



Unlocking greatness

Notice of Special Meeting of Stockholders

ASX ANNOUNCEMENT
April 13 2023

Notice of Special Meeting of Stockholders

Keypath Education International, Inc. (ASX: KED) ("Keypath" or the "Company") wishes to notify security holders of shares of common stock ("Shares") and CHESS Depositary Interests ("CDIs") (together "Stockholders") of the attached Notice of Special Meeting of Stockholders and Proxy Statement for its Special Meeting of Stockholders ("Special Meeting") to be held virtually at 8:30 am (Sydney, Australia time) on 2 May 2023 (5:30pm (Chicago, US time) on 1 May 2023).

The Special Meeting will be held virtually via webcast using an online platform. Information on how to attend virtually is included in the Virtual Meeting Guide at www.computershare.com.au/virtualmeetingguide.

Stockholders are urged to attend the meeting electronically, and should direct their vote by 8:30am (Sydney, Australia time) on 28 April 2023 (5:30pm (Chicago, US time) on 27 April 2023) by lodging the CDI Voting Instruction Form (for CDI holders) or Proxy Card (for holders of Shares) either online, by mail or by fax, samples of which are attached with this Notice of Special Meeting.

About Keypath

Founded in 2014, Keypath is a global, market-leading educational technology company in the online program management market. In collaboration with its university partners, Keypath delivers career-relevant, technology-enabled online higher education programs with the goal of preparing students for the future of work.

The suite of services Keypath provides to its university partners includes designing, developing, launching, marketing, and managing online programs. Keypath also undertakes market research and provides student recruitment, support and placement services. The services Keypath provides are underpinned by KeypathEDGE, its integrated technology and data platform.

Keypath has approximately 800 employees with operations in Australia, the United States, Canada, the United Kingdom, Malaysia and Singapore.

Authorization

The Board of Directors of Keypath has authorized this announcement being given to ASX.

Contacts

For investor enquiries

Malcolm McNab
Director of Investor Relations
Keypath Education
Malcolm.mcnab@keypathedu.com.au
+61 3 9081 8945

Key dates

	Sydney, Australia time	Chicago, US time
Date of Special Meeting	2 May 2023, at 8:30am	1 May 2023, at 5:30pm
Eligibility to attend and vote (Record Date)	3 April 2023	2 April 2023
Last date to submit questions to Keypath	1 May 2023, no later than 8:30am	30 April 2023, no later than 5:30pm
Last date to submit CDI Voting Instruction Form	28 April 2023, no later than 8:30am	27 April 2023, no later than 5:30pm
Last date to submit Proxy Card	28 April 2023, no later than 8:30am	27 April 2023, no later than 5:30pm

Chair's letter

Dear fellow Stockholder,

On behalf of the Directors of Keypath Education International, Inc. ("**Keypath**"), I am pleased to invite you to attend Keypath's Special Meeting of Stockholders ("**Special Meeting**").

The Special Meeting will be held on 2 May 2023 commencing at 8:30am (Sydney, Australia time) (5:30pm (Chicago, US time) on 1 May 2023).

The matters to be considered and voted on at the Special Meeting are set out in the accompanying Notice of Special Meeting and Proxy Statement.

Attending the Meeting

The Special Meeting will be held electronically via webcast (the details of which are set out in the accompanying Notice of Special Meeting and Proxy Statement).

If Keypath changes the way in which the Special Meeting will be held or conducted, Keypath will update Stockholders via its website and an announcement to the ASX.

Voting

All security holders of shares of common stock ("**Shares**") and CHESS Depositary Interests ("**CDIs**") (together "**Stock**") in Keypath (together "**Stockholders**") are invited to attend the Special Meeting. I also encourage all Stockholders to please submit your Proxy Card or CDI Voting Instruction Form as soon as possible, regardless of whether you plan to attend the Special Meeting, so that your applicable Shares/CDIs can be voted at the Special Meeting.

For specific instructions on voting, please refer to the instructions in the Notice of Special Meeting and the Proxy Card or CDI Voting Instruction Form, as applicable, and the Online Meeting Guide which is included with these Special Meeting materials.

If you hold your Shares or CDIs through an account with a brokerage firm, bank, or other nominee, please follow the instructions you receive from them to vote your Shares or CDIs.

Questions

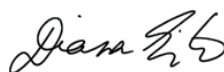
All Stockholders will be able to ask questions during the Special Meeting. The Board encourages all Stockholders to participate in the Special Meeting and to ask questions via the online platform.

If you are unable to attend the Special Meeting via

the online facility or you have a specific question you would like to submit to the Chair of the meeting, please submit your questions to Keypath's General Counsel and Company Secretary at: Eric.Israel@keypathedu.com no later than 8:30am (Sydney, Australia time) on 1 May, 2023 (5:30pm (Chicago, US time) on 30 April 2023).

Thank you for your continued support of Keypath and I look forward to your attendance at the Special Meeting.

Yours faithfully,



Diana Eilert

Chair

Notice of Special Meeting of Stockholders

To be held on 2 May 2023 (Sydney, Australia) and 1 May 2023 (Chicago, U.S.)

Keypath's Special Meeting of Stockholders (being security holders of shares of common stock ("**Shares**") and CHESS Depositary Interests ("**CDIs**") (together "**Stock**") in Keypath (together "**Stockholders**") will be held at 8:30am (Sydney, Australia time) on 2 May 2023 (5:30pm Chicago, US time) on 1 May 2023) (the "**Meeting Date**") for the following purpose:

1. Amendment and Restatement of Keypath's Certificate of Incorporation to allow redemption, buy-back or sale of small holdings

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

"That Keypath adopt the amended and restated Certificate of Incorporation contained as an Exhibit to the Proxy Statement, in order to permit the redemption, buy-back, or sale of small holdings of Stock, as detailed substantively at paragraph 10.02 of the proposed Amended and Restated Certificate of Incorporation."

The Board of Directors of the Company (the "**Board**") recommends Stockholders vote "FOR" this Item 1. The Chair intends to vote undirected proxies in favour of this Item 1.

Voting Exclusions

There are no voting exclusions on this resolution.

Record Date and Voting Rights

Stockholders may vote on the resolution put to the Special Meeting if they are a shareholder of record, hold CDIs, or are a beneficial owner of Shares or CDIs held in Street Name (as defined below at "What is the difference between a shareholder of record and a "Street Name" holder?") at the Record Date (3 April 2023). Section 2.11 of Keypath's Bylaws states that the Record Date shall not be more than sixty (60) nor less than ten (10) days before the date of such meeting.

