



ASX RELEASE

24 October 2023

2023 Annual General Meeting

NextEd Group Limited (**ASX:NXD**) will hold its 2023 Annual General Meeting (AGM) as a physical meeting on Friday, 24 November 2023.

Attached for release is the 2023 AGM Notice of Meeting and sample voting form sent to shareholders today with details on how to attend and vote at the AGM, together with details of how a live audio live stream of the AGM may be accessed for shareholders who are unable to attend.

This announcement has been approved for release by the Company Secretary of NextEd Group Limited.

For further information:

Glenn Elith
Chief Executive Officer
glenn.elith@nexted.com.au

Lisa Jones
Company Secretary
lisa.jones@nexted.com.au



NextEd Group Limited

ACN 105 012 066

Notice of Annual General Meeting

Notice is given that the Meeting will be held at:

TIME: 11.00am Sydney time

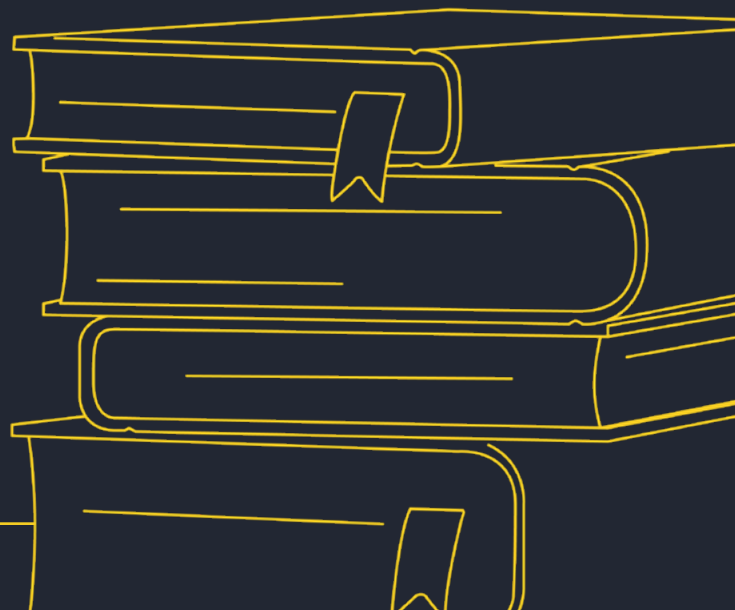
DATE: Friday, 24 November 2023

PLACE: In person at The Burke Meeting Room at the offices of Chartered Accountants ANZ
on Level 9, 33 Erskine Street, Sydney

The business of the Meeting affects your shareholding.

This Notice of Meeting should be read in its entirety. If you are in doubt as to how you should vote, you should seek advice from your professional advisers prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7.00pm Sydney time on 22 November 2023.



Letter from the Chair

Dear Shareholder,

I am pleased to invite you to the Annual General Meeting of NextEd Group Limited ACN 105 012 066 (**Company**) to be held at 11.00am (Sydney time) on Friday, 24 November 2023 in the Burke Meeting Room at the offices of Chartered Accountants ANZ on Level 9, 33 Erskine Street, Sydney NSW 2000 (**Annual General Meeting or Meeting**).

The Directors have decided to proceed with a physical 2023 Annual General Meeting and the Shareholders will be able to attend the Meeting in person.

The Company will also live audio stream the Annual General Meeting for those Shareholders who choose not to, or are unable to, attend the Meeting in person. This will allow Shareholders to follow the proceedings but not participate in the Annual General Meeting or vote on any resolutions during the Meeting.

If you would like to access the live stream, please register your interest via email to companysecretary@nexted.com.au no later than 5.00pm (Sydney time) on Friday, 17 November 2023.

The Board considers the Annual General Meeting to be an important event on our calendar and we look forward to the opportunity to update you on the Company's recent performance and answer any questions you may have.

I welcome you to submit your questions in advance of the Meeting. If you wish to do so, you may email your questions to companysecretary@nexted.com.au no later than 5.00pm (Sydney time) on Friday, 17 November 2023. We hope to address as many questions as possible at the Meeting.

In case you are not able to attend the Meeting, the Board encourages you to complete the enclosed Voting Form and return it by mail or fax in accordance with the instructions provided as soon as possible. Alternatively, you may cast a direct vote or appoint a proxy prior to the Meeting online at www.advancedshare.com.au/investor-login. Direct votes and proxy appointments must be received by the share registry no later than 11.00am (Sydney time) on Wednesday, 22 November 2023.

