



ASX Announcement

ASX Code: NDO

Notice of Annual General Meeting

26 March 2025

Nido Education Limited (ASX: NDO) (**Nido** or **Company**) provides the following documents regarding its 2025 Annual General Meeting (**AGM**):

1. Notice of Meeting 2025;
2. Proxy Form; and
3. Online Meeting Guide.

A copy of the Company's Annual Report for the financial year ended 31 December 2024 was released to the market on 26 February 2025.

As announced on 26 February 2025, the AGM is scheduled to be held on Thursday, 1 May 2025 commencing at 11.00 a.m. (Melbourne time) at the offices of MinterEllison, Level 20, Collins Arch, 447 Collins Street, Melbourne VIC 3000 and online at <https://meetnow.global/MJQ2RNN>.

Hybrid meeting

The AGM will be held as a hybrid meeting (in-person and online). Shareholders and/or their proxies or corporate representatives can attend in person at the physical venue for the meeting or can attend online using the links provided in the Online Meeting Guide and the Notice of Meeting.

AGM documentation

AGM documentation, inclusive of the Notice of Meeting; Explanatory Statement and Proxy Form, together with a copy of the Annual Report for those members who have opted to receive a printed copy of the Annual Report, will be dispatched to members later today.

In addition, electronic notification of the availability of these documents will be broadcast via the Company's share registry later today to shareholders. All documentation can be viewed via the Company's website at <https://nidoeducation.edu.au/general-meetings> and following the link to the ASX announcements at: <https://nidoeducation.edu.au/announcements>.

Participating in the AGM

In person

Shareholders wishing to participate in the AGM in person can attend the physical venue for the meeting, which is at MinterEllison, Level 20, Collins Arch, 447 Collins Street, Melbourne VIC 3000.

Online attendance

Shareholders participating in the AGM online should access the meeting at: <https://meetnow.global/MJQ2RNN>.

Shareholders, appointed proxies, or corporate representatives, should log in 15 minutes prior to the commencement of the AGM. Further instructions are detailed in the Online Meeting Guide.

Proxy Lodgements

Shareholders can choose to appoint a proxy to vote on their behalf by following the instructions on their personalised proxy form (which accompanies the Notice of Meeting), to be submitted to the Company's share registry by 11.00am (Melbourne time) on 29 April 2025.

Electronic communication

As noted previously, the Company does not send physical meeting documents unless a shareholder has already notified the Company that they wish to receive such documents in hard copy. We encourage all shareholders to provide an email address so we can communicate with you electronically.

2024 Final Dividend

On 26 February 2025, the Company announced a proposed 2024 Final Dividend of 5.8 cents per share, partially franked at 35%, to be paid on 28 March 2025 to all registered holders of NDO's ordinary shares as at 5.00pm (Melbourne time) on the Record Date, 19 March 2025.

Investor Hub

Shareholders can stay connected with Nido by joining our Investor Hub where you will receive ASX announcements and Company updates directly in your inbox and can engage with our interactive Q&A feature. To sign up, visit: <https://nidoeducation.edu.au/s/3307cc>.

-Ends-

This ASX announcement was authorised for release by the Board of Nido Education Limited.

Investor & Media enquiries

Mathew Edwards
Managing Director

P: 02 9712 7444

E: ir@nido.edu.au

About Nido

Founded in 2021, Nido Education Limited is a national owner, operator and manager of long day early childhood education and care services, operating under the Nido Early School brand. Visit: www.nidoeducation.edu.au



Stay connected with Nido by joining our Investor Hub where you will receive ASX announcements and Company updates directly in your inbox and can engage with our interactive Q&A feature. Scan the QR code or visit here to sign up: <https://nidoeducation.edu.au/s/3307cc>.



2025

Notice of Annual General Meeting





Nido Education Limited

ACN 650 967 703

Notice of the 2025 Annual General Meeting and Explanatory Statement

**The Annual General Meeting is to be held as a hybrid meeting on
Thursday 1 May 2025 at 11.00am
at MinterEllison, Level 20, Collins Arch, 447 Collins Street, Melbourne VIC 3000
and online at <https://meetnow.global/MJQ2RNN>**

Important Notice

**All shareholders can view the 2024 Annual Report either by visiting the Company's website at:
nidoeducation.edu.au or by visiting the ASX's website and searching the ASX Security Code
"NDO".**

**Shareholders who opted in writing to receive a printed 2024 Annual Report will find a copy
enclosed with this Notice.**

THIS IS AN IMPORTANT DOCUMENT

**If you are in doubt as to the action you should take, please consult with your stockbroker,
solicitor, accountant, bank manager or other professional adviser immediately.**

IMPORTANT NOTICE

(a) General

You should read this Notice and accompanying Explanatory Statement in its entirety before making a decision on how to vote on the Resolutions set out in the Notice. Your proxy form for this AGM accompanies this Notice.

