

11 October 2018

Notice of 2018 Annual General Meeting

Navitas Limited (ASX: NVT) advises that the attached Notice of its 2018 Annual General Meeting to be held on Thursday, 15 November 2018 at 11.00am (Perth time) and the proxy form for that meeting with instructions on voting will be mailed to shareholders today.

Item 4 of the business of this meeting relates to the election of Mr Rod Jones as a director. Having regard to the Indicative Proposal by a consortium including Mr Jones announced to ASX by Navitas yesterday, it is noted that, if elected, Mr Jones would remain subject to the formal protocols being established by the Board in relation to his access to information, employees and attendance at Board meetings referred to in that announcement.

Any updates to the information in the Notice of 2018 Annual General Meeting will be announced to ASX.

A copy of Navitas' 2018 Annual Report, which was released to ASX on 28 September 2018, will also be sent today to those shareholders who elected to receive a copy.

-----ENDS-----

For further information contact:

Hugh Hangchi, Company Secretary & Group General Counsel
Navitas Limited
Phone: +61 8 9314 9618

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 Ltd

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Notice of 2018 Annual General Meeting

Navitas Limited

ABN 69 109 613 309

Notice is given that the 2018 annual general meeting of Navitas Limited (the “**Company**”) will be held at:

Venue: Curtin University, Old Perth Boys’ School, Main Hall*
139 St Georges Terrace, Perth, Western Australia
*Please see directions on page 2 of this notice

Date: Thursday, 15 November 2018

Time: 11.00am (Perth time)

BUSINESS OF THE MEETING

1. To receive the financial statement and reports

To receive and consider the financial report, together with the directors’ report and the auditor’s report, for the year ended 30 June 2018.

2. Adoption of remuneration report

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

“That the remuneration report, which forms part of the directors’ report for the year ended 30 June 2018, be adopted.”

The vote on this resolution is advisory only and does not bind the Directors or the Company. The voting exclusions outlined on page 3 of this notice apply to this item.

3. Re-election of Ms Tracey Horton AO

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

“That, following her retirement in accordance with the Company’s constitution, Ms Tracey Horton AO, who offers herself for re-election and is eligible, be re-elected as a director of the Company.”

4. Election of Mr Rod Jones

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

“That, Mr Rod Jones, who ceased to be Managing Director and was appointed as a Non-Executive Director by the Board with effect on 1 July 2018, and being eligible offers himself for election in accordance with the Company’s constitution, be elected as a director of the Company.”

5. Approval for grant of share rights to Mr David Buckingham

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

"That the participation in the Company's Deferred Equity Plan (DEP) by Mr David Buckingham, the Company's Managing Director and Group Chief Executive Officer, and the acquisition by Mr Buckingham of share rights and the acquisition of shares in the Company in respect of those share rights, in accordance with the terms of the DEP and on the basis described in the explanatory notes that form part of this notice of meeting be approved for the purposes of ASX Listing Rule 10.14, sections 200B and 200E of the Corporations Act and for all other purposes."

The voting exclusions outlined on page 3 of this notice apply to this item.

6. Increase in maximum remuneration for non-executive directors

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

"That the total amount of fees that may be paid to the Company's non-executive directors as a whole be increased by \$250,000 from \$1,100,000 to a maximum of \$1,350,000."

The voting exclusions outlined on page 3 of this notice apply to this item.

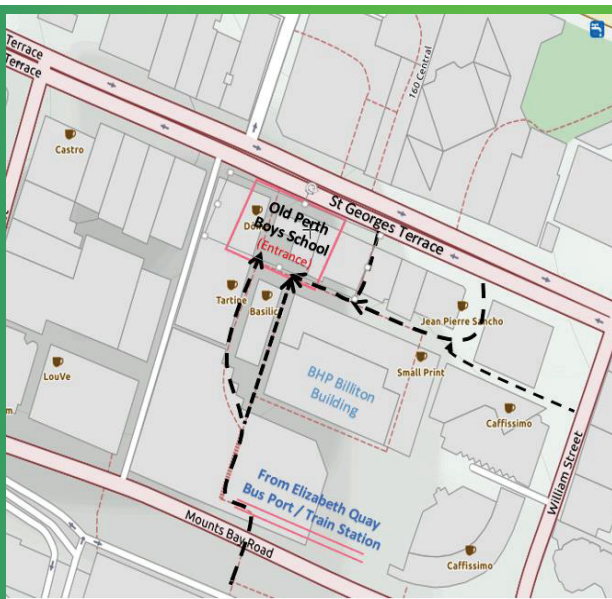
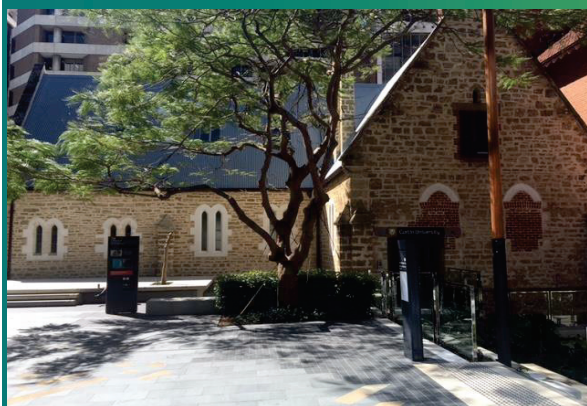
7. Re-adoption and approval of proportional takeover provisions

To consider, and if thought fit, to pass the following as a special resolution:

"That, pursuant to sections 136(2) and 648G of the Corporations Act 2001 (Cth), the wording of rule 37 of the Company's constitution titled "Proportional Takeover Approval" as it was adopted by shareholders on 11 November 2015, is approved and inserted into the constitution of the Company as rule 37 of the constitution with effect from the next business day after the date on which this resolution is passed."

