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Our ref MDR:

4 October 2021

Market Announcements Office
ASX Limited
Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam

iCollege Limited Off-Market Takeover Bid for RedHill Education Limited: Status of defeating conditions

We act for iCollege Limited ACN 105 012 066 (**ICT**) in relation to its off-market takeover bid (**Offer**) to acquire up to 100% of the ordinary shares in RedHill Education Limited ACN 119 952 493 (**RedHill**) pursuant to its bidder's statement dated 25 March 2021 and as replaced by its replacement bidder's statement dated 9 April 2021.

We attach a formal notice under section 630(3) of the Corporations Act regarding the status of defeating conditions to the Offer.

Yours faithfully
THOMSON GEER



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encl

4 October 2021

iCollege Limited
205 North Quay
Brisbane QLD 4000

Takeover offer for RedHill Education Limited

NOTICE OF STATUS OF DEFEATING CONDITIONS UNDER SECTION 630(3) OF THE CORPORATIONS ACT 2001 (CTH)

To: **ASX Limited**

Redhill Education Limited

iCollege Limited ACN 105 012 066 (**ICT**) gives notice under section 630(3) of the *Corporations Act 2001* (Cth) in respect of its offers dated 15 April 2021 in relation to its off-market takeover bid to acquire up to 100% of the ordinary shares in RedHill (**Offer**) pursuant to its bidder's statement dated 25 March 2021, replaced by its replacement bidder's statement dated 9 April 2021 (**Bidder's Statement**).

Terms defined in the Bidder's Statement have the same meaning when used in this notice unless the context requires otherwise.

ICT gives notice under section 630(3) of the *Corporations Act 2001* (Cth) (**Corporations Act**) that:

- per notice given pursuant to s650F of the Corporations Act lodged with the ASX Limited and served on RDH dated 1 October 2021, the Offer is free of all defeating conditions; and
- per notice given pursuant to s630(4) of the Corporations Act lodged with ASX Limited and served on RDH dated 1 October 2021, the Minimum acceptance condition set out in section 6.1(a) of Schedule 1 of the Bidder's Statement is satisfied; and
- ICT's voting power in RDH is 92.50%.

Signed for and on behalf of **iCollege Limited** by



Simon Tolhurst
Director

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Invest inquiries

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Legal/76893412_1