(b) Defined Terms

Capitalised terms in this Notice are defined either in the Glossary or where the relevant term is first used.

(c) Purposes of the Explanatory Statement

The purposes of the Explanatory Statement which forms part of the Notice of Annual General Meeting are to:

- (a) explain the terms and effect of each Resolution to Shareholders;
- (b) explain the manner in which each Resolution is to be considered and, if approved, implemented; and
- (c) provide such information as is prescribed by the Corporations Act, Corporations Regulations and Listing Rules or as is otherwise material to the decision of Shareholders about how to vote on the Resolutions.

(d) Investment Decisions

This document does not take into account the investment objectives, financial situation or particular needs of any Shareholder or any other person. This document should not be relied on as the sole basis for any investment decision in relation to Shares. Shareholders should consider obtaining independent advice before making any decision in relation to the Resolutions. The Company is not licensed to provide financial product advice in relation to its Shares or any other financial products.

(e) Forward Looking Statements

Certain statements in this document relate to the future. Such statements involve known and unknown risks, uncertainties and other important factors that could cause the actual results, performance or achievements of the Company to be materially different from expected future results, performance or achievements expressed or implied by such statements. Such risks, uncertainties and other important factors include among other things, general economic conditions, specific market conditions, exchange rates, interest rates and regulatory changes. These statements reflect the expectations of relevant parties only as of the date of this Notice.

(f) **Glossary**

In this document, including in the Notice:

2024 Annual Report means the annual report of the Company for the financial year ended 31 December 2024.

AGM or Meeting means the annual general meeting of Nido Shareholders, notice of which is given in this Notice.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited ACN 008 624 691 or the financial market known as the Australian Securities Exchange that it operates, as the context requires.

Auditor means the Company's auditor, KPMG Australia.

Board means the board of Directors of the Company.

Chair means the chair of the Board or the Meeting (as the context requires).

Company or **Nido** means Nido Education Limited ACN 650 967 703.

Corporations Act means the *Corporations Act 2001* (Cth).

Corporations Regulations means the *Corporations Regulations 2001* (Cth).

Director means a director of the Company.

Explanatory Statement means the explanatory statement in relation to the Resolutions to be considered at the AGM and which accompanies and forms part of the Notice.

Group means the Company and its respective controlled entities.

Listing Rules means the listing rules of the ASX.

Notice means this notice of AGM including the Explanatory Statement.

ordinary resolution means a resolution of Shareholders that is passed by a simple majority of the votes cast by Shareholders who are entitled to vote on the resolution.

Register means the register of shareholders of the Company.

Remuneration Report means the remuneration report of the Company for the financial year ended 31 December 2024 included in the Directors' report set out in the 2024 Annual Report.

Resolutions means the resolutions set out in the Notice, each of them is a **Resolution**.

Share means a fully paid ordinary share in the capital of Nido.

Share Registry means the share registry engaged by the Company to maintain the Register, being Computershare Investor Services Pty Ltd.

Shareholder means a holder of at least one Share.

A reference to **dollars**, **\$**, **AUD**, **cents**, **A\$** or **\$A** is to the lawful currency of Australia.

Notice of Annual General Meeting

Notice is given that the 2025 annual general meeting (**AGM** or **Meeting**) of Nido Education Limited (**Company**) will be held on:

Date: Thursday, 1 May 2025

Time: 11.00am

Venue: MinterEllison, Level 20, Collins Arch, 447 Collins Street, Melbourne VIC 3000 or online via <https://meetnow.global/MJQ2RNN>.

The AGM will be held as a hybrid meeting (in-person and online).

Shareholders and/or their proxies can attend in person at the physical venue for the Meeting or can attend online using the technology links outlined in the Explanatory Statement.

