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Notice of Annual General Meeting and Explanatory Memorandum

The Annual General Meeting of
Kip McGrath Education Centres Limited ACN 003 415 889
will be held at Second Floor, 31 Market Street, Sydney, NSW, 2000
on Tuesday 26 November 2024 at 11.00 am AEDT

Kip McGrath Education Centres Limited (“Company”)

IMPORTANT

- 1 To be valid, the proxy form enclosed for use at the Meeting must be completed and returned no later than 11.00 am AEDT on Sunday 24 November 2024.
- 2 This document is important and requires your immediate attention. It should be read in its entirety. If you are in doubt as to any matter in this document, you should consult your legal, financial or other professional advisor immediately.

The Annual General Meeting of the Company will be held on the Second Floor of 31 Market Street Sydney, NSW, 2000, Australia on Tuesday 26 November 2024 at 11.00 am AEDT.

Ordinary Business

1 Chairman’s address and presentation by the Chief Executive Officer

2 Receipt of Financial Statements and Reports

To receive and consider the financial report, directors’ report and independent audit report for the Company for the year ended 30 June 2024.

3 Resolution 1 – Election of Ms Lynne Lewis

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

“That Ms Lynne Lewis, being eligible in accordance with Rule 19.5 of the Company’s Constitution, be elected as a Director of the Company”.

4 Resolution 2 – Re-election of Mr Damian Banks

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

“That Mr Damian Banks, who retires as Director of the Company at this AGM in accordance with Rule 19.4 of the Company’s Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company”.

5 Resolution 3 – Adoption of Remuneration Report

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

“That the remuneration report for the Company for the year ended 30 June 2024, as set out in the Annual Report, be adopted”.

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6 Resolution 4 – Issue of Performance Rights to Mr Storm McGrath

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

“That, for the purposes of Listing Rule 10.14 and for all other purposes, shareholders approve the issue of 120,000 in performance rights to Mr Storm McGrath, on the terms and conditions described in the Explanatory Memorandum accompanying this Notice.”

Voting Exclusion Statement

The Company will disregard any votes cast (in any capacity) on Resolution 3 (Approval of Remuneration Report) by or on behalf of either of the following persons:

- a member of the Company’s Key Management Personnel (**KMP**), details of whose remuneration are included in the Remuneration Report; or
- a closely related party of such a member.

However, a person (the **voter**) described above may cast a vote on Resolution 3 as a proxy if the vote is not cast on behalf of a person described above and either:

- the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
- the voter is the chair of the meeting and the appointment of the chair as proxy:
 - does not specify the way the proxy is to vote on Resolution 3; and
 - expressly authorises the chair to exercise the proxy even though Resolution 3 is connected directly or indirectly with the remuneration of a member of the KMP.

Under ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of:

- Resolution 3 (Remuneration for Non-Executive Directors) by, or on behalf of, any Non-Executive Director; and
- Resolution 4 (Issue of Performance Rights to Storm McGrath) by Mr McGrath and any associates of Mr McGrath.

However, this does not apply to a vote cast in favour of Resolution 3 or Resolution 4 by:

- (a) a person as proxy for a person who is entitled to vote on Resolution 3 or Resolution 4, in accordance with directions given to the proxy to vote on Resolution 3 or Resolution 4 in that way; or
- (b) the chair of the meeting as proxy for a person who is entitled to vote on Resolution 3 or Resolution 4, in accordance with a direction given to the chair to vote on Resolution 3 or Resolution 4 as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the conditions are met:

- i. 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 Resolution 3 or Resolution 4; and
- ii. the holder votes on Resolution 3 or Resolution 4 in accordance with directions given by the beneficiary to the holder to vote in that way.

Explanatory Memorandum: The accompanying Explanatory Memorandum forms part of this Notice and should be read in conjunction with it. Terms used in this Notice and Explanatory Memorandum are defined in the Explanatory Memorandum.

By Order of the Board

Brett Edwards
Company Secretary
Date: 22 October 2024

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Explanatory Memorandum

This Explanatory Memorandum forms part of the Notice of Annual General Meeting (**AGM**) and is provided to shareholders to explain the Resolutions to be put to shareholders at the AGM and to assist shareholders to decide how they wish to vote on the Resolutions.

Ordinary Business

Presentation of Financial Statements and Reports

The Company will take shareholders' questions and comments about the reports.

The Company's auditor will be available to take shareholders' questions and comments relating to the conduct of the audit, preparation and content of the report, accounting policies adopted by the Company and auditor's independence.

