



Announcement Summary

Entity name

ICOLLEGE LIMITED

Announcement Type

New announcement

Date of this announcement

Monday November 29, 2021

The +securities to be quoted are:

☒ Other

Total number of +securities to be quoted

ASX +security code	Security description	Number of +securities to be quoted	Issue date
ICT	ORDINARY FULLY PAID	3,911,486	29/11/2021

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of entity

ICOLLEGE LIMITED

We (the entity named above) apply for +quotation of the following +securities and agree to the matters set out in Appendix 2A of the ASX Listing Rules.

1.2 Registered number type

ABN

Registration number

75105012066

1.3 ASX issuer code

ICT

1.4 The announcement is

☒ New announcement

1.5 Date of this announcement

29/11/2021



Part 2 - Type of Issue

2.1 The +securities to be quoted are:

☒ Other

2.2 The +securities to be quoted are:

☒ Additional +securities in a class that is already quoted on ASX ("existing class")

2.3c Have these +securities been offered under a +disclosure document or +PDS?

☒ No

2.3d Please provide any further information needed to understand the circumstances in which you are applying to have these +securities quoted on ASX, including why the issue of the +securities has not been previously announced to the market in an Appendix 3B

As announced in ICT's Second Supplementary Bidder's Statement lodged with ASX on 18 August 2021, ICT engaged Veritas Securities Limited to act as joint corporate advisor in relation to ICT's takeover offer for RedHill Education Ltd. Veritas was entitled to a success fee equal to 0.75% of the agreed transaction value, 50% of which to be paid through the issue of shares.

2.4 Any on-sale of the +securities to be quoted within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:

☒ Not applicable - the entity has arrangements in place with the holder that ensure the securities cannot be on-sold within 12 months in a manner that would breach section 707(3) or 1012C(6)



Part 3B - number and type of +securities to be quoted (existing class) where issue has not previously been notified to ASX in an Appendix 3B

Additional +securities to be quoted in an existing class

ASX +security code and description

ICT : ORDINARY FULLY PAID

Issue date

29/11/2021

Will the +securities to be quoted rank equally in all respects from their issue date with the existing issued +securities in that class?

☒ Yes

Issue details

Number of +securities to be quoted

3,911,486

Are the +securities being issued for a cash consideration?

☒ No

Please describe the consideration being provided for the +securities

In consideration of services provided in relation to ICT's takeover of RedHill Education Limited.

Please provide an estimate (in AUD) of the value of the consideration being provided per +security for the +securities to be quoted

0.119900

Any other information the entity wishes to provide about the +securities to be quoted

The shares are issued in accordance with an agreement with Veritas Securities Limited as disclosed in ICT's Second Supplementary Bidder's Statement in relation to its takeover of RedHill Education Limited.

The purpose(s) for which the entity is issuing the securities

To pay for services rendered

Please provide additional details

Shares issued in part payment of a success fee - value of shares issued equivalent to 0.375% of the agreed transaction value in relation to ICT's takeover of RedHill Education Limited.

**Part 4 - Issued capital following quotation**

Following the quotation of the +securities the subject of this application, the issued capital of the entity will comprise:

(A discrepancy in these figures compared to your own may be due to a matter of timing if there is more than one application for quotation/issuance currently with ASX for processing.)

4.1 Quoted +securities (total number of each +class of +securities quoted on ASX following the +quotation of the +securities subject of this application)

ASX +security code and description	Total number of +securities on issue
ICT : ORDINARY FULLY PAID	1,082,752,723

4.2 Unquoted +securities (total number of each +class of +securities issued but not quoted on ASX)

ASX +security code and description	Total number of +securities on issue
ICTAAB : OPTION EXPIRING 09-NOV-2023 EX \$0.15	12,000,000
ICTAAA : OPTION EXPIRING 10-JUL-2023 EX 5C	10,000,000



Part 5 - Other Listing Rule requirements

5.1 Are the +securities being issued under an exception in Listing Rule 7.2 and therefore the issue does not need any security holder approval under Listing Rule 7.1?

☒ No

5.2 Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1?

☒ No

5.2b Are any of the +securities being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

☒ Yes

5.2b.1 How many +securities are being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

3,911,486

5.2c Are any of the +securities being issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

☒ No