



EDU Holdings Limited
ACN 108 962 152

Notice of Extraordinary General Meeting and Explanatory Statement

Tuesday, 5 November 2024

10:00am (AEDT)

Automic Group
Level 5, 126 Phillip St
Sydney NSW 2000

Key Dates

Latest time and date for lodgement of completed Proxy Form	10am (AEDT), 3 November 2024
Time and date for determining eligibility to vote at Meeting	7pm (AEDT), 3 November 2024
Time and date of Meeting	10am (AEDT), 5 November 2024

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

EDU Holdings Limited

(ASX:EDU) ACN 108 962 152

Notice of Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting of the members of EDU Holdings Limited (**Company** or **EDU**) will be held on Tuesday, 5 November 2024 at 10am (AEDT) at Automic Group, Level 5, 126 Phillip St, Sydney NSW 2000 (**Meeting**).

Information on the business to be considered at the Meeting is contained in the Explanatory Statement, which should be read together with, and forms part of, this Notice of Meeting. The Proxy Form also forms part of this Notice of Meeting.

Please read this Notice of Meeting (**Notice**) carefully and attend the Meeting. If you are unable to attend the Meeting but are eligible to vote at it, please consider appointing a proxy to attend on your behalf. You may direct your proxy on how to vote on the Resolutions by marking the appropriate box on the enclosed Proxy Form. Shareholders who intend to appoint the Chair as proxy (including appointment by default) should have regard to the Voting and Proxy Instructions included in this Notice.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

Items of Business

1 Resolution 1 – Selective Buyback of Global UCW Pty Ltd Shares

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

"That, for the purpose of section 257D of the Corporations Act, and for all other purposes, approval be given for the Company to conduct a selective buyback of 8,026,779 fully paid ordinary Shares from Global UCW Pty Ltd, in accordance with the terms of the Global Buyback Agreement and as detailed in the Explanatory Statement."

Voting Exclusion Statement: The Company will disregard any votes cast on this Resolution 1 by the registered holder of the Global Buyback Shares and any of their Associates. However the Company need not disregard a vote if it is cast by a person as a 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.

The Chair intends to vote all available proxies in favour of Resolution 1.

2 Resolution 2 – Selective Buyback of Viburnum Funds Pty Ltd Shares

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

"That, for the purpose of section 257D of the Corporations Act, and for all other purposes, approval be given for the Company to conduct a selective buyback of 6,634,256 fully paid ordinary Shares from HSBC Bank Australia Limited (as sub-custodian for Bank of New York Mellon) and J.P. Morgan Nominees Australia Limited, which are held on behalf of Viburnum Funds Pty Ltd, in accordance with the terms of the Viburnum Buyback Agreement and as detailed in the Explanatory Statement."

Voting Exclusion Statement: The Company will disregard votes cast on this Resolution 2 by the registered holders of any of the Viburnum Buyback Shares and any of their Associates. However the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the direction 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.

The Chair intends to vote all available proxies in favour of Resolution 2.

3 Resolution 3 – On-Market Buyback (Conditional Resolution)

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

"That, subject to and conditional on the approval of either or both of Resolution 1 or 2 for the purpose of section 257C of the Corporations Act, and for all other purposes, approval be given for the Company to conduct an on-market buyback of Shares in the Company of up to 16,521,444 Shares, representing approximately 10% of the Company's issued Shares, in the 12 month period ending 10 October 2025 on the terms and as described in the Explanatory Statement."

The Chair intends to vote all available proxies in favour of Resolution 3.

By Order of the Board



Lyndon Catzel
Company Secretary

Important Notices

Voting and Proxy Instructions

Voting Entitlement

For the purposes of the Meeting and in accordance with section 1074E(2)(g)(i) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations, the Directors have determined that the Shareholders entitled to vote at the Meeting will be those persons who are recorded on the Company's register of Shareholders at 7pm (AEDT) on 3 November 2024. Share transfers registered after that time will be disregarded in determining the Shareholders entitled to vote at the Meeting.

All votes will be taken on a poll. On a poll, Shareholders will have one vote for every Share held. In the case of joint holders of Shares, if more than one holder votes at the Meeting, only the vote of the first named of the joint holders in the Company's register of Shareholders will be counted.

Majority Required for Resolutions

Resolutions 1 and 2 are special resolutions (meaning that at least 75% of the votes cast must be cast in favour of those Resolutions for them to be passed).

Resolution 3 is an ordinary resolution (meaning that it requires the approval of a simple majority of votes cast on the Resolution to be passed).

