

Notice of Annual General Meeting

Notice is given that the Annual General Meeting (**AGM**) of Shareholders of IDP Education Limited (**IDP Education** or the **Company**) will be held on Tuesday, 19 October 2021 at 10.00 am (AEDT) as a virtual meeting at <https://agmlive.link/IEL21>.

Due to the unpredictability of ongoing restrictions on large gatherings and the risks arising from the spread of continuing coronavirus (COVID-19), and in consideration of the paramount importance of protecting the health and safety of our Shareholders, employees and the community, the Company will be holding a fully virtual AGM this year. This means there will not be a physical venue for Shareholders to attend.

Further information on how to access the online platform that will be used to hold the virtual meeting are set out in the Notes to this Notice of Meeting (see pages 3 to 7) and the Virtual Meeting Online Guide available on the IDP Education website.

BUSINESS

1. Financial statements and reports

To receive the Financial Statements, Directors' Report and Audit Report for the year ended 30 June 2021.

2. Election of Directors

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

"That Mr. Chris Leptos AM who retires by rotation in accordance with the Company's constitution and being eligible for re-election, be re-elected as a Director."

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

"That Professor Colin J. Stirling who retires by rotation in accordance with the Company's constitution and being eligible for re-election, be re-elected as a Director."

For information about the candidates, see the Explanatory Memorandum listed on page 9.

3. Adoption of the Remuneration Report

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

"That the Remuneration Report (which forms part of the Directors' Report) for the financial year ended 30 June 2021 be adopted."

Voting Exclusions: The Company will disregard any votes cast on this resolution by or on behalf of certain Shareholders. Details of the voting exclusions applicable to this resolution are set out in the 'Voting Exclusions' section of the Notes listed on page 3.

For information on the Remuneration Report, see the Explanatory Memorandum listed on pages 9 and 10.

4. Non-Executive Directors' remuneration

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

"That the maximum aggregate annual remuneration of Non-Executive Directors be increased by \$500,000 from \$1,500,000 to \$2,000,000."

Voting Exclusions: The Company will disregard any votes cast on this resolution by or on behalf of certain Shareholders. Details of the voting exclusions applicable to this resolution are set out in the 'Voting Exclusions' section of the Notes listed on page 4.

For information on this resolution, see the Explanatory Memorandum listed on page 10.

NOTES

Attending the AGM

As noted above, the Company will be holding a fully virtual AGM. This means there will not be a physical venue for Shareholders to attend.

Shareholders are able to be present virtually via a live webcast and will be able to participate and vote electronically via an online platform (including lodging a vote in real time and asking questions online).

You can access the platform at <https://agmlive.link/IEL21>. To log in, you will need your holder identifier (SRN or HIN) and postcode.

Registration to attend the AGM will open at 9.30 am (AEDT) on Tuesday 19 October 2021. More information regarding online participation at the Meeting (including how to vote and ask questions) is available in the Virtual Meeting Online Guide available on the IDP Education website: <https://investors.idp.com/Investor-Centre/>. An archive of the webcast will be available on the Company's website shortly after the meeting concludes.

Eligibility to Vote

For the purpose of voting at the AGM, Directors have determined that all shares in the Company are taken to be held by the persons who are registered as holding them at 7.00 pm (AEDT) on Sunday, 17 October 2021. The entitlement of Shareholders to vote at the AGM will be determined by reference to that time.

All voting to be by way of a poll

Voting on all resolutions will occur by way of poll. The online platform will enable Shareholders to lodge a vote in real time.

Voting Exclusions

One or both of the *Corporations Act 2001* (Cth) (Corporations Act) and the ASX Listing Rules require that certain persons must not vote, and the Company must disregard any votes cast by certain persons, on certain of the resolutions to be considered at the AGM. These voting exclusions are described below.