Resolution 1 – Election of Director

Under Rule 20.2 of the Company's Constitution, unless otherwise determined by a resolution, one third of the directors (or the whole number nearest one third) must retire from office at each annual general meeting. Those retiring directors are available for re-election. The Managing Director, Mr McGrath is exempt from this requirement. Accordingly, one director is required to retire, being the director who has been longest in office since their last election. That director is Ms Diane Pass, who has indicated that she will not offer herself for re-election.

Under Rule 19.5 of the Company's Constitution, the company has received a nomination for election by the Board of Ms Lynne Lewis as a Director and the company has received a consent from Ms Lynne Lewis.

A brief biography of the candidate follows:

Ms Lynne Lewis

Lynne has been a Senior Partner of Australian top-tier and international law firms and is highly respected in commercial, consumer and intellectual property law. Throughout her legal career Lynne delivered strategic commercial advice to the Boards and Management of ASX listed and multinational businesses across a broad range of industries including education. Lynne has a depth of experience in franchising, having been a leading advisor to domestic and multinational franchisor businesses since 1998. She brings exceptional skills in leadership, governance, risk management and business acumen with a keen ability to guide and employ sound decision-making processes for consumer focussed businesses.

The Directors recommend that shareholders vote in favour of Resolution 1.

Resolution 2 – Re-election of Director

Under Rule 19.4 of the Company's Constitution, a director who has been appointed by the Board to fill a casual vacancy or as an addition to the Board, must retire from office

at the next annual general meeting. That retiring director is then eligible for re-election.

The director required to retire under this rule is Mr Damian Banks. Mr Damian Banks has indicated that he will offer himself for re-election.

A brief biography of the candidate follows:

Mr Damian Banks

Damian is an experienced business leader with a proven track record in developing and expanding successful healthcare, employment and banking businesses. He focuses on financial management, technology and people and has a strong history of developing customer focused cultures. Damian has significant experience leading businesses with strong organic growth and with M&A transactions. He is a Non-Executive Director at Boom Logistics Limited (ASX:BOL) and at IMEXHS Limited (ASX:IME).

The Directors (other than Mr Damian Banks) recommend that shareholders vote in favour of Resolution 2.

Resolution 3 – Proposed adoption of the Remuneration Report

Pursuant to section 250R(3) of the *Corporations Act 2001* (Cth) (**Corporations Act**), a vote on this Resolution is advisory only and does not bind the directors or the Company.

The remuneration report is set out in the Annual Report. The report includes:

- an explanation of the Board's policies in relation to the nature and level of remuneration of Directors and executives;
- details of any element of the remuneration of Directors and executives that is dependent upon the satisfaction of a performance condition; and
- details of the total remuneration (as well as a categorised break-down of its components) of each Director and the most senior executives of the Company.

The Directors recommend that shareholders vote in favour of Resolution 3.

Resolution 4 – Approval to issue 120,000 in performance rights to Mr Storm McGrath

Background

The remuneration committee is responsible for approving the remuneration terms of Mr McGrath, the Chief Executive Officer and a Director of the Company. Subject to shareholder approval, the remuneration committee has recommended Mr McGrath be issued with 120,000 performance rights under the Kip McGrath Employee Share Option Plan (the **Plan**) in relation to the 2025 financial year (**Proposed Rights**).

The value of Proposed Rights will be determined following the AGM at the time of grant and by multiplying the quantum of the long term incentive (**LTI**) opportunity by the VWAP of the Company's Shares over the first five (5) trading days following the 2024 AGM. Accordingly, the value of the 120,000 rights will only be known at the time of grant. The value of the Proposed Rights granted to Mr McGrath will be notified to members following the grant.

Vesting of the Proposed Rights will be subject to the Board's determination of the extent to which the following performance and service-based vesting conditions have been achieved:

- meeting a net profit after tax hurdle level of \$3.6 million and an earnings per share target level for FY27 of \$0.0633; and
- a loyalty vesting condition of remaining in employment until the date of vesting following the end of FY27.

All vesting conditions must be satisfied before any rights can vest.

If shareholder approval is obtained, the Company intends to grant the Proposed Rights to Mr McGrath as soon as practicable after the AGM, but in any event, within 3 years of the AGM (**Allocation Date**). The Proposed Rights will have 3-year term expiring on the 3rd anniversary of the Allocation Date. The Board has approved this recommendation.