Location of the Old Perth Boys' School

The Old Perth Boys' School is located on the St Georges Terrace side of the Brookfield Place Precinct in the Perth CBD. Entry to the Main Hall is via the southern entrance from within the precinct.



VOTING EXCLUSIONS APPLICABLE TO ITEMS 2, 5 AND 6

The Company will disregard any votes cast in any capacity on Item 2 Adoption of remuneration report, and any votes cast as a proxy for Item 5 Grant of share rights to Mr David Buckingham and Item 6 Increase in maximum remuneration for non-executive directors, by or on behalf of a member of the key management personnel of the Company's consolidated group at the date of the meeting or whose remuneration is disclosed in the remuneration report (KMP) and their closely related parties (such as close family members and controlled companies), unless the vote is cast:

- as proxy for a person entitled to vote in accordance with a direction on the proxy appointment; or
- by the Chairman of the meeting as proxy for a person entitled to vote where the appointment of the Chairman as proxy does not specify the way the proxy is to vote on the resolution and expressly authorises the Chairman of the meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of KMP.

KMP and their closely related parties are prohibited under the Corporations Act 2001 (Cth) (Corporations Act) from voting in a manner contrary to the above.

The Chairman of the meeting (where appropriately authorised) intends to vote all available undirected proxies in favour of Items 2, 5 and 6.

Additional voting exclusions applicable to Item 5

The Company will also disregard any votes cast in favour of the resolution in Item 5 Grant of share rights to Mr David Buckingham by or on behalf of Mr Buckingham (being the only Director of the Company who is eligible to participate in the Company's Deferred Equity Plan) or any of his associates. 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.

Additional voting exclusions applicable to Item 6

The Company will also disregard any votes cast in favour of the resolution in Item 6 Increase in Maximum Remuneration Pool for Non-Executive Directors by or on behalf of any Director of the Company or any of their associates. 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.

BACKGROUND INFORMATION AND RECOMMENDATIONS

To assist you in deciding how to vote on the proposed resolutions, background information and the Board's recommendations relating to the proposed resolutions are set out in the explanatory notes forming part of this notice of meeting.

ENTITLEMENT TO ATTEND AND VOTE

The Company has determined that persons who are registered holders of shares at 4.00pm (Perth time) on 13 November 2018 will be entitled to attend and vote at the meeting. Transactions registered after that time will be disregarded in determining entitlements to attend and vote.

HOW TO VOTE

Voting in person

A shareholder that is an individual may attend and vote in person at the meeting. If you wish to attend the meeting, please bring the enclosed proxy form with you to assist in registering your attendance and number of votes. Please arrive 20 minutes prior to the start of the meeting to facilitate this registration process.

Voting by corporate representative

A body corporate may appoint an individual to act as its representative to exercise all or any of the powers the body may exercise (either as a shareholder or as a proxy) at the meeting in accordance with section 250D of the Corporations Act. The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed. The appropriate "Appointment of Corporate Representative" form should be completed and produced prior to admission to the meeting. This form may be obtained from the Company's share registry.

Voting by proxy

A shareholder entitled to attend the meeting may appoint a proxy to attend and vote on its behalf. A proxy need not be a shareholder and can be either an individual or a body corporate. If a body corporate is appointed as proxy, it must ensure that it appoints a corporate representative to exercise its powers as proxy at the meeting in accordance with the instructions above.

If you are entitled to cast two or more votes at the meeting, you may appoint up to 2 proxies to attend the meeting and vote on your behalf and you may specify the proportion or number of votes that each proxy is entitled to exercise. If you do not specify the proportion or number of votes that each proxy is entitled to exercise, each proxy may exercise half of the votes. If you wish to appoint a second proxy, an additional proxy form may be obtained by telephoning the Company's share registry or you may copy the enclosed proxy form. To appoint a second proxy, you must follow the instructions on the proxy form.

Sections 250BB and 250BC of the Corporations Act apply to voting by proxy. Generally, these sections mean that if proxy holders vote, they must cast all directed proxies as directed and any directed proxies which are not voted will automatically default to the Chairman of the meeting, who must vote the proxies as directed. If the proxy has two or more appointments that specify different ways to vote on a resolution, the proxy must not vote on that resolution on a show of hands.

To be valid, your proxy form (and any power of attorney under which it is signed) must be received at an address given below by 11.00am (Perth time) on 13 November 2018. Any proxy form received after that time will not be valid for the scheduled meeting.