Voting exclusions relating to item 3 ("Adoption of the Remuneration Report")

The following persons may not vote, and the Company will disregard any votes cast by or on behalf of the following persons, on the resolution proposed in item 3 (**Resolution 3**):

- any member of the key management personnel for the IDP Education consolidated group (each, a KMP) whose remuneration details are included in the Remuneration Report, and any closely related party of such a KMP; and
- any person who is a KMP as at the time Resolution 3 is voted on at the AGM, and any closely related party of such a KMP, to the extent in either case that they are acting as a proxy,

unless the person votes as a proxy for someone who is entitled to vote and:

- the person is appointed as a proxy in writing that specifies how the proxy is to vote on Resolution 3; or
- the person is the Chairman of the AGM and the proxy appointment expressly authorises the Chairman to exercise the proxy even if Resolution 3 is connected directly or indirectly with the remuneration of a KMP.

Voting exclusions relating to item 4 ("Non-Executive Directors' remuneration")

The following persons may not vote, and the Company will disregard any votes cast by or on behalf of the following persons, on the resolution proposed in item 4 (**Resolution 4**):

- Directors and their "associates" within the meaning of the ASX Listing Rules; and
- any member of the key management personnel for the IDP Education consolidated group, which includes the Directors (each, a KMP); and

unless the person votes as a proxy for someone who is entitled to vote and:

- the person is appointed as a proxy in writing that specifies how the proxy is to vote on Resolution 4; or
- the person is the Chairman of the AGM and the proxy appointment expressly authorises the Chairman to exercise the proxy even if Resolution 4 is connected directly or indirectly with the remuneration of KMP, which includes the Chairman.

Defined terms used in the voting exclusions

For the purposes of the above voting exclusions:

- The "key management personnel for the IDP Education consolidated group" (or KMPs) are those persons having authority and responsibility for planning, directing and controlling the activities of the IDP Education consolidated group either directly or indirectly. It includes all Directors (Executive and Non-Executive). The KMPs during the year ended 30 June 2021 are listed in the Remuneration Report contained in the Directors' Report for the year ended 30 June 2021.
- A "closely related party" of a KMP means:
 - a spouse or child of the KMP; or
 - a child of the KMP's spouse; or
 - a dependent of the KMP or of the KMP's spouse; or
 - anyone else who is one of the KMP's family and may be expected to influence the KMP, or be influenced by the KMP, in the KMP's dealings with the IDP Education consolidated group; or
 - a company the KMP controls.

Application of voting exclusions to attorneys

The Company will also apply these voting exclusions to persons appointed as attorney by a shareholder to attend and vote at the AGM under a power of attorney, as if they were appointed as a proxy.

Voting Methods

How to vote prior to the meeting

Shareholders can lodge a direct vote or appoint a proxy:

- online at www.linkmarketservices.com.au (to log in, you will need your holder identifier (SRN or HIN) and postcode); or
- by submitting a hard copy voting form with the share registry.

Details on how to do this are set out on page 7 under the heading "Submitting Voting Forms and Voting prior to the Meeting".

Please note that your direct vote or proxy appointment must be received by no later than 10.00 am (AEDT) on Sunday, 17 October 2021.

Even if you plan to attend the AGM, you are still encouraged to submit a direct vote or directed proxy in advance of the AGM so that your votes can still be counted if for any reason you cannot attend (for example, if there is an issue with your internet connection on the day of the AGM).

How to be present virtually and vote at the meeting

Shareholders will have the opportunity to be present virtually via a live webcast and will be able to vote electronically via an online platform (including lodging a vote in real time and asking questions online).

You can access the platform at <https://agmlive.link/IEL21>. To log in, you will need your holder identifier (SRN or HIN) and postcode.

Voting will be available between the opening of registration to attend the AGM at 9.30 am (AEDT) on Tuesday 19 October 2021 and the closure of voting as announced by the Chairman during the meeting.

More information regarding online participation at the Meeting including how to vote and ask questions is available in the Virtual Meeting Online Guide available on the IDP Education website.

