

19 June 2019

Navitas shareholders approve Scheme

Navitas Limited (ASX: NVT) (Navitas) is pleased to announce that Navitas shareholders have today approved the proposal by BGH Bidco A Pty Ltd (BidCo), an entity owned by a consortium led by BGH Capital, to acquire all of the issued shares in Navitas by way of a scheme of arrangement (Scheme).

Results of Scheme Meetings

The resolutions to approve the Scheme were approved by the requisite majorities of Navitas shareholders at the General Scheme Meeting (for all Navitas shareholders other than Consortium Shareholders) and the Consortium Shareholders Scheme Meeting.

The voting results of both Scheme Meetings are **attached** to this announcement.

Next steps

Navitas will now seek the Supreme Court of Western Australia's approval of the Scheme at a hearing scheduled for Friday, 21 June 2019.¹

If the Court approves the Scheme, Navitas intends to lodge the orders of the Court with the Australian Securities and Investments Commission on Monday, 24 June 2019 so that the Scheme will become effective on that date. If this occurs, Navitas shares will be suspended from trading with effect from the close of trading on Monday, 24 June 2019.

Scheme consideration and confirmation of Implementation Date

If the Scheme becomes effective, Navitas shareholders (other than Consortium Shareholders) will receive, for each Navitas share they hold as at 7.00pm (Sydney time) on the Scheme Record Date, a cash payment of \$5.825 per share. The Scheme Record Date will be Thursday, 27 June 2019 assuming the Scheme becomes on effective on Monday, 24 June 2019, as currently anticipated.

If the Scheme becomes effective, Consortium Shareholders will receive the mixed consideration in accordance with their election (in respect of the Navitas shares they hold as at the Scheme Record Date).

The Scheme consideration will be provided on the date that the Scheme is implemented (Implementation Date). BidCo has elected that the Implementation Date will be Friday, 5 July 2019, subject to the Second Court Hearing, Effective Date and Scheme Record Date occurring on the indicated dates set out in the table below.

¹ Assuming that all of the remaining conditions precedent to the Scheme (other than Court approval of the Scheme) have been satisfied or waived as at 8.00am (Perth time) on Friday, 21 June 2019 (being the day that is currently scheduled as the Second Court Date).

Key events and indicative dates

By way of recap, the key outstanding milestones (and the expected timing of these) for implementation of the Scheme are as follows:

Event	Date
Second Court Hearing	Friday, 21 June 2019
Effective Date	Monday, 24 June 2019
Scheme Record Date	7.00pm (Sydney time), Thursday, 27 June 2019
Implementation Date	Friday, 5 July 2019

*All dates are indicative only and are, among other things, subject to all necessary approvals from the Court. Navitas reserves the right to vary the times and dates set out above. Any changes to the above timetable will be announced on ASX and notified on Navitas' website at www.navitas.com.

Further information

For further information about the Scheme, please contact the Navitas Shareholder Information Line on 1300 648 603 (within Australia) or +61 3 9415 4277 (outside Australia) between 6.30am and 5.00pm (Perth time) on business days.

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For further information contact:

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About Navitas

Navitas is a leading global education provider that offers an extensive range of educational services through two major Divisions to students and professionals including university programs, creative media education, professional education, English language training and settlement services. Navitas is a S&P/ASX200 company. Further details about Navitas are available at www.navitas.com

NAVITAS LIMITED
GENERAL SCHEME MEETING
19 June 2019
Voting Results

The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth).

Resolution details		Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll (where applicable)			Resolution Result
Resolution	Resolution Type	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
1 General Scheme Resolution	Special [#]	213,083,805 96.82%	6,870,211 3.12%	125,536 0.06%	59,105	216,848,871 96.93%	6,870,211 3.07%	59,105	Carried

* Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.

[#] In accordance with the requisite majorities prescribed by section 411(4) of the Corporations Act 2001 (Cth).

Number of shareholders voting on the poll (where applicable)		
For	Against	Abstain
316 94.61%	18 5.39%	5

NAVITAS LIMITED
CONSORTIUM SHAREHOLDERS SCHEME MEETING
19 June 2019
Voting Results

The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth).

Resolution details		Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll (where applicable)			Resolution Result
Resolution	Resolution Type	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
1 Consortium Shareholders Scheme Resolution	Special [#]	64,481,870 100.00%	0 0.00%	0 0.00%	0	64,481,870 100.00%	0 0.00%	0	Carried

* Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.

[#] In accordance with the requisite majorities prescribed by section 411(4) of the Corporations Act 2001 (Cth).

Number of shareholders voting on the poll (where applicable)		
For	Against	Abstain
4 100.00%	0 0.00%	0