Holders of CDIs at the close of business on the Record Date are entitled to receive notice of the Special Meeting and to attend the Special Meeting or

any adjournment or postponement of the Special Meeting. Holders of CDIs may also instruct our CDI depositary, CHESS Depositary Nominees Pty Ltd ("**CDN**"), to vote the Shares underlying their CDIs by completing the CDI Voting Instruction Form. CDN will vote the applicable Shares on behalf of each applicable CDI holder at the Special Meeting in accordance with the instructions received via the CDI Voting Instruction Form. CDI holders may also instruct CDN to appoint a nominated proxy (including the CDI holder or the Chair) to vote, as proxy of CDN, the Shares underlying their CDIs by following the instructions on the enclosed CDI Voting Instruction Form or online. Doing so permits CDI holders to instruct CDN or other designated proxy to vote on their behalf in accordance with their written instructions.

Any Stockholder may request access to the list of Stockholders of record entitled to vote at the Special Meeting upon request to the General Counsel and Company Secretary at: Eric.Israel@keypathedu.com.

The Proxy Statement that accompanies and forms part of this Notice of Special Meeting provides information in relation to each of the matters to be considered. This Notice of Special Meeting and the Proxy Statement should be read in their entirety. If Stockholders are in doubt as to how they should vote, they should seek advice from their legal counsel, accountant, solicitor, or other professional advisor prior to voting.

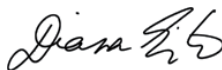
Voting Exclusion Statement

Item 1

There are no voting exclusions on this resolution.

Dated this 13 April 2023

By Order of the Board



Diana Eilert
Chair

Proxy Statement

Special Meeting of Stockholders to be held on 2 May 2023 (Australia) and 1 May 2023 (US)

Important notice regarding the availability of proxy materials for the Special Meeting of Stockholders:

This Notice of the Special Meeting and Proxy Statement are available online at the Keypath [Investor Relations](#) page.

The Board is soliciting proxies for use at the Special Meeting to be held 2 May 2023 at 8:30am (Sydney, Australia time) (5:30pm (Chicago, US time) on 1 May 2023) and at any adjournment or postponement of the meeting. We expect to distribute this proxy statement (this "Proxy Statement") and the accompanying notice of the Special Meeting (the "**Notice of Special Meeting**") to Stockholders on or about 13 April 2023.

Questions and Answers

What is the purpose of the Special Meeting?

At the Special Meeting, the Stockholders are invited to vote on the Items and proposals outlined in the Notice of Special Meeting. The matter outlined in the Notice of Special Meeting is:

- » the amendment and restatement of Keypath's Certificate of Incorporation to allow redemption, buy-back, or sale of small holdings ("**Item 1**").

How can I attend the Special Meeting?

The Special Meeting is being held virtually, via the <https://meetnow.global/MSLZNUZ> ("**Online Platform**"). Further details on how to attend virtually are contained in the Virtual Meeting Guide at www.computershare.com.au/virtualmeetingguide

If you are unable to access the meeting via the Online Platform, you may join the meeting by phone following these instructions:

1. Access the teleconference details and instructions located on the Online Platform; or
2. If you are unable to access the teleconference details via the Online Platform, call Computershare on +61 3 9415 4024 to be connected to the meeting.

Who is entitled to vote at the Special Meeting?

Only those holders of record, or beneficial owners of Shares held in Street Name (as defined below), at the Record Date (3 April 2023), will be entitled to vote at the meeting and any adjournment or postponement of that meeting.

As at the Record Date, there are 213,720,128 Shares of common stock outstanding (represented by an equivalent number of CDIs), all of which are entitled to vote on the Items to be acted upon at the Special Meeting, subject to applicable voting exclusions. Accordingly, 213,720,128 votes are entitled to be cast at the Special Meeting.

Each Share and CDI is entitled to one vote per Share or CDI. Each CDI represents one Share of common stock.

Votes for, against and abstentions will all be counted as present and entitled to vote for the purposes of determining whether a quorum is present.

How can I ask questions at the Special Meeting?

Only Stockholders that attend the Special Meeting via the Online Platform or teleconference will be able to ask questions. If you have a specific question that you would like to submit to the Chair of the meeting before the Special Meeting, please send your question to Keypath's General Counsel and Company Secretary Eric Israel at Eric.Israel@keypathedu.com by no later than 8:30am (Sydney, Australia time) on 1 May 2023 (5:30pm (Chicago, US time) on 30 April 2023).

If you are unable to access the meeting via the Online Platform and you have joined the meeting via telephone, you may ask questions in accordance with the instructions below:

1. When the Chair calls for questions on each Item, you will be asked to press *1 on your keypad should you wish to raise your hand to ask a question.
2. The operator will ask you which Item your question relates to. For example, general business or the relevant Item or resolution.
3. When it is your turn, the operator will introduce you to the meeting, your line will be unmuted and you can then start speaking.
4. You will be asked if you have any additional questions or comments.

Note: If at any time you no longer wish to ask your question, you can lower your hand by pressing *2 on your keypad. If you have also joined the meeting online, mute your computer, tablet or mobile device while you ask your question on the telephone.

Questions and Answers (continued)

Will any Stockholders be prevented from voting on any of the Items?

All votes will be included for Item 1.

How many Shares must be present for voting to hold the meeting?

Pursuant to Section 2.07 of Keypath's Bylaws, the holders of the majority of the Shares entitled to vote at the Special Meeting must be present in person (including by means of remote communication) or represented by proxy to constitute a quorum. Shares are counted as present at the Special Meeting if:

- » the shareholder of record on the Record Date is present virtually (by registering their attendance via the Online Platform or teleconference facility at the Special Meeting); or
- » the shareholder of record on the Record Date, or the applicable beneficial owner, has properly submitted and not revoked a Proxy Card or CDI Voting Instruction Form by the relevant due date.

Abstentions and shares represented by "broker non votes" are counted to establish if a quorum has been constituted.

What is a proxy?

If you designate another person or entity to vote Shares or CDIs that you own, that other person or entity is referred to as your proxy. If you designate someone as your proxy in a written document, that document is also called a proxy or a proxy card. When you designate a proxy, you may also direct the proxy how to vote your Shares or CDIs. This is referred to as your "proxy vote". Holders of CDIs may only vote by directing CDN, or by instructing CDN or another person as CDN's proxy, to vote on their behalf. For further information please refer to "How do I vote if I hold CDIs?".

Please note that, if the Chair of the meeting is appointed as your proxy and you have not directed her how to vote on an Item (i.e. you do not mark "FOR", "AGAINST" or "ABSTAIN"), then by submitting the Proxy Card or CDI Voting Instruction Form you will be expressly authorising the Chair of the meeting to exercise your undirected proxy in the manner described in this Notice of Special Meeting.

What is the difference between a shareholder of record and a "Street Name" holder?

If you own Shares registered directly in your name, you are considered the shareholder of record with respect to those Shares. As a shareholder of record, you have the right to grant your voting proxy directly to Keypath or to vote at the Special Meeting.