ORDINARY BUSINESS

1 Financial Statements and Reports

To receive and consider the financial report and the reports of the Directors and of the Auditor for the financial year ended 31 December 2024 which are contained in the 2024 Annual Report.

Note – no vote of Shareholders is required on the financial report and reports.

2 Adoption of Remuneration Report

Resolution 1

To consider and, if thought fit, pass the following Resolution:

“That the Remuneration Report for the year ended 31 December 2024 be adopted”.

Note – the vote on this Resolution is advisory only and does not bind the Directors or the Company.

3 Re-Election of Director

To consider and, if thought fit, pass the following Resolutions:

Resolution 2 – Mr Joe Dicks

“That Mr Joe Dicks, a Director retiring in accordance with the ASX Listing Rules and the Company's constitution, being eligible and having offered himself for re-appointment, is re-appointed as a Director of the Company”.

By order of the Board

Mathew Edwards

Managing Director

26 March 2025

NOTES:

1 Voting Entitlements

The Board of Directors of the Company, pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001*, has determined that the shareholding of each Shareholder for the purpose of ascertaining voting entitlements for the AGM will be as it appears on the Register at 7.00 p.m. (Melbourne time) on Tuesday, 29 April 2025. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the AGM.

2 Participating in the AGM

The AGM will be held at **11.00am on 1 May 2025** as a hybrid meeting. Shareholders may attend in person or online. Registration will open from 10.00am on 1 May 2025.

In Person

Shareholders wishing to participate in the AGM in person can attend the physical venue for the meeting which is at MinterEllison, Level 20, Collins Arch, 447 Collins Street, Melbourne VIC 3000.

Online

Shareholders participating in the AGM online should access the Meeting at: <https://meetnow.global/MJQ2RNN>.

Shareholders, their attorneys or proxies, or in the case of Shareholders or proxies which are corporations, corporate representatives, should log in online 15 minutes prior to the time designated for the commencement of the AGM.

Further instructions are detailed in the online meeting guide at <https://www.computershare.com.au/virtualmeetingguide>.

Voting by attorney

If a Shareholder executes or proposes to execute a document, or do any act, by or through an attorney which is relevant to that Shareholder's shareholding in the Company, that Shareholder must deliver the instrument appointing the attorney to the Share Registry for notation.

Shareholders wishing to vote by attorney at the AGM must, if they have not already presented an appropriate power of attorney to the Company for notation, deliver to the Share Registry the original instrument appointing the attorney or a certified copy of it by 5.00 pm on Tuesday, 29 April 2025.

Any power of attorney granted by a Shareholder will, as between the Company and that Shareholder, continue in force and may be acted on, unless express notice in writing of its revocation or the death of the relevant Shareholder is lodged with the Company.

Corporate Shareholders and Proxies

Corporate Shareholders and proxies wishing to appoint a representative to attend and vote at the Meeting on their behalf must provide the representative with:

- (a) a properly executed letter or certificate authorising the person to act as the corporate Shareholder's or proxy's representative; or

- (b) a copy of the resolution of the corporate Shareholder or proxy appointing the representative, certified by a secretary or director of the Shareholder or proxy.

3 Proxies

A Shareholder entitled to attend and vote at the AGM is entitled to appoint not more than two proxies. If two proxies are appointed, each proxy may be appointed to represent a specific proportion or number of the Shareholder's voting rights. If no proportions are specified, each proxy may exercise half the available votes. A proxy need not be a Shareholder of the Company. A proxy may be an individual or a body corporate.

You may appoint a proxy to vote on your behalf by either:

- completing and returning the proxy form which accompanies this document; or
- appointing a proxy online via www.investorvote.com.au by following the instructions on that website.

For your proxy appointment to be effective they must be received by 11.00am (Melbourne time) on 29 April 2025.

4 Explanatory Statement

An explanation of each resolution is included in the accompanying Explanatory Statement. The Explanatory Statement forms part of the Notice.

5 Voting Exclusion and Restriction Statements

Resolution 1: Adoption of the Remuneration Report

Voting exclusions apply in relation Resolution 1.

The Company will disregard all votes cast on this Resolution by or on behalf of:

- (a) a member of the Company's key management personnel, details of whose remuneration are included in the Remuneration Report (**KMP**); and
- (b) a closely related party of a KMP, whether the votes are cast as a shareholder, proxy or in any other capacity.

