

17 October 2023

Market Announcements Platform
Australian Securities Exchange
(Via ASX Online)

ANNUAL GENERAL MEETING

Academies Australasia Group Limited (ASX: AKG) has sent to shareholders the Notice of the 115th Annual General Meeting, Explanatory Notes, Proxy Form and a copy of the 2023 Annual Report.

The Annual Report was released to the ASX on 1 September 2023.

(Note: The Proxy form is a sample. A customised form is being posted or emailed to each shareholder.)

Gabriela Rodriguez
Deputy Group Managing Director and COO

Contact: Christopher Campbell (c.campbell@academies.edu.au)

Academies Australasia has been operating for 115 years and listed on the Australian Securities Exchange for 46 years. The group comprises 18 separately licensed colleges operating in New South Wales, Queensland, South Australia, Victoria and Western Australia in Australia, and overseas in Singapore. The group offers a wide range of recognised courses at different levels – Certificate, Diploma, Advanced Diploma and Bachelor Degree. Over the years, Academies Australasia colleges have taught more than 100,000 students from 130 countries.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 115th ANNUAL GENERAL MEETING of Academies Australasia Group Limited will be held at Level 31, 1 O'Connell Street, Sydney, NSW, Australia on Friday, 17 November 2023 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 2023 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 2023, be adopted.'

- *The Remuneration Report is set out on pages 9 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 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.*

(Please refer to the Explanatory Notes.)

3. **To re-elect as a director of the Company Mr Sartaj Hans who retires by rotation in accordance with Articles 83(a) and 83(b) of the Company's Constitution. Being eligible, Mr Hans offers himself for re-election.**

(Please refer to the Explanatory Notes.)

By Order of the Board
Christopher Campbell
Group Managing Director and CEO

17 October 2023

**115th ANNUAL GENERAL MEETING:
EXPLANATORY NOTES TO AGENDA ITEMS 2 and 3**

ORDINARY BUSINESS

1. AGENDA ITEM 2: TO ADOPT THE REMUNERATION REPORT

1.1 Introduction

1.1.1 The Remuneration Report is on pages 9 to 11 of the Annual Report. It sets out the Company's remuneration arrangements for directors, including the Group Managing Director and CEO, and senior executives.

1.1.2 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 adoption of 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 (Cth)*, 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 be put up for re-election.

1.2 Voting on the Remuneration Report will be determined by a poll at the meeting rather than by a show of hands.

1.3 Recommendation:

Your Directors recommend that you vote FOR the adoption of the Remuneration Report.

1.4 Voting Exclusion Statement

1.4.1 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.

1.4.2 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 2023. Their closely related parties are defined in the *Corporations Act*, and include certain of their family members, dependants, and companies they control.

1.4.3 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.

1.4.4 If you appoint the Chairman of the meeting and you are not a person whose vote will be disregarded, by submitting a Proxy Form you authorise the Chairman of the meeting to exercise the proxy even though resolution 1 is connected directly or indirectly with the remuneration of key management personnel of the Company and will be taken to have directed the Chairman of the meeting to vote in accordance with his stated intention to vote undirected proxies in favour of this resolution. If you do not want your vote exercised in favour of resolution 1, you should direct the Chairman of the meeting to vote against, or abstain from voting on, resolution 1.


1.4.5 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.

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

2.1 Introduction

2.1.1 Mr Sartaj Hans, Non-executive Director, retires by rotation in accordance with Articles 83(a) and 83(b) of the Company's Constitution. He is eligible for re-election and offers himself for re-election.

2.1.2 Mr Hans joined the Board on 19 October 2016 and was appointed Chairman of the Audit and Risk Committee from that date. He holds a B.E. (Hons) (Electronics).



2.1.3 He has experience in information technology and superannuation at BT Financial Group, the wealth management arm of Westpac, and played a pivotal role in the development of Goulburn Health Hub, a medical facilities project in Goulburn. He has many years of experience in managing investments and financial affairs in private family companies.

2.1.4 Mr Hans has an interest in 813,929 shares (0.61%) in the Company.

2.2 **Recommendation:**

Your Directors other than Mr. Hans, recommend that you vote FOR the re-election of Mr. Hans because he has the relevant experience and qualifications and has been a valuable member of the Board during the seven years that he has been a Director.

Academies Australasia Group Limited

ABN 93 000 003 725

Need assistance?



Phone:

1300 855 080 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:30am (AEDT) on Wednesday, 15 November 2023.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: 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 (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 133191

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Academies Australasia Group Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, 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 Academies Australasia Group Limited to be held at Level 31, 1 O'Connell Street, Sydney, NSW 2000 on Friday, 17 November 2023 at 11:30am (AEDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 2 (except where I/we have indicated a different voting intention in step 2) even though Resolution 2 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 2 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 2	To adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	To re-elect Mr Sartaj Hans as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. 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.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically