



REDHILL EDUCATION

22 October 2018

Company Announcements Officer
ASX Limited
Level 4, 20 Bridge Street
SYDNEY NSW 2000

Notice of 2018 Annual General Meeting

In accordance with Listing Rule 3.17, the Company advises that the following documents were despatched to shareholders today:

- Notice of Annual General Meeting and proxy form as attached;
- 2018 Annual Report for those who had requested a paper copy.

A copy of the Company's 2018 Annual Report and the Notice of Meeting are also available on the Company's website at www.redhilleducation.com.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Lisa Jones', written in a cursive style.

Lisa Jones

Company Secretary



REDHILL EDUCATION LIMITED

ANNUAL GENERAL MEETING
2018





NOTICE OF ANNUAL GENERAL MEETING

THE 2018 ANNUAL GENERAL MEETING OF REDHILL EDUCATION LIMITED (THE COMPANY) WILL BE HELD AS FOLLOWS:

DATE

Thursday 22 November 2018

TIME

10.30 AM

VENUE

Computershare
Level 4
60 Carrington Street
Sydney, NSW

EXPLANATORY NOTES

All the material in this Notice of Meeting should be read in conjunction with the Explanatory Notes.

Please read the Explanatory Notes carefully.

If you are in doubt about any part of the business of the meeting, please consult your professional advisers or the Company Secretary, Ms Lisa Jones, on +61 422 133 352.

VOTING INFORMATION & PROXY FORM

Please read the Voting Information section carefully to understand your voting eligibility.

A Direct Voting/Proxy Form is included with this Notice of Meeting.

BUSINESS

To receive and consider the Financial Report, Directors' Report and Auditor's Report for the Company and its controlled entities for the financial year ended 30 June 2018.

ITEMS FOR APPROVAL

RESOLUTION 1 - RE-ELECTION OF DIRECTOR

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

That Mr William Deane, who retires in accordance with Clause 79 of the Constitution, and, being eligible, offers himself for re-election, is re-elected as a Director of the Company.

BOARD RECOMMENDATION

*The Board, other than Mr Deane, considers that it is in the best interests of shareholders that Mr Deane remains on the Board and **recommends that you vote IN FAVOUR** of Mr Deane's re-election.*

RESOLUTION 2 - ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass the following resolution as a non-binding ordinary resolution:

That the Remuneration Report contained in the Directors' Report for the financial year ended 30 June 2018 be adopted.

BOARD RECOMMENDATION

*The Board **recommends that you vote IN FAVOUR** of adopting the Remuneration Report.*

The Company does not pay any executives or employees excessively and the Board is confident that remuneration levels reflect the market.

The Board considers that all remuneration payments made by the Company are reasonable and appropriate having regard to the need to engage and retain capable executives and staff to manage the Company's operations.

RESOLUTION 3 - APPOINTMENT OF AUDITOR

To consider and if thought fit, pass the following resolution as an ordinary resolution:

That Grant Thornton Audit Pty Ltd be appointed as auditor of the Company.

Grant Thornton Audit Pty Ltd has been nominated by a member of the Company to fill the office of auditor. A copy of the nomination is attached to the Notice of Meeting.

BOARD RECOMMENDATION

*The Board **recommends that you vote IN FAVOUR** of appointing Grant Thornton Audit Pty Ltd as auditor of the Company*

RESOLUTION 4 - APPROVAL OF EMPLOYEE INCENTIVE PLAN

To consider and if thought fit, pass the following resolution as an ordinary resolution:

That the RedHill Education Limited Employee Incentive Plan (Plan), previously known as the Company's Employee Share Option Plan (ESOP), the main features of which are summarised in the Explanatory Notes to this Notice of Meeting, and any issue of securities under the Plan, be approved for all purposes (including for the purposes of ASX Listing Rule 7.2, Exception 9 and sections 200B and 200E of the Corporations Act 2001).

BOARD RECOMMENDATION

*The Board **recommends that you vote IN FAVOUR** of approving the Plan, which has been revised to include Equity Performance Rights (as defined in the Plan Rules), and any issue of securities granted under the Plan.*

RESOLUTION 5 – APPROVAL OF GRANT OF PERFORMANCE RIGHTS TO GLENN ELITH

To consider and if thought fit, pass the following resolution as an ordinary resolution:

That, for the purposes of ASX Listing Rule 10.14, sections 200B and 200E of the Corporations Act 2001 (Cth) and for all other purposes, approval is given to grant 508,888 Equity Performance Rights to the Managing Director and Chief Executive Officer, Mr Glenn Elith, under the Company's Employee Incentive Plan on the terms and conditions set out in the Plan Rules and his Offer Letter, as summarised in the Explanatory Notes to this Notice of Meeting.

BOARD RECOMMENDATION

*The Board, other than Mr Elith, **recommends that you vote IN FAVOUR** of approving the grant of the Equity Performance Rights because the Board considers that the Equity Performance Rights will act as an incentive for Mr Elith to improve and expand the Company's operations and to enhance the Company's Share price*

EXPLANATORY NOTES

These Explanatory Notes form part of the Notice of Meeting and are intended to assist your consideration of the business proposed at the Annual General Meeting (**AGM**).

Unless otherwise defined, all capitalised terms used in these Explanatory Notes have the meanings given to them in the Plan Rules.

BUSINESS

FINANCIAL AND OTHER REPORTS

The Corporations Act requires the annual financial report and the reports of the Directors and of the Auditor to be laid before the AGM. The Constitution provides for those reports and the financial statements to be received and considered at the AGM.

Neither the Corporations Act nor the Constitution requires a vote of shareholders at the AGM on the reports or financial statements.

However, you will be given a reasonable opportunity to comment or raise questions on the reports and the financial statements and on the business and management of the Company.

You may also ask questions of the Company's auditors who will attend the AGM.

RESOLUTION 1 - RE-ELECTION OF DIRECTOR

Under the Constitution of the Company, one third of the Directors must retire at each AGM and no Director can hold office for more than three years or past the third AGM following the Director's appointment, whichever is the longer.

Mr William Deane will retire and, being eligible, seeks re-election as a Director. Mr Deane's qualifications and experience are as follows:

Qualifications: BA (Sydney) and LLB (Bond).

Experience: Mr Deane is a managing director of Exto Partners Pty Ltd, a Sydney-based venture capital firm formed in 2003. Mr Deane is a director of several of Exto Partners' unlisted investee companies and is experienced at building high growth companies. He has practised as a corporate lawyer in Australia with Ashurst (formerly Blake Dawson) and in the United States with Sidley Austin LLP and Skadden, Arp, Slate, Meagher and Flom LLP. Mr Deane is a non-executive director of BuildingIQ, Inc (ASX:BIQ). Mr Deane has been a director of the Company since its formation in 2006.

Committees: Mr Deane is the Chairman of the Audit & Risk Management Committee and a member of the Remuneration Committee and Nominations Committee.

BOARD RECOMMENDATION

*The Board, other than Mr Deane, considers that it is in the best interests of shareholders that Mr Deane remains on the Board and **recommends that you vote IN FAVOUR** of Mr Deane's re-election.*

*The Chairman intends to exercise all undirected proxies **IN FAVOUR** of Resolution 1.*

RESOLUTION 2 - ADOPTION OF REMUNERATION REPORT

The Corporations Act requires the Directors to prepare the Remuneration Report set out in the Annual Report.

The Corporations Act also requires the Directors to put to the AGM a resolution to adopt the Remuneration Report. It provides that the vote on the resolution is advisory only and does not bind the Directors or the Company.

Shareholders will be given a reasonable opportunity to comment or raise questions on the Remuneration Report at the AGM.

BOARD RECOMMENDATION

*The Board **recommends that you vote IN FAVOUR** of adopting the Remuneration Report.*

The Company does not pay any executives or employees excessively and the Board is confident that remuneration levels reflect the market.

The Board considers that all remuneration payments made by the Company are reasonable and appropriate having regard to the need to engage and retain capable executives and staff to manage the Company's operations.

*The Chairman intends to exercise all undirected proxies **IN FAVOUR** of Resolution 2.*

Voting exclusion statement

The voting exclusion statement in respect of Resolution 2 is set out on page 13 of this Notice of Meeting.

RESOLUTION 3 - APPOINTMENT OF AUDITOR

Resolution 3 seeks the appointment of Grant Thornton Audit Pty Ltd as the auditor of the Company. The audit was previously conducted by RSM Australia Partners. RSM Australia Partners resigned as auditor effective from 8 May 2018 and the Directors appointed Grant Thornton Audit Pty Ltd to fill the vacancy pursuant to section 327C of the Corporations Act 2001.

Section 327C of the Corporations Act 2001 provides that the appointment of Grant Thornton Audit Pty Ltd by the Directors to fill the vacancy lasts until the next annual general meeting. The Directors wish to reappoint Grant Thornton Audit Pty Ltd as auditor and seek this appointment to be made by the members.

Mr Ian Gilmour, a member of the Company, has nominated Grant Thornton Audit Pty Ltd as auditor of the Company pursuant to section 328B of the Corporations Act 2001. Grant Thornton Audit Pty Ltd is eligible and has consented to being appointed auditor of the Company as required by section 328A of the Corporations Act 2001.

BOARD RECOMMENDATION

*The Board **recommends that you vote IN FAVOUR** of appointing Grant Thornton Audit Pty Ltd as auditor of the Company.*

The Chairman intends to exercise all undirected proxies IN FAVOUR of Resolution 3

RESOLUTION 4 – APPROVAL OF EMPLOYEE INCENTIVE PLAN (THE PLAN)

The Board is committed to retaining and incentivising the Company's executives and employees in a manner which aligns their interests with shareholder interests, maintains their focus on managing the risks in the business while continuing to deliver growth, and ensures that the Company's remuneration of eligible participants is market competitive. The original incentive plan, known as the RedHill Education Limited Employee Share Option Plan (ESOP) was approved in 2010, prior to the Company listing on the ASX. The Board has recently revised the terms of the Plan, including to introduce Equity Performance Rights in addition to Options, and is seeking shareholder approval of the Plan for the purposes of ASX Listing Rule 7.2 Exception 9, as detailed below, so that the securities granted or issued by the Company under the Plan do not count towards the Company's 15% annual limit on issuing securities without shareholder approval.

ASX Listing Rules

ASX Listing Rule 7.1 prohibits an entity from issuing more than 15% of its securities in any 12 month period, without obtaining shareholder approval, unless an exception applies.

