



**Keypath Education International, Inc.**

ARBN: 649 711 026

ASX code: KED

[www.keypathedu.com](http://www.keypathedu.com)

## ASX ANNOUNCEMENT – JANUARY 25, 2024

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### NOTIFICATION OF CHANGE OF AUDITOR

**Chicago, USA and Melbourne, AUS,** Keypath Education International, Inc. (ASX: KED) (**Keypath**) formally notifies ASX that it has changed its auditor for the financial period ending June 30, 2024, from PricewaterhouseCoopers, ABN 52 780 433 757 ("**PWC Australia**") to KPMG LLP ("**KPMG US**"), with effect from January 24, 2024.

The decision to change the auditor from PWC Australia to KPMG US was driven by Keypath's upcoming Form 10 Registration Statement filing with the United States Securities and Exchange Commission. While this registration does not impact Keypath's listing on the ASX, it will incorporate additional US Public Company Accounting Oversight Board standards into our financial review and audit process.

**This announcement has been authorized by Eric Israel, General Counsel and Company Secretary.**

**Ends.**

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#### **Investor Contact**

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Keypath Education

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## **About Keypath**

Founded in 2014, Keypath is a global, market-leading edtech company in the online program management (OPM) 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 over 700 employees with operations in Australia, the United States, Canada, the UK, Malaysia and Singapore.

## **Restriction on purchases of CDIs by US persons**

Keypath is incorporated in the US State of Delaware and none of its securities have been registered under the US Securities Act of 1933 or the laws of any state or other jurisdiction in the United States. Trading of Keypath's CHESS Depositary Interests (CDIs) on the Australian Securities Exchange (ASX) is not subject to the registration requirements of the US Securities Act in reliance on Regulation S under the US Securities Act and a related 'no action' letter issued by the US Securities and Exchange Commission to the ASX in 2000. As a result, the CDIs are "restricted securities" (as defined in Rule 144 under the US Securities Act) and may not be sold or otherwise transferred except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act. For instance, US persons who are qualified institutional buyers (QIBs, as defined in Rule 144A under the US Securities Act) may purchase CDIs in reliance on the exemption from registration provided by Rule 144A. To enforce the transfer restrictions, the CDIs bear a FOR Financial Product designation on the ASX. This designation restricts any CDIs from being sold on ASX to US persons excluding QIBs. In addition, hedging transactions with regard to the CDIs may only be conducted in compliance with the US Securities Act.