	Current Holding	After Issue of Proposed Rights
Storm McGrath	Direct – 2,422,193 Indirect (Storm Superannuation Fund) - 2,444,896 Indirect (Kip McGrath Investments P/L) - 1,000,000 Total Diluted Holdings 10.32%	Direct – 2,422,193 Indirect (Storm Superannuation Fund) - 2,444,896 Indirect (Kip McGrath Investments P/L) - 1,000,000 Rights – 120,000 Total Diluted Holdings 10.53%

Application of the ASX Listing Rules

Listing Rule 10.14

Under Listing Rule 10.14, shareholder approval is required for the issue of "securities" (which include rights over unissued shares) under an employee incentive scheme to:

- a director
- an associate of a director; or
- a person whose relationship with the entity or a person referred to above is, in the ASX's opinion, such that approval should be obtained, (together, **Restricted Persons**).

Mr McGrath is a Director and therefore the issue of 120,000 Proposed Rights to him requires shareholder approval.

Listing Rule 10.11

Under Listing Rule 10.11, shareholder approval is required for the issue of equity securities (which include rights) to a "related party" of the Company.

Mr McGrath is a "related party" as defined under Listing Rule 19.12, as he is a Director of the Company. Consequently, shareholder approval is required under Listing Rule 10.11. However, Exception 8 of Listing Rule 10.12 states that an issue of securities approved for the purposes of Listing Rule 10.14 is exempt from Listing Rule 10.11.

Listing Rule 10.15

Under Listing Rule 10.15, the following information is required to be provided to shareholders:

- The person to whom the Proposed Rights are proposed to be issued is Mr McGrath, the Chief Executive Officer of the Company.
- Mr McGrath is a Director of the Company and therefore, ASX Listing Rule 10.14.1 requires shareholder approval to acquire securities under the Plan.
- Mr McGrath's remuneration includes both short term and long term incentives as outlined in the 30 June 2024 Remuneration Report. Mr McGrath's total remuneration package for FY2024 included:
 - Fixed remuneration and superannuation of \$518,696.
- Mr McGrath has not previously received securities under the Plan.
- A summary of the material terms of the Plan is included in Schedule 1.
- A summary of the material terms of the Proposed Rights is included in Schedule 2.
- The Proposed Rights will be granted for no cash consideration as they are to be granted as part of the remuneration of Mr McGrath as Chief Executive Officer of the Company. The Proposed Rights if approved will be included in the calculation of Mr McGrath's FY2025 remuneration for the 30 June 2025 Remuneration Report.
- No loan will be provided by the Company in relation to the granting of the Proposed Rights.
- A voting exclusion statement is included in the Notice.
- If Resolution 4 is approved, the Company proposes to issue the Proposed Rights by 31 December 2024 and in any event, not later than 3 years from the date of the AGM. If Resolution 4 is not approved, the Board will reassess Mr McGrath's

overall compensation package with a view to providing a long term incentive to Mr McGrath in an alternative form to the Proposed Rights.

- Details of any securities issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.
- Any additional person covered by Listing Rule 10.14 who becomes entitled to participate in an issue of securities under the Plan after Resolution 4 is approved and who was not named in the Notice of Annual General Meeting will not participate in the Plan until approval is obtained under Listing Rule 10.14.

The Directors (other than Mr McGrath) are of the opinion that it is in the best interest of the Company for the Proposed Rights to be issued to Mr McGrath under the Plan and as such recommend that shareholders vote in favour of Resolution 4.

Proxies

A. Appointing a proxy

Any member who is entitled to attend and vote can appoint a proxy to attend and vote at the Meeting on their behalf. Any member who has two or more votes is entitled to appoint no more than two proxies to vote in his or her stead. If more than one proxy is appointed, each proxy must be appointed to represent a specific portion of the member's voting rights. A failure to specify the number or proportion of votes each proxy is to receive does not invalidate a proxy as it is deemed that each proxy has been appointed to exercise an equal number of votes with fractions disregarded (section 249X of the Corporations Act).

The person or persons so appointed need not necessarily be members of the Company.

If proxy holders vote on a poll, they must cast all directed proxies as directed. Any directed proxies (i.e. where the member has directed the proxy to vote in a particular way by ticking a box on the proxy form in relation to the Resolution) which are not voted on a poll will automatically default to the Chairman of the Meeting, who must vote the proxies as directed.

A proxy form accompanies this Notice. Instructions for completion of that form are included.

B. Return of Proxy

To be effective, the proxy appointment form (and, if the appointment is signed by an attorney, the authority under which it was signed or a certified copy of the authority) must be received by the Company's Registrar or at the Company's registered office not less than **48 hours before** the time for holding the meeting, that is prior to 11.00 am AEDT on Sunday 24 November 2024. You may submit a proxy online at www.investorvote.com.au by following the instructions on the form, for Intermediary Online subscribers only (custodians) at www.intermediaryonline.com, or return the form by EITHER:

- the reply-paid envelope provided which is addressed to Computershare Investor Services Pty Limited at GPO Box 242, Melbourne, VIC, 3001; or
- facsimile to 1800 783 447 (or +61 3 9473 2555).

