



ASX / MEDIA RELEASE

28 JUNE 2021

RedHill Education Limited

RedHill receives non-binding proposal from iCollege Limited and has provided exclusive due diligence

RedHill Education Limited ("RedHill") (ASX:RDH) announces that it has entered into an indicative and non-binding term sheet with iCollege Ltd ("ICT"), which contemplates an increased offer price of 9.5 shares in ICT for every one share in RedHill ("ICT Indicative Proposal").

The board and management teams from RedHill and ICT have held collaborative discussions to understand the contribution of each business to a potential merged entity. These discussions have culminated in an agreement to further investigate what appears to be sound strategic rationale for a transaction including potential synergies, geographic spread and education sector expansion.

The ICT Indicative Proposal values RedHill at \$1.05 per share, based on ICT's last close on 25 June 2021. This represents a 32% premium to RedHill's 1-month VWAP of \$0.79 per share to 25 June 2021.

Execution of term sheet

RedHill and ICT have today signed an indicative and non-binding term sheet (with the exception of the 'exclusivity provisions' which are binding) to facilitate the conduct of mutual due diligence by RedHill and ICT.

RedHill confirms it has agreed to provide ICT a period of exclusivity commencing 28 June 2021 through to 21 July 2021 ("Exclusivity Period"). The exclusivity provisions are binding and include customary "cease existing discussions", "no shop" and "no 3rd party due diligence" protections, with standard fiduciary carve outs.

Other non-binding details of the term sheet include, but are not limited to:

- potential governance and management composition of ICT post acquisition;
- facilitation of due diligence; and
- subject to review and requisite shareholder approvals, the issue of RedHill and ICT Management Performance Rights.

Subject to, among other things, satisfactory completion of mutual due diligence and respective Board approvals, RedHill and ICT may enter into a Bid Implementation Agreement which would include proposed terms for a recommended off-market takeover offer.

RedHill's Directors note this is only an indicative offer, there is no binding agreement and no certainty a transaction will ultimately be agreed with ICT.

Impact on current ICT Offer for RedHill

ICT has extended its offer to acquire all of the shares in RedHill for 7.6 ICT ordinary shares for every one RedHill share ("ICT Offer") to 30 July 2021. This is currently the only ICT Offer that is available for acceptance, with the ICT Indicative Proposal (as discussed above) being non-binding and indicative only. **The RedHill Board recommends shareholders continues to TAKE NO ACTION in relation to the ICT Offer.**

RedHill will continue to keep shareholders informed of any material developments in relation to ICT, and is committed to acting in the best interests of all shareholders and to maximising shareholder value.

Should you have any queries regarding the ICT Offer, please contact the RedHill shareholder information helpline on 1300 148 799 or +61 3 9415 4265.

UCW Offer

As announced on 25 June 2021, RedHill and UCW have ceased discussions regarding a potential transaction, and UCW has announced that its offer for 100% of RedHill ("UCW Offer") will now lapse on 2 July 2021. **The RedHill Board recommends shareholders continues to TAKE NO ACTION in relation to the UCW Offer.**

Authorised for release to ASX by the Board of Directors of RedHill.

CONTACT

Glenn Elith
Chief Executive Officer
Email: gelith@redhilleducation.com

Lisa Jones
Company Secretary
Email: lisa.jones@redhilleducation.com

ABOUT REDHILL

RedHill has a portfolio of quality education businesses at the premium end of the private education market to capitalise on the demand for higher education, vocational training and English language programmes. For further information refer to our website www.redhilleducation.com.