Please read the whole of this booklet carefully as it provides important information on the Annual General Meeting and items of business for the Meeting.

I look forward to welcoming you to the 2023 Annual General Meeting.

By order of the Board.

Yours faithfully,



Cass O'Connor
Chair

Business of the meeting

Agenda

1. Financial statements and reports

To receive and consider the Annual Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2023.

2. Resolution 1: Adoption of remuneration report

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

"That, for the purposes of section 250R(2) of the Corporations Act, and for all other purposes, Shareholders adopt the Remuneration Report for the financial year ended 30 June 2023 as set out in the 2023 Annual Report."

Please note that the vote on this resolution is advisory only and does not bind the Directors or the Company.

A voting prohibition statement applies to this Resolution. Please see below.

VOTING PROHIBITION STATEMENT: In accordance with section 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report; or
- a Closely Related Party of such member.

However, the above persons may cast a vote on this Resolution if:

- the person does so as a proxy; and
- the vote is not cast on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report or a Closely Related Party of such a member; and
- either:
 - the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
 - the voter is the Chair of the Annual General Meeting and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution and expressly authorises the Chair to vote as the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

3. Resolution 2: Re-election of Director – William Deane

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

"That William Deane, who retires by rotation in accordance with ASX Listing Rule 14.4 and Rule 14.2 of the Company's Constitution, and being eligible, be re-elected as a Director of the Company."

4. Resolution 3: Approval of additional 10% placement capacity

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

"That, pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

VOTING EXCLUSION STATEMENT: The Company will disregard any votes cast in favour of this Resolution by a person (and any associates of such a person) who is expected to participate, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company).

However, this does not apply to a vote cast in favour of this Resolution by:

- a person or proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the chair to vote on the Resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this Resolution; and
 - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

5. Resolution 4: Appointment of company auditor

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

"That, Pitcher Partners Sydney Partnership, having consented in writing to act as auditors of the Company, be appointed as auditors of the Company."

Pitcher Partners has been nominated by a member of the Company to fill the office of auditor. A copy of the nomination is attached to this Notice.

Dated: 18 October 2023

By order of the Board



Lisa Jones
Company Secretary

1. Voting

If you are entitled to vote at the Annual General Meeting, you may vote by:

- a. submitting a direct vote before the Meeting (recommended option);
- b. casting a vote in person at the Meeting; or
- c. appointing a proxy.

All Shareholders are strongly encouraged to lodge a direct vote or proxy prior to the Meeting no later than 11.00am on 22 November 2023 (Sydney time) in accordance with the instructions below.

2. How to vote

A Shareholder can vote either in person, prior to the Meeting or by proxy.

DIRECT VOTING BEFORE THE MEETING:

Shareholders are encouraged to vote online at: www.advancedshare.com.au/investor-login

Alternatively, the attached Voting Form can be returned by:

Post to: NextEd Group Limited
c/- Advanced Share Registry
110 Stirling Highway, Nedlands, WA 6009

OR

Fax to: + 61 8 6370 4203

Votes may be submitted during the Meeting only by those Shareholders physically in attendance at the Meeting either in person or through a validly appointed corporate representative or proxy. **The Company strongly encourages Shareholders to lodge a direct vote or directed proxy with the Company no later than 48 hours prior to the Meeting (11.00am on 22 November 2023).**

All Voting Forms must be received (either online, by post or by fax) no later than 11.00am (Sydney time) on 22 November 2023.

Please note that if you intend to attend the Meeting you will need your Shareholder number (which can be found on your Voting Form) for verification purposes.

3. Corporations

To vote at the Annual General Meeting, a Shareholder that is a corporation must appoint an individual to act as its representative. The appointment must comply with section 250D of the Corporations Act. Alternatively, a corporation may appoint a proxy.

4. Voting by proxy

All Shareholders who are entitled to participate in and vote at the Meeting have the right to appoint a proxy to participate in the Meeting and vote in their place. A proxy need not be a Shareholder and can be an individual or a body corporate.

To appoint a proxy, please complete a nomination online at www.advancedshare.com.au/investor-login or by following the instructions on the Voting Form.

For your proxy appointment to be effective, it must be received by the Company not less than 48 hours before the Meeting (i.e., by 11.00am (Sydney time) on Wednesday, 22 November 2023).

