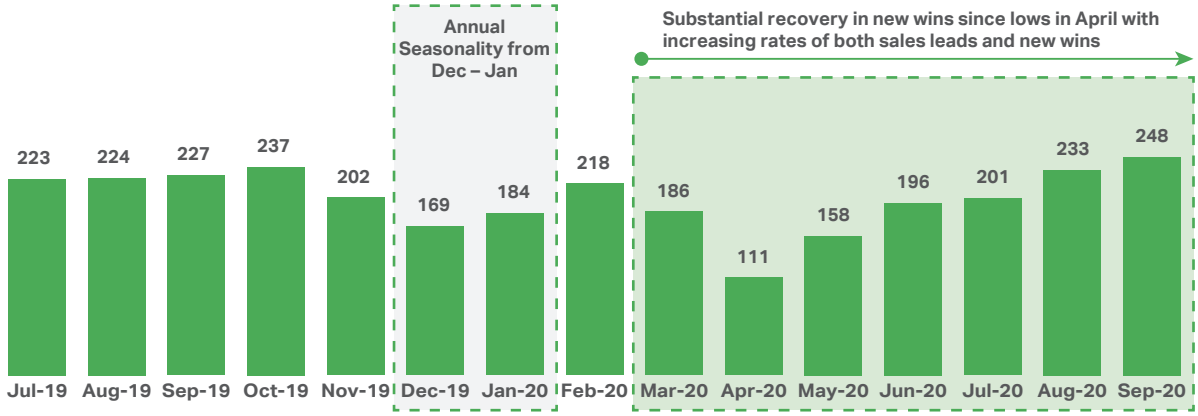
From an operation perspective both the Company's and Ansarada's ability to operate and provide customer service was largely unaffected with the workforce able to work remotely.

The main financial impact on the business was driven by the slowdown in capital markets, largely impacting Merger and Acquisition transactions as these were delayed or put on hold. The Company and Ansarada, as a result, experienced a slowdown in new sales activity and revenue from March 2020, primarily related to the VDR and other transaction management products. As per Figure 28 below the win rate decline has recovered materially since April 2020 and is trending back to pre-COVID-19 levels.

Given the reduction in revenue and prevailing uncertainty, the Company and Ansarada made the prudent decision to reduce its cost base with deliberate cost reduction measures put in place between April and September 2020, see Section 4 for further information.

The Company and Ansarada experience some seasonal declines in new business "Wins" typically between November and February, which can be seen in Figure 28 below. Both the Company and Ansarada experienced a reduction in Wins in March and April 2020, being impacted by the uncertainty of COVID-19. As can been seen in Figure 28 Win rates have recovered materially since April 2020 and are trending back towards pre COVID-19 levels. In September 2020, the Company and Ansarada generated 248 new wins, representing a 17.4% monthly compound growth rate in Wins since April 2020.

Figure 28: Monthly new business wins Jul-19 to Aug-20



Note: represents Ansarada's standalone wins of paying subscription/contract customer.

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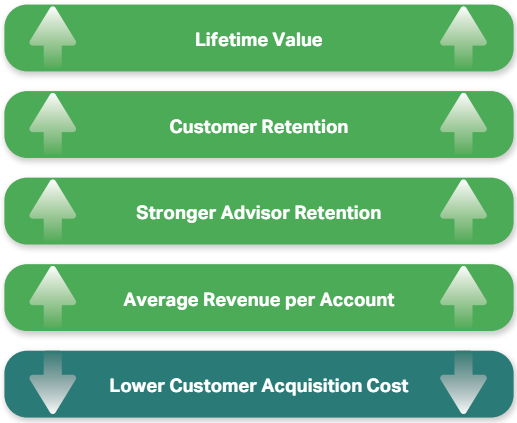
3.10 Go to Market and Growth Strategy

The Group's growth strategy will be focused on continuing the current growth trajectory, particularly in its offshore regions and converting the current pipeline into sales. The Group will also continue to enhance its product and service capabilities by ongoing development of its technology platform to provide a wider range of solutions for its users and customers.

As a result of the following initiatives the Company and Ansarada are targeting the following business outcomes:



3.10.1 Grow customer numbers

Ansarada has historically achieved strong Win rates (as discussed in Section 3.6.4.2), which tend to increase the longer the Group operates in a particular market (either product market or geographic market).

As described in Section 3.3 the Company and Ansarada believe that the combination of Ansarada's products as part of a single SaaS Platform will be attractive to companies, advisors, public sector customers and financial sponsors both domestically and in international markets.

The Group intends to improve awareness and adoption of its products through a number of strategies, as set out below.

3.10.1.1 Grow the Advisor channel

The Group will be committed to strengthening the relationship and foundations of trust with accounting, legal and investment banking Advisors to drive increasing volume of deals managed through the Platform.

Advisors have historically contributed a significant portion of the Group's pro-forma revenue and are expected to remain important to revenue generation in the future. The Group will aim to increase market penetration through establishing relationships with new advisors across a range of industries and geographies and strengthening relationships with existing advisors.

It is intended that a portion of Offer proceeds will be used to invest in targeted marketing to Advisers, as well as expanding its account management function to service a greater number of Advisor accounts.

The Group also intends to encourage advisors to standardise on the platform (with the aim of the Advisors becoming enterprise customers) and / or becoming referrers for other solutions (e.g. Athena Board) to their client base.

3.10.1.2 Expand Corporate relationships

The Company and Ansarada have current relationships with over 2,700 customers.

As per the case studies in Section 3.6.3 the Group plans to engage with corporate customers with acquisitive business models to transition them from transactional purchasing of their VDR requirements, to an annual subscription for the combined VDR, board management and workflow solutions.

Leveraging the expanded product offering, the Group will aim to engage with its corporate customers to present its enterprise SaaS solutions in Pathways and Athena Board that provide information governance solutions beyond the VDR.

Company Overview

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3.10.1.3 Grow the e-commerce channel

The Company and Ansarada have invested in developing pricing models and e-commerce capability that allow corporate customers to self-serve and gain access to its products in a cost-effective way.

It is intended that a portion of Offer proceeds will be used to invest in targeted marketing to drive e-commerce sales.

The investment in the e-commerce channel is expected to:

- Increase conversion rates for potential customers;
- Achieve access to market segments and geographies with little or no sales presence;
- Continue leveraging this low friction and efficient channel to accelerate acquisition of new SMB/SME customers at scale; and
- Enable direct sales resources to be more focussed on larger enterprise level SaaS opportunities.

With over 80% of e-commerce sign-ups being corporate customers, the e-commerce channel will also potentially provide leads for other products including Pathways and Athena Board.

3.10.1.4 Expand Tenders business

The Company and Ansarada believe that the Group will be well positioned to capitalise on opportunities in the Tenders market, with Ansarada's Tender management solution having achieved product-market fit in a market that remains relatively underserviced. While based primarily on the VDR product, the Tenders solution includes specific features (such as two way Q&A, locked box submissions, in built evaluation tool) that are desirable to customers in this channel.

The Group's strategy to expand its Tenders business will include, but is not limited to, the following:

- Capitalising on significant pipeline conversion opportunities of tender business in overseas markets, particularly the UK, IRE and Africa;
- Seeking US growth partners to grow the volume of tender customers in North America;
- Leverage the Athena Board management product to serve the board and committee process that are a critical aspect of in governing information in large complex tenders
- Onboarding new government agency customers in ANZ by leveraging existing relationships with various Government agencies;
- Expanding usage of existing government agency customers; and
- Continuing investment into 'Evaluation Tools' and other tender specific features to serve end to end tender lifecycle.

3.10.2 Grow usage by Customers into additional use case

The Group intends to focus on insuring that customers extract value from its products early in their customer journey. The Company and Ansarada have invested in developing a broad suite of SaaS products (VDR, Pathways, Athena Board and Workflow Engine), together with the customer success function to facilitate the cross-sell and upsell of those products.

The Company and Ansarada have identified significant opportunities from a number of customers, particularly large corporates, that may only currently be using the VDR product on an ad hoc transactional basis. A core marketing strategy is to educate customers on the broader solutions to operate as a holistic information governance platform to assist companies throughout their entire lifecycle.

The Company and Ansarada also intend to market the Workflow Engine to advisers, who use the product on an ongoing basis to manage transactions and other processes. By way of example, on 2 October 2020 the Company announced a multi-year enterprise contract with PwC UK to access its deal management technology, including the Workflow Engine.

3.10.3 Strategic partnerships and white label distribution agreements

3.10.3.1 Athena Board

While Athena Board is available for sale direct to end customers, the Company has also pursed a white label distribution strategy for this product.

The first white label agreement for Athena Board was signed with Boardroom Pty Ltd on 1 January 2020 providing access to their share registry and corporate secretarial customers.

The Company is in active discussions in relation to other white label partnerships, including through intermediaries such as accounting firms, in a number of geographies including Australia and the United Kingdom. Post Completion the Group intends to continue these discussions and target new white label agreements.

Post Completion the Group also intends to pursue direct sales of Athena Board to corporate customers through targeted marketing campaigns to Ansarada's active customer base of over 2,700 customers.

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3.10.3.2 Pathways

Ansarada has established a partnership program for its Pathways corporate governance solution. Under the partnership program advisors and consultants sign-up as Pathway Partners and specific Topic Partners connecting with companies through the platform.

Under this program, a partner may develop their own Pathway to assist potential customers in preparing for a range of critical business events. Ansarada has partners for post acquisition integration and insolvency use cases. We aim to grow partners for regulatory compliance use cases such as GDPR and ISO and other standards compliance. Pathways across topics such as mergers and acquisitions, IPO preparation, capital raising preparation and audit preparation.

Post Completion, the Group intends to encourage increased use of the Pathways product through targeted marketing campaign and incentives such as via a 'freemium' model, where customers can establish a limited number of governance and compliance pathways for their organisation before becoming a paying customer.

3.10.4 Grow the international business

Ansarada enjoys an existing international market presence in the United States, the UK, the Netherlands and South Africa. In FY20 the Group generated approximately 44% of Pro-Forma revenue outside Australia.

The Company and Ansarada believe there is an opportunity to significantly grow the proportion of revenue generated outside of Australia.

It is intended that a portion of Offer proceeds will be used to invest in growing its international business. This investment will include:

- Marketing to distinct customer segments and industry verticals through a combination of digital marketing and direct sales
- Securing overseas partners that provide advisory, compliance and risk-based consulting to companies
- Dedicated marketing, sales and customer success resources in established offices to win more new customers, grow existing and increase retention rates.

3.10.5 Strategic acquisitions

In July 2020, the Company completed the acquisition of LockBox Technologies Pty Limited, which was the owner of the Athena Board solution.

It is intended that the Group will assess potential acquisitions from time to time that fits with its objective to become a market leader in information governance SaaS solutions. This might include targeted acquisitions of additional solutions, or similar businesses in other geographic markets to assist in driving international growth.

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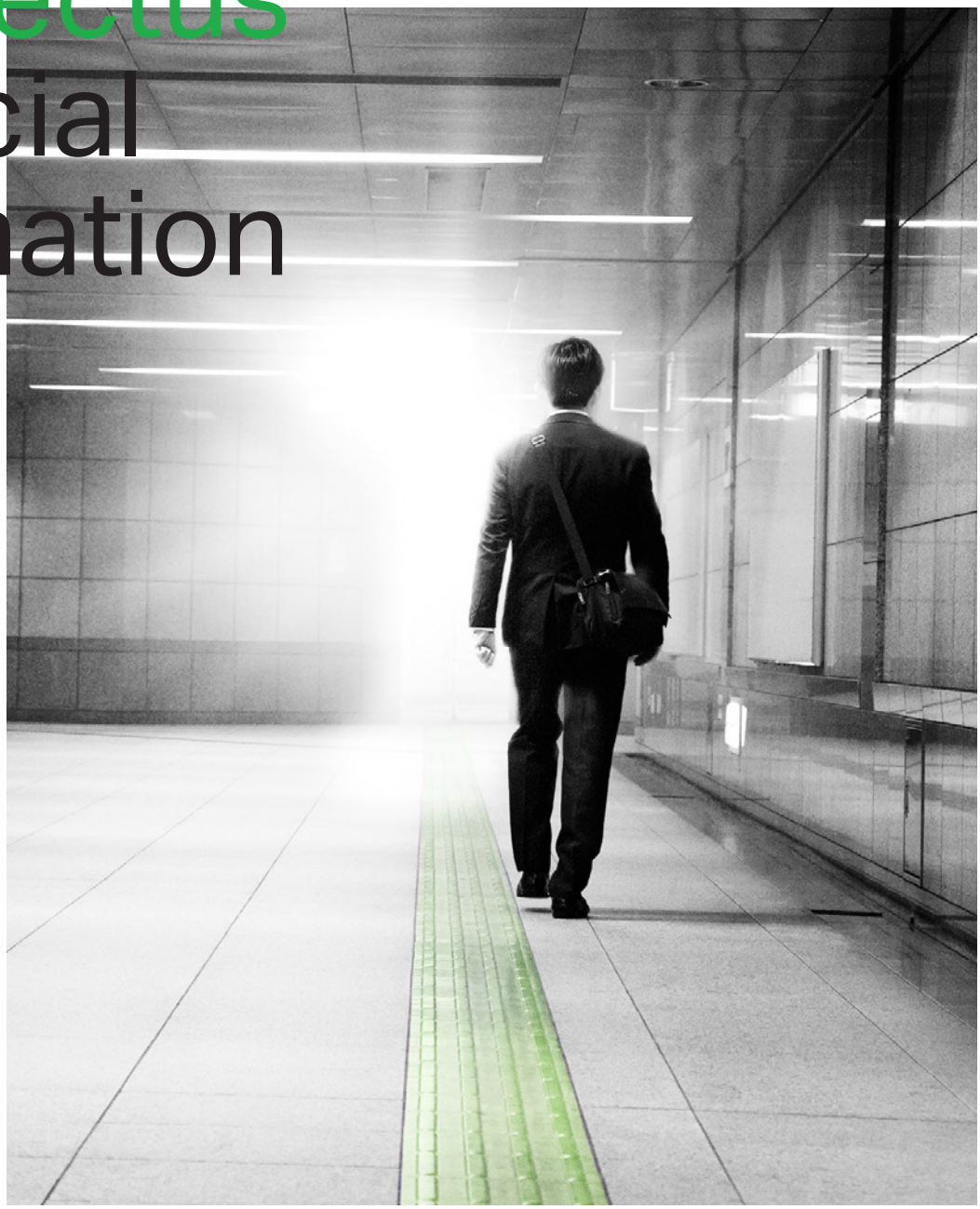

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4.1 Introduction

The financial information of the Group contained in Section 4 includes historical financial information for FY18, FY19 and FY20 (collectively the **Financial Information**) as summarised in Table 5 below.

Table 5: Overview of the Group's Financial Information

	Statutory Financial Information	Pro Forma Historical Financial Information
Historical Financial Information	**Statutory Historical Financial Information** comprises the: • statutory historical consolidated income statements for each of the Company and Ansarada for FY18, FY19 and FY20 **(Statutory Historical Income Statements);** • aggregated historical consolidated income statements for the Company and Ansarada combined for FY18, FY19 and FY20 **(Aggregated Statutory Historical Income Statements);** • aggregated statutory historical consolidated cash flows for the Company and Ansarada combined for FY18, FY19 and FY20 **(Statutory Historical Cash Flows);** and • aggregated statutory historical consolidated statement of financial position for the Company and Ansarada combined as at 30 June 2020 **(Statutory Historical Statement of Financial Position)**.	**Pro Forma Historical Financial Information** comprises the: • pro forma historical consolidated income statements for FY18, FY19 and FY20 **(Pro Forma Historical Income Statements);** • pro forma historical consolidated cash flows for FY18, FY19 and FY20 **(Pro Forma Historical Cash Flows);** and • pro forma historical consolidated statement of financial position as at 30 June 2020 **(Pro Forma Historical Statement of Financial Position)**.

Also summarised in Section 4 are:

- The basis of preparation and presentation of the Financial Information (refer to Section 4.2);
- Information regarding certain non-IFRS financial measures (refer to Section 4.2.3);
- Summary of key pro forma operating and financial metrics (refer to Section 4.3);
- The pro forma adjustments to the Statutory Historical Financial Information and reconciliations to the Pro Forma Historical Financial Information (refer to Sections 4.3, 4.4 and 4.5);
- Details of the Company's and Ansarada's cash and cash equivalents and pro forma cash position at the assumed date of Completion (refer to Section 4.6);
- Information regarding liquidity, capital resources and indebtedness (refer to Section 4.7);
- Information regarding the Company's and Ansarada's contractual obligations, commitments and contingent liabilities (refer to Section 4.8);
- Qualitative disclosures about market risk (refer to Section 4.9);
- Management discussion and analysis of the Pro Forma Historical Financial Information (refer to Section 4.11); and
- A summary of the Group's proposed dividend policy (refer to Section 4.12).

The information in Section 4 should also be read in conjunction with the risk factors set out in Section 5, the Group's significant accounting policies as set out in Appendix A, and the other information contained in this Prospectus.

All amounts disclosed in Section 4 and the Appendices are presented in the Company's functional currency, Australian Dollars, unless otherwise noted, are rounded to the nearest $0.1 million. Some numerical tables included in this Prospectus have been subject to rounding adjustments. Any differences between totals and sums of components in Tables or tables contained in this Prospectus are due to rounding.

Financial Information

4.2 Basis of preparation and presentation of the Financial Information

4.2.1 Overview and preparation and presentation of the Financial Information

The Financial Information included in the Prospectus is intended to present potential investors with information to assist them in understanding the historical financial performance, cash flow and financial position of the Group.

The statutory historical consolidated financial statements of each of the Company and Ansarada are general purpose financial statements which have been prepared in accordance with Australian Accounting Standards **(AAS)** adopted by the Australian Accounting Standards Board **(AASB)** and the Corporations Act. The consolidated financial statements comply with the International Financial Reporting Standards **(IFRS)** adopted by the International Accounting Standards Board **(IASB)**. The Statutory Historical Financial Information has been derived from the statutory historical consolidated financial statements of each of the Company and Ansarada.

In addition to the Financial Information, Section 4 describes certain non-IFRS financial measures that will be used to manage and report on the Group's business that are not defined under or recognised by Australian Accounting Standards or IFRS.

The Directors are responsible for the preparation and presentation of the Financial Information.

The Financial Information (as defined in Section 4.1) has been reviewed by KPMG Financial Advisory Services (Australia) Pty Limited, in accordance with the Australian Standard on Assurance Engagements ASAE 3450 Assurance Engagements involving Corporate Fundraisings and/or Prospective Financial Information, as stated in its Independent Limited Assurance Report. Investors should note the scope and limitations of the Independent Limited Assurance Report (contained in Section 8).

4.2.1.1 Segment information

The Group intends to manage its operations as a single business operation, providing information governance solutions including VDR, workflow and collaboration tools for customers via a cloud-based software platform. No parts of its business are expected to qualify as individual operating segments under IFRS 8 Operating Segments. The Board intends to assess the financial performance of the Group on an integrated basis only and accordingly, the Group will be managed on the basis of a single segment. Notwithstanding the above, the Group intends to review revenue by region and type which has been presented further in this document.

4.2.2 Preparation of Historical Financial Information

The consolidated financial statements of Ansarada for FY18, FY19 and FY20 will be lodged with ASX and available at www.ansarada.com/investors at the date of Completion. The consolidated financial statements of the Company for FY18, FY19 and FY20 have been lodged with ASX and are available on the ASX website.

The Historical Financial Information presented in this Prospectus comprises the aggregation of Historical Statutory Financial Information of the Company and Ansarada for years ending 30 June 2018, 2019 and 2020 as if they were one entity in these periods.

The Pro Forma Historical Financial Information has been prepared solely for inclusion in this Prospectus. The Pro Forma Historical Financial Information has been derived from the Statutory Historical Financial Information adjusted for the effects of the following pro forma adjustments:

- the Offer;
- the legal acquisition, by the Company, of Ansarada (the **Acquisition**), including, in connection with the Acquisition, the redemption and conversion of convertible equity instruments previously issued by Ansarada;
- the acquisition, by the Company, of Lockbox Technologies Pty Limited (**Lockbox**), which occurred in July 2020 (the **Lockbox Acquisition**);
- the removal of material one-off non-recurring items of expenditure that have been incurred by each of the Company and Ansarada, including costs associated with the Offer and the Acquisition; and
- the tax impact of the above adjustments, as applicable.

Section 4.3.3, Table 8 sets out the pro forma adjustments made to the Statutory Historical Income Statements and a reconciliation of the Statutory Historical Income Statements to the Pro Forma Historical Income Statements, as if the Offer, the Acquisition and the Lockbox Acquisition had occurred on 1 July 2017.

Pro forma adjustments were also made to the Statutory Historical Cash Flows to reflect:

- the cash impact of the pro forma adjustments to the Statutory Historical Cash Flows; and
- the cash impact of costs and proceeds associated with the Offer and the Acquisition.

Section 4.4.2, Table 13 sets out the pro forma adjustments to the Statutory Historical Cash Flows and a reconciliation of the Statutory Historical Cash Flows to the Pro Forma Historical Cash Flows, as if the Offer, the Acquisition and the Lockbox Acquisition had occurred on 1 July 2017.

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Section 4.5.1, Table 16: sets out the pro forma adjustments to the Statutory Historical Statement of Financial Position, and a reconciliation of the Statutory Historical Statement of Financial Position to the Pro Forma Historical Statement of Financial Position. Pro forma adjustments were made to the Statutory Historical Statement of Financial Position to reflect the impact of the Offer, the Acquisition and the Lockbox Acquisition, as if they had occurred as at 30 June 2020.

In preparing the Pro Forma Historical Financial Information, the Company's and Ansarada's accounting policies have been consistently applied throughout the periods presented. During FY20, the Company and Ansarada has adopted AASB 16 Leases, for the first time. Pro forma adjustments have been included in the FY19 and FY18 Pro Forma Historical Income Statements and Pro Forma Historical Cash Flows, to reflect the impact as if AASB 16 had been adopted on 1 July 2017.

Investors should note that past results are not a guarantee of future performance.

4.2.3 Explanation of certain non-IFRS financial measures

The Company and Ansarada use certain measures to manage and report on its business that are not recognised under IFRS (or Australian Accounting Standards). These measures are collectively referred to in this Section 4 and under Regulatory Guide 230 *Disclosing Non-IFRS Financial Information* published by ASIC as "non-IFRS financial measures". The principal non-IFRS financial measures that are referred to in this Prospectus are as follows:

- **Platform revenue** comprises subscription fees, both annual and monthly, generated from customers who subscribe to its VDR, workflow, Pathways or Athena Board cloud-based SaaS products. These fees can either be invoiced upfront, over the subscription period or on a monthly basis. Revenue is recognised in the accounting period in which the services are rendered. Platform revenue also incorporates revenue generated from the sale of the Group's Tenders solution, which is typically billed on a transactional usage basis.
- **Legacy and Other revenue** represents revenue generated from Ansarada's discontinued pricing model where the amount billed to customers is based on data usage (e.g. amount of data uploaded or pages occupied). Consideration from Legacy revenue is recognised as revenue on a straight-line basis over the estimated life of the deal room.
- **Subscription revenue** relates to revenue generated from customers under subscription-based contracts.
- **Subscription Average Revenue per Account (ARPA)** represents the average monthly revenue generated from customers on subscription-based contracts.
- **Tenders revenue** relates to revenue generated from customers who use the Group's platform for tender management, which is typically billed on a transactional usage basis.
- **Cost of sales** comprises sales commissions for sales employees and third-party fees for software used to provide product features and VDR archive expenses.
- **Gross profit** is revenue less cost of sales.
- **Gross profit margin** is gross profit expressed as a percentage of revenue;
- **EBITDA** is earnings or losses before interest (net finance income), taxation, depreciation and amortisation. The Group uses EBITDA to evaluate the operating performance of the business without the non-cash impact of depreciation, amortisation and before interest and taxation. EBITDA margin, which is EBITDA expressed as a percentage of total revenue is also presented. EBITDA can be useful to help understand the cash generation potential of the business. EBITDA and EBITDA margin should not be considered as an alternative to measures of cash flow under IFRS and investors should not consider EBITDA in isolation from, or as a substitute for, an analysis of the results of the Group operations.
- **EBITDA margin** is EBITDA expressed as a percentage of revenue.
- **EBIT** is earnings or losses before interest (net finance income) and taxation.
- **Operating cash flow** is EBITDA after the removal of non-cash items in EBITDA (e.g. share-based payment expenses and movements in provisions, changes in working capital and the payments of lease expenses. The Group uses operating cash flow as a measure to indicate the level of operating cash flow generated from EBITDA.
- **Free cash flow** is operating cash flow less capitalised development costs and other capital expenditure. The Group uses free cash flow as a measure of the net cash the Group generates before tax, interest and other investing cash flows.
- Operating cash flow conversion ratio is operating cash flow expressed as a percentage of EBITDA.
- **Free cash flow conversion ratio** is free cash flow expressed as a percentage of EBITDA.
- **Working capital** is trade and other receivables and other current assets less trade and other payables, accruals, deferred revenue, research and development tax credit balances and other current liabilities.
- **Net debt** represents total loans and borrowings and bank overdrafts, less cash and cash equivalents.
- **Capital expenditure** is a combination of capitalised development costs and other costs primarily related to property, plant and equipment.

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- **Product design and development expense** is product design and development inclusive of product maintenance expenses (excluding depreciation and amortisation).
- **Capitalised development cost** are related to significant enhancements to products that are expected to derive a future benefit to the Group and are capitalised in accordance with IFRS 38 *Intangible Assets.*
- **Total product design and development cost** is research and development expense plus capitalised development costs, which the Group uses as a measure of its total product design and development investment. Total product design and development costs expressed as a percentage of total revenue is a ratio which the Group calculates and uses to consider the total investment in product design and development relative to the total revenue of the business from period to period and in comparison to other similar businesses.

Although the Company and Ansarada believe that these measures provide useful information about the financial performance of the business, they should be considered as supplements to the income statement measures that have been presented in accordance with IFRS and not as a replacement for them. As these non-IFRS financial measures are not based on IFRS (or Australian Accounting Standards), they do not have standard definitions, and the way the Company and Ansarada calculate these measures may differ from similarly titled measures used by other companies. Investors and readers of this Prospectus should therefore not place undue reliance on these non-IFRS financial measures.

4.3 Historical Income Statements

4.3.1 Pro Forma Income Statements

Table 6 sets out the Group's Pro Forma Historical Income Statements. The Statutory Historical Income Statements (which are set out in Section 4.3.4) are reconciled to the Pro Forma Historical Income Statements respectively in Section 4.3.3. See Section 4.11.3 for a description of the presentation and composition of the cost and expenses categories in Table 20.

Table 6: Summary of Pro Forma Historical Income Statements

$ millions	Notes	FY18	FY19	FY20
Platform		2.8	15.9	29.4
Legacy and Other		36.1	21.2	4.6
Total Revenue		**38.9**	**37.1**	**34.0**
Cost of sales		(2.7)	(3.3)	(3.2)
Gross profit		**36.2**	**33.8**	**30.9**
Product Design & Development		(12.1)	(15.2)	(9.7)
Sales & Marketing		(15.1)	(21.4)	(11.9)
General & Administration		(6.3)	(8.9)	(9.9)
Total operating expenses		(33.5)	(45.5)	(31.5)
EBITDA		**2.6**	**(11.7)**	**(0.6)**
Depreciation and amortisation		(6.6)	(8.1)	(9.1)
EBIT		**(4.0)**	**(19.8)**	**(9.7)**
Net finance expense		(0.2)	(0.2)	(0.6)
Other Income / (Losses)		0.6	0.3	0.1
Profit/(loss) before tax		**(3.6)**	**(19.7)**	**(10.1)**
Income tax expense		2.8	4.1	(0.4)
Net profit/(loss) after tax		**(0.8)**	**(15.5)**	**(10.5)**

Notes: Refer to Section 4.2 for details of the basis of preparation of the Pro Forma Historical Income Statements

1. Ansarada's pro forma and statutory expenses have been offset by certain COVID-19 -related government benefits including JobKeeper incentives (refer to Section 4.11.3 below).

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4.3.2 Key operating and financial metrics

Table 7 summarises the Group's key pro forma historical operating and financial metrics for FY18, FY19 and FY20.

Table 7: Key pro forma operating and financial metrics for FY18 to FY20

	Notes	FY18	FY19	FY20
Key Operating Metrics				
Headcount (period end)	1	228	174	181
Subscription revenue (as % of total revenue)	2	1%	33%	74%
Total Subscription Customers at Year End	3	61	1,667	1,747
Subscription Average Revenue per Account (**ARPA**)			1,263	1,130
Tenders revenue		2.3	3.6	4.1
Tenders revenue (as % of total revenue)		6%	10%	12%
Key Financial Metrics				
Platform revenue (as % of total revenue)		7.2%	42.8%	86.3%
Platform revenue growth			469.5%	84.8%
Legacy and Other revenue (as % of total revenue)		92.8%	57.2%	13.7%
Gross profit margin		92.9%	91.0%	90.7%
Sales and marketing expense (as % of revenue)		38.8%	57.6%	34.9%
Product design and development expense (as % of revenue)		31.1%	40.9%	28.5%
Capitalised development cost (as % of revenue)		30.8%	28.6%	27.0%
Total product design and development cost (as % of revenue)		61.8%	69.4%	55.5%

Notes:

1. Headcount refers to full time equivalent (**FTE**) employees.
2. Subscription revenue represents Platform products charged on subscription-pricing. Refer to Section 4.10.2.
3. Subscription customers include customers on paid subscription contracts.

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4.3.3 Pro forma adjustments to the statutory income statements

Table 8 sets out the pro forma adjustments that have been made to the profit/loss after tax in the Statutory Historical Income Statements (which are set out in Section 4.3.4).

Table 8: Pro forma adjustments to the Statutory Historical Income Statement x

$ millions	Notes	FY18	FY19	FY20
Platform		2.8	15.9	29.3
Legacy and Other		36.1	21.2	4.6
Statutory revenue		**38.9**	**37.1**	**33.9**
Lockbox Acquisition	1	–	0.0	0.2
Pro forma revenue		**38.9**	**37.1**	**34.0**
Statutory profit/(loss) after tax		**(1.5)**	**(27.6)**	**(30.2)**
Transaction costs relating to the initial public offering of the Company	2	–	–	1.5
Convertible Note Finance Expense	3	1.9	12.4	16.2
Ansarada Transaction Fees	4	0.1	1.3	0.4
Product Design & Development Impairment Expenses	5	–	0.3	2.8
Lockbox Acquisition	1	(0.3)	(0.9)	(0.7)
TDY Lease Expense	6	0.0	0.0	0.1
Ansarada Share Based Payments	7	0.2	(0.0)	0.6
Ansarada AASB16 adjustment	8	(0.2)	(0.2)	–
Incremental listed Company Costs	9	(0.4)	(0.4)	(0.4)
Estimated future annual EIP expense	10	(0.8)	(0.8)	(0.8)
Macquarie Bank facility interest expense	11	0.2	0.2	–
Pro forma profit/(loss) after tax		**(0.8)**	**(15.5)**	**(10.5)**

Notes:

1. The acquisition of Lockbox by the Company was completed in July 2020. The unaudited revenue and expenses of Lockbox for each financial year presented have been included as pro forma adjustments in deriving the pro forma historical financial statements.
2. Transaction costs relating to the initial public offering of the Company in February 2020 are considered to be one-off in nature and not reflective of the ongoing operations of the Group and have therefore been added back as a pro forma adjustment in deriving the pro forma historical financial statements.
3. In conjunction with Completion, convertible notes issued by Ansarada will be either redeemed in cash or converted to ordinary shares of the Company. Accordingly, all historical expenses, including transaction costs and finance expenses, have been added back as a pro forma adjustment in deriving the pro forma historical financial statements to reflect the ongoing capital and debt structure of the Group.
4. Ansarada has previously undertaken certain capital raising and capital restructuring activities prior to entering into a sale and purchase agreement with the Company. The costs of undertaking this capital raising and restructuring activity are considered to be one-off in nature and not reflective of the ongoing operations of the Group following Completion, and have therefore been added back as a pro forma adjustment in deriving the pro forma historical financial statements.
5. In FY20, Ansarada derecognised previously capitalised costs associated with certain product development that has been discontinued pursuant to the Acquisition incurring impairment expenses upon derecognition of the asset. The associated impairment expense has been added back as a pro forma adjustment in deriving the pro forma historical financial statements.
6. The statutory historical financial statements of the Company include costs related to the lease of its office premises in Sydney. Given there is sufficient capacity within Ansarada's existing office space, the Company has elected not to renew its lease and to benefit from the Group's shared office space. The historical lease expense has therefore been added back as a pro forma adjustment to reflect the impact of the Acquisition as if it the existing lease had been shared in each of the historical periods.
7. The statutory historical financial statements of Ansarada have previously included costs associated with certain share based payment remuneration to senior executives and employees of Ansarada. As the Company will be implementing a new employee incentive scheme following Completion, the costs of the historical share based payment remuneration of the Ansarada business have been added back as a pro forma adjustment in deriving the pro forma historical financial statements. Refer to note 10 below for details on the treatment of the Company's new Equity Incentive Plan (EIP).
8. As both the Company and Ansarada adopted AASB 16 Leases from 1 July 2019 and did not apply the adjustment retrospectively (as is permitted under AASB 16 Leases), a pro forma adjustment has been made to exclude the net impact of historical lease expenses in FY18 and FY19 (net of the right of use asset amortisation that would have otherwise been recognised) so as to present the pro forma historical financial statements on a consistent basis as if AASB 16 had been applied from 1 July 2017.
9. Although the Company is already listed on the ASX, with the increase in scale of operations following the Acquisition, it is expected that the Group will incur additional incremental costs associated with ongoing listing fees, financial reporting, investor relations and other related costs. Such costs have been included as an additional pro forma adjustment in deriving the pro forma historical financial statements.

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10. The Company will establish a new LTI Plan (the EIP) under which individual grants of LTI Options will be provided to employees, and certain grants will have been made on Completion pursuant to the LTI offer. The potential go forward cost of the EIP has been estimated and included as a pro forma adjustment to the historical statutory income statements.
11. In July 2019, Ansarada paid down in full an outstanding loan facility held with Macquarie Bank. As such, all expenses incurred by Ansarada, including interest expenses and other bank charges in relation to this facility have been added back as a pro forma adjustment in deriving the pro forma historical financial statements.

4.3.4 Statutory Historical Income Statements

Table 9 sets out the aggregated Statutory Historical Income Statements of each of the Company and Ansarada, which represents the "Statutory revenue" and "Statutory profit/(loss) after tax" as shown in the above table. Refer to Section 4.3.5 for the stand-alone Statutory Historical Income Statements of each of Ansarada and the Company.

Table 9: Statutory Historical Income Statements

$ millions	Notes	FY18	FY19	FY20
Platform		2.8	15.9	29.3
Legacy and Other		36.1	21.2	4.6
Total Revenue		**38.9**	**37.1**	**33.9**
Cost of sales		(2.7)	(3.1)	(2.9)
Gross profit		**36.2**	**34.0**	**31.0**
Product Design & Development		(11.9)	(14.8)	(11.8)
Sales & Marketing		(15.1)	(21.4)	(11.9)
General & Administration		(5.9)	(9.5)	(11.2)
Total operating expenses		(32.9)	(45.7)	(34.9)
EBITDA		**3.3**	**(11.7)**	**(3.9)**
Depreciation and amortisation		(6.0)	(7.5)	(9.1)
EBIT		**(2.7)**	**(19.2)**	**(13.0)**
Net finance expense		(2.1)	(12.7)	(16.8)
Other Income / (Losses)		0.5	0.2	0.0
Profit/(loss) before tax		**(4.3)**	**(31.7)**	**(29.8)**
Income tax expense		2.8	4.1	(0.4)
Net profit/(loss) after tax		**(1.5)**	**(27.6)**	**(30.2)**

Refer to the notes to Table 8 above.

Refer to Section 4.3.5 for the stand-alone Statutory Historical Income Statements of each of Ansarada and the Company.

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4.3.5 Statutory Historical Income Statements (Ansarada and the Company standalone)

Table 10 and Table 11 set out the standalone Statutory Historical Income Statements of each of the Company and Ansarada.