Voting in person

To vote in person, attend the Meeting on the date and at the place set out in the Notice of Meeting.

Voting by proxy

The Proxy Form is attached to this Notice of Meeting.

Proxy appointments may be lodged in any of the following ways:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions. Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgement process please see the Online Proxy Lodgement Guide at https://www.automicgroup.com.au/virtual-agms
By post	Automic Group GPO Box 5193 Sydney NSW 2001
By email	Complete the enclosed Proxy Form and email it to: meetings@automicgroup.com.au
By hand	Automic Group Level 5, 126 Phillip St Sydney NSW 2000

Proxy instructions must be received no later than 48 hours before the commencement of the Meeting. Proxy Forms received later than this time will be invalid.

Any Shareholder entitled to attend and vote at the Meeting is entitled to appoint:

- one proxy (if the Shareholder is entitled to one vote); or
- one or two proxies (if the Shareholder is entitled to more than one vote).

The person or persons appointed may, but need not be, a Shareholder. Where two proxies are appointed:

- each proxy should be appointed to represent a specified portion or number of the Shareholder's voting rights (failing which each appointee will be entitled to cast half the Shareholder's votes, in which case any fraction of votes will be disregarded); and
- each proxy may only exercise votes in respect of those Shares or voting rights the proxy represents.

The Proxy Form must be signed by the Shareholder (or, in the case of a joint holding, by each joint holder) or his/her attorney duly authorised in writing or, if the member is a corporation, in a manner permitted by the Corporations Act. A proxy given by a foreign corporation must be executed in accordance with the laws of that corporation's place of incorporation.

A proxy may decide whether or not to vote on any item of business or other motion at the Meeting, except where the proxy is required by law or the Constitution to vote or abstain from voting in their capacity as proxy. If the proxy's appointment directs the proxy how to vote on an item of business, the proxy may vote on that item only in accordance with the direction. If the proxy's appointment does not direct the proxy how to vote on an item of business or any other motion at the Meeting, the proxy may vote as he or she thinks fit on that item or motion.

The appointment of one or more proxies will not preclude a Shareholder from attending the Meeting and voting personally. If the Shareholder votes on a Resolution, the proxy or proxies must not vote as the Shareholder's proxy on that Resolution.

Proxies may be appointed using the enclosed Proxy Form. Detailed instructions for appointing a proxy are provided on the back of the Proxy Form.

Power of attorney

If a Proxy Form is signed under a power of attorney on behalf of a Shareholder, then either the original power of attorney, or a certified copy of it, must be lodged with the Proxy Form (before the deadline for appointment of proxies), unless the power of attorney has already been sighted by the Company's Share Registry.

Appointment of Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has been previously provided to the Share Registry.

Appointing the Chair as Your Proxy

The Proxy Form accompanying this Notice contains detailed instructions regarding how to complete the Proxy Form if a Shareholder wishes to appoint the Chair as his or her proxy. You should read those instructions carefully.

Undirected Proxies

If you return your Proxy Form but do not nominate a proxy, the Chair will be your proxy (or complete the proxy appointment by inserting the name or names of one or more Directors or the company secretary) and will vote on your behalf as you direct on the Proxy Form. If your nominated representative does not attend the Meeting, then your proxy will revert to the Chair and he will vote on your behalf as you direct on the Proxy Form.

If a proxy is not directed how to vote on an item of business or any Resolution, the proxy (including, if applicable, the Chair) may vote, or abstain from voting, as he/she thinks fit.

If you appoint the Chair as your proxy (including appointment by default) and do not direct him how to vote on a Resolution, you expressly authorise the Chair to cast your vote "for" each item of business.

Questions and Comments from Shareholders

A reasonable opportunity will be given to Shareholders to ask questions. Questions should relate to matters that are relevant to the business of the Meeting, as outlined in the Notice and the enclosed Explanatory Statement.

Results of the Meeting

Voting results will be announced on the ASX as soon as practicable after the Meeting.

Explanatory Statement

Please read the enclosed Explanatory Statement for an explanation of the items of business set out in the Notice.

Definitions

Words that are defined in the Glossary in the Explanatory Statement have the same meaning when used in the Notice unless the context requires or the definitions in the Glossary provide otherwise.

Board Recommendation

The Directors, excluding Mr Gary Burg, recommend that Shareholders vote in favour of the Selective Buybacks, the subject of Resolutions 1 and 2.

