

# Notice of initial substantial shareholder

Form 603  
Corporations Act  
Section 671B

To: IDP Education Ltd ("IEL", Ordinary Fully Paid)

## 1. Details of substantial shareholder

Citigroup Global Markets Australia Pty Limited (ACN 003 114 832) and each of the related bodies corporate in the Citigroup group of companies worldwide (for more details please visit [www.citigroup.com](http://www.citigroup.com)).

The holder became a substantial holder on 31 May 2024.

## 2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate had a relevant interest in on the date the substantial holder became a substantial holder are as follows:

Class of securities	Number of securities	Person's vote	Voting Power
Ordinary Fully Paid	14,252,104	14,252,104	5.1205%

## 3. Details of relevant interests

Holder of relevant interest	Nature of relevant interest	Class and number of securities
Citigroup Global Markets Limited	Citigroup Global Markets Limited holds a relevant interest in these shares pursuant to contracts entered into subject to an obligation to return under a securities lending agreement <b>and</b> pursuant to contracts entered into in the ordinary course of business on a stock market of a stock exchange, containing no terms and conditions other than standard terms and conditions. Refer to Annexure A.	2,902,139 Ordinary Fully Paid
Citibank, N.A. Sydney Branch	Citibank, N.A. Sydney Branch holds a relevant interest in these shares acting as Agent Lender and as the holder of securities subject to an obligation to return under a securities lending agreement. Refer to Annexure A.	6,069,872 Ordinary Fully Paid
Citibank, N.A.	Citibank, N.A. holds a relevant interest in these shares pursuant to contracts entered into in the ordinary course of business on a stock market of a stock exchange, containing no terms and conditions other than standard terms and conditions.	130 Ordinary Fully Paid

Citigroup Global Markets Australia Pty Limited	Citigroup Global Markets Australia Pty Limited holds a relevant interest in these shares pursuant to contracts entered into subject to an obligation to return under a securities lending agreement <b>and</b> pursuant to contracts entered into in the ordinary course of business on a stock market of a stock exchange, containing no terms and conditions other than standard terms and conditions. Refer to Annexure A.	5,262,289 Ordinary Fully Paid
Citigroup Global Markets Inc	Citigroup Global Markets Inc holds a relevant interest in these shares pursuant to contracts entered into subject to an obligation to return under a securities lending agreement. Refer to Annexure A.	17,674 Ordinary Fully Paid

#### 4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Class and number of securities
Citigroup Global Markets Limited	Citicorp Nominees Pty Limited	2,902,139 Ordinary Fully Paid
Citibank, N.A. Sydney Branch	Various	6,069,872 Ordinary Fully Paid
Citibank, N.A.	Citibank, N.A.	130 Ordinary Fully Paid
Citigroup Global Markets Australia Pty Limited	Citicorp Nominees Pty Limited	5,262,289 Ordinary Fully Paid
Citigroup Global Markets Inc	Citicorp Nominees Pty Limited	17,674 Ordinary Fully Paid

#### 5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration	Class and number of securities
Citigroup Global Markets Limited	Various	Various (Refer Annexure A)	2,902,139 Ordinary Fully Paid
Citibank, N.A. Sydney Branch	Various	Various (Refer Annexure A)	6,069,872 Ordinary Fully Paid
Citibank, N.A.	Various	Various	130 Ordinary Fully Paid

Citigroup Global Markets Australia Pty Limited	Various	Various (Refer Annexure A)	5,262,289 Ordinary Fully Paid
Citigroup Global Markets Inc	Various	Various (Refer Annexure A)	17,674 Ordinary Fully Paid

