

ASX Announcement

15 October 2024

NOTICE OF 2024 ANNUAL GENERAL MEETING (“NOTICE”) AND RELATED DOCUMENTS

Janison Education Group Limited (ASX:JAN) (**Janison**, or the **Company**) attaches the following documents in relation to its 2024 Annual General Meeting:

1. Letter to Shareholders in relation to the Notice;
2. Notice; and
3. Proxy Form.

The Company advises that the Letter to Shareholders, Notice and Proxy Form is being dispatched to Shareholders today.

-ENDS-

This announcement has been authorised for release by the Board.

For further information, please contact:

Stuart Halls

Chief Financial Officer
IR@janison.com

Belinda Cleminson

Company Secretary
Ph: +61 2 8072 1400

Automic Registry Services

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Email: hello@automicgroup.com.au

Website: <https://investor.automic.com.au>

15 October 2024

Dear Shareholder,

Janison Education Group Limited 2024 Annual General Meeting (AGM)

Janison Education Group Limited (ASX:JAN) (**Janison**, or the **Company**) advises that its 2024 Annual General Meeting will be held at 3.00pm (Sydney time) on Friday, 15 November 2024 (**Hybrid Meeting**) at the offices of Automic, Level 5, 126 Phillip Street Sydney NSW 2000 and online https://us02web.zoom.us/webinar/register/WN_ZBwzhgGTRmaGOmpl9e5GxA.

In accordance with Part 1.2AA of the *Corporations Act 2001*, the Company will only be dispatching physical copies of the Notice of Meeting (Notice) to Shareholders who have elected to receive the Notice in physical form.

The Notice is being made available to Shareholders electronically and can be viewed and downloaded online at the following link: www.janison.com/about/investor-relations/. Alternatively, the Notice will also be available on the Company's ASX market announcements page (ASX: JAN).

Hybrid Meeting

The Company will hold this year's meeting as a hybrid meeting which means shareholders will be able to participate in person at the abovementioned location or via an online meeting platform powered by Automic.

Shareholders that have an existing account with Automic will be able to watch, listen, ask questions, and vote online.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting. An account can be created via the following link investor.automic.com.au and then clicking on "**register**" and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

All resolutions will be decided on a poll. The poll will be conducted based on votes submitted by proxy and at the Meeting.

Your vote is important

The business of the Meeting affects your shareholding and your vote is important and there are a number of ways in which you can exercise your vote.

To vote in person, attend the Meeting on the date and at the place set out above. If you plan to attend the Meeting in person, please bring your proxy form to facilitate your registration.

Shareholders attending the Meeting virtually and wishing to vote on the day of the meeting can find further instructions on how to do so in the Notice of Meeting. Alternatively, shareholders are strongly encouraged to complete and submit their vote by proxy by using one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Log into the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.
By post	Completing the enclosed Proxy Form and posting it to: Automic, GPO Box 5193, Sydney NSW 2001
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

The Chair intends to vote all open proxies in favour of all resolutions, where permitted.

Shareholders will be able to vote and ask questions at the hybrid meeting. Shareholders are also encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted in writing to Stuart Halls at IR@janison.com at least 48 hours before the Meeting.

On behalf of the Board, thank you for your continued support as a shareholder. We look forward to welcoming you to our AGM on Friday, 15 November 2024.

Yours sincerely,

Belinda Cleminson

Company Secretary

Janison Education Group Limited

Janison Education Group Limited www.janison.com
Level 5, 126 Phillip Street
Sydney NSW 2000
ACN: 091 302 975

Janison Education Group Limited

Notice of 2024 Annual General Meeting

Explanatory Statement | Proxy Form

Friday, 15 November 2024

3:00PM AEDT

Address

Hybrid meeting held at Automic Group, Level 5, 126 Phillip Street,
Sydney NSW 2000 and as a virtual meeting

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

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Important Information for Shareholders about the Company's 2024 AGM

This Notice is given based on circumstances as at 15 October 2024. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at www.janison.com. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Venue and Voting Information

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 3:00pm AEDT on Friday, 15 November 2024 at Level 5, 126 Phillip Street, Sydney NSW 2000 and as a **virtual meeting**.

