



15 October 2021

Market Announcements Platform Australian Securities Exchange (Via ASX Online)

### ANNUAL GENERAL MEETING

Academies Australasia Group Limited (ASX: AKG) today sent to shareholders the Notice of the 113<sup>th</sup> Annual General Meeting, Explanatory Notes, Proxy Form, Online voting guide and a copy of the 2021 Annual Report.

The Annual Report was released to the ASX on 17 September 2021.

(Note: The Proxy form is a sample. A customised form is being posted or emailed to each shareholder.)

Stephanie Noble Company Secretary

Contact: Stephanie Noble (s.noble@academies.edu.au)

Academies Australasia has been operating for 113 years and listed on the Australian Securities Exchange for 43 years. The group comprises 18 separately licensed colleges operating in New South Wales, Queensland, South Australia, Victoria and Western Australia in Australia, and overseas in Singapore. The group offers a wide range of recognised courses at different levels – Certificate, Diploma, Advanced Diploma and Bachelor Degree. Over the years, Academies Australasia colleges have taught more than 100,000 students from 130 countries.

Academies Australasia Group Limited ABN 93 000 003 725





### NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 113<sup>th</sup> ANNUAL GENERAL MEETING of Academies Australasia Group Limited will be held virtually on Monday, 15 November 2021 at 11.30am.

In the interest of the health and safety of shareholders, directors and staff, and as permitted by and in accordance with the Treasury Laws Amendment (2021 Measures No.1) Act 2021 (Cth), Academies Australasia will again be holding the Annual General Meeting virtually. We are relying on technology to facilitate shareholder engagement and participation in the meeting.

If you wish to attend the virtual meeting, please register by sending an email to companysecretary@academies.edu.au with your Name, Registered Holder Details and Holder Identification Number (HIN) or Securityholder Reference Number (SRN), by 11.00am (AEST) on 12 November 2021. Once registered you will then be sent a link to the zoom meeting.

The Chairman will allow a reasonable opportunity for shareholders to ask questions about the business of the meeting at the meeting. However, in case there is any issue with technology during the meeting, we recommend that any questions concerning the business of the meeting be submitted with your registration.

Computershare Investor Services Pty Limited, the Company's share register, will be facilitating voting during the meeting. If you wish to cast your vote during the Meeting, you will need to visit web.lumiagm.com/340083628 on your smartphone, tablet or computer.

You will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible. For further instructions on how to participate in the online voting please view the online voting guide at www.computershare.com.au/onlinevotingguide

### **AGENDA**

1. To receive and consider the financial statements of the Company and its controlled entities for the year ended 30 June 2021 and the reports of the directors and the auditor thereon.

There is no vote on this item.

Academies Australasia Group Limited





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

'That the Remuneration Report, which forms part of the report of directors for the year ended 30 June 2021, be adopted.'

- The Remuneration Report is set out on pages 9 and 10 of the Annual Report.
- This resolution is advisory only and does not bind the Company or the directors.
- The directors will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.
- If 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, shareholders will be required to vote at the second of those annual general meetings on a resolution (a 'spill resolution') that another meeting be held within 90 days at which all of the Company's directors (other than the Group Managing Director and CEO) must go up for reelection.

(Please refer to the Explanatory Notes.)

3. To re-elect as a director of the Company Ms Gabriela Del Carmen Rodriguez Naranjo who retires by rotation in accordance with Articles 83(a) and 83(b) of the Company's Constitution. Being eligible, Ms Rodriguez Naranjo offers herself for re-election.

(Please refer to the Explanatory Notes.)

By Order of the Board Stephanie Noble **Company Secretary** 

14 October 2021

Academies Australasia Group Limited ABN 93 000 003 725

New South Wales

Level 6, 505 George Street, Sydney NSW 2000 Australia T +612 9224 5555 F +612 9224 5550 E info@academies.edu.au Queensland • South Australia . Victoria • Western Australia •

Singapore





# **113th ANNUAL GENERAL MEETING: EXPLANATORY NOTES TO AGENDA ITEMS 2 and 3** (**RESOLUTIONS 1 and 2**)

### **ORDINARY BUSINESS**

### **AGENDA ITEM 2: TO ADOPT THE REMUNERATION REPORT** 1.

### 1.1 Introduction

The Remuneration Report is on pages 9 and 10 of the Annual Report. It sets out the Company's remuneration arrangements for directors, including the Group Managing Director and CEO, and senior executives.

The Chairman of the meeting will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the Remuneration Report at the meeting. Shareholders will be asked to vote on the adoption of the Remuneration Report. The resolution is advisory only and does not bind the Company or its directors. The Board will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies. Under the Corporations Act 2001 (Cth), if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, shareholders will be required to vote at the second of those annual general meetings on a resolution (a 'spill resolution') that another meeting be held within 90 days at which all of the Company's directors (other than the Group Managing Director and CEO) must be put up for re-election.