ASX Listing Rule 7.2 Exception 9 provides that an issue of securities under an employee incentive scheme will not count towards the 15% placement capacity if, within 3 years before the date of the issue, holders of ordinary securities have approved the issue of securities under the scheme as an exception to ASX Listing Rule 7.1.

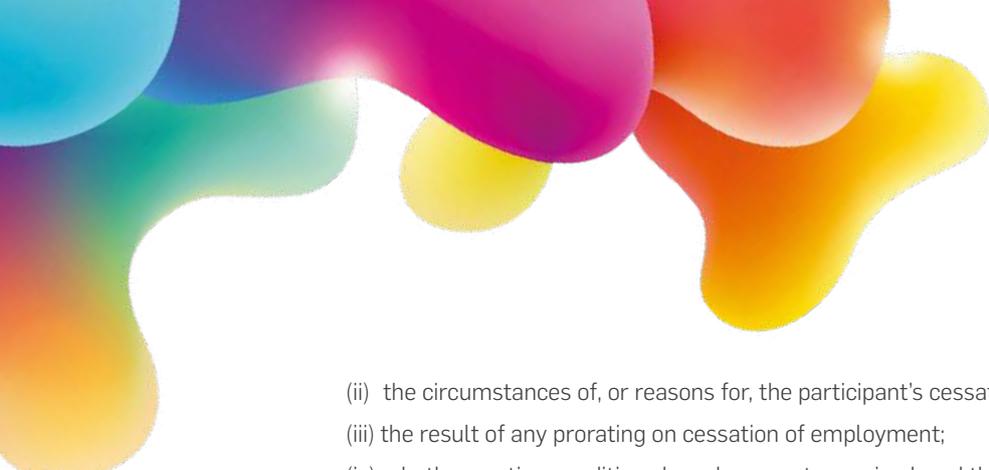
S200B of the Corporations Act

Under section 200B of the Corporations Act, a company may only give a person a benefit in connection with their ceasing to hold a managerial or executive office in the company or a related body corporate if it is approved by shareholders under section 200E (or if an exemption applies). This restriction applies to managerial or executive officers of the Company or any of its subsidiaries. The term "benefit" has a wide operation and could include the accelerated or early vesting of the Equity Performance Rights and Options under the Plan Rules and an Offer Letter.

Accordingly, shareholder approval is also sought for the purpose of section 200E of the Corporations Act to allow the Company to deal with the Equity Performance Rights and Options granted to any person holding a managerial or executive office in the Company, which in relation to the Company is a member of its Key Management Personnel (KMP), upon the cessation of that person's employment with the Company in accordance with the Plan Rules and the Offer Letter, including where to do so would involve the giving of a "benefit" to that person which is otherwise prohibited under section 200B.

The value of any benefit relating to the Equity Performance Rights or Options given in connection with a participant ceasing to hold managerial or executive office cannot presently be ascertained. However, matters, events and circumstances that will, or are likely to, affect the calculation of that value include:

- (i) the number of Equity Performance Rights or Options held by the participant prior to cessation of employment;

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- (ii) the circumstances of, or reasons for, the participant's cessation of employment;
 - (iii) the result of any prorating on cessation of employment;
 - (iv) whether vesting conditions have been met or waived, and the number of Equity Performance Rights or Options that vest and are exercised;
 - (v) whether and how the Plan Committee exercises relevant discretions provided to it by the Plan Rules in the case of a cessation of employment; and
 - (vi) the market price of the Company's Shares on the ASX on the date Shares are provided to a participant upon vesting of the Equity Performance Rights or Options.

Voting exclusion statement

The voting exclusion statement in respect of Resolution 4 is set out on page 14 of this Notice of Meeting.

BOARD RECOMMENDATION

*While the directors and any person holding a managerial or executive office are excluded from voting upon this resolution pursuant to the ASX Listing Rules and the Corporations Act, the Board **recommends that you vote IN FAVOUR** of approving the Plan.*

The Board also considers that obtaining shareholder approval to allow the Company to deal with the Equity Performance Rights and Options held by a person holding a managerial or executive office upon that person ceasing employment in accordance with the Plan Rules and Offer Letter is appropriate and in the best interests of the Company and its shareholders. It will provide the Company with the ability to ensure its ongoing compliance with section 200B of the Corporations Act, the Plan Rules and the relevant Offer Letter which include the conditions of grant for the Equity Performance Rights or Options.

The Chairman intends to exercise all undirected proxies (that are not excluded from voting) IN FAVOUR of Resolution 4.

Summary of the Employee Incentive Plan

Offers under the Employee Incentive Plan and Eligibility

The Board or the committee to which it delegates power to administer the Plan (**Plan Committee**) may invite Eligible Employees to participate in the grant of Incentives, which may comprise Options and/or Equity Performance Rights. The vesting, exercise and other applicable conditions attached to the Incentives will be specified in the offer letter provided to the Eligible Employee (**Offer Letter**).

An Eligible Employee for the purposes of the Plan includes employees of the Company or one of its subsidiaries (the **RedHill Group**), executive and non-executive directors and any other person whom the Plan Committee determines should be treated as an Eligible Employee for the purposes of the Plan.

Vesting and Exercise

Options and Equity Performance Rights granted under the Plan will vest, and in the case of Options, become exercisable, only if any vesting conditions and any other relevant conditions advised to the participant by the Plan Committee have been satisfied. The Plan Committee has the discretion to alter or waive vesting conditions attaching to Incentives in whole or in part.

