

9 October 2017

Market Announcements Platform
Australian Securities Exchange
(Via ASX Online)

2017 ANNUAL GENERAL MEETING

Academies Australasia Group Limited (ASX:AKG) today sent to shareholders the Notice of Annual General Meeting, Explanatory Notes and Proxy Form.

For a copy of the Annual Report please refer to the announcement '2017 Annual Report' of 18 August 2017.

Stephanie Noble
Company Secretary

For further information call Christopher Campbell on +61 2 9224 5555.

Academies Australasia has been operating for 109 years and listed on the Australian Securities Exchange for 40 years. The group comprises 18 separately licensed colleges operating in New South Wales, Victoria, South Australia, Western Australia and Queensland in Australia, and in Singapore. The group offers more than 250 qualifications in a wide range of recognised courses at different levels – Certificates, Diplomas, Advanced Diplomas and Bachelor and Master Degrees. Over the years, Academies Australasia colleges have taught tens of thousands of students from 123 countries, including 6 dependencies.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 109th ANNUAL GENERAL MEETING of Academies Australasia Group Limited will be held at Level 6, 505 George Street, Sydney, NSW, Australia, on Friday 17 November 2017 at 11.30am.

AGENDA:

1. To receive and consider the financial statements of the Company and its controlled entities for the year ended 30 June 2017 and the reports of the directors and the auditor thereon.

There is no vote on this item.

2. To consider, and if thought fit, to pass the following as an ordinary resolution:

“That the Remuneration Report, which forms part of the report of directors for the year ended 30 June 2017, be adopted.”

- *The Remuneration Report is set out on pages 10 to 11 of the Annual Report.*
- *This resolution is advisory only and does not bind the Company or the directors.*
- *The directors will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company’s remuneration policies.*
- *If 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a “spill resolution”) that another meeting be held within 90 days at which all of the Company’s directors (other than the Group Managing Director and CEO) must go up for re-election.*

(Please refer to the explanatory note.)

3. To elect as a director of the Company Mr Sartaj Hans in accordance with Articles 81(a)(i) of the Company's Constitution. Being eligible, Mr Hans offers himself for election.

(Please refer to the explanatory note.)

4. To re-elect as a director of the Company Dr John Lewis Schlederer by rotation in accordance with Articles 83(a) and 83(b) of the Company's Constitution. Being eligible, Dr Schlederer offers himself for re-election.

(Please refer to the explanatory note.)

By Order of the Board
Stephanie Noble
Company Secretary

9 October 2017

Notes: Only registered holders (or their appointed proxy) of ordinary shares are entitled to address the Meeting and vote at the Meeting. Shareholders who are unable to attend and vote are entitled to appoint a proxy to attend and vote in their stead. That person need not be a member of the Company but should be a natural person at least 18 years of age. A shareholder who is entitled to cast two or more votes may appoint two proxies. Where two proxies are appointed, each proxy must be on a separate proxy form and be appointed to represent a proportion of the member's voting rights. Proxy forms executed by companies must be in accordance with the Corporations Act. Proxy forms must be lodged at the Registered Office of the Company (Level 6, 505 George Street, Sydney NSW 2000, Australia) or sent by facsimile to the Registered Office of the Company (+61 2 9224 5550) or sent by email to companysecretary@academies.edu.au, before 11.30am on 15 November 2017. (Proxy form enclosed).

109th ANNUAL GENERAL MEETING: EXPLANATORY NOTES TO AGENDA ITEMS 2, 3 and 4 (RESOLUTIONS 1, 2 and 3)

ORDINARY BUSINESS

AGENDA ITEM 2: TO ADOPT THE REMUNERATION REPORT

1. Introduction

- 1.1 The Remuneration Report is on pages 10 to 11 of the Annual Report. It sets out the Company's remuneration arrangements for directors, including the Group Managing Director, and senior executives.
- 1.2 The Chairman of the meeting will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the Remuneration Report at the meeting. Shareholders will be asked to vote on the Remuneration Report. The resolution is advisory only and does not bind the Company or its directors. The Board will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies. Under the *Corporations Act 2001*, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, shareholders will be required to vote at the second of those annual general meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors (other than the Group Managing Director and CEO) must go up for re-election.
- 1.3 Voting on the Remuneration Report will be determined by a poll at the meeting rather than a show of hands.
- 1.4 **Recommendation: *Your Directors recommend that you vote in favour of adoption of the Remuneration Report.***
- 1.5 Voting Exclusion Statement
- 1.6 Any undirected proxies held by the Chairman of the meeting, other directors or other key management personnel or any of their closely related parties will not be voted on the Remuneration Report.
- 1.7 The key management personnel of the Company are the directors of the Company and those other persons having authority and responsibility for

planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's key management personnel for the financial year to 30 June 2017. Their closely related parties are defined in the *Corporations Act 2001*, and include certain of their family members, dependants and companies they control.