If your Shares are held in a stock brokerage account or by a bank, trust or other nominee, then the broker, bank, trust or other nominee is considered to be the shareholder of record with respect to those Shares, while you are considered the beneficial owner of those Shares and your Shares are held in street name ("Street Name"). Street Name holders

generally cannot vote their Shares directly and must instead instruct the broker, bank, trust or other nominee how to vote their Shares using the method described in the notice that the broker, bank, trust or other nominee sends to the Street Name holders. Since Street Name holders are not the shareholder of record, the Street Name holder may not vote their Shares at the Special Meeting unless they first obtain a "legal proxy" from their broker, bank, trustee, or nominee which gives that holder the right to vote the Shares at the Special Meeting.

CDN is the shareholder of record for all Shares beneficially owned by holders of CDIs. CDI holders are entitled to receive the Notice of Special Meeting, attend the Special Meeting and direct CDN, or instruct CDN to appoint another person as proxy, to vote at the Special Meeting in the manner described in the CDI Voting Instruction Form. More information about how holders of CDIs may vote are set out below at "How do I vote if I hold CDIs?".

What does it mean if I receive more than one printed set of proxy materials?

If you receive more than one printed set of proxy materials, it means that you hold Shares or CDIs registered in more than one account. To ensure that all of your Shares/CDIs are voted, please submit proxies or voting instructions for all of your Shares and/or CDIs.

Can I vote my Shares or CDIs via the online facility at the Special Meeting?

Only holders of Shares at the Record Date (or individuals appointed as proxy of a holder of Shares at the Record Date) may vote at the Special Meeting by registering and participating via the virtual online facility. CDI holders at the Record Date can still participate in the Special Meeting by registering and attending via the Online Platform; however, no CDI holder may vote during the Special Meeting unless that CDI holder has also appointed themselves as CDN's proxy on the CDI Voting Instruction Form.

If you are a CDI holder and instruct CDN to appoint another person as proxy, that proxy must also contact Keypath's registry (Computershare) to obtain log in details to vote via the online facility. For votes exercised by CDI holders to be counted, those voters must submit their properly completed CDI Voting Instruction Form by the due date and in the manner set out in this Notice of Special Meeting. More information about how holders of CDIs may vote is set out below at "How do I vote if I hold CDIs?".

For holders of Shares, even if you intend to attend and vote your Shares at the Special Meeting, we recommend you submit a proxy regardless to ensure your vote will be counted if you are ultimately unable to attend the meeting. If you submit your vote by proxy via the Proxy Card and later decide to vote via the Online Platform at the Special Meeting, the vote you submit via the Online Platform will override your proxy vote.

Questions and Answers

(continued)

If you are a Street Name holder of Shares, you may vote your Shares at the meeting only if you obtain and provide to Computershare prior to the Special Meeting a signed letter or other form of proxy from your broker, bank, trust or other nominee giving you the right to vote the Shares at the Special Meeting.

How do I vote my Shares?

Holders of Shares are entitled to vote if they hold Shares on the Record Date regardless of whether or not they attend (virtually) the Special Meeting.

At the Special Meeting, every holder of Shares present virtually (upon registering their attendance at the meeting or via the Online Platform or teleconference facility) or by proxy, is entitled to one vote for each Share held on the Record Date on all matters submitted to a vote of the Stockholders.

If you are a holder of Shares on the Record Date, you can vote:

- a) via the Online Platform, further information about how to use the Online Platform to vote is included in the Online Voting Guide accessible at:
www.computershare.com.au/virtualmeetingguide; or
- b) by completing the sample Proxy Card attached (if applicable). A physical copy of the proxy form can be requested from eric.israel@keypathedu.com.au, and nominating another person or entity, including the Chair, to vote your Shares.

If you are having trouble accessing the online voting facility in the link above, please dial +61 3 9415 4024 (no earlier than one hour prior to the Special Meeting) for assistance.

Proxy Cards

Please send all Proxy Cards:

By mail Company Secretary
1933 N. Meacham Rd., Suite 400 Schaumburg,
IL 60173 USA

Before 8:30am (Sydney time) on 28 April 2023
(5:30pm (Chicago time) on 27 April 2023)

Voting online at the meeting

You can vote online at the virtual meeting using the following link:

Online <https://meetnow.global/MSLZNUZ>
(on a smartphone, tablet or computer,
using the latest version of Chrome, Safari,
Edge and Firefox)

Questions and Answers

(continued)

How do I vote if I hold CDIs?

If you are a CDI holder, you must perform one of the following actions to vote at the Special Meeting:

- a) Instructing CDN, as the shareholder of record, to vote the Shares underlying your CDIs in accordance with the instructions you provide in the CDI Voting Instruction Form submitted to Computershare.
- b) Informing Keypath that you wish to nominate yourself or another person to be appointed as CDN's proxy with respect to the Shares underlying your CDIs to attend and vote at the Special Meeting by completing Step 2 of the enclosed CDI Voting Instruction Form.

If your appointed proxy is not the Chair of the meeting and does not attend the Special Meeting, the Chair of the meeting will be appointed in their absence to vote the Shares underlying your CDIs in the manner instructed by your CDI Voting Instruction Form and/or this Notice of Special Meeting.

If you are appointed as a proxy, further information about how to use the Online Platform to vote is included in the Online Voting Guide accessible at: www.computershare.com.au/virtualmeetingguide.

- c) Converting your CDIs into Shares and voting those Shares at the meeting directly, or by proxy.

Note: In order to vote as a holder of Shares directly at the meeting, the conversion of your CDIs to Shares must have been completed before the Record Date. If CDI holders successfully converted their CDIs to Shares before the Record Date, then they must follow the instructions set out above at "How do I vote my Shares?".

Each CDI represents one Share and each CDI holder will be entitled to one vote for every CDI they hold.

CDI Voting Instruction Forms

Please send all CDI Voting Instruction Forms:

Online www.investorvote.com.au

By mail Share Registry –
Computershare Investor Services Pty Limited
GPO Box 242
Melbourne Victoria 3001
Australia

By fax 1800 783 447 (within Australia)
+61 3 9473 2555 (outside Australia)

Custodian www.intermediaryonline.com
For Intermediary Online subscribers
only (custodians)

Before 8:30am (Sydney time) on
28 April 2023 (5:30 pm
(Chicago time) on 27 April
2023)

CDI holders that have provided Keypath with an email address will also be sent a personalised electronic CDI Voting Instruction Form to their nominated email address. If you have not received an email with your personalised electronic CDI Voting Instruction Form, you must use the copy attached to the Notice of Special Meeting and send the completed form in accordance with the instructions above.

Voting at the meeting by nominated proxies

If you are a nominated proxy, you can vote online:

Online <https://meetnow.global/MSLZNUZ> (on a smartphone, tablet or computer, using the latest version of Chrome, Safari, Edge and Firefox.)