If you wish to virtually attend the AGM (which will be broadcast as a live webinar), please **pre-register** in advance for the virtual meeting here:

https://us02web.zoom.us/webinar/register/WN_ZBwzhgGTRmaGOmpl9e5GxA

After registering, you will receive a confirmation containing information on how to attend the virtual meeting on the day of the AGM.

Shareholders will be able to vote (see the "Voting virtually at the Meeting" section of this Notice of Meeting below) and ask questions at the virtual meeting.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company.

Questions must be submitted in writing to IR@janison.com at least 48 hours before the AGM.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business.

Your vote is important

The business of the Annual General Meeting affects your shareholding and your vote is important.

Voting in person

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the AGM will need to login to the online meeting platform powered by Automic.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting. An account can be created via the following link investor.automic.com.au and then clicking on “**register**” and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

To access the virtual meeting on the day:

1. Open your internet browser and go to investor.automic.com.au
2. Login with your username and password or click “**register**” if you haven’t already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**
3. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on “**Register**” when this appears. Alternatively, click on “**Meetings**” on the left-hand menu bar to access registration
4. Click on “**Register**” and follow the steps
5. Once the Chair of the Meeting has declared the poll open for voting click on "Refresh" to be taken to the voting screen
6. Select your voting direction and click "confirm" to submit your vote. Note that you cannot amend your vote after it has been submitted

For further information on the live voting process please see the **Registration and Voting Guide** at <https://www.automicgroup.com.au/virtual-agms/>

Voting by proxy

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgement process please see the Online Proxy Lodgement Guide at https://www.automicgroup.com.au/virtual-agms/
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of Janison Education Group Limited ACN 091 302 975 will be held at 3:00pm AEDT on Friday, 15 November 2024 at Level 5, 126 Phillip Street, Sydney NSW 2000 and as a virtual meeting (**Meeting**).

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form forms part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 7:00pm AEDT on Wednesday, 13 November 2024.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

Agenda

Ordinary business

Financial statements and reports

"To receive and to consider the Annual Financial Report of the Company for the financial year ended 30 June 2024 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report for that financial year."

Note: This item of ordinary business is **for discussion only and is not a resolution**.

Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

Resolutions

Remuneration Report

1. **Resolution 1** – Adoption of Remuneration Report

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

“That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company’s Annual Financial Report for the financial year ended 30 June 2024.”

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement: In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company’s key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report (**KMP**), or any of that person’s Closely Related Parties (such as close family members and any controlled companies of those persons) (collectively referred to as Restricted Voter). However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and
- (b) it is not cast on behalf of a Restricted Voter.

If you appoint the person chairing the Meeting (**Chair**) and you are not a Restricted Voter, by submitting the Proxy Form you authorise the person chairing the Meeting to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 1. If you do not want your vote exercised in favour of Resolution 1, you should direct the person chairing the Meeting to vote “against”, or to abstain from voting on, this Resolution.

Re-election of Directors

2. **Resolution 2** – Re-election of Michael Hill as Director

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

“That Michael Hill, a Director who retires by rotation in accordance with the Company’s Constitution and ASX Listing Rule 14.5, and being eligible offers himself for re-election as a Director of the Company, effective immediately.”

Renewal of Employee Ownership Plan

3. Resolution 3 – Renewal of Employee Share Ownership Plan

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

“That, for the purposes of ASX Listing Rule 7.2 Exception 13(b), and for all other purposes, the Shareholders of the Company approve the renewal of the Employee Share Ownership Plan, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- (a) a person who is eligible to participate in the Janison Education Group Limited Rights Plan; or
- (b) an Associate of that person or those persons.

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

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) 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 the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 3 if:

- (a) the proxy is either:
 - (i) a member of the Company's Key Management Personnel; or
 - (ii) a closely related party of a member of the Company's Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

Approval of Director Share Purchase Plan

4. Resolution 4 – Approval of Janison Education Group Limited Director Share Purchase Plan

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

“That approval is given for the purposes of ASX Listing Rule 10.14, and for all other purposes, for the establishment of the Janison Education Group Limited Director Share Purchase Plan on the terms and conditions described in the Explanatory Memorandum which forms part of the Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- (a) a person who is eligible to participate in the Janison Education Group Limited Director Share Purchase Plan; or
- (b) an Associate of that person or those persons.

