

19 June 2019

Scheme Update - status of conditions precedent

Navitas Limited (ASX: NVT) is pleased to provide a further update in relation to the status of the conditions to implementation of the proposed scheme of arrangement outlined in the Scheme Booklet released to ASX on 13 May 2019 (Scheme).

Specified Contracts Condition

Navitas is pleased to confirm that it has received the required consents or confirmations in respect of the change of control of Navitas from the counterparties to each of the specified contracts the subject of the condition in clause 3.1(j) of the scheme implementation deed for the Scheme released to ASX on 21 March 2019 (SID). This means that this condition will be satisfied, unless counterparties with contracts whose budgeted FY19 EBITDA contribution is greater than \$6 million, or individual budgeted FY19 EBITDA contribution is greater than \$4 million, withdraw, cancel or revoke their consent or confirmation prior to 8.00 am on the date of the second court hearing (Second Court Date).

Navitas thanks its university partners and contract counterparties for providing these consents and confirmations and greatly appreciates their ongoing support for Navitas.

US Regulatory Condition

Additionally, Navitas is pleased to advise that the United States Accrediting Commission for Career Schools and Colleges (ACCSC) has provided provisional written approval of the change of control arising from the implementation of the Scheme. Accordingly, the US education regulatory approvals condition in clause 3.1(k) of the SID (US Regulatory Condition) has been satisfied insofar as that condition relates to ACCSC, with only the remaining approvals from the California Bureau of Private Postsecondary Education (BPPE) and the Florida Commission for Independent Education (FCIE) remaining outstanding.

After lodging the required notifications required under the SID with the BPPE and the FCIE, each has stated to Navitas that any approval required from them in respect of the change of control (resulting from the Scheme) will only be granted once the ACCSC has granted its final written approval – this final written approval will only be given by ACCSC after the Scheme has been implemented and after the change of control has actually occurred.

In light of this sequencing, BidCo has agreed to waive the US Regulatory Condition insofar as that condition relates to the BPPE and the FCIE immediately prior to 8.00 am on the Second Court Date if the certain conditions agreed between BidCo and Navitas are satisfied, following which the US Regulatory Condition will have been either satisfied or waived.

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The conditions include that:

- neither the BPPE nor the FCIE takes certain specified actions (such as objecting to the change of control or cancelling the accreditations or registration of the relevant companies in the Navitas Group);
- Navitas complies with certain ongoing liaison, consultation and information provision obligations to BidCo and provides BidCo with specified undertakings in relation to post closing filings; and
- Navitas provides copies of the post-implementation regulatory applications that are required to be made as a result of the change of control to BidCo, as well as that certain representations and warranties in respect of the accuracy of those applications and the operations of Navitas' SAE colleges in the United States are true and correct when given.

Remaining conditions precedent

Implementation of the Scheme remains subject to the remaining conditions precedent, which include shareholder approval at each of today's Scheme Meetings and approval of the Scheme by the Supreme Court of Western Australia.

Full details of the conditions precedent to the Scheme are set out in the Scheme Booklet dated 13 May 2019, and in clause 3 of the SID. Capitalised terms used in this announcement have the same meaning as in the SID.

As announced on 12 April 2019, the FIRB approval condition has been satisfied.

Further information

For further information regarding 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