



ASX Announcement

ASX Code: NDO

Postponement of 2026 AGM and update to Notice of Meeting

29 April 2026

Summary

The 2026 AGM will be postponed to Monday 1 June 2026 to allow shareholders adequate time to consider the updated Notice of Meeting and to exercise their voting rights in respect of the following:

- Withdrawal of Resolution 5 – *Approval of Loan Funded Share Plan*.
- Proposed grant of premium options to the Chief Executive Officer, with an exercise price of 66 cents per option (representing an approximate 65% premium to the current trading price), subject to performance conditions and shareholder approval (new Resolution 4A).

Details

Nido Education Limited ACN 650 967 703 (ASX: NDO) (**Nido** or **Company**) advises that the Board of Directors has resolved to postpone the Company's 2026 Annual General Meeting (**AGM**). The AGM, originally scheduled for Tuesday 19 May 2026, will now be held on Monday 1 June 2026 at 11.00am (Sydney time). The venue remains unchanged (Nido's registered office at Suite 3, 1 Park Avenue, Drummoyne NSW 2047). This postponement, made in accordance with Nido's Constitution and applicable law, will allow the Company to issue an updated Notice of Meeting reflecting certain changes to the meeting agenda as outlined below.

The Board has decided not to proceed with the Loan Funded Share Plan Proposal that was previously slated for shareholder approval as Resolution 5 in the original Notice of Meeting (dated 17 April 2026). As a result, Resolution 5 (*Approval of Loan Funded Share Plan*) is withdrawn and will not be put to shareholders at the rescheduled AGM.

The Company proposes to implement a long-term incentive involving the grant of premium options with an exercise price of 66 cents per option (representing an approximate 65% premium to the current trading price) under the Company's existing Equity Incentive Plan (EIP), subject to shareholder approval, as detailed in the amended Notice of Meeting.

Nido's directors believe these changes are in the best interests of shareholders and the Company. The revised incentive proposal of premium options is intended to more directly tie executive rewards to sustained improvements in shareholder value, and the

postponement of the AGM will ensure shareholders have adequate time to consider the new Resolution 4A and exercise their voting rights accordingly.

Shareholders are advised to disregard the original Notice of Meeting and proxy form circulated on or around 17 April 2026. Nido will release an Amended Notice of Meeting for the 2026 AGM, which will supersede the previous notice. The Amended Notice of Meeting will set out the revised resolutions and meeting details, including:

- (a) **New AGM date and key dates:** The meeting will occur on Monday 1 June 2026. Consequently, the deadline for lodging proxy votes will shift to 11.00am (Sydney time) on Saturday 30 May 2026 (being 48 hours before the rescheduled meeting), and the voting entitlement time, that is, the time at which a shareholder must be recorded on Nido's share register in order to vote, will be 7.00pm (Sydney time) on Saturday 30 May 2026. *(Shareholders who had already lodged proxies for the original 19 May date will need to submit new proxies for the 1 June meeting, as proxies for the erstwhile date will not be valid.)*
- (b) **Withdrawal of Loan Funded Share Plan resolution:** The Amended Notice of Meeting will reflect that Resolution 5 concerning the adoption of a Loan Funded Share Plan has been withdrawn.
- (c) **New incentive (premium options) proposal:** The Board will introduce a new Resolution 4A at the AGM. Resolution 4A will seek shareholder approval, under ASX Listing Rule 10.14 and for all other purposes, for the grant of premium options to Nido's Chief Executive Officer, Mr Adam Lai, under the Company's existing Equity Incentive Plan (EIP).

These premium options will have an exercise price of 66 cents per option (representing an approximate 65% premium to the current trading price), and will vest only upon the satisfaction of the following performance-based Vesting Conditions measured annually over three years:

- Achieving above average quality and compliance;
- 20% year-on-year Adjusted EBITDA growth; and
- 20% year-on-year EPS.

The precise terms of the proposed grants (including the maximum number of Options, premium exercise price, performance measures and targets, and other key conditions) will be detailed in the Explanatory Statement accompanying the Amended Notice of Meeting. The grant will in all cases remain subject to shareholder approval at the AGM.

The Board apologises for any inconvenience caused by the change of AGM date and appreciates shareholders' understanding. We look forward to your participation at the rescheduled AGM on Monday 1 June 2026.

-Ends-

This ASX announcement was authorised for release by the Board of Nido Education Limited.

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About Nido

Founded in 2021, Nido Education Limited is a national owner, operator and manager of long day early childhood education and care services, operating under the Nido Early School brand. Visit: www.nido.edu.au



Stay connected with Nido by joining our Investor Hub where you will receive ASX announcements and Company updates directly in your inbox and can engage with our interactive Q&A feature. Scan the QR code or visit here to sign up: <https://nidoeducation.edu.au/s/3307cc>.