If put to the Meeting, the Board unanimously recommends that Shareholders vote in favour of the On-Market Buyback, the subject of Resolution 3.

The Chair of the Meeting intends to vote all available proxies in favour of all Resolutions.

By Order of the Board



Lyndon Catzel
Company Secretary

EDU Holdings Limited

(ASX:EDU) ACN 108 962 152

Explanatory Statement

1 Introduction

This Explanatory Statement has been prepared to assist Shareholders in understanding the Resolutions set out in the Notice of Meeting.

This Explanatory Statement accompanies and forms part of the Notice of Meeting and should be read by Shareholders in conjunction with the Notice of Meeting.

The Directors recommend that Shareholders read this Explanatory Statement in its entirety before making any decisions in relation to the Resolutions.

If you are in doubt as to how you should vote, you should consult your legal, investment or other professional adviser without delay.

2 Resolutions 1 and 2 – Selective Buybacks

Background

On 23 September 2024, the Company entered into two buyback agreements, under which the Company has agreed to selectively buyback:

- 8,026,779 Shares held by Global (**Global Buyback Shares**) for \$0.06 per Share, being an aggregate of \$481,606.74 (**Global Buyback**); and
- 6,634,256 Shares held by Viburnum (**Viburnum Buyback Shares**) for \$0.06 per Share, being an aggregate of \$398,055.36 (**Viburnum Buyback**),

(each a **Selective Buyback** and each agreement a **Buyback Agreement**).

In order to implement the Selective Buybacks, the Company requires Shareholder approval under section 257D of the Corporations Act.

Each Buyback Agreement is conditional on Shareholders approving the relevant Resolution.

As at the date of this Notice, Global and Viburnum (each a **Buyback Shareholder**) have the following relevant interests (as that term is defined in the Corporations Act) in the Company's Shares:

Buyback Shareholder	Approximate relevant interest
Global UCW Pty Ltd	22.30%
Viburnum Funds Pty Ltd	4.02%

If Shareholders pass either or both of Resolution 1 and 2, the Company will buy back the relevant Buyback Shares by no later than 6 November 2024 from internal cash reserves.

Other than as set out below, no Director is participating in any Selective Buyback.

Global is an entity associated with the chair of EDU, Mr Gary Burg. However, Mr Burg has no beneficial interest in the holding and Global UCW Pty Ltd will remain a substantial

shareholder in the Company following the Selective Buybacks. Mr Burg has no present intention to reduce his beneficial interest in the Company.

Corporations Act Requirements and ASIC Policy

Section 257A of the Corporations Act provides that a company may buy back its own shares if:

- the buy-back does not materially prejudice the company's ability to pay its creditors; and
- the company follows the procedures in Division 2 of Part 2.J.1 of the Corporations Act.

Section 257D sets out the procedure for a selective buyback of shares and requires that the terms of an agreement for a selective buyback be approved before it is entered into by either a:

- special resolution passed at a general meeting of the company, with no votes being cast in favour of the resolution by any person whose shares are proposed to be bought back or by their Associates; or
- unanimous resolution approved by all ordinary shareholders,

or the agreement must be conditional upon such approval.

In the notice of meeting circulated to shareholders, the company must set out all information known to the company that is material to the decision on how to vote on the buy-back resolution. However, the company does not need to disclose information if it would be unreasonable to require the company to do so because it had previously disclosed the information to its shareholders.

The information required under the Corporations Act and ASIC policy is set out below. This information is to be read together with the Company's periodic and continuous disclosures given to ASX by the Company and which are available on the Company's website (www.eduholdings.com.au) or on ASX's website (www.asx.com.au).

Section 257H(3) of the Corporations Act provides that on or immediately after the transfer of the shares bought back is registered, the shares are to be cancelled.

The Directors believe that neither of the Selective Buybacks will negatively affect the solvency of the Company or materially prejudice its ability to pay its creditors.

Key terms of the Selective Buybacks

(a) Number of Shares and Selective Buyback consideration

Under the Buyback Agreements, the Company has agreed to buy back the Global Buyback Shares and the Viburnum Buyback Shares (together, the **Buyback Shares**), subject to certain conditions. On completion of each Selective Buyback, the relevant Buyback Shares will be cancelled by the Company.

At the date of this Explanatory Statement the:

- Global Buyback Shares represent approximately 4.86%; and
- Viburnum Buyback Shares represent approximately 4.02%;

of the Company's issued share capital prior to cancellation.

Completion of each Selective Buyback is to occur on the Business Day after the last of the conditions precedent for the Selective Buyback (set out below) are satisfied.