Online	At www.investorvote.com.au
In person	Level 8, Brookfield Place, 125 St George's Terrace, Perth WA 6000, Australia
By mail	Level 8, Brookfield Place, 125 St George's Terrace, Perth WA 6000, Australia Share Registry – Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Victoria 3001, Australia
By fax	1800 783 447 (within Australia) +61 3 9473 2555 (outside Australia)
By mobile	Scan the QR Code on your proxy form and follow the prompts
Custodian voting	For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions

The enclosed proxy form provides further details on appointing proxies and lodging the proxy forms.

QUESTIONS FROM SHAREHOLDERS

The Chairman of the meeting will allow a reasonable opportunity at the meeting for shareholders to ask questions about, or make comments on, the management of the Company and the remuneration report that forms part of the Directors' report for the year ended 30 June 2018.

Ms Leanne Karamfiles of Deloitte as the auditor responsible for preparing the auditor's report for the year ended 30 June 2018 (or her representative) will attend the meeting. The chairman of the meeting will allow a reasonable opportunity for the members as a whole to ask the auditor questions at the meeting relevant to: the conduct of the audit; the preparation and content of the auditor's report; the accounting policies adopted by the Company in relation to the preparation of the financial statements; and the independence of the auditor in relation to the conduct of the audit.

To assist the Board of Directors and the auditor of the Company in responding to any questions you may have, please submit any questions you may have using the enclosed 'Questions from shareholders' form to one of the addresses below by no later than 5.00pm (Perth time) on 8 November 2018.

In person	Level 8, Brookfield Place, 125 St George's Terrace, Perth WA 6000, Australia
By mail	Level 8, Brookfield Place, 125 St George's Terrace, Perth WA 6000, Australia Share Registry – Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Victoria 3001, Australia
By fax	1800 783 447 (within Australia) +61 3 9473 2555 (outside Australia)

By order of the board



Hugh Hangchi
Company Secretary and Group General Counsel

Navitas Limited
11 October 2018

Explanatory notes

1. To receive the financial statements and reports

The Corporations Act requires the directors of the Company to lay before the annual general meeting the financial report, the directors' report and the auditor's report for the last financial year that ended before the annual general meeting.

No resolution is required for this item, but shareholders will be provided with a reasonable opportunity to ask questions and to make comments on these reports and the management and performance of the Company. Shareholders can view the Company's 2018 Annual Report on the Company's website at: <https://www.navitas.com/corporate/investors>.

2. Adoption of remuneration report

The Corporations Act requires that a resolution that the remuneration report be adopted must be put to the vote at the Company's annual general meeting.

The remuneration report outlines the remuneration arrangements in place for the key management personnel of the Company. The remuneration report, which forms part of the directors' report for the year ended 30 June 2018, is set out on pages 37 to 51 of the Company's 2018 Annual Report.

Shareholders will also be provided with a reasonable opportunity to ask questions about, or make comments on, the remuneration report.

The Corporations Act provides that the vote on the adoption of the Remuneration Report is advisory only and does not bind the Directors or the Company. However, the Board will take into consideration the outcome of voting on this resolution when assessing the Company's remuneration arrangements.

Board Recommendation

The Board considers that the Company's remuneration arrangements are structured appropriately to provide rewards that are commensurate with the Company's performance and when compared to the external market. On this basis, the Board recommends that you vote in favour of Item 2.

3. Re-election of Ms Tracey Horton AO

The Company's constitution requires that each Director (other than the Managing Director) must retire from office at the third annual general meeting after he or she was elected or last re-elected. It also provides that such a retiring director is eligible for re-election.

Ms Horton is retiring and offering herself for re-election in accordance with the Company's constitution. Details of Ms Horton's qualifications, experience and background are set out below.

TRACEY HORTON AO

BEcon (Hons) UWA, MBA Stan, Prof Emer, FAICD, FGIA

Non-Executive Chairman

Appointed as a Director on 13 June 2012 and as Chairman since 16 November 2016.

Ms Horton has extensive international business and education experience including as Winthrop Professor and Dean of the University of Western Australia's Business School. Prior to that she held executive and senior management roles in North America with Bain & Company and across Australia with Poynton and Partners and the Reserve Bank of Australia.

Ms Horton has significant governance experience including past directorships with Skilled Group and Automotive Holdings Group. Ms Horton is a Commissioner for Tourism Western Australia, Chairman of Presbyterian Ladies' College, a national director of the Australian Institute of Company Directors and Past President of the Chamber of Commerce and Industry (WA). Ms Horton is also a member of the Australian Takeovers Panel and the Bain & Company WA Advisory Board.

During her time at the Reserve Bank and in the management consulting industry, Ms Horton gained extensive management and leadership experience in financial analysis, economic modelling and research, risk management, strategy development and implementation, operational and productivity improvement and change management in several different industries and geographic regions.

During her time at the University of Western Australia, with line management responsibility for the University's largest cash-generating business unit, she accumulated considerable leadership experience at a senior executive level in the education sector, including focus on people management and remuneration and incorporating digital technologies into the faculty's business model.