However, the Company will not disregard a vote cast on the Resolution by a KMP or a closely related party of a KMP if:

- (a) the vote is cast as a proxy;
- (b) the proxy:
- (i) is appointed by writing that specifies how the proxy is to vote on the resolution; or
 - (ii) is the Chair of the Meeting and the appointment of the Chair as proxy; and
- (A) does not specify the way the proxy is to vote on the Resolution; and

- (B) expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the KMP of the Company; and
- (c) the vote is not cast on behalf of a member of the KMP of the Company or a closely related party of such a member.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, whether directly or indirectly. Members of key management personnel include Directors (both executive and non-executive) and certain senior executives.

A closely related party of a member of key management personnel is defined as:

- (a) a company the member controls;
- (b) the member's spouse, child or dependant or a child or dependant of the member's spouse; or
- (c) anyone else who is one of the member's family and may be expected to influence or be influenced by, the member in the member's dealings with the Company.

You may be liable for breach of the voting restrictions in the Corporations Act if you cast a vote that the Company must disregard.

Resolution 2: Election of Joe Dicks as a Director of the Company

There are no voting exclusions in relation to Resolution 2.

6 Undirected Proxies

The Chairman of the Company or if the chairman is not present at the Meeting or unable or unwilling to act, another director will be appointed to Chair the Meeting.

If the appointment of the proxy specifies the way the proxy is to vote on the Resolution, the Chair will vote in accordance with that direction. If the appointment of the proxy does not specify the way the proxy is to vote, subject to the instructions in this document and any applicable voting restrictions, the Chair will vote *in favour* of each Resolution.

The Company recommends that Shareholders who submit proxies should consider giving 'how to vote' directions to their proxyholder on each Resolution.

7 Voting

Each Resolution will be moved, and then will be open to the Meeting for discussion.

Following the completion of discussions the Chair will inform the Meeting of the details of the valid proxy voting received by the Company. The Resolutions will then be put to the vote.

Voting at the AGM will be conducted by poll.

8 Questions and comments by Shareholders and proxyholders at the AGM

A reasonable opportunity will be given to Shareholders and proxyholders to ask the Company's Auditor, questions relevant to:

- (a) the conduct of the audit;
- (b) the preparation and content of the Auditors' report;
- (c) the accounting policies adopted by the Company in relation to the preparation of its financial statements; and
- (d) the independence of the Auditor in relation to the conduct of the audit.

Shareholders may also submit a written question to the Auditor via the Company, no later than 5 business days before the Meeting, if the question is relevant to the content of the Auditor's report or the conduct of its audit of the Company's financial report for the year ended 31 December 2024.

Relevant written questions for the Auditor must be received no later than 5.00pm (Melbourne time) on Wednesday, 23 April 2025. A list of those relevant written questions will be made available to Shareholders attending the AGM. KPMG Australia will either answer the questions at the Meeting or table written answers to them at the AGM. If written answers are tabled at the Meeting, they will be made available to Shareholders as soon as practicable after the AGM.

Please send any written questions for the Auditor to the Company to **Nido Education Limited, Suite 3, 1 Park Avenue, Drummoyne NSW 2027**, or email to ir@nido.edu.au by no later than 5.00pm (Melbourne time) on Wednesday, 23 April 2025.

Explanatory Statement

This Explanatory Statement accompanies and forms part of the Notice of Annual General Meeting dated 1 May 2025

ORDINARY BUSINESS

Item 1 - Receive and consider the financial and other reports

The *Corporations Act 2001* (Cth) requires that the financial report, Directors' report and Auditor's report be laid before the Meeting. However, there is no requirement for the Shareholders to vote on, approve or adopt these reports. Shareholders will be given an opportunity to ask questions with respect to these reports.

Shareholders have been provided with all relevant information concerning the Group's financial statements in the 2024 Annual Report of the Group for the year ended 31 December 2024. A copy of the 2024 Annual Report has been forwarded or made available to each Shareholder. A copy of the financial statements and the associated reports will also be tabled at the Meeting.

Shareholders should note that the sole purpose of tabling the financial statements of the Group at the Meeting is to provide the Shareholders with the opportunity to be able to ask questions or discuss matters arising from the financial statements at the Meeting. It is not the purpose of the Meeting that the financial statements be accepted, rejected or modified in any way. Further, as it is not required by the Corporations Act, no resolution to adopt the Group's financial statements will be put to the Shareholders at the Meeting.