Subject to and on completion of each Selective Buyback, the consideration for the acquisition of the Buyback Shares is the payment by the Company to the Buyback Shareholder of \$0.06 per Share (**Purchase Price**).

The Company must do all things necessary to have sufficient cash available for the payment of the Purchase Price.

(b) Conditions precedent

Completion under each Buyback Agreement is subject to the following conditions precedent being satisfied:

- the Board determining before Shareholder Approval (defined below) that completion of the Selective Buyback will not materially prejudice the Company's ability to pay its creditors and that all other requirements of section 257A of the Corporations Act have been satisfied;
- the Company lodging with ASIC the relevant form (or forms) with respect to the Selective Buyback with the relevant accompanying documents as required by Division 2 of Part 2J.1 of the Corporations Act, and any required notice period under the Corporations Act and/or the ASX Listing Rules having been complied with; and
- the Company obtaining the necessary Shareholder and any other regulatory approval required for the Selective Buyback for the purposes of Division 2 of Part 2J.1 of the Corporations Act and any other approvals required under the Corporations Act or ASX Listing Rules for the Selective Buyback (**Shareholder Approval**).

Under the Global Buyback Agreement, if any condition precedent is not fulfilled by 7 December 2024 (**Cut-off Date**), Global may, by written notice, rescind the Buyback Agreement. A rescission notice cannot, however, be given after the Shareholder Approval condition is fulfilled (even though the Shareholder Approval condition may have been fulfilled after the Cut-off Date).

Under the Viburnum Buyback Agreement, Viburnum may rescind the agreement by written notice if:

- this Notice of Meeting was not despatched to Shareholders by 7 November 2024; or
- Shareholder Approval is not obtained by 7 December 2024.

(c) Other provisions of the Buyback Agreements

On completion under each Buyback Agreement, the Company must register a transfer of the Buyback Shares to the Company and immediately cancel the Buyback Shares.

Each of the Company and the Buyback Shareholders have given mutual warranties as to status, authority, solvency, the binding nature of the agreement, the opportunity to obtain legal advice and that nothing in the agreement conflicts with or results in a breach or default by it under a contract, court order, process or judgment, or a law.

In addition, each Buyback Shareholder represents and warrants to the Company that:

- it is the legal owner of the Buyback Shares or otherwise has full power and authority to transact in the Buyback Shares, including to direct its Custodians to do all things necessary to complete the buyback of the Buyback Shares;
- in the case of the Viburnum Buyback, the Custodians are the registered holders of the Viburnum Buyback Shares;
- the Buyback Shares are free from security interests; and

- the transfer of the Buyback Shares in accordance with the Buyback Agreement does not and will not constitute a breach of any obligation (including any statutory, contractual or fiduciary obligation) or default under any agreement or undertaking by which the Buyback Shareholder is bound.

Reasons for the Selective Buybacks

The Directors are proposing the Company undertake the Selective Buybacks for the following reasons:

- The Selective Buybacks are viewed by the Directors as an efficient capital management initiative. The Directors consider the Company's current cash reserves to be surplus to its requirements based on its current and expected future operating results. The 6-month period to 30 June 2024 was the first period in which the Company recorded a net profit after tax for a number of years and it has negative retained earnings. As such, the Company is currently unable to distribute surplus cash to Shareholders by way of dividends and a return of capital would not provide a number of the benefits set out below. The Board considers that the Company's current Share price does not accurately reflect its underlying value. In addition, the Buyback Shares are being bought back at a discount of approximately 3.7% to the 20-day VWAP of the Company's Shares at the time of entering into the Buyback Agreements.
- The Selective Buybacks facilitate the exit of Global and Viburnum, both of which have signalled a desire to sell their respective Shareholdings, with Viburnum progressively selling down its Shareholding on market. Given the low levels of liquidity in the Company's Shares, the Directors consider that the Buyback Shares could be viewed as an 'overhang' which may create downward pressure on the Share price. If Global and Viburnum both sought to exit on market, it would likely take an extended period of time for them to sell their Shares, during which period the market price of the Company's Shares may remain under pressure.
- The Selective Buybacks will result in the Company's issued Share capital being reduced by 14,661,035 Shares or 8.9%. All other things being equal, this is expected to improve earnings per Share.

Financial effect of the Selective Buybacks

The financial effects of the Selective Buybacks on the Company are set out below.