Questions

Shareholders are encouraged to submit questions ahead of the AGM to the Company (or the Company's Auditor), as there may not be sufficient time to respond to all questions raised during the AGM.

Questions may be submitted online at www.linkmarketservices.com.au or by email to investors@idp.com. Questions should be submitted no later than 10.00 am (AEDT) on Tuesday 12 October 2021.

The Company will endeavour to address as many of the more frequently raised relevant questions as possible during the course of the AGM. However, there may not be sufficient time available at the AGM to address all of the questions raised. Please note that individual responses will not be sent to Shareholders.

Shareholders will also be able to ask questions during the meeting by dialing the following phone numbers:

Dial-In Details	
Conference Call Number:	1800 870 861
International Number:	+612 9189 8866

To utilise this teleconference facility, Shareholders must use their unique PIN. If you don't have a phone PIN and would like to ask a question via the phone, please contact Link on 1800 990 363 to get your PIN.

When you dial in to ask a question you will be asked to mute your sound and listen to the meeting by phone. To ask a question, you will need to dial 'STAR 1' that will indicate to the moderator you wish to ask a question. The moderator will require your name and will introduce you, prompting you to ask your question by unmuting your line at the relevant time.

Information on Proxies, Corporate Representatives and Attorneys

Voting by Proxy

Please note the following in relation to voting by proxy:

- A Shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint a proxy. A proxy may be either an individual or a corporation and need not be a shareholder of the Company.
- A Shareholder who is entitled to cast two or more votes may appoint not more than two proxies. If you appoint two proxies, each will require a separate form.
- An instrument of proxy in which the name of the appointee is not filled in is taken to be given in favour of the Chairman of the AGM.
- A single proxy exercises all voting rights of the relevant shareholder.
- Where two proxies are appointed, the shareholder may specify the proportion or number of that shareholder's votes that each proxy is appointed to exercise. If a shareholder appoints two proxies and does not specify each proxy's voting rights, the rights are deemed to be 50% each. Fractions of votes are to be disregarded.
- A proxy need not vote in that capacity, unless the proxy is the Chairman of the AGM. However, if the proxy's appointment specifies the way to vote on a resolution, and the proxy decides to vote in that capacity on that resolution, the proxy must vote the way specified (subject to the other provisions of these Notes, including the voting exclusions noted above).
- If a proxy does not attend the AGM, then the Chairman of the AGM will be taken to have been appointed as the proxy of the relevant shareholder in respect of the AGM.
- If the Chairman of the AGM is appointed, or taken to be appointed, as a proxy, but the appointment does not specify the way to vote on a resolution, then the Chairman intends to exercise the relevant shareholder's votes in favour of the relevant resolution (subject to the other provisions of these Notes, including the voting exclusions noted above).
- A voting form, which enables you to appoint a proxy, accompanies this Notice of Meeting.

Voting by Corporate Representatives

A Shareholder, or proxy, that is a corporation and entitled to attend and vote at the AGM may appoint an individual to act as its corporate representative. Evidence of the appointment of a corporate representative must be in accordance with the Corporations Act and must be lodged with the Company at least 48 hours prior to the AGM.

Voting by Attorney

A shareholder entitled to attend and vote at the AGM is entitled to appoint an attorney to attend and vote at the AGM on the shareholder's behalf. An attorney need not be a shareholder of the Company.

The power of attorney appointing the attorney must be duly executed and specify the name of each of the shareholder, the Company and the attorney, and also specify the meetings at which the appointment may be used. The appointment may be a standing one.

To be effective, the power of attorney must also be returned in the same manner, and by the same time, as outlined above for voting forms.

Evidence of execution

If any instrument (including a voting form or appointment of corporate representative) returned to the Company is completed by an individual or a corporation under power of attorney, the power of attorney under which the instrument is signed, or a certified copy of that power of attorney, must accompany the instrument unless the power of attorney has previously been noted by the Company or the Company's share registry.