Shareholders will be allowed a reasonable opportunity to ask questions about, or make comments on, the management of the Group.

It is proposed that the Auditor will be present at the Meeting. Shareholders present at the Meeting will be allowed a reasonable opportunity to ask the Auditor questions relevant to:

- the conduct of the audit;
- the preparation and content of the Auditors' report;
- the accounting policies adopted by the Company in relation to the preparation of its financial statements; and
- the independence of the Auditor in relation to the conduct of the audit.

Item 2 - Adoption of the Remuneration Report (Resolution 1)

The Company must put to a vote a resolution to adopt the Remuneration Report as disclosed in the Directors' report. A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting.

The Directors' report must include a Remuneration Report containing prescribed information about the Board's policy for determining the nature and amount of the remuneration of Directors and other key management personnel. The Remuneration Report must also explain the relationship between the remuneration policy of the Board and the Company's performance. The Remuneration Report of the Company

for the year ended 31 December 2024 is set out in pages 30 to 44 of the Directors' report as incorporated into the 2024 Annual Report.

The vote on this Resolution is advisory only and non-binding. However, if at least 25% of the votes cast on the Resolution are voted against the Remuneration Report at the Meeting (a **first strike**), then:

- (a) if comments are made on the report at the Meeting, the Company's Remuneration Report for the following financial year will be required to include an explanation of the board's proposed action in response or, if no action is proposed, the board's reasons for this; and
- (b) if at the following year's annual general meeting, at least 25% of the votes cast on the resolution for the adoption of the Remuneration Report for that year are against adoption, the Company will be required to put to Shareholders a resolution proposing that a general meeting be called to consider the election of directors of the Company (**Spill Resolution**). If a Spill Resolution is passed, all of the directors (other than the managing director, if any) will cease to hold office at a subsequent general meeting (**Spill Meeting**), unless re-elected at that meeting; such meeting to be held within 90 days of the annual general meeting that passed the Spill Resolution.

If at the Spill Meeting, the resolutions are all passed against re-electing the relevant directors, the legislation includes a mechanism to ensure the Board continues with the statutory required minimum of 3 directors. After the managing director, the remaining two positions will be filled by the directors whose re-election resolutions at the Spill Meeting received the highest percentage of votes in favour of re-election. If the number of votes is the same for two directors, the managing director and any other director whose re-election has been confirmed at this Spill Meeting, can choose who is to become the third director, with such appointment to be confirmed by Shareholders at the annual general meeting following the Spill Meeting.

Please note that at the 2023 annual general meeting, the number of votes cast against the adoption of the Remuneration Report for the year ended 31 December 2023 was less than 25 per cent of the total number of votes cast at the meeting on the resolution proposing the adoption of the Remuneration Report. Accordingly, and as such a "first strike" was not recorded.

The Resolution gives the Shareholders the opportunity to ask questions or make comments concerning the Remuneration Report during the Meeting. As noted above, the Remuneration Report is set out in the Directors' report contained in the Company's 2024 Annual Report at pages 30 to 44.

The report:

- explains the Board's policies in relation to the nature and level of remuneration paid to Directors and key management personnel within the Group;
- discusses the link between the Board's policies and the Group's performance;
- provides a detailed summary of performance conditions, explaining why they were chosen and how performance is measured against them;
- identifies the companies that the Group's performance is measured against for the purpose of its long-term incentive plan;
- sets out remuneration details for each Director and key management personnel; and
- makes clear that the basis for remunerating non-executive Directors is distinct from the basis for remunerating executives, including executive Directors.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting.

Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

Item 3 – Re-election of Director (Resolution 2)

Under Listing Rule 14.5 and clause 64 of the Company's constitution, the Company must hold an election or re-election of at least one director at its AGM. Consequently, Mr Dicks, has made himself available for re-election at this AGM.

Mr Dicks

Non-Executive Director – First appointed to the Board on 1 June 2023

Information about background and experience of Mr Dicks are contained in the 2024 Annual Report and also available on the Company's website.