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

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) 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 the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 4 if:

- (a) the proxy is either:
 - (i) a member of the Company's Key Management Personnel; or
 - (ii) a closely related party of a member of the Company's Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

BY ORDER OF THE BOARD

Belinda Cleminson
Company Secretary

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 3:00pm AEDT on Friday, 15 November 2024 at Level 5, 126 Phillip St, Sydney and as a **virtual meeting**.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting or not.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the Annual General Meeting are set out below.

Agenda

Ordinary business

Financial statements and reports

In accordance with the Constitution and the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2024 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

In accordance with the amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's Annual Financial Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy.

Whilst the Company will not provide a hard copy of the Company's Annual Financial Report unless specifically requested to do so, Shareholders may view the Company Annual Financial Report on its website at www.janison.com.

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

The Company's auditor will be present at the Meeting. During the discussion of this item, the auditor will be available to answer questions on the:

- Conduct of the audit;
- Preparation and content of the Auditor's Report;
- Accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- Independence of the auditor in relation to the conduct of the audit.

Written questions of the auditor

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report of the Company's auditor, please send your question to the Company Secretary. A list of qualifying questions will be made available at the Meeting.

Please note that all written questions must be received at least five business days before the Meeting, which is by Friday, 8 November 2024.

Resolutions

Remuneration Report

Resolution 1 – Adoption of Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's Annual Financial Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's Annual Financial Report and is also available on the Company's website at www.janison.com.

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report at the Meeting (subject of this Notice of Meeting), and then again at the 2025 Annual General Meeting (**2025 AGM**), the Company will be required to put to the vote a resolution (**Spill Resolution**) at the 2025 AGM to approve the calling of a further meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of the 2025 AGM. All of the Directors who were in office when the 2025 Directors' Report was approved, other than the Managing Director, will (if desired) need to stand for re-election at the Spill Meeting.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to KMPs (including Directors) and sets out remuneration details, service agreements and the details of any share-based compensation.

Voting

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters must not vote on this Resolution and must not cast a vote as proxy, unless the appointment gives a direction on how to vote, or the proxy is given to the Chair and you submit the Proxy Form, authorising the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP and that in doing so you will be taken to have directed the Chair to vote in accordance with the Chair's stated intention to vote in favour of Resolution 1.

Shareholders are urged to read carefully the Proxy Form and to provide a direction to the proxy on how to vote on this Resolution.

Re-election of Directors

Resolution 2 – Re-election of Michael Hill as Director

The Company's Constitution requires that one third of the Directors shall retire from office. The retiring Directors must not be a Managing Director. The Directors to retire at the annual general meeting are those who have been in office the longest since their last election.

ASX Listing Rule 14.4 also provides that each Director must not hold office (without re-election) past the third annual general meeting following the Director's appointment or 3 years, whichever is longer.

ASX Listing Rule 14.5 also provides that an entity which has Directors must hold an election of Directors at each annual general meeting.

Michael Hill was appointed a Director of the Company on 7 July 2014.

Under this Resolution, Michael Hill has elected to retire by rotation, and being eligible, seeks re-election as a Director of the Company at this AGM.

Formally a Partner of Ernst & Young, Mike has been involved in working with management teams and boards across a number of companies and industries for more than 20 years. He is the MD & CIO and Founder of the Bombora Special Investment Growth Fund. Prior to Bombora he was an investment Partner with Ironbridge, a private equity Investment fund which invested \$1.5bn. Mike has served as Chair of multiple ASX-listed companies over the past six years. He is a member of the Institute of Chartered Accountants in Australia.

Directors' recommendation

The Directors (excluding Michael Hill) recommend that Shareholders vote for this Resolution.

Renewal of Janison Education Group Limited Employee Share Ownership Plan

Resolution 3 – Renewal of Janison Education Group Limited Employee Share Ownership Plan

Background

The Company's Employee Share Ownership Plan (**Plan**) was last approved by Shareholders of the Company on 29 October 2021. The shareholder approval for the Plan, approved on 29 October 2021, will lapse on 29 October 2024, and as such the company is seeking further shareholder approval for the Plan under ASX Listing Rule 7.2 Exception 13(b). There will be no change to the plan rules, full details can be found in this year's Annual Report.