Submitting Voting Forms and Voting prior to the Meeting

Shareholders can vote directly or appoint a proxy by submitting a hard copy of your voting form in one of the following ways:

- By faxing the voting form, along with the power of attorney or other authority (if any) under which the form is signed, to one of the following numbers:

(within Australia) (02) 9287 0309

(outside Australia) +61 2 9287 0309

OR

- By lodging the voting form by mail, along with the power of attorney or other authority (if any) under which the form is signed (or a certified copy thereof), at the following address:

IDP Education Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia

Shareholders can lodge a direct vote or appoint a proxy at www.linkmarketservices.com.au as follows:

- Step 1: Select Investor Login from the right hand menu.
- Step 2: Select IDP Education as the Issuer.
- Step 3: Enter your Holder Identifier (which appears under the barcode on the front of your personalised voting form) and your postcode or Country.
- Step 4: Enter the security code, tick the box to accept the terms and conditions and click "Login".
- Step 5: Select 'Voting' from the top menu and follow the prompts to lodge your direct vote or appoint your proxy.

By order of the Board



Ashley Warmbrand
Company Secretary
20 September 2021

IDP Education Limited
(ACN 117 676 463)

Explanatory Memorandum

This Explanatory Memorandum sets out further information regarding the proposed items of business to be considered by Shareholders at the AGM. The Directors recommend that Shareholders read this Explanatory Memorandum before determining whether or not to support the resolutions.

Item 1: Financial Statements and Reports

Under Section 317 of the Corporations Act, the Company is required to lay its Annual Financial Report, Directors' Report and Audit Report before its Shareholders at its Annual General Meeting.

The Annual Financial Report, Directors' Report and Audit Report of the Company are submitted for Shareholders' consideration and discussion at the AGM as required. A copy of the 2021 Annual Financial Report (which includes the Directors' Report on pages 15 to 28 and the Audit Report on pages 106 to 109) can be found on the IDP Education website at <https://investors.idp.com/Investor-Centre/>.

Meeting attendees are invited to direct questions to the Chairman on any aspect of the Annual Financial Report, Directors' Report and Audit Report they wish to discuss.

The Chairman will also allow a reasonable opportunity for Shareholders to ask questions to the external auditor, Deloitte Touche Tohmatsu, relevant to the conduct of the audit, the preparation and content of the Audit Report, the accounting policies adopted by the Company in relation to the preparation of the Annual Financial Report and the independence of the external auditor.

In addition to the opportunity to ask questions at the AGM, written questions to the external auditor about the content of the Audit Report and the conduct of the audit of the Annual Financial Report may be submitted no later than 10.00 am (AEDT) on Tuesday, 12 October 2021, either online at www.linkmarketservices.com.au or by email to investors@idp.com. Questions should be submitted no later than 5.00 pm (AEDT) on Friday, 15 October 2021:

By facsimile: +61 3 9614 0578 (Attention: Company Secretary)

By Post: Company Secretary
Level 10, Melbourne Quarters Two
697 Collins Street
Docklands, VIC 3008
Australia

The questions will be passed on to the external auditor. In addition, a reasonable opportunity will be allowed at the AGM for the external auditor or its representative to answer the questions that have been submitted.

Item 2: Election of Directors

Mr. Chris Leptos AM and Professor Colin J. Stirling will retire in accordance with the provisions of the Constitution and, being eligible, offer themselves for re-election. Their relevant skills and experience are summarised below.

Item 2(a) – Election of Mr. Chris Leptos AM

Chris was appointed a Non-Executive Director of IDP Education at the completion of its IPO in November 2015.

Chris is Chairman of the National Heart Foundation of Australia and recently retired as Chairman of SEA Electric.

In 2020 Chris was appointed by the Federal Government to conduct a statutory review of the National Housing and Investment Corporation Act reporting to Parliament in 2021.

