

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

IDP Education Limited

ABN

59 117 676 463

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|---|
| 1 | +Class of +securities issued or to be issued | Unlisted Performance Rights and Unlisted Service Rights over the ordinary shares in IDP Education |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 756,343 Unlisted Performance Rights
14,491 Unlisted Service Rights |

3 Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)

756,343 Unlisted Performance Rights were granted as follows:

- 421,392 FY17 Award Performance Rights, with a vesting date of 31 August 2019
- 237,864 FY17 IDP Plan Award Performance Rights, with a vesting date of 31 August 2019
- 48,544 FY17 Special Incentive Award Performance Rights, with a vesting date of 31 December 2017
- 48,543 FY17 Special Incentive Award Performance Rights, with a vesting date of 30 September 2018

Unlisted Performance Rights were granted subject to meeting the financial and tenure performance conditions.

14,491 Unlisted Service Rights were granted, subject to meeting the tenure performance conditions, with an vesting date of 31 August 2017

The Performance and Service Rights have an exercise price of nil in accordance with the terms and conditions of the IDP Education Employee Incentive Plan.

The rights granted will only vest on satisfaction of performance conditions which include financial measures and continued employment.

+ See chapter 19 for defined terms.

4	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?	Prior to exercise, the Unlisted Performance and Service Rights do not carry a right to vote or receive dividend or distributions. The ordinary shares provided on exercise of the rights will rank equally with the fully paid ordinary shares then on issue.
	<p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	
5	Issue price or consideration	Performance and Service Rights over ordinary shares issued for consideration as a component of incentive pay for IDP executives.
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Performance and Service Rights over ordinary shares issued as a component of incentive pay for IDP executives.
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h <i>in relation to the +securities the subject of this Appendix 3B</i> , and comply with section 6i	No
6b	The date the security holder resolution under rule 7.1A was passed	Not Applicable
6c	Number of +securities issued without security holder approval under rule 7.1	Not Applicable
6d	Number of +securities issued with security holder approval under rule 7.1A	Not Applicable

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Not Applicable						
6f	Number of +securities issued under an exception in rule 7.2	Not Applicable						
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	Not Applicable						
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	Not Applicable						
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Not Applicable						
7	+Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	14 September 2016						
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td>Close Bal 250,294,968</td> <td>Ordinary Shares</td> </tr> <tr> <td></td> <td></td> </tr> </tbody> </table>	Number	+Class	Close Bal 250,294,968	Ordinary Shares		
Number	+Class							
Close Bal 250,294,968	Ordinary Shares							

+ See chapter 19 for defined terms.

	Number	+Class	
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)		
	<u>Close Bal</u>	467,124	IPO Award Performance Rights
	<u>Close Bal</u>	285,852	Prospectus
	Balance	575,107	2013 LTI Award Performance Rights
	Exercised	575,107	
	<u>Close Bal</u>	0	
	<u>Close Bal</u>	630,717	2014 LTI Award Performance Rights
	<u>Close Bal</u>	1,195,449	FY16 Award Performance Rights
	Issued	421,392	FY17 Award Performance Rights
	<u>Close Bal</u>	421,392	
	Issued	237,864	FY17 IDP Plan Award Performance Rights
	<u>Close Bal</u>	237,864	
	Issued	97,087	FY17 Special Incentive Award Performance Rights
<u>Close Bal</u>	97,087		
<u>Close Bal</u>	4,150,000	CEO Sign-on Options	
Issued	14,491	Service Rights	
<u>Close Bal</u>	14,491		

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

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Part 2 - Pro rata issue

11 Is security holder approval required?

Not Applicable

12 Is the issue renounceable or non-renounceable?

Not Applicable

13 Ratio in which the +securities will be offered

Not Applicable

14 +Class of +securities to which the offer relates

Not Applicable

15	+Record date to determine entitlements	Not Applicable
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not Applicable
17	Policy for deciding entitlements in relation to fractions	Not Applicable
18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	Not Applicable
19	Closing date for receipt of acceptances or renunciations	Not Applicable
20	Names of any underwriters	Not Applicable
21	Amount of any underwriting fee or commission	Not Applicable
22	Names of any brokers to the issue	Not Applicable
23	Fee or commission payable to the broker to the issue	Not Applicable
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Not Applicable

+ See chapter 19 for defined terms.

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|----|---|----------------|
| 25 | If the issue is contingent on security holders' approval, the date of the meeting | Not Applicable |
| 26 | Date entitlement and acceptance form and offer documents will be sent to persons entitled | Not Applicable |
| 27 | If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders | Not Applicable |
| 28 | Date rights trading will begin (if applicable) | Not Applicable |
| 29 | Date rights trading will end (if applicable) | Not Applicable |
| 30 | How do security holders sell their entitlements <i>in full</i> through a broker? | Not Applicable |
| 31 | How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance? | Not Applicable |
| 32 | How do security holders dispose of their entitlements (except by sale through a broker)? | Not Applicable |
| 33 | +Issue date | Not Applicable |

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of +securities
(tick one)
- (a) +Securities described in Part 1

(b) All other +securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

38 Number of +securities for which +quotation is sought

39 +Class of +securities for which quotation is sought

+ See chapter 19 for defined terms.

40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

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41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another +security, clearly identify that other +security)

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42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)

Number	+Class

Quotation agreement

1 +Quotation of our additional +securities is in ASX’s absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:
(Director/Company secretary)

Date: 21/9/2016

Print name: MURRAY WALTON

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+ See chapter 19 for defined terms.