The Plan will enable the Company to provide variable remuneration that is performance focused and linked to long-term value creation for Shareholders, to employees whose behaviour and performance have a direct impact on the Group's long-term performance. The issue of securities under the Rights Plan to eligible employees will create alignment between the interests of employees and Shareholders.

A summary of the key terms of the Plan is set out in Annexure A, and a copy of the rules of the Plan is available upon request from the Company.

Since the Plan was last approved by Shareholders on 29 October 2021, the Company advises that it has issued 8,084,822 (including rights that were subsequently lapsed) Performance Rights. If this Resolution is approved by Shareholders, the Company will issue up to a maximum of 25,988,825 Performance Rights under the Plan during the three year period following approval (for the purposes of exception 13), which represents 10% (10 percent) of the total number of issued capital of the Company as at the date of this Notice of Meeting in reliance on ASX Listing Rule 7.2 Exception 13(b). Once the maximum number is reached, any additional issues of securities under the Plan would not have the benefit of ASX Listing Rule 7.2 Exception 13(b) without a fresh shareholder approval.

If this Resolution is not passed, the Company will not be able to rely on ASX Listing Rule 7.2 Exception 13(b) and any issues made under the Plan would count towards the 15% capacity limited imposed by ASX Listing Rule 7.1.

Directors Recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

Approval of Director Share Purchase Plan

Background

Resolution 4 – Approval of Janison Education Group Limited Director Share Purchase Plan

The Company is seeking approval for the establishment of a share purchase plan for Non-executive Directors (the 'Janison Director Share Purchase Plan') pursuant to which eligible Non-executive Directors will receive part of their respective annual fees in the form of fully paid Janison ordinary shares.

The Board believes that Directors should hold interests in Janison shares to enhance alignment between the interests of Directors and the interests of Janison Shareholders.

The proposed establishment of the Janison Director Share Purchase Plan, is a mechanism to implement the delivery of eligible Non-executive Directors' annual fees in the form of Janison shares.

Summary of the Janison Director Share Purchase Plan

Under the Janison Director Share Purchase Plan, each eligible Non-executive Director can elect to contribute up to 100% of annual directors fees on a pre-tax basis during a Participation Period. At two points during the Participation Period, Directors aggregate contributions will be applied to purchase Shares. Contributions will be used to acquire Shares on-market based on the average Share price, which will be calculated as the five business day volume-weighted average Share price for the period immediately prior to the allocation of Shares.

Shares issued under the new equity plan are restricted from sale until the earlier of the director resigning or 15 years from the date of grant. No matching or bonus shares are provided and contributions are converted into shares using the 5-day volume weighted average price (VWAP) following the release of Janison's full year audited financial report.

Once the disposal restriction has been lifted, eligible Directors will be free to deal in the shares allocated under the Director Share Purchase Plan, subject to the requirements of the Company's Securities Dealing Policy.

Eligible Non-executive Directors

It is proposed that all Non-executive Directors in office, from time to time, in the three-year period commencing on the date of approval by Shareholders will participate in the Janison Director Share Purchase Plan.

Accordingly, and for the purposes of the proposed Janison Director Share Purchase Plan, currently Mr Houlden, Mr Hill, Ms Bailey-Lord, Ms Doorbar and Ms Aristidopoulos are eligible Non-executive Directors.

The Constitution currently allows for up to nine Directors. Accordingly, based on the current composition of the Board, the maximum number of additional Directors that may be appointed and be eligible Non-executive Directors for the purposes of the Janison Director Share Purchase Plan is four.

Additional information

The Company provides the following additional information relating to the proposed Janison Director Share Purchase Plan and proposed issue of shares under the Janison Director Share Purchase Plan.

- (a) Maximum number of shares that may be issued under the Janison Director Share Purchase Plan: It is not possible to calculate the total number of shares that will be issued under the proposed Janison Director Share Purchase Plan as the number of shares to be

issued is subject to the below variables:

- the applicable VWAP calculation at each issue date (refer above);
- the number of eligible Non-executive Directors in 2024, 2025 and 2026; and
- the contribution made by eligible Non-executive Directors.

However, the Company does not intend to issue new shares, the Company will purchase the shares on-market to fulfil the Directors contributions. To-date, no shares have been issued to eligible Non-executive Directors under the proposed Janison Director Share Purchase Plan.