Voting on the Remuneration Report will be determined by an online poll at the 1.1.2meeting.

### 1.2 **Recommendation:**

Your Directors recommend that you vote FOR the adoption of the **Remuneration Report.** 

### 1.3 Voting Exclusion Statement

- 1.3.1 Any undirected proxies held by the Chairman of the meeting, other directors or other key management personnel or any of their closely related parties will not be voted on the Remuneration Report.
- The key management personnel of the Company are the directors of the 1.3.2 Company and those other persons having authority and responsibility for

Academies Australasia Group Limited ABN 93 000 003 725

New South Wales





planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's key management personnel for the financial year to 30 June 2021. Their closely related parties are defined in the Corporations Act, and include certain of their family members, dependants and companies they control.

- 1.3.3 A vote will not be disregarded if:
  - it is cast by a person as a proxy for a shareholder 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 a proxy for a shareholder who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.
- 1.3.4 Any shareholder entitled to vote who is thinking of appointing a person who is not entitled to vote as their proxy, should be aware that unless the proxy contains specific instructions on the manner in which they want their vote to be cast on this resolution, that person will be prohibited from exercising votes on behalf of the shareholder giving the proxy in relation to this resolution.

### 2. AGENDA ITEM 3: TO RE-ELECT MS GABRIELA DEL CARMEN RODRIGUEZ NARANJO AS A DIRECTOR.

- 2.1 Introduction
- 2.1.1 Ms Gabriela Del Carmen Rodriguez Naranjo, Executive Director, retires by rotation in accordance with Articles 83(a) and 83(b) of the Company's Constitution. She is eligible for re-election and offers herself for re-election.
- 2.1.2 She was appointed to the Board in October 2013. She had earlier been appointed Alternate Director to the then Chairman, Mr Neville Thomas Cleary, from May 2011 (to December 2013). She is a Director of each of the Group's subsidiary companies and is the Group Chief Operating Officer and Joint Company Secretary. She was appointed Deputy Group Managing Director on 1 January 2019.
- 2.1.3 Ms. Rodriguez Naranjo holds a Bachelor of Computer Science degree and a Bachelor of Science in Systems Engineering degree. She joined Academies Australasia in April 2001 and has more than 20 years' experience in managing an educational institution including experience in acquisitions, marketing, regulatory compliance, curriculum development and lecturing. She has headed every key department in the Company except for accounting and finance.





- 2.1.4 Ms. Rodriguez Naranjo was appointed Director of IHEA (Independent Higher Education, Australia) on 17 May 2017 and Deputy Chairman of IHEA on 29 May 2019. She is now in her third term as Deputy Chairman. Ms. Rodriguez Naranjo is not a director of any other company or an employee of any other entity that could potentially cause a conflict of interest between that company or entity and her duties to the Company.
- 2.1.5 Ms. Rodriguez Naranjo is not deemed to be independent as she is a Senior Executive of the Group. She has an interest in 100,000 shares (0.08%) in the Company.

### 2.2 **Recommendation:**

Your Directors, other than Ms. Rodriguez Naranjo, recommend that you vote FOR the re-election of Ms. Rodriguez Naranjo because she has relevant academic qualifications and more than 20 years' successful senior management experience in the Company, and because she has been a valuable member of the Board during the ten years that she has been a Director.

# Academies Australasia Group Limited

ABN 93 000 003 725

## Need assistance?

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

Online: www.investorcentre.com/contact

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

YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by 11:30am (AEDT) Saturday, 13 November 2021.

# **Proxy Form**

### 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 wate 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.

### PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

### ХХ

### Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: 19999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited GPO Box 242 Melbourne VIC 3001 Australia

By Fax:

1800 783 447 within Australia or +61 3 9473 2555 outside Australia



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



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# Online voting guide

### **Getting started**

To submit your vote online you will need to visit https://web.lumiagm.com on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge or Firefox. Please ensure your browser is compatible.

### To log in, you must have the following information:

Meeting ID

Meeting ID as provided in the Notice of Meeting.

- Australian residents
- > Username (SRN or HIN) and
- Password
  (postcode of your registered address).

Overseas Residents

- > Username (SRN or HIN) and
- > Password (threecharacter country code) e.g. New Zealand - NZL; United Kingdom - GBR; United States of America -USA; Canada - CAN.

A full list of country codes is provided at the end of this guide.

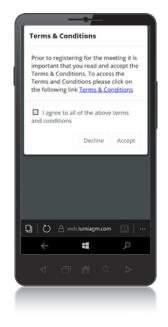
### **Appointed Proxies**

To receive your unique username and password, please contact Computershare Investor Services on +61 3 9415 4024 Monday to Friday during business hours.