Ms Horton has been sitting on boards across the listed, private, government and not-for-profit sectors since 2002. Over this period she has gained significant corporate governance experience through her various Director, Chairman and Chair of Committee roles in a wide range of industries and organisations. She contributes to the corporate governance profession through her membership of the board of the Australian Institute of Company Directors and her chairmanship of its National Education Advisory Committee.

In 2017, Ms Horton was made an Officer of the Order of Australia for distinguished service to business and business education through a range of leadership and academic roles, and to the arts in Western Australia.

During the past three years Ms Horton has served as a director of the following other listed companies:

- Skilled Group (from 10 February 2011 to 19 October 2015)
- Automotive Holdings Group Limited (from 3 May 2012 to 20 November 2015)

Ms Horton is also a member of the Board's People and Remuneration Committee.

The Board considers that Ms Horton qualifies as an independent director.

Board Recommendation

The Board considers Ms Horton brings significant leadership skills and experience to the Board. The Board recommends that you vote in favour of her re-election. Ms Horton abstains from making a recommendation in relation to this resolution.

4. Election of Mr Rod Jones

The Company's constitution provides that the Board may at any time (except during a general meeting) appoint a person to be a Director. Any Director so appointed automatically retires at the next annual general meeting of the Company and is eligible for election at that meeting.

Mr Rod Jones was the Company's Managing Director from June 2004 until 30 June 2018. The Board appointed Mr Jones to continue in the role as a Non-Executive Director from 1 July 2018.

As announced to ASX on 27 June 2018, Mr Jones has been on a leave of absence and will, if elected, assume full non-executive director responsibilities following the 2018 Annual General Meeting.

As Mr Jones was appointed by the Board, the Company's constitution provides that he will automatically retire at the meeting and is eligible for election. Mr Jones, being eligible, offers himself for election.

Details of Mr Jones' qualifications, experience and background are set out below.

ROD JONES

BComm, DEd (Hon) ECU, FAICD

Non-Executive Director

Appointed Managing Director and Group CEO on 18 June 2004

Retired as Group CEO on 28 February 2018

Became a Non-Executive Director on 1 July 2018

Mr Jones has over 45 years' experience in educational administration and has held a number of senior administrative positions within the Government and the private education sectors. His background covers both secondary and higher education in Australia.

Mr Jones has been involved in international education since 1987 and is recognised as one of the leaders in the successful establishment of the sector in Australia. He is one of the co-founders of Navitas and was Group

CEO of the Company from its founding in 1994 until 2018. As CEO he has been instrumental in the expansion and development of the Navitas model into the various markets in which it now operates.

Through this executive and Board experience at Navitas, Mr Jones gained extensive experience in executive leadership, financial analysis, risk management, strategy, corporate governance, remuneration, the education sector and technology.

In April 2007, Mr Jones received an honorary Doctor of Education from Edith Cowan University in recognition of his outstanding contribution to the development of the international education sector both in Australia and overseas, and in 2008 was awarded the Australian Ernst & Young Entrepreneur of the Year. In 2010, Mr Jones was recognised by his colleagues with an International Education Excellence Award from the International Education Association of Australia for his leadership in the field of international education.

Mr Jones is Chairman of Study Perth and is also a member of the Business Council of Australia and a fellow of the Australian Institute of Company Directors. He is also a significant supporter of a number of charitable causes in Australia.

During the past three years, Mr Jones has not served as a director of any other listed companies.

The Board considers that Mr Jones is not an independent director due to his recent position as the Managing Director and Group CEO of the Company and his relevant interest in the Company's shares.

Board Recommendation

The Board considers that Mr Jones, with his intimate knowledge of the Company as one of its co-founders and previous Group CEO and Managing Director, will continue to complement the skills of the Board, benefit the Company and assist maintain its relationships with stakeholders. Accordingly, the Board recommends that you vote in favour of his election. Mr Jones abstains from making a recommendation in relation to this resolution.

5. Grant of share rights to Mr David Buckingham

The Company is asking shareholders to approve the proposed grant of a number of share rights to the Managing Director and Group Chief Executive Officer, Mr David Buckingham (Managing Director), under the Navitas Limited Deferred Equity Plan (DEP) on the terms and conditions set out below (Share Rights).

This approval is being sought because ASX Listing Rule 10.14 provides that a listed company may only permit a director of the company to acquire newly issued shares or rights to shares under an employee incentive scheme where that director's participation has been approved by an ordinary resolution of shareholders.

A Share Right under the DEP is a right to acquire one ordinary fully paid share in the Company at nil cost, subject to the holder meeting the applicable vesting condition, which in this case will be 3 years of continued employment with the Navitas Group. To the extent that this vesting condition is met, the Share Rights will vest and entitle the Managing Director to one Navitas ordinary share per Share Right that will rank equally with all other Navitas ordinary shares then on issue.

The Managing Director will not be required to pay any amount on grant or vesting of the Share Rights. Rather, one third of his target variable pay (TVP) award (if any) under Navitas' executive incentive plan will be applied to acquire the number of Share Rights calculated in accordance with the formula below.