Reduction in cash reserves

Completion of the Selective Buybacks will reduce the Company's cash reserves by \$879,662. This represents approximately 10.9% of the Company's cash reserves as at the date of the Company's most recent reporting period, being 30 June 2024. Refer financial effect summary table below.

The Directors consider that the reduction in cash reserves will not impact the Company's operations or materially prejudice the Company's ability to pay its creditors.

Tax Effects

No adverse tax consequences are expected to arise for the Company as a result of the Selective Buybacks, and the total amount of the Company's franking credits is expected to remain unchanged.

Financial effect summary table

	As at 30 June 2024	Pro-forma as at 30 June 2024*	Change
Cash reserves	\$8,040,729	\$7,161,067	(\$879,662)

* Based on completion of the Selective Buybacks

Effect of the Selective Buybacks on the Capital Structure and Control of the Company

In aggregate, the Shares to be bought back under the Buyback Agreements represent approximately 8.87% of the Company's issued Share capital.

Subject to Shareholder Approval, the Buyback Shares will be bought back by the Company by no later than 6 November 2024.

As Resolutions 1 and 2 are not cross conditional, but rather operate independently, Shareholder Approval may be given by Shareholders to both, one or neither of the Selective Buybacks.

If both of the Selective Buybacks are approved, on completion of the buybacks and cancellation of the Buyback Shares:

- the Company's issued Share capital will be reduced by 14,661,035 Shares;
- Global will hold a relevant interest in 28,820,473 Shares, being 19.14% of the Company's Shares; and
- Viburnum will cease to hold any Shares.

Assuming that Shareholders approve both Buybacks, the Company's issued Share capital is expected to change as follows:

	As at date of the Meeting	After cancellation of the Buyback Shares
	Number	Number
Shares on issue	165,214,443	150,553,408
Performance Rights on issue	8,401,257	8,401,257

The above table assumes that no securities are issued by the Company or bought back and cancelled under the on-market buyback announced by the Company on 24 September 2024, between the date of the Explanatory Statement and the date on which the Selective Buybacks are completed.

After the cancellation of the Buyback Shares by the Company, the proportionate interest in the Company of each of the Company's Shareholders (i.e. as at the time of the cancellation) will increase.

The table below sets out the expected impact the cancellation of the Buyback Shares will have on (i) the control of the Company ignoring the potential impact of the on market buy-backs as well as (ii) the Company's Share capital structure¹:

Name of Substantial EDU Shareholder	Number EDU Shares held (as at 27 September 2024)	Percentage of EDU Shares held (as at 27 September 2024)	Number of EDU Shares held following Selective Buybacks	Percentage of EDU Shares held following Selective Buybacks
Global UCW Pty Ltd	27,237,532	16.49%	19,210,753	12.76%
Global UCW No 2 Pty Ltd	9,609,720	5.82%	9,609,720	6.38%
Mulpha Education Investments Pty Ltd	23,076,923	13.97%	23,076,923	15.33%
Microequities Asset Management Pty Limited	10,408,326	6.30%	10,408,326	6.91%
ABD Holdings Pty Limited	10,000,000	6.05%	10,000,000	6.64%
Viburnum Funds Pty Ltd	6,634,256	4.02%	0	0.00%
Remaining EDU Shareholders	78,247,686	47.36%	78,247,686	51.97%
Totals	165,214,443	100.00%	150,553,408	100.00%

Potential Advantages and Disadvantages of the Selective Buybacks

The Directors consider the following are advantages of the Selective Buybacks:

- the price under the Buyback Agreements represents an approximately 3.7% discount to the 20-day VWAP of the Company's Shares at the time of entering into the Buyback Agreements;
- removing the possible 'overhang' that may currently exist given Buyback Shareholders' intentions to exit their Shares, which may cause downward pressure on the market price of Shares; and
- improvement in earnings per Share.

The Directors consider the following are disadvantages of the Selective Buybacks:

- the proposed transaction provides the Buyback Shareholders with an opportunity to exit their investment in the Company, however this opportunity is not being extended to all remaining Shareholders. Note that under Resolution 3 (if approved), remaining Shareholders who wish to do so, may exit some or all of

¹ The table assumes that no EDU Shareholder referred to in the table changes the size of their EDU Shareholding between the reference date of 27 September 2024 and the date the cancellation the subject of the Buyback Agreements are set to occur (which is expected to be 6 November 2024, assuming EDU Shareholders pass Resolutions 1 and 2).

their holdings through the On-Market Buyback, however the market price might not be \$0.06 per Share and the seller is likely to incur transaction costs; and

- subsequent to the Selective Buybacks, Shareholders will hold Shares in a smaller company, with the remaining Shareholders bearing a greater proportionate share of ongoing management/administrative costs of the Company.