If you are a nominated proxy and are having trouble accessing the online voting facility in the link above, please dial +61 3 9415 4024 (no earlier than one hour prior to the Special Meeting) for assistance.

Questions and Answers

(continued)

How do I vote if I am a Street Name holder?

If you hold your Shares or CDIs in Street Name, you may vote your Shares or CDIs as you like; however, the process of placing that vote must follow the procedures prescribed by your broker, bank, trust or other nominee, which is similar to the voting procedures for holders of record. You will receive a voting instruction form if nominated as a proxy (not a proxy card) to use in directing your applicable broker, bank, trust or other nominee how to vote your Shares or CDIs.

Voting Mechanics

Proxy cards

Valid, signed and dated Proxy Cards must be received by Computershare no later than 8:30am (Sydney, Australia time) on 28 April 2023 (5:30pm (Chicago, US time) on 27 April 2023).

CDI Voting Instruction Forms

Completed CDI Voting Instruction Forms must be received by Computershare no later than 8:30am (Sydney, Australia time) on 28 April 2023 (5:30pm (Chicago, US time) on 27 April 2023) in accordance with the instructions on that form. For certain CDI holders that have provided Keypath with an email address, this deadline also applies to the personalized electronic CDI Voting Instruction Form that will be sent to your nominated email address.

During the meeting

Holders of Shares and nominated proxies may vote using the Online Platform during the meeting. Please refer to the Online Voting Guide for further information:

www.computershare.com.au/virtualmeetingguide.

Note: CDI holders will not be able to lodge a vote in their personal capacity as CDI holder via the virtual Online Platform during the Special Meeting. CDI holders are therefore urged to complete and submit their CDI Voting Instruction Forms (to direct CDN to vote, or to instruct CDN to appoint themselves or another person as proxy to vote, Shares in respect of their CDIs) as described above, for their vote to be counted.

Voting requirements and voting exclusions to approve each of the Items in this Notice of Special Meeting

If you are not entitled to vote at the Special Meeting or you do not submit your Proxy Card, CDI Voting Instruction Form or voting instructions to your broker and a "non-vote" occurs, your securities will not be counted towards the quorum and will not affect the outcome of any Items.

Abstentions are considered securities present and entitled to vote for the purposes of determining a quorum.

An affirmative majority vote of securities present (including those represented by proxy) at the Special

Meeting is required to approve each Item set out below.

There are no voting exclusions for this Special Meeting.

» Item 1 – the amendment and restatement of Keypath's Certificate of Incorporation to allow redemption, buy-back or sale of small holdings

Section 2.09 (c) of Keypath's Bylaws sets out that voting at meetings of Stockholders, other than in relation to the election of directors, need not be by written ballot. Further to this, Recommendation 6.4 of the ASX Corporation Governance Council's Corporate Governance Principles and Recommendations (4th edition) and ASX guidance provide that an ASX listed entity should ensure that all substantive resolutions at a meeting of Stockholders are decided by a poll. In accordance with these recommendations, the resolution under Item 1 will be decided by poll.

How do I change my vote or revoke my proxy?

If you are a holder of record of Shares, you may change your vote or revoke your proxy by:

- » filing a written statement to that effect with Keypath's General Counsel and Company Secretary at: Eric.Israel@Keypathedu.com at or before the taking of the vote at the Special Meeting by no later than 8:30am (Sydney, Australia time) on 28 April 2023 (5:30pm (Chicago, US time) on 27 April 2023). The written statement can be delivered by to Keypath marked to the attention of the Company Secretary;
- » submitting a properly signed Proxy Card dated after your previous Proxy Card, provided the later Proxy Card is received prior to the due date; or
- » attending the Special Meeting via the Online Platform, revoking your proxy, and then voting via the Online Platform.

If you are a holder of CDIs and you have already completed and submitted the CDI Voting Instruction Form, you can revoke those instructions by delivering to Computershare, by 8:30am (Sydney, Australia time) on 28 April 2023 (5:30pm (Chicago, US time) on 27 April 2023) a written notice of revocation bearing a later date than the CDI Voting Instruction Form previously sent or submitted.

If you are a beneficial owner and hold Shares through a broker, bank, or other nominee, you can submit new voting instructions by contacting your broker, bank, or other nominee. You can also change or revoke your vote at the Special Meeting if you obtain a signed proxy from the record holder (broker, bank, or other nominee) giving you the "new" right to vote the Shares.

Questions and Answers

(continued)

Who pays for the cost of proxy preparation and solicitation?

Keypath pays for the cost of preparing, accepting and processing proxies, including the reasonable charges and expenses of brokerage firms, banks, trusts or other nominees for forwarding proxy materials to Street Name holders and CDI holders. Keypath is soliciting proxies by mail and online. Furthermore, the Directors, officers and regular employees of Keypath may solicit proxies personally, telephonically, electronically or by other means of communication.

Keypath's Directors, officers and regular employees will receive no additional compensation for this work other than their regular compensation.

Chair's voting intention

The Chair of the meeting intends to vote undirected proxies in favour of the resolution.

THIS NOTICE IS BEING GIVEN ON 13 APRIL 2023.

Business at the Special Meeting

Item 1: Amendment and Restatement of Keypath Certificate of Incorporation to allow redemption, buy-back or sale of small holdings

Item 1 is a resolution which seeks Stockholder approval to amend and restate Keypath's Certificate of Incorporation to enable Keypath to redeem, buy-back or sell, as determined by Keypath, the Shares or CDIs of Stockholders who hold less than a marketable parcel of Shares or CDIs.

Under the Listing Rules of the Australian Securities Exchange (**ASX Listing Rules**) and the ASX Operating Rules Procedures, a "marketable parcel", in the case of Equity Securities (as defined in the ASX Listing Rules), is a parcel of securities valued at not less than \$500 which is based on: (a) the closing price on the trading platform; or (b) the price paid on issue if the Equity Securities are unquoted.

In accordance with ASX Listing Rule 15.13 (Small holdings), an entity may sell the securities of a holder who has less than a marketable parcel of those securities if the constitution provides for each of the following:

- The entity may do so only once in any 12 month period.
- The entity must notify the security holder in writing of its intention.
- The security holder must be given at least 6 weeks from the date the notice is sent in which to tell the entity that the holder wishes to retain the holding.
- If the security holder tells the entity that the holder wishes to retain the holding, the entity will not sell it.
- The power to sell lapses following the announcement of a takeover. However, the procedure may be started again after the close of the offers made under the takeover.
- The entity or the purchaser must pay the costs of the sale.
- The proceeds of the sale will not be sent until the entity has received any certificate relating to the securities (or is satisfied that the certificate has been lost or destroyed).