## 6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

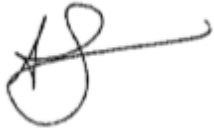
Name and ACN/ARSN (if applicable)	Nature of association
Citigroup Global Markets Limited	Each of the related bodies corporate in the Citigroup group of companies worldwide (for more details please visit <a href="http://www.citigroup.com">www.citigroup.com</a> ).
Citibank, N.A. Sydney Branch	Each of the related bodies corporate in the Citigroup group of companies worldwide (for more details please visit <a href="http://www.citigroup.com">www.citigroup.com</a> ).
Citibank N.A.	Each of the related bodies corporate in the Citigroup group of companies worldwide (for more details please visit <a href="http://www.citigroup.com">www.citigroup.com</a> ).
Citigroup Global Markets Australia Pty Limited	Each of the related bodies corporate in the Citigroup group of companies worldwide (for more details please visit <a href="http://www.citigroup.com">www.citigroup.com</a> ).
Citigroup Global Markets Inc	Each of the related bodies corporate in the Citigroup group of companies worldwide (for more details please visit <a href="http://www.citigroup.com">www.citigroup.com</a> ).

## 7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Citigroup Global Markets Limited	Citigroup Centre, Canary Wharf 33 Canada Square London, E14 5LB, United Kingdom
Citibank, N.A. Sydney Branch	Citigroup Centre 2 Park St Sydney, NSW 2000 Australia
Citibank N.A.	388 Greenwich St New York, NY 10013, United States
Citigroup Global Markets Australia Pty Limited	Citigroup Centre 2 Park St Sydney, NSW 2000 Australia
Citigroup Global Markets Inc	388 Greenwich St New York, NY 10013, United States

Dated this day, 4 June 2024.

A handwritten signature in black ink, consisting of a stylized 'A' and 'S' followed by a horizontal line extending to the right.

Alyson Sosa  
Markets & Securities Services Compliance Australia  
**Citigroup Global Markets Australia Pty Limited**  
T: +61 2 8225 4845

## Annexure A

This is Annexure A of 2 pages referred to in Form 603 'Notice of initial substantial holder'



Alyson Sosa

4 June 2023

Schedule (Loan)	
<b>Type of Agreement</b>	AMSLA / GMSLA / MSLA
<b>Parties to Agreement</b>	Various
<b>Transfer date</b>	Various
<b>Holder of voting rights</b>	Borrower
<b>Are there any restrictions on voting rights?</b>	No
<b>Scheduled return date</b>	Unknown
<b>Does the borrower have the right to return early?</b>	Yes
<b>If yes, details</b>	Standard AMSLA / GMSLA / MSLA terms
<b>Does the lender have the right to recall early?</b>	Yes
<b>If yes, details</b>	Standard AMSLA / GMSLA / MSLA terms
<b>Will the securities be returned on settlement?</b>	n/a
<b>Statement</b>	If requested by the company to whom the prescribed form must be given, or if requested by ASIC, Citi will give a copy of the AMSLA / GMSLA / MSLA to the company or ASIC.

<b>Schedule (Agency Lending Agreement)</b>	
<b>Type of Agreement</b>	Securities Lending Agency Agreement (SLAA)
<b>Parties to Agreement</b>	Various
<b>Circumstances under which the agent lender can exercise the authorisations in relation to the securities</b>	Agent Lender can only exercise authority, as agent, in relation to the lender's securities as defined and agreed in the Securities Lending Agency Agreement.
<b>Circumstances under which the agent lender is subject to any restrictions in how it can deal with the securities</b>	Lenders will define the restrictions and/or securities lending parameters in the Securities Lending Agency Agreement entered into with the lending agent. Such restrictions/parameters include specific designated accounts, lendable limits, acceptable collateral and/or cash reinvestment guidelines.
<b>Does the agent lender have the right to recall early?</b>	Agent Lenders have the right to early recall on behalf of Lender's instructions. However, the expectation is the Lender and Borrower would have mutually agreed no sales/recall of the securities during the duration of the loan term. Hence, borrowers are not obligated to return the securities early for termed loans.
<b>If yes, details</b>	Authorised under the standard Securities Lending Agency Agreement terms.
<b>Statement</b>	If requested by the company to whom the prescribed form must be given, or if requested by ASIC, Citi will give a copy of the authorisation agreement to the company or ASIC.