Share Rights will not carry any dividend or voting rights. However, the Managing Director will also be granted a top-up number of additional Share Rights on vesting equal in value to the dividends that would have been paid to the Managing Director had he held Navitas shares rather than Share Rights during the vesting period of those rights.

If shareholders approve the resolution in Item 5, the Board intends to commit to grant the number of Share Rights determined under the formula below to the Managing Director shortly following the Board's determination of his TVP award (if any) for the financial year ending 30 June 2019. The determination of TVP awards will be made by the Board in or around September 2019 with any Share Rights to be issued promptly thereafter (and in any event no later than 12 months after the date of the meeting).

Calculation of the number of Share Rights to be granted

The number of Share Rights to be granted to the Managing Director will be the number equal to the following formula:

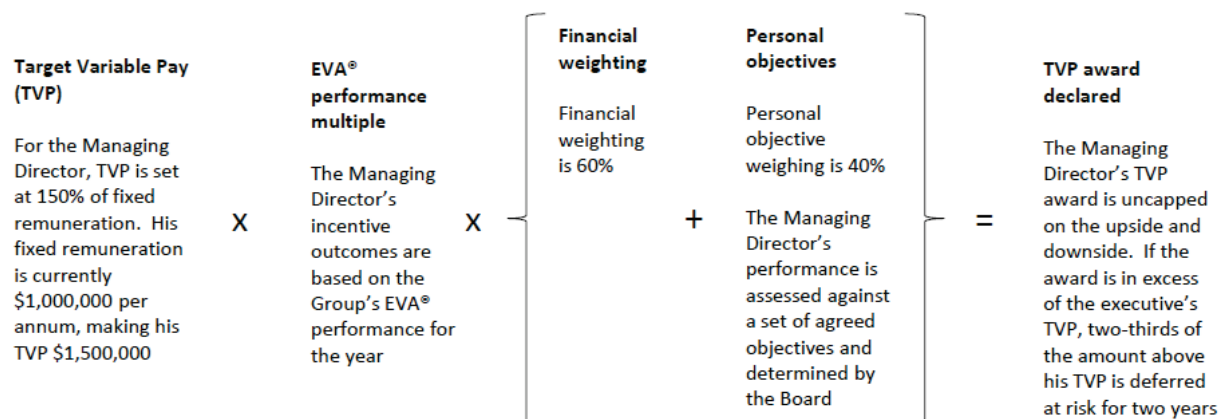
$$\frac{\text{Deferred Equity Component of TVP award (\$)}}{\$4.2596} + \frac{\text{Vesting Period Dividends (\$)}}{\text{Vesting Date VWAP}}$$

where:

- **Deferred Equity Component of TVP award (\$)** is one third of the amount of the Managing Director's TVP award declared for the year ending 30 June 2019 (determined as outlined below)
- **\$4.2596** is the volume weighted average price of Shares during the 5 trading days after the announcement of Navitas' full year results for the year ended 30 June 2018 (being the period from 7 August 2018 to 13 August 2018)
- **Vesting Period Dividends (\$)** will be equal to the cash dividends that would have been paid on the Share Rights that are vesting had they been issued Navitas shares throughout their vesting period
- **Vesting Date VWAP** will be the volume weighted average price of Shares traded on ASX during the 5 trading days immediately after the announcement of Navitas' full year results for the year ending 30 June 2019.

The Managing Director's TVP award for the year ending 30 June 2019 (one third of which will be the first component of the above formula), will be determined by the Board in or around September 2019 in accordance with the Company's executive incentive plan.

The Company's executive incentive plan, and the process by which TVP awards are determined, is outlined in the Remuneration Report contained in pages 37 to 51 of the Company's 2018 Annual Report. Its application to the Management Director will be as follows:



The EVA® performance multiple component of the above is based on sustained improvements in the financial performance of Navitas, as measured by EVA®. EVA® measures the profit Navitas makes above and beyond what investors could expect to earn, had their funds been invested elsewhere at similar risk. Navitas' EVA® calculations for the year ended 30 June 2018 are outlined on page 42 of the Company's 2018 Annual Report. The Company's EVA® performance against pre-set targets determines the size of the pool that is used in the above formula to determine the EVA® performance multiple. It is uncapped as it aligns with the Company's performance.

The actual number of Share Rights (if any) that will be granted to the Managing Director is not yet known because it will depend on the amount of his TVP award declared for the financial year ending 30 June 2019, which will only be determined by the Board in or around September 2019 after both the Company's performance and the Managing Director's achievement of his personal objectives for the financial year ending 30 June 2019 are known. The actual number of Share Rights granted to the Managing Director (if any) will be announced to the ASX when known.

Indicative examples based on the Company's performance for the year ended 30 June 2018

For indicative purposes, had the DEP operated in the above manner for the financial year ended 30 June 2018, and assuming the Managing Director had been in that role for the full year and fully achieved his personal objectives, he would have received a maximum of 5,646 Share Rights with a value of \$24,050 based on the \$4.2596 VWAP of the Company's shares noted above. This relatively low value was because the Group's financial performance did not meet minimum EVA[®] achievement expectations for that financial year and an incentive declaration of only 0.0481x TVP was declared for Group executives.