Table 10: Statutory Historical Income Statement (Ansarada standalone)

$ millions	Notes	FY18	FY19	FY20
Total Revenue		**38.7**	**36.6**	**33.2**
Cost of sales		(2.6)	(2.9)	(2.6)
Gross profit		**36.1**	**33.6**	**30.5**
Product Design & Development		(11.4)	(14.2)	(10.6)
Sales & Marketing		(14.8)	(21.1)	(11.4)
General & Administration		(5.3)	(9.2)	(8.6)
Total operating expenses		**(31.5)**	**(44.5)**	**(30.6)**
EBITDA		**4.6**	**(10.9)**	**(0.1)**
Depreciation and amortisation		(6.0)	(7.5)	(9.1)
EBIT		**(1.5)**	**(18.4)**	**(9.1)**
Net finance expense		(2.1)	(12.7)	(16.5)
Other Income / (Losses)		0.1	0.1	0.0
Profit/(loss) before tax		**(3.5)**	**(30.9)**	**(25.7)**
Income tax expense		2.8	4.1	(0.4)
Net profit/(loss) after tax		**(0.7)**	**(26.8)**	**(26.0)**

Table 11: Statutory Historical Income Statement (the Company standalone)

$ millions	Notes	FY18	FY19	FY20
Total Revenue		**0.2**	**0.6**	**0.7**
Cost of sales		(0.1)	(0.1)	(0.2)
Gross profit		**0.2**	**0.4**	**0.4**
Product Design & Development		(0.5)	(0.6)	(1.2)
Sales & Marketing		(0.3)	(0.3)	(0.4)
General & Administration		(0.6)	(0.3)	(2.7)
Total operating expenses		**(1.4)**	**(1.2)**	**(4.3)**
EBITDA		**(1.3)**	**(0.8)**	**(3.9)**
Depreciation and amortisation		–	–	(0.0)
EBIT		**(1.3)**	**(0.8)**	**(3.9)**
Net finance expense		(0.0)	(0.0)	(0.2)
Other Income / (Losses)		0.4	0.1	–
Profit/(loss) before tax		**(0.8)**	**(0.7)**	**(4.1)**
Income tax expense		–	–	–
Net profit/(loss) after tax		**(0.8)**	**(0.7)**	**(4.1)**

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4.4 Historical Cash Flows

4.4.1 Pro Forma Historical Cash Flows

Table 12 sets out the Group's Pro Forma Historical Cash flows. The Statutory Historical Cash Flows (which are set out in Section 4.4.3) are reconciled to the Pro Forma Historical Cash Flows in Section 4.4.1.

Table 12: Pro Forma Historical Cash Flows

$ millions	Notes	FY18	FY19	FY20
Cash flows from operating activities				
Receipts from customers		42.3	43.8	39.5
Payments to suppliers and employees		(38.5)	(49.2)	(37.1)
Income tax paid		(0.0)	(0.1)	(0.1)
Receipts from government grants and incentives		–	0.1	0.7
Net cash flows from operating activities		**3.8**	**(5.4)**	**3.0**
Cash flows from investing activities				
Change in property, plant and equipment		(0.6)	(0.7)	(0.1)
Capitalised development costs		(12.0)	(10.6)	(9.2)
Net cash flows from investing activities		**(12.5)**	**(11.3)**	**(9.3)**
Cash flows from financing activities				
Proceeds from issuance of convertible notes, net of issue costs		–	0.2	–
Proceeds from issue of share capital, net of issue costs		0.9	2.4	5.7
Net change in borrowings		0.5	1.1	0.6
Net Interest		0.4	(0.2)	(0.2)
Repayment of Lease Liabilities	1	(0.8)	(0.7)	(0.8)
Net cash flows from investing activities		**1.0**	**2.7**	**5.3**
Net increase/(decrease) in cash (pre exchange differences)		**(7.8)**	**(14.0)**	**(1.0)**
Effect of exchange differences on cash		(0.1)	0.0	0.0
Net increase/(decrease) in cash		**(7.9)**	**(14.0)**	**(1.0)**

Refer to Section 4.2 for details of the basis of preparation of the Pro Forma Historical Cash Flows.

Notes:

1. For the financial years FY18 and FY19, repayment of lease liabilities has been reallocated from 'payments to suppliers and employees' for the purpose of presenting the pro forma historical cash flow.

4.4.2 Pro forma adjustments to the Statutory Historical Operating Cash Flows

Table 13 set out the pro forma adjustments that have been made to the Statutory Historical Cash Flows. These adjustments are summarised and explained below.

Table 13: Pro forma adjustments to the Statutory Historical Cash Flows

$ millions	Notes	FY18	FY19	FY20
Statutory net cash flow		**16.6**	**(17.8)**	**8.9**
Lockbox Acquisition	1	0.2	(0.0)	0.2
Transaction costs relating to the initial public offering of the Company	2	–	–	0.8
Removal of net proceeds of convertible notes of Ansarada	3	(23.8)	–	(13.0)
Removal of Ansarada Transaction Fees	4	0.9	1.1	0.9
Removal of the Company's cash lease costs	5	0.0	0.0	0.1
Macquarie Bank facility adjustment	6	(1.5)	3.0	1.5
Incremental listed Company costs	7	(0.4)	(0.4)	(0.4)
Pro forma net cash flow		**(7.9)**	**(14.0)**	**(1.0)**

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Notes:

1. Acquisition of Lockbox by the Company, was completed in July 2020. The unaudited net cash flows of Lockbox for each financial year presented have been included as pro forma adjustments in deriving the pro forma historical cash flows.
2. Transaction costs relating to the Offer and IPO of the Company in February 2020 are considered to be one-off in nature and not reflective of the ongoing operations of the Group.
3. In conjunction with Completion, convertible notes issued by Ansarada will be either redeemed in cash or converted to ordinary shares of the Group. Accordingly, all historical expenses, including transaction costs and finance expenses, have been added back.
4. Ansarada has previously undertaken certain capital raising activities and capital restructuring activities prior to entering into an agreement with the Company – the costs of undertaking this capital raising activity and capital restructuring activity is considered to be one-off in nature and not reflective of the ongoing operations of the Group.
5. The statutory historical financial statements of the Company include costs related to the lease of its office premises in Sydney. Given there is sufficient capacity within Ansarada's existing office space, the Company has elected not to renew its lease and to benefit from the Group's shared office space. The historical lease expense has therefore been added back as a pro forma adjustment to reflect the impact of the Acquisition as if it the existing lease had been shared in each of the historical periods.
6. In July 2019, Ansarada paid down in full an outstanding loan facility held with Macquarie Bank. As such, all cash inflows and outflows in relation to the principal drawdown, repayment, interest changes charges and other bank charges in relation to this facility have been added back as a pro forma adjustment in deriving the pro forma historical financial statements.
7. Although the Company is already listed on the ASX, with the increase in scale of operations following the Acquisition, it is expected that the Group will incur additional incremental costs associated with ongoing listing fees, financial reporting, investor relations and other related costs. Such costs have been included as an additional pro forma adjustment in deriving the pro forma historical financial statements

4.4.3 Statutory Historical Cash Flows

Table 14 sets out the aggregated Statutory Historical Cash Flows of each of the Company and Ansarada, which represents the "Statutory net cash flow" as shown in the above table.

Table 14: Statutory Historical Cash Flows

$ millions	Notes	FY18	FY19	FY20
Cash flows from operating activities				
Receipts from customers		42.3	43.8	39.3
Payments to suppliers and employees		(39.5)	(49.7)	(36.8)
Income tax paid		(0.0)	(0.1)	(0.1)
Receipts from government grants and incentives		-	0.1	0.7
Net cash flows from operating activities		**2.7**	**(6.0)**	**3.1**
Cash flows from investing activities				
Change in property, plant and equipment		(0.6)	(0.7)	(0.1)
Capitalised development costs		(12.0)	(10.6)	(9.2)
Net cash flows from investing activities		**(12.5)**	**(11.3)**	**(9.3)**
Cash flows from financing activities				
Proceeds from issuance of convertible notes, net of issue costs		23.8	0.2	13.0
Proceeds from issue of share capital, net of issue costs		0.9	2.4	4.9
Net change in borrowings		1.7	(2.6)	(1.8)
Net Interest		0.2	(0.4)	(0.2)
Repayment of Lease Liabilities		-	-	(0.8)
Net cash flows from investing activities		**26.5**	**(0.5)**	**15.1**
Net increase/(decrease) in cash (pre exchange differences)		**16.7**	**(17.8)**	**8.9**
Effect of exchange differences on cash		(0.1)	0.0	0.0
Net increase/(decrease) in cash		**16.6**	**(17.8)**	**8.9**

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4.5 Historical Balance Sheet

4.5.1 Overview

Table 15 sets out the Statutory Historical Statement of Financial Position and the pro forma adjustments that have been made to prepare the Pro Forma Historical Statement of Financial Position for the Group. These adjustments, as detailed in Table 15 below, reflect the impact of the effect of the Offer, changes to the capital structure, pursuant to the Acquisition and the acquisition of Lockbox (including associated transaction costs of each), as if they had occurred as at 30 June 2020. The Pro Forma Historical Statement of Financial Position is provided for illustrative purposes only and is not represented as being necessarily indicative of the Group's view of its financial position upon Completion or at a future date.

Table 15: Statutory Historical Statement of Financial Position and Pro Forma Historical Statement of Financial Position as at 30 June 2020

	Statutory Historical	Pro Forma Adjustments	Pro forma Historical
$ millions	**30-Jun-20**		**30-Jun-20**
Current Assets			
Cash and cash equivalents	11.8	9.9	21.7
Trade and Other Receivables	2.9	0.0	2.9
Other current assets	1.3	-	1.3
Total Current Assets	**16.1**	**9.9**	**26.0**
Non-Current Assets			
Intangible Assets	23.4	18.5	41.9
Property, Plant and Equipment	1.5	-	1.5
Right of Use Asset	3.0	-	3.0
Deferred Tax Asset	5.4	-	5.4
Other non-current Assets	-	(0.3)	(0.3)
Total Non-Current Assets	**33.3**	**18.2**	**51.5**
Total Assets	**49.4**	**28.1**	**77.5**
Liabilities			
Current Liabilities			
Trade and other payables	6.4	0.1	6.4
Lease Liabilities	1.0	-	1.0
Borrowings	-	-	-
Employee benefits	1.6	(1.4)	0.2
Convertible note payable	65.6	(65.6)	-
Deferred revenue	8.1	-	8.1
Total Current Liabilities	**82.7**	**(66.9)**	**15.8**
Non-Current Liabilities			
Lease Liabilities	2.3	-	2.3
Convertible note payable	-	-	-
Employee benefits	0.1	0.0	0.1
Provisions	0.3	-	0.3
Total Current Liabilities	**2.8**	**0.0**	**2.8**
Total Liabilities	**85.4**	**(66.9)**	**18.5**
Equity			
Shareholders capital	11.4	125.0	136.4
Shareholders capital adjustment	-	(31.2)	(31.2)
Retained earnings/(loss)	(48.4)	1.2	(47.1)
Reserves	0.9	-	0.9
Total Equity	**(36.1)**	**95.0**	**59.0**

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Notes:

1. The legal acquisition of Ansarada by the Company is, for accounting purposes, treated as Ansarada acquiring the Company (reverse acquisition accounting) in accordance with the requirements of AASB 3 Business Combinations.
2. See Table 16 for further information in relation to the pro forma adjustments to the Historical Statement of Financial Position.

Table 16: Pro Forma Adjustments to the Statutory Historical Statement of Financial Position

$ millions	Proceeds of the Offer	Estimated Redemption/ Conversion of Convertible Notes	Lockbox Acquisition	The Acquisition (TDY)	Costs of the Offer	Repayment of Tax Liability	Total Pro Forma Adjustments
Notes	1	2	3	4	5	6	
Current Assets							
Cash and cash equivalents		(25.0)	0.2	-	(8.7)	(1.5)	9.9
Trade and Other Receivables	-	-	0.0	-	-	-	0.0
Other current assets	-	-	-	-	-	-	-
Total Current Assets	**45.0**	**(25.0)**	**0.2**	**-**	**(8.7)**	**(1.5)**	**9.9**
Non-Current Assets							
Intangible Assets	-	-	-	18.5	-	-	18.5
Property, Plant and Equipment	-	-	-	-	-	-	-
Right of Use Asset	-	-	-	-	-	-	-
Deferred Tax Asset	-	-	-	-	-	-	-
Other non-current Assets	-	-	-	(0.3)	-	-	(0.3)
Total Non-Current Assets	**-**	**-**	**-**	**18.2**	**-**	**-**	**18.2**
Total Assets	**45.0**	**(25.0)**	**0.2**	**18.2**	**(8.7)**	**(1.5)**	**28.1**
Liabilities							
Current Liabilities							
Trade and other payables	-	-	0.1	-	-	-	0.1
Lease Liabilities	-	-	-	-	-	-	-
Borrowings	-	-	-	-	-	-	-
Employee benefits	-	-	0.1	-	-	(1.5)	(1.4)
Convertible note payable	-	(65.6)	-	-	-	-	(65.6)
Deferred revenue	-	-	-	-	-	-	-
Total Current Liabilities	-	(65.6)	0.2	-	-	(1.5)	(66.9)
Non-Current Liabilities							
Lease Liabilities	-	-	-	-	-	-	-
Convertible note payable	-	-	-	-	-	-	-
Employee benefits	-	-	0.0	-	-	-	0.0
Provisions	-	-	-	-	-	-	-
Total Current Liabilities	**-**	**-**	**0.0**	**-**	**-**	**-**	**0.0**
Total Liabilities	**-**	**(65.6)**	**0.2**	**-**	**-**	**(1.5)**	**(66.9)**
Equity							
Shareholders capital	45.0	40.6	2.0	43.1	(5.7)	-	125.0
Shareholders capital adjustment	-	-	-	(31.2)	-	-	(31.2)
Retained earnings/(loss)	-	-	(2.0)	6.3	(3.1)	-	1.2
Reserves	-	-	-	-	-	-	-
Total Equity	**45.0**	**40.6**	**(0.0)**	**18.2**	**(8.7)**	**-**	**95.0**

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Notes:

1. Represents the impact of the Offer of approximately $45 million.
2. A portion of the proceeds from the Offer pursuant to the Acquisition will be used to redeem certain Convertible Notes previously issued by Ansarada. The remainder of the Convertible Notes will be converted into ordinary shares of the Company.
3. The Lockbox acquisition represents an adjustment to reflect the acquired balance sheet of Lockbox which was acquired by the Company in July 2020, as if the acquisition of Lockbox had occurred on 30 June 2020.
4. Represents the in-substance acquisition of the Company, by Ansarada, based on the indicative fair value of the Company pursuant to the sale and purchase agreement signed between the Company and Ansarada.
5. Represents the estimated costs of the Offer and Acquisition. Costs specifically relating to the Offer have been adjusted in Shareholder's capital, whereas Acquisition related costs have been reflected in Retained earnings.
6. Represents Ansarada' s deferred tax liability which is expected to be repaid prior to Completion of the Offer.

4.6 Cash and cash equivalents

Table 17 sets out the combined net cash/(debt) position of the Company and Ansarada at 30 June 2020 on a statutory basis (before Completion) and on a pro forma basis adjusted for receipt of the net proceeds of the Offer and repayment of the Convertible Notes as if these actions took place as at 30 June 2020.

Table 17: Cash and Cash Equivalents

$ millions	Historical Indebtedness (pre-completion of the offer)	Pro Forma adjustment (for Completion of the Offer)	Pro Forma at 30 June 2020 (post Completion of the Offer)
Cash and Cash Equivalents	11.8	9.9	21.7
Short Term Debt			
Convertible Note	65.6	(65.6)	-
Long Term Debt			
Non-Current loans and borrowings	-	-	-
Lease liabilities	3.4	-	3.4
Net cash/(debt)	**(57.2)**	**75.5**	**18.3**

4.7 Liquidity and capital resources

Following Completion, the Group's principal sources of funds are expected to be cash on hand. A portion of the net proceeds raised from the Offer will be used to repay the Convertible Notes, which are expected to be repaid in conjunction with Completion.

The Group's main use of cash is to fund operations, including working capital, capital expenditure and support the Group's growth initiatives. Historical capital expenditure and working capital trends are described in Section 4.4. The Company and Ansarada expect that, following Completion, the Group will have sufficient working capital to carry out its stated business objectives.

The Group's ability to generate sufficient cash depends on its future economic performance which, to a certain extent, is subject to a number of factors beyond the Group's control including general economic, financial and competitive conditions. Over time, the Group may seek additional funding from a range of sources to diversify its funding base. Quantitative and qualitative disclosures about market risk sensitive instruments are addressed in Section 4.9.

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4.8 Contractual obligations and commitments

Table 18 sets out the contractual obligations, commitment and contingent liabilities as at 30 June 2020.

Table 18: Contractual obligations, commitments and contingent liabilities

$ millions	Note	< 1 year	1 - 5 years	> 5 years	Total
Land and buildings		1.1	2.4	-	3.5
Software licenses		0.4	-	-	0.4
Total		**1.5**	**2.4**	**-**	**3.9**

The Company and Ansarada have no material contingent liabilities or other off-balance sheet arrangements as at 30 June 2020 other than those described above.

4.9 Qualitative disclosures about market risk

4.9.1 Interest rate risk

The Group will be exposed to interest rate risk arising from the possibility that changes in interest rates will affect future cash flows or the fair values of financial instruments. The primary financial instruments impacted by interest rate movements are cash balances. The Group will monitor and analyse its interest rate exposure. Within the analysis, consideration is given to uses of funds and potential financing options.

4.9.2 Foreign exchange risk

The Group will transact in various currencies other than its functional currency, being the Australian dollar, including the United States dollar, Euro, British pound and South African rand. The Company and Ansarada have not historically hedged its foreign currency exposure and as a result the Group's earnings will be exposed to the net impact of movements in foreign exchange rates on its sales, employee expenses and purchases in the foreign currencies in which the transactions occur.

The Company and Ansarada have foreign currency bank accounts, receivables and payables that are denominated in a currency other than its functional currency, being the Australian dollar, and the Ansarada holds investments in overseas subsidiaries which are not hedged. Any foreign exchange rate movements in respect to the transaction currency in which the net investment in foreign subsidiaries are held, are recognised in the foreign currency translation.

4.10 Overview of revenue categories

4.10.1 Transition to subscription pricing model

As discussed in Section 3.6.2, Ansarada transitioned its pricing model during FY18 and FY19 from a transactional to subscription pricing model. This transition reflected a broader trend in the industry and capitalised on evolving customer preferences that each of Ansarada and the Company had observed.

As customers made the transition from upfront billing based on data usage to a subscription model paid either upfront on an annual basis or monthly, reported revenue lowered in the short term relative to the legacy billing model. As this change was made in Q2 FY19, the impact on revenue and the cost base have largely occurred in FY19 and FY20. While the transition of Ansarada's pricing model impacted the revenue profile of Ansarada over the short-term (as a result of the decline of large upfront usage fees), the Company and Ansarada believe subscription pricing will generate greater lifetime revenue per customer than an equivalent transactional or usage contract. The subscription model is expected to provide additional flexibility for customer upgrades and enable prolonged usage on the Group's core Platform solutions, allowing the Group to better service multiple customer requirements. The Company and Ansarada believe subscription pricing benefits customers through increased pricing transparency and certainty.

Following Completion, aside from the Group's Tenders solution the majority of the its Platform revenue is expected to be derived under its subscription-pricing model.

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4.10.2 The Group's revenue categories

Table 19: Summary of revenue recognition treatment of the Group's solutions

Solution	Pricing model	Description
Platform		
VDR, Workflow and Governance and Compliance Pathways	Subscription	• Contracts are priced based on a subscription-basis for either month-to-month, annual or multi-year terms • Revenue is recognised equally over the length of the contract
Athena Board	Subscription	
Tenders	Usage/data-based	• Tenders contracts are priced on a transactional data usage basis (dollar per mega byte of data uploaded), typically on multi-year contracts (ranging from one to three years) • Fees payable under the contract are typically paid upfront in a lump sum payment, with small ongoing fees during the life of the contract. A significant portion of this revenue is billed in the first month of the contract (based on when customers have typically uploaded the majority of their data) and is recognised over the contract period
Legacy		
VDR	Usage/data-based	• Contracts are based on a transactional data usage basis (dollar per mega byte of data uploaded) • Revenue is billable from the first upload of documents or data into the VDR • A significant portion of revenue is typically billed and recognised during the first 3 months of the life of the data room (as this is when customers have typically uploaded the majority of their data). Historically, this has caused revenue to be relatively cyclical and concentrated in periods where the most number of data rooms are opened

4.11 Management discussion and analysis of the Financial Information and Key operating metrics

4.11.1 Overview

This Section 4.11 is a discussion of key factors that affected the Company and Ansarada's operations and relative financial performance over FY18, FY19 and FY20. The discussion of these general factors is intended to provide a summary only, based on the combined pro forma financial performance and position, and does not detail all factors that affected the Company and Ansarada's historical operating and financial performance. The information in Section 4.11 should be read in conjunction with the basis of preparation in Section 4.2 and the risk factors set out in Section 5.

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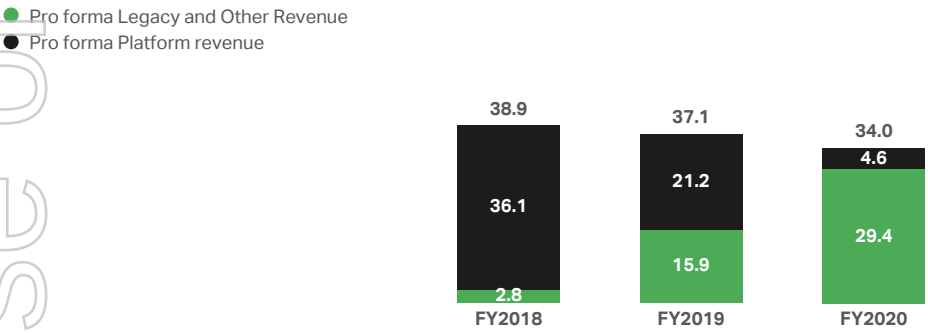
4.11.2 Revenue

Figure 29 illustrates historical pro forma revenue over FY18 to FY20 for Platform and Legacy and Other revenue.

Figure 29: Pro forma revenue – FY18 to FY20



Total pro forma revenue for the period FY18 to FY20 decreased by $4.9 million, from $38.9 million to $34.0 million, a decline of 12.5%. This pro forma revenue movement is driven by:

- Ansarada's transition from transactional pricing to a subscription-based pricing model, with the majority of new customer sales being under the new pricing model where the timing of revenue recognition has impacted reported revenue in the short-term;
- The impact of lower global M&A deal volumes caused by COVID-19, which led to fewer new customer wins during FY20;
- Slightly lower average revenue per customer due to uncertainty and transaction delays caused by COVID-19.

During this period, and despite a combination of its pricing changes and the impacts of COVID-19, the Company and Ansarada were still able to grow their combined base of total active paying customers from 2,253 in FY18 to 2,449 in FY20, where total active subscription customers grew from 61 in FY18 to 1,747 in FY20 (see Figure 30 below).

Figure 30: Total Subscription Customers from FY18 to FY20

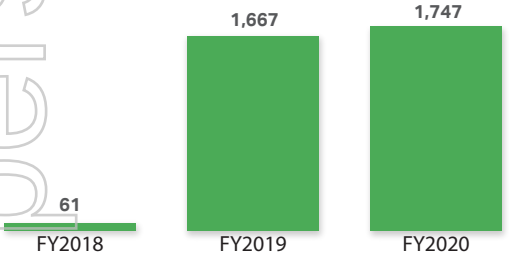
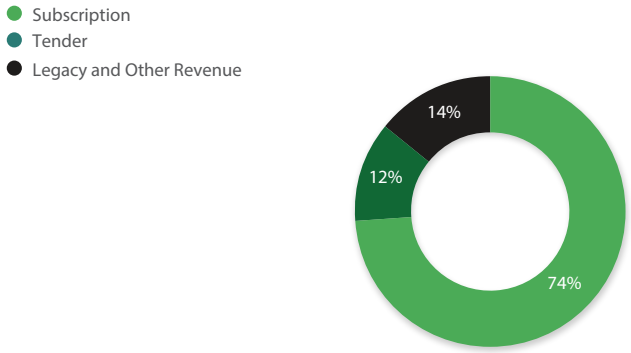


Figure 31: Pro forma revenue composition (as at 30 June 2020)



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The average monthly pro forma ARPA per subscription customer has experienced a modest decline during FY20. This was impacted by small reductions in pro forma ARPA due to transactions being put on hold and a proportion of customers taking lower subscription packages given the level of uncertainty created by COVID-19. The Group believes that despite its modest decline in pro forma revenue during this COVID-19 period that it has benefited from the more consistent revenue profile of its subscription revenue model. As transaction volumes and new customer wins have continued to increase to pre-COVID-19 levels (as at 30 September 2020, refer to Section 3.9), the Company and Ansarada believe the Group will be well placed to capitalise on its enlarged customer-base and portfolio of products.

Figure 32: Average monthly pro forma ARPA per subscription customer from FY19 to FY20

Note: Ansarada's subscription pricing model was only launched in FY19.

From FY18 to FY19, the Company and Ansarada reported a decline in pro forma revenue of $1.8 million, from $38.9 million to $37.1 million, driven by:

- an increase in pro forma Platform revenue of $13.1 million, from $2.8 million to $15.9 million, driven by an increase in subscription customers from 61 in FY18 to 1,667 in FY19; and
- an offset by a decrease in pro forma Legacy and Other revenue of $14.9m, from $36.1 million to $21.2 million, driven by a decrease in transactional billed Legacy customers from 2,192 in FY18 to 1,070 in FY19.

From FY19 to FY20, the Company and Ansarada reported a decline in pro forma revenue of $3.1 million, from $37.1 million to $34.0 million, which was impacted by COVID-19 and resulted in:

- an increase in pro forma Platform revenue of $13.5 million, from $15.9 million to $29.4 million, driven by an increase in subscription customers from 1,667 in FY19 to 1,747 in FY20; and
- an offset by a decrease in pro forma Legacy and Other revenue of $16.6m, from $21.2 million to $4.6 million, driven by a decrease in transactional billed Legacy customers from 1,070 in FY19 to 702 in FY20.

Within the Group's pro forma historical revenue, the Company's revenue grew from $0.2 million to $0.7 million between FY18 and FY20, driven by strong growth in new customer wins with a focus on larger enterprise contracts. Incorporated during FY19, Lockbox grew its revenues from approximately $16,000 in FY19 to $0.2 million in FY20.

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4.11.3 Expenses

4.11.3.1 Overview

The Group intends to present expense categories within the consolidated statement of profit or loss on a functional basis. The categories used are outlined in Table 20 below:

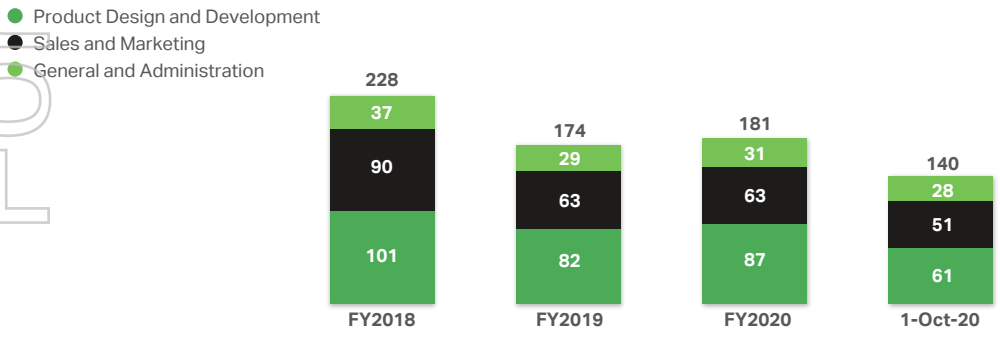
Table 20: The Group Cost of Sales and Operating Expense Categories

Cost of sales	Description
Cost of sales	Primarily relates to sales commissions for sales employees and third-party fees for software used to provide product features and VDR archive expenses. In addition, the Company's cost of sales includes personnel and related costs (including salaries, benefits, payroll tax) for business services employees and hosting costs.
Operating expenses	**Description**
Product design and development	Primarily relates to personnel and related costs (including salaries, benefits, payroll tax) and third-party costs associated with product design and development. Includes costs associated with Ansarada's Vietnam product design and development capabilities that currently operates under a Build Operate Transfer (**BOT**) model. Includes relevant software licenses, security testing and hosting costs.
Sales and marketing	Primarily relates to personnel and related costs (including salaries, benefits, bonuses, commissions and payroll tax) directly associated with sales, customer service and marketing team activities to acquire new customers and grow revenue from existing customers. Other costs included are external advertising costs, marketing costs and promotional event costs as well as allocated overheads.
General and administration	Includes personnel and related costs (including salaries, benefits, payroll tax) for the Company's and Ansarada's management team, finance, legal, human resources, operations and administration employees. These expenses also include professional fees for legal, accounting, tax and other services and occupancy, travel and entertainment, administration and board costs. General and administration expenses include transactional Foreign exchange gain/losses due to differences in exchange rate on date of invoice versus date of cash receipt
Total expenses	Sum of cost of sales and total operating expenses

When the activities of the Company's or Ansarada's staff are directly attributable to the platform development stage and can be reliably measured, and where future economic benefits from the development are probable, the costs related to that activity are capitalised (see Section 4.11.5).

Set out in Figure 33 below is the historical headcount (comprising full-time employees only) measured at year-end by department from FY18 to FY20. As described in Section 4.11.3.2, Ansarada and the Company undertook permanent cost reductions in September 2020, achieved primarily through a reduction in headcount. As a result, the combined total headcount of Ansarada and the Company at 1 October 2020 was 140.

Figure 33: Annual headcount – FY18 to FY20 (period ending headcount)



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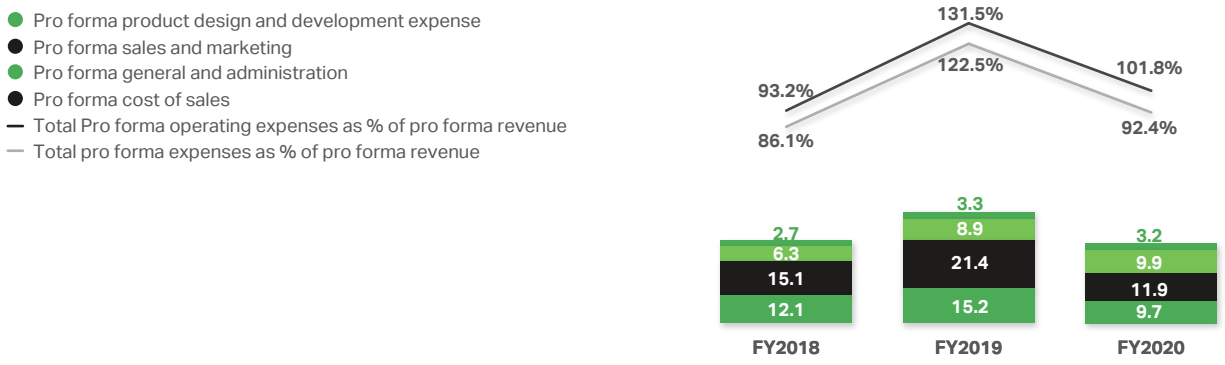
During FY19 Ansarada underwent a shift in its go-to-market strategy which resulted in a restructure of its global sales and marketing teams. This included a shift in the focus of its execution strategy along with a rebalancing of the cost base to better position Ansarada for continued growth, resulting in a reduction in overall headcount by the end of FY19 and into FY20.

Figure 34 below illustrates total pro forma expenses, comprised of cost of sales and operating expenses, total pro forma expenses as a percentage of pro forma revenue and total pro forma operating expenses as a percentage of pro forma revenue from FY18 to FY20.

Figure 34: Pro forma total expenses ($m) and pro forma total expenses as a percentage of revenue (%) of revenue by category – FY18 to FY20



During FY18 and FY19, Ansarada made significant investments to strategically transition its business model and technology platform, which included investments in product design and development as well as costs associated with the marketing and launch of the new subscription model. Ansarada has significantly reduced its cost base since FY19 and believes it is now positioned for sustainable future growth (see Section 4.11.3.2 below).

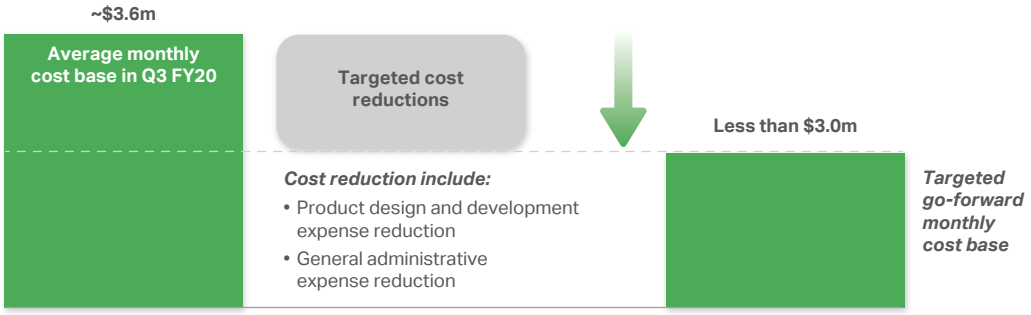
During the fourth quarter of FY20, Ansarada received $0.8 million in funding from the government JobKeeper program resulting in a temporary reduction in operating expenditure. Ansarada was enrolled in the JobKeeper program which ended in September 2020. The target cost base (referred to in Section 4.11.3.2) does not include any benefits from JobKeeper, with potential eligibility in the future being an additional benefit to the cost base below.

4.11.3.2 Operating expenditure and "go-forward" cost base

In September 2020, the Company and Ansarada undertook significant and permanent cost reductions to focus on achieving profitability in the short to medium term and in response to the impacts of COVID-19. As described in Section 3.6.2, Ansarada made significant strategic investments during FY19 to transition the business, which temporarily increased the cost base and impacted short term revenue generation and profitability. With the successful transition of the business and the launch of these capabilities, a number of one-off investments made by Ansarada are no longer required going forward and the Company and Ansarada have made adjustments to its cost base to align to business strategy going forward.

The Company and Ansarada aim to lower the break-even point of profitability, with the intention of lowering total monthly operating expenditure to less than A$3.0 million as per Figure 35 below:

Figure 35: "Go-forward" cost base and operating expenditure reductions



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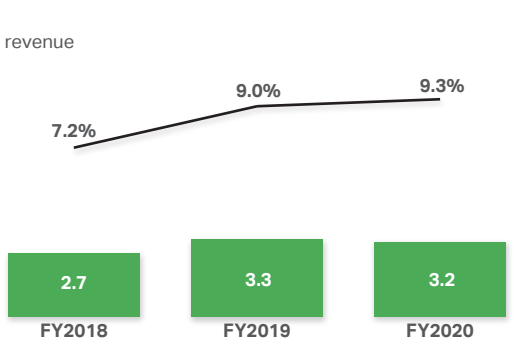
4.11.3.3 Cost of Sales

Figure 36 illustrates the total pro forma cost of sales for FY18 to FY20.

Figure 36: Cost of sales ($m) and gross profit as a percentage of revenue (%) – FY18 to FY20



Ansarada and the Company have historically maintained strong gross profit margins above 90%. A minor reduction in pro forma gross profit margin during FY19 and FY20 is associated with Ansarada's SaaS transition, driven by a change in incentive structures for its salespeople to drive higher uptake of the new subscription products.

From FY18 to FY19, pro forma cost of sales increased by $0.6 million, from $2.7 million to $3.3 million, an increase of 21.9% driven primarily by:

- an increase in pro forma sales commissions by $0.7 million, from $1.5 million to $2.3 million;
- an increase in pro forma employee expenses related to business services employees by $0.2 million; and
- an increase in pro forma cloud hosting expenses by $0.1 million.

From FY19 to FY20, pro forma cost of sales declined by $0.2 million, from $3.3 million to $3.2 million, a decrease of 5.4% driven by:

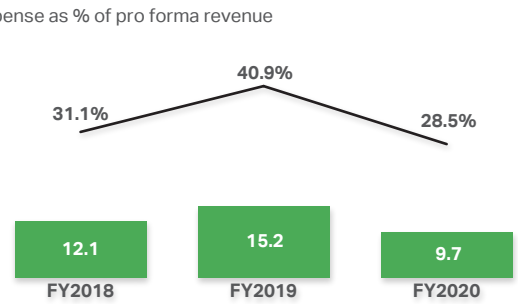
- an increase in pro forma employee expenses related to business services employees by $0.1 million;
- offset by a decline in pro forma third-party software royalties by $0.2 million; and
- a decline in pro forma sales commissions by $0.1 million.

Included in the Group's pro forma cost of sales are the Company's cost of sales, which grew from $0.1 million to $0.2 million between FY18 and FY20.

4.11.3.4 Product Design and Development Expense

Figure 37 illustrates the total pro forma product design and development expense for FY18 to FY20.

