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Our ref      MDR:

4 October 2021

Market Announcements Office  
ASX Limited  
Exchange Centre  
20 Bridge Street  
SYDNEY NSW 2000

Dear Sir/Madam

**iCollege Limited Off-Market Takeover Bid for RedHill Education Limited: Status of defeating conditions**

We act for iCollege Limited ACN 105 012 066 (**ICT**) in relation to its off-market takeover bid (**Offer**) to acquire up to 100% of the ordinary shares in RedHill Education Limited ACN 119 952 493 (**RedHill**) pursuant to its bidder's statement dated 25 March 2021 and as replaced by its replacement bidder's statement dated 9 April 2021.

We attach a formal notice under section 630(3) of the Corporations Act regarding the status of defeating conditions to the Offer.

Yours faithfully  
**THOMSON GEER**



**Matthew Reynolds**  
Partner  
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encl



4 October 2021

iCollege Limited  
205 North Quay  
Brisbane QLD 4000

Takeover offer for RedHill Education Limited

**NOTICE OF STATUS OF DEFEATING CONDITIONS UNDER SECTION 630(3) OF THE  
CORPORATIONS ACT 2001 (CTH)**

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**To: ASX Limited**

**Redhill Education Limited**

iCollege Limited ACN 105 012 066 (**ICT**) gives notice under section 630(3) of the *Corporations Act 2001* (Cth) in respect of its offers dated 15 April 2021 in relation to its off-market takeover bid to acquire up to 100% of the ordinary shares in RedHill (**Offer**) pursuant to its bidder's statement dated 25 March 2021, replaced by its replacement bidder's statement dated 9 April 2021 (**Bidder's Statement**).

Terms defined in the Bidder's Statement have the same meaning when used in this notice unless the context requires otherwise.

ICT gives notice under section 630(3) of the *Corporations Act 2001* (Cth) (**Corporations Act**) that:

- per notice given pursuant to s650F of the Corporations Act lodged with the ASX Limited and served on RDH dated 1 October 2021, the Offer is free of all defeating conditions; and
- per notice given pursuant to s630(4) of the Corporations Act lodged with ASX Limited and served on RDH dated 1 October 2021, the Minimum acceptance condition set out in section 6.1(a) of Schedule 1 of the Bidder's Statement is satisfied; and
- ICT's voting power in RDH is 92.50%.

Signed for and on behalf of **iCollege Limited** by

Simon Tolhurst  
Director

[icollege.edu.au](http://icollege.edu.au)

**Invest inquiries**

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