C. Corporate Registration

Corporate members wishing to appoint a representative to attend the Meeting on their behalf must provide that person with a properly executed letter on the member's letterhead confirming that they are authorised to act as the Company's representative at the Meeting.

D. Entitlement to Vote

The Board has determined, for the purposes of voting at the Meeting being convened by this Notice, the Company's shares will be taken to be held by the persons who are registered holders at 7.00 pm AEDT on Sunday 24 November 2024. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

E. Attendance

Appointing a proxy does not mean that you are unable to attend the Meeting, however, your attendance at the Meeting will suspend the proxy's rights to speak and vote. Accordingly, you will be asked to revoke your proxy when registering at the Meeting.

Schedule 1 – Summary of the key terms and conditions of the Plan

A summary of the key terms of the Plan is set out below.

Term	Details
Purpose	The Plan allows the Board to grant performance rights to eligible employees which provide the opportunity to acquire fully paid ordinary shares in the Company for the purposes of attracting, motivating and retaining key employees.
Eligible participants	The Board may offer performance rights to any employee, or any other person the Board considers eligible, as determined appropriate by the Board. The Company must seek shareholder approval for participation of any Directors in the Plan if required by the ASX Listing Rules.
Performance rights	Each performance right is a right to acquire a share, subject to satisfaction of any applicable performance and/or service-related conditions. The Board can determine the terms of the performance rights for each offer. Performance rights do not carry any dividend or voting rights, or in general, a right to participate in other corporate actions such as bonus issues. Performance rights are not transferable (except in limited circumstances or with the consent of the Board).
Vesting period and conditions	The Board may determine vesting conditions, which may include performance and/or service-related conditions, that must be satisfied before the performance rights vest and become exercisable. The vesting conditions will be measured and tested over a vesting period determined by the Board. The Plan provides the Board with the ability to review and adjust the vesting conditions, targets and vesting schedules (as applicable) on a grant-by-grant basis, ensuring they remain appropriate for the particular grant.
Other terms	The Board may determine any additional terms applicable to the performance rights or allocated shares, including any disposal restrictions that apply, as well as any other vesting or lapsing conditions.
Cessation of employment	Where a participant ceases employment with the Company prior to performance rights vesting, the treatment will depend on the circumstances of cessation. Where a participant ceases employment due to resignation or termination for cause (including gross misconduct), all unvested performance rights will be forfeited upon cessation. Where a participant ceases employment for any other reason prior to performance rights vesting, all unvested performance rights will generally continue “on-foot” and may vest at the end of the vesting period to the extent that the relevant performance-related vesting conditions have been satisfied. The Board retains discretion to apply any other treatment it deems appropriate in the circumstances (including that a specified number of

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Term	Details
	<p>performance rights may vest either at cessation or at the end of the original vesting period, or that some or all of the performance rights will be forfeited).</p> <p>Where a participant ceases employment subsequent to vesting, but before vested performance rights are exercised, the participant must exercise vested performance rights by the earlier of 90 days after cessation or the date the performance rights lapse, or such other period determined by the Board.</p>
Change of control	<p>In general, where a change of control occurs (e.g., a takeover, scheme of arrangement or winding-up of the Company), a pro rata portion of a participant's unvested performance rights (based on the proportion of the relevant vesting period which has elapsed before the event) will vest at the time of the event.</p> <p>The Board retains discretion to determine that all or a specified number of unvested performance rights vest on a change of control.</p>
Malus / clawback	<p>The Plan provides the Board with the ability to apply malus / clawback and declare that all, or some, of the participant's performance rights lapse (i.e., malus) and shares held under the Plan are forfeited (i.e., clawback).</p>
Plan administration	<p>The Plan may be administered by either the Board or an external party, including using an employee share trust to acquire, hold or transfer shares under the Plan.</p> <p>The Board retains discretion to delegate its powers or discretions under the Plan to any person or committee for a period and on the terms it decides.</p>
Termination	<p>The Plan may be terminated or suspended at any time by a resolution of the Board, provided the termination or suspension does not materially adversely affect the rights of persons holding performance rights or shares under the Plan at that time.</p>

Schedule 2 – Summary of the key terms of the Proposed Performance Rights

Key terms of the Proposed Performance Rights

An overview of the key terms of the Proposed Performance Rights to Storm McGrath in relation to the 2025 financial year is set out below.