Figure 37: Pro forma product design and development expense ($m) and product design and development expense as a percentage of revenue (%) – FY18 to FY20



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As described in Section 4.11.5, the Group has made significant investments in product design and development.

From FY18 to FY19, pro forma product design and development expense increased by $3.1 million, from $12.1 million to $15.2 million, an increase of 25.4% driven primarily by an increase in product investment to transition the product to a SaaS-based platform model under subscription pricing. During this period, the Group significantly expanded its investment into both product and business model transformation, which included:

- **SaaS transition:** repositioning its business and technology capabilities to support the new subscription model (as described in Section 4.10.1);
- **Governance and Compliance Pathways:** development of the Governance and Compliance Pathways product to enable the Group to better service customers information governance needs with pre and post transaction use cases;
- **Technology improvement:** improving quality and efficiency of code to better service new and existing customers;
- **Machine learning and AI:** rollout of machine learning and additional AI features; and
- **Product updates:** enhancements to extend Platform capabilities to respond to customer feedback and remove sales blockers.

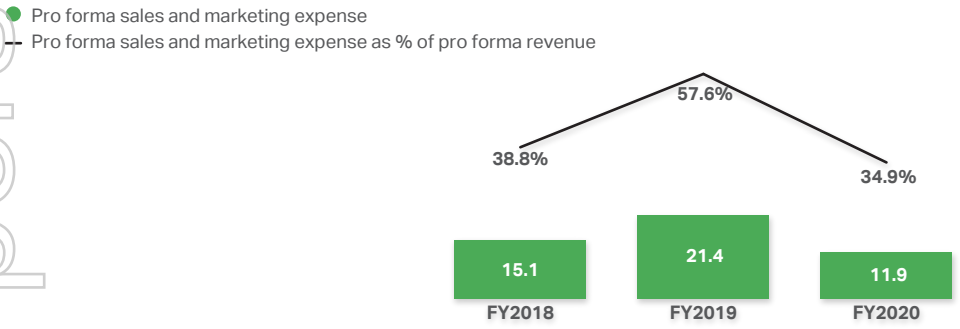
From FY19 to FY20, pro forma product design and development expense decreased by $5.5 million, from $15.2 million to $9.7 million, a decrease of 36.1% driven by a reduction in employee headcount. During FY20, product design and development investment began to reduce back to historical levels as the initial development and launch of the Platform and features mentioned above were largely complete.

Within the Group's product design and development expense, the Company's investment in product grew from $0.5 million in FY18 to $1.3 million in FY20, with the increase reflecting a focus on enhancing user experience within its core workflow and collaboration software. Over this same period, Lockbox's product design and development expense grew from $0.2 million in FY18 to $0.6 million in FY20.

4.11.3.5 Sales and Marketing Expense

Figure 38 illustrates the pro forma total sales and marketing expense for FY18 to FY20.

Figure 38: Sales and marketing expense ($m) and sales and marketing expense as a percentage of revenue (%) – FY18 to FY20



From FY18 to FY19, pro forma sales and marketing expense increased by $6.3 million, from $15.1 million to $21.4 million, an increase of 41.6% driven by an increase in headcount and average salaries. Total average Ansarada sales and marketing headcount for the period grew from 71 in FY18 to 89 in FY19. The increased investment in FY19 reflected the transition to the Platform offering. Ansarada invested in changes to its go to market ("GTM") model; specifically sales and marketing to service overseas markets and in line with changes to its Platform model from traditional VDR sales. This included one-off investments in sales methodology and training, brand and content and distribution channels. Following initial changes in the GTM model and strategy, Ansarada restructured its model and approach and as a result headcount and costs have decreased from initial investments in FY19.

During this period, pro forma sales and marketing expense decreased by $9.5 million, from $21.4 million to $11.9 million, a decrease of 44.5% driven by a decrease in headcount, as well as a number of temporary reductions due to COVID-19 which include government-related subsidies and a reduction in all employee travel expenses. Average Ansarada sales and marketing headcount for the period declined in North America from 17 in FY19 to 10 in FY20, with a similar decline in EMEA from 21 in FY19 to 16 in FY20. The reduction in headcount reflects a rebalancing of the cost base, go to market strategy and investment in digital acquisition channels, including Ansarada's ecommerce channel, which is a large part of its combined strategy with the Company going forward. The decline in Ansarada's sales and marketing headcount was offset by an increase in the Company's sales and marketing headcount from 3 in FY19 to 12 in FY20.

In the period between FY18 and FY20, the Company's sales and marketing expense grew from $0.3 million to $0.4 million.

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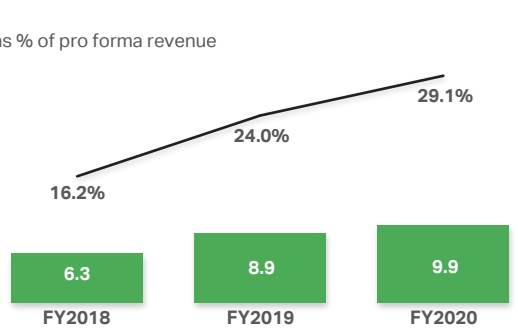
4.11.3.6 General and Administration Expense

Figure 39 illustrates the total pro forma general and administration expense for FY18 to FY20.

Figure 39: Pro forma general and administration expense ($m) and pro forma general and administration expense as a percentage of pro forma revenue (%) – FY18 to FY20



From FY18 to FY19, pro forma general and administration expense increased by $2.6 million, from $6.3 million to $8.9 million, an increase of 41.34% driven by an increase in employee expenses from headcount increases. These increases were largely related to an investment in additional administrative capabilities required to support Ansarada's scale.

From FY19 to FY20, pro forma general and administration expense increased by $1.0 million, from $8.9 million to $9.9 million, an increase of 10.9% driven by an increase in general overheads, but offset by a decline in employee expenses due to a reduction in headcount.

In the period between FY18 and FY20, the Company's general and administration expense grew from $0.6million to $1.2 million. Over this same period, Lockbox's general and administration expense remained relatively constant at $0.2 million. The Company's General and administration expense increased by $0.3m from FY19 to FY20 as a result of ongoing listed company costs associated with its initial public offering in February 2020.

4.11.4 Depreciation and Amortisation

Depreciation is a non-cash expense that predominantly relates to the ongoing use of the Company's and Ansarada's fixed asset base, including items such as IT equipment, furniture and leasehold improvements that been capitalised. Depreciation expense is based on an existing useful life profile, with any new capital expenditure being depreciated over its useful life in accordance with the Company's accounting policies.

Amortisation is a non-cash expense that relates to internally generated intangible assets, which primarily relates to capitalised employee costs and capitalised third party expenses related to the development of Ansarada's platform solutions. Costs incurred in relation to the development of the Company's platform solutions have been expensed as incurred.

The Group's future amortisation is expected to principally relate to capitalised development costs, reflect the significant increase in total product design and development costs and capitalised development costs in recent years, as well as leased right of use software assets and right of use assets relating to property leases.

4.11.5 Capitalised product design and development costs

The Company and Ansarada have historically invested significant resources into product design and development and has a detailed product roadmap it is executing against in order to continue developing products and processes that will help position the Group ahead of its competitors whilst expanding into adjacent markets with additional solutions across the information governance spectrum.

The Company and Ansarada's product design and development expenditure primarily relates to salary and on-costs of personnel. While the Company has historically not capitalised its product design and development expenditure, Ansarada has historically capitalised its product design and development expenditure. In this regard, Ansarada have capitalised 49.7%, 41.1% and 48.7% of total product design and development expenditure in FY18, FY19 and FY20, respectively. Post Completion, the Group intends to adopt a capitalisation policy similar to Ansarada's historical capitalisation policy as described below.

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Ansarada capitalises development costs associated with commercialised products or where there is a reasonable chance of being completed and commercialised. Ansarada have assumed a useful life of one to five years for capitalised product design and development assets. Excluded from the capitalised portion of product design and development expenditure are activities such as product documentation processes, automation, market research and analysis, support maintenance and training services which are expensed through the profit and loss statement.

Table 21 below outlines the pro forma historical product design and development cash expenditure, the proportion of expenditure capitalised to the balance sheet and associated annual amortisation expense through the profit and loss statement from previously capitalised expenses, the proportion of expenditure expensed through the profit and loss statement and the overall net impact to NPAT on an annual basis for each of the years in the historical period.

Table 21: Historical research and development costs

		Pro forma Historical		
$ millions	**Notes**	**FY18**	**FY19**	**FY20**
Product design and development cash outflow				
Expensed product design and development		(12.1)	(15.2)	(9.7)
Capitalised product design and development cost		(12.0)	(10.6)	(9.2)
Total product design and development cash outflow		**(24.1)**	**(25.8)**	**(18.9)**
Expensed product design and development		(12.1)	(15.2)	(9.7)
Product design and development amortisation		(5.4)	(7.1)	(8.1)
Impact on NPAT		**(17.5)**	**(22.3)**	**(17.8)**
KPIs				
Capitalised % of Total		49.7%	41.1%	48.7%

4.11.6 Net Finance Expense

As the convertible notes are intended to be repaid or converted pursuant to the Offer and the Transaction, pro forma net finance expense in FY18, FY19 and FY20 relates primarily to lease interest associated with leased property as per AASB16 and in addition to various bank related charges.

Statutory historical net finance expense includes interest expense and fair value adjustment on the Convertible Notes up until 30 June 2020.

4.11.7 Other Income/(Losses)

Pro forma other income/(losses) predominantly relates to interest received by Ansarada and Foreign Exchange gains and/or losses incurred by the Company during the period.

4.11.8 Taxation

Pro forma income tax expense included in the Financial Information has been based on the actual tax rates applicable to the relevant countries in which the Company and Ansarada operate. As the Company and Ansarada have been loss making historically there has been limited tax expense.

4.12 Dividend policy

Given the strong growth opportunity that has been identified for the Platform, the Company does not have any present plan to pay dividends.

The payment of a dividend by the Company, if any, is at the discretion of the Directors and will be a function of a number of factors (many of which are outside the control of the Group and its directors and management, and are not reliably predictable), including the operating results, the general business environment, cash flows and the financial condition of the Group, future funding requirements, capital management initiatives, taxation considerations, any contractual, legal or regulatory restrictions on the payment of dividends by the Company, and any other factors the Directors may consider relevant.

Where an Australian resident company pays dividends to its Australian resident shareholders, franking credits may be available to the Australian resident shareholders to the extent that Australian income tax has already been paid in respect of those dividends.

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Key risks

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This Section describes some of the potential risks associated with an investment in the Company.

An investment in the Company is subject to risk factors specific to the Company and its business activities and those of a more general nature including general risks associated with investing in Shares. Any, or a combination, of these risk factors may have a material adverse effect on the Company's business, financial condition, operating and financial performance, growth, and/or the value of its Shares. Many of the circumstances giving rise to these risks and the occurrence of consequences associated with each risk are partially or completely outside the control of the Company, its Directors and Management.

This Section does not purport to list every risk that may be associated with an investment in Shares now or in the future. Additional risks that the Company is unaware of, or that the Company currently considers to be immaterial, also have the potential to have a material adverse effect on the Company's business, financial condition, operating and financial performance, growth, and/or the value of the Shares.

The selection of risks in this section has been based on an assessment of a combination of the probability of the risk occurring and the impact of the risk if it did occur. The assessment is based on the knowledge of the Directors as at the Prospectus Date, however, there is no guarantee or assurance that the importance of risks will not change or that other risks will not emerge.

Before deciding whether to invest in the Company by applying for Shares, you should read the entire Prospectus and satisfy yourself that you have a sufficient understanding of these matters and should consider whether Shares are a suitable investment for you having regard to your own investment objectives, financial circumstances and particular needs (including financial and taxation issues). If you do not understand any part of the Prospectus or are in any doubt as to whether to invest in the Company, you should seek professional advice from your stockbroker, accountant, lawyer, financial adviser or other independent professional adviser before deciding whether to invest.

5.1 Specific Risks

5.1.1 Failures or disruptions in the Groups technology or platform, including cyber-security breaches

The Company and Ansarada depend on the constant real-time performance, reliability and availability of its technology system and access to its partners networks. There is a risk that these systems may fail to perform as expected or be adversely impacted by a number of factors, some of which may be outside the control of the Group, including damaged or faulty equipment, misuse by employees or contractors, disruption, failure, service outages, data corruption or breaches which could occur as a result of computer viruses, malware, hacking or cyber-attacks, or other disruptions including natural disasters, power surges or outages, terrorist attacks or other similar events. This may result in the loss, theft, corruption or unauthorised disclosure of confidential customer information and data, reputational damage, damage to or loss of customer relationships, and substantial costs may be incurred in identifying, investigating, mitigating, and remediating such an event which may or may not be recoverable or addressed by insurance.

Through the ordinary course of business, the Company and Ansarada collect confidential information, including personal information, about customers. Cyber-attacks may compromise or breach the technology platform used by the Group to protect confidential information which may have an adverse effect on the Group's reputation and financial performance. While the Group will undertake measures to prevent and detect the occurrence of such disruptions and failures, there is a risk that such measures may not be adequate. Any data security breaches or the Group's failure to protect confidential customer information could result in a significant disruption to the Group's systems and operations, reputational damage, loss of system integrity, breaches of the Group's obligations under applicable laws, breach of an obligation under privacy laws to notify individuals and the Australian Information Commission (or other regulatory authority) of the breach, and could reduce its ability to retain existing customers and generate new customers, any of which could have a materially adverse impact on the Company's revenue and financial performance.

5.1.2 Supplier Risks

The Company and Ansarada rely on the ongoing provision of services from third party software and infrastructure providers, including, for example, Azure and AWS to ensure continuity of service provision. The supply agreements are not based on long terms contracts and vary from case to case, with many terminable at will or on short notice. Some of these contracts also expire within the next 12 months. There is a risk that the Group's relationships with its suppliers deteriorate or these suppliers are unwilling or unable to renew contractual agreements, or that they are unwilling to continue dealing with the Group on the same terms.

A number of the Group's contracts also require counterparty consent following a change of control. A failure by the Group to satisfy its obligations under change of control provisions may result in contract breaches, which may have unfavourable effects, for example, a contract may be terminated and the Group would need to enter into a new contract with an alternative counterparty.

Any change or interruption to the Group's key third party software and infrastructure provider relationships may disrupt the Group's business operations. While outside of the Group's influence or control, such disruption could result in operational or business delays, damage to reputation and loss of customers for the Group.

Key risks

The Group's operations would be materially impacted if existing third-party suppliers no longer made their software and technologies available to the Group or materially increased the price of the use of their software or technologies. In such circumstances, the Group may be required to undertake additional development tasks internally or find new suppliers of such software and technologies who may offer less favourable terms, which would adversely impact its business, financial performance and operations.

Any financial distress or insolvency of a customer, in connection with COVID-19 or for any other reason, may result in a material reduction of revenue from that customer or difficulty in collecting outstanding fees from that customer.

5.1.3 Competition and new technologies

The industry in which the Company and Ansarada are involved is subject to increasing global competition.

The Group will have no influence or control over the activities or actions of its competitors, whose activities or actions may positively or negatively affect the operating and financial performance of the Company. Existing competitors, as well as new competitors entering the industry, may engage in aggressive marketing campaigns, introduce price discounting, offer more cost effective products, develop and introduce superior technology offerings, adapt more quickly to technological developments, evolving industry trends or customer requirements or consolidate with other entities to deliver enhanced scale benefits. In doing so competitors may gain market acceptance, and/or place downward pressure on pricing in the industry, which may materially adversely affect the Company's revenue and its financial performance.

Additionally, technology systems in the industry in which the Group will operate are continuing to develop and change rapidly, while business practices continue to evolve. The development of new technologies could result in the Group not being differentiated to other similar offerings. To maintain and improve its market position, the Group will need to continue to develop new and improved products that efficiently leverage technology developments and continue to meet the requirements of its customers. A failure to do so may have an adverse the Group's competitive position, which in turn could affect the Company's revenue and its financial performance.

5.1.4 Failure to execute its growth strategies

The Group plans to achieve its strategic objectives by executing its strategies, including its expansion plans discussed in Section 3.10. There is no guarantee that all or any of the Group's growth strategies will be successfully implemented, deliver the expected returns or ultimately be profitable. There is also a risk that the growth strategies may be subjected to unexpected delays, additional implementation costs and may require more of management's time than expected.

For example, the Group's international growth plans may be inhibited by unforeseen issues particular to a territory and may be subject to various risks, including the need to invest significant resources and management attention to the international expansion.

The Group's strategy may evolve over time due to a review and assessment of, among other things, market trends, technological challenges, changes in regulations, the level of market acceptance in particular jurisdictions or markets and the emergence of new or improved technology. As a result, the current strategies, approaches, markets, products and plans of the Group may not reflect the strategies, approaches, markets, products and plans in this document and may be changed without notice.

5.1.5 Compliance with laws, regulations and industry compliance standards

The Group must comply with a range of laws, regulations and industry standards in the jurisdictions in which it operates, including in relation to privacy, data protection, and unsolicited communications. Failure by the Group to comply with laws, regulations and industry compliance standards may result in litigation, regulatory enquiry or investigation, fines and penalties, or significant reputational damage, which could have an adverse effect on the Group's business.

The Group may also become subject to new laws, regulations or industry standards, or new or changed interpretations of existing laws, regulations or industry standards, or enhanced supervisory expectations regarding the management of legal and regulatory compliance risks associated with such laws, regulations and industry standards. Additionally, the Group may become subject to more proactive enforcement by relevant regulators of compliance with such laws, regulations and industry standards. New or amended laws, regulations or industry compliance standards, or new or changed interpretations of existing laws, regulations or industry standards, could restrict the Group's ability to provide its services, result in changes to the Group's business model, limit or restrict the amount of fees charged by the Group or make compliance more difficult or expensive, any of which may have an adverse impact on the Company's revenue and its financial performance.

5.1.6 Regulatory Risk

The Group may decide to provide additional products and services to its customers or expand into new markets in the future. If these products and services are regulated the Group may be subject to additional legal and industry compliance requirements which may be difficult or expensive to comply with and, if not complied with, may have an adverse impact on the Group's business or reputation, which could in turn adversely impact the Company's revenue or financial performance. Additional regulatory requirements relating to

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new products and services could also subject the Group to legal enforcement and heightened regulatory scrutiny. Furthermore, any expansion into new markets may see the Group having to comply with the laws of different jurisdictions and could see the Company's business adversely impacted by events and political issues in those jurisdictions.

5.1.7 Reputation and customer experience

Building and maintaining the strength of the Company's and Ansarada's existing reputation is important to retaining and growing its customer base, maintaining its relationships with partners and other key service providers that assist in successfully implementing the Group's business strategy. There is a risk that the reputation of the Group could be affected by the actions of third parties, such as third-party service providers. There is also a risk that unforeseen issues or events may adversely impact the Group's reputation. For instance, any major cybersecurity breach, system failure associated with the Group's products, infringement of third-party intellectual property rights or reduction in the quality of the Group's products may adversely affect the Group's reputation. If the Group's reputation is diminished, this could result in customers or third-party service providers or partners ceasing to do business with the Group. It may also impede the Group's ability to compete successfully and may adversely affect the Company's revenue and financial performance.

5.1.8 Intellectual Property

The Group will depend on its ability to commercially exploit its technology and intellectual property. The Group will also rely on laws relating to trade secrets, copyright and trademarks to assist in protecting its proprietary rights. However, there is a risk that unauthorised use or copying of the Group's software, data, specialised technology or platforms may occur.

The Group may be required to incur significant expenses in monitoring and protecting its intellectual property rights. The Group may initiate or otherwise be involved in litigation against third parties for infringement, or to establish the validity of, its rights. Any litigation, whether or not it is successful, could result in significant expense to the Group and cause a distraction to the Group's management. In addition, unauthorised use of the Group's brand, technology or intellectual property by third party products or services may not only result in potential revenue loss, but also have an adverse impact on the Group's reputation.

In addition, there is a risk that the validity, ownership or authorised use of intellectual property relevant to the Group's business may be successfully challenged by third parties. This could involve significant expense and potentially the inability to use the intellectual property in question, and if an alternative cost-effective solution were not available, it may adversely impact on the Company's revenue and financial performance.

There is also a risk that the Group will be unable to register or otherwise protect new intellectual property it develops in the future. Further, there is a risk that, if the Company does not register or otherwise protect its intellectual property and enforce its rights in respect of its intellectual property, competitors may duplicate the Company's technology or prevent the Company from trading under its name in certain jurisdictions. If any of these occur, it may have an adverse impact on the Company's revenue and financial performance.

Ansarada uses or incorporates open source software in its proprietary software. Open source software is typically freely available and use is generally subject to licence terms which may impose certain conditions on the user. Use of open source software may give rise to greater risk than commercially supplied software in that open source licences generally provide no contractual protection in relation to defects in the open source software or infringement of third party intellectual property rights arising from use of such open source software, and may require compliance with other terms in relation to redistribution of source code.

5.1.9 Customer service risk

The Company's and Ansarada's business model is based on recurring revenue arising from the provision of service. In the future, the Group may be unable to retain existing customers (including its key customers) or their current level of usage over the timeframes or with the pricing and revenues it currently expects. The Group may fail to retain existing customers for a number of reasons, such as the failure to meet customer expectations, poor customer service, technology disruptions, pricing or competition. The Group's ability to renew existing contracts and generate recurring revenue from existing customers may also be impacted by broader factors affecting the macro-economic conditions, levels of economic activity or changes in the regulation of the industries in which the Group and its customers operate more generally. If any of these occur, it may adversely impact the Company's revenue and financial performance.

5.1.10 Future funding requirements

Although the Directors and the proposed Directors believe that, on completion of the Offer, the Group will have sufficient working capital to carry out its business objectives, there can be no assurance that such objectives can be met without further financing or, if further financing is necessary, that financing can be obtained on favourable terms or at all. Further if additional funds are raised by issuing equity securities, this may result in dilution for some or all of the Shareholders.

The Group may seek debt funding in the future to finance a potential expansion of its business. There is no assurance such debt facilities will be obtained when required or obtained on acceptable terms, or at all.

Key risks

If further funds are required but cannot be raised, this may force curtailment of product development initiatives, operations, or both, or require the Group to either dispose of operating assets or close down entirely. If any of these occur, this could adversely impact the Company's revenue and financial performance.

5.1.11 COVID-19 Related risks

The ongoing COVID-19 pandemic has had a significant impact on the global economy and the ability of individuals, businesses, and governments to operate. Across the globe, travel, trade, business, working arrangements and consumption have been materially impacted by the pandemic. There continues to be considerable uncertainty as to the duration of and further impact of COVID-19 including in relation to government, regulatory or health authority actions, work stoppages, lockdowns, quarantines and supply restrictions.

The impact of some or all of these factors could cause an adverse impact to the Company's financial performance. Furthermore, as an international business supplying services to various markets globally, the pandemic and associated impacts could necessitate further capital requirements / support (either on a standalone basis or concurrently), which creates additional challenges and risks for the financial position of the Company.

Furthermore, the Company's financial position may be adversely impacted if certain of its suppliers (including its counterparties, suppliers of IT services, and other suppliers of services) are unable to successfully implement business continuity plans in the current environment or if any such suppliers are unable to continue as going concerns as a result of the economic impact of COVID-19. While many of the Company's employees and contractors work, or have the ability to work, remotely, the pandemic may have adverse health impacts on this workforce and some jurisdictions may have constraints in the health services available to support affected employees or contractors.

The spread of COVID-19 has already resulted in governmental authorities in Australia, United Kingdom, the United States and other countries around the world imposing a variety of measures restricting day-to-day life, including quarantines and travel restrictions of varying scope. This has resulted in significant disruptions in the global economy and the economies of particular countries, including health systems and manufacturing supply chains, consumption and overall economic output, which in turn has caused lower interest rates and significant volatility in global financial markets.

However, the extent of the impact on the Company's business, results of operations, financial condition, liquidity and cash flows is largely dependent on future developments, which are highly uncertain and not predictable, including the scale of COVID-19 and actions taken to address its impact. Moreover, changes in interest rates, reduced liquidity or a continued slowdown in Australia, United Kingdom and the United States or global economic conditions may also adversely affect the Company's business, financial condition, results of operations, liquidity or prospects. Further, extreme market volatility may leave the Company unable to react to market events in a prudent manner.

There is a risk that other pandemics could occur, which have effects on global economies and populations that are similar to or worse than COVID-19.

5.1.12 Risk of litigation, claims and disputes

The Group may be involved from time to time in litigation and other claims and disputes in the course of its business, including contractual disputes, employment disputes, claims for indemnification, intellectual property infringement claims and regulatory enforcement actions.

Such litigation claims and disputes may adversely impact the Group's operations and reputation. The Group may also need to incur the cost of settling claims and paying any fines, which may adversely affect the Group's business, operations and financial performance. Further, if such disputes, claims or litigation were to result in damages being awarded against the Group, it could have an adverse impact on the Company's financial performance.

The Group will continue to maintain professional indemnity and public liability insurance in respect of a range of events within coverage ranges determined in accordance with the Board's review and decision. However, no assurance can be given that such insurance will be available in the future on commercially reasonable terms or that any cover will be adequate and available to cover any or all claims.

5.1.13 Reliance on key and skilled personnel

The Company and Ansarada relies on their ability to retain senior management and experienced personnel. The loss of the services of senior management personnel without suitable replacements or the inability to attract and retain qualified personnel could adversely affect the Company's financial performance.

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5.1.14 Foreign exchange risks

Following Completion, the Group will operate in several jurisdictions and transactions will be denominated in local currencies. Currency fluctuations will affect the value of those transactions when converted to Australian dollars.

5.1.15 Acquisitions and expansion may not be successful

Following completion of the Offer, the Company will acquire 100% of Ansarada. As part of its growth strategy, the Group may also investigate and undertake further expansion, acquisition and other growth initiatives from time to time.

The risks the Group may face with its past and future expansion, acquisition and other growth initiatives include:

- difficulty in integrating and migrating the operations, systems, technologies, employees and customers of the acquired business;
- disruption to the Group's existing business and diversion of financial and management resources on the transition and integration of the acquired business;
- difficulty in entering markets in which the Group has limited direct or prior experience where competitors have established market positions;
- potential loss of key employees, customers or suppliers of the acquired business;
- assumption of liabilities and incurrence of debt to fund acquisitions;
- assumption of contractual obligations that contain terms that are not beneficial to the Group;
- failure to realise the anticipated synergies and increases in the revenue, margins and net profit from the acquired business;
- incomplete or inaccurate due diligence analysis of the acquired business; and
- failure to obtain customary warranties and indemnities from the vendors of the acquired business.

The occurrence of any of the above factors may adversely impact the Group's ability to realise the anticipated benefits, strategic and financial objectives and synergies of the expansion, acquisition or other growth initiative, including any anticipated improvement in the Company's financial performance.

5.2 General risks to an investment in the Company

5.2.1 Price of Shares

The price at which Shares are quoted on the ASX may increase or decrease due to a number of factors. These factors may cause the Shares to trade at prices below the price at which the Shares are being offered under this Prospectus. There is no assurance that the price of the Shares will increase following the quotation on the ASX, even if the Company's earnings increase. Some of the factors which may affect the price of the Shares include:

- fluctuations in the domestic and international market for listed stocks;
- general economic conditions, including interest rates, inflation rates, exchange rates, commodity and oil prices, changes to government fiscal, monetary or regulatory policies, legislation or regulation;
- inclusion in or removal from market indices;
- the nature of the markets in which the Group operates; and
- general operational and business risks.

5.2.2 Re-Quotation of Shares on ASX

The Acquisition constitutes a significant change in the scale of the Company's activities and the Company needs to re-comply with Chapters 1 and 2 of the ASX Listing Rules as if it were seeking admission to the official list of ASX. There is a risk that the Company may not be able to meet the requirements of the ASX for re-quotation of its Shares on the ASX. Should this occur, the Shares will not be able to be traded on the ASX until such time as those requirements can be met, if at all. Shareholders may be prevented from trading their Shares should the Company be suspended until such time as it does re-comply with the ASX Listing Rules.

5.2.3 Force majeure events

Events may occur within or outside Australia that could impact upon the global and Australian economies, the operations of the Group and the price of the Shares. These events include but are not limited to acts of terrorism, an outbreak of international hostilities, fires, floods, earthquakes, labour strikes, civil wars, natural disasters, outbreaks of disease or other man-made or natural events or occurrences that can have an adverse effect on the demand for the Group's products and its ability to conduct business. the Group has only a limited ability to insure against some of these risks.

Key risks

5.2.4 Trading in Shares might not be liquid

There is currently no public market through which the Shares may be sold. There can be no guarantee that an active market in the Shares will develop or that the price of the Shares will increase. There may be relatively few potential buyers or sellers of the Shares on the ASX at any time. This may increase the volatility of the market price of the Shares. It may also affect the prevailing market price at which Shareholders are able to sell their Shares. This may result in Shareholders receiving a market price for their Shares that is less or more than the price that Shareholders paid.

Following Completion, the Escrowed Shareholders will hold approximately 58% of the Shares, which may also impact on liquidity. The Escrowed Shareholders will enter into voluntary escrow arrangements in relation to all of the Shares they hold immediately following Completion. Depending on the relevant holder, the Escrowed Shares will be released on various dates on or prior to the date that is 10 days after the date on the Company lodges its audited accounts for the financial year ended 30 June 2022, subject to certain exceptions (refer to Section 7.10 for further detail). The absence of any sale of Shares by the Escrowed Shareholders during this period may cause, or at least contribute to, limited liquidity in the market for the Shares. This could affect the prevailing market price at which Shareholders are able to sell their Shares.

Following release from escrow, Shares held by the Escrowed Shareholders will be able to be freely traded on the ASX. A significant sale of Shares by an Escrowed Shareholder, or the perception that such sale has occurred or might occur, could adversely affect the price of Shares.

5.2.5 Dilution Risk

The Company currently has 152.4 million Shares, 1.2 million performance shares and 19.0 million options on issue (on a pre-Consolidation basis). Upon Completion, the Company proposes to issue 43.1 million Consideration Shares and 8.8 million LTI Options (on a post-consolidation basis). On issue of the Consideration Shares, the New Shares and the LTI Options:

- the Existing Shareholders will retain approximately 17.2% of the Company's issued share capital; and
- the Ansarada Vendors and successful Applicants under the Offer will hold approximately 48.5% of the Company's issued share capital.

Please see section 7.1.4 for further details of the dilutionary impact of the Offer and the Acquisition. There is also a risk that the interests of Shareholders will be further diluted as a result of future capital raisings.

5.2.6 General economic and financial market conditions

The financial performance of the Company and the price at which the Shares trade may be influenced by various economic factors such as inflation, interest rates, domestic and international economic growth, taxation policies, legislative change, political stability, stock market conditions in Australia and elsewhere, changes in investor sentiment towards particular market sectors and exchange rate fluctuations.

5.2.7 Changes in taxation and accounting rules and their interpretation

From time to time, relevant authorities in the jurisdictions in which the Group will operate may choose to change their taxation policies, which may impact the level of tax that the Company is required to pay. Changes to accounting standards and their interpretation may impact the Company's reported financial performance.

5.2.8 No guarantee of future dividends

The Company currently has no plans to pay a dividend in the short to medium term. Beyond this, there is no guarantee that the Company will generate sufficient cash flow from its operations in the future to pay dividends. The Company's dividend policy is set out in Section 4.12.

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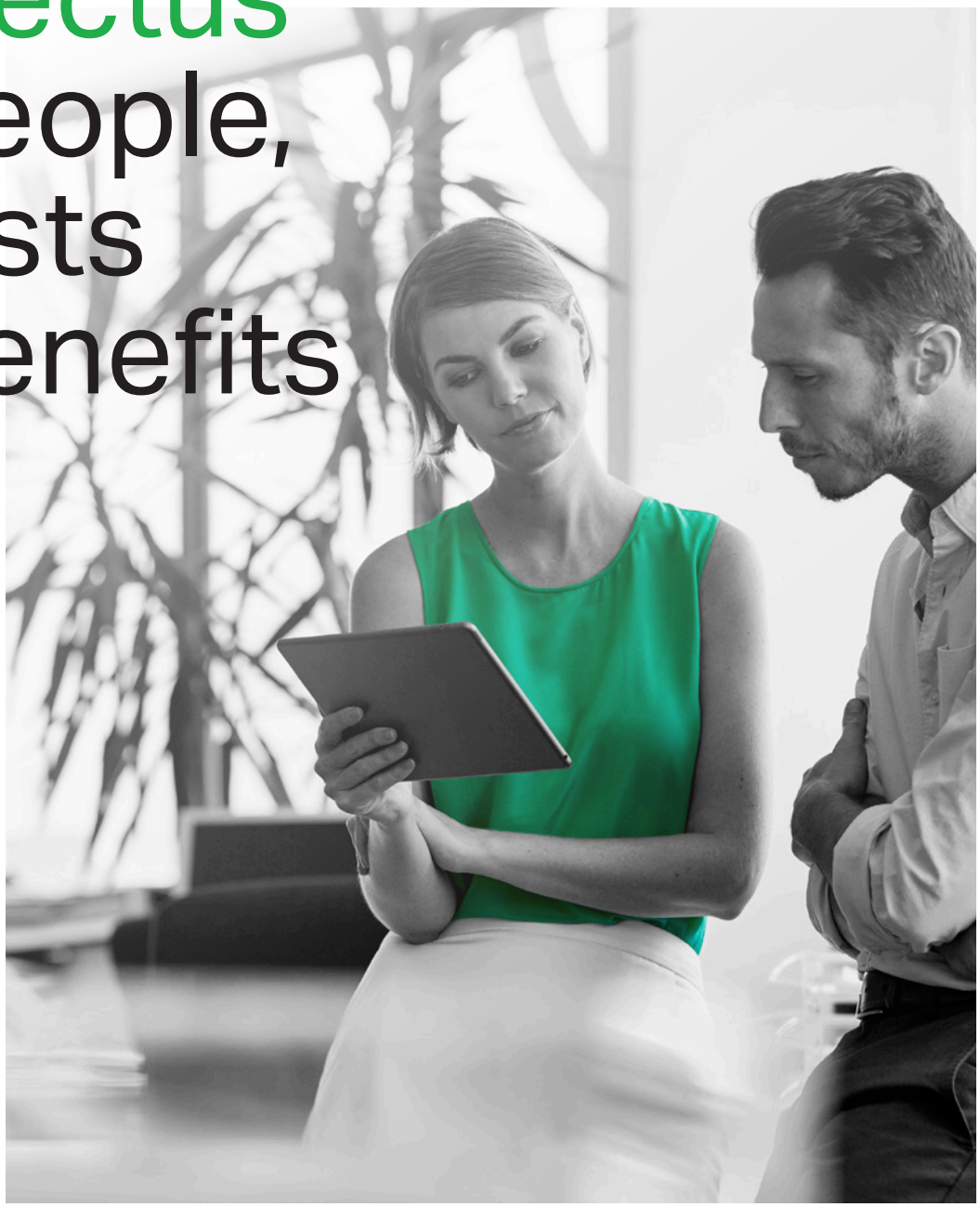
Key People, Interests and Benefits



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Key People, Interests and Benefits

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6.1 Board of Directors

The Directors bring to the Board relevant experience and skills, including industry and business knowledge, financial management and corporate governance experience.

6.1.1 Current Board of Directors

As at the date of the Prospectus, the Board of the Company is as follows:

Steven Coffey
Chairman, Non-executive Director

Steven is a Chartered Accountant and registered company auditor and has over 35 years' experience in the accounting and finance industry. He has been a partner in the chartered accounting firm Watkins Coffey Martin since 1993.

Steven is currently a non-executive director of Kazia Therapeutics Limited (ASX: KZA - NASDAQ:KZIA), he is the chair of its audit, risk and governance committee.

He has previously served on the board and acted as company secretary of an ASX listed public company and sits on the board of a number of large private family companies. He audits a number of large private companies and not-for-profit entities.

Steven has vast experience in assisting businesses of all sizes reach their potential. In his seven year role as a non-executive director of Kazia he has been involved with the complete transformation of the company, assisted raising capital, assisting with acquisitions and overseeing the management of capital once funding has been received.

Stuart Clout
Chief Executive Officer, Executive Director

Stuart Clout is the Founder + CEO of the Company. Prior to founding the Company Stuart practiced as a corporate lawyer both in large law firm partnership with Colin Biggers & Paisley in Sydney and in house with the Tesco Group, 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 & 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 lead to the insights from which the Company was born.

Neale Java
Chief Financial Officer & Chief Operating Officer, Executive Director

Neale is an experienced commercial and technical operator who brings proven results in setting strategy, shaping development and directing execution to deliver the growth & profitability agendas of businesses.