You can direct your proxy how to vote (i.e. to vote 'for' or 'against', or to 'abstain' from voting on, each Resolution) by following the instructions either online or on the Voting Form. A proxy may decide whether to vote on an item of business, except where the proxy is required by law or the Constitution to vote, or abstain from voting in his or her capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may only vote on the item as directed. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit.

If you are entitled to cast two or more votes, you may appoint two proxies and you may specify the proportion or number of votes that each proxy is appointed to exercise. If your appointment does not specify the proportion or number of your voting rights, each proxy may exercise half your votes (disregarding fractions).

If you appoint the Chair as your proxy but do not direct the Chair on how to vote, then by completing and submitting your voting instructions you are expressly authorising the Chair to vote in favour of each item of business, even where an item of business is directly or indirectly connected to the remuneration of a member of the Key Management Personnel of the Company. The Chair intends to vote all available (including undirected) proxies in favour of all Resolutions, subject to the applicable voting exclusions and prohibitions.

You cannot lodge a direct vote and appoint a proxy for the same voting rights. The appointment of one or more duly appointed proxies will not preclude a Shareholder from attending the Meeting and voting personally. If the Shareholder votes on a Resolution, the proxy must not vote as the Shareholder's proxy on that Resolution.

5. Eligibility to vote

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations that the persons eligible to vote at the Annual General Meeting are those that are registered Shareholders at 7.00pm (Sydney time) on Wednesday, 22 November 2023. If you are not the registered holder of a relevant Share at that time you will not be entitled to vote in respect of that Share.

6. Voting procedure – on a poll

All Resolutions at this Annual General Meeting will be decided on a poll. Upon a poll, every person entitled to vote who is present at the Meeting or by proxy will have one vote for each voting Share held by that person.

7. Enquiries

For all enquiries, please contact the Company Secretary at companysecretary@nexted.com.au.

Explanatory statement

This explanatory statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the resolutions.

1. Agenda item 1: Financial statements and reports

1.1 2023 Annual Report

The 2023 Annual Report for the year ending 30 June 2023 includes the Directors' Report, the Auditor's Report and the Financial Report (which includes the financial statements and directors' declaration).

The Corporations Act requires that the Directors' Report, the Auditor's Report and the Financial Report be laid before the Annual General Meeting.

Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Company's Constitution requires a vote of Shareholders at the Annual General Meeting on the 2023 Annual Report.

1.2 Questions to the Chair

Shareholders will be given reasonable opportunity at the Meeting to raise questions and make comments on the 2023 Annual Report and we also welcome and encourage questions from Shareholders prior to the Meeting.

In addition to asking questions at the Meeting, Shareholders may address written questions to the Chair about the 2023 Annual Report and the management of the Company by email to companysecretary@nexted.com.au no later than 5.00pm (Sydney time) on Friday, 17 November 2023.

Shareholders may also submit written questions to the Company's auditor, Rod Shanley of Pitcher Partners Sydney Partnership, if the question is relevant to:

- a. the content of the Auditor's Report; or
- b. the conduct of its audit of the Financial Report to be considered at the Annual General Meeting.

Written questions for the auditor must be delivered by 5.00 pm (Sydney time) on Friday, 17 November 2023 to companysecretary@nexted.com.au.

2. Resolution 1: Adoption of remuneration report

2.1 Purpose of resolution

The Remuneration Report of the Company for the financial year ending 30 June 2023 is set out in the Directors' Report contained in the 2023 Annual Report.

The Remuneration Report sets out the Company's remuneration arrangements for the executive and non-executive Directors and executive employees of the Company who are Key Management Personnel.

Section 250R(2) of the Corporations Act requires that a resolution that the Remuneration Report of the Company be adopted must be put to a vote.

A reasonable opportunity will be given for the discussion of the Remuneration Report at the meeting.

This Resolution is an ordinary resolution.

2.2 Voting consequences

In accordance with the Corporations Act, the vote on this Resolution is advisory only and does not bind the Company.

