



## 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, 131 Macquarie Street Sydney, NSW,  
2000 on Tuesday 22 November 2022 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 20 November 2022.
- 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 131 Macquarie Street Sydney, NSW, 2000, Australia on Tuesday 22 November 2022 at 11.00 am AEDT.

### **Ordinary Business**

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#### **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 2022.

#### **3 Resolution 1 - Re-election of Mr Ian Campbell**

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

"That Mr Ian Campbell, who retires as Director of the Company at this AGM in accordance with Rule 20.2 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company".

#### **4 Resolution 2 – 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 2022, as set out in the Annual Report, be adopted".

#### **5 Resolution 3 – Remuneration for Non-Executive Directors**

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

"That the total amount of fees that may be payable to the Company's non-executive directors as a whole be increased from \$400,000 to a maximum of \$600,000".

## 6 Resolution 4 – Share Options – 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 800,000 share options to Storm McGrath, on the terms and conditions described in the Explanatory Memorandum accompanying this Notice.”

### Voting Exclusion Statement

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The Company will disregard any votes cast (in any capacity) on Resolution 2 (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 2 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 2; and
- expressly authorises the chair to exercise the proxy even though Resolution 2 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 Share Options to Storm McGrath) by Storm McGrath and any associates of Storm 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 to 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: 17 October 2022

## **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.

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## **Ordinary Business**

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### **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.

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### **Resolution 1 – Re-election of Directors**

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 Storm 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 Mr Ian Campbell, who has indicated that he will offer himself for re-election.

A brief biography of the candidate follows:

#### **Mr Ian Campbell**

*Ian joined the Board on 25 August 2009 after a 32 year career with the international accounting firm Ernst & Young principally working with entrepreneurial companies and the capital markets. Ian is a Fellow of Chartered Accountants Australia and New Zealand and a member of the Australian Institute of Company Directors. He is currently a non-executive director of CVC Limited and Redox Ltd. His previous non-executive director roles included Gloria Jean's Coffees International Pty Limited, Green's Foods Holdings Pty Ltd and Young Achievement Australia Limited and he was a partner with the Board search practice of the Allegis Group (formerly Talent2).*

The Directors (other than Mr Ian Campbell) recommend that shareholders vote in favour of Resolution 1.

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## **Resolution 2 – 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 2.

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## **Resolution 3 – Remuneration of Non-Executive Directors**

Pursuant to Listing Rule 10.17, Resolution 3 seeks approval for the total amount of fees that may be payable to the Company's non-executive directors as a whole to be increased from \$400,000 to a maximum of \$600,000, an increase of \$200,000. As at the date of this notice, the total amount payable to non-executive directors is currently a maximum of \$400,000, as previously approved by the company on 20 November 2015. There has been no increase since that date.

An increase in the aggregate amount of fees payable to non-executive directors to \$600,000 per annum is sought to provide a remuneration cap that is considered sufficient for market-based increases for the reasonably foreseeable future. It also allows sufficient headroom for the board subject to the Company's Constitution and Listing Rules to make further non-executive appointments as required in the event that additional skills or experience are considered necessary as the company grows its online business and continues to expand in international markets.

The Company has not issued any shares or options to a non-executive director under Listing Rules 10.11 or 10.14 in the preceding 3 years.

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

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## **Resolution 4 – Approval to issue 800,000 share options to Storm McGrath**

### **Background**

The remuneration committee is responsible for approving the remuneration terms of Storm McGrath, the Chief Executive Officer. Subject to shareholder approval, the remuneration committee has recommended Storm McGrath be issued with 800,000 share options under the Kip McGrath Employee Share Option Plan (the **Plan**) in relation to the 2022 financial year (**Proposed Options**).

Vesting of the Proposed Options 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 before tax hurdle level over a 3-year performance period comprising the financial years FY23, FY24 and FY25;
- meeting annual performance indicators set by the Board for each of the 3 financial years in the performance period that are targeted to drive performance; and
- a loyalty vesting condition of remaining in employment until the date of vesting following the end of the 3-year performance period.