Neale has successfully grown businesses in highly complex and competitive markets in the energy, utilities, technology and infrastructure services sectors. He is passionate about realising and driving the potential of teams and organisations. Neale's unique experience stems from traditional industries that are innovating through their service offering or experimenting with new business models. These experiences have shaped his builder mindset and perspective on how to build new-age growth businesses that will become a commercial success.

As the Chief Financial & Operating Officer, Neale focuses on the execution of the Company's vision, growth and enablement efforts.

6.1.2 Proposed new Directors

Following the Completion of the Offer and the Acquisition, is it proposed that Steven Coffey and Neale Java will resign from the Board and will be replaced by Peter James, Sam Riley, and David Pullini.

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Following Completion of the Offer and the Acquisition, the Board of the Company will comprise the following:

Peter James
Chairman, Independent Non-executive Director

Peter has extensive experience as Chair, Non-Executive Director and Chief Executive Officer across a range of publicly listed and private companies particularly in emerging technologies, digital disruption, cyber security, e-commerce and media.

Peter is currently Chairman at Droneshield (ASX:DRO), Nearmap (ASX:NEA), Keytone Dairy (ASX:KTD) and Macquarie Telecom Group (ASX:MAQ).

Peter is a Fellow of the Australian Institute of Company Directors and a Fellow of the Australian Computer Society.

Sam Riley
Chief Executive Officer, Executive Director

Sam co-founded Ansarada and was part of the founding team which built Ansarada from $30k in seed capital.

Sam has 14 years' experience as CEO and has established Ansarada as an employer of choice, having been listed on the top 50 great places to work for 9 years.

Stuart Clout
Chief Revenue Officer, Executive Director

See Section 6.1.1

David Pullini
Independent Non-executive Director

David has advisory experience and general management experience across multiple industries including technology.

David is currently Principal of Ginostra Capital that actively holds both private and public market investments, together with being Chairman of Humanforce, Director of Vantage Asset Management and Investment Committee Member of Tempus Partners.

6.1.3 Director disclosures

This section sets out information about:

- any company of which a Director or proposed Director was an officer that entered into a form of external administration because of insolvency during the time the director was an officer of that company (or within a 12 month period afterwards); or
- any legal or disciplinary action against a Director or proposed Director (or against companies that the Director or proposed Director was a director of at the relevant time) that is less than 10 years old.

Peter James was a director of Snakk Limited, a company that was listed on the alternative exchange in New Zealand, that was at the time he as a director placed into voluntary administration, and is now in liquidation.

The other Directors do not believe that the above matter is material to the future performance of Peter's duties as a Director or the future performance or prospects of the Company.

Key People, Interests and Benefits

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6.2 Management team

6.2.1 Senior management personnel

Following Completion of the Offer and the Acquisition, the senior management personnel of the Company will be as follows:

Sam Riley
Co-Founder and Chief Executive Officer

See Section 6.1.2

Stuart Clout
Co-Founder and Chief Revenue Officer/Head of Growth

See Section 6.1.1

James Drake
Chief Financial Officer

James has over 20 years' experience in finance and corporate development, with a consumer internet and technology focus with marketplace, subscription, e-commerce, content and media models

James was previously Vice President, Corporate Development and Strategic Finance at LegalZoom, is a Chartered Financial Analyst and holds a Bachelor of Science and Bachelor of Commerce, Finance and Accounting from University of Sydney.

6.3 Interests and benefits

This Section sets out the nature and extent of the interests and fees of certain persons involved in the Offer. Other than as set out below or elsewhere in this Prospectus, no:

- Director or proposed Director of the Company;
- person named in this Prospectus and who has performed a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;
- promoter of the Company; or
- underwriter to the Offer or financial services licensee named in the Prospectus as a financial services licensee involved in the Offer,

holds as at the time of lodgement of this Prospectus with ASIC, or has held in the two years before lodgement of this Prospectus with ASIC, an interest in:

- the formation or promotion of the Company;
- property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer; or
- the Offer,

and no amount (whether in cash, Shares or otherwise) has been paid or agreed to be paid, nor has any benefit been given or agreed to be given, to any such person for services in connection with the formation or promotion of the Company or the Offer or to any Director or proposed Director to induce them to become, or qualify as, a Director of the Company.

6.3.1 Interests of advisers

The Company has engaged the following professional advisers in relation to the Offer:

1. Moelis Australia Advisory Pty Ltd and Morgans Corporate Limited have acted as Joint Lead Managers to the Offer and the fees payable to the Joint Lead Managers pursuant to the Underwriting Agreement are described in Section 9.6;

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2. Herbert Smith Freehills has acted as Australian legal adviser to the Company in relation to the Offer. The Company has paid, or agreed to pay, approximately $0.6 million (excluding disbursements and GST) for the services up to the Prospectus Date. Further amounts may be paid to Herbert Smith Freehills in accordance with its normal time-based charges;
3. KPMG Financial Advisory Services (Australia) Pty Limited has acted as the Investigating Accountant on, and has performed work in relation to due diligence enquiries, the Financial Information in relation to the Offer and has performed work in relation to its Investigating Accountant's Report in Section 8. The Company has paid, or agreed to pay, approximately $0.3 million (excluding disbursements and GST) for these services up to the date of this Prospectus. Further amounts may be paid to KPMG Financial Advisory Services (Australia) Pty Limited under time-based charges; and
4. KPMG has acted as Tax Advisor in relation to the offer. The Company has paid, or agreed to pay, approximately $0.3 million (excluding disbursements and GST) for these services up to the date of this Prospectus.

These amounts, and other expenses of the Offer, will be paid by the Company out of funds raised under the Offer or available cash. Further information on the use of proceeds and payment of expenses of the Offer is set out in Section 7.1.3.

6.3.2 Directors' interests and remuneration

6.3.2.1 Chief Executive Officer

Following Completion of the Offer and the Acquisition, Sam Riley will be employed by Ansarada Australia in the position of Chief Executive Officer. Refer to section 6.3.3.1 for further details.

6.3.2.2 Chief Revenue Officer/Head of Growth

Following Completion of the Offer and the Acquisition, Stuart Clout will be employed by Ansarada Australia in the position of Chief Revenue Officer/Head of Growth. Refer to section 6.3.3.2 for further details.

6.3.2.3 Non-executive Director remuneration

Under the Constitution, the Board may decide the total amount paid by the Company to each Director as remuneration for their services as a Director. However, under the Constitution and the ASX Listing Rules, the total amount of fees paid to all Non-Executive Directors in any financial year must not exceed the aggregate amount of Non-Executive Directors fees approved by Shareholders at the Company's general meeting. This amount has been fixed by the Company at $300,000 per annum. The Company is seeking approval at the Shareholder Meeting to increase this cap to $600,000 per annum (plus the LTI Options to be issued to the proposed Non-Executive Directors under the Non-Executive Director Option Offer).

As at the date of Completion of the Offer and the Acquisition, the annual Non-Executive Directors' base fee agreed to be paid by the Company to:

- the Chairman will be $125,000; and
- each of the other Non-Executive Directors will be $90,000.

Non-Executive Directors will also be paid Committee fees of $10,000 per year for each Board Committee of which they are a Chair. Directors will not receive additional fees for being a member of a Board Committee. All Non-Executive Directors' fees are inclusive of statutory superannuation contributions.

6.3.2.4 Deeds of access, insurance and indemnity for Directors

The Company has entered into deeds of indemnity, insurance and access with each Director. Each deed contains a right of access to certain books and records of the Company and its related bodies corporate for a period of seven years after the Director ceases to hold office. This seven-year period is extended where certain proceedings or investigations commence during the seven year period but are not resolved until later.

Pursuant to the Constitution, the Company must indemnify Directors and executive officers on a full indemnity basis and to the full extent permitted by law against all losses, liabilities, costs, charges and expenses incurred by those individuals as officers of the Company or a related body corporate. Under the deeds of indemnity, insurance and access, the Company indemnifies each Director on a full indemnity basis and to the full extent permitted by law, against all losses or liabilities (including all reasonable legal costs) incurred by the Director as an officer of the Company or of a related body corporate.

Pursuant to the Constitution, the Company may purchase and maintain insurance for each Director and executive officer of the Company to the full extent permitted by law against any liability incurred by those individuals in their capacity as officers of the Company or a related body corporate. Under the deeds of indemnity, insurance and access, the Company must maintain such insurance for each Director until a period of seven years after a Director ceases to hold office. This seven year period is extended where certain proceedings or investigations commence during the seven year period but are not resolved until later.

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6.3.2.5 Other information

Directors are entitled to be paid for travel and other expenses incurred in attending to the Company's affairs, including attending and returning from general meetings of the Company or meetings of the Board or Committees of the Board. Any Director who performs extra services, makes any special exertions for the benefit of the Company or who otherwise performs services which, in the opinion of the Board, are outside the scope of the ordinary duties of a Non-Executive Director, may be remunerated for the services (as determined by the Board) out of the funds of the Company. These amounts are in addition to the fees set out in Section 6.3.2.3.

The Company does not pay benefits (other than statutory entitlements) on retirement to Non-Executive Directors.

6.3.2.6 Directors' interests in Shares and other securities

The Directors are not required under the Constitution to hold any Shares.

The Directors' interests in Shares and other securities in the Company after Completion of the Offer and the Acquisition are set out in Table 22 below.

Table 22: Directors interest in Shares and other Securities

Director	Shares held at Completion	Options held on Completion[2]
Peter James[1]	-	946,040
Samuel Riley	4,964,249	1,330,900
Stuart Clout	3,495,237	1,035,144
David Pullini[1]	-	946,040
Steven Coffey	8,750	-
Neale Java	-	7,500
Total	**8,468,236**	**4,265,624**

Notes:

1. Does not includes Shares which the Non-Executive Directors may subscribe for under the Offer at the Offer Price.
2. Refers to Options to be granted under the Company's LTI Option Offer (refer to Section 6.3.4 for further detail), except for Neale Java who holds options under the Company's legacy employee equity plan.

All numbers are on a post-Consolidation basis (refer to Section 5.2.5 for details of the Consolidation) and are subject to rounding resulting from the Consolidation.

6.3.3 Executive remuneration

6.3.3.1 Chief Executive Officer

Details regarding the terms of employment of the Chief Executive Officer, Sam Riley, that will apply from Completion of the Offer and the Acquisition, is set out below.

Term	Description
Employer	Ansarada Australia
Remuneration and other benefits	Annual base salary of $350,000 (plus superannuation).
Incentives	Target STI of 33.33% of base salary, awarded as cash, subject to achievement of targets. Target LTI of 33.33% of base salary, awarded as options, subject to achievement of targets, and vesting after 3 years (see Section 6.3.4.3 below).
Termination	Employment is terminable by the employer or employee by providing six months' written notice. The employer is entitled to make a payment in lieu of notice and/or place the employee on garden leave during the notice period. Termination by the employer without notice is possible in the event of serious or wilful misconduct or other specific circumstances that would warrant summary dismissal.

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Term	Description
Restraints	The employee is subject to a non-compete period of up to 6 months from the last date of service with the employer. The employee is also subject to a non-solicitation period of up to 6 months, which applies in respect of customers, licensees, suppliers, directors, officers, employees and contractors.

6.3.3.2 Chief Revenue Officer/Head of Growth

Details regarding the terms of employment of the Chief Revenue Officer/Head of Growth, Stuart Clout, that will apply from Completion of the Offer and the Acquisition, is set out below.

Term	Description
Employer	Ansarada Australia
Remuneration and other benefits	Annual base salary of $305,000 (plus superannuation).
Incentives	Target STI of 33.33% of base salary, awarded as cash, subject to achievement of targets. Target LTI of 33.33% of base salary, awarded as options, subject to achievement of targets, and vesting after 3 years (see Section 6.3.4.3 below).
Termination	Employment is terminable by the employer or employee by providing six months' written notice. The employer is entitled to make a payment in lieu of notice and/or place the employee on garden leave during the notice period. Termination by the employer without notice is possible in the event of serious or wilful misconduct or other specific circumstances that would warrant summary dismissal.
Restraints	The employee is subject to a non-compete period of up to 6 months from the last date of service with the employer. The employee is also subject to a non-solicitation period of up to 6 months, which applies in respect of customers, licensees, suppliers, directors, officers, employees and contractors.

6.3.3.3 Chief Financial Officer

Details regarding the terms of employment of the Chief Financial Officer, James Drake, that will apply from Completion of the Offer and the Acquisition, is set out below.

Term	Description
Employer	Ansarada Australia
Remuneration and other benefits	Annual base salary of $300,000 (plus superannuation).
Incentives	Target STI of 33.33% of base salary, awarded as cash, subject to achievement of targets. Target LTI of 33.33% of base salary, awarded as options, subject to achievement of targets, and vesting after 3 years (see Section 6.3.4.3 below).
Termination	Employment is terminable by the employer or employee by providing six months' written notice. The employer is entitled to make a payment in lieu of notice and/or place the employee on garden leave during the notice period. Termination by the employer without notice is possible in the event of serious or wilful misconduct or other specific circumstances that would warrant summary dismissal.
Restraints	The employee is subject to a non-compete period of up to 6 months from the last date of service with the employer. The employee is also subject to a non-solicitation period of up to 6 months, which applies in respect of customers, licensees, suppliers, directors, officers, employees and contractors.

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6.3.4 Employee incentive arrangements

6.3.4.1 Employee Incentive Plan

The Company has adopted an Equity Incentive Plan (**EIP**) to assist in the motivation, reward and retention of key personnel.

The key features of the EIP are outlined in the table below:

The EIP Plan Rules (**Plan Rules**) provide flexibility for the Company to grant Rights, Options and/or Restricted Shares as incentives, subject to the terms of individual offers and the satisfaction of performance and vesting conditions determined by the Board from time to time.

The key features of the Plan Rules are outlined in the table below.

Term	Description
Eligibility	Offers may be made at the Board's discretion to employees or any other person that the Board determines to be eligible to receive a grant under the Plan Rules.
Type of securities	The Company may grant Rights, Options and/or Restricted Shares as incentives, subject to the terms of individual offers. **Options** are an entitlement to receive shares upon satisfaction of applicable conditions and payment of an applicable exercise price. **Rights** are an entitlement to receive shares subject to the satisfaction of applicable conditions. **Restricted Shares** are shares that are subject to dealing restrictions, vesting conditions or other restrictions or conditions. Unless otherwise specified in an offer document, the Board has the discretion to settle Options or Rights with a cash equivalent payment.
Awards under the EIP	Under the Plan Rules, the Board may make offers at its discretion, subject to any requirements for shareholder approval. The Board has the discretion to set the terms and conditions on which it will offer incentives in individual offer documents. An offer must be accepted by the participant and can be made on an opt-in or opt-out basis.
Issue price	Unless the Board determines otherwise, no payment is required for a grant of a Right, Option or Restricted Share allocated under the Plan Rules.
Vesting	Vesting of the incentives is subject to any vesting or performance conditions determined by the Board and specified in the offer document. Subject to the Plan Rules and the terms of the specific offer document, incentives will either lapse or be forfeited if the relevant vesting and performance conditions are not satisfied. Options must be exercised by the employee and the employee is required to pay any exercise price applicable, unless the Board permits cashless exercise. Rights may also have an exercise mechanism; however, no exercise price is payable.
Dividend and voting rights	Options and Rights do not carry any dividend or voting rights. Restricted Shares do have dividend and voting rights.
Cessation of employment	Under the Plan Rules, the Board has a broad discretion in relation to the treatment of entitlements on cessation of employment. It is intended that individual offer documents will provide more specific information on how the entitlements will be treated if a participant ceases employment.
Preventing inappropriate benefits	The Plan Rules provide the Board with broad malus and clawback powers if, for example, the participant has acted fraudulently or dishonestly or there is a material financial misstatement.
Change of control	Unvested incentives will automatically vest of there is a change of control. Individual offer documents may provide for a different treatment.

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Term	Description
Rights issues and other corporate actions	The Plan Rules include specific provisions dealing with rights issues, bonus issues, corporate actions and other capital reconstructions. These provisions are intended to ensure that there is no material advantage or disadvantage to the participant in respect of their incentives as a result of such corporate actions. Participants are not entitled to participate in new issues of securities by the Company prior to the vesting (and exercise if applicable) of their Options or Rights. In the event of a bonus issue, Options or Rights will be adjusted in the manner allowed or required by the ASX Listing Rules.
Restrictions on dealing	Prior to vesting, the Plan Rules provide that participants must not sell, transfer, encumber, hedge or otherwise deal with their incentives. After vesting, participants will be free to deal with their incentives, subject to the Trading Policy.
Other terms	The Plan Rules contain customary and usual terms for dealing with administration, variation, suspension and termination of any incentive plan.

6.3.4.2 LTI Options

The EIP described in section 6.3.4.1 will be used to deliver LTI Options as follows:

Term	Description
Eligibility	LTI Options will be granted to: • Peter James (946,040 LTI Options) • Sam Riley (1,330,900 LTI Options) • Stuart Clout (1,035,144 LTI Options) • David Pullini (946,040 LTI Options) • James Drake (630,695 LTI Options) • other Ansarada personnel determined by the Board (3,869,462 LTI Options).
Grant of premium priced LTI Options	The Board has determined to use premium priced LTI Options because they create share price alignment between recipients and shareholders but do not provide recipients with the full benefits of share ownership (such as dividend and voting rights) unless and until the LTI Options vest and are exercised. The exercise price also requires significant share price appreciation for recipients to receive value from their LTI Options.
Issue and exercise price	The LTI Options will be issued to the participant at no cost as they form part of the participant's remuneration. Participants must pay an exercise price to exercise their LTI Options and the Board may allow for a cashless exercise mechanism to be used. The exercise price for LTI Options will be set at a 45% premium to the Offer Price.
Grant date	LTI Options will be granted shortly prior to the official re-quotation of the Company's fully paid ordinary shares on the ASX.
Vesting	The LTI Options will be divided into three equal tranches with vesting periods as follows: • Tranche 1 (one third of the LTI Options): one year from the Grant Date; • Tranche 2 (one third of the LTI Options): two years from the Grant Date; and • Tranche 3 (one third of the LTI Options): three years from the Grant Date, (each a **Vesting Period**). Vested LTI Options are exercisable from the end of the relevant Vesting Period until the Expiry Date. The LTI Options cannot be cash settled.
Expiry Date	Any vested but unexercised LTI Options will lapse on the 4th anniversary of the Grant Date.

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Term	Description
Cessation treatment	Unless the Board determines otherwise: • if a recipient is terminated for cause or resigns (or gives notice of their resignation) prior to the relevant vesting date, all unvested LTI Options will lapse, and they will have 30 days to exercise any vested LTI Options; and • if a recipient ceases employment for any other reason prior to the relevant vesting date (including by mutual agreement), their unvested LTI Options will remain on foot and will vest in the ordinary course as though they had not ceased employment, and any vested LTI Options will be exercisable until the Expiry Date.
Change of control	Unvested LTI Options will automatically vest if there is a change of control.

6.3.4.3 Future LTI awards

The EIP described in section 6.3.4.1 will also be used to deliver future long term incentive awards. It is intended that long term incentive Options will be granted under the EIP in 2021 which will be subject to a Compound Annual Growth Rate Total Shareholder Return performance condition that will be tested three years after the grant date.

6.3.4.4 Legacy equity incentives

The Company's legacy incentive arrangements are disclosed in the annual report that was released on 14 August 2020 (see in particular the remuneration report and Note 24 Share-based Payments). These legacy arrangements include options issued under the Employee Option Plan (which will remain on foot following Completion of the Offer and Acquisition) and Performance Shares, including 1,200,000 Performance Shares issued to Stuart Clout on 7 February 2020. The Company intends to seek the buy-back and/or cancellation of the 1,200,000 Performance Shares issued to Stuart Clout following Completion for nominal consideration. The Company intends to seek any relevant Shareholder approvals required for the buy-back and /or cancellation at the Company' next annual general meeting.

6.4 Corporate Governance

6.4.1 Overview

This Section 6.4 explains how the Board will oversee the management of thedocyard's business. In conducting thedocyard's business, the Board's role is to:

- represent and serve the interests of Shareholders by overseeing and appraising thedocyard's strategies, policies and performance;
- protect and optimise company performance and build sustainable value for Shareholders in accordance with any duties and obligations imposed on the Board by law and the Constitution;
- set, review and monitor compliance with thedocyard's values and governance framework; and
- ensure that Shareholders are kept informed of thedocyard's performance and major developments affecting its state of affairs.

Accordingly, the Board has created a framework for managing thedocyard, including adopting relevant internal controls, risk management processes and corporate governance policies and practices that it believes are appropriate for thedocyard's business and that are designed to promote the responsible management and conduct of thedocyard.

The main policies and practices adopted by thedocyard are set out below. Copies of thedocyard's key policies and practices and the charters for the Board and each of its committees is available at www.thedocyard.co.

6.4.2 ASX Corporate Governance Council's Corporate Governance Principles and Recommendations

The ASX Corporate Governance Council has developed and released corporate governance recommendations for Australian listed entities (**ASX Recommendations**) in order to promote investor confidence and to assist companies to meet stakeholder expectations. The recommendations are not prescriptions, but guidelines. Under the Listing Rules, the Company is required to provide a statement in its annual report disclosing the extent to which it has followed the ASX Recommendations in the relevant reporting period. Where the Company does not follow a recommendation, it must identify the recommendation that has not been followed and give reasons for not doing so.

The Company intends to comply with all of the ASX Recommendations from the date of Completion of the Offer and the Acquisition, 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.

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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.

6.4.3 Board composition

The Board of Directors is comprised of four Directors:

- two Independent Non-Executive Directors (including the Independent Non-Executive Chairman);
- two Executive Directors.

Detailed biographies of the Board members are provided in Section 6.1

The Board Charter sets out guidelines to assist in considering the independence of Directors and has adopted a definition of independence that is based on that set out in the ASX Recommendations. In general, Directors will be considered to be independent if they meet those guidelines.

The Board will regularly review the independence of each Non-Executive Director in light of information relevant to this assessment as disclosed by each Director to the Board.

The Board considers that each of Peter James and David Pullini are free from any interest, position or relationship that might influence, or might reasonably be perceived to influence, in a material respect, each Director's ability to bring independent judgement to bear on issues before the Board and to act in the best interests of the Company and its Shareholders generally. Although Peter James and David Pullini will receive a grant of premium priced LTI Options under the EIP, the Board does not consider that this will materially impact their independence because the exercise price of the LTI Options is aligned with the interests of shareholders as a whole and there are no additional performance-based conditions. The Board is confident that the LTI Options will have no impact on the ability of Peter James and David Pullini to exercise their independent judgement.

Sam Riley and Stuart Clout are not currently considered by the Board to be independent Directors as they hold senior management positions in the Company.

The Board believes that each of Sam Riley and Stuart Clout will add significant value to the Board given their considerable experience and skills and will bring objective and independent judgement to the Board's deliberations.

6.4.4 Board Charter

The Board Charter provides an overview of the Board's structure, composition and responsibilities, and the relationship and interaction between the Board, Board Committees and Management.

Under the Board Charter, the Board's responsibilities include:

- defining the Company's purpose, providing leadership and setting the strategic direction of the Company;
- approving the Company's statement of values and the Code of Conduct;
- reviewing on an ongoing basis how the Company's strategic environment is changing, what key risks and opportunities are appearing, how they are being managed and what, if any, modifications in strategic direction should be adopted;
- overseeing management's implementation of the Company's strategic objectives and its performance generally;
- evaluating, approving and monitoring the Company's annual budgets and business plans;
- approving and monitoring the progress of major capital expenditure;
- determining the Company's dividend policy (if any);
- monitoring the integrity of the Company's accounting and corporate reporting systems, including the external audit;
- ensuring that the Company has in place an appropriate risk management framework;
- setting the risk appetite within which the Board expects management to operate;
- approving the Company's remuneration framework;
- monitoring the effectiveness of the Company's governance practices;
- approving and managing succession plans for Board, senior executives and other key management positions that may be identified from time to time;
- approving and monitoring financial and other reporting to the market, shareholders, employees and other stakeholders; and

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- monitoring the Company's operations in relation to, and in compliance with, relevant regulatory and legal requirements.

Each Director has the right to seek independent professional advice, subject to the approval of the Chair.

While the Board retains ultimate responsibility for the strategy and performance of the Company, the day to day operation of the Company is conducted by, or under the supervision of, the CEO as directed by the Board. The Board approves corporate objectives for the CEO to work towards and the management team is then responsible for implementing strategic objectives, plans and budgets approved by the Board.

6.4.5 Board Committees

The Board may from time to time establish committees to assist in performing its responsibilities. The Board has established an Audit and Risk Committee.

Other committees may be established by the Board as and when required. While the Board has previously adopted a Nominations and Remuneration Committee Charter (which is summarised below), there will not be a Nominations and Remuneration Committee following Completion. It is intended that the functions of this committee will be undertaken by the full Board.

6.4.5.1 Audit and Risk Committee

The Audit and Risk Committee's key responsibilities are to oversee the Company's:

- financial reporting and disclosure processes;
- relationship with the external auditor and the external audit function generally;
- financial controls and systems;
- processes for monitoring compliance with laws and regulations; and
- processes of identification and management of risk.

Under its charter, the Audit and Risk Committee must consist of only Non-Executive Directors, a majority of independent Directors, a Chair who is not Chair of the Board and a minimum of three members of the Board. The Audit and Risk Committee will comprise:

- David Pullini (Chair)
- Peter James

Members of Management and the external auditor, may attend meetings of the committee by invitation of the committee.

6.4.5.2 Nominations and Remuneration Committee

The role of the Nominations and Remuneration Committee in relation to remuneration includes reviewing and making recommendations in relation to:

- the Company's remuneration framework for directors, including the process by which any pool of directors' fees approved by shareholders is allocated to directors;
- the remuneration packages to be awarded to senior executives;
- incentive compensation, including any equity-based remuneration plans;
- superannuation arrangements for directors and senior executives; and
- whether there is any gender or inappropriate bias in remuneration for directors and senior executives and the company as a whole.

The role of the Nominations and Remuneration Committee in relation to nomination includes:

- reviewing and recommending to the Board the size and composition of the Board;
- planning for board succession and implement plans regarding the succession of the CEO, executive directors and other senior management of the Company;
- establishing a process for identifying suitable candidates for appointment to the Board, having regard to the competencies required and already represented on the Board;
- assess the competencies required to discharge competently the Board's duties having regard to the Company's performance, financial position and strategic direction;
- regularly assess the independence of directors and report its findings to the Board;
- developing and implementing an induction program for all new directors and committee members as well as continuing professional development opportunities for non-executive directors; and
- developing a Board skills matrix setting out the mix of competencies, experience and diversity that the Board currently has or is looking to achieve in its membership.

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Under its charter, the Nominations and Remuneration Committee must consist of a minimum of two members, a majority of independent Directors and a Chair who is not Chair of the Board.

Members of Management, may attend all or part of a meeting of the committee at the invitation of the committee Chair.

6.4.6 Code of Conduct

The Company is committed to a high level of integrity and ethical standards in all business practices. Accordingly, the Board has adopted a formal Code of Conduct that outlines how the Company expects its representatives to behave and conduct business in the workplace and includes legal compliance and guidelines on appropriate ethical standards.

The Code is designed to:

- provide a benchmark for professional behaviour throughout the Group;
- support the Group's business reputation and corporate image within the community; and
- make Directors and employees aware of the consequences if they breach the policy.

6.4.7 Continuous Disclosure Policy

The Company is required to comply with the continuous disclosure requirements of the ASX Listing Rules and the Corporations Act. Subject to the exceptions contained in the ASX Listing Rules, the Company will be required to immediately advise ASX of any information concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Shares.

The Company has adopted a Continuous Disclosure Policy which reinforces the Company's commitment to its continuous disclosure obligations, and describes the processes in place that enable the Company to provide Shareholders with timely disclosure in accordance with those obligations. Information will be communicated to Shareholders through the lodgement of all relevant financial and other information with ASX, and copies of the Company's announcements to ASX will be available on the Company's website.

6.4.8 Communications with Shareholders

The Company aims to keep Shareholders informed of major developments affecting the state of affairs of the Company. The Company recognises that potential investors and other interested stakeholders may wish to obtain information about the Company from time to time. To achieve this, the Company will communicate information regularly to Shareholders and other stakeholders through a range of forums and publications, including the Company's website, at the Company's annual general meeting and through the Company's annual report and ASX announcements.

6.4.9 Diversity Policy

The Board has approved a Diversity Policy which sets out the Company's commitment to an inclusive and diverse workforce. As long as the Company (together with any subsidiaries) employs 50 or more employees, the Company will include in its corporate governance statement each year details of the measurable objectives set under the Diversity Policy for the year to which the corporate governance statement relates, and a summary of the Company's progress towards achieving those measurable objectives.

6.4.10 Trading Policy

The Company has adopted a Trading Policy that is intended to explain the types of conduct in relation to dealings in securities that are prohibited by law and establish procedures for the buying and selling of securities to ensure that public confidence is maintained in the reputation of the Company, the Directors and employees and in the trading of the Company's securities.

The Policy provides that key management personnel must not deal in the Company's securities when they are aware of "inside" information. Directors and certain restricted employees must not, except in exceptional circumstances, deal in the Company's securities during any of the following closed periods:

- the period one month prior to the release to ASX of the Company's annual financial report;
- the period one month prior to the release to ASX of the Company's half-year financial report; and
- the period two weeks prior to the release to ASX of the Company's quarterly reports (if applicable).

Directors and key management personnel must receive prior approval for any proposed dealing in the Company's securities outside of the above closed periods (including any proposed dealing by one of their connected persons).

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Details of the Offer

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7.1 The Offer

This Prospectus relates to an offering of 30.4 million shares in the Company at an offer price of $1.48 per New Share (**Offer Price**).

The New Shares offered under this Prospectus will represent approximately 34% of the Shares on issue at Completion.

The Offer is expected to raise approximately $45 million. The total number of Shares on issue at Completion will be 88.7 million and all Shares will, once issued, rank equally with each other. A summary of the rights attaching to the Shares is set out in Section 7.12.

The Offer also includes offers of options by the Company under the Employee LTI Option Offer and the Non-Executive Director Option Offer described in this Section 7.7 and 7.8.

The Offer is made on the terms, and is subject to the conditions, set out in this Prospectus.

7.1.1 Structure of the Offer

The Offer comprises:

- the Broker Firm Offer, which is open to Australian retail clients of Brokers who have received a firm allocation from their Broker;
- the TDY Shareholder Offer, which is open to eligible Shareholders as at 7:00pm on 30 October 2020, who have received an invitation to participate in the TDY Shareholder Offer from the Company and who have a registered address in Australia;
- the Priority Offer, which is open to investors who have received an invitation to participate in the Offer from the Company and who have a registered address in Australia;
- The Employee LTI Option Offer, which is open to employees who have received a personalised invitation to participate in the Employee LTI Option Offer from the Company;
- The Non-Executive Director Option Offer, which to the proposed Non-Executive Directors who have received a personalised invitation to participate in the Non-Executive Director Option Offer from the Company; and
- the Institutional Offer, which consisted of an invitation to bid for Shares made to Institutional Investors in Australia and certain other eligible jurisdictions.

No general public offer of New Shares will be made under the Offer.

Details of the Broker Firm Offer and the allocation policy under it are described in Section 7.3.4. Details of the Priority Offer and the allocation policy under it are described in Section 7.4.4. Details of the TDY Shareholder Offer and the allocation policy under it are described in Section 7.5.4. Details of the Employee LTI Option Offer and the allocation policy under it are described in Section 7.7.4. Details of the Non-Executive Director Option Offer and the allocation policy under it are described in Section 7.8.4 details of the Institutional Offer and the allocation policy under it are described in Section 7.6.2. The allocation of Shares between the Broker Firm Offer, the Priority Offer and the Institutional Offer was determined by the Joint Lead Managers in consultation with Ansarada, having regard to the allocation policies outlined in Sections 7.3.4, 7.4.4 and 7.6.2.

The Offer (excluding the Employee LTI Option Offer and the Non-Executive Director Option Offer) has been fully underwritten by the Joint Lead Managers. A summary of the Underwriting Agreement, including the events which would entitle the Joint Lead Managers to terminate the Underwriting Agreement, is set out in Section 9.6.

7.1.2 Purpose of the Offer

The purpose of the Offer is to:

- provide the Company access to capital markets which it expects will provide additional financial flexibility to pursue further growth opportunities;
- achieve a listing on ASX to broaden the Company's shareholder base and provide a liquid market for its Shares;
- allow some investors to realise part or all of their investment in the Company; and
- assist the Group in attracting and retaining staff.

7.1.3 Sources and uses of funds

The Offer is expected to raise $45 million, which is equal to the number of New Shares issued under the Offer multiplied by the Offer Price. The table below sets out the sources and uses of funds following Completion.

The proceeds of the Offer will be applied to:

- redeem Convertible Notes from Ansarada Noteholders who have not elected to receive Consideration Shares;
- growth and working capital for the Group;
- exercise the option to acquire 100% of the share capital in Pyramid Vietnam SPV under the PYCO MSA; and
- pay transaction costs associated with the Offer and the Acquisition.

Details of the Offer

Sources	$ million	%
Cash proceeds from issue of New Shares	45.0	100%
Total	**45.0**	**100%**

Uses	$ million	%
Redemption of Ansarada Convertible Notes[1]	21.0	56%
Product Design and Development[2]	3.5	8%
Sales and Marketing	4.0	9%
Integration costs	0.5	1%
Transaction costs[3]	5.7	13%
Additional working capital	10.3	23%
Total	**45.0**	**100%**

Notes:

1. An additional $4.0 million of existing cash held by Ansarada will be used to fund the redemption of Ansarada Convertible Notes.
2. Includes costs associated with the exercise of Ansarada's option to acquire 100% of the share capital in Pyramid Vietnam SPV under the PYCO MSA (refer to Section 9.7.3).
3. Transaction costs include approximately $5.7 million in costs relating to the Offer, with the remaining $3.0 million related to transaction costs associated with the merger which will be paid out of the Company and Ansarada's existing cash balances.

7.1.4 Shareholding structure

Details of the ownership of Shares on Completion are set out below:

Shareholder	Securities at Prospectus Date	% of Securities held prior to Completion	Shares issued	Securities held immediately post-Completion	% of Securities held post-Completion
Stuart Clout	3,495,237	22.9%	-	3,495,237	3.9%
Other TDY Shareholders	11,747,887	77.1%	-	11,747,887	13.2%
Samuel Riley	-	-	4,964,249	4,964,249	5.6%
Other Founders & Senior Management	-	-	9,026,796	9,026,796	10.2%
Other Ansarada Shareholders	-	-	29,061,184	29,061,184	32.8%
Investors in the Offer	-	-	30,405,406	30,405,406	34.3%
Total	**15,243,124**	**100.0%**	**73,457,635**	**88,700,759**	**100.0%**

All Share numbers are on a post-Consolidation basis (refer to Section 9.2 for details of the Consolidation), are subject to rounding resulting from the Consolidation. Details of the Shares that will be subject to escrow arrangements are set out in Section 7.10.

7.1.5 Potential effect of the fundraising on the future of the Company

The Directors and the proposed Directors believe that on Completion, the Company will have sufficient funds available from cash proceeds of the Offer and its operations to fulfil the purposes of the Offer and meet the Company's stated business objectives.

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7.2 Terms and conditions of the Offer

Topic	Summary
What is the type of security being offered?	• Shares (being fully paid ordinary shares in the capital of the Company). • LTI Options to certain employees and proposed Non-Executive Directors.
What are the rights and liabilities attached to the security being offered?	A description of the Shares, including the rights and liabilities attaching to them, is set out in Section 7.12. A description of the LTI Options is set out in Section 7.7.
What is the consideration payable for each Share being offered?	Successful Applicants under the Offer will pay the Offer Price, being $1.48 per New Share.
What is the Broker Firm Offer, TDY Shareholder Offer and Priority Offer period?	The Broker Firm Offer, TDY Shareholder Offer and Priority Offer opens at 9.00am (AEST) on 9 November 2020. The Broker Firm Offer, TDY Shareholder Offer and Priority Offer closes at 5.00pm (AEST) on 30 November 2020. The key dates, including details of the Offer Period, are set out on page 10. The timetable is indicative only and may change. Unless otherwise indicated, all times are stated in AEST. The Company in consultation with the Lead Manager, reserve the right to vary both of the above times and dates without notice (including, subject to the ASX Listing Rules and the Corporations Act, to close the Offer early, to extend the Closing Date, to accept late Applications or bids, either generally or in particular cases, or to cancel or withdraw the Offer before settlement, in each case without prior notice). If the Offer is cancelled or withdrawn before the allocation of Shares, then all Application Monies will be refunded in full (without interest) as soon as possible in accordance with the requirements of the Corporations Act. Investors are encouraged to submit their Applications as soon as possible after the Offer opens. No securities will be issued on the basis of this Prospectus later than the Expiry Date.
What are the cash proceeds to be raised?	Approximately $45 million will be raised if the Offer proceeds.
Is the Offer underwritten?	Yes. The Joint Lead Managers have fully underwritten the Offer (other than the Employee LTI Option Offer and the Non-Executive Director Option Offer) pursuant to the Underwriting Agreement. Details are provided in Section 9.6.
What is the minimum and maximum Application size under the Offer?	The minimum Application under the Broker Firm Offer is $2,000.96 worth of Shares, and in multiples of $500 thereafter. There is no maximum value of shares that may be applied for under the Broker Firm Offer. The minimum Application amount under the TDY Shareholder Offer is $2,000.96 worth of Shares, and in multiples of $500 thereafter. There is no maximum value of Shares that may be applied for under the TDY Shareholder Offer. The minimum Application amount under the Priority Offer is $2,000.96 worth of Shares, and in multiples of $500 thereafter. Under the Priority Offer, applicants are able to apply for Shares up to the value provided on their personalised application form. There is no minimum or maximum value of Shares that may be applied for under the Institutional Offer.