The Plan Committee has absolute discretion regarding the vesting conditions which will apply to a grant of Incentives, however, vesting conditions will typically include a combination of continued service and satisfaction of agreed performance conditions and key performance indicators. If, in the case of Options, there is a price payable for the exercise of the Options, this will be determined by the Plan Committee and set out in the Offer Letter. It is intended that Equity Performance Rights be issued for nil consideration.

On vesting of an Equity Performance Right or following the exercise of an Option (as the case may be), the Plan Committee will issue the number of Shares in respect of the Equity Performance Rights vested or the Options exercised. Any Shares issued pursuant to the vesting of Equity Performance Rights or exercise of Options may be subject to restrictions which preclude the participant from dealing in those Shares for a period following the issue of the Shares. Any such applicable restrictions will be detailed in the Offer Letter provided to the participant by the Plan Committee.

Payment of Cash Equivalent

The Plan Committee has the discretion to determine that the vesting of some or all of a participant's Incentives will be satisfied by the Company making a cash payment to the participant in lieu of an issue of Shares.

Accelerated or Delayed Vesting

- (a) a vesting date may be delayed by the Plan Committee where vesting or exercise of an Incentive would arise during a period where dealing by a participant is prohibited under the Company's securities trading policy.
- (b) a vesting date may be brought forward (and applicable vesting conditions reduced or waived) if, prior to the vesting date:
 - a person or entity acquires 50% or more of the issued Shares in the Company or any other similar event which the Plan Committee may determine;
 - in the event of total and permanent disablement, death or redundancy of a participant; or
 - there are other circumstances which the Plan Committee determines constitute special circumstances.

Cessation of Employment

The Plan Committee may determine (at its discretion) that some or all of a participant's unvested Incentives lapse, are forfeited, vest (immediately or subject to conditions), are only exercisable for a prescribed period before lapsing or are no longer subject to some of the restrictions which previously applied. The Plan Committee may specify in the Offer Letter how the participant's Incentives will be treated on cessation of employment.

Lapse of Incentives

The circumstances in which Incentives will lapse are detailed in the Plan Rules and the Offer Letter. The Plan Committee may determine that Incentives should lapse if the participant, in the Plan Committee's opinion, has been dismissed or removed from office in certain circumstances or has engaged in any act or omission that constitutes misconduct (as detailed in the Plan Rules).

Dealing in Incentives

Incentives are not transferable, assignable or able to be encumbered unless the Plan Committee determines otherwise or the dealing is required by law.

Change of Control

On the occurrence of a Change of Control Event (as defined in the Plan Rules) the Plan Committee has discretion to determine the treatment of Incentives granted under the Plan.

Participation rights, bonus issues, re-organisations of capital

Participants are not entitled to participate in any new issue to existing holders of securities in the Company without exercising Incentives (in the case of Options) or being issued Shares pursuant to vesting of Equity Performance Rights prior to the record date for the new issue. Where the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) and no Share has been issued in respect of an Incentive before the record date for determining entitlements to the bonus issue, then the number of underlying Shares over which the Incentive is exercisable is increased by the number of Shares which the Participant would have received if the Participant had exercised the Incentive prior to such record date.

If there is a reorganisation of capital of the Company then the rights of a participant (including the number of Incentives to which each participant is entitled and the exercise price, if any) are changed to the extent necessary to comply with the ASX Listing Rules in respect of a reorganisation of capital at the time of the reorganisation.

Amendment of the Plan Rules

The Board may at any time amend the Plan Rules or waive or modify the application of any of the Plan Rules in relation to a participant.

Previous grants under the Plan

This is the first time that the Company has sought approval of the Plan under Listing Rule 7.2 Exception 9. The securities previously issued under the Plan are detailed in the Company's Remuneration Report in its 2018 Annual Report. As at the date of this notice, the Company has a total of 1,155,000 Options on issue which were issued to Eligible Employees in accordance with the terms of the Plan as in force at the time.

RESOLUTION 5 - APPROVAL OF GRANT OF PERFORMANCE RIGHTS TO GLENN ELITH

The Board considers, in accordance with generally accepted remuneration practices in Australia, that an equity-based long-term incentive (LTI) is essential in order to align the CEO's remuneration with long-term returns for shareholders and to ensure the CEO remains focussed on risk mitigation and growth opportunities.

Mr Elith was appointed as Chief Executive Officer and Managing Director of the Company in May 2012 with a mandate from the Board to eliminate operating losses, enhance revenues, improve senior management effectiveness and expand the Company's operations. In 2016, the Board directed Mr Elith to implement significant organic growth initiatives across the existing business units and identify new business opportunities. The Board has more recently directed the CEO to focus on exploring new growth initiatives.

Mr Elith has accomplished these tasks, significantly improved operational and financial performance, and has implemented substantial investment in growth initiatives since 2012.

Since Mr Elith is a Director of the Company, the shareholders must approve any grant of Equity Performance Rights to him under the ASX Listing Rules.

Having regard to Mr Elith's effective performance as CEO and the number of securities already granted to him (Mr Elith currently has 475,000 Options), the Board considers that the number and terms of the Equity Performance Rights proposed to be issued are reasonable and appropriate having regard to the Company's situation and Mr Elith's position and responsibilities.

