



REDHILL EDUCATION

16 June 2020

The Manager
Company Announcements Office
ASX Limited
20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam

Notice under section 708AA(2)(f) of the Corporations Act 2001 (Cth)

This notice is given by Redhill Education Limited ACN 119 592 493 (ASX: RDH) (**RedHill**) under section 708AA(2)(f) of the *Corporations Act 2001 (Cth)* (**Corporations Act**) as notionally modified by *ASIC Corporations (Non-Traditional Rights Issue) Instrument 2016/84 (ASIC Instrument 2016/84)*.

Where applicable, references in this notice to sections of the Corporations Act are to those sections as modified by ASIC Instrument 2016/84.

On 16 June 2020, RedHill announced a fully underwritten accelerated pro rata non-renounceable entitlement offer (**Entitlement Offer**) of 1 fully paid ordinary share in RedHill (**New Shares**) for every 2.5 fully paid ordinary shares held in RedHill as at 7.00pm (Sydney time) on 18 June 2020 to eligible shareholders with a registered address in Australia or New Zealand and certain other jurisdictions in which RedHill has decided to make the Entitlement Offer).

RedHill states that:

- (a) RedHill will offer the New Shares for issue without disclosure to investors under Part 6D.2 of the Corporations Act;
- (b) this notice is being given under section 708AA(2)(f) of the Corporations Act;
- (c) as at the date of this notice, RedHill has complied with:
 - (i) the provisions of Chapter 2M of the Corporations Act as they apply to RedHill; and
 - (ii) section 674 of the Corporations Act;
- (d) as at the date of this notice, there is no excluded information of the type referred to in sections 708AA(8) and 708AA(9) of the Corporations Act; and
- (e) the potential effect that the Entitlement Offer will have on the control of RedHill, and the consequences of that effect, will depend on a number of factors, including investor demand and existing shareholdings. However, because of the structure of the Entitlement Offer as a pro rata issue and the fact that no RedHill shareholder currently has or is expected to have after the Entitlement Offer voting power exceeding 20% in RedHill, the Entitlement Offer is not expected to have any material effect or consequence on the control of RedHill.

Yours sincerely,

Lisa Jones
Company Secretary
Redhill Education Limited

This announcement was authorised by the Board of RedHill Education Limited