Details of the Offer

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Topic	Summary
What is the allocation policy?	The allocation of Shares between the Broker Firm Offer, the TDY Shareholder Offer, the Priority Offer and the Institutional Offer was determined by agreement between the Joint Lead Managers and the Company, having regard to the allocation policy outlined in Sections 7.3.4, 7.5.4, 7.4.4 and 7.6.2. For Broker Firm Offer participants, the relevant Broker will decide as to how they allocate Shares among their retail clients. With respect to the Priority Offer and the TDY Shareholder Offer, the Company will determine the allocation in consultation with the Joint Lead Managers, provided that those allocations (in aggregate) do not exceed $1,000,000 and $500,000 (respectively). If the TDY Shareholder Offer is over-subscribed, Applications under the TDY Shareholder Offer will be scaled back on a pro-rata basis. The allocation of Shares among applicants in the Institutional Offer was determined by agreement between the Joint Lead Managers and the Company. With respect to the Employee LTI Option Offer and the Non-Executive Director Option Offer, allocations are at the absolute discretion of the Company. The Joint Lead Managers and the Company have absolute discretion regarding the allocation of Shares to Applicants under the Offer and may reject an Application, or allocate a lesser number of Shares than applied for. The Joint Lead Managers and the Company also reserve the right to aggregate any Applications that they believe may be multiple Applications from the same person.
When will I receive confirmation that my Application has been successful?	It is expected that initial holding statements will be dispatched by standard post on 3 December 2020.
Will the Shares be quoted?	The Company will apply to the ASX within seven days after the Prospectus Date for re-admission to the Official List and quotation of New Shares and Consideration Shares on the ASX (which is expected to be under the code AND). Completion of each of the Offers is conditional on: • the passing of all Acquisition Resolutions that are being put to Shareholders at the General Meeting; and • the Company receiving conditional approval from ASX that it will re-admit the Company to the Official List and terminate the suspension from Official Quotation of Shares, subject to such terms and conditions (if any) as are prescribed by ASX or the ASX Listing Rules. In the event the Shareholders do not approve the Acquisition Resolutions at the General Meeting or approval is not given within three months after the application for quotation of the New Shares and Consideration Shares is made (or any longer period permitted by law), the Offer will not proceed and all Application Monies received will be refunded (without interest) as soon as practicable in accordance with the requirements of the Corporations Act.
When are the Shares expected to commence trading?	It is expected that trading of the Shares on ASX will commence on or around 8 December 2020. It is the responsibility of each Applicant to confirm their holding before trading in Shares. Applicants who sell Shares before they receive an initial holding statement do so at their own risk. The Company and the Joint Lead Managers disclaim all liability, whether in negligence or otherwise, to persons who sell Shares before receiving their initial holding statement, whether on the basis of a confirmation of allocation provided by any of them. If you have any questions, call your Broker or the Offer Information Line on 1300 737 760 between 8:30am and 5:30pm (Sydney Time), Monday to Friday.

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Topic	Summary
Are there any escrow arrangements?	Yes. Details are provided in Section 7.10.
Has any ASIC relief or ASX waiver been obtained or been relied on?	Yes. Details are provided in Section 9.9.
Are there any taxation considerations?	The tax consequences of any investment in the Shares will depend upon an investor's particular circumstances. Applicants should obtain their own tax advice prior to deciding whether to invest. Refer to Section 9.11 for general tax considerations.
Are there any brokerage, commission or stamp duty considerations?	No brokerage, commission or stamp duty is payable by Applicants on the acquisition of Shares under the Offer.
What should you do with any enquiries?	All enquiries in relation to this Prospectus should be directed to the Offer Information Line on 1300 737 760 (toll free within Australia) or +61 2 9290 9600 (outside Australia) from 8.30am to 5.30pm AEST, Monday to Friday (Business Days only) during the Offer Period. All enquiries in relation to the Broker Firm Offer should be directed to your Broker. If you are unclear in relation to any matter or are uncertain as to whether Shares are a suitable investment for you, you should seek professional guidance from your solicitor, stockbroker, accountant, financial adviser or other independent professional adviser before deciding whether to invest.

7.3 Broker Firm Offer

7.3.1 Who may apply

The Broker Firm Offer is open to persons who have received a firm allocation of Shares from their Broker and who have a registered address in Australia. If you have received a firm allocation of Shares from your Broker, you will be treated as a Broker Firm Offer Applicant in respect of that allocation. You should contact your Broker to determine whether you can receive an allocation of Shares from them under the Broker Firm Offer. The Broker Firm Offer is not open to persons in the United States.

7.3.2 How to apply

If you have received an allocation of Shares from your Broker and wish to apply for those Shares under the Broker Firm Offer, you should contact your Broker for information about how to submit your Broker Firm Offer Application Form and for payment instructions. Applicants under the Broker Firm Offer must not send their Application Forms or payment to the Share Registry.

Applicants under the Broker Firm Offer should contact their Broker or Offer Information Line on 1300 737 760 between 8:30am and 5:30pm (Sydney Time), Monday to Friday or download a copy at www.investorserve.com.au or email enquiries@boardroomlimited.com.au. Your Broker will act as your agent and it is your Broker's responsibility to ensure that your Application Form and Application Monies are received before 5.00pm (AEST) on the Closing Date or any earlier closing date as determined by your Broker.

If you are an investor applying under the Broker Firm Offer, you should complete and lodge your Broker Firm Offer Application Form with the Broker from whom you received your firm allocation. Broker Firm Offer Application Forms must be completed in accordance with the instructions given to you by your Broker and the instructions set out on the reverse of the Application Form.

By making an Application, you declare that you were given access to this Prospectus, together with an Application Form. The Corporations Act prohibits any person from passing an Application Form to another person unless it is attached to, or accompanied by, a hard copy of this Prospectus or the complete and unaltered electronic version of this Prospectus.

The Company, the Joint Lead Managers and the Share Registry take no responsibility for any acts or omissions committed by your Broker in connection with your Application.

The Company and the Joint Lead Managers may elect to close the Offer or any part of it early, extend the Offer or any part of it, or accept late Applications either generally or in particular cases. The Offer or any part of it may be closed at any earlier time and date, without further notice. Your Broker may also impose an earlier closing date. Applicants are therefore encouraged to submit their Applications as early as possible. Contact your Broker for instructions.

Details of the Offer

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7.3.3 Payment methods

Applicants under the Broker Firm Offer must pay their Application Monies to their Broker in accordance with instructions provided by that Broker.

7.3.4 Allocation policy under the Broker Firm Offer

Shares that have been allocated to Brokers for allocation to their Australian resident retail clients will be issued to the Applicants nominated by those Brokers. It will be a matter for each Broker as to how they allocate firm Shares among their retail clients, and they (and not the Company or the Lead Manager) will be responsible for ensuring that retail clients who have received a firm allocation from them receive the relevant Shares.

7.3.5 Acceptance of Applications

An Application in the Broker Firm Offer is an offer by you to the Company to apply for the amount of Shares specified in the Application Form at the Offer Price on the terms and conditions set out in this Prospectus (including any supplementary or replacement document) and the Application Form. To the extent permitted by law, an Application by an Applicant under the Offer is irrevocable.

An Application may be accepted in respect of the full number of Shares specified in the Application Form or any lower number, without further notice to the Applicant. Acceptance of an Application will give rise to a binding contract on allocation of Shares to Successful Applicants.

The Company and the Joint Lead Managers reserve the right to reject any Application which is not correctly completed or which is submitted by a person who they believe is ineligible to participate in the Broker Firm Offer, or to waive or correct any errors made by an Applicant in completing their Application.

7.3.6 Application Monies

Application Monies received under the Broker Firm Offer will be held in a special purpose account until Shares are issued or transferred to Successful Applicants. Applicants under the Broker Firm Offer whose Applications are not accepted, or who are allocated a lesser number of Shares than the amount applied for, will be mailed a refund (without interest) of all or part of their Application Monies, as applicable. No refunds pursuant solely to rounding will be provided. Interest will not be paid on any monies refunded and any interest earned on Application Monies pending the allocation or refund will be retained by the Company.

7.4 Priority Offer

7.4.1 Who can apply?

The Priority Offer is open to investors who have received an invitation to participate in the Offer from the Company and who have a registered address in Australia. The Priority Offer may also be extended to Australian resident employees of Ansarada invited by the Company. If you have been invited by the Company to participate in the Priority Offer, you will be treated as an Applicant under the Priority Offer in respect of those Shares that are allocated to you.

7.4.2 How to apply

If you have received a personalised invitation to apply for Shares under the Priority Offer and you wish to apply for Shares, you should follow the instructions on your personalised invitation to complete and lodge your Application.

By making an Application under the Priority Offer, you declare that you were invited to participate in the Priority Offer and were given access to this Prospectus (and any supplementary or replacement prospectus), together with a Priority Offer Application Form.

The minimum application under the Priority Offer is $2,000.96 worth of Shares and in multiples of $500 thereafter. You may apply for an amount up to the amount indicated on your personalised invitation.

The Company and the Joint Lead Managers may elect to extend the Offer or any part of it, or accept late Applications either generally or in particular cases. The Offer, or any part of it, may be closed at any earlier date and time, without further notice (subject to the ASX Listing Rules and the Corporations Act). Applicants are therefore encouraged to submit their Applications as early as possible.

7.4.3 Payment methods

Applicants under the Priority Offer must pay by BPAY following the instructions outlined in their personalised invitation and Priority Offer Application Form.

When completing your BPAY payment, please make sure to use the specific biller code and unique Customer Reference Number (CRN) provided to you on your online Priority Offer Application Form.

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It is the Applicant's responsibility to ensure payments are received by the end of the Offer Period, being 5.00pm (AEST) on 30 November 2020. If you make a BPAY payment, your bank, credit union or building society may impose a limit on the amount that you can transact on BPAY and policies with respect to timing for processing BPAY transactions, which may vary between bank, credit union or building society. The Company and the Joint Lead Managers take no responsibility for any failure to receive Application Monies by BPAY before the end of the Offer Period arising as a result of, among other things, delays in processing of payments by financial institutions.

If the amount of your BPAY payment for Application Monies (or the amount for which those BPAY payments clear in time for allocation) is insufficient to pay for the number of Shares you have applied for in your Priority Offer Application Form, you may be taken to have applied for such lower number of Shares as your cleared Application Monies will pay for (and to also have specified that amount in your Priority Offer Application Form), or your Application may be rejected.

For more details, you should contact the Offer Information Line on 1300 737 760 (toll free within Australia) or +61 2 9290 9600 (outside Australia) from 8.30am to 5.30pm (AEST), Monday to Friday (excluding public holidays).

7.4.4 Allocation policy

Allocations under the Priority Offer will be determined by the Company in consultation with the Joint Lead Managers.

7.4.5 Acceptance of Applications

An Application in the Priority Offer is an offer by you to the Company to apply for the amount of Shares specified in the Priority Offer Application Form at the Offer Price on the terms and conditions set out in this Prospectus (including any supplementary or replacement document) and the Application Form. To the extent permitted by law, an Application by an Applicant under the Offer is irrevocable.

An Application may be accepted in respect of the full number of Shares specified in the Application Form or any lower number, without further notice to the Applicant. Acceptance of an Application will give rise to a binding contract on allocation of Shares to Successful Applicants.

The Company and the Joint Lead Managers reserve the right to reject any Application which is not correctly completed or which is submitted by a person who they believe is ineligible to participate in the Priority Offer, or to waive or correct any errors made by an Applicant in completing their Application.

7.4.6 Application Monies

Application Monies received under the Priority Offer will be held in a special purpose account until Shares are issued or transferred to Successful Applicants. Applicants under the Priority Offer whose Applications are not accepted, or who are allocated a lesser number of Shares than the amount applied for, will be mailed a refund (without interest) of all or part of their Application Monies, as applicable. No refunds pursuant solely to rounding will be provided. Interest will not be paid on any monies refunded and any interest earned on Application Monies pending the allocation or refund will be retained by the Company.

7.5 TDY Shareholder Offer

7.5.1 Who can apply?

The TDY Shareholder Offer is open to eligible Shareholders as at 7:00pm on 30 October 2020 who have received an invitation to participate in the Offer from the Company and who have a registered address in Australia.

7.5.2 How to apply

If you have received a personalised invitation to apply for Shares under the TDY Shareholder Offer and you wish to apply for Shares, you should follow the instructions on your personalised invitation to complete and lodge your Application.

By making an Application under the TDY Shareholder Offer, you declare that you were invited to participate in the TDY Shareholder Offer and were given access to this Prospectus (and any supplementary or replacement prospectus), together with a TDY Shareholder Offer Application Form.

The minimum Application size of $2,000.96 worth of Shares and in multiples of $500 thereafter). There is no maximum value of Shares that may be applied for under the TDY Shareholder Offer.

The Company and the Joint Lead Managers may elect to extend the Offer or any part of it, or accept late Applications either generally or in particular cases. The Offer, or any part of it, may be closed at any earlier date and time, without further notice (subject to the ASX Listing Rules and the Corporations Act). Applicants are therefore encouraged to submit their Applications as early as possible.

Details of the Offer

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7.5.3 Payment methods

Applicants under the Priority Offer must pay by BPAY following the instructions outlined in their personalised invitation and TDY Shareholder Offer Application Form.

When completing your BPAY payment, please make sure to use the specific biller code and unique Customer Reference Number (CRN) provided to you on your online TDY Shareholder Offer Application Form.

It is the Applicant's responsibility to ensure payments are received by the end of the Offer Period, being 5.00pm (AEST) on 30 November 2020. If you make a BPAY payment, your bank, credit union or building society may impose a limit on the amount that you can transact on BPAY and policies with respect to timing for processing BPAY transactions, which may vary between bank, credit union or building society. The Company and the Joint Lead Managers take no responsibility for any failure to receive Application Monies by BPAY before the end of the Offer Period arising as a result of, among other things, delays in processing of payments by financial institutions.

If the amount of your BPAY payment for Application Monies (or the amount for which those BPAY payments clear in time for allocation) is insufficient to pay for the number of Shares you have applied for in your Priority Offer Application Form, you may be taken to have applied for such lower number of Shares as your cleared Application Monies will pay for (and to also have specified that amount in your Priority Offer Application Form), or your Application may be rejected.

For more details, you should contact the Offer Information Line on 1300 737 760 (toll free within Australia) or +61 2 9290 9600 (outside Australia) from 8.30am to 5.30pm (AEST), Monday to Friday (excluding public holidays).

7.5.4 Allocation policy

Allocations under the TDY Shareholder Offer will be determined by the Company in consultation with the Joint Lead Managers, provided that those allocations (in aggregate) do not exceed $500,000.

If the TDY Shareholder Offer is over-subscribed, Applications under the TDY Shareholder Offer will be scaled back on a pro-rata basis.

7.5.5 Acceptance of Applications

An Application in the TDY Shareholder Offer is an offer by you to the Company to apply for the amount of Shares specified in the TDY Shareholder Offer Application Form at the Offer Price on the terms and conditions set out in this Prospectus (including any supplementary or replacement document) and the Application Form. To the extent permitted by law, an Application by an Applicant under the Offer is irrevocable.

An Application may be accepted in respect of the full number of Shares specified in the Application Form or any lower number, without further notice to the Applicant. Acceptance of an Application will give rise to a binding contract on allocation of Shares to Successful Applicants.

The Company and the Joint Lead Managers reserve the right to reject any Application which is not correctly completed or which is submitted by a person who they believe is ineligible to participate in the TDY Shareholder Offer, or to waive or correct any errors made by an Applicant in completing their Application.

7.5.6 Application Monies

Application Monies received under the TDY Shareholder Offer will be held in a special purpose account until Shares are issued or transferred to Successful Applicants. Applicants under the TDY Shareholder Offer whose Applications are not accepted, or who are allocated a lesser number of Shares than the amount applied for, will be mailed a refund (without interest) of all or part of their Application Monies, as applicable. No refunds pursuant solely to rounding will be provided. Interest will not be paid on any monies refunded and any interest earned on Application Monies pending the allocation or refund will be retained by the Company.

7.6 Institutional Offer

7.6.1 Invitations to bid

The Institutional Offer consisted of an invitation to certain Institutional Investors in Australia and a number of other eligible jurisdictions outside the United States to bid for an allocation of Shares at the Offer Price. The Joint Lead Managers separately advised Institutional Investors of the application procedures for the Institutional Offer.

7.6.2 Allocation policy under the Institutional Offer

The allocation of Shares among Applicants between the Institutional Offer, the Broker Firm Offer and the Priority Offer was determined by agreement between the Joint Lead Managers and the Company. The Joint Lead Managers and the Company had absolute discretion regarding the basis of allocation of Shares among Institutional Investors.

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Participants in the Institutional Offer have been advised of their allocation of Shares, if any, by the Lead Manager.

The allocation policy was influenced, but not constrained, by the following factors:

- number of Shares bid for by particular Applicants;
- the timeliness of the bid by particular Applicants;
- the Company's desire for an informed and active trading market following Completion;
- the Company's desire to establish a wide spread of institutional Shareholders;
- overall level of demand under the Broker Firm Offer, TDY Shareholder Offer, Priority Offer and Institutional Offer;
- the size and type of funds under management of particular Applicants;
- the likelihood that particular Applicants will be long-term Shareholders; and
- any other factors that the Company and the Joint Lead Managers considered appropriate.

7.7 Employee LTI Option Offer

7.7.1 Who can apply?

The Employee LTI Option Offer is open to certain employees of the Company and Ansarada who have received a personalised invitation to participate in the Employee LTI Option Offer from the Company. If you have been invited by the Company to participate in the Employee LTI Option Offer, you will be treated as an applicant under the Employee LTI Option Offer in respect of those LTI Options that are allocated to you.

7.7.2 How to apply

If you have received an Employee LTI Option Offer invitation and you wish to apply for LTI Options, you should follow the instructions in your personalised invitation.

7.7.3 Application monies

No payment is required for the Employee LTI Option Offer.

7.7.4 Allocation policy

LTI Options will be granted to participants as set out in each participant's Employee LTI Option Offer invitation.

7.7.5 Further information about the Employee LTI Option Offer

Participants are granted LTI Options which comprise a right but not the obligation to acquire Shares upon payment of an exercise price, subject to satisfaction of any specific performance conditions. The initial grant of LTI Options will be issued for nil consideration and will have an exercise price equal to $2.15 (being 145% of the Offer Price). LTI Options will be satisfied in Shares (where the applicable exercise price is paid). LTI Options do not carry any dividend or voting rights prior to vesting. LTI Options will expire four years from the date of issue, unless they have been exercised or have otherwise lapsed under the terms of the LTI plan. See Section 9.11 for an overview of the potential Australian taxation implications of participating in the Employee LTI Option Offer.

7.8 Non-Executive Director Option Offer

7.8.1 Who can apply?

The Non-Executive Director Option Offer is open to the proposed Non-Executive Directors who have received a personalised invitation to participate in the Non-Executive Director Option Offer from the Company. If you have been invited by the Company to participate in the Non-Executive Director Option Offer, you will be treated as an applicant under the Non-Executive Director Option Offer in respect of those Options that are allocated to you.

7.8.2 How to apply

If you have received an Non-Executive Director Option Offer invitation and you wish to apply for Options, you should follow the instructions in your personalised invitation.

7.8.3 Application monies

No payment is required for the Non-Executive Director Option Offer.

7.8.4 Allocation policy

Options will be granted to participants as set out in each participant's Non-Executive Director Option Offer invitation.

Details of the Offer

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7.8.5 Further information about the Non-Executive Director Option

Offer participants are granted Options which comprise a right but not the obligation to acquire Shares upon payment of an exercise price, subject to satisfaction of any specific performance conditions. The initial grant of Non-Executive Director Options will be issued for nil consideration and will have an exercise price equal to $2.15 (being 145% of the Offer Price). Non-Executive Director Options will be satisfied in Shares (where the applicable exercise price is paid). Non-Executive Director Options do not carry any dividend or voting rights prior to vesting. Non-Executive Director Options will expire four years from the date of issue, unless they have been exercised or have otherwise lapsed. See Section 9.11 for an overview of the potential Australian taxation implications of participating in the Non-Executive Director Option Offer.

7.9 Issue of Consideration Shares

Under the terms of the Merger Implementation Deed and Sale Deed, the Company has agreed to issue approximately 43.1 million Consideration Shares to Ansarada Vendors. The Consideration Shares to be issued in connection with Acquisition will be issued under this Prospectus.

7.10 Escrow arrangements

7.10.1 ASX mandatory escrow arrangements

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 the Chapter 9 of the ASX Listing Rules. As at the date of this Prospectus, 74,853,424 Shares and 1,200,000 performance shares are classified as 'restricted securities' and subject to ASX mandatory escrow until 14 February 2022.

Additionally, in order to align with the escrow position agreed with the Ansarada Founders, entities associated with Stuart Clout have entered into a voluntary escrow deed in respect of 75% of the Escrowed Shares held by them on the same terms as set out in section 7.10 below, 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 accounts for the year ending 30 June 2022.

7.10.2 Voluntary escrow arrangements in connection with the Acquisition

Escrowed Shares held by the Escrowed Shareholders (other than any Shares acquired by them under the Offer) will be subject to voluntary escrow arrangements and will be subject to the exceptions and release dates outlined below.

Each Escrowed Shareholder has entered into a voluntary escrow deed in respect of their Escrowed Shares, which prevents them 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 security interest in the Shares.

Following Completion, Escrowed Shares held by the Escrowed Shareholders will be subject to the following escrow arrangements:

- **Ansarada Founders and Other Management Shareholders**: Escrowed Shares held by the Ansarada Founders and Senior Management Shareholders will be subject to escrow as follows:
  - 25% of the Escrowed Shares held by them will be subject to escrow from Completion until 4.15pm on the 10th day after the release of the Company's audited financial accounts for the half year ending 31 December 2021; and
  - 75% of the Escrowed Shares held by them will be subject to escrow from Completion until 4.15pm on the 10th day after the release of the Company's audited financial accounts for the year ending 30 June 2022.
- **Ansarada Noteholders**: Escrowed Shares held by the Ansarada Noteholders will be subject to escrow from Completion until 4.15pm on the 10th day after the release of the Company's audited financial accounts for the year ending 30 June 2021.
- **Ansarada Preference Shareholders**: Escrowed Shares held by the Ansarada Preference Shareholders will be subject to escrow from Completion until 4.15pm on the 10th day after the release of the Company's reviewed financial accounts for the half year ending 31 December 2020.

An Escrowed Shareholder may be released early from these escrow obligations to enable:

- the Escrowed Shareholder to accept an offer under a bona fide takeover bid in respect of all or a proportion of the Shares, provided that the holders of at least half of the Shares that are not subject to any voluntary escrow deed, and to which the offers under the takeover bid relate, have accepted an offer under the takeover bid;
- the Escrowed Shares held by the Escrowed Shareholders to be transferred or cancelled as part of a merger by scheme of arrangement relating to the Company under Part 5.1 of the Corporations Act; or
- an equal access share buyback, equal access capital return or equal access capital reduction (in each case made in accordance with the Corporations Act 2001 (Cth)).

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7.10.3 Voluntary escrow arrangements in connection with the LockBox Technologies acquisition

Certain Shares issued to the vendors of LockBox Technologies in connection with the acquisition of that business by the Company remain subject to the voluntary escrow arrangements of 6 months and 12 months as agreed with those vendors and disclosed by the Company to ASX on 6 July 2020.

7.11 Restrictions on distribution

No action has been taken to register or qualify this Prospectus, the Shares or the Offer or otherwise to permit a public offering of the Shares in any jurisdiction outside Australia.

This Prospectus does not constitute an offer or invitation to apply for Shares in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or invitation or issue under this Prospectus.

This Prospectus may not be released or distributed in the United States or elsewhere outside Australia, unless it has attached to it the selling restrictions applicable in the jurisdictions outside Australia, and may only be distributed to persons to whom the Institutional Offer may lawfully be made in accordance with the laws of any applicable jurisdiction.

The Shares have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdiction of the United States and may not be offered or sold, directly or indirectly, in the United States.

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. This Prospectus may not be released or distributed in the United States.

Each Applicant in the Broker Firm Offer, TDY Shareholder Offer and Priority Offer and each person to whom the Institutional Offer has been made under this Prospectus, will be taken to have represented, warranted, agreed and acknowledged as follows:

- it agrees to become a member of the Company and to be bound by the terms of the Constitution and the terms and conditions of the Offer;
- it acknowledges having personally received a printed or electronic copy of this Prospectus (and any supplementary or replacement prospectus) accompanying the Application Form and having read them all in full;
- it understands that the Shares have not been, and will not be, registered under the US Securities Act or the securities laws of any state of the United States and may not be offered, sold or resold in the United States;
- it is not in the United States;
- it has not sent and will not send this Prospectus or any other material relating to the Offer to any person in the United States; and
- it will not offer or sell the Shares in the United States or in any other jurisdiction outside Australia.

Each Applicant under the Institutional Offer will be required to make certain representations, warranties, acknowledgements and covenants set out in the confirmation of allocation letter distributed to it. Refer to Section 9.12 for further details on the selling restrictions relating to foreign jurisdictions.

7.12 Description of Shares

The following is a summary of the more significant rights attaching to the Shares and other provisions of the Constitution. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders.

Full details of the rights attaching to Shares are set out in the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

(a) Shares

The New Shares and Consideration Shares issued pursuant to this Prospectus will rank equally with existing fully paid ordinary Shares in the Company. The rights attaching to Shares are set out in the Company's constitution and, in certain circumstances, are regulated by the Corporations Act, the ASX Listing Rules and general law.

(b) Voting rights

Subject to any rights or restrictions for the time being attached to any class or classes of Shares, at general meetings of Shareholders or classes of Shareholders:

(1) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;

(2) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and

Details of the Offer

(3) on a poll, every person present who is a Shareholder or a proxy, attorney, or representative of a Shareholder shall, in respect of each Share held by that person or in respect of which the person is appointed proxy, attorney or representative, have one vote for each Share held, but in respect of partly paid Shares shall have a fraction of a vote equivalent to the proportion which the amount paid bears up to the total issue price for the Share.

(c) Dividend rights

Subject to any special rights (at present there are none), any dividends that may be declared by the Company are payable on all Shares in proportion to the amount paid up.

(d) Variation of rights

The Company may, with the sanction of a special resolution passed at a meeting of Shareholders and otherwise in accordance with the Constitution and Corporations Act, vary or abrogate the rights attaching to Shares.

(e) Transfer of Shares

Generally, Shares in the Company are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act and the ASX Listing Rules.

(f) General meetings

Subject to the Constitution, a Shareholder who is entitled to attend and cast a vote at a meeting of Shareholders, may attend and vote in person or by proxy, by attorney or, if the Shareholder is a body corporate, by Corporate Representative. The Board must give 28 days' notice of the meeting.

(g) Rights on winding up

If the Company is wound up, the liquidator may, with the sanction of a special resolution of the Company:

(1) divide among the Shareholders the whole or any part of the Company's property; and

(2) decide how the division is to be carried out between the Shareholders.

Subject to any special rights (at present there are none), any surplus assets (following full satisfaction of all creditors' debts) on a winding up are to be distributed to Shareholders in proportion to the number of Shares held by them irrespective of the amounts paid or credited as paid.

(h) Future increase in capital

Subject to restrictions on the issue or grant of new Shares contained in the ASX Listing Rules, the Constitution and the Corporations Act, the Board may issue Shares, options to acquire Shares, and other securities with rights of conversion to Shares on any terms, to any person, at any time and for any consideration, as the Board resolves.

(i) Director appointment and removal rights

The number of Directors must be less than 10 and more than 3. The Board may appoint any person as Director, and the Company may, at a meeting of Shareholders at which a Director retires or otherwise vacates office, by resolution fill the office by electing a person to that office.

A person ceases to be a Director if such person resigns by written notice, fails to attend Board meetings for a continuous period of 3 months, retires due to time limits and is not re-elected, is an Executive Director and ceases to be an employee of the Company, becomes insolvent, becomes of unsound mind, or is not permitted to be a director or is removed from office pursuant to the Corporations Act.

7.13 Offer conditionality

Completion of the Offer is conditional on:

- the passing of all Acquisition Resolutions that are being put to Shareholders at the General Meeting; and
- the Company receiving conditional approval from ASX that it will re-admit the Company to the Official List and terminate the suspension from Official Quotation of the Shares, subject to such terms and conditions (if any) as are prescribed by ASX or the ASX Listing Rules.

In the event the above conditions are not satisfied, the Offers will not proceed and no New Shares or Consideration Shares will be issued pursuant to this Prospectus. If this occurs, Applicants will be reimbursed their Application Monies (without interest).

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7.14 Discretion regarding the Offer

The Company may withdraw the Offer at any time before the issue of Shares to successful Applicants. If the Offer, or any part of it, does not proceed, all relevant Application Monies will be refunded (without interest). The Company and the Joint Lead Managers also reserve the right to close the Offer or any part of it early, extend the Offer or any part of it, accept late Applications or bids either generally or in particular cases, reject any Application or bid, or allocate to any Applicant or bidder fewer Shares than applied or bid for.

7.15 ASX listing, registers and holding statements

7.15.1 Application to the ASX for listing of the Company and quotation of Shares

The Company will apply within seven days of the Prospectus Date for re-admission to the Official List and quotation of the Shares on the ASX. Subject to Shareholders approving the change of the Company's name to "Ansarada Group Limited", it is proposed to change the Company's ticker code from Completion. From Completion and successful relisting of the Company, the Company's expected ASX code will be 'AND'.

Applicants should be aware that ASX will not commence Official Quotation of any Shares until the Company has re-complied with Chapters 1 and 2 of the ASX Listing Rules and has received the approval of ASX to be re-admitted to the Official List. As such, the New Shares and Consideration Shares may not be able to be traded for some time after the close of the Offer.

ASX takes no responsibility for this Prospectus or the investment to which it relates. The fact that ASX may re-admit the Company to the Official List is not to be taken as an indication of the merits of the Company or the Shares offered for subscription. If permission is not granted for the official re-quotation of the Shares on ASX within three months after the Prospectus Date (or any later date permitted by law), all Application Monies received by the Company will be refunded (without interest) as soon as practicable in accordance with the requirements of the Corporations Act.

7.15.2 CHESS and issuer sponsored holdings

The Company is registered to participate in the ASX's Clearing House Electronic Sub register System (CHESS) and complies with the ASX Listing Rules and the ASX Settlement Operating Rules. CHESS is an electronic transfer and settlement system for transactions in securities quoted on ASX under which transfers are affected in an electronic form. As the Shares are approved financial products (as defined in the ASX Settlement Operating Rules), holdings are registered in one of two sub-registers, being an electronic CHESS sub-register or an issuer sponsored sub-register. For all successful Applicants, the Shares of a Shareholder who is a participant in CHESS or a Shareholder sponsored by a participant in CHESS will be registered on the CHESS sub-register. All other Shares will be registered on the issuer sponsored sub-register. Following Completion of the Offer, successful Applicants will be sent a holding statement that sets out the number of Shares that have been allocated to them. This statement will also provide details of a Shareholder's Holder Identification Number (HIN) for CHESS holders or, where applicable, the Security holder Reference Number (SRN) of issuer sponsored holders. Shareholders will subsequently receive statements showing any changes to their shareholding. Share certificates will not be issued. Shareholders will receive subsequent statements during the first week of the following month if there has been a change to their holding on the register and as otherwise required under the ASX Listing Rules and the Corporations Act. Additional statements may be requested at any other time either directly through the Shareholder's sponsoring broker in the case of a holding on the CHESS sub-register or through the Share Registry in the case of a holding on the issuer sponsored sub-register. The Company and the Share Registry may charge a fee for these additional issuer sponsored statements.

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Investigating Accountant's Report

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ABN: 43 007 363 215

KPMG Transaction Services
A division of KPMG Financial Advisory Services
(Australia) Pty Ltd
Australian Financial Services Licence No. 246901
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Australia Square 1213
Australia

Telephone: +61 2 9335 7000
Facsimile: +61 2 9335 7001
DX: 1056 Sydney
www.kpmg.com.au

The Directors
thedocyard Limited
Level 17, 175 Pitt Street
SYDNEY NSW 2000

30 October 2020

Dear Directors

Limited Assurance Investigating Accountant's Report and Financial Services Guide

Investigating Accountant's Report

Introduction

KPMG Financial Advisory Services (Australia) Pty Ltd (of which KPMG Transaction Services is a division) ("KPMG Transaction Services") has been engaged by thedocyard Limited ("TDY") to prepare this Investigating Accountant's Report for inclusion in the Prospectus to be dated on or around 30 October 2020 ("Prospectus"), and to be issued by TDY, in respect of the proposed acquisition of Ansarada NewCo Pty Limited ("Ansarada") (together the "Group") and the capital raising to be undertaken by TDY (the "Transaction").

Expressions and terms defined in the Prospectus have the same meaning in this Investigating Accountant's Report, unless otherwise specified.

This Investigating Accountant's Report should be read in conjunction with the KPMG Transaction Services Financial Services Guide included in the Prospectus.

Scope

You have requested KPMG Transaction Services to perform a limited assurance engagement in relation to the pro forma historical financial information described below and disclosed in the Prospectus.

The Group pro forma historical financial information is presented in the Prospectus in an abbreviated form, insofar as it does not include all of the presentation and disclosures required by Australian Accounting Standards and other mandatory professional reporting requirements applicable to general purpose financial reports prepared in accordance with the *Corporations Act 2001* (Cth) ("Corporations Act").

KPMG Financial Advisory Services (Australia) Pty Ltd is affiliated with KPMG. KPMG is an Australian partnership and a member firm of the KPMG network of independent member firms affiliated with KPMG International Cooperative ("KPMG International"), a Swiss entity.

Investigating Accountant's Report

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thedocyard Limited
Limited Assurance Investigating Accountant's Report and Financial Services Guide
30 October 2020

Group Pro Forma Historical Financial Information

You have requested KPMG Transaction Services to perform limited assurance procedures in relation to the Group pro forma historical financial information of TDY and Ansarada included in the Prospectus.

The Group pro forma historical financial information has been derived from the historical financial information of TDY and Ansarada, after adjusting for the effects of pro forma adjustments (as applicable) described in section 4.2 of the Prospectus. The Group pro forma historical financial information consists of:

- the Group Pro Forma Historical Statement of Profit or Loss for the years ended 30 June 2018, 30 June 2019 and 30 June 2020;
- the Group Pro Forma Historical Aggregated Statement of Cash Flows for the years ended 30 June 2018, 30 June 2019 and 30 June 2020; and
- the Group Pro Forma Historical Statement of Financial Position as at 30 June 2020 shown with pro forma adjustments to show the effect of events and transactions related to the Transaction,

and together, the "Group Pro Forma Historical Financial Information".

The Group Pro Forma Historical Statement of Financial Position as at 30 June 2020 consists of the TDY historical consolidated statement of financial position as at 30 June 2020, the Ansarada historical consolidated statement of financial position as at 30 June 2020 and certain pro forma adjustments as described in section 4.5 of the Prospectus.

The Group Pro Forma Historical Statement of Profit or Loss for the years ended 30 June 2018, 30 June 2019 and 30 June 2020 consists of the aggregation of the TDY historical consolidated statement of profit or loss for the years ended 30 June 2018, 30 June 2019 and 30 June 2020 and the Ansarada historical consolidated statement of profit or loss for the years ended 30 June 2018, 30 June 2019 and 30 June 2020.