Recommendation

The Directors, other than Mr Gary Burg, recommend that Shareholders vote in favour of Resolutions 1 and 2.

3 Resolution 3 – On-Market Buyback

Background

Resolution 3 is a conditional resolution and will only be put to the meeting if either or both of Resolutions 1 and 2 are passed. If neither Resolution 1 or 2 is passed, Resolution 3 will not be put to the meeting for consideration.

In accordance with section 257C of the Corporations Act, the Company seeks shareholder approval to conduct an on-market buyback of up to 16,521,444 Shares (**On-Market Buyback**), which equates to a buyback of up to approximately \$1 million.

Under the On-Market Buyback, and subject to Shareholder approval, the Company will have the flexibility to buy back up to 16,521,444 Shares, in the 12-month period beginning 11 October 2024.²

If put to the Meeting, Resolution 3 will be considered an ordinary resolution, which means that, to be passed, the Resolution requires the approval of a simple majority of votes cast by or on behalf of Shareholders entitled to vote on the Resolution.

Reason for requiring Shareholder approval

On 24 September 2024, the Company announced its intention to undertake an on-market share buyback of up to \$1 million, or approximately 16.5 million Shares, opening on 11 October 2024 and remaining open for up to 12 months. Under the Corporations Act, without Shareholder approval, the Company is limited to buying back up to 10% of the smallest number of Shares on issue at any time in any 12-month period (**10/12 Limit**).

As at 24 September 2024, the date of announcement of the on-market share buyback and 27 September 2024 (being the last practicable day before finalisation of this Notice), the Company has 165,214,443 Shares on issue. The maximum number of Shares the Company is permitted to buy back under the 10/12 Limit is 16,521,444 Shares.

If either or both of Resolution 1 or Resolution 2 are passed, then up to 14,661,035 Shares the subject of the Selective Buybacks, would go toward the 10/12 Limit and take up almost all of that capacity. This would thus limit the number of Shares permitted to be bought back under the 10/12 Limit to 1,553,409 Shares.

Resolution 3 is proposed to give the Company flexibility to exceed the 10/12 Limit and buy back up to 16,521,444 Shares, in addition to the Selective Buybacks. For the avoidance of doubt, the approval to buy back 16,521,444 Shares, the subject of Resolution 3, is inclusive of any Shares bought back under the on-market share buyback announced on 24 September 2024 ahead of the Resolution being passed.

² The timing and value of Shares purchased and other matters relating to the conduct of the On-Market Buyback will be dependent on prevailing market conditions, the Share price and other factors. There is no guarantee that the On-Market Buyback will be undertaken in full, such that the Company may buy back less Shares than the amount sought under Resolution 3.

If neither Resolution 1 or 2 is passed, the Company will not put Resolution 3 to the Meeting as there will be capacity within the 10/12 Limit for it to conduct the On-Market Buyback without Shareholder approval.

Reasons for the On-Market Buyback

Please see the reasons set out above for the Selective Buybacks.

The Board considers that the Company's current Share price does not accurately reflect the underlying value of the Company's assets and growth prospects and the On-Market Buyback offers a number of advantages, as described below.

If Shareholders vote in favour of Resolution 3, the approval will be valid for the period to 10 October 2025. If the On-Market Buyback is not undertaken in full within that period, the Board will consider its capital management initiatives in future financial years as part of its usual capital management planning process.

If Shareholders vote against Resolution 3, the Board will still proceed with the On-Market Buyback as announced on 24 September 2024, however that buyback will be subject to the 10/12 Limit (inclusive of the any Shares bought back pursuant to the Selective Buyback), as this does not require Shareholder approval. Once the 10/12 Limit is reached, the Company will close the On-Market Buyback.

Key terms of the On-Market Buyback

The usual rules for settlement of transactions which occur on market on the ASX will apply in respect of the Shares acquired under the On-Market Buyback. Shares which are bought back will be cancelled immediately upon settlement of the trade.

The Company is not required to buy back Shares pursuant to the On-Market Buyback and there is no guarantee that the Company will buy back the maximum number of Shares permitted under the On-Market Buyback if Resolution 3 is passed. The Company reserves the right to suspend or terminate the On-Market Buyback at any time and the size and timing of Share buybacks will be determined by the Board.