The Company's Employee Incentive Plan (the Plan) is on the Company's website at www.redhilleducation.com/investor-centre. A summary of the Plan is set out in the Explanatory Notes to Resolution 4 on page 6 of this Notice of Meeting.

ASX Listing Rules

Approval is being sought in accordance with ASX Listing Rule 10.14 for the proposed grant of 508,888 Equity Performance Rights to Mr Elith, pursuant to the Plan. In accordance with the ASX Listing Rules, approval must be given before any Equity Performance Rights may be granted to Mr Elith. If approval is given for this resolution, any performance rights (and Shares issued upon vesting of the Performance Rights) will not be counted towards any future calculation of the Company's 15% annual placement capacity under ASX Listing Rule 7.1.

S200B of the Corporations Act

Under section 200B of the Corporations Act, a company may only give a person a benefit in connection with their ceasing to hold a managerial or executive office in the company or a related body corporate if it is approved by shareholders under section 200E (or if an exemption applies). This restriction applies to managerial or executive officers of the Company or any of its subsidiaries, which includes Mr Elith. The term "benefit" has a wide operation and could include the accelerated or early vesting of the Equity Performance Rights under the Plan Rules.

Accordingly, shareholder approval is also sought for the purpose of section 200E of the Corporations Act to allow the Company to deal with the Equity Performance Rights granted to Mr Elith upon Mr Elith ceasing employment with the Company in accordance with the Plan Rules and the conditions of grant as set out in the Offer Letter (see "Cessation of Employment" and "Lapse of Incentives" sections in the summary of the Plan above) including where to do so would involve the giving of a "benefit" to Mr Elith in connection with him ceasing to hold a managerial or executive office. The approval is sought in relation to the Equity Performance Rights proposed to be granted to Mr Elith under Resolution 5 in this Notice of Meeting.

The value of any benefit relating to the Equity Performance Rights given in connection with Mr Elith ceasing to hold managerial or executive office cannot presently be ascertained. However, matters, events and circumstances that will, or are likely to, affect the calculation of that value include:

- (i) the number of Equity Performance Rights held by Mr Elith prior to cessation of employment;
- (ii) the circumstances of, or reasons for, Mr Elith's cessation of employment;
- (iii) the result of any prorating on cessation of employment;
- (iv) whether vesting conditions have been met or waived, and the number of performance rights that vest and are exercised;
- (v) any discretions exercised by the Plan Committee; and
- (v) the market price of the Company's Shares on the ASX on the date Shares are provided to Mr Elith upon vesting of the Equity Performance Rights.

A copy of the Plan Rules is available on the Company's website and on request from the Company Secretary.

Voting Exclusion Statement

A voting exclusion statement applies to this resolution and is set out on page 13.

BOARD RECOMMENDATION

The Board, other than Mr Elith, **recommends that you vote IN FAVOUR** of approving the grant of the Equity Performance Rights because the Board considers that the Equity Performance Rights will act as an incentive for Mr Elith to improve and expand the Company's operations and to enhance the Company's Share price while managing risk.

The Board also considers that obtaining shareholder approval to allow the Company to deal with the Equity Performance Rights upon Mr Elith ceasing employment in accordance with the Plan Rules and his Offer Letter is appropriate and in the best interests of the Company and its shareholders. It will provide the Company with the ability to ensure its ongoing compliance with section 200B of the Corporations Act, the Plan Rules and his Offer Letter which include the conditions of grant for the Equity Performance Rights.

The Chairman intends to exercise all undirected proxies IN FAVOUR of Resolution 5.

Overview of the Proposed Grant

Maximum number of Equity Performance Rights	<p>The proposed grant is for a total 508,888 Equity Performance Rights representing a total of 1.63% of the fully diluted Share capital of the Company.</p> <p>The number of Equity Performance Rights has been determined by dividing Mr Elith's Total Aggregate Remuneration of \$445,531 by the volume weighted average price (VWAP) of the Company's ASX market Share price during September 2018 and multiplying that number by 4. That VWAP was \$3.5024.</p> <p>Tranche1 will be 84,815 Equity Performance Rights.</p> <p>Tranche 2 will be 84,815 Equity Performance Rights.</p> <p>Tranche 3 will be 169,629 Equity Performance Rights.</p> <p>Tranche 4 will be 169,629 Equity Performance Rights.</p>
Price payable on grant or vesting	<p>No amount will be payable in respect of the grant of the Equity Performance Rights as they form part of Mr Elith's remuneration package. No loan has been made in relation to the grant. In addition, no amount is payable on vesting of a performance right.</p>
Rights attaching to Equity Performance Rights	<p>Upon vesting of the Equity Performance Rights, Mr Elith will acquire Shares in the Company that carry the same rights as other Shares in the Company except that they will be subject to a holding lock and restrictions on dealing for a period of two years following issue as described below.</p>
Date of grant	<p>If shareholder approval is obtained, the Equity Performance Rights will be offered to Mr Elith shortly after the AGM and, in any event, not later than 12 months after the AGM.</p>
Performance period	<p>The performance period for the Equity Performance Rights is:</p> <ul style="list-style-type: none">(a) Tranches 1 and 2 - the 12 month period commencing 1 October 2018 and ending on 30 September 2019; and(b) Tranches 3 and 4 - the three year period commencing 1 October 2018 and ending on 30 September 2021.
Performance Measures and Vesting	<p>Tranche 1 – Growth in Share price relative to the S&P/ASX Small Ordinaries Index (Index) over a 12 month period</p> <p>Tranche 1 vests if the Company achieves certain Share price growth targets as measured against the Index. The Company Share price growth is measured at the end of the 12 month period ending 30 September 2019 using a VWAP for the month of September 2019.</p>

Growth of Company Share price compared to Index	% and/or number of Equity Performance Rights which vest
Less than 75%	Nil
75%	50% of Tranche 1 Equity Performance Rights (42,407) vest.
Between 75% and 125%	Pro-rata straight line vesting of between 50% and 100% of the remainder of Tranche 1 Equity Performance Rights vest.
125%	100% of Tranche 1 Equity Performance Rights (84,815) vest.