# Voting at the meeting

- To participate in voting during the meeting you will be required to enter the unique 9-digit Meeting ID as provided in the Notice of Meeting.
- 2 To proceed into the meeting, you will need to read and accept the Terms & Conditions.
- **3** To register as a securityholder, enter your SRN or HIN and Postcode or Country Code.









To register as a proxyholder you will need your username and password as provided by Computershare Investor Services. In the 'SRN or HIN' field enter your username and in the 'Postcode or Country Code' field enter your password. **5** Once logged in, you will see the home page, which displays the meeting title and name of the registered securityholder or nominated proxy.

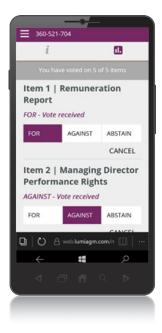




6 When the Chair declares the poll open:

- > A voting icon 🗓 will appear on screen and the meeting resolutions will be displayed
- > To vote, tap one of the voting options. Your response will be highlighted
- > To change your vote, simply press a different option to override

The number of items you have voted on or are yet to vote on, is displayed at the top of the screen. Votes may be changed up to the time the Chair closes the poll.



### **Icon descriptions**

**II.** Voting icon, used to vote. Only visible when the Chair opens the poll.

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*i* Home page icon, displays meeting information.

### **COUNTRY CODES** Select your country code from the list below and enter it into the 'Postcode or Country Code' field.

**ABW** ARUBA AFG AFGHANISTAN AGO ANGOLA AIA ANGUILLA ALA ALAND ISLANDS ALB ALBANIA AND ANDORRA NETHERLANDS ANTILLES ANT UNITED ARAB EMIRATES ARE ARGENTINA ARG **ARM** ARMENIA **ASM** AMERICAN SAMOA ATA ANTARCTICA FRENCH SOUTHERN ATF TERRITORIES ATG ANTIGUA AND BARBUDA AUS AUSTRALIA AUT AUSTRIA AZE AZERBAIJAN BDI BURUNDI BEL BELGIUM BEN BENIN **BFA** BURKINA FASO **BGD** BANGLADESH **BGR** BULGARIA BHR BAHRAIN BHS BAHAMAS RIH BOSNIA & HERZEGOVINA **GLP** GUADELOUPE **BLM** ST BARTHELEMY **BLR** BELARUS BLZ BELIZE **BMU** BERMUDA BOL BOLIVIA BRA BRA7II BRB BARBADOS BRN BRUNEI DARUSSALAM BTN BHUTAN BUR BURMA BVT BOUVET ISLAND BWA BOTSWANA **BLR** BELARUS CENTRAL AFRICAN CAF REPUBLIC. CAN CANADA CCK COCOS (KEELING) ISLANDS CHE SWITZERLAND CHL CHILE CHN CHINA **CIV** COTE D'IVOIRE CMR CAMEROON **COD** CONGO DEMOCRATIC **REPUBLIC OF** COG CONGO PEOPLES **REPUBLIC OF** COK COOK ISLANDS COL COLOMBIA COM COMOROS **CPV** CAPE VERDE CRI COSTA RICA CUB CUBA **CXR** CHRISTMAS ISLAND **CYM** CAYMAN ISLANDS CYP CYPRUS CZE CZECH REPUBLIC

DEU GERMANY DJI DJIBOUTI DMA DOMINICA DNK DENMARK **DOM** DOMINICAN REPUBLIC DZA ALGERIA FCU ECUADOR EGY FGYPT ERI ERITREA ESH WESTERN SAHARA ESP SPAIN EST ESTONIA **ETH** ETHIOPIA FIN FINLAND FJI FIJI FLK FALKLAND ISLANDS (MALVINAS) FRA FRANCE FRO FAROE ISLANDS **FSM** MICRONESIA GAB GABON **GBR** UNITED KINGDOM GEO GEORGIA **GGY** GUERNSEY GHA GHANA **GIB** GIBRALTAR GIN GUINEA GMB GAMBIA **GNB** GUINEA-BISSAU **GNQ** EQUATORIAL GUINEA GRC GREECE GRD GRENADA GRL GREENLAND GTM GUATEMALA **GUF** FRENCH GUIANA GUM GUAM GUY GUYANA HKG HONG KONG HMD HEARD AND MCDONALD ISLANDS HND HONDURAS HRV CROATIA HTI HAITI HUN HUNGARY IDN INDONESIA IMN ISLE OF MAN IND INDIA IOT BRITISH INDIAN OCEAN TERRITORY IRI IRELAND IRN IRAN ISLAMIC **REPUBLIC OF** IRQ IRAQ ISL ICELAND ISM **BRITISH ISLES** ISR ISRAEL ITALY ITA JAM JAMAICA JEY JERSEY JOR JORDAN JPN JAPAN KAZ KAZAKHSTAN KEN KENYA KGZ KYRGYZSTAN