Hypothetically, if the Group had met (but not exceeded) the EVA[®] expectations for the financial year ended 30 June 2018, with the result being that an incentive declaration of 1x TVP had been declared by the Board for Group executives, and assuming that the Managing Director had been in the role for the full year and fully achieved his personal objectives, the Managing Director would have received 117,381 Share Rights with a value of \$500,000 based on the on the \$4.2596 VWAP.

As a further example, if hypothetically the Group had exceeded the EVA[®] expectations for the financial year ended 30 June 2018 by 50%, the Board may have declared an incentive declaration of 1.5x TVP for Group executives. Assuming that the Managing Director had been in the role for the full year and fully achieved his personal objectives, he would then have received 176,072 Share Rights with a value of \$750,000 based on the on the \$4.2596 VWAP.

Shareholders should note that past performance is not indicative of the Company's future performance or whether the Board's EVA[®] expectations for the financial year ending 30 June 2019 will be met.

Note: EVA is a registered trade mark of Stern Stewart & Company.

Vesting condition

The Share Rights to be granted to the Managing Director (if shareholders approve the resolution in Item 5) will vest on 1 July 2022 subject to the terms of the DEP and Mr Buckingham's continued employment with the Navitas Group to 30 June 2022.

Other than the requirement for Mr Buckingham to remain employed by the Company, there are no other performance conditions to vesting of the Share Rights. The Board considers this to be appropriate and reasonable as Mr Buckingham will effectively have used one third of his TVP award to receive the Share Rights and the size of that TVP award already reflects the Company's performance for the relevant period.

Treatment on termination of employment

If the Managing Director ceases employment with the Navitas Group prior to the vesting of his Share Rights, the treatment of his Share Rights will depend on the circumstances of his cessation.

Where he ceases employment before the vesting date of the Share Rights due to retirement, redundancy, death or disablement, a pro rata number of his unvested Share Rights based on time served from the grant date to the date of cessation, will remain "on foot" and vest on 1 July 2022.

Where the Managing Director ceases employment for any other reason (for example, due to resignation or dismissal for cause), all his unvested Share Rights will lapse.

The rules of the DEP do, however, provide the Board with the discretion to determine that a different treatment should apply at the time of cessation where the Board deems it appropriate.

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 of the Corporations Act or an exemption applies. Section 200B of the Corporations Act applies to managerial or executive officers of the Company and any of its subsidiaries, which includes the Managing Director. The term "benefit" has a wide operation and could include the early vesting of the Share Rights under the rules of the DEP.

Accordingly, shareholder approval is also sought for the purpose of section 200E of the Corporations Act to allow the Company to deal with the Share Rights upon the Managing Director ceasing employment in accordance with the terms of their grant (as summarised above) including where to do so would involve the giving of a "benefit" to the Managing Director in connection with him ceasing to hold a managerial or executive office. The approval is sought in relation to the Share Rights proposed to be granted to the Managing Director under Item 5.

The value of any benefit relating to the Share Rights given in connection with the Managing Director 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 are:

- the number of Share Rights held by the Managing Director prior to cessation of employment;
- the circumstances of or reasons for the Managing Director's cessation of employment;
- the period of time from the date of the grant of the Share Rights and the date of his cessation of employment; and
- the market price of Navitas shares on ASX on the date shares are provided to the Managing Director upon vesting of his Share rights.

The Company will comply with ASX Listing Rule 10.19 (which applies an overall cap on the value of termination benefits payable to officers equal to 5% of the equity interests in the Company) in relation to any benefits payable to the Managing Director on cessation of employment with the Navitas Group.

Treatment on a change of control of the Company

The terms of the Share Rights set out the treatment of the Share Rights if a change of control of the Company occurs. Where a change of control occurs, which might result from a takeover bid or scheme of arrangement, the Board has absolute discretion to determine how Share Rights granted under the DEP are treated subject to the Company at all times complying with ASX Listing Rule 10.19. This discretion includes the ability to determine that some or all of the unvested Share Rights will vest, will remain subject to the applicable vesting conditions or will be varied or settled in cash or with securities other than Shares. If the Board does not exercise its discretion, the default position is that a pro rata number of the Share Rights (based on the proportion of the period that has elapsed since their grant to the time of the change of control) will immediately vest.

Other relevant terms

The Managing Director will not be entitled to trade, transfer or otherwise deal in (including entering into any hedging arrangements in respect of) the Share Rights or the underlying Shares prior to vesting.

The Managing Director is the only Director of the Company entitled to participate in the DEP. No associate of any Director of the Company is entitled to participate.

The Managing Director has not previously been granted any Share Rights. The financial year ending 30 June 2019 is the first financial year for which the DEP will operate.

There is no loan scheme in relation to the Share Rights or the Shares underlying them.

On vesting of the Share Rights, Shares may be issued or acquired on market, or the Board may determine to settle the Share Rights with an equivalent cash amount. Details of any Shares issued under the DEP will be published in the Company's annual report for the relevant period.