Mr Dicks hold a Bachelor of Commerce and a Postgraduate Diploma in Accountancy from the University of Durban and is also a registered Australian Chartered Accountant. He was previously a Non-Executive Director of Think Childcare Limited, from April 2018 until its acquisition by scheme of arrangement in 2021 by Busy Bees Early Learning Australia Pty Ltd. Mr Dicks has 20 years' multi-national experience as a Non-Executive Director in a broad range of industries. He also has in-depth experience in government funded and regulated industries, infrastructure and the education and aged care sectors.

Mr Dicks currently chairs Campus Living Funds Management Limited as well as being a Non-Executive Director of Qudos Bank Limited. He is also a director of the PPB Advisory legacy group of companies and is overseeing the wind down of this group.

As disclosed within the financial statements Mr Dicks has direct interest in 149,021 options in the Company (exercisable at \$0.96) and an indirect interest in 100,000 ordinary shares in the Company as disclosed in the 2024 Annual Report.

Directors' Recommendations

The Directors of the Company (with Mr Dicks abstaining) unanimously recommend that Shareholders vote in favour of the re-election of Mr Dicks.



NIDO EDUCATION LIMITED
ACN 650 967 703

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 proxy appointment to be effective it must be received by **11:00am (Melbourne time) on Tuesday, 29 April 2025.**

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 and select "Printable Forms".

Lodge your Proxy Form:

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:
SRN/HIN:

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.

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.

☐ **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.

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Nido Education 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 Nido Education Limited to be held at MinterEllison, Level 20, Collins Arch, 447 Collins Street, Melbourne, VIC 3000 and as a virtual meeting on Thursday, 1 May 2025 at 11:00am (Melbourne time) 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 Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is 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 Resolution 1 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 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-Election of Director - Mr Joe Dicks	<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

ONLINE MEETING GUIDE



GETTING STARTED

If you choose to participate online you will be able to view a live webcast of the meeting, ask the Directors questions online and submit your votes in real time. To participate online visit <https://meetnow.global/au> on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

TO LOG IN, YOU MUST HAVE THE FOLLOWING INFORMATION:

Australian Residents

SRN or HIN and postcode of your registered address.

Overseas Residents

SRN or HIN and country of your registered address.

Appointed Proxies

Please contact Computershare Investor Services on +61 3 9415 4024 to request your unique email invitation link prior to the meeting day.

PARTICIPATING AT THE MEETING

To participate in the online meeting, visit <https://meetnow.global/au>. Then enter the company name in the 'Search for meeting' field. Select and click on the displayed meeting.

Search for meeting

Please enter Company or Meeting Name. Enter 3 or more characters. e.g. Computershare

Or select the country where the company is based.


Australia

To register as a shareholder

Select 'Shareholder', enter your SRN or HIN and select your country. If Australia, also enter your postcode.

Shareholder Invitation Guest

If you are a shareholder or an appointed corporate representative, please enter the required details below.

SRN/HIN 
eg. X1234567890

Country
Australia

Post Code
eg. 0123

SIGN IN

or To register as a proxyholder

To access the meeting click on the link in the invitation e-mail sent to you. Or select 'Invitation' and enter your invite code provided in the e-mail.

Shareholder Invitation Guest

If you have received an email invitation for this meeting, please enter your invite code below.

Invite Code
Enter your invite code. e.g. G-ABCDEFG or ABCD

SIGN IN

or To register as a guest

Select 'Guest' and enter your details.

Shareholder Invitation Guest

If you would like to attend the meeting as a Guest please provide your details below.

First Name *

Last Name *

Email

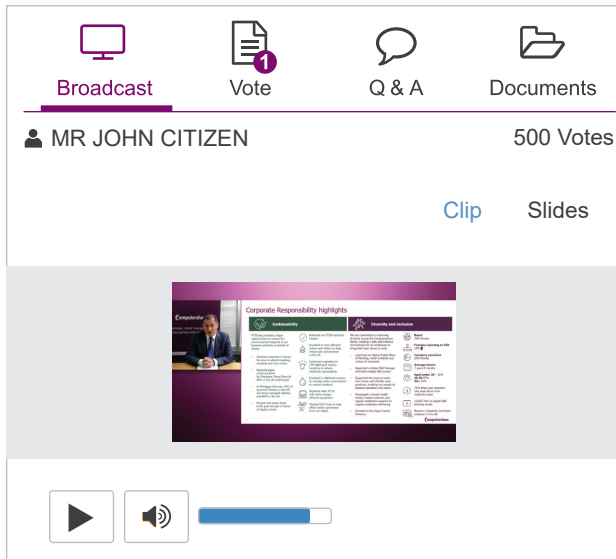
Company Name

SIGN IN



Broadcast

The webcast will appear automatically once the meeting has started. If the webcast does not start automatically press the play button and ensure the audio on your computer or device is turned on.