The price to be paid by the Company for Shares purchased under the On-Market Buyback will be the then-prevailing market price of the Shares on the ASX, subject to the requirements of ASX Listing Rule 7.33. Under ASX Listing Rule 7.33, the Company may only buy back Shares under an On-Market Buyback at a price which is not more than 5% above the volume weighted average market price for the Shares, calculated over the last five days on which sales in the Shares were recorded before the day on which the purchase under the On-Market Buyback was made.

To provide an indication of recent market prices, the closing price of Shares on 27 September 2024 was \$0.070 (being the last practicable day before finalisation of this Notice). The table below sets out the highest and lowest market sale prices for Shares on the ASX or Chi-X during the previous three months:

Month	High	Low
September 2024	\$0.070	\$0.058
August 2024	\$0.090	\$0.083
July 2024	\$0.095	\$0.082

Directors' interests

The Directors have an interest in the On-Market Buyback, as they hold Shares. As at 27 September 2024 (being the last practicable day before finalisation of this Notice), the Directors have the following direct or indirect interests in Shares:

Director	Number of Shares
Gary Burg	36,847,252
Adam Davis	10,000,000
Peter Mobbs	4,476,151
Jonathan Pager	2,171,990
Gregory Shaw	23,076,923
Joshua Bolot (alternate Director to Gregory Shaw)	23,096,923

The Directors have confirmed that they do not intend to participate in the On-Market Buyback.

Financial effect of the On-Market Buyback

As the On-Market Buyback will result in the cancellation of Shares, it will have the effect of reducing the Company's share capital. The On-Market Buyback is not expected to:

- pose any significant disadvantage to Shareholders;
- materially prejudice the Company's ability to pay its creditors; or
- result in a material change in the control or liquidity of Shares.

The On-Market Buyback will be funded from the Company's internal cash reserves.

No adverse tax consequences are expected to arise for the Company as a result of the On-Market Buyback, and the total amount of the Company's franking credits will remain unchanged.

Advantages of the On-Market Buyback

The potential advantages of the On-Market Buyback include the following:

- the On-Market Buyback is an efficient form of capital distribution to Shareholders;
- by reducing the number of Shares on issue, the On-Market Buyback is likely to improve earnings per Share;
- purchases under the On-Market Buyback can be tailored to react to changing market conditions;
- the Company has flexibility, after the On-Market Buyback is approved, to initiate, adjust the volume of, or cease, purchases at any time;
- implementation of the On-Market Buyback is a relatively straightforward process; and
- the On-Market Buyback may provide increased liquidity in Shares.

Disadvantages of the On-Market Buyback

The potential disadvantages of the On-Market Buyback include the following:

- the On-Market Buyback will reduce the Company's available cash reserves which means those funds will not be available for use in the Company's ordinary course of business which may adversely impact its ability to deal with unforeseen events; and
- the On-Market Buyback will reduce the number of Shares on issue, which may decrease their liquidity on ASX.

Board recommendation

The Board recommends that Shareholders vote in favour of the On-Market Buyback.

However, the Board makes no recommendation to Shareholders as to whether they should sell their Shares into the On-Market Buyback or at all. Such a decision is a matter for each individual Shareholder to determine having regard to their own individual circumstances and if appropriate or required, after taking into account professional and financial advice and the contents of this Notice of Meeting, including the Explanatory Statement.

4 Further Information

No Other Material Information

Except as set out in this document, in the opinion of the Directors, there is no other information material to the making of a decision on how to vote in relation to the Resolutions, being information that is within the knowledge of any Director or related body corporate of the Company which has not been previously disclosed to Shareholders.

The Company will issue a supplementary document to the Explanatory Statement if it becomes aware of any of the following between the date this document is provided to ASX and the date the Meeting is held:

- a material statement in the Explanatory Statement becomes false or misleading in a material aspect;
- a material omission from the Explanatory Statement;
- a significant change affecting a matter included in the Explanatory Statement; or
- a significant new matter has arisen which would have been required to be included in the Explanatory Statement if it had arisen before the date the Explanatory Statement is provided to ASX.

Depending on the nature and timing of the changed circumstances and subject to obtaining any relevant approvals, the Company may circulate and publish any supplementary document by:

- making an announcement to ASX;
- posting the supplementary document to Shareholders at their registered address as shown on the Company's register of Shareholders; or
- posting a statement on the Company's corporate website,

as the Company, in its sole and absolute discretion, considers appropriate.