The Shares issued upon vesting of the Share Rights will be freely tradeable subject to compliance with the Company's Directors and Senior Executives Dealing in Securities Policy.

The rules of the DEP address the impact of rights issues, bonus issues and other capital reconstructions and events on the Share Rights. A copy of the DEP is available on request from the Company Secretary.

ASX Listing Rule 7.1

As the proposed issue of Share Rights to the Managing Director would be made under the approval sought in Item 5 under ASX Listing Rule 10.14, approval is not required under ASX Listing Rule 7.1. As such, the issue of Share Rights to the Managing Director pursuant to that approval will not reduce the number of equity securities that the Company may issue under ASX Listing Rule 7.1 without shareholder approval.

Board Recommendation

The Board considers that the proposed grant of the Share Rights is appropriate and is in the best interests of the Company and its shareholders, as the grant will further align the Managing Director's interests with shareholders and motivate him to maximise the Company's performance and creation of shareholder value.

The Board also considers that obtaining shareholder approval to allow the Company to deal with the Share Rights on cessation of employment in accordance with the terms of the DEP as the Board determines is

appropriate and in the best interest of the Company and its shareholders as it will provide the Company with the ability to ensure its ongoing compliance with section 200B of the Corporations Act, the ASX Listing Rules and the terms of grant of the Share Rights.

If shareholders do not approve the proposed issue of Share Rights to the Managing Director under Item 5, the proposed grant of Share Rights to him will not proceed. This may reduce the Company's ability to appropriately incentivise the Managing Director and more closely align his interests with those of shareholders. The Board would then need to consider alternative remuneration arrangements, which may not be consistent with the Company's overall executive remuneration strategy.

The Non-Executive Directors of the Board recommend that shareholders eligible to do so vote in favour of Item 5. Mr Buckingham does not provide a recommendation due to his personal interest in the resolution.

6. Increase in maximum remuneration for non-executive directors

In accordance with ASX Listing Rule 10.17 and rule 10.2 of the Company's constitution, the limit on total aggregate remuneration that may be paid to non-executive directors is fixed by ordinary resolution of shareholders.

The Board is asking shareholders to increase the maximum amount of fees that may be paid to non-executive directors by \$250,000, from \$1,100,000 to \$1,350,000 to give the Company the flexibility to appoint a new non-executive director if the Board considers it appropriate in future. No increase to the remuneration of the existing Non-Executive Directors is proposed for the financial year ending 30 June 2019.

The current limit was approved by Shareholders at the Company's 2013 AGM and the total fees paid to the Company's Non-Executive Directors in the year ended 30 June 2018 including superannuation was \$980,897.

No securities have been issued to the Company's Non-Executive Directors under ASX Listing Rules 10.11 or 10.14 with the approval of shareholders within the last three years.

Board Recommendation

As the Non-Executive Directors have a personal interest in the proposed resolution, they make no recommendation as to how shareholders should vote on this resolution. The Managing Director recommends that shareholders eligible to do so vote in favour of Item 6.

7. Approval of proportional takeover provisions

The Corporations Act permits a company to include in its constitution provisions prohibiting the registration of a transfer of securities resulting from a proportional takeover bid, unless the relevant holders in general meeting approve the bid.

The Corporations Act provides that such provisions apply for a maximum period of three years, unless earlier renewed. In the case of the Company, Shareholders approved the inclusion of such a provision as rule 37 of the Company's constitution (Rule 37) at the Company's 2015 AGM. Given this provision will expire on 11 November 2018, Shareholders are being asked to again approve including it in the Company's constitution.

Accordingly, a special resolution is being put to shareholders under sections 136(2) and 648G of the Corporations Act to again approve the inclusion of Rule 37 in the Company's constitution. If approved by shareholders at the meeting, Rule 37 will operate for three years from the date of the meeting (i.e. until 15 November 2021), unless earlier renewed.

Should Shareholders wish to view the form of Rule 37, it is as set out on pages 42 to 44 of the Company's constitution that was released to ASX on 11 November 2015 and available at www.asx.com.au.

The effect of Rule 37, if approved, will be that where a proportional takeover bid is made for shares in the Company (i.e. a bid is made for a specified proportion, but not all, of each holder's bid class securities), the Board must convene a meeting of holders of the relevant shares to vote on a resolution to approve that bid. The meeting must be held, and the resolution voted on, at least 15 days before the offer period under the bid closes.

To be passed, the resolution must be approved by a majority of votes at the meeting, excluding votes by the bidder and its associates. However, the Corporations Act also provides that, if the meeting is not held within

the time required, then a resolution to approve the proportional takeover bid will be deemed to have been passed.

If the resolution to approve the proportional takeover bid is passed or deemed to have been passed, the transfer of shares resulting from acceptance of an offer under that bid will be permitted, and the transfers registered, subject to the Corporations Act and the constitution of the Company.

If the resolution is rejected, the registration of any transfer of shares resulting from an offer under the proportional takeover bid will be prohibited, and the bid deemed to be withdrawn.