The Group Pro Forma Historical Statement of Cash Flows for the years ended 30 June 2018, 30 June 2019 and 30 June 2020 consists of the aggregation of the TDY historical consolidated statement of cash flows for the years ended 30 June 2018, 30 June 2019 and 30 June 2020, and the Ansarada historical consolidated statement of cash flows for the years ended 30 June 2018, 30 June 2019 and 30 June 2020.

The stated basis of preparation is the recognition and measurement principles contained in Australian Accounting Standards applied to the historical financial information and the event(s) or transaction(s) to which the pro forma adjustments relate, as described in section 4.2 of the Prospectus. Due to its nature, the Group Pro Forma Historical Financial Information does not represent TDY's or Ansarada's actual or prospective financial position, financial performance, and/or cash flows.

The Group Pro Forma Historical Financial Information has been compiled by TDY to illustrate the impact of the Transaction on TDY's financial position as at 30 June 2020 and TDY's financial performance and cash flows for the years ended 30 June 2018, 30 June 2019 and 30 June 2020.

As part of this process, information about TDY's and Ansarada's financial position, financial performance and cash flows has been extracted by from TDY's audited financial statements for the

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years ended 30 June 2018, 30 June 2019 and 30 June 2020 and from Ansarada's audited financial statements for the years ended 30 June 2018, 30 June 2019 and 30 June 2020.

The financial statements of TDY were audited by TDY's external auditor in accordance with Australian Auditing Standards. The audit opinions issued to the members of TDY relating to those financial statements were unqualified. The financial statements of Ansarada were audited by Ansarada's external auditor in accordance with Australian Auditing Standards. The audit opinions issued to the members of Ansarada relating to those financial statements were unqualified.

For the purposes of preparing this Investigating Accountant's Report we have performed limited assurance procedures in relation to Group Pro Forma Historical Financial Information in order to state whether, on the basis of the procedures described, anything comes to our attention that would cause us to believe that the Group Pro Forma Historical Financial Information is not prepared or presented fairly, in all material respects, by the directors in accordance with the stated basis of preparation as set out in section 4 of the Prospectus.

We have conducted our engagement in accordance with the Standard on Assurance Engagements ASAE 3450 *Assurance Engagements involving Corporate Fundraisings and/or Prospective Financial Information*.

The procedures performed in a limited assurance engagement vary in nature from, and are less in extent than for, an audit. As a result, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had we performed an audit. Accordingly, we do not express an audit opinion about whether the Group Pro Forma Historical Financial Information is prepared, in all material respects, by the directors in accordance with the stated basis of preparation.

Directors' responsibilities

The directors of TDY are responsible for the preparation of the Group Pro Forma Historical Financial Information, including the selection and determination of the pro forma transactions and/or adjustments made to the historical financial information and included in the Group Pro Forma Historical Information.

The directors' responsibility includes establishing and maintaining such internal controls as the directors determine are necessary to enable the preparation of financial information that is free from material misstatement, whether due to fraud or error.

Conclusions

Review statement on the Group Pro Forma Historical Financial Information

Based on our procedures, which are not an audit, nothing has come to our attention that causes us to believe that the Pro Forma Historical Financial Information, as set out in section 9 of the Prospectus, comprising:

- the Group Pro Forma Historical Statement of Profit or Loss for the years ended 30 June 2018, 30 June 2019 and 30 June 2020;
- the Group Pro Forma Historical Statement of Cash Flows for the years ended 30 June 2018, 30 June 2019 and 30 June 2020; and

Investigating Accountant's Report

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- the Group Pro Forma Historical Statement of Financial Position as at 30 June 2020;

is not prepared or presented fairly, in all material respects, on the basis of the pro forma transactions and/or adjustments described in section 5 of the Prospectus, and in accordance with the recognition and measurement principles prescribed in Australian Accounting Standards, and Ansarada's accounting policies.

Independence

KPMG Transaction Services does not have any interest in the outcome of the proposed merger, other than in connection with the preparation of this Investigating Accountant's Report and participation in due diligence procedures for which normal professional fees will be received. KPMG are the external auditor of Ansarada NewCo Pty Limited

General advice warning

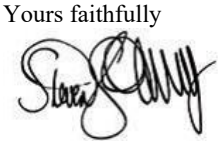
This Investigating Accountant's Report has been prepared, and included in the Prospectus, to provide investors with general information only and does not take into account the objectives, financial situation or needs of any specific investor. It is not intended to take the place of professional advice and investors should not make specific investment decisions in reliance on the information contained in this Investigating Accountant's Report. Before acting or relying on any information, an investor should consider whether it is appropriate for their circumstances having regard to their objectives, financial situation or needs.

Restriction on use

Without modifying our conclusions, we draw attention to section 4.2.1 of the Prospectus, which describes the purpose of the financial information, being for inclusion in the Prospectus. As a result, the financial information may not be suitable for use for another purpose. We disclaim any assumption of responsibility for any reliance on this Investigating Accountant's Report, or on the financial information to which it relates, for any purpose other than that for which it was prepared.

KPMG Transaction Services has consented to the inclusion of this Investigating Accountant's Report in the Prospectus in the form and context in which it is so included, but has not authorised the issue of the Prospectus. Accordingly, KPMG Transaction Services makes no representation regarding, and takes no responsibility for, any other statements, or material in, or omissions from, the Prospectus.

Yours faithfully



Steven Shirtliff
Authorised Representative

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Financial Services Guide
Dated 30 October 2020

What is a Financial Services Guide (FSG)?

This FSG is designed to help you to decide whether to use any of the general financial product advice provided by **KPMG Financial Advisory Services (Australia) Pty Ltd ABN 43 007 363 215**, Australian Financial Services Licence Number 246901 (of which KPMG Transaction Services is a division) (**'KPMG Transaction Services'**), and Steven Shirtliff as an authorised representative of KPMG Transaction Services, authorised representative number 1276015 **(Authorised Representative)**.

This FSG includes information about:

- KPMG Transaction Services and its Authorised Representative and how they can be contacted
- the services KPMG Transaction Services and its Authorised Representative are authorised to provide
- how KPMG Transaction Services and its Authorised Representative are paid
- any relevant associations or relationships of KPMG Transaction Services and its Authorised Representative
- how complaints are dealt with as well as information about internal and external dispute resolution systems and how you can access them; and
- the compensation arrangements that KPMG Transaction Services has in place.

The distribution of this FSG by the Authorised Representative has been authorised by KPMG Transaction Services. This FSG forms part of an Investigating Accountant's Report (Report) which has been prepared for inclusion in a disclosure document or, if you are offered a financial product for issue or sale, a Product Disclosure Statement (PDS). The purpose of the disclosure document or PDS is to help you make an informed decision in relation to a financial product. The contents of the disclosure document or PDS, as relevant, will include details such as the risks, benefits and costs of acquiring the particular financial product.

Financial services that KPMG Transaction Services and the Authorised Representative are authorised to provide

KPMG Transaction Services holds an Australian Financial Services Licence, which authorises it to provide, amongst other services, financial product advice for the following classes of financial products:

- deposit and non-cash payment products;
- derivatives;
- foreign exchange contracts;
- government debentures, stocks or bonds;
- interests in managed investments schemes including investor directed portfolio services;
- securities;
- superannuation;
- carbon units;
- Australian carbon credit units; and
- eligible international emissions units,

to retail and wholesale clients. We provide financial product advice when engaged to prepare a report in relation to a transaction relating to one of these types of financial products. The Authorised Representative is authorised by KPMG Transaction Services to provide financial product advice on KPMG Transaction Services' behalf.

Investigating Accountant's Report

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KPMG Transaction Services and the Authorised Representative's responsibility to you

KPMG Transaction Services has been engaged by thedocyard Limited ("TDY") to provide general financial product advice in the form of a Report to be included in Prospectus (**Prospectus**) prepared by TDY in relation to proposed merger between TDY and Ansarada (**Transaction**).

You have not engaged KPMG Transaction Services or the Authorised Representative directly but have received a copy of the Report because you have been provided with a copy of the Prospectus. Neither KPMG Transaction Services nor the Authorised Representative are acting for any person other than TDY.

KPMG Transaction Services and the Authorised Representative are responsible and accountable to you for ensuring that there is a reasonable basis for the conclusions in the Report.

General Advice

As KPMG Transaction Services has been engaged by TDY, the Report only contains general advice as it has been prepared without taking into account your personal objectives, financial situation or needs.

You should consider the appropriateness of the general advice in the Report having regard to your circumstances before you act on the general advice contained in the Report.

You should also consider the other parts of the Prospectus before making any decision in relation to the Transaction.

Fees KPMG Transaction Services may receive and remuneration or other benefits received by our representatives

KPMG Transaction Services charges fees for preparing reports. These fees will usually be agreed with, and paid by TDY. Fees are agreed on either a fixed fee or a time cost basis. In this instance, TDY has agreed to pay KPMG Transaction Services in the range of $315,000 for preparing the Report, including related taxation services. KPMG Transaction Services and its officers, representatives, related entities and associates will not receive any other fee or benefit in connection with the provision of the Report.

KPMG Transaction Services officers and representatives (including the Authorised Representative) receive a salary or a partnership distribution from KPMG's Australian professional advisory and accounting practice (the KPMG Partnership). KPMG Transaction Services' representatives (including the Authorised Representative) are eligible for bonuses based on overall productivity. Bonuses and other remuneration and benefits are not provided directly in connection with any engagement for the provision of general financial product advice in the Report.

Further details may be provided on request.

Referrals

Neither KPMG Transaction Services nor the Authorised Representative pay commissions or provide any other benefits to any person for referring customers to them in connection with a Report.

Associations and relationships

Through a variety of corporate and trust structures KPMG Transaction Services is controlled by and operates as part of the KPMG Partnership. KPMG Transaction Services' directors and Authorised Representatives may be partners in the KPMG Partnership. The Authorised Representative is a partner in the KPMG Partnership. The financial product advice in the Report is provided by KPMG Transaction Services and the Authorised Representative and not by the KPMG Partnership.

From time to time KPMG Transaction Services, the KPMG Partnership and related entities (KPMG entities) may provide professional services, including audit, tax and financial advisory services, to companies and issuers of financial products in the ordinary course of their businesses.

No individual involved in the preparation of this Report holds a substantial interest in, or is a substantial creditor of, TDY or has other material financial interests in the transaction.

Complaints resolution

Internal complaints resolution process

If you have a complaint, please let either KPMG Transaction Services or the Authorised Representative know. Formal complaints should be sent in writing to The Complaints Officer, KPMG, PO Box H67, Australia Square, Sydney NSW 1213. If you have difficulty in putting your

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complaint in writing, please telephone the Complaints Officer on 02 9335 7000 and they will assist you in documenting your complaint.

Written complaints are recorded, acknowledged within 5 days and investigated. As soon as practical, and not more than 45 days after receiving the written complaint, the response to your complaint will be advised in writing.

External complaints resolution process

If KPMG Transaction Services or the Authorised Representative cannot resolve your complaint to your satisfaction within 45 days, you can refer the matter to the Financial Ombudsman Service (FOS). FOS is an independent company that has been established to provide free advice and assistance to consumers to help in resolving complaints relating to the financial services industry.

Further details about FOS are available at the FOS website www.fos.org.au or by contacting them directly at:

Address: Financial Ombudsman Service Limited, GPO Box 3, Melbourne Victoria 3001

Telephone: 1300 78 08 08
Facsimile: (03) 9613 6399
Email: info@fos.org.au.

The Australian Securities and Investments Commission also has a freecall infoline on 1300 300 630 which you may use to obtain information about your rights.

Compensation arrangements

KPMG Transaction Services has professional indemnity insurance cover as required by the Corporations Act 2001(Cth).

Contact Details

You may contact KPMG Transaction Services or the Authorised Representative using the contact details:

KPMG Transaction Services
A division of KPMG Financial Advisory Services (Australia) Pty Ltd
Level 38, Tower Three
300 Barangaroo Avenue
Sydney NSW 2000
PO Box H67
Australia Square
NSW 1213
Telephone: (02) 9335 7000
Facsimile: (02) 9335 7200

Steven Shirtliff
C/O KPMG
PO Box H67
Australia Square
NSW 1213
Telephone: (02) 9335 7000
Facsimile: (02) 9335 7200

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9.1 Suspension and re-admission to ASX

The Acquisition, if successfully completed, will represent a significant change in the scale of the Company's operations. ASX has advised that this change in the scale of the Company's activities will require:

- the approval of Shareholders; and
- the Company to re-comply with the admission requirements set out in Chapters 1 and 2 of the ASX Listing Rules.

The Shares have been suspended from trading on ASX since 18 August 2020.

If Shareholder approval to the change in scale of the Company's activities as a result of the Acquisition is obtained, then subject to the passing of each other Acquisition Resolutions (see below for further details), the Shares will not be reinstated to Official Quotation until the Company has re-complied with Chapters 1 and 2 of the ASX Listing Rules and is re-admitted by ASX to the Official List.

Some of the key requirements of Chapters 1 and 2 of the ASX Listing Rules are:

- the Company must satisfy the shareholder spread requirements relating to the minimum number of Shareholders and the minimum value of the shareholdings of those Shareholders; and
- the Company must satisfy the "assets test" as set out in ASX Listing Rule 1.3.

The above do not, and are not proposed to, constitute a full list of the requirements under the ASX Listing Rules that the Company may be required to satisfy. It is expected that completion of the Acquisition and the Offer pursuant to this Prospectus will enable the Company to satisfy the requirements for re-compliance with Chapters 1 and 2 of the ASX Listing Rules.

Applicants should be aware that ASX will not re-admit or admit any Shares to Official Quotation until the Company re-complies with Chapters 1 and 2 of the ASX Listing Rules and is re-admitted by ASX to the Official List. In the event that the Company does not receive conditional approval for re-admission to the Official List, the Company will not proceed with the Offer and will repay all Application Monies received by it in connection with this Prospectus (without interest).

9.2 Shareholder Approval

On 23 October 2020, the Company released to ASX and dispatched to shareholders a notice of general meeting and accompanying explanatory to convene the shareholder meeting at which shareholder approvals required for the Acquisition will be sought (Shareholder Meeting). The Shareholder Meeting has been set for 2pm (Sydney time) on ***24 November*** 2020.

It is a condition of completion of the Acquisition (and therefore the Offer) that each of the following resolutions are approved by the Shareholders at the Shareholder Meeting:

- The Acquisition is approved by shareholders for the purposes of the ASX Listing Rules, being approvals for change in the scale of the activities of the Company resulting from completion of the Acquisition and the issue of the Consideration Shares to the Ansarada Vendors;
- The appointment of Mr Peter James and Mr David Pullini as directors of the Company from Completion;
- The issue of up to 30.4 million New Shares pursuant to the Offer made under this Prospectus, including the issue of up to 202,704 New Shares to Mr Peter James and Mr David Pullini, proposed Non-Executive Directors in the Company;
- The Company changing its name to "Ansarada Group Limited" from Completion;
- The 10:1 consolidation of the Company's share capital;
- The adoption of the Company's new long term incentive plan, the terms of which are summarised in section 6.3.4;
- the issue of LTI Options to Mr Sam Riley, Mr Stuart Clout, Mr Peter James and Mr David Pullini pursuant to the Employee LTI Option Offer and the Non-Executive Directors Option Offer made under this Prospectus.
- increase the cap on maximum aggregate fees payable to Non-Executive Directors.

9.3 Registration

The Company was incorporated as a proprietary company on 29 October 2014 and converted to a public company on 1 November 2019. The business started trading in January 2016, prior to which it was a dormant company.

9.4 Company tax status

The Company is and will be subject to tax at the Australian corporate tax rate on its taxable income. The Company's financial year ends on 30 June annually.

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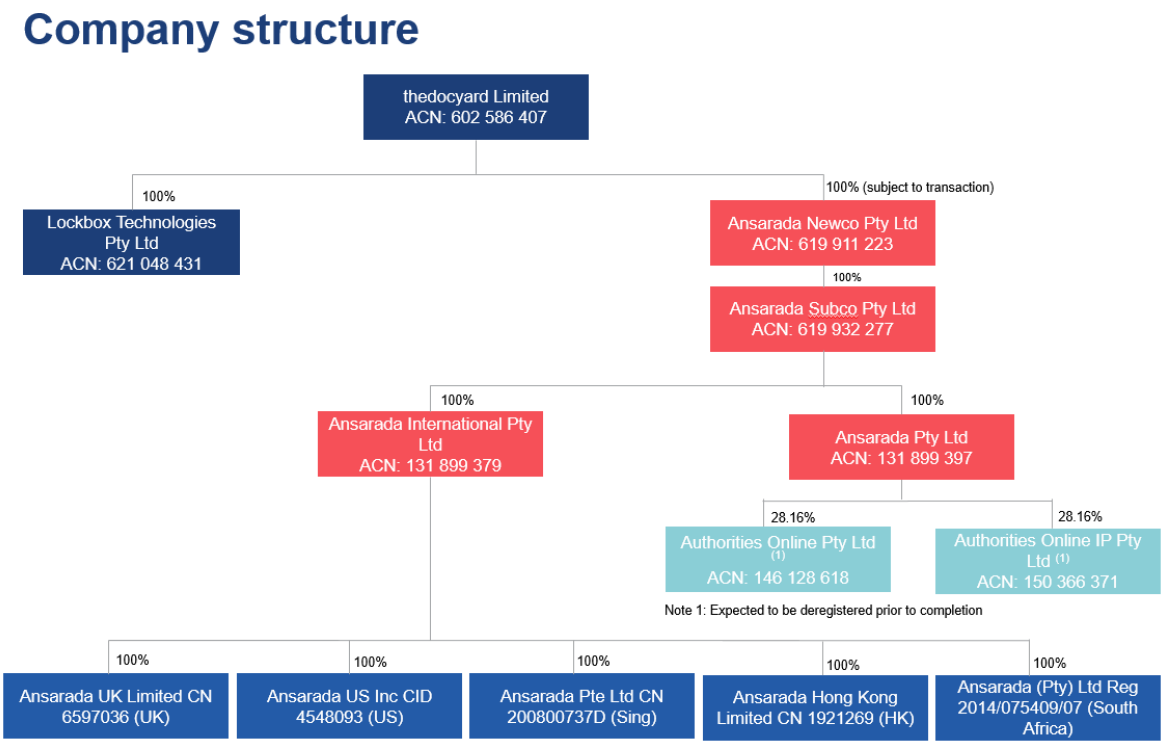
9.5 Corporate structure post-Acquisition

The corporate structure of the Group immediately after Completion will be:



Each of the entities listed above will undertake the business of the Group set out in this Prospectus.

9.6 Underwriting Agreement

The Offer is underwritten and managed by the Joint Lead Managers pursuant to an underwriting agreement dated 30 October 2020 between the Company and the Joint Lead Managers (**Underwriting Agreement**).

Pursuant to the Underwriting Agreement, the Company has appointed Morgans Corporate Limited and Moelis Australia Advisory Pty Ltd to act on an exclusive basis as bookrunners and Joint Lead Managers to the Offer, to arrange and manage the Offer and to act as underwriters for the Offer.

9.6.1 Commission, fees and expenses

The Company must pay the Joint Lead Managers an underwriting fee of 3.00% of the Offer proceeds and a management fee of 1.00% of the Offer proceeds on the settlement date (as shown in the 'Important Dates' timetable in the Key Offer Details section) (Settlement Date). These fees will be shared equally between the Joint Lead Managers.

Within 5 business days after the Settlement Date the Company may determine in its absolute discretion whether to pay an incentive fee (payable on invoice) to each Joint Lead Manager of up to an aggregate of 1.0% of the Gross Proceeds (Incentive Fee) to be shared equally between the Joint Lead Managers. The Incentive Fee will be determined by the Company in its absolute discretion within 5 business days after the Settlement Date.

The Company must pay Morgans Corporate Limited a financial advisor's fee of $315,000.

The Company has also agreed to pay or reimburse the Joint Lead Managers for reasonable fees, expenses, disbursements and other costs properly incurred by the Joint Lead Managers in connection with the Offer and the Prospectus.

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9.6.2 Termination events

Subject to section 9.6.3 below, if any of the following events has occurred or occurs at any time from the date of the Underwriting Agreement until 10.00am on the Settlement Date or any other time earlier as specified below, a Joint Lead Manager may terminate without cost or liability by notice to the Company:

(a) (**disclosures in Prospectus and public information**) a statement contained in:

(i) this Prospectus; or

(ii) *public information,

is or becomes misleading or deceptive (including by omission) (including having regard to sections 710, 711, 715A or 716 of the Corporations Act);

(b) (**Supplementary Prospectus**) the Company:

(i) issues or, in the reasonable opinion of that Joint Lead Manager, becomes required to issue a supplementary prospectus because of the operation of section 719 of the Corporations Act; or

(ii) lodges a supplementary prospectus with ASIC in a form and substance that has not been approved by that Joint Lead Manager in circumstances required by the Underwriting Agreement;

(c) (**new circumstances**) there occurs a new circumstance that arises after this Prospectus is lodged, that would have been required to be included in this Prospectus if it had arisen before lodgement;

(d) (**delisting**) ASX announces, or indicates to the Company, that the Company will be removed from the official list, that the Company fails to satisfy the admission and other requirements of ASX under the Listing Rules in connection with the Acquisition (or if re-admission is granted, the approval is subsequently withdrawn, qualified (other than by customary conditions) or withheld) or that the Shares will be:

(i) removed from official quotation; or

(ii) suspended from quotation by ASX for two or more than two trading days for any reason;

(e) (**official quotation**) approval (subject only to customary conditions) is refused or not granted to the official quotation of all the Offer Shares or Consideration Shares on ASX, or if granted, the approval is subsequently withdrawn, qualified (other than by customary conditions) or withheld;

(f) (**disclosures in the due diligence report and any other information**) the due diligence report in connection with the Offer, or verification material or any other information supplied by or on behalf of the Company to that Joint Lead Manager in relation to the Group or the Offer (including any information supplied prior to the date of the Underwriting Agreement) is (or is likely to be), or becomes (or becomes likely to be), misleading or deceptive (including by way of omission);

(g) (**market fall**) at any time the S&P/ASX 300 Index falls to a level that is 90% or less of the level as at the close of trading on the day immediately prior to the date of lodgement of this Prospectus and is at or below that level at the close of trading:

(i) for two consecutive business days during any time after the date of the Underwriting Agreement; or

(ii) on the business day immediately prior to the Settlement Date,

whichever is shorter;

(h) (**Sale Deed and Merger Implementation Deed**) the Sale Deed or the Merger Implementation Deed is breached, rescinded or terminated or, other than with the prior written consent of the Joint Lead Managers (such consent not to be unreasonably withheld or delayed), withdrawn, varied, waived or altered, amended or breached;

(i) *(**adverse change**) any adverse change occurs in the assets, liabilities, financial position or performance, profits, losses or prospects of the Company or the Group, including any adverse change in the assets, liabilities, financial position or performance, profits, losses or prospects of the Company or the Group from those respectively disclosed in any documents issued or published by or on behalf of the Company in respect of, or relating to, the Offer or Acquisition ('Offer Document') or public statements made before Completion by, or on behalf of the Company in relation to the business or affairs of the Group, a Group member, the Offer or the Acquisition;

(j) (**forward-looking statements**) the Offer Documents include any forecast, expression of opinion, belief, intention or expectation which:

(i) is not, or ceases to be, based on reasonable grounds in the opinion of that Joint Lead Manager (including having regard to ASIC Regulatory Guide 170); or

(ii) is or becomes incapable of being met or, in the opinion of that Joint Lead Manager, is unlikely to be met in the projected timeframe;

(k) *(**breach**) the Company defaults on one or more of its obligations under the Underwriting Agreement;

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(l) *(**representations, warranties and undertakings**) a representation, warranty, undertaking or obligation contained in the Underwriting Agreement on the part of the Company (whether severally or jointly) is breached, becomes not true or correct or is not performed;

(m) (**escrow**) any of the escrow agreements entered into by the Ansarada Vendors under which they are restricted from dealing in their Shares, are withdrawn, varied, terminated, rescinded or altered, amended or breached or found to be void or voidable (in each case, without the prior written consent of the Joint Lead Managers);

(n) (**unable to issue**) the Company is prevented from issuing the Offer Shares or the Consideration Shares within the time required by the Sale Deed, the timetable set out in the Underwriting Agreement, the Offer Documents, the Listing Rules, the ASX Settlement Operating Rules or by any other applicable laws, under an order of a court of competent jurisdiction or a Government Agency;

(o) *(**Constitution**) the Company varies any term of its Constitution without the prior written consent of that Joint Lead Manager to the terms of the variation or the Company does not comply with its Constitution;

(p) (**change to the Company**) the Company:

(i) alters the issued capital of the Company or a member of the Group; or

(ii) disposes or attempts to dispose of a substantial part of the business or property of the Company or a member of the Group,

other than as disclosed in the draft prospectus for the Offer and the Prospectus or otherwise permitted by the Underwriting Agreement, without the prior written consent of that Joint Lead Manager;

(q) (**change in management**) other than as disclosed in this Prospectus, a change in the Company's chief executive officer or chief financial officer or the board of directors of the Company is announced or occurs;

(r) (**prosecution or fraud**) any of the following occur:

(i) a director or proposed director of the Company named in the draft prospectus for the Offer or Prospectus has engaged in any fraudulent conduct or activity or, is charged with an indictable offence;

(ii) any Government Agency commences any public action against the Company or any of the directors of the Company in their capacity as a director of the Company, or announces that it intends to take that action; or

(iii) any director of the Company named in the draft prospectus for the Offer or Prospectus, is disqualified from managing a corporation under Part 2D.6 of the Corporations Act; or

(iv) the Company or any member of the Group engages in fraudulent conduct or activity, whether or not in connection with the Offer;

(s) *(**legal proceedings**) any of the following occurs:

(i) the commencement or escalation of legal proceedings against the Company or any member of the Group or against any director of the Company or any member of the Group;

(ii) any regulatory body commences an enquiry or public action against the Company or a member of the Group; or

(iii) there is a material adverse development in any litigation, arbitration, administrative or government proceeding or investigation referred to in the draft prospectus for the Offer as compared to the position outlined in the draft prospectus for the Offer;

(t) (**insolvency**) the Company or a member of the Group is or becomes insolvent or there is an act or omission which is likely to result in the Company or any member of the Group becoming insolvent;

(u) (**Timetable**) any event specified in the timetable set out in the Underwriting Agreement to occur up to or including the Settlement Date is delayed by more than 2 business days without the prior written consent of that Joint Lead Manager;

(v) (**regulatory approvals**) a regulatory body or Government Agency withdraws, revokes, varies or amends any approvals required for the Company to perform its obligations under the Underwriting Agreement or to carry out the transactions contemplated by the Offer Documents;

(w) (**notifications**) any of the following notifications are made in respect of the Offer:

(i) ASIC issues an order (including an interim order) under section 739 of the Corporations Act;

(ii) ASIC gives notice of a hearing under section 739(2) of the Corporations Act;

(iii) an application is made by ASIC for an order under Part 9.5 of the Corporations Act in relation to the Offer or an Offer Document or ASIC commences any investigation or hearing under Part 3 of the ASIC Act in relation to the Offer or an Offer Document;

(iv) any person (other than a Joint Lead Manager) who has previously consented to the inclusion of its name in the Prospectus withdraws that consent; or

(v) any person (other than a Joint Lead Manager) gives a notice under section 730 of the Corporations Act in relation to the Prospectus;

(x) (**withdrawal**) the Company withdraws the Prospectus, any invitations to apply for Offer Shares under an Offer Document or all or any part of the Offer or indicates that it does not intend to proceed with the Offer or any part of it;

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(y) (**certificate**) the Company does not provide a closing certificate in the form set out in the Underwriting Agreement (Closing Certificate) as and when required by the Underwriting Agreement;

(z) *(**accuracy of certificate**) a statement in any Closing Certificate is inaccurate, incorrect, untrue, false, misleading or deceptive (including by way of omission);

(aa) (**cyber security and fraud**) there is any actual security breach, violation of any security policy or other unauthorised access to the Group's IT Systems that results in any breach of privacy, theft, misappropriation of funds, legal action, regulatory scrutiny, disruption of services or reputational damage in respect of the Company or the business of the Group;

(bb) *(**force majeure**) there is an event or occurrence, including any statute, order, rule, regulation, directive or request (including one compliance with which is in accordance with the general practice of persons to whom the directive or request is addressed) of any Government Agency which makes it illegal for that Joint Lead Manager to satisfy an obligation under the Underwriting Agreement or to market, promote or settle the Offer;

(cc) *(**hostilities**) hostilities not presently existing commence (whether war has been declared or not) or an escalation in existing hostilities occurs (whether war has been declared or not) involving any 1 or more of Australia, New Zealand, the United States, the United Kingdom, the People's Republic of China, Hong Kong or Singapore or a national emergency is declared by any 1 of those countries or a major terrorist act is perpetrated anywhere in the world;

(dd) *(**change of law**) there is introduced, or there is a public announcement of a proposal to introduce, into the Parliament of Australia, any State or Territory of Australia, a new law, or the Reserve Bank of Australia or any Commonwealth or State authority, including ASIC, adopts or announces a proposal to adopt a new policy (other than a law or policy which has been announced before the date of the Underwriting Agreement);

(ee) *(**disruption in financial markets**) any of the following occurs:

(i) a general moratorium on commercial banking activities in Australia, New Zealand Singapore, Hong Kong, the United Kingdom, the United States is declared by the relevant central banking authority in those countries, or there is a disruption in commercial banking or security settlement or clearance services in any of those countries;

(ii) any disruption to the financial markets in Australia, New Zealand, Singapore, Hong Kong, the United Kingdom, or the United States, or in foreign exchange rates or any development involving a prospective change in political, financial or economic conditions in any of those countries; or

(iii) trading in all securities quoted or listed on ASX, New York Stock Exchange or the London Stock Exchange is suspended or limited in a material respect for 1 day (or a substantial part of one day) on which that exchange is open for trading;

(ff) (**illegality or commercial impracticability**) there is an event, occurrence or non-occurrence after the execution of the Underwriting Agreement which makes it illegal or commercially impracticable for the Joint Lead Managers to satisfy a material obligation under the Underwriting Agreement, or to settle the offer of Offer Shares, or that causes the Joint Lead Managers to delay satisfying a material obligation under the Underwriting Agreement, including, without limitation:

(i) any acts, statute, order, rule, regulation, directive or request of any Government Agency, orders of any courts, lockdowns, lock-outs, forced closures, restrictions on mobility, or interruptions or restrictions in transportation which has this impact; or

(ii) any acts of God or other natural forces, civil unrest or other civil disturbance, currency restriction, embargo, action or inaction by a Government Agency, or any other event similar to those enumerated above.

9.6.3 Reasonableness

If an event referred to in one of the sub-paragraphs of section 9.6.2 marked by an asterisk (*) occurs, a Joint Lead Manager may not terminate the Underwriting Agreement unless in the reasonable opinion of that Joint Lead Manager, the event (i) has, or is likely to have, a materially adverse effect on the outcome, success or settlement of the Offer; ability of that Joint Lead Manager to settle the Offer; willingness of investors to subscribe for the Offer Shares; the likely price at which the Offer Shares will trade on ASX; or (ii) has given, or is likely to give rise to a liability for that Joint Lead Manager under any law, regulation or rule of any securities exchange, regulatory body or self-regulatory body or contract relating to the Offer or a contravention by that Joint Lead Manager or its affiliates of, or that Joint Lead Manager or its affiliates being involved in a contravention of, the Corporations Act or any other law, regulation or rule of any securities exchange, regulatory body or self-regulatory body or contract relating to the Offer.

9.6.4 Conditions, representations, warranties and undertakings

The Underwriting Agreement contains representations, warranties and undertakings provided by the Company to the Joint Lead Managers, as well as customary conditions precedent. The representations and warranties relate to matters such as the Company's powers and capacities, conduct (including in relation to the Group's businesses and operations, compliance with applicable laws, the due diligence undertaken and in relation to the Offer), information provided to the Joint Lead Managers, financial information, accounting controls, litigation and other matters including but not limited to intellectual property, data security, insurance, property and labour relations.

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The Company's undertakings include that it will not:

(a) at any time after the date of the Underwriting Agreement and up to 120 days after Completion of the Offer, undertake certain actions, including not making certain changes to its business, alter or reorganize the capital structure, and not without consent of the Joint Lead Managers issue, transfer or allot or agree to issue, transfer or allot any equity securities or subordinated debt securities or other securities (including hybrid, convertible or equity-linked securities) or grant or agree to grant any options in respect of such securities, subject to certain limited exceptions including issues of New Shares under the Offer and pursuant to the Sale Deed, issues of options the LTI Options Offer and the Non-Executive Directors Options Offer, an existing employee or director incentive plan and a currently existing distribution reinvestment plan;

(b) before Completion, create any encumbrance over any Offer Shares, alter its constitution without the consent of the Joint Lead Managers;

(c) strictly enforce the Escrow Agreements, and not waive any condition, term, obligation or breach of the Merger Implementation Deed or the Sale Deed without the consent of the Joint Lead Managers.

9.6.5 Indemnity

Subject to certain exclusions including fraud, willful misconduct, recklessness or gross negligence by an indemnified party, the Company agrees to keep the Joint Lead Managers and certain of their affiliated parties indemnified from losses suffered or incurred in connection with the Offer.

9.7 Material Contracts

Set out below is a brief summary of the certain contracts to which the Company or Ansarada is a party and which the Directors and Proposed Directors have identified as material to the Company or Ansarada, or are of such a nature that an investor may wish to have details of particulars when making an assessment of whether to participate in the Offer.

9.7.1 Merger Implementation Deed

On 30 September 2020, the Company and Ansarada entered into a merger implementation deed to govern the implementation of the Offer and the acquisition by TDY of 100% of the share capital of Ansarada (Merger Implementation Deed).

The key terms and conditions of the Merger Implementation Deed include the following:

(a) (Implementation): Both the Company and Ansarada agree to work together to propose and implement the Acquisition and Offer including preparing all relevant documents relating to the Acquisition and Offer including the TDY NOM, the Ansarada NOM and this Prospectus.

(b) (Conditions): Completion of the Merger Implementation Deed is subject to the satisfaction or waiver by parties of the following conditions precedent:

(1) in the reasonable opinion of the Company, there has not been a material adverse change between the 30 June 2020 audited accounts and the 2020 financial information for Ansarada made available to the Company as at 30 September 2020;

(2) Ansarada obtaining all necessary shareholder approvals for the Acquisition and if necessary, providing evidence to the Company that a 'drag along notice' has been served to the Ansarada shareholders;

(3) Ansarada issuing a 'back stop notice' to all Convertible Noteholders setting a 'back stop date' such that the Convertible Noteholders can make relevant elections to redeem their notes for cash or convert their notes into Ansarada ordinary shares;

(4) Ansarada and the Company executing the Sale Deed;

(5) the Company obtaining all necessary shareholder approvals in respect of the Acquisition and Offer;

(6) the Company entering into the Underwriting Agreement with the Joint Lead Managers and such Underwriting Agreement not being terminated prior to the allotment date in respect of the Offer;

(7) the Company obtaining all approvals, waivers and modifications from ASIC and the ASX which are necessary to enable the Acquisition and Offer to proceed in accordance with the terms of the Merger Implementation Deed and Sale Deed; and

(8) the Company applying to ASX for quotation of the Company shares, including those to be issued and allotted under the Offer, and the ASX indicating that it will grant permission for the quotation of the Company shares.

(c) (Company shareholder approvals): The parties acknowledge and agree that the following Company shareholder approvals are necessary for the implementation of the Acquisition and Offer:

(1) approvals required in accordance with ASX Listing Rules 7.1, 10.11, 10.14 and 11.1;

(2) approval to undertake a consolidation of the Company shares on the basis of every 1 share for every 10 shares held;

(3) approval to change the name of the Company to "Ansarada Group Limited"; and

(4) approvals to appoint the Proposed Directors to the board of the Company.

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(d) (Termination): Either party can terminate the Merger Implementation Deed provided:

(1) the conditions precedent as outlined at Section (b) above are not satisfied or waived;

(2) the other party suffers an insolvency event;

(3) the other party is in material breach of the Merger Implementation Deed which is incapable of being remedied;

(4) a majority of the Directors change their recommendation in relation to the Acquisition or Offer; or

(5) the Sale Deed is validly terminated.

(e) (Proceeds of the Offer): The proceeds of the Offer are to applied in the following order:

(1) first, to the Buyer Funded Note Redemption Amount (being an amount up to $25 million that the Company is contributing to redemption of the Convertible Notes under the Sale Deed);

(2) second, to fund the joint transaction costs of both parties; and

(3) the balance to be retained by the Company as growth capital for the purposes outlined in Section 7.1.3 of this Prospectus.