KHM CAMBODIA KIR KIRIBATI **KNA** ST KITTS AND NEVIS KOR KOREA REPUBLIC OF KWT KUWAIT LAO LAO PDR LBN LEBANON LBR LIBERIA LBY LIBYAN ARAB JAMAHIRIYA LCA ST LUCIA LIE LIECHTENSTEIN LKA SRI LANKA LSO LESOTHO LTU LITHUANIA LUX LUXEMBOURG LVA LATVIA MAC MACAO MAF ST MARTIN MAR MOROCCO MCO MONACO MDA MOLDOVA REPUBLIC OF MDG MADAGASCAR MDV MALDIVES MEX MEXICO MHL MARSHALL ISLANDS MKD MACEDONIA FORMER YUGOSLAV REP MII MALL MLT MALTA MMR MYANMAR **MNE** MONTENEGRO MNG MONGOLIA **MNP** NORTHERN MARIANA ISLANDS MOZ MOZAMBIQUE MRT MAURITANIA MSR MONTSERRAT MTQ MARTINIQUE MUS MAURITIUS MWI MALAWI MYS MALAYSIA MYT MAYOTTE NAM NAMIBIA NCL NEW CALEDONIA NER NIGER NFK NORFOLK ISLAND NGA NIGERIA NIC NICARAGUA NIU NIUE NLD NETHERLANDS NOR NORWAY PL NEPAL NRU NAURU NZL NEW ZEALAND OMN OMAN PAK PAKISTAN PAN PANAMA PCN PITCAIRN ISLANDS PER PERU PHL PHILIPPINES PLW PALAU PAPUA NEW GUINEA PNG POL POLAND PRI PUERTO RICO

**PRK** KOREA DEM PEOPLES **REPUBLIC OF** PRT PORTUGAL PRY PARAGUAY **PSE** PALESTINIAN TERRITORY OCCUPIED PYF FRENCH POLYNESIA QAT QATARPL NEPAL NRU NAURU NZL NEW ZEALAND OMN OMAN PAK PAKISTAN PAN PANAMA PCN PITCAIRN ISLANDS PER PERU PHL PHILIPPINES PLW PALAU **PNG** PAPUA NEW GUINEA POL POLAND PRI PUERTO RICO **PRK** KOREA DEM PEOPLES **REPUBLIC OF** PRT PORTUGAL PRY PARAGUAY PSE PALESTINIAN TERRITORY VAT HOLY SEE (VATICAN CITY OCCUPIED PYF FRENCH POLYNESIA **QAT** QATAR **REU** REUNION ROU ROMANIA RUS RUSSIAN FEDERATION RWA RWANDA SAU SAUDI ARABIA KINGDOM 0F SCG SERBIA AND MONTENEGRO **SDN** SUDAN SEN SENEGAL SGP SINGAPORE SGS STH GEORGIA & STH SANDWICH ISL SHN ST HELENA **SJM** SVALBARD & JAN MAYEN SI B SOLOMON ISLANDS SLF SIERRA LEONE EL SALVADOR SLV SMR SAN MARINO SOM SOMALIA SPM ST PIERRE AND MIQUELON SRB SERBIA STP SAO TOME AND PRINCIPE SUR SURINAME SVK SLOVAKIA SVN SLOVENIA SWE SWEDEN SWZ SWAZILAND SYC SEYCHELLES SYR SYRIAN ARAB REPUBLIC TCA TURKS AND CAICOS ISLANDS CHAD TCD TGO TOGO

THA THAILAND

TJK TAJIKISTAN TKL TOKELAU **TKM** TURKMENISTAN TLS EAST TIMOR DEMOCRATIC REP OF TMP EAST TIMOR TON TONGA TRINIDAD & TOBAGO TTO **TKM** TURKMENISTAN TLS EAST TIMOR DEMOCRATIC REP OF TMP EAST TIMOR TON TONGA TTO TRINIDAD & TOBAGO TZA TANZANIA UNITED **REPUBLIC OF** UGA UGANDA UKR UKRAINE **UMI** UNITED STATES MINOR OUTLYING **URY** URUGUAY **USA** UNITED STATES OF AMERICA **UZB** UZBEKISTAN STATE) VCT ST VINCENT & THE GRENADINES VEN VENEZUELA VGB BRITISH VIRGIN ISLANDS VIR US VIRGIN ISLANDS **VNM** VIETNAM VUT VANUATU WLF WALLIS AND FUTUNA WSM SAMOA YEM YEMEN YMD YEMEN DEMOCRATIC YUG YUGOSLAVIA SOCIALIST FED REP ZAF SOUTH AFRICA ZAR ZAIRE ZMB ZAMBIA **ZWE** ZIMBABWE