Rule 37 will not apply to full takeover bids for all of the holders' shares.

In the Board's view, the relevant shareholders at the time of a proportional takeover bid should have the opportunity to vote on the bid. A proportional takeover bid for the Company may enable control of the Company to be acquired by a party holding less than a majority interest. As a result, the relevant shareholders may not have the opportunity to dispose of all their shares, and risk being part of a minority interest in the Company or suffering loss if the takeover bid causes a decrease in the market price of the shares or makes the shares less attractive and, accordingly, more difficult to sell. Rule 37 would only permit this to occur with the approval of a majority of the relevant shareholders.

For the relevant shareholders, the potential advantages of Rule 37 are that it will provide them with the opportunity to consider, discuss in a meeting called specifically for the purpose, and vote on whether a proportional takeover bid should be approved. This affords the relevant shareholders an opportunity to have a say in the future ownership and control of the Company and help them avoid being locked into a minority without majority approval. The board believes this will encourage any proportional takeover bid to be structured so as to be attractive to at least a majority of the relevant shareholders. It may also discourage the making of a proportional takeover bid that might be considered opportunistic. Finally, knowing the view of a majority of the relevant shareholders may help each individual shareholder to assess the likely outcome of the proportional takeover bid and decide whether or not to accept an offer under the bid.

On the other hand, a potential disadvantage for the relevant shareholders arising from Rule 37 is that proportional takeover bids may be discouraged by the further procedural steps that the Rule will entail and, accordingly, this may reduce any takeover speculation element in the price of the Company's shares. Shareholders may be denied an opportunity to sell a portion of their shares at an attractive price where the majority rejects an offer from persons seeking control of the Company.

The Directors do not consider that there are any advantages or disadvantages specific to the Directors in relation to Rule 37. The Board will continue to remain free to make a recommendation to shareholders as to whether a proportional takeover bid should be accepted.

As at the date of this Notice, none of the Directors is aware of any proposal by a person to acquire, or to increase the extent of, a substantial interest in the Company.

The Directors note that it could be argued that the proportional takeover provisions are advantageous to directors as a takeover defence mechanism that could be exploited to entrench the incumbent board. However, the Directors believe that argument ignores the basic object of the proportional takeover provisions which are to empower shareholders, not directors.

Board Recommendation

The Board recommends that you vote in favour of resolution in Item 7.

Questions from shareholders

This form is provided with the notice of annual general meeting of Navitas Limited to be held at Curtin University, the Old Perth Boys' School, Main Hall, 139 St Georges Terrace, Perth, Western Australia at 11.00am (Perth time) on Thursday, 15 November 2018 to assist shareholders in asking questions of:

- the Directors in relation to the management of the Company or the remuneration report (forming part of the directors' report for the year ended 30 June 2018 and set out on pages 37 to 51 of the 2018 Annual Report); and
- Ms Leanne Karamfiles of Deloitte, as the auditor who prepared the auditor's report for the year ended 30 June 2018, in relation to the content of the auditor's report, the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

The Board and the auditor will endeavour to respond to the questions received by shareholders as the Chairman of the meeting determines is reasonable given the time available at the meeting.

Name of shareholder/s:

SRN or HIN (this is set out on your proxy form):

Questions (please place an "X" in the box next to the question if your question is directed at the auditor)

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Lodging this form

If you wish to ask questions using this form, you should submit this form to one of the addresses below by no later than 5.00pm (Perth time) on Thursday, 8 November 2018. The envelope provided for the return of your proxy form may also be used for this purpose.

In person Level 8, Brookfield Place, 125 St George's Terrace, Perth WA 6000, Australia

By mail Level 8, Brookfield Place, 125 St George's Terrace, Perth WA 6000, Australia

Share Registry – Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Victoria 3001, Australia

By fax 1800 783 447 (within Australia)
+61 3 9473 2555 (outside Australia)

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

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

Proxy Form

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Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 9999999

SRN/HIN: I9999999999 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 11:00am (Perth time)
Tuesday, 13 November 2018**

How to Vote on Items of Business

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

Appointment of Proxy

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 your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1

Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Navitas Limited hereby appoint

☐

the Chairman
of the Meeting **OR**



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

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) at the Annual General Meeting of Navitas Limited to be held at Curtin University, Old Perth Boys' School, Main Hall, 139 St Georges Terrace, Perth, Western Australia on Thursday, 15 November 2018 at 11:00am (Perth time) and at any adjournment or postponement of that Meeting.

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 Items 2, 5 and 6 (except where I/we have indicated a different voting intention below) even though Items 2, 5 and 6 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 Items 2, 5 and 6 by marking the appropriate box in step 2 below.

STEP 2

Items of Business



PLEASE NOTE: If 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.

		For	Against	Abstain
Item 2	Adoption of remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Re-election of Ms Tracey Horton AO	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Election of Mr Rod Jones	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5	Approval for grant of share rights to Mr David Buckingham	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6	Increase in maximum remuneration for non-executive directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 7	Re-adoption and approval of proportional takeover provisions	<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 / /

NVT

999999A

Computershare +