- (b) Eligible Non-executive Directors to be issued shares under the Janison Director Share Purchase Plan: The eligible Non-executive Directors to be issued shares under the Janison Director Share Purchase Plan, if approved, as at the date of the Notice of Meeting are Mr Houlden, Mr Hill, Ms Bailey-Lord, Ms Doorbar and Ms Aristidopoulos. However, if approved, the Company will be authorised to issue shares under the Janison Director Share Purchase Plan to any eligible Non-executive Director appointed, from time to time, during 2024, 2025 and 2026.
- (c) Duration of Janison Director Share Purchase Plan: The Board intends that the Janison Director Share Purchase Plan will continue to apply on an ongoing basis. However, consistent with the ASX Listing Rules and good governance practices, the Board intends to seek further Shareholder approval for the issue of shares under the Director Share Purchase Plan at least every three years. Accordingly, the approval sought for the issue of shares under the Janison Director Share Purchase Plan applies only to shares issued to eligible Non-executive Directors under the Janison Director Share Purchase Plan in 2024, 2025 and 2026. Any shares issued in respect of this approval will be issued within three years after the date of the 2024 AGM.
- (d) Discretion to acquire and transfer shares as an alternative to the issue of new shares under the Janison Director Share Purchase Plan: Under the Janison Director Share Purchase Plan rules, the Board may determine to acquire shares on-market as an alternative to issuing new shares to eligible Non-executive Directors under the Janison Director Share Purchase Plan. The Board intends to acquire shares on-market to eligible Non-executive Directors under the Janison Director Share Purchase Plan.
- (e) Information regarding shares acquired by eligible Non-executive Directors under the Janison Director Share Purchase Plan: Information regarding the shares issued to eligible Non-executive Directors under the Janison Director Share Purchase Plan will be disclosed publicly via Appendix 3Y notifications for each eligible Non-executive Director (as applicable) and the Company's Remuneration Report (included in the Directors' Report which accompanies the Company's full year financial results).

The Remuneration Report will include a statement to confirm that approval for the issue was obtained under Listing Rule 10.14.

- (f) Remuneration details for eligible Non-executive Directors: Non-executive Directors are paid fees for their service as Directors and role in Committees established by the Board. The current total remuneration package received by Directors is:

Position	Annual Remuneration
Chair of Board	\$90,000
Non-Executive Director	\$70,000

- (g) Loans to eligible Non-executive Directors: As the proposed Director Share Purchase Plan is a salary sacrifice plan, applying fees otherwise payable to eligible Non-executive

Directors, there are no loans to eligible Non-executive Directors associated with the Director Salary Sacrifice Plan.

- (h) What happens if this resolution is not approved: If the proposed Janison Director Share Purchase Plan, and the issue of shares to eligible Non-executive Directors under the Janison Director Share Purchase Plan, is not approved by Shareholders the Company will not issue shares under the Janison Director Share Purchase Plan and the relevant directors fees will be paid to the eligible Non-executive Directors in cash, and the Board will investigate alternative mechanisms by which to deliver shares to Non-executive Directors consistent with the ASX Listing Rules and Board policy.

ASX Listing Rule approval requirements

Under ASX Listing Rule 10.14, certain persons, including Non-executive Directors, are not permitted to acquire equity securities under an employee incentive scheme unless approved by shareholders. The proposed Janison Director Share Purchase Plan is an employee incentive plan for the purposes of ASX Listing Rule 10.14.

Recommendation

Each Non-executive Director eligible to participate in the proposed Janison Director Share Purchase Plan as at the date of the Notice of Meeting, being Mr Houlden, Mr Hill, Ms Bailey-Lord, Ms Doorbar and Ms Aristidopoulos, abstain from making a recommendation on Resolution 4 on the basis that they each have an interest in the subject matter of the Resolution.

Enquiries

Shareholders are asked to contact the Company Secretary on +61 2 8072 1400 if they have any queries in respect of the matters set out in these documents.

Glossary

AEDT means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

Annual Financial Report means the 2024 Annual Report to Shareholders for the period ended 30 June 2024 as lodged by the Company with the ASX on 19 August 2024.

Annual General Meeting or **AGM** or **Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

ASIC means Australian Securities and Investment Commission.