In addition to ASX Listing Rule 15.13, the Australian *Corporations Act 2001* provides for a buy-back of 'unmarketable parcels' of stock (a value of less than \$500 AUD). As a Delaware corporation, Keypath is subject to the Delaware General Corporation Law (DGCL). There is no equivalent provision under the DGCL to ASX Listing Rule 15.13 or to the 'minimum holding buy-back' under the *Corporations Act 2001*, and Keypath's current Certificate of Incorporation does not provide for a similar mechanic. The redemption, buy-back or sale mechanic in the proposed amended and restated Certificate of Incorporation includes the conditions in ASX Listing Rule 15.13 described above, including the opt-out right.

The Board declares the amendment and restatement of the Certificate of Incorporation advisable and in the best interests of Keypath Stockholders as a whole because providing Keypath with the flexibility to redeem, buy-back or sell the Shares or CDIs of Stockholders who hold less than a marketable parcel of Shares or CDIs: (i) may allow Keypath to reduce the administrative costs associated with maintaining a number of very small holdings on the register, and (ii) may benefit Stockholders who hold less than a marketable parcel of Shares or CDIs for whom brokerage costs may be a barrier to selling their Shares or CDIs. Keypath seeks approval of Stockholders to amend and restate Keypath's Certificate of Incorporation to permit Keypath to redeem, buy-back or sell the Shares or CDIs of Stockholders who hold less than a marketable parcel of Shares or CDIs on terms which are consistent with ASX Listing Rule 15.13.

Board recommendation

The Board declares the amended and restated Certificate of Incorporation advisable and in the best interests of Keypath Stockholders as a whole because providing Keypath with the flexibility to redeem, buy-back or sell the Shares or CDIs of Stockholders who hold less than a marketable parcel of Shares or CDIs: (i) may allow Keypath to reduce the administrative costs associated with maintaining a number of very small holdings on the register, and (ii) may benefit Stockholders who hold less than a marketable parcel of Shares or CDIs for whom brokerage costs may be a barrier to selling their Shares or CDIs and recommends Stockholders vote "FOR" this Item 1. The Chair intends to vote undirected proxies in favour of this Item 1.



EXHIBIT

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION

OF

KEYPATH EDUCATION INTERNATIONAL, INC.

Keypath Education International, Inc. (the “Corporation”), a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware.

DOES HEREBY CERTIFY THAT:

1. The name of this corporation is Keypath Education International, Inc. The Corporation’s original Certificate of Incorporation was filed with the Secretary of State of Delaware on March 11, 2021.

2. This Amended and Restated Certificate of Incorporation was duly adopted in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware (the “DGCL”), and restates, integrates and further amends the provisions of the Prior Certificate of Incorporation.

3. The text of the Certificate of Incorporation of the Corporation is hereby amended and restated in its entirety to read as follows:

ARTICLE I
NAME OF THE CORPORATION

The name of the corporation is Keypath Education International, Inc. (the “Corporation”).

ARTICLE II
REGISTERED AGENT

The address of the registered office of the Corporation in the State of Delaware is 251 Little Falls Drive, Wilmington, Delaware 19808, County of New Castle. The name of the registered agent of the Corporation at such address is Corporation Service Company.

ARTICLE III
BUSINESS PURPOSE

—The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the “DGCL”).

ARTICLE IV
CAPITAL STOCK

Section 4.01 Authorized Classes of Stock. The total number of shares of stock of all classes of capital stock that the Corporation is authorized to issue is 500,500,000, of which 500,000,000 shares shall be shares of common stock having a par value of \$0.01 per share (“**Common Stock**”) and 500,000 shares shall be shares of preferred stock having a par value of \$0.01 per share (“**Preferred Stock**”).

Section 4.02 Common Stock. Except as otherwise required by law, as provided in this [Amended and Restated](#) Certificate of Incorporation, and as otherwise provided in the resolution or resolutions, if any, adopted by the board of directors of the Corporation (the “**Board of Directors**”) with respect to any series of the Preferred Stock, the holders of the Common Stock shall exclusively possess all voting power. Each holder of shares of Common Stock shall be entitled to one vote for each share held by him. Subject to the rights of holders of any series of outstanding Preferred Stock, holders of shares of Common Stock shall have equal rights of participation in the dividends and other distributions in cash, stock, or property of the Corporation when, as and if declared thereon by the Board of Directors from time to time out of assets or funds of the Corporation legally available therefor and shall have equal rights to receive the assets and funds of the Corporation available for distribution to stockholders in the event of any liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary or involuntary.

Section 4.03 Preferred Stock. The Board of Directors is hereby authorized to provide, out of the unissued shares of Preferred Stock, for one or more series of Preferred Stock and, with respect to each such series, to fix the number of shares constituting such series and the designation of such series, the voting powers, if any, of the shares of such series, and the preferences and relative, participating, optional, or other special rights, if any, and any qualifications, limitations, or restrictions thereof, of the shares of such series, as shall be stated in the resolution or resolutions providing for the issuance of such series adopted by the Board of Directors. The authority of the Board with respect to each series of Preferred Stock shall include, but not be limited to, determination of the following:

- (a) the designation of the series;
- (b) the number of shares of the series;
- (c) the dividend rate or rates on the shares of that series, whether dividends will be cumulative, and if so, from which date or dates, and the relative rights of priority, if any, of payment of dividends on shares of that series;
- (d) whether the series will have voting rights in addition to the voting rights provided by law, and, if so, the terms of such voting rights;
- (e) whether the series will have conversion privileges, and, if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the Board of Directors shall determine;
- (f) whether or not the shares of that series shall be redeemable, in whole or in part, at the option of the Corporation or the holder thereof, and if made subject to such redemption, the terms and conditions of such redemption, including the date or dates upon

or after which they shall be redeemable, and the amount per share payable in case of redemptions, which amount may vary under different conditions and at different redemption rates;

(g) the terms and amount of any sinking fund provided for the purchase or redemption of the shares of such series;

(h) the rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution, or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of that series;

(i) the restrictions, if any, on the issue or reissue of any additional Preferred Stock; and

(j) any other relative rights, preferences, and limitations of that series.

ARTICLE V BOARD OF DIRECTORS

Section 5.01 General Powers. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

Section 5.02 Number. Subject to any rights of the holders of any series of Preferred Stock to elect additional directors under specified circumstances, the number of directors of the Corporation which shall constitute the entire Board of Directors shall consist of not less than three (3) and not more than nine (9) directors as fixed from time to time in a resolution approved by a majority of the directors then-serving on the Board of Directors of the Corporation (the “**Bylaws**”).

