

21 November 2019

The Manager
Company Announcements
Australian Securities Exchange
Level 5, 20 Bridge Street
SYDNEY NSW 2000

By Electronic Lodgement

Results of 2019 Annual General Meeting

The Board of Janison Education Group Ltd (ASX:JAN) (**Company**) is pleased to advise that shareholders of the Company passed all Resolutions (outlined in the table below) in the Notice of Meeting dated 22 October 2019 at the 2019 Annual General Meeting held today at 4:00pm (Sydney time) by way of poll.

For more information, please contact the undersigned on +61 2 8072 1400.

Yours faithfully

A handwritten signature in black ink, appearing to read "Andrew Whitten". The signature is stylized with a large, sweeping "A" and a long, horizontal stroke at the end.

Andrew Whitten
Company Secretary

About Janison Education Group

Janison is an education technology pioneer transforming the way people learn and provides two primary offerings in the education technology industry.

- **Janison Learning** – a leading integrated learning business used by large enterprise and government departments to build capability in their people.
- **Janison Assessment** – a leading global platform for the provision of digital exam authoring, testing and marking which is sold to national education departments, tertiary institutions and independent educational institutions.

Disclosure of Proxy Votes

Janison Education Group Limited

Annual General Meeting

Thursday, 21 November 2019



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In accordance with section 251AA of the Corporations Act 2001, the following information is provided in relation to resolutions put to members at the meeting.

			Proxy Votes				Poll Results (if applicable)		
Resolution	Decided by Show of Hands (S) or Poll (P)	Total Number of Proxy Votes exercisable by proxies validly appointed	FOR	AGAINST	ABSTAIN	PROXY'S DISCRETION	FOR	AGAINST	ABSTAIN
1 Adoption of Remuneration Report *	P	56,522,349	30,480,583	26,033,175	7,438,952	8,591	32,171,196	26,033,175	7,438,952
2 Re-election of Michael Hill as Director	P	147,929,884	146,532,657	1,388,636	2,284,570	8,591	148,495,175	1,388,636	2,284,570
3 Re-election of Wayne Houlden as Director	P	150,214,454	122,912,037	27,293,826	0	8,591	124,874,555	27,293,826	0
4 ASX Listing Rule 7.1A Approval of Future Issue of Securities	P	150,184,454	140,902,499	9,273,364	30,000	8,591	142,865,017	9,273,364	30,000
5 Ratification of Prior Issue of Placement Shares	P	95,348,865	95,340,274	0	10,000	8,591	96,725,395	0	10,000
6 Ratification of Prior Issue of Consideration Shares	P	148,850,818	148,812,227	30,000	1,363,636	8,591	150,774,745	30,000	1,363,636
7 Ratification of Prior Issue of Earn-Out Shares	P	150,214,454	150,175,863	30,000	0	8,591	152,138,381	30,000	0
8 Adoption of New Constitution	P	148,184,454	148,175,863	0	2,030,000	8,591	150,138,381	0	2,030,000

*It is noted that more than 25% of votes were cast against this resolution.