Associate has the meaning given to it by the ASX Listing Rules.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

ASX Listing Rules or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Auditor's Report means the auditor's report of Stantons International Audit and Consulting Pty Ltd dated 19 August 2024 as included in the Annual Financial Report.

Board means the current board of Directors of the Company.

Business Day means a day on which trading takes place on the stock market of the ASX.

Chair means the person chairing the Meeting.

Closely Related Party of a member of the KMP means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of 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 dealings with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporation Regulations 2001* (Cth).

Company means Janison Education Group Limited ACN 091 302 975.

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

Director means a current director of the Company.

Directors' Report means the report of Directors as included in the Annual Financial Report.

Dollar or "**\$**" means Australian dollars.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

KMP means key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of Annual General Meeting dated 15 October 2024 including the Explanatory Statement.

Option means an option which, subject to its terms, could be exercised into a Share.

Ordinary Resolution means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Performance Right means a performance right which, subject to its terms, could convert to a Share.

Proxy Form means the proxy form attached to this Notice of Meeting.

Remuneration Report means the remuneration report as set out in the Annual Financial Report.

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

Restricted Voter means a member of the Company's KMP and any Closely Related Parties of those members.

Securities mean Shares and/or Options (as the context requires).

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

Shareholder means a holder of a Share.

Share Registry means Automic Pty Ltd.

Special Resolution means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Spill Meeting means the meeting that will be convened within 90 days of the 2025 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2025 AGM.

Spill Resolution means the resolution required to be put to Shareholders at the 2025 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2025 AGM.

Trading Day has the meaning given to that term in ASX Listing Rule 19.12.

Annexure A – Key Terms of the Employee Share Ownership Plan

The Company intends to adopt the employee share scheme entitled “Janison Education Group Limited Employee Share Ownership Plan” (**ESOP**), to assist in the reward, retention and motivation of the Company's employee's including Directors, subject to additional shareholder approval pursuant to Listing Rule 10.14 (**Eligible Participant**).

The terms and conditions of the ESOP are set out in comprehensive rules (**ESOP Rules**). A summary of the rules of the ESOP is set out below.

- Under the ESOP, Eligible Participants can elect to contribute an agreed amount of the Participant's remuneration (**Contribution**) as specified in an invitation letter, and as directed by the Board, to acquire Shares over the course of a specified period (**Participation Period**).
- Following the end of the Participation Period, their aggregate Contributions will be applied to acquire Shares (**Purchased Shares**). The number of Shares to be issued to a Participant will be calculated by reference to the 5-Trading Day VWAP for the period immediately prior to the issue of Shares. The Company may at its discretion purchase Shares on-market on behalf of Participants, in lieu of issuing new Shares under the ESOP.
- Under the ESOP, the Company may elect to match the number of Shares the Participant is entitled to receive (**Matching Shares**), which will be provided by the Company to the Participant at no cost. The Board will determine the ratio at which Matching Shares will be allocated to Participants. For example, the ratio may be such that the Participant is entitled to receive one Matching Share for every one Purchased Share acquired or the ratio may vary depending on the level of Contribution.
- Following determination that an Eligible Participant may participate in the ESOP, the Board may at any time and from time to time make an invitation to the Eligible Participant.
- Participation in the ESOP is voluntary.
- A Participant may by written notice to the Company withdraw from the ESOP at any time during a Participation Period.
- Unless the Board determines otherwise, where a Participant ceases employment, participation in the ESOP will immediately cease on the effective date of cessation.
- Where any calculation or adjustment to be made pursuant to the ESOP produces a fraction of a cent or a fraction of a Share, the fraction will be eliminated by rounding down to the nearest whole number.
- The Shares issued to Participants will rank equally with other Shares as at the date of issue.
- The ESOP will be administered by the Board in accordance with the terms of the ESOP Rules but the Board may delegate any of its powers or discretions conferred on it by the ESOP Rules to a committee of the Board or to any one or more persons selected by it, including but not limited to the company secretary.
- The Board may at any time terminate the ESOP or suspend the operation of the ESOP for such period or periods as it thinks fit.

Your proxy voting instruction must be received by **03.00pm (AEDT) on Wednesday, 13 November 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

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 these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item 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 item 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 the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

Joint holding: Where the holding is in more than one name, all Shareholders 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 Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

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GPO Box 5193
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IN PERSON:

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Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

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<https://automicgroup.com.au>

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