However, Part 2G.2, division 9 of the Corporations Act provides that if at least 25% of the votes cast on this Resolution are voted against the adoption of the Remuneration Report at the Annual General Meeting, then:

- a. if comments are made on the Remuneration Report at the Annual General Meeting, the Company's Remuneration Report for the next financial year will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reason for this; and
- b. if at the next Annual General Meeting, at least 25% of the votes cast on the resolution for adoption of the Remuneration Report are against such adoption, the Company will be required to put to Shareholders an ordinary resolution proposing that a general meeting be called to consider the election of Directors of the Company (Spill Resolution). If a Spill Resolution is passed, all of the Directors, other than the managing director, will cease to hold office at the subsequent general meeting, unless re-elected at that meeting.

2.3 Voting exclusion and Directors' recommendations

As set out in the notes to Resolution 1, a voting exclusion statement applies with respect to the voting on this Resolution by certain persons connected to the Company.

The Board recommends that Shareholders vote in favour of Resolution 1.

The Chair intends to vote undirected proxies in favour of Resolution 1, subject to compliance with the Corporations Act.

3. Resolution 2: Re-election of William Deane

3.1 Purpose of Resolution

William Deane retires in accordance with rule 14 of the Constitution and ASX Listing Rule 14.4, and being eligible, offers himself for re-election as a Director.

This Resolution is an ordinary resolution.

3.2 Skills and experience

Mr Deane is a managing director of Exto Partners Pty Ltd, a Sydney-based private investment firm specialising in technology ventures and is a principal of its Exto Active technology venture fund and its B3V blockchain fund. Mr Deane is a director of several of Exto Partners' unlisted investee companies including Block 3 Ventures, Tribe Group, Tuned Global and Zetaris. He has practised as a corporate lawyer in Australia with Ashurst (formerly Blake Dawson) and in the United States with Skadden, Arps, Slate, Meagher & Flom LLP and Sidley Austin LLP. As a lawyer he focussed on equity capital markets (NYSE, NASDAQ and ASX) and mergers and acquisitions. Mr Deane has been admitted as a Solicitor and Barrister to the Supreme Court of Victoria and admitted to the New York Bar. Mr Deane has a BA (hons) from the University of Sydney and an LLB (hons) from Bond University.

Mr Deane was a founder of RedHill Education and has been involved as a director in the education sector since 2006. He is the Chair of the Company's Audit and Risk Management Committee and a member of the Nominations and Remuneration Committee.

3.3 Other listed directorships

Mr Deane has no current or former other listed company directorships within the last three years.

3.4 Independence

Mr Deane is not considered to have any interest, position or relationship that might influence or reasonably be perceived to influence in a material respect his capacity to bring an independent judgment to bear on issues before the Board and to act in the best interests of the Company and its Shareholders. Accordingly, the Board considers Mr Deane is an independent Director.

3.5 Directors' recommendations

The Board (with Mr Deane abstaining) recommends that Shareholders vote in favour of Resolution 2.

The Chair of the Annual General Meeting intends to vote undirected proxies in favour of Resolution 2.

4. Resolution 3: Approval of additional 10% placement capacity

4.1 General

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

However, in accordance with Listing Rule 7.1A, an eligible entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase its 15% limit by an extra 10% to 25% (**7.1A Mandate**).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less. Based on its Share price as at the date of this Notice of Meeting, the Company is an eligible entity for these purposes. Should the Company cease to be an 'eligible entity' as at the time of the Meeting, this resolution will be withdrawn.

Resolution 3 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in ASX Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

If this Resolution is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval as set out in Listing Rule 7.1.

4.2 Specific information required by Listing Rule 7.1A

Listing Rule 7.1A requires the following information to be provided to Shareholders for the purposes of obtaining Shareholder approval:

a. Period for which the 7.1A Mandate is valid

The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:

- i. the date that is 12 months after the date of the Meeting;
- ii. the time and date of the Company's next annual general meeting; and
- iii. the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).

b. Minimum Price

Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

- i. the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or
- ii. if the Equity Securities are not issued within 10 trading days of the date in paragraph 4.2(b)(i) (above), the date on which the Equity Securities are issued.

c. Use of funds raised

The Company intends to use the funds raised under the 7.1A Mandate for the acquisition of new assets or investments (including expenses associated with such acquisitions).

d. Risk of economic and voting dilution

Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 3 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, based on the closing market price of Shares and the number of Equity Securities on issue as at 5 October 2023.

The table also shows the voting dilution impact where the number of Shares on issue changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.