Section 5.03 Newly Created Directorships and Vacancies. Except as otherwise required by law and subject to any rights of the holders of any series of Preferred Stock to elect directors under specified circumstances, any newly created directorships resulting from an increase in the authorized number of directors and any vacancies occurring in the Board of Directors, shall be filled solely by the affirmative votes of a majority of the remaining members of the Board of Directors, even if less than a quorum, or by a sole remaining director. A director so elected shall be elected to hold office until the earlier of the expiration of the term of office of the director whom he or she has replaced, a successor is duly elected and qualified, or the earlier of such director’s death, resignation, or removal.

Section 5.04 Written Ballot. Unless and except to the extent that the Bylaws shall so require, the election of directors of the Corporation need not be by written ballot.

ARTICLE VI LIMITATION OF LIABILITY; INDEMNIFICATION

Section 6.01 Limitation of Liability. To the fullest extent permitted by the DGCL as it presently exists or may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or to its stockholders for monetary damages for any breach of fiduciary duty as a director. If the DGCL is amended to authorize corporate action further eliminating or

limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated to the fullest extent permitted by the General Corporation Law of Delaware, as so amended. No amendment to, modification of, or repeal of this Section 6.01 shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

Section 6.02 Indemnification. The Corporation shall indemnify to the fullest extent permitted by law as it presently exists or may hereafter be amended any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative, or investigative, by reason of the fact that such person or such person's testator or intestate is or was a director or officer of the Corporation or any predecessor of the Corporation, or serves or served at any other enterprise as a director or officer at the request of the Corporation or any predecessor to the Corporation. Any amendment, repeal, or modification of this Section 6.02 shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

ARTICLE VII STOCKHOLDER ACTION

Section 7.01 Stockholder Consent Prohibition. Subject to the rights of the holders of any series of Preferred Stock, if any, any action required or permitted to be taken by the stockholders of the Corporation must be effected at a duly called annual or special meeting of the stockholders of the Corporation and may not be effected by any consent by such stockholders.

Section 7.02 Special Meetings of Stockholders. Except as otherwise required by law and subject to the rights of the holders of any series of Preferred Stock, if any, special meetings of the stockholders of the Corporation shall be called only by: (i) the Board of Directors; or (ii) the Secretary of the Corporation, following receipt of one or more written demands to call a special meeting of the stockholders from stockholders of record who own, in the aggregate, at least 10% of the voting power of the outstanding shares of the Corporation then entitled to vote on the matter or matters to be brought before the proposed special meeting that complies with the procedures for calling a special meeting of the stockholders as may be set forth in the Bylaws.

ARTICLE VIII BYLAWS

Section 8.01 Board of Directors. In furtherance and not in limitation of the powers conferred by law, the Board of Directors is expressly authorized and empowered to adopt, amend, alter, or repeal the Bylaws without any action on the part of the stockholders.

Section 8.02 Stockholders. The stockholders shall also have the power to adopt, amend, alter, or repeal the Bylaws as further set forth in the Bylaws.

ARTICLE IX SECTION 203 OF THE DGCL OPT-OUT

The Corporation shall not be governed or subject to Section 203 of the DGCL.

ARTICLE X AUSTRALIAN LAW PROVISIONS

Section 10.01 ASX Paramountcy. Notwithstanding anything herein or in the Bylaws to the contrary, for such time as the Corporation is admitted to the Official List of the ASX Limited (the “ASX”), the following provisions shall apply:

(a) Except to the extent of any express written waiver (whether before or after the relevant act is taken) by the ASX, if the Listing Rules prohibit an act being done, the Corporation shall not have the power or authority to take such act.

(b) Nothing contained in this Amended and Restated Certificate of Incorporation or the Bylaws shall prevent an act from being done that the Listing Rules require to be done.

(c) If the Listing Rules require an act to be done or not to be done, the Board of Directors (and any committee or subcommittee thereof) and each officer of the Corporation shall have the authority to cause such act to be done or not to be done (as the case may be).

(d) If the Listing Rules require this Amended and Restated Certificate of Incorporation or the Bylaws to contain a provision and such document does not contain such provision, such applicable document shall, and shall be deemed to, contain such provision.

(e) If the Listing Rules require this Amended and Restated Certificate of Incorporation or the Bylaws not to contain any provision otherwise contained therein or herein, such provision shall be, and shall be deemed to be, excluded from such document.

(f) If any provision of this Amended and Restated Certificate of Incorporation or the Bylaws is or becomes inconsistent with the Listing Rules, such inconsistency shall not affect the validity or enforceability of any other provision of such document, and such document shall not contain that provision to the extent of the inconsistency.

As used in this Amended and Restated Certificate of Incorporation, the “**Listing Rules**” mean the Official Listing Rules of the ASX or any other rules of the ASX that are applicable to the Corporation from time to time.

Section 10.02 Small Holdings.

(a) For purposes of this Section 10.02, the following definitions apply:

(i) “Announcement Date” means the first date on which a Public Announcement of a Major Transaction has occurred.

(ii) “CDI” means a CHESS Depository Interest representing beneficial ownership in the Corporation's Common Stock.

(iii) “Completion Date” has the meaning ascribed thereto in Section 10.02(b).

(iv) “Eligible Holder” means a security holder holding a Small Holding.

(v) “Exemption Notice” has the meaning ascribed thereto in Section 10.02(c).

(vi) “Major Transaction” means a consolidation, merger, exchange of securities, tender or exchange offer, recapitalization, reclassification, stock dividend, reorganization, business combination, or other similar event involving the Corporation or securities in the Corporation (including a takeover) other than (x) any merger, share exchange or similar transaction effected solely for purposes of changing the Corporation’s domicile or (y) any transaction in which the holders of securities immediately prior to the consummation of the transaction continue to hold 50% by voting power of the outstanding voting securities of the Corporation (or, if the Corporation, by virtue of such transaction, becomes a wholly-owned subsidiary of another entity, the parent entity of the Corporation) immediately following the consummation of the transaction.

(vii) “Marketable Parcel” means a number of securities equal to a marketable parcel as defined in the Listing Rules and ASX Operating Rules, calculated as of the close of business the business day before the Corporation gives a Small Holding Notice.

(viii) “Public Announcement” means an announcement released by the Corporation on the ASX company announcements platform.

(ix) “redeem” means redeem, buy-back or sell as determined by the Corporation and “redemption” has a corresponding meaning.

(x) “Relevant Price” means, with respect to any security that is subject to redemption as provided in a Small Holding Notice, the volume weighted average security price for the fifteen (15) trading days immediately prior to the Completion Date specified in such Small Holding Notice.

(xi) “securities” means CDIs and shares of Common Stock as the context permits.

(xii) “Small Holding” means a number of securities which is less than a Marketable Parcel.

(xiii) “**Small Holding Notice**” has the meaning ascribed thereto in Section 10.02(b).

(xiv) “**securityholder**” includes any holder of shares of Common Stock and any holder of CDIs.