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

The Proposed Options will have an exercise price equal to 143% of the volume-weighted average price of a share for the five trading days ending 28 October 2022 (the **Allocation Date**) and will have a 4-year term expiring on the 4<sup>th</sup> anniversary of the Allocation Date. The Board has approved this recommendation.

	Current Holding	After Issue of Proposed Options
Storm McGrath	<p>Direct – 2,433,466</p> <p>Indirect (Storm Superannuation Fund) - 2,050,867</p> <p>Total Diluted Holdings 7.93%</p>	<p>Direct – 2,433,466</p> <p>Indirect (Storm Superannuation Fund) - 2,050,867</p> <p>Options – 800,000</p> <p>Total Diluted Holdings 9.22%</p>

## 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 an option 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**).

Storm McGrath is a Director and therefore the issue of 800,000 Proposed Options to Storm requires shareholder approval.

### *Listing Rule 10.11*

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

Storm 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 excepted 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 Options are proposed to be issued is Storm McGrath, the Chief Executive Officer of the Company. Mr McGrath’s remuneration includes both short term and long term incentives as outlined in the 30 June 2022 Remuneration Report.
- Storm McGrath is a Director of the Company and therefore, ASX Listing Rule 10.14.1 requires shareholder approval to acquire securities under the Plan.
- The maximum number of securities that may be acquired by Storm McGrath is 800,000 share options which on exercise, converts to 800,000 shares.
- Storm McGrath’s total remuneration package for FY2022 included:
  - Fixed remuneration and superannuation of \$455,962
  - a bonus of \$23,000; and
  - A total remuneration package of \$478,962.
- Storm 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 Options is included in Schedule 2.
- The Proposed Options will be granted for no cash consideration as they are to be granted as part of the remuneration of Storm McGrath as Chief Executive Officer of the Company. The Options if approved will be included in the calculation of Mr McGrath’s FY2023 remuneration for the 30 June 2023 Remuneration Report.
- No loan will be provided by the Company in relation to the granting of the Proposed Options.
- A voting exclusion statement is included in the Notice.
- If Resolution 4 is approved, the Company proposes to issue the Proposed Options by 31 December 2022 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 Options..
- 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 the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.

The Directors are of the opinion that it is in the best interest of the Company for the Proposed Options to be issued to Storm McGrath under the Plan and as such recommend that shareholders vote in favour of Resolution 4.



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## 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 (ie 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 20 November 2022. You may submit a proxy online at [www.investorvote.com.au](http://www.investorvote.com.au) by following the instructions on the form, for Intermediary Online subscribers only (custodians) at [www.intermediaryonline.com](http://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 20 November 2022. 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 share options 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 share options 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.
Share options	<p>Each share option is a right to acquire a share, subject to satisfaction of any applicable performance and/or service-related conditions and (where applicable) the payment of an exercise price (which may be nil).</p> <p>The Board can determine the terms of the share options for each offer.</p> <p>Share options 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>Share options are not transferable (except in limited circumstances or with the consent of the Board).</p>
Vesting period and conditions	<p>The Board may determine vesting conditions, which may include performance and/or service-related conditions, that must be satisfied before the share options vest and become exercisable. The vesting conditions will be measured and tested over a vesting period determined by the Board.</p> <p>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.</p>
Other terms	The Board may determine any additional terms applicable to the share options or allocated shares, including any disposal restrictions that apply, as well as any other vesting or lapsing conditions.
Cessation of employment	<p>Where a participant ceases employment with the Company prior to share options vesting, the treatment will depend on the circumstances of cessation.</p> <p>Where a participant ceases employment due to resignation or termination for cause (including gross misconduct), all unvested share options will be forfeited upon cessation.</p> <p>Where a participant ceases employment for any other reason prior to share options vesting, all unvested share options 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.</p> <p>The Board retains discretion to apply any other treatment it deems appropriate in the circumstances (including that a specified number of share options may vest either at cessation or at the end of the original vesting period, or that some or all of the share options will be forfeited).</p> <p>Where a participant ceases employment subsequent to vesting, but before vested share options are exercised, the participant must exercise</p>