Tranche 2 – Total Shareholder Return (TSR)

Tranche 2 vests if the Company achieves certain total shareholder return performance targets for the 12 month period ending 30 September 2019, with TSR growth calculated as follows:

$$(E - B + D) / B$$

E = End market value of Shares (being the VWAP for the month of September 2019)

B = Cost basis of Shares (being the VWAP for the month of September 2018)

D = Dividends paid + any other distributions + value of Shares & dividends from any entity owned or controlled by the Company which is subject to a disposal transaction prior to 30 September 2019

TSR Growth	% and/or number of Equity Performance Rights which vest
Less than 10%	Nil
10% or more	50% of Tranche 2 Equity Performance Rights (42,407) vest.
Between 10%-15%	Pro-rata straight line vesting of between 50% and 100% of the remainder of the Tranche 2 Equity Performance Rights vest.
15% or more	100% of Tranche 2 Equity Performance Rights (84,815) vest.

Tranche 3 - Growth in Share price relative to the S&P/ASX Small Ordinaries Index (Index) over a three year period

Tranche 3 vests if the Company achieves certain Share price growth targets as measured against the Index. The Company Share price growth is measured at the end of the three year period ending 30 September 2021 using a VWAP for the month of September 2021.

Growth of Company Share price compared to Index	% and/or number of Equity Performance Rights which vest
Less than 100%	Nil
100%	50% of Tranche 3 Equity Performance Rights (84,815) vest.

Between 100-200%	Pro-rata straight line vesting of between 50%-100% of Tranche 3 Equity Performance Rights.
200%	100% of Tranche 3 Equity Performance Rights (169,629) vest.

Tranche 4 – CAGR Total Shareholder Return (CAGR TSR) over a three year period

Tranche 4 vests if the Company achieves certain total shareholder return performance targets. The Company's CAGR TSR growth is calculated as at 30 September 2021 as follows:

$$(E - B + D) / B$$

E = End market value of Shares (being the VWAP for the month of September 2021)

B = Cost basis of Shares (being the VWAP for the month of September 2018)

D = Dividends paid + any other distributions + value of Shares & dividends from any entity or business owned or controlled by the Company which is subject to a disposal transaction prior to 30 September 2021

CAGR TSR Growth	% and/or number of Equity Performance Rights which vest
Less than 15%	Nil
15% or more	50% of Tranche 4 Equity Performance Rights (84,815) vest.
Between 15%-25%	Pro-rata straight line vesting of between 50%-100% of Tranche 4 Equity Performance Rights.
25% or more	100% of Tranche 4 Equity Performance Rights (169,629) vest.

Performance Testing	Testing of the performance conditions will occur in respect of Tranches 1 and 2 on or before 15 October 2019 and in respect of Tranches 3 and 4 on or before 15 October 2021.
Trading Restrictions and Holding Lock	Mr Elith must not sell, transfer, encumber, hedge or otherwise deal with unvested Equity Performance Rights. Any Shares issued to Mr Elith on vesting of Equity Performance Rights will be subject to a further two year restriction on dealing and as such will be issued with a two year holding lock. The Plan Committee may determine to release the holding lock prior to the expiry of the two year period at its discretion.
Change of Control	The acquisition by a person or entity (directly or indirectly) of not less than 50% of the issued Shares in the Company, whether by private treaty or as a result of a takeover bid or a members' scheme of arrangement in accordance with applicable laws will result in the immediate vesting of 100% of any unvested Equity Performance Rights.
Other terms	Other terms of the grant including: <ul style="list-style-type: none"> • treatment on cessation of employment; and • other adjustments at Plan Committee discretion, which are summarised in the Explanatory Notes provided in relation to Item 4 on page 6 of this Notice of Meeting.

Additional Information required by ASX Listing Rules

All directors are eligible to participate in the Plan however no directors other than Mr Elith have received or been offered Incentives under the Plan.

At the Company's 2016 AGM, shareholders approved the issue of 225,000 Options to Mr Elith under the Plan for nil consideration in three tranches as follows:

- (a) 75,000 Options exercisable on 24 November 2017 at \$1.25 each;
- (b) 75,000 Options exercisable on 24 November 2018 at \$1.75; and
- (c) 75,000 Options exercisable on 24 November 2019 at \$2.25.

Prior to that, Mr Elith had been granted 300,000 Options (approved by shareholders at the 2013 AGM) and 400,000 Options (approved by shareholders at the 2012 AGM). Details of all Options held by Mr Elith can be found on pages 26-27 of the Company's 2018 Annual Report.

No loan will be made in respect of the acquisition of the Equity Performance Rights.