Voting dilution Impact per ASX Listing Rule 7.1A2		Dilution		
		\$0.46	\$0.91	\$1.82
		50% decrease in issue price	Issue price	100% increase in issue price
Current shares on issue 221,376,773 shares	10% Voting Dilution	22,137,677	22,137,677	22,137,677
	Funds raised	\$10,072,643	\$20,145,286	\$40,290,573
50% increase 332,065,160 shares	10% Voting Dilution	33,206,516	33,206,516	33,206,516
	Funds raised	\$15,108,965	\$30,217,930	\$60,435,859
100% increase 442,753,546 shares	10% Voting Dilution	44,275,355	44,275,355	44,275,355
	Funds raised	\$20,145,286	\$40,290,573	\$80,581,145

The table above uses the following assumptions:

- There are currently 221,376,773 Shares on issue.
- The issue price set out above is the closing market price of Shares on the ASX on 5 October 2023.
- The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
- The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
- The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of the issue of the Equity Securities.
- The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own Shareholding depending on their specific circumstances.
- The table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless specifically stated otherwise.

8. The 10% voting dilution reflects the aggregate percentage dilution against the issued capital at the time of issue.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.
10. Shareholders should note there is a risk that the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting, and that the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

e. Allocation policy under 7.1A Mandate

- i. The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.
- ii. The Company will determine the recipients at the time of issue under the 7.1A Mandate, having regard to the following factors:
 - A. the purpose of the issue;
 - B. alternative methods for raising funds available to the Company at that time, including but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;
 - C. the effect of the issue of the Equity Securities on the control of the Company;
 - D. the circumstances of the Company, including but not limited to, the financial position and solvency of the Company;
 - E. prevailing market conditions; and
 - F. advice from corporate, financial and broking advisers (if applicable).

Previous approval under Listing Rule 7.1A

The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 18 November 2022 (**Previous Approval**).

During the 12-month period preceding the date of the Meeting, the Company did not issue any Shares pursuant to the Previous Approval.

4.3 Voting exclusion and Directors' recommendation

A voting exclusion statement is included in the Notice of General Meeting. At the date of the Notice of Annual General Meeting, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice of General Meeting.

This Resolution is a special resolution requiring 75% of the votes cast to be in favour of the Resolution.

The Board recommends that Shareholders vote in favour of Resolution 3.

The Chair intends to exercise all available proxies in favour of Resolution 3.

5. Resolution 4: Appointment of company auditor

5.1 Purpose of Resolution

Resolution 3 seeks the appointment of Pitcher Partners Sydney Partnership as the auditor of the Company. Pitcher Partners Sydney Partnership was appointed as the Company's auditor on 1 June 2023 pursuant to section 327C of the Corporations Act following the resignation of Hall Chadwick WA Audit Pty Ltd. Section 327C(2) of the Corporations Act further provides that an auditor appointed to fill the vacancy holds office until the company's next annual general meeting.

Simon Costain, a member of the Company, has nominated Pitcher Partners Sydney Partnership as auditor of the Company pursuant to section 328B of the Corporations Act. Pitcher Partners Sydney Partnership is eligible and has consented to being appointed auditor of the Company as required by section 328A of the Corporations Act.

5.2 Directors' recommendation

The Board recommends that Shareholders vote in favour of Resolution 4.

The Chair intends to exercise all available proxies in favour of Resolution 4.



Glossary

\$ means Australian dollars.

Annual General Meeting or **Meeting** means the meeting convened by the Notice.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- a. a spouse or child of the member;
- b. a child of the member's spouse;
- c. a dependent of the member or the member's spouse;
- d. anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- e. a company the member controls; or
- f. a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means NextEd Group Limited (ACN 105 012 066).

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the Listing Rules of ASX.

Meeting means the annual general meeting to be held on 24 November 2023 referred to in this Notice.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

06 October 2023

The Directors
NextEd Group Limited
Level 2, 7 Kelly Street
ULTIMO NSW 2007

Dear Directors,

NOMINATION OF AUDITOR

I, Simon Costain, being a member of NextEd Group Limited, hereby nominate Pitcher Partners Sydney Partnership for appointment as auditor of the Company in accordance with s328B(1) of the Corporations Act 2001.

Please distribute copies of this notice of nomination as required by s328B(3) and (4) of the Corporations Act 2001.

Yours sincerely,



Mr Simon Costain

LODGE YOUR VOTE



ONLINE

www.advancedshare.com.au/investor-login



MOBILE

Scan the QR code below, and enter your registered postcode.