<b>Term</b>	<b>Details</b>
	vested share options by the earlier of 90 days after cessation or the date the share options lapse, or such other period determined by the Board.
<b>Change of control</b>	<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 share options (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 share options vest on a change of control.</p>
<b>Malus / clawback</b>	The Plan provides the Board with the ability to apply malus / clawback and declare that all, or some, of the participant's share options lapse (i.e., malus) and shares held under the Plan are forfeited (i.e., clawback).
<b>Plan administration</b>	<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>
<b>Termination</b>	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 share options or shares under the Plan at that time.

## Schedule 2 – Summary of the key terms of the Proposed Options

### Key terms of the Proposed Options

An overview of the key terms of the Proposed Options to Storm McGrath in relation to the 2022 financial year is set out below.

Term	Details
Number of Proposed Options	<p>Subject to shareholder approval, Storm McGrath will be granted 800,000 Proposed Options under the Plan.</p> <p>In determining the number of Proposed Options, the Board has taken into account that no equity incentive awards have been made to Storm McGrath since October 2017 and that the Proposed Options are intended to provide the long term incentive (LTI) award for the Chief Executive Officer for FY23, FY24 and FY25 (i.e., the Board does not anticipate making any further LTI awards during the 3-year performance period). In addition, from a cost perspective, the estimated fair value of the Proposed Options at the time of grant (when aggregated with share options 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 LTI awards.</p>
Date of grant	<p>If shareholder approval is obtained, the Proposed Options will be granted to Storm McGrath as soon as practicable after the AGM, but in any event, within 3 years of the AGM.</p>
Proposed Options	<p>Each Proposed Option 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>Proposed Options 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>Proposed Options are not transferable (except in limited circumstances or with the consent of the Board).</p>
Performance measures	<p>In addition to the "in-built" share price hurdle due to the exercise price being set at a premium to share price on the Allocation Date, vesting of the Proposed Options 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"> <li>• Meeting a net profit before tax hurdle over a 3-year performance period comprising the financial years FY23, FY24 and FY25;</li> <li>• Meeting annual performance indicators set by the Board for each of the 3 financial years in the performance period that are targeted to drive performance; and</li> <li>• A loyalty vesting condition of remaining in employment until the date of vesting following the end of FY25.</li> </ul> <p>The Board must determine that all three of the vesting conditions have been met for the Proposed Options to vest.</p> <p>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.</p>
Performance Period	<p>The performance measures outlined above will be tested over a three-year performance period commencing 1 July 2022 and ending on 30 June 2025.</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 Options that vest will not be determined until after this time.</p>

<b>Term</b>	<b>Details</b>
	Any Proposed Options that do not vest following testing will lapse.
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 Options will vest and become exercisable, and one share will be allocated for each vested Proposed Options 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	<p>No amount is payable in respect of the grant of Proposed Options.</p> <p>Storm McGrath must pay the exercise price to exercise vested Proposed Options. The exercise price will be equal to 143% of the volume-weighted average price of a share for the five trading days ending on the Allocation Date (being 28 October 2022).</p>
Expiry Period	If not exercised or lapsed earlier, Proposed Options will expire on 28 October 2026, being the 4 <sup>th</sup> anniversary of the Allocation Date.
Cessation of employment	
Change of control	Terms of the Proposed Options relating to cessation of employment, change of control and malus / clawback are as summarised in Schedule 1.
Malus / Clawback	
Other information	There is no loan scheme in relation to the grant of Proposed Options 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](http://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, 20 November 2022.**

# 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](http://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](http://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: I9999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://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, 131 Macquarie Street Sydney, NSW, 2000 on Tuesday, 22 November 2022 at 11.00 am (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 2 and 3 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 2 and 3 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 2 and 3 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	Re-election of Mr Ian Campbell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Remuneration for Non-Executive Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Share Options – Storm McGrath	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

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

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