(f) (Warranties): The Company and Ansarada both provide standard warranties including in respect of title, capacity and capital structure.

9.7.2 Sale Deed

On 30 September 2020, the Company and Ansarada entered into a sale deed which provides the mechanics for Ansarada delivering 100% of its share capital to the Company in connection with the Acquisition (**Sale Deed**).

The key terms and conditions of the Sale Deed include the following:

(a) (Acquisition): On Completion of the Sale Deed, each holder of Ansarada ordinary shares (an Ansarada Vendor) must sell their ordinary shares to the Company free of encumbrances.

(b) (Consideration): The consideration payable for the Acquisition is the Company issuing 43.1 million Consideration Shares to the Ansarada Vendors.

(c) (Conditions): Completion of the Sale Deed is subject to the satisfaction or waiver by parties of the following conditions precedent:

(1) each of the conditions precedent in the Merger Implementation Deed as outlined in Section 9.7.1 being satisfied or waived;

(2) all Convertible Noteholders exercising or agreeing to exercise the Warrants;

(3) sufficient conversion notices being received by Convertible Noteholders such that the Note Redemption Amount is equal to or less than the Maximum Redemption Amount;

(4) all Convertible Noteholders executing a deed of accession to the Sale Deed (Deed of Accession);

(5) preference shareholders holding 75% or more of the preference shares in Ansarada agreeing to convert their preference shares into ordinary shares and amend the Ansarada constitution whether by execution of a Deed of Accession or otherwise;

(6) ordinary shareholders holding 75% or more of the Ansarada ordinary shares agreeing to amend the Ansarada constitution;

(7) ordinary shareholders and preference shares executing a Deed of Accession or otherwise being subject to a drag along under the Ansarada shareholders deed;

(8) execution and delivery of the release of security over Ansarada by Ellerston Capital; and

(9) certain key management personnel and other Ansarada securityholders agreeing to execute escrow agreements as outlined further in Section 7.10.

(d) (Termination): The Sale Deed can be terminated in the event that the conditions precedent cannot be satisfied or waived, and automatically terminates if the Merger Implementation Deed is terminated.

(e) (Warranties): The Company and the Ansarada Vendors provide standard warranties including in respect of title and capacity.

9.7.3 PYCO Master Services Agreement

On 27 November 2015, Ansarada Australia and PYCO entered into the PYCO master services agreement (the **PYCO MSA**). Under the PYCO MSA:

(a) PYCO provides certain development services to Ansarada Australia through an SPV entity incorporated for the purposes of this arrangement, Pyramid Vietnam SPV; and

(b) Ansarada Australia (or one or more of its affiliates) has an option to acquire 100% of the share capital in Pyramid Vietnam SPV. The purchase price for the acquisition will be equal to a decreasing multiple of the last monthly services fees paid by Ansarada Australia to PYCO at the time Ansarada Australia notifies PYCO of its intent to exercise the purchase option (as indicated in a schedule to the PYCO MSA). Accordingly:

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(1) if the option were exercised prior to 27 November 2020, the purchase price Ansarada Australia would be required to pay is USD$550,000 (subject to working capital adjustments);

(2) if the option were exercised prior to 27 November 2021, the purchase price Ansarada Australia would be required to pay is USD$400,000 (subject to working capital adjustments); and

(3) if the option were exercised after 27 November 2021, the purchase price Ansarada Australia would be required to pay is USD$250,000 (subject to working capital adjustments).

As detailed in Section 7.1.3 of this Prospectus, the Company and Ansarada intend to use a portion of the growth working capital following completion of the Offer to fund this purchase.

9.8 Consents to be named and inclusion of statement and disclaimers of responsibility

Each of the parties listed below in this Section 9.8 (each a consenting party), to the maximum extent permitted by law, expressly disclaims all liabilities in respect of, makes no representations regarding and takes no responsibility for any statements in or omissions from this Prospectus, other than the reference to its name in the form and context in which it is named and a statement or report included in this Prospectus with its consent as specified below.

Each of the consenting parties listed below has given and has not, at the time of lodgement of this Prospectus with ASIC, withdrawn its written consent to the inclusion of statements in this Prospectus that are specified below in the form and context in which the statements appear:

- Ansarada NewCo Pty Ltd has given, and has not withdrawn prior to the Prospectus Date, its written consent to be named in this Prospectus. Ansarada NewCo Pty Ltd has neither authorised nor caused the issue of this Prospectus and only takes responsibility for the following information regarding Ansarada NewCo Pty Ltd and its subsidiaries, which has been included in this Prospectus with the consent of Ansarada NewCo Pty Ltd, including:
  - Letter from the Chairman;
  - Sections 1.1 (other than "who is thedocyard?"), 1.2, 1.3, 1.4, 1.5, 1.6, 1.7 and 1.8;
  - Section 2.2.5;
  - Section 3 (other than sections 3.1.2, 3.2, 3.4.2, 3.4.4 and 3.10.3.1);
  - Section 4 (other than Table 11 in section 4.3.5);
  - Section 5.1;
  - Section 6 (other than section 6.1.1, 6.3.1 and 6.3.4.4);
  - Section 9.5 and 9.7.3; and
  - Section 10.
- Morgans Corporate Limited has given, and has not withdrawn prior to the Prospectus Date, its written consent to be named in this Prospectus as a Joint Lead Manager to the Offer;
- Moelis Australia Advisory Pty Ltd has given, and has not withdrawn prior to the Prospectus Date, its written consent to be named in this Prospectus as a Joint Lead Manager to the Offer;
- Herbert Smith Freehills has given, and has not withdrawn prior to the Prospectus Date, its written consent to be named in this Prospectus as Australian legal adviser (other than in relation to taxation and stamp duty matters) to the Company in relation to the Offer in the form and context in which it is named;
- KPMG Financial Advisory Services (Australia) Pty Limited has given, and has not withdrawn prior to the Prospectus Date, its written consent to be named in this Prospectus as Investigating Accountant to the Company in relation to the Financial Information in the form and context in which it is named and to the inclusion in this Prospectus of its Investigating Accountant's Report in Section 8 in the form and context in which it is included;
- KPMG has given, and has not withdrawn prior to the Prospectus Date, its written consent to be named in this Prospectus in relation to the Offer in the form and context in which it is named; and
- Boardroom Pty Limited has given, and has not withdrawn prior to the Prospectus Date, its written consent to be named in this Prospectus as the Share Registry to the Company in the form and context in which it is named.
- MarketsandMarkets Research Pvt Ltd has given, and has not withdrawn prior to the Prospectus Date, its written consent to the inclusion of in the Prospectus of statements that are based on data or information prepared by MarketsandMarkets.

No consenting party referred to in this Section has made any statement that is included in this Prospectus or any statement on which a statement made in this Prospectus is based, except as stated above. Each consenting party referred to in this Section has not authorised or caused the issue of this Prospectus, does not make any offer of Shares and expressly disclaims and takes no responsibility for any statements in or omissions from this Prospectus, except as stated above in this Section 9.8.

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9.9 Regulatory relief

On 28 August 2020, ASX confirmed that they consider the Acquisition to constitute a back door listing and therefore the Company is required to comply with ASX Listing Rules 11.1.2 and 11.1.3.

This means that in addition to seeking shareholder approval for the Acquisition as detailed in Section 9.2 of this Prospectus, this Prospectus is a re-compliance prospectus for the purposes of satisfying Chapters 1 and 2 of the ASX Listing Rules as though it is seeking re-admission to the official list of ASX following a change in the scale of its activities.

ASX has provided an in-principle confirmation that other than the 74,853,424 fully paid ordinary shares and 1,200,000 performance shares which are already classified as 'restricted securities', the ASX mandatory escrow restrictions in clauses 1, 2, 3, 4, 6, 7, 8 and 9 of Appendix 9B of the ASX Listing Rules will not apply to the Company.

9.10 Litigation and claims

The Company and its subsidiaries are from time to time, party to various disputes and legal proceedings incidental to the conduct of its business. As at the Prospectus Date, there are no current, pending or threatened civil litigation, arbitration proceedings or administrative appeals, or criminal or governmental prosecutions of a material nature in which the Company or its subsidiaries are directly or indirectly concerned which is likely to have a material adverse impact on the business or financial position of the Company.

9.11 Taxation considerations

The following comments provide a general summary of the Australian tax issues for Shareholders who acquire Shares under this Prospectus.

The categories of Shareholders considered in this summary are limited to individuals, complying superannuation entities and certain companies, trusts or partnerships, each of whom hold their shares on capital account for Australian income tax purposes.

This summary does not consider the consequences for Shareholders who are insurance companies, banks, Shareholders that hold their shares on revenue account or carry on a business of trading in shares, Shareholders who are exempt from Australian tax, or Shareholders who are subject to the Taxation of Financial Arrangements rules contained in Division 230 of the Income *Tax Assessment Act 1997* (Cth).

This summary in this Section is general in nature and is non exhaustive of all Australian tax consequences that could apply in all circumstances of any given Shareholder. The individual circumstances of each Shareholder may affect the taxation implications of the investment of the Shareholder.

It is recommended that all Shareholders consult their own independent tax advisers regarding the income tax (including capital gains tax (CGT)), stamp duty and goods and services tax (GST) consequences of acquiring, owning and disposing of Shares, having regard to their specific circumstances (including whether they are an Australian tax resident).

This summary is based on the relevant Australian tax laws in force as at the Prospectus Date (together with established interpretations of those laws), which may change. This summary does not take into account the tax law of countries other than Australia. This summary is general in nature and is not intended to be an authoritative or complete statement of the applicable law.

Tax laws are complex and subject to ongoing change. The tax consequences discussed in these summaries do not take into account or anticipate any changes in law (by legislation or judicial decision) or any changes in the administrative practice or interpretation by the relevant authorities. The precise implications of ownership or disposal of the Shares will depend upon each Shareholder's specific circumstances.

This summary does not constitute financial product advice as defined in the Corporations Act.

9.11.1 Dividends paid on Shares – Australian tax residents

Dividends may be paid to Shareholders by the Company. The Company may attach 'franking credits' to such dividends. Franking credits broadly represent the extent to which a dividend is paid by the Company out of profits that have been subject to Australian tax. It is possible for a dividend to be fully franked, partly franked or unfranked. The dividend should be included in each Australian tax resident Shareholder's assessable income for the relevant year of income.

The concept of a dividend for Australian income tax purposes is very broad and can include payments that are made in respect of such things as off-market buy backs.

To the extent that franking credits are attached to a dividend, Australian tax resident Shareholders should include in their assessable income, an amount equal to the franking credits (in addition to the dividend paid) in the income year in which the dividend is paid or credited.

Additional Information

Australian tax resident Shareholders should be entitled to a tax offset equal to the franking credits attached to the dividend providing they are a 'qualified person'. A 'qualified person' is a Shareholder who, in broad terms, hold Shares in the Company 'at risk' for a period of more than 45 days within a period beginning on the day after the date on which the Shareholder acquired the Shares and ending on the 45th day after the date on which the Shares became 'ex dividend'. An individual may also be a 'qualified person' where their total franking credit entitlement in the relevant income year is below $5,000 for the relevant year. In some cases, an amount of a tax offset not applied against an Australian tax resident Shareholder's tax liability can be refunded to that Shareholder. Whether this is available depends on the particular circumstances of the Shareholder, including their entity type.

9.11.2 Dividends paid on Shares – non-Australian tax residents

Shareholders who are not tax resident in Australia should generally be subject to Australian dividend withholding tax with respect to any unfranked dividends received.

Australian dividend withholding tax should be imposed at a flat rate of 30% on the amount of the dividend that is unfranked unless the Shareholder is tax resident in a country that has concluded a double taxation agreement with Australia. If that is the case, and the Shareholder is otherwise able to rely on the double taxation agreement, the rate of Australian dividend withholding tax may be reduced, depending on the terms of the double taxation agreement. There are certain other withholding tax reductions/concessions where an unfranked dividend is paid, including where some or all part of the dividend has been declared as conduit foreign income.

Dividends paid to Shareholders who are not tax resident in Australia which are fully franked should not be subject to Australian dividend withholding tax.

9.11.3 Disposal of Shares – Australian tax residents

Australian tax resident Shareholders who hold their Shares on capital account will be required to consider the impact of the Australian CGT provisions in respect of the disposal of their Shares. A capital gain will arise where the capital proceeds on disposal exceed the cost base of the share (broadly, the cost base is the amount paid to acquire the Share plus any (non-tax deductible) transaction costs incurred in relation to the acquisition or disposal of the Shares). In the case of an arm's length on-market sale, the capital proceeds should be the total amount of the money and property received from the sale of the Shares. A CGT discount may be applied against the capital gain (after first deducting any available capital losses, see below) where the Shareholder is an individual, complying superannuation entity or trustee, and the Shares have been held for more than 12 months prior to the CGT event. Where the CGT discount applies, any capital gain arising to individuals and entities acting as Trustees (other than a trust that is a complying superannuation entity) may be reduced by one-half after offsetting current year or prior year capital losses. For a complying superannuation entity, any capital gain may be reduced by one-third, after offsetting current year or prior year capital losses.

Where the Shareholder is the trustee of a trust that has held the Shares for more than 12 months before disposal, the CGT discount may flow through to the beneficiaries of the trust if those beneficiaries are not companies. Shareholders that are trustees should seek specific advice regarding the tax consequences of distributions to beneficiaries who may qualify for discounted capital gains.

A capital loss will be realised where the reduced cost base of the Share (the reduced cost base is determined by a similar (although not identical) calculation to the cost base) exceeds the capital proceeds from disposal. Capital losses may only be offset against capital gains realised by the Shareholder in the same income year or future income years, subject to certain loss recoupment tests being satisfied. Capital losses cannot be offset against other forms of assessable income.

9.11.4 Disposal of Shares – Non-Australian tax residents

The disposal of a Share by a Shareholder who is not a tax resident in Australia should constitute a CGT event. A capital gain may initially arise to the extent that the capital proceeds on disposal exceed the cost base of the Share.

However, any capital gain initially arising as a result of the CGT event should be disregarded unless the Share constitutes "taxable Australian property." Broadly, a Share should constitute taxable Australian property if both of the following requirements are satisfied:

- the Shareholder (together with any associates of the Shareholder) holds an interest of at least 10% in the Company at the time of the disposal, or has held such an interest throughout a 12-month period in the 24 months preceding the disposal; and
- the Company is "land rich" for Australian income tax purposes (broadly, because more than 50% of the value of the Company's assets, including those of certain subsidiaries, is comprised by Australian real property interests and/or certain interests in respect of Australian minerals).

A Share should also constitute taxable Australian property if it is used by a Shareholder in carrying on a business in Australia through a permanent establishment (for example, a fixed place of business, such as an office, which is located in Australia).

In the event that a Shareholder who is not a tax resident in Australia realises a capital gain in connection with the disposal of a Share that constitutes taxable Australian property, the Shareholder should ordinarily be required to lodge an Australian income tax return including the capital gain. In such circumstances, the Shareholder should generally not be entitled to claim the benefit of the CGT discount to

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reduce the amount of the capital gain included, but may be able to offset the capital gain with any available capital losses, subject to certain loss recoupment tests being satisfied. The amount of the capital gain, after application of any available capital losses, should be subject to Australian income tax at the Shareholder's marginal tax rate.

A capital loss should initially be realised by a Shareholder who is not a tax resident in Australia to the extent that the reduced cost base of a Share exceeds the capital proceeds from its disposal. However, as with capital gains, a capital loss should be disregarded by the Shareholder unless the Share being disposed of constitutes taxable Australian property. Capital losses which are not disregarded may only be offset against capital gains from the disposal of taxable Australian property in the same income year or future income years, subject to certain loss recoupment tests being satisfied.

9.11.5 Non-resident CGT withholding

The foreign resident CGT withholding regime can impose an obligation on a purchaser of Shares from a non-Australian resident to withhold an amount equal to 12.5% of the purchase price of the asset and remit this amount to the ATO. The withholding obligation will apply when the shares acquired meet the definition of an "indirect Australian real property interest."

However, the rules should not apply to the disposal of a Share on ASX (in accordance with a specific exemption).

9.11.6 GST

Under current Australian law, no GST should be payable by Shareholders in respect of the issue, acquisition, disposal or transfer of their Shares in the Company regardless of whether or not the Shareholder is registered for GST. Shareholders may not be entitled to claim full input tax credits in respect of any GST included in the costs they have incurred in connection with their acquisition of the Shares. Separate GST advice should be sought by Shareholders in this respect relevant to their particular circumstances.

No GST should be payable by Shareholders on receiving dividends distributed by the Company.

9.11.7 Stamp duty

Shareholders should not be liable for stamp duty in respect of their initial subscription of Shares on the basis that TDY does not hold any relevant interests in real property. Under current stamp duty legislation, no stamp duty should ordinarily be payable by Shareholders on any subsequent transfer of Shares whilst the Company remains listed.

Shareholders should seek their own advice as to the impact of stamp duty in their own particular circumstances

9.11.8 Withholding Tax

Australian resident Shareholders may, if they choose, notify the Company of their TFN, ABN or a relevant exemption from withholding tax with respect to dividends.

In the event that the Company is not so notified, pursuant to the TFN withholding rules, tax may be required to be deducted at the highest marginal rate plus the Medicare levy from the cash amount of the unfranked portion (if any) of the dividends. No amount is required to be deducted by the Company in respect of fully franked dividends. The rate of withholding as at the date of this Prospectus is 47%.

The Company is required to withholding and remit to the ATO such tax until such time as the relevant TFN, ABN or exemption notification is given to the Company.

Australian tax resident Shareholders may be able to claim a tax credit/rebate (as applicable) in respect of the tax deducted in their income tax returns.

A Shareholder that holds Shares as part of an enterprise may quote their ABN instead of their TFN.

Shareholders who are not tax residents in Australia should not be required to comply with the above requirement.

9.11.9 LTI Options Offer

Introduction

The information outlined in the summary applies to LTI Options to be granted on the date of Completion. This summary does not constitute advice and is provided for reference purposes only.

The summary assumes that the participant is, and remains, an Australian resident (but not a temporary resident) for tax purposes throughout the period until the exercise date and for the entire period prior to sale of shares. There are specific rules regarding individuals whose residency status changes. This summary does not consider the tax implications of any other jurisdiction. This summary has been prepared on the assumption that the LTI Options are valued at nil for tax purposes at the time of grant. Where this is not the case, there may be additional tax implications for the participant.

Additional Information

This guide does not consider share buy backs nor the cashless exercise of the LTI Options. Specific advice should be sought where these occur.

It is strongly recommended that participants seek specific tax advice regarding the tax implications of the Award of LTI Options. We note that legislation can change and the tax information provided in this summary can become out of date.

This summary is prepared based on Australian tax laws as at October 2020.

Summary

The terms of the LTI Options have been set such that the LTI Options are valued at nil for tax purposes at the time of grant. The valuation of the LTI Options is done in accordance with the safe harbour valuation methodology included in Division 83A of the Income Tax Assessment Regulations 1997 which determines the market value of the options based on the following factors:

- Share price at grant;
- Life of the LTI Option;
- Exercise price compared to the market value of the shares.

Based on the terms of the grant, the market value of the LTI Options at grant is nil and therefore there are no amounts assessable to participants upon acquisition of the LTI Options.

The LTI Options should be held as a capital asset (subject to participant's personal circumstances) from grant.

Exercise of the LTI Options should not trigger a taxing point.

Where the Shares are disposed of, a capital gains tax event will be triggered and the participant will recognise a capital gain or loss based on the difference between the proceeds received and the cost base (which includes the exercise price).

Where the sale proceeds exceed the costs base, tax is payable on this capital gain taxable amount at the participant's marginal tax rate (top marginal tax rate is currently 47%).

Where the Shares have been held for more than 12 months (following exercise of the LTI Options), the participant may be eligible for a 50% CGT discount on the taxable amount (after the application of capital losses).

Where the cost base exceeds the proceeds, the participant will recognise a capital loss which may be offset against current year capital gains or carried forward to be used against future capital gains.

9.12 Foreign selling restrictions

This document does not constitute an offer of New Shares in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

Hong Kong

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). No action has been taken in Hong Kong to authorise or register this document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, the New Shares have not been and will not be offered or sold in Hong Kong other than to "professional investors" (as defined in the SFO and any rules made under that ordinance).

No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

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New Zealand

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the "FMC Act"). The New Shares are not being offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) other than to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

Singapore

This document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Shares, may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (the "SFA"), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

This document has been given to you on the basis that you are (i) an existing holder of the Company's shares, (ii) an "institutional investor" (as defined in the SFA) or (iii) an "accredited investor" (as defined in the SFA). In the event that you are not an investor falling within any of the categories set out above, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

United Kingdom

Neither this document nor any other document relating to the offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended ("FSMA")) has been published or is intended to be published in respect of the New Shares.

The New Shares may not be offered or sold in the United Kingdom by means of this document or any other document, except in circumstances that do not require the publication of a prospectus under section 86(1) of the FSMA. This document is issued on a confidential basis in the United Kingdom to "qualified investors" (within the meaning of Article 2(e) of the Prospectus Regulation (2017/1129/EU), replacing section 86(7) of the FSMA). This document may not be distributed or reproduced, in whole or in part, nor may its contents be disclosed by recipients, to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the New Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company.

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 ("FPO"), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together "relevant persons"). The investment to which this document relates is available only to relevant persons. Any person who is not a relevant person should not act or rely on this document.

Additional Information

This document does not constitute an offer of Options in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the Options may not be offered or sold, in any country outside Australia except to the extent permitted below.

Netherlands

Attention! This investment falls outside AFM supervision.
No prospectus required for this activity.

This document has not been, and will not be, registered with or approved by any securities regulator in the Netherlands or elsewhere in the European Union. Accordingly, this document may not be made available, nor may the Options be offered for sale, in the Netherlands except in circumstances that do not require a prospectus under Article 1(4) of Regulation (EU) 2017/1129 of the European Parliament and the Council of the European Union (the "Prospectus Regulation").

In accordance with Article 1(4) of the Prospectus Regulation, an offer of Options in the Netherlands is limited:

- to persons who are "qualified investors" (as defined in Article 2(e) of the Prospectus Regulation);
- to fewer than 150 natural or legal persons (other than qualified investors); or
- in any other circumstance falling within Article 1(4) of the Prospectus Regulation.

South Africa

This document does not, nor is it intended to, constitute a prospectus prepared and registered under the South African Companies Act and may not be distributed to the public in South Africa.

An entity or institution resident in South Africa may not implement participation in the offer of Options by exercising them unless (i) permitted under the South African Exchange Control Regulations or (ii) a specific approval has been obtained from an authorised foreign exchange dealer in South Africa or the Financial Surveillance Department of the South African Reserve Bank.

United States

This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The Options have not been, and will not be, registered under the US Securities Act of 1933 or the securities laws of any state or other jurisdiction of the United States. Accordingly, the Options may not be offered or sold in the United States except to employees of the Company in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

Philippines

THE SECURITIES BEING OFFERED OR SOLD HAVE NOT BEEN REGISTERED WITH THE PHILIPPINE SECURITIES AND EXCHANGE COMMISSION UNDER THE PHILIPPINE SECURITIES REGULATION CODE (THE "CODE"). ANY FUTURE OFFER OR SALE THEREOF IS SUBJECT TO REGISTRATION REQUIREMENTS UNDER THE CODE UNLESS SUCH OFFER OR SALE QUALIFIES AS AN EXEMPT TRANSACTION.

The Options are being offered and sold to qualified buyers in an exempt transaction under Section 10.1(k) of the Code. The Company has not sought confirmation, and the SEC has not confirmed, whether the offer of Options qualifies as an exempt transaction under the Code.

Information about the Company is available in its Australian prospectus, which is available from the Company.

9.13 Governing law

This Prospectus and the contracts that arise from the acceptance of the Applications under this Prospectus are governed by the laws applicable in New South Wales, Australia and each Applicant under this Prospectus submits to the exclusive jurisdiction of the courts of New South Wales, Australia.

9.14 Statement of Directors

This Prospectus has been authorised by each Director of the Company who has consented to its lodgement with ASIC and its issue and has not withdrawn that consent.

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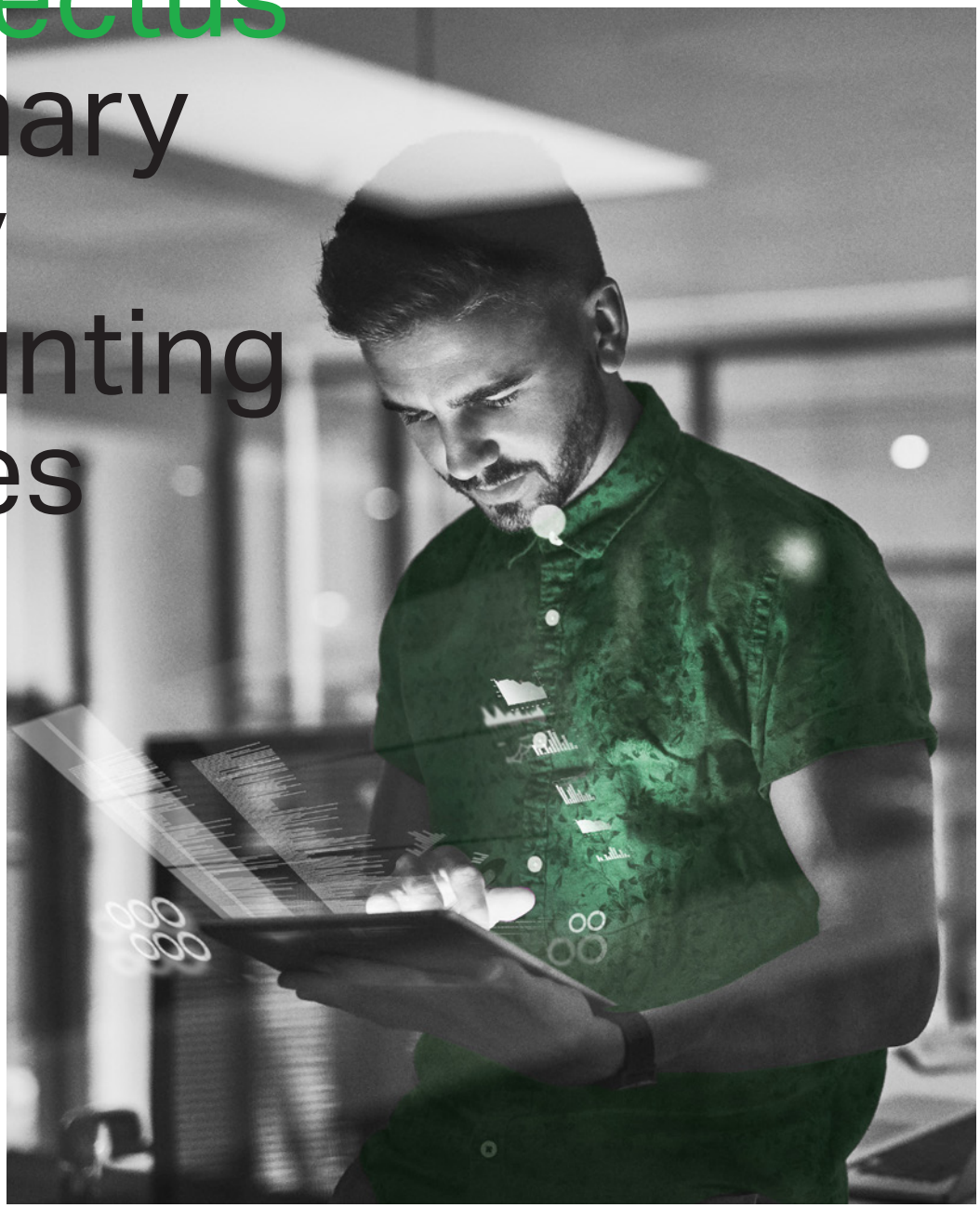
thedocyard Prospectus Summary of Key Accounting Policies



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Summary of Key Accounting Policies

Basis of accounting

The consolidated financial statements have been prepared on the historical cost basis except the following items which are measured on an alternative basis at each reporting date.

Items	Measurement Basis
Share based payments	Fair value at grant date

The financial year ended 30 June 2020 was the first set of the Group's annual financial statements in which AASB 16 Leases has been applied as outlined in Note 2.

Adoption of AASB 16 Leases from 1 July 2019

The Group has applied AASB 16 using the modified retrospective approach and therefore the comparative information in the annual financial statements has not been restated and continues to be reported under AASB 117 – i.e. it is presented, as previously reported, under AASB 117 and related interpretations. The Group previously classified leases as operating or finance leases based on its assessment of whether the lease transferred substantially all of the risks and rewards of ownership. On transition to AASB 16, all leases entered into by the Group were classified as operating leases under AASB 117 and related interpretations, and the payments recognised on a straight-line basis in the consolidated statement of profit or loss over the term of the lease. The details of the changes in accounting policies are disclosed below.

a) Definition of leases

Under AASB 16, a contract is, or contains, a lease if the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration. The Group has entered into non-cancellable leases on certain properties and other items of plant and equipment. Leases vary in contract term, with renewal at the option of the Group. On renewal, the terms of the leases are usually renegotiated. Leases mainly relate to building assets in Australia and United States of America.

Short term and low value asset leases are accounted for using the previous method of accounting (in accordance with recognition exemption provided in the standard), whereby the sum of lease payments is recognised on a straight-line basis over the lease term in the income statement. Short term leases are those with terms equal to or less than 12 months, and low value assets.

b) Changes to accounting

The Group recognises a right-of-use asset and a lease liability at the lease commencement date, being the date that the underlying asset is available for use. The right-of-use asset is initially measured at cost, and subsequently at cost less any accumulated depreciation and impairment losses, and adjustment for certain remeasurement of the lease liability. The cost of the right-of-use asset includes the amount of recognised lease liabilities, initial direct costs inherent to the lease, and the expected costs to make good the leased asset, less any incentive received.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. The nature and structure of the lease portfolio is such that the interest rate implicit in the leases is not readily determinable. Therefore, the Group uses the Incremental Borrowing Rate (IBR) for terms which approximate the lease term to discount the future value of lease payments. The lease payments include fixed payments (including in substance fixed payments) and variable lease payments that depend on an index or rate. Variable payments that do not depend on an index or rate are recognised as an expense in profit or loss as they are incurred. These payments, previously expensed within EBITDA on a straight-line basis, are replaced by the straight-line depreciation of the right of use asset and reduce the lease liability. As the lease liability is carried at present value, an interest expense arises over the duration of the lease term.

The principal component of lease payments is reclassified in the statement of cash flows from operating to financing activities.

The Lease Liability is remeasured when there is a change in future payments arising from a change in an index or rate, a change in the estimate of the amount expected to be payable under a residual value guarantee, or as appropriate, changes in the assessment of whether a purchase or extension option is reasonably certain to be exercised or a termination option is reasonably certain not to be exercised.

The Group has applied judgement to determine the lease term for some lease contracts that include renewal options. The assessment of whether the Group is reasonably certain to exercise such options impacts the lease term, which significantly affects the amount of lease liabilities and right-of-use assets recognised.

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c) Transition

The opening lease liabilities balance has been determined as the present value of future lease payments, discounted using incremental borrowing rates for terms which approximate the remaining lease term as at the date of initial application.

The opening right of use assets balance has been determined as follows:

- for the Group's two largest property leases which represent the bulk of the Group's total leases (by total committed future cash flows), as the present value of committed lease payments since commencement of the lease, less cumulative straight-line depreciation and utilising 1 July 2019 discount rates for durations equivalent to the remaining lease term.

Practical expedients included in the standard for transition have been applied by the Group as follows:

- exclusion of leases with remaining terms of less than 12 months from the new accounting requirements
- use of hindsight in determining the lease term where lease contracts include options to extend or terminate the lease

The weighted average incremental borrowing rate applied to the lease liabilities on 1 July 2019 was 3.3%.

Determination of the lease term is a key judgement exercised by management on a recurring basis. In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not to exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated).

Functional and presentation currency

Functional and presentation currency

Items included in the financial statements of each Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in Australian dollars, which is the Company's functional and presentation currency.

Transactions and balances

Foreign currency transactions are translated to Australian dollars at the rates of exchange ruling at the dates of the transactions. Amounts receivable and payable in foreign currencies at balance date are translated at the rates of exchange ruling on that date. Exchange differences relating to amounts payable and receivable in foreign currencies are brought to account as exchange gains or losses in statement of profit or loss and other comprehensive income in the financial year in which the exchange rates change.

Principles of consolidation

Subsidiaries

Subsidiaries are those entities over which the Company has the power, directly or indirectly, to govern the financial and operating policies of the entity. In assessing control, potential voting rights that presently are exercisable or convertible are taken into account.

The financial statements of subsidiaries are included in the consolidated financial statements from the date that control of the subsidiary commences until the date that control ceases.

Inter-entity transactions, balances and unrealised gains on transactions between Group entities are eliminated.

Use of judgements and estimates

In preparing the Group financial statements, management is required to make estimates and assumptions that affect the reported amount of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities. The resulting accounting estimates, which are based on management's best judgment at the date of the Group financial statements, will, by definition, seldom equal the related actual results. The significant judgements, estimates and assumptions made by management in the preparation of these financial statements are summarised below.

Coronavirus (COVID-19)

Judgement has been exercised in considering the impacts that the Coronavirus (COVID-19) pandemic has had, or may have, on the Company based on known information. This consideration extends to the nature of the products and services offered, staffing and geographic regions in which the Company operates. The key accounts primarily impacted during the period are employee expenses, and trade and other receivables.

Capitalised development costs

The Group capitalises costs (including employee costs) related to software development if a number of criteria are met. Management has made judgements and assumptions when assessing whether a project meets these criteria, and on measuring the costs and economic life attributed to such projects. The economic lives for intangible assets are estimated between three to five years for internal projects, which include internal use of software and internally generated software.

Summary of Key Accounting Policies

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Deferred tax assets

The Group recognises a deferred tax asset in relation to carried forward Research and Development ("R&D") credits and carried forward income tax losses based on forecasts of future profits against which those assets may be utilised, and the ability to satisfy the requirements of ownership continuity or business continuity test.

Revenue

Revenue recognition

Significant accounting policy

Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. The Group recognises revenue when it transfers control over a product or service to a customer.

The key revenue streams and the recognition principles applied by the Group are as follows:

Platform Subscription fees

The Group's key new source of revenue following the transformation in October 2018 is Platform subscription fees, which is recurring annual and monthly fees generated from customers who subscribe to its cloud-based SaaS Platform. These fees can either be invoiced upfront, over the subscription period or on a monthly basis. Revenue is recognised in the accounting period in which the services are rendered. Unearned revenue at year end is recognised in the Statement of Financial Position as deferred revenue and included within other current liabilities.

Transactional usage fees

Transactional usage fees represents the amount billed to the customers based on the specific level of virtual data room usage (e.g. amount of data uploaded or pages occupied). Consideration from usage fees is recognised as revenue on a straight-line basis in the Statement of Profit or Loss over the estimated life of a deal room.

Base fees

Base fees represent upfront fees paid by a customer for deal room services. Consideration for base fees is deferred to the Statement of Financial Position and is recognised as revenue on a straight-line basis at the same time as the virtual data room usage to which the base fee applies.

Other income

Other income consists of other miscellaneous items.

Deferred Revenue

Deferred revenue consists of Platform Subscription, Transactional Usage and Base fees which are expected to be recognised on a straight-line basis over the remaining life of the contract or estimated life of the data room which is expected to occur within 12 months.

Segment information

The Company operates in one business segment, providing provision of services including business readiness and online deal rooms for customers via a business to business ("B2B") software ("SaaS") based platform.

The business reviews financial performance based on geographic locations. The geographic split percentage is based on recognised revenue by sales region.

Expenses

The Group has presented the expense categories within the Consolidated statement of profit or loss and other comprehensive income on a functional basis. The categories used are cost of revenues, product design and development, sales and marketing and general and administration. The methodology and the nature of costs within each category are further described below.

Cost of revenues

Cost of revenues consists of sales commissions, bonuses and third-party royalties.

Product design and development expenses

Product design and development expenses consist primarily of personnel and related costs (including salaries, benefits and bonuses) directly associated with the Group's product design and development employees, as well as allocated overheads. Under Accounting standards, the proportion of product design and development expenses that create a benefit in future periods is capitalisable as an intangible asset and then amortised to profit or loss over the estimated life of the asset created. The amortisation of those costs capitalised is included as a product design and development expense.

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Sales and marketing expenses

Sales and marketing expenses consist of personnel and related costs (including salaries and other benefits) directly associated with the sales and marketing team's activities to acquire new customers and grow revenue from existing customers. Other costs included are external advertising costs, marketing costs and promotional event costs as well as allocated overheads.