(xv) “**takeover**” means a takeover bid (as that term is defined in section 9 of the *Corporations Act 2001* (Cth)) or a similar bid under the laws of a foreign jurisdiction outside of Australia.

(b) For so long as the Corporation is admitted to the official list of the ASX, the Corporation shall have the option to redeem securities of any Eligible Holder on the terms and subject to the conditions set forth in this Section 10.02. To exercise such option, the Corporation shall give written notice (a “**Small Holding Notice**”) to one or more Eligible Holder(s) advising of the Corporation’s intention to exercise its option to redeem such Small Holding(s) of such Eligible Holders under this Section 10.02. Each Small Holding Notice shall state: (i) the date on which the redemption pursuant to such Small Holding Notice is to occur (which date shall not be sooner than 45 days after the date on which the Small Holding Notice is delivered) (the “**Completion Date**”) and (ii) that, unless the Eligible Holder duly gives (and does not validly withdraw or revoke) an Exemption Notice (as defined below), the Eligible Holder shall surrender to the Corporation, if and in the manner and at the place designated in the Small Holding Notice, the certificate or certificates, if any, representing the securities to be redeemed.

(c) Within 45 days after the delivery of a Small Holding Notice, an Eligible Holder may give written notice to the Corporation that it wishes its securities to be exempted from the redemption contemplated by the Small Holding Notice (an “**Exemption Notice**”). Any Eligible Holder that has given an Exemption Notice may at any time before the Completion Date revoke or withdraw the Exemption Notice, following which time such Eligible Holder’s securities shall be again subject to redemption as provided in the Small Holding Notice.

(d) On the Completion Date, the Corporation shall, subject to the existence of lawfully available funds therefor, redeem the securities held by each Eligible Holder (other than an Exempted Holder) in exchange for the right to receive a price per security equal to the Relevant Price. On and after the Completion Date, provided the funds necessary for the redemption of the securities of an Eligible Holder (other than an Exempted Holder) have been lawfully set aside by the Corporation or otherwise held for the benefit of Eligible Holders (other than an Exempted Holder), separate and apart from the Corporation’s other funds, all such securities shall cease to be outstanding for purposes of quorum and voting. On and after the Completion Date, the certificate or certificates, if any, representing securities so redeemed shall be deemed cancelled and shall represent only the right to receive the Relevant Price, without interest and subject to any applicable withholding taxes. Each Eligible Holder (other than an Exempted Holder) shall surrender the certificate or certificates, if any, representing such holder’s securities so redeemed to the Corporation if,

and in the manner, provided in the Small Holding Notice. On or after the Completion Date (and if required by the Corporation, upon the surrender of such certificate(s)), the Corporation shall pay to such Eligible Holder the Redemption Price for such Eligible Holder's securities so redeemed. Notwithstanding anything to the contrary herein, the surrender of any certificate or certificates formerly representing any such securities so redeemed shall not be a condition to the effectiveness of any redemption of securities pursuant to this Section 10.02. Except where sold to a third party, any shares redeemed pursuant to this Section 10.02 shall, upon the redemption thereof, be automatically retired and restored to the status of authorized but unissued shares.

(e) The Corporation will pay all costs and expenses of the redemption (and any retirement) of Small Holdings redeemed pursuant to this Section 10.02.

(f) A written statement declaring that the person making the statement is an officer of the Corporation at the time of the declaration and that the securities of an Eligible Holder have been redeemed in accordance with this Section 10.02 or any securities of an Exempted Holder that have not been redeemed, shall be deemed to be conclusive evidence of the facts stated in the statement.

(g) Notwithstanding anything to the contrary herein, no securities may be redeemed pursuant to this Section 10.02 after an Announcement Date in respect of a Major Transaction, and any outstanding Small Holding Notice given pursuant to Section 10.02(b) prior to such Announcement Date for which a redemption has not yet occurred, together with the Corporation's option to exercise its right to redemption as provided therein, shall be deemed automatically revoked.

(h) The Corporation shall not exercise its option to redeem securities held by Eligible Holders more than once in any 12 month period. Notwithstanding the foregoing provisions of this Section 10.02(h), if an Announcement Date in respect of a Major Transaction occurs after the delivery of a Small Holding Notice and before the Completion Date specified therein, the Corporation may, following the termination, abandonment or consummation of the Major Transaction giving rise to such Announcement Date, exercise its option to redeem securities held by Eligible Holders on the terms set forth in this Section 10.02.

(i) The Corporation may, before a redemption is effected under this Section 10.02, revoke a Small Holding Notice given or suspend or terminate the operation of this Section 10.02 either generally or in specific cases.

(j) Notwithstanding anything to the contrary herein, if the Corporation does not have sufficient funds lawfully available to redeem all of the securities held by the Eligible Holders whose securities are subject to redemption as of a Completion Date, the Corporation shall be deemed to have revoked its option to redeem all such securities, and all such securities shall remain outstanding.

(k) If a securityholder is registered in respect of more than one parcel of securities, the Corporation may treat the securityholder as a separate securityholder in respect of each of those parcels so that this Section 10.02 will operate as if each parcel was held by different securityholders.

~~Section 10.02~~**Section 10.03 Restricted Securities.**

(a) For purposes of this ~~Section 10.02~~Section 10.03, the following definitions apply:

(i) The term “**dispose**” shall have the meaning given in the Listing Rules.

The term “**escrow period**” shall, in relation to the restricted securities, mean the escrow period applicable to those restricted securities under the Listing Rules.

(ii) The term “**restricted securities**” shall have the meaning given in the Listing Rules.

(b) For so long as the Corporation has restricted securities on issue, the following provisions shall apply:

(i) a holder of restricted securities must not dispose of, or agree or offer to dispose of, the restricted securities during the escrow period applicable to those restricted securities except as permitted by the Listing Rules or the ASX;

(ii) if the restricted securities are in the same class as quoted securities, the holder will be taken to have agreed in writing that the restricted securities are to be kept on the entity’s issuer sponsored subregister and are to have a holding lock applied for the duration of the escrow period applicable to those restricted securities;

(iii) the Corporation will refuse to acknowledge any disposal (including, without limitation, to register any transfer) of restricted securities during the escrow period applicable to those restricted securities except as permitted by the Listing Rules or the ASX;

(iv) a holder of restricted securities will not be entitled to participate in any return of capital on those restricted securities during the escrow period applicable to those restricted securities except as permitted by the Listing Rules or the ASX; and

(v) if a holder of restricted securities breaches a restriction deed or a provision of ~~the Corporation’s~~this Amended and Restated Certificate of Incorporation or ~~these bylaws~~the Bylaws restricting a disposal of those securities, the holder will not be entitled to

any dividend or distribution, or to exercise any voting rights, in respect of those restricted securities for so long as the breach continues.