It is a fast, convenient and a secure way to lodge your vote.

VOTING FORM - 2023 ANNUAL GENERAL MEETING

I/We being shareholder(s) of NextEd Group Limited and entitled to attend and vote hereby:

A VOTE DIRECTLY



Elect to lodge my/our vote(s) directly (mark box)



In relation to the Annual General Meeting of the Company to be held on Friday, 24 November 2023 at 11:00 am (AEDT), and at any adjournment or postponement of that Meeting

OR

B APPOINT A PROXY



The Chair of the meeting

OR if you are NOT appointing the Chair of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy

Name

Email

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) named, the Chair of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf, including 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 the Burke Room at the offices of Chartered Accountants ANZ on Level 9, 33 Erskine Street, Sydney on Friday, 24 November 2023 at 11:00 am (AEDT) and at any adjournment or postponement of that Meeting.

Chair's voting intentions in relation to undirected proxies: The Chair intends to vote all undirected proxies in favour of all Resolutions. In exceptional circumstances, the Chair may change his/her voting intentions on any Resolution. In the event this occurs, an ASX announcement will be made immediately disclosing the reasons for the change.

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though these resolutions are connected directly or indirectly with the remuneration of a member(s) of key management personnel, which includes the Chair.

VOTING DIRECTIONS

Direct votes or proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting, being 11:00 am (AEDT) 22 November 2023.

Please read the voting instructions overleaf before marking any boxes

Resolutions

- 1 Adoption of Remuneration Report
- 2 Re-election of Director – William Deane
- 3 Approval of Additional 10% Placement Capacity
- 4 Appointment of Company Auditor

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, all the shareholders should sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

Email Address

☐ Please tick here to agree to receive communications sent by the Company via email. This may include meeting notifications, dividend remittance, and selected announcements.

HOW TO COMPLETE THIS SHAREHOLDER VOTING FORM

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

CHANGE OF ADDRESS

This form shows your address as it appears on Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes.

VOTING UNDER BOX A

If you ticked the box under Box A you are indicating that you wish to vote directly. If no direction is given on all of the resolutions, or if you complete both Box A and Box B, your vote may be passed to the Chair of the meeting as your proxy.

Custodians and nominees may, with the Share Registrar's consent, identify on the Voting Form the total number of votes in each of the categories "for" and "against" and their votes will be valid.

If you have lodged a directly vote, and then you attend the Meeting, your attendance will cancel your direct vote.

The Chair's decision as to whether a direct vote is valid is conclusive.

VOTING UNDER BOX B

If you wish to appoint the Chair of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name and email address of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in the Voting Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON RESOLUTIONS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each resolution of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any resolution by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given resolution, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on a resolution, your vote on that resolution will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Voting Form may be obtained by telephoning Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy you must:

- On each Voting Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- Return both forms together.

COMPLIANCE WITH LISTING RULE 14.11

In accordance with Listing Rule 14.11, if you hold shares on behalf of another person(s) or entity/entities or you are a trustee, nominee, custodian or other fiduciary holder of the shares, you are required to ensure that the person(s) or entity/entities for which you hold the shares are not excluded from voting on resolutions where there is a voting exclusion. Listing Rule 14.11 requires you to receive written confirmation from the person or entity providing the voting instruction to you and you must vote in accordance with the instruction provided.

By lodging your proxy votes, you confirm to the company that you are in compliance with Listing Rule 14.11.

CORPORATE REPRESENTATIVES

If a representative of a nominated corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A Corporate Representative Form may be obtained from Advanced Share Registry.

SIGNING INSTRUCTIONS ON THE VOTING FORM

Individual:

Where the holding is in one name, the security holder must sign.

Joint Holding:

Where the holding is in more than one name, all the shareholders should sign.

Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or 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 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.

LODGE YOUR VOTING FORM

This Voting Form (and any power of attorney under which it is signed) must be received at an address given below by 11:00 am (AEDT) on 22 November 2023, being not later than 48 hours before the commencement of the Meeting. Voting Forms received after that time will not be valid for the scheduled Meeting.



ONLINE

www.advancedshare.com.au/investor-login



BY MAIL

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009; or
PO Box 1156, Nedlands WA 6909



BY FAX

+61 8 6370 4203



BY EMAIL

admin@advancedshare.com.au



IN PERSON

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009



ALL ENQUIRIES TO

Telephone: +61 8 9389 8033