General and administration expenses

General and administration expenses consist of personnel and related costs (including salaries, benefits and bonuses) for the Company's executive, finance, legal, human resources and administration employees. They also include legal, accounting and other professional services fees, insurance premiums, other corporate expenses and allocated expenses.

Overhead allocation

The presentation of the Consolidated statement of profit or loss and other comprehensive income by function requires certain overhead costs to be allocated to functions. These allocations require management to apply judgment. The costs associated with the Group's facilities, internal information technology and non-product related depreciation and amortisation are allocated to each function based on respective headcount.

Government Grants

The Group received Government Grants in the form of Jobkeeper, which is a scheme introduced by the Australian Government to support businesses significantly affected by COVID-19. Jobkeeper payments are considered 'government grants' and accounted for under *AASB 120 Accounting for Government Grants and Disclosure of Government Assistance* because they are provided by the Government in return for compliance with conditions relating to the operating activities of the Group. The Group has complied with the conditions attached to them and paid all eligible employees under the scheme. The Company recognised the receipt of government grant income on a "net" basis against salary and wages.

Finance expense

Finance expense comprises of interest expense on debt facilities. Interest expense is recognised as it is incurred.

Employee benefits

Short term employee benefits

Short-term liabilities are recognised for benefits accruing to employees in respect of wages and salaries, sales commissions and bonuses and annual leave when it is probable that settlement will be required and they are capable of being measured reliably.

Liabilities recognised in respect of short-term employee benefits, are measured at their nominal values using the remuneration rate expected to apply at the time of settlement, including related on-costs, and where appropriate discounted to present value.

Defined contribution superannuation funds

The Group contributes to defined contribution employee superannuation plans and these contributions are recognised as an expense in the profit or loss as incurred.

Long service leave

The Group's net obligation in respect of long-term service benefits is the amount of future benefits that employees have earned in return for their service in the current and prior periods. That benefit is calculated using expected future increases in wage and salary rates including related on-costs and expected settlement dates, and is discounted using the rates attached to the Australian Corporate Bonds as generated in the Milliman report that have maturity dates approximating the terms of the Group's obligations.

Long service leave is classified as current where the leave has vested, or will vest within the next 12 months, in accordance with the relevant legislation under which the employee operates.

Current and Deferred Income Tax

As an income tax consolidated group, upon Completion of the Acquisition, the Company and its wholly owned Australian tax resident subsidiaries will be treated as a single entity for income tax purposes. As a result, the Company will be responsible for lodging a single Australian consolidated income tax return, maintaining a single franking account and paying income tax instalments on behalf of the group. Further, as the tax consolidated group is viewed as a single entity, intra-group transactions and membership interests of subsidiary members are generally ignored for Australian income tax purposes.

The income tax expense (benefit) for the period is the tax payable on the current period's taxable income (or loss) based on the income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Summary of Key Accounting Policies

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Deferred income tax

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Unrecognised temporary differences

At the end of each reporting period, the Company reviews its tax assets to determine the probability that it will be able to offset this tax asset against future taxable profits. If any such indication exists, that the tax asset recognised is not recoverable the Company will not recognise additional tax losses and write down current tax asset if necessary.

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in controlled entities where the parent entity is able to control the timing of the reversal of the temporary differences, and it is probable that the differences will not reverse in the foreseeable future.

Trade and other receivables

Trade receivables

Trade and other receivables are stated at their amortised cost using the effective interest method, less provision for impairment. Trade receivables are generally due for settlement after 30 days.

Collectability of trade receivables is reviewed on a portfolio basis on an ongoing basis in accordance with AASB 9 Financial Instruments. The Group applies the expected credit loss model to trade receivables on a portfolio basis and have increased probability of customers delaying payment or being unable to pay due to the Coronavirus (COVID-19) pandemic. Receivables that are known to be uncollectable are written off. An additional allowance for impairment is established when there is objective evidence that the Group will not be able to collect all amounts due in addition to the expected credit loss provision.

Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation, and default or delinquency in payments (more than 180 days overdue) are considered indicators that the trade receivable is impaired. Cash flows relating to short-term receivables are not discounted.

Property, plant and equipment

Cost recognition

Items of property, plant and equipment are stated at cost less accumulated depreciation and impairment losses.

Subsequent costs of replacing a component of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the component will flow to the Group, and its cost can be measured reliably. The carrying amount of the replaced part is derecognised.

Depreciation

Items of property, plant and equipment, including buildings and leasehold property but excluding freehold land, are depreciated on a straight line basis over their estimated useful lives. Significant components of individual assets are assessed and if a component has a useful life that is different from the remainder of that asset, that component is depreciated separately. Leased assets are depreciated over the shorter of the lease term and their useful lives.

Depreciation methods and useful lives, as well as residual values, are reassessed annually.

The Group classifies items of property, plant and equipment into three major categories. The table below sets out a description of the type of assets within each category and the useful lives applied to each category:

Asset class	Estimated useful life
Computer equipment	3 years
Furniture	3-10 years
Leasehold improvements	5-10 years

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Impairment testing of tangible assets

At the end of each reporting period, the Company reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

The Group is managed as one collective CGU, which reflects the lowest level of management of the groups of assets and the synergies of the business groupings. When an impairment loss subsequently reverses, the carrying amount of the asset (or cash generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

Intangible assets

Cost recognition

Intangible assets purchased are stated at cost less accumulated amortisation and accumulated impairment losses.

Internally generated intangible assets

- research costs are expensed in the period in which they are incurred.
- development costs are capitalised when the following have been demonstrated:
- it is probable that the project will be a success considering its commercial and technical feasibility;
- the ability to use or sell the asset;
- the intention to complete the development and use or sell it;
- the availability of sufficient resources to complete the development and to use or sell the asset; and
- the ability to measure reliably the costs attributable to the development

The amount initially recognised for internally-generated intangible assets is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

Amortisation

Amortisation is recognised in the statement of profit or loss on a straight-line basis over the estimated useful life of the intangible asset, from the date it is available for use.

The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

The estimated useful life of each class of intangible asset is set out in the table below:

Class of intangible asset	Estimated useful life
Software – Platform	3 - 5 years
Mobile applications	1 - 4 years

Capitalised development costs are amortised on a straight-line basis over the period of their expected benefit, being their finite useful life of between three to five years.

Impairment considerations

At each reporting date, the Group assesses whether there is any indication that an asset may be impaired. Where an indicator of impairment exists, the Group makes a formal estimate of the recoverable amount. Where the carrying value of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

The recoverable amount is the greater of fair value less costs to sell or the asset's value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows.

Summary of Key Accounting Policies

Borrowings

Interest-bearing bank borrowings are recognised initially at fair value less attributable transaction costs.

Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost with any difference between cost and redemption value being recognised in the Statement of profit or loss over the period of the loans and borrowings on an effective interest basis.

Trade and other payables

Trade and other payables are stated at their amortised cost and are non-interest bearing. Trade payables are normally settled within 30 days. The carrying amount of trade payables approximates net fair value.

Lease Liabilities

Under AASB 16: *Leases* the Group is required to recognise lease contracts identified as containing a lease, except when the lease is for 12 months or less or the underlying asset is of low value.

Lease liabilities are initially measured at the present value of the remaining lease payments, discounted at the Group's incremental borrowing rate. Subsequently, the carrying value of the liability is adjusted to reflect interest and lease payments made. Lease liabilities may be re-measured when there is a change in future lease payments arising from a change in an index or market rate, or if there is a change in the Group's estimate of the amount expected to be payable.

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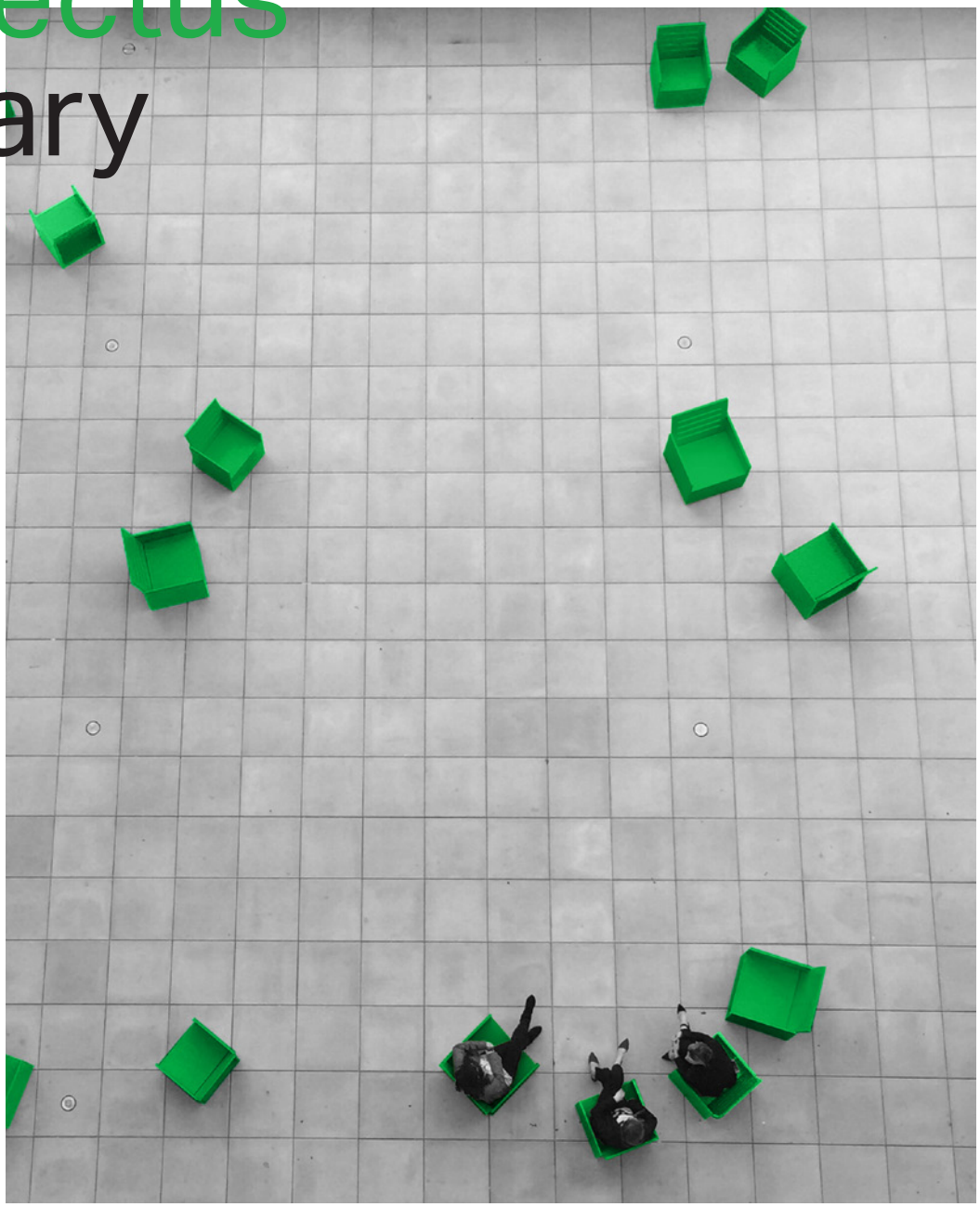
thedocyard Prospectus Glossary



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Glossary

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Defined terms

AASB	Australian Accounting Standards Board.
ABN	Australian Business Number.
Acquisition	the acquisition by the Company of 100% of the shares of Ansarada on the terms of the Sale Deed
Acquisition Resolutions	The resolutions to be approved by the Shareholders at the Shareholder Meeting.
Advisers	Investment banks, legal and accounting firms.
AI	Artificial intelligence.
Ansarada	Ansarada NewCo Pty Limited
Ansarada Australia	Ansarada Pty Limited
Ansarada Founders	Mr Sam Riley, Ms Rachel Riley, Mr Andrew Slavin and Daphane Chang
Ansarada Noteholders	Holders of Convertible Notes as at the date of this Prospectus
Ansarada Preference Shareholders	Holders of preference shares in Ansarada as at the date of this Prospectus.
Ansarada Vendors	Holders of ordinary shares in Ansarada immediately prior to Completion.
APAC	Asia-Pacific.
Applicant	A person who submits an Application.
Application	An application made to subscribe for New Shares offered under this Prospectus
Application Form	An application to subscribe for Shares offered under this Prospectus.
Application Monies	The amount of monies accompanying an Application Form submitted by an Applicant.
ASIC	Australian Securities and Investments Commission
ASX	Australian Securities Exchange.
ASX Listing Rules	The listing rules of ASX, as amended, modified or waived from time to time.
ASX Recommendations	ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (third edition, March 2014).
Athena Board Portal	A secure SaaS online board platform to facilitate simple and secure Board meeting preparation and execution, built on end-to-end encrypted file transfer and storage architecture.
Audit and Risk Committee	The Board's audit and risk sub-committee.
Australian Accounting Standards or AAS	Australian Accounting Standards and other authoritative pronouncements issued by the Australian Accounting Standards Board.
AWS	Amazon Web Services.

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Defined terms

Azure	Microsoft Azure.
Board or Board of Directors	The board of directors of the Company.
Board Charter	The Board Charter sets out guidelines to assist in considering the independence of Directors and has adopted a definition of independence that is based on that set out in the ASX Recommendations.
BPAY®	The payment mechanism used to pay Application Monies online.
BPMS	Board Portal Management Solution.
Broker Firm Offer	The offer of Shares under this Prospectus to Australian resident retail clients of participating Brokers who have received a firm allocation from their Broker, as described in Section 7.3.
CAGR	Compound Annual Growth Rate.
CGT	Capital Gains Tax.
CHESS	Clearing House Electronic Sub-register System operated in accordance with the Corporations Act.
Closing Date	The date on which the Offer is expected to close, being 30 November 2020 in respect of the Broker Firm Offer, Priority Offer and TDY Shareholder Offer.
Companies	large corporates through to SMBs.
Company	thedocyard Limited (ACN 602 586 407).
Completion	Completion of the Offer and the Acquisition.
Completion of the Offer	Completion the allotment and issue of New Shares to successful Applicants under the Offer by the Company.
Constitution	The constitution of the Company.
Consideration Shares	The Shares to be issued by the Company to the Ansarada Vendors under the Acquisition.
Convertible Notes	Convertible notes issued by Ansarada to Ansarada Noteholders in 2018 to raise $23.8 million
Corporations Act	Corporations Act 2001 (Cth).
COVID-19	The infectious disease caused by the SARS-CoV-2 virus
CRN	Customer Reference Number
Director	Each of the directors of the Company.
Deed of Accession	The deed of accession to the Sale Deed executed by all Convertible Noteholders.
Disclosure Policy	The Company's disclosure policy adopted by the Board.
Diversity Policy	The Company's diversity policy adopted by the Board.
EBIT	Earnings before interest and taxation.

Glossary

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Defined terms

EBITDA	Earnings before interest, taxation, depreciation and amortisation.
ECM	Equity Capital Markets.
EFSS	Enterprise File Sync & Sharing.
Employee LTI Option Offer	The offer which is open to selected employees nominated by the Company, who have received an Employee LTI Option Offer invitation to acquire LTI Options under this Prospectus.
EIP	Equity Incentive Plan
eGRC	Enterprise Governance Risk and Compliance.
Escrowed Shareholders	The Ansarada Founders, Other Management Shareholders, Ansarada Noteholders and Ansarada Preference Shareholders.
Escrowed Shares	Shares held by the Escrowed Shareholders at the Completion of the Offer (other than any Shares acquired by them under the Offer).
EU	European Union.
Executive Directors	Following Completion, Mr Sam Riley and Mr Stuart Clout.
Expiry Date	The date which is 13 months after the Prospectus Date.
Exposure Period	The seven day period after the Prospectus Date, which may be extended by ASIC by a further period of 7 days, during which no Applications may be processed by the Company.
Financial Information	The Historical Financial Information.
FY18	Financial year ending 30 June 2018.
FY19	Financial year ending 30 June 2019.
FY20	Financial year ending 30 June 2020.
GDPR	General Prudential Protection Regulation (EU) 2016/679 in Europe.
GRC	Governance Risk and Compliance.
Group	The Company and its subsidiaries following Completion, and where the context requires, the business conducted by those companies.
GST	Goods and services tax.
Historical Financial Information	The Statutory Historical Financial Information and the Pro Forma Historical Financial Information
IASB	International Accounting Standards Board.
IFRS	International Financial Reporting Standards.
Information Governance	A set of processes that ensures the efficient and systematic management, protection and distribution of important and critical information throughout an organisation

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Information Governance Platform or the Platform	Product that allow businesses to identify and manage risk, protect and control information, securely collaborate, objectively scorecard individuals and information against best practices, automate workflows, combined with integrations, notifications, reports and insights to enable decision making
Institutional Offer	The offer of New Shares to Institutional Investors as described in section 7.6.
Investigating Accountant	KPMG Financial Advisory Services (Australia) Pty Limited.
Investigating Accountant's Report	The Investigating Accountant's report as set out in Section 8.
ISO27001	The International Organisation for Standardisation 27001.
Joint Lead Managers	Moelis Australia Advisory Pty Ltd and Morgans Corporate Limited.
Legacy Revenue	Monthly, annual or multi-year subscriptions, billed either monthly or annually.
LTI Options	options issued to employees, Executive Directors and proposed Non-Executive Directors under the Company's LTI Plans, as described in Section 6.3.4.2
LTI Plans	The long-term incentive plans of the Company, as described in Section 6.3.4, including the EIP.
LRQA	Lloyds Register Quality Assurance.
MEA	Middle East and Africa.
Merger Implementation Deed	The merger implementation deed entered into between the Company and Ansarada on 30 September 2020 (as amended on 12 October 2020) to govern the implementation of the Offer and the Acquisition.
New Shares	The new Shares to be issued by the Company under the Offer.
Non-Executive Directors	Following Completion, Mr Peter James and Mr David Pullini.
Non-Executive Director Option Offer	The offer which is open to the Non-Executive Directors, who have received an Non-Executive Director Option Offer invitation to acquire LTI Options under this Prospectus.
Offer	The offers of New Shares and LTI Options under this Prospectus.
Offer Information Line	1300 737 760 (within Australia) and + 61 2 9290 9600 (outside Australia) from 8.30am until 5.00pm (Sydney Time), Monday to Friday (excluding public holidays).
Offer Period	The period during which investors may subscribe for Shares under the Offer.
Offer Price	$1.48 per Share.
Official List	The official list of entities that ASX has admitted to and not removed from listing.
Priority Offer	an offer which is open to selected investors nominated by the Company in eligible jurisdictions, who have received a Priority Offer invitation to acquire Shares under this Prospectus.
Priority Offer Application Form	The Application Form made available with a copy of this Prospectus, identified as the Priority Offer Application Form.

Glossary

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Defined terms

Pro Forma Historical Consolidated Income Statements	The pro-forma historical income statements for the Group for FY18, FY19 and FY20
Pro Forma Historical Consolidated Statement of Financial Position	The pro-forma historical consolidated statement of financial position for the Group as at 30 June 2020.
Pro forma Historical Financial Information	The Pro Forma Historical Consolidated Income Statements and Pro Forma Historical Consolidated Statement of Financial Position.
Proposed Director	The Directors proposed to be appointed to the Board following Completion.
Prospectus	This document (including the electronic form of this Prospectus) and any supplementary or replacement prospectus in relation to this document.
Prospectus Date	The date on which a copy of this Prospectus is lodged with ASIC, being 10 August 2020.
PYCO	Pyramid Consulting Asia Ltd.
PYCO MSA	The master services agreement entered into between Ansarada Australia and PYCO dated 27 November 2015.
Remuneration, People and Nomination Committee	The Board's remuneration and nomination committee.
SaaS	Software as a service.
SaaS Revenue	Priced based on data usage, predominantly paid in advance.
SALs	Sales Accepted Leads.
Other Management Shareholders	Members of management of the Group, excluding the Executive Directors, who hold, or will on Completion hold, Shares.
Share	A fully paid ordinary share in the capital of the Company.
Sale Deed	The sale deed entered into between the Company and Ansarada on 30 September 2020 in connection with the Acquisition.
Share Registry	Boardroom Pty Ltd (ABN 14 003 209 836).
Shareholder	A registered holder of Shares.
Shareholder Meeting	The meeting of Shareholders convened by the Company to consider the Acquisition Resolutions.
SMBs	Small and Medium-sized Business.
SME	Small and Medium Enterprises, organisations with less than 1,000 employees.
Statutory Historical Financial Information	The statutory historical financial information of the Company and Ansarada for FY18, FY19 and FY20.
TDY Shareholder Offer	An offer which is open to the Shareholders, who have received a TDY Shareholder Offer invitation to acquire Shares under this Prospectus.

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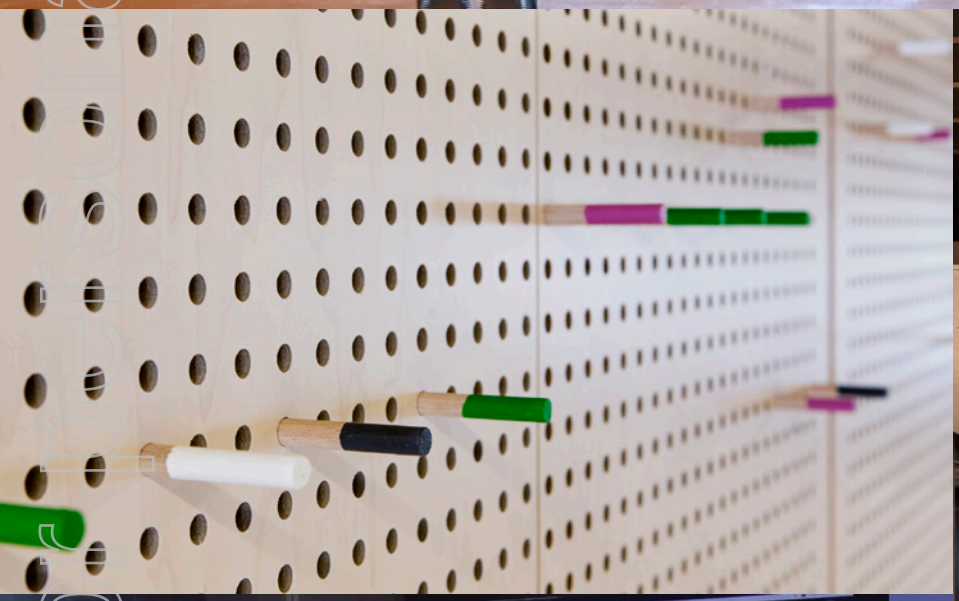
Defined terms

TDY Shareholder Offer Application Form	An offer which is open to eligible Shareholders as at 7:00pm on 30 October 2020, who have received a TDY Shareholder Offer invitation to participate in the TDY Shareholder Offer from the Company and who have a registered address in Australia.
TFN	Tax File Number.
Underwriting Agreement	The underwriting agreement dated 30 October 2020 between the Company and the Joint Lead Managers.
US Securities Act	United States Securities Act of 1933.
VDR	Virtual Data Rooms.



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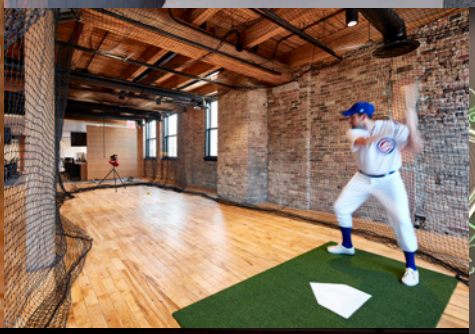

Architecture images by Brett Boardman Photography

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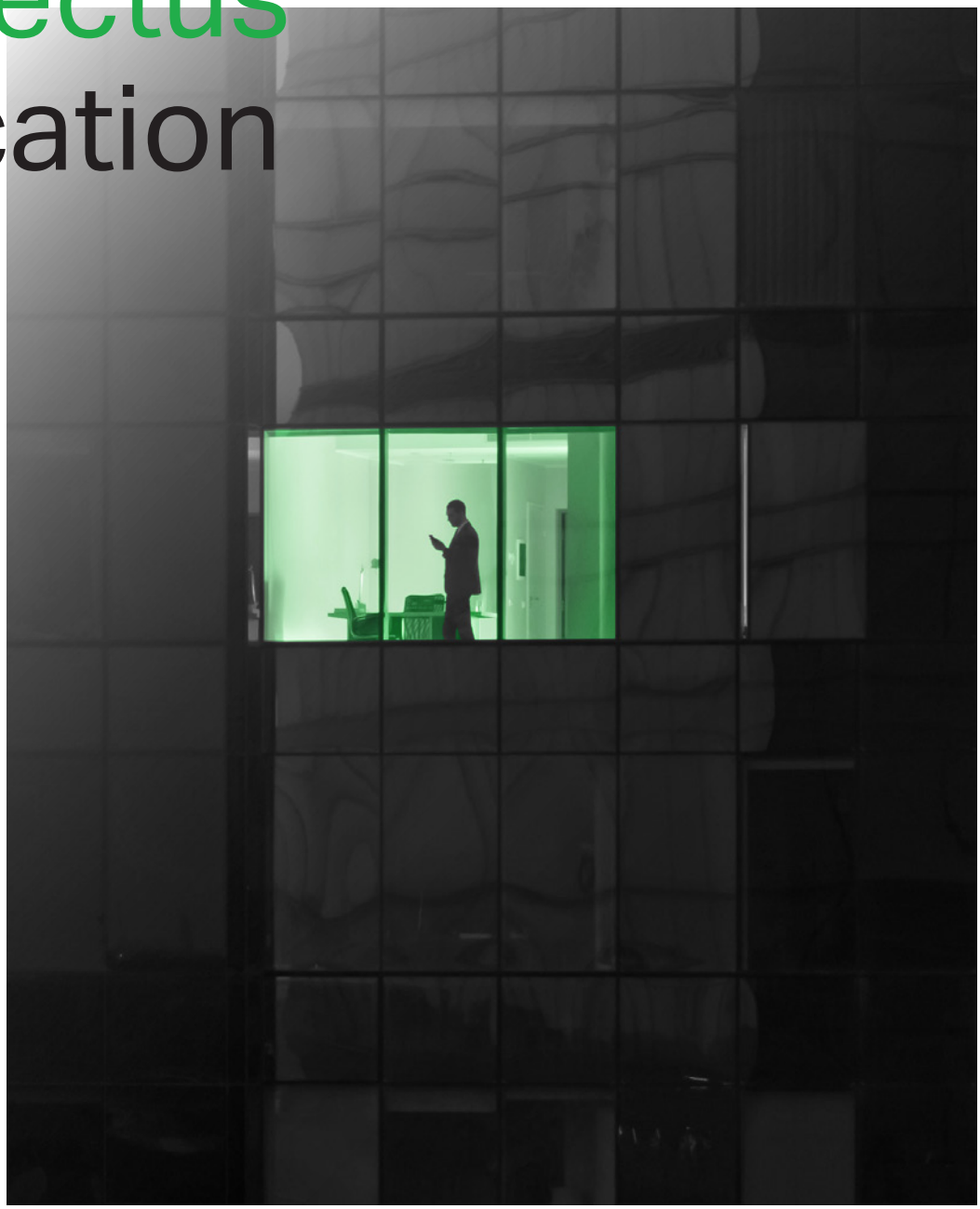
thedocyard Prospectus Application forms



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thedocyard Limited

ABN 19 602 586 407

Broker Firm Offer Application Form

Broker Reference – Stamp Only

Broker Code

Advisor Code

This is an Application Form for Shares in thedocyard Limited (**Company**) on the terms set out in the Prospectus dated 30 October 2020. Defined terms in the Prospectus have the same meaning in this Application Form. You may apply for a minimum of 1,352 Shares ($2,000.96) then in multiples of 338 ($500.24). This Application Form and your payment must be received by **5.00pm (AEST) on 30 November 2020**.

This Application Form is important. If you are in doubt as to how to deal with this Application Form, please contact your accountant, lawyer, stockbroker or other professional adviser. The Prospectus dated 30 October 2020 and contains information relevant to a decision to invest in the Securities of the Company and you should read the entire Prospectus carefully before applying for Securities.

The Company's Privacy Policy (**Privacy Policy**) also sets out important information relating to the collection, use and disclosure of all personal information that you provide to the Company. Please ensure that you and all relevant individuals have read the Privacy Policy carefully before submitting this Application Form. The Privacy Policy can be found on our website www.thedocyard.co/privacy

To meet the requirements of the *Corporations Act 2001* (Cth), this Application Form must not be distributed to another person unless included in, or accompanied by the Prospectus dated 30 October 2020. A person who gives another person access to this Application Form must, at the same time and by the same means, give the other person access to the Prospectus. The Company will send you a free paper copy of the Prospectus if you have received an electronic prospectus and you ask for a paper copy before the Prospectus expires on 30 November 2021.

PLEASE FOLLOW THE INSTRUCTIONS TO COMPLETE THIS APPLICATION FORM (SEE REVERSE) AND PRINT CLEARLY IN CAPITAL LETTERS USING BLACK OR BLUE PEN.

A **Number of Shares you are applying for**

Minimum of 1,352 Shares to be applied for then in multiples of 338

x $1.48 per Share =

B **Total amount payable**

$

C **Write the name(s) you wish to register the Securities in** ***(see reverse for instructions)***

Applicant #1

Name of Applicant #2 or <Account Designation>

Name of Applicant #3 or <Account Designation>

D **Write your postal address here**

Number/Street

Suburb/Town

State

Postcode

E **CHESS participant – Holder Identification Number (HIN)**

X

Important please note *if the name and address details above in sections C and D do not match exactly with your registration details held at CHESS, any Securities issued as a result of your Application will be held on the Issuer Sponsored subregister.*

F **Enter your Tax File Number(s), ABN, or exemption category**

Applicant #1

Applicant #2

Applicant #3

G **Cheque payment details –** PIN CHEQUE(S) HERE

Please enter details of the cheque(s) that accompany this application.

Name of drawer of cheque	Cheque no.	BSB no.	Account no.	Cheque Amount A$

H **Contact telephone number (daytime/work/mobile)**

I **Email address**

Lodgement Copy

By submitting this Application Form with your Application Amount, I/we declare that I/we:

Declaration

- ✓ have read the prospectus in full;
- ✓ have read the Privacy Policy (available at www.) in full;
- ✓ have received a copy of the electronic Prospectus or a print out of it;
- ✓ have completed this Application Form in accordance with the Prospectus and the instructions on the reverse of the Application Form and declare that all details and statements made by me/us are complete and accurate;
- ✓ agree and consent to the Company collecting, holding, using and disclosing my/our personal information in accordance with the Privacy Policy (available at wwwthedockyard.co/privacy);
- ✓ where I/we have been provided information about another individual, warrant that I/we have obtained that individual's consent to the transfer of their information to the Company and have provided that individual with a copy of, or details as to where to obtain, the Privacy Policy;
- ✓ acknowledge that once the Company accepts my/our Application Form, I/we may not withdraw it;
- ✓ apply for the number of Shares that I/we apply for (or a lower number allocated in a manner allowed under the Prospectus);
- ✓ acknowledge that my/our application may be rejected by the Company in consultation with the Lead Manager in its absolute discretion;
- ✓ authorise the Lead Manager and the Company and their respective officers and agents to do anything on my/our behalf necessary (including the completion and execution of documents) to enable the Securities to be allocated to me/us;
- ✓ am/are over 18 years of age;
- ✓ agree to be bound by the constitution of the Company;
- ✓ acknowledge that neither the Company nor any person or entity guarantees any particular rate of return on the Securities, , nor do they guarantee the repayment of capital;
- ✓ represent, warrant and agree that I/we am/are not in the United States or a US Person and am/are not acting for the account or benefit of a US Person; and
- ✓ represent, warrant and agree that I/we have not received this Prospectus outside Australia and am/are not acting on behalf of a person resident outside Australia unless the Securities may be offered in my/our jurisdiction without contravention of the security laws of the jurisdiction or any need to register the Prospectus, the Securities or the Offer.

Guide to the Broker Firm Offer Application Form

YOU SHOULD READ THE PROSPECTUS CAREFULLY BEFORE COMPLETING THIS APPLICATION FORM.

Please complete all relevant sections of the appropriate Application Form using BLOCK LETTERS. These instructions are cross-referenced to each section of the Application Form.

Instructions

A If applying for Shares insert the ***number*** of Share for which you wish to subscribe at Item **A** (not less than 1,352 Shares). Multiply by A$1.48 to calculate the total Application Amount for Shares and enter the ***A$amount*** at Item **B**.

C Write your ***full name***. Initials are not acceptable for first names.

D Enter your ***postal address*** for all correspondence. All communications to you from the Company will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.

E If you are sponsored in CHESS by a stockbroker or other CHESS participant you may enter your CHESS HIN if you would like the allocation to be directed to your HIN. **NB: your registration details provided must match your CHESS account exactly.**

F Enter your Australian ***tax file number*** (TFN) or ABN or exemption category, if you are an Australian resident. Where applicable, please enter the TFN/ABN of each joint Applicant. Collection of TFN's is authorised by taxation laws. Quotation of your TFN is not compulsory and will not affect your Application Form.

G Applicants pay their Application Monies to their Broker in accordance with the relevant Broker's directions. Please contact your broker for further instructions

H Enter your ***contact details*** so we may contact you regarding your Application Form or Application Monies.

I Enter your ***email address*** so we may contact you regarding your Application Form or Application Amount or other correspondence.

Correct Form of Registrable Title

Note that ONLY legal entities can hold the Shares. The Application must be in the name of a natural person(s), companies or other legal entities acceptable to the Company. At least one full given name and surname is required for each natural person. Examples of the correct form of registrable title are set out below.

Type of Investor	Correct Form of Registrable Title	Incorrect Form of Registrable Title
Individual	Mr John David Smith	J D Smith
Company	ABC Pty Ltd	ABC P/L or ABC Co
Joint Holdings	Mr John David Smith & Mrs Mary Jane Smith	John David & Mary Jane Smith
Trusts	Mr John David Smith <J D Smith Family A/C>	John Smith Family Trust
Deceased Estates	Mr Michael Peter Smith <Est Lte John Smith A/C>	John Smith (deceased)
Partnerships	Mr John David Smith & Mr Ian Lee Smith	John Smith & Son
Clubs/Unincorporated Bodies	Mr John David Smith <Smith Investment A/C>	Smith Investment Club
Superannuation Funds	John Smith Pty Limited <J Smith Super Fund A/C>	John Smith Superannuation Fund

Lodgment

Mail your completed Application Form with your cheque(s) or bank draft attached to your broker, and complete the broker details below:

Broker Contact Number | **Broker Name**

The Offer closes at 5.00pm (AEDT) 30 November 2020

It is not necessary to sign or otherwise execute the Application Form.

If you have any questions as to how to complete the Application Form, please contact Boardroom Pty Limited on 1300 737 760 within Australia and + 61 2 9290 9600 outside Australia.

Privacy Statement

thedocyard Limited advises that Chapter 2C of the Corporations Act requires information about you as a shareholder (including your name, address and details of the shares you hold) to be included in the public register of the entity in which you hold Shares. Information is collected to administer your shareholding and if some or all of the information is not collected then it might not be possible to administer your shareholding. Your personal information may be disclosed to the entity in which you hold shares. You can obtain access to your personal information by contacting us at the address or telephone number shown on the Application Form. Our privacy policy is available on our website (http://www.thedocyard.co).The Corporations Act requires some of this information to be included in the Company's Shareholder register, which will be accessible by the public. The Company will collect, use, hold, and disclose your personal information in accordance with the Privacy Policy. For more detail on how the Company collects, stores, uses and discloses your information, please refer to our Privacy Policy. Alternatively contact the Company and the Company will send you a copy. It is recommended that you obtain a copy of the Privacy Policy and read it carefully.

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Corporate Directory

Company's principal place of business

thedocyard Limited (to be named Ansarada Group Limited subject to shareholder approval)
Level 2
80 George Street
The Rocks, NSW 2000
Australia

Joint Lead Managers and Underwriters

Moelis Australia Advisory Pty Ltd
Level 27, Governor Phillip Tower
1 Farrer Place
Sydney, New South Wales 2000

Morgans Corporate Limited
Level 21, Aurora Place
88 Phillip Street
Sydney, New South Wales 2000

Legal Adviser

Herbert Smith Freehills
Level 34, ANZ Tower
161 Castlereagh Street
Sydney, New South Wales 2000

Investigating Accountant

KPMG Financial Advisory Services (Australia) Pty Ltd
Tower Three, International Towers Sydney
300 Barangaroo Avenue
Sydney NSW 2000

Auditors

KPMG
Level 38, Tower Three, International Towers Sydney
300 Barangaroo Avenue

Share register

Boardroom Pty Limited
Grosvenor Place
Level 12, 225 George Street
Sydney NSW 2000

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ansarada