VOTING INFORMATION

GENERAL

The required quorum for the meeting is at least three members present in person or by proxy.

Voting will be decided on a show of hands unless a poll is demanded by the chair or a member or members entitled to do so before the vote is taken or before or immediately after the declaration of the result on a show of hands.

On a show of hands, every member will have one vote.

On a poll, each member will have one vote for each Share held by that member and in respect of which that member is entitled to vote.

If Shares are jointly held and more than one of the joint holders vote, only the vote of the holder whose name appears first in the register of members will be counted.

MAJORITY REQUIRED

All of the resolutions are ordinary resolutions.

Each resolution will be passed if more than 50% of votes cast by shareholders entitled to vote on the resolution are cast in favour of the resolution.

ENTITLEMENT TO VOTE

The Company has determined, in accordance with regulation 7.11.37 of the Corporations Regulations that, for the purpose of entitlement to vote at the Annual General Meeting, Shares will be taken to be held by those who hold them at 7.00pm Australian Eastern Daylight Time (AEDT) on Tuesday 20 November 2018.

VOTING OPTIONS

A. In Person

Shareholders may vote by attending the AGM and casting their votes in person.

B. Proxy or Attorney

If you are entitled to vote at the meeting, you may appoint one or two proxies.

If you appoint two proxies:

- you may appoint each proxy to represent a specified proportion of your voting rights; or
- if you do not specify the proportion or number of your votes that each proxy may exercise, each proxy may exercise half of your votes.

A proxy need not be a shareholder of the Company.



A Proxy Form accompanies this Notice of Meeting; please follow the instructions on the form.

The Proxy Form must be signed by you or by your attorney.

Proxies given by corporations must be signed under seal or under the hand of a duly authorised officer or attorney.

To be valid, the form appointing the proxy and the power of attorney or other attorney (if any) under which it is signed (or an attested copy) must be either lodged at the Registered Office of the Company or received at the facsimile number appearing on the Proxy Form by 10.00am AEDT on Tuesday 20 November 2018.

Unless you specifically direct a proxy how to vote, the proxy may vote as the proxy thinks fit, or abstain from voting.

C. Direct

A direct vote allows shareholders to vote on Resolutions considered at the AGM by lodging their votes with the company prior to the AGM, without the need for the shareholders to attend the meeting or appoint a proxy.

You must mark either "For", "Against" or "Abstain" for each item of business on the voting form for a valid direct vote to be recorded on that item.

Please note that a shareholder who has cast a direct vote may attend the AGM; however, their attendance and registration cancels the direct vote unless the shareholder instructs the Company or the share registry otherwise.

To be valid, the voting form must be either lodged at the Registered Office of the Company or received at the facsimile number appearing on the Proxy Form by 10.00am AEDT on Tuesday 20 November 2018.

D. Online Voting

Log onto www.investorvote.com.au and follow the instructions. You will need to put your Security Holder Reference Number (**SRN**) or Holder Identification Number (**HIN**), details and postcode.

For Intermediary Online subscribers only (custodians), log onto www.intermediaryonline.com and follow the instruction.

VOTING BY CORPORATIONS

In order to vote at the meeting (other than by proxy – see above for instructions), a corporation that is a shareholder must appoint a person to act as its representative.

The appointment must comply with the Corporations Act. A letter of representation must be either lodged with the registrar prior to the commencement of the meeting, or the representative must bring to the meeting evidence of his or her appointment including any authority under which it is signed.

PROXY VOTING BY CHAIR

The Chair of the meeting will vote undirected proxies **IN FAVOUR** of all Resolutions.

VOTING EXCLUSIONS - RESOLUTIONS 2 AND 5

Resolutions 2 and 5 are resolutions directly or indirectly related to remuneration of a member of the KMP of the Company.

As required under the Corporations Act 2001 (Cth), the Company will disregard any votes cast on Resolutions 2 and 5 by or on behalf of any of the Company's KMPs, the details of whose remuneration are included in the Remuneration Report, or a closely related party of such a KMP.

However, a vote may be cast on Resolutions 2 and 5 by a KMP, or a closely related party of a KMP, if:

- (a) the vote is cast as a proxy;
- (b) the appointment is in writing and specifies how the proxy is to vote on Resolutions 2 and 5; and
- (c) the vote is not cast on behalf of a KMP or a closely related party of a KMP.

In addition, a vote may be cast on Resolutions 2 and 5 by the Chairman of the meeting if:

- (a) the vote is cast as a proxy;

- 
- (b) the appointment is in writing and the shareholder expressly authorises the Chairman to exercise the proxy, even if the resolution is connected directly or indirectly with the remuneration of a KMP; and
 - (c) the vote is not cast on behalf of a KMP or a closely related party of a KMP.

The Corporations Act provides that Mr Elith and his associates cannot cast a vote (in any capacity) in relation to Resolution 5. Further, in accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of Resolution 5 by or on behalf of Mr Elith or any Director who is entitled to participate in the Plan or their associates. Accordingly, as all Directors are entitled to participate in the Plan, the Company will disregard votes from all Directors on this resolution. However, the Company will not disregard a vote cast by Mr Elith as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

VOTING EXCLUSIONS RESOLUTION 4

Under ASX Listing Rule 7.1, without the approval of the Company's shareholders, the Company must not issue or agree to issue more than 15% of its shares, or securities convertible into shares (such as Equity Performance Rights), in the 12 months before the date of issue, subject to certain exceptions. ASX Listing Rule 7.2 provides a number of exceptions to this limitation. One of the exceptions (Exception 9) relates to the issue of shares or convertible securities under an employee incentive scheme provided that, in the three years prior to the date of issue of the securities, shareholders have approved the issue of securities under the scheme.