1.8 A vote will not be disregarded if:

- it is cast by a person as a proxy for a shareholder who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as a proxy for a shareholder who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Any shareholder entitled to vote who is thinking of appointing a person who is not entitled to vote as their proxy, should be aware that unless the proxy contains specific instructions on the manner in which they want their vote to be cast on this resolution, that person will be prohibited from exercising votes on behalf of the shareholder giving the proxy in relation to this resolution.

AGENDA ITEM 3: TO ELECT MR SARTAJ HANS AS A DIRECTOR.

2. Introduction

2.1 At the invitation of the Board, Mr Sartaj Hans joined the Board as an Independent and Non-executive Director on 19 October 2016. Mr Hans was appointed Chairman of the Audit and Risk Committee on the same date. Mr Hans vacates the office of director in accordance with Article 81(b) of the Constitution. He is eligible for election and offers himself for election in accordance with Article 81(a)(i) of the Constitution.

2.2 Mr Hans, B.E. Honours (Electronics) has a background in information technology and superannuation at BT Financial Group, the wealth management arm of Westpac. He also has a pivotal role in the development of Goulburn Health Hub, a medical facilities project in Goulburn. In addition, he has many years of experience in managing investments and financial affairs in private family companies.

2.3 Mr Hans has an interest in 688,096 shares (0.54%) in the Company.

2.4 ***Recommendation: Your Directors, other than Mr Hans, recommend that you vote in favour of Mr. Hans's election.***

AGENDA ITEM 4: TO RE-ELECT DR JOHN LEWIS SCHLEDERER AS A DIRECTOR.

3. Introduction

- 3.1 Dr John Schlederer retires by rotation in accordance with Articles 83(a) and 83(b) of the Articles of Association. He is eligible for re-election and offers himself for re-election.
- 3.2 Dr Schlederer joined the Board in 2010. He is a Non-Executive Director. He was the Chairman of the Audit and Risk Committee from August 2011 to 16 July 2015. He is Chairman of the Remuneration Committee and a member of the Audit and Risk Committee.
- 3.3 Dr Schlederer, B.Sc (Hons), PhD, Grad. Diploma, has more than 20 years teaching experience at the University of New South Wales and TAFE NSW (Technical and Further Education, New South Wales) and also has many years of experience in business.
- 3.4 Dr Schlederer has an interest in 7,965,000 shares (6.28%) in the Company.

3.5 Recommendation

Your Directors, other than Dr Schlederer, recommend that you vote in favour of Dr Schlederer's re-election.

109th ANNUAL GENERAL MEETING: PROXY FORM

Proxy forms must be lodged at the Registered Office of the Company (Level 6, 505 George Street, Sydney NSW 2000, Australia) or sent by facsimile to the Registered Office of the Company (+61 2 9224 5550) or sent by email to companysecretary@academies.edu.au, before 11.30am on 15 November 2017.

A. Registered Holder Details

Name: _____

Address: _____

Number of Ordinary Shares held: _____

B. Appointment of Proxy

I/We being the Registered Holder stated above and being entitled to attend and vote, hereby appoint:

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The Chairman of the Meeting
(Please tick or mark with a cross in the box, if selecting this option)

OR

(Name)

(Leave this box blank if you have selected the Chairman of the Meeting to vote on your behalf)

or, in his/her absence, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of the Company, to be held at 11:30am on 17 November 2017 or at any adjournment of that Meeting.

C. Voting Directions

Should you decide to direct your proxy how to vote, please tick or mark with a cross in the appropriate box against each item below. If you do not, your proxy may vote as he/she thinks fit or abstain.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy, you can direct the Chairman of the Meeting to vote for or against or abstain from voting on each resolution by marking the appropriate box(es). Please note that the Chairman of the Meeting intends to vote undirected proxies in favour of each resolution. In exceptional circumstances, the

Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Resolutions:

For

Against

Abstain

1. *To adopt the Remuneration Report.
(Agenda Item 2)*
2. *To elect Mr Sartaj Hans as a Director.
(Agenda Item 3)*
3. *To re-elect Dr John Lewis Schlederer as a
Director.
(Agenda Item 4)*

D. Signature(s)

This section **MUST** be signed to enable your directions to be implemented.

Where the holding is in **one name**, the holder must sign. Where the holding is in **more than one name** all the holders must sign.

To sign under a **Power of Attorney**, you must have already lodged the Power of Attorney with the Company. If you have not previously lodged the Power of Attorney for notation, please attach a certified photocopy of the Power of Attorney to this form when you submit it.

For corporations, a Director must sign jointly with another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company does not have a Company Secretary, a Sole Director can also sign alone.

Please indicate the office held by signing in the appropriate space and crossing out the office that is not applicable.

Signed this _____ day of _____ 2017

Individual or Joint Shareholder(s):

Corporate Shareholders:

Individual / Shareholder 1

Director

Shareholder 2

Director / Company Secretary

Shareholder 3

Sole Director and Sole Company Secretary