In 2021 Chris was appointed by the Federal Government as the Independent Reviewer of the Food and Grocery Code under the Competition and Consumer Act.

He is also a Senior Advisor to Flagstaff Partners, a member of the Advisory Board of The University of Melbourne Faculty of Business & Economics, and the Advisory Council of Asialink.

He was previously a Senior Partner with KPMG and Managing Partner Government at Ernst & Young where he had national responsibility for leading the public sector and higher education practice.

He is a Fellow of the Institute of Chartered Accountants and a Fellow of the AICD.

Item 2(b) – Election of Professor Colin J. Stirling

Colin was appointed as a Non-Executive Director of IDP Education in February 2018.

He is the President and Vice-Chancellor of Flinders University and brings more than thirty years of experience in international education in Australia, the UK and the USA.

Colin is a Director of Education Australia Limited and has held various other board positions across health, academic and community organisations.

Educated at the University of Edinburgh, and with a PhD from the University of Glasgow, Colin began his award-winning scientific career at the University of California, Berkeley.

Recommendation:

The Directors (in each case excluding the relevant candidate) recommend that Shareholders vote in favour of the re-election of each of the above candidates.

Item 3: Adoption of the Remuneration Report

Under the Corporations Act, the Company is required to include, in the Directors' Report, a detailed Remuneration Report setting out certain prescribed information relating to Directors' and Executives' Remuneration and submit this for adoption by resolution of Shareholders at the AGM.

The Directors' Report for the year ended 30 June 2021 contains the Remuneration Report, which is set out on pages 29 to 48 of the 2021 Annual Report.

A copy of the 2021 Annual Report can be found on the IDP Education website at <https://investors.idp.com/Investor-Centre>.

The Remuneration Report includes:

- an explanation of the Company's policies in relation to the nature and amount of the Remuneration of the key management personnel (**KMP**).
- a description of the relationship between such policies and the Company's performance; and
- Remuneration details for KMP and any associated performance conditions for the period ended 30 June 2020.

During this item, there will be an opportunity for Shareholders at the meeting to comment on and ask questions about the Remuneration Report, and Shareholders are asked to adopt the Remuneration Report. The vote on the resolution in this item is advisory and will not bind the Directors of IDP Education. The Board will take the outcome of the vote into consideration when reviewing Remuneration practices and policies of the Company.

Recommendation:

Noting that each Director has a personal interest in their own Remuneration from the Company (as such interests are described in the Remuneration Report), the Directors recommend that Shareholders vote in favour of Resolution 3 to adopt the Remuneration Report.

Item 4: Non-Executive Directors' Remuneration

ASX Listing Rules 10.17 and clause 51 of the Company's Constitution require Shareholders to approve any increase in the total amount of Non-Executive Directors' (**NEDs**) remuneration that can be paid each year. Item 4 proposes an increase in the maximum fee pool that can be paid to NEDs each year from \$1,500,000 per annum to \$2,000,000 per annum, an increase of \$500,000 per annum.

The Company's Board fee pool of A\$1,500,000 was set when the Company listed on the ASX in 2015. The Board fee pool includes all Board and Committee fees paid to NEDs, as well as superannuation contributions made on behalf of NEDs. The amount of \$1,110,000 was paid to NEDs in FY21 from the pool. This amount was lower than expected because of the voluntary reduction in fees for part of the period as part of IDP's response to the COVID-19 pandemic.

With the growth of the Company, particularly overseas, and previously announced sell-down of shares in the Company by Education Australia, the proposed increase to the annualised Board fee pool is sought to:

- allow IDP the scope and flexibility to maintain market competitiveness in NED remuneration to ensure the Company can attract and retain high calibre individuals with appropriate skills, experience, diversity and expertise, particularly in offshore markets;
- allow for the potential future expansion of the Board, if needed; and
- provide sufficient scope for succession planning and ongoing flexibility.