In order to obtain approval from shareholders for the purposes of ASX Listing Rule 7.2, Exception 9, the following 'voting exclusion statement' must be complied with.

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- a Director who is eligible to participate in any employee incentive scheme in relation to the Company; or
- an associate of a Director who is eligible to participate in any employee incentive scheme in relation to the Company.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

In addition, the Company will disregard any votes cast on Resolution 4 by or on behalf of any person holding a managerial or executive office in the Company, which in relation to the Company is a member of its KMP, including Mr Elith, and any of their associates in accordance with s200E of the Corporations Act and the ASX Listing Rules. However, the Company will not disregard a vote cast by the aforementioned persons as proxy for another person who is entitled to vote, in accordance with the directions on the proxy form, or by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

The Plan Rules are available on the Company's website at www.redhilleducation.com/investor-relations and a copy can be requested by email from the Company Secretary at any time. A copy will also be available for inspection at the AGM venue prior to and during the AGM itself.

FURTHER INFORMATION

Shareholders should direct their queries to the Company Secretary of the Company on +61 422 133 352 or by email at ljones@redhilleducation.com.

By order of the Board



LISA JONES

Company Secretary

15 October 2018

PO Box 3216
NORTH TURRAMURRA
NSW 2074

Lisa Jones
Company Secretary
RedHill Education Limited
Level 2, 7 Kelly St
ULTIMO NSW 2007

14 September 2018

Dear Ms Jones,

Nomination of Auditor

In accordance with the provisions of s328B(1) of the Corporations Act, I, Ian McKay Gilmour, being a member of RedHill Education Limited, hereby nominate Grant Thornton Audit Pty Ltd for appointment as auditor of the Company.

Please distribute copies of this notice of nomination as required by s328B(3) and (4) of the Corporations Act 2001.

yours sincerely,



Ian McKay Gilmour



REDHILL EDUCATION

Level 2, 7 Kelly Street Ultimo NSW 2007
+61 2 8355 3820 www.redhilleducation.com





REDHILL EDUCATION
 REDHILL EDUCATION LIMITED
 ACN 119 952 493

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

Lodge your vote:

Online:
 www.investorvote.com.au

By Mail:
 Computershare Investor Services Pty Limited
 GPO Box 242 Melbourne
 Victoria 3001 Australia

Alternatively you can fax your form to
 (within Australia) 1800 783 447
 (outside Australia) +61 3 9473 2555

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

For all enquiries call:

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



Voting Form

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Vote online or view the annual report, 24 hours a day, 7 days a week:

www.investorvote.com.au

- Cast your vote or appoint a proxy**
- Access the annual report**
- Review and update your securityholding**

Your secure access information is:

Control Number: 999999

SRN/HIN: I999999999

PIN: 99999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

For your vote to be effective it must be received by 10:00am on Tuesday 20 November 2018

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Vote Directly

Voting 100% of your holding: Mark either the For, Against or Abstain box opposite each item of business. Your vote will be invalid on an item if you do not mark any box OR you mark more than one box for that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the 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.

Appoint a Proxy to Vote on Your Behalf

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.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
 or turn over to complete the form →**

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 their broker of any changes.



I 9999999999

I ND

Voting Form

Please mark to indicate your directions

STEP 1 Indicate How your Vote will be Cast *Select one option only*

At the Annual General Meeting of RedHill Education Limited to be held at Computershare Investor Services, Level 4, 60 Carrington Street, Sydney New South Wales on Thursday 22 November 2018 at 10:00am and at any adjournment or postponement of that meeting, I/We being member/s of RedHill Education Limited direct the following:

1. Vote Directly

Record my/our votes strictly in accordance with directions in Step 2.

PLEASE NOTE: A Direct Vote will take priority over the appointment of a Proxy. For a valid Direct Vote to be recorded you must mark FOR, AGAINST, or ABSTAIN on each item.

2. Appoint a Proxy to Vote on Your Behalf: I/We hereby appoint

the Chairman of the Meeting **OR**

OR

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).

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

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 resolutions 2, 4 and 5 (except where I/we have indicated a different voting intention below) even though resolutions 2, 4 and 5 are 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 resolutions 2, 4 and 5 by marking the appropriate box in step 2 below.

STEP 2 Items of Business

PLEASE NOTE: If you have appointed a proxy and 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. If you are directly voting and you mark the Abstain box for an item, it will be treated as though no vote has been cast on that item and no vote will be counted in computing the required majority.

Please Note: to fully inform shareholders in exercising their right to vote, please be aware that if the Chairman of the Meeting is appointed as your proxy (or becomes your proxy as default), the Chairman of the Meeting intends to vote available proxies in the manner set out beside each resolution. This reflects the recommendation of the Board.

	Board Recommendation	For Against Abstain		
		For	Against	Abstain
1 Re-election of Mr William Deane as a Director of the Company	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Adoption of the Remuneration Report	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Appointment of Auditor	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of Employee Incentive Plan	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval of grant of Equity Performance Rights to Glenn Elith	FOR	<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.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____ Date ____/____/____