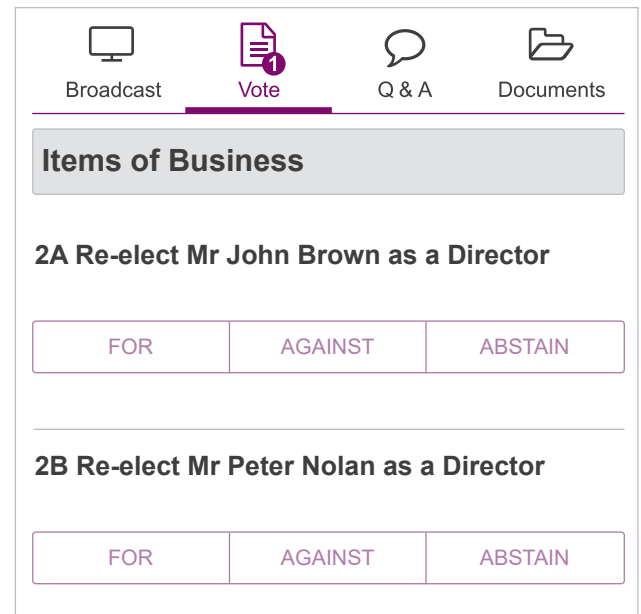


Vote

When the Chair declares the poll open, select the 'Vote' icon and the voting options will appear on your screen.

To vote, select your voting direction. A tick will appear to confirm receipt of your vote.

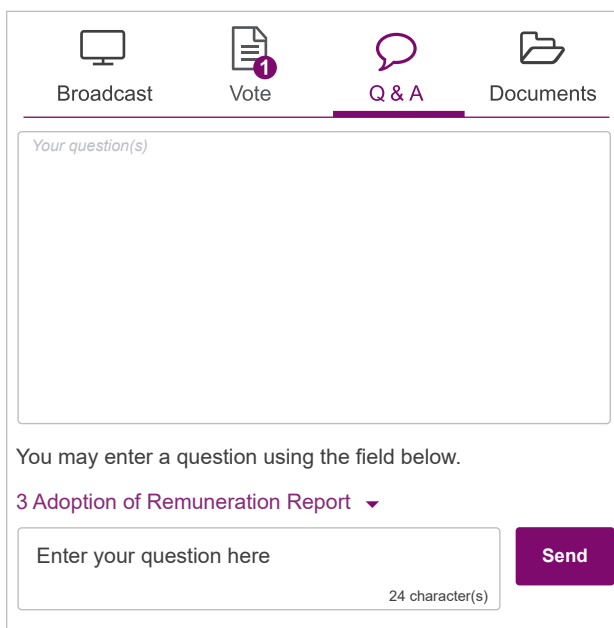
To change your vote, select 'Click here to change your vote' and press a different option to override.



Q & A

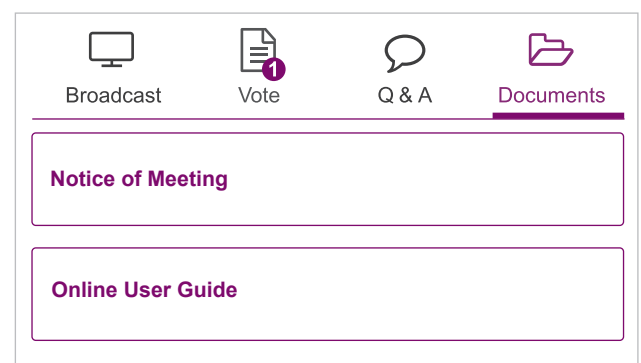
To ask a question select the 'Q & A' icon, select the topic your question relates to. Type your question into the chat box at the bottom of the screen and press 'Send'.

To ask a verbal question, follow the instructions on the virtual meeting platform.



Documents

To view meeting documents select the 'Documents' icon and choose the document you wish to view.



FOR ASSISTANCE

If you require assistance before or during the meeting please call +61 3 9415 4024.