Board remuneration was independently reviewed in July 2021 and only minor changes to the level of fees is proposed for FY22, mainly in relevant Committee fees for some NEDs. This independent review conducted by Crichton & Associates Pty Limited indicated that IDP's Board fee pool limit was well below the median of comparable ASX listed companies. This view was supported by a recent AON Hewitt/Governance Institute Report.

Shareholders should be aware that if the proposed resolution is approved, it is unlikely that the fee pool limit will be tested for some time. IDP will continue to set the actual remuneration of its NED fees based on independent external benchmark assessments conducted from time to time. Market practice, Board performance, community and shareholder interests will also be considered.

No securities have been issued to any NEDs of the Company under Listing Rules 10.11 or 10.14 with approval at any time in the last 3 years.

Recommendation:

Noting that each Director has a personal interest in their own Remuneration from the Company, the Directors recommend that Shareholders vote in favour of Resolution 4.



IDP Education Limited
ACN 117 676 463

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

IDP Education Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: +61 1300 554 474



X999999999999

VOTING FORM

I/We being a member(s) of IDP Education Limited and entitled to attend and vote hereby appoint:

A

VOTE DIRECTLY



elect to lodge my/our
vote(s) directly (mark box)



in relation to the Annual General Meeting of the Company to be held at **10:00am (AEDT) on Tuesday, 19 October 2021**, and at any adjournment or postponement of the Meeting.

You should mark either "for" or "against" for each item. Do not mark the "abstain" box.

OR

B

APPOINT A PROXY



the Chairman
of the Meeting
(mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (AEDT) on Tuesday, 19 October 2021 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at <https://agmlive.link/IEL21> (refer to the Notice of Annual General Meeting and Explanatory Notes).

Important for Resolution 3: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 3, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

Important for Resolution 4: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 4, even though the Resolution is connected directly or indirectly with the remuneration of one or more directors, which includes the Chairman.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

For Against Abstain*

For Against Abstain*

2a Re-Election of
Mr. Chris Leptos AM

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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3 Adoption of the Remuneration report

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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2b Re-Election of
Professor Colin J. Stirling

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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4 Non Executive Directors' Remuneration

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

<input type="text"/>

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

<input type="text"/>

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

<input type="text"/>

Director

To be valid this form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

IEL PRX2101N

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's Share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your Shares using this form.**

VOTING UNDER BOX A

If you ticked the box under Box A you are indicating that you wish to vote directly. Please only mark either **"for"** or **"against"** for each item. Do not mark the **"abstain"** box. If you mark the **"abstain"** box for an item, your vote for that item will be invalid.

If no direction is given on all of the items, or if you complete both Box A and Box B, your vote may be passed to the Chairman of the Meeting as your proxy.

Custodians and nominees may, with the Share Registrar's consent, identify on the Voting Form the total number of votes in each of the categories **"for"** and **"against"** and their votes will be valid.

If you have lodged a direct vote, and then you attend the Meeting, your attendance will cancel your direct vote.

The Chairman's decision as to whether a direct vote is valid is conclusive.

VOTING UNDER BOX B – APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name and email address of that individual or body corporate in Step 1. A proxy need not be a Shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in 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 A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Voting Form may be obtained by telephoning the Company's Share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Voting Form and the second Voting Form state the percentage of your voting rights or number of Shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either Shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting Virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at vote@linkmarketservices.com.au prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's Share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (AEDT) on Sunday, 17 October 2021**, being not later than 48 hours before the commencement of the Meetings. Any Proxy Form received after that time will not be valid for the scheduled Meetings.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, Shareholders will need their "Holder Identifier" (Shareholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MAIL

IDP Education Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Level 12
680 George Street
Sydney NSW 2000

*during business hours Monday to Friday (9:00am - 5:00pm) and subject to public health orders and restrictions