



Affinity Education Group

Scheme Meeting – 20 November 2015



AFFINITY EDUCATION
GROUP

Resolution



AFFINITY EDUCATION
G R O U P

That pursuant to and in accordance with section 411 of the Corporations Act 2001 (Cth):

(a) the scheme of arrangement proposed between Affinity and Affinity Shareholders, as contained and described in the Scheme Booklet accompanying this Notice of Scheme Meeting, is agreed to; and

(b) your Independent Directors are authorised:

(i) to agree to such alterations or conditions as are directed by the Court; and

(ii) subject to approval of the Scheme by the Court, to implement the Scheme with any such alterations or conditions.



Requisite Majorities

In accordance with the requirements of the Corporations Act, in order for the resolution to be passed, votes in favour of the resolution must be received from both:

- *a majority in number of shareholders present and voting (either in person or by proxy); and*
- *at least 75% of the total votes cast on the resolution (either in person or by proxy).*

Proxy Votes – Resolution



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	For	Against	Discretionary	Total votes	Abstain*
Votes	137,114,629	117,749	362,874	137,595,252	Nil
Percentage of votes	99.65%	0.09%	0.26%	100%	N/A
Shareholders	318	15	23	356	Nil
Percentage of shareholders	89.33%	4.21%	6.46%	100%	N/A

**Note that shareholders who abstain from voting are not counted in determining the requisite majorities.*