Term	Details
Number of Proposed Performance Rights	<p>Subject to shareholder approval, Mr McGrath will be granted up to 120,000 Proposed Performance Rights under the Plan.</p> <p>The estimated fair value of the Proposed Performance Rights at the time of grant (when aggregated with performance rights to be granted to other members of the executive team on similar terms) has been determined by the Board to be within the Company's normal annual budget for long term incentive awards.</p>
Details and value of the Proposed Performance Rights	<p>Subject to shareholder approval, the issue of 120,000 Performance Rights will be granted to Mr McGrath, under the Company's Plan in respect of the LTI component of his remuneration package for FY25.</p> <p>The value of the Proposed Performance Rights will be determined following the AGM at the time of grant and by multiplying the quantum of the LTI opportunity by the VWAP of the Company's Shares over the first five (5) trading days following the 2024 Annual General Meeting.</p> <p>Accordingly, the value of Proposed Performance Rights will only be known at the time of grant.</p> <p>The Proposed Performance Rights under the Plan are proposed to be granted to further align Mr McGrath's variable remuneration with share price growth and shareholders' interests but do not provide the full benefits of share ownership (such as dividend and voting rights) unless and until the performance hurdles are met and the Proposed Performance Rights vest and are exercised.</p>
Allocation Date	<p>If shareholder approval is obtained, the Proposed Performance Rights will be granted to Mr McGrath as soon as practicable after the AGM, but in any event, within 3 years of the AGM.</p>
Proposed Performance Rights	<p>Each Proposed Performance Right is an entitlement to acquire one share subject to satisfaction of the applicable performance and service-related conditions and payment of the applicable exercise price.</p> <p>The Proposed Performance Rights do not carry any dividend or voting rights, or in general, a right to participate in other corporate actions such as bonus issues.</p> <p>The Proposed Performance Rights are not transferable (except in limited circumstances or with the consent of the Board).</p>
Performance measures	<p>Vesting of the Proposed Performance Rights is subject to the Board's determination of the extent to which the following vesting conditions are achieved:</p> <ul style="list-style-type: none"> Meeting a net profit after tax hurdle level of \$3.6 million and an earnings per share target level for FY27 of \$0.0633; and loyalty vesting condition of remaining in employment until the date of vesting following the end of FY27. <p>The Board must determine that all of the vesting conditions have been met for the Proposed Performance Rights to vest.</p>

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Term	Details
	The Board retains discretion to alter the performance measures or vesting schedule in exceptional circumstances, including matters outside of management's influence, to ensure there is no material advantage or disadvantage that would materially affect achievement of the performance measures.
Performance Period	<p>The performance measures outlined above will be tested over a three-year performance period commencing 1 July 2024 and ending on 30 June 2027.</p> <p>As the Company's full-year results are not typically announced to the market until August each year, the final number of Proposed Performance Rights that vest will not be determined until after this time.</p> <p>Any Proposed Performance Rights that do not vest following testing will lapse.</p>
Allocation of Shares upon vesting	<p>Following determination by the Board of the extent to which the vesting conditions have been satisfied, the relevant number Proposed Performance Rights will vest and become exercisable, and one share will be allocated for each vested Proposed Performance Right that is exercised.</p> <p>The Company's obligation to allocate shares on vesting and exercise may be satisfied by issuing new shares, acquiring shares on-market or by transferring shares from an employee share trust.</p>
Price payable for securities	No amount is payable in respect of the grant of Proposed Performance Rights.
Expiry Period	If not exercised or lapsed earlier, Proposed Performance Rights will expire on the 3 rd anniversary of the Allocation Date.
Trading Restriction	The shares will be subject to trading restrictions while Mr McGrath remains employed by the company, including a holding lock precluding the shares acquired from the Performance Rights from being sold while Mr McGrath remains employed.
Cessation of employment	Terms of the Proposed Performance Rights relating to cessation of employment, change of control and malus / clawback are as summarised in Schedule 1.
Change of control	
Malus / Clawback	
Other information	There is no loan scheme in relation to the grant of Proposed Performance Rights under the Plan.

KME

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:

1300 850 505 (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 **11:00am (AEDT) on Sunday, 24 November 2024.**

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:

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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: 999999

SRN/HIN: I999999999

PIN: 99999

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.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

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.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

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I/we being a member/s of Kip McGrath Education Centres 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 Kip McGrath Education Centres Limited to be held at Second Floor, 31 Market Street, Sydney, NSW 2000 on Tuesday, 26 November 2024 at 11:00am (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 Resolutions 3 and 4 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 3 and 4 are 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 Resolutions 3 and 4 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 1 Election of Ms Lynne Lewis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Mr Damian Banks	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Issue of Performance Rights to Mr Storm McGrath	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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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

