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Our ref MDR:

18 August 2021

Market Announcements Office
ASX Limited
Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam

iCollege Limited Off-Market Takeover Bid for RedHill Education Limited: Notice freeing the Offer of Regulatory Condition

We act for iCollege Limited ACN 105 012 066 (**ICT**) in relation to its off-market takeover bid (**Offer**) to acquire up to 100% of the ordinary shares in RedHill Education Limited ACN 119 952 493 (**RedHill**) pursuant to its bidder's statement dated 25 March 2021 and as replaced by its replacement bidder's statement dated 9 April 2021.

On behalf of ICT, we **attach** a formal notice under section 650F of the *Corporations Act 2001 (Cth)* freeing ICT's Offer of the Regulatory Condition.

Yours faithfully
THOMSON GEER



Matthew Reynolds

Partner

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encl



18 August 2021

ICT Limited
205 North Quay
Brisbane QLD 4000

Takeover offer by ICT Limited ACN 105 012 066 (**ICT**) for RedHill Limited ACN 119 952 493 (**REDHILL**)

NOTICE OF DECLARING TAKEOVER OFFERS FREE OF A DEFEATING CONDITION UNDER SECTION 650F OF THE CORPORATIONS ACT 2001 (CTH)

To: RedHill Limited; and
ASX Limited.

For the purposes of section 650F of the *Corporations Act 2001 (Cth)*, and under clause 6.6 of Schedule 1 (Terms of the Offer) to the Bidder's Statement dated 25 March 2021 and as replaced by its replacement bidder's statement dated 9 April 2021 (**Bidder's Statement**), ICT gives notice declaring that:

Its Offers under its off-market takeover bid for all the Shares in RedHill are free from condition 6.1(b) (**Regulatory Approvals**) of the Bidder's Statement; and

Its voting power in RedHill is 0.08%.

Signed for and on behalf of **ICT Limited** by

A handwritten signature in blue ink, appearing to read "Simon Tolhurst".

Simon Tolhurst
Director