ARTICLE XI AMENDMENTS

The Corporation reserves the right to amend, alter, or repeal any provision contained in this Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by the laws of the State of Delaware, and all rights conferred herein are granted subject to this reservation; provided however, that notwithstanding any other provision of this Amended and Restated Certificate of Incorporation or applicable law that might permit a lesser vote or no vote and in addition to any affirmative vote of the holders of any particular class or series of capital stock of the Corporation required by applicable law or this Amended and Restated Certificate of Incorporation, the affirmative vote of the holders of at least a majority of the voting power of the shares of the then-outstanding voting stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required to amend, alter, repeal, or adopt any provisions inconsistent with this Article XI.

IN WITNESS WHEREOF, the ~~undersigned incorporator hereby executes~~ Corporation has caused this Amended and Restated Certificate of Incorporation and affirms, under the penalties of perjury, ~~that the facts set forth herein are true~~ to be signed by the undersigned on this 11th [] day of ~~March, 2021~~ [], 2023.

/s/ Eileen C. Downes
Eileen C. Downes, Sole Incorporator

Address:
525 W. Monroe St., Ste. 1900
Chicago, IL 60661 By: _____
Name: []
Title: []



ARBN 649 711 026

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact

KED

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

Keypath Education International, Inc. Special Meeting

The Keypath Education International, Inc. Special Meeting will be held virtually on Tuesday, 2 May 2023 at 8.30am (AEST) (Monday, 1 May 2023 at 5.30pm (CDT)). You are encouraged to participate in the meeting using the following options:



ACCESS THE NOTICE OF MEETING & MAKE YOUR VOTE COUNT

To access the Notice of Meeting, lodge a CDI Voting Instruction visit www.investorvote.com.au and use the below information:



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your CDI Voting Instruction appointment to be effective, it must be received by 8:30am (AEST) on Friday, 28 April 2023 (5:30pm CDT on Thursday, 27 April 2023).



ATTENDING THE MEETING VIRTUALLY

To attend the webcast, ask questions, and, if you are a CDI holder who has nominated yourself as proxy, a proxy holder or a holder of shares, to vote on the day of the meeting, please visit: <https://meetnow.global/MSLZNUZ>

For instructions refer to the online user guide www.computershare.com.au/virtualmeetingguide

To participate in the meeting via teleconference, visit <https://meetnow.global/MSLZNUZ> and follow the instructions for the teleconference. If you cannot access the online meeting platform please call the Computershare assistance number at the top right hand corner of this page, to be connected to the meeting.

You may elect to receive meeting-related documents, or request a particular document, in electronic or physical form. Please contact Computershare to make a request.



ARBN 649 711 026

KED

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 vote to be effective it must be received by **8:30am (AEST) on Friday, 28 April 2023 (5:30pm CDT on Thursday, 27 April 2023)**.

CDI Voting Instruction Form

How to Vote on Items of Business

Each CHESS Depositary Interest (CDI) is equivalent to one share of Company Common Stock, so that every 1 (one) CDI registered in your name on Monday, 3 April 2023 entitles you to one vote.

You can vote by completing, signing and returning your CDI Voting Instruction Form online, via mail or by fax. This form gives your voting instructions to CHESS Depositary Nominees Pty Ltd, which will vote, or appoint a proxy to vote, the underlying shares on your behalf.

Alternatively, Step 1 below allows for appointment of a third party (or yourself) as proxy to vote the underlying shares in accordance with your instructions.

You need to return the form no later than the time and date shown above to give CHESS Depositary Nominees Pty Ltd enough time to tabulate all CDI votes, appoint any proxies in accordance with your directions, and to vote on the underlying shares.

We recommend lodging your CDI Voting Instruction Form online. Please follow the directions in this form to lodge your vote online at www.investorvote.com.au before 8:30am (AEST) on Friday, 28 April 2023 (5:30pm CDT on Thursday 27 April 2023).

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 Australian registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Only duly authorised officer/s can sign on behalf of a company. Please sign in the boxes provided, which state the office held by the signatory, ie Sole Director, Sole Company Secretary or Director and Company Secretary. Delete titles as applicable.

PARTICIPATING IN THE MEETING

The Special Meeting will be held virtually via webcast using an online platform at <https://meetnow.global/MSLZNUZ>.

CDI holders are required to lodge their CDI Voting Instruction Form ahead of the meeting and no later than the date set out in this form. For Shareholders and nominated proxies (including nominated CDI holders), please refer to the Virtual Meeting Guide which explains how you can vote live at the virtual AGM, by accessing: www.computershare.com.au/virtualmeetingguide.

You may also participate via teleconference. Details on how to access the teleconference are contained within the online platform. If you cannot access the online platform, please call the assistance number at the top of this form (please note that holders of shares and nominated proxies cannot vote using the teleconference and will need to attend using the online platform).

Lodge your Form:

XX

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.

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

CDI Voting Instruction Form

Please mark ☒ to indicate your directions

Step 1 CHESS Depositary Nominees will vote as directed

XX

Voting Instructions to CHESS Depositary Nominees Pty Ltd

Please mark box A OR B

I/We being a holder of CHESS Depositary Interests of Keypath Education International, Inc. (the Company), hereby direct CHESS Depositary Nominees Pty Ltd (CDN) to:

A ☐ vote on my/our behalf with respect to the Item of Business below in the manner instructed in Step 2.

OR

B ☐ appoint the Chair of the Meeting

OR

to attend, speak and vote the shares underlying my/our holding at the Special Meeting of the Company to be held virtually on Tuesday, 2 May 2023 at 8:30am (AEST) (Monday, 1 May 2023 at 5:30pm (CDT)) or at any adjournment of that meeting in accordance with the directions in Step 2 below. Where no direction is given, the proxy may vote as they see fit.

If you wish to attend the Special Meeting and vote at that meeting, you must mark box B and enter your name. By doing so, you are instructing CDN to appoint yourself as CDN's proxy to vote the shares underlying your holding on CDN's behalf.

Step 2 Items of Business

Voting Instructions - Voting instructions will only be valid and accepted by CDN if they are signed and received (whether submitted online, by mail or via fax) no later than 8:30am (AEST) on Friday, 28 April 2023 (5:30pm (CDT) on Thursday, 27 April 2023). Please read the instructions overleaf before marking any boxes with an X.

If you mark the ABSTAIN box for an Item, you are directing CDN or its appointed proxy not to vote on your behalf on show of hands or a poll and your votes will not be counted in computing the required majority

		For	Against	Abstain
Item 1	Amendment and Restatement of Keypath's Certificate of Incorporation to allow redemption, buy-back or sale of small holdings of Keypath stock.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chair of the Meeting intends to vote undirected proxies in favour of the item of business. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on any item, 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

KED

2 9 8 5 4 0 A



Computershare