Lodgement

A copy of this Notice of Meeting, including the Explanatory Statement, has been lodged with ASIC.

Authorisation

The Notice of Meeting and Explanatory Statement have been approved by a resolution passed by the Directors.

Responsibility

The Notice of Meeting and Explanatory Statement have been prepared by the Company under the direction and oversight of the Directors.

Forward-looking Statements

Some of the statements appearing in this document may be in the nature of forward-looking statements. Actual events or results may differ materially from the events or results expressed or implied in any forward-looking statement and those deviations are both normal and to be expected.

None of the Company, any of its officers or any person named in this document or involved in the preparation of this document makes any representation or warranty (either express or implied) as to the accuracy or likelihood of fulfilment of any forward-looking statement, or any events or results expressed or implied in any forward-looking statement, and you are cautioned not to place undue reliance on those statements.

The forward-looking statements in this document reflect views held only at the date of this document. The Company has no obligation to disseminate, after the date of this document, any updates or revisions to those statements to reflect any change in expectations in relation to those statements, or any change in events, conditions or circumstances on which those statements are based, unless it is required under the Corporations Act to update or correct this document or to do so pursuant to its continuous disclosure obligations under the ASX Listing Rules and/or the Corporations Act.

Share price information

Information about the Company's current Share price and any additional information required by the ASX Listing Rules are available on the ASX and on the Company's website.

Financial information

For further information in relation to the Company's financial position and recent financial performance, please see the Company's Appendix 4D and audited financial statements for the half-year ended 30 June 2024 which were released to ASX on 30 August 2024 and are available at www.asx.com.au.

Glossary

In this Explanatory Statement, unless otherwise defined or the context otherwise requires, the following terms will have the following meanings:

AEDT means Australian Eastern Daylight Time.

ASIC means the Australian Securities & Investments Commission.

Associate has the meaning given in sections 11 to 17 of the Corporations Act.

ASX means, as the context requires, ASX Limited or the financial market operated by it.

ASX Listing Rules means the listing rules of ASX.

Business Day means a day other than a Saturday, Sunday or public holiday in Sydney, Australia.

Buyback Agreement has the meaning given at section 2 of the Explanatory Statement under the heading “Background” and **Buyback Agreements** means the Global Buyback Agreement and Viburnum Buyback Agreement.

Buyback Shareholder means Global and/or Viburnum, as the context requires, and **Buyback Shareholders** means both of them.

Buyback Shares means the Global Buyback Shares and Viburnum Buyback Shares.

Chair means the chairperson of the Meeting.

Company means EDU Holdings Limited ACN 108 962 152.

Constitution means the constitution of the Company as amended from time to time.

Corporations Act means the *Corporations Act 2001* (Cth) as amended from time to time.

Corporations Regulations means the Corporations Regulations 2001 (Cth).

Custodians means J.P. Morgan Nominees Australia Limited and HSBC Bank Australia Limited as sub custodian for Bank of New York Mellon.

Directors means the directors of the Company.

Explanatory Statement means this explanatory statement (as amended or supplemented from time to time).

Global means Global UCW Pty Ltd ACN 609 753 559.

Global Buyback has the meaning given at section 2 of the Explanatory Statement under the heading “Background”.

Global Buyback Shares has the meaning given at section 2 of the Explanatory Statement under the heading “Background”.

Meeting or **Extraordinary General Meeting** means the extraordinary general meeting of Shareholders to be held on Tuesday, 5 November 2024 at 10am (AEDT).

Notice of Meeting or **Notice** means the notice of meeting convening the Meeting.

On-Market Buyback has the meaning given at section 3 of the Explanatory Statement under the heading “Background”.

Proxy Form means the proxy form for the Meeting accompanying this Explanatory Statement.

Resolution means a resolution set out in the Notice.

Selective Buyback means the Global Buyback and/or Viburum Buyback, as the context requires, and **Selective Buybacks** means both of them.

Share Registry means Automic Group.

Shareholders means holders of the Shares and **Shareholder** means any one of them.

Shares means the fully paid ordinary Shares in the capital of the Company and **Share** means any one of those Shares.

Viburum means Viburum Funds Pty Ltd ACN 126 348 990.

Viburum Buyback has the meaning given at section 2 of the Explanatory Statement under the heading “Background”.

Viburum Buyback Shares has the meaning given at section 2 of the Explanatory Statement under the heading “Background”.

VWAP means the volume weighted average price.

Your proxy voting instruction must be received by **10.00am (AEDT) on